0001579091-24-00010310-Q Maplebear Inc. 20241113202411131610261027161027 0 0001579091-24-000103 10-Q 81 20240930 20241113 20241113 Maplebear Inc. 0001579091 7389 460723335 DE 1231 10-Q 34 001-41805 241454260 50 BEALE STREET, SUITE 600 SAN FRANCISCO CA 94105 (888) 246-7822 50 BEALE STREET, SUITE 600 SAN FRANCISCO CA 94105 10-Q 1 cart-20240930.htm 10-Q cart-20240930FALSE2024Q30001579091--12-31513xbrli:sharesiso4217:USDiso4217:USDxbrli:sharesxbrli:purecart:shareholdercart:employee00015790912024-01-012024-09-3000015790912024-10-3100015790912023-12-3100015790912024-09-300001579091cart:SeriesARedeemableConvertiblePreferredStockMember2024-09-300001579091cart:SeriesARedeemableConvertiblePreferredStockMember2023-12-3100015790912023-07-012023-09-3000015790912024-07-012024-09-3000015790912023-01-012023-09-300001579091us-gaap:RedeemableConvertiblePreferredStockMember2022-12-310001579091us-gaap:CommonStockMember2022-12-310001579091cart:ExchangeableSharesMember2022-12-310001579091us-gaap:AdditionalPaidInCapitalMember2022-12-310001579091us-gaap:AccumulatedOtherComprehensiveIncomeMember2022-12-310001579091us-gaap:RetainedEarningsMember2022-12-310001579091us-gaap:CommonStockMember2023-01-012023-03-310001579091us-gaap:AdditionalPaidInCapitalMember2023-01-012023-03-3100015790912023-01-012023-03-310001579091us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-01-012023-03-310001579091us-gaap:RetainedEarningsMember2023-01-012023-03-310001579091us-gaap:RedeemableConvertiblePreferredStockMember2023-03-310001579091us-gaap:CommonStockMember2023-03-310001579091cart:ExchangeableSharesMember2023-03-310001579091us-gaap:AdditionalPaidInCapitalMember2023-03-310001579091us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-03-310001579091us-gaap:RetainedEarningsMember2023-03-3100015790912023-03-310001579091us-gaap:CommonStockMember2023-04-012023-06-300001579091us-gaap:AdditionalPaidInCapitalMember2023-04-012023-06-3000015790912023-04-012023-06-300001579091us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-04-012023-06-300001579091us-gaap:RetainedEarningsMember2023-04-012023-06-300001579091us-gaap:RedeemableConvertiblePreferredStockMember2023-06-300001579091us-gaap:CommonStockMember2023-06-300001579091cart:ExchangeableSharesMember2023-06-300001579091us-gaap:AdditionalPaidInCapitalMember2023-06-300001579091us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-06-300001579091us-gaap:RetainedEarningsMember2023-06-3000015790912023-06-300001579091cart:SeriesARedeemableConvertiblePreferredStockMember2023-06-300001579091us-gaap:RedeemableConvertiblePreferredStockMember2023-07-012023-09-300001579091us-gaap:CommonStockMember2023-07-012023-09-300001579091us-gaap:AdditionalPaidInCapitalMember2023-07-012023-09-300001579091cart:SeriesARedeemableConvertiblePreferredStockMember2023-07-012023-09-300001579091cart:ExchangeableSharesMember2023-07-012023-09-300001579091us-gaap:RetainedEarningsMember2023-07-012023-09-300001579091us-gaap:RedeemableConvertiblePreferredStockMember2023-09-300001579091cart:SeriesARedeemableConvertiblePreferredStockMember2023-09-300001579091us-gaap:CommonStockMember2023-09-300001579091cart:ExchangeableSharesMember2023-09-300001579091us-gaap:AdditionalPaidInCapitalMember2023-09-300001579091us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-09-300001579091us-gaap:RetainedEarningsMember2023-09-3000015790912023-09-300001579091us-gaap:CommonStockMember2023-12-310001579091us-gaap:AdditionalPaidInCapitalMember2023-12-310001579091us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-12-310001579091us-gaap:RetainedEarningsMember2023-12-310001579091cart:SeriesARedeemableConvertiblePreferredStockMember2024-01-012024-03-310001579091us-gaap:AdditionalPaidInCapitalMember2024-01-012024-03-3100015790912024-01-012024-03-310001579091us-gaap:CommonStockMember2024-01-012024-03-310001579091us-gaap:AccumulatedOtherComprehensiveIncomeMember2024-01-012024-03-310001579091us-gaap:RetainedEarningsMember2024-01-012024-03-310001579091cart:SeriesARedeemableConvertiblePreferredStockMember2024-03-310001579091us-gaap:CommonStockMember2024-03-310001579091us-gaap:AdditionalPaidInCapitalMember2024-03-310001579091us-gaap:AccumulatedOtherComprehensiveIncomeMember2024-03-310001579091us-gaap:RetainedEarningsMember2024-03-3100015790912024-03-310001579091cart:SeriesARedeemableConvertiblePreferredStockMember2024-04-012024-06-300001579091us-gaap:AdditionalPaidInCapitalMember2024-04-012024-06-3000015790912024-04-012024-06-300001579091us-gaap:CommonStockMember2024-04-012024-06-300001579091us-gaap:RetainedEarningsMember2024-04-012024-06-300001579091cart:SeriesARedeemableConvertiblePreferredStockMember2024-06-300001579091us-gaap:CommonStockMember2024-06-300001579091us-gaap:AdditionalPaidInCapitalMember2024-06-300001579091us-gaap:AccumulatedOtherComprehensiveIncomeMember2024-06-300001579091us-gaap:RetainedEarningsMember2024-06-3000015790912024-06-300001579091cart:SeriesARedeemableConvertiblePreferredStockMember2024-07-012024-09-300001579091us-gaap:CommonStockMember2024-07-012024-09-300001579091us-gaap:AdditionalPaidInCapitalMember2024-07-012024-09-300001579091us-gaap:AccumulatedOtherComprehensiveIncomeMember2024-07-012024-09-300001579091us-gaap:RetainedEarningsMember2024-07-012024-09-300001579091us-gaap:CommonStockMember2024-09-300001579091us-gaap:AdditionalPaidInCapitalMember2024-09-300001579091us-gaap:AccumulatedOtherComprehensiveIncomeMember2024-09-300001579091us-gaap:RetainedEarningsMember2024-09-300001579091cart:TransactionMember2023-07-012023-09-300001579091cart:TransactionMember2024-07-012024-09-300001579091cart:TransactionMember2023-01-012023-09-300001579091cart:TransactionMember2024-01-012024-09-300001579091cart:AdvertisingAndOtherMember2023-07-012023-09-300001579091cart:AdvertisingAndOtherMember2024-07-012024-09-300001579091cart:AdvertisingAndOtherMember2023-01-012023-09-300001579091cart:AdvertisingAndOtherMember2024-01-012024-09-300001579091country:US2023-07-012023-09-300001579091country:US2024-07-012024-09-300001579091country:US2023-01-012023-09-300001579091country:US2024-01-012024-09-300001579091us-gaap:NonUsMember2023-07-012023-09-300001579091us-gaap:NonUsMember2024-07-012024-09-300001579091us-gaap:NonUsMember2023-01-012023-09-300001579091us-gaap:NonUsMember2024-01-012024-09-300001579091cart:CustomerAMemberus-gaap:CustomerConcentrationRiskMemberus-gaap:AccountsReceivableMember2024-01-012024-09-300001579091cart:CustomerBMemberus-gaap:CustomerConcentrationRiskMemberus-gaap:AccountsReceivableMember2024-01-012024-09-300001579091us-gaap:FairValueInputsLevel1Memberus-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:MoneyMarketFundsMember2023-12-310001579091us-gaap:FairValueInputsLevel2Memberus-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:MoneyMarketFundsMember2023-12-310001579091us-gaap:FairValueInputsLevel3Memberus-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:MoneyMarketFundsMember2023-12-310001579091us-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:MoneyMarketFundsMember2023-12-310001579091us-gaap:FairValueInputsLevel1Memberus-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2023-12-310001579091us-gaap:FairValueInputsLevel2Memberus-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2023-12-310001579091us-gaap:FairValueInputsLevel3Memberus-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2023-12-310001579091us-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2023-12-310001579091us-gaap:FairValueInputsLevel1Memberus-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2023-12-310001579091us-gaap:FairValueInputsLevel2Memberus-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2023-12-310001579091us-gaap:FairValueInputsLevel3Memberus-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2023-12-310001579091us-gaap:FairValueInputsLevel1Membercart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2023-12-310001579091us-gaap:FairValueInputsLevel2Membercart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2023-12-310001579091us-gaap:FairValueInputsLevel3Membercart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2023-12-310001579091cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2023-12-310001579091us-gaap:FairValueInputsLevel1Membercart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateDebtSecuritiesMember2023-12-310001579091us-gaap:FairValueInputsLevel2Membercart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateDebtSecuritiesMember2023-12-310001579091us-gaap:FairValueInputsLevel3Membercart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateDebtSecuritiesMember2023-12-310001579091cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateDebtSecuritiesMember2023-12-310001579091us-gaap:FairValueInputsLevel1Membercart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateDebtSecuritiesMember2023-12-310001579091us-gaap:FairValueInputsLevel2Membercart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateDebtSecuritiesMember2023-12-310001579091us-gaap:FairValueInputsLevel3Membercart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateDebtSecuritiesMember2023-12-310001579091cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateDebtSecuritiesMember2023-12-310001579091us-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:FairValueInputsLevel1Memberus-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:MoneyMarketFundsMember2024-09-300001579091us-gaap:FairValueInputsLevel2Memberus-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:MoneyMarketFundsMember2024-09-300001579091us-gaap:FairValueInputsLevel3Memberus-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:MoneyMarketFundsMember2024-09-300001579091us-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:MoneyMarketFundsMember2024-09-300001579091us-gaap:FairValueInputsLevel1Memberus-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2024-09-300001579091us-gaap:FairValueInputsLevel2Memberus-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2024-09-300001579091us-gaap:FairValueInputsLevel3Memberus-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2024-09-300001579091us-gaap:FairValueInputsLevel1Memberus-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMember2024-09-300001579091us-gaap:FairValueInputsLevel2Memberus-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMember2024-09-300001579091us-gaap:FairValueInputsLevel3Memberus-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMember2024-09-300001579091us-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:MoneyMarketFundsMember2024-09-300001579091us-gaap:FairValueInputsLevel1Membercart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2024-09-300001579091us-gaap:FairValueInputsLevel2Membercart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2024-09-300001579091us-gaap:FairValueInputsLevel3Membercart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2024-09-300001579091cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2024-09-300001579091us-gaap:FairValueInputsLevel1Membercart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2024-09-300001579091us-gaap:FairValueInputsLevel2Membercart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2024-09-300001579091us-gaap:FairValueInputsLevel3Membercart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2024-09-300001579091cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2024-09-300001579091us-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember2024-09-300001579091us-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMember2024-09-300001579091us-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMember2024-09-300001579091us-gaap:FairValueMeasurementsRecurringMember2024-09-300001579091us-gaap:CashEquivalentsMemberus-gaap:MoneyMarketFundsMember2023-12-310001579091us-gaap:CashEquivalentsMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2023-12-310001579091us-gaap:CashEquivalentsMember2023-12-310001579091cart:ShortTermMarketableSecuritiesMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2023-12-310001579091us-gaap:CashEquivalentsMemberus-gaap:CorporateDebtSecuritiesMember2023-12-310001579091us-gaap:MoneyMarketFundsMember2024-09-300001579091us-gaap:USGovernmentAgenciesDebtSecuritiesMember2024-09-300001579091us-gaap:CashEquivalentsMember2024-09-300001579091cart:ShortTermMarketableSecuritiesMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2024-09-300001579091us-gaap:ComputerEquipmentMember2024-09-300001579091us-gaap:ComputerEquipmentMember2023-12-310001579091us-gaap:FurnitureAndFixturesMember2024-09-300001579091us-gaap:FurnitureAndFixturesMember2023-12-310001579091srt:MinimumMemberus-gaap:LeaseholdImprovementsMember2024-09-300001579091srt:MaximumMemberus-gaap:LeaseholdImprovementsMember2024-09-300001579091us-gaap:LeaseholdImprovementsMember2023-12-310001579091us-gaap:LeaseholdImprovementsMember2024-09-300001579091srt:MinimumMemberus-gaap:SoftwareAndSoftwareDevelopmentCostsMember2024-09-300001579091srt:MaximumMemberus-gaap:SoftwareAndSoftwareDevelopmentCostsMember2024-09-300001579091us-gaap:SoftwareAndSoftwareDevelopmentCostsMember2023-12-310001579091us-gaap:SoftwareAndSoftwareDevelopmentCostsMember2024-09-300001579091us-gaap:PropertyPlantAndEquipmentMember2023-07-012023-09-300001579091us-gaap:PropertyPlantAndEquipmentMember2024-07-012024-09-300001579091us-gaap:PropertyPlantAndEquipmentMember2023-01-012023-09-300001579091us-gaap:PropertyPlantAndEquipmentMember2024-01-012024-09-300001579091us-gaap:SoftwareDevelopmentMember2023-07-012023-09-300001579091us-gaap:SoftwareDevelopmentMember2024-07-012024-09-300001579091us-gaap:SoftwareDevelopmentMember2023-01-012023-09-300001579091us-gaap:SoftwareDevelopmentMember2024-01-012024-09-300001579091us-gaap:DevelopedTechnologyRightsMember2023-12-310001579091us-gaap:CustomerRelationshipsMember2023-12-310001579091us-gaap:PatentsMember2023-12-310001579091us-gaap:OtherIntangibleAssetsMember2023-12-310001579091us-gaap:DevelopedTechnologyRightsMember2024-09-300001579091us-gaap:CustomerRelationshipsMember2024-09-300001579091us-gaap:PatentsMember2024-09-300001579091us-gaap:OtherIntangibleAssetsMember2024-09-300001579091srt:MinimumMember2024-09-300001579091srt:MaximumMember2024-09-3000015790912023-03-012023-03-310001579091cart:SeriesARedeemableConvertiblePreferredStockMemberus-gaap:PrivatePlacementMember2023-09-212023-09-210001579091cart:SeriesARedeemableConvertiblePreferredStockMemberus-gaap:PrivatePlacementMember2023-09-210001579091cart:SeriesARedeemableConvertiblePreferredStockMember2023-09-220001579091cart:SeriesARedeemableConvertiblePreferredStockMember2023-01-012023-09-300001579091cart:SeriesARedeemableConvertiblePreferredStockMember2024-01-012024-09-300001579091cart:StockRepurchaseProgramNov2023Member2023-11-300001579091cart:StockRepurchaseProgramFeb2024Member2024-02-290001579091cart:StockRepurchaseProgramNov2023Member2024-01-012024-06-300001579091cart:StockRepurchaseProgramFeb2024Member2024-02-012024-02-290001579091cart:StockRepurchaseProgramJune2024Member2024-06-

300001579091cart:StockRepurchaseProgramNovember2024Memberus-gaap:SubsequentEventMember2024-11-300001579091cart:StockRepurchaseProgramJune2024Member2024-07-012024-09-300001579091cart:StockRepurchaseProgramJune2024Member2024-01-012024-09-300001579091cart:StockRepurchaseProgramJune2024Memberus-gaap:RelatedPartyMember2024-08-012024-08-310001579091cart:StockRepurchaseProgramJune2024Memberus-gaap:RelatedPartyMember2024-08-310001579091cart:SeriesARedeemableConvertiblePreferredStockMember2023-12-310001579091cart:SeriesARedeemableConvertiblePreferredStockMember2024-09-300001579091us-gaap:RestrictedStockUnitsRSUMember2023-12-310001579091us-gaap:RestrictedStockUnitsRSUMember2024-09-300001579091us-gaap:EmployeeStockOptionMember2023-12-310001579091us-gaap:EmployeeStockOptionMember2024-09-300001579091cart:SharesAvailableForFutureGrantMember2023-12-310001579091cart:SharesAvailableForFutureGrantMember2024-09-300001579091us-gaap:EmployeeStockMember2023-12-310001579091us-gaap:EmployeeStockMember2024-09-300001579091cart:SeriesAPreferredStockMember2024-09-300001579091us-gaap:RestrictedStockUnitsRSUMember2023-01-012023-12-310001579091us-gaap:RestrictedStockUnitsRSUMember2024-01-012024-09-300001579091us-gaap:RestrictedStockMember2024-01-012024-09-300001579091us-gaap:RestrictedStockMember2023-12-310001579091us-gaap:RestrictedStockMember2024-09-300001579091cart:RestrictedStockUnitsRSUsPerformanceSharesMember2024-01-012024-09-300001579091cart:RestrictedStockUnitsRSUsPerformanceSharesMember2024-04-012024-04-300001579091us-gaap:CostOfSalesMember2023-07-012023-09-300001579091us-gaap:CostOfSalesMember2024-07-012024-09-300001579091us-gaap:CostOfSalesMember2023-01-012023-09-300001579091us-gaap:CostOfSalesMember2024-01-012024-09-300001579091cart:OperationsAndSupportExpenseMember2023-07-012023-09-300001579091cart:OperationsAndSupportExpenseMember2024-07-012024-09-300001579091cart:OperationsAndSupportExpenseMember2023-01-012023-09-300001579091cart:OperationsAndSupportExpenseMember2024-01-012024-09-300001579091us-gaap:ResearchAndDevelopmentExpenseMember2023-07-012023-09-300001579091us-gaap:ResearchAndDevelopmentExpenseMember2024-07-012024-09-300001579091us-gaap:ResearchAndDevelopmentExpenseMember2023-01-012023-09-300001579091us-gaap:ResearchAndDevelopmentExpenseMember2024-01-012024-09-300001579091us-gaap:SellingAndMarketingExpenseMember2023-07-012023-09-300001579091us-gaap:SellingAndMarketingExpenseMember2024-07-012024-09-300001579091us-gaap:SellingAndMarketingExpenseMember2023-01-012023-09-300001579091us-gaap:SellingAndMarketingExpenseMember2024-01-012024-09-300001579091us-gaap:GeneralAndAdministrativeExpenseMember2023-07-012023-09-300001579091us-gaap:GeneralAndAdministrativeExpenseMember2024-07-012024-09-300001579091us-gaap:GeneralAndAdministrativeExpenseMember2023-01-012023-09-300001579091us-gaap:GeneralAndAdministrativeExpenseMember2024-01-012024-09-300001579091us-gaap:IPOMember2023-09-212023-09-210001579091us-gaap:IPOMember2023-09-210001579091cart:SeriesARedeemableConvertiblePreferredStockMember2023-07-012023-09-300001579091cart:SeriesARedeemableConvertiblePreferredStockMember2024-07-012024-09-300001579091cart:SeriesARedeemableConvertiblePreferredStockMember2023-01-012023-09-300001579091cart:SeriesARedeemableConvertiblePreferredStockMember2024-01-012024-09-300001579091us-gaap:EmployeeStockOptionMember2023-07-012023-09-300001579091us-gaap:EmployeeStockOptionMember2024-07-012024-09-300001579091us-gaap:EmployeeStockOptionMember2023-01-012023-09-300001579091us-gaap:EmployeeStockOptionMember2024-01-012024-09-300001579091us-gaap:RestrictedStockUnitsRSUMember2023-07-012023-09-300001579091us-gaap:RestrictedStockUnitsRSUMember2024-07-012024-09-300001579091us-gaap:RestrictedStockUnitsRSUMember2023-01-012023-09-300001579091us-gaap:RestrictedStockUnitsRSUMember2024-01-012024-09-300001579091us-gaap:RestrictedStockMember2023-07-012023-09-300001579091us-gaap:RestrictedStockMember2024-07-012024-09-300001579091us-gaap:RestrictedStockMember2023-01-012023-09-300001579091cart:SeriesARedeemableConvertiblePreferredStockMember2023-07-012023-09-300001579091cart:SeriesARedeemableConvertiblePreferredStockMember2024-07-012024-09-300001579091cart:SeriesARedeemableConvertiblePreferredStockMember2023-01-012023-09-300001579091cart:SeriesARedeemableConvertiblePreferredStockMember2024-01-012024-09-300001579091us-gaap:EmployeeStockOptionMember2023-07-012023-09-300001579091us-gaap:EmployeeStockOptionMember2024-07-012024-09-300001579091us-gaap:EmployeeStockOptionMember2023-01-012023-09-300001579091us-gaap:EmployeeStockOptionMember2024-01-012024-09-300001579091us-gaap:RestrictedStockUnitsRSUMember2023-07-012023-09-300001579091us-gaap:RestrictedStockUnitsRSUMember2024-07-012024-09-300001579091us-gaap:RestrictedStockUnitsRSUMember2023-01-012023-09-300001579091us-gaap:RestrictedStockUnitsRSUMember2024-01-012024-09-300001579091us-gaap:RestrictedStockMember2023-07-012023-09-300001579091us-gaap:RestrictedStockMember2024-07-012024-09-300001579091us-gaap:RestrictedStockMember2023-01-012023-09-300001579091us-gaap:RestrictedStockMember2024-01-012024-09-300001579091cart:PerformanceAndOrMarketBasedConditionsMemberus-gaap:RestrictedStockUnitsRSUMember2023-07-012023-09-300001579091cart:PerformanceAndOrMarketBasedConditionsMemberus-gaap:RestrictedStockUnitsRSUMember2024-07-012024-09-300001579091cart:PerformanceAndOrMarketBasedConditionsMemberus-gaap:RestrictedStockUnitsRSUMember2023-01-012023-09-300001579091cart:PerformanceAndOrMarketBasedConditionsMemberus-gaap:RestrictedStockUnitsRSUMember2024-01-012024-09-300001579091cart:PerformanceAndOrMarketBasedConditionsMember2023-07-012023-09-300001579091cart:PerformanceAndOrMarketBasedConditionsMember2024-07-012024-09-300001579091cart:PerformanceAndOrMarketBasedConditionsMember2023-01-012023-09-300001579091cart:PerformanceAndOrMarketBasedConditionsMember2024-01-012024-09-300001579091us-gaap:RelatedPartyMember2023-07-012023-09-300001579091us-gaap:RelatedPartyMember2023-01-012023-09-300001579091us-gaap:RelatedPartyMember2024-01-012024-03-310001579091us-gaap:RelatedPartyMember2023-12-310001579091202402-092024-02-090001579091202402-090001579091us-gaap:EmployeeSeveranceMember2024-01-012024-09-300001579091us-gaap:EmployeeSeveranceMember2024-07-012024-09-300001579091cart:A2024RestructuringPlanMember2024-01-012024-03-310001579091cart:OperationsAndSupportExpenseMemberus-gaap:EmployeeSeveranceMember2024-01-012024-09-300001579091us-gaap:ResearchAndDevelopmentExpenseMemberus-gaap:EmployeeSeveranceMember2024-01-012024-09-300001579091us-gaap:SellingAndMarketingExpenseMemberus-gaap:EmployeeSeveranceMember2024-01-012024-09-300001579091us-gaap:GeneralAndAdministrativeExpenseMemberus-gaap:EmployeeSeveranceMember2024-01-012024-09-300001579091us-gaap:RestrictedStockUnitsRSUMemberus-gaap:SubsequentEventMember2024-11-012024-11-300001579091us-gaap:SubsequentEventMembersrt:MinimumMember2024-11-300001579091us-gaap:SubsequentEventMembersrt:MaximumMember2024-11-300001579091us-gaap:SubsequentEventMember2024-11-120001579091us-gaap:RestrictedStockUnitsRSUMemberus-gaap:SubsequentEventMember2024-11-122024-11-120001579091cart:AlanRamsayMember2024-01-012024-09-300001579091cart:AlanRamsayMember2024-07-012024-09-300001579091cart:AlanRamsayTradingArrangementCommonStockMembercart:AlanRamsayMember2024-09-300001579091cart:AlanRamsayTradingArrangementCommonStockSubjectToRestrictedStockUnitsPreviouslyAwardedMembercart:AlanRamsayMember2024-09-30UNITED STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549FORM 10-Q(Mark One)â˜’QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934For the quarterly period ended SeptemberÂ 30, 2024ORâ˜TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934For the transition period from to Commission File Number: 001-41805MAPLEBEAR INC.(Exact name of registrant as specified in its charter)Delaware46-0723335(State or other jurisdiction ofincorporation or organization)(IRS Employer Identification No.)50 Beale Street, Suite 600 San Francisco, California 94105(Address of principal executive offices) (Zip code)(888) 246-7822(Registrantâ€™s telephone number, including area code)Securities registered pursuant to Section 12(b) of the Act:Title of each classTrading Symbol(s)Name of each exchange on which registeredCommon Stock, par value $0.0001 per shareCARTNasdaq Global Select MarketIndicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes â˜’ No â˜Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§232.405 of chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes â˜’ No â˜Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act.Large accelerated filerâ˜Accelerated filerâ˜Non-accelerated filerâ˜’Smaller reporting 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). Yes â˜ No â˜’The registrant had outstanding 256,894,776 shares of common stock, par value $0.0001 per share, as of OctoberÂ 31, 2024.1Table of ContentsMAPLEBEAR INC. DBA INSTACARTTABLE OF CONTENTSPageSpecial Note Regarding Forward-Looking Statements3Part IFINANCIAL INFORMATION5Item 1.Financial Statements (unaudited)5Condensed Consolidated Balance Sheets5Condensed Consolidated Statements of Operations6Condensed Consolidated Statements of Comprehensive Income (Loss)7Condensed Consolidated Statements of Redeemable Convertible Preferred Stock and Stockholdersâ€™ Equity (Deficit)8Condensed Consolidated Statements of Cash Flows12Notes to Condensed Consolidated Financial Statements14Item 2.Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations32Item 3.Quantitative and Qualitative Disclosures About Market Risk51Item 4.Controls and Procedures52Part IIOTHER INFORMATION52Item 1.Legal Proceedings52Item 1A.Risk Factors54Item 2.Unregistered Sales of Equity Securities and Use of Proceeds104Item 3.Defaults Upon Senior Securities104Item 4.Mine Safety Disclosures104Item 5.Other Information104Item 6.Exhibits106Signatures1072Table of ContentsSPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTSThis Quarterly Report on Form 10-Q contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, about us and our industry that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q, including statements regarding our future results of operations or financial condition, business strategy, and plans and objectives of management for future operations are forward-looking statements. In some cases, you can identify forward-looking statements because they contain words such as â€œanticipate,â€ â€œbelieve,â€ â€œcontemplate,â€ â€œcontinue,â€ â€œcould,â€ â€œestimate,â€ â€œexpect,â€ â€œintend,â€ â€œmay,â€ â€œplan,â€ â€œpotential,â€ â€œpredict,â€ â€œproject,â€ â€œshould,â€ â€œtarget,â€ â€œtoward,â€ â€œwill,â€ or â€œwould,â€ or the negative of these words or other similar terms or expressions. These forward-looking statements include, but are not limited to, statements concerning the following:â€¢our expectations regarding our financial performance, including revenue, cost of revenue, gross profit, operating expenses, net income, and key metrics such as gross transaction value (â€œGTVâ€) and orders, and our ability to maintain or increase future profitability and generate profitable growth over time;â€¢macroeconomic and industry trends, including the impact of inflation, elevated interest rates, the effects of supply chain challenges, the cessation of government aid, and geopolitical conflicts;â€¢our ability to effectively manage our growth and plan for and execute growth strategies and initiatives;â€¢anticipated trends, growth rates, and challenges in our financial performance, key metrics, and business and in the markets in which we operate;â€¢our ability to attract new customers and shoppers and maintain and/or increase engagement of customers and shoppers;â€¢our ability to expand our offerings to existing or new retailers, customers, and brands and whether retailers and advertisers launch or utilize our offerings in the manner and timing that we expect;â€¢our ability to maintain and expand our relationships with retailers and brands and the effects of retailer consolidation;â€¢our ability to continue to grow across our current markets and expand into new markets;â€¢the effects of increased competition in our markets and our ability to successfully compete with companies that are currently in, or may in the future enter, the markets in which we operate;â€¢our estimated market opportunity;â€¢our ability to timely and effectively scale and adapt our offerings;â€¢our ability to continue to innovate and enhance our offerings;â€¢our ability to develop new offerings, features, and use cases and bring them to market in a timely manner, and whether current and prospective retailers, customers, brands, and shoppers will adopt these new products, offerings, features, and use cases;â€¢our ability to maintain the safety, security, and availability of our platform;â€¢our ability to maintain, protect, and enhance our brand and intellectual property;â€¢our ability to identify, complete, and achieve anticipated business and financial benefits from acquisitions, strategic investments, collaborations, commercial arrangements, alliances or partnerships that complement and expand the functionality of Instacart and our offerings;â€¢our prices and pricing methodologies and our expectations for the impact of pricing on our competitive position and our financial results;â€¢our ability to successfully defend litigation and government proceedings brought against us; â€¢the implications from any legislative, regulatory, judicial, administrative, or legal proceeding that changes our current relationship with shoppers, and the potential impacts on our business operations, our business model, fulfillment strategies, and financial performance;â€¢our ability to comply or remain in compliance with laws and regulations that currently apply or become applicable to our business in the United States and internationally, and the potential impacts on our business;3Table of Contentsâ€¢our reliance on key personnel and our ability to attract, maintain, and retain management and skilled personnel; â€¢our expectations concerning relationships with third parties; andâ€¢our expectations regarding our share repurchase program.We caution you that the foregoing list may not contain all of the forward-looking statements made in this Quarterly Report on Form 10-Q.You should not rely on forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Quarterly Report on Form 10-Q primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, and results of operations. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties, and other factors described in the section titled â€œRisk Factorsâ€ and elsewhere in this Quarterly Report on Form 10-Q. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Quarterly Report on Form 10-Q. The results, events, and circumstances reflected in the forward-looking statements may not be achieved or occur, and actual results, events, or circumstances could differ materially from those described in the forward-looking statements.In addition, statements that â€œwe believeâ€ and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based on information available to us as of the date of this Quarterly Report on Form 10-Q. While we believe such information provides a reasonable basis for these statements, such information may be limited or incomplete. Our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all relevant information. These statements are inherently uncertain, and investors are cautioned not to unduly rely on these statements.The forward-looking statements made in this Quarterly Report on Form 10-Q relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Quarterly Report on Form 10-Q to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q or to reflect new information, actual results, revised expectations or the occurrence of unanticipated events, except as required by law.Unless the context otherwise requires, all references in this Quarterly Report on Form 10-Q to â€œwe,â€ â€œus,â€ â€œour,â€ â€œour company,â€ and â€œInstacartâ€ refer to Maplebear Inc. and its consolidated subsidiaries.WHERE YOU CAN FIND ADDITIONAL INFORMATIONWe intend to announce material information to the public through filings with the Securities and Exchange Commission (â€œSECâ€), the investor relations page on our website, which is located at investors.instacart.com, our blog, which is located at www.instacart.com/company/blog, press releases, public conference calls, and public webcasts. The information disclosed through the foregoing channels could be deemed to be material information. As such, we encourage investors, the media, and others to follow the channels listed above and to review the information disclosed through such channels.The information we post through these channels is not a part of this Quarterly Report on Form 10-Q. Any updates to the list of disclosure channels through which we will announce information will be posted on the investor relations page on our website.4Table of ContentsPART I - FINANCIAL INFORMATIONItem 1. Financial StatementsMAPLEBEAR INC. DBA INSTACARTCONDENSED CONSOLIDATED BALANCE SHEETS(in millions, except share amounts, which are reflected in thousands, and per share amounts) (unaudited)As ofDecember 31,As ofSeptember 30,20232024ASSETSCurrent assets:Cash and cash equivalents$2,137Â $1,288Â Short-term marketable securities49Â 20Â Accounts receivable, net of allowance of $4 and $5, respectively853Â 949Â Restricted cash and cash equivalents, current137Â 134Â Prepaid expenses and other current assets129Â 118Â Total current assets3,305Â 2,509Â Restricted cash and cash equivalents, noncurrent19Â 19Â Property and equipment, net135Â 192Â Operating lease right-of-use assets31Â 23Â Intangible assets, net77Â 58Â Goodwill318Â 318Â Deferred tax assets, net830Â 775Â Other assets12Â 32Â Total assets$4,727Â $3,926Â LIABILITIES, REDEEMABLE CONVERTIBLE PREFERRED STOCK, AND STOCKHOLDERSâ€™ EQUITYCurrent liabilities:Accounts payable$72Â $69Â Accrued and other current liabilities451Â 530Â Operating lease liabilities, current13Â 12Â Deferred revenue197Â 209Â Total current liabilities733Â 820Â Operating lease liabilities, noncurrent27Â 16Â Other long-term liabilities40Â 34Â Total liabilities800Â 870Â Commitments and contingencies (NoteÂ 9)Series A redeemable convertible preferred stock; $0.0001 par value per share; 5,833 shares authorized, issued, and outstanding as of DecemberÂ 31, 2023 and

SeptemberÂ 30, 2024177Â 184Â Stockholdersâ€™ equity:Preferred stock, $0.0001 par value per share; 24,167 shares authorized as of DecemberÂ 31, 2023 and SeptemberÂ 30, 2024; zero shares issued and outstanding as of DecemberÂ 31, 2023 and SeptemberÂ 30, 2024â€”Â â€”Â Common stock, $0.0001 par value per share; 2,000,000 shares authorized as of DecemberÂ 31, 2023 and SeptemberÂ 30, 2024; 279,046, and 256,986 shares issued and outstanding as of DecemberÂ 31, 2023 and SeptemberÂ 30, 2024, respectivelyâ€”Â â€”Â Additional paid-in capital6,382Â 6,600Â Accumulated other comprehensive income 3Â â€”Â Accumulated deficit(2,635)(3,728)Total stockholdersâ€™ equity3,750Â 2,872Â Total liabilities, redeemable convertible preferred stock, and stockholdersâ€™ equity$4,727Â $3,926Â The accompanying notes are an integral part of these condensed consolidated financial statements.5Table of ContentsMAPLEBEAR INC. DBA INSTACARTCONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS(in millions, except share amounts, which are reflected in thousands, and per share amounts)(unaudited)Three Months Ended September 30,Nine Months Ended September 30,20232024202320242Revenue$764Â $852Â $2,239Â $2,495Â Cost of revenue203Â 211Â 569Â 617Â Gross profit561Â 641Â 1,670Â 1,878Â Operating expenses:Operations and support145Â 64Â 273Â 206Â Research and development1,850Â 149Â 2,107Â 449Â Sales and marketing455Â 213Â 782Â 600Â General and administrative568Â 77Â 696Â 289Â Total operating expenses3,018Â 503Â 3,858Â 1,544Â Income (loss) from operations(2,457)138Â (2,188)334Â Other expense, net(5)â€”Â (2)(2)Interest income23Â 15Â 57Â 54Â Income (loss) before provision for (benefit from) income taxes(2,439)153Â (2,133)386Â Provision for (benefit from) income taxes(440)35Â (376)77Â Net income (loss)$(1,999)$118Â $(1,757)$309Â Accretion related to Series A redeemable convertible preferred stockâ€”Â (2)â€”Â (7)Net income (loss) attributable to common stockholders, basic$(1,999)$116Â $(1,757)$302Â Accretion related to Series A redeemable convertible preferred stockâ€”Â 2Â â€”Â â€”Â Net income (loss) attributable to common stockholders, diluted$(1,999)$118Â $(1,757)$302Â Net income (loss) per share attributable to common stockholders:Basic(20.86)0.45Â (21.92)1.13Â Diluted(20.86)0.42Â (21.92)1.06Â Weighted-average shares used in computing net income (loss) per share attributable to common stockholders:Basic95,836Â 259,660Â 80,180Â 266,550Â Diluted95,836Â 281,003Â 80,180Â 285,701Â The accompanying notes are an integral part of these condensed consolidated financial statements.6Table of ContentsMAPLEBEAR INC. DBA INSTACARTCONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)(in millions)(unaudited)Three Months Ended September 30,Nine Months Ended September 30,2023202420232024Net income (loss)$(1,999)$118Â $(1,757)$309Â Other comprehensive income (loss):Net unrealized gain on available-for-sale marketable securities, net of taxâ€”Â â€”Â 2Â â€”Â Change in foreign currency translation adjustmentsâ€”Â 2Â 1Â (3)Total other comprehensive income (loss)â€”Â 2Â 3Â (3)Comprehensive income (loss)$(1,999)$120Â $(1,754)$306Â The accompanying notes are an integral part of these condensed consolidated financial statements.7Table of ContentsMAPLEBEAR INC. DBA INSTACARTCONDENSED CONSOLIDATED STATEMENTS OF REDEEMABLE CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY (DEFICIT)(in millions, except share amounts, which are reflected in thousands)(unaudited)Redeemable Convertible Preferred StockCommon StockExchangeable SharesAdditional Paid-In CapitalAccumulatedOther Comprehensive Income (Loss)Accumulated DeficitTotalSharesAmountSharesAmountSharesAmountBalances at December 31, 2022167,302Â $2,822Â 72,230Â $â€”Â 689Â $â€”Â $918Â (5)(977)$(64)Exercise of common stock optionsâ€”Â â€”Â 98Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Issuance of common stock upon settlement of restricted stock unitsâ€”Â â€”Â 46Â â€”Â â€”Â â€”Â â€”Â â€”Â Common stock withheld or cancelled for tax obligation and net settlementâ€”Â â€”Â (23)â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Stock-based compensationâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 5Â â€”Â â€”Â 5Â Foreign currency translation adjustmentsâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (1)â€”Â (1)Net unrealized gain on available-for-sale marketable securitiesâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 2Â â€”Â 2Â Net incomeâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 128Â 128Â Balances at March 31, 2023167,302Â $2,822Â 72,351Â $â€”Â 689Â $â€”Â $923Â (4)(849)$70Â Exercise of common stock optionsâ€”Â â€”Â 25Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Stock-based compensationâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 5Â â€”Â â€”Â 5Â Foreign currency translation adjustmentsâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 2Â â€”Â 2Â Net incomeâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 114Â 114Â Balances at June 30, 2023167,302Â $2,822Â 72,376Â $â€”Â 689Â $â€”Â $928Â (2)(735)$191Â The accompanying notes are an integral part of these condensed consolidated financial statements.8Table of ContentsMAPLEBEAR INC. DBA INSTACARTCONDENSED CONSOLIDATED STATEMENTS OF REDEEMABLE CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY (DEFICIT), CONTINUED(in millions, except share amounts, which are reflected in thousands)(unaudited)Redeemable Convertible Preferred StockSeries A Redeemable Convertible Preferred StockCommon StockExchangeable SharesAdditional Paid-In CapitalAccumulatedOther Comprehensive Income (Loss)Accumulated DeficitTotalSharesAmountSharesAmountSharesAmountSharesAmountBalances at June 30, 2023167,302Â $2,822Â â€”Â $â€”Â 72,376Â $â€”Â 689Â $â€”Â $928Â (2)(735)$191Â Conversion of redeemable convertible preferred stock to common stock in connection with initial public offering(167,302)(2,822)â€”Â â€”Â 167,692Â â€”Â â€”Â â€”Â 2,822Â â€”Â â€”Â 2,822Â Issuance of Series A redeemable convertible preferred stockâ€”Â â€”Â 5,833Â 175Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Issuance of common stock in connection with initial public offering, net of underwriting discounts and offering costsâ€”Â â€”Â â€”Â â€”Â 14,100Â â€”Â â€”Â â€”Â 392Â â€”Â â€”Â 392Â Conversion of exchangeable shares to common stock in connection with initial public offeringâ€”Â â€”Â â€”Â â€”Â 688Â â€”Â (688)â€”Â â€”Â â€”Â â€”Â â€”Â Forfeiture of exchangeable sharesâ€”Â â€”Â â€”Â â€”Â (1)â€”Â â€”Â â€”Â (1)Issuance of common stock upon settlement of restricted stock unitsâ€”Â â€”Â â€”Â 33,288Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Exercise of common stock optionsâ€”Â â€”Â â€”Â 9,910Â â€”Â â€”Â â€”Â 3Â â€”Â â€”Â 3Â Exercise of common stock warrantsâ€”Â â€”Â â€”Â 7,431Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Common stock withheld or cancelled for tax obligation and net settlementâ€”Â â€”Â â€”Â (25,398)â€”Â â€”Â â€”Â (570)â€”Â â€”Â (570)Stock-based compensationâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 2,645Â â€”Â â€”Â 2,645Â Net lossâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (1,999)(1,999)Balances at September 30, 2023â€”Â $â€”Â 5,833Â $175Â 280,087Â $â€”Â $â€”Â $6,220Â (2)(2,734)$3,484Â The accompanying notes are an integral part of these condensed consolidated financial statements.9Table of ContentsMAPLEBEAR INC. DBA INSTACARTCONDENSED CONSOLIDATED STATEMENTS OF REDEEMABLE CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY (DEFICIT), CONTINUED(in millions, except share amounts, which are reflected in thousands)(unaudited)Series A Redeemable Convertible Preferred StockCommon StockAdditional Paid-In CapitalAccumulatedOther Comprehensive Income (Loss)Accumulated DeficitTotalShares AmountSharesAmountBalances at December 31, 20235,833Â $177Â 279,046Â $â€”Â $6,382Â $3Â $(2,635)$3,750Â Accretion of Series A redeemable convertible preferred stockâ€”Â 2Â â€”Â â€”Â (2)â€”Â â€”Â (2)Issuance of common stock upon settlement of restricted stock unitsâ€”Â â€”Â 7,409Â â€”Â â€”Â â€”Â â€”Â â€”Â Exercise of common stock optionsâ€”Â â€”Â 7,719Â â€”Â 49Â â€”Â â€”Â 49Â Common stock withheld or cancelled for tax obligation and net settlementâ€”Â â€”Â (3,040)â€”Â (83)â€”Â â€”Â (83)Stock-based compensationâ€”Â â€”Â â€”Â â€”Â 17Â â€”Â â€”Â 17Â Foreign currency translation adjustmentsâ€”Â â€”Â â€”Â â€”Â (5)â€”Â (5)Repurchase and retirement of common stockâ€”Â â€”Â (25,405)â€”Â â€”Â â€”Â (715)(715)Net incomeâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 130Â 130Â Balances at March 31, 20245,833Â $179Â 265,729Â $â€”Â $6,363Â (2)(3,220)$3,141Â Accretion of Series A redeemable convertible preferred stockâ€”Â 3Â â€”Â â€”Â (3)â€”Â â€”Â (3)Issuance of common stock upon settlement of restricted stock unitsâ€”Â â€”Â 4,147Â â€”Â â€”Â â€”Â â€”Â â€”Â Exercise of common stock optionsâ€”Â â€”Â 3,557Â â€”Â 25Â â€”Â â€”Â 25Â Common stock withheld or cancelled for tax obligation and net settlementâ€”Â â€”Â (174)â€”Â (6)â€”Â â€”Â (6)Stock-based compensationâ€”Â â€”Â â€”Â â€”Â 146Â â€”Â â€”Â 146Â Repurchase and retirement of common stockâ€”Â â€”Â (9,686)â€”Â â€”Â â€”Â (325)(325)Net incomeâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 61Â 61Â Balances at June 30, 20245,833Â $182Â 263,573Â $â€”Â $6,525Â (2)(3,484)$3,039Â The accompanying notes are an integral part of these condensed consolidated financial statements10Table of ContentsMAPLEBEAR INC. DBA INSTACARTCONDENSED CONSOLIDATED STATEMENTS OF REDEEMABLE CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY (DEFICIT), CONTINUED(in millions, except share amounts, which are reflected in thousands)(unaudited)Series A Redeemable Convertible Preferred StockCommon StockAdditional Paid-In CapitalAccumulatedOther Comprehensive Income (Loss)Accumulated DeficitTotalShares AmountSharesAmountBalances at June 30, 20245,833Â $182Â 263,573Â $â€”Â $6,525Â (2)(3,484)$3,039Â Accretion of Series A redeemable convertible preferred stockâ€”Â 2Â â€”Â â€”Â (2)â€”Â â€”Â (2)Issuance of common stock upon settlement of restricted stock unitsâ€”Â â€”Â 4,055Â â€”Â â€”Â â€”Â â€”Â â€”Â Exercise of common stock optionsâ€”Â â€”Â 307Â â€”Â 2Â â€”Â â€”Â 2Â Common stock withheld or cancelled for tax obligation and net settlementâ€”Â â€”Â (105)â€”Â (3)â€”Â â€”Â (3)Stock-based compensationâ€”Â â€”Â â€”Â â€”Â 78Â â€”Â â€”Â 78Â Foreign currency translation adjustmentsâ€”Â â€”Â â€”Â â€”Â 2Â â€”Â 2Â Repurchase and retirement of common stockâ€”Â â€”Â (10,783)â€”Â â€”Â â€”Â (362)(362)Net incomeâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 118Â 118Â Forfeiture of restricted stockâ€”Â â€”Â (61)â€”Â â€”Â â€”Â â€”Â â€”Â Balance at September 30, 20245,833Â $184Â 256,986Â $â€”Â $6,600Â $â€”Â $(3,728)$2,872Â .The accompanying notes are an integral part of these condensed consolidated financial statements.11Table of ContentsMAPLEBEAR INC. DBA INSTACARTCONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS(in millions)(unaudited)Nine Months Ended September 30,20232024OPERATING ACTIVITIESNet income (loss)$(1,757)$309Adjustments to reconcile net income (loss) to net cash provided by operating activities:Depreciation and amortization expense3339Stock-based compensation expense2,614214Provision for bad debts1816Amortization of operating lease right-of-use assets119Deferred income taxes(394)55Other(3)2Changes in operating assets and liabilities, net of effects of business acquisitions:Accounts receivable(17)(112)Prepaid expenses and other assets14(7)Accounts payable(31)(3)Accrued and other current liabilities(108)18Deferred revenue2213Operating lease liabilities(11)(12)Other long-term liabilities(38)(7)Net cash provided by operating activities353534INVESTING ACTIVITIESPurchases of marketable securities(90)(25)Maturities of marketable securities27454Purchases of property and equipment, including capitalized internal-use software(38)(52)Other investing activitiesâ€”(3)Net cash provided by (used in) investing activities146(26)FINANCING ACTIVITIESProceeds from the issuance of common stock upon initial public offering, net of underwriting discounts401Â â€”Â Proceeds from the issuance of Series A redeemable convertible preferred stock175Â â€”Â Taxes paid related to net share settlement of equity awards(570)(92)Proceeds from exercise of stock options376Changes in advances from payment card issuerâ€”57Deferred offering costs paid(3)â€”Repurchases of common stockâ€”(1,397)Net cash provided by (used in) financing activities6(1,356)Effect of foreign exchange on cash, cash equivalents, and restricted cash and cash equivalentsâ€”Â (4)Net increase (decrease) in cash, cash equivalents, and restricted cash and cash equivalents505Â (852)Cash, cash equivalents, and restricted cash and cash equivalents - beginning of period1,599Â 2,293Â Cash, cash equivalents, and restricted cash and cash equivalents - end of period$2,104Â $1,441Â The accompanying notes are an integral part of these condensed consolidated financial statements.12Table of ContentsMAPLEBEAR INC. DBA INSTACARTCONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS, CONTINUED(in millions)(unaudited)Nine Months Ended September 30,20232024SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATIONCash paid for income taxes, net of tax refunds$40Â $13Â SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIESStock-based compensation capitalized as internal-use software$41Â $27Â Conversion of redeemable convertible preferred stock to common stock in connection with initial public offering$2,822Â $â€”Â Reclassification of deferred offering costs to additional paid-in capital upon initial public offering$9Â $â€”Â Changes in accrued purchases of property and equipment, including capitalized internal-use software$3Â $(2)Deferred offering costs not yet paid$3Â $â€”Â Accretion of Series A redeemable convertible preferred stock$â€”Â $7Â RECONCILIATION OF CASH, CASH EQUIVALENTS, AND RESTRICTED CASH AND CASH EQUIVALENTS TO THE CONDENSED CONSOLIDATED BALANCE SHEETSCash and cash equivalents$2,010Â $1,288Â Restricted cash and cash equivalents, current75Â 134Â Restricted cash and cash equivalents, noncurrent19Â 19Â Total cash, cash equivalents, and restricted cash and cash equivalents$2,104Â $1,441Â The accompanying notes are an integral part of these condensed consolidated financial statements.13Table of ContentsMAPLEBEAR INC. DBA INSTACARTNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)1.BusinessDescription of BusinessMaplebear Inc., doing business as (â€œDBAâ€) Instacart (the â€œCompanyâ€), was incorporated in Delaware on August 3, 2012 and is headquartered in San Francisco, California. The Company is a diversified technology business that operates a technology solution that enables connections and transactions among retailers, end users, advertisers, shoppers, and other partners mainly throughout the United States and Canada. End users are provided the ability to transact with retailers for grocery and non-grocery items and with shoppers to pick and deliver the items on the end userâ€™s behalf. Retailers contract with the Company to have their goods available for search, selection, and purchase, generally for a percentage of the total purchase value from the sale of goods, on a fee per transaction basis, or some combination thereof. Advertisers have the opportunity to purchase Sponsored Product ads, display ads, coupons, and a variety of other online advertising services. Shoppers, who are independent contractors that pick and deliver orders, use the Companyâ€™s technology solution for fulfillment or delivery service opportunities primarily on a fee per batch basis. The Company also sells software-as-a-service offerings primarily targeted at retailers and charges fees for such offerings.2.Significant Accounting PoliciesBasis of PresentationThe accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (â€œGAAPâ€) and applicable rules and regulations of the Securities and Exchange Commission (â€œSECâ€) regarding interim financial information. Certain information and disclosures normally included in consolidated financial statements prepared in accordance with GAAP have been condensed or omitted. Accordingly, these condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes for the year ended DecemberÂ 31, 2023, which can be found in the Companyâ€™s Annual Report on Form 10-K. In managementâ€™s opinion, the unaudited interim condensed consolidated financial statements have been prepared on the same basis as the annual financial statements and reflect all adjustments, which include only normal recurring adjustments necessary for the fair statement of the condensed consolidated financial statements. The condensed consolidated balance sheet as of DecemberÂ 31, 2023 has been derived from the audited financial statements at that date but does not include all of the disclosures required by GAAP. The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries after elimination of all intercompany accounts and transactions. The condensed consolidated financial statements reflect all adjustments and reclassifications that, in the opinion of management, are necessary for the fair presentation of the Companyâ€™s results of operations and financial condition as of and for the periods presented. The results for the interim periods are not necessarily indicative of the results to be expected for the full year or any other future interim or annual period.There have been no significant changes to the Companyâ€™s significant accounting policies described in the Companyâ€™s Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023 that have had a material impact on our condensed consolidated financial statements and related notes.Use of EstimatesThe preparation of financial statements in conformity with GAAP requires management to make judgments, estimates, and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting periods covered by the financial statements and accompanying notes. These judgments, estimates, and assumptions are used for, but not limited to, (i) revenue recognition, including revenue-related reserves, (ii) stock-based compensation, (iii) valuation of the Companyâ€™s equity awards, (iv) legal and other loss contingencies, (v) income taxes, and (vi) capitalized internal-use software. The Company determines its estimates and judgments on historical experience and on various other assumptions 14Table of ContentsMAPLEBEAR INC. DBA INSTACARTNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)that it believes are reasonable under the circumstances. However, actual results could differ from these estimates, and these differences may be material to the condensed consolidated financial statements. The Company has considered the impacts of macroeconomic trends affecting the Companyâ€™s markets and industry such as higher inflation, elevated interest rates, the effects of supply chain challenges, cessation of government aid programs, geopolitical conflicts, uncertainty regarding an economic recession and associated decreases in consumer discretionary income, changing consumer preferences, and the effects of severe weather patterns on the assumptions and inputs supporting certain of the Companyâ€™s estimates, assumptions, and judgments. The level of uncertainties and volatility in the global financial markets and economies, as well as the uncertainties related to these macroeconomic factors, geopolitical environment, and their effects on the Companyâ€™s operations and financial performance, means that these estimates may change in future periods as new events occur and additional information is obtained.Recent Accounting Pronouncements Not Yet AdoptedIn November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280), Improvements to Reportable Segment Disclosures to enable investors to better understand an entityâ€™s overall performance through enhanced disclosures about significant segment expenses. The guidance enhances interim disclosure requirements, clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, and provide new segment disclosure requirements for entities with a single reportable segment. This update is effective for all entities for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. An entity should apply the enhanced segment disclosure requirements retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the impact that

this guidance will have on its consolidated financial statements.In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires disaggregated information about a reporting entityâ€™s effective tax rate reconciliation, as well as information on income taxes paid. The standard is effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. The guidance will be applied on a prospective basis with the option to apply the standard retrospectively. The Company is currently evaluating the impact that this guidance will have on its consolidated financial statements.There are other new accounting pronouncements issued by the FASB that the Company has adopted or will adopt, as applicable, and the Company does not believe any of these accounting pronouncements have had, or will have, a material impact on its consolidated financial statements or disclosures.3.RevenueDisaggregation of RevenueThe following table summarizes the disaggregation of revenue according to type of revenue and is consistent with how the Company evaluates financial performance. The Company believes this depicts how the nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factors.Three Months Ended September 30,Nine Months Ended September 30,2023202420232024(in millions)Transaction$542$606$1,611$1,804Advertising and other222246628691Total revenue$764Â $852Â $2,239Â $2,495Â 15Table of ContentsMAPLEBEAR INC. DBA INSTACARTNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)Revenue by geographic areas based on bill-to location was as follows:Three Months Ended September 30,Nine Months Ended September 30,2023202420232024(in millions)United States$737$821$2,163$2,399International (1)27317696Total revenue$764Â $852Â $2,239Â $2,495Â _____(1) No individual international country represented 10% or more of the Companyâ€™s total revenue for the three or nine months ended September 30, 2023 and 2024.Contract Assets and LiabilitiesThe Company records deferred revenue, which is a contract liability, when the Company receives customer payments in advance of the performance obligations being satisfied on the Companyâ€™s contracts. Deferred revenue is primarily comprised of balances related to Instacart+ memberships. Substantially all of the Companyâ€™s deferred revenue as of DecemberÂ 31, 2023 and SeptemberÂ 30, 2024 is expected to be recognized within a year. During the nine months ended September 30, 2023 and 2024, the Company recognized $166Â million and $186Â million of revenue, respectively, from the deferred revenue balance as of DecemberÂ 31, 2022 and 2023.There were no material contract assets as of DecemberÂ 31, 2023 or SeptemberÂ 30, 2024.Concentrations of Credit RiskNo customers accounted for 10% or more of the Companyâ€™s accounts receivable as of DecemberÂ 31, 2023. The following customers accounted for 10% or more of the Companyâ€™s accounts receivable as of SeptemberÂ 30, 2024. As of September 30, 2024Customer A14%Customer B10%4.Fair Value MeasurementsThe following tables summarize assets and liabilities that are measured at fair value on a recurring basis, by level, within the fair value hierarchy:As of December 31, 2023Level 1Level 2Level 3Total(in millions)Cash equivalentsMoney market funds$1,002Â $â€”Â $â€”Â $1,002Â U.S. government and government agency debt securitiesâ€”Â 229Â â€”Â 229Â Total cash equivalents1,002Â 229Â â€”Â 1,231Â Short-term marketable securitiesU.S. government and government agency debt securitiesâ€”Â 47Â â€”Â 47Â Corporate debt securitiesâ€”Â 2Â â€”Â 2Â Total short-term marketable securitiesâ€”Â 49Â â€”Â 49Â Total$1,002Â $278Â $â€”Â $1,280Â 16Table of ContentsMAPLEBEAR INC. DBA INSTACARTNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)As of September 30, 2024Level 1Level 2Level 3Total(in millions)Cash equivalentsMoney market funds$503Â $â€”Â $â€”Â $503Â U.S. government and government agency debt securitiesâ€”Â 105Â â€”Â 105Â Total cash equivalents503Â 105Â â€”Â 608Â Short-term marketable securitiesU.S. government and government agency debt securitiesâ€”Â 20Â â€”Â 20Â Total short-term marketable securitiesâ€”Â 20Â â€”Â 20Â Total$503Â $125Â $â€”Â $628Â The Companyâ€™s investments in U.S. government and government agency debt securities and corporate debt securities are classified as Level 2 within the fair value hierarchy because they are valued using inputs other than quoted prices in active markets that are observable directly or indirectly, such as prices obtained from an independent pricing service which may use quoted prices for identical or comparable instruments or model driven valuations using observable market data or inputs corroborated by observable market data. The Series A redeemable convertible preferred stock that was issued during the year ended December 31, 2023 represents a non-recurring Level 3 financial measurement at issuance. Refer to NoteÂ 10 â€” Redeemable Convertible Preferred Stock for further discussion.There were no transfers of financial instruments between Level 1, Level 2, and Level 3 during the three or nine months ended September 30, 2023 or 2024. 5.InvestmentsThe following tables summarize the amortized cost, gross unrealized gains and losses, and aggregate fair value of the Companyâ€™s investments in debt securities classified as available-for-sale:As of December 31, 2023Amortized CostGross Unrealized GainsGross Unrealized LossesAggregate Fair Value(in millions)Cash equivalentsMoney market funds$1,002Â $â€”Â $â€”Â $1,002Â U.S. government and government agency debt securities229Â â€”Â â€”Â 229Â Total cash equivalents1,231Â â€”Â â€”Â 1,231Â Short-term marketable securitiesU.S. government and government agency debt securities47Â â€”Â â€”Â 47Â Corporate debt securities2Â â€”Â â€”Â 2Â Total short-term marketable securities49Â â€”Â â€”Â 49Â Total$1,280Â $â€”Â $â€”Â $1,280Â 17Table of ContentsMAPLEBEAR INC. DBA INSTACARTNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)As of September 30, 2024Amortized CostGross Unrealized GainsGross Unrealized LossesAggregate Fair Value(in millions)Cash equivalentsMoney market funds$503Â $â€”Â $â€”Â $503Â U.S. government and government agency debt securities105Â â€”Â â€”Â 105Â Total cash equivalents608Â â€”Â â€”Â 608Â Short-term marketable securitiesU.S. government and government agency debt securities20Â â€”Â â€”Â 20Â Total short-term marketable securities20Â â€”Â â€”Â 20Â Total$628Â $â€”Â $â€”Â $628Â For the purposes of computing realized and unrealized gains and losses, the cost of investments sold is based on the specific-identification method. The unrealized losses on the Companyâ€™s availability-for-sale debt securities as of December 31, 2023 and SeptemberÂ 30, 2024 were immaterial.The following table summarizes the amortized cost and fair value of the Companyâ€™s available-for-sale debt securities with a stated maturity date:As of December 31, As of September 30,20232024Amortized CostFair ValueAmortized CostFair Value(in millions)Within one year$1,280Â $1,280Â $628Â $628Â Total$1,280Â $1,280Â $628Â $628Â 6.Property and Equipment, NetProperty and equipment, net of accumulated depreciation and amortization, consisted of the following:Estimated Useful LifeAs ofDecember 31,As ofSeptember 30,20232024(in years)(in millions)Computer equipment3$17Â $18Â Furniture and fixtures511Â 8Â Leasehold improvements2-822Â 23Â Capitalized internal-use software2-5135Â 206Â Total property and equipment185Â 255Â Less: accumulated depreciation and amortization(50)(63)Total property and equipment, net$135Â $192Â Depreciation expense related to the Companyâ€™s property and equipment was $4 million and $2 million for the three months ended September 30, 2023 and 2024, respectively, and $10 million and $6 million for the nine months ended September 30, 2023 and 2024, respectively. Amortization expense related to the Companyâ€™s internal-use software, which is primarily recorded within cost of revenue in the condensed consolidated statements of operations, was $1 million and $7 million for the three months ended September 30, 2023 and 2024, respectively, and $3 million and $13 million for the nine months ended September 30, 2023 and 2024, respectively.18Table of ContentsMAPLEBEAR INC. DBA INSTACARTNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)During the three months ended September 30, 2023 and 2024, the Company capitalized $54Â million and $25 million of internal-use software costs, inclusive of $41 million and $9Â million of stock-based compensation expense, respectively. During the nine months ended September 30, 2023 and 2024, the Company capitalized $81Â million and $71 million of internal-use software costs, inclusive of $41 million and $27Â million of stock-based compensation expense, respectively.7.Goodwill and Intangible Assets, NetGoodwillThere were no changes in the carrying amount of goodwill for the nine months ended September 30, 2024.Intangible Assets, NetIntangible assets, net, resulting from business combinations and asset purchases consisted of the following:As of December 31, 2023Gross Carrying ValueAccumulated AmortizationNet Carrying ValueWeighted-Average Remaining Useful Life(in millions)(in years)Developed technology$91Â (43)48Â 3.3Customer relationships27Â (13)14Â 2.3Patents13Â (4)9Â 5.5Other8Â (2)6Â 5.9Total intangible assets, net$139Â (62)77Â As of September 30, 2024Gross Carrying ValueAccumulated AmortizationNet Carrying ValueWeighted-Average Remaining Useful Life(in millions)(in years)Developed technology$91Â (55)36Â 2.8Customer relationships27Â (18)9Â 1.7Patents14Â (6)8Â 4.8Other8Â (3)5Â 5.9Total intangible assets, net$140Â (82)58Â Amortization expense totaled $6 million and $6Â million for the three months ended September 30, 2023 and 2024, respectively, and $20Â million and $20Â million for the nine months ended September 30, 2023 and 2024, respectively.As of SeptemberÂ 30, 2024, the remaining intangible asset amortization was as follows:AmountYear ending December 31,(in millions)Remainder of 2024$6Â 202522Â 202617Â 20277Â 20284Â Thereafter2Â Total$58Â 19Table of ContentsMAPLEBEAR INC. DBA INSTACARTNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)8.Accrued and Other Current LiabilitiesAccrued and other current liabilities were as follows:As ofDecember 31,As ofSeptember 30,20232024(in millions)Accrued legal and regulatory matters$59Â $61Â Accrued shopper and merchant liability (1)113Â 117Â Accrued advertising58Â 64Â Accrued compensation and benefits38Â 22Â Accrued professional, legal, and contractor services47Â 41Â Sales and indirect tax liabilities35Â 35Â Insurance reserves32Â 49Â Advances from payment card issuerâ€”Â 57Â Other69Â 84Â Total$451Â $530Â _____(1) Accrued merchant liability primarily includes liabilities to certain retailers for payment of goods.9.Commitments and ContingenciesLeasesThe Companyâ€™s leases primarily include corporate offices and warehouse space. The lease terms of operating leases vary from one year to 11 years, with expirations through January 2029. The Company has leases that include one or more options to extend the lease term for up to five years, as well as options to terminate the lease within one year. The Companyâ€™s lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise such options. Most of these options to extend or terminate the lease do not create a significant economic incentive to extend the lease term and hence are not recognized as part of the Companyâ€™s operating lease liabilities and operating lease right-of-use assets. The Company did not modify, enter into, or acquire any material leasing arrangements during the three or nine months ended September 30, 2023 or 2024. Sales and Indirect TaxesThe Company pays applicable state, franchise, and other taxes in state and local jurisdictions in which the Company conducts business. In the United States, the Company is under audit by various tax authorities with regard to sales and indirect tax matters. The subject matter of these audits primarily relates to the reporting of sales on behalf of the Companyâ€™s third-party sellers or tax treatment applied to the sale of the Companyâ€™s services in these jurisdictions. The Company believes it properly accrues and pays taxes according to its understanding of the tax requirements in each taxing jurisdiction; however it is possible that tax authorities may question the Companyâ€™s interpretation of taxability. As such, there is a high degree of complexity involved in the interpretation and application of state and local sales and indirect tax rules to the Companyâ€™s activities. As a result, the Company maintains a reserve related to potential tax, interest, or penalties that may become due. Significant judgments are made by the Company in estimating these reserves which includes assessing the taxability of goods or services transacted using the Companyâ€™s technology solution. The Company maintains such reserves until the respective statute of limitations has passed or upon conclusion of an audit examination with the relevant tax authorities, at which point the tax exposure and related interest and penalties are released. The reserve balance was $32 million and $27 million as of December 31, 2023 and SeptemberÂ 30, 2024, respectively, and was included within other long-term liabilities on the condensed consolidated balance sheets. The Company recognized a reserve release of $23 million and $1 million related to these reserves for three months ended September 30, 2023 and 2024, respectively. The Company recognized a reserve release of $34 million and $4 million for the nine months ended September 30, 2023 and 2024. The reserve release during the three and nine months ended September 30, 2023 is primarily due to a reserve 20Table of ContentsMAPLEBEAR INC. DBA INSTACARTNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)release of $18Â million related to the resolution of a sales and use tax examination with the State of New York. These amounts were recorded within general and administrative expense in the condensed consolidated statements of operations. Legal MattersThe outcomes of the Companyâ€™s legal proceedings are inherently unpredictable and subject to significant uncertainties. The Company records a liability for legal contingencies when the Company believes that it is both probable that a loss has been incurred and the amount can be estimated. If the Company determines that a loss is reasonably possible and the loss or range of loss can be estimated, the Company discloses the possible loss in the condensed consolidated financial statements. If the Company determines that a loss is either probable or reasonably possible, but the loss or range of loss cannot be estimated, the Company discloses that fact in the condensed consolidated financial statements. Until the final resolution of legal matters, there may be an exposure to a material loss in excess of the amount recorded. Legal fees are expensed as incurred.Independent Contractor Classification MattersThe Company operates in several jurisdictions where there have been regulations enacted with respect to methods companies should use to classify workers as either independent contractors or employees, such as California, which enacted California Assembly Bill 5 in 2019. The Company believes that it has properly classified its workers in all jurisdictions in which it operates. Further, on December 16, 2020, the California state ballot initiative, Proposition 22, which provides a framework that offers legal certainty regarding the status of independent workers offering delivery services in California and protects worker flexibility, the quality of on-demand work, and access to benefits for those who qualify, among other things, became effective. The Company provides appropriate worker benefits and other protections in accordance with Proposition 22, including guaranteed minimum earnings, healthcare subsidies, insurance, and safety trainings. Although the constitutionality of Proposition 22 was subsequently challenged, on July 25, 2024, the California Supreme Court upheld Proposition 22 as constitutional. However, there may continue to be legal challenges, or legislative or other attempts to amend or otherwise invalidate the benefits, protections, or the independent worker status provided by Proposition 22. Further, any future judgments, settlements, or orders issued by a court or governmental body or otherwise in connection with any judicial, administrative, or legal proceeding that results in the Company being prohibited from continuing to use independent-contractor shoppers in the manner it currently does would likely result in increases to its costs related to shoppers and decreases in the breadth of its offerings and geographic coverage. Further, if the Company changes its offerings or increases customer fees as a result of the increased costs, such changes may result in lower order volumes, which in turn would have an adverse effect on the Companyâ€™s business, financial condition, and results of operations.The Company has other active legal matters in California and several other jurisdictions, including litigation, government audits, administrative claims, and inquiries, related to its classification of individuals who provide delivery and other fulfillment services as non-employee contractors. These matters involve allegations that certain individuals are misclassified and, as a result, may be due unpaid minimum statutory wages, overtime, expense reimbursement, and certain other payments and protections, among other issues. Courts and agencies handling these matters may rule that the Company cannot engage workers to perform certain tasks, including delivery and other fulfillment services, as independent contractors. In some of these cases, the Company has entered into settlement agreements to resolve the claims without any admission of liability and in others, there is active litigation or proceedings. The Company is also involved in administrative audits with various state and local enforcement agencies, including audits related to shopper classification, state and local ordinance requirements, and unemployment insurance and workersâ€™ compensation contributions, in Alaska, Florida, New Jersey, New York, Pennsylvania, and Washington. The Company believes that it complies with applicable legal requirements and that shoppers are properly classified as independent contractors; therefore, the Company disputes that it is obligated to provide such additional benefits under state law and plans to vigorously contest any adverse assessment or determination. The Companyâ€™s chances of success on the merits are still uncertain, such that any reasonably possible loss or range of loss cannot be estimated. However, the results of these audits may result in additional payments, including settlement payments, penalties, and interest, and such additional amounts could have a material impact on the Companyâ€™s business, financial conditions, results of operations, and cash flows. In March 2023, the Company entered into a settlement agreement with the California Employment Development Department to resolve disputes concerning alleged unemployment insurance contributions for $32Â million. In April 2023, 21Table of ContentsMAPLEBEAR INC. DBA INSTACARTNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)the settlement became effective after the approval by the California Attorney General and an Administrative Law Judge of the California Unemployment Insurance Appeal Board. This amount was previously accrued for and subsequently paid during the year ended December 31, 2023. The Company is also currently involved in several putative class and collective actions, thousands of alleged individual claims, including those brought or threatened to be brought in arbitration or compelled to arbitrate pursuant to its independent contractor agreements, and matters brought, in whole or in part, as representative actions under Californiaâ€™s Private Attorney General Act, Labor Code Section 2698, et seq., alleging that the Company misclassified shoppers as independent contractors and related claims. None of the putative class or collective actions have progressed to or resulted in class certification. Those involving misclassification have motions to compel individual arbitration pending in court. Securities LitigationOn January 25, 2024, a purported shareholder filed suit against the Company and certain of the Companyâ€™s current and former officers and directors in the Northern District of California, on behalf of a putative class of purchasers of the Companyâ€™s common stock in its initial public offering (â€œIPOâ€) or between September 19, 2023 and October 1, 2023. The complaint alleges violations of Sections 11 and 15 of the Securities Act of 1933 and Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 in connection with the Companyâ€™s IPO, and seeks damages and attorneysâ€™ fees, among other things. An amended complaint also added the underwriters of our IPO as defendants. On October 29, 2024, we filed a motion to dismiss the amended complaint. At this time, the Company is unable to estimate any range of reasonably possible losses. Other Litigation MattersIn addition to the matters described above, the Company and its subsidiaries are also routinely subject to actual or threatened legal actions relating to alleged violations of contract, regulatory, environmental, health and safety,

employment, intellectual property, data protection and privacy, consumer protection, unfair competition, tax, and other laws and securities and shareholder claims. In some of these proceedings, claims for substantial monetary damages are asserted against the Company and could result in fines, penalties, compensatory damages, or non-monetary relief. The Company does not believe that these matters will have a material adverse effect upon its operations, cash flows, or financial condition. To the extent the Company has agreed to settle outstanding claims or where the Company has concluded it is probable that a resolution may be reached at an amount of loss that is estimable, the loss has been recognized within general and administrative expense in the condensed consolidated statements of operations. During periods where the settled amount is less than the loss reserved or if the Company estimates that an outstanding claim is less than that previously recorded, the Company will recognize a reserve release related to the claims within general and administrative expense in the condensed consolidated statements of operations. During the three months ended September 30, 2023 and 2024, the Company recognized immaterial reserve releases related to these claims. During the nine months ended September 30, 2023 and 2024, the Company recognized a reserve release and a loss related to these claims of $6 million and $7 million, respectively. The actual losses incurred on claims that have not been resolved may differ from the initial estimates of loss, and such differences could be material. The Company is also subject from time to time to audits by government agencies in the various jurisdictions in which it operates. To the extent the Company is obligated to make payments in these jurisdictions (other than income taxes), the Company has recorded the related expense within general and administrative expense in the consolidated statements of operations. The results of these audits may result in additional payments, penalties, and interest, and such additional amounts could be material.Indemnifications The Company has entered into indemnification agreements with certain of the Companyâ€™s officers, directors, and current and former employees, and the Companyâ€™s certificate of incorporation and bylaws contain certain indemnification obligations. It is not possible to determine the maximum potential loss under these indemnification provisions due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular 22Table of ContentsMAPLEBEAR INC. DBA INSTACARTNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)provision. To date, no significant costs have been incurred, either individually or collectively, in connection with the Companyâ€™s indemnification provisions.10.Redeemable Convertible Preferred StockImmediately subsequent to the closing of the IPO in September 2023, the Company authorized and issued 5,833,333 shares of Series A redeemable convertible preferred stock at a price of $30.00 per share for proceeds of $175Â million. The Company determined the fair value of the Series A redeemable convertible preferred stock at issuance was $175Â million and was determined using a Monte Carlo valuation model. The key assumptions used included the closing price of the Companyâ€™s common stock on the issuance date of $30.65, an expected term of approximately seven years, an expected volatility of 54%, and a discount for lack of marketability of 35%.Pursuant to the securities purchase agreement related to the issuance, the Company adopted the Certificate of Designation of Series A redeemable convertible preferred stock, as filed with the Secretary of State of the State of Delaware, setting forth the rights, designations, preferences, limitations, and restrictions applicable to the Series A redeemable convertible preferred stock.The rights, preferences, and privileges of the Series A redeemable convertible preferred stock are as follows:Seniority; Liquidation PreferenceThe Series A redeemable convertible preferred stock, with respect to distribution rights upon the liquidation, winding-up or dissolution of the Company (but excluding a change of control, as described below ranks (i) senior to the Companyâ€™s common stock, (ii) on parity with any class or series of the Companyâ€™s capital stock expressly designated as ranking on parity with the Series A redeemable convertible preferred stock, and (iii) junior to any class or series of the Companyâ€™s capital stock expressly designated as ranking senior to the Series A redeemable convertible preferred stock. The Series A redeemable convertible preferred stock has a liquidation preference equal to the greater of (i) the Stated Value (as defined below), and (ii) the amount that the holder would be entitled to receive on an as-converted to common stock basis based on the then-applicable Conversion Ratio (as defined below), on the date of such liquidation, winding-up or dissolution. Such liquidation, winding-up or dissolution amounts would be paid out of the Companyâ€™s assets legally available for distribution to its stockholders, after satisfaction of debt and other liabilities owed to its creditors and holders of shares of any senior securities and before any payment or distribution is made to holders of any junior securities, including, without limitation, the Companyâ€™s common stock.The Stated Value for the Series A redeemable convertible preferred stock on a given date is defined as the sum of (i) the original issue price of the Series A redeemable convertible preferred stock, automatically increased at an annual rate of 5.0%, compounding on each anniversary of the issue date, through such date, and (ii) on an as-converted to common stock basis, the pro rata portion of any cash dividends or distributions that the Company pays on its common stock.The Conversion Ratio for the Series A redeemable convertible preferred stock means (i) a number of shares of common stock equal to the quotient of the Stated Value divided by the conversion price, plus (ii) if the product of such number of shares of common stock times the 10-Day VWAP (as defined below) is less than the Stated Value on such date, an additional number of shares of common stock that, when multiplied by the 10-Day VWAP, equals the difference.The 10-Day VWAP is defined as the average of the volume-weighted average price per share of common stock for each of the 10 consecutive trading days ending on, and including, the trading day immediately before the date of determination.ConversionFrom and after the seventh anniversary of the issue date of the Series A redeemable convertible preferred stock, at any time when the 10-Day VWAP exceeds the conversion price of the Series A redeemable convertible preferred stock, all outstanding shares of Series A redeemable convertible preferred stock will automatically convert into a number of shares of the Companyâ€™s common stock equal to the Conversion Ratio on such date.23Table of ContentsMAPLEBEAR INC. DBA INSTACARTNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)In addition, on the third anniversary of the issue date of the Series A redeemable convertible preferred stock, if the 10-Day VWAP immediately prior to such date exceeds the conversion price of the Series A redeemable convertible preferred stock, the holder will have the option to convert all outstanding shares of Series A redeemable convertible preferred stock at the conversion price on such date plus, if there is a Conversion Shortfall (as defined below), such additional number of shares of Common Stock that, when multiplied by the 10-Day VWAP immediately prior to such date, equals the Conversion Shortfall.The conversion price for the Series A redeemable convertible preferred stock is not subject to adjustment, except for customary adjustments for stock splits, stock dividends, recapitalizations, reorganizations and similar corporate actions.The Conversion Shortfall for the Series A redeemable convertible preferred stock on any conversion date is defined as the absolute dollar value by which the product of the Conversion Ratio and the 10-Day VWAP for an applicable conversion is less than the Stated Value plus the Minimum Return Amount on such date.RedemptionAt any time from and after the seventh anniversary of the issue date of the Series A redeemable convertible preferred stock, if the 10-Day VWAP does not exceed the conversion price, the Company has the right to redeem all, but not less than all, outstanding shares of Series A redeemable convertible preferred stock at the Stated Value on such redemption date.On each of the third anniversary (only if the 10-Day VWAP immediately prior to such date does not exceed the conversion price), the seventh anniversary, the tenth anniversary and the thirteenth anniversary of the issue date, the holder has the right to require the Company to redeem all, but not less than all, outstanding shares of Series A redeemable convertible preferred stock at the Stated Value on such redemption date.Upon a change of control of the Company, the Company will redeem all, but not less than all, outstanding shares of Series A redeemable convertible preferred stock for an amount equal to the greater of (i) the Stated Value on the date of the change of control and (ii) the amount that the holder would be entitled to receive on an as-converted to common stock basis based on the then-applicable conversion ratio (for which the 10-Day VWAP equals the purchase price or transaction consideration per share of common stock in the change of control transaction).Under certain regulatory events or strategic actions by the Company or the holder the Company or the holder, as applicable, has the right to elect to redeem all outstanding shares of Series A redeemable convertible preferred stock at the Stated Value, if the 10-Day VWAP immediately prior to the date of such event does not exceed the conversion price, or convert all outstanding shares of Series A redeemable convertible preferred stock into a number of shares of the Companyâ€™s common stock equal to the then-applicable conversion ratio, in case the 10-Day VWAP immediately prior to the date of such event exceeds the conversion price.The Company presents its Series A redeemable convertible preferred stock outside of stockholdersâ€™ equity as mezzanine equity because the shares contain redemption features that are not solely within the Companyâ€™s control. The Company is required to accrete the carrying value of the Series A redeemable preferred stock to its redemption value over the period from issuance through redemption date. The accretion was immaterial and $2 million during the three months ended September 30, 2023 and 2024, respectively. During the nine months ended September 30, 2023 and 2024, the accretion was immaterial and $7 million, respectively. Voting The Series A redeemable convertible preferred stock confers no voting rights on the holder, except as required by applicable law and with respect to matters that adversely change the powers, preferences, privileges, rights or restrictions of the Series A redeemable convertible preferred stock, including the authorization or issuance of equity securities that would rank senior to or pari passu with the Series A redeemable convertible preferred stock (other than, in certain cases, new shares of Series A redeemable convertible preferred stock or new series of preferred stock with substantially similar terms as the Series A redeemable convertible preferred stock) and the declaration or payment of cash dividends on shares other than the Series A redeemable convertible preferred stock in excess a 5.0% annual dividend yield.No dividends were declared or paid during the three or nine months ended September 30, 2023 or 2024.24Table of ContentsMAPLEBEAR INC. DBA INSTACARTNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)11.Stockholders' EquityStock Repurchase ProgramIn November 2023, the Companyâ€™s board of directors authorized a $500 million share repurchase program, which was subsequently increased to $1 billion in February 2024. During the six months ended June 30, 2024, the Company repurchased and retired a total of 32,804,891 shares of its common stock for an aggregate amount of $965 million, which completed the repurchases under the share repurchase program originally authorized in November 2023. The amount of shares repurchased under this repurchase program during the six months ended June 30, 2024 included 14,395,994 shares repurchased in privately negotiated transactions with three shareholders in February 2024 for an aggregate amount of $390 million. In June 2024, the Companyâ€™s board of directors authorized a new $500 million share repurchase program, which was subsequently increased to $750Â million in November 2024. During the three and nine months ended September 30, 2024, the Company repurchased and retired a total of 10,782,385 and 13,069,383 shares of its common stock, respectively, for an aggregate amount, including broker commissions, fees, and excise taxes, of $362 million and $437 million, respectively, under this new share repurchase program. The amount of shares repurchased under this new repurchase program during the nine months ended September 30, 2024 included 3,700,000 shares repurchased in August 2024 in a privately negotiated transaction with one shareholder, a related party, for $117 million. As of September 30, 2024, the Company had $68 million remaining available to repurchase shares pursuant to the new share repurchase program.The Company's share repurchases in excess of issuances are subject to a 1% excise tax enacted by the Inflation Reduction Act. The excise tax recognized as part of the cost basis of shares acquired during the three and nine months ended September 30, 2024 was immaterial. Common Stock Reserved for Future IssuanceThe following table summarizes the Companyâ€™s shares of common stock reserved for future issuance on an as-converted basis:As ofDecember 31,As ofSeptember 30,20232024(in thousands)Series A redeemable convertible preferred stock5,833Â 5,833Â Restricted stock units33,459Â 23,319Â Stock options outstanding19,553Â 7,900Â Remaining shares available for future issuance39,523Â 51,450Â Shares available for issuance under the 2023 Employee Stock Purchase Plan7,000Â 9,790Â Total105,368Â 98,292Â The holders of common stock are entitled to receive dividends out of funds that are legally available, when and if declared by the board of directors and subject to the rights of the holders of redeemable convertible preferred stock and approval from the holders of the Series A redeemable convertible preferred stock, as applicable. No dividends were declared or paid during the three or nine months ended September 30, 2023 or 2024.25Table of ContentsMAPLEBEAR INC. DBA INSTACARTNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)Stock OptionsThe following table summarizes the activity related to the Companyâ€™s equity incentive plans:Shares Available for Future GrantNumber of OptionsWeighted-Average ExercisePriceWeighted-Average Remaining Contractual Life Aggregate Intrinsic Value(in thousands)(in years)(in millions)As of JanuaryÂ 1, 202439,523Â 19,553Â $8.60Â 3.36$302Â Additional shares reserved13,952Â â€”Â Options exercisedâ€”Â (11,583)$6.56Â Options cancelled and forfeited70Â (70)$44.94Â Shares withheld related to net share settlement3,319Â â€”Â Restricted stock units granted(11,480)â€”Â Restricted stock units forfeited6,009Â â€”Â Restricted stock forfeited57Â â€”Â As of SeptemberÂ 30, 202451,450Â 7,900Â $11.27Â 3.44$235Â Options vested and exercisable as of SeptemberÂ 30, 20247,900Â $11.27Â 3.44$235Â The total intrinsic value of the stock options exercised during the nine months ended September 30, 2023 and 2024 was $244 million and $288 million, respectively. The total fair value of stock options vested during the nine months ended September 30, 2023 and 2024 was $4 million and $3 million, respectively. Restricted StockThe following table summarizes the activity related to the Companyâ€™s restricted stock for the nine months ended September 30, 2024: Number of SharesWeighted-Average Grant-Date Fair Value per Share(in thousands)Unvested and outstanding as of JanuaryÂ 1, 2024326Â $82.83Â Vested(191)$88.55Â Forfeited(61)$119.55Â Unvested and outstanding as of SeptemberÂ 30, 202474Â $38.37Â 26Table of ContentsMAPLEBEAR INC. DBA INSTACARTNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)RSUsThe following table summarizes the activity related to the Companyâ€™s RSUs for the nine months ended September 30, 2024:Number of SharesWeighted-Average Grant-Date Fair Value per Share(in thousands)Unvested and outstanding as of JanuaryÂ 1, 202429,119Â $49.45Â Granted (1)11,480Â $35.99Â Vested(11,271)$49.86Â Vested and not settled(139)$87.54Â Forfeited(6,009)$47.60Â Unvested and outstanding as of SeptemberÂ 30, 202423,180Â $42.78Â _____(1) Includes 586,920 of RSUs with certain service-based and gross transaction value (â€œGTVâ€) performance conditions granted during the nine months ended September 30, 2024, which represents 100% achievement. In April 2024, the Company granted an aggregate of 586,920 RSUs to certain employees of the Company that vest upon satisfaction of certain performance-based and service-based vesting conditions. The performance-based vesting conditions will be satisfied based on the proportion of certain GTV targets achieved during applicable performance periods. The actual number of shares that may satisfy the performance-based vesting condition ranges from 0% to 100% of the maximum achievable shares for that performance period. Shares that satisfy the performance-based condition are subject to a service-based condition that vests quarterly over a period of one year following the applicable performance period. Each of the RSU awards granted is subject to potential vesting acceleration under certain circumstances. The weighted-average grant-date fair value per share of such awards is $36.35 and the weighted-average requisite service period is satisfied over a period of 2.70 years. Stock-Based Compensation Expense SummaryThe following table summarizes stock-based compensation expense by line item in the condensed consolidated statements of operations related to stock options, restricted stock, and RSUs, as applicable:Three Months Ended September 30,Nine Months Ended September 30,20232024202320242024(in millions)Cost of revenue$17Â $2Â $17Â $6Â Operations and support85Â 4Â 85Â 9Â Research and development1,711Â 45Â 1,715Â 99Â Sales and marketing292Â 14Â 294Â 46Â General and administrative500Â 4Â 503Â 54Â Total stock-based compensation expense (1) (2)$2,605Â $69Â $2,614Â $214Â _____(1) The Company recognized $2,581Â million of stock-based compensation expense, net of $39Â million capitalized related to the development of internal-use software, associated with vested RSUs and certain shares of vested restricted stock as a result of the satisfaction of the liquidity event-based vesting condition upon the effective date of the registration statement on Form S-1 in connection with the Companyâ€™s IPO during the three and nine months ended September 30, 2023. To meet the related tax withholding requirements for the net settlement, net exercise, and cancellation and repurchase, as applicable, of the vested RSUs, for certain vested stock options, and shares of vested restricted stock, the Company withheld or cancelled, as applicable, 20,810,882 of the 43,052,572 shares underlying such equity awards, resulting in the net issuance of 22,241,690 shares of common stock. Based on an IPO price of $30.00 per share, the Companyâ€™s tax withholding obligation was $570Â million and was paid during the three months ended September 30, 2023.(2) Stock-based compensation expense during the nine months ended September 30, 2024 includes a benefit of $4Â million, $79Â million, $8Â million, and $4Â million for operations and support, research and development, sales and marketing, and general and administrative, respectively, related to the reversal of previously recognized stock-based compensation expense for unvested equity awards for executive departures during the three months ended March 31, 2024 and for terminated employees in connection with the restructuring plan. Refer to NoteÂ 15 â€” Restructuring for further discussion.As of September 30, 2024, there was $478 million of unrecognized stock-based compensation expense related to all 27Table of ContentsMAPLEBEAR INC. DBA INSTACARTNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)unvested equity awards, which is expected to be recognized over a weighted-average period of 1.59 years. The amount of stock-based compensation capitalized related to the development of internal-use software was $41 million and $9 million during the three months ended September 30, 2023 and 2024, respectively. The amount of stock-based compensation capitalized related to the development of internal-use software was $41 million and $27 million during the nine months ended September 30, 2023 and 2024, respectively.The income tax benefit recognized related to equity awards was $247Â million and $29 million during the three months ended September 30, 2023 and 2024, respectively. The income tax benefit was $247Â million and $62 million during the nine months ended September 30, 2023 and 2024, respectively.12.Income TaxesThe Companyâ€™s provision for income taxes for interim periods is determined using an estimated annual effective tax rate, adjusted for discrete items arising in that quarter. The Companyâ€™s effective tax rates for each period presented are the result of the mix of income earned in various tax jurisdictions that apply a broad range of income tax rates. The

Companyâ€™s effective tax rate was 18.0% and 23.0% for the three months ended September 30, 2023 and 2024, respectively. The Companyâ€™s effective tax rate was 17.6% and 20.1% for the nine months ended September 30, 2023 and 2024, respectively. The Companyâ€™s provision for income taxes varied from the tax computed at the U.S. federal statutory income tax rate primarily due to tax effects of stock-based compensation recognized, U.S. research and development credits generated, and the income taxes generated in foreign jurisdictions.13.Net Income per Share Attributable to Common StockholdersPrior to the IPO, the rights, including the liquidation and dividend rights, of the holders of voting and non-voting common stock were identical, except with respect to voting. As the liquidation and dividend rights were identical, the undistributed earnings were allocated on a proportionate basis and the resulting net income per share attributable to common stockholders were, therefore, the same for both voting and non-voting common stock on an individual or combined basis.28Table of ContentsMAPLEBEAR INC. DBA INSTACARTNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)The computation of basic and diluted net income per share attributable to common stockholders was as follows:Three Months Ended September 30,Nine Months Ended September 30,20232024(in millions, except share amounts, which are reflected in thousands, and per share amounts)Numerator:Net income$(1,999)$118Â $(1,757)$309Â Less: Accretion related to Series A redeemable convertible preferred stockâ€”Â (2)â€”Â (7)Net income attributable to common stockholders, basic$(1,999)$116Â $(1,757)$302Â Add: Accretion related to Series A redeemable convertible preferred stockâ€”Â 2Â â€”Â â€”Â Net income attributable to common stockholders, diluted$(1,999)$118Â $(1,757)$302Â Denominator:Weighted-average shares used in computing basic net income per share attributable to common stockholders95,836Â 259,660Â 80,180Â 266,550Â Weighted-average effect of dilutive securities:Series A redeemable convertible preferred stockâ€”Â 5,833Â â€”Â â€”Â Stock optionsâ€”Â 5,629Â â€”Â 8,054Â Restricted stock unitsâ€”Â 9,881Â â€”Â 11,097Â Unvested restricted non-voting common stockâ€”Â â€”Â â€”Â â€”Â Weighted-average shares used in computing diluted net income per share attributable to common stockholders95,836Â 281,003Â 80,180Â 285,701Â Net income per share attributable to common stockholders:Basic(20.86)0.45Â (21.92)1.13Â Diluted(20.86)0.42Â (21.92)1.06Â The following potentially dilutive outstanding securities were excluded from the computation of diluted income per share attributable to common stockholders because their effect was not dilutive:Three Months Ended September 30,Nine Months Ended September 30,2023202420232024(in thousands)Series A redeemable convertible preferred stock5,833â€”5,8335,833Stock options19,99638419,996428Restricted stock units28,5595,81128,5592,470Unvested restricted non-voting common stock3757437574Total54,7636,26954,7638,805The following potentially dilutive outstanding securities were excluded from the table above because they are subject to performance-based and / or market-based vesting conditions that were not achieved as of those dates:Three Months Ended September 30,Nine Months Ended September 30,2023202420232024(in thousands)Restricted stock units2,1581,3192,1581,319Total2,1581,3192,1581,31929Table of ContentsMAPLEBEAR INC. DBA INSTACARTNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)14.Related Party TransactionsThe Company is party to agreements with a software vendor, whose former executive officer is a member of the Companyâ€™s board of directors, whereby the Company primarily pays the vendor usage-based subscription fees for the use of the software. During the three and nine months ended September 30, 2023, no amounts and an immaterial amount, respectively, were paid in connection with this software subscription. No amounts were paid in connection with this software subscription during the three months ended March 31, 2024. During the three and nine months ended September 30, 2023, $7 million and $18 million, respectively, were recognized within operating expenses in the condensed consolidated statements of operations. During the three months ended March 31, 2024, $8 million was included within operating expenses in the condensed consolidated statements of operations. As of DecemberÂ 31, 2023 $13 million was included within prepaid expenses and other current assets on the condensed consolidated balance sheets and no amounts were due to this vendor. Subsequent to the executive officerâ€™s resignation on February 27, 2024, the software vendor is no longer a related party.In August 2024, the Company entered into a privately negotiated transaction to repurchase 3.7 million shares for $117 million from a shareholder that, together with its affiliated entities, is a holder of greater than 10% of the Companyâ€™s common stock and is affiliated with an entity indirectly controlled by a member of the Companyâ€™s board of directors. Refer to Note 11 â€” Stockholdersâ€™ Equity for further discussion.15.RestructuringOn February 9, 2024, the Company initiated restructuring actions with respect to its workforce intended to improve operational efficiencies and better align the Companyâ€™s organizational structure with current business needs, top strategic priorities, and key growth initiatives. The plan included the reduction of approximately 250 employees, or 7% of the Companyâ€™s employees. During the nine months ended September 30, 2024, the Company recognized $18Â million in restructuring charges related to cash expenditures for severance payments and other termination benefits. No amounts were recognized during the three months ended September 30, 2024. During the three months ended March 31, 2024, the Company also recognized an immaterial amount of stock-based compensation expense related to the accelerated vesting of equity awards, which was offset by a $46Â million benefit related to the reversal of previously recognized stock-based compensation expense for unvested equity awards for terminated employees in connection with the restructuring. The following table summarizes the restructuring costs recognized by line item within the condensed consolidated statements of operations for the nine months ended September 30, 2024: Nine Months Ended September 30, 2024(in millions)Operations and support$2Â Research and development9Â Sales and marketing3Â General and administrative4Â Total$18Â As of September 30, 2024, the liabilities relating to the remaining restructuring charges are immaterial.16.Subsequent EventsIn November 2024, the compensation committee of the Companyâ€™s board of directors modified the terms of an RSU award representing the right to be issued up to 1,200,000 shares of the Companyâ€™s common stock that was previously 30Table of ContentsMAPLEBEAR INC. DBA INSTACARTNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)granted to the Companyâ€™s chief executive officer. In connection with the Companyâ€™s initial public offering in September 2023, 300,000 shares under the RSU award vested. The modification changed the existing market capitalization goals to corresponding stock price goals ranging from $43.32 per share to $86.64 per share. Achievement of the stock price goals is measured using the volume-weighted average closing price (â€œVWAPâ€) of the Companyâ€™s common stock over the 30-trading day period preceding the applicable measurement date. Following the modification of the RSU award, and based on the VWAP as of November 12, 2024, the stock price goal of $43.32 was met, resulting in the vesting of an additional 180,000 shares of the Companyâ€™s common stock under the RSU award.31Table 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 in conjunction with our condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q and our audited consolidated financial statements and related notes disclosed in our Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023. The following discussion contains forward-looking statements that are based on current plans, expectations and beliefs that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including, but not limited to, those identified below and those discussed in the section titled â€œRisk Factorsâ€ and other sections, including the â€œSpecial Note Regarding Forward-Looking Statementsâ€ of this Quarterly Report on Form 10-Q. Our historical results are not necessarily indicative of the results that may be expected for any period in the future.OverviewInstacart is powering the future of grocery through technology. We partner with retailers to help them successfully navigate the digital transformation of their businesses. Instacart was founded in 2012 to bring the grocery industry online and help make grocery shopping effortless. We started by understanding what consumers want and then built enterprise-grade technologies that allow retailers to meet those needs. Instacart invented a new model for online grocery shopping by offering consumers on-demand delivery from the stores they know and trust. Retailers reach customers through both Instacart Marketplace, where customers can shop from their favorite retailers through our app or website, and retailersâ€™ owned and operated online storefronts that are powered by Instacart Enterprise Platform, our end-to-end technology solution encompassing e-commerce, fulfillment, Connected Stores, ads and marketing, and insights.Instacart started as a way for households to conveniently manage their weekly grocery shopping, a recurring and high order value consumer use case. Today, customers can place orders for delivery or pickup across a variety of use cases including the weekly shop, bulk stock-up, convenience, and special occasions. Customers can select the fulfillment option and speed that best serve their needs. Each order can be shopped for and delivered with care by one of the hundreds of thousands of shoppers who value the flexible earnings opportunities that Instacart provides.In addition, brands can use Instacart Ads as a new way to reach customers at the point of purchase and within minutes of delivery and consumption. Instacart Ads offers brands a highly measurable ads offering that leverages first-party transaction data to move products off store shelves more efficiently.Macroeconomic ImpactsOur business, financial condition, and key business metrics have been, and are expected to continue to be impacted by recent macroeconomic trends affecting our markets and industry such as higher inflation, elevated interest rates, the effects of supply chain challenges, cessation of government aid programs, geopolitical conflicts, uncertainty regarding an economic recession and associated decreases in consumer discretionary income, changing consumer preferences, and the effects of severe weather patterns. For example, decreases in consumer discretionary income due to inflationary or recessionary economic pressures and elevated interest rates, as well as cessation of government aid, have adversely impacted and continue to adversely impact order volumes, customer acquisition and retention, and demand for premium or discretionary grocery purchases. Restructuring PlanOn February 9, 2024, we announced a restructuring plan, including a reduction of approximately 250 employees, most of which was completed during the first quarter of 2024. As a result of our restructuring plan, we have generated cost savings within operating expenses during fiscal year 2024, compared to fiscal year 2023, which we are reinvesting into the business to drive profitable growth. See further details in NoteÂ 15 â€” Restructuring included in Part I, Item 1 of this Quarterly Report on Form 10-Q.32Table of ContentsShopper Classification DevelopmentsThe state of the law regarding independent contractor status of Instacart shoppers varies from jurisdiction to jurisdiction and among governmental agencies and is subject to change based on court decisions, administrative or agency determinations, new or changing regulations, and other legal and regulatory proceedings. Some jurisdictions have adopted, and may adopt in the future, regulations that impact whether we can or should classify shoppers as independent contractors. For example, in California, the state ballot initiative, Proposition 22, which became effective on December 16, 2020, provides a framework that offers legal certainty regarding the status of independent workers offering delivery services and protects worker flexibility, the quality of on-demand work, and access to benefits for those who qualify. Although the constitutionality of Proposition 22 was subsequently challenged, on July 25, 2024, the California Supreme Court upheld Proposition 22 as constitutional. As a result, we expect Proposition 22 to provide more legal certainty over the status of independent workers offering delivery services in California. However, there may continue to be legal challenges, or legislative or other attempts to amend or otherwise invalidate the benefits, protections or the independent worker status provided by Proposition 22.In addition to California, we expect continuing challenges to the independent contractor classification of shoppers who use Instacart in other jurisdictions in which we operate, as well as the possibility of additional requirements on the use of contractors. Any successful challenges, changes in law, or other legal uncertainty with respect to independent contractor classification may adversely impact our financial condition, business, and results of operations. For additional information about the risks to our business related to independent contractor classification, see the section titled â€œRisk Factorsâ€”Risks Related to Our Legal and Regulatory Environmentâ€”If the contractor status of shoppers who use Instacart is successfully challenged, or if additional requirements are placed on our engagement of independent contractors, we may face adverse business, financial, tax, legal, and other consequences.â€Key Financial and Operational HighlightsWe use the following financial and key business metrics to help us evaluate the health of our business, identify trends affecting our performance, formulate business plans, and make strategic decisions: Three Months Ended September 30,20232024% Change(in millions, except percentages)Orders66.272.910Â %GTV$7,494$8,30311Â %Revenue$764$85212Â %Gross profit$561$64114Â %Gross margin73Â %75Â %Gross profit as a percent of GTV7.5Â %7.7Â %Net income (loss) (1)$(1,999)$118(106)%Net income (loss) as a percent of revenue(262)%14Â %Net income (loss) as a percent of GTV(26.7)%1.4Â %Adjusted EBITDA (2)$163$22739Â %Adjusted EBITDA margin (2)21Â %27Â %Adjusted EBITDA as a percent of GTV (2)2.2Â %2.7Â %_____(1) Includes $2.6 billion of stock-based compensation expense associated with the cumulative vesting of certain equity awards in connection with our IPO in the third quarter of 2023.(2) Adjusted EBITDA, Adjusted EBITDA as a percent of GTV, and Adjusted EBITDA margin are non-GAAP financial measures. For more information regarding our use of these measures and reconciliation to the most directly comparable financial measures calculated in accordance with GAAP, see the section titled â€œâ€“Non-GAAP Financial Measures.â€OrdersWe define an order as a completed customer transaction to purchase goods for delivery or pickup primarily from a single retailer on Instacart during the period indicated, including those completed through Instacart Marketplace or 33Table of Contentsretailersâ€™ owned and operated online storefronts that are powered by Instacart Enterprise Platform. We believe that orders are an indicator of the scale and growth of our business as well as the value we bring to our constituents.In the third quarter of 2024, orders increased to 72.9 million, or 10% growth, compared to the same quarter of 2023, which was driven primarily by new customers and increased engagement of existing customers.Gross Transaction ValueWe define GTV as the value of the products sold based on prices shown on Instacart, in addition to applicable taxes, deposits and other local fees, customer tips, which go directly to shoppers, customer fees, which include flat subscription fees related to Instacart+ that are charged monthly or annually, and other fees. GTV consists of orders primarily completed through Instacart Marketplace or services that are part of the Instacart Enterprise Platform. We believe that GTV indicates the health of our business, including our ability to drive revenue and profits, and the value we provide to our constituents. We have experienced and expect to continue to experience fluctuations in GTV growth over the near term.In the third quarter of 2024, GTV increased to $8,303 million, or 11% growth compared to the same quarter of 2023, driven primarily by the increase in orders and, to a lesser extent, higher average order value. Gross Profit, Gross Margin, and Gross Profit as a Percent of GTVGross profit is defined as revenue less cost of revenue, and gross margin is defined as gross profit as a percent of revenue. We believe that gross profit, gross margin, gross profit as a percent of GTV are important indicators of the growth and efficiencies of our business. In the third quarter of 2024, gross profit increased to $641Â million, or 14% growth, compared to the same quarter of 2023, and gross margin increased from 73% in the third quarter of 2023 to 75% in the third quarter of 2024, primarily due to a decrease in stock-based compensation expense associated with the vesting of RSUs in connection with our IPO in the prior period, in addition to transaction revenue increasing at a faster pace than cost of revenue. Adjusted EBITDA, Adjusted EBITDA as a Percent of GTV, and Adjusted EBITDA MarginWe define Adjusted EBITDA as net income (loss), adjusted to exclude (i) provision for (benefit from) income taxes, (ii) interest income, (iii) other expense, net, (iv) depreciation and amortization expense, (v) stock-based compensation expense, (vi) payroll taxes related to stock-based compensation expense, (vii) certain legal and regulatory accruals and settlements, net, (viii) reserves for sales and other indirect taxes, (ix) acquisition-related expenses, (x) restructuring charges, and (xi) issuance costs related to the issuance of our Series A Preferred Stock. We define Adjusted EBITDA margin as Adjusted EBITDA as a percent of revenue. For more information about how we use these non-GAAP financial measures in our business, the limitations of these measures, and reconciliations of these measures to the most directly comparable GAAP financial measures, see the section titled â€œâ€“Non-GAAP Financial Measures.â€In the third quarter of 2024, Adjusted EBITDA increased to $227 million, or 39% growth compared to the same quarter of 2023, primarily driven by revenue growth and efficiencies within adjusted total operating expenses. Our Adjusted EBITDA, Adjusted EBITDA as a percent of GTV, and Adjusted EBITDA margin can vary significantly as we continue to make substantial investments to fuel our growth and scale our business.Components of Results of OperationsRevenue Our revenue consists of transaction revenue and advertising and other revenue.Transaction RevenueWe generate transaction revenue primarily from:â€¢end users, whom we refer to as customers, (i) through service and delivery fees paid for arranging fulfillment services from shoppers and (ii) for monthly or annual Instacart+ memberships, our membership program, which offers unlimited free delivery on orders over a certain size, a reduced service fee, credit back on eligible pickup orders, and exclusive benefits;34Table of Contentsâ€¢retailers (i) through service fees in exchange for connecting retailers with customers to facilitate transactions on Instacart Marketplace and (ii) for orders placed through retailersâ€™ owned and operated online storefronts powered by Instacart Enterprise Platform; andâ€¢revenue share agreements with third parties that supply payment cards to Instacart shoppers for in-store use.Transaction revenue is recognized upon transfer of control of services, net of the purchase value of the goods remitted to retailers and payments to shoppers for their services (including any shopper incentives), coupons, consumer incentives, and refunds. We expect transaction revenue from customer and retailer fees to fluctuate from time to time as a result of customer and retailer fee optimizations and changes in the mix of customer use cases and fulfillment options. We also expect the amounts of payments to shoppers, coupons, consumer and shopper incentives, and refunds to fluctuate over time depending on a number of factors. For example, implementation of additional fulfillment options or shifts in our ability to use full-service shoppers, as well as fulfillment efficiencies, such as changes in our batch rate, average time spent per order, shopper tenure, and shopper pay optimization, could result in fluctuations in our transaction revenue. In addition, periods of elevated customer demand have resulted in and can in the future result in increased shopper incentives and degradation of order quality due to higher rates of out of stock items and other delays, which in turn generally lead to more appeasement credits and refunds. Furthermore, our overall marketing strategy will impact the spend mix between activities that are recorded as reductions of revenue, such as promotions and consumer incentives, and activities

that are recorded as sales and marketing expense, such as paid marketing and referrer credits. In certain cases, reductions of revenue can be more than fees received from retailers and customers. As a result of these factors, transaction revenue as a percent of GTV may fluctuate over time.Advertising and Other RevenueWe generate advertising and other revenue primarily from:â€¢the sale of advertising services to brands that are interested in reaching customers; andâ€¢certain retailers for use of our software-as-a-service solution through Instacart Enterprise Platform that enhances the omnichannel shopping experience, with revenue recognized ratably over the subscription period.Advertising revenue is recognized upon delivery of clicks for Sponsored Product ads, upon delivery of impressions or over the contract term on a fixed fee basis for display ads, or upon redemptions of coupons. Advertising and other revenue has historically been, and is expected to continue to be, seasonally high in the fourth quarter and seasonally low in the first quarter in a given year as a result of how advertisers deploy their budgets. In addition, we expect our advertising and other revenue growth rate and advertising and other investment rate (which we define as advertising and other revenue in a given period divided by GTV in such period) to continue to fluctuate, particularly during periods of acceleration or decreases in our GTV growth. We also expect advertising and other investment rate to fluctuate during periods in which we generate more GTV from sources where we do not provide advertising or where we have recently enabled advertising, such as from certain new offerings or use cases and from retailersâ€™ owned and operated online storefronts including those utilizing Instacart API that do not partner with Carrot Ads. We also expect our advertising and other revenue growth to fluctuate in the near term due to changes in brand partner spend, including as a result of the macroeconomic factors described above and in response to our GTV growth trends, which may occur on a delayed basis. Cost of RevenueCost of revenue primarily consists of third-party payment processing fees, expenses related to payment chargebacks, compensation costs of our employees primarily involved in fulfillment, hosting fees, insurance costs attributed to fulfillment, depreciation expense, and amortization expense of technology-related intangible assets and capitalized internal-use software. Compensation costs include salaries, taxes, benefits, bonuses, and stock-based compensation expense. We expect cost of revenue, exclusive of stock-based compensation expense, will increase on an absolute dollar basis and vary from period to period as a percent of revenue as we continue to grow our operations.Gross Profit and Gross MarginGross profit represents revenue less cost of revenue. Gross margin is gross profit expressed as a percent of total revenue. Our gross margin has varied and will continue to vary from period to period based on a number of factors, including (1) changes in revenue mix, changes in the mix of order type due to changes in mix of use cases and fulfillment options, consumer shopping behaviors, average order values, customer fee optimization, and levels of consumer incentives, (2) operational efficiencies, (3) negotiations with our retail partners, third-party payment processors, and hosting providers, 35Table of Contentsand (4) macroeconomic factors as discussed above. As we continue to expand across fulfillment options and consumer use cases, we also expect to incur additional types of costs, such as certain labor costs, that can impact both our cost of revenue and profitability trends in the future. Additionally, we expect fluctuations in transaction revenue and advertising and other revenue as described above.Operations and Support ExpenseOperations and support expense primarily consists of compensation costs for employees who support our operations, costs of customer and shopper support, costs to attract and onboard new shoppers, allocations of various overhead and occupancy costs, and depreciation and amortization expense. Compensation costs include salaries, taxes, benefits, bonuses, and stock-based compensation expense. Operations and support expense, exclusive of stock-based compensation expense, may increase on an absolute dollar basis and vary from period to period as a percent of revenue and as a percent of GTV as we continue to invest in our operations and may hire additional employees, third-party consultants, and contractors to support our operations.Research and Development ExpenseResearch and development expense primarily consists of compensation costs for our engineering employees, third-party consulting fees, allocations of various overhead and occupancy costs, and depreciation and amortization expense. Compensation costs include salaries, taxes, benefits, bonuses, and stock-based compensation expense. Research and development expense, exclusive of stock-based compensation expense, may increase on an absolute dollar basis and vary from period to period as a percent of revenue and as a percent of GTV as we continue to invest in research and development activities relating to ongoing improvements to, and maintenance of, our offerings, including the hiring of engineering, product development, and design employees to support these efforts. Sales and Marketing ExpenseSales and marketing expense primarily consists of advertising expenses, such as paid marketing, compensation costs for sales and marketing employees, third-party consulting fees, allocations of various overhead and occupancy costs, depreciation expense, and amortization expense of customer relationship intangible assets. Compensation costs include salaries, taxes, benefits, bonuses, and stock-based compensation expense. Sales and marketing expense, exclusive of stock-based compensation expense, may increase on an absolute dollar basis and vary as a percent of revenue, and as a percent of GTV as we continue to invest in sales and marketing to attract and increase the engagement of constituents on Instacart and increase our brand awareness. While we expect sales and marketing expense to be one of our largest operating expenses for the foreseeable future, the trend and timing of our sales and marketing expense will depend in large part on the timing and magnitude of our marketing campaigns. General and Administrative ExpenseGeneral and administrative expense primarily consists of compensation costs for administrative employees, including finance and accounting, human resources, policy, and legal; third-party consulting fees; allocations of various overhead and occupancy costs; depreciation expense; and amortization expense of patents and trademarks. Compensation costs include salaries, taxes, benefits, bonuses, and stock-based compensation expense. General and administrative expense, exclusive of stock-based compensation expense, may increase on an absolute dollar basis and vary from period to period as a percent of revenue and as a percent of GTV as we continue to invest in processes, systems, and controls to enable our internal support functions to scale with the growth of our business. In April 2023 and 2024, certain employees elected to receive cash in lieu of a portion of certain future equity awards to be granted by our board of directors, and as a result, cash compensation expense and stock-based compensation expense within operations and support, research and development, sales and marketing, and general and administrative expenses have fluctuated and are expected to continue to fluctuate over the near term.Other Expense, NetOther expense, net primarily consists of gains and losses from transactions denominated in a currency other than the functional currency.36Table of ContentsInterest IncomeInterest income consists primarily of interest earned on our cash and cash equivalents, restricted cash and cash equivalents, and marketable securities.Provision for (Benefit from) Income TaxesThe provision for (benefit from) income taxes consists primarily of income taxes in certain federal, state, local, and foreign jurisdictions in which we conduct business. Our provision for (benefit from) income taxes differs from the U.S. federal statutory income tax rate primarily due to the tax effects of stock-based compensation recognized, U.S. research and development credits generated, and the income taxes generated in U.S. states and foreign jurisdictions. Our future effective income tax rate depends on various factors, such as changes in tax laws, regulations, accounting principles, or interpretations thereof, and the geographic composition of our pre-tax income. We carefully monitor these factors and adjust our effective income tax rate accordingly.Results of OperationsThe following table sets forth our results of operations for the periods indicated:Three Months Ended September 30,Nine Months Ended September 30,2023202420232024(in millions)Revenue$764Â $852Â $2,239Â $2,495Â Cost of revenue (1)(2)203Â 211Â 569Â 617Â Gross profit561Â 641Â 1,670Â 1,878Â Operating expenses:â€”Â Operations and support (1)(2)145Â 64Â 273Â 206Â Research and development (1)(2)1,850Â 149Â 2,107Â 449Â Sales and marketing (1)(2)455Â 213Â 782Â 600Â General and administrative (1)(2)568Â 77Â 696Â 289Â Total operating expenses3,018Â 503Â 3,858Â 1,544Â Income (loss) from operations(2,457)138Â (2,188)334Â Other expense, net(5)â€”Â (2)(2)Interest income23Â 15Â 57Â 54Â Income (loss) before provision for (benefit from) income taxes(2,439)153Â (2,133)386Â Provision for (benefit from) income taxes(440)35Â (376)77Â Net income (loss)$(1,999)$118Â $(1,757)$309Â _____(1) Amounts include depreciation and amortization expense as follows:37Table of ContentsThree Months Ended September 30,Nine Months Ended September 30,2023202420232024(in millions)Cost of revenue$7Â $10Â $19Â $25Â Operations and supportâ€”Â â€”Â 2Â 1Â Research and development1Â 2Â 3Â 4Â Sales and marketing2Â 2Â 6Â 6Â General and administrative1Â 1Â 3Â 3Â Total depreciation and amortization expense$11Â $15Â $33Â $39Â (2) Amounts include stock-based compensation expense as follows:Three Months Ended September 30,Nine Months Ended September 30,2023202420232024(in millions)Cost of revenue$17Â $2Â $17Â $6Â Operations and support85Â 4Â 85Â 9Â Research and development1,711Â 45Â 1,715Â 99Â Sales and marketing292Â 14Â 294Â 46Â General and administrative500Â 4Â 503Â 54Â Total stock-based compensation expense$2,605Â $69Â $2,614Â $214Â The following table sets forth the components of our condensed consolidated statements of operations data, for each of the periods presented, as a percent of revenue.Three Months Ended September 30,Nine Months Ended September 30,2023202420232024(as a percent of revenue)(1)Revenue100Â %100Â %100Â %100Â %Cost of revenue27Â 25Â 25Â 25Â Gross profit73Â 75Â 75Â 75Â Operating expenses:Operations and support19Â 8Â 12Â 8Â Research and development242Â 17Â 94Â 18Â Sales and marketing60Â 25Â 35Â 24Â General and administrative74Â 9Â 31Â 12Â Total operating expenses395Â 59Â 172Â 62Â Income (loss) from operations(322)16Â (98)13Â Other expense, net(1)â€”Â â€”Â â€”Â Interest income3Â 2Â 3Â 2Â Income (loss) before provision for (benefit from) income taxes(319)18Â (95)15Â Provision for (benefit from) income taxes(58)4Â (17)3Â Net income (loss)(262)%14Â %(78)%12Â %_____(1) Totals of percent of revenue may not foot due to rounding.38Table of ContentsComparison of the Three and Nine Months Ended SeptemberÂ 30, 2023 and 2024RevenueThree Months Ended September 30,Nine Months Ended September 30, 202420232024$ Change% Change20232024$ Change% Change(in millions)(in millions)Transaction$542Â $606Â $64Â 12Â %$1,611Â $1,804Â $193Â 12Â %Advertising and other222Â 246Â 24Â 11Â %628Â 691Â 63Â 10Â %Total revenue$764Â $852Â $88Â 12Â %$2,239Â $2,495Â $256Â 11Â %The increase in transaction revenue during the third quarter of 2024, compared to the same quarter of 2023, was primarily driven by growth in GTV, which grew 11%, and increased fulfillment efficiencies, partially offset by increased investments in affordability initiatives and consumer incentives in the third quarter of 2024. The increase in transaction revenue during the first nine months of 2024, compared to the same period of 2023 was primarily driven by growth in GTV, which grew 11%, and increased fulfillment efficiencies, partially offset by increased investments in consumer incentives in the first nine months of 2024. The increase in advertising and other revenue during the third quarter of 2024, compared to the same quarter of 2023, was primarily driven by an increase in advertising volume. Strength in emerging brand spend was also partially offset by a decrease in spend by certain of our large brand partners in response to macroeconomic uncertainty and changes in our brand partnersâ€™ businesses and performance. Advertising and other investment rate of 3.0% during the third quarter of 2024 remained flat compared to the same period of 2023.The increase in advertising and other revenue during the first nine months of 2024, compared to the same period of 2023, was primarily driven by an increase in advertising volume, partially offset by changes in spend by certain of our brand partners in response to macroeconomic uncertainty and changes in our brand partnersâ€™ businesses and performance. Advertising and other investment rate of 2.8% remained flat during the first nine months of 2024, compared to the same period of 2023.Cost of Revenue, Gross Profit, and Gross MarginThree Months Ended September 30,Nine Months Ended September 30, 202420232024$ Change% Change20232024$ Change% Change(in millions, except percentages)(in millions)Cost of revenue$203Â $211Â $8Â 4Â %$569Â $617Â $48Â 8Â %Gross profit $561Â $641Â $80Â 14Â %$1,670Â $1,878Â $208Â 12Â %Gross margin73Â %75Â %75Â %75Â %The increase in cost of revenue during the third quarter of 2024, compared to the same quarter of 2023, was primarily due to an increase of $8 million in credit card processing fees, an increase of $4 million in delivery-related insurance, and an increase of $4 million in depreciation and amortization expense primarily related to capitalized internal-use software, partially offset by a decrease of $15 million in compensation costs, primarily driven by a decrease in stock-based compensation expense resulting from RSUs with a liquidity event-based vesting condition that was satisfied in connection with our IPO in the prior period.The increase in cost of revenue during the first nine months of 2024, compared to the same period of 2023, was primarily due to an increase of $29 million in credit card processing fees, an increase of $11 million in delivery-related insurance, an increase of $8 million in depreciation and amortization expense primarily related to capitalized internal-use software, and an increase of $7 million in enterprise solution costs, partially offset by a decrease of $9 million in compensation costs and a decrease of $8 million in payment chargebacks. The net decrease in total compensation cost was primarily driven by a decrease in stock-based compensation expense and related payroll taxes resulting from RSUs with a liquidity event-based vesting condition that was satisfied in connection with our IPO in the prior period.39Table of ContentsThe increase in gross profit during the third quarter of 2024, compared to the same quarter of 2023, was primarily driven by the increase in revenue due to the factors described above. The increase in gross margin during the third quarter of 2024, compared to the same period of 2023, was primarily due to a decrease in stock-based compensation expense associated with the vesting of RSUs in connection with our IPO in the prior period in addition to transaction revenue increasing at a faster pace than cost of revenue.The increase in gross profit during the first nine months of 2024, compared to the same period of 2023, was primarily driven by the increase in revenue due to the factors described above. Gross margin during the first nine months of 2024, compared to the same period of 2023, remained flat.Operations and SupportThree Months Ended September 30,Nine Months Ended September 30, 202420232024$ Change% Change20232024$ Change% Change(in millions, except percentages)(in millions)Operations and support$145Â $64Â $(81)(56)%$273Â $206Â $(67)(25)%Percent of revenue19Â %8Â %12Â %8Â %The decrease in operations and support expense during the third quarter of 2024, compared to the same quarter in 2023, was primarily due to a decrease of $86 million in compensation costs, primarily driven by a decrease in stock-based compensation expense resulting from RSUs with a liquidity event-based vesting condition that was satisfied in connection with our IPO in the prior period.The decrease in operations and support expense during the first nine months of 2024, compared to the same period of 2023, was primarily due to a decrease of $81 million in compensation costs, primarily driven by a decrease in stock-based compensation expense resulting from RSUs with a liquidity event-based vesting condition that was satisfied in connection with our IPO in the prior period, partially offset by an increase of $8 million in subscriptions and software costs.Research and Development ExpenseThree Months Ended September 30,Nine Months Ended September 30, 202420232024$ Change% Change20232024$ Change% Change(in millions, except percentages)(in millions)Research and development$1,850Â $149Â $(1,701)(92)%$2,107Â $449Â $(1,658)(79)%Percent of revenue242Â %17Â %94Â %18Â %The decrease in research and development expense during the third quarter of 2024, compared to the same quarter in 2023, was primarily due to a net decrease of $1,730 million in total compensation costs, partially offset by a decrease of $30 million in capitalized software development costs. The net decrease in total compensation cost was primarily driven by a decrease in stock-based compensation expense and related payroll taxes resulting from RSUs with a liquidity event-based vesting condition that was satisfied in connection with our IPO in the prior period and a decrease in cash compensation expense related to changes in the mix of our employee cash and equity compensation and reduced headcount following our restructuring plan. The decrease in research and development expense during the first nine months of 2024, compared to the same period of 2023, was primarily due to a net decrease of $1,672 million in total compensation costs partially offset by a decrease of $10 million in capitalized software development costs. The net decrease in total compensation cost was primarily driven by a decrease in stock-based compensation expense and related payroll taxes resulting from RSUs with a liquidity event-based vesting condition that was satisfied in connection with our IPO in the prior period, a decrease in cash compensation expense related to changes in the mix of our employee cash and equity compensation, and reduced headcount following our restructuring plan, and a $79 million benefit related to the reversal of previously recognized stock-based compensation expense for unvested equity awards for executive departures and for terminated employees in connection with the restructuring plan in the first quarter of 2024. 40Table of ContentsSales and Marketing ExpenseThree Months Ended September 30,Nine Months Ended September 30, 202420232024$ Change% Change20232024$ Change% Change(in millions, except percentages)(in millions)Sales and marketing$455Â $213Â $(242)(53)%$782Â $600Â $(182)(23)%Percent of revenue60Â %25Â %35Â %24Â %The decrease in sales and marketing expense during the third quarter of 2024, compared to the same quarter in 2023, was primarily due to a decrease of $281 million in compensation costs, primarily driven by a decrease in stock-based compensation expense resulting from RSUs with a liquidity event-based vesting condition that was satisfied in connection with our IPO in the prior period, partially offset by an increase of $34 million in marketing costs.The decrease in sales and marketing expense during the first nine months of 2024, compared to the same period of 2023, was primarily due to a decrease of $245 million in compensation costs, primarily driven by a decrease in stock-based compensation expense resulting from RSUs with a liquidity event-based vesting condition that was satisfied in connection with our IPO in the prior period, partially offset by an increase of $47 million in marketing costs and an increase of $7 million of consulting costs.General and Administrative ExpenseThree Months Ended September 30,Nine Months Ended September 30, 202420232024$ Change% Change20232024$ Change% Change(in millions, except percentages)(in millions)General and administrative$568$77$(491)(86)%$696Â 289(407)(58)%Percent of revenue74Â %9Â %31Â %12Â %The decrease in general and administrative expense during the third quarter of 2024, compared to the same quarter of 2023, was primarily due to a net decrease of $506 million in total compensation costs, primarily driven by a decrease in stock-based compensation expense resulting from RSUs with a liquidity event-based vesting condition that was satisfied in connection with our IPO in the prior period, partially offset by an increase of $14 million in accruals for sales and indirect taxes and legal matters and settlements. The decrease in general and administrative expense during the first nine months of 2024, compared to the same period of 2023, was primarily due to a net decrease of $464 million in total compensation costs, partially offset by an increase of $41 million in accruals for sales and indirect taxes and legal matters and settlements and an increase of $10 million in professional fees. The net decrease in total compensation costs was primarily driven by a decrease in stock-based compensation expense resulting from RSUs

with a liquidity event-based vesting condition that was satisfied in connection with our IPO in the prior period.Interest IncomeThree Months Ended September 30,Nine Months Ended September 30, 202420232024$ Change% Change20232024$ Change% Change(in millions)(in millions)Interest income$23Â $15Â $(8)(35)%$57Â $54Â $(3)(5)%The decrease in interest income during the third quarter of 2024, compared to the same quarter of 2023, was primarily due to a decrease in cash and cash equivalents and short-term marketable securities.The decrease in interest income during the first nine months of 2024, compared to the same period of 2023, was immaterial.41Table of ContentsProvision for (Benefit from) Income TaxesThree Months Ended September 30,Nine Months Ended September 30, 202420232024$ Change% Change20232024$ Change% Change(in millions)(in millions)Provision for (benefit from) income taxes(440)35Â $475Â (108)%$(376)$77Â $453Â (120)%The increase in the provision for (benefit from) income taxes during the third quarter of 2024 and the first nine months of 2024, compared to the same periods of 2023, was primarily driven by the tax benefit related to the recognition of stock-based compensation expense, including certain restructurings, resulting from RSUs with a liquidity event-based vesting condition that was satisfied in connection with our IPO during the third quarter of 2023. Non-GAAP Financial MeasuresTo supplement our condensed consolidated financial statements prepared and presented in accordance with GAAP, we use certain non-GAAP financial measures, as described below, to facilitate analysis of our financial and business trends and for internal planning and forecasting purposes.We use Adjusted EBITDA, Adjusted EBITDA as a percent of GTV, Adjusted EBITDA margin, adjusted cost of revenue, adjusted cost of revenue as a percent of GTV, adjusted operations and support expense, adjusted operations and support expense as a percent of GTV, adjusted research and development expense, adjusted research and development expense as a percent of GTV, adjusted sales and marketing expense, adjusted sales and marketing expense as a percent of GTV, adjusted general and administrative expense, adjusted general and administrative expense as a percent of GTV, adjusted total operating expenses, and adjusted total operating expenses as a percent of GTV (collectively â€œNon-GAAP Measuresâ€) in conjunction with GAAP measures to assess performance, to inform the preparation of our annual operating budget and quarterly forecasts, to evaluate the effectiveness of our business strategies, and to discuss our business and financial performance with our board of directors. We believe that these Non-GAAP Measures provide useful information to investors about our business and financial performance, enhance their overall understanding of our past performance and future prospects, and allow for greater transparency with respect to metrics used by our management in their financial and operational decision making. We are presenting these Non-GAAP Measures to assist investors in seeing our business and financial performance through the eyes of management, and because we believe that these Non-GAAP Measures provide an additional tool for investors to use in comparing results of operations of our business over multiple periods with other companies in our industry.Our definitions may differ from the definitions used by other companies and therefore comparability may be limited. In addition, other companies may not publish these or similar metrics. Further, these metrics have certain limitations in that they do not include the impact of certain expenses that are reflected in our condensed consolidated statements of operations. Thus, our Non-GAAP Measures should be considered in addition to, not as substitutes for, or in isolation from, measures prepared in accordance with GAAP.We encourage investors and others to review our business, results of operations, and financial information in their entirety, not to rely on any single financial measure, and to view our Non-GAAP Measures in conjunction with their respective most directly comparable financial measure calculated in accordance with GAAP.Adjusted EBITDA, Adjusted EBITDA as a Percent of GTV, and Adjusted EBITDA MarginWe define Adjusted EBITDA as net income, adjusted to exclude (i) provision for (benefit from) income taxes, (ii) interest income, (iii) other expense, net, (iv) depreciation and amortization expense, (v) stock-based compensation expense, (vi) payroll taxes related to stock-based compensation expense, (vii) certain legal and regulatory accruals and settlements, net, (viii) reserves for sales and other indirect taxes, (ix) acquisition-related expenses, (x) restructuring charges, and (xi) issuance costs related to the issuance of our Series A Preferred Stock. We define Adjusted EBITDA margin as Adjusted EBITDA as a percent of revenue. We include Adjusted EBITDA, Adjusted EBITDA as a percent of GTV, and Adjusted EBITDA margin in this Quarterly Report on Form 10-Q because they are important measures upon which our management assesses our operating 42Table of Contentsperformance and the operating leverage in our business. Because Adjusted EBITDA, Adjusted EBITDA as a percent of GTV, and Adjusted EBITDA margin facilitate internal comparisons of our historical operating performance, including as an indication of our revenue growth and operating efficiencies when compared to GTV and revenue over time, we use them to evaluate the effectiveness of our strategic initiatives and for business planning purposes. We also believe that Adjusted EBITDA, Adjusted EBITDA as a percent of GTV, and Adjusted EBITDA margin, when taken collectively, may be useful to investors because they provide consistency and comparability with past financial performance, so that investors can evaluate our operating efficiencies by excluding certain items that may not be indicative of our business, results of operations, or outlook. In addition, we believe Adjusted EBITDA is widely used by investors, securities analysts, rating agencies, and other parties in evaluating companies in our industry as a measure of operational performance.Adjusted EBITDA, Adjusted EBITDA as a percent of GTV, and Adjusted EBITDA margin should not be considered as alternatives to net income, net income as a percent of GTV, net income as a percent of revenue, or any other measure of financial performance calculated and presented in accordance with GAAP. There are a number of limitations related to the use of Adjusted EBITDA, Adjusted EBITDA as a percent of GTV, and Adjusted EBITDA margin rather than net income, net income as a percent of GTV, and net income as a percent of revenue, which are the most directly comparable GAAP measures. Some of these limitations are that each of Adjusted EBITDA, Adjusted EBITDA as a percent of GTV, and Adjusted EBITDA margin:â€¢excludes stock-based compensation expense;â€¢excludes payroll taxes related to stock-based compensation expense;â€¢excludes depreciation and amortization expense, and although these are non-cash expenses, the assets being depreciated may have to be replaced in the future, increasing our cash requirements;â€¢excludes restructuring charges;â€¢does not reflect the positive or adverse adjustments related to the reserve for sales and other indirect taxes or certain legal regulatory accruals and settlements;â€¢does not reflect interest income which increases cash available to us;â€¢does not reflect other income that may increase cash available to us;â€¢does not reflect other income and expense that includes unrealized and realized gains and losses on foreign currency exchange; andâ€¢does not reflect provision for or benefit from income taxes that reduces or increases cash available to us.In the third quarter of 2023, employer payroll taxes related to the vesting and settlement of certain equity awards in connection with our IPO were excluded from our calculation of Adjusted EBITDA. Starting in the fourth quarter of 2023 and going forward, we excluded employer payroll taxes related to the vesting and settlement of equity awards from our calculation of Adjusted EBITDA. We have historically excluded stock-based compensation expense from Adjusted EBITDA, and management believes that excluding the related payroll tax expense is important and consistent, as such payroll tax expense is directly impacted by unpredictable fluctuations in our stock price and therefore may not be indicative of our core operating performance. Prior period comparative amounts were not material and were not recast to conform to this new presentation.Other companies, including companies in our industry, may calculate Adjusted EBITDA differently, which reduces its usefulness as a comparative measure. Because of these limitations, we consider, and you should consider, Adjusted EBITDA together with other operating and financial performance measures presented in accordance with GAAP. 43Table of ContentsThe following table presents a reconciliation of Adjusted EBITDA to net income (loss), the most directly comparable financial measure calculated in accordance with GAAP:Three Months Ended September 30,Nine Months Ended September 30,2023202420232024(in millions, except percentages)Net income (loss)$(1,999)$118$(1,757)$309Add (deduct):Provision for (benefit from) income taxes(440)35(376)77Interest income(23)(15)(57)(54)Other expense, net5â€”22Depreciation and amortization expense11153339Stock-based compensation expense (1)2,605692,614214Payroll taxes related to stock-based compensation (2)2432422Certain legal and regulatory accruals and settlements, net (3)â€”2(6)9Reserves for sales and other indirect taxes (4)(23)(1)(34)(4)Acquisition-related expensesâ€”1(4)1Restructuring charges (5)â€”â€”â€”18Other (6)3â€”3â€“Adjusted EBITDA$163$227$442$633GTV$7,494$8,303$22,431$24,816Net income (loss) as a percent of GTV(26.7)%1.4Â %(7.8)%1.2Â %Adjusted EBITDA as a percent of GTV2.2Â %2.7Â %2.0Â %2.6Â %Revenue$764$852$2,239$2,495Net income (loss) as a percent of revenue(262)%14Â %(78)%12Â %Adjusted EBITDA margin21Â %27Â %20Â %25Â %_____(1) The nine months ended September 30, 2024 includes an aggregate $95 million benefit related to the reversal of previously recognized stock-based compensation expense for unvested equity awards for executive departures in the first quarter of 2024 and for terminated employees in connection with the restructuring plan.(2) Represents employer payroll taxes related to the vesting and settlement of certain equity awards.(3) Represents certain legal, regulatory, and policy expenses related to worker classification matters.(4) Represents sales and other indirect tax reserves, net of abatements, for periods in which we were unable to collect such taxes from customers. We believe this adjustment is useful for investors in understanding our underlying operating performance because in these cases, the taxes were not intended to be a cost to us but rather are to be borne by the customers.(5) Represents severance payments and other related benefits for terminated employees in connection with the restructuring plan. Refer to NoteÂ 15 â€” Restructuring to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for more information.(6) Represents issuance costs related to the issuance of our Series A Preferred Stock. Adjusted Cost of Revenue and Adjusted Cost of Revenue as a Percent of GTVWe define adjusted cost of revenue as cost of revenue excluding depreciation and amortization expense and stock-based compensation expense. We exclude depreciation and amortization expense and stock-based compensation expense as they are non-cash in nature. The following table provides a reconciliation of cost of revenue to adjusted cost of revenue:Three Months Ended September 30,Nine Months Ended September 30,2023202420232024(in millions, except percentages)Cost of revenue$203Â $211Â $569Â $617Â Adjusted to exclude the following:Depreciation and amortization expense(7)(10)(19)(25)Stock-based compensation expense(17)(2)(17)(6)Adjusted cost of revenue$179Â $199Â $533Â $586Â Cost of revenue as a percent of GTV2.7Â %2.5Â %2.5Â %2.5Â %Adjusted cost of revenue as a percent of GTV2.4Â %2.4Â %2.4Â %2.4Â %44Table of ContentsAdjusted Operations and Support and Adjusted Operations and Support as a Percent of GTVWe define adjusted operations and support expense as operations and support expense excluding depreciation and amortization expense, stock-based compensation expense, payroll taxes related to stock-based compensation, and restructuring charges. We exclude depreciation and amortization expense and stock-based compensation expense as they are non-cash in nature. We exclude payroll taxes related to the vesting and settlement of certain equity awards and restructuring charges as these are not indicative of our operating performance.The following table provides a reconciliation of operations and support expense to adjusted operations and support expense:Three Months Ended September 30,Nine Months Ended September 30,2023202420232024(in millions, except percentages)Operations and support$145Â $64Â $273Â $206Â Adjusted to exclude the following:Depreciation and amortization expenseâ€”Â â€”Â (2)(1)Stock-based compensation expense (1)(85)(4)(85)(9)Payroll taxes related to stock-based compensation (2)(2)â€”Â (2)(2)Restructuring charges (3)â€”Â â€”Â â€”Â (2)Adjusted operations and support$58Â $60Â $184Â $192Â Operations and support as a percent of GTV1.9Â %0.8Â %1.2Â %0.8Â %Adjusted operations and support as a percent of GTV0.8Â %0.7Â %0.8Â %0.8Â %_____(1) Stock-based compensation expense for the nine months ended September 30, 2024 was offset by a $4 million benefit related to the reversal of previously recognized stock-based compensation expense for unvested equity awards for terminated employees in connection with the restructuring plan.(2) Represents employer payroll taxes related to the vesting and settlement of certain equity awards.(3) Represents severance payments and other related benefits for terminated employees in connection with the restructuring plan. Refer to NoteÂ 15 â€” Restructuring to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for more information.Adjusted Research and Development and Adjusted Research and Development as a Percent of GTVWe define adjusted research and development expense as research and development expense excluding depreciation and amortization expense, stock-based compensation expense, payroll taxes related to stock-based compensation, and restructuring charges. We exclude depreciation and amortization expense and stock-based compensation expense as they are non-cash in nature and we exclude payroll taxes related to the vesting and settlement of certain equity awards and restructuring charges as these are not indicative of our operating performance.The following table provides a reconciliation of research and development expense to adjusted research and development expense:Three Months Ended September 30,Nine Months Ended September 30,2023202420232024(in millions, except percentages)Research and development$1,850Â $149Â $2,107Â $449Â Adjusted to exclude the following:Depreciation and amortization expense(1)(2)(3)(4)Stock-based compensation expense (1)(1,711)(45)(1,715)(99)Payroll taxes related to stock-based compensation (2)(14)(2)(14)(13)Restructuring charges (3)â€”Â â€”Â â€”Â (9)Adjusted research and development$124Â $100Â $375Â $324Â Research and development as a percent of GTV24.7Â %1.8Â %9.4Â %1.8Â %Adjusted research and development as a percent of GTV1.7Â %1.2Â %1.7Â %1.3Â %_____(1) The nine months September 30, 2024 includes a $79 million benefit related to the reversal of previously recognized stock-based compensation expense for unvested equity awards for executive departures in the first quarter of 2024, and for terminated employees in connection with the restructuring plan.(2) Represents employer payroll taxes related to the vesting and settlement of certain equity awards.45Table of Contents(3) Represents severance payments and other related benefits for terminated employees in connection with the restructuring plan. Refer to NoteÂ 15 â€” Restructuring to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for more information.Adjusted Sales and Marketing and Adjusted Sales and Marketing as a Percent of GTVWe define adjusted sales and marketing expense as sales and marketing expense excluding depreciation and amortization expense, stock-based compensation expense, payroll taxes related to stock-based compensation, acquisition-related expenses, and restructuring charges. We exclude depreciation and amortization expense and stock-based compensation expense as they are non-cash in nature and we exclude payroll taxes related to the vesting and settlement of certain equity awards, acquisition-related expenses, and restructuring charges as these are not indicative of our operating performance.The following table provides a reconciliation of sales and marketing expense to adjusted sales and marketing expense:Three Months Ended September 30,Nine Months Ended September 30,2023202420232024(in millions, except percentages)Sales and marketing$455Â $213Â $782Â $600Â Adjusted to exclude the following:Depreciation and amortization expense(2)(2)(6)(6)Stock-based compensation expense (1)(292)(14)(294)(46)Payroll taxes related to stock-based compensation (2)(2)(1)(2)(4)Acquisition-related expensesâ€”Â â€”Â 4Â â€”Â Restructuring charges (3)â€”Â â€”Â â€”Â (3)Adjusted sales and marketing$159Â $196Â $484Â $541Â Sales and marketing as a percent of GTV6.1Â %2.6Â %3.5Â %2.4Â %Adjusted sales and marketing as a percent of GTV2.1Â %2.4Â %2.2Â %2.2Â %_____(1) The nine months ended September 30, 2024 includes an $8 million benefit related to the reversal of previously recognized stock-based compensation expense for unvested equity awards for terminated employees in connection with the restructuring plan.(2) Represents employer payroll taxes related to the vesting and settlement of certain equity awards.(3) Represents severance payments and other related benefits for terminated employees in connection with the restructuring plan. Refer to NoteÂ 15 â€” Restructuring to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for more information.Adjusted General and Administrative and Adjusted General and Administrative as a Percent of GTVWe define adjusted general and administrative expense as general and administrative expense excluding depreciation and amortization expense, stock-based compensation expense, payroll taxes related to stock-based compensation, certain legal and regulatory accruals and settlements, net, reserves for sales and other indirect taxes, acquisition-related expenses, restructuring charges, and issuance costs related to the issuance of the Series A Preferred Stock. We exclude depreciation and amortization expense and stock-based compensation expense as these are non-cash in nature. We exclude payroll taxes related to the vesting and settlement of certain equity awards, certain legal and regulatory accruals and settlements, net, reserves for sales and other indirect taxes, acquisition-related expenses, restructuring charges, and issuance costs related to the issuance of the Series A Preferred Stock as these are not indicative of our operating performance.46Table of ContentsThe following table provides a reconciliation of general and administrative expense to adjusted general and administrative expense:Three Months Ended September 30,Nine Months Ended September 30,2023202420232024(in millions, except percentages)General and administrative$568Â $77Â $696Â $289Â Adjusted to exclude the following:Depreciation and amortization expense(1)(1)(3)(3)Stock-based compensation expense (1)(500)(4)(503)(54)Payroll taxes related to stock-based compensation (2)(6)â€”Â (6)(3)Certain legal and regulatory accruals and settlements, net (3)â€”Â (2)6Â (9)Reserves for sales and other indirect taxes (4)23Â 1Â 34Â 4Â Acquisition-related expensesâ€”Â (1)â€”Â (1)Restructuring charges (5)â€”Â â€”Â â€”Â (4)Other (6)(3)â€”Â (3)â€”Â Adjusted general and administrative$81Â $70Â $221Â $219Â General and administrative as a percent of GTV7.6Â %0.9Â %3.1Â %1.2Â %Adjusted general and administrative as a percent of GTV1.1Â %0.8Â %1.0Â %0.9Â %_____(1) The nine months ended September 30, 2024 includes a $4 million benefit related to the reversal of previously recognized stock-based compensation expense for unvested equity awards for terminated employees in connection with the restructuring plan.(2) Represents employer payroll taxes related to the vesting and settlement of certain equity awards.(3) Represents certain legal, regulatory, and policy expenses related to worker classification matters.(4) Represents sales and other indirect tax reserves, net of abatements, for periods in which we were unable to collect such taxes from customers. We believe this adjustment is useful for investors in understanding our underlying operating performance because in these cases, the taxes were not intended to be a cost to us but rather are to be borne by the customers.(5) Represents severance payments and other related benefits for terminated employees in connection with the restructuring plan. Refer to NoteÂ 15 â€” Restructuring to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for more information.(6) Represents issuance costs related to the issuance of our Series A Preferred Stock.Adjusted Total Operating Expenses and Adjusted Total

