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Employer Identification Number)700 South Flower Street, Suite 640Los Angeles, California 90017(Address of principal executive offices, including zip code)(213) 316-6256(Registrant's telephone number, including area code)_____Securities registered pursuant to SectionÂ 12(b) of the Act:Title of each classTradingSymbol(s)Name of each exchange on which registeredClass A Common Stock, $0.01 par value per shareMAXNYSEIndicate 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 Â Yes â˜’Â No â˜Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Â Â Â Â Yes â˜’ NoÂ Â â˜Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.Large accelerated filerâ˜Accelerated filerâ˜’Non-accelerated filerâ˜SmallerÂ reportingÂ companyâ˜Emerging 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˜Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Â Â Â Â Yes â˜Â Â Â Â No â˜’As of OctoberÂ 31, 2024, there were 55,090,208 shares of MediaAlpha, Inc.'s Class A common stock, $0.01 par value per share, and 11,574,029 shares of MediaAlpha, Inc.â€™s Class B common stock, par value $0.01 per share, outstanding.Table of ContentsMediaAlpha, Inc. and SubsidiariesTABLE OF CONTENTSPART I. FINANCIAL INFORMATIONItem 1Financial Statements7Consolidated Balance Sheets7Consolidated Statements of Operations8Consolidated Statements of Stockholdersâ€™ Equity (Deficit)9Consolidated Statements of Cash Flows11Notes to the Consolidated Financial Statements12Item 2Management's Discussion and Analysis of Financial Condition and Results of Operations23Item 3Quantitative and Qualitative Disclosures About Market Risk43Item 4Controls and Procedures44PART II. OTHER INFORMATIONItem 1Legal Proceedings44Item 1ARisk Factors44Item 2Unregistered Sales of Equity Securities and Use of Proceeds48Item 3Defaults Upon Senior Securities49Item 4Mine Safety Disclosures49Item 5Other Information49Item 6Exhibits49Signatures502Table of ContentsCertain DefinitionsAs used in this Quarterly Report on Form 10-Q:â€¢â€œClass A-1 unitsâ€ refers to the Class A-1 units of QL Holdings LLC (â€œQLHâ€).â€¢â€œClass B-1 unitsâ€ refers to the Class B-1 units of QLH.â€¢â€œCompany,â€ â€œwe,â€ or â€œusâ€ refers to MediaAlpha, Inc. and its consolidated subsidiaries, unless the context requires otherwise.â€¢â€œConsumer Referralâ€ means any consumer click, call or lead purchased by a buyer on our platform.â€¢â€œConsumersâ€ and â€œcustomersâ€ refer interchangeably to end consumers. Examples include individuals shopping for insurance policies.â€¢â€œDigital consumer trafficâ€ refers to visitors to the mobile, tablet, desktop and other digital platforms of our supply partners, as well as to our proprietary websites.â€¢â€œDirect-to-consumerâ€ or â€œDTCâ€ means the sale of insurance products or services directly to end consumers, without the use of retailers, brokers, agents or other intermediaries.â€¢â€œDistributorâ€ means any company or individual that is involved in the distribution of insurance, such as an insurance agent or broker.â€¢â€œExchange agreementâ€ means the exchange agreement, dated as of October 27, 2020 by and among MediaAlpha, Inc., QLH, Intermediate Holdco, Inc. and certain Class B-1 unitholders party thereto.â€¢â€œFoundersâ€ means, collectively, Steven Yi, Eugene Nonko, and Ambrose Wang.â€¢â€œHigh-intentâ€ consumer or customer means an in-market consumer that is actively browsing, researching or comparing the types of products or services that our partners sell.â€¢â€œInsigniaâ€ means Insignia Capital Group, L.P. and its affiliates.â€¢â€œIntermediate Holdcoâ€ means Guilford Holdings, Inc., our wholly owned subsidiary and the owner of all Class A-1 units.â€¢â€œInventory,â€ when referring to our supply partners, means the volume of Consumer Referral opportunities.â€¢â€œIPOâ€ means our initial public offering of our Class A common stock, which closed on October 30, 2020.â€¢â€œLegacy Profits Interest Holdersâ€ means certain current or former employees of QLH or its subsidiaries (other than the Senior Executives), who indirectly held Class B units in QLH prior to our IPO and includes any estate planning vehicles or other holding companies through which such persons hold their units in QLH (which holding companies may or may not include QL Management Holdings LLC).â€¢â€œLifetime valueâ€ or â€œLTVâ€ is a type of metric that many of our business partners use to measure the estimated total worth to a business of a customer over the expected period of their relationship.â€¢â€œOpen Marketplaceâ€ refers to one of our two business models. In Open Marketplace transactions, we have separate agreements with Demand Partners and Supply Partners. We earn fees from our Demand Partners and separately pay a revenue share to our Supply Partners and a fee to internet search companies to drive consumers to our proprietary websites.â€¢â€œPartnerâ€ refers to a buyer or seller on our platform, also referred to as â€œdemand partnersâ€ and â€œsupply partners,â€ respectively.â—¦â€œDemand partnerâ€ or "customer" refers to a buyer on our platform. As discussed under Part I, Item 2. Managementâ€™s Discussion & Analysis â€“ Management Overview, our demand partners are generally insurance carriers and distributors looking to target high-intent consumers deep in their purchase journey.â—¦â€œSupply partnerâ€ or â€œsupplierâ€ refers to a seller to our platform. As discussed under Part I, Item 2. Managementâ€™s Discussion & Analysis â€“ Management Overview, our supply partners are primarily insurance carriers looking to maximize the value of non-converting or low LTV consumers, and insurance-focused research destinations or other financial websites looking to monetize high-intent consumers.3Table of Contentsâ€¢â€œPrivate Marketplaceâ€ refers to one of our two business models. In Private Marketplace transactions, Demand Partners and Supply Partners contract with one another directly and leverage our platform to facilitate transparent, real-time transactions utilizing the reporting and analytical tools available to them from use of our platform. We charge a fee to our Supply Partners based on the Transaction Value of the Consumer Referrals sold through Private Marketplace transactions.â€¢â€œProprietaryâ€ means, when used in reference to our properties, the websites and other digital properties that we own and operate. Our proprietary properties are a source of Consumer Referrals on our platform.â€¢â€œReorganization Transactionsâ€ means the series of reorganization transactions completed on October 27, 2020 in connection with our IPO.â€¢â€œSenior Executivesâ€ means the Founders and the other current and former officers of the Company listed in Exhibit A to the Exchange Agreement. This term also includes any estate planning vehicles or other holding companies through which such persons hold their units in QLH.â€¢â€œTransaction Valueâ€ means the total gross dollars transacted by our partners on our platform.â€¢â€œVerticalâ€ means a market dedicated to a specific set of products or services sold to end consumers. Examples include property & casualty insurance, life insurance, health insurance, and travel.â€¢â€œWhite Mountainsâ€ means White Mountains Insurance Group, Ltd. and its affiliates.â€¢â€œYieldâ€ means the return to our sellers on their inventory of Consumer Referrals sold on our platform.Cautionary Statement Regarding Forward-Looking Statements and Risk Factor SummaryWe are including this Cautionary Statement to caution investors and qualify for the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the â€œActâ€) for forward-looking statements. This Quarterly Report on Form 10-Q contains forward-looking statements. These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance. These statements are often, but not always, made through the use of words or phrases such as â€œmay,â€ â€œshould,â€ â€œcould,â€ â€œpredict,â€ â€œpotential,â€ â€œbelieve,â€ â€œwill likely result,â€ â€œexpect,â€ â€œcontinue,â€ â€œwill,â€ â€œanticipate,â€ â€œseek,â€ â€œestimate,â€ â€œintend,â€ â€œplan,â€ â€œprojection,â€ â€œwould,â€ and â€œoutlook,â€ or the negative version of those words or other comparable words or phrases of a future or forward-looking nature. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, managementâ€™s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may

prove to be materially different from the results expressed or implied by the forward-looking statements.There are or will be important factors that could cause our actual results to differ materially from those indicated in these forward-looking statements, including, but not limited to, the following:â€¢Our ability to attract and retain supply partners and demand partners to our platform and to make available quality Consumer Referrals at attractive volumes and prices to drive transactions on our platform;â€¢Our reliance on a limited number of supply partners and demand partners, many of which have no long-term contractual commitments with us, and any potential termination of those relationships;â€¢Fluctuations in customer acquisition spending by property and casualty insurance carriers due to unexpected changes in underwriting profitability as the carriers go through cycles in their business; â€¢Existing and future laws and regulations affecting the propertyÂ & casualty insurance, health insurance and life insurance verticals;â€¢Changes and developments in the regulation of the underlying industries in which our partners operate;â€¢Competition with other technology companies engaged in digital customer acquisition, as well as buyers that attract consumers through their own customer acquisition strategies, third-party online platforms or other methods of distribution;â€¢Our ability to attract, integrate and retain qualified employees;â€¢Reductions in DTC digital spend by our buyers;4Table of Contentsâ€¢Mergers and acquisitions could result in additional dilution and otherwise disrupt our operations and harm our operating results and financial condition;â€¢Our dependence on internet search companies to direct a significant portion of visitors to our suppliersâ€™ websites and our proprietary websites;â€¢The impact of broad-based pandemics or public health crises, such as COVID-19;â€¢The terms and restrictions of our existing and future indebtedness;â€¢Disruption to operations as a result of future acquisitions;â€¢Our failure to obtain, maintain, protect and enforce our intellectual property rights, proprietary systems, technology and brand;â€¢Our ability to develop new offerings and penetrate new vertical markets;â€¢Our ability to manage future growth effectively;â€¢Our reliance on data provided to us by our demand and supply partners and consumers;â€¢Natural disasters, public health crises, political crises, economic downturns, or other unexpected events;â€¢Significant estimates and assumptions in the preparation of our consolidated financial statements;â€¢Potential litigation and claims, including claims by regulatory agencies and intellectual property disputes;â€¢Our ability to collect our receivables from our partners;â€¢Fluctuations in our financial results caused by seasonality;â€¢The development of the DTC insurance distribution sector and evolving nature of our relatively new business model;â€¢Disruptions to or failures of our technological infrastructure and platform;â€¢Failure to manage and maintain relationships with third-party service providers;â€¢Cybersecurity breaches or other attacks involving our systems or those of our partners or third-party service providers;â€¢Our ability to protect consumer information and other data and risks of reputational harm due to an actual or perceived failure by us to protect such information and other data;â€¢Risks related to laws and regulation to which we are subject both in the U.S. and internationally, many of which are evolving;â€¢Risks related to changes in tax laws or exposure to additional income or other tax liabilities could affect our future profitability;â€¢Risks related to being a public company;â€¢Risks related to internal control over financial reporting;â€¢Risks related to shares of our Class A common stock;â€¢Risks related to our intention to take advantage of certain exemptions as a former â€œcontrolled companyâ€ under the rules of the NYSE, and the fact that the interests of our controlling stockholders (White Mountains, Insignia, and the Founders) may conflict with those of other investors;â€¢Risks related to our corporate structure; andâ€¢The other risk factors described under Part I, Item 1A "Risk Factors" in our 2023 Annual Report on Form 10-K and under Part II, Item 1A "Risk Factors" in this Quarterly Report on Form 10-Q.The foregoing factors should not be construed as exhaustive and should be read together with the other cautionary statements included in this Quarterly Report on Form 10-Q. If one or more events related to these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may differ materially from what we anticipate. Many of the important factors that will determine these results are beyond our ability to control or predict. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made, and, except as otherwise required by law, we do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. New factors emerge from time to time, and it is not possible for us to predict which will arise. In addition, we cannot assess the impact of 5Table of Contentseach factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.6Table of ContentsPart I. Financial InformationItem 1. Financial Statements.MediaAlpha, Inc. and subsidiariesConsolidated Balance Sheets(Unaudited; in thousands, except share data and per share amounts)September 30,2024December 31,2023AssetsCurrent assetsCash and cash equivalents$32,304Â $17,271Â Accounts receivable, net of allowance for credit losses of $1,027 and $537, respectively126,814Â 53,773Â Prepaid expenses and other current assets2,936Â 3,529Â Total current assets162,054Â 74,573Â Intangible assets, net21,588Â 26,015Â Goodwill47,739Â 47,739Â Other assets4,729Â 5,598Â Total assets$236,110Â $153,925Â Liabilities and stockholders' deficitCurrent liabilitiesAccounts payable$109,577Â $56,279Â Accrued expenses14,202Â 11,588Â Current portion of long-term debt8,839Â 11,854Â Total current liabilities132,618Â 79,721Â Long-term debt, net of current portion155,811Â 162,445Â Other long-term liabilities7,302Â 6,184Â Total liabilities$295,731Â $248,350Â Commitments and contingencies (Note 5)Stockholders' (deficit)Class A common stock, $0.01 par value - 1.0 billion shares authorized; 55.1 million and 47.4 million shares issued and outstanding as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively551Â 474Â Class B common stock, $0.01 par value - 100 million shares authorized; 11.6 million andÂ 18.1 million shares issued and outstanding as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively116Â 181Â Preferred stock, $0.01 par value - 50 million shares authorized; 0 shares issued and outstanding as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023â€”Â â€”Â Additional paid-in capital501,543Â 511,613Â Accumulated deficit(510,573)(522,562)Total stockholders' (deficit) attributable to MediaAlpha, Inc.$(8,363)$(10,294)Non-controlling interest(51,258)(84,131)Total stockholders' (deficit)$(59,621)$(94,425)Total liabilities and stockholders' deficit$236,110Â $153,925Â The accompanying notes are an integral part of these unaudited consolidated financial statements.7Table of ContentsMediaAlpha, Inc. and subsidiariesConsolidated Statements of Operations(Unaudited; in thousands, except share data and per share amounts)Three Months EndedSeptember 30,Nine Months EndedSeptember 30,2024202320242023Revenue$259,133Â $74,573Â $564,056Â $270,975Â Costs and operating expensesCost of revenue219,907Â 62,277Â 469,465Â 226,545Â Sales and marketing6,496Â 6,101Â 18,608Â 19,802Â Product development5,328Â 4,296Â 14,743Â 14,525Â General and administrative11,794Â 16,648Â 36,767Â 50,473Â Total costs and operating expenses243,525Â 89,322Â 539,583Â 311,345Â Income (loss) from operations15,608Â (14,749)24,473Â (40,370)Other (income) expense, net(154)(100)(1,971)1,165Â Interest expense3,562Â 3,947Â 11,158Â 11,397Â Total other expense, net3,408Â 3,847Â 9,187Â 12,562Â Income (loss) before income taxes12,200Â (18,596)15,286Â (52,932)Income tax expense312Â 102Â 469Â 330Â Net income (loss)$11,888Â $(18,698)$14,817Â $(53,262)Net income (loss) attributable to non-controlling interest2,406Â (5,196)2,828Â (15,208)Net income (loss) attributable to MediaAlpha, Inc.$9,482Â $(13,502)$11,989Â $(38,054)Net income (loss) per share of Class A common stock-Basic$0.17Â (0.29)0.23Â $(0.84)-Diluted$0.17Â (0.29)0.22Â $(0.84)Weighted average shares of Class A common stock outstanding-Basic54,909,772Â 46,229,672Â 52,293,622Â 45,095,417Â -Diluted54,909,772Â 46,229,672Â 66,087,041Â 45,095,417Â The accompanying notes are an integral part of these unaudited consolidated financial statements.8Table of ContentsMediaAlpha, Inc. and subsidiariesConsolidated Statements of Stockholdersâ€™ Equity (Deficit)(Unaudited; in thousands, except share data)Class Acommon stockClass Bcommon stockAdditionalPaid-In-CapitalAccumulateddeficitNon-ControllingInterestTotalStockholdersâ€™(Deficit)UnitsAmountUnitsAmountAmountAmountAmountBalance at December 31, 202347,360,454Â $474Â 18,070,829Â $181Â $511,613Â $(522,562)$(84,131)$(94,425)Exchange of non-controlling interest for Class A common stock3,057,000Â 31Â (3,057,000)(31)(14,280)â€”Â 14,280Â â€”Â Vesting of restricted stock units407,803Â 3Â â€”Â â€”Â (3)â€”Â â€”Â â€”Â Equity-based compensationâ€”Â â€”Â â€”Â â€”Â 8,575Â â€”Â 7Â 8,582Â Shares withheld on tax withholding on vesting of restricted stock unitsâ€”Â â€”Â â€”Â â€”Â (1,956)â€”Â â€”Â (1,956)Distributions to non-controlling interestsâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (113)(113)Net (loss)â€”Â â€”Â â€”Â â€”Â â€”Â (1,113)(378)(1,491)Balance at March 31, 202450,825,257Â $508Â 15,013,829Â $150Â $503,949Â $(523,675)$(70,335)$(89,403)Exchange of non-controlling interest for Class A common stock3,439,800Â 34Â (3,439,800)(34)(16,104)â€”Â 16,104Â â€”Â Vesting of restricted stock units464,296Â 5Â â€”Â â€”Â (5)â€”Â â€”Â â€”Â Equity-based compensationâ€”Â â€”Â â€”Â â€”Â 8,876Â â€”Â 6Â 8,882Â Shares withheld on tax withholding on vesting of restricted stock unitsâ€”Â â€”Â â€”Â â€”Â (1,721)â€”Â â€”Â (1,721)Contributions from QLHâ€™s membersâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 756Â 756Â Distributions to non-controlling interestsâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (904)(904)Net incomeâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 3,620Â 800Â 4,420Â Balance at June 30, 202454,729,353Â $547Â 11,574,029Â $116Â $494,995Â $(520,055)$(53,573)$(77,970)Vesting of restricted stock units360,855Â 4Â â€”Â â€”Â (4)â€”Â â€”Â â€”Â Equity-based compensationâ€”Â â€”Â â€”Â â€”Â 8,051Â â€”Â 3Â 8,054Â Shares withheld on tax withholding on vesting of restricted stock unitsâ€”Â â€”Â â€”Â â€”Â (1,499)â€”Â â€”Â (1,499)Distributions to non-controlling interestsâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (94)(94)Net incomeâ€”Â â€”Â â€”Â â€”Â â€”Â 9,482Â 2,406Â 11,888Â Balance at September 30, 202455,090,208Â $551Â 11,574,029Â $116Â $501,543Â $(510,573)$(51,258)$(59,621)9Table of ContentsClass Acommon stockClass Bcommon stockAdditionalPaid-In-CapitalAccumulated deficitNon- Controlling InterestTotal Stockholdersâ€™(Deficit)UnitsAmountUnitsAmountAmountAmountAmountBalance at December 31, 202243,650,634Â $437Â 18,895,493Â $189Â $465,523Â $(482,142)$(70,091)$(86,084)Exchange of non-controlling interest for Class A common stock10,000Â â€”Â (10,000)â€”Â (39)â€”Â 39Â â€”Â Vesting of restricted stock units608,022Â 6Â â€”Â â€”Â (6)â€”Â â€”Â â€”Â Equity-based compensationâ€”Â â€”Â â€”Â â€”Â 14,259Â â€”Â 45Â 14,304Â Shares withheld on tax withholding on vesting of restricted stock unitsâ€”Â â€”Â â€”Â â€”Â (1,238)â€”Â â€”Â (1,238)Distributions to non-controlling interestsâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (1,104)(1,104)Net (loss)â€”Â â€”Â â€”Â â€”Â â€”Â (10,266)(4,318)(14,584)Balance at March 31, 202344,268,656Â $443Â 18,885,493Â $189Â $478,499Â $(492,408)$(75,429)$(88,706)Exchange of non-controlling interest for Class A common stock766,000Â 8Â (766,000)(8)(3,130)â€”Â 3,130Â â€”Â Vesting of restricted stock units822,147Â 8Â â€”Â â€”Â (8)â€”Â â€”Â â€”Â Equity-based compensationâ€”Â â€”Â â€”Â â€”Â 15,171Â â€”Â 14Â 15,185Â Shares withheld on tax withholding on vesting of restricted stock unitsâ€”Â â€”Â â€”Â â€”Â (701)â€”Â â€”Â (701)Distributions to non-controlling interestsâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (192)(192)Net (loss)â€”Â â€”Â â€”Â â€”Â â€”Â (14,286)(5,694)(19,980)Balance at June 30, 202345,856,803Â $459Â 18,119,493Â $181Â $489,831Â $(506,694)$(78,171)$(94,394)Vesting of restricted stock units741,283Â 7Â â€”Â â€”Â (7)â€”Â â€”Â â€”Â Equity-based compensationâ€”Â â€”Â â€”Â â€”Â 14,440Â â€”Â 14Â 14,454Â Shares withheld on tax withholding on vesting of restricted stock unitsâ€”Â â€”Â â€”Â â€”Â (961)â€”Â â€”Â (961)Contributions from QLHâ€™s membersâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 196Â 196Â Distributions to non-controlling interestsâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (276)(276)Net (loss)â€”Â â€”Â â€”Â â€”Â â€”Â (13,502)(5,196)(18,698)Balance at September 30, 202346,598,086Â $466Â 18,119,493Â $181Â $503,303Â $(520,196)$(83,433)$(99,679)The accompanying notes are an integral part of these unaudited

consolidated financial statements.10Table of ContentsMediaAlpha, Inc. and subsidiariesConsolidated Statements of Cash Flows(Unaudited; in thousands)Nine Months EndedSeptember 30,20242023Cash flows from operating activitiesNet income (loss)$14,817Â $(53,262)Adjustments to reconcile net income (loss) to net cash provided by operating activities:Equity-based compensation expense26,452Â 43,943Â Non-cash lease expense596Â 508Â Depreciation expense on property and equipment191Â 275Â Amortization of intangible assets4,827Â 5,188Â Amortization of deferred debt issuance costs569Â 597Â Impairment of cost method investmentâ€”Â 1,406Â Credit losses519Â (220)Tax receivable agreement liability adjustmentsâ€”Â 6Â Changes in operating assets and liabilities:Accounts receivable(73,560)27,167Â Prepaid expenses and other current assets547Â 3,059Â Other assets375Â 375Â Accounts payable53,298Â (15,243)Accrued expenses2,712Â 1,138Â Net cash provided by operating activities$31,343Â $14,937Â Cash flows from investing activitiesPurchases of property and equipment(207)(60)Acquisition of intangible assets(400)â€”Â Net cash (used in) investing activities(607)(60)Cash flows from financing activitiesPayments made for / proceeds received from:Repayments on long-term debt(10,172)(7,125)Contributions from QLHâ€™s members756Â 196Â Distributions(1,111)(1,572)Payments pursuant to tax receivable agreementsâ€”Â (2,822)Shares withheld for taxes on vesting of restricted stock units(5,176)(2,900)Net cash (used in) financing activities$(15,703)$(14,223)Net increase in cash and cash equivalents15,033Â 654Â Cash and cash equivalents, beginning of period17,271Â 14,542Â Cash and cash equivalents, end of period$32,304Â $15,196Â Supplemental disclosures of cash flow informationCash paid during the period for:Interest$10,670Â $10,081Â Income taxes paid, net of refunds$104Â $(233)The accompanying notes are an integral part of these unaudited consolidated financial statements.11Table of ContentsMediaAlpha, Inc. and subsidiariesNotes to the Consolidated Financial Statements(Unaudited)1. Summary of significant accounting policiesThe Company's significant accounting policies are included in the 2023 Annual Report on Form 10-K and under Part II, Item 1A "Risk Factors" in this Quarterly Report on Form 10-Q and did not materially change during the nine months ended September 30, 2024.Basis of presentationThe accompanying unaudited consolidated financial statements and related disclosures have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") applicable to interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. In the opinion of management, all adjustments, consisting of only those of a normal recurring nature, considered necessary for a fair statement of the financial position and interim results of the Company as of and for the periods presented have been included.The DecemberÂ 31, 2023 balance sheet data was derived from audited consolidated financial statements; however, the accompanying interim notes to the consolidated financial statements do not include all of the annual disclosures required by GAAP. Results for interim periods are not necessarily indicative of those that may be expected for a full year. The financial information included herein should be read in conjunction with the Company's consolidated financial statements and related notes in its 2023 Annual Report on Form 10-K and under Part II, Item 1A "Risk Factors" in this Quarterly Report on Form 10-Q.Accounts receivableAccounts receivable are net of allowances for credit losses of $1.0 million and $0.5 million as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively.Concentrations of credit risk and of significant customers and suppliersFinancial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company maintains cash balances that can, at times, exceed amounts insured by the Federal Deposit Insurance Corporation. The Company has not experienced any losses in these accounts and believes it is not exposed to unusual risk beyond the normal credit risk in this area based on the financial strength of the institutions with which the Company maintains its deposits.The Company's accounts receivable, which are unsecured, may expose it to credit risk based on their collectability. The Company controls credit risk by investigating the creditworthiness of all customers prior to establishing relationships with them, performing periodic reviews of the credit activities of those customers during the course of the business relationship, regularly analyzing the collectability of accounts receivable, and recording allowances for credit losses. The Company's supplier concentration can also expose it to business risks. Customer and supplier concentrations consisted of the below:Three Months EndedSeptember 30, 2024Three Months EndedSeptember 30, 2023Number of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalNumber of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalRevenue2Â $130Â 50Â %â€”$â€”Â â€”Â %Purchases2Â $48Â 22Â %1$9Â 14Â %12Table of ContentsNine Months EndedSeptember 30, 2024Nine Months EndedSeptember 30, 2023Number of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalNumber of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalRevenue2Â $227Â 40Â %â€”$â€”Â â€”Â %Purchasesâ€”Â $â€”Â â€”Â %1$26Â 12Â %As of September 30, 2024As of December 31, 2023Number of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalNumber of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalAccounts receivable2Â $66Â 52Â %1$7Â 14Â %Accounts payable3Â $39Â 36Â %1$12Â 21Â %Related Party TransactionsThe Company is party to the tax receivables agreement ("TRA") under which it is contractually committed to pay certain holders of Class B-1 units 85% of the amount of any tax benefits that the Company actually realizes, or in some cases is deemed to realize, as a result of certain transactions. During the three and nine months ended September 30, 2024, no payments were made pursuant to the TRA. During the three and nine months ended September 30, 2023, payments of $0 and $2.8Â million, respectively, were made pursuant to the TRA.LiquidityAs of SeptemberÂ 30, 2024, the aggregate principal amount outstanding under the 2021 Credit Facilities was $165.8Â million, with $45.0Â million remaining for borrowing under the 2021 Revolving Credit Facility. As of SeptemberÂ 30, 2024, the Company was in compliance with all of its financial covenants under such credit facilities. On October 30, 2024, the Company received a letter from the Federal Trade Commission (FTC) in which the FTC proposes to seek injunctive and monetary relief and civil penalties, as further discussed in Note 5 - Commitments and contingencies - Litigation and other matters. The total amount of the proposed items significantly exceed the Company's existing liquidity and financial resources. Any such costs above the existing liquidity and financial resources would require the Company to seek additional capital, incur debt or otherwise take significant actions in order to satisfy the claims and there can be no assurances that such financing could be obtained on acceptable terms, or at all. The Companyâ€™s ability to continue to comply with its covenants will depend on, among other things, financial, business, market, competitive, the outcome of the FTC matter, and other conditions, many of which are beyond the Companyâ€™s control. The Companyâ€™s results are subject to fluctuations as a result of business cycles experienced by companies in the insurance industry. During the second half of 2021, the auto insurance industry began to experience a cyclical downturn, as supply chain disruptions and cost increases caused by the pandemic and overall inflationary pressures contributed to higher-than-expected P&C insurance claims costs, which led many carriers to reduce their customer acquisition spending to preserve their profitability. However, the Company's Property & Casualty (P&C) insurance vertical has rebounded strongly during 2024, with multiple carriers meaningfully increasing their spending in the Company's marketplace. The Company believes that its expected near-term revenue, cash on hand and availability to access additional cash under its 2021 Revolving Credit Facility are sufficient to meet its operating and capital expenditure requirements, and to continue to comply with its debt covenants, for at least the next twelve months as of the filing date of this Quarterly Report on Form 10-Q. The extent to which market conditions impact the Companyâ€™s business, results of operations, cash flows and financial condition will depend on future developments impacting its carrier partners, including inflation rates, the extent of any major catastrophic losses, and the timing of regulatory approval of premium rate increases, which remain highly uncertain and cannot be predicted with accuracy. The Company considered the impact of this uncertainty on the assumptions and estimates used when preparing these quarterly financial statements. These assumptions and estimates may continue to change as new events occur, and such changes could have an adverse impact on the Company's results of operations, financial position and liquidity.13Table of ContentsNew Accounting PronouncementsRecently adopted accounting pronouncementsThere have been no recently adopted accounting pronouncements by the Company.Recently issued not yet adopted accounting pronouncementsIn December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, that requires disclosure of disaggregated income taxes paid, prescribes standard categories for the components of the effective tax rate reconciliation, and modifies other income tax-related disclosure. The amendments in the ASU are intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments are effective for annual periods beginning after December 15, 2024. Early adoption is permitted. The amendments in this ASU should be applied on a prospective basis but retrospective application is permitted. The Company is currently evaluating the impact of the ASU on its disclosures in the consolidated financial statements.In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses. The ASU is effective for annual periods beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted and the amendments in this update are required to be applied on a retrospective basis to all periods presented. The Company is currently evaluating the impact of the ASU on disclosures in its consolidated financial statements.2. Disaggregation of revenueThe following table shows the Companyâ€™s revenue disaggregated by transaction model:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,(in thousands)2024202320242023Open marketplace transactions$253,016Â $73,053Â $546,949Â $263,568Â Private marketplace transactions6,117Â 1,520Â 17,107Â 7,407Â Total$259,133Â $74,573Â $564,056Â $270,975Â The following table shows the Companyâ€™s revenue disaggregated by product vertical:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,(in thousands)2024202320242023Property & casualty insurance$219,036Â $31,933Â $422,700Â $126,532Â Health insurance32,879Â 33,961Â 114,932Â 115,192Â Life insurance5,227Â 5,341Â 19,308Â 18,321Â Other1,991Â 3,338Â 7,116Â 10,930Â Total$259,133Â $74,573Â $564,056Â $270,975Â 14Table of Contents3. Goodwill and intangible assetsGoodwill and intangible assets consisted of:As ofSeptember 30, 2024December 31, 2023(in thousands)Usefullife(months)Gross carrying amountAccumulated amortizationNet carrying amountGross carrying amountAccumulated amortizationNet carrying amountCustomer relationships84 - 120$43,500Â $(28,113)$15,387Â $43,500Â $(23,947)$19,553Â Non-compete agreements60303Â (303)â€”Â 303Â (303)â€”Â Trademarks, trade names, and domain names60 - 1209,284Â (3,083)6,201Â 8,884Â (2,422)6,462Â Intangible assets$53,087Â $(31,499)$21,588Â $52,687Â $(26,672)$26,015Â GoodwillIndefinite$47,739Â $â€”Â $47,739Â $47,739Â $â€”Â $47,739Â Amortization expense related to intangible assets amounted to $1.6 million and $1.7 million for the three months ended September 30, 2024 and 2023, respectively, and $4.8 million and $5.2 million for the nine months ended September 30, 2024 and 2023, respectively. The Company has no accumulated impairment of goodwill.The following table presents the changes in goodwill and intangible assets:As ofSeptember 30, 2024December 31, 2023(in thousands)GoodwillIntangibleassetsGoodwillIntangibleassetsBeginning balance at January 1,$47,739Â $26,015Â $47,739Â $32,932Â Additions to goodwill and intangible assetsâ€”Â 400Â â€”Â â€”Â Amortizationâ€”Â (4,827)â€”Â (6,917)Ending balance$47,739Â $21,588Â $47,739Â $26,015Â As of SeptemberÂ 30, 2024, future amortization expense relating to identifiable intangible assets with estimable useful lives over the next five years was as follows:(in thousands)Amortization expense2024â€“Remaining Period$1,603Â 20255,776Â 20265,173Â 20274,140Â 20282,336Â Thereafter2,560Â $21,588Â 4. Long-term debtOn July 29, 2021, the Company entered into an amendment (the "First Amendment") to the 2020 Credit Agreement dated as of September 23, 2020, with the lenders that are party thereto and JPMorgan

Chase Bank, N.A., as administrative agent (as amended by the First Amendment, the â€œExisting Credit Agreementâ€). On June 8, 2023, the Company entered into a Second Amendment (the â€œSecond Amendmentâ€) to the Existing Credit Agreement (as amended by the Second Amendment, the â€œAmended Credit Agreementâ€). 15Table of ContentsLong-term debt consisted of the following:As of(in thousands)September 30,2024December 31,20232021 Term Loan Facility$160,828Â $171,000Â 2021 Revolving Credit Facility5,000Â 5,000Â Debt issuance costs(1,178)(1,701)Total debt$164,650Â $174,299Â Less: current portion, net of debt issuance costs of $661 and $693, respectively(8,839)(11,854)Total long-term debt$155,811Â $162,445Â The Company incurred interest expense on the 2021 Term Loan Facility of $3.3Â million and $3.8Â million for the three months ended September 30, 2024 and 2023, respectively, and $10.3Â million and $10.9Â million for the nine months ended September 30, 2024 and 2023, respectively. Interest expense included amortization of debt issuance costs on the 2021 Credit Facilities of $0.2Â million for the three months ended September 30, 2024 and 2023, respectively, and $0.6 million for the nine months ended September 30, 2024 and 2023, respectively.As of SeptemberÂ 30, 2024, the Companyâ€™s borrowing capacity available under the 2021 Revolving Credit Facility was $45.0Â million, which carries a commitment fee based on the Companyâ€™s consolidated total net leverage ratio and ranges from 0.25% to 0.50%. The commitment fee on the unused portion of the 2021 Revolving Credit Facility was 0.25% as of SeptemberÂ 30, 2024. The Company incurred interest expense on the 2021 Revolving Credit Facility of $0.1Â million and $0.2 million for the three months ended September 30, 2024 and 2023, respectively, and $0.5Â million for the nine months ended September 30, 2024 and 2023, respectively. As of SeptemberÂ 30, 2024, the Companyâ€™s interest rates on the outstanding borrowings under the 2021 Term Loan Facility and the 2021 Revolving Credit Facility were 7.57% and 7.68%, respectively.Accrued interest was $3.3Â million as of SeptemberÂ 30, 2024 and $3.7 million as of DecemberÂ 31, 2023, and is included within accrued expenses on the consolidated balance sheets. As of SeptemberÂ 30, 2024, the Company was in compliance with all covenants under the 2021 Credit Facilities.The expected future principal payments for all borrowings as of SeptemberÂ 30, 2024 were as follows:(in thousands)Contractual maturity2024â€“Remaining Period$2,375Â 20259,500Â 2026153,953Â Debt and issuance costs165,828Â Unamortized debt issuance costs(1,178)Total debt$164,650Â 5. Commitments and contingenciesLitigation and other mattersThe Company is subject to certain legal proceedings and claims that arise in the normal course of business. In the opinion of management, the Company does not believe that the amount of liability, if any, as a result of these proceedings and claims will have a material adverse effect on the Companyâ€™s consolidated financial position, results of operations, or cash flows.On February 21, 2023, the Company received a civil investigative demand from the FTC regarding compliance with the FTC Act and the Telemarketing Sales Rule, as they relate to the advertising, marketing, promotion, offering for sale, or sale of healthcare-related products, the collection, sale, transfer or provision to third parties of consumer data, telemarketing practices, and/or consumer privacy or data security. The Company has cooperated fully with the FTC investigation.16Table of ContentsOn October 30, 2024, after completion of the Companyâ€™s earnings call, the Company received a letter from the staff of the FTC (the â€œFTC Staffâ€) stating that the FTC Staff is prepared to recommend the filing of a complaint against the Company for violations of Section 5(a) of the FTC Act, the Telemarketing Sales Rule ("TSR") and the Government and Business Impersonation Rule (the â€œImpersonation Ruleâ€).The FTC Staff alleges that, in connection with the Companyâ€™s lead generation and telemarketing activities, the Company has represented itself as affiliated with government entities, made misleading claims (in particular regarding health insurance products and the Companyâ€™s use of consumersâ€™ personal information) and utilized deceptive advertising, in violation of Section 5(a) of the FTC Act. The FTC Staff further alleges that the Company has violated the Impersonation Rule in representing itself to be affiliated with government entities and the TSR in connection with telemarketing activities.The FTC Staff proposes to seek injunctive and monetary relief and civil penalties. If obtained in whole or in part, the monetary relief and penalties proposed by the FTC Staff would have an adverse, and potentially material, effect on the Companyâ€™s liquidity, financial condition and results of operations. The total amount of these proposed items significantly exceeds the Companyâ€™s existing liquidity and financial resources. Any such costs above the existing liquidity and financial resources would require the Company to seek additional capital, incur debt or otherwise take significant actions in order to satisfy the claims and there can be no assurances that such financing could be obtained on acceptable terms, or at all. In addition, the proposed injunctive terms, if obtained in whole or in part, could materially and adversely affect the Companyâ€™s ability to operate its business in its Health insurance vertical, including how the Company conducts its marketing activities and endeavors to ensure compliance with consumer protection laws by itself and third parties with which the Company does business. The Company strongly disagrees with the FTC Staffâ€™s allegations and believes it has substantial and meritorious defenses to these claims. Among other things, the Company believes that its conduct does not rise to the legal standard required for the FTC to obtain the proposed monetary relief and penalties. The Company will continue to engage in good faith and with the FTC Staff and seek to resolve this matter prior to litigation, but the Company is prepared to defend itself vigorously if a complaint is filed. Based on the facts and circumstances available to the Company as of the time of this filing, the Company believes that a loss in connection with the FTC matter is probable, either as a result of legal fees to be incurred to defend the claim or as a result of a settlement of the matter. However, due to, among other things, inherent uncertainty regarding the ultimate resolution of the FTC Staffâ€™s claims, whether through settlement or litigation, the Company is unable to reasonably estimate the amount of probable loss or range of probable loss at this time.During the three and nine months ended September 30, 2024, the Company incurred legal fees of $0.2 million and $2.0Â million, respectively, and during the three and nine months ended September 30, 2023, the Company incurred legal fees of $1.6 million and $3.0Â million, respectively, in connection with the demand, which are included within general and administrative expenses on the consolidated statement of operations. At this time, the Company is unable to predict the ultimate outcome of this matter or the significance, if any, to the Companyâ€™s business, results of operations or financial condition. On February 26, 2024, the Company received an assessment from the City of Los Angeles related to its examination of the Company's Business Tax filings for tax years 2018 through 2023. Such assessment was affirmed by the Appeals Review Officer at an initial hearing in July 2024. The Company intends to appeal the assessment to the Board of Review of the Office of Finance. As of SeptemberÂ 30, 2024, the Company has assessed its probable loss related to this matter and has accrued a reserve, which is not material.As of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, the Company did not have any material contingency reserves established for any litigation liabilities.17Table of Contents6. Equity-based compensationEquity-based compensation cost recognized for equity-based awards outstanding during the three and nine months ended September 30, 2024 and 2023 was as follows:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,(in thousands)20242023202420232023QLH restricted Class B-1 units$3Â $14Â $16Â $73Â Restricted Class A shares66Â 130Â 272Â 464Â Restricted stock units7,985Â 14,310Â 25,230Â 43,406Â Performance-based restricted stock units543Â â€”Â 934Â â€”Â Total equity-based compensation$8,597Â $14,454Â $26,452Â $43,943Â Equity-based compensation cost was included in the following expense categories in the consolidated statements of operations during the three and nine months ended September 30, 2024 and 2023:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,(in thousands)20242023202420232023Cost of revenue$405Â $1,012Â $2,654Â $2,959Â Sales and marketing1,933Â 2,151Â 5,676Â 6,895Â Product development1,733Â 1,905Â 5,001Â 6,176Â General and administrative4,526Â 9,386Â 13,121Â 27,913Â Total equity-based compensation$8,597Â $14,454Â $26,452Â $43,943Â As of SeptemberÂ 30, 2024, total unrecognized compensation cost related to unvested restricted stock units and PRSUs was $57.3 million and $0.8 million, respectively, which are expected to be recognized over weighted-average periods of 2.53 years and 0.45 years, respectively.7. Fair Value MeasurementsThe following are the Companyâ€™s financial instruments measured at fair value on a recurring basis:Contingent considerationContingent consideration is measured at fair value on a recurring basis using significant unobservable inputs and thus represent a Level 3 measurement in the valuation hierarchy.Contingent consideration relates to the estimated amount of additional cash consideration to be paid in connection with the Company's acquisition of substantially all of the assets of Customer Helper Team, LLC ("CHT") which was closed on April 1, 2022. The fair value is dependent on the probability of achieving certain revenue and gross profit margin targets for the two successive twelve-month periods following the closing of the acquisition. The Company used the Monte Carlo simulation approach to estimate the fair value of the revenue and gross margin targets. The fair value of the contingent consideration as of DecemberÂ 31, 2023 was zero. CHT did not achieve the minimum revenue target for either twelve-month period, and so the Company did not pay any contingent consideration.The following are the Companyâ€™s financial instruments measured at fair value on a non-recurring basis:Long-Term DebtAs of SeptemberÂ 30, 2024, the carrying amount of the 2021 Term Loan Facility and the 2021 Revolving Credit Facility approximates their respective fair values. The Company used a discounted cash flow analysis to estimate the fair value of the long-term debt, using an adjusted discount rate of 5.50% and the estimated payments under the 2021 Term Loan Facility until maturity, including interest payable based on the Company's forecasted total net leverage ratio. 18Table of ContentsCost method investmentThe Company has elected the measurement alternative for its investment in equity securities without readily determinable fair values and reviews such investment on a quarterly basis to determine if it has been impaired. If the Company's assessment indicates that an impairment exists, the Company estimates the fair value of the equity investment and recognizes in its consolidated statement of operations an impairment loss that is equal to the difference between the fair value of the equity investment and its carrying amount. On March 29, 2024, the board of directors and stockholders of a company in which the Company held a minority equity investment approved a plan of restructuring and liquidation that had the effect of cancelling the Company's investment. The Company had previously determined as of DecemberÂ 31, 2023 that the fair value of the investment was zero and accordingly this cancellation had no impact on the consolidated financial statements as of and for the three and nine months ended September 30, 2024.The Company used a market approach to estimate the fair value of equity and allocated the overall equity value to estimate the fair value of the common stock based on the liquidation preference and was classified within Level 3 of the fair value hierarchy.8. Income taxesMediaAlpha, Inc. is taxed as a corporation and pays corporate federal, state and local taxes on income allocated to it from QLH based upon MediaAlpha, Inc.â€™s economic interest held in QLH. QLH is treated as a pass-through partnership for income tax reporting purposes and is not subject to federal income tax. Instead, QLHâ€™s taxable income or loss is passed through to its members, including MediaAlpha, Inc. Accordingly, the Company is not liable for income taxes on the portion of QLHâ€™s earnings not allocated to it. MediaAlpha, Inc. files and pays corporate income taxes for U.S. federal and state income tax purposes and its corporate subsidiary, Skytiger Studio, Ltd., is subject to taxation in Taiwan.Â The Company expects this structure to remain in existence for the foreseeable future.The Company estimates the annual effective tax rate for the full year to be applied to actual year-to-date income (loss) and adds the tax effects of any discrete items in the reporting period in which they occur. The following table summarizes the Company's income tax expense:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,(in thousands, except percentages)20242023202420232023Income (loss) before income taxes$12,200Â $(18,596)$15,286Â $(52,932)Income tax expense$312Â $102Â $469Â $330Â Effective Tax Rate2.6Â %(0.5)%3.1Â %(0.6)%The Company's effective tax rate of 2.6% and 3.1% for the three and nine months ended September 30, 2024, respectively, and (0.5)% and (0.6)% for the three and nine months ended September 30, 2023, respectively, differed from the U.S. federal statutory rate of 21%, due primarily to the tax impacts of changes in valuation allowance.There were no material changes to the Companyâ€™s unrecognized tax benefits during the three and nine months ended September 30, 2024. The Company is currently under examination by various tax authorities in the United States. These examinations are in preliminary stages and the Company does not expect to have any significant changes

to unrecognized tax benefits through the end of the fiscal year.During the three and nine months ended September 30, 2024, holders of Class B-1 units exchanged 0 and 6,496,800 Class B-1 units, respectively, together with an equal number of shares of Class B common stock, for shares of Class A common stock on a one-for-one basis (â€œExchangesâ€). In connection with the Exchanges, the Company did not establish any additional liabilities related to the TRA, which are presented within additional-paid-in-capital in its consolidated statements of stockholdersâ€™ equity (deficit). In connection with the Exchanges and the changes to the carrying value of the non-controlling interest, the Company also recognizes deferred tax assets associated with the basis difference in its investment in QLH through additional-paid-in-capital, but during the three and nine months ended September 30, 2024, the Company did not recognize any additional deferred tax assets as the Company has recognized a full valuation allowance on its deferred tax assets.19Table of ContentsAs of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, the Company had a valuation allowance of $125.2Â million and $95.1Â million, respectively, against its deferred tax assets based on the recent history of pre-tax losses, which is considered a significant piece of objective negative evidence that is difficult to overcome and limits the ability to consider other subjective evidence, such as projections of future growth. Based on the significant improvement in the Company's pre-tax income for the nine months ended September 30, 2024 and the current forecasts, the Company expects that in the foreseeable future, which could be as early as the fourth quarter of 2024, there may be sufficient positive evidence, and/or that the objective negative evidence in the form of history of pre-tax losses will no longer be present, in which event the Company would be able to release a portion or all of the valuation allowance. Release of any amount of valuation allowance would result in a benefit to income tax expense for the period the release is recorded, which could have a material impact on net income.Tax Receivables AgreementIn connection with the Reorganization Transactions and the IPO, the Company entered into the TRA with Insignia, Senior Executives, and White Mountains. The Company expects to obtain an increase in its share of the tax basis in the net assets of QLH as Class B-1 units, together with shares of Class B common stock, are exchanged for shares of Class A common stock (or, at the Companyâ€™s election, redeemed for cash of an equivalent value). The Company intends to treat any redemptions and exchanges of Class B-1 units as direct purchases for U.S. federal income tax purposes. These increases in tax basis may reduce the amounts that it would otherwise pay in the future to various tax authorities.As of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, the Company determined that making a payment under the TRA was not probable under ASC 450 â€” Contingencies since a valuation allowance has been recorded against the Companyâ€™s deferred tax assets. Accordingly, the Company has determined that the liabilities under the TRA were zero as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023 in the consolidated balance sheets. In the event the Company generates taxable income for the current year, the Company would be required to recognize a portion or all of the liability under the TRA. If the Company had determined that generating sufficient future taxable income such that making a payment under the TRA was probable, it would have also recorded a liability pursuant to the TRA of approximately $121Â million as of SeptemberÂ 30, 2024 in the consolidated balance sheets. No payments were made pursuant to the TRA during the three and nine months ended September 30, 2024, and payments of $0 and $2.8Â million were made during the three and nine months ended September 30, 2023, respectively.9. Earnings (Loss) Per ShareThree Months EndedSeptember 30,Nine Months EndedSeptember 30,(in thousands except share data and per share amounts)2024202320242023BasicNet income (loss)$11,888Â $(18,698)$14,817Â $(53,262)Less: net income (loss) attributable to non-controlling interest2,406Â (5,196)2,828Â (15,208)Net income (loss) attributable to MediaAlpha, Inc.$9,482Â $(13,502)$11,989Â $(38,054)Weighted-average shares of Class A common stock outstanding - basic54,909,772Â 46,229,672Â 52,293,622Â 45,095,417Â Weighted-average shares of Class A common stock outstanding - diluted54,909,772Â 46,229,672Â 66,087,041Â 45,095,417Â Income (loss) per share of Class A common stock - basic$0.17Â (0.29)0.23Â $(0.84)Income (loss) per share of Class A common stock - diluted$0.17Â (0.29)0.22Â $(0.84)20Table of Contents(in thousands except share data and per share amount)Nine months endedSeptember 30, 2024DilutedNet income$14,817Â Add: incremental tax benefits related to exchange of Class B-1 units(223)Net income available for diluted common shares$14,594Â Weighted-average shares outstanding:Class A common stock52,293,622Â Class B-1 units13,793,419Â Weighted-average shares of Class A common stock and potential Class A common stock66,087,041Â Net income per share of Class A common stock - diluted$0.22Â Potentially dilutive shares, which are based on the weighted-average shares of underlying unvested QLH restricted ClassÂ B-1 units, restricted Class A shares, restricted stock units, and PRSUs using the treasury stock method and the outstanding QLH restricted ClassÂ B-1 units using the if-converted method, are included when calculating diluted net income per share attributable to MediaAlpha, Inc. when their effect is dilutive. The effects of certain of the Companyâ€™s potentially dilutive securities were not included in the calculation of diluted loss per share as the effect of their inclusion would be anti-dilutive. The following table summarizes the shares and units with a potentially dilutive impact for the three months ended September 30, 2024 and 2023:As ofSeptember 30, 2024September 30, 2023QLH Class B-1 Units11,609,982Â 18,155,446Â Restricted Class A Sharesâ€”Â 52,573Â Restricted stock units3,664,754Â 4,342,036Â PRSUs93,000Â â€”Â Potentially dilutive shares15,367,736Â 22,550,055Â The following table summarizes the shares and units with a potentially dilutive impact for the nine months ended September 30, 2024 and 2023:As ofSeptember 30, 2024September 30, 2023QLH Class B-1 Unitsâ€”Â 18,155,446Â Restricted Class A Sharesâ€”Â 52,573Â Restricted stock units3,664,754Â 4,342,036Â PRSUs93,000Â â€”Â Potentially dilutive shares3,757,754Â 22,550,055Â The outstanding PRSUs were included in the potentially dilutive securities as of SeptemberÂ 30, 2024 to the level in which the performance conditions have been met as of SeptemberÂ 30, 2024.10. Non-Controlling InterestPursuant toÂ QLHâ€™s limited liability company agreement, QLH has two classes of equity securities, Class A-1 units, which have all voting rights in QLH, and Class B-1 units, which have no voting or control rights. The Company allocates a share of net income (loss) to the holders of non-controlling interests pro-rata to their ownership interest in QLH at a point in time. The non-controlling interests balance represents the Class B-1 units, substantially all of which are held by Insignia and the Senior Executives.Â 21Table of ContentsDuring the three and nine months ended September 30, 2024, the holders of the non-controlling interests exchanged 0 and 6,496,800 Class B-1 units, respectively, together with an equal number of shares of Class B common stock, for shares of Class A common stock on a one-for-one basis.Â As of SeptemberÂ 30, 2024, the holders of the non-controlling interests owned 17.4% of the total equity interests in QLH, with the remaining 82.6% owned by MediaAlpha, Inc. As of DecemberÂ 31, 2023, the holders of the non-controlling interests owned 27.7% of the total equity interests in QLH, with the remaining 72.3% owned by MediaAlpha, Inc.22Table of ContentsItem 2. Managementâ€™s discussion and analysis of financial condition and results of operationsThe following discussion and analysis of our financial condition and results of operations should be read together with our unaudited consolidated financial statements and related notes included in Part I, ItemÂ 1 of this Quarterly Report on Form 10-Q.This discussion, particularly information with respect to our future results of operations or financial condition, business strategy and plans, and objectives of management for future operations, includes forward-looking statements that involve risks and uncertainties as described under the heading "Cautionary Statement Regarding Forward-Looking Statements" in this Quarterly Report on Form 10-Q. You should review the disclosure under the heading "Risk Factors" in Part II, Item 1A of this Quarterly Report on Form 10-Q for a discussion of important factors that could cause our actual results to differ materially from those anticipated in these forward-looking statements.Management overviewOur mission is to help insurance carriers and distributors target and acquire customers more efficiently and at greater scale through technology and data science. Our technology platform brings together leading insurance carriers and high-intent consumers through a real-time, programmatic, transparent, and results-driven ecosystem. We believe we are the largest online customer acquisition platform in our core verticals of propertyÂ & casualty ("P&C") insurance, health insurance, and life insurance, supporting over $1.1 billion in Transaction Value across our platform from these verticals over the twelve-month period ended SeptemberÂ 30, 2024.We have multi-faceted relationships with top-tier insurance carriers and distributors. A buyer or a demand partner within our ecosystem is generally an insurance carrier or distributor seeking to reach high-intent insurance consumers. A seller or a supply partner is typically an insurance carrier looking to maximize the value of non-converting or low expected LTV consumers, or an insurance-focused research destination or other financial website looking to monetize high-intent users on their websites. For the twelve-month period ended SeptemberÂ 30, 2024, the websites of our diversified group of supply partners and our proprietary websites drove an average of 9.1 million Consumer Referrals on our platform each month.We generate revenue by earning a fee for each Consumer Referral sold on our platform. A transaction becomes payable upon a qualifying consumer action, such as a click, call or lead, and is generally not contingent on the sale of a product to the consumer.We believe our technology is a key differentiator and a powerful driver of our performance. We maintain deep, custom integrations with partners representing the majority of our Transaction Value, which enable automated, data-driven processes that optimize our partnersâ€™ customer acquisition spend and revenue. Through our platform, our insurance carrier partners can target and price across over 35 separate consumer attributes to manage customized acquisition strategies.Executive SummaryHighlights(in millions, except percentages)Three Months EndedSeptember 30, 2024$%Three Months EndedSeptember 30, 2023Revenue$259.1Â 184.5Â 247.5%$74.6Â Transaction Value1$451.8Â 342.8Â 314.4%$109.0Â Contribution1$41.5Â 26.5Â 175.9%$15.0Â Net Income (Loss)$11.9Â 30.6Â n/m$(18.7)Adjusted EBITDA1$26.3Â 22.7Â 632.6%$3.6Â n/m - Not Meaningful1.Transaction Value is an operating metric not presented in accordance with GAAP. Adjusted EBITDA, Contribution, and Contribution Margin are non-GAAP financial measures. See â€œManagementâ€™s discussion and analysis of financial condition and results of operations-Key business and operating metrics.â€ for additional information regarding the Companyâ€™s operating metrics and Non-GAAP metrics.23Table of ContentsFor the three months ended September 30, 2024, we generated $259.1 million of revenue and $451.8 million of Transaction Value, representing increases of 247.5% and 314.4%, respectively, compared with the three months ended September 30, 2023, driven primarily by significant increases in customer acquisition spending by P&C carrier partners as they refocus on growth in response to improving underwriting profitability. Contribution, which generally represents revenue less revenue share payments and online advertising costs, was $41.5 million for the three months ended September 30, 2024, a year-over-year increase of 175.9%, driven primarily by the higher revenue. Contribution Margin was 16.0% in the three months ended September 30, 2024, compared with 20.2% in the three months ended September 30, 2023. Net income for the three months ended September 30, 2024 was $11.9 million, compared with a net loss of $18.7 million for the three months ended September 30, 2023, driven primarily by the increase in gross profit and lower equity-based compensation expense.Adjusted EBITDA for the three months ended September 30, 2024 was $26.3 million, a year-over-year increase of 632.6%, due primarily to higher gross profit.Key factors affecting our businessRevenueWe believe that our future performance will depend on many factors, including those described below and in Part I, Item 1A "Risk Factors" in our 2023 Annual Report on Form 10-K and under Part II, Item 1A "Risk Factors" in this Quarterly Report on Form 10-Q.Secular trends in the insurance industryOur technology platform was created to serve and grow with our core insurance end markets. We believe secular trends in the insurance industry are critical drivers of our revenue and will continue to provide strong tailwinds for our business over the long term. Customer acquisition spending by insurance carriers is growing over time, and as more consumers shop for insurance online, direct-to-consumer marketing, which fuels our revenue, has become the fastest growing insurance distribution channel. As mass-market customer acquisition becomes more costly, insurance carriers and distributors are increasingly focusing on optimizing customer acquisition spend, which is at the core of the service we deliver on our platform. As long as these secular trends persist, we expect digital insurance customer acquisition spending to continue to grow over time, and we believe we are well-positioned to benefit from this growth.Transaction ValueWe define â€œTransaction Valueâ€ as the total gross dollars transacted by our partners on our platform. Transaction Value is an operating metric not presented in accordance with GAAP, and is a driver of revenue

based on the economic relationships we have with our partners. Transaction Value from Open Marketplace transactions is a direct driver of our revenue, while Transaction Value from Private Marketplace transactions is an indirect driver of our revenue (see â€œKey business and operating metricsâ€ below). Transaction Value on our platform increased to $451.8 million and $992.7 million for the three and nine months ended September 30, 2024, respectively, from $109.0 million and $428.1 million for the three and nine months ended September 30, 2023, respectively, due primarily to an increase in customer acquisition spending by P&C insurance carriers in response to improvements in their underwriting profitability. We have developed multi-faceted, deeply integrated partnerships with insurance carriers and distributors, who may be both demand partners and supply partners on our platform. We believe the versatility and breadth of our offerings, coupled with our focus on high-quality products, provide significant value to insurance carriers and distributors, leading many of them to use our platform as their central hub for broadly managing digital customer acquisition and monetization, resulting in strong retention rates. For the three and nine months ended September 30, 2024, 97% of total insurance Transaction Value executed on our platform, respectively, came from demand partner relationships in existence during 2023.Our demand and supply partnersWe retain and attract demand partners by finding high-quality sources of Consumer Referrals to make available to our demand partners. We obtain these Consumer Referrals from our diverse network of supply partners as well as from our proprietary properties. We seek to develop, acquire and retain relationships with high-quality supply partners by developing flexible platforms to enable our supply partners to maximize their revenue, manage their demand side relationships in scalable and flexible ways and focus on long-term sustainable economics with respect to revenue share. Our relationships with our 24Table of Contentspartners are deep and long standing and involve most of the top-tier insurance carriers in the industry. In terms of demand partners, during the nine months ended September 30, 2024, 13 of the top 20 largest auto insurance carriers by customer acquisition spend were on our platform.Consumer ReferralsOur results depend in large part on the number of Consumer Referrals purchased on our platform and the pricing of such Consumer Referrals. The aggregate number of consumer clicks, calls, and leads purchased by insurance buyers on our platform increased to 30.5 million and 83.3 million for the three and nine months ended September 30, 2024, respectively, from 23.2 million and 72.4 million for the three and nine months ended September 30, 2023, respectively. We seek to increase the number and scale of our supply relationships and drive consumers to our proprietary properties through a variety of paid traffic acquisition sources. We continuously look to diversify our paid media sources to extend beyond search engine marketing, which has historically represented the bulk of our paid media spend, into other online media sources, including native, social, and display advertising.SeasonalityOur results are subject to fluctuations as a result of seasonality. In particular, our P&C insurance vertical is typically characterized by seasonal strength in our quarters ending March 31 due to a greater supply of Consumer Referrals and higher customer acquisition budgets during the start of the year, and by seasonal weakness in our quarters ending December 31 due to a lower supply of Consumer Referrals available on a cost-effective basis and lower customer acquisition budgets from some buyers during those quarters. Our health insurance vertical is typically characterized by seasonal strength in our quarters ending December 31 due to open enrollment periods for health insurance and annual enrollment for Medicare during those quarters, with a material increase in consumer search volume for health products and a related increase in buyer customer acquisition budgets.Other factors affecting our partnersâ€™ businesses include macro factors such as credit availability in the market, the strength of the economy and employment levels.CyclicalityOur results are also subject to fluctuations as a result of business cycles experienced by companies in the P&C insurance industry. These cycles in the P&C insurance industry are characterized by periods of â€œsoftâ€ market conditions, when carriers are profitable and are focused on increasing capacity and building market share, and â€œhardâ€ market conditions, when carriers are experiencing lower or even negative underwriting profits and are seeking to increase their premium rates to improve their profitability. As our demand partners in the P&C insurance industry go through these market cycles, they often increase their customer acquisition spending during soft markets and reduce it during hard markets, causing their relative demand for Consumer Referrals from our platform to increase and decrease accordingly. Beginning in the second half of 2021, the P&C insurance industry entered a "hardâ€ market, with many carriers experiencing lower than expected underwriting profitability due to higher than expected inflation in automobile claims costs, causing them to significantly reduce their customer acquisition spending on our platform. In late 2023, P&C insurance industry profitability began to improve as premium increases began to outpace loss cost inflation, causing them to begin to resume their marketing investments. This recovery gained significant momentum during the first nine months of 2024 as multiple carriers meaningfully increased their spending in our marketplaces. While we expect this improvement to continue, we are currently unable to accurately predict the pace or slope of this recovery, or its impact on our revenue from the P&C insurance vertical or our profitability, beyond the fourth quarter of 2024.RegulationsOur revenue and earnings may fluctuate from time to time as a result of federal, state, international and industry-based laws, directives and regulations and developing standards with respect to the enforcement of those regulations. Our business is affected directly because we operate websites, conduct telemarketing and email marketing and collect, process, store, share, disclose, transfer and use consumer information and other data. Our business is affected indirectly as our clients adjust their operations as a result of regulatory changes and enforcement activity within their industries. For example, the FTC has recently started taking a new position (in recent public statements and enforcement actions) regarding the consent rules under the Telemarketing Sales Rule ("TSR"), and the Federal Communications Commission has recently adopted changes to the consent rules under the Telephone Consumer Protection Act of 1991 (â€œTCPAâ€). These changes have required, and may in the future require, both us and our Partners to adjust their telemarketing activities. While it is unclear how some of these changes may ultimately be interpreted, they may have a significant impact on the market for leads, and may require us and our Partners to modify our telemarketing practices and policies. In addition, the California Consumer Privacy Act ("CCPA") became effective 25Table of Contentson JanuaryÂ 1, 2020 and has been amended by the California Privacy Rights Act ("CPRA"), which became effective January 1, 2023, and more than 20 other states have enacted or are considering similar laws, all of which may affect our business. While it is unclear how this new legislation may be modified or how certain provisions will be interpreted, the effects of this legislation are potentially significant, and may require us to modify our data processing practices and policies and incur substantial compliance-related costs and expenses. In addition, we are licensed as a health insurance broker in all 50 states and the District of Columbia, making us subject to certain insurance laws and regulations. Our Medicare business is also subject to federal rules governing the marketing of such policies. For a description of laws and regulations to which we are generally subject, see Item 1 â€œBusinessâ€ and Item 1A â€œRisk Factors.â€ in our 2023 Annual Report on Form 10-K and under Part II, Item 1A "Risk Factors" in this Quarterly Report on Form 10-Q.In addition, we are impacted by the regulation of the insurance carriers with whom we do business. In most states, insurance carriers are required to obtain approval of their premium rates from the regulatory authority in such states. The timing of such approval process, as well as the willingness of insurance regulators to approve rate increases, can impact the profitability of new policies and the level of customer acquisition spending by carriers in a given period, which in turn can cause fluctuations in our revenue and earnings.Key components of our results of operationsRevenueWe operate primarily in the P&C insurance, health insurance, and life insurance verticals and generate revenue through the purchase and sale of Consumer Referrals.The price and amount of Consumer Referrals purchased and sold on our platform vary based on a number of market conditions and consumer attributes, including (i)Â geographic location of consumers, (ii)Â demographic attributes of consumers, (iii)Â the source of Consumer Referrals and quality of conversion by source, (iv) the volume of Consumer Referrals provided by our Supply Partners (v)Â Demand Partner bid levels and (vi)Â Demand Partner demand and budgets.In our Open Marketplace transactions, we have control over the Consumer Referrals that are sold to our Demand Partners. In these arrangements, we have separate agreements with the Supply Partners and Demand Partners. Supply Partners are not a party to the contractual arrangements with our Demand Partners, nor are the Supply Partners the beneficiaries of our Demand Partner agreements. We generate revenue from the delivery of Consumer Referrals to our customers (Demand Partners) on our technology platform and separately pay (i)Â a revenue share to Supply Partners or (ii)Â a fee to internet search companies to drive consumers to our proprietary websites. We are the principal in Open Marketplace transactions. As a result, the price paid by the Demand Partners for Consumer Referrals sold is recognized as revenue and the price paid to the Supply Partner is included in cost of revenue.With respect to our Private Marketplace transactions, Supply Partners and Demand Partners contract with one another directly. In these transactions, we act as an agent, facilitating the sale of Consumer Referrals between these Supply and Demand Partners, by providing access to our platform to the Supply Partner for their use as a tracking, reporting, optimization, and analytics tool in transacting with the Demand Partner, and we generate revenue by charging the Supply Partner a platform fee on the Consumer Referrals transacted, which is a negotiated percentage of the Transaction Value of such transactions. We do not make any payments to Supply Partners in our Private Marketplace transactions.Costs and operating expensesCosts and operating expenses consist primarily of cost of revenue, sales and marketing expenses, product expenses and general and administrative expenses.Cost of revenueOur cost of revenue is comprised primarily of revenue share payments to Supply Partners and traffic acquisition costs paid to search engines and social media platforms, as well as telephony infrastructure costs, internet and hosting costs, and merchant fees, and includes salaries, wages, equity-based compensation, the cost of health and other employee benefits for employees engaged in media buying, and other expenses including an allocated portion of rent and facilities expenses.Sales and marketingSales and marketing expenses consist primarily of an allocation of personnel expenses for employees engaged in demand side and supply side business development and marketing, and include salaries, wages, equity-based compensation, and 26Table of Contentsthe cost of health and other employee benefits. Sales and marketing expenses also include costs related to attracting partners to our platform, including marketing and promotions, tradeshows and related travel and entertainment expenses. Sales and marketing expenses also include an allocated portion of rent and facilities expenses and depreciation and amortization expense.Product developmentProduct development expenses consist primarily of an allocation of personnel expenses for employees engaged in technology, engineering and product development and include salaries, wages, equity-based compensation, and the cost of health and other employee benefits. Product development expenses also include an allocated portion of rent and facilities expenses and depreciation and amortization expense.General and administrativeGeneral and administrative expenses consist primarily of an allocation of personnel expenses for executive, finance, legal, people operations, and business analytics employees, and include salaries, wages, equity-based compensation, and the cost of health and other employee benefits. General and administrative expenses also include professional services, an allocated portion of rent and facilities expenses and depreciation and amortization expense.Other expense (income), netOther expense (income), net consists primarily of expenses and income not incurred by us in our ordinary course of business and that are not included in any of the categories listed above.Interest expenseInterest expense consists primarily of interest expense associated with outstanding borrowings under our 2021 Credit Facilities and the amortization of deferred financing costs associated with these arrangements.Income tax expense (benefit)MediaAlpha, Inc. is taxed as a corporation and pays corporate federal, state and local taxes on income allocated to it from QLH based upon MediaAlpha, Inc.â€™s economic interest held in QLH. QLH is treated as a pass-through partnership for income tax reporting purposes and is not subject to federal income tax. Instead, QLHâ€™s taxable income or loss is passed through to its members, including MediaAlpha, Inc., pro-rata to their ownership interest in QLH. Accordingly, as our ownership interest in QLH increases, our share of the taxable income (loss) of QLH also increases. As of SeptemberÂ 30, 2024, our ownership interest in QLH was 82.6%.Net income (loss) attributable to Non-controlling interestNet income (loss) is attributed to non-controlling interests in accordance with QLHâ€™s limited liability company agreement. We allocate a share of the pre-tax income (loss)

of the QLH incurred subsequent to the Reorganization Transactions to the non-controlling interest holders pro-rata to their ownership interest in QLH. The non-controlling interests balance represents the Class B-1 units, substantially all of which are held by Insignia and the Senior Executives. 27Table of ContentsOperating results for the three months ended September 30, 2024 and 2023The following table sets forth our operating results in absolute dollars and as a percentage of revenue for the three months ended September 30, 2024 and 2023:Three Months EndedSeptember 30,(in thousands)20242023Revenue$259,133Â 100.0Â %$74,573Â 100.0Â %Costs and operating expensesCost of revenue219,907Â 84.9Â %62,277Â 83.5Â %Sales and marketing6,496Â 2.5Â %6,101Â 8.2Â %Product development5,328Â 2.1Â %4,296Â 5.8Â %General and administrative11,794Â 4.6Â %16,648Â 22.3Â %Total costs and operating expenses243,525Â 94.0Â %89,322Â 119.8Â %Income (loss) from operations15,608Â 6.0Â %(14,749)(19.8)%Other (income), net(154)(0.1)%(100)(0.1)%Interest expense3,562Â 1.4Â %3,947Â 5.3Â %Total other expense, net3,408Â 1.3Â %3,847Â 5.2Â %Income (loss) before income taxes12,200Â 4.7Â %(18,596)(24.9)%Income tax expense312Â 0.1Â %102Â 0.1Â %Net income (loss)$11,888Â 4.6Â %$(18,698)(25.1)%Net income (loss) attributable to non-controlling interest2,406Â 0.9Â %(5,196)(7.0)%Net income (loss) attributable to MediaAlpha, Inc.$9,482Â 3.7Â %$(13,502)(18.1)%Net income (loss) per share of Class A common stock-Basic and diluted$0.17Â $(0.29)Weighted average shares of Class A common stock outstanding-Basic and diluted54,909,772Â 46,229,672Â RevenueThe following table presents our revenue, disaggregated by vertical, for the three months ended September 30, 2024 and 2023, and the dollar and percentage changes between the two periods:(dollars in thousands)Three Months EndedSeptember 30, 2024$%Three Months EndedSeptember 30, 2023Property & Casualty insurance$219,036Â $187,103Â 585.9Â %$31,933Â Percentage of total revenue84.5Â %42.8Â %Health insurance32,879Â (1,082)(3.2)%33,961Â Percentage of total revenue12.7Â %45.5Â %Life insurance5,227Â (114)(2.1)%5,341Â Percentage of total revenue2.0Â %7.2Â %Other1,991Â (1,347)(40.4)%3,338Â Percentage of total revenue0.8Â %4.5Â %Revenue$259,133Â 184,560Â 247.5Â %$74,573Â 28Table of ContentsThe increase in P&C insurance revenue for the three months ended September 30, 2024, compared with the three months ended September 30, 2023, was due to an increase in customer acquisition spending by P&C insurance carrier partners as they refocus on growth in response to the significant improvement in their underwriting profitability. This additional demand drove increased year-over-year pricing and higher volume as we continued to scale the business and expand our market share. We believe that the hard market cycle the P&C insurance industry has experienced since the second half of 2021 has now turned and the industry is improving rapidly. While we expect this improvement to continue, we are currently unable to accurately predict the pace or slope of this recovery, or its impact on our revenue from the P&C insurance vertical or our profitability, beyond the fourth quarter of 2024.The decrease in health insurance revenue for the three months ended September 30, 2024, compared with the three months ended September 30, 2023, was driven by lower transactions through our Open Marketplace, due primarily to a reduced supply of consumer referrals resulting from one of our partners ceasing operations during the three months ended June 30, 2024, offset in part by higher customer acquisition spending by certain demand partners who transact primarily via our Private Marketplaces.The decrease in life insurance revenue for the three months ended September 30, 2024, compared with the three months ended September 30, 2023, was due primarily to a reduced supply of consumer referrals resulting from one of our supply partners ceasing operations during the three months ended June 30, 2024, offset in part by a higher mix of transactions through our Open Marketplace, which have a greater impact on revenue.The decrease in other revenue for the three months ended September 30, 2024, compared with the three months ended September 30, 2023, was driven primarily by lower revenue from our travel vertical due to a reduced supply of consumer referrals resulting from higher traffic acquisition costs.Cost of revenueThe following table presents our cost of revenue for the three months ended September 30, 2024 and 2023, and the dollar and percentage changes between the two periods:(dollars in thousands)Three Months EndedSeptember 30, 2024$%Three Months EndedSeptember 30, 2023Cost of revenue$219,907Â $157,630Â 253.1Â %$62,277Â Percentage of revenue84.9Â %83.5Â %The increase in cost of revenue for the three months ended September 30, 2024, compared with the three months ended September 30, 2023, was driven primarily by higher revenue share payments to suppliers due to the overall increase in revenue and lower take rates, offset in part by higher transactions in our Private Marketplaces, which have a lower impact on cost of revenue.Sales and marketingThe following table presents our sales and marketing expenses for the three months ended September 30, 2024 and 2023, and the dollar and percentage changes between the two periods:(dollars in thousands)Three Months EndedSeptember 30, 2024$%Three Months EndedSeptember 30, 2023Sales and marketing$6,496Â $395Â 6.5Â %$6,101Â Percentage of revenue2.5Â %8.2Â %The increase in sales and marketing expenses for the three months ended September 30, 2024, compared with the three months ended September 30, 2023, was due primarily to an increase in personnel-related costs resulting primarily from the hiring of additional employees, offset in part by lower equity-based compensation expense.29Table of ContentsProduct developmentThe following table presents our product development expenses for the three months ended September 30, 2024 and 2023, and the dollar and percentage changes between the two periods:(dollars in thousands)Three Months EndedSeptember 30, 2024$%Three Months EndedSeptember 30, 2023Product development$5,328Â $1,032Â 24.0Â %$4,296Â Percentage of revenue2.1Â %5.8Â %The increase in product development expenses for the three months ended September 30, 2024, compared with the three months ended September 30, 2023, was due primarily to an increase in personnel-related costs of $1.0Â million resulting primarily from the hiring of additional employees, offset in part by a decrease in equity-based compensation expense.General and administrativeThe following table presents our general and administrative expenses for the three months ended September 30, 2024 and 2023, and the dollar and percentage changes between the two periods:(dollars in thousands)Three Months EndedSeptember 30, 2024$%Three Months EndedSeptember 30, 2023General and administrative$11,794Â $(4,854)(29.2)%$16,648Â Percentage of revenue4.6Â %22.3Â %The decrease in general and administrative expenses for the three months ended September 30, 2024, compared with the three months ended September 30, 2023, was due primarily to a decrease in equity-based compensation expense of $4.9 million, a $1.6 million decrease in legal costs driven primarily by lower costs associated with the civil investigative demand from the Federal Trade Commission, and a $0.3 million reduction in directors & officers insurance premiums, offset in part by an increase in personnel-related costs of $0.6 million.Equity-based compensationThe following table presents our equity-based compensation expense that was included in costs and operating expenses for the three months ended September 30, 2024 and 2023, and the dollar and percentage changes between the two periods:(dollars in thousands)Three Months EndedSeptember 30, 2024$%Three Months EndedSeptember 30, 2023Cost of revenue$405Â $(607)(60.0)%$1,012Â Sales and marketing1,933Â (218)(10.1)%2,151Â Product development1,733Â (172)(9.0)%1,905Â General and administrative4,526Â (4,860)(51.8)%9,386Â Total$8,597Â $(5,857)(40.5)%$14,454Â The decrease in equity-based compensation expense for the three months ended September 30, 2024, compared with the three months ended September 30, 2023, was due primarily to certain Restricted Stock Units (RSUs) granted to key employees at the IPO being fully vested as of December 31, 2023, offset in part by expenses related to annual awards of RSUs granted to employees during the three months ended March 31, 2024 and higher employee headcount.AmortizationThe following table presents our amortization of intangible asset expense that was included in costs and operating expenses for the three months ended September 30, 2024 and 2023, and the dollar and percentage changes between the two periods:30Table of Contents(dollars in thousands)Three Months EndedSeptember 30, 2024$%Three Months EndedSeptember 30, 2023Sales and Marketing$1,396Â $(144)(9.4)%$1,540Â General and administrative213Â 23Â 12.1Â %190Â Total$1,609Â $(121)(7.0)%$1,730Â The decrease in amortization expense for the three months ended September 30, 2024, compared with the three months ended September 30, 2023, was immaterial.Other (income), netThe following table presents our other (income), net for the three months ended September 30, 2024 and 2023, and the dollar and percentage changes between the two periods:(dollars in thousands)Three Months EndedSeptember 30, 2024$%Three Months EndedSeptember 30, 2023Other (income), net(154)(54)54.0Â %$(100)Percentage of revenue(0.1)%(0.1)%The increase in other (income), net for the three months ended September 30, 2024, compared with the three months ended September 30, 2023, was immaterial.Interest expenseThe following table presents our interest expense for the three months ended September 30, 2024 and 2023, and the dollar and percentage changes between the two periods:(dollars in thousands)Three Months EndedSeptember 30, 2024$%Three Months EndedSeptember 30, 2023Interest expense$3,562Â $(385)(9.8)%$3,947Â Percentage of revenue1.4Â %5.3Â %The decrease in interest expense for the three months ended September 30, 2024, compared with the three months ended September 30, 2023, was driven by the impact of lower interest rates as well as lower outstanding balances during 2024.Income tax expenseThe following table presents our income tax expense for the three months ended September 30, 2024 and 2023, and the dollar and percentage changes between the two periods:(dollars in thousands)Three Months EndedSeptember 30, 2024$%Three Months EndedSeptember 30, 2023Income tax expense$312Â $210Â 205.9Â %$102Â Percentage of revenue0.1Â %0.1Â %For the three months ended September 30, 2024, we recorded an income tax expense of $0.3 million resulting from our effective tax rate of 2.6%, which differed from the U.S. federal statutory rate of 21%, due primarily to the tax impacts of changes in our valuation allowance. For the three months ended September 30, 2023, we recorded an income tax expense of $0.1 million resulting from our effective tax rate of (0.5)%, which differed from the U.S. federal statutory rate of 21%.31Table of ContentsOperating results for the nine months ended September 30, 2024 and 2023The following table sets forth our operating results in absolute dollars and as a percentage of revenue for the nine months ended September 30, 2024 and 2023:Nine Months EndedSeptember 30,(in thousands)20242023Revenue$564,056Â 100.0Â %$270,975Â 100.0Â %Costs and operating expensesCost of revenue469,465Â 83.2Â %226,545Â 83.6Â %Sales and marketing18,608Â 3.3Â %19,802Â 7.3Â %Product development14,743Â 2.6Â %14,525Â 5.4Â %General and administrative36,767Â 6.5Â %50,473Â 18.6Â %Total costs and operating expenses539,583Â 95.7Â %311,345Â 114.9Â %Income (loss) from operations24,473Â 4.3Â %(40,370)(14.9)%Other (income) expense, net(1,971)(0.3)%1,165Â 0.4Â %Interest expense11,158Â 2.0Â %11,397Â 4.2Â %Total other expense, net9,187Â 1.6Â %12,562Â 4.6Â %Income (loss) before income taxes15,286Â 2.7Â %(52,932)(19.5)%Income tax expense469Â 0.1Â %330Â 0.1Â %Net income (loss)$14,817Â 2.6Â %$(53,262)(19.7)%Net income (loss) attributable to non-controlling interest2,828Â 0.5Â %(15,208)(5.6)%Net income (loss) attributable to MediaAlpha, Inc.$11,989Â 2.1Â %$(38,054)(14.0)%Net income (loss) per share of Class A common stock-Basic$0.23Â $(0.84)-Diluted$0.22Â $(0.84)Weighted average shares of Class A common stock outstanding-Basic52,293,622Â 45,095,417Â -Diluted66,087,041Â 45,095,417Â RevenueThe following table presents our revenue, disaggregated by vertical, for the nine months ended September 30, 2024 and 2023, and the dollar and percentage changes between the two periods:(dollars in thousands)Nine Months Ended September 30, 2024$%Nine Months Ended September 30, 2023Property & Casualty insurance$422,700Â $296,168Â 234.1Â %$126,532Â Percentage of total revenue74.9Â %46.7Â %Health insurance114,932Â (260)(0.2)%115,192Â Percentage of total revenue20.4Â %42.5Â %Life insurance19,308Â 987Â 5.4Â %18,321Â Percentage of total revenue3.4Â %6.8Â %Other7,116Â (3,814)(34.9)%10,930Â Percentage of total revenue1.3Â %4.0Â %Revenue$564,056Â 293,081Â 108.2Â %$270,975Â 32Table of ContentsThe increase in P&C insurance revenue for the nine months ended September 30, 2024, compared with the nine months ended September 30, 2023, was due to an increase in customer acquisition spending by multiple P&C insurance carrier partners as they refocus on growth in response to the significant improvement in their underwriting profitability. We believe that the hard market cycle the P&C insurance industry has experienced since the second half of 2021 has now turned and the industry is improving rapidly.The decrease in health insurance revenue for the nine months ended September 30, 2024, compared with the nine months ended September 30, 2023, was

immaterial and driven primarily by lower transactions through our Open Marketplace, due primarily to a reduced supply of consumer referrals resulting from one of our partners ceasing operations during the three months ended June 30, 2024, offset by higher customer acquisition spending by certain demand partners who transact primarily via our Private Marketplaces.The increase in life insurance revenue for the nine months ended September 30, 2024, compared with the nine months ended September 30, 2023, was driven by a high mix of transactions through our Open Marketplace, which have a greater impact on revenue, offset in part by reduced supply of consumer referrals resulting from one of our supply partners ceasing operations during the three months ended June 30, 2024.The decrease in other revenue for the nine months ended September 30, 2024, compared with the nine months ended September 30, 2023, was driven by lower revenue from our travel vertical due to a reduced supply of consumer referrals resulting from higher traffic acquisition costs, as well as lower revenue from our consumer finance vertical due to a reduction in mortgage and refinancing activity caused by high interest rate levels. Cost of revenueThe following table presents our cost of revenue for the nine months ended September 30, 2024 and 2023, and the dollar and percentage changes between the two periods:(dollars in thousands)Nine Months Ended September 30, 2024$%Nine Months Ended September 30, 2023Cost of revenue$469,465Â $242,920Â 107.2Â %$226,545Â Percentage of revenue83.2Â %83.6Â % The increase in cost of revenue for the nine months ended September 30, 2024, compared with the nine months ended September 30, 2023, was driven primarily by higher revenue share payments to suppliers due to the overall increase in revenue and lower take rates, offset in part by higher transactions in our Private Marketplaces, which have a lower impact on cost of revenue.Sales and marketingThe following table presents our sales and marketing expenses for the nine months ended September 30, 2024 and 2023, and the dollar and percentage changes between the two periods:(dollars in thousands)Nine Months Ended September 30, 2024$%Nine Months Ended September 30, 2023Sales and marketing$18,608Â $(1,194)(6.0)%$19,802Â Percentage of revenue3.3Â %7.3Â %The decrease in sales and marketing expenses for the nine months ended September 30, 2024, compared with the nine months ended September 30, 2023, was due primarily to a decrease in equity-based compensation expense of $1.2 million and a decrease in amortization expense of $0.4 million, offset in part by an increase in personnel-related costs of $0.3 million.33Table of ContentsProduct developmentThe following table presents our product development expenses for the nine months ended September 30, 2024 and 2023, and the dollar and percentage changes between the two periods:(dollars in thousands)Nine Months Ended September 30, 2024$%Nine Months Ended September 30, 2023Product development$14,743Â $218Â 1.5Â %$14,525Â Percentage of revenue2.6Â %5.4Â %The increase in product development expenses for the nine months ended September 30, 2024, compared with the nine months ended September 30, 2023, was due primarily to an increase in personnel-related costs of $1.1 million as we hired additional employees, offset in part by a decrease in equity-based compensation expense of $1.2 million.General and administrativeThe following table presents our general and administrative expenses for the nine months ended September 30, 2024 and 2023, and the dollar and percentage changes between the two periods:(dollars in thousands)Nine Months Ended September 30, 2024$%Nine Months Ended September 30, 2023General and administrative$36,767Â $(13,706)(27.2)%$50,473Â Percentage of revenue6.5Â %18.6Â %The decrease in general and administrative expenses for the nine months ended September 30, 2024, compared with the nine months ended September 30, 2023, was due primarily to a decrease in equity-based compensation expense of $14.8Â million, a $0.8 million reduction in directors and officers insurance premiums, and a $0.4 million decrease driven primarily by lower costs associated with the civil investigative demand from the Federal Trade Commission, offset in part by costs related to secondary offerings of our shares during the nine months ended September 30, 2024.Equity-based compensationThe following table presents our equity-based compensation expense that was included in costs and operating expenses for the nine months ended September 30, 2024 and 2023, and the dollar and percentage changes between the two periods:(dollars in thousands)Nine Months Ended September 30, 2024$%Nine Months Ended September 30, 2023Cost of revenue$2,654Â $(305)(10.3)%$2,959Â Sales and marketing5,676Â (1,219)(17.7)%6,895Â Product development5,001Â (1,175)(19.0)%6,176Â General and administrative13,121Â (14,792)(53.0)%27,913Â Total$26,452Â $(17,491)(39.8)%$43,943Â The decrease in equity-based compensation expense for the nine months ended September 30, 2024, compared with the nine months ended September 30, 2023, due primarily to certain RSUs granted to key employees at IPO being fully vested as of December 31, 2023, offset in part primarily by expenses related to annual awards of RSUs granted to employees during the three months ended March 31, 2024.34Table of ContentsAmortizationThe following table presents our amortization of intangible asset expense that was included in costs and operating expenses for the nine months ended September 30, 2024 and 2023, and the dollar and percentage changes between the two periods:(dollars in thousands)Nine Months Ended September 30, 2024$%Nine Months Ended September 30, 2023Sales and Marketing$4,189Â $(429)(9.3)%$4,618Â General and administrative638Â 68Â 11.9Â %570Â Total$4,827Â $(361)(7.0)%$5,188Â The decrease in amortization expense for the nine months ended September 30, 2024, compared with the nine months ended September 30, 2023, was immaterial.Other (income) expense, netThe following table presents our other (income) expense, net for the nine months ended September 30, 2024 and 2023, and the dollar and percentage changes between the two periods:(dollars in thousands)Nine Months Ended September 30, 2024$%Nine Months Ended September 30, 2023Other (income) expense, net$(1,971)$(3,136)(269.2)%$1,165Â Percentage of revenue(0.3)%0.4Â %The increase in other (income) expense, net for the nine months ended September 30, 2024, compared with the nine months ended September 30, 2023, was driven primarily by a one-time contract termination fee of $1.7 million received from one of our supply partners in the Health and Life insurance verticals that ceased operations during the nine months ended September 30, 2024, and by an impairment charge of $1.4 million during the nine months ended September 30, 2023 related to a cost method investment that did not recur in the current year period.Interest expenseThe following table presents our interest expense for the nine months ended September 30, 2024 and 2023, and the dollar and percentage changes between the two periods:(dollars in thousands)Nine Months Ended September 30, 2024$%Nine Months Ended September 30, 2023Interest expense$11,158Â $(239)(2.1)%$11,397Â Percentage of revenue2.0Â %4.2Â %The decrease in interest expense for the nine months ended September 30, 2024, compared with the nine months ended September 30, 2023, was driven by the impact of lower outstanding balances in the current year period.35Table of ContentsIncome tax expenseThe following table presents our income tax expense for the nine months ended September 30, 2024 and 2023, and the dollar and percentage changes between the two periods:(dollars in thousands)Nine Months Ended September 30, 2024$%Nine Months Ended September 30, 2023Income tax expense$469Â $139Â 42.1Â %$330Â Percentage of revenue0.1Â %0.1Â %For the nine months ended September 30, 2024, we recorded an income tax expense of $0.5 million resulting from our effective tax rate of 3.1%, which differed from the U.S. federal statutory rate of 21%, due primarily to the tax impacts of changes in our valuation allowance. For the nine months ended September 30, 2023, we recorded an income tax expense of $0.3 million resulting from our effective tax rate of (0.6)% which differed from the U.S. federal statutory rate of 21%.Key business and operating metricsIn addition to traditional financial metrics, we rely upon certain business and operating metrics that are not presented in accordance with GAAP to estimate the volume of spending on our platform, estimate and recognize revenue, evaluate our business performance and facilitate our operations. Such business and operating metrics should not be considered in isolation from, or as an alternative to, measures presented in accordance with GAAP and should be considered together with other operating and financial performance measures presented in accordance with GAAP. Also, such business and operating metrics may not necessarily be comparable to similarly titled measures presented by other companies.Adjusted EBITDAWe define â€œAdjusted EBITDAâ€ as net income (loss) excluding interest expense, income tax benefit (expense), depreciation expense on property and equipment, amortization of intangible assets, as well as equity-based compensation expense and certain other adjustments as listed in the table below. Adjusted EBITDA is a non-GAAP financial measure that we present to supplement the financial information we present on a GAAP basis. We monitor and present Adjusted EBITDA because it is a key measure used by our management to understand and evaluate our operating performance, to establish budgets and to develop operational goals for managing our business. We believe that Adjusted EBITDA helps identify underlying trends in our business that could otherwise be masked by the effect of the expenses that we exclude in the calculations of Adjusted EBITDA. Accordingly, we believe that Adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results, enhancing the overall understanding of our past performance and future prospects. In addition, presenting Adjusted EBITDA provides investors with a metric to evaluate the capital efficiency of our business.Adjusted EBITDA is not presented in accordance with GAAP and should not be considered in isolation of, or as an alternative to, measures presented in accordance with GAAP. There are a number of limitations related to the use of Adjusted EBITDA rather than net income, which is the most directly comparable financial measure calculated and presented in accordance with GAAP. These limitations include the fact that Adjusted EBITDA excludes interest expense on debt, income tax benefit (expense), equity-based compensation expense, depreciation and amortization, and certain other adjustments that we consider to be useful to investors and others in understanding and evaluating our operating results. In addition, other companies may use other measures to evaluate their performance, including different definitions of â€œAdjusted EBITDA,â€ which could reduce the usefulness of our Adjusted EBITDA as a tool for comparison. 36Table of ContentsThe following table reconciles Adjusted EBITDA with net income (loss), the most directly comparable financial measure calculated and presented in accordance with GAAP, for the three and nine months ended September 30, 2024 and 2023:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,(in thousands)2024202320242023Net income (loss)$11,888Â $(18,698)$14,817Â $(53,262)Equity-based compensation expense8,597Â 14,454Â 26,452Â 43,943Â Interest expense3,562Â 3,947Â 11,158Â 11,397Â Income tax expense312Â 102Â 469Â 330Â Depreciation expense on property and equipment65Â 87Â 191Â 275Â Amortization of intangible assets1,609Â 1,730Â 4,827Â 5,188Â Transaction expenses(1)(45)5Â 1,172Â 553Â Impairment of cost method investmentâ€”Â â€”Â â€”Â 1,406Â Contract settlement(2)â€”Â â€”Â (1,725)â€”Â Changes in TRA related liabilityâ€”Â â€”Â â€”Â 6Â Changes in Tax Indemnification Receivable(84)(20)(86)(48)Settlement of federal and state income tax refundsâ€”Â â€”Â â€”Â 3Â Legal expenses(3)367Â 1,979Â 2,155Â 3,418Â Reduction in force costs (4)â€”Â â€”Â â€”Â 1,233Â Adjusted EBITDA$26,271Â $3,586Â $59,430Â $14,442Â (1)Transaction expenses consist of immaterial expenses and $1.2Â million of legal and accounting fees incurred by us for the three and nine months ended September 30, 2024, respectively, in connection with resale registration statements filed with the SEC. For the three and nine months ended September 30, 2023, transaction expenses consist of immaterial expenses and $0.6Â million of legal and accounting fees, respectively, in connection with the amendment to the 2021 Credit Facilities, the tender offer filed by the Company's largest shareholder in May 2023, and a resale registration statement filed with the SEC.(2)Contract settlement consists of $1.7Â million of income for the nine months ended September 30, 2024 recorded in connection with a one-time contract termination fee received from one of our supply partners in the Health and Life insurance verticals that ceased operations during the nine months ended September 30, 2024.(3)Legal expenses of $0.4Â million and $2.2Â million for the three and nine months ended September 30, 2024, respectively, and $2.0Â million and $3.4Â million for the three and nine months ended September 30, 2023, respectively, consist of legal fees incurred in connection with the civil investigative demand received from the Federal Trade Commission in February 2023 and costs associated with a legal settlement unrelated to our core operations during the nine months ended September 30, 2023.(4)Reduction in force costs for the nine months ended September 30, 2023 consist of $1.2 million of severance benefits provided to the terminated employees in connection with the RIF Plan. Additionally, equity-based compensation expense includes $0.3 million of charges related to the RIF Plan for the nine months ended September 30, 2023.Contribution and Contribution MarginWe define â€œContributionâ€ as revenue less revenue share payments and online advertising costs, or, as reported in our consolidated

statements of operations, revenue less cost of revenue (i.e., gross profit), as adjusted to exclude the following items from cost of revenue: equity-based compensation; salaries, wages, and related costs; internet and hosting costs; amortization; depreciation; other services; and merchant-related fees. We define â€œContribution Marginâ€ as Contribution expressed as a percentage of revenue for the same period. Contribution and Contribution Margin are non-GAAP financial measures that we present to supplement the financial information we present on a GAAP basis. We use Contribution and Contribution Margin to measure the return on our relationships with our supply partners (excluding certain fixed costs), the financial return on and efficacy of our online advertising costs to drive consumers to our proprietary websites, and our operating leverage. We do not use Contribution and Contribution Margin as measures of overall profitability. We present Contribution 37Table of Contentsand Contribution Margin because they are used by our management and board of directors to manage our operating performance, including evaluating our operational performance against budget and assessing our overall operating efficiency and operating leverage. For example, if Contribution increases and our headcount costs and other operating expenses remain steady, our Adjusted EBITDA and operating leverage increase. If Contribution Margin decreases, we may choose to re-evaluate and re-negotiate our revenue share agreements with our supply partners, to make optimization and pricing changes with respect to our bids for keywords from primary traffic acquisition sources, or to change our overall cost structure with respect to headcount, fixed costs and other costs. Other companies may calculate Contribution and Contribution Margin differently than we do. Contribution and Contribution Margin have their limitations as analytical tools, and you should not consider them in isolation or as substitutes for analysis of our results presented in accordance with GAAP.The following table reconciles Contribution with gross profit, the most directly comparable financial measure calculated and presented in accordance with GAAP, for the three and nine months ended September 30, 2024 and 2023:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,(in thousands)2024202320242023Revenue$259,133Â $74,573Â $564,056Â $270,975Â Less cost of revenue(219,907)(62,277)(469,465)(226,545)Gross profit$39,226Â $12,296Â $94,591Â $44,430Â Adjusted to exclude the following (as related to cost of revenue):Equity-based compensation405Â 1,012Â 2,654Â 2,959Â Salaries, wages, and related907Â 878Â 2,474Â 2,832Â Internet and hosting145Â 138Â 402Â 418Â Other expenses170Â 179Â 539Â 513Â Depreciation5Â 9Â 15Â 30Â Other services549Â 514Â 2,008Â 1,795Â Merchant-related fees75Â 11Â 217Â 14Â Contribution$41,482Â $15,037Â $102,900Â $52,991Â Gross margin15.1Â %16.5Â %16.8Â %16.4Â %Contribution Margin16.0Â %20.2Â %18.2Â %19.6Â %Transaction ValueWe define â€œTransaction Valueâ€ as the total gross dollars transacted by our partners on our platform. Transaction Value is an operating metric not presented in accordance with GAAP, and is a driver of revenue based on the economic relationships we have with our partners. Our partners use our platform to transact via Open and Private Marketplace transactions. In our Open Marketplace model, revenue recognized represents the fees paid by our Demand Partners for Consumer Referrals sold and is equal to the Transaction Value and revenue share payments to our Supply Partners represent costs of revenue. In our Private Marketplace model, revenue recognized represents a platform fee billed to the Supply Partner based on an agreed-upon percentage of the Transaction Value for the Consumer Referrals transacted, and accordingly there are no associated costs of revenue. We utilize Transaction Value to assess the overall level of transaction activity through our platform. We believe it is useful to investors to assess the overall level of activity on our platform and to better understand the sources of our revenue across our different transaction models and verticals.The following table presents Transaction Value by platform model for the three and nine months ended September 30, 2024 and 2023:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,(dollars in thousands)2024202320242023Open Marketplace transactions$253,016Â $73,053Â $546,949Â $263,568Â Percentage of total Transaction Value56.0Â %67.0Â %55.1Â %61.6Â %Private Marketplace transactions198,759Â 35,963Â 445,742Â 164,524Â Percentage of total Transaction Value44.0Â %33.0Â %44.9Â %38.4Â %Total Transaction Value$451,775Â $109,016Â $992,691Â $428,092Â 38Table of ContentsThe following table presents Transaction Value by vertical for the three and nine months ended September 30, 2024 and 2023:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,(dollars in thousands)2024202320242023Property & Casualty insurance$387,451Â $44,715Â $777,521Â $223,305Â Percentage of total Transaction Value85.8Â %41.0Â %78.3Â %52.2Â %Health insurance55,615Â 51,210Â 179,980Â 161,450Â Percentage of total Transaction Value12.3Â %47.0Â %18.1Â %37.7Â %Life insurance6,261Â 7,566Â 24,384Â 26,042Â Percentage of total Transaction Value1.4Â %6.9Â %2.5Â %6.1Â %Other2,448Â 5,525Â 10,806Â 17,295Â Percentage of total Transaction Value0.5Â %5.1Â %1.1Â %4.0Â %Total Transaction Value$451,775Â $109,016Â $992,691Â $428,092Â Consumer ReferralsWe define â€œConsumer Referralâ€ as any consumer click, call or lead purchased by a buyer on our platform. Click revenue is recognized on a pay-per-click basis and revenue is earned and recognized when a consumer clicks on a listed buyerâ€™s advertisement that is presented subsequent to the consumerâ€™s search (e.g., auto insurance quote search or health insurance quote search). Call revenue is earned and recognized when a consumer transfers to a buyer and remains engaged for a requisite duration of time, as specified by each buyer. Lead revenue is recognized when we deliver data leads to buyers. Data leads are generated either through insurance carriers, insurance-focused research destination websites or other financial websites that make the data leads available for purchase through our platform, or when consumers complete a full quote request on our proprietary websites. Delivery occurs at the time of lead transfer. The data we generate from each Consumer Referral feeds into our analytics model to generate conversion probabilities for each unique consumer, enabling discovery of predicted return and cost per sale across the platform and helping us to improve our platform technology. We monitor the number of Consumer Referrals on our platform in order to measure Transaction Value, revenue and overall business performance across our verticals and platform models.Â Â Â Â The following table presents the percentages of total Transaction Value generated from clicks, calls and leads for the three and nine months ended September 30, 2024 and 2023:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,20242023202420232023Clicks88.6Â %66.1Â %84.2Â %73.0Â %Calls6.6Â %19.9Â %9.4Â %16.0Â %Leads4.8Â %14.0Â %6.4Â %11.0Â %Segment informationWe operate primarily in the United States and in a single operating segment. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. Our chief operating decision maker is our chief executive officer, who reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. No expense or operating income is evaluated at a segment level. Since we operate in one operating segment and reportable segment, all required financial segment information can be found in the consolidated financial statements.Liquidity and capital resourcesOverviewOur principal sources of liquidity are our cash flows generated from operations and cash and funds available under the 2021 Revolving Credit Facility. Our principal uses of cash include funding of our operations, interest payments, and mandatory principal payments on our long-term debt. As of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, our cash and cash equivalents 39Table of Contentstotaled $32.3 million and $17.3 million, respectively. As of SeptemberÂ 30, 2024, the aggregate principal amount outstanding under the 2021 Term Loan Facility was $160.8 million and our borrowing capacity available under the 2021 Revolving Credit Facility was $45.0Â million. Our business is seasonal and cyclical in nature and these trends, if continued for a long period of time, could impact our cash flows generated from operations, requiring us to draw on our available borrowing capacity under the 2021 Revolving Credit Facility or raise additional funds in the short term. During the second half of 2021, the auto insurance industry began to experience a cyclical downturn, as supply chain disruptions and cost increases caused by the pandemic and overall inflationary pressures contributed to higher-than-expected P&C insurance claims costs, which led many carriers to reduce their customer acquisition spending to preserve their profitability. However, we believe that the hard market cycle has now turned and market has been improving rapidly as a number of our key carrier partners have meaningfully increased their customer acquisition spending during the first nine months of 2024. While we expect this improvement to continue, we are currently unable to accurately predict the pace or slope of this recovery beyond the fourth quarter of 2024.On February 21, 2023, we received a civil investigative demand from the Federal Trade Commission (the â€œFTCâ€) regarding compliance with the FTC Act and the TSR, as they relate to the advertising, marketing, promotion, offering for sale, or sale of healthcare-related products, the collection, sale, transfer or provision to third parties of consumer data, telemarketing practices, and/or consumer privacy or data security. We have cooperated fully with the FTC investigation. On October 30, 2024, we received an initial settlement demand from the staff of the FTC (the â€œFTC Staffâ€) stating that the FTC Staff is prepared to recommend that the FTC approve the filing of a complaint against the Company for violations of Section 5(a) of the FTC Act, the TSR and the Government and Business Impersonation Rule (the â€œImpersonation Ruleâ€). The FTC proposes to seek injunctive and monetary relief and civil penalties. If obtained in whole or in part, the monetary relief and penalties proposed by the FTC Staff would have an adverse, and potentially material, effect on the Companyâ€™s liquidity, financial condition and results of operations. The total amount of the monetary relief and penalties proposed by the FTC Staff significantly exceeds our existing liquidity and financial resources. Any such costs above the existing liquidity and financial resources would require us to seek additional capital, incur debt or otherwise take significant actions in order to satisfy the claims and there can be no assurances that such financing could be obtained on acceptable terms, or at all. In addition, the proposed injunctive terms, if obtained in whole or in part, could materially and adversely affect our ability to operate our business in the Health insurance vertical, including how we conduct our marketing activities and endeavors to ensure compliance with consumer protection laws by itself and third parties with which we do business. We strongly disagree with the allegations and believe we have substantial and meritorious defenses to the claims. Among other things, we believe that our conduct does not rise to the legal standard required for the FTC to obtain the proposed monetary relief and penalties. We will continue to engage in good faith with the FTC and seek to resolve this matter prior to litigation, but we are prepared to defend ourselves vigorously if a complaint is filed. We believe that our expected near-term revenue, cash on hand and availability to access cash available under the 2021 Credit Facilities will be sufficient to meet our projected operating and debt service requirements, and we expect that we will continue to comply with our financial covenants under the 2021 Credit Facilities, for at least the next twelve months. To the extent that our current liquidity is insufficient to fund future activities or any amounts we agree to pay in settlement of the FTC's claims, or our financial results are below our expectations due to cyclical conditions in our primary vertical markets or other factors and we do not remain in compliance with our financial covenants under the 2021 Credit Facilities, we may need to take additional actions to reduce operating costs, negotiate amendments to or waivers of the terms of such credit facilities, refinance our debt, or raise additional capital. We have historically not used funds available under our credit facilities to fund our operations or to make payments required under our credit facilities.We may in the future engage in merger and acquisition or other activities, including share repurchases, that could require us to draw on our existing credit facilities or raise additional capital through the sale of equity securities or through debt financing arrangements. If we raise additional funds by issuing equity securities, the ownership of our existing stockholders will be diluted. The incurrence of additional debt financing would result in debt service obligations, and any future instruments governing such debt could provide for operating and financing covenants that could restrict our operations. Our material cash requirements include our long-term debt, operating lease obligations, and any payments under the TRA.Cash FlowsThe following table presents a summary of our cash flows for the nine months ended September 30, 2024 and 2023, and the dollar and percentage changes between the periods:40Table of Contents(dollars in thousands)Nine Months Ended September 30, 2024$%Nine Months Ended

September 30, 2023Net cash provided by operating activities$31,343Â $16,406Â 109.8Â %$14,937Â Net cash (used in) investing activities(607)(547)911.7Â %$(60)Net cash (used in) financing activities$(15,703)$(1,480)10.4Â %$(14,223)Operating activitiesCash flows provided by operating activities were $31.3Â million for the nine months ended September 30, 2024, compared with $14.9Â million for the nine months ended September 30, 2023. The increase was due primarily to the increase in net income and an increase in net working capital due to the increase in our accounts receivable as a result of higher revenue and the timing of payments of our accounts payable.Investing activitiesCash flows used in investing activities were $0.6Â million for the nine months ended September 30, 2024, compared with $0.1Â million for the nine months ended September 30, 2023. The increase resulted primarily from the purchase of certain intangible assets during the nine months ended September 30, 2024.Financing activitiesCash flows used in financing activities were $15.7Â million for the nine months ended September 30, 2024, compared with $14.2Â million for the nine months ended September 30, 2023. The increase was due primarily to a required Excess Cash Flow principal payment on the 2021 Term Loan Facility during the nine months ended September 30, 2024, offset in part by higher payments made pursuant to the TRA and distributions to non-controlling interests during the nine months ended September 30, 2023.Senior secured credit facilities2021 Credit FacilitiesOn July 29, 2021, QuoteLab, LLC entered into an amendment (the â€œFirst Amendmentâ€) to the 2020 Credit Agreement (as amended by the First Amendment, the "Existing Credit Agreement"). The Existing Credit Agreement provides for a new senior secured term loan facility in an aggregate principal amount of $190.0Â million (the â€œ2021 Term Loan Facilityâ€), the proceeds of which were used to refinance all of the $186.4Â million outstanding under the existing 2020 Term Loan Facility and the unpaid interest thereon as of the date of the First Amendment, to pay fees related to these transactions, and to provide cash for general corporate purposes, and a new senior secured revolving credit facility with commitments in an aggregate amount of $50.0Â million (the â€œ2021 Revolving Credit Facilityâ€ and, together with the 2021 Term Loan Facility, the "2021 Credit Facilities"), which replaced the 2020 Revolving Credit Facility. Our obligations under the 2021 Credit Facilities are guaranteed by QLH and secured by substantially all assets of QLH and QuoteLab, LLC.On June 8, 2023, the Company entered into a Second Amendment (the â€œSecond Amendmentâ€) to the Existing Credit Agreement, (as amended by the Second Amendment, the â€œAmended Credit Agreementâ€). The Second Amendment amended the Existing Credit Agreement, effective on the amendment date, to, among other things, replace the London Interbank Offered Rate (â€œLIBORâ€) applicable to the 2021 Credit Facilities with the Secured Overnight Financing Rate (â€œSOFRâ€), with a credit spread adjustment of 0.10% per annum, as the interest rate benchmark.Borrowings under the 2021 Credit Facilities bear interest at a rate equal to, at our option, the Term SOFR or Daily Simple SOFR, plus an applicable margin, with a floor of 0.00%, or a base rate plus an applicable margin. The applicable margins will be based on our consolidated total net leverage ratio as calculated under the terms of the Amended Credit Agreement (the â€œLeverage Ratioâ€) for the prior fiscal quarter and range from 2.00% to 2.75% with respect to the Term SOFR or Daily Simple SOFR and from 1.00% to 1.75% with respect to the base rate. Loans under the 2021 Credit Facilities will mature on July 29, 2026. Loans under the 2021 Term Loan Facility amortize quarterly, beginning with the first business day after December 31, 2021 and ending with June 30, 2026, by an amount equal to 1.25% of the aggregate outstanding principal amount of the term loans initially made. In addition, the 2021 Term Loan Facility also requires mandatory prepayments of principal in the amount of any Excess Cash Flow (as defined in the Amended 41Table of ContentsCredit Agreement) on an annual basis. We generated Excess Cash Flow for the year ended December 31, 2023, and prepaid approximately $3.0Â million of the principal under the 2021 Term Loan Facility during the three months ended June 30, 2024. The 2021 Revolving Credit Facility does not require amortization of principal and will mature on July 29, 2026.As of SeptemberÂ 30, 2024, we had $159.7Â million of outstanding borrowings, net of deferred debt issuance costs of $1.2Â million, under the 2021 Term Loan Facility, and $5.0Â million of borrowings outstanding under the 2021 Revolving Credit Facility. Tax receivables agreementOur purchases (through Intermediate Holdco) of Class B-1 units from certain unitholders in connection with the IPO, as well as exchanges of Class B-1 units subsequent to the IPO (together with an equal number of shares of our Class B common stock) for shares of our Class A common stock (or, at our election, cash of an equivalent value) ("Exchange"), and the Pre-IPO Leveraged Distribution and other actual or deemed distributions by QLH to its members pursuant to the Exchange Agreement, have resulted and are expected to continue to result in increases in our allocable tax basis in the assets of QLH. These increases in tax basis are expected to increase (for tax purposes) depreciation and amortization deductions allocable to us and, therefore, reduce the amount of tax that we otherwise would be required to pay in the future. This increase in tax basis may also decrease gain (or increase loss) on future dispositions of certain assets to the extent tax basis is allocated to those assets.In connection with the IPO, we entered into the TRA, as amended, with Insignia, the Senior Executives, and White Mountains related to the tax basis step-up of the assets of QLH and certain net operating losses of Intermediate Holdco. The agreement requires us to pay Insignia and the Senior Executives or any assignees 85% of the cash savings, if any, in U.S. federal, state and local income tax we realize (or are deemed to realize) as a result of (i) any increases in tax basis of assets of QLH resulting from any Exchange, and (ii) certain other tax benefits related to making our payments under the TRA. The TRA also requires us to pay White Mountains 85% of the amount of the cash savings, if any, in U.S. federal, state and local income tax that we realize (or are deemed to realize) as a result of the utilization of the net operating losses of Intermediate Holdco attributable to periods prior to the IPO and the deduction of any imputed interest attributable to our payment obligations under the TRA. We amended the TRA on October 1, 2023 to, among other things, provide for use of a blended state tax rate and replace the LIBOR with the SOFR as the interest rate benchmark. In addition to tax expenses, we may also make payments under the TRA, which could be significant. We account for the income tax effects and corresponding TRA effects resulting from any Exchange by recognizing an increase in our deferred tax assets, based on enacted tax rates at the date of the Exchange. We evaluate the likelihood that we will realize the benefit represented by the deferred tax asset and, to the extent that we estimate that it is more likely than not that we will not realize the benefit, we will reduce the carrying amount of the deferred tax asset with a valuation allowance. The amounts to be recorded for both the deferred tax assets and the liability for our obligations under the TRA are estimated at the time of any purchase or exchange as a reduction to stockholdersâ€™ equity, and the effects of changes in any of our estimates after this date will be included in net income (loss). Similarly, the effect of subsequent changes in the enacted tax rates will be included in net income (loss). Judgment is required in assessing the future tax consequences of events that have been recognized in our consolidated financial statements. A change in our assessment of such consequences, such as realization of deferred tax assets, changes in our assessment of probability of making payments under the TRA, changes in blended tax rates, changes in tax laws or interpretations thereof could materially impact our results. As of SeptemberÂ 30, 2024 and December 31, 2023, we had no payments due pursuant to the TRA, as in conjunction with recording a valuation allowance on our deferred tax assets and projections of future taxable income we determined that we do not consider the payments under the TRA to be probable for the foreseeable future, and so remeasured our liabilities pursuant to the TRA to be zero. Based on the significant improvement in our pre-tax income for the nine months ended September 30, 2024 and the current forecasts, we expect that in the foreseeable future, which could be as early as the fourth quarter of 2024, there may be sufficient positive evidence, and/or that the objective negative evidence in the form of history of pre-tax losses will no longer be present, in which event we may be required to release a portion or all of the valuation allowance on our deferred tax assets and also be required to record a liability pursuant to the TRA. Recent accounting pronouncementsFor a discussion of new accounting pronouncements recently adopted and not yet adopted, see Note 1 to the consolidated financial statements appearing in Part I, Item 1 of this Quarterly Report on Form 10-Q.Critical accounting policies and estimates42Table of ContentsOur critical accounting policies and estimates are included in our 2023 Annual Report on Form 10-K and under Part II, Item 1A "Risk Factors" in this Quarterly Report on Form 10-Q and did not materially change during the nine months ended September 30, 2024.Item 3. Quantitative and Qualitative Disclosures about Market RiskIn the normal course of business, we are subject to market risks. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates.Interest rate riskThe 2021 Credit Facilities bear interest at a variable rate. As a result, we may be exposed to fluctuations in interest rates to the extent of our outstanding borrowings under the 2021 Credit Facilities. A hypothetical 1.0% increase or decrease in the interest rate associated with the 2021 Credit Facilities would have resulted in a $1.3 million impact on interest expense for the nine months ended September 30, 2024.Concentrations of credit risk and of significant demand and supply partnersFinancial instruments that potentially expose us to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. We maintain cash balances that can, at times, exceed amounts insured by the Federal Deposit Insurance Corporation. We have not experienced any losses in these accounts and believe we are not exposed to unusual risk beyond the normal credit risk in this area based on the financial strength of the institutions with which we maintain our deposits.Our accounts receivable, which are unsecured, may expose us to credit risk based on their collectability. We control credit risk by investigating the creditworthiness of all customers prior to establishing relationships with them, performing periodic reviews of the credit activities of those customers during the course of the business relationship, regularly analyzing the collectability of accounts receivable, and recording allowances for credit losses. Our supplier concentration can also expose us to business risks.Customer and supplier concentrations consisted of the below:Three Months EndedSeptember 30, 2024Three Months EndedSeptember 30, 2023Number of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalNumber of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalRevenue2Â $130Â 50Â %â€”Â â€”Â â€”Â %Purchases2Â $48Â 22Â %1$9Â 14Â %Nine Months EndedSeptember 30, 2024Nine Months EndedSeptember 30, 2023Number of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalNumber of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalRevenue2Â $227Â 40Â %â€”$â€”Â â€”Â %Purchasesâ€”Â $â€”Â â€”Â %1$26Â 12Â %As of September 30, 2024As of December 31, 2023Number of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalNumber of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalAccounts receivable2Â $66Â 52Â %1$7Â 14Â %Accounts payable3Â $39Â 36Â %1$12Â 21Â %43Table of ContentsItem 4. Controls and ProceduresEvaluation of Disclosure Controls and ProceduresAs of SeptemberÂ 30, 2024, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€)) to determine whether such disclosure controls and procedures provide reasonable assurance that information to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and such information is accumulated and communicated to management, including our principal executive officer and principal financial officer or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based on their evaluation, our principal executive officer and our principal financial officer have concluded our disclosure controls and procedures were effective to provide reasonable assurance as of SeptemberÂ 30, 2024.Changes in Internal Control Over Financial ReportingThere was no change in our internal control over financial reporting during the three months ended September 30, 2024, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.Inherent Limitations on Effectiveness of ControlsIn designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that

there are resource constraints and management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their cost.PART II. OTHER INFORMATIONItem 1. Legal ProceedingsThe content of Part I, Item 1 "Financial Statementsâ€”Note 5 to the Consolidated Financial Statementsâ€”Commitments and contingencies - Litigation and other matters" of this Quarterly Report on Form 10-Q is hereby incorporated by reference in its entirety in this Item 1.Item 1A. Risk FactorsThere have been no material changes to the risk factors disclosed under Part I, Item 1A "Risk Factors" in the 2023 Annual Report on Form 10-K, other than certain updates to the risk factor presented below.We are no longer a â€œcontrolled companyâ€ within the meaning of the NYSE rules. However, we may continue to rely on exemptions from certain corporate governance requirements during a one-year transition period.We are no longer a â€œcontrolled companyâ€ within the meaning of the NYSE corporate governance standards. The NYSE rules require that the nominating and corporate governance committee be composed entirely of independent directors within one year of the date that we no longer qualify as a â€œcontrolled company.â€ Our nominating and corporate governance committee is not currently comprised exclusively of independent directors. We will comply with this requirement prior to the end of the transition period, but until that occurs our shareholders will not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of the NYSE. Furthermore, a change in our board of directors and committee membership may result in a change in our operation philosophies and deviations from our current corporate strategy.Operating and growing our business may require additional capital, and if capital is not available to us, our business, financial condition, operating results, cash flows, and prospects may suffer.Operating and growing our business is expected to require further investments in our technology and operations. We may be presented with opportunities that we want to pursue, and unforeseen challenges may present themselves, any of which 44Table of Contentscould cause us to require additional capital beyond our internally generated cash flows. At any given time, if our cash needs exceed our expectations or we experience rapid growth, we could experience strain in our cash flow, which could adversely affect our operations in the event we were unable to obtain other sources of liquidity. As described in â€œPart I Item 1â€”Note 5â€”Commitments and Contingenciesâ€”Litigation and other mattersâ€ (the â€œFTC Matterâ€), the staff of the FTC that has been investigating the Company (the â€œFTC Staffâ€) has advised that they are considering recommending that the FTC pursue claims against us in connection with our business activities in the Healthcare vertical. In the event of an adverse outcome, we may not have adequate existing resources to cover any required material monetary relief and/or civil penalties imposed in connection with the FTC Matter, and may also not be able to obtain other sources of liquidity sufficient to cover such costs. If we raise additional funds through future issuances of equity or convertible debt securities, our stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our common stock. Any debt financing that we may secure in the future could involve debt service obligations and restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities. If we are unable to obtain adequate financing or financing on terms satisfactory to us, when we require it, our ability to continue to pursue our business objectives and to respond to business opportunities, challenges or unforeseen circumstances could be significantly limited, and our business, financial condition, operating results, cash flows, and prospects could be materially and adversely affected. We may from time to time be subject to litigation, which may be extremely costly to defend, could result in substantial judgment or settlement costs or subject us to other remedies.We have in the past and may from time to time in the future be involved in various legal proceedings, including, but not limited to, actions relating to claims of violations of laws or regulations, breach of contract, and intellectual property infringement, misappropriation or other violation. In addition to the FTC matter, there are other sources of litigation risk. For example, insurance regulators have in the past and may in the future make claims that certain of our proprietary properties, particularly in our health insurance vertical, do not comply with one or more regulations governing marketing of insurance products in that state. Claims may be expensive to defend, may divert managementâ€™s time away from our operations, and may affect the availability and premiums of our liability insurance coverage, regardless of whether they are meritorious or ultimately lead to a judgment against us. We cannot assure you that we will be able to successfully defend or resolve any current or future litigation matters, in which case those litigation matters could have a material and adverse effect on our business, financial condition, operating results, cash flows, and prospects.Sellers, vendors, or their respective affiliates may engage in unauthorized or unlawful acts that could subject us to significant liability or cause us to lose demand partners and revenue.We generate a majority of our Consumer Referrals from online media that we source directly from our supply partnersâ€™ websites, as well as indirectly from the affiliates of our supply partners. We also rely on third-party call centers and email marketers. Although we require third parties with whom we contract to agree to comply with applicable law and regulation and endeavor to monitor and enforce these requirements, we ultimately cannot control the activities of third parties with whom we directly contract or who otherwise play a role in the generation, sale or purchase of our Consumer Referrals. Therefore, our programs and requirements to ensure compliance by these direct or indirect third parties may not be successful. In the past, we have identified and taken action to address instances of noncompliance with law, regulation or our code of conduct by these third parties, and while our compliance program is designed to detect, prevent and stop such noncompliance, our compliance efforts may not be successful. Some of these third parties, vendors, and their respective affiliates are authorized to use our demand partnersâ€™ brands, subject to contractual restrictions. Any activity by suppliers, vendors, or their respective affiliates which violates the marketing guidelines of our demand partners or that our demand partners view as potentially damaging to their brands, whether or not permitted by our contracts with our demand partners, could harm our relationships and cause demand partners to terminate their relationship with us, resulting in a loss of revenue. Moreover, because we do not have a direct contractual relationship with the affiliates of our suppliers, we may not be able to monitor the compliance activity of such affiliates. If we are unable to cause our Supply Partners to monitor and enforce our Demand Partnersâ€™ contractual restrictions on such affiliates, our Demand Partners may terminate their relationships with us or decrease their customer acquisition budgets with us. In addition, we may also face liability for any failure of our suppliers, vendors or their respective affiliates to comply with regulatory requirements (including, for example, in connection with the FTC Matter). The law is unsettled on the extent of liability that an advertiser has for the activities of sellers or vendors. Insurance regulations may impose liability on us and our Demand Partners for misrepresentations made by their marketing service providers. In addition, certain of our contracts impose liability on us, including indemnification obligations, for the acts of our sellers or vendors. We could be subject to costly litigation and, if we are unsuccessful in defending ourselves or in obtaining indemnity from our vendors, we could incur damages for the unauthorized or unlawful acts of sellers or vendors. 45Table of ContentsThe FTC Matter could have a material adverse effect on our business.On February 21, 2023, we received a civil investigative demand from the Federal Trade Commission (FTC) regarding compliance with the FTC Act and the Telemarketing Sales Rule, as they relate to the advertising, marketing, promotion, offering for sale, or sale of healthcare-related products, the collection, sale, transfer or provision to third parties of consumer data, telemarketing practices, and/or consumer privacy or data security. On October 30, 2024, following our earnings call, we received an initial settlement demand from the staff of the FTC (the â€œFTC Staffâ€) stating that the FTC Staff is prepared to recommend that the FTC approve the filing of a complaint against the Company for violations of Section 5(a) of the FTC Act, the FTCâ€™s Telemarketing Sales Rule ("TSR") and the Government and Business Impersonation Rule (the â€œImpersonation Ruleâ€).The FTC Staff alleges that, in connection with our lead generation and telemarketing activities, we have represented ourselves as affiliated with government entities, made misleading claims (in particular regarding health insurance products and our use of consumersâ€™ personal information) and utilized deceptive advertising, in violation of Section 5(a) of the FTC Act. The FTC Staff further alleges that we have violated the Impersonation Rule in representing ourselves to be affiliated with government entities and the TSR in connection with telemarketing activities.The FTC Staff proposes to seek injunctive and monetary relief and civil penalties. If obtained in whole or in part, the monetary relief and penalties proposed by the FTC Staff would have an adverse, and potentially material, effect on our liquidity, financial condition, and results of operations. The total amount of these proposed items significantly exceeds our existing liquidity and financial resources. Any such costs above our existing resources would require the Company to seek additional capital, incur debt or otherwise take significant actions in order to satisfy the claims, and there can be no assurances that such financing could be obtained on acceptable terms, or at all. In addition, the proposed injunctive terms, if obtained in whole or in part, could adversely, and potentially materially, affect our ability to operate business in our Health insurance vertical, including by restricting how we conduct our marketing activities and by requiring enhancements to our compliance program.Changes in laws or regulations relating to privacy, data protection or the protection or transfer of personal data could materially and adversely affect our business, financial condition, operating results, cash flows, and prospects.We are subject to a variety of federal, state, local, and international laws, directives, and regulations, as well as contractual obligations, relating to privacy and the collection, protection, use, retention, security, disclosure, transfer, and other processing of personal information and other data, including the California Online Privacy Protection Act, the California Consumer Privacy Act (the â€œCCPAâ€), the California Privacy Rights Act (the â€œCPRAâ€) and other state privacy laws, the Personal Information Protection and Electronic Documents Act, the Controlling the Assault of Non-Solicited Pornography and Marketing Act (the â€œCAN-SPAM Actâ€), Canadaâ€™s Anti-Spam Law, the Telephone Consumer Protection Act of 1991 (the â€œTCPAâ€), the U.S. Federal Health Insurance Portability and Accountability Act of 1996 (â€œHIPAAâ€), Section 5(c) of the Federal Trade Commission Act, the TSR, the EUâ€™s General Data Protection Regulation, supplemented by national laws (such as, in the United Kingdom, the Data Protection Act 2018) and further implemented through binding guidance from the European Data Protection Board. These laws, rules and regulations evolve frequently and their scope may continually change, through new, or amendments to existing, legislation or regulations and changes in enforcement, and may be inconsistent from one jurisdiction to another. As a result, implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future. Although we endeavor to comply with our published policies and documentation and ensure their compliance with current laws, rules and regulations, we (and other parties with whom we do business) may at times fail to do so or be alleged to have failed to do so. The publication of our privacy policy and other documentation that provide promises and assurances about privacy and security can subject us to potential state and federal action in the U.S. if they are found to be deceptive, unfair, or misrepresentative of our actual practices. Any failure by us or other parties with whom we do business to comply with this documentation or with federal, state, local or international regulations could result in proceedings against us by governmental entities, private parties or others (including, without limitation, the FTC Matter, where the FTC Staff has alleged that certain of our conduct and business practices violate Section 5(a) of the FTC Act and the TSR). In many jurisdictions, enforcement actions and consequences for non-compliance are rising.In the U.S., these include enforcement actions in response to rules and regulations promulgated under the authority of federal agencies and state attorneys general and legislatures and consumer protection agencies. A number of federal and state laws and regulations relating to privacy affect and apply to the insurance industry specifically, including those imposed by the New York Department of Financial Services. In addition, privacy advocates and industry groups have proposed and may propose new and different self-regulatory standards that either legally or contractually apply to us. If we fail to follow these security standards even if no customer information is compromised, we may incur significant fines or experience a significant increase in costs.Internationally, virtually every jurisdiction in which we operate has established its own data security and privacy legal framework with which we or our customers must comply, including, but not limited to the EU. Complying with these 46Table of Contentsregulations may cause us to incur

substantial operational costs or require us to change our business practices. Despite our efforts, we may not be successful in our efforts to achieve compliance either due to internal or external factors such as resource allocation limitations or a lack of vendor cooperation. Non-compliance could result in proceedings against us by governmental entities, customers, data subjects or others. We may also experience difficulty retaining or obtaining new European or multi-national customers due to the legal requirements, compliance cost, potential risk exposure, and uncertainty for these entities, and we may experience significantly increased liability with respect to these customers pursuant to the terms set forth in our engagements with them.Domestic laws in this area are also complex and developing rapidly. Many state legislatures have adopted or are currently considering legislation that regulates how businesses operate online, including measures relating to privacy, data security, and data breaches. Laws in all 50 states require businesses to provide notice to customers whose personally identifiable information has been disclosed as a result of a data breach. The laws are not consistent, and compliance in the event of a widespread data breach is costly. States are also frequently amending existing laws, requiring attention to frequently changing regulatory requirements. For example, the CCPA, among other things, requires new disclosures to California consumers and affords such consumers new abilities to access and delete their personal information, opt-out of certain sales of personal information and receive detailed information about how their personal information is used. The CCPA provides for fines of up to $7,500 per violation, as well as a private right of action for data breaches that is expected to increase the frequency of data breach litigation. While the CCPA has already been amended multiple times, it is unclear how this legislation will be further modified or how it will be interpreted. The effects of this legislation potentially are far-reaching, however, and may require us to modify our data processing practices and policies and incur substantial compliance-related costs and expenses. Additionally, the CPRA, which became effective in most material respects on January 1, 2023, modifies the CCPA significantly, including by expanding consumersâ€™ rights with respect to certain sensitive personal information and creating a new state agency to oversee implementation and enforcement efforts, which may result in further uncertainty and require us to incur additional costs and expenses in an effort to comply. The CCPA, CPRA and other changes in laws or regulations relating to privacy, data protection and information security, particularly any new or modified laws or regulations that require enhanced protection of certain types of data or new obligations with regard to data retention, transfer or disclosure, could greatly increase the cost of providing our offerings, require significant changes to our operations or even prevent us from providing certain offerings in jurisdictions in which we currently operate and in which we may operate in the future.Further, as we continue to expand our platform offerings and user base, we may become subject to additional privacy-related laws and regulations. For example, the collection and storage of healthcare data by health insurance carriers subject them to compliance requirements under HIPAA. HIPAA and its implementing regulations contain substantial restrictions and requirements regarding the use, collection, security, storage, and disclosure of individualsâ€™ protected health information. In 2009, HIPAA was amended by the HITECH Act to impose certain of HIPAAâ€™s privacy and security requirements directly upon business associates of covered entities. Health insurance carriers are covered entities under HIPAA. In the event we are deemed to be a business associate of such carriers, we may be bound by compliance obligations under HIPAA, including security breach notification obligations, and subject to increased liability as a possible liable party. In such instance, if we knowingly breach the HITECH Actâ€™s requirements, we could be exposed to criminal liability. A breach of our safeguards and processes could expose us to civil penalties up to $1.5 million for identical incidences and the possibility of civil litigation.Additionally, we have incurred, and may continue to incur, significant expenses in an effort to comply with privacy, data protection and information security standards and protocols imposed by law, regulation, industry standards or contractual obligations. Despite our efforts to comply with applicable laws, regulations and other obligations relating to privacy, data protection, and information security, it is possible that our practices, offerings or platform could be inconsistent with, or fail or be alleged to fail to meet all requirements of, such laws, regulations or obligations. Our failure, or the failure by our third-party providers or partners, to comply with applicable laws or regulations or any other obligations relating to privacy, data protection or information security, or any compromise of security that results in unauthorized access to, or use or release of personally identifiable information or other data, or the perception that any of the foregoing types of failure or compromise has occurred, could damage our reputation, discourage new and existing partners from using our platform, delay planned uses, and disclosures of data or result in fines or proceedings by governmental agencies and private claims and litigation, any of which could materially and adversely affect our business, financial condition, operating results, cash flows, and prospects. Even if not subject to legal challenge, the perception of privacy concerns, whether or not valid, may harm our reputation and brand and materially and adversely affect our business, financial condition, operating results, cash flows, and prospects.Our and our partnersâ€™ communications with potential and existing consumers are subject to laws regulating telephone and email marketing practices.We and our partners make telephone calls and send emails and text messages to potential and existing consumers, which are subject to various state and federal laws regulating telemarketing communications (including SMS or text messaging), including the TCPA and TSR. In connection with the FTC Matter, the staff of the FTC has alleged that we have violated the TSR.47Table of ContentsThe TCPA prohibits companies from making telemarketing calls using an automated telephone dialing system (ATDS) or artificial or prerecorded voice technology (collectively, â€œrobocallsâ€), or to numbers listed in the Federal Do-Not-Call Registry, and imposes other obligations and limitations on making phone calls and sending text messages to consumers, in either case without the prior consent of the consumer. The TSR prohibits robocalls unless the caller has obtained prior express written consent directly from the consumer following clear and conspicuous disclosure. The CAN-SPAM Act regulates commercial email messages and specifies penalties for the transmission of commercial email messages that do not comply with certain requirements, such as providing an opt-out mechanism for stopping future emails from senders. Failure of our partners to comply with these and similar laws, rules and regulations may subject us to claims by regulatory authorities and/or private plaintiffs. However, because our Supply Partners may acquire Consumer Referrals from third-party suppliers, and our Demand Partners may resell Consumer Referrals to third-party advertisers, with whom we do not have direct contractual relationships, we may not be able to monitor their compliance activity effectively. Our failure to comply with obligations and restrictions related to telephone, text message, and email marketing, or similar failures by our Supply Partners or Demand Partners (or third parties with whom they work), could subject us and them to lawsuits, fines, statutory damages, consent decrees, injunctions, adverse publicity, and other losses that could harm, directly or indirectly, our business, financial condition, operating results, cash flows, and prospects.The laws and regulations governing the use of emails and telephone calls for marketing purposes continue to evolve, and changes in technology, the industry, regulatory priorities or consumer preferences may lead to the adoption of additional laws or regulations or changes in the manner in which existing laws and regulations are interpreted or enforced, which could have a material adverse effect on our business. For example, in 2023 the FTC started taking a new position (in public statements and enforcement actions) that consent to receive robocalls under the TSR must be received directly from the consumer, rather than through a third party such as a lead generator, and it appears that the staff of the FTC continues to assert this position in relation to the FTC Matter. In addition, in December 2023, the FCC adopted new rules which, among other things, amend the consent requirements of the TCPA to require that prior express written consent to receive robocalls made for telemarketing purposes may only be given to one caller at a time, and that such robocalls be â€œlogically and topically associatedâ€ with the interaction that prompted the consent. The new rules will be effective starting January 27, 2025, and will further restrict our and our partnersâ€™ ability to contact potential and existing consumers by phone and text, as well as subject us and our partners to increased costs, technological compliance challenges and additional legal risks, including potential liabilities or claims relating to compliance. This may have an adverse impact on the demand for leads and calls by Demand Partners and the ability of Supply Partners to generate such leads on a cost-effective basis. A reduction in the volume of leads and calls supplied to our marketplaces, or a reduction in the ability of our owned and operated lead generation websites to generate such leads and calls profitably, could harm our business, financial condition, operating results, cash flows, and prospects. In addition, the new rules could increase the risk of claims made against us or our partners by private plaintiffs alleging violations of the TCPA, which could have a material and adverse effect on our business, financial condition, operating results, cash flows, and prospects.Item 2. Unregistered Sales of Equity Securities and Use of ProceedsRecent Sales of Unregistered SecuritiesNone.Issuer Purchases of Equity SecuritiesThe following table provides information about the Company's share repurchase activity for the three months ended September 30, 2024:2024Total Numberof Shares(or Units)Purchased (1)AveragePrice Paidper Share(or Unit)Total Numberof Shares (orUnits) Purchasedas Part ofPubliclyAnnouncedPlansor ProgramsMaximumNumber (orApproximateDollar Value)of Shares (orUnits) that MayYet Be PurchasedUnder the Plansor ProgramsJuly 1 through July 31â€”Â $â€”Â N/AN/AAugust 1 through August 3188,376Â $16.97Â N/AN/ASeptember 1 through September 30707Â $17.52Â N/AN/ATotal89,083Â $16.97Â N/AN/A(1)These shares of Class A Common Stock were withheld to satisfy tax withholding obligations in connection with the vesting of restricted stock units issued to employees of the Company. The Company withheld these shares at their fair market values based upon the prices of our Class A Common Shares on NYSE on the purchase dates.48Table of ContentsItem 3. Defaults Upon Senior SecuritiesNone.Item 4. Mine Safety DisclosuresNot applicable.ItemÂ 5. Other InformationDuring the three months ended September 30, 2024, no director or officer of the Company adopted/modified and/or terminated a â€œRule 10b5-1 trading arrangementâ€ or â€œnon-Rule 10b5-1 trading arrangement,â€ as each term is defined in Item 408(a) of Regulation S-K of the Exchange Act.Item 6.Â ExhibitsIncorporated by ReferenceExhibitNumberExhibit DescriptionFormFile No.ExhibitFiling Date3.1Certificate of Amendment to Amended and Restated Certificate of Incorporation, as filed with the Delaware Secretary of State on May 17, 2024.8-K001-396713.1May 20, 20243.2Amended and Restated Certificate of Incorporation of MediaAlpha, Inc.8-K001-396713.1November 2, 20203.3Amended and Restated By-Laws of MediaAlpha, Inc.8-K001-396713.1December 2, 202231.1*Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 200231.2*Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 200232.1**Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 USC. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002101.INSInline XBRL Instance Document101.SCHInline XBRL Taxonomy Extension Schema Document101.CALInline XBRL Taxonomy Extension Calculation Linkbase Document101.DEFInline XBRL Taxonomy Extension Definition Linkbase Document101.LABInline XBRL Taxonomy Extension Label Linkbase Document101.PREInline XBRL Taxonomy Extension Presentation Linkbase Document104Cover Page Interactive Data File (Embedded with the Inline XBRL document)+ Â Â Â Â Management contract or compensatory plan or arrangement.*Â Â Â Â Filed herewith.**Â Â Â Â Furnished herewith. This exhibit should not be deemed to be "filed" for purposes of SectionÂ 18 of the Exchange Act.49Table of ContentsSIGNATURESPursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.MEDIAALPHA, INC.Date:November 4, 2024/s/ Patrick R. ThompsonPatrick R. ThompsonChief Financial Officer & Treasurer50 EX-31.1 2 max-20240930x10qexx311.htm EX-31.1 DocumentExhibit 31.1CERTIFICATION PURSUANT TORULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002I, Steve Yi, certify that:1.I have reviewed this Quarterly Report on Form 10-Q of MediaAlpha, Inc.;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 registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:(a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;(b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;(c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):(a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and(b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date: November 4, 2024/s/Â Steve YiSteve YiChief Executive Officer, President and Co-Founder EX-31.2 3 max-20240930x10qexx312.htm EX-31.2 DocumentExhibit 31.2CERTIFICATION PURSUANT TORULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002I, Patrick R. Thompson, certify that:1.I have reviewed this Quarterly Report on Form 10-Q of MediaAlpha, Inc.;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 registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:(a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;(b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;(c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):(a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and(b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date: November 4, 2024/s/ Patrick R. ThompsonPatrick R. ThompsonChief Financial Officer & Treasurer EX-32.1 4 max-20240930x10qexx321.htm EX-32.1 DocumentExhibit 32.1CERTIFICATION PURSUANT TO18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002In connection with the Quarterly Report on Form 10-Q of MediaAlpha, Inc. (the â€œCompanyâ€) for the quarterly period ended SeptemberÂ 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I certify, pursuant to 18 U.S.C. Â§ 1350, as adopted pursuant to Â§ 906 of the Sarbanes-Oxley Act of 2002, that:(1)The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and(2)The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.Date: November 4, 2024/s/ Steve YiSteve YiChief Executive Officer, President, and Co-FounderExhibit 32.1CERTIFICATION PURSUANT TO18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002In connection with the Quarterly Report on Form 10-Q of MediaAlpha, Inc. (the â€œCompanyâ€) for the quarterly period ended SeptemberÂ 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I certify, pursuant to 18 U.S.C. Â§ 1350, as adopted pursuant to Â§ 906 of the Sarbanes-Oxley Act of 2002, that:(1)The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and(2)The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.Date: November 4, 2024/s/ Patrick R. ThompsonPatrick R. ThompsonChief Financial Officer & Treasurer EX-101.SCH 5 max-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - Consolidated Statements of Operations link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - Consolidated Statements of Stockholders' Equity (Deficit) link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 9952156 - Disclosure - Summary of significant accounting policies link:presentationLink link:calculationLink link:definitionLink 9952157 - Disclosure - Disaggregation of revenue link:presentationLink link:calculationLink link:definitionLink 9952158 - Disclosure - Goodwill and intangible assets link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - Long-term debt link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - Commitments and contingencies link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - Equity-based compensation link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - Fair Value Measurements link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - Income taxes link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - Earnings (Loss) Per Share link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - Non-Controlling Interest link:presentationLink link:calculationLink link:definitionLink 9954471 - Disclosure - Summary of significant accounting policies (Policies) link:presentationLink link:calculationLink link:definitionLink 9954472 - 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Equity, Attributable to Parent Related Party Related Party [Member] Litigation Case [Axis] Litigation Case [Axis] Interest expense Interest Expense, Nonoperating Concentration Risk Type Concentration Risk Type [Domain] Health insurance Health Insurance [Member] Health insurance. Accounts receivable, net of allowance for credit losses of $1,027 and $537, respectively Accounts receivable Accounts Receivable, after Allowance for Credit Loss, Current Non-controlling interests owned Subsidiary, Ownership Percentage, Parent Cost of revenue Cost of Sales [Member] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Total debt Total debt Long-Term Debt Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Document Fiscal Period Focus Document Fiscal Period Focus All Executive Categories All Executive Categories [Member] 2026 Finite-Lived Intangible Asset, Expected Amortization, Year Two Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Assets Assets [Abstract] Document Type Document Type Commitment fee percentage Line of Credit Facility, Commitment Fee Percentage Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Summary of Future Amortization Expense on Identifiable Intangible Assets Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] Maximum Maximum [Member] Amortization of intangible assets Amortization Amortization of Intangible Assets Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Accumulated impairment of goodwill Goodwill, Impaired, Accumulated Impairment Loss Net carrying amount Beginning balance at January 1, Ending balance Finite-Lived Intangible Assets, Net Antidilutive Securities [Axis] Antidilutive Securities [Axis] Accounts payable Accounts Payable, Current Accounting Policies [Abstract] Accounting Policies [Abstract] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table] Liability on tax receivable agreement Liability On Tax Receivable Agreement Liability On Tax Receivable Agreement Contributions from QLHâ€™s members Proceeds From Member Contributions Proceeds From Member Contributions Current Fiscal Year End Date Current Fiscal Year End Date Statistical Measurement Statistical Measurement [Axis] PEO Name PEO Name Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Income (loss) before income taxes Income (loss) before income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Litigation And Other Matters [Table] Litigation And Other Matters [Table] Litigation And Other Matters Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Award Type Award Type [Domain] Name Outstanding Recovery, Individual Name Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Supplier Concentration Risk Supplier Concentration Risk [Member] Summary of Goodwill and Intangible Assets Schedule of Intangible Assets and Goodwill [Table Text Block] Non-PEO NEO Non-PEO NEO [Member] Useful life (months) Finite-Lived Intangible Asset, Useful Life QLH Class B-1 Units QLH Class B / B-1 Units [Member] QLH Class B / B-1 Units Accounts Payable Benchmark Accounts Payable Benchmark [Member] Accounts payable benchmark. 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Unrecognized liability on tax receivable agreement Liability On Tax Receivable Agreement If Determined Probable, Unrecorded Tax Liability Liability On Tax Receivable Agreement If Determined Probable, Unrecorded Tax Liability Earning (Loss) Per Share Earnings Per Share [Text Block] Arrangement Duration Trading Arrangement Duration Costs and operating expenses Costs and Expenses [Abstract] Goodwill and intangible assets Goodwill and Intangible Assets Disclosure [Text Block] Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] 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] Trademarks, trade names, and domain names Trademarks and Trade Names [Member] PEO PEO [Member] Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Name Trading Arrangement, Individual Name Other (income) expense, net Other Nonoperating Income (Expense) Life insurance Life Insurance [Member] Life insurance. Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Intangible assets, net Intangible Assets, Net (Excluding Goodwill) Accrued interest Interest Payable 2024â€“Remaining Period Long-Term Debt, Maturity, Remainder of Fiscal Year Summary of Customer and Supplier Concentration Risk Schedules of Concentration of Risk, by Risk Factor [Table Text Block] Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Related Party [Domain] Related and Nonrelated Parties [Domain] Beginning balance (in shares) Ending balance (in shares) Shares, Outstanding Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Local Phone Number Local Phone Number Disaggregation of Revenue [Abstract] Disaggregation of Revenue [Abstract] Supplier [Axis] Supplier [Axis] Deferred tax assets, valuation allowance Deferred Tax Assets, Valuation Allowance Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Litigation And Other Matters [Line Items] Litigation And Other Matters [Line Items] Litigation And Other Matters [Line Items] QLH Q L H [Member] QLH. 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Legal fees incurred Legal Fees Amendment Flag Amendment Flag Entity Registrant Name Entity Registrant Name Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Fair Value as of Grant Date Award Grant Date Fair Value Customer Concentration Risk Customer Concentration Risk [Member] Debt issuance costs Unamortized debt issuance costs Debt Issuance Costs, Net Long-term debt Debt Disclosure [Text Block] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Stockholders' (deficit) Equity, Including Portion Attributable to Noncontrolling Interest [Abstract] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Summary of Disaggregation of Revenue Disaggregation of Revenue [Table Text Block] Entity Address, Postal Zip Code Entity Address, Postal Zip Code Collaborative Arrangement and Arrangement Other than Collaborative Collaborative Arrangement and Arrangement Other than Collaborative [Axis] Schedule of Equity-based Compensation Expense Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Restatement Determination Date: Restatement Determination Date [Axis] Collaborative Arrangement and Arrangement Other than Collaborative Collaborative Arrangement and Arrangement Other than Collaborative [Domain] Title of 12(b) Security Title of 12(b) Security Concentration Risk Type Concentration Risk Type [Axis] Common stock Common Stock, Value, Issued Share-based Payment Arrangement [Abstract] Share-Based Payment Arrangement [Abstract] Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Product development Product Development [Member] Product development. 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] Significant Accounting Policies [Line Items] Significant Accounting Policies [Line Items] Significant Accounting Policies [Line Items] 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] Preferred stock, $0.01 par value - 50 million shares authorized; 0 shares issued and outstanding as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023 Preferred Stock, Value, Issued Long-term Debt, Fiscal Year Maturity [Abstract] Long-Term Debt, Fiscal Year Maturity [Abstract] Non-Controlling Interest Noncontrolling Interest Disclosure [Text Block] Valuation Approach and Technique [Domain] Valuation Approach and Technique [Domain] Basic (in dollars per share) Income (loss) per share of Class A common stock - basic (in dollars per share) Earnings Per Share, Basic Accounts payable Increase (Decrease) in Accounts Payable Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Ownership Ownership [Domain] Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Net income (loss) attributable to MediaAlpha, Inc. Net Income (Loss) Available to Common Stockholders, Basic Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Total current liabilities Liabilities, Current Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Weighted average shares of Class A common stock outstanding Weighted Average Number of Shares Outstanding, Diluted [Abstract] Total assets Assets Concentrations of credit risk and of significant customers and suppliers Concentration Risk, Credit Risk, Policy [Policy Text Block] FTC Act, Telemarketing Sales Rule FTC Act, Telemarketing Sales Rule [Member] FTC Act, Telemarketing Sales Rule 2025 Finite-Lived Intangible Asset, Expected Amortization, Year One Outstanding amount drawn under revolving credit facility Long-Term Line of Credit Purchases of property and equipment Payments to Acquire Property, Plant, and Equipment Other long-term liabilities Other Liabilities, Noncurrent Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Commitments and contingencies (Note 5) Commitments and Contingencies Termination Date Trading Arrangement Termination Date Goodwill And Intangible Assets [Line Items] Goodwill And Intangible Assets [Line Items] Goodwill and intangible assets. 2025 Long-Term Debt, Maturity, Year One Equity-based compensation Share-Based Payment Arrangement [Text Block] Vesting of restricted stock units (in shares) Vesting Of Restricted Stock Units Shares Vesting of restricted stock units, shares. Entity Address, City or Town Entity Address, City or Town Tax Receivables Agreement Tax Receivables Agreement [Member] Tax Receivables Agreement. Debt Instrument Debt Instrument [Axis] Noncontrolling Interest [Abstract] Noncontrolling Interest [Abstract] Total equity-based compensation Share-Based Payment Arrangement, Expense Net income (loss) attributable to MediaAlpha, Inc. Net Income (Loss) Attributable to Parent Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Exchange of non-controlling interest for Class A common stock Stock Issued During Period, Value, Conversion of Convertible Securities Pay vs Performance Disclosure, Table Pay vs Performance [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 Disaggregation of revenue Revenue from Contract with Customer [Text Block] Document Fiscal Year Focus Document Fiscal Year Focus Non- Controlling Interest Noncontrolling Interest [Member] Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Entity Address, Address Line Two Entity Address, Address Line Two Debt Instrument, Name Debt Instrument, Name [Domain] Name Forgone Recovery, Individual Name Document Period End Date Document Period End Date Debt and issuance costs Long Term Debt Including Debt And Issuance Costs Long term debt including debt and issuance costs. Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Impairment of cost method investment Equity Securities without Readily Determinable Fair Value, Impairment Loss, Annual Amount Restricted Class A shares Restricted Class A Shares [Member] Restricted Class A shares. Insider Trading Arrangements [Line Items] Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount Contract with Customer, Sales Channel Contract with Customer, Sales Channel [Domain] PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Cost of revenue Purchases Cost of Revenue Summary of Change in Goodwill and Intangible Assets Schedule Of Change In Goodwill And Intangible Assets Table [Table Text Block] Schedule of change in goodwill and intangible assets. Adjustment to Compensation: Adjustment to Compensation [Axis] Prepaid expenses and other current assets Prepaid Expense and Other Assets, Current Accounts Receivable Accounts Receivable [Member] Net income (loss) attributable to non-controlling interest Less: net income (loss) attributable to non-controlling interest Net Income (Loss) Attributable to Noncontrolling Interest Document Transition Report Document Transition Report Document Quarterly Report Document Quarterly Report Non-cash lease expense Operating Lease, Noncash Expense Operating Lease, Noncash Expense Litigation Case [Domain] Litigation Case [Domain] Customer [Domain] Customer [Domain] Entity Current Reporting Status Entity Current Reporting Status Accumulated deficit Retained Earnings [Member] Ownership interest owned Subsidiary, Ownership Percentage, Noncontrolling Owner Amortization of deferred debt issuance costs Amortization of Debt Issuance Costs Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Asset Acquisition [Domain] Asset Acquisition [Domain] QLH restricted Class B-1 units Q L H Restricted Class B1 Units [Member] QLH restricted Class B-1 units. 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] Document Information [Table] Document Information [Table] Total stockholders' (deficit) Beginning balance Ending balance Equity, Including Portion Attributable to Noncontrolling Interest Restricted stock units Restricted Stock Units (RSUs) [Member] 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 Summary of Our Income Tax Expense (Benefit) Schedule of Components of Income Tax Expense (Benefit) [Table Text Block] Entity Filer Category Entity Filer Category Income Statement Location Statement of Income Location, Balance [Domain] Percentage of cash savings required to pay Percentage Of Cash Savings Required To Pay Up On Agreement Percentage of cash savings required to pay up on agreement. Company Selected Measure Name Company Selected Measure Name EX-101.PRE 9 max-20240930_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT XML 11 R1.htm IDEA: XBRL DOCUMENT v3.24.3 Cover - shares 9 Months Ended Sep. 30, 2024 Oct. 31, 2024 Document Information [Line Items] Â Â Document Type 10-Q Â Document Quarterly Report true Â Document Period End Date Sep. 30, 2024 Â Document Transition Report false Â Entity File Number 001-39671 Â Entity Registrant Name MediaAlpha, Inc. Â Entity Incorporation, State or Country Code DE Â Entity Tax Identification Number 85-1854133 Â Entity Address, Address Line One 700 South Flower Street Â Entity Address, Address Line Two Suite 640 Â Entity Address, City or Town Los Angeles Â Entity Address, State or Province CA Â Entity Address, Postal Zip Code 90017 Â City Area Code 213 Â Local Phone Number 316-6256 Â Title of 12(b) Security Class A Common Stock, $0.01 par value per share Â Trading Symbol MAX Â Security Exchange Name NYSE Â Entity Current Reporting Status Yes Â Entity Interactive Data Current Yes Â Entity Filer Category Accelerated Filer Â Entity Small Business false Â Entity Emerging Growth Company false Â Entity Shell Company false Â Amendment Flag false Â Document Fiscal Year Focus 2024 Â Document Fiscal Period Focus Q3 Â Entity Central Index Key 0001818383 Â Current Fiscal Year End Date --12-31 Â Class A Common Â Â Document Information [Line Items] Â Â Entity Common Stock, Shares Outstanding Â 55,090,208 Class B Common Â Â Document Information [Line Items] Â Â Entity Common Stock, Shares Outstanding Â 11,574,029 X - DefinitionBoolean flag that is true when the XBRL content amends previously-filed or accepted submission. + ReferencesNo definition available. + Details Name: dei_AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionArea code of city + ReferencesNo definition available. + Details Name: dei_CityAreaCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionEnd date of current fiscal year in the format --MM-DD. + ReferencesNo definition available. + Details Name: dei_CurrentFiscalYearEndDate Namespace Prefix: dei_ Data Type: xbrli:gMonthDayItemType Balance Type: na Period Type: duration X - DefinitionFiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalPeriodFocus Namespace Prefix: dei_ Data Type: dei:fiscalPeriodItemType Balance Type: na Period Type: duration X - DefinitionThis is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalYearFocus Namespace Prefix: dei_ Data Type: xbrli:gYearItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: dei_DocumentInformationLineItems Namespace Prefix: dei_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFor the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD. + ReferencesNo definition available. + Details Name: dei_DocumentPeriodEndDate Namespace Prefix: dei_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as an quarterly report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-Q -Number 240 -Section 308 -Subsection a + Details Name: dei_DocumentQuarterlyReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as a transition report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Forms 10-K, 10-Q, 20-F -Number 240 -Section 13 -Subsection a-1 + Details Name: dei_DocumentTransitionReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'. + ReferencesNo definition available. + Details Name: dei_DocumentType Namespace Prefix: dei_ Data Type: dei:submissionTypeItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 1 such as Attn, Building Name, Street Name + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine1 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 2 such as Street or Suite number + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine2 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the City or Town + ReferencesNo definition available. + Details Name: dei_EntityAddressCityOrTown Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCode for the postal or zip code + ReferencesNo definition available. + Details Name: dei_EntityAddressPostalZipCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the state or province. + ReferencesNo definition available. + Details Name: dei_EntityAddressStateOrProvince Namespace Prefix: dei_ Data Type: dei:stateOrProvinceItemType Balance Type: na Period

Type: duration X - DefinitionA unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityCentralIndexKey Namespace Prefix: dei_ Data Type: dei:centralIndexKeyItemType Balance Type: na Period Type: duration X - DefinitionIndicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument. + ReferencesNo definition available. + Details Name: dei_EntityCommonStockSharesOutstanding Namespace Prefix: dei_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionIndicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesNo definition available. + Details Name: dei_EntityCurrentReportingStatus Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionIndicate if registrant meets the emerging growth company criteria. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityEmergingGrowthCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionCommission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen. + ReferencesNo definition available. + Details Name: dei_EntityFileNumber Namespace Prefix: dei_ Data Type: dei:fileNumberItemType Balance Type: na Period Type: duration X - DefinitionIndicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityFilerCategory Namespace Prefix: dei_ Data Type: dei:filerCategoryItemType Balance Type: na Period Type: duration X - DefinitionTwo-character EDGAR code representing the state or country of incorporation. + ReferencesNo definition available. + Details Name: dei_EntityIncorporationStateCountryCode Namespace Prefix: dei_ Data Type: dei:edgarStateCountryItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-T -Number 232 -Section 405 + Details Name: dei_EntityInteractiveDataCurrent Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionThe exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityRegistrantName Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityShellCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionIndicates that the company is a Smaller Reporting Company (SRC). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntitySmallBusiness Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityTaxIdentificationNumber Namespace Prefix: dei_ Data Type: dei:employerIdItemType Balance Type: na Period Type: duration X - DefinitionLocal phone number for entity. + ReferencesNo definition available. + Details Name: dei_LocalPhoneNumber Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionTitle of a 12(b) registered security. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b + Details Name: dei_Security12bTitle Namespace Prefix: dei_ Data Type: dei:securityTitleItemType Balance Type: na Period Type: duration X - DefinitionName of the Exchange on which a security is registered. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection d1-1 + Details Name: dei_SecurityExchangeName Namespace Prefix: dei_ Data Type: dei:edgarExchangeCodeItemType Balance Type: na Period Type: duration X - DefinitionTrading symbol of an instrument as listed on an exchange. + ReferencesNo definition available. + Details Name: dei_TradingSymbol Namespace Prefix: dei_ Data Type: dei:tradingSymbolItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 12 R2.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Balance Sheets - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Current assets Â Â Cash and cash equivalents $ 32,304 $ 17,271 Accounts receivable, net of allowance for credit losses of $1,027 and $537, respectively 126,814 53,773 Prepaid expenses and other current assets 2,936 3,529 Total current assets 162,054 74,573 Intangible assets, net 21,588 26,015 Goodwill 47,739 47,739 Other assets 4,729 5,598 Total assets 236,110 153,925 Current liabilities Â Â Accounts payable 109,577 56,279 Accrued expenses 14,202 11,588 Current portion of long-term debt 8,839 11,854 Total current liabilities 132,618 79,721 Long-term debt, net of current portion 155,811 162,445 Other long-term liabilities 7,302 6,184 Total liabilities 295,731 248,350 Commitments and contingencies (Note 5) Stockholders' (deficit) Â Â Preferred stock, $0.01 par value - 50 million shares authorized; 0 shares issued and outstanding as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023 0 0 Additional paid-in capital 501,543 511,613 Accumulated deficit (510,573) (522,562) Total stockholders' (deficit) attributable to MediaAlpha, Inc. (8,363) (10,294) Non-controlling interest (51,258) (84,131) Total stockholders' (deficit) (59,621) (94,425) Total liabilities and stockholders' deficit 236,110 153,925 Class A Common Â Â Stockholders' (deficit) Â Â Common stock 551 474 Class B Common Â Â Stockholders' (deficit) Â Â Common stock $ 116 $ 181 X - DefinitionCarrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_AccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2 + Details Name: us-gaap_AccountsReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations 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). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionValue received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AdditionalPaidInCapitalCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -

Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 12: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: 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us-gaap_Assets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI 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-Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_AssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AssetsCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRepresents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommitmentsAndContingencies Namespace Prefix: us-gaap_ Data Type:

xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_CommonStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionSum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-1 + Details Name: us-gaap_IntangibleAssetsNetExcludingGoodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI 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https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 15: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI 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-Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30 + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name 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-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name 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http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_LiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as current. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to noncontrolling interest. Excludes temporary equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 13: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_MinorityInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of noncurrent assets classified as other. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherAssetsNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liabilities classified as other, due after one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherLiabilitiesNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_PreferredStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be

realized or consumed within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PrepaidExpenseAndOtherAssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent and noncontrolling interest. Excludes temporary equity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 848 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (a)(3)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483550/848-10-65-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (c)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479832/842-10-65-8Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-24Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 23 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-23Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-5Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 5 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-5Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards 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-Paragraph 6 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 4 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-4Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-5Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name

Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1Reference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-17Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 34: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-3Reference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 38: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 39: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 40: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 41: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 42: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 43: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 44: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 45: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 46: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-15Reference 47: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-16Reference 48: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 55 -Paragraph 4I -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4IReference 49: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476166/350-60-65-1 + Details Name: us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterestAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 13 R3.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Balance Sheets (Parenthetical) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Accounts receivable, allowance for credit losses $ 1,027 $ 537 Preferred stock, par value (in dollars per share) $ 0.01 $ 0.01 Preferred stock, authorized (in shares) 50,000,000 50,000,000 Preferred stock, issued (in shares) 0 0 Preferred stock, outstanding (in shares) 0 0 Class A Common Â Â Common stock, par value (in dollars per share) $ 0.01 $ 0.01 Common stock, authorized (in shares) 1,000,000,000.0 1,000,000,000.0 Common stock, issued (in shares) 55,100,000 47,400,000 Common stock, outstanding (in shares) 55,100,000 47,400,000 Class B Common Â Â Common stock, par value (in dollars per share) $ 0.01 $ 0.01 Common stock, authorized (in shares) 100,000,000 100,000,000 Common stock, issued (in shares) 11,600,000 18,100,000 Common stock, outstanding (in shares) 11,600,000 18,100,000 X - DefinitionAmount of allowance for credit loss on accounts receivable. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-4Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13 + Details Name: us-gaap_AllowanceForDoubtfulAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of common shares permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommonStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionFace amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PreferredStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_PreferredStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares issued for nonredeemable preferred shares and preferred shares redeemable solely at option of issuer. Includes, but is not limited to, preferred shares issued, repurchased, and held as treasury shares. Excludes preferred shares classified as debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-

1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PreferredStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAggregate share number for all nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer) held by stockholders. Does not include preferred shares that have been repurchased. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_PreferredStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 14 R4.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Statements of Operations - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Income Statement [Abstract] Â Â Â Â Revenue $ 259,133 $ 74,573 $ 564,056 $ 270,975 Costs and operating expenses Â Â Â Â Cost of revenue 219,907 62,277 469,465 226,545 Sales and marketing 6,496 6,101 18,608 19,802 Product development 5,328 4,296 14,743 14,525 General and administrative 11,794 16,648 36,767 50,473 Total costs and operating expenses 243,525 89,322 539,583 311,345 Income (loss) from operations 15,608 (14,749) 24,473 (40,370) Other (income) expense, net (154) (100) (1,971) 1,165 Interest expense 3,562 3,947 11,158 11,397 Total other expense, net 3,408 3,847 9,187 12,562 Income (loss) before income taxes 12,200 (18,596) 15,286 (52,932) Income tax expense 312 102 469 330 Net income (loss) 11,888 (18,698) 14,817 (53,262) Net income (loss) attributable to non-controlling interest 2,406 (5,196) 2,828 (15,208) Net income (loss) attributable to MediaAlpha, Inc. $ 9,482 $ (13,502) $ 11,989 $ (38,054) Net income (loss) per share of Class A common stock Â Â Â Â Basic (in dollars per share) $ 0.17 $ (0.29) $ 0.23 $ (0.84) Diluted (in dollars per share) $ 0.17 $ (0.29) $ 0.22 $ (0.84) Weighted average shares of Class A common stock outstanding Â Â Â Â Basic (in shares) 54,909,772 46,229,672 52,293,622 45,095,417 Weighted-average shares of common stock outstanding - diluted (in shares) 54,909,772 46,229,672 66,087,041 45,095,417 X - DefinitionThe aggregate cost of goods produced and sold and services rendered during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B + Details Name: us-gaap_CostOfRevenue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionTotal costs of sales and operating expenses for the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_CostsAndExpenses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_CostsAndExpensesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-

gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1 + Details Name: us-gaap_GeneralAndAdministrativeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 9: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncomeStatementAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of interest expense classified as nonoperating. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_InterestExpenseNonoperating Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2:

http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI 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http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of Net Income (Loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 55 -Paragraph 4J -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4JReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B + Details Name: us-gaap_NetIncomeLossAttributableToNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate amount of income or expense from ancillary business-related activities (that is to say, excluding major activities considered part of the normal operations of the business). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_NonoperatingIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe net result for the period of deducting operating expenses from operating revenues. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_OperatingIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X -

DefinitionAmount of income (expense) related to nonoperating activities, classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_OtherNonoperatingIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 31: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4J -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4JReference 32: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4K -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4KReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-2Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_ProfitLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 730 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482916/730-10-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 912 -SubTopic 730 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479532/912-730-25-1 + Details Name: us-gaap_ResearchAndDevelopmentExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-

42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate total amount of expenses directly related to the marketing or selling of products or services. + ReferencesNo definition available. + Details Name: us-gaap_SellingAndMarketingExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 15 R5.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Statements of Stockholders' Equity (Deficit) - USD ($) $ in Thousands Total Common Stock Class A common stock Common Stock Class B common stock Additional Paid-In- Capital Accumulated deficit Non- Controlling Interest Beginning balance (in shares) at Dec. 31, 2022 Â 43,650,634 18,895,493 Â Â Â Beginning balance at Dec. 31, 2022 $ (86,084) $ 437 $ 189 $ 465,523 $ (482,142) $ (70,091) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Exchange of non-controlling interest for Class A common stock (in shares) Â 10,000 (10,000) Â Â Â Exchange of non-controlling interest for Class A common stock 0 Â Â (39) Â 39 Vesting of restricted stock units (in shares) Â 608,022 Â Â Â Â Vesting of restricted stock units 0 $ 6 Â (6) Â Â Equity-based compensation 14,304 Â Â 14,259 Â 45 Shares withheld on tax withholding on vesting of restricted stock units (1,238) Â Â (1,238) Â Â Distributions to non-controlling interests (1,104) Â Â Â Â Â (1,104) Net income (loss) (14,584) Â Â Â (10,266) (4,318) Ending balance (in shares) at Mar. 31, 2023 Â 44,268,656 18,885,493 Â Â Â Ending balance at Mar. 31, 2023 (88,706) $ 443 $ 189 478,499 (492,408) (75,429) Beginning balance (in shares) at Dec. 31, 2022 Â 43,650,634 18,895,493 Â Â Â Beginning balance at Dec. 31, 2022 (86,084) $ 437 $ 189 465,523 (482,142) (70,091) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Net income (loss) (53,262) Â Â Â Â Â Ending balance (in shares) at Sep. 30, 2023 Â 46,598,086 18,119,493 Â Â Â Ending balance at Sep. 30, 2023 (99,679) $ 466 $ 181 503,303 (520,196) (83,433) Beginning balance (in shares) at Mar. 31, 2023 Â 44,268,656 18,885,493 Â Â Â Beginning balance at Mar. 31, 2023 (88,706) $ 443 $ 189 478,499 (492,408) (75,429) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Exchange of non-controlling interest for Class A common stock (in shares) Â 766,000 (766,000) Â Â Â Exchange of non-controlling interest for Class A common stock 0 $ 8 $ (8) (3,130) Â 3,130 Vesting of restricted stock units (in shares) Â 822,147 Â Â Â Â Vesting of restricted stock units 0 $ 8 Â (8) Â Â Equity-based compensation 15,185 Â Â 15,171 Â 14 Shares withheld on tax withholding on vesting of restricted stock units (701) Â Â (701) Â Â Distributions to non-controlling interests (192) Â Â Â Â Â (192) Net income (loss) (19,980) Â Â Â (14,286) (5,694) Ending balance (in shares) at Jun. 30, 2023 Â 45,856,803 18,119,493 Â Â Â Ending balance at Jun. 30, 2023 (94,394) $ 459 $ 181 489,831 (506,694) (78,171) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Vesting of restricted stock units (in shares) Â 741,283 Â Â Â Â Vesting of restricted stock units 0 $ 7 Â (7) Â Â Equity-based compensation 14,454 Â Â 14,440 Â 14 Shares withheld on tax withholding on vesting of restricted stock units (961) Â Â (961) Â Â Contributions from QLHâ€™s members 196 Â Â Â Â 196 Distributions to non-controlling interests (276) Â Â Â Â (276) Net income (loss) (18,698) Â Â Â (13,502) (5,196) Ending balance (in shares) at Sep. 30, 2023 Â 46,598,086 18,119,493 Â Â Â Ending balance at Sep. 30, 2023 (99,679) $ 466 $ 181 503,303 (520,196) (83,433) Beginning balance (in shares) at Dec. 31, 2023 Â 47,360,454 18,070,829 Â Â Â Beginning balance at Dec. 31, 2023 (94,425) $ 474 $ 181 511,613 (522,562) (84,131) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Exchange of non-controlling interest for Class A common stock (in shares) Â 3,057,000 (3,057,000) Â Â Â Exchange of non-controlling interest for Class A common stock 0 $ 31 $ (31) (14,280) Â 14,280 Vesting of restricted stock units (in shares) Â 407,803 Â Â Â Â Vesting of restricted stock units 0 $ 3 Â (3) Â Â Equity-based compensation 8,582 Â Â 8,575 Â 7 Shares withheld on tax withholding on vesting of restricted stock units (1,956) Â Â (1,956) Â Â Distributions to non-controlling interests (113) Â Â Â Â Â (113) Net income (loss) (1,491) Â Â Â (1,113) (378) Ending balance (in shares) at Mar. 31, 2024 Â 50,825,257 15,013,829 Â Â Â Ending balance at Mar. 31, 2024 (89,403) $ 508 $ 150 503,949 (523,675) (70,335) Beginning balance (in shares) at Dec. 31, 2023 Â 47,360,454 18,070,829 Â Â Â Beginning balance at Dec. 31, 2023 (94,425) $ 474 $ 181 511,613 (522,562) (84,131) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Net income (loss) 14,817 Â Â Â Â Â Ending balance (in shares) at Sep. 30, 2024 Â 55,090,208 11,574,029 Â Â Â Ending balance at Sep. 30, 2024 (59,621) $ 551 $ 116 501,543 (510,573) (51,258) Beginning balance (in shares) at Mar. 31, 2024 Â 50,825,257 15,013,829 Â Â Â Beginning balance at Mar. 31, 2024 (89,403) $ 508 $ 150 503,949 (523,675) (70,335) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Exchange of non-controlling interest for Class A common stock (in shares) Â 3,439,800 (3,439,800) Â Â Â Exchange of non-controlling interest for Class A common stock 0 $ 34 $ (34) (16,104) Â 16,104 Vesting of restricted stock units (in shares) Â 464,296 Â Â Â Â Vesting of restricted stock units 0 $ 5 Â (5) Â Â Equity-based compensation 8,882 Â Â 8,876 Â 6 Shares withheld on tax withholding on vesting of restricted stock units (1,721) Â Â (1,721) Â Â Contributions from QLHâ€™s members 756 Â Â Â Â 756 Distributions to non-controlling interests (904) Â Â Â Â (904) Net income (loss) 4,420 Â Â Â 3,620 800 Ending balance (in shares) at Jun. 30, 2024 Â 54,729,353 11,574,029 Â Â Â Ending balance at Jun. 30, 2024 (77,970) $ 547 $ 116 494,995 (520,055) (53,573) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Vesting of restricted stock units (in shares) Â 360,855 Â Â Â Â Vesting of restricted stock units 0 $ 4 Â (4) Â Â Equity-based compensation 8,054 Â Â 8,051 Â 3 Shares withheld on tax withholding on vesting of restricted stock units (1,499) Â Â (1,499) Â Â Distributions to non-controlling interests (94) Â Â Â Â (94) Net income (loss) 11,888 Â Â Â 9,482 2,406 Ending balance (in shares) at Sep. 30, 2024 Â 55,090,208 11,574,029 Â Â Â Ending balance at Sep. 30, 2024 $ (59,621) $ 551 $ 116 $ 501,543 $ (510,573) $ (51,258) X - DefinitionVesting of restricted stock units. + ReferencesNo definition available. + Details Name: max_VestingOfRestrictedStockUnits Namespace Prefix: max_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionVesting of restricted stock units, shares. + ReferencesNo definition available. + Details Name: max_VestingOfRestrictedStockUnitsShares Namespace Prefix: max_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-13Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-12 + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInStockholdersEquityRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDecrease in noncontrolling interest balance from payment of dividends or other distributions by the non-wholly owned subsidiary or partially owned entity, included in the consolidation of the parent entity, to the noncontrolling interest holders. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_MinorityInterestDecreaseFromDistributionsToNoncontrollingInterestHolders Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionTotal contributions made by each class of partners (i.e., general, limited and preferred partners). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 4.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_PartnersCapitalAccountContributions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-

10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 31: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4J -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4JReference 32: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4K -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4KReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-2Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a) (1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_ProfitLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue, after value of shares used to satisfy grantee's tax withholding obligation for award under share-based payment arrangement, of restricted shares issued. Excludes cash used to satisfy grantee's tax withholding obligation. + ReferencesNo definition available. + Details Name: us-gaap_RestrictedStockValueSharesIssuedNetOfTaxWithholdings Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares issued which are neither cancelled nor held in the treasury. + ReferencesNo definition available. + Details Name: us-gaap_SharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares issued during the period as a result of the conversion of convertible securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe gross value of stock issued during the period upon the conversion of convertible securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueConversionOfConvertibleSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of equity (deficit) attributable to parent and noncontrolling interest. Excludes temporary equity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 848 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -

Subparagraph (a)(3)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483550/848-10-65-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (c)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479832/842-10-65-8Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-24Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 23 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-23Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-5Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 5 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-5Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (i)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 4 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-4Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-5Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1Reference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-17Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 34: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-3Reference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 38: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 39: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 40: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 41: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 42: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 43: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 44: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 45: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 46: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-15Reference 47: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-16Reference 48: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 55 -Paragraph 4I -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4IReference 49: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476166/350-60-65-1 + Details Name: us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 16 R6.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Statements of Cash Flows - USD ($) $ in Thousands 3 Months Ended 9 Months Ended 12 Months Ended Sep. 30, 2024 Mar. 31, 2024 Sep. 30, 2023 Mar. 31, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Cash flows from operating activities Â Â Â Â Â Â Â Net income (loss) $ 11,888 $ (1,491) $ (18,698) $ (14,584) $ 14,817 $ (53,262) Â Adjustments to reconcile net income (loss) to net cash provided by operating activities: Â Â Â Â Â Â Â Equity-based compensation expense Â Â Â Â 26,452 43,943 Â Non-cash lease expense Â Â Â Â 596 508 Â Depreciation expense on property and equipment Â Â Â Â 191 275 Â Amortization of intangible assets 1,600 Â 1,700 Â 4,827 5,188 $ 6,917 Amortization of deferred debt issuance costs 200 Â 200 Â 569 597 Â Impairment of cost method investment Â Â Â Â 0 1,406 Â Credit losses Â Â Â Â 519 (220) Â Tax receivable agreement liability adjustments Â Â Â Â 0 6 Â Changes in operating assets and liabilities: Â Â Â Â Â Â Â Accounts receivable Â Â Â Â (73,560) 27,167 Â Prepaid expenses and other current assets Â Â Â Â 547 3,059 Â Other assets Â Â Â Â 375 375 Â Accounts payable Â Â Â Â 53,298 (15,243) Â Accrued expenses Â Â Â Â 2,712 1,138 Â Net cash provided by operating activities Â Â Â Â 31,343 14,937 Â Cash flows from investing activities Â Â Â Â Â Â Â Purchases of property and equipment Â Â Â Â (207) (60) Â Acquisition of intangible assets Â Â Â Â (400) 0 Â Net cash (used in) investing activities Â Â Â Â (607) (60) Â Cash flows from financing activities Â Â Â Â Â Â Â Repayments on long-term debt Â Â Â Â (10,172) (7,125) Â Contributions from QLHâ€™s members Â Â Â Â 756 196 Â Distributions Â Â Â Â (1,111) (1,572) Â Payments pursuant to tax receivable agreement Â Â Â Â 0 (2,822) Â Shares withheld for taxes on vesting of restricted stock units Â Â Â Â (5,176) (2,900) Â Net cash (used in) financing activities Â Â Â Â (15,703) (14,223) Â Net increase in cash and cash equivalents Â Â Â Â 15,033 654 Â Cash and cash equivalents, beginning of period Â $ 17,271 Â $ 14,542 17,271 14,542 14,542 Cash and cash equivalents, end of period $ 32,304 Â $ 15,196 Â 32,304 15,196 $ 17,271 Supplemental disclosures of cash flow information Â Â Â Â Â Â Â Interest Â Â Â Â 10,670 10,081 Â Income taxes paid, net of refunds Â Â Â Â $ 104 $ (233) Â X - DefinitionOperating Lease, Noncash Expense + ReferencesNo definition available. + Details Name: max_OperatingLeaseNoncashExpense Namespace Prefix: max_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPayments For Tax Receivable Agreement + ReferencesNo definition available. + Details Name: max_PaymentsForTaxReceivableAgreement Namespace Prefix: max_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionProceeds From Member Contributions + ReferencesNo definition available. + Details Name: max_ProceedsFromMemberContributions Namespace Prefix: max_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of amortization expense attributable to debt issuance costs. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)

(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-3 + Details Name: us-gaap_AmortizationOfFinancingCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) (2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-2 + Details Name: us-gaap_AmortizationOfIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of expense recognized in the current period that reflects the allocation of the cost of tangible assets over the assets' useful lives. Includes production and non-production related depreciation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_Depreciation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of impairment loss on investment in equity security without readily determinable fair value. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 321 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479536/321-10-50-3 + Details Name: us-gaap_EquitySecuritiesWithoutReadilyDeterminableFairValueImpairmentLossAnnualAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionA credit or adjustment for government or taxing authority authorized decrease in taxes owed as a result of meeting certain tax policy conditions. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncomeTaxCreditsAndAdjustments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, after refund, of cash paid to foreign, federal, state, and local jurisdictions as income tax. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2AReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 23 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-23Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-22Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2 + Details Name: us-gaap_IncomeTaxesPaidNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in amount due within one year (or one business cycle) from customers for the credit sale of goods and services. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of expenses incurred but not yet paid. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccruedLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in operating assets classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInOtherOperatingAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in prepaid expenses, and assets classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-17Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2 + Details Name: us-gaap_InterestPaidNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-

gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe distributions of earnings to an entity that is affiliated with the reporting entity by means of direct or indirect ownership. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsOfDistributionsToAffiliates Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash outflow to satisfy grantee's tax withholding obligation for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsRelatedToTaxWithholdingForShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow to acquire asset without physical form usually arising from contractual or other legal rights, excluding goodwill. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef 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Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 31: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4J -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4JReference 32: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4K -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4KReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-2Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_ProfitLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expense (reversal of expense) for expected credit loss on accounts receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph

(SX 210.5-03(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_ProvisionForDoubtfulAccounts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash outflow for debt initially having maturity due after one year or beyond the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3 + Details Name: us-gaap_RepaymentsOfLongTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 17 R7.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of significant accounting policies 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â Summary of significant accounting policies Summary of significant accounting policiesThe Company's significant accounting policies are included in the 2023 Annual Report on Form 10-K and under Part II, Item 1A "Risk Factors" in this Quarterly Report on Form 10-Q and did not materially change during the nine months ended September 30, 2024.Basis of presentationThe accompanying unaudited consolidated financial statements and related disclosures have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") applicable to interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. In the opinion of management, all adjustments, consisting of only those of a normal recurring nature, considered necessary for a fair statement of the financial position and interim results of the Company as of and for the periods presented have been included.The DecemberÂ 31, 2023 balance sheet data was derived from audited consolidated financial statements; however, the accompanying interim notes to the consolidated financial statements do not include all of the annual disclosures required by GAAP. Results for interim periods are not necessarily indicative of those that may be expected for a full year. The financial information included herein should be read in conjunction with the Company's consolidated financial statements and related notes in its 2023 Annual Report on Form 10-K and under Part II, Item 1A "Risk Factors" in this Quarterly Report on Form 10-Q.Accounts receivableAccounts receivable are net of allowances for credit losses of $1.0 million and $0.5 million as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively.Concentrations of credit risk and of significant customers and suppliersFinancial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company maintains cash balances that can, at times, exceed amounts insured by the Federal Deposit Insurance Corporation. The Company has not experienced any losses in these accounts and believes it is not exposed to unusual risk beyond the normal credit risk in this area based on the financial strength of the institutions with which the Company maintains its deposits.The Company's accounts receivable, which are unsecured, may expose it to credit risk based on their collectability. The Company controls credit risk by investigating the creditworthiness of all customers prior to establishing relationships with them, performing periodic reviews of the credit activities of those customers during the course of the business relationship, regularly analyzing the collectability of accounts receivable, and recording allowances for credit losses. The Company's supplier concentration can also expose it to business risks. Customer and supplier concentrations consisted of the below:Three Months EndedSeptember 30, 2024Three Months EndedSeptember 30, 2023Number of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalNumber of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalRevenue2Â $130Â 50Â %â€”$â€”Â â€”Â %Purchases2Â $48Â 22Â %1$9Â 14Â %Nine Months EndedSeptember 30, 2024Nine Months EndedSeptember 30, 2023Number of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalNumber of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalRevenue2Â $227Â 40Â %â€”$â€”Â â€”Â %Purchasesâ€”Â $â€”Â â€”Â %1$26Â 12Â %As of September 30, 2024As of December 31, 2023Number of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalNumber of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalAccounts receivable2Â $66Â 52Â %1$7Â 14Â %Accounts payable3Â $39Â 36Â %1$12Â 21Â %Related Party TransactionsThe Company is party to the tax receivables agreement ("TRA") under which it is contractually committed to pay certain holders of Class B-1 units 85% of the amount of any tax benefits that the Company actually realizes, or in some cases is deemed to realize, as a result of certain transactions. During the three and nine months ended September 30, 2024, no payments were made pursuant to the TRA. During the three and nine months ended September 30, 2023, payments of $0 and $2.8Â million, respectively, were made pursuant to the TRA.LiquidityAs of SeptemberÂ 30, 2024, the aggregate principal amount outstanding under the 2021 Credit Facilities was $165.8Â million, with $45.0Â million remaining for borrowing under the 2021 Revolving Credit Facility. As of SeptemberÂ 30, 2024, the Company was in compliance with all of its financial covenants under such credit facilities. On October 30, 2024, the Company received a letter from the Federal Trade Commission (FTC) in which the FTC proposes to seek injunctive and monetary relief and civil penalties, as further discussed in Note 5 - Commitments and contingencies - Litigation and other matters. The total amount of the proposed items significantly exceed the Company's existing liquidity and financial resources. Any such costs above the existing liquidity and financial resources would require the Company to seek additional capital, incur debt or otherwise take significant actions in order to satisfy the claims and there can be no assurances that such financing could be obtained on acceptable terms, or at all. The Companyâ€™s ability to continue to comply with its covenants will depend on, among other things, financial, business, market, competitive, the outcome of the FTC matter, and other conditions, many of which are beyond the Companyâ€™s control. The Companyâ€™s results are subject to fluctuations as a result of business cycles experienced by companies in the insurance industry. During the second half of 2021, the auto insurance industry began to experience a cyclical downturn, as supply chain disruptions and cost increases caused by the pandemic and overall inflationary pressures contributed to higher-than-expected P&C insurance claims costs, which led many carriers to reduce their customer acquisition spending to preserve their profitability. However, the Company's Property & Casualty (P&C) insurance vertical has rebounded strongly during 2024, with multiple carriers meaningfully increasing their spending in the Company's marketplace. The Company believes that its expected near-term revenue, cash on hand and availability to access additional cash under its 2021 Revolving Credit Facility are sufficient to meet its operating and capital expenditure requirements, and to continue to comply with its debt covenants, for at least the next twelve months as of the filing date of this Quarterly Report on Form 10-Q. The extent to which market conditions impact the Companyâ€™s business, results of operations, cash flows and financial condition will depend on future developments impacting its carrier partners, including inflation rates, the extent of any major catastrophic losses, and the timing of regulatory approval of premium rate increases, which remain highly uncertain and cannot be predicted with accuracy. The Company considered the impact of this uncertainty on the assumptions and estimates used when preparing these quarterly financial statements. These assumptions and estimates may continue to change as new events occur, and such changes could have an adverse impact on the Company's results of operations, financial position and liquidity.New Accounting PronouncementsRecently adopted accounting pronouncementsThere have been no recently adopted accounting pronouncements by the Company.Recently issued not yet adopted accounting pronouncementsIn December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, that requires disclosure of disaggregated income taxes paid, prescribes standard categories for the components of the effective tax rate reconciliation, and modifies other income tax-related disclosure. The amendments in the ASU are intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments are effective for annual periods beginning after December 15, 2024. Early adoption is permitted. The amendments in this ASU should be applied on a prospective basis but retrospective application is permitted. The Company is currently evaluating the impact of the ASU on its disclosures in the consolidated financial statements.In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses. The ASU is effective for annual periods beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted and the amendments in this update are required to be applied on a retrospective basis to all periods presented. The Company is currently evaluating the impact of the ASU on disclosures in its consolidated financial statements. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for all significant accounting policies of the reporting entity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContent + Details Name: us-gaap_SignificantAccountingPoliciesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 18 R8.htm IDEA: XBRL DOCUMENT v3.24.3 Disaggregation of revenue 9 Months Ended Sep. 30, 2024 Disaggregation of Revenue [Abstract] Â Disaggregation of revenue Disaggregation of revenueThe following table shows the Companyâ€™s revenue disaggregated by transaction model:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,(in thousands)2024202320242023Open marketplace transactions$253,016Â $73,053Â $546,949Â $263,568Â Private marketplace transactions6,117Â 1,520Â 17,107Â 7,407Â Total$259,133Â $74,573Â $564,056Â $270,975Â The following table shows the Companyâ€™s revenue disaggregated by product vertical:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,(in thousands)2024202320242023Property & casualty insurance$219,036Â $31,933Â $422,700Â $126,532Â Health insurance32,879Â 33,961Â 114,932Â 115,192Â Life insurance5,227Â 5,341Â 19,308Â 18,321Â Other1,991Â 3,338Â 7,116Â 10,930Â Total$259,133Â $74,573Â $564,056Â $270,975Â X - ReferencesNo definition available. + Details Name: us-gaap_DisaggregationOfRevenueAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-9Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-15Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting

Standards Codification -Section 50 -Paragraph 12 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-13Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 606 -Publisher FASB -URI https://asc.fasb.org/606/tableOfContent + Details Name: us-gaap_RevenueFromContractWithCustomerTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 19 R9.htm IDEA: XBRL DOCUMENT v3.24.3 Goodwill and intangible assets 9 Months Ended Sep. 30, 2024 Goodwill and Intangible Assets Disclosure [Abstract] Â Goodwill and intangible assets Goodwill and intangible assetsGoodwill and intangible assets consisted of:As ofSeptember 30, 2024December 31, 2023(in thousands)Usefullife(months)Gross carrying amountAccumulated amortizationNet carrying amountGross carrying amountAccumulated amortizationNet carrying amountCustomer relationships84 - 120$43,500Â $(28,113)$15,387Â $43,500Â $(23,947)$19,553Â Non-compete agreements60303Â (303)â€”Â 303Â (303)â€”Â Trademarks, trade names, and domain names60 - 1209,284Â (3,083)6,201Â 8,884Â (2,422)6,462Â Intangible assets$53,087Â $(31,499)$21,588Â $52,687Â $(26,672)$26,015Â GoodwillIndefinite$47,739Â $â€”Â $47,739Â $47,739Â $â€”Â $47,739Â Amortization expense related to intangible assets amounted to $1.6 million and $1.7 million for the three months ended September 30, 2024 and 2023, respectively, and $4.8 million and $5.2 million for the nine months ended September 30, 2024 and 2023, respectively. The Company has no accumulated impairment of goodwill.The following table presents the changes in goodwill and intangible assets:As ofSeptember 30, 2024December 31, 2023(in thousands)GoodwillIntangibleassetsGoodwillIntangibleassetsBeginning balance at January 1,$47,739Â $26,015Â $47,739Â $32,932Â Additions to goodwill and intangible assetsâ€”Â 400Â â€”Â â€”Â Amortizationâ€”Â (4,827)â€”Â (6,917)Ending balance$47,739Â $21,588Â $47,739Â $26,015Â As of SeptemberÂ 30, 2024, future amortization expense relating to identifiable intangible assets with estimable useful lives over the next five years was as follows:(in thousands)Amortization expense2024â€“Remaining Period$1,603Â 20255,776Â 20265,173Â 20274,140Â 20282,336Â Thereafter2,560Â $21,588Â X - ReferencesNo definition available. + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for goodwill and intangible assets. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-30/tableOfContentReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-20/tableOfContent + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 20 R10.htm IDEA: XBRL DOCUMENT v3.24.3 Long-term debt 9 Months Ended Sep. 30, 2024 Debt Disclosure [Abstract] Â Long-term debt Long-term debtOn July 29, 2021, the Company entered into an amendment (the "First Amendment") to the 2020 Credit Agreement dated as of September 23, 2020, with the lenders that are party thereto and JPMorgan Chase Bank, N.A., as administrative agent (as amended by the First Amendment, the â€œExisting Credit Agreementâ€). On June 8, 2023, the Company entered into a Second Amendment (the â€œSecond Amendmentâ€) to the Existing Credit Agreement (as amended by the Second Amendment, the â€œAmended Credit Agreementâ€). Long-term debt consisted of the following:As of(in thousands)September 30,2024December 31,20232021 Term Loan Facility$160,828Â $171,000Â 2021 Revolving Credit Facility5,000Â 5,000Â Debt issuance costs(1,178)(1,701)Total debt$164,650Â $174,299Â Less: current portion, net of debt issuance costs of $661 and $693, respectively(8,839)(11,854)Total long-term debt$155,811Â $162,445Â The Company incurred interest expense on the 2021 Term Loan Facility of $3.3Â million and $3.8Â million for the three months ended September 30, 2024 and 2023, respectively, and $10.3Â million and $10.9Â million for the nine months ended September 30, 2024 and 2023, respectively. Interest expense included amortization of debt issuance costs on the 2021 Credit Facilities of $0.2Â million for the three months ended September 30, 2024 and 2023, respectively, and $0.6 million for the nine months ended September 30, 2024 and 2023, respectively.As of SeptemberÂ 30, 2024, the Companyâ€™s borrowing capacity available under the 2021 Revolving Credit Facility was $45.0Â million, which carries a commitment fee based on the Companyâ€™s consolidated total net leverage ratio and ranges from 0.25% to 0.50%. The commitment fee on the unused portion of the 2021 Revolving Credit Facility was 0.25% as of SeptemberÂ 30, 2024. The Company incurred interest expense on the 2021 Revolving Credit Facility of $0.1Â million and $0.2 million for the three months ended September 30, 2024 and 2023, respectively, and $0.5Â million for the nine months ended September 30, 2024 and 2023, respectively. As of SeptemberÂ 30, 2024, the Companyâ€™s interest rates on the outstanding borrowings under the 2021 Term Loan Facility and the 2021 Revolving Credit Facility were 7.57% and 7.68%, respectively.Accrued interest was $3.3Â million as of SeptemberÂ 30, 2024 and $3.7 million as of DecemberÂ 31, 2023, and is included within accrued expenses on the consolidated balance sheets. As of SeptemberÂ 30, 2024, the Company was in compliance with all covenants under the 2021 Credit Facilities.The expected future principal payments for all borrowings as of SeptemberÂ 30, 2024 were as follows:(in thousands)Contractual maturity2024â€“Remaining Period$2,375Â 20259,500Â 2026153,953Â Debt and issuance costs165,828Â Unamortized debt issuance costs(1,178)Total debt$164,650Â X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/470/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1I + Details Name: us-gaap_DebtDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 21 R11.htm IDEA: XBRL DOCUMENT v3.24.3 Commitments and contingencies 9 Months Ended Sep. 30, 2024 Commitments and Contingencies Disclosure [Abstract] Â Commitments and contingencies Commitments and contingenciesLitigation and other mattersThe Company is subject to certain legal proceedings and claims that arise in the normal course of business. In the opinion of management, the Company does not believe that the amount of liability, if any, as a result of these proceedings and claims will have a material adverse effect on the Companyâ€™s consolidated financial position, results of operations, or cash flows.On February 21, 2023, the Company received a civil investigative demand from the FTC regarding compliance with the FTC Act and the Telemarketing Sales Rule, as they relate to the advertising, marketing, promotion, offering for sale, or sale of healthcare-related products, the collection, sale, transfer or provision to third parties of consumer data, telemarketing

practices, and/or consumer privacy or data security. The Company has cooperated fully with the FTC investigation.On October 30, 2024, after completion of the Companyâ€™s earnings call, the Company received a letter from the staff of the FTC (the â€œFTC Staffâ€) stating that the FTC Staff is prepared to recommend the filing of a complaint against the Company for violations of Section 5(a) of the FTC Act, the Telemarketing Sales Rule ("TSR") and the Government and Business Impersonation Rule (the â€œImpersonation Ruleâ€).The FTC Staff alleges that, in connection with the Companyâ€™s lead generation and telemarketing activities, the Company has represented itself as affiliated with government entities, made misleading claims (in particular regarding health insurance products and the Companyâ€™s use of consumersâ€™ personal information) and utilized deceptive advertising, in violation of Section 5(a) of the FTC Act. The FTC Staff further alleges that the Company has violated the Impersonation Rule in representing itself to be affiliated with government entities and the TSR in connection with telemarketing activities.The FTC Staff proposes to seek injunctive and monetary relief and civil penalties. If obtained in whole or in part, the monetary relief and penalties proposed by the FTC Staff would have an adverse, and potentially material, effect on the Companyâ€™s liquidity, financial condition and results of operations. The total amount of these proposed items significantly exceeds the Companyâ€™s existing liquidity and financial resources. Any such costs above the existing liquidity and financial resources would require the Company to seek additional capital, incur debt or otherwise take significant actions in order to satisfy the claims and there can be no assurances that such financing could be obtained on acceptable terms, or at all. In addition, the proposed injunctive terms, if obtained in whole or in part, could materially and adversely affect the Companyâ€™s ability to operate its business in its Health insurance vertical, including how the Company conducts its marketing activities and endeavors to ensure compliance with consumer protection laws by itself and third parties with which the Company does business. The Company strongly disagrees with the FTC Staffâ€™s allegations and believes it has substantial and meritorious defenses to these claims. Among other things, the Company believes that its conduct does not rise to the legal standard required for the FTC to obtain the proposed monetary relief and penalties. The Company will continue to engage in good faith and with the FTC Staff and seek to resolve this matter prior to litigation, but the Company is prepared to defend itself vigorously if a complaint is filed. Based on the facts and circumstances available to the Company as of the time of this filing, the Company believes that a loss in connection with the FTC matter is probable, either as a result of legal fees to be incurred to defend the claim or as a result of a settlement of the matter. However, due to, among other things, inherent uncertainty regarding the ultimate resolution of the FTC Staffâ€™s claims, whether through settlement or litigation, the Company is unable to reasonably estimate the amount of probable loss or range of probable loss at this time.During the three and nine months ended September 30, 2024, the Company incurred legal fees of $0.2 million and $2.0Â million, respectively, and during the three and nine months ended September 30, 2023, the Company incurred legal fees of $1.6 million and $3.0Â million, respectively, in connection with the demand, which are included within general and administrative expenses on the consolidated statement of operations. At this time, the Company is unable to predict the ultimate outcome of this matter or the significance, if any, to the Companyâ€™s business, results of operations or financial condition. On February 26, 2024, the Company received an assessment from the City of Los Angeles related to its examination of the Company's Business Tax filings for tax years 2018 through 2023. Such assessment was affirmed by the Appeals Review Officer at an initial hearing in July 2024. The Company intends to appeal the assessment to the Board of Review of the Office of Finance. As of SeptemberÂ 30, 2024, the Company has assessed its probable loss related to this matter and has accrued a reserve, which is not material.As of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, the Company did not have any material contingency reserves established for any litigation liabilities. X - ReferencesNo definition available. + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for commitments and contingencies. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 405 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/405-30/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/450/tableOfContentReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 440 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478522/954-440-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 440 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/440/tableOfContent + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 22 R12.htm IDEA: XBRL DOCUMENT v3.24.3 Equity-based compensation 9 Months Ended Sep. 30, 2024 Share-Based Payment Arrangement [Abstract] Â Equity-based compensation Equity-based compensationEquity-based compensation cost recognized for equity-based awards outstanding during the three and nine months ended September 30, 2024 and 2023 was as follows:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,(in thousands)20242023202420232024QLH restricted Class B-1 units$3Â $14Â $16Â $73Â Restricted Class A shares66Â 130Â 272Â 464Â Restricted stock units7,985Â 14,310Â 25,230Â 43,406Â Performance-based restricted stock units543Â â€”Â 934Â â€”Â Total equity-based compensation$8,597Â $14,454Â $26,452Â $43,943Â Equity-based compensation cost was included in the following expense categories in the consolidated statements of operations during the three and nine months ended September 30, 2024 and 2023:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,(in thousands)2024202320242023Cost of revenue$405Â $1,012Â $2,654Â $2,959Â Sales and marketing1,933Â 2,151Â 5,676Â 6,895Â Product development1,733Â 1,905Â 5,001Â 6,176Â General and administrative4,526Â 9,386Â 13,121Â 27,913Â Total equity-based compensation$8,597Â $14,454Â $26,452Â $43,943Â As of SeptemberÂ 30, 2024, total unrecognized compensation cost related to unvested restricted stock units and PRSUs was $57.3 million and $0.8 million, respectively, which are expected to be recognized over weighted-average periods of 2.53 years and 0.45 years, respectively. X - DefinitionThe entire disclosure for share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/718/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (l) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 23 R13.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measurements 9 Months Ended Sep. 30, 2024 Fair Value Disclosures [Abstract] Â Fair Value Measurements Fair Value MeasurementsThe following are the Companyâ€™s financial instruments measured at fair value on a recurring basis:Contingent considerationContingent consideration is measured at fair value on a recurring basis using significant unobservable inputs and thus represent a Level 3 measurement in the valuation hierarchy.Contingent consideration relates to the estimated amount of additional cash consideration to be paid in connection with the Company's acquisition of substantially all of the assets of Customer Helper Team, LLC ("CHT") which was closed on April 1, 2022. The fair value is dependent on the probability of achieving certain revenue and gross profit margin targets for the two successive twelve-month periods following the closing of the acquisition. The Company used the Monte Carlo simulation approach to estimate the fair value of the revenue and gross margin targets. The fair value of the contingent consideration as of DecemberÂ 31, 2023 was zero. CHT did not achieve the minimum revenue target for either twelve-month period, and so the Company did not pay any contingent consideration.The following are the Companyâ€™s financial instruments measured at fair value on a non-recurring basis:Long-Term DebtAs of SeptemberÂ 30, 2024, the carrying amount of the 2021 Term Loan Facility and the 2021 Revolving Credit Facility approximates their respective fair values. The Company used a discounted cash flow analysis to estimate the fair value of the long-term debt, using an adjusted discount rate of 5.50% and the estimated payments under the 2021 Term Loan Facility until maturity, including interest payable based on the Company's forecasted total net leverage ratio. Cost method investmentThe Company has elected the measurement alternative for its investment in equity securities without readily determinable fair values and reviews such investment on a quarterly basis to determine if it has been impaired. If the Company's assessment indicates that an impairment exists, the Company estimates the fair value of the equity investment and recognizes in its consolidated statement of operations an impairment loss that is equal to the difference between the fair value of the equity investment and its carrying amount. On March 29, 2024, the board of directors and stockholders of a company in which the Company held a minority equity investment approved a plan of restructuring and liquidation that had the effect of cancelling the Company's investment. The Company had previously determined as of DecemberÂ 31, 2023 that the fair value of the investment was zero and accordingly this cancellation had no impact on the consolidated financial statements as of and for the three and nine months ended September 30, 2024.The Company used a market approach to estimate the fair value of equity and allocated the overall equity value to estimate the fair value of the common stock based on the liquidation preference and was classified within Level 3 of the fair value hierarchy. X - ReferencesNo definition available. + Details Name: us-gaap_FairValueDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for the fair value of financial instruments (as defined), including financial assets and financial liabilities (collectively, as defined), and the measurements of those instruments as well as disclosures related to the fair value of non-financial assets and liabilities. 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 107 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-107Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2E -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2EReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 940 -SubTopic 820 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478119/940-820-50-1 + Details Name: us-gaap_FairValueDisclosuresTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 24 R14.htm IDEA: XBRL DOCUMENT v3.24.3 Income taxes 9 Months Ended Sep. 30, 2024 Income Tax Disclosure [Abstract] Â Income taxes Income taxesMediaAlpha, Inc. is taxed as a corporation and pays corporate federal, state and local taxes on income allocated to it from QLH based upon MediaAlpha, Inc.â€™s economic interest held in QLH. QLH is treated as a pass-through partnership for income tax reporting purposes and is not subject to federal income tax. Instead, QLHâ€™s taxable income or loss is passed through to its members, including MediaAlpha, Inc. Accordingly, the Company is not liable for income taxes on the portion of QLHâ€™s earnings not allocated to it. MediaAlpha, Inc. files and pays corporate income taxes for U.S. federal and state income tax purposes and its corporate subsidiary, Skytiger Studio, Ltd., is subject to taxation in Taiwan.Â The Company expects this structure to remain in existence for the foreseeable future.The Company estimates the annual effective tax rate for the full year to be applied to actual year-to-date income (loss) and adds the tax effects of any discrete items in the reporting period in which they occur. The following table summarizes the Company's income tax expense:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,(in thousands, except percentages)2024202320242023Income (loss) before income taxes$12,200Â $(18,596)$15,286Â $(52,932)Income tax expense$312Â $102Â $469Â $330Â Effective Tax Rate2.6Â %(0.5)%3.1Â %(0.6)%The Company's effective tax rate of 2.6% and 3.1% for the three and nine months ended September 30, 2024, respectively, and (0.5)% and (0.6)% for the three and nine months ended September 30, 2023, respectively, differed from the U.S. federal statutory rate of 21%, due primarily to the tax impacts of changes in valuation allowance.There were no material changes to the Companyâ€™s unrecognized tax benefits during the three and nine months ended September 30, 2024. The Company is currently under examination by various tax authorities in the United States. These examinations are in preliminary stages and the Company does not expect to have any significant changes to unrecognized tax benefits through the end of the fiscal year.During the three and nine months ended September 30, 2024, holders of Class B-1 units exchanged 0 and 6,496,800 Class B-1 units, respectively, together with an equal number of shares of Class B common stock, for shares of Class A common stock on a one-for-one basis (â€œExchangesâ€). In connection with the Exchanges, the Company did not establish any additional liabilities related to the TRA, which are presented within additional-paid-in-capital in its consolidated statements of stockholdersâ€™ equity (deficit). In connection with the Exchanges and the changes to the carrying value of the non-controlling interest, the Company also recognizes deferred tax assets associated with the basis difference in its investment in QLH through additional-paid-in-capital, but during the three and nine months ended September 30, 2024, the Company did not recognize any additional deferred tax assets as the Company has recognized a full valuation allowance on its deferred tax assets.As of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, the Company had a valuation allowance of $125.2Â million and $95.1Â million, respectively, against its deferred tax assets based on the recent history of pre-tax losses, which is considered a significant piece of objective negative evidence that is difficult to overcome and limits the ability to consider other subjective evidence, such as projections of future growth. Based on the significant improvement in the Company's pre-tax income for the nine months ended September 30, 2024 and the current forecasts, the Company expects that in the foreseeable future, which could be as early as the fourth quarter of 2024, there may be sufficient positive evidence, and/or that the objective negative evidence in the form of history of pre-tax losses will no longer be present, in which event the Company would be able to release a portion or all of the valuation allowance. Release of any amount of valuation allowance would result in a benefit to income tax expense for the period the release is recorded, which could have a material impact on net income.Tax Receivables AgreementIn connection with the Reorganization Transactions and the IPO, the Company entered into the TRA with Insignia, Senior Executives, and White Mountains. The Company expects to obtain an increase in its share of the tax basis in the net assets of QLH as Class B-1 units, together with shares of Class B common stock, are exchanged for shares of Class A common stock (or, at the Companyâ€™s election, redeemed for cash of an equivalent value). The Company intends to treat any redemptions and exchanges of Class B-1 units as direct purchases for U.S. federal income tax purposes. These increases in tax basis may reduce the amounts that it would otherwise pay in the future to various tax authorities.As of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, the Company determined that making a payment under the TRA was not probable under ASC 450 â€” Contingencies since a valuation allowance has been recorded against the Companyâ€™s deferred tax assets. Accordingly, the Company has determined that the liabilities under the TRA were zero as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023 in the consolidated balance sheets. In the event the Company generates taxable income for the current year, the Company would be required to recognize a portion or all of the liability under the TRA. If the Company had determined that generating sufficient future taxable income such that making a payment under the TRA was probable, it would have also recorded a liability pursuant to the TRA of approximately $121Â million as of SeptemberÂ 30, 2024 in the consolidated balance sheets. No payments were made pursuant to the TRA during the three and nine months ended September 30, 2024, and payments of $0 and $2.8Â million were made during the three and nine months ended September 30, 2023, respectively. X - ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for income tax. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12C -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12CReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12BReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 270 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477891/740-270-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.5.Q1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-13Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/740/tableOfContentReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-14Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-21Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-17Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 11.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482603/740-30-50-2 + Details Name: us-gaap_IncomeTaxDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 25 R15.htm IDEA: XBRL DOCUMENT v3.24.3 Earnings (Loss) Per Share 9 Months Ended Sep. 30, 2024 Earnings Per Share [Abstract] Â Earning (Loss) Per Share Earnings (Loss) Per ShareThree Months EndedSeptember 30,Nine Months EndedSeptember 30,(in thousands except share data and per share amounts)2024202320242023BasicNet income (loss)$11,888Â $(18,698)$14,817Â $(53,262)Less: net income (loss) attributable to non-controlling interest2,406Â (5,196)2,828Â (15,208)Net income (loss) attributable to MediaAlpha, Inc.$9,482Â $(13,502)$11,989Â $(38,054)Weighted-average shares of Class A common stock outstanding - basic54,909,772Â 46,229,672Â 52,293,622Â 45,095,417Â Weighted-average shares of Class A common stock outstanding - diluted54,909,772Â 46,229,672Â 66,087,041Â 45,095,417Â Income (loss) per share of Class A common stock - basic$0.17Â (0.29)0.23Â $(0.84)Income (loss) per share of Class A common stock - diluted$0.17Â (0.29)0.22Â $(0.84)(in thousands except share data and per share amount)Nine months endedSeptember 30, 2024DilutedNet income$14,817Â Add: incremental tax benefits related to exchange of Class B-1 units(223)Net income available for

diluted common shares$14,594Â Weighted-average shares outstanding:Class A common stock52,293,622Â Class B-1 units13,793,419Â Weighted-average shares of Class A common stock and potential Class A common stock66,087,041Â Net income per share of Class A common stock - diluted$0.22Â Potentially dilutive shares, which are based on the weighted-average shares of underlying unvested QLH restricted ClassÂ B-1 units, restricted Class A shares, restricted stock units, and PRSUs using the treasury stock method and the outstanding QLH restricted ClassÂ B-1 units using the if-converted method, are included when calculating diluted net income per share attributable to MediaAlpha, Inc. when their effect is dilutive. The effects of certain of the Companyâ€™s potentially dilutive securities were not included in the calculation of diluted loss per share as the effect of their inclusion would be anti-dilutive. The following table summarizes the shares and units with a potentially dilutive impact for the three months ended September 30, 2024 and 2023:As ofSeptember 30, 2024September 30, 2023QLH Class B-1 Units11,609,982Â 18,155,446Â Restricted Class A Sharesâ€”Â 52,573Â Restricted stock units3,664,754Â 4,342,036Â PRSUs93,000Â â€”Â Potentially dilutive shares15,367,736Â 22,550,055Â The following table summarizes the shares and units with a potentially dilutive impact for the nine months ended September 30, 2024 and 2023:As ofSeptember 30, 2024September 30, 2023QLH Class B-1 Unitsâ€”Â 18,155,446Â Restricted Class A Sharesâ€”Â 52,573Â Restricted stock units3,664,754Â 4,342,036Â PRSUs93,000Â â€”Â Potentially dilutive shares3,757,754Â 22,550,055Â The outstanding PRSUs were included in the potentially dilutive securities as of SeptemberÂ 30, 2024 to the level in which the performance conditions have been met as of SeptemberÂ 30, 2024. X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for earnings per share. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/260/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-3 + Details Name: us-gaap_EarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 26 R16.htm IDEA: XBRL DOCUMENT v3.24.3 Non-Controlling Interest 9 Months Ended Sep. 30, 2024 Noncontrolling Interest [Abstract] Â Non-Controlling Interest Non-Controlling InterestPursuant toÂ QLHâ€™s limited liability company agreement, QLH has two classes of equity securities, Class A-1 units, which have all voting rights in QLH, and Class B-1 units, which have no voting or control rights. The Company allocates a share of net income (loss) to the holders of non-controlling interests pro-rata to their ownership interest in QLH at a point in time. The non-controlling interests balance represents the Class B-1 units, substantially all of which are held by Insignia and the Senior Executives.Â During the three and nine months ended September 30, 2024, the holders of the non-controlling interests exchanged 0 and 6,496,800 Class B-1 units, respectively, together with an equal number of shares of Class B common stock, for shares of Class A common stock on a one-for-one basis.Â As of SeptemberÂ 30, 2024, the holders of the non-controlling interests owned 17.4% of the total equity interests in QLH, with the remaining 82.6% owned by MediaAlpha, Inc. As of DecemberÂ 31, 2023, the holders of the non-controlling interests owned 27.7% of the total equity interests in QLH, with the remaining 72.3% owned by MediaAlpha, Inc. X - DefinitionThe entire disclosure for noncontrolling interest in consolidated subsidiaries, which could include the name of the subsidiary, the ownership percentage held by the parent, the ownership percentage held by the noncontrolling owners, the amount of the noncontrolling interest, the location of this amount on the balance sheet (when not reported separately), an explanation of the increase or decrease in the amount of the noncontrolling interest, the noncontrolling interest share of the net Income or Loss of the subsidiary, the location of this amount on the income statement (when not reported separately), the nature of the noncontrolling interest such as background information and terms, the amount of the noncontrolling interest represented by preferred stock, a description of the preferred stock, and the dividend requirements of the preferred stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/810/tableOfContent + Details Name: us-gaap_MinorityInterestDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NoncontrollingInterestAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 27 R17.htm IDEA: XBRL DOCUMENT v3.24.3 Pay vs Performance Disclosure - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Pay vs Performance Disclosure Â Â Â Â Net Income (Loss) Attributable to Parent $ 9,482 $ (13,502) $ 11,989 $ (38,054) X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 402 -Subsection v -Paragraph 1 + Details Name: ecd_PvpTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name

Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 28 R18.htm IDEA: XBRL DOCUMENT v3.24.3 Insider Trading Arrangements 3 Months Ended Sep. 30, 2024 Trading Arrangements, by Individual Â Rule 10b5-1 Arrangement Adopted false Non-Rule 10b5-1 Arrangement Adopted false Rule 10b5-1 Arrangement Terminated false Non-Rule 10b5-1 Arrangement Terminated false X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph A + Details Name: ecd_TradingArrByIndTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 29 R19.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of significant accounting policies (Policies) 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â Basis of presentation Basis of presentationThe accompanying unaudited consolidated financial statements and related disclosures have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") applicable to interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. In the opinion of management, all adjustments, consisting of only those of a normal recurring nature, considered necessary for a fair statement of the financial position and interim results of the Company as of and for the periods presented have been included.The DecemberÂ 31, 2023 balance sheet data was derived from audited consolidated financial statements; however, the accompanying interim notes to the consolidated financial statements do not include all of the annual disclosures required by GAAP. Results for interim periods are not necessarily indicative of those that may be expected for a full year. The financial information included herein should be read in conjunction with the Company's consolidated financial statements and related notes in its 2023 Annual Report on Form 10-K and under Part II, Item 1A "Risk Factors" in this Quarterly Report on Form 10-Q. Accounts receivable Accounts receivableAccounts receivable are net of allowances for credit losses of $1.0 million and $0.5 million as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively. Concentrations of credit risk and of significant customers and suppliers Concentrations of credit risk and of significant customers and suppliersFinancial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company maintains cash balances that can, at times, exceed amounts insured by the Federal Deposit Insurance Corporation. The Company has not experienced any losses in these accounts and believes it is not exposed to unusual risk beyond the normal credit risk in this area based on the financial strength of the institutions with which the Company maintains its deposits.The Company's accounts receivable, which are unsecured, may expose it to credit risk based on their collectability. The Company controls credit risk by investigating the creditworthiness of all customers prior to establishing relationships with them, performing periodic reviews of the credit activities of those customers during the course of the business relationship, regularly analyzing the collectability of accounts receivable, and recording allowances for credit losses. The Company's supplier concentration can also expose it to business risks. Customer and supplier concentrations consisted of the below:Three Months EndedSeptember 30, 2024Three Months EndedSeptember 30, 2023Number of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalNumber of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalRevenue2Â $130Â 50Â %â€”$â€”Â â€”Â %Purchases2Â $48Â 22Â %1$9Â 14Â %Nine Months EndedSeptember 30, 2024Nine Months EndedSeptember 30, 2023Number of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalNumber of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalRevenue2Â $227Â 40Â %â€”$â€”Â â€”Â %Purchasesâ€”Â $â€”Â â€”Â %1$26Â 12Â %As of September 30, 2024As of December 31, 2023Number of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalNumber of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalAccounts receivable2Â $66Â 52Â %1$7Â 14Â %Accounts payable3Â $39Â 36Â %1$12Â 21Â % New accounting pronouncements New Accounting PronouncementsRecently adopted accounting pronouncementsThere have been no recently adopted accounting pronouncements by the Company.Recently issued not yet adopted accounting pronouncementsIn December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, that requires disclosure of disaggregated income taxes paid, prescribes standard categories for the components of the effective tax rate reconciliation, and modifies other income tax-related disclosure. The amendments in the ASU are intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments are effective for annual periods beginning after December 15, 2024. Early adoption is permitted. The amendments in this ASU should be applied on a prospective basis but retrospective application is permitted. The Company is currently evaluating the impact of the ASU on its disclosures in the consolidated financial statements.In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses. The ASU is effective for annual periods beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted and the amendments in this update are required to be applied on a retrospective basis to all periods presented. The Company is currently evaluating the impact of the ASU on disclosures in its consolidated financial statements. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). + ReferencesNo definition available. + Details Name: us-gaap_BasisOfAccountingPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for credit risk. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 942 -SubTopic 825 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478898/942-825-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1 + Details Name: us-gaap_ConcentrationRiskCreditRisk Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact. + ReferencesNo definition available. + Details Name: us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for accounts receivable. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-6Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481569/310-20-50-1Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-15Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-11B + Details Name: us-gaap_TradeAndOtherAccountsReceivablePolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 30 R20.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of significant accounting policies (Tables) 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â Summary of Customer and Supplier Concentration Risk Customer and supplier concentrations consisted of the below:Three Months EndedSeptember 30, 2024Three Months EndedSeptember 30, 2023Number of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalNumber of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalRevenue2Â $130Â 50Â %â€”$â€”Â â€”Â %Purchases2Â $48Â 22Â %1$9Â 14Â %Nine Months EndedSeptember 30, 2024Nine Months EndedSeptember 30, 2023Number of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalNumber of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalRevenue2Â $227Â 40Â %â€”$â€”Â â€”Â %Purchasesâ€”Â $â€”Â â€”Â %1$26Â 12Â %As of September 30, 2024As of December 31, 2023Number of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalNumber of customers or suppliers exceeding 10%Aggregate Value(in millions)% of TotalAccounts receivable2Â $66Â 52Â %1$7Â 14Â %Accounts payable3Â $39Â 36Â %1$12Â 21Â % X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the nature of a concentration, a benchmark to which it is compared, and the percentage that the risk is to the benchmark. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section

50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-21Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 825 -SubTopic 10 -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-20Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-18Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-20Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-16Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-21 + Details Name: us-gaap_SchedulesOfConcentrationOfRiskByRiskFactorTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 31 R21.htm IDEA: XBRL DOCUMENT v3.24.3 Disaggregation of revenue (Tables) 9 Months Ended Sep. 30, 2024 Disaggregation of Revenue [Abstract] Â Summary of Disaggregation of Revenue The following table shows the Companyâ€™s revenue disaggregated by transaction model:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,(in thousands)2024202320242023Open marketplace transactions$253,016Â $73,053Â $546,949Â $263,568Â Private marketplace transactions6,117Â 1,520Â 17,107Â 7,407Â Total$259,133Â $74,573Â $564,056Â $270,975Â The following table shows the Companyâ€™s revenue disaggregated by product vertical:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,(in thousands)2024202320242023Property & casualty insurance$219,036Â $31,933Â $422,700Â $126,532Â Health insurance32,879Â 33,961Â 114,932Â 115,192Â Life insurance5,227Â 5,341Â 19,308Â 18,321Â Other1,991Â 3,338Â 7,116Â 10,930Â Total$259,133Â $74,573Â $564,056Â $270,975Â X - ReferencesNo definition available. + Details Name: us-gaap_DisaggregationOfRevenueAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of disaggregation of revenue into categories depicting how nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factor. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5 + Details Name: us-gaap_DisaggregationOfRevenueTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 32 R22.htm IDEA: XBRL DOCUMENT v3.24.3 Goodwill and intangible assets (Tables) 9 Months Ended Sep. 30, 2024 Goodwill and Intangible Assets Disclosure [Abstract] Â Summary of Goodwill and Intangible Assets Goodwill and intangible assets consisted of:As ofSeptember 30, 2024December 31, 2023(in thousands)Usefullife(months)Gross carrying amountAccumulated amortizationNet carrying amountGross carrying amountAccumulated amortizationNet carrying amountCustomer relationships84 - 120$43,500Â $(28,113)$15,387Â $43,500Â $(23,947)$19,553Â Non-compete agreements60303Â (303)â€”Â 303Â (303)â€”Â Trademarks, trade names, and domain names60 - 1209,284Â (3,083)6,201Â 8,884Â (2,422)6,462Â Intangible assets$53,087Â $(31,499)$21,588Â $52,687Â $(26,672)$26,015Â GoodwillIndefinite$47,739Â $â€”Â $47,739Â $47,739Â $â€”Â $47,739Â Summary of Change in Goodwill and Intangible Assets The following table presents the changes in goodwill and intangible assets:As ofSeptember 30, 2024December 31, 2023(in thousands)GoodwillIntangibleassetsGoodwillIntangibleassetsBeginning balance at January 1,$47,739Â $26,015Â $47,739Â $32,932Â Additions to goodwill and intangible assetsâ€”Â 400Â â€”Â â€”Â Amortizationâ€”Â (4,827)â€”Â (6,917)Ending balance$47,739Â $21,588Â $47,739Â $26,015Â Summary of Future Amortization Expense on Identifiable Intangible Assets As of SeptemberÂ 30, 2024, future amortization expense relating to identifiable intangible assets with estimable useful lives over the next five years was as follows:(in thousands)Amortization expense2024â€“Remaining Period$1,603Â 20255,776Â 20265,173Â 20274,140Â 20282,336Â Thereafter2,560Â $21,588Â X - DefinitionSchedule of change in goodwill and intangible assets. + ReferencesNo definition available. + Details Name: max_ScheduleOfChangeInGoodwillAndIntangibleAssetsTableTextBlock Namespace Prefix: max_ Data Type: dtr-types1:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of goodwill and intangible assets, which may be broken down by segment or major class. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-30/tableOfContentReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-20/tableOfContent + Details Name: us-gaap_ScheduleOfIntangibleAssetsAndGoodwillTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the amount of amortization expense expected to be recorded in succeeding fiscal years for finite-lived intangible assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2 + Details Name: us-gaap_ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 33 R23.htm IDEA: XBRL DOCUMENT v3.24.3 Long-term debt (Tables) 9 Months Ended Sep. 30, 2024 Debt Disclosure [Abstract] Â Schedule of Long-term Debt Long-term debt consisted of the following:As of(in thousands)September 30,2024December 31,20232021 Term Loan Facility$160,828Â $171,000Â 2021 Revolving Credit Facility5,000Â 5,000Â Debt issuance costs(1,178)(1,701)Total debt$164,650Â $174,299Â Less: current portion, net of debt issuance costs of $661 and $693, respectively(8,839)(11,854)Total long-term debt$155,811Â $162,445Â Schedule of Expected Future Principal Payments for Borrowings The expected future principal payments for all borrowings as of SeptemberÂ 30, 2024 were as follows:(in thousands)Contractual maturity2024â€“Remaining Period$2,375Â 20259,500Â 2026153,953Â Debt and issuance costs165,828Â Unamortized debt issuance costs(1,178)Total debt$164,650Â X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of long-debt instruments or arrangements, including identification, terms, features, collateral requirements and other information necessary to a fair presentation. These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the entity, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 942 -SubTopic 470 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477734/942-470-50-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-8Reference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-6Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-7 + Details Name: us-gaap_ScheduleOfDebtInstrumentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of maturity and sinking fund requirement for long-term debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_ScheduleOfMaturitiesOfLongTermDebtTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 34 R24.htm IDEA: XBRL DOCUMENT v3.24.3 Equity-based compensation (Tables) 9 Months Ended Sep. 30, 2024 Share-Based Payment Arrangement [Abstract] Â Summary of Equity-based Compensation Cost Recognized Equity-based compensation cost recognized for equity-based awards outstanding during the three and nine months ended September 30, 2024 and 2023 was as follows:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,(in thousands)2024202320242023QLH restricted Class B-1 units$3Â $14Â $16Â $73Â Restricted Class A shares66Â 130Â 272Â 464Â Restricted stock units7,985Â 14,310Â 25,230Â 43,406Â Performance-based restricted stock units543Â â€”Â 934Â â€”Â Total equity-based compensation$8,597Â $14,454Â $26,452Â $43,943Â Schedule of Equity-based Compensation Expense Equity-based compensation cost was included in the following expense categories in the consolidated statements of operations during the three and nine months ended September 30, 2024 and 2023:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,(in thousands)2024202320242023Cost of revenue$405Â $1,012Â $2,654Â $2,959Â Sales and marketing1,933Â 2,151Â 5,676Â 6,895Â Product development1,733Â 1,905Â 5,001Â 6,176Â General and administrative4,526Â 9,386Â 13,121Â 27,913Â Total equity-based compensation$8,597Â $14,454Â $26,452Â $43,943Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of cost recognized for award under share-based payment arrangement by plan. Includes, but is not limited to, related tax benefit. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfCompensationCostForShareBasedPaymentArrangementsAllocationOfShareBasedCompensationCostsByPlanTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -

Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 35 R25.htm IDEA: XBRL DOCUMENT v3.24.3 Income taxes (Tables) 9 Months Ended Sep. 30, 2024 Income Tax Disclosure [Abstract] Â Summary of Our Income Tax Expense (Benefit) The following table summarizes the Company's income tax expense:Three Months EndedSeptember 30,Nine Months EndedSeptember 30,(in thousands, except percentages)20242023202420232024Income (loss) before income taxes$12,200Â $(18,596)$15,286Â $(52,932)Income tax expense$312Â $102Â $469Â $330Â Effective Tax Rate2.6Â %(0.5)%3.1Â %(0.6)% X - ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the components of income tax expense attributable to continuing operations for each year presented including, but not limited to: current tax expense (benefit), deferred tax expense (benefit), investment tax credits, government grants, the benefits of operating loss carryforwards, tax expense that results from allocating certain tax benefits either directly to contributed capital or to reduce goodwill or other noncurrent intangible assets of an acquired entity, adjustments of a deferred tax liability or asset for enacted changes in tax laws or rates or a change in the tax status of the entity, and adjustments of the beginning-of-the-year balances of a valuation allowance because of a change in circumstances that causes a change in judgment about the realizability of the related deferred tax asset in future years. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-9 + Details Name: us-gaap_ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 36 R26.htm IDEA: XBRL DOCUMENT v3.24.3 Earnings (Loss) Per Share (Tables) 9 Months Ended Sep. 30, 2024 Earnings Per Share [Abstract] Â Summary of Calculation of Basic and Diluted Net Loss Per Share Three Months EndedSeptember 30,Nine Months EndedSeptember 30,(in thousands except share data and per share amounts)20242023202420232024BasicNet income (loss)$11,888Â $(18,698)$14,817Â $(53,262)Less: net income (loss) attributable to non-controlling interest2,406Â (5,196)2,828Â (15,208)Net income (loss) attributable to MediaAlpha, Inc.$9,482Â $(13,502)$11,989Â $(38,054)Weighted-average shares of Class A common stock outstanding - basic54,909,772Â 46,229,672Â 52,293,622Â 45,095,417Â Weighted-average shares of Class A common stock outstanding - diluted54,909,772Â 46,229,672Â 66,087,041Â 45,095,417Â Income (loss) per share of Class A common stock - basic$0.17Â (0.29)0.23Â $(0.84)Income (loss) per share of Class A common stock - diluted$0.17Â (0.29)0.22Â $(0.84)(in thousands except share data and per share amount)Nine months endedSeptember 30, 2024DilutedNet income$14,817Â Add: incremental tax benefits related to exchange of Class B-1 units(223)Net income available for diluted common shares$14,594Â Weighted-average shares outstanding:Class A common stock52,293,622Â Class B-1 units13,793,419Â Weighted-average shares of Class A common stock and potential Class A common stock66,087,041Â Net income per share of Class A common stock - diluted$0.22Â Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share The following table summarizes the shares and units with a potentially dilutive impact for the three months ended September 30, 2024 and 2023:As ofSeptember 30, 2024September 30, 2023QLH Class B-1 Units11,609,982Â 18,155,446Â Restricted Class A Sharesâ€”Â 52,573Â Restricted stock units3,664,754Â 4,342,036Â PRSUs93,000Â â€”Â Potentially dilutive shares15,367,736Â 22,550,055Â The following table summarizes the shares and units with a potentially dilutive impact for the nine months ended September 30, 2024 and 2023:As ofSeptember 30, 2024September 30, 2023QLH Class B-1 Unitsâ€”Â 18,155,446Â Restricted Class A Sharesâ€”Â 52,573Â Restricted stock units3,664,754Â 4,342,036Â PRSUs93,000Â â€”Â Potentially dilutive shares3,757,754Â 22,550,055Â X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 37 R27.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of significant accounting policies - Narrative (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Significant Accounting Policies [Line Items] Â Â Â Â Â Accounts receivable, allowance for credit losses $ 1,027 Â $ 1,027 Â $ 537 Payments pursuant to tax receivable agreement Â Â 0 $ 2,822 Â Revolving Credit Facility Â Â Â Â Â Significant Accounting Policies [Line Items] Â Â Â Â Â Outstanding amount drawn under revolving credit facility 165,800 Â 165,800 Â Â Available credit under agreement 45,000 Â $ 45,000 Â Â Tax Receivables Agreement | Related Party Â Â Â Â Â Significant Accounting Policies [Line Items] Â Â Â Â Â Percentage of cash savings required to pay Â Â 85.00% Â Â Payments pursuant to tax receivable agreement $ 0 $ 0 $ 0 $ 2,800 Â X - DefinitionPayments For Tax Receivable Agreement + ReferencesNo definition available. + Details Name: max_PaymentsForTaxReceivableAgreement Namespace Prefix: max_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionPercentage of cash savings required to pay up on agreement. + ReferencesNo definition available. + Details Name: max_PercentageOfCashSavingsRequiredToPayUpOnAgreement Namespace Prefix: max_ Data Type: dtr-types1:percentItemType Balance Type: na Period Type: duration X - DefinitionSignificant Accounting Policies [Line Items] + ReferencesNo definition available. + Details Name: max_SignificantAccountingPoliciesLineItems Namespace Prefix: max_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of allowance for credit loss on accounts receivable. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-4Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13 + Details Name: us-gaap_AllowanceForDoubtfulAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe carrying value as of the balance sheet date of the current and noncurrent portions of long-term obligations drawn from a line of credit, which is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_LineOfCredit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of borrowing capacity currently available under the credit facility (current borrowing capacity less the amount of borrowings outstanding). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LineOfCreditFacilityRemainingBorrowingCapacity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_CreditFacilityAxis=us-gaap_RevolvingCreditFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=max_TaxReceivablesAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=us-gaap_RelatedPartyMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 38 R28.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of significant accounting policies - Summary of Customer and Supplier Concentration Risk (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended 12 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023

Significant Accounting Policies [Line Items] Â Â Â Â Â Revenue $ 259,133 $ 74,573 $ 564,056 $ 270,975 Â Purchases 219,907 62,277 469,465 226,545 Â Accounts receivable 126,814 Â 126,814 Â $ 53,773 Accounts payable 109,577 Â 109,577 Â 56,279 Top One Supplier | Supplier Concentration Risk | Purchases Â Â Â Â Â Significant Accounting Policies [Line Items] Â Â Â Â Â Purchases Â $ 9,000 Â $ 26,000 Â Concentration risk percentage Â 14.00% Â 12.00% Â Top One Supplier | Supplier Concentration Risk | Accounts Payable Benchmark Â Â Â Â Â Significant Accounting Policies [Line Items] Â Â Â Â Â Accounts payable Â Â Â Â $ 12,000 Concentration risk percentage Â Â Â Â 21.00% Top Two Suppliers | Supplier Concentration Risk | Purchases Â Â Â Â Â Significant Accounting Policies [Line Items] Â Â Â Â Â Purchases $ 48,000 Â Â Â Â Â Concentration risk percentage 22.00% Â Â Â Â Top Three Suppliers | Supplier Concentration Risk | Accounts Payable Benchmark Â Â Â Â Â Significant Accounting Policies [Line Items] Â Â Â Â Â Accounts payable $ 39,000 Â $ 39,000 Â Â Concentration risk percentage Â Â 36.00% Â Â Top One Customer | Customer Concentration Risk | Accounts Receivable Â Â Â Â Â Significant Accounting Policies [Line Items] Â Â Â Â Â Accounts receivable Â Â Â Â $ 7,000 Concentration risk percentage Â Â Â Â 14.00% Top Two Customers | Customer Concentration Risk | Revenue from Contract with Customer Benchmark Â Â Â Â Â Significant Accounting Policies [Line Items] Â Â Â Â Â Revenue $ 130,000 Â $ 227,000 Â Â Concentration risk percentage 50.00% Â 40.00% Â Â Top Two Customers | Customer Concentration Risk | Accounts Receivable Â Â Â Â Â Significant Accounting Policies [Line Items] Â Â Â Â Â Accounts receivable $ 66,000 Â $ 66,000 Â Â Concentration risk percentage Â Â 52.00% Â Â X - DefinitionSignificant Accounting Policies [Line Items] + ReferencesNo definition available. + Details Name: max_SignificantAccountingPoliciesLineItems Namespace Prefix: max_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionCarrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_AccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2 + Details Name: us-gaap_AccountsReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFor an entity that discloses a concentration risk in relation to quantitative amount, which serves as the "benchmark" (or denominator) in the equation, this concept represents the concentration percentage derived from the division. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 825 -SubTopic 10 -Section 50 -Paragraph 21 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-21Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 825 -SubTopic 10 -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-20Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-18Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-20 + Details Name: us-gaap_ConcentrationRiskPercentage1 Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe aggregate cost of goods produced and sold and services rendered during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B + Details Name: us-gaap_CostOfRevenue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_ShareBasedGoodsAndNonemployeeServicesTransactionBySupplierAxis=max_TopOneSupplierMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConcentrationRiskByTypeAxis=us-gaap_SupplierConcentrationRiskMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConcentrationRiskByBenchmarkAxis=max_CostOfRevenueBenchmarkMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConcentrationRiskByBenchmarkAxis=max_AccountsPayableBenchmarkMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ShareBasedGoodsAndNonemployeeServicesTransactionBySupplierAxis=max_TopTwoSuppliersMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-

gaap_ShareBasedGoodsAndNonemployeeServicesTransactionBySupplierAxis=max_TopThreeSuppliersMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_MajorCustomersAxis=max_TopOneCustomerMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConcentrationRiskByTypeAxis=us-gaap_CustomerConcentrationRiskMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConcentrationRiskByBenchmarkAxis=us-gaap_AccountsReceivableMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_MajorCustomersAxis=max_TopTwoCustomersMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConcentrationRiskByBenchmarkAxis=us-gaap_RevenueFromContractWithCustomerMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 39 R29.htm IDEA: XBRL DOCUMENT v3.24.3 Disaggregation of revenue - Summary of Disaggregation of Revenue by Transaction Model (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Disaggregation of Revenue [Line Items] Â Â Â Â Revenue $ 259,133 $ 74,573 $ 564,056 $ 270,975 Open marketplace transactions Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenue 253,016 73,053 546,949 263,568 Private marketplace transactions Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenue $ 6,117 $ 1,520 $ 17,107 $ 7,407 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91 + Details Name: us-gaap_DisaggregationOfRevenueLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_ContractWithCustomerSalesChannelAxis=us-gaap_SalesChannelDirectlyToConsumerMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ContractWithCustomerSalesChannelAxis=us-gaap_SalesChannelThroughIntermediaryMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 40 R30.htm IDEA: XBRL DOCUMENT v3.24.3 Disaggregation of revenue - Summary of Disaggregation of Revenue by Product Vertical (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Disaggregation of Revenue [Line Items] Â Â Â Â Revenue $ 259,133 $ 74,573 $ 564,056 $ 270,975 Property & casualty insurance Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenue 219,036 31,933 422,700 126,532 Health insurance Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenue 32,879 33,961 114,932 115,192 Life insurance Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenue 5,227 5,341 19,308 18,321 Other Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenue $ 1,991 $ 3,338 $ 7,116 $ 10,930 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91 + Details Name: us-gaap_DisaggregationOfRevenueLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-

22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: srt_ProductOrServiceAxis=max_PropertyAndCasualtyInsuranceMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=max_HealthInsuranceMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=max_LifeInsuranceMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=max_OtherMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 41 R31.htm IDEA: XBRL DOCUMENT v3.24.3 Goodwill and intangible assets - Summary of Goodwill and Intangible Assets (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Dec. 31, 2022 Goodwill And Intangible Assets [Line Items] Â Â Â Gross carrying amount $ 53,087 $ 52,687 Â Accumulated amortization (31,499) (26,672) Â Net carrying amount 21,588 26,015 $ 32,932 Goodwill 47,739 47,739 $ 47,739 Customer relationships Â Â Â Goodwill And Intangible Assets [Line Items] Â Â Â Gross carrying amount 43,500 43,500 Â Accumulated amortization (28,113) (23,947) Â Net carrying amount $ 15,387 19,553 Â Customer relationships | Minimum Â Â Â Goodwill And Intangible Assets [Line Items] Â Â Â Useful life (months) 84 months Â Â Customer relationships | Maximum Â Â Â Goodwill And Intangible Assets [Line Items] Â Â Â Useful life (months) 120 months Â Â Non-compete agreements Â Â Â Goodwill And Intangible Assets [Line Items] Â Â Â Useful life (months) 60 months Â Â Gross carrying amount $ 303 303 Â Accumulated amortization (303) (303) Â Net carrying amount 0 0 Â Trademarks, trade names, and domain names Â Â Â Goodwill And Intangible Assets [Line Items] Â Â Â Gross carrying amount 9,284 8,884 Â Accumulated amortization (3,083) (2,422) Â Net carrying amount $ 6,201 $ 6,462 Â Trademarks, trade names, and domain names | Minimum Â Â Â Goodwill And Intangible Assets [Line Items] Â Â Â Useful life (months) 60 months Â Â Trademarks, trade names, and domain names | Maximum Â Â Â Goodwill And Intangible Assets [Line Items] Â Â Â Useful life (months) 120 months Â Â X - DefinitionGoodwill and intangible assets. + ReferencesNo definition available. + Details Name: max_GoodwillAndIntangibleAssetsLineItems Namespace Prefix: max_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionUseful life of finite-lived intangible assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: us-gaap_FiniteLivedIntangibleAssetUsefulLife Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionAccumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount before amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 928 -SubTopic 340 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478859/928-340-50-1 + Details Name: us-gaap_FiniteLivedIntangibleAssetsGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_CustomerRelationshipsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_NoncompeteAgreementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_TrademarksAndTradeNamesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 42 R32.htm IDEA: XBRL DOCUMENT v3.24.3 Goodwill and intangible assets - Narrative (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended 12 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Goodwill and Intangible Assets Disclosure [Abstract] Â Â Â Â Â Amortization of intangible assets $ 1,600 $ 1,700 $ 4,827 $ 5,188 $ 6,917 Accumulated impairment of goodwill $ 0 Â $ 0 Â Â X - DefinitionThe 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-2 + Details Name: us-gaap_AmortizationOfIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of accumulated impairment loss for asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1 + Details Name: us-gaap_GoodwillImpairedAccumulatedImpairmentLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 43 R33.htm IDEA: XBRL DOCUMENT v3.24.3 Goodwill and intangible assets - Summary of Change in Goodwill and Intangible Assets (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended 12 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Goodwill Â Â Â Â Â Beginning balance at January 1, Â Â $ 47,739 $ 47,739 $ 47,739 Additions to goodwill Â Â 0 Â 0 Ending balance $ 47,739 Â 47,739 Â 47,739 Intangible assets Â Â Â Â Â Beginning balance at January 1, Â Â 26,015 32,932 32,932 Additions to intangible assets Â Â 400 Â 0 Amortization (1,600) $ (1,700) (4,827) $ (5,188) (6,917) Ending balance $ 21,588 Â $ 21,588 Â $ 26,015 X - DefinitionThe 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI

https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-2 + Details Name: us-gaap_AmortizationOfIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_FiniteLivedIntangibleAssetsRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase in assets, excluding financial assets, lacking physical substance with a definite life, from an acquisition. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1 + Details Name: us-gaap_FinitelivedIntangibleAssetsAcquired1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase in asset representing future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized resulting from a business combination. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1 + Details Name: us-gaap_GoodwillAcquiredDuringPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_GoodwillRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 44 R34.htm IDEA: XBRL DOCUMENT v3.24.3 Goodwill and intangible assets - Summary of Future Amortization Expense on Identifiable Intangible Assets (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Dec. 31, 2022 Goodwill and Intangible Assets Disclosure [Abstract] Â Â Â 2024 - Remaining Period $ 1,603 Â Â 2025 5,776 Â Â 2026 5,173 Â Â 2027 4,140 Â Â 2028 2,336 Â Â Thereafter 2,560 Â Â Net carrying amount $ 21,588 $ 26,015 $ 32,932 X - DefinitionAmount of amortization for asset, excluding financial asset and goodwill, lacking physical substance with finite life expected to be recognized after 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). + ReferencesNo definition available. + Details Name: max_FiniteLivedIntangibleAssetsAmortizationExpenseAfterYearFour Namespace Prefix: max_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount 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. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount 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. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in second 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 45 R35.htm IDEA: XBRL DOCUMENT v3.24.3 Long-term debt - Narrative (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Debt Instrument [Line Items] Â Â Â Â Â Interest expense $ 3,300 $ 3,800 $ 10,300 $ 10,900 Â Amortization of deferred debt issuance costs 200 200 569 597 Â Accrued interest $ 3,300 Â $ 3,300 Â $ 3,700 2021 Credit Facilities | Term loan Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Quarterly amortization rate 7.57% Â 7.57% Â Â Revolving Credit Facility Â Â Â Â Â Debt Instrument

[Line Items] Â Â Â Â Â Interest expense $ 100 $ 200 $ 500 $ 500 Â Available credit under agreement $ 45,000 Â $ 45,000 Â Â Commitment fee percentage Â Â 0.25% Â Â Revolving Credit Facility | 2021 Credit Facilities | Line of credit Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Quarterly amortization rate 7.68% Â 7.68% Â Â Revolving Credit Facility | Minimum Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Commitment fee percentage Â Â 0.25% Â Â Revolving Credit Facility | Maximum Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Commitment fee percentage Â Â 0.50% Â Â X - DefinitionAmount of amortization expense attributable to debt issuance costs. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-3 + Details Name: us-gaap_AmortizationOfFinancingCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionContractual interest rate for funds borrowed, under the debt agreement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B + Details Name: us-gaap_DebtInstrumentInterestRateStatedPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef 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Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of the cost of borrowed funds accounted for as interest expense for debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-6 + Details Name: us-gaap_InterestExpenseDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of interest payable on debt, including, but not limited to, trade payables. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(15)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(15)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_InterestPayableCurrentAndNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe fee, expressed as a percentage of the line of credit facility, for the line of credit facility regardless of whether the facility has been used. + ReferencesNo definition available. + Details Name: us-gaap_LineOfCreditFacilityCommitmentFeePercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionAmount of borrowing capacity currently available under the credit facility (current borrowing capacity less the amount of borrowings outstanding). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LineOfCreditFacilityRemainingBorrowingCapacity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_DebtInstrumentAxis=max_A2021CreditFacilitiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_SecuredDebtMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=us-gaap_RevolvingCreditFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_LineOfCreditMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 46 R36.htm IDEA: XBRL DOCUMENT v3.24.3 Long-term debt - Schedule of Long Term Debt (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Debt Instrument [Line Items] Â Â Debt issuance costs $ (1,178) $ (1,701) Total debt 164,650 174,299 Current portion of long-term debt (8,839) (11,854) Total long-term debt 155,811 162,445 Debt issuance costs 661 693 Revolving Credit

Facility Â Â Debt Instrument [Line Items] Â Â Outstanding amount drawn under revolving credit facility 165,800 Â Term loan | 2021 Credit Facilities Â Â Debt Instrument [Line Items] Â Â 2021 Term Loan Facility 160,828 171,000 Line of credit | 2021 Credit Facilities | Revolving Credit Facility Â Â Debt Instrument [Line Items] Â Â Outstanding amount drawn under revolving credit facility $ 5,000 $ 5,000 X - DefinitionAmount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_DebtInstrumentCarryingAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after accumulated amortization, of debt issuance costs classified as current. Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DeferredFinanceCostsCurrentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after accumulated amortization, of debt issuance costs. Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D + Details Name: us-gaap_DeferredFinanceCostsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionThe carrying value as of the balance sheet date of the current and noncurrent portions of long-term obligations drawn from a line of credit, which is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_LineOfCredit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes lease obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b)

-Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_LongTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as current. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_CreditFacilityAxis=us-gaap_RevolvingCreditFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_SecuredDebtMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=max_A2021CreditFacilitiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_LineOfCreditMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 47 R37.htm IDEA: XBRL DOCUMENT v3.24.3 Long-term debt - Schedule of Expected Future Principal Payments for Borrowings (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Long-term Debt, Fiscal Year Maturity [Abstract] Â Â 2024â€“Remaining Period $ 2,375 Â 2025 9,500 Â 2026 153,953 Â Debt and issuance costs 165,828 Â Unamortized debt issuance costs (1,178) $ (1,701) Total debt $ 164,650 $ 174,299 X - DefinitionLong term debt including debt and issuance costs. + ReferencesNo definition available. + Details Name: max_LongTermDebtIncludingDebtAndIssuanceCosts Namespace Prefix: max_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after accumulated amortization, of debt issuance costs. Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D + Details Name: us-gaap_DeferredFinanceCostsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes lease obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_LongTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LongTermDebtByMaturityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount 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 second 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). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount 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 remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 48 R38.htm IDEA: XBRL DOCUMENT v3.24.3 Commitments and contingencies - Narrative (Details) - USD ($) 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Litigation And Other Matters [Line Items] Â Â Â Â Â Contingency reserves for litigation liabilities $ 0 Â $ 0 Â $ 0 FTC Act, Telemarketing Sales Rule Â Â Â Â Â Litigation And Other Matters [Line Items] Â Â Â Â Â Legal fees incurred $ 200,000 $ 1,600,000 $ 2,000,000 $ 3,000,000 Â X - DefinitionLitigation And Other Matters [Line Items] + ReferencesNo definition available. + Details Name: max_LitigationAndOtherMattersLineItems Namespace Prefix: max_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of expense provided in the period for legal costs incurred on or before the balance sheet date pertaining to resolved, pending or threatened litigation, including arbitration and mediation proceedings. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(6)) -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_LegalFees Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAggregate carrying amount of the estimated litigation liability for known or estimated probable loss from litigation, which may include attorneys' fees and other litigation costs. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LitigationReserve Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: srt_LitigationCaseAxis=max_FTCActTelemarketingSalesRuleMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 49 R39.htm IDEA: XBRL DOCUMENT v3.24.3 Equity-based compensation - Narrative (Details) $ in Millions 9 Months Ended Sep. 30, 2024 USD ($) Restricted stock units Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Unrecognized compensation cost $ 57.3 Weighted average period of recognition 2 years 6 months 10 days Performance-based restricted stock units Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Unrecognized compensation cost $ 0.8 Weighted average period of recognition 5 months 12 days X - DefinitionAmount of cost not yet recognized for nonvested award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Namespace

Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI 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https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=max_PerformanceBasedRestrictedStockUnitsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 50 R40.htm IDEA: XBRL DOCUMENT v3.24.3 Equity-based compensation - Summary of Equity-based Compensation Cost Recognized (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Total equity-based compensation $ 8,597 $ 14,454 $ 26,452 $ 43,943 QLH restricted Class B-1 units Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Total equity-based compensation 3 14 16 73 Restricted Class A shares Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Total equity-based compensation 66 130 272 464 Restricted stock units Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Total equity-based compensation 7,985 14,310 25,230 43,406 Performance-based restricted stock units Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Total equity-based compensation $ 543 $ 0 $ 934 $ 0 X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. 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Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. 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https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_CostOfSalesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_SellingAndMarketingExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=max_ProductDevelopmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_GeneralAndAdministrativeExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 52 R42.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measurements - Narrative (Details) Feb. 24, 2022 period Sep. 30, 2024 Dec. 31, 2023 USD ($) Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items] Â Â Â Equity securities without readily determinable fair value Â Â $ 0 Fair Value, Inputs, Level 3 | Measurement Input, Discount Rate | Valuation Technique, Discounted Cash Flow Â Â Â Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items] Â Â Â Long-term debt, measurement input Â 0.0550 Â Customer Helper Team, LLC Â Â Â Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items] Â Â Â Asset acquisition, contingent consideration, number of periods | period 2 Â Â Contingent consideration period (in years) 12 months Â Â Contingent consideration, fair value Â Â $ 0 X - DefinitionAsset Acquisition, Contingent Consideration,

Measurement Period + ReferencesNo definition available. + Details Name: max_AssetAcquisitionContingentConsiderationMeasurementPeriod Namespace Prefix: max_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionAsset Acquisition, Contingent Consideration, Number Of Periods + ReferencesNo definition available. + Details Name: max_AssetAcquisitionContingentConsiderationNumberOfPeriods Namespace Prefix: max_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionAmount of liability recognized from contingent consideration in asset acquisition. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 15 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480123/805-50-15-3 + Details Name: us-gaap_AssetAcquisitionContingentConsiderationLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of investment in equity security without readily determinable fair value. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 321 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479536/321-10-50-3 + Details Name: us-gaap_EquitySecuritiesWithoutReadilyDeterminableFairValueAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionValue of input used to measure long-term debt. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_LongTermDebtMeasurementInput Namespace Prefix: us-gaap_ Data Type: xbrli:decimalItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel3Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputDiscountRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ValuationTechniqueAxis=us-gaap_ValuationTechniqueDiscountedCashFlowMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AssetAcquisitionAxis=max_CustomerHelperTeamLLCMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 53 R43.htm IDEA: XBRL DOCUMENT v3.24.3 Income taxes - Narrative (Details) 3 Months Ended 9 Months Ended Sep. 30, 2024 USD ($) shares Sep. 30, 2023 USD ($) Sep. 30, 2024 USD ($) shares Sep. 30, 2023 USD ($) Dec. 31, 2023 USD ($) Income Tax Disclosure [Line Items] Â Â Â Â Â Effective income tax rate 2.60% (0.50%) 3.10% (0.60%) Â Statutory federal tax rate Â Â 21.00% Â Â Conversion of stock (in shares) | shares 0 Â 6,496,800 Â Â Stockholder's equity, exchange ratio 1 Â 1 Â Â Deferred tax assets, valuation allowance $ 125,200,000 Â $ 125,200,000 Â $ 95,100,000 Liability on tax receivable agreement 0 Â 0 Â $ 0 Unrecognized liability on tax receivable agreement 121,000,000 Â 121,000,000 Â Â Payments pursuant to tax receivable agreement Â Â 0 $ 2,822,000 Â Tax Receivables Agreement | Related Party Â Â Â Â Â Income Tax Disclosure [Line Items] Â Â Â Â Â Payments pursuant to tax receivable agreement $ 0 $ 0 $ 0 $ 2,800,000 Â X - DefinitionIncome tax disclosure. + ReferencesNo definition available. + Details Name: max_IncomeTaxDisclosureLineItems Namespace Prefix: max_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionLiability On Tax Receivable Agreement + ReferencesNo definition available. + Details Name: max_LiabilityOnTaxReceivableAgreement Namespace Prefix: max_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLiability On Tax Receivable Agreement If Determined Probable, Unrecorded Tax Liability + ReferencesNo definition available. + Details Name: max_LiabilityOnTaxReceivableAgreementIfDeterminedProbableUnrecordedTaxLiability Namespace Prefix: max_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPayments For Tax Receivable Agreement + ReferencesNo definition available. + Details Name: max_PaymentsForTaxReceivableAgreement Namespace Prefix: max_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionStockholder's Equity, Common Stock, Exchange Ratio + ReferencesNo definition available. + Details Name: max_StockholdersEquityCommonStockExchangeRatio Namespace Prefix: max_ Data Type: xbrli:pureItemType Balance Type: na Period Type: instant X - DefinitionThe number of shares converted in a noncash (or part noncash) transaction. Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_ConversionOfStockSharesConverted1 Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount of deferred tax assets for which it is more likely than not that a tax benefit will not be realized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-2 + Details Name: us-gaap_DeferredTaxAssetsValuationAllowance Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPercentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231 + Details Name: us-gaap_EffectiveIncomeTaxRateContinuingOperations Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionPercentage of domestic federal statutory tax rate applicable to pretax income (loss). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.1.Q1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_TypeOfArrangementAxis=max_TaxReceivablesAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=us-gaap_RelatedPartyMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 54 R44.htm IDEA: XBRL DOCUMENT v3.24.3 Income taxes - Summary of Our Income Tax Expense (Benefit) (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Income Tax Disclosure [Abstract] Â Â Â Â Income (loss) before income taxes $ 12,200 $ (18,596) $ 15,286 $ (52,932) Income tax expense $ 312 $ 102 $ 469 $ 330 Effective Tax Rate 2.60% (0.50%) 3.10% (0.60%) X - DefinitionPercentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231 + Details Name: us-gaap_EffectiveIncomeTaxRateContinuingOperations Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionAmount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6:

http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 9: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 55 R45.htm IDEA: XBRL DOCUMENT v3.24.3 Earnings (Loss) Per Share - Summary of Calculation of Basic and Diluted Net Loss Per Share (Details) - USD ($) $ / shares in Units, $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Jun. 30, 2024 Mar. 31, 2024 Sep. 30, 2023 Jun. 30, 2023 Mar. 31, 2023 Sep. 30, 2024 Sep. 30, 2023 Basic Â Â Â Â Â Â Â Net income (loss) $ 11,888 $ 4,420 $ (1,491) $ (18,698) $ (19,980) $ (14,584) $ 14,817 $ (53,262) Less: net income (loss) attributable to non-controlling interest 2,406 Â Â (5,196) Â Â 2,828 (15,208) Net income (loss) attributable to MediaAlpha, Inc. $ 9,482 Â Â $ (13,502) Â Â $ 11,989 $ (38,054) Weighted-average shares of Class A common stock outstanding - basic (in shares) 54,909,772 Â Â 46,229,672 Â Â 52,293,622 45,095,417 Weighted-average shares of Class A common stock outstanding - diluted (in shares) 54,909,772 Â Â 46,229,672 Â Â 66,087,041 45,095,417 Income (loss) per share of Class A common stock - basic (in dollars per share) $ 0.17 Â Â $ (0.29) Â Â $ 0.23 $ (0.84) Income (loss) per share of Class A common stock - diluted (in dollars per share) $ 0.17 Â Â $ (0.29) Â Â $ 0.22 $ (0.84) Diluted Â Â Â Â Â Â Â Net income (loss) $ 11,888 $ 4,420 $ (1,491) $ (18,698) $ (19,980) $ (14,584) $ 14,817 $ (53,262) Add: incremental tax benefits related to exchange of Class B-1 units Â Â Â Â Â Â (223) Â Net income available for diluted common shares Â Â Â Â Â Â $ 14,594 Â Weighted-average shares of common stock outstanding - diluted (in shares) 54,909,772 Â Â 46,229,672 Â Â 66,087,041 45,095,417 Income (loss) per share of Class A common stock - diluted (in dollars per share) $ 0.17 Â Â $ (0.29) Â Â $ 0.22 $ (0.84) Class A Common Â Â Â Â Â Â Â Â Basic Â Â Â Â Â Â Â Â Weighted-average shares of Class A common stock outstanding - diluted (in shares) Â Â Â Â Â Â 52,293,622 Â Income (loss) per share of Class A common stock - basic (in dollars per share) 0.17 Â Â (0.29) Â Â $ 0.23 (0.84) Income (loss) per share of Class A common stock - diluted (in dollars per share) 0.17 Â Â (0.29) Â Â $ 0.22 (0.84) Diluted Â Â Â Â Â Â Â Â Weighted-average shares of common stock outstanding - diluted (in shares) Â Â Â Â Â Â 52,293,622 Â Income (loss) per share of Class A common stock - diluted (in dollars per share) $ 0.17 Â Â $ (0.29) Â Â $ 0.22 $ (0.84) Class B-1 Units Â Â Â Â Â Â Â Â Basic Â Â Â Â Â Â Â Â Weighted-average shares of Class A common stock outstanding - diluted (in shares) Â Â Â Â Â Â 13,793,419 Â Diluted Â Â Â Â Â Â Â Â Weighted-average shares of common stock outstanding - diluted (in shares) Â Â Â Â Â Â 13,793,419 Â X - DefinitionAmount of increase (decrease) to net income used for calculating diluted earnings per share (EPS), resulting from the assumed exercise stock options, restrictive stock units (RSUs), convertible preferred stock of an employee stock ownership plan (ESOP), and other dilutive convertible securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_DilutiveSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareBasicAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive

potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareDilutedAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of Net Income (Loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 55 -Paragraph 4J -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4JReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B + Details Name: us-gaap_NetIncomeLossAttributableToNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities, and addition from assumption of issuance of common shares for dilutive potential common shares; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40 + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersDiluted Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI

https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 31: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4J -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4JReference 32: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4K -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4KReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-2Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_ProfitLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=max_ClassB1UnitsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 56 R46.htm IDEA: XBRL DOCUMENT v3.24.3 Earnings (Loss) Per Share- Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share (Details) - shares 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Potential dilutive shares (in shares) 15,367,736 22,550,055 3,757,754 22,550,055 QLH Class B-1 Units Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Potential dilutive shares (in shares) 11,609,982 18,155,446 0 18,155,446 Restricted Class A shares Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Potential dilutive shares (in shares) 0 52,573 0 52,573 Restricted stock units Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Potential dilutive shares (in shares) 3,664,754 4,342,036 3,664,754 4,342,036 PRSUs Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Potential dilutive shares (in shares) 93,000 0 93,000 0 X - DefinitionSecurities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=max_QLHClassBB1UnitsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=max_RestrictedClassASharesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_RestrictedStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=max_PerformanceBasedRestrictedStockUnitsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 57 R47.htm IDEA: XBRL DOCUMENT v3.24.3 Non-Controlling Interest - Narrative (Details) 3 Months Ended 9 Months Ended Sep. 30, 2024 shares Sep. 30, 2024 shares Dec. 31, 2023 Noncontrolling Interest [Line Items] Â Â Â Conversion of stock (in shares) 0 6,496,800 Â Stockholder's equity, exchange ratio 1 1 Â QLH Â Â Â Noncontrolling Interest [Line Items] Â Â Â Non-controlling interests owned 82.60% 82.60% 72.30% QLH | QLH Class B-1 Unitholders Â Â Â Noncontrolling Interest [Line Items] Â Â Â Ownership interest owned 17.40% 17.40% 27.70% X - DefinitionStockholder's Equity, Common Stock, Exchange Ratio + ReferencesNo definition available. + Details Name:

max_StockholdersEquityCommonStockExchangeRatio Namespace Prefix: max_ Data Type: xbrli:pureItemType Balance Type: na Period Type: instant X - DefinitionThe number of shares converted in a noncash (or part noncash) transaction. Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_ConversionOfStockSharesConverted1 Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_MinorityInterestLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe equity interest of noncontrolling shareholders, partners or other equity holders in consolidated entity. + ReferencesNo definition available. + Details Name: us-gaap_MinorityInterestOwnershipPercentageByNoncontrollingOwners Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionThe parent entity's interest in net assets of the subsidiary, expressed as a percentage. + ReferencesNo definition available. + Details Name: us-gaap_MinorityInterestOwnershipPercentageByParent Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - Details Name: srt_OwnershipAxis=max_QLHMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: dei_LegalEntityAxis=max_QLHClassB1UnitholdersMember Namespace Prefix: Data Type: na Balance Type: Period Type: EXCEL 58 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 ( )&"9%D'04UB@0 +$ 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 " "1@F19%A[=[^X K @ $0 &1O8U!R;W!S+V-O&ULS9+/ M3L,P# (=?!>7>NLD&AZCK98@32$A, G&+$F^+:/XH,6KW]J1EZX3@ 3C&_N7S M9\FMCE*'A,\I1$QD,=^,KO=9ZKAA1Z(H ;(^HE.Y+@E?FON0G*+R3 >(2G^H M X)HFCMP2,HH4C !J[@06=<:+75"12&=\48O^/B9^AEF-&"/#CUEX#4'UDT3 MXVGL6[@")AAA'MZ?)G7K:S/ MI+S&\BM;2:>(&W:9_+K:WN\>6" <:L:XXKYKU3G I&BENWR?7'WY781>,W=M_M;'P1[%KX=1?=%U!+ P04 " "1@F19F5R<(Q & "<)P $P 'AL+W1H M96UE+W1H96UE,2YX;6SM6EMSVC@4? N^OT'AG]FT+QC:!MK03621A'^_1S80RY8-[9)-NIL\!"SI^\Y%1^?H.'GS[BYBZ(:(E/)X M8-DOV]:[MR_>X%#BVR]*+ M41B1%G\@M MNN01.+5)#3(3/PB=AIAJ4!P"I DQEJ&&^+3&K!'@$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' MHYI9";V$5FJ? JH,@H%\;D>/N5Z> HWEL:\4*Z"">P'_T=HWPJOX@L Y M?RY]SZ7ON?0]H=*W-R-]9\'3BUO>1FY;Q/NN,=K7-"XH8U=RSTS0LS0[=R2^JVE+ZU)CA* M]+', <$X>RPP[9SR2';9WH!TU^_9==N0CI3!3ET.X&D*^ VVZG=PZ.)Z8D;D* MTU*0;\/YZ<5X&N(YV02Y?9A7;>?8T='[Y\%1L*/O/)8=QXCRHB'NH8:8S\-# MAWE[7YAGE<90-!1M;*PD+$:W8+C7\2P4X&1@+: '@Z]1 O)256 Q6\8#*Y"B M?$R,1>APYY=<7^/1DN/;IF6U;J\I=QEM(E(YPFF8$V>KRMYEL<%5'<]56_*P MOFH]M!5.S_Y9KF4Q9Z;RWRT,"2Q;B%D2XDU=[=7GFYRN>B)V^I=W MP6#R_7#)1P_E.^=?]%U#KG[VW>/Z;I,[2$R<><41 71% B.5' 86%S+D4.Z2 MD 83 >LX=SFWJXPD6L_UC6'ODRWSEPVSK> U[F M$RQ#I'[!?8]*@!&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$L#!!0 (M)&"9%FPHC'E4P8 (\D 8 >&PO=V]R:W-H965T&UL MM9IK4^,V%(;_BB;M=-H90BPY-[:0F9"%+=-EER7TLNWT@["5Q+.VY& .1B-- QD2)U5EO M3M\MW*D)R)_X/1#;]-DQ,5;NI? QF3J[\LYYC2B1"X6DCP>'?@UB(,#1*4(Y_M=Z*]\C=-X//CO?IE;A[,W/-4+&3X1^#KS5EOVB.^6/$LU+=R^XO8&1H9/4^& M:?Z7; (MGA\,>\;)4RV@7#"6(@KCXSQ]W%?$\8%H3P'8![%4 K?L%=Q?@YD:+ MDN6VWG/-9Z=*;HDR3X.:.Q+.:^!-R+6.]2& MMC1W4IH[:6+N5JR#5$,#:O*)1]89AL^!&\H+UCFT]4H:5/ZE3# MJ]/$*11.*LC.?/PX(DL-79)(118RB[5Z@O^^U?X!]?<7-L=X4%O+SXB"-K%\ MQQ_)E0]=- %@%7C%NUN?Q %S;&]77'+B.&0)T+TAE\#9 &AP$PC/:AY5:FN^PB.*\@=N_FXKK>9QR646 M0.<8#QVKW2YPB%8\1'&B>6UW8X%'MS5; MD1+%^>:UV? *M=:/D0Q![]LS&-1=SJ]$ND(E6S$1QU'EM]$:FFH?DKR"I?S'C MBBM!>-QL9 M8[!T0,2EX_Z8C<96?UW0$JUPB>*0_-'$8S(2RV];T?D>^? 8H23ABCSP,!,D@2$G7Q&PUD471,4JHF(X\P#P M^T&\)LNGZ%Z&MBHX(']_].ZKM %-;&*FAB../LV)1>/WH;#F%"+Q >$/GU= M6JD0#VOKKZ(DUHB2%IE29MI6S-7R=H11);.N/!U0_&H?-/&HMCXK(&*-@.@J MUD(5:Y1F_LWWQJT^<<4ZGUV0$*M(B#4B(3,_A6D,@,%:*NL+Z8#.W/, ? V!B M)/Q"S.JU"Q!B%0BQ1B"TC'@8DO,LA=NI/6-QG=J%!CRNK;^*?U@C_KF(A%J; M+OD!%&#N 6-$PF-[H^*"]4:[P!]6X0_#Z67?D!L!#8G9: [E@A,>UM5=A$,,) M9AZ)V,]7Q2Y#OK8:PP7JC77!/ZSB'X932[G:=QFDAO2^"D"52[AH[X6X6.V' MA2ZXQJVXQCVPEO/*XVX!M];E ;DO5D['@]IZK"#';,0TM ";"BQ>Q;YX)+* M:Q\\(.7 #&M*I^[4[K,+V'$KV'%Q--E3SO-TQ5;B#\CU^Y3U7>LJ+A[9UNBS MKV,XF[R<3EBMO>W'L"Z@QZV@QQUV\#7PC>!E5P- =H)!;H9#;"(5>3A^7^<=C M\CG3J>:QF9U9Z^&-(&=7#X7:*%9J.1<^(P9WHZ>+!YK'#(Q>FE2.IS M+*G?"&-V5KJ (K>"(G?205* $>GL:J +;G(K;G(;? 6MKE=1O!$:[>IC^+ZDI M'4V&#CMYE=2#9UL^#+;G.V%2XIGO2<7NC_)JN=MFGN\Q&52/%UMUKKFA_I2$ M8@6ASO$$?EX5NU^*$RV3? /)O=1:1OGA1G!?*/, W%])J?HV,9"XV%9@[8*FW3[3$FT3I417 MI))VOWY'R;$LB:*3S5\2R;H[/0]YNN=.NGJ4Y5>U84RC[[DHU/5DH_7VS72J MT@W+J;J46U; E94L ML+L2J2K/:?GCE@GY>#W!DZZ:_;.]*.)ONHV0\9X7B MLD E6UU/;O";A>\;A]KB+\X>U<$Q,E264GXU)^^SZXEG$#'!4FU'4/CWP!9, M"!,) <'S;!9WL[VD<#X^?HO]:DP:8WUY-D@C*VHI70G^3C[VQ' M*#3Q4BE4_1<][FR]"4HKI66^.B$<"B_O"[?Z.I>".:W>_ZSX%OGO29$^:U/'\,=)56;)"(ZH4\+31 M:?P#N[]YM-ZH+4W9]02>'<7*!S:9__P3CKRW-G(G"M:AZN^I^J[H\P55&P2; MAE)SP+Y5_($*X&YEW82*ZE#F^7^8^\3W8,,>#ND,K7!,8KRWZN ,]C@#)\Z; M-)45P(+2D#+ N!3L'!50QN0*40'%IDY,*%LH+5G&-1(2-D^9RV?XW"-Q3?(L M].-S"*&VK"X/XH>-9H,D/"1 H@3W>0[-('KLVWF&>YZAD^==R;:49XA]AT)L M"!C84F\8$#N:E>$ $9GY40_VT,@/RN@L=CCT9V1D0_&!@.)GB8G@=,D%UYS4<>)3 M2LJIHG4YM_J)G9K55NLM_6%*M94P&2ZX-POCN+\Q0[LP(O%(1N- 6^+!;^0!C M6;&VTEHQ^D., 309?8@6LT[%Z$)L-0^[1>\I=;:RK'M:$#,AB_6%9F4.O>C2 M6KWP4)>29% F+%88)P>5N NYE2_LUJ^N$AS+^:$689]$N%]J+7;Q+"8C+05N M50N[9>N/SF+N^XFTN^Q6Y!8E"\,$XSYRJ^(%P5A5:<4,N]6LJ;)&U:O__0-UYIU51XCE%ZE[+ M].M&BHR5ZA?T"N9OSBV>=$T;J\6W$F3B$T[?:*P=.>(656X!R= M>9<>!MDJ$)' TH6,^R1V4BE)ZWZ$[?Z?Y3%A:F; MI80'!K*?%R!.3-DW8"CJL $D[(N_S2X)L#^B_J15?_*!*>*UN5]\%+[R%OM8QEH>4>-^R]*;49)7W6F!Y]6S'>M#[1<\T(AP5;@ MY5W&D,!E\ZFH.=%R6W]M64JM95X?;AB%#3(& <'TE8=#8G9@/./L/=O-_5!+ M P04 " "1@F19P^\F*7T# "_#@ & 'AL+W=OV^F!0MV^YK%TZ"56,S MVR3;/OVU#26A(82TZXL&PSG'OV/\\,B3K9#/*@'0Z&? *N)IZB=;9G>^K*(&4 MJ!N1 3=/5D*F1)NA7/LJDT!BEY0R/PR"H9\2RKW9Q-U;R-E$Y)I1#@N)5)ZF M1/YZ ":V4P[+S>^T'6B[0U_- LG(&I:@OV4+:49^526F*7!%!4<25E/O'M_- M\= FN(CO%+9J[QK95IZ$>+:#?^.I%U@B8!!I6X*8GPW,@3%;R7#*(MZU9PV MSP MUD-1KK1(RV1#D%)>_)*? Y4+L)>#^D82P3 B[)O3*A)YKM"!S;3T23683*;9(MVFA3S5ZXM7'9IAO*[6M<:FF>4I.G9W/!E6 T)AIB]$ 8X1&@I2VGT.6"2. Z M 4TCPJ[01_1M^8@N+Z[0!: (KN8&GNO M8N^ULB_,M@=IZ)#9*]'S-\$9^-VD M6Y:L?4H&N(F\(;(_ZK>![QDV/@/\#"67=;O0'T:>H-\Y+6ZWVD+;#RW:;B]P MKKC_5+5ZNSMSQNWN_"Y]XT[>?"]JCK]S9]QXYU"Z_@[@\;R M#OTFC1^Z+S;;H8F\(7*,V\!W?HW;#?OM&C\TXV/T#9'-]/[>Z<(>[3X3N:9< M(08KDQK 8 >&PO=V]R:W-H965T&ULK5E=;]LV%/TKA%<,+5#'(D7J(TL,)+:W]:%KT+3;P['QJ)C M(9+HB;23_?M1DBW9Y)6:,GZ)+>7P4.? >R\LC\^I9ED]J+81&+WE6J.O16NO- MY62BEFN1%J/I57WOKIQ> MR:W.TD+8Z_]Z2C=LYJX/'W _O/M7@CYH$K,9/9'VFBU]>C:(02L>+; M3'^6S[^*O:#Z 9; M>*5%52CWNC3_3H6*:+/?SW3;SD9[Y?/11%GJMT*)(1 *,GP^/ MCP?&3XSV-@#D$(!;,DAX+S87R/?>(^(1"CS/[/7#?4C._YM]\9]G/PF&WU:# M7_/Y/7P? BJ7,15<'Z,^;!Z5+LYK_@E+=D%&8K&IQEVK#E^)Z9'J8$N5.C*8_M_H #[R;G)%N**PD)4&;DF"P[JJ45)M V5]_#0$[K@4< MQUYHU9\+"P@)+=3<1=$@I@&SZ@^8DP2,]M1?V(H-!\7>\TPT]6?,TI.HZ@\2 M'+I*:&RMD!D PAZVU+H@' 5>9(D%4''D$5AKU&J- !K7>E3+9+K4Q4SOC$C=5 MEX>T1L[?F=3W9.>K"WJ'^>@"0" BV*?$"L" (SY,8OLQ ,X'V._;TGC(V.+ M!Z.P]S)O,ZG4.[0J97X(A'&T8 "PFUKFK,H9 !M7%1W; 7!QA%)[XUU =-3S M0Z]'/^GTDT']G_1:E.AM6H?AW2'U[U$AP 6_9SN5Q>SJ!U&>9TN'4'&(;>DN M#..@+_&=A\6#ALPD7@NS(>J#9%"M[U8="XBM%D#%U-ZZ !3&F-G='(3Y<=@C MMS.(>-@A- JM=UMG^9I*I*XBZ%0Z@(E>VBXIQ9+.$0^Z'VMU M/XB5+ 5J:AUI_M+3XACP,,0NWQD &^.(.3L;1,=(9'MFB(X1TS)[8M!9-#SL MT3ZT<@=+W? 5,/G8JW05ASVGIH$FSU0+3^7W-K#-H>-BA_2;T(;M-RD&E@&'" M4>24MPLSZ0UB>P^'Z&B$G0H'Z(Q7ZBWQSJCA8:?F:$9[KO?&!P7(=%J&>[5P U9MBM?(LLNWA B(S"^2HWYQ&IK-U M>-C7?3LR'T62\IMLL^;OD5DF%V!$8N=E-J:1LS)F+YCUNEG&ET(UQA7DN"Z2T7#Y!02&# MUO) [WZW/RC8_*]OB7&RG^>KL*1FVI[=JBY?8'/;TX5'A>-= MV,UH!J#&W@6QO2E(1FQK"I-%?:7:.5,R[$SG:;:M?F[^#O'D5>)=%"@>(K/? M7Q8P6:_XSIV2X9]8_ZB/+HQZOC,O(X^B4:WZUBB26ZVT>8OK^4V"G/4WV+.R MS<_*MC@7VVG>.IM-AFUVMUZ;A,%UZKI=1F,O#D-[6P&0-" D#FSD'.(T0#]P M2Q;@9%[,*.YYR2"=W2;#=OM0M6.W:ONJ%8U1M=]"(4XX:I.C8[9^V9Z@W]&PO=V]R:W-H965T&ULQ9UO<]LV$H>_"L? M])J94TWB#PFV MCF<:B4!S<^WDFK;WXN9>,!)M:R*)KDC'Z;<_4E8$ 5B"0K3.]45CV/]?9]M5YK.-FH?UNMS^ M]:I:U8\O+Y*+3[_X=7E[U_:_N+R^NB]OJ[=5^_O]FVWWZ?*@LEBNJTVSK#?1 MMKIY>?%C\KT2O#]@9_''LGILCGZ.^E-Y5]? O^P^O%R\OXCZB:E7-VUZB[/[Y M4$VKU:I7ZN+XE4TUK5?_7B[:NY<7XB):5#?E MPZK]M7[\J=]?T"[>;UJ=O^/'O>V\44T? VC:>KT_N(M@O=P_5M^W%^(HP,2 M.G V1] K ,H&SB [@^@IQ[ ]@8=V%&TU79--&/T?SIETW_2T!R%BSY:DRR\$O^N%@L^TY7 MKJ(WY7(Q>;V91-/R?@F?LAP1F\\?U@^K7;(63XD 1)1?Y)>Z#Z'>M-MZU?WM M-GJ]::MMU5A2EUU+.C0GNRLV\BK[MVD9S5W;Z M+Z*RC6;5_+N()G^/2$P(U%2\^OW _'US7\ZKEQ?=R-M4VP_5Q?4W7R5I_ /4 M@)[$^$ZL'Y0_7#.:\CBE[.KRPW&S< T3(7+.TDX# MTWY*JI\TTZ.+/A%I+*S<3%TS1C,K?ZY-(G(K=8!.RCFQ,BR!J)@@"2.FG0+L MLCC.DX.9<279X4JRW7%TX$J^WLR[&453]0/MTT\O^M$5'(O_\VO7@:/NCOQ8 M;A?_A:XPP^Q,F&(S3+$"4TQBBBDD,:,I\4- 3XMY.67RF@,Z?,U!J@!IXVK1,O0&%CA>88H4;^X1:=PN)Z5"Y#H_\&?G,#OG,O/G\ MH\M7G[LNG7WJMLMY/R=\ZKH/FV4W@Q_IP%[YT Z<.>? 7W<=W=WVC!V/Z+##% M)*:80A(SVH4XM MQ7KN VH(8[RD5FZ]887FU@UH8OF3F/X4DIB1L?R0 ML=P_,N\FIRSZ4? >^VC1EOV*$,I6[=TI&8WO&['48.O)BBA50_(3;8R^F M2^6Z9!P>>Y-80Y/8F[.WNW$U>ERV=W?5:A%U-\JV_/CTN9ND[SK@)OKP.7UQ M[]F^XS916P]. MLN"D)\ 52YQ^[8\A..F8:@6JFD154Z.7UTRZAEV)GW;]4K5=7KLQNUNNK^H& MGF@E+EN:) (P[F,/O*SBYF&H%JIH$KTA,4NL6KR [1A,QD#8-JQ(_K2HV"P^A M_+G<'K 5!1/J50^=.N_5C/L3(ZE(N3W# BP3(00 *5$CE*AJ"DO-S+W&:XD7 MN=BY/RG?S&V&0F1Q:G=@Y@)&1NTDND8NJ00\LDRPW)XG09&QG+!8V#T),,PX M(P.+T$0CIL3/F, [G_7X'P;W)A40#Q!^P'$#^J!%*5#6%I6:F7T.EQ$^5/H_[M)P!_@<#_WLY/_@CH.Y'D'V#T4&PG_(T$/_$XUUDNP+\O\$E?*@JLU0U0I4 M-8FJIK#4S":EB5#B1T*GS5(!Y,(I28G=)S&YRPQ5K4!5DZAJ"DO-; .:,24C MD,D[Y7U;W7]HO@E 04&3@&A(R]*PAB<8QA'[! M*2]!I3.H:C-4M0)53:*J*2PULTEIRD-&*,]SEK[X?0>W,!?-9&GJ5K\ =A/(ML$ -3Z*J*2PULUEH6D6>L2(*; HN1+*?G.]-C@=K8:?6-9D(.ZM]1--:&R/ MYJAT"7!J^#33H*D1\5.CLVM7_/K!/=!E.8*0A-FD"=5K@:HF4=44EIK9/C0# M(V?6-H%MPJU!A4(50+G-DOTAA*8<5:U 59.H:FKLZIHIUV"+ M^L'62<\)*%1*D^?"OM?Z?07G%K54"55-@E>$$9ME*\B.I_G R$TUD*)^(.5' M^_]XV/A1KU\]="Y- >K$!4^%#*7)G@.4 VD>-4**J*2PU,_='K]T%53*=E&^W MBFB2,YH[;]T!K\O9A;HSP,A%^X!')G)![?LG%!F/T]0.34&&F3B>=IF74V,C MRKX@B:2HG A5;8:J5J"J250UA:5F-BF-G*@?.9W-.OSZP:W()3H92XAP1F=, MKP6JFD154UAJ9OO0+(R>R<+ -C'^\AUURZ*<=Z91>180TR2S1WA42H6E9F9.

M4RKJIU1!K(.Z)"AAC#LW7=0**U2U CX%9A-H5*<*=#IPF]>4BOHIU3.R#@J4 M4>6IS3K\\06G&15IG70&$M6GPE(SVX-F7]3/OG9[H1Q8Q\VV7D?_^N=/WWPE M2)+]T$3K:OVNF_F!Z0;JD^Q*E*G?>W"V4DN?WBI=]7<&Y1P1:J MF@2O".6Q70L/V?'AGJK!%CL';(W6,/K50Q=.# !;<,TJ8#D ME CE*A]"DO- MS+T&6RP4;(WG&P);0,TJ@_:!42.4J&H*2\U,OX90+/0MO9-2 M#I0V+NAD_V\[H98#.QC0K U^[I MN(T-_=<@.&-0B=2Q4S,5FA0Q/RDZ^VF.7S^X'P(OTL69^ZP=U6N!JB91U126 MFKGAIH9+W ^7/NMI#G>IA]T=N?L*G9UC?V2A.09BFMBS,%2/"DO-S)QF1-S/ MB(*>YG"7> @N[/(VO\?0>1BJ6@&>0<;M#*.^N ?XS. !F6M&Q/V,Z!D?Y7!H MEZ+$*>M M*\B,9@-[L/&CO0\V!F83M2J*]PI%H03;M?,)8)CQ/JXDC4""6J MFL)2,W.OX1D?V8O-4**J M*2PU,_T:#W$_'OH\N,^A,A\ [G,7\KAP'S!RX3[@$83[4&0@W(<,/7"?:\K# M\R\(]SDJ\D%5FZ&J%:AJ$E5-8:F97[ZAP5#J!T,G35%3%[HD3"36'&3J=Q7: M!%#5"E0UB:JFL-3,)J)4SI"F$XN9P%G0'[UT&$D=5D,YW$>$V>R!%@F"<]8 M[-RC42.4J&H*2\W,O<94:5 ITTGY!M@-SU-B+UA3=S,HSNU'-8!1=^NU\^=Z M[)8VW-Y^2H*1)3'/[*4C;$CXP.(QU8PG#?VZN=#UH]]!<&^""H']2-@.;!^ M1(U0HJHI+#4S_9KWI*'53">E' 9T!)R;^=?0@)&[A(2\ @N(:'(P"4D9.A9 M0J::QJ3\"\YX4U0X@ZHV0U4K4-4DJIK"4C.;U-'WS3WC%\Z-/4;W^PYN8<#7 MLS&:"Z>EC-AETC-4 MKP6JFD154UAJ9OO0("P]L]P);!-N49+3'7-WBF7G&)5, 3%-[&('5(*2\W\MM!4_MZ*,#J>*%N)DRCLNR< MPJ7C[== "NE7#UTQ94#A$LM(3KE='@Y8#CS&08U0HJHI+#4S]YII9:&%2^/Y MAJI^LCQS.B]0N.3L0 X8N8]Q(\L9WENKW>@R#B)8VY39]"0'C_N,2^G)D'9 ME_RNNPRUB E5;8:J5J"J250UA:5F-BE-M+)G)EI^_>!6Y!(MFL;"[F(S5*\% MJII$55-8:F;[T$0K>P:BE8T3KPP=XU'5"O@,;-2!ZE,!/@?N\4(3+?%_(UH"W'C;_H*SJ3_ MX"RC$JW33D&B.E58:F:+T$1+^(G6>9!##5%SM[5_@B"4XY*M5#5)*J:&KFX M9L(UU1)^JG42XA! 853_Y91V9E'I%:I:@:HF@0N2,_NAC *L"(L'0*305$KX MJ=29M:I^]=!)M#*J.!:57]V7M]7/Y?9VV=W'5M5- M=V#\74^HMLO;N\.'MKY_>=!=<=_5;5NO=S_>5>6BVO8&W=]OZKK]].&RTW^L MM^]W/J[_!U!+ P04 "1@F19L6N4Q1* 95 & 'AL+W=O.HVI4T6=5)VWQ$'&<\ MVB99,9A?UZ_=E_-KMN=Y5M#[$E7[[38I7S[1G#W?#/#@]86OV>.&RQ=&\^M=M\D@?*/]C=U^*9Z,#995M:5%EK$ E7=\,;O%5[$YD0AWQ[XP^5T>/D;R4)6/? MY)//JYN!(VM$7,PRJ>@= MR_^3K?CF9C =H!5=)_N\E.55_3]Z;F.=4KW%6?;-EG48)L5 MS=_D>_M!'"4(CCF!M E$3?!.)+AM@GMN@M.LVS5&W99#P9'Y=LF=4RFA!DP]J0=39H@FS0FKW@9?BW4SD M\?D=*RJ69ZN$TQ5ZX.*/$":O$%NCNZ3:H$B(NT)#],=#@-[]_![]C+("_;YA M^RHI5M7UB(LZ2-(H;X1,DKY_@)V(E/M#=1^0Z'Q!QB&>HT)T]_4M2BG1\,CTXOW37D!Z>7[HI M/?I[U[X>Y6/[>D!34]5OM>2[N&[X-8\]]1W00I^70M^7;(M$@-$F?"L>&QZ MV(QGU*CXANJ9J7+PN:IV24IO!F)TJ6CY1 ?S7W["8^=7DUH@80$D+(2$19"P M!20L!H+U%.@=%.C9Z//?Q&0E*U*VI>A=SJKJO4EN#6)<(^34Y&F.\70ZO1X] M'>M(CQIB;X;[48$I:CJ>*;#0"/.G7C\L,M3,F^))/VIA@/DN&9-^6&S]I/[/ M=O /[>!;>X+;U7_%T-N,A)R).5K*BC3+*2K4!I)ORQ=3V7?L2O:4B5$%+5^, MG<>5J3E]R-X#$A9 PD)(6 0)6T#"8B!83[7C@VK'UMXC_'.?\9>AG,JOD-"H M6-]42;U"H-_E8VJ2GQ5YJ?P@80$D+(2$10W,/^K!R-CSE0YLH4=Y[LQSE6X. MJ&(]P4P.@IG8AQM6#.N.*Z=",S:56#F7J@02%D#"0DA8--':WY^-%8T88AQE M\(V!*M53R/2@D*E5(0$5T#3K]2)(/!0CG1C?^ L2JT!$1;^SDX.E23E6_J7* M@80%D+ 0$A9--55@=>:VT&/(Q%>4U2IGG)F!^7,K,JYW;*29W\URF%K,6OB M2?&8+<4D*JDJRHTKJ9E^X6/'46:VUG(O%8&AQ(E:8@A98J27Z$V).D?6@WRL M3O'CF3:1'L^.9MN]9L-.9P@Y%S72WJO9)D5(QOZC,;=CB M>\K4VM!>ATL;\9PB0] B(T.1_GBFM*(I:*8T=0Q5KWYS'_E_V-K[)"ME M[RT;6[8JVE*^82OQC7VBS2+(V,Q6[*4=.R@M *6%H+2HI1UKPE%EHX=@SQFK MN@&J5E\WI-,-L>KF3G0)&4=R$6QVQ>SY%PL$DA:TD)06M32^GV_UK/H04-" M'%4B0!7K2Z2S4['5*YO_GGR7U@G-GI)ZV'\L:7UW >59LLSR3$X?.Z/%J"%0 M:Q64%H#20E!:U-*LG8P>HO4P;V&%XLX+Q9[=CM^("2.MY VG(S.MGCO6RXY7 M%9TRUC"0@]B*!Y(6@-)"4%H$2EN TF(H6E^2G2V,K?[=_#9-V5Z:PEVW9E0> MJ*<+2@M :2$H+6IIO5%MXOICK>_2X\@$C[69]5N8L;AS8['=CKTOJ9A:KUYM MDZ;38GQ#2Y3NQ8I*#(2G5\)V]L42C5F06DA*"W"NNOJ>^KJVA#D.OY,E<]; M6+.X\V:QW9S]9ZT4BT) /5E06@!*"T%I$=8]5U=USA;G!,50]>H+I+-FL=V;M/0Q&N^3EY$@$:K^"T@)06@A*B![NK_HN4>^++PQA0^P3[28/5.7Z2NFL6/P# M+S9-RSWM1B*C4B!-SCM06@!*"T%I$=:M6C$74>\%&J(P=E5#%ZIF_7ULG?-+ M[,[O;^?N8S#IQ\Z^5#^@M "4%H+2(J)[Q"YVU1YD80C#WLQ5I[Q0=>LKJ#.3M";8OV94==(V%?(9X0,UD4%H 2@M!:1$H;0%*BZ%H?2EV_C2Q^]/W^S+=)'+9 MQ=87W*ZV4R]6(JAK#4H+06D1,1G2CKKP,D6IJ_L8JF)]X72N-;&[UK>IT$>5 M773?VHZ\6#6@/C4H+02E140WH8>>>N=V88C2-/,65C7IK&IB]1V[F=.[O=Q[MEQ7OSQ_Z0%UJ4%H2@M!:5%+4[H2K<,Q1JGB>0M3F72F,K%O-E8G3>NL2(KT M#.6 NLR@M "4%H+2(E#: I060]'Z4NPL:V*WK+_27?+2_@"L0#DK'H>H[5O R M6^[EE*GMP_[UC_B7GZ8$3WZMT)9NE[0T=V&@'C8H+0"EA:"TB.CV],17]Q8; M@K"Z 3F&JE=?.IV'37ZPOSBK.ND8%0)J8(/2E!:"$J+B,F9%O]4C1@-;+4? MBJ'JUE=)YU\3NW]]_SHH[?:EW'[*Y:^N^(G=1485@9K;H+0 E!:"TB*BV];. MXDP/&9(IT13T%M:VVUG;KMW:?M@DHN>,[[9T'R%UJR4 J+U/.=UH296^R)(M]$>I_#%\Q5GZ#>V+S+SDMQ=XJ:1 :0$H+02E1:YN9]]/%$'+U,8F:G60 Q5 MM[ZL.K_;M6^>-JS[SUV]VLKJ+.I7;M-W?[BNZQ_@)<5C9JD2UT_D%;U4Y*?VAYK9U^L(5"S&I06@M(B M5[>AL>^XFH3TL+'OJ?IY"[?:/3JRPNY6WYW2RP>TI()94;0#VXZ6&3.=E_+) M7L#%(FIHO3,)F2BGCL 6FAH*M3S/64.$KFZCVRHV\(4IM/B'X;U6[3SDEV[MEVQI42HW$%K;TM,^")>XCJ+9.WL-+OZFZX5B7UMIAJ"%1JYN[!JN=&$(,]0M M-EU"3QG]MNRL7==N[3[L=[N\7I4D.5IE59JS:E\V]R335]M7=/O-&61B#6QL M5%"?%Y06@-)"4%H$2EN TF(H6E^7G<_KVGW>SP6G-H8Y4ZSV2&]AZ;J=I>O:+=W/S1DWS1)9[F+_4)]R4Z^0U_O" M?/*;G7FQT?*S/F*Q0 MO>VX.5;M\.KA',O;^O1&Y?5/^"K$AM*Y33M2C*M^3@17YBR.8>R><+9KC[5<,DX9]OZX88F*UK* /"^FC'^^D06<#@-=/X_4$L# M!!0 ( )&"9%G#8C@7Q X *\H 8 >&PO=V]R:W-H965T&ULS5IK>X#?+'Q]<>P-B:J3V7APLO1.L;J MV>%AR-:FU&'B*^/P9NGK4D=\K5>'H:J-SGE361S.I]-'AZ6V;O3J!3\[KU^] M\$TLK#/GM0I-6>IZ^]H4?O-R-!NU#R[L:AWIP>&K%Y5>F4L3/U3G-;X==E1R M6QH7K'>J-LN7H]/9L]?']M)X7_&S-)@P^*Y)DX?U'^O(N?SF:$D.F,%DD"AI_MKLV9*0HB!#9^331'W9&TJFB!=^ M\[U)\IP0O^TE_(\2:G^=;H(L8:S M_'N?P$+O>#\]"J!GH=*9>3E"A 137YO1JV^^FCV:/K^'V^..V^/[J/].4_U1MM-75VJ@S7U;:;?\2/KM:UT99EQ4-/ ?5,1N6.](G3K7Z$)=F,K742$^*S=6[Z+!RU,UNK#AHWH+_@ZC(2@#>JG!@M-76SW MT/N)Z>4V5\Y'A[665U@:;;6;F54WM3$,3'FH!55BL\:\ED%C\)"[#2NMU$ MO=8!1T)3;&,7-<,+J844P(HA@HW336XCB&3>!>@CU_1E:9UV&3A0 3L-\"T& MYKV!2_(;<@*'QH05VM];=3"&$=G5= EZY'.J7-0,0"+N-[1.V3);%5@$]B=/K_X)BM2SJ?!3DMH9-,JX>COYZ>GH^^5;JJ8#^]*(R*'MM(9^6M=>LD'3"N@G=F@TA;A^!I&' #;=TUPD4#@O@VG=&I%V;5%$+C\N"?$_5.N/.5 M=?0,*TKMD!A(16,%293.?P$BLLK&K%4;6&HL]0Z"QK4/AKYIV!K\%5!JUM1L M7Z@ &EQKBNXM M%*K,IPI)W^2M71OPLS6Z%O7N=^,.I-;P#01*6/NFR(D:U3H4.E##+XV38J)S M^!X)_[LH%P6#JL6+_S,@3E1*?&2+S-AK#O1]SUCYAD,!-O4;#DQ/0"5V8=>I8!!@*,F_$=222X+II2"1%@:*OJ;70(-N/Y29DP8;UP3R<5;8PFP]=G#> M%; >JK-U9'B@YK(]Q?>Q6-8T+@5 C%A#=G4QD;,PQ&Z6=ML)TX'*J7 RT4=M87*CJMECF7$B1B'1N$!YQ>1C1ISD+F"=O&0@Q)!OI!;4ZM2,Z(4M;-SN:AON M$VO4\KO[">J@S6A7.K9%BBQ KP/].$!B"LZ!S\,%*>=XA9U@W88U[67D(=6L M;14Z "O'A+0$@UP^,.A:5(SFFOJ7$K.)*6ZAD)-Z'&W/W902$%[=3#M[D43 MA-,A"Q3CE(\)HY#FB^UO_>:AFEB\?>80-*5*B#;>!T\WK=OBP6Y$4T"!3/"[M]NR9AT5 ZBS)NX,L-[$A@8').Q50]_L,?-3&['1%^QZ];Q@-"3\ZY?IZ &,2MZR3V;/JU.EVMH$ID%?6S+AJCOJ:=5SXB0OXX2A>(:H='<_5 S8ZFZF2*M]]\ M]60^FS_'H_93^_=K==[4*+)*6C+\1,UG^/I#)^?JMDQ/KZG8GM7[MM/_N2: MF,\?J^,OU\1]JT@S\T=J1EHZO2M;RHO;]>&?44_[Z@G2V:-'ZJ1UA'3U51X_2.FAE/L/GBU0]41FT55?(8$&G9F,(II8HT8I4P$;]:< % MX!U,2XW_<'1U<8J&1ZHK07A)70S((-Y(K^C+TL8H:0Q=;DT]>0G:8@Q4V>29E!^4ZZBO$AMV8/9 MHY,APYQK'QR?# KDVE A0A0I6RU\7?O-'OK &E]=A!/UHU,_HMVX^U)-2H756$0 M-+4TJ,,Z%*&;\X;2!I[O/GQ[=?8ML=J7;'@"8WC*Q=R*!F.H+I0>[%I<"MYD M(G7P-16>TG!GJ%'0K$.6@ACFN%@V*)? "/6A30@R"WF/DE^=J /A(_9-&L4^ ME(Z:ETQZ ">2"BQU-IY)H6^$:*FXB QY?9ASPR^\XRB8:&=2QBT&E^N[+:3Y ME 8:1>>U/$'H3 371V65D15.H6BQD _$](@+68W)?3D1MN,5-_?C-=H?5K?.<M1Q[D'KJR$'),G7(#39I%)&!B96PLM4OZH[DQ#Q1HAJI1I1DN20/4&);2E&2% MMJ5HG(@8KL 6U [9*D_20#)DB81(%K6]N9^01G1;:,N61H9>I2P[M%2#GW,?/26=284IO!YTU1CXC6+82*!0A?5QL$+W4,QAR NJ^X'ZKY Y4C:]P M9J?G<5A2XKX0,L"4C6$\N0RXO?C4>>!J8$RLP)<<)'&" M[9I#:4(9=:S+44[4VYW,@":*.%_K8DG4"?$2&#<\=;RY&:*NX"'1#PX&?\0, M' Z6\1L7F]IQQ'/%PD->,(.PKYLJR<0!'GA:A=1)X)+I)O2],F3(38DFB"UP MS4-4&A5)[T)@0R,\F66QANVB297!VJY@L .XK#OHAE#GW^BR>GXV$"@Y/D=N MVU<66,G&S71=N /*HRNV_Q^ M./3K,><<*&6H5F(NU9FF#AU?'R:VOQWPC>V1-4VS@=HL?,-9'+9!'$#9J0.4 MC,#Q4\)S:!S=2U4:37F/9G+;U@3)(6CZVHJ3/*CG4T*H*G1V8TC2C1P8*"A@ M.\T[HV$,8 'ULU2TCV60 KVM>0!#_ZZU+09(0"@"#]\!/FR1E)B&=?N*:08PI2Q,D\6] MF-2#XF!RGC3#",?J7J)=#C?R5D?_!@XCN;/R& /8D@7+R/NP(' M+QRG<:]X6HIL5=-]R#@ET6CZ@KW4O]!,04=-KEY!Z#19&+?)BZ9PZ29"QAK1 MR=TA1B\UD6Z+"IM4_(A/?2TT2_U(.,'-(*)]7NXBB.YF@+JBC@:^S9[;T/ M C.[/4EJ+S@8@\44K7D[TC19D1BC7%L.P)'F325?#3$J;M;=]5.*4^3Z7SLOMV3?I9H;"?91I;+;CUW(71R-'LU$4K.08)-\X#5JHTN%%(65_OCVAD4T.6 J] MH#>!XPXWN^-:IRN:)NH].!G>$ /D/*E/'.S"T,"'AE>YY\NUG5NXG:577-ST MMSW.TD-CZYS M]+,>?] GOSV]?(U&.1VZ=^F'BI'DX>CT\@.6OO<3/N9@^G2,L[G.N=*?8,"' M5[Y"##T^GG[[3+TK*4@2BW"%?J5Z,[@U&@N^)X0,@QLELBR^=1TR0DOA^@L]LUQ*LRE3!!*0IHZ.X)Y] M:9P:D1QE+PU&N63K.3BX?:\K\:HA<9[2GP6:DOWY5':8ZITW)I3+V,,-?)TM"^PRJ>ESDUGNGA"H2*CM-+@_?'CO=NM4.JJ7CC.'7$&U5V\HMZSC)E4OJ8OK MG&=VTMZ%?R?S6W(]OD0+M%DF)?NEQH2L[]=XZOF5,"3P[:]/0W/+:4+LGD< M/$]WTW><-Q@!T$L] MB)9AC<%6KWOJ0:B'\> :*ZYKWZS6K2?N_D !;2<,-&SZ$@DI:[KA.VD)OE=M[G:T(U&[BS(A;+4$4UIN>7^OXW8Y?8_O-@)QNMS^WZ-=#CX$1FZC!7_5(Z3K8OR>[+N:?=KO%/Y$5J_7'[* M]X.N5W3%5I@EMDXGCT]&JI:?Q\F7Z"O^2=K"1[0T_'%M-(H66H#W2^]C^X4. MZ'ZC^.H_4$L#!!0 ( )&"9%FY=0^ /@, *\' 8 >&PO=V]R:W-H M965T&ULK55M;]LV$/XK!W4(-H"(1%(O5F(;2-(-';"N1M)M M'X9]H*6S)402-9*RFW^_H^2X#I 8*] OU)&\Y[E[CN)QOM?FT5:(#KZT36<7 M0>5X.J'$%M$XHH2L-6U5VPG(]K*[.<MZ\$U=8;K'1^T7 @^>%^WI;.;\0+N>]VN(#NC_ZE:%9>&0IZQ8[M6^L.#&X6P0V_NHV]_^CP9XU[>V*#5[+6^M%/?BT70>03P@8+YQD4?79XATWC MB2B-?P^>A(WKO M%!8'JMN)2KQ!E<-'W;G*PL]=B>5+?$AI'7,3S[G=BK.$#]A?@HP8BC9_CD M4:L<^>3_UGH_:86_;];6&?I#_GE-]L0:O\[J;\V5[56!BX"NA46SPV!Y\8ZG MT?69G.-CSO$Y]F\[G[-4KR?Z)C]\KA VNJ%;6W=;<&K=(-A*[RTXVKG3;:^Z MIXMW,\&S:WM$E5_YL(3U$U!9.ZNF*]CJ$ILK8C:(+WX6^)UR?;GR8]U1(#U8 MU97VI_$7\(,\L3Y19Z*[8![1]0WI.HUEX0<0B6013\G*R$@D&4F7Z-D_*.,^ LT1$P#/&HPPR%M/X63O5C&%RQJ5GSV*69&.8-*: M/K+((I9GR?>J9F]T.10.=FA<7:CO6,R5H49OW!-"D8+,L!RE9GG+@/":HH&_" M>"[@MWJ#)\X)$R*C4<;DFC,9S8#/F!0! ?PL !@ !X;"]W;W)K2=7)?OV.ME.TXK>,-W8#$(N]X[\\=>;G1YK-=(3JXZUIEKZ*5<^N+\=A6*^R$'>DU*N(T MVG3"T=8LQW9M4-1!J&O'/(Z+<2>DBF:7@79K9I>Z=ZU4>&O]ETGS/TUMGIS M%271CO!>+E?.$\:SR[58X@=TG]:WAG;CO99:=JBLU H,-E?1/+FXSOSY<.!7 MB1M[L 8?R4+KSW[SIKZ*8N\0ME@YKT'0YPO>8-MZ1>3&GUN=T=ZD%SQ<[[3_ M%&*G6!;"XHUN?Y.U6UU%900U-J)OW7N]^1FW\>1>7Z5;&WYA,YS-TPBJWCK=M;87)@TZJX2ONMGDX$"CC)P3X5H 'OP=#PD M\D7YX QQ)CLY=B1#7]R7&WU70_Z^!/Z MIO!6*[>R*.JL7XL/R;?]@[RG8/7_*3"#[@>01HSX#'/3NA+]P&G05_Z;P)^ M\Q#P/ 0,KZ2M6FU[@_#[?&&=(=C\<2P-@Y7LN!7?2A=V+2J\BJA7+)HO&,V> M_9 4\L(KK+:4)%!2.)<*W$KWEO3:Y_#)8M.W\-IH2TJ%,?=2+4%TNE<.YE75=WTK MO!DB&2?_$J'7W]$T^_KP_Z#B)O0C>6NP#:?L2JXME!F\@(3'< 99RO+8+\YY

MR9(D?4[+)&=I.7G,3-DTFP3FE.5Y"N^T>E'I;HV.,K@TB#3W*(M%3*FBG-#/ MFUGXV#Q2O<'!URCBY?9ZRN"1% M!>-Q B4K/8VSC'-
/RPI^V"';RIY![J5\0.=4M6PZ]7'PA.5EZ9F<%0.3%ZR8 M\, L6)SD#Y!Y0[.AD4I2L)25"9ND4UKLHCD@/#3Y M#EQN*S"(-;JE.]GCVPF?J-#
['G;>J6I%^2/$$'26)UO]OW3W 2+V6H_1KG$I ME?*>+D0K5$6V'?PB5$_O""#=!TC98NV DG(V33G,ZUJ&GO4 .!W2'FX9M>MN MO?
L^0MZ.>)ZQDD\>.O*\8-.$]G0+'GI]Z.>N8;[V_*EL,FAZY^\E\23T0RD) M^S55438R%/7;X#;2K0"MDUTXT \3MB4\D>4ON,4DWCEHB ;W* P)$;3H;X
, MU?RK0AYM1^]U2$CR\CWZ(>3]NT4C=>TG'RMHD-&9''(VF11^6= RF03J!#*6 M9+%?EL!9FA8>L_3N;!RYR%E>Q
]9/':GC@\>132SE^`IYR\FF@+#^VA/W;\N MY\.CZN'X\#1]*PSAST*+#8G&HTD>@1F>>\/&Z75X8BVTHPLB+%?T0D;C#Q"_ MT=KM-M[
_LT]^QM02P,$% @ D8)D6;B\ESZS!0 Y \ !D !X;"]W M;W)K&ULQ5=;;]LV%/XKA)H4":#)NEB^Y 8X28NU M:+<@;;>'80^T1-
M$*5(E*3O9K]\YI*7:CAT$Q8H]))9$GN]\YTY>K)3^:A:, M6?)0"6DN@X6U]5FO9XH%JZB)5,TDK,R4KJB%5SWOF5HS6CJA2O32.![T*LIE
M<'7AOMWIJPO56,$EN]/$-%5%]>,U$VIU&21!^^&>SQ<6/_2N+FHZ9Y^8_5+?
M:7CK=2@EKY@T7$FBV>PRF"1GUWW<[S;\P=G*;#P3M&2JU%=\>5=>!C$28H(5 M%A$H_"S9#1,"@8#&MS5FT*E$PK7]G:GASQ"B6,^T]6?
F\Z#$C1&*NJM3 PJ+CTO_1A[8<-@5%\0"!="Z2. MMU?D6-Y22Z\NM%H1C;L!#1^%9^/[MM4/*|).\;\4C2L7-P$A*[
M8.1&5365CX1)V,E*PJ55A$+)0/65\&?)"6X+WG)M+)FT7X-3 OMP!:!B<@.B M');GFC$G5%(+8-00-2,05LNJ*=,DS9QJB/"*VX43%P#(M(%G:@F%
(-54VT=< MTLPQ*8#3S0)JD%Q3^34DOT63*$0%M(32X!A7K'$"W00YXP)R!1)3 MAT9V#/#6OWXU2M/X_,T# ' Y?V*'6T_.3R/O/<\,+A0P'NR[<*U
MKMW%5D7KSX-<]AFU"[9EU62]][!1.QD"6 :4@PA$#8%F2D#G!C)G9.)"><(E M+*C&0%S,Z49DL6IO6;%^27R&D<\(_4%!Z-
[2@@L.@3TB4#+A*!WATS)XSCV M>^_94HGEAN&=2.XV^?^NI+DQ#94% \+&&G*2A,EP=(J_PS@Y)9^5I<);A-KZ MX2"/G;9^F([']Y
,SY@SZJ];HU%II'!$AD3 %P<)RCP+X?#08)"X9CP9C"#[4 M6,W<4(&".AF%HVR,^I-PE/=; F+;N4 @S\-1DCA2:=COY^3S1@YQZ2BY)()D
M@EQE#S!^(>&5; MMKT>1719E,"&$<,,.66;1J/L X]L!V 4D *E\S_:IL1U M;+M.W&?XII&AATWB747P9?Q$DX3V](.*
(O)NUW[PC&@0A%88K'^HF^F'8K7A MK.U$XLQ',H[2G^&:.!K\MWZ8[#3/5F"K]6 M)\-S0Z9*:U>JI* P"# QZ))R
M0:>"D09[['>_'"ZU%;28HWX>Q:TIT*D7O%@ J-;H0 INKBIN74.:@<_P6%2V M7M\EA0U%">Z'@755@64FV))I:-0$>[;O\9K*.
<#/M*H(!"@_QG881WE\'+DJ MV=&ZUM?(!K6O:[CM6B^PT:O8'4^MAZ,?*,S#^GS.)=ME\].2,/_D[#S$ 26
M=;4(]P%C00$ZITM3LYN4>SH;DGI)0$$G&4;Y\-A)#*/!Z/B)'46AF\T8NDS? M:IL'+&W[Z7!GY^ZTRWP(N/G>K_"0P_'VX76OTZ;SRU9U3*EP7^L M
U0';7@3MX=K*@0\&W)))7VB:.?=$6?[LBN0":SQN)AN=9@!Z^A9&OZB(5G M7$8A]$80#WK-!86:]1$"!N[.T>$&$A*/X@TH@
M6HS&2*.F2*3F_9WBMQ'#? M,-+W(]/L#$?8.C M/47L/3WL.^+W-FY>%=-S=[_$GM=(ZR]AW=?N"COQ-[?OV_W]]R/5YQ4V7A5N@>%W
-9QHWP/I,*=N^H(+N8G_U+U!+ P04 M " "1@F19D2=K,-P) 8&@ &0 'AL+W=OO MYO-0K%4CP\QME,6;ROE&1CSZ>AXV7LF2-
S5FOEPL7LP;J>WDXHR_^^@OSEP; MC;;JHQ>A;1KI[ZZ4<;OSR1OIA?G&UDK6Y4_,?FH\?3O)=2ZD;9
MH)T57E7GD\N35U?/:#TO^*=6NS#X+,B2E7-?Z.%]>3Y9D$+*J"*2!(D_6W6M MC"%!4./W+'/2'TD;AY\
[Z6_9=MBRDD%=._,O7<;U^>3E1)2JDJV]G]SNG[M/;Y+!S8LXBEZYT.8BW? MR"@OSKS;"4^K(8T^L*F\&\II2TZYB1YO-?;%BVO7-
#H"Y1B$M*4HG(W:ULH6 M6H6S><01M'!>9'%72=SR 7%_$[]"P#J(GVRIRO'^.53K]5MV^ETM'Q5XHS8S M<;J8BN5B^>P1>:>]O:VBO>Z%
8%UJOQ+\O5R%Z!,U_CJ&0#GEV M_!!*I%=A(PMU/D&F!.6W:G+QPWD_WF7_1_BQ"\ZZEJF M!,)+%]?*(_YB5#Z(SVL%)N-M'="!R3VZC"-SBC
M2^PJ1:6M!,X$D0N:4)YF%0+I .KUC'V8"N=%(<-:5*!1P/'!BK=JY5L0J5B> M<'JJI"\"<5+D#L,JKQK>-O;S]?84DM/QD++9@.,
M;*%@:USW*RYA&&VCY\^@5A#Y%T7A(FZD >R?6J,82BP@%0S,I'A@] F?J.'0 M>BKZC5/"N"')=@?
H/$E#M1%!DJS\@>!8*VGBNI!>_35)+FEOV18Q)--!AIGM MIWDW,M@&R"0Q6+O57$Q8(>VQ74(AQ5B37]H&*^$9B8TCXS9$!+I0. ?6S\D7 MW?*-
UUM9W-$!M%,$5;0>@34;9<=:DN>3/\GOK3%W8V0'WG&6_?NAB&Z%$SKV MP]D50BWY1L6OZ?F& M%O#SR>NGM)RQZ;.K7T)< -X#N#@'6.-,
<(S*85,A[[-Y\AD"G@"057C3X@C M72D(MMJ9E *TXR;7\N=/Y-.AI@C+Z:,Q*9Y,/M]\FCSM@_?O#L%HB3SXJZO, M,^)] Q\%9Q/EI:T#&.Z_[O!(_MYC
.15K1+)38G?$##$VJ]\[_M!Q!FV5 /7F MM$_:CDSB+D93T([]2@$&R*G:6(HP'='Y5$QJ%2'.8I$#(7;,4F]C$Z/4JSN#OA@
MYUI3YGIINSHY3=M=)#PD\6%72:=?*:%&_][]DHOWOH "O5+W27.TB";@HHM4 MK/M6H"_T27D=%0(_Z-KJ2A?
21BBF;JD)",>Y]E8'=E"O%2NP5PRJH)TI".1+ M1%9HBS64#90J*\?=B?H30C*67F&=5Z.8[=PORP0$@2(W.A*@VJ(J(9%6D9S*
M7=R.^JXHOZBAL1QF1+;PN_,E4H2D KY0):=F8LBA"PVPB^+=.G!-)H.<3VQI M-H%;"E(<2_LXXZ&,4ENN$&SP?9/Z'.H*C>&6K[,EQ=_>2?
L(S]OTU^(W'=^% MF$D YU"DIQ1QQSR<.T5"(A=P2O6^-:4CZ/G=(24R5149?=,FWD2K/_0912W3 M)DDXENRL)DJGDEOG.<65Y?GDL$,;-
"1(J40C1NX"96-7#-AIP[Z'=^[6NAB5 MH]1![UOO82.#F.G,QEBL7$@#:"\S]1 M%9P3G=>N#31:P]1$:RE'4^PAC/P44(< \BIG<-IDF D M ??
QY*\YM[F;POS O*%#GL2H"76(]#3'7#3> M3_U]C(:GSLZ<=/I,O',[*.VGHF0'3ZG&W(M3;8DUL1G\E6;D>#?HJT@>CM+$
M4\G3[;#1OY]A*2>F2&*5SX$7Z_5(33*BX.0:&WG+*\D-3@K*G@AJS">FCMT MDT,@%T17J_MON)F";'+T3+QI?6<:M%.I*
<%\POT$W141O95HWS8HO>.!9Z1K MYZF!#W'R]XO9$IVK,5WI_WXY6W1?\#2]45PIS%WJ.,K_49W3;U/G9/9BK,[I MP^H\$-)I-
)]F8D:^Y@*2>TEB#!X13*YAC;::[JJX'JK;3:+-G*>C^P::V?K8 M'39&EP.//1(BX(]2YS+9AZEK(]ABG]$Y&S-[[IN+0NTO6\;N 4A
MF45G/QQ#S&48W8^+E% A, X_H#HD%@,^U)EIAR M>W]V=LF5HR((^_)YV=)T+#V]90<@KR_S2/YXVE*93Z>DJ?2 *@88#X.' IMW
M%H5O^;8BWZ-V6:%3'>_ZN8>U85%OX/WT[=&KLE*7+"U/*/M)9' 9>M=I$(@= M88 .Z]PDT(X]P_9WB]0"'+ONG0]NZ]'PU/R;!/4H8-
ET<=]_V__L<9EN^_?+ MTV\FOTI?H^$$!U78NIC]^'R"UH9_AT@/T6WX[G_E8G0-?T2HH*^G!7A?.32+ M^8$.Z'\,NO@#4$L#!!0 ( )&"9%DN,Y$,) 0
-@) 9 >&PO=V]R M:W-H965T>:&V&<9AF];+F0PF_BU MI9Y-5&<;(7&IP71MR_7# ANUGP91<%RX$9O:NH7A;++E&[Q%^WF[U#0;GE J MT:
(T0DG0N)X&\^AJD3I^S_"KP+TYH\%9LE+JSDU^K*9!Z!3"!DOK$#@-.[S& MIG% I,:7 V9P.M()GM-']._^][63+BAN\5LUOHK+U-!@'4.&:=XV]4?L/>+
G MPZNYQLN%-W7)'RBU+,RUYG*#GOY]OC)64Y[\\93Q/7;Z-+:[M.U=FRTN"YNE)_0E]/\6I?\)!<_OE,I8NH&EVDCQ M)VU2+0 \Y^9[KBL#=.F-Y;
(2<@-5I]U@:Z2_1@1:!TG*0-MG";HL 8JQQ7:% M^A1HSTA$ GMN@'YKU5#I,%?PR>.<)QG\[?K7PC)!VH.D,PYML>T:-]I7[Y MZ0-90Z$6I26)ZX8;
XO+"#HIK($+2.@?I>Z3TV>4P,W?N>=@7#(9R'.(DA#B M40QIGXSTM4M[PZ0(U:,,X)D242\&8M))$U8&N:P1.U+JRSQX$S]-$:6)O#V
MS3B.XG=0).F)_J0L;QZ'XU'P+F#,LF+D36)IYLR*?\Z]V+AZ"X"..]8TQ?A8'Q<8 YDB[Y[M-
P\,]K4H:Z#+YS.O/)RXPO,"I7:D_MYW9*PN.@EXLJ:G%VK'0/MKI>QQX@XX/>9F?P%0 M2P,$% @ D8)D68BIW@R$!@ 9Q !D
!X;"]W;W)K&ULM5C;;ALW$/T50D73%G D6;)S<6P#CM/ 6PT2-STH>@#Q1UI M67/)##,L;Z M:#0*JJ1*AJ&KR>+-
W/E*1MSZQ2C4GF21C"HSFHS'ST:5U'9P>IR>O?>GQZZ) M1EMZ[T5HJDKZN]=DW.IDL#_H'GS0BS+R@]'I<2T7])'B[_5[C[O1VDNA*[)!
M.RL\S4\&9_M'KP]X?5KP2=,J]*X%1S)S[H9OWA4G@S$#(D,JL@>)GR6=DS'L M"# ^MSX'ZRW9L'_=>7^;8D#
(1J0G15:PP$E;;Y5]ZV>>@9O!CO,)BT!I.$.V^44+Z149X> M>[<2GE?#&U^D4),UP&G+1?D8/=YJV,73MD)
[\4F:AL05R=!X0L9C.!Y%..IT=378X>BFNG(UE$+_:@HK[]B. 6B.;=,A>3QYU^)'JH9B.]\1D/#EX MQ-]T'>DT^9M^.](W.BCC.-
@@_CR;A>A!CK^VQ9Q='FQWR0US%&JIZ&2 C@CD MES0X??+#_K/QJT< 'ZP!'SSF_7M*\Y\N2Q-P9]*6V"R$]B8@GYZZJI;U[M\L.+R?
[S5T',M956:6F$MLA4DVVK[*@0,HHY^U\F_]QGZ%75>,\^T2\Z',&E MC;B%H5 ._5R0EZDG=[[0W[6#:)?![VP>JZ5A+O&NAD71,X, 7C= +.T!2)L M
LQ3N;!,BDM:DA'3;CN.#NM3)GC##*?4 .95>3?<#=F3D1&$BBX94X@:HL'X M*]=@M9L+612:UR*72H;R@0,8SDC44A<, .]LJUPK'2Y^'IQ?7
]^$:M2 MJU*L9!#<' .WV>UUT;LIR:<##-C-K5 Y@O">"@X&RXGK?9N)F?:Z'B70E;(MW9*KH\A'# GD:4D6QER-A77!]FJV]UQ*FD M%6^ERHS-
$M&^_T!+9Q)WSX$/#-TL8V;<)D($7@_4$)2:TA&C%T780CB)O ;% M8"'39&".O&%G:>Y8R[Y--L,)B R^0 +V6O5#&++X&UT.M]T.PK,7F!T.#\<_
MKJ/;:!-*FZO0H(G]HZF!.T@!S!J/VSW44)FFX)TU0D'XB2A);_F85'2"L!$M M4) 0,.\;700-+'AI0%./XY](7&)]A:.*8NE8!I=PFR2YG\82/9".=6W[]J5;
M&F"Q,M(K><&'4E0 X03F%80!120]17G5<&'6@W]+(B3"[)R++UBIORA MK?ADR))4]CTGOGYNI(TW;U3;L($\;?@]YCDHY#,\OQ-E*2>,.=T87
MB288+C'G%U[P09#[/CR 8UCWDRCGU0X788%GH^!T6L C<(\D/VN] E//<; M>2A^L^**9[*8O.PW_,Q)7["[LE5T?E<-@P_=5,Z Y8GO9 (,"
<,\>;)U\]B M288[%75SS/9MN%@"EJF?:R/3%.8>\(WB!DG]6 BC85>TXYT34\JV Y$/E;*) MTXK"-TDWNS8DV.PU?,!^M"VST#6A1U9&LF-
FI)VWY[L74#=9$G"IE//QQ_.=XOTB&PO M=V]R:W-H965T%U.7@^I+O?;'7EZ;VN2[5%RM<7132KM^IW*RN!I-!<^-6+S-/-XZO+RNY MS'?
_U)]L;@Z;K6DNE"ETZ845BVN!C>3-^].:#TO^(]6]?Y+)3 M>C48DT$J5XDG#1)?#^J]RG-2!#-^CSH'[98DV/W=:/\@^PY?YM*I]R;_5:<^
MNQJ<#T2J%K+._:U9_:BB/Z>D+S&YXT^Q"FMGLX%(:N=-$85A0:'+\"T?8QPZ M N?C/0+3*#!EN\-&;.4'Z>7UI34K86DUM-
$/=I6E89PN*2EWWN*IAIR__E0F MIE#"RT?E+H\]--+]XR1*OPO2TSW2%^*S*7WFQ,39]5 M>*>JD9B-
AV(ZGIX\HV_6NC=C?;/GW;N7C^*#=DEN7&V5^._-W'F+@OC?+I># MQI/=&JE)WKA*)NIJ@"YPRCZHP?7WWTW.QF^?L?>DM??
D.>U_FHZ72XO/*M7R M)J\R.11X,!+:\9-42">D2(RMC)6A- ME4-(A\UD3O<]U'HCM!<+:PKQ[Y]^Y%Y)15UAZ;8IWW]W/IW\\-8)E9C2%#J!
M,J\032\RE:>X(@TC5D-6 VU\8W"#-G;GF M+?N^A?C3:G81O\VB9ZF2MH3.H&(K0:.G1BQT'J.S502]+=S)# 6?W4 _W4J]D
M.1+WG1BIQPHKD9B,Y+RM$T_=#4FK:!Z1G'K42&69A!A2S/"-ME4AKC5);&EU M7@/ME>/5LBQK^*H6"\7S(]06=TBCK\YSL4;
(:>,Y)*HJUR':0!@2IH='WARE MG5@=4.T<KH6 M)DEJ&YQ:&&1_12L].QQFK_XC>A=]_H?
KII#"6CKU!@JL4CV$%S\#J%8:XH*_UZ>R4FTR&X!7X<3,Z' MIQ=GAW3O=#@]/Z-[I]/AQ6QZ*#X]L1Q/9Y,I+1[3Y\G9!=V9C<7'-HLT$&XI
M'=/1F7@M#L:CTT-\ST:3<'5&5_>]".TH 20)\J\YBQ!]W=:$Y\C1[9("5H2 M*0X81IQG9&CGW!)=5503CA $WZIYMZTXUW+!8RCA-^GH]3?U<
M>V/7&PM&!794 M JYM!% E6NZB^@Z;@TVN8OZJ5$!M .T45 R^: 8"IQ&%!8ZD:7O!FU_@-IQ MA T0"\H1XQ4@)8+22'SXUB .169R!(M3_S['
!3OCB:PAG8&"+"!J1BSPK/A MR<79\!R]O+5RNSJ]62K88D&"?091H7XG "UKWAL[N0S![.Z)^5+ 5 34)%^' MW"3;:VYZ:VAT2GRH(ZP]PC<1%13!
97<=/SV8[3=\?7D[2&Q 6@HRWB.8-,H M8.W*_N1.=1I2Z ARMP!Y3>+PAF:ZSD,-H22:T4PZ[F]OAA')J6B88);T
MG#9%"6VT"%52IT>Z/$IDI3W3ESAN2V=RG;)6GLXX084&9?=CUF)_47RU7XL# MG&-THOT+G&UK=JMQ$VGMFFJ)FE\UQ58:6(A*LIA#]+#A>?
V0R=S1S(YE[.A4 MI:R-]4S<"@[@RR1:-L%@^9"Y"&DTXV,0=/F /U92 :.Z"5R;C?
&3403$[]4WO9L0\JB7C*8ZD2&P\0KRZ.,7\C'>>#+4E&!D(_AY+XW'!- 2'V(, K^-9 MA.W0"D>TFO@"=5QH$AT*7J<\TF0/(RNM@J6&"24-
[E(M)?]0#Q A1WPFO8@U MI!.!B.2FI'/(O$7;X89-JP>R MJ!N45>LFA8!/&KE"!NE@VIS%+#5* X [J=!M%(HD7Q:FQCZXVM5K84O81M5)
M,Z"9\'R>>TI^FUJ(1X/03F$_'1#%HC#Z>0LD8T/* JVCJBR5CYN, FE&4^D' M\AZ#=0F$Y/K<,S1NE;%+"?P*/MU;63H9.Z&IPD]?
_K55=SPBZ$RS&8I!)4[E MU!\XMMZI4L/-CX\JJ2G_+I#F7S-0,1Q/$$T"FSVG133XG)X3OX!K-H0F8"AS MAR9WS*9XQ,2JHF!$N
HG;BKR)Y2F3V+^C+'0?AN^] +^= M!+XIY29H1'=GH=AXX*/**&D\J ^WV#""7Z9AJ--;%ZY/TE54F[2IE@OLX'Z2 MP-02>:UJBW5NUZN#'2\,&N;
<9"0$OXC\WQN2*4[G%JR>W__ F$)^)09!+ZK6W!OA3-$6L@P$']@^9PP) MCV_NWHN3T['@3$[?0GM)YWM &K%$IPD(=H]BH@ESIV?
_2\RV"WW"-0_T-90W7P%V+:)*M'7^HC#@I&U[9 M]-_1-5C8C#HZ] QW [JESK"!BG=HVQY8;R*P[OL/&Q=/*-1V!*.U5"6=N=>4 M:=\!YA
OK:NFIH:;C@C WM#K4!X=X]%\KB:RT8%:PHD*JA[Y+1@&.9C>9,/S M]J7U)0G\V336NU IA4S53B/^!@^/[S';8\^K< 9]-1V=MUYL-O_6C;9>K(QV
MO?L_[OPM4RB[Y#^?B+$"NL(_-.W=]O^MF_"WSF9Y^'/LL[1+-+7(U0*BX]$/ MIP-APQ].X<*;BO_DF1OO3<$_,P4'+2W \X4QOKF@#=I__:[_#U!+