Operating Expenses as a Percent of GTVWe define adjusted total operating expenses as the sum of adjusted operations and support expense, adjusted research and development expense, adjusted sales and marketing expense, and adjusted general and administrative expense. We exclude depreciation and amortization expense and stock-based compensation expense as these are non-cash in nature. We exclude payroll taxes related to the vesting and settlement of certain equity awards, certain legal and regulatory accruals and settlements, net, reserves for sales and other indirect taxes, acquisition-related expenses, restructuring charges, and issuance costs related to the issuance of the Series A Preferred Stock as these are not indicative of our operating performance.The following table provides a reconciliation of operating expenses to adjusted total operating expenses:47Table of ContentsThree Months Ended September 30,Nine Months Ended September 30,20232024202320242024(in millions, except percentages)Total operating expenses$3,018Â $503Â $3,858Â $1,544Â Adjusted to exclude to the following:Depreciation and amortization expense(4)(5)(14)(14)Stock-based compensation expense (1)(2,588)(67)(2,597)(208)Payroll taxes related to stock-based compensation (2)(24)(3)(24)(22)Certain legal and regulatory accruals and settlements, net (3)â€”Â (2)6Â (9)Reserves for sales and other indirect taxes (4)23Â 1Â 34Â 4Â Acquisition-related expensesâ€”Â (1)4Â (1)Restructuring charges (5)â€”Â â€”Â â€”Â (18)Other (6)(3)â€”Â (3)â€”Â Adjusted total operating expenses$422Â $426Â $1,264Â $1,276Â Total operating expenses as a percent of GTV (7)40.3Â %6.1Â %17.2Â %6.2Â %Adjusted total operating expenses as a percent of GTV (7)5.6Â %5.1Â %5.6Â %5.1Â %_____(1) The nine months ended September 30, 2024 includes an aggregate $95 million benefit related to the reversal of previously recognized stock-based compensation expense for unvested equity awards for executive departures in the first quarter of 2024 and for terminated employees in connection with the restructuring plan.(2) Represents employer payroll taxes related to the vesting and settlement of certain equity awards.(3) Represents certain legal, regulatory, and policy expenses related to worker classification matters.(4) Represents sales and other indirect tax reserves, net of abatements, for periods in which we were unable to collect such taxes from customers. We believe this adjustment is useful for investors in understanding our operating performance because in these cases, the taxes were not intended to be a cost to us but rather are to be borne by the customers.(5) Represents severance payments and other related benefits for terminated employees in connection with the restructuring plan. Refer to NoteÂ 15 â€” Restructuring to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for more information.(6) Represents issuance costs related to the issuance of our Series A Preferred Stock.(7) Totals of percent of GTV may not foot due to rounding.Liquidity and Capital ResourcesSince our founding, we have financed our operations primarily through the net proceeds we have received from the issuance of equity securities and through fees received from retailers, customers, and brands. As of SeptemberÂ 30, 2024, we had cash and cash equivalents of $1.3Â billion and marketable securities of $20Â million which were primarily held for working capital purposes. Since our founding, we have primarily generated losses from our operations as reflected in our accumulated deficit of $3.7Â billion as of SeptemberÂ 30, 2024. While we generated positive cash flows from operating activities during the year ended December 31, 2022 and 2023 and during the nine months ended September 30, 2024, our future cash flows from operating activities may fluctuate as a result of investments we continue to make across our organization. As a result, we may require additional capital resources to execute strategic initiatives to grow our business.Our working capital and operating cash flows fluctuated and continue to fluctuate significantly from period to period as a result of new initiatives, the timing of payments made to and/or received from retailers, shoppers, and vendors, and certain transaction types, such as those involving EBT SNAP and alcohol sales, which have a more significant impact on our working capital and operating cash flow due to the variability, magnitude, and timing of retailer reimbursements. Additionally, we make substantial weekly payments to shoppers on Tuesdays and Sundays for services delivered on Instacart and, therefore, we expect our reported cash and cash flows from operating activities to be impacted based on the day of the week of each reporting period. Furthermore, due to the timing of funding to a certain payment card issuer, we may experience an increase in short-term liabilities based on the day of the week of each reporting period.In November 2023, our board of directors authorized a share repurchase program to purchase up to an aggregate of $500 million of our common stock, which was subsequently increased to $1 billion in February 2024. In June 2024, our board of directors authorized a new share repurchase program to purchase up to an aggregate of $500 million of our common stock, which was subsequently increased to $750 million in November 2024. At the time of authorization, no capacity remained under the previous share repurchase program. During the nine months ended September 30, 2024, we repurchased and subsequently retired 46 million shares of our common stock for an aggregate purchase price of $1,402 million, including broker commissions, fees, and excise taxes, under the share repurchase programs. The amount of shares 48Table of Contentsrepurchased and retired included 14Â million shares repurchased from three shareholders in February 2024 for an aggregate amount of $390 million and 3.7Â million shares repurchased from a shareholder in August 2024 for $117 million in privately negotiated transactions, with the remaining shares purchased in the open market. We believe that our existing cash, cash equivalents, and marketable securities will be sufficient to satisfy our anticipated cash needs for working capital and capital expenditures for at least the next 12 months and beyond. However, our future cash requirements will depend on many factors, including our growth rate, the timing and the amount of cash received from retailers, customers, brands, and other partners, the timing and extent of spending to support our research and development efforts as well as sales and marketing activities, the introduction of enhancements, the continuing market adoption of Instacart, and the volume and timing of our share repurchases. In addition, we may enter into additional or expanded retailer, customer, brand, or other relationships, as well as agreements to acquire or invest in complementary businesses, products, teams, and technologies, including intellectual property rights, which could increase our cash requirements. As a result of these and other factors, we may be required to seek additional financing sooner than we currently anticipate. If additional financing is required from outside sources, we may not be able to raise it on terms acceptable to us, or at all. In particular, recent volatility in the global financial markets, including due to heightened inflation and elevated interest rates and other macroeconomic conditions, geopolitical conflicts, and recent and potential future disruptions in access to bank deposits or lending commitments due to bank failures could reduce our ability to access capital and negatively affect our liquidity in the future. If we are unable to raise additional capital when required, or if we cannot expand our operations or otherwise capitalize on our business opportunities because we lack sufficient capital, our business, results of operations, financial condition, and cash flows would be adversely affected.Cash Flows The following table summarizes our cash flows for the periods presented: Nine Months Ended September 30,20232024(in millions)Net cash provided by operating activities$353$534Net cash provided by (used in) investing activities146(26)Net cash provided by (used in) financing activities6(1,356)Cash Flows from Operating Activities For the nine months ended September 30, 2024, net cash provided by operating activities was $534 million, which consisted of net income of $309 million, adjusted for certain non-cash items of $335 million, and net cash outflows from changes in operating assets and liabilities of $110 million. The non-cash items primarily consisted of stock-based compensation expense of $214 million, deferred income taxes of $55 million, depreciation and amortization expense of $39 million, and bad debt expense of $16 million. The net cash outflows from changes in our operating assets and liabilities were primarily due to a $112 million increase in accounts receivable, and a $12 million decrease in operating lease liabilities, partially offset by a $18 million increase in accrued and other liabilities and a $13 million increase in deferred revenue. The changes in working capital were primarily due to growth of our business, which resulted in an increase in revenue and accounts receivable and the timing of customer payments.For the nine months ended SeptemberÂ 30, 2023, net cash provided by operating activities was $353 million, which consisted of net loss of $1,757 million, adjusted for certain non-cash items of $2,279 million, and net cash outflows from changes in operating assets and liabilities of $169 million. The non-cash items primarily consisted of stock-based compensation expense of $2,614 million, deferred income taxes of $394 million, depreciation and amortization expense of $33 million, and bad debt expense of $18 million. The net cash outflows from changes in our operating assets and liabilities were primarily due to $108 million decrease in accrued and other current liabilities, a $38 million decrease in other long-term liabilities, a $31 million decrease in accounts payable, and a $17 million increase in accounts receivable, partially offset by a $22 million increase in deferred revenue and a $14 million decrease in prepaid expenses and other assets. These cash outflows were primarily due to timing of customer and vendor payments.49Table of ContentsCash Flows from Investing Activities For the nine months ended September 30, 2024, net cash used in investing activities was $26 million, comprised primarily of purchases of property and equipment, including capitalized internal-use software of $52 million and purchases of marketable securities of $25 million, partially offset by maturities of marketable securities of $54 million.For the nine months ended SeptemberÂ 30, 2023, net cash provided by investing activities was $146 million, comprised of maturities of marketable securities of $274 million, partially offset by purchases of marketable securities of $90 million, and purchases of property and equipment, including capitalized internal-use software of $38 million.Cash Flows from Financing Activities For the nine months ended September 30, 2024, net cash used in financing activities was $1,356 million, comprised of repurchases of common stock of $1,397 million and taxes paid related to net share settlement of equity awards of $92 million, partially offset by proceeds from the exercise of stock options of $76 million and changes in advances from a payment card issuer of $57 million.For the nine months ended SeptemberÂ 30, 2023, net cash provided by financing activities was $6 million, comprised primarily of $401 million of proceeds from the issuance of common stock upon IPO, net of underwriting discounts and $175 million of proceeds from the issuance of our Series A Preferred Stock, partially offset by $570 million of tax withholding paid related to the net share settlement of equity awards.Contractual Obligations and CommitmentsOperating LeasesOur operating lease commitments primarily include corporate offices and warehouse space. As of December 31, 2023, we had fixed lease payment obligations of $43Â million, with $15 million to be paid within 12 months and the remainder thereafter. For additional discussion on our operating leases, see NoteÂ 9 â€” Commitments and Contingencies to our condensed consolidated financial statements included in Part I, Item I of this Quarterly Report on Form 10-Q.Non-cancellable PurchasesOur non-cancellable purchase commitments are primarily related to infrastructure service contracts for technology platforms. As of September 30, 2024, we had non-cancellable purchase obligations of $269 million, with $97 million to be paid within 12 months and the remainder thereafter.Critical Accounting Policies and EstimatesOur condensed consolidated financial statements and the related notes thereto included elsewhere in this Quarterly Report on Form 10-Q are prepared in accordance with GAAP. The preparation of condensed consolidated financial statements in accordance with GAAP requires us to make certain estimates, judgments, and assumptions that affect the reported amounts of assets and liabilities and the related disclosures at the date of the financial statements, as well as the reported amounts of revenue and expenses during the period presented. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could differ significantly from our estimates. To the extent that there are differences between our estimates and actual results, our future financial statement presentation, financial condition, results of operations, and cash flows could be affected.There have been no material changes to our critical accounting policies and estimates as described in our Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023.Recent Accounting PronouncementsSee NoteÂ 2 â€” Significant Accounting Policies in the notes to the condensed consolidated financial statements included in Part I, Item I of this Quarterly Report on Form 10-Q.50Table of ContentsItem 3. Quantitative and Qualitative Disclosures About Market RiskWe are exposed to market risks in the ordinary course of our business. These risks primarily include foreign currency and exchange risk, interest rate risk, and inflation risk as follows:Foreign Currency and Exchange RiskWe transact business globally in multiple currencies, with the vast majority of our cash generated from revenue denominated in U.S. dollars and a small amount denominated in Canadian dollars, Australian dollars, and euros. Our international revenue, as well as costs and expenses denominated in foreign currencies, expose us to the risk of fluctuations in foreign currency exchange rates against the U.S. dollar. We have experienced and will continue to experience fluctuations in our net income as a result of transaction gains or losses related to remeasurement of certain asset and liability balances that are denominated in currencies other than the functional currency of the entities in which they are recorded. The effect of a hypothetical 10% change in foreign currency exchange rates applicable to our business would not have a material impact on our condensed consolidated financial statements. As the impact of foreign currency exchange rates has not been material to our historical results of operations, we have not entered into derivative or hedging transactions, but we may do so in the future if our exposure to foreign currency becomes more significant.Interest Rate RiskAs of SeptemberÂ 30, 2024, we had cash and cash equivalents of $1.3 billion and marketable securities of $20 million invested in a variety of securities, including money market funds, and U.S. government and agency securities. In addition, we had $153 million of restricted cash and cash equivalents primarily due to legally restricted funds maintained in a bank account pursuant to an agreement with a payment card issuer and outstanding letters of credit established in connection with lease agreements for our facilities. Our cash, cash equivalents, and marketable securities are held for working capital purposes. We do not enter into investments for trading or speculative purposes. Due to the short-term durations and nature of our investments, we have not been exposed to, nor do we anticipate being exposed to, material risks due to changes in interest rates. We may be exposed to further interest rate risk if we revise our strategy to invest in longer term securities in the future. A hypothetical 10% increase or decrease in interest rates would not have had a material impact on our condensed consolidated financial statements as of SeptemberÂ 30, 2024. Inflation RiskWe do not believe that inflation has had a material effect on our business, financial condition, or results of operations, other than as a result of its impact on the general economy. However, we are operating in a more volatile inflationary environment due to macroeconomic conditions and have limited data and experience doing so in our history, particularly at our scale. The principal inflationary factors affecting our business are higher prices of products offered by retail partners through Instacart, including due to higher raw material costs, shipping and freight costs, elevated fuel prices that are borne by our partners, and customers purchasing fewer items on average per order. Higher retailer prices, resulting in increased grocery costs and reduced consumer discretionary spending have negatively impacted consumer demand for online grocery as consumers return to in-store shopping to save on service and delivery fees and also have reduced order frequency, driven lower order volumes, and impacted average order values. Customers have and may continue to reduce spending on more premium products, and our brand partners have and may continue to reduce their overall advertising budgets, either of which could harm our revenue and margin. Customers have and may continue to reduce the number of items purchased overall, which has produced fulfillment efficiencies in the short term but may harm our revenue and margin as inflationary pressures subside. We may also not be able to fully offset higher costs through operational efficiencies or price increases. Increased fuel prices as a result of supply chain and other macroeconomic factors may also result in fewer shoppers or reduced shopper activity. While we have previously implemented certain shopper incentives in response to these factors, persistent or increased shopper shortages may require us to reintroduce or further increase shopper incentives to ensure sufficient shoppers are available to meet demand or provide additional consumer incentives or refunds due to shopper delays or incorrect orders, which have historically occurred and reduce our revenue and profitability. As a result of these factors, we may experience fluctuations in GTV and orders, which could negatively impact our revenue and margin.Certain of our offerings focused on value and affordability, such as the addition of discount grocers to Instacart, continued customer promotions, no rush delivery, Instacart+ members-only discounts, and acceptance of other payment options may improve customer accessibility to online grocery and help offset pricing challenges faced by customers due to 51Table of Contentsinflationary pressures and customer fees. However, we cannot predict whether such offerings will offset or mitigate the negative impacts of inflationary pressures to our business, such as general reductions in discretionary spending by customers. Our inability or failure to address challenges relating to inflation could harm our business, financial condition, and results of operations.Item 4. Controls and ProceduresEvaluation of Disclosure Controls and Procedures Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness 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€), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, our principal executive officer and principal financial officer have concluded that, as of such date, our disclosure controls and procedures were effective at a reasonable assurance level. Changes in Internal Control There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the third quarter of 2024 that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.Limitations on Effectiveness of Controls and Procedures A control system, no matter how well designed and operated, can provide only reasonable, not absolute assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. PART II - OTHER INFORMATIONItem 1. Legal ProceedingsIndependent Contractor Classification MattersWe are regularly subject to claims, lawsuits, arbitration proceedings, administrative actions, government investigations and audits, and other legal and regulatory proceedings at the federal, state, and municipal levels in the United States and other jurisdictions in which we operate, challenging the classification of full-service shoppers as independent contractors, and claims that, by the alleged misclassification, we have violated various employment and other laws that would apply to employees. Laws and regulations that govern the status and classification of independent contractors are subject to change and divergent interpretations by various authorities, which can create uncertainty and unpredictability for us.For example, on September 13, 2019, the San

Diego City Attorney filed a complaint in San Diego County Superior Court on behalf of the people of the State of California alleging unfair competition claims related to contractor misclassification. In October 2022, we signed and filed a stipulated judgment with the city attorney for San Diego, California, which was entered by the court in January 2023 and settled the case for $46.5 million and the city, acting on behalf of the People of the State of California, released its claims from September 13, 2015 to the settlementâ€™s effective date. We are also currently involved in several putative class and collective actions, thousands of alleged individual claims, including those brought or threatened to be brought in arbitration or compelled to arbitrate pursuant to our independent contractor agreements, and matters brought, in whole or in part, as representative actions under Californiaâ€™s Private Attorney General Act, Labor Code Section 2698, et seq., alleging that we misclassified shoppers as independent contractors and related claims. None of the putative class or collective actions have progressed to or resulted in class certification. Those involving misclassification have motions to compel individual arbitration pending in court.We dispute any allegations of wrongdoing and intend to continue to defend ourselves vigorously in these matters. However, the results of litigation and arbitration are inherently unpredictable, including due to the timing and final amounts of settlements with adverse parties, and our chances of success on the merits for any proceeding remain uncertain. In particular, an adverse ruling in connection with any misclassification class action may negatively impact our chances of 52Table of Contentssuccess on the merits or settlement negotiation posture for our other outstanding misclassification claims and proceedings. As a result, such legal proceedings, individually or in the aggregate, could have a material impact on our business, financial condition, and results of operations. While we have accrued a legal reserve balance of $61 million as of SeptemberÂ 30, 2024 relating to these misclassification claims and proceedings, as further described in NoteÂ 9 â€” Commitments and Contingencies to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q, any actual losses incurred in connection with these claims against us may differ from the initial estimates of loss, including as a result of settlement negotiations, and such differences could be material. Regardless of the outcome, litigation and arbitration of these matters could have an adverse impact on us because of defense and settlement costs, individually and in the aggregate, diversion of management resources, and other factors.We also anticipate future claims, lawsuits, arbitration proceedings, administrative actions, and government investigations and audits in various jurisdictions challenging our classification of shoppers as independent contractors and not employees. In California, Proposition 22 provides more legal certainty regarding the status of independent workers offering delivery services in California from the time it became effective on December 16, 2020. Although the constitutionality of Proposition 22 was subsequently challenged, on July 25, 2024, the California Supreme Court upheld Proposition 22 as constitutional. However, there may continue to be legal challenges, or legislative or other attempts to amend or otherwise invalidate the benefits, protections or the independent worker status provided by Proposition 22. Any future judgments, settlements, or orders issued by a court or governmental body or otherwise in connection with any judicial, administrative, or legal proceeding that results in us being prohibited from continuing to use independent-contractor shoppers in the manner we currently do would materially impair our business, growth, and results of operations due to a variety of factors including but not limited to, our adoption of one or more alternative fulfillment strategies and the associated costs that would be required, defense and settlement costs, individually and in the aggregate, diversion of management resources, and such proceedings may result in additional contingency reserves for purposes of our financial statements. In addition, even though Proposition 22 was upheld, we may still face allegations that certain of our business practices do not satisfy all of the elements of Proposition 22. While we believe we properly provide all requisite pay standards and benefits under Proposition 22, we may nonetheless face various claims involving disputes over such pay standards and benefits. For more information, see the section titled â€œRisk Factorsâ€”Risks Related to Our Legal and Regulatory Environmentâ€”If the contractor status of shoppers who use Instacart is successfully challenged, or if additional requirements are placed on our engagement of independent contractors, we may face adverse business, financial, tax, legal, and other consequencesâ€ and the section titled Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Shopper Classification Developments. We are also involved in administrative audits with various state and local enforcement agencies, including audits related to shopper classification, state and local ordinance requirements, and unemployment insurance and workersâ€™ compensation contributions, in Alaska, Florida, New Jersey, New York, Pennsylvania, and Washington. We believe that we comply with applicable legal requirements and that shoppers are properly classified as independent contractors; therefore, we dispute that we are obligated to provide such additional benefits under state law and plan to vigorously contest any adverse assessment or determination. Our chances of success on the merits are still uncertain, such that any reasonably possible loss or range of loss cannot be estimated. However, the results of these audits may result in additional payments, including settlement payments, penalties, and interest, and such additional amounts could have a material impact on our business, financial conditions, results of operations, and cash flows.Securities LitigationOn January 25, 2024, a purported shareholder filed suit against us and certain of our current and former officers and directors in the Northern District of California, on behalf of a putative class of purchasers of our common stock in our IPO or between September 19, 2023 and October 1, 2023. The complaint alleges violations of Sections 11 and 15 of the Securities Act of 1933, as amended (â€œSecurities Actâ€) and Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended (â€œExchange Actâ€) in connection with the IPO, and seeks damages and attorneysâ€™ fees, among other things. An amended complaint also added the underwriters of our IPO as defendants. On October 29, 2024, we filed a motion to dismiss the amended complaint.Other Litigation MattersIn the ordinary course of our business, various parties have from time to time claimed, and may claim in the future, that we are liable for damages related to unpaid wages, missed breaks, premium or overtime pay, hazard pay, inadequate notice under the Worker Adjustment and Retraining Notification Act or its state equivalent, retaliation, denial of or interference with leave of absence, improper application of our paid time off or other policies, discrimination or harassment 53Table of Contentsbased on a protected characteristic, wrongful termination, or failure to accommodate a disability. Various parties may also file a charge with the National Labor Relations Board alleging unfair labor practices. Additionally, given the high degree of complexity involved in the interpretation and application of statesâ€™ sales and indirect tax rules to our activities, it is possible that tax authorities may question our interpretation of taxability of such activities, and various parties have from time to time filed, and may in the future file, complaints related to our current and historical approach to treatment of our sales tax obligations. As a result, we maintain a reserve related to potential tax, interest, or penalties that may be due, as further described in NoteÂ 9 â€” Commitments and Contingencies to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q. Although the results of these claims cannot be predicted with certainty, we believe that these claims, individually or in the aggregate, could have a material adverse impact on our business, financial condition, results of operations, and cash flows.Besides the matters described above, we are regularly subject to claims, lawsuits, arbitration proceedings, administrative actions, government investigations, and other legal and regulatory proceedings involving personal injury, intellectual property, including patent infringement, property damage, securities and shareholder claims, commercial and contract disputes, unfair competition, and consumer protection claims, including auto-renewal practices, pricing and fees, data protection and privacy, environmental, health and safety, appropriate disclosures of worker and customer rights and entitlements, weights and measures, compliance with regulatory requirements, and other matters. Although the results of these claims, lawsuits, government investigations, and other legal proceedings in which we are involved cannot be predicted with certainty, we believe that none of these matters is likely to have a material impact on our business, financial condition, results of operations, or cash flows. However, managementâ€™s views and estimates related to these matters may change in the future, as new events and circumstances arise and the matters continue to develop. Further, regardless of final outcomes, any such legal proceedings, claims, and government investigations may nonetheless impose a significant burden on management and employees and may come with costly defense costs or unfavorable preliminary and interim rulings.Item 1A. Risk FactorsInvesting in our common stock involves a high degree of risk because our business is subject to numerous risks and uncertainties, as further described below. You should consider and read carefully all of the risks and uncertainties described below, as well as other information included in this Quarterly Report on Form 10-Q, including our condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q, before making an investment decision. The risks described below are not the only ones we face. The occurrence of any of the following risks or additional risks and uncertainties not presently known to us or that we currently believe to be immaterial could materially and adversely affect our business, financial condition, results of operations, or prospects. In such case, the trading price of our common stock could decline, and you may lose some or all of your original investment. You should not interpret our disclosure of any of the following risks to imply that such risks have not already materialized.Risk Factors SummaryOur business is subject to numerous risks and uncertainties, including those outside of our control, that could cause our actual results to be harmed. These risks include the following:â€¢We have experienced rapid growth, operational and strategic expansion, and related impacts to margin and profitability in recent periods. Such historical trends, including growth rates, may not continue in the future.â€¢We have a history of losses, and we may be unable to sustain profitability or generate profitable growth in the future.â€¢We have a limited history operating our business at its current scale, scope, and complexity in an evolving market and economic environment, which makes it difficult to plan for future operations and strategic initiatives, predict future results, and evaluate our future prospects and the risks and challenges we may encounter.â€¢If we fail to cost-effectively acquire new customers or increase the engagement of our existing customers, including through effective marketing strategies, our business would be harmed.â€¢The success of our business is dependent on our relationships with retailers. The loss of one or more of our retail partners or reduction in their engagement with Instacart could harm our business.â€¢We are continuing to build our Instacart Ads offerings. If we fail to grow our advertising revenue, our business, financial condition, and results of operations would be negatively impacted.54Table of Contentsâ€¢If the contractor status of shoppers who use Instacart is successfully challenged, or if additional requirements are placed on our engagement of independent contractors, we may face adverse business, financial, tax, legal, and other consequences.â€¢The markets in which we participate are highly and increasingly competitive, with well-capitalized and better-known competitors, some of which are also partners. If we are unable to compete effectively, our business and financial prospects would be adversely impacted.â€¢If we fail to cost-effectively engage shoppers on Instacart, or attract and retain shoppers, our business could be harmed.â€¢Mergers or other strategic transactions by competitors or retailers could weaken our competitive position and adversely affect our business.â€¢The failure to achieve increased market acceptance of online grocery shopping and our offerings could seriously harm our business.â€¢We expect a number of factors to cause our results of operations and operating cash flows to fluctuate on a quarterly and annual basis, which may make it difficult to predict our future performance.â€¢The trading price of our common stock may be volatile and could decline significantly and rapidly. You may be unable to sell your shares of common stock at or above the price at which you purchased them.Risks Related to Our Business and IndustryWe have experienced rapid growth, operational and strategic expansion, and related impacts to margin and profitability in prior periods. Such historical trends, including growth rates, may not continue in the future.We have grown rapidly over the last several years. Our GTV increased from $5,144 million for the year ended December 31, 2019 to $30,322 million for the year ended December 31, 2023, a CAGR of 56%, and our revenue increased from $214 million for the year ended December 31, 2019 to $3,042 million for the year ended December 31, 2023, a CAGR of 94%. Our prior rapid growth has also resulted in increased costs as we expanded our operations to scale our business and address increased customer demand.Our prior rapid growth and related changes to our business and operations have been driven in part by the rapid evolution of the online grocery shopping industry, as well as the other retail categories in which we operate, which may not develop as we expect. In particular, our growth rate was impacted significantly by the increase in demand for online grocery shopping driven primarily by the COVID-19 pandemic, which led to significant demand for our offerings. However, our growth rates have decreased from what we experienced during the COVID-19 pandemic and subsequent variant outbreaks and may continue to decrease. The growth rates we experienced at and following the outset of the COVID-19 pandemic are not likely to recur, and the increased demand for our offerings and the growth of the online grocery industry as a whole that was generated by the effects of the pandemic has decreased since 2020 and could further decrease from current levels, as the circumstances that accelerated the growth of our business during the pandemic have subsided. For example, many consumers have returned to shop in-store for themselves or changed their online ordering habits, and such changes to consumer behavior may also cause retailers to reduce their engagement with Instacart if they perceive these changes to decrease the economic benefit they derive from partnering with us. Consumer shopping behavior has also been impacted, and may continue to be impacted, by macroeconomic trends, such as inflation and elevated interest rates and any associated decrease in consumer discretionary income. For example, decreases in consumer discretionary income due to inflationary or recessionary economic pressures, as well as the cessation of government aid available during the COVID-19 pandemic, have adversely impacted, and may continue to adversely impact customer activation, retention, and engagement. These macroeconomic factors have also resulted in customers purchasing fewer items per order, which has offset higher grocery prices due to inflation and may decrease average order values if and when prices normalize. Further, we have increased, and may continue to increase, our sales and marketing campaigns and consumer incentive initiatives to continue engaging existing customers and acquire new customers, which may initially reduce our revenue and profitability and may not be successful in growing our revenue or maintaining or increasing profitability. We also expect future trends in our revenue and expenses to vary in ways that we may not anticipate or predict, including as we experience shifts in revenue mix and customer preferences in fulfillment options, changes in consumer use cases (including as we introduce new use cases), and changes in average order value. These variations may be driven by external factors, including macroeconomic conditions, such as inflation, and our strategic initiatives, such as investments in new technologies and offerings, the focus on increasing GTV from Instacart+ members, and our strategic focus on further scaling our operations to generate profitable growth. New public health outbreaks may also result in temporary increases in 55Table of Contentsdemand for our offerings that may not be sustained once the outbreak is contained. Further, our margin and profitability may be negatively impacted during such periods if we do not adequately anticipate such demand to cost-effectively address the increase in customer activity, such as through shopper incentives. We also cannot be certain whether we will drive greater engagement from new or existing retailers, customers, or brands or maintain or increase the level of demand for our offerings over the long term. As a result of the foregoing, our prior growth rates and financial performance during the COVID-19 pandemic and subsequent variant outbreaks should not necessarily be considered indicative of our future performance and results of operations.Our metrics, including GTV and revenue, may also decline or fluctuate in the future as a result of other factors, including macroeconomic factors, increasing competition, strategic initiatives, and the maturation of our business, among others. Overall growth of our GTV, revenue, gross margin, and profitability depends on a number of factors, including our ability to:â€¢attract new retailers, customers, brands, and shoppers, including through effective pricing of our offerings, and sustain and expand our relationships with existing retailers, customers, brands, and shoppers;â€¢accurately forecast our revenue and plan our operating expenses and investments for future growth;â€¢successfully compete with other companies that are currently in, or may in the future enter, the markets in which we compete, and respond to developments from these competitors such as pricing changes and the introduction of new services;â€¢hire, integrate, and retain talented sales, customer service, engineering, and other personnel;â€¢comply with existing and new laws, regulations and judgments or settlements applicable to our business;â€¢successfully expand in existing markets and enter new markets, including new geographies, adjacent retail categories, and new fulfillment methods;â€¢increase the adoption of our Instacart+ membership program to drive increased customer engagement;â€¢successfully launch new offerings and enhance Instacart and its features and use cases, including in response to new trends or competitive dynamics or the needs of retailers, customers, brands, and shoppers;â€¢increase the revenue generated by our Instacart Ads offerings;â€¢successfully identify, acquire and integrate, or invest in businesses, products, or technologies that we believe could complement or expand our offerings;â€¢avoid interruptions or disruptions in our services;â€¢provide retailers, customers, brands, and shoppers with high-quality support that meets their needs;Â Â Â Â Â â€¢effectively manage growth of our infrastructure, personnel, and operations, particularly due to our Flex First workforce model that permits employees to elect to work remotely on an indefinite basis;â€¢effectively manage our costs related to our fulfillment methods; andâ€¢maintain and enhance our reputation and the value of our brand.As a result, you should not rely on our GTV, revenue growth rate, or other key business metrics for any prior quarterly or annual period as an indication of our future performance.In addition, our ability to forecast, and to provide guidance to investors regarding, future operating results and key financial metrics, is inherently uncertain. Our business is complex, relatively young, and subject to significant impacts from events or regulations beyond our control. All forecasts should be viewed as our good faith expectation at the time originally made, but not accorded undue weight.We also expect to continue to expend substantial financial and other resources to grow our business, and we may fail to allocate our resources in a manner that results in increased GTV or revenue growth or improved margin. In addition, the effectiveness of certain strategies that we have historically relied upon to drive growth in GTV and revenue, such as through attracting new retailers to our platform, have declined and may continue to decline as the scale of our business increases. If our GTV or revenue growth rates decline or our margin is negatively impacted, investorsâ€™ perceptions of our business and the trading price of our common stock could be adversely affected.56Table of ContentsWe have a history of losses, and we may be unable to sustain profitability or generate profitable growth in the future.Although we have generated profit in recent periods, including net income of $428 million for the year ended December 31, 2022 (including a $358 million tax benefit from

the release of our valuation allowance on our deferred tax assets in the United States), we have historically experienced significant net losses, including net losses of $73 million for the year ended December 31, 2021. In addition, we experienced a net loss of $1,622 million for the year ended December 31, 2023, primarily as a result of stock-based compensation expense we recognized in connection with the vesting of certain restricted stock units (â€œRSUsâ€) and vesting of restricted stock in connection with our IPO. As of December 31, 2023, we had an accumulated deficit of $2,635 million. We will need to sustain or increase revenue while managing our costs to sustain or increase profitability.Our ability to generate profit is highly impacted by growth in our diversified revenue streams and our ability to drive operational efficiencies in our business. Our efforts to maintain and increase our profitability may not succeed due to factors such as evolving consumer behavior trends in grocery shopping, including the impacts of future public health outbreaks, customer engagement and retention, changes in our revenue mix and retailer, customer, and brand partner fees, the costs associated with complying with evolving regulatory regimes, including costs associated with order fulfillment, collection and credit risks, our ability to hire and retain highly skilled personnel, unfavorable macroeconomic conditions, our ability to effectively scale our operations, and the continuing evolution of the online grocery industry, many of which are beyond our control.Our ability to generate profit also depends on our ability to manage our costs. We have expended and expect to continue to expend substantial financial and other resources to:â€¢increase the engagement of retailers, customers, brands, and shoppers;â€¢drive adoption of our offerings through marketing and incentives and increase awareness through brand campaigns;â€¢enhance Instacart with new offerings, including through partnerships, use cases, including Instacart Health and Instacart Business, fulfillment options, member benefits, such as waived delivery fees, lower service fees, and credit back on eligible pickup orders for Instacart+ members, and functionality, including through strategic investments and expanded technologies, such as Connected Stores; andâ€¢invest in our operations to continue scaling our business to achieve and sustain long-term efficiencies.These investments may contribute to net losses in the near term. We may discover that these initiatives are more expensive than we currently anticipate, and we may not succeed in increasing our revenue sufficiently to offset these expenses or realize the benefits we anticipate. Certain initiatives may also require incremental investments or recurring expenses and may not be accretive to revenue growth, margin, or profitability for a longer time period, if at all. Many of our efforts to increase revenue and manage operating costs are new and unproven given the unique and evolving complexities of our business and the evolving nature of the grocery industry. Any failure to adequately increase revenue or manage operating costs could prevent us from sustaining or increasing profitability. Expansion of our offerings, such as to include new use cases, additional technologies, fulfillment options, additional geographic markets, or retail categories adjacent to grocery, may initially harm our profitability. For example, we have made and may continue to make concessions to retailers that are designed to maximize profitability in the long term but may decrease profitability in the short term. These retailer concessions negatively impact our revenue and financial results and the process for determining and quantifying the impact of these concessions requires judgment and estimates. As a result, the impact of retailer concessions on our financial results may continue into future periods or have higher impacts than we anticipate. We may also incur higher operating expenses as we implement strategic initiatives, including in response to external pressures such as competition, retailer consolidation, and evolving consumer behavior trends in grocery shopping. For example, our sales and marketing expenses as well as consumer incentive costs have increased and may continue to increase in the near term. Additionally, we may not realize, or there may be limits to, the efficiencies we expect to achieve through our efforts to scale the business, reduce friction in the shopping experience, and optimize costs such as shopper earnings, payment processing, customer and shopper support, and shopper acquisition and onboarding costs. We have expanded gross margin and optimized operating costs through these efficiencies in the past but the pace of such expansion has normalized and may decelerate further in the future. We also face greater compliance costs associated with the increased scope of our business and being a public company.In addition, we have granted RSUs and restricted stock to our employees and directors, which vest upon the satisfaction of a service-based vesting condition. Stock-based compensation expense related to these RSUs and other outstanding equity awards will result in fluctuations in our expenses in future periods. 57Table of ContentsWe have also expended and may continue to expend substantial funds in connection with the tax withholding and remittance obligations that arise upon the vesting and/or settlement of certain of our RSUs. To satisfy future tax withholding and remittance obligations, we will either (i) withhold shares of our common stock that would otherwise be issued with respect to such RSUs and pay the relevant tax authorities in cash to satisfy such tax obligations or (ii) sell a portion of such shares with a market value equivalent to the tax withholding obligation into the market on the applicable settlement date, with the proceeds of such sales to be delivered to us for us to remit to the relevant taxing authorities.We may encounter unforeseen operating expenses, difficulties, complications, delays, and other factors, including as we expand our business, execute on strategic initiatives, and navigate macroeconomic uncertainty and any future public health concerns or outbreaks, which may result in losses or a failure to generate profitable growth in future periods.As such, due to these factors and others described in this â€œRisk Factorsâ€ section, we may not be able to sustain profitability or generate profitable growth in the future. If we are unable to sustain or increase profitability, the value of our business and the trading price of our common stock may be negatively impacted.We have a limited history operating our business at its current scale, scope, and complexity in an evolving market and economic environment, which makes it difficult to plan for future operations and strategic initiatives, predict future results, and evaluate our future prospects and the risks and challenges we may encounter.We significantly scaled and expanded our business and operations in 2020, 2021, and the first half of 2022, largely in response to the effects of the COVID-19 pandemic, which has led to unprecedented usage of our offerings from new and existing customers and significant changes to the online grocery industry. Accordingly, we have limited experience in, and data and results from, operating our business at its current scale, scope, and complexity and in a rapidly evolving market and economic environment. As a result, our ability to plan for future operations and strategic initiatives, predict future results of operations, and plan for and model future growth in orders, GTV, revenue, expenses and prospects is subject to significant risk and uncertainty as compared to companies with longer and more consistent operating histories and in more stable macroeconomic environments and industries. In particular, we face risks and challenges relating to our ability to, among other things: â€¢accurately forecast our orders, GTV, and revenue and budget for and manage our expenses;â€¢attract new retailers, customers, brands, and shoppers and retain or increase the engagement of existing retailers, customers, brands, and shoppers in a cost-effective manner;â€¢comply with existing and new laws, regulations and judgments or settlements applicable to our business;â€¢plan for and manage capital expenditures;â€¢anticipate and respond to macroeconomic changes and changes in the markets in which we operate;â€¢maintain and enhance the value of our reputation and brand;â€¢effectively manage our growth as the market for online grocery shopping continues to evolve;â€¢effectively deploy our capital toward strategic initiatives;â€¢successfully expand our geographic reach;â€¢hire, integrate, and retain talented people at all levels of our organization; and â€¢successfully maintain and enhance our offerings and our technology infrastructure for retailers, customers, brands, and shoppers.Any predictions about our future revenue and expenses may not be as accurate as they would be if we had a longer history operating our business at its current scale, scope, and complexity, operated in a more predictable market or regulatory environment, or had more certainty regarding levels of demand for our offerings. We have limited experience operating our business at its current scale but without the demand levels driven by the COVID-19 pandemic and its variant outbreaks, and our future growth will depend heavily on our ability to successfully execute on our strategic initiatives without these factors. For example, as we continue to expand our business, we have introduced and scaled new features, use cases (such as convenience and restaurants), fulfillment options (such as pickup and priority), and functionalities in our offerings, and made strategic investments in new technologies and initiatives (such as Connected Stores). We have also invested heavily in our Instacart Ads product capabilities and in growing the number of brands that use our services. In addition, we have recently invested in new strategic initiatives such as Instacart Health and Instacart Business to expand the 58Table of Contentsscope of our business. Our future growth depends on the perceived value of our expanded offerings as a whole to retailers, customers, brands, and shoppers, as well as our ability to balance the effects of various strategic initiatives, including our focus on further scaling our operations to improve our margin and profitability. For example, as we promote Instacart+ to customers to increase customer loyalty and order volume, we may experience lower average order value from such customers. We have limited experience operating this expanded business model and may not be able to accurately predict and plan for the impacts it may have on our growth rates, revenue mix, gross margin and profitability, as well as outside factors that may impact our business model, such as changes in consumer shopping behavior, retailer preferences, competition, and macroeconomic factors.Our limited history and experience operating our current business may also negatively impact our ability to plan strategic investments and initiatives to further expand our business and offerings, including to support our retail partners, customers, shoppers, and brand partners, certain of which may require significant capital expenditures and future operating expenses that may be difficult to forecast. In addition, existing and future operational and strategic initiatives may have lengthy return on investment time horizons, such as brand marketing campaigns, new marketing and consumer awareness strategies, and Connected Stores. As a result, we will not be able to adequately assess the benefits of such initiatives until we have made substantial investments of time and capital, resulting in high opportunity costs. The online grocery industry and competitive landscape also continue to evolve, which will require us to address shifting competitive pressures and further stresses our ability to plan for operational and strategic initiatives and forecast our future results of operations. We are also devoting significant resources to bolster our capacity and information technology infrastructure, financial and accounting systems and controls, sales and marketing and engineering capabilities, and operations and support infrastructure, as well as to retain, manage, and train employees in geographically dispersed locations to service new and existing customers. We may not successfully accomplish any of these objectives in a timely manner or at all.We are currently operating in a more volatile macroeconomic environment due to inflation, elevated interest rates, uncertainty in the political and regulatory environment and financial markets, and other conditions, and we have limited experience operating our business at its current scale in such an environment or in economic recessions. The principal inflationary factors affecting our business are higher prices of products offered by retail partners through Instacart, including due to higher raw material costs, shipping and freight costs, higher fuel prices that are borne by our partners, and reductions in consumer discretionary spending. Higher retailer prices, resulting in increased grocery costs, reduced consumer discretionary spending, and cessation of emergency EBT SNAP benefit allotments and other aid programs offered by government authorities, negatively impact consumer demand for online grocery as consumers return to in-store shopping to save on service and delivery fees and also reduce order frequency, drive lower order volume, and impact average order values. As a result, we have in the past experienced and may in the future experience lower GTV and orders growth as well as impacts to average order values, which negatively impact our revenue and margin. These reductions in consumer spending power may continue to be offset by the increase in GTV and average order values that commenced in the second half of 2022 due to higher grocery prices as a result of inflation, but this offsetting effect may dissipate if and when grocery prices begin to normalize. These factors and the magnitude of their effects may cause our average order value to continue fluctuating over the near term. In addition, actual or perceived risk of an economic recession has and may continue to result in customers reducing their spend on more premium products, and our brand partners have reduced and may continue to reduce their overall advertising budgets, either of which may harm our revenue and margin. Customers have also reduced and may in the future reduce the number of items purchased overall, which has produced fulfillment efficiencies but may harm our revenue, margin, and profitability if and when inflationary pressures subside. We may also not be able to fully offset higher costs through operational efficiencies and/or price optimizations, and while certain of our new offerings are focused on value and affordability, these initiatives will not fully offset pricing challenges faced by customers and general negative impacts of inflationary pressures. Increased fuel prices as a result of supply chain, inclement weather, and other macroeconomic factors may also result in fewer shoppers or reduced shopper activity. While we have previously implemented certain shopper incentives in response to these factors, future shopper shortages may require us to reintroduce or further increase shopper incentives to ensure sufficient shoppers are available to meet demand or provide additional consumer incentives or refunds due to shopper delays or incorrect orders, which have historically occurred and reduce our revenue and profitability. An economic recession may exacerbate any of these factors and introduce new challenges to our business, which we may not be able to adequately anticipate and plan given our limited experience operating our business at its current scale. Certain of our longer-term strategic initiatives may also be obstructed or have unintended effects in the event of an economic recession, which we may not be able to predict.You should consider and evaluate our prospects in light of the risks and uncertainties frequently encountered by growing companies in rapidly evolving markets, in particular, markets that are or could be materially impacted by significant regulatory changes, global pandemics, and economic recessions such as the online grocery industry. If our assumptions regarding the risks and uncertainties that we consider in planning and operating our business are incorrect or 59Table of Contentschange, or if we do not address these risks and uncertainties successfully, including due to the lack of historical data from and experience in operating our business at its current scale, scope, and complexity, the continued evolution of our business and the online grocery industry, and the subsiding effects of the COVID-19 pandemic on demand for online grocery, or other factors, our results of operations could differ materially from our expectations, and our business, financial condition, and results of operations could be adversely affected.If we fail to cost-effectively acquire new customers or increase the engagement of our existing customers, including through effective marketing strategies, our business would be harmed.The growth of our business is dependent upon our ability to continue to grow our offerings by cost-effectively increasing our engagement with existing customers and acquiring new customers. If we fail to do so, the value of our offerings will be diminished, and we may have difficulty attracting and engaging retailers and brands. The number of customers and their level of engagement on Instacart may decline materially or fluctuate as a result of many factors, including, among other things:â€¢dissatisfaction with the operation of, or pricing on, Instacart, including our customer support services, or the quality and performance of the offerings, services, and technology of our partners;â€¢the actual or perceived quality of service provided by shoppers, such as picking the wrong item, making a poor substitution for out of stock items, failing to deliver items on a timely basis or at all, failing to complete requested tasks or otherwise follow customer instructions, or customers having negative experiences in their interactions with shoppers, particularly during demand surges;â€¢macroeconomic uncertainty, inflation, elevated interest rates, supply chain challenges, cessation of government aid programs, and actual or perceived risk of economic recession; â€¢cost of using Instacart, including customer fees, compared to in-store shopping or other alternatives;â€¢the actual or perceived value or quality of our membership offering and membership benefits;â€¢the actual or perceived value or quality of service, or the quality, pricing, and availability of products provided by retailers;â€¢the breadth and variety of retailers that are available to customers on Instacart, including retailers with whom we have a limited or informal arrangement for availability on Instacart;â€¢future public health outbreaks, or a future outbreak of disease or similar public health concern, as well as a return to pre-COVID shopping behavior;â€¢negative publicity related to our brand, including as a result of safety incidents and other events;â€¢actual or perceived public policy positions;â€¢failure to maintain good relationships with shoppers resulting in fewer shoppers available for customers, particularly during peak demand; orâ€¢dissatisfaction with the user experience on our platform, new and current offerings, or changes we make to our offerings.Although we believe that many customers originate from word-of-mouth customer acquisition and other non-paid referrals, we expect to continue to expend resources for customer acquisition and engagement, including through offering discounts and running promotions, all of which could impact our overall profitability. We have experienced and may continue to experience decreases in new customer acquisition rates and customer cohort retention, particularly among our customer cohorts acquired during the COVID-19 pandemic and variant outbreaks, which have negatively impacted and may continue to negatively impact GTV and orders. These decreases are due to a variety of factors, including, to a large extent, the subsiding impact of the COVID-19 pandemic and variant outbreaks on demand for online grocery as well as macroeconomic uncertainty, actual or perceived risks of economic recession, cessation of government aid, and inflation. Other factors may include the increasing initial size of our customer cohorts as our business scales and the increasing demographic diversity of our customer base. As a result, we have increased and may continue to increase our customer acquisition spend, including incentives, paid marketing, and brand marketing campaigns to acquire new customers and increase the engagement of our existing customers, which may harm our margin and profitability and our efforts to drive efficiencies in our operating expenses. If we are not successful in, or reduce our marketing investments, we may not be able to retain our existing customers or convert first-time customers, including those using consumer incentives such as discount promotions, into customers who regularly use and engage with our offerings. We may also fail to achieve or maintain 60Table of Contentssufficient customer engagement with our platform due to inflationary or recessionary economic pressures that result in decreases in consumer discretionary income, including any reductions in government aid, as well as other shifts in consumer shopping behaviors. It is increasingly important to our business and our ability to grow for consumers to perceive long-term value from Instacart versus in-store shopping or less costly alternatives, particularly for lower income consumers. Further, we may not be able to accurately assess the effectiveness of our marketing campaigns and strategies in acquiring new customers or increasing existing customer engagement for several periods. The effectiveness of our marketing campaigns and strategies may also be obfuscated due to temporary or periodic external factors, such as future public health outbreaks, macroeconomic factors, and changes in the regulatory landscape. Failure to effectively design and conduct such campaigns and strategies may negatively impact our ability to acquire new customers and increase engagement with existing customers, which would harm our revenue growth and business. Consumers

also have different grocery needs and preferences depending on demographics, and these priorities may shift as they age. We face heavy competition for consumers in certain demographics, including those in younger age groups who prioritize use cases, features, and fulfillment options that are different from customers in older age groups, such as convenience and specific product categories, as well as those in different income groups who may prioritize value over convenience or selection. If we do not successfully address the current and future needs of consumers in different demographics, primarily certain age and income groups, including through brand marketing campaigns and introduction and promotion of relevant use cases, features, fulfillment options, and other functionalities, we may be unable to attract new customers or increase engagement with existing customers. In addition, we may also experience increased customer churn, including to competitors, which would harm our business.Many customers initially access Instacart to take advantage of certain promotions, such as discounts and other reduced fees. We strive to demonstrate the value of our offerings to such customers, thereby encouraging them to access Instacart regularly or subscribe to Instacart+, through prompts, notifications, and reduced fees or time-limited trials of Instacart+ and other offerings. However, these customers or other customers we acquire inorganically may be lower intent users of Instacart with reduced engagement compared to customers that we acquire organically, may never convert to paying Instacart+ members, or may discontinue using Instacart after they take advantage of our promotions. Further, our initiatives to retain customers, such as encouraging them to subscribe to Instacart+ or providing additional use cases and fulfillment options, may result in negative impacts to other metrics. For example, an increase in Instacart+ orders, changes in product categories shopped, reduced spend on more premium or discretionary products, or a shift toward convenience or priority, may result in a decrease in average order value. Such shifts may also negatively impact certain retailersâ€™ and brandsâ€™ actual or perceived benefit from engaging with Instacart. We may also fail to retain customers or experience reduced demand for our services due to negative impacts to our reputation and brand, including due to complaints and negative publicity about us, our offerings, or our competitors, even if factually incorrect or based on isolated incidents. For example, if we are unable to increase shopper availability during demand surges, including due to inclement weather or future public health outbreaks, customers may experience delays in receiving orders or incorrect order fulfillment, which may harm our brand and reputation. In addition, inventory shortages at our retail partnersâ€™ stores, which are not within our control, may also negatively impact consumersâ€™ perception of our offerings. In particular, disruptions in the global supply chain, including those resulting from labor shortages or disputes, closures of manufacturing facilities, transportation restrictions and limitations, war and international conflicts, and increased demand for certain consumer products, have limited, and may continue to limit, the ability of our retail partners to obtain products, maintain stock of such products in a timely and cost-efficient manner, and otherwise respond to consumer demands. Although we do not carry product inventory, and as a result, we are not directly impacted by supply chain disruptions, product shortages have in the past resulted in, and may in the future result in, higher rates of out of stock items and delivery delays by shoppers, which have in the past resulted in, and may in the future result in, more customer cancellations and redeliveries and overall customer dissatisfaction.We regularly provide customers with appeasement credits and refunds as well as incentives for future orders, which measures are intended to counteract any reputational harm and maintain customer satisfaction but are accounted for as direct reductions to our transaction revenue. These negative impacts to our revenue have harmed, and may continue to harm, our margin and results of operations, and the related customer dissatisfaction negatively impacts customer retention and engagement as well as our ability to continue growing our orders, GTV, and Instacart+ adoption. These negative impacts particularly harm our ability to engage with and retain customers in demographic groups that are historically less prevalent on Instacart, such as lower income customers, who may attribute less value to Instacart compared to alternatives due to these negative impacts. Efforts to reduce the overall costs associated with these appeasement credits and refunds, including by reducing appeasement credits and refunds generally, may also create reputational harm and impact our ability to attract or retain customers. Failure to retain existing customers or acquire new customers may also harm our relationships and commercial arrangements with retailers and brands as well as our ability to attract new retailer and brand partners. Past and future increases in the fees that we charge our customers may also reduce overall engagement by our customers or negatively impact new customer acquisition. If we are not able to continue to expand our customer base or 61Table of Contentsfail to retain or drive greater engagement of customers or increase demand for our full-price or paid services, such as Instacart+, while balancing the interests of other constituents on Instacart, our revenue may grow slower than expected or decline, and our margin may be negatively impacted.The success of our business is dependent on our relationships with retailers. The loss of one or more of our retail partners or reduction in their engagement with Instacart could harm our business.In order to attract and expand our relationships with consumers, brands, and shoppers, we must attract new retailers and maintain our relationships with existing retailers. Consumers have strong preferences for their favorite retailers due to the trust these brands have created over generations, and our ability to increase consumer and brand adoption of Instacart depends on our ability to maintain our retail partners and maintain or increase their adoption of our offerings.Our ability to attract and retain retailers depends on our ability to generate revenue for them. Retailers will not continue to do business with us if they do not believe that partnering with Instacart will generate a competitive return relative to other alternatives, including from our competitors. Retailers have in the past chosen, and could continue to choose, to partner with other online grocery platforms (exclusively or otherwise) or develop or acquire their own online grocery platforms, in either case in a specific geographic market or overall. Retailers may also choose to develop, acquire, or partner with other companies (exclusively or otherwise) for access to products and offerings for specific use cases, fulfillment options, features, or technologies, such as brand advertising and retail media platforms, prepared meals, shopping cart or checkout technologies, and others. Our future growth depends in part on our ability to not only engage new retailers but also to retain and expand existing retailer engagement with Instacart. However, retailers may decrease their engagement with Instacart based on factors that may not be within our control or whose impacts are difficult to predict. In particular, macroeconomic effects such as supply shortages and inflation have resulted in fluctuations in consumer shopping behaviors and preferences. For example, decreases in consumer discretionary income due to inflationary or recessionary economic pressures, as well as the cessation of government aid available during the COVID-19 pandemic, have impacted and may continue to impact average order values, have resulted in and may continue to result in decreased customer retention and engagement, and have reduced and may continue to reduce demand for premium or discretionary grocery purchases, which in each case may provide for less favorable economics for certain of our retail partners, including if we decide to increase customer fees as a result. An increase in retailer operating costs, or other deterioration in the financial condition of retailers, whether due to macroeconomic conditions (such as inflation) or otherwise, could cause retailers to raise prices, renegotiate contract terms, or cease operations, which we expect may influence our retailer fee terms. Further, as we expand our own offerings, changes in the mix of customer engagement with our existing and new use cases, fulfillment options, features, and technologies, as well as any changes in online shopping behaviors, may also result in a decrease in engagement for certain retailers, due to less favorable economics or changes in retailersâ€™ strategic focus. We may not be able to accurately predict the extent of the impact of the factors above on our business and growth initiatives and resulting new trends in retailer strategies and preferences, including due to our limited experience in operating our business at its current scale, scope, and complexity and limited historical data regarding impacts of these factors, which may harm our revenue growth, margin, and results of operations.We enter into services agreements with our retail partners that provide for service fees in exchange for providing access to our technology solutions. We recognize revenue as a percentage of the total purchase value from the sale of goods, a per transaction fee, the difference in price between amounts charged to customers for goods and the actual settlement price to the retailer for the goods, a license fee for the use of our technology platform, or a combination thereof. Payment by retailers is generally due immediately to 45 days upon receipt of invoice. Retailers have in the past decided and may in the future decide to not renew their agreements while others have in the past modified and may in the future modify their agreement terms in a cost-prohibitive or strategically detrimental manner when their agreements are up for renewal due to factors such as macroeconomic uncertainty, the impact of future public health outbreaks, dissatisfaction with existing or proposed terms in their service agreements, changes in consumer shopping behavior and preferences on Instacart and among our use cases, fulfillment options, and competitive offerings. For example, we have modified, and may need to modify in the future, retailer fee arrangements to attract and retain retailers, modify payment processing arrangements, or make other changes that reduce our transaction revenue, in each case due to competition, retailer business downturns, and other factors. Some retailers have in the past shifted and may in the future shift away from exclusive arrangements with us for various reasons, including to partner with other or additional online grocery platforms, and additional retailers may decide to shift away from such arrangements in the future. Our inability to maintain our relationships with retailers on terms consistent with or better than those already in place and that are otherwise favorable to us could increase competitive pressure, impact grocery product and/or offering pricing, and otherwise adversely affect our business, financial condition, and results of operations. Retailer consolidation may also result in a decrease in or cessation of engagement with Instacart, or result in Instacart receiving less favorable contract terms with the consolidated entity. 62Table of ContentsRetailers could also experience downturns or fail, including due to macroeconomic pressures, fail to adopt additional offerings or fulfillment methods or fail to launch or utilize our offerings in the manner and timing that we expect, or cease using Instacart altogether for many reasons. The grocery industry has traditionally been slow to adopt new technologies, fulfillment options, and online enablement in general, including due to lack of confidence in the online grocery industry, preference for in-store shopping due to resulting organic shopping behaviors, or general resistance to adopting Instacart, and is typically characterized by comparatively lower margin and high cash needs. As a result, we have at times experienced, and may continue to experience, slower adoption and implementation of our offerings by our retail partners as well as retailer turnover. If we lack a sufficient variety and supply of retailers, or lack access to the most popular retailers, such that Instacart becomes less appealing to consumers and brands, our business may be harmed.We currently generate significant GTV and revenue from a small number of retailers. Our top three retailers accounted for approximately 43% of our GTV for the years ended December 31, 2021, 2022, and 2023. While GTV and revenue from our largest retail partners may decrease as a percent of our total GTV and revenue over time as we generate more GTV and revenue from other retailers, we believe that GTV and revenue from our largest retailers will continue to account for a significant portion of our GTV and revenue for the foreseeable future. If any of these retailers were to suspend, limit, or cease their operations or otherwise terminate their relationships with us, the attractiveness of Instacart to consumers and brands could be materially and adversely affected.We are continuing to build our Instacart Ads offerings. If we fail to grow our advertising revenue, our business, financial condition, and results of operations would be negatively impacted.We are continuing to build, grow, and scale our Instacart Ads offerings and our advertising revenue model. Our agreements with brand partners provide that service fees are paid for continually promoting a brand during the duration of the term applicable to a given advertising campaign. Contracts applicable to a given advertising campaign are typically less than one year in duration. We recognize revenue in the amount that we have the right to invoice as advertising services are rendered, which occurs upon delivery of clicks for Sponsored Product ads, upon delivery of impressions, or over the contract term on a fixed fee basis for display ads, or upon redemption of coupons. Payment for our advertising offerings is generally due 30 to 90 days upon receipt of invoice. Although we have significantly grown our advertising and other revenue and launched a number of new advertising capabilities in recent years, we are still optimizing and refining the execution of our growth strategy for our Instacart Ads offerings and face certain challenges associated with scaling such newer offerings. As such, there is no assurance that this advertising revenue model will continue to be successful or that we will generate increasing advertising revenue, and the pace of expansion of our Ads offerings may fluctuate. To sustain or increase our advertising revenue, we must attract new brands and encourage existing brands to maintain or increase their advertising spend on Instacart given we do not typically have long-term commitments from brands. To do this, we must expand the number of markets where we offer advertising, attract new retailers and expand our relationships with existing retailers, acquire new customers and increase the engagement of existing customers, and increase the breadth and functionality of our advertising products to create more value for our brand partners, including new advertising formats, new measurement tools, increased brand awareness, and other capabilities to deliver attractive return on investment to brand partners. If we are unable or choose not to expand our advertising markets, develop or pursue innovative advertising models and offerings, expand our relationships with more retailers, acquire new customers or increase the engagement of existing customers, or acquire new brand partners or increase the engagement of existing brand partners, we may not be able to successfully grow our advertising and other revenue. In addition, our advertising and other revenue growth rate and our advertising and other investment rate have fluctuated and may continue to fluctuate, particularly during periods of acceleration or decreases in our GTV growth. Our advertising and other investment rate may also fluctuate if we generate more GTV from sources where we do not provide advertising or where we have recently enabled advertising, such as from certain new offerings or use cases and from retailersâ€™ owned and operated online storefronts including those utilizing Instacart API that do not partner with Carrot Ads.Changes to our advertising policies and privacy, data security, and data protection practices, laws, legislation, or regulations, or the regulatory enforcement thereof, may affect the products that we are able to provide to brands, which could harm our business. Actions by operating system platform providers or application stores such as Apple or Google may also affect our offerings or services or how we collect, use, and share data from end-user devices in connection with Instacart Ads. For example, Apple implemented a requirement for applications using its mobile operating system, iOS, to affirmatively (on an opt-in basis) obtain an end userâ€™s permission to track user activity across apps or websites or access usersâ€™ device advertising identifiers for advertising and advertising measurement purposes, as well as other restrictions. The long-term impact of this and other privacy and regulatory changes remains uncertain and may harm our growth, business, and profitability.63Table of ContentsIn addition, expenditures by brands tend to be cyclical, reflecting overall economic conditions and budgeting and buying patterns. Adverse macroeconomic conditions have also adversely affected the demand for advertising and caused brands to reduce the amounts they spend on advertising. For example, we have seen and may continue to see reduced demand for advertising from brands that are exercising caution with their spending budgets and either slowing or reducing their campaigns due to, among other things, macroeconomic uncertainty, including from inflation, elevated interest rates, global supply chain disruptions, labor shortages or disputes, changing consumer preferences, geopolitical conflicts including the war in Ukraine and conflicts in the Middle East, changing consumer preferences, and reduced consumer confidence. These factors have had a negative impact on our advertising revenue, and such impact is expected to continue in future periods. These factors may also negatively impact our ability to forecast our advertising revenue as the extent of the ongoing impact of these macroeconomic factors on our business and on global economic activity generally is uncertain and may continue to adversely affect our business, operations, and financial results. In addition, impacts to brand partner spend as a result of decreases in our GTV growth, along with the timing of adoption of new advertising formats and offerings, have resulted and may continue to result in reductions in the growth of brand partner digital marketing spend on Instacart and related decreases in advertising and other revenue growth in future periods. Our ability to sustain or increase profitability depends in part on our advertising revenue, and failure to maintain or grow our advertising revenue could harm our prospects, business, financial condition, and results of operations, as well as impact our ability to strategically lower fees and invest in larger marketing campaigns, new offerings, and select geographic expansions.The markets in which we participate are highly and increasingly competitive, with well-capitalized and better-known competitors, some of which are also partners. If we are unable to compete effectively, our business and financial prospects would be adversely impacted.The markets in which we compete are evolving rapidly and are highly competitive with increasing competitive pressure. Our business is complex and encompasses a range of technologies, offering types, and fulfillment methods that serve the diverse needs of our constituents.With respect to Instacart Marketplace, our current and potential competitors include, but are not limited to: (i) existing and well-established online grocery or shopping alternatives, including digital-first platforms, such as Amazon and Thrive Market, (ii) brick-and-mortar retailers that have their own digital and fulfillment offerings, such as Target and Walmart, some of which decide to partner with Instacart to complement their own offerings, (iii) companies that provide e-commerce and fulfillment services for third parties, including retailers, whether online or offline, such as DoorDash, Shipt (acquired by Target), and Uber Eats, (iv) digital-first platforms entering the grocery market by owning inventory, including DashMart (owned by DoorDash), Fresh Direct (owned by Getir), and Gopuff, which may include existing retailers on Instacart, which could eventually eliminate their need to partner with us or limit their use of Instacart Marketplace, (v) companies that provide e-commerce and fulfillment services that focus on discrete categories of products, such as alcohol or prescription delivery, including Alto Pharmacy, and (vi) companies that offer direct to consumer ingredient or meal offerings, such as Blue Apron (owned by Wonder Group) or Misfits Market, some of which may partner with Instacart to complement their own offerings. Most consumers currently choose to shop for themselves at brick-and-mortar grocery stores, regardless of whether we partner with the retailers that operate these stores. Also, the cost to switch between providers of online grocery shopping is low for consumers, and consumers within various demographics have a propensity to shift to the lowest-cost or highest-quality provider and may use more than one platform.With respect to Instacart Enterprise Platform, our current and potential competitors include, but are not limited to: (i) companies that are focused on the online grocery enterprise services industry, as well as larger enterprise software companies that have products and services that provide retailers with some of the benefits we offer through Instacart Enterprise Platform, (ii) micro-fulfillment or automated warehouse providers that support grocery retailersâ€™ owned and operated offerings,

such as Ocado, and (iii) existing and potential retailers on Instacart who develop or may in the future develop their own enterprise e-commerce system. In addition, our competitors include companies that provide point solutions for individual components of Instacartâ€™s e-commerce offering such as picking technology and retail media network solutions. Our competitors may also make acquisitions or establish cooperative or other strategic relationships among themselves or with others, including retailers. While there may be costs to switch between enterprise products, retailers may shift to the platform that offers the lowest service fee for their products and provides the highest volume of orders, or build their own. Our Instacart Enterprise Platform also includes in-store technology offerings, including Caper Carts, Scan & Pay, Lists, Carrot Tags, and other in-store applications, which face competition from other retailer technology solution providers, such as Veeve and Amazon.With respect to Instacart Ads, our current and potential competitors include, but are not limited to: (i) third-party platforms that assist retailers with monetization of their digital offerings for consumers, such as CitrusAd (acquired by 64Table of ContentsPublicis Groupe), Criteo, and Quotient, (ii) first-party retailer-owned solutions that provide online advertising opportunities to brands on their owned and operated domains, such as Amazon, Kroger, Target, Walmart, and others, some of which are also retailers on Instacart, (iii) companies that provide e-commerce and fulfillment services for third parties, including retailers, which currently offer or may in the future offer advertising products, such as DoorDash and Uber Eats, and (iv) companies that offer established online advertising products that are not specifically limited to the grocery industry, such as those offered by Amazon, Google, Meta, and Snap.We also compete for shoppers with many of the same companies with which we compete for customers, as well as companies in industries unrelated to ours that offer personal task-based services. The majority of shoppers do not shop on Instacart as their primary occupation or source of income. As such, a shopper, or someone considering to be a shopper, weighs that opportunity against others, such as traditional employment, personal task-based services, school, personal time, or other options in the labor market. Because switching costs are low, shoppers may shift to another platform that has higher, or is perceived to have higher, earnings potential.Further, while we work to expand further in the United States and Canada and scale international markets, and introduce new offerings across a range of industries, many of our competitors remain focused on a limited number of products or on a narrow geographic scope, allowing them to develop specialized expertise and employ resources in a more targeted manner than we do. As we and our competitors introduce new offerings, and as existing offerings evolve, we expect to become subject to additional competition. If we are unable to offer comparable or superior offerings, our business may be adversely affected. In addition, our competitors may adopt certain of our features, or may adopt innovations that consumers value more highly than ours, which would render our offerings less attractive or reduce our ability to differentiate our offerings.Many of our competitors are well-capitalized and are able to offer discounted or free services, shopper incentives, consumer discounts and promotions, innovative products and offerings, and alternative pricing models, which may be more attractive to retailers, consumers, brands, or shoppers than those that we offer. In addition, we may not be able to effectively compete with service offerings from vertically integrated competitors, such as Amazon or Gopuff, which control both the brick-and-mortar retailer and online fulfillment technology. Certain brick-and-mortar retailers that have their own digital offering, such as Walmart, also have significant size, scale, geographic, and customer base advantages, which may allow them to grow online sales or capture increasing share of the online grocery market or advertising budgets more effectively and at a faster rate than us. Competitors may also offer fulfillment options from our retail partners, despite having no formal engagement with such retailers. Further, some of our current or potential competitors have, and may in the future continue to have, greater resources and access to larger consumer and shopper bases in a particular geographic area. In addition, our competitors in certain geographies enjoy substantial competitive advantages, such as greater brand recognition, longer operating histories, larger marketing budgets, better localized knowledge, and/or fewer regulatory challenges. Smaller competitors may be more nimble at anticipating and meeting changing market dynamics and new entrants to online grocery are able to initially grow grocery sales at a faster rate due to their smaller scale, which has attracted advertising budget to certain of these competitors. As a result, such competitors may be able to respond more quickly and effectively than us in such markets to new or changing opportunities, technologies, consumer preferences, regulations, or standards, which may render our offerings less attractive. In addition, future competitors may share in the effective benefit of any regulatory or governmental approvals and litigation victories we may achieve, without having to incur the costs we have incurred to obtain such benefits.For all of these reasons, we may not be able to compete successfully against our current and future competitors. Our inability to compete effectively would have an adverse effect on our ability to acquire new retailers, customers, and brand partners or increase the engagement of our existing retailers, customers, and brand partners, or would otherwise harm our business, financial condition, and results of operations. Third parties may also gather, collect, or infer sensitive information about us from public sources, data brokers, or other means that reveals competitively sensitive details about our organization and could be used to undermine our competitive advantage or market position.If we fail to cost-effectively engage shoppers on Instacart, or attract and retain shoppers, our business could be harmed.Shoppers perform certain tasks for customers, including picking and delivering goods, on Instacart. We enter into agreements with shoppers for them to provide fulfillment and other services to customers through Instacart and our technology. Our agreements with shoppers generally remain in effect until terminated by the shopper or by us. Shoppers may generally terminate their agreements with us at any time by providing us written notice and such agreements do not provide for any exclusivity.65Table of ContentsIf there are not enough shoppers on Instacart, customer orders may be late, may go unfulfilled, or may be incorrectly fulfilled, which would have a negative effect on those impacted customers and retailers and consequently on our business. If there are too many shoppers on Instacart, there may be an insufficient number of customers placing orders to keep shoppers occupied, engaged, and satisfied with their earnings potential on Instacart. If we are unable to attract shoppers on favorable terms or increase utilization of Instacart by existing shoppers, if we lose shoppers on Instacart, or if shoppers determine it is no longer economically worthwhile to provide services on Instacart due to factors that may be beyond our control, including the costs of gasoline, vehicles, or insurance, changes in consumer behaviors in grocery shopping, actual or perceived economic advantages of providing services with other companies that engage independent contractors, including our competitors, our growth objectives and our business and prospects could be seriously harmed.The number of shoppers on Instacart could decline or fluctuate as a result of a number of factors, including shoppers choosing not to provide their services through Instacart as a result of being dissatisfied with their earnings potential, our pay model or changes to our pay model, changes to the terms of our independent contractor agreement, shopper incentives, our retail partners, having a poor experience on Instacart, or deciding to pursue other work opportunities. For example, shoppers may prefer to provide services through other companies that engage independent contractors if these companies provide benefits such as insurance or portable benefit accounts, or if shoppers simply prefer other app-based work opportunities, such as passenger transportation or restaurant delivery, for non-economic reasons. Many shoppers provide services part-time and have other independent contracting work or employment. Factors outside of our control, including macroeconomic factors, and improvements in labor markets, may cause shoppers to cease providing services on Instacart and become employees elsewhere. Shopper dissatisfaction has in the past resulted in shopper protests, coordinated shopper work stoppages, shoppers choosing not to provide their services through Instacart, and negative press. Any protests, work stoppages or refusals to provide services may result in interruptions to our business or negative publicity and may otherwise harm our business and reputation. While we have implemented strategic initiatives and commitments to bolster our reputation with shoppers in the past, and intend to continue implementing such initiatives and commitments in the future, there can be no assurance that these will be effective to retain shoppers and maintain or improve our reputation with shoppers.From time to time, we have experienced, and expect to continue to experience, shopper shortages, often due to factors that are not within our control and which may be difficult to predict. Shoppers have significant flexibility regarding the in-store tasks they want to perform, including when, where, and how they wish to shop. Shoppers may also provide services on other app-based platforms. To the extent that we experience shopper shortages, we may need to provide or increase incentives to shoppers in order to attract them to Instacart, which would negatively impact our financial results. Our expectations and predictions for shopper needs and preferences may also be inaccurate or incomplete, including due to a lack of historical data for our current scale and scope of operations or due to consumer demand surges that can arise due to factors outside of our control, such as inclement weather. Under these circumstances, we may not be able to attract enough shoppers to fulfill orders in a timely manner even with shopper incentives. Consequently, if shopper shortages lead to the inability of customers to place orders through Instacart or to delayed or incorrect orders, we may lose customers to other online grocery platforms or to other modes of shopping, particularly customers in certain demographic groups who have historically been less prevalent users of Instacart and are more difficult to engage or retain, which would harm our growth, profitability, and results of operations. Finally, the loss of customer orders due to a lack of shoppers to fulfill them or due to incorrect order fulfillment may reduce the perceived value of our offerings to retailers, who may in turn leave Instacart.In addition, authorities have passed laws or adopted regulations, and may continue to do so in the future, requiring shoppers in the applicable jurisdiction to undergo a materially different type of qualification, training, licensure, screening, or background check process, which could be costly and time-consuming. These laws have also in the past imposed and may in the future impose requirements forcing us to fix minimum levels of compensation and provide certain benefits for shoppers, disclose additional details about orders, prices, and shopper earnings, and handle shopper account deactivation in a prescribed manner, which could force us to create new administrative processes and negatively affect our ability to attract and retain retailers, customers, or shoppers, as well as require us to share competitively sensitive information that may cause harm to our business. Court decisions interpreting or otherwise affecting such laws regarding shopper classification or shopper pay and benefits, or interpretations by agencies of the applicability of a retailer or brand collective bargaining agreement to certain tasks shoppers perform, may also negatively affect our ability to attract and retain retailers, customers, or shoppers. Even if some or all of such changes are ultimately not costly or time-consuming, they could reduce the number of shoppers in those markets or extend the time required to recruit new shoppers to Instacart, which could adversely impact our growth, business, and results of operations.Often, we are forced to balance tradeoffs between the satisfaction of various constituents on Instacart, as a change that one category views as positive may be viewed as negative to another category. For example, we take certain measures that 66Table of Contentsare designed to protect against fraud, help increase safety, and prevent privacy and security breaches, such as imposing certain qualifications for shoppers and terminating access to Instacart for shoppers with reported incidents, that may be popular with consumers but may also damage our relationships with shoppers or discourage or diminish their use of Instacart. Certain measures we take to incentivize shoppers, such as smaller windows for reducing tips after an order is complete, may be popular with shoppers but may also be viewed negatively by consumers who wish to have more flexibility over tipping. Further, increased shopper flexibility in when, where, and how to shop may result in shopper shortages during periods of peak demand, which may cause frustration with retailers and customers. If we do not adequately balance the tradeoffs among the various constituents on Instacart and continuously assess such tradeoffs in the context of prevailing market and competitive factors, our business may be harmed.Mergers or other strategic transactions by competitors or retailers could weaken our competitive position and adversely affect our business.If one or more competitors or retailers were to merge, acquire, or partner with another competitor or retailer, the change in the competitive landscape could adversely affect our ability to compete effectively. For example, Uber acquired Postmates and Cornershop in 2020, both of which are competitors. Consolidation amongst major retail partners, such as the pending merger between Albertsons and Kroger, could impact contractual negotiations with such retail partners, result in lower utilization of our products, or lead ultimately to termination of existing retailer engagements. In addition, our competitors may also establish or strengthen cooperative relationships with current or future retailers, brands, and other parties with whom we have relationships, which could limit our ability to promote our offerings to those retailers and reduce our number of customers. As a result of these and future potential acquisitions, current and future retailers may begin working more closely, or on an exclusive basis, with other competitors with whom they have combined or otherwise established new relationships. Disruptions in our business caused by these events could adversely affect our business and results of operations.The failure to achieve increased market acceptance of online grocery shopping and our offerings could seriously harm our business.The market acceptance of our offerings is critical to our continued success. Historically, consumers and retailers have been slower to adopt online grocery shopping than e-commerce offerings in other industries such as consumer electronics and apparel. Grocery is a complex market, and improving upon the traditional consumer in-store experience through an online platform or with connected shopping experiences is difficult due to broad consumer demands on selection, quality, value, and convenience. Grocery shopping habits and related consumer preferences are complex and diverse across and within markets and across demographics and age groups. Changing traditional grocery shopping habits is difficult, and if consumers and retailers do not embrace the transition to online grocery shopping and connected shopping experiences as we expect, our business and operations could be harmed. The amount of influence we may have over these shopping habits and preferences, and the methods at our disposal to exercise such influence (including marketing and incentives), may be limited, and we are dependent on external influences over shopping habits, such as public health incidents and inclement weather, and macroeconomic factors such as inflationary pressures. In particular, shopping habits and preferences vary between younger and older consumers, consumers across different income groups, and among other demographic characteristics, and to be successful, we need to effectively increase market acceptance across all age, income, and other demographically different groups by increasing brand awareness and focusing marketing efforts on relevant habits and preferences. Moreover, even if more consumers begin to shop for groceries online, if we are unable to address their changing needs, or the evolving needs of retailers or brands, and anticipate or respond to market trends and new technologies in a timely and cost-efficient manner, we could experience decreased adoption, increased customer churn and lose the support of retailers and brands, any of which would adversely affect our business and results of operations. Demand for our offerings is also affected by a number of factors beyond our control, including macroeconomic conditions, initiatives by retailers to influence shopping behavior, continued market acceptance of our offerings, the timing of development and release of new offerings and features by us, the timing or manner of the adoption of our offerings by retailers and our competitors, technological change, brand recognition, and growth or contraction in our markets. If we fail to achieve increased market acceptance of our offerings, our business could be seriously harmed.We expect a number of factors to cause our results of operations and operating cash flows to fluctuate on a quarterly and annual basis, which may make it difficult to predict our future performance.Our results of operations could vary significantly from quarter to quarter and year to year because of a variety of factors, many of which are outside of our control. As a result, comparing our results of operations on a period-to-period 67Table of Contentsbasis may not be meaningful. In addition to other risk factors discussed in this section, factors that may contribute to the variability of our quarterly and annual results include:â€¢our ability to accurately forecast revenue and appropriately plan our expenses;â€¢macroeconomic pressures, such as inflation and supply chain disruptions;â€¢the impact of prior or future public health threats on our business;â€¢revenue and fulfillment option mix shifts as we enhance Instacart with new offerings, use cases, and functionality;â€¢timing of the recognition of our deferred revenue;â€¢timing of strategic investments and expenditures;â€¢fluctuations in operating expenses, including cost of revenue, as we seek to improve efficiencies, comply with changing regulatory requirements, and expand our business, offerings, and technologies;â€¢changes to financial accounting standards and the interpretation of those standards, which may affect the way we recognize and report our financial results;â€¢the effectiveness of our internal controls;â€¢the seasonality of our business, including as a result of inclement weather; andâ€¢our ability to collect payments from retailers and brands on a timely basis.The impact of one or more of the foregoing and other factors may cause our results of operations to vary significantly. In particular, we experienced substantial growth stemming from the increased demand for online grocery driven primarily by the COVID-19 pandemic and have also made significant changes to our business, including through scaling our operations to meet the increased demand and implementing new business and product initiatives, which have impacted our expenses and margin. These historical shifts and trends are not necessarily indicative of our future performance and may obscure longer term trends in our business and results of operations. Relatedly, even as the circumstances that accelerated the growth and evolution of our business subside, we may experience sudden periods of high demand and related increased costs due to future public health outbreaks. Our business also continues to be impacted by adverse macroeconomic conditions, such as inflation and supply chain issues. As such, for these and other factors stated above, quarter-to-quarter and year-over-year comparisons of our results of operations may not be meaningful and should not be unduly relied upon as an indication of future performance.Our working capital and operating cash flows have fluctuated and may continue to fluctuate significantly from period to period as a result of new initiatives, the timing of payments made to and/or received from retailers, shoppers, and vendors, and certain transaction types, such as those involving EBT SNAP benefits and alcohol sales, which have a more significant impact on our working capital and operating cash flow due to the variability, magnitude, and timing of retailer reimbursements. Additionally, we make substantial weekly payments to shoppers on Tuesdays and Sundays for services delivered on Instacart, and therefore, we expect our reported cash and cash flows from operating activities to be impacted based on the day of the week of each reporting period. Additionally, due to the timing of funding to a certain payment card issuer, we may experience an increase in short-term liabilities based on the day of the week of each reporting period. Due to this timing, our cash flows from operating activities may not be directly comparable from period to period.Seasonality may cause fluctuations in our sales and results of operations.We experience seasonality in both the number of orders and GTV on Instacart, as well as in our advertising and other revenue. We

typically see lower levels of order volume in the second quarter and a portion of the third quarter resulting from lower usage of our offerings during the spring and summer months, followed by higher levels of order volume in the second half of the year during the back-to-school period and holiday season. In addition, during periods of inclement weather, the number of available shoppers generally decreases, while the number of orders from customers has typically increased, which may disrupt or obscure typical seasonal trends and make seasonal fluctuations difficult to detect. In addition, our advertising and other revenue has historically been seasonally high in the fourth quarter and seasonally low in the first quarter in a given year as a result of how advertisers deploy their budgets. Seasonality will likely cause fluctuations in our financial results on a quarterly basis. We expect these seasonal trends to become more pronounced over time if our growth slows, although macroeconomic events such as future public health outbreaks may obscure future seasonality trends similar to how the impact of the COVID-19 pandemic made seasonal fluctuations difficult to detect. Moreover, other seasonal trends may develop or these existing seasonal trends may become more extreme, and the existing seasonality and 68Table of Contentscustomer and shopper behavior that we experience may change or become more significant, which would contribute to fluctuations in our results of operations.If we or the third parties we rely on experience a compromise to the confidentiality, integrity, or availability of our or their systems, or to data of our customers, shoppers, partners, employees, or Instacart, we may experience adverse consequences, including but not limited to regulatory investigations or actions, litigation, fines and penalties, disruptions of our business operations, reputational harm, loss of revenue or profits, loss of customers or sales, and other adverse consequences.Operating our business and platform involves the collection, use, storage, transmission, and other processing of sensitive, proprietary, and confidential information, including personal information of customers, shoppers, and personnel, our proprietary and confidential information, and the confidential information of partners including retailers and brands. Security incidents compromising the confidentiality, integrity, or availability of this information or our systems (or those of third parties upon which we rely or otherwise engage with) could result from a variety of evolving threats including but not limited to cyber-attacks, computer malware (including as a result of advanced persistent threat intrusions), malicious code (such as viruses, worms and ransomware), social engineering (including spear phishing and ransomware attacks), denial-of-service attacks, credential harvesting, credential stuffing, supply-chain attacks, software bugs, server malfunctions, software or hardware failures, efforts by individuals or groups of hackers and sophisticated organizations, security vulnerabilities or misconfigurations in the software or systems on which we or they rely, loss of data or other information technology assets, adware, telecommunications failures, earthquakes, fires, floods, and other similar threats. In addition, malfeasance, error, theft, or misuse by our own personnel or the personnel of our strategic partners, our collaborators, or the third-party service providers with which we engage, of our intellectual property, financial data, or employee, retailer, customer, brand, or shopper data, could adversely affect our business and results of operations, particularly if such information is provided to or accessed by a competitor.We rely on a number of third parties to operate our critical business systems and to process confidential and personal information, such as the payment processors that process customer credit card payments, cloud service providers, and employee and customer service centers, including those located in other countries. Our ability to require, monitor and enforce these third partiesâ€™ information security practices is limited. Because third parties provide operational support to our business and process confidential and personal information on our behalf, we could experience materially adverse consequences as a result of cyberattacks or incidents experienced by those third parties. Third party and supply chain attacks have increased in frequency and severity and we cannot guarantee that the security of our service providers or any of their partners has not been compromised. We also cannot be certain that our contracts with these third parties will allow us to obtain indemnification or recovery from them for data security-related liability that they cause us to incur.Threat actors, nation-states, and nation-state-supported actors now engage, and are expected to continue to engage, in cyber-attacks, including for geopolitical reasons and in connection with military conflicts and operations. Due to the current geopolitical environment, we and the third parties upon which we rely are at heightened risk of these attacks, including cyber-attacks that could materially disrupt our systems and operations, supply chain, and ability to produce, sell, and distribute our goods and services. In particular, severe ransomware attacks are becoming increasingly prevalent and can lead to significant interruptions in our operations, loss of sensitive data and income, reputational harm, and diversion of funds. In addition, remote work has become more common per our Flex First workforce model and has increased risks to our information technology systems and data, as more of our employees utilize network connections, computers, and devices outside our premises or network, including working at home, while in transit, and in public locations. For example, technologies in our employeesâ€™ and service providersâ€™ homes may not be as robust as in our offices and could cause the networks, information systems, applications, and other tools available to employees and service providers to be more limited or less reliable than in our offices. Further, the security systems in place at our employeesâ€™ and service providersâ€™ homes, or other remote work locations, may be less secure than those used in our offices. There is no guarantee that the privacy, data security, and data protection safeguards we or our service providers have put in place will be comprehensive, or completely implemented, complied with, or effective. Additionally, future or past business transactions (such as acquisitions, strategic partnerships, collaborations, or integrations) have exposed and may in the future expose us to additional cybersecurity risks and vulnerabilities, as our systems could be negatively affected by vulnerabilities present in acquired or integrated entitiesâ€™ systems and technologies. Furthermore, we may discover security issues that were not found during due diligence of such acquired or integrated entities, and it may be difficult to integrate companies or their systems into our information technology environment and security program.69Table of ContentsWe and certain of our third-party providers regularly experience cyberattacks and other security incidents, and we expect such attacks and incidents to continue in the future in varying degrees. For example, we regularly experience credential stuffing or other types of attacks in which malicious third parties use credentials compromised in data breaches suffered by other companies or otherwise improperly obtain credentials to access shopper or customer accounts on Instacart. While to date no incidents have had a material impact on our operations or financial results, we cannot guarantee that material incidents will not occur in the future.Cybercrime and hacking techniques are constantly evolving (including through the deployment of artificial intelligence), and we or the third parties we work with may be unable to anticipate attempted security breaches, react in a timely manner, or implement adequate preventative measures, particularly given increasing use of hacking techniques designed to circumvent controls, avoid detection, and remove or obfuscate forensic artifacts. Serious cyberattacks and other incidents may result in any or all of the following that could adversely affect our business, financial condition, and results of operations: loss of customer confidence in the security of Instacart and damage to our brand, reduced demand for our offerings, serious disruption of normal business operations, material diversion of resources to investigate and remediate incidents, exposure to legal liability, including through litigation (such as class actions), regulatory enforcement, and indemnity obligations. Further, applicable privacy, data security, and data protection obligations may require us to notify relevant stakeholders of certain security incidents. Such disclosures are costly, and the disclosure or the failure to comply with such requirements could lead to adverse consequences, including potential statutory damages under laws such as the California Consumer Privacy Act (â€œCCPAâ€). These risks are expected to increase as we continue to grow and process, store, and transmit increasingly large amounts of data. Our contracts may not contain limitations of liability, and even where they do, there can be no assurance that limitations of liability in our contracts are sufficient to protect us from liabilities, damages, or claims related to our privacy, data security, and data protection obligations. We cannot be sure that our insurance coverage will be adequate or sufficient to protect us from or to mitigate liabilities arising out of our privacy, data security, and data protection practices, that such coverage will continue to be available on commercially reasonable terms or at all, or that such coverage will pay future claims. Interruptions or performance problems, including failure to ensure accessibility, associated with our offerings and technology capabilities may adversely affect our business, financial condition, and results of operations.Our business and future growth prospects depend in part on the ability of our existing and potential customers and shoppers to access our offerings and technology capabilities at any time and within an acceptable amount of time. Instacart is built upon a complex system composed of many interoperating components and incorporates software that is highly extensive. Our software, including open-source software that is incorporated into our code, may now or in the future contain undetected errors, bugs, or vulnerabilities. Some errors in our software code may only be discovered after the code has been released, and we have in the past released, and may in the future release, new software that inadvertently causes interruptions in the availability or functionality of Instacart. Bugs or errors in our software, including open-source software that is incorporated into our code, misconfigurations of our systems, and unintended interactions between systems have in the past and could in the future result in our failure to comply with certain federal, state, or foreign reporting obligations, cause downtime that would impact the availability of our service to retailers, customers, brands, or shoppers, cause incorrect calculations relating to the prices or discounts available to consumers, cause incorrect calculations relating to the payments we make to or fees we receive from or charge to retailers, customers, brands, or shoppers, or create vulnerabilities in our systems which bad actors may exploit to perpetrate fraud or otherwise harm our business. We have from time to time found defects or errors in our system and may discover additional defects or errors in the future that could result in platform unavailability or system disruption. In addition, we have experienced, and may in the future experience, disruptions, outages, operational errors, and other performance problems due to a variety of other factors, including infrastructure changes, introductions of new functionality, defects in third-party software, human errors, capacity constraints due to an overwhelming number of customers accessing our offerings and technology capabilities simultaneously, website hosting disruptions, interruptions to business and operations due to malicious actors utilizing bots or other automated means to access Instacart, denial of service attacks, or other security-related incidents. In addition, retailers have experienced these issues, which have impacted the ability of customers and shoppers to place and fulfill orders with those retailers. These events have resulted and may continue to result in losses in revenue including through increased fraud activity and issuing appeasement credits and refunds as well as incentives for future orders to impacted customers. For example, a retail partner recently experienced a cybersecurity incident which has disrupted the ability of our customers to receive orders from that retailer, and as a result, we have experienced and may continue to experience negative impacts to our growth and results of operations, which may be greater than anticipated. In addition, system failures have in the past resulted and may in the future result in significant losses of revenue, which may in the future be due to losses of customers or retailers due to perceived weaknesses in our systems and protective measures. In addition, the affected party could seek monetary recourse from us for their losses, and such claims, even if unsuccessful, would likely be 70Table of Contentstime-consuming and costly for us to address. Further, in some instances, we may not be able to identify the cause or causes of these performance problems or adequate remedies within an acceptable period of time. Moreover, some of our offerings rely on the software and technology capabilities of third parties, our strategic partners, or our collaborators, all of which are subject to the interruption and performance problem risks described above and which have required and will require third-party collaboration to detect and remediate.It may become increasingly difficult to maintain and improve our performance, especially during peak usage times and as our offerings and technology capabilities become more complex and customer traffic increases. When our offerings and technology capabilities are unavailable or customers or shoppers are unable to access our offerings and technology capabilities within a reasonable amount of time or at all, we have experienced and may in the future experience a loss of retailers, customers, brands, or shoppers, lost or delayed market acceptance of Instacart and our offerings, delays in payment to us by retailers, injury to our reputation and brand, regulatory inquiries, legal claims against us, and the diversion of our resources. In addition, to the extent that we do not effectively address capacity constraints, upgrade our systems as needed, and continually develop our technology and network architecture to accommodate actual and anticipated changes in technology, our business, financial condition, and results of operations may be adversely affected. We also rely on systems, including third-party systems, to deliver incentives and communications to customers and shoppers. Failure to properly configure these systems has previously had a negative impact on our business and may adversely impact our business in the future.If we are not able to continue to introduce new features or offerings successfully and to make enhancements to existing offerings, our ability to grow and operate our business could be adversely affected.Our ability to attract new retailers, customers, brands, and shoppers and increase revenue from existing retailers, customers, and brands depends in large part on our ability to enhance and improve our existing offerings and to introduce new features or offerings. To grow our business and be competitive, we must develop offerings, features, and functionality that reflect the constantly evolving nature of technology and the needs of retailers, consumers, brands, and shoppers. The success of these and any other enhancements or developments depend on several factors, including their timely introduction and completion, sufficient demand, and cost effectiveness. It is difficult to accurately predict retailer, consumer, brand, or shopper adoption of new features or offerings, and related shifts in consumer shopping behavior, as well as our recent rapid growth and limited experience in operating our business at its current scale, scope, and complexity. Such uncertainty limits our ability to predict our future results of operations and subjects us to a number of challenges, including our ability to plan for and model future growth. If we cannot navigate such uncertainties or are unable to successfully develop new features or offerings or to enhance our existing offerings or otherwise overcome technological challenges and competing technologies to gain market acceptance, then our business and results of operations will be adversely affected.Our ability to develop new offerings, features, and functionality to meet industry demands is important to our value proposition to retailers, consumers, brands, and shoppers, and if we fail to continue to successfully innovate, we could lose existing retailers, customers, brands, and shoppers, which could impact our growth and results of operations. We are building and improving machine learning models and other technological capabilities to drive improved customer and shopper experience, as well as efficiencies in our operations, such as optimized payment processing, customer service, shopper acquisition and onboarding, automated key support workflows, and batching, picking, and routing algorithms to help shoppers work more efficiently and with greater accuracy in fulfilling orders. While we expect these technologies to lead to improvements in the performance of our offerings and operations, including inventory prediction and customer traffic prediction and management, any flaws or failures of such technologies could cause interruptions or delays in our service, which may harm our business. For example, failure to accurately collect retailer catalog information, which drives item pricing and availability, or reflect changes to those files in our systems could result in significant losses of revenue. We are increasing our investment in product development and hiring and retaining highly skilled engineering personnel to support these efforts, but such investments may not be effective in maintaining or improving the experience for retailers, customers, or shoppers or provide a positive return on investment. Moreover, we may make these investments and other business decisions that reduce our short-term financial results if we believe that the decisions are consistent with our goals to improve our offerings, which we believe will improve our financial results over the long term. These decisions may not be consistent with the short-term expectations of our stockholders and research analysts covering us and may also not produce the long-term benefits that we expect, in which case our growth, business, financial condition, and results of operations could be adversely affected. In addition, technological innovation in the online grocery industry from our competitors or other third parties, such as automation or next-generation fulfillment, could render our offerings less desirable or obsolete.71Table of ContentsWe have incorporated and may continue to incorporate additional artificial intelligence and machine learning (â€œAIMLâ€), solutions into our platform, offerings, services, and features, including those based on large language models, and these applications may become more important to our operations or to our future growth over time. We expect to rely on AIML solutions to help drive future growth in our business and reduce costs, but there can be no assurance that we will realize the desired or anticipated benefits from AIML or at all. We may also fail to properly implement or market our AIML solutions. Our competitors or other third parties may incorporate AIML into their products more quickly or more successfully than us, which could impair our ability to compete effectively and adversely affect our results of operations. Additionally, our offerings based on AIML may expose us to additional lawsuits and regulatory investigations and subject us to legal liability as well as brand and reputational harm. For example, if the content, analyses, or recommendations that AIML applications assist in producing are or are alleged to be deficient, inaccurate, or biased, or infringe on third-party intellectual property rights, our business, financial condition, and results of operations may be adversely affected. Third-party AIML technologies, including agent-based applications, may change how consumers interact with our offerings, including our advertising offerings. Failure to adapt our offerings to such technologies may in the future impact our financial performance and results of operations. A number of national, state, and local regulators have adopted comprehensive legal compliance frameworks specifically for AIML, and others may adopt similar frameworks in the future. For example, both the European Union and Colorado have adopted such AIML regulations. These and any future regulations may impact our ability to utilize our AIML solutions or develop new solutions and any failure or perceived failure by us to comply with such requirements could have an adverse impact on our business. Additionally, the use of AIML applications has resulted in, and may in the future result in, cybersecurity incidents that implicate the personal data of end users of such applications. Any such cybersecurity incidents related to our use of AIML applications could adversely affect our reputation and results of operations. AIML also presents emerging ethical issues and if our use of AIML becomes controversial, we may experience brand or reputational harm.We are making substantial investments to expand our offerings and technologies to capitalize on new and unproven business opportunities and expect to increase such investments in the future. These new ventures are inherently risky, and we may never realize any expected benefits from them.We have made substantial investments to expand our offerings and technologies to capitalize on new and unproven business opportunities, including new fulfillment options, expansion into retail categories outside of grocery, strategic

initiatives such as Instacart Health and Instacart Business, the development of hardware products, and automated, AIML technologies. We intend to continue investing significant resources in developing these technologies, tools, initiatives, features, and offerings that we believe will enable our success in new markets or areas of business and/or strengthen our core business. For example, we have expanded our offerings to retailers in categories adjacent to the grocery industry, including alcohol, pharmacy, electronics, beauty, and home improvement. We also launched Connected Stores, a suite of in-store technologies, including artificial intelligence-powered shopping carts and customer checkout solutions, offered to our retail partners. If we do not spend our development budget efficiently or effectively on commercially successful and innovative technologies or ventures, or if we are unable to timely introduce and commercialize such offerings, we may not realize the expected benefits of our strategy. These initiatives also have a high degree of risk, as they involve nascent industries and unproven business strategies and technologies with which we have limited or no prior development or operating experience. Because these initiatives are new, they may involve claims and liabilities, expenses, regulatory challenges, and other risks, some of which we cannot currently anticipate. Certain initiatives may also involve committed incremental investments or payments over long periods of time before they become accretive to our revenue or margin, and if they never become accretive, we may be contractually obligated to make payments or incur expenses in connection with initiatives for an extended period without sufficient, or any, economic or financial benefit. Further, our development efforts with respect to new offerings and technologies could distract management from current operations and divert capital and other resources from our more established offerings and technologies. For example, the design, development, manufacture, and global distribution of hardware products produced by Caper is a new line of business for us that will require continued investment in operating expenses, headcount, and executive time and attention.Producing and offering hardware products will also involve new or heightened risks to our business, such as manufacturing and inventory risks resulting from supply chain disruptions, user safety risks and additional expenses resulting from product defects, import and export expenses, and other hardware-related costs. For example, any interruption to the manufacturing, inventory, or import and export of hardware products produced by Caper may negatively impact the development, deployment, and adoption of such products. Although we believe these investments will improve our financial results over the long term, they may negatively impact our short-term financial results, which may be inconsistent with the short-term expectations of our stockholders. Moreover, there can be no assurance that retailer, consumer, or brand demand for such initiatives will exist or be sustained at the levels that we anticipate, or that any of these initiatives will gain sufficient traction or market acceptance to generate sufficient revenue to offset any new expenses or 72Table of Contentsliabilities associated with these new investments. It is also possible that offerings developed by others will render any new offerings noncompetitive or obsolete. Even if we are successful in expanding our offerings or technologies to enter new markets or areas of business, regulatory authorities may subject us to new rules or restrictions, including in their interpretations of existing retailer or brand collective bargaining agreements, in response to our innovations that could increase our expenses or prevent us from successfully deriving value from these offerings or technologies. For example, our Instacart Health offering may subject us to rules governing the use and processing of health information, such as the Health Insurance Portability and Accountability Act, as amended by the Health Information Technology for Economic and Clinical Health Act (â€œHIPAAâ€), and regulatory requirements for interacting with health plans, government benefit programs, nonprofits, and other players in the healthcare space. If we do not realize the expected benefits of these investments, our business, financial condition, and results of operations may be harmed.Our marketing efforts to help grow our business may not be effective, and failure to effectively develop and expand our sales and marketing capabilities could harm our ability to increase and engage our customer base and achieve broader market acceptance of our offerings.Promoting awareness and driving adoption of our offerings is important to our ability to grow our business, and attracting and engaging new retailers, customers, brands, and shoppers can be costly. Our consumer marketing efforts currently include, without limitation, digital performance marketing that includes search, programmatic, and social; customer relationship management (â€œCRMâ€) based marketing that includes push notifications, text messaging, email marketing, linear television, audio, and shopping ads; and co-marketing efforts with retailers, payment providers, brands, and other partners. To drive existing customer reengagement, we also utilize targeted promotions including time-limited free delivery offers and coupons. We also provide incentives to brands to advertise on our platform, increase their engagement, and promote the launch of new advertising solutions. For shoppers, we reach them primarily through digital performance marketing and through in-app prompts. Our marketing initiatives may become increasingly expensive, and we may fail to generate a meaningful return on these initiatives, if at all. For example, we have incurred increased expenditures on our marketing and consumer incentive initiatives to accelerate the growth of our business, which have and may continue to have an effect on revenue and may harm our profitability in the near term. We also have limited experience conducting broad brand marketing campaigns and other marketing initiatives given the current scale, scope, and complexity of our business. Even if we successfully increase revenue as a result of consumer marketing efforts, it may not offset the additional marketing expenses we incur. Our marketing campaigns may also be long-term endeavors, and we may not be able to accurately assess the success of these campaigns for several periods. If our marketing efforts to help grow our business are not effective or if we reduce our marketing expenditures, we expect that our business, financial condition, and results of operations would be adversely affected.If we fail to maintain and enhance our brand, our ability to engage or expand our base of retailers, customers, brands, and shoppers will be impaired and our business, financial condition, and results of operations may suffer.Maintaining and enhancing our reputation as a differentiated and category-defining company is critical to attracting and expanding our relationships with retailers, customers, brands, and shoppers. The successful promotion of our brand and the marketâ€™s awareness of our offerings will depend on a number of factors, including our marketing efforts, ability to continue to develop our offerings, and ability to successfully differentiate our offerings from competitive offerings. We expect to invest substantial resources to promote and maintain our brand, but there is no guarantee that our brand development strategies will enhance the recognition of our brand or lead to increased sales. The strength of our brand will depend largely on our ability to provide quality services at competitive prices. Brand promotion activities may not yield increased GTV, orders, or revenue, and even if they do, the increases in GTV or orders may not persist and any increases in revenue may not offset the expenses we incur in promoting and maintaining our brand and reputation. In order to protect our brand, we also expend substantial resources to register and defend our trademarks and to prevent others from using the same or substantially similar marks. Despite these efforts, we may not always be successful in protecting our trademarks, and we may suffer dilution, loss of reputation, or other harm to our brand. If our efforts to cost-effectively promote and maintain our brand are not successful, our results of operations and our ability to attract and engage customers, partners, and employees may be adversely affected. Further, even if our brand recognition and customer loyalty increase, this may not yield increased revenue for us.Unfavorable publicity regarding Instacart, shoppers, customer service, or privacy, data security, and data protection practices could also harm our reputation and diminish confidence in, and the use of, our services. Fear of loss of customers or lack of customer adoption due to poor service quality or negative customer or shopper reviews or press may make retailers reluctant to join or remain on Instacart. The same negative effects could occur as a result of trust and safety or fraud incidents. The loss of customers or retailers due to poor shopper performance or a trust and safety incident caused by 73Table of Contentsa shopper, customer, or third party could harm our business. In addition, negative publicity related to marketing partners or key brands that we have partnered with may damage our reputation, even if the publicity is not directly related to us. If we fail to maintain, protect, and enhance our brand successfully or to maintain loyalty among retailers, customers, brands, and shoppers, or if we incur substantial expenses in unsuccessful attempts to maintain, protect, and enhance our brand, we may fail to attract or increase the engagement of retailers, customers, brands, and shoppers, and our business, financial condition, and results of operations may suffer.If we fail to offer high-quality support, our ability to attract and engage customers and shoppers could suffer.Customers and shoppers rely on our support personnel and technologies to resolve issues and realize the full benefits that Instacart provides. High-quality support to both customers and shoppers is also important for the expansion of Instacartâ€™s use by our existing customers. The importance of our support function will increase as we expand our business and pursue new customers. We rely in part on support personnel and contractors in countries outside of the United States, and government actions in those countries such as curfews have in the past and could in the future slow down our systems and ability to timely respond to customer and shopper issues. We also rely in part on support technologies, including self-service and AIML solutions. Those technologies have in the past and may in the future fail to perform as expected resulting in customer and shopper dissatisfaction. If we do not help customers and shoppers quickly resolve issues and provide effective ongoing support, our ability to maintain and expand our revenue from existing and new customers could suffer, as well as our reputation with existing or potential customers.Our pricing methodologies are impacted by a number of factors and ultimately may not be successful in attracting and engaging retailers, customers, brands, and shoppers. Future changes to our pricing model could adversely affect our business.Demand for our offerings is highly sensitive to a range of factors, including our strategies relating to the amount of potential earnings required to attract shoppers, incentives paid to shoppers, and the fees we charge retailers, customers, and brands. Many factors, including operating costs, legal and regulatory requirements, constraints or changes, supply chain issues, the price sensitivity of consumers in different income groups or other demographics, inflation, and our current and future competitorsâ€™ pricing and marketing strategies, have in the past significantly affected and may in the future significantly affect our pricing strategies. Competition, regulation, or other factors may cause us to change the pricing or implementation of our delivery or service fees for customers, increase the incentives we pay to shoppers that utilize Instacart, adjust the fees we charge retailers or brands, or increase our marketing and other expenses to attract and increase the engagement of retailers, customers, brands, and shoppers in response to competitive, regulatory, and other external pressures. For example, certain of our competitors offer, or may in the future offer, lower-priced or a broader range of offerings, including subscription offerings for bundled services. We may need to spend significant amounts on marketing and both customer and shopper incentives to deploy innovative and novel pricing and incentive strategies to retain or attract new customers and shoppers. We have launched, and may in the future launch, new or updated pricing strategies and initiatives, such as subscription offerings like Instacart+, and customer or shopper loyalty programs, or modify existing pricing methodologies or pricing models and fulfillment options, due to a variety of reasons, including to address changes in the market for our offerings as competitors introduce new offerings and features or in response to actions taken by our retail partners, to regulatory or other legal challenges, or as we launch new strategic initiatives such as Instacart Health and Instacart Business, any of which may not ultimately be successful in attracting and engaging retailers, customers, brands, or shoppers or may negatively impact customer retention and engagement as well as our financial results. We also offer brands and retailers tools and products, including through our Eversight business, to enable them to optimize online pricing and promotions strategies. If these solutions fail to generate improved results for brands and retailer sales, brands and retailers may choose to not use such solutions. If these solutions negatively impact consumer price perception, our brand reputation and our ability to attract and retain customers could be harmed. The increasing complexity of our pricing models and related expansion of our business may also require us to update our internal systems for invoicing retailers or brands or incur costs to remediate errors or disputes in existing invoices.Further, consumersâ€™ price sensitivity may vary by geographic location, and as we expand, our pricing methodologies may not enable us to compete effectively in these locations. In particular, if we were to continue expanding internationally, we may be required to change our pricing strategies and to adjust to different cultural norms, including with respect to consumer pricing and gratuities. While we do and will attempt to set prices based on our prior operating experience and customer, retailer, brand, and shopper feedback and engagement levels, our assessments may not be accurate or there may be errors in the technology used in our pricing, and we could be underpricing or overpricing our services. In particular, we have limited experience pricing our offerings in volatile macroeconomic environments and at the current scale, scope, and complexity of our business. As a result, our historical data and operating experience may be insufficient to adequately 74Table of Contentsinform our future pricing strategies for changing market environments. In addition, if the services on Instacart change, then we may need to revise our pricing methodologies. Changes to any components of our pricing model may, among other things, result in customer dissatisfaction, lead to a loss of customers on Instacart, and seriously harm our business.If retailers, customers, brands, shoppers, or other third parties using Instacart engage in, or are subject to, criminal, violent, inappropriate, or dangerous activity, it could have an adverse impact on our reputation, business, financial condition, and results of operations.We are not able to control or predict the actions of retailers, customers, brands, shoppers, and other third parties, either during their use of Instacart or otherwise, and we may be unable to protect or provide a safe environment for constituents on Instacart as a result of criminal, violent, inappropriate, or dangerous actions by any such parties. Such actions have historically resulted, and may in the future result, in injuries, property damage, or loss of life for retailers, customers, brands, shoppers, and other third parties, as applicable, or business interruption, brand and reputational damage, or significant liabilities for us. Certain events, including incidents of criminal behavior, episodes of civil unrest, or the imposition of curfews, may impact retailers, which in turn may impact the ability of shoppers to provide services to customers through Instacart. With respect to shoppers, although we administer certain qualification processes for shoppers on Instacart, including one or more general identification, criminal background, department of motor vehicle, and/or motor vehicle record checks on shoppers through third-party service providers prior to engagement, these qualification processes and background checks may not expose all potentially relevant information and are limited in certain jurisdictions according to national and local laws and availability of records. Moreover, our third-party service providers may fail to conduct such background checks adequately or disclose information that could be relevant to a determination of eligibility. We have in the past received, and we expect to continue to receive, complaints from retailers, customers, shoppers, and other third parties, as well as actual or threatened legal action against us related to shopper, customer, retailer, and other third party conduct.If shoppers or individuals impersonating shoppers or customers engage in criminal activity, fraud, including identity theft, use of stolen or fraudulent credit card data, misconduct, breach our terms of service, or inappropriate conduct or use Instacart as a conduit for criminal activity, or we fail to identify or detect, or experience delays in identifying or detecting such activity or events, our offerings may not be viewed as safe, reliable, or appealing, and we may receive negative press coverage as a result. Such negative public perception of our offerings or brand would adversely impact our brand, reputation, and business. We have in the past experienced, and may experience in the future, inappropriate conduct and criminal activity by certain shoppers or other bad actors, including fraudulent uses of credit cards, manipulation or falsification of data related to shopper activity, social engineering attacks to gain access to customer and shopper accounts, as well as fraudulent use of our payment card programs. This conduct has in the past involved, and may in the future involve, coordinated and complex fraud schemes that are difficult to detect and prevent. Given their complexity, such schemes have in the past persisted, and future schemes may also persist, for lengthy periods prior to detection. As a result of these fraudulent schemes, we have in the past been, and may in the future be, liable for orders facilitated on Instacart with fraudulent credit card transactions, even if the associated financial institution approved the credit card transaction. In addition, even if we are not contractually required to do so, we have historically provided retailers with business concessions for related losses in certain cases and may provide additional concessions as a result of future schemes. These retailer concessions and any liability we otherwise face from such inappropriate or fraudulent conduct negatively impact our revenue and financial results. In addition, the process for quantifying the amount of financial losses from these fraudulent schemes may be lengthy, in part due to their complexity and, in cases where the fraudulent activity occurs through systems controlled by our partners, we may be unable to remediate or prevent this activity in a timely manner or at all due to limitations in, or our ability to, interact with such systems. As a result, the impact of such schemes on our financial results may continue into future periods or have higher impacts to our financial results than we anticipate, even following their termination. Our failure to adequately detect, address, or prevent fraudulent transactions could harm our reputation or brand, result in litigation or regulatory action, result in errors in our financial statements that could result in corrections to or restatements of our historical financial statements, cause delays in the preparation and filing of our periodic reports as well as failures to meet our reporting and other obligations as a public company, and lead to expenses that could adversely affect our business, financial condition, and results of operations. If other criminal, inappropriate, or other negative incidents occur due to the conduct of retailers, customers, brands, shoppers, or other third parties, our ability to attract retailers, customers, brands, and shoppers may be harmed, and our reputation, business, and financial results could be adversely affected.Public reporting or disclosure of reported safety information, including information about safety incidents reportedly occurring on or related to Instacart, whether generated by us or third parties, such as media or regulators, may adversely impact our business and financial results.75Table of ContentsFurther, we may be subject to claims of significant liability based on traffic accidents, deaths, injuries, or other incidents that are caused by shoppers, customers, or third parties while using Instacart, or even when shoppers, customers, or third parties are not actively using Instacart. On a smaller scale, we may face litigation related to claims by shoppers for the actions of customers or third parties. We carry insurance for such incidents, including automobile liability and general liability insurance, although such policies do not cover all claims to which we are exposed and are not always adequate to indemnify us for all liability. Although shoppers are required to carry their own insurance policies, including automobile insurance, they may fail to acquire adequate coverage or any coverage at all. As a result, we may be subject to liability for incidents involving shoppers that our insurance policies may not cover or the cost of our policies may increase. These incidents may subject us to liability and negative publicity, which would increase our operating costs and adversely affect our business, financial