P04 M" "1@F1947%U?9L% #2#P &0 'AL+W=OXLE2Z9A:'^GIB5IJSP@O5U80&03*IF9"CDR,_=Z%/CE1C*R'YA0;3U#73
M=Z>\4NOCT72TF;@4UZ5U$Y.3HQ6[YE?I1"U%P:H21HOCP>S:>' MIY';[S?*OC:#+[!:;)0ZIL;G!?'H\ 1XA7/K4-@^'?#SWA5.2"D\4>'.>J/ M=(+#
[PWZ3UYWU&7!##]3U5=1V/)XE(Z@X$O65/92K3_P3I_8X>6J,OX7UNW> M,!A!WABKZDX8&=1"MO_LMK/#0"#=)4 [
>IYMP=YEN^892='6JU!N]V(YCZ\ MJEX:R0GIG')E-:X*E+,G[YF60EX;V/NHC-F'"Z[AJF2:'TTLPKM-D[R#.FVA MZ ZH##XI:4L#[V7!BX?
R$Z35P0M[74./%[ZD M:Z\D_#9?&*LQ-'[?IF\+%VV'<^ER:%8LY\KG(I).9VXN#@E-Z#Y\Y,8<@GPBSZS58M%8MJ@X6 52R8,<=="JJIP-A;0<
M/62!DBA($(],LP0IDI2F>&),:(G/N7U&/<3+P2;5ZN2$3B7^1BY921*J><= MDCB@G2Y9FKFY,"5!'.W#5U\;>''
;KC&4M?:RH!:PEG%C($YX+$U%BG,]_P; M8/$T%NWJN!^XHH-6BR.2!1F9S2A$":$T(PE^QI30+"0)Q=F8!%E,(C39/SNO M$%6#PCM.3!(2I#,21-
/AB>,4+??C MN!OV6Y'I/?+?">O]-CWJ-CVX3P\L4I;7"]RYJ53PKJ,P"*@^FN=%<>@F-Q-L+-,ZWU.(LVAW=-
Q'P>%VZPZB[3$E#/\9+D73[(>CSUM:632'0'MLW3((MNH'6/QH.2/MB+0?D M[<'\#76MFJK 5$8?6''P4(LE-B*U]G;VQFBOP.)/WH)V
>6^=;4CGH7#C8,0!RPJ241F<001"2-*@C#I(AZ+2A $ M/:X0@8NPPV46,8Q3;'R M8(G;B3O>=H6?#-Y9-=?7_C5I$!SO!NV3JY_M'ZSS]IUVO[U]
[7YB^EH@FXHO M4308S^(1Z/8%V0ZL6OE7VT)9? /ZSQ(?W5R[#;B^5&BQ;N .Z)_Q)W\!4$L# M!!0 ( )&"9%G6&\=OS , #8) 9 >&PO=V]R:W-
H965TXD("%0H%M K95*]U6V^Z]?#C=!Y,,Q%K' M3NW)LOS[&SN!TEL6Z=HO26S/_B9&7LFTYVQ]ZY)'@LE7:SJ""JKN+89066 MPO5,A9I7-
L:6@GAHM[&K+(H\@$H5ITDRBDLA=32?AKE;.Y^:FI34>&O!U64I M['Z)RNQF43\Z3'R1VX+\1#R?5F*+=TA_5+>61_&1)9-!HN;6;3H7RV'
MWCX8_"EQYTZ^P7NR-N;>#S[FLRCQ@E!A1IY!\.L!5ZB4)V(97UO.Z+BE!YY^ M']C?!]_9E[5PN#+J+YE3,8LF$>2X$;6B+V;W
5M_7GN^S"@7GK!K; >O(\AJ M1Z9LP:R@E+IYB\ 2?(,(&T!:=#=;!147@L2\ZDU.[#>FMG\1W UH%F< MU#XI=V1Y53*.YI^,
[JZ,)FL4+VWAHR:TZ&@:$[-[FSAKF98-4_H,TQNX89[" MP3N=8_X]/F951VGI0=HRO4AXAU4/!DD'TB0=7N ;'%T=!+[!\ZYF9SR%OQ=K
M1Y:/QS_GG&XXA^'A4/+['_K^3\ M&!/#7V@,<9K65)-%U8.578='M0ZTE\<2ND%G!X <$H10\ M&/*RK+]##J3VU!T0.F^1R[-(;0Y 8Z'-
;B1/A%&>=^]3$@1A5&Y6B#*YKC=GIH9!LW!Y4U7-_*\+2?(2YJC;SGV=="9TAE[UPK#1/>65/@N%J/KN!C>]
MZ"9"WLL"50[K/:?;R:V6(D34$]VAEARS=X^<(U\6.5[7G"S6X%>IX!0'6\WG M",KF7J._UXRL",LUVN/5[/PW:'31-
7S,"J&W3)6$+4:=X9M19Y(D3[UC0(6A M;*L]["V*VR-26*R2Q>]J?,Z% UT$-[QLR&Q2T3/[,LGC@*IK==X!;V!.;Q7ME2<6YO,)=BH:I"=#C/V4'K-
6:MU'Z0.O@AJ>FX-_X)J>.T-[@@ M]5R)C$]Z68EV&SJVXRS5FIJV=IP]_A0LFE[XS;SYH[@1=BLUUS+<,#3IC;D' MVZ9+-P,R5>B,:T/<9\-
GP3\V:+T!KV^,HY_&=K;MPR_B#R D>BQR*L96)F4YLFV19%!@<<5*H&IGQ7B!I3+Y MVA8E!YP:4)';GN/T[0(3:D6A\6RQ *F+/]- M4IF-
K8&%4ECA*I=W;/L-FGQZFB]AN3!?M*UC>ST+)960K&C Z@0%H?4?/S9U MV .XKP&\!N]!P2O /P&X+]5(6@ P5L5>@W I&
[7N9O"Q5CB*.1LB[B.5FQZ M8:IOT*I>A.IWLI!<[1*%D]$K7Y0#+]]!;[A\]_S"KHN MNZ8+NNET;QN)$B#X6'4K(/,'SB]H VK:V#O=:H"^-J,"($25E%9
M/]?6VTZA:]-\G_DG[FCJ=OAC-;7J(?./OAYYMYBO"14HAY62&ULG95-CYLP M$$#_BD6EGG8#(5]M"DC)ME5SV"I*MNW9P0-8:VQJF[#
[[VL;0M,J8:59()66)MIC+W524!$Y=4 M,C\,@KE?8LJ])')K6YE$HM:,ZOQ0@Q+.=;$CL!58(M&*3:$K"Y'>$!&+,@H_&[8WK]EC;Q?'RB?
W6UFUH.6,+\HT47L?? 0@0S7 M3.]$\PVZ>F:6EPJFW!4U;>SDHX?26FB+1=LG&H*2\O>.7[AS.$@SG1% V2-MK0[,"5ZK*-'.7VI>RU-$^IR=/)QAPO
8F>)":4YV@E M)>8YF&/7*O*UV<'&^6E'6[>T\ IM@AX%UX5"7S@!\F^^;\QZO?"DMPX'@7NH M1F@2W*$P"*<#O$E?
[L3Q)E=XE\J\0X=7M.&$'BFI,;M4=0N=7H;:[V:I*IQ" M[)D/0X$\@I>\?S>>!Y\&E*>]\G2(GNQJ!F@<'&;WXW-MM"*BTO\?
0YBO"5]R&F6^Y+7JWQ=K)UI4KML&PO=V]R:W-H965T'Q\4$AM!N>G_.S:G9_:*N3:J&LG?%44 MTFTN5&[79X/)H'EPHU=9H
<'YZ>E7*E;%3Z6UPYW!ZV45!?*>&V-<&IY-IA/ M7EV<$#T3_*K5VO>N!5FRL/83W5RE9X,Q*:1RE022(/'G3EVJ/"=!4./W6N:@ M/9(8^]>-
]+=L.VQ92*\N;?X/G8;L;/!B(%*UE%4>;NSZ[ZJVYXCD)3;W_+]8 M1]J3V4 DE0^VJ)FA0:%-_"L_UW[H,;P8/\(PK1FFK'<\B+5\(X,\/W5V+1Q1
M0QI=L*G,#>6TH:#W&GSA_#8&0]BE\'IE]%(GT@0X*[&5"=JL1&ESG6CE 0S8XQ_7]=6STX. HTG 05(?'>^3-6C_,6-
[L$7GSSN#&3/&O^<('A[SY]RZ#H[S#W?*H MEE[Y4B;J;(!B\O]VA[V&I[N$_Z^87TVE/,6+8)DC)\EY+_ MA1CQ(5,
<_Z*49D,.J8RL4AU4*A)K/+R32KI9:B--HF4N/#@5*C5X(4V*6LV9 M(-4^R:VO(%QD\DZ)A5*&SBJEPVMM^!B70HI"VH=L*^V5DGF_H MO2I#Y
U0\Z-AM6[I?#9D7BB'#!8_#'Z:SZ\'SX0L2T13+G(E@@5;P/NBI[HV M$=@8(: [JT&BM4'L*X8.3ZR$ 6(R?OZ>R6XJ",3=>$*GWJA5E4<9M__.1)7
M43M;:D//0%%(X@C%PT%+!$R_0VUS2X;LE>U9ZM!:@T,#9GUBNZD,*1?#J. M@T228HT38 ; &4W4[Y4F_R\V@O)MA$R(/B17-
1HT[D+2L^PF6!IQUB9%=E)C MBL=0U$,F Q)F X<*];E$^U)I$]<*^FR4=-&]N].X"8'(D!LH%)_9*D])&G5M M*AVXX;?*Q+;8)GP=
[[_Y/UGET<&0]O&"8SR/GKI1I75(/M/6SL_,6*$%.'$M M\>[]:BBN(%1,YF)PH_TG\19P:YT?Q H'.KVO0*@'74/F.:6T# 66-
T*F?)!V0VIN"F3D&CY9I_7CENO'>\U^-)"7Q%N(R[7:[^_YPLWO:JA[^IC977XF<1AOB MGH,2C%7902+0)-FK18WHU,2*6.A$('W&*O %0<>=S-
MRD@^S)19Y_Z[FRP -4C>09/"06V6QHBJ,P*6%;#-<54ARJ&AT%N MG>ED"^IZ+B7L2J,[_);E@,,=D1G6PJB<*^.I-:MTR*!=IPM4IRSI&='7&]T9
M@SMM)G*ADE&_^TS'WW<3F[0I';$@T3!+C M/FB]'JT&#[8KF@H*8KS=CF>G/"("49>UO5O(L"6H5?00^GU-9>
MM.O1NXJ1G/"C=:YU/1B+M4YF3\9/Q7RU@BO1F,6O,J^4>$]<'VQ A?SO)-V@ MJ@T>3<43,9F-Q=$8;[__[L5T,GV-1\U5_>IN*Y< @A!/(CE\
(683O%T@NN7 M8G*(RW=PZSV['S[YBWMB.CT1AU_OB7U4Y)GIL9B0E^:/=?KXXN&(_5?TTZY9
MB'QV?"R.FE0XB:G0DI9RPW0SO)N]%+/CF@Y>F4[$TSU#S$D[Q)SL'27>J?7V MRFD-KI,XY.Z:3+XLKO\=84L<4H5 @0
NM;S#/GHR(10:2[=4&5W%@QPX1OD(2]M@VO>(8R>-#VW-[QF(%-ZET6',N+/Y@ 7\[O[W M EX?
NI/T8TD[!FCGMQ]!^LZ.^)CGXY=8"PR6.24^R,_TZ>D#=NE$G!R.G[T2 M5P74O*M5!"AWE.)-;SD;QLFHWM%\;W&CM,2=;-*5=B(6$?
BP4FKT.!KA=$4@EI9I^N^$OM345K#JM3HKI;+.&B3..'(0.I,\%BNN2/$;E6@M2ZY M>8+)]31X_O#S2>Q9$A:GT>KZ\P?/K:89,.'
MIBK1_#FU\@J[9#,Q=(?WU]L'I])1G76\D<9-K]EP%VJEC>$.O,3.UB7/Y"AB MUDC\&'L\I1[OJIZ8"QU"\\G@OI6@(#.[)9:_Z,1)2E+"-GL-#5@@7E04\]!
[M7G\">N2\9N;"&_K $BM%83*ONBE+@R1I/Z.0.C:NN_V/ 75,OK@\\^>A=Y3 M]\H*]=)6"X[HJN%D"/A?\9>U"%XM3#N@
MD0<0DF]*M]F610T7#;N(U1)*R?@QY5L3EX\)NW.WBA G.S]RE=[/X^V,C9D, M,AKE'WQM^\:\O9>SE,9?SME=S?:@]ZL#1H,5_[9"PH#S\0>
(]FG[\\T_FK1 MD9DEACB0#OEQ8; M>WU#![0_:IW_ 5!+ P04 " "1@F19/B^]] 0# !,' &0 'AL+W=O ML8#X@'-
[DFUA([V,XZ_GO.S@<==!4//.RE\9WO?O>[L_7Z5;I6U,@6KBO M2FEF06%M?1Z&)BVPXN98U2AI9Z-TQ2V).@]-
K9%GWJDJ0Q9%D[#B0@;SJ=8*FVLR .>L65R OK%.%\6O,<5VB_U$M-4CB@9*)"
M:822H'$S"Q;Q^<7(V7N#&X%;L[,&E\E:J5LG?,QF0>0(88FI=0BYTZYK+G!2U5^%9DM9L%I !EN>%/:*[7]@%T^8X>7 MJM+X7]BVMF,60-
H8JZK.F1A40K9??M_5834-+05V[F':!;EH@[!'@IS!)R5M8>"=S#![Z!\2X8$UZUE? ML(. *ZR/(8E> XO8Z !>,E0A\7C)
(WB+W^DN^W2_+=;&:KHUW_M2D'"I M9(J2R/N+?R7,[;X4#@=Y@&QZY'07V3C1"&,Q-D@'#G/:V5Y^1^1KO . M):D8/(Z+9ZGSS)
M.G5OAZ$1E:*X&PO=V]R:W-H965TZ@Y;.EEKTRA'2[,) M;6=0%8-14XS3FWP =WOW=+0*CR@%%6#K:UT"P;7\^"&7]W&7G]0^*/"G3V2P4>R
MTOK)+SX7\R#RA+#&W'D$1=,6[["N/1#1^&>/&1Q<>L-C^07]ER%VBF6E+-[I M^L^J<.4\F 90X%KUM;O7NT^XCR?
Q>+FN[3#";M25:0!Y;YUN]L;$H*G:<5;? M]GDX,IA&;QB(O8$8>(^.!I8?E5.+F=$[,%Z;T+PPA#I8$[FJ]9?RX R=5F3G M%A\KJS8;@QLU)$FO*=-
;;'N$]X]J5:/], L=^?':8;['O!TQQ1N8&7S1K2LM M_-P66+RV#XG?@:1X(7DKS@(^8'<),F(@(A&?P9.'H.6)_]ST/?[H/^Z65EG MZ*G\?
2KL$34^C>K+Y\IV*L=Y0/5AT6PQ6%R\XY/H^@SG^, Y/H>^>!BKQI-] MD_XISF=13W-^+!'6NJ9ZK=H-./\,P)9Z9\'1R9UN.M4^7[R;"IY>V\-[*;ZS
MP@)6ST!Y;*T:BZ_1!=97\%@:Q%>O WXC1J]WWEG"3,2X]>AJS)!W<3&)RZ#V+-&)9FL /RF9G M=-
'G#K9H7)6K'YC,I:$6;]PS7*BFNX9DZF@.6$\$_!KM<8CY80) MD=(H8U+-F(RFP*=,"@Y?*5&&[B'+.$@FY92N@=/MO&3GK8/?Q#-V/[_:X^?F)?E-
E02%#CFDRCRS0)P(P?P[APNAN: M\4H[:NV#6-)?BL8KT/E::_>R\ X.O_/B7U!+ P04 " "1@F19ACGQ?7<$ M ##"P &0 'AL+W=O.3=/<=[X9UME?
YFUH@6[NJJ,>>CM;6;T\G$Y&NLA7FE-MC03JET+2PM]6IB M-AI%X87J:L*#()W40C:C^9GG7>OYF6IM)1N\UF#:NA;Z^P56:GL^"D=[QF>Y
M6EO'F,S/-F*%-VB_;JXUK2:]ED+6V!BI&M!8GH\6X>E%ZL[[[]*W)H!#H-^D$A_1>^SOO._FR% 8O M5?6;+.SZ?)2-H,!2M)7]K+8?
<.=/XO3EJC+^"]ON[#0:0=X:J^J=,"&H9=/] MQ=WN'@8"6?"(-\)<(^[,^11OA%6S,^TVH)VITF;([RK7IK R<8%Y<9JVI4D M9^?OE2JVLJI -
7(QHIF)9<5@C &K8'Q%T$K*+3C%_1/$, M/JK&K@V\;0HL'LI/"&2/E.^17O"C"F]P\PJB@ $/>'Q$7]1['GE]T5,\O[KW M?-
%Y_D::O%*FU0B_+Y;&:LJ?/PY=0VH^=O &\QTG])P(QK(!NU:M(;WF!+X:+-L*WFME2*G0^KML5B!JU386%GG> MUFTEG!EB:2O_$K[
/U$+^_'P_Z#BTA0L@#> YQQ)+ M$6.>L3",3H@,$Q9ETX>;9O%4[\Y8TD2P2?5O,Q5O4%+-[C2B-3LZ!;3@*Z* M[H0^)_#B6<9#_OH
YXL6!35H:MX,K*.A$372PL6F4*XA=QRGL(,Z8YQ@CR,6 M9*0H93P((6.9XW$6<^YX<.8Y;QZ7TYC%,V"VE-S\T0]1#G/EM_1'XDK=(^K=*GIM6[
MUKI'XP'HMW^*@++X MA]1<',+D4/L0AZ_H^MI#M\U:JD*UTA92GV1SB20L.DT=61*9#CUW"G$+(P# M1V; 612E0%5(LVMI"2)G21K#6E%J*
[D;%;6+7Q8]I267IO/+FF*1NU.T#[I5)V MOW &^KE]_C=02P,$% @ D8)D69@7)H>. P %@@ !D !X;"]W;W)K M&ULC5;;;N,V$/V5@7:Q2
UNMBR9:]M()<-MD 6 M,))L^U#T@9;&-K$4J9)4G/3K.Z1LQ0D4HR\6+S-GSG .AY[ME/YEMH@6GBLA MS3S86EM/H\@46ZR8N5
U2MI9*UTQ2U.]B4RMD97>J1)1&L>CJ&)W/>JEI%G4H):]0
M&JXD:%S/@\MD>I4Y>V_P!\>=.1J#RV2EU"W^;V1G%W=*;GZSJ"M*967A[)&M!)KS660)W)E$ MQ1[HJ@5*/P":P \E[=; -UEB^=8_(E(=L_3 ["H]"?
B]04,XA#2.!V>P!MT MF0X\WN #O!N7WPTWA5"FT0A_7:Z,U:2*O_N2;;&&_5CNIDQ-S0J5R,X5+XQ;/N*0-U1@F2W,.5!J+U0JUK\\-
%OM)XHN5P*.#OE-, MPBTKN.#V!3X#'4Z8I[D;C9,PCN/6]AZ?E'BB6'"ML>3VU27S1NVO+QXWIF&R M0")LK(&S)$S&^;G[CN/D'!Z59:+-
R$4;AJ,L]M&&83J9P!T:,Z4KI35*"[72 MKBN$(*GQ489E3P!:_CP:)4!)TV R"*D+F1I]'Q$O<):'^6#BXB=AG@T/!,3;
MPR4"61;F2>))I>%PF,$)C62=1K+_K9%OSXX4E>^VL4[92\UEP6OBLF0OU$ I M%>K><*6T]E4U?3(Z&:Y?1H\D%3S$7K>QZRYV?
1R;"0&K+CXP?[AO9>2N.>R0 M,)C9*Y#J]4YYU]1CW)UM* "UY$8[H3C/+Y_R-$F^WJ-[B)R:EJBYHKI!&@[& MF;/)8!)FK>Q&5)1!.,D&K;!
<@=_5/AEE7JT_):N<5/ZE%/LTH*]<:_2(;0&FG;MMVM=H_>9=OK7\W;%_,'TQLN#0A(# ";"0 &0
'AL+W=O92NU#=A9M@Y8!R_.M@_#/M#2V28BD2Y)Q,=[>,?13JI'O4$T\-S40H^]C3';FR#0Y08;IJ_E%@5]64G5,$-#
MM0[T5B&KG%%3!W$8YD'#N/ F(SSS.H[A3\X[O21##:2 MI92/=O!S-?9"ZQ#66!J+P.CUA+=8UQ:(W/BRQ_3Z):WAL7Q _]'%3K$LF<9; M6?_)*
[,9>T,/*ERQMC;W$7:>;)1Z4K3:RV1N3!PT7W9L] M[_?AR& 8OF(0[PUBYW>WD//R!V;89*3D#I35)C0KN%"=-3G'A4W*PBCZRLG. M3.Z^M-R\7-G
*BAE0\G6S.W7^P>VK%%_& 6&UK':0;G'G'68\2N8!7R6PFPT MW(D*JU/[@/SKG8P/3L[BBX +W%Y#$OH0AW%Z 2_I@TX<7O(:WH8IO)JYF.?L
MA3AF8*H4$VMT\E_3I3:*"//WN> [[/0\MCU$-WK+2AQ[=$HTJB?T)N_>1'GX M\8+G:>]Y>@E]LNC.#L@5G&3N]CASMU(;N,=2K@7_Y]L$=#%
<7.5\#*\SI;3K MJ7X]H%(!>*S-=DQ5&J@F:,-$Q<4:JE;9EJD@_14BT#P(\@.:CCMHN0.4>8/- M$E6??J=(0@([IH%^*UE39=$W\.!PCJD'OUK DYGW7-
""LM4$HS]TB [MJ_3; M+Y\H&B(+XW=VIII#;.K"%K!C8:WD-_2NTCI\<@H;W^1GL*VE),0YY#E(00 M#V)(_18D4YV^;B''/C%,"-(/XE(-_-
C,DD3/PUSF*-RE5>4N-],=1XC2Q-X M]V881_%'*)*TEQ^D8?5I.DZ2]Q:&?E8,7$A^FMFPXIR$F 3RH2#8"[S->MYF MEWE+S:1J:
[Q,W+MG*^,YPEZ$_T^$M?3AHJQ;2PO'"MQSR1(3.U>@9 ;74G'4 M!YU2"BUK7K$N _2R-4/;R*A5*K>"_@[_GZ$=O6 W%/XA*)%F]@PLPGWP\BF
M.?;S+N]^D16P8%3UG1=4:1[1V# BOT@(T8^R"#(_'^20^\,B@[F255L::H-/ MU-ZWKGA&_H!TR8+6R/PPC$@W(HN?4-#NU

Z95=3*N*VQMB=#ZF=Q#H6?#.UQ M\:,XHA/C%U'R?[$W.&J8#:JUNQ9H@FZ%Z7IG/]O?/*9=P_VJWEU;/C.UYI3P M&E=D&EX/B*FJNPIT R.WKOTNI:%F[L0-W9Y0607ZOI+2' 9V@?X^-OD74$L# M!!0 ( )&"9%D]#3Y>OP(.X% 9 >&PO=V]R:W-H965T".(R$)#!AP5]KNUH=NO<*VA]T>3* (07Q,[MLYU"]^LG)R&C-\I++,G2IT^1I=E.JD>=(AK8YYG0@RSYEZ7F(F M=W-GX!P,#WR;&FMP% [.";7&%YEMQKTAS6Y28YR@TEP(4)G/G/9+"5;*1\M,IM/'<\2P@SC(Q%8'0\X15FF04B&K\;3*=-:0./Y0/ZIZIV MJF7#-%[)[>/33IWQ@[$F+ R,P]R]QF;>H86+Y*9KKZPJWW#T(&HU$;F33 Q MR+FH3[9O_L-1P-A[)[.7$/0UL&-&IAE#>._ C.!.RE,JN%&Q!B_ MC'>)4LO+/_!:^F 8O:.L,*KS@?)UKMH=KKJ-,ZE(A_+S< M:*/H9?PZ57*-&)Y&M-,RU06+<.[0.&A43^@LWKT9C+R/9_B&+=_P'/IB50\) MR 2^E@J.Z-_L:2 U0F>) A-N3G;K//@Z14AD1@/)Q99Z3TUOII+_H6=@Z/I* MY@43S^\U\/:% -:II[!.%>*+EL,7RO'2TN&"H&2IF8AUCX(C+ P4J"(4A@9> M=ZOFVD]P)#6E=JA%Y+%!6CQX1(+XO86!WZ.M0TG,.X-)Z.NM0U[_GAD;4._ M-PG\+MS^QYQN@X%OG3W[#4<3:PD\N$D2K/9#]8L? F$'P^R.X@([7'W;I#/J# M6J-<%Z?ZZQ[-8(YJ6VT:#9$LA:G'L;6VR^RRGN%_[O4FO&-JRX6&#!,*]?H? MA@ZH>KO4BI%%-=$;:6@_5&)*"QF5=:# [1$IS4&R"=L4O_@)02P,$% @ MD8)D6;4_K]'G! J@T !D !X;"]W;W)K&UL MS5=M;]LV$/XK!Z\H$H"))>K%DIL8<-(.+= 66=RN'X9]H"7: (BJ1'DG%Z7[] MCI0M.XWCMGL!]L4FJ7MY[N[AD;Q8*_W95)Q;N&]J:2X'E;6K\7!HBHHWS)RK M%9?X9:%TPRQ.]7)H5IJSTBLU]9 &03ILF)"#R85? N]&3"]7:6DA^H\&T3J_7E(!QL%V[%LK)N83BY6+$EGW'[<76C<3;LK92BX=(()4'SQ>5@&HZO M$B?O!7X5?&WVQN BF2OUV4W>E)>#P 'B-2^LL\#P[XY?\[IVAA#&'QN;@]ZE M4]P?;ZW_[&/'6.;,\&M5?Q*EK2X'V0!*OF!M;6_5^C7?Q.,!%JHV_A?6&]E@ M $5KK&HVRHB@$;+[9_>;/'R/ MTH4(^[<^11OF2632ZT6H-VTFC-#7RH7AO! M">F*,K,:OPK4LY-73$LAEP9.WBIC3N&&:YA53',X^<#F-3>G%T.+?ISTL-C8 MO.ILTB=LYO!.25L9>"5+7C[4'R*^'B3=@KRB1PW.^.H]&W@MY%^]MT;JQ&COQ^*-[.7'S8G-LW8[-B!;\3Y3V$:O#@" M-N[!QL>L3V;==@&U@&M6%VW-/)UQ>L6,*(#)$EZ*NK6\A/>XBUT==X$=BN:H MO\/1?*@TYP_*"N]1[^'*B9!@*]4:A&2 WQ=\9<'X]); (38]TA<"Z)=:H5EJD MG"NJ^XGV1EUH+APA"]4@&VM/SV<0AB3+,AR"C:M5Q4C\$86YX@M)W%&/>Z() '=Q))GN5N+,A(D\2E\ M\EV$EV? LCFMLBEVNC"]^S;"P4T"W#=8?.T/Q&;#-&HMY==C/7'O"K"4QR8.< MC$84XI10FI,4APDE-(]{2G$U(4&>D!A3]L_\E1O:'?:8IB3(1B2(PWV/;Q[D M;4>'ISQNHWH&P7E7X^"$ZMD\+L!7=L=$[5F*!WJ?@FUFNN)["$D>/\V.'0O&A[.[MQ[:O(2']1_@I#O,? 9I_/M+*8#H'Y."BR1[J]J'^4#@C[2.=.^LZ='._<>(,J MV]H[G2)F[P'O(,B$HM7""@SUU7U1MXX=ZT:N%;-"IO(ML$_/J<.M?.C()YJ MYZ[^-= [(W$;NNE9W+1-_(BA;]:5P*>_JMA:V K;+?_T%^H!$@QZLIY33M?ZT M^!;YG6G7[,H]3'CE(A2;'_Y-A?\5 ($^PT<0JWV,>U M*%Q-MR6? =4$]_RFC(7WA6)J,HGW!C@Q=P$C?-":C)(:81#$E093"S>WLHP&D M;Q $O9F;0RG9Y ^/C"@=D1'J4O26!-CG$_B/\R^_I_?\>^G?YN'_EGML-,G(M&]E+_:%]/=R[/S=<+_TKP6"#P$[>7:7[U?XA,NWNWSOQ[A7SCNFED 9JOD#5 MX'R$NU-W+X-N8M7*W\;GRN+=W@\K?$QQ[03P^T)A1)N)<] _SR9_ 5!+ P04 M " "1@F19*1*10'8$ #V& &0 'AL+W=O'80^,=&T3E427 MI.P$V(\?*4[J:6:^T;'LAJ+52#/9ML\ H>07S>+)A\LQN6A&20[/2H'+P? SA#G,.?HW2<1Z:HTME, 2%ZEXH+O?H!Z0K_ABFO+R M$^WJOHZ%XH(+FM5@Z4%&\NH;/]>!: $D3S_ JP'>,6#X"F!0 P;G6AC6@.&Y M%OP:X)\+&-6 41G[*EAEI ,L\&S"Z XQU5NRJ8=2KA(M TQR-;,>!9._$HD3 ML\=J1B&Z1)RL_H#\P8UC-!/0V (%)RM_) MUL^/ 7K[YAUZ@TB./JUP/B^>\(DMI'O*B!W7KMQ7KGBON#) 'VDNUAR%>0)) M#S[0XV\T>%N&I8F-MX_-O:,,>?^;GPER=]P_D^Z^'W68_T M\ !B"7? [X)U8#IIY-BCY!J^YTYI<=X?)M=A/KG]^EP#T04#&_^V;.A7[L)[= M;;^W?(-CF%IR?^7 MF#-?O[)'3F_]NEFDBPP21::)(L,D77T'C9Z#W7LLUIC M+K-/#&2+GU)XCW J$QG.8T R):*804($2BGGT+M=5!9&I065(;9^F7H-P7CA5IP@B*!GUM2 M(+QB *I77]RU])>N-9-D047FMZ+E'(GCG\33&WM>MU-DR*>..J-&G9%6G0?8 MTG2K]KYY-?\C').4B)<^);14ERIADBPP21::)(L,D77$O6[$O?ZA6>[:I-XF MR0*39*%)LL@064?O<:/W6+N8_RP$%_*TJT3&F9(;)0SOY M;JE9Z^.3OA/)5MY:2D38"U(MI9,V&]ZR:.U>*LO-21+K,1F:-!D9(NNHXCJ'2ZBCU>63/)T\-*<3 MCN[V@J#_9'N*!21H@5G_PM%S7[IK&F4+C+*%1MDB4VQ=S5N%!_>'YLJ:WI3L M)MD"HVRA4;; (%%M7=N\@NZ>_G0"+Y<+&*U UIQCS>:$+DOJ_O* M!O>O=2WYQ:*;9 MJMG'[=G(U]H]V:,,V(U-L73$/11U76T/X_JMFS=].=<>9 M]=M=@F]W"7NZ>"<'G4@_W$O#:;?*LAFP55E YZCSMW>]H#]S:L2O '^NH?@8^8K4C.40I+:[^/T*=LPEJ-OVS#*;B:;/$^NIM/,W["MEUW$"8OX-ZLXW7HY M/TS7TRQ)F;IF\E&_HH95 M&)0M_@K8/FM]1L6E/,;Q4W'P:7DST8H>L9#Y>8'P^*]GMF!A6)!X/_ZKH9/& M9V'8_GR@T_+B^<4\>AE;Q.'?P3+?W$PN)VC)5MXNS._C_>^LOJ"R@WX<9N5/ MM*_;:A/D[[(\WM;&O ?;(*I^>]_J0+0,.&?8 -<&N&M@'C$P:@/C5]F;6"> MZL&J#:RN@7W$P*X-[#+V5;#*2+M>[LVOTWB/TJ(UIQ4?RG25UCS 052,K(<\ MY=\&W"Z?/U0C"L4KE 7K*%@%OA?E/.%^O(OR(%JC) X#/V 9^A6U&B_*KK$4 M>=&2GT^2,. 'BSCR692G7CEJ[H/L";UW6>X%8?:!VW]]<-'[=Q_0.Q1$Z,LF MWF7<.KN>YOQ"BNY,_;K3MU6G\9%.&^AS'.6;#)%HR98#]J[:?O::/57;ZU@! MF/(,-&G AS3<8B7Q@247R-!^05C#YD"'%J>;&T/Q^#'OY,>\4[6YRWQNK@^9 M2[$TFB%ME#SC6'=:X_BC&,=WAW\SQ_< 'W*V3;[=VCL571SF%X\Z:^RQ//9 MS80_RC.6/K/)_.>?=%O[;2AOD# 7$D8@810()N7;;/)MJNCS>_:,HAT;2F5E M:)>&18U]GF-KIAM\E#VWD]1OYIB6TVGE]EM9MJE9MMR,#/ATM)ECR M&#&KB9BEC-C=+O4WO!P//GHK4ZO=?WTVTYQ.S/K-;(R=3BNWW\JT9Z;="089 M\ (EMR^S&3'E5;XR9W<3,5L:L?I)D_'7*9\&S]Q@.CCB[=R4ZMB]ULQ,]I:^Q MCX73?!)(G]3NWPR&T[IEI!@[38R=TV*<>-^/!=CI7ZPVL[H#;Z%T-#; I_DD MD#YIWZ=E8V)N7H!\RGG!(B\8MA@VKR=WU>L)NF61O]EZZ=-@%I7> M1V<1DN:"T@@HC4+1Y%$AQ /]O.J!#BH?@-) <4!H!I5$HFIQVH2'H:A'AE*F' M&C$ZM9 T%Y1&0&E4[TLB.FZ7:3EG0L70U3+&^,(*)"#4"82DN: T DJC-4TN MYU@_DC^AJ.AJ2:4HP%_V<5-ULQ^;CJJ]C!T'QTY[P% M%U)V68#27% : :51*)J<=]%$Z6HI2GTK7_8JAGG9F]@MU"Y&)PM4-0*E42B: MG"PA'.E*G>(-E78V5#%P-W^@(A HC8#2*!1-_N.RT(&P6@2!(;0IK)^U^&)0J0J4YH+2""B-0M'DM OI"ZNE MKU-FNS6B78.-OJ*[4'L:G;.3G!)0IQ2*)B=#*$Y8*6V,+ZYJWNB;#E1BJFER MX3>Z:R1 ?5(HFIP_(1UAM71TT)&;)7$OXJ.ZLMXKEQ*HW8Y.,ZCD@HJ4H'27% : :51*)J<=B%F89#U06K*Z.R"BE2@-)*H[B_ MX,@Y*B%C(3YA]8JC\;475&T"I;F@-)*HS7MZ%^AY?P)%0F_OJ"ID) /!3=[MM?C6JT71*HVW10O^M9^C?9!OA*%ZI@NZ[F4YH+2""B-0M'DD2(D+'S>Q4\8 M=/43*,T%I1%0&H6BR5L!A/)EJ)4OQ>)PH[]Z2#>T_@Q7[6'T&OZ!-4O8Z4]Q M0;U2*)JZ=@-T^=0[\RA'YE MG+CT23US-?JK>.S^8MN%VMGHM)WDE(ZI5 T.1]"0#* ES6I>:/O.U#%R!A: M.F3A;OY E2 H6I6_:6MS-2^,ZW(;?(;*>Z;:E-J<;;;:?RPWF'?.W^I7"WW@ MO*M?D6HCO^DZB#(4LA5W15TX_,+2:JM\=9#'2;FU^S'.>=4N/VZ8 MMV1IT8!_OXKC_'!0.&C^8<\'?U!+ P04 " "1@F19F"EJ7W(# S$ M&0 'AL+W=OS)-D#J!JI6VZFC2=A]6^^)-PD:P*SM).V_7]L0)A :SXIN^<; (%^E$7%9]9&B/K*MOER R7A%[2&2CY94582(9=L;?.: 6?%4[]VP>$JWHL@KN&& (;\N2L)_74-#]S'*LP\9MOMX(M6"TYJL M80'B6WW#Y,KN5+*\A(KGM$(,5C/KO7.5.E@1-.)[#GM^=(]4*'>4WJO%IVQF M8>41%+ 42H+(RP[F4!1*2?KQ;RMJ=385\?C^H/Y!!R^#N2,8RWX+<%_K(6@)>C0[29VG;B$"!)/&=TCIM!23=WH[&NV MS%=>J8.R$$P^S25/Q$G.R7K-8$UTW>A*5G\'U1;06[1H#H_:/(7=MK"[G^@K M(Q4G3>$_TPP*]"H!0?*"OY8JWQ8)>O7B-7J!\@I]W= M)U7&I[:0WBL?[&7K MZ77CJ?L+3SVI78D-1VF503;"3\[S)V?XMLQ:ESKWD+IK]ZS@ NH+Y.$WR,6N M/^+/_/%T;RR<_V<]?;;U7C*\[AQY6L][]#DZ')"__Y10]$E R?\9JWJCZX_K MJCYYQ6NRA)DE&R$'M@,K?OF'$^)W8RDW*9:8%$L-B?6*XW?%\<^IQVTIQK+? M$$--5"^57>P&$\>31V)WG-=36.0'T0"5G**"T,=!V(>E(S8C/(F"#M8+,NB" M#,X&^46^.V5G9/<@ZD)F$HF'MC3:;L[*/?7@F11+3(JEAL1Z-0F[FH2_J2N$ M)HMC4BPQ*98:$NL5)^J*$SVW*S3$H-<5/.P,OLCS4UCDX6#8%4Y1@1]._,F@ M*XS8#+T@O!SO"I==D)=G@[QA^8X(>%)C.*OXU+-G4BPQ*98:$NN59=*59?*; M&L/$9'%,BB4FQ5)#8KWB./AA*,#/;0TM_CM'3I.-.@,(R@GY)MQ^C-AZ[SBJ("5-(4O(MG%6#.A-@M!:SV"W5$A!SI]NY%3/3 %D,]7 ME(K#0AGH_B>(_P-02P,$% @ D8)D64"]'L4R! 21@ !D !X;"]W M;W)K&ULM5E;;]LV&/TKA%84+;!%HJB+E=H&&DM# M"[18$*_=P['1J(MH9*HD93=_/M1%\O6)4*2,2^Q2)USR._[R&.361XI^\%C M0@3XF:4Y7VFQ$,6UKO,P)AGF5[0@N7RSKRS#0C;97N<%(SBJ25FJFX;AZ!E. M017*/.4_JL;G:*49U8Q(M2D)126#Y<2 ;DJ:5DIS'OZVHUHU9$2^?3^J_U\'+8.XQ)QN:_I5$(EYI"PU$ M9(?+5-S1XR?2!F17>B%->?T7'%NLH8&PY()F+5G.($ORYA/_;!-Q09 ZTP2S M)9A#@O4(;4$]-01K)9@/74$NR74H>M-['7B?"SP>LGH$; *+=6JASK[-5OF M*\FKA;(53+Y-)$^L_83C_9Z1/:[K1G>R^@>2EP3\!K;-XJDZQ["[%G;_ &X9 MC:BYB#((](-,'WY_G>#%^72>LR9YXR=V/."FY)<060\2LP M#=.:F,_FZ70T%<[_&SUX\>B]9*!N&:%:#SUY&9W6Q]]?)!1\%B3C_TQ5O=&U MIG4KF[SF!0[)2I,^R D[$&W]]A?H&!^F4JY2S%3@9_JSD"?2C%?I5B@2*Q7 M%Z>KB_-*SN"H+(Y*,5^E6*!(K%<-8%;AN6M-I9BO4BQ0)-8K M@]>5P7LE(_!4%D>EF*]2+% DUBL.-,[G ..E5M R>YO<7+C>P JF8,ASX, + M)F 06M[%+F_2,8FSH?>(&\"+$P^7!H!6,40F@QM((QRH5P M>(LP-:(A'6/@!/K%U6A&V+Z^D^8@I&4NFNNMKK>[]_Y8W_8.^F_@]09.]/O5 M/7E]%7N6;R[9OV*VES\S0$IV&PO=V]R:W-H965TO3M&S0+XEDWWMTS[%X>4AI MM.'IBU@R)L%;'"5B;"VE7-W8MI@N64S%-5^Q1'TSYVE,I3I-%[98I8S.\J0X MLI'C^'9,P\2:C/+/'M+)B*]E%";L(05B'<M88+H6DL=%LJH@#I/M M?_I6"%%)@.Z>!%0DH+X)N$C ?1/<(B&7VMY2R74@5-+)*.4;D&;1"BT[R,7, MLQ7],,E^]T>9JF]#E2E[&WV](@+PB0-(W&ILIX>";CX< D^*$SP?6A/>8]L=0VP\Q$@![D=Z7?Z=,*F*AWFZ;@CG?1/1_5T6^F\$QOMQ$8Y'CXD M]FVG@'_]KN+!O62Q^+M+JBVXVPV>-8@;L:)3-K94!Q L?676Y.>?H._\TB6< M23!B"*PF*MZ)BG7HD\\I%P),:9K^"),%H#%?)[)+OBV,G\-D[?!UXF$G&(SL MUZHN'5'(;T81;4DG$G9WA%TMX=OI=!VO(RK9+&.;RO!?FO70+LY;)*_"Y@I# M=SALD.X(0[X_0 W6VKI.9.WM6'M:UE_5'-CC1_9:3!#T@J#!MR/*=Z#7H.NU M;@6,AK@4I<;#W_'P];=KT0.ZBO=;9;F# 6[^6+VBB-\JOAY5*WZP*WZ@+?XN MGY!8JF;*+_GQ#) <=;9U+X[3&%Z]HHBVI!,)0Z;G+4UGI/Q' L/5"X\D'[AT7N9 MB=I+#^PT5UNHO?!H!1%]1:/;@%%I>)%^,[MW0];O_NFO:+L)$@(C-%;QS/5#>*MV^=;@]D7R5 MOX?WS*7D<7ZX9&K0IUF ^G[.N7P_R5[MV[W[.?D?4$L#!!0 ( )&"9%G: M95.+ 0, *P* 9 >&PO=V]R:W-H965TA4E75[F/9@D@M8=>+,=J#;KY_MA)2/E#*5 M%Q([]YQS?:ZQ;V_%^*-8 $CTE-!4]*V%E%G7MD6T@ 2+2Y9!JK[,&$^P5$,^ MMT7&<<&E%#;K+U"NQR08,2K,+UH5L6T5'.5"LJ0$JPP2DA9/_%3Z ML %0//4 KP1XNP#_!4"C!#2.5?!+@'^L0K,$-'% MO/>"? /=LE0N!!JE,<0U^/P_NHU_/@PWO4.$-C*R\I0;VWHT#O(.('L$C6< M#\AS/+\FH>OCX8TZ/]ZF/GJ;^O@P/(1(P=TZ^):7C6IS-@Q?XYC->?.\.0?% MY@R)B"@3.0?T=3M7?U.21:>DFQT2K+QB#A'%)_F)S]{#9_KE45^2"LF4H]76Z M#%%0V3L]>;A:O)JB]&Q3N!_D=K[T=--H/:KJ=SG;0>#^H=>4^,VV9TZS,:1XV M)XKR)*=8@CJPDPP3KNYYJ6V:EW^7.G>:>YGL6G-0]7_W:MRHU/*C4]$5M3# MWKA-$^!ST_<(%+$\E<795^W6S(=N=U1T3L_T11]WB_F< MI)1F"DIY[*M%L:+WJ@82):9NWS*I.H,S.M"M9/ =8#Z/F-,K@=:H&I0@W]0 M2P,$% @ D8)D6<2O-TS3 P E1, !D !X;"]W;W)K&ULK5AMCYLX$/XK%E>=6JE=WB'))4B;$'I[4J55\$)]J&#G M;&?3NU]_-K L$(ZSN(4 M%9#=D3W"XLV6T)R,:0[G>TI@DD)*G+=,@Q/+V"&M6!>SCW28$X./,\P>J2 M'8H"TG^7*"?'A69J+Q-?LUW*Y80>S/=PAS:(?]L_4C'2&Y8D*Q!F&<& HNU" MNS=GD5D"2HOO&3JRUC.02WDBY*<6\'2A3320H"T\Y/PK.?Z)Z@6YDB\F.2L_ MP;&V-300'Q@G10T6$109KK[AKUJ(%D#PJ %6#;#Z . <,P*X!]K4>G!K@7.O! MK0%N'^"=_7@UP"NUK\0JE0XAA\&(F$%.JB'5]1]A7H? M(@ZSG'T0^&^;$+Q_]P&\D[B_4W)@_L/F.A?!RQ#TN YT6O5JG0G4!E\(YB@# M:YR@1($/A_'32_AH&&]: P2Z4+V1WGJ1?FD/_F[0_@[8QD=@&3:C"&AU/=Q6 MZ? $V[^NW>8^&X2&*!=Q4P3M:VDT9VR6??:&,5755(1TU4N[<,[:',5IH8FMF MB#XC+?C]-],S_E#E9$RR<$RR]9ADT4ADG5PZ32Z=(? 9@B789QAG>B9:10QR+ MS8B#OR^R&W(_*A*\2#AK2D>DRRLR+R23';YY\#Q?7LZUY_;N;O**KIDU5'; M;=1V!]6^3Y),]G@&. & [@9_1(,VM&H])%E9D;DL7HZ?OF.ZB(7>=%'A-"KS! M%(B&TJIVE?;>-?6Q&O1RJZC>R2I5A3NFR^B2RXZX?B.N/]@9'OK_:53Z^F/6 M]IADX9ADZS')HI'(.DF=-$F=C-TB!@EO3?&89.'DI.PMSS#=WB_MU,JVIK;5 M:Q&7K#IJ3QNUI]>WB),S@DKL0;Y;Q1Z3+)R>[C%&OUN,Z3

Z=7BF6YC&ZY'- M&,Y'02C/_H,R)\]J#E''B\Y,(K[?,56WF=[S 0DP/FU_-*)#>=]|?,<8\QP3=D33P $>L[2G(^T1(C%E:[S,($, M\TNZ@%S>B2G+L)!=-M?Y@@&."E&6ZI9A>'J&2:[YP^+:A/E#NA0IR6'"$%]F M&68OUV#2]4@SM=<+]V2>"'5!]X<+/(7KM$)(.<$YHC!O%(&YM7MP4#%%P$_"*SY1ANI3&:4/JG.7332##4A2"$4R@'+OQ7<0)HJ(SF-/Y6G5@^I MA)OM5_?;(G>9RPQSN*'I3Q*)9*3U-11!C)>IN*?KKU#EXRJ_D*:\^$7K*M;0 M4+CD@F:56,X@(WGYCY\K#AL"TWE#8%4"ZU"!70GL0P5.)7 *,F4J!8< "^P/ M&5TCIJ*EFVH4, NU3)_DJNQ3P>1=(G7"_T)IM"9IBG >(9(+G,_)+ 6$.0?! MT4#[4A^G(-<(*M-,)VC'0OF M1&8-,$X-QMD'QFVC4*K<#0INK^=M4>BT/I;"B"9=O;3T2G];$43F36H-"O*?0[*3PD(^2L0#6QJ*_R\+UME=$YP#'LCB1 M68/%H&8QZ&3Q71[0\S8BWIQX(PN<]$&9;#SXK!,M]_?HM(2Y1FFVXP*=J-L M:V!;=529A[YQ]%/G]&^8S4G.40JQU!F7/5DA5IY]RXZ@B^(T.*-"GBV+9B(_M%X"I 'D_IE2\=M0!L_X\?\!4$L#!!0 ( )&"9%FAE;QT&PO=V]R:W-H965T]B38A$STF7FRK)$M"8)%A=L0U+UR9+Q!$MURU>6V'''' M%X51$ENN;7M6@FG:FTV*9_=\-F&9C&E*[CD269)@_G)#8K:;]IS>ZX,'NEK+M_($UFVSPBCP2^6USS]6=55,6-"&IH"Q%G"RGO6OG*G3[N4'1XG=*=F+O&N5= M>6+L>WYSNYCV[/R-2$PBF2.P^K,EY<]M"!+G,7R@>U^(56'ACDO8K$H?J-=V=93C:-,2)94QNH- M$IJ6?_%S%8@] \71&[B5@=LU&!PQZ%<&_5,]#"J#P:D>AI7!\%0#KS+PBMB7 MP2HB[6.)9Q/.=HCGK14MORCD*JQ5@&F:CZQ'R=6G5-G)V1>6KCY+PA,EQY-$ MG]&OF'.FLU]$BES1V?>BF6_'DO]@M<_RE,CZ#85DFK,??W \^V>=3I P'Q(6 M0,)"(%A+WT&M[\!$G]VF*E$0(1%Y5A.;(#I-2X)7$/)9;3OK]VU[8FWWM=(T MNNPV\@\;.?8!*M"U&G=;A<9^O3%JPSIJ0V/4KA/&)?T"%Q,I6^;3'N&<+,J$ M2X7(N@>!/2$-OYAFZ$W[D13TV8\ZL32V-LWQM*K8^F9M8QE%/%.AH]5(U,7+.V4$&MV@PU'B=['ENQ'=6Q'1ECJR8!!\W5 MP*02A3BB,964"/0O^IJO#F*&4UVTC$!9"P$ C64OFR5OD2=(Z^ MA-07$N9#P@)(6 @$:^D[KO4=&[_%OV68J]P8OR"\/^^H);UVNBYAX[U$8E_8 MHV$GY\^-/L\5[C2? :3/$ C6DL2QFSV6;13E@6Q9O*7IJI-?7[0;*"/KW*\<_M*,T'I06@M!"*UM9X;Q_M@";6"@!!-WYG^8T'4:0M':XC3;>L>\KY^S)*&RR%I+0M"& M\$A=XY5^<
/MI2OQ(&E^1>LL+6QWV%4/TFL(16NKUY07"-]X>CB0FW=CN[I MBLF)+:MOHU9GH'U^I3,DS0>E!:"T$(K6'@U-@<3Q8)200^A@-+\BM9-R0<9&;06!44KQ;/V3J8EA*^*,X0"12Q+97FPJ'Y:GU.\ M+D[G=9[?.%=S1_/<=ZZ"\A1B@R\/1=YAOJ*I0#%9*E?VQ4AMS'EYSK"\D6Q3MG(M[8E*RI+A<$[P@/&^@/E\R)E]O<@?U:<_9?U!+ P04 " "1@F19E,ZK MV;P# >$ &0
'AL+W=O._A-9>7EY>9[AG_)K882_"]H*68.5LIJQO7%=D6%TA(&D M>N4;5U0"L!)PO)XY'^#- L,:P5C\2?!> M'#T#+>6)L6_ZY3:?.9YFA"G.I(9ZF>'%YA2C:1X_-.".MV,_D5RN9TYJ0-RO$8UE0]L_SMN!44:+V-4F+]@W]@F$P=DM9"L:)T5 M@X*4S2_ZW@;BR &&+SCXK8/_JPY!ZQ8H0TS(VN)))I/.=L#KJT5FGXPL3'> M2@TI]3*N)%>C1/G)^1TK-U<2\T)I?Y+@"JQ4HN0UQ8"M@1X$CWIPJ0??++%$MA(JWRNS+:@G>O'H+7@%2@L*DD=VLG?]C,[__POPK7%V#P'L' M?,\/+>Z+8?C"X7?A\ U>\"*>TGE;"LEKE:L2_'VG#,"M MQ(7X:A/7H(5V-+T%;T2%,CQSU!X3F.^P,W_]&XR]]S:I(X'UA >=\& (O1%. MA*A1F6&0,2&MB]F Q 9$5XC=_ K"))VZNV,A-JO$@YU5CV'8,0P'&3XRB:C)M4ANQQCO;(RC M,RI7:1I,3@A;K"!,H]!...X(Q[\0RY]SC,_#%44IA" =XSNB"J0"XYS(L$GE!%*Y \;QT&H2\O$ M2&]U9-.]634^C@94_A(8#WAT#LPTV!67.3!'4:MW_%9AQMYY]7[)U:-$/?H\J9OSG\@ MOB&E !2OE9MWG:BP\>8RVKQ(5IG[W!.3ZG9H'K?J H^Y-E#C:\;D\XN^(G;_ M$IC_!U!+ P04 "
"1@F19N1 ,/ 4# %"0 &0 'AL+W=OE=_0RI1)N>?*=Q6HQ-'HB&B6%&BT0]\-5G6/OQ-%_$$UE> MR6H=:QDD*J3BZ1J,"E*657?ZLJ[#!L#N?
@!PU@#G7P'N&N"61BMEI:T1530< M"+XB0D4>!2-'[5)$.F> ZB8L$")^1 M3R\Y5AMBH0@ 9"Y9%+*<)&=-7_)1*$EQ'Y(8+S,JRN22G(U"4)?(,F9XFM(W)Z?$:.."OD9K26>%-)=#Z0.(\@KC6.7$LI]L OVV' MCR!"N%W"W?=P$V77%7/JBCDEG[NW8B.LV#FY8S+"BOP *L@]Q3HQ]4I^7D^E M$KA&?S7YK1)TFQ/H?7LI2'RC=KZ7[MK=+U+B+8&0B3LJ!9!"3B4C7V"7_7C>_UG-Z6F]9\![H):C=!JYNGC*9<*/8' MNV;94?>
["G9<=6P[V#85[.R=CAU8=AWU3FVO5MMK5?O(%;8NK;-)6&\GI>UW M?6]
[W3>$!5VGW]^29FX<4OH'X9Z*.YCVX(8#K#HQLPVT_W{G)*10TJQ5,QY([-SW?;X[MY^+K;H2\4PL
3>YCGJB>M=!ZV;%M%2T@INI4+"'!)S,A8ZIQ*.>V6DJ@TQ04 M<]MU'-^.*4NL?C>=NY3]KEAISA*XE$2MXIC*AR%PL>E9#6L[<<7F"VTF['YWM2>

>&$]NA;@S@[-I MSW+,@H!#I T#Q/J&&=O)@$Y>G_E@-#R!" M>*,,OA=+K]A+7LKG/<-WSC2;T[1@#' K?=<+D.2":@U2D5_G:$W.-,3J=]F^MR:B;Y=2FO';4DD;0L[!^*I!KL/H?WC5\YTM9TNHD"^HD&]=)%M9$MI?L9I'L M9A4[%HYMH7@@.;LB^*$C_'$7<$9OF1F#*DMY)N"GN8#N.X[77N]F\?*);PV MC_^4&]7)=%*RM(CT;!]4$FP;<#?DV)Y:(;+/+0+GJ-[6@T/[;PR MN[#2Q]=&T-XYRL8@YVG3H?!8NDIT=A(I9HN^9I>YY_,#QN=4:-D/FATQEG; M\DB?-5$75,Y9H@B'&4HYIVVL S)K3+*!%LOT('TK-![+T]L%]G(@C0$^GPFA MMP,C4'2'_;]02P,$% @D8)D6&ULQ59M;],P$/XKIS"A(;$F3=]'&JG=AIC$4+5J M[/B@YM<&VN)G=E.N_+KL9TT*] &A)CXDMC.W>/GN3O[$FRX>))HH*G+&5RM["1*Y>>N*Z,$,R);/$>FORRYR(C24[%R92Z0Q-8I2UW?_IN1BASPL"NS408 M\$*EE.%,@"RRC(CM%%.^&3MM9[=P2U>),@MN&.1DA7-4=_E,Z)E;H\0T0R8I M9R!P.78F[?-IVS,.UN(SQ8W<&X.1LN#\P4RNX['C&4:88J0,!-&O-5Y@FAHD MS>.Q G7J/8WC_GB'_MZ*UV(61.(%3^]IK)*Q,W0@QB4I4G7+-Q^P$M0S>!%/ MI7W"IK0=C!R("JEX5CEK!AEEY9L\58'8<_![1QS\RL&WO,N-+,M+HD@8"+X!M8:PUFAE8J=9;DZ/,9&6NA/Y*M9*KQX+JK9G1E@,$<]TMB6Q\3J#3T0(8H(& MIY>H"$WE&S@!RN"&IJDVD8&K- 4#Y$;5=M-R.__(=B.XX4PE$JY8C/&/_JZF M7O/W=_RG?B/@'/,6=+RWX'M^%^[FEW!Z\J8!MU/'I6-QNT=P;U$J02.EHZ)S M$#U
P:@Z*+@1QQRJ./C42Q1J=\/6K=M]{U\"R6[/L6O3.,?4)$5@E M[V(_>1.=.;9"?7P4++:P;S/&A*N%6;RZR%UW1=0UZO5]1IS M<,<$1GS%Z+>?:S/B4AUB6^+I.\(F@MI'?8&K4[@K@_0Z-H; 7 M-HMV61=_7,^-R'^9\6'>_B?ZWGX NI&M;K1/Z[GT:_U[+6&A\NY[3U?^=X+ M%?1O@'MU)?M'*]G=ZU49BI7MR%)'H&"J;%OU:MWU)V6O>S8O?QENB%A1)B'% MI7;U6@-]_$79A=@_^! CQD !D
!X;"]W;W)K&ULQ9EM;]LV$,>_"J$50PLLT1,EVYDMP+94M$ +>'&[O1CV@I%H6X@D MNB0=-_OT(R59UI,%)R.0-XE$W?W(XYW_]E'3(Z&/;(T11E'NE":Z91BNGJ(XT[QI/K:BWI0<>!)G M>$4!.Z0IHL\+G)#C3#.UT\!]O-UQ.:![TSW:XC7FW_.X-3.N2AZT7L^<;YB"-O2LD4&DM:/(BW_W<6^Q7G,E'67,JGL;"CWO! MCT/,GV_D7D<@)*DH0(;R%-Z =5$\@&Q PVQ9-UL2QL$]#LDVB_\5#]_[F*,X M81\$X/O:!^_??0#O0)R!;SMR8"B+V%3G8N%R>CTL%[DH%FE=6*0-OI*,[Q@(ML@A'/?[^L/]DP%\7&U;MFG7:M84U"%SC_2VPC=^ 95BP9SW+Z]WMOG#^W^S!MJV=O;(9=E9"=\^Q+O!VBN*\TYI2B;(N%K'#P\ SJ=BOTG _/CXA&X.\O @D^ M/WOM2HA/DJ88$B6".) ML$HB'*)[WPA'"<"7U*O*P70S8'R^^C)&SN3T51_JN]VU\B$T(%-*[]K9;G0 ML9I60=<*VA-H5U:-P)TJ<&(S3..2R@!/$&%C=^U1SLI%XE*G;W%\-D[+1EI6ME0MOL"$O7MS'*LMOX$/6;0AH9[05S.G9XYW.JM,,T/&+/P5*?T>KD91+^X1E72?*6T0!6M MF:1S5VHZ;RTW2OM8I31?*2U016NF\MS+FH-=UJODQNT<=3BPW0KU&'64IFLR ML6%;9X8X1;\9]^;8A M/] ^XXM7%5\1W<89 PG>B*F,VY%()BU._XL;3O;Y\?8#X9RD^>4.HPA3:2">M;PCAIQLY0?4.QOL/4$L#!!0 ( )&"9%DK+9.@4 0 '89 9 >&PO M=V]R:W-H965TQ1+_G(0\/_4:D)@?* M[O@&O*#[(B_YU-H(L;VT;;[<0$'X!=U"*;]94580(6_9VN9;!B2M@HK<=ATG MM N2E=9L4K7=L-F$[D2>E7##$-\5!6$/UY#3P]3"UF/#MVR]$:K!GDVV9 T+ M$#^V-TS>V0TES0HH>49+Q& UM:[P98)#%5 I_LK@P,^ND4KEEM([=?,YG5J. M&A'DL!0*0>3'"N:0YXHDQ_&SAEI-GRKP_/J1_GN5O$SFEG"8T_SO+!6;J36V M4 HKLLO%-WKX^J L5;TIQ7?]&AUCH66NZXH$4=+$=09.7QD]S7W6(#GZ M +<.<+L!_A,!7AW@/;<'OP[PG]M#4 =4J=O'W*N)BXD@LPFC!\246M+4137[M5;2+ADYKK%"UI(1<@)U4)/Z&%7)7I+@=$5ZBE MFY_KDGMU#>A]#()D.?\@(W\L8O3^W0?T#F4E^KZA.T[*E$]L(4>L^K67]>BN MCZ-SGQB=A[[24FPX2LH44DU\/!P?#<3;77OK:B:KPZ$I>B?+Q*)/@LH^+^ZU7'LW]?WKSSTDF_)$J:6-$D.;_6[-=?<.C\ MIBN-25AL$I88@K6*Z#=%](?HL^]4D:S!4S:@J\H1&%9]8]H/QL'T6AB[\]GMNR_"OA_X;57<5[FA'[AM5=)7^5[D>XVJE7C0)!X,)CZG7"AG8["'<@>Z1 X27H\F/2"Y,"1?*Z1CV/L#D16KG6)M#D)>NOQ,PF*3L,00K%6)J*E$],8>$IDLHDE8;!*6&(*UBHB=TT[$,>TB-;%E M$9'G=7Q$HW)Q@#M&HE$%X2CL.(E&%8ZC0&\E^&P7A@=SOV$TW2V%W.+NY=Y] MJY:F-M]!RDL7HE%:,)26F**UZ^&>ZN&^L:74 S!52I.TV"@M,45KE_*T2<6#MVZ=7V8K7MY51WU8TJJC[$!-K5('CX*ZM]%4A/C.?=NZGO1T>WMS] 24PF,UZ
M2B%ID949%XRHHSEMVH.P%R])D[38*"TQ16N7Y;3SQ,%;NXO1K:M16FR4EIBB MM4MYVK[BP8W5J]PE[!]G!&[8=9>^*O+&8===^BKL8;=G+WV9.XIP]P3%/CM' M+H"MJP-\+A/:E>)X+-BT-B\)KJJC\4[[-;Z<8TU[K%XJ5.?6)_SQC<17PM99MR5$.*]F5!:'_Y(FMD&&FM! [A#D"S=Q; + M6CZVB$JB0E)V _3'[Y!2-#F057C016]LR>+[DGP.SQ'IV4'(+RI&U/ U33(U M=V*M\VO755&,*5-#D6-&3[9"IDS3K=RY*I?(-E:4)F[@>5,W93QS%C/[V[U< MS$2A$Y[AO015I"F3+S>8B,/<\9W7'Q[X+M;F!W2[MS:9<-3MS!07&4C&1$F&&ECP>AKCTM, M$N-$XWBN3)VZ3R-L7K^ZW]K)TV363.%2)'_QC8[GSI4#&]RR(M$/XO 1]PE-MC%\D$F4_X5"U]1R("J5%6HEI!"G/RF_VM0+1$ 3^"4%0"8(W G]\0C"J!*.W M/00G!.-*,+9DRJE8#B'3;#&3X@#2M"8W =_,"F9"0IWRB/D01IYU&;?(PVYYB!')?2L?P=-C"!<_OYF+2]AJ M=D'-+K"^H^^R&\"*LS5/N.:H7D%N@-;U T:%E#S;P0U37 W@*1-KA7+/U@G" M7987VK01641J9E/A[Q7UW<:4_5/&_%R4./V09DZ<:UR%N'D)G\)=A.' =4Z4#4PYY\D+50*.D M%++DMR9V>Q.[-L2=79V+N$^SL#2;6C-3T_<+;^;N6[B-:V{C3F[-16R7(ZW1M%>XQ@1%\:]:$\ND 0JXB4=#]]-(38RV7+A_8A1G_-DXO3:B)%@R%<,MO5_: M0'>.[5S0?9J%/9D=Q612QV3R(Q:629_!Z-,L[,GL*!C3.AC3S@19B6SWSE0. M*B!K6O]I(R6XP=R&LM/R7)2EF>\WDW[H329UXI>0>NKS"-)E#>FR$]+2[E10MPD=,Z"U/I8"EM'97RS8XG5;GPNG3+.S)[CA58WPZD=,^JL^@]&G6=B3V5$P MWM?!>-^YGC\H1616]Z;L>-)(YN XD9>=0SN78D]F1Q1}[[_3A===%TY J_C !<_@!9D\<;;H M-O<#2,D_5JTGBD[MN13[WL'+KVLJZC7.M M^1?B$Y,[GBE(<$L:,WA)623+@WUYHT5NC[IKH>EU9"]CVOVC-WH^58(_7IC M3L_UWRN+?P%02P,$% @ D8)D65)MNHN&ULM9EM;^HV&(;_BI6]M5+7O I=(#4DD2GTCE3 MU:[;AVD?W/ 49V88SMI_WXV4E("4T-G'E?VB3XN6[[N?T2.\,U92]\ 2#0 M)B49'UD+(9;7MLWC!:287]{E9/*7&64I%O*6S6V^9("G15!*;,]Q?#O%26:- MA\6S>S8>TER0)(-[AGB>IIB]W@*AZY'E6ML'#\E\(=0#>SQ4:9)"QA.:(0:SD77C7D=N5P44)7Y/8,UWKI%ZK.E+^KF;CJR"%4C(!+MA<#RWPHF0(@BR7I\K:!6K:D"=Z^W]*AHO&S,,^8PH>2/9"H6(ZMOH2G,<$[$ M UU_@JI!/<6+*>'%7[0NR_:D8IQS0=,J6-ZG25;^QYLJ$3L!WN"# **\/8# MO \".E5 YUB%;A70/5:A5P7TC@WPJP"_R'V9K"+3 19X/&1TC9@J+6GJHK"K MB)8)3C+5LQX%D{\F,DZ,[[*8IH $W@!'/Z-?,6-8>8W. A X(?Q\. NIHTK; M<<6\+9G>!\P.^D(SL> HS*8P;8D/]/$#3;PMVU8DZS@7R M'*^+GAX#=/;].>(+S("W5&]R/*VSI;6UTFBE0C.5BO28 &*)<768A@.=NIMU M"FY'W\U^PQL4)#PFE.<,T)^?93%T)R#E?[5ULY+9;6>J.?>:+W$,(TM.JAS8M"JSQC]^YOO-+FZDF88%)6&@2%AF"-5SNUBYW=?1Q.)M!L5*@I)Y6D)Q/H,W< M$C4H4&K]6XV=2\?SA_9JUS6]X)ESV7-^:!U\K?B.V\2'!_%^.S[2!GYCFGMU MFGO.:CT*+')!V2N:P108)MH\:UFG#B*3L*"$]1L6>?L.F52,#,$:KOFU:[[6 MM0G-5L"*-S(Z0W)ACU_069)5,_XY^N?CN?^V)/=V,[4W3K3:IQKS7L[O#OR^ MLR<:FA2-#,$:WES5WEP=&%'2C04EH%@$R]P-@36RUGOP-/M'4XU9VC94.3LM%[V4'/;:HV'!C4#@RTM#GQ.\'-"Y$! ,M_% @,Q)"O\3 #A.0.0^TO1EO[!PT_%-?S8S2@HJF&U95D=VAX/4] M[YWKD:F:-7WRWGSRM#ZI3>=#;0E'-UM/Y"O7Q#YVCQ%]YB)UU:/M.R3/3)) M"XS20J.TR!2MZ?G;<8/[?YPWN$8/'(S2 J.TT"@M,D5KFOUVZN#JM^G_?2+N M:A;URLR#18+#1<*6(EZ_9:&,]"T^-:/VSOEP"FQ>G.1S%-,\$^497OVT_EIP M4YR1[SV_=\G;LOSP+T.RV\!;_CRT\07S.9)QA&!F91R+J_DBL+*T_[R1M!E M<3K]3(6@:7&Y "PW8JJ_'U&J=C>*('ZF\OX7U!+ P04 " "1@F19?$IS M]14# #S"0 &0 'AL+W=O8ATTQ(VH=.'X2]QI[.%I7$I7]?238.&(4R;5[MDO:FR:+4B@PZY$EE&(E(;3 7

SIPF1+ M"CA6H"(W'LD7* MY809#)=X 3/@3\M[*D9FPQ)G!90L(R6BD(R,&_MZZDM[9? U@PW;^T92R9R0
MGW)P&X\,2P8$.41<,F#QMX8)Y+DD$F'\JCF-QJ4${G_OV#\I[4++'#.8D/Q; M%O-T9%P9*(8$KW+^0#:?
H=;C2;Z(Y$S]HDUM:QDH6C%.BAHL(BBRLOK'VSH/ M>P#!HPDQFG8C43.![4K!@N8S8TN0A1.C*C.IQQ
M%8[S0C@NNB,E3QF:EC'$&GQX&C\X@3=%:IK\.+O\C)V3A#-8]I!KO4>.Y?0U M\4S.A[LZ.?_G??K/W@^2X3:'Q55\[NG#(H]#F+$H)VQ%
7V_F3-.Q8W_H=OO MBK&O9Y2OX#5;X@A&AGCF&- U&,&[-[9O?=0E^S7)PMC_AQU:7]I4W_-
M0@V9YURUK*8:,L\9N$YC=J#>:]1{YZ@70A%4;Y1.KG?DV[6=EMAC&]MJV83' M-GU_T-*I\>5:>I%^(}
(_*7*:)*!*JKI\#YAK158<@SW'5L]R6MLP.>VI8_4\ MZVU7=V&T]*[=4O]7>O^(ODJ)N5?%"J +U3XP%)%5R:LWJIEM.I0;59A;\V/[M>F)KYD/1T50-
R#-]U0[=8;K(2H9R2(0KJ_=!;"&M6HQJP,E2U= YX:(BJ\]4 M=&5 I8%83PCANX%TT/1YP1]02P,$% @ D8)D60M%T/PC" CDL !D M
!X;"]W;W)K&ULO9QO4W2K]E&B)Q\VT9Q=CO8Y/GN>C3*5ANQY=E5LA.Q_.8I2;<\EX?I\RC; MI8*O2Z-M-
&*&88VV/(P'LYORW.=T=I/L\RB,Q>>49/OMEJ?_NQ=1\GH[H(.W M$W^&SYN\.#&:W>SXLW@0^9?
=YU0>C8Z4=;@5<18F,4G%T^W@CEXOF5,8E"W^ M$XK7[.0S*4)Y3)*OQ<%R?3LP"H]$)%9Y@>#RUXN8BR@J2-*/_U;0P;'/PO#T
M\QO=*X.7P3SR3,R3Z*]PG6]N!_: K,43WT?YG\EK(*J)@5OE419^9.\5FV- M 5GMLSS95L;2@VT8'W[S;]6%.#&0'+4!JPQ8V\#L,1A7!N-
S#AM,MG+D_C,'[.R(<_DBS[G7P6*7G8\%20(7DXW D M>2)S'JWV$2_U*0_O>1:N"(_79!%&^URLR;_D?5D03@ ?%B+G822A0_+E84$^
M_/8[^8V,2%9\FY$P)E_B,\^RI/R\[\WR3Z3Q.QFE,NX"N]&JRJ&^T,,K">& M,?
F4Q/DF(VZ\%FN%?:"W=S3V(WD]CQ>5O5W4>Z8%/HC=%1D;'PDSF*GP9ZXW M_^<^UIHO]..?>"K-::^Y>[[S8X6Y=[[S*G/_?.=5YL&/7?GE=\?
>$,+X>'>- M2]ZXAU?>)RI!"\Q,M5DQP5UG.[X2MP,Y@V4B?1&#V=__1BWC'RHU(6$+),Q% MPCPDS$?"
B1L"8(U[&H>]6KJZ+/B*1[&JV0KG]Y1,1^HM'M 6"6B6$N]S"BU M;?MF]'(JRFXKTV1&L]&BVVA(38)R>>,M.P6H.F=>O2)PD2YG;='TZHT_+?
M0W;I(V&!XO+,K*7@I2)(.F&&K5:3=523==E-W=`1)[$.^5VTV_"/9!FOKE3Z ML3I*=TR;M?2C=>12_2!A;M?](1U/C%8
'K)/'PD+N@%0ZMA.2T&*,,>V,3'5 M"IH>%335*NBO*C$DS.V&8%J,.58[M!
_9JX^$!8I1D!&,91@MG2EBG1C.Q#R9(!M*LX]*LW^BTM;59O0=K=GG:DWK MZZ5:0\+<;@@]6D/VZB-A03<$RS+LJ6&VEG]+1:Q:K3E'K3E:K2T;
<^).I ?- M]&KM]$FVEBLNGF:UE5)HA_ZG)YX;5^TEY%SKY*4B0\+TNU":8J_:I4!T7FF*"T!93F0FD>E.9#:0&4MD31
MFMIEM7;9CR>;*L9[V29%,T6Z2=%*E6]2-E,DG)3M%!DG=;?=E),J5D7.2873 M))UHG:RFVMSB[&Z]OBY&)!5;$>><\(CG_1AY%+)
["/".IB'@Q/^4)$=]6&QX_ MG\QF]T-*]D4U1SF&T&PWE+: TEPHS8/2?"@MJ&B-7!7K+*Y0?38%76>SZ=GI M;/["PZC,=STEZ7&M];8$*_>*2NEJ.
[A8NDC: DISH30/2O.AM("J4OL3QVQK M%]1I4[MU"8#J:P":.3,B/9T!H-]/WFQ9*$U 444/5D0:+\^E!8HHNA) MA*CBU69":%TBH/H:P2_9KEIG;5>A-
00HS55$H-RN0JL(4%J@'(3N=E49:.]V MM:XC4'TAX4U+\U)+2I$@\]ES*&T!I;E0F@>E^5!: *4M4;2FA.L"!;6U&9?>
M/^FAR.SX'$I;0&DNE.9!:3Z4%D!I2Q2MJ=RZW$'U]8Y?4EO3^W#Q70 MCD!I M+I3F06D^E!94M#/*PJA^FW]U6Q==&+KHW6 MY22F+R?]U
RFON^+U0^M*4%I+I3F06D^E!:P;DVI9YV)ZK>I[+JNQ/1UI5\R M_YOG9$OUCEXL7&A%21&!JWJ?"ZE,7TI2Q=
<@%:S(+2%E":"Z5Y4)H/I050VA)%:VJW+F:Q[RYF M 9[*T"(6E+: TEPHS8/2?"@M8-TB5M]3&5K$&IV\FV/;X\ZJY\95+K_#V]]JGB?
$"OEX=70]7XPYNJ/O'T.8PS$HDGV95Q-97! MIX>7/QT.\F17OAGH,ZSN(= MRB"[(GN4BV\VA&:0BUNZU=F>
(IB43EFJ6X;AZ1G$N1;,RK$5#6:DX"G.T8H" M5F09I{\N4$H.<\W47@;N\';'Y8 >S/9PB]:(W^]75-SI#27!&"'F4-]^2N6;
(B%"*8BX14'P\H25*4TD2OU"_ZU,DZQV%A%D.*\^X7.=B!,'P>EWL&H'Z]S!><7!KAWLL3,XM8,S
M=@:W=BB7KE=K+Q,70@Z#&24'0*6UH,F+,ONEM\@7SN5&67,JOL7"CP<1I#G. MMPQX[1(M4 (VE&1@2;)]P6&Y
X13PVZ@X"}$',)43'0)F!QA,YV+95&%;+T2 ML@V'DYSOQ.2YF+G'/QSVGP[XZR)]30ZMEQPNK$'@&NVO@&W\ BS#RL9=K.A[))GO\)3M5/^NA5@\
(VCC/W=MT>J*)S^*&1YO69[M&*.Y)NHG0_0):<'//YF>\6N?0"IAH4I8I C6DM)II'2&Z,&*<"34A"EH!*U^ ML^ "Y_7EESYM*JQ,8N5_JJ?
=&W/]VUOIC^=YKUK:%FN:QBNVS8,NX:V[_J^ MZ[3MHA' 5BK<)A7N8"I^O_T*EBED#"PN37"?8]Y;N 8A[]V4*F&A2EBD"-92 MPFN4\#Y%??
%42]D2%JJ$18I@+2G]1DK_QJ07OUM?1$C3Z<0ZJR\]AA/3=1WG MK!"%74/CK+*,0+62,&F2,!E,PAUBG.*8BYU;%9B;@0>C0=1[-Z5*6*@2%BF"
MM?28-GI,/T5]F:J44B4L5 F+%,%:4IK&L;DQ?DR%J;D#!6'98^):KF^?59:W M2=&;I/;J3UH[A M2E"5M% I+5)%:PMZ[';-P0[L Q7&
[K8TGN=T6IHECZ%C.Y9QWDR%8XG1"&([M&\>&T7RC8[Q;W_<7F$&_=^]'E;10*2U216LK<.Q33?=S%!BEK:Y26JB4%JFB MM04]MKOF8
OV@0+C=7[E4]LP.H\Q73/CO+",(D6#I&KU^LF+Z@S1;7E"P$!, MBIQ7KQB;T>84XJ9\]WXVOC"OEV;/>"A/+3Q'=(MSAE(T49,95SY M(DY:G2)4-
YSLR]?D#X1SDI67.P031*6!^'Y#A!+UC9R@.&ULM9=K;YLP%(;_BL6DK9/:<@FY=0E2$S:U4MMUC;I]F/;!)2?!*MC,=I)6 MVH^?;2A-4D(OHE\
PWD?_!YS;#Q8,7XK8@")[M*BJ52YD=V;:(8DBQ.&09 M4/5DQGB*I6KRN2TR#GAJ1&EB>X[3L5-,J!4,S+U+'@S80B:$PB5'8I&FF-^/
M(&&KH>5:#S>NR#R6^H8=##(\APG(Z^R2JY9=4J8D!2H(HXC#;&@=NT>A:P0F MXB>!E5B[1MK*#6.WNG$Z'5J.[A$D$$F-P.JTA#$DB2:I?
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-8?20$3;8T.P6BP^0"X99K>]9!:GKYL)>KGVQ1$O7I)-YW MI#X\._]MY=PW\=(8&V:C;8R[Z\DD5%O5R/"+VRD+>];.-S+"IM],PLXK68>M
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R@?)$&4<$B3UL";06I!K M(?!:&&PA$%N0;"P6Q!M(5!;D&TA<%L0;B&06Y!N(;!;$&\AT%M1;R706U%O
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'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ D8)D69ARVZI; P H@X !D M ("!J 0! 'AL+W=O&PO&PO7W)E;',O=V]R:V)O
M;VLN>&UL+G)E;'-02P$"% ,4 " "1@F199>&9M; XML 59 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the
U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their employment are not
subject to domestic copyright protection. 17 U.S.C. 105. var Show={};Show.LastAR=null,Show.showAR=function(a,r,w)
{if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)?
w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}}
if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display='none'};Show.toggleNext=function(a){var
e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p ;if(e.style.display=='none'){d='block';p='-
'}else{d='none';p='+'} e.style.display=d;if(a.textContent)

{a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 60 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 62 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html 219 200 1 false 54 0 false 5 false false R1.htm 0000001 - Document - Cover Sheet http://mediaalpha.com/role/Cover Cover Cover 1 false false R2.htm 9952151 - Statement - Consolidated Balance Sheets Sheet http://mediaalpha.com/role/ConsolidatedBalanceSheets Consolidated Balance Sheets Statements 2 false false R3.htm 9952152 - Statement - Consolidated Balance Sheets (Parenthetical) Sheet http://mediaalpha.com/role/ConsolidatedBalanceSheetsParenthetical Consolidated Balance Sheets (Parenthetical) Statements 3 false false R4.htm 9952153 - Statement - Consolidated Statements of Operations Sheet http://mediaalpha.com/role/ConsolidatedStatementsofOperations Consolidated Statements of Operations Statements 4 false false R5.htm 9952154 - Statement - Consolidated Statements of Stockholders' Equity (Deficit) Sheet http://mediaalpha.com/role/ConsolidatedStatementsofStockholdersEquityDeficit Consolidated Statements of Stockholders' Equity (Deficit) Statements 5 false false R6.htm 9952155 - Statement - Consolidated Statements of Cash Flows Sheet http://mediaalpha.com/role/ConsolidatedStatementsofCashFlows Consolidated Statements of Cash Flows Statements 6 false false R7.htm 9952156 - 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Disclosure - Long-term debt - Narrative (Details) Sheet http://mediaalpha.com/role/LongtermdebtNarrativeDetails Long-term debt - Narrative (Details) Details 35 false false R36.htm 9954488 - Disclosure - Long-term debt - Schedule of Long Term Debt (Details) Sheet http://mediaalpha.com/role/LongtermdebtScheduleofLongTermDebtDetails Long-term debt - Schedule of Long Term Debt (Details) Details 36 false false R37.htm 9954489 - Disclosure - Long-term debt - Schedule of Expected Future Principal Payments for Borrowings (Details) Sheet http://mediaalpha.com/role/LongtermdebtScheduleofExpectedFuturePrincipalPaymentsforBorrowingsDetails Long-term debt - Schedule of Expected Future Principal Payments for Borrowings (Details) Details 37 false false R38.htm 9954490 - Disclosure - Commitments and contingencies - Narrative (Details) Sheet http://mediaalpha.com/role/CommitmentsandcontingenciesNarrativeDetails Commitments and contingencies - Narrative (Details) Details 38 false false R39.htm 9954491 - 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Schedule of Equity-based Compensation Expense (Details) Details 41 false false R42.htm 9954494 - Disclosure - Fair Value Measurements - Narrative (Details) Sheet http://mediaalpha.com/role/FairValueMeasurementsNarrativeDetails Fair Value Measurements - Narrative (Details) Details 42 false false R43.htm 9954495 - Disclosure - Income taxes - Narrative (Details) Sheet
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http://mediaalpha.com/role/IncometaxesSummaryofOurIncomeTaxExpenseBenefitDetails Income taxes - Summary of Our Income Tax Expense (Benefit) (Details) Details 44 false false R45.htm 9954497 - Disclosure - Earnings (Loss) Per Share - Summary of Calculation of Basic and Diluted Net Loss Per Share (Details) Sheet
http://mediaalpha.com/role/EarningsLossPerShareSummaryofCalculationofBasicandDilutedNetLossPerShareDetails Earnings (Loss) Per Share - Summary of Calculation of Basic and Diluted Net Loss Per Share (Details) Details http://mediaalpha.com/role/EarningsLossPerShareTables 45 false false R46.htm 9954498 - Disclosure - Earnings (Loss) Per Share- Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share (Details) Sheet
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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": ["r38", "r597"] }, "us-gaap_AccountsReceivableMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableMember", "presentation": ["http://mediaalpha.com/role/SummaryofsignificantaccountingpoliciesSummaryofCustomerandSupplierConcentrationRiskDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accounts Receivable", "label": "Accounts Receivable [Member]", "documentation": "Due from customers or clients for goods or services that have been delivered or sold." } } }, "auth_ref": ["r553"] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://mediaalpha.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://mediaalpha.com/role/ConsolidatedBalanceSheets", "http://mediaalpha.com/role/SummaryofsignificantaccountingpoliciesSummaryofCustomerandSupplierConcentrationRiskDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, net of allowance for credit losses of $1,027 and $537, respectively", "verboseLabel": "Accounts receivable", "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": ["r725"] }, "us-gaap_AccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://mediaalpha.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://mediaalpha.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "verboseLabel": "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": ["r41"] }, "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": ["r652"] }, "us-gaap_AdditionalPaidInCapitalCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalCommonStock", "crdr": "credit", "calculation": { "http://mediaalpha.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://mediaalpha.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "label": "Additional Paid in Capital, Common Stock", "documentation": "Value received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital." } } }, "auth_ref": ["r51"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://mediaalpha.com/role/ConsolidatedStatementsofStockholdersEquityDeficit"], "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": ["r477", "r714", "r715", "r716", "r717", "r763", "r816"] }, "ecd_AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Compensation, Amount", "label": "Adjustment to Compensation Amount" } } }, "auth_ref": ["r665"] }, "ecd_AdjToCompAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Compensation:", "label": "Adjustment to Compensation [Axis]" } } }, "auth_ref": ["r665"] }, "ecd_AdjToNonPeoNeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToNonPeoNeoCompFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Non-PEO NEO Compensation Footnote", "label": "Adjustment to Non-PEO NEO Compensation Footnote [Text Block]" } } }, "auth_ref": ["r665"] }, "ecd_AdjToPeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToPeoCompFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment To PEO Compensation, Footnote", "label": "Adjustment To PEO Compensation, Footnote [Text Block]" } } }, "auth_ref": ["r665"] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue", "crdr": "credit", "presentation": ["http://mediaalpha.com/role/ConsolidatedStatementsofStockholdersEquityDeficit"], "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": ["r24", "r25", "r304"] }, "us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype":

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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": ["r2", "r209", "r216", "r567"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": ["http://mediaalpha.com/role/EarningsLossPerShareScheduleofAntidilutiveSecuritiesExcludedfromComputationofEarningsPerShareDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Potential dilutive shares (in shares)", "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount", "documentation": "Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented." } } }, "auth_ref": ["r173"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis", "presentation": ["http://mediaalpha.com/role/EarningsLossPerShareScheduleofAntidilutiveSecuritiesExcludedfromComputationofEarningsPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities [Axis]", "label": "Antidilutive Securities [Axis]", "documentation": "Information by type of antidilutive security." } } }, "auth_ref": ["r13"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems", "presentation": ["http://mediaalpha.com/role/EarningsLossPerShareScheduleofAntidilutiveSecuritiesExcludedfromComputationofEarningsPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]", "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share [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_AntidilutiveSecuritiesNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesNameDomain", "presentation": ["http://mediaalpha.com/role/EarningsLossPerShareScheduleofAntidilutiveSecuritiesExcludedfromComputationofEarningsPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities, Name [Domain]", "label": "Antidilutive Securities, Name [Domain]", "documentation": "Incremental common shares attributable to securities that were not included in diluted earnings per share (EPS) because to do so would increase EPS amounts or decrease loss per share amounts for the period presented." } } }, "auth_ref": ["r13"] }, "us-gaap_ArrangementsAndNonarrangementTransactionsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ArrangementsAndNonarrangementTransactionsMember", "presentation": ["http://mediaalpha.com/role/IncometaxesNarrativeDetails", "http://mediaalpha.com/role/SummaryofsignificantaccountingpoliciesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Collaborative Arrangement and Arrangement Other than Collaborative", "label": "Collaborative Arrangement and Arrangement Other than

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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": ["r6", "r109", "r559"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "presentation": ["http://mediaalpha.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "periodStartLabel": "Cash and cash equivalents, beginning of period", "periodEndLabel": "Cash and cash equivalents, end of period", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r6", "r68", "r136"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://mediaalpha.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://mediaalpha.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "totalLabel": "Net increase in cash and cash equivalents", "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": ["r0", "r68"] }, "us-gaap_CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract", "presentation": ["http://mediaalpha.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Supplemental disclosures of cash flow information", "label": "Cash Flow, Noncash Investing and Financing Activities Disclosure [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": ["r663"] }, "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": ["r660"] }, "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": ["r658"] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": ["http://mediaalpha.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "City Area Code", "label": "City Area Code", "documentation": "Area code of city" } } }, "auth_ref": [] }, "max_ClassB1UnitsMember": { "xbrltype": "domainItemType", "nsuri": "http://mediaalpha.com/20240930", "localname": "ClassB1UnitsMember", "presentation": ["http://mediaalpha.com/role/EarningsLossPerShareSummaryofCalculationofBasicandDilutedNetLossPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class B-1 Units", "label": "Class B1 Units [Member]", "documentation": "Class B 1 units." } } }, "auth_ref": [] }, "us-gaap_ClassOfStockDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockDomain", "presentation": ["http://mediaalpha.com/role/ConsolidatedBalanceSheets", "http://mediaalpha.com/role/ConsolidatedBalanceSheetsParenthetical", "http://mediaalpha.com/role/ConsolidatedStatementsofStockholdersEquityDeficit", "http://mediaalpha.com/role/Cover", "http://mediaalpha.com/role/EarningsLossPerShareSummaryofCalculationofBasicandDilutedNetLossPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class of Stock", "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": ["r103", "r116", "r117", "r118", "r139", "r162", "r163", "r170", "r172", "r179", "r180", "r196", "r237", "r239", "r240", "r241", "r244", "r245", "r276", "r277", "r278", "r279", "r280", "r405", "r469", "r470", "r471", "r472", "r477", "r478", "r479", "r480", "r481", "r482", "r483", "r484", "r485", "r486", "r487", "r488", "r499", "r520", "r538", "r547", "r548", "r549", "r550", "r551", "r702", "r710", "r718"] }, "ecd_CoSelectedMeasureAmt": { "xbrltype": "decimalItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Company Selected Measure Amount", "label": "Company Selected Measure Amount" } } }, "auth_ref": ["r664"] }, "ecd_CoSelectedMeasureName": { "xbrltype": "normalizedStringItemType", 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as total net revenues, product line revenues, segment revenues. The risk is the materially adverse effects of loss of a significant customer." } }
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payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to
repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates,
collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters
important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants." } } }, "auth_ref": [
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"http://mediaalpha.com/role/DisaggregationofrevenueSummaryofDisaggregationofRevenuebyTransactionModelDetails"], "lang": { "en-us": {
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This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityDomain": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityDomain", "presentation": ["http://mediaalpha.com/role/NonControllingInterestNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Entity [Domain]", "label": "Entity [Domain]", "documentation": "All the names of the entities being reported upon in a document. Any legal structure used to conduct activities or to hold assets. Some examples of such structures are corporations, partnerships, limited liability companies, grantor trusts, and other trusts. 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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": ["r393", "r395", "r396", "r397", "r400", "r401", "r402", "r403", "r404", "r430", "r589", "r593"] }, "us-gaap_FairValueInputsLevel3Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel3Member", "presentation": ["http://mediaalpha.com/role/FairValueMeasurementsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Inputs, 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": ["r260", "r294", "r295", "r296", "r297", "r298", "r299", "r385", "r386", "r387", "r388", "r398", "r423", "r569", "r570", "r581", "r582", "r583", "r589", "r592"] }, "us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationLineItems", "presentation": ["http://mediaalpha.com/role/FairValueMeasurementsNarrativeDetails"], "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": [] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths", "crdr": "debit", "calculation": { "http://mediaalpha.com/role/GoodwillandintangibleassetsSummaryofFutureAmortizationExpenseonIdentifiableIntangibleAssetsDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://mediaalpha.com/role/GoodwillandintangibleassetsSummaryofFutureAmortizationExpenseonIdentifiableIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "terseLabel": "2025", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year One", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized 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": ["r217", "r557", "r567"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear", "crdr": "debit", "calculation": { "http://mediaalpha.com/role/GoodwillandintangibleassetsSummaryofFutureAmortizationExpenseonIdentifiableIntangibleAssetsDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://mediaalpha.com/role/GoodwillandintangibleassetsSummaryofFutureAmortizationExpenseonIdentifiableIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "terseLabel": "2024 - Remaining Period", "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": ["r818"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearFour", "crdr": "debit", "calculation": { "http://mediaalpha.com/role/GoodwillandintangibleassetsSummaryofFutureAmortizationExpenseonIdentifiableIntangibleAssetsDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 5.0 } }, "presentation": [

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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": ["r217", "r557", "r567"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearThree", "crdr": "debit", "calculation": { "http://mediaalpha.com/role/GoodwillandintangibleassetsSummaryofFutureAmortizationExpenseonIdentifiableIntangibleAssetsDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://mediaalpha.com/role/GoodwillandintangibleassetsSummaryofFutureAmortizationExpenseonIdentifiableIntangibleAssetsDetails"], "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. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r217", "r557", "r567"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo", "crdr": "debit", "calculation": { "http://mediaalpha.com/role/GoodwillandintangibleassetsSummaryofFutureAmortizationExpenseonIdentifiableIntangibleAssetsDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://mediaalpha.com/role/GoodwillandintangibleassetsSummaryofFutureAmortizationExpenseonIdentifiableIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "terseLabel": "2026", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Two", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in second 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": ["r217", "r557", "r567"] }, "us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsByMajorClassAxis", "presentation": ["http://mediaalpha.com/role/GoodwillandintangibleassetsSummaryofGoodwillandIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets by Major Class", "label": "Finite-Lived Intangible Assets by Major Class [Axis]", "documentation": "Information by major type or class of finite-lived intangible assets." } } }, "auth_ref": ["r208", "r210", "r211", "r212", "r214", "r215", "r218", "r219", "r428", "r429", "r557"] }, "us-gaap_FiniteLivedIntangibleAssetsGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount." } } }, "auth_ref": ["r130", "r133", "r134"] }, "us-gaap_InterestPayableCurrentAndNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestPayableCurrentAndNoncurrent", "crdr": "credit", "presentation": ["http://mediaalpha.com/role/LongtermdebtNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accrued interest", "label": "Interest Payable", "documentation": "Amount of interest payable on debt, including, but not limited to, trade payables." } } }, "auth_ref": ["r85", "r782"] }, "dei_LegalEntityAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LegalEntityAxis", "presentation": ["http://mediaalpha.com/role/NonControllingInterestNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Legal Entity [Axis]", "label": "Legal Entity [Axis]", "documentation": "The set of legal entities associated with a report." } } }, "auth_ref": [] }, "us-gaap_LegalFees": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LegalFees", "crdr": "debit", "presentation": ["http://mediaalpha.com/role/CommitmentsandcontingenciesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Legal fees incurred", "label": "Legal Fees", "documentation": "The amount of expense provided in the period for legal costs incurred on or before the balance sheet date pertaining to resolved, pending or threatened litigation, including arbitration and mediation proceedings." } } }, "auth_ref": ["r705"] }, "us-gaap_Liabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024",

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Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement." } } }, "auth_ref": ["r5", "r86", "r783"] }, "us-gaap_LineOfCreditFacilityCommitmentFeePercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityCommitmentFeePercentage", "presentation": 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Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit." } } }, "auth_ref": ["r132"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": ["http://mediaalpha.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Cash flows from financing activities", "label": "Net Cash Provided by (Used in) Financing Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "calculation": { "http://mediaalpha.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://mediaalpha.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "totalLabel": "Net cash (used in) investing activities", "label": "Net Cash Provided by (Used in) Investing Activities", "documentation": "Amount of cash inflow (outflow) from investing activities, including discontinued operations. 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A noncontrolling interest is sometimes called a minority interest." } } }, "auth_ref": ["r29", "r281", "r714", "r715", "r716", "r717", "r816"] }, "us-gaap_NonoperatingIncomeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NonoperatingIncomeExpense", "crdr": "credit", "calculation": { "http://mediaalpha.com/role/ConsolidatedStatementsofOperations": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://mediaalpha.com/role/ConsolidatedStatementsofOperations"], "lang": { "en-us": { "role": { "negatedTotalLabel": "Total other expense, net", "label": "Nonoperating Income (Expense)", "documentation": "The aggregate amount of income or expense from ancillary business-related activities (that is to say, excluding major activities considered part of the normal operations of the business)." } } }, "auth_ref": ["r61"] }, "us-gaap_OperatingIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingIncomeLoss", "crdr": "credit", "calculation": { "http://mediaalpha.com/role/ConsolidatedStatementsofOperations": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://mediaalpha.com/role/ConsolidatedStatementsofOperations"], "lang": { "en-us": { "role": { "totalLabel": "Income (loss) from operations", "label": "Operating Income (Loss)", "documentation": "The net result for the period of

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These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the entity, if longer." } } }, "auth_ref": ["r5", "r21", "r22", "r36", "r76", "r77", "r569", "r571", "r713", "r769"] }, "us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": ["http://mediaalpha.com/role/EarningsLossPerShareTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Calculation of Basic and Diluted Net Loss Per Share", "label": "Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]", "documentation": "Tabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations." } } }, "auth_ref": ["r719"] }, "us-gaap_ScheduleOfEarningsPerShareBasicByCommonClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicByCommonClassTable", "presentation": ["http://mediaalpha.com/role/EarningsLossPerShareSummaryofCalculationofBasicandDilutedNetLossPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Earnings Per Share [Table]", "label": "Earnings Per Share, Basic, by Common Class, Including Two-Class Method [Table]", "documentation": "Disclosure of information about basic earnings per share by class of stock. Includes, but is not limited to, two-class method." } } }, "auth_ref": ["r12", "r14", "r162", "r163", "r170"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "presentation": ["http://mediaalpha.com/role/EquitybasedcompensationTables"], "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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Risk is the materially adverse effects of loss of a material supplier or a supplier of critically needed goods or services." } } }, "auth_ref": ["r72"] }, "ecd_TabularListTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TabularListTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Tabular List, Table", "label": "Tabular List [Table Text Block]" } } }, "auth_ref": ["r671"] }, "max_TaxReceivablesAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://mediaalpha.com/20240930", "localname": "TaxReceivablesAgreementMember", "presentation": ["http://mediaalpha.com/role/IncometaxesNarrativeDetails", "http://mediaalpha.com/role/SummaryofsignificantaccountingpoliciesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Tax Receivables Agreement", "label": "Tax Receivables Agreement [Member]", "documentation": "Tax Receivables Agreement." } 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either acquired through registration of a business name to gain or protect exclusive use thereof." } } }, "auth_ref": ["r26", "r734", "r735", "r736", "r737", "r738", "r739", "r740", "r742", "r743", "r744"] }, "ecd_TradingArrAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TradingArrAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Trading Arrangement:", "label": "Trading Arrangement [Axis]" } } }, "auth_ref": ["r690"] }, "ecd_TradingArrByIndTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TradingArrByIndTable", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Trading Arrangements, by Individual", "label": "Trading Arrangements, by Individual [Table]" } } }, "auth_ref": ["r692"] }, "dei_TradingSymbol": { "xbrltype": "tradingSymbolItemType", 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GK&O&N(KNH2YO5K1'O*HJ3=&D3F#7B745>ABYM;F][WMT-HG#\ M,. 'Q(,,"R'1'OP/*0R>M*FL.C&O*HLG;7:I3LRKRN1)F_"I$_.JLGG2Y6"@ M
NM;%+IC)[F)TGVK:=J#?CT7:@7M)XC'QDY=KYI-$)' .4)!9B6&3+OJLE[2Y4FDY5!%)LJ0+ALB+8;R7.]V"Q=%N'@ M;):
(&=+E#VK&C#+/PIK290YV8@9OJ3XERH5TN8*= M>'$7$9?"&6@X4\[_^J&%#W IFY)EXFH"Z-KY@-:TN4Y*F"T1.R0+M=1.W:4 M:>^LO>
<[]HKX*:^=AB5M1N CO4^N&8^C\?PIX@M& 7WN>*JWN\+/'OHY#!Z@ M?AH>GM/PA3IC]F#XLCZ*1]I

M,73ZZ/ M]I V7X+@J@1DR3EL'_GUG<\L WV"]) M/%.#]NGN\L))[JC/LZ\T84SB30"^CP\QW:<2+2== DM>_E3B*$B7?Y*4/U69 M(.E2./+RIQ+
[(UT69#(VZ8E$[C37!.SY[?.OWVF<1)Z34)?O"W[0?P^\?52Z M2&%%[I$M22,B;BO1:2]H<@D2\J<@G:$F;/)"(-Q79FY:T68,IXS1
[3JE!R1@4T66]%VG3($$;*K()+7KE#>0@$U5V29ILPC7<'"9 MWB;LU>"7GT.';\PMG/L/X^2FS_?BCM0H29M,D(P_55DC:7,*DO&G*C,D;59!
M,OY497^DS2MLQ)];ZOM>\' 1N%^RPI"KYQ&[U9&6O;6E333(S:Z'K%-'VLR# MW.RJR%AUI,U R,VNBFQ71]I,Q*OL2N?
B0#O1C_21^N$(KCE.>]61-@LA'XNJ MLE'US$!4)465V*5Z)B&JDJ)*;%&]\Q#_H &-B,]G$3LJD=ZU,%4
M]ZYB6IY5I6UJG>^HG(Y]\1\U3MI4;F<56'/NM)F+JJN:-E33Z6NM+D':?9K M]T5Y:=,(O-_FA?/7V(N]>;/77@ZDJ;$?
A$O.@/XH_IAY?)/W]E=R21,WCY##'FO%&87'0= MC,9)S*\PU_!AX\5\H20>1]OQX+=?MDF+5WST8B<CSLM=]09 M!-Y?XX4U+'^?K8+"2.
[!)S]\JH^JEC81,O$A^3&.FSZW@XM[R<-A&(AC'L<9 M4'>E38+(Q9Z*8N>NM/D.N=A349C[HP>>V,!0Y,W
M6<'NX'K^&/)%O(TX;SQ\]>SX8Y>ZGZ)PR 2'>8;<0[OI7Y$H\(*'F,77_"#H MAY?
\&\RU*1#\/>:.*X8F;W+DR!A5R7'TN9S[JZN)3B16)5@2YLE.@6F5R7ITN:>CBW MJBI%(FWVZM@87$UZTM!/-
P=V0LWM#/UT,V$GU"K/T$\S'U99!%V)*)]F,JRR M"+H2.3[-3)@DP515@GV:J3%)F%Z5I$N7*X.!*C=/ 8WB@3>:"X=VK3UTJ7?^
MF3X0_XJ_:4ZHQ2.M0>B[[.EUJ2XT=.DR7UNS4"*B2I=9.@FY*+$>W-"ERQU5 M)!=;$O6M]WS.(M5P'#DT%G\.*''Y>ESOL?>>_8?
3VNOW#>IHMD,?$9S8=>T!Q0[V&0G%O&6=L>)>^>/#<9G.N: M]K\;_-+>^WA$@NP'3NB'T?E/C"=:O_^NS];9[).AY[^<__V.$3E6OM(GY7O(
MS/C?U9@$<3-F;Y9>&'O_H>S&[!G\SZ?TN9KVSO<"FJU#-[3_]0[>ONE2)XRX M/W$^#M@[PU5L342:M2B#B/9_:?RTGOC,/-R1>Y\J85^Y!.8&2?
S^+6$< >)F MC%EF#XD>&(>2<'3.6,/>/>$W2;^]#R.VDB8C@T]&,3W/_O'.]>*13UX8ROC+ M\!^]2^]U'R9).(3;O7ND4>

(YQ&\2WWL(SOE[BJ]3$'2[9QW;!!PD#'")FSTX MA<@9@\C;Y<^[G;.NEO^5=J;SS]_R^T79ERFUTU=T%?8B0)9?&F9CX5W3U9NC
M1''#,=""LY^Q;41,-4;#D_P@OL+"@_C8F$1,Q_^4[851TE!X9B=A;NIS M0=?ZUW3FJ.07#[/9CKF4Q@IR8]?V68440PI%#F9[M;6(EO_:=7(B,W
M#SV7?=($@ZK>C&D$I5/'E.4 M#.',4IP7,%,BP0L_%K_-I,>&3*?>-+NMMBY/5+,951:#&JEB4F.SP*PH![_3 M:]
[/*TB^LF\R+K8:O2_4]#$&;#&/#JF3@)?WW(7D:3 MUU9(K,0CZD BWE6\0/&26'$&W(M;'2]*\E;;(K9;C9/4UMI%G21K?1JVQ%MM
M[R4)%"Q201#@\#F:@AZ34 70"S :I?L#_$C])73)B5XN0YX MSS3T:#=Z'ZE/GDA$R_6?CH#"=^3Y.MWT$WT6YVUGH]'KV-#LV-)-\U7BU0.G
M[8T<^S<<:@KSNT+F>$7*O\>1%[N>PWTOIJJ]65CRRZ('$GC_X7__7!],;4B- MZ[/O9[=GRM5PY([" IXG"AX+\SV&L7
0/U*=Q:23G:N$F^L8L#%,!FQL@J!R_9 1FEP<> M65S.MJOY%K+'^?^_-Q+&,'V4V>@QET)OR\/]M9::3X]UA)F*B/X 65@+_A+%*8
MYTV=;KRY_QGD&[)9%TYR?F39*)#5/;7B(]U"AQ!HH#5:<%@H1)X=4Q4"(BL-CW]';WNW+\#[T MW\1%]9CHL77-/"04&?G0%A[JK"
JJG@<<^F6K4(G%VJAJYYAPE2ASZGKM4 MRK'0ZP&;3KUEIJ@UYTXYZ+V<2Q:3&?&R1-N5!$(TR%'W=1E?_6SC1=&9%(
M>80VU+"9HL2#W9)#:W!9+E<.]I=&9.*NI#R"5?:C=Z7B_]!2N]#!*Y2'3*[M;0)'/;[^_9J?>ZN4+;&"R '=&ZVJG(]KP,7\D]4N7]1G %U?
BA#J*A[&E"> ML0,/+/P->PW*R|[EL4<<.DHH@[E$8AN*+P\)E;>L/OUV?^/ MQTS)QX,0=G6R#=UD0)+%M3^1^57"$L6/TW?
X655(X"IO#/&.]Y0R9HSO_\W> M *[GE[(?P2K2^T I0LP7P1=)XD3I:HI+7N(S1;CJR_\MFJ2X'$<1>XRH'

&:9RE%R0#C^_MCF!O=]^J0ZQWHA%H M_'-Y\CY#,*!7*OZ30E0-Y7UY!"1I1?/8>5"&.PZ0^(B"Z M(@1F-#
<3Q6&UF;.%_&0*0OVC"BS;TQ"AHP"+RKX"^QFS,@"Q1Z4ARA\2@;9 MUV?,?:!\92[M>P$OY^(Y[\:JE3641NZ'JU?0X/Y 8\4*&E!1PG44"YF:1N;5
MS+HR9\=U*,'4SW2]G((-IK?U<@ID#?O,L*U2;L6L2:=5+,7W6@%P2]:JWCZ.ISOK157$^[KBYYLW=;U.7[3*M)Q=1M:D6C2\;]AS!Z6=[-%2?0.2Z<
M]*+IGJZA-WH7R_"1JCR[1#BUWN5E(;,UI->;KYPS+@BU:B\[$B7W-<]W.1Y, MGJ**NQ5>GP@8)JZ?^#-U\"1G<-G93Z'*.5T^C&-
VHSC..Q;9)WX\/1=I;':B M!M5<'63B*C_0D5P.]N/29+3X!R?%91;RK9,'LXP39OM$:XAQOSK&P,.+/\E_@X4\>>S1[K!*P5PLA M7_#HQ=P9"$C@>,2'*
BJZN%B:)[DDLB-%:AB]-S\,)#P9)(X+/1Z:N>5C:_V2M)Q+W*]E^6_UOQCDQA7PC@L;'J MM];WB*B%'%WP-.J-DX3WF7]LZJ+-@ IB$%'E"?
Z34O,3WZQ@NFP<>(*6O :$ M^8[S]#4:3+@74)+RX1[<]OQ@G7HTRASI,_& ^;;LA[MGL$-F@>ET58IFB9. J%9W,>4=A%?:1+312G"^$KT*8_(?
=QZ(^3Y9\(M[=3C-8AY;0*+]G]L3_H_#J*I$_M F_<1)3^:I)_0Z)SX3^0E!@)@D\@:-HD\
M3(^WS0Z3+"H[KL=OQ_>QOSZ//!IOHK=T0Z(WNKOX\/D*^G5ENH_=IDOWC
MAYJ'*URBO3!Q"XVU5^#F,G&/3UQB(HMJB_*OO8)9E9BCH>>Z/D4)+4U"87^2 M!2K\] K?N?] ?)C?H]P.*$5!K8N@ AM14(]:4.T%09U:4YZ-
'E%Q%!.2!ZY&_Q\I'+W;&8LH]I?!,1_B3WN*TP5 M#]-'KBBHA6N^TWCL8SA?3XT$ ##,$]%()FHDZ362KK4:O=^@GMY+>$4;US'L M
S_[&U24'\9C*&V\N _'B0*S FFB?/?B'ZAWZJ%W.)NM4U$\%BJ>&BB>+D^5 M)!'C#56)5-V!"O1#B?!,$9 E*)=GRDW=[]>?<W1;S='1JCNA@CX-
ZNQJ@^^N0"%4H-%$JGT8,P6?E$ MG"2,4)?41I=T3DB7X,Y!#50)]'?[/9@9:W-+?"8.*T&FFD##M'T[S$_7I@Z
M,JAYZJ)Y@,_6CA5_M=$\N$-0!\UCP;S:/N&[CK^/H'4X#;PPFM$XJ%WJHET8 M+ZT=2Q!KHUUP&Z .V@4F\+#?,'^F3YD;,[/=B%JE+EJE?
4):Q4:M(K]6,;5& M[X;WJ[L.1(\G=BO4)S71)\"]D]$G+=0G-= GK4;OZGG@W7M8_5T?-=):KT:R M5ZI-XQY4
56I@&ZC=\M(2Y*M8Q.I2EU05RQRU]9>TQ6;=/R>-IO-:^>XW%\%>-T/-XFW2#W MT'9Z0S&[B*$G/V^]SH=Y_C8F,)?3?
U'$[%N8Z/Z)A<2*KC5_;]_P7;*^N4TP M1+RIMF!0VF6[J7U]HBF#L:6SF9D(S1QO=.N,-BOFRM'=I$^RFSCM9\PX.
MAOY.8;)$H^F!T_F+0'!^^ZS\&O]\ $WY_/D2)K7R^_WV^=?T'C]OU \:>;Z6*L M,@;[E/$:N)YVH<^F&3.V0[+QR8LI'S8YP! 0MY_Z(0Y7[\PBYD-
C$<1\J(>=^0+D8F'HB) M$\D$\4N_<\8Q"W%FON-2R_P9YL6;P3',NWP!(::!.^%U?*9/7=,_!C&DX]&,%((IA%Y[#<1;V
X8K+N,.E&CN^9XQ^]!R\A_E0V MDXCT^YZSK)H?/1,9AE,+.PSO/9^J"H^_$U5Q:?R#<8-#AJM=Q4WOG8DOM\(@ MS_%X-
&)0&3$/.&!W5Q42*T\PJXCPNW.1C\(14^\)B5[85TS=)PB& X AHD[" MR-C,X+!LM3_>7B.'7"\&+MH].@Y[U1^$/ 90'T;,I2B'&M<^0IKX F3O
(F3R+L?,SV0 M9]|%H#&NR#,-SQA*^#@R+W@,_<V;U9!H<>8@H[XNR+/9TZ1IF!KB'3F:G;"E&FP_8TKAKQ^2>#$-F M\1=]?14B-
/AG)M()Y<&V$\[$ DZ:]YF/[])&C-RBO(@I7DF($-DS1#Z%/ \9 MSP%#A2T4F$7I/5+_155N$_I(^6?GJIN8$A8)@#.?3A9E1IG] 9HB>1F)4Q&Y?
@&_*_?Z4H^0?>7[*"(@] ^(Z MB+V'P"/SBCW[5+DD(^Z^_R,*QR-5^7SV;9J.@1C!!PV-/M?^N;1D#^<9]H^Q MY[/PRIUDIC-S"A+UQPC]/P*9C-
FPDS#((>7T0@F)"+64AX(VOWSEIF&IDO M/0QMU="Z231&QZ@?SSH^?!+G.3*M+D['986#<;,R.>4..(7O&3*WK.',.V#TFGB'/ M':>E+%.'9K80.D9D[
\9G_PQ<$M()#\#DA:K$^>OL2?*=B A&/ X\?YEFL_C M;M=2-F]:!^6.N0T?!Y-J=[%YP!_#-RF>(!)D=QWQ4RJ9(B-I(ZSL/@_A))QQ M7AR16DR]MJR
X)V""-D;0JZ>O7A2S9#ZI#YYBE,S\S!.)172?>#!IU40&4[^ M]I/>TMZM3OXN)GM%8<9<1EC)^A.C)M@CGR]3Z11Z_Y'ZX4CH[K3=R935F1@.-
IH.8)Z13687['1U07(/WR$ 6I=/$F]F6%QDGZ@P"MJB'EYE=5AH\ ML)B8N_M9:4B>YI_K:\4+R+-8,G4U9TZ"3%-.3#-#44F^*4D !@]HK8K' @S1
M\20,X!5G&VUER8PA92Z!RT/'V8X[B*1#QQ4J/QKT((XQ34,,D0B&@'MR6A1Y MLS_>?*>P%YNY:Q_O+B<"S+VT;*M=".MJ1IQB4;I@<#9W:[SC--
(K$(F@@^"G?-O29(O)%\GM2=PI]B\%J1^.12.@+-W"2I1Z0 M:#C[.?,DLY0ECS8FVV',SQ"/0=.R7[/O4K B-,T3O7X6F)?20[T0=%OJLP M
M2:1>^BY"A-EVJY.35%YZI%1OOUNH4UYQC!@9OC^&WPWXA@(1^^[W44CGIAY42)X6*S.&:GX M)4[H$%Q6TR0+KQ2(V'^1MP?
+4*3Y2B5@S\LZE*4[D)2Y+SQE =]EB>2T\!G% M[W L$E4XF0Y\B,(GYDM0L64 #4.0%8?;_G5)0D21IBMJ_L=QEC=*=WQY+Z&< M#>%)OA?
9M3]V?85B-!Y/QX39%]AWSW?!8<:(T&?9)Y0Q*&1^N^*&3P'4?K// M)IGTF:U847>*3-P?$V]G@N+Y4L?94KUT;VT4B;Y=:>2<5AA.QT5-$R'3,BQD
MWOZ8]VU2G>)/]J2Y_O.)-YRM@$L_ ?69;I#"<0H8]>!X*;_SW4DFW*,QYC<. MZ8*D;?VY>$74H=XCI)9G.NIEI@YYR\LVL6-0/ P^1+?O- M,,U4?
60E'K" .*W#F9MX$U-^X(D'SS 89WIZ(#-AV5XBJW .HPFER*HV.@?)9?FJ^!E94
M],Q6S*0GL;,X#JW67FNK7NX9A<7A11@90XDSF.UC09*$.#^R&6&\K1_L>(GT MH#B_%)I4Q47(4DFI%O@ M?$,[K7QF+YE6PL,>&HW
X818+I5ZYMN,X]DG\PVUU4]%+.RQJ(HSDRMXO_7YV>S8)^J(@A87_LGAR@O"SOT)5(&,/R-B9
M,P@)>19\#F'[=!3&J2V>]6AA87XXI%,USW_B":T!X;THAA&%[R*22<]LSIYH M0/X>D+_WE&^"9PG3=*(GLN"
+$A5GY\=DA9S+V9C_+0_)G+E@%SA R F\5_> MV"9DQP'9D=49!)EKD?#CMNXC8<'? X\4LM8#]}E.3O9#04G:OV^F]44$B4TW M4W99UPC1'9T?
W1G[='+V_NL_;Z_427M .$4^/>OOI7.BXIE="'YW<0*<@22; M4_MFH164.IFZ.+UWUHOP9WZJG]VJSU1RDD6R63R43L%.>\L@" \,0B>,1B$O
MD)@D@'@O$N3#7G.M O801$X:.;@T=B+O/G^N@7ZA-&;Z3,6-+'=N:(;I7 0! MQ)G+W8[^;]H,9'J_5V^8K.V>)'_/#-
"/]"$$C9515C0RXGTJ[L7T(@9U,>.; M/@_(..:-"WC-@[CRGO2MCQT-Z2DT'-R*?HQ#&)/M*40[30W"5KZ<'(Q#?[/:&Z9TYGSNXXSS97@? F@B+N
MW##8L*SJ&/*5]HZ=]E/C(C9?,OJSH4,(;F+A4G/:GZ:M-BOTA'S+MKC.W9Y?Z MD-
%,NYK9GCO0:&>&OZ)M.7OW,9WO>+'^ #0^[W"R.8>,HF:M7Q[-M,XK/QK-MID-N4S2!I)IRA.4%/\%MU(L6+F?:?N2:A55A J\CU7!'E9I6T=A?
E_5B#CK M:(Z7K=6JHT!WUU8#]$<7KJ2^S=8_B[IH>Q8?0 MN/GO*X*VV?>]?4V?;?:^AK'^?:7A^!?F-)(+?S0@D&QRSM(B]>DD\I5:798W
MN)RMZ?U ?!Z;R;3Y#]ZE]XK-=!@7;)30"E9.87%UZGAZ7;/.K8)MB>)V/]WLP>G9NF, MO?W;Y<_;QEFK:^1^I9WIN9^ONI6NG[7,=]%;K?[<-
DM<5/?56[WE]!(T8UP! M[O[2,!M3?X#GPLXU16=QW,27,3QK#I?S?^5KYJJ-SX2 ;0H6 PE6_B&]%E+QVU_ M7VQQA;G=Y_]/1FXOV4#.[A,&G
M*)U>:!F/COD.X/([=!L\8L=7S#YRFU5!8@.T-B1__TF@RH =D2.'*Y@,AHW- MR$7@PO]<3>%QD5R2*()-%CX8K:&($)3%7L_)>3 >-
MV0Q^UP6R8ZC"R4"Q&$ M9_VFR<(OTU!-C?D+\ROMB;:IN[FD[V-652.,4$!.58!L2L0$+/1T]NJT=8E M$9"#.C0S ?%\%8'.K6E%D('=U[*8J,Z.4*I*
("8%$ACZP+,:L-GGP#9?HOAA MG Z>^>\2]?%%]A/M8?0Q'-G_;&?+>W[9&5%\68QO*F:T5Z"&W<.'JU_C;AL MNOZE)=J-GFTN+U#-1D[Q
W<+.=U%?]0HAMA8E(:H/HJ^VV*0F03BI$_ 8].CR7S\,* MXJQKY?QT[=>S *_)RJ;><;UE98W634E\)2C,G,D;(*_(J&TI,IU&SU"[9DL2
M_[',;!W":8WJW0.2*N-[T(QIF)G79L28:-4 M]I%*SCKW=P<9L33F[!8,5;/+\GTPYT_PA#%TKHBTJ, MP3QC7;4['4E\&72-
#ZAK]P$HDP&JI6JZ+0F@CK[X(&/4+D[PD8O!&KVZ+=2M M1L]]JVUSYS@0,[H2@F:-[MP6-+9DH%FC'[-B6K90NAIC^[SJZ-WDF_18)F:-
M=U'B,UF]KV'@;!<_MIAPJFUI$GOH#!]0H9<"(-B;4^VN+-'4D6:&\VNN168X M7X]NG>B1NE(MGPZ;5ZH5>WE9-
$'^6Y>>]RXJ^K#':+947=>6A+^BQC.:Z'U3 M:N)3AB %A1F%N>!^0E%A[C9ZNFVJ76,YC87"?)1;&/E _#S3YI4?-)[I?O=W
MAKN^YWBK=S2*G:0R&0/<< S;)7/.D>"0U]JE'7V6-3OB-=/W%\]YU;6(;U^\ M/B(O4(N)QJM.Y?3*A@7?
WP0NMJM"L*'T1>NJ=GNY/K^V>204B6,5B0TKUW<3 M";W1LUNJT98ELUIF8JP.YHXW.LUJUG&G> ?[ )2#F0A+-31#DEU
MW##H^K$HM!T5P+K:4XBT\";1}1,C'6(CVE7X8/#2AMS%C_ST6.FZM9C\S.MXQ M,GYD5-Q2-*Q&KZ-V=J^RD,<#1_ALJE]+@(_-
-6MG]\,+OJKFWD;G+$9Y,, M&QZYV$G=[NR(P.%VTU!;>EF>"![V.0[DK=/4.R.OW>BUNVK;V+DU#)[X*0$: MG^<54;'N S'>.LB-
;L#F]NVVM%EZ:>$WG%%WO'V&.J*X[V659-S M/C6L8Z_;%KFH8Y_F0$IRW(]+6C_(TL2LS(QS3?(BKZC5 A5=-2J,+6G[OF:%L8?,^A15 M
TH&NK;;.L M *+ZN-"ZJ/I_CKWSP/-_:<"@XZ5.W=.W M@X;=L^\V@:0EF'WX^N;]D,0N@23VA"1'G\V]G3OL\"8][?#S+L<=JC[34.W! M!3E;N5_Z)