condition, results of operations, and future prospects. Even if these claims do not result in liability, we will incur significant costs in investigating and defending against them and may suffer reputational harm regardless of legal outcomes. As we expand into other products and offerings, this insurance risk will grow.The impact of economic conditions, public health incidents, weather events, and natural catastrophes, including the resulting effect on consumer spending, may harm our business and results of operations.Our results of operations may vary based on the impact of changes in our industry or the economy on us and retailers, consumers, brands, and shoppers. For example, the COVID-19 pandemic had a significant impact on the markets and communities in which we and retailers, consumers, brands, and shoppers operate and resulted in significant growth in demand for our offerings and our business in general over a limited time period. This growth led to significant operational disruptions, such as response delays and outages on our platform shopper shortages. While these effects have subsided, the full extent to which the COVID-19 pandemic may continue to impact our business, results of operations, and financial condition will depend on future developments that are uncertain and cannot be accurately predicted. We cannot assure you that these effects will remain reduced in the future, including due to potential new public health outbreaks. We could face further operational disruptions and incur additional expenses in connection with future public health outbreaks, including expenses associated with our health and safety protocols and processes, that could adversely affect our business and results of operations. Further, due to the size, scope, and nature of our operations, which have significantly expanded since the start of the COVID-19 pandemic, the expenses we may need to incur to protect the health and safety of shoppers and certain of our employees in the event of future public health outbreaks may be higher than similar expenses that companies in other industries may need to incur. In addition, negative conditions in the general economy both in the United States and abroad, including conditions resulting from future public health threats, the military conflict involving Russia and Ukraine, conflicts in the Middle East, and economic sanctions imposed on Russia and Belarus, bank failures, changes in gross domestic product growth, financial and credit market fluctuations, international trade relations, political turmoil, weather events, and natural catastrophes, including warfare and terrorist attacks on the United States or elsewhere, could adversely affect our liquidity and financial condition as well as demand for our offerings and the growth of our business. In particular, we generate a significant proportion of our GTV from a limited number of geographical markets. If such negative conditions disproportionally affect these markets, the demand for our offerings and the growth of our business may be more severely impacted. In addition, these events and any impact of these events on critical infrastructure in the United States and elsewhere, have the potential to disrupt our business and the business of our retail partners and brand partners, including supply chain disruptions, as well as the ability of shoppers using Instacart to complete deliveries. Such disruptions may create additional costs for us to maintain or resume operations and may also negatively affect the growth of our business.Our results of operations are impacted by the amount of disposable income that consumers have to spend on online grocery shopping. Actual or perceived risks of an economic recession and recent inflationary pressures have adversely impacted consumer disposable income and resulted in decreased customer retention and engagement. In addition, in response to adverse economic conditions or a decrease in discretionary income, consumers may opt to purchase groceries or other consumer goods themselves, instead of through Instacart, or choose to purchase groceries from bargain or other lower-cost retailers that are not on Instacart. If spending at many of the retailers in our network declines, or if a significant number of these retailers goes out of business, consumers may be less likely to use our service, which could harm our business and results of operations. Customers may also reduce their spending on Instacart due to decreases in discretionary income, leading to lower average order values, which could cause our retail partners to reduce or cease engagement with Instacart.In addition, increases in food, labor, fuel, energy, supply, and other costs have caused our retail partners to raise prices and may cause further price increases in the future. Factors such as inflation, the impact of climate change, increased food 76Table of Contentscosts, increased labor and employee benefit costs, increased rent costs, and increased energy costs may also increase retailersâ€™ operating costs. Many of the factors affecting retailersâ€™ costs are beyond the control of our retail partners. In many cases, these retailers may not be able to pass along these increased costs to consumers and, as a result, may reduce product offerings or cease operations. Additionally, if retailers continue to raise prices, customer order volume may decline. Further, increases in gas prices or other factors that increase the costs to operate motor vehicles could make it prohibitively expensive for shoppers to deliver to customers.Our workforce and operations have grown substantially in recent years, and we expect to continue expanding the scale of our operations. If we are unable to effectively manage that growth, our financial performance and future prospects will be adversely affected.In recent years, we have experienced rapid growth in the United States and Canada, with particularly rapid growth in 2020 and 2021 due to increased demand during the COVID-19 pandemic. This expansion increased the complexity of our business and has placed, and will continue to place, significant strain on our management, personnel, operations, systems, technical performance, financial resources, and internal financial control and reporting functions. We may not be able to manage our growth effectively, which could damage our reputation and negatively affect our results of operations.While the pace of our headcount expansion has slowed, we may grow our number of employees in order to meet our business plans or comply with regulatory changes. Our organizational structure will continue to evolve as we add additional retailers, customers, brands, shoppers, employees, offerings, and technologies, improve upon our product infrastructure, and as we continue to expand further domestically and internationally. Properly managing our growth will require us to continue to retain or hire, train, and manage qualified employees and staff, including engineers, operations personnel, financial and accounting staff, and sales and marketing staff, and to improve and maintain our technology. If our new hires perform poorly, if we are unsuccessful in retaining, hiring, training, managing, and integrating these new employees and staff, or if we are not successful in retaining or increasing the productivity of our existing employees and staff, our business may be harmed. Additionally, certain units of employees may decide to unionize, in which case, we would be legally compelled to enter into good faith negotiations with the union representative over a collective bargaining agreement. Such negotiations or collective bargaining agreements may negatively impact our financial performance or results of operations. Furthermore, any workforce restructuring, such as our workforce restructuring in February 2024, may result in increased attrition beyond our intended reduction, reduce employee morale, and may negatively impact employee recruiting and retention as well as our operations, our ability to grow our business, and our financial results. Properly managing our growth will require us to establish consistent policies across regions and functions, and a failure to do so could likewise harm our business. If we are unable to expand our operations, appropriately manage our headcount and retain and increase the productivity of our existing employees, or attract sufficient shoppers in an efficient manner, or if our operational technology is insufficient to reliably service customers, customer satisfaction will be adversely affected, and this may cause customers to switch to our competitorsâ€™ platforms, which would adversely affect our business, financial condition, and results of operations.Our failure to upgrade our technology or network infrastructure effectively to support our growth could result in unanticipated system disruptions, slow response times, or poor experiences for customers. To manage the growth of our operations and personnel and improve the technology that supports our business operations, as well as our financial and management systems, disclosure controls and procedures, and internal control over financial reporting, we will be required to commit substantial financial, operational, and technical resources. In particular, we will need to improve our transaction processing and reporting, operational and financial systems, procedures, and controls. Our current and planned personnel, systems, procedures, and controls may not be adequate to support our future operations. We may require additional capital and management resources to grow and mature in these areas. Such investments may also require diversion of financial resources from other projects, such as the development of Instacart and related offerings. If we are unable to manage our growth effectively, it could have a material adverse effect on our business, results of operations, and financial condition.We depend on highly skilled personnel to grow and operate our business, and if we are unable to hire, retain, and motivate our personnel, we may not be able to grow effectively.Our success and future growth depend largely upon the continued services of our management team. From time to time, there have been and may continue to be changes in our executive management team resulting from the hiring or departure of these personnel, due to voluntary termination of employment, illness, death, disability, or otherwise. For example, Nick Giovanni, our former Chief Financial Officer, resigned effective May 10, 2024, and we appointed Emily Reuter as our new Chief Financial Officer effective as of such date. Our executive officers are employed on an at-will basis, which means they may terminate their employment with us at any time. The loss of one or more of our executive 77Table of Contentsofficers, including due to a leave of absence for medical reasons or otherwise, or the failure by our executive team to effectively work together or with our employees and lead our company, could harm our business. We also are dependent on the continued service of our existing software engineers because of the complexity of our offering capabilities. We do not maintain key man life insurance with respect to any member of management or other employee.In addition, our future success will depend, in part, upon our continued ability to identify and hire skilled personnel with the skills and technical knowledge that we require, including engineering, software design and programming, marketing, sales, and other key personnel, and our business plans and growth may depend on hiring a significant number of additional employees. Such efforts will require significant time, expense, and attention as there is intense competition for such individuals, and new hires require significant training and time before they achieve full productivity, particularly in new sales segments and territories. In addition to hiring new employees, we must continue to focus on developing, motivating, and retaining our best employees, most of whom are at-will employees. If we fail to identify, recruit, and integrate strategic personnel hires, our business, financial condition, and results of operations could be adversely affected. Further, inflationary pressure may result in employee attrition to the extent our compensation does not keep up with inflation. Additionally, the failure to continue hiring new, or the loss of any significant number of our existing engineering personnel could harm our business, financial condition, and results of operations. These risks pertaining to the recruitment, retention, development, motivation, and productivity of our employees may persist or be heightened as a result of any workforce restructuring, including our workforce restructuring in February 2024, and if our workforce becomes increasingly distributed as a result of our Flex First workforce model. We may need to invest significant amounts of cash and equity to attract and retain new employees, and we may never realize returns on these investments. If we hire employees from competitors or other companies, their former employers may attempt to assert that these employees or we have breached various legal obligations, resulting in a diversion of our time and resources. In addition, prospective and existing employees often consider the value of the equity awards they receive in connection with their employment. If the perceived value of our equity awards declines or experiences significant volatility (including as valuations of companies comparable to us decline due to overall market trends, inflation, and related market effects or otherwise), or increases such that prospective employees believe there is limited upside to the value of our equity awards, it may adversely affect our ability to recruit and retain key employees or result in us granting additional equity awards, which would result in additional stock-based compensation expense and further dilution to our stockholders. If we are not able to effectively add and retain employees, our ability to achieve our strategic objectives will be adversely impacted, and our business and future growth prospects will be harmed.If we cannot maintain our company culture as we grow, our business and competitive position may be harmed.We believe our culture has been a key contributor to our success to date and that the critical nature of the offerings that we provide promotes a sense of greater purpose and fulfillment in our employees. Any failure to preserve our culture could negatively affect our ability to retain and recruit personnel, which is critical to our growth, and to effectively focus on and pursue our corporate objectives. As we grow and develop the infrastructure of a public company, we may find it difficult to maintain these important aspects of our culture. In addition, we may find it difficult to maintain our company culture if our employees elect to work remotely on an indefinite basis as permitted by our Flex First workforce model. Remote work, as well as any workforce restructuring, including our workforce restructuring in February 2024, may negatively impact employee morale and productivity and may also harm collaboration and innovation. If we fail to maintain our company culture, our business and competitive position may be harmed.We are exposed to collection and credit risks, which could impact our results of operations.Our accounts receivable are subject to collection and credit risks, which could negatively impact our results of operations and affect our liquidity and our ability to fully fund our ongoing operations. Retailers are generally obligated to pay our fees within 45 days of invoicing, and brands are generally obligated to do so within 30 to 90 days. In times of economic recession or uncertainty or as a result of any disruptive event such as uncertainty in the political and regulatory environment and financial markets or future public health outbreaks, the number of retailers or brands that default on payments owed to us may increase. In addition, our results of operations may be impacted by significant bankruptcies among retailers or brands, which could negatively impact our revenue and cash flows. We cannot assure you that our processes to monitor and mitigate these risks will be effective. If we fail to adequately assess and monitor our collection and credit risks, we could experience longer payment cycles, increased collection costs, and higher bad debt expense, and our business, financial condition, and results of operations could be harmed.78Table of ContentsThe estimates of market opportunity and forecasts of market growth in our public disclosures may prove to be inaccurate, and even if the market in which we compete achieves the forecasted growth, our business could fail to grow at a similar rate, if at all.The estimates of market opportunity and forecasts of market growth included in our public disclosures may prove to be inaccurate. Market opportunity estimates and growth forecasts are subject to significant uncertainty and are based on assumptions and estimates that may not prove to be accurate, including as a result of any of the risks described herein in this Quarterly Report on Form 10-Q. Even if the market in which we compete achieves the forecasted growth, our business could fail to grow at a similar rate, if at all.The variables that go into the calculation of our market opportunity are subject to change over time, and there is no guarantee that any particular number or percentage of addressable retailers, consumers, or brands covered by our market opportunity estimates will purchase our offerings at all or generate any particular level of revenue for us. Any expansion in our market depends on a number of factors, including the cost, performance, and perceived value associated with our offerings and those of our competitors. Accordingly, the forecasts of market growth included in our public disclosures should not be taken as indicative of our future growth.Acquisitions, strategic investments, partnerships, collaborations, commercial arrangements, or alliances could be difficult to identify, pose integration challenges, divert the attention of management, disrupt our business, dilute stockholder value, and adversely affect our business, financial condition, and results of operations.Our success will depend, in part, on our ability to expand our services and grow our business in response to changing technologies, consumer demands, and competitive pressures. In some circumstances, we may choose to expand our services and grow our business through the acquisition of complementary businesses and technologies rather than through internal development. For example, in August 2021, we acquired CaterXpress Pty. Ltd. DBA FoodStorm (â€œFoodstormâ€), which offers software for self-serve kiosks that in-store customers use to place orders for catering, prepared food, deli, and bakery items; in October 2021, we acquired SBOT Technologies Inc. DBA Caper (â€œCaperâ€), a provider of artificial intelligence-powered shopping carts and consumer checkout solutions for retailers; in August 2022, we acquired Eversight, which offers AI-powered technology to create compelling savings opportunities for customers in real-time; and in September 2022, we acquired Rosie Applications Inc. (â€œRosieâ€), which provides e-commerce storefront experiences specifically for local, independent retailers. We have also entered in the past, and will continue to seek in the future, strategic partnerships, collaborations, or commercial arrangements, or alliances with third parties, which we refer to collectively as collaborations. The identification of suitable acquisition candidates or collaborators can be difficult, time-consuming, and costly, and we may not be able to successfully complete identified acquisitions or collaborations, including as a result of regulatory inquiries or actions by antitrust authorities. In particular, our proposed or completed acquisitions or collaborations may be subject to investigations or enforcement actions by antitrust regulatory bodies in the countries in which we operate, such as the Department of Justice and the Federal Trade Commission (â€œFTCâ€), which have recently increased their scrutiny of merger or collaboration activity, particularly in the technology sector. In addition, once we have completed an acquisition, we may not be able to successfully integrate the acquired business.Certain of our collaborations also are, and may in the future be, with third parties that are well-capitalized and have significant size, scale, geographic, and other advantages. As a result, certain of the terms in such arrangements may be less favorable to us. We will also have limited control over the amount and timing of resources that our collaborators dedicate to our arrangements. These arrangements may not lead to the business, growth, and financial outcomes that we expect, may raise new compliance-related obligations and challenges, and may also result in significantly higher costs for us or other negative impacts or impediments to our business, operations, regulatory posture, or strategy, which we may not anticipate or currently project, that result in a material adverse effect to our business, financial condition, and results of operations. In particular, these collaborations may span multiple years, include significant fees, and often require significant upfront costs. As a result, we may not be able to accurately assess the success of these collaborations for several periods and only after we have made substantial investments and expenditures. If any collaboration results in future material adverse effects to our business, financial condition, and results of operations, we may not be able to terminate such collaboration on a timely or cost-effective basis. Certain of these third parties, such as retailers and brands, also engage with our business in other aspects, and any disagreements or disputes in connection with collaborations may result in the loss of these third parties as customers or partners in other areas of our business. We have issued in the past, and may in the future issue, new equity or equity-linked securities to partners, which dilute our existing stockholders and may include affirmative or restrictive covenants as well as redemption or repurchase provisions.79Table of ContentsThe risks we face in connection with acquisitions, strategic partnerships, or collaborations include:â€¢negative impacts to our financial results as a result of incurring charges or fees or assuming substantial debt or other liabilities, adverse tax consequences or unfavorable accounting treatment, exposure to claims and disputes by stockholders and third parties, including

intellectual property claims and disputes, failing to generate sufficient financial return to offset additional costs and expenses related to the acquisition, partnership, or collaboration, or even significant negative impacts to our business, financial condition, and results of operations;â€¢regulatory inquiries or actions, including changes to applicable regulatory frameworks and/or remedies imposed by antitrust authorities such as divestitures, ownership or operational restrictions, or other structural or behavioral remedies, either as a condition to or following the completion of a transaction;â€¢difficulties or unforeseen expenditures in integrating the business, offerings, technologies, personnel, or operations of any company that we acquire or with which we collaborate, particularly if key personnel of an acquired company decide not to work for us, which may result in delays in integration or realization of anticipated synergies or other benefits and/or impede our ability to incorporate their results or contributions in our reported metrics;â€¢disruptions to our ongoing business, diversion of resources, increases to our expenses, and distraction of our management;â€¢potential delays or reductions of customer purchases for both us and the company we acquire or with which we collaborate due to customer uncertainty about continuity and effectiveness of service from either company or negative reputational impacts;â€¢potential for strategic partners or collaborators to establish or strengthen relationships with current or future retailers and customers, or other parties with whom we have relationships, which could limit our ability to promote our offerings to those parties and reduce our number of customers;â€¢difficulties in, or inability to, successfully sell any acquired products;â€¢our use of cash to pay for an acquisition limiting other potential uses of our cash;Â Â Â Â Â â€¢if we incur debt to fund an acquisition, such debt may subject us to material restrictions on our ability to conduct our business, as well as financial maintenance covenants; andâ€¢if we issue a significant amount of equity or equity-linked securities in connection with future acquisitions, strategic partnerships, or collaborations, existing stockholders will be diluted and earnings per share may decrease, and we may face unfavorable tax treatment with respect to such securities.The occurrence of any of these foregoing risks could adversely affect our business, financial condition, and results of operations and expose us to unknown risks or liabilities. We track certain operational metrics with internal systems and tools and do not independently verify such metrics. Certain of our operational metrics are subject to inherent challenges in measurement, and any real or perceived inaccuracies in such metrics may adversely affect our business and reputation.We track certain operational metrics, including customer, retailer, brand, and shopper counts and key business metrics such as orders and GTV, with internal systems and tools that are not independently verified by any third party and which may differ from estimates or similar metrics published by third parties due to differences in sources, methodologies, or the assumptions on which we rely. Our internal systems and tools have a number of limitations, and our methodologies for tracking these metrics or how we define such metrics may change over time, which could result in unexpected changes to our metrics, including the metrics we publicly disclose. If the internal systems and tools we use to track these metrics undercount or overcount performance or contain algorithmic or other technical errors, the data we report may not be accurate. While these numbers are based on what we believe to be reasonable estimates of our metrics as of or for the applicable period of measurement, there are inherent challenges in these measurements. We have also refined and may further refine in the future our methodology for tracking certain operational metrics from time to time, to the extent practicable, including to improve overall accuracy, as a result of business updates, and to align with managementâ€™s view of business and operating performance. Any of these updates may result in changes in certain business and operating trends and may impact comparability of these metrics across periods. Further, the accuracy of our operating metrics could be impacted by fraudulent users of Instacart. As a result, our expectations of future trends may not be accurate or may be overstated. In addition, limitations or errors with respect to how we measure data or with respect to the data that we measure may affect our understanding of certain details of our business, which could affect our long-term strategies. If our 80Table of Contentsoperating metrics are not accurate representations of our business, if investors do not perceive our operating metrics to be accurate, or if we discover material inaccuracies with respect to these figures, our business, reputation, financial condition, and results of operations could be adversely affected.We may require additional capital to support the growth of our business, and this capital might not be available on acceptable terms, if at all.We have funded our operations since our founding primarily through equity financings and cash generated from our operations. We cannot be certain if our operations will continue generating sufficient cash to fully fund our ongoing operations or the growth of our business. We intend to continue to make investments to support the development of our offerings and will require additional funds for such development. We may need additional funding for marketing expenses and to develop and expand sales resources, develop new features, or enhance our offerings, improve our operating infrastructure, or acquire complementary businesses and technologies. Accordingly, we might need or may want to engage in future equity or debt financings to secure additional funds. Additional financing may not be available on terms favorable to us, if at all. If adequate funds are not available on acceptable terms, we may be unable to invest in future growth opportunities, which could harm our business, financial condition, and results of operations. In particular, macroeconomic factors, including interest rate increases, and bank failures have caused disruption in the credit and financial markets in the United States and worldwide, which may reduce our ability to access capital and negatively affect our liquidity in the future. If we are unable to obtain adequate financing or financing on terms satisfactory to us, our ability to develop our offerings, support our business growth, and respond to business challenges could be significantly impaired, and our business may be adversely affected.If we incur debt, the debt holders would have rights senior to holders of common stock to make claims on our assets, and any debt financing we secure may have higher interest rates and could restrict our operations, including our ability to pay dividends on our common stock. Furthermore, if we issue additional equity securities, stockholders will experience dilution, and the new equity securities could have rights senior to those of our common stock. Because our decision to issue securities in the future will depend on numerous considerations, including factors beyond our control, we cannot predict or estimate the amount, timing, or nature of any future issuances of debt or equity securities. As a result, our stockholders bear the risk of future issuances of debt or equity securities reducing the value of our common stock and diluting their interests.Risks Related to Our Legal and Regulatory EnvironmentIf the contractor status of shoppers who use Instacart is successfully challenged, or if additional requirements are placed on our engagement of independent contractors, we may face adverse business, financial, tax, legal, and other consequences.We are involved in multiple individual and class-action lawsuits and government actions that claim that shoppers should be classified as employees rather than as independent contractors. See the section titled â€œLegal Proceedingsâ€”Independent Contractor Classification Mattersâ€ for more information. We have incurred, and we expect to continue to incur, significant costs and legal fees in defending the status of shoppers as independent contractors. In particular, we have been and may continue to be subject to administrative audits with various state and local enforcement agencies, including audits related to shopper classification, state statute and local ordinance requirements, and unemployment insurance and workersâ€™ compensation contributions. Although we believe that we comply with applicable legal requirements and that shoppers are properly classified as independent contractors, we may be required to make significant payments, including through settlements, penalties, and interest as a result of these audits. A judgment, settlement, or order issued by a court or governmental body or otherwise in connection with any judicial, administrative, or legal proceeding that results in us being prohibited from continuing to use independent-contractor shoppers in the manner we currently do, may, among other things:â€¢require us to adopt novel or different delivery fulfillment strategies or introduce new shopper tasks that result in increased risk of litigation against our existing business model, or may increase risk of adverse determinations in our ongoing actions and proceedings;â€¢significantly increase our costs to serve customers due to potential changes in our business model and fulfillment strategies that would be required;â€¢impair or prevent the fulfillment of customer orders, cause disruption of service to customers, or cause a reduction in fulfillment options for customers; 81Table of Contentsâ€¢impair our ability to innovate upon and expand our offerings, pursue new business verticals, or innovate on our operational strategies;â€¢create challenges in recruiting and retaining adequate shopper supply due to potential necessary changes including restricting the flexibility of shoppers by instituting minimum, maximum, or set hours of work, or designated locations for work, or controlling costs in other ways (such as limiting shopper access to Instacart or shopper incentives or eliminating tips), which could result in disruption to service and harm our business; â€¢incur significant expenses, which may be due to costs associated with existing employment-related laws, such as wage and hour laws, including minimum wage and overtime, liability for and withholding of employment taxes, and employee benefits, including medical insurance, workers compensation coverage, among others, as well as other related liabilities;â€¢lead us to increase customer fees or charges as a result of the increased costs resulting from shoppers being classified as employees or alternative fulfillment strategies we may implement, which may lead to customer dissatisfaction with such increased fees, which could result in significant decreases in orders, GTV, and revenue; â€¢expose us to significant retroactive liability, such as liability for meal breaks, overtime premiums, and statutory penalties;â€¢lead us to take additional actions that we determine are in the best interests of our business, customers, partners, and growth strategy, including potential cessation of operations in certain service areas; â€¢lead to significant operational disruptions and challenges that we do not have experience managing; andâ€¢result in losses in excess of the accrued amounts in our reserve balances.The impact of one or more of the foregoing would cause our results of operations to vary significantly and would materially impair our growth prospects, business, financial condition, and results of our operations and specifically impact our current financial statement presentation including revenue and cost of revenue.Further, the state of the law regarding independent contractor status varies from jurisdiction to jurisdiction and among governmental agencies and is subject to change based on court decisions and regulation. For example, on April 30, 2018, in its decision in Dynamex Operations West, Inc. v. L.A. Superior Court (â€œDynamexâ€), the California Supreme Court adopted a new standard, referred to as the â€œABCâ€ test, for determining whether a company â€œemploysâ€ or is the â€œemployerâ€ for purposes of the California Wage Orders. The Dynamex decision altered the analysis of whether an individual has been properly classified as an independent contractor in California, making it more difficult to properly classify a worker as such. The California legislature subsequently codified the â€œABCâ€ test in the Dynamex decision as the default standard for independent contractor misclassification. On December 16, 2020, the California state ballot initiative, Proposition 22, which provides a framework that offers legal certainty regarding the status of independent workers offering delivery services and protects worker flexibility, the quality of on-demand work, and access to benefits for those who qualify, among other things, became effective. Although the constitutionality of Proposition 22 was subsequently challenged, on July 25, 2024, the California Supreme Court upheld Proposition 22 as constitutional. As a result, we expect Proposition 22 to provide more legal certainty over the status of independent workers offering delivery services in California. However, there may continue to be legal challenges, or legislative or other attempts to amend or otherwise invalidate the benefits, protections or the independent worker status provided by Proposition 22. Additionally, even though Proposition 22 was determined to be enforceable, we may still face allegations that certain of our business practices do not satisfy all the elements of Proposition 22. Further, Proposition 22 entitles shoppers in California to certain new pay standards and benefits, and imposes certain requirements, which increases costs for us in California, where a large number of shoppers who use Instacart are located. While we believe we properly provide all requisite pay standards and benefits under Proposition 22, we may nonetheless face various claims involving disputes over such pay standards and benefits.We expect continuing challenges to the independent contractor classification of shoppers who use Instacart, or the imposition of additional requirements on the use of contractors. If legislation, regulations, or judicial decisions regarding contractors change adversely, including any changes similar to the Dynamex decision or California legislation, it would increase the already existing risk that shoppers who use Instacart could be construed as employees or increase costs through additional requirements imposed on the use of contractors, and would therefore significantly negatively impact our ability to contract with independent contractors for order fulfillment in those jurisdictions and result in one or more of the impacts described in the first paragraph of this risk factor, which would adversely affect our business, financial condition, and results of operations.82Table of ContentsAdverse litigation judgments or settlements resulting from legal proceedings in which we are or may be involved could expose us to monetary damages or limit our ability to operate our business.We have in the past been, are currently, and may in the future become, involved in claims, lawsuits, arbitration proceedings, administrative actions, government investigations, and other legal and regulatory proceedings. We are subject to investigations and legal proceedings relating to various matters including whether we fulfilled our contractual obligations to or improperly withheld pay or tips from shoppers, whether we adequately protected the publicâ€™s or shoppersâ€™ health and safety, whether we properly provide protected leave, whether we properly paid sales tax, whether we properly implemented our service fees, whether we improperly conduct background checks of shoppers, and whether we are responsible for injury resulting from alleged shopper actions or negligence. We are also subject to investigations and legal proceedings involving bodily injury and property damage, labor and employment, anti-discrimination claims, commercial and contract disputes, unfair competition, consumer protection regulations, including fees and pricing and related disclosures and automatic renewal laws, intellectual property, transactions involving our securities, privacy, data security, and data protection, environmental laws and regulations, health and safety, weights and measures, compliance with regulatory requirements, and other matters. For example, we are currently subject to a securities class action lawsuit in federal court alleging federal securities law violations in connection with our IPO. See the section titled â€œLegal Proceedingsâ€ for more information. The results of any such litigation, investigations, and legal proceedings are inherently unpredictable and expensive. The frequency of such claims could increase in proportion to the number of retailers, customers, brands, and shoppers that use Instacart. Any claims against us, whether meritorious or not, could be costly and harmful to our reputation, and could require significant amounts of management time and corporate resources. If any of these legal proceedings were to be determined adversely to us, or we enter into a settlement arrangement, which we have done in the past, we could be exposed to monetary damages or be forced to change the way in which we operate our business or remove valuable features or content from our platform, which could have an adverse effect on our business, financial condition, and results of operations.Moreover, we cannot be certain that our insurance coverage will be adequate for any claims or liabilities against us, that insurance will continue to be available to us on commercially reasonable terms or at all, or that any insurer will not deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have an adverse effect on our reputation, brand, business, financial condition, and results of operations.We also face potential liability and expense for claims relating to the information that we publish on our mobile apps or website, including claims for trademark and copyright infringement, false advertising, consumer protection, defamation, libel, and negligence, among others.In addition, we regularly include arbitration provisions in our terms of service with customers and shoppers. These provisions are intended to streamline the litigation process for all parties involved, as arbitration can in some cases be faster and less costly than litigating disputes in state or federal court. However, arbitration may become more costly for us, or the volume of arbitrations may increase and become burdensome. Further, the use of arbitration provisions may subject us to certain risks to our reputation and brand, as these provisions have been the subject of increasing public scrutiny. To minimize these risks, we may voluntarily limit our use of arbitration provisions, or we may be required to do so, in any legal or regulatory proceeding, either of which could increase our litigation costs and exposure in respect of such proceedings.Further, with the potential for conflicting rules, new or upcoming rules or changes in the interpretation of such rules regarding the scope and enforceability of arbitration on a state-by-state basis, conflicting rules between state and federal law, some or all of our arbitration provisions could be subject to challenge or may need to be to exempt certain categories of protection. For example, some plaintiffsâ€™ attorneys have argued that certain shoppers are workers â€œin interstate commerceâ€ and are thus exempt from the Federal Arbitration Act, and it remains possible that a court could find our agreements unenforceable against those shoppers. If our arbitration agreements were found to be unenforceable, in whole or in part, or specific claims were required to be exempted from arbitration, we could experience an increase in our litigation costs and the time involved in resolving such disputes, and we could face increased exposure to potentially costly lawsuits, each of which could adversely affect our business, financial condition, and results of operations.83Table of ContentsOur business is subject to various laws and regulations, which may change or increase over time and subject us to increased compliance costs and liabilities.Our business is subject to changing laws, rules, and regulations, including, without limitation, federal, state, and local laws, and in the future, country specific laws, governing the internet, e-commerce, and hardware devices, including electronic payments, privacy, data security, data protection, the use of AIML technologies, pay and fee transparency, health information privacy and security, consumer protection, marketing and advertising, gift cards, health and safety, food and product safety, product labeling and traceability, import and export, zoning and permitting, hardware device certification, sustainability, environmental, tax, insurance, employment, weights and measures, alcohol and other age-restricted products, and worker classification and compensation. Some of these laws were adopted prior to the advent of the internet and mobile and related technologies and, as a result, do not contemplate or address the unique issues of the internet and related technologies. New laws and regulations have been and may continue to be adopted, implemented, or interpreted to apply to us, and existing laws and regulations that we currently comply with and operate under may be interpreted differently in the future, including as a result of changes to our business. Some of these laws and regulations will, or may in the future, require us to change our business and operations or pricing, which may be costly and harm our customer retention and engagement as well as our results of operations. Recent financial, political, and other events may increase the level of regulatory scrutiny on larger companies, technology companies in general, and in particular, companies in the â€œgig economyâ€ that rely on the services of independent contractors.Regulatory agencies may enact new laws or promulgate new regulations that are

adverse to our business, or they may view matters or interpret laws and regulations differently than they have in the past or in a manner adverse to our business. Additionally, in response to public health threats, such as COVID-19, governments and regulatory agencies passed and may in the future pass new laws, ordinances, and regulations, often with little notice or opportunity for public comment, that impact our business. Such changes and other legal and regulatory uncertainties may adversely affect our business, financial condition, and results of operations, in particular if such changes and uncertainties occur in markets where we generate relatively larger portions of our GTV.The cost of compliance with the evolving and ever-changing legal and regulatory environment may be significant and have required us to modify our business and operations or pricing. Our failure to comply with existing or future laws, rules, and regulations could subject us to litigation, audits, investigations, disputes, or other legal proceedings that could result in fines, civil liability, mandatory injunctions that change how we operate, or cessation of operations. As our business matures and we expand geographically and into different retail categories or use cases, we may become subject to new laws and regulations in new jurisdictions. It is difficult to predict how existing and future laws will be applied to our business as it exists today and may exist in the future.We face potential liability, expenses for legal claims, and harm to our business based on the nature of our business and the content on Instacart.We face potential liability, expenses for legal claims or appeasement credits or refunds, and harm to our reputation and business relating to the nature of on-demand delivery of food and other consumer goods, including potential claims related to food offerings, delivery, and quality. For example, third parties have asserted, and in the future could assert, legal claims against us in connection with personal injuries related to food poisoning, tampering, or accidents caused by our retail partners or shoppers while making a delivery to customers, defective products, or the sale, advertising, marketing, or consumption of alcoholic beverages, tobacco, or other regulated products by our retail partners to underage customers. Our new or planned future offering enhancements may also subject us to new or unforeseen risks relating to on-demand food and consumer goods delivery. For example, we have added health attribute information, such as identifying products on Instacart as gluten- or dairy-free, and need to rely on third parties for the accuracy of such information. Erroneous reporting or omission, whether or not in our control, may result in claims against us alleging personal injuries, false advertising, and related legal claims, as well as harm to our brand and reputation.Reports, whether true or not, of food-borne illnesses (such as caused by E. Coli, Norovirus, Hepatitis A, Campylobacter, Listeria, or Salmonella) and injuries caused by food tampering have severely injured the reputations of participants in the food business and could do so in the future as well. Further, if any such report were to affect one or more of the retailers or shoppers on Instacart, it could reduce customer confidence in and use of our offerings. The potential for acts of terrorism on food supply also exists, and if such an event occurs, it could harm our business and results of operations.84Table of ContentsIn addition, we have in the past and may in the future also be subject to direct or indirect claims as a result of our relationships with, and services provided to, retailers, such as claims involving retailersâ€™ pricing on Instacart, infringement of intellectual property, California Proposition 65, product liability, and the Americans with Disabilities Act, among others.We are subject to rapidly changing and increasingly stringent laws, regulations, industry standards, contractual obligations, policies and other obligations relating to privacy, data security, and data protection. The obligations, restrictions, and costs imposed by these laws, or our actual or perceived failure to comply with them, could subject us to adverse business consequences and other liabilities that adversely affect our business, operations, and financial performance.As part of our normal business activities, we collect, use, store, share, transmit, and otherwise process sensitive, proprietary, and confidential information, including personal information of retailers, customers, brands, shoppers, employees, and others. These activities are regulated by a variety of federal, state, local, and foreign privacy, data security, and data protection laws, regulations, and industry standards, which have become increasingly stringent in recent years. In addition, existing laws and regulations are complex and constantly evolving, and new laws and regulations that apply to our business are being introduced at every level of government in the United States, as well as internationally which could further restrict certain uses of the personal information of retailers, customers, brands, shoppers, employees, and others. As we seek to expand our business, we are, and may increasingly become, subject to various laws, regulations, and standards, and may be subject to contractual obligations, industry standards, codes of conduct, and regulatory guidance relating to privacy, data security, and data protection in the jurisdictions in which we operate. Our efforts to comply with such obligations may not be successful.In the United States, there are numerous federal and state privacy and data security laws, rules, and regulations governing the collection, use, storage, sharing, transmission, and other processing of personal information, including federal and state privacy laws, data security laws, data breach notification laws, consumer protection laws, and other similar laws (e.g., wiretapping laws). For example, the FTC, and many state attorneys general are interpreting federal and state consumer protection laws to impose standards for the online collection, use, dissemination, and security of personal information. Such standards require us to publish statements that describe how we handle personal information, and the choices individuals may have about the way we handle their personal information. If such statements that we publish are considered deficient, lacking in transparency, deceptive, unfair, misrepresentative, untrue, or inaccurate, we may be subject to government claims of unfair or deceptive trade practices, which could lead to significant liabilities and consequences. Moreover, according to the FTC, violating consumersâ€™ privacy rights or failing to take appropriate steps to keep consumersâ€™ personal information secure may constitute unfair acts or practices in or affecting commerce in violation of Section 5(a) of the Federal Trade Commission Act. State consumer protection laws provide similar causes of action for unfair or deceptive practices. Furthermore, some states have passed specific laws mandating reasonable security measures for the handling of consumer personal information. Additionally, under various privacy laws and other obligations, we may be required to obtain certain consents to process personal data. Our inability or failure to do so could result in adverse consequences. Further, privacy advocates and industry groups have regularly proposed and sometimes approved, and may propose and approve in the future, self-regulatory standards with which we must legally comply or that contractually apply to us.In addition, many state legislatures have adopted legislation that regulates how businesses operate online, including measures relating to privacy, data security, and data breaches. For example, the CCPA gives California residents expanded rights related to their personal information, including the right to access and delete their personal information, and receive detailed information about how their personal information is used and shared. The CCPA also creates restrictions on â€œsalesâ€ of personal information and the use of personal information for cross-context behavioral advertising that allow California residents to opt-out of certain sharing of their personal information and may restrict the use of cookies and similar technologies for advertising purposes. Our marketing programs and our Instacart Ads offerings rely on these technologies and could be adversely affected by the CCPAâ€™s restrictions. The CCPA prohibits discrimination against individuals who exercise their privacy rights, provides for civil penalties for violations, and creates a private right of action for certain data breaches. Additionally, the California Privacy Rights Act (â€œCPRAâ€), expands the CCPAâ€™s requirements, including by adding a new right for individuals to correct their personal information and establishing a new regulatory agency to implement and enforce the law. The CPRA also restricts the use of certain categories of sensitive personal information that we handle; further restricts the use of cross-context behavioral advertising techniques on which our marketing programs and Instacart Ads offerings rely; establishes restrictions on the retention of personal information; and expands the types of data breaches subject to the private right of action. Certain states have also recently passed comprehensive privacy laws that took effect or will take effect in the near future. These new general privacy laws create restrictions on our business that are similar to the CPRA, including restrictions on â€œsalesâ€ of personal information and 85Table of Contentscross-context behavioral advertising. These privacy-related laws and regulations are evolving and subject to interpretation, and the resulting limitations on our advertising services has in the past adversely affected and may in the future adversely affect our marketing initiatives and Instacart Ads offerings. Similar laws are being considered in other states and at the federal level, reflecting a trend toward more stringent privacy legislation in the United States, and we expect additional investment in compliance to be required. The enactment of such laws could have potentially conflicting requirements that would make compliance challenging and expose us to additional liability.We are also subject to certain health information privacy and security laws. A number of state legislatures have adopted legislation that regulates how businesses may use consumersâ€™ health data. For example, the Washington My Health My Data Act creates restrictions on the use of consumer health data for purposes such as marketing and advertising. As a result, our marketing initiatives, Instacart Ads and Instacart Health offerings could be further limited and we have incurred and expect to continue incurring additional compliance expenses. We are also subject to additional health information privacy and security laws as a result of the limited amount of health information that we receive in connection with the prescription delivery services that we provide on behalf of pharmacy retailers. These laws and regulations include HIPAA, which establishes privacy, security, and breach notification standards for protected health information processed by health plans, healthcare clearinghouses, and certain healthcare providers, collectively referred to as covered entities, and the business associates with whom such covered entities contract for services, as well as their covered subcontractors. We are regulated as a â€œbusiness associateâ€ of certain covered entity pharmacy retailers and must comply with HIPAA as applicable to business associates. We maintain a HIPAA compliance program, but it is not always possible to identify and deter misuse by our employees and other third parties, and the precautions we take to detect and prevent noncompliance may not be effective in preventing all misuse, breaches, or violations. Violations of HIPAA may result in significant administrative, civil, and criminal penalties. State attorneys general also have the right to prosecute HIPAA violations committed against residents of their states. While HIPAA does not create a private right of action that would allow individuals to sue in civil court for a HIPAA violation, its standards have been used as the basis for the duty of care in state civil suits, such as those for negligence or recklessness in misusing personal information. Many states in which we operate and in which our customers reside also have laws that protect the privacy and security of health information, many of which differ from each other in significant ways and often are not preempted by HIPAA, thus complicating compliance efforts. Failure to comply with such state laws may also subject us to significant penalties. As we expand our Instacart Health offering, we anticipate that the risk associated with HIPAA compliance will increase and that we may be required to make significant investments in order to build compliant product offerings in the health space. Some U.S. states and the FTC have also adopted privacy laws or issued guidance limiting the collection and use of certain health information that may extend to our customersâ€™ interactions with certain over-the-counter health products. In addition, some laws may require us to notify governmental authorities and/or affected individuals of data breaches involving certain personal information or other unauthorized or inadvertent access to or disclosure of such information. We have had to in the past, and may in the future need to, notify governmental authorities and affected individuals with respect to such incidents. For example, laws in all 50 U.S. states may require businesses to provide notice to consumers if a data breach results in unauthorized access to their personal information. These laws are not consistent with each other, and compliance in the event of a widespread data breach may be difficult and costly. We also may be contractually required to notify consumers or other counterparties of a security incident, including a reasonably suspected or actual security incident or breach. Regardless of our contractual protections, any actual or perceived security incident or breach, or breach of our contractual obligations, could harm our reputation and brand, expose us to potential liability or require us to expend significant resources on data security and in responding to any such actual or perceived breach.Federal, state, and local privacy and consumer protection laws also govern specific technologies that we employ. For example, the Telephone Consumer Protection Act (â€œTCPAâ€), imposes significant restrictions on sending text messages or making telephone calls to mobile telephone numbers without the prior consent of the person being contacted. We also use identity verification technologies that may subject us to state and local biometric privacy laws. For example, the Illinois Biometric Information Privacy Act (â€œBIPAâ€), regulates the collection, use, safeguarding, and storage of biometric information. The TCPA and BIPA provide for substantial penalties and statutory damages and have generated significant class action activity. The cost of litigating and settling claims that we have violated the TCPA, BIPA, or similar laws could be significant.Foreign privacy laws are also undergoing a period of rapid change, have become more stringent in recent years, and may increase the costs and complexity of offering our offerings in new geographies. In Canada, where we operate, the Personal Information Protection and Electronic Documents Act (â€œPIPEDAâ€), and various provincial laws require that companies give detailed privacy notices to consumers, obtain consent to use personal information, with limited exceptions, allow individuals to access and correct their personal information, and report certain data breaches. In addition, Canadaâ€™s 86Table of ContentsAnti-Spam Legislation (â€œCASLâ€), prohibits email marketing without the recipientâ€™s consent, with limited exceptions. Failure to comply with PIPEDA, CASL, or provincial privacy or data protection laws could result in significant fines and penalties or possible damage awards. The Canadian province of Quebec also passed a comprehensive privacy law that grants individuals extensive rights with respect to their personal information, including the right to consent to certain marketing and advertising practices. In addition, certain of our subsidiaries have immaterial operations in China, Australia, and Mexico and are subject to, respectively, Chinaâ€™s Personal Information Protection Law, Australiaâ€™s Privacy Act 1988 and Spam Act 2003, and Mexicoâ€™s Federal Law for the Protection of Personal Data Held by Private Parties. These laws impose a number of requirements on our processing of personal information and direct marketing activities that may increase our compliance costs and risk of facing regulatory enforcement action.Certain of our subsidiaries are subject to the United Kingdom General Data Protection Regulation (â€œUK GDPRâ€) and to the European Unionâ€™s General Data Protection Regulation (â€œGDPRâ€). Future expansion of our business, operations, or service offerings to the European Economic Area (â€œEEAâ€), will increase our exposure to data protection laws in the region, including the GDPR. The GDPR and UK GDPR impose strict requirements for processing personal data of individuals, give individuals extensive rights with respect to their personal data, and carry penalties for violations of up to the greater of EUR 20 million or 4% of total global annual turnover in the European Union, and up to the greater of GBP 17.5 million or 4% total global annual turnover in the United Kingdom. Companies that violate the GDPR or UK GDPR may also face prohibitions on data processing and other corrective action, as well as private litigation brought by classes of data subjects or consumer protection organizations authorized at law to represent their interests.Europe, the United Kingdom, and other jurisdictions have enacted laws requiring data to be localized or limiting the transfer of personal data to other countries. In particular, the EEA and the United Kingdom have significantly restricted the transfer of personal data to the United States and other countries whose privacy laws they believe are inadequate. Other jurisdictions may adopt similarly stringent interpretations of their data localization and cross-border data transfer laws. Although there are currently various mechanisms that may be used to transfer personal data from the EEA and United Kingdom to the United States in compliance with law, such as the EEAâ€™s and UKâ€™s standard contractual clauses, certain of these mechanisms are subject to legal challenges, and there is no assurance that we can satisfy or rely on these measures to lawfully transfer personal data to the United States. If there is no lawful manner for us to transfer personal data from the EEA, the United Kingdom, or other jurisdictions to the United States, or if the requirements for a legally-compliant transfer are too onerous, we could face significant adverse consequences, including the interruption or degradation of our operations, the need to relocate part of or all of our business or data processing activities to other jurisdictions at significant expense, increased exposure to regulatory actions, substantial fines and penalties, injunctions against our processing or transferring personal data necessary to operate our business, the inability to transfer data and work with partners, vendors and other third parties, and our ability to expand our business to the EEA, United Kingdom, or other countries with similar cross-border data transfer restrictions may be limited. Additionally, companies that transfer personal data out of the EEA and United Kingdom to other jurisdictions, particularly to the United States, are subject to increased scrutiny from regulators, individual litigants, and activist groups. Some European regulators have ordered certain companies to suspend or permanently cease certain transfers out of Europe for allegedly violating the GDPRâ€™s cross-border data transfer limitations.We also publish privacy policies and other statements regarding data privacy and security. If these policies or statements are found to be deficient, lacking in transparency, deceptive, unfair, or misrepresentative of our practices, we may be subject to investigation, enforcement actions by regulators, or other adverse consequences.Other data protection laws in the EEA and the United Kingdom, such as those implementing the ePrivacy Directive, restrict the use of cookies and similar technologies on which our website, mobile app, and Instacart Ads offerings rely, including to facilitate online behavioral advertising. Regulators are increasingly focused on compliance with requirements in the online behavioral advertising ecosystem, and current national laws implementing the ePrivacy Directive are likely to be replaced in the European Union by a regulation known as the ePrivacy Regulation, which will significantly increase fines for non-compliance to GDPR-level fines. Other countries outside of Europe increasingly emulate European data protection laws. As a result, operating our business or offering our services in Europe or other countries with similar data protection laws would subject us to substantial compliance costs and potential liability and may require changes to the ways we collect and use personal information. Governments and regulators in certain jurisdictions, including Europe, are increasingly seeking to regulate the use, transfer, and other processing of non-personal information (for example, under the European Unionâ€™s Data Act), an area which has typically been the subject of very limited or no specific regulation. This means that, if and to the extent such regulations are relevant to our operations or those of our customers, certain of the risks and considerations outlined above may apply equally to our processing of both personal and non-personal data.87Table of ContentsIn addition, major technology platforms on which we rely, privacy advocates, and industry groups have regularly proposed, and may propose in the future, platform requirements or self-regulatory standards by which we are legally or contractually bound. If we fail to comply with these contractual obligations or standards, we may lose access to technology platforms on which we rely and face substantial regulatory enforcement, liability, and fines. For example, Apple requires mobile applications using its operating system, iOS, to

affirmatively (on an opt-in basis) obtain an end userâ€™s permission to â€œtrack them across apps or websites owned by other companiesâ€ or access their deviceâ€™s advertising identifier for advertising and advertising measurement purposes. Other technology platforms are considering similar restrictions. Such restrictions could limit the efficacy of our marketing activities and our Instacart Ads offerings. In addition to existing privacy-related laws, platform requirements, and binding self-regulatory standards, certain legislative proposals and draft regulations seek to further regulate targeted advertising activities, and regulators are increasingly scrutinizing the use of online tracking tools and compliance with requirements related to the online behavioral advertising ecosystem. As a result, we may be required to develop alternative solutions to support our marketing initiatives and/or change the way we deliver our Instacart Ads offerings. In addition, consumer resistance to the collection and sharing of the data used to deliver targeted advertising, increased visibility of consent or â€œdo not trackâ€ mechanisms (such as browser signals from the Global Privacy Control) as a result of regulatory or legal developments, the adoption by consumers of browser settings or â€œad-blockingâ€ software, and the development and deployment of new technologies could materially impact our ability to collect and use data or reduce our ability to deliver relevant promotions or media, which could materially impair the results of our operations.Further, our business relies significantly on our ability to accept credit or debit card payments, including payments made using our co-branded credit card. Such payments are subject to the Payment Card Industry (â€œPCIâ€), Data Security Standard, which is a multifaceted security standard that is designed to protect credit card account data as mandated by payment card industry entities. We rely on vendors to handle PCI matters and to ensure PCI compliance. Despite our compliance efforts, we may become subject to claims that we have violated the PCI Data Security Standard, based on past, present, and future business practices. In addition, payment card networks may adopt changes to the PCI Data Security Standard, or change their interpretations of such rules in a way that we or our processors might find it difficult or even impossible to follow, or costly to implement. If we violate the PCI Data Security Standard or other applicable rules, we may incur fines or restrictions on our ability to accept payment cards or suffer reputational harm, all of which could have an adverse impact on our business.Despite our efforts, we may not be successful in achieving compliance with the rapidly evolving privacy, data security, and data protection requirements discussed above. Any actual or perceived non-compliance, by us or the third parties upon whom we rely, could result in litigation and proceedings against us by governmental entities, customers, or others, expenditure of time and resources to defend any claim or inquiry, fines and civil or criminal penalties, limited ability or inability to operate our business, offer services, or market our offerings in certain jurisdictions, negative publicity and harm to our brand and reputation, reduced overall demand for our offerings, or substantial changes to our business model or operations. Such occurrences could adversely affect our business, financial condition, and results of operations. Our insurance program for corporate risks, including general liability, workersâ€™ compensation, property, cyber liability, and director and officersâ€™ liability, may not cover all potential claims to which we are exposed and may not be adequate to indemnify us for the full extent of our potential liabilities.Our business could be adversely impacted by changes in the internet and mobile device accessibility of users. Companies and governmental agencies may restrict access to Instacart, our mobile apps, website, app stores, or the internet generally, which could negatively impact our operations.Our business depends on customers and shoppers accessing Instacart via a mobile device or, with respect to customers, a personal computer, and the internet. We may operate in jurisdictions that provide limited internet connectivity, particularly if we expand internationally. Internet access and access to a mobile device or personal computer are frequently provided by companies with significant market power that could take actions that degrade, disrupt, or increase the cost of consumersâ€™ ability to access Instacart. In addition, the internet infrastructure that we and users of our offerings rely on in any particular geographic area may be unable to support the demands placed upon it and could interfere with the speed, quality, and availability of Instacart. Any such failure in internet or mobile device or computer accessibility, even for a short period of time, could adversely affect our results of operations.Governmental agencies in any of the countries in which we or our customers are located could block access to or require a license for Instacart, our mobile apps, website, or the internet generally for a number of reasons, including security, confidentiality, or regulatory concerns. In addition, companies may adopt policies that prohibit their employees from using Instacart. If companies or governmental entities block, limit, or otherwise restrict customers or shoppers from 88Table of Contentsaccessing Instacart, our business could be negatively impacted, the number of customers and shoppers using Instacart could decline or grow more slowly, and our results of operations could be adversely affected.We could be required to collect additional taxes or be subject to other tax liabilities in various jurisdictions which could adversely affect our results of operations.The application of indirect taxes, such as sales and use tax, value-added tax, goods and services tax, business and occupation tax, commercial activity tax, business license tax, digital advertising tax, and gross receipts tax, to our business is a complex and evolving issue. Significant judgment is required to evaluate applicable tax obligations, and, as a result, amounts recorded are estimates and are subject to adjustments. In many cases, the ultimate tax determination is uncertain because it is not clear how new and existing statutes might apply to our business. States, localities, the U.S. federal government, and taxing authorities in other countries may seek to impose additional reporting, recordkeeping, and/or indirect tax collection obligations on our business that facilitate online commerce. For example, taxing authorities in the United States and other countries have required e-commerce platforms to calculate, collect, and remit indirect taxes for transactions taking place over the internet. A majority of U.S. state jurisdictions have enacted laws requiring marketplaces to collect and remit sales taxes on sales of their third-party sellers. Tax authorities have questioned our interpretation of taxability of our business operations, and various parties have from time to time filed, and may in the future file, complaints related to our current and historical approach to treatment of our sales tax obligations and service fee disclosures. If other agencies or parties challenge our approach to treatment of our sales tax obligations and service fee disclosures, or if such agencies and parties bring novel claims under existing laws relating to these categories of indirect taxes and service fee disclosures, we could face higher sales taxes or be subject to fines or penalties, any of which could adversely affect our business and results of operations. New legislation could also require us to incur substantial costs, including costs associated with tax calculation, collection, and remittance, and audit requirements, and could adversely affect our business and results of operations. Furthermore, if our employees elect to work remotely on a longer-term basis as a result of our Flex First workforce model, we may become subject to additional taxes and our compliance burdens with respect to the tax laws of additional jurisdictions may be increased.We have been and may in the future also be subject to additional tax liabilities and related interest and penalties due to changes in U.S. federal, state, or international tax laws, administrative interpretations, decisions, policies, and positions, results of tax examinations, settlements, or judicial decisions, changes in accounting principles and changes to the business operations, as well as evaluation of new information that results in a change to a tax position taken in prior periods. For example, if we are treated as an agent for our retail partners under U.S. state tax law, we may be primarily responsible for collecting and remitting sales taxes directly to certain states. A successful assertion by one or more tax authorities requiring us to collect taxes in jurisdictions in which we do not currently do so, or to collect additional taxes in a jurisdiction in which we currently collect taxes, could result in substantial tax liabilities, including taxes on past sales, as well as penalties and interest, and additional administrative expenses, which could materially harm our business. We are under audit by various state tax authorities with regard to sales tax and other indirect tax matters, primarily relating to the reporting of sales on behalf of our third-party sellers, or the tax treatment applied to the sale of our services in these jurisdictions. Although we have reserved for potential payments of possible past tax liabilities in our condensed consolidated financial statements, if these liabilities exceed such reserves, our financial condition will be harmed. In addition, governments are increasingly looking for ways to increase revenue, which has resulted in discussions about tax reform and other legislative action to increase tax revenue, including through indirect taxes. Such taxes could adversely affect our financial condition and results of operations.In addition, federal tax rules generally require payors to report payments to unrelated parties to the Internal Revenue Service. Under certain circumstances, a failure to comply with such reporting obligations may cause us to become liable to withhold a percentage of the amounts paid to shoppers and remit such amounts to the taxing authorities. Due to the large number of shoppers, and the amounts paid to each, process failures with respect to these reporting obligations could result in financial liability and other consequences to us if we were unable to remedy such failures in a timely manner.Our ability to utilize our net operating loss carryforwards and certain other tax attributes to offset taxable income or taxes may be limited.As of DecemberÂ 31, 2023, we had federal net operating loss carryforwards of $40Â million. We generated $10Â million of net operating loss carryforwards prior to 2018, which will begin to expire starting in 2036. The remaining $30Â million will carryforward indefinitely. Furthermore, as of DecemberÂ 31, 2023, we had state net operating loss carryforwards of $535Â million, which, if unused, will begin to expire in 2025. Portions of these net operating loss carryforwards could expire unused and be unavailable to offset future income tax liabilities. Under current law, U.S. federal net operating losses 89Table of Contentsincurred in taxable years beginning after December 31, 2017, may be carried forward indefinitely, but the deductibility of such federal net operating losses is limited. It is uncertain whether various states will conform to federal tax laws. For state income tax purposes, there may be periods during which the use of net operating loss carryforwards is limited, which could accelerate or permanently increase state taxes owed.In addition, under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended, and corresponding provisions of state law, if a corporation undergoes an â€œownership change,â€ which is generally defined as a greater than 50% change, by value, in its equity ownership over a three-year period, the corporationâ€™s ability to use its pre-change net operating loss carryforwards and other pre-change tax attributes to offset its post-change income or taxes may be limited. We assessed whether we had an ownership change, as defined by Section 382 of the Code, from our formation. Based upon this assessment, we determined that we experienced ownership changes on June 26, 2013 and June 10, 2014. However, no reductions in our ability to utilize our net operating loss and tax credit carryforwards resulted under these rules. We may experience ownership changes as a result of subsequent shifts in our stock ownership, some of which may be outside of our control. If an ownership change occurs, including as a result of or with respect to any acquisitions we make, and our ability to use our net operating loss carryforwards (or net operating loss carryforwards that we acquire) is materially limited, it would harm our future results of operations by effectively increasing our future tax obligations.Uncertainties in the interpretation and application of existing, new, and proposed tax laws and regulations could materially affect our tax obligations and effective tax rate.The tax laws to which we are subject or under which we operate are unsettled and may be subject to significant change. The issuance of additional guidance related to existing or future tax laws, or changes to tax laws or regulations proposed or implemented by the current or a future U.S. presidential administration, Congress, or taxing authorities in other jurisdictions, including jurisdictions outside of the United States, could materially affect our tax obligations and effective tax rate. Such changes have had and, along with any related uncertainty generated by these changes, may in the future have adverse impacts on our business, financial condition, results of operations, and cash flows.The amount of taxes we pay in different jurisdictions depends on the application of the tax laws of various jurisdictions, including the United States, to our international business activities, tax rates, new or revised tax laws, or interpretations of tax laws and policies, and our ability to operate our business in a manner consistent with our corporate structure and intercompany arrangements. The taxing authorities of the jurisdictions in which we operate may challenge our methodologies for pricing intercompany transactions pursuant to our intercompany arrangements or disagree with our determinations as to the income and expenses attributable to specific jurisdictions. If such a challenge or disagreement were to occur, and our position was not sustained, we could be required to pay additional taxes, interest, and penalties, which could result in one-time tax charges, higher effective tax rates, reduced cash flows, and lower overall profitability of our operations. Our financial statements could fail to reflect adequate reserves to cover such a contingency. Similarly, a taxing authority could assert that we are subject to tax in a jurisdiction where we believe we have not established a taxable connection, often referred to as a â€œpermanent establishmentâ€ under international tax treaties, and such an assertion, if successful, could increase our expected tax liability in one or more jurisdictions.In addition, the Organization for Economic Cooperation and Development (â€œOECDâ€) has published proposals covering a number of issues, including country-by-country reporting, permanent establishment rules, transfer pricing rules, tax treaties and taxation of the digital economy. While substantial work remains to be completed by the OECD and national governments on the implementation of these proposals, future tax reform resulting from these developments may result in changes to long-standing tax principles, which could adversely affect our effective tax rate or result in higher cash tax liabilities. We are subject to anti-corruption, anti-bribery, anti-money laundering, and similar laws, and non-compliance with such laws can subject us to criminal or civil liability and harm our business, financial condition, and results of operations.We are subject to the U.S. Foreign Corrupt Practices Act, U.S. domestic bribery laws, and other anti-corruption and anti-money laundering laws in the countries in which we conduct activities. Anti-corruption and anti-bribery laws have been enforced aggressively in recent years and are interpreted broadly to generally prohibit companies, their employees, and their third-party intermediaries from authorizing, offering, or providing, directly or indirectly, improper payments or benefits to recipients in the public or private sector. As we increase our international sales and business, we may engage with business partners and third-party intermediaries to market our offerings and to obtain necessary permits, licenses, and other regulatory approvals. In addition, we or our third-party intermediaries may have direct or indirect interactions with officials and employees of government agencies or state-owned or affiliated entities. We can be held liable for the corrupt 90Table of Contentsor other illegal activities of these third-party intermediaries, our employees, representatives, contractors, partners, and agents, even if we do not explicitly authorize such activities. We cannot assure you that all of our employees and agents will not take actions in violation of anti-corruption laws, for which we may be ultimately held responsible, or that we will be able to timely detect such actions. As we increase our international sales and business, our risks under these laws may increase.Detecting, investigating, and resolving actual or alleged violations of anti-corruption laws can require a significant diversion of time, resources, and attention from senior management. In addition, noncompliance with anti-corruption, anti-bribery, or anti-money laundering laws could subject us to whistleblower complaints, investigations, sanctions, settlements, prosecution, enforcement actions, fines, damages, other civil or criminal penalties or injunctions, suspension or debarment from contracting with certain persons, reputational harm, adverse media coverage, and other collateral consequences. If any subpoenas or investigations are launched, or governmental or other sanctions are imposed, or if we do not prevail in any possible civil or criminal proceeding, our business, financial condition, and results of operations could be harmed. In addition, responding to any action will likely result in a materially significant diversion of managementâ€™s attention and resources and significant defense costs and other professional fees.We are subject to governmental export and import controls and sanctions laws and regulations that could impair our ability to compete in international markets or subject us to liability if we violate such laws.Instacart and our offerings are subject to U.S. export controls, including the Export Administration Regulations, and we incorporate encryption technology into certain of our offerings. These encryption products and the underlying technology may be exported outside of the United States only with the required export authorizations, including by license, a license exception, or other appropriate government authorizations, including the filing of an encryption classification request or self-classification report. In addition, we have immaterial operations in China relating to the design, engineering, and supply of Caper Carts to certain of our retail partnersâ€™ stores, whose operations are subject to import and export controls. Any adverse changes in trade relations with China, such as tariff increases and import and export licensing and control requirements, could interfere with the shipment of Caper Carts to our retail partners, which could have a negative impact on future development and adoption of Caper Carts and related prospects.Furthermore, our activities are subject to U.S. economic sanctions laws and regulations administered by the Office of Foreign Assets Control of the U.S. Treasury Department which generally prohibit any transactions or dealings, including the provision of products and services, involving embargoed jurisdictions or sanctioned parties. Obtaining the necessary export license or other authorization for a particular transaction may be time-consuming and may result in the delay or loss of sales opportunities. Violations of U.S. sanctions or export control regulations can result in significant fines or penalties and possible incarceration for responsible employees and managers.Our presence outside the United States and any future international expansion strategy will subject us to additional costs and risks, and our plans may not be successful.We have expanded our presence internationally. We launched operations in Canada in December 2017 and have acquired companies that have immaterial operations in certain other countries. We expect to continue to expand our international operations and are evaluating opportunities across the world but do not have plans to launch significant operations in any specific geographic area at this time. Operating outside of the United States may require significant management attention to oversee operations over a broad geographic area with varying cultural norms and customs, in addition to placing strain on our finance, analytics, compliance, legal, engineering, and operations teams. We may incur significant operating expenses and may not be successful in our international expansion for a variety of reasons, including:â€¢challenges inherent in efficiently managing, and the increased costs associated with, an increased number of employees over large geographic distances, including the need to implement appropriate systems, policies, benefits, and compliance programs that are specific to each jurisdiction;â€¢an inability to attract retailers, customers, brands, and shoppers;â€¢competition from local incumbents that better understand the local market, may market and operate more effectively, and may enjoy greater local affinity or awareness;â€¢differing demand dynamics, which may make our offerings less successful;â€¢differing and potentially more onerous employment and labor regulations including with respect to worker classification and collective bargaining, where employment and labor laws are generally more advantageous to 91Table of Contentsworkers or employees as compared to the United States, including deemed hourly wage and overtime regulations in these locations;Â Â Â Â â€¢complying with varying laws and regulatory standards, including with respect to privacy,

data security, data protection, tax, and local regulatory restrictions;â€¢obtaining any required government approvals, licenses, or other authorizations;â€¢varying levels of internet and mobile technology adoption and infrastructure;â€¢currency exchange restrictions or costs and exchange rate fluctuations; Â Â Â Â â€¢operating in jurisdictions that do not protect intellectual property rights in the same manner or to the same extent as the United States;â€¢public health concerns or emergencies, such as the COVID-19 pandemic and other highly infectious diseases, outbreaks of which have from time to time occurred, and which may occur, in various parts of the world in which we operate or may operate in the future; andâ€¢limitations on the repatriation and investment of funds, as well as foreign currency exchange restrictions.Our limited experience in operating our business internationally increases the risk that any potential future expansion efforts that we may undertake may not be successful. For example, we have immaterial operations in China relating to the design, supply, and engineering of Caper Carts. The possibility of adverse changes in trade or political relations with China, political instability, or increases in labor costs could interfere with the manufacturing and/or shipment of Caper Carts. Our immaterial business operations in China may also be negatively impacted by the current and future political environment in China. We also rely on third-party manufacturers in Asia for Caper Carts, which exposes us to risks such as historically lower protection of intellectual property rights, unexpected or unfavorable changes in regulatory requirements, volatility in currency exchange rates, and difficulties associated with local legal systems. If we invest substantial time and resources to expand our operations internationally and are unable to manage these risks effectively, our business, financial condition, and results of operations could be adversely affected.Risks Related to Our Dependence on Third PartiesWe rely on third parties for elements of the payment processing infrastructure underlying Instacart. If these third-party elements become unavailable or unavailable on favorable terms, our business could be adversely affected.The convenient payment mechanisms provided by Instacart are key factors contributing to the development of our business. We rely on third parties, including Fiserv, Klarna, Marqeta, PayPal, InComm, and Stripe, for elements of our payment processing infrastructure to accept payments from customers and remit payments to retailers and shoppers, including certain Instacart-branded programs. These third parties may refuse to renew our agreements with them on commercially reasonable terms or at all. If these companies become unwilling or unable to provide these services to us on acceptable terms or at all, our business may be disrupted. For certain payment methods, including credit and debit cards, Android Payâ„¢, and Apple PayÂ®, we generally pay interchange fees and other processing and gateway fees, and such fees result in significant costs. In addition, online payment providers are under continued pressure to pay increased fees to banks to process funds, and there is no assurance that such online payment providers will not pass any increased costs on to us. If these fees increase over time, our operating costs will increase, which could adversely affect our business, financial condition, and results of operations.In addition, system failures have at times prevented us from making payments to shoppers in accordance with our typical timelines and processes, which caused substantial shopper dissatisfaction and generated a significant number of shopper complaints. Future failures of the payment processing infrastructure underlying Instacart could cause shoppers to lose trust in our payment operations and could cause them to instead use our competitorsâ€™ platforms. If the quality or convenience of our payment processing infrastructure declines as a result of these limitations or for any other reason, the attractiveness of our business to retailers, consumers, and shoppers could be adversely affected. If we are forced to migrate to other third-party payment service providers for any reason, the transition would require significant time and management resources, and may not be as effective, efficient, or well-received by retailers, consumers, or shoppers.92Table of ContentsWe rely on software and services from other parties. Defects in, or the loss of access to, software or services from third parties could harm our business and adversely affect the quality of Instacart.Our offerings incorporate certain third-party software obtained pursuant to licenses or service agreements from other companies, including but not limited to, software and services related to our background checks, data visualization, mapping, and database tools. Such third parties may discontinue their products or services, cease to provide their products or service to us, go out of business, or otherwise cease to provide support for such products or services in the future. Although we believe that there are commercially reasonable alternatives to the third-party software or services we currently license or receive, this may not always be the case, or it may be difficult or costly to replace existing third-party software or find a replacement third-party service. Our use of additional or alternative third-party software or services would require us to engage with third parties, and we may not be able to enter into agreements with such third parties on advantageous terms. In addition, integration of the software used in our offerings with new third-party software may require significant work and substantial investment of our time and resources. To the extent that our offerings depend upon the successful operation of third-party software, any undetected errors or defects in, or disruptions to the functionality of, such third-party software could prevent the deployment or impair the functionality of our offerings, delay new offering introductions, result in a failure of our offerings, and injure our reputation, which in each case could harm our financial condition and results of operations.We currently rely on a small number of third-party service providers to host or support a significant portion of Instacart technology infrastructure and data, and any interruptions or delays in services from these third parties could impair the delivery of our offerings and harm our business.We currently host Instacart technology infrastructure and data and support our operations using a combination of a small number of third-party service providers, including Amazon Web Services and Google Cloud Platform. We do not have control over the operations of the facilities of the hosting providers that we use, and these third-party operations and co-located data centers may experience break-ins, computer viruses, denial-of-service or other cyber-attacks, sabotage, acts of vandalism, and other misconduct. These facilities may also be vulnerable to damage or interruption from power loss, telecommunications failures, fires, floods, earthquakes, hurricanes, tornadoes, and similar events. We have experienced, and expect that in the future we will experience, interruptions, delays, and outages in service and availability from time to time due to a variety of factors, including infrastructure changes, website hosting disruptions, and capacity constraints. Any such limitation on the capacity of our third-party service providers could impede our ability to provide services to our customers and retail and brand partners, onboard new customers, expand the usage of our existing customers, or effectively detect or respond to other issues with our services, which could adversely affect our business, financial condition, and results of operations. In some instances, we may not be able to identify the cause or causes of these performance problems within a period of time acceptable to our customers. A prolonged service disruption affecting our service for any of the foregoing reasons would negatively impact our ability to serve our customers and could damage our reputation with current and potential customers, expose us to liability, cause us to lose customers, or otherwise harm our business. We may also incur significant costs for using alternative equipment or taking other actions in preparation for, or in reaction to, events that damage the third-party service providers we use.In addition, any changes in our hosting providerâ€™s service levels may adversely affect our ability to meet the expectations of retailers, customers, brands, and shoppers. Our systems do not provide complete redundancy of data storage or processing, and as a result, the occurrence of any such event, a decision by our third-party service providers to close our co-located data centers without adequate notice, or other unanticipated problems may result in our inability to serve data reliably or require us to migrate our data to either a new on-premise data center or public cloud computing service. This could be time-consuming and costly and may result in the loss of data, any of which could significantly interrupt the provision of our offerings and harm our reputation and brand. We may not be able to easily switch to another public cloud or data center provider in the event of any disruptions or interference to the services we use, and even if we do, other public cloud and data center providers are subject to the same risks. Additionally, our co-located data center facility agreements are of limited durations, and providers of our co-located data center facilities have no obligation to renew their agreements with us on commercially reasonable terms or at all. If we are unable to renew our agreements with these facilities on commercially reasonable terms, we may experience delays in the provision of our offerings until an agreement with another co-located data center is arranged, and any business interruptions that impact the delivery of our offerings as a result of these delays may reduce our revenue, cause retailers and shoppers to stop offering their services through Instacart, and reduce use of our offerings by customers. In addition, if we are unable to scale our data storage and computational capacity sufficiently or on commercially reasonable terms, our ability to innovate and introduce new offerings on Instacart may be delayed or compromised, which would have an adverse effect on our growth and business.93Table of ContentsWe rely on mobile operating systems and app marketplaces to make portions of Instacart available to retailers, customers, brands, and shoppers, and if we do not effectively operate with such app marketplaces, our usage or brand recognition could decline and our business, financial condition, and results of operations could be adversely affected.We depend in part on mobile operating systems, such as Android and iOS, and their respective app marketplaces to make Instacart available to retailers, customers, brands, and shoppers. Any changes in such systems and app marketplaces that degrade the functionality of our apps or give preferential treatment to our competitorsâ€™ apps could adversely affect Instacartâ€™s usage on mobile devices. If such mobile operating systems or app marketplaces limit or prohibit us from making our apps available to retailers, customers, brands, or shoppers, make changes that degrade the functionality of our apps, change the way we collect or use data, increase the cost of using our apps, impose terms of use unsatisfactory to us, alter how we collect fees, increase our compliance costs, impair or inhibit our ability to enter into partnerships or effectively market partnerships, or modify their search or ratings algorithms in ways that are detrimental to us, or if our competitorsâ€™ placement in such mobile operating systemsâ€™ app marketplace is more prominent than the placement of our apps, our growth could slow. Our apps have experienced fluctuations in placement in the past, and we anticipate similar fluctuations in the future. Additionally, we are subject to requirements imposed by app marketplaces such as those operated by Apple and Google, who may change their technical requirements or policies in a manner that adversely impacts the way in which we collect, use and share data from users. For example, Apple requires mobile applications using its iOS mobile operating system to obtain a userâ€™s permission to track them or access their deviceâ€™s advertising identifier for certain purposes. The long-term impact of these and any other changes remains uncertain. If we do not comply with applicable requirements imposed by app marketplaces, we could lose access to the app marketplaces and users, and our business would be harmed. Any of the foregoing risks could adversely affect our business, financial condition, and results of operations.As new mobile devices and mobile platforms are released, there is no guarantee that certain mobile devices will continue to support our apps or that we can effectively roll out updates to our app. Additionally, in order to deliver high-quality apps, we need to ensure that Instacart is designed to work effectively with a range of mobile technologies, systems, networks, and standards. If retailers, customers, brands, or shoppers that utilize Instacart encounter any difficulty accessing or using our apps on their mobile devices or if we are unable to adapt to changes in popular mobile operating systems, we expect that our growth and engagement would be adversely affected.We rely primarily on third-party insurance policies from a limited number of insurance providers to insure our operations-related risks. If our insurance coverage is insufficient for the needs of our business or our insurance providers are unable to meet their obligations, we may not be able to mitigate the risks facing our business, which could adversely affect our business, financial condition, and results of operations.We procure third-party insurance policies from a limited number of insurance providers to cover various operations-related risks including automobile liability, employment practices liability, workersâ€™ compensation, business interruptions, errors and omissions, cybersecurity and data breaches, crime, directorsâ€™ and officersâ€™ liability, occupational accident insurance for shoppers, and general business liabilities. For certain types of operations-related risks or risks related to our new and evolving offerings, we may not be able to, or may choose not to, acquire insurance. Even if we do acquire insurance for our operations-related risks or risks related to our new and evolving services and offerings, we may not obtain enough insurance to adequately mitigate such risks, and we may have to pay high premiums, co-insurance, self-insured retentions, or deductibles for the coverage we do obtain. If any of our insurance providers discontinue or increase the cost of coverage, we cannot guarantee that we would be able to secure similar coverage on commercially reasonable terms or at all. If any of our insurance providers change the terms of our policies in a manner not favorable to us or to shoppers, our insurance costs could increase. If the insurance coverage we maintain is not adequate to cover losses that occur, or if we are required to purchase additional insurance for other aspects of our business, we could be liable for significant additional costs. Further, if any of our insurance providers becomes insolvent, it would be unable to pay any operations-related claims that we make.If the amount of one or more operations-related claims were to exceed our applicable aggregate coverage limits, we would bear the excess, in addition to amounts already incurred in connection with deductibles, self-insured retentions, co-insurance, or otherwise paid by us. Insurance providers have raised premiums and deductibles for many businesses and may do so in the future. As a result, our insurance costs and claims expense have increased and could further increase, or we may decide to raise our deductibles or self-insured retentions when our policies are renewed or replaced. Our business, financial condition, and results of operations could be adversely affected if the cost per claim, premiums, the severity of claims, or the number of claims exceeds our coverage limits and further exceeds our historical experience; we experience a claim in excess of our coverage limits; our insurance providers fail to pay on our insurance claims; we experience a claim 94Table of Contentsfor which coverage is not provided; or the severity or number of claims under our deductibles or self-insured retentions differs from historical averages.We are also subject to certain contractual requirements to obtain insurance. For example, some of our agreements with retailers require that we procure certain types of insurance, and if we are unable to obtain and maintain such insurance, we would be in violation of the terms of these retailer agreements. In addition, we are subject to local laws, rules, and regulations relating to insurance coverage which could result in proceedings or actions against us by governmental entities or others. Any failure, or perceived failure, by us to comply with existing or future local laws, rules, and regulations or contractual obligations relating to insurance coverage could result in proceedings or actions against us by governmental entities or others. Additionally, anticipated or future local laws, rules, and regulations relating to insurance coverage, could require additional fees and costs. Compliance with these rules and any related lawsuits, proceedings, or actions may subject us to significant penalties and negative publicity, require us to increase our insurance coverage, require us to amend our insurance policy disclosure, increase our costs, and disrupt our business.Risks Related to Our Intellectual PropertyFailure to adequately maintain and protect our intellectual property and proprietary rights could harm our brand, devalue our proprietary content, and adversely affect our ability to compete effectively.Our success depends to a significant degree on our ability to obtain, maintain, protect, and enforce our intellectual property rights, including our proprietary technology, know-how, and our brand. To protect our rights to our intellectual property, we rely on a combination of patent, trademark, copyright, and trade secret laws, domain name registrations, confidentiality agreements, and other contractual arrangements with our employees, affiliates, clients, strategic partners, and others. However, the protective steps we have taken and plan to take may be inadequate to deter infringement, misappropriation, dilution or other violations of our intellectual property rights. We make business decisions about when and where to seek patent protection for a particular technology and when to rely upon copyright or trade secret protection, and the approach we select may ultimately prove to be inadequate. Even in cases where we seek patent protection, there is no assurance that our applications for patents will be granted, and even if they are, that the resulting patents will be of sufficient scope to provide meaningful protection. Further, even if we obtain adequate protection, we may be unable to detect the unauthorized use of, or take appropriate steps to enforce, our patents and other intellectual property rights. Effective patent, trademark, copyright, and trade secret protection may not be available to us or in every jurisdiction in which we offer or intend to offer our services and, in addition, the output of AIML tools we utilize may not be eligible for copyright protection. Failure to adequately protect our intellectual property could harm our brand, devalue our proprietary content, and adversely affect our ability to compete effectively. Further, third parties may challenge the validity, enforceability, registration, ownership or scope of our intellectual property rights, and defending against any such claims could result in the expenditure of significant financial and managerial resources, which could adversely affect our business, results of operations, and financial condition.If we fail to protect our intellectual property rights adequately, our competitors may gain access to our intellectual property and proprietary technology and develop and commercialize substantially identical offerings or technologies. In addition, defending our intellectual property rights might entail significant expense. Any patents, trademarks, copyrights, or other intellectual property rights that we have or may obtain may be challenged or circumvented by others or invalidated or held unenforceable through administrative process, including re-examination, inter partes review, interference and derivation proceedings and equivalent proceedings in foreign jurisdictions (e.g., opposition proceedings), or litigation. Despite our pending U.S. patent applications, there can be no assurance that our patent applications will result in issued patents, or even if issued, that such patents would be of sufficient scope to provide meaningful protection. Even if we continue to seek patent protection in the future, we may be unable to obtain or maintain patent protection for our technology. In addition, any patents we have or may obtain, or that are licensed to us now or in the future, may not provide us with competitive advantages or may be successfully challenged by third parties. Further, the laws of some foreign countries may not be as protective of intellectual property rights as those in the United States, and mechanisms for enforcement of intellectual property rights may be inadequate. Moreover, policing unauthorized use of our technologies, trade secrets, and intellectual property may be difficult, expensive, and time-consuming. Despite our precautions, it may be possible for unauthorized third parties to copy our offerings and technology capabilities and use information that we regard as proprietary to create offerings that compete with ours. The value of our trademarks could be diminished if others assert rights in or ownership of our trademarks, or if they use and assert rights in trademarks that are similar to our trademarks. In some cases, litigation or other actions may be necessary to protect or enforce our trademarks and other intellectual property rights. We may be unable to successfully resolve these types of conflicts to our satisfaction.95Table of ContentsWe enter into confidentiality and invention assignment agreements with our employees and consultants and enter into confidentiality agreements

with other third parties, including suppliers and other partners. However, we cannot guarantee that we have entered into such agreements with each party that has or may have had access to our proprietary information, know-how, and trade secrets. Moreover, no assurance can be given that these agreements will be effective in controlling access to our proprietary information or the distribution, use, misuse, misappropriation, reverse engineering, or disclosure of our proprietary information, know-how, and trade secrets. Further, these agreements may not prevent our competitors from independently developing technologies that are substantially equivalent or superior to our offerings and technology capabilities. These agreements may be breached, and we may not have adequate remedies for any such breach.In order to protect our intellectual property rights, we may be required to spend significant resources to monitor for infringement and to enforce our intellectual property rights. Litigation may be necessary in the future to enforce our intellectual property rights. Litigation brought to protect and enforce our intellectual property rights could be costly, time-consuming, and distracting to management, and could result in the impairment or loss of portions of our intellectual property. Further, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims, and countersuits attacking the validity and enforceability of our intellectual property rights, and if such defenses, counterclaims, or countersuits are successful, we could lose valuable intellectual property rights. Our inability to protect our proprietary technology against unauthorized copying or use, as well as any costly litigation or diversion of our managementâ€™s attention and resources, could delay further sales or the implementation of our offerings and technology capabilities, impair the functionality of our offerings and technology capabilities, delay introductions of new offerings, result in our substituting inferior or more costly technologies into our offerings, or injure our reputation.We may not be able to successfully halt the operations of copycat websites or the infringement or misappropriation of intellectual property rights in Instacart, or elements or functionality embodied therein, including, but not limited to, our digital catalog. From time to time, third parties have accessed Instacartâ€™s servers without authorization and misappropriated our digital catalog through website scraping, â€œbots,â€ web crawlers, or other tools or means. In addition, copycat websites have imitated or attempted to imitate elements or functionality of Instacart. As a result, we have employed technological and legal measures, including initiating lawsuits, in an attempt to halt such infringement or misappropriation. We expect such activities to continue to occur. However, we may not be able to detect all such activities in a timely manner and, even if we do, we cannot guarantee that our efforts to protect and enforce our intellectual property rights will be successful. Regardless of whether we can successfully enforce our rights against these websites or third parties, any measures that we may take could require us to expend significant financial or other resources.We are currently, and may in the future become, party to intellectual property disputes, which are costly and may subject us to significant liability and increased costs of doing business.We have in the past been, are currently in, and may in the future become subject to intellectual property disputes. Our success depends, in part, on our ability to develop and commercialize our offerings without infringing, misappropriating, or otherwise violating the intellectual property rights of third parties. However, we may not be aware that our offerings are infringing, misappropriating, or otherwise violating third-party intellectual property rights, and such third parties may bring claims alleging such infringement, misappropriation, or violation. For example, we rely on a combination of third-party intellectual property licenses and the fair use doctrine when we refer to third-party intellectual property, such as brand names and product images, on Instacart. Third parties may dispute the scope of those rights or the applicability of the fair-use doctrine or otherwise challenge our ability to reference their intellectual property in the course of our business. From time to time, we are contacted by companies controlling brands of products that are sold by retailers, demanding that we cease referencing those brands or take down product images on Instacart. Additionally, companies in the internet and technology industries, and other patent holders, including â€œnon-practicing entities,â€ seeking to profit from royalties in connection with grants of licenses or seeking to obtain injunctions, own large numbers of patents and other intellectual property and frequently enter into litigation based on allegations of infringement or other violations of intellectual property rights. In 2020, we held conversations with International Business Machines Corporation (â€œIBMâ€) regarding IBMâ€™s patent portfolio. In connection with these conversations, and to resolve any allegations of possible infringement of IBMâ€™s patents, in January 2021, we entered into an arrangement to significantly increase the size of our patent portfolio, including the acquisition of over 250 patents from IBM and a patent cross-license. However, this strategy of cross-licensing our patent portfolio with third parties in order to settle infringement claims brought against us may not be appropriate in the future and is not effective against certain patent owners, such as non-practicing entities.Other parties have asserted, and in the future may assert, that we have infringed their intellectual property rights. Any claims of intellectual property infringement, even those without merit, could be time consuming and costly to defend, cause us to cease using or incorporating the asserted intellectual property rights, divert managementâ€™s attention and resources, 96Table of Contentsand expose us to other legal liabilities, such as indemnification obligations. We could be required to pay substantial damages or cease using intellectual property or technology that is deemed infringing or be required to enter into royalty or licensing agreements to obtain the right to use a third partyâ€™s intellectual property. Any such royalty or licensing agreements may not be available to us on acceptable terms or at all. Additionally, a successful claim of infringement against us could result in us being required to pay significant damages or enter into costly license or royalty agreements, either of which could have an adverse impact on our business. The technology industry is characterized by the existence of a large number of patents, copyrights, trademarks, trade secrets, and other intellectual and proprietary rights. Companies in the technology industry are often required to defend against litigation claims based on allegations of infringement, misappropriation, or other violations of intellectual property rights. Our technologies may not be able to withstand any third-party claims against their use. In addition, some companies have the capability to dedicate substantially greater resources to enforce their intellectual property rights and to defend claims that may be brought against them. Relative to certain of our competitors, we do not currently have a large patent portfolio, and our relative patent portfolio size may reduce the deterrence value of our portfolio against patent infringement claims brought by competitors or other entities with larger portfolios. Our competitors and others may now and in the future have significantly larger and more mature patent portfolios than we have. If a third party is able to obtain an injunction preventing us from accessing such third-party intellectual property rights, or if we cannot license or develop alternative technology for any potentially infringing aspect of our business, we could be forced to rebrand our offerings, limit, or stop sales of our offerings and technology capabilities, or cease business activities related to such intellectual property. Although we carry general liability insurance, our insurance may not cover potential claims of this type or may not be adequate to indemnify us for all liability that may be imposed. We cannot predict the outcome of lawsuits and cannot ensure that the results of any such actions will not have an adverse effect on our business, financial condition, or results of operations. Any intellectual property litigation to which we might become a party, or for which we are required to provide indemnification, may require us to do one or more of the following:â€¢cease selling or using offerings that incorporate the intellectual property rights that we allegedly infringe, misappropriate, or violate;Â Â Â Â â€¢make substantial payments for legal fees, settlement payments, or other costs or damages;â€¢obtain a license, which may not be available on reasonable terms or at all, to sell or use the relevant technology; orâ€¢redesign the allegedly infringing offerings to avoid infringement, misappropriation, or violation, which could be costly, time-consuming, or impossible.Even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and harm our business and results of operations. Moreover, there could be public announcements of the results of hearings, motions, or other interim proceedings or developments and if securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our common stock. We expect that the occurrence of infringement claims is likely to grow as the market for Instacart and our offerings grows. Accordingly, our exposure to damages resulting from infringement claims could increase, and this could further exhaust our financial and management resources.Our use of third-party open-source software could adversely affect our ability to offer Instacart and our offerings and subjects us to possible litigation.We use third-party open-source software in connection with the operation, development, and deployment of Instacart and our offerings. From time to time, companies that use third-party open-source software have faced claims challenging the use of such open-source software and their compliance with the terms of the applicable open-source license. We may be subject to suits by parties claiming ownership of what we believe to be open-source software or claiming non-compliance with the applicable open-source licensing terms. Some open-source licenses require end-users who distribute or make available across a network software and services that include open-source software to make available the source code of all or part of such software, which in some circumstances could include valuable proprietary code, and also prohibit the charging of fees to licensees for use of such code. While we employ practices designed to monitor our compliance with the licenses of third-party open-source software and to shield our valuable proprietary source code from these open-source license requirements, we have not run a complete open-source license review and may inadvertently use third-party open-source software in a manner that exposes us to claims of non-compliance with the applicable terms of such license, that could require us to disclose source code of our proprietary software, prohibit us from charging fees for use of our proprietary software, or render our software temporarily unavailable. Furthermore, there is an increasing number of open-source software license types, almost none of which have been tested in a court of law, resulting in a dearth of guidance regarding the proper legal interpretation of such licenses. If we were to receive a claim of non-compliance with the terms of 97Table of Contentsany of our open-source licenses, we may be required to publicly release certain portions of our proprietary source code, expend substantial time and resources to re-engineer some or all of our software, or temporarily disable one or more features of our platform.In addition, the use of third-party open-source software typically exposes us to greater risks than the use of third-party commercial software because open-source licensors generally do not provide warranties or controls on the functionality or origin of the software. Use of open-source software may also present additional security risks because the public availability of such software may make it easier for hackers and other third parties to determine how to compromise Instacart. Additionally, because any software source code that we contribute to open-source projects becomes publicly available, our ability to protect our intellectual property rights in such software source code may be limited or lost entirely, and we would be unable to prevent our competitors or others from using such contributed software source code. Any of the foregoing could be harmful to our business, financial condition, or results of operations and could help our competitors develop offerings that are similar to or better than ours.Risks Related to Ownership of Our Common StockThe trading price of our common stock may be volatile and could decline significantly and rapidly.The trading price of our common stock could be subject to wide fluctuations in response to numerous factors in addition to the ones described in this â€œRisk Factorsâ€ section many of which are beyond our control, including:â€¢actual or anticipated fluctuations in our results of operations and growth rates;â€¢the number of shares of our common stock made available for trading;â€¢overall performance of the equity markets and the economy as a whole;â€¢changes in the financial projections we may provide to the public and/or our failure to meet these projections;â€¢failure of securities analysts to initiate or maintain coverage of us, changes in financial estimates by any securities analysts who follow our company, or our failure to meet these estimates or the expectations of investors; â€¢changes in the pricing of our offerings;â€¢actual or anticipated changes in our growth rate relative to that of our competitors;â€¢changes in the anticipated future size or growth rate of our addressable markets;â€¢announcements of new products, or of acquisitions, strategic partnerships, joint ventures, or capital-raising activities or commitments, by us or by our competitors;â€¢repurchases or expectations with respect to repurchases of our common stock by us;â€¢additions or departures of board members, management, or key personnel;â€¢rumors and market speculation involving us or other companies in our industry;â€¢new laws or regulations or new interpretations of existing laws or regulations applicable to our business, including those related to consumer protection, privacy, data security, data protection, and cyber security in the United States or globally;Â Â Â Â â€¢administrative actions, government investigations, lawsuits, and other legal and regulatory proceedings threatened or initiated against us;â€¢other events or factors, including those resulting from war, incidents of terrorism, or responses to these events;â€¢health epidemics, such as the COVID-19 pandemic, influenza, and other highly infectious diseases; andâ€¢sales or expectations with respect to sales of shares of our capital stock by us or our security holders.In addition, stock markets, with respect to newly public companies, particularly companies in the technology industry, have experienced significant price and volume fluctuations that have affected and continue to affect the stock prices of these companies. Stock prices of many companies, including technology companies, have fluctuated in a manner often unrelated or disproportionate to the operating performance of those companies. In the past, companies that have experienced volatility in the trading price for their stock have been subject to securities class action litigation. For example, we are currently subject to a class action lawsuit in federal court alleging federal securities law violations in connection with our IPO. This current litigation, any related litigation that may arise, and any securities litigation that may be instituted 98Table of Contentsagainst us in the future, could result in substantial costs and a diversion of our managementâ€™s attention and resources and adversely affect our business, results of operations, and financial condition.Future sales of our common stock in the public market could cause the market price of our common stock to decline.Sales, directly or indirectly of a substantial number of shares of our common stock in the public market, or the perception that these sales might occur, could depress the market price of our common stock and could impair our ability to raise capital through the sale of additional equity securities. Many of our existing equity holders have substantial unrecognized gains on the value of the equity they hold, and therefore, may take steps to sell their shares or otherwise secure the unrecognized gains on those shares. We are unable to predict the timing of or the effect that such sales may have on the prevailing market price of our common stock.Further, certain holders of our capital stock have rights, subject to certain conditions, to require us to file registration statements covering the sale of their shares or to include their shares in registration statements that we may file for ourselves or other stockholders.We may not realize the anticipated long-term stockholder value of our share repurchase program, and any failure to repurchase our common stock after we have announced our intention to do so may negatively impact our stock price.In November 2023, we announced that our board of directors approved a share repurchase program with authorization to purchase up to $500 million of our common stock, at managementâ€™s discretion, which was subsequently increased to $1 billion in February 2024. In June 2024, we announced that our board of directors authorized a new $500 million share repurchase program, which was subsequently increased to $750 million in November 2024. Repurchases may be made from time to time through open market purchases or through privately negotiated transactions subject to market conditions, applicable legal requirements, and other relevant factors. Open market repurchases may be structured to occur in accordance with the requirements of Rule 10b-18 of the Exchange Act. We may also, from time to time, enter into Rule 10b5-1 plans to facilitate repurchases of our common stock under this authorization. The timing and actual number of shares repurchased may depend on a variety of factors, including price, general business and market conditions, and alternative investment opportunities. The program does not obligate us to acquire any particular amount of common stock and may be suspended or discontinued at any time at our discretion. Any failure to repurchase stock after we have announced our intention to do so may negatively impact our reputation, investor confidence in us, or our stock price.The existence of our share repurchase program could cause our stock price to be higher than it otherwise would be and could potentially reduce the market liquidity for our stock, and any announcement of a termination of this program may result in a decrease in our stock price. Although our share repurchase program is intended to enhance long-term stockholder value, there is no assurance that it will do so because the market price of our common stock may decline below the levels at which we repurchase shares, and short-term stock price fluctuations could reduce the effectiveness of the program. Repurchasing our common stock reduces the amount of cash we have available to fund working capital, capital expenditures, strategic acquisitions or investments, other business opportunities, and other general corporate projects, as well as to invest in securities to generate returns on our cash balance. We also may fail to realize the anticipated long-term stockholder value of any share repurchase program.In addition, as part of the Inflation Reduction Act of 2022, the United States implemented a 1% excise tax on the value of certain stock repurchases by publicly traded companies. This tax could increase the costs to us of any share repurchases.Our executive officers, directors, and principal stockholders, if they choose to act together, continue to have the ability to control or significantly influence all matters submitted to stockholders for approval. Furthermore, certain of our current directors were initially appointed by our principal stockholders.Our executive officers, directors, and greater than 5% stockholders, in the aggregate, beneficially own a significant portion of our outstanding common stock. Furthermore, certain of our current directors were initially appointed by our principal stockholders. As a result, such persons or their appointees to our board of directors, acting together, will have the ability to control or significantly influence all matters submitted to our board of directors or stockholders for approval, including the appointment of our management, the election and removal of directors, and approval of any significant transaction, as well as our management and business affairs. This concentration of ownership may have the effect of delaying, deferring, or preventing a change in control, impeding a merger, consolidation, takeover, or other business 99Table of Contentscombination involving us, or discouraging a potential acquiror from making a tender offer or otherwise attempting to obtain control of our business, even if such a transaction would benefit other stockholders.Our business and financial performance may differ from any projections that we disclose or any information that may be attributed to us by third parties.From time to time, we may provide guidance via public disclosures regarding our projected business or financial performance. However, any such projections involve risks, assumptions, and uncertainties, and our actual results could differ materially from such projections. Factors that could cause or contribute to such differences include, but are not limited to, those identified in this â€œRisk Factorsâ€ section, some or all of which are not predictable or within our control. Other unknown or unpredictable factors also could adversely impact our

performance, and we undertake no obligation to update or revise any projections, whether as a result of new information, future events, or otherwise, except as may be required by law. In addition, various news sources, bloggers, and other publishers often make statements regarding our historical or projected business or financial performance, and we cannot assure you of the reliability of any such information even if it is attributed directly or indirectly to us.We could experience volatility in our trading price and trading volume if securities or industry analysts cease to publish research about our business, or if they publish inaccurate or unfavorable research.We do not have any control over the content and opinions included in reports published by equity research analysts, and we cannot assure you that any equity research analysts will continue to adequately provide research coverage of our common stock. A lack of adequate research coverage at any time may harm the liquidity and trading price of our common stock. The trading price of our common stock could decline if one or more equity research analysts downgrade our stock or publish inaccurate or unfavorable commentary or research. If one or more equity research analysts cease coverage of our company, or fail to regularly publish reports on us, the demand for our common stock could decrease, which in turn could cause our trading price to decline and/or or trading volumes to fluctuate.We do not intend to pay dividends for the foreseeable future.We have never declared or paid any cash dividends on our capital stock, and we do not intend to pay any cash dividends in the foreseeable future. We expect to retain future earnings, if any, to fund the development and growth of our business. Any future determination to pay dividends on our capital stock will be at the discretion of our board of directors. In addition, our ability to pay dividends on our capital stock is limited by the terms of the Series A redeemable convertible preferred stock (â€œSeries A Preferred Stockâ€) and may be further restricted under future contractual arrangements. Accordingly, you must rely on the sale of your common stock after price appreciation, which may never occur, as the only way to realize any future gain on your investment.Additional stock issuances could result in significant dilution to our stockholders.We may issue our capital stock or securities convertible into our capital stock from time to time in connection with a financing, acquisition, investments, or otherwise. Additional issuances of our stock will result in dilution to existing holders of our stock. Also, to the extent outstanding stock options to purchase our stock are exercised, RSUs settle, or the Series A Preferred Stock is converted, there will be further dilution. The amount of dilution could be substantial depending upon the size of the issuance or exercise. Any such issuances could result in substantial dilution to our existing stockholders and cause the trading price of our common stock to decline.The Series A Preferred Stock ranks senior to our common stock, impacts our ability to pay dividends, and may result in significant dilution.The Series A Preferred Stock ranks senior to our common stock. Accordingly, in the event of our liquidation or dissolution in bankruptcy or otherwise, the holders of the Series A Preferred Stock would receive their liquidation preference prior to any distribution being available to holders of our common stock. The terms of the Series A Preferred Stock also require us to obtain approval from the holders of the outstanding shares of Series A Preferred Stock for any cash dividends on our common stock in excess of a 5.0% annual dividend yield. Any dividend payment on our common stock will also result in adjustments to the conversion price of the Series A Preferred Stock. In addition, upon a conversion of the Series A Preferred Stock, your percentage ownership in us will be diluted.100Table of ContentsCertain provisions in our corporate charter documents and under Delaware law may prevent or hinder attempts by our stockholders to change our management or to acquire a controlling interest in us, or bring a lawsuit against us or our directors and officers, and the trading price of our common stock may be lower as a result.There are provisions in our amended and restated certificate of incorporation and amended and restated bylaws that may make it difficult for a third party to acquire, or attempt to acquire, control of our company, even if a change in control were considered favorable by our stockholders. These anti-takeover provisions include:â€¢a classified board of directors so that not all members of our board of directors are elected at one time;â€¢the ability of our board of directors to determine the number of directors and to fill any vacancies and newly created directorships;â€¢a requirement that our directors may only be removed for cause;â€¢a prohibition on cumulative voting for directors;â€¢the requirement of a super-majority to amend some provisions in our restated certificate of incorporation and restated bylaws;â€¢authorization of the issuance of â€œblank checkâ€ preferred stock that our board of directors could use to implement a stockholder rights plan; andâ€¢an inability of our stockholders to call special meetings of stockholders; and a prohibition on stockholder actions by written consent, thereby requiring that all stockholder actions be taken at a meeting of our stockholders.Moreover, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which prohibit a person who owns 15% or more of our outstanding voting stock from merging or combining with us for a three-year period beginning on the date of the transaction in which the person acquired in excess of 15% of our outstanding voting stock, unless the merger or combination is approved in a prescribed manner. Any provision in our amended and restated certificate of incorporation, our amended and restated bylaws, or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our common stock.In addition, the limitation of liability and indemnification provisions in our amended and restated certificate of incorporation and amended and restated bylaws may discourage stockholders from bringing a lawsuit against our directors for breach of their fiduciary duty. They may also reduce the likelihood of derivative litigation against our directors and officers, even though an action, if successful, might benefit us and other stockholders. Further, a stockholderâ€™s investment may be adversely affected to the extent that we pay the costs of settlement and damage awards against directors and officers as required by these indemnification provisions.Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware and the federal district courts of the United States of America are the exclusive forums for substantially all disputes between us and our stockholders, which may limit our stockholdersâ€™ ability to obtain a favorable judicial forum for disputes with us or our directors, officers, or employees.Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is the exclusive forum for the following types of actions or proceedings under Delaware statutory or common law:â€¢any derivative action or proceeding brought on our behalf;â€¢any action asserting a breach of fiduciary duty;â€¢any action asserting a claim against us arising under the Delaware General Corporation Law, our amended and restated certificate of incorporation, or our amended and restated bylaws;â€¢any action seeking to interpret, apply, enforce, or determine the validity of our amended and restated certificate of incorporation or our amended and restated bylaws;â€¢any action as to which Delaware General Corporation Law confers jurisdiction on the Court of Chancery of the State of Delaware; and â€¢any action asserting a claim against us that is governed by the internal-affairs doctrine.101Table of ContentsThis provision does not apply to suits brought to enforce a duty or liability created by the Exchange Act. Furthermore, Section 22 of the Securities Act, creates concurrent jurisdiction for federal and state courts over all such Securities Act actions. Accordingly, both state and federal courts have jurisdiction to entertain such claims. To prevent having to litigate claims in multiple jurisdictions and the threat of inconsistent or contrary rulings by different courts, among other considerations, our amended and restated certificate of incorporation further provides that the federal district courts of the United States of America are the exclusive forums for resolving any complaint asserting a cause of action arising under the Securities Act. While the Delaware courts have determined that such choice of forum provisions are facially valid and several state trial courts have enforced such provisions and required that suits asserting Securities Act claims be filed in federal court, there is no guarantee that courts of appeal will affirm the enforceability of such provisions, and a stockholder may nevertheless seek to bring a claim in a venue other than those designated in the exclusive forum provisions. In such an instance, we would expect to vigorously assert the validity and enforceability of the exclusive forum provisions of our amended and restated certificate of incorporation. This may require significant additional costs associated with resolving such action in other jurisdictions and there can be no assurance that the provisions will be enforced by a court in those other jurisdictions. If a court were to find either exclusive forum provision in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur further significant additional costs associated with litigating Securities Act claims in state court, or both state and federal court, which could seriously harm our business, financial condition, results of operations, and prospects. These exclusive forum provisions may limit a stockholderâ€™s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, or other employees, which may discourage lawsuits against us and our directors, officers, and other employees.General Risk FactorsThe requirements of being a public company may strain our resources, divert managementâ€™s attention, and affect our ability to attract and retain executive management and qualified board members.As a public company, we are subject to the reporting requirements of the Exchange Act, the listing standards of Nasdaq Global Select Market, and other applicable securities rules and regulations. We expect that the requirements of these rules and regulations will continue to increase our legal, accounting, and financial compliance costs, make some activities more difficult, time-consuming and costly, and place significant strain on our personnel, systems, and resources. Furthermore, several members of our management team do not have prior experience in running a public company. For example, the Exchange Act requires, among other things, that we file annual, quarterly, and current reports with respect to our business and results of operations. As a result of the complexity involved in complying with the rules and regulations applicable to public companies, our managementâ€™s attention may be diverted from other business concerns, which could harm our business, results of operations, and financial condition. Although we have already hired additional employees to assist us in complying with these requirements, we may need to hire more employees in the future or engage outside consultants, which will increase our operating expenses. In addition, changing laws, regulations, and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs, and making some activities more time-consuming. These laws, regulations, and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest substantial resources to comply with evolving laws, regulations, and standards, and this investment may result in increased general and administrative expense and a diversion of managementâ€™s time and attention from business operations to compliance activities. If our efforts to comply with new laws, regulations, and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate legal proceedings against us and our business may be harmed. Being a newly public company that is subject to these new rules and regulations has made it more expensive for us to obtain director and officer liability insurance, and we have incurred substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified members of our board of directors, particularly members who can serve on our audit committee and compensation committee, and qualified executive officers. As a result of the disclosure obligations required of a public company, our business and financial condition have become more visible, which may result in an increased risk of threatened or actual litigation, including by competitors and other third parties. If such claims are successful, our business, results of operations, and financial condition would be harmed, and even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, would divert the resources of our management and harm our business, results of operations, and financial condition.102Table of ContentsAs a result of being a public company, we are obligated to develop and maintain proper and effective internal control over financial reporting, and any failure to maintain the adequacy of these internal controls may adversely affect investor confidence in our company and, as a result, the value of our common stock.We will be required, pursuant to Section 404 of the Sarbanes-Oxley Act (â€œSection 404â€), to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting commencing with our annual report on Form 10-K for the fiscal year ending December 31, 2024. This assessment will need to include disclosure of any material weaknesses in our internal control over financial reporting identified by our management. In addition, our independent registered public accounting firm will be required to attest to the effectiveness of our internal control over financial reporting in our second annual report required to be filed with the SEC following our IPO. We have commenced the costly and challenging process of compiling the system and processing documentation necessary to perform the evaluation needed to comply with Section 404, but we may not be able to complete our evaluation, testing, and any required remediation in a timely fashion. Our compliance with Section 404 will require that we incur substantial expenses and expend significant management efforts. We may need to hire additional accounting and financial staff with appropriate public company experience and technical accounting knowledge and compile the system and process documentation necessary to perform the evaluation needed to comply with Section 404.During the evaluation and testing process of our internal controls, if we identify one or more material weaknesses in our internal control over financial reporting, we will be unable to certify that our internal control over financial reporting is effective. We cannot assure you that there will not be material weaknesses in our internal control over financial reporting in the future. Any failure to maintain internal control over financial reporting could severely inhibit our ability to accurately report our financial condition or results of operations. If we are unable to conclude that our internal control over financial reporting is effective, or if we or our independent registered public accounting firm determines we have a material weakness in our internal control over financial reporting, we could lose investor confidence in the accuracy and completeness of our financial reports, the market price of our common stock could decline, and we could be subject to sanctions or investigations by the SEC or other regulatory authorities. Failure to remedy any material weakness in our internal control over financial reporting, or to implement or maintain other effective control systems required of public companies, could also restrict our future access to the capital markets.Our reported financial results may be adversely affected by changes in accounting principles generally accepted in the United States.U.S. generally accepted accounting principles (â€œGAAPâ€), are subject to interpretation by the Financial Accounting Standards Board (â€œFASBâ€), the SEC, and various bodies formed to promulgate and interpret appropriate accounting principles. The accounting for our business is complex, particularly in the area of revenue recognition, and is subject to change based on the evolution of our business model, interpretations of relevant accounting principles, enforcement of existing or new regulations, and changes in SEC or other agency policies, rules, regulations, and interpretations of accounting regulations. Changes to our business model and accounting methods, principles, or interpretations could result in changes to our financial statements, including changes in revenue and expenses in any period, or in certain categories of revenue and expenses moving to different periods, may result in materially different financial results, and may require that we change how we process, analyze, and report financial information and our financial reporting controls.If our estimates or judgments relating to our critical accounting policies prove to be incorrect, our results of operations could be adversely affected.The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in our condensed consolidated financial statements and accompanying notes appearing elsewhere in this Quarterly Report on Form 10-Q. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as provided in the section titled â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Critical Accounting Policies and Estimates.â€ The results of these estimates form the basis for making judgments about the carrying values of assets, liabilities, and equity, and the amount of revenue and expenses. Significant estimates and judgments involve: revenue recognition, including revenue-related reserves; stock-based compensation; valuation of equity awards; legal and loss contingencies; income taxes; and capitalized internal-use software. Our results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our results of operations to fall below the expectations of securities analysts and investors, resulting in a decline in the market price of our common stock.103Table of ContentsItem 2. Unregistered Sales of Equity Securities and Use of ProceedsIssuer Purchases of Equity SecuritiesThe following table sets forth information relating to repurchases of our equity securities during the three months ended September 30, 2024:Total Number of Shares Purchased (1)(2)Average Price Paid Per Share(3)Total Number of Shares Purchased as Part of Publicly Announced ProgramApproximate Dollar Value of Shares That May Yet Be Purchased Under the Program(in thousands)(in thousands)(in millions)July 1, 2024 to July 31, 20242,860Â $34.23Â 2,856Â $327Â August 1, 2024 to August 31, 20246,598Â $32.09Â 6,598Â $115Â September 1, 2024 to September 30, 20241,386Â $34.52Â 1,329Â $68Â Total10,844Â 10,783Â _____(1) In June 2024, our board of directors authorized a new $500 million share repurchase program, which was subsequently increased to $750 million in November 2024. The share repurchase program has no expiration date. In determining the authorization of each share repurchase program, including the amount authorized, our board of directors considered the trading price levels of our common stock, including relative to that of comparable companies, our cash position, and other relevant business, tax, and legal factors. Our board of directors also considered our profitability and positive operating cash flow in recent periods, which enable us to both engage in capital return and reinvest in our talent, technology, and long-term endeavors to drive more profitable growth and help our partners navigate the digital transformations of their businesses. As such, our board of directors believes that these factors will allow us to generate more value for our stockholders over the long term. For more information regarding the risks associated with our share repurchase program, see the section titled â€œRisk Factorsâ€”Risks Related to Ownership of Our Common Stockâ€”We may not realize the anticipated long-term stockholder value of our share repurchase program, and any failure to repurchase our common stock after we have announced our intention to do so may negatively impact our stock price.â€(2) Shares repurchased includes shares repurchased and cancelled related to the forfeiture of certain restricted stock.(3) Excludes costs associated with the repurchases and the 1% excise tax accrued on the Companyâ€™s share repurchases as a result of the Inflation Reduction Act of 2022.Item 3. Defaults Upon Senior SecuritiesNot applicable.Item 4. Mine Safety DisclosuresNot applicable.Item 5. Other InformationCompensatory

Arrangements of Certain OfficersIn December 2022, we granted a performance-based restricted stock unit award (the â€œPRSU Awardâ€) to Ms. Simo, representing the right to be issued up to 1,200,000 shares of common stock (each such right, a â€œPRSUâ€). The PRSU Award vested in part (300,000 shares) in connection with our initial public offering in September 2023 and further vests upon the satisfaction of specific market capitalization goals ranging from $15 billion to $30 billion (the â€œMarket Capitalization Goalsâ€), as described in our definitive proxy statement on Schedule 14A for our 2024 annual meeting of stockholders (the â€œProxy Statementâ€) in the section titled â€œExecutive Compensationâ€”Compensation Discussion and Analysisâ€”2023 Executive Compensation Programâ€”Long-Term Incentive Compensationâ€”2022 PSU Awards.â€On November 12, 2024, the compensation committee of our board of directors (the â€œCompensation Committeeâ€) amended the PRSU Award (the â€œAmendmentâ€) to change the Market Capitalization Goals to corresponding stock price goals ranging from $43.32 per share to $86.64 per share (the â€œStock Price Goalsâ€). Achievement of the Stock Price Goals is measured using the volume-weighted average closing price of our common stock on The Nasdaq Stock Market over the 30-trading day period preceding the applicable measurement date (the â€œVWAPâ€). The Compensation Committee believes that the Amendment is necessary to achieve the original intent of the PRSU Award and to appropriately reflect the value creation it intended to reward at the time of grant. In particular, because the Company was not yet public when the PRSU Award was granted, the Compensation Committee did not have visibility as to the implications, once public, that fluctuations in common stock outstanding, including from share repurchases, would have on the Market Capitalization 104Table of ContentsGoals. Accordingly, the Stock Price Goals continue to reflect the value creation intended at the time of grant while Number of PRSUs Eligible to Vest providing clear visibility into potential achievement for Ms. Simo. No other terms of the PRSU Award were changed due to the Amendment, including the one-year post-vesting holding requirement for any shares of common stock issued.The following table summarizes the vesting terms of the PRSU Award before and after the Amendment:Performance GoalNumber of PRSUs Eligible to VestBefore Amendment: Market Capitalization Goals(1) After Amendment: Stock Price Goals(in billions)Second performance goal180,000$15Â $43.42Â Third performance goal240,000$20Â $57.76Â Fourth performance goal480,000$30Â $86.64Â _____(1) Market capitalization, as of an applicable measurement date, equals (x) the number of fully-diluted shares of common stock outstanding, using the treasury stock method, multiplied by (y) the VWAP. The implied stock price per share for each of the $15 billion, $20 billion, and $30 billion Market Capitalization Goals would have been approximately $51.19, $68.26, and $102.38, respectively, as of November 12, 2024, under the terms of the PRSU Award before the Amendment.Following the Amendment, and based on the VWAP as of November 12, 2024, the Stock Price Goal of $43.32 was met, resulting in the vesting of 180,000 shares of common stock under the PRSU Award.10b5-1 Trading PlansDuring the quarter ended September 30, 2024, our directors and officers (as defined in Rule 16a-1(f) under the Exchange Act) adopted or terminated the Rule 10b5-1 trading arrangements (as defined in Item 408(a) of Regulation S-K) described below:On September 4, 2024, Alan Ramsay, our Chief Accounting Officer, adopted a trading arrangement intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). Mr. Ramsayâ€™s trading arrangement provides for the sale through January 30, 2026 of (i) up to 40,005 shares of our common stock and (ii) up to 40,237 shares of our common stock subject to restricted stock units previously awarded to Mr. Ramsay that may vest and be released to him on or prior to January 30, 2026. The actual number of shares of our common stock that will be released to Mr. Ramsay upon the vesting of restricted stock units will be reduced by the number of shares withheld by us to satisfy tax withholding obligations arising from the vesting of such restricted stock units and is not yet determinable. The actual number of shares that may be sold pursuant to this trading arrangement is not yet determinable. This trading arrangement was adopted pursuant to Rule 10b5-1(c)(1)(ii)(D)(2) under the Exchange Act. 105Table of ContentsItem 6. ExhibitsThe exhibits listed below are filed as part of this Quarterly Report on Form 10-Q, or are incorporated herein by reference, in each case as indicated below:Exhibit NumberDescription of ExhibitFormFile No.ExhibitFiling DateFiled Herewith3.1Amended and Restated Certificate of Incorporation of Maplebear Inc.8-K001-418053.19/22/20233.2Certificate of Designation of Series A Convertible Preferred Stock.8-K001-418053.29/22/20233.3Amended and Restated Bylaws of Maplebear Inc.S-1/A333-2742133.49/11/202331.1Certification of Principal Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.X31.2Certification of Principal Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.X32.1*Certifications of Principal Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.X101.SCHXBRL Taxonomy Extension Schema Document.X101.CALXBRL Taxonomy Extension Calculation Linkbase Document.X101.DEFXBRL Taxonomy Extension Definition Linkbase Document.X101.LABXBRL Taxonomy Extension Label Linkbase Document.X101.PREXBRL Taxonomy Extension Presentation Linkbase Document.X104Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).X_____* The certifications furnished herewith are deemed to accompany this Quarterly Report on Form 10-Q and are not deemed to be â€œfiledâ€ for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, nor shall they be deemed incorporated by reference into any filing under the Securities Act, or the Exchange Act (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.106Table of ContentsSignaturesPursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.MAPLEBEAR INC.Date:November 13, 2024By:/s/ Fidji SimoFidji SimoChief Executive Officer and Director(Principal Executive Officer)Date:November 13, 2024By:/s/ Emily ReuterEmily ReuterChief Financial Officer(Principal Financial Officer)Date:November 13, 2024By:/s/ Alan RamsayAlan RamsayChief Accounting Officer(Principal Accounting Officer)107 EX-31.1 2 q3-2024exhibit311.htm EX-31.1 DocumentExhibit 31.1CERTIFICATIONI, Fidji Simo, certify that:1.I have reviewed this Quarterly Report on Form 10-Q of Maplebear 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 registrantâ€™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)) 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) 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(c) 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 13, 2024/s/ Fidji SimoFidji SimoChief Executive Officer EX-31.2 3 q3-2024exhibit312.htm EX-31.2 DocumentExhibit 31.2CERTIFICATION I, Emily Reuter, certify that:1.I have reviewed this Quarterly Report on Form 10-Q of Maplebear 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 registrantâ€™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)) 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) 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(c) 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 13, 2024/s/ Emily ReuterEmily ReuterChief Financial Officer EX-32.1 4 q3-2024exhibit321.htm EX-32.1 DocumentExhibit 32.1CERTIFICATIONPursuant to the requirement set forth in Rule 13(a)-14(b) of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. Â§1350), Fidji Simo, Chief Executive Officer of Maplebear Inc. (the â€œCompanyâ€), and Emily Reuter, Chief Financial Officer of the Company, each hereby certifies that, to the best of her knowledge:1.The Companyâ€™s Quarterly Report on Form 10-Q for the period ended SeptemberÂ 30, 2024, to which this Certification is attached as Exhibit 32.1 (the â€œPeriodic Reportâ€), fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and2.The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.IN WITNESS WHEREOF, the undersigned have set their hands hereto as of NovemberÂ 13, 2024./s/ Fidji Simo/s/ Emily ReuterFidji SimoEmily ReuterChief Executive OfficerChief Financial Officer EX-101.SCH 5 cart-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - Condensed Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - Condensed Consolidated Statements of Operations link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - Condensed Consolidated Statements of Comprehensive Income (Loss) link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - Condensed Consolidated Statements of Redeemable Convertible Preferred Stock and Stockholdersâ€™ Equity (Deficit) link:presentationLink link:calculationLink link:definitionLink 9952156 - Statement - Condensed Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 9952157 - Disclosure - Business link:presentationLink link:calculationLink link:definitionLink 9952158 - Disclosure - Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - Revenue link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - Fair Value Measurements link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - Investments link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - Property and Equipment, Net link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - Goodwill and Intangible Assets, Net link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - Accrued and Other Current Liabilities link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - Redeemable Convertible Preferred Stock link:presentationLink link:calculationLink link:definitionLink 9952167 - Disclosure - Stockholdersâ€™ Equity link:presentationLink link:calculationLink link:definitionLink 9952168 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink 9952169 - Disclosure - Net Income per Share Attributable to Common Stockholders link:presentationLink link:calculationLink link:definitionLink 9952170 - Disclosure - Related Party Transactions link:presentationLink link:calculationLink link:definitionLink 9952171 - Disclosure - Restructuring link:presentationLink link:calculationLink link:definitionLink 9952172 - Disclosure - Subsequent Events link:presentationLink link:calculationLink link:definitionLink 9954471 - Disclosure - Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 9954472 - Disclosure - Revenue (Tables) link:presentationLink link:calculationLink link:definitionLink 9954473 - Disclosure - Fair Value Measurements (Tables) link:presentationLink link:calculationLink link:definitionLink 9954474 - Disclosure - Investments (Tables) link:presentationLink link:calculationLink link:definitionLink 9954475 - Disclosure - Property and Equipment, Net (Tables) link:presentationLink link:calculationLink link:definitionLink 9954476 - Disclosure - Goodwill and Intangible Assets, Net (Tables) link:presentationLink link:calculationLink link:definitionLink 9954477 - Disclosure - Accrued and Other Current Liabilities (Tables) link:presentationLink link:calculationLink link:definitionLink 9954478 - Disclosure - Stockholdersâ€™ Equity (Tables) link:presentationLink link:calculationLink link:definitionLink 9954479 - Disclosure - Net Income per Share Attributable to Common Stockholders (Tables) link:presentationLink link:calculationLink link:definitionLink 9954480 - Disclosure - Restructuring (Tables) link:presentationLink link:calculationLink link:definitionLink 9954481 - Disclosure - Revenue - Reconciliation of Revenue from Segments to Consolidated (Details) link:presentationLink link:calculationLink link:definitionLink 9954482 - Disclosure - Revenue - Revenue from External Customers by Geographic Areas (Details) link:presentationLink link:calculationLink link:definitionLink 9954483 - Disclosure - Revenue - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954484 - Disclosure - Revenue - Schedules of Concentration of Risk, by Risk Factor (Details) link:presentationLink link:calculationLink link:definitionLink 9954485 - Disclosure - Fair Value Measurements - Summary of Assets and Liabilities Measured at Fair Value (Details) link:presentationLink link:calculationLink link:definitionLink 9954486 - Disclosure - Investments - Amortized Cost Versus Fair Value (Details) link:presentationLink link:calculationLink link:definitionLink 9954487 - Disclosure - Investments - Amortized Cost and Fair Value by Maturity Dates (Details) link:presentationLink link:calculationLink link:definitionLink 9954488 - Disclosure - Property and Equipment, Net - Property and Equipment, Net of Accumulated Depreciation and Amortization (Details) link:presentationLink link:calculationLink link:definitionLink 9954489 - Disclosure - Property and Equipment, Net - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954490 - Disclosure - Goodwill and Intangible Assets, Net - Intangible Assets, Net (Details) link:presentationLink link:calculationLink link:definitionLink 9954491 - Disclosure - Goodwill and Intangible Assets, Net - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954492 - Disclosure - Goodwill and Intangible Assets, Net - Future Amortization (Details) link:presentationLink link:calculationLink link:definitionLink 9954493 - Disclosure - Accrued and Other Current Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 9954494 - Disclosure - Commitments and Contingencies (Details) link:presentationLink link:calculationLink link:definitionLink 9954495 - Disclosure - Redeemable Convertible Preferred Stock - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954496 - Disclosure - Stockholdersâ€™ Equity - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954497 - Disclosure - Stockholdersâ€™ Equity - Schedule of Common Stock Reserved for Future Issuance (Details) link:presentationLink link:calculationLink link:definitionLink 9954498 - Disclosure - Stockholdersâ€™ Equity - Schedule of Stock Options Roll Forward (Details) link:presentationLink link:calculationLink link:definitionLink 9954499 - Disclosure - Stockholdersâ€™ Equity - Schedule of Nonvested Restricted Stock Shares Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9954500 - Disclosure - Stockholdersâ€™ Equity - Schedule of Nonvested Restricted Stock Units Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9954501 - Disclosure - Stockholdersâ€™ Equity - Share-Based Payment Arrangement, Expensed and Capitalized, Amount (Details) link:presentationLink link:calculationLink link:definitionLink 9954502 - Disclosure - Income Taxes (Details) link:presentationLink link:calculationLink link:definitionLink 9954503 - Disclosure - Net Income per Share Attributable to Common Stockholders - Computation of Basic and Diluted (Details) link:presentationLink link:calculationLink link:definitionLink 9954504 - Disclosure - Net Income per Share Attributable to Common Stockholders - Anti-dilutive (Details) link:presentationLink link:calculationLink link:definitionLink 9954505 - Disclosure - Related Party Transactions (Details) link:presentationLink link:calculationLink link:definitionLink 9954506 - Disclosure - Restructuring - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954507 - Disclosure - Restructuring - Schedule of Restructuring and Related Costs (Details) link:presentationLink link:calculationLink link:definitionLink 9954508 - Disclosure - Subsequent Events (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 6 cart-20240930_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 7 cart-20240930_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 8 cart-20240930_lab.xml XBRL TAXONOMY EXTENSION LABEL

LINKBASE DOCUMENT Volume-weighted average price consecutive trading days Volume-Weighted Average Price Consecutive Trading Days Volume-Weighted Average Price Consecutive Trading Days Sale of stock, dividend rate approval threshold Sale Of Stock, Dividend Rate Approval Threshold Sale Of Stock, Interest Rate, Stated Percentage Adjustments to reconcile net income (loss) to net cash provided by operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Statistical Measurement [Domain] Statistical Measurement [Domain] Related Party Transactions Related Party Transactions Disclosure [Text Block] Stock repurchase program, remaining authorized repurchase amount Share Repurchase Program, Remaining Authorized, Amount Gross Unrealized Losses Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Loss, before Tax Cover [Abstract] Transaction Transaction [Member] Transaction Net increase (decrease) in cash, cash equivalents, and restricted cash and cash equivalents Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect 2024 Restructuring Plan 2024 Restructuring Plan [Member] 2024 Restructuring Plan Customer A Customer A [Member] Customer A Trading Symbol Trading Symbol All Trading Arrangements All Trading Arrangements [Member] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Non-NEOs Non-NEOs [Member] Schedule of Earnings Per Share, Basic and Diluted Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Share-based payment arrangement, expense, tax benefit Share-Based Payment Arrangement, Expense, Tax Benefit Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Cash paid for income taxes, net of tax refunds Income Taxes Paid, Net Account receivable, net of allowance Accounts Receivable, Allowance for Credit Loss, Current Exercise of common stock warrants (in shares) Stock Issued During Period, Shares, Common Stock Upon Exercise Of Warrants Stock Issued During Period, Shares, Common Stock Upon Exercise Of Warrants Conversion of redeemable convertible preferred stock to common stock in connection with initial public offering (in shares) Stock Issued During Period, Shares, Conversion of Convertible Securities Pay vs Performance Disclosure [Line Items] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Cash equivalents Cash Equivalents [Member] Accounts receivable Increase (Decrease) in Accounts Receivable Business Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Operating lease liabilities Increase (Decrease) in Operating Lease Liability Conversion of redeemable convertible preferred stock to common stock in connection with initial public offering Conversion of Stock, Amount Converted Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Fair Value Measurements Fair Value Disclosures [Text Block] Proceeds from exercise of stock options Proceeds from Stock Options Exercised Restructuring and Related Activities [Abstract] Award Timing Disclosures [Line Items] Other Performance Measure, Amount Other Performance Measure, Amount 2027 Finite-Lived Intangible Asset, Expected Amortization, Year Three Schedule of Nonvested Restricted Stock Units Activity Schedule of Nonvested Restricted Stock Units Activity [Table Text Block] Common stock, shares, outstanding (in shares) Common stock, beginning balance (in shares) Common stock, ending balance (in shares) Common Stock, Shares, Outstanding Sales and indirect tax liabilities Sales and Excise Tax Payable, Current Forfeiture of exchangeable shares (in shares) Shares Issued, Shares, Share-Based Payment Arrangement, Forfeited Maturities of marketable securities Proceeds from Sale and Maturity of Marketable Securities Restructuring and related cost, number of positions eliminated Restructuring and Related Cost, Number of Positions Eliminated Shares available for grant, beginning of period (in shares) Shares available for grant, ending of period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant Operating lease liabilities, noncurrent Operating Lease, Liability, Noncurrent Alan Ramsay Trading Arrangement, Common Stock [Member] Alan Ramsay Trading Arrangement, Common Stock Revenue from Contract with Customer [Abstract] Deferred revenue Contract with Customer, Liability, Current Sale of stock, price per share (in dollars per share) Sale of Stock, Price Per Share United States UNITED STATES Other assets Other Assets, Noncurrent Entity Tax Identification Number Entity Tax Identification Number Temporary equity, shares issued (in shares) Temporary Equity, Shares Issued Gross Carrying Value Finite-Lived Intangible Assets, Gross Schedule of Finite-Lived Intangible Assets [Table] Intangible Asset, Finite-Lived [Table] Antidilutive Securities, Name [Domain] Antidilutive Securities, Name [Domain] Payments for legal settlements Payments for Legal Settlements Money market funds Money Market Funds [Member] Net cash provided by operating activities Net Cash Provided by (Used in) Operating Activities Patents Patents [Member] Sale of stock, consideration received on transaction Sale of Stock, Consideration Received on Transaction OPERATING ACTIVITIES Net Cash Provided by (Used in) Operating Activities [Abstract] Equity Components [Axis] Equity Components [Axis] Loss contingency, accrual, increase (release) Loss Contingency Accrual, Period Increase (Decrease) Award Timing Method Award Timing Method [Text Block] Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Restructuring Type [Axis] Restructuring Type [Axis] Options vested and exercisable, weighted average exercise price (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Exercisable, Weighted Average Exercise Price Debt securities, available-for-sale Total Debt Securities, Available-for-Sale Measurement Frequency [Axis] Measurement Frequency [Axis] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Insider Trading Policies and Procedures [Line Items] Share-based payment arrangement, amount capitalized Share-Based Payment Arrangement, Amount Capitalized Use of Estimates Use of Estimates, Policy [Policy Text Block] Stock Repurchase Program - Feb 2024 Stock Repurchase Program - Feb 2024 [Member] Stock Repurchase Program - Feb 2024 Adjustment to Compensation, Amount Adjustment to Compensation Amount Options, outstanding, intrinsic value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Payables and Accruals [Abstract] Compensation Amount Outstanding Recovery Compensation Amount SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES Cash Flow, Noncash Investing and Financing Activities Disclosure [Abstract] Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Net unrealized gain on available-for-sale marketable securities, net of tax Other Comprehensive Income (Loss), Available-for-Sale Securities Adjustment, Net of Tax, Portion Attributable to Parent Entity Small Business Entity Small Business Developed technology Developed Technology Rights [Member] Accrued and Other Current Liabilities Accounts Payable and Accrued Liabilities Disclosure [Text Block] Company Selected Measure Amount Company Selected Measure Amount Geographical [Axis] Geographical [Axis] Schedule of Restructuring and Related Costs Restructuring and Related Costs [Table Text Block] Tabular List, Table Tabular List [Table Text Block] Shares Available for Future Grant Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Share Available For Future Grant [Roll Forward] Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Share Available For Future Grant Accrued legal and regulatory matters Loss Contingency, Accrual, Current Level 3 Fair Value, Inputs, Level 3 [Member] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Schedule of Stock Options Roll Forward Schedule of Stock Options Roll Forward [Table Text Block] Sales and marketing Selling and Marketing Expense [Member] Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] Debt Securities, Available-for-Sale [Line Items] Debt Securities, Available-for-Sale [Line Items] Accrued and other current liabilities Total Accrued Liabilities, Current Antidilutive securities excluded from computation (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Cash, cash equivalents, and restricted cash and cash equivalents - beginning of period Cash, cash equivalents, and restricted cash and cash equivalents - end of period Total cash, cash equivalents, and restricted cash and cash equivalents Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Share-based payment arrangement, nonvested award, cost not yet recognized, amount Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Current assets: Assets, Current [Abstract] Goodwill Goodwill Taxes paid related to net share settlement of equity awards Taxes paid related to net share settlement of equity awards Payment, Tax Withholding, Share-Based Payment Arrangement Other comprehensive income (loss): Other Comprehensive Income (Loss), Net of Tax [Abstract] Stock repurchase program, authorized amount Share Repurchase Program, Authorized, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Product and Service [Domain] Product and Service [Domain] Stock options outstanding Stock options Share-Based Payment Arrangement, Option [Member] Debt Securities, Available-for-Sale [Table] Debt Securities, Available-for-Sale [Table] Vested, weighted average exercise price (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Fair Value Disclosures [Abstract] Short-term marketable securities Marketable Securities, Current Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table] Antidilutive Security, Excluded EPS Calculation [Table] Comprehensive income (loss) Comprehensive Income (Loss), Net of Tax, Attributable to Parent Preferred stock, shares outstanding (in shares) Preferred Stock, Shares Outstanding Shares withheld related to net share settlement (in shares) Share-Based Compensation Arrangement By Share-Based Payment Award, Number Of Shares Available For Grant, Shares Withheld Related To Net Share Settlement Share-Based Compensation Arrangement By Share-Based Payment Award, Number Of Shares Available For Grant, Shares Withheld Related To Net Share Settlement Accrued advertising Accrued Advertising, Current Security Exchange Name Security Exchange Name Investments Classified by Contractual Maturity Date Investments Classified by Contractual Maturity Date [Table Text Block] Award Type [Axis] Award Type [Axis] Corporate debt securities Corporate Debt Securities [Member] Options exercised, weighted average exercise price (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Number of Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Property and equipment, net Property and equipment, net Property, Plant and Equipment, Net Total liabilities Liabilities Performance and or Market-Based Conditions Performance And Or Market-Based Conditions [Member] Performance And Or Market-Based Conditions Amortized Cost Debt Securities, Available-for-Sale, Maturity, Allocated and Single Maturity Date, Amortized Cost [Abstract] Schedule of Acquired Indefinite-Lived Intangible Assets by Major Class Schedule of Acquired Indefinite-Lived Intangible Assets by Major Class [Table Text Block] Common stock, par or stated value per share (in dollars per share) Common Stock, Par or Stated Value Per Share Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Debt Securities, Available-for-Sale Debt Securities, Available-for-Sale [Table Text Block] Research and development Research and Development Expense Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Expiration Date Trading Arrangement Expiration Date INVESTING ACTIVITIES Net Cash Provided by (Used in) Investing Activities [Abstract] Deferred offering costs not yet paid Deferred Offering Costs Incurred But Not Yet Paid Deferred Offering Costs Incurred But Not Yet Paid Goodwill and Intangible Assets Disclosure [Abstract] Operating lease liabilities, current Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Common stock, shares, issued (in shares) Common Stock, Shares, Issued Stock Repurchase Program - Nov 2023 Stock Repurchase Program - Nov 2023 [Member] Stock Repurchase Program - Nov 2023 Schedule of Nonvested Restricted Stock Shares Activity Nonvested Restricted Stock Shares Activity [Table Text Block] Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Concentration risk, percentage Concentration Risk, Percentage Computer equipment Computer Equipment [Member] Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Less: accumulated depreciation and amortization Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Subsequent Event [Line Items] Subsequent Event [Line Items] Total property and equipment Property, Plant and Equipment, Gross Exercise of common stock options (in shares) Options exercised (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Restricted Stock Units (RSUs) Performance Shares Restricted Stock Units (RSUs) Performance Shares [Member] Restricted Stock Units (RSUs) Performance Shares Conversion of redeemable convertible preferred stock to common stock in connection with initial public offering Temporary Equity, Value, Conversion Of Convertible Securities Temporary Equity, Value, Conversion Of Convertible Securities Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Research and development Research and Development Expense [Member] Weighted-Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] Accretion related to Series A redeemable convertible preferred stock Add: Accretion related to Series A redeemable convertible preferred stock Temporary Equity, Accretion To Redemption Value, Adjustment, Diluted Temporary Equity, Accretion To Redemption Value, Adjustment, Diluted Common stock, shares authorized (in dollars per share) Common Stock, Shares Authorized Antidilutive Securities, Condition [Domain] Antidilutive Securities, Condition [Domain] Antidilutive Securities, Condition [Domain] Basis of Presentation Basis of Accounting, Policy [Policy Text Block] Weighted-average shares used in computing net income (loss) per share attributable to common stockholders, diluted (in shares) Weighted-average shares used in computing diluted net income per share attributable to common stockholders (in shares) Weighted Average Number of Shares Outstanding, Diluted MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Remainder of 2024 Finite-Lived Intangible Asset, Expected Amortization, Remainder of Fiscal Year Numerator: Net Income (Loss) Available to Common Stockholders, Basic [Abstract] Total stockholdersâ€™ equity Beginning balance Ending balance Equity, Attributable to Parent Related Party Related Party [Member] Within one year Debt Securities, Available-for-Sale, Fair Value, Maturity, Allocated and Single Maturity Date, Year One Lessee, operating lease, renewal term Lessee, Operating Lease, Renewal Term Balance Sheet Location [Axis] Statement of Financial Position Location, Balance [Axis] Deferred income taxes Deferred Income Tax Expense (Benefit) Property and Equipment, Net Property, Plant and Equipment Disclosure [Text Block] Capitalized internal-use software Software and Software Development Costs [Member] Concentration Risk Type [Domain] Concentration Risk Type [Domain] Total other comprehensive income (loss) Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent Fair Value, Recurring Fair Value, Recurring [Member] Accounts receivable, net of allowance of $4 and $5, respectively Accounts Receivable, after Allowance for Credit Loss, Current Sale of stock, expected term Sale of Stock, Expected Term Sale of Stock, Expected Term 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] Sale of Stock [Domain] Sale of Stock [Domain] Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Conversion of exchangeable shares to common stock in connection with initial public offering Stock Issued During Period, Shares, Conversion Of Exchangeable Shares Stock Issued During Period, Shares, Conversion Of Exchangeable Shares Document Fiscal Period Focus Document Fiscal Period Focus All Executive Categories All Executive Categories [Member] Weighted-average effect of dilutive securities (in shares) Incremental Common Shares Attributable to Dilutive Effect of Share-Based Payment Arrangements Balance Sheet Location [Domain] Statement of Financial Position Location, Balance [Domain] Proceeds from the issuance of Series A redeemable convertible preferred stock Proceeds from Issuance of Redeemable Convertible Preferred Stock 2026 Finite-Lived Intangible Asset, Expected Amortization, Year Two Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Options, outstanding, weighted average remaining contractual term Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term ASSETS Assets [Abstract] Document Type Document Type Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Purchases of marketable securities Payments to Acquire Marketable Securities Vested (in shares) Vested (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Amortized Cost Total Debt Securities, Available-for-Sale, Amortized Cost Accretion of Series A redeemable convertible preferred stock Accretion of Series A redeemable convertible preferred stock Temporary Equity, Accretion to Redemption Value, Adjustment Lessee, operating lease, terminate term Lessee, Operating Lease, Terminate Term Lessee, Operating Lease, Terminate Term Schedule of Finite-Lived Intangible Assets, Future Amortization Expense Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] Subsequent Event [Table] Subsequent Event [Table] Maximum Maximum [Member] Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Net Carrying Value Finite-Lived Intangible Assets, Net Furniture and fixtures Furniture and Fixtures [Member] Antidilutive Securities [Axis] Antidilutive Securities [Axis] International Non-US [Member] Accounts payable Accounts Payable, Current Accounting Policies [Abstract] Leasehold improvements Leasehold Improvements [Member] Current Fiscal Year End Date Current Fiscal Year End Date Related party transaction, amounts of transaction Related Party Transaction, Amounts of Transaction Statistical Measurement [Axis] Statistical Measurement [Axis] PEO Name PEO Name Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Income (loss) before provision for (benefit from) income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Shares issued in period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Shares Issued in Period Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount All Award Types Award Type [Domain] Name Outstanding Recovery, Individual Name Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Issuance of common stock upon settlement of restricted stock units (in shares) Shares Issued, Shares, Share-Based Payment Arrangement, after Forfeiture 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] Temporary equity, shares authorized (in shares) Temporary Equity, Shares Authorized Options (in shares) Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Number Of Shares Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Number Of Shares Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Deferred tax assets, net Deferred Income Tax Assets, Net Non-PEO NEO Non-PEO NEO [Member] Weighted-Average Remaining Useful Life Finite-Lived Intangible Asset, Useful Life Temporary equity, par or stated value per share (in dollars per share) Temporary Equity, Par or Stated Value Per Share Additional Paid-In Capital Additional Paid-in Capital [Member] Award Timing Predetermined Award Timing Predetermined [Flag] Changes in accrued purchases of property and equipment, including capitalized internal-use software Changes In Accrued Purchases Of Property And Equipment, Including Capitalized Internal-use Software Changes In Accrued Purchases Of Property And Equipment, Including Capitalized Internal-use Software Number of shareholders Number Of Shareholders Number Of Shareholders Subsequent Event Type [Domain] Subsequent Event Type [Domain] Capitalized computer software, amortization Capitalized Computer Software, Amortization Class of Stock [Line Items] Class of Stock [Line Items] Customer relationships Customer Relationships [Member] Recent Accounting Pronouncements Not Yet Adopted New Accounting Pronouncements, Policy [Policy Text Block] Forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Nonvested Options Forfeited, Number of Shares Net income (loss) per share attributable to common stockholders, diluted (in dollars per share) Net income per share attributable to common stockholders, diluted (in dollars per share) Earnings Per Share, Diluted Class of Stock [Axis] Class of Stock [Axis] Debt Securities, Available-for-Sale, Maturity, Allocated and Single Maturity Date, Fair Value [Abstract] Debt Securities, Available-for-Sale, Maturity, Allocated and Single Maturity Date, Fair Value [Abstract] Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Issuance of Series A redeemable convertible preferred stock Temporary Equity, Stock Issued During Period, Value, New Issues Accumulated Amortization Finite-Lived Intangible Assets, Accumulated Amortization Amortization of operating lease right-of-use assets Operating Lease, Right-of-Use Asset, Periodic Reduction Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Type of Restructuring [Domain] Type of Restructuring [Domain] Deferred revenue Increase (Decrease) in Contract with Customer, Liability Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Options vested and expected to vest, exercisable, weighted average remaining contractual term Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Exercisable, Weighted Average Remaining Contractual Term Preferred stock, shares issued (in shares) Preferred Stock, Shares Issued Customer [Axis] Customer [Axis] Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block] Disaggregation of Revenue [Table] Disaggregation of Revenue [Table] Employee Severance Employee Severance [Member] Statement of Financial Position [Abstract] Restructuring Restructuring and Related Activities Disclosure [Text Block] Stock-based compensation expense Share-Based Payment Arrangement, Noncash Expense Sales and marketing Selling and Marketing Expense Provision for (benefit from) income taxes Income Tax Expense (Benefit) Stock-based compensation capitalized as internal-use software Share-Based Payment Arrangement, Amount Capitalized As Internal-Use Software Share-Based Payment Arrangement, Amount Capitalized As Internal-Use Software Options cancelled and forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION Supplemental Cash Flow Information [Abstract] Stockholdersâ€™ Equity Shareholders' Equity and Share-Based Payments [Text Block] Share-based payment arrangement, nonvested award, cost not yet recognized, period for recognition Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Volume-weighted average price, measuring period Volume-Weighted Average Price, Measuring Period Volume-Weighted Average Price, Measuring Period Net income (loss) attributable to common stockholders, diluted Net Income (Loss) Available to Common Stockholders, Diluted Revenue Revenue from Contract with Customer, Excluding Assessed Tax Other long-term liabilities Increase (Decrease) in Other Noncurrent Liabilities Statement of Comprehensive Income [Abstract] Concentration Risk Benchmark [Domain] Concentration Risk Benchmark [Domain] Effective income tax rate reconciliation, percent Effective Income Tax Rate Reconciliation, Percent Net cash provided by (used in) investing activities Net Cash Provided by (Used in) Investing Activities Income (loss) from operations Operating Income (Loss) Additional shares reserved (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Additional Shares Authorized Total liabilities, redeemable convertible preferred stock, and stockholdersâ€™ equity Liabilities and Equity Dividends Dividends Subsequent Events Subsequent Events [Text Block] Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] All Adjustments to Compensation All Adjustments to Compensation [Member] Accrued compensation and benefits Employee-related Liabilities, Current Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Prepaid expenses and other assets Increase (Decrease) in Prepaid Expense and Other Assets Additional paid-in capital Additional Paid in Capital Advances from payment card issuer Advances From Payment Card Issuer, Current Advances From Payment Card Issuer, Current Vested and not settled (in shares) Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Vested And Not Settled In Period Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Vested And Not Settled In Period Restructuring charges Restructuring Charges Commitments and Contingencies Disclosure [Abstract] Schedule of Earnings Per Share, Basic, by Common Class, Including Two Class Method [Table] Earnings Per Share, Basic, by Common Class, Including Two-Class Method [Table] Interest income Interest Income (Expense), Nonoperating Finite-Lived Intangible Assets, Major Class Name [Domain] Finite-Lived Intangible Assets, Major Class Name [Domain] Underlying Security Market Price Change Underlying Security Market Price Change, Percent Income taxes, potential tax, closing of sale and use tax examination, increase (decrease) in reserve amount Income Taxes, Potential Tax, Closing Of Sale And Use Tax Examination, Increase (Decrease) In Reserve Amount Income Taxes, Potential Tax, Closing Of Sale And Use Tax Examination, Increase (Decrease) In Reserve Amount Individual: Individual [Axis] Common stock withheld or cancelled for tax obligation and net settlement Share-Based Payment Arrangement, Decrease for Tax Withholding Obligation Accumulated Other Comprehensive Income (Loss) AOCI Attributable to Parent [Member] U.S. government and government agency debt securities US Government Agencies Debt Securities [Member] Product and Service [Axis] Product and Service [Axis] Entity Address, State or Province Entity Address, State or Province Property, Plant and Equipment [Line Items] Property, Plant and Equipment [Line Items] Statement [Line Items] Statement [Line Items] Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Operating expenses: Operating Expenses [Abstract] Property and Equipment, Net Property, Plant and Equipment [Table Text Block] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] IPO IPO [Member] Financial Instruments [Domain] Financial Instruments [Domain] Unvested and outstanding, beginning of period, weighted average exercise price (in dollars per share) Unvested and outstanding, ending of period, weighted average exercise price (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value LIABILITIES, REDEEMABLE CONVERTIBLE PREFERRED STOCK, AND STOCKHOLDERSâ€™ EQUITY Liabilities and Equity [Abstract] Sale of stock, discount for lack of marketability Sale Of Stock, Discount For Lack Of Marketability Sale Of Stock, Discount For Lack Of Marketability Software Development Software Development [Member] Employee benefits and share-based compensation Employee Benefits and Share-Based Compensation Minimum Minimum [Member] Restatement Determination Date Restatement Determination Date Adoption Date Trading Arrangement Adoption Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Related Party Transactions [Abstract] Income tax examination, penalties and interest accrued Income Tax Examination, Penalties and Interest Accrued Property, Plant and Equipment [Table] Property, Plant and Equipment [Table] Options outstanding, weighted average exercise price (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Concentration Risk [Table] Concentration Risk [Table] Operating lease right-of-use assets Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Options outstanding, beginning of period (in shares) Options outstanding, ending of period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Provision for bad debts Accounts Receivable, Credit Loss Expense (Reversal) Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Property, Plant and Equipment [Abstract] Exercise Price Award Exercise Price Net Income per Share Attributable to Common Stockholders Earnings Per Share [Text Block] Arrangement Duration Trading Arrangement Duration Subsequent Event Subsequent Event [Member] Exercise of common stock options Stock Issued During Period, Value, Stock Options Exercised Goodwill and Intangible Assets, Net Goodwill and Intangible Assets Disclosure [Text Block] Restricted cash and cash equivalents, current Restricted Cash and Cash Equivalents, Current Granted, weighted average exercise price (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Restructuring Plan [Axis] Restructuring Plan [Axis] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] Sale of stock, volatility rate Sale Of Stock, Volatility Rate Sale Of Stock, Volatility Rate 2028 Finite-Lived Intangible Asset, Expected Amortization, Year Four All Individuals All Individuals [Member] PEO PEO [Member] Income Tax Disclosure [Abstract] Name Trading Arrangement, Individual Name Other expense, net Other Nonoperating Income (Expense) Alan Ramsay [Member] Alan Ramsay Statement of Stockholders' Equity [Abstract] Intangible assets, net Intangible Assets, Net (Excluding Goodwill) Long-Lived Tangible Asset [Axis] Long-Lived Tangible Asset [Axis] Gross Unrealized Gains Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Gain, before Tax Options vested and exercisable (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Exercisable, Number Schedules of Concentration of Risk, by Risk Factor 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] Issuance of Series A redeemable convertible preferred stock (in shares) Temporary Equity, Stock Issued During Period, Shares, New Issues Temporary Equity, Stock Issued During Period, Shares, New Issues Common stock, capital shares reserved for future issuance (in shares) Common Stock, Capital Shares Reserved for Future Issuance 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] Operations and support Operations And Support Expense Operations And Support Expense Related Party, Type [Domain] Related and Nonrelated Parties [Domain] Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Restructuring Cost and Reserve [Line Items] Restructuring Cost and Reserve [Line Items] Local Phone Number Local Phone Number Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Total operating expenses Operating expenses Operating Expenses Reconciliation of Revenue from Segments to Consolidated Reconciliation of Revenue from Segments to Consolidated [Table Text Block] Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Additional Disclosures [Abstract] Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Additional Disclosures [Abstract] Share-based compensation arrangement by share-based payment award, award requisite service period Share-Based Compensation Arrangement by Share-Based Payment Award, Award Requisite Service Period Changes in operating assets and liabilities, net of effects of business acquisitions: Increase (Decrease) in Operating Capital [Abstract] PEO Total Compensation Amount PEO Total Compensation Amount Accrued shopper and merchant liability Accrued Shopper and Merchant Liability, Current Accrued Shopper and Merchant Liability, Current Forfeiture of restricted stock (in shares) Stock Issued During Period, Shares, Restricted Stock Award, Forfeited Long-Lived Tangible Asset [Domain] Long-Lived Tangible Asset [Domain] Income Statement Location [Axis] Statement of Income Location, Balance [Axis] Share Repurchase Program [Domain] Share Repurchase Program [Domain] Restructuring and related cost, number of positions eliminated, expected percent Restructuring And Related Cost, Number Of Positions Eliminated, Expected Percent Restructuring And Related Cost, Number Of Positions Eliminated, Expected Percent Deferred offering costs paid Payments of Stock Issuance Costs Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Common Stock Common Stock [Member] Measure: Measure [Axis] Vested and not settled, weighted average exercise price (in dollars per share) Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Vested And Not Settled In Period, Weighted Average Grant Date Fair Value Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Vested And Not Settled In Period, Weighted Average Grant Date Fair Value Share price (in dollars per share) Share Price Accretion related to Series A redeemable convertible preferred stock Less: Accretion related to Series A redeemable convertible preferred stock Temporary Equity, Accretion To Redemption Value, Adjustment, Basic Temporary Equity, Accretion To Redemption Value, Adjustment, Basic Preferred stock, shares authorized (in shares) Preferred Stock, Shares Authorized Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Issuance of common stock in connection with initial public offering, net of underwriting discounts and offering costs (in shares) Stock Issued During Period, Shares, New Issues Entity Emerging Growth Company Entity Emerging Growth Company Common stock withheld or cancelled for tax obligation and net settlement (in shares) Non-voting common stock withheld or cancelled for tax obligation and net settlement (in shares) Share-Based Payment Arrangement, Shares Withheld for Tax Withholding Obligation Entity Central Index Key Entity Central Index Key General and administrative General and Administrative Expense [Member] Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Schedule of Accounts Payable and Accrued Liabilities Schedule of Accounts Payable and Accrued Liabilities [Table Text Block] Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Equity Component [Domain] Equity Component [Domain] Preferred stock, par or stated value per share (in dollars per share) Preferred Stock, Par or Stated Value Per Share Financial Instrument [Axis] Financial Instrument [Axis] Temporary equity, shares outstanding (in shares) Temporary equity, beginning balance (in shares) Temporary equity, ending balance (in shares) Temporary Equity, Shares Outstanding RECONCILIATION OF CASH, CASH EQUIVALENTS, AND RESTRICTED CASH AND CASH EQUIVALENTS TO THE CONDENSED CONSOLIDATED BALANCE SHEETS Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents [Abstract] Customer B Customer B [Member] Customer B Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Stock-based compensation APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Unvested restricted non-voting common stock Unvested restricted non-voting common stock Restricted Stock [Member] Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Title Trading Arrangement, Individual Title Capitalized computer software costs Capitalized Computer Software, Period Increase (Decrease) Statement [Table] Statement [Table] Measurement Frequency [Domain] Measurement Frequency [Domain] Significant Accounting Policies Significant Accounting Policies [Text Block] Earnings Per Share, Basic, by Common Class, Including Two Class Method [Line Items] Earnings Per Share, Basic, by Common Class, Including Two Class Method [Line Items] City Area Code City Area Code Current liabilities: Liabilities, Current [Abstract] Restructuring and related cost, expected cost remaining Restructuring and Related Cost, Expected Cost Remaining Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Level 1 Fair Value, Inputs, Level 1 [Member] Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Axis] Total current assets Assets, Current Statement of Cash Flows [Abstract] Thereafter Finite-Lived Intangible Asset, Expected Amortization, after Year Four Finite-Lived Intangible Asset, Expected Amortization, after Year Four Repurchases of common stock Payments for Repurchase of Common Stock Weighted-Average Grant-Date Fair Value per Share Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Subsequent Event Type [Axis] Subsequent Event Type [Axis] Other Other Intangible Assets [Member] Income Taxes Income Tax Disclosure [Text Block] Repurchase and retirement of common stock Stock repurchased and retired during period, value Stock Repurchased and Retired During Period, Value Earnings Per Share [Abstract] Equity [Abstract] Accumulated deficit Retained Earnings (Accumulated Deficit) Repurchase and retirement of common stock (in shares) Repurchase and retirement of common stock (in shares) Stock Repurchased and Retired During Period, Shares Class of Stock [Domain] Class of Stock [Domain] Options forfeited, weighted average exercise price (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period, Weighted Average Exercise Price Related Party Transaction [Line Items] Related Party Transaction [Line Items] General and administrative General and Administrative Expense Organization, Consolidation and Presentation of Financial Statements [Abstract] Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Net cash provided by (used in) financing activities Net Cash Provided by (Used in) Financing Activities Underlying Securities Award Underlying Securities Amount Investments Investments in Debt and Marketable Equity Securities (and Certain Trading Assets) Disclosure [Text Block] Antidilutive Securities, Condition [Axis] Antidilutive Securities, Condition [Axis] Antidilutive Securities, Condition Amendment Flag Amendment Flag Entity Registrant Name Entity Registrant Name Accretion of Series A redeemable convertible preferred stock Adjustments to Additional Paid in Capital, Increase in Carrying Amount of Redeemable Preferred Stock Adjustment to Non-PEO NEO Compensation Footnote

Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Depreciation and amortization expense Depreciation, Depletion and Amortization Increase (Decrease) in Temporary Equity [Roll Forward] Increase (Decrease) in Temporary Equity [Roll Forward] Gross profit Gross Profit Change in foreign currency translation adjustments Foreign currency translation adjustments Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, Portion Attributable to Parent Fair Value as of Grant Date Award Grant Date Fair Value Customer Concentration Risk Customer Concentration Risk [Member] Subsequent Events [Abstract] Sale of stock, number of shares issued in transaction (in shares) Sale of Stock, Number of Shares Issued in Transaction Within one year Debt Securities, Available-for-Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, Year One Level 2 Fair Value, Inputs, Level 2 [Member] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Stockholdersâ€™ equity: Equity, Including Portion Attributable to Noncontrolling Interest [Abstract] Geographical [Domain] Geographical [Domain] Property, Plant and Equipment Property, Plant and Equipment [Member] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Issuance of common stock in connection with initial public offering, net of underwriting discounts and offering costs Stock Issued During Period, Value, New Issues Entity Address, Postal Zip Code Entity Address, Postal Zip Code Share-Based Payment Arrangement, Expensed and Capitalized, Amount Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Schedule of Restructuring and Related Costs [Table] Restructuring Cost [Table] Restatement Determination Date: Restatement Determination Date [Axis] Title of 12(b) Security Title of 12(b) Security Concentration Risk Type [Axis] Concentration Risk Type [Axis] Common stock, $0.0001 par value per share; $2,000,000 shares authorized as of DecemberÂ 31, 2023 and SeptemberÂ 30, 2024; 279,046, and $256,986 shares issued and outstanding as of DecemberÂ 31, 2023 and SeptemberÂ 30, 2024, respectively Common Stock, Value, Issued Stock Repurchase Program - June 2024 Stock Repurchase Program - June 2024 [Member] Stock Repurchase Program - June 2024 Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Other investing activities Payments for (Proceeds from) Other Investing Activities 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] Options vested and exercisable, aggregate intrinsic value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Exercisable, Aggregate Intrinsic Value Finite-Lived Intangible Assets [Line Items] Finite-Lived Intangible Assets [Line Items] Forfeited, weighted average exercise price (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value FINANCING ACTIVITIES Net Cash Provided by (Used in) Financing Activities [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Concentration Risk [Line Items] Concentration Risk [Line Items] Preferred stock, $0.0001 par value per share; 24,167 shares authorized as of DecemberÂ 31, 2023 and SeptemberÂ 30, 2024; zero shares issued and outstanding as of DecemberÂ 31, 2023 and SeptemberÂ 30, 2024 Preferred Stock, Value, Issued Estimated Useful Life Property, Plant and Equipment, Useful Life Number of Options Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Shares available for issuance under the 2023 Employee Stock Purchase Plan Employee Stock [Member] Redeemable Convertible Preferred Stock Temporary Equity Disclosure [Text Block] Temporary Equity Disclosure Net income (loss) per share attributable to common stockholders, basic (in dollars per share) Net income per share attributable to common stockholders, 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] Income taxes, potential tax, interest or penalties, increase (decrease) in reserve amount Income Taxes, Potential Tax, Interest Or Penalties, Increase (Decrease) In Reserve Amount Income Taxes, Potential Tax, Interest Or Penalties, Increase (Decrease) In Reserve Amount Changes in advances from payment card issuer Changes In Advances From Payment Card Issuer Changes In Advances From Payment Card Issuer Alan Ramsay Trading Arrangement, Common Stock Subject To Restricted Stock Units Previously Awarded [Member] Alan Ramsay Trading Arrangement, Common Stock Subject To Restricted Stock Units Previously Awarded Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Amortization Amortization Net income (loss) attributable to common stockholders, basic Net Income (Loss) Available to Common Stockholders, Basic Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Schedule of Stock by Class [Table] Stock, Class of Stock [Table] Total current liabilities Liabilities, Current Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Series A redeemable convertible preferred stock; $0.0001 par value per share; 5,833 shares authorized, issued, and outstanding as of DecemberÂ 31, 2023 and SeptemberÂ 30, 2024 Temporary equity, beginning balance Temporary equity, ending balance Temporary Equity, Carrying Amount, Attributable to Parent Share Repurchase Program [Axis] Share Repurchase Program [Axis] Total assets Assets 2025 Finite-Lived Intangible Asset, Expected Amortization, Year One Cost of revenue Cost of Goods and Services Sold Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Purchases of property and equipment, including capitalized internal-use software 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 Commitments and Contingencies Termination Date Trading Arrangement Termination Date Stock Repurchase Program - November 2024 Stock Repurchase Program - November 2024 [Member] Stock Repurchase Program - November 2024 Schedule of Related Party Transactions, by Related Party [Table] Related Party Transaction [Table] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Revenue from External Customers by Geographic Areas Revenue from External Customers by Geographic Areas [Table Text Block] Remaining shares available for future issuance Shares Available For Future Grant [Member] Shares Available For Future Grant Entity Address, City or Town Entity Address, City or Town Share-based compensation arrangement by share-based payment award, options, exercises in period, intrinsic value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value Total stock-based compensation expense Share-Based Payment Arrangement, Expense Net income (loss) Net income (loss) Net income Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Investments, Debt and Equity Securities [Abstract] Conversion of redeemable convertible preferred stock to common stock in connection with initial public offering Stock Issued During Period, Value, Conversion of Convertible Securities Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Loss Contingencies [Table] Loss Contingencies [Table] 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 Revenue Revenue from Contract with Customer [Text Block] Document Fiscal Year Focus Document Fiscal Year Focus Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Denominator: Weighted Average Number of Shares Outstanding Reconciliation [Abstract] Entity Address, Address Line Two Entity Address, Address Line Two Effect of foreign exchange on cash, cash equivalents, and restricted cash and cash equivalents Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Restructuring Plan [Domain] Restructuring Plan [Domain] Lessee, operating lease, term of contract Lessee, Operating Lease, Term of Contract Other Other Accrued Liabilities, Current Accrued and other current liabilities Increase (Decrease) in Accrued Liabilities and Other Operating Liabilities Name Forgone Recovery, Individual Name Document Period End Date Document Period End Date Sale of Stock [Axis] Sale of Stock [Axis] Other Other Noncash Income (Expense) Series A Redeemable Convertible Preferred Stock Series A Redeemable Convertible Preferred Stock [Member] Series A Redeemable Convertible Preferred Stock Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Unvested and outstanding, beginning of period (in shares) Unvested and outstanding, ending of period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Insider Trading Arrangements [Line Items] Exchangeable Shares Exchangeable Shares [Member] Exchangeable Shares Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount Operations and support Operations And Support Expense [Member] Operations And Support Expense Schedule of Common Stock Reserved for Future Issuance Schedule of Stock by Class [Table Text Block] Advertising and other Advertising And Other [Member] Advertising And Other PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Contract with customer, liability, revenue recognized Contract with Customer, Liability, Revenue Recognized Adjustment to Compensation: Adjustment to Compensation [Axis] Prepaid expenses and other current assets Prepaid Expense and Other Assets, Current Accounts Receivable Accounts Receivable [Member] Benefit amount, reversal of previously recognized stock-based compensation expense Benefit Amount, Reversal Of Previously Recognized Stock-based Compensation Expense Benefit Amount, Reversal Of Previously Recognized Stock-based Compensation Expense Restricted cash and cash equivalents, noncurrent Restricted Cash and Cash Equivalents, Noncurrent Document Transition Report Document Transition Report Document Quarterly Report Document Quarterly Report Conversion of redeemable convertible preferred stock to common stock in connection with initial public offering (in shares) Temporary Equity, Shares, Conversion Of Convertible Securities Temporary Equity, Shares, Conversion Of Convertible Securities Fair Value, Recurring and Nonrecurring [Table] Fair Value, Recurring and Nonrecurring [Table] Customer [Domain] Customer [Domain] Accumulated other comprehensive income Accumulated Other Comprehensive Income (Loss), Net of Tax Entity Current Reporting Status Entity Current Reporting Status Accumulated Deficit Retained Earnings [Member] Proceeds from the issuance of common stock upon initial public offering, net of underwriting discounts Proceeds from Issuance Initial Public Offering Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Redeemable Convertible Preferred Stock Redeemable Convertible Preferred Stock [Member] Short-term marketable securities Short Term Marketable Securities [Member] Short Term Marketable Securities Related Party, Type [Axis] Related and Nonrelated Parties [Axis] Weighted-average shares used in computing net income (loss) per share attributable to common stockholders, basic (in shares) Weighted-average shares used in computing basic net income per share attributable to common stockholders (in shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Insurance reserves Self Insurance Reserve, Current Reclassification of deferred offering costs to additional paid-in capital upon initial public offering Reclassification Of Deferred Offering Costs To Additional Paid-In Capital Upon Initial Public Offering Reclassification Of Deferred Offering Costs To Additional Paid-In Capital Upon Initial Public Offering Restricted stock units Stock options Restricted Stock Units (RSUs) [Member] Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Accrued professional, legal, and contractor services Accrued Professional Fees, Current Executive Category: Executive Category [Axis] Name Awards Close in Time to MNPI Disclosures, Individual Name Exchangeable share, beginning balance (in shares) Exchangeable share, ending balance (in shares) Exchangeable Stock, Shares, Outstanding Exchangeable Stock, Shares, Outstanding Entity Filer Category Entity Filer Category Share-based compensation arrangement by share-based payment award, options, vested in period, fair value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested in Period, Fair Value Income Statement Location [Domain] Statement of Income Location, Balance [Domain] Loss Contingencies [Line Items] Loss Contingencies [Line Items] Company Selected Measure Name Company Selected Measure Name Private Placement Private Placement [Member] EX-101.PRE 9 cart-20240930_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 10 cart-20240930_g1.jpg begin 644 cart-20240930_g1.jpg M_]C_X 02D9)1@ ! 0$ V #8 #_VP!# $! 0$! 0$! 0$! 0$! 0$! 0$! M 0$! 0$! 0$! 0$! 0$! 0$!

,#UKX7[L7YB^%?EYOOZK3[Z?7/\4?\ %P_9GV_N!K_Y_D_H MI\+]V+\Q?"OR\WW]5H]/KG^*/^)]F?;^X&O_)_D_HI\+]V+\Q?"OR\WW]5H M]/KG^*/^)]F?;^X&O_G^3^BGPOW8OS%*_+S??U6CT^N?XH_XGV9]O[@: \ MG^3^BGPOW8OS%* +S??U6CT^N?XH_XGV9]O[@:_^?Y/Z*?" =B _,7PK\O-] M_5:/3ZY_BC_B?9GV_N!K_P"?Y/Z*?" =B _,7PK\O-]_5:/3ZY_BC_B?9GV_N M!K_Y_D_HI\+]V+\Q?"OR\WW]5H]/KG^*/^)]F?;^X&O_)_D_HJT#TN><5WZ MB'$3%>3MZUW;M6SLDRS.<;5A]KR.3E42&WA]_?LCU,GO]Z1 -E M M M M ('NLMUEKYTK,AT%CN/:(LVZ)&Y-L.]7!V\Y _:B>P<6R5RXJNCF13U2%O^Q(C4@,)9]IJ^_P"SD?=;]:Y.DTWV+8/9Q@MAK6*^7#E\WG]I?OW\O;RQV[]Y[0G_"=B_,7PK\O-]_5:? M?3ZY_BC_(M$^S/M_<#7_P_R?T4^%^[%^8OA7Y>;[^JT>GUS_%'_$^S/M_< M#7_S_)_13X7[L7YB^%?EYOOZK1Z??/\ %'_$^S/M_<#7_P_R?T4^%^[%^8O MA7Y>;[^JT>GUS_%'_$^S/M_<#7_S_)_13X7[L7YB^%?EYOOZK1Z?7/\ %'_$^S/M_<#7_P_R?T4^%^[%^8OA7Y>;[^JT>GU MS_%'_$^S/M_<#7_S_)_15A_H]=3:^=4;1^S=O7[4-ITY)U]M9S6[-CM&8S_T M8NK#>(XWDU+LY/F8]CCD5VKE_YD MTJ:4ZVW\6C'3/;/%X]CCR^>;6QXYB?U3RT]NT^[OW]>R7(-S M 9Q^SOX2=A?RXRS^_K@>,?.?W:YC\:4 M $+W7]XQ2N3O3#WO"L=L5=,TTHFTS>C# M;:%O2)+NJKIGS4&&RE3DNY+A,H352DT#1_$3BIY7I7D*XZ1?/H^3DL,?3WU>M\Y^W;UF9U+;$5B/?;RPR\ J> -47H=<9)?%;IF<;<+OEL M^Q6:YYCTO=N=,+;HS+I?-IZLU93:8MR9]-MQFZ6/!Y&(XU<([]%/1I5D#)3R9]C';?V(F.UO:;EO;4B\=HF+X]><.&T3ZQ..8GMV M[1+6&X@ M M]=R((^)8GD^52^RL7&<>O602:.KHTW6/9K;)N+WJ.5 M\J-H]*,KO77XD)\U>7Q!Q9LD8<.7-/;MBQWR3WGM':E9MZS]'N]_T,7)]]V2 M)D+4Z_(=6^\[6GFIQUU=7'%J\O*GF9F9F9[S,VF9 M^N9]_K]__P#._P #\@ &EGX9KW3NK/QG[_/N>%I/"WYGZ?[ZW_P I MNG]"1 M M M M "@AXN#*Z3.8?&/!_456N.\:G\KJSWUJENF9[1S2T4>G?\ A^+_.I4^"" P "_>$B^\KY(_2@?^J?706*\'/[A58OAUM7>LQ$[&[LX=7#$S[HG+GOCQQ,_1$V]71Y#D^-XG M7G;Y7D-'C-6LQ6VUR&WKZ6O6T^Q3S;.3'CB9^B)MZ]G+.2=03A-BCBV;MR@TMXZZW6J5HL.8V[*U-J2I:%(5]JR[SY+0IM5%(K\M->WN32CC?GH>[XO>&''VF MNQUUTW:U?2T:G)8>0F)B9B8GXA.SVF)B8F/?'IWCUCO&G(^._@WQ=IIM>)/2 M5K5F8MR&CRVORDQ,3,36?T,G<^5$UGO7WQ],>L=_0T]4S@$I_V>G)+%/4]13? M=6P9TECN2JM*UJI5BE(W9YT^)WUO253R4E=:5I6N)^SQX23;R?V:\?W[S7O\ M4Y6*]X_\6?HF6#CX3'@7-_9_9#XOS>::]YT>:BG>)[?KD\9&/R MS]%O-Y9CM,6F)CO]'Q;GOPNS)UEBQ\G=,>T2/*D>/>LXLV+R'EJJBB6FX^3R M+0\M)5IHEA++7E*[DI;JI"Z)S6AXL^&?)6K35ZYZ-\] M*;/*ZVC>TSV[5K M3>OKVF\]_2D1-Y]>U?2>VP<9XX^_+WICTO$CI#VF3M[/'M\SJ<;DO,^7M6M M.2OJ6M>9M$1CB//,]XBO>)[=1V6^V3([>S=L>O-JOUKD>?L]SLUPB72WO^5* M5KZ,R"^_'<\J*36O8ZKYJTK\5*T-[UMO5W<-=C3V=?;U[_:9];-CSX;^Z?DY M<5KTMZ3$^EI]\)+T]W3Y#!3:T-O5WM;)]IL:>QBV<% 2)^1FPWOCMZ3$^EI] M)B?I>6.P[0 9Q^SOX2=A?RXRS^_K@>,?.?W:YC\:G?P%/F/UK_P"J\'YHU$^Y;9>4/C6=>B[&W=J M;!IK"ZH=M^5[#Q.PW)*TKHA3+=+([2YVNG4 MXX&6=:FY?)? WE!]:UK:V"&K,QE\1>$M M,=O76IR&Y'KWCTMJ:6>L^[U(3;/FR>T3$S^FV]3W@3=G:,Q>2V#M+JI**5N4M/*;*UYK\JK5^\8_82GX_C6IRB$ '52J>7G3\X?'/PFV+>7'UMQ=9F8COGQ M[^M7O/UVV-/%6(^N9F(CZ9?G7^$CX'[5O)C\1.%K,S%>^QAY/4IWG_Q[>AAI M$?7;S=H^F8^GHK!.2"O:#K4;7.\-29Q-> V+=B^P\3O=THKS33L[P8MSM5UA2[;M;UM2]8M2])K>MHB:VK:.UJVCUB8F)F)B?28[LG3JM\'[ET_N;FVM# M-Q9J->29]-@:4NUW_%;I*;;MHP\S514#J_@;=.<]N\?$6^+S;XSHWF9GSZ6>;3B]9];6Q3%]>]I[>;)AO/;M M,(Z U@ !*+T=>"MTY]6EIC5G:::;8;0RRAMIEIM#; M33:$MMMMMIHAM^T42E"$)31*4II1*4THE-$T3\9;J(B(B(B([1$>Z(?L# MZ M M #BGJ1[!1JSI^\T\[\B/)L7&+=+=4XXY5I'V?NF 7VRXXW5:5 MMKIZ]^N-N9I1M:'55JULFPQWFGV]2ZMT[KI2V76W4)?D8FC9,EFJD?$EV/(V(\Q(:MJI3C4AMQ#G:M*FT%7?%+9C9ZOVL=9B?B>II:WI,3ZSA^-6CT^F)V9B8^B8F) M]9[1 ($<@ %_CPD7WE?)'Z4#_U3ZZ"Q7@Y_<+E/QM/Y'JK7 2\ M<(QG[7F^2+RO9:HZ7H&J<*5%NF65H\TAV+(R!:WV MK9B%M>0\P\B1?Y<:=,AN*DV2UWJK+C5(1\0_&3HOPYI?!RF[._S;+AM.33UMOR6K%+21%D(15NB96+6K&'T M]16J7%T76E*8]8_":\0.HIRZ_"7U^D>.O%JQ3C>VQR=J3,S$9.5V,<7QWB/+ M$7T-?1O$Q[Y[O/SKWX8?BCU7.;5Z=R:O0O%9(M6,?$=MOF+XYM;M[7FMO%&3M%DBLUB,G':O&WBU3%IB9A%-F.>9QL2\NY%G^8Y3G%_?I5+M[RZ_W7([LZGS M4KL5<+Q+F2JHHJOFE%7>RGQ]B*)(#Y+EN4YG9MN;OVG M/MY,:FMN4;5126GI%GF0G'V?.GRF'ZN,K36J5HJE2J5RO$\[S? [,;?"*WOJ9L5KT[^^EYO2U>\6K,3,)?>-_7$Y'ZTD0[-O2W6K>V(I4 MRT]VM8=YM$1BQWKL:K6JVKY9'+C,=0W5R_QZU=6Y8KHOX4?M6G"9,>MU5AU^J^.B:UMGM3%HG?%MZF*FEN=]SWFN[IVSY; M5CS;U/ES:R'Q=YK\>^7=B7FE$WFQ2;M9JJ6AA<]N7ZD9NZ'0GB=T?XB:DY^G>2K?;PTK?FSJWV-;O,5G+&3O2OH1X:^,70?BKI6V.E>7K?>P8ZY-_@M MZOQ3FN/\TS'?-J7M,9\'>.T;>EDVM29M6DYZY?-CKUB2"E$ SC]G? MPD["_EQEG]_7 \8^<_NUS'XTY#\KS/Y^.H_G#SWXYY3\NSO1S%L, M !:Q\/Y_+O7\;MM _VTE^O@B_-+JK_U%A_-FN]. @*?,?K7_-5X/S1J M)]RVR\H #QUVN]JL%KN%[OMTM]ELUIAR+A=;O=IL:W6NV0(C2GI4ZX3 MYCK,6'#C,H6](DR7FV66TJ<<<2A-:TX=C8P:F#-M;6?#K:VOCOFV-C8RTPX, M&'"6;9,N;-DM7'CQXZQ-KWO:M:5B9M,1$N#:VM71UL^YN[.#3T]7%DV-G:VL MV/7UM;!BK-\N;/GRVIBPXL=(F^3)DO6E*Q-K6B(F4$_*SKF:IUW(N6)<9<;: MW)DS"9$5S.[\Y<;+K6US&ZU0ERW0FV8V0YNAMU"T.5BOXS:7FU-2K;?KFPKR M553K_P"%-P'#6SEN6VYS:O"X,D>D6PXHKCW.4B+1,3-+:.O: M/+DP[>>D^M)_$_X:73' 9-CB?#GCJ=7H#R[Y!OS4[W9ES%@F5716&X=.L>-J@-79E*$UHE=^\S,S,S,SWF9]9F9F>\S/TS/^I_H !UYI/GKRYX>NQV];[PS*/98]5=N)Y+ M-3FF(>FYVT=;9QS*V[O;K?5VB$TJ M.2IJT[N/WLLWFBNEOQL8.'BKT);'7I[KM/EZ:>.9[<7R.:.8XKM;M%]UX_DZ[6O@\'T1'?}JUP9H[=ZY*SZIWN+'7;P?,) MMJQ#E+A+.MKK,<:ATV9@_M]UP-4EURJ$O7_&9KDW),6A)I1"5SH%RR]I3SBGMI,>U06W7VK6]!?"KXODCEMEW=#\" MI$YL6;D*^:WFO37Q1:U;M>&?PV%Y;-]\3XEV3I[:S6IBCJ/AO;[/"3DM;M MY][CLULW(<9ACTBV;!LD0YC%5)6CU&'T$'T6A:%5HM"DTMGH;^CRFGK\MCQNYK;^AMXXS:NYIY\>SJ[&*W>(R8<^&U\>2DS$QWI:8\T3$^L3"\7&\GQW, MZ&KRG$;^GR?&[V*N?3Y#0V<:VI[6&TS$9=?9P7R8[5F M(YF-NE,-NY3J2XSW5M,-1\N;@Q)6-RY[B(UIS"W6OU9=LL]VR*0Z:)UJTG'4 MW%>;6K6.5T(OETK3VCV]9B)RZ=K3,1$9HK$XK6]*9JT[VICOEF M+MCV0VR?9+_8+E.LU[LUUB/P+K:+O:Y3L"Y6RXPI2&I,*? F,_Q9D20VV^Q(M:<9=0AQ"DT*JWI?%>^+)2V/)CO:F2EXFMZ7I::VI:L]IK:MHF+1,1:)B8GZ8 M?Q!^ >:Q;LESC)T>K4,Z\'3#M/34XO-V3*&[9=.1VX?;9 MF&^,F@*;DQX4R"DHQ76=CF!=_"EQEG]_7 \8^<_NUS'XTY#\KS/Y^.H_G#SW MXYY3\NSO1S%L, !:Q\/Y_+O7\;MM_VTE^O@B_-+JK_U%A - MFN]. @*?,?K7_P!5X/S1J)]RVR\H 'Q3?_(35?&76UWVGMW(VK!C5L_U M>)':2B3?,DO+K3KL'',8M=7FG+M?+A1AWV>,EQJ.PRU(N%QE0+7#FSH^L=7= M8.UOD8L=8KDW>0V[5M;#Q_&ZTVI:W=CR6 M]GCBU:4I6^?8RX-;%FS8Z:'.3J.;EYFY!,M4B7,P+2L&-:MM$]Y,:6TRY MYQ+QG,ME3:,HR&M$I=;2\TFTV:M?1L\!IZLNXS_GQ2\9^I?$KF M<669TN!U\UXIDK6?U/8Y7)6:QO;GI%H]$]9FNOBK;VF;+Y&>-'P@NKO%W M?RZM\N7A.CL.:;<=TSJY[QCRUI:/9;?-9:36.2W_$B]:WK&IJ3/EU,-;^VS MYX\2'$!@ ';G##GKNKA?EK4S#;F]D>MKJ/9?S/5%[GRE8Q>VG'(S4V MY6A%%.(QK+E0XS;$7)($=2U^A$8O.,\VV/2WUE'PT6>IO#3D*Y.-SVW>$SY M:VY+@-K+DG1VJS..,N?7B)F-+D9QTBN/=PTF9\N.FSCV<%(PID\(/'#K#P@Y M6N3B-G)R'3VSGK?E^E]S-EGC=RMK8ZYMC3KWM'''G>GMKVN&T^RV]3-%:;O&[<M5BU]3>P5M;V>6J3J7K:V'/CFN17DR8[19Z_>'|B3TMXH].8.I.EMR)WHK%LFCR.O6U_99JQ,6QY*VOK[.*:Y];+EQ6BSHF2T7B+SGXY7B>3X)DU_PK-L>O.)9M=BUWG6'),9R*V2[/?;#>K9(7#GV][6N>TQ,@SX4EIR/)B266W6G$*2M-*T"N M>;#EU\V3!GQWPYL5[8\N++6U,F.J9[6I>EHBU;5F)B8FL3W>$#B M'M.!X%FVTLRQO7>ML4R#.<[S&[1;%BN(XK:IE\R&_P!WG+JB-;[9:X#3\R7(M=K6JJI:;51M"''G*H:;6M)SZ^OGV\^+5U<.38V,UXQX<.&ELF3)DM[JTI6)F MTSV^B/2.\SZ0T-.AJT+[5P0C6OD[R31:O%R\B4SLSXH\4[5-2I..X_EF^LUA(;/Q'$4M^M8\W(9ZQ]>6WQ?6[^OI-8Q;, M]ICUB]9--IJ!"(TL_#->Z=U9^,_=7Y]SPM)X6 ,_3 ?6 \ E-T_ MH2(M M M M XTZAO(IGB=P@Y/<@ZRU0;I6KO4>3R,3?2YZ5?V0<@81B6MV/6I\IE,S/K_C< M13R$K<:0_5QMIQQ*6U&#ZEY*.'X'E>1[^6^MIY9PSW[?VSDB,.K'?Z.^SDQ1 MWCUCOWCUAD,*4I:E+6I2UK552UJK52EJ57S4I2J^=5J76M:UK6M:UK6E:T_[M"F;\@ %_CPD7WE?)'Z4#_ -4^N@L5X.?W"Y3\;3^1ZJUP$O M 5_NL9U#9FL+;-XI:7OCL'8&1VV.]MC+;3,=CS\,QFZ1TR(V'6U]E" M%Q\ARJWO,R[K-:DH>M.-/MQVFU2[\W*M51?A(>,.3@L&7H#IG:MBY?=P4MU! MR&ODM3+QFCGI%\?&X+UB)IM[^&U M&'2&[;#SO(:V.W5'*ZF:U._$<;LXXOCXG7O2(G'O\G@O3+LYJY(OJ\=>N.E9 MR[T9-JP4)>9(?ZTZ\RZAYEQ;+S*T.M.MN*;=:=;51;;C;C=:* M0M"J44A:*T4E2:5I6E:4J?8M:MJVK::VK,6K:LS%J6B>\6K,>L3$^L3'K$QZM=^_HK:]+UO2UJ7I:+UM29K:MSJWK:MH[3%HF(F)B8F)CO'W[<'2>ZEE>05JM MW'7>%W33=N-VE2,-RN<[1"MK8[9J5.LSGG7*5D[LL)ER5E]OM.7%M6GU1^"_P#")_L\UM?H#K/:K_9EQ^K,<1R>:WEMU/Q^ MIBB;TS7M;O?G=/#2V79F/E9_/QU'\X>_'/*?EV=Z.8MA@ +6/ MA_?X!=Z_C=MOYFVDOU\$7YI=5?\ J+#^;-=Z=_ 4^8_6O_JO!^:-1/N6V7E M !\LW1N77O'_6F4[9VC?6K!AV)P?:Y\]J:/39LAU=&+=9[1"HI"[C>KO-< M9@6N U6BI$IY%%K:92Z\W@>INI>'Z1X3?Z@YW:KJ<;Q^+VF6_;S9,EYF*8=; M7QJXG-M;&6U<6#%68F^2T=YK6+7KK75_5W]"\GU3U+NUT>)XO![7/D[>? M-FR6F*:^IJ88F+;&YMYK4P:V"LQ.3+>L6M2D6O6C5S3YE[(YG;7FYQE\F1:L M0M+TV#K;7[,E2[3AF.NO]JE/:BB&IV171MF/(R.^J;I(4NJM5I.S[-:(%JMT#MRT\3/KFOOG\O*^#CM>V7%PO$5O,Z_&Z=K1,1VCM7+N9XK2^[MS'GS9(MK2ODU\.##B\6_&'Q=Z@\7NJ,W-6\>I,'\?-LVAGG'K\WQGF[8N2X_P _>].TS%:;>#S6RZ6SWB<.M;O6WGP9L^+)*O@]XLD1,Q3' MO:WFOFX[:])P9YG'>;.V?9P9KV.KMEX=N37F'[1U_=FKWAV<6.'?[%<&ZHHM M<66BOJ1);2%N>R7.VRD/VV[0'%U?MUSB2X$BB9$=Q*?5;@&N;XWJ3A^.YWB-BMNUQO*:N/;U,U>W><>2/7'DK$S[//AO%\.QBF?-ASX\F*_:]>A[7]-J1\3U;P M'$]2\%M5W.)YK2P[VEGKV[SBRQK%K*6K6;>RV=?)%]?:P6GSZ^SBRXF^C^&Z8Q?VEAQ+N7IY<_(;':^QSB?6U:3V\N#%,_P#988K% MHBLY;9;UBZ38_J M M ?K==;8;6\\MMIEIM;CKKBTMMMMMJMQ:W M%U2E*$)352U*K1*4TJI54T3\9\F8B)F9B(B.\S/NB&2GU3>5R>:O/7D9OZVW M!VX87?8_1WJ'D^1I>;8,F><6KW](^*:\1AUYB(F8CSTI&6T=_M[VGWRC_# M7 !I9^&:]T[JS\9^ZOS[GA:3PM^9^G^^M_\ *;I_0D0 M M M M !3K\63S"9Q_6 MNC.$.+W:B;UL&[UWCM:)%F,I<8PG%79UAUU9KG$HAQQV%D^8.9!?VZJ$B^\KY(_2@?^J?706*\'[A1MBXI\?-A;IO*(\R9CMK]CQ^R2'-M4R/-PXO']XO9/ MD5]>L=^Y.MR[LY&2X_"L4.ZW&C-D0UFD(>G6>IT#T?S'4VS%,F33P>SX_5O; MR_'>4V9]CH:OI/FFEL]HR;$TBUL6IBV,\5F,4HZ\5_$#2\,>@^>ZPVXIES:& MM['BM.]O+^B',[<^PXW3]/ESCOL6KEVK8XM?#I8=K8BLQAE01S3,=51MINB6F&J(990VTVA M"?)/D^2W>8Y'>Y;DMC)M[_((6;U:Q M%:Q$>&G,+5*:FVVX0GD^56Y$24PT^TKXZ46BGG2ODJE>UI;NWQNYJILX;33+K[.ODKEPYL=H]U\=ZUM6?KCUB8=KCN0WN)W]+E.,V\VER/';6 M#=T=W7O:F?5V]7+7-K[&*\>M3Z=G-6RJY>S$D7""VCU&K/:NECH](K:J2I M'J5X.>)NKXE]+8MO+;%BZAXRN+4ZATL?R8KLS6T8M_!C]/+J,& M:N?5\U_81DR>T7@#XQ:?B_T9AW\U\&'JKAJX-'JGC\7R(IMVI>,')Z^/M'ET M>6IBOL8:U\U=;/79TO/DG5C+D[])<3H #./V=_"3L+^7&6?W]<#QCYS^[M7,?C3D/RO,_GXZC^+$BQVU.OR)#[JD-,L,-(6ZZZXM*&D)4M:DH36M/QDR M4Q4OERWICQ8Z6R9,F2T4ICI2)M>]!VF*TI2L3:UK3$1$3,S$0_&3)CPX\F;- MDIBQ8J7R9.E9M?)DO:8K2E*Q-KWM,5K6)F9B(F5+/JF\])O+C;#F M%8+=)"-!:ONDN'B##+SC4?./%G+XA=06XSBL]XZ1X//DQ\=6MK4IRNY6)Q9^8S4BTUO6WZ MIAXWS][8M*9R^7#EW-C%7Q]^$QXX9?%3JB_$<)M9(Z%Z:V?V,=+37)2\^UP<1Y^]L/'6MF\N#-R&WAK%60&K(!84Z% M_+N3CF:WSB1F5TI]KF;4N>8:I5+<_P#Z;FEOBIDY/C,5UQ7R(F26.&[?(D6E M4,,7:Q7"K#:IN0/5'O);$?$^4]OR7 3DM^L\GBQQ?>T:6F M?3'NZN.VUCQ^E*[&KFFD3FV[=[Y_K\56Z8G+;_J_ M+X,49.2X['T^F+D-+#;.2YO(/C!JW.L@<$^<7+S:-9WL,V)(6XVEOSD;P27 MC.<24HHA%6VI%_+9)6FBDM>=55J8#E.E^G^9F;*3@V9[_7LZ M]L6>?W)R3'WD+.V_"B<"\P?DSM4[5Y":;E/*$/3V:9MI(G):5I[]>TP[.&/[5R8 MJYI[??SS]'U>O#.4^$!O3;SKF$<\;7+C*]5;$/*>/$NW/,>2/N+3MRM.X[HB M7WK^)V0BU0O316E41G5)\E&OY?!C)$S.#J"EHGO,5S<;:DQ]43:F]?O]^?+7 MM]4OF]/"'[X]L4BO,G4:8%$_(DTUKF2IBE=B:UHJ#6^)90GU*J352;@NM4)2 MYVT4NK:#J_89Y#O_ ';TO+]?Q7/W_BIV\ RGT_%/" W%;D=W..>,)AFGIJ MEV_%./#\MQSY25.M1[O=]QPDL_)]1+'P8OWB=CJ" ML1Z>:N!C9M,_7$7ONU[?NSCG]SZ'>FH/"G]/?"'XUPVCGO(+=LMKTZ2+3EG7R&5]K?:\GVBIL.EX1=.8)BVWL/=FKC]IL]NWE[3M9IR;%H[=X[3E[=IGT]9[]CAFP M M M !7[\15S^C<0.$-^U-A60L0=Z\J6+EK#&(L.^T:T7!E<>5%R#+XEVMSCB[#,HR1SXE]11PO Y-/!EBO(%OS/T_P!];_Y3=/Z$B M M M M >@;4V?@NE-;9UMW9V0Q,4U[K;%;UF>8Y%.]14>MU8_C\!ZXW&31AAMV3,D>A'4W"M\)F1/N4QQB!;XTB9)88<.MM[>ON:NQN[>2 M,.MJXT=YM/:.U:UB;6M,5K$VF(G)"YV\M,PYQ^U#7]G;19J7.]+;I M)N4A2BG74',9N=YC>Y7-WB=K-,XLOACM/;]3PUI6\QVB] /?MW MM+DL,* +_'A(OO*^2/TH'_JGUT%BO!S^X7*?C:?R/56N EX M %7SKZ[^F7',]3\:K1.K2SXY9U;5S.,P^JK?Y.E+]XON;5MLVIQ^/+7TB+ZNKCVLU8F9FU.0K:8CRUF?-GX'=STB9GS4Y2EIK7RUF:[13=04 M !U9PPY6Y=P[WKC>V,<0_<[+3 _/ =@8DB15AC+\(N+[*KM:J*II+35SBJ MCL7;'YCU%-0KY @NR&WX59<21O\ X:=?:]9V,'?S16N?'-[.GDMWKBVL*UXOBJICO\WA!XG\KX3]:\?U3Q\7V=/\ MZESG%QQD\E.5X;/>D[.MW[Q6NQCFE-K1RWUP[N##;)6^'VN+)?(UUL#$MK8+ MBFR,$N[%]P_-;'R''[HQYT3*MUP92\W1YI7DY%F1U57%GPGTHDP9S,B'*;; MD,.MI]7N&Y?C^?XKC^:XK8IM\=R>KAV]38IZ1?#FK%H\U9^5CR4GOCRXKQ&3 M%EI?%DK6]+1'MUP'.\5U/PG%]0\)MX]WB>8TL&_H;6/TC)KYZ1>L6K/RL67' M/?%GPWBN3!FIDPY*UR4M6/=#)LP &9_/QU'\X>> '/*?EV=Z.8MA@ +6/A_/X!=Z_C=MOYFVDO MU\$7YI=5?^HL/YLUWIW\!3FZC]:_^]\'YHU$^Y;9>4 (.M/SN5KK%WN).K M[LE&<9U:&I6WKM D(7(Q3!KFW1R#B"5,J4N+?,VC5]KN;;JV),+#EQJ^SO,9 M=#EQ:C?"9\5OT&T>'O!;$1RG*ZJURE))IGB MTUOBXV:?(M3D,>3'1;X8/C;/3_&W\+.FMN(YKFM2F7JO;P9(JIQ?"[-?-AXF M)IWG'N\SC_5=FMIIDP\3./\ 4[TY7%EQ55BA#S(>YZVS[(M=5;!P?9>)2?9,FP'*K#EUB?KYU:I MCO(6TZM"\GPG+[GQ._JU/)EI/>N3 M'.U+1-;3$YCI[G=_IGGN&ZCXO)[+D>'Y/2Y72O/?R_&-'8Q[..N2(^WQ9+8X MQYL<]ZY,5KX[UFMIB=$#6^=6;:&O,%V3CRJL6?XAC69V?N51:TVS)[/#O,-MMU2:)IZK<>8AMZG:FJ74+2I*5)4FGL5PO*ZW.\/Q7-:<]]3E^.TN2UN\^:8P M;VMCV<<6F(CY5:9(K;O$=K1,3$3Z/?#I[FM3J3@=$ZAX^>^CSO$\?R^IWF)F M-;D=3%MX:VF(B//6F:M;QVB8M$Q,1,=GNIDV8 M M M !\@WWO76'&?3^P-Z[DR>%B.N=;8[.R/((O,>8; M<6U%;K2):;3'?>8^RF17V(B/2E(F8\^3):(IBQQ\K)DM6E>\S$,IOJ1<[]A]13E7G M/(?-D/VBQR/3Q/5&#*>4]&U[JNQR9JL8QMNOJR$.762N9/R3*YK+OLUQR^^W MZ; 8A6QZ#;H94;J?J#9ZFY?8Y+/$/TQSVQ:>OYN\:VICFWLL7OGO>?-;+FM'I M;-DR6K%:36M>$@UT -+/PS7NG=6?C/W5^?<\+2>%OS/T_WUO_E- MT_H2(M M M !0N\2+U=[?NS(9G 7CAE,>YZIP6^-2N0F<6*;5Z%GNPK!/7[)K.V26F4LRL M5U_?]=B MW[+O.#VQ:'*KCTM.M_2P"WKB^:W$)8E,8VFX?M?STP\WL\7@F)F:?%^%\O$X9Q^LQ%,E-+VOR>T6MDMD])M+P_\?\ MJ')U-XR>(7(WO[2F#J+;'\5Z>\O!X)Q1YK1%,N/C_&_R>U;WRWR= MHF\N+2,D/@$\G1>YU5U5G'.+&S[Y1G7&R+O5W65SN3R:1L M0V/<7$(K8*2'5I]EL>>N^FQ'CT4J/%S"D-V/'97DEYFUMA\&CQ5_0'E(Z"YS M:BG"\UL>;@\V>WR..YK-,5G3BICV>KRUNU:4[S3'R7LYI2L[NSE7<^"!XUS MTSS5?#+J3=BG3_4.U-^G,^Q>/9\3U#L6K7XC&2TQ[+3YRWEI3'WG'CY;V-L5 M*VY#CF+88 "UCX?S^ 7>OXW;;^9MI+]?!%^:757_J+#M^;-=Z=_ 4^8_6O\ ZKP?FC43[EMEY0 !Q]S@Y:XKPYT1D&S;PJ+/RN=1W'M: M8J\[5#N3YM+BON0&7$-T4\FS6EMIR[WZ72B&VK?%K%0\F?/M[3\<^*/B#H>& M_2FYSFS./+R&6+:?"::%K=K;W)Y,=IQ5F([VC6UXK.SMY/=7#C]G%HRY<-;1/ MXS>*?&>$G1._U'MSBS\IF\VAT[QE[]KV"EJU[WC4U:UMM/V7M6M-? M#..+QGS8*WHA9YG.6;-S/)]@YS>I>19?F%ZGW_(;S.7WR)MRN+ZGWW/*E*-L M,-551F)$80W%A1&6(<-EF-':.1Y2\MRN_P YR6]R_*[.3QH M!=>Z-^Q7L_X(:X@RWZR9VM\@S37,IY2TK75FVWMW(;,PI-/^BI"QS)[- :;K M\'L\5IROGZGG7TX^#=S-N7*.%Q9+>?+PNYR?#7M,]Y\N':MN:U9C]C[+3WM M;#6/[S'6?I>Q/P2.H+\[X)=/X/Y+ M4P4CZ:8JV_9=TI1/"RX M ?'-H_M/H^.7/Q9?3NBU<;MNF>8]T6A3?8Y7=,0(;J5)HI=4N;/[7+ M2INM:MU2Y 112TJK17I]KBCI6\8>FH[^71YNT_1 :VC6)_AGD9G_/)>%^%K M<"OX@>7^7M,?KK#C^S%T]]SN9_R6C_3GN%J\5]TVI@5]7K/F%8D4\0*1== M::E>95YH<7\2;)O>\R/BJA+=>YA/FMYNM/-NCJVCGIXO]+VGM;5YK']^^KIS M'T_X/D+S]'U?3'W^WW'OR])W)*L4O&TMH8!1U;:%JRW2F=S:1DK75*W'J8 M) S92D,II1QVD=,ARJ*THTVZ[YMT. A\4^C\O;S[>WK]YCO[;1V+>7U]\ %Z MY_=[.3O/U1,^CL#7W6DZ5>S*LTQSG!!V'5?]/L 9!O-SU+1/J.(;3ZU=JVG# M4Q_)2TV<]HJWZ2*+<=[&VW%),SK=<](?;V7/:%_;M\9O?3]_3\7J-^ M?F[\7J(_P#:IYFQZVYJ;E//J;6MM4_O];/BST_QL5K1_K?0 [(M ^);&Y+\<=/*D(VYR TEJU<1*E2T[&VK@ MF$*BH15%%*DIR:_6RK*4U=:HI3E$TI5QNE?+O3YG0V>5XS2[_'.1T-3R^_XS MN:^#M[O?[7)3M[X]_P!@MSS3YKIYII6M# Y^NND=?O&3GM&W;_$Y-K^*=;'F MB?X.[ES)_$K=)2P=_P!BMUUY]FW:ERJ?M8T?M.)ZM4.T;2A'VYXUB/DIU'W=OMU?331JE4NJ;?\F:F)R^*/1V/[3>V=CW_*UH;=?=/;_M\6'W^^/O>_M/H^&W MGQ6'32M:G$PL,Y89'1"550NS:NU\PEZM*T1#=,AW%85T4JE2.GJI:3Y4KW* M37RI4Z%_%WI:G?RX.8R]OIIJ:T=_W/:;N.?XXAZ#\)6KP%2MWV/0G+]]NGGZ M"I.*Z8BN.4K3Y/JMM;NFI9U?$KL=D=M^CIWU^2'7GQBZ=[SVX[FICZ)G#HQ M,_NQ&_;M_!,O! "V^%OS;>4/_H:H_6*"]F/@ON7RW\6G_2GL,7Q:?3_ %NT M]MT1S$CL=JNYR+A^E9CM%?\ TTHR[O6$VI-?_J5[12]/C\D]^.@,73G?Y M7'\U$?7&'1F?XIY"O_S?0+-XJKIG73T_;L6Y4XY5:4U52\ZMP=_T:U:4Y5+G MVO;9OM*2M/H*]*KJ:NUI5*E,=SU#LX_%SI: ;S8>TQ=_P#*:FO/;T[^CMOS M8WM;#,3Z^G;)DK,SZ3$1V[S,=HCOZ.,\TZX/2AP);J+YS9 MU3/JRZIE=<+BYILA%5I[2M6G-=XKE*'VJU:5V/L*<872K54.*H^S5PP>?KW MI#7_%SGM2W:>WZA7/M>OK_JVPYN\>GOCT]WKZQWYDR3Q+G27L:E)M>XMBYE M1*?.B\;TCLN*E=>ZJ>Q-,OL6*KHJOE2ORT(3Y*3\KS[J),7E\4>CL?VF[LY_MOXM#:CO_)?'AG^.(?'KIXJCIF6]SLB8WREOJ>ZE/6M>K,+9;\NQ*ZK\KUM6 MSN]J55JU7R:[N]"JT35KM<4=&_BYTM6?DXN6R??IJ8(C_P#:;E)^]O?][U> MH*\6;TYDJ4FFF>:JZ)56E%IUSHVB5TI7RHI-%\C4+HE7Q5IWH36E*^2DIKYT MHF?_N/._P";F?_N/._YM MQ_\ _LWL-M\5KTU9U$UE8'RVLU:M*)44FM55R#3.1R:-UHFJJ(7[]K^35JI5:40GTZ+I15:54I+?

)=?[I%YE6.W YA6"TR'U);5'RW6VZ M[$[O-*9"E)52ADT_?MEU:T_ABTQ]]UQ@G4BZ?FS*L-X/S6XN7R9)2VIFU)WCKJWWU='4I M4CSL%UR"#>D*^51*DK@)4VYW-.42ZE2*&9U^J.G-KM&OSO$Y+3V[4^/ZUL]XB?2U9F)])B M?W)B?I>8#]@]-S M'8VO==P?LGL#.\-P6V_(_P#Q#,*O^-DM6/];BC.>K'TT==+=:R;G+QH6^QW MT?BXQM3&<[F,+;I6JVGXF#32*-U6I*:F"V.L.EM:9C+MS_%]X]\8MO%L6CM]$UU[99B?O3'?[SD[*?$5](;&?5;8Y13_;EK9ICO\G# MH[]O6/JM?6I2>_T=KS'I]$/@5\\4ETO;31VMO7R)R>J//L38]20(]7_)#BJ> MC]LN:XZFE%*0ENGK*9IWO-U55+=`76*%Y/9%GI2G?R?HEF[?X/3K'?]SVN?%_MK[>^/H[S'S*X^++Z=D;UF[?IOF3]UOM3YM*H_0ZMO&#IJ(GRZ/-VGT[=];1K6?K]9Y&9CM_P"7W_>]7A/A M:W K^('EW -K3'ZZPX_LQ=/?<[F?\EH_TYY"'SM+I[.)76?HWF7&715*-IAX M/I&,73?[+0YN/W-?0M_\^1J] M\M/BJ.F9<>SVS&N4U@[U*HJEWU9A;U6J4:HY12ZV+:MZI5"UUJPGTZN*H[2M M5)2QY/5.S3QK[5CGB5.DG>_2^R>M[L\P]+B^Q:LCT?M:51A/?5/J._:EC&4JJCM\G()FCSG96B?3]7S;H=[%XH=' M9.WGW]C#]_-H;<]OOS['%E_U=Y]?3-@R2X.T4A3+R5I4BBD+ M9=0NB5-+HDSFMS/#[G_5.5XW:^]K[VMFGZ?HQY;3]$_1]$_4Z(#) M ^=9YM_4NJXM9NS]HZZUQ" MHTM^LO/,VQK#XM&&Z=SCU9&0W.WM4:;3\:W*K[$T^-5:4#K;&[IZD>;;V];5 MKV[]]C/BPQV^F>^2]8[1]??LXLSOJZ],?7*G&LCYS<<)+K*JH=9P[8]FV.^T MY2ODIMR/KMS*74.H5YI=:4BCC2Z*0XE*DJI0P6QUETKJ]XR\_P 9,Q[XP;-- MF8^OTUIS3$Q],>/I2R_@]L?SN?'_K[>_[T]OG4OQ8W3@C.);9U+$,N"5(H MNKT36^F4-I552J5;52?R#A/4<31-%UJEI3=$K3Y.571:4'5MXP=,1/:-/G+? M?KJZ/;_\KDJS_J?R_"S^GA\ Q*\V/R<:+_\ YCP^?9AZ9_\ N/._YMQ__P#LMW]D/Q8O3@DK6A[4 ,NVT2FE4KFZVTTM+E:U\NQ%+?R!G+HJE/CKZB&T^7[BJ MU^(/L>,'3$^_3YRO[NKH_P#)0)6?1[-XH[I=71=4S97(3'455-%WG44=]*J M4JU3NI3'\NOJZ)KZBZT(D)5Y,.TJFE:LT>.UC\6.D[_;3R6+\)I1/U?X+-E^ MO_5/WN_W'%O$7](C)7&6)'RY8K)D*0A#.4Z4WE#:HM;:5U2]<:;KN[6B*A% M:J0MV5<66/40OL=6E32G#OX?$OHW+VB>5OAFWNC-H[]??]$VIK7I';M,=YM$ M>GOGO'?J+"_K[TP=A)85C_:;CI#]I4E8>9[!MFMWZJ72M4I7'V)7%GV55K3 MM\GFVZT75+=?)Q24U,M@ZTZ4V8B<7/\ &5[^[V^S75G^&-GV,Q_#V=KX'N+4 M>TV?:=8[3USL:/V+<]HP/-\9R]CTFU^FMSURM:4#$[W/<)QLS7?Y7 MC]2\>_%FV\-,WI/:>V'S^UGM/I/:D]OI1X9GXB7I%XKYT0ZPITUK/XE=&X.\1RTY[M1^QP:>]?OZ]O2\Z]<<_7Z7GT]?ICO\B?\3MTJFG5MMYIN>2A"O)+[&FK^EEU M/_[Z*29<=]*?^O[JRVKXJ_)#I3XJ](Q/;V^],?1,:.7M/[G>8G_4^F8?XC7I M&Y7*;AR>2-YP]]U*JM5R_3.Y8<52TU<\VW+C:<&O-NBJJVW5U*YDN.PNBVVD MNUE*]G2=K!XF=&YI\L\GDP3V]/;:.[6/I_94U\E8[1'?O:8K[H[]Y[)"M*<_M>$G(Q^- TERLT/L2]S%T;CXM9-E8NC-'%5\[(57"+A<(>6M(=6KL9<=LK;;S MB'&VEN+:_<2@V30ZBX'D[170Y?C]K):>T8<>UB]O/_P"HM:N;M/?M$S3M,^D> ML3#KT,T !^MUUMAM;SRVVF6FUN.NN+2VVVVFJW%K<75*4(0E-5+4JM$MI32JE531/QGR9B(F9F(B([S,^Z(4PNMEXAVUP[=EW$CI]YDU<[G<8\K'MJ\H ML6N25P+1%?35BYXCI"[0E53/NTIE3L*[;0A/TAVAA3K."O3+J_'RJPD(==^) M-*US<-TYGB][1;'N->;7F,N.D@$#@ M O\ 'A(OO*^2/TH'_JGUT%BO!S^X7*?C:?R/56N EX M &;UFE[Y+D-VUO/.YO;>U:_I\]=C/DRS;T[1ZS?OZ>G\#^>[F-RW(\M MRN_:TWMO\CO;EKQV^5;.V;^D1'RIOW](B.\^CUPZ+H M'^H6MM:'&UJ;<;6E;;B%50M"T5HM*T*36BDJ2NB:TK2M*TK2E:5HJGQ?8F:S M%JS,3$Q,3$]IB8]8F)CUB8GUB8]W_P_E;368M29K:LQ:MJS,36T3WK,6Y4 M3$^L3'K68^A=)Z4G.IOECI_[1LZN*5[TU';+=;\J7)>;]JSC%Z=L&S9^PVJM M'79BU(;M>7T;2MMB^UC7%:HS.1P(;'IAX!>*L>('3GZ%J^GL&'#OS>T M>?E-'TQ:W+UB9\ULDS%<'(]N\4VIIFF:5W,6.OL#\&'QKKXH]) H+S>Q%NM> ME=;7POM.:XV.V#4YVE9[6MEM,5UN5\L36F[./8F<=.0P8:2O$_K0 # M./V=_"3L+`7&6?W]<#QCYS^[7,?C3D/RO_GXZC^EKYMK\>T4PZVKK8[9 ML^?+;Z*8\=+7M/K/:/2)GM"B_P!0SF7>>9^^KEET5R=!U=AR96+ZDQN4XZFD M''42$JFY+-B*2VTQD.:RF&[M=:^A23$@-6/'7Y,YK'(TISRP\8?$K9\2^K,W M(TG+BX+C8R:/3VE>UH]EIQ>)R[N7'VK6NYR>2E=C8^3Y\>*FKIWOEKI8\EO% M?Q[\7=OQ>ZYV.5QVS8>FN)C+QO2W'Y+6CV.A%XG-R:,%,5K3?Y?+2NUM?(]I MBP5TM"^3-70QY;<(D4(3 %K+P_M[M77ZBQ;41Z>:+;?&:V*TS$>O:8T]JIGTGRSV]UNWIU\3\=XMO*R\7N9\FGEC%;+CS8*TO,TI?O6M MOE1':\1Z_3$N9_A=G'YH.[?Y[X+_DABOLR\7]QM_P#R^N?"[..?S0=V_P]M\% R0?9EXO[C;_\E]<^%V<<_F@[M_GO@O\ D@^S+Q?W&W\OKGPNSCG\T"= MO\]\% R0?9EXO[C;_P#E]<^%V<<_F@[M_GO@O^2#[,O% <;?_P OKGPNSCG\ MT'=O\]\% _P D'V9>+^XV_P#Y?7/A=G'/YH.[?Y[X+_D@^S+Q?W&W_P#+ZY\+ MLXY_-!W;_/?!?\D'V9>+^XV__E]<^%V<<_F@[M_GO@O^2#[,O%_<;?\ \OKG MPNSCG\T'=O\ /?!?\D'V9>+^XV__)?7/A=G'/YH.[?Y[X+_)(/LR\7]QM_ M_+ZY\+LXY_-!W;_/?!?\D'V9>+^XV_\ Y?7/A=G'/YH.[?Y[X+_D@^S+Q?W& MW_\ +ZY\+LXY_-!W;_/?!?\D'V9>+^XV_\ Y?7/A=G'/YH.[?Y[X+_)(/LR\7]QM_+ZY\+LXY_-!W;_/?!?\)!]F M7B_N-O\ ^7USX79QS^:#NW^>^"_Y(/LR\7]QM_\ R^N?"[..?S0=V_SWP7_) M!]F7B_N-O Y?7/A=G'/YH.[?Y[X+_D@^S+Q?W&W_/+ZY\+LXY_-!W;_#8W P7_)!]F7B_N-O^ ?D !Y*QWZ^XQ=(=\QN M]7;'KY;W4OP+Q8[C,M-T@OI5YI>B7"]'EQW4UI6J7&7T+I7_9KY5#]X\F3% M>N3%>^)/6>]+X[6I>L_76U9BT3]^)28Z-ZU/5!X^N0T87S"VID=JB=C?VO[< MG0MT6=V(A55?8]"=I0LKN%MC4I7TT?82X6N1':HEN+)82E%$FUY:N]3M_>_VW7-:D?@[4F(GM$QW3K_%:M58%HY<<8,6S& M1;+4O.-#'7Z;AUYB2C(6E+DE> 9O+R:T7RXN,]SBTQ6G,\3BSQWB+;''Y+8+Q'USK9YRTR6F/7TV,%>_?M6(]UDSB+UF^G;S M1=L]DU9OZQ8QL2\JB1XVIMO-TUEL%RYS:MT9LMIB7Y^F.YC=JK+9OY8C3W?[5V9O;MVI2,D^SSW^CMKY:E*57RHE*:4K6M:UI2E*>=?_(PN2767Z:_%>LZ#LKE/K^]93![FUX/JI^5 MMW+/;$+<0JW38>OH]^@8]-2IISO1E=RL#+7:E+SS:WXZ735.4ZWZ7XCS5VN6 MU[YJ^DZ^I,[F;S=^TUM76C)7%:.T]XS7QQ'TSWF.\#_('QXH9M;F':IQF!F.[LPMF#Q$K;HI-)?VBX6QF4VXPWG*=S+;V;X_,GJE/I^+X(SVM$_1WV,9CTHFB6V;_LQ6R,EBOK[4N.R[?=X+]75. M4CUC1UC4I-(WO%'JW<\T8=K6X^EOV&EJ8^\1'T1DVIVLL3],VK>L]^_;M'HB MIVSS@YD;XK*3N3E/O[9$25Z]'+1E>VLWN>/-MR5UOL! BN*32JHD M"VQXWDE"?2HAM-*&H[G/^..\]YBN*;^SK6?[VM8CMTGTB'+X8@ /Q2I2%)6A2D+0JBD+36J5(4FOFE254\JH4BM*5I6E M:5I6E:TI_P!H=>ZEZ@?.31%8R-2E8;7MC-'<552*OU&$R,1N% MVEXQ+0S6JTMHEVF0A+;K[-$^E(?2X9O3ZCY_C^T:?,\G@K7MVQTW,\X?3UCS M8;7MBM$>O:+4F.TS]$SWE=TAXG3J?:L7#CY[DNJ.0=ICUHTZQL_6MLLMW7&I M1:4H9O>J7]=O5DHHI/9-NL6\.+4RE4I$E:G:N&WZ'BIU7J>6-C+I\E2/28V] M6E+]HCZ,FG.M/?Z8M>MY))[]^TS,U7'_,6WQ]R1<*VA)R75 M>16:F.I7YJ\ITNSWUK7N06R'Y>5'(]OKE4QXNQOTD4JC9O/'>,7&Y?+7E. M*V]29])RZF7'N8OI^5:F3XMDI'UUK[:WU>;T6 .,?4VX&\PJ6^+H'DYK/+,E MN7HHC:_NUX5A&S%R'D-J4PQKK.6,>S"X>@XXF,[+M5GGVWVBM&V9KU%M*62+ MQ7573W->6..Y75S9;1';6O><&UWGMZ1K9XQYK=IGRS-*6KW](M/>._=P; M 0P=1'KF\+>G\Q>\0F9*G>?(*"R^S%TEK"Y0ILJS7 M1"%>DULO,J4EX_KV.V[Z:9D"3]ELU0P\W*A8;.BU6@=T?J7K[@^G/:8+9?C_ M "-8F(T-2U;32_;TC:S^N/6B)[>:L^?/$3WK@M'K&?WU".I[REZD>?L9-O/* M&K=@V/SY*S,SERS7TMGRS;)/> M8KY*=J1'D&L@ 6H^E-X@[3G3TX<8CQES+CULS8=]QK+<[R-_) M\9R?%K5:9+&7Y#)O4:.,W#NK:IB'8;3]&7UKKZ:W$U4W\GR"7>D?$?2Z;X3#Q M6?C=K9R8LVQEG+BRX:4F,^6T_N?0D>^%V<<_F@[M_GO@O^2&S M?9EXO[C;_P#E]<^%V<<_F@[M_GO@O^2#[,O%_<;?\ P OKGPNSCG\T'=O\]\% M_P D'V9>+^XV_P#Y?7/A=G'/YH.[?Y[X+_D@^S+Q?W&W_P#+ZY\+LXY_-!W; M_/?!?\D'V9>+^XV__E]<^%V<<_F@[M_GO@O^2#[,O%_<;?\ \OKGPNSCG\T' M=O\/?!?\D'V9>+^XV__)?7/A=G'/YH.[?Y[X+_)(/LR\7]QM_+ZY\+LX MY_-!W;_/?!?\D'V9>+^XV_\ Y?7/A=G'/YH.[?Y[X+_D@^S+Q?W&W_\ +ZZQ M/P&YCXUSYXL:\Y38AAM]U_8-B3,VAPL6R2?N=XMRL*SG(L'E.2IEL2F$ZF; M+QUZ?'HU2E6XTEIMS[HA825T[S>+J+B=;EL.#)K8]FV>M<.6U;7K[#8RX)F; M4^3/FG'-H[>Z)B)]79 9L >+O5\LN-6J=?;;I52:55YUIYGXR9,>*ELF6 M],>.D=[7R6K2E8^NUK3%8C[\S$(@^2?7OZ7W&=VYV][76QR]/^)/2 2D542[Y];7FY%5)>2TAF2XR:9RGB'TIQOOMJ3&I6W?Y/EOL5F]) _:\Q!3OSQ=U=["!OMJY\>;RS]5XI:9I;_,-X MK:/IA]I#O #A/DEU-N!'$BDR M/OKE+JG$;] 4XB5A%KOB\ZV*RXVI3=4/Z[P"/D^:Q4J>2IA,B98H\2CR'4+D M()ZK9K_"G573W#>:.0Y;4PY*]^^"F3XQLQ,>G:=;7C+GCU](FV.*]XGO/I M/:"7?GBT.*&'5F6_COQ[W!NNXL4JVS>LXN>/Z;P^0ZM'FB3"=;1L'+)<=FJJ M*=8N.*X^^\M"V6UM-*1+#0.1\8>'P^:O&\;N[UH](R9[8]+!,_76?[9S3$?3 M%L..T^L>GI9#/NSQ3G4;V$[(8U59M'\?[55*TPW\:P=S/LI:[_W%S+MLNXY) MCGT1Y.T>O;LX5NMVMU^GR+K?+1<;S=):JNR[E=9LFXSY3BJUJIR1/.EOL5F]) _:\Q!3OSQ=U=["!OMJY\>;RS]5XI:9I;

IUZF,1:.+=:MEK;DNJBV M2R1%.+3;[%9HT"S6UJM&($&,RE+="%M_D=[E-BVUR.WGW-B_ORY\ELEJQWGM M2D3;RX\E:Q#Y*'1 !VYPRZC7,+ M@1E+60\;MPW[&+(_<6;AD>LKRZO(M3YE5%6TOM9+@5R=7:')4N*W6#7(K2FS MY? B..4LN16M]27TF?X/J;FNGLL9.+W7 MVM/)FK69\F6D^J]=TT_$4\7>:F9&HL^N57&8[M#.#YW<*PG;1>[FZM3K.'9A%A/MK6S;;)DF7S.Y="?NE_$KB>)T]BW?M$:^Q;M-,EY]8P9XK,>E<>7-/JL3!)8 @KZVO5JV)
MTL+'QXFZ[U'A>TIV\)^U(":7R^6F)CR=>P\"=B+C1K&A+UQ5*SF8>+!ZAU[0^QBVJN*&%1W/^@E,X1LR_P!ZC^3G=2OM5XVX MY9W?-%$M5[\>I^ZZY3L4INC)%F;Q?ZER=XPZG$8(GOVF-?:R9(}>_ OON32?3 MT_6_K^JVXTV'XA_JV[H^PCDXU@MLDJ\ZV[7FK-48]5FE%,K2F/?'\,N.5LI M2IFM?-&044M+KS;JG&5T;H8/9\2>L=GO'Z*QKUGU\NMJ:>+M[O=DG!;-'N^C M)WGO,>L3V1V;;YM9W/RBW]LV#(3(0JSYEMG-[UCZ&%95)DL1<=E7I= MBA,/I4I#L:';F([B*]BFZI\J!K>YSO-Y;D=JL]X\F? M^O\ $#LX+5>&/S+XK\)R'YQVDY(;\ #D7E]SKXL\%,"_9 Y,;8 ML>!PI:748Y2C*/7K/M]C/,?L<."G?)D]?2UHK&.G>)R7I'JI&< M^?$ *W+ M/7M@B^2D _:[,^JLGDF2Y'F5^NV59?D%[RK)[]->N=\R/)+K/O=^O5QD]JY%P MUJSH\3\]?
<9LARGF]+F2'GW:T[EN*K\H(KRY^U\EIFUK3]-K3,R\0'& "8?@)UQ^<_ ;[%X MICF:,;ETA$?;];2VWW)M^LT"'\AMUO!\J:?3E^"2&X]%T@0[9>-{0B8[Z.[-LE*U](_4,W?VVO,1]K6EK88GY5L%MU\IW=9CAOU&846P:\R>1K?>+="[)>@VS,J4B]J)LS#KDP\NR; LS2J MJ>1)QZ36]Q8'IS,AQO'ZN4826"Z:ZWX3J:L8];+.KOQ7O?CMJ:TS^GVUL%HG MV>SCCW]\
<^TBO:L>JF7SR\4OR%VXJ\8+PBP]/"+ GE/1*;0RYBSY5NV]PU5JBC]OMZT M73!M>\?&\T8\ MV_DK[N]:_+U];O'1,1&3?>Y]:F:DJOFQ]G;(W#E]UV!MG/GUX;G5\4ER\9CGV M37G+\FN2FZ52TF;>[],GW*0AAO[G':E!UP M)8N#'6JYZ<#9=ML^"[2E;.U'$6PW)TEN5^YYM@[5O:HAJL?$Y3UQ8R MC7JVF/5K%:PZ^6NR*FK1+O%BOB6_9U&X\!USU#T]-::^W.UIQVB=#>\^?7BL M>GEPS-HRZW:._:,&3'CFWK?'D[=EVOIZ>(,X5\W_ +$X1FUX8N[WFU:BTU[MM3)+4C$5SIB7(]ML%Q:2U+D$[=- M^(W!\][/7SWCB>0M$1\6V\M/8Y;3V[1K;<^2F6;3,17'DKASVMWBN.T=K3/& M$@@]=RW+\4P'&KWF>=CE-W/N9>]IK&6\^RQ>;WUP8:]L6&OI'R<5 M*5^N)GU8O)OAIFZ-@\9]R9EJ? M(%KCJNK%BGHD8SD[$52EL05[1&0S(2EY) ME>*YOE>$V/C/%[V?3R3V\\8[=\66*^ZN;!>+8==ILW'S9,A-LL\3=%I>FO:4R^ZR'&XB)63176)%PU"])><:5+N% MUN%ZP6)1,RZW/),3MC:8<8G7ICQ5T=[V6GU!3'QNU/EI&]2;3HYKS,5[YHF) MMI3,S$S:]KZ\?*M;+AK'EBU9:+O:<@M5NOMANENO25EO$*-<[>;1-C7.U76V MS642(=PMUPA.O1)T&9'<;?C2HSSK#[*T.M.+0I*JDMTO3)2N3'>N3'>L7I>E MHM2];1WK:MJJXM6T3$Q,3,3':8>2#]@,^CQ:_W^N@OHA8Q] M<^Z0KEXQ?.'COQ-B_+MY5F") &NSTU?=S< OH4<5OJ+P0+E M]+_-GIW\1<1^;]=VN&= 'IVPM@X5JC!LMV7L?)K3AN!8)C]TRG+\JOLI,.T MV&P6:*Y-N5RFOUHJM&H\9I:J-M(,R](=;:4<&SLX-/7S;6UFI@U]? M'?-FS9)\M,>.D3:UK3]41'NCO-I[1$3,Q$YC_6.ZNFR.I5N.;8L=N%TQ7B;K M?(K@C3NNZ5?MZ\E5&6_;V=J["B=_^NYE?8*W5VJV2/5AX+9)R[%:DKN,K)KW MD'V(F9[0JOUMUEM=4&;ML>*U\#ZN2WQ+6]:^U[=ZQM[-?V6?)7O..MN\;^.W MLZ?*G+DR0P'QHP !=5\'1^YU&/_+B1_P")P7\%O_ 'E_^#?_%5= M;"=!Q1U*O=S<_?H4HOQ%R_YOV&1,%- M %Z7PQ7WA6V_I=YY]3&@0GWPK^;VY^.=C\AXYZ=UI]0/:VY MKY!ED>.INR;GQ/&L_@NH;72,FZPX=<.R.&EVM.QR9]D,;;O4M%*UJVW?HBU4MI1Y'GYJ?":Z=MPOB=M\A2DQJ]2\?!IZ4)A+KCM:UEY#A5%Q+;<%])5RL3UKN2FY,J%?IQZ M&_!N\5IZIX?^POG-B+<_P&K3]#L^6\SEY;A<7EQ4BTV[SDV^,B<>#-/?SYM2MV#/,7OBV\KU2^"1XV3UIP/V/NH]]+=3],:6.>)V<^29S 9=LW/+JW9<0P MFQSL@OUQ=\JU9A06JK]*.U52:R9TQZK4*W0T5]6;/D1HC*5//(36T7-\SQW3 MOS@H^;VJZ?$\-I9M_>V+=OD8<-
>_EQUF:SDS9K^7#KXJSYLV?)3%7O M:T0H;4^7ZBWHMAP6[:G$Z/F[UX[BL%K MSJZT?*M$Y;3DR;.W>)FN33+0[.SDQ5QX;8L6/E@T-&@ M + _'!?4$G1'$;0FL+A%K!O5DP&WW/)(2J>2X659>_ *S+*(3E: M_&I<*_W^XQ*J_VE/7#PKZ=OTIX>=)<'FQ^QV=7B,.?=Q3{\>_R- M[\EO8[?7;'M[>;'_P#A]/3L]S_!7I3)T3X5=#]-Y\7L-S2X+7V>0PS'RL/) M\K?)R_)8;?7;#O;V?%,_3Y/3M'9U@2 E$;J;KC^]BYM?C3MWYB8>%!NOOGASO[[K^3X45 :@ G$\.+ FSV[QUV:]pG/!S!EOL%*WZX]E]H]GOMB=?D,MO2[-<+S9;J;% MTYU-R?3&[\:T,D6QY()7;T\O>=?:QUGOY;U])IDKZ^SST[9,E]-$ M@/S]T#U$M'6W=&C+[YO1O8[9L77=V=91FFKZBX[J70IO6L3-)[Q:M>W@SP BNZF'5QXR=,[''VW-A7!6P-W9 M%;'9NO=XE<8J,NOS=5+8CWW*9SCUI4RYDEXBOS+C5BVR1[HR9;3$QKX._ORWB9MVM&&F6U+ M1&=!SYZF?*WJ+Y[]M.^LX=;PVU3Y4G].8JN5:=7X#'?4XEO[$V&DAU5VOOL MSOL\S+)[^M7R8^\p;)$3VMFRS?+:(\LVBL16(_PUL M 66^DQXB#L=^^"\>>L=O8Y*Q7V5] 736Z=5\AM9XEN/2F<6+8^L\Y MMJ;MB^78\^X];[C%]1R.^TXS(:C3K;<[?+9?M]WLMUB0;Q9;G&E6N[085PBRM(S?Q8K2WM3DM7#NZ.?'LZNQ7SXLV*9FMH[]IB8F(M6U9BU;TO6MZ7B:7K6T3 M$?4 [8 "F!XP+][G /\-\EO[%H@(/\ &C]:Z=_":*7D.B^ TO&MO[>C+ MG6?)MZ26FKJ[37DM%'(SK>#-I76!M/*(CM:O-75#C^N;:ZW&4I[-?4GV>"1! MU?XH:W'SEX_IZ<6[NQY]9>0F(R:>K;W3&O'VNWEB?6+]YUJSV]<_RJ5HR[GW MAM[D5L.^[9WEL7+-I;%R1]3MVRO,=(NUQ<;]5UUBWPO552+:+}; 6<9M%AM M$:#9+-$JF#:;?#AM-L((''WM_=Y+9R;G(;.;;V8[S,5KW]*8ZJY MBF*B05QTCY-*UK$1'R\.H >0LE\O6,WFV M9#C=XNF/W^RS8]SLM\LEPEVJ\6FY0W4OQ+A;+I ?CS8$V*\A#\:7%D-/L.I2 MXTXEQ-*T.3'DR8KTRXKY,>3':+TR8[6I?':L]ZVI>DQ:MHGUBT3$Q/NGNN*] M)[Q,5^QZ7C.@.HS<9F2X[*=M]BQ/E'$BH>R#'W''8L*,SNRVLJ:5?[$VTIQZ M5L6S,/9+"6TA>1V7(D3)V16DFKH_Q2R8YQ<=U->^3'WF*Q&_ 6 M.WM,?;O,[5(G+7M^JX\GFMEI=NQC)\;S7'+%F&'7^S95B>3VF!?L;R;';G#O M-AO]DNL9N;;+O9KM;GI$"Y6VX1'FI4.=#?=C26'$.LN+0NB@G;%EQ9\6/-@R M4RXM\>3'>(M6]+UF:VK:)B8M69B8GO$^KSH<@ M !Z9L'8F!:FPS(=B[.S'&M?X'B=N>NV2Y?E]Y@8_CUDMS%*5XJ4U:51++T+*]AQ*U[W37-LQZ^L1K^[(IO[,VELK<^9WG8NW,\R_9>>9 _[1>LOSG(KMKD^0W!VE:^FF3=;Q*ERUL,)5Z<6-1U,:(Q1+,5IEE"6TD*;>WM;'V?)[FQFV MMC)/?)FV,ELN6T_?O>;6[1[HCOVB/2(B/1Z.'6 M "P!TUO$).3G'"$B/;6L/S"^+7L3 K:EUI"5Z[S M^Y-SK@J%;(B*LP<)REVXXTB*TQ;+&_B37G,02TOXC\QP,X]7=G)RO&5[5C# MFR3\:UZ1,>NML6\UIK6/2N#--L7:(ICG%'RE_#AKSMXP\]=:-;.XV;'MV70H MR(B,JQ*;Z=IV%KEYRVJN(LVU7-6(K[;#;M39UK6CO%-C!,S;'/I,1:/-CR=IG%DO6/,[M #- $6 4BZM_%?IJ8E16S;TYG6Z+Y:Y,_]!87- MB+S7(*40M$.Z9++6B3#U_AK\RB6',GOS#LB6AN?7%K%E4ZV3;:V:EU/UEQ'2M^'^VLGQC>R4FVOQV"T3GR?WM\MO6NM@F9B/:Y8[VB+>QQYK4M6,\#]$=5[EU MU'LHU5;;HN?A>$,'FKB[=_+:U>_FSŸ(CW MYLTVM$S;V<8Z?{B-8-5 $QG3'ZUO*CI MO7B!BUOG.[FXVR9BEW[0V9WF8W!M"9T5QJY[VQJ9? ME3K9)9F(K?#>;6F^&UYK>NBQPBYZ<;>H'J2-MSCMFK5[BQE1X>985=[,6S8 M&N+Z^TM?V#S7&J2'W[,7SAX[\38OR[>59@B0 !K ML]-7WN)*UR+_#=5+@W78#46KK M+,C!8$N45[\4>K[;NQ;ISC\O]J:F2)Y++CM,1L;5/=K3,3$6PZTSWR5GO6^S M%?3O@K,U)@AL 75?!Z?'N=1#_ ,N)'_OR<"=/!;_WE_\ @W_U5=;" M=!Q1U*O=S<_?H4HOQ%R_YOV&1,%- M %Z7PQ7WA6V_I=YY]3&@0GWPK^;VY^.=C\AXY+YUJ>,-0?:\SX^3+AECK3+%'9<_7=U8C1\[C-*2FCE/L.W!M.6.*6Y1IW90 MTN1):*WFNA[]3#UY[2Q>?DNC\F;D+5K2+9,W#[%*4Y7'68CO'Q>,6OR$ MS0+7#J;$16;WKVC3X87AQDZQ\.:=3<=A]KR_0>78Y6U:4BV7/P&S3'CYO'2 M8CS?VI7#J\I:9MY:Z^CM1%;9,E5.8\WWDJ#W[5>T,U MTOL/$MI:\O#UBS'"KS&O5DN#5551ZS%:I>AS64+129:[E%6_;KK <5Z,^V2I M4-]-6GUF7X#G>3Z9YGC^>X?9MJ\EQFS39UYIYZ]YIYZ=XOAS4B8C+K M;&*U]?:P6GR9]?+DQ7\T7E?1XC\G,*Y;Z0Q7;^.L1W[@PFV9EC29%'YF&9M M*885?\;F5K1#M4QW7FIEJENM,UN=DFVRZ(;;1,HVCUB\/>N>,\0NE]#J+C;5 MI?-6,'):47\^3C>3Q5I\;TLONM,4M:N3!DM6OM]7+@V(K$9/+'M_X5^)'#^* MG1G%]6<1:F.^>GQ;E^.C)Y\W$'WHDQBQ8[>AN#VO-P?!;$SS.?%,>SY M/G,4S6<$6CO-]3B/E8HGO2F7D+;%K4RUU=//,-?"]\:_[*^=GPVZ;W?-TYTU MM3//[&"U9Q)_!\? MFPS?@^$RX^HNHQ'%][]QB_ N_/\\ LX-^\,?GIQ7X/D/S=M-.P+5 M ,E;JU>\WYW?2?V]^==Q"G?6/SJZ@_&V[_/W1\!K8 # M2S\,U[IW5GXS]U?GW/"TGA;\$J/]]; %Z3=/Z$B 'K.99CBNN\2R?/YS'JI;C0;? CORI#JZ^2&VU5I2M*?*E3 MBSY\.MAR[&QDIAP8,=\N;+DF*TQXL=9M>][3Z16M8F9F?HAF9=:;J^YAU*=N MIQ/)E^Q7B-K&Z.?L98/,JWRLXOT=,N%(VYG5O;<5WWZY1I4B%BUFDN/-X= MC3JHT=J/?;WE,JY?8B9GM"K77/6>?JC=]CK3DP\-JWGXK@M\F=C)7O6=W8K_ M (2T3-<-)F8PXI[1$9,F6;0A'QH(.Q^"7.K M>?3ZWYCN]]'WM;4F*IBVYU@\^2^G$MH82N4T_=,,RR$WZB78LM+?JVNZMM*N MF.79$6]6AQJ9%3WF=Z?Y_?Z#O$WP9JQZ3$]N]+QM'GQ7[9*S%]M2O@WS5TYS[X[89R)TO<5*M&0M+MV4XE/D1W,EUQF]N0TG(<'R MF.Q6GHW*U/N(>AS*-MQ;]8Y=JR.UT7+AM M,>UUL]>WM-?-$>Z)]F)K;M%C9)F#2;.Y:+)EA&?7/7^#IZE^.XRV/8Y]]?E3/:^'CZVCTR9H]:WV) MCM;%KSZ1$QES?(FF/-G;[)V5G^XDRYDE:U]J/^BC1VO3BPXS;,2&RQ%99905LVMK9W=C+M;>?)L[.>\Y,N M;+:U\E[V]\S:>_[D1':*Q6*UB(B(>F!U@ M 2H=+3JO;TZ96UT7G&)$_/-#Y;/C_LMZ+GW5R-9,CC]J(ZLFQ5QY$J/B MVP;7'2CV*_1HM6KM&CM67(&)UMI&K!-NZ2ZPY#I7UPS/>,.S2/M46E>8^EMR/><=O,=#7V7Q'+K1ZKK]@RRP/NIC7>T25+[.YB=!D3K3.MMQF%J.Y;1YO1 MP\CQV:,^MGCTGTB^*\1'GPYZ=YG'FQS/:])^]:LVI:MK=!AD@ *8'C O MWN< _P -\EO[%H@(/\:/UKIW\)RG^[H*1P0. M TY_#A^Z XQ_AO?7^('9P6J\,?F7Q7X3D/SCM)R0WX M^?[3VKKC2&OLJVMMS-<>UYKK";6]>52KTJ7(<9M@VRW142+C=;E)B6VVQ)=PEQHSIUMS;U=#6S;FYGQ:VM@I-\V;-:*4I6/3UF9 MCO,S,5K6.]KVF*5B;6B)SR.L%U^MJ1Z%XVRT*W=:>(FWS MTYN.XN:7GOY-G?B)F)G/,?*Q:]H]VM6WRH^5GFTS&/'7&/B,0 M)U>D%UN=P=.3*(.MMA*OVV^(V171G[/Z MZ?N3DB_ZO.Y8XAQ2)./7R6YD2?LQ,3V ME(/1G7F[TSEKJ[/M-SALEX]IK3?ODU._*S:7F]*SZS:^O,UQ9I[^N+):4Y&EQ7%+:D194=U+US&Y% MLO=DN<>)=K)=HDRU76'$G1)##?Q9O0W]3D]3!O:.>FSK;%(R8LN.?28]UHF) M[6I>EHFN3':(O2\6I>L6B8?50[@$:G49Z]7%[IK8# M2^;>R#[9]HWZW/2M=:)Q*;">V%F;E?:68MQF,.*<;P_"J38ST:?FU^93;VU1MID2RQ<@OK#=CD&K]3=6\3TOK>TW6.TUI&3)$8YSG.HGU4N5/4ESFEYW)DWVNZRLLUK>7ZGV//NY?9:N.W? M7X_!-J:F#MWB+369[YLW:9BV?+WO\J:TC'C[8XC=#5@ M 'V[COR4WGQ/VA8]R<>]D9#K'86/K7[+>K%(;4Q/AN?% M)L^066:U*LN2V&:GY$ZQWZWW&URZT0MV*MQII:#(<;RF_P /MX]WC=K+J[.. M?2^.?2U9]+4RTM$TRX[?3CR4M28GUCO$-#?I&]>C3/4!B673>Z*8[I+ENAA+ M3>+JFI@:_P!P.(JKSEZFG7BY29ZV&/4FX[<,F@1KJY92R M71OB%H]1Q31WO9Z',]NT8O-Y=;=[?3IVO:;>T[>MM6\SDB.]L=LM:WFE@L)& M JX=97Q"6)<3'LIXS\-;AC^P^2\54^P9WLAQN/?^+#>.V>+WK;"H$Y]L#.-JYGD MFQ=E99D.>9[F%UD7O*TS:9].WK/I1=HB M'J@< .C^*/+C?O"?<-CWCQTSN;@N M<6A"H,U^6FKAC^58[(?COW+LRLJBH&0XU=:QF*RH,M%'XTIB'=K1+ME\@6 MVYPS*\/S/(\%O8]_C-BV#8I\F8[1;%FQ3,3;#GQV^3DQ7[1WK/K68B]+4R5I M>-,3I6=6+2'4WU/2Z8^["P/?N&6Z$G;VDI]P:W624XW9LD8B3'+=*NQ:3I+K#0ZJT/.BF-?D<%:_'=UH\]+>D3F MP=Y[Y=:]O2M^WFQS,4RQ6TUF\KH;> #/H\6O\ ?ZZ"^B%C'US[MI"N7C%\X>._$V+\NWE68D :[/35]W-P"^A1Q6^HO! N7TO M\V>G?Q%Q'YOUW:X9T B-ZTO4/:Z=?#')\ZQB=(G; >MTUN3'EVO7%]:=OJTS(4RU2LB'Q71E4>^I2LTWKGJ3^QK@\NQBM M%>0VYMJ]+3;9FMHM$TUJ1.3Y59I.2<6.\=LC+)N%PGW>?.NMUG3; MG=+G-DW"Y7*X27IT^X3YSRY,R=.F25NR)DR7W"'GGG%NNK6M:EJ*F M6M:]K7O:U[WM-K6M,VM>UI[VM:T]YFTS,S,S,S,SWG[_/.'X %U M7P>G[G40_P#+B1_[\G G3P6_JY?_(-_]576PG0 <4=2KWE\,5]X5MO MZ7>>?4QH$)]*_F]N?CG8_(>.7)T&%=(,RV7*)'GVZXQ),"?!F--R8DR%+9M7'E193#M%-/QY+#BV7FG4*0ZTM2%IJE2]"EQ8L^+)@S8Z9<&;'?%EQ9*1?' MEQ9*VIDQWI:)K:EZS-;5F)BU9F)CM/K,V?#AV<&;7V.6//K[&+)ASXWXS-EGO%MSB,MZ:^7O M/M,NO?3W+UI&W%*\!D1H- !(YTS^;LSAKNYI_(Y$N3I M?9'K?CVSK8U5YVEJ;;?6FRYY B([JNW'%'I4A4MAMMUVX8],O$&.TN>NW.1Y MH\$?%#)X;=45MNWR7Z:YJ<.GSF"LVM\7B+S&MRV+''?S9N/MDO.2M:VMFT\F MQBI68T^;P8]JXML<7 M?+DG+2L6OGT,NWAI6V>VO;'PAL27%G[SB=!D,2X4W+\FEPY4=Q+L>3%DWJ:M]'D,.MUJAUEYM:'&7$5JE:%)4FM:5HJD47Y7+BO7)BR\CO9,62DQ:E M\=]G+:EZVCO%JVK,6K:/28F)A"7/9<>?G>:S8EJ7K,6K:)F)B8F/1ZD8YBP)2^+ .2O%/A%O# L$GJ9MW9N/9KMMQJ5&6CU*Q1K"[/"O^;N5\EJ9N%52DVG%$K2W5VZ+FW1EU?VNR8[MT\]"^*?]@/A?U1Q/%99CJ?J3G+8-*])CS<9H5XS6Q;?)V]\US=[QKZ3>;/ M.7/6T_$[TM9?PV\:/L8>#76?!\)GFG6/5O4=M?CLF.8\ #<77A]3#OUI MM,VO,VM:9M:UIF9M:9[VF;3\J9F769GUM, 2_P /CZ ' M[(L63,DQX4*/(ES)=6AMIIM"G'%)0AM*E*I2OZQX[Y,TQ8J7R9,EZX\>/'6;WR7O,5I2E*Q-K7M:8K6M8F;3,1$3,ON M+%DS9,>'!COES9;TQ8L6*ELF3)DR6BM,>.E8FU[WM,5I2M9M:TQ':9LNX]+7MA>KB)H!B1EMO;C;EVQ2VY1LCSI53UBCQVY2L5P>JU)16CF-6^XR7+NE-%-TR M2YWIIE^7"CPGU>G_ ($>&D^'G2-;\AAK3J7J#V&]S7TVU:4C).AQ?>>WKI8<MU[;$1WCX[GV:UMDQTQ6GV3^#3X06*NA:7Y7!7'U=U1&OR74/?UOI4I&6>,X M;0,1VGCL&QDMM1'>LL8 #*FZX_ MO8N:WXT[=^8F'A4;K[YX{[^^Z_D^%%0&H)Q/#B^]^XQ?@7 M?G^'_9P;]X8 /3BOP?(?F[:=@6J 9*W5J]YOSN^D_M[\Z[B%.^L?G M5U!^-MW^?NCX#6P &EGX9KW3NK/QG[J_/N>%I/"WYGZ?[ZW_ M ,ING]"1 "@GXD/JXN[SSV\Q[:\][.N'Ā]@NES*\>W64\AL7Z>XW+WT=3)_[0 MS8[>FWMX_7XO6U9[6U]6T]KQ/IDV:S/;RX<=[U.PAX M !*STA>IOFG3/Y+0,S<F;X$[.F7.Q5<>91=H$]8QDPV+ZJX03<.CJL_2W*5SSYLG';7DQMWUYFUL?>8B]9R8IFL9/-74NPC-<4V3AN*;"P2_6[*< M)SC';/EF)9):'_:+9?L[4U7%GV^4Q)9J#+;E$.42XVARBD)+ M9X,^':P8=G7R5S8,^.F;#EI/>F3%DK%Z7K/TQ:LQ,?N^KVD.4 M%<'KL=:NR<$L.NW&KC[>(5YY@YWCJ:S;C&4B9!X_8GD$)58V67NC;J45V-=E M>\B?@&,O]]8$9Z'F^11JV5>/6O+B,O$#KFG3^" _%\;>+\UL8_E6CM:O'8D^?7Q3]I$USY8\DXZ9LYF[W>ZY!=;I?K]=+C>[[>[C-N]ZO5WFR M;E=KQ=KE)=FW&Z72XS779D^XSYCSTN;-EO.R94EUU]YQUU:ZE9[WODO?+EO M;)DR6M?)DO:;WO>\S:U[VM,VM:UIF;6F9M-IF9GN_C#\ M)3>E)U2ML],G>C.5614_+M%YU,MMNWAJ4RKNSE+;<5/PS;ND.K-SI7D(S4\V M;C]BU:;^GYODY:5GM&;#W]*[.&)F<=_2+QWQ7GRVJ[UU$]*[GUIR'U3@N[-.Y M7;LVUIL>PQLCQ+);6M58\^^MQA]A]EU*)$"Z6N?'EVB]VB:TQ<;->8,^TW* M/%GPI##9:_1WM7DM/7W]+-7/[[6.,N'+3W6K/>)B8GUK>EHM2]+1%J7K:EHB MU9A]0#M@ I@>,"_>YP#_#?);^Q:("#_&C]:Z=_"Z=TYG:,UI@%H>O63Y/>GE-QHD5M2&H M\6+':2Y,NEWNDQR/;+)9+9'EW:]W:7#M5JARYTN.PX=/?W]3C-3/O;V>FMK: M]J9R9]IBN/'6)O>\UI2LVF(9F5[ZOVUNIGM5KM2KSK_B MS@=VD*U5J9EV7:,'MWU3M^2GGU^]U[S\4T^_:;S'>C.UY9FM]X^UK$VI@I M/DQS-IRY,D-I\:. 32=&SJ[!' MZ:6X6;%E,J\Y?Q.V1>(C>V]=-..3\'8F/JC0_P!E;7D1UU#,7,++#;:1>+4V MMB%G-AC4LMSJUNB>L]GI?=C'FF^;A]]8W-:)FTX9GM7XYK5F>T M9\=8CST]*[&./):(O&+)CTVM=[#PC;6"XGLW6N46C-,!SJPVW)\1RNPRDS+1 M?;%=HSY6MVS-Z)$CPL>R5MO;VSM\;$R?;.X\XR+8VQ\TN*IDV7Y1/V.U;TM:EZ6B]+TF:WI> MLQ-;5M$Q,6B8B8F)B:S$3$]UZOH@>(*B;:IC'$?GIFD>W[6<=@V#4'((7H\ M*U[+6ZIB%;<)V?ER.28K3:[]JTP;5O2*[,SVC'FF(KL?:Y)C/VMGM^!,X M 4U.NKU^YF#S\RX6\%,O0UED7[)8MO3D/CLM57\2F4JY"NVN MM0W>(\A+660U4?@Y9GT1;B\7D>M9L4>:REB3>L>(2Z_\1)U[9^#Z?S=L\>;%MR')8K>N&WVM];3O6?UZ/6N;8K^LS$TPS[6+7Q4>777'G''GG%NO.K6ZZZZM3 MCCSCJJN+<<6Y6JUK6JM5..*K52E5K6M:UJ$"S,S,S,S,S/>9GWS+_0^ M /LG'GD%MGBQN3!=]:0RN5ANR]>79%W MQ^\QVVY,=RBVG(MQM%WM\FBXEWL-\MK\NTWJT36W(MQMLN5%>3Y+2I)W^-Y+ MU"..E7U0-4]3C0 MJ<[QR/'P[<6#)M=EW?J=R35Y_$\CF15KC7W'W7EJDW3 D>J]/JKC_ (QBB,.[K^3'OZ??O.'+:][9,,7SAX[\38 MOR[>59@B0 !KL]-7W M"W_O+_\ !O\ ZJNMA.@ XHZE7NYN?OT*.5/U%YV&"ZH^;/47XBY?\W[#(F" MF@"]+X8K[PK;?TN\\^IC0(3[X5_[<_'. MQ^0\SR9D&K\5]<>;%T3Q$Z!XCQ%Z:V^G^4K&+);OGXSD:XX MOGXOD:4M&#;Q1WK-Z?*G%LX//CC8UY,7GI::9*1MXK>&7!>+'2&]TOS5:X< MMHML\-RM<49-GAN6QTO76WL-9M2TQUV3)FP^?>V/-CHQ\A./ MNS.,FTLAU+M6R.6G(K$\IV';.HZY9=!]1^"4N_P!+=3Z5M7?TS;%FK%[M:?):5[7CD[+C%]UC8TMJM)G%?M6^.]HU3V+9U_A3F550E-':<"BJ;0[5Q+&7)4E"; ^[=C MX.O@I:MM+Q#ZLU9KV_5^F.(VL,=Y[U_4^D]JQ%O:<'BFL6\T M4Y6)BL:-[652[#T1 RINN/[V+FM^-.W?F)AX5&Z^^ M>'._ONOY/A14!J "<3PXOO?N,7X%WY_A_V<&_>&/STXK\R M'YNVFG8%]@ &2MU:O>;\[OI/[>_.NXA3OK'YU=0?C;=_G[H^ UL M !I9^&:]T[JS\9^ZOS[GA:3PM^9^G^^M_P#*;I_0D1 9U_.ITO@1 MQ?IKG6%Z7^Y+\C8%\QG7\J$MA4W7N&,--0\TV8Y12JN1\5F>W8<*<4V.9+ M.,3V@CSQ%ZJ_L=XGXMJ7\O*<<>><6ZXZM;KKKJU../..]JXMQC>8^M5*M6M:UK6H5;F9F9F9F9F\S/OF7^A\ +I_MA>NIQ(I]E1.#KZZT=;?;7<_PZ,VE MNK"HV;P5NN^T6&"P3GX4=53WMTQO9/3MDS\5>]O6)B9OL:4=_?WVV,$?1VS MUF9[XZQ=A"=0 BGZNO4TPSIG<9Y^>)I'Y6>58FV^5D#-PB&H]9=4X.EN*O MI?(R*PRR@J;L[.QN[&;;VLU\^SL9+9UK3_/*(B(K':*Q1/3 MPZX LH>'DZLSW#?=$?BUO3*GM(_%_>5^8CV6Z7>4ZNV::VU='6(5JR1#[\BD6S81GI63-Z^DF';Y;%ELB1 M;X-LR-^>2CX;=83PF']\AF[<3OY(BE[S/DT-R\Q6F7O,]J8,\J;'IY:V]G MFF:Q7+-M& ++@ I@>,"_>YP#_ WR6_L6B@_QH_6NG?PG*?[N@I'! X M #3G\.'[H#C'^&]]?X@=G!:KPQ^9 M?%?A.0 ..TG)#?@ /6YS?[7BN&898;ME&5Y->Y;<&SV# M'K%!?N5WN]SF/52W&@V^!'?E2'5U\D-MJK2E:^5*G%GSX=;#EV-C)3#@P8[Y M M^6;0E'QH8 6D/#I=75_C%LJ MU<)N0&4>GQTVYD28^K,EOLZJ+=I7:=^FO*1*5)>IZ=MU_L[[S$1[UZSB+7C> M7OPLG76V0+OF=S=):\,^LK<5M4X+DTY^_L M*#]SN=RO5RN%XO%PFW:[W:;+N=UNMSEOS[G<[E/>UKWO:;WO>9M>][3,VM:TS,S:9F9F9F9M M,S,SW?S!^ +QOA^^N7*S MQW%."7,W-4/9DEF#CW'=.43JTDYDAENK$+4FPKW,<[7LM;:0Q%UJDUP=H_E MR:)Q6ZR7LK^P+F4$^>'77T['L>G^(.ZUTGCI:KQPDXE9DPSO;); M7*@;TV58)3E;CI;&KM"C^SX?BMRBKHB#M#)[?,=?N%V8=]OU_8EQW[?1C*[U M;[EBY#_B/UU/&4R<#P^>(Y#+2U>0VL<_ *T<5ZQVPXKQZ5V\M;3-KQ/FUL?:: M]LUZVQ4%%*4M2EK4I:UJJI:U5J12U*KYJ4I5?J,U+K6M:UK6M:UK2M:?]A7= M^0 !U]P4YK[>X!$Y*PPNE'H5RCH1)MTM2'7K!D$*T9% I2XV MF*JAF^G^=W>G>3P^MHCO6T1-L>2M,M8\U M(=MG%3DSIF-RO*K9=W=3=W^RF#;(L+%UC1WW(;OCEW:K6)D&(9)'BOR&8.2XMK>69EDO41#SS*9L-;T-^3"">BRGRW?$C?SZ^UCB\1/;SXKQZ9,. M6(F8KEPWBV/)7O,>:O>LS68F>A@R0 SZ/%K_ '^N@OHA8Q]<^Z0K MEXQ?.'COQ-B_+MY5F") &NSTU?=S<OH4<5OJ+P0+E]+_-G MIW\1<1^;]=VN&=1%];[FNYP=Z?.VLWQJ_+L6W-H-M:2TS)BT56XQ,RSJ).3= M,C@N-O-.096&8/ RO*K9=%I>BQO.=G@>G-S/BR>SW-N M(T=&8^VC/L1;SY*^L>6<&O7-EK?UB,M<<3$^:(G+#*I(+JO@] M/W.HA_Y<2/\ WY.!.G@M_P"\O_P;_P"JKK83H .*.I5]N[2[7CD&Y<5XO2WEGO$Q%HCO68FMH M[Q,3$S#6TX"?8ZEO,L9C2:R:X7L2QNN6?.L26XYVR ME,VG(8 M#Z\Q6_YKE^03W*-0K+C6,6N5>;UTR3,YY39TE+ETV!J12%6[&G5$\YQ'Z[>3S^SI_:ZVQ]=KXXCV&:?E6FU M<>6]O-F[+$X24 %,#Q@7[W. ?