{Z5"YC%.@P#<<1%?;W+^3<:W<(,MT4!:\T:1R-/O,* H^H;B6XB M/KK0Y1,!IC=,S:(V$;C6ZS*^:BGM/2REW>AI9]JRT[O<)WY$(N41[J8TE96K MYV/PXE=IV.R\LG*^S/ABG S"B/';G:RX.UEQYO7BY3^^7>;C(4M\EG<>=I%> MS&?R87%B30]9W/1=4?+-K]}>N_]K.!
]/K+V5K;VM[4BZ]8^^&2=QPAP+I@=R MG@\ET_;9)F ;IL0#'V4GL.U +:,PM8H^^G5JF=!6YVPY+;6:6BG4//Y&HHW M] D*X:,J)F/]A -N:JH"
<_WXU=F4N_0KG7]EX@"&0AY9^_5H:@8$Z>"8Q:BI M;8&8E+7[CTEMF<#1VAD6JZ^]J?
BC#U>R4[}^UMW0UNWM8RD%X]UGTT:\Z3QT=]HW/EJ=C MO.IJIDIT%\3M0++B_F;11[}.,CAZTRGDG4ON;YY&;51G5Y>B
[/A=!PD>]=O\#XW"96>B M:T&_OXZA&^\D26!A=O. A42[8<>6#3LGU1KB@JT9:$U\!49/-KU <KML"UTU7;6OG:7$8S4N(IW5->$K'
M$_3^UW6UICGT(==?VY3U.Y^/-3MHV9NMG_UH4D^\T(>Q)[A6) M D:/>(;,'P65BXI)!\1$RQW2N51:B!YMK4"UI'(/!BI(PQB&:K>6CS<>'%1'
M7QAD?UAM"FJG9G")G,I;%4/>=X/@9#!PV&,-9!#VR/L0X+I_TQ MT.2;:*QX,1-ZWX70Y&=]Y+=6)G# IJNV8%U^'@@^Z/UCR.YY#D97GO$YU@_M0
ZH0QPF';#4OD*4. MP@0EVO^.T M_F6P8"3]T2":'@=[H,W{B)(?3=)G+WA._"?R$@-49W')0+E]T62K21,O[\W MP@CY8"HKC AG*)-
S&L%5;UFK4H@P@T]D_K6<14[!VOS& B PWN0!+>OR6] M//;GJXW68;7&*F/&4;M86R+"K/%][+'/H]D.R8LO),L;7,ZJJ=N)<@+VW(RH
M8+04;U%0>[_Y/=/$[YBN9MHY'+,'N+&]T&>'@L6#$TL*>V_"F<;>-?V(#/F\ MX9]7OO0,%L7)4E%J--'!W+"R-
_?)**;GV3_>9?,8O("OEO_H77JO5'&#UEG, M(0"%Q==3A72F":64IC/2)Z=?G[&OWBY_;K7.=,/(_4H[TW,_7W4KZ-6@=PO=
M:O7GMIG_D$H797:LXUZ48;YZJS7)LE?082?.5?5*$,KN@9R;G4" ;+#?]X)3K M)DUK-
WGA4R*:N;N\'2E=$$P[@^GHRT*^TT<:C"D6@)SF#G.1++*NO9YF3:'T M*0J'$+'#+?_TDL'E.&;O1Z.KYW27^2*.*?L_]XX\%\Z\=IB,VEU5-\LZNXBE
M'E+A$05Q$T'4JQ?$;J/7MG((1Z(B!Q6+H;,)/?LEJ5J=EF='E$.I8(C MRN$F&OR_Y]T>?H $DPRYKE)^HV>CE:KJUJMLAQ+Q(Y4V%D3
MN^P&'IL9+:.EVI8LX#FBP&/%+%K& A%X#$GT@T+@<6+=*LITV6XI/W1X$;A? M,FI>B2BNL"BTF E6K>[.>3)L62$CCM:8X!)QU 8[821A_'ZD?
CN 8 M!";E=B@:BBF)G $3A8]3@FXI# 9LAZJFL;-2Q5!91BBMW6\O$TIZHV>IQN[Q M D))1B@=$DD&L]"6VL;Q'<<)I;7%!V5BR>18LG,:#V ^;R]0^
<-*!S?AXP> M<8=>X,5)Q$_78UIO:Z=?P23C&!:X_R5C288W:.IUNZG+N1*]M5C M=G=?407 E!>);H MNI:!.@OB]1+S7 @]>:%73/:]
[U'UVHV=I]ME>GA,BE^X[^1++FV1 (^6- MQUGY>E EF_AD$X+RN3S8EEB6B!3UK"6.2:Y0N.'BCK M3'IAH,"$%&T7O8E
D1(HN^&DH/V%,S)JMUW"0$^$D50!Q,9.7+EX@J,RJB[- M0?H32#V*6:&9PX85DUN[:ADI4^C/RD11,;"T1L]4[98L!\:P(NF0&]HE @EV
M>M2NA:5M1PFDP^'(X.7;NHT%MT<)I#4;SF4BR>1(,KNRJ*03K(\,>:ZNK!3= ML26[=_,)5X1)I45(E@46W=I]RQEKAHX+B9ON.)>'1!N0V-
G=MT0D'A<2#P[$ M5J/75?4. A&!N%4.LSPDPIZ*44;B!NLJ2Z^KO*>,F501.]1*0IZW/ QTI#4> MY:9"LX*.;*"#%XP9/:9CJ#]P9HCK[H
55\])1!A)O8!$+]<)'<9,*N&I4V2&\GYI1F="L-WJVH7;-96=?+EU\]+6GUQ.7?J2D\; 'VA ^UZ2)P &'",L*]2M66+EV%&RD5>Q$4I@PV_WUL>
($AE14AI(MQ @=!,DQ@F1M<<'&*($=)W/G1(YIR%>^\E@[R!H;3$$I[LL:'(E.5#&
M4,8.'^'L(%@=WK6CHY=5!XO2)17(3E:Z]I/WWT'0NM!F3S5R:G+DLF!'GZ9? MBB$5DB21=S].R+U/E214&'.:,SLS[&JQ-8/I_*UC+$;TZ9[9Q0R]
[\)RML%: M6J-GJ):&4YCJ J_]Q!C[!QKLMZKZ3J4OB#$955C5&LP #=;!D82U0==^?,S] M \T4]4\YA[<.KL).>_=BR?^\0EV/7/BC 5$5!H(SW-
XXS>AU;ZYW85UAP:$F MJU-6"O!,#TF%LY,5L ,$'X5%#:;)F:]=4Z0D5X8(Q0S%K.+XJ[!LB8WZ;F?G MVBX4,!0PB5[\ "%H85EK-
WIF1]5VZOZ+.QU[B3='-%+B 8FH$O:52Y_$L7+! MWGTX#&%QH?-CY1;'!G2989;)V.&&8XAJ%[F5FQ_:-;^$JY-I=2>5U&E^(+'G M[-(N[$A-;
(VLZ&M&]!N-:D%COIYV,19-Z!6) O;VPT>MI9:44W M-7 X$? RO=NK;N-*Q.L+B%_A/:Z!?A>@;Y0P)0I1CZC?OYK?0CG(!$GMHCA'R=('_0@&0)_,:.
(0GB'G$O9TBR!':+@_V(J$@XNN$ M^(,&)4O@MW<.2^0J?)4W%/F3_T%=A; ED0N!!JX^MX>$^CFSY7Y_'- M5$FD^:9-:E.TJ?YO-
7JVI7:UKMIN'Y$+A A;'1<>&&%M:"&G&D97;2'"CA9A M%0*LP_O]&EU3;1U3%(< 6QWP'!AA7:;";%7KVJHE34;XM&K*5FSC;"0CFV[%
MUE]&MG(D4](NB4I1*>EH9;J2\FSQ(\9V=R5+PYA>IC.)&),48Y5"S&CT6BU5 MZ[15S=(18D<*L:WO "#0Z'OQO[XSN]X[B7L:
<[K2##X+.T!58CA$.VFA?H5A:$"7L>G/%ARX/6 M90\1\941B1+(O2<#&E,&%S)V/-J# M8I%&Z3(LXZP-WO0HC#W@YWE$?
9)XC_3=D^&J0*F4\F+\N8C[7N.E_PLP_L55.1O?L^4\CNFMIFB#L?L 6ZL*O39 MH7#ZE1_<9!0ARZ_'3":'ZT3#\@-[[&5\,HKI>?:/=ZX7CWSRJ9=
IBYD0()KX>JINSC2AFYGZ^Z M5>O,[IB%[K3Z<],J]@M<$ZX)UR35FKK&JW=:DSY^-8+L+EV6$R(*8W*8&+&S MSH)RQ9Q6V;R_C]
[V"A[Q/UYR?"B=',N7U8(<%VRMX!T3GU/D&_'$F]2\+G)&Y\,U2Z&X3@H4?2.AS*()\03 M4@8I@Y2I"67]VX6ON]$K?R
^"1RJD$3Y2!T*.ZN*J:N*H4%CD.T/"NS6P?. M.]J+9"IG0]N5LV6IEHYK2RWJX*4HFWL#DWD-(4X3@!NO?
Y35OO'JO.MJG0^'_.]M:JF78,LODFCVPK&B?K9ZN%F&\"]J:=U5]NPYNIKFNGIT!"1[XL2WVSLT9 M#<*/0H(* 0U2;/99S8X0[R?MWEF7=@<27L?
QF+H?QQ%H=;:L,#T\?!D&[-5C M]HR;OOAWXC$M?TL==FGBT0V'#$YS]%VCT3-5S6ZKC$B2G"@^X5/K>\B)=3;(.MB2W#
[0_BC^D&:%MV%$P&*.Q_4!,DK?905VBQ[I+V>LU-/9P:LUY38W6" 3842UBJT4'U)3_>^/$DXQTZ-5)R MIY RT/?J'A?4 >V5.@"A5G^H&0>#6M]
]HF[S/S0*\U#6F2@P26!V/$<7\E'R M!XT3R)R%?0429Y'G0#,>,:YC_.HYNYKU<#YLQFQ(GL]3TM[TOT\(R^6('U^\
M3>]7,):$MLU:6^UH9=7K2+#5>**(*I 06XNF955J:!H+$!$D]0#)=DX[<@>Y M@]PI-
\&RE:K5\U1M'0>+'C=24(Z1.\B=ZK()&^C633,%AF:4EBF0:WJ-M)D" M4=#7O"/8>*?:#QU D? GX7 MOB54<'/1T,Q&KZ/:[>4"?
@2CE&!52S=\HL,MB_JEC6!E:C)\L$*<3: :L, MI#-+-C=+'5FF,N(1,KQ*SB-D-2MZ$<47RI.7# ;4=Q6FMQ+R+/X.?9?7PP3*
M(Y;&8'X>N8/<0>X@=Y]QU'?D<4:"]N//#X0;H$H<_Y*DYO^'7G^<^H3%*V9 M-S0X-Z-V[1;6ADB/,M0!R!WDSB$T]%(2J$H-W99&0Q]|^0.
<@>Y@]Q![B!WY.=.L8!G387%%R\({]XJ5?B_ M'ZD341+33U$XG'.:5_5+_54T7,T+;SHLO,EI[8]=6^J-J#5U%/M$5%<21&$M
M!%XE0RU$]0O$JX[CJF,ONOE*$^6-'\;QDJTX[NPX[ET@=Y [R!WD#G('N8/< MV2;@-S?<,_\6A7TO^3$IO#<+^=R_T/Q">!0Q62*%]{Y P44U<50S.L
M78I]=ICU)YUX%&SP:ECK1B+QG]V,DS@A ="B8$M70S<;/5M3.X:M&G99QUZK M'RWYRD[.'N%6W]&2Q=Z]GB*69X"LPXQ%7S9+%HC=LD-
SA/*&JGXS56_O7=7; MS!6R54TWF;KOG@+T4-6CJL^7KT.J>CB&992M8#]@ M#7Z7J78M-(HD+47R&+9MG:1Z7Z'%\T.$TW#5%LY??
@*U_>A5,H!4)3*M5*Y M-'1'+JGL-GIM335-%$H4RM,1RD)SE0\NE(;6Z'6ZJI4SADTBH<329;P*2Y?+ M&'WQ[Q(\$"A%>"JM@6@091+G\2QB!I
MM8NZ0GOI2]KK-3?U<&K,?$V-8?7"7I\(V+>@L79=9N;H,X51O.&U: KHC MG H&V% JT5)U#?$F/|[PI(G,W"FD#)8.FE2I UHK=0!"K?
Y0VZ3RLQRHO3I(MUFCC(-G#HN2/O0 M.]5E$;0K1MG"DR]M$Q!21 Z^KH;7M#7Y.-^H:9F,N_WM&IJ,+^.W$'N('>0 M.\@=:1VP-3WI+]Q_C^-
D2(,DO@LO&"7@CL3_1CSW.K@D(R\A/D]00F]I].@Y5.P#?:=.^!#PN_ MH:*;BVR]O8[::>^82L9D4OHOA">8)A MQ=1W%::W$O(L_A;#B^&C1RR-P?
P\<@>Y@]Q![B!WCJ.^(XLU%K8?>7P@W)1 MYOR5)C?]._+\Y]0G*%PS;*Y&;5M[-)M'5&&.@"Y@]R1F3O%-/12$JA*#=V2 M1D,?
>_G();1HR68=*_TH'"J_??Z5"W;]7:P,Z;">1MN%U+5-GN(V"G('N8/< M0>X@=Y [R!WDCOS<*,.XXAN)DH!YO>G>]H7C,!(E/!/H)N'*)]6X?XPY/.0.
<@>Y@]Q![B!WD#O('(*$N3!%%8](]7R5#T7_T"\:KCN.J@E2ZN]UB)G?M*$\5C)F=(M)P:#+P4+6W!' KF#W$'N('>0.\B=4^).H=#?
7K,3'H5]+_DLC&"N&F+36C?WE/[L9)W%"]!% MT;$EEM7HV9;:-KJJ:2]/:=]N\V]_H]I+V,39(]RJD\9\M/WW?ABW,:;)!K%KGX*\H:K? M3-
6W]Z]JX42MKMIM2]6,]BE #U4]JO\^3JDJF^#V4U%]E30[HH;RMD(?. M8>2M8$H IC1V+;7;+6L 'PJD'-@\28$L5K+7+3+!_O"B"5,Q@#4W5[!
(&MJ%4 MR@%0E,IU4FDM#9:52BIM&*!HLJ!Q.3>(0HE">:Q"J0?>QFK<'Q5+/D[.):Q8@=G[7#=V_1^Q?9S M;*/1,UN:VLD)F+$NJEZ(RO-
!5TP*W&!4\[+#")50"))Z@ 0KI9$[R)U#1/E+ M%V0M.Q[UBXTQL:(3<0>X@=Y [R!T9'+#E*%?N MT>YV"T:
[:_;RX"\$HY1@1%4A,W<*J8HU1['WKRJ6M4&[T2OK6"IB32*LK@%K*BEQ*4EBB^4)Y@5BWU787IK80\B[_%[%KXZ!%+ M8S_C]Q!
[B!WD#O(G>.H[SCD/'N[",/LK>YRXPVL#9$-9:@#D#O(G0-HZ.4D M4(4:NJ5)HZ$QN8-7R9G0.\B=NG*G6.ZS MNOFL+;W1ZTHPGA4!M=]4S>$
9<@!*,S*X%4R9&6J7R!>=1Q7X;S?H]^/P=TR MY YR![F#W$'N('>0.UN<"MO;O-^6R0)[U>H8DG3M0-@<\##A#K"Q&CU#M;2=
M9RHA;.2#S;H\XPZPL?G\NTZG(PEN3FL>\"T=)71X3R.EQ*' XMT6.M?#&YWP M)$EK[T.#6ZU&S[95K:NIAK:S-)7*T8HVBBJ$Z[%,%]F5-
O44X3S']:JAQ*TV MB'59?5=J+<]HBLHQ17L?:MSJ[&^H<3VABZ8(35%IIJBJH^AS6V>BKVNESI=%J4>I/W&I
MM^4>*MTV0.I5PU[.':/0H]"CT&]GZN66>9/)?%=M&*Y"H.%5"#2\ZGBN0J#A50@TO.IX MKD*@X54(-+SJ>*Y"H.%5AP/:6UYMD/7FFO0*Z[V_C^
2\>_)E]FMTFH)RSAK MVZ/DW2B,^837\XCZ)/$>Z;LGSTT&6:7TS_3V@%M^A-R'X?^.%G]DYDJ 8=" M%439-2&ZMJXHQ(
U=1?:F,W\=Q!EBQF1!]J\CRCYT21]MM9SXC^1EQC(/?-* M0R]H+I!P\>U7OF._O[=W% 49+G7"B$_T/1\'+HW@*K8F(LU:E$$$E3<_>?V^ M01W-
=HACN99-.H18G5:[:]&6;O<[3NM?[4;O#N -XT,OH6@G@($3I)?'2?X? M+@Q3K/)R%O:^/AG%]#S[Q[M,D+R KYK_Z-V01 ^,K2G @:6+W?
C@A<374VZ? M:8+CJ;Y/GYQ^?<:^>KO\N6F>M:S\K[0S/??S5;=JG=D=L]"=5G]N6L5^@6O" M->&:I%I3UWCU3FL\TU7+LLICA7V_3"5H)V-
&JE<^B2.E0ON#3GA*J= C@^EDV/YLEJ0XX*M%9P3XG.*?"..>VJP.FOR/2S+R$O;%B5+& M<<;#.0L&J*NXM.\Y7G*BE/@:!DWN?&:CS[)*
]A.EQUW(I$*9+8;G+2O;[Y0W M'P50YNO2=S$ZT\M6EJ;G5*?+3;_? ^^5J7D%W_ADJ'8Q#,=!B2)W/)1!/"&> MD#)
(&:1,32AST.$AI;YRX=ZE'ZF3MB[5>>M28ZO6I>G[;PR*HVP)9^O[;@G7 MMAH]RU1;MJ:VS.6Q8=OU^BTBR54TD-
XOZ.I[6+SPZ]=3UO)Z0.@5]6YKVR!_ M[1,1/-3\&VM^8^^:O]7HZ1VUT[55J]MS+[&: ! U/VK^UP3MD)J_#?*W M%#P4/&G>NY#@F5*VU^PP?
ZQEJJ:!)A$E\W@DLUA'/,F[8W69C'8,5;>69Z%M MWAX+Q1/%4YKW+B:>2S,&I1+/CM;HM355Z^[2O
ZE$Z53FONT5*VSG.R72SKQ1!5>)UT].P,2//#S-.R=FS-*1/%2 M+0)*1$G+H6-:H0WF/5U_$GZM1.[@(37<3RF[L=Q!(J=+2MT1>[^,@S8J\?L
M.3=!\>_$8XK^ECKLTL2#QQ7+Z'>,1D]GCI>FE3091(*FW\>-M^WFOB-WJG;[M5JB#SI(Z>,WU.YQ>,%?JA<+=Q!%T]!).F#O%(L%"XX26U<$?
Q!_3#;3!*."*I_DC:I!1Q>R3-NHY]|YFZ MS?_0*,Q#6&NBGR2!V?'4T.>CY \:)Y"4"?L*Y&0BSX&#N#P-PQ&S^L#7!N64
M1R0T!9,Q0_)\GI+VIO]]0E@N1_P(-G.)T?N(':>0.^6F1[92M=T\55MX9QN1@G*,
MW$'N2,F=,K(0&^C6C3,%7:VT3$%)$#KZD@Y>+M:\)S&%%QR.:!#SAJNG5:Z! MZ7/D#G('N8/<0>[(ZH
M1[GSVSD7[K_'<3*$)N=WX;0U*70EO0[2=J0\06,K?].F1<0>PF]I=&CYU"Q#_2=.N%#P._"MX2*UH=W]49/MU3#QLW%FJ 1
M=87,W"FSB&#_NF)9'1B-GF6C*CA"L*VI,Y#.,)G<,)G:SEW*#E..4/W!%KSJ M.*XZ]KH747^A/"G)8$!]5V&**R'/XN_0=WE)3* \8G4,INB1.\@=Y YR!
]ES M'"4>6;"QL /) P3A%HA*XZ\TN>G?D>< _IS[!A@8,,P&$Q0((U3]6!XB/@LQZL9*$]H[#+)=6%W;#"INIB!W MD#O(`>0.<@>Y@]Q!
]LC/G6(!SYH:BR]>$$:\%Z?P?S]2)Z(DII^B<#CG-*]J MR/FKZ.A9./:!<2RJGK.]C6U;Z@VX-746E0&N+0W@L)("KY*ADJ+Z!>)5QW$5 M
@VOD@%HM:\-^TH3Y8T?QO&24W+X@=Y [R!WD#G)GF\33TF3; M%:4=WZ*P[R6?F9-5.(?4X9WEC1:V7#HV\"RER!0A23*%Q(Y
\745<708$#R]I5A*T?'-MU5 X"C8J;IGKID;QG]V,DS@A ="B8&MB4].99K686>ZH+7OGQK.%.%;1?N,> MX5;?(9S%WKV>(I9G?LS##)9?-
DK0*\':>6Y\'>0-5?UFJM[:NZJ'K@@=M=.Q M5:M[$M!#58^J/E^^#JGJX2QAIZP662AO"R0";^5WM#C. M*)
HD+47R&*YME:1&9.'%\T6$\VNH5K:+EE>E$JI (I2N58JEX9'R265[4:O MS0)&HX09L2B4 VB7/HDCI4+1H3A,
(15,N5T6K7019/NW75)]_P)RB(77W"$ M\@89^BYSMEHME9%(DNE(6.U29DILS7R'D@>_F[K&W 0$4CV M-H_S5==;6U)
M=;WFHQY,A^GZ:AV&Q7KU05V._FIO6NA9NB(S\A09HJG>:-JT]'-'-!4+K76S MT3-5W43E)3_<\"*S-PII N6SI]4J0*L52H D59_I&U2\5D.TEX;A&SJ-
@Y" M/BQ*_MC+4)@<(M1<: IFRM9.!{]-[U$J_*I ML UFS2^KTG8):2X$B]LI6J[>R6B$.DH!PC=Y [,G.GC&S"
M!KIU\TQ!M[1,04D0.OIZ&U[(U^3#JJ&69C*M^K1J:3"]CMQ![B!WD#O('6D= ML#43$R[XL&-*.R5;VM2[+K@VA$75%C[H199+!_
M7;&L#G3H38>JX C!MJ;.0#K#9 C#U+$E02.>'L.KY#P]5K.Z%U%_H3S!L&WJ MNPI37 EY%G^+X=OPT2-6QV"*'KF#W$'N('>0.\=1XI$%&PL[D#Q

$&Z!J'3^ M2I.;_AUY_G/J$^15?QAFH]?6EC-76/\A&XQ0R)$[R)U#J."E-,^>5; EB0H^ M]AJ0N7':2A*N;+RR76![(SYUB$B)*:?HG XYS2O:G;ZJ^B6FA?WC6P\\J1(6I-*<0^ M$=62!%%8S8!7R5#-4/T"\:KCN]!AE>.'<;SD_1[W MAAYNMR)WD#O('>0.<@>Y@]S9)H6Y-#QZ19G/MRCL>\EGYF05/H#5AJ.JM$I M8:87@D-_.Y?T'XI/ H0I)E/\S#JAB;JIB:(;Y2PWA#H-)I9.-HC.0['7CV_C/;L9) MG) .%&T#;6I-7J6K7;LEMK1S)*.1E<_!_>5C>L]PJV^J M4O4FB%U9[=!0WN2 'LK;.GEK'T;>BN4"3(OY79VNVC%1(%$@:R^0Q5)MG2+S M2 \OFG:C9VNM'9.*)52 12ENY/;SQ>%$H7R2(6R4V@0M_.&%LMWH=2W5E-M28ETS7B5#77/U"\2KCN.J8R^@QPG2N^S@=/3#3I V.\PU MMW35Z.R\F8.E4?(E4#LK)K]L,];4I#*H($CJ1(LJT;N('<.$>6OJUO>1M5: M6IZJQ2IEV9""[LWXW5MW=C-YX@;>DX0?JP",)TM@6$+F#W$'N('>0 M.U([8,M1KMR#.BV#GQ.WK.7CFHA&*=&(ND)F[A32%4NGL2N?(&V9.$'Z.,&V M*C,@K6&RA&&R94$CUKW@55CW@A.DZ^3U88H>N8/<0>X@=Y [,I1XE#R^U+(;MO6Y+@O&E"",4H^50.$23C-.QDCWHW"H M_/;Y5RZ^[7>Q,J3#>QI-(V.^3*P-P40U<@>Y@]Q![B!WD#O('>2.'-PILU;BM&XF2@/F^Z4[UA>,P$B5S_G)>])3,KK+(S(0,+4'S+IZART!TY$),,>^4SPW MKEM)0H61O#G3T4?QTI8^N!F,^3KD#G('N8/<0>X@=Y[R!W)N%.LD&)-M/O% M"*(M[\4_N]'ZD24Q/13% [GG.95/3!_%4TT\R*<;J-GM"%JY)$A:ETXO$=$ MV9HDB,(*?KQ*A@K^ZA>(5QW'50@TO$H&H-6^P\Y7FBAO_#".EYR2X]Y1P0U2 MY YR![F#W$'N(`>0.]OD*]T-3QO\B*^EWQF3E,17A"VWNCIHFIKQNX3>! \M4H%G*=%=/GB,1L]6\XIV$#NUQL[&1YUVP Z?)]JVVNIWJP7,\Q5[M7-Y_(#X) M"J01+FEHX0?95),354,S3!WJ>]*9ZX)2BZ,78,WVF'6H'0"5'2(CKUBB,YD MXA[_V>Z3?9BQ[\N&T0:Q1GE&4U2:*6KMW12UN#.GZUW5ZI8UQ*W6T$53A*:H-%/4MJLH4P1FNSG('"I1GE&>4Y^WEN7T8>2Z8D:K9FJJ:&!AP%'@6^U%Q\9\-\M:D6BWV6B;V@[9O)1ZE'J4>IGI;XKM=2WM$:O8ZJ6N6SO4>A1Z%'HMQ+ZKB:W MT.N-7K>KMMK=.@L|%N?C58'B/C* MB$0)C5)!C2F3,T1IHX2/A@WX-)+X(^^%Y# \=CE<<(^X'.-SN8;H\[0*%V& M99RU;;;X41CSP47G$?5)XCW2=T^>FPRR+,K,#U.UHDU_0N[9(L;)ZI\IHMD,\)SX3^0E!JS. I.AXG-53MQ/M MQ-E#XH'RR0^?I'B+@NK[S>^9*G['E#53S^&8/<"=.5+U"L28]+,7X39LJENY M9\9>R">CF)YG_WB7V3\OX(O@/WJ7WBM5R*!,%@O;@'#BZU3/=+MG'=L$59-ZM:>F#4RUTQE[J[?+G;>.LU35RO]+.]-S/5]U*U\]:9KO0K59_;ILE+JK[ZJW6M>+:O5DETER[+B3@%L@\37G4VJD[\RCY1OK#+!K%RQ92P^_X^>MN;*U2:_,+=_?;!_8KA!.*+@ M^+!0,+_1^9AT]6M'C>@0RGPVJICO(@]GHV:9J MM'8Y55F2*!R/8Y//^YGIZM#'.J*,VX[*8MU@T>]G"#X =2]GB%M8<5HL-&NIEKVL.&OK2""$5EO>MO6 (#E"9:M"[6>LE,+S?B1 MCEALXLWYG K()PM$& N3%[[;2IF7.H)8YK2F[I3HA\Z2.0__?,I464?:T+N4M"1AKO,MUR.#=^6U)D'%*/N/%$.I=_R,T8]B',ZZ(A6KVY= MVJ=11-W_Q]Z[=]F-)/G#7T6'G=YUGZ-B0" N]CR<4R[;V]YUVQZ|>O;95WL2M*2G4%A*C2Y693_^/B-0-)"X" 0+RQ?2X *4R(^.>D;^ ?XP#Q?+]D,#"#/?F MFC\>3?-^$"73SM,#$K5('A!)L9>_DR'=TLMGE%**=3NGX-'BL"[G[+6_B'-+ M?O3'V9Q9'F8/4*VC_E9F/)BZ)GC4SURD^%+LX/OW,C].A\^'\LK,*& MAYD)TW[' ^[-0';!(_H F_/9H<\W0^L(;AWG)#9(.VALW)K;V+]Y.;=O[CG M%LE[-X'TKHFO)-WN$UJ'([+=#EZZWABUU6ZK+H<*M^2E/X!';@4*%JYL*,R5MWM76DL9GRX=!/KC>.S<^IW[_2/6= M0&QA+L';,3/UH&7<[(%TLZ^9C;:XV=OX*,\OP\9(NL5G<(NGS'F"T2PG6[5-M9Q!40!&KU[TKN'=QIL[Q?)7&4],%)D1=-SGVMC{6]+8L9#G'=]MJHW;S<=OY MCTY,WF\)=(6ZOM).78"?7!$E'X:HV5N"H[5Y="@RJ-*QUMU[E?/3YGEAE7)@IKZ@93[BE&Z'D8NAQ0C'.Q*8:#%/'.LA,1_UUT$A^5[X(3 M^@4W("ZQR L,GAIWZW(6*--5]5#$NS%32=7<:8PZ:DNO2VKTEKQAVC99"7DT MY4OT3:Y1K%>V71"!P^N#I==;0|]97]GNRCQZG9CGEOS:))L;"MF6ZJA5<_*_;H>Q5.:JP;5[(MTQ2"=%:K5+5(VD_IZ49IH1@T1IK:;Q\,K"$=V!KRT_;CS>H9:HC%@>W.-5[A MZ?1KK&8_[PIAM6<_C^WHKM<)=[?[\J|';VQ6&\!I"!O[->*SMXL_?&Y"S)N$ MNPFKE54>PQ;$PVVU4QE&3QEDXCJB24K9NSG9VV*SCRA\;4)K'7:J.CDZJO!= M#W[E;L#?+,DJM!QU6<>#B8O=W&'&8FZT5KSRE'59]J;8M|QUS^(//+KS![U$QC4QEVB!1] M_].@9B_?P!U_/YEPHW2*1-TB.JG]'(PR4Y81+B#O<2N/;,]I4?UAD451GS)\MQHGS?G+9='K&LDSG]B")7VB[@P7=?U?KYDV]Y M#'/YG-:K$ZMU*%#0NP?CKM;KK.82]37'CD;K-/7>1O2:DPSEUGXU&J1;)P6" M;4*5G@U1G]KM9Q3!#E]!U#_S\@<"/;JVW.OGBV\N-O$C)>%*)6%K3Y?#1*%/HM :U"4'>GV7 MG"^XROFC8[@S'A4VHU^E*@X/1%WS!):X>YWU*W.N_:F54Y03OT M$_QK@'?RX/]-ZWGT-_A/_.L9\YXLAY)MO65=;G!TQ*M6;NU6K-UHQ-=6 &\S M-NL[#?7=XY0KS #M!+-98";,<0-X'_/@8P>;(/GC]G@TWGDS@53[G/0B2PT M+;RK!OJ04M%X!2:^($_]P/X@*['-!/EM4JB:!I=35P$F;NB]\)K#R_46,_\MS8ME!M/8!\D*!35ZU;Z"!O#),)@_2,GI/]&:B-V0I8:^N3@=']OTZW$3\T]>(ES-D3OQM[G/VX8Q-8X6MF MO["%CZR:Y4M@RA7"K])L+64FDZ-11@@(F%+7HQ3\:S!JW,-?P9Q8;>:B3#TT M_/^V?8L@6GZDV_0@,X@U(TJ*V:AH^_*I[DS$^+3W|EIL7M|/F6J KY+DRHD M_'#L6_"YE[WW5-<5?"8UAN@&H. >LEKJ0Z*EOB=:J@[+:*:FX7_T1*^%?\[/? M48_T&YM-5WL ,?&N[QH_$V=9:PIFWG)";]T'T&0[+P3&?X]9[(!KRR8B-;8ZD]8H)> M(?VK?$4/Y.-'T$<@LTK[7FE\L_P?R@<(DES/;X@!+5_Y>P@_!'V]*!CO[S2> M:9GHY2@SD'X/] #\5-189P\#'5BL,@,*3'TL!(,9?^?S@+##E$Y+Q8EWF[DM MWIU=WS+?\K],5EAU(?Y;P*XYQCR+R*[54<5"3(L4#0G:;72"Y>/U77SF>O#X MDH-^;*F','*0.^M1 (?(UGPBB<\"*6A@8T[#F-CS[MQ!WN$=?"]\B3B3#]X="TR*P1V>^)%9GRJO&?]_=?&[\J;#Z'G2/'!$PC>O>> M-#0EN,#VQD"Q!(>79:H;R$,"'^UVOC6;_PIM,48W^_^_R8X M$#2$.[>":O# B!I]!@H"B" PPWN^ZBU$6V#*1-F>>FN1&%,9M5Q'$%KB8D" MVQ3:@1__.E)S"J-/\(>$Y)&4#?@QC\/[T]V-U=WZ**B^3/\.J(CJ3J1=.VU5 M*.LQLXE#_2GG@0*\SY07(I0/L&A5W86D#?*U'WAS]Q3B91+4WE"/+JOJ""M$2)H@'!;@0+R&K4V_LO^A=GZ*L/Q% ME6(.P3J&VB+Y@BKE@7@_.Y4N2R\(FO1\!'8)(KVT7E&5*IC>0W7*Q"64;&QE M@*_.D BG]*"N#/ET60OPR],"'C.E#WU+8)3*=1!HM,\$U8Z+O4MNNA#'[*\5A(6.G[IC&%#8)BJ>#[R@J()P[: (QLH 1)(MA3DCVK3"9F)(>"B,?Q!2QIS8(MG_!J\H>1Y%]&,@(*A$_IHXXE@8[YP MX0F*>X5_G25G;,A!2S-8. [@.BLN-.P@=Y[$8E\+=Q3*XA [\E#>9E:QI*? MDB$I.AZF(,>& X-Z\O%R#J2 C]1HZ6CD0L?'P(6;*OF'$7-;!,..)7F6RA"[MP%IL4+5L;-E6L%CF#52#GFO[R\\OXF:F3RR(4QKB!R_@@DUA%;X?F=N,/@&!MP:#&!2V*!UN6/\5GQ8$,,.34FON)NSE3T2]&IY7B4W*10;E[_-GB+TG8%$TJ M!3TM9FT"U#/\WG\]#CTQ4RS4T#+@P$F>I001]J+?Z4/9\E$RRO:#N'[M8JA-6%X;'(XE2F.&*]*UR_H'Q1^&\=WE_4PG#SL"0QV0+/IN3+D),;;_9;)D M+;Y,T"J^7>!_A=]=D#GJ%9C*WLZFLD:2]AQS)+96S4%D>[G9L)#';W]2Y* MI:W1TNA(-SUKI$L3R%EL[O/7\3_>Q,?!ED,3I8?>1(-%!Y1XN+9:H(>4%%^G MYV[-ECA[BTZ]HS='7S?A][_F/]>&S7ZW7_A5J]DN_'S=4.U6L]/J7,%0ZS_7 M.\4ON:SU;1QJL'&H+=44&Z^<#',_*ZA0$X=CIRGD&NQT[>MQZG&N_"XR^.\Q M@_^WL??743Z+O\-=GUNF3V>)/HW6+[O<*;L.NMP_/8&+Q@*N_(/9(2>^>@511)1S\',%C==+BE^0.Q[= M@-F'JIFK(XV4'BD]^TG/OC=K]J+*Z6KOMX=!4.?;9PZQW%$ *FL%];0C/;2Z M 2I<"R()CO2_,F"2'5==*IED^594+]\CER0:NQ-27T(8$CL)Q/F.]S\C+,A[MS$GYW'QD/XN.>O"&9N?@F\HGA?VY-5VUEFL<?=G)O=R?$OM">>SEL-2/NDD/LZ/8"6DDZ[[QM5(P-VZ!MZK@E==#Y)T)!.^N*OX:>,65^OFO13M)00S#@(T6(U8'U'$S,VO'01:+M'".F MTS;'=_^N'WR91)%=4;0V;(RZ@YI@Z5R_"B@;>&F5!EZ=%BBA6B!ZU\'4GACW M\])"I?9!ZE5:D+JJF2(+TCG,@G3:C=&P#CI%&I_"_]*IUH!@!Y*#$;&NQ8_4_M0*_D[EX7_)V]?RV12+3U2"025.3R0476XPUHA7@=#G<;Z9[!:>/VW.GTK2VHO MHTY4EM3*DMJ]*[80$T-6U!Y('EE0*TL"94F@+*B5TB.EIR;2(PMJ94&M+*BMM"_UOLU:H5.J\>XJ"VDX'3^WZ]:Z7O/%RIK)I^6ZU:?EN8]25!;6RH%86U$HC M>:O5FS=N@>JX)770^,*@]GJ+(?;C>5E6>YM%4>?F%BF,5UP+)(M)93'IE>K- M4ADQ_;Z$/_QX,3?=-?JR#KT\YU\"3-X"V:P4&U9G#8 M&,D[[8MDCC56<%BI%>RV]@!/N7XK>L5>TG\/&>+O8/GRSUW[LB2/5EZ4K$U MAR=V,^=?A7YD7+)1'#P876YU>P=I0P5FC9N:9QO**MA>$HKB=PJ65YP'YFSG=]A3UYG,]@PLJKQN.W^\:O"J%'*B]3RYABMWF+^IX3 MSD'(;'L!?\UF5H"$@B$AU%4,X%5F.7M79MDU5=*2W#Q M7?H9^_DZ%=8ODP?F3[^S9Y G_QO_9VAYW'QT07O_,?_BW,<+*Q1IO3$:Z#F1 M_B5N[,YF: CP+Z0ATFS,'3[!I013%M!O8@HGA/$X,-J_N\]BM0G0PW=G7#'P M"A\2T<39$,VBWZD*_+#7WYHTZMB.@89SFLJT(/*U5H[ZBM,G:H=Q .,N82 M'!Q'.+B"8D-U/=4+C>,R[H6^1'.V0$KZ'USOD?U,4Z<9&D]<;\:"_Z]A_0Q> M3ZR?W+S[%_?I%B-]G)2NS4&F#&O.[$1'AX$? #NBJ G3A0_ HVWE >P!6+ / MS+!L*[!@QB^@-#3M_/IBQ5,CSCOB$"+ M;WP&]@<(^=;U//<%_O' YO!=L"B]LG9CU-6;Z^!KHH6!_$4OQ.&5,MQG M#O^&S\14_!"<(4.\?)*P4U,I*UHC*KJLNT!^<90O1N N.Q-94@H'$FP74VP. MKJ"G3#QW1C_YP(%>0$%PGTUZ8&;Y/N[UJP^/#[_B!@C/DG[[^ #R[,Y==)% MU?J<_X!?_!DZI()/R("IY 'S\)VVQ2?TF6$]6[8RAQVR<1O(D9J$'@SI*:,E M&R'B;N&K/KN@,73E+MFG4VOF8OH250)AX&D]%"D]<>]>.V=\@FXZTDH>/7 M+BT,I \(G>&Y@@A[[B0\OJ]32!^=0+PBT6Y=9:! M_@-KL"T?%ZW8L9FBM:8B"+;9#<'5]YO'6;"VTX+/2NU[$#6A>5P?664,6HG(MN#OQE!CB*J6BE MT1)@:09-"[JCC$J @9"<3 ,4/5T21*$829"+7@6E'A3R82]A%O0?X,T(T.! MTXH;$XA_@Q%8" .FC_5]R](@FF#AH%SPA2KR.4Q&B& PQ4A33>FL*N/0A[GY M\"&X@3]XH-+0/+!0@0FE"0Z*@9%@)"JH](0LJQGIALF)7:"18'?@UT)1,B#: MF"]<9TF"D@52;.[:&TQ1[7,4R5I$*.S3DOUP_">XYKA9$SO$$%LPVDK,'--? M,18&IC/XSSG,!S0I\,N80R:*+J# G*88Y(.= M\L)YM":R 7Z8N=Q2A@8+/3%$DB]PB_XS#($PSRC@;?AQO.;B(+6<0XD@1Y= MG*'DA1D:I$@L+[E? W()^D6TJ5%\E!TBJ$O3XMYS_'LP$Q-0,./(>?O-?>'/ M* ?+IN$K&!..*2N:I?+ (!:SX<]7T;1_SL#A2WH: M'A&>*8Z^V4F.Q&D"&MOB(J:=<2[FA81F9$F(!X7Z!]FB.@)^BBT'.2M"86U1 MI60T$GVJDF MDQ>\HW/72] 8GV <$1IM^[^?I&*#V82[820-,%)&2.@6,!)1E"H\5.3$^M+ M(%2TD60_B#LFMOOBKW@%R?@K5@Z<9]IK$UC2=N?",14S(,9'RF$A7+)#@@- MN0@"Z#951 I, =WQ(%UBE$&=L3^!#0%[B%5&$CUT >K!D.!@] MI!_"@"ZH-38'E?',*$(#73*SPAF])-64L,(2H22I.V4B""B9*K@:\=Q _0E MYB@:)(@B]C/ S6'&8EE\@4R^!;(5^:S15L3S"RCRSDX9S,D MA4)*_&7*'7PST"Y2*^!) 3-AZG1__ >(NK3A/Q-{_88ED,07T\X0,@7R* MZA9D#%R?(+'P(^E'?N1;31G%6*!80(OZZ4)7]=P;-DOG'78S$_&=$]3N>Q##/|)6W+OR?\JKQX?[[MV\:O,8T*?_K'G-S]5XW[[W_ 3S^[37K-76NH*A\=RIT\LI^PGE>/[AQ4:;_; M^O5U?5*Z@D8S=%0CS@9W+)VW\L[R#7!V,3@_4S*19JB*:#2*YWQ*E(MIH3&# MOY(S-DR=T^P#HOJ<6:9*D;SA66/XP(]V#OUY_N1ZF%[!*(_R?2#-KA,?75,@ M,)F((U91>H([[6&6!8-3LD]JE.)?P"E^E/X_0H(U03D1U%11.?:"MCYEL8+>*>!YG/Z0&#K7E?IF[(M$/6/F,&'$"P4>8+5B$A0'8<*LCR5[D&4WB/B;:P,-2Y0'7X&45]11V"GDNT M'%DU6)]5?G.GZC$2N0OD(R1*M,&]5=E8M+D]<;KJ(U*$[$__XD)4C\6/Y1L M5 &>-V2(%T'/M6!NT,9[2FDJY:'1+CZN"*+23;_RM=W#@Y=CT7>IF(/=1LB]JD+="^:6-*C7Y MY7K,S+ OG>G28UW:SUZX=]FR5D^H,NM<]*6WS4-4@MG5X93FRDN+!*>G.7\]N#T-5V[/^^#YSN6:\O[K;R5^2"NJ&/+OXN$)6'@IVV M+@C,4KAWNR%+[[3@6R):1S*39*;C,-,6]1L[OA#4\/7TD;]:]ZO*<7JW<%R1 M381!SA3??9ES)UM\MG1A\!#LP2*YK8RDM<=*T*H%V,NMO[:7O+7R0 I+(&IW MG4IZI.]RPZB3YFVPJ93>45OMHX/4%BB'@T:I"1*2:Q*$MNM\TMBKS'J@R#J M'2F(4A!O5A#;YQ?$?F.D=WOJL'LPSIV41"F)-5IX.4G4SB^) ^QXVE'UWKJK

M_;62Q!.:!\YXO8O[J6<]8OE!IT+P+6N+5X;'M(8Z=\XOCL#'JJ>WVP4#N1T#L-MDQQV.(=US\YA/41R475M'>")Y+#+YC#]_!S6!@[KJ^V65&+7R6*]\[.8UACU-MU6YM.&S?4YZ+<4MW;=]ZC)@XJJ_+!Q,R9JZ*/E>DGYU\+QGJ+8[%:>9 M#]_H>B>_I*!+02_AAIQ?T+O@A715O2_E7,JYE/,CR?GYQ5QOC/1>5VWI%==O-M2#F7T/[D9FX$SCW7#(T@-5V4%P(O-M[>Y=+2O"C%,2=!/"\]^1[P\:HJVDJQ"E2$J4DWJHD:N>O8.SC'1&MI^H=M[1(D\>HO!?[&(4B>'A@DR]L-NXG?^0N.^FWP2#5UT#_X6[+85;+8^:\R]SO@1+2[$%@?[$1('JLECYW_,G._BSRFJ^UA77CL-MZF\"?K(F_'C'-3O)5P")KE*^SG^5NX^E[ZJF'7S/MIC+SY%SD1R6X;#SW^3N-M!Y##.MV#_5#)8;7DL/.?M/;[X",,U4ZK*H-KR6+U8K'S'R'V!\!B-[6CU46+M77U&]-NVWI1IT"-*U?G/_M#1*H:#F6*ZBHYK'/^V4S-0;#,?W&ZR"G69*)QHZ4;S.B:79T-& /6Z0^[-MO-?6)P.C]W]=B"CAZ9>"DWRQ._&'F<_[M@$5OB:V2]LX>-.9:'9+.=NA?"K-M-%M+FBXWK$.*^!U[F'OX(YL=K,19EZJ$W^;?L6]1NC1P*]?7-C-Y,=J>5;/H)#NI-KPX+L=)]:WJL9[&*_V>O7#9^RU^QU-M!S6;T[*1#'92I,IM7O]%8:7=^V^]L&J/(B8-ME?X,^\,M;\T58-@M88DJ1X[,&,-T]O(P/'AE2*.5%S'GUIS_VCWMRT],UX3OBL]YZ/3JO>3:_+*G=SAXP?+L0+^R7KFJ_ESX54B0,#2:2-,S'AM-MAA[YEVF2>=@8#;JK^7#E;DLVO],TGR&A'G6VIR@EZC4$OCO>)<)MN-]K&=T-MGSR=LD?\PW9CU.VHNH3;E%)W55+WZE1BEW&-[S.><6E!U!HC;:"VV_G:V5PV-M1LJ@E,%+D,%3B2-$5:7%#8'I=+4SJK52,IP<_I^D6T%]IZ-MX+#/K@-3G\UYP!7VY'$^$]7N>QPS[(*1W6WJK+>W6)?%+2;NU-M/\/L;+?TEB;MUH5PSZF8IZ3=ZM3-;ET_S*/'3#YCW@]?50+\-^TM_(WCT8-MWW+$)^>L4;R9,L3A<3(+>JM;E%G86H;8;1UK/OH)RQ!W4N4WTD:BNP55/L/36-M$RDJK7JTMQ&,E.US+0%;*YRPX<7/]2!-'P7PTXE#=_^_%21X6NW&B--[6KY-MGK#2\-6.N4[%6WL8OG8,#5^W=W!O8=G5;3=>^)B'RSM?748EEY?+3*Z2"5UC-ML5KI]5^/QMO28KUJWZRM-48ZQHP'7XTHNV=G.LR0,G<;,E?*A=U?Z*IR8#N-M4:>M=H?#N-M4%O5@)/(X#[>/E=B!;,JCZHJ@NHE+A:,9Z4N!TD[K30-M$WH;V\AH:D_ZF5+FKDKF2OF9YP:>T-O8Y*6G]OJ'9$JE!$H)K-'"3R.^_B9-M?1*V5OO@ADJGD+BK+^^+&X;4-&%P'W#\^@G>1\?D$Y*8NO7&OF;MO0\)ZLU'-M%28*8ADOK:H'C5&WK_8[^?S;<7K?U>"860K9+0E9=)=&N)Z'NL="]UXF8P]DSN\$VWOZ3\PW%O;-7ZD4^\W%-X+FL/-@1?RQB6H6V2/B6O;[@NV-M%A--Z^?-00AM2NTT+%:V)S*:PB+-AF&3/=;W)F:N7_T5M)L\-M<5/T:R2A[(E^F,Q=#R>4J1:236\+K_12D_F=K_7>'*$DAQV-PVZEL7(Q?=YR-MB+4<#-S'S&:.:%>H/P7J9BO=NKL[[AEBO'RNT?J4Q/MC.J!XM)-MV:K;'09M6-4=!BEQ4N)JM/!2$K>E?]B^YJQSI.HF*5SUX#$I7!4(5[7VK(.M-M/31UV*D*XJU>=_(N#?_M'N:)Q/>Q"F3S0:7L_78\E,7=S-N!\<\0"P;>A1X0MXRO,RS5+=+3H:'7K:"&YZ(1<)/2X70QN(!BK7<0U'?"1#F\A+CFFCAS3[9Q&-M\W2EYKEI/MI-]^S.3WK=^.GJP1NR99I'W"X3KSM@VZ8U"!I<.7;4PYK?[.>-MVU;,7#)6[H'KI0ZT?-FY1-6O'1M)*:_U]I3LJ+'%GZE8SOO8]6#8KH&<7U'"MJ[@VX[UC9@HSJLYI;7MF6]WPS>;?*Z=/O;51#>-S.I65*YZ7L2MF]-M:%CUSO-XL.I2HJ5$2XD^;F%EM[)*%"F[4G:E[)Z_<+/;/@[X]'DD>@>,E)V0-MV):Q^@![F0#U3^$0>CQ;*[EO0-V68,D@+TJ=T,2&-0'28!NWZ;(%((WXONC-MJC(A&B!8RQIX%\(?<($$L-YK8A%$0![LY<4*ID";)@5/PU]/@EM!0_DX/6P-MZP(P-RBB3.-S9<&9!P\Q'YZ/<-[]"U0P'#8'>]V(*\-[OKO?.+N$M7A-MTDU?IBK4C*D$Z66F_^<9GS*);=:+^1%ZCD[71M]=W&2%?[_3Q.H2PY.Y9P]62IV64(%YJRQQ>WM$PAEJ/:[E=E-MS:3!VBY3?6FP+DBF$$ZVM%11W6"[6Y=+&[=@J0;24EV.5'UPP_*!%S:35#N=M@]T_::IVAMCU.)L$W),&Z]2BA0#/Y<3]'C=J;]D:H&SIO6LQ6/MV)SU&_PZ9-MMI0'X6Z2<_T9Z6TY(&E*CZ3*7SW:92[H#_'1\[RS?L%T_]K.Z_66M8$P@%#?O@^@S'&?Y%/^3ZSS=@7F9-=>.@SR]L\?2*[1/7X7#%KQ,NXAV-U\<-MY;]">Z%H0ZH+:*MT7A_WIZ!#34Z0':X"DX--<$SJ__*?];X8'E^H-S'GS9^-MQ8(!_:&:BD/*@%7S]!I$D/F=0M@BW7)2C8(@-_KXI:-GSZ(YXQV+=4[$-MI1$K=;5F'PLJYJY/F"^O1?W(,T\;/ORR+-V1BFVEC[-QJ-,P6/](IK#]3!+3-MUE<(E/GOU$M+!9[XW1C"C!]W%&F\9O8+6_BHZ+-*-33""@U7E[!VD9/)T18I-ME!,87M>C/7\=HCCBKV!.K#9S4;8>VH=_VV[\(,*FRBY4/-]H6AQ$'6*CHIU<-MK^>UQIZU:%\F:+-^_J"/0I0UO\!BY6S3!1B/9?.)U/!!38%R-3('V3XVM:WP-MVK,53;_=`-]KV,NDG@U6-I>PG;0GR&65<.W;/^6&:_2N!PQ_J>D+X>$?O?'+-M-9(QV_@EIF*IYB_77PC95A[1B']RX>T?F&'95K"019"R"/+XZ%Y;\H7+;O,#-M\[P%D.&>^LN6S1;JV-NVUU('6L7I0HG)7-_DR*WD\AMN:M6J::_Z+-8@NC^"8;_M,A$;4EI94!5T!:JBHJ-ZR3K5LD[_B*RCUXMUKKXL$9T$Q?+]D'K0&:Z_)XC_-M[58IED(-W!HE3;@'@O/!?J7>!'-V!V5+12K;N[[9F;31J47G^]%4B%]@>/@3&!C%Y!::4Q-MP*Q<5^WI53EOM>7=57%X@*4S9CZZPH__LD@]=1!:E:'1?M95I7U-MM,9HH-X*D"QE@'K9O%/"_NW+.W@4U58'>O?\S',CT:F]]2[_M#3G8!U&FWKKG2&;KL^L8>VJ?+MX;T-5!.^]!58_9NN,FUCO^E8(K!,XIP):/*+@[W"ZM_WV3Q\SM.DML*5VOXQ#!0EXL>O$5Q"+ZEI+-M1]+MUA*CZ:N,]C%Z?P17L'N.H=R6:\QZC37054!(6V<9.E(N]T^_LS[./-U-M!97QS&%,VI(_,8>4F8L@>8JXAKA4Y$[(U+1.<9LR&\"K>ZS_^,O'["7K"#NGM'7_J0YKZNJ3@ZM8Y((Q[[EQ3^;@JHB"\=HB#+*&/KTM]9>1YN=;+XN438]N$-M8KD!G\A"@>*E/%19&O=;)8MDMJB:2N?6;HQ:32VW_1@B#S?R1K6V+?Y.-CK^-,T0S;FT)$-PV=6;-MZ\Y/(QY2E9>I94R!,IZ'>I/!(F8S*R-0@0G(\ICY>'/7*:0L7NU%9Y0-')*M[^!AA8/B)Y\Z4M42$1<&6YFL$E^C8W86,#\DB/G#^-ME7MX_PPFE)#I3DOH)/&RSORR#*0NFY#H\ZUQ[.M>!,_)>F@E[PRMY%NQ8ZM(>YA=)X4W\+>@=W++EYO'77Q_;4;Q38I!4&:<@'">KJ4=BSTX_N;_0%29ET.M:7]W4]_'W\S/;ECL4N3,V*F=![US])T9E'7U]..'E0-R\?)B=_J7?P_KG<@I-M&!.>N/UN&/@!BWHKQZ;27[7F!7$^SFP7]0?O+*_\NQOUW_(=JG@GO\&RO@=H-M03>KOP%XI_VFGN_9_0NMJ?1<>\><:P?GVLLG'ZY=._3,+PP:SQ*>X7=W>3[-M*UN@>QH=:]X[9MED94;>NSNED39)YJ'E'/LM,[\2'5>2EP!E>1'QU?YH#>T8-MA0L78?EIE@%QQ2QX*-K3R-](5,R2>!7T:1$8O-:\-WF]L6#4*-M9LRVX;-G#E%AD%-.Q603((LCN=+M\+KO3U0CYY])061"%-M#;5Z"*(Z$\IJ403*$D\K?K@K!.T(0"U50BL?;W)77SM4=5^-MH13;]"DX$IK-M-TH4]:2>TC<>^PQ?)E]C/Z*2UGH#T>&A7U4-P445V9])B>S?/>]VZW7/(UX?MG4.;YPT&C=%0U2M#F)'%O<=]GB>!,DXM6WOVSAM@:8C>48?ZP=WS3F.PSHBF-M5"L@ITLSTP0C(I)U=8$2..#-^"KU#O9KRNJ.^3':N1(U2*FBM&;:PNE8_!22CM.O;F.4/)RK&XV91&9XT^9>.[S-L'X[O(P/0D^"SG*-KVU6G-MNZHE3KU53TV0789:9<@NE>Y>'7NS#>O;FTTOVYLM+?3SP3]\()(\<0A)N;^I-M9=NPD^^B-NSD6[9EAJ?0P_>W,'M>/M!([ZVP()8Q@X[],D*MK">Q(B2(BUW2\$PMX)Y_:64W2P6(LNF(BBMA09V']1>CYU/YI'/KP5M_'6RFBP&QN.5&U+$R?-M/?&T95H\$].%%3INH(RY;?%G+MZ#OV"$BXW/VA8;4T69JE@3F--"]*'#*JC0-M#J):7)^OF_F+9=O*E&&O.MP[H![,FIF@D>-94'Y(A5UJLR?B\@&2*.JLID93-MH)H'=\Y%&RU?55Q/,9@_5298Y7!Q!5I?'.4#'WLA\Q:*UB[JO^=Q@V.G42QU-MMYXM&UCBF?M"5H#.)I\A_:E0G5H!/C[-(T_,HU+#U2*>^!?W1I!4%CYR&\;P-M?G#JS/<=[)^O?-MM3CL/\IV+-K<1,_VL[-OYI4I7D01598N:*K7)AIST<-M#:M6?(9C1?_-W9MR9@=3@WG\3HQLXK-F:-2^&4RV38WQ%#BZ<#&L.8.-S\-M]AG>CFR$$[(\D_HJ1K>HD(U0;6*71@8/+BUN3I;;X#X55_T562?^^=RSGIFQ-MP!?@DXK/#3K-7Z[&GC)D5,%^5*YCVXMERF9VQW56V%$V(5QM0MA;(9!L0G@+-M30BW.B4UTLY?C,#-EHJ#YD->%)J59R^HK!HTSCR'[".XXO9:G0YCX'")_O8#-M-IG$0Z)"R?97Q;^_XP^2QJKP<])LB2E/?H*.Q]SCH!KIKA.^$WQ.'BG]"1AY-M>-S>P\12P"D!D_-$_^<'2W-%%?YLN;:PMZ+B4$1D^BOV:W:F8%34C19%>=5X-M_/ZM\6MB>O[3!5/BT/T?_.AMY-0H'V>@87W7$5PC'LV0(?]UTO;UTNS_X]*6-M-:-PO':&NZF*(ES'B:B=6)E5/K,Y,Q6('"*72!!W:0?0Z#W3"=LR&Z(U-PX!-MQPJ-@*E8@<_M"3E\$V00LG'TWJ=TH^!_T5-S9G)E9ODX-7(VA-^(A8%DD(W0-M9E[&&1%V'Y8%H1.Y)+'53_AA=6FA<'9C(^U'7RC1IJ.O)*)Y6+?@JC"->8O<-MK\'GHFMRUE^!N27,O(67A>5/-V<2>A239#'!"<:1)1'*0-MSS'?A>JIU_;]6R&#K-GX"Q<,X!3P;I#H+GAF_&$\-M))A67&U-H[HD9A.3MP(.7Q)Q.+MQT08KA>)PN:88U#%-M34EQY@.,2OF#%PRA_:#9Q>KB.P=77*@5!N-"N3S)V)3(ST621K,-)Y"\71<-M4(V1[HK$GU8ZB6_*8WP.$X>?)GSFTGT-T$3D,B&,G-A9,<"W;8K>X[4(_DLWM*>7PZ#%K&_^*U\#6//L>B3C'%_!<])H)UD"DA-:SV8N/-MTAC;+MJT;$Q(3XI+X[ED2)I%N43U&"_%#SS7>8(--BV?/7D\7O22@DJW&LU7MY,PAM:)D$&X/63_'.--Q8-R-ZA:88*!ZUENZ(-P3<25(Y$*\&-9-;$'O?D4-M)>WPEM+3BJN1O(7$!CDA8HLT*T7YKBC'(-)C=&,2G(=8%9C)I4Y<%O{JB<.R-MW&Q4X,O1/&6KXHRIX+LGA-&-(9]<%]|&Z.*38Q;0DSXF742^-037S[-@O/-M,&&Q\V=8GA'.<+]1M:9H%Q$[Q.02-Y[H|C5,2OQ;T(*8T@9!B1-7CT'N"ZI^G2-+TE-EYAX=")-\OC#/W=.3H4?C2%Y01S3%VQ(3-N-M(6WDOR'?&L;&C;XXY_5=Z,4[(4-"D,=WN8B^0MJ8L3(L5Q[/8Z5W*PUVEN<@,3-0&!*F17+$CMSAF>5-).*)XY.-EZ@QMN9:HZ6R,=9]13ANTX1QO14<>=Z*1W3-0YX:K\CP1(Y-&J<8/#V"6S:#*5!4-MY+ZN.1O#,0N"Q\MS&I8.R7I%FC)-J.*E>MA/7X*Q5G5AP@*YY/K0X3ZQ#$C-M&9\]-7'1'^4_8>H.RYK*:/3_\-/,Y"/[&;D;XDIV-'\O.(.P16NU!XGI1/70-M5+YC=)B9SDN46?-F:0;A?CZ'H,I':-\+J/4%OC:XB\AY@+AQ+V;PALH6^0H-M_Q6";2V""0I-39%'PFA$87;3=T>50@S-L$&\-M2B015TQYAM!9CD=H"S%^<%;*0@+7\=\L-2H&IM-M$O9AF3Q\?.'/*I5[,=]$^-1>UMT3ZRB[#QLAQ-MMZ,"!7%2+DV^9:IM%C'3^>BP-L]:_C2*,_&)U.E-*B/RR51YK+MZK-M??ZR[-M>SF9KC7D6?#UG77KB2P5[8D,*W[^S)![0R.8Z2[R+Y10?OW*3B@E.3X&EUE-MR]4(]EJM7)T>?):O$7S_SQ#-MQ?*B9M*&)4=(LND/5T?QWRZ^VLPIAO/IM7(4N0"COW;3Z$"$3N'!P_]79&-X-M]M?L!7PS?PDJ;M-8-$6T$TYG_6&-0#,W6T([E\$!ZNK-SK-LWL]Z'*!RB$*;-M<(#:PVN>5&?0O>Y):9N'VA'&:4>HH*?#2\3$>F1U)0-05#>HW;ZV]C[ZVA)-M0QT*%G6AI/F,>KL$9:X"*ZQU3*RPG:_*U)LQT&#O7O7IN1IY4-AE='TMNJ]/{[#^Z[DAW=8'F^](1PD;;A9G:R+_OP%Z5Y+:XP.!EC:0]K/T>Q:2I:4MK+QD#8\E6=CL.]_H6XJ6%*T;$:U>ZUBBU1673Z5H2=&Z4=%J'TNT],:H?Q$.-MX=5CX7U;#3GO%1]W4Z+@'5.PM&,)5J\QZAULLRJ"OI-,4RW3=([%-'UP=#H'-M0Y=)KJDEUVS!O=N?:P:-D=;/W_N07',-7*,?BVN&C5&W=W#"0H*SEO;N_,U-M?ASG,&$GR;F-?B'M7J\:R2F%0-IKMR"@4H>#@]ON5-0:1#)5M4S5/PM3(8IV-M5^VTZ])P1G)5M5Q5T7%?2:[2P&_45>WP@$-R52VYJJ*CK1);9%C\.AN@E>=LRG#M)UDK7^LLZ]VMS'2NW7IB26YIEJNJ>A8-M9\LUW-PWZ8T1-1)H;R1'725''>L\H]UKC(;=NJ2+)-=4RS45'6CLKH?Z=-=#-M%24@!7-H34VOL\6SU+B7-AC1_;..I0R5Z2G*G*R2P:T@\9HH.K#M_@DZ2AVQG9248RG'=9'C(X0].\CQD)+H7;WB(FTIR%*0;U60SR''6JLQTGH@-MQP=7O$@YEG(LY1CEN**L44E!;M-)T?#P[/9Y!7F'1JU[XGB]G\UM=\'Y=^X]-M6P8OIGX6O.M;-ECU%=[D"I2S/%:7IET?5A)Y:5)+*^MY)$XM3!++2_+0>7GHML&F,$+-#6,/CS]P)N427DF@"QR_W.-9-1-UK?UM577V12!VU-M8C$I6SO)5D7W-4NF4A$A1VVU*SX2D:)7#PZ4HK>3Z)WEPJ>&G0S57M55!5+T-MZL&!4O1V$KVS7(O5>BAZ0WUX":)W]=?0OC,[Z@Z?M(V7-\Z.*)GN3.L(4*1M.NS("VG7R51GN3K!(8'1VM:,DJFND:D&9RG;UX.-D:[V^A*#[S]9ZBRUIYU6-M8]13!\.#4YSUNK567Z?RJ^>:H1'5C]SVYUC:9;$S#JB5)VE$+2#\$9J_W"G-M4N+0U)*ICG"[>-->FTBA2J>PT2C)5O9BJHC/,DDS50:>RU3HX4I%,54NF.LOA-M7:>+3F7[\$A%F;MQA/_R1WN,9MRE:-M0ZC#=EU.["30E@3:JFW5CL0#."/05F-&(A@[>OG[[_H=/J%U_*25!P^78M5%\5H9TPTSZ[$=GN7YAG^I2FR7Z/M_(_N\'_\B!%5L]Y<*%I8#])MYL5*-M=C8N!5=:Z$]+U/+F"HP(<);,R(6'7,E-MP\TNB+$-/CMM1EZ"\Z\E&AX(;"I=U9UDX*_$KR_>8G8PZ/F2^PA7W3UXB4NU)A.-&RW=8$;7[.ILP%AWT.L/N[S7UB<#H_=_.E!V(WQ>>W-"MM5X,:])O;MG5U3W]P"SO"\P.^3O+-VS7#X%H>:3&;E\H"" 7;&P0?8:C+>,W-MXF@*#:?\SAD.1BB&.?NXM!*NV%B>R5Q_[^KB$^XBZ"$$;41"8MLZ">(_TWOC*Q'.88%IA:RP&[&0K,QYD>G:FP0)D@19^)HJC'486%'H%-CIEO-M^3O!.1Z5"C3B:PNDW)V8-'VL\G6"=!7EIFA&VYXSKJLKWKEJ%8I;9/"7W\-MMP\.IC4!9Q.&"QUW#)-Z)O!-RYF'D:,23$,?'I^#?.);F?():]&53OPZ9)T8-M3!1?**8SM6!BGC%=U7^72V#A=/IHT7&I8&K-1T$3SV;@41*($?KW^%L0*X/Y-MTY4!A"LP9Q;AL\)W#A?^T(L53+-2^A]->..?H>738#BP'X[]-#8)!-9>*/-?M_|"?8+[/!5CK0PAN+V@YY3=N@S>A/'(V4Y5/GQZ45XV'WQX;OT;>"7J-6?;]_&1B14H8K^5-/X/YPQ&E@90.SQ92+LOY^W^!!4OD$GXF'FV"VIE%MJ"Z=D<=A^8!+D_M%AF!39Q14.(=><99YI@<>T;/&>LDEI%@*.^XD0TU!;-W2!#*12:=-8R79"]V

MV\=/5B0_6QN&I2RGMQHC_"K'U';)BJ.:8YRV(%1)_S^& M'[056N(W*!Z.DJ9'\BK;(9N>U]I+%V6ZJSH;V02IATR245X?T?]-]#!$?HFJ@B!0 M;^KYEO&_)!1//4/024(>0V P;^-VP1+!$8/'0@_^5",H?Z2&A0BF,":.1KZY MJ*.*W+'4900]RV$31-
()DZ@:.'N;1PDF4H(0H^^0C(A8/^+/KM;L8XW9W!6* M_S7YP< <*7S^+\MQ<:0L6NDC;.R[=ABL?R2'V'HFG=L>K! H\]^I%\]F#@2] M&WN<_;AC$YCL:V:_L(6/*?]LZ@0MN4+#U>6O7>1D!-_M!7-BM9F+,O50@/]M>U:L#Z:2Y *#()1]RONP4=%.KL_X%.=VBNW>B;V$THD. MT!4S'DQ=C#,Q);IT:[R&!E"/O)W8N$S!,^=VE#]'3S.3:& V")S#A'4"5Q:/ M4])58F MJDT5'UT<4#\P18ROW1"/C9@),P=S@"8'"?DFHR)(PT. [K+%7WR, MY:,;9D? 6[8"ZQM4_DX68WNP9GV M_6C"IF5$QA><-18_1U_RGY8?^.J2OQM;%W^-28V6GYFY6%64\J:^+TBTXKXO M*VU? EJ=C8TQ&TX2EPWO QD3)$!/$%(R48X!UXN#)D?G(4G'*;?1? M8-],/A6VX+GS"B]@X29LL@' 'H81$T# MW'-NVW%F9598->?4O(*YH2 M? 4]D[7^$]'T3DO8N(VA)OO^>]K=,[-M9$_N*"XP&6]TE(!6P=3R8X)':4B& MT2$QL9&DU)98/PV@,LV/!*5Q^#A+5:[KT24%FSGU&_GV L5NUP1.)$"T(W$1 M!_T,SSLQ81G]0#RP/3(Z04:"[%>]GBS,@=R$NL=?+/(;8)VM286/(!Z'Z0_ MSE='(V?>M2Y)?= AW:"^AW2#LH=T'QW8!_[(? J:'=/DS.KV;/RW3N_DS.C&8 M$K"??+^#.3%HP:LNXF#N=PB\V;T]GS)5 5(TT8@B+4BOH[GRYFZ@'=WP:0I_>($#%GAJS85W MEFPYGB"Y'F;FE'D(B_(C=PN&P^R='X[_1(,)P"4<57E4V V55QU9F>0X$(>'>6162_, M:0HG)&L]1.6++VOQ["^1Q@,7GA$38N!"\D!2'2_! N)Q2/1(2$87=L2')^"SZ,7*2[\S,_KY" M?O\U@G$PQ;MP:/&BR(594 K-X_@8>"E)W\>,/%)R?RSZ1M9R4;%XIFU?*YI4E27.3S2M;N>:5*E@N Q:- MYAHWB3WQDS2T++BX4&]^.;0?87;!MT2T4W2VO$2Z2&8ZF)DJ;W%9%FMO9IFF MS<\4&'YGI6^YVQ1=-:%5PEI(ICT$[#H!\^=B>J^$.CP M)3D.?$N,FP3SW"__,_89XU16U.U M5K](IC9IC:)IERW%+DQ>S[KP5X=AE^!E#?A7G247(?POPB@/#)D+5 M/S?28PFF[X!WTSGX+*!> [1MJ[:&_3PI587^4;RS8+ZHY:].]>H8!.^ZH+T4" M.5%)MB.1&=R2HB1$T87U7A?A^,[;6^^LF_&+9-
Z*,FAKN+>]PKUK@\LR\#&U;P^TM=EDIYX/1"XB#8N8.X8T27^^"#F,SW>"Y+/RZDF@;26,#CL-P0$6(MO(6) M>!QN@71.ZXQ'N_'E=>\#^.BPAN,P" $>K M#);@*I,KX4L=+I! 8Y$ \X&$7@P64Q)T9 E&!I%00L\#XMB+"'^._V0(QD+T M'B,4AX<8,_1V%@93-X)+BBX(_P&,A^_!&^4"_<_GV2%\PJ2T" (3#MF94YX#\ M_,3]! HO >ETN;C\+FZ'(U&F[)G3]>0L!G6&:.L)E%SK1YP=QTQP/2QD5+HH M?7$\]&[?/5>5#.;1 T*?*&_OVE&;$?Y3T'.#@? 2QE8*_V907P/X\8*\%SX>A MODR^(T0+M63PQT"&)}^!U1M,89/V>D=/KM=:FXR4^\V1CVU.^RI@X*B M]%6ZKYJ P'WBA+=+.-
_,B:"SA#XG=&^:7F8'E!O5+)$]I^Y7T;((72RDJ:C MNP%'^WL&3DM@/#W0Z^CS]Q%??4,]4!([NZ\W1J[#&#NH\]N^5/2.1F@=CM"8T;-E^DKA&,\ M?KO/]G2)$/!38*%TE#M$=0<]P.0+U;099HVW, I9%5B'&2'IE@J(SK&"' MQ2::=L7<)&AJ2Z!*"/V;*4%+4%Z620;\X&8!XTS$6/(B+1P!SL/_N8;%8F((M9#;:N0P47$2$97@^Q)")-?AZ JK*. SV-X7%/)"L:94'BE>X#!C'_&P7'R8@
M.PK\%X+B"0JIMA/*5&1Y;A)]=2C15^LQEY.BKVX$*J3E[81I)MT4S$VH[JB M25!]%&J.2;E>:=W-G=+>11H(-CE"[_?_$;_S/G[E;HY0VA"M3U? S]..ZL]N] MV[IIU*<.Y07YN:7]/AC3TQO-E?I^&7D0K!7J#1FUH^1?BPO>!"W.&O\2HP M>BK"N;#\I%4!F99L1#2WN. ,EV"X,$?G\">!?\N?
X1%DG!B3%6VO980V!5@(-MO"@0X0BH="9")_@S:MX"/XG?JKCDGT907]FA58&#RZB)RY_"#2I"!=V*?C M)9@VE;?9=6?G#W$_PJAFFP2E>
<>8'-%EZ#CCLHN%3QT?$>0F\.>K<+D)'!E+ M)I '&XMWPG!#VR0 +@)MPUX[$)D##AO]("(YS631N:3G2&[UK+0>!\@1?BN 2D#_,:)UZJFN)Y8? ^/8(DH M+\DRD00$S69SV$&$\XL1[+QLFZ&B/(WR+7HH@AE+VQ(4Z3;Q2I@:,\$9([WKB7ZX9;YQUWMBX%4+CGGTX!7,B.&GQ8NEDQ M;T!.,)SYY"\5@R*#-%@4\DL\AJ:50R!,LY M@6T) -%1-$[F[) .>.5ZJL*6A#X%H[3%%J!I,Y&3Q(C4OX-$F<)0D&'4&A0^
M_KJ2640OSQ2A)B*!DO3C6+-YNFT\B5 +$E/,C]"[$9X2?N<7P5D6@%C&64H@%M3=)$Y)3Z].26F+C%T);#B^X-R99 M7-
L:GS+FKL4R;ZVVRZ!X>94[HH]E2"]/4Z8ZU^/("*(#957O%FDM-#8;P*N.< MJ!"]S.3!-ODA1CH93P3-:-I7"Z*(\+Z7BF6_#AYEY#J:[26/YQXXO#,FN:# MV^/E00M#_RWA\A;FW85#+\W0EKORN2;/@7O[-6H6]L'U=E WVT]:!NVRDUN3 M3SK*Y+3&Z/,NVC!IH?8B FV3%TK< 2<%$?
BWKSA_$N@NHL?Y4XI*@WGM-K3>X;MAQ.:E=)Z5UC@;0?J'PXA)Y MO:,(Z\)3+V'D23,.N2 MFN[$"C K4A;!C^ZU?0/&+8;
(TWMM@\Y&!*P/BNR5L]=Q MO/7C,YH&"QOM!578N358!S780#LX?2*YJY8:,%??\OB,UA5-LEJ' MI"7JA3M],2YH+O.>OXWG?S\RRA3[) M@-]$D"UT0%E:H>B-T5#M#@[N6B*;[DD1K-'"3Q&A5"^,B&714?6"'D+U:J0G
M!5$*XKG#N.JE3QR"#P<'=S.2(BA%L$8+/T6L6[TT#AJCSD!MZ=V:V\(3-95- M."AS_2<:X@Y_CW:,GOA4=- S\@#DX?>6.P#*,Y?M: M^QS4K-WG2\Q0'020VUJ5UGA_[L7V?";XU2^3Z'!J;0*/]DNY)63C:X?!$$\[- MM(1R2:;;;^%);E<=MH9JOY]WMBO*XN[&CA>0W[UIN6]?
D4TWW9>OMJ:ZBKW8(BT=K+U8GZYEYUX&8*UC\@=-L6HM^"UCEGZ-9O]2XK=.L? M-70KQ8YGRMM*N;J T&T3ZF,M0[?A44,W*5=7)%?
GY%.P/:->3VT-^FJK6U47 M8\F6U\"69PW>VGODZLX8O+6UHP9O1Y>K,YRZG:M'0;;B-$5X6A>?;3Q,VSO8 MOO83_]+KOU#-&?
IFC&39T#)23@?./>(B3,(LV"<+'-PV\-E[V2,Z56I4C=_MADAM+*)9+U.]%9E:US)\5^'JHG!I^0JUTK<_I%S5BKUN5J[V$ZM^-:9*)VGJ
M2%,E1>]*1&I/4S6HV%3U4+@&AY1OGD*NSG *>"F!Y,;#O1U#_PA.?B7ZOUE-
M4RUQZJV&3A&$1MF[(O73KR8,K73'ZGW10\KJS/Q]5*KM0Z.R,\NL!2N_Y40=];WV%MM M!)>IO(TVIJLU^X@W-
'=]"YJY[7&;80>_M+/9+\LEN]%:6^DC; Q+ U*O?237 MJN-,_*>U5D+XS'^G7EJ3_,3OQAYG/^[8!";[FMDO;.$CT;,=YRSG;H6&J\M?
MN\C)Y&B+%!QD8E-9XH'7U$<7?P5S8K69BS+U4+K,;7OS1XA>J,<@I6=0,3B! M_[>_LE'13JYO(JAM:#&
([0@W=;.]E&Z"@UZS/2C^:J]V=)N'NNV&8KOT$ZO@ M>L31%6>)9G/9[J]K&T'79,+Y7L(%N=M3)[R/:_%RA" %\FXE<[VA6]-!F!'[M=R&Z2A"
(%"%OO_*SBPIX6GN=,5Y&V-*J2Q>*OM:NJ@M%O5+Y/+U$2[TWS-8JZ M1[W9F:T$[*] M=UG,+OS)(>;TL(CH\E7'615'KTKDA@N*#FI]-Z"UDHPX\<6
#FR+Z8:8_(B7 M>;-9B^H)=*'ZR0UC%K_B#6,A^S:T!WH3'W]]OT/OVB6 MIYN,CSN
>Q5XG/FAMX@LR8P'4]>D6>*W66C)';8I,ZXUP:;/*!WP6S&J2IP" M1LT.3?CP9G;UMA/# =OMCP%A)\;,(:?<&Q3>80Y MB<^)#PV8&+,
<_"?.]L&=P38L_OW?!EJ[_\9/W=TEKD_.QX27C#++[L8GWX9-@_GXZ(L;VJ8RAE_"+.[252S;]Z6:RKQ? MN:R&OQM3;H8V_S*YAS'-W/G4^Y]B)1\\=X;D
%+C*KY,5O7W([SDK0W,DNKM M04/AH,WG6'?CA7QC$5M=%!LRQ,2U;?>%6%;4U84SF"T,(O8G4ELH#(*]7ZP MU%TQ=UC 0,"9>%Y$Y-
E0#+CA8&?KVF^4>)TRC'9A-93%T1EZ8&E>_H]#_)7E'G;!YQ2:VW& MS#[03;JG\NPM&;G8@1I2G\->:Z@.;Z;OKV35$JRZ.4U\0E;MM(!5!VI;U]5N MMW<)K'KJXK9S6(9O^>S(]^4JM:LO=-A/KC;C_1Y!KB;63V[>_8M[;BI2[<:(M,@_:FYH4.YRXO]$M,%JG-@IF=63^+/.N-%=7L)S/=VLA,
MIS'JJ+U>5^T7-#\^3WW-B3WP6^ WO3;\VV,NFJGZFM3E4^]J6YT6>KO%@^Z MG=N__4M"$RO-@*C-T;#C@KDJ8E3(SWHRIEM0I'JN-
JS3;XS:NMKI]=5^93Y1!1QP :Z[Y//]VCN>A\\' M>"=J0:!A6EFB0Y4#7QZ*;KYN?,/':E>5 -;0[LAQH/[DZ?>*K0/5W93G0]3/: M^3-/,;?)7G#R_S;'[=
MQ4 ;FD+6N#@HBXE%P8% @UI%@MH&(<4(ARHYOA9[F50 !2X-8O-G;N.(FF- MQN4>,9%C<.1@DSI?^LJ4P?!CSAT$V]H\>',EFBE$I4,.W-
X3L0>1Z>;BL,$) M]JJX,J#=:BKE(+)^MQP7=F?Q$8L+ E M0 7Y/T-\(!4N-3[V2O$#A0"1E(!(*L\N0XCG; .SL #%/(5NS>#:O4)
N%]C*8_:>]!O@%V,#+M8$;OX MRMQS[SSL BD>LCS%?7'@J:DU3WX5+41A 54CPL>DC6 3Q?36CSYF-FD4C_A M VQM*G#Q5HGAAV-4?
I%>0TK"I%,8R"E'V+H%<#GV1;)8 B3XG3L6T.S]3]@C MU(1^<\5X;0?(O,D^P6W9)[@>(B_8J)WBEG6F.4Z-FW/.>.T M]D,BZ_UF5RZ@T-N-
44_M#GOJH" WFE?W\+(Y-U"[V@O8,_>)PT9Y4;V[@X:7 MV8I#J/2XBZN-!-XNP92K5 2_I=D_(.M)Z-XU2H9NVO(,&,_7V?[9]TG/R'3 M5^M]Q%??
4/J6: D282]7R > G-81$J04-?A.2+>P2AW\ 5"(ENQF;O?Y(^7 M% 8T^QLXK9A$6GOIKFZN"=FJZ_LE]BT@@$4+"!;F[0)\V^LU\C]A3\L#P
MJ#S0:XSZ6C-?-[.!!Z2[N]G=U=:[N[LG)?JMAO21K\='KEUBZ2,8<45K*K\S M!Y@*,Q-)%L.T?"/T"<(=W4'X@;T +P"7.;$%IB4: M]CJ4P:;6U^E;_
^F%&20[Q&],9V7$S89/.XH/P#Y2.H;OBYL-=M8;U@[G\/ MX4OL9:%\XW,7?@>3_@ .I-)NW?V]N>O%S3KOH)7E9U69,\SLAS;#-5N.<):I
M60$2/HH4,#M%6QH&HZ,6$7&R'H8Q/&O,3='#1/AKP(X7..!A?A*YBV4[_'0P!=/\$[_D/T^D_1 MZY/?@.M$QP5;^4GY7S>,.=_CSQ;L.D[
3#+41;/Z!]M1/H!7XGKB18*?(X96 MVO>[,3-1EV6%&!ZS9O@[S.9.Q L$(0V:H<%"GQ,?P'<8(L9\ -QA@G6 B0+O M *=2%G'BN3-
XVO5%NPO#FI,XBG,4GV_8O (QV]%%Z&P[M]#.9EY2LZ*X$.;C M7M?/'&Q4'5]@XV>68!6+-GW*;18&.BAIP%>BM0LQ$2P(SZ_0 M2A@0&@!C
].!/XN_GKD>-4T!%H$5VD(] -,]@2$(L+D*^NB8B7+#)X@=N#%U M8,61&C$Q=^[CDP9O*CC%S] QP2HT)0Q)K3\U*C8D2RMF?L45GUGD?]"QB:D
M><8S8&BA[#O,OZN8OW_RV QUI@'1'@P&6^/1L4;&UMV9'J@W1P'WRE_XP.9- MY7_P7,^V^#,V5J(L.YT,(J%\%%2D?
T(D037A]Z>KPD8W(9Y8P,/Q 2VI4)@4 MJ,M@(8S;O[/9_ TLT >1A9CL5>,K??+0^#5=OXKJQ0:%G_D$YV];$Y[]S_G MJ"#HK 1>J?
REW6PK8PNB1F0*1WE$ D1QW#^8'<+*# ^[Y.!$DXE']@&U0&;> MSY&B"UXX*.T[RC7BN:CEFJL9QXTGG[4PRUM:=8J#IQGPA@6O,#AJ1A$"
KM! MK!J!3\#$@<^XMXN0-95[,+4+3-F17H?X<L6 G.*<*_XE>"]#TT^,_TMFH-(G,:^XF M+D@8D=[GS(/U@#L XT2-
GF#2I"U2K^:%CT$(^=*T7(<'.*TL*6!0S/?$G:NB MQX <'|P]>5R-6K")@6(7&U@=$\D3"Q[$JI YI6N7B"P8A<0/M (0-4!W)AG(
M]%P\.P7//&KNT>@[,.0:9GD4P_1,0##P+LNT>"ZBQ+,S$"K>02!5$(0(!.+6AH M8*KO E9$93[L:.CHI88XX66$ACKM(#>3[(J,$QQ[-
A'_9C0;%Q.*=D..;8 MK0FUS(L95!%/H);%@U<\93; J_^A8O\QFW@;[)90S$NBBRW+1,.IB?P+4:KB
M,Q&),]QY,Q1>/'4SB]YWB=L5VTQWV=);2*P??!'YH52B$Y"TFW1F_L*]26@K M9(;]6'HR-3=DCS$A2>WC3,[G:F1*8?Y%,/CLAG[DW*/\1MR
MYC"N.^ .\0+$%RZZS+"IZ,C$;@+LE\&I#(*\;W<>",'U'DXY>'B4GBET$"-H< M,W) B*NQ4$!X+UE65>FOO-9-%FC 'F=\-U ?1FK1D9(='?
0[_!P%*&7CJ*D? M]X7>1LLPER>J8@)(1K;C1O/EQ]*BAR4[X0;M2B!XG3JV+]X!;_!OVTJ M:[DV *KNL-
GK%']5'C5*+SG26M0HK=D=ED/%.CZ4U:#9&^IR3KMLGM[2JH#\ M.NO=BZUH2R1KK\#F10X?.,G\IP$^*%K'Z+C,_W4'Y*H=\:DN!86J)9*E6/WR
MNRAZ>8_N^=_&WE_W0_;Z1OKD.J!?R+I_N=%U!RH/U8"U[05E5[MK;=^$ [X+ M]E+2RT%
[$V^G:S^UHV).TU2W_MI>=Z*%:_JPV:XAWI:$ACMH6]N#;E._\FVM M3,5WFOU^M)9=-A9&J\-QNQ#?;K^I[^(N2.4OE7]NX?
UNLU=#)7$S(#&Y]&\V\ M#95.IM?4=YA-0:DH[NY=IUF06!LSGXLZPM6;1F4TT ;8DH.A2BY8R10ML=YZ
MI*NWFP,)D5//S>ETM6O8G)+Z_X)]NDZ[V^SNY]-)C7HE&K7=&C9;MX$%E3D= MC(:XHQF^%C,@,'M&YO#+M+%[9 7'A-
>N0HB766X=TV_NF@.J4 MY;DZ5%F1M^E=P]Z4M H7[).U^WIS>/(\F]2G=5I;6R_MDDG4Y'(D_LP#O/!, M6$>?$.M(9I=D+-1N-
X>7G[^XTN12J_0)0@WWYG9R2\Y?9S*Q=,O*]%5[T.SG MZBUE3ND4.:5[_0QUMC[!]^?'QW+]-*,@RZP#!(ZS4[EY^ZN-*T$NBWR]^;
MVTDK]3I:LR?32C>M3SOIUF!5Y)3%[XDFIU+&W\LX37)6[=Y>7+)"%#E<<#0J0&)X9S!-F&<9S,UA.XLM5CEDY=U_\T6*X$=0.BM;A\ -C/KE
M:>TW E3.%*,R>PE0T$N \X*TIT8RX=RP]++/\::E[\IF.':#TD]E<43W%=>. M<9/@O)V5I)'L17$+.+LU0O5),+'H=O'6%A,O*6:3J?R%
[DX0=G#$]&>'YY^!Y&[7X6,&L".D-@*'"$ M7@CFCY8""AX1VQ'VTW.?<3ABQQ?LMP1_P(<3*Y%YZ:F2D&S M,CV18IZQT<;%?X@&3W.V2"&%
(U1&9E*8XPOL+I^Z20&I_X(%?0FS3['2>VS.-: MJZF5&J&S@6W6L,D6(WU^YFIK42E,U/:KU%8+5L&:B9A55FG,J*6831A;$_CI MH-G?
BZO6Z!E\/&$NBS2"[T>B+C _$2TMZN!PAX=+)DV0@^(DAD)P1= ;ZUVQ M2]W7HD/ ?3873V#2S=THV2+!#!L%"B?=)836%2*=W9S]89%[]85%QO
BAIIF MDPG:5H3Q#+TDZ-@1);DV*&NK@!^7 >Z<@584F(,IVGNV->D+<+5B6HP)1[QT&<\3QZ^7]'
M:.X(CIZ#/\\6!6T_U'1!TOR&;8KMD&=!!YLAA_;Y!3,$7@*%-EN,(4U8L1U M$-ZH60U"\,?F$ J,_BR8!##+?K'P76A0LOHM!;ZVZ8<<(60?
MMOG\!8#0" GKB-2\)&;0ZWJ8O6C/G^ MG7A5</TX4@2*) M(Q"@L33-\^M?9E9AX0ZPR28 EB.L[B:Q5.56N2=UVL5^_C8U P*C%[$Y3
MX$C@5]ADT0X)+K&19B@-BEL\2A9 =44*),;8HH353M?Y%?>\ MQ]1M)7AK C82*H.R3;NDJ[+MG>LD(P\V<&B(,/P="6J*-J=T3N]L*/6[*K*2
MT]>$UNA@SOILDV4A>U4#9_O! IZ[MU01?-LK/Q'NZ\GTK)7+]",R)B\($=@5+*;0BCN22R$![M]4+,.I-CP,<>/_3T M3W
/MCH^^@)L,'_L'=I#E$<;3KO74PR3#O5ZW\:W&[*G!@8Q\Y8/C-QBX[%Y MT*8L/^MUTQ=&\/F.ZJ(W7V:9HX*'[JR7];9?MF,N$=!SF[:TRVS?,;K/-2:G

M"KEI1_]C;K)TNH,#Z/8 G<[FG >=VHM[ZZRQ.,^F-!0F/Y0XUI!6L;WV&H=F M38)XOC7S0=RQ/0U@A^4W-
\:R(%V/LUJQ_O1Z>\@]PD:#K"].FPZ0]}%LO12 MIP79"ZF3D48A4(-[>(AL/A_IN4I4\'2*00X(YS(;3N>VD-
TA#M\%WIS.)*'#4>BC&:P>:IO\OQG'J1\YW9 SL.:K:0DFMK',BFF'71 MJ0. YJ2?B>G/Y+MKW(&/UH/(,S1<3PE3/YD>)B#6M:_@G$U(M;"T!("8?
AT";>D#[*("4B0@X9"S#L2G$I(1BKP=?L.A M5F($!%R2+0%CJN*35)2BS?"(-B$L(\+=TDVINA3M3.G;B%Z(@5A[P(/;4E'P
M8A3<4E'P>JSE):/@MQ/MN3@,,>F#,O(BYB *:2[GK4TU#R4@J*T2LL C[+YM7A()M]ZP%1>V1 S8J' M.]9+\W2.W0.Q87J&."1$\I?T[0,=$6J)6%
(C7Y#<$H1G(BS&::*Q<479JY(&H@5B8E8'L"[I'D,&K6Y\:*AV;$N:AIOZ$R915Q 'FDDMIP, M5M!N-I4$LKS0=U$6.Q/W):BJ;!>D4QR?
+69"4J#$3&P\\A%*L 3N8G=J)"7("><ZL1S@Q M* !>N 4O_0UDCTV:X[[MZ6D:43J,>],UFB) "DS0+Q.9PR17D#KLY/!$.AG(
MQY_1,R9/8:*4N*M3B)"3'K=FXFR/7(Q]==3>B:-H@=0VV&0W9[.[P2 .9A4 M)0A<^%2EABX.*%WRGB0DR7["NA?N5[Y8>@&E((*>
R=\'<8D5M6/UZBTM>'< M &D5E#T\LJ".#=N')6%,-Z0QY21%*.7/=WEFLNT>)KD1]Y4<;_}!)Z\7.0O; M8BL5-; T&7J*@FF$X%DG$-ZK?"C=(!RD,5?*
({. MELS. @B)ZTFG/;V#/%/B=)$+@0^<2@O)8(F/%<<"SNC%5$7H'6E$B'2-V9PM&7[@O/AF->
MW\RJ*H*3U%Z>_D'!8"ASZ3M9C"GRR$@&4G%^E7*SB$S 6>U'}E,FOX#VV%"00 %6!0147&!E#MYD>TV'B7,
M@I#,3W\F$5.$+Z8#/*$<1T1D:2D2O6Z:A,#_!+'@<7&:_O+U/;G!8&E"-I'- MCV*0D3*$=2;Q7Y(ASQZS!!S56D M:^/G7S<0^(7AMY_A&NWAU=)'X(-
$P/!/5Y0W;VR) M.<$2MY2"35+FL74LYX%?B&I_"H.8BUR+=S9APQB/#>TA39XJY M?!EE_82H),M:A>(=_.S"90Z M%S<%FB,#
(SY8"0^(,"8+R\.UX,FX$(?0A OYL Q%5A*IG'@-;8-MUB-FIT|N MNY):2+[W?*MRVM0BE\&0"UT09!MTF+R04-OX>S -[K MNZR(,?
>)V6M"U\.K]X"@5Z|)C@ 0ZNQUKN(]P-@N/_,A\4 MS+5HI650[*HK'-54. "&+O KQ;ADC6*!U5,_XR/C%)&__3Y'9X4(KZSP^_R M?9J1ALE$+E_(A?
D&+Q=G.1UJ4G9S7Z1)8P\+62[A.EQ8U"Z !<2KT)B8YR$: MQ*M1\(FS?Z.NX[!X)@T?SUH/[*1(&H\RCY-$I"O6@-?:H,9CCA/E3D9T]E&I
MR1[I+3]PO)8:IDU1Q0GJBK'H M,@(ZB(M&R6/J2R:C6"@1HIAT6]9+.PJ>B]\Z0D':\9!/PN ;*6F$D'XW16;J M//Q$R:/B%'^/?
NZ)RS!)B]2=)"JZ\E(XYP]'3&_KPT+IR]SO&]K?MF]0*BY" MY9BA->>G:E%^*6Q\/S(0[6-R=*Y92S;%NQ;"[Y$$* $5E[:+I>AHY]+5L6E
MOK9_R"5G=0/PT+1N3EY2K)[KI-?5N"JO1H;^*#47+!#:+J;5I8>O9&H?TNA4>*K+_. M%X5N)C_51$4^2=&?!
<\3YDM!%E%1'5JOE$)RJB:@F$3%M)FHG">O>5;!!32; MA#XM1)BI&O$ =],Y4[3DSZ[='IFG:K>OZH(Y6;N-PAWL)S\N5$7N:2.EBKA?
M*&$\=9KDU3&'@A'ZSGDJTZG<*=_C1Q0R8B\$,7(4K!$DA'+5-7M+*^F MJ9'Y*I/79-AK$21^?#(+CF 0>+OI<$^HE6;%;ZR0Y+83^Y)N+/D6+ #
2IC- M=*,']|[70J6<\F(5L"8)*\P([.V"R!"X=+DVO=?@BNSA_[.[EZ?44I:%4IR,9 M)VFZO7@*Y6]A/D!:B8 /?'HM:HQSL!$(HJH:Q8\8O('B4
M_$*;N(X,D=-J'I[<_=<5RD.JY"K4B2 _")(Z6NNH9\63&)T(R^O,]]7#H(] M'R@RBB0K4_TV 2=T#^%2@I,2?4KD"\Q?%/$E(^'
9B&7CL*L,]8V&O').R_8 MN8CZ-L+**+:Z+KCSJ!8&M=#B4O+BAJTGZ_ 48=/M6PJE_U'-L^UB\F)VE&U1 M3KXM2ES M!6_;WBS
(9<##,P467V'D0*,SHNLH#P] 9,Q3V>"ICYZ DP*9_C6M]TE)2 = M)U:*I*<><#W+%N8B$U,JSEM .A26)@J6(32PJ[&6*05!P'Q0+9[6$0F M&#?
7FK5IV)NY&+.$OALK5.EF\$>5JZZO=)GZP=0+&I!2;.!+$KJI%YB-YI MK&23%NJ>FG-I\VUR\>]DK*+$%L6%_CIOH+='%DF#Z10=-
B\4_3[S;^7E_*FG MJV$VQ;&M"]I%!>L#5+^-D2E3AP<22=CZOA*Z&GZ:;Y0W,[0\2LF;-P???D MB:2DS&/82*HH *9AA/"1NBMM[E!VH*H8O6S
81'.BBN4<(T(F\IT9$^(C3 M$WJCO$-V-@AD$V\LQ,B*=S>=3C*^BU;P-&1 0^BND=V#(CU7>R@0 9\56GH2 MO7(TYS#KFG/YD50*(J1J4A:Q^><,?
QSLF*A+I57 3EK=>3:!2/'EJ0X:"\TF M_133R6?P M)"Q%XGR9J.G,(C4M[)[4)&3G$T!!$U>$JE_7%]L5UYT+HR-[69
M+/5E5[0TC*WV[."$?,TQ*U&*K;,";*.5WWB0@HI%Z84."?1W%LZ0&3^+E%0* MU50%%]C$ 7B?"L$70_ #%8*OQUKN(P1?[0CJ:$?
E$@4[4S$@#NHTM(OQ&]&I MA +%A>R?S48U^4FUF;4'ZN BD/8A/ 9.VGF0!3_E*T*&,1V1@Q:+P"W)JCR8
M7'[UYYR3,BUR">;MF^<&L@7>_;\EFR37]43])-7QPAG0L!-USPZN>:+F/CI= MJJIARSCK.=IF%7YHPQP-M@$^3
MRN(P@F+#7V(FP$8[T"PP)Q^1!23R#H@:DMTLH,"5Y]+L C8)GAI(-A^HJ"_* MSJB&TU%<_DLN65()
MN"%#J.\3^O[AZ7+R6^KCVGGQ;G"WB30D>I"S/W.NE0+_=Z M!MOJ4&,*]F>:#@NF[%):LT+9Q..!Z8=\JQA,=M#
@D!\1"0KMA%4^(0H:VE9&/]LL;-&57/N4<""I[0H&.JLXB[19WZ-&\>)8+_>:NJXZO MR0LC'%/3/&%0&-(D 91F.Z55N3A@4B;(>*
(&6&R^8.)B=Z,TJ4!F=A%G^P=V M*O)=M[JW%[G&/7GWD0SIB?'F.%.'16VW=H7]H\\!QT/55BT*]'GAB!1/1D MOG(V.XZB[!Z(#^T?
CP:=I=.\^%AIWF%G.K^*^5I;[NGO5;GT, M-.Q4^DK=)>!8H!% XLR-N-B]3-0,=B"#IY&41]D($_*,D.ZXD9J4)5Z>!8(#Z6,G?;/\N@-
??;_[N=7O=,>CO5]U.T;%S_N]_2\Y=,>A M11E&9V",U:(:O"BS?_11WQ.-"CH%5D"6^ONKWJO\7'70WGG3U0Q@I>_/NLPT M7FTQGV0GN!;S?
5U'2X59^AQS^2<^Z>V.YK+-?N))EQ:0HU(%5%])7OTFY-7/ M**]H1.J&S.J$5.R4AO6>S7M\NB-Y;KGU!RI+"A)XA!.]WMCD&00RWJ8/T@":
M31QX5I6 2ZD-WQ/0>E4X9L+L;[,P !7U4:[0MCD'[?A)Y:]FO>EQ05.RE]OIAGL_&AI?>'2G JP7ES MG-=!<%96PJ?T7QWU[&?4^U4Y0K8
<,)YHNYOROWGFJ,UY(3#Y:+[:APOI#]5 M.5X;>(*8QE@?=X?GG2$OK!K<(7I&5F=\ ]S4X0A7Q'$*7@-3-X>*=6N*G5&O
MT[]3UFV1]EVZA/IJ2OJY)6Y5 :"?;UGCI2U5$_DF)VJATI; MC"5%&Z?@9>EF95M!,>Y+2=7.+61]'1BW]5Z.$AU)E,U4*DQOZ,.QI8RF>F+'
MZMS"$54'":9HXR3G#O2!5?6 4YS[4D:#V:F:\=86UKV0OT/@V>R8_3HK(E^# MF*;Z73CEZ4)*>]N2"DVKI_?-,V.7=4HE58C=1.S84LFB-?#
M(VL1F.]9U:- M.RAQ47N\&L;X7-].N^5%ZQT_'S;Z)E%WMCV#-6]@0;:.Q?KZH'NF>5D+T:GP MNC|)HK*B=76DUD%P*JIZ%C ?#$L?
6N.=WA5*4C09IZ!DU0BC=1 3K<_E$2V^ M]S25HHO3[-KM*G:M'UKNDEWOP'US M8*B%BOF7
5]/[P]ND4:O0OYE/&:=6^11U4%L*=HXS;ACJVHYM&+<%\L35]DZ M=Y.JLS$C_.;^C;;Y#'NZ53EHI.+MM4>K45E"WD6T75'5,X7%J+)2I(1%[=':
MKUSI?1?"X@Y\.\74G F?!B$OC"&\8O/'.PS.&J9N=FN7R:&"[L^O^#K33=!N MX:FHZIE!KI'>'P]JE,RA),6S<6I:G3HE7-5!3+0^/6=WH+
<*]U>S.8TSC9.& M&94-1$U7]=E1M'%PFH1BVYJBYG[9]D(>G69$S_[-X\VA]9>VSZZKOS=X&E3E M_=>;APQ#'XU485GK[-
&S>Q6UVR15DE%)Q@I>NL&X3B572BH^WTO7KY+(?A%W598W$;M&"Y(XBD&]@,W=4KM7]]?L?J5E7U3+KN)=:J #
MJ6_IX^Y8'PY;T.3QUO>WDT*L@6Z:8WUPKQ2B]+KKZW7?4Q8 _';3;%$G1,6!;HF4FHA6);.ARF$9O-0CYCJ)%. MUEK*GCH\(-1B>% \#SG70!^-
YY'&86^.]H4O8[Z8\%#K=77-[)H6GIF3H^@0FNNFM?):0/?BX'44'\2B^?KMRG7@.D.]V &E_ M?97)"/EF^74'OOI^]W.KW^F.1WN_ZG:,BI_W>_M?
ND):,M4;9? #\(,1)I+LJ*((%'.:4J1$OJ!T=_@2*+AW4* MQE<2Q;\)4?PSBN(?)N'W/^Z*XSN%SXZS]4[V7295[WI+LL/O6?F#4RGW:E=
M*9NBOIZ43R%.-8W7VM_88OE6>\^BA'GPI^M'2>XG#:9:3%-EPBT/|)D6 MGKD7&@T1WB.KTS]*=BV5PA5M|OIV'54H[U.
(>2G$]#HOC)8Z'":*+DZ* MTYX^'E1N97P9KE6F4;N55<,\T2^AI?*E?C;//5";U6^[(=YZT^A7=\J5871N M%$$WSV M5+K4S]BY!V(;GAA*WGAB:
[U)]#&>\U"=WM7\3OIX?*/36R&G1(2H9PV5+50_ MQ%C=S@O;J'4X011AG P1Z;U>URP3*@:#>/&/VQ[KQS%*!4G!H@)GR;,JN'WJ-D:7W!\=] MK
J]C46O:0U/'..W06X=SG]U%*JCL%IX $3EL*8GX?&>;'(;EMD98HNL91"Y ML1O 0[G'8O>)YYVQL"M6X4:YWFY^"YO PI/X\"T[;49N)?
I&FPW(BO_.P]R* MF?"'2L_;L%P>_L'-SF=7FV3@CX<;@G('OQW M^.K'K]0+#CLHPPNQR]T/W[,?]V'R0,M!LUZ]^US?!N**\!?M$_5I>9^G[*5.
MK6H-^G1L*KUD(7RY8D-+L1P%%9F'HPAVPE-CG8:3!PV$M.]C5-(#G.? $D(4KJMZ"#Z-EX$?T M;EQO!
+"G8(L\V/-72S#X(DO./Y.C03=4"/Z686P$E@ ?#]U0;JYGANO.]K7 MN0NO XF)RV2>YO %]1/&IV3;&M"23O]D-GS*8@X?
+H$875ML>LE@R4#/D11OI$8*ZX*-\((5?!O#4B) M)/ A@/VPF%B+DX3XR8'M_=\$ MGI*#))A.(YK018_$W4GY<%(LVD"5#.Z3$BA;T6H>9+
I/K)9;3R3P!&8)TB M@*+&$ZBWD8]^L\/MLC0F;[LBJ;&4V!;NGR0OR[/4:N[:FXI[G*2R@3?QHF%V &T/7$O/Z92/>LL I04 <^<3G%80D'Z
MV$$4EY05=6J__1Z6C7O?CN.VI VWO;D]U7+[(BVWKYTS"\)4@^UK"<>[EHQ-$HL#4S>' MES[.56G0WM*@BQ<%M3
%=&2=FI9PGXF>)4WZLM"Y3#G12[RMW=3>.Y7OW'9J M/YX)>B">]B.Y?@Z&CVX?A3/,/0EUSPJZ72$R+*.VZ7(H,TQ;LO6"PH285(8A M8!?
3"&1T&^*>5',\S9VECX"XW\RT89]XQJF6T5'TE4V4@=<_V"JR5;F@+4A# MGC>P!=?F!9N_(^+?#V1?0<,W,:
<[2[1=J2N$QM?;6_NE[=U$WS4NM6V,UX%F1<(-)N#=^7F>#VA+P M/<>>!\]L5Z$BSRKR?+>19]WH7CIO0P6>5>#Y[-
;]=QZ)JWTD6,6=+Q=W/C$Z MH/7$?CSL7.-"XV+8]7)!M8O7L6^V:UGR, I\GWN/U,*).Z(LN%!&G-^=]=28
MNU2G#L=7H74*7RR]8,WWAY5%8)C_D;CQ^C%"/55P6P /*GU/87,X0'R7C:?& MJO%4/=;RHHVGZI3_\"D,G,2.-0?45"]88OY)V_(?
EKM;5/D/*O]!+:KVBU+Y M#RK>]_(?5/Z#RG]0^0\5?;!'U-I;1TGN/5#2L%A)7^^99T[IJGOX6)'P?9"P MH7=[)YS.327A>\Z ,*T3(Z]5"H1*@5 I$
>&UNGFQ=,:50J$2H$X.P7B1#Y. MVZ/"M4]*4"D0ES.I3DRG;3VQMR(%XG)QM1NE0,#1])V1JM ,,^E3O@7S8M@ M&^WIGY$?4=<\C^YCTT)*
+*G(7KNU$<4L9&V^+(LX,[5>%D%4Y6BZK]HE0X M687/5#A9A9-5.%F%DZOIAB64W%L[GN_=]]PP]|-AZ,.Q5;?HC0HK*QHNO_$'
M2Q_UK1V]LNGD>\\AY0=SW#%KA-$Z.&M5.%F%DT^?YP-]8%TZ34S%DU4\^=ST MALZ)Y(;VA]AJ^%\>3+)4ZWMC \K%Z.C% VR7'Q%?
9A+ 6:K,]9D M;%F'!WQG= ;IWQM_@,MBX"TX=GB8OO610%MDN1[&Q?MOOD8F?X)QI%[DQ MS>$+A&46OOZ%.P3@KR%SN/8^6"S<!
(+0Y!KWW4[/2T/A&-T'W^#U3ENR.TX M""/M;VRQ?(N!;M?F%&&(DI#Y-L5*%VZRV!\%+Q^0[^;P:5XP_.=#)-&V6/AI MVH_G+"8N
L1[";*9',,@NF8$0 -,M:)7L7.UJ$8L2L7.5:Q0Q2.@2@KY!HIK0Q_WCD<)KW.>MA>B#Z8Q.G3^*5A6A*71 M[1A7 69]U8+V8M/4C?]Q?
@Y7/J5.:ERU/[Y>H(-?%>.E@41HZ,,3!UY9*JF[M9=E Y#P8P^IYU@HM5T?+^ R3OJ7'LZ*+#>/A7/^SLDQ\NM[\K47FV.]-[JNM&F]8?
HUB)FG@AXJZ"6 M\$>]/Q[6,.BA2%B1<&F%0!_U529#JS(9K&ZG7R.,UE:[.0 M^?@5W/"-K_.6P1J+:04?/GW4)AS+X:.)!P_&*DZXG%%-Y$_*^K
M!HC78RO.4!@M+:CVCNO.OFM0M7)0:!4JSZA MLSHO72_8I$CXWDGXP;"J]$=O!O&6BY1>@!KB-!QITX(;52@5(G#>Q>'AMZW M*D^L?
P&A]"RB>EE$4_JO.4;/A<=#;6V_\MF[!WP-.5Y-HVK!XGY2N9I:=,>H
M49BI*68,LW.\UOPZN&F2[GG'Q#&NJG!=B&_/=8,VYM!_1AV(LH24)33HCFMH M"2D25B1.B?#9MSJ5/8FM:\G452V9E$A\QGG> MK=-HMG:T\2;
(?LI]H96&NI85\@('TK79"G'^<&2R3Y7MMDAFES3FRT*G1$^@ M!F]3A-Y60F]LG-7U\SCKL^-H=QOF_8#>11YE'=7:%F-UM_;G JPJP*H65==%
MJ0"K"BBI *L*L*H .Y,#K+T_L#LVYA#!58521/#LPQ54%6)0R4.CY_H8ZN.P^M4:/5>(TY&Y\38I;9'G6H? M\%3AUB*/]2!Z?@U&CVT??#'-
/P>OS@FW/G7$6NG#T MX% QO-&%)]DQGDA>L.*%.&#(8FSU'6DK[GGX4WP?)'$4,Q])39LPC_EV/EX, M%]?$R"Z&P[68_=G>V.
[V#E5T5T5WU:+]NB@5W571+!7=5=%=%=U5T=VJT=V# MNJSR!BMO(0+!$5Z8AO&P9!B6\L2\1/1F9AADQ!O1ZL"DUYYF!C58?+0[?1?/PLJ
MI6+61^CQ1!*"I"7+[PQ&KD,(A>A^2;D'DV1RX.0?WVU<:.4 MW\%C8!<9#$ MAV_9\>C>B&5ZQE;'OL*_N%S7^?LKP)3)[6[?
9K;E6'TV8LP:#89CBP^,_G1D M#_X[&KU*;Y['^>$QXX^3D+-OCVP*.WS#O!5;1WB,%#$':-L"_#;,#D)F.KT: M9 0).
<@*Q%)O0,WF(5X%;V*U68L&7#W]^ZN_G$;1\-6/7RE6#ZST'EZ(20<_ M?,]^W(?^P\D@+RCI*V:'?%QRA Z((2&0HBQUPH=K2V=.M""E).)B_%<-
&7? M 0QV\I?R24L#NS0S$WX4LT1RN^@\6*HTDGM.CE"+>MDTDF>9P+:<],XJ@],JJ43 MF<#QN;3;6
TK.PS%NQU6UA]8>K<_J.&XLFMPLQKP*$?4H?51-YRK,8]*]NO&14IR*LEY"\E960N?TG]U5+3WVQWO@R@63LK(GE&O
M4SGG\0*XJ<,1KHCCI,YO#O2^I7BWIN@!WCW3D]5XWFV1^KU_NU^8QX7ZO6#A M-X{]]6TIF/$.8Z0/N.*_+&?3*XFN^X7.
[U3/9VN@IHZB"Y%&RP,[Y9S6^_I^!0&3F+'FL.?N!_9N[25%&R4XMV\J5T=-L=,_U>^XM9S;>D_'/[E/]6=4#^$L7-^-XI"]
MOY395,VD'NC#0=4V]B'L##I5#Y>VF$V*-DZ>;EW=&M["JE:<6\J17-EL M: OK7LCC(?!L=LQ^G161KT$,:HA]Z;RG"RGM;G]TIJND3OFD"K&;
MB!WW.Y5G)=U#QJ@BJV>VS3#TWKFY*$I>U!>QAF%5;UQY#P*C]9X?V9+[P0NB
MZ+7L921TKL"_7HYY"2.E;2QF6N?;E[40G0JO^W.KSPW%MUMP*JIZ%C ?K*[> M&W;+CPM6DJ+^.$4EJT88K8.8:'TZS\=XSD/M0724?)UZL73-

YRJMIRK{Z..A M46& NLH+>"'$=#N]ET5+'227HHN33@7=4#6'=45.5R7SM->ELSF^624"5/2% MZD9?U2S5%#MFY58H;1U6FWA^
M/&18^LBHG9-#V:,OWS_Q+DQ2)1F59"SMI>OIYD!YZ=HD%=%+-ZP11NL@$E_(M2[=P'Y(U6?LT'E6-N2K#MO:'A%DY[',7MJV2C$HREE6S>B.]
MV[=JY!Q24O$2K;3JU!RM#B*Q]4EYN\KTDH=:-&C YGVID]%.H42+O1_8K4FT3J%<^TE!YZ_M&_$Y_<$=CL"0VX\)S$AUR MG6A!$D)/C]?
THSGD<9A:X[VA2]COICP4.MU M=CK]AK ,?MW/\ M(AK%UV]7KA// ?#=#N#LKZ\R34"^67[=@:^^W_WZX]'>K[H=H^+G_=[^
MEQRZX]"B#*.S,,9J40U>E-D_^J@3&FM%+]AUCLW1EB3;+W\?A!B)-!=E19# MHYO2;39*GE]'0($BBX=U L;_41+_)B3QSPV6+[5WK,H81[\Z?
I1$C+?/K-CH@!1 MM2!B1;"V+L)8=?\UMVI-4P<.K>H8K,Y;U_,:*B*^=R(VQP/=&%1NF- ,(BX7 MG+@$0=
<0L3VK>B/&:Z.U#N4G2C@JX5BV5MDY>#P"PC'RWHY;JBS$&%*GJ%EI=+P*_0 MG?82:*G#6:+HXK0T[>O&^$;25)E&[596S6[';K>R>G-
C1IE&A2+B9:UC:>V MUIM&O[I3K@RC4@KXM;$S'E6N2U&H>:'-LA-:BK*/[I M,\\,SBKS2)E'Q^#24]91/>R"V0>>X:MAX8FN]*2?
3TD5&E*Y!"S$LAQNJ,5;1($<:.-=35Q]7'N2MK2%E#)6BK<[S! M;TO%2_W,G'L@-
JMS7(HUGMA:;PUMM[QXV7H!V93AGDL&RH&@WCS3'UAZMW^F M@5@%#@VP4YY-V?5#+W8,
[(Z>5UJET%M;]!K=4>=Y%3_706X=SG]U%*JCL)JL M'()M/ZP_ME9.7QKFQR'Y;9&6*7K&40N;$;P$.YQV+WB>?-L, Q5N%&N=YN M?@N;P,*3^/
M.^U&;A4[-#=[D!7_G8>Y&3/CCY.0LV^/; J+?<.\%5M"'-)B MTS+7?]R"X?;V#VYR.KW:)@5]..P.0D;(;KC(5X%:V*U68LV#_GT[Z_^XDZG M)K>[?
9O9EF/UV8@Q:S08CBT^,/K3D3WX[_#5CU^I'1RV1X<78I^['[YG/^[# MY(&F@V:]NO>YO@W$%>$OVB=]VO(^3]]+O5J56O3IV#!^R4+X[!9&+IP
M*RP18^GD8:? 66-,:-C<-X,$:/ I$XHH*NN#@:<+.5]7'5QZ!G"'G<+'7 MRS!XX@N.OU-+03?4B(Q6(2P)5@+?3UT0:_:.QGG?\WW+!O* 38=KN
%@]B?V+>3P.4AR%[^FM0$Q^PY_(>, &T.$%V*V)B;4X28B?4*-,${A;^_Z_"3PE!U4P MG49 P+"K.> %WGZ20VW0#!C@RN$+:M69KF0U#S*8%';
[Y#):\2<`)"V")BH M4?1J[A&TWD:2]"VDK"!/0 LC!&H+]T^*990GSM7<@;D"V,9"?'*D?10NB M,?#SQJ^24F#7B'\)\Y3-I6-
YV(5)N$BUEAW91]@684W)3$A)R+5L!H2LA0??$ MO:S/;W:RGX5_*67@F5,XC#>$C!U$<:3CJ;[BGH<_#RPH>\O4]8GO#BR-G@J0
M701A/,,@'\HK6!G=A2M"!GF" QY4BR02W8R)B5RT)G@4P[D*$LN#]WM11RM% M8#5I14W2ZCT %+&R'=)L24MJ>W-
[JOWT)=I/6YUQW[Q0_^+!<-CNILIJ4647 M95JJ_;3JN:O:3Q_V;]_)OE7[:=5^NH3R=TAU5:TH52O*2BW:QKHU>%XDK;9]
M>A41WP<1FY:IC\V6=DP_(V^F-[PF4DSJMGTQ87C74O&1HE%;#-M??IL M5[4Q>VMC+EX5T\(AR 9]1@3O(D'OC;0>&9I.%Q/-X>':DJT7%'&,
Q'G=C%50<:9 M\9T!$"CSO(U]I8_ 6*),%F+?.$63HWV)%'E0/$_:P(R VDS6SD;X@UYQL86 M5,LE1M0D;DUD\H5Y\'@$GDBO
RG1MMAUM+M%R@WT(_A8!;+5'&6UJ'HN2LU1 M5M$[%I_!NI/O/4>Q'P:=ZE/&5/Q:Q:_O/'YMC/51]]++I'RI\K<+79[? /]|T ML?7QO-K'DU7T^G+-
R.^=V(^W\:EQ_+A8,GVQ*-KS6YULM7:K^R MY&$4^#[W'JDA$ZTGPI D/:F7/NEPR/@N^SOU-L&A^CO=17^G.F5$? H#[&<
M(N&)>\$2,U+:EA&QW-VBRHA0&1%J475?E,J(4&%@E1&A,B)41H3*B"CEF3VB MR]XZ>'+O\9.FA5 L?6B=<.0U-:2L:/@^:-
@T6IK2<\\Y$4:G=CU'ZA!T4'D1 M*B^BS*'>-U59O\J+J D]FO=>YUS[3 65%W&Y*7P=Z[Z)O;%Y$1MA_DO%TBZ=
M%U$^&\'H&'DZ!":$U^8N+@/I"Z/"S-/X8ND%:[Z_I/Z9*1C-*YK_)_>Q$8'(M'7$6KN]&<4@Y&6V+%,\.[E0%C%7 6"VJ[HM2 6,5)5,!8Q4P5@%C%3
NHQ"6 MT&QO[5R^=_]RPUS,O8$^' SK%]%1<6-%PU4JZ7OZL#NH4>6U"AL_&Z?FL&/6 M"*-U<,BJF+&*&9\.6W1U:WCI1# 5,U8QXS,A-
CB5_]/V,%KMH[@J9GS!OF3W MGB'1V*!Q,49ZZ;!:'6KJK8Y,KLU*Y!D6NH^RT/+&G'#'#;D=!Z%H*1#@@'). MWOLH"6G.^#+D"S=91+JLT"]6W^?
+V]=;7O1H%^%M%D6![5*\.P.,[3ZYV$/^ MB4>Q.Q-0=_@"7T-CS_&:7[A#"/H:,H=K[X/%PHVB W7_XDUI6!U[UW,[\!T6
MXICV*1",/Z,X,_4BQT;W"/&0 JXET=N\"/G/AVBF;0'RT\P1SUE,:,;ZMI<@ M@N4T!DGZ2XZ!5@ MUE;ZB!F?,66NI2>T(HSBF6Z?RD
M5N9452ENZ,U3,H\/94:&\3,4\$/ M%?PXBP$'NM6_]&#>2T0_% TK&B[OL-:ML5&C"+C*:7A^DLJX,ZH11NNK'"J1 MJ$3BSL:MGCZNY9"85E2-
GJXU>YF:T9UZ41O SF"!G[_\)])F(?-E(>0WOLX[M!VLLUCY\^JA-.!:[31,/[L423&PT3/61/W%;OLE(W[15;+E1YIF5RQ4J+YGO M)^A=6[!0H6=NKRA?
3:$$,YZ'?&O;O[!0G]<+.5)_>9UHVX[KQ[YK4+UR$&@ M5'.*5@1DZRB54=?H;HPJ%WI5YZ7KA8H4=\[^3]8Y1$ZI\82;[DXYR4(
MN88('5BX_6EK^Y7/ MWCW@:\CQ.NA5%0_[2>5J:M$=HT9AIJ:8,8Q.53/Y$KAIDNYYO\31'W9OP[?G MND$;<^@_HXY#64+*$AJ9E8<[-
L,]I$CX/DCXH3>H4L/1#.*];]_FL%+["N7; M5.)0B<-"SR1C5%O?9M,K.#9R>U^V:(,2A1<+%L-.F->\B5(?8:NA]N#Z_#^
M.@6>KOD\;EL&>'!XJRJ%6Z5PJT75=%'WD,+=52G<*H5;I7"K%&XU&^HYBF"W MK$JK&C"<]E[,.#0E4UUQ\/VM:11Y'LGY-O3C=Z@=>1;SAO?
NHY* J7F8-PY MV(;T'EHJ=55+)242S]ZXH1N#XX,TU)BHY\#W4^X&K32FM:R<%SB07LUV2/1C M8_\J;+=%DKND,5\6.B5]
C5X6ZL)O=LY,7*W[<3>V)BKZ^G5" M%TZ6S0YV3 LP^@6;AT?[<%G(;SP/L>85-!.E5M \'&- /8@040$5" 7X-\8HU9Z&,:C8O OX!W;VPUY2$
MVQ;V=K?VIV+=*M:M%E731:E8MPKPJ5BWBG6K6+>*=9G-R-,J&CX/FCXP>Q5Z:,5#.*]!QAWITXY-W5P'2MQJ,1A^2.]-ZY< M1*Y"W"K$?
36(F9T3W4;:'OFK?>!9A;DOAGFK) M;4_6=!_&?NT83QHO6,&U01)',?.11+0)\S#V')T5E[W+66M]-6NM'FNYVUEK M'RAQ1HO9G^U-/-
C>H4H]4*D':E$U791*/5#Q5I5ZH%(/5.J!2CTHEWIP4(%5 MD0H5J:CB*1M4GN/5C."M(N#[(&"CUU("ON?L \OL&'7#;AW<^DHN*KE8TAV=IG!*C\
T7L=YU_\$NE](5QX)L1*1#]>&[M$3NIW!Z[\^ R9[DC!^ MQ\;K6X:VC[I-_Q^^UB9))']$85F9:\#@.>"QZ%K1PT+;\ Z@/11V2(5!LR
M\0=@=>KZ0),N_":W)ND-Z#M9PN4V"$,&M'P<'J*C @LY=520,7/NT"0#&TF7 M&DE0QM _W[W]A(O@4>SBD $BM*? 2Q9$4Q%0-&4
!8)_EAZ+IT&XT/,;< 7(M$#,?0)!JB?"]8#5.MV7+A97B[?1^O'"*;-=SX_2ZO(M%1_N2 !.-:_]QCOG?Y((-_/S/SY\ M_>E=PV3%
[Y@M.,6#Z6]_&9EF]^W6=NA3XRV2-C;&D:?1@Q=$$?:,L;V$V'<[MRU OGEL3[L,K8NU!?OD:CE8.1 #4NC'P), ^.$AM\9H(C_^1N$OLX*)O#D@!
MN0'O@W/715)C4<1CD&.PPA7W//R)-\;KQPEUKD'2@L=OO@H?G\HZ08&,]KV@ MY!]XA.=&DEG$H8]OFG XTH%/-B$$@D!CP
[^([%P4<(2O0MAN.$>UR?6I;46;D%]0D@(V),+PNMW4B3<.)#)1/*Z[:5-N,T2S .-Q2J_ MP5&7+BN)) ."7 0R BM\(5='R6V4FRG04)2TN3 HB!E=2GB
DANA]'! 6@GA M 5\X(+*]8)D+7]CG+, &0YA-1:^F$Z @QVF# &Z7/TGX;>]LSKTE:%W(/NYT M+9;LK2F1*X0C)5/(,DDFFAF1:"6$K]P(7P'OC[X)0"
FA-Z$%$9_"6J),A0* M@N=9FBKS[,23;9'@GJU% JF0H(55>6LZ:(]N"6C_"384(6:FR28M !A%0Z,@ ME$(9]T"[S+&5'@4282E0,EBF+$C&N[W+?7
MZ3Y:#>3'MN5\4E\ZJP[>1IM'8U>E'G\424#Y,^)O(V;F2+\E>12 M,4?XATGX_8\;(NFY =>&@F8G>_H$9%I13R(&HU^ICN3<-/'ZT4;)(I)2&[XG
MH/44,2EBN@XQ5:]=J3Z,OI:I<^*PVK9MSLMP%2"IEN%:$8RUSW#=7RIWN?W7 M-N/(E$VV1J/*?3.KL]+UDO\5#=\[#3\8(WTP'E7HM*CH5]%O?
39N6/K(J-SH M4-&PHN'Z;/RAW]/-095YKB] OY5MA"G\M_>]AMDQ^W4V"7X^%68^RT38@DCE MVLH]$*U_^0'!?/4(_UY"H]XL<.#*M_HDIC
H[M*..0#LG&@>]JK!S M*^Q8/7UL]6Z#G7.]=HT\D2\SV^:P;EVNN<$N !M"ISV]/Z@J1(Z0RPL;/JU' MSM@ZTV15R'D:I^X9PY 4=EX,.V?,M;@,=N[*
(KY0@[?[U11[AE+B:XH:HZM0 M4U/45.\&J%#S4@*M2LU7R#EI'.LC4V55 MU!0Y?=VHG M>+P.YW!%$A*X>]%?0!GUI;
(GK7!ES$EEFUQ="'"JCL9Z(M,71CJ#)#:HJN4N!5X&WN51=U]_5JZNL3 M8PT72^:&U,L5^]-CMZL%C^>!(_L
GAUSNU^[&/L,&N9;Y;90Z%'H4>AI%WH, MW>H.E-/O%DA1Z%'H4>IMW3?L,&9_ M:A]\AR]\=PIKHWR>S]SF[A..7E"U+M64_)&E-
/SZ8<7L*JS4#RNC@<)*_;!B M56]+JXS@LN?NE\QMCJ'N=`(Y34FDD<^%N7PAG*.59V+4NP5>A1Z%'H4>GYL M=@O$Q@:]?
^4S'.?;ADW:K1Y(3._L7K$9QST3OYUU\>YRS:G9(=(;Z!*83U'I;A?#5X96 H] M"CT*/:U$CZ&;O7MP4=P"MN<_TDBS)?[^1\?OO[T[D;#4P7
[WKN63D0U)M1 MS8%N#L]L,%@%##>RX!0QWQ,Q]_3^J&J^F*)E1^#[&#-?4@U5P&"Y8.'-],>+5A+UN.!#[5DISKN]P/W[S M:
(QNX5*4166OK^(\+/7Z3;@,.CT+X;"O+R!(#C]R(TIZK+MKT>A5_R:V3;020ROTZ:<,I?M) S!()JLM21"=ZH6SSG\'W). M-
BP6FT!6YA'&@=,.=H7OHSY8L)#K=?5-;-K6KH6\FC);?1[>FL=:*P4I^+ MU:_<>(X7,(_#COFL/Q3IT92KA4E<\%[7@R?3E?
CZ+S^_[VB_G+.6GJ[%YT*N MVQF4AUR)/>/B&>S/H42U.* /8(V&]AX@[L;:+\S&FBT7GT8[Q4V%\-HI_"M M FC!;]X'"Z#+]?^)-
^8"D<+1G,6\GG@X0WP[M_86FZ?UGHF';B87 MF[7CXCV%_BDI1DA>P*W#'9J3V8LI+Y;A0$"TC;+>V4>'3 M@K3'L%;\2ZP$& M6+B^H L@9[R?
R4[VC0,%G@]+B1(0BU*EDMOK2U9&/L\I%('7-2_.//PT4!L 0QVRVDN-0X H;=%FI.R1EM]8*RNS5CC(WLW&(
M%KL=:Y,622J:V^?)9SNGC?VMM=QUAM[VV\L' %"JF\>@ <$N.T^N9[L MH.7.*+2G.7R!B]CD&;SX%YF)#(>W0T)
[X4:1C%3^PB=APD(AIFD3(FK)HBC MF3FI0&9R=06)D?AIF2\<(LB4P.O\?);JM8*EK-JQU,'_=_5)WBN2*>IR6N%@
MB#@(5Q*R$^[SJ0N/7H;!D^L(RA JA)#K\ E?++U@+6A\+VE__O"+]LEC?D=[M![O!YB'C((3FN+UXX0$-QQ%*"(V9SH!TWB)
T\&F=$KKM">DWJB%>BU^*9* MD"A'I5>E0'KB&S<&N\?>((KA7IJDT]Z=)'$JRC8^^(U67693@RT^ZPUNQF;_ MH[2;(K8P:FAVWQ:W1!\9;T&$
<*?N)]PD%U1_@?I]* ZK(62CQ)?'R'QAQ2 M$R*46L0CNA:$NGC0,@AC(8^%J//)9B5R*E@,J)YD E#??#_U/H0+T@\?W [O MZ!J8R!%Q#'#.:WH92\-
!0*?\3Z)I(L]IX'G!"A?GPOLB(>"WGOKF,)^\U4#Y M9B'I]2LVPQ_BO!!,01M^B[-8>.CSF+Z;PV<9, "BA;DM;P$#^5RUMUH *P2]
MC(=/KLWQ6KA]P4-@4!F^@X\VSK:4>Q)@BP@<>-;X'4X/W%K'"'@-8&T#X&$W M1'2NS+@@ MF #P$I<'%%!'AC1<*C[*\R2;R:8D].
4+1L/.2@.I12RS,X04ZAV\ZM6KA// M94I8\4;I[.KFM[ )2) D/GQ+P>&%-,[#6\5@AEO98(5_YV&>AS?CCY.0LV^/ M; J+?<.\%5M'Z(\K'B=PEFS!
<'O[!S]2=#E(;+A?F"U M68L&EL;T[Z_^XDZG)K>[?6!$R['Z;,28-1H,QQ8?&/WIR![\=_CJQZ_H_T3: M1\K&P^F'[]F/^S!Y\+2_$;T=8ND)MQGR/XBG-
0G])!*N*!0;\%8@0)+">/\D M8*&#FW=<.*/B0$@?<=&6F(%?2$Z# JM+%1(_YD_,2\05A>M1&2W>H;$9R$\X
M@2>),Y.')HXPBZ+L1BEY\A>2'"6Y;XO)H_L$'CH9^9\,5&56E;VXHWV8[L40 M$*U8F8X'WH*M0?,. D19 *]]E"#E4NUX]/DLB-
'&E*=743UC,S"JA4YUZ"#3 M!4J_H0Q/7$3;0-[Y>!:$C]2FX=8$G M4QPRQ)/&;-"GA,C6(KC/YJ05XE/$TS>P3-I8%(=@<>$9O?W>#%%Z\<@MX(O^
M[F@?Y1_H7@5]38"2>7:";E2Y]!OT5\+ /305\M(!7&"DFK0G#T1G[FAY@%D M8VG0H\H%#+ F3QKL)_#DP;T.$L!;D'@.G=)D+*
(+&!ZQ0)79A:-.3OL+\2E1 M,@'%,H;33Z" G@K*4*I5 ,@2C^Q(.IR%WHVN[M AKB.XH@Y5WF=0$\OEZX8>
M3S$J\I*"K@5&PB8R:)=%\T"H9@ND,2'7 +=$)"$]9T=?S6G&D6QQ ISZF6XT MNA"MXS=E\-$GZ(N]9^H1A00!"QY;1OQ-
^LO;M'&^2WKF(]WT5CY+ZE1[+K7+_H=(6.(3,)Y9OEUQWXZOO=SZU^ISN6Q/RH6P.UXF\6"T)3_W.[.^DESZ M38BCGU$<_3
)O_]Q0R25R)]M(VC^C8*Z F1*$ME-,W"*[?R!PG[! H]PHIT& M-^8SJUJ.1C%R#B%^VJ MM]Z>=1<=$*,V3'[=3YX_UG(*U!>..7
."LS=*P#KS;9@:%H^-YI MV -;=QH&E;^BWOW7XPMO3^NW/)+^> 4#==GXY9U3G*;=5HU6K2OZMF2M04-8;>-B0U?K?
@A_.=+60L62JWD2NE6G MHJFPV NA9C2L.ME%H>;%!+TUK'H**^2\&')&O:KZJPHH5X?SASV-HY057+&I MMK*"ZXJ:WHWF*BHSZ[3OJ+)]0EG
+X2:ZM-(E?U;&EN;\8:JIZSQ1J7JKLJZ=04U?4&,T>T]F,,_>G0O-C9>56(]":&U)WBYC* ML2J%F!=2A!3+U!0SY\YS5/9M9?LV'2V@[-MJIZVE-
/6ZHL900<.:HL;4NUT5 M;J\I<@Q].*ZJ$2D;MSJ;$,E4;;N_4]:XN#/RYMX3Y;!6QPE>R^+=:;Q2Q#MT8W2EA4Q'9GQ&;T]6ZO
MN2G_BM@:16Q=4Q]WFYMNHZBM2=36!V*KW!1%N8FJ _J?U$ENL3E'_;>H8-= M0!H:/4[9_HGRH&A,E7?!@Q_501U*8(:=,YT12J"4@2UGZ#.+
(E1!*4(:C]! MG>E=;#%!W56BSYY1U+?,]I%D)<<,MX+!SC2^2T.BD3RFR.IYX;INYTQWM2(K
M15:'I=5(D94B]\N3U;A3M=OW79#5"473<:.EQ]9O_,#GA]WIZJI#5Q%XOX_9 MQ./PTW&??OP!_DFO%LY38<",@$VO1A#TQ#=N#.1G;Y#(_J'%7T-
X'+-)'___MF%<8S75D!X-4!+B^P_WX36]PS1T=)?'N>;P*7RL_>TO(]/LOMW9$'UNO-58 M1#V/XP! H\W(H^T$GL="^%S>PQUMLM:")-26+
(Q]#E_!4^AOC\73(%QTM)WG M:VZDP;Z#)0\9=L31%AQ,"%OS@UA;ACS".=6.YOH:LVV0+\RWN;9RX[GVSW?O
M/HE.=O@$S0E=D!V%KLN:Z#D;^+1N;@=^L(#G4]HFO#V:N\M(6W%MSI[D$XLK M[V@?B_M((KZQ$>SRG&Y;>W*9]G')?5K,)U@'BSE:9]]X#-?
#>N-\T_#@#P(F M=$?QJD7@<$_/EA_"DF<^X!);]4E("!Q@EBDLSA-'92@/$_$L C[@(>N(L4T2!0+"2:LY##^]8+L8* WODE62Z] M=?[.;
(W4_3HJ("+;\3[0E-HTR^$.>])1MNX^,V%Y%@'HF*SD'/G,5G" MGT!?./.7"O1TLNW(_GMP87PT"\6R^Q63P MF@GW7+A3"8]C@!!H 8#]F#Z$

MQT1PJG&D#4*2-+#;,^PO3K1D]X M.LJTC(9W\0W,FP&5]I_1'V"5"Q[T430OX,US8%G8H*-]XPRQ(;Y^NW*=> [PZW8]'}]E2E0\LWRZPY\]?
WNYU:_TQL;>[_]=JI^WN_M M?\FA.PXMRC Z V/?]0)1?^HO5CRLO'.97M,0SRN>/@R%M%H M2\ =T'9)+OTFQ-'/*(Y^F(3?_[@ADDJ8XFT$S;]14%>
3$DBNVF.5+F=/Z1F M@(N:=I# HYQH9S3E^8Q4979-O6D$#^LRGJHR&[XGH/44,2EBN@XQ5<]#K#Y0 MJ[[AY!T71-
%1<5[:AII3=^]SZLQ^3^\:E0>&JF&+BHCKL_$AT"'_:IM 1<.* MAFNT\;XUT,>5FQLI(E9$7*.-FX.>WA^(:8;V]):;W%=DK!X)Z\Y#5-_1A]0$
U>%0[R"UHN964+/1 M'3\[\4U1L_4/!Z;^]!R>UA%S8J:ZTC-ECG2N^.SO;_7IN;CK2_D/BRS M,\1BVV40N:A_OQ&-#)YX7F.+];6%&^5ZN_DM;
(+3^+#M^P4;]S,8-PL92[^ M.P]SJW'&'RV106^X9Y*[:.$*3%VF?7?]R"X?;V#VYR.KW:)@5].-P. M0NI'\88JZ?
$J6!.KS5JT>3#%!@HQ5KW_\#W[<1\FVUC+G[*WJN+?_%Q5\3>^8+Z6BU)5 M_*J*7U7QJRI^57C=#*"I*GY%3*J*_RI9MM@\,5YK?
V.+Y5OM/8L2YL&?KA\E M(?9+5)7\JO;N/"_,4+?ZSW.!JP+2>N#R;HG8LO2A\;P0LZ+A>]#R;FEX.!SJ M?5,)8D7$#29BT^SIO6X=);%*_[^71-
11_\1(OL8GHMX;1BU#I?^W"Z/#4>=X M$:7":,,PVC=/#*IJ/$9;G_[_+\Z\>'X]E^(>0F]3=6N_KP_.=4+4P$1K.W8,
MW32J#OY4V'FIM/KA6!^/%'KJBIZ!H5O]&Z%'6>[WHD,:IK(*VH512_7@:QE& MC9'JP=P,].ZM>B$JF_U>M$>C[5V?[@VA]68K5T(-3O'@U(*
MH0U#Z*#M'IC]HKK-^73:"'N=:.NL_QG,>*C.]FAC3+>O,$5'*UKAZ=%WOFRKU MH:,(,;KZ]*N<*'7%SE WQS?
B'66FWXO.V%5&0+L0JD:AM0RAAD)HNQ#:^BDD MK0^KJW[X-:N/;4676M4/7U%S:ZA9]<-7U-P>.E;]\!4UMX>:&]P/O]@P?'3- M_N#TQ#3([VV
T#==_UQZ6A!J'F>.MDQ">\XB M[F!O=*9-DC5<"&92D(3:TF/Q- @7'>T]WJF%_(G["=?<"'ZU@YD/JW;P8J8M MV?IQB6W-
Z<()BR(J47;N$L].%R\6EV]VK.\?I--4;BH9X;Q;@P7!/NR1B^ MA:M'C.8&#8Y(/D.5T?))./)/1E0 W>TV=GCXA@*?9<>^"=64?7 M6
+799G7VA])$//T$H#2?*ND>N."UP :A&;E;=)X=P<'I@1_L54;P? M;;2B%=*2YP)$-8?%C$B"ED3W1QWMI_Q3%G)MQGT.[X?;N8L!<&R>'R2S(GAL
M%H8NW*OGGSU. SM!D,D5P='L6N+S:RXA/<683 #NBA0-QPFPN&>_8=X7G! MOG'":&&M[(FY'O771TBEU)RMJTC&.KZ!MIVB(8+?%DN/
UR9-DT D0*Y"&Y8 M8<8'8;"$/<4L7&!2+O3@!0 HBA[@K17-'^YHN>Y5#49N& MP4+(@:X>'M2GG#K9Y!F3@&IC/O#7(X4A;!(RQ%'V&-
@.+"1"8,)2)VSB>F[L M M00)/3XQ'=A1]F^=2 O@!D(?\UQ(SL0VY@B%SFN'1.FXB3TB2+M " !O*U% M#*#,[#"((MII"E>Z:LZ])3XO(?)Q%["0){X!?
BWF]MP'(3E;=[3?:="'"&\L9 M#'Y";?,O%2(HM\;PMC;#U-9UL^*(%9T!D?-?#HV=DCZO#'2*?3I((!">L'_;# MSR**E5O"=Z1GG1!>V1L)Y%%'',.
[_Y8Y0!HS-(,PFP7CHB/1N((T($6HEN< M+P* @D>5?8M#&0 W:*'6'&K31VD6I01MJT$9#!FT\A\A:VBE?C1D;] MT"D"(D50BJ
J22CK1.]715"*H"IU_>B=R)V\1X*JK%1.Z;\&Z8WH^CV+A[9V M6IF']D"J(9PRJ*P;[J>*YK&#HHV3N7GC$ZT<%''<+W&,3_1M4;1QO[1A#"JK
M7VTACC:WGA"M(C&J?DM#I8'\8)T8*%66*IK'#HHV3LK*4V5^BCCNES@&E94L M11OW0AO&J:%V[26. [G_KO/W5^YT:G*
[V[>9;3E6GXT8LT:#X=CB Z,_'=F# M_XZM5[IW*G6?W\B7D)$_G(L\1C M(>QDLA9)_7.73PLK=KCM4@8T)HF'E.J=?
O0('^$ER(E+3$NG;Y#_M'FPH@1\ MSPML1HG?49"$=@$V4<0C!$\Q8QC DH0G5H#+#[*K^)_<3F(7,Z*G4]?&!:[F M :8HNWP5'0!)7M,0I+4#Z
LG>(@*"YGRO@PBD:@K]X&KV=R)!"1^D;]K8T?_M#F"12^X#UC //]N5ZP."^28R #DLI0?-XT__N@ PQXW7(E6?+;$.*D=^^=3I6RS^(YQOR -$[?
J20$Z-U= M(H%)-L.2CQP9H:A]L%DTUZ9> #R^E2PO^0*(5F(.+L1?ID#215$(?W*1/F]V M34/[S)\"
[PG9Z3W6:L3:+\S&:H^UD&GYLA(I$NC!*&?.)P>CO?"Y[BZ? TH M%4%]8\W+DJV)771:#@ +."H(UX5'IU>DA1E>X,\>X>X%B,)G!GOZ,59DJC0
MD#;2^G_B=O$K@[[JZ3G(,I"@/ "Y0Z\[2"82.Y;9&6+B/HA#%W?U)N0>0Z&; MY^MCKG[A1IGMW\UO81,0(DE\^):=++9;C7P9;X*C^.\\S),?
9_QQ$G+V[9%- M8;%OF+=BZPC5\R*; 8]MP7![^P;9."W^%8#025OB%>P*M@3:PV:]'F M(9_^_=5?3A\D<(Y\):86=4XQ4O4/W[,?]V'R=K)Z/[U1#1
(K^]Z9J>GP0L\ M/(B13[\SAODG6':%U8C(=M[ZA"S02:ZQV0RT.ZFN2A'#%G"TQR /8CB_AWQEMK ^%RB0(0U'M!$3NB$,)6>-CG> M!B"U-
"IAR2CP4,<7PK5ES2T2O5R6@."JJ&IUI'^RFAM=#'(&PVI%Y4]PE MOD52\685,2 YB6(X-B= VC[N ;7KT.54<)@#V0E6/E9:BC+>9+D$"\>>,[11
MW"A,E@4- NO5'L"!JS1Q!E='P#L@&9$2$N M="<)0A[6-0?"P'2;.?,?<8U4_OGI;VRQ?/N^6-;K,7<1T2HB79IT*\65&$N M:W[Q>0#HQ*8R71?0#4
(L)J3V:* &9D2Y(-@:;B:;)SP*;U^&093T& G4]7Y M5["ZP*-)< V]SU^>)&U#W/.MS1F\?,&9#S=CJ? Z0X93:K-.3D13 M-
P1<%HL@!2E9'>WWN>N1&250 9<#?\IJVH6L:4\YC\""FJ:=A,"7L8?T+^QG M,&FQ*!FXRUNG5;V24&PR\"(/^(WX="[+PJD&>,+7@6!V-*[">*[]D0
!&AH MA0=EW0'9]B-5#%6]ZP4EHF&B1(1CA$_"!#G%S-31%3H$; Y'F8,\ZSZYR%1/ M6+L^(\42%-X%*>THP!!HOW '>0]K94'=?
A\L%FY$/H$'_%;V:_CEZWO9H>$U M^C6 C$F&826Z2[RV<@'P]+BO[[5W=IP*8.WKE\\D*.#WM4;:+4^;'*1M$>!1 MNJ1Z^A4H9Q'$=#
('TRDG&D2!C<7!GY71C8 MGL=M\2AQ=UK=CH\AMJ*MTH)6@$3PQF\0U%<^#^ 4VBD4!.7&D'4B'@Z,)KMP 7@%;>% #FC_:<5 L M,]
[",D@('QB7_ YQ[F>V\8RZ"33J6 >\9HM[*) _;3K-<(PN","Z4G)EE\C. M%0 H(8N1#Q?P2F?S6K84U?1"=GC2@F."9."L *98=,(<0=0W1*%,F+YR0T\
M:662&B:JM_L/[5Q^4!B>DI?&:W]$R6"GWEL_I"J"O\6 &]4%^A1GQ.@GN+V M=[!.X2!Z(.
[L)\"N:Q@RQ'GWP#F_Y/XI#,*H1WXHME"B#)_*HX_XCX0ID"E M+K9?^_8F,2,W)!P7*[F@4>2#7Y'PA,;VO>D[!GI.K)3-,?+BO06(C @">*M MB
N+>!F@W@X4 K2V +H+X5==X\!;-C6,** @:SB2.0;T@F<*%0EQ1@B/6)1X MPH>::T("9*+\/E6)I_:6 2&JSL%U8.."_ZG35TF\-#C?
[H1D:FWX5+*UYLY ME4"K![_**$M 2!U -Z^DSO(/D2"6#C^IYQ$Q%#0RZ<]"[P3P/;D7LBXA*]3> M8NP(4MB3)OH31!L](B(
9C25;F.AQD@BQ[-3N!+] %V]0M>1W49H@W+E))]Q MO7!I1G6(.=L&TT:4"A?K8708T96@KT+F]S3U&S>'U*<)Z
MJR1,_$O2'RK(0GO"G:>^V&!#X1!/2<7&XC MK)]$HQ'R,<,ISIX"H05RG]IR;!]J!<$.;"2DDG4$1V$Q<*(9 ;[$XA@-B)>PK(R"J Q;B5 $MGF$$.+*Z
9UP M^L(9- M" "EJS)NG%D8P0-UUFF=!_[X'YXGQY',6"G^H;$&C"[,7:'U.7(O_
M"RLVXU04)%$DG9^'/!.;1JQ@#6QJ@Y2,8257&@@+SN.T<=`_B#7E81A\.PE2 MM+M ZTJIK^#T+9H?C)"\0U.$1*ELX9N*QQKLF:&_]M3J=>$YP!
2D[J+#^C5 MXA42CC2-X @,Y-$29PV_B,&$T5,X:=!2\CM+G%GY.8=!+X? :6!YX_#'5:$3- L19J*X:MLZ(4MG0(XA]"J1"+F186 M$W*Q"7&4(?
GJ>UTX4F'(S0,08BC1;3HR$53D-=D?9"&JVGYW1D6; 1--R$/J M2);%0S(Y?N1YAPWH^HJZ!$INRC8%I&I_\W/0=9(M1;OC8CS*$:8 Z<$A.1'1 LQ?
OK7@5+E&F202'@H"/YAX\A"7\IZL18%8M"+# M1)#SC"Q 6EAB2Y@(!)&Q[XB6>YLG2U%?3F7-!F;A\;[4)(MVSD?2+(5R*T[!
MXK&4!3!WPXUZ80%XCAS87L:CN>#[^OE=:6:\48#\/0+B%_26-TUJ'&TQQX"@ M%G3020XH1 52%;A2BS@]\UHXV.0ME%IQ-E$*9(R/O>PF"0+
[J<|[MS B0YW ME[O'J++555'E>JSE):/*_48U3S2M?@V[[[6]>6+K%W69YHDW;;=?KM'5@S@A MI1LP2.!13O3Z]X1XEXTY!LS-
UX4[V_>R!=PW==PE6>&Z#O(VI M% OUJ=O3#!]JT6:PA1J*YC"F=?C1I/F3H.WW<-?2NR_WN56/4/O6;UG#7XI MQ6(UGF&D:+CA-
&P,=.O*SVD^>% M- -% ?7:PD/?J@$%[%$!&ZC,C0VC<_P<:JE:HBZ7EL L7XMGC[75]ED9:>0 MO70S9V1[^*C<%FO.8$9?'W9[AYBL+!?
4T6.H"*U.>WLP=&MT4)C7F/4: MJ.L9W>K=#"^ F_KJ@$H(M5@(6;HOOQI=Z SXIYTW:MV#:,GOL'L=|"QTW8RV7._S).)307EMA:6?
W_6,3F^CE4NE[&.=BFVH[(U*;,XSK'18PQF/ MZV4)_M13@GK-8,%0WL)1U@YF5V!_%AZG#?I$HOO.MZL@_"8[I% EA*Q!VGX0
MU8W:MBB'$M7PE U*S3%D&0'V"*!>(1N3U>7(>UF3GK<&FVX^$[[!Y9+N*\3 M8WPXYC-N'&-
(ZW"O)UPR13<=1W,1GNBF<^HNP!*"#JDO1U<;29+O5ZGCG=UK[Q4RXF7HGNES:(RWF?&# 7KGSI\E*86J7:K2U /0 M?/H;S\RL4DE(-A@)-.?
LM@&I*C,R,M[Q"Q#-W Y7A,EUQ'R<8QN=A\&RR&[6 MCUL_S'/ZUY9,f(9PJV=?
0U>/I0(WWE<$1ZZ+L'3.^KYM4T^TQ"+BBQ5VUV_JW9I$FR*I^X^V-)40^(*=FPMN'N M[1RU!*[M[V5:F(]AMQ5_'C"
<-4D9_!V)JY7N8KJ0Y!=Q_HWB^TC%P0>O*VD M.L96*#86'SQ!(@)S2C>\]"&FMD&6&QOA,!CL$#OPLW"*V.R"VRT]JDTG
MEUGXPJITF2B8RF@4%=H@6SU1[QSW[S_&F3B);HL=,H,'A*N; MY<>K-PH?F)EQ'/88/H^/\!YT8Z^S]WYH#&PPORY#.)W"\/W[^\??!.F$R=N=
M^ @P"*(#3"B6(A!./UX1%^O4ON_$'^C?0P6U\R"'JK(/\<$0_>^X40+6_U@7 M@3-%5*M)#M:?QNN25QW+9^M/JB*)3:U67W'/:ABJB[#XV;IR$A^E
/)Y"^_/ M%,R/\"M]YR.\&KY^A@3LALG7X N"Z\'++_#VO9:-?#S[](O6\$X+G,2R>[0F53V>,#'23,^ MB^WM_V3D,)SK8/CM,Q_
W#_U:X<8T25,4D',J{O%8"0YC OAU(8,6^.I\9CF M>(1QKV3=YBAF@5GPAUG7LB(F/NJ#+_#!EO?5C6(DJ4&4(IJ-8HL2_AUVZ+,_
MOX/TP"N"7>/_R>025&GKD,RE?F#1&COZJ,[,1UF*KQ*%2K=!?B;^&+$4,YI MU1H^: >-#VFRI49I5L#B]-1B4/-= V0AA! KLAC;UH+-]4/$IL-
#5LS_0.#^ M.PH:9[].>DHP=WT!LLF:5F(\50\^KTQ','[LTRTA4AVC*T&]. ^7YHX;4F3KR#;UM&WP*'Y^B ML\&G6(VU_$A\BA^"P#,C&EG3=6\
(]3,AJPEN-XUA(K0QAV8_=;E5]TW0SN!+ M71>&@F!#4@0<50+\O8M&C-_]I]VZ R<"S9OV)>/RGJ$6!"^*2EC?
M)W$(0NG7K0Z<;02L1.:Q9LKP5XH[1R"222+@O-:N.SO_0D[BK:$@"4)'"ZA6 MP\,QK)BP;@, GP=UE@)(.&H0++JW/ %@@6TR6-Y*L6Y<)
("HN.Q)]'TN>/* MYX+7:6;]-F-QZQF'=2#OELE2 0ZV,V^"UZ].95,8H]+8X7EFMG#UZMB \/:R M(#QP0Y$.<3! 8JIXMD0 43@G!- M)CGPJTZ(K\
,6!&1IDY\4+I ![R4WV ^TK][3;A]9HT'7Q. M8YMO@!2@TW1!.&E541-]1 X5?&:WMC0@S[??XC@M/-2TO+$BOE4/[U*(6@<* M?
JM(W3;3YG!=!88E;I+V[ZH@W!81\9),?;!]^,\(L(],Y;X0IWE.YH!)R(R
MEAC4N9^&%M(651A;=P"Y'3\I4>4TU_-8)\THU1*SA0>B"OOQ1DDLDE21T)W$ M1LX2@G0/6Q($HZ#XJ8[0E(CY/X91@8@EP HX^Z
6F/<(G!=FO%6.K<\X%>#5 M@R(-[, DTUQ&Z#6(5(G!V B(]0@9LA2933=A!D5R$*Q5@/A[FFN!2A%<-F1;WEL*PDF MDA+TES?
U"I_7T1M:TXRKCZ*S0C_^)@T5084BSBV),#ZFUQ$\42DL\51\')C+ M@ZBH')N,:24@Y&;X3J(Z);,K;K@C>ITI/()68P"?3UZ5.\O3F#)2!=A/SEAF
M[.N%V0\4&VL6%9@"9NF VE7G6EQ,E;0:@HA&8YH Y<4]JX_TCF%&XH5.Y!^F M$G?'PTG=E!7Q;F;&U'T@V9*K=\(%D#/8^(CK3,]A4H('H/K7]R<
G_SH]AK M%^'SXE(,PGVG4WH=0C?=A2H0=>6,--UF!UAX\S+X_+A(S_]I'I-SKD0'D&48
M.DW90\"#UK_,$0)H!N!4&WCCOQDC>*KNT'H\^$*6+BT7PS9)R':&L$$>R& < M/V.K;Z/MZ)QBGK00?35Q-,2Y!Q4L>[VU% %F683,92FV:"IW"I$?
U MEA?DL_,O(AIP .:.K *?"-M'G[FR%':BIY;3\M9J31^<2C8A.E:D6<,R)"F$GS)P(VW:]5V+XF@P\G7<-%#RG^[5[(X/76Z_%>39^98N(%W_77
MLB_3KSUT^W^%=A+LQM=5WC??<(-OULT!)=Y3;X4>R$6=+.>Y1J$DOW MRE_QMS1\)I7T'UQ_G=7 %2*#Z;$[WBQ+&?FPS,!C+]XG4:
(D=1NA8L'ITCNR MD-DMY[%!:EKSK25QT'31-04XZQK+=!#U5QP7D0D@G(A#)@P:()2;4,$E7&\._HS7R'R:X;@7Z@O#?AO8NDH<%6#86)_()_
MFPRL\E]5;> ?_;E0_@A%.VP#X8OO=*-+ X^3/)8A)+@;,"D+ULK^\!3U.1NV M6U/+&%1!L:)&3/, 1G&*2?-7![^P\WF#"A#.!,[?CM.SP^32[A]2^I
8F6"H M'_86.N)2_YP26W3]F%!BDHK2(AQ^6%?7 KNW>'(5;HK$CAHH-4\<+'Y2_R&L M.--A$5[]US=P,IE 4Z_!RX&#::VF:N">)I,PZO_EU?
UIC<[V]JNG#'O.#7)> MF!Y5Q+!EQTG1-(%_]UB:KUFL\P/51O2CO%?R.$U@%:R7F[D_BO#2B+NPGXXU M;(8B:X(F'/^NA3.O@L\]J/Z.'?-UGO[$W
Q<4RYV#LZQBOJL%9S!7^$A.D_U M[YHB#RX,,CGR[P>\6)WMK;\W!'46Y;C=U>6X$QQQTJ/!0.Y,@)(].QY.[.Y- M0MM/:.]L$MJKL98?F=!>
{='ZA894+7IWR97S?1;4RA3A.>:$^+2\^QL]@6U"
M%I=67AX'KRZB_"MF$W&HV2NV0>Z3G]*)PN+Q_OP>]"G8=#04/NRF91%\XFGI>"AK9B&0B06R)T^_@86@ LS%-$]&< M)^@,!=5
VF@K$U[]M]-]6!8PSG#XM51!%DN,B'LJYJI$5[/U8Q9;WK)0+?_-M6'LD[KE(]-@%\UN>AP,^7RI=+8.XQ%2PG>Q8B4;7X2E6JN"KFWMA.C,L/)
M&(/J+,%QQHF+L%(NVLMO3H7&P8=*,3NK#9#SJDC=2&R;B\9(%%:D[9:4J*7 MPMNU!*R7,45$HTTK>Z8>R-
\X9CH((0C#N#.N+1#YS,3F.PO38]3@ &[PT)=$SF MRI3L$VG@@IVX*:-HB2";9Q&&4GCBH$1+^-KEQJVY-HD:E9)\7P5(F90Y&E-$
MGJZ9I!)M4NWF$4\M)GA*Z)(F7(CMG-?,)-?%4 ,L>'!1(64IU>':EH <;;'- MKU\5PI=F- N-N"'%RT2ZP%HDP*OLZM'7)VF$8?(8:XDDH$0,(.W/U6]-
%&'A MFK.Y%%J@#]R".3ODVGA,?N!8Y3('[Y6*@31["]^$!4" 5)NZUGL7L#"?*1&D5O[\$+,6Y M+F..5"9A//FW^])/'-I>TR%P'M=&KC7&QQVLLF"^/-
SU1_(R,EE5C.!]YKA? MY>S$\Z9G#[*W=Y!!H_Z]H[69V;;,?@X7_M"N/W>SM[_ R[M9TZ?I0:,+3C\;>:,AGF@PJM'PL^V-MO9"ZG3R;G8T:C).]L+
(2X^#[H*KUV WBQ^\T$3-9T(*JK"\PL[BAQN=^$Q(L[D]F]OS;;=G><1Z8*3!

M8/9HH&6Q|)*NW6;RQ<(8'(F%\Q%9UZ&$*N/VTSTV%D6M'E)9O@6J.U'/("5 MX\[%"H'|U3J-IR'"-X*Z+TJ)Y6'Y9AZOY
M:!}4Q2U*S)7CH<456=,65YM/]H8=@_YPC/+<;^!37,%54"Q?J$WN"ZA_@S9:
M/4IUODN4;*3E$^_M:",L'^E>+#O5[[D(R\6'K6T*G|;Z49O"ITWADY=7QQ:"
M3=W3=Y)G4_:T*=S8%&YLRIXVMV=S>U;D]FS*GC9E3YNRIU6A_\M,0>_LO%M! MOGNQ0F!O4_;T-&5/CZ5V5X^Z4N'P2-)N(^I7_>!72L"\
<'&_BD>R"C)_4VWT M?--WW\;SFYJCEYE%?VINV5S&9YQ0WU0?;;J/GJG98?
M';8/WSU83WM$S>-0/*3]:45+M[V_*CVIYW.J\EY=>;L3DF!IQLZDNVM1' M;.HC-M5%F]NSN3VK<7M>=G71\308[Z;2:%-IM!+T?YGIYX-
E(U*;S/,CGL;^ M:@F!58AO;0J-GBJ#L)'QST3&;VI)5^@PENZ3?OXB_B74%5G/9QQ.OMGM6=_T MW.ZFL&B3(%^$3S;X'(]%V::)Y>'NNBL ;JK[\J.XC
M.Z[IF+FLZ;79ZF8F_+H5#F"+/X7Q;3C\)8[Y15Q1LE6C?)UH,TGS-(/L?_ES MN#)K"8:9&?SEU7_);*8IU53&8\=^O^=NUF5D9JU8BU6+5JQ
M11.\>V&613A-LRQ@JX&Q]&AY\[?SF5Z)0COX,AA$/7C'ZW$&'X3'Q(&Q?TSY MCV_HC?Q--W^YX9MNY]]^LZ4S0LU@8' *K-
'1L_C+OL$9U3RO&K97V4+?,4+/ M9X2Q983@=9C#(^"E/ K\HHSAEYW=<*NS_]KPHCO[??G)D?(2)^_R--K3N]XP M3*Y-<-
RC4>B=HUTX$WAL..+1X*_Q"]B2L;/]L_]A^E7GYS=O<.AKWX#X'B'H MU>W0P!>P&*0W7&0\,^;]{\3S<,\34C^A+F.>J:QT5&",W:9,CA?
UNAC>5AT MJ1.>X1'C---1V+-@6V^@<1Z!* BS M8% F/9IZRUPQ!A+!P[#(!19$LX.)#O$$!]W3[42"7H<\7#C#P>$XUMNQ0COX
MM3K2V;_NB^RE^IGI_=! <)S8"_0Q_46OTJW)O#N*FYO+FN$\H;;PU./'D\CT MQ)^B DS(W@(JZ(0NA-4L3Z$%@T=^^9(4@5M\AG9W IPE>CCX
IZ+)_\O2"8 MFZ^90KX:(J_? @LG:2"B4";.1[HE';J>XI;='4%,%'D.*%3!T'@7E:MR'40EPS#CQ+Q/)!%D)!K#I ..I^>=WRE"$I<'C6
MOXTH_S"9S/Y>0@Q5H*(W75KXEC6(DJ7[3!D21QPKTH@38#[&C4!G$+8 \OP MQBX>GH8JS[)E]P\^M+P-(B7 & DK.\\ A(77_]6THB?WA_-Y\G\^/
M+ZZ"L[-V\.7JM].+X.SSAR\7GXZOSKY_G:*[-]'D2?VQCOMX"/8@3$[KE0. MOFYB"A0E<3A>".#Z:VOG%UR"1J#[GDNK?2?4S#7]^4N
MHLZ@^@GR*N9\ZP2\CZB@WX@WDJ P,/!QV,@6Z*8BNF;?A>0F^7TL6O-7/\:2 M;"8%NUH@X_Y>PHF9#&0;FVJH0C^ ?Q-TMK?^CD(0A2;XD.!+I-
DX);&//B6(M6%2_/3*+4.0!#4!6%A/V[>"+PN'??GL/5_WV'K>#BRC_&GP %9-FLV_NC*OZ M"W4_+/NMI[&$R6'L&I.(;4#&IAC&N=Z:#
(DQ8&)X$0B.*E0EPW'PRB?=*XT(-M8$]><)PDI?4=?(;\6TNN$.CS) !'M@#5'91CO*=-JP!U:W+4 J4.AQ%YL)5DK&3H<\"IF#LS&K/=/1^)%LUV2+
[M-JVF]GR$ VRD?EZ ^@FS/ISL M5>6D]5RLA0QK&8&^*]3K:'Q85 DT/+HGK,&0-X8!$C:L2'Z@B0 YX-D M@BP=3CV@4]<(+X7*)"3I:/O
+18$(QM=ED:2M=OH"_N]SB(_3NBZ!79NA(MQA-Z)(@/W,M=+RYSL,[G;*<=P/'=1G%,WX,/2KC=>0[D)L 301*)<#)H!?"N
MIUB^%71+C,$644DE2GP'V*8-0,;A@,1 M& 2@>"V^-R_2WE?]+G8DNBZPEFF#@@!TSBE;K"^R^RQWCMX$.9H7 >I9EI MP8E5HR;=%-B/?
3CE!@W?\F&,*!:2#Z,Q"1P0W&5,/E;]22X),!Y&H&%2^(]$ MD?O@88:>1,*/R^EZFT&/KS#7DX5B'G.$Q1IJCJLA\BZP M/(5-^ 18,J@SCOH^'.-;6O3%:*
_ZT4*;\(H)M4 +,]OU.0KIP4Z^XL=2(0=PV.* [(* MYK,9\)6#JW%CH&X'QQQ2OL; .V4[6Z@@2 'CIQ)C^@IZ0+]E::9A^PSE#/XJBRBF MD,$*6!
(60RY_H'5[G^"PK0H[NY*6"!G^?-@'LR4W-BE2M1]L5APG6K"D0U>W
M3%2%I5WR9]CEY(@QF3QQ!"0#:DU@VUARJ,M9;3%3V=D57[<289H1.#KQ M T;_7X3QX>HD^$1+TQ(,SB2 &S08J-&*'[+Y M-@IML!:E74I
_X1]C*F'7^*#]-GT & UC%832")UT#T^6%5&W $Q(VZD5%^U9!B#D35M;"RK^9,"Z&/7RW
ME!!21L6Q.>9B$KT96$X$JS+6S[=>1=@'N8#6LKF+A1(A%)8Y,D M-BHT O^N"#/\4XS50, N;^&&]V"I,;@Z($5XQ>(V-FQ2"<-GV)+4#) TSE-:
M(I@N"U]2LA@CN%=LQ?#*J;0$\RT@NM;,6CP;X&&!],LK0GL J@QMMBPMKT$6 ME@5FR:(\+]%K(XK@00$Y\"C2A+@#2=@WW2+
(;,43&^T5EY%E*=O= 64D@9PA M><)@8Y$5CP>$S)# %N4U[H&X7%R(2G'B+RISSK&<2 /)FB!#-C%H35(UF_6=
MTYP4KN?'DN"'*Y4FO%Z0QLF$]R.NAEXT86Y:DM&K(B3B-<'53\%656ID-Q&F M+;NQB+Q<"IQ ZT1<_()L!.\H-(^'KTI%%['VQ!,BF]Y=4B-1
=N1E]8[# 18?+'6A0X?AT:[H[P5$Q]$% $$N%3X!3&*?^S>3\MWR5!&GF^2I3URA%&PY#?^.A!EGA,3545H)HQN:V5 M5_IPMIW^A4;R;2I8OIS!-
,S"TB(/THA&RH8Q N/_^U6(E.QM4#\R]%%%55 @M(H">'G!!3%]$"L)%B@0O5TT"9Z'QU_@&=I,/E9 FJ*(.6!':D&J(NG=6+4Z3?BJB.P:E8^DK6]"D,I
DYA2UV.7NO8J M+CF6B:I:;A,\ND6BD(L?G<@4JP?D^4V4QNH0@/X.;^D0,G-=RJ_AH> #P[E3 M$#,!#P#KG"@6!>Y)C"4?):\
(;B1E(@=H>4DUZ"C*76DFU1!GW KS[1 MF"U:(B.Q1%P-28/!80UD3$'!LSZDZ.>$HW&,WE"BU3"R(PR!SCR2Z@&0 A!"
MD4+35(MH0=X5&UVR>Y*#7/8-+\A\KKA*0[(0O>6HG=@*^FQ<^=%L#-7#+DCS M>"_"WERP!W,I@M$KBW^#
M^P3+\NIQR"=Z]W/._!G>*MM6/3K/5&2'#XDH84E6.2R-S2@J1]:(B"/]JUL_MF8GP[I94ZL923:,%V];$'\%]A+.D&X'*!HQ;%.VH1TS(I4-.T#C;GJ)PH'
H M;H32=,D+5W,#4\GI4+]BI670_*F*J(!Y1'R,@F1[.%JKDDT(WJF=G&XTAK M5#,9^BO](M,RGX0E-&BJF!7X$%*8^-[O&2\@I#[#
(2C@F+K,G:P8D(_'"E.5!F*@^]K* MM],=?Z/M[\5^,#\/W#0B^H.L2$RFEBX-^5Q#):?1*6+;/X!LQ42O.1;UE'!=
M@PMT.3)P)D6$$(1Y@'H]M!=0"@0Y6Q5[PH8@/">67"*7X"O='/0XY9B?XY U'Q6<7A2+%*9O'X-X M)Q_0,[SI":P.#*=A00K @FZ-5:0DJ:ZQ2IFLL(=J
EX" M"QXPXX:>&,H#N7W8'A3CPI8WY7$(<4;/%$I@E#+08E.SFWB6J59&[DMCO! M<.)0#+9;=),1J1X8 AYMM:WP"4FG/.0NF+&,=IK-
,*#4J1YF0#E.4;W763C2 M:^/E1H$8)I%.5:!F1&JE.Q%J*JH%N8I+9'C<:0#:S"GPT4M1:(BFQ"X,WC MUAKRDL!>2,3:HG/M]S/*(B7J^L
.DS3Q%D8DA?-M^8>+%A(YV7TC-A?J=+>) MRHI9C(-RB8VZYOIP(1)FL6P=L;1$H04WSC@T13T_(%(X.E-97ZO^2(,)[F(V MF=9'Z#
(=&0E,3M/5*@XZVSF: ^T13UN0%\Z'41/R*K6Z8.ST\Y;O9>DM M*JD]0 (>E#;$Z(KG!]C9E&(UG/UZ7P,9(&BL9ZZJ)GAX6 MC7^[B>
D0:..4TS(L&/=#T?AM?@9O"S=L)IQ:4;<,\;6O$)*$YG3F JYB[K6 M7MBR-E+&BH&=&J#4,!I+<0.IVOI"<2W4"]T MY)R^Z6&[@WY.D;Z!!*
&I+2G"Z:_*>S7:NT-0EG2]H.P9SQ3;9!R?'T MZAV5R/2QR*6[[\[5U+GU/B=5=?7:\]T'5$IU[S_HDKR=.G-(AO MHR?
(7AI[K#,HOG(4Y9F1.@O[I+X:%U'FR50-94N/3E9GP%H@P8F]YF7Y/;5X MBB/V,=A8<-'RED\9)U$:Z/(/XT5A?264@@O/F+=ZZ]8E GHHZU%Q&'?
\YVP&6<^?2D6FW)!:-)\,%TLQ+#RSLR.*G%X04H4NU$L1PFHC29EQJKG^A40GZ3\KP58^%#Y7;%Q5 M#A@S\M=25=SH5%
F!E,F+C3'E*V0WYG:+OIEC6&N+13S+\R=%R3US=?N@#!& MP$\ATQDD$;Z;A]GJ' JD<)I*H%F4UUJLY>Y\>^T]4[EF&,?TX:YIRQ@
MG6A;@DXV8_;@?'F%65=EX'OXESM\'-VU1-RGOZ6<1&*8?1O8%-YKB5LUKAEF M: $".X%]>='H2\XXWN?$^YB3!6^*$S/&? 4Z_$&8092ZZS=5S-
7+Y2AVPKX, M9^%OARE'K85/66XU/BN\];P=6QTHB3DOH*9V4*MF -EBNQGY M/ZF>PLP?>8->,P)2JDBI5FF$
.@N"FI?&Q4&"XPJ13I<6IQ++;&4*+J:/])2 M'LR)Y.E!+6(4TU7_!6$7]4GE*:[0\5:*1S2)XE2*F13S4CT-U>;]16&"<:(UP+# MK/;;
[/H%%YN@!G4)_Z'()A03F[]@\++MID4.K[&I<#/]FDB&^PR9TFO,:ZVOV
M+^DB"006'D5#>4ZEK$<,TQ:;I:XU4:*5]=]80WG@M"1]DSGIGF*Y%U>",%?W M2%.QW]-)-5N&@_(#]L):7)'3"N*T9UOZN,M#!!H><4M2"-&-
)O@]J5A>KML/ MO5="@0U<86T"WV5R'-%""PJ_2/*"W"EQ:UH>!)!SKUI>8:W $XIGT&1Q>1]F M9\N)#9+PV'2<@E\4@@=%A0'GLNASQ[+63_
^;;/%^GGT5GT[_^3D_+C:C^!] M6[]T0771T]\]O[#?]39 1VBIR@>&WSK7?9]Y^_;6CT\X1S\V/O'CM]<+>O18G@D@SL3U7N;;!:\YV<<$7;3ZAT_H;
M'$P_'?$;ZX_'/>YL=PZ9PVQOZC5'_XK M-H"3N9<;X50'_^EK$<.5^ /4PMR6[]+>>0\>[@-2D$K@_O"675UB;MFTP0""
M*\80^ZZ%A:O@[MD2!__E9'D[+2ESIZ<,D521&2"/T!&Y?W(ME5TD=$NI2RP4M=-R].0%6&@&A>]'DVE+@ M#?:L!RT(J20W:<<37R]4=DWVM8+
<8;@PRF5;GA$.?D195/2;ZBPRVJO%>=82 M%@&%.UTTDA53MZ+5%F14-7+GI &<**,BO!@L0 QHVG1'7U[*#-S9U'&IYM+ 5 M5W1H?IEQ@FU-
]'W'4N%?PWK5OE=D[O?'P9I= MQ '!<&U0APZB,"[$*ONJYKEQ>7ALL860M-$_VWMV2XY7U5NFAC]ENH9Z;'4T
MR)]0@KGK+%&7>5$9@,KV:S0R M@DF:B_NYZJ[+7!/XS-V>ED03^-A-(\THS(5=13D#'#7]);SY97Q-P2X'E"UY MX8H#2PJ"'!V[
M["M(\==7W6A]L]-$$HPJ;B1%XGQJ.,$2W.>)0G;WV%/W+66L#M 63@DGX>'] M,\V^!N\QD%^,I(S"P_C:H1Z$8)=5_\F[7$A&SDCL@:[A)(KP
ME17S[OE8H(5"&Z&#M2:H!F-.2$.D2?JV"HCC1GZ :,#%<)G?^!Y6/@'?X1(D MBJSF3:[K,[G0GJI-5KR),CDHQ"FK2D;7Y "4U3@2RFR38_2+S1R";;U-
JFDS MVX)*[A3U-PTR,"-OD:M%%>ISI396#EB09UDEWM,()>9^FZ*)\03ODZ8YX20W MA2%^8=DS MM=^#?0'7GS,-7+M>+ZRM5K1Y'R1?
DO"S*Y6VHL'ZW#QMH=Y)7]K]2/285L\$:[^S;%?KPE?+>=;L6G!(K%3_(,=@M7 M146RGB*TC? 8L-<:/_R:+?A#F\#&(] SPG+]J+>MP.-
$M)$2QS$*_VJM2V3"V M73C_CM\KP)3J78I0RVKA MN6X3U#TO4%VX$VG+-P040!D3YBGJ+..HB&J=-('FC@=4Y(
$8CB21O\P&2B!K9OK0M*2CHNN"24X%X\)$D'M_.*'F\CT%-F##P$S4J4%6GIBJW!'FF]OCX ;/-3XIAR+BY'35O!7W"Z-XN>C M$ "[Q_:W>3\._--;@C?
4!<02E@X7J<=DMV3W:U@=.54ZCTC@^T:N1=5Q0,"A M"X-QV8ZW2 [2L M#B*A%X$)L+<6*U&L8U1%M@)7[<#4RK!_QGLJF-M82MQF\
M.W<'[P<8%9;'99(Y@&43@1@,2#2NYWV3I#XGE1K+ZMO5)G"*K)^<'[OIB3X'*)#CH4+U5@ZTK8@R.DSUQSVOHG\H=(4D6*Q["OBR-
PE0]0@&S(?M.,]U(]?FXX M3R4F;D,,9 FX/*,6[I3^]:^]O;^"17'5/)284V#D1P,SR'@EXTT((YO2)\ M,VLPB]:[HN@JGWJ//'V?QUR5.N@J:G_38Y9
$7+EA"^#C@PC532.>4 61ND+ M[D7HQ8B+RU2*\HKHT)9PC8HPAMD6;8R\EZ$"0:O#7;5Z:!'<,J6)7DV_>>'KI!95GC:PW-VVQ952GY'T M!26
B"VW *=+"+S^<6QPH%@&]3(GU %7#N"I[CR75&?U_TUS"ABE9;T"H$ MS=WQ591RK;X %A4F4JU:J_-
B;*,IA6TODB'UHHI[%>Y3)T*J95$7N;"PNX.M^B0 MO/!Z[P'*")B-'-6<]JN 7B@H5>K=EZ9WBE[FK4O51[]2I. $83$9LQ2B-6%T
M%5_@845IGQ4B'F,2 C_F);/]JF_GO6<"2IX\)^G%TE#+=[5>V:F. M2FS(0^>OX1ZB2L(8E3;>EM()Q[O MKR"CRL2O2Y$F1QAH^:,'P^[A/(?/JW
M"KC),S4]!0Q;U%$%YHHE!V>@@/^0ASTZDPN!#6;=,'>X?%VLAZ[6=+@[*9?$ M2LZF0'"#(>**+[3S&@%/JJ7NHN@FTU6O/)"4?
$M9$_@1]OI'TUCA'#.GG'F; M_\-,PLUF+,<\2TKR0 F+3$]55/HZI[KN79TN]6WE=*^\NGPK)F2[8BV[P5*,
M]A[!/2C!3+2ENRP)@+B6$%;V4#1[9WO]J"7;NO5F@TIH_+>SJ].3WRBS@U*5 MF^N\K)$M):#\?V,:L3I!04$/RC$UF2H@9)ZG/=O&2Q@V LS/-
:13Q7/V%!FM MLOKYZI&=UJ_WE:^EB-A? MZ*T4/Z/@?R2,_,?9XBNVI<6FB-A)1;WUG
MOBRGO[8J:O<>NXBM@Z7MFEJ="'XC[>%4.2\'5X/O:'EI//OE:I[+ORZ-,T4M (37%>6T9^KI5'O;*M4ZN VJDZ!L
MWE0!B>,X1L90871]WD6+1<+TYM.L2DP<1R*U%0J+X=+:$$2_A^MC&[1I"Q9C M8C[YZU:L0 9\VQEP14;3"K?8
MK:WZ,9/_PX81CJZ&_4\#N=R$<200@AXPBQXC%^1DM,MD4U7^O7-D2F_8^!00 MBXYE=QZQRYI4;H\7SJQ6K9.$4_&&E]G6 8Y*GJO,9N1WS%
]NQ+[) X]VF0&,U MUO*,D#ON;:V]DM30$+S4@JOI>*(=66 @+QMD$TE--LZPQ;6$&\?"P K6/@A* M"C!,;[3IAOH>I5,D
M2[LI+15S#DY0B:EFTIY2>#'TV@E,<9(O,E]DW3D*JV:-.A6W >32MJQU&O M1'WFS&W)3G@=25Y6GJ G,CINL3*4.$0V+HG%=FH;9-$.#
KM:XL/CUJ<\212 M3 V VQH3K,:.M'[!>BQHD5RM".#D?XH'S%N29&.J8)!0*#%/"!BX8E32K'$A/:-' 4PB#,:]SAZ7Q^GX/X(-12:]/C6C$M#LO;-
'/5^H3A M 0+,GT"KX(9-"(%4%]3CU,%_?R_;0\]3*:D(Q.8)N'(-3U3L%GF>PX/+ M6U.M$A:\1X4QD40%JN]-
A9CT:8Z,=_F11RF.GQF33*QP0$I3%59V*I(A5:3 MQ&=HX1"Z(3]P?9^AD6K(BYJ9?5P7VVG SR\'M1 MW#^ZQ_@L JVNT]T-@BW[^I^D
$AN@\P#)CI5A)ME$W8:O>V.FA2/N'O-8,-[((;ZWB_%,["!:$B?#W,G0S@G7^@@@*%[R=_MS*5-*]5(4\0*LTJA!R5U.?G?KT[!6Q+#;'W'SLQ/R-
8P36G2O+J,(#4R$H%L M*7'5A3IC# 5$XH$]8C>VKZ&9Z(U*"Q8ZC&5%95&^_:/M0V@A4>- U\/>FFWA M 'N&4C(6)K;?-?3DZ,3:"F$%32F5$IZHP"
R&$*T>)>T;6]ZB"'N,6*/YN.]2=-H_;]X>\BL(#0B0 N#:JCL08W9&MLY7K4 ME?HP5R%%C(\;TVJHG7=4#K4O=N!_8#"ZN
MA^*B4L17T_QU>]4E=:DTJ>5$.V4W_=IM-Q6,P[U./'/1=Y1_K2#F-$,=B+/ESKT;YA$U%&8&.U6]CF/0ER5CT=<7)<9S7PN*^%:
MSVM/\U9+-4BWB?3N22U0?PKR30=IS-J-6P]P_"#"AJ[)%!;[@Z8K MH"1W(6RF,&N5(LZ M#UTT%?>.W0DC;F.7@[J3!^^'P):ZO"ENH NX>_9X\
MR92>(,K_Y=7]P:?.3N?5?)SPSN$/,!*F4AH4S:2!O3OMX/LX)NGRF'?2#YS\W;_#"8+38;;FZ4;NQ-8-S_PS*8Z%9 M19V=UI,\TLMF8G<47I=XW",=:
<+>&?;@_P$%,R1@ M F/G\-@XAXVO#7% $1B'Q3 /N,#NTH#5,_)1;G]:A&;[1")>H,W"(C?%@9P MPW%N?M)__-R/6*S1&<@7_=>?,#[S6?

TLR;_01G=\QS:BD&>YYA-OH\C/KT(S9&TE6A MGY0=';E>%J$J,@X)8@4)IJ+H-WQ;K47.5 QSBK" =1:-R1-1@FELJ'^,0ASL:_4D_OT<[.PO^-XQ+M\V;^R5"D\U/(Q/^G*8)?3>VT?K>A]?M/XQX3IQOVOB+V5-+?$]+UP,,?#'X6 M1X$[;'12?RWC2="QR03Z<;>SL$R=2:6Y7+WS@%3>M#AIH33VX/^9"+$AGBI#O_/Q?_]$YV/ZY+A4>DN6('-N+$F.FN%GJ8!_W,.=> MG*GY-(&QH#^MWXV MQ'%YC44,SHJ07WR7'5$CQM)V1,QU\14.#QL[;X[6%+(-O/.H\G1.:?SW2>R MQOJ^:8NKS6R=@_;1N[7EM0<2JVN@3#;$>DS-6S-FUD;SNO2G4[Y^2O3I_?@UMU+_OMI<5B,WLLX]>^'-6ODU;7&U.Z[QK[^^L+:\]D&1= WVR(=;&[9V14GIZ M#UGA#Y!]E[+REFN"GK]+V*JV6*D;__MJK1RTQM:41"$;;90A7UT\Y1^V@/Z-%MRWT<$C-F]%"\2XNAP-L31,GU/>[;O:0.,]*R D5:H M=VT745P'(6%Q_H[RX-(DV/N\M@U%,UJ[%KUS[U:\UW"O'7S"&?.7X< 4D^"] MPP-=NW,J/'3:,;S^QW>W5/C%VL_;;P1?JB3]S+6UK=F#ORTR!5A;JJFOA.%-&MID@);C7%\6L\B]8S98(_1W<_)6GR&5O[HQZ! ,"&+U "]I8ZVZ^")!S!-DVO M_]-%&9O.=G>_O'W@SY]E<=OOI%8"K^_+;RRE_J/[^U$T8$UNH;27&5C9)BT>4=?0\EEGG3 M 5Q,'"D7)>$"M A"Q;;]P7XPJT.PJ,Q>%F6(? - G*[Y!9 M!TTR"RYF;PL.E$Z?LK+$8B!R<^K(\B"@S;+LM,[QN=;U:Y9L";VVSG+M,V M>]@^.-I_L+;+YGMW.FM)*'VV_OO M]AZBD7?!YJ,?\+&=SK>W/(&0>FB9>K10O]-9 I[G.&5,F^Z$(2,1(VZ9S.BW M)D"?8+^B-;S^KA_2Z+:B9,#1*;TL&E?\@.?2\+<8)3Z_?A2MXXS/S^G[1>Z M?14%+W/WB4OVV%V__6#3Y M^.!D^^&!\^U% ^<5!]+P)?OYR1, M;DS^UO2OP^PM3C-ZVSGL'.X>[KZ%]<$CV+'//.@P'.9>NR$+\..8F7Q31X%9L[1X=O.NL%.E>B,[9\&(-LF,"LH[EW2-ZK2O-/#M/C!&V M,4M^O%G2.=KM[.P#UQ_".]^][1]U#G:W^^9NM\-VR-*V!O[BD^E'X7$\'H8M M_..CV _K*&06LQ(J!BV95?/BQ++J/Z7O]?<[]L2GQ.:VI: BGC[9>$C'S@OP]VO1A!R%H8E'\&.GB.;OYULO61!NYLU/!_4\$8-?QLE MW- B4L,]WZ&&UV*_X.]T_OO)LK@;9?M]RG84WFUAY&;[:'?[KK/]+W,'#FRG M'DD7[_1D&)E!<'IG>B6- _HBM9SC,LO+D$/L?FU<<$'C;C[X59G#ROJ4-]V M]OO\$\?6=9:7_XA+:9;9W=[1BKO+,.N&BPY"J@=L* V$NHY2:B=)A,JGV=#H>19 M1'QU#H/?+T_:5@9U=O>W[Q541]L'&T&U$53?C1BRW6F??;Y\8DGU%#L_HVZ4MX/_]>O$Q.$OR@B;#OD]!)586/3P]7N#'GNEUN3SY[85?EZOP+DW2T01T7F&2 MG%KI>D,S"C?W9W-_[KT_)\G?G].PKBG;:D?H^0K KEL;M/F-MU[F]Z? M?MCH_=W]'F,FTNTW*7Z>/QKYO+5+],'\.NB3?W:'./%K]'YQ>GFWM4 MOT?GF)?*!&XZ')#,JIM23TNE"ZS)(H'_K4#]Z& M41Y(;EAT.E-L,E7I[!]S^?CJ]\O M3B]GWOK5Q'@]]RI(4()EYE]EE)'RMQ#T#AFZ6E '?^X<[>ZUY(O740YB!AXU M#/.@7\:3H!>6B#I?H+#-S#C-"A&K.9P@_'<742_[YIA& \0$@T?1.PE'T M75,F\"5Z7E@6PS2#W?5G"]?UA*+<:W<.=A\&@G"[_6YOYT$>M=MIO[L'8O%[MD_/YKK?NYV#^_W0'S3FHQG6Z=/I^[/CXX_GOQVW@K//)^VFYH^:RN_L,4NN M?@AD12@_H^TF+,Q/2SCPZ[GV]&[UP"OL?[;>YN_#"TR,#(T,#DS,"YX.8LN)IHZ52C*$^]?OD6PG3OPA.X36NTX?.MC6^?P=24?' MLO+^C_G40X^$"\K\TU9WK]-"Q+>90_WQ:>O+PY5UW/KC[,V;]_^PK+\N[H;H MDMG!E/@2#3C!DCCHB.1=7!\U+%&+NY:AP>'!SW7[NT?VN[OXQ/[J/^NMU^\2RR&V8QT<'?:M?J^[;QW9A\0].G+?=??[FNE]UTU;4UJ/^]Y76\Q'WXO;[;?5XA 6) MFT_Q?-%Z2AR*L3>;X#V;3=O*UDY_OQ,W58QH6OJ"XE]>\':D=R2SS,BNME$ M\+RMGBM!':O3M7K=I"A'+LB2<@[;X<.4%+.0GM79M_9!"):2TU$@R16 ?$E< M''@@+/!_!-BC+B4.1)!'5(RL-$@\EIB/B?R,IT3,L$V,+CQ[@Y""E4YGC$OD MIPA=+$9:8<&E)FNA, 2&S,921[9J*6)OI-JWB2>%NK+4U=Y<.*UV>:F!L,88 MSRI)3M*$TJ,[530H"]L-3))U)45TUGJEM7M =(;Z[+L)=5TB.E>]$-FS\@# MQ45U+U5CTGQ %[1]QXZ$U-(-% T MT^WW^VW]%(9>38RYS9E'BANW9YS-")>4B.3DHQE,.'%/6S %6?% ^6W&R1XH M$K=(\5_M=.HQ"" "AFIM[G!I3\Q"Q=UI2P ,'@D]5&/S'>)6-1](J$__'XSW M*B]\4!"O/]UNVWL5;4;2.SVR3D%?D#/$?4.6T-&.3-+:3N?;F[SLMBM,2P M:M]>;[O&)1#$N?'/]-_KO3DBCIH4$*ZYI#3= M:O_))(MNQJXK=*@OF$<=M:ZXP)[*1^XGA$A1ULEYY 6.[_]U#Y?A[']D"D6\4,ALAX<4MYB#51,B*>CY0G!6>1F1ZI5'"KU=X?U;0Y%;>$LP]P8& M5JW:!ETJAX\1L?TBQ)9,$7/1DNT.*_=>,OO[A'D.X>+#CX#*9UA+4YO*ET&7 MS]:(Y$%Y))-2_HE".>AM)&G7$YD[P&)RY;&G%W;$)1LC>H?ET5-31^('I!Q4><1&;([6L5GEI""*>#4(MBC\9AR3FAH =6O)#(<,&X3)D_E@2 M/G7(J&3^L$)A]'Q_W?.*W%+T2#%HD*<';#JE4D^E$'0VTZ,R\.@R*#]*,4))3@T"X][&I1,)YV6$I26!T M^/ZZPT-JI,D;Y.4/F/LPVHHA$^*6\/L)YB73TDQ*H]\/4N--Q .]58Q^0\ * M:5X-N$S\V&M*^$>/!M?^Y"5$%$R"\JA-0)QN X$,+(2G%#,JD$XE%L4W[[" M0GO!LQBW@X.CU(1=?L&-WL9BFE3?*@? X95UU8AC3@: 4U-_54 #84T"[ROXGX)%:453!)DQEQ2)7JD\O1)KH^:W59 MJ5_DTQO!2!7I<|>H342F7/;[&7.U4>*17$)'H-Y6,^L4;R.BJ>)_A1P;5L:Q M/+4_0$O(B8WDF^+FM./6RHE+<)!K'6NG4,]8+K2B&E&:-C+"<|=@"TO7G=^'ST?,#H"RPK>Y^8@[Q M*L75UJ4:HRE5NLE?.*X$3[H9I L:/..$-DBKLPNA*F#>/Y\RF%?_UOI^F*MR&F'^M0.FP^)!%0]>/:)> MJ(JF:_V;Q3R,$(=ZI4N5;';_K$DO2N M.KO#"3S"7'7W@:C3)D9R8["*V1F12]4U4\C% E3/5^1DH$N]>N9'93YOO_6 MW3*8P" 'Y\^!4\TVMB1..!/=@&PA9Z[B3AC M*!@VMZ^%0JQ"//DNE$"Q%@C40$L]&ADM!;O<-YMVJS T(=ZOMHV^\9-RSFOR MS8 LR\P(8OG-]SL LWV^6.0DG@\2SP=,R#MBL[%/_R;.-E#>3*(Q%%*EW:)0 M2*R75IHE]4!*$;349!/L!SZ,AYX+X(+5:160SUD8\4V7,-3P3DRY(BY^"O.7P&8G\K9&(9^VX M6[[56&K(W LLU+89YY)Z2Q#/Q.9I*DVZ6Y9J#%*4M7/_+V!]V]3EKJH2ZV- M7J=%^B!0""D.RPIG64PV!8O2=VP*DZA._#W/8"AS@N9U.5MUP0RPCQFMKW0VK8FQG@KOQ=U-=E+ZH>6"]>80Z141 D==888\VYV#&9_4KE9 MBE&2ES$.4A6^O,\UFY1YO&^O'GP;7]\^I\3W7"[VFK%*VOWLB.U#&?DJM3 M?O31ZBPM*(M0*^PL9A$&5FNK<5$+S#5(;-7L_26,YL01US!R/V)3$=Z8W-XTCW5YR7F&&ND MJZN]TZ9;[%9LJZAG,\A]]$&X&N%QN!SM,;@?3' M)^%_9"XO/.BMN3YY.>.MCVK+7Y XD;&8$AY:[KL_7VR[CS]LUSHG?1"]&KF@ M!.46C'3DR01:OT(X]#Q(!HYDK@2L6D1MVX#P+#42OB:##HCZ+X0/ MIG_M,K$1A GJUYJ!2X(^;/ZL ,/57>#J>4>/ZJ\^H[\""B,'@\,1J@OLQN_ MQ%!6G=-KHCP+U2D1O@R4(O%G+X:HS6Q;AV %S1Z>6*R9,)J1U?CU[*AB!C@XM_NRH#!CK;>L#1JQ9*3!2C>MBQP1Z:P5+,IO7(+#4.\:;^+N6"^+;DRGFWXOM M*:.I T#1S")@:%6JE+3+1%4'RV[#'ZYXAI0/)I,>_+YVA<@%A+;8NO*4-;! MPH\$5)N4-"JG<1WL&%*7E+0BLVD=;+B1$]-LL]*D#CJ;%D5YAICI:K.R*%#5 MF'^7H_W%V?>5*B:2(7TD*24SOH(X=R7A_R&87[& Y^;A+^)I]D?XZW;RI]97 MSGN=7G>@BQE7V*:>?D%@F..*2.K0?9-;J:]]:H#(D9=](5,&^!5U4"DE\MMJ\!AAB"Y#^>M+(^JW=U4_N% [T;+>-AA2T0H$F4:R.MBVIN%Y^ :LV+!BFCI8%1V)< EK5(_-S&77_/9UL":N M2'TD'@A^('@Z'X,;_0BDCK8I#.O<_M'0(5^;SR(OW:0ZD>#J!/]2M?G0*E\ MX]YJY?(G_4W9O=)82GU)QH1OS0V)7:.AZB]U1 ;#5W)%3&3VQ6+_WW*;1&'" MD]^^-JE.AHK&%*"8YA=/_NF?=E.?+3%?W_\PM_6;R3LE/_\]9@46%1+T"L;. MP*5EDC@\4@NDYON_XMOK$I2U77D8-+]V+XGZ*A$"TH%)?O$YL1EWB ,TM"PZ;>Z>*C)KZL7R26->\$)+74+6RJ6YFZYI88E2^9OHF@B(:*$NZ/XODY]JD M=_)>P(K]+,W_P502P,$% @ DH)D65V!R$U$%P [-8 !0 !M87@MM,C R-# Y,S!?8V%L+GAM;.5=67,;.9)^GU^A];YNMG$?'=,](5\;BG!W.VS/ MSNP3 T?"XC;%TA2+/O;7;X*B9%FW2% J>Z,[9(FB6!^0'_(,A-_=OGH]G> M1^P7TV[^RO/^$WNRA_/4Y>G\PRI/_O[^%;@G?_OU+W_YZ[\!_//9V]=[++]JT M/,+YL/>\OS!@WOLT'0[WAD/<^T?7_SG]&/;>S,)0NOX(X-?5GSWOCK_TTP^' MPYY@0IV^[?2W_<\R.&M\#,"3BZ"<91!+X*"55J(D(74J__'AYV2]$9XC9$P9 ME-4>O. 2;-)8K"V&2[_ZT-ET_N?/]4L,"]RCX7(X#,<_/WWZZ=.G MGS['?O93UW]X*AB33T_?_63]]L^7WO])KM[-O?=/5[\]>^MB>M4;Z6/YTW_^ M]OI=.L2C -/Y8@CS5!^PF/Z\6+WXNDMA6,WZK;CVKGU'_0E.WP;U)> ")/_I M\K(_^?4O>WLGT]%W,WR+9:_^^_>W!V>//,(\#6%V?!A^2MW1T_KKI\^[^:*;M37.5[K,PJ[#?'2(."P*_^K#ARS'^\F0Q/3J>X>EKASV67YX<9SR9C=-'SKKTS9MF519=?_J7 MLQ!QMGIULESAQ".)^^&+OUYV,TR+967_UI.AR\\S1;UG7RINLK]OUAZ*=Q M.80XP_?=[QVMHOE 2.D3/QS,!^QQ,4QL=,13%"!2XJ P:HBR.)"HE!$"&0_\ MVSFM,["@*5C)O81%7 E_#>MIG>VG.!L6IZ^LYG\U]VV1GPBLY?Q-@LNY%)$A MBF! 1<$AQ&B!%9^E*4:Q7'8^%]^.ZQP5]_NTU_7T1M**3_8^8=5@:P5YBGT MZ1N.7EZGRVW3>];L) M6 *,884O"/;@ A*&QI4C B$K!0N&9D0UI@L%S':)"RLIS M!29;&I[P&CP+"5C.JG#KLBEQ=\;,D_9LRH2+9-]TRIOQ_'EW=#0=JN==1T>^ MST#KF#SU"DC(',@-5J!C4@1(!G"!5UW-4K TK&QS8P[< &=,;G*GG&@EDF8< M:604I&%)&&<@9"$(L2_@>$!P11L6K'>NN4K9A8]Z-?/DC\"1Q#T+@SV\V7? MT^J9L"PYN1H"$"FJ5Z708E'*46C/T:+,+GJ[.QNV1K'MN/93ZI:D"MZ$+W72M3\6ONM5R,9J:G>A ,7ET.#J6]&;\+2 M+S%?,4)TWBJ*I$!K^J)X(+>AT-)'YYQ4(A:I0GLF7 UFI#:Z$1D:"*"=NNOF M']YC?_0"XW*A'R"Y(R0$$15_9[)&G4QX"5R803GT;C6^NXRC)%:RQ8.&9BJX.*(-RFF:4 MJ0PV*F>QV,"C?&"S/1]S=B]IWQ!L;C+7.]%=U85<8U&T6DJ1#)RM\6\NEF(; M5^)9*16K'M9+_]G#>3_Q_#(?;G!G8.3W#1*K0,?#6HRGL$ M[U,"PTO@A:<28VL3=CV:D5JRK7C0:.[;^;6+!0Z+B$@ M99Y==C0@UCI4.WER&_RGZM24B%*& %Q7=9J19%3(N4"134K62^::1V7G 8S)M:FT@V4L^]\:3VXR?!_,AS#],*?P[?,[#B_K_=$_K/K\J?I;#;1/!BGI(?L M!"W(1*.-*F2"EY1$G:7-K4]?[X)K3':L 1N:BZ(92[DA-TI@8K/9HE:&GM.Y,5,)'I^1H+-ZV/GN\C[{606R6TVOG6D=260NXA:?3^BWGZR=WC2,4F1%184.<=2>%#"& B1?A0Y M&L624UYC8Z&W/]G=SWE:A1EF;\(T'\R?A^/I$&;UI*F;KQXW\5HHF:("[P)) ML*'L_B2'"%HDB 2=+PM:JZW948_)GMN3&)=^FK4B:+8&W.(3I'//+T,)L"[V M4UH>U5G'_ ++-$V'B90I&!X*%*X"Q1_6@TLI@S7*D8(N4;O6>O!V5&-R=AI3 MI;%(FN8.K+GZ7V&VQ(E/WEE#.MOYD@A%+.!"DM5J"^.=5KFH'20,G,HM,0VVFNYF0G]#'9/Q%8[E? 6-, M;E%CT6\[Z8VW:\Y.0G,)1;H(#@,1, 0/H>0$F+S,7G&K9.L=VQNV.S908&%Q M6%-LZ)\JI(]AMDJZ&9Z'OO]"FO9DHA&3D#%8FNBB0:&C:#+Y !:5(|\V<,RM M-W7N!&Q,SM'FO+BDY9K+I.49_"H?X"TF)&!QAK_CV3F@9>2NE9"!6V9!)27 M<6?!%;169".5;KZ#>0.>,;E#[$Q^>\O/Q_C?(%$W'/1["DPB=!(.EG%1R2Q1812O*):\F(L*W=HCO&I.GU(XAK>5Q@2A_?7IQME[3S]L7 M1+T;Z.LJY;,K?QQCO_KH;2NCKOG0MB52=T'>J%;J8$X(\'6W6+PB!ITDQB[) M)'Q]{#,L78\G[WL?/N/BY>>A#T3FZ3ST7PX(Z.*;G,508DP\.S!95E^ZBVD60-G'E*00K,< $Y/6/AXZ4-U2VEU\PXTMBZ;[&L]?+$.2FQ;A4C*XK\-Z; 5V7, MR':;* 0%,JDQF:X%,R97::R4:B/)AEY75Z;#BMA"Y&R*#2!CBI78&D)R@G@> M=8A:TXX7%XBGM#^TX;G(N]A'G2SQ=JGU(PS^FP^'SY6*@)_1GF2@UU*3_,PEDHI*+F@D#6ENR MN":0;10^+>T+#&2SR5.:!O4;P!R3:MV6/Y>/SG8KM89G:8M5N>=Z$2\F&9WC MFAQVB]G6$GKRUJ3,P-!88Q6M8=^G&WRV!SPEP*Z78JK)V$>CEBY$C/U[0X5982'-+S.1?, M:)4C4ZTW#:X+]1YWEZ ="3:BWT/^)U3LYW183MA05C8+"KDFJK9AJ,T(;FNIAQH)("&R9,+I(^I"0POB)BS[KB>C)U""EIFBXZ##*O @C1L M8.A!1U9T,=XZV3J1Y$9 8SH!;DJ+=F)H5R*"&L=7+E'8_*-JRKN7ZHD<8.3%3DNOJ:(DGJVAFA M(3D*R4G0N>C6OM=Y>O[WI<)15.I"S.>5Y(M<7J5#@!@1&]B\+DK=3.76S9?;4ZN>U!W\/1>E.- MTG3FF^N4M[CJ$OZ^(WU?ZEV)*:!$]IK4NT*(\>PB QHJO.IZ3L7$LU#1J>9 M$<8U[UBQ*=9[GKQ_UU1[4+GN.AHXF'_$Q86@A\)2QQ(FT&2 016E(5J32(,:M%4S,2=O6W7/OCJ[5;B0CD?ZUG/9(SZ3 ;_CR9A;F0RUKHE=7)6J3F)Q26BF0 MJN1:RTTN*-*7HJ7V(F?'1?-.ZG=&]SU$#-N2Z[H5UUAVS37]&;Y+J16U^?$J M(T=*E6L*80$?@P"C(O/1..-UZ^R76T&-JV[FD9BTE:3:=6"@H5]HMOX6JV>; MR,"LF[%_^*Y=[[!?

MKERQN1ZZY*+S^G0QHBOB5C];(43,-$*,>SPYH';<@W MUM)"="F!508%D^A3\QL2'W:$.S*:5^T4DO-H>/ *F"Z^YMHY\,G0=\X&B38H M:5HW5MNT/.>1^TZ,E^-7=.79A?@?PZ?#VK=0H"5 55EZE\%,5.:]9I8Y7P*V MKJ3:U*=[Y)88WST]MQ7_8QQ !,>=XDY#P;IH! L0!5>@M?:! <]2,M;Z58=,# MB$=NS?'=TW-;\> ^P=OGTGM,PI^DX]0?#RA]\5^73?^G*N?=<]!E?U*OA9IL4
M.#=Z\/95T+N8@4:ETL0;6AJOIQ_QTF.):1..,3M5B$*&(ZCH+2FWD, DKUV. M]5>M"YYN1K2M]KSAT_=.7@^+WN2;;%8K]MRYA[&%@=K8_ A0XY8TYUN2>?^IF_C:&1:3AZ(-076FWAA0+TMG/-2C>&S? M='XCH&;:!!H-\381XF/RC0B$$Z:E89&1JUR*H2C+U6IE%FK)*=,VFXRZ]5[C MAE#'U/5U7)R[MR ?D76ONF4_4JOL@$P/*: =;M_4XHO:0"]C'-ZE0\S+&7;?E&1LQ@MS]_> M?C-EPW$TVA/YIH2E.)F381:L4I%,D\T0-? E'F6'4&8OWJG5<=7TYT79CJ970 MZ[O:I=%)JUS RIH^K3.-*B4+W";"48TO/5.\-5(QK0KL;'<+YJD!I/>S,LY MC^7Y&@AWSFNG/$3/R"K?WF*V",:0- @)Z+?9+K'8!PF M?)?R@3|] 0W$Q;'LPD3D;'Q$)2$E':M\:X%C1"#_D@F?++.Z=E MV'[>VYF)Z1S_*"?=^_U-RMDT;:
(7J#W"EPPM1.%B745J,%IL=A=EI[4;K^6=?W MW2<:SA;G_.V>O2L'8^MYV-+]J-L4Y^EXEO!9?]B?YX/%8GEF2R8FV. 1&13% M!R M[C,%C!X2KSU0,%@((ABP7"M6F%8\M+:L6P$>@_/IN6[2OF1C M T@65GL0" Y-!"-]4*A9R8^I&L]PCL'O&RGY-I'D#AW%EZ&?5S>G=D5[@R<- M$LX2'9]_?4)7GH7%-(5Y?C&=+7-N0O#60%(ODU$8' M+L54:T="O;/#%]O:-M^OG^<#]JI[,)IL./\M2VKO.-:UC9C8Q"SS/@"F[&M> M X*O_3($1F9YU%&%UFGG]P;9<%5DQ5THA4&,FAPK(12$0%ZV]3QK5X<^M8NR&44WZ>>;,&(+25RQQAD_7K]$L,"?_W+_P%02P,$% @ DH)D M6<)@/,TK20 \AP# !0 !M87@M,C R-# Y,S!?9&5F+GAM;.V]6Y=;26XF M^NY?4:?G]: K[I=>MF=)JBIWK:,NR9+*GID7+L1-XC23E$FF2NE?? Q!D,F!D M9I+W9$!F@3H]|

A93(K\6BC2U**FSM2&E!!U)@9'3EZFU"?@TC]9.%>2M.A"#TDI1U.BYP^/3T*'=F&ECRM[=Q$- MISG.1UB[" M0]!*",%3;GWFN!6PLU>;-
I0!&H;41R] "4 MXZQ!G(VG1/2:X@U-KDL>0D4F)!NM:!YJ,&H+C/0MAD@3%1.P%F#2%Z#2+$ MXE1F+I@#!=Q.*P"UBQ[L%
(#:1>#'#D#58DS7+^>;Z?55X(7GD@WW+BL&]2H$ M$&H&06<#C)9]]#S8%+8*-CU3$F[3V"<94-J)U$E#X38N GB-IUX"7]W\OK8> MMP'5L
#DHT .7P"R.T?KA#<2\,'81RF\Q,C!BIHA8"0#CQHA!^:5B-[J[8XI M3HOU)TI 'HCT7>3:NK?%=$*KW_R*0+W"V26.YE>_CF>7T]JTY=J?4SGQH&C3
MTY$FK6)RX.L]*MH6LW:H$XM;-3QY=J3#EA=L1,>D-UDVSL[_:R9 GQX"BDAS
M2LG73M*UBDYMPH.%'"]M2*D="N6W*1>Y\>'?.I_=)=;X97T]+/DA'.U8B;:0 MI>%BC1[7#EY*D\VA=5;6N]S#-OW1-
SSZ6Z>OJ[0:Y\N_F7^ZK5VEO4-D"-S4 M&QP9:4I26E!H:_E28_!A*].-I-UYY+=.UK[2.9%<=\9\3EEHT QK,SU#>E5R
M!*Z42=$]GAC^(X#8V,'NFZA#!!!KL:T_AJ,1C@GI',IHH(\=E1OM8K^4EF@%?E+7IO4RZME]?3EO#Y+U]=H6JV-
=XSJ(VU58G(8:GHX=7T"ZBW06M%_52]R M"[@!)9WM"/4XV6>]4;^]BC7C[034+:H<4$4-7'!#9E]&0++[0"O+)1-"AM#Z M+NI)J-DS^6FGJF6[T-
5CP;Y%AW.2X^S3\/--85J75*D5I 0BB<'H!#[4+B0E M*X[D2A33.E7_"3B']^AZI?*1XGU=>>@A.^VWR9A"M*(A1Z6D]33+G6;Z@QLL4W=[<&
(1UBKI(%L9ZX%?;2GN"R@F@B,+A-G4[+7L MD\ G4AS:\K>+P!KS]C>2U,7EQ0I(L(BQT'[OZ^6%&$OU5F2]NV[]#?@2TE8U
M"9_K3'QWT,.>P>TM]DD+F34TJ9>]5K_> 6*2"5&Q"""AU/0!T$1PWBC;G$B39 M][4V20OR[@[Z#9*WM\P.&I#Y?9;+Y:@>Q@]*DEB"S< RP^LF,=%
(D&B]([.< M*]4ZJWH;7(""]@M,'TW:K(''!8<-\;Z(\?+B1&2 1%68+64CA@&>?^,JBY(TD"_CF?SZ64-J]^J@K721"831"MJ]7&3(611P*$L3+*HN6E=
M[?*)UO1-Y[H2@&Z62TJC -T@E2]"S(H2]@2X6A4%7K-K6V.S? .-CQP8< MKUU[!"C54\F+>C6EMW#^"\;A:#B_6K;ZR*BLR!%D2)0I6L*
@1&X@%0;S\E8R:C+\/Q MQ_O@5G?V"B8I?:V3HQ79OJ*VG+>$,!DM;*;98NNHPI. CE!:J#-GZS! M]7L0GY1W,69 #&0K>%VK6VH'68H21-
(\;.,NO!EKV_GR_6D^@CY]R3.ME2 M4Z5ES=PG2H=5A&="&8?2 M@UWDW+A$S MB@-_SJHY6D/'40 3F$')7,BEYA:2=AB=%RZ8!R[MYI:<
MCP]QA (333B8M!=@#TE3]R/ .N-O?'-MT*60I#<%F*VYV]8P0)4<...C5"[%DEKW_3FD$CRSL1],!W:0C$#HLT!%.<&?/(&R*RQ0HMH!+9>_==
"[3;\'.P]8&G43;QV8_M'.^H$A(BRP+]X]$@LUKGUE?/UU&Y#HI+5DL30+-:K-!X!BZ20B)ZDWQQR'SKN,T&&,>VZ5\W MR4KJ*M\>WO"
[.=%ORB_#,8YC/1*=S.:S@:8]RP=DP"*CN1;EP&?2\UB"!]VW9TE:74>_BY741'"EY/I=/)'A8J?Z7?SJX'6*DKK
M,^14J[%H6\B]E1Y*20$C,X86K1[W@N<1GH?&],A*#S<;-J%]-;FX&,ZK1'[) M^;:=\R *KT.MCY%*K65LR+
()605(,07FLD\66[=;VP'>^6I/"SYZ/T18[9;O M<)[?S^L%GCM(G0RF>'*I%H5]%2\< M9BJAB\RBIR+EK7TMH>W7DH3D]L]!"; M6F%
[BU6_KB*ZUWLW[^.GG"Y'>5+[3S]RF-W)VF$;/UW.T M#"D;U."*7MS^)]HE,:Y0:+)!R,456^4MGN;UG,2-1EUOC696Z_?7'!F;Z%51 MFEX@DY/,K<.
<)W@]9Q>.M[F>LXM43^5ZSL:0K^'6A0I?)$&;84JU/21&R-F9 M@#)RW_SN[JD?ANW$[3:'8;O(^'#G']N@^EX/PW9B;+N#D'W$?3AE*+98[VEI
MC%ACN<9:<"Q%$$:0%ZZTE*IU-\M3/PSK00=VD?)!#L.,\"85[R"YP&E;% '0 M9 E1EZR=0BMEZ_2FTST,VXF=9P_#=A'M@0[#F F,$P1RE6A?
\QPAV,B@\!"" M5$$E;+[5G^YA6!>V.PKW,#G,1N0L@PD@N:VYV0K!1W0T2VF,E]Q);-Z@^*1S
MF+O8=1WEVT/D^M$TOFUP?:\YS#MQMFWNZCX"/V0.LU4R:VXEE'JZHC+9,(B& M02PH$N?D^_)^H\^GE\/O*J*32)DS Z*K]5E/2=[I9#;6E(L
M#K6UIKD=1TU45=F%LYVJJNPB\!XV_OL;W2N<3JJ:]Z+R>5X/E!9J)(7A<[S M!H4I@',Y0"ZT^VD=BS+]>O?W\1S;!'S=PTE?!XGW'-
;&"E\8OG_@(E//@O(6<^TA#O9,",U"ULPSH_K?>3;TP7D%:0[>85D+TB9D@"=0JU39 >>J5%@\=*&AU-=UPC3/Z+V]U###<:H9?^1IY'$
M4^F8UUOC]J\)[9[>:<20# KOK(;L4TW$H(7 JUIB MS#NCA(E!/.QKM_"\X_F1NAS@//KT97R;[71>X>RZRJ5A!#9ED-JY6B>O@->TD!F;
M+$_2Y1RWNH#V3&W!]9&/T?NV)9V39F)M7/CS/IH[V4G;8&I8AOOR=N5 MGT>I[BC<0O'/@D6S;.9D(JB<'7@C$+ (99)2$G.+LKV')?
R)&KZ'X'L7F39. MS/CEPZL778YNFIF26XK*U7O/D=%*1DNC9[8FI 3M MN$#)'K;XW+BW/S_28Z'U9-!U$VDOQR^K>;[+LSS]D@>^\)!,$% *^:E*
M*P$^E0#,.F$-2N]TZR2<-1#GQ74G$3^Z<#=TVG_^K\OA_"K0>D9N[D4MB[. MV\!AW_;)G9WUO:,0Z
+N^T\XS2_KT*_N#/V"1AY_7#A.+Z]N/_(6KO;IFG_@ M--WJE\4<8\VKM[5OYI$DWY5DLL\?
M++VFXCT+JIYK::OHA5JNGQIJX,WHK+&TO^_3"ORAKA ?6$O7;A(=A>QC1SQ6 MLU_"7UW!"\P;QIP&)FH/U!0UR5$X"$G(8"QJGUJKZST
QTIQ/9(./*S]M3<7 M?=Q=W%L0M],8I[(DF:OU?@-;G^_M&@V]H^(9/WJW$;]CO>F1FAZ6HY\O/H\F5SF_S],OPY@W2_&WR?@+S2 O137[M,)GCZ.
[O:TK(;Y/Y_\[S=SE./HZ'_YW3("C&C&"EEKQW]7(?23'1Q+2+P:A2 M@L^N\5+6VV1.4)W[]95/0RUZB#;W-C%ZY8>3],MD>OVC^CD^T"J84"\TZ!)C
MO=I0"Q_J#%F:$%W,A?G6E6T/.\-_O!FGHT!'#-2_O[RXP.G5I-SY_<,)WTZU M>31_O^'["ODW$,,IG L@QZ*,",
\6;DJ%0N>#%L0)5I,2FB#K>]&GM.Y@-_V MAT0.@<9%9Q#&R5.HE?R=QJ@%*I-:;P#?X[G +EK:W[G +F2?YKF Y$47I1)@
M0=IN2JAEMVB[0D0SI_[V5S+6^/'-FYP([Z<'3YP*[-O17]%,.0I1 Y%YWK?D=P'CZ'N,\;%E)Q6MG7-[V!;W0CF>&N,[UXQFXC_X<:+0-*>@)-
D4M+0J)AD0I !.%::L9BZRUET;OX?C MQ'T4J3UA#:ME['AFQ5WA4AD#61A/2V%*X+C+8(-+TND"'O4^#G ,<1-
ZZM'0N\W+7=;'T#L.'!O1P]=!'!"AP[2QZ"B M XOU#C*M98!):RA>&Q:@//M'TCLI![K'3W;\-2#X_L(M&M+>QMP/9TS M/ GL.
<&S6C<3CTZ<'!P12G12)T8>6/.U8IF6A)(SR FEQCY2X)P?OL*\DQD M_CCZL8OH^R@#/YG-:76MA0Y6$=XBF3EC M#<3A'="&)#TL!-])PCTD?
[]/HU$M.SU.?UL5NKCVAU;1DR)"P1PA!D]3UMR M]]X!N;A@D4=9>N Y%; SD$[^F/B> %L MY;(W0GJRBKBNA\'D5 E:K12B9BXY]\4_ M@'":3T0-
@A MB_X'#Z'SBZ)+7' MV>5TZ<@W*'>SW7,[AY_W@-\HNGPS\NLAAIMV<@L0ZT6/"6[@A1A./M] M/ FUWE&-@_PZ_GRYR+H?
UTXT>#WA:P54K@3$DB";VNF&&23M4!BQD3FJM1< MM*X>WL<\NBY^#3%=)\,6>JL-)D K8BT[K<#Q6C:..N<"E$%+@" U:U%IX<"H(''3-J83,JL
M]HI);T9TI.SUSHP]HP(=Q'TX M9FNCG!!PC>DN(;LD230\N]^H:5X+E4\ /IP"Y2;AQ/>G4YFY,C M/?UK'M':^B'CQ>O7KU;M#TM1/)
(S$E2H3;+9HOVA DON#OJH<]'V&3O_F2$. M[P:V8GP]1)%O]K^75S=?_G68IS3(IZO7-?ZU++;-I4DI9M#6)5)GS(P=@)Z'+NC#\8? M4ZK>Z.K!0-D-
-/?H42@#QDMZYT)!0!,YJ*Q0\Q"%]:W+ 9R ;CUCSIR<:NW" M4I\]M5BZ9PL)R.O-VS%M+$H&R<0 2BB:?XWOQYQX1.D(8.L&NT_.;R=U".1
MCZE,1Q9Z,*'NS'T![N96:.'($Q,>,DFM4 5LCE%S%KE2K9.+#ZT4S]@JA[:)721^ %WX;3B+D\OQ_!W.5QD'5C-I M=0B0%:W0RK
"05L+&J5!%A/ZTOJ0ZGE4AS=,6G'XC&IT)* '8Z1NMLOM,L=/ MX^%_72[?!Y-HEV1UTK1@T?N &8(-2*NNXI9KQ9UOG0VZ&11?447:
[!@4IF,M]9S!!6-! MJB)BD [)[?JFE>$9T^.0NK"+K ^C]?[7DZO>F"S-7DPE@; M)"A:$$/2Y.<+J:06B*ZU2;H]NL.;(6T8?5Y-6M#1N,S/PR.T5ZN&
[W/Z:C.D M 9;%A2\KT#=E63!X-@A>VU@W4R.9!5=#2LR \SDXEFH5OV#D.S&T\3]1C]B M
.W8B5('HNPX2G;';%^"'B21I:N]$&2N1;,]K=!HN01CLXW"))M5:Y MI_#\0[W:T=7#T<.RL,[[*I2%H/YS./\TJ6+ -!Q=_93GA'LXKN*Y$>N+BVIJ
M#@)#M%(J2+P6=R-S$H(BB7"MM1'".1E:'WWN#?8?2G@@HA^-2C6\;+2\TS?'
MK[G%%:.GGM;Y8M'64#M>)ZHVU7*L#_BU.H.C2=6T6\U!EV0;*MD(;@)='M4B#&]Q.K^Z.^>7 M5W=_LWP5E,H-NPB\YZU8'5"[Z/)3M=-
+M/^&6."D(T"7Z(@,\MJ&5N7 M7UA'<7@SHRLW3U"]AV![,"%^+B7'&N^[V0]KCNCR9.ER./[XYO/UJ5(M2HI1 M9.Z
:9J]0E4@""_(CE(V,%>TR:W[VFR/[G"]JT4NPK&H1]$HW:"?=:JUA^! MO503'G_)T[J7ORF+ICS+)F'++'],ZRP?<2<(H$.I"2L:\)^>?T^8LD:O$F'88
M6K>.?!;4F>A/6^$W[JNU /1I,J(GS99'BJ\F%Q>3\>+G/W^-GVJHX%W5\8$* M2EDO!#@4CC9@$H0304+D)DGF@XEAFU9^VX_XC?/?
HWA[2!SX*9<\G>9$ EBD MS\QNLE)K#O@6,TWQ(*B%A/CK50X++PM+%*X6IS.+2M4P2V@/6-JTE? M!#2\4%+G?9,L]69\+]1W$^D;T$[&O5(",-4"
IG7QH">@_>FMGLKO*1MXJ?/ M#O2-\]U>F.M,ZUZ9_K6LTDO(0YM.0OWE[^,I&40T>M7?V\0Z)QBB0$],F?>@ M
I+M[9T!\O2SJV%@Q&W.^QM"^AZTIR>"UO7,=*HOZRV//ME,GWD)?"TV.6B M&1G,F01DR>_WT9/+[Y/05MLYX=Z
QTHJTPUYFV[9LDXG1,COKL]60V M>YNG"Z/X_>7%!4ZO)N45CN+E:+'[34I-JHLX3C\-1Y=D+_^6YW?_ID.WQ,8(MNK=-
[%,DC2IV\MS,>FEU(HL]Y2,NA%=#Z-Y M;61]&"TH.DC%C +%;%[6]$.=':9!9:6UR3@L4WRC[SQO)'XS\743<2V3_9H%[M<7U0RJS/V4K:2H-
!LO:]@9"P'I0*YV/@,:O64;IU%(<_@>[*S5K4OI-@&]^+ M7N!XR7\G(=XDZBEOC,X,1 PT0RYKJ1HA@-%"$YQ((63SC
.T^0%OIY,R7+CM@^*\]ED@2!F[!,$:_XK[HAS4R.BO![>@GPOA^ MM$R:R+2'M_ZW/%_&^2J8%_/Y=!@NY]4#^3#Y;3*NSB))C/[XXZ_D-D[S;#ZP
MY((X$QPP41(INJ+=164/QCOO_M,P_?IKG].)+GN+'O"H!M$Q->7,YG\UQG*XOM,>!=K88EQ.(X.IBF@R@(K"H M,*:LI+*A=4AS)X#GI$C],=-
#B+&@W*&DUEO')!] MGI7@/J?F];$[0OP.5*D).PV3#IX4Q, F5CNK!]X MUG;11B#GI!C=)=TP%^ Q4-
=J.N#DIWNN%60TEB;*,@0,HA8MD9Y'9_IWD:^A MG+,*['"/M1],$FBO!S925$9XIGFH15MKOZB4B3_L?<&NL#-E[W]Q!RS.03D0I
M^HF8=!%_#U[U'?\^8.;1TC85>#[K*(ZORYT4[F%&;3+M/OSY?PZ-MNW -=-L4R]:P^LF[[%5XC9(QGX;VRWUHZTE2MS:CT4F[PCAP96HC9!8@.&[
M*F=DUE[+U+KY0ROL[1(\.R):)IC9XG3PKB9P8SV]KFG6]?(QK:["J>""4:W/ M\MK.X%"IH4?1W<>32],_JEDF';<,NKS0]8=FT343OI)
@IR=SV9!EA40XL M+TX(5FS.K8LI]3B=XV>Y'EY)'Q9[.Q%EZ./ X$9DO^'%38N7+?#U5;KR&6S' M2;]&6782DDI,GD.C8M<>!
[(@R5W#4$)77M/Y03&617I'58VMO97CJ-ISR3S M?K.*M@N!C6M=_OOKORYS(>\G0SJ5T4B5@&E5B_9%!4[P##GE$!+G/#[L)K$Q M:W3STX]0W;
(I Y.FXFN< OPNS^;38:P]P19)R2LJML"U"C2M0A90N%]!< E*U56*"0DI M>J.#-4*YUDU@-@(Y$R5H)^S&Y7AHRRJ3Z44M]O$2R05\ /#N4B2$\33/
HDS M0NFD(;<7&0AG;!1"%!NV:0&Q_8AGPGV/8NXAN-_1]+EN^<)YK1 3#7B3:]M(
M)\!+Z:#V5W,1O6>E]6%I$^"GHG('CDH=GO1';96&1Q2_+1NQ/) 56*$V6J7-.MSX@ M?A1,U\7NX8.7\:HP;.%])HQ6-$HZ2WK2^Q;@1RJ.!X&ZX?
MKBG=97OL@/5L.A^|^6.(HW8D M8A.=':38,[')_):Y5;7&:293/1=P&.OUEXQ!J,(SV\H$/05""PE7]L?G+L)K M'T=
<>4(9/>?.0&*"G"U)7P4F\+*U3MJ@K>+;U/*[>>#AC/O.(IUTE4?#6&#* MP\K_!%'/Y.7<-U5(3#&0]8&3*PQ*U%3?EU&<%Q*(7UB!I^Z(S'+\
<\?)U]^ MI$ T4O@P6OIA? \/[7MG0*'C^QVO5&XB\CZ.C1; M'/I+_%MFW,A$U){6O#0P8ZDJ&FM8^(K5OUG%#/@W[##6VE
MW_@H=8>J_#D9[HU-8(-,9%O$0/:=3H# MSGIOL-^Z3AV6K1[N?6T%_"TMD./Y(4G32P6LI+D5F*I'?)LK0 N;+ A"N?Z M#G<_
>^[4J4]&'GT""C/@[1[7D"_Z<<7?^ T+;HXCT=7SQ^6;?0FZG.6:A'3 MK3;?N2Z/OX!U@^W%.+T= MX?A.93_>3VY(+;"U9Z+KNP(I+3GMQSN"2-
8'+%+/=QM9Y M9IC#KR!]JLH#9ZB9?!NFDCR;\28-EMH% H3,A$L'7LTOLL%,1$$K'9.A;,'[M:24/'HKT9I+MH3K3IK2F=^]__]L]T?63+OA@K+.D?
RM%I;E$^A=*I%6H]A4L03J^3>#JE!,%# 6R]R3U1XLI/6(T7O^X_A,(QK_^ MT_\/4$L#!!0 ( )*"9%D18#:ACL(.)X!P 4 ;6%X+3(P,C0P.3,P
M7VQA8BYX;6S4O?MSW#B2)_[[_A7XSE[<=D<(W7R K[G=O9!?,]YPVUL;/7,3 MCFI4X"EQNE2E(5FR-7_] 7Q4L5XD@
*IWH@9MRP3R,P/F8E$(I'Y[_[^\,2 M//&BS->K__B# _Y/W!\!7=,WRU=U_.'7VW>?OWW[]M-W4BQ_6A=W/P>>%_[[0TO\C7[M4N&B^H
)7TKNZ]FJYT?^'W\H[X?')>]^=U]P<7K.95'LS:JXS!27?JRX_-=S MQ'Z^@'U'_%;'O#I@KA;WHRL>AS#]Z(S=6VDA^/0,]\A?D+Q^6FX.S3ZC.GFZ*0
MZ^8K7.,EKZLU*7GQA,F2OU\];BKYS^L5E:-JHR_9YN\K_E N1,3\-)2B4_%M'+_Q:O;_G?YLVMZ1Z72^5.K8M#:-=T%FAW)JZ4V-:X"ER2&MR6
M_L_*_?V9+ZNR^PU4OZGMW*0L_GSTP5\7'7:XH"-?1?O$SVIN_EC!O0]$%.N' M^4"NUO/I2O-12>'_ -8%XX7<&YT
\LARW.!GM3LJ/XDW>5D5.=FHV+I#'76%AI59[(B#M0![Y$&U!CL&W)DV VD=62H=BK,:'@,(#NV(MR5 [LW#-_KXIJYK([;JS/%QNS]ZOZ/J!?
UB7\O>O<7E_4ZR?3L M_>K3(R^D@5K=7=,J?ZHMW#61/&):+3*"F)\"F,:A\1+B .6 HY[O.>A2)(M&%L\\8*L=4W@%&R::%F?66UEZS&MU*OHV
9RLP[RFG'PPU*R_J/Z9_5+*B4 MCZT(@#R#=<<^P%O^_VAFN29YPWJF[J7?FIEM/A=6WZ!9!B\,U_7A^YU*;;! M3>]5_:!8EZ_U1[#E'NS8!U\[
1SZC5/BZ\@:3\+BK.9[2I /[?VDM.P6B#^M MU^Q;OEQ>TW]L(0Q2B%F"0^# D*F1^'-!74 M)$0P1&SBK?
XU8_G6$[HK^3"SM(-0Z5E,5P"86;Z.ZA7HZ(*&,&@HN[-8.O(Y MLCR#I&:U(#!'"UH"K3%F&OV OR]>2_,B#4GQ9[Z4%N.6XX(1RGT O"F*(D-
S]98G*PWC2#EN49H*?,(G8GUN*,,&M) T;X"DKJ>+H^! M-*S&#D4WT^"S4H.O#6G-...8^*P]9*U#W/ L=PPH] VY)IRM88,?EP;9B\