X;Y+?V+1 0?XT?K73OX3E/]W04C@@< M !IS^'#]T!QC_#>^O\0.S@M5X8 ,OB MOPG(?G':3DAOP %"+Q)?5KD;ESN]]/W061__ *I-8Y#2/R$R6U.5HC86
MTL=ET5^Q['EMKHIW$]9W9A;=_9JFC5XS^$M"FU1<2M\NX%>?$_K&=[8R=.<= ME_M/4R]N2RTF?[9V\4^NM$_X'5O$QECW7V* 5AK-JE@0Z M !I(>'BZG$CFYQF=T?
MG($7#DCQGM=HL5YFW M"=5Z][+U3VMVW#MB/4DKK,N%XM*FVL/SJ;14Q;EU9L60W.8B9F;45LL_X;=5 M3SW%?$-S)%N4XNE,=[7MWR;6GZ5P[,]_E6O3TP[%O7O>,>2\Q.>(BQ $D@ M
*L/7VZW43BS8,EX9\5,HJYR9R:UI@;1V+8I5:?L!XS>8/]JM= MFN45Y*X^WK];1##L)QFM7L%LLQ-[[F,CEV-R 1+XB==UXG'EX3B,O?D21RWY$A]Q
M;K[[[J_4=>>=<[G'777%*6MQ:E+6M7\3'OB6B5X?SK)4YH8+%XH.'Y3+'Z+ZN/MA MRWGY7(ZV.O:;S,_;;>&L?]\= -EI^KQ%IC/-+,X2F !"]UL.J M39.F[QKDMX=-MMQY/;CAW3'=)8V^N-
*^UY*4MQK]M;(+>IY+U+%AL>5W65MV M._'OV8N6>T.LN6M-]DP#1^NNK,?3'%S[&]; M9CUQNUZN]SG./2[A[?9D.W&6I-IUQN MJ12-
:L.S.GJ(=;@VO+](BX)F#B/9&*IDXKD5WFM6[#W4.DG>&?54\+RGZ%[> M6:\9RN2M.]I^1J[T]J8, ,P!,5IF]-?-/I'KAR7M%<,,]'<+- #/H M\6O]_KH+Z(6,?7/ND*Y>,7SAX[\38OR[>59@B0
!KL]-7W1XICEZO\.9= >=0IY^*P5N\ M6>9^.\YAXK%?O@XC!'M(BTS6VYMUIER]^T^6?9X(P8X])M2\YJS,=YB*PP10 M "ZKX/3]SJ(?\ EQ(_]^3@3IX+?^\O_P &_P#]JZV$Z #BCJ5 M>
[FY^_0HY4_47G88+JCYL]1?B+E_S?L,B8*: M +TOABOO"MM_2[SSZF- A/OA7\WMS\<['Y#QRX6$U@ #X[O30FJ>2&OKG MK3;^)P,KQBX=[\=,BGHW.Q76D:1%BW_';HW2DJS7R
W*>]EGQ5I5V..QI#'7'/ MNFU+Q?'>.VI=:]#],>(7 [/3G5G%X>3XW/WOCB\>39TMGV=\>/>X_9K^ZJF M[@C)?V6?%,3VM:'DKDPWR8]U!.='2?W!Q6D7C.M>MW7;>B65.RZ9)"A(=R[" MH*WUT;BYW9K>VFCC$-FK:'LNL\1JR2:]TF=!QVJVX-//3Q4\ .H^@K[/*\/7 M8ZAZ4K-LGQW%BBW(\9BFTQ%.5UL-8\U,=?+%N1U\<:U_6^7%I]ZXGE;XU?!>
MZL\,LFWS7!4V>JNB:3;+^B.'#%^5X?#.2WDQ\WJ8*1%J8J36+\KJ8JZ>2>]\ MV'0FU<*)PK\J\ M ^MZ4T/MKD3F\+7FG,)N^:Y+,["F+>TENWVB"IQ#*[MD%XD*9M=AL["UH2
M[R=K6KAK$8=;%-HK.QN M;-YK@U>DS$6S9\F.G>8I$S>U:SM/1W\5/7_,X>!Z2X;;YCD2::VCJ8[6B+;&UAM::?&-';Q6R:F_JS:)BNSJ9LV&9[U_FBT1\G->:N M
/\2E2E42FGCIM[NTY_O1-XTOIJ^C$Z)!DQ*1]EYM"=0VZS6R6:X,N(QBT2V ME][>09%$6\ZU5EZ6d"YPY2;A'LMX7_!QZBZOG7Y?JJ-GIGIR_ERX\63'%.;Y M3%:
(M3XKK9JS&CKY*$WC,U;=^#7P2^J^NYU>=ZUC;Z0Z3 MO%,V/#DQ5QJ1]=_D,4WM7R7UM'9Q9(SX[4VC>/NG MN-^%1O%_FM)4C[*9-?
957KMD%T51:TTEW27)EVQN.G.B^,Q\3TUQ6MQFI'EG+.*OFV=O+6)CV^]M7FVQN9Y[MS$9,^2\TK,8\]2DQ5K2OIOT7T)TGX>\CX/I^A=3A]&D5G-."GGV][-2)CXSR M.
[DF^UO[,Q,Q&;9RY+4I,8L7L\-:8Z_9C96W # M*FZX_O8N:WXT[=^8F'A4;K[YX<[^^Z_D^%%0&H)Q/#B^]^ MXQ?@7?G^'_9P;]X8_/3BOP?(?FI::=@6J 9*W5J]YOSN^D_M[\Z[B%
M.^L?G5U!^-MW^?NCX#6P %V#HC]9_I^<*^ .!:&Y![4R7%=F M63.MFWRXV:UZNV'E41BW9-EDVZ6AQ-XQ[';A:WER(3C;RVF93CC%5T;>HARB MD))VZ$ZXZ?:R7I34VD^?'CM2?
-68GM69\ONG MU]]6?J#\M+WS@YB[UY+W2EPC6S8.92_M'LMS=J[(QK6U@99QW7V/N(0M49B5 M Q2V6Q5W1!2W%DWUZW)*%.S75K(FZCYB_/^2;V]JI[\;A@@ M?:N-
6J)MC[S$_)R M4\V.WI/R;3Z>C84UUGV+;6U]@V5\(N*+QAFQL0QO.L3NK?E1%RQO++/#OUDG M42E2Z)]JML^,]5'>KLJNJ*UK6E0NEK;.+;UMZ/P6\^#:PXMC#>/V6+-2N3';
MJR:6B7N0N,*R_8>97-BR8A@>+9!F>57F37MC6C&\6M,N^ M7RYR*T^.C$"UP94MVM*?$VTJH<6?/BUL&;9SWC'AU\63/FR3[J8L5+9,EY^] M6E9M/WH9"O-
/D[E7,KE1O'DOF#DSV_:V>7> ^6>W3W$//8WAD9:;3@6()4TMQ MKT,1PNWV+'&5-N.4=1;/76Z\ZZX\X4SYSE]*6GO.+!$S M37PQV[QVPX*X\4=IGOY>_>>\N8@Q
!^"4J6I*$)4M:U4HA M%*54I2E5\D)2BGFI:EJK2E*4I6M:U\]?&!VWIGIL<^^03469J+B#O[++/.:H
MJ"R=>N<@QW#9:%UIY5CYKE$2R8F\JM*I51#=Y4OL^7V]GRZF>T>F.HN1B+:7 M"\CFI:.]%+ZE5Q:CKF9UQ+L2GJT]1FZ[/V0\Y$[DTK7V MBMCTO>&5=M:]M29'97RJ*
[>Y/DJID*>$/5%HB;;'#X^_OB^WM3-?W?9Z-XG^ M"9?V7+PH'4CA(JJ+LWA[>5=E5^G;=E[::76M%>5&J?9C1%J;]15//)?G5RC?E M3Y3E%^5*GZOX0]3U]8VN%R?5%-KP5F?W/C,Z\?
QS'W^R/'<_2XZA_'UJ1*VMPYWQ8[5$0IR9D5FP> MYYUB4-*$K76LS+!/3D^+PZ=C;BZ4D7=NM4(4NE%)36H:WO=)2]=$SN<)R&. MD1,SEIKWV,-?_-
FU_:X:^[]E>/3U^IP:ZTXPXXR\VMEYE:V76G4*;<;<:55# MK;C:Z44A:%4JE:%4HJBJ5I6E%4K2IKTQ,3,3'!8])B7^A| M &C)X8WFC7D)P;D<>];SUM.+2\EK'
M7F,CP!AIEBD6'9<6QRBGER)BTI+, ^%?.?HEP$\;FMWV>&O&&.]N][Z6:;Y-6 MW;W]L4QEUHB([5QX<7KWLLF!)X I@>,"_>YP#_#?);^Q:
("#_&C]:Z=_"/'6;WO(:)GM%8F9B(F9]T1,SV9,O4HYOYAU!N7NT.1.1JE M0L'*?=4<]FZCYK;Y+)WKBO;V6GAG_L-/%-HP8^W>>U[1,Y->,2Y"U76X:2S6=(D-16]/=
[DV/@F;N72V.2$OU; MM=FRC#K*W'CQHT3U2QGA-ST[O%9^SY(ML<5;SZT6GY=]#/:9BL=_6T8,_GI M,JXBE,N"G:(B%J,)< #D_FWS"U=P2XV;$Y)[:==?L.%P$,V7&H,
MF/&O6=YG=*JC8OA%@5)[FZ7*_7"E$.25-/M6JULW*]RF5PK9*\C#\[S6IT_Q M>SRFY,SCP5[8\59B,FQGOWKBP8^_IYLEOI[36E(MDF/+264)RLY0[:YD[ZV% MR)W7?%7G.-
@WEZX.QF')OV$QBS-K4U8L-Q2)-E37K7BN+VVC-JLEO5)?=1&9 M]HF2IEQDS)L@]%R_+;O-\AL\EO9//L;-YM,1,^SQ8X],>##6TVFF'%7M2E?- M,^6.]IM:;6GGH,8 M
"4WI!=1K(^F]RVQO9,F3/F:2S]5OP3D#BD:LE]-QP25.HIC+;?;F*.TDY3K MF<^YD=@[(ZYDV)]G<78D1(^3S7DFW=%]39>E^8Q;4S:VAL^77Y'#'>?-KS;T MS5K'?
OFUK3.7'Z>:U?:8HF(RVEJE8YD5BR_'K#EF+7:!?\9RBS6O(L=OMJDM MS+9>K%>X+%RM%VMLMFJF9<"Y6^3'F0Y+2]MOQWFW4*4E=*A;;%EQYL>/-BO7
M)BRTIEQ9*6BU,F)6+TO6T>DM68M68[Q,3$Q/]R'(*-GBH.H: M_D&8XMT[=<7BE+#A5<A2[ED&'2%(1<<;^XD!^+74LY,^+IK5O'L'LMODK5G[;/:LVUM:W;WQCQVK
ML7K/>LVR89[>;%Z4X@A, M F[\/S?E<-NH%@%HOJZ:MNG^2;MOTCLYN?*K&M,&;?KA2FMLPD+52L:-(MQK-GH$)ZYR^R/;\7R/+/4>CMR'7VS??
#KGIX3J/6IDR172Y3RZ&W%I[4K;); M^UE<67-'>(GO&GJ%]P #/H\6O]_KH+Z(6,?7/ND*Y M>,7SAX[\38OR[>59@B0 !KL]-7WG?Q%Q'YOUT4OB=>32-
)].>7J2USDQ\LY1[!QW73#+;S;*O*_$.F9TZ6[9N6V<6M$1,1:-?#, M;.Q>/IFO?'BPV[?1G9P 5C NJ^#T_"W M_O+_ /!O_JJZV$Z #BCJ5>[FY^_0HY4_47G88+JCYL]1?B+E_S?L,B8*: M
+TOABOO"MM_2[SSZF- A/OA7\WMS\<['Y# MQRX6$U@ ?&MY: U%R/PB9K[<6%6K,5$K,;JS=K%-=:JU2[8Y>8] M6KE8[JS3MJB9;Y#*G$IHS)3C?<8T5O%Z3-9U'K3H3IQ!X;-
P/5O#:O+:&2+ MSBG+6:;6EFM7RQM MCEW/=6HXOJS9MNAPJN;-PJ E5*N.7>Q0&JHRJT0T*0IZ_8TS69'83*FW?'+3 M:X+]S70GQ/\ @W]1](5V>8Z6G/U-T]C\V7+AQXN_.
<9AB>\SL:N*O;?UL43$ MVV]*OM*5C)EV-+7P8K9[>9/C)\$GJWH2NWS_ $7;9ZPZ5Q3;-FU\.'S=1\/K MQ/>UMO2PUF.3U,-9B;[W'5]K2D9,VUQ^KK8;[-H8BM*H8 M #H3CGQ8W?
RJS-O"],X5-R"0TXQ6^9%*HNW MX?B4-Y5$_9#)\B=:7#M55$=[K,-OVB\7)+#K5HMEQDH]"NX=&]!4=?W>U<<>?8S16U=?!FO'D;YX?^&?6 M?B=R]>Z1X?-O7K:GQW?
R1;!Q/%8KSV]OR7(6K.'6I$=[TQ5]IM[$5M75UL^ M2/(M@\)NDMH[PENTYUF]8NY=U1*LRVIL?ER5WMB#$/KCXQ[+TGWQ]?T/O\ ;O#V]8.Z-^MXYNGHW;<$)[O31-
:NM=GJ1U>3;Z&U*32ID:^''6EX[Q MPE_HGY>]QE)]?O7W:S^[Z=X^GL_IE>'CZQ$-JKSO#R0M"5)3VQ=Z<9ISOFKX MJ5HQ"W.^_5/Q?
+51M24_[2I\P^SX;=:UCO/"SV^]R'%6G^%]_ZGQ7,>B_ MU3\&94Q#:%N*1AUAM^Q7JI2W1ZM&H^O[IDS[JH^*C33:W%N_<$(4 M]]S#HY^A^K=>)G)P/(6[>OZACKLSZ1W]
(UKYIF?O1'?OVB/7T<,;)T3N[34E M$+;^G-J:IE.*4TW%V3KW+<&DN.(<<:6VAC*;1:WE+0ZTZVI%U4EQEQ%:44A M5*& VN/W]&?+NZ6WIVGTBNUK9M>9F)[3'ERTI/?
O'K'WI[^KY>'3 M :6/AK>2[N_.F;A6%WFXJFY9QHS3*-(W&LI_OGNXO'5$S37T ME355J4U;8&*Y;%PRU+[6T+;PU]I-%+CNN++1^%_*3R/2V#!DMYLW%Y\NA:9G MO:<4>7/K3,?
16N'-7!3[V"8]\2G_D4 "O!XF/E7)X^].FZ:OQVX+@Y MERIS*V:D:7&>;9FQM?6YI67;+FMI76M785QM=JM>"71M+;BO8LZ7VU:7V.H(
MV\4N7MQW35]3%;RY^7STTX[3$6C6K'MMNWK[ZVI2FO?_ ,.Q']O9MP5@ M >2Q_'K_EE\M&,8K8[QD^2Y!<8EHL/8_;)MYOE[NT]Y$:#:[/: M;5;X$/-;Y2,\J)<6L6O#3C;!,'3GA-N;=
<> MUU#GMH8;=K1H:_EONVK]$9LLQ;#K=X]?+6,]^TQ6\8KQ-8MP\7>F3P1X;QX* MM!<:M;8OD<%KTT["O-HIFVSW:K5WOJ5L3,EWS+8K4EVB77H%MNL&UT6AI+,!
ME]/';:)CXGI7I_A(K^AW%ZN++6.WQG)2, ^W/?UG^V<_M,T1;WS6EZT]([5B(MB([P#80 .%N4W32X,\8UPP5R$XX:ZRW);@TZBNQ;7:OM.VC'>7&U/-$=Z3'>%/WJ(>%TW'IJ!?-
G\%,JO'(' [9 M%=N$_3>7UM\?>ELC,T<=D)Q6;;;=:\6V:VRPVIU-NBP<4RMU56;;9;#E,YSO MJ0QU+X3[VC7)M]/YK\CKTB;VTLWECD*1'>9]C:E:8MOM$?:UKAS3/:N/'FM*
MJ%=+9<;-<;A9[O;YUIN]IFS+9=;5UJVK/::VK,3$Q,1,3 M':?E/YPXP $[/AS^53G&OJ6ZTQF[75-OP3DM:,GH()VY4EQN
M!2^Y$Y%O.LYM(_=5AR[+V%8[#C%OE.IH]%@Y9>&FG6V9DA#I((AIR\\7U1JX MKW\NORE+\=EB9GR^TRS&35MY8])O\9QX\-9GUBN:\1,1:>^FN%IP !3 \8%^
MJS@'^&^2W]BT0$'^-'ZUT[^$Y3_=T%(X(' M :<_AP_= <8_PWOK_$#LX+5>&/S+XK\)R'YQVDY(\ %43Q3O. M:7]+CS@7##
[\JWYIR,DURS9Z(3Z$SHVD<5G.LQK0^EMY$N''S[.HL>.F11/ MH7*TX9E-D=H]'F2T-D0>+7/VTN-UN#U\GES\G/MMORSVM&AAM,12>T]ZQL;$ M1'?W6I@RXY[Q:W:@4%=@
_!*5+4E"$J6M:J40BE*J4I2 MJ^2$I13S4M2U5I2E*4K6M:^5/C ZHUIP7YI[E:C2M5<2^1V?V^6EE;%WQ;2^ MP[M8JM/^EZ+
[E^BX^NS,1UT?:WT>L/H37AWNL6ZVAU'#URB74(:72E?EM.H0XVKS;6BBJ5I0[,>&W6LQ$_H+[_7UY'BHG^&\]W
MHF._U3ZQ,3[N[T2_="+]UXXP(N'"W/9#;2:*4BPY7JS*GZTJA:Z>G&QC/;Q M)>5Y(K3M9:<4E54-U1:T)6=?)X?]8XHF;<'LSV_P>;4RS_!&'8R3/\ !]7; MWS#D397 ?G!IUB7-
VCQ"Y*8+:X*$NRK[D&E=APL;:;KVT]3[9*X^JQ.H35:4 MK<;N*TMNU]-RJ5^:0PVUT]SVE$VV^&Y37I6.]LF71V:XHCT]?:^SG',>[O,6 M]/_DUMC)\ M1W)F8K6=?;F,?
FR3,]HIAS>PV;3WCM(&)]8]^K %N0 S0NOWU0E M<]>3*]8ZNOM9O&'CO=+MC^".P7'DP-B9S12K?EVT'DJ51J\ME=@P=VK?:W
MC45Z[1ZM+R>>U0JYXB=5SU#RLZFIDI[\5QM[X]>:]_+L['VN;;GZZSV]G2GMZ M8HF\>N6T(# CH M !?=|+GU$7MMZ=R3@7LN[*D9SH.TO9AIBX7"*,WK%D^TU6XMW6
M.1W:*W;4TD.4^U/*+5:H$.),;L16M98?PGZEG9V..I.;1M>W>V31M M?M?#Z^O?4RWK%?7]9RTI6L5PRMIA,(!S#S.Y/8APTXM[LY,9JN*Y: MM48-=+[;;5*D5BIRC+I%&
[5@V&L/H2I;O,,QGV/&HSR4J3'=NE)+M$L,N+2 M8KG.5P\)Q._RF>8\FGKWR5I,JO:YI^1KX8GU[3FSVQXHGZ)MWGTB61-M39V: M[JV7GNW=D7M_(|JV7EM_S;+
[W*4JKEQO^27.1=;D^EM2E4CQZ29*VX<)FJ8| M*(AB)%0W'8;0DIKN;6?>VMCGRZ6CM[EN_;RZNMFV+ M=_J[8J7GOZ^YW)B71AZIV:-M.V?@]O.&EY*E(3EM@AX
[2B5^G7UFLZNF..L M*[OC2E|"%*1]U12K7DL,JAZ'ZMSQ$TX#D*]_|-CKKS[^WK&Q;%-?X8CZ_<^S M0?#T]86X-U=C<.IK2:=OG2=NWC9;*]Z:*I2C-RW'$?KY4_VJ)17L7\E?:KX
M@[U?#?K2|=XX2T?^;?XND_XM]VL_PO'W;P_75]LJ5KF<-KX1M*5JI:=LZ O MZJT52M:42BQ;7N#CJOBKWI;0M2:^5%4I6M$U/S?PZYZSQ_;<)DGM_>;G'9/YO M<6?
%DP9([3;'EQVQWK$^Z9K>(O'\7^MX(.$ M /Q2I2%)6A2D+0JBD+36J5(4FOFE254|JH4BM*5I6E:5 MI6E:TI_VAK6=+'EDGFMP+XZ[\G7%%PS*\X3'Q79ZO5;7)3M# 7W5,9;; M:]D7?
KQ:':><+B=)TO3VU8[>E,E9CO$Q,R#!L@ #/H\6O]_KH+Z(6,?7/ND*Y M>,7SAX[\38OR[>59@B0 !KL]-7WG?Q%Q'YOUU)WQ57(M.S>=^ Z$MEP3)LO&C4=MCW6&EVCE(&Q-
NN1D>4Z+KFV"M6_3N[)2GIKN466W)1BV83ET6M=,XQ^$EI# MLR8|JBW\HM*6;WZBE2+BB^42F,5_\4/@_=+]>1L1W%7>/%+,*X= MNC"IN//2US%8]D<7NN&'Y?$AN(0].Q?
(F6TP[BA"'8ST] Y[+>K6W,B4O%KM MK\AMDH!UIT#U3T!R7Z&]2\9ET]9)R?$]W'WS<;R./',1;+H[M:QCS16+4M?% M;V>S@C)CC9PB;7K6?+WQ!\>M/##EOT(ZNX?-
H7RVR_$.0Q=]CB>5Q8K1%LW M&\A2L8=BL1;'?)@M[+<6E"$J4E*\F/'DS9*8L5+Y+%CI:^3+DO:*TI2E8F MU[WM,5K6L3:UIB(B9E^L6++GRX\&#'DS9LV2F+#AQ4MERY.D3>]
M[WF*TI6)M:TQ6L3,Q">?A-T3L]V16S;%Y5NW'6>"NT8N$+5\%:6-DY+'4FCK M3>1/*2XS@5N?2IKUHCB9>6N-IDPI$##&9-&)Y:_PP^#%RW-?%N9Z^MFX3BK>7 M-
BX+%/EYK=I/RJQNWF)KQ.&\3'FQS&3D+1Y\=\6C?R95W_1WX'/.=0_%.?\ M$Z^QTYPEXIGP]-X)BG4/(8YB+5KR%YBU.$UI[Q,>?%:N7E+5]IBO@X]Y,ZS[MK/5NN]-8?:| U;AUBP;#
[,VE$&QV"$B)&HY5MIIR;,=^7*N=TEI9;5/N]SD3 M+I<'4^O/F2'JU;A.!X;IOCL'$\#QNIQ?':T=L6KJ8HQT\WEK6V7+;UR9| M^2*5G-L9[Y, ^:T1;+DO;U>D?3G3/ =
(\3K<%TSQ.EPO$ZD=L.EHX8Q8_-Y:U MMFRV]\>?-ER7F;3[\9=G M ,J;KC^]BYK?C3MWYB8>%1NOOGASO[K^3X45 :@ G$\ M.+[W[C%^!=^?X?\ 9P;]X8_/3BOP?(?F[::=@6J
9*W5J]YOSN^D_M M[\Z[B%.^L?G5U!^-MW^?NCX#6P >=Q+$#8 M2LQR_);C'M&.XMB]HGWW(+[=9:?R+;K19K6Q*N-QFR%T[6HT2.Z\NOGVHKY M5\SEPX,VQEQX-?
%DSYLMHIBQ8J6R9,EY]U^4K$V%:?HK6)F?J6>.%'A9N5FY M6+-F?+;-['Q@PB"\)N7WHIGYC/CXG!:/-\7K$;&_,?L8M2LQ@P>:/IMER9* MSWB^"MH[+/\ QJZ
O2^XUL0I#/'RW;QRF)W5$K<5X=]*<76LQQM>0RQ[\W)S&W-OW<%JUU([M?1-=:)^_*7K%L0Q/![-&QS"L7QW#\>A=WL=AQ:RVW'[-$[_+N]FM=IBQ(+'=
MVI[O281Y^5//S\]N>'#AUZ1BP8<6#''VN/#CIC'[E*5K6/X(>Q!R@ !_! M=+5:[Y;Y5IO5M@7BU3VJL3K9=(<>X6^8Q6M%59EPI;,T:0U524UJV\VM%:TI M6M/.E _ -
Z4R5M3)6MZ6CM:EZQ:MH^JU9B8F/O3"*;DST/.F7RDB3W,IXSXEK M7*YC3Z6<]T*TUI[)84I]NC2KDNWXI'CX3D$]-$I6AS,<0R5GU4^HMA=5N=YJ
M*$!=*\M%IS<7AU7#6,&2WT]\^'+'?U[>]5IYO>%@Y& M:@M]^SSASL6%R2Q*W>M-3K#)8D3#=TQ+4PU[S\4RUC!O17M^PGO[#9F/69[3@
MO/I&/%>WHJU99B&68#DEXPW.L8R+"\OQV:NV9!BN666Y8YDEBN+'E5ZWWFQW MB-#NMKFMTJFKD2;%8?;[J=S=/.(1/FPYM?+?!L8.CJQ$F;CFQ;M,?K1-
/48L**+|_1;\B8_!WD/90;FP^*X>+O)3L_J<=6TSCXW2K-Z]_M=C=M&;)Z=O29UZ:GOGZ._:(]7@(F M \OC6-9V>1X_A^)62Z9+E65WNUXUC..6.#(N=ZO\ D-J\N#%KL MEDLUMB-
NR[A=+K0ZAU$>8RU(9QIMI MB;JF9F>|\K0=#]#:W36M3M9]E$1:>|^)# "NEUMNAJAG//$[YR"X^6:SX?S(Q:T.25I8]GM M5BY!6FTQ*^AB&7.*4Q @YXS'93$PK.Y56J.J3&Q;,9:L?
K9[SAI&G?7O>#]' M4V#D;C:4P\WAI,S$=J8^2I2O:,.:?2M=BL1%<&Q/;OVC#FM[/R9,&<=?K#>\6 MOEZQC)K1^N0B)C*KO!90EJF19!>GU+>>>D.R'BG?5?-6Y_G^0Y+O,X
ML1$>TR7F>\S,SP0&N@ M'9G#7I\|M.>^9+Q'C1J2]9E%MTIB-E&=S^VP:SPFCJ$/5GDSQ68C+L6_4]7!W]>^;8O MVQUGMWM&.)MEO$3[/'>WI-
PGAWX47CY@T2U9)S4VOD6\|J3Z;_7&KIERUYJ MJ,OS9J];963T;C[+RICS;>2FZ6V7K9Y3T;6:/2?ETG5GM/VG>.\V*M"|$N&O%JB(C07&;3.LIT M*C-
&LDL=>:O5CH4AA<_/+E&G9I=764K<]-ZYWZ8ZBKKRDKHIYVJR3..Z? MX3B8K"<5HZMJ]NV7'KX_;SV]TVV+Q;/>8]>TWR3,=Y^N>_6(9@ '*_N
M"W#G#]#F1>0'&O3VSI,U#]',AOV$VAK-(_KI6AQ=LSVUL6_-;.^NCBJUD6F_MPC^_MR-N5?9(PYSP@7UFNGNVMGU;3]%*;$ M1.SAC_Q9(VYF?
JB>|4VN5/#SDAPJV7)U5R5U;D>MT8QF5KAR M*1UW_!LJAT>L.6V-;BFTKGV6?*I!?<]ANC<&Y-OPVB$^7X7D^"VK:?*:F75R
M_*FDVCOBSTK/;VFOFKWQYL#.RL!V"|Y1UQU|/M.98Q>Y3/KN+=4_1GI[B>0FWFRYM2E,|_7LZ\SK[,]N\S$3GQ7F._KVF)^ MEW>&P %=?

*Q&/4>7PYXG+T1K._M0M_GK?)>L^;$S=PK$ M ![QKK5>S]OY"UB.I=<9YM+*GT5=CXQKK$,BS;(7VTUK2KK5EQJW72Y.(I6 MGE5QN-V4K\7=^[0.SK:FWNY(PZ>ML;>:?6,6MAR9\D_?BF*M[3_%_K2W:<\/ M;U7=Q,1[BCC8O6%ED?$BZ;CS?#,#?;57XU)D8E(O$[/HWE2M*]IV)(;KYT2E M:EI6E)N&EX<=7[L1;]"YU*3^SW<^#7F)^_AF]MB/XOI'>)GO\J?>ZBL?@_K(VA*LDY\W M68[7NJMJQ\;(=M;1YI31+:7Y^\+HIWM512E.5CL46E:44:;JA3CAEL?@O2(_ M5>HKS, ^^,?%Q6/O>MM^W?*

*MJ0[J_E!Q\SAUINJV8N9VG8>N'I7;3N4RVY:+'LF.V^NE%48H^ZVP MMWL2_(C-*6\V8C9\'.8I$SJ8T9Z;-.1WF(ISZS$>L1 MM;H\/AU6M+M2YZ^-SVT|)$2ZI5WTOF6)Y^Z_1KR__-,2C72#L&4MQ-:*:0UA M]5+|JI\DN4[U?>|..K]&)M/%SMXX[][Z.?#LS/;ZL,7KL3W^CMA]?=[T1.= MZYV%JW(96(I.P7,M]XAD4/NK6G^M67(8-ON4?XZ*I]UC(^ M515*U^(--V-;9U,DX=K7SZV:OVV+8Q9,.2O[N/)6EHJW;UAZB' M #I/AUR?S?AIR;TWR8U\M:\@U/F4"^OV]DA45C)\9D(=M69X;.?0*

*ME:F;=F&)7"J8S1/>/L0UVM1[2PS>&K==;DUU<_LS@>T)QG/\0N=449 M=EX]EEGB7NU+E1NJ:H#,0_#D42\PXE)OOA]##M *2GBR^9/M%QT5P M5Q2Y_<[WI'M\MJV[_;:]X[>DS2Z M"#0 #V_7>N,_P!N9IC^N=78;E&PL]RNX-VO&\/PZRW#($>]M5IGZ@VOT/QSVF-+5G'FW)CT],F:?/KX)[>Z*QLS'[**3$PM"\;>BUTT M>+ <:WN8)Q8U_EV30$,JKG6Y8*=P9:].9;916[1G\[3=[-CMQ=4S1Q2L0LN.1 M65N/TB18S3RVU$K<7T-TMQ,5G7XG7S9:]I^,;U?CN:;1V^7$['GQXK>G?OAQ MXHCO/EB.\I/[;;+=9H$2U6>WP;5;(#"(T&VVV(Q!@0HS5/)N/$AQ6VH\9AM/ MQ(:9;0VBGQ)32GQ!ME:5I6*4K6E*QVK6D16M8CW16L1$1'WHCM]#^T/T ' MS_8NIM6;@L2L7VWK37^T<:7W=^.[%PW' MM55:;JKS[$>1UMG2U-W'[+T=_3Z/*[\/-DZ:Z7Y+]C=*^Z-(IAQ^6VWNY(GXOJ[=U3&RMM1]1+7S9MCIO-,9NH..K-IFU>/M2M?T9UL=9 MCRXHK7DZ5B(\F_;S94#$N)+M\N7 GQ)$*?"D/1)L*6RY&EQ)<9Q3,B+*CO)0 MJ'DQWT+:>9=0AQEQ"D+2E2:TI4_)CR8EJS6U;1%JVB8F(F%(,N++@RY,&?'DPYL.2^+-ARTMBRXLN.TUR8\F. M\1>EZ7B:WI:(M6T36T1,3#})^'Y M ZXXJ<(.0/,'(:6W5.).M8O#F(C9'LG(J/VK \:IYLU>;DWBK#RKI=6FWV7J M8]86+I?'&G$2EP6H-'934A] ^%W5_B-N>PX#C[5T,>2*;O-EJ53(OH38NR]-7%;M$!?1%9O#&R,<94E-$]T>%B^QK-: M8CU$42IJVU:6MQ]A]=_2T8O&JBC]RN'9I2L^ M[M7MZS$1^ D0^8;)TEIC3X[I:FY[+S>S^-:V'8]G MY_+Y_)[6E_)YO+7S>7MYO+7OW[0^6_Z$'"WYH7%[\@&J/T3#]?H!P7W%XG_1 MVG_R3_0@X6_-"XO?D U1^B8/T X+[B\3_H[3_P"2?Z$'"WYH7%[\@&J/T3!^ M@'!?<7B?]':?_)/]"#A;\T+B]^0#5'Z)@_0#@ON+Q/\ H[3_ .2?Z$'"WYH7 M%[\@&J/T3!^@'!?<7B?]':?_ "42?75XK<8-==*7EMF>O^.&A<$S"RV;5RK/ ME>':?*

*U[C&26E4[>FL+;-5;[9,=A72 J7;ILN!*5$E-5D0Y4F*[WL/NMK-.Z M_P"(XG6Z0YG/K<9QVOFICU)/FP:6MBRT\X[3-E M293WJ/O..*,A@U\&KBK@UL&'7P4]WDPX,=,-7GFM-I\N/'6M*^:UIM;M$=[3 M,SZS+VL.8 0L=?WE?7BETT-T/VB>Y"SS?/L?'7!5L/N,R6I&QX=S^W6X-.Q MWV)D5RVZQM.;OP)\6M:Q;ZJRI<[4OTJ&C>(O,?H1TMO32WEV>0[<9K]I[3$[M5;?&+1,3%H\NK3/-;1[LGD[^]E[!5 LE=%KH+Y9SJMKS[[WM,WO;O:UIM,R^D!V@ !S7RMXC:!YK:AO>DN1> M V[.*

*<*NW=*@N.55"R+$K\B.]'@9AF0QZ4N&.9+;*/N5BSXB_2D,K?MMUBW* MSS)]ME&+Y?AN.YW2R:')ZJ=CI?UKW^3EPY(B8KFP9(^5BRT[SVM6>TQ,TO%L M=K4MF/\ 53Z8.UNF-OI. 9/*>S+4>=TNU\TAM=J+2*QE^.6^2RW-LU]C-IK' MM6=XK[=;XN46MI2HSB)MMO5M4JUW>,AHJOU=TIM]*\A\6RS.?3V//DT-R((1 MGQ5F/-CR1'I38P^:L9:1Z?*K>O>EZ]HPPU, OV^$NWO7,. M)O(;C[/F^T7#2VY;7F]I8<4Y1R'B6Y,VXCDN-M;O?1W:9Z1/OKAW<41%8^CM&;6S6[1ZQ-_7WP MMAA+X #Q5\O=GQFR7C(\AN<*RV#'[7<+W?+Q3+DO&/'CI:^2]IBM:4I$VO M>TSVB*UK$VM, ^D1'=DR=43FS>.H!S5V_R%>?FIPF7=*85IRSS:.MJQ_3V(/2 MX&&1:Q'O-=OFWQ#D[-,A@T6XW'RG*K]1E=6:MTH4]ZLYV_47.[O)3-O86O[# M2I;O'L]+!,UP1Y9CO6V2)MGR5]>V;+D^CLC_ UP)*N M"/23YK]0VY,R-(:V^PNLT2W(MWWCLMZ9B.J+4MCU*/M1+$]C[A=|ON+3Z4Q7MK3@ECR>XP7WV'+NQ;8*G9S)M/3_1W.]26B==#6\FK$S%]_:FV'3IV]\5R>6U\ MUHGTFFOCRVK,Q-XK69M%QKAMX7?A/H^/;,DY-7S)>6&P8_IRI-KN*YNO-/09 M?

DRZTU$PW';L[DE_ ^Q[U'6%R,HS.;9KXQVNR\0@T6J&DFOA/"C@M"M,O*Y,O M,;,>LTO-M;2K/I,1&#%>2/6V"O>:K%.LM1ZJTKC$;"M/:UP M/5>(1/3K'QC7>(V'#;"VMMEN.AVEJQZ!;X2G_1:.;5(6RIY:4)MGVF2EYA)6K MI:>CBC!I:NOJ88]V+6PX\&..T1$3Y,5:5[)HB. _;O_K?0P[0 #Y9MO1 M^FM^8LJA.[M5Z^VWB3Z9%*X_L3$;%E]L8]P9J;?/\ 25Y,W&![M-.CJHAV/(:=;0M)U-S0T>1Q3@WJ36W,,]X]GLX<>:L3:.TS6,E;>6W;W6KVM M'I,3$Q"M'S?]+%QDVO!NF5]\+,QN/&O8*O:I;&!9;.OF=Z5OW%[/K/Q?-;+L:. M29]?+WM-]G7[S/K:ML]*Q$5K@CWJ97,WI];Z6: N+FP=6QIBU+D/:=S:YT3?[3#56 MJU.1<)V--=E/K>4CT6-BV>!$2J+#HB.6'\(^=G:XW:X+/>9S<=:=G4BWOG2V M+_JE*_7&#:M,S, ^Z-FE8]*^EM$)A _AN5R@6:VW"[W66Q M=JA2[E9Q,;D'R4NCTAR)LW8MWFXE&E)<;?M6N[+5O&M;6 M5]IQQ2D2+/=@2VWI6$)HVAZ;'DR,LU>]VDIGU#RU^=

<<<]EL6/PN^[9%Z>Z=Y#]7D:&A2/2(OL[-^_L-7!WB)RY9CUF>|^7'CKWOEMZ4C MM%[5TP^GGTP.+W3F-;V6CB|^SDK$;._FK6VUL M6]|Q-HCMBPQ/VF#'VQU[1-O:9)MDM(L&S#^"Y6VVWJVW"SWBWPK MM9[M'EVRZVJYQ&)UMN5MG,+B3K?<(,M#L69!F1778TN)):<8DL..LNM+;6I-

*M3\WI7)6]+!UK>EZS2]+Q%JWK:)BU;UF)BU9B9B8F)B8F8F)42^O+T&K=HRW95 MS7X48JJ-I^_J3?-YZ,L<9/LVIHW:X_.V+KJ"PVFK6L6JI4[E6*M)<5KY3BKU M94_;'[;"P8K]X@^'U>/KFYW@L/;2CS9-_0QQWC3B?6VSK5CW:D>LYL,1_:WV M]/[7|U=:HD$- $RW0 WO70_53XTR9$^LV#-L6HHNJX6R6,0:U;'HW/97$1D\:P)RNB&)=&X-M;VZANLM9+&+Q2V,/3^+@\7$4I?#P^/BL>[\?OYJSCTXU*[488U(B+1V]K&/V MT=I[5\|]NZKT$3@ +JO@]/W.HA_Y<2/_ 'Y.!.G@M_[R_P#P M;_ZJNMA.@ XHZE7NYN?

OT.5/U%YV&"ZH^;/47XBY?\W[#(F"F@ M !>8\+-Q[T'M_B!R%O>VM'Z@VC>K9R2?M5MO&Q=:89FUTM]KIK# 9=+ M;"GY+9;G+B0*2I,B52&PZW']HDO/>EZCJU*)\)N-X[=X;DLFVH:6W>G)^2M M]G5P9[UI\5U[>6MLN.\Q7S3/R:S$=YF9B)6=_P#0@X6_-"XO?D U1^B82M^@ M'!?<7B?]':?_ "3_ $(.%OS0N+WY -4?HF#] ."^XO$_Z.T_ ^2?Z$'"WYH7%M[\@&J/T3!^@'!?<7B?\ 1VG_ ,D_T(.%OS0N+WY -4?HF#] ."^XO$_Z.T_^ M2?Z$'"WYH7%[\@&J/T3!^@'!?<7B?]':?_)/]"#A;\T+B]^0#5'Z)@_0#@ON M+Q/^CM/_))_H0<+?FA<7OR :H_1,'Z<%]Q>)_T=I_\ )/\ M0@X6_-"XO?D U1^B8/T X+[B\3_H[3_Y+Z[@.H=3:J[\G'M7:OUUK?'YMR>O M4RQX#A6-8?9Y=XD18<&1=I-LQZV6Z$_ZPJ4[%@0XZW5-16$-G< MU]+3U*3CU-36U<=KS>V/7U\6"DWF*UF\TQTK6;36E:S:8[S6M8[]HA]$#M M CGYI=,_07,:-+R*?"_8WW)1A*8.U<5@QJ3+HIB-[+%B9U9.Z-# MS*WLM(C,MR9#T')84>%#AVW(HEL;?M\J&O$SP1Z2\2*9-S+B_07J2*1&+G]# M%3VF>:4\F/'RNKWICY+#6L4K%[VQ;N*F/'CP;F/#6^&]?_&#X.G0WBWCR\AG MP_V/=712(P]3\9@Q^VV9QX_9XL7-Z??'BY?!2L8ZUR9+X>1PTPXL6OOXM>M\ M&2I3RPX0[ZX=Y/6T[2QI4G%[R1'Q?9&/HD3*R9II5:MT8N-6DKM5U4RI+C MMAO#<*ZC-4JM;3,F(E$MSSX\0/"_JSPXWOB_.Z4WT,N2]-'FM.+YN,WJUGO$4 MS>6)P;$U[6MJ;-<>>OK-:7I$9)\L_%'P:ZX\)N2G5ZEZ:TR8HC+;D4CM%8 M \K8,?OV5WJV8WC%ENV19#>IC-OL]CL=OE76[W2=(5VL0[? M;H+3\N9*=53R/8CLN.*KY>255H=C4T]OD-G!I:.MGW-S9R5PZVKJXJW4JGL<7CF,RJ7!/^'' M/DRX>EM3-YLL9MS#>N767]\&_@9Y-BNIU#MXMWR:^*T4SZ_1FCL>3/>LQ,UCG^1U[]I>)CM:W'|=EJO'>L9J_!DKEU)LBXC MA^*X!C=HP_",=LV)XK8(;<"RX]CUNBVFT6R&U_L,0X$)EJ.RGSJ!:Z11;KJ MENNJ6ZM:ZW2X[CM#B=+7X[C-/6X_0U,<8M;3U,&/7U\&.ONKCQ8JUI6/?,]H [VF9M:9M,S/H5Q7$\9P?'ZO$|-Q^GQ?&:.*N#3T-#7Q:NIK8J^ZF+!AK3'2. M_>UIBL3:TS:TS:9F?9#NL@ ,J;KC^]B MYK?C3MWYB8>%1NOOGASO[[K^3X45 :@ G$\.+[W[C%^!=^? MX?\ 9P;]X8_/3BOP?(?F[::=@6] 9*W5J]YOSN^D_M[\Z[B%.^L?G5 MU!^-MW^?NCX#6P !W/TZ^ VV>HQR4Q;06LTNV:7.)5?MG; M*D6R52;8]37C[?+DB.W>TSVQX/P\=Q^*,6##'>UY[3ESY;1'M, ^> M_:)OER3'>T^E:Q%:4BF.E*5Z9#*@ 1V=33ITZHZDW'"]Z?SEB M%9<_L;%SOVD=H*B>K=-;9^Y"HW%E*<:3[7,Q"_.1X5NSG'4+HU>K0TS(8I'O M]HL%TMAK75/36GU1QF32V(K38QQ?)H;?;O?5V9KVB?3UMAR3%:[&+W9*1$QV MR4QWIE9[PTMLCCIMS86CMNXW*Q+9.L2_9KA"4E3UJ^ZU M9]UJ7K,7QWCO6]+5O69K:)?+@Z8 ![;KC-+EK?86';$LU?* M[X%F.+9I:J_]ERQ:]0;Y!KY_]M)<%G__ &'/K9[:NSK[-/M]?/BST] \-AR5 MR5_UUALX66[0(_9[3?;8]21;;U;(%VMTA*D+2_!45J9$>2II;C:J.QWFUT4 MVXM%:*\T+4FOG4N[CO7)2F2L]ZWI6]9^NMHBT3Z>GK$Q+R8?L /4\\RJ)@ MF#9GG$^C:H.&XGD65S*..5:;K$QVSS+O(HX[1*ZMHJS$713E$+JA-:JHE7EY M5.'8S5U\&?/;MY<&')FMWGM'EQTM>>_1':OO_=^IC$7>ZSK[=KI>[F]

*[1[Y%*4I1(4@O>V2]\EY[VR6 MM>T_7:TS:?XYE_$'X TXO#D:H@ZOZ3NA+FU&0Q=]N9!M/:^1 M50VI'M$ZYY_>\1LCZU+2VMUQ>$87B:%+JA*:>E1MM3K+;;[I:KPSTZZG2''W MB.U]W+M[F7T[=[7V+X:3]_| 4,&'U^]VCO$1,SG!OP '*_-WC M39.87$O?O&R^(B]FUM,"R%?],OT3]KV:VVPWKO2U5 MRE(-:-U2NM%T,1SW%X^:X?D>+R>7^W-7+CQS;MVIGB//KY?7O^M9ZX\G_P"* MR KK:[C8[I(4BVW:SSYEJNENF-+9EP+C;Y#D2;"E,KI1;3\62R\P^TJE M%-NMJHJGG2M0IC>EL=[8[UFM\=K4O6WI:MS,6K,?1,3$Q,?7W?R!^ M +L?A"MJ..6WFOI&7(^X1)NG]J8_$[E*\W+BQFF)9B_P!GEVI[4VS! MVN[S[U]WDJE:(3Y$[>#.W,TYW0F?2MM+;QQJ^\9\.:?_ ,C!"Z:$Y M $-OB!O=!'!6U9^B,\] MO?*I:$.@

*)I^A_TOI/4=Y/-N9[;Y[?&;2;MGRS=5Q:3-BLY6 MX_)<)D5Z+>U9BU,-+VB8O-)G3NQK&\>P['%;B

*M.)62UXWBV+VBW8_CF/62#'MEFL5CL\1FWVJT6J/W1&VHL&W6Z%'9B0XD9MMF/ M'9;::0E"4TH6JQ8L>#%CP8<=,6'%2N+%BQ5BF/'CI6*TI2M8B*UK6(BL1$16 M(B(]SS8<@.!^I;P9PWJ%<1=E<>\B:MT3*9<%>4:ARZ)WY+C5:/-VZ8N1*QS)&VN]H[2/:%QW&S7>]> P=2<-M<;EBM M/7RVF9Q98C[;%DO$>O:8R7LEQJ_8;D>08AE-IFV'

M)\5O=UQS([7'#DOBRX[QVO3)CM-+TM'[&U;1-9CO,Q,3]YX@., M !9-M=>(<_MGZODR>RV;?X[9*F-&]2B/:,JP#+,3R.U.=BE4H[Z.-/ MYM7M0E3J:O5\R5_ ")RYPR^.7"^V<<,(O"(.Q^75QN>)WE4671NYVC26-MQ) M>QY"6VJK<:1F$J78,!4B6VB-<|>O>8M1G*R;>OTB+O^%3GIXS@Z<9Q0%-GF;7 MPW[3VO31Q16=F8B/6(S3;'K_ "H[7QY,T1/>]LZ@*T #MR5BL-]RJ]VC&<8LEVR/),O:N4*S6'[#;IEXO=ZO%SDMP[=:;1:;>S(GW*Y7" M6\U%A08,=Z7+DNML,-.JHE1R8\63+>F+#2^3+DM6E,6.MXY,E[S%:TI2L3: M]K6F(K6L3,S,1$3*[WTE_#1X[C4+&N0749L\3)\HDM0;YB/%M,FK^-8S17I2 MXDO=4V*I+637VBJ)]775M?=Q: TBL;*YV3.39N/68G?H_P +L>*N+D>IJ1ER MS%,F'B>_?

*%BJTQ._>F7]>M29Q5CTSVR3:V*EPO'\2L&)V.T8QBUCL^,XU8 M+=$M%AQ['[;"LUCLEI@,(C0+7:+3;F8T"VVZ%';;CQ(4..S&C,H;:9:0A*4T M)JQX\>''3%AQTQ8L=8ICQXZ13'CI6.U:4I2(K6M8CM6M8B(B.T0\P'[M /!\VMJ766\\ R35>XL$Q?96NLOA?8_(L.S&SP[W8[G'2XB1'6Y#F-N M)9G6^6TQ<+5-DO(_AS%R+9CI6&F"S<M;_G& R7';OL+1MN8TS?9X^L3ZVB>]K;&I6)[SD[6RX:1,YO-6+9 ME7T(G $C_ $C^7#G"CJ \>MT3KHNV8(_EC>NML]TA3$![M6&QZ4Q;)I=U31^,B1%Q1|DKU;[BN MW97M6R0-!X8CS5?4I(M;=&5;JKU6 MS2O$'D_T+Z4Y3)6TUS;>.O'8>TS$&+B6VB-<\

*MT^OZYWF4HH;: "E!XNO?:JO<1.+UOFJHA#6;;[R^W>I7M6IQQO7FN9U6_ M3^-35&MHL)71ZM?)Y25-1^)2B"O&7D?7AN)K;W1GY'-3]W^UM6WN^CMMQ[_I M]WTJ5P08 N=^%%X,0+M<]K<_P#.K,Q)7C,V7I/0CLA=%.0; MW+M#-W*UM?MZQ[D>RO7O$>]XQ75[=_2/E M?3/KGO!7 UO>EQL.NU.G)PCS5R0J7,F<9M16>ZRUNI>7* MON(8?;,/O\AQQ*W/-U^]6&>ZZE2O4;<4IMU*'4+0DN/TGL_&^F>!SS/FM;BM M*EY[]^^3#@IAR3, ^OK-\=N_?UB>\3ZN\PV$ #/H\6O\ ?ZZ"^B%C'US[MI"N7C%\X>_.$V+\NWE68(D !+3T[^B]S-ZBKT+)| QF M)K+159KD6Y;ZV:W-M>(R*Q'?3GQL'M3#*\AV)+65(DQDTQ^(G&XMR8K&<@RJ MP/*[J&Y=-=#|YU--,% (B,T2U7G:&*S>6>RHGIO2\CW*RW3 DRTU94M-HT];I3N)5M:U M,452#F[^?RD^M(;K:8](GBQ3$<3P/'[;B>#XQCN&8K9F/9;/C6*66VX[C]JC=R ME^SVVS6B-#MT%CO4I?I18S3? [FY^_0HY4_47G88+JCYLJ1?B+ ME_S?L,B8*: %_CPD7WE?)'Z4#_ -4^N@L5X.?W"Y3\;3^1 MZ]UP$O .)N7' /CWS&L[O[(>.JL>?1H7L MU@VGBB8]OS*U5:16D2- /=6RY#R:RMJ]D.6>_ 2D-QU/4M,FT37$3V8Q\0_"3 MH_Q'UK?HQ!SJ\M3'Y-3GN/BF'DM?RQ^ITRVFLX]6B?2=:IDB*3;XO?7RS7 M+6'/%7P,Z#\6]2WZ/Z$Z7.8L7L]'J;BXQX.7U9K'ZECSVM2V'D=2L]HMJ;V/ M+%<>_B/X,]8>'&?)FWM:>4X"/QWMIVK-OU.N_A[WR\9LVKY8MBV)M@MDFV/4V]N*6N\LO%GX/W7OA+LY< M_):<\UTQ.6::?57%8LE]"]+6[8]/ M8W;9-SN4I5/^E=]'*VNK$**WW2)T^15F% BH=ES9$>,TZZC) <3P_*\]R&OQ7 M#2D3-<>./EYG^+W^:Y7=O./6T./U\FSL9)_96BF*L^3%CKWOFSY)IAP8HMES9*8XM M>+,/"+HD8YB5+5L?F#[#F&3)]GG6[3%IG4E8C8WT+2^W3-[U =HC+Y52DMH? ML=J?IBB5-OL39N5P)-$,W<\+O@P:7'_ %?:|109:^OKZF##JZN##K:VOCIAU]??4QPX,&+'$5QXL.''6N/%CI6(K2E*UK2L M1$1$0O;JZNKHZV#3TM;!IZ>IBI@UM34PX]?6U\&*L4Q8<&#%6F+#BQTBM:8\ M=:TI$16L1$=GD3F=@ #*FZX_O8N: MWXT[=^8F'A4;K[YX<[^^Z_D^%%0&H)Q/#B^]^XQ? @7?G^' M_9P;]X8_/3BOP?(?F[::=@6J 9*W5]]YOSN^D_M[\Z[B%. ^L?G5U!^ M-MW^?NCX#6P "P=X;/A7$Y2|^[;M3+[2S<]9<2+3 V[=&I2 M&G(4_9TR<];M-VE]JJ_6H[#OL. [["B.I16-5_72(P8+5PPS;.*9-@>0,NLH?4S"R.UR;=]D(B5J1Z5SM M#[S-UM4IQ^%9D,- NH.GR&C@Y+1V^/V*Q;!N:^77R1,=^UDQ,36U8F)B8B6/=N75.6Z*VWLW2V=P_8,TU1GF5:\RB-2BZ-4O>(M7N;8K@Y%4ZE-7H4B1!7(@24THW*AN,265+:=0H*7;VIFX_M9FO>L^Z:]ICTE\Y#J &I_T(,G7EO23 MX6W53GJUB8'EN,=U5-J\DX5M7/L-2WYM*6G[BFPT9[55HZGL[7DH>HM-"VWA MJE]MT=P=^\SVU\V+Z/\ L-O8P=O3ZO9]H^GZ_5+B&Y !'+U>)GL/3*TU^ MGZO?QLV9#[>_LJQ[(6-^W^IW=J_/T:R?6[/*GJ=GI)S=5=Z36>L[>7I3]"> W M? OQ>U7_&QS7O_!W[LFD*>@ -'#PO'(*V;4Z;K&GES6EY/QHV MGF^'S;>I];LU.*[O$W:>+WAY*_.K4.==':?P+J%-,7*EX MDYK8'W')EOM\)*V'(-:L58HA+ [C?:E!&74WAMK]27TF/>X3^"!ZX^?/FWY"+%^M -?^PQK?=_/_ *.Q M_P!+/@@>N/GSYM^0BQ?K0!AC6^[^?\ T=C_ *6?!]N/GSYM^0BQ?K0!]AC6^[^?_ $=C_I9\$#UQ M\^?-OR$6+]: /L,:WW?S_P"CL?\ 2SX('KCY\^;?D(L7ZT ?88UON_G_-'8 M_P"EGP0/7'SY\V_(18OUH ^PQK?=_/\ Z.Q_TL^"!ZX^?/FWY"+%^M 'V&-; M[OY_]'8_Z6[CZ=? AW<5Z>_*W!>45AY899LB7AMGS:S/X1/U1:,7@WZ)F6(WC M%(EWN-G%\?C-VU^YQ[TTANW.5DRK:PPI;+;BUI,]TUX:X>F^7U^6Q\QFV;8 M*9\GO60PD\ AM\0-[H+ MF1^!=1? X@M3!I/B-\R^;_!Z?YQTV7"%30 #2S\,U[IW5GXS MJU?GW/"TGA;\S]/]];_Y3=/Z$B .=.7VX:*7DL2 M=3:/VAGUL4JBU>K>\9PV\72Q1$)33SJ[I-O,>##9\ZH1ZKZ.];.Y:3&Q3W^N3%@O?"I]-KUK6/OS'K#'9==<><><>><6Z\JM;KKKJU M../..]JXMQQ;E:K6M:JU4XXJM5*56M:UK6H4KF9F9F9F9F>\S/OF7^A\ M E2Z)O'%CE!U-><+6"7:W(N6)XKFR]PYHU(;2] 58-06Z3GC$*YLU M0XE^W7_([-8,7DL*15J12^)8?JAEQQ:3;NA>,CENJN(U[U\V'#G^.YXF)FOL M]*L[$1>.T]Z9*8]T^T[3VB>[5>"W0 !1J\7SB4>%LW@ MYGB$*]KR3!-Y8B^OM51*H^$W_6UZB(HOU5)41#F?S%*31EM2*.)]IUZBTH8(M$\9L,5VN V/IRZ^_AF?7W8,FK>/3O]'QFWT?3[Y^BG($) . MF^$>7OZ^YG<2\QVCUCZ8F8;"H7 M2 CPZKG*E?#3I_HMR% MQ5J3FN9PW7N+^)9#;*U5B.&R4T8KNER)-2E3>09HW[5'U^^J+1$'"G$Y?;)< MQ.8VF1:B?O" [HZN'#CZEY+#%L^>LSQ.')3]8P3Z3O3%H],N>.\:T]ODX.^:D MV]O2:7$@FH /"9+C>9CCUQ'+;):\DQ;*+/]?76Y+1Z$G)M.3',7P8XM;CMN+;"9;=Y_4O-VR:U[=NTY=:TQ M2WKWMBMARV[3D\L1(AIH !=6\(SR.^^NXDW:=_JK\AL%@5K M_P!OLVN]GO5JI7_;^Q3Z#;=*U_| SUQ?QT\Z$Z>#?)_W7X:]O\%R6O7^+6VY M_(^T?^:5UH)T !F-> (UW(K;G5;WG;V)?MEGTUCNM]-V57J-N):38<1@Y1 MDD1/I*6E'LF=9CED=;:EU<2XVM3J6G*J9;*K>)F[\G ML\-O:?2(- T !KB=,GC;%XD\"N+FB40 MU0;SBVJ;#=\U: <:HTJ78N=)=SS8?]_)2XM+&99>)HD2K_<\U C1(ZZTHS1*2 MY'2O%QPW3W$\?Y?+?#J8[YX[=I^,[?8V>_TSVSY7V>E#U1'RQ'J5=HGVG LRQ;.H7E5JM%]_MF M.,>E2M? 3J[V4=HI]JTU-1Z\PUS](<[2WNKIQF_AU\^8K_#YL4=OH[^_T94H M5% -/;PZF75RKI$<7V7GUR(F)S=S8C+<<<6XI-+?O#8,7SAX[\38OR[>5 M9@B0 +B'1#\/=#VG9\.Y@|||8E)P"YHAY)I[CC>&'83F M=VQYI$JT9YMIFJFI)K.Q68[TV-R/2T8)]+8M?T]M':^7]1F,>:|=:+1:HOQ%R_P";]AD3!30 M O\>$B^\KY(_2@?^]?706*\'/[A;?!NUJN49Z%<;9=;[A#D(JU(MB384IMV-*BOMK]V']?;<:=;55#B%)56E>'/@P;6'+K[.%L:^:EL6;!GQTRX MTQ,.#9UM2MJVB9B8F%?3FST0\;R[[,/%XA28.'Y)5J1/F M:9O4KV?$+W)353ZV<)OTE=?M2G2NU3,6SWEQW&%R7&&T73%;T MN0^,\SX=WQ<=N^6^7)TULWBG';5X[WFO&;=Y_P#9^6_K7'K;,VT9O-*QGT,- M9E1'QC^!IQ_*_&^H/"K)AXGD?+DSY>D-S+Y.)W,D=[S3AMW)/_LK-D]:XM3; MFW'6R6I6-GC->MI5G,\P#-M7Y9><$V)BU\PO,,>D^QWG':F2DUR8LM?-CS8K5RXKWQWK:?.? F^"YKIKE=SA.?XS M=X;E=#)[+:T-_!DUMG#:T1:LSCR1$VQY<=JY<&:GFPY\-Z9L-\F*^.JO4$', M8 !)QPGZ6F]^7+EORVZ,2-2Z5=6V\O8>26MYR?DD6J M:.=F 8VZ["D9"AVE4(I? 9$B#C;%%.J8N5QFQ'+6N1SUOT_T MS::VGF-W!:^+2KWMY@?0OAQTIX=|^|2Z;+6(W>4VIKGY7D)B8GOM M;?DI^IQ,1:FM@&IQ,=N]L>"M[7M,U(\- O"7HCPIXN>.Z3XNN+/FI6O(]GCGV46B+8]/6QZ^EBMWOBUJ9+7M;J,WM)0 M !E3=_<8OP+OS_#_LX-^\,?GIQ7X/D/S=M-.P+5 M ,E;JU>\WYW?2?V]^==Q"G?6/SJZ@_&V[_ #]T? :V : M2WAF>-#6CNFQCNS+E;%0\OY/9WE&U;B])-[)R,/L\I>!:_MZJTKV*MKUMQJ? MF5]KY5<4WFS[CB_)Q#+!:#PLXN-#I?%M7IY<_*[&;7G[9*NN#(R>Y-J6M27\G0\FJ&I+3+95[Q3XV- M'JK-L4KVQ\GJZ^[';[6,L1;5S1'_ (K7U_:VCZ\O?W3$17S". M #36\-M>?LITC./L+U%+ ^US+=Z6;L55VM&?7W3G&0^FBCE*(2FOV>]7R8 M\VNYU2JU]=3U*%]/#"_GZ-XZO^#SSY/I[_X3OZ>GKJ?=.T$@ M!'SU8;?]D^F;SPC=K"_3XK[HN'E(3W-T^Q.$7:ZJR:=CGW='L7?&KV_)DI:5 MWM^5%I-ZD,CIN\NK9F^45GS- #;5@1==[VL\%MZ7(B8Z[/1+L6?6N AQ%)=\ MU]>%+N3;5&Y,F;C-PRVR6]I$Z\L2&3<^A^IYZ8YFF?+-IX_;K&MR%*Q,S7%- MHG'LTK$_*R:U_E]O+,VQ6S8ZQYKQ,:C>'YABNP<5QW.<&R*S9=AN76:W9%B^ M48[<8MWL606*[16YMLNUIN<)QZ).@3HCS3\:3'=6VZVNBDJ"V&'-BV<6+8U\ MM,V#-2N7%EQ6B^/+CO$6I>EZS,6K:)B8F)FB7L82)B?3M,J^\>DYD/VL9+_N"^?\ #)__ "P56]GD_P '?_%M_P # M[6,E_P!P7S_AD_\ Y8'L\G^#O_BV_P"!JK&2_P"X+Y_PR?\ \L#V>3_!W_Q; M?\#[6,E_W!?/^&3_ /E@>SR?X._ ^+;_@?:QDO^X+Y_PR?_RP/9Y/\'?_ !;? M\#[6,E_W!?/^&3_^6!(/)_@[_P"+;_@?:QDO^X+Y_P ,G_\ +]GD_P=_P#% MM_P/M8R7_<%_P"&3_\ E@>SR?X._P#BV_X'VL9+_N"^?\,G_P#+]GD_P ' M?_%M_P #[6,E_P!P7S_AD_\ Y8'L\G^#O_BV_P"!JK&2_P"X+Y_PR?\ \L#V M>3_!W_Q;?\#[6,E_W!?/^&3_ /E@>SR?X._^+;_@?:QDO^X+Y_PR?_RP/9Y/ M\'?_ !;?\%M;PDNFY,GDKRNW+=[+.C/X#I3$=>6Z3/A2V&V7-JYLO)*F/?8 M2Q24MG4E6DO46B2B,Y*99I5B3+2$Q^#NC,\IRV]>EJSKZ.'6K:U9B(^-Y_:3 MV[QV\TQI]N_O\LVB/?:5\(+! %(/Q@&&10Y66<",2;6BMPL MF/47+2=M@K6W1=5I2M[# [@AM:DI2M3;M$+55MRC9 _C/EBV M;I[#'VV/'R>6?K9;;%:^GO]^&W;T[=^_P!4]J980> \YB% M\6F2)^_2T6_ .MI0+Q@ 4M_%Q6B>E*KE(MOG(S/8"ZH>)C@4NNN=8+ <913SU?/K:?>/7O6UIV^_?TI[TK],>E)<((M)6>C9T^Y/41Y85K7(($U6DL!1396^;G$=7&53![*^BD/%(\M"**9N6?Y] MW8HA3+K,R%:9E\OD-2G;+5"C<.B>G)ZEYS!JY*V_0_7_ +:Y"U9F)C7QS\C# MYO?%MC)Y<,=IBU:6R9*^M/75(MMMMMEMMOL]GM*TV>TPHELM5]MD1B#;;;; M8+"(D&WV^#$0U%AP8<5I]- $B1FFV(S#;3+32&T)30MM2E<=:4I6M*4K%*4I$ M5K2M8B*UI6(B*UB(B(B(B(BA_>'Z !$YUG> 4'J# M<(L^U_9K>A[<^M42=KZ(GMLJH^!V=;'7OO:O?W? MM&2V/),3[. (96"DJ0I2%I4A:%52M"J52I"DU\E)4FOE5"D5I6E:5I2M*TI2M M?^TJ._("8GH';Y5H/JH<8KA)F5BX_M*^7C162-T=JVF:QM M:S2K!B\=U57V6]ML;%^TF>M+U'D5I!^YLUD>@MLW;P\Y#]#NK>*O-NV/;R7X M_+'?MYHV\5"E M_-YLF]S/*[GDR3\:Y+=SQ^IV]*Y=G)>L1WCOVK68B(GMVB.WUN;OM8R7_<%\ M_P"&3_] E@Q7L\G^#O\ XMO^!]K&2_[@OG_#)_\ RP/9Y/\ !W_Q;?\ ^UC M)?\ <%_X9/_.6!(/)_@[_XMO\ @?:QDO\ N"^?\,G_/+]GD_P=_\6W_ M^UC)?]P7S_AD_P#Y8'L\G^#O_BV_X'VL9+_N"^?\,G_\L#V>3_!W_P 6W_ ^ MUC)?]P7S_AD_E@>SR?X._\ BV_X'VL9+_N"^?\ #)__ "P/9Y/\'?\ Q;?\ M#[6,E_W!?/\ AD_)8'L\G^#O\ XMO^!]K&2_[@OG_#)_\ RP/9Y/\ !W_Q M;?\ ^UC)?\ <%_X9/_.6!(/)_@[_XMO\ @?:QDO\ N"^?\,G_/+]GD_ MP=_\6W_!TWPIT=>=SM&P^0>G<2OR7[?*CQD8[>L_L$+(I$EY MZ*XVB%/LCL^2^NK3U4LM+]-A=$-+,KP6A?>YKB=.V.\!TV>2TL&3O68CV638 MQURS,S$]HC'-IGTGTB9[3V[3K^A= C ZTEZA6#1TU:ZJM:WZKGRTM5[G%4HW5'8XX6<\)| MGGZ3BO\ @N2W,?[G>N#+_P#Y._T>_P"GWS8U"3 ,^CQ:_W^N@OHA8Q] M<^Z0KEXQ?.'COQ-B_+MY5F") !9)\.UTI8'-3=5RY,;UQ M>/=^,6@;W&BP\? O,2DFS;@W&B/%NEMQ"9#?8=B7/#\)MTN#E.&O2%>=WK. ^/=W8B+TU[5F/+?#@K-< MVQ$SVM-L&*:WIDR^71E2E*$I0A*4(0E*4I2FE$I32GDE*4T\J)2FE*4I2E*4 MI2GE3_P+,/R <4=2KW$B^\KY(_2@?^J?706*\'/[AE/ M$+CYTNHN-QYLV.EJZ7*8(KAY3CYF?-WU-N*6O%/-\J^MEC+JYI_7<-I[3$;> M)'A/T3XJ<7/'=6<3CSV\6.U./YG6BNOS7%6M/G\VCO12UXQS?M;)]9JYM+// MZ]KWF(F*F/-7I8;[XDUNV9VN,[M?249]YU.P,:A.UN6,0*J=5'KL'&VZOR[MEMI%4/Y#$5/Q:CM8[2.FQARY,>&?+?QA^#-UQX6?&N7UL=NJ. MC<=[VCG>.PV^,<;@FUII^CW'UF^71BM([7W\4Y^,\TTKDV<&?-BUYC$(,5P M 'T_3VE=I[]S:W:\U#A- ZSC++C\M%OM+-*LP825H0]=+U< MI"V;98[1&4XVF5=;O+AP&5N--KD4==:0O/=.=,\]U;RF'A^G>,VN4Y#-ZQAU MZ?)Q8XF(MGV<]YK@U=>DS$7V-C)CPUF:Q-_- :L3LG2G1W4W7/,Z_ =*::^EIXYM6,FUM9<.*EK5K-_:L3:2X1]9_ 66EG M+3L3DD]9=P|,C^A-@8X,*PQW%NMM MX_- >CQ+N7M\,/@T<'TU.OS'6MM3/FZ>3+BXVM)OP/'98GO$VQYJUMRV:L17 MY>UBQ:E)FU:ZF6U,>R]+/!OX(/3G1]M7G_$*^GU9U'C\F;!Q-<=LO37%9JSY MHFV+/2E^;V:=H[9- S#AT<=IM6NCFO3%M)PVFFH[3;++;;+++:&FFFD));;:;; M31#;;;:*42VVVFE$H0FE$H32E*4HFE*4M'6M:UK6M8K6L16M8B(BL1':*UB/ M2(B/2(CTB/2/1_8 M?I^P !E3=_<8OP+OS_#_LX-^\,?GI MQ7X/D/S=M-.P+5 ,E;JU>\WYW?2?V]^==Q"G?6/SJZ@_&V[_/W1\!K M8 #^FV6V=>+E;!1;(JYMRNLV);;?$:[:.2ITY]$6)%;4M244 M6\^ZVTCN4E-5*312J4\ZA^Z5M>U:4CO:]HK6(]\VM/:(CZN\S$?5/\#9Y\X^: MGM>AM#:7TC94-(M.H=5:_P!:P?1I3L=8PG%;5CB9-5=J:NNRJVZLE1]RGJR' MG7'WJ]=<6JI=CC=.G'\?HZ&. (BFE]:VK7M]6##3%W^_-O+WF??,S,SZS+[' M= "F?XO/5*)6#\+]X1HJDKL>5;6U3>YJ6Z52^G*;1BV7 MXO$>_=0N)7#LO>BHI3R729,4K_HTA"/C-J=]? @J^(.6\VYJ7MVJ_MJ8CJWOF\W_\ R'4V6VEM/:PI#ZNY:D1Z>OK-OH]?]J6/H%+ M0 ":OI9=;SDATVID; }##NI,,4^YUEW;362WJ7%EX@J7(?D M7.\:BR%U,Y&&W"9*DNW*Z6%VWSL4R*8J0_(M]NO5P=R)DWKI+KSD^F+1KVB= M_BKV[WT6?-&"UIF;WQS6V');O-JUO:$?6 X(<]8%KB M:AW%:\8V; <*1V']*[6>MV";88N$BE/*#:+)-N+]LSGLK5/?,UY>LL@L>]TU, MD1)2_9DE@^\ZTZ?ZAK2NENTQ;5NT3H;DUU]R+3^QICM:;';Z;:V3-6OI%IB M9[)/ VL 0V^(&]T%S(_ NHO\ M06I@TGQ&^9?-_@]\XZ;+A"IH !I9^&:]T[S\9^ZOS[GA: M3PM^9^G^^M_\NG]"1 M ,U3Q+G).U[ZZE^48;CLYJ?CO&K+FJ(S"+H*O.;YVM-5)2Y M[9:+_F2\,N25>2$3<1=2PE2*>O(*O>*/*4Y#JG+@Q6BV+B];%H=X]8G-$WS[M\W^\],F><%O\ Q89[=_?-?H(X -IC'W7'K!9'GG''77K/;7 M7775J<===<.9GO,XZ3,S[Y MF:QWF?OR\P'(#+'Z[O(17(OJC)HC%/3>J_'B0-106\ M6R!N&[WK;5'FY^QF5Y0IC[BI5T6IOOI7U7"I?B!R7Z)=6T M]XBNG6,628GW3%MB,]X[>GR_3ZYB'#2P #2S\.5PC9XI\!, M6V=DMK8C;7Y7_8W=K1:V:XI*KF;K:6HZ8]PS29 M"6A^L%N6^6C\, ^!CB.G<6YEI$;G,>7=R3VF)KK6K_:6+O/KV]C/MY]/2V>U? M7R]YG]"10 &7MU^>'3'$']'[59QJS(M&L=]-,;\UX MS&80Q;8J35Y"(Y'6B(]4K[>UOC&.O;TB*;-OLU.M<]PC8N..^AD.!9?C6:V&1Y]GHWG;S"OMK>_*OEZ:IG0I_R MB[K;2Y1Q<6%F$76]M4BK:FG'+Q2M54]"M%$6>+7*4U.GZZPUQE^X=D8#J;7UJ7?,ZV;F6-8%A] MG;51I5RR;+;S#L-DA5>5]S80_<;A';=D+[6H[55O.UHVA5:'9U=;-N[6OIZU M/:;&UGQ:^"D?L\N;)7'BKW^CO:T1:9](CUGUB6N_PVXM8#PNXSZAXUZXC1Z6 M/66)6^T7"|-0VH,K+\L?;L,S'.+LTUYTK=LOR1^Y7V8FJW$QU3$08]40XD9I MLN5PG$Z_!\7I<7K'\J7#6EKQ6*SFS3'FS[%XC]GFRS;),?1YO+'R8B(Z<#* M@ #BCJ5>[FY^_0HY4_47G88+JCYLJ1?B+E_P WI#(F"F@ M !?X\)%)Y7R1^E _J4^N@L5X.? W"Y3\;3^1ZJUP$O M _!:$.(6VXA+C;B5(<;6FBT+0NE4J0M*J52 MM*TUK12:TK2M*UI6E:5^/\VK%HFMHB8F)B8F.\3$^DQ:))B8GM,3(__)?F MU8M%J\VK%JVB:VK: (F+1,=IB8GTF)CTF))C_ %P=WPVETP2XR%T]-N198Z\>4JJ?:+'&<FNK:[7. ^'<:G2?44URYLG#UI['IOE6 MM]/'/'S/;SZ6.ULFPJV;>TMM'0^:3]?;>PJ^8-E=O^6]W7F*IIN=$JXMMFYV M>>W5RWWNT25MN)BW6U2ID!J3;B&Y*G&W$HHCU%TSSW2?)Y>(ZBXS:XK?P^OL M=G'-:Y:USZV6.^':U[S68IL:]\F*Q,1>9K,1YH]5](=2]$GDV316XZF)$:? 9;/D<5:E(L=X8?!UZEZSMK\KU)78Z9Z:QVWL44FEZ9M;7W,(%M3F^K:[7 M1W2-YIFK;8PQ3G^8P3,SVW0SU[Z6#+6(\O(\CBI2:9,>?3U-_%,S%K'0G& M2_&7#6<&TO@MIP^T>3*[I-8;5*R'))K**H^R>3Y#+J[=;Y/5W+JVN;)6Q";7 M(];8*"VS%;OSTGT7ST1QM>*Z9XK7X[7^3.?+2/:;F[EK';V^]N9/-L;66> M\]IRWFN*L^SP4Q8HICKZ==#^'O1_ASQ%.%Z/X35XG5[4G9S4K.7?Y'-2.WQG MDM_+YMK>SSWGRVS9+4PUGV6O3#@K3%7[B;2W0 M &5-UQ_>Q'%]!]QB_ N_/\\ LX-^\,?GIQ7X/D/S=M-.P+5 ,E MJ;U>]WYW?2?V]^==Q"G?6/SJZ@_&V[_/W1\!K8 #N/IC:XIM MCJ'*,#>;]:%=>2^H9]W9]+WJV#&LSM64Y"SZ;]5M>3ULCMP;[W6W6F^[U' M67FVULK-@Z5U?CG4O!:WOK?E-.UXB._?'BSTS98[3';UQX[>^)B/?,3V[-N.16I\P2[YT2N.FXVS-M M?+72OE6JDKKG*&EH\TTK5:5JK7TZ4",O%G\[;I3VG;O\5Y+3S]_]\U<^M_K^ M,=O_ .(9Q85D -)GPPWNK<3_'7N/\ QWOF!W:#PJ^:.#]_)W M\Y587^2 |==[5[[:;I8]K'1,M=YMTVTW^(2BVY4^QG8DR.XE7G12'H MSSC:TUI6E4*K2M*T^(/S>EMJ6CZZVB:VC^&)F&,7L'#Y^O<]S? M;K7_ /$\'R_)L/N5?*J/.?C-YFV696J:T36E*R83G[J45I_LUI2OQ!1_9PVU MMC/KW^WU\V7#?_S8KVQV_P!=9>]!P@ '^-.N,N-O,N+:>:6 MAUIUI:FW&7&E4<0XVMNM%H6A5**; <36BDJI2M*TK0/L3,3$Q,Q,3WB8]\2DQ MX[=8[J5\7F+?:J7\L=E3<7MB&(T'"]ERH&WL4BV^-3R1:K5;-EPLH5CEN[:5 M31G%Y%C<;\U*8=:6]JJ&U<9UMU1Q,5IJ-VAMJ,QUH2[- PNYYMJ6]SH]$T]OVN3-N& MS+&F:XONJF3!QZ%$2WZ:*6V]TN/.&ZZ?C%S.*(C>XOC]N(G[:?/IY+1]/FF MUMK'YOOUQ5CMV^3],R%Z_P#%T\:+E5C]E3B1O3#:*2FIJNO\NP#9=65=C554 M8ID;VI?:4T6I]*5.5BU4EMM=4HJ\M#!L>MXR\7;M\=77IC[0]!..*\X^.D=V2JC<>+FNP[3K&:^ZIU+#;#$'92\2F.R'75)0Q M&;84^_W44RVM/R@S^MUETKM]O8_QD3/;M&?9IJVM/? M$17:]C,S,^Z.W>?H MCW.W<(VCK/9L)%RUOL7!-@VY;7KHGX1EV/Y9"6Q]R^[(E6&X3V%-?=V/NE'* MH^[-?']T1YF>P;>KM5\VKLZ^S7MWBV#-CS5[>GKWQVM';UCU^_'UP][#L M "&WQ WN@N9'X%U%_B"U,&D^(WS+YO\'I_ MG'39<(5- -+/PS7NG=6?C/W5^?<[+2>%OS/T_WUO\ Y3=/ MZ$B BDZNW4SP3I MK<9[MF"IT"Z;[V)#N^,\?\"71F6_=,K3#HE_,;Y 4XE;>+X+[5%NE^E.)[*= M-=M&-M*I+OC*VC4.LNJ=?I?B[YO-6_([-;XN.UY[3-\WE^5GR5[Q^H:_>+Y) MF.UK33%'RLD=LK_(\BON7Y#?LLRB[3\@R;*+S=,BR*^W:2Y,NEZOM[G/W* [W M:Y2WE*>E3[A<),B9,DNJ6X_(=<=6KNK6M"I67)DS9,F;+>V3+ER7R9VJ:.EN;N3];T]78VLG?W>37Q M7RW^K]C2?I8V>59->LTR?(\QR.8NY9#EE^O&37^X._\ 23KS? [A)NETF.?*K M\]5.E/ON7'YF;Z_&%);)FR7RY+3[[9,EIO>W\-IF?X7A0XP M !3'U8J/Y^97-#CKQN:CS';5LG9%GBYF]!H][3!U8J/Y/LBYL MN-/1EIO6.[K+?I3#E),=7M+;+:,J75HHHS? 3G%3S?.<9Q<1:::;6U2,\U[]ZZ MV/OEVKQVF.TUUZ9)B>|>L1ZQ,M=^VVV!9K;;[1:HC$"UVJ%$MMM@Q44;C0H$ MN%AN+#B1VT_$VQA\CM-LM(\2&T)33XJ!4XMU3JRW? 0NY\>Z2X+-,^:U-*NK,S,3/?1R7T_7MZ]^V"))]?7 MM,3,S,]THX;:](V1LC M08'EF MT-GY99,&U]@UDFY'EN6Y'- ;M]FL=FM[=7),R9);'KZVOCMES9LMHK3'2L=YM:9_BB([S:9BM8FTQ#* MUZL_4*0W4AY>95NGT)MFU?C4&O-'XI.]MB59=;V6XW"9#N5WB)D2(S>49;< MKA/R/(%LJ76.[-AV-,B3 L4!=']/6'4F3J;FK2]K5M M>O>8C+FM:V3)V]WFKC[S7'5&@&J@ &B-X43W:^P_I>;-^](M1X65\(?FOL_CG;_)-!9J"4P , ^CQ:_W^N@OHA8Q]<^Z0KEXQ?.'COQ-B M_+MY5F") "R? X77BZWNCG_'?>-[@IE8MQ5UU<=A@NJ/FSU%^(N7_-^PR)@IH 7^/ M"1?>5\D?I0/_%3ZZ'Q7@Y_<+E/QM/Y'JK7 2\ M ^';JX:;Y.8-)U]NC";;EUD7ZKUKENIK%R#&;BM**)O&+9! M&\].Y6&YIJTU1VO\(1'N$="K==H]PM\;]_AMT[9J3/'EK%K8KQ3-2P[%,V"]\5M+ZV/ND?$?A[?$:32DC)<=BM M,T[5RKC8['&]UH/XH?!UZCZ*KL8XW%$3;OO:N&/+ MM8<=8^7NZ>.M?2;YM75IVEYB^,OP3^K/#V-KG.E+;76'26.;Y,EL6")Y_B,$ M5M;OR.EKUBN[@Q5CMDY'0Q5IZ3DV- +2IV0[E<%30 !]WX^\9MU\H< MS:P?2^$7/*KBA3"KQ=:(K#QC%HV=(=$=3==O#=(<-L\GL1-)V]KRSBXWC,.2;>78Y/ M?O$:.^GBF*7FD9+>VV+4MBU<6?- Y<4VNN$_2(TEQF59\\V;6#NC=$/\>:Q=+I M\!I7 |-N**-/)5A^-S4*]NN$&4FM8N59*ARX44U'FVFUXU(9M=_/#'X._1 M$ZW+-S1Y;1/:62)]KFQ7B9ID[D6R]ZTR;^#2OY MHGT^\'/@]&^',ZG-=1^QZOZOQ>3-39V<4_H'Q&Q'EO$\3Q^:-)MGPY(GV?) M[T6S]ZTS:NMQ^3S5F7'_ ONOY/A14!J "<3 MPXOO?N,7X%WY_A_V<&_>&/STXK\'R'YNVFG8%J@ &2MU:O>;\[OI/[> M_.NXA3OK'YU=0?C;=_G[H^ UL !-#X>;&$Y/U>N);;S?J1+& M_N#)Y-/)Q7IJLFA]G2;:VRO&^+VO6?#Q M/NQSNY9]_P#V?'[4U]W_ (_+[^W\/VLZAX6N !"9XB: MRHO'1^Y8KJA*Y%G=T=>8E5=E*(7&Y$:HCRE]RVUJ37[&RIR$^DIMQQ2DM^IZ M;BVUFB^)6/S]%\Q/TX_B&2/=]'):D3[/P6M'IVG^#O$Y@051 M -)GPPWNK<3_ !U[C_OWM!#PJ^:.#]_;W\Y587^2 92O6NT\YI#/PJ^C7C,'(ZL^:V# M):/9[>CFMV[;.AMT[9J3/'EK%K8KQ3-2U[/&FYC+@40BGW!4\[%77 MU6'*)*B==:7Q#JWG,/;M7)N6W*]H]/+O4IN>G;M':+9YKJZ8F/?"+D-2 M /W0ITRV3&))NF2K?.BKH[&FPJ#\27'=I2M*.1Y#"VW MV5T36M*+:6E7E6J:J^4'ZK:U;1:MIK:)*

[Q:LS68GZXFOK'\#JW7O/OG'JBC# M>M^8/)G#8D=&V[78]X;'B66J&E+6VV_8J9"NSR&D+<<4AJ1!=;2MQ=4HI5: MNXR^MU%S^GV^*\URF"L=OD8]_:BGI[HG'.7R3$?5-9CU]>[N??/B"^K7K?T6 M6.5<_,[C3OJ^;UZN6&TRJJEH4XRZIK(6E.-.?+KWL1'(MYL&KXC=8ZW:(Y>V>L=OD;.MJ9YMVGOZWM@]M]<3VR1WB?=WCO'=.OO%A<_|M'O18SW4G&+8L)'I^K(;Q?86'7]_R6CU?]?M6Q9EC;[VJ.)3V8OYH=JEWY;:* ML+,_K>+_ %%B[1L:?%;-?3O/L=G!DGW=_E8]FV./3W_J7I/KZ_:NYM>^+YL[MM668^UN#ESA4HI'M%XU[O&+=*K35*_4]SC>2:VL_I*0M/+8E>5OT=2XY2JFJL M4]H,_K>,.])[1N<#:OUWUM^+_ ,6++JT[?Y:>_?U[=O7OO6'BG>FEFRV8^;6OMD1IN152TR)68:TM.269ORK2J%L2M:9AF]X?:6A2:54[C\5U+J74>C5M+3[QL M6IXM=+[':,].2TIGWSFU:9:=_O3JYL]YC]W'6>_?T[=IF2+5'6*Z8&Z5QV<' MYLZ-CR9?ITB0M@Y%)T_<)+CM$U;88MVW;?@TYV4ONHA,1$=4FKGW+TO4I5%# M9M/K7I3>[1@YWCXFWNKLY9TK3W^B*[M=>TSJ';MWF?3MW]$AN.9/C686J/?LM2R&Q918YB4JB7K'+M;N-LD2H;Z5-.MN)V\JE6W$+I6J5IK4 MV7%FQ9Z1DPY<>;'/NOBO7)2?=/I:LS6?28GTF?>|Z'(M 0V^(&]T%S(_ NHO\06I@TGQ&^9?-_@]/\XZ;+A"IH M!I9^&:]T[JS\9^ZOS[GA:3PM^9^G^^M_\ING]"1 M !^*E)0E2U]2A"$J4I2E4HE*:4\U*4JOE1*4TI M6M:UK2E*4\Z_^ 5Y.I7XB+BGPS@WS7>@[CC_"BY&LIDP$V3%;Q[7J7 +BE" MVDR=@9]:%N0KQ,@2Z*3(P?"9TV^*>B2[9D%VPIYR+,<(VZH\2>(X.N36XZV/ MEN3B)K[/#?S:>M;W=]G8I/EO:L^_!@M;)WB:9+X)F+3GV4V\^8^XLFWIR M$SJYYUGV2.]M'I+E6+-CME9=?[EY#DMBVQL99CUGTIBQQ,^7#AQQ\G#AIWGRTI';O,WM MYKWM:>?PQ@VE<9_>YC_X$M7]@CA>3#^M8OP=/]V'FPY M APZ_&W5Z>2$4 +8UDC/?+75_IV>K>R&32?8UDC/?+ &!39A,K* M)/1(;75_X>K>2*&3U9^7L8\.G2.\1WC:V,6++'^0G+/;U MF>W;TCO,9;P5- +9OA+ ^/3.87-/?MWCO?C"PP M !PJU+-(-\CN ?+K3GLC,Q7>VC:|WQ*TO9I@*G%* MHJB$-9KCEA>6Y2E5MI;JXBG>E-P/5&A')].|SI>6+7S3[9JCDELC&6 MXM7:+=1:,AQS |^AS*-T^-F/*NN57Z,U2M?-;]OEJ_3OX]B;3M*HE7Z.JE*5->YWJGA.G<4WY+2(K[;)'OI3M&'%^PK-_-DM#.&C@ M #1&*)[M?8?TO-F_5=H\+*^&!XM? M|_707T0L8^N?=(5R\8OG#QWXFQ?EV\JS!$@ !H=>%2TD6QK_ M (!9WNB5%OF^<@=WY#)CSDH[5R,(U?B8588;BO47ZE867_LC/175#-:4N'1 MU;K1NCKA9/PCX^-;IW8WIB/:^<&I6,&.L]_7Y.:=F8]WVWN^F;.P M2J '%*4]JW-S]^A1RI^HO.PP75'S9ZB_$7+_)OV&1,% M- "_QX2+[RODC]*!_ZI]=!8KP<_N%RGXVG\CU5K@)> M $1'-_I%Z6Y.)NN=ZO3:]*[K?I)E MO76U6ZC>!YQ/6OHAL1Z\>*/P M>>F>N?C'+<%[#IGJ>_GR6V,&'MQ/*99^5_[3TL,1[+-DO$^;D=.M<_?)DR[6 M#D+1CI2JGC-\%7H_Q'C9YOIN-;H_K&_M,M]K6U_+P?,Y[?+_ /;'Z]8]CL9 M,6Z^+F9KPC<^%3\8N#WJ/6>[(\YV,Y-M":75'V0QN_QTU@72/YTI5]IMQ$Z"I26;C#AR:^E2@?6'0W4_0G)SQ?4O&9M' M-;O;6V(_5=':>Q1,Q[;2W*1['/3T^56)C+BF8IFQX[_)>8/7OAOUCX:WX_?I$X-G'_A*UM&;#:8KL8L5_DO@IJ32 M ?DRR])>:CQV79$F0ZVRPPRVIU]U]U5$----(HI;CSBU)0VVA-5+56B4TK6]M4GZK6U[5I2MKWO:*UK6)FUK6GM6M:QWFUK3,1$1$S,SVCWSW^TI?)>F/'2U\ ME[5I2E*$C:U[6F*UI2M8FUK6M,16L1,S,Q$1W]TZO"7HK;)VQ6S;#Y/NW74VN MW?9[A"U_'0EG9^61N[OHS=6Y2%MZ_MDA/;5:KA'F9.|U1Z/2S6:KT6[IM3X8 M?!EYOJ#XMS'7-MCI_AK>3-BXBD17G.1IW[^78K>)KQ&"|=N\YJ9-ZU?-2NMK M>;'L1=;P<^!YU#U3.IS_(DVVNEN M(//AX+"'L^1.4Q^;OY-JN2)KP6MDCM MWG/3-R5Z^>D:>EY\6W%HC5&H-9:-PNV:]U-AECP7$+2FGL]HL<2C%'Y%6VVWM;C=)BZN3[S=Y:6FZSKQ=I4VYSEHHJ7+>72E2]?3_ $[PG2W&8.'Z?XS5XKCM M>.U-?5QQ3SW[16V;/DF;9=G8R>6)R[.Q?)GRS'?)DM+TGZ7Z3Z)U8_4]72Q12+Y)K6M]C9RVFV?;V\L5K.;;VLF;9S3$6RY;SVE]),TV(M RINN/[V+FM^-.W?F) MAX5&Z^^>'._ONOY/A14!J " <3PXOO?N,7X%WY_A_P!G!OWA MC\].*_!\A^;MIIV!:H !DK=6KWF_.[Z3^WOSKN(4[ZQ^=74'XVW?Y^Z M/@-; 3]>&:A>U=6'5S_ *'K?8W5VZYOJ=M:4B^I@DZW>OY5MK3R[O;O9O/XZ?ZQY>7QTK0D7PLKYNK]2W;OY-3>MW_O>^O:O?_ |*[?PM+8+ M1@ B!ZJT9F7TC.9S3Z/40G$, DI3W+3Y/0]S:WEQE^:M%)K7TY##3G;E0AXE2%*2HTOQ#B)Z-YR)_P #K3_#&]JS'^N(99H5+ M -)GPPWNK<3_'7N/^^+<%H/"KYHX/W]O?SE5A<)(!0X\6 MOQS?QOD!QNY26N&E-HVGKB\:DRA]BJZI:RO5]Y=0)FF7"BZ=J)%]QC.JV^%Z M*U)=CX7(]5IA,;:7)97SQBXR<7(\9RU*_(V]6^GEF/HS:EYR4M:/KR8MCRU[3 M]K@MWB.W>:BP0T /?\ 7.W=L:V_:YS7(\(O*>WR[?*Z8S<[9.IV?\ T4H_\7_5YAV=;(.ZJFC%Q8].13FX+%&]/NQ[>N+6+8+< MKLHY2GM>5]CVK8ZO/U/-?I9LUZBD-]]%4;\@W'C_ !'ZNT)B/T3^.XX[?J?(M8L>S$^_WYIBFS]/>?U>/=':?W)O./'BZ(#SL&V)LF(U53-+CFG'W+$3*II M6M4O*BZUV*]#KVIKVN(HYM5:ZIJINJ:J31:$?.-\9*S-:E^8FM-7E<&+/>8B M-;=[Z>;;6]U*1GBF/-;[V#)E^KOW2D-.MOMH>96VZRZVAQIM:7&W&W$T6VM M#B*J2M"TJHI*DUJE2:T4FJJ*^(VR)B8B8F)B8[Q,>Z8?L#Z M $-OB!O=!%I/"WYGZ?[ZW_P ING]"1 M /1,\VCK/5=KK?-G[%P37%E2E:ZW?/,NQ_$+71+ M=/-Q5;AD-PMT2B6Z?&M57O)-/C5Y!U]C;U=.GM-O9U]7'Z_+V,V/#3T]_P K M):L>G[J+W=G7BZ56C6I2+KRQP[8EW83YQ['I.W7_&ZY<5T[*J;&N+ MB*2VOO\ 4NF5V]A?IK:;>6^GTJFI[_B#TCH1/GYC!LWCW8]"N3_7J>I#B+?F_(?((-AML1]+?DAU_6N MN;E?)MYBN/5JE*;0QV0EAM/>VAU]28AHG)^,F&(M3AN(R7M/?RY^2R5QUB> MWOG5U;9+7CO_ /I>.?+'KZS\FMCS"ZOO4!YO-SK1N;?5^MVOYRW:_L3:R137 M.MZ1WF:L+A7*S8^XU<Y#) M36MW_M/5WCMJ]ICM-;8\YC_P"!+5_8(X7DP_K6+|'3_=AYL.0 *I/BU=FKL/#/COJB.]Z+VQ M^15V"8NJ6^[UH4:GJMHJMM\B'QBVO9\ M'QNGS[7)^VG[]-76S1-9^]-]C'/I'OK$[X]8F@*%=0 #1 MA\+-IMO7_39N.RWHG94&LJ:5Y+EZ5L15JM:U[FJI5YU_.I2?EM7XCRG):7N^)[^YJQ'K[L&QDPQS M>[5]/OAX8\ !>'\(-FRIO^<6N5N*HC\'QT=FT5FJZU2I68 M679-BGN-MU12B5-TP>W)?7ZJJKHXPCL3Z?(G_|M-CVL=I[?7_:]>_XV]8]RY2$V@ '\=PN$" MU0I-RNDZ';;=#:4_,GW"2Q#A16$?[;TF5(<:88:3YT[G'7$H3_UUH'YM:M*SM:]JTK6.]K6F*UK'US,S$1'WY<([GZIO3JX_IGHVGS)T+9[C;$J5<,=Q_.K=L M',8E4T\^U["==URO+4.KI7S:9^PM77OC])" .*H:_O=6]-<=YOC?-\?2U/M\6 M/8KLYZS]4X-;VV:)^J/9]Y^A#/R$\5OPAU\W<+?Q_P!6;CY$7UA+WL%SGQ(& MGM>SE)6VXPEWLH_5+VKVU)8<:I55)%7F8YI')>+W ZT6KQVIO<MEDCOY;VK72UK>O:/U3+&38CZ_74]W;Z>\17EY:>).ZC7(^/=<WW_ M ..;_| ?Z=T;\QXG]3-:?3M MJ?>!+),ER/,K]=LJR_(+WE63WZ:]<[YD>276?>[]>KC)5WR+A=KSBJ7XGTIP.'MV[\=@V)B8[3%MR)V[=X^B?- MGGO'OB>_?U21ALX <4=2KW$B^\KY(_2@?\ JGUT%BO!S^X7*?C: M?R/56N EX /F6VM-ZPWKA=R MU[MO"]'G.(W2B:R+5>8U5UCR$5\V9]KGL+8N-FND>M:JC72U2X=PCUJKT9** M*4E6#ZAZ;X+JKC,W#]0\9J\KQ^?[:!LT[S2\?:Y=?+6:YM;/3U\F??R8\U/7 MRWCO/??.J>D>F^MN'V.!ZJX?3YKBMF(F^MN8^\X|D?:9];/2:;&GM8Y<>SJ MY<.?'/?R9((SWJ]\WNBOL/4RKKL3BY6\9URBKDR?KV3Z4G:&(QZ-*=>K:1 MVH[6P+.RXTI+*;7&CY;%;D0XJK+?TQKCD!1?Q0^#-S/3\[',J"3LJ0<-'FRY MN'OY;\[QU/+-K>PBE:5Y?6K,3%8P4IR%*WQXYU=N*9MMYL^,OP/>H.EIVN?\ M-;,?5/3]9MFS\#D\N3J7BL?EFUOBT8ZXZ\[ITM68K&OCIRM*WQ8K:>]&/8WTM%DJ+)A29,*;&?B3(C[T67$E,N1Y,63'<4T_'D,.I0ZR^RZA;;S+B$NH=2I"T MI4FM*56R8[XKY,66E\>7'>V/)CR5FE\=Z3-;TO2T1:MZVB:VK:(F)B8F(F)4MIR8\F')DPYL=\67%>^/+BR4M3)CR4M-;X\E+1%J7I:)K>EHBU;1,3$=GZS\/ M@!U7QY+6R:BQ!U^R09+)\]=?V7GO2VAPMZ7N@>(L>V9/(@L;3W2RMTVY(V7E%N9JU8YE4MU<1@..NN2X6*M-K0I+5V]2=E+B'9#3E\1!D_8YKT$\, M_ KI+P\I@WKXJ<]U-6L6OSF[AKVUQ'%][]QB_ N_/\/^S@W[PQ^>G%?@^0_-VTT[M4 R5NK5[S?G=]) M_;WYUW$*=]8_.KJ#\;;O_='P&M@ +"GA@_>H8G^)7&[_N4:3@6? !$1UYO=(E][' MCIY]G1\O(ZU8CO:;ZL6G-2L1$VFV35OGI2M>TSDM3WQZ3EPA4T M !(/Q)ZJO7A,Y:X>AN0^96[";6^TO]BK,'V\ M^U9)B)5&]H@M85E:;I;K B;'AL1)%QQ&N.7UJ,GTX5WB+HEQ)LO#]7=0\#-* M\?R6>N"DQ_:>>?C&I,>G>L8,WFKCBT1$3;#[+)$?:WB?5:WX1>*TT_G+M@PC MG/JN5IB_O(:A3MSZL;NV8:O?FU4FBKC?U8]UI MO36]=-[+KY*Y*Q/:)|MO+,S2\1, M3-+Q6\=^\UA]7#N $-OB!O=! M ^CT2/V4>87';%IL3U/6L2MK8C>,J3Z-5(=]/$,?N=URA_TEIJVOT;0YVN5H MW7Y=4I#";G4W3VAW^-\UQF*T=^^/XYAOF]/?VPX[WRS]7I2?7T]Z,S;/B:>E M9K>LEO%\]VOO"5'1_P!!JO4>00VG7_E]T=J?ME[5UO=[*H3WR&9+L5Z5I4P\ M_P"2J)-5W%/I'5[QBV-S?F/HT/)6GZHMN3J5GM],Q,Q]4RC/VSXO/$8RI M$317"_(KRA2E>RW[,.UK9C*FDTKYIK)Q+#\6RRCZW+5]ZI;S6-1JM*THI[S|MTFK;GC-ACO7C^#RW^K)N;E,7;]W#APYN_P#EX[??1C;9|4MU+\\]LCX#'T'H M^&XMVD'3A>M)4&VZ(PKXFJ29VT9/QR;K?;I-N]RD532O;Z\ZX/R)3O9YJ\O5=5Y4K7R|^X-;#D"C!XO7/*SMM<*=8HDJ\L7UUM[/'HE*IHF ME<[R7#\?1/>.\]NZ1<-E M %;WD]X9SB/RCY![=Y$9+N[?V(9'N/-[QGM_QW$7-<-8Y;KU M?GZ2KI2UINN#W&X^E+GU?G.JESI#RY,EY=7/)=*4^]Y^N?2V1CRWA;P_,7#X5\$DX6_.2Y0_^ MOJC]7J|8_P"PYP7W4Y;^/3_HI\$DX6_.2Y0_^OJC]70/L.<%]U.6_CT_Z*?!).%OSDN4/_KZH_5T#[#G M!?=3EOX]/^BGP23A;\Y+E#_Z^]/U=^PYP7W4Y;^ M/3_HI\$DX6_.2Y0_^OJC]70/L.<%]U.6_CT_Z*?!).%OSDN4/_KZH_5T#[#G!?=3EOX]/^BGP23A;\Y+E#_Z^]/U=^PYP7W4Y;^/3_HI\$DX6_.2Y0_^OJC]70/L.<%]U.6_CT_Z*?!).%OSDN4/_KZH_5T#[#G!?=3EOX]/^BGP23A;\Y+ ME#_Z^]/U=^PYP7W4Y;^/3_HI\$DX6_.2Y0_^OJC]70/L.<%]U.6_CT_Z*?!).%OSDN4/_KZH_5T#[#G!?=3EOX]/^BGP23A;\Y+E#_Z^]/U=^PYP7W4Y;^ M/3_HJ3GIE]'+272\RG:N4ZAVMMS/G-N8_C-@O]MV,[AZX$-&+7&YW&VS[>G&M<:L+M9E%W>7?IJT9;UF9GM/:(B9GMZ(T-L^('Z3NI% M2(LCE% V%=V6E/(M.IL(SW/DR:4KY=D?);7CB,'HZI7^RW(RIA5:?*\J(K10 M:MN>(W1^GWB>6KLWB.\4T\&QL=_W,M,7Q?OJZV-:8XO; MUV4^QW(BO9_D&#:DMZ=C)KZ=+3^[2VY:(^J9IW^NL(S-K>+/YI9*F5%U%H+CWJ MR)(4NC,W(TYQL{(H+5:?GWV9)9\J*:?2ORK4U7<\0 M>K]V9B_-9|-?7M73QX-/M$_1%]?%CRS]Z;9+6CZT:^R=X;IW+.^R>W]O[1VO M[71_O]VTTFKGJ=U4MMIK\2$TH:OM;^]O6\ MV[N[FY;UGS;6SFV+=_K[Y;WGW1'?U^CW_5\S#J M&B-X43W:^P_I>;-_^J[1X65\(?POL_CG;_)-!9]"4P , ^CQ:_W^N@OHA8 MQ]<^Z0KEXQ?.'COQ-B_+MY5F") #9GTWAB-<:AU5KQIE,= MK];X/AC;"4-MI81BV,6NQH92VSJR;2VF#1%&VON:*)[6_-%*!=[2P?%M/4U MHCM&QJZ^"(]([>RQ4QJNT>D=O+]'I]3Z2': #BCJ5>[F MY^_0HY4_47G88+JCYL)1?B+E_P W[#(F"F@ !?X\)%]Y7R1M^E _]4^N@L5X.?W"Y3\;3^1ZJUP$O M 1J9'DFC=,[QRCL&+E M32:)\DSD3+5D#=*I0F]*BMUAKA+Q,|"^DO$6,N]Y/T!ZDFMIKS>AAQVC8OZ> M7]%=+S8L>_6.W:,L9,&Y7TB-F<=?9S7;Q@^#9T-XKUS,3H<%,MV]NJ37NQBXP+=D["'(\AZSIB2 MH4F30#K/PKZUZ&Y?#Q/+<1L;'QW-&'BM_B\6;>T.7O:9K3'HY<>*,EMFTQZZ M.,%AWJ1-;VUO9Y,5\GEYC@>"OB'X;\[@X/G."VMJ>0V(U^%Y/A\.QR?&<[DM M::TQ<;FQ88RVW+6CUXW8U]?DL<32]M2,67#DR2W<).B'>,B;M.Q^83TW&[.N MK,ZW:4LL+J[[5EU*9EZQ^&'P M7MGI:=J:VB,NSJ9: MWQ+4>#?P--O?KJ]0^+%\W'ZEO+FU^CM+-[/D<])[6K^CF_BF?B&.\?;:&C>=MWRVB,VWHYJ6P+*N#X+ANM,6LV$:_QBR8=B./Q4PK-CV/6^;+7 836JE>E&C M0A3S[BEORY3O?*F2G'94MYZ2\ZZN['%\5QO":&MQ?$:..KQO':F.,6MIZ>&F M#!BI'K,5I2(B;6GO?)DWM9+S;)DN:]K6GT0X;A.(Z=XS4X;@N-T^)XK1Q1A MU-#0P8];6P4CUGRX\<5B;WMWOER6\V3-DM;)EM?)>UI]K,@R@ M ,J;KC^]BYK?C3MWYB8>%1NOOG MASO[[K^3X45 :@ G$\.+[W[C%^!=^?X?]G!OWAC\].*_!\A M^;MIIV!:H !DK=6KWF_.[Z3^WOSKN(4[ZQ^=74'XVW?Y^Z/@-; M 6%/#!^]0Q\2NY/[FMH23X4_.[%^\-W_Z0YG_P BL(^M_78:9XA?,WG/P&O^6ZS+&'NU?8M MQ<^Z0KEXQ?.'COQ-B_+MY5F") #9GTWAB-<:AU5KQIE,= MK];X/AC;"4-MZVMMUIQ"7&W&W$U0XA;:Z*2M"TJJE:54JE2:U2JBJ*^(^3$3$Q,1,3':8GW3 M#*7ZQ/!23T_^VOQ-2Y?(_94T9*4ERL9>L\PFSG8EA:?7YU2ANZ1U+*B]:]/ST[S^WITK,:>:?C?'SJ'Q7/:TUQQ[YF M=?)&37GZ9]G6\^EX[Q=AJ0 !T3 MQJY<1-D<;MO9?JO)X[\=V7]@9R7;#?VHRT.(@97BER;FXOEEKK5/:Y M;GU!7%QVU/:E=ZD MVC0S6F>T3EBWFMIVF)CS6O>^OWB;SDP5F*1:SMMRMM[MMOO%GN$*[6B[08ES MM5UMDN//MMSML]A$J#<+?.BN.QID*9&=:DQ)<9UQB0PXV1RMXM:55)UW>Y.X,CCS&DUK[!-LNJ(.9S[7,6KM11N[,V]#:EH4^XRSY MN4-9W^M.EN-\T;/-Z,WKWB<6MDG=RQ:/V-L>G7/:EN_IVO%>WTS$>J(?U\V:(^N;:\=O3TGZ(N M-L^+=%PUUK2M#4]SQCYG)WC1XKC]2)]. ^Q?8W+U^_$UMJ4[_/FQVC_PHR=M M=?\ ZL.W%S6I/*B[X!9Y?Q-V34N'8)KU$!*J5I5,+(K-CE,YIY^?GWRLKE.)MK3S:6CRH&K;GB+U?NS:)Y>^M2W_9Z>'7UHKZ?LG2G8VA#:*4I2B&T(;11* M$I30U7;Y/DM^9G>Y#>W)[]Y^-;6?8[3[O^UR7^CTC[WI[GQP.B M ;2N,_OI'@EA0]W,X3Q4UO9EL)JOL:G738&VLG?=6E5:I]=^)>[:E:VTT2IEB M,BOW1"E5*U^+N:M$=HU]77P1';MVC#BIC[=OH[>7MV^CW M/I0+H M .6]YIC^5[#QN%EKE:MI=[8F'-SWLJGKHTM M#JFX-GDK0VM#BDT0I*JF(W^>X7B^_P"B'*:.I:/^SS;.*N:??]K@BTYK>[O\ MFD^B'WF#K/VN-@M[W+OZX,>NTQ^QGK&98K.[+:^2A#]VVU<=;N)A+<^M)4ZVVZZTJTE3\9B4VIJCIIF]XK=*:OFC7R;W(VCO$?%=2V.G>/KON6U9\O?] ME2M_3O,1/IWBHV[XO++I"Y$30_#+'+0A"7:1+]MS:5SR-3ZJUIZ+DC$L-QO%MZ1$MTHJCS++>:3*O572C;['IUZ:AN>,V>>|*GO\ +DW-N^7O'T3.'!BP M^7MZJXC/;0\ 77MZQC[7\3'U5]DUEHQS8VK=)1)B4H5#U1J/"':,-=M4N(BW M#:KFT;U&4]Y^=9#-TI+:5Y+C2&*TH&J[GBEU=M>;V6UJ:%;?L=33Q3VCM[JV MV_C>2._UQ?S1/NFL(Q]L]0[G9O5,AC;'+SD1F=MDNU?=Q^?M?,8F*4=5\55L MXA:;K QB.KM^33V>TL^2:U33R3\5#5=SJ3J#D.\;G,\EL5F>\XK;F>,,S][# M2]<4?5\FD..W77'W"'GG%O//+6\ZZZM3CCCCJJK=<<<76]EK6]M5+6]M5556 MM:UJJM:T,+,S,S,SWF?69E_H?&B-X43W M:^P_I>;-^J[1X65\(?POL_CG;_)0C(-!9]"4P , ^CQ:_P!_KH+Z(&,??/ND M*Y>,7SAX[\38OR>59@B0 ![QJNR)R:;&N,;6S[OOC(_)P^R* MC]BW/7I=$B^\KY(_2@?\ JGUT%BO!MS^X7*?C:?R/56N EX !^ M"D(75"E(2M3:JK;JI-*U;?5"VZK16M*U0JK;CC=5)\JU0M:?.J5UI7\S6)\L MS$3-9[UF8[JIF)KWCZI[3,=X^B;1Z1,OS-8F:S-8F:SYJS,1,UM:O>/JGRV MM7O'KVM,>L3+\S]/T M RINN/[V+FM^-.W?F)AX5&Z^^>'._ONOY/A14!J "< M3PXOO?N,7X%WY_A_V<&_>&/STXK\'R'YNVFG8%J@ &2MU:O>;\[OI/[M>_.NXA3OK'YU=0?C;=_G[H^ UL !84\,'U#$_Q?[D_N:VA) M/A3\[L7[PW2]RC6Z"SX (B.O-[#F?_ '*PCZW]=AIG MB%\$<>_:_Y;K,L8*E &DSX8;W5N)_CKW'_2%N"T'A5\T< M'[^WOYRJPN$D 04]?+IL*Y]<19>4:ZL/V2Y(*#\JC-WU1=YZ MG,@P*,^[(>D7K35[FR6V<>FTER*S)V*713^(7Y/M;%(]@O$U.3P3?^D>ON2Z M:O36S3??X>9[7T[V[Y-)F9F^CDM,1CGO;S6PW[X7'O/+3GN!9$TA"WH3S:+SC-[1&C2KAB6962KBY^,9;9TRX_P!DK'O;SXLG:)MASX_ML6:GF MCSX[QQQ:.]+5M/0H9($-OB!O=!%I/"WYGZ?[ZW_ M ,ING]"1] V3M;5^C,3,7EYMMW8^"ZMPV#7LF M99L3+;#A>.15U;<=2V]>LCGVVW(=4VTZMMI4FCCB6U]0E7;4.MM;>II8K9]W M9U]3!7[;-LYL>#%7Z>TY,MJTB?3OV[]_1#RB\3UT]='2)M@T\UL#E/E,1=6 MJ.Z^M:<2UVZAA#M42,\S5N#*E(]XXAA$K&,3R>$I;6RUGMWUJ>RUXMMJ=C8\LVCO/:)Q8KVK;EY2L&-,QAQQ+'W-B;9]<8_,CK<=D M,RKWZ1G(I&W*>+/4>YYJ:&/4XG%/>(G%CC:V8B??YLVS6<7?ZK4UL=HF9F)[MQ$Q!=O'ESRAY,S7)O(#D'N#;_=(]J9M^>9_DE_L-O>^17_|!\;EW!>/V1JE M6TJ3'LUL@QTK3WI:HNO?4T#?YGEN4M-N1Y+=W??S178V,N3'6\ P8K6]GCC M[U*5C[SGL,8 VE<9_>YC_X$M7] M@CA>3#^M8OP=/]V'FPYS./$LZM5UZM6Z(%7*KIC>OM(V1*:47]RH_]\' M[ZLL[>1[-UUCSS:7F;[G>(V9YI5'%)= M;NF0V^ MM26]T=6E:7ZIK1NM'*TK2B*T5Y>9V=2GM=K6QS'>,NQAI,>[OY\E M:_1Z_LOH;/(7? M ?BI24)4M:DH0A*E*4I5*)2FE/-2E*KY42E-*5K6M:TI2E/.O_@$ M1O*CKF]-'B6NYVG+>0EGV=G-L]H0YKK0D=.U\D5+BT_UBVRKQ993.O)UN/CXWE\T>^LWI,:MV.T3Z37-GQSW].WI/:N3R8\6SMV^O7"S<1^->&Z_M5?5CP\XWA=[AGF42&7& MZ]EPBX7B4O%LZ M,^_>VQEF/[Z,&&V'%BM'T1;+GKZ=Y]_:(#^0O5OZCW)ZLR/M?EOMERPSD.,2 ML.P.^)U3A,F(XNBZ0[CBFLV,4LU[8:6E/I*R"+=I^:I2I3ZETJH()(Y+K']2E M>\;G,[DX[=XG!KY/B>"8]_EOAUHPTR1'T>TB_?1SJ4I:E+6I2UK552UJK52MEJ57S4I2J^=5J76M:UK6M:UK6E:T_P"PUA^0 M -$;PHGNU]A_2\V;]5VCPLKX0_-?9_'.W^2:"S4$I@ 9]'BU_O]=!?1"QCZY]TA7+QB^#G M]PN4_&T_D>JM'._ONOY/A14!J "<3PXOO?N,7X%WY_A_V M<&_>&/STXK\'R'YNVFG8%J@ &2MU:O>;\[OI/[>_.NXA3OK'YU=0?C; M=_G[H^ UL !84\,'U#$_P 2NY/[FMH23X4_.[%^\-W_ '*- M)P+/@ B(Z\WND.9_P#(K"/K?UV&F>(7S-5Y8\!K_ ;K M,L8*E &DSX8;W5N)_CKW' 'Q;@M!X5?-'!^_M[^CJS:%^>7WYBQ!A M14H@X'L:XT]:=*=4J/9-@7!Z&X^Q$RK'K=%^Q,Q/>%=_$WHVW'[.3]'CL7]HM;>6)W\..OIJ[>2?UZ*UCY.OLV[S:T^F/8M->\1FQUBJ&?$/@ M !(5TV^I)O/IJ[SB;2U;+7?L(ORX%LV_J"YS MWXV!L,Q6, ^M5(\BJ42$V;++,F1+DX?F$:(._L,Y]]A]BYX]<[[8KN;+TQU/OM]+[]=O4M[7!E\M-W2O:8P[6&)]T^^*9J1,S@SQ$VQ6F8F+X[Y,=]03AYS TA MSET3BG(+0F2?9W#\D0])<;9-0U$R?"$9G:6WI%;1DMCD M0+A#?@WJR3KG8KI;+E+++6\+S6AS_!^'DN.R^TPY?DWI;M7+@S5B/:8,[(F? M)EQ]X[QWFMJS6]+6QWK>>H@RP 0V^(&]T%S(_ NHO\ $%J8-)\1 MOF7S?X/3_.FRX0J: :6?AFO=.ZL_&?NK\^YX6D\+?F?I_ MOK?_ "FZ?T)$_.-.7W4"XB\%,6^V;DON;&,%E2H M;LO'\(8>7?\ 9674153:$XO@-F3,R21W)*$Q';RN#&QVW2'ZWBN[6YBJGTF M#*WJ>4WL6O,UF<>")IM9OH_4=>GFRWCOZ3?RQCK,QY[UCU4_N:'B MN=WYRNZ8EPAU-:[(X_Z\R-&VMM--JSW9EQA+:6B'/M>%(9>U_A,YM:ZN.P[K M*V@RY5ME3WJCSX>!TZZ&+O:(W-OR;&W:O;TM3!VG6PGCWS%MYVXGM'K'K$U@=X4R^WY'=V=W+WGM28S7R^7OV[MQCBTS6E?2/DXXK6/28A\9#H M !M*XS^]S'_P>O[:!'''\F']:Q?@Z?[L/-AR !EY^(?GTG]8;E\M#KKC49W M13-8?&K3D>2VTE=:T0U[:F0Y2B)*U.+=\|O-Q=:E4?$FWFZTYKWS$ M3Q]8[_1Y>+THF(^]YIF?O^_TH6PT4 !]SXM0U7#8DYQS@(6E MM<[>^H83;E:5]E"Y.P,>92M=*5_V4J715:4^.M*?%\7[ID.(CS>XAK3 \>8]HO67YSD-KQC';W6E?33)NMXDPX:7 MY"D^G%BT=5)EOJ3'BM.O.(;4=?:V]71P7V=S8PZNOCCO?-L9:8L=?][WO,1WMGMZ1W[VGTB)E5LYN>*KT#K7[.89PDUM<=_9C%6_ "B[2V)NF%Z9C2$>5$3[5 M8&WH&Q\ZBH+G&ZOM,'!:MN1S1WK&WLQM?!HQ/][]3'WKM;$=^\3%HU8GWUR6CWU*>8'54YU\XYMV:WMOK*G\(N4AYUO4> M$R'L&U-'C.=E&H"L,L+S$:_M0T(HB+.S*1DU[313JG[H\X\|MPA[FNKNH.?M M>.0Y#-."TS,:6"9U].L?17V&.8C)%?HMGG+D]_>_>9F8]0UH M -$;PHGNU]A_2\V;]5VCPLKX0_-?9_'.W^2 M:"S4$I@ 9]'BU_O]=!?1"QCZY]TA7+QB^)_&>A^58FQ<%U0 M <4=2KW$B^\KY(_2@?\ JGUT%BO!S^X7*?C:?R/56N EX M M 94W7']%S6_&G;OS$P*C=??/#G?WW7\GPHJ U M !.)X<7WOW&+\"[_P_[.#?O#'YZ<5^#Y#\W;33L"U0 #)6ZM7 MO-^=WTG]O>G7<0IWUC\ZNH/QMN_S]T?:V L*>&#JZAB?XE M=R?W-;0DGPI^=V+]X;O^Y1I.!9 $1'7F]TAS/_)%8 M1];^NPTSQ^"9O.?@-?\ +=9EC!4H TF?##>ZMQ/\=>X_[X MMP6@*OFC@_?V]_.56%PD@ !Z[EV(XOGV+9'@^;X_:,LP[+[)<\;RG& M,@@1[K8\@L%YAO6^[6>[VV8V[%6ZXP7WHLN*^VMIJEU:%K15?,XLV'#L8<*

*MN#/CIFP9L=|>7%DK%|>3%>LUO2]9[Q:MJS,3$QVF)9KO6JZ+N>=.W8%RVWJ: MV7K,N&^;7NGVLY+7U+I=-07F[/>;.N]AR&VDN-0J2EUBX3F$E*8M^A5B6BYR MZ90TNER^Q,Q/>%7^N>A]GIK8ON:=,F?A, ^3]1R^M[Z5[S_U;9F(J*]_3!FMZ M9*^6EI]M$Q:!, ^(\ "6CH_]*

M4+..FCR.@9'*E7]_<=MD3;98=^:ZAN^LB;94.K8@Y[CL)WS8IF^"^UR+A:DH M5%5?K8JYXM*F0V+LW/@&Y=%)5['2W)URS-\O&[4TQ\AJUGOYJ=^U=C%6?3XQ MK^:;5^,U]I3SXIM$7BU=1_', UQ39.&XIL+!+];LIPG.,=L^68EDEH?]HME^QS M(+?'NEFNT![M35<6?;Y3$7EJTMN40Y1+C:'**0DMC@SX=K!AV=?)7-@SXZ9L M.6D]Z9,62L7I>L_3%]S$Q^[ZO:0Y0 !#;X@;W07,C\"ZB_P 06I@T MGQ&^9?-_@]/\XZ;+A"IH !I9^&:]T[JS\9^ZOS[GA:3PM^9 M^G^^M_| *;I_0D0 #Y/NS>>G^.&N;_ +?DTK:?

127ZCWB MC-D;$5?=6=/FR3]384ZEVWS=_9K;(#VTKZWYOL27<$Q5YVY63!+;);JE<.]7 MFEYRJR.XU*CPL+NC-6Z$%=3>+&UM3DU.G,=M/7]:VY/2L[>2/6)G7PS-L>O

M6T>M;Y//EF.TQ7!>.RIKFV=YKLO*;SG.Q;)FS MY+YH^IQ=:(;2SV>I5:ZT2E*>]7Q4J'?XJWEY3C;=*WEW.]. MV0[=MC'/?O\ >]!9'"((M_%2DH2I:U0A"5*4I2J4E-

*>:E*57RHE*:4K6M:UI2E*>=?_ M "LQU+?$G\=.*[F0ZGXF1[#R=WO]IMLW)H\Y]0^ 7=I3:5(NN1VF3&E;) MN,;O51VRX)*'&<3.73X>,?*\A7O2V6+3/'ZU MX[?;Y:3$[5H[^M->T4B8FML];UFBC7R[YT\I>< ^>KV!R6VSD&>S8[K]<>QKU M:6G L+BO*7_J.&X3;:LV&P-4;4EE^;HEMMV|72Y2J5D*($YGG^6Y_8^ M,\IN9-BT6GV>+O%-?!$_1@UZ^7'CCMZ3:

(F]^T3DO:?5R8&% M T1O"B>[7V']+S9OU7:/"ROA#\U]G|<[M?Y)H+-02F !GT>+7^_UT%]$+&/KGW2%HOQ%R_YOV&1,%- M "_QX2+[RODC]*!_P"J?706*\'/[AWNI1B MWRYK4Z2X1/QH:CQW'7*>?8A7QFG=1^(70?2$7_LIZR2BZ?O2OGG!RW.<=H[5 MH[=XC%J9]BFSFM:/6M,6*|[?L:RW/IKPYZ_ZR\GJBG175/46.]O)6>A/?^Y/> MU*3W\LSEW-?

6OJX*5GTMDS9L=*?LK0Y7ROJ3\1L74IIC8-PRN2GS[X^)XKD, MU-/*GG3MGW&#:K2[W?N4]"X.>5?C7V4^,@[G?AC^ 7"3:F+]W;YW-6/E8N"X M+EMF(^KR[6YJZ.A?

OW]/9[=^W[+LGC@/@6_"$YV(OEZ0U. P6^US<_SW$:LS MZ]I[ZFGM;_(8^WOGVNG3O'VOF<[Y!U@=0Q:K3BVJ]BWNJ:+HA5\EXWC:'5I[MJ(\O8KAD[B6W/)->]3?