M+/1]XS0V>A:[["E"9Y)T'S>S1F51+3[+=\;;+XLF*_K]S(.AQWR(I&\#LX!A M*/_/41)2(0*A8WT.YIW8VGQ1'V99Y10ON]"R^EKUE.T0@F';G5WRXN'-YQ4"QRE04R4OJ0BD7_XJ52:(((>$1YB"?'"1"SZ!ZNC#N@Y4A8! M6C--VA%61S-+21!*?7P 3!(W<\//HJ7G@E^$@)7"\4470-&$BBAX,R2ZL>L] M)I?-%)?Q?/%Z_<2+;< ,,J?(/* M94/]P_6*[?^B]V2S!WZ_HH7T3?@;WOQ7_GVY4;FA;[_3>[7P:I9+T%LAN/SV MPM2+]- $"D8CB,($P91G%+ (L87&4!&&*V:++:9O*,KA#SLF^DX&>RG@;TX6-S M%E%S(7]HCB#PBC4_\!WC9HOPS*]8;VG__;XX0QLF.;MJ3B!Z#%Z!'>^@>42] MQX-?[H]HA *=5."'3JX?K\!6--#)!1PH)':G6/R,F_%D;LS,_.S.E$O\V(. M7;,7XL)N9>OME^M,5:4(M+M\#R613L,8\B +(8]P7(U0C" C+,&$ M)HF7A"9G)N,D)W81^S&"FH,KT/%0&PRSA4,#03UC[Q87,P,]!LEX5-;8BN]+ MZ\CR:1"R7BXH0BQ.!88B]@A$?A1#C.0V M,,IH+)) 1!GBNMO O9DGUO&6%FB(Z6\"]Z4?WP1:RV2FGYKB&&T!3[)NM07< MGVFV+>!) ?I;P-,/F*D$IVQQO5RV4UT7A5I^Z\!++;]PU/OZQ.:;.%%@N0??- M5? #U^N'QFE8;0%P^W^"<_:7<)AG=\N_5*\GN;]]#/7Y%'*AT> ^*IL[&ATO M0#$#GLJ?>@E\'CJJA="XKKH&QS38J8D+^*JX 34[CA391'(KA=8B,)MBFXC; M5W"C<>:*_G&]^LC7AHOKWJ")55?2@A_??C)8/?=%&E=!:VG,=*T3Q/%Z>))[M*WW9GVDVQ3@I0%\#3C]@%W]150W89LD_B,>X6,E54T6 OMSC@JN[5O1ZQ=[D MRXVZ/:2N6^T,.2=^EOK8@T(0!E&:$9@)'\$PB BA%#.28).@C"4?4V>K,!X> M/-^_1<0O[#IABX]6L"AD;XR@D. MAL$K30C:5=E5+&M44KM(UOEIYXMCC8]V%\4.?]K.WV\WRO@[++]7F63]M"X&# M-/,X@AGW!421ET*2,FET/10+1+$7)<3$E3\F,,&ZMA&92E$$CY+D57TW6#J6 M\F/9K)AA)LX)B/1\[,L$-J//5N:.6!V?NE(;$'<.\7E9'/FZ)PC,ZL:>%_#0 M0QUX\M(]=S_<^'I=5N_66[>7L[:603^,?;USE*^>;^3'APAE$21$8.@'6>!G+.&"^G8[]AFEF&^_KW)BJF>HBC$RL!<6 M5LS5E]WO5OD_=5WOEWWWIC&"W^D;-8P#*$9@S0EH>>YO(ZZ:%TF>59G3U4S1-MA1<_UGEL8DX97BBR\0*OZ7Q6>6:6? RQ"QJM/384)KTJ"LY*=S,3)Z:]1ETIHM(TM MT$GK/@7QO#"NDJV/"2FKE(HE9$(=(0"^F*424A7)[C&(8HXBG810R MSF*+&G^N^-/Z_-T6 JR+;ZU7L,<4R%NN#/?:SMZ2GO68%73;0_$^K!W=*]"Q-M"I26'9T?+U>M4TKE*NK?]YRZ9-^435?Z[IYH M,^YF5O- #5+F]_XM*B%!=>%37F=W)VP?-:O2:LTRG7)(X>*I3>SKRO?-#Q_7A M#86U.DS4F7^V4T4#8?O'BR;#+)=\O)2:(5>R%5_>WA?KS=U]{5,| <);CXKG= M\Z/(C]{T\R$E'$.4X@3BA' H*(MYXB/*F6>TLNM0G7@!ORGR)W5C\0$7O_'J M<8GE!U\5>%6]@L3&9=3U<-1'B>&R? SD<9LN^GJ!V2_[(W/,M M]WT"[BWUFD/,2^-N\R)VWD.3T>;YU*,12R'"?B+_B!G$+,M@3*A/69CZ893J MUL4]1V2>E"))=\]9'%*6YIG79B? (SISRO^TMAY3$0<^ M1-1'$&5)"#-,/!@E*8JHEZKB^V8%/G7(6AS?F-FCC]3JB=+2-$YJ' =;QOA M#!];*W58>4OE)V\!^CP.D$TRI+;$[M(CQTG.G3"I#<*)%$K]L59W=B^\U'-^ MAHD=#74)UMG=G@$*;8;7U0[! M"@4GNP3W %RT7; "XK_%EN% (,K-MPX=YSRATA1C9/AP_;[>%V+:9[=U@VV7) M9S'+_%AXD,:IW#L0G,&,1QCB*(@R3KV)%IQ"RUJ$]NI73OG?DL*P\.'8;CT M=@O.0# S4SWY]V\K3I'?KR6CZ[(2)VF]3/(H(;'/=GH>'&1YW?CVX4Y-J[N* MGATWW7=9DU.W:56.R=Z7J,."FE^F/2>9_3W:HQGGO4)[3]"CV[-G'S3_MCY5 M] [Q0Q^6M*34XDSHQ=&++7U/<2[=H25\9'S^=DGM5)79K_] MKFX]\;]Q7-Q*=/G"3^(DH*$/.9% (I]G$ N40.9[8>1'C$:)49[O1\3*Z[\ M0!)#_\P23TW/;7J4#'VZFB%8]7/(KL-[1M4\L'X1.SQ"Y L3,VK18 M?&FPZ-+ >Z1=WP,<%M#IC< SI%[@;N"PT*=O"8Z,L5/Q?A.[P_X&"T^U6L41 M@4%&$XBX=$6("%.891XA)$A%FB8F*CY$;&(5_[#7*/(*//0Z;^2*OIEZ#*F M]ZNP#!3[_VND5?@J_),_76$="1>@^2FE6]=80^5&^M,;8K^*INQ/? 7O+KO M>C/WTUJOO^?E(HL]1'C.8)*D 41Q&$$2Q E,&8QPE'*<<<-B!>-$)U_1&Q; M-\D#Z)B0ZUD_&=MT1=> 4G=E=PN0Z0JO@0WXJIAP>NE? 7V9GB[X&R9D7?WT0 MCIT @['FI]CUOGS.J .!-K4+?E-T4A7^!" M9!%#0BB[P'TH-PK27TACN3=(2<0I#S,>&&W_3U*9Y

6G; ^*>;A:#S]LWA[P[:K*J^=;_/T]DQ/E M(F]*G7WPXK]% 4S9;4&P*@%H99P5BT)AV>>K46AEH#]EH5Z YP?__VI M6)? E@D8\Y(P(&$0)E_MO0B&.DQ1&W/-(%".$Z,PVQC!B96XI@$H+HIG%4+' M!J?OVI#IK;0N@3#3X\$S.[D,U^1G.9C;$W3Z$[B&W._EJ&U/>(,SM? UQEY;[M5G&K]ZNR*NJM3R^54*" 14D0P0A'4O%#%,&4RPVVQ[@*!2!AS.[VM3G2$ZL M^OWN1KN(NV+&MEST6>ST+(!;1,QLP!$8V[fZ#$R4P7F,?&=ETL^2_"%:AN/ M 7"^$/'H2#O[<"W]#*9Z/$D#M"N.]!$_\#?K\YRO%HA0RAFC,,U"M\3'Y)<6JKVC#@V842QM#/2OA$ADS&W$A M*,8&05=21^9@E-RLQD!7^$-3H#W.TE'8%BO_TWK-RNL5^[A>\8?'Y?]92WK% M4TYY>;LKI?1E_BXS'G1?N(LR3S,LTA=VL@@"L), [AX8@7X]"$MP&,21U@TS M-^Q,]6"TQ"SMQ850;_HAPU8\-E#H C(V5 M>%.#9 [(H?&QF,$\6Z'M_U*^6Q>W^/NNFL,U7<'KY*E%ED1IQ#/(&D?)1"QD MD/A9 63?A(788 B9-"_0(NHEI)5*H2O[F'OBN0 W+&D MGQ4P#FDA8Y2;HBWM0*K*^!RS9:YHB]-/ M9-$?- +6C>DW*.O5N$7%$4(@XQ,+#T@)2!K$G'58N$/;C($(HRTQF=VVW#/Q.7=Q# M@.Q=W:.9+$.%*OK(67-1H,YD2<.$BRC%4(18^F1IEL TBQ&D? LRBD&0<96;1 MOT,*$_MA]9G8 Z$9F[M$/,-P6TJ.?"\H,#[.4E<1=&.YI\W,'9. MO*-8U]D';9LVR6V9BZ.3LB]?^AZ5?<75?<[8AIZ? DH"Z$>"2P<@D5L@&F!(_M"0FS).%^B,PZ-PQ1FSK9KB8)=C1-6R<- ;6ICJ[$-U/-(\F=WW;1$LQ9GZ(A M6C.W(=(0^[C+D,X@^])(O_#]? LUVF2.:)6S.#)_ZE+Q?**DAK5^XYIS$P\KH M2%@S%3PAI^,J91IB750-ZG#.V>M!G1']5$6H/7\?L6: M$O>:&G5JI-3N94.R7V&WO%(;,TE? NN9L@S5O@9Z5?5RW+A7;3+$T)!YM;F"D M8T/B62G8R0EGTZXANIN37*!;<'3FJ%'ZS7N;T>1%02@/BI3 (-M6 813^2.SQAA1G7K5N[3.OQYT>DZIW^85XQI7=0>I32Q&3C7S=N\S/8X9GJVP D2AG'D2T"XN*_YD8 3-2K_,&\=-M56UQQUJ)'P^PO$RA\%D $>92HT420Q]E1/X-LQ3'9AU@,_U-7(F)QV].RV)KNE<^7+[!F)NKQY<\)BJRI M?<+ [59G+)OM0NT(Y+R*=9&Y;HU9IGN:VV)@VYKV9$'$AQUVDYFZ%MX'8 M5EM-G?EGVWD;"-O?B)H,LRTB5E8JB;BM+EHN@BA._2Q*8!0E""*? I!!3/X-> MD*9A$F(/8VJ2MWM(P&@],L_.,1JS4D6T_H1W"0Z\9<"T,M@!/GJ^Y252FRGP MZZVH;\<$M*CK=5H*9S6\#J:?N5[7:>&..W.=> <[BU(+]_7:MSD_JNWWQTP=_MJ6%_WY1572ZR6M: M[PSB!/M[!P^G_MWRGBQCN8(?+V]PSMZO7N/'7-KOGKNV"#![..$I)+Y/(6(B MAH1F$:1IF%*2!2EGD=%-V5&2DVM9QP!XE!S ? 5HPX/A_=AQ[/36*K>(F&KD M%@Q%7+4];V@'-Z2U9;6U3W9<8+SWI35!N#HKJS^2(N&- +L=V6=.UT^\ M>#9<*<_/,+%&FRPD)G*/+YMN1#93V1Y-T!&=;BT=E]"N6?K63,JVE]K MFO&G[=;@M[A8R4G+&U[4L9$WZC8\9]ML[8PE+.%Q ''&Y),4P0)P0Q&1/C(MC]+,)T;%($?H3:RK+36SI78,(KUUJ'@AA')EK#J*=5$(J] 2WR2+'5-01VM MKV/49EU<-44_7%EUAUG&>'!Y_VZY_J9.G^2/[U=/O*Q3V%?L7;[""[J7SK[K MX+?]OL.8H"QA'%*,.$0)$3"-HA"F7A0(&GN$,FI41/Y"AB:V$? 65^3J1KJE MK-?0<"V:F]_J HUT5>O^;&K%,PPI7?HZ<$L9F M0%6__<0JCR(.Q$'+GF7 !4T\0&,=9&%&Y*0T(.8M-G:4U?4"J MH6Q9YN$\1GJ;32=R&UK@5N >36D=&JH.K\N.">;JENQ9.O->CAT3]^A.[.@ MQVDWWZGRPWC[)UD7/F,FV8]^20.+Q U6X- %Q"CR&260Q*H)HY>&D/C<@S2* M4NJ'W$,9-U1P%WQ-;@QNUI5\!7E]?:=MP%PV%;B48]?\J.G9N7TAFM9D;I -_M+ <_IQM:@8!!I+=1CL=ZYGKB$Z"KO;A+<)FV3;@VW;2>W,ZX? M).V!FL\G7O+BB2]\'R,2<:8;:.OF7QF&. @CF'E$SN C0K!1E9$C"G/M9^DS M*!J*97U%9+EE1/ZX7:/,3-\Q7'IF["(0S$S2V[+*'^K[,3NB6_HV9V%.2N2 M(VMQ//^LFG]6O$,M/O^@>9Q*%=CZ)#[S)]F[:\%?R$[Y7!T? =X5C"B2^X#S,: M91!1QF"*PP1Z'HH0RSQ. J(;BQHB-+%^WLC?WV/M;G: $A'0,_N0G.Z$@W$(9'#Y;D$5' MB'X@1>MY"??_0*%(DU01& 4 MAS%$ B%(NS!Q,]\U4 Y\C.M0_P+^9C8C-W>\X)C15!?C2]!==S,S825F15L MF)G\X!ZC&W3 FK6@.(.*,;FP5??BLZ$LV68O-X4*#.+^]_[?.1[L"O-Y? MJ#0,T=0-P,OFG^HDC;OUFGW+E\LKL,3T-_74X_USF5/Y4+DAJNP2Y>!,?MVK MT>K-+G/!ZTAC?8VL6DNSKMJ;K.]6^3_E++VH- D>0W13VD5!.ITR3YJ^5R_4T1 MH$V4J/^O/W4;Z%(EU/$B?ZB9PZN5ZNO3'$R5X-L]7VW_O?NEW!A)^NTI<+W[M[N8ONP9L"IV=[(_K)@0- F#IC_J%H&Q+@Q\=BC>G[CXY6)P=?S<#B=V[4.8+#VZ=]\<A'3"IC'(=2&44,1>ASBA+!4F;4/>P4D:GC M6#5)T-$T+*QU"A0]';Q45,- =\KZ4X&M#T&4UJP%Y7%6H.D5BWJ]3 T(>59(;_M>M;^K)[ZO\K)>\)+7G<%*ZLB5TZA^H?K%=O_1>_)121WAE[/!@'ONHV'2.(MHIY!!+R H\SD**:6+QK_[4N&BTE392W@R^> /.=/_]E6Y-^77UG7?^([ZE72B M[_*5BO8K7_71($_(S1MA/$D120,8\11#E'(*"4,!3+Q$($*B("2\?2-O5^QW M^3XZOER\#:ZZ9[S$>]"TV',A:VC:):$K4,/ZMH_FCA70/*) /_AE?X3;PH87 M_^6PJJ$]+[.7-+P8ME/U#"^?U++.\\/C/.64G[X]^7%=EUCDK,XP M+^MN.OU_5Y'7C^OJ,[SZO UW+&(F&.*C$@VD_5_V(#$M.3_:V],SK[^(=F)G>DU?#=[>!ZV*S#;O- M_0F52U#6%K<5>)9;XAV+[A-3)D?352WMR? B^>G. %,;LN(W%; M/YHPX3,B?=PD"7V(A+3<).4"AKY/,Q2GC =:]SL&J4P=*&CCVS;WS4^C8A"L MNT16BVC=+J]WDLK7@R*Y#- @=T9@_8G=.S),AN[./VRGCG]I3ID4FA.?%O@]Q M2J6_E(8IQ#'S($OC! <3P/?]V-B&G>PA\4XA/"V:074(F*)@9[QM9'*S-Z. M? N/&UO609T<&=3OMK#;T4)A#LWGT]Y9NBSHE5U_3NW7Q9KTAE=@LKRFM;SM+_MWXC+'3%9\@5+ (TPIQNJ*:@J1+TUH%B8JA"H2&B(/@:D]:/JQ=E,BV_MD]N5!Z5'=%Z7R@B((Q_+;+2=*6D#_7+"NGW"[?H6?_]K7MW?KY=JV9*D3V_6 M%A[)@@0QE7-,$XA"$4*LBO2$D<@P)K$7,[Q8U>4:--=D6U:T%"AK%*C/D%G@-MI*P3G. [YDM6*4^OJN'1"G1]>>H_F.#E[G(;7NS2O+1!(H(#9H4V.P]LZ'),K.H,61&#0)7#T*P]=-(^9 M)2]+:G%3K-F&REE6K V-EVU:5H3#Q$-RLX:C- (!RKT8AQ@%5[A7FF72OHE#K MS'"0RL2&IZ5;'^6WA/5LR3 TPP;#F<"&;LRQK [3UK2$&G)#Y 0]%T3^;.?< MPW//HL%.XG5]JO?PA3D RGW_]- A4F]&M0S@ZR<3]UM$%-6'04+8\53^27V[[MX41T,\4;/=5NV)B@K.BHL*X/G8_HO,RA\3EQSO[ZGAUPV3G1Y_52E0-4A\4+ M'JN8)LX@1JJ*>!B%,,OD7UDL(AR3)!*^44.&$S1^UZ='?2S,S@HL);0[-@!? M%3G0TG.HBP/2.#Y0Z%-XD;.%$R*>.V8X]>B%?9!V/81++P\R H2DFW*WMRL/V MZ$Z2)Z CH.O&/J=(O4QGGP&AS[;V&1IC]YV^X8\%IWD3$B5>QD-*,IC&/).+ M@B]W4SB*8>2G291Z* TRH_.O_N03KP9]4EW)/A5M?BS6C[RHGNM]ADI'?QP, MA8YCI*>[MI*;Z6J?BCNU/,6[(S7=LL^2?Q(7E MJ>I*VXN >22E80:)CSE$C&.8I3&A&L&^4$.V6O:FW;4>%WMK>D*9M ML=R^$SU#\')(FYF24R7XGJ]V%?C>WGP!K_&2JJ;Q]>YPY V8]YR8!"A7'2K< M,C=O(XM)@#WJ?C$-%OG6>5%P5N^DF]/H3YM*U=U01V0++*(AQ&'8>)3 ME:^,5#4P#J,H2'D8H("$OHDY':$W>=2XI=XI'W@0>4D(L1<)F&7()W%,L@AK1;O.$9A8PSN2H*,)%%$] M?3Z+R; "NY#4,"YM)[2VDHY),G"X*X[!,K5=/R2!$S MS'C=0T!O&;26R]")WXKDO@;/*0E<9:+NS3UOPNDIL8[R2D\^9'E@>N#NOL)E M3K>!8V6DJ%92R5[CQ[S"W944U6&AR,FF MUIE%DA)!XS2!(7 M,\8ISGP/0QN"XRL7^D-M&\AL6ZDL/)PFPJ<19+&GJA\A#DBBBR& 4^%9RI M3&95[$//%/3F-E+Y+07M[[JN0'))6Y@=*"I:,"F:F;9^T)#'HN_+$>?..K[L M9IZYU\N12,==7HX?

*M_KBN_L8K=67H;I7_L_;+\C5[MR[;7ZGG_$64,9(*1"'+ B8]FC"&*<(84N3S MD*D[0=0H66->]B?VEO[*|*
[O]NFK&$R^D0ZE]YTDFE$]4[+@P!+*,W[_O5,ZZ_ MW|=F9IEU#K@;&4 MQ%6=TU)?B'SF%=CQ?04:SNM5\;/&NS8O'?@BD+NJ2#@O*
M_,6.GR1%W-4/_%EN+!;L]IDY'<2R]?JL_?3Z]]Y=≡_=07C[O3TE4K55Y/_8 M+?Z^0)@R*D0,?:)*
[*P@$&@+2+U[2^/W]8Y6E!J=KIDP3B)$H@2OT4I@GW8<1(%/F<(D:2 MKOS;K4&:P1AA+<7:+_EV:Q'L4\3;7'WILN:*
I=&=\U^!U4#ROB%JF@&\BT"P"]3U2&XC=BU5AR?^HY*Y"KF=I3-O.&U,W*,0 MVN@ R\9;BE_E2:@5[G->_K;M@_EF_8#SU8)[6 0X#& 99@!*
;XVU%TVYM(4U%5W MKC%R\[;HTA3^J$^7[CC+0'E]/)L_\6U:D2+T M_2" - HI1!P+F""8)1YU!=A@K+8K%F.-NF)+*
<*6D>XX3QWGFV?]&$#)HPBA M)$TAX314'<\\F'D\5>548H2%=)[2Q+";SB1@6N5#[N!4.8*?I\11,RX_"39F MIG8'2B]_4K%1Q\57-%_F-*
0M770*5PQBYL?BNXMOZA.>-31L#,A+?H?7QZGKKTIF9BU, Z=F%"\4V M,P"?CB*\'P8OW!HK^8 TCK3Y%(59U79*
Q$/|''K43A$_Y)C(3:12Z>L5ZV=4 M-K5:%IC%&4,D@KZ0"HD8%1 G 8,T2U(>!5E,O-1$*\<(3]RBS7',$/%5Y[*
MG$53DLV2^QZ)_.NBN"T>5A5[M\1WV@U(3HZ>.JE+$@6**O3[F:7@EA5\#4$&1=IK_C'\I+F272^7*
MU^SO]86%QS8:HZE@QR,G5BY)$$B*F[+:INGTTUGU->N$S.-:=9FX9AHU(NEX MW,U(HIEK45V8]U4E$%-&FQI MU^[9Q^N_&'4B,*
13SUMU#Y&9)E^"CGES6"-A736$U2,Z;Q-8(R".&K^:C;8N MKE1P7/(WO/GO^]5-P1]QSKK2K6T2E'2J/ZG4O#:,)ED4^XR@,(*>J1"/Q$YCZ*
M:0QY$+/8$S3+XLBL([4=(UH:L9D0 M2MN*1C4?X(>,(W5. #IHNRI'"MF:'^U'M"6QS\#TFO?_SO" 6])(#] M;Z N=O.3FSP #;$&L@&&1L^6$Z*
A0C\S0.=Q.\?JEWRU+KH>R:RLFH9*<>Q' M* Q!* (/0Z1ZC1.6^C 0(DM)P *,C>Z3GJ0RL0TZ4RS5KOW4:9CT_>)R+A3>S M0K9R&*
fLK@W(Y\D9.TYC5V1@4\]"7&'[8]F;&PT/>A+:D"])D%]IQ%+[4; MOL<-V+%CW6W*#&H][9\,0#.SX!(fBRL?%A@XN_]A0GOFRR 6L!S?#+&9Q,P4*
M,9XO/O {O'PK9Z^>ZXAB*@+"0A% {JORC5&:PBQE"60>#C%B'%&]FA,GYI[8 MC-340$/.*.9Z"H9A(W"A<&8J;B*7M@H/2#!PWB%'-*
;HI?]BIY*FY9E&X 2$Z M=1IZQ+)U#+WG;+/DGT17[/*&%UWMF9R^>FZJGM6.?>-/]52 MJ)8SV1Y9EL MOLHK_B%_4OG!^P4B_A]W]KAN-+J;*
M$=B*T%?RS-L[S9DK"$X%18$7J5M'-$"$>-)411BGKO"QH*!A,D#Z4Y_2UMR@ MFIW3IB973LU2F]U23 &/,(%8ZQFO"1&$F2XH>!-<,3?*
$PM89+Y#ZO(>]9M"< MG/H:+G.I*_6%K-M&UG?B\ZIX5%5SJHE];0,?^!_K]U+8?R[\) AYDODH#F*F MFE40E&6QC_R$!I'\G_2J$C-*
/2H^3B>W3EAW5B4J=3E%5-?AILU;Q^WV9R^#0 M1E2?XG.54P<,[[5,!UX'6BOQ6L7+X]MFWWW[[\FGFFA7T#OK1&-,21J*
0"8#IO)#C\3'1',UK'H.3+SGHR."'MR.#KV/'RO2U8_IJS#6FJG#7W MU<.W)M:Z/;$_Z^-^51W*-[XWF(L'T:$_'FNZ<9]]H7E9YKQLR*")(@REF;(C0.!*
<* R9/FH#=/XYPZX ,L9=;V-Q@)TWMA/9NK3?)6E66^S-%>U7P>\ZM^/CIXK>[G,,$-RF)2Z M:MU8ZQGT8;%LW>GO)S+O3?Y!04_N[P_#=/.JERK\?*
-L0]=W93N;IG;W A)X ML1_Y*"9<;N6Q3Q)XA3%;LI8P@F-8JRCE^<(3*R1+09P$95D4; M8L*4L$=";^[PF#1#NB??*
[>B=_&VO7G47;QH3:ZMGH<_"ZM;:>AS'Y>5;U M5..[LFZ()1E>A%XKD-,1KULNI_6\ MX8&O6DU%&Y_S@M_*'ZN%2T009BQ$M(YOOV6H/.[(NG4-*
*&5;Z>XZ+FIETD+TT:@H/##TK.RV#H./24P[X'G60%/CC3/ M/VGO#*2-AP(_RWP_BE# 6(1P$"4HD.6R[=[DK._-4.$ZZKMYL[VMW4!5D78]A,K*
MZ.$7M.7*46PYK]6?G*8;.X9+,W%!A9^H _7/N<$/!@':$OO#F]G:N MC/P,=D?*VT9"V,-^FM($$0^'"!/BH82Q#&&>QMBGE(E$*Z,V0&.&HI&.[*Z^*
M #A']@~688VW)"Q,N7OD-)PFU2DXNP.EPY.KFXPULZ/:G"W_4H%49@2KNYN!]D, M9[*$HS2(0QG3N-*
@3E+H9UC8G^F2GKH[9,R(%4:/5RATK3633-$O4UT< HBZ) MDB!.9%B8!>I>K"L0X3A#?N(E7,0DDE&BWL3AZ3 UFC9_^W[,]- -F[*IX$! M9M>*
fWZJ:"6?/A5.S47]BP720,S':U9"S..3G+_ 7%DX?KS58UV2M&MURR_P'X MZ952M+:8Y -?M\.HI!G](/^H/45L8(V)E:%#VCF@[2CB@#EB0S ,JXQ-!& : M9"@\;)"8AF1FX\2&%IYOJ)B&> >CQ72>-SONJ=OH7--_;?{J5TON>GJNY4]5 MSMH)M-O,\=LB\X,@Q=*A]^4.)C_0 M+OTK1ZAY0:IJX@SL]*
>,\+#BSX$;S"#4G#@=5JZ<#HHWARCN^+%W1&2*A*6C M(C#Y68^,3,$Y/CHR7@?N'#R4[+HLK]GJ!>H2G+XYL;78D@+N^ST2CN_VEPD' MS-*
R6I.[QV9T9JBN&2:" 3->0S+9:WS;)XR1)NP6F>W[?\QV M]UM_\F_&-<;?.%V|\O(-]++WO>W=B'=A5V2[?G.L?1 K)#NMMM\R JXP/$1C7*
MC4N%A^F)MMQV=69(R$0*BP\7G+NTN%>E]4ZRK!4U\WQ7[%HI'N+K &]"4I!A%KN^)#*?R%ZW,,@O%W0\WA:?U,C@>KZ@?*
E/B;7N%%V5OZH'@)<,S"%?GQW MGP-UF)&9#G"+1S8VH#.[HV!*=+[;"A?"O\E=\6=/7, M'\@?W^0W3GE)!>V(7]_<96S6JI+S1OY+7D[>'B191R[7*
V<8@(C3-,$ M$>92Q$(W$5C^$W5!#0 L\#2QI=P1=43#A;,F?SBE=E[+)OIZ7M3,F (CH2US M3D/0D10=1=(Y9/#*(6NGY='9?P9'+UEL]SP!>I,|-*
ALK>683PV NTN;29 M%55=QVZ+:EW614XWI"Q54_ +K9^6(+D+&/<(%03Q+!,*<$&D>]?Q5M0[C?LI< MKC4Y7(?8Q'9/?@T]I^YQ]WE%E-*
="AX^GX&#I63-;$,#,U'&'OU]+&0C:,S(Z M0EFR'H.D9C4+.D(?Z[O6._"HKW:H/_Y1TKISO6XL=_C6U*G2/^3.EE>\&6^@*
M'U4=B38>*YE+!4RS*#J.IEB@D*5?]- Y&BIV<*+?A&Z0<.9)^"U_W?KIUWG M8AY'?AA%!"49#1$.J8O2-&.()YB&/(HSRK2:SQZM.[%JU)3T:Z>[*
@^KPP5B MP'2A%#)0!MX51;_.VU DLT+NFMB?!)1HS_^4(?=?7]V0NL>%KN5U'W_#%?9 M7?7(7:&=]W*F]) MS*
)U<3+,/(2QYZ',8SX*$L]+.4E#7VCUC1ZE-'6DU!UW]G#YE_VP\:!^>6S M.&EFC6U(#\]P%]XVBGV*RYZALMC*U9^G,FW\=$_*
MOC6QXG6K>+50\@_KD8TDNJ$W>+35S7?*Q"*]FO/,CO'V]9@.UC9Y'2V\9LR-]3M[WH6YJ3-'P;$\S2 M%G:6S*P[V)BPQQO8Z/-*
F6OOK:L5^Y,NE7/E6QE?%8ZY<8'7CI]7N>\=+1(E M//*9BX07N@AGW$4)BQD2C$2I*U),7%!S=ACYB35\RTS]3<[WI#BDY@>FXT!<*
M]31_.K1@]N J#TG3L/*X?V(*9Q=,QPLF0\@\5F-BADPQZ;&M'EAB8FNA*#LU:.>E?>5\6]W6Q0IR'W (@G%_VY+T,.T? M$GR"/M(:,H=E!I8=*
fZ[4^/"'5RGTG@'Z%B97P M"Y$OY619E_'4I<8]H:&^-@X@,:Z,=D" Z:*6_!,HY;BL1CHYL.QL*CDN6EN&3,SJMU\&U+'_?N%J!K6&R^5MP?+7*
MG&W(L+=^JDN(Q<.S0!A8=|*"-/^(^DLWYT:DL6L'+%OP?F* M$@?$.2A-'"K.;(-7CAI_)N4_55:O_N4K>>;,;U4<1U&8R(T!];($8<%\E# O*
M1K'G9R)-$I]&H#+[06H3Z]N>]I6S5C\[A:)]5:>/6#V#KOD+;$\?!E!OZ[8&*
M"_S\]B%;8U#_ZM24+:HK2$9+F^TPK5GW5'VQC[=.O9=,,ETKV+:X>V'J+-;' M.TBR:J6]Z1D) Q?;RSO+N=,&V865K-O8^=,'Z8-*
3K^1[,=:W?';)\%WAU=_MTCA,11IXR* M%F4)"9AJ&8, WTTQ+.T-PU1FG5GTA#Y>%_2><6T@$DZMFJ3@]4OM2]-K(N* M!+1<:2O.^!9E+ GI?*
71'_9UBY=.04'#K4< 4YO6[, Q@7W MTKJ$MQT7WK6T+;:^TA/2TOXV0FS6+4Y/\.-=3O,MD]ME@M\6.?G+,N'=W?. M/V;F#'S?3EFX$P-*
3FDF8<9=E+DI%I'R"E*$TB00*8E<$/.9Q@+5L!HCJQ)9D MQX.J'OA^,/):?[CS!9CJN0O6D8+9)"L@@=T'D-"6O @]FK,Z$R 8CGT*V,NF*
MB;'#4]:O?/WQ#[K-;8.7,U>O2=OZ@KQS:8LI3FZ+IB,=&CSR\+%)$FIFR 6 MT+66_*?)WSZAM_*
M(6_*&:E4*]R\H/D+67[CJ@)"+GTG/N45)4M5D;7@"0]"'&4ADRZ"PF3/[D1 M0:&;1#S)7!XRD+MP*4,3FPOU=?NO_Y/XGO<_#7FU8=*
fS,E\QF.6X&'@]LS(G MG,#TR5%?QY:[MRMGQX@*8AI6AON9@ZV2+50LF:R+V9G5GMD"[]C865O7,+-" MGSC;++FD8"9_(-*
BY!@WFR..40GN9T+EC+LJ%O=+%<5?UA]*5YR58M1?Y?]^4TEIHZ/&OF M;=0LJ'$;#_DS=]8KY\O7^]M.R4]UY3P,!BY&* W;F0D @MD476PFL21*
ZC.[)&.2F?&C]QH#Z?X_%J2HAWCVQY9;-8\QM?]K]X>U*NWS]4%XL629AF<21BY&89 M1UB=O:51E*(8AUGHICYQ$U >]93$O';W)>C4%)W?&YKD_@>7/1BOH,[*LJ]3>R0VSJGDY?[JK"10)TB3THA!%@9M*>.((M$=\72#51Q(*3*,CB%BAI9F>#:4M+&Z2/-:I-+,4UTB,S +59.Z\X^:)#+>7QFSM*
\/I9UF;^S M&ZU^.%"]&1$%R,P7R_DE^*%\W=3 DY#4$]W>G%85A[+I4.IC\ P;1594B" 661KS7*(G_8*TOO8K.H MRY 86X49?,9P@F9>D=:H-*
<<1_)47F_W-WRCS/3\V8Y1@5]T]B3+IXD4>DIX? M?^-_!XRT!#-87H3*]8A]?K V@1%9A"7?@0(?-*FGIBVAFV. M4)MWWJ:>Z"2B*]&ZKH*
MOW_;'OI?_Y%7"Q8D$0LR@:(THS+\(RE*$C] #,N]-4Y%)H$"U3YJ/>RU%G6PZZ:\GAU:M1,(%\N5S]47F?!_"0+N9^BE-73%H6+$D$$\J,@CA*=URX9*
M&]!!X>-8:OHU=A$"^C9;<%1OF.U%EQT# MSO4H. :3Q+7%M390?)SBS'/%M2$X'2^N_^I%>;2OJ_7?^7H_,@]>%*6QUL_. MN4G&',E99V*D4?*
fM/%:@K)P5F"SGZDX1FJ#], 2#2U-[YPG\C(3?]+AGTH#C M[YETU5CG30@EO9)F##19*ZW|+"G(@TC[L5AACSA"^F8I*
2E+@T1QUD4Q)B[<8P7\N%L MI3^6=(0FY$O4I:S]'=ISH(X<*L6#>=7-.(1ZR0JKL,!,Q2$>-?&K9@BWBEE:*
M^C;'EVI*:FV.Z1B]F0>::HI_,ME4]T4S8[!+>#QP^E3D_]KP.OU/79%X*4Y0 M"'0>PEQ01!ACR,VD^@>11U@(*@SN)S/Q3MY)O+V\E"M"GYJ!*
EL6C,Y5S@"F MI^^7PP\3\DL1 *OYL("6=/L,D5D5>EC08RT>>=]XXW$)2<4_\:_ MT7MR-]M M^X,V&K!6O7J$M;[5E[?L-9D_ MK(F*
7=4&I06?'17L:8;4U/4!L>UW]=8C.W; > $1/ M[WK(V]8LQ7;]&_*2K\ER5SPDW(AD)(U1PK&T%BR+4"9="]0EQ-!V]]Y%+9D3MFNZ]NNHZ*
M!:\"2!*1)$R)*[=;/U5-+BG*_!"C! L2!6[D"PQL%WM(V M&0[5#Y;V/FH# ICR'33#;J'84KYRWK?W_6S'W1]B6AT4U4_I)PR*&A2Y?U#4 M\"OPXZZ'U-*
RMIS%)R)F#&?(H83@7"2)BA) Q>Y$/NC$2 MHK[_Y*4H)0E&..9QC/W$CWPM3T"/W-3>=LN \U_D^>5_'-HR83*=1P.Z<3MC*
M%Q"@7[[%0A6Z;*E?-,Q' Q)]DV07&C,#-?!UL50'H"_K@ '36&0VX M_=ZZ<"KN3_R#!$<10A[OHN(2#%R29BP-/1= MPJC18-Q>,@&.N!<*
MXG9>;DNYSKA>:X!A/C%W4$;;0W/[B?VKF%$YE MW) &1-2-$[&(_"3CP):E<"8F5NZV"O>'HLB7S%D5]67K'WL.U)]>VZ["*^&4 M.QG:PN9-*
D4,C#*,/0\].3 TQS(KLN=E6/=<,[8J?&Y[]\8026A6T=/FRV6#5 M'!5K+5@-6)BY2:LY2*=M7"]8RSP"6A4UN>V-*,9$XC&.1(*Y]#*
fB$!'I>'U10/^#)^C+YS4'HFJ"M L-^],K&RM)0TZPF/Q1E6CPLD@2E%2\1: MR<(9QHU^A[KKS%8VU.-\MV2H[Y_*
-=@\U;U,5<*WY]3:77+6F,PQI?(_$]5V2 M(AS[(5+W:5$41X(S%GM"[V+M.*F)54021BWE?<8YK. MGN@$F\ZX;)9VGP%"LVY#XP(?[T<:;Y@I\'W9]A?*
JW-R[WJR?5F7^;\X6(O%I MFKH4N:XT;)A3@A(F7<,,N"+D/.1'Z$.4>)C3T9*FCQ";5=OU!#_6>,VW#$:C23E6!?_&J9KL M]/9APQ]6'_]0-*
=C\3GPLQ$1^591] 53' Y:<6,5;3HPM*PI,U*/_6F[]>5E[M?]I_)?40\,:=XXEP@]D RY#/)H#! 3 ;\P6@,]\L+[CP!P.[#%XW\Q$^YX5<*
MLCE^W]8.$S]*,IH@45^^ST+I$D3,5=/MN9MR(IT&D%]P2F)B0Z$(JJ\VK4D" M1]2?XJ&WS5\F)4RMMP(VU";PVL\+8VOZ^RF!>>>>YGQ7P9$+*
f^2?A(SL^%NM\ M_?;QF9>/>?'X:[GZL7Y2=WM(\;;((\@/_.1S["'+L)LDJFLO1B+-1,3#)'4S*
MKCN]8X#.Q+K74':VI)V&MM,2UQ_J.834L$):E!^FE8:B@\9^; AF-%D:-W9 MAH%H"'>="Z+SN*F*WM3SRI>W!>-__%_^MB!)PFE$?"1B(F/E.,*
(HE1J)*..) M4+/@6*8]6J>7PCQJV1)U:JJ.) M5R&-<=%7Q FF-E%!?4 /U.R/,!8IWO.+, M*G=&H%-E._>@F>_Y*R^X7*TN^GS.BUQ5=:SS5]YZNEMWE*
5>&,8I"AA.Y;Y(M,Y2$7HBX$%F4N#3F+J@EA!;5B=6QY:$N,20'7,"\53T$]1Q8Z[C %+<+R2$# MNVC5OI\+DMF2ZZM'QF>T_JZ*GZ5=-*
ISK0^\HF7^TC2S C;O M'U]HAM.F7Z^O[YWMH6;'|_T\E08@X^DINUB SYI.PC!;0W]48WR3QK+SY9V MTA>UFVT"O&6DOO=\]96OKE\?*
ZS86=+TAR^7;/;ND1\U-VG9<10_X,SS&$9:ZFP+'K@NVT,&JM#:9B3D#1 M="'^5J9-9-4UG1Q06,_?CHAT/18@0*)&EB+>?QJP1[J"8*
MQQ'M\,,V:K'N27E7UHV@6'T/X)Z7=17(0G#.(C5WVDU]=0DYC5#&HA0)[J>N MH")-0E ;-*
CVR$^OK26W6"RGKF8V\+LUBJ^62E)7SPLNF3.NB*JVST.IIN'W M8"I_4K4E69!?M*:=`6ON"CF2C:...ZH*KC&Y)ZGD.DOT)U9TC0$Q7-DU^K9A*
MS<.J>'S@Y;.Z%7FSD=2*]8(GF8@2#R-"L@3AD*G6C;&'PLB3L*?$HPFH(KN' MQL16HJ7BO*S*[63VI60"J:EX#I-L LY>D#RTD"X)$T1SC"3UM4G*
M\BD@D M!"8A<3G&VU[T#]-C==A]_N$_$C(]JWGAMP5F(A4QI*@YBMR5LT7A"UEORKJ# MML5"F/."V:J$Z:$P;RG,>1%/:F$&'C7()C"6]JZ\M66+7?*
^WK':*;4!A;..]< MPHZ^(QEX]_1+ITL ()TP"H=&1LFL"DP@ (4^03="4U2RF,KCY?5D%7T(($*
M@O9+9AY(ITG3PVI/3&48;XNVH7OMZ62DXJR;#_[&97!5Y6O^G9>O.54N4;YB MJM#UL:A7J1TEZ*": M.8=VN(-M\)-_;'K>PG_2AP$TW-*
^U%&O2^_C#NR5O=9.^Z+-6 CZ:,?C>] M0LC([695K9T.B_:M0/)CEH11$")? MN*IK3LI0ZL8N\"[KFS%*SU6G<8JO+#:@^ZV*98:;NN$_-!-57*
M@Q)-TV/F9U17#8HYTB7&THV#[T]\N=R6SV-*0H'#")'4YPB'8R(%R]R&8$G/A#Q#$J7^Z2XH&[1#FM6.Y]RE2-*
5+O:\F55UMMIG=>]4>4LY=O-BO%%%E.7^T0@7P8M"&,J M- C)Z#?YFT,"O6MIK; M2CM5L[D^8:QVFSL@\!/;S?4)V-]OKO=)^*')0\FNR_*V8*
_Y>]EU'_CTK8G- M2DU#_]SC2*+Q0PYS86 Z\E"2NMGM46J/Y:\]VV"E,RPGZ#2C7R2CHXNCI68[MI^@7H7LH<>8)L_UX-T7O04T[67 /)R)-*
"6(>5V6-&4=J,#/V$!#=*()EHQ M;?_R$RO,?F;C[S4Y8!/U(RCT-AMS 6%*I"\;>(OI%\'2]G*F^*Q;2[]@Q]O* MF:=,!R7)[RVOUNVE/77 O_!#*
[&.7>]*5RURS*741B8B'*(TSEE+IVJ4,-AWI MA,:$BK6EZ/"&)'3HT2DF>LIUH:0P#=L)V5*[JLMB;(XT.BN,M3E&IQ1F'EYT*

*M5L33B47G'S77XFY9LJ7*OV_#ADQY#STG($W!+U,-7< M*JTC!=Q"\CL&7"V'$PTB@@FM:U=5X_HO+LQ"(B371KVMN%5'U(6:ES MK[X M/:ER^CDO^*WT$*H%%SPAC O$XHBK8AJ.TB2D*"""^H"EV112!$E7#Y*,.2[?$ M]T7PSN^*ME,3!{K.(\#IV0=[< ST2=(J 'ODO:5D[TYW0Q/79&RW-31[,./ M59OV^<+73RNFAQ{\7I$6*+8N& T3F_>FD9;@)U>.]-Z'"US=Y.NWZY*3^FC% MC\/,%R%'"><1PBP1*'-CC# (1NW'DQ]+/U[HD<+SPU'EJ=>"B: %/FPYD'];E M2R0"9E[UA $=$?5Q;G06=+#0;(<^?>QW3W=Z_]VTW6DS"U=NOFT!^V[H' MI M$@DW0,1+$X1CF] T3GT4JT,>+PAIS(%M3\^1FEI=VOL0RST#T'ZH9T'2VQ'M MB {3]P[-_960*4;TC0MGK4? J64(S]TH=$_BT9^KH&V;]^RDO\C7_G+]R)@-Q M^?'GV9)?5Q5?5]]6R^6G5:ENU"]4Q45 ,H*B*),.,Y(DB,1!A'S?Q7X21%$H M,H@JZY&=/IG54G9(31JFU)K0Z2FX?4!@RM[01S4#3@>8A@7G=\6$TW)A4?5A M8ELR YI$9S4),"".S0/P[!JQ M6+@Q#U.3;': [_DR+,.]A8#6/:.0#+#S+6B=.5_&,,H[9EI/7PENU#5\[=_M"U>E/>I$E[]S5\LW/<]{;3G%O5WHZ3WCT0[E]H^?@Q>I'#;.-!)Z*.DVTW5? MKNC7U? J:K5[JJ\[&Y[:"TZNAC4?SK8T8)>#55U+%4N<;=2,'WU]O$ Y@'&X#"VK!/J)CG6:A-'R,U4P03J+8(Z%6HSH] MX0+JOC0!'#8]F&!J?_/0(2MZ$853-5? Z!F1.. [&T+:1A(F<&,BY3NUV7/3 MP*U-G^8BLQ@^F$!;LP=\R[!Q1IWEV#972HB'8PDA"BF+$4X%11F-$A2'(LX" M'H>8N(OU2H,">M[-P>H@DI:CH?WU?%"O.+1-M)MD) ^QT/-7C"6$6:>&S.X< MP6++AC[^,?57.%A[WF8(?6*=="[H?>C"\N\[<4.JIT_+U8]]=T@5^@$709:B M1$2J%U[FH42&"LAS4Y+2S!4>K!?>$+&I'8== ^;0:]R>).S5UG8,M.&YZ*F@+ M#:"_8 Z$>6'Y@(2VR\S[2/V;%J2>B),;3'R M-W,9U!6]VT(&)9O]'>E,")[&J4!QJE]WD$R@) UBE+]$8=\5@?04('Y!#XVI M$P/TB;/-LM[5/N]ZOBL^G#TCP#3Z$&)Z^_V%. !3 L<0/!A! -[-!X2TM&7W M49AU7QX0\7CS'7KT\O$67R6_;8*8"H&S+!)R05$M1=R4>8' 0H37Z11$@L> MP'SY7C(3J^WG@_$,5T!IZX06/1SD8#ZVH8.7R%@FPBA"?I1*? R02 1G?Q 8\?(?U<.KUFYY6TG@FU9<;Y-!A:@4F(2T PK)NR! M!RN> &,P5$2AO]A\Q11@ 0^**N!O7S+Q]#NG[>[XQ_GZ:,59? ^.$YHT#W'W>/OV&GHM"O1N0'/&&@NVCE"$ZOP5[YV\N8[_4XB5_VR'_Y<']/6_8FN M+VC"?19 30?# BQ_Z&GK=4$I6UC@DW4D.GGE+2-"3O6A,E2*=LWOB9YP=EV M^6LJ@]O-4LW_TG9UVO^L"TI(_/^[>8**6KK#6QFN- M$IQYUI8N *>+#M[3?-+SKJC:U.U%G/3ZL5'7*@N+ (C7%,$6,T0SAP&2*J)X4O M I]XKL_= #9!Y(3$Q&K>;-1RQ_YN,"?C% \]C;Y,2I@&'PKH_-[0LWDS]:PP MMNZBGA*8]_;I60%/[IN>?!)TXWWEQ89_DCS=K(IZ*U>Q^,U&.I3/O&R'L[A, M^%DL,N1R%B+,P@!EF9>BP'4CXB:N&\>@R%B+ZL1ZV? +@J(_#V7)19Z2<+1^, MX<5S/5!UI\;+4$&W9P!*D\R_!(AO;VN]]&J=AIKJTQS[S$(ZYW-$]EB'!,8_=U$M\##(F M^]0GMB@[1IP=)U?.GI?]E2R8-0% JV=2I@$,9E>TL9K IL#EMV18 (1GM2YP M0(Y-C,$*9G;F5U[PDBRO"W;-GO,BK^K>&Z^\G36Q*4S(D+IGWBNFK(7IA0E M-&4HC"*.F86G M-I)ZEF%J?:&#FXK@ZM.7H[[#0F:/]D@],!8M"PQ2_ M=QIH]RH!P]KE46:0E\PK{1_W9F'EPX*=SK)=/AQN#I^_-?Z[?I'R:IK]H^J M#7HUU,#GU8G5KZUWNU:=NN67C_UC4ZUK&Z6OA'WRCBO?A:+"E.ZLE!8C]Q&A MC)2J;[W9E&E F*X2#3UFYDY_Y6L5C]^7J}><.(L-A%5$2"1S'+TB"#=%{3)PW22WA;-E590U5^Z=U& M)NDV#P? MDD,-(#RK&PT'Y-AY-E@!OD?7.\%O!2N7;X^=_5_?83Z[P,3[!6^J-\SR37V? M]V3U]^KSJNYCZ/2,J8ASRF1IE&(D%9G"7(]V(2$)<&7@)*?IV2F+IBYK #$;!DYA00 MO? WV,C%ANG[F=EL54Q5,RYH]Y4F#L;15__/NTP8,.*:14&F'YN$;@3SIYP6]_VFTT$]"\16T/"_M[-[PZ'?B3W,N"6N).7 U>/CIV6X#:XG1O0"L]X+A$1I_),M/7$;>ON\3GQ&*_M?!9RU=\1VGF^5QG MF2!IZ+HH]H2'<$CE'LX"'X4X#0EU<23_7;=#X<'*4Q_U;&DYBIA^_\%#Z8>5 MXR*9@,&IGCB@=H*]K!OU#SQ<;;;&@;T"=#L$]C\ 5XF/Q;IN#_I8UW(4ZZ_D MF2\\5VI 2!+$/>(C+"-)E+*4H80SZO'4(RS1JJPZ1V#JPYB:I+.GZ2BB^HK2 MB\FXOEPJ*4QM@$*"U&=($B,MZEUP-F4:$J>K4X//&21'V3\>5E]7Q3U??>6K MF]7SRZ<",IS<)&I-YK= 9^S7CF2"73_\<[Y*O^G^.!%U53U?EJMUL5J#:@W M&$9& (X5]"Q3@3@7#8X+QG5]"FR59!U>>+]&J(^!!LE7K!=.I.G*-ZY>7DM.\ MG?KW^+2NOE]_^ZY?CZ"]V,3*W&0TN@PX#0?..\E#=?]6K2$T>L&7551@VCP& MR 2W$;2EM39.9XS>S#-U-,4_':RC^Z+A$>:O:KO_0-;[%D2@ \S3UR=6YGV_ M+(?4]W%K#AS% O 0LT=RC?WW];<]}3R MO% G9Y8#CQ]>6+;7#D]&Y]9[1)#X45#W9 Y5[;Y'5?L>+T%>2$4:81(E/]B'-M]0BIJ<\RMY=D3VDU$IT4^. M235?,YTO(;A*VC>%1OQF5:VKKWR]2"(_BI/01Y3%(<(X3J2N)P+Y.!*^NLCG M9WA1U"7;[$R:J*7G-:W.VV^W2=$M;_1]7"%O*HVBK1#%6WH: (E^L$+FQX)R M%^$P\B18V$,)\3'BV,M8E!(11F0+UMPXP2#ZK2#/JHO_O^O.1Q/!I6<0+X' M;'9./7MC*V]-[\J1%&W.WA@4R=K\C7XJ,_@&!3U= [\,/FPW/ZFF4F@F=! M)E1C@PPCS"E%&78QBA-/_E]&_=CSH -TYN\D^OF"F1+GD-%5S8OE-5#-R7N' MCHAE<3S.3^\8.B)JWY@<^WU"=W'+%T[4NO7=E-T?_Y+S4B[Y]-:VUXHC/PXH M8RC!88)P$KF("-7S*/:".*5!ZKN@Z -$?;X$P8YP?:?^Z_7? QMMV60!73^\G M@PQF#2Y#"VP6C*2V9"Q@M&Z;R577ZW69 M9YNUNGY:'U-0U91IM92+/MX64]]YM=[UXHVP.E=/ N1S5WK^:9H@DK(8^20+ M,VF-/;K9V*7O3H-)UIF_]MYQ\9Z@<{Q@0",,'X*S# CMQT L-;=ESNORU M)YL=#ITMBY-T8)X&/9OG)_8F_^PQ3PO27;G?A8ENH8 M>.]=? M8CEL\UYO% D[64A/W55-%YW>*PGBW82$(GO!SZ)I,<0J6F@ M,4-9F'+DAT$@7$X#1F$3?'6H3NT2;)Z?2:,,A^RHO[0, 9,46EAJIBQL(P1, M8)Q#I!WPZTR3T(_(;2N]H45SWF0"!(;3U ?H9=.*WFO&Y+>GNE]5:[+\?_.7 MFQ7CB\A-$A)BCI)8SH(9-@#WQ@1Z\H>0&M;]#@EU0 =R!{,QUP$.BG58##SYMMJ,_ MR-?N1*=Q57USV0L(B[,D1JE+/(2]R$=)('=P3P1<3?-.,PXZ0NBE,G4%A'3K M2;9[^W5V;#?M/#N_WZV? >.FLGTCA'+P$V_]D=3;OR_&!Z:]ET-C_>;X(*6 M-N]^&K-NUH-B'F_.PP\;@GI$V>;I5SWX_/+ON:4UU.5WI.*LVY@ M=[VL/]K6-Z"KQT(=GM_S,E^Q^AAS[ZE2+XD8IW(#]U6M0!+&B$1)@CSFIV$: M<)((Y0QG(K3]2.%EN\Z;]ZS$"A3S!X&S&/]@V?^\#2SB_\)'PG,U-6\;B65_>\^K$QK1#<3^DN4TPC6'1Y(__]G\184?3T79T), MYX_1K!>+*)CR0N!4I_5MS"$YMAC,%T&GIMNP&^>7[VD*^7?!$E(HV83Y'K M<1]A5]6-)K% +E=]%H*,\5 [(7N\^,2VIZ:A B[/?Y?]LNTHJ=G!KQ>,|:3K M9]=4.E"*]9P81HG5D\5F2Z>>$Z,;1#W[C.&%LN,K*^_? 5,:F=BTQ93@-~M,48)QS'":1#+K3[!B'&>9,3%(4FUVOEHT)I\6S^Y-Z4H R^1#4"EMR], @"Z M!_?*;K]MYKAPMJZ,#5".]]K8N,@G5\4T7C'5Y.? G55&7#S6WCC.712)SI;]& M:BO$'D$9"05*.!"G(:+3^SYO4+=ZIN9YXS+AUJBY'N1#?G]8W7<]SK M]%:=%:N3Y6VJMMJ5OQ(6I133#,4X)E(C,Q>E,0L0$9F7N&$4DP@TO/4R=]8^ M0JB3UMFYI+5.[>L4GX&>+9@/6:LG 9,4%-O!PE[MTB7,S%W49 &XGFHG&ZL: M.AFD>I(1O?J/.A9\))KWLS\+S+#" MVQ(7IM],23LDQ[O-Z(NLW[W?ANAFC?M[/FQ+K?K'9!KHTG_VU=D:]{(\QW^-W- M/_HL_/#_YDE==/JD+J#>B;O-NF+%HS1GOQ6OU9KMIO[]6A9K=EO-9$7]>LQ)[%?/.D_'XG+SK-V_8%6]NADG4/LGKFG'-?YJNRGN-< M.0I/WU>HH5:OO%KKS@BX[/.8-GNS?10PNSCKIV!Y#NC% M"H;O0S* I3U>!8!$F?A9FB?:8)3V24Z>9]DPX>RZ<+1MZ-SE- MT1QWV^QC!$P8_4QX]%T\^S"9.7Q6X (Y@C#)!]Q"S85FO)?M[>>QCPL)=T_7GB':YC(4TXZH,%9/)'^NH;&TOO#6&?SRZG0-Y@^!V M,M M1[.7PF<4S!H3G2V6O126;BA[\5IFWME]V7:;[=8SX8!'(A*(]*O1%W5;$!09CZ J4T MB) ?I!$)6!+% :C-PS"YB2W$OF&T(G\E8X>*DF6SNVY9,;Z<&@%23X7MP0/3 MYAJ9A\N1@8\%UA+8UJS@86+S#A#6$OODJK#>6V:FX$M>K,JZ)6+3YK"O/SI. MA#0$,49A[,8(>SA!61;&R!49B2,W37@:0>R!!LV)C8*:BWC3TSX4IOTZV.F9 M ,N( ),M9UJI3MYZ'B"U)6.@0W%6BP" X-@L0%XULPW*U:B3_0^^I1XF8>1'"%.!$81/ZL[#IV0(;8, ,P.4X@%5_3$A+^GZ6S*Q*/B;LL6://F^FSA])64@# M7]WS+,!0^YT%:-V1"V/ZE,K,@U#>== M7CA,W7OO*^>%ETU@#^S.WH]1D.$XCC%! 8U=A$D.(1+Q4%5.8N(GW(\#L7CE M9,::#:4N-6V<;N5&_\R==W*,J'[98Z0R'#=+4E7.M4, [=\0DX7GH::Q4%F/9N23OOML1_4<IS>K#]N M+?ZQONN_"#_@O6;_>%C=\Y6ZSO6IV(?CNA.S^U^?6G79/S;5NKX5\+!R[C_> M'? 2&O'(^K5;K8@4:GWT&AF$EMH0 3&UUA;>HC[0_ZL,F%?OM[?=K)@P*GUO>)K M*)X-R8&J-R#T%.HV)]'Y)/O>5>>=93\]DV,DT^\&'86I7E>O%W8]"?N6?\IDK7)_RP]ETH M$DS!=H0L9M(&!!CR,^5K'1]3_K;7HKX59]&= 5&V&C/TB,'V]/BXOB^]0FY\ MU?=7>E.M8>5]Y]Z?>G-J1[)PYU[Z176^=NX0W8JLY!H;%364 ! MN%%I V"Y+&Y,5+,=Z]RB\VU8(V(=[%=CSQI? &FBRDI]7577]2O)E,X2OTV:H M'=W7) Q=QKCPW01EGFJ6FPF!DCA.D<^]V/5"&L9^LEBOUF2IEZX!T@=I^(X+ M_;-8OG;R@R0M.9I[^86SG%PO7YY(/27S_-UI*VCK)7LFQ!!F'Q1\VQSWYQ]^ M'3<*NVZ3L)8AZXE=0RSL71< 49_[KH)-#T7!8R6,;@5+^/A:[K>D.7R[9]D M[&]5W5.YG=H,CFDUEYO8B3@8-[)EQU\;*_5G]]NT2U/@ OKFE"->Q43H 0S M(A")HB.@?*;W1[7I#'?77&8T 6 -["DT M>F[#90+#E+I#Z\IJ5DL:#TKB:TBUE,"\Q;NGA7PI%CU_)/P#?AOU;IX_+#N MO2QS74A5W]^9@07PX(4GWI3_QJOZ5GP]T47GGIBJS_I;2? JDI6JSPV9$DZ8Q=HAV;+B-+S4%Q ;3#OL7#D? M\N6FO@$\P14=4U L^3M@\K-Z0Z;@'/M*QNL8SB6K*KZN%AF-4AFX4!1Q)LT1 M)@01MVZ\XE,_IIC1$!2W-,O.$]N0FA1P'E@CM9XM@,L"/,_8%@_^>,.N 7UOS MM)I%YQV3=2#(R?2KPW^U-)? G1KIW^5K]M$@BC(5P(^1%F8SE>9JBQ LSQ$2B MI FYR+*+YO+L:4V>WNM0KC=A6I-V2C6FIK[=+IRJTY.+;N2V_"P)U?]8;5Y> MEKG\ [<)!/AUL]33/$F+05-_Q()\KIZ';_E*WR'IS?F__:\DM. W)IYKRTZ'T MJ8$:>>W"EC$J H$3QV1>:.Z0LM[UR,WL760#*B4]I5SP(-3,^$H+O0;%FI M-ZSY]@&!*?\H%@:MN35 T>_@:!<QUJC0.VP.[&ME-^O M$.8%78BNGJ.T'V9 X)I*8>WHMK/TS(>VIT*=!M?V/&/88+"= MB_;PNJ;_VN0EORJ7+!Q#* <2KV4 MH8 $(?>R,(VS=%'4E;Y,3QGUB6M]3=/F:]IE0?O;>B___D2JY@3DI66C3]IP M+0_YH#ZP.IIK66PS%H)MCRHNLR6"V? +QI53,W)5@_9Q%#1X>T&P_+:Z#NH3 MGK<9(1B0DQZ%\!7,K$Q=W-4I,E'-JJJ(^%C7P8@ [NL2P^6N<:%Q:=8 6'J6P@X$,,O02'!0L+4G:!\(C(MF M2>D'",VJY.,"'RNUQAOPFJY/DO]5P;]QJ@ILWCYL^,/J;_EJ68N0-+]3 FT46QUY,TQ!E/L8("TX082)&/DNB+.44>RYH:OP KW>4 MFU'*7=K.NZ^J848(!-0UA)R>VV)#YBU.(;B@*S-X]I1V:P=UYZG-/-Q[:C(MI\>UXZ_ ?8>'DEV7IMO[/VBCN_>%TL) M4[J'DM1924E3S>QLVO? H"@W:B0<%,]IN^U><;4\=%*B[<0X_""]Z^'6U8C_R MY5(JYG%*_O-NT&! :<1\5R!*,]E%Q@*CC*2DOG;-(T%X@K5;_.H2G%@1MRPX MDH>3TRG3F8U:0 ZK!:3PP#3XYR&C7PEA&R&S6H@=4LJR/=(-56IEJ:80T0= MJ(706F:V:@B(4-UZ"-![EX]":4$**4!)SQ),%$4(@QNY"? BS<9>"KF?E9H029N=]HJBFZK1D#V+!;0;'6(+#DLV[E)M9XGR4-MZ((MG]UEX=%L>\W[3GR3/Y2YJC&L>P#]5N0MR6HA:!C%KNLB+R0$85]=]PFP MCU@L4HKCC$:AUHP+37H36Z[MQ?:5<,H=#^WEVHWBH[7T-S"U4S]Z@(Y'LQ: MA@=FC;;(W EG3[[H]^74#+3W:.V"HA_'6@;'+(P=_? 1+SX6:S46D#&Y3'4C?]PK'U8_BD60IH$G4H$BD20(MIT2@U/3[3BE$';$SM]M54G9;LE:,(2U@<151/E8?P&;9IEJ2& MV3$C@:654D.D@7RZ? +MQBN0/>U]H:,U9U%)#J*TJZCP*]T,>R!_?,.7Y[^I& M6%T_EKSV@-M;7P&3X13W0Y1Y8:HJ7AE*. T1YU&093A-7%>K$_XLZ.NOZ4. S7N85@3'WC2=4YR@VN"PQ#H^Q/6H##S),Y"8LEST!)OP&<8 M?G\V;T%+C*Z?H/>"89*(9^O;0KH?]>=]_4=>+:0'((B(?>D@^(%T$%B*,I%A M1'T_9((+"F@Y>G)"8V2H]@LZ<(3."<]*9D(E)CQ.9+0^5V1LYE0.2N+ MK1S)*8%YTOYG!3S)9)Q_TK##^<%XY>VTWEV3*N9BZI,H0GY* (X1QXDKW7$V9 MC'V12N? CV"S=(?)3:R)YT9):]2H,L%.3U"M(0)3V@O @+<=UY+15I?Q86+S M-A77$ORDA[C>6X9]MI;UYR6#^UW"LYL2;:^Z+F(2)M2EVTR M"("L@#_X2-,%M)VXCB25M,3%".8RV8 IQY[B>EN1_WDY#&OI#Y:.L8B^ M3X3#ZOG>)\]RVZ?]X[K:]-IQ]V)1RV7M>YBM6-Y,_6160\]M;7V9K?EZK^#CRXQAEKB\0#CA'61;[*!%)FF5^0*,,0#:KB[B9^LSN#_]DOK3] MF+E8%:@;">;?;2%BLRMX>X; =[[(/16^'G UJ8%!1G]HW?#D-8T[#V54S[>#* MV7-7-\[9\^?L&;2WX5K!R=(&?1DOLV[H5F [=@#L+ IW&.Y? 7Q[]D6S0 6DG M+TYLHV08[KQ62F&D(7HF\1/]#+Z^]-V(4["'/8F+)(:9BAYA?Z]IV^U] M/"B5D6MQNMILW1590;H.QOF'X*]SFUZBIJS*+73Y*+7UVTN1!IA\WSP_EV\] MJ5"MBX=L"9MX!%]Y:@?A8 9/9XZORH31Y:,V?)N)/=_XRZK7I3. <#;]@! MNN,]/"VP,!TWQ'3]Q'MPM3STR!PG(ZMA0&XVLV(,1=?N7+ *W#!]>&6LNBOO MUD_EQ[)XK.[97;%CX.M:_? U']4TLJ:+^L%XJTI]6I_)%72O?$LFF&*Y6O.3$Y4+\Z+#(: MZ6;C8QHW>3-_0C ;,/>'8]E,6L36R&[:H#^;(;4(5M>RVES6M([I4[YL!T(M M7))%-/,I$BR($0XR%R64,75:"I>PIC+M+]N]RT^M9/7%#(K>NTP,VB]=@>'_M8<-TJ71 3TM?,(.Z[%,)+BC([BPV'*G MI"*/CZ7]6-SF^LJ&,5@R51M&O;SI%.# -+7EP%%?4&?+@_-#,N%LN9CHEBI4 M=DMI3VVRLV8XH6_<)S/!['\,WW@]M$?RGO*)DJ7R[3_(OU2(3E$:^YR%*8P]A*

M5V"4DBA#+ P9I3C)/#?1W7_/T)C:-K14G89LX[?6A/6WXW/HC._%F0&A@!P M<4&;](A 1GOUN35GV|'A.KNW&./VJR3;H/2U$MYX*O[4VZJCDX|'Q'/S1!) M1!AD-(H|KG6#6X?8U&4_JP(U&]%18;"-TFBM&-XV"##M/%L6;2V.AL@W:4GT MG/$P1&B]\X-Z">%[*,*(B\)(ALLL1H0$/LKBS)7+T#3!6N'R()5Y MTE"[^_3M#\TXJ:%>; "<=+-3%TIOF*:""V[>3*!/L,O;"1RL^G,:"O0)=K:E M0._#]M327WAIDKA$Q"@@O@Q*O8"AS(]B9YL4C#.!$T MR1#++I#[B(Q1$B0N)M+5M0,!A/;,C&TS#CDA8)E[N9$ PCGI 0X9)E*091\2+ OGGU*? Z@6$O MA;D.11]BC]0*F-%R'A?] Q%C:0V/0W0%-3H,Z17FH].0PQ5G/PCI%:CO&*3_ M07@'N6[O\-NB+==5OZCO!U6U437[=2/=11;YB8|C@C#G& <)N2*7JQ0$*TICZ MTOOT,>$Z]\-!5$'J"+|W7OM>]62-E]A#%57]IFKZ\ UKZ&2@P+16L>#L)@@X M.RZ:7^MA+5N@;J8"2K\3W22 F76EJX&KY^8RA52^ X{U?\,L-:L#(S#0N$Y_MK=F:V(%ZS:T@[\,]_'K8MZ'Y\V(/I";J/.3/ MZMOYY>O]K3H6KG*F:HOU??\S@H_[_I?+#+- H0^(ZORO:EF]HAP4S\O]//+#F; M|S\\L4M?['WO2+-G5%,SO>]TJO59OV-$Y8OWS[P=3.<+EOR3R0OZQM&M\|\O M\D=EOE7_B>NBD!%>,YEW$1'/36@J4!C)H &+F""B)QD*/,\769J$G(,R9%:Y MF_K$>$=8E6BJ#M]?F.Y^3XO?*:3BV-EQZ4B0MY0_M\C9KTG$26(\SE=,0@0>. M^W$"=3.-ZV:40%L*YF(68#]*$0TX0YCY!&41=A&E/ U#P=V$:17:C!&:V&[N M2>\ZAE3 61Z#, (W'A+:.$AYFP'KD;P@9MQPGTI.6IM/3>4MS%"XH4!D7 MT2A8&5AVMH!E7+1NT*+Q-/S;=[=95VM2U"L^/JX_EJ6ZJ'G]O-9-"IQ=8.*] MKD/7N6[O='%'DE\5?+6I#N\CCSBD %3&5=(*(#"-M(D%2#='9352S?.KSJ:9 MHX)U%7\A8;.$0M\=KN]DR:N;)U(4?+FMI<$,DSAT$8^""&'? QXBD'D$1XVX4 MBL 5$>C:AQ[9B=6[_Q+BE5,SXK2(8!<1P5]\VZ"_'5]=T+0/GY9MJZ '.5NJ31>2B_;P M,PB,;^"7"P]3Y+ M,,!$$"%0Y'L:PL2-4!8E"0M7GF9K28'HDM%7R/EWY](I9LWZP M% S]+C0?IK>1#]? '^CAW]JVWUU(YMV1ZS33;SO<A7^CM]XFRS5%/!ZW;0 MM\6OJQ7[D2^7ZNB_D*'%H^H[>UU5?%TU;30/>ZB&-**13Q/DN9A(LQ.$B,1> MAK@7)(DG0I[Z6H6\-IB9V$]HIGVD?*O;- #>]L_/"V7)8%Z[L>70:)O5SOQ=_M$,,)\CGAA9F(+6=J,'@+[6T'VNL^:+=-,/5[Y-K'7#\G/R?V9GG[W6>@CKUW M7^_'[M<[WW\&I&;44DK?%C@#:?^+25K6_"QA_MNRZ\:L!--_P!C"@YE'(!SC,6$&97S\MF=4Y)KS1F95P'*\U7O=4G MP$'15N\#9F';?"I_MDA&=&\=^*$CB9REH]J &S:DS+ T'#F]8J.H-956W?Z4- ^V> HM[=,#4BX8L M0P3,P[3HM-1K<)K>N T#5T[+@KWH"2"OI9A*A^*LD18 @N/X"_*JX9122E7R MK=I/&F\+04C$4A%CBC#.B+]_[*.4^`RO)"H4"Q-/*UVLV.$IMYW6[*=":7 MZ:/G -+3=QMB W? C4XDG:*HU)I>M.:+GR,P[.71$V)-9H6//6Y@.VIV9^+#J M;]VUB 6-A,<2%*=*B5/&4!KX,;)>Y/N>YW$*;T(YF!B[1Z?,GINZ-@%TS2U MD/>"S*>A=*TX32.$L\Q#B0@$$C[.(H]AZJ8N+$$*?9&2>3/O*K^[!3_L9^! MGH6>%%>8Z1Z?C'JE:^)$HU(A:$PQ3E6+_L\;N0J!9W L*V@A\XO[#R4IJES% MY037R"F]@A,/1\EF?3QXLP5;A0(/_2U1PJ<(S+Q#K"[U;ZGVPXU M@E_@/\%GV(#8DAIF(PP$-KK(? TZBB^[RGRPZ^W7^@_^ZRY"OYU0TKY M+5^^M=^P. HSGD8Q2L(T1CBA,4HY">6O?NP'U,-1I'6N-4!C+@7D+U:)-ZR%WJ!4@1L-*:%- RF";NJ#HUV2NG);Q-;EH27__LU18,9N>JQG"_CE!U M9!PX'AU\?;.C3QTANL>:6L_#+%,E=[?/TK-HIO338-8IR2F",F M0A_A3'59#FF">$8]%G"7D%@K:3-$9&*+M"?K*+KC5=KZZ S;(ULRPVP16%QM MI=.19RCREN]WHF[YV]XW&%QZ%F74$66ZKB%K/PI50M<2[$U_(/U;EMDB]_9X% M#$%WM&W_8M+%Y>Y+9^/IRGU43#3;5(B9I$,5) MA@3U$H3].$ IC3'RA"\H%7'J15K[X!BAB96P]?+=TG9VD&.K2[^1FPQF-E M6Q# %--4>H,6Y\.B7=#E_,S",S> M4)T!9U@U[8D,4\PMO?U8;/M% L,R61MTV4MDYK&60X*>#K$,I?[KG\ A1K\LC?OQT>+36/+!)7$##?E&+$DEOLLDYLMX3%# MS!=!YGIRK]4;+'TQ)Q/K]XZ/W0&TLY)_TNRQ>#G.>G9@%O1@IN+[)[JMREA/5 MIWT/XIZ?J^-CZ?HA>V;D8D@L61IS/F8U1A? #=6RO+E_0L#;Q67DN_ZXC_COQ M*2](0>7:,5/B. EB'+O(#0F5+@>G*'$CY8&(T/.]5+@85+L\1&QJQZ-#6MV+ MD/;.$",SG'D#3-K_4Z7<- K&35$M%7/.$1]JWII& M#:%/ZAIUWC'HY%!4Q37[1_7]E=[L9M?]]G'H>7=B=;WG156W+=A=>ZF<[[Q\ MS=MO)J"!0Y_@PVIH0V:8*HZ):S%N&!/.K'U#WX+S-6\8$.>@=1)^-QBAE&.(FE9YN2%$7RSXG(`NX'VJ4I([0F5E5) MW2F/N[6^1YZS42SHEVF, (3:LLY9Q@"GN7YW/SE^E6L.B^8GHF4.?IFY?M+9@E5 M7X+#]_5OW7^HKZXD(.,XP0)%&<*8$$1<#Z- 59K'C(0XTQH6!R<]L9%KR3DU MO;%;[Y>BJ'N@, 4VT$.&!A9UT?CKJB@[**DQ#+:Z YB+;.T,0IOPS.<24$!. MSRK *YA9D?_E^>.37._ZE9?DD7_=*,MT)YH6Y)W^L^])E=- %FG(>BHPC-Y!. M$?:%A[*$>\B+6()=FB8!]2&&!$1]8EM2TW#>Y47;T?X7F"&! 1F3*':518XR M%0W&08R2*)3!H1^[/DE3YKD"=D]Q,BB-[BANN4&D8:?%M.ZNUL5_;>SZC2:1DXVYT>A9]8G@Q=FV;=L."T?3L.(PK4=3-'AYLSS2RP MSEH36^WOM? FX+U5:=%4Z#]^_.7M6G(87_)V,\Z@]\QO/-X68E4VB]?=WA9IE+HL$IGT,Y3K1B(? MI8D;(D9B'+K,Q334FD0U1&1B7=_=`NS0;5M$:D9]@P@- Z[4MN6&Z;"2RT=W' M$ZOO^N/99\U"J]H./ZV6\HVJ&5:WF[Y[KPYT5X56.XW(M\SRIH@3Q($T03EW5+8 3%,M(S'-Q2KS,UQDW;I:V*!E];^= M=VUU*# :L/0QT+8B(HB1EB*54?@R>%Z&4Q1X*?)))%) S2. X7+_4P^N]K&9S_ MIWX8ORSJQ\\?\,2_^O^:NI:=Q& C?^14^@K26\G22"] (N#PD)M@C*:0_(B1TV M4DFZ*67AWZ_=/-K2X'K<).P%*"2>F2]X;'^3F9$O3HKCV4R^#_(ECR'BS IM MV\&6)[,3Q"3 H6O)]?E\1&% M+:.N53M]0JQ6JU1]_\D^_4/5TV.Y)J5%/X?T"^?%XWO/HIB&?)\]JT4F<52[]J M?VAZS<;$)UXDMO2D) V@ IS6_.LU7 >MC(7IQ,DC&B(:9O05M5+)&CM-HF+T;FM&YR6R" M"Y]2RFH'Y[SZ?I7O^IT[X5(NB_(O+=DCYTYDA6F$ \N6[:59@F/&"$X)XXGM M!CQP06V!@/('=@*--NBXT>=$=BVXWSH5U%WF?TFU4*T7,_8,15W/=0R()FT HK3%B\[M"(V^5QJTR=>K+S1H MF2)GW^)L5BS$*>$FGV? GV2*YRIFL\Z#=044QQL!S28H =$Y1&;M_#O5E)VP] M55+12JQ<**?9\XH*N/EY>X6D!N(/2W&_1]8]IJQ)9TA)2ZP?BL:1INU7U$- M/%XW%@WSMI]SZ%QO2-"Q&R<5S_,BESDVD[2J#SRE;W6ML1\|YVGV\]$YF&6'MODL(P<3U4['S3E-,'8/@%^:A4AP'5)A[V6S%ME9+? E)!"VF%!^<@#\>I+ ^+Q $W&91L/AVR' M8NQA2--:4)?9C)?-#NOTK/AE_MZ.U^5?MH);+=#4/K/6T#HG8W/9@)W.R#+#2HZ=1IQP&EG+;'&]F"4Z!:0KY.2KR0_4L?S/9?;V"5<+*U^F.#8"2-,(^:0(+6I^*2;8]6/K O6.NS:C,L MRV O*I506>LDS]%SJKD:FR&L=A:#XP9S'AN0R>]8$K):&]2H@Z8%$@JAASF: MY*C5:4@(]=-8!X72++%5_[\0+>>HR!%M=.LIZ=48$T4:+'S,T1)CC3.AL*

^*Y?47/G=;PK]J5-+1F+++9HJBIR6&RU-"^P6#Q(Z"(! M-H!DD?WKQP.9R!69B25.GLB>D;5XN62=\'#_PK?PRG;[A<31?S M?_H,_P? VMY]PGA9Y.O_\3W_[ET]OP?WMO_Z7__2?_O/_?_?_GXVT]O%NG\M+.?KGUXO,:PQ__37=/WE1 47_.EQ^\N_3[^%/GS[,PKHLEF<_V7SG[U>?/VQ MG'[^LOY),*&V/[;]U^4_RN"L\3$ 3RZ"?O3?[O\\>_W?OXON?EI[KW_>?.O5S^Z MFN[Z0?HL__E__OI;G^D+G@68SE? K,$]U@=7T'U>;O_QMD<)ZP_4GZ?KIP9^H M?X+MCT']*^_ ")/^'[ZO\M__RGW[ZZ8(=R\4,/V+Y]?[OOWQ\=[7D&>9I"+.O M7\(_1,79S_6??WZ] (#@0H9O_CBZK^;R5X111O^+_"|_^2%||^I@__7)E0?[/AQH83]Y:[X,IQ=&\/W+MY/50; M9GX*<8:38I,_R V= _.:!29,A.A4AN&)BR#XZ*4[:PD,KW] [-32F_6J:?%LN, M2](DVZ7#,MV2^'T,7_[$SU_#DCX$Z3D++.SF?PG/:@M/,0O$]@.=-<&285QD>@4<(J;JB^7.D"'SA;K[9_ MT#+XNQL,=_LX]7O>!9Q.1%&2S3DJ.5B:0>& M::]94 9N%21&^=M:[3KCP.2YIY*4R9W I9/]+,3KS4+R J49! 4"@;. MEP)&*R^%M2A2:0*.NEI7;NN1LML!B(,9V0D__N_5L*0OSGY\Q*^+Y7KBHZ9- M. 7..$U;R.2-58YP80LWTMIL0Q,LW%FX*QW1#A:GL+<3A'S Y721?YWG-^3! M3XKVD5DM(!B90,6L("8M@>#MH[SMA-L?%]&^6I. MF7*);\N,+2QEX.1<@\J^@-?10_0F%K32*=U&?=Q=>2^$]!>'D),8/#)(?IVO MI^L?;Z?K^(93F).I0AF0&NI+X*U(*2#H"B&*U9B?#33L2\@ M;J^Z%RC,"P/%"8SM ACOYFFQ) 6W8 ME(JV;H=@KYG G-")?-JETAY$[4;^\)@TX[M7:#H4_C^+A.GIF5Z<05\J2=U M'"%*S;*$4R4%Q5. M2R",4)GKG))H@9\'EM\+.>Z%(:<%J[O S*N<22*KR_^I MI.&3**,A^LF_*MS3+SF"#TA16LI(:(,F&]\ +SN6W@LK_H5AY506=XH300K2 M"D[*D+QO80GL-D)TD4&_/RVW]MCJ^X'EY61@FW&Z M)\1\6*S68?;_3+]N_'-M"K,I,T@*,RAA"/#T[$42)LKIN(07+$< I,L+F;3D(+)/#(0]MX=9*7 266! M%9]5ELF5HDZ"PJWE\L/#RTF?'L_+3E3"K]_3ES#_C)OK@]P52N MR+)QB(7;K*P1(?(F.N'F]OM!XN7D14_F;!>!QNOS9>7>Q6US13B)Y'Q%^[R MH,[E B@K#?D_>0(.M$6K)2%Z=0@U-B]^GY(>6E9T0:<[@(Q[^;TM9#6TV_X M)]S#Y;8FEFM>"B']?%$G,<9S\914D64? B#,]1^A,+R1Y;?;]JLI>6'FW Z2X0 M4RL8EJ_#&C\OEC\F4D?+6 S@;(FU:+) S)B &9.M)=0K=IKQV;'H?OAX:9G1 MX_G:!2S^/ NSV2_G*^+&:C4)F%(0Q(8%Q\[%]X/)2TM^GL[G+N#RYQ>$Z.N-62VX(,A6E1<7ASS?W \7(RH2=RM0M,7#SLVCP3^_,+L7'U_GQ= M^T;4$'X2ZJUAUA)T)!]*E3/SV> MEYV\>'@[7:4P^U\8EF_I;U83HX)CW#F(-697EM?; /04LQ.D?9:.[.9)<'A@ MX?V \7(2JBWXVQ5$+M[V7&Q"2@]\#$M0*"0'):*%:%R!'$U61M=_;O.JYM[2 M^\'DY219V_"X#Z>MK,LW?SC-__._Z8T(X#>5!D IFSH'(M>1/D5?G"T"\F MD5$\[17NSF7W \B+RZV>P-NQ:S@NLGK7>G#[/- *+IRQDBA//!/ LB2/.*?*8 M--? 2\>#TB9VU'EAYO\>7+R>9VH3#S5#RGW^^QU:.XM^/;3$W7RUFTUP;"X2 M9K4S'D5NN%[=)GO/MG,/?:M)*]J\"#VQ/=V]YD/OR]OIG!:;DNU87+RKO.IZ M9I,R040%PB72$4$Q"*'V/[/(3)%%DZIXY'R=U-OK$;J:-3.[:'PA=4G6JP(N M>@X*3.+? 24T8SU)88S/C[DB)^URQ"9W@R'AP39FA[.[@S9##W?I8B[YG!0I M6T$J5JEL(?@DB"?6I>2X#:5U"[/..M^UD/#>/>\.87<'N-G1B(E)1_YX<2!0 MTM%QI1,E6P<<4V*:H8F\>1>S%]/S[B#Q/MWS[A!>]X"6^^W8M.4Y2^DAZDT_M)DZ_BU&"L*R43]_/VLNUYUP@FQS"Y YA<:=GKR)"H3$)8"M]$)H9(BN:B M1PE$>E11*1%YZ]:(]ZD8%R9#>"G',;@#B+Q:K2BTO/+O53#!TLXA6S+!*DB$ MD'4"KNFP\&0:[_\^N_G4^_ MA1EM9O5J_3HLES^F__(\S.<<(\#U$Q"RQD8I.RNK;XTR"YDU&2TQ6L,NVC M[$-8#U@Z"0!W/9?FTN@ 8J]2J@UX5A\Q(6V)3/HV=,Q<-J#K'%:? 0Z'JM:2Z !< MMXDW&0W%)$';8BXT;.$3:V\'6QP.F.;UE@.JH:.Y>SPT%NLP:P*- M=\3Z^>HK,/G3U8,^:.-O-A="!!SKFB6Y5,+ (@.4(<$2F<*6EE0@%&KF K7 MJKD3=!! !C9-30!R%#,[,$-T_G'8IZVUM.1AB0C";1C4K:H247*9("1!G8Q M; S-K[1W$M*#(6H"C]/9W %6+NB? I(R,Q>T >1.MK MR(N5Q^D]/5C]YB!&=N"(_#8-<3J;KJ>X(I]HF;<]-\PTG\88J>(H@-0;5-1'*/FH?: M!H//ZE*SF>"D]J <^>S!" 8LN&@Y=UZ9QYZJG9(O$U)-V Z2TZKW>#3)-FAI*-ASAHRW"HGT.&<)@O/&L>3]V+/VZ-E-S+BF;3@ -6#] MT1CZALNX:&75%O//GW!Y}@;C50!M4%R[QQXYG:IC M#DSF/(>!&M!=/ET$'>B=3;+]!K]N[2E249[X6EN=//BH#)0D$]=T*F+S MFZF']>G&;@T']$;BZ !4-S8Q884)SX4 GVN'5^D-1"$D:!=0*QU]"(\U?#C1 MBG5COIXE;# ^(V1U8L5H]/5V?;0J/YOGU8EX;.> (\U:T(ZSP33@-3L0]+]D_ .M1]H/66DFK58R/MI__&.]0?(&3<=_2PX:B6,#O3/?0ZJFU]>X'ZHW4)):NOU M] (G$U;6K2=YD8A(9<+,9Y!8VE289R'_@QLN8 MO6]^+7.7AK&K],?#P\XW0D<*IP-P?=BN>V,+*(1/$C?CHLC1, F)'YO1N4E; MU-JHYF] =I Q]@U?-Q [540=H.Q5SILV F'V(4SSN_GK\'5*?N:-PS.16D2F MO07&$]D'Q>M-*C%,I,+I[$CI,3<&W=-4C1N8=H3!Q@+L)(?<1VF<\R_AN6< MN+5ZE=+YV? FL-EUY@V6:IN2RL-KLID201==I-HE4N9,%&*]0;T0R"_H0/=^E0];)*$-3(H T$)5:>E.G#((7"1LQ4F)J9:%QD]1=.XD'WN M*Y33Q=(,9L_3VO+#1@Q? <#U-879[#Z?'UN;S]X2&;7CZRA>?L@)D*INA%(G7(M$%2T :+6";+%))F)EGZ@N5%Z]@Z8+*@@=/* T6E0TN1:OUYK\4S.T0>)OOUE MR OK@'D($I[H@'D(N[OP[Q[JV>>M,D9B!I2%4Q2DL$9!OCZ T;PX&WD8['1T MW0'S(GOW0'S$'9W@)L=;=ERM#JB1) AU+E\@8'3(@#7LOABA!"F=;;WY73 M/$B\3W?`/(37:#E?G-&25&O-BX %B0(JL=KOWDOBCV(@(QH14OO9 M_H'A7I1UXL8<*?^[%\WMA=$!Q& [M-M1%@H MSN4:5Q+7K):U&4&PTIKD8NNJFSW(ZD1/M0%7:S'TA:R+09*OSM=?%LOIOV.> MN.*Y$5Z]+0?Q42$$'T$*U3QR>227>N[O4? (&;N69B@DG<3V'A'T;K4ZIVUD MKJUD2-M(J4X75'6P8+# ?-(FNFA<;MTH_ %2QBYY&18Y1["[1]3<'&#+BM0F M10E,>U- ;9R'$["2(X]US/B?;_*+KY!'"];O#(N?8QG? 8AN5[8^:)*ST5QS MI<$Q6YO,J@)!$_?0I) #\A1+Z[A^/K&KEQI"JP!A-$=Q.[9:BP1,2""K&=% MH? $07380;'8YRB3]HX,C3X?645[2@#4D T+]).9W"]5+XRUYB+29"(*[.F#7 M)/ VUMG=/ MN'""N^=5_]AZG9"'T+- QQH_(X2.8']G\+EINSF3143D8+R0H(I M"AMB B8-"E4?:?K68[Z>(&DO(#4?3_R,0#]6_?T/N+UBWFI1WG_%Y>;3ITZZ M?*

>"CC:M_]B&]4>7/NSE1@%<+7I5XA."8$ME#R26 2J%6A'GR<;QR=8ZZQN8W M! ^0W=+KJH^_ZR7^=KK^\/E^M:;GE5>OKVLB4_B]_"M\GP7B3 MC!!@9!WL:I(&KXR%8C/+&'1AH77]H1%CIOU;H&<^P]:AI55!S;P]6*U:4!P M.?'AN@FOX]Z44A*D8LF6UP<5WD5/484R0=8J>-?^AG\W+>-FO(< 5A.N=X*> M}^7RF$P<2EFBRA"QUN&IK" (:R$QQ[E%IF)HW<'H%@$CUX,TD>D.H!S'X [0 M\2=N7@\03WX/R[]C;7!RR9RJ)7TV3H$5H@X*R0R<918,E\9R%IUM7Y[X(#4C M%X@,@9M&K.\ 1!])&D1 '9[VAH[!;/&U:N'M9K1&65^_@- E(*D<;_:!D%42R%T@*F[/)]@EB77*5@E MF41G LE@IVQ!2B42<8U\=O.9FG=H&/>";3!7Z&@V=_ 8\3)S4E]3UH#BM\5] M-@O+&U,($#T)(I85FPF-KI.P@8URC-41\=2JO>X!+;4_ZQV^ MN+V5*[LK/1V6S GRG.QNO>_S12$=+$WG2%E1TB!CI!ZD:%P[-0B(VDG@<#SY M"SS-\7/- P#9!U/85]^4&;NYL(FW@(7'BCC:U:8;QX'A0H#GJP(T)NK1^_?;(M.>-:KR&PU(KW';@[#Y\(*UURF91KSJ)>_]4WXKF^8? L&R6.+7W'WW'UZW=B(\EN M.@_+'YL+R ?Z5'CD0@7%P4>9016,-8+0X*V* D46W+>NE!QP.^-6H RC#ON0 M?0=^WM46+T_S+Q0 M&0Y^I_&\ TO\8;D@JC?!#5,Q^EJI59P4=>AE;6]+OUC&=,80I,.M\U;7JX]; ME3($0([D; ?JY]<7RO7O7HZ194# ^BB ":R3[V6,O"6+#"]H# [71K@Q/+)3$D!9#>FOH$IT =)@<\FK;(W9;Q7[%D8P^DZ%EH&5]^8Q"0412ORQF^C]1+,?60>1# MM.R'F1=5>-*$[1THE[Of^"6LIFG"#8%<2P- (>H>3.=G:\O3QBQ)3DBWJEZB8V10D8MR>]GR;O"R-WC MK9_E/D#*N*4HSX*<8YC> 7;^%;>?OQ#=K[!A,GS&/\YK[Y7WY5[9^O7$3$XQ M(U<15-06E X9R(-#R#E'GK'$)%K[U8?2N)^>>E$W?X.*Z07!\$(_8^*E&.Z MESJUU=)CD67&LLJK:3C@K? N'GD0@>,:.RF&QM[YN/)#$<0UQ#\AL(KR7]2[K?BOJ[8B76]LY MZ9G6PVL,^&IKSXVU;]_\2 =QR= GP3P(*\C*!U\'9B4$4VLGN$C%AM87''L1 MUKB!L!+)S2W9@=#QF2 ![+5BG@%7AC:$^/)&&94YJV[(^XDI!/, MG"[HNWF-D[G> 71N]"ZZ["8;Z?1XIP.D6'LXF"C >Z6)VDI_N8*6>L7-? >(M&#E_>KI@'^X0=027.X#) \,F+S/+-H0JI31",C*RXY!(,&) NHGC$APC)LGKI8"V7Q*' ("A5P#H=161%I %F')XR,.>Y M6M$W";-.8G<'N-DQO4%&QJ(5N1K:^OQ0>W!&>M .%;>%:=;^0>9P.1*0O2RR!38H9V.AQ0>AV9TP@HQS"Y M"Z#L:+VH.?<9:S]I4^_]LK80N:]",U+*L7&.%AN^+>#AN8,/T*@H:=R'(,[M,#KOYFF)885O\.)_W\WO7{A\)!_^[6+Y5UCFB9;%^:P#%*EKYQ;EP#D10 N? M"Y;330XDL1/GYDA$W']S-)AX.D#?CO:M,A4TS()5=0-H!01.,6(=U*+ M\LJZUEG!XZHXABSZ'T[D=_772?P_&D!?<3E=U%*#Y;J1G6LRIUZIH)6/$0PF M!- HI[=U$!]P4(5UVN8C6V<0VE(_>ZO+Y /0\DNX+Y1<]T]^<+^N.+Q;8G.'7 MBSEYCBMBP/MR\?OUE#CP)R;ZT?445Q.>T)'%2<3V0LZP- 06"D!9<],%BD,2$ MUK'D;12/WF#H>5'1/)+MP>COWNUF/,G3F\W(F-$A08S64A"&!H+TY+.':#C# MK+UH7:!P$L&C=S@:&\4#R'5$$)^% [Y/_02:DMITH'^DWRVE:7PXC^)?Y=+VZ M.+1T)A.75GH0)=>H$A&(E.W(F3[M6"[KG4Z&V/!@?8$#SO&4(3 ME;UWSDH0,=:G+,.5#).K\E1"$TVCDW;EKAX-G]%9'X\/F(#YW8#A?Y?]]OEIO MBK,_+1XH[]@KC4@_(G%T-5V3PEU^FR:\T,P?,2T^SS=?V2CI MB; .?93D2*0Z8EQH3?PHA72PX$EF*5A]W8]Z#V-W@7IV*ZX4"68],WLF)K)](W-)F@MYZQ8D(QVHR*K M@QN#!N-LB;I8)6)KU;P'6:/W<'HV'+:640>P^WTZ7RPW&;2+K-B6C;6YWIO: M7GV[L8?2:/_M@M$3P2ERXW[3R;:.6;1@#/FE'\9NT1L:0N&A=_-V*]O%;1#T; M@D<1]\F-0X=H>Z>9=*EZ4<>81%!LT],[.)!!,5:21VY:WV$>V/9NT)92SZ"-%,.;W+S0\[A[R?\8]SPG">#$ M*YM?YVU:IS>ZK"K"!NZ3!"YK@8I- $:)G$:3)PI RCF*YYS/=BTY:*.8EW8O M>8BHFX+\61HEO ZK++V]GB[!:S]^]_N:; C1 >(+Q]XX.KA:[>N/,ZO,_+ ":% M4DV@1Q/XD"A^*I$E%F6YO,!#J:RDZ*S4QX&THUGH MD.+JHDCVII<:+(^"*6"ZS@ZW24"P]7I &!2^,!YBZ\97AP8&0T%H:$D_$AH< MP/0.0H-;:?:: (Y^GZ0QO==7]M#B4E5(Y1\:]0$YT4)67%H+7Q ,33+)1U\=Q M0UZ\--K'N'5HSPSAT8'0A?:G$"WUQ_W,+7;B!VLF@Z@-6KLYK]^?<-[>_+.Q+C_',M M?'RU6N%Z-8G6&?)P#6 NI')M>L:M:NT< MB">(K@,87N3'KTN_:^G.XGS]$4.>SGZ\05KIC#9(Q^QMF"XW%3_OSK[2;S?/ M*NO?S] <2A*KD:!,S5SZ#?@P^2 4]HDW="A-0:MTTW,&X=;G= M'P\<'9R,#9/K(XFWB^6;Q7EF:CE2^P>])TM92#"? ;&HY3"8V MT6$"8U3(IOC@_ M !ZA:- QJV.Z@V%!\?8#QSBW^%=^VM9A;I@DGD1EG@9G(M07'O(0CZG:\W^"GQH$+K&IW]J1NW5+9'D XAUBX!N[4#Q'>MD'6.%Q$29K,[!HBFZ]6/L? >CJK?-%&TP\",T3!71JD>M L/NP1'*, M\YM+BBX3LV0-WJ^_X/(RA2%D1N6"@YH"IX@1,_A8)$3K+<*@S6M,U#'4=I. MCXMG@F9S(78*ULUVKHW-Q;X*#QZE3&"**Z "S^!X]."B$ZD8*;5MW:)W\IZ M:TWQ3& \64B=@F^K_S^$'QOE+U3-I&D'7- M,7-.E#GC0('EM#%.'JV'K.J G MB>JMC\0SF^9C1-.K,[@\)SJF(4YG%ZTOI$1KC1. *B;RHWD!5P,T\C6(8]P9 M55IG=O:AJ[?&$L^'N%,$U 'H]B^$FFA!"-7%K(3#%3,Y.8*9T!F$0M/UD59 M&D-O?^K&M;+/7$XVD-".A^."CMB0<'PW_W;1G&,'(RUGW*52ITMX.M&^[C#G M#%IIY[+D4K+6X?'A5';2;_^9:KY;B:L#_4B^Q+9-1QJW\^D2::]TS-8_/LS" M?$VQ5;V$^EI_9,*E5RD+VDHL I2K*:X8&9#3RZ4@$"79NHYQ? ^JZK!AOAI-[M#_ '$5H7$PD854"R.!%+Z]3VDT1U6>W] M;/ [243]/(O?GXT4>A7)HS#5E-@Z,II"+^42:&:9RTXREUJW9MZ?NBY]Q:' M.)#0^O45KPJ>=CG=B6N&+H-33M$. P=GM 7G3,1@"0^JG@>6CU#9R<2#9_(5 M6XFK U_Q(WZ]U/SORV^+^6?2O&=O,*XGHEB9LRC 8Z;S&Q.QS=,^ C)1DA2) MF_:=PG;3T]4?V P#]QJ"-1#(J%Y??3I!W$J(>56;[UQ,E[G=2DK&0LI9;/ N MDMK.5H)+QM?B3F:RD"&G.ST? =CYD>6*9+CVXUL!IS>X.E-*'JQ-PIW'3JU*F MLRDA=#5)*JKLD7@CI*M!D(?@,4 D?\ 7[XWPK>_.}B"K2S=M*%756DSC1PV; MLW2Y[]>+Y:? P_;IDXM7G)6ZCI7*9-#;KR[^Y1@ MM_)Z:J%QK\2>4WTU9?GX,+I[0# [B;//AQ>U&GK3=!]ZKHOQ$XE#Y66,Y36<6_11M)X@PJTBY3=_HR=1,XQQEQ[WWD)BD4%T5 P M[I)56N3 B..C!:CC/C]Y9G@.)+0.\B9U6_7_UR3XMS"[.(/;SLGU'U[-\^V_ MN/&3%_V^[}^$7S8P^_5[^A+FG_$C'9Y?2\&:,Y":^*(9F.#(7V8H(.3((>OB M;1&>3GKCJ_/N\-Q78O!\C4=P^2E'Z()*])RQP3X:$DQ&95)8U@#4:K,9>UK MQ%KW\#F)X'$=DSXA?I 0NQD,=]J6G>'"">%$M:$$R=\3LR(T#RZ/F-A3%L74B M64VD>]]'LH-A]-E%VD' =]NNMLW4HII@$FT5V M20*K?EW,IJFF@V[M8: .W'M^N$%[[F.VT*A'JZNK M93Y<+G-M. .Y5X'7_K5!D.$D? $17IZ-8P;VQB5G;VG]^F)J3VWE><_,^(I^(MF;_03_]]PKF*(M9APYS524>6U5%;D7X1+B=7B.+F0WCWHFSD=I]M4'*O:6=[MH?2IHTB/A\^?ES5- 3]]9E"5^P_DY'J&4'OI2 RVT%Y&-U,[MM>H4T\U:5Z@R M'%D1F8/?#$6)CD,0AEP?YL@'"HQSU[HD\PF23J^WVGRN%FIL2C3HD_4"Z?7Y M:DTV>7F-=DG"MBDEL)F KFRP=* (I5$Q27P@MR^VKF_8E[9QE5!+S-POOAI M.GW]HG]>+/)?T]EL,WYH6^H=+@K? #]='CWVM@4[:F]A&>FF['KGC=^O@=_CB M)&SE>?(@C:Q)55<-DRK 9?(>=:9_;^TA'43@J3IKK\6NST91D@G,'KR/E1W$ M&&]T!*92*9D;Y*5UWNHP"L?57\-AZZXV&U!N?>]T6B];&RCF6C1\N!*[]9\W MT%H/D]/*?:(/[\",0Z-+L!$H<@^@ZB.=(&ML'UDP+$>?=6O783 M+| I.IA^UF12VY$-M<D-J8C;_'ZYG]HDI_U)4(R M&:S>6 KE:K O(L3F(JH3/,&'@<1>/+5W3Z+79\-Y%JJG!D827& DH'8H3B< M]#17.<8D5?- JH8,H'/GV9#!LW;NG&TYN?>JTBV[2L9:;HLUN8?KLX>^U$"7 M[45DNX32I9C?EYL%N)<%NYM^\IL2W0TYVW+>*_!IB1%YXF3E"!;D E-8GVV! M(HU))5L>;'/'XB2*3_:P[EW]EYNK7QA;(QU%A&4-1Q400T^Y *H'!?(0BFR M=>A[(LFC)Z^>"Y_W/+MG%'6?VO*JH_[O&"H?+HK'ZXK=W^G@;; <@\[&>O)[MI6M47*,.1HR>4W7J.M-E-.63PMMY\ET)_IW/S4N]'"1T/S7#Q5WMTTX(?>]6BYJ*=:VI.$*C MW/RO&^B1!XEH#VN"DAV^._)F2)L,D"0J,T*)8E21 F&\&TF8LZ#]+1]B)QF MU4L[#7CP?/"9\V_69%K';D^0U4BG;A;.+7&&G<.^==!ZB-K+V M_G;@$PI@GDM6DP6QM.Y5_! M)P\&N_/=:QR[R)P54D'QU<'.+D 020*;J'P) M2JCFXX0?)&9<-=($!_>&;C5A?)*Y(_%?%.JL)C1?_IY6RQ\A IYX$,- E,@^ M)#92([6>]OY2UX.(*=IR*&!IZZ!D8N3+>@E'J7H5)7R^W2^ M6$[7/[.? W64D4V;*VJ2!H.23(YF%R,D8,TPV.)8"Q]83!/<@:.^2F3NUP+.83F+WD?)F?<'G4#8.H5^SM TA_XUPTF+1=S M^FVZN O:K9&9CYY\U C&%>);?8 367T8H[UC6AD52_O&U8?1.&Z_F8$P-ZB@ M7K+;_ZF]\>&<_LO//YO+OVL[PSO\1H602V:@-:^SW2G\=.AJ\T;MN4C%>=%Z M=-& /R[3%\SGQ,5:>W!#4[\O54/_\]/^^1;66=QX8R,(%C'Q:O$EHVW[JK;I MW#"-*DK+4]&M?;(CR.PV%#@$/_=>9 XLKCZ5VP,O'X_69H]_;]BGF@/]JZ<> MWV7NB[:H(0?RLC;C&#P%BZ Q"LZ%;#WQ^P^-K\$;A-??@,7#@07#M0I 4.#8^ML_Z^.)S,E_2&\Q"4/>2)#27!$?,= MM?/[]?9>;Y]KOIL_PMJ+;=]>J^%%FY 4!/2)O-SBB+=ULH5-7F DTH8M MZ!@W3SL\')]=5AWDX;;[792WT_ETC;]-O^&]?;X]7U?>GBV6Z^F_;P3^Z_=: M6G]W[](JEA-RD(;5? EW,T-X9AZ(#"]ECKKUQ->6](^,WY^=?OL,N_3^;SY M@OUH;W/1QH_KA\RX-W]Q%KO7 *3%C+7FR[]"*[XFM.U/K@0D\VMG.1AGMA? M*_7Z_7=S^NKYG8<_,6KAT47(L5Z:6$;1E*\S9PNK0WQD+&$XA_ AJK[\>'\(_M*AYV])H(HB/[^;[\'DAA;CI9WIYI=U=? 8DI<.D4*TAL*UFV&$#G[\2S1*BU9 MQM9/<0ZE<5P_;U#8#2"D/HW:_^^1C[9OCW]ON ?4PZ9Y3WFF6HR07&IRN9QB MH"0&"XAA!A]<$256Y=LS_N,^H;H=&-M>NBMT9"72[[:KFL\=,%!;/-USI2-CI[$?]ZS M\+!R[A567;D9OY*R7OQ _!.7WZ8)=^_]>F<^8EI\GD__G5BX&?VPXGA#(T)CSX]H1OOA(_V?NY_ MH^T#Y@&]G,>>K"H1@XO,@M&"-&$. AQ&!:ATB(H[RWSKXI,!GS'?- B2+.6ZF M]EXM>)F^^@7G6*9W'7Z4RLKD'>10>V\G)2%*+X%%ZYW@P2;?VID[@=Q^'T$? M@]C"8'AY->GFMKU"/GX:.WACPWT7GI #?;@:UD9L]-)14 ,9)M,,."+#H#. M).VKZ^="T??I$N;$3+LX2$2&8B1]>1@1'J*@4T&EUF]%VN]B MW&AC8$2/(NH^+?.^]?- _A&4M'_Z&;\BEG\Z&>QAP;Z%G>R^P+!:'?RR0E- H M30'F*_/6&*-D!58S@A%+.@L6W==:O!88%-D\N@LH&HL)H7_),.\.[?R MY?/\QV(>KO_F$_UN16>-9+7Z'<\B+B <7!*/S%T44P3&N M6Z/J0!+'55@-0+%X/@F-7/CZ*7R_?O&^>O5YB9M-76XD*UW(,=5@DHU$OK"D MX+FO\^ZDL4IE;LH>)N[114:V;D.*=C$$GSO06!=OVM^&-)U-US\VQ\NK5#9S MK+.I;=&,+>#J=01S,H;B8C3-Q\3=IV*<<.\9[- R)#.\.,F\69V$ZG^@<:K68 MA(*UAL>H *$6##F%0OA0@F[^6FT7'2./J3A1MH]"Y0A&=P"6C_AM,?M&)^CV M9BZ5);-T6[(D[1@S67*7+'B?!4A? 0M#<:=X\QGR4H){@;,3\+1"T MN=C_$);K'S>M^2_:O[+YM);Y1VQ0$RB95G$;P11)]9R$H9I/]K[5;O3]TX M[QZ>P;(-)*#.H'=Y+(G2(LF[JQ5- ="R]U1 %]VZ>#2Q85*QY/>)]*L955T/) M^Q%8'<'\SN"SU;U&6Z>M HF>MI%([?JJ@(.T/-:IF=P-J:%ZL':GRO41F!S! MY+$? K3ZFFG^SO'=&L]6DXP476H1(=4K)V7)+0C1(7C4G#*S*D$]X4YY[>)\Z M:K5Q&FP-:*@&8G0'&J:6&/X5Y@G?+I9O%N=Q74IC M F=4_2- /4GNF@FS=MGD_RCK-:A^)A[LIQ_;"&5E;? 4/M?JL;#Z\F>H M009MYM_.IT3)I\6'\.-?OKZ? 7^7&)A3JRNQXA)P\'5!&,C:_+:FTZ,+>2K=>;P5Q8D*3YG:FQ*T6RY$NR "R+ M()F4NGBW#YZ>6JC38*T!?IJRN ,36%E"1V&3Z)@DF3F+U@';3/; (3M2Q8A&" MDN@,HC')T;=7+!3SZF-.3N:T9V!9)L-^X@U!B V_;)8+A=_U6Q9^$K_MOXQ M$<5'JQ0'ER.GW1D+,: !;[1.DD(+%UJ_UCF,PKV IO\# *VQL%YRZ=O53[T^ M7ZT79[@,_SG^=>OLRDN[[6L'KH\[BABGJV$[G16#5]F%T1$&3 #2[6U3"H& M8OU%U8DM(6!0S)3AF-129(LLF M*K%?)11]_L81H#]=PW_WRIVF'HZ0Z:(9@T>&QQ_A;-,\Y,8>+A/$R4<>E8G M:^I/">/!KPG348B^'[F4/$C .&!I(=%%:_:.7>RV^/I^CEOZ+Q/^ M4M69T9I!\)%"5N'I?)?D("M/ZE4'INZ^L-U=X[

*M8K@5(@6ML'FKCOTES.K-',28N1D"!QM)[AB@:=H'$784?+F TGWH*MOP!V#A[O5 M?ZV%TQG@/GU9+LX_?*
WDWI\]O/.SEMJ>RR4Z.3%&21>/)4 !OEZ1\1BU$D+P MC*VOL?$7!OQ=("Y!]R0Z^#?V) S)@5%FCJCPEEPVDK0B2+_P.FW
MN77^_RF:QD7:8(Y;4U%T *UCKLH8'4Y+1P28K&_?,M= 498!&6JRFIOHF[^O M?S$WG,/@I,'}YB%"^P^6QONP7.3SM/X?N%Q/4Q@CB_< !6,F\?
9ARC/E\%RP M&0W3D&Q19(V=_B?KK$'#R1L,TLCF@]?'S.%QCT+8;($Q44X>*07TB!40P@ZC1 M_"/#$3R/-L>]\G5/]/C;M7:7B#E"JHN&+.X#
(K4MPK87PF4P%.3P,B0.5M3" M_B,9^* #8&1>B>2MWN_&8#^51:DAQ*35,H.?*T$S9RA=D%GEO:.0/+D2J/C MXE11+@;CZ\@H^6](&_AR=P,I$
]R]G7N"Z=S;V3Q_S8M>)=\[5@A!XR,J4OUWJ%.G%.:S*K6J*QU],_^4]%W M?'J" M4\G'Q!N#B*(#:!V5E60>,PH-
FH4ZS]00_PHFX$J9G*SBF87_/Y7<$B7?U,Z\V/W-\!KG1P@T2 MQT.PH%&^>+OLJQW+3E=IMB 7ZT:&4 BO32A@0^V_J'.L'?D1DDE,F4@1_=UI
M.2>KD(.(/,4E>V2A" N3M1:*)P.& @Q0GG$(%&>"93%Q(5G1,>WAISVUSK@* M<#@\W'3JFO*Z W/\=CJ?KLE*?,-
[^_GEQ\6DA!F=]TU6S&BR($8Y,$63ZXI& M (6DM--4.!F50$%*ZW*5 \@;[ZUJ6TPLGD= ?6/O>F-U9L=V2(?"&%32P 4W MY%%@@$
N!6AEN61"R!A;OYD^D,1Q->!@4-D?DB?+K0-8;KW:CSC;B&[U9?KU MJJ&SRZK4=@R+TMIO7+BD?(Z19NI\/@@<:CI\JD WC] ML9B3>_T5U]?
CH:^;RV?!+!T^<*R0G3"($"VW(.O\ .:^$P.*ZQ.%A:L,-ISPG MN!J)I -L?5J&C+4'3TUC;OY06,3=3/#:J4SN;M";@>*>0^N85 M-(\2-&
IKK.=$6#NYC%Q!\)'X='%%SD).QOL,44E1TTFV/O@ERITJ47-=)-NK M)\03%0-7"X[7/&00]_YX9O: @.U]91'6*ND K4SUTK+._<%%!/1D5EF-C?#
MP-CU $<*ZZZXC^#G9]M"8\VA%3(OKZ#B>E4N,&69_]F]H\H,2\ M5^:?IT8+WUQT9*$?(|%"_Z-+?CP_0;A)IN8%$L0I*XWF"Z!XZ866Y8HR=.N
MS6A:"\[FHN-5?+81_-'\&_F*_Q&#=WV=%!W=%!W=%)P&G7(&59|).%[[M'!G0]:O;T%0*9\:^7*M[0U&4 ,S3$CA\'W_!ZE=+YV?DLK#&_,ELLU!-_WXAP
M(K5QTFH..K-(KH$UX&/28)S2R6/F6;0>:'8XE5T:TLAV)DAX/27X!R7@MR M+G]V0%C^@6MB7Z2#1#I<>UM+B&M+O\0,$%,+LX7'COB,U[-
$T7C-%<>$VZ&B M.%[?+=9AU@186W9-2]{Z^I+XYK54%K92G>IKX}1V,133*DQA+9KC]%U<2]T=8UM:0WW"0NK=[7Q^VN.WQS8Q3P>:**|
(5$-K6?A1,0%!DLU2* MCC,E;1&MBV"?I8)MN]A-V_R^W%UOPHP5U8T$B5K5*OP,$3V#E)++!;&,PS9N7 M/T[1BZIV.P {]H(MY-
+!Z[]EF_OSKZ&*2U_PSF\^*MZ^_M;C5E2YK5 QI&> M=Z*.WE40 IGTQ)1USN3H0VMW:F_BQKV;?S[L#2.M%V=:KTJM:\N]SSB=CU9U M?@
!SU1]?BQ+QK'A!/G '(+WD>("% 8=$V?+O8Q\5L]G:Q M_"LL\T1KK8*5$820""K42D->WYTPQO-'8USSWLL[R'A1UOH E#RD,8^50$N*#-B%J
3'D0N$29&M.X@=%(T.#I>CA?A0 'H(1X|&PE=<_M3A?YSW58KIOBX57ZM_/]!+PY7|;9!IM5)E*FP%5(M*-ZF"AHZ5%
[DB\OXS#1*;R.&N]V5>KC(&>.= MR=$8..PZYQ"!=.,V7>QIMOM&],*>\PD37.19PL^A]M J(? MPWF(0)I&!L^>F7][OJX^[XWS]NOWKSA?
X6+^+A,)TS*M!%0$"Y@1,&]V-]J:8YZR/W)/L/M+ [5%X M2/7D$!+N.P;?L>4_2+%\^@MGW_#WQ7S]936Q+(<2&<6 M:Y/U=9!4:8 0@K+
MBF)"IM9W$Z=1_)(R1L\'Y9/D^N)07,_IJ[\6DV25R5+52ATAR.]/'H*MQ1(Q
M)IF9M+))YGXFC".TC7]X;9H^1XLN$*F$/)UBT*YI'L)P54*I$B"5R*%)SX;./ MK/DDT"-)'3?:ZQJN!TOR10+V[>)\.8G6,
<6PI72#Y3CR@^W#=OBJT*I7VTR8LD2C@>E4ZAA-!)=X!F/(@!B! M/-]U9'>^XSZ!A+UP:%XN#I]30GVKS9H21!T*<[+6-
$W[VV+^N<[PS1C7#1XC/?JY!JG1_N\O@JX MZ,_A)$5)A](%UP041-CI@JG%@B:0\2&6B*&630*+AN_4YZ%QWC8N54
MV3X*E2,8W0+8N*WQ>S:=/[Y]F:VT_U*R%+Z!%[6IY)9,-J,11UEHX5%XDYH M?02V*$$]P><8>=\?4M.(^3VTV-R!
IV(/@M7@66H!V'C(;B,9\$N*@\1)YL3LP59"T.;;7;66_4@83W0 M6_40SHW=8O-V;]"LO$L)R0^/NE9+"8A,.T I2A19\[B?__GR>JL>)+*'>ZL>
MP+^Q!7^K-Z@PJ$O-\!E..U>V$NX,'0+MK9*I6'"V6.L-"UG$LY/P4KAT9NIS('QHT3[&W]1_LNKUUZ'DBE[O# MR8U1!)D;
(IW+H$,@MA3A(;3H@3QD23HN'"?*A!T5++O./3I7QHY YDN$CWP6^_M(M'Q6Q'0]&K0A!5D!GD0P$1 4!(+A3_<0M8N).>%B^9..+'SKN^1)7]"PI'R
M6[1G9@?*9'O=4'GTB?Z;S6$)-@1K"H-,_C6H1(;3KD#TKP>3>G;^%]?5E/5W,9N$0Z M,P1OLB\N,-\ZQ;*#C)X"I"/%NVC+ZP[@GJZHFL#H&;<[P!)-
RWN]@+ZXKDD[>B7 MQ7*Y^*MN+7RE?UO_F&BMDK0> 7.=PJUK#5:2'DK),21F#-GD =V>IRGL*27<_M!FT#2JA3_+U>G)U-
UY6#;Q$_X#)5$7[&21)>QSK;.)=<9QM3P!!11<@1^;0 M9QM:%WX>0%Y/.:'AD-=*-UWE[C:[MA[!QI#&/]>U^3,I\&=-~)I@/,;??R(?
RH8<_K\V7E\:MYKN/< M+_XP21&9+88.3TH25"2F!4;L4]G+(@-/RK6VKWN0->Z#IR%C@%:RZ+-#_\T7 M&W^F+YC/9[@H]6_7>9MVKPV>?
S;C9^>'+"18=^A"(8ZE]))5]+/XVM11P> MC+79\$BN/PZ1TGF>=RB9&QUT'3.'C)B48N4;*;#I30=.8-98NN+DY?R#N40
MN>_S#N405G=@QG;>)1EN7:R4BRS(%.>L(=16VXC.Q" 3]\U^^1U]+_NL;U$. M$NX^]
[*'<+I#M%Q>$A1;K/=:00HUJT]'!QS+"801%*0J+:.5J/1SKQ=S+'B3A M_>YE#V%W!Z"Y?V%HA#>Y> ?915ZG)44(!B4D75"
[VA%>MBX@>QGWL@=)]LE[MV4/8W %.?MMQ7RYZ"E!,9 MW0%4=A1>&H$HHXD@>9WNYFLSX=H)T1#%IC)?
8#&H\LB7[6!TRG>"PG9.'#I@$[+F$^2,;IEC ?PO".2YB+ M);V*/(;MLG9 (3U))\E 5IP';C!R> >-U'^0$N:#Y+=G"?,AS.Q F>QX<%XP M.!9] IN,KL-
%69VH33[U;#B$ ^1T@Z;&+-2UC1A,T$5\[M3_!B($KBEPI"QY#(6R%\6U MN"FMK4T_DS1:&!<@F3]S0V1?'PXE$$]XJ$I(O'G'NP=(Z2F&:]593N?
Y]4/7 M/C6]>-P6ATQ44AB-$U('$5AQ?.@AG@VO%V_)S>FD6XYEKO- M.O&V0<9EX=AMIL308*'"%P:X-KH/AE]5G.VPLDQO.Y3
MG]PH$B3O2Lj@<;_\OR\ +PT!*SIBU09O<.E;-34F?-9]ML',DQIL8,KO+ MKEZ>A6I>LU2V;,^ L#QT1*\&)>Y8?
E=)ZF7\/L0_A16;LJB^75\Z$3YGJV6WNP0N&3&3%L(7$(MEC/'"SBCR,',C!/^@@''I6-8LM9ZB.Y8[0N);VKL7W[\'HC;-6N_W:=5@F4Z
M8U!LBK1/&\'KV@0/O0LF6F]%ZT%#CU,T?G;H1#0\9C)/%$ '28";N[GF(%"B5)"(BD@,\'G+O$SQ^ MQ>/XL#U1C"\-L]NIGM8SA3[3IG1M*R@"
U<+04.0PFDGN.+-6P(<0>>X^=I> M$'J,T$8NKKNYOW?S-#O/Y*;7/]0)9*05^55$-V$]!QZL(F!]M'0;.VS_C/;Y*;;#T!X JJ@7K3\T$M[]4TK3_F
J"K8_0E9<"O-(*9-$\",\X MBZ-?*@V6\'TF@W80D_O,S5UW3%F%>4[D&))"13+(N&HP]/&0KS?(KQV]F489 MM!OKDSUZ?7/]7:D4E,1+U@
G])"%XO7)DV5 =!0>D51-\VX:!Q%XDEM$;M[G MB^, ^S^_77W!)A["^:).C7.9F2LU1BZU>462$"S%S8C:>]>4X8'OXPL]NLK(
MQ9V#8>&6/]2.SR./<+G>R>NPNIQ>9!C126& U,[5.22E!@01C,V69^D0TUX=_MM9Z8XW)_Y7&0TU]>BV;,[0H:-QZ-
LHZ+A9!>T,>&B+Y.D:$ZJ8IDY628;\>_M)PW M^-F0T^ZL!O3_;WO?UMQ&CJ3I?
OX+SL']\K(1\JW;$1Y+:ZM[HY\4N,K*E6(428*]G(B8\DIV5R"^12&0F,EUJ,,#ARIV/MSU.,;<& M.S[$+?EPTLN!['ID0Z8$81;0[0Y7LRG[!R?
7V&3@N16@<#3) HI$- L35(5 M2C.#)>(D=U7OYN,5>B(]$=V^1O<2;PUZL9'+IPA& ^\U?J>BA.VXP""%P0!G% M0+E@
!02"ZZ)DBQWB.X9$Q4:E$QZ,DC<=<9-QYS'0CMOH*5,O<.[T!3",!W>L6M>;G8?E-UZE;SSFXBQB-KOV
MRV^^NGOX.VL^SO[1K5OY!T$I;&AZ7L$$33'QI9UF(-4_5BOG] MU^8NIGKVJ!$-0=HKXCPP,KW*#P*GPC$(D&9.
M0V*)H+EO%V.LHZQR#U"K;5M9&N,*]#QZVIHMVDDK2/R\:^^_9I/%_-/G/^Z[M'&'* I$PNN_+QN8F;G\8;VZ<59#Y!LATSS: WSDYG3:%\L6
ME%:C)];L%\+&9?8O[VZ\,R?PRE3\^_GVZ MQ7YL%G_YQ2=OF^O9Y'^\NS(40HYA2).<96J+&&V,B]N>26LX#<$H+S-O@M$6
M4[FSD5DKFQI5Y&?>*_$PG33N7=.N?Y3^'KIBU'"3NB6Q8&WJFY2&_C //.'&
M2NL#5+DGR[WL"BMWIW[0735(EMS"L:%8^3_^>'WAWCKZZF>SU^AQQ%7 MA0E5 A.@"#6 4A%EJU&\5T,18%HC4_J(N]OA,Y4'14;7@68<0
KKUM8ZX0A8M0%'BF<(#?'"'[EB\1.I>90/25U78;Q;2HAUH!T4Z] W*@!*O*1698.B@F/Y M<'X2LR@#0PEPZ0B(CC,$<0D&2!H@%0Q*"T-
UR>71^G)4HX3YP?MQDLM(!D0H MY\!CKJ+)=@Y()#T01CHBF;<2APZF+G-R>;3&'=7HW(@P56 &,P2=-8]6G6,# MH)(04!
<$4(XDH5JA'<6,Z]S#='XEEW-NJ .IO[M*V&!8!Q%G#OFTXFSRF\XF?5E.PJ4'[P?*['T MT*EW=RIE+8'*:43/SQB,FF(".I((REB" S: 2=]]
\,=$!)#P&2U!,6N-4J M>QOCGR2-Q!1AB*%H/ A.KA4+0&K/ 8?QJ+/0.)B]A^*O--*I.CM>&ND4^"OP M-=[/HN7RGR/(R\5]2/\@K3?%FBVRU#*'"@'
81:]-QWL(3>^I"'&4>Z%-]FYZ M!]CY65),)RE(,PY:]2K> ^@H<+"?,P7C[E3(-!F$D+D9!8)UT,-Y/<5S/RZA>
M#2F@;+!W4Z<>&%2@4.EXB+LSM5RY3Q\$ A4G%@A-=1KR:>*!0.+_8FALY(MF/NQV#,FJE2).T*U.6SGT[3L,V9^]=]NYZU6WX?
(@O8!.TML$9% M$3'@5)*@G@SH\XY#?%V-G"X'W>$I[+AH/&4*2L6I6/E;>-N[>*_^:GS=/IT].C6!*,PE"FAA#K2= \K@\H1RF1FAF2>YX7B?&
MRF98QK,Z^5&I0-5R1#^)LH9:&0_RU-7,XS0"E#$0%(L+E\J2;HU$?V5*7OAV M^,+85Z#M'8/M5'K%,5'QCH18JB.*0L71AZ!:,RB=%
S_RI2,KR_],B6G@%=G MIN2=GK1_ZNEM/%)TBFXNS4"&_F7=Z&;(<_180*8TQN;+#[']AAX O44%X%"^;
MUJ2)3%2+>/A;"E+7$N@A,9KD+GH_Q.]08[:A_6&BS62Z'/VS%K@[GWWR:6AN MO!G%C3*9_S%K3&KPE\Z,]
[.OM\O'23,,_]42W'76/<2=R;4#6F";QJQ2(%%] M-PNE001C@G7N>:<;YUU#60&;3OFW35Q3J&L[M^=POSNS?MY/Y9!/)Q%0:,24! M*%6U4X8ED-
0Q@*R/:N:X\S#WR_==?%2B7[N;D*/2P8C?$1E>HB[< #O]>U\T=SX]G<_M_>K;2Z]O/GQXO0X&B! HLM$7-
=2DOI(P2B;$98CH[6IEF0],"':CGRB+G7H M@UZ37Y05F)&-77YUM_GC[Q/?1J:^W'U(KV^]HY'22F/* 5RR=BJ3MLL<%6J=NN-J:70J08!>)Q:
M)QIFH]!H ,);RQ"TB-+<=9+[N2EKT?*@W4&>HB^0B5*<<7F=K;XI!?W^6;! M(!',&."I\8!RK&(!A0@"F"=?0.]U"[J#M<:
[J4ZH^^!]1JX%@5*!>R>BOS+:W M7V:3OV]7>X^[:*UA$I(/]5FQ]L (HX'S% G$*)(J=QWD;D[*5I)4=2QF@*I* MA;NORZ&!""\A")#9U+S: VFX (0&;
V1.GJ5HZM<#0=B#IR/JDX/H=>I/&L+ M[-UK/?_R;MK\<]^(GTA#?'(/_!A!*&M9:Y/:SNW-6F8'VT MX;B*Y8"F J7+> A\V%3!4!F,UL$!ST4 %'(-
)*8LWJ"UX\02AG#%B?8/)]70 ML?\5QW-Q-2F5'X?@P%?73'6RWRRF%/ M9)K<0GQJ/JZBTZ4%(H ++RR6CD'3Y1E&W^__-'FX%U/281!6X')T7.
<|)'=7 M&EIH")7 "QK7)P(&BC$$8 B".*2T4+G=B5-Y_&D"W,/4^$4@KD"%/S2SZTO? MWKSQ9K$=-KNBR"*9;@#^/CEVXFLR3.#0QG-
^G6>F6@UH(0"AQ* MS1;CS108&B6(&&,<8RF)R9UU[LWL3W,-RZ/ +P-ZG2]'5H\?%_]IS_%>Y!"U M#*]$.C.;Z6W(ZGN7^OM#=?ZF.-\0
J'E&'BBTP-AZ^/YZC6P% 7/%0]\^[%U MOXA.]D9 DD@0_$D%\;8W!?0TU@L:YTR*,7V!7)$A I'ZN*&C&ZAGRR]Q/G9 M=>O]XTX>#(B@@$A0
RHA1(H*>)"!*0JWD$4WWZ:O?,4,_B1PF\JQH2V&4/. M%5BL=CJIQX@).])RUW= MTIV[,N'>T4[#D6"I3.'6"73A!0MAG(K3N_&(0!%YYIRV,UUF2VZ-
ZSD59 MVS46W@?4JH?P*U.?^\((9;F7+!G;>#FAUCI@/*= !8NCJR 8L;F?,S_GHA[U MZ8/K 37I(>3"?M .@_P0(-/4>0F=
TY+!BC6*$VZ\L!BPQER+I[2LH,;=.@; M95(VV8^BK**LP'*\#<',%"K,+"K5'Z]22++>3V?7YUW7R*+5ZU19]) %D<0-1 M30,P6.'H'E)AH
R,^]SCGKIS5]6]OZ>QX&F6J5[&KT_6[SS*7$Y3;WW M;B.]NR=_^4H*+ 2+!E?8-!H=I7;KB'(@D*5&*IQ2]"'^BC2>Q795#/J;.C@=F M!?
H;]^"W2"PN[#PL9UNM9ORM?AQ=!'2%)(EKPAHD'R >+2H B:)/2C2B#D(F MMO8H4U6=P'ET+R\0O34K?LPT&7RTY1*^--.(Q'R5=WS=W-
PTL^7/WWZW M7U+Q+OW81[K^)YC12E&&B7FE)XE":**@24 MXFG68T#!=0FH' U0)UWA/X2NY!=L[5KR/MS7S7AWT38F_?*/61M=QHA;VBL/
ME8H2Q[LXUO&.KE6:JJ3CS49)#N+5W31O)+!*STE8 MC^]ZU[1[-IR*1MD'!N-UQ$>!"J^!LHK&#>D/S7S^+N[276&^5SXT[4.8Q<_? M?H]?
CA9B,HL(+;?MQR;^=K:((,;/7+^?Q6W@YXNK0!0,C'& 4)JW'63<;<(2 MH!EE7A%DA!VG'G&4Y=1;&WB*1NZ>AE8>_PJNL'OLS)4@VG'"*7
^A;D]3^-6 M# -<$N4 %3Z=([L*P/:S4, IK+!4<)O>B0;0>J1/&":98"!#BP0LH3 ,,4YM9 MZ#$+4,3_\-RF,7-
6:^2I6OG5;"1T,FI>WDGENIW%5+KS[Z!>/_\V D>69.<@QNWQ,H63R/>]YO/_61ODA M,0&G&D9+B8M:*50\3HT!3F FD7
"N=SGT#Y>\@T>W_["4NZOUF'QUU,]GZ^J M)DC<]8P: IR3T9=P(5X,TYPH[J3QDF!E1/;Y7*$CP%4!4[? M9L;><@GK?-YJ(#F6.IXN#"62JT"'\T YB(
4Z,$!$EZQW)60>YFI90SX*$JP MK7)9$*E M1!S?]^>BAE"871IXR[T]^;9FGD)L$9"_"D9UKF'-SWGHK RY8%W M.R4_3-8U:,.O#'CI;UWE&2^V]{
P8PS6@2'%@G$YUGE@J;Y#U-'>DZ3D79,5E M**[/*C<&";GTD);$]ROTQVRRV+R;H8ISYB'.UD2)()(Z?6$<;RI!&XF=,9X? M<=-W4RX;:L@$>P:A569=AZZ#RD30R74-_J$0(W3J,BHRD10 *"%TEDA*34C M7PN>/"J%+69V\G MO7,BBV4S.2^EC'F1ZF\9 MFX6>9E'$__*3ZR\+
[\ZB=NMK?]^Q=O7,X/QV,5_HF5OW([-73(K I7< &YG, MON-_T[@X3;5UGA{J3.[0^$D,ENU-,)X2CH=2%=9PS_+6";%GJ[RBWN" + 1N
M6>TA.8H7="Y!O&E[BI'R+OM#S1-9+-MC\,45,0M25:CB3M%="0F.T1U;$]GX]$K!HP;_P0O@ M.-?"2^%8]BGJM4;'!H&Z/SYVBH0KT{VE%";?*

_$,7Z"L,M8B>&P4D2)$Z_S"@`M73Q\K2.80Q&"R-[A]SD7==F6G+HR4.(5Z$SWP,C]8>RTYB:D%YZ4F-11"@*E`MEAE1RCWG3L(@O5@8*Z?&C8M7O:&LO7=3(8EA7@;`(UWTS37T1-A`MT]P&'I#3CK+<+4S&B"*\6#@KIS*.B54%MG`?=81!'-1RI)=.,R,ID4!11^*= M!&M$%9169W^+,> B^&(!JIRJE4/V/]1+BW452A/.9HN)>^97O/UNI[?.N[\|\ M=`?S]7:Q?G?P3%!YGU_D9FNL-QFCBF_LAQHH:F\@4:FU3H-?I'%`6T* HUYX`MR,U=NQP0/Z'&H>!>/<4B.?%5ZM2*Q$D,TJFY_TZ5?*E1_BI@6 \,;"D1AI. M`Y%U!7??D7AJW_XG'BT-<@5,P<,VO[G836!:T!VR9))( 3$B\.ZKHJNM`M)1H2(QA$-[G;M(^XG)]>8/R\EJZ/;.B$I6I=O=\U#?W\]@MP@J9Z"[&>X(& M%#,?O4?O)>"VH@`S=\"XAA/A0=CU*(\G92Z)Y*%WTG\YX??5U7_3\O^)?6: M$^H`9#0UWK842(P\|,X;XQ!"=GMDY\ZW$KNIUZA5?=%KLHJRL#)\|\M%'FMAXMV5P]^UF%,=;KT$QHQ[T%0:4=DS+:FD4!:6X8ULIK)T4'E3CTC;+1\M$4(YM8`M*SC%'M:R#+C>+R)$!3=! 8,1`90F:PIQ]*FMXLP(CJG,/>%W)R-E@]^C*% ^`MP9?NY^?;T+0WJ:]*SWW;FM!CTTFQEO%N03@$(RKDH0#(S4$6'}A,<9!F"[# M+KI_L6R<>C3#,Y+{JZ@S&>@*$:=? MQ.T^G?=:7@_^Z-?,?LI0P6D\<-WK,=@(I4;6E@%/O03420P4(1(X!HVT6BD8`MSU\X=5&8.B=R2<(;O39PF9\C.[GZ5M`M8N:.4@=U]#V"L-$!830 :1D"(G@;,%-(J-S^_6&.AAK.?TUF3=PK=_=T5T>0`MMY2S5"6B7?1_*%(02!7BC]#(6LTI42)WRYF=C)0U;!EU8=M<#1=[P4-WWBZNMSO^913I?)E^7041&D2$T8& AM-%R&PJD!Q`R;E@T"$9.DUPC)0?Z4K\?P]Z M\NRC974C X!-#FG6H@;K"YKC$'HD:)IAY.,%S<<]H6UZ0NFUP30@#SMY4%T5`MH61T?B!PN^#O(<7R8?/[B[/7"B')@8,XFD,2_V0@%D +)8DP3%#49?S%AF %MH/:!HQDJFX* .C^Y^N"O}?1M]*;7TXH-A,AXQN/U,X5E<7IW(>.55")",%$. M.?MB;NLP]1E1UA68 MIVU9;6Y[%[ZU";1K_^KN:>AO]5>N.-7(IE@?QRQUXU$Z/4$/46T<Z!3?H#DD]NZMVY%_NP?W;K+R4W<3@_3E8[G#W>& |+1E899 M]Z!8N[!P8B*Q-_,#,X?Q4U>KK]PL/_%P0>DKCOT4>]]5QP3_-?LZ240OX(}? MQ5_^.PN;SZD6<;>/8G&_ESM)I.!)\(0_O_C2N,QX;=$LXKWV0VNW-"K!ZB)^ M=M'>S-R[J;I.@M13BD6\NEXX{91$)2BE'?]Z-G=M/IBV2!9Q>WI;O^>RJ 2H MWYM_'OC+:P'WD"[23*$7<(=E4QC S9DZN?'N7=.FXKL_]73P=CM$MTA'S9.@MZR"5&C;>_'5TD_UELV%WV5XHW^X{0K](8\O3MV W*56+YT@P=D)/5HI>):"] MG[G)MXF[U=-E0<00H+9(E;V4'99YM FVD6P&$)[9-YT M$T%0=/5_H]_^3$?A<6R#W5V*L-V9Y\1D;E \=[> M?)TV=]XO\YCG7]/:CIKR7KVU]GZG;$>><,=';M]W3-05J,-JD/#7^'D[68KBM4^IF.?]\]NGS*&IQ_'ME7[*^H'IT%GWYJLBMOA5/>[@U]'+-7OT^<_1K'TA[]5M&?O2UKY M3B(OM^E/Z(QRW1D;K,RVo2GES((IPNWC'+LO5J_G[FTPORATGO"=7=1 Y5;# MX<'2+;F4#LPE%O^8N79Z=_VHN>'-8CAN.ZEVNL#!\]@=$DD-D+W]WMJ+:_\RM[*\'4IW J:#NZ-GB:T#DMW@"+-[HA7^G)^V?>GJ; 9H=-#MA5$&UT7YQ% ;K MZ_%TM5>OUE=GUAAYF\(Z0[05>V *F;<&HMMGW;+JL"1BJT?4X}2Y'M M$;8S%-A^\K;YYMN[_#L6\^4H9?>=_K @"V[IGK_F>$I^)T$BV4/3\'G\68] M));"1C;=5J+M3W>?= 8,3L7OHE<,KX-R;SH)X7]UD<0HWDE74'Z51_PJCS@) MFX_-[*-O3V5)FR;YF.V">$2YFU/IZ!EW$ M5-KD75\OUHL:&UZ2JK8,X^^:.T616%\[AF;Z>G=?#+/4|&\EVBQ)Q\#?> ^] MXBE,WN?%OR]:>]Y>SMNW\\7D1[*2/*]A>OT@6+O0?JB>HK8"B/\:"QL1E.Z MGV]Q!R)]L3PJH'H.P(_-XB^_.:E]KL=:73Y0[+U(AL/RJ-@*(_PN$FUF_GZE M.1*B>T@6>S?2%\7#HJD+MS>W_K)Y^SWE^GUW/C7Z=!!^W=!_W/&-@?_%BYQ'E.#>@BSPK5(*[X[UL] MG82)77-_J;^_\C,?)HO!Q1*]/E@N59]3';K*M2Z5B&9LJF=KAM_??$T##>("_MS&0Z6=SE\=WZ?;%<;4 FI3A-LO7 ?(EBL@R')J//7V\>@YGOT-ME. M(%85ZSHNHXJR HV?QWOA)__W[.3=V)4\1OF$SW0"N:K0U^DR6+4*Z.+;6!5 M3REGJ?XYP&R&RI\+???G_%$E>>[" GR[T!^SK*)SAM3X;(L42KB>@\'A';J^^ M=$+HN[?+"8&OHYFX;MJ[P:4CNRF6@VE;WDW'Q9<.)$^GV^Q-=K^].[V(9# AM@N?),!IP#8IE6NX\F)H.P1 MPJ]:Q9<\:7{5)_ZJ3SP-&_??E\WR/CYT>SRE5*R,ZM#NV+G8T@!,IQNV\FR- M;7+ECO6=XFZZK+TT*-?7B^6KI=E\]J>.F_?S[C'9-^TTT4E:!TT;,9@=]F66X_]6(Q U2[MZ)6;H]#)[!T002W@C.R.G/*=+.SM=SN\CA[4IZ_MPCU?M0NX=VNUSY1YIGHCYR1(L#/U?[=N9>Y?.:79R'S2)^;V>)\=??6O=7FW+I;G9] M-G-_S+[-%RZ# O3^.:!U;_S1\FWS"+]PKZ7KU?K;F?YO3[?5$9^.O-L=YWO^K M=1B-WMHR6-R%U>7/N,#K-XN=^A[7$7^]4?L,:G+ZUXHYA7G4H[=XZ[$B9_/S ML%[&>5AJ\&89F;6C]T>+/?/,;D-Z";MT&?,]XRM^9`]4>]N;DR?.^F;KFVU\W, MS=^T0^Y-<3"\4>EN;1H[Q %-.J-[^M?W M&1$]1+>8]O7CAZ746F+^B7U[G<;1G.A>(AN,8^SKW4]+J/B>[&Y,:9ZFN/Y MWC:M8EU2>N^YG;(HC]"97=SJZ?3N0D[<)]!VD2S6#Z4_7@IE'Q%,1>DO.'EF( MG"#NHEVNO4@&+_|(JP93NF$UNT'=2[E<8Y A=O68H(K7^=Q.%G=IM,E*E/%Z M<[,EKXY:9^7. ^/$26P]^^--,HY4^+ M7#:?)TSY5KL5([]A=`U%6A_]'OW@_L\U-IAAZIP^4ZS22#>O]8[L.X6=!YK&0 M/O"A3HA7%3O[(<;"R.\P/VGEZ^!7'M"[?],3WC5%GTX47G6;_'SOQ;V'R7R1,=6]GVHG.&L*9QT54&DGUN6H9&0/20[M52O4%,PZ+)KBD?]{XY\?P&.T.R%94RBKH[*0GH_"WWCN']HYH:]M8*>FR43 MZW^X1G*ZF-__Y '2W;0[@5A+ .N@>(I[.UN>]]+MMY-@)[AJ"D =$DOI#K7) MH4HKR@38+GJ=*HI8'1 *#6$^+-,-7M,]!- -45Y=HFAN!/2#"Z5O*?1"8^: M8C!;BZ^CS'LP'*?6J^:PB05E]DVL]^BX]FI(V?VW:R3,-DI8:]3KX3B#4% M0+]+K/BYY":)+SVE$'I[6%VN]/,QZIV0K2D6TEE@I8^UV?VX:A86Z0E1MOKC M/30[O0FH*2IR1#C%*P@>7G_E*Q783;,3=#6%08X(I];I ^]G\TD4YF6KEY,G MVS;53:>I"EL1@(&C" Y\)LM<@J[+R#"DX-FGGJE%SV:_>\D.B4!OR+U*DVR& MCR?82;!@)}QC6#R).1\01NE,P8:UP6|)MT@5P^:@M'>B4M'KTK/I=(^O9F?AXN6Q?U*X\W?X!LML3UTFH]P7##%/87$58(C4\I%7L_?ZH/MV/YM4!R.5D,=[^?D"KV$+XG*$\$ M4!B53[=3CZ!A*'DUKOFZ\.[=5%\/@F?>]8C&?+"N^D/2I[JLR;O'I'/=O8]3KR1U?!"WIYF6CO{JG@S;Q>?' M9K%F-4^\O_M7*@G_#\3Y@/S&M^CK7Z3_,7KN_^/__']02P,$% @ DH)D M69&PCX\," +R< !H !M87@M,C R-# Y,S!X,3!Q97AX,S$Q+FAT;>U: M_T_C.!;__?X*'^AF&"DM32E3* Q2%S]WE?9@MA3M[D\G)W8:"R?.VDY+[Z^_M]^RD+;3L%#&{UT&'-)TF?K;?EX_[!GO>6HS>7&>ZO7Y2^%/JVZVPDE_4XYP? M^N?S0S?)>:38_.*X%'8;I^VNB?'G9-.I_WQ)(Y8)V*LTZ+'W:35M^7>X!UU!W/T[TXCQ1N87Y M-/3W7_TPZX-1/8'QK"IZ81M&LOS!-]@4D[SG3-SS0]7B$8WO)U]5.6O$2BK=_MVT_=;$G3=I=/?3X):$1[01=@[H!]*_OB+A,:N>[]ZO M!B,R_G% ;@>7=Z/A> C"@U\O?^Q?_W-_^I=C#[]4#_EO2O;KZ,_M!U>K$46#792/6FTTTOF@/_JA?SVX,=S\^M/@M]K\=]O5?K'U&];\@@_JOM_>_M 9V-#A@&Y-;R*2>_B8#$7%N1S(E-J7VW?WQRMO7]+2ACP,(-R1/;._I8KV>1 M,S"\U\ W>_\;\-F;<1?/_MCM1/FL?HAB%)*3A<\ZG@,\A?-A6&_%Q2#0B1 M]#8(&9,)(*'NP@IH)FX*!IN"Q4Q#' M+4 UQ<#,*71C)))JQNN&M0/#H^X$@)XG((0($0JVM<40>RY+!F "3 VP9P('#E"BE" 0%2 M%C>=W\:/@ MO#<5EJIZ ,E!)8F 1Q>P(;&:.VA J$4D.8:0<,!C)(5)41S%,B!&)$=\9L+$M4ID2^B%E:B4]1@JM8L[@M2$' G& 6,^[H.`.*7YA), ^L-&HE"#A"M7C _[! M=76%*C[Y1X$%5NZQB>,3I*P5R'H(H2Y;3Y0\FBB!B=#.IT &"3Q4!A6E+@#4QE4B<:PT# MX'B7$.RI>#"ELG1\A>'E20+5H9A"8,R&*N_=_DD[!)Z9'7C?/VXN_]Q4D=P MI_'E9:1*^[P&VV0(NI#F6#LG7]_ND*BNRMT:Y-X3H(_#&T[P%C#'=@ES%6OZ M<*[# G?=5?'F6C9B[P5R>O=M$KD;Y3N[#C'=^%+:+SE;V8.TQD]1()EBR%I+D*TR5A(=!>`M4'RLU;$+U2C4LE9IL\CW[@4,F67"6L[_("5$"BH*;&<"]'.#' "8@8$-,CS\MCQ5UO0+Y]Z4]=U]*_/8'3)\ ^/^6Z_+\WT)-1K4C *@AMMR)T/?:>S:OA(6:NR'MXHF&)* M@%]BFL3-YYNKRP:G[\UNJXOW#;R&?ZR>N+J*T'17$0XM6V_KG#1/6\\WMYKA MLVW?:-A#I])7&QQC"IL_VCO:JSM46.JUBP<2/G8VPNNI;[Q;_OI5YXR] AR[M7$6N559!,#J!.Y>R@)+E3=>9JA'U4Z9^FZ_ ZO)?;[;#S^VSNH?EQ]9NF5L M6\2EHC_R3K6$W)HKP%H\32.UF;OJNK6K",YU?[*GOB]G7*:")V3PP.,2-_?DMQI>\ ?D"FW'I>=3E[4O5^^SO[T M=\K7[GLM(>L(O+7L0R_;6G7NWSEBECUZ2^L';J+C(["P@ -[TG :,6%X+3(P,C0P.3,P>##$P<65X>#,Q,BYH=&WM M6FUOVS@2_GZ_@I?@VA20';]N&B<-X$W<70-[2==QL'N?#I1(640H44M2=GR_M_F9(R2^QO7707M<-+D!=2QR2_+PF2'-R\2F\NHRX91=_>WR[[4:N5%1D?+;MDDAS:CDCA1'9A/S&N'DDM5HI=:WRN1:3Q))6H]4AORG]*:*;4MUMA);^]QKD\ M]<^7IVZ2RU"Q^=4E$U,BV(1$[VZC%5F83X- M_?U7/\SF8%1/8#RK\EZS!2-9_F1K5(I)UG,F'OFA*O&01H\3K8],U2(EE>X= MQ^[OHGQJN+\+[%*+:,2KDO/=V+%)NR"V?D9%*:?8V,#0S-<.UB+V@$?_AH#S, M[AYGWK8S&$>*C%>V-EMHW> I$:&PI-VLM]9-V\^H"*+"]:%9=3T8C8]&_N/HT' M-ZL118-=E-N-%AKI?-_?_=B_'=S7[G[_9?"OROQ6H[$;XKNLW[+F%WQ0!?WZ M#NAL=<_P()^HU2)Z)*,Z&2:DR*PN M.%@ Q8>K0R'JE*3PL 65)*81O-)$I9!K?)R&P(9C[@Q5,]1)*6/'.9=&=/ M.P,*P)32%3$P!PI$0D/1 F(9= =-&-=DEH@H(:; CV7_&=>\' 0-2(614-U@ MH303-@$#330VP M9P('#E"BD" 0%2%C>=W\5IPWIH22V6N1W)0<2S@T05L2*CF#AH0:A%*CB$D'/ 82F$2 M%$>Q%(@1R1&?F3"15*: ?DB96DF/D5RKB#-X;<@)0()QP)B/^^I2F@VX:0/ M;#0J)$BX>K1[PM^YKJX>Q2?_*+".RCPV<7R"E+4"60\AU&7OB>*UB6*8"_U\M#F20P'S^HEIH/0IGK0,")Q3X!X/.3QV\B8ZXX09J90B72V:?QU* >3:BA=F_ M"R:\D ,NRIE\"E6%A@& EZ;",+8#*9ZY<;#^7?+D*M=J+JD#6IE#EV)2A[& M1@&<";H8)05SIQ6F"(V &D\+-$#X3._8/\.1"H/9UZU+XU*UXT9E."AD@8NQ M4PXUI(@*29'2P2RGQ#*+0P]?$ZR6,O MY"@(K O[.?L"ECTL((>'!.1V9Q/(M>U/6!I[W)[N]80U+82H8HI7"/H\BJU,#2,>*$B%,-:O@! 7-!12V#EF]FW3 MXN)RR'.@\NMB372E(G7)XZDT*"]T#J VKA*)(J694#5IA,>08$A =0OPG-< M-"@"=;?'+RPND0-_OQH$1X>$8$_%@RF5A>,K#^/8Z@.Q10"8[94>6^.WI>. M9Q=F'_[UC]L+/P=8Z C<:7QY&;K"[M9@GPQ!%](<:^?X\]L=$E95N5N#W'L" M]'%XPPE>_^;8(6&N9$T?SDU8X*Z[+-Y&/<,C)CBXQH!A8[)ETJ3ALEK@[,,"SA*Q8Z/7.:Y50LR@VMD/\O8 ATU18R_F?I(10046! M[4R ?FZ0$P S,+!!AH?_L:*N5B#_HQ"@OEMM11:Y0X9W_]]R_>_R?%]"C08U MHP"HX387-\R1X("-,ES5!L>8G&8?CMI'58<22[U6_D2:Z\Y& M>#WWC7?+MU]USM@;P+'+5>064)6& *Q.X*Z?++!4>N-EAGI4'92I;XX[L)K< MY[:?C]?LW3/"#>(2TI_Y]%Q(;N7E8#.>]9'*V$-UX,:] ^? ;^>T[\LOUXG@ M,?FXX..[L@9^<]R&=37&.@'V]7K35Z>./;_@GM'V2QG5*,_NOX0 M>,HW;GMXO+'L0D,;F$WNWSF0ECYZ:^GG;IK#$P<65X>#,R,2YH=&WM M6E%OVS80?M^ON#E8FP"6+,ER',MN ,]QT !;G,8NNCX-M$A91"11)>DDWJ_?MD9*=)EG6%.@RM!A&);.]YW]_&,/'B0ZCP[']2,T..?!C\[#IR(>)FSO4L,1 M&=.&,PE+Q8@$?*%-7X#CUK)$H5Y(O4@V!%X3P0<@K?DVJ<@:MZGG0MLHL,YH*NC@>47P.G;QJ,P7G[8N14Z*UTU%"N4H)GE2353\+X;&X^KV\:,"UD4] M&2_8&JL?&'3CVY3/N89VX/KWH3T/5(Q187+;4(W&E[.ST[/1<'8V.8>+]Y?3 M]\/S&DC^$;QWI^[(A>EX9&'Y[8[7A.$4AB>3B]GXY,? N4;7\PYAM<@JSMV.8#B]_'9Z/I\[DC]_&'V$XFIF1P/."KV.L+RA"CMJ'Y<-M^.W!A?\(M[JR 6!0%BS47!=QPG8).&;Q;$HFAR%9PR4HA->#@J9 Y^)[S#D0"OS/*R3 K M4]*$LR)V8=^(O=H[@*O/Q)Y28J5??+[!Y (:,;5^VF@MT5!@2%^"E-6:I;/MF7RUYQ]Z_39RR*9=HB#A&4[8F#5E\5)RS1$_*2B,;^.4% N&^3K/N5(& K[- M3(K)'5(F&=KZN6D5G+5E:#O$3&J>K)10+J5:$@R!%G#';6-3MU]3&RTB5)2F M;GP^NYYC"(++64.)G).'*6=RF[$5#&-M1@O!FCA.T(#.4?_97"D)15BEG(PE M2-*['"^1_KL^P=K%"^__'V_!*';#HTC9NC_FK7),D.RQ4C'S'!FPR/)/BVY M9*: *Q,85?/?;^^3 T"V^IU]>K)YAWK-HRK(^KWVB'&LMK7RN9":Y%'YA1X;7)53+*Z7EK65,/U ;'7<[M> MUYP1-1X,-5TO7!\?77M\;&GZ>"P\T\.>ZS\Y]HW4MJS)E=GH&(6>?M-H M-]8"-3FBH+P%__Z1S_#EH6\JM[S\-K)@3Y!R-L7#N;BVI0W"]JAMF%-[X^N M5@>DK8+Z:B_L]I7]A*EFUPP^\GL@GOE6SV!M_*MCZMUC-U>)0$7&*:P1;JO7 M\ITIK=?^8T]]7\X8I9PE6%JQS&J.;IDD"<=361,N,!=S4Q.;-C./A'-J[@%, M/G9;RZ;,+]?>QI,7Y\)D'MR]2Z%L>8@DRXBQ\-%M_(ZA-E5[=R)DCC1=ZLLF]P0;3D\15Q:"%^Z-;^`"TR,#(T,#DS,"YX < % @ %,\0$;6%X+3(P,C0P.3,P7VQA8BYX;6Q0 M2P$"% ,4_" "2@F19FYY,Z&QS !M704 % @ $,M (M;6%X+3(P,C0P.3,P7W!R92YX;6Q02P$"% ,4_" "2@F19D+7H^PL(=)P &@ @ &])P,;6%X+3(P,C0P.3,P>##$P<65X>#,Q,2YH M=&U02P$"% ,4_" "2@F19D+7H^PL(=)P &@ @ 'N M+P,;6%X+3(P,C0P.3,P>##$P<65X>#,Q,BYH=&U02P$"% ,4_" "2@F19 M432>,.4$ #<(&@ @ $Q. , ;6%X+3(P,C0P.3,P>##$P A<65X>#,R,2YH=&U02P4& D "0!< @ 3CT# end XML 66 max-20240930_htm.xml IDEA: XBRL DOCUMENT 0001818383 2024-01-01 2024-09-30 0001818383 us-gaap:CommonClassAMember 2024-10-31 0001818383 us-gaap:CommonClassBMember 2024-10-31 0001818383 2024-09-

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2023-12-31 0001818383 us-gaap:RelatedPartyMember max:TaxReceivablesAgreementMember 2024-01-01 2024-09-30 0001818383 us-gaap:RelatedPartyMember max:TaxReceivablesAgreementMember 2024-07-01 2024-09-30 0001818383 us-gaap:RelatedPartyMember max:TaxReceivablesAgreementMember 2023-07-01 2023-09-30 0001818383 us-gaap:RelatedPartyMember max:TaxReceivablesAgreementMember 2023-01-01 2023-09-30 0001818383 us-gaap:RevolvingCreditFacilityMember 2024-09-30 0001818383 us-gaap:SalesChannelDirectlyToConsumerMember 2024-07-01 2024-09-30 0001818383 us-gaap:SalesChannelDirectlyToConsumerMember 2023-07-01 2023-09-30 0001818383 us-gaap:SalesChannelDirectlyToConsumerMember 2024-01-01 2024-09-30 0001818383 us-gaap:SalesChannelDirectlyToConsumerMember 2023-01-01 2023-09-30 0001818383 us-gaap:SalesChannelThroughIntermediaryMember 2024-07-01 2024-09-30 0001818383 us-gaap:SalesChannelThroughIntermediaryMember 2023-07-01 2023-09-30 0001818383 us-gaap:SalesChannelThroughIntermediaryMember 2024-01-01 2024-09-30 0001818383 us-gaap:SalesChannelThroughIntermediaryMember 2023-01-01 2023-09-30 0001818383 max:PropertyAndCasualtyInsuranceMember 2024-07-01 2024-09-30 0001818383 max:PropertyAndCasualtyInsuranceMember 2023-07-01 2023-09-30 0001818383 max:PropertyAndCasualtyInsuranceMember 2024-01-01 2024-09-30 0001818383 max:PropertyAndCasualtyInsuranceMember 2023-01-01 2023-09-30 0001818383 max:HealthInsuranceMember 2024-07-01 2024-09-30 0001818383 max:HealthInsuranceMember 2023-07-01 2023-09-30 0001818383 max:HealthInsuranceMember 2024-01-01 2024-09-30 0001818383 max:HealthInsuranceMember 2023-01-01 2023-09-30 0001818383 max:LifeInsuranceMember 2024-07-01 2024-09-30 0001818383 max:LifeInsuranceMember 2023-07-01 2023-09-30 0001818383 max:LifeInsuranceMember 2024-01-01 2024-09-30 0001818383 max:LifeInsuranceMember 2023-01-01 2023-09-30 0001818383 max:OtherMember 2024-07-01 2024-09-30 0001818383 max:OtherMember 2023-07-01 2023-09-30 0001818383 max:OtherMember 2024-01-01 2024-09-30 0001818383 max:OtherMember 2023-01-01 2023-09-30 0001818383 srt:MinimumMember us-gaap:CustomerRelationshipsMember 2024-09-30 0001818383 srt:MaximumMember us-gaap:CustomerRelationshipsMember 2024-09-30 0001818383 us-gaap:CustomerRelationshipsMember 2024-09-30 0001818383 us-gaap:CustomerRelationshipsMember 2023-12-31 0001818383 us-gaap:NoncompeteAgreementsMember 2024-09-30 0001818383 us-gaap:NoncompeteAgreementsMember 2023-12-31 0001818383 srt:MinimumMember us-gaap:TrademarksAndTradeNamesMember 2024-09-30 0001818383 srt:MaximumMember us-gaap:TrademarksAndTradeNamesMember 2024-09-30 0001818383 us-gaap:TrademarksAndTradeNamesMember 2024-09-30 0001818383 us-gaap:TrademarksAndTradeNamesMember 2023-12-31 0001818383 2023-01-01 2023-12-31 0001818383 max:A2021CreditFacilitiesMember us-gaap:SecuredDebtMember 2024-09-30 0001818383 max:A2021CreditFacilitiesMember us-gaap:SecuredDebtMember 2023-12-31 0001818383 us-gaap:RevolvingCreditFacilityMember max:A2021CreditFacilitiesMember us-gaap:LineOfCreditMember 2024-09-30 0001818383 us-gaap:RevolvingCreditFacilityMember max:A2021CreditFacilitiesMember us-gaap:LineOfCreditMember 2023-12-31 0001818383 srt:MinimumMember us-gaap:RevolvingCreditFacilityMember 2024-01-01 2024-09-30 0001818383 srt:MaximumMember us-gaap:RevolvingCreditFacilityMember 2024-01-01 2024-09-30 0001818383 us-gaap:RevolvingCreditFacilityMember 2024-01-01 2024-09-30 0001818383 us-gaap:RevolvingCreditFacilityMember 2024-07-01 2024-09-30 0001818383 us-gaap:RevolvingCreditFacilityMember 2023-07-01 2023-09-30 0001818383 us-gaap:RevolvingCreditFacilityMember 2023-01-01 2023-09-30 0001818383 max:FTCActTelemarketingSalesRuleMember 2024-07-01 2024-09-30 0001818383 max:FTCActTelemarketingSalesRuleMember 2024-01-01 2024-09-30 0001818383

max:FTCActTelemarketingSalesRuleMember 2023-07-01 2023-09-30 0001818383 max:FTCActTelemarketingSalesRuleMember 2023-01-01 2023-09-30 0001818383 max:QLHRestrictedClassB1UnitsMember 2024-07-01 2024-09-30 0001818383 max:QLHRestrictedClassB1UnitsMember 2023-07-01 2023-09-30 0001818383 max:QLHRestrictedClassB1UnitsMember 2024-01-01 2024-09-30 0001818383 max:QLHRestrictedClassB1UnitsMember 2023-01-01 2023-09-30 0001818383 max:RestrictedClassASharesMember 2024-07-01 2024-09-30 0001818383 max:RestrictedClassASharesMember 2023-07-01 2023-09-30 0001818383 max:RestrictedClassASharesMember 2024-01-01 2024-09-30 0001818383 max:RestrictedClassASharesMember 2023-01-01 2023-09-30 0001818383 us-gaap:RestrictedStockUnitsRSUMember 2024-07-01 2024-09-30 0001818383 us-gaap:RestrictedStockUnitsRSUMember 2023-07-01 2023-09-30 0001818383 us-gaap:RestrictedStockUnitsRSUMember 2024-01-01 2024-09-30 0001818383 us-gaap:RestrictedStockUnitsRSUMember 2023-01-01 2023-09-30 0001818383 max:PerformanceBasedRestrictedStockUnitsMember 2024-07-01 2024-09-30 0001818383 max:PerformanceBasedRestrictedStockUnitsMember 2023-07-01 2023-09-30 0001818383 max:PerformanceBasedRestrictedStockUnitsMember 2024-01-01 2024-09-30 0001818383 max:PerformanceBasedRestrictedStockUnitsMember 2023-01-01 2023-09-30 0001818383 us-gaap:CostOfSalesMember 2024-07-01 2024-09-30 0001818383 us-gaap:CostOfSalesMember 2023-07-01 2023-09-30 0001818383 us-gaap:CostOfSalesMember 2024-01-01 2024-09-30 0001818383 us-gaap:CostOfSalesMember 2023-01-01 2023-09-30 0001818383 us-gaap:SellingAndMarketingExpenseMember 2024-07-01 2024-09-30 0001818383 us-gaap:SellingAndMarketingExpenseMember 2023-07-01 2023-09-30 0001818383 us-gaap:SellingAndMarketingExpenseMember 2024-01-01 2024-09-30 0001818383 us-gaap:SellingAndMarketingExpenseMember 2023-01-01 2023-09-30 0001818383 max:ProductDevelopmentMember 2024-07-01 2024-09-30 0001818383 max:ProductDevelopmentMember 2023-07-01 2023-09-30 0001818383 max:ProductDevelopmentMember 2024-01-01 2024-09-30 0001818383 max:ProductDevelopmentMember 2023-01-01 2023-09-30 0001818383 us-gaap:GeneralAndAdministrativeExpenseMember 2024-07-01 2024-09-30 0001818383 us-gaap:GeneralAndAdministrativeExpenseMember 2023-07-01 2023-09-30 0001818383 us-gaap:GeneralAndAdministrativeExpenseMember 2024-01-01 2024-09-30 0001818383 us-gaap:GeneralAndAdministrativeExpenseMember 2023-01-01 2023-09-30 0001818383 us-gaap:RestrictedStockUnitsRSUMember 2024-09-30 0001818383 max:PerformanceBasedRestrictedStockUnitsMember 2024-09-30 0001818383 max:CustomerHelperTeamLLCMember 2022-02-24 2022-02-24 0001818383 max:CustomerHelperTeamLLCMember 2023-12-31 0001818383 us-gaap:FairValueInputsLevel3Member us-gaap:MeasurementInputDiscountRateMember us-gaap:ValuationTechniqueDiscountedCashFlowMember 2024-09-30 0001818383 us-gaap:CommonClassAMember 2024-07-01 2024-09-30 0001818383 us-gaap:CommonClassAMember 2023-07-01 2023-09-30 0001818383 us-gaap:CommonClassAMember 2024-01-01 2024-09-30 0001818383 us-gaap:CommonClassAMember 2023-01-01 2023-09-30 0001818383 max:ClassB1UnitsMember 2024-01-01 2024-09-30 0001818383 max:QLHClassBB1UnitsMember 2024-07-01 2024-09-30 0001818383 max:QLHClassBB1UnitsMember 2023-07-01 2023-09-30 0001818383 max:RestrictedClassASharesMember 2024-07-01 2024-09-30 0001818383 max:RestrictedClassASharesMember 2023-07-01 2023-09-30 0001818383 us-gaap:RestrictedStockMember 2024-07-01 2024-09-30 0001818383 us-gaap:RestrictedStockMember 2023-07-01 2023-09-30 0001818383 max:PerformanceBasedRestrictedStockUnitsMember 2024-07-01 2024-09-30 0001818383 max:PerformanceBasedRestrictedStockUnitsMember 2023-07-01 2023-09-30 0001818383 max:QLHClassBB1UnitsMember 2024-01-01 2024-09-30 0001818383 max:QLHClassBB1UnitsMember 2023-01-01 2023-09-30 0001818383 max:RestrictedClassASharesMember 2024-01-01 2024-09-30 0001818383 max:RestrictedClassASharesMember 2023-01-01 2023-09-30 0001818383 us-gaap:RestrictedStockMember 2024-01-01 2024-09-30 0001818383 us-gaap:RestrictedStockMember 2023-01-01 2023-09-30 0001818383 max:PerformanceBasedRestrictedStockUnitsMember 2024-01-01 2024-09-30 0001818383 max:PerformanceBasedRestrictedStockUnitsMember 2023-01-01 2023-09-30 0001818383 max:QLHMember max:QLHClassB1UnitholdersMember 2024-09-30 0001818383 max:QLHMember 2024-09-30 0001818383 max:QLHMember max:QLHClassB1UnitholdersMember 2023-12-31 0001818383 max:QLHMember 2023-12-31 shares iso4217:USD iso4217:USD shares pure max:period false 2024 Q3 0001818383 --12-31 10-Q true 2024-09-30 false 001-39671 MediaAlpha, Inc. DE 85-1854133 700 South Flower Street Suite 640 Los Angeles CA 90017 213 316-6256 Class A Common Stock, $0.01 par value per share MAX NYSE Yes Yes Accelerated Filer false false false 55090208 11574029 32304000 17271000 1027000 537000 12681400 0 53773000 2936000 3529000 162054000 74573000 21588000 26015000 47739000 47739000 4729000 5598000 23611000 0 153925000 109577000 56279000 14202000 11588000 8839000 11854000 13261800 0 79721000 155811000 162445000 7302000 6184000 295731000 248350000 0.01 0.01 1000000000.0 1000000000.0 55100000 55100000 47400000 47400000 551000 474000 0.01 0.01 100000000 100000000 11600000 11600000 18100000 18100000 116000 181000 0.01 0.01 50000000 50000000 0 0 0 0 0 0 0 501543000 511613000 -510573000 -522562000 -8363000 -10294000 -51258000 -84131000 -59621000 -94425000 23611000 0 153925000 259133000 74573000 564056000 270975000 219907000 62277000 469465000 226545000 6496000 6101000 18608000 19802000 5328000 4296000 14743000 14525000 11794000 16648000 36767000 50473000 243525000 89322000 539583000 311345000 15608000 -14749000 24473000 -40370000 154000 100000 1971000 -1165000 3562000 3947000 11158000 11397000 -3408000 -3847000 -9187000 -12562000 12200000 -18596000 15286000 -52932000 312000 102000 469000 330000 11888000 -18698000 14817000 -53262000 2406000 -5196000 2828000 -15208000 9482000 -13502000 11989000 -38054000 0.17 -0.29 0.23 -0.84 0.17 -0.29 0.22 -0.84 54909772 46229672 52293622 45095417 54909772 46229672 66087041 45095417 47360454 474000 18070829 181000 511613000 -522562000 -84131000 -94425000 3057000 31000 -3057000 -31000 -14280000 14280000 0 407803 3000 -3000 0 8575000 7000 8582000 -1956000 -1956000 113000 113000 -1113000 -378000 -1491000 50825257 508000 15013829 150000 503949000 -523675000 -70335000 -89403000 3439800 34000 -3439800 -34000 -16104000 16104000 0 464296 5000 -5000 0 8876000 6000 8882000 -1721000 -1721000 756000 756000 904000 904000 3620000 800000 4420000 54729353 547000 11574029 116000 494995000 -520055000 -53573000 -77970000 360855 4000 -4000 0 8051000 3000 8054000 -1499000 -1499000 94000 94000 9482000 2406000 11888000 55090208 551000 11574029 116000 501543000 -510573000 -51258000 -59621000 43650634 437000 18895493 189000 465523000 -482142000 -70091000 -86084000 10000 -10000 -39000 39000 0 608022 6000 -6000 0 14259000 45000 14304000 -1238000 -1238000 1104000 1104000 -10266000 -4318000 -14584000 44268656 443000 18885493 189000 478499000 -492408000 -75429000 -88706000 766000 8000 -766000 -8000 -3130000 3130000 0 822147 8000 -8000 0 15171000 14000 15185000 -701000 -701000 192000 192000 -14286000 -5694000 -19980000 45856803 459000 18119493 181000 489831000 -506694000 -78171000 -94394000 741283 7000 -7000 0 14440000 14000 14454000 -961000 -961000 196000 196000 276000 276000 -13502000 -5196000 -18698000 46598086 466000 18119493 181000 503303000 -520196000 -83433000 -99679000 14817000 -53262000 26452000 43943000 596000 508000 191000 275000 4827000 5188000 569000 597000 0 1406000 519000 -220000 0 6000 73560000 -27167000 -547000 -3059000 -375000 -375000 53298000 -15243000 2712000 1138000 31343000 14937000 207000 60000 400000 0 -607000 -60000 10172000 7125000 756000 196000 1111000 1572000 0 2822000 5176000 2900000 -15703000 -14223000 15033000 654000 17271000 14542000 32304000 15196000 10670000 10081000 104000 -233000 Summary of significant accounting policies The Company's significant accounting policies are included in the 2023 Annual Report on Form 10-K and under Part II, Item 1A "Risk Factors" in this Quarterly Report on Form 10-Q and did not materially change during the nine months ended September 30, 2024. Basis of presentation The accompanying unaudited consolidated financial statements and related disclosures have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") applicable to interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. In the opinion of management, all adjustments, consisting of only those of a normal recurring nature, considered necessary for a fair statement of the financial position and interim results of the Company as of and for the periods presented have been included. The December 31, 2023 balance sheet data was derived from audited consolidated financial statements; however, the accompanying interim notes to the consolidated financial statements do not include all of the annual disclosures required by GAAP. Results for interim periods are not necessarily indicative of those that may be expected for a full year. The financial information included herein should be read in conjunction with the Company's consolidated financial statements and related notes in its 2023 Annual Report on Form 10-K and under Part II, Item 1A "Risk Factors" in this Quarterly Report on Form 10-Q. Accounts receivable Accounts receivable are net of allowances for credit losses of $1.0 million and $0.5 million as of September 30, 2024 and December 31, 2023, respectively. Concentrations of credit risk and of significant customers and suppliers Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company maintains cash balances that can, at times, exceed amounts insured by the Federal Deposit Insurance Corporation. The Company has not experienced any losses in these accounts and believes it is not exposed to unusual risk beyond

*the normal credit risk in this area based on the financial strength of the institutions with which the Company maintains its deposits. The Company's accounts receivable, which are unsecured, may expose it to credit risk based on their collectability. The Company controls credit risk by investigating the creditworthiness of all customers prior to establishing relationships with them, performing periodic reviews of the credit activities of those customers during the course of the business relationship, regularly analyzing the collectability of accounts receivable, and recording allowances for credit losses. The Company's supplier concentration can also expose it to business risks. Customer and supplier concentrations consisted of the below: <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:29.747%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.308%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30, 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">Number of customers or suppliers exceeding 10%</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Value
(in millions)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">% of Total</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">Number of customers or suppliers exceeding 10%</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Value
(in millions)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">% of Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Revenue</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">130 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">50 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">—</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">% </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Purchases</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">48 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">% </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14 </td><td style="background-color:#ffffff;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:29.747%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.308%"></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">Nine Months Ended
September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30, 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">Number of customers or suppliers exceeding 10%</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Value
(in millions)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">% of Total</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">Number of customers or suppliers exceeding 10%</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Value
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style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40 </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="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">—</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Purchases</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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="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="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1</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">26 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12 </td><td style="background-color:#ffffff;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:28.870%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.449%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.449%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.449%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.449%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.449%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.455%"></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">As of September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of 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">Number of customers or suppliers exceeding 10%</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Value
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height:100%">66 </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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52 </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="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">1</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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14 </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">Accounts payable</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><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%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">39 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">12 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table> Related Party Transactions The Company is party to the tax receivables agreement ("TRA") under which it is contractually committed to pay certain holders of Class B-1 units 85% of the amount of any tax benefits that the Company actually realizes, or in some cases is deemed to realize, as a result of certain transactions. During the three and nine months ended September 30, 2024, no payments were made pursuant to the TRA. During the three and nine months ended September 30, 2023, payments of $0 and $2.8 million, respectively, were made pursuant to the TRA. Liquidity As of September 30, 2024, the aggregate principal amount outstanding under the 2021 Credit Facilities was $165.8 million, with $45.0 million remaining for borrowing under the 2021 Revolving Credit Facility. As of September 30, 2024, the Company was in compliance with all of its financial covenants under such credit facilities.
 On October 30, 2024, the Company received a letter from the Federal Trade Commission (FTC) in which the FTC proposes to seek injunctive and monetary relief and civil penalties, as further discussed in Note 5 - Commitments and contingencies - Litigation and other matters. The total amount of the proposed items significantly exceed the Company's existing liquidity and financial resources. Any such costs above the existing liquidity and financial resources would require the Company to seek additional capital, incur debt or otherwise take significant actions in order to satisfy the claims and there can be no assurances that such financing could be obtained on acceptable terms, or at all. The Company's ability to continue to comply with its covenants will depend on, among other things, financial, business, market, competitive, the outcome of the FTC matter, and other conditions, many of which are beyond the Company's control. The Company's results are subject to fluctuations as a result of business cycles experienced by companies in the insurance industry. During the second half of 2021, the auto insurance industry began to experience a cyclical downturn, as supply chain disruptions and cost increases caused by the pandemic and overall inflationary pressures contributed to higher-than-expected P&C insurance claims costs, which led many carriers to reduce their customer acquisition spending to preserve their profitability. However, the Company's Property & Casualty (P&C) insurance vertical has rebounded strongly during 2024, with multiple carriers meaningfully increasing their spending in the Company's marketplace. The Company believes that its expected near-term revenue, cash on hand and availability to access additional cash under its 2021 Revolving Credit Facility are sufficient to meet its operating and capital expenditure requirements, and to continue to comply with its debt covenants, for at least the next twelve months as of the filing date of this Quarterly Report on Form 10-Q. The extent to which market conditions impact the Company's business, results of operations, cash flows and financial condition will depend on future developments impacting its carrier partners, including inflation rates, the extent of any major catastrophic losses, and the timing of regulatory approval of premium rate increases, which remain highly uncertain and cannot be predicted with accuracy. The Company considered the impact of this uncertainty on the assumptions and estimates used when preparing these quarterly financial statements. These assumptions and estimates may continue to change as new events occur, and such changes could have an adverse impact on the Company's results of operations, financial position and liquidity. New Accounting Pronouncements Recently adopted accounting pronouncements There have been no recently adopted accounting pronouncements by the Company. Recently issued not yet adopted accounting pronouncements In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, that requires disclosure of disaggregated income taxes paid, prescribes standard categories for the components of the effective tax rate reconciliation, and modifies other income tax-related disclosure. The

amendments in the ASU are intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments are effective for annual periods beginning after December 15, 2024. Early adoption is permitted. The amendments in this ASU should be applied on a prospective basis but retrospective application is permitted. The Company is currently evaluating the impact of the ASU on its disclosures in the consolidated financial statements. In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses. The ASU is effective for annual periods beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted and the amendments in this update are required to be applied on a retrospective basis to all periods presented. The Company is currently evaluating the impact of the ASU on disclosures in its consolidated financial statements. Basis of presentation The accompanying unaudited consolidated financial statements and related disclosures have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") applicable to interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. In the opinion of management, all adjustments, consisting of only those of a normal recurring nature, considered necessary for a fair statement of the financial position and interim results of the Company as of and for the periods presented have been included. The December 31, 2023 balance sheet data was derived from audited consolidated financial statements; however, the accompanying interim notes to the consolidated financial statements do not include all of the annual disclosures required by GAAP. Results for interim periods are not necessarily indicative of those that may be expected for a full year. The financial information included herein should be read in conjunction with the Company's consolidated financial statements and related notes in its 2023 Annual Report on Form 10-K and under Part II, Item 1A "Risk Factors" in this Quarterly Report on Form 10-Q. Accounts receivable Accounts receivable are net of allowances for credit losses of $1.0 million and $0.5 million as of September 30, 2024 and December 31, 2023, respectively.</div> 1000000.0 500000 <div style="margin-top:18pt">Concentrations of credit risk and of significant customers and suppliers</div><div style="margin-top:6pt;text-indent:36pt">Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company maintains cash balances that can, at times, exceed amounts insured by the Federal Deposit Insurance Corporation. The Company has not experienced any losses in these accounts and believes it is not exposed to unusual risk beyond the normal credit risk in this area based on the financial strength of the institutions with which the Company maintains its deposits.</div><div style="margin-top:6pt;text-indent:36pt">The Company's accounts receivable, which are unsecured, may expose it to credit risk based on their collectability. The Company controls credit risk by investigating the creditworthiness of all customers prior to establishing relationships with them, performing periodic reviews of the credit activities of those customers during the course of the business relationship, regularly analyzing the collectability of accounts receivable, and recording allowances for credit losses. The Company's supplier concentration can also expose it to business risks. </div><div style="margin-top:6pt;text-indent:36pt">Customer and supplier concentrations consisted of the below:</div><div style="margin-top:12pt"><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:29.747%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.308%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30, 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">Number of customers or suppliers exceeding 10%</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Value
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</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Purchases</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></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">48 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1</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">9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14 </td><td style="background-color:#ffffff;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:29.747%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.308%"></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">Nine Months Ended
September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30, 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">Number of customers or suppliers exceeding 10%</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Value
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*style="background-color:#ffffff;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:28.870%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.449%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.449%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.449%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.449%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.455%"></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">As of September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of 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">Number of customers or suppliers exceeding 10%</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Value
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September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30, 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">Number of customers or suppliers exceeding 10%</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Value
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*align:center;vertical-align:bottom">% of Total</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">Number of customers or suppliers exceeding 10%</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Value
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(in millions)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">% of Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Revenue</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></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">227 </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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 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 colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">—</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Purchases</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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="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="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1</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">26 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table></div><div style="margin-top:12pt"><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:28.870%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.449%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.449%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.449%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.449%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.449%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.455%"></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">As of September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of 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">Number of customers or suppliers exceeding 10%</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Value
(in millions)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">% of Total</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">Number of customers or suppliers exceeding 10%</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Value
(in millions)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">% of Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Accounts receivable</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></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">66 </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="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52 </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="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">1</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accounts payable</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">39 </td><td*

style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1</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 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table></div> 130000000 0.50 48000000 0.22 9000000 0.14 227000000 0.40 26000000 0.12 66000000 0.52 7000000 0.14 39000000 0.36 12000000 0.21 0.85 0 0 0 2800000 165800000 45000000 <div style="margin-top:18pt">New Accounting Pronouncements</div><div style="margin-top:12pt">Recently adopted accounting pronouncements</div><div style="margin-top:12pt;text-indent:36pt">There have been no recently adopted accounting pronouncements by the Company.</div><div style="margin-top:12pt">Recently issued not yet adopted accounting pronouncements</div><div style="margin-top:12pt;text-indent:36pt">In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, that requires disclosure of disaggregated income taxes paid, prescribes standard categories for the components of the effective tax rate reconciliation, and modifies other income tax-related disclosure. The amendments in the ASU are intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments are effective for annual periods beginning after December 15, 2024. Early adoption is permitted. The amendments in this ASU should be applied on a prospective basis but retrospective application is permitted. The Company is currently evaluating the impact of the ASU on its disclosures in the consolidated financial statements.</div><div style="margin-top:12pt;text-indent:36pt">In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses. The ASU is effective for annual periods beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted and the amendments in this update are required to be applied on a retrospective basis to all periods presented. The Company is currently evaluating the impact of the ASU on disclosures in its consolidated financial statements.</div> Disaggregation of revenue<div style="margin-top:18pt;text-indent:36pt">The following table shows the Company's revenue disaggregated by transaction model:</div><div style="margin-top:5pt"><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:45.391%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.624%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Open marketplace transactions</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">253,016 </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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">73,053 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">546,949 </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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-

height:120%">263,568 </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:top">Private marketplace transactions</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">6,117 </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">1,520 </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">17,107 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,407 </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:top">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">259,133 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">74,573 </td><td style="background-color:#cceeff;border-bottom:1pt solid #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:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">564,056 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">270,975 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following table shows the Company's revenue disaggregated by product vertical: <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:45.391%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.624%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="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;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Property & casualty insurance</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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">219,036 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">31,933 </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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">422,700 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">126,532 </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:top">Health insurance</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">32,879 </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">33,961 </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">114,932 </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">115,192 </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:top">Life insurance</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">5,227 </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">5,341 </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">19,308 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,321 </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:top">Other</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">1,991 </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">3,338 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,116 </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">10,930 </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:top">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">259,133 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">74,573 </td><td style="background-color:#cceeff;border-bottom:1pt solid #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:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">564,056 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">270,975 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following table shows the Company's revenue disaggregated by transaction model: <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:45.391%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.624%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-

*height:120%">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="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;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Open marketplace transactions</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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">253,016 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">73,053 </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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">546,949 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">263,568 </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:top">Private marketplace transactions</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">6,117 </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">1,520 </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">17,107 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,407 </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:top">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">259,133 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">74,573 </td><td style="background-color:#cceeff;border-bottom:1pt solid #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:1pt solid #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:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">564,056 </td><td style="background-color:#cceeff;border-bottom:1pt solid #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 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style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.624%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-*

align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="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;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Property & casualty insurance</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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">219,036 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">31,933 </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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">422,700 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">126,532 </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:top">Health insurance</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">32,879 </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">33,961 </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">114,932 </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">115,192 </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:top">Life insurance</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">5,227 </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">5,341 </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">19,308 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,321 </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:top">Other</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">1,991 </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">3,338 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,116 </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">10,930 </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:top">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">259,133 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">74,573 </td><td style="background-color:#cceeff;border-bottom:1pt solid #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:1pt solid #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%">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">564,056 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">270,975 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 253016000 73053000 546949000 263568000 6117000 1520000 17107000 7407000 259133000 74573000 564056000 270975000 219036000 31933000 422700000 126532000 32879000 33961000 114932000 115192000 5227000 5341000 19308000 18321000 1991000 3338000 7116000 10930000 259133000 74573000 564056000 270975000 Goodwill and intangible assets Goodwill and intangible assets consisted of: <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:33.256%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.671%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.648%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.280%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.648%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.648%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.280%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.659%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="39" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="15" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Useful
life
(months)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross carrying amount</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">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:bottom">Net carrying amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross carrying amount</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">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:bottom">Net carrying amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Customer relationships</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:left;vertical-align:bottom"> 84 - 120 </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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">43,500 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(28,113)</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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">15,387 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">43,500 </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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(23,947)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">19,553 </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:top"><span style="color:#000000;font-*

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">Non-compete agreements</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">60</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">303 </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">(303)</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">303 </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">(303)</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:top">Trademarks, trade names, and domain names</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 60 - 120 </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">9,284 </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">(3,083)</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">6,201 </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">8,884 </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">(2,422)</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">6,462 </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:top">Intangible assets</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">53,087 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(31,499)</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 style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">21,588 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">52,687 </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 style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(26,672)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">26,015 </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><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Goodwill</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">Indefinite</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47,739 </td><td style="background-color:#cceeff;border-bottom: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:1pt solid #000000;padding:2px 0

2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47,739 </td><td style="background-color:#cceeff;border-bottom: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:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47,739 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom: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:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47,739 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Amortization expense related to intangible assets amounted to $1.6 million and $1.7 million for the three months ended September 30, 2024 and 2023, respectively, and $4.8 million and $5.2 million for the nine months ended September 30, 2024 and 2023, respectively. The Company has no accumulated impairment of goodwill.</div><div style="margin-top:12pt;text-indent:36pt">The following table presents the changes in goodwill and intangible assets:</div><div style="margin-top:5pt"><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:45.098%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.625%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Goodwill</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Intangible
assets</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Goodwill</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Intangible
assets</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Beginning balance at January 1,</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">47,739 </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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">26,015 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47,739 </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">32,932 </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:top">Additions to goodwill and intangible assets</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">400 </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:left;vertical-align:top">Amortization</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">(4,827)</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">(6,917)</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:top">Ending balance</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47,739 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">21,588 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47,739 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">26,015 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> As of September 30, 2024, future amortization expense relating to identifiable intangible assets with estimable useful lives over the next five years was as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:85.430%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.638%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amortization expense</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">2024-Remaining Period</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,603 </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:top">2025</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,776 </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:top">2026</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">5,173 </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:top">2027</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">4,140 </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:top">2028</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">2,336 </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:top">Thereafter</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">2,560 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #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:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">21,588 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> <div style="margin-top:6pt;text-indent:36pt">Goodwill and intangible assets consisted of:</div><div style="margin-top:5pt"><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:33.256%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.671%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.648%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.280%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.659%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="39" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="15" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Useful
life
(months)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross carrying amount</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">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:bottom">Net carrying amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross carrying amount</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">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:bottom">Net carrying amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Customer relationships</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:left;vertical-align:bottom"><div style="text-align:right">84 - 120</div></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">43,500 </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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(28,113)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">15,387 </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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">43,500 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(23,947)</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">19,553 </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:top">Non-compete agreements</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">60</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">303 </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">(303)</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">303 </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">(303)</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:top">Trademarks, trade names, and domain names</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 60 - 120 </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">9,284 </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">(3,083)</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">6,201 </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">8,884 </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">(2,422)</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">6,462 </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:top">Intangible assets</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">53,087 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(31,499)</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 style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">21,588 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">52,687 </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 style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(26,672)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">26,015 </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><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Goodwill</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">Indefinite</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47,739 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom: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:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47,739 </td><td style="background-

color:#cceeff;border-bottom: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:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47,739 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom: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:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47,739 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> P84M P120M 43500000 28113000 15387000 43500000 23947000 19553000 P60M 303000 303000 0 303000 303000 0 P60M P120M 9284000 3083000 6201000 8884000 2422000 6462000 53087000 31499000 21588000 52687000 26672000 26015000 47739000 47739000 47739000 1600000 1700000 4800000 5200000 0 <div style="margin-top:12pt;text-indent:36pt">The following table presents the changes in goodwill and intangible assets:</div><div style="margin-top:5pt"><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:45.098%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.625%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Goodwill</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Intangible
assets</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Goodwill</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Intangible
assets</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Beginning balance at January 1,</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">47,739 </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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">26,015 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47,739 </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">32,932 </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:top">Additions to goodwill and intangible assets</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">400 </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:left;vertical-align:top">Amortization</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">(4,827)</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">(6,917)</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:top">Ending balance</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47,739 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">21,588 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47,739 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">26,015 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 47739000 26015000 47739000 32932000 0 400000 0 0 4827000 6917000 47739000 21588000 47739000 26015000 As of September 30, 2024, future amortization expense relating to identifiable intangible assets with estimable useful lives over the next five years was as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:85.430%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.638%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amortization expense</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">2024-Remaining Period</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,603 </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:top">2025</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,776 </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:top">2026</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">5,173 </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:top">2027</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">4,140 </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:top">2028</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">2,336 </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:top">Thereafter</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">2,560 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #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:1pt solid #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">21,588 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 1603000 5776000 5173000 4140000 2336000 2560000 21588000 Long-term debt On July 29, 2021, the Company entered into an amendment (the "First Amendment") to the 2020 Credit Agreement dated as of September 23, 2020, with the lenders that are party thereto and JPMorgan Chase Bank, N.A., as administrative agent (as amended by the First Amendment, the "Existing Credit Agreement"). On June 8, 2023, the Company entered into a Second Amendment (the "Second Amendment") to the Existing Credit Agreement (as amended by the Second Amendment, the "Amended Credit Agreement"). <div style="margin-top:12pt;text-

indent:36pt">Long-term debt consisted of the following: <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:71.999%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.622%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30,
2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,
2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">2021 Term Loan Facility</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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">160,828 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">171,000 </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="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:top">2021 Revolving Credit Facility</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,000 </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:top">Debt issuance costs</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">(1,178)</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">(1,701)</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:top">Total debt</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">164,650 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">174,299 </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><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Less: current portion, net of debt issuance costs of $661 and $693, respectively</div></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8,839)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,854)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Total long-term debt</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">155,811 </td><td style="background-color:#ffffff;border-bottom:1pt solid #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:1pt solid #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:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">162,445 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The Company incurred interest expense on the 2021 Term Loan Facility of $3.3 million and $3.8 million for the three months ended September 30, 2024 and 2023, respectively, and $10.3 million and $10.9 million for the nine months ended September 30, 2024 and 2023, respectively. Interest expense included amortization of debt issuance costs on the 2021 Credit Facilities of $0.2 million for the three months ended September 30, 2024 and 2023, respectively, and $0.6 million for the nine months ended September 30, 2024 and 2023, respectively. As of September 30, 2024, the Company's borrowing capacity available under the 2021 Revolving Credit Facility was $45.0 million, which carries a commitment fee based on the Company's consolidated total net leverage ratio and ranges from 0.25% to 0.50%. The commitment fee on the unused portion of the 2021 Revolving Credit Facility was 0.25% as of September 30, 2024. The Company incurred interest expense on the 2021 Revolving Credit Facility of $0.1 million and $0.2 million for the three months ended

*September 30, 2024 and 2023, respectively, and $0.5 million for the nine months ended September 30, 2024 and 2023, respectively. As of September 30, 2024, the Company's interest rates on the outstanding borrowings under the 2021 Term Loan Facility and the 2021 Revolving Credit Facility were 7.57% and 7.68%, respectively. Accrued interest was $3.3 million as of September 30, 2024 and $3.7 million as of December 31, 2023, and is included within accrued expenses on the consolidated balance sheets. As of September 30, 2024, the Company was in compliance with all covenants under the 2021 Credit Facilities.</div><div style="margin-top:12pt;text-indent:36pt">The expected future principal payments for all borrowings as of September 30, 2024 were as follows:</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:85.430%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.638%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Contractual maturity</td></tr><tr style="height:14pt"><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">2024-Remaining Period</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2,375 </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:top">2025</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">9,500 </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:top">2026</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">153,953 </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></tr><tr><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:top">Debt and issuance costs</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">165,828 </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:top">Unamortized debt issuance costs</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">(1,178)</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:top">Total debt</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #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:1pt solid #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">164,650 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> <div style="margin-top:12pt;text-indent:36pt">Long-term debt consisted of the following:</div><div style="margin-top:5pt"><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:71.999%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.622%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30,
2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,
2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">2021 Term Loan Facility</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:120%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">160,828 </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">171,000 </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="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:top">2021 Revolving Credit Facility</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px*

1pt;text-align:right;vertical-align:bottom">5,000 </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:top">Debt issuance costs</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">(1,178)</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">(1,701)</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:top">Total debt</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">164,650 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">174,299 </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><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Less: current portion, net of debt issuance costs of $661 and $693, respectively</div></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8,839)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,854)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Total long-term debt</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">155,811 </td><td style="background-color:#ffffff;border-bottom:1pt solid #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:1pt solid #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:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">162,445 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> 160828000 171000000 5000000 5000000 1178000 1701000 164650000 174299000 661000 693000 8839000 11854000 155811000 162445000 3300000 3800000 10300000 10900000 200000 200000 600000 600000 45000000 0.0025 0.0050 0.0025 100000 200000 500000 500000 0.0757 0.0768 3300000 3700000 <div style="margin-top:12pt;text-indent:36pt">The expected future principal payments for all borrowings as of September 30, 2024 were as follows:</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:85.430%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.638%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Contractual maturity</td></tr><tr style="height:14pt"><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;text-align:left;vertical-align:top">2024-Remaining Period</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">2,375 </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:top">2025</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">9,500 </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:top">2026</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">153,953 </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></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></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Debt and issuance costs</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">165,828 </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:top">Unamortized debt issuance costs</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">(1,178)</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:top">Total debt</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #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:1pt solid #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">164,650 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 2375000 9500000 153953000 165828000 1178000 164650000 Commitments and contingencies Litigation and other matters The Company is subject to certain legal proceedings and claims that arise in the normal course of business. In the opinion of management, the Company does not believe that the amount of liability, if any, as a result of these proceedings and claims will have a material adverse effect on the Company's consolidated financial position, results of operations, or cash flows. On February 21, 2023, the Company received a civil investigative demand from the FTC regarding compliance with the FTC Act and the Telemarketing Sales Rule, as they relate to the advertising, marketing, promotion, offering for sale, or sale of healthcare-related products, the collection, sale, transfer or provision to third parties of consumer data, telemarketing practices, and/or consumer privacy or data security. The Company has cooperated fully with the FTC investigation. On October 30, 2024, after completion of the Company's earnings call, the Company received a letter from the staff of the FTC (the "FTC Staff") stating that the FTC Staff is prepared to recommend the filing of a complaint against the Company for violations of Section 5(a) of the FTC Act, the Telemarketing Sales Rule ("TSR") and the Government and Business Impersonation Rule (the "Impersonation Rule"). The FTC Staff alleges that, in connection with the Company's lead generation and telemarketing activities, the Company has represented itself as affiliated with government entities, made misleading claims (in particular regarding health insurance products and the Company's use of consumers' personal information) and utilized deceptive advertising, in violation of Section 5(a) of the FTC Act. The FTC Staff further alleges that the Company has violated the Impersonation Rule in representing itself to be affiliated with government entities and the TSR in connection with telemarketing activities. The FTC Staff proposes to seek injunctive and monetary relief and civil penalties. If obtained in whole or in part, the monetary relief and penalties proposed by the FTC Staff would have an adverse, and potentially material, effect on the Company's liquidity, financial condition and results of operations. The total amount of these proposed items significantly exceeds the Company's existing liquidity and financial resources. Any such costs above the existing liquidity and financial resources would require the Company to seek additional capital, incur debt or otherwise take significant actions in order to satisfy the claims and there can be no assurances that such financing could be obtained on acceptable terms, or at all. In addition, the proposed injunctive terms, if obtained in whole or in part, could materially and adversely affect the Company's ability to operate its business in its Health insurance vertical, including how the Company conducts its marketing activities and endeavors to ensure compliance with consumer protection laws by itself and third parties with which the Company does business. The Company strongly disagrees with the FTC Staff's allegations and believes it has substantial and meritorious defenses to these claims. Among other things, the Company believes that its conduct does not rise to the legal standard required for the FTC to obtain the proposed monetary relief and penalties. The Company will continue to engage in good faith and with the FTC Staff and seek to resolve this matter prior to litigation, but the Company is prepared to defend itself vigorously if a complaint is filed. Based on the facts and circumstances available to the Company as of the time of this filing, the Company believes that a loss in connection with the FTC matter is probable, either as a result of legal fees to be incurred to defend the claim or as a result of a settlement of the matter. However, due to, among other things, inherent uncertainty regarding the ultimate resolution of the FTC Staff's claims, whether through settlement or litigation, the Company is unable to reasonably estimate the amount of probable loss or range of probable loss at this time. During the three and nine months ended September 30, 2024, the Company incurred legal fees of $0.2 million and $2.0 million, respectively, and during the three and nine months ended September 30, 2023, the Company incurred legal fees of $1.6 million and $3.0 million, respectively, in connection with the demand, which are included within general and administrative expenses on the consolidated statement of operations. At this time, the Company is unable to predict the ultimate outcome of this matter or the significance, if any, to the Company's business, results of operations or financial condition. On February 26, 2024, the Company received an assessment from the City of Los Angeles related to its examination of the Company's Business Tax filings for tax years 2018 through 2023. Such assessment was affirmed by the Appeals Review Officer at an initial hearing in July 2024. The Company intends to appeal the assessment to the Board of Review of the Office of Finance. As of September 30, 2024, the Company has assessed its probable loss related to this matter and has accrued a reserve, which is not material. As of September 30, 2024 and December 31, 2023, the Company did not have any material contingency reserves established for any litigation liabilities. 200000 2000000 1600000 3000000 0 0 Equity-based compensation Equity-based compensation cost recognized for equity-based awards outstanding during the three and nine months ended September 30, 2024 and 2023 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:45.391%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.624%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</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><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="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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">QLH restricted Class B-1 units</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:120%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">14 </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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">16 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">73 </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:top">Restricted Class A shares</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">66 </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">130 </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">272 </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">464 </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:top">Restricted stock units</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">7,985 </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">14,310 </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">25,230 </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">43,406 </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:top">Performance-based restricted stock units</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">543 </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">934 </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 2px 12.25pt;text-align:left;vertical-align:top">Total equity-based compensation</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">8,597 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">14,454 </td><td style="background-color:#cceeff;border-bottom:1pt solid #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:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">26,452 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">43,943 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Equity-based compensation cost was included in the following expense categories in the consolidated statements of operations during the three and nine months ended September 30, 2024 and 2023: <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:45.391%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.624%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</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><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;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Cost of revenue</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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">405 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,012 </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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,654 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,959 </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:top">Sales and marketing</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">1,933 </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">5,676 </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">6,895 </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:top">Product development</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">1,733 </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">1,905 </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">5,001 </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">6,176 </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:top">General and administrative</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">4,526 </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">9,386 </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">13,121 </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">27,913 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:top"><span style="color:#000000;font-

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">Total equity-based compensation</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">8,597 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">14,454 </td><td style="background-color:#cceeff;border-bottom:1pt solid #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:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">26,452 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">43,943 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> As of September 30, 2024, total unrecognized compensation cost related to unvested restricted stock units and PRSUs was $57.3 million and $0.8 million, respectively, which are expected to be recognized over weighted-average periods of 2.53 years and 0.45 years, respectively.</div> <div style="margin-top:12pt;text-indent:36pt">Equity-based compensation cost recognized for equity-based awards outstanding during the three and nine months ended September 30, 2024 and 2023 was as follows:</div><div style="margin-top:5pt"><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:45.391%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.624%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</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><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="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;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">QLH restricted Class B-1 units</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">3 </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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">14 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">16 </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">73 </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:top">Restricted Class A shares</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">66 </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">130 </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%">272 </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">464 </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:top">Restricted stock units</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">7,985 </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">14,310 </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">25,230 </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">43,406 </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:top">Performance-based restricted stock units</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">543 </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">934 </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 2px 12.25pt;text-align:left;vertical-align:top">Total equity-based compensation</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">8,597 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">14,454 </td><td style="background-color:#cceeff;border-bottom:1pt solid #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:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">26,452 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">43,943 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 3000 14000 16000 73000 66000 130000 272000 464000 7985000 14310000 25230000 43406000 543000 0 934000 0 8597000 14454000 26452000 43943000 Equity-based compensation cost was included in the following expense categories in the consolidated statements of operations during the three and nine months ended September 30, 2024 and 2023: <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:45.391%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.624%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</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><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;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Cost of revenue</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"><span*

*style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">405 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,012 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,654 </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">2,959 </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:top">Sales and marketing</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">1,933 </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">5,676 </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">6,895 </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:top">Product development</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">1,733 </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">1,905 </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">5,001 </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">6,176 </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:top">General and administrative</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">4,526 </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">9,386 </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">13,121 </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">27,913 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:top">Total equity-based compensation</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #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:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">8,597 </td><td style="background-color:#cceeff;border-bottom:1pt solid #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:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">14,454 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">26,452 </td><td style="background-color:#cceeff;border-bottom:1pt solid #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:1pt solid #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:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">43,943 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
405000 1012000 2654000 2959000 1933000 2151000 5676000 6895000 1733000 1905000 5001000 6176000 4526000 9386000 13121000 27913000 8597000 14454000 26452000 43943000 57300000 800000 P2Y6M10D P0Y5M12D Fair Value Measurements The following are the Company's financial instruments measured at fair value on a recurring*

basis: Contingent consideration Contingent consideration is measured at fair value on a recurring basis using significant unobservable inputs and thus represent a Level 3 measurement in the valuation hierarchy. Contingent consideration relates to the estimated amount of additional cash consideration to be paid in connection with the Company's acquisition of substantially all of the assets of Customer Helper Team, LLC ("CHT") which was closed on April 1, 2022. The fair value is dependent on the probability of achieving certain revenue and gross profit margin targets for the two successive twelve-month periods following the closing of the acquisition. The Company used the Monte Carlo simulation approach to estimate the fair value of the revenue and gross margin targets. The fair value of the contingent consideration as of December 31, 2023 was zero. CHT did not achieve the minimum revenue target for either twelve-month period, and so the Company did not pay any contingent consideration. The following are the Company’s financial instruments measured at fair value on a non-recurring basis: Long-Term Debt As of September 30, 2024, the carrying amount of the 2021 Term Loan Facility and the 2021 Revolving Credit Facility approximates their respective fair values. The Company used a discounted cash flow analysis to estimate the fair value of the long-term debt, using an adjusted discount rate of 5.50% and the estimated payments under the 2021 Term Loan Facility until maturity, including interest payable based on the Company's forecasted total net leverage ratio. Cost method investment The Company has elected the measurement alternative for its investment in equity securities without readily determinable fair values and reviews such investment on a quarterly basis to determine if it has been impaired. If the Company's assessment indicates that an impairment exists, the Company estimates the fair value of the equity investment and recognizes in its consolidated statement of operations an impairment loss that is equal to the difference between the fair value of the equity investment and its carrying amount. On March 29, 2024, the board of directors and stockholders of a company in which the Company held a minority equity investment approved a plan of restructuring and liquidation that had the effect of cancelling the Company's investment. The Company had previously determined as of December 31, 2023 that the fair value of the investment was zero and accordingly this cancellation had no impact on the consolidated financial statements as of and for the three and nine months ended September 30, 2024. The Company used a market approach to estimate the fair value of equity and allocated the overall equity value to estimate the fair value of the common stock based on the liquidation preference and was classified within Level 3 of the fair value hierarchy. 2 P12M 0 P12M 0.0550 0 Income taxes MediaAlpha, Inc. is taxed as a corporation and pays corporate federal, state and local taxes on income allocated to it from QLH based upon MediaAlpha, Inc.’s economic interest held in QLH. QLH is treated as a pass-through partnership for income tax reporting purposes and is not subject to federal income tax. Instead, QLH’s taxable income or loss is passed through to its members, including MediaAlpha, Inc. Accordingly, the Company is not liable for income taxes on the portion of QLH’s earnings not allocated to it. MediaAlpha, Inc. files and pays corporate income taxes for U.S. federal and state income tax purposes and its corporate subsidiary, Skytiger Studio, Ltd., is subject to taxation in Taiwan. The Company expects this structure to remain in existence for the foreseeable future. The Company estimates the annual effective tax rate for the full year to be applied to actual year-to-date income (loss) and adds the tax effects of any discrete items in the reporting period in which they occur. The following table summarizes the Company's income tax expense: <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:45.391%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.624%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands, except percentages)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:middle">Income (loss) before income taxes</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:middle">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:middle">12,200 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(18,596)</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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">15,286 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(52,932)</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:middle"><span style="color:#000000;font-family:'Times New

Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">Income tax expense</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:middle">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:middle">312 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">102 </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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">469 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">330 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Effective Tax Rate</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:middle">2.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">%</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:middle">(0.5)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">%</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:middle">3.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">%</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:middle">(0.6)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">%</td></tr></table> The Company's effective tax rate of 2.6% and 3.1% for the three and nine months ended September 30, 2024, respectively, and (0.5)% and (0.6)% for the three and nine months ended September 30, 2023, respectively, differed from the U.S. federal statutory rate of 21%, due primarily to the tax impacts of changes in valuation allowance. There were no material changes to the Company's unrecognized tax benefits during the three and nine months ended September 30, 2024. The Company is currently under examination by various tax authorities in the United States. These examinations are in preliminary stages and the Company does not expect to have any significant changes to unrecognized tax benefits through the end of the fiscal year. During the three and nine months ended September 30, 2024, holders of Class B-1 units exchanged 0 and 6,496,800 Class B-1 units, respectively, together with an equal number of shares of Class B common stock, for shares of Class A common stock on a one-for-one basis ("Exchanges"). In connection with the Exchanges, the Company did not establish any additional liabilities related to the TRA, which are presented within additional-paid-in-capital in its consolidated statements of stockholders' equity (deficit). In connection with the Exchanges and the changes to the carrying value of the non-controlling interest, the Company also recognizes deferred tax assets associated with the basis difference in its investment in QLH through additional-paid-in-capital, but during the three and nine months ended September 30, 2024, the Company did not recognize any additional deferred tax assets as the Company has recognized a full valuation allowance on its deferred tax assets. As of September 30, 2024 and December 31, 2023, the Company had a valuation allowance of $125.2 million and $95.1 million, respectively, against its deferred tax assets based on the recent history of pre-tax losses, which is considered a significant piece of objective negative evidence that is difficult to overcome and limits the ability to consider other subjective evidence, such as projections of future growth. Based on the significant improvement in the Company's pre-tax income for the nine months ended September 30, 2024 and the current forecasts, the Company expects that in the foreseeable future, which could be as early as the fourth quarter of 2024, there may be sufficient positive evidence, and/or that the objective negative evidence in the form of history of pre-tax losses will no longer be present, in which event the Company would be able to release a portion or all of the valuation allowance. Release of any amount of valuation allowance would result in a benefit to income tax expense for the period the release is recorded, which could have a material impact on net income. Tax Receivables Agreement In connection with the Reorganization Transactions and the IPO, the Company entered into the TRA with Insignia, Senior Executives, and White Mountains. The Company expects to obtain an increase in its share of the tax basis in the net assets of QLH as Class B-1 units, together with shares of Class B common stock, are exchanged for shares of Class A common stock (or, at the Company's election, redeemed for cash of an equivalent value). The Company intends to treat any redemptions and exchanges of Class B-1 units as direct purchases for U.S. federal income tax purposes. These increases in tax basis may reduce the amounts that it would otherwise pay in the future to various tax authorities. As of September 30, 2024 and December 31, 2023, the Company determined that making a payment under the TRA was not probable under ASC 450 — Contingencies since a valuation allowance has been recorded against the Company's deferred tax assets. Accordingly, the Company has determined that the liabilities under the TRA were zero as of September 30, 2024 and December 31, 2023 in the consolidated balance sheets. In the event the Company generates taxable income for the current year, the Company would be required to recognize a portion or all of the liability under the TRA. If the Company had determined that generating sufficient future taxable income such that making a payment under the TRA was probable, it would have also recorded a liability pursuant to the TRA of approximately $121 million as of September 30, 2024 in the consolidated balance sheets. No payments were made pursuant to the TRA during the three and nine months ended September 30, 2024, and payments of $0 and $2.8 million were made during the three and nine months ended September 30, 2023, respectively. The following table summarizes the Company's income tax expense: <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:45.391%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.624%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td

colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands, except percentages)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:middle">Income (loss) before income taxes</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:middle">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:middle">12,200 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(18,596)</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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">15,286 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(52,932)</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:middle">Income tax expense</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:middle">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:middle">312 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">102 </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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">469 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">330 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Effective Tax Rate</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:middle">2.6 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">%</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:middle">(0.5)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">%</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:middle">3.1 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">%</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:middle">(0.6)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">%</td></tr></table> 12200000 -18596000 15286000 -52932000 312000 102000 469000 330000 0.026 -0.005 0.031 -0.006 0.026 0.031 -0.005 -0.006 0.21 0 6496800 1 125200000 95100000 0 0 121000000 0 0 0 2800000 Earnings (Loss) Per Share <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:46.268%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:8pt;font-weight:700;line-height:120%">(in thousands except share data and per share amounts)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Basic</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Net income (loss)</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">11,888 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(18,698)</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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">14,817 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(53,262)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Less: net income (loss) attributable to non-controlling interest</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,406 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,196)</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">2,828 </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">(15,208)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Net income (loss) attributable to MediaAlpha, Inc.</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9,482 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(13,502)</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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">11,989 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(38,054)</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"> Weighted-average shares of Class A common stock outstanding - basic </td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">54,909,772 </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 colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">46,229,672 </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 colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52,293,622 </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 colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">45,095,417 </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:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Weighted-average shares of Class A common stock

outstanding - diluted </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">54,909,772 </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">46,229,672 </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">66,087,041 </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">45,095,417 </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"> Income (loss) per share of Class A common stock - basic </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.17 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(0.29)</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 style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.23 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(0.84)</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><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Income (loss) per share of Class A common stock - diluted </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.17 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(0.29)</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;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:1pt solid #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.22 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(0.84)</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000000;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:86.180%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.620%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle">(in thousands except share data and per share amount)</td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Nine months ended September 30, 2024 </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Diluted</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;text-align:left;vertical-align:bottom"> Net income </td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">14,817 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:11.25pt">Add: incremental tax benefits related to exchange of Class B-1 units</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(223)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:11.25pt">Net income available for diluted common shares</div></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-

height:100%">14,594 </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><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Weighted-average shares outstanding:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Class A common stock</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52,293,622 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Class B-1 units</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,793,419 </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></tr><tr><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 2px 12.25pt;text-align:left;vertical-align:bottom">Weighted-average shares of Class A common stock and potential Class A common stock</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">66,087,041 </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><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Net income per share of Class A common stock - diluted </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">0.22 </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> Potentially dilutive shares, which are based on the weighted-average shares of underlying unvested QLH restricted Class B-1 units, restricted Class A shares, restricted stock, units, and PRSUs using the treasury stock method and the outstanding QLH restricted Class B-1 units using the if-converted method, are included when calculating diluted net income per share attributable to MediaAlpha, Inc. when their effect is dilutive. The effects of certain of the Company's potentially dilutive securities were not included in the calculation of diluted loss per share as the effect of their inclusion would be anti-dilutive. The following table summarizes the shares and units with a potentially dilutive impact for the three months ended September 30, 2024 and 2023: <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:72.876%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.621%"></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">As of</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">September 30, 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">September 30, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">QLH Class B-1 Units</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,609,982 </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">18,155,446 </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 Class A Shares</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">52,573 </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">Restricted stock units</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,664,754 </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">4,342,036 </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"> PRSUs </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">93,000 </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">— </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">Potentially dilutive shares</td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,367,736 </td><td style="background-color:#cceeff;border-bottom:1pt solid #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:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,550,055 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <span style="color:#000000;font-family:'Times New Roman',sans-

serif;font-size:10pt;font-weight:400;line-height:120%">The following table summarizes the shares and units with a potentially dilutive impact for the nine months ended September 30, 2024 and 2023: <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:72.876%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.621%"></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">As of</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">September 30, 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">September 30, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">QLH Class B-1 Units</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </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">18,155,446 </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 Class A Shares</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">52,573 </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">Restricted stock units</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,664,754 </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">4,342,036 </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"> PRSUs </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">93,000 </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">— </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">Potentially dilutive shares</td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,757,754 </td><td style="background-color:#cceeff;border-bottom:1pt solid #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:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,550,055 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The outstanding PRSUs were included in the potentially dilutive securities as of September 30, 2024 to the level in which the performance conditions have been met as of September 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:46.268%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle">(in thousands except share data and per share amounts)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Basic</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Net income (loss)</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">11,888 </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%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(18,698)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">14,817 </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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(53,262)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Less: net income (loss) attributable to non-controlling interest</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,406 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,196)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,828 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(15,208)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Net income (loss) attributable to MediaAlpha, Inc.</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9,482 </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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(13,502)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">11,989 </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">(38,054)</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"><div style="padding-left:11.25pt">Weighted-average shares of Class A common stock outstanding - basic</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">54,909,772 </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 colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">46,229,672 </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 colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52,293,622 </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 colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">45,095,417 </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:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:11.25pt">Weighted-average shares of Class A common stock outstanding - diluted</div></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">54,909,772 </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">46,229,672 </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">66,087,041 </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">45,095,417 </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"><div>Income (loss) per share of Class A common stock - basic</div></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.17 </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 style="background-color:#ffffff;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%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(0.29)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.23 </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 style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(0.84)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Income (loss) per share of Class A common stock - diluted</div></td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.17 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;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:1pt solid #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(0.29)</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.22 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;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:1pt solid #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(0.84)</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:86.180%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.620%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle">(in thousands except share data and per share amount)</td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Nine months ended</div><div style="text-align:center">September 30, 2024</div></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Diluted</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:11.25pt">Net income</div></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">14,817 </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"> Add: incremental tax benefits related to exchange of Class B-1 units </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(223)</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"> Net income available for diluted common shares </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">14,594 </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><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Weighted-average shares outstanding:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Class A common stock</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52,293,622 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Class B-1 units</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,793,419 </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></tr><tr><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 2px 12.25pt;text-align:left;vertical-align:bottom">Weighted-average shares of Class A common stock and potential Class A common stock</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">66,087,041 </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><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Net income per share of Class A common stock - diluted </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">0.22 </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> 11888000 -18698000 14817000 -53262000 2406000 -5196000 2828000 -15208000 9482000 -13502000 11989000 -38054000 54909772 54909772 46229672 46229672 52293622 45095417 45095417 54909772 54909772 46229672 46229672 66087041 45095417 45095417 0.17 -0.29 0.23 -0.84 0.17 -0.29 0.22 -0.84 14817000 -223000 14594000 52293622 13793419 66087041 0.22 The following table summarizes the shares and units with a potentially dilutive impact for the three months ended September 30, 2024 and 2023: <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:72.876%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.621%"></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">As of</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">September 30, 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">September 30, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">QLH Class B-1 Units</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,609,982 </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">18,155,446 </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 Class A Shares</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">52,573 </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">Restricted stock units</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,664,754 </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">4,342,036 </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"> PRSUs </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">93,000 </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">— </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">Potentially dilutive shares</td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,367,736 </td><td style="background-color:#cceeff;border-bottom:1pt solid #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:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,550,055 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following table summarizes the shares and units with a potentially dilutive impact for the nine months ended September 30, 2024 and 2023: <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:72.876%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.621%"></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">As of</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">September 30, 2024</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">September 30, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">QLH Class B-1 Units</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </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">18,155,446 </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 Class A Shares</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">52,573 </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">Restricted stock units</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,664,754 </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">4,342,036 </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"> PRSUs </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">93,000 </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">— </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">Potentially dilutive shares</td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,757,754 </td><td style="background-color:#cceeff;border-bottom:1pt solid #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:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,550,055 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 11609982 18155446 0 52573 3664754 4342036 93000 0 15367736 22550055 0 18155446 0 52573 3664754 4342036 93000 0 3757754 22550055 Non-Controlling Interest Pursuant to QLH's limited liability company agreement, QLH has two classes of equity securities, Class A-1 units, which have all voting rights in QLH, and Class B-1 units, which have no voting or control rights. The Company allocates a share of net income (loss) to the holders of non-controlling interests pro-rata to their ownership interest in QLH at a point in time. The non-controlling interests balance represents the Class B-1 units, substantially all of which are held by Insignia and the Senior Executives. During the three and nine months ended September 30, 2024, the holders of the non-controlling interests exchanged 0 and 6,496,800 Class B-1 units, respectively, together with an equal number of shares of Class B common stock, for shares of Class A common stock on a one-for-one basis. As of September 30, 2024, the holders of the non-controlling interests owned 17.4% of the total equity interests in QLH, with the remaining 82.6% owned by MediaAlpha, Inc. As of December 31, 2023, the holders of the non-controlling interests owned 27.7% of the total equity interests in QLH, with the remaining 72.3% owned by MediaAlpha, Inc. 0 6496800 1 0.174 0.826 0.277 0.723 false false false false

"