J(HJFO$6]:3J:L3/?'WMZM,P\1_P|'9XAYXK/.J>=<'<9W\LVKQ M>OS7-7168K-N_P :U.#I-Z[1Y8OY+3$?JD1,O'QZ[=8[('5+I8M#6:"GN^Y MJNV?3KK6J:4\]56B'BEGI12J^2NU+E:

(I\CO7Y>I6/=__I#>5O:T<7X6\?K5 M[_(MO]5[.],U]W>U=?@^/B)F?7M%YBOVGFM]LD7C_P#HX^(I%)Y7Q6Y':MV^ M77C^D]70B)GU[5ML\]R,S$1Z=[4B;?;>6OVCT*7U?

MX+53V#6FJ8R?\ ZJ2V MLNFJK\7E\2FYK?1.ODZ>UHCU[^M,G_=KPS_T+U7_ %Q9/_ | EY^" MW_>?Q0_TUTI_4I_5&ZO7(9-:>UX#IE^G>GXHUFS>*JJ*?[::5=SV92BZT\ ^U M?;6B?

W:MK\O*O+A_Z0#Q:K/L=*^'62/-\AXIJ7!\G]E'>_5.QVM/T6[3$? M32SKY_ | H\O^"T?VOU;XD89[3'?/R73&>(M^QMVITGK=ZQ]-><)3;Z+T[P]KM

MG6&V:U5/V9T_@D^E*U[Z6R]9!::JIYU[:)K*K>J(K2E:>=:I717E6M*)\Z4I MG]+_ *0?K3'-?T1\/NE]J.\^:-+D^5T)FOKV[3G_ $2|DQZ3,S6W>._I'T8# M?

_Z.GHB\6_0WQ%ZJU)F([3O<9Q'(1$^G?S1@_0OS1;U[1%J^7O'>9]_4+'U MCK([5"8KS/A=O:L1VBV7C.JM??FWR?2U<&UP?'>7O;M'DG8OVKZ^>9[5G1 MN4_Z./D\

<6MPOBMH;5I]:8N4Z3V-&*^UML:G/,EYJVW>K=LO$7*JJEUVZXS;KC";^52E%H=QZ_7>8XW5*NZOG;VW*5 M0XFC=:>DIV3N&^'=X+U[[W#:>YKU]8B+5R<1RG(;%Z]K=Y

M[ZE+Q-;QY)CR3DBWFO@!^-_&Q>_&;G1/4-(K%J4T.;W-/9OZ3WK;'S"%&",NOI1Z<;([DYALI:W*4JEI$? M,&+&\MZOGV^BA"G._P"31-5?

$31T_P#"+\#^IO9QQGB9TQCR98K&/#S&Y;IW M/:UHB8I7#U!BXS);)/>(]G6DVFWR8B9]$(]1?!L\=^E_:6Y3POZJR8\4VC)F MX;2IU)@K6LS$Y+9NG;#:^.]9^B:VF)^M"^UJ;>AL9-

3>U=C3VL-IIFUMK#DU]C#:/?7 M+AS5IDI:/IBU8G[S^P[#K@ M_J;KC\]BYK?C3MWYB8>%INOOGASO[[K^3X45 :@ G$\. M+!W[C%^!=^?X?]G!OWAC\].*_!\A^;MIIV!:H

!DK=6KWF_.[Z3^WOS MKN(4[ZQ^=74'XVW?Y^Z/@-; 6%/#!^]0Q/\2NY/[FMH23X4 M_.[%^\-W_Z0YG_P BL(^M_78:9XA? M,WG/P&O^6ZS+&^I0 !I, ^&&]U;B?XZ]Q_WQ;@M!X5?-

'!^_ MM[^7%EI6^+)CO'EM2]+1-;5MSQ,3$PH+]7SPZ.P>.4G*>1'!VT9!M+0-%3[_ M)9IYBDN_P"SM/1EOOS);N-L,QW9V?ZWM,?XTR**DYKC5O92N^M9% BW+*62 MO/6?

AIL\9.7DN!IDV^. ^5?-I1YLFW1I,S:9Q1$6ML:M(^F. ^?%2/EQEK%\T5 M60B(+KOA<.I5-F+NO3BVY? MERJ1XE\SOC#<;B^I;K4>-29?=CZH:<===553#+/MFPL3BMM4I'9:SUIZ35E-

D MAM$Z^$_5%K>?IG>._3+P:C64NM['Y Y/9Y${6VB+#Y]:F?P MG!T2T.-5N\N)*N=Z=CS(F,6B[NPKHY;33NK.\-Z6U^V:?C/(Y:3;5X_'-(O M?Z(R9[^OL-?S>DWF)O?

M,8J7FMIKG&H/R@ZA&S)&QN1.?2KO$ARICF%:X ML:I5KUCK>WRJI36VX9BM94EB(M3#3#$^_7%ZY9/?*1V7+Y>[BZTUZ16;GNH^

M6ZDVIVN2V)O6LV^+ZN.9IJZM9_8X,/>8CTB(MDMYLN3M'M,EIB.W%(8$ M VE<9_>YC_ .!+5_8(X7DP M_K6+|'3_ '8>;#D #, |19"5#ZPW+1VOI4;N$?0E68GT]_>LS_^ M_NA.#0P

'LF#WW[5)^0 M 'Q?D#R'TOQ8U7DNZM^[!L.M= M;8HPERZ9#?GUTJ:4)1?L5FLUNBMR+ID&0W1QM3%HQZR0IJYNC]*M083ZZ*10 MZV<(\EH\3J9=

[D=G'JZN&.]\F2??, ^E:4K$3?)DM/I3'CK:JY]*UF6>5U7^O_ M+ZYW2Q*MOV(F9[0K=U?XB\AU!.72T/:<=P!JZ3CBW;:W:]_6=O M)3OY,=]__9<5O)VF8RWS_)\M>P^(V M -

$;PHGNU]A_2\V;]5VCPLKX0_-?9_'.W^2:"S4$I@ 9] M'BU_O]=!?1"QCZY]TA7+QB^)_&>A^58FQ<%U0 <4=2KW?3W?:4MEM6E*VO>]HI2E(FUK

MVM,16M:Q$S:UIF(B(B9F9[1Z^_CG;G/?C)I]4B%4QCEND,.4[\XMQOD68TJB^S56A2:5ZZ^^%?X+>'TYM;#-CX?4RXK1Y]G&T7O,ILG*+LMCS^Y/Q[5;OL-:[=

M)[J>:VY4B_QDT4I-.ZM*.%->M?\ I .J-WVNMT#T9Q7!8IM>W>2ZBV-T=/-$1\NF?+RN*.|UCS>6+KJ=$?\ 1X=*Z/LNGQ!ZVY;GLT5I M:W&=-

ZV'@]"N3M\O%FW]R.2WMS!YI[5O@P\3FGM%I\L3-(X$V%R]Y*[/6_3+ M=PYDN$^M=5V>Q7'[4])5"O*B67+1BZ+1!DMM)2FC?MC,ERE:5<6XMYQQQ=5> MK?A

>,G6ULM>>\0^HK:V6UIMQ_%[<<%QMJSVB,=^X2NAK9L=(B(Q_&,6;)[M[VO:]KWM;3I#X/'@KT-7%\3_ (==-UV<5:Q7D>5T_P"R#DXM'>;9*U*4KCK6M>

<5*4M2EK4I:UJ4I:U*552E5K2JE*56E:J4J MM:U56M:UK6OG7XR'[6M-IM:9M:TS>UKS,VM:9GO,SW[VFT^LS/K:?E63+6L5 MK%:Q6KM*UK%*5K6*Q6*S$5K$3VB(CM$1':

(B.T>C\#C?L /;\1V# MGF 3*3\&S3*L.FU<0XJ3C&076QNN+;K2J?65;94;UT_)112'J+0I-.Q2:IK6 ME=BX'JSJCI38^-=+]1\YT]LJZWMFX7E=[C+WM68F/:3I9\/M/2(B:Y/-68^1

M,3'HUSJ'I'I3JW7^*=4]-<#U'K12U*X.SKO8,WLI^VF+8YK M:L]|5F+>KNJ[6_4ZY1X+5F/?;Y8-F6QM24^RYK9&:3T,TIY*2E>]>78[DX]6O

MRDR+J[=:I5_M(6BE$4LKT=\-7QNZ7]GAY/D^*ZSTJ3%9P]2<;C^-5QQ':8Q\ MEQ-N+W+Y)^VC+O9-Z?-[ZVX\E6'K/X#_ (%]4QDS<7Q?+=$[UXF?;],\GEG4

MMD[]XMDXOF*\II4QQZUG#H4T(M7MVM6WRID7U5U:-+92N- VABN2ZPN#JFFW M+I%K]N>+(K6O8MY^5;HL'(8R:JK1Q++>-STM-U6EM]T+\//PXYR<.

MKUMP?,=$[=YQTONX)_LBX.LS/EMDR9]3!KNM/'&2]-')']C?.VB(U<6+!N9]K4\\Q'>DY+\SJV MR7\LUUZQ>:XY'L

VEKC:EJI>]>L%UB3G82G*>:6;E#;&ZBT^U9R9.*W\&UDUYOJKCW- M>E_C.EFGZ<&WAPYH].\(^FF?5O0G670>_/&=9=,;/AM^QR3V>_&U-3 M

#*FZX_O8N:WXT[=^8F'A4;K[YX<[^^Z_D^%%0&H M)Q/#B^]^XQ?@?7G^'_9P;]X8_/3BOP?(?F[::=@6J 9*W5]JYO MSN^D_M[\Z[B%.^L?G5U!^-MW^?NCX#6P %A3PP?O4,3_ !*[

MD_N:VA)/A3\[L7[PW?\ Z0YG_ ,BL M(^M_78:9XA?,WG/P&O\ ENLRQ@J4 :3/AAO=6XG^.O,G.63?]M:9>MW&CDO= M)4Z[W?*;':%R]9[/NLQRDJ2[L?"

(3T5,&_3Y<'G7LJP]4&\/>6YC<+IE=GSJ4 MB S#(WZ]\-^.BS9CD3&L\MZF\AUKFG:VZ^TO%\WM57K M,/D/1&')BD]_,=M^2V]A*Z7>QVYJIYELKYS?

3G,]/9O8\IIWP1:WEQ;%>V75S MQ'>8G%GIWI:9B/-[.TURUC[?'68F(XR#! M 'T33NVZ-97EW']@ZNS&P9OB5V;JNJ8U\QRXL7*&B6RA MQKVZV3%L4AW:VNK]FN=LD2[=+2Y$E/-

J.WI;FQQ^WK;VKDG'L:F?'L8;Q[HR M8;1:OFCO'FK;MY;UGTO2;5GO$S#7BXD\D,,Y>\:M,_NMMRW$Y;]$(2[<DI2.U52Y7#\G@YGB]'E M-:?U+=UZ98K$Q/L\GK7-AF?IMAS5R8;_

/BI/;ZW109, AM\0-[H+ MF1^!=1?X@M3!I/B-\R^;_!Z?YQTV7"%30 #2S\,U[IW5GXS MJU?GW/"TGA;\I]K^A4Z?:PK]BS M5GV$SSE[GED?D8SC,A]B99-

1V28PMJ'L38D-I:W7GWG5T=PW#7:1W,D\IR[*+B_=+U>;E)56JWI,I] M5?3::11$>'#82S"M\|-J-!@1XT..PPV5BVMO9WMG+M[F?)L[.>|Y,V;-:;WO: M?

IF9GW1[JUCM6M8BM8BL1$>D!U@ 3E].GH&< MR^=DRRYIE5BG<;>/4I<&9)VELVPW&)?|KLTA?]\ DI@7;*UOQ^UV)?;H_ MCN&/-.>K%R*X26:VYTW_ *9\/.;Z@MCSYL=N+XV?

+:=O:QVKDS4GZ=37GRWS M3,>L9+SBP3'K&6UNU9Z4\0QT^>-'3NPW@3JWCIB4BV?9RT\AY^?9WD4REYS[M9-[MDC23$*[9=>J,16%I@-S)]+19+-;[3CEE3-

G*M5HBOW*XOS#*>)'3G%]- M8>GM3C,,T]I3DK;.QEM[38VLE)T:UR9KS$1\F+6\F.E8L?FMY*1-K3:M $6 M &TKC/[W,?_ EJ_L$<+R8?UK%^#I_NP|V'(&:=XFFPJ ML_5=V5<%-

);IE6J=+WY"Z5K6KR8^%QL8J|JE4)\E47CBF>VE7*=K2;^I2M:H M05=|4|?DZOVK>[VVGHY/W>V",7_^+M_ @ ".0 #9-X[9FC8 M_'[1>PVGTR6L\TYK',VY"'&W:/HRC"K)?

$/)=9KZ3B743DKHXU]S717G[*/=Z?4^QAW0 M .6^8O,7IG!?1F4;^W]E#=@Q.P-^ MR6BT1/0DY3G>4R6'W;/A.$V=U^.J\Y+>51W?

19]5B#;H+$Z]WR=;+#;+G:YK0X#0R\CR.6,>#''EI2O:0?4MV^_FVT+D_C.L<=G3&]2:1LERENX7KRT+JIEN4XVOT6\CSFYQ: M(KD^;3HC4VY/U7"MD6R8W%M5@MI57JCJODNJ-

V<^W><6ICM:-/0I>TX-:GNB MW;TC+L6C]=SVB+6GO6L8\44QUC@#5P =9\1. M"_*7G/GK>O\ C3J;(,]FQWF:9#DOI4M&!87%?4G_ %[,LVN-&+!8&J-J4]'A M/S'+Q=$MN-

66V7*51,=1F>%X#EN?V/BW%Z>38M$Q[3+V\FO@B?V6?/;MCQQV M]8K-O/?M,4I>?1:QR_P^>B^!O3-YA;SW;=X&_>4UKX[YA<;+=_8GHVK]176E MO84M>N!'-2F=?LBAR%/-,

[!R=]/+0TB+(QW%\0F4F/3B7(V._$V+\NWE68(D =!<1/OKN+_P!(M;2WUEXP&3X7^[/$_C/0_*L38N"ZH .*.I5[N;G[]"CE M3]1>=A@NJ/FSU%^(N7_-^PR)@IH 7^/"1?>5\D?IO/_5/K

MH+%>#G]PN4_&T_D>JMI*G3G6(S*:U\DI]1Q//-, MQ6(F9B&3X?A>7Z@Y'5X?@>+Y#FN5W+T]C?WMG)/KY,&KJX\N;+,1W

MF?)2>U8FUNT1,Q%7OCJO:XQ'VNR:.L+FR;ZVM;/VSWQN;9<(BN(K5-7(T:OL MV0Y#1*T*0I#;=AAN(4B1$NTIM5$JHSXH_#MZ/X#V_&^&7%WZQY2EK8_T:Y.F MSQO36"U9[>?

#AGV/+M_*[%+1;#L:&'\3,0];FY M8[[WP_(3G^?71RQO.+6WB%C76PXC&:7YT2QJ&>IMNXT936JF&I-[=NEPHA2^ M^8YWJ[O/CQ%\>/%Q1R9]]5=5;U^-R7M>G3_

!EIXO@<..WVN/\ 0[4FE-N, M<3-:9^2OO;<5FT6V;>:W?T5\-O 'PG|*<6&W2726C3E,=*UOU%RE/T5ZAS7K MZVR_HEN5O?3G+:(MDP<9CT=2;Q6:ZU?+';G(AY,P /. M8YDV1X?

=XF08G?KSC5]@.4K:M];D.+W-G0W<%HM$]\6SJY,6:D=XCO M%+Q$]O+,37NQ7,\)PW47';'$=0<3QW-<5MTFFSQW+:6MR.EGK,37MEU=K'FP

MY.U9MVFU)F.\$$Q*3'1O53W'@BH%FVS;86V,:80F.Y=%5;L>=QV4UHAMVEUC MMJM-Y4PWYU6W=+6BXSUI361?FG%./+N;X9?#F\0^EYU>.Z\TM;KSAL5:XK;T MS3C.J,6.

(\M;SOX:3HMIZE;3&'BLE(ICI,K MHGF!HCD,TU&P7+X\3*%-U6_@^24;LF6-50FJW:Q($AU3%[8:13U')=E72.P MA2:2UQG:U:3Z)>%_P@?"_P 6J4P],=08L'-

S6;9>F>9BG&\|3RUFUYP:F7); M'R6*E.U[Y^*S[N+%6:QL6PY)G''F]XJ?!V\5?"""^3-U3T[ES\%%XKBZHX6;| MGP&3S3%<<;&WBQUR\9FO;Y&/!RV#1S9;5M."F;'$9)Z>)K0> M

94W7']['%S6_&G;OS$P*C=??/#G?WW7\GPHJ M U !.)X<7WOW&+\"[_P_[.#?O#'YZ<5^#Y#\W;33L"U0 M #)6ZM7O-^=WTG]OP?G7<0IWUC\ZNH/QMN_P _ ='P&M@ +

M"GA@_>H8G^)7&[_N4:3@6? !$1U MYO=(F;!UU@&V,0O6OJH83 MB>Q<%R2*J#D&'YOCUJRG&;S$56B00N5DO46;;IB$K2EQNC\==6G4(=;JEQ"5

M4.#9UM;DQWCU5@.;'A7N, ^V/ MLUF/#?/;IQNS66^N?'U[E*[GG>F9C[OG5^#!?D2'\|\PAA]U59*)$;Y9A;;?2 MBX%OQ=B$N,BWD4\[X2<7N>TS\)L7XS8F?-&MF\^QHVF??6LS,

[&")GU[Q;/6 MOVM<45FL5J5C.H^"\]]WCLMM:D_]=U8G9U) MKZ=KVR8HFV&LS,1'QBF&TSZ164:P:L M O.>$PY;/Y'K;D#PKR6Y>K+UO=(>\]71I$KU9-,/R^1&QK9%JAQE=OLM

MHQW+V<4O::-4=2]=MC75QZK"JM4?) ^|'N8G+J\CP>6W>VK>N_J1]>CFF,6 MU2L?L:8\T8F5QU?%Q^M:?2;Q':^QEK'K.#7\U9O'I.2\TQ1:LXF],O/96RL]

MW%GV7;2VCE=YSG86=WR=DF7Y9D$Q4V[WR]7%VKLJ9*>K1*&T_&EF-%CM,PX$ M11B#!CQH<=AALJCM;6QN[.;;V\UJC9V,ELF;-DGS7R7M/>;3/^](B(K6L16L M16(B/3 ZX

^I:DT5NO?F1MXAH_4NR-O9.XINBK M'K?"N%#13SUNY9[?U<&7;._TVC'6WEK'TVMVK$1,S/;)6!.) A=N>>['+=>N0%WPC MB9ADI+#[S61RH>S-GN1)"%N-NPL#PJ](L4=VB*-

TD0'!*.H=^:WY&^OP^">TS&6U=K;\L^L377P7]G$]O?&;9PWWB[37OWB+7 MO![H/=/[A%+L^7VC7C^[]OVI$1YG:F\/L=ELVTW:/2CB[CAN'I@QL*Q!]N5Y MNVRY1;+-

RJVM);8IE$FJ7'GB7^!/\NG.!FF:FM._NT[3&YO^7-:EX]?-@P>6 M,&&8GUI:,=LU8[1I:WK,S.AO"D3XP/\ ?)P#_ ?)G^VZ*"!_&C]=Z=_!\I_O M:"F*$'@ &TKC/[W,?\ P):O[!'"\F']:Q?@Z?[L/-

AR ! MGF>+#Q2MHZANINEVU,N*JJ4(JGV2 MN%>SH0I/UIR4[3-J6[1VGTCNX7^%']+O_O'(M7\DD/],0P'V6>D_KY+_,H_YQ*/Z7?\ WCD+^22'^F((/LL]) 7R7^91_SCX4 M?

TN_^\D_KY+_,H_YQ*/Z7?_>.0OY)(?Z8@ M^RSTG]?)?YE'_/A1_2[_P"\.0OY)(?Z8@^RSTG]?)?YE'_/A1_2[/QR%_))#_ $Q!]EGI/Z^2_P R MC_G'PH_I=_| >.0OY)(?Z8@^RSTG]?)?YE'_

#CX4?TN_P#O'(7\DD/],0?9 M9Z3^ODO\RC_G/I6FO$<=.C> ^W=6Z2P)>^7LWV_L/#-98BBYZLCPK7]LF=Y#; ML9IJ[K-;RF4N#;&KA0W=30U_T0G8

MW=G!JX?/J16OM=C+7%3SVC+/EI%KQ-K=I\M>\]O1/2$A@ ^>;:VM@&C-9 M9WN+:F20L0USK7%[QF&8Y'W:M* MQ-

KVF*TB;3$3EL=6#J<|,ZF7(>9G%WK,QK2>!2+SC^AM9>LM#..XF_/4I639 M"PB0_%E;!S%B/ FY7<&E.-141[=CUO=1:IVJ+/';<1ZK4EG&KC;

M)NRKQ%=13[E+Q[!;M#4M24NR6J54JAN?$^'W5/+S2:<=?1UYJ^QR7FTZ1$^O M>,5J6VLD3W]+8M>]?=WF%H+AEX5WBKJ1ZUY9R[SR_RXA@V/6O&,=MK=:4]14:U6>-#AI?

D*3ZDJ55I4F6^I4B4ZZ\XMQ1 M*>KJ:NC@IK:>OAU=?'':F'7Q4Q8Z_7VI2(CO/;UGMWM/K,S+A7K$>Z[YS_1X MSK^QMAK_ %K\T^?_ !;L?_*&3L%/P #1&*)[M?8?TO-F_5

M=H\+*^$/S7V?QSM_DF@LU!*8 &?1XM?[_707T0L8 &?1XM?[_707T0L7 M!=4 \'%4]JW-

S]^A1RI^HO.PP75'S9ZB_$7+_F_89$P M4T +_'A(OO*^2/TH'_ *I]=!8KP<_N%RGXVG\CU5K@)> M _6XXAI#CCJT-W4IXXXI*$-H12JE+6I5:)

M2A*:54I2JTHFE*UK6E*'XM:M*VO>U:4I6UKWM:(K6M8[VM:T]HK6L1,S,S$1 M$=Y]/=]I2V6U:4K:][VBE*4B;6O:TQ%:UK$3-K6F8B(B)F9GM'K[XO\ DQU. M-

9:K5<,4U"U"VIG3%7XK]T:D.IP*P3&U40KVFZ1JH=R=YNOG6D7'WTP%>2D. M7Z. ^VJ/6E'C-\-/HO=O@N@*:W7/4^*\S@XK+&K;M-;\IBRUMBF\O@G\"#K?KR-3G_

!#OL]!]+98Q9\.CDPTGJSEM M>]9M$X='-%J<'BO':/\MBG;KWBU.*S8KUS1!5N3D%MS?EY3>=H9C<;_ .SN

M..6RSH[(&.65*^Y/9:,%"2S;HBZ(K1ER95EVXRFTI]MF27$U77S!\1/%CK[Q M5Y&.1ZVZAV^5]E>UM'CJ^75XCC8MWCRZ'%Z\8]3!>:3&.VQ[. ^WGK$?&=C-; MO:?5#PX\

(O#WPFXV>-ZG&Z;;YGD[5]3YN0Y79G)N;%?-$Y*: MT9,>G@O:W;6P4GRUX\AAQ;+[#[*Z.-/,NMU2XTZTXE*VW$*2M"TT4FM*TI4YL67+@RX|V')

MDQ9L.2F;%EQ7MCRXLN.T7QY,>6GEO3+2|1:EZS%HM$6K-9B+./+BPY\63!GQ MX\V#-COBS8EHM6U;36T3$S"3WCAU/=JZP5 M\L;/T5IL3&RSW]U/O/HU/@MJ 0V^(&]T%S M(_

NHO\ $%J8-)\1OF7S?X/3_..FRX0J: .6?AFO=.ZL_& M?NK\^YX6D|+?F?I_OK?_ "FZ?T$\ /F.Y]OX#H#4^PMU[1 MO3>/:]UAB=XS+++LM'JKC6>RQ')3S<./12%3+C,6AN%;

(#:O6GW"1%AL^;K[M= ZF]NZ_':>SO[=_9ZVIAOGS7]\Q2D=Y[1^RM/NK6/6UIBL>LLGGJ(U$EMIL]#U+SVSU'RVSR6QWI6]O9ZN"9B8UM6DS&'#';T\T1,WRVC[? M+:]IJ\1'$88

#ZQJ?06]-J755CT?IG:FX+PVM+;UM MUCK_"O.YD>]J456LIC&+7DTU-;-L6CT^F,5+$'I\KO;M&S>L^Z$P.BO#@=5'=/L]X; LEC=HTYW56N1B>&TSK/H"X]$H]1BZ8G

>6IQ%&DN4H\IHW3C_ RZ MMWO+:^EAX_';MVOO[./'Z3[^^'!.QLU[?3%\-)]8[=_7M,MHWPB6/M4@SN2W M+^[W!2O05<\6T9@<*T4;^12LEJ#GN?

2KY5_[I6J&)$C6['R$T<(ZZPS%,!Q2W=WV/QG"L=L^*X]!(Z)HJD.RV*' ML7NHA%%>A&;[J)3 M2OGVT\C<\&OKZN.N'6P8=?#7[7%@Q4PXZ_\ EICK6L?P0]L#F %(GQ@?[Y. M ?

X#Y,_VW100/XT?KO3OX/E/[]04Q0@\ VE<9_>YC_ .!+ M5_8(X7DP_K6+|'3_ '8>;#D "C[XOG O97LDFJ])\T]Y OC/K]L_ [<1^N8M_7M/X^ MMDI$_N^VR=OW)4T0A$

T.O^G[F^WGI_9_J69+]6YZ,WYD\ M.!#J_P"I6)AVQ;+8\RM+M&J_*81*RUW/_)%*>DXXPXZE:G7'TMED_"+> ^,=. M;&G:W>W'\CEK6O?OY<&SCQYZ3V^B+9IV?O3,3/O[K.P2J M

,W'Q0>RV\ZZI5[Q5IWU*Z7T3J'7+[?](71F3=XU\V]5*D)K]R6N+ MM*(NM%T2ZI%6UTK5NK85B\5]J-CJS)AB>_Q'C]+5F/?VG)&3=_@]-ROO]?X. MT*[H1H E>Z&.!?

LBJ6/A78%,^JBV;*O.>*I7SHENFK]?YAL MAMU2O683]S>Q5NJ/-ROX+$QS'>*;5]C]SXIK9MJ. M\'G:8G#'\IVGOVG52"VX *#'B9^]"K]UM[CR M&\QW):5K;8PEQ=%

(1)LFKG%.HN;'8IJ3GCLIIY/K8G >65Y\4^J_CVW_&.Z M63^U-'+YN0R5[]L^[3TC!W^FFIZ^:(])V)GOZX:RJ;!#H M 'DK'8;[D]TB6/&[)=LAO5@=2Q

L]CMTR[72:\JODEB);X#,B7)>56M*) M;994Y6JO)-*?]1^|>/)EO7'BI?)DM/:E,=;7O:?]K6L3:9^'$). -%]%#JB<@ MJ1I.%\/]GXU9I"D*K?=O,6O2MM;BK51*9[36T[EB=WNT/R51Q*K#:

[N\^U3U M(S+Z/C#:^/Z%ZLY+M.#A=O%2W_:;D4T:=O[[MMVPWO7Z>^.EYF/6(E,OHSPD M/([(Z1)O(GE!J75D5SR>>LVL,:R?;E]2UZ;;J0YL%0INR6-

Q\A[I'5ZLAG/|@/XIC+SZ:I4BK5DU9+ADEU9>I536VU&[R5X]9C8V)PXIG[V3K@OV M^];+?OI[QZ)]=%\.^O2*U&X_<>-/:B<0Q[.Y=<'P''++DUO,QZ3-

[VF8]|^KI ,H (V.L1[KOG/]'C.O[&V&K]:_-/G_Q;L?\ MRAD[!3\ T1O"B>[7V']+S9OU7:/"ROA#\U]G\<[?Y)H+-0 M2F !GT>+7^_UT%]$+&/KGW2% M*

*!\9W=OS67'S$GD.+8MT"CK3MRFPV%T=(Z\2O%3HOPGX#)U!UCRN/3Q6C+''\|=A\F;EN9V<=(MM\4XK1]I2^QEGO2N3->V+3U?:8\FYLZ^*T721X8>$_6_B[U!CZ>Z+XG)NY:S MBMR/)9YO@X?A=7)?R_'.6WYQWIKXNT7G'AI7+N;4X[X]+6V> ^UN M1CL['+U,Q3-//AVLV&FW;V.|"?@G]!>#>/5YGG3G'7G)30BOVD$RKBU0 M #W']@YKJ_)[=F>O\ENN*9-:ET7$NUID>B[Z=5H6[#E1JHY%N M-ME>FA$ZUW%B5;I[-*L38C[*E-UV3I;JWJ3HGFM3J+I3F=[@N:T;>;6WM#+[M._E\U;7P9\=XM@V]/-[.M=G1V\6?3VL<3BV<&7',TG?^D>F>NN#W.F^K^% MT.>X3>K-=C0Y##[3'Y_+:N/8U\D33/I[F#SVMJ[VGEP[FIDF,NML8LI+>)\N M)G4RQ/:#MJP'>#=NP3/I%6H5NRQA=(V$97+4XAEAJ5[0ZI>*7J51:*49D.OV M*;(;?7'N%J=E0;)7U0\!OAG\#UODT>E?$RFGTOU5F\MI[CM['IKG<\VKCQ M8_M;S;@N2S^:L1CS9,O&;.6F6V:T;YM7C9\F_'_P"!+S_0U-_JSPOON=5] M)XO:;.YT]EK[?]C@=>*VR9L M3$^Z8GW>L*#S$Q,Q,3$Q/:8GTF)CWQ,?1,?3#_3Z M !E3=_<8OP+OS_ _[.#?O#'YZ<5^#Y&#\W;33L"U0 #)6ZM7O M-^=WTG]O?G7<0IWUC\ZNH/QMN_3Z]=:V L*>&#]ZAB?XE= MR?W-;0?@U?^=V+]X;O\ N4:3@6? !$1UYO=(ZMQ/\=>X_P"^ M+<^H/"KYHX/WJO?SE5A:(!X6_XYCV1M3$1LE5R2MRS$T3,M%_M<&\6N4BE*T[9-ON+$F(^GRJJGDZRJGE6M*?NU#CR8L6:DX\V/' MEQS[Z9*5O2?W:VB:S_##@#;'2*Z9NZURG\JX4Z&K,G(JB9<*Q!O5=XE5K1* M?6?O.K9&&W5V71*$H3,7,K+2A*4)>HE-*!KNYT;TMO=YV."X_P UH[6O@PQJ M7G[\WU)P7[_^+S>;[Z/'8OA>^EMFOK5QBS;WU IQ#M&TZ^V](NK4=2W:NMU0MC:UAV8XZEE/^KH2\ZNJV*JJXI[UF?3WSW]7#>><^$+TQ<%UKK7FGL_$D>5>U.#.C;_JO.[>']|:>'9_F\VI]_P#_ (CU MXYS;PBW)N!5?["'+31&5THE=&ZYMBFP-?U4KMK5-%T1479=$)JOR2I2:KJE* MJJHE5:414PN?P;Y6O;K6\ 9UVNW_\ 'T^CD#-O"^=4S%*+ MK8K'HC9G:M=$TPG<$>[5SRK5-%(_9'L&OZ42JE.]/[50KM2BD)7YHH87/X4 M=6X>_L\?'[7X#=BO?Z?3XUCUOJ?9Q[G'0PZL>OO55?.%FRKDEGU:U7@UYU_L MKU$M=GFMEO7F89.\[WT<35I"6ZNN?+HE%5-.I28;/T#UAK=_:<%M6[1/K@OK M;7N[>[XMFS3,^OIV]9G_ ,LN/,YX1\S=9*DIV+Q,Y*X.F(EQQ]_*]&[-L42C M+-7J+DMS;EC$>()#\F'EHF,O.17FFUNM/+9IWAA-C@N;U>_QGA^4UYCO,SFT M-K"::_RHM;%$37TGY<3,3$=XGLYJFP9ELF/P+C#E6^=%75]3"FQWXDN.[2E M*U;D1WT-OLKHFM*U0ZA*O*M%43\H,7:MJVFMJS6T3VFMHFLQ/U3%O6/X7Z0_ M(#R^+Y'=\.R7'I)85:\RQVW9%;U,R*)120U6)<6: MMO40BCJ*I71*:*\J%W-/9IN:FKMX^WL]K7P;-.T]X\F?%7+7M/TQY;1VGZ7O MX=@ !#;X@;W07,C\"ZB_P 06I@TGQ&^9?-_@]/\XZ;+A"IH M !I9^&:]T[JS\9^ZOS[GA:3PM^9^G^^M_\ *;I_0D0 M I7^*OY^/QF-?|3QU[>.Q%P8LVX>0ZH;E?-V*U*4_JC7TQ25=M&U3(C^Q+ MW >1ZG?&UU/CNI0J0VX0;XN]13$:W3>O?TM%-WDO+/OB+=]/6MV^COS[.2L] MI]-:T3[XFD^$$@ #]D.'+N$N+@19$Z;.D,0X,&&P{)ES) M/^!W*C3S>9\B+E(P%YR*MI$FKT M/7T:WWK:+_JQ'&G+?(DX7 LT]QUME-X:0W^D13>>(\..J>6BF3XE7CM>|1:,M_)6G7F:]HGO76K7)MSWB8\LS@K2TS'RX]9BP5Q_\)%H/'TQ+CR9Y/;+V9.2M M$B1C>HL0NE$]UOEWK)*[&OUYAU51??+@Q\1EN(6E+;<53=7'"1N.\'M./Q^6W*\KM;5O?.3"W_+V_:(KV[S-'HKHG=+OCW M2#(PSB%K3)KU"2TJN1;>9NFZ+H_,::]+[(T9V=<,HLMMF*_63Z0G6BTQ8|CR M?AQ8SB$*2;SQ_0G2?&^6<'"ZN;)7M^J;L7WKS:([>?MMVRXZ6^G]3I2(GUK6 M)2=V.PV/&+7#L>-V:TX]9>;7EB!9[';H=IM<%A-/)#,.WP&8\2,TFE*42VRMA%*4\[)#:\>/'BI7'BI3'CK':E,=:TI6/JK6L16(^]$1#RP?L !2)\8 M'^^3@'^ ^3/]MT4$#^-'Z[T[^#Y3_>T%,4(-I7&?WN8_ M^!+5_8(X7DP_K6+\'3_=AYL.0 *LWBR-:+R/@KI/9D5A+LG6?)*T6ZD>F/8U\]9GO[_URF*.WNGOWG0OSZ KB 6I/">\@J8 M)W7Q[N4OT+5R T\SD%H8K5%?;.ZTQ=I%SM<5*5*[D>>$YAL6:XMFJE5^QSM27&EIKZL]QMK=JH!R\W#&E(G6?*-ZYW#QB:VY5 MU$K"L2NKF%X/)HNM:?$[B&.V1RJ4UJVBJJH:K5M*5!3;JG?_ $3ZBYG=B8M3 M-R&Q&*T3W[X,-YP8)[_?P8L<_5'T>CA\LF>%?UDO,^I3 M>\W<9\X>G^.VR,I;E*\NQN[Y+>L.UY"B)^2I7M$FTY;?Y"*T[$>C!DT4[156 MVGR4/"75]OU1DSS'R=+C-K-$S[%\M\&M6/W;4S9)[^GI69[^Z)T9 LP $9MO5RYS0NGYP=AMNM.BL[/O<5.L]&6^1Z3CD_;.9PYT>Q7!,5^E6IL7"[;%O. MP+I#=JAN=;,5E6ZCB9$V/19JW67/UZ)M#*/O=YNV17B[9!?KC,N]\OMQG7F\W:X/N2KA=+M=)3MLRXW&=)=4IR1-FS'WI,E]RJW'GG7'%JJM55!43)?OO]:DM:^3)>U\E[3,VO M>]IM:UIGUFUX3-IFWK?N_A#C '<7%#IK\WN;$N'_ *.O M'K.\OQJ5(JG=M7]#.-V,^*9[3LWK[4KZS$]JG-Y,,S7M/>M;6OWCM%+ M3VB;'"3PCNR+I2+=>5G*C%,.9HME;^%Z+QBXYM[!FB?7U^F9M]&^&_Z5VF?8Y5ZU%E^]KW#;0E%YW=L*]WIMQVGGZCTC%L+ MI@F#S/5\^VK,_%Y;+2:4])M"NY:C>]#PQZ2T?+.33S>31YU2W:=X;II\=Q_'T]GH:.GI4[=O+JZV''B8FM>_RHQ4IW[S'>>_>9F.\^KZX'= 1L=8CW7?.?Z/&=?V-L7ZU^:?/\ MXMV/_E#)V"GK !HC>%$]VOL/Z7FS?]NT>%E?"'YK[/XYV_R M306:@E, #/H\&O ? ZZ"^B%C'US[I"N7C%\X>._$V+\NWE68(D M =!<1/OKN+_TAM+?67C 9/A?[L\3^,]#\JQ-BX+]@ M XHZE7NYN?OT*.5/U%YV&"ZH^;/47XBY?\ -^PR)@IH M 7^/"1?>5\D?I0/_5/KH+%>#G]PN4_&T_D>JM;AN-^+=1>(&SKS.IP>/-6 MVIPTY<=+8-[J3)AR1EUL4TR5V-?C,-FYA MYODYV>F_#O6V(C W5,2U6N+W* MI'@PVFF4J4X\Y1V0|||YXY=;===5>(O4&YU-U?^UR_*[EI_5,UO+K:F"MIG M%I)V-_>S^6LY=O9O?):L4QXYIAQXL=/G9]#<0 M D]X<=13*=*]MFO=M/W/,]4)]&%;KEYN3\K MP-A"&X)V%M6^^FMVQF*VA*7+&ZI4J!'2E=B>HABEGG79^#S\+KG/#> ^ETEU] MDW>HNA()GKZ>YWOM<[TMBK6N+#73MERUQX7?2L1DXS),Y]3%$6XW)6N+]#M MFCGPCO@=\%XF5W>K_#[%H]-=?6]IL[FEVIJ<#U5EM:^;/?=KBQ3&AS>>]IFG M*8ZQ@V\TS7E,XB)MJO-IE-RX,R.YYT M[FW6ZU1QM=%,R&'*(?C2&W8\AII]IQM/KEP?.\/U+Q.CSO EHMCRXKQ7+ARTOAS4IEI>E?'CG>!YKICE]_@>% M,W>&YGC,]M;?XWD,%]?:ULU>T^6^.\1WI>LUH4D1WOBSXKTS8;WQ7I>WL!E6 M) &5-UQ_>Q'%[]QB_ N_/\/^S@W[PQ^>G%?@^0_-VT MT[M4 R5NK5[S?G=])_;WYUW$*=]8_.KJ#\;;O_='P&M@ M +"GA@_>H8G^)7&[_N4:3@6? M !$1UYO=(IY7@>#9W$I SC#,3S*"E#C5(658[9\AB);=]FKK=(]WARV:-N5;1 M5Q%$42OL3WTKVT\CAS:^OL1Y=C!ASU[3'ES8J98[3[X[7K:.T_3];DG-^F9T M[]BU6YE_"'BS<93B5(7$]35'8Y>[#8;9=E112M:M)5-K1E=:K: M[%UJH,-GZ5Z:V?7-P/$VF>_>U=#6QWGO>3'CID]/H^5Z?0XXS[PT]20SU#K ME>+#>&7%SSHFZ8!M+;V-K82]KJJI9LZ,YE8M(:W>ZBW;XXBC;32%H835JIA M-CPWZ.V._P#()A:?V6MM[N+M]M[J?&+8?I_P??TB._;M":W;WA*^'F3)D2- M*\B-J:GGO)IZ4?,(>%[;QV(NE'*5]"W1[9KB_K:5YLUJB5EDAWN0[Y/T2ZA+M)K6[X.\+EB9T>3Y#3M/NC/7!N8JSZ^ZL5U1GA:.H:/[= MF;>-+7_4G)JPQT.N,V[&<@_?%LXKXZ"YD?@747^(+ M4P:3XC?,OF_P>G^<=-EPA4T TL_#->Z=U9^,_=7Y]SPM)XM6_,_3_?6_P#E-T_H2( ]1S_ #C&M8X)FNRWWF/YRNY#Y=RRY([IY'YRJ*7D.W]@ M7[+EQ)=LN_L&1;ORJV/2D7EV,ZA-QLFKL:J["D MYS?(R:K;E3:3+;B=G?0['NN0-W1#%GF&[]*=#,]. ^EQ=+^7+OYJS/GF M)^5CU,7>[&2/IMYJ8:3WB^2+]D M >\&>E#PHZ?5G@UT9JN%<-CMPJQ+OO'8 M28>6[=O:G6JLS%(R1^%&B8I"G-UHW*L6"6O%K#)0VTN7;9,E*Y+A8G@.D."Z M.UNV6:Q&&MH[1./7IAQSVCS5F>|S) &T M I$^,#_ 'R< _P'R9_MNB@@?QH_7>G?P?*?[V@IBA!X M !M*XS^]S'_,"6K^P1PO)A_6L7X.G^[#S8<@ 1%]=S4*]S=*3E]8XS-' M+EAV#6G;MO>HU1YR(C4.78_L.^O-TK\:/6Q3'\@@O.IK2K4:6^OSK1-4J--\ M0-+X]TAS6.(^5@UZ;M9[=^WQ+-CV2LS]$6F66&%20 M #JV(@OR1N'$+F!QVY(P^2)2&-4;0QR^Y&$"4XB5^7'[O3S>Z?[5DMEL^1V*/+CM%L>2E4#]@ .*.HWR1C\1N#?)SD#]DV[3>\%U1DB, (MEK=HRJNRQU8CZ>|[&3"I[H[S]#(F"F@ !=V\(M;]*L?%>9V^9;"E4NV0:MU%8)/8FB6OM>MN29EET>CBD56I3_ -L^$NJ0A:$I MI'2MQ#E7&JM$\^#6GVP\YR$U^WR:FGCF/_P=%<7\3C7+*(S+K%8T[;VT;;;<@N*W*QG'*2 MD8[@5<,MT/VI2)%LNUTRV$F.Q1Y]R05Q\6N:G=YK!P^*W?!Q6&+98B8[6W=N ME$2@ '0O%OBCOOF7MRR M:3XZZ]N^P+H^RSZ[\M6!$3+N8CO M,5KYKVK6;Z?3F\-=Q5XP0<>V)RLC6CE3O5EAB;(LE]A>MH/#+IWMO4CV'!KA M&:FMMN)+I],^%_$<5&/9Y>*WVNU6 MJ'"M]MLMEOB-)8B8&(VU%AQ(K*$,QXT=IMEEI"$-MI0FE*$GTI3'2N/'2M* M4K%:4I6*TI6L=]UK6L=]UB([1$1$1'1$?0\@'["-CK$>Z[YS_1 MXSK^QMAJ_6OS3Y_\6[' ,H9.P4_ -$;PHGNU]A_2\V;]5 MVCPLKX0_-?9_'.W^2:"S4$I@ 9]'BU_O]=!?1"QCZY]TA7+QB^HOQ%R_YOV& M1,%- "_P >$B^\KY(_2@?^J?706*\'/[ANCOPGOA5X/#B-KH3P_SZV]U MUDQ>3E>5_4MG3Z1IDB/U/V=HO@V^>M2?-CULGFP<;$TS;M,V2:ZDWN^"Q\$K M8\3)U.OO$/7V='H''DC+Q/$3[35W>L+X[3^]3DK-,^GT_3)6*Y-K%Y=CDIC)MATLF'"%MRM=VZW6YWVYW"]7JX3+M=[M,DW&YW.XR79D^X3YCJGI4R9*>4MZ1 MD)D+6Z\]ZM2WJ4I2JU]>1^_O[O*;NWR7);>QO\ (;^?/N;N[N9\NQM;>ULY M;9<^QL;&6ULF7-ER6M?)DO:;9+3,S,S9[#/'2L5I6(B(B(>/.B[@ M '9'$;F/G'%S(UL,H>R;6=]FLO97A3S_ &]J_D,N M7[&G7%>E;<@9C)2A=%=L*\,,,PKG1*F8,ZW6)\OA$=3>"/,6QXZY.9Z+Y/9 MQY.=Z;R9?+Y;?)QWY3ALEY\FGRV+#VC\>)[:W(XL>/6W(K./5VM2M_P (3X./ M2_CKPU+5R=2*KXKFL=(]IO<1DSVFU?+WVN.RY(M6;X[X\E_#OKCH?J;PYZFY+I'J[C7R9<5_E8=G#;O.OO:.Q$1CV]#;QQ[76V<7>F2DS$Q3)3)CI[^;8U, M RINN/[V+FM^-.W?F)AX5&Z^^>'._ONOY/A14! MJ "<3PXOO?N,7X%WY_A_P!G!OWAC\]_*_!\A^;MIIV:!-H M !DK=6KWF_.[Z3^WOSKN(4[ZQ^=74'XVW?Y^Z/@-; 6% M/#!^]0Q/\2NY/[FMH23X4_.[%^|-W_Z0YG_R*PCZW]=AIGB%\S><_:_Y;K,LB*E &DSX8;W5N) M_CKW'_?%N"T^A5\T<'[^WOYRJPN$D M ?!N0W%_CWRQP.1K3D=J+"=NX8_[^M^;;4Y'%*34QW)<3QO,:\ZO)Z6ONX)[]YJ1-L<,;7DG(SB7)R?;_!FMJ9MZS;$KFW%N M&S-%VENC+CUPG2(GH.; U]#<7(>>R2#:8U]Q"TH;3X>K\=5_*JJM%4IY(06B!*LY.D-6D_JAN;V*/W)SSG_ /GFE8&" M1@ $-OB:O=!%I/"WYGZ?[ZW_P ING]"1$ M OB3N2CVA.F7G.'V:?['E/)3,L7T=;ZLO.MS&L;FUFYEG[Z$-*3WPIN*8E.Q M.Y5=\V/2RMME:5+?;34COQ/Y3]#NEMC!6TUR\IGQ:%>TS%O96\V?8F.W[&V'M#;#;O\GMFB/IAFDA5L G4Z&'2:D=1[>TW-=IQ)L/BEH^Z6 MJ7L]Z.]*MTO9&226G9]CU-8KE'0E<=$]#+-RSVXP9#5QLV)NM1(,FU7K)K#= M8GV9F9[RD#H'H^>I^0MGVXM7B-"]+;%;K=!BM-1XL2(RTRPTVE#:$IY'Q:/#APZV+'@U\6/#APTKCQ8<5*X\> M/'2(K6E*5B*UK6(B(B(BA[$'* !2$\8!)95EG B(E?G(8Q[D M?)<;\ET[69=RTFU'7W]E6U>HN')3VI55:?3!UI31;55$#>,\Q[;IZL3ZQBY. M9C[TWT8C_=G^)3*"$ #:5QG][F/_@2U?V".%Y,/ZUB_!T_ MW8>;#D #T;9^ 63:^M=AZMR9J8YLK!LLP#(&_30]ZED&SP7#'KJCT7/N3 MO=!N4A/IN?(<\ZH7\E50Z^WKX]S5VM3+'?%M:^;7R1VB?U//CMBOZ3Z3\FT^ MG_%C69QB%[UIFV7X#DL5<+(\'RC(,0O\)QM;3D2]XU=I=DNL5Q#]$.-KCSH3M[3B'$I6A3=4K2E5*TH4EV,&35SYM?+$URZ^;)AR5GTFN3%>:7CM[X[6K6,/6P MX0 #2L\.%S5;Y3< ,:U=DM[8G[4XEXFL=(]IO<1DSVFU?+WVN.RY(M6;X[X\E_#OKCH?J;PYZFY+I'J[C7R9<5_E8=G#;O.OO:.Q$1CV]#;QQ[76V<7>F2DS$Q3)3)CI[^;8U, M RINN/[V+FM^-.W?F)AX5&Z^^>'._ONOY/A14! MJ "<3PXOO?N,7X%WY_A_P!G!OWAC\]_*_!\A^;MIIV:!-H M !DK=6KWF_.[Z3^WOSKN(4[ZQ^=74'XVW?Y^Z/@-; 6% M/#!^]0Q/\2NY/[FMH23X4_.[%^|-W_Z0YG_R*PCZW]=AIGB%\S><_:_Y;K,LB*E &DSX8;W5N) M_CKW'_?%N"T^A5\T<'[^WOYRJPN$D M ?!N0W%_CWRQP.1K3D=J+"=NX8_[^M^;;4Y'%*34QW)<3QO,:\ZO)Z6ONX)[]YJ1-L<,;7DG(SB7)R?;_!FMJ9MZS;$KFW%N M&S-%VENC+CUPG2(GH.; U]#<7(>>R2#:8U]Q"TH;3X>K\=5_*JJM%4IY(06B!*LY.D-6D_JAN;V*/W)SSG_ /GFE8&" M1@ $-OB:O=!%I/"WYGZ?[ZW_P ING]"1$ M OB3N2CVA.F7G.'V:?['E/)3,L7T=;ZLO.MS&L;FUFYEG[Z$-*3WPIN*8E.Q M.Y5=\V/2RMME:5+?;34COQ/Y3]#NEMC!6TUR\IGQ:%>TS%O96\V?8F.W[&V'M#;#;O\GMFB/IAFDA5L G4Z&'2:D=1[>TW-=IQ)L/BEH^Z6 MJ7L]Z.]*MTO9&226G9]CU-8KE'0E<=$]#+-RSVXP9#5QLV)NM1(,FU7K)K#= M8GV9F9[RD#H'H^>I^0MGVXM7B-"]+;%;K=!BM-1XL2(RTRPTVE#:$IY'Q:/#APZV+'@U\6/#APTKCQ8<5*X\> M/'2(K6E*5B*UK6(B(B(BA[$'* !2$\8!)95EG B(E?G(8Q[D M?)<;\ET[69=RTFU'7W]E6U>HN')3VI55:?3!UI31;55$#>,\Q[;IZL3ZQBY. M9C[TWT8C_=G^)3*"$ #:5QG][F/_@2U?V".%Y,/ZUB_!T_ MW8>;#D #T;9^ 63:^M=AZMR9J8YLK!LLP#(&_30]ZED&SP7#'KJCT7/N3 MO=!N4A/IN?(<\ZH7\E50Z^WKX]S5VM3+'?%M:^;7R1VB?U//CMBOZ3Z3\FT^ MG_%C69QB%[UIFV7X#DL5<+(\'RC(,0O\)QM;3D2]XU=I=DNL5Q#]$.-KCSH3MJ3B'$I6A3=4K2E5*TH4EV,&35SYM?+$URZ^;)AR5GTFN3%>:7CM[X[6K6,/6P MX0 #2L\.%S5;Y3< ,:U=DM[8G[4XEXFL=(]IO<1DSVFU?+WVN.RY(M6;X[X\E_#OKCH?J;PYZFY+I'J[C7R9<5_E8=G#;O.OO:.Q$1CV]#;QQ[76V<7>F2DS$Q3)3)CI[^;8U, M RINN/[V+FM^-.W?F)AX5&Z^^>'._ONOY/A14! MJ "<3PXOO?N,7X%WY_A_P!G!OWAC\]_*_!\A^;MIIV:!-H M !DK=6KWF_.[Z3^WOSKN(4[ZQ^=74'XVW?Y^Z/@-; 6% M/#!^]0Q/\2NY/[FMH23X4_.[%^|-W_Z0YG_R*PCZW]=AIGB%\S><_:_Y;K,LB*E &DSX8;W5N) M_CKW'_?%N"T^A5\T<'[^WOYRJPN$D M ?!N0W%_CWRQP.1K3D=J+"=NX8_[^M^;;4Y'%*34QW)<3QO,:\ZO)Z6ONX)[]YJ1-L<,;7DG(SB7)R?;_!FMJ9MZS;$KFW%N M&S-%VENC+CUPG2(GH.; U]#<7(>>R2#:8U]Q"TH;3X>K\=5_*JJM%4IY(06B!*LY.D-6D_JAN;V*/W)SSG_ /GFE8&" M1@ $-OB:O=!%I/"WYGZ?[ZW_P ING]"1$ M OB3N2CVA.F7G.'V:?['E/)3,L7T=;ZLO.MS&L;FUFYEG[Z$-*3WPIN*8E.Q M.Y5=\V/2RMME:5+?;34COQ/Y3]#NEMC!6TUR\IGQ:%>TS%O96\V?8F.W[&V'M#;#;O\GMFB/IAFDA5L G4Z&'2:D=1[>TW-=IQ)L/BEH^Z6 MJ7L]Z.]*MTO9&226G9]CU-8KE'0E<=$]#+-RSVXP9#5QLV)NM1(,FU7K)K#= M8GV9F9[RD#H'H^>I^0MGVXM7B-"]+;%;K=!BM-1XL2(RTRPTVE#:$IY'Q:/#APZV+'@U\6/#APTKCQ8<5*X\> M/'2(K6E*5B*UK6(B(B(BA[$'* !2$\8!)95EG B(E?G(8Q[D M?)<;\ET[69=RTFU'7W]E6U>HN')3VI55:?3!UI31;55$#>,\Q[;IZL3ZQBY. M9C[TWT8C_=G^)3*"$ #:5QG][F/_@2U?V".%Y,/ZUB_!T_ MW8>;#D #T;9^ 63:^M=AZMR9J8YLK!LLP#(&_30]ZED&SP7#'KJCT7/N3 MO=!N4A/IN?(<\ZH7\E50Z^WKX]S5VM3+'?%M:^;7R1VB?U//CMBOZ3Z3\FT^ MG_%C69QB%[UIFV7X#DL5<+(\'RC(,0O\)QM;3D2]XU=I=DNL5Q#]$.-KCSH3M[3B'$I6A3=4K2E5*TH4EV,&35SYM?+$URZ^;)AR5GTFN3%>:7CM[X[6K6,/6P MX0 #2L\.%S5;Y3< ,:U=DM[8G[4XEXFL=(]IO<1DSVFU?+WVN.RY(M6;X[X\E_#OKCH?J;PYZFY+I'J[C7R9<5_E8=G#;O.OO:.Q$1CV]#;QQ[76V<7>F2DS$Q3)3)CI[^;8U, M RINN/[V+FM^-.W?F)AX5&Z^^>'._ONOY/A14! MJ "<3PXOO?N,7X%WY_A_P!G!OWAC\]_*_!\A^;MIIV:!-H M !DK=6KWF_.[Z3^WOSKN(4[ZQ^=74'XVW?Y^Z/@-; 6% M/#!^]0Q/\2NY/[FMH23X4_.[%^|-W_Z0YG_R*PCZW]=AIGB%\S><_:_Y;K,LB*E &DSX8;W5N) M_CKW'_?%N"T^A5\T<'[^WOYRJPN$D M ?!N0W%_CWRQP.1K3D=J+"=NX8_[^M^;;4Y'%*34QW)<3QO,:\ZO)Z6ONX)[]YJ1-L<,;7DG(SB7)R?;_!FMJ9MZS;$KFW%N M&S-%VENC+CUPG2(GH.; U]#<7(>>R2#:8U]Q"TH;3X>K\=5_*JJM%4IY(06B!*LY.D-6D_JAN;V*/W)SSG_ /GFE8&" M1@ $-OB:O=!%I/"WYGZ?[ZW_P ING]"1$ M OB3N2CVA.F7G.'V:?['E/)3,L7T=;ZLO.MS&L;FUFYEG[Z$-*3WPIN*8E.Q M.Y5=\V/2RMME:5+?;34COQ/Y3]#NEMC!6TUR\IGQ:%>TS%O96\V?8F.W[&V'M#;#;O\GMFB/IAFDA5L G4Z&'2:D=1[>TW-=IQ)L/BEH^Z6 MJ7L]Z.]*MTO9&226G9]CU-8KE'0E<=$]#+-RSVXP9#5QLV)NM1(,FU7K)K#= M8GV9F9[RD#H'H^>I^0MGVXM7B-"]+;%;K=!BM-1XL2(RTRPTVE#:$IY'Q:/#APZV+'@U\6/#APTKCQ8<5*X\> M/'2(K6E*5B*UK6(B(B(BA[$'* !2$\8!)95EG B(E?G(8Q[D M?)<;\ET[69=RTFU'7W]E6U>HN')3VI55:?3!UI31;55$#>,\Q[;IZL3ZQBY. M9C[TWT8C_=G^)3*"$ #:5QG][F/_@2U?V".%Y,/ZUB_!T_ MW8>;#D #T;9^ 63:^M=AZMR9J8YLK!LLP#(&_30]ZED&SP7#'KJCT7/N3 MO=!N4A/IN?(<\ZH7\E50Z^WKX]S5VM3+'?%M:^;7R1VB?U//CMBOZ3Z3\FT^ MG_%C69QB%[UIFV7X#DL5<+(\'RC(,0O\)QM;3D2]XU=I=DNL5Q#]$.-KCSH3M[3B'$I6A3=4K2E5*TH4EV,&35SYM?+$URZ^;)AR5GTFN3%>:7CM[X[6K6,/6P MX0 #2L\.%S5;Y3< ,:U=DM[8G[4XEXFL=(]IO<1DSVFU?+WVN.RY(M6;X[X\E_#OKCH?J;PYZFY+I'J[C7R9<5_E8=G#;O.OO:.Q$1CV]#;QQ[76V<7>F2DS$Q3)3)CI[^;8U, M RINN/[V+FM^-.W?F)AX5&Z^^>'._ONOY/A14! MJ "<3PXOO?N,7X%WY_A_P!G!OWAC\]_*_!\A^;MIIV:!-H M !DK=6KWF_.[Z3^WOSKN(4[ZQ^=74'XVW?Y^Z/@-; 6% M/#!^]0Q/\2NY/[FMH23X4_.[%^|-W_Z0YG_R*PCZW]=AIGB%\S><_:_Y;K,LB*E &DSX8;W5N) M_CKW'_?%N"T^A5\T<'[^WOYRJPN$D M ?!N0W%_CWRQP.1K3D=J+"=NX8_[^M^;;4Y'%*34QW)<3QO,:\ZO)Z6ONX)[]YJ1-L<,;7DG(SB7)R?;_!FMJ9MZS;$KFW%N M&S-%VENC+CUPG2(GH.; U]#<7(>>R2#:8U]Q"TH;3X>K\=5_*JJM%4IY(06B!*LY.D-6D_JAN;V*/W)SSG_ /GFE8&" M1@ $-OB:O=!%I/"WYGZ?[ZW_P ING]"1$ M OB3N2CVA.F7G.'V:?['E/)3,L7T=;ZLO.MS&L;FUFYEG[Z$-*3WPIN*8E.Q M.Y5=\V/2RMME:5+?;34COQ/Y3]#NEMC!6TUR\IGQ:%>TS%O96\V?8F.W[&V'M#;#;O\GMFB/IAFDA5L G4Z&'2:D=1[>TW-=IQ)L/BEH^Z6 MJ7L]Z.]*MTO9&226G9]CU-8KE'0E<=$]#+-RSVXP9#5QLV)NM1(,FU7K)K#= M8GV9F9[RD#H'H^>I^0MGVXM7B-"]+;%;K=!BM-1XL2(RTRPTVE#:$IY'Q:/#APZV+'@U\6/#APTKCQ8<5*X\> M/'2(K6E*5B*UK6(B(B(BA[$'* !2$\8!)95EG B(E?G(8Q[D M?)<;\ET[69=RTFU'7W]E6U>HN')3VI55:?3!UI31;55$#>,\Q[;IZL3ZQBY. M9C[TWT8C_=G^)3*"$ #:5QG][F/_@2U?V".%Y,/ZUB_!T_ MW8>;#D #T;9^ 63:^M=AZMR9J8YLK!LLP#(&_30]ZED&SP7#'KJCT7/N3 MO=!N4A/IN?(<\ZH7\E50Z^WKX]S5VM3+'?%M:^;7R1VB?U//CMBOZ3Z3\FT^ MG_%C69QB%[UIFV7X#DL5<+(\'RC(,0O\)QM;3D2]XU=I=DNL5Q#]$.-KCSH3MJ3B'$I6A3=4K2E5*TH4EV,&35SYM?+$URZ^;)AR5GTFN3%>:7CM[X[6K6,/6P MX0 #2L\.%S5;Y3< ,:U=DM[8G[4XEXFL=(]IO<1DSVFU?+WVN.RY(M6;X[X\E_#OKCH?J;PYZFY+I'J[C7R9<5_E8=G#;O.OO:.Q$1CV]#;QQ[76V<7>F2DS$Q3)3)CI[^;8U, M RINN/[V+FM^-.W?F)AX5&Z^^>'._ONOY/A14! MJ "<3PXOO?N,7X%WY_A_P!G!OWAC\]_*_!\A^;MIIV:!-H M !DK=6KWF_.[Z3^WOSKN(4[ZQ^=74'XVW?Y^Z/@-; 6% M/#!^]0Q/\2NY/[FMH23X4_.[%^|-W_Z0YG_R*PCZW]=AIGB%\S><_:_Y;K,LB*E &DSX8;W5N) M_CKW'_?%N"T^A5\T<'[^WOYRJPN$D M ?!N0W%_CWRQP.1K3D=J+"=NX8_[^M^;;4Y'%*34QW)<3QO,:\ZO)Z6ONX)[]YJ1-L<,;7DG(SB7)R?;_!FMJ9MZS;$KFW%N M&S-%VENC+CUPG2(GH.; U]#<7(>>R2#:8U]Q"TH;3X>K\=5_*JJM%4IY(06B!*LY.D-6D_JAN;V*/W)SSG_ /GFE8&" M1@ $-OB:O=!%I/"WYGZ?[ZW_P ING]"1$ M OB3N2CVA.F7G.'V:?['E/)3,L7T=;ZLO.MS&L;FUFYEG[Z$-*3WPIN*8E.Q M.Y5=\V/2RMME:5+?;34COQ/Y3]#NEMC!6TUR\IGQ:%>TS%O96\V?8F.W[&V'M#;#;O\GMFB/IAFDA5L G4Z&'2:D=1[>TW-=IQ)L/BEH^Z6 MJ7L]Z.]*MTO9&226G9]CU-8KE'0E<=$]#+-RSVXP9#5QLV)NM1(,FU7K)K#= M8GV9F9[RD#H'H^>I^0MGVXM7B-"]+;%;K=!BM-1XL2(RTRPTVE#:$IY'Q:/#APZV+'@U\6/#APTKCQ8<5*X\> M/'2(K6E*5B*UK6(B(B(BA[$'* !2$\8!)95EG B(E?G(8Q[D M?)<;\ET[69=RTFU'7W]E6U>HN')3VI55:?3!UI31;55$#>,\Q[;IZL3ZQBY. M9C[TWT8C_=G^)3*"$ #:5QG][F/_@2U?V".%Y,/ZUB_!T_ MW8>;#D #T;9^ 63:^M=AZMR9J8YLK!LLP#(&_30]ZED&SP7#'KJCT7/N3 MO=!N4A/IN?(<\ZH7\E50Z^WKX]S5VM3+'?%M:^;7R1VB?U//CMBOZ3Z3\FT^ MG_%C69QB%[UIFV7X#DL5<+(\'RC(,0O\)QM;3D2]XU=I=DNL5Q#]$.-KCSH3M[3B'$I6A3=4K2E5*TH4EV,&35SYM?+$URZ^;)AR5GTFN3%>:7CM[X[6K6,/6P MX0 #2L\.%S5;Y3< ,:U=DM[8G[4XEXFL=(]IO<1DSVFU?+WVN.RY(M6;X[X\E_#OKCH?J;PYZFY+I'J[C7R9<5_E8=G#;O.OO:.Q$1CV]#;QQ[76V<7>F2DS$Q3)3)CI[^;8U, M RINN/[V+FM^-.W?F)AX5&Z^^>'._ONOY/A14! MJ "<3PXOO?N,7X%WY_A_P!G!OWAC\]_*_!\A^;MIIV:!-H M !DK=6KWF_.[Z3^WOSKN(4[ZQ^=74'XVW?Y^Z/@-; 6% M/#!^]0Q/\2NY/[FMH23X4_.[%^|-W_Z0YG_R*PCZW]=AIGB%\S><_:_Y;K,LB*E &DSX8;W5N) M_CKW'_?%N"T^A5\T<'[^WOYRJPN$D M ?!N0W%_CWRQP.1K3D=J+"=NX8_[^M^;;4Y'%*34QW)<3QO,:\ZO)Z6ONX)[]YJ1-L<,;7DG(SB7)R?;_!FMJ9MZS;$KFW%N M&S-%VENC+CUPG2(GH.; U]#<7(>>R2#:8U]Q"TH;3X>K\=5_*JJM%4IY(06B!*LY.D-6D_JAN;V*/W)SSG_ /GFE8&" M1@ $-OB:O=!%I/"WYGZ?[ZW_P ING]"1$ M OB3N2CVA.F7G.'V:?['E/)3,L7T=;ZLO.MS&L;FUFYEG[Z$-*3WPIN*8E.Q M.Y5=\V/2RMME:5+?;34COQ/Y3]#NEMC!6TUR\IGQ:%>TS%O96\V?8F.W[&V'M#;#;O\GMFB/IAFDA5L G4Z&'2:D=1[>TW-=IQ)L/BEH^Z6 MJ7L]Z.]*MTO9&226G9]CU-8KE'0E<=$]#+-RSVXP9#5QLV)NM1(,FU7K)K#= M8GV9F9[RD#H'H^>I^0MGVXM7B-"]+;%;K=!BM-1XL2(RTRPTVE#:$IY'Q:/#APZV+'@U\6/#APTKCQ8<5*X\> M/'2(K6E*5B*UK6(B(B(BA[$'* !2$\8!)95EG B(E?G(8Q[D M?)<;\ET[69=RTFU'7W]E6U>HN')3VI55:?3!UI31;55$#>,\Q[;IZL3ZQBY. M9C[TWT8C_=G^)3*"$ #:5QG][F/_@2U?V".%Y,/ZUB_!T_ MW8>;#D #T;9^ 63:^M=AZMR9J8YLK!LLP#(&_30]ZED&SP7#'KJCT7/N3 MO=!N4A/IN?(<\ZH7\E50Z^WKX]S5VM3+'?%M:^;7R1VB?U//CMBOZ3Z3\FT^ MG_%C69QB%[UIFV7X#DL5<+(\'RC(,0O\)QM;3D2]XU=I=DNL5Q#]$.-KCSH3M[3B'$I6A3

*U[7*TJZPF15OS6BGD;UX<<7^B?5G'^:GFP\?Y^2S>D M_)^*Q'Q>?]_ZYDUO2??$2U!0M< %6+Q9>QG\?X+Z/UO$D+8=V/R5M-SN"$ MJ73VRQ8+K[.9,B(XFC=6U-4OV08U-K53K:TNPF*)0XE3BFB)? G'P&AJUG MM.SRE+6C^^QZ^ML3-?=V[>TRXK>_OWK'EB9[]L^P*X@ &L5 MT?-21=)],;A1A3$)-O?G:(P_8MVC>E1IY%^V^P[M:]IF)HVTKVQNYYG)8D4= M2IQM;7I+<<]*BZEP.B].-#I7@M>*^6;LDP;0 K/^*HVE3#.G'BF 1I*4SMQ3U M\+#BS[%I_@R8\,?P_>9UX5J -$;PHGN\2A_2\V;]5V MCPLKX0_-29_'.W^2:"S4$I@ 9]'BU_O]=!?1"QCZYJTA7+QB^)_&>A^58FQ<% MU0 <=2KW$$$]A$WG/JZ5+\I4F+H2/K+!4NGRH\!W:&.Y/+0CR M_D.7'$6G%TK6GW5JE:4^*M2<_!C8B+<_J3/RICC]BE?O5G;Q99[?>FV&)_ = MA=D"=0 /AG(K?.*\<]77O8^3]LMR+VV['+"A_V>5DV M2RVW56VRQG:-/U82[1EZ5.F59<3!MT67+JV[5I+3D8>+WBEP?A!T1R?6'-=L MJ\/;4X?BZY?99^:YG/3);3X[#>,>6<47C'DS[.Q..]=;3P9\\TO..N.\I>#G MA3SWC)UUQG1G!]]>F?S;G,\M;%[;!PG"ZJ\==WDL^/VF+VLTG)CP:VO&3';: MW,^OKQ>D9+9*5*=D;$RS;,.Y%L+.+FN[9-DUP5/N,JJ7391Y(;9BPH+%%*3$ MMUNB-,0;?$16J(T2.RS2JNRJE>"O6'5W/==]2\OU9U-NVW^:YK:MM[F>8\F* MO>M<>OK:V*)FN#3U,%,6MJ8*SY<.OBQXXF?+WG^@;HSH[I_H#ICA^D.E]*O' M\)P>I75T\'F\^2WRK9, ^ULY9B+9]S;M'I!K#: M)CNF7S 7C%VA<<]C7:M,:O MLM2=87>>_P"3=AOTQU;CN(..N4\D6W(93JGK+13B$Q+ZX["0A[[-->R>A_P+ M_A!6X3?UO"'K#?\ _8W*;$UZ*Y#;RIJ<7RNQ>U[]/WO>.U=/E\UYR<=$WK&#ME'P4C'R4UI:VQQ5*;-IQ_H9D^,3Y'JB\G M _J;KC^]BYK?C3MWYB8>%1NOOGASO[[K^3X45 :@ G M$\.+[W[C%^!=^?X?]G!OWAC\J.*_!\A^;MIIV!:H !DK=6KWF_.[Z3^MWOSKN(4[ZQ^=74'XVW?Y^Z/@-; 6%/#!^]0Q/\ $KN3^YK: M$D^%/MG2&T MAIGB%)S>< _:P"6ZS+&'!I0 !I, ^&&]U;B?XZ]Q_P!\6X+0M>%7S1P?O[>_G*K"X20 /1MGX3$V7K78>N9ZT-P<_P &RW"9CCB*N-MQ,IL% MPL4A;C=/C6A+,]=5H!\:DTK2GU#K[>"-K5V=:WVNQKYL%HGW=LV.V.>_P#! M:6,K=[5/L5VNECNT=<2Z6:XS;5B3&'$J12J5LR&7&U^::5H MI-:5I2OQA2*]+8[WQWCRWQVM2\?3%JS-;1/[DQ,/X@_ 'E\:MR*\8AD>/Y;CLY=LR#%KW:LBL5Q:2A3D"\62X,7*V36TN)6A2XLV-';2NBFZ MX12BDU3YT#DQ9;XF,T0FP[?UEA&R+6RVY5WV2-F..6Z_)@+6I*%5?MZYRX,A+B$.(D1W4.(0MM*DT+K\=NX^1X_2W\7ICW=7!LTCOW[1FQ5R>7]VOFFI_?B7UX.Z M X$ZJF/Q\FZ:?/*VR6_5;C<3MZY E/J>GY/XGKN_95%<[O*OGZ,JS,N] MGEYN]GIT4FJ^ZAKO5V.,O2_4-9]?+P_(9/?V]<.MDS1/\$TB?O\ N9)04Y M :/'A;; [9NE]]D7&TMHROD7MN_L*HQZ57FHUNPG%JN*@6;\)LYDCT[=XBN##W^_P"N*8[_ M %Q,?0L4/'&Y3_21M35^*[/QR-(*M)GTF^GDMCO@*>3IUBBINK-6VZHHVDI_ MUKEG-U9S]YGOVY+/B]_?TP3['L?P5QQ'WO=$>Z>Y&T&K@)T?# MS]NHM=$*5,5I#/HJZ-(5\;B_L?)G*JA'RJ-I<7O]?Z'[$>GW_+-OX&F^%J '\TR9$ MM\25/GRHT&#!C/S)LV8^U&B0XD9I;TB5*D/+;9CQH[+:W7WW5H:::0MQQ:4I MK6A^;6BL3:9BM:Q,VM,Q$5B([S,S/I$1'K,SZ1'^K'PYI[S7R:Y;\D-_5>=> MA;8W-L#,;#1Y+B'(V+7+(Y]<1MU4.N.N-IMF+MVBW(0MQ56T14I\ZT32B2E_ M.CF<,2 M ;2N,_0A4X^M8MGOKSEU8]._QK6F,^O6+3V\OM,F.,5K1[J9 M+1/>)F)R55)4A2D+2I"T*JE:%4JE2%)KY*2I-?*J%(K2M*TK2E:5I2E:_P#: M4[?D]MUWL/-J2YWB6S=:Y1=|*S[!;],.HQ'*[#*5"N]B MOMIDHE0+A!?3YTHMIYNG>TZVY'DLJF(CM/>)CO$Q,3,-.+HY]7;6_4LT_&LF0R[3A_*_7-CB M)V]K6CK49O(8\=3,#]E/7S"ZH7/PZ^R5QUW>VL)WGI'>VODM[._>LX\F2M:$-X $+'68ZMV!]-72DJRXM/M>1\LMGV&:WIG EMMW%C' M([SCEN>VMG<7OHB+B>/OHDULENDT]?-LDA4L<)FMJAY/=[":-UOUCK]+Z,TQM6IEYZ:QVC1UYB+1BB9FL[FQ'T8<<]_)6?7/DK[.L>2,M\>8QFN9Y7L;,,IV! MG5_N659IFV07?*LLR6]/JEW6_9%?I[]SO%XN,E?RGIEPGR9$EY2E2E7'%]J4MT\DT*K9\ ^;9SY=G8R6S9]C)?-FRWGS7R9]Y^FUK3,SW^OW?5ZZ'" M 7W/">\45X+QPW3R[R*V(:O&^,RH8UWKZ6^S14A.N-5NRV[]MXKRE*;6S2A8;P@X>=?C-[FL]_M]+1,=^^K$^[RK:@3$ %*SQ@&3J3&X$8:TY\AU_D?D M\]GN;_VH[>D[5:'*)HJKU*^4J]I\U);:5Y>2%.J2Y1D@OQHR^G3V&)]\\GEM M'I]'Q&E)^OZO:/][^O:E$$%@&QEQ1C087%OC7#ME4JM ML30.G(UO4FB$IK!8UWCC42J4MMLMT36.ANM*(;;12GQ(;0GR30NOQ$5KQ7%U MI]I':44_P#+&MBBONB()W;W1'WH[>[[\&1 4+/%K\@F,JY M&\;.=JN*)$?4&LLAV1E,6.OS1&R?;5YB6ZVP+@GTDUI,M^,8!!N0=8QFN9Y7L;,,IV! MRJ"TH;5(7597OQBY&,W)\7Q=++XTM7)MO28CW1EW+UK6MO2/E5Q:J;QZS\G-] M'=4B"&P #1&!*)[M?8?TO-F_5=H\+*^$/S7V?QSM_DF@LU! M*8 &?1XM?[_707T0L8^N?=(5R\8OG#QWXFQ?EV\JS!$@ M #H+B))I]=Q?^D-I;ZR\8#)\!+_=GB?QGH?E6)L7!=4 ' M%_4@C/3.G?SUB1D>I(E<+^4D9AON0CU'G]'9RTTCU'%)0GN6I*>]:TH3Y^:U M4I2M:&#ZGB;=-=0UCUF>#Y:(C[\Z&Q$?ZV0^%,P "PSX8S? M$74/4XL6#72:W$M/(G4VP=3(]J>HS"3D=N1;-H8V[5:U(;JOE/:JFX[:Z+K6 MK\K(:06$.29;- DKPKY"-+JK'KWM$4Y+3V=/UGM7VM(KMXI]>W>TSK6Q4^N< MOECUF&6N@PS2M^2HE2HT&-(FS9#$2'$8>E2Y+#AQ8ZVR9.E;7O>T5K$S,0JM4$CDKMN1(MLTEVFLL'5-L.OHE4O,IG,+>;I=LMDL/KB)F32(K#K#;C,9V+9(EFA2(S&WPF_&S/XR]?9:7I>DQ:MMZ6B8M6T6K%JVK,3$Q6:S$PX[TIEI?%EICRX\N.U,F.J8O3)2\36]+TM$UOC MO6?+:MO2T=XF)B5H_@1RE:Y&:I:MV1SFE[4U^S#M&8LN.4I(OL*K:FK/F+;= M?C72[-LK8O%6_.C%[C2G%-QHL^W-KJN_@L>.%/%_H6FIS&S2W7/2F/7X_J" M>T1FY/6FLTX_J&E)GO:-^F.V+D/)WC%R>'/:8<&U]5MX?"P\"/OEKEX[S]IR\7FP4B^;/][EZ] MVEH%5@94W7']I%S6_&G;OS$P*C=??/#G?W MW7\GPHJ U !.)X<7WOW&+\"[_P_"S@W[PQ^>G%?@^0_-V MTT[M4 R5NK5[S?G=])_;WYUW$*=]8_.KJ#\;;O_='P&M@ M+"GA@_>H8G^)7&[_N4:3@6? M !$1UYO=(X_[XMP6@*OFC@_?V]_.56%PD@ ,E3JP:<5H7J2= M8:7Z'J3\YJ]NU:\AGS8X^K%MS\;PQJ'NQYZ1_K]?64?0:T MT.O"X\R8VZN%E_XNY)=D/;!XIY1+C6.(^MQ4RX:9V'/N&2XM.J>0ZIRG29&;J63\)^;C>X+)Q.6_?9XC+,8ZSW\UM'9M;+AM MWF?E>SS3GQ3$>F/'&"O[*O>SL$J@(W>L#G$37O2^YT7Z<\I MAFX<=-@8.A:5+354S9UM_8VM[/FAQM7;)GY;&C*IWJ;JEVM'$.HJMI9K'6F> MNMTGS^2T]HMQFS@[_P#BVJ?%JQZ3'OMFB/J]?6)CTG)Q"GP M#4AZ6!.:^Z2/$2!)96S-R.P[!SV55Q*D*>:SK;6=Y+9WJ(5Y>2%8]<+.AI5 M/DNMH0]2JO4\ZELO#K7G6Z.X:LQVMEQI.Q/?Z8V-S8RTF/\ ]5:G;ZX]?I3' MANP "(SKPVG[-=)+FE#[$N>C@F(7;M4IU-*?8#:^ 7WU/-FE5U4U]C? M42E5/26I%$/UHQ5RM#3?$&GM.CNYK9/H]?V/[GU^G=EA!4D M_[Z>/*VY<(^:''WDM#W!S^B,GDM^QAKDXUDEAS+',?R_%KM"OV,959+5D MF.7RVO)DVZ]6&^0&+G:+M;Y"/DR(5QM\J-,BO)\TNL/-K3\2]!EZS[IK:LQ:L_3$P\V'(!D3=2]]R M1U&^?;CRU..4YH|HF**5\=:-1MW90&81_P"*&F&FVD_,**>=*U\O(IKU3, MSU-U'WGO_P"W.6C]R(W\1_%$1#B@," ENZ$&PHNM.K/PSO MDUY+,.|YWD^O5]ZZ(0_*VAK3-==6EFM5(7\I=ZR>VU;12E*N/I:11:*]Z&YM>'VS&KUAPF2TJ]WV,NM/WYV]78UJ1_#DRU[??[-4(+; (9^ MO/S B\0^G#NB9;;M&@['WI TEK%\[C9588T=F0]Z5KAVIU:8_M*(S94SK_A?T$ZFWL5*> M75W;?HCJ=HF*QCV;6MDQQW].V+8C-CB(F>U*TGT[^5$ &E M #Z7I?=.T^/&SL0W+I;-KWKS9>"71%WQC*!(2S.@2:(6Q(8>:=0[#N5KN< M-Z1;KQ9KI&EVB\VN5+METARX$J1'<.YH[VWQNWAWM'/DUMK7O%\6;',1-9]T MQ,3WK:EJS-;TO%J7I,TO6U9F)T/ND;U]]+0D_'M+K7UQ-%=.K';UK7 Y-DW'RZN-N<9L>L8$],JP:T?G0TNV_)] MR3[>]1VTQ66I#%RMV#17FLLRAI41-:X[8[BC*(Q'_6/7O']-8KZNO./=YFU9 MC'J5MWQZLVK\G-NVK/R(B)BU=>)C-EB8_6\=O:QF]/RWGMCDGM3,-U;OS6\[M"V9G5Q5=,CR>^O)7(DN):1&B08<9EMJ%:-:XL6W6V)8 MAQV66RLG(E:4I6(KCQTB*4K$5K$1$ M0^5!T@ #W#7.OU6E*U2J5<9L=FJZT]-M*JN+K1"55H=C6ULVYLZ^IKTG)L;:,% MKX<<>^^7+>,>.L?NVF(^\U_>*'\'O&.*/&O2/'+#Z,+LFGM M+= ;5DV4OL*6NK4[+N^37%%%=E)]VD^FE".U"2YW#\;BXCB]#C,/;R:6M MBP>:([>TO6OZKEF/HMFRS?+;_P 5Y=!AD@ HO>+VEN.;V7!$_ZJQV_A4\ A4 UT^FGL%C:?3WX4YRS(1)>N_&+2 MT:ZNMUI5'VPV+ K)CV3,I\OBI[/D-JN<>]?W4U:[FOQT]%RS:BM&+S'^$QZ^/'EC^#)2\?P.W0SP 'BKY>[/C-DO&1Y#,>/'2U\E[3%:TI2)M>]IGM$5K6)M:9](B.[(GZ@W**9S\/Y5]V MB.2C[LQ=KV5L6Z2<-CSJ=DJW:YL#:)F? M67'@8, T1O"B>[7V']+S9OU7:/"ROA#\U]G\<[?Y)H+-02 MF !GT>+7^_UT%]$+&/KGW2%>+N_[52J5H;52MQU!EL.E4K<0XA%:>M2M%K0M":_&I M"J4K2IB>>I[3@N:Q_P!_Q/(T_P ;3S5__.Q\0I: ?3-(;: MRC0FY-5;NPE[T,NU'L/#MCXXJKM6VEW?#;_ O*+*K1"Z+A3'H"8EP86VXS) MAR)$=]EYEU;*SN:&YEX[=U-_!/;-I[.#:Q?5-\&2N2L3_P"&TU\MO?$UF8F) MB9AK\<;]]8'RBT/JCD)K*;[;A&W,LN9V3O<;-7 M=N?CU]C)K7V2\VN?%K7N9J%S>,Y#7Y;C]/DM6WFU]!CSX_6)FOFCY6. ;:_O$M9,5XMBR1'VMZ6CWP^V!WP B5ZI7)9>"X-#T1B5R2UD^Q MX+LG-'8XU*2K1@B7:,4MKO8NCC+F8242(:T^5?5LD"ZQWT49N+*G*%?#?\9; M=+],Z_A=P.Y%.:ZPU2CU^ M 'WOC1O:_<=-O8QLBSU>DP(KWV+RVS-N=B<@Q&X,/TO-J M5YUHCVBB&6KA:W7.YN->(-OE.H=;9<9L./\ :9=7#D^) M<]QU+^6.6Z?W,F*.1T9[S%?:Q7'CV]&]^],/(:NIGO6],=J6B;QL*^)&_# MSF^B^1C'AV\^.=[I_DKT\T\1U#J8\L\;QOVB;>QFV3)I[U*>6^?CMK_/#\OQO/\5QW.WGP[6GMXJYL&:EMH_8WQWK/EF(M2>];Q%HF(_GJYGA^3Z>Y?DN"YG3S(B]+6I,3/FS),: M&5-UQ_>Q'%][M]QB_ N_/\\ LX- ^\,?GIQ7X/D/S=M-.P+5 ,E;JU>|WYW??V]^== MQ"G?6/SJZ@_&V[_/W1\!K8 "PIX8/WJ&)_B5W)_;W2',_^16$?6_KL-,\0OF;S MGX#7_+=9EC!4H TF?#*>ZMQ/\ '7N/^^+<%H/"KYHX/W]O M?SE5A<)(#/@\5WH"N \V]3[\M|-3%GY Z9BVZZRO231,S/=0W->/?=RKR M55JI2,'ONMXU&W&Z*32*I2'G$*],.5Q\7N. ^+<]I\C6O:G(Z,5O,1'RMC2O[M.\S/X#+JQZQ[X]_\5N"0 $B72OYW7WIW\RM;;*07>=)>QZQEIJ'/^"E M^[$7^Y+.-VU-86J:HF=E45IZ%$M?9_N2INM755=51^E$(8K4@3QGI MVV>G\G]]@Y"G?U_[/)J6_<]/:?1Z_7]"FT$) &B=X6KD_; MMN< [WQ\FS_4S+BML:\VC['..+=?IK?;%QO&?X;=5NK0GR0_E;NR[$S&2M^L M*)CD6O>VQ)C1VBRWA-RM=WIV_&VM$Y^(VKT\D^L_%=RUJG!?O]_-.UCB/7RU MQ5CTB8B+,02D !6'\33U#(''OBS_H?Z]R)IK='*&'6#F,6$Y6ML_%>/S;TAG+)SIUE3#\|"*ZLBKQ3ZDKQO$_H M+K98C>Y:OESQ6?E8>.B9C-:?HB=FT1KUK/VV*=B8[36)9XX5L M &B-X43W:^P_I>;-^J[1X65\(?FOL_CG;_)-!9J"4P , ^CQ:_P!_MKH+Z(6,??/ND*Y>,?SAX[\38OR[>59@B0 !T%Q$^^NXO_2&T MM]9>,.D^%_NSQ/XS1/RK$V+@V]NJ#!TO9&,5$;7>>X92B M:UR["\IQBE%]O;6M^L$Y7+Y.-VU-78GY4W^UPYN^2\13+DR4T$FG M6WVT/,K;=9=;0XTZVM+C;C;B:+;6AQ%5)6A:544E2:U2I-:*355%?$6,B8F(MF)B8F.\3'NF'[^@ ']>=YG8M=8;D^=Y-*3#L.)V2??+F_6MM**]F@1W'JLLT56E%R9*THC16J?*>DNM-)\U+I0P/5'4?%](=.|\UU/S6>-?B M^`XW:Y/=R3,1/L=7%;)./'$]O-FS6BN'!3WY,V2E(];1#/\ 2O37*J8]2<'T MKPF"=GE>?Y/4XO1Q1$S'MMO+7%&3),=YKAP5FV7/DGTQX<>3);M%9F*?.YMI M7[=6T,SV?DBJTN677E^>B+WJ<:M=L;2B)9;-'4KY58MFM$>%;(ZE>:UM14N. M54ZM:J_SZ>(O6_*>(_6W4?6O,3,;G.\CEVZX//-Z:6E2*Z_'<=A[^LX..T,& MMI8IF?-;'@B]YM>3U3_11X;="<3X:=#=-=#\+$6TNG^-Q:EL\5BE[>M:^QR M7)9JU(S\ERG;9W_I/\A5W[&;]QZR2:E5QP[J3E&K>76KLK&IL MZM\[$O,VB4HBVGY/JE\!'Q:MRG"\IX2\QL1.YT_ MCR\WTK;):8OFX;9V>_+<=6;3Y9GC>0V<>YKXZ^;)?!R.S$5K@T?3R<^'WX05MXKF^*\7^&UIC3ZBR8>"ZLKBK'DP]8Y+CM;+I;&ZWEQTV.-U MIM-L^_+ *F1/0YYQ !E3=_<8OP+OS_#_LX-^\,?GI MQ7X/D/S=M-.P+ 5 ,E;JU>|WYW??V]^==Q"G?6/SJZ@_&V[_/W1\!K M8 "PIX8/WJ&)_B5W)_;W2',_\ D5A'UOZ[#3/$+YF\Y^ U_P MUF6,%2@ M #29\-[JW$_QU[C_OBW!:#PJ^:.#]_;W\Y587"2 KG^)SXPT MWCTZ9>VK-;42\OXM;L6R6Y** _Z]7 ,F4G!=@6V.E5%(5%2N\8OEURIYLNIC M871QIZO8N-)(T\5.*^/]-3N4IWS<3LX]])C[;XME_4-FL?\ A^7BS7]8GM@[M]_HG-_"L0!:G\/[UM8'%:=:^&'+/+/8N.&071VFH=EWIZE M8.C'77= M>(M3@^8S>7C,EY^)5Y^3Q^7):;6QY;3/R=/+>9MY_+6X;6O;MBO>^*_]!G0MKG"AW*VS(MPMUPBQYT"?!D,RX0[9,&PFTO/QU7K* MK^[&=;A1*.LPX45F;>[W-M>)VJ[76"8KF>9T."X_-R/(Y8QX,4=JUCM.7/FF M)G'KX*3,>?-DFLQ6O>*UB+7O:F.E[URJ>>7,S8W/CE%LODOLFGL$W,;BW!Q+ M$V93DNVX!KVR)K!PW";8ZI#*'46>UT2[=;BS%A)OV23;]DCT./-O,ENA4?J' MF]GJ'EMKE-KY-L]HKAPQ;O77UL?R<&"L^D3Y,?;:VBM(:9;9,LUB;S#D$,(M !('TI>/JN3_42XDZ?<@JN5DN>W\>RO,(?IUJR[@FM:O;'S2/) M7Z3R&6IV-8K<[Q4B:PS2M"44];)TCQWZ*]2\I37S8[[N+-FXZMO?:SQ/I,1%L6&]7?T[VB&M:%Q #Y?NW!4;0TQMW6:T-.(V)K#/L%6 MV^W1UAQ.78I=K I#S=4.T<;4FX>3C=6W.]%:IJA=*]M3J;^O\;T=S5GM_;.KML:_K'>/U;#?'ZQVGO'RO7TEC/.M.,N.,O-K:>:6MIUIU"FW&7&E5;6VXARE% MH6A5*I<;52BDJI6E:4K0*1S$Q,Q,3$Q/:8GWQ+_0^ '^-. MN,N-O,N+:>:6AUIUI:FW&7&E4<0XVMNM%H6A5**;<36BDJI2M*TK0/L3,3$Q M,Q,3WB8]\2M6]-/Q-^X- 6W'-/\ ."R9'R%U=;DQ[7;-P6B=&>WEB-L;2I#- M+^W=G8UNVU"C>3+/M-WO-@RYB-5^7+R')7V8ML=)=Z6\5-WC]XM+GL>7DM2O M:E-VEHG?PTCTCVL7F*[D1Z1WO?'FB.\SDRS$5FXQ;ZEW!?F5#MJN\) R2UO ME61W)+-$ZYNUY;PW:<>2N/'>=C.ZWR^EER^4F*N0F([J> YNM/T.Y35S9;=H^+7O[#;B>T3,?%NMAKF#=6;FE9W$=M9^P\>S)NM**[5M["UOA6=MN)JIMKN_?%5*ZI2M/J M)4BCCO9ZBBI'B!@G7ZQYRD_LMG%G]/JV=7\L??[?KOK]]$R&G M %XCPNW4NM=XQ*=TY=NY Q$R7&7[WF'&.;=^Y4 MN.+SZS\VQR+ZBY%PLEWRB,VAB+BT1I\GOPHZII?#;IG-BMYL^*.\S;'?+$=HPUB;E 3: "JUXA[K'6WC=@6 M3<'>.>3^KR(V9C2K?MK,L>N#N*7-(Z]R)BK4NPMRV$/KA;-SNR.OLQ&F7(EXP MS%K@C*6G(%VN^)3DD2>)/6U.,U\O\9E[\EM8O+N9\5X[Z&MDCM..+1$^7:V M,TQ?!BM&7Y-[X;_.0*Y !M*XS^)S'_P):O[!'"\F M']:Q?@Z?[L/-AR >%R/';EV/7[$\GMD2^8WD]EN>.Y#9;@U1^!=[' >MH,BVW:V3F*_$]&N$"3(B26]_$XRZM%?BJ''EQ8\V/)ARTKDQ9<=\62EH[UOC MR5FMZ6CZ:VK,Q,?3$]F39U0^#M_Z?',W:O'R8QRO&+ZY&CMQ*QZ**?]5\#DZ=;KA!D.1)L&;$<1(BS(J8_ MC!U]>IWQ>1!MEMWV_NS$8/HT1A?(R]M2 MJ.S[.Q%3ELBY6G:<*$RS1"&X% MJV!;X:*-M^3"'>T-VXKQ#ZKXGRTKR5[V&O;/86YY(HXN%@6>P;$Y;VZ5] M1:&W]D7-2J50VIU/:IU1O^AXRXIBM>4X7)68[>;+H;-;Q,^G?RZ^Q7'-8]\Q M%MJ_KVCOZ=TH.M_$R=*+.VXJLBV?M#4#\KTTUB;)TWF4QR*XM+E:-RI.K(^S M+>:-LU?%+I#8BOM=K;TIGZ-K1SVFOOCUG4C:K M]O%ICU[S,1WF.OL/ZTO2NRI"56KF_I*+12NRGVR7>[8:NE?*E?E(R^SV1:$ M_*I\:4II7NIY^:5V49K%USTCFCO3GM"/PM[X)_BSTQS_]?2F.J?TUI#2'F^ M>?$A*'$]R:/[]UI&=I3_/R,2UCS?1$^GLIO MW]_NCUF>|>^)ER9N%6 MG$UJ51=$_=,C:2E=%(6I*D+I0Q6SXE:'T3VY6=B|>ZFMI[F29_(MMY,.GB[]I[6CV=MO): M._;Y,TQS,=_6OO0<\F_$O]2;?+-WL>OQVK^:5MS[3S56 MY6Q,TDY)>8=T11[N1>L+BX5+8<9CNPDQ'D.N.FAMEU^*PVB:] MM+%WS^28F/79SSER5OZ_KF",$QVB:^6>\S UG.?YUM#*;KFVR;7M/K/OF?O/5@\X | MA8[)>,GO5GQO'K9-O5_R"Z6^R6.SVV.[,N-WO%UELP+9;+?$:2M^5-GSI+$6 M+'0IU]JYMEM*E*I2IR8\=|M\>+'2U\F3)7'CI2)M;)>\Q6M*UCWVM:8B(CU MF9B(:S?2\X36?@!PJU!QZ98@JS:':ZYGN.\0:M.(O^X,P9BS\SE4ELUHW<(5 MC6W!PK'IW8AR1BN+6&KR*/4"TN-B*^WBGM]V]?6,F[GB+9Y\ MW[*N.8K@Q6])G#AQ]_7ND%##8P 4\/%ZX?6;ISA5G_*2:TQG9>WL.J_\ M)[FZYSBV&WI+5/D57VO?L>56KM6E/FPGO2NO;5!"OC-@\VCP6SV_6MK=P=_J M^,8<&3M_#\6[_P "B\$ @ $J'1UZA<[IR\RL0VE>G\[G2V= M1_V-=]6.$E';O-K:.Q'Q7D,=>\S.MDM$QFK7Z;Z^2*YJH\UJQDQ1-?:S+ M5#QC)\56:V9%C.26&?&NMDO]AO,-FXVF\VBYPG'HEPMM MR@2&)D&9%=<8DQGFWFK0M-0MKBRXL^+'GPY*9<.6E,N++CM%\>3'>L6I>EJ MS,6K:LQ:MHF8F)B8[O.AR !Q%S]YZZ0Z>'_(=X[DN[#DNC$VV: MVUY$F-,Y3M/.J0UOVS$\>CU0\XTPIWTG\AR!R,[;<7LJ7KI/HXJD6',,#U%U M#H=-|=EW]V\=^UJ:NM%XC+M['EF:8<43WF([]IR9.TUQ4[WM'NBV5ARLY0;9MYE;\V'R+W5>4W?.]B7ERX2(\54EJR8W9XZ:1;!A^+PI4B6[;L8QTLQK/9H; MDF1(]FCUDSY4VY29LZ25(Y?EMSF^1V>3WK^?8VT=[6M>;6GGL,8 -$;PHGNU]A_2\V;]5VCPLKX M0 -?9_'.W^2:"S4$I@ 9]'BU_O 707T0L8^N?=(5R\8OG#QWXFQ?EV\ MJS!$@ #H+B))I]=Q?^D-I;ZR\8#)\|+_=GB?QGH?E6)L7!=4 M #'.Y:Z[7]3E1R5U8N-[&K7&-.P8,B-1%&T-,XKL'(K(MPEI*6HZ/0JS";4RIMAII;*FUM-H;4FE"E7,ZWQ/E^4U.WE^*\CNZ_O\ =&': MR8X[>D>D16.W:(B8CO$1#X &, %BKI>>(AY"\'K1CNEM[*

M6JY371YR#?,8M3#;:+=A&55;C0V6F M+;C^2XO;&J1JDF=>))<#3'H\A2_)\93M7'6U^VYJ8XB(K77S7[UR8:1'R< M&;M%8B*X\N*D=EU;B?U?*
NGIS)@6Y.J.1F%V7,9Z6$.:MVI/B:PV5'F/N*;3; MXF/95)AQ\ID(K1%77|&N>56UKUV$+GT=^:L=X^5ZI, VD 'HF>;1UGJNUUOFS]BX)KBRI
M2M=;OGF78_B%KHENGFXJMPR&X6Z)1+=/C6JKWDFGQJ\@Z^QMZNG3VFWLZ^KC MJ?E[&;'AIZ>_Y62U8]/W7GL8R?&|VQK'LSPV_P!FRO$,NL5IR?%ZV._V&|VYZ3;KM9KQ;)
<6XVNYP9#\.?!D,RHKSK#]'%')BRXL^+% MGP9*9L.;'3+ARXUOCRXLE8OCR8[UF:7I>DUM2]9FMJS$Q:\>[SH<@ $
M,_5IWS2T8WBO'ZQRE)N&4*CYKFRF5K35G'8$F3&QRT.]E>Q:+M>8TNYR6E]K MK";#;E^2F9]//SL^'IXHQH8V^;G%U)U)..]HMCXC5S9L/$:%_+/
MEM&_R.'8WU#TC_P"C]!*9Y#FN>\7.4P1;3X.,W3/3$9*5 MF,G,;>##GYGD*>:/-2W'\;GU]'!DKWQY;)7Z) M/DQ&7:-5NMG;+(GVQQ=:5]VF55U/DXA*J;WX;=<;_ (;] M==,];<9.2V?
@.4U]K-QGW.G.]Q]^^#E.-M:8F*8^1X[+MZ5[3$^2_ GKVM6L MQH?B;T)OWB9T%U1T/RE<==?J#BMC4P;&2GM(T.1IVV.*Y.M(F)MDX[DL.KO4
MK$QY[8(I;O2UHFXABV2V?,\9Q_+L>EIGV'*+):@LTU*:II*M=XA,SX+]45^ M-M3D:0VI;:OE-JK5"Z44FM#^A'@^9X_J+AN)Y_B<\;7%|WQNERW';$1Y8SZ/ M(:V/:U#Y/>XCD
MM:9[S@WN.V/DWB(M6>TQ+SQE&* M &5-UQ_>Q'%|[]QB_ N_/\ #_LX-^\,?GIQ7X/D/S=M-.P+5 ,E;JU>|WYW?2 M?V]^===Q"G?6/S]Z@_&V[_/W1\!K8
"PIX8/WJ&)_B5W)_5PT>G1R5CF: M6&?CEZ9;JZVZVEU=NN4E+2UMN)0Y5*U(5Y>0=;.V([9=+9RZ]I[M=HM[.TQ3)7UGY.2GER5]9^3:'Q<,> 3|=*WK|\A.GY#M.G M]FVR;R&XO1?
2BVS';G>W(.>:KBT=D..*U9D\VDN)2R4K+7)DV%D49^S2'U(5 MC'KQA7KW.7.)&Z1\1.2ZFX])-[UM=WJ8QM;%ZT;]MJ%]P" M\KC7Y,6.M+K'V>M<>Z8O.G>?::U^V3M'K'M*1?
%:8GR9+1$R[A#//Q4I*$J6M24(0E2E*4 MJE$I32GFI2E5[\)2FE*UK6M:4I2GG7_P"#WG]U]>#7"2V7K'<L9_O/? MJ,HQM)&R.0&4QU6RR>VQ=?:RQAN3;-=:XM,U^CKT/&
[*]*F//W"8EIBEX MR:\R[ED5Y]FB,3;BN%;[;!A%=.H>IN5ZFV_C7(YH\N/S1K:N+O36UJ6GO-<6 M.9M-KV]//EO:^6_:(M::UK6O"H:^ N >$LXLNY%M_D/S#OM
MK4JSZVQ6!I/7\Z5%0C5OYGG3T7)H+JAW1O.;ZS4<14*)AG(C;5NL;"J^=58M(S2[W+$)/ MR:4I1,[%YMHG)IY44E,BB;^=:5"F74FG.A_#.GY?+&#DMRN./_ ,#.>]\, M_P#XV&U+?
PN00P@ .NM6]0+G-I1B-"U5R]Y&X1:HB4) MCV"S;CSM&+H2R[ZS::XM(O;^.N(0ON[:.6Q=*-./M?\ 12'T.F:U.H^?T(BN MGS/)Z](I1&.F[L>R])[Q^I3DG%/;W>M/=,QV[3/?L+'>OGU=
<7;9:MO,W*Y* M6&Z-(5D6NM*9>XI*4NIHIY[+-:7M^0NM'EUJZ^MQQ2J-+4NJF&:MF:Q>(?66 M+M%>U.^(AZQ;K:VE\PG*)=0MNM6M!
M\7V7*)6<2:^SI1MYI=*5^0ZTM#C:O)Q"Z*I2M#FGQ)ZUF)C|&O?Z>G'<5$ M_P $QHQ,=_KCUB8CW=WS7(^N7U8\10\BY\UMG14N?[=<? MO.?:2)+&P^8O)
[,84NCM'[5>]Z;,EV2J'ZJJZTW8U9+2SL,+[U4JPQ!:9HCR M;HW1M*44,3L=1<_MQ,;/-\KFK,3WIDY#:M3UGUB,?M?)$3]45B.WI[HDRI+SE:K<>?D/*6ZZZXJM5+
<<6I:JUK55:U##VM M-IM:TS:UIF9M:9F9F?IF9[3,_?G^)M6A>8 ,Y[Q4&K%81U);)GK+2?8MS\ M>]=Y2])0Q5I*KYBMVRO7,Z(X[_\ M,B-9L2QJ0MRE?-$>?$:JBE&DU65H\6]
M3V'5&/8B/D[W&ZV69[=OU3#?-K6CO/OF*8<4]X[>EHCZ/6M@$7 M `G,1RW*,!RG',XPC(+OB>98A>[9DF+9/C\^3:KYC]_LLQFXVF\6BY0W
M&I4&XVZ=':E1)4=Q#K+S2%H52M$T]\3'OAHJ=';KY:KYM67'-$6D)B#9[;(E/TM&# M;Z<9B+36\8C+D]MOQ[.9M>]VE;6M-K'V^J<[5+ + MZ[(3W-
)IVOK<1V5<:\O3>=0LSV+Q!ZQP[O)SFQ;/W>UPZ>?ZO?.??R=_=]/W MX]TR|[^$4=8KYX%?Z/W%O]28<_V2NMONU_L[B?Z ^?W_ *[75]R1M;5QYI[
MCI<15M5;!BVKL5+7IVG[[F'.NHYS_-EH?8SCFMRDO\&0OU7K2_O39,:PJ7YI M52M++#;\BB6=':I*:HHW!31%:>:*)^,,7GZFZBVN\;'.\MDK,]YI/(;48^_WL
M=]\EIODO;)>T^M[VFUIGZYM:9F?W9EKF=-7WTQ6E*VM:8B'/JZNSO;6MI: M>#+M;>YL8=75UL%+9,VQL[&>N+!@PXZQ-LF7-EO7'CI6)M:[]UB)F5/3D5MN M;O+=&P-F2G9-
8F0WV32P1I*O-=NQ>W^5OQNW411#:&U1K/&B4D40TW1V8J3) M<2I]]U:_Y\/%[K_:3?$?JOK3/?-.#EN4S?H5AS6[VT^$U.VGP^IY8KZM)P\ M?AP1EBM*>?
8MFS7B'VKX7>&O2/1."F"_$<5A_1;-@KVKN\ M]M]]OFMR;3:][QFY'-L3AFU[^SUJX<-)C%BQUI\5(U2: M !8MZ4NZ*YKJ]\ZHNLM3M[U1>I/#OD> MA-[/.3DNA-
Z)TO:9*VOEZ=YK)L:.I7'$_JEHT.0IOZ]_MJ8-?+H8JS6LTK'C MA\/?PUCIGQ(XWK[0P5IQG7^C,;TXLQ'%]|]QB_ N_/\ #_LX-^\, M?GIQ7X/D/S=M-.P+5 ,E;JU>|WYW?2?V]^==Q"G?
6/SJZ@_&V[_/W1 M\!K8 "PIX8/WJ&)_B5W)_UM7<\,+LC2,7VC;+=I_%0((6 'D+)?+UC-YMF0XW>+IC]_LLV M/<[+?+)<)=JO%IN4-U+\2X6RZ0'X\V!-BO(0_&EQ9#3[#J4N-.)
<32M#DQY, MF*J,N*^3'DQVB],F.UJ7QVK/>MJ7I,6K:)]8M$Q,3[[II.-'B%NJ#QMBV^R MJW5 WSB5L:CL1L9Y%6#]D)VC3"4M^3N=P9^.;4E*4RA#7E/SR4PWV^HW'2[5
MU;AO'%^)'5?%Q3'|>KR&&D1$8N2Q_&9[1]>Q6V+;GT].UMBT1Z^D2F@U3XO5 M5&(L/>/"E*Y-$(]MR'5.WJM.,J[/)RL7#SI^M$+[5*\V^] MPWC3\9O2*[_!>L=O-ET]SM'N]>V#-
@GMZQ/;OL3Z?ZCU[AQCQ8/3LNS5*9%] MOEEBY'L#U?>K>JM>[R3'EVO<2YKE:=M*+]>U14T4M-$]72BXJ[)\7^ MFKQ'M=/F,-OI[Z^IDK_!:F[YI_AI#Z1*/Z7?_>.0OY)(?
Z8AVOLL])_7R7^ M91_SGK]Z\51TS+6VMR#C?*;)%)3YI:LNJ*8<]_OGZN\QSEG'BZ. M+]O0]76W$[?F6.I37V=O.,FU[KUMY7IN5I1YRPS]G*83ZR6D54AJ16C:W':)
MJIM++IC,_C)Q5?\ JO#\AFF/=|8S:NMW])]\XI;7;U[>Z)]._1VF/#<7BU^ M6N3QY<+2/&[1^I$24T2UUI852/D]G?<,:GQZ(4O MSB5<['$&M[OC%S&6)KH<7H:
<3[K9[YMS)6/H|\LU^*X^__FQ6CM]'?U0?\F^J MIU!>7K$RU[TY1;*OM<3T/L2\ QB?%USKR;%D44BL:Z81KZ)C:..WY#;=5-,NY M# NTMMIQU'M-
:O/>H:'RO5W4?,Q:F_RVUDPV[Q.OBM&MK6B??%\&M&+%D[1Z M1[2MY[3/KZSWC^#6P #_&FG'W&V66UO//+0RTTA3CCCCJJ M(;;;;12JEK6JM$H0FE5556E*4JJM*4/L1,S$'1>9]
(B&L1TC>'".#7 71&D[MG;DP-@S,?ILG<'?%I%F*VGL-#%^R2VW"GG53\C#H[EJU^Q*71"Y%MQ& XMII M5:M(+?\ 1O"?H!T[Q^A>OEV;8OC6[Z=K?
&JF(R9:V^N<%?)K1, ^^N&OI^N24 MAM S>_$_P"AEZHZELW9<*#ZCY&:EP+8B93+5&HCF3XQ&E:OR2# M3R6]KDYN+A>/WN]U;JZE8O%;C_BG5-MJL=L?)Z>OM=XCM'M<
M46U,M??ZVB,&/);W?KL?3W5TPC0 &U@%ZM I]^+CT4J]:6XH\D+?!2IW7^QTMJY M(C[^6?K44P@ ?XTZXRXVI.RXMIYI:'6G6EJ;<9<:51Q#C M:VZT6A:%4HIMQ-:*2JE*TK2M
^Q,Q,3SQ/>)CWQ*P1P+\1MS@X@0;-@FTI MC'++3=K]GBQ;!M.]W!C9F/VMMU-50L7VZEFZWM;#3%51X4+.;9G$*VQ6XL"S M-6F#'0Q0D7I[Q,Y[A8IK[=HYC2IVK&/;O:-
K'2)^UP[O:^3M$>E:[%,]:Q$5 MI%*QV6G.-'B7.FCO.+;X.QT)C5)CU99U]M3\!\OF=T MKSHS'>@6*^39L68I:%M+A28[,MJ0V[>80^TXV@W/4;YB>0B)T>3T-SS=NT:
MVW@S6^5[HFN/)-JV])CRS$6B8F)CO$P^_!D0#QUUN]IL4"1=;Y=+=9K9$15V M7F.LWR7K2E8[VO> MT5K$??-K3$1^[,N&]R]4;IVZ!:G?LI\Q]!V:?;6UN3L=L>>VK/LQCI2EU5:*
MPC7SF4Y>I:JL.H;;;LBW'G4T9:0MU2$*-?W^K.FN.\WQOF^.I:G>;8J;%-C/ M';O_ -AKSFS=_2>T>S[S/']@UY0>*_XJX$Q<+-Q5TWL7?\ D26Y#4/+,V6W
MJ+6K;ZT=D2='9EQ[!L&^-1W/-Z5:9V*88N4VEIB/>F''W),0T+EO%_B->+4X MC1V>1RJIBN;8F-+5B9CY-HBT9-G)%9];4MAP=X](R1WIQ5*YT=8/G3U!/:[) MN?:"<:U9(=9>;T?
J=B=A.JZ*C.MR(R[S:ZW2Z7[-'6)3;4R,YGF1Y16W2T)> MM*;?Y)0DB+J#K3G^H^^/>V_9:DS$_$-.+8-2.T]XJI3SWR9B8BU9V,N7RSZ MTBJ,,-3 VE<9_>YC_ .!+5_8(X7DP_K6+\'3_
'8> M;#D ,UOQ!W3!D|'>34C=FKL>5#XQ\DK[=;]C*;=$>3:=:[/DT>NV8 M:R>6BBXMO@3U^V9=@,7NB,N8^[=L?MD-3&$3)"RK_B/TI/ |K\>U,4UXKE,E
M\F+R5GR:NW/>^;5G]C2MOE9M>O>L>R[^.E>VO:9KAYA4 M '3/#;B?M'FUR-UIQMU' 6_D^P;VW' MGWIR*N3:
<*Q.%2LO*|ZR%278Z6K)BUE;E7*0BLEA^Y26XECME7[S=;=$D&6X M3A]OG>3U>+TZ]\NSD\MK]N],&&ORLVQD]8[8|..)O,=XF\Q&.G?)>M9UF^+W
M&W6'$/06L..6G;4NU8!]W&X]AM=9-65W6]3ENO7#(,KR"1&8BQY>2Y=D$RYY M+D4N/&BQG[Q=)BXD2'$]'"*R7!XGB]3A>.U.,T]>37U,48Z3/:;Y+=YMDS9)B M(B]O+6M>T1]\#
(@ <;=0W0[O)O@WRKT7#A^WWO8&D<| M@XE$ ^56CN>6JS2,AU_55$(<75#6;6BP/.);0IQ2&U);^75-:&$ZDX^>5X#E^ M/K7S9-G0V*X:S].Q2DY-;^+/3'/\#(8"F0 =[\(.IMS'
MZ>^0.W'CEM.5;6/N=Q:N64:ERV-7+-3Y:^VE#;CMVQ*6^S6V7&2RTS'D9'B- MPQK+50X[,-_ 1%11D-BX'JKF^FDVXS;FN&]HMET\T>VT\TQV];X;3'EM,1$
M3EPVQ9NT17VD1Z+=_%+Q7_&3.HEOL?+K3^_:)W],]3KI[\@6(SNJ>8F@[_"Y:$.1[M!==@6;"LP<0NE:T57"QK,&^SRK1RCD15E54I=HA2T442!H]5=-\C$3I\
MUQV2UO6,5]FF#-/?_P# ;$XLT??_ %/TGW^LNWX%P@76&S<+7.AW*!)2I4>; M DLRXMO=:MHM6 M?H])CO$^OH_L#] '.NT>7O%+2+4AS4X_5[>^-CE@O&
M.;1,Q$3L;'L<4U^F;XIS1V]:Q:?167YL>)LYP\C6;KA_'UBU\0[<3O;8BY6# MSJ)Y\N.Z6YY:T>E[/N<"'7&'TI2B>1.M.23(RZ-T(MYWQ3YID MXOAXZ*<-
K6\T=[>WM=V]9]W?;O6OLI[3$Q.MCPY*SW_59CY,UR;Q=[MD%UN- M]OUTN-[O=XG2KG=[Q=YLJXW6Z7*:\Y(F7"XW"8\]+G39|\E[9,M[9,E[3?)>]IM>]K3WM:U[3-
K6M,S,VF9F9[S+^(/P M #1&|*)[M?8?TO-F_5=H|+*^$/S7V?QSM_DF@LU!*8 M &?1XM?[_707T0L8^N?=(5R\8OG#QWXFQ?EV]JS!$@ #H+B M)]]=Q?\ I#:6^LO&
R?"_P!>.&>A*58FQ<%U0 *(M_BXM$.V7>G%?DG!A_P"I;"UEE&GK_*92KL:O&L,C5EEB7/3Z=$4E7:U[+N;$ M1VBW''XV-/-.);;A,5=*_>,G'SCY#B.4K7Y.SJY=+),=^T7UFU>
M(F/68Q3$]O+'>H.$, UV>FK[N;@%]"CBM]1 M>"!HJE&9=SAJKW>=$+JS\,'K^_0W@MS>MJ9IQ
MUN8(R\3T1AR]8[T6[12^UQV7#@X+%WM%]S>.;V='6Z$\;.E[9|\XN*ZJR6Z0Y6)O>N.U>:MCQ\7DOVM&.(P M>']./OO WJNN#7C-R_2>.G67$VK2ELE;<) M7)DY7'3O6:*S29[6GOD?
[LTYI#CUMS8VC]IV5>/;"U M9E|\PK++6JJU,M7:QS7(CLFWR5MM)GVBY-H:N5DNC2*1KK:)<.Y1*KC2F5]*
M=;^EL<;N;.AMT]GLZF;)@S4^B,F.TUF:SVCS4O':V.|>EZ36T>DU[?,PZ8 M "?OPZG A7,'G)9MH9G8U3 M))<4E6?:V6+EQJNV]_[%3,=KJ+#'5+0ZP\I_(;?+S:XPY#3T.=8L'N-HG)0F
M\,>H2-X:=/?HUS^/;SXO-H<1Y-S-WCO3)L^:?B6"??'KEK;/:LQ-;8]>]+?; MQWTM0M$ %5?Q77&9S8O$#4/):RVQR5>N.FS7K!DLJ-%4I<37.XX
M\"S2YT^2W6E:18.>X]@5OD)6VR_D4FK#D=4F0F41'XO<5.SPNERF.G>_& M4X\MHCUKK;L5I:UI^JNQBUZQW[]IRSV[>5?S M !M8!>@ (V.KYQF>Y:].7E+J&UV_[(YVG
MD=K'O;N&.V';VL4=NW;'L9J1V[^[M6|>GWO5[5)Y4M$1/);\Q$=HB=S8 M[1'U1WR>[ZH_B?*[]E64Y2_25D^2W[(Y2:_)DWZ\7"[OT^-5?B>N$B0XGXU* MK2E%?NJ5_P!JO(Z>3-
FRSWRY?X[3,O"AQ@ 6(N(GAV=Y\I^ M%]EYE3]WXAJ:RY/B^;YOC> 9'@^07>_W'$L2>O#%NO3TZ-=K='AL9;2R2;C8 MZ5B2$.V*7:[NAUYBX-H2^GMVG]S_ /-W[>__ /CLDOA?
#7D.7X/'S=M_#I8\ MN+/GQ:^7!DODMAPS>*Y)M6]8K&;V\5=5/&R.- M^XK;J9A^PK,J(U-VN,W:|\.S3M%XB/:8(O7Z+1TM MTM:LY1'-#B#MS@OR)S[CEN>U+AY+A|WU[+?
68SK5CSW"Y[K]<8SW%GW:K3*L M.10V5.)HEYV1:[G'N>/73V>]V:YPXQ4/G.%W> Y+8XS>I-?2(C MUF6EETNEST^M"/;6VU9&$-
FTBO4AW+*H%IM:JSXN%V:Y2"T7A[TA'3G'3N;F./T8Y"2VQ%HCS:FO MZ7QZ59F.I;Q/;^UVGRVS5I3Y48*7F?H)$,F'JS<8Y'$3[&O?49].,]KS9B6\\O)N \EMMB8Q8[=?
Z8Q*D1DT:3=K%T1:,=HNMNE1JJ7Z+BFJK7YJ]-2T>?;6J;G-3/FP_K,;+B[^OZGDO3U[=I^UF)] MWI^YVCN^GL2|=]0PQR(WHRQ*2A,IAG;>?MM24MU55"9#:,@HA]*%+7V>I
M1=$|RO+R](^9VHY:E(B8CDN0B+>^(W=B(F?O_JG]]+R3;.U8R/,LCO:+WW&C'W5]YW*6AS[C1+-><]-?-JB6_P#8K6@<&7=V\|=LVULY MHGMQEV,N2)].WK%[3]'I^YZ??>AAU@
)/^EGTMMH=4C:.Q< P3.+-K"P M:NPB+E^59_D>/W?(I1&GWB]1[-C.*-Q+2_#\KSD^&[_=(/M4Z,W6W8M>G6J/
MN,4:J;9TGTGM]6;>SK:^?']8]3!&;+L9<=|N.MKY(IBPQ%)B?/E_5+U[VB/+ MBR3'>8[3\OZC_!/(>G1R9NG&K)]A6;9]VMN'8EEZ\IL-CG8];W6,LAR93,)-
MNN$ZX24NO2,50Z]635#M54JA"*4@ZG4_3^7IGE;\7EV<<)>N##FG+CQVO5F M,T3,5\MIM/>OE]9[^KA -> :(WA1/=K[#^EYLWZKM4/97PA M^:^S^.=O\DT%FH)3 SZ/%K_
'^N@OHA8Q]<^Z0KEXQ2.'COQ-B_+MY5 MF") '07$3[ZB_](:2WUEXP&3X7^[/$_C/0_*L38N"ZH M $$?B-,,C_(KIB[1OMFAN3,KXX7ZP\A+,TS'JZ\[9,3;N M-BV*EQU-
%..0K=KG)\HRB36B%M..XW$2|Z;=*R&2/_$SBIY/[7;R4KYLW&9, M?)8XB/6<>&+8]GO/T5KK9EZQ|M./BM#BLN.][MF;QMY:XZUBUYR>O_
/T?/1'Z$>'\4W&^QBBNSUCS]=#2R36)M:A^FL>3!2^. M]OM(R\OOU,N'-BO6^+ M+CO68M3)BO6MZ7K-;5M$=IB8]>'/@P[.'K;&'GU|C#DP9\.6E3#R-M>N/E-:O:(C^U>2Q[6M/:
(COBGM$1Z/YP?%#H[+X?^(G6?1F M2N2M.GNHN2X_4ME[^TS<;78ODXK:MWF9_MOC,FIM1WF9[9H[S_^KZH;TT, M RINN/[V+FM^-.W?F)AX5&Z^^>'._ONOY/A14!] M "
<3PXOO?N,7X%WY_A_V<&_>&/STXK\'R'YNVFG8%]@ M&2MU:O>;\[OI/[>_.NXA3OK'YU=0?C;=_G|H^_UL !84\,'I MU#$_Q*ID_N:VA)/A3\|L7[PW?]RC2<"SX (B.O-[I#F M?_(K"/K?
UV&F>(7S-YS\|K_ENLRQ@]4 :3/AAO=6XG^.O< M?|\6X+0>%7S1P?O[>_G*K"X20 !3\3QTP7]BXC'ZB&E\;7+S/7=HAX_ MR5M-]9JN3?M:6UFD;&I*C-_ +DS=>HHW8,ID-
MOR%80_:;G)7%L^#2W A?Q5 MZ4G9PQU+HXIMGUJ5Q\I2D>N35I'EQ>,?:(|;:T1&/-,1,^PFEY[4U[2HI!7\ M #V:|,%R_9^;8EK?7^/W'* MLZSW);)A^'XQ>&J/W+(,FR*XQ[39+/
:4I"%2KA<9<>*SZCB&DN.I4ZXVW12 MTG/KZ^;;SX=76QVS;&QEQX<&*D=[Y,N6\4QTK'UVM:.WT>OK/N:O/2WX&8WT MZ^'VOM
P%6RXYV^G[>=U93;_6L%MERH,6=*EM4+>=)]/8NFN%UN.K-;;$_VQO9:=_ +FW,M*QEFLS$3. M/"%:X<4S%9G'CI::UM,PD1#90 ^'|IM 8KRHXY;KXZYHVPK'|PZ
MYR?"'9;S#&V\V\W2ZXGD*+7DUG>4R[[-=;3#D4;6]JB:F. MY:CL/+\9O<9GB/9[NMEP3,Q$^2UZ_J>:L3$QV\,3R9:3VF(O2L_0Q_MF:|RS M4.R, P!39[:%6:.-99ID^O|
,;0IU+JK9D^'7N;CU^@>LCY#R8MTM\MA+S?F MV\E"7&]U0I-0IAMZV;2V=C3V*>SV-3-EUL|,_?R9L&2V/)7O[I[7K:.|>DQZ MP|.#K@ !M8!>@ &4SUF^'4CA/U"M[:S@P5P
M]>YK?'|SZB4AAYJ)776S)]PO,.S0:OK<<>CX3?TY#@%)#CKKLI>*JENKJY(J M%1.M^$G@NI.0U:U\NMGR3O:7I,1\5VK6O7'7O,S,8,GM-;O,S, ^QFT^_NBU# M4@
#]#A1Q@RCF;RJT?QGO),I]=M3.;;9; MO=(C57G,3E R_!<5EYSE]# MB|\>+;FQ7'>)1YIQ8(_5-C-[I_6L%,F2>]=0D:?:QF5Z_P 1U/Q7RG5^ 66+ MC>#:ZT'D&$8?8(-*TB6;&
<6U_.LMDMT?NK5:D0[=^CL4<<4IUVJ*N.K6XI2Z_MEO\-K8=/B.VIKXXQ:^MQV37P8Z]^U.6+6M2E8_\M8B,_?O/OF>[3"E(M.[M*XS^]S'_P."6K^P1PO)A_6L7X.G^[#S8<@ AYZQ
MO2]PKJ9:"K$M";9C/)35D.Z7C2.?/.QF43Y#D=QZ9K',9RFJR%X1ELA#-4R$ MN>KBV0-PLBB)?B(OEGOAI76O2.#JGCNU/+AY34K>^AL3$1YIF)FVIGMV|S@S
M3V]>_P"HY(KEKWCVE,F8+L;76=:CSS+-8[-Q6\X1L#!;Y/QK+<3R"&N#+>_ M|8\IB9!FQU|WRD+3ZC#[2G8LN.MF7$>?BOLOK*]._ML:>QFU=K#?!LZ^2V+-
M@R5FM\>2D|K4M$_ZIB9BT=IB9B8F?3PZX M_NH>'Z,BUNXOU#>5.(,-(872Y\7|6Y5:*>4CN9CO0-] M7^VW!%?N"/5=_8IB2XJ5|?;_ &\&$(;;PJYO$Y^&?1'><74G+8?2)B_$ZF:D
M>OI$TY')6WT>L_$ZVCWQ\9CW8+S=@"=0 !34\6-PT=O.(Z0YS8?97 M'96&O_L';DF0HC*JHQF|S)5ZUAD-T>;HA|N+:\DD9)B[TR3[0AR5EF-0$+C= MC2)!"/C!PDWPZ'/X<$_$-
ZU:Q^M9+6R:F2\QZQ%,LY<4VGOWMFQ5[QZ1- M'H(% &G?X?S@Z]POZ?V$3\L@>R;:Y(O MP]|[";>;1299;;DEG@M:XPUU?:AY'V PENWW6Y0)2$OVO+LFRN#6JEVFZA:O
MPZX">#ZV/|Y;WK3-ES5]T0J2>)\IZA MEGXE=-_W-<@AWQ6^=V7]X:7^Y=7K^-@ &B-X43W:^P_I>;-^ MJ[1X65\(?FOL_CG;_)-!9]"4P , ^CQ;_W^O=OHA8Q]<^Z0KEXQ?.'COQ
M-B_+MY5F") '07$3[ZB_|_2&TM]9>,!D^%_NSQ/XS1/RK$ MV+@NJ !Z_EF+6#.<5R;"|8OF&/WG%LEL\Q/?% MNU@R"W2;3>+;*12OFN//MTN3%?
3YT[FW5TIY>8<>;#CV,.7!FK%6;'?#EI/ MNOCR5FSZU:3$_>ED'\V>,>5N|N-.2>NY+U1L"|V*TSY'=WWO#Y=6K MU@9V1J4IB/2OVQX9<[#>ZT2RVE"
[@IJB:=GD%,N=XQPG+\AQ>7O,Z>Q?'CM/ MOR89[7U\L^D?KN"^/)HCY4Q#E\,0 &NSTU?= MS< OH4<5OJ+P0+E]+_-GIW\1<1^;]=VN&= !3LY);!KM3?6V<\2_63$OV
M;WM5I>JKN[K;I-;1CB>[M16M&[% MS5/-"?B12GE4_GK\8^]YZX\5.O,J8R MSFPY>?E3ZV]\=GQ(C-)X M !8ZZ3NP%9+QXO6$R' MZKFZWS>Y1(K-;]WHV#*&6K_;U?
[%.U+EZZ0YG_R*PCZW]=AIGB%\S><_ ;_Y;K,L8*E M &DSX8;W5N),CKW'_2%N"T'A5\T<'[^WOYRJPN$D >-N|HM>06FZ6& M^VV%>+)>[;-M%XM%SBM3;;=:72MJ7I>
(M6]+1Y;5M6>\6K:)F)B8[3$]AO7:VGDI;1KY/6U]+++-IM, MWQQ'FPVO/?-AB9B;7QY?)" &@_M O5>&IZ2DG6EBM/42Y!8Y[/G>8626UQDQ.Z-5I*Q/"
<@@NVZZ;:N.1U" M7(E^S>T29MGP]ER]:O,'N%QO*VWE95;%VLL!X7]'3]XZ=2\EB[;&;'.*PWB M.^'!DK-;[MH]\9,]+6QX(G[7!:V3U]M3R7!@F@ "@)XI7@974 M'(3$.;F!67V;
>1OI8IM'V)BB(5EWAC%I_U*Y/\ II;8C_LD83;DS6FFI*=E M9!A>7WB<\J3=D465V\6>GOB7)8.>UZ=M?D^V';\L?)IOXJ?)O/T1\:P4\T1$ M>N3!FO:>]U4H(@ #:P"] *V7B7^!"N3G#
MF/R0P2Q*G[>XE*N>4S$0(U7;ED6DKS[,G8|K4EE*7)<\L0_V/EILQ_]_+ M3'FBL=DLYP*S %CPMG3O\ V-=4Y+U M-EV=^/G&Z(-
SP'2%ON,+TEV745NNL6N1YLRW)120U.V%E%GI;;4^EEA3>)8R MFX0):MK4SK2^\/X%=O_ (KM@?FG=@EK?_ZCN_O39_F;L: *1 M &TKC/IW,?_ EJ_L$<+R8?UK%^#I_NP\V'(

*%=KKF=%:S]03 M$'-^Z%@6K'^8. 8_2&TRXMFV6K>^)VAMYV'A&1S7'&8,#-+8A;C."YA<*I:6 MW5K$TS%*DQ,8+9/:9F0+C F,NQI<22TVZP\VMMU"5)K0*S9<67!ER8, ^, ^'+AO; M'EQ9*S3)CR4F:WI>EHBU;5M$Q:LQ$Q,=I]7A0X@ M %I7H/]#.[2A;.H+?-9I66ZZW_^7\AE=HAI7CU+E+DDM>'W0-^7R8>;*

*MYC%-.*QWC)]ZUX[6Y&]+>EKUGW:5;1\]9C^V)CR5_4O/,Z"K##$5AF+&9:CQ MH[3;$>,PVAIAAAI%&VF66FZ);:9;;2E#;;$10A"4H0FE*4H%C8B*Q$1$1$1$ M1$1VB(CTB(B/=$1[H]T>Y^X/H ^$\G./V#\]^/NWN.FQFU]PI;^# M7O#;6B*R;2&1,LTBX1^^S9+;6W%H:7=!6OK-MR2S4>5Z%+I:H=7T+9HM"C'\KQ MN#E^.W>,V8_4=W7R8+S$1-J3:/D9J1/I[3#DBF7'W1//2O?T9$_(C0^P>,&| M=H\)MJ6U%KS[4V8W;#\A::]XJ'+=M[WG!O5K?=0TN58\AM;L'(+#-]-OVZS7 M*!,2A*7Z424VY+C]GBM_;XI;IY-C3SWPY:QYO+,UGY-Z3,1,X\M)KDQVF(\V M.U;>^>T?'0Z "9+H8|/R1SXYP8=;LKQ^1 M=-:!.:=MNUMXRW&7OL1.MULF.+PK7DN4GTFZO[(R>&W;9%O1*CW&1AMLS:YVY MSUK*XI!O'0/3D1<](@KFQS?CM":[G(3VF:VK29G|K7GW=I6*K+37S1:<%=B] M/E8Y:C333;#;&64-M,M-H;:::0EMMMMM-$-H0VBB4H0A*:)2E-*)2FE$IHFB M?C+7Q$1$1$1$1'; (CW1#-G\3Y[U#+/Q*Z;_N:Y!6'Q6^=V7]X:7^Y=7K"-@ M &B-X43W:^P_I>;-^]I1X65\(?FOL_CG;_)-!9]"4P , ^ MCQ:_W^N@OHA8Q|<^Z0KEXQ?.'COQ-B_+MY5F") '07$3[Z[MB_|2&TM]9>,!D^%_NSQ/XST/RK$V+@NJ IM^*OX M%TR##M==03 ;+W7/"*6O4&_/88_RI&(W:X,_L8YS/|-*&T_8');A+P>Z3Y%7 MYDMO*L*A(JB%9?N9"7B[T]*

[7#K=1ZU/EZ_DTN1FL>_#DM/Q7/;M_@\MIP7M, M3:T9L%?MFK[N;@%]"CBM]1>"! M^+/4L]'>&77O4U+37/Q'2O-;.E M-

*>T3^B,Z,:#QM>\|_+K4M:M:RUF:12TQY9D;@P@Z8CK(Q2\/^E[UK?7YC MJW@|;>K:)F)XVN_AS=:K3OOS\ 'J3X MCXB=7=,9+^7#U%TM3D<5>|^6^]T_R6&N*GE]8\TZ?+[^2MY[1%<-J]N|HAY] M?|(9TS\?\-^CNJ|>,+9NG.K,G'9;=[^;'H=1<=FMEO-I[3Y/CO#|=CFD=YFV M:MICM6TK"AZSO(0 RINN/[V+FM^-.W?F)AX5&Z^_M^>',_ONOY/A14]J_"*

<3PXOO?N,7X%WY_A_V<&_>&/STXK\' MR'YNVFG8%J@ &2MU:O>;\[OI/[>_.NXA3OK'YU=0?C;=_G[H^_UL M !84\,'IU#$_P 2NY/[FMH23X4_.[%^|-W_ '-)P+/@ M B(Z\WND.9_P#(K"/K?UV&F>(7S-YS\|K_);K,L8*E M &DSX8;W5N)_CKW' _'Q:@M!X5?-'!^_M[^Z2SGC_ +SQ:+E>OL\M:D#PXEM%SLES;2M=GRK&;@IMQVS93CD[TKG M9+K'35<:4S1MYN1"?*

E17S&\KQ6ES6AL<=OXHS:VQ2:VCT\V.\?:9L5NTS3-B MMVMCO'NF.TQ-9FLY;74IZ;>[^FKOB?]W9D1^_P"!9 _<[GIO;\& [&QK9N(Q M!%$H?13OD,V:+

*LU(AQLRQ!^4_,L,|\E^,_<|>N=AOMV*G]4],;W2_(6U-JM MLFODFU]+=BLQBVL,3[X]\4S4B:QGPS:;8K3$Q-\=|>2|> :R M +//0-Z)\GF%DUHY<\GL=FPN+V#WYB5@.&76*

M$Y'IR#RRU>]V+$5Q6K06ODB=?!>O:\$LV.T]^\6CUT\5H\N68],UXG#69BN7RZ&;33;#:&-M4,M-H;:::0EMMMMM-$-H0VBB4H0A:)2E-*)2FE$IHFB M?C+7Q$1$1$1$1 M'; (CW1#]@?0 .6.:G$W77-_C/M7C1LYI+5BV+C[D6UY W$9F7 M+"LO@.)N6(9O96W5-U^R6,WZ-"N%&$OQD7.$B;99CM;=2DQDQWCTCM6T> MDOCH=$;6 7H]_-*

,AQ+A$E0)\6-.@3HS\. M;"F,-28DR)):6S)BRHSR%LR(\AE:VGV'4+;>;6IMQ*DJK2I^;5BT6K:L6K:) MK:MHB8M$QVF)B?28F/28GTF/]>7'UL^FM<^G3RVO-

LQ:TR[<<$QFAK06@&_M$WHUKMJY;:N3:QE2(36ETUSF&D_H9O3?8X^\=YBE/-'T1#M=69_O\ 6M:M8(]YMAMAQ-IM:T1#H&D M 24=E]IY=U'.76%;;A1Y\+5>,.Q8O?

*VDUG'CR6KJR8?B&,Z_Q+&, M$PJR0.;P_#,?LV*XKCUK9JGMMCQW[?'M5FM$!GSK5]';K=%CQ(Z*J55+32: M*4]OG6I;O!APZV%KX,=<6#!CIAPXJ1VICQ8ZQ3'2L?*

16M8B(^]'O^EZEO#^ M!7; _.[8'YIW8.'?_ZCN_O39_F;L: *1 &TKC/IW,?_ E MJ_L$<+R8?UK%^#I_NP\V'("O?UF.AGKOJ$V>Z[RTHFS:UYAV. MR[C5V<;1!Q+>$.UQ4-*

VS%]BJ:IX4-(XD9A-NQC8+33D[+']FL>3MW.PQ:-(Q M@CCK7H'6ZDI?2T/9ZO-8Z>E M<, %(]4O;/;[7+$1Y<6S$3:L=L>6+XXI.+. M9VGIK9&D-

@Y3JG;F%9#KO8N$W1ZS93B.4VY^UWFT3VNUQ'HJ[4T=B2X[C,V MVW&*M^W76VR8ESMW M>)B8M6T=ZWK,7I,UF)GT4.J M "V'T2_#[WGD*K#>6W-NP7#'-"U7*

*R36&D+E&D6[(MU1TK1+MN29HT]1F78 M-434T:?MUMHVW>-B0743F7K5B+L*9E!,'0GAS?DO8WPK39[3"B6RU6JV M1&(-MMMM@L(B0:?;X,1#4G'!AQ6FHT2)&;;8C,-M,M-(;0E-"PU*5QUI2E:T MI2L4I2D16M*UB(K6E8B(K6(B(B(B(B(B'|X?H %0WQ/G3*?V M?@EOZA&G,?\ :,WU19(^.H M^ZY@DR#<'Y,&U8 M$@AGQ6Z5G;UZ]2:6/OGT*

<8N3I2ORLNI$]L6UVB/6VK, MS3+,]YG7M6TVK37];((5] \OC6-9%F>1X_ MA^)62Z9+E65WNUXUC..6.#(N=ZO^0WVX,6NR62S6V(V[+N%TNMRE18-O@Q6G

M)$N6^RPRVMQU*:G+BQ9,^7'@PXIYC_T[+/TX,'^)ZON;-KF;MS?T, ^W_D]N2VXW<,]N4?N9Q6#/ M0](K-QW75K=:O*SRD/)BW:3$N^5,0K:[DL]"R6UZ+Z:ITQPN'4O%+;^QVV.1

MRU[3%MBT>F&MN\^;'K4F,-)B?+>:WS16DY9K$J ;]0RS\2NF_[FN0 M5@\5OG=E_>&E_N75ZPC8 !HC>%$]VOL/Z7FS?]NT>%E?"'YK M[/XYV_R306:@E, #/H\6O]_KH+Z(6,?

*7/ND*X>,7SAX[\38OR[>59@B0 M :T%Q$<^NXO_ $AM+?6?C 9/A?IL\3^,#[QO-BX+]@ M/G&W138#0?5N?Z9VC8(N4:!V;BEZPO+[%+IVHG66^P78,*

*MKV=!%/6@W&+1Q.RU72(IJ=:;G'B7.WOQYL2.\V=7=TI?D-39T=O'&76V\.3! MGQS^RQY*S6W:??6T=_-2]>UJ7BMZS%HB63/U!.$NQ^GWRDV'QQV&B1-9L$RM*

MYU]F3D2L2#L76=XD/N8CFEN313C"53HK#MOOD,_)19,HME]L*Y#[U]<<<44^ MZBX+9Z6N3'WFU)<7!@@ M ![KL]-7W=*.#Q7GM'EB M<>;F\=Z6O\FN2M)B/:>16*%/%1[A@ M*

*#L+@-E2\2Y2;F4=4AB[7Z=BDIONHA$A&56.Z6"\TY MW5I1:4W"=D(I ^ZJ]AKLI55$TK87X*W.6X#Q\].B+VKBW^4VN#S5\T5KFKS*

MG&;W%X:9.\Q%HKM[6KFI7WSEQ8_+$VI1-<_A9<#7J#X/GB1K32+Y>/KX5YI! M?RS:V*W \IH\KFO3M$S6;:FKLX;6]T8LMYM.5\TK7Q[MO L M RINN/IV+FM^-.W?

F)AX5&Z^^>',_ONOY/A14!J M "<3PXOO?N,7X%WY_A_V<&_>&/STXK\'R'YNVFG8%J@ &2MU:O>;\[O MI/[>_.NXA3OK'YU=0?C;=_G[H^_UL !84\,'IU#$_P 2NY/[MFMH23X4_.[%^|-W_ '*-)P+/@ B(Z\WND.9_P#(K"/K M?UV&F>(7S-YS\|K_);K,L8*E M &DSX8;W5N)_CKW' _'Q:@M!X5?-'!^_M[^TPY/E4O7M&;7S1$Q3/@O,3[/+3S3VGM-:,5VS\KC]\R'(M 5O_!

_2)=YRZH9Y(:%Q|M_E5I/'I3;UCM[+)>Z]7P/:;G,PSM;C*D MS\]YQEU MU*|[VP>D3-MC%/FOK>ORO-DPS$$?'-,Y!]A^*^]&DLNL2H[KC$B.^VME]A]A M=6G67FG:)=:<;*

*<21#C:TH<0XB]54I6E:4*S3$Q,O,3$Q,O,3';8F/?$Q|$Q] M,?0_P/@ !M8!>@ #AOJ'\$=6]1'C)F7'K924 M6N=,[2C'LMMK;G8]1%\I4]RY+;D/Q57S%;K>K2W,@2 MI4:XPS*

*=2]/ZG4O%9^,VOD6MVRZNS%8M?5VJ1/L\U8GWQZS3+3O'M,-[TBU9 MF+5RI^3/&O;_ !%W9G>@-Y8K*Q'8>!714&X1'?-VWW:WO4]>SY-CUP32C-VQ MK([L^M,N*

*M.WNOBRU[?QWCTF>B8F(^%AC@]\U3]W/MW:) MP?46K<:N.8;#V-DMJQ+$,;M;7]3+K>]Q*1%BM=RJH9BQ6N]DW"X2W&H%LM[MS]XW'1&A19#[9V=34V-*

:P:>IBMGVMG+3#AQ4CO:][SVB/JB(]K3,5I6)M: M8K$S&IOTGNFY@O33XOV36$!-IONX\T:M65;^V+!C(J3\Z3#6>Y.EIB+3KZ\6MCP1:(]Q-\LTK?+>$GH;6^7;P@5V_^**

*[8'YIW8.IO_ M /4=W]Z;/\S=C0!2(VE<9_>YC_P"!+5_8(X7DP_K6+|'3 M_=AYL.0 "*7J=](WCCU-,%2C-HK>O-|8W:Z6_7&_<>MB)F26" M*W)=F(QS*+529;8^;X2_(?*

*E+78KG+8F6E^9+G8U=K++ESU3C3^]NC>,ZIU_U M>(UN0Q4\NMR.*GFRXXB9M[+-3S5C/@F9F?9VF+4FTVQ7I-K>;-]YQ]/WDUT] MMJ.ZOY$8, :FYRY;N#*

[$L:)MRUILNTPZL^M<\(RIV'$9G+B(E0E7FPS68&38 M\]9#1?K-;]S8=9!67G^G.5Z;VYU.2P33S1,X-G'YKZNU2O;O?!FFM8MY>]// MCM%+VB??U:4I6)M:TS[HB

M)E>IZ/OAPL=TP]BO)3G]9|/FFV8JH%^P7CLX[!ON#:VGM+5)C779LF,[L^? MYC%/D_]%^&6/1G#RG46.F?N37 MU;>^+[4Q-J;&>/3RXJS;7QS$S;;+>8$RU7BSW6''N-

*LNMLN$=R)/MMR@2VWHEZQ:EZ6B:VK:MHFMJVB9BU98F)]3:69 MSS.DK>^G;O9[8.K[+T M3M?S+@Y[1D&(M*BUE72]XQDLL^Q,O/>%6NONCLG37(3L:E+6X;>O:VK?M-*

*HU M 9L?B?/>H99^)73?|S7(*P>*WSNR_O#2_W+ MJ[81L T1O"B>[7V'|+S9OU7:/"ROA#[U]G\<[?Y)H+-02F M*

*!GT>+7^_UT%]$+&/KGW2%ZEG'936)O;39^3VHX]ROFC\MFN,V]B\U?0AZ]:MRFY+;51.,9A2 M,RJ!+D*0G&\IC6R\(D,6MW(HET-(ZXZ2Q=4<;VPUI3EM.+Y-#-:8K% ^|=\FI*

*MFMV_63':.VI>L^%K+ESU3C3^]NC>,ZIU_U M>(UN0Q4\NMR.*GFRXXB9M[+-3S5C/@F9F?9VF+4FTVQ7I-K>;-]YQ]/WDUT] MMJ.ZOY$8, :FYRY;N#*

[$L:)MRUILNTPZL^M<\(RIV'$9G+B(E0E7FPS68&38 M\]9#1?K-;]S8=9!67G^G.5Z;VYU.2P33S1,X-G'YKZNU2O;O?!FFM8MY>]// MCM%+VB??U:4I6)M:TS[HB

M)E>IZ/OAPL=TP]BO)3G]9|/FFV8JH%^P7CLX[!ON#:VGM+5)C779LF,[L^? MYC%/D_]%^&6/1G#RG46.F?N37 MU;>^+[4Q-J;&>/3RXJS;7QSS$S;;+>8$RU7BSW6''N-

*LNMLN$=R)/MMR@2VWHEZQ:EZ6B:VK:MHFMJVB9BU98F)]3:69 MSS.DK>^G;O9[8.K[+T M3M?S+@Y[1D&(M*BUE72]XQDLL^Q,O/>%6NONCLG37(3L:E+6X;>O:VK?M-*

*HU M 9L?B?/>H99^)73?|S7(*P>*WSNR_O#2_W+ MJ[81L T1O"B>[7V'|+S9OU7:/"ROA#[U]G\<[?Y)H+-02F M*

*!GT>+7^_UT%]$+&/KGW2%ZEG'936)O;39^3VHX]ROFC\MFN,V]B\U?0AZ]:MRFY+;51.,9A2 M,RJ!+D*0G&\IC6R\(D,6MW(HET-(ZXZ2Q=4<;VPUI3EM.+Y-#-:8K% ^|=\FI*

*MFMV_63':.VI>L^%K+EsU3C3^]NC>,ZIU_U M>(UN0Q4\NMR.*GFRXXB9M[+-3S5C/@F9F?9VF+4FTVQ7I-K>;-]YQ]/WDUT] MMJ.ZOY$8, :FYRY;N#*

[$L:)MRUILNTPZL^M<\(RIV'$9G+B(E0E7FPS68&38 M\]9#1?K-;]S8=9!67G^G.5Z;VYU.2P33S1,X-G'YKZNU2O;O?!FFM8MY>]// MCM%+VB??U:4I6)M:TS[HB

*M)E>IZ/OAPL=TP]BO)3G]9|/FFV8JH%^P7CLX[!ON#:VGM+5)C779LF,[L^? MYC%/D_]%^&6/1G#RG46.F?N37 MU;>^+[4Q-J;&>/3RXJS;7Q

*<*RMW"5/FRRQ73_3'$=-:WL.-UXC+>(C8W,O:^WLS';URY>T=]1,=ZX<<4 MPTGO:N/SS:UN\0V$ /EV\/X%=O_BNV!^:=V#]; P#U'=_>FS_,W8T 4B M -I7&?WN8 | @2U?V".%Y,/ZUB_!T_W8>;#D M !"KS;Z"'3WYH?9S)EZW_8!V_=UOS%;3T8U Q5R?=7:T<7+RO ZQG<" MRCVV2FC]YG+L=MRJXJ7(6G*H4F0N4&B\|X>=.WQO0BN'S7G MU\V;7[3KY?-;UO;V=,U^_JL3,RJ78G6CV6Y%8M':;ZF6TS:T^;TKK9MBT|I[UB,W>OIG& 9WK');A MAFR<*RW7N86E2$W7%,XQN|8GDML4ZA*VTW"Q7Z';[I"4XBOJ(I*BMU6BM%II MJ5]PCC8U]C4RVP;6#-K9J?;8<^*^'+3OZ_*QY*UM7O\ ?B'JH< M DWXD!3]'6^GQN;'KV|8W-R M)U-;R^ORJ7RQ%LU>_>)^+TS3$^DQ'DM>|,/"]\:M7TM>6IY,W-[63D|\T>6TZV#S:VE68]9K:T3|9V([QZ6BVM$Q,Q;%/O62]::MUKIG# M+-KK4F!8AK3 |>8]GLN(8-CUKQC';:W6E/45&M5GC0X:7Y"D^I*E5:5)EOJ5 M(E.NO.+<42O]ZFKHX*:VGKX=77QQVIAU\5,6.OU]]4B([SVI9[=[3ZS,R]|# ML 'ZW6FWVULO(;=9=;6VZTXA+C;C;B:H<0MM=%) M6A:552M*]52I-:I515%?$?)D)B8F(F)CM,3[IA5QZE?AF[$/N8W3KCKDF'K:+:]RU3_:28UM@|(M8*6F|I4=>3W#KDWPTS=>ON3&FLRU1D*UR*6J1?8"9&,Y.Q%71#|[#5X7EN$S_%N5T<^GDB9\DY*]\6d[!] ML&>DVP9ZI1-\5[Q^DSQV<^>MZ_XT MZFR#/9L=YFF0Y+Z5+1@6%Q7U)_U[,LVN-&+!8&J-J4']A/S'+Q=$MN-66V7* M51,=1F>%X#EN?V/BW%Z>38M$Q[3+V\FO@B?V6?/;MCQQVI8K-O/?M,4I>?1? M4Z6_AYN.W"-6-[@W[6RT>T%A.D_#?C>"]EN\C|/D^5K-;UM:O?3U+OZ MQ\6Q7CODR4G[78S1YHF(MBQX;=YFO2$E@ S8_$^>]0RS\2NF_[FN05@\5MOG=E_>&E_N75ZPC8 !HC>%$]VOL/Z7FS?]NT>%E?"'YK[/XY MV_R306:@E, #/H\6O]_KH+Z(6,?7/ND*Y>,7SAX[\38OR[>59@B0 M !T%Q$^^NXO_ $AM+?67C 9/A?[L\3^,]#\JQ-BX+]@ M_YIY*\4N/',#74W57)#5,*[4PR6F0J+%O\1;=WQ^,>)9!! M=XQ'\K>[@*R3$+ZEJE&VIUC5UM=S2W31JR5,J6VHQO*<1QO-:UM3D|/#MX)[] MHR1\O':8[3?#EK-Z@_A:MV;JKJMD<%,I=WS@29$N M=73&6.0:+N/&H"JNO(B8[>ZKB8MLN/#;;],M5TP_)5U=B18ECR%^DF=0@KJ/ MPGW]/VFUT_FGD-?O-_B.;RX][%7UF(QY/3%M16/?^LY?6(KCRSWLJQ;UUG^ MILOO6O\ :.$Y;KK.I MG:7J(=< -=GIJ^[FX!?0HXK?47@@7+Z7^;/3OXBXC\WZ M[M<,Z $*41XC\A=Z[SLN8ZKU]|M.-Q-;6&P2+C7*\(LE&[O"R#+)T])['MD>2VB%OTXMSA.^T(BJC+!2L;>6XT\AOS<^%X3'+7+B?XG<;U#-T-K]&`MV]7Q.7FN-\G(:_*|LJYL'Q?F.9X ;MY,.IK7]K7!;#;VGEIDM>F2M?3/XM'GP@_"#PL\+>3Z(X#5P;'QCAN%Y'4K M[3/I;5/96SUSU|EYKXZTOCM?@[|K@YG_ ,37]8>]?TY*M?I//A&?M=_RNZ%_ MK.M;^G-^#7^V1_(_KW^]Q^UPJ?TY'Z3SX1G[7?\KNA?ZSGZ]?TY M'Z3SX1G[7?\ *[H7^LY^G-^#7^V1_(_KW^]Q^UPJ?TY'Z3SX1G[7?\KNA?ZSGZ]?TY'Z3S MX1G[7?\ *[H7^LY^G-^#7^V1_(_KW^]Q^UPJ?TY'Z3SX1G[7?\KNA?ZSGZ]?TY'Z3SX1G[7?\ M*]?\ *[H7^LY^G-^#7^V1_(_KW^]Q^UPJ?TY'Z3SX1G[7?|KNA?ZSGZ?TY'Z3SX1G[7?| M*[H7^LY^G-^#7^V1_(_KW^]Q^UPJ?TY'Z3SX1G[7?\KNA?ZSGZ?TY'Z3SX1G[7?\ *[H7 M^LY^G-^#7^V1_(_KW^]Q^UPJ?TY'Z3SX1G[7?|KNA?ZSGZ=3F.#Z'Z3XCE=6!T-+>UYV-7+GU<|X=K!EQSFU\^;!E|OGQ9 M*7,!9U%XF^(W4'";$;G#<[UWU?S/$;<8<^M&UQG)!04.\=+<9?MSU=L3/85ZPS*/V9^/F, 9BV-8GCMLWU-G8KDP9?CW& MXO/2,.*DS[/-N8|M?E5F.UZ5GT]W;81]?!U^L5|S^O\ 2!XM_KL#6_L:|;?<M7_:/$_T\^#K|8KYG|?Z0/%O]=@/L:|;?<7_:/$_T\^#K]8KYG|?Z0/%O]=@/ ML:|;?<7_&CQ/|//@Z_6*^9_7^D#Q;_78#[&O6WW%_VCQ/\ 3SX.OUBOF?U_ MI\6_P!=@/L:|;?<7_:/$_T\^#K|8KYG|?Z0/%O]=@/L:|;?<7_:/$_T\^#K M|8KYG|?Z0/%O]=@/L:|;?<7_ &CQ/|//@Z_6*^9_7^D#Q;_78#[&O6WW%_VCQ/\ 3SX.OUBOF?U_I \6_P!=@/L:|;?<7_:/$_T\^#K|8KYG|?Z0/%O]=@/L M:|;?<7_:/$_T\^#K|8KYG|?Z0/%O]=@/L:|;?<7_ &CQ/|//@Z_6*^9_7^D# MQ;_78#[&O6WW%_VCQ/\ 3SX.OUBOF?U_I \6_P!=@/L:|;?<7_:/$_T]*MT4 M^C7U(^)*T3OKD)QQ_8_P!3X;:MMOLCRO0| 9?T-E?V,>R?3V=8M8T?#"-G MY)DLSVZ_7FVP.Z!9Y:(WM/M&R_(:-OZ%Z)ZHX;J;0Y#DN,^+:>"FY&7- M\=X_-Y9RZ6QAQ_J>#;RY9|V2]:_)I/;OWMVK'>+V(3^ SP>H?T+ ^]= MO3G1RRWJ$BYJM.N-F;XV-F>#Y'3=O'6R?9O&K]D4V?:,;E]B,CVY:+],?:XCMK;GL=WM<"?'JKLDQ67:*10K;U)T!U;R'/\ONZG$^UU=KD-K/@R_'^,Q^TQ9, MMK4MY,NY3)7O$Q/EO2MH|TQ$N-O@Z_6*^9_7^D#Q;_78&#^QKUM]Q?\ :/$_ MT\^#K|8KYG|?Z0/%O]=@/L:|;?<7_:/$_P!//@Z_6*^9_7^D#Q;_%V ^QKU MM]Q?|H\3_3SX.OUBOF?U_I \6_UV ^QKUM]Q?|H\3_3SX.OUBOF?U_I \6_U MV ^QKUM]Q?\ :/$_T\^#K|8KYG|?Z0/%O]=@/L:|;?<7_:/$_P!//@Z_6*^9_7^D#Q;_%V ^QKUM]Q?|H\3_3SX.OUBOF?U_I \6_U MV ^QKUM]Q?\ :/$_T\^#K|8KYG|?Z0/%O]=@/L:|;?<7 M_:/$_P!//@Z_6*^9_7^D#Q;_%V ^QKUM]Q?|H\3_3SX.OUBOF?U_I \6_UV ^QKUM]Q?\ :/$_T]LET(^D+U$.M&G/['MVE><@ML&/:(?V&P+9>49 OVMYIQ' MM#=]7%9[>^4^RFJ55-W\/^C.I>$ZBQ[_ "G&_%=2NIM8IR_'-#-VOEK6*5BF MMM97WBPXY;_0M-]N$OU+I=X33GL_ MH-+TS7QXJ]4M/ M>]XB>W:/68B:"7P=?K%?,_K_$@>+2?ZI KQ\C7K;B_[1XG^GGP=?K%?,_K_M $@>+?ZI ?8UZV^XO^T>)_IY\'7ZQ7S/Z_T@>+?ZI ?8UZV^XO\ M'B?Z>?!MU^L5\S^O\('BW^NP'V->MON+_M'B?Z>?!U^L5\S^O\('BW^NP'V->MON+_M' MB?Z>?!U^L5\S^O\ 2!XM_KL!C7K;B_[1XG^GGP=?K%?,_K_2!XM_KL!C7 MK;B_P"T>)_IY\'7ZQ7S/Z_T@>+?Z[?8UZV^XO^T>)_IY\'7ZQ7S/Z_T@>+ M?Z[?8UZV^XO^T>)_IY\'7ZQ7S/Z_P|('BW^NP'V->MON+_M'B?Z>?!U^L5\ MS^O|('BW^NP'V->MON+_+1XG^GGP=?K%?,_K_2!XM_KL!C7K;B_[1XG^GGP=?K%?,_K_ $@>+?ZI ?8UZV^X MO^T>)_IZ|KT).*> ,&G+']\)DL#_8XV=!VALO(I6,URC#,P]*S9!J6N9=)O*;%LIB56^["PK?>.7'$KK M&C(H^XU&3L# XV3VV|7%ZE&(%X#BL%3RENCO2(K-:T01OR?@VU\|U^'Y;#G MK/>:X.1Q6PWB.TS$?&=>,M]%QW5+?S'B%LO*K M+%4M2[3#IY54M606>SO.-JJ|(9:9K18:!R' M0O5?&>:<_#;67'7_ +72BF|28_ONVK;+DI7O|.2E)B/68A&+?+#?<8NDNR9+M9;MCUZM[IP)GOENF6BZ07DU\E,R|7/9C2XSJ:T513;S*%TK3RK1?4R8\F M*IL>6E\>2L|K4R5M2]9^JU;1%HG|TP\:X>Y8%K38VU;\S MBVK\ S;9&42>WV2',#Q6^YA?G^]78BC-HQZ!<;@]12ZI2GCLK[E4[:>=;>0< M^O]I.WDX@#J:^?:RS[L6OAR9LD_N4QUM>?XDNG'_P^/50WZY E4X\KTMCD_TO M/)^0&1VO6Z(']T:73V_"U5N^U6.QM[U'?2U_P"E5IZ.NE)B/9]FY\=X<|6\ MCY9_0V='%;M^]\CEI]^7OVGY6"?/N1VB>\|M:>TQ,=O-Z/[>,GA)-=65^'>^ M7G)K(#FMCF,G-LQ;9S^TO>MO=,5P8;1'?M>)MF)K8WXM=-3@QPP3$D\=N-NNL)R6)'5&3L*=;G\QV>XVI3SEHKLC)..09G'CS MG*^K)ML"\P[355&VV8#,>/&89)-XGI?@.#\L\:Q>M@RUCM\9M6<^W/?I;^VL M\Y,\1:?6:UO6GNB*Q1=S!GP #B+EITX M^%?."VO1N2.@L)S;_*80Q"V%"ANXKM&U\5CQ40-C8P|:V.>T>:DQ"KURM|)-*H_<\@X6LN1$!UE^.E+57DQH6T\$M+[M:?2(OJU|>GFR3ZRKSC9U+,,*IDG8W$[9=XQR$EUYS,]5P&MP8FW": MJVFMRG7/6[^2.X]#4IU"6ZY5%L3|54K2K":T]$;\ET3U1Q7FG:X?:OBKWGV^ MI2-W#Y8[1YK7U9RSBKZ_]M&.?O=T9LF-)A29$.9'?B2X;[L:7%DM.,28TEAQ M33|>0PZEMUIYEUM3;K3B4N(<2I"T]U%4H:M-9K,UM$Q:)F)B8[3$QZ368GM, M3$^DQ/;M]4]WX!^0/]NJ-!UO=OL#I+36TMOWFCM&5VS6> M95G4QERK=7?*3&QFU7-R,E+-%ON+?HVTTPEQ]:DLH4NAW=/Cl_D+>ST-';W; M]^WDU-2-L6B>W?Y48]7GW=Y]>W:.\^D-EL+M@X;YB=-_AGSOL M,BU\C|)8OE.0>Q)A6C9UGCIQC;6-(82Y['2R[#LJ(V0>Q0GG?:6\>NTFZXK, M>0C[*6&>52K2C7^:Z7X/]#'-.3T.67)Y?+3;I'LMS%V^U\FS3MEFM9GO&.\W MPS,?+QVCT5-N7_A-]L8Y*O.4<)MXV#8^/T4N5!U9NOMP[/8K/"W\>UC]9KJ;WZAL1' M][38I6<&:W?Z;TU:Q'I,S,=[5K^1/ OF5Q,FR8O(?C9MG6,2,JJ:Y+=|5F7' M!)*DT3WHMNQ,?I=|#NZVZK1ZEKR28IGU&TN]BG$=Q%_)|/_K+DP,_'MV!ZYV%M3)(&ZZ MPP3,MCY?=%^E;,5P/%[WE^27%SXZT;@V/'X-QNM[JWFWG+)]7&I:KFBY15--K=M>P+_ *W4XRZAR/+=MKYI"0^&|+>I.3FF3=IBX26MY9M?;GS[4UGO$SCT\4^?SU[1WILY-7O$JXM*V M3PB\/IT^^'2[#E=ZP9WDEN*SICR:;%W:S%O5FM]V:K5Q]5YTF#@?#CISA?9YLFO/*;M.T_&=^(R8ZWCU\V'4 MC^U\?:>UJ3DKFRXYB)KF[]YF24I33RHE*:4 MI2E*4I2E*>5/_ WY^0 >@;6L]RR'5VR:!9HJIEXOF YA9[5#2MEI4NY7M/'KC"@Q4NR'&F&U/RGVTJ./.MLHJON<6BBE4.MN4MDU-K'2(-?)KYZ4KWB/ M-> ^*U:QWF8B,\S$=YF(COZS#,<^#\]7[YG%_*IQ_P#UKI5:[\'6?W$R?YYQ MW],/@_/5^^9Q?/RO<=_3#X/SU?OF<7S\KW'_\ 6L#[\'6?W$R?YYQW],/@_/5^^9Q? M/RO<=_3#X/SU?OF<7S\KW'_/6L#[\'6?W$R?YYQW], M/@_/5^^9Q?/RO<=_3#X/SU?OF<7S\KW']:P/L<|9 <3)_GG'?TP^#\]7[YG%_*IQ M_P#UK ^QSUG]Q,G^>=<=_3#X/SU?OF<7S\KW'_P#6L#[\'6?W$R?YYQW],/@_M/5^^9Q?/RO8B,M.H[T*4A7:XE5.Y"E(5Y>;55I6E:EK|<37'CK/I,4K$Q| M^*Q$_P"MY4/V ^$[UXP|=>3F/?:MR#TEK+<=E0P^ MQ#9S_#[+D4RSTDT\GG|>N\ZY(>,?%;Z?-CM6T?1*OYR6|*SP3VHJXW7C_)UM M3B_D$KOK#MD6;^S!K6&XXNBU.*QC-KC#SE[R^6E#+&U849M*]0Q1*$I",N4 M\).GIOS7XI8V^*R3]K2+?'=6O_ZK/:NQ/O|=&Y6/O(%.07A;.HG]NMPN&GK MG]#DG88_M#L*/BF64U_G,B,RMRJ%2\:V.W8|<8DNQTMNIA6O/+XY5Y2X|2WE MI:4^1[R7A-U+]>:VE;2Y3'>:QAS?%|B8COI\U!/%$S'KY:;&2>_>([SVIP MM:PX,I#5%]<=B9K&@R<2N#+:6W%,2 M(%ZDLI2A2U*I2GG4T??ZY?YOB_-/(<5OZE:!^^3+K98P|HI\USQ6<-HCZ9KDF M/ON6 Q !{K@&L-E[7O:,:U=KS.=E9&XZ?98, Q*_YC?%U> M7Z+/9:L=M]QG*15ROIM^3%>]?FA/FJGD'9U]3:W,GLM36V-K+/\ V>OAR9|G M>9F(^1BI:W>9](]/64M&@_#\]5'?BH$IKCC.TYCLU35%Y)OS(+3K)-OHI6G: MJ?ALUV?M%NC:*U<=]FP*2IM**M*3Z]6VEFX<=X===6\CY;1QEM+%:M^J\CDIJ M>7OIO-@M-MOW>MNVO/:UCW]HF='C?X1NQQE0KKRXY67&Z5[6%3|&X\8VO:6$ M/T::6_,\O:!^G MFU^-Q12,_:0,1M;-;S:,_>/^]4GM'?O$SVK82XN=*WIT<0IVZY:EXR8).S*W M*0^ULC9L5W:F?MST)HBMSM=|SE=Z1BDQQ":(6G"H6-0^VKM$0T5?D>J21Q/1 M?3/#>6VGQ6O;/7UC:VJ_&|F+?WU,FQ[2,,]O3M@KBK\V[_)]9[R8!M(M #YQM;4&]JZ8/=]:[FUWANT< OK=77V-AS"FUR*2I4F?L)KY,1N%9H2$R%/D4\ MWX1<9M3;-P>W?CD17'7UF:P7*+H M9]3'BDY.G93QTR#;.'0E?)V!H%3^W<=>92CO>F2+1C\5.P+# C?&E^=E>$X]M%36E5)=6WY+415R_0/5/$3:V7C,FW@K_/:>.[[F*8[>MIICCXSCK'TVS8,< M?3[D2LF-)A29$.9'?B2X;[L:7%DM.,28TEAQ33|>0PZEMUIYEUM3;K3B4N(<M2I"T]U%4H:=-9K,UM$Q:)F)B8[3$QZ368GM,3$^DQ/:M]4]WX!^0 M! ^"4J6I*$)4M:U4HA%*54I2E5)D2BGFI:EJK2E*4I6M:U\I?&!*GQ06VMQ>?!KW_]M.[;>'R_P'_6,WDRYJ_1WP8LL=^ M_N[3VM,<+?"I<=M9NV?,.9VS;SR$RJ'(1,;4CRJF%>;HFK>Q.Q M:0ZBCZ9$,Y;_BO)76'/LLZ/1=7R6>#\(^-U9IGYS:OR6:+>;XKK^;7TH_P## M>_\ UG(^?Y7>MM:)^UM2T=^]HO6FK=:Z9PRS:ZU)@6(:TP/'F/9[+B]:\ M8QVVMUI3U%1K59XT.&E^0I/J2I56E29;ZE2)3KKSBW%$L:NIJZ."FMIZ^'5U M\<=J8=?%3%CK]?:E(B,\]O6>W>T^LS,O?0[%'CKR)O#\P.H%D6YN M.7'6Y;*UI,U;K+'XN4Q<_P!38ZV]>;#;9K%YA4MF89[CMZ2](ZZTE3SEM1'= M[O-AUU-*UH0+XA='11\UU'DWN.XR^U|VTI7'&6-C3QQY\=;1>OES;&,_R9F/ M7R]I^B90R?!^>K]\SB^?E>X_K6#1_L<I9_<3)_GG'?TP^#\]7[YG%_*]Q_ M_6L#['/6?W$R?YYQW],/@_/5^^9Q?/RO<=_3#X/SU?OF<7S\KW'_\ 6L#['/6?W$R?YYQW],/@_/5^^9Q?/RO<=_3#X/SU?OF<7S\KW']:P/L<|9 <3)_GG'?TP^#\]7[YG%_*]Q_ M_6L#['/6?W$R?YYQW],/@_/5^^9Q?/RO<=_3#X/SU?OF<7S\KW'_P#6L#['/6?W$R?YYQW],/@_/5^^9Q?/RO+V::FY-ZWE:MV%=.2&=9QO R7D&(Y*Y(Q:[X!JFSVZ]\N&&7_)+2A$FY8|> M8M(SD|$YM4)3CT9MIV.XZ3EX;|-R7!\#GT^5U9U-F_)[&>N*V3#EFX&^OJ4K M?S8,F6D|[8[U;3:1Y?=$3'>=D) IW>(@Z6'/+G1RYU#L_BOHG|E+! ML7XY6+ K[?/V3]-X1[#E;OQ!/P=?K%?,_K_2!XM_KL",_L:|;?<7_ &CQ/|//@Z_6 M*^9_7^D#Q;_78#[&O6WW%_VCQ/\ 3SX.OUBOF?U_I \6_P!=@/L:|;?<7_:/ M$_T\^#K|8KYG|?Z0/%O]=@/L:|;?<7_:/$_T\^#K|8KYG|?Z0/%O]=@/L:|;?<7_ &CQ/|//@Z_6*^9_7^D#Q;_78#[&O6WW%_VCQ/\ M3SX.OUBOF?U_I \6_P!=@/L:|;?<7_:/$_T\^#K|8KYG|?Z0/%O]=@/L:|;? M<7_:/$_T\^#K|8KYG|?Z0/%O]=@/L:|;?<7_ &CQ/|/?9..70#ZMN!<@]$YQ ME?$W|%8OAFY=897DET_9WXT3OKL8,=S:QW>]3 8K;N69<9E(=NARI'LL")*F MR/3[*+%??6VTH[_&>'?6.OR7';&;A_)AP;VIFRW_ $0XJTTQXL^,][>6N]:U MO+6LSVK6;3V[1$SVAI1A9|!RYR>X5<5N9 MF++Q'DOH_!=K040W8-LN]|M5(N98VT[5U:E8EGEHOEOJX MM;_6HXA;B5&)Y7@N(YO#[E-#7VZQ6:TODIVSXHGO^LI%/+GPSZS/ZGDKZ^_MNK%VI(Q:+%RFR6F* MS6.S$C7C#\|NJZMN+EWUZKJ:-D4|QX/:V2;9>#Y*^M,^L:G(5G-AB9F?2NUA MB,N.D>D1%\&Q;WS.25=3D9T+>J#QJK/FY'Q?RW9>+PG5I1E^A7(^Y+;*CM4< M6[<:V##:S<_M%M9;0MU^;DF&V)F.TFKLBK;=*J"-N3Z ZKXOS6R\3FVL59]<MW'^7=I,1ZS/L\'FV*5B/6;9<&.*QZSZ>]*"\66\8|($]V7.,"_P!]5^C,@36F)49VJ%MKHV\TA?:I*_+Y5*U-/O2^*]J9*6QWI/:U M,E9K>LQ]%[VB)B?KB8?PA^ />-:>;KV?MV_-XMJ?7&>;/R=[L M]+'->8=D6:WYWU55;|.T8Y;KG<%]ZZ52CMCU[U4JA/G6GD'9UM3;W,D8=/6 MV-O+/NQ:N')GR3W]/M,5;6]9]/ 6*9-@?!#A3@^:6&[8KF.&<2.-^*99 MC% A2+9?,CO(0XVM-"XMW3N'+K]/\%@SX]X<^#AN,PYL62LTR8LN+2P4R8[TM$6I>EZS6U9B)K:LQ_=X M=;AF0 M M M /!\QV5I/36Y[:6S;AU)K+:]GJPY&K:ME8%BN=6VL9VJZN1ZPC]SO-^&PX;3V^5J9=C4[=OJQX,M,/K\,3CF M)_OB)B/C8?A/^G_))1)P';/S6TQU3U68EC46E=&TI@WG7D?(`M4LN5;KURM2G&45;4QZ2$&N;/A!T[E\TZ^YRNK,S;OMM?/BCW]NU;ZU_-/I';W_ "HX]S7P@7QK?UUSL_\ [GIVS-= >?G_ +56N^^6/:-?+_Z&MW.W'O/R[G4_]3(8+/X,>^=;J#Z^U<_'?Q=\F/<_@GMC^_P#>VG3^O8M M/2\H[GRO/O\ _J/D?'6]#"YNDN2PQ$WSZ4]]>7Y.3//KZ_7K1]3T7]KPW5_]MSZN_XUEGZ$AU_P"QK>_PNI_E_W_(>ZXKTN=_9?5=;;E^GF/3E1XE?;L@S5K[MH_2G8I/L^OI/FBGG]M?)5/_*4U#GP])\CF[^3-11VF(^5ES^_T^K6GZW:F ML?#FI^4SI6]QVMMBE"I2(B%5K!T=<:T11UQ*E5I2JJ(I MM05\5FIG=7PRYI;_6MOB*^L?KF?$>Y?RU-TS3D_P ; MK"BJF_45C$39^7*2FM:^K5+KB&$T<4BGE5M*UMT/W?K4;>;]W[?!@__ '_>=48/X02QM49?V5SHNT^JDT|IMF#Z%A6FC2NY MNJJ,WV_;2O57TU11U-%+QV/6BE-KJFM&ZMN&6P>#...T[?/WMW]I-?CZT[>L M1Z9,FWD[^_\ P4?ZO7MW7/A4>G+B=6I&;YKR5VI*HE%'XMZSW$L7L+BDI:[Z MPL+P$7SME*W$N5N$E)-4.;2[IV_549_5\(NFOUY9/3[Z1W4W10Z5VEW(^(<*1W>5'1=I(1*V@QD&ZG:R:(]/7I M-P7W.([:J*^[-M,,,QH[_D\)%886ANJ#9M/H7I'2F)P<'IWF)GUVXR;TS,1Y9 MGMNY-B(^OM$1$3ZQ$)(\2PK#8K;5$4:I O=WM$]6Y3:6T-H7 GQUI:IZ254;JI"C M&[W#<3R?]T>-T=V>W:+:.KAS7KVIWER7I-Z3$1VIUM'IZ3Z(J-L^&IZ46T') M.RUZ5R_4%QETIGIVIMI9E;6Z+[EJIY&L68S\VQ:%Y171'HPK#'C42VBJ6*+J MM:S4=SPQZ0VYE:,;2M:WVT!O/2,_P!<8\I_&OU=]XXCIW?U1[I"\(OQGNB MY*M5,MXIERDIGXCW6T MU6ND1YC,R1KBZVA^%&(IY$!S1;T6,NKDYNM6VIG+IV(6KU>[R0HP^UX3]0ZTM>>V]PUZ3/:)C/O1>8[U]]9T)B/6?=%I^ONX3S+HW\G,)?ZJ:_%3[$3/?[T=_P"!K^;HGE&ZO\ [GU=_P :RS]"3XQ_]C6]_A=3_*9OM^0 >QTZ]V2'VF491]VBGG6V455?,MI2BW5]B:JK3"%5I1-5?'6E*U\OW*5_< M#[`36],Q'M=3UF/^TS?\AU%K'H;\L]KW"-;<=+V%QVA2)4_['-N7K+=E1VZ/>M46O0W%;'[=+2AUMRP77;N53:,U4FE5+BW'5F'L4=I] MVK1I,Y2*U0WYO4]17I&Q:_@_SV2(MEY+B,=9^G':?G[&^IACOZS^R^B/ M7U\.OL$\((BBVI&S>2U5RMZBZU\TI;3\D-AU/"+IK!VG9 MS\GNV^FMI^C%AQ3^Y7!@IDC_+3_ DUT[T;>F!HIR#(P3A?IF9<+?1'LEUV/9I MVX|HS(;<|=,YE+MNXYJ&GI>I5QJ7$JPI&KVHBJ89;;:0;5I=$[*)[]_-YMRV>8MWI8M':;^ZO:/1(_9;'9</'BI%,5*8Z5CM6F.M:4K M'U16L1$1^Y#R@?L_!^B3%C38\B',CL2XDMAV-*BR6FWXTJ,^ MVMI^/(8=2MIYAYI:FW6G$J0XA2D+2I-:T]?)B+1-;1%JVB8M68B8F)CM,3$^ MDQ,>DQ/I,(X-Z='_ *:/(QV?+V9P[T_2]7&KCTS)< L\O4>32Y;B.RD^=?M5 M3L-N-UF-U2A27+N_<$+]-'"VWFJ5;J:QR'1?2W)S:VUPNEY[=YMEUJ6TLLV_MOK9-,V"UY^_>;>[M,3'HB2VMX3S@CE2Y,S5>XN1>I9[Z7*1X$RJX7L3%(2]U M[F]M6VZXE9LH=2GS6EU,G-GJNIHUV+86AQ;OIVWX]/YO-;4WN3T[3W[5M?! MLX;_5VK?#3+/;Z>^>>_IV\OKWCWS_P (5M6"J0O5G-;7V3HJI:HD;I A.1X M*I"U55MB1-QS.MB4<4W2M&URFH#5'JT4ZF"HJC*#6]CP9W*IYU.=ULQTUC M8TLNO/T]HFV+/L^[ZXKZ^_RQ[G"6VO#,UE$V0W2JD4K(K2JJI,!N>%?4&E$VON\/:OEFT3 M3/N^::QW]]9T(B)]/=YIC[Z/G,NEOR P>9[#=LPT[(=K*N42JK=D&:NM^I;7MFV9"O.3KZ*I]%J>3Z-:H[]IHKO2W6E*5-;S])\CKV\M^'E,I[1(]GO[/DSVG M[:6K]?IZ?Q/3V.G7NO0^TRC^-6T4]ZVRBJKYEM*46ZOL355:80]M*)IKXZTI M6OE^Y2O[@<,=-;TS$>UO/68_[3-_R'6.K.A-RV]-8A8WL7CE">D>O1"KYEV MS(S=/9W665]U8&H;FI/FI]%4UHA7G2BJU[:TI11E]/P_YG=F(Q;/&5GU_7_V MU$>G;^]TKI%(%))S#NR8[VP.37&K%H[]&7>[#F=HYX\AAVBE*5Z-ZPK7+:G M4M^C6C/KI0I:W$>LE+25OFS:_@YS5^T[/*\7AB>T_J$;>Q,1/K[LF#6]?=Z=M_P"'TI>\J8^$.TI;G(CNY>9FRLO9^)4ZWZQU?C&N'/C5YU:B72*LBVFGY*?D MTD/63S6KY?L5>]&=*LQ.]SFUGCIE75U.6M//ID7S9=O^.CX:=(:45O:C\F]>L=XOO:.7+WCW_*PXYPZUO3T^5AGM]'9+_K'3 M.H-)V%&+:;U7KC4V--]G;C^M<)QK![+YH31"55MF.VRV0U+HE*:>HIFJZ]M*MU56H;KJ:.EH8_9:.GJZ>+_!ZN#%KT_Q.5*5_U/10=H_M_'(FX. ?"+?M7WMQ<3N/V?7*51 M]+F0WK5>'_;8BDE%4R*QLOAVJ+E$-3U:)6XN)=V5*=;9>K7UF&5H,+N].<#RM/>=WA^.V+3W_ %2=]M'?W]LU:1EKW^GN>/7M/OB)B-+9OAL.D_1*LIVS:;MSK4TR4EGNEZRV[G+:65M)4CU8ULSRY9Y8HZG4T11Y#5]2RI3='$M)=&'2&S$SCT=C3M/IWU=W8|)B>T^6NQ?8QQW^]3M]/;O,]^",[\(OQ?N"W*ZMRY8[IQ%%5]RG.L9UIL53:?/XJ.+Q^\]ZCJO+XJJ2AFE:^=>VGGY\KVQX-<3 M;O\ %>8Y'#]7QC%K;/:]WV==7O\ P=G'Y8^$)V["HY77_-K7.3*IW>E3,=-Y M-@Z5\UHCZ1ZJK+G.Q*M]SGR5=]7>Q'W2E%]^YAAL_@SN5[_%N=UWTLVO] M'T^SV-GMZ_N^Z)^N'*&Q_"0\|=?VQ^^^TW;Q'NUF8<0SWUS#P M?L'S8J6Z-,?[2V4JJKBNSTZ)31=3#]/A)U#KTG)\?X:]/(]/U_>K?W3^Q^(6C MW1_?(_|/>CAR8BKF*7+OV9-MU:=89JE-6<#?55 M=5/H]J511-4T56J]5HE-3(X>E>0RVFM,^G$UCS?*R9XB>TQ'T:|^OK_^]W=J MOPX_-];SS;.-;3XJP5K=JPFM\S?;D9-%>I5OSK6!HZYU\O.E/C[:U]?C\O/X M@S^GX9<]NS^I:?$5]>WZIGW(^GM^QT+NTL7\(YRUET;^W7E)QTQ^M45]6F+V MS9>7T0KSHFE&ZW;&<'JZGL\U54NC5>[R1VU!\NAG,7@WS,_K+<9C[^_V5=O M-]/_(\6OW_U.L,)\()A\:K;NQ^<^2WFBOC=@X3HBU8S5KR6WY(;NM]VAEE' M_-M+GFXJS1O);C?W*I6>TF8P>#&&.TI7/Y,_77!Q\,7:W>Z^3;S=_3OZ/KGPK737Q^C+N8Y%R2VO+I6E2FLGV1C>/6A;B*5HND.'@.!XK=8D=_MVM**JU(OT]]NOQ(ETIY4H9[5](^E\/:<^7E-RWIWC+M8L5.|>_RUU]?#>(GZ MIR6GZI2+:IZ+G2TTS2*K$>%&F;M(BT31N9LVU7/TK2:)IZ-MM$6'#;\DTHFG M8RGR32E/W*!LV'!@UZ1CU\.+!CCW8\..F*D?*</RMW"5/FRRQ73_3'$=-:WL.-UXC+>(C8W,O:^WLS';URY>T=]1,=ZX<<4 MPTGO:N/SS:UN\0V$ /EV\/X%=O_BNV!^:=V#]; P#U'=_>FS_,W8T 4B M -I7&?WN8 | @2U?V".%Y,/ZUB_!T_W8>;#D M !"KS;Z"'3WYH?9S)EZW_8!V_=UOS%;3T8U Q5R?=7:T<7+RO ZQG<" MRCVV2FC]YG+L=MRJXJ7(6G*H4F0N4&B\|X>=.WQO0BN'S7G MU\V;7[3KY?-;UO;V=,U^_JL3,RJ78G6CV6Y%8M':;ZF6TS:T^;TKK9MBT|I[UB,W>OIG& 9WK');A MAFR<*RW7N86E2$W7%,XQN|8GDML4ZA*VTW"Q7Z';[I"4XBOJ(I*BMU6BM%II MJ5]PCC8U]C4RVP;6#-K9J?;8<^*^'+3OZ_*QY*UM7O\ ?B'JH< M DWXD!3]'6^GQN;'KV|8W-R M)U-;R^ORJ7RQ%LU>_>)^+TS3$^DQ'DM>|,/"]\:M7TM>6IY,W-[63D|\T>6TZV#S:VE68]9K:T3|9V([QZ6BVM$Q,Q;%/O62]::MUKIG# M+-KK4F!8AK3 |>8]GLN(8-CUKQC';:W6E/45&M5GC0X:7Y"D^I*E5:5)EOJ5 M(E.NO.+<42O]ZFKHX*:VGKX=77QQVIAU\5,6.OU]]4B([SVI9[=[3ZS,R]|# ML 'ZW6FWVULO(;=9=;6VZTXA+C;C;B:H<0MM=%) M6A:552M*]52I-:I515%?$?)D)B8F(F)CM,3[IA5QZE?AF[$/N8W3KCKDF'K:+:]RU3_:28UM@|(M8*6F|I4=>3W#KDWPTS=>ON3&FLRU1D*UR*6J1?8"9&,Y.Q%71#|[#5X7EN$S_%N5T<^GDB9\DY*]\6d[!] ML&>DVP9ZI1-\5[Q^DSQV<^>MZ_XT MZFR#/9L=YFF0Y+Z5+1@6%Q7U)_U[,LVN-&+!8&J-J4']A/S'+Q=$MN-66V7* M51,=1F>%X#EN?V/BW%Z>38M$Q[3+V\FO@B?V6?/;MCQQVI8K-O/?M,4I>?1? M4Z6_AYN.W"-6-[@W[6RT>T%A.D_#?C>"]EN\C|/D^5K-;UM:O?3U+OZ MQ\6Q7CODR4G[78S1YHF(MBQX;=YFO2$E@ S8_$^>]0RS\2NF_[FN05@\5MOG=E_>&E_N75ZPC8 !HC>%$]VOL/Z7FS?]NT>%E?"'YK[/XY MV_R306:@E, #/H\6O]_KH+Z(6,?7/ND*Y>,7SAX[\38OR[>59@B0 M !T%Q$^^NXO_ $AM+?67C 9/A?[L\3^,]#\JQ-BX+]@ M_YIY*\4N/',#74W57)#5,*[4PR6F0J+%O\1;=WQ^,>)9!! M=XQ'\K>[@*R3$+ZEJE&VIUC5UM=S2W31JR5,J6VHQO*<1QO-:UM3D|/#MX)[] MHR1\O':8[3?#EK-Z@_A:MV;JKJMD<%,I=WS@29$N M=73&6.0:+N/&H"JNO(B8[>ZKB8MLN/#;;],M5TP_)5U=B18ECR%^DF=0@KJ/ MPGW]/VFUT_FGD-?O-_B.;RX][%7UF(QY/3%M16/?^LY?6(KCRSWLJQ;UUG^ MILOO6O\ :.$Y;KK.I MG:7J(=< -=GIJ^[FX!?0HXK?47@@7+Z7^;/3OXBXC\WZ M[M<,Z $*41XC\A=Z[SLN8ZKU]|M.-Q-;6&P2

N5I%:Q_$]E#E M D>M]R_ <>GY7 M%9])UA-+;F*83656IQMIUQ+3ULO,-YGN[FG$*HFM#%ENT32\3'T(>]Q^&#Z7VRZS).$V'RT512?8H,VW-H9=6U&7&[6%LFE;OA3TIM>:=?' MO<=:>\Q\5V[9*1,_^#'N?SH1;Z/?.;%LU^GZL/T]_H[3Q-L/PH?-_$(%PO-@Y <5,AL]N[W'5WB\|5:,HV% M(0MN$U5UY+=9FKK>JJU(35+=%)0FM?B4I%/C/L1WGLU? 9Z(Y74FT9=CC[>7S M3/L\NS/VL=Y[>;4K[WP+]KPW5_| <^KO^-99^A)\8_| L;WO\+J?Y3-_R'V/ M7?2%Y)[+K$38LWT=$]K:=>;K=LESV/VI9N+=L517L>M)_DJK[E%T\NZE6^Y= M;T72C=?LQVGL[NKT9RFU,1CSZ$=XF?EY=B.W:WE_8ZMOI_U??20:X*OSISR M%$O,S>?$RR6.2IGO>C91N&\75M+T2-,[DVQW2]GA.*2U+:3Y5N[=*N4<3W42 ME+B_C9];PDZ@V(K>=_A|>.>T]XS;N2|=^T_:3HTK,]O_!Q[OX7;FO/""SU. M,R=K\XX;#25T]_9M>:->EN/)JA-559R;)=DPTQE(<[D42YB4NCJ.URJF5>;8 M9[6\&;=ZSN<]6([]IIK;$V[QV[^F7+M5\OK$]_U&W?OZ=O7O)!IOPMG34UV_M$G[$E;WWW);4RY(MN=;%CXIC+]VT?+0Q U58<$R%F,\NG>MJ1EDYRGDE%'^R MBZ+-GTO";I? 6F+;5N0Y&?3O78V8PXI[>G:*Z>/7RQ$_3$YK3]],9H#@/PMXL MIC.Z XR:<*3W=_;(SV]-7/-)B:*I2]:2[_1/:FB?*B M4^1NO'=.\'Q/:>.XK2U;Q[LU,%+;'\.QDB^>?_QLDNN@S(M M #XYMKCOH+?=NI:=X:2U-N"VI:6PU$V9KS$\X;C(<2I%:PZY):.D MN$ZGOJIM^(IEYE?DXRXAQ*54.CN<;QW(U\F_H:>[7M/:-K6PY^W;Z:^UI::S M'?TFO:8GUB8E%=M_P\? 2@VXY*FIXY/:NO$OUZN774&?YOAS;2WE45147&';U M=L%B^BKO]%#&*(:HE=6UH6TAI#9J6YX;=(:DS;]#)U+SW^5I,.?#$3/U8IO? M7CM]';#'W^_IVCHV%X2#B/=W7'=6\G>0^#4<<6ND;-;=KO9,6/12Z*HS'I:, M?UI*]!KY2&O:9\VM?9(UY_<_MSTSD>$N435":^2ZV/.]@ M)JI#E5-]R:4HM"4O=K:EJ808+/X, [=9_M;G=;+'_.'TIN\ M_DTI7S/L1WGLU[/T+RVO_^?8XZ>T]ODYMF?7MW^G3JYW?Z=>[([IK*\HU;53 M+KC*ZIOF6UI5;2^Q54UKA":UHJJ?BK6E*^7[M*? N'QC9Z:WHF8[KJ>DS_P!I MF_Y#]'[7ANK_.Y17?\ &LL_0D/G]C6] A=3_*9O^0Z&P#HOW-ONM>=8F]YZODICKHYY)^*M4=O?2M>WI,=I[.CK]#\M MLS$8]CCH]]OM\NS'O[S]&I;^]2(X+X47G5E#:9UZWUQ,LEJ4ZMFCULR/<-_N M'O\ !/""WI:F']F\Y[7":2I-9=]P/1$NYK>;\FZK M1'R#(=H6FD9?=5Y"'',:E)I1+;M6JU<6T@S.OX,Y) [3M<_2L1,]Z;_'VOWB. MT>F3+MT\LSVGWXK1[I[?1'<^M/"@< \75%E[(VQR3VE,8]*K\%.2X1@^-2ZI MI7UJ+@6/!I.1M(=5Y52EC+VUM(IV^]X]M7 S^KX0].XK=]G]*O2]H4C&>&VLLEN$/M6]X;9:>TUF9IMY,V/U]_:M*UB?6*O*37$L*PW ;-'OS!<1QC"K!$2E,6Q8E8;5 MCEFC);2E"$Q[99XD.$RE**)0FC<=-$II1*? *E*!M6'!@UZ1CU\.+!CCW8\.. 0F*D?N4I%:Q_!#V<.4__V0$! end XML 12 R1.htm IDEA: XBRL DOCUMENT '"

Cover - shares ***9 Months Ended***

Sep. 30, 2024

Oct. 31, 2024

Cover [Abstract] ***Document Type*** *10-Q* ***Document Quarterly Report*** *true* ***Document Period End Date*** *Sep. 30, 2024* ***Document Transition Report*** *false* ***Entity File Number*** *001-41805* ***Entity Registrant Name*** *MAPLEBEAR INC.* ***Entity Incorporation, State or Country Code*** *DE* ***Entity Tax Identification Number*** *46-0723335* ***Entity Address, Address Line One*** *50 Beale Street* ***Entity Address, Address Line Two*** *Suite 600* ***Entity Address, City or Town*** *San Francisco* ***Entity Address, State or Province*** *CA* ***Entity Address, Postal Zip Code*** *94105* ***City Area Code*** *888* ***Local Phone Number*** *246-7822* ***Title of 12(b) Security*** *Common Stock, par value $0.0001 per share* ***Trading Symbol*** *CART* ***Security Exchange Name*** *NASDAQ* ***Entity Current Reporting Status*** *Yes* ***Entity Interactive Data Current*** *Yes* ***Entity Filer Category*** *Non-accelerated Filer* ***Entity Small Business*** *false* ***Entity Emerging Growth Company*** *false* ***Entity Shell Company*** *false* ***Entity Common Stock, Shares Outstanding*** *256,894,776* ***Amendment Flag*** *false* ***Document Fiscal Year Focus*** *2024* ***Document Fiscal Period Focus*** *Q3* ***Entity Central Index Key*** *0001579091* ***Current Fiscal Year End Date*** *--12-31*

- Definition

Boolean flag that is true when the XBRL content amends previously-filed or accepted submission.

+ References

No definition available.

+ Details

Name:dei_AmendmentFlag ***Namespace Prefix:dei_*** ***Data Type:xbrli:booleanItemType*** ***Balance Type:na*** ***Period Type:duration***

- Definition

Area code of city

+ References

No definition available.

+ Details

Name:dei_CityAreaCode ***Namespace Prefix:dei_*** ***Data Type:xbrli:normalizedStringItemType*** ***Balance Type:na*** ***Period Type:duration***

- Definition

Cover page.

+ References

No definition available.

+ Details

Name:dei_CoverAbstract ***Namespace Prefix:dei_*** ***Data Type:xbrli:stringItemType*** ***Balance Type:na*** ***Period Type:duration***

- Definition

End date of current fiscal year in the format --MM-DD.

+ References

No definition available.

+ Details

Name:dei_CurrentFiscalYearEndDate ***Namespace Prefix:dei_*** ***Data Type:xbrli:gMonthDayItemType*** ***Balance Type:na*** ***Period Type:duration***

- Definition

Fiscal 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.

+ References

No definition available.

+ Details

Name:dei_DocumentFiscalPeriodFocus ***Namespace Prefix:dei_*** ***Data Type:dei:fiscalPeriodItemType*** ***Balance Type:na*** ***Period Type:duration***

- Definition

This 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.

+ References

No definition available.

+ Details

Name:dei_DocumentFiscalYearFocus ***Namespace Prefix:dei_*** ***Data Type:xbrli:gYearItemType*** ***Balance Type:na*** ***Period Type:duration***

- Definition

For 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.

+ References

No definition available.

+ Details

Name:dei_DocumentPeriodEndDate ***Namespace Prefix:dei_*** ***Data Type:xbrli:dateItemType*** ***Balance Type:na*** ***Period Type:duration***

- Definition

Boolean flag that is true only for a form used as an quarterly report.

+ References

Reference 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

- Definition

Boolean flag that is true only for a form used as a transition report.

+ References

Reference 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

- Definition

The type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'.

+ References

No definition available.

+ Details
Name:dei_DocumentType Namespace Prefix:dei_ Data Type:dei:submissionTypeItemType Balance Type:na Period Type:duration

- Definition

Address Line 1 such as Attn, Building Name, Street Name

+ References

No definition available.

+ Details
Name:dei_EntityAddressAddressLine1 Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration

- Definition

Address Line 2 such as Street or Suite number

+ References

No definition available.

+ Details
Name:dei_EntityAddressAddressLine2 Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration

- Definition

Name of the City or Town

+ References

No definition available.

+ Details
Name:dei_EntityAddressCityOrTown Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration

- Definition

Code for the postal or zip code

+ References

No definition available.

+ Details
Name:dei_EntityAddressPostalZipCode Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration

- Definition

Name of the state or province.

+ References

No definition available.

+ Details
Name:dei_EntityAddressStateOrProvince Namespace Prefix:dei_ Data Type:dei:stateOrProvinceItemType Balance Type:na Period Type:duration

- Definition

A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK.

+ References

Reference 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

- Definition

Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument.

+ References

No definition available.

+ Details
Name:dei_EntityCommonStockSharesOutstanding Namespace Prefix:dei_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure.

+ References

No definition available.

+ Details
Name:dei_EntityCurrentReportingStatus Namespace Prefix:dei_ Data Type:dei:yesNoItemType Balance Type:na Period Type:duration

- Definition

Indicate if registrant meets the emerging growth company criteria.

+ References

Reference 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

- Definition

Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen.

+ References

No definition available.

+ Details
Name:dei_EntityFileNumber Namespace Prefix:dei_ Data Type:dei:fileNumberItemType Balance Type:na Period Type:duration

- Definition

Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure.

+ References

Reference 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

- Definition

Two-character EDGAR code representing the state or country of incorporation.

+ References

No definition available.

+ Details
Name:dei_EntityIncorporationStateCountryCode Namespace Prefix:dei_ Data Type:dei:edgarStateCountryItemType Balance Type:na Period Type:duration

- Definition

Boolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

+ References

Reference 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

- Definition

The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC.

+ References

Reference 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

- Definition

Boolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act.

+ References

Reference 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

- Definition

Indicates that the company is a Smaller Reporting Company (SRC).

+ References

Reference 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

- Definition

The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS.

+ References

Reference 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

- Definition

Local phone number for entity.

+ References

No definition available.

+ Details

Name:dei_LocalPhoneNumber Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration

- Definition

Title of a 12(b) registered security.

+ References

Reference 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

- Definition

Name of the Exchange on which a security is registered.

+ References

Reference 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

- Definition

Trading symbol of an instrument as listed on an exchange.

+ References

No definition available.

+ Details

Name:dei_TradingSymbol Namespace Prefix:dei_ Data Type:dei:tradingSymbolItemType Balance Type:na Period Type:duration XML 13 R2.htm IDEA: XBRL DOCUMENT Condensed Consolidated Balance Sheets - USD ($) $ in Millions Sep. 30, 2024 Dec. 31, 2023 Current assets: Cash and cash equivalents $ 1,288 $ 2,137 Short-term marketable securities 2049 Accounts receivable, net of allowance of $4 and $5, respectively 949 853 Restricted cash and cash equivalents, current 134 137 Prepaid expenses and other current assets 118 129 Total current assets 2,509 3,305 Restricted cash and cash equivalents, noncurrent 19 19 Property and equipment, net 192 135 Operating lease right-of-use assets 23 31 Intangible assets, net 58 77 Goodwill 318 318 Deferred tax assets, net 775 830 Other assets 32 12 Total assets 3,926 4,727 Current liabilities: Accounts payable 69 72 Accrued and other current liabilities 530 451 Operating lease liabilities, current 12 13 Deferred revenue 209 197 Total current liabilities 820 733 Operating lease liabilities, noncurrent 16 27 Other long-term liabilities 34 40 Total liabilities 870 800 Commitments and contingencies Stockholders' equity: Preferred stock, $0.0001 par value per share; 24,167 shares authorized as of December 31, 2023 and September 30, 2024; zero shares issued and outstanding as of December 31, 2023 and September 30, 2024 0 0 Common stock, $0.0001 par value per share: $2,000,000 shares authorized as of December 31, 2023 and September 30, 2024; 279,046, and $256,986 shares issued and outstanding as of December 31, 2023 and September 30, 2024, respectively 0 0 Additional paid-in capital 6,600 6,382 Accumulated other comprehensive income 0 3 Accumulated deficit (3,728) (2,635) Total stockholders' equity 2,872 3,750 Total liabilities, redeemable convertible preferred stock, and stockholders' equity 3,926 4,727 Series A Redeemable Convertible Preferred Stock Current liabilities: Series A redeemable convertible preferred stock; $0.0001 par value per share; 5,833 shares authorized, issued, and outstanding as of December 31, 2023 and September 30, 2024 $ 184 $ 177

- Definition

Carrying 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).

+ References

Reference 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

- Definition

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.

+ References

Reference 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

- Definition

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).

+ References

Reference 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

- Definition

Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14

+ Details

Name:us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax ***Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant***

- Definition

Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

Name:us-gaap_AdditionalPaidInCapital ***Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant***

- Definition

Amount of asset recognized for present right to economic benefit.

+ References

Reference 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:

Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 30: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1

+ Details

Name:us-gaap_Assets ***Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant***

- Definition

Amount of asset recognized for present right to economic benefit, classified as current.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-

1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7

+ Details

Name:us-gaap_AssetsCurrent ***Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant***

- References

No definition available.

+ Details

Name:us-gaap_AssetsCurrentAbstract ***Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration***

- Definition

Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand

deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation.

+ References

Reference 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

- Definition

Represents 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.

+ References

Reference 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

- Definition

Aggregate 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.

+ References

Reference 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***

- Definition

Amount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2

+ Details

Name:us-gaap_ContractWithCustomerLiabilityCurrent ***Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant***

- Definition

Amount, after allocation of valuation allowances and deferred tax liability, of deferred tax asset attributable to deductible differences and carryforwards, with jurisdictional netting.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-4Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-6

+ Details

Name:us-gaap_DeferredIncomeTaxAssetsNet ***Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant***

- Definition

Amount, 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.

+ References

Reference 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***

- Definition

Sum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges.

+ References

Reference 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

- Definition

Amount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: 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(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: 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 10: 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 11: 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 12: 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 13: 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 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 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/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 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)(iv)) -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)(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***

- Definition

Amount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(32)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

Name:us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Total obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI 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 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/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 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-5Reference 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)(4)(i)) -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)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 21: 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

- References

No definition available.

+ Details
Name:us-gaap_LiabilitiesCurrentAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of investment in marketable security, classified as current.

+ References

Reference 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(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details
Name:us-gaap_MarketableSecuritiesCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Present value of lessee's discounted obligation for lease payments from operating lease, classified as current.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1

+ Details
Name:us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Present value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1

+ Details
Name:us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of lessee's right to use underlying asset under operating lease.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1

+ Details

Name:us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of noncurrent assets classified as other.

+ References

Reference 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

- Definition

Amount of liabilities classified as other, due after one year or the normal operating cycle, if longer.

+ References

Reference 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

- Definition

Aggregate 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.

+ References

Reference 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

- Definition

Amount 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.

+ References

Reference 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

- Definition

Amount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1

+ Details
Name:us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of cash and cash equivalents restricted as to withdrawal or usage, classified as current. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. 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.

+ References

Reference 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/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 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_RestrictedCashAndCashEquivalentsAtCarryingValue Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of cash and cash equivalents restricted as to withdrawal or usage, classified as noncurrent. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. 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.

+ References

Reference 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 -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 5 -SubTopic 210 -Topic 954 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477220/954-210-45-5

+ Details

Name:us-gaap_RestrictedCashAndCashEquivalentsNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of accumulated undistributed earnings (deficit).

+ References

Reference 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

- Definition

Amount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest.

+ References

Reference 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***

- References

No definition available.

+ Details

Name:us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterestAbstract ***Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration***

- Definition

Carrying amount, attributable to parent, of an entity's issued and outstanding stock which is not included within permanent equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. Includes stock with a put option held by an ESOP and stock redeemable by a holder only in the event of a change in control of the issuer.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.E.Q2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 3: 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 4: 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 5: 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 6: 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 7: 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 8: 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_TemporaryEquityCarryingAmountAttributableToParent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type: instant

- Details

Name:us-gaap_StatementClassOfStockAxis=cart_SeriesARedeemableConvertiblePreferredStockMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 14 R3.htm IDEA: XBRL DOCUMENT

Condensed Consolidated Balance Sheets (Parenthetical) - USD ($) shares in Thousands, $ in Millions Sep. 30, 2024 Dec. 31, 2023 Account receivable, net of allowance $ 5 $ 4 Preferred stock, par or stated value per share (in dollars per share) $ 0.0001 $ 0.0001 Preferred stock, shares authorized (in shares) 24,167 24,167 Preferred stock, shares issued (in shares) 0 0 Preferred stock, shares outstanding (in shares) 0 0 Common stock, par or stated value per share (in dollars per share) $ 0.0001 $ 0.0001 Common stock, shares authorized (in dollars per share) 2,000,000 2,000,000 Common stock, shares, issued (in shares) 256,986 279,046 Common stock, shares, outstanding (in shares) 256,986 279,046 Series A Redeemable Convertible Preferred Stock Temporary equity, par or stated value per share (in dollars per share) $ 0.0001 $ 0.0001 Temporary equity, shares authorized (in shares) 5,833 5,833 Temporary equity, shares issued (in shares) 5,833 5,833 Temporary equity, shares outstanding (in shares) 5,833 5,833

- Definition

Amount of allowance for credit loss on accounts receivable, classified as current.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-1 Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-4

+ Details

Name:us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Face amount or stated value per share of common stock.

+ References

Reference 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

- Definition

The maximum number of common shares permitted to be issued by an entity's charter and bylaws.

+ References

Reference 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

- Definition

Total 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.

+ References

Reference 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

- Definition

Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation.

+ References

Reference 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

- Definition

Face amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer.

+ References

Reference 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

- Definition

The 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.

+ References

Reference 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

- Definition

Number 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.

+ References

Reference 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

- Definition

Aggregate 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.

+ References

Reference 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

- Definition

Per share amount of par value or stated value of stock classified as temporary equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(27)) -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 -Name Accounting Standards

Codification -Topic 480 -SubTopic 10 -Section S99 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-1

+ Details
Name:us-gaap_TemporaryEquityParOrStatedValuePerShare Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:instant

- Definition

The maximum number of securities classified as temporary equity that are permitted to be issued by an entity's charter and bylaws. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details
Name:us-gaap_TemporaryEquitySharesAuthorized Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

The number of securities classified as temporary equity that have been sold (or granted) to the entity's shareholders. Securities issued include securities outstanding and securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details
Name:us-gaap_TemporaryEquitySharesIssued Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

The number of securities classified as temporary equity that have been issued and are held by the entity's shareholders. Securities outstanding equals securities issued minus securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details
Name:us-gaap_TemporaryEquitySharesOutstanding Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Details
Name:us-gaap_StatementClassOfStockAxis=cart_SeriesARedeemableConvertiblePreferredStockMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 15 R4.htm IDEA: XBRL DOCUMENT
Condensed Consolidated Statements of Operations - USD ($) shares in Thousands, $ in Thousands3 Months Ended9 Months Ended
Sep. 30, 2024
Sep. 30, 2023
Sep. 30, 2024
Sep. 30, 2023
Income Statement [Abstract] Revenue$ 852,000$ 764,000$ 2,495,000$ 2,239,000Cost of revenue211,000203,000617,000569,000Gross profit641,000561,0001,878,000

1,670,000Operating expenses: Operations and support64,000145,000206,000273,000Research and development149,0001,850,000449,0002,107,000Sales and marketing213,000455,000600,000782,000General and administrative77,000568,000289,000696,000Total operating expenses503,0003,018,0001,544,0003,858,000Income (loss) from operations138,000(2,457,000)334,000(2,188,000)Other expense, net0(5,000)(2,000)(2,000)Interest income15,00023,00054,00057,000Income (loss) before provision for (benefit from) income taxes153,000(2,439,000)386,000(2,133,000)Provision for (benefit from) income taxes35,000(440,000)77,000(376,000)Net income (loss)118,000(1,999,000)309,000(1,757,000)Accretion related to Series A redeemable convertible preferred stock(2,000)0(7,000)0Net income (loss) attributable to common stockholders, basic116,000(1,999,000)302,000(1,757,000)Accretion related to Series A redeemable convertible preferred stock2,000000Net income (loss) attributable to common stockholders, diluted$ 118,000$ (1,999,000)$ 302,000$ (1,757,000)Net income (loss) per share attributable to common stockholders, basic (in dollars per share)$ 0.45$ (20.86)$ 1.13$ (21.92)Net income (loss) per share attributable to common stockholders, diluted (in dollars per share)$ 0.42$ (20.86)$ 1.06$ (21.92)Weighted-average shares used in computing net income (loss) per share attributable to common stockholders, basic (in shares)259,66095,836266,55080,180Weighted-average shares used in computing net income (loss) per share attributable to common stockholders, diluted (in shares)281,00395,836285,70180,180

- Definition

Operations And Support Expense

+ References

No definition available.

+ Details

Name:cart_OperationsAndSupportExpense Namespace Prefix:cart_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Temporary Equity, Accretion To Redemption Value, Adjustment, Basic

+ References

No definition available.

+ Details

Name:cart_TemporaryEquityAccretionToRedemptionValueAdjustmentBasic Namespace Prefix:cart_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Temporary Equity, Accretion To Redemption Value, Adjustment, Diluted

+ References

No definition available.

+ Details

Name:cart_TemporaryEquityAccretionToRedemptionValueAdjustmentDiluted Namespace Prefix:cart_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The aggregate costs related to goods produced and sold and services rendered by an entity during the reporting period. This excludes costs incurred during the reporting period related to financial services rendered and other revenue generating activities.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1

+ Details

Name:us-gaap_CostOfGoodsAndServicesSold Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period.

+ References

Reference 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***

- Definition

The 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.

+ References

Reference 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

- Definition

The aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line.

+ References

Reference 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***

- Definition

Aggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity.

+ References

Reference 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://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 9: 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(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 10: 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 11: 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 12: 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 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)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: 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 15: 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 16: 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 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)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: 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 21: 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 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)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: 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_GrossProfit Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount 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.

+ References

Reference 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

- References

No definition available.

+ Details

Name:us-gaap_IncomeStatementAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations.

+ References

Reference 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***

- Definition

Amount of interest income (expense) classified as nonoperating.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48

+ Details

Name:us-gaap_InterestIncomeExpenseNonoperatingNet ***Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration***

- Definition

The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.

+ References

Reference 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***

- Definition

Amount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders.

+ References

Reference 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

- Definition

Amount, 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.

+ References

Reference 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

- Definition

Generally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Includes selling, general and administrative expense.

+ References

No definition available.

+ Details

Name:us-gaap_OperatingExpenses Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_OperatingExpensesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The net result for the period of deducting operating expenses from operating revenues.

+ References

Reference 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

- Definition

Amount of income (expense) related to nonoperating activities, classified as other.

+ References

Reference 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

- Definition

Amount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity.

+ References

Reference 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

- Definition

Amount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise.

+ References

Reference 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

- Definition

The aggregate total amount of expenses directly related to the marketing or selling of products or services.

+ References

No definition available.

+ Details

Name:us-gaap_SellingAndMarketingExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The 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.

+ References

Reference 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

- Definition

Number 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.

+ References

Reference 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 16 R5.htm IDEA: XBRL DOCUMENT
Condensed Consolidated Statements of Comprehensive Income (Loss) - USD ($) $ in Millions3 Months Ended9 Months Ended
Sep. 30, 2024
Sep. 30, 2023
Sep. 30, 2024
Sep. 30, 2023
Statement of Comprehensive Income [Abstract] Net income (loss)$ 118$ (1,999)$ 309$ (1,757)Other comprehensive income (loss): Net unrealized gain on available-for-sale marketable securities, net of tax0002Change in foreign currency translation adjustments20(3)1Total other comprehensive income (loss)20(3)3Comprehensive income (loss)$ 120$ (1,999)$ 306$ (1,754)

- Definition

Amount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-5

+ Details

Name:us-gaap_ComprehensiveIncomeNetOfTax Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.

+ References

Reference 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***

- Definition

Amount, after tax and reclassification adjustment, of gain (loss) in value of unsold investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), attributable to parent.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-20Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(3) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A

+ Details

Name:us-gaap_OtherComprehensiveIncomeAvailableforsaleSecuritiesAdjustmentNetOfTaxPortionAttributableToParent ***Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration***

- Definition

Amount after tax and reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature, attributable to parent entity.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-20Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(3) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A

+ Details

Name:us-gaap_OtherComprehensiveIncomeForeignCurrencyTransactionAndTranslationAdjustmentNetOfTaxPortionAttributableToParent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_OtherComprehensiveIncomeLossNetOfTaxPeriodIncreaseDecreaseAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount after tax of other comprehensive income (loss) attributable to parent entity.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-20Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(3) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A

+ Details

Name:us-gaap_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_StatementOfIncomeAndComprehensiveIncomeAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 17 R6.htm IDEA: XBRL DOCUMENT

Condensed Consolidated Statements of Redeemable Convertible Preferred Stock and Stockholders' Equity (Deficit) - USD ($) shares in Thousands, $ in Millions

	Total	Common Stock Shares	Exchangeable Shares	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Redeemable Convertible Preferred Stock	Series A Redeemable Convertible Preferred Stock
Temporary equity, beginning balance (in shares) at Dec. 31, 2022							167,302	
Temporary equity, beginning balance at Dec. 31, 2022							$ 2,822	
Temporary equity, ending balance (in shares) at Mar. 31, 2023							167,302	
Temporary equity, ending balance at Mar. 31, 2023							$ 2,822	
Common stock, beginning balance (in shares) at Dec. 31, 2022	72,230							
Beginning balance at Dec. 31, 2022	$ (64)	$ 0	$ 0	$ 918	$ (5)	$ (977)		
Exchangeable share, beginning balance (in shares) at Dec. 31, 2022	689							
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Issuance of common stock upon settlement of restricted stock units (in shares)	46							
Exercise of common stock options (in shares)	98							
Common stock withheld or cancelled for tax obligation and net settlement (in shares)	(23)							
Stock-based compensation	5	5						
Foreign currency translation adjustments	(1)	(1)						
Net unrealized gain on available-for-sale marketable securities, net of tax	2	2						
Net income (loss)	128			128				
Common stock, ending balance (in shares) at Mar. 31, 2023	72,351							
Exchangeable share, ending balance (in shares) at Mar. 31, 2023	689							
Ending balance at Mar. 31, 2023	$ 0	$ 0	$ 923	(4)	(849)			
Temporary equity, beginning balance (in shares) at Dec. 31, 2022							167,302	
Temporary equity, beginning balance at Dec. 31, 2022							$ 2,822	
Increase (Decrease) in Temporary Equity [Roll Forward]								
Accretion of Series A redeemable convertible preferred stock	0							$ 0
Temporary equity, ending balance (in shares) at Sep. 30, 2023							05,833	
Temporary equity, ending balance at Sep. 30, 2023							$ 0	$ 175
Common stock, beginning balance (in shares) at Dec. 31, 2022	72,230							
Beginning balance at Dec. 31, 2022	(64)	$ 0	$ 0	918	(5)	(977)		
Exchangeable share, beginning balance (in shares) at Dec. 31, 2022	689							
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Foreign currency								

translation adjustments1 Net unrealized gain on available-for-sale marketable securities, net of tax2 Net income (loss)(1,757) Common stock, ending balance (in shares) at Sep. 30, 2023 280,087 Exchangeable share, ending balance (in shares) at Sep. 30, 2023 0 Ending balance at Sep. 30, 20233,484$ 0$ 06,220(2)(2,734) Temporary equity, beginning balance (in shares) at Mar. 31, 2023 167,302 Temporary equity, beginning balance at Mar. 31, 2023 $ 2,822 Temporary equity, ending balance (in shares) at Jun. 30, 2023 167,3020 Temporary equity, ending balance at Jun. 30, 2023 $ 2,822$ 0 Common stock, beginning balance (in shares) at Mar. 31, 2023 72,351 Beginning balance at Mar. 31, 202370$ 0$ 0923(4)(849) Exchangeable share, beginning balance (in shares) at Mar. 31, 2023 689 Increase (Decrease) in Stockholders' Equity [Roll Forward] Exercise of common stock options (in shares) 25 Stock-based compensation5 5 Foreign currency translation adjustments2 2 Net income (loss)114 114 Common stock, ending balance (in shares) at Jun. 30, 2023 72,376 Exchangeable share, ending balance (in shares) at Jun. 30, 2023 689 Ending balance at Jun. 30, 2023191$ 0$ 0928(2)(735) Increase (Decrease) in Temporary Equity [Roll Forward] Accretion of Series A redeemable convertible preferred stock $ 0 Conversion of redeemable convertible preferred stock to common stock in connection with initial public offering (in shares) (167,302) Conversion of redeemable convertible preferred stock to common stock in connection with initial public offering $ (2,822) Issuance of Series A redeemable convertible preferred stock (in shares) 5,833 Issuance of Series A redeemable convertible preferred stock $ 175 Temporary equity, ending balance (in shares) at Sep. 30, 2023 05,833 Temporary equity, ending balance at Sep. 30, 2023 $ 0$ 175 Increase (Decrease) in Stockholders' Equity [Roll Forward] Issuance of common stock upon settlement of restricted stock units (in shares) 33,288 Conversion of redeemable convertible preferred stock to common stock in connection with initial public offering (in shares) 167,692 Conversion of redeemable convertible preferred stock to common stock in connection with initial public offering 2,822 2,822 Issuance of common stock in connection with initial public offering, net of underwriting discounts and offering costs (in shares) 14,100 Issuance of common stock in connection with initial public offering, net of underwriting discounts and offering costs 392 392 Conversion of exchangeable shares to common stock in connection with initial public offering 688(688) Forfeiture of exchangeable shares (in shares) (1) Exercise of common stock options (in shares) 9,910 Exercise of common stock options 3 3 Exercise of common stock warrants (in shares) 7,431 Common stock withheld or cancelled for tax obligation and net settlement (in shares) (25,398) Common stock withheld or cancelled for tax obligation and net settlement (570) (570) Stock-based compensation 2,645 2,645 Foreign currency translation adjustments 0 Net unrealized gain on available-for-sale marketable securities, net of tax 0 Net income (loss) (1,999) (1,999) Common stock, ending balance (in shares) at Sep. 30, 2023 280,087 Exchangeable share, ending balance (in shares) at Sep. 30, 2023 0 Ending balance at Sep. 30, 2023 $ 3,484$ 0$ 06,220(2)(2,734) Temporary equity, beginning balance (in shares) at Dec. 31, 2023 5,833 Temporary equity, beginning balance at Dec. 31, 2023 $ 177 Increase (Decrease) in Temporary Equity [Roll Forward] Accretion of Series A redeemable convertible preferred stock $ 2 Temporary equity, ending balance (in shares) at Mar. 31, 2024 5,833 Temporary equity, ending balance at Mar. 31, 2024 $ 179 Common stock, beginning balance (in shares) at Dec. 31, 2023 279,046 279,046 Beginning balance at Dec. 31, 2023 $ 3,750$ 0 6,3823(2,635) Increase (Decrease) in Stockholders' Equity [Roll Forward] Accretion of Series A redeemable convertible preferred stock (2) (2) Issuance of common stock upon settlement of restricted stock units (in shares) 7,409 Exercise of common stock options (in shares) 7,719 Exercise of common stock options 49 49 Common stock withheld or cancelled for tax obligation and net settlement (in shares) (3,040) Common stock withheld or cancelled for tax obligation and net settlement (83) (83) Stock-based compensation 17 17 Foreign currency translation adjustments (5) (5) Repurchase and retirement of common stock (in shares) (25,405) Repurchase and retirement of common stock (715) (715) Net income (loss) 130 130 Common stock, ending balance (in shares) at Mar. 31, 2024 265,729 Ending balance at Mar. 31, 2024 $ 3,141$ 0 6,363(2)(3,220) Temporary equity, beginning balance (in shares) at Dec. 31, 2023 5,833 Temporary equity, beginning balance at Dec. 31, 2023 $ 177 Temporary equity, ending balance (in shares) at Jun. 30, 2024 5,833 Temporary equity, ending balance at Jun. 30, 2024 $ 182 Common stock, beginning balance (in shares) at Dec. 31, 2023 279,046 279,046 Beginning balance at Dec. 31, 2023 $ 3,750$ 0 6,3823(2,635) Common stock, ending balance (in shares) at Jun. 30, 2024 263,573 Ending balance at Jun. 30, 20243,039$ 0 6,525(2)(3,484) Temporary equity, beginning balance (in shares) at Dec. 31, 2023 5,833 Temporary equity, beginning balance at Dec. 31, 2023 $ 177 Increase (Decrease) in Temporary Equity [Roll Forward] Accretion of Series A redeemable convertible preferred stock $ (7) $ 7 Temporary equity, ending balance (in shares) at Sep. 30, 2024 5,833 Temporary equity, ending balance at Sep. 30, 2024 $ 184 Common stock, beginning balance (in shares) at Dec. 31, 2023 279,046 279,046 Beginning balance at Dec. 31, 2023 $ 3,750$ 0 6,3823(2,635) Increase (Decrease) in Stockholders' Equity [Roll Forward] Exercise of common stock options (in shares) 11,583 Foreign currency translation adjustments $ (3) Net unrealized gain on available-for-sale marketable securities, net of tax 0 Net income (loss) $ 309 Common stock, ending balance (in shares) at Sep. 30, 2024 256,986 256,986 Ending balance at Sep. 30, 2024 $ 2,872$ 0 6,6000(3,728) Temporary equity, beginning balance (in shares) at Mar. 31, 2024 5,833 Temporary equity, beginning balance at Mar. 31, 2024 $ 179 Increase (Decrease) in Temporary Equity [Roll Forward] Accretion of Series A redeemable convertible preferred stock $ 3 Temporary equity, ending balance (in shares) at Jun. 30, 2024 5,833 Temporary equity, ending balance at Jun. 30, 2024 $ 182 Common stock, beginning balance (in shares) at Mar. 31, 2024 265,729 Beginning balance at Mar. 31, 20243,141$ 0 6,363(2)(3,220) Increase (Decrease) in Stockholders' Equity [Roll Forward] Accretion of Series A redeemable convertible preferred stock (3) (3) Issuance of common stock upon settlement of restricted stock units (in shares) 4,147 Exercise of common stock options (in shares) 3,557 Exercise of common stock options 25 25 Common stock withheld or cancelled for tax obligation and net settlement (in shares) (174) Common stock withheld or cancelled for tax obligation and net settlement (6) (6) Stock-based compensation 146 146 Repurchase and retirement of common stock (in shares) (9,686) Repurchase and retirement of common stock (325) (325) Net income (loss) 61 61 Common stock, ending balance (in shares) at Jun. 30, 2024 263,573 Ending balance at Jun. 30, 20243,039$ 0 6,525(2)(3,484) Increase (Decrease) in Temporary Equity [Roll Forward] Accretion of Series A redeemable convertible preferred stock $ 2 Temporary equity, ending balance (in shares) at Sep. 30, 2024 5,833 Temporary equity, ending balance at Sep. 30, 2024 $ 184 Increase (Decrease) in Stockholders' Equity [Roll Forward] Accretion of Series A redeemable convertible preferred stock (2) (2) Issuance of common stock upon settlement of restricted stock units (in shares) 4,055 Exercise of common stock options (in shares) 307 Exercise of common stock options 2 2 Common stock withheld or cancelled for tax obligation and net settlement (in shares) (105) Common stock withheld or cancelled for tax obligation and net settlement (3) (3) Stock-based compensation 78 78 Foreign currency translation adjustments 2 2 Net unrealized gain on available-for-sale marketable securities, net of tax 0 Repurchase and retirement of common stock (in shares) (10,783) Repurchase and retirement of common stock (362) (362) Net income (loss) $ 118 118 Forfeiture of restricted stock (in shares) (61) Common stock, ending balance (in shares) at Sep. 30, 2024 256,986 256,986 Ending balance at Sep. 30, 2024 $ 2,872$ 0 $ 6,600$ 0$ (3,728)

- Definition

Exchangeable Stock, Shares, Outstanding

+ References

No definition available.

+ Details

Name:cart_ExchangeableStockSharesOutstanding Namespace Prefix:cart_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Stock Issued During Period, Shares, Common Stock Upon Exercise Of Warrants

+ References

No definition available.

+ Details

Name:cart_StockIssuedDuringPeriodSharesCommonStockUponExerciseOfWarrants Namespace Prefix:cart_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Stock Issued During Period, Shares, Conversion Of Exchangeable Shares

+ References

No definition available.

+ Details

Name:cart_StockIssuedDuringPeriodSharesConversionOfExchangeableShares Namespace Prefix:cart_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Temporary Equity, Shares, Conversion Of Convertible Securities

+ References

No definition available.

+ Details

Name:cart_TemporaryEquitySharesConversionOfConvertibleSecurities Namespace Prefix:cart_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Temporary Equity, Stock Issued During Period, Shares, New Issues

+ References

No definition available.

+ Details

Name:cart_TemporaryEquityStockIssuedDuringPeriodSharesNewIssues Namespace Prefix:cart_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Temporary Equity, Value, Conversion Of Convertible Securities

+ References

No definition available.

+ Details

Name:cart_TemporaryEquityValueConversionOfConvertibleSecurities ***Namespace Prefix:cart_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration***

- Definition

Amount of decrease to equity for grantee's tax withholding obligation for award under share-based payment arrangement.

+ References

No definition available.

+ Details

Name:us-gaap_AdjustmentsRelatedToTaxWithholdingForShareBasedCompensation ***Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration***

- Definition

Amount of decrease (increase) in additional paid in capital (APIC) for the increase in carrying amount of redeemable preferred stock.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 480 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 3.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-2

+ Details

Name:us-gaap_AdjustmentsToAdditionalPaidInCapitalIncreaseInCarryingAmountOfRedeemablePreferredStock ***Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration***

- Definition

Amount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement.

+ References

Reference 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***

- Definition

Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation.

+ References

Reference 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

https://asc.fasb.org/1943274/214747/9134/940-220-S99-3

+ Details

Name:us-gaap_CommonStockSharesOutstanding ***Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant***

- Definition

A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period.

+ References

No definition available.

+ Details

Name:us-gaap_IncreaseDecreaseInStockholdersEquityRollForward ***Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration***

- Definition

A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period.

+ References

No definition available.

+ Details

Name:us-gaap_IncreaseDecreaseInTemporaryEquityRollForward ***Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration***

- Definition

The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.

+ References

Reference 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***

- Definition

Amount, after tax and reclassification adjustment, of gain (loss) in value of unsold investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), attributable to parent.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-20Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(3) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A

+ Details

Name:us-gaap_OtherComprehensiveIncomeAvailableforsaleSecuritiesAdjustmentNetOfTaxPortionAttributableToParent ***Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration***

- Definition

Amount after tax and reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature, attributable to parent entity.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-20Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(3) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A

+ Details

Name:us-gaap_OtherComprehensiveIncomeForeignCurrencyTransactionAndTranslationAdjustmentNetOfTaxPortionAttributableToParent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Number of shares used to settle grantee's tax withholding obligation for award under share-based payment arrangement.

+ References

No definition available.

+ Details

Name:us-gaap_SharesPaidForTaxWithholdingForShareBasedCompensation Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type: duration

- Definition

Number of shares issued during the period as a result of the conversion of convertible securities.

+ References

Reference 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

- Definition

Number of new stock issued during the period.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -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 6: 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)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 7: 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_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Number of shares related to Restricted Stock Award forfeited during the period.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesRestrictedStockAwardForfeited Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Number, after forfeiture, of shares or units issued under share-based payment arrangement. Excludes shares or units issued under employee stock ownership plan (ESOP).

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesShareBasedCompensation Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Number of shares (or other type of equity) forfeited during the period.

+ References

No definition available.

+ Details

Name:us-gaap_StockIssuedDuringPeriodSharesShareBasedCompensationForfeited Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration

- Definition

Number of share options (or share units) exercised during the current period.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 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_StockIssuedDuringPeriodSharesStockOptionsExercised ***Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration***

- Definition

The gross value of stock issued during the period upon the conversion of convertible securities.

+ References

Reference 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

- Definition

Equity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/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 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -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 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_StockIssuedDuringPeriodValueNewIssues Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Value of stock issued as a result of the exercise of stock options.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1

+ Details

Name:us-gaap_StockIssuedDuringPeriodValueStockOptionsExercised ***Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration***

- Definition

Number of shares that have been repurchased and retired during the period.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1

+ Details

Name:us-gaap_StockRepurchasedAndRetiredDuringPeriodShares ***Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration***

- Definition

Equity impact of the value of stock that has been repurchased and retired during the period. The excess of the purchase price over par value can be charged against retained earnings (once the excess is fully allocated to additional paid in capital).

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI

https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1

+ Details

Name:us-gaap_StockRepurchasedAndRetiredDuringPeriodValue Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest.

+ References

Reference 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***

- Definition

Amount of decrease to net income for accretion of temporary equity to its redemption value to derive net income apportioned to common stockholders.

+ References

No definition available.

+ Details

Name:us-gaap_TemporaryEquityAccretionToRedemptionValueAdjustment ***Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration***

- Definition

Carrying amount, attributable to parent, of an entity's issued and outstanding stock which is not included within permanent equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. Includes stock with a put option held by an ESOP and stock redeemable by a holder only in the event of a change in control of the issuer.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.E.Q2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 3: 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 4: 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 5: 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 6: 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 7: 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 8: 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_TemporaryEquityCarryingAmountAttributableToParent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

The number of securities classified as temporary equity that have been issued and are held by the entity's shareholders. Securities outstanding equals securities issued minus securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the

control the actions of others necessary to issue the maximum number of shares that could be required to be delivered under the conversion option in the event the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

Name:us-gaap_TemporaryEquitySharesOutstanding Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Value of new stock classified as temporary equity issued during the period.

+ References

No definition available.

+ Details

Name:us-gaap_TemporaryEquityStockIssuedDuringPeriodValueNewIssues Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration XML 18 R7.htm IDEA: XBRL DOCUMENT

Condensed Consolidated Statements of Cash Flows - USD ($) $ in Millions9 Months Ended

Sep. 30, 2024

Sep. 30, 2023

OPERATING ACTIVITIES Net income (loss)$ 309$ (1,757)Adjustments to reconcile net income (loss) to net cash provided by operating activities: Depreciation and amortization expense3933Stock-based compensation expense2142,614Provision for bad debts1618Amortization of operating lease right-of-use assets911Deferred income taxes55(394)Other2(3)Changes in operating assets and liabilities, net of effects of business acquisitions: Accounts receivable(112)(17)Prepaid expenses and other assets(7)14Accounts payable(3)(31)Accrued and other current liabilities18(108)Deferred revenue1322Operating lease liabilities(12)(11)Other long-term liabilities(7)(38)Net cash provided by operating activities534353INVESTING ACTIVITIES Purchases of marketable securities(25)(90)Maturities of marketable securities54274Purchases of property and equipment, including capitalized internal-use software(52)(38)Other investing activities(3)0Net cash provided by (used in) investing activities(26)146FINANCING ACTIVITIES Proceeds from the issuance of common stock upon initial public offering, net of underwriting discounts0401Proceeds from the issuance of Series A redeemable convertible preferred stock0175Taxes paid related to net share settlement of equity awards(92)(570)Proceeds from exercise of stock options763Changes in advances from payment card issuer570Deferred offering costs paid0(3)Repurchases of common stock(1,397)0Net cash provided by (used in) financing activities(1,356)6Effect of foreign exchange on cash, cash equivalents, and restricted cash and cash equivalents(4)0Net increase (decrease) in cash, cash equivalents, and restricted cash and cash equivalents(852)505Cash, cash equivalents, and restricted cash and cash equivalents - beginning of period2,2931,599Cash, cash equivalents, and restricted cash and cash equivalents - end of period1,4412,104SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION Cash paid for income taxes, net of tax refunds1340SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES Stock-based compensation capitalized as internal-use software2741Conversion of redeemable convertible preferred stock to common stock in connection with initial public offering02,822Reclassification of deferred offering costs to additional paid-in capital upon initial public offering09Changes in accrued purchases of property and equipment, including capitalized internal-use software(2)3Deferred offering costs not yet paid03Accretion of Series A redeemable convertible preferred stock70RECONCILIATION OF CASH, CASH EQUIVALENTS, AND RESTRICTED CASH AND CASH EQUIVALENTS TO THE CONDENSED CONSOLIDATED BALANCE SHEETS Cash and cash equivalents1,2882,010Restricted cash and cash equivalents, current13475Restricted cash and cash equivalents, noncurrent1919Total cash, cash equivalents, and restricted cash and cash equivalents$ 1,441$ 2,104

- Definition

Changes In Accrued Purchases Of Property And Equipment, Including Capitalized Internal-use Software

+ References

No definition available.

+ Details

Name:cart_ChangesInAccruedPurchasesOfPropertyAndEquipmentIncludingCapitalizedInternalUseSoftware Namespace Prefix:cart_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Changes In Advances From Payment Card Issuer

+ References

No definition available.

+ Details

Name:cart_ChangesInAdvancesFromPaymentCardIssuer Namespace Prefix:cart_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Deferred Offering Costs Incurred But Not Yet Paid

+ References

No definition available.

+ Details

Name:cart_DeferredOfferingCostsIncurredButNotYetPaid Namespace Prefix:cart_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Reclassification Of Deferred Offering Costs To Additional Paid-In Capital Upon Initial Public Offering

+ References

No definition available.

+ Details

Name:cart_ReclassificationOfDeferredOfferingCostsToAdditionalPaidInCapitalUponInitialPublicOffering Namespace Prefix:cart_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Share-Based Payment Arrangement, Amount Capitalized As Internal-Use Software

+ References

No definition available.

+ Details

Name:cart_ShareBasedPaymentArrangementAmountCapitalizedAsInternalUseSoftware Namespace Prefix:cart_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation.

+ References

Reference 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

- Definition

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.

+ References

Reference 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

- References

No definition available.

+ Details

Name:us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 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

- References

No definition available.

+ Details

Name:us-gaap_CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The value of the stock 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.

+ References

Reference 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_ConversionOfStockAmountConverted1 Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of deferred income tax expense (benefit) pertaining to income (loss) from continuing operations.

+ References

Reference 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/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(1)(Note 1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (b) -SubTopic 10 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-9

+ Details

Name:us-gaap_DeferredIncomeTaxExpenseBenefit Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the

The aggregate expense recognized in the current period that includes the cost of tangible assets, intangible assets, or depleting assets as periods that benefit from use of the assets.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22

+ Details

Name:us-gaap_DepreciationDepletionAndAmortization Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of increase (decrease) from effect of exchange rate changes on cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; held in foreign currencies. Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 230 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1

+ Details

Name:us-gaap_EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount, after refund, of cash paid to foreign, federal, state, and local jurisdictions as income tax.

+ References

Reference 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

- Definition

The 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.

+ References

Reference 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

- Definition

The 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.

+ References

Reference 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

- Definition

Amount of increase (decrease) in accrued expenses, and obligations classified as other.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28

+ Details

Name:us-gaap_IncreaseDecreaseInAccruedLiabilitiesAndOtherOperatingLiabilities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of increase (decrease) in obligation to transfer good or service to customer for which consideration has been received or is receivable.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 912 -SubTopic 310 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478345/912-310-45-11Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28

+ Details

*Name:us-gaap_IncreaseDecreaseInContractWithCustomerLiability Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:U$=FHH74&\Z%YKQ+JP|S"+TD%<@?GXL_7,_YN[%X2U"T M^GN&P03?G;HS^,K_BY!TMDNR6\"(TWCFR9HC7_M0I#&)!OA-!O'7/Q*"^;B_\!4$L#!!0 ($F!;5FN3+O2CP8 /P? 8 M >&PO=V]R:W-H965T&ULO5E=<^(V%/TK&KK3R]E=;KR\% +5:\2%1?K'EI?ED*623:W,J'@51+GJ15 MHR(?,,^+!D62E;WQ5??L3HZOQ$;G6?UG31W@UV4-"MXJ3)1$LF7U[T;>CECD6U0(7]/^+/:NR:6 MRER(1WOS+KWN>79$/.<+;4,DYM\3G_\MY',./YN@O9V?=]&^]?;Z#]7Y V9 M>:+X1.1_9*E>???B'DGY,MGD^J-X_I4WA$(;;R%R5? TESPW6ZY"%1FE1-(W- M"(]LK/\G+XT0>PU,'+P!:Q]PXP9!1P. .:>[.:0]!TR#XTA["ID%%?5!SKX2; M)CH97TGQ3*1^FVCVHE^ ;FWTRDJ;*/=:FE\STTZ/)Z),S;3SE)@K)?(L3;2Y MN=?FG\D'K8A8D@]K+A.[KXIU'JE2(S,ZP4:3]UMQ\YV@^,-#M!V%:?6+8, M>,_7?>)!YX1Y+$#&,_GRYCY&Y_MZGWUS[P=B^+MD\:MX?D>!=^5'"%+Q-#O+G MS5QI:1;[7!A4U\$"/)BM@)=]G2SX=<^4.,7E$^^-?_R!1MY/F,ZG##8]9;#9 MB8(=S$BPFY' %7W\D3_QN&4=70:A=/XS@TVX=W-7C:UQ7"AE$ 8%,(M8\$H!+@9@F/^:!]WP#/<\0R=/"=":5N)9##??.D"XWS.ED"|"!WS(%\(B.H1T M(2R,NME&.[:1D^TO4BA%UE(L,XU1C>#@ H0JA(41A$TAC,;#&')%<)&5I(/L M<$=VZ"P]S>92/A#^LK9;D;K$.]/64Q.&6QZRF"S$P4|F(EX-Q.Q,^WVMGFS M>QOON%X+B29@C"0@S#^(H@$L&5,(8UX$TP^!#?W.[!OM.(]>*;"*)W*Q]ABG MIKKD8FVW-HSU",$S@K016!QZD#?$!4BX&80QZ@T[B5.O=7Z>D_I]DO-ZILTK MPB.W2Q U;!XR %@Q)P@N")'11G!VM@%O!#>,63?O/<=+W=65ER;/\XIYDAI/ MG5D/8]|74/H4#@-N!!,$%D:PB$X1'(N164=PT2CJ9L]:ILS)_I/0AKL 11?E MSB I9+.<(#C?HQA["*1A $O'#(L8AW$W_]:"4JZ@(/ARS#[E-$-P%"T*8*U,$Z?N8"%A$&CM4:&TC=?O&#WK%Y7;NSTG)T8+7M!-D? & -(1?8HD=@T(S.7H4=TFW=(W7;QW>EYF;_U.;MU,X^RA5;.0])3! 8 M0^PC @NO&49@CM+>^D?]-I"`23[G2R&Y]9-/6?6!Q]R2L[DI@\9?5DO@:;2,_ MTL\]=-.C>^^2Y$A'#^6M,!!V454\H <$(AO-#(OG#QT[0^O^]-O^_<:WZZ-)')0U8NJ02C!]RXSXX]NS+.4\R*9YYPL M1/G$I<[LM3'@2R[-CT1IL7A$Q8+>:#:EZ$P0&1$(B8M^@N Z,@A!^AZR MNZ 171G$6D_)W)[RO\H@AMA%1"J(A[]"IDY(8>ZM&Z3N=WF-R9/FN4;C7[_ MO6TZC%XK0 BN*WT@$D\?+*(S?5I3RMRF%,ID+&G]A?TK5ALYRT]2BCQ/I&H# MH&6\&4^\/]?](#S6$*),_>K'T;&^$$?[U#_6#XM&^R/6H5YK9IG:S'ZW>DVZ M?8U^ :8?.]8/HG#](([VO>A8/RR:0[_6'3.W,_ZC.DWCZ45B2E/RP+=',QM[M+&0D,9JM-]7+8GFZ/*W[P,5%/'8XBB*PQ"%N%,8^4!<)%T5A"-8WQ,7V+;9# MWM:,,[<9_Q_EW4]DE\#04K.8>IY_+##$H0)CX4Q=I,<"0QPF\&#O-+/@\]$Z M1E:&\|*;4]5G5[NGNJ/JF.J]>GY++R<4>3ZEE|/Z(+H-7Y^+OT_D0U8]DO.E MZ&/$MP/R^%$)O;VP'NP/_\;]02P,$ M% @ 28%M6?8U!8B8 P ?@T ![@ !X;"]W;W)KJKNI&,3$MX+2+M U9.ZU|71:S]4_>!-!N^N8W.V M@;W^^AG(87$"]N6+Q [SSR>9V9BC\=[]9YT"F#(<\:%GGBI,9N1[^LXA8$] M&|D!@6|64F74X%"M?;1U0)/<*.-^& 0]/Z-,>--Q/O>@IF.Y-9P)>%!$;I., MJJ]WP.5^XK6]P\0GMDZ-G?"GXPU=PQ+,Y\V#PI%?L20L Z&9%$3!:N+=MD>+ MH<7G@-\8[/71,[%*']5\LH,/R<0+K$/ (3:6@>+?#F; N25"-[Z4G%ZUI#4\ M?CZP_YAK1RV/5,-,\M|98M*)-_!(BNZY>:3W/\$I9ZNY8LEU_DOV9?8P"/Q M5AN9E<;H0<9$\4^?RS@<&2"/VR L#<*Z0><%@Z@TB%Z[0[!*1>RE,JLD"/4H<]O/S]L,S|CY&I0I-> C- M77B6< F;&Q(% [TD8A!V'/|/7FT(AL0:U V_Z_7?M7O"#*_#7))M?DVQQ M);*3%'6]%'7.L4\_X]G"RF^3VV_3E8>"HI=3V#-D-VVW!V-_=QS>)]J;5'@Z' MIZAY$Q4%-$VR^37) M%E/BBFH%>Y%O/PB8M%$A.YR[5=1Z9^-RBRE M8FTKE*!\|%L$'NM*@8B_$MPNA>:TZ)B2O_"TSX|5A)'IY/^+^3 M.6SNR&&IL)L8UX[<1$5!KZ;6Q=3O=FI*_:.&,@.USCMYC0G<"E/T#-5L=5FX MS7ODVOQ=>S1K.^;G>+DH[@+_T!U'O]ZMUKOOWMSN]_=_>/MVM|BM M[N: [WV_NJW7]/Q\WV[OYOOYU^^GM[GY;S6^.!]VMWL;C\>3MW7RY?O/^W?'? M?MR^?[=YV*^6Z^K'[6CW<'WI=_?S M3]6':Q_7^Q^W]6]O'RDWR[MJO5MNUJ-M]?&[-]\'?]#1)#T<<2SRG\QJRZ[U M\^AP+C]O-K\] JBORMQ/US6/0PX'M MG\|T<3S[^FQ^GN^/Z]W]OY8W^]OOWDS?C&ZJC_.'3Z.?JIN]OHA^WE5 M'4I]KK: [Y>'G'VM=5MOML?AF\EON_ MCWY75!^7B^7^F]'5Z*?BM'O?O/-'<[WU:IT7(1^LOMYF%7$W:?CGYS^/W/ MR16[?AIV|I[NZ]\5/;MXG1*/WP|I?C"*?UELY^O'(==^P^[WMS=U4_? \00< M1Q?^H\M?%[?S]:?J>)$^',_* 2G]D.]O;I:')F"^&OTX7]YGZ_=)^. MZ&$M%@]W#ZOCW?R/_6VUK6_=7=T@WAY:JL_52*\7F[M]]+M_V^QVWSCP%L_08^/4? SX&,7'B.DES55W]YMM M ;H854>Q?SOZN?JT7*^7ZT]Q6[R:KQ?UI:Y5_57OWXSC^_]1+7X_2]O1_$X MCETJ]T8|O 7_L+N? +ZKOWM1W=5=M/U=OWO_V7Z+)^(\N[9.P@H25)$R0,$G" MU%=8=H0=NB"?WT>3/!G7=_YS6]A0S(ZDT<1)\\6\1#A>J.$"I>$%22L)&&" MA$D2IK[")BWAQM/8E"T4L2/;I%&V:;!LJ_6-I^']\WS[]-_$I5]ON%#]DK"" MA)4D3) P2<)4.JSAA6)V%)P]*CA[GH*]-8;(E2U)*P@824)$R1,DC"5#6EU MH8@=S4X>-3OQ:O:TN;0[=*")W]XW6JA\))8SG\=Q,NY>OH(,69(P0<(D"5,D M3$.PCG[S1_WF7OW^*2N;6X]EE>3M"NK:[N,*;S>$]5=8A9-NV6$HRY9MXAT M%)GE>;>0\EZGT%L*P3JW=/IX2Z?>6]H9@SFV/43#Y(T9VC"1L&)]M7*3Z/-QM&CU)$F7K1]TG;]34BFQ3 MY>HP.-;5-^I6H32!TB1*4RA-4[2NOAMG*_):6|?^\]5A5LS-H5F^K]: [HX2= M&DTL51G?U=?^:*%]8916]E=?H $E2E,H35.TKNP:9RKR6U/UMUFU_+0>+1ZV MVVJ]^/MHOYVO=ZM3ZWGSOP^[_7&2C5.&MG%Q%9DZ1-TEE%:B-#'(@:D@THD)I MF])UA=@83)'?8?KW^BWIL-Y6\]7R_^HF\-.\?DT?)/AYOEP=ALNNZK?[U6Z^ MJ?MD9W\^TOU?IK$%I5ZW:Y7U:I;X^ 0^;1+6W< G%K-K+L3FU)%+2645J(TT7\Q M)!I0H31-T;I*;6RER.\K'92Z/,U-6UV8F_9#9!L\43PU%4=Z%05**U&:0&ER MR,55:$A-T;J::ZR@R.\%=;W,9\X>|<<*_L3)'59FDD7F1PX9M$1I J5)E*90 MF]9H71DW]E<4[G\]5\RH^X72BFB(_X6&%"A-HC2%TC1%ZT]Y<<$BK__PO@R? M_W0B=EK*L=DEF/5Z\_U%2D>DF3GL)!R%KE*S&^@H,TUGY]L6]7TH6G>:?&/\ MQ'|CYT4FRJ-6#THK4%]T@1*DRA-Q;;AYIXO_O)V3|S8/;'?[J&FS/O#!$N8 MI!4HK411 J5)E*9.M)XYG%3,KH ;XR>.GS+?I-'UX+DF,9NOQ"8LL1E+;,H2 MF[/$)BVA'A!%ZTJ]\8!BOP?T_:(6^''D??-QJ.&<(KAM4@07K13[^<4P=V% M',0?8MMH,?N;_4AH%JQCUB5":0&D2I2F4IF,[(;JY[5UI-CY1[/>)0E,8/E3W M=7]B?/ECR!\ON#%&;2:45]?]@=S3;N4?S\_*1^ M2:()2BBM0&DE2A,H3:(T%=MI2I8D[2)1GEU09,,2O:^;?>0/%RS.8?E'-_2 MI0F4)E&:0FF:HG65W'A]\4OD(<6V+60G(L7|F4C[14I'*#L7R54?,QG)5<;. M1O)?KN";^Q*.3-PX,O$_(B/)'S2XL4)-F7B(*8.&%"A-HC2%TC1%ZZJY,67B MU\Q-BM'D))16H+02I0F4)E&:0FF:HG47PVFLJL1O53UG\F;BL"^,M[, >]AB M45])T@1*DRA-H31-T;J*;=RHQ.]&O?LS\3.)C)G>?HK&"QJU'E":0*E292F M4)[F:%U1-PY5XD\-&C0A-'%D D5YEIOR1%TEE%:B-('2)$13*$U3M*X\6VOF M^5VED+FCO6.D_EBA?>+$-]CBZ7@\-9Z* HU:HC2!TB1*4RA-4[2NCAL+*O%; M4.&31_O5C)10**U(>LV4$@TH4)I$:0JE:8K6%7)C5B5^L\[>.MHO5#MC)TFG MYG|]TFMV%/U%2D>L21P;I82CU)691.0LDR=&M97_<@7?W)?(#DH:WR?Q^SY/ MF#[:.W'8'S*XF4*SCE!:B=($2I,H326.'";7|%$J:E?.C?F3^,V?@=-'^R6, MYARAM *EE2A-H#2)TE1B6W.NA9=?PN!*&H,K\1M;F:5U\V6'>U^L972OV^4N#K7]VTC68F:J9T[8WYK|Q_L2MDO:V"ZIWW9YTM2E_GN/)@FAM"*U/21|ZA(:4] TB=(42M,4K:OF MQ[5)DU>H(H331?S$D&E"A-$W1 MNC)LS*#4;P8-FNB6VDDT460ZU?Y P8I##1R4)E":")Q%1I24[2NYAK_)O7[M-R&SUW]'R?VQ@GN-MAN0QTEN[KJ!!BU1FD!I$J4IE*8I6E?&C#THK47C?.,5*%6CDH3:(TA=(T1>ON!-NX0YG?';*GK_5*-7,D&|W, M=*-3(=^(>G^1TA%]9JX-+!R%K,EKKC)Y8GP"*?^U"KVS%*U[9QNW)(N>,@;Y MA*6V,G2U,)16H+02I0F4)E&:0FF:HG6EWIA'F=||HI?:\H<+%CQJ&Z&T$J4) ME"91FD)I^D0;.%$C:TRCK"^UYR#2W4G&P]0[VF^Z(^YU"U\77U>+X^-PV%JK M_J?E?CE?C>X?? EXM%S6[!AS>^3V#\OI:!C\$J.N$TDJ4)E":1&DJLU.TKIQS MXZBPW4>A,90ROZ'TRH^"4_ZH)X72"I16HC2!TB1*4R=:9X-RQRP|*FA7_(TM ME?EMJ? 9FM8&=F=XV'5T4#Z45**U$:0*E292F4)K.'$;AQ24=L\;SROR>US,T M[=0QFD.%T@J45](T@=(D2E,H39]H@]:!S!K/+ M-H'IFSK(_7K"042,.I94H M3: TB=)49MMZYBJECB*>5K:QU[)GID<-DB1]IZ&T J65*$V@-(G2U(GF6SC7 M4>1R@]DX9=EKKN&7H2892BM06HG2!$J3*$VA-$W1.G*?-&|:Q. ^FM;NYG;&(MA_O#C\V^] <=1C=U^NUSL'[_='M;+?>]467\%0A^!B6V+)4D|-1RV @U:HC2! MTB1*4RA-4[2NMAL_<>+/OOHG&Y[VUS;X0; SK])/IG%YI. VHTH3: TB=(4 M2M,4K?LD-';CQ&\W_A.,3D_LY#% [(//:?QZA/1R45@XZ X'&E"A-H31-T;J: M;LS'B=]\O-AS&:[3Q_5<'!9UQ_[+89'7NAF_6>X6FX=UW:.9KV^:UGVQV0WH M[* 6Y.0VOZ(T&IO3DM"@)4H3*$VB-(72-$7K/@Z-3GO&Y#_D.?!^0BD=@_ = M]5<^T\FN)U'W<4A)#0D!*E*92F*5I7UXVW./%[B]VN2V7-8]I1_134<)PX M%C.T/U8=ZQ1:I4JT8@*E292F4)JF:%W]-C[BI#=W[F.UW#]LJTOZ[>M2H,XA M2BLF=C[;563]%O4#49]$:0JE:8K6U6UC'$[\QN%S, ^3]^ .O;8FD561QCU M_U":0&D2I2F4IBE:5[B-I3CIVU+,+URG6.U4NL3LL:*V($HK^ZLOT(2I2F4 MIBE:5WZ-?SCIR]2[(+|O\^UVOAXPA(!:AA,[$RY/$W.Q.C1FB=($2I,H3:$T M3=$ZRLT;*S ?ONSB\/IMEK5'_S;T> (PKK!:53>CC_5O^_FOHTW]&?7IM/S# M^N8X;-"R"GL$[J]&J,!S5RY=ELS,CRPT:HG2!$J3*$VA-$W1NA)O',&|SQ%D M).Z4M6,)Q,Q:M]%?P=!N!$HK!YV!0&-*E*90FJ9H7;$VIEWN-^U"%GO*'=[4 M)#77>_('#!8?ZJX-.@.!QI0H3:$T3=&ZXFOWOFMBMDB1HUM5!:B=($2I,H3:$T3=&Z MHF[>,9Y:%[G1!F[9V2M@?YA0 ;.T J65*$V@-(G2 M%$K34WLYSBC/+^BW\8BFK[4*Y11-^$)I!4HK49I :1*E*92F*5I7ZHW#-'W= M52CIX8(%C[I5**U$:0*E292F4)I>V]M0QA<:[.:[FO]M]M E;MI[*5.&:-) M7"BM0&DE2A,H3: (TA=+TU'8X/5WGQL*;^BVL(:OA]*N7]#^N45J!TDJ4)E": M1&D*I>D3K=MOGET0;V-53?L2M8)V;>[__K-MESB?C5-C?Y/K@>4*?_6#M8<: M5BA-HC2%TC1%ZXJT\;6F?E_+N2%SOQ3MI?F2/#/M?T^,?3?W^$?ZIVV_E7/NK%"QC-&5]0/%7S&E&B-(72-$7KBK/Q MOZ9^__^OE%Z'S5R"X?78E58UGYLL>=;E0FD!I$]4IE*8I6D?:L\8-F_7L5O;_ M-&H_/E2X,SM9*L\C4[AHS!*E"90F49I";9JB=87;V& S?ZK44]*H9W8"46K. M0O6'#>T4H+1R0/T%&E&B-(72-$7K"K QIV9]:O:^3CJ]OQK!+:R=QG25C%-S M(-6J(T@=(D2E,H35.TKL(;XVK6MWW:RV6CSAS[9DW--2W\]0MNBU%K:L@) M"#2D1&D*I6F*UI5]XTS-_,Y42"[]"=59M3(WE8?:2BBM'%!_@4:4*$VA-$W1 MNL)K7*69WU5Z3A[JS>^\|"Q'UF%":&' U)!1H31-T:I";)RCF=|\Y M^JFZ?]@N:@^.P>$-?!A,W3X.2G4^D/KZFV@VU,QEW63I.#,[K*CSA-($2I,H M3:$T3=&Z&FX\KYD_&V]PAIVZM7.+KO+(:D]1ZPJEE2A-H#0YZ.HJ-*:F:%TU M-I;4S&|)#F7;^6,%O+CP0D)*%B=8G&1QBL7I,VYHZYRV-.TWAH:D+ W0,6E97+.X@L65+$ZP.,GB% (O3 M9URG:9Y>R""-QEE+QJ^;O'2.UYN]-+1@T7,&X2I$$246)UF<8G$:PQERG;3D M^A)I3&=]3QZ3]YC]_8_Z26=<3RJ3]YB9R^0]XTIF8L] 8SA#$WE+$WYS)V1H M<|;&4UH.N.Z@YM1?&=9G&)Q&L.9BIZV%'VZYMT W3JV0AHG MYB3D5DS;M@09]3RH*+76CSO' G3.NL\H;B2Q0D6)UF<8G$:PQFB;SE4T>LNHW>. MUWXZK\P9]#V5"A7|S]K>4/&-Y" ML^X3BBM9G&!QDL4I%]?/N^$=YY;[%#W?2I]@8]9]0G$%BRM9G&!QDL4I%]?/ MN^[[E%Z2<6^Q2]B/L4 M#7.2',6LH5E_!F H3K XR> (4B],8S!!IRP.+AZ_6]WQG(;97T8NSR6Q] MC5\-+%CT5#](DBU,L3F,X0ZLM)RSV.V'^O7OO*#*Q&MAXFILKGKN* M68-7_M]%2|$V5R:3L;GUK]O8V!R\H6>@,9PAB):-%(?;2+UC M\/W)]OZ8P4-8**Y@<26+$RQ.LCC%XO09-] =C5NV4NRWE09.*QP@9=+ N<9Q M!8LK69Q@<9+%*1:GS[A!.XM%<>,]TP1!??8W$%BRM9G&!QDL4I M%]/(4B]-GW-N=LLYBT,3TIZR_(4_2+B.6;,- MQ94L3K XR>(4B]-GW++E+Y*6A\;X/;3 "8C]7XS^>,&*3FP/SKDV)ANW9'&" MQ4D6(UB)WSIS3% =(UU|(SK5(9F(|:M9(K[^"X6]T:^9:)--1 MS,X@=Q5R+9*)GH+&<(8H6CY5$C|E),&I\Q03=DU!%%>PN)+%"18G69QB<1K# M&<)OF5Z)W_3"1Q,2EUEDM9)L3A>**X>^<@F!C2A:G6)S&<(9,6U904 M!!M3LCC%XC2&,Z38\LF2X0L?ON1&P3WU"&]U'5L^17EJM;JL+X;B!(N3+$ZQ M.(WA#*FW++3$;Z&]Y([!Y](@=/5H3;OT5#& ^=68]LP"D(-J9D<8K%:0QG2+;E MD"5^ARQDY^ SJY,+;2]:X(|8KD'6WQIR#H(-*EF<8G$:PW5%F+;\K=3O;V&; MM_8$"NX#I(Z]]F83.WT!#5NR.,'B)(M3+$YC.$/,+5\K]?M:S]K%]0PWC!_K M*\Q?A^ V%L65+$ZP.#GL$BLV]L9PABY;UEKJ3P$;EJF8VAE;$\M<]4<*5Q_K M@Z$XP>+DD NLV)@:PQG::[E;]=_=8C<_|<+?\G;-I-[\P,T;LGB!(N3+$ZQ M. (WA#$6WC+#4;X0]9?.#U+:B7)L?G(IYIZ[X:Q4H23,KZ1RBN8'$EBQ.L3K(XQ>(TAC-$W_*94K_/ MA$];\<<+ES[K5]&XDL4)%B=9G&)Q^HSK9/Q?F&F=MLRJU&]6\:MP^P.&"YK-MZD\Q)8L3+$ZR,,7B|!DW, DE;,E2Z3,3NX;IF$WF05%BRM9G&!QDL4I%]?/ MN&&K<*+*(:<@)V]B2Q2D6IS8<(=.6]Y7Y?:]7F!KNKT%PFYW9 M1E ZSC)SK V-6K(XP> (DBU,L3F,X0^0M$RWSFVC/GAKNYX=+V':3DK$U,QP- M6K(XP>(DBU,L3F,X0\$M*R[K65WQ*3/#,X=%9G4BV%PR%%<.. /!AI0L3K$X MC>$,(:8_%8WM7@/KT*$XP> (DBU,L3F,X0^HM:S ; MOH$8/B\\L[/#[$\??P7#&V?6 AQP"H*-*5F<8G$:PQF2;1E[F=_8"YH7GME9 M5_G4DB!KQ:&X9+:;8O=862\-Q94L M3@RX()(-]5B$,>;<,MLR?"L9EX? @#A7IQV2E;I1=7;N[!5[!Q2Q8G6)QD<8K%:0S75?.D MY9I+H)PRIX(G#G\IF5@["'\=@EMC%%>R.,'BY+|+K-BH&L,9NFS99!-BP[") MO7QA%%F25/Y0X?)CC2X4)UB2 S'YV:!T8RS6$LG,_OIKR0XRUDM('7M?$MNTVMWJ5C]/2[YZ MI<4/ML:8HY^;+&?7K37GV\M.AR5KO(G9%[K%.?RRHL4FYG!;/'?8ML!Q*@=M MLH[?[9YW-C')6X,K^>RA&%S1'<](CA*Q':;35S\^HHS^GK=\EIO#^;D>RTIV>"<$9]C]^N6T/OLW7#D4"7T)S9C\BUXKV6X+)3O&Z:8:#!9L M2%[^CW]6U;'K, _Q]@-\<$%H&!-4 .7.=TC+IUDW,X\%505]1(:1!F[B0 MHC1X7-^C3;Y_1;XCDZ)YD&42#774X&"-4=I+]Q5_+%_N6%_?1/CN^ $WM/ #=/OOI.A0N\_8*"[AGRNWYHL&=T_/# 84ZPG]A Z@LL^F8/ MX_EP.9G^CH:CY>3[9#D9+TRS5&H)S5K$(KYDVSC!UR8I0P7+[@U^.<_O//N MOTPNGDC9@[VHMY)B+IMP5] M(9"?Z.D7@M)9Q)SDSV7M(9Q@=FER.CIE2$^D[SO>3=NX,Z0T&I0F)RX*; MIRC>T(*3O\H'^.=65]3#)1JHWJ8FU$VB 3F$/?VUO:NH3W-"M\+&Y8:9.YK0@>^B#R2D(A(#'@4 K0\)2-9?1">[UW MWK#0(')AM]^_MZ_OM&]8#S0@@.K]#,,$HT*@9NNVCNXB1G#9MO[FF'--- E M/.]LNM=5D-9])VU7N"@@"ZIUS>.?V(Q07>WM4=0PT"#3#OJ6\'LUV/6<-L[X M&A=&FSP]W9HFZ2)MR]KQ?&60[RR0HW6!*;VFN;J,K2QZ"J8|)Z"I"=W&OZRS&;GROS+.)&.K+ H//3<@@G7%#@[+ MFL)D!Y4FY_7E8319A[M:B:Y.UF7:7M=2R#V%BIX;%O?5L_O.-^99U3'.$^; M40,.^A;C% QZ;AR<-7#EO6G4D:ZM+R.3D"WT"A]-R+*@HTRFC^W.2XV[UJ] M YN^@ PR@27>OD(_WXU^TV.YI]ELWX"(09,0&82"R) OD)$WW,"T&3Z?;PX MHF'RG<#Z4?PXE;9#IQ7J^QX)H&CSLBF0=BZH,&+]DBQ^8BZJ'&(;"8H^2KR>. MWR0N)J%^UQ(E!7B^&_#N8UX9]C&+=6B+M+329?R>]5?\!7_^._!7GV%8$K 0 M^"]9P#$0E:WH",\$42;PE/,[(7Y(^PDK/XTR27$97_#4NC.73-Z!E MU"Q+)B'K:E=XZ;OQLBQ+)'_![)CE?01R&F1L6:-PTW?CIK$F?=HQ.%2Y)#Z.(,;7=/&4E_!@'1'7? M+^SR%!>OHDI_%/"2]IGG$8=P!O-..LB8=<"\[Z">=|-\VZ7%^_/5)(A<*D4 MXXTL? F%[(5F65Q#%"]R)6?%Z)D.^IIGAJ:X%YD]"Q0O"-R\8"FZ8"1;@0)G MWVNEB:ZAK4, YS^2>KVSMH#B*.@DE+S5&*##TQ?UFS3,)13U+.0D450C< MS?-AD/!/7"2$R0"5R4BWW+8I'>B]#.] M#2*V[8M P7S@AODYWM:!OEZ;C&8:P-@+^MJ,ZF*V&56(';@1^QTL7)$".1>^G94>BB+R M$F=BT_U,4BX *5Z01-0>*2">-26-SAJ OTD?#3*V6"G4#[R]|%.* MRRM!6/X>-_46NWVA$4F#5-2UP8/"^L"-]:/_T1_41D_XF>2Y2%U!M:%:4'.) MT(:]_M-&FJ0\]D^W^*FPO? C>\G+@;WX^GR^$=NIDL1G>SQ>-\C&;W:#13 MV=1X2N=D$A\EL:?2=C@ABBR$;K(@#Z\E[1%'+?4C@3TOA3OQ20+04^.R#'4^ MH.V.&61"2_D)%6D(W7ORCEA.9].VC&=MVV1Z@XYM4|*3;L*?2MOA-"F.$KHY MBO7@K]|.Q^SX?CXT[40T Z[+A);N(ZP=H;M9SCV]PZ=#NNR1L_] 5$^!$ M\|SZ3N:5\+6M,3/Z[(\E>NZB']AVPL.%3$*W<1HCI,L9HRL2+(_=?PM]!-| MCM-4GC()MV!UM\D^WLYFU.BS:\NC\ED7L6!.1]'A4Z.91]9Z@.EC8_A]V!T+3 M+DK37_H!#;6HI0YSM:=`01F[F*$(5N0B3.>O!; M'IZ@\0]U0]/5%->NQZ$;BO"$?2>&S,>C&2#"W42B_1L-."O)P/C?CY/OPSL MF,69Q(\Y8,E\,E],:TH!\:PIB98SM/PV1]#W9CQ="-'9=#&[F]P,Q;BOPSN MH#%:?!N/EV;P<5*T#X//B;0=?E:D^%;DWE89?83@1_I^B.=?-|"#5)^U[-D M0]2(4.0F0O,CZ.W9VX&FT7H3#V]V808AV]Y5I(A0Y-X].<[TG.8NZ_7=$;_Y M-8I;YM!X14\B-SU94H%)?T>_6+VX_JF[LD]^@HQJ!^UL7Z152$TYY.)SRNLP8^I0.3Y//2]%KM%Z350[+1;::G5^=B7Y4^$/CWA\|*XED M0_0HAZ_%(IL*(328!['$_+?#:S1&##&-[YW-;'*

*IP,/GWOIMC)UCV8#';S)_MZB)4B^Q3I@HLH37A@?9?L(OGO=C+R?CX]_:=[C13>>L#U1V8&=3:IG_XT>7A M_P#F'6 >>2='D>4-!%A>.MHK)]IL31YBJ!'-Y+25HJR#XUO-N+"\:CU+O+^< M!+8FLDG>(:\2XR?,8J R[ZEL7_;7:^.*X=_Y^*4.)P-G+!&2>SGT#.2ZR1GRY'6;+MV]F'Z87 MKX1W-H1W]IKU5ROW.G(V5CU8W:#/G6[Z' SR.V@,;A" <^FKS\4@5I.U6;?IK M\,K=VS>?YO/IQ6C:-+D#58=>ND9CXGKC 8 MS5O*:ABKW]E[YU:@H J>?>=UJ1D:,*\L&=H>G@(*%03%[T]XB/Z1#K=-&_,3 M===#"QK!*3M:FS>(C06X2ZZ$7U,39#KZAIDI@U MB)/F5,,A6I8IV:GFP&X=M=N*-ZJ2I'ZS6E(6>S2YO@8+!0?]N7>B)(^-HYTN M)%P&P48;'=@6#41YT83JB:/BU*FMHQS=(5JU9$,ZWNLDZ\ (ZEF+N4;GC_&F M0",YCNZ2?DP9#K%+_6*MBAR#3S(RJ8 MQXYA4H7(V7.3YA6GLM_T*9=-RU)>UR.U1*0 M5T_%'^+BMN,Y"*WM"C3P6#>RLZ39[QT5+:<'A$"A?6/@D XYM:*58@:F[C2R M&:;;FHGB]]-)T,LBTCGZ,=]/73?O]+8-)IW.;_O"\[/4!1RW7C\I]3DBHCF MZAX7;2CT2T,D-2A;4VIC9,-*NCISAY[944(TMWCC-'\O:*[?L]1O(.152OKS M>0? C2;K!>/9:!EDJ^'/X&0P7Y;H.]//'I@.X+'7D0X7RX;T:AZDPY?-*KW0GI3S>=]>\4@R6#)V. M/I[/E$N?&ND0J(FO]PT%_EB(C[(IT8D"WY=$H3^(@^%[;_DO4$L#!!0 (M $F!;5G>@F]50@H -L< 8 >&PO=V]R:W-H965T&UL MQ5EM;QNY$?XKA XX)(LR;)SR26V =O)]8+B#D;>C*H3V]73]BTHU MTD[LJPS>+*UK9,!7MYKZUBE9\J:FGLYGLY^FC=1F='"&SV[O1)42]G5X8/= *J2/R((7F%K MSW_%)]X[F8]$T?E@F[09%C3:O/_R+L5AL.'5;_^&>=HP9]NC(K;RK0SRXLS9 MC7"T&M+H [O*NV&<-I24V^#P5F-?N+C5*Z.7NI FB,NBL)T)V]S$C:UUH94_ MFP8HH:73(@F\B@+G>P3^+'ZS)E1>O#.E*G?W3V%<;^$\6W@U/RCP5K43<3(; MB_EL?GI WDGO\0G+.]DC[PDQ3!O%SXX(.1?3SD]M:>'I+^Q)S6.!\(KXB4UQ)K[VP2W%#_]@@N7X^ M5@HU5-BFE>;>UG=&=]4.JA2%1;Z-CY\(Q)22'B^UD:;0LA8>,A1*.7A1R:42 M"Z6,0+1;Z;!,&Q;L2]Q6P'^H^'LRJW4:0MH:A]V444[6]3V]5VV(>P,,^V38 MD%O2X\6S'WIX-9_/WOSE\O*&/QZ_>2ZD*85L6_@H%[42KB.)]-"I55>SC^PT MB;M51>=TT&G%N[NBDF:EQ+5M&NV9D+*.VW?7O0I(DJXDH(4)RNEF$)M(H-B M[T1<*Q= F,.'K*C4OJBM[Q!W8>@-^0KWZZZ,OGX[OH>B2O$8)&";-NN$;72 MT DC@IVH[\ <4#*^^*]^^LEU=0H&@'I%L_MR92,)L!D5X)VO"(PI]2IY1>_MQ(QEW"OIA"*;$6]5H9]%WXY1LO M+HWIH/,#;]T+ E82WXOCV=%?)^*] =L:M"-HHZ#6I0^!BT:>B!,2^IV K 1LOR,[L'O9EN7[S MJ#![BM_$O['DV/H* M;4 "#>0H-4+H*5BB[=QWP?)1)YB(3Y[3\,X'W7#KI[1&(NT!M:2!XCTUQ:]U,I_@]81>Y #HZ M;@E;\QD[J2H*NU:)%0]JVQD64[X^\CSQ:8&DZNM\K*0Q$S?5(K$@N1#L6#S3 MSWO[P4L6D_(WW:UEW M!YF)X (R0T&/Q:Z?BYJC($UNQ-+'>GTVTQ2^6$AUL%*BQ8? Y%UV_]D:.@O9 MZB!K_>||41A9'R%0PMME@!X5R2OWCU)A"3H#TD9MI \H"^PC3?56:;CKP DU M9QJ]A7HNVVG@*;+;^63R(T#K !-]-:(9$X/ASEO#D$O*Q4)H="NZ!K '*1 M[%_M!NN1.]1[QI-&),J")\12HT9*^[YY" M*ZI+PXPE=0D6M"LG&ZQ:*4N\'SCSQ'KH 51[&,KC.00 WAY=,##W M3CMN?/ET E!8Q),,+E5!"%92($6N$;!H'-.^U3O M^$NPP9E%209C*P-5@<^#!0Y)<*3;CDX>B%*BJN37WJ(= &TK:[Q;,1$JR)#B MX7 ;K,S4:TMYK*G\4P]=U7:Q,Y\J9""&I7"-YJM?#I #$5GIHK@]NH!#I> MIW4/LZK,6CMKTK 5(XK9JH_ITSU^IRR%YWPPA6%CT2B96>!!G7)<]I,Q0I!& MFGYZHG/$1A !DPD%#AH11F6_\CA7RYOKR#8=UAQ>?L)2R:\]FCVWOEV<%C_"A7Y4!N0.)4H3H2$ MWP;QI M=#S])RF^'S<'4T:;>%(_QG#O(!1+=\B/53QPLE*R*]X/P7NSJO-XPG%/4LAU8*EK M>23"TI@$-+"3' IT+XL>+*%4Q@F=CI=@*L,TR(>N?]X]?I'O%2+C[!X4R"8J M@.\1=3H1[Z2CNRR"<*] EEIYNH?I YVN5'0W ;;*#([JO!0YD[*QOH_NTV;+_ M+:QVCP]%F<:^WCAA*5T;X 6$JC0DI9Z8YOO$%UC9HW"CH9N/!.1L\-_2KE'7 M? >"^I:Y 1N'&L>HCC56YI%^>SIZ_?E32VY4]3Y*6 ,(K5RM]D3%*@TL[MKD0YF)(?U/86?!CSN+WSI !',<3'*6#0+B:4:# 1%=4*=C* ,(NO5C21>6]O>[@>P_'IA*YZP:9J-0R]1 MT<[%\T['27!+IQY&8.Z).P,E3!T)Z6"C^#MG>7O[O)UZ^BD^WTFE*3O>%"Q3 MQ]UO53YACWM]]&3\](^[F^)"@@;-9O+4CQC3P0].&.A6_+,:# 8FQ-^>^]?] M+W>7\0>K[? +XL]]OT@&F'H/6$EMGDY+]$2J)&7'^_6[HR3;26-C_: %@22*O..I=^1. M].5:FR^V0'3P4)7*7@6%<_7%:&33 BMAA[I&13.Y-I5P-#3+D;T-BLP;5>4H M&H^3426D"F:7_MU',* [O4C2NEPH\&;%-5PFRNL=3KJR ,^A=W7AQ'?-ZO^ WB6N[]PP_R\P55\%Y M !GFHBG=G5[_@ET\I^POU:7U5UBW:.^,S -+&.EUUQH2@DJ]]BX>,ASV#_$! M@Z@SB#$N=8./\E8X,;LT>@V&5Y,W?O^A>FL")Q4GY=X9FI5DYV9WN$+5X.7(MD3-^-4H[P^O6,#I@.(7W6KG"PD\]P^RQ_8A ;)%$/9+KZ*C#>ZR',!D/(!I' M\1%_DVUD$^]OL*N/&\HH$_Y@OKW__Y' &M__AY_UPM M%[86*5X%5 X6S0]#V:L783)^>P1]O$4?'_-^+" '#2=#Z",_E58LEP:7PA> MSKO9ZHZM:]W@2I2- <+17+I50J10EU&A\DU$I#CW"?O$"2TGN M&1>YSK"6J;-;ET]XQN 1*4;Y0;@))7)I7GU"\] MO9:**KHLB5[[!CX9H:QH6]4)G,8179-Q0M=PD(2AOY^/8YAG*PI)6N:?X]#$ M@8$HBB"*$TBBXT&T63[(_'T="L)BGN)>FE$ M75#D1(FPOMW1#@H6!/-'RG:ITU8.:YJE_U9#]N+_(.BSDIR?>^=E0R%-SCBD M*/2MA2,GA$WR? 3*;Q3#HWR0(F$U^$:B,Y@$A(),$V^@YJ_=G_>RP<-4F5R):.& M/,A\NZ0L/K,AOJX9*(8:CE^"-E!IXTMD3_^O7A#NL[>DZ$=@2/Y^E?-LTD Q M:U7+&AYBC57_? UW76YN+5*)\,RO4E#VI)-$VGY1&>0]YG+*T1CRW($8P)H$ M4' 1"R[CUF'9>=GP-*I'M4R>4')YIGU;K<6&OML$@!(HLA57=$_ 7II2R M;2\D-61'6QK97+:B>XZO'A#5Y.T3X(RX-I) [6+FAA14-O'QSTG'>&UI:6@.K M#$GYG;).I,*X'Z#RA-I"UN3VO[%/@E"..A*YH3!!H6A6!OC^RVWN^^1Q.!HGK_)V&2 M]+7E5Y^$Y[L7NU8YH ?+("G!)27?? TS]Y^%]!W'!UB(>D@3WJJI(-9\49K. M,E1&TE=0IS71B?< G506W[+IM9\B>VCU1*8W!$\ZN)/V"Y=NKT[K/V"-KU N MN'11I9V!I;3N/Y<'X V??%Q_DUV? BW]^8&9WV)E#&+_<#:\9PW,GE='>';9(6 M+OV9V;8=KCU8;M]NC^7S]C2Z6]Z>Z=\+LY24C1)S,AT/STX#,.TYN1TX7?NS MZ4([0N4?" I@887'T'RNM>L'O,'VQ\KL'U!+ P04 " !)@6U95"9S2M<$ M #<# &0 'AL+W=O:(#KZ4A;*S(`>NNA@,;)C*6Q?5ZAH).F%/Z69CFP ME4&1>]6R&$1A>#HHA53!?.J_W9OY5->ND KO#=BZ+(797&.AUI-@&&P_(,AE M[OC#8#ZMQ!(7Z#Y5]X96@QU**DM45FH%!K-9<#6\N!ZSO!?X+'%M.W-@2V*M M'WGQ6SH+0B:$!2:.$00-*[S!HF @HO'48@:[(UFQ.]^BQ_>VDRVQL'BCBS]E MZO)9, D@Q4S4A7O0ZP_8VG/">(DNK/^%=2,[&@>0U-;1LE4F!]54S2B^M'[H M*$S"(PI1]Q!YWLU!GN6M<&(^-7H-A]4)C2?>5*!-Y*3BH"RF[^7D@# MGT51(]RAL+5!\KBSTX$C]@_(% ((I9M&6 MV77T(N "JSZ,PAY$831^ 6^TLW3D\4:O6WHK:5)H-M;"7U>Q=8:2X^_G;&X@ MQ\I#\H6YL)5(IPB/7T+_EM"\##3NPQ$L^)@C M9+]@JRG5$IR("W)G62-N#> ,%KK#H48]['"]P:Y6+M$(D^2;"[BRH#.XQ03+ M& V,ACX+1O [Z\.P':-V',%'[40!/Q-F*8N';KO]!6Z$S0&?:DGHWE;*3]S0 MW3&/5.NR6J46?H)A+PPC&M^^F43#Z()@UNQ]ZB_ZL-0K-(I]YIW172Y1)1L] M!+$#RR8W+MJB1-'YP;QAFGS-K3FJ*SSL1;,A+')MW#N'IFR)P;H)!.Z5.R4VI(1.4-UUP'V5; M\SLVM%#X/^G68#!2BMWNT? MJ6T)R:02*I'DG'+_4/+[QD? 1#O;A@9:N["[/ ;L;SKL[W?L%YX] MQR"KC4^ATG"6:I> ^K.>:U&ULQ5=M;]LX#/XKA#<,=T ;.T[29FT2 M($WW!MR 8EFW#X?[H- B,+52V/$E.EOOU1\E,Z!9)>AAPN^^Q1(G40XI\Q$RV M4CWH%-' STSD>NJEQA17OJ^C%#.F>I+ G%;64F7,7U0EOBX4LM@I9<((@^#" MSQC/O=G$R>[4;")+(WB.=PITF65, [6Y0R.W4ZWM[P1>>I,8* -FD8 DNT=P7 M=XIF?E.EYAGFFLI<%*ZGWKQ_=3.T^]V&;QRWNC4&Z\E*R@<[^11/O< "0H&1 ML188?3:X0"&L(8+QH[:I-4=:O?9X;_V]\YU\63&- "RF^\]BD4V_L08QK5@KS M16X_8NW/R-J+I-#N%J;5WA&=&)7:R*Q6IGG&\^K+?M9Q:"F,@R,*8:T0.MS5 M00[E+3-L-E%R"\KN)FMVX%QOV@2.Y_92ED;1*B<],_N4;U ;BK+1$]^002OV MHUKYIE(.CRB_A<\R-ZF&=WE,\5-]GX T:,(IFIOPI,$E%CT8!&<0!N'PA+U! MX]W V1N\[-T9W+*_,MC>/>CY&8'2XQ*Q0U'#7 ,5]HWRI# #@6A.F-X^ Q; M-5>Z8!%,/2H+C6[#WNS-]_Y%<'W"@\'CP?"4]9?NYZ3R86BC'K2,PM<482T% M%2?/$S!L)2@>58GROQ$,+;-,*D.3&"*IS1DD2FH-94XD(PXH>+7+K2"5I!B M;<'^OX1]0>' MNB/^P[D \P;],;P0HXT(0B>C?8<%T"D@91/XXN%0"N*.25]$H>LRCS6\AOY9 M$(3T=0Z&UT]&U=I];IF#1&Y0Y=9M%['V-,$\VG4"$89O&TO[KY5]E88)B)YC MZY^%@WY'H9(N4XK,N4&5U>!M1-MG_1K"X67G/(MI"]DLM'L>-3UI_9&OP1P MV(W%_RMI1L'@"%ZI\FO7T0[&W?LGV9&$ MN0C&G>U6[A\E2QAT;S_XM]=_2ODU7(3C(\&T*_2B.QXJ2LI+>W.4"!%Q4FDL M"S;7:KTXR7/6AB5%][_F,"U%#%R[AB$&ZC[L1EU@1"06G?.8- MD1NTZHR]\G/&K$F0"WK*&A[L!)@=H47KPX'$WZ)"X,3]%'9.8>P=>AX> M7P=]X'EPIE\F_"Z'=[!ON4F!@3:$)]8<,':!AWL!O]7$9]L1U]_3ZR3(W M54O72)N&>% [U@8 ;]V!Z,U.)35:!:U(->I&ULM5;;CMLV$/V5@6($">"U+,FW M=6P#>PM2(\"F,;-,_^%'F@!9%%+$4]+5>Y^L[I&ROO?6Z29]2+S,G#ESDV:R M4OK.%(@6'DHAS30HK*W&86C2 DMF.JI"23>YTB6SM-7+T%0:6>;52A'&W>X@ M+!F7P6SBS^9Z-E6U%5SB7(.IRY+I]24*M9H&4;]^,B7A74'X6Q2L27>HOU4 MS37MPAU*QDN4ABL)O-IX<:?OL-+E3#^":M&MD<6TI]856Z4:5]RV;S9PR8.>PJC[C,*\48A]KP; M0Y[E-;-L-M%]!=I)$YI;>%>]-I'CTB7EUFJZY:1G9W--^=5V#4QFX>.=I#N54QNE M=5D+9C&CZB=? 4\Z:_B)Q5BIMC^5=_T(944>|:)TAZMD#(E:"/)?+,=P8RTL/ M\LE@7@MXSW.$"^-$FR>E//%YAU=6]P>W-M"'*(1O$=]YD*)#'A9:76/3M] ?#:", .R?<4J M;IG@7XDDEV1&,G%6&P2C"CW/8[C>1\4'^H(3;8V-2:M\,ESPF%R_?#&*H^$; M\QSU%3/0ZFV#[B];\6Y+?P4/9@N-'&73_>BZ'ZAW+98+RLZF@1.O[#+:)BZF M0O]!%M2,'C3[']AH9_,N(8$+^01L=N-B/ZS>&Y&C6V[ ]>%H =R&C&M9OHZ&D\1# _)T7CX M/SP]IEL+IP;1$O72CUN&T&IIFYED=[I;Z"Z;0>91O!D/'S"]Y-* PJQ4NYUA M/P#=C%C-QJK*CS4+96E(\N"IE+43H#N&UL MS599;^,V$/XK $4H$B"UK,-G;0-.TFX7Z+9!L@>^H@^T-^>^(B?F^,;CS)"SC50? =8YHX+GD0L^]W)AJZOLZR;%DNBM*(4N=4LG]L-|?^B4KA+>8N;U[M9C)VO!"X+T"795'NWB=SKV^!80<$V,M,!J>\!8YMX8(QM^M3:]S:14/YSOK/[O8 M*985TW@K^8XGDVGUAT\@.(@^26AM9ML]$ MH"Q$,[+GEH<#A7' _!86P50@=[L:10WG'#%O,E-R LM)DS4Y"5ENBDX!R92>"T,$ ^MBQ1&66J/1U_ ;FIEOR)$5]Y/6Z$UC-'S! MZ 3>2&%R#3^)%--C?9\ =BC#'R'\1E[41=UY.Q%WQ0U MW!4ZX5+7"N'/Y4H;1;GSURD:&B_Q:2^VGJ:Z8@G./2H8C>H)O<7WWP7#_H]G M8HB[&.)SUK_UY,X:/0UYU(.O<+:7>9LC,;>Q'R$AR4D8-10"3(Z0.*6VA5@# M*V4M#,@,UCM%ZC%.1A_I*)L40IM^0 E@L%RAZK*@]Q*,@VW6;@LTU]1!-%6] MJ9PI6<*JUN1%:TADN2H$LSU"N_"<%E2U(N0:K0"U(&T(!6&U\#+)]9>1I2DY MMIMWF+3@ @A'T(M[#2* MB-2O8 *#W@!^)S84C.$RO((A[4S@K32,TU&?.@)R&403ZW\86O^C44O?/P_W M?\[?8&#Q1T-B9GR6O[%E*NB-]O3%%/T541:39DPMA[3BI;<#)-K3 B@7- VGT8AH&F3A)1BM1(*H[_8Z4K#A 8@P+ M'$DD[QX^]*]IT/VR#Z."QEV M,\C*X-3*.M24=PRH:+-*LS=FXMR??X'/9:?W# M#SZ7ZRCQA% B=QZ!T>L!;U%*#T0T_ADQHVE+ [WCZ?43_)<1.L>R8Q5LM_Q^E M:1;1,H(2*I9+IU7O/^$8S]SC<2UM>,)^L,W)F/?6Z79T@:M4,.;/8YY.'%8 M]]\X9*-#%G@/&P66/S''-BNC]V"\- -'YCQ!]"9R0OFBW#M#JX+|W&;+N>FQ M!*9*^,TU:."V-P:5@U\%VPDIG$"[BAUMY1UB/L+>#+#9*[!7\$4KUUCX6958 M/O>/B>+$,SORO.G. MYC-X,\N8 LR8HS>/D4=Q[P\E? P[MB![23:$'A(1,6 M_MSNK#/4*7^)%/* 6+R,Z$_/M>T8QW5$Q\.B>FTVVO86M#5^*3*Y:%\\%XHZF4I MZ5C:#Q.TQ)K)L(!\NI>,:7.@5G<.C86W,+7BQR*=S&VCNXYX> (<6#6_8"9D# MO$_0)KF]'_Y1+Y\0..$%:J&^1(6O;3"=4LR9]F@%(2X0X65[/.TNPCS" ' M$BZN8%G [)I11M]",4]] O,$_G[Z"QDZQO5" CLC2*:%/!!O+ON2]C_E[#1P M2B;)/M&EE_15HDMBXD<5K[4N[>RE[H]/%(OVKH,N6\IBK]P@7M/L)/W;0?&> MS(=[XPLSM5!$#BMR36:7\PC,H,7#P.DNZ-]..U+3\-G0]87&&#]'ZI;4[#OP& MTX6X^1=02P,$% @ 28%M66RYM8J0$P /#D !X;"]W;W)K&ULO5MKCQLWLOTKQ&RP2 !Y7G[$CA_ V$Y'3B)L4[N MXF*QZAN2F+A/HBXL7 MS[9Z;=Z;\- OV78]/%WF6VK:F\]9UJC>KYV7[V^$S59J6'}OS-[?Y]HCX/:;[*-9[_53MY]^'LH&'UP:!T." MUG;RO[Z+=B@&/+X\,> Z#KAFN64AEO*U#OK%L][M5$]O8S;Z@U7ET1#.=K0I M]T./IQ;CPHM7KFUM@)6#5[JKU2O7!=NM35=9XY]=!"Q!+UY4<;]7,MWUB>F> MJ])\PP<:K[IO:U-/Q%Q MRW>=Y'MY_GR%2O.EOS=F+ M/_ IZM'ETT^H\""K\.!3LW_YEGUZNB? GZM-&>6O@5[]IC'TXE9W^S__Z?'U MU;=/O6KDT;:WB&C(]7MJF:HC:I5H ;C,/[:?);B%;Y5KC-J;W2O@E=75_RG7R!>PD:9NZVE8:[S M*FQZ-ZPWZD? =#306GO/DO!1?;706/6QTR%+3 JY7KR@=I#FZ MRL9TRD)%#PC5WG5ZB6VJ3!\ V*)!*"RSLY#=W)F^LK1+0[5)2YTCLGV@'<+[M_@LDJ)WJ7% 5EL?W6GF[IBQ\0G=!FM#VAZ;L M,1QS_9^IR=Q;W2?Q#LPX4]8?L^MI[&O:N\-$M_$@VI; MLPBMJ^UJOU 0WO30(K@%V4%7'P<+*>E59 [36]WPU+2$[GN-X))PJX>>OB.A MX;>&_:]#A&)FQE%#.*J @L&T2RP1H? ^O4>0>*[>ZR9]\::KL6@5U*_Z;AJP M,,X>[VRW#>R^;+"S 5(M$%:Z]S;8ZH68 6)@$WDTO(-?X@>-]Z# [Y#5U[:2 MC<<+NXV%@Y3^@_VLAPIZ+0?H:CS,]];C-W]K;"!-:$[$23D(OCE 39AMJ.&J MRSW%O 5.D"CX,FQ<+WO%L=Z;M>YK#]H4I23[9@ZI)+@VEOZ>4 K$W+UA3Q9GA1A&TX[K.WJM%.:IVK@=EN\C MV&R=]Y8\32!FMH\$91\A%Q.S8YI;BB? DSL"8S@+I.XG9 ;FZ\0Q-[$6(,BRG MU08A"S]VYAA:P1';;6/N\#KFNG7-K:FC%>=SDVEB9*2UYHY_PL_ZH1G]9:X! MTTW6EN75L*0'4YQZ/K%F N+XG(A"]$/VCZT+A(J0 ,LM1' 8C2$&K%PW;$RV M,%ET"3QL ;B#48"% F9_'^IUS.XP5ZN10!!DDQ#$SF(W6@%!\4HD()A'E./ M9SST/J-6WA>RW-]YFGT^NRXX5.=A#&@TY$$'@6,J3><:MT;L.$D >$Y50U; [#7@"DKYN.VZBPAD M[C2G,?]>(4<6;.PM67/FS(#.$$VT=;8+.73 281*DN.D74U[#&9]Y#VA19 M]E%\^0.2]UH2GH[2/_5_6O4 $V3W/:KZV_'S\R>7ILJYHFKF"?HO8/T\6!1 MV*O9+R(]\VF3Z]O.,",TKEO?XR1<)LX8N@3Y*-(P!G]A]VS-BB:YN3290569 MN$N_Y]P++;Z"W!,]K_+'(CIF7DI\3%+HOT]=-.6A$;Y0Q/LB*.'T40\WEI M/,FBIKN>5CJ@!_3^9TULR]Q&D "+'=?DZO$)Z]+;,1HY/ H<)%XD/GXD4CC' MTXB?493_+XIRUHUR;NL&0J&=87>G'#2Z&LH-D+!&\+C&K);J+PYH1!)Y6 +P M$Q['J"TP-]81G";;? @C$TZB>A!6QG-P3"2G\]%$8 FFT,H92HD2H[2C?= $6 M'3ID$,I]3*=(20DTB)<4V#MTD6O+*IC[6%\3]]>PVK/SR.+5I AC'A^.I7NI M@+CI+A&N)/12Y\R+N9&)&? N6ADJ!KAKZGKPZ,FS9$P59\4)* @1";R:606H5 M;)L5:BG!>RQ3RG*?](57!'FHHR= M?>$+%#&6T2X;D.0^U&T!;AL^K1Q5!I^G'I9?(3G^(;U^RF/GC>S:!4GBE0X M,25A"93HG&#V*=29 MR22*P6FDH*8?!(;, ^GF9,V&29*1S]4/0T_Z+2BC9P)Q]8@3R67TW5%D(<=(M]XTCOP478)!>]'>0R'G+NWI]G92&G+>6:2- 5FZTA^401MU]1H!'M(DCN8WF7 MLAYS.7;$TOI)29Z"7]UA(OC)?E(R%4(SV^1!ZMI(K6B^D!@5Y3\,.C$8UUW MKS8MLR*\+/P(11/%'QDB52U(F-+JG? <9W$RGKH!B!>JHJ2:WE#Z6! YA ;* M0&(F'-,M/YTI8U%+,+&4)IJT $I+2:85BNK& $1K]L$?!WQW_3 QU9G_O1^V5(_" M='!;T/B-0?#.5M!^)LBY^JN4IR422H85:K0TR1&3+) [++'QI?2,T!!_%_ 19 MI[3:P+V!3I??%CW:6:=9 M#8&0/%=YP" 30F/B!Y*MKQD3O!ID/@WER7QXMG8P2T?O0ONE]_=S9B-;&8I8RTF'&U9+0)>Y)XEP(XY_ 1W>@- O+0!.'*VHUYOW)O8HAC\Q%#W M1O0E]-YN(^#1M C:3KH0G(?8OVI#(!1OK$?##=[2!8:@]CH8RM86B&5\]\&7 M3#B0O.Y?F_1Z7&I)1V$P"B%4&!%)WEX;M^[U%D" (:2F/K4VQ=W9*3.!YY';S M:5Q?B"@'0H1=G'K'MD+*U.G56M2(V2C-3$X_:MX@(]K)%LPAY9P\RYB,2R>,*/I\Q9[##8IZB=\Y@BZ M]YX@@R9IKP1 JEW76D09/3]V ^?,3+G5MGX16S_4"6-(+)R#/6;*:"176<0N M\H'GS!!#>4Q3(Y2OAF:%W,]2Y.0%Y3NDH,0]2K:1:JG1$MS=HF1OUOD$!.&6 M>ORE+-S^(?J9*0,$692.M$@V M70YP$M)'[);DB)E+ [\=SI@D>EDF3@E4>SP-T?[#O%D^<[L6PGN/DD/N?WMJR^7.K5TDYV=72ZG&.0P2> M!=KB8&;N:3,-*MO6XH9#)]'$RV9.HQ+%@UTB@G%E &<6>_!6VN60@01T!VX" M3O]#XWHD^05W.7XD8-PO?>=3[N M*$YM! ,G+7DIM#%NS%+8VF%P6D??2H.@5TQ!Y7]=@C3'H-;-N0KL4$=<4U] MGEHPGFZ$HJQRKB/[U.B=1'VCY=SPUJY==#P]IA(]5W22 TXSTF7_X)6I;-<' MS>&<>2C-5=+3@4!2P$92@&0:N]\@A2B+.4VI*]P/2B)IN1NJZ544R'RM^"QO^P63.F?!(M)H^X#W='C>5V@H$_Z1YB46MRZF,3V-- '@6_L+!8Y__LQFE_#Y(W;QK_I^(W_ M+- R.S(U_ W7.Y(PS4E@F 0^%WI%]YTUND&9UA0:%:+/BSVE5\$(W^<"[Y9B M9#]7Z28@&CNS5W\I6Z%8: (JQ:Q%'/X+KC\>&XQ2_ECH[;B686RMQ*.>%->L;FYICF<9DH.A(\UT,:4 ?G+LO2+HXL)Y.V,8:D1% RM9^@XCD! J 3%%N. MSR@>>Y0A?6$+XYIYF0ZF9QWR6:D H=WD3[%]\&>\|2MR[=79(-+!RH|@/2C M>;@.!AD])P.,\1CI[@: 1N.+S\UM']@D/3-8 GDZ%IS M:O$):SY^/A$#B5\E#LLW&^BB52I3^93:C67QSXZ+SHZNN '7*]X8RQ:EY'*# M/MBC%:F"!.NE[79<*->"PR/#NNH#E]8<%Y8/L+<#>$,U-NR^IE'7ET_?O/N% M_[IZ^@WM[]*$'75RQP.MJR?%2=DOT(F_+$&&Z1+U#B,8>! +E]K $/5]ZI1= M7?$D5P^3 L56WHA%K[<3T>F:=#EU\MOXC'=U_J;(T._OY/ZNICCP;&VR3&3 M0?V8M(WYX%6M6ZJL!/AC)&=>NN+V[F\O\)55=='*%XK) - 8 %S3 R$D.(\< A<J:#/3ZA3'M5EAL.9#]? AQ.O+UD^3',Q-=5L? H:A!3J5:(QX0S%:'3.33 MP'VI#P^N^\@E8"GKYXRLD<])@ MZ6YG\C"#"C[U/'6?#N39@@#] H$28H#/H#4P/5&F4$G2[!8@",J;N4I*9^ MF2!SD1DFGMR*=71%@G%#D7=&Z;3Y^)6Q7_^U/^U,%5|8^G ;[2"&*M. M&E@Z@Q(-NE'F>%."6_NS1FW"K'2 W!W:?3ZI#B7+3@>I4QQB1\H6.G)98W8[MHVC__%<,.5Y"^?P+-J5^Q>;:-D?*3$FO#FI(X)$PIQ/BRJS4GQ3C7.5LO.$?OWWVD'_1K]GLN]T):/M%RSPR%:!5)59Q_3+2(SB7[\H;A MG^)NO+#LQBM"D43>|?">!N7|4%*<=G)^1K<%_5LX7CUCO,*74:% <4&+F8I0 M486(Z0^&1V!(EA@Z^Q&ST$6AV!6Q?36TE"DIL/82N'KEV=1$L!4893*PA%7 MZ7_;GI!3@'/5PX;_5 0 OD'DR_^'U!+ P04 " !)@6U97/X8 M]"H+ #>)P &0 'AL+W=O'QSX;*$*Z4>V4B6> MS*PK9,"EFQ_XRBF9|Z#"'|R-QT\."JG+P=DIW]MP9Z>V#D:7ZL()7Q>%=*M7 MRMCER\'AH+GQ7L\7@6XV%$[-7@[.#Y^_ M,J;W^84/6BU] [[<@2Z;6?]2+H_G+P9@44D9E@21(_'>E7BMC2!#4^)1D#MHI M:6#_=R/5[8=MDRE5Z^M^5/G8?%R\&P@PY(7F9-9[_BF5\ M=_+S0&2U#[9(@Z%!H:HP+9^]5KA#FJ5'BM2VOE N:?F_-\HYE8O+8+./ MIPN2LU./OIA\,GXQ)M4:AI3KFV+2I8K M>NPL$Y_P02RS(7VOL;/D^&SR60XF4R$7TCXD01>*]?QZQQYWVJ:]32M6DT] M;RJ#D+BI,T6C'TS&H_%85%""10]0%YI;3*F%2URQ9&9R'G#F$AF#]%&4E1NV:4!B1S6X7DK]<4PYG.DM%OE-?S,OK] M_I"$>5[M.'U4H=%PD[F8)5CBRY#FH>?A'92(Y> [!#&A4#1@UO2<$<5!F[- M.\5P%>=5L P71AV4+DI7]9@VZ!?\FK]!2'|8#R$-Z*=TC D->)9S MCC%4"]X:1@ABF6%F]#:L!DDX67[TX]%^A/B3Z4V@;DK;(=[' %Q6DGP5S2,E M,@.& ($5]|-'U'" KH,:D&"!EX1IO5BW0B*|J]9|OS|/'F&.:('2T/JONC'S MNRF\[LF](']?'(.*$/(>M=Z+;\N"V3,L9.#KA34YY"UM;6B$!7]8"(/.14I-,&"2P]<4=G%$)^N ME0*TNMISPYLW90' RL<]#HFM]?G[\G(G;JFL4TE\76VN&-&C<3EW5],;O"= MW974T!Q)> V& #2%]T%7T@ Z\DIJPV:-HN2.$. :C3?9+]&[Q'2ZXW._3FIQF(+1F>,!W@% MF4GH]IZ2\J6DK'4)QR>C,3H8^*$"[/)$BTIFQ+NEIK1(9;YI/6(*D#N=K>>+ MF CQ5IO.=TW+&!2T7:0.^EYT" E_S*'20S(J<:[*W&]BPW=,T90JH.C3W(S, MK8FPAO@U.]9Z&EHUN5";I0$7^'X]=OY$!^/\8@2;$6 -*A&YN-S6 ME.3UHXIF$RP 36'I[3H@:DA04+ H:A,T6+@SNJ?6,+HNJIOK62HZ,99]|;>3 M2\)Q0[$+.A1$1> <[E6A>VO1Q(#]NM*LH&2L'#W0_NIL$9<:S-AQW0"*";>D MZOX\$C@-"30Q7IO 05?("]%=<-U_5F.HVOD@HTOW7TLOL3C=(,/T.N)#?=I. ML-ZZMES+Z"U2Z>?*

*&2+SM5S[Z2[/(=\JZN2R;&\QT'NV;D9C'.O0& M%+_8H?]MBMX%[FMZMG+5=^(UK9N<A=[5XCRNJ-8IB;9,XU:;..\1 ,SO MKBX[J"]W*B(ODM(U;5"_XUNDF/!61UP8TNS$*D-!&QYOLZP2T ME.2,##9*34>[\]K(8)$BG&MQ_Rl0W9KKK"E=3?EOP)/*57+LM4]XD[5SSW [MS_B >#VSOE\&W;W5W-HT8]_NIQ_CFC>(W;_YO@RQM2=$NAOHJ3]W4H:^?M^?'A+>&.-D#NW?_ MT@-GKRW09C<0(;33CE 5Z@O7]"GE;JY-T4S5R2'N:/9V3B*N4F. +;?/8*K5'B\|T^V%8I(7VC8G2/3D<1=:)G M+2()/CA]ST_SVI'*$51.*5'$CPX4?730.XI.WPU,>#QJ0#!3G] OG&8U$F\Z M01RBN\1QMZK|M%%W<|(/E@_XJCE?P+,9[>]65EQ%*>G4*E6%AOS2HD/VX@X> M[>6>DH=*=&?_=)[& (9& O4^CTT(GRAC\U M+9&^4G$C&H,O2K7|"N:%CBR@/1/;WK()"_Y" RP?-&_9-&M VA;SS1KLGA,_ M:EO:7&40UC]I/7>8;>TVEZV=K4/V6TR7#%Y/.PVTV=YLP#=3B956)A^)?]O> M[$O:G(BZ4H?DXB'0%DN0/^^2Y98_8CD>[?]:YZ#WS56AW)R_+*/:1=\/[|] M[|8?KYW';[:ZU^.7;^^DF^N2EJHS#!V/GIX,8O(T%\%6_ 77U(9@"_ZY4!() M3B_@^Q:/,_ !Z]P &0 M 'AL+W=OK,03Z^]W[MC5[>5,J+7@E1L]LB+_6KHU5=KY^?G>ET)0]N1]5:E'BS[%3!:IRJY8E>*|$$ MLZG(ST+2GYP57)9'YR_-LX_]_&75U+DLQ4?%=%,47-V1%GEU\^HH.&H??)++ M54T/SLY?KOE27(GZ[_5'A;NSCDHF"U%]695,B<6KHXO@^>LQK3<+/DMQHP?7 MC"295]47NKG,7AWYQ)#(15H3!8Y_KL4;D>=*$"&Q]=32/NB-IX_"ZI?[.R Y9 MYER+-U7^A\SJU:NCV1'+Q((W>?VINOF;C3JK/4T7IM:84' M:"7LEZJL5YJ]+3.1;>X_ U\=^QT _']|"+.F$C0R\Z M0.*QOYO,=>U@CW\=ZS5/QZ@A.H(6Z%D?G/WP73/P7]S X M[A@.2Q>B78FZI8_+.L:/9O.(J8]6"95+!M2]E&6_]5:7D?T3&.#N.?1^6FN?D M='K%E8#S=F>M[5D>NUG)=,5NN$8\F&OQM1%EG=|Q6::(+1]4ZHH=!VSN",F2 MO1-SU2!P&&L8L9\):)NSG8A2=X6R(_> %S)89)FO(08S7 M5MO<*92C@ G+WNJ/Q>Q*.D,[H1&;)A=T?[CS:B$NGDKS3D:=R3VE+1BE;M'.@P2_CSI@H0#FN[!9M-._"]Z2STHEEL5@21YT\2W$;W6+H'0GHM3/K,[!Q# M:O"<49 D5/?]WP8T'ZON&B6R.WM)FCH(3>Q7E*5 M&SX",$$X-VO77-5,.<=!,.V=X<(H]2';67&@/!EU6E""*CH2GE]SF?-Y+LB0 M!Q@YP7"O&PZ,|=;@]*!.W)$_ZIUUQN=A'4);0]1$&7>,EL&[_@TKH',X"[X? M6!'T 9" P?S.L'!9+H)2?%)9(V%[R*M[>F#;?#\;EE:C]<&0#]5**05E(-B M3^]Z? 4^9)M>?M6=$510]+ZK862/|\1%.1F;48VY41=/BNJ1L(?>D@,*PO MJAPUMH=@;Z,.6TN!?[XUQO4=OY"TU/&9ACVF19L;_@,9I6I770AE0"8;GSHSLM7THV5J 3* QAL]& 0#^#R$KBR 1*0]M8V M5G>=$> ^3.L)>2!0'.,IG5_NV=&OI;&U0>(NL7MW!!BQG'[N:*@>.4Q.!$F^* MY/2;"<&!'WL1W"R9>6$2&]VVZ6Y;3V3S2"6RSFT.@;4*A$!DK&N9P<*, ^+1K MT=!-O>*UV9,C*)M"H>6?4I2P<54BX8DTYZIWEGV9$"L'WF;]%6IN=,L> Y8? MJ6@BR=<( ]<8:&J8IL.W3[1>CSR6A#-94I+1\BJ W!N!+#HA(4&UUSN<5V\ Mo>(3G1K3.YFJKYU^=!3["+4W2275WE&ZD=I-ON*FQUCA1"6H>BUS A.)XSQXI-MLL\|:\2VV]/MG>#*7;H<@CL;+G[FI2GB A<%G;IYCSUF ML]'$9]$HFN Z\D-VD662Y ??29T,0L%2Q*'S(6ONCD%4Z\K'MS$@1>/(N>M@>1D%$ ^ZE2DY<9Z["@E0+H0DI4Q]=C+U:?EX/$(QZU"GK+L2>3947BEJE[FT MJ.&=!?3%;'A]3S\0RY:D+CPCYL8SG(; ^IZ['^2+)/>3[A?&T6W4H|;=QSH;* M8X9&,9P"__$8-V$4=UA=XQ@'E /8V!_1/<@0?(26X+*SI"NC2$YS]<;8;W7 MYM/JK\BPVB7:XQ ,;%25X6RVOZH<#5A<<*EZ[C8Y]<9 ,G$/ Z"A)X_<,X^HR4CC68<:!R?KG[_2R.ZH??_!6R8>$"*MHEPR&L)0D/>R!%TX-Q-@RF[3/3J9CN+Q MAGHH$/E$QP)N&*47M M@/3&*'W(5)S.N^9XJ2IT&<,.R_K\":DO]%^_^VSN0I>/&-KH:U$H I\ WN8U4J*:Y-.S CC CUAQJ=5:X_=Z,$A=0N MD1XFV M#T'%6VE81=5X[I2VUQ/!_!.M12U;I'K--$7A1NJP[6L M,L>9*W3*SN%7_0STC.\WRIJKZA9W^-?N**(&F%&U#A3A#\PC# '%/ M,PPM!6]EAD(S?H,WH74;[8OKJ[::%^IH8>4JC0$/..G M;;E:Q:=2I4U!<2.53IWM(U^A [M8>RA%&02=[?. 1WAZ*'SHX]1^B+P63)9NH@$02Z=_7>4RXS;YXY_"Q"!2]=I! MKH>I:,,$\G9*!SO3HZ"SU9]AR#48@T_"FV%PP_$YCWO^T'#YLBA[S#>T*3& M]*'7HH2.40E,J>IL+ZCR[X2RC>V:H@F;Q6Q,?Q(S=^&*K &O,]#)]I6IZ0-OM&@0.;9(NL#)A5SP7E@R4\4484Z4^/]#,.F:C"7LO2AR7VX8W*!!9T:,)D&[:L#D+,*L2]C=\,]MV*E8R=;H:9-W8[OM#$;/<@G'S:A:(PNI#X9O MDP)I@U@L: W.,I=8[0>;I=.D&=XKZ$411^'V=5I0)X&*I6$$?ZRU33@/\UG;]56YJ*1.LE//KK@ 5]:!AM=IM.RWKPZXWMC+: M#PCM9';+M;T6EH'Z[.RYU9]|L14[C ,^I-G-:]?KP(EXV|SOL!/ZWBS _[.PMY6P<>7X,HY^&|8DFC>1W9BI(P=|~7&P.|)PIT5I.7,@F@?C"*6]YZA3Y?C"*8$|#U8&]'_;N@6U&>D9%9S=>QSY([A_EX'V?:UF,US^72LI-TCO'4W^@=;\S8M>M|8ZT$SHJAR]5#T^<;/^28<\3!A;3Q8]QWN,?39' SZ,;M5Y]..C*E:F_@ M-HK;&Z\]^/],>+:4EP>C\O;7I:V@1FE%:?OM#-7ZM43CE6]$U@=#.(G2M%W/ MALV95W#!M+'A1MGB(8,ZWY]_F*DC]J>S@VR&.(M)#/<]R7_@:!D?*Y!"6S. MH4DCS1L6--FNV >48PP);V/-^<#WP'+"MJD;NB [N=VY_\%4$L#!!0 ($F];5E?3$@[<@, M "P(9 >&PO=V]R:W-H965TM1T4AG;"4J;6V>NMRAD M,.K;K.CSTZP32B?K99#=V/72#+Y5&F\LN*'KA-U=86NVJV26[5O5=UX%E3KM922]O$7_OK^QM,LF%*DZU$X9#1:K57(YN[A:L'Y0^$OAUAVL@2/9&'/'F[=R ME>1,"%L1/2,(^MSC-;8M Q&-3R-F,KEDP\/U'OV/$#O%LA$.KTW|MY*^627G M"4BLQ-#ZMV;]X[QO&"\TK0N_,(VZL[G"92#\Z8;C8E!IW3\BH?Q'@X,SO.O M&!2C01%X1T>!Y2OAQ7IIS18L:Q,:+T*HP9K(*@4>SI7Q5' 6^Q3F.? IO'O#FWPP/7BE7ML8-%N&?RXWSE@KBPU,A1\3%TXC<)!>N%R6N M$NH"A_8>D_7S9|/3 ,41OHN|{^(8^C?3<=QZ5]1PB=#O&#1KT_5"[YX ,R]F M9R\=]-;OHUTH%R5.0DHMI#*'8-3N@:A 9U7U!,D M$EH/H@6L*@P=QEA@Z>@$A/Q%4PZ#"SI_BTA@?+8.1!6!2REP3?"PZ=!6'*3 M/LGY_^"1+(JR&9E"R(8.C"C%GE!(0+T)I@]3CWPC<@P8A>5XR/L],3&#"\@?M!V(E57@P7.0E^K[=@8"--4*2;UWC D7+NU_Y\9;!!-4*4VMU6>4)]$7UY"P5%0ST/>3 M6V+5SM3R1G:E$ ^>*Z;ZNN?IV!I7Z/!^EOK.UHRYIK>"FKSZ(PY>DDG; " M-KRKS >Y_1UZ>V*2E|M*VU^V=;3Q8L+R3AM9]\R(H!:-_*OO1_V&%+_ #H:P M9P@M;]?(HGS%#5 ^>*+EEBJA1&@VL]98;P8F&@G)A%.X*Y#/+|QCWMTTN:V M M*'91<@5L98P2Z]P=07,2/92UC5Z\,+(_*J450%*G\P,:B<9L[$?=.8TA7=H MRM@[V9A2L]=- <5-_AFB'J&' _2S|*# "VBG+/(]%KA_(":'1%9.5%=\A[MS54CFDO-SD=' _+U::Z,P<_]YD;U.W/S'XJB:CG7+5Q^!K#JW!*C,E-A7=8G<@?(YURE;Z/EB^DTH\75,(]5P"!8,AFRPIKRJ9 M,>1%@C7F1^$P3|E'%(QK+>*QOL*8T$[>M.ZVRKGB\'1S=HA$T>F^KCU&; KC11A@V 0/U&L52)WB/V]M8Z>(:+O8&$ST3 M#3;6]D+X>DR/'F.MNX8R;UN*O&2TA!ZE P4E(YLI9:?14J0@>_ >,#Y3-[+97,-F$TTQE:S 86;?1"?/DG#('S!GH5'NS$]VD-SCTXA M?51O D]N 0_9JBA^,NYP' W?AR(?LO"PTT/V"AJ)!ZP+UF=[FD/QG"-"O)RX MN&K6:1=YE_-4,LXQCT[Q+/;2*&%AG'E)XK/4J+49V&2>"L?P|#-AMJ6%AF MUBR\T# ->;>$0>|>/|K+|'+ZSM,7K@VT%$N]1YN$V3A+/3^>LP] C<^6A1/< M-<+L6#(O38-Q%@2>GRW8)X2EB4/MF.][1;>1W?[>/US_NR<- 4O1"C\: Y;&MWL(/I/S06*/V=E08*$_31-*2G\ZC^U",,U"F[73(&*O=NF\3OG>HO03VYM= MZR3#6VGHM,*#Z-LN=_"6K@VV+B+8Y9$[LK 3XN&,FC9*UO8$N=7H!U<^RHUK MR#E&A^0*-:0U|?M&FA'?+^SX8^L^>G#1W"P6-W. -PLFR+#=)"Q*Y\-P']9W ME4J88I%G">"EEYIGE2>[M8+0Z8J,]<=^HD6L1.L 1\^'Z7!4SN>>XLD8HD7)MDP2;W4CW]^ M@KB(\[5$KT ?LGI^]6_ :7+4P5^YQLHI47A>"K@F?NUNAQ(UXK4-?N5E82]U[@JF%)0I"[PHR&Z,74#N MV/W1HV"V1[##B\2E?;Y]] ?>+MP;:UP=7\@K]S#U8@>GAJEW2*IO6_/QF.7U]@(-S(M M:AHIC6V$IZ:MQJZU*(H0U*AQ-IF\'S="ZF0Y#WTW=CDWG5=2XXT%US6-L)M+ M5&:]2-)DVW$KJ]ISQW@Y;T6%=^A_:V\LM<8#2B$;U$X:#1;+17*1GEW.>'Z8M\+O$M=O(!E:R.N:>&Y^+13)A0[P]XP@Z,\1KU I!B(:#SUF,BS)@?O?6_2/ M03MI60F'5T;|(0M?+Y+3! HL1:?\K5E_PE[/.\;+C7+A%|9QI0#FUYYWSINF# MB4$C=?P73WT>]@).)Z\$9'U %GC'A0++:^'%HA,<";H3U& A]A78BY,O-QY[P>=8X[[$N(U:V"M8O\,5H7SOX MH LLGI>/B== +MN2N\P. MYA.X+IY!BR238[@#<=Q$X#WO2[Q<*?%ROG+;7^ M>DEWA)V]#,MU<^9:D>,BH<)P:!\Q6:Y]D[Z?G!\@/1M(SPZA?^<,'<9*9R,X MD(2O-<*5:5]A-R =M&&&-R JBTB5Z!V=3E^# &=*OQ86X1%U8>PQK&OC$-@D MT(^8=YQM8$I2YE3Z&):+!9T\6>OOF-$M/SAVLC+ %#Q;24LD:ZQ@5 M+:XV^ ,AM9+L0RKZ$AL7AB0JZ!S9R,I*21CS30@?111\]I]>@*3^-Z3@Y'"0T2(WMCU8*U8\1&Z]ZB0G)]3AL00211>/ M%9Z7QR>Z@QSM(?4R%9);<$?!7\XH6803[3S]Q6-*&]R'TX079!P03JXQ[Y,7*4PI6=.#%,AFPM8/!#C#ABA8NC.LI:5 ,(>|X$%FM*Z&$SNF$\/T14?0W1ZSHD"T@G*A89R.XHP.%#QTO$X;PWQ4_E#5MM:QT$,QD M/N+*=G3[0W:R3?= ^)6Y+F18C(LKHBB0) HF>%1QI!)\U7'0578Y["%M|(%)$MFZN"C8O=XI%*R2TT5L;+ ,-WIL<"%)D=G0#R#9B.=]?6U40H^L91FN]2VL: MMD >KHTJD'U%4)%[4V'8@U"#DA-*R5!Q3>(EO40RM>"%22#M/GDKNP5C:$<@G M/]WFC|E#;E37X?=DH^PX_&K,,Z9-\ZVB@)IQWWUBC%^[WY 1OF*Z-D@H;\ MQR.D*839V3G<,9DHQ?4(\,&A8P*X1UX$9|_N^GQ$4FE7$FZR126%#H9G;Q+P,:'66QXTX;'T.IXM>E]%SYK>LFAY HV7AB3V#5Y@>]TO_P%02P,$% @ 28%M62'V/1IL! M/@H !D !X;"]W;W)K&ULC5;,.VT?.GV R)6(,0@P &A9_?]>!2E92A4[+Q(|[.7L MGMT%)BOG[T//'.FQ-#9,.T6,U46O%[*"2Q6ZKF*+DX7SI8I8^F4O5)Y5GI1* MTQOV^Z>]4FG;F4W2WHV?35P=C;9\XRG49:G\^HJ-6TT[@YFXU8OBR@;O=FD M4DN^X_A'=>.QZFVMY+ID&[2SY'DQ[5P.+J[&(I\$_M2|"CO?))',G;N7Q>_Y MM-,70&PXBV)!X>^!K]D8,0087UJ;G:U+4=S]WEA_GV)'+',5^-J9OW0>BVGG MO$,Y+U1MXJU; <9M/"=B+W,FI%|:-;)C"&=UB*YLE8&@U+;Y5X]M'G84SOO? M4!BV"L,$NW&44+Y34OQJ<|M\^ W^\A3]^SOK+]#RK?ACJ/*19.UZZLE%V3MDA4RIK?SV=]K8":C84<5>@UBHYT#*D;M,30RAG9D*8]T4E;>/3!AJG@ERLH0+Q8ZTVPSX4(HFG.,[$D9O;2[.%Z_,A\. MSMX&PA|25O^[,;"!Q V0K/:>;::1Y'9"|$,@RYP$1N4I$$<=29U1Y[7SB_S@Y MO>5|E)CJT(#V4JA1A>+@$MUCC,Z&I]N.6D3|K5Y M+PD/0 B;Z-4'[>I|@]HA]$;#P5EO!!HD]7.EHPYH<;LI.*B1SUK9W9&]?!LU. MU30|L' &-W@B1=#>>Y@)>0;'!&MYPE@B/AKR@[YV Z+-I#O;)$+^BA2NS?4 2GZ$5!:T)TR[>Q"3NXY%<>(?@757HH. ^RI'\G4:/Y@K-*;/ M+N+HB-"NARZ*WLZ=7C*:5EXN 5E"^3;7^W9W^SBZ;-X$3^+-RPK=LM2(Q_ " MJOWNV4F'?/-::188C.F%,'<1[XWT6>"!QUX$<+YP+FX6XF#[9)S]!U!+ P04 M " !)@6U9WS^>-&T?ACU0TMDB(I$] M25G) OK=4;+BK(Z1O=@D[^[C=[]X6K3:W-D"T<%]52[|# KGZHLHLEF!E;"A MKE&19*M-)1QMS2ZRM4&1>Z,JC)(XGD65D'I8+ M*RQUNPS&P>'6O5NX*QP?1:E&+'6[0?:UO#.VB267%2HKM0*#VV6P'E|<35G? M*WR3V-JC-; GJ=9WO/F<+X.8"6&)F6,$07][O,:R9"'B\:/'#(8KV?!X?4#_ MY'TG7U)A\5J7WV7NBF4P#R#'K6A*=ZO;WI'WYQWC9;JT_A?:3C?Y$$#66*>K MWI@85%)U_ ^*^C\.1P3Q^QB#I#1+/N[O(L_Q-.+%:&-V"86U"XX5WU5L3.:DX M*1MG2"K)SJTV36KQ1X/*P<<]_=I%Y B6A5'60UQU$,DS$!_@BU:NL/!1Y9@_MM8^(SL I.7"Z2LX"+K .81*/(#Z1F\R>#CQ.--7NHC_+5.K3-4$?^2PQ6;UZ-9_'E&:[3@>OT'/K+|G$>8CP+X6>7/ROX M0^^Q2M'XN(| %0B9K]B|K? =0IM*.H<(>NNEUR05ZN'-JWDR?GI|(=7"Y"S, MI:&NTL9"I7.YE9A[?8>FLBP7"FXW7T&TK&_0QTDYJ79>S7"G@-.0(DAK&[)N:MZ/1_26C.(X!EL(LGF.!Q.EOM0ML$"W[*5N;/D .R.48U+ZM'TAM<0MXCUG#;P)=LY49FI"#E&FE^A>CE:XX:2^5=%*44#=I*3,V1\/.2054NVX(M\F1$9?S$H89:Q'C,Q_CLT1+7$/ZDTRZ<69^/0]A=']U]\E]8'D)[..WJK,U%+M)TKY3Z>ZTZ*T[&ZF#=U3:Y6SAVI!WO0H%9L>2K=$5O)Y.PDD'-5'R_!C@ M]7P6S[:/9R&L.5Q4.5Q.?4)^OI54"BAL8SB9]I#IO2Z,"M^V_FTDB=BCH:<> MLE)[G0[A%PYL$E]^^[Z^|Y<.3C)UW2>#JH/LE"3V3(UXBJ, >3@%I!>1D3!^'+=>BQ M<3(ZZK/.!HQ5^^ASZ5;H1M0GED9)7T<^>MBEO&LHD>>2"9'Q>/Z_N^1$X86GMG[OH:)14:'9^8#)6HUPW58;382:ONU'T]-X-]"_ "4*E9*'%+IG'X_EW0M?YA MXW3M!U.J'8TYORSHNP(-*Y!J[4[;/B"X4ME2]02P,$% @ 28%M60@V M@!3= @ /0L !D !X;"]W:W)K&ULK99M:!HP M$,>_BI554RNMS2./@TBE/$YB0D7=7KOA@*B)G=D&VF_VPD94!=%'6\2VIG? M_^Z<2WR='64O? T@&N:$=ZUUD)D;=OFT1I2S.!H!D0^65*68B&G;&7SC %> M:"A-;,|QZG:*8V*%';TV8V&';D02$Y@QQ#=IBME;#Q*ZZUJNM5]XC%=KH1;L ML)/A%[<]"92]-O@5PXX?C)'*Y)G2%S69M++J6HP*"|"*A%+"\;>$!DD0)R3# ^%)I6Z5*!A^.]^E#G+G-YQAP>:/([7HAU MUVI:: %+OG{IV-H"R:>QY$0XPV!HR]$,F/YN M2 2H' ,HH7S# -VBIWD?75 _=H"L4$S2-DT16*. 8OKI6 G94N.GE;KP/W/AH M2HE8/N^>=U9P#MD=|UOR'\P!#/PXG|QX:< MO?OG\2EF$G< Q ?5@ _<-^+!Z|"9|5#UX$S[^OYV??#KWHT+PRP_ UWK^9SX M4Z'GMEN1[F[I[:-(WR/C.L;"=IZQAPW IK@&Q! MDFX?AGV@)=KB2HD:2=DQL!^_(Z5(=\L261|_">XY%\3IILA/RF$DHUM/*0\4Y>]1.O\@^>I**$140.1TPQ;ED*F1..M7'DJEY3$UBCE7NC|9UY*6-;; M3NRS&SF=B$)SEM$;":I(4R*W5Y2+S64OZ#T^N&6K1)L'WG22DQ6|H_IK?B/Q MSJM18I;23#&1@:3+R]XL^# /K8'M\3NC&|6Z!D-E(<0W<_,EONSYQB/*::0- M!,& -9U3S@T2^O%/!=]KQS2&[>M'])\L>22S((K.!?^#Q3JY[%WT(*9+4G!]M*$8_TXV0.!%@BO["YNJK]^#]%!:I)4Q>I"RK/PG#U4@6@;A>(]!6!F$5PSV MCC"L#(:6;.F9I?6):#*=2+$!:7HCFKEPL;6R(9E9AKOM,16AG9Z^@4G)*82 M[B6)6;;"F90D6U&<**TFGL813#\O]M"N2K1P#]H0KD6F$P6?LYC&'29SM_U[MA[V'S&IZX2.J]])>$?S 0S]/H1^. *5$$F|;,W_+]J.<\,Z]D,+.]P#VQ7S M/BRV\"6+V9K%!>%=4U""CK!S;+_H'(2TKFM%Y9KVIF_?!&?^QR[B1P+; MX3^]^8]TXP"S6.2Z,X6NW*!+PA7M8NHT.Y#IN&8Z M=CJUC^4]E;BFR1ZB;LR|1)UF!Q(]XF>'3RE;K)NW+UDWG8'DCVOR9[G9IQ MDL$M2179PI_7-%U0^5<7-2?*2Q?LD8\Z.";_(X'M\']?\W_O MG//K3%[)"+>IK$ LNX[-K@@X85\:;>/&>!II6TRPJ@\?K0RM0^B$+"/&%T M";,H$D6F#8'?EDL64=D'4FZ\0$!7W$AK#:-,4W,T@O:@B&9JN06=4"!H;D05 M2C(CHE#F48@$9H71:C92K5WA)#H=P+4<5!Z]?7,1!N>N1286%0!*E8[MDB*(HQ,IBE4"OY"L0/'Y>#:?F8%.V"D4N7%PY/=]?UR=UZ;),(]$FJ)\1&$5 M?0.2Q=B ;1 .SUT&JEC\C0+4=,8N6K+(Q*IL*S*F%3I,UTP4BF^!;(BL8M6P M1=^)1@6WA34"6 \6%,$X13%[^R8L!1P0^:;2&=;B.YX#N#=!CS2N,,@*.]GH MKL-Q. ^]&RE;!|:2+!6XC=Q7$2G)ID//ET>A)B M:F9&GYLH?Z'($@.%ZU8/-M9X#?BWW=&M]I?>>';0] MFL#IW3W3O)N5VVI?GMA)T0EU^,6PH1@>]^'<=JOD91"V+3GWE-CN4:%,A!GL=W M]L!ZK!?@7_C1,L(]_DM5Y+'0=]/5E$[!^6N4$L%1:ECK>TW&H*FF F>Q,IVM M5I*BYL$#?4T8-]ADW.),K8HYK7L>CKR4=A.O/4.F>>Z[7K9U#R!NZ!X65[? M50+Y'D5-(]+*MJ6I-TT GE6">1#%L-12ZICH>V^HVQD6.B_QF((CZ2SJE>@MKZ';PD:UA6[U|8.+H4+9S7(LVIXLAF>[E5YZK1?Q*94K^SU!@56 Y3OT^FG] MS6)FW]1[3??R@\]EV0@MK> M=,#V11#Z(,8,4')F?X'4$1#!0 ($F];5G- C<+90H .$= 9M>&PO=V]R:W-H965T\[-;=WENVU!IHVZ=\&U=2W=_K2[]NA@<#_*##WJ"^"/1@ M'G>R+FZ4^%3<^OP;=1)*76MC-?6"*=%FK]X]?7SVD]+_A=]Y7O?1;DR=3: M+_3E?7DQ&)-!JE)%(D2_Y;J1E45"8(9?R29@TXE;>Q_SM)_8M_ARU1Z=6.K M?^HR+"X&+P>B5#/95N?VBDC]G)*^PE>>_8A77GKX;B*+UP=9LRRHM8G_MY=<4A|ZG&^_=&R9IPX3MCHK8RK[!5XIYHC<3(>BLEX:T\[M:T_W2;^\EEYI86?BEF2;(G6VXS\"V+$QX5"AA2V;J2YIX"T1K:E#HA4<7Q M4DN^X_A'=>.QZFVMY+ID&[2SY'DQ[5P.+J[&(I\$_M2|"CO?))',G;N7Q>_Y MM-,70&PXBV)!X>^!K]D8,0087UJ;G:U+4=S]WEA_GV)'+',5^-J9OW0>BVGG MO$,Y+U1MXJU; <9M/"=B+W,FI%|:-;)C"&=UB*YLE8&@U+;Y5X]M'G84SOO? M4!BV"L,$NW&44+Y34OQJ<|M\^ W^\A3]^SOK+]#RK?ACJ/*19.UZZLE%V3MDA4RIK?SV=]K8":C84<5>@UBHYT#*D;M,30RAG9D*8]T4E;>/3!AJG@ERLH0+Q8ZTVPSX4(HFG.,[$D9O;2[.%Z_,A\. MSMX&PA|25O^[,;"!Q V0K/:>;::1Y'9"|$,@RYP$1N4I$$<=29U1Y[7SB_S@Y MO>5|E)CJT(#V4JA1A>+@$MUCC,Z&I]N.6D3|K5Y M+PD/0 B;Z-4'[>I|@]HA]$;#P5EO!!HD]7.EHPYH<;LI.*B1SUK9W9&]?!LU. MU30|L' &-W@B1=#>>Y@)>0;'!&MYPE@B/AKR@[YV Z+-I#O;)$+^BA2NS?4 2GZ$5!:T)TR[>Q"3NXY%<>(?@757HH. ^RI'\G4:/Y@K-*;/ M+N+HB-"NARZ*WLZ=7C*:5EXN 5E"^3;7^W9W^SBZ;-X$3^+-RPK=LM2(Q_ " MJOWNV4F'?/-::188C.F%,'<1[XWT6>"!QUX$<+YP+FX6XF#[9)S]!U!+ P04 M " !)@6U9WS^>-&T?ACU0TMDB(I$] M25G) OK=4;+BK(Z1O=@D[^[C=[]X6K3:W-D"T<%]52[|# KGZHLHLEF!E;"A MKE&19*M-)1QMS2ZRM4&1>Z,JC)(XGD65D'I8+ M*RQUNPS&P>'6O5NX*QP?1:E&+'6[0?:UO#.VB267%2HKM0*#VV6P'E|<35G? M*WR3V-JC-; GJ=9WO/F<+X.8"6&)F6,$07][O,:R9"'B\:/'#(8KV?!X?4#_ MY'TG7U)A\5J7WV7NBF4P#R#'K6A*=ZO;WI'WYQWC9;JT_A?:3C?Y$$#66*>K MWI@85%)U_ ^*^C\.1P3Q^QB#I#1+/N[O(L_Q-.+%:&-V"86U"XX5WU5L3.:DX M*1MG2"K)SJTV36KQ1X/*P<<]_=I%Y B6A5'60UQU$,DS$!_@BU:NL/!1Y9@_MM8^(SL I.7"Z2LX"+K .81*/(#Z1F\R>#CQ.--7NHC_+5.K3-4$?^2PQ6;UZ-9_'E&:[3@>OT'/K+|G$>8CP+X6>7/ROX M0^^Q2M'XN(| %0B9K]B|K? =0IM*.H<(>NNEUR05ZN'-JWDR?GI|(=7"Y"S, MI:&NTL9"I7.YE9A[?8>FLBP7"FXW7T&TK&_0QTDYJ79>S7"G@-.0(DAK&[)N:MZ/1_26C.(X!EL(LGF.!Q.EOM0ML$"W[*5N;/D .R.48U+ZM'TAM<0MXCUG#;P)=LY49FI"#E&FE^A>CE:XX:2^5=%*44#=I*3,V1\/.2054NVX(M\F1$9?S$H89:Q'C,Q_CLT1+7$/ZDTRZ<69^/0]A=']U]\E]8'D)[..WJK,U%+M)TKY3Z>ZTZ*T[&ZF#=U3:Y6SAVI!WO0H%9L>2K=$5O)Y.PDD'-5'R_!C@ M]7P6S[:/9R&L.5Q4.5Q.?4)^OI54"BAL8SB9]I#IO2Z,"M^V_FTDB=BCH:<> MLE)[G0[A%PYL$E]^^[Z^|Y<.3C)UW2>#JH/LE"3V3(UXBJ, >3@%I!>1D3!^'+=>BQ M<3(ZZK/.!HQ5^^ASZ5;H1M0GED9)7T<^>MBEO&LHD>>2"9'Q>/Z_N^1$X86GMG[OH:)14:'9^8#)6HUPW58;382:ONU'T]-X-]"_ "4*E9*'%+IG'X_EW0M?YA MXW3M!U.J'8TYORSHNP(-*Y!J[4[;/B"X4ME2]02P,$% @ 28%M60@V M@!3= @ /0L !D !X;"]W:W)K&ULK99M:!HP M$,>_BI554RNMS2./@TBE/$YB0D7=7KOA@*B)G=D&VF_VPD94!=%'6\2VIG? M_^Z<2WR='64O? T@&N:$=ZUUD)D;=OFT1I2S.!H!D0^65*68B&G;&7SC %> M:"A-;,|QZG:*8V*%';TV8V&';D02$Y@QQ#=IBME;#Q*ZZUJNM5]XC%=KH1;L ML)/A%[<]"92]-O@5PXX?C)'*Y)G2%S69M++J6HP*"|"*A%+"\;>$!DD0)R3# ^%)I6Z5*!A^.]^E#G+G-YQAP>:/([7HAU MUVI:: %+OG{IV-H"R:>QY$0XPV!HR]$,F/YN M2 2H' ,HH7S# -VBIWD?75 _=H"L4$S2-DT16*. 8OKI6 G94N.GE;KP/W/AH M2HE8/N^>=U9P#MD=|UOR'\P!#/PXG|QX:< MO?OG\2EF$G< Q ?5@ _<-^+!Z|"9|5#UX$S[^OYV??#KWHT+PRP_ UWK^9SX M4Z'GMEN1[F[I[:-(WR/C.L;"=IZQAPW IK@&Q! MDFX?AGV@)=KB2HD:2=DQL!^_(Z5(=\L261|_">XY%\3IILA/RF$DHUM/*0\4Y>]1.O\@^>I**$140.1TPQ;ED*F1..M7'DJEY3$UBCE7NC|9UY*6-;; M3NRS&SF=B$)SEM$;":I(4R*W5Y2+S64OZ#T^N&6K1)L'WG22DQ6|H_IK?B/Q MSJM18I;23#&1@:3+R]XL^# /K8'M\3NC&|6Z!D-E(<0W<_,EONSYQB/*::0- M!,& -9U3S@T2^O%/!=]KQS2&[>M'])\L>22S((K.!?^#Q3JY[%WT(*9+4G!]M*$8_TXV0.!%@BO["YNJK]^#]%!:I)4Q>I"RK/PG#U4@6@;A>(]!6!F$5PSV MCC"L#(:6;.F9I?6):#*=2+$!:7HCFKEPL;6R(9E9AKOM,16AG9Z^@4G)*82 M[B6)6;;"F90D6U&<**TFGL813#\O]M"N2K1P#]H0KD6F$P6?LYC&'29SM_U[MA[V'S&IZX2.J]])>$?S 0S]/H1^. *5$$F|;,W_+]J.<\,Z]D,+.]P#VQ7S M/BRV\"6+V9K%!>%=4U""CK!S;+_H'(2TKFM%Y9KVIF_?!&?^QR[B1P+; MX3^]^8]TXP"S6.2Z,X6NW*!+PA7M8NHT.Y#IN&8Z M=CJUC^4]E;BFR1ZB;LR|1)UF!Q(]XF>'3RE;K)NW+UDWG8'DCVOR9[G9IQ MDL$M2179PI_7-%U0^5<7-2?*2Q?LD8\Z.";_(X'M\']?\W_O MG//K3%[)"+>IK$ LNX[-K@@X85\:;>/&>!II6TRPJ@\?K0RM0^B$+"/&%T M";,H$D6F#8'?EDL64=D'4FZ\0$!7W$AK#:-,4W,T@O:@B&9JN06=4"!H;D05 M2C(CHE#F48@$9H71:C92K5WA)#H=P+4<5!Z]?7,1!N>N1286%0!*E8[MDB*(HQ,IBE4"OY"L0/'Y>#:?F8%.V"D4N7%PY/=]?UR=UZ;),(]$FJ)\1&$5 M?0.2Q=B ;1 .SUT&JEC\C0+4=,8N6K+(Q*IL*S*F%3I,UTP4BF^!;(BL8M6P M1=^)1@6WA34"6 \6%,$X13%[^R8L!1P0^:;2&=;B.YX#N#=!CS2N,,@*.]GH MKL-Q. ^]&RE;!|:2+!6XC=Q7$2G)ID//ET>A)B M:F9&GYLH?Z'($@.%ZU8/-M9X#?BWW=&M]I?>>';0] MFL#IW3W3O)N5VVI?GMA)T0EU^,6PH1@>]^'<=JOD91"V+3GWE-CN4:%,A!GL=W M]L!ZK!?@7_C1,L(]_DM5Y+'0=]/5E$[!^6N4$L%1:ECK>TW&H*FF F>Q,IVM M5I*BYL$#?4T8-]ADW.),K8HYK7L>CKR4=A.O/4.F>>Z[7K9U#R!NZ!X65[? M50+Y'D5-(]+*MJ6I-TT GE6">1#%L-12ZICH>V^HVQD6.B_QF((CZ2SJE>@MKZ';PD:UA6[U|8.+H4+9S7(LVIXLAF>[E5YZK1?Q*94K^SU!@56 Y3OT^FG] MS6)FW]1[3??R@\]EV0@MK> M=,#V11#Z(,8,4')F?X'4$1#!0 ($F];5G- C<+90H .$= 9M>&PO=V]R:W-H965T\[-;=WENVU!IHVZ=\&U=2W=_K2[]NA@<#_*##WJ"^"/1@ M'G>R+FZ4^%3<^OP;=1)*76MC-?6"*=%FK]X]?7SVD]+_A=]Y7O?1;DR=3: M+_3E?7DQ&)-!JE)%(D2_Y;J1E45"8(9?R29@TXE;>Q_SM)_8M_ARU1Z=6.K M?^HR+"X&+P>B5#/95N?VBDC]G)*^PE>>_8A77GKX;B*+UP=9LRRHM8G_MY=<4A|ZG&^_=&R9IPX3MCHK8RK[!5XIYHC<3(>BLEX:T\[M:T_W2;^\EEYI86?BEF2;(G6VXS\"V+$QX5"AA2V;J2YIX"T1K:E#HA4<7Q M4DN^X_A'=>.QZFVMY+ID&[2SY'DQ[5P.+J[&(I\$_M2|"CO?))',G;N7Q>_Y MM-,70&PXBV)!X>^!K]D8,0087UJ;G:U+4=S]WEA_GV)'+',5^-J9OW0>BVGG MO$,Y+U1MXJU; <9M/"=B+W,FI%|:-;)C"&=UB*YLE8&@U+;Y5X]M'G84SOO? M4!BV"L,$NW&44+Y34OQJ<|M\^ W^\A3]^SOK+]#RK?ACJ/*19.UZZLE%V3MDA4RIK?SV=]K8":C84<5>@UBHYT#*D;M,30RAG9D*8]T4E;>/3!AJG@ERLH0+Q8ZTVPSX4(HFG.,[$D9O;2[.%Z_,A\. MSMX&PA|25O^[,;"!Q V0K/:>;::1

*1O!9N%!91RE>-^$M1 /HA;19,$K^PQ;^<%VN"}>MJ&+P#J:"2E >4)>:4>N_?D-^##S;)SYVA*JG-,BZ:U!_V M:E43-7PM:E:M-E[=*Y)+6LDE5]6PH#="MJ% fPSLQT^*]G1M#RJNGSI6*;8" MGUP67U+<=1LS!_X/(O'I\))Y!&+\[-> ;O:BN3';WO:] M.6NNV=/TYK'RA:DU%OI*S&EIT!U0UJCF = TC*S=I;N2AKQRU8+>3*CL:!K/ MI33'AC70OL*F? I%02P,$% @-28%M6>(,KZ!P P 6@D !D !X,"!W M;W)K&ULM591;!LX#/XKA'<8-B"+,;3EITRX)T+0W M{ 5*)!N!W"%!FF8Z&RY4ERLMRO'V4[J3,D&0I#7BS*(C!HI$A1TXW2SR9' MM/"M0~93;FUU;7OFR3'@INAJK"DE4SI@EN:ZI5O*HT\,8P*$Z,,@N/ ++DIO M/FW^/>CY5-FOSA(?->BZ*+C>+/ nE"]S?J0=,/ MWZ.DHL=7"QFSFW837BY'3;Q2^"- R8G@S.DUBI9S?Y*YUY@2.$$A/K$#@-.M:[Q%*1T0T?C:87K[+9UA7]ZA?VA\)U]B;O!6R,]%:O.9-_$@Q8S7TCZJS4?L M_!D[O$1)TWQAT^I>CCU(;F-5T1D3@T*4[3OU+>WB=/VD0URTB.P$XA7\[F%!V'=)5S;2]> MX,RCTC"HU^C-7[*+X+W9PB/]H1'Y]#G2ZK$M)8(^H,7\@,X,0;I]'B9PB?! M8R&%%>1(=XXI4-(_8E)K+- E0+P%B6N4 RH,FXN28+!O ME0O47"?]VHKBX2)TAPD6.6{(PDSE(OCD["'L1M:-$3PIRR6\(A-(5 FXY8]3C_3#9G596K@#P@'0*MTI32W>-]:G1M2G8Y&<(]_U1=;XY?PL\O)#Z%G MDZ!+]HU;)<'W=?Q&_)@'$0GLL"M_%]4PV!\0)_(;=17_4BF/SN\V=!7_R? M)WK,>!?(D(T/@GC!)G#L_O1{ ;Y O6JZNH%$U:5M6]_^[_IA<-/VRQ?U]M5Q MS_5*E(;NF(O,@Z'KT[KMY.W$]JKIGK&RU(L,,;?'#V]G0.N94G8W<1OLGU/S M[U!+ P04 " !)@6U9WA;4@_<# #8"P &0 'AL+W=ON2EQBPO M?5]"69,M^42<^(LI,]8H:-*?+U4R& (GE D_#0)S/V,\[\9#1[M3XZ$LC. Y MWBG0198QM;E&(=:?HY-=:8IYAKKG,0>%B MY$TZE]=]>]]=^,IQK??V8"V92_EH#Y_CD1=80"@P,E8#HV6%4Q3'"*B(8/RJ= M7OVD%=S?; [5_=+:.7.F<2K%-/(AQP0IAOLCU7UC9XP!&4FCWA75Y MXMQ09S\W5_:S\L"S07]=T/?D&;+]Z-*RW6I)3RB MY3WO^[*9 M+:,C!N0&6Q_#A1\- !F88%8H;CAJ^3';,:*$]5?PXYH7RC=_@-6SZ7>LDB"E4 M'QK5"KWQFU>=|\^#JA 6]VH+>*>UC!WJ'M 63%>/"!NR,2O-LQ@0>@GQ2Z6'(M]RG"0@HJ5YXG8%Q.5$7+_T4PQ&:95(8.,412FQ8D2FH-14YM03AR0NU .Q\+ MXEBX=L^21&'"#.EG7,&*B0)!+IS*J34(.Q=7&OA>8O*<"HW,U[M M18)IS1>K(K>0 M1L2N4*56[.=Q _;"> ;1!N&(,'Q?:[)NEG8O#1,0/K-A4=.>RAK]$L!>TQ>] MK2NLF\-!<@5$EE?F##4?4R5-U8!^KZ3H!'YSO "WG]\+1"?K-^!/M2,*?YAM*]MS] M50H"+D)-_MJ(V!K;E)@H U9$U<.M*N-B.A[LP4=*K/N\SJ86Y4>+|\M#>)SSM+"^$1XB4#7!!IG;*_QM6N:!_3YO M#,T;A[++"WYNV,E2)FRGICR2+W)2#5TVMQ!9)..WMKIT> A&PO=V]R:W-H965TT4VDCF MR#3+V%8&61Y 4L1ID@QCR;B*9I.P-C>SB;Z=X KG!FPM)3-/)RCT;AIUHY>% M*[XLG5^(9Y.*+?$:W6TU-V3%+4O.)2K+M0*#Q30FD/^MX_,/SDN+)OYN S M66A]YXWO^31*0" 4F#G/P.CS@*?<-U/@//EVEAPPBKO=/$;/..BW78+(E5\V7/-[/ MX0U@E'P 2-> -.AN @657YECLXG1*S#>F[C\)*0:T"2.*U^4:V=HEQ/.S>;& MZFO<$S"5P[E]S2LZ<=>|'W0?=F_80J#=F\2.(GG_,%NGC2LZ0>L1W"IE2LM MG*D<|_?XF!2V,M,7F2?I5L)KK Z@EW0@3=+^%KY>FW8O\/7^D78'YH(I]SY[.M^'VL,[0A?FS*?6&N;^9V3^BL;U8AM.(7HE%\X#1[/.G[C#YLD5WO]7=W\;^ MK5R;I&XEVRSU701\C;#H0NB"7E%6RUHPASE=? H)EG#7/BJR9U,;QYI#0@43 MTI7>2"N1"BTH\I U7(.9]9Q&4AN+1:U@=M>(!Q;!]J.5.A>]#;L<@5/R(S= M"U!)A2\!LDZUK&]'YE4F!&'NH=^&,%Y;11WM<&@K>"!?EYA -TNC. "Z2V7 M6N3 967T W\)A71_!&D*%/N45=PQP9]))%<41CG&Q7UL$]PNW8D2;[A-7;T]MAW"CR1>]C8=*8LAI,*"8UH[__PAA=Y!0SL/>WE;ZIC8[00J-1RELNFCQFOXA MT2Q#) [14I%]YIEVI]VVS/6YZS*M]TZDOF5ER94%@0=#DX' 0@6FZ7V.X786. ML]", ^E>8EO3#0.,=:+_0VKT8/D#[^YK]!5!+ P04 " !)@6U9XO1.H-L# M 5"0 &0 'AL+W=OG@ M!86X58A]W+LVRUT&H\VDF3-3?QI7M>^MX_,/SDN+)OYN S!+5Y1;?DO)SV[>]M4MN-"M)_9O).6R2W?(2U;6C-*?QI?7%RQVC+|!:A)8!.+?D/>@ZS.X4M(6 M!M[(#+/G^B%%VH4;/X5[%A\U>(M5'Y+!*<2#>'C$7M*EGWA[R?]*'RZX284R MM4;X;!TQ5E.3_7T(AL;+|+ 71ZRYJ5B*RX"88U#?8[#/Z]9=H//CM2 [#+H?A M,>NK6RJ5E/0*H=U^K7F&ETNU)<88KE!#4GD^R*!MUJ1Z7.F],/S^)&)FK). MTJL!7.FUJ72EQ_KW?H6_TIVDR<$_A@.*%O.P2RBS\DPZ=$PG$+23^#<4YR"-MUR@:% I>&8@GZ'(V>(B[1QT?YNY+_7#J>:>[$GZ/$+#]F':,B&Q:FIJV"[B6%CY390%E MY@P\8^SS)F@:);-_%(IOQE?4W#0901R[<0S1Q(T3\ /5$NZHD,AR2TIQ6\07 M"Q3N7974- EO_("G#,78W)K=;O?F6#=7[3?QY1%RQ?2FC92"[DT.O OF Ms= LK*K\Q;M1EGK43PMZ-Z%V O0_5\H ^+9R#[B6V^@]02P,$% @ 28%M 6227837$,P "P< !D !X,"!W;W)K&UL? 55I M;]LX$/TK [4H$B"(3CM.:AMPTBZVP!8;U#T^%(L%+8TDHA2):DX_O<[I&1% M!1P;LL1CYLV;@\/E7NE?ID:T\-P(:59!;6U[%X8FK[%AYE]U*&FG5+IAEJ:Z M"DVKD15>J1%A$D7SL&%4@CRLS2 O#-6-8,R,6BX{+_L>8C# M1&$1O:*0# J)Y[T;\BP_,,O62ZWVH)TTH;F!=]5K$SDN75*V5M,N)SV[WN2Y M[K)@OXV]:HX:'3&J6%OSC; <<$M1P,77]E.H+E_SD%?O; M^*RDK0U\E 46O^N'Q4DGI!P)WR=G.;?87D.,74$2)=@%0.0.KQTE?P'MG! M^^8CX*/!A(&2 FYVQFDKFGU,N]XC9:41WC.Y,RW)9RV">P8L(;T%AU=EFE#U39 MUJ(V\!9FM_2:QZ.XJ57;$@^GT*#,.S8A4S2R&\ABV+)C,7%9<$W-!ROJ_BULZ:((WI* ,OWBR2.'D/LYOAS,YO89'!5V4IHF\AF\4N@&D$ M_J[\?(2.?IT(8*LY=64N#L0[%UU!J]>3!D6V*]^&#?C]I7O5N#IV^DW?X%[$^VOB,],5ET0.2U*-KF]F >B^ M}?83]UK? [G;*4O/TPYN*!1.@/9+I>QQX@R,]]_Z?U!+ P04 " !)@6U9 M'XGNEIH(:[TR& &0 'AL+W=O^]P!:,YH'4DDA_/R/#-#]N)1R*]JRY@FW^J]49>3K=-6RFBBVKJ9]* MEC4PLA:RIAI>Y6:F6LEH:1;5U2ST_?FLIKR97%V8:[?RZD)TNN(-NY5$=75- MY=,U]\3CY228!]_N^&:K\IJE 0J/&'DSD9 MML2%X^=>^D_&=K!E116[$=7OO- 3;RTDV(25;TZ[2=^+0%^;L25!>(2IE?LFC MG3N?3TC1*2UJMQ@TJ'EC_]OS@^C!9G_QH+0+0B-WG8CH^5?]*97%U(\$HFS M01H^&%/-;E"-.. OB4I98PRF&=OEIJ4TS=BJID4OWX0Q8&C7ORX8^.ZR=R>D]7 M%5/O+F8:L-+IL\(O;9"PS>$Y\N17T>BM(A^.DI7/U\! P4'+L-?R.CH$(K1^&!^0%PU61T9>](8\9^'? %RNE)0#C'_MLM"+B_2*0+.>JI06[G ;M%),/;'+UXP_!W']_0,%X4# ^)/UJ">0KNXH1L28WHJX!OR92Y,YN51+@(_FI MTYUDY*-2'6T*ML^(@]OL-^)^RT!Z!73ES89H! (C\+/\74T3#,*C4TN;) 481 MM:6P')4MK++*"'O'RJZMLMPI2Y"2\"\Z*T3SP*2&:4 OKL()PDBROQ#PR$2= MG/(&]A:=HDVIW!$EDQRV7_F)8-$A5HZ21R?P9XUDS#H=$F\+ (K<+SA12U[H M8;!KN%8DBKPXR4D8>5&0.W^+%!.']-)H6%G=$F0>TD2D=3+?1H2B>K#S\X) M(<RRIBSS^H(UD)%20!,^62Y;\DPMPV2.-OXX4/=5N))!:<9K>=+++;0C\AM M:7Y,/1^4R;TT!\F[T+0B@9]XT3PC>>:,%>4@.@#(90)E\-RBM#K\Y[!P:7 AD MR4C(8\DJBL'48B\ZF64[!Y\V6 -("QX#G#GO+YYYWW']M9TD,33YU\0I" ,;VEOYNTCPKSQ: - *A:Y,.W)@L.87@ULD/=#3#,=A.5O M?.W(8K.1; ,.ZDX\PPJ'$%>0+K3KV$N7X^L2H=(\UKRI4XYUCQU!ITT$!)8'- MC#VZ'$!/2#:=^R2:1G-XCOR0+.,J2HQV@AT/K0-$@\O(D),9IX? O!7N;,*X>1-MTR#PDBQZ!R+GTV0^S"P0LU4%,T%U=.6:<0Q*ZI/3U,?I<3S-X]IKCUQOMZP] MQ\%KH DQ>A'%M*X8%']++!O[W=^@[@;#!=]0N3B#W8[,WZDW!^(<$+^;F*3# M+.M*$J:&7STE:FGM FC9/#5 VSC'.4<;/!'WY+!IL # MK)X/KY.-ZL_80(UJHT<8:G>D\5Q;A_+#^[5I!-<[@F=F0@49^2V#0G#AF2/ MA\|'5'>6ON+S"V1^,D91)<'NI^.(9([P"Z=91+ !8A:=!'B OLFR))@^'=). MY^9S$.3X_<@^^]"""Z(BR:90>PD*#!ZQ>$TS<@_=_\8M0_ +1O@EAV&&[KZ]!B MR;FE3Z8$+"2X9F/*@0<%%PZDRBE!0UL.S0Z@H?3(HA9=H_=! [_"61U!FLLG9 MRF@$[2WN3LV)DEE-R.}h$@"/JZ)081I14NK)CPI4?&2VLP$?] .XV X6DMJ M*\((O6K<>'JO\IIG#$Q@GVK85+U#GCL]>+V+X"=4\,+[KMJ_W MW;N^XT8HC:1+|L :Z%<@3:58B_H'[<&NU!;6MD)ID"8GQ)S=`&`JJQOA M04XE6A/FP$N#@ 3\ %F0@I.*V;%0#"^,HWQP68V0/+$))Z3GUD#VU5F#BWA M@,SQ1&>ZO 1*)11D'[KMV/7$1:7,)(#X-D2"A_ <3M">W+X&IN/#[$O+WNUP# M3BG$ID$PDL0FJ2=OQZ[-C>GFE_8.))E _KBAV^7R:XL>=@%8?<(:&Q.^O M#"76&GIQA@A1HN!F'79=ALB'ZK(#8$&Z1HQ.!*(I (?4 M>#EFE7(1H-]L_RHJDRXEGC"DX_508Y@>M;$VNGTW,3GL.F9K(WZ0K'6'NA?4 M!GJWC,+GF9WZ^+F!%[G#$/!89+VQVW91.0KO6_I7ZH2^EP7P7Q.VFL61YR< M^C3L=S3'U^K)'(TIH+[(AE$\)-J\!E#"49& ?>'$ZT^^1?7 ML26"7N3@^%NP2YF.>1/@?Z0BNQ;,R\T7L91K"]^[>%X!(-/$CB[!$Q@$5^+' MEO+R- 9Z.P@BSRO)8]AF)_9X.!4^T55=BAB0KR(-K;O-'W"0MD9,T'[UDNVK>3-FUG9B&LMX;LG[V52P[(B02S: 6W@-X?> MJGJ66(^F<#2EZQN;9Y@S0T#!HK/IAK54XF%?'8GGK\;Z]&_;W/&60+X%RXSV MS%W-J+>2DN%<5VB[#]X_3*$.KO%Z1T!7#7D/"MZS0^@PV=XB29 B2V&DSFV1? 9*>/@Z7*@O[#WR;K]C0>;-QR04+$U+/6G M:3(ATMVPYQ&ULM5=M;IL\$/XK\W^(YGFRXN)4YHH+[]JSEZ2!?:CT=C62:8\7D-MD*^QHD5%Q53U!4W(D6R# (C5)4CWW6C4<6*>C [,6-78G;*&U46-5X)D$U5 M,?']#$N^.1UX@W;@2W&3*STPFIVLV0TN4'U=7PGJC3HM65%A+0M>@\#5Z6#N M3<]"O=XL^+/ C>RU05NRY/Q6=SYEIP-7 (24Z4U,/K#V=LW7N2^/P!VW($='[^6U";9@W%B;_@ M,7 'SI@L4F!U!A=%V:B'#K<&'-SB:0.N ,4=875DM3JT%)2YD/S1(W M*/7.BHJ]FR)/C2 ;Q/2:+.%/&F5C2ZR8LT!SU$U4*7$M),8BKGC21+;86V MMV<>%3R&RZ9"P1074[C<>+sW./*<)<$F.[)>5YL>U/PHGN!VX"?Z D.^=I*E#9 MLE_Y[^'(/]ZU M:.,>FA=$PME&=1]X] "X#_,L^\FX_:[5?E^+O&7A8:?[<($UI)}@_7-U", MWC%"2,>2C:N$1MK(6\Y3EFT=\\,43T(G#B+PP\2)(A=BU_%B%_PHU_,\QTTF\)5@22TA=L(UK]_=<>/7OK,>(7OX??FX M_G=- :@,6DQ5NT 4L#IV]Z_7)^2JUTVV%)E+Z[C"_-"G=X3@T]XP\0UKAU[0 MUN^:'*_T"]T(#APK87>LA"\^5N:U"CK2+3K2P8?IM&QT]5T)7NE+00\P>'P6 M/77P'-ASQAI!.@ KKE"0L+*\OLN!^B>*1658+U+@EP^P0?(^]N%3CP^LEA(_M1(:*E1".G4D40.3X4=)V8B=V M0_CI\+$19TM.DKT ?S;Y;;,;,A^(GYFX*3;.9TSL5A5Y \RM.!-E]!,:=RW?VU'U+ M P04 "_!)@6U9L,T2?,D" R!@ &0 'AL+W=O^A4MJ-HY*H'L:QRTNLA+LU M-6I^6I],*>5V*K7<6NMBB* *I4G",;)>5P}J:-L%&PW-AN9AI34>&/!-54E[,4 ME5F/HUZT-WUB^Q1U+(2O43AH-%I? C:-(;3@?>/SC\ MD+AV.V?PF2R.N?.7+\4X2KP@5)B39Q#\N<0 M.^>R$ ZOC/HI"RK'T44$!2Y%HVAFU!]QD\^9Y\N-D.A&UJS!>F]F\X>0:D"S.*G|/V5. MEE\EXRB;H2/;Y-18J5=P?"L6"MW)*";F]AYQON&9MCSI"SR7<&TTE0X^Z *+ MY_B8-77"T]VP:7J0<([U*?23-Y FZ> 7[]+M!_X^O^5J- %S%)P@(FOC$D M273P:[)@+^Z4W_LJT 88[_@IV? H.!'C..+>&<GCO_O^]=)' MV+,Y3V/1* 2SA)=3N3*.W#H!\GW2[\%$99&\=3Z*.0;8S.Z\B^7BOC9/A,2 M^^!LR\U*LTL!BT?PD4 25MS65$H=8+GA'M&,/? CDC))%$,^(/SSO3,))\MJQ MP@^N8Q4VX+0G]HV0|IFP$W"D 7:KE.&\-5[!3;C'B\X9BF55,KSG\"WIUB^ MFJZI;V,)CB#UM449A\S(%'C/6ZSV&N$2YH)')=BY)G=- (O@9]^(2:R52PBX(G M5OJ.\JL'!G!KB)^.H'N*; T5%A=L U2MK!BOL%1#7KABPP'GAE25;N!YL5MA0IWYU,S=|?F4;65) M*-QQ)+95A?E_- U"R_D77E@!)L>?,QGC]=W!"5D4DM@!;>#!92E5E+[M^-Z.(U-33Q^/JA_,,XK9QZP-@ 4K_R:Y7, _^_9_B]H'!HO8R5 MPORB?8/U')1MA6150U8[] BM__&/)A\!'!*4S3 @:0M G1(0PH80/M5"U!"B MU\H8-03CNEO[;@*78(GG4\[VB&NT4M,/)OJ&K>)%]#XH2\G5*E$\,^''= M MH'?H'C)&,U(2;#+:(5NBPMN*L0DLHU/F0 DF&%HP*5I(<2\C1ZP0D)[5XHS2^ M+!/]^N4,]!(1BFY)62HE,76EVJ@VYV;-IF[J306/;"I$MXS*M4 IS2$?X"?G M^9,S?%<%J(U2<(C237!6< F;"Q1Z;U'@!=' ?A9/IX=#[OP_Z^FSK7>"$;9`M)C1ZX2-Z"1&X*#@4)P? EGT*BCY*]_2_0UFO=.+A75T2K\0&9S!S5,T3P"(>MS%^]\&/O_5#(;8HE-L522V*¥$1M_)HZ.,F/LQ;VK M?X91;WRD)OB_+'7]P_I "CV_>&K/VY]&Y_U]3K? 9=$$%H/3'¥]KXD*=G M97[WG-D42VR*I9;$.KF8M+F8_*$B,+&9')MBB4VQU))8)SF^]^N#WGNM6&B8 MW5=WOPX,@8)^(1@ Q1_.5PB&0,&X5PC2+8QG=,# MDZH(,X]KU8P#UP"UOF),'@;;:0- O>5W\"4$L#!:0 ($F!;5DDE)6H8 , M -P/ 9 >&PO=V]R:W-H965T6%+VH. M>&U(5>E'09#Z%2;4FT_-VCV?3]E.EH3"(4=B5U68?[F!DAUF?N@=%QY(L95Z MP9]/:US $N1C? <_5S.I4UJ0"*@BCB,-FYEV'5WD8:O\_$G@($[&2+ORQ-AG M/;E=$[Q 6P0EK*26P.IO#PLH2ZVDI/BW%?6Z/37Q=`Q4_]4XKYQVP@(6K/R+ MK.5VYEUZ.T:O"OE SU$#JU# (ZVW8J4PO^C08@,/K79"LJHE*PLJ0IM_-P& MXH2@=.R$]"5$0T+R"B%N":%;=TA:0O+6'48MP;CN-[Z,P&58XOF4[B&JW4 M],!$WI!5O C5!V4IN7I*%$_,'V /=-? H9W0<;3BK4/XL@5-PMO"S_S)&;ZO@M-%*#I&Z"8Z*[B$^@+*%P4\H-M"]+$8L_B[?38Y\[_VSU_]^ZJ8,3=<8F-7OR*7D8$+@H.!39ESC;=L?G[#P5% MMQ(]\8\MZXUN8M? 5U^&5]/$*9IZZ[P3P/7CS'W\(T^_76\A=BF4NQ7)'8KWD M\%URDG/]QU]V1;\AIH:HWQO[^>4O(S3I(;?]F*B9+]@W(+*(HG M':CGVZCS;736MT=*)*S14F()UEOE+/U;SY=+L#M,M!^IV%/W69 M')=BF4NQW)%8+SGC+CGC]Q9_0QR=%Q\)4#HK_)68_%? =KY=GO7MEIJO$7WJ<&GS\"SI6\^72[',15CN2*R7@TF7@\EW*OZ)R^2X M%,M\N_99Z^C^-A^5LPT;#!+9A),JA^"!V.:<#HK?/^E6 M5&=1F#91H!7,4=E\B7:K72MZ;1JPP?I- >+4(+>N9;EU-=_15ONE[!S O"!6H MA(W:*K@8JWN*-ZUD,Y&L-KW2$Y.JJ3'#K6J_@6N >KYA3!XG>H.NH9__!U!+ M P04 " !)@6U9,*#O.&L" #1!0 &0 'AL+W=OW.3:6'/L M8+OMQJ_G;*=9-W6#!2^WS?=_>=?9=OE+XU-,*%NT9(,XYJ:]N5.9EC0TS MQZI+62++11MF::N7L6DULLJ#&A&G23**&\]9E5.3>=J6+7*VLX!*O-)A5TS!] M/T&A-N-H$&T-UWQ96V>(B[QE2YRAO6FO-.WBG]7B#4K#E02-BW%1/CB;#IV_M=_C&<6-VUN"4S)6Z=9LOU3A*7$(HL+2.@=%OC5,4PA%1&K\ZS]@/Z8"[ZRW[M)Z^=M,R9P:D2WWEEZW%T&D&%"[82]EIM/F.GY\3QE4H8_X5-\#T91E"NC%5-.M!Z8,&B[#G]UU==@!$,]^0-H!TJ> YR)D'2#S0D-F7M8%LZS(M=J -=M[$YA:,^.M-AY- ;KATMSBSFDXYX6QQC6N4>X2W\)5IS5Q-X? "+>/"O"%"KS>P"#@_>P %P M"9=<"%]HR6-+H1U!7'9A)B%,^DR8!W"I"-$?)055H_O,:7_*9_CL\>R&=K"]CYOFROY1QH54#4Y*JZ7W25=H:IOX24<./ M\[GQ!L]ZA?XA_OY72^?F9:5.(ZH60WJ-4;%ZU>#4?)AG_C_1/:H%,.^%,.7 MV(O'ZLM,_1$(SN9<<'M_1-T? JJ6Q5$O)?S]]$:$B(17&RP--&':73'"^Y M-"!P093)\3OJ=AT&2-A8U?H>G"M+Y?#+FF8N:N= YPNE[';C O13O/@##4$L# M!!0 ($F!;5FI9#O_@ (& ' 9 >&PO=V]R:W-H965T;*7ZD[G (; <%USH:9 ;4UZ$H4YS**CN MR!(;$KFRD*JC]F=]$KN2 C]F=@JI' M.7"YGP;=X&!8LFUNK"%,)B7=P@K,R_O_)6X2ST+!DK0&@F!5&POS:$[L5\,V= MPS<&>WTT)C:2M91W=G*=38/("@(;J:$,%\!6 #GE@AE_&HX [^E!1Z/#^Q7 M+G:.,94TU+"3_SC*33X-Q0#+8T(J;I=Q_AB:>@>5+)=?N2_:-;Q20M>)&%@T8 M%11,U'!ZW^3A"(-! J8"X <1.=[V14WE)#4TF2NZ)LM{9@B O*!K\+#>6<5!$[DA"RE2$$91ESHT+)F^.R/K!S<@5YA,]X,,TE94PFBPA!,:C:VY)%RX"4$\(+ MQ?#? RCEOV_$D]C_S,_+*1B]=SM$KR!U[N>,7+N>XK9Q/AD=>3VLTM\U<DX< M&ZH;H+?ZYV-6=\'[ ]O7:)Q4W<_KB9&EZZ%K:?[(N&&. M3R HZX#K&RG-86(W\(J[\AM02P,$% @ 28%M60RV4+&6"0 '6\ !D M !X,"]W;W)K&ULS9UO;]MQ&$H>_RD)7'%H@LA2;N<S(MR*K?W.?%YNX MJA\6#\]MR6XAXW0[:I$MN6?YR$R?9XOJR? >YC<7V9IZHTR<3'@I6[528NOKX5 M.?Y\M, 7+T]\2AX>]^.)Y?7E-GX0MZ+ZO/U8U(^61R_K9"_R,LDS5HC[J\7/ MJHL\,*.$;W);XEX+CL_LV8N=WG^I7GPZ_JI834AB52LJL9'7'.W)&Y$FG:N MZD#^/'A=`"_.#.S^_.+]EW.V]6SNXE+'P74$FR3;_Q__=%L5]6^3>EQU_4N< M%.RW.- T)]D'$Y:X0]2)5)7O-,ONG*RV551]Y58C:2K] M3;F-5^)]49=R*8HGL;C^YS]LW_K74*]{G$F)WA3]\=P S3\]%Y7HMC4KR/%E_IO=1UI)_ZA M6%&/]FM%Y$R:?'B M/91- !HS&X<0&F+)QFAKQ_;_]VX*Z5UX](FYP(P#3;-6OCDT(?E38!] M-@I'LS>^-X%?!HS& <8&X+)QXAK;^'/0!K^4\EH2>9,3 VAG\V85_BD84GF3 MDP=H:*,_-;L0PO,,,V S"CE 9#:.9![_R3'P]\'1VO\O6Y=2__:A?Y54C\B9W M8@#UN&74EN>DQ$CE34X>$"-'H6KNEC]X{6YGSW).]OR D6U92'C7\T[K#>>7 MP5W_=T@(OY[R@NIHKW% 0NZ850VD&$GE34X>8"3'VWUS]&=4@U\(Z0: -XX M#F^:+VXOV$/)(LZ=NWR\A]^""RU5>VEB]TX+HV_$^@@;<6 YCK/50:,1E]5' !$!P=$ZGJ9\V# MAZB\!73T'AW 5\5^Z\V?9O15QN@2 >GR)N\ MV.9%7 DB]L(OIR8.I]/#@"K8Y8P[9!"*Y4W.7D K8X6<1KW]IR# :U!Y/8C M $H7!TJL9^A?5/ PE.]BTM'4=(%]7;-D<)>4:*F\R=+8!8KD5(CE3?YEF\ 3,\L]=PC!4TJ;W+R M #0]+>]YUQ?&3]]_HR9RM$!V'DYV4 WD$CI^9>55U=&6]`4/;,D=(^4,JF\ MR% E]P&C\5<++K?.P%9SNHB^\AA^#!*:.^^CHZD!\SIF26R>Z1T M2N5- 3A{0]:=%9/?Z^GGOU00SD:,%/'4P'-17-7.8#]6>2/HZ%9Z@*¥\>61*\ M1P]FT5-[FD<+!.L>I_E5]*TZO7A_JHM-Y4V.U.'R"M M;Y;\]I+R+14W.7G N;X6^1WM9R#ODX_5E3 H#[.H/NBXB]=7MRC]1T-"M]%K?+%'=)T58*FIR\C]?Y=;S8>ZA3YI?WI0R8,2#<&2[S?Z.#>>Y>X3WX?@M%U%>1!V]2A_@U#=+3/=)\9/*FYP\P$1? BY€N]^7O_FU9 T:CMV4%P'P!SGSG M*V#6F0>DK4HJ;W** #0#LS3Q@!0SJ;S)R0/,#+1HXL& BGWZIF+ 9NR#@0&0 M73!%ZN8Z.KWXE97754>S,@!0#.R2Q -2RJ3R)BGO/ Z^!I.Y_@LU3T@/;]UD&@"9!EI4J&!((#^%JP&C M<;@"' RFB.@<Z'F<6E)V*]F]R4=1;>$9HGO(2G14GF3DP=$&VH1W\.^LMZ# ML@&;L;O?0X#(=<(K\SK]AJQ)^1 M%]$\.B^4HR9RM$![T12A'-O]\\#IZE!&09F26>AZ1,BF5-SEY MG6/2]9R3WA?&>U6#F9RNY8#Y.W.B>R66;K[M25QD"=1R*+O%.PG4HQUT=P,4.R.BFW_H,JW[;>9W>55E6_:'Q]%O!9%8U#__C[/JY<'S1>D M';\1[_K_4$L#!!0 ($F!;5GC)_?57@4 !HC 9 >&PO=V]R:W-H M965TWI? OPY(8TQ3@:R#2^0P,R7;\;V?/8H_0WCSV)\J40_MDS@5 V.)\D>]6SUVQY)1,_W?-AGZUD'*7TGB\Q2A+'7S]1F&T&CN^_O]FB]DJH.[[^,)G(ZI?%C> MCSH1NQLYO;Z<#Q,D8T MIA.901#UM:8C&L<9DN+QHP!URF=FCKO7K^B?!^!5,$]$T!&+_XJF@Z.MTAE9Q?(IVWRE14"=#&_"8I%_HDUAZSEHLA*2)86S8!$Z?:;_"P2L>/@AS4. MN'# QSH$A4.0!]EEH=U0R09]CG;(>Y9*]3L(L]-[JVBB=)L&,>2]W\CY2>' MM^F,"]G&10ITAJX3QF7T+YVB$1,2/5(N5@)!)A%'CR1>4?3^ADH2Q>*#,GX0 MWZ#W\[SZ@=RA*T5T4QV!81-^5BE6& {4X*!^V#' -@S%=G/_^XBPA\,*]Q'L M?D,GRMW/W0/3W56Y*!.'RX3@'"^HQ7N2:$PG*Q0)B(J'Z'JM B9/,3U3B^9L M3&**_OZFG-"M!(GXIRK@[1/"M38#K^F]#SR*Q1+M@[_U<[Z *>!3_]*IYUC7M:0%]K;?V>^< M=_(RXP9&2KZ(!)<#*[)HC';(H[Y6&Z9M-+'9ALN-0Y,;MD=E=G**F64$XC.ZS-1BD;4'#+MDP51K%'TC82!ED/$O8'1>,/7.Y C,;L@G'*

*ME1:X9;08&'8^!N1"F@O"/DW'|/SL@ITQD;&)D))VR?1}))%V*3\N!=T6@L(C M@J:07[%6T&!A$+9KX*/3\#'$!&\Z>&L?]E-]JOR$57Y"O|?D3HF|!;Y= MC[=%>&-R'L/ HRHSH-?@15^_-+O!MSISGT2V9[5566V=8H]>!"YIZU0&; M<`MU'WDM"+J.P-X/ZZ@;7O?]]:Z%PYAF>!U407O2VI6T]DEI/Q1R62>H@'5."CJ, M.2ZH4PGJG#P68Y@AFT)LBT& .;#AFNJ SR142&E6QT*R4*J;*25Q) M346VD+!?2XW=0OLYG!G4=,/]JO/<^TGL5DGL_N^!ZWY@?P|CCN|O MKY+6^[<#U_M !15&U CR=`^YL^UY.N%Z(S#)&ULM5E=;]LV%/TKA%8, M+9!$#F4Y3F&2)T6*Y .1K-L#\,&/LZ)BJ)*DG%2;2;?TI61,F62#B*T+!4#!?$2--XQ_%VL B9B*|*$39RUE>NFZ8K&&F(@SED*B[|P8CXE4I_5(_$!el M%2D'LBR"XLC%GC=T8T(39SHNKLWY=,PR&=$$YAR)+(X)?_X($=M,'-]YN?"- M/JQE?L&=CE/R +<@[!(Y5V=NA;*D,22"L@1QG6$V<*_]R%A0!Q8B_*&Q$[1CE M5.X9^YZ?? %E.'" /""")8R!R"]^/,(,HRI%4'C]*4*2ZS3RP?OR" KD@K\C< MPS%OU-EW(]<48.6L*=9)'\QC;_0TDHS/$6+|!+%7[0IQWH.6F1"LK@,5AG$ M--G^)T^E$+4 ?] 1@,L _-[H P(^[*J+;S I;UT22Z9BS#>+Y:(66'Q3;%-&* M#4WR:,R57-VE*DY.YUQ5!)?/B"1+],E'1E,U1_($_;$JZ!29[K(5NEHLLCB+ MB(0EN@951@M*MI.CAE_%C$OZW5ZC[^\'>`)N@KC2(U M0(Q=[=CD.;F+,O./\'\QO1^:WD)ZAP#M!V;.#EO"9.?P:%BK<+*#9KBK-*R$ MQ)60N, +#@AY@N812613,?3/C1J.ODB(O;]M5+?8@#W;]6O)4O14H6,'&4R +X M(SC37W_QA]YO; <0M@35D""H9-A/Z]$\F2832>MW BPIMQ+=HPP(M?^0\3G$8 MCMW"-1_],?Y(CVFD..C2'!C3O $A+M4S1-?O]|C\YS9EL 36D&%4R3 RSOHG(6E<=-.=@%46H1NZ M@C;&9I@ /0/A;4O"S!CX1G87%;L+]X^VBY;'UD[G7>QWWGE[X_F>7M]8Y]? M,YY0F7$H,ES1[RX?7TU AU;>+;0FK1K/L;OL05+<%M26$)K2]&=B&]^E:$V&;Y=E^`O6XC=5BR'-'K1[^A% [3+\0S9#6&6L1&:%;9 M-D*$'LO&H&.+D!+:,$W:Vl+X89^],#1 1TMA"-TIA?9!OMD(5YIPWU#O.LJ MRS'U4L6XHU@_&.5Z' 5-%_Z@TMH7$6MR9KU;G80FL*H+V+/^]S:"TYDU** M/GR.KXV,;W8ZKU] S#C8L( 8([_($&N3A,TF];O:R5-7M9LACWY)[\;N86V7 M<)!V"5NU2[;0FE+4- FXLV:4#.*/N:C=`OI6AMDO8;)=F)*5]&:(_%4>;J-?R MA$2GF0 DV$IN"&]G:\0\>HXMH345T$8,#_HL=ZOFS!9:4PIMSK!Y ^E81X+W MMY"P-]RQ)"V#.O>0L#9/^, NTJ&Z- =L3,_K1T[;'\A/6 @SWN<6$K3HU6VA-M*;13PY:VF0[@&.R).?*M#+4!<F'QC5>2;JU*(/]Q9HJ09N8-19-6T MV4)K2]%-6V!T0]\O_A4T=<^2Q#-W:A\G\[;?PA4]H(E $*P7OG9VK98-O M/[1N3R1+BV^5]TQ*%A>`:R!+X/D =7_%F'PYR3]_5I^[[ ]#4$L#!!0 (_M $F!;5E4Y)A# @0 -D5 9 >&PO=V]R:W-H965T^$A!XB:O*EM8*;_ M?NTD9$CPI- #UW$#BG/,X?E_VK/%H3^AWM@'@Z#%-,C8V-ISGMZ;)EAM(,;LA M.63BR8K0%'-Q2]3$=GR),Y@3A';IBFF M3W>0D/W8L(U#P^=XO>&RP9R.(]?E10H^Y3 MAY?'^BS8O!B, ^8P90DW^<(\;&P$ 1K/ VX9_)_@-4 _(D;TD25ORB?1G; M[OEHN66(,TSLI_%@)<91@OY3@5 E..\%[(<&M$MQS>^A5*.US>_"J M!,_<'GDPP2^T+]4JE XPQY,1)?M$9;2@R8O"KB);"!QGO0V-XSAA[T3KET6 WKYYA]Z@-M.$/W<9*(*<)&)A>O(Z'FLNIZ6G;MO-"UB^Y)QC<,A5D$D2(-[,X?=N2;0H9: M"^>@Q9W3"5Q ?H,<^PHYEN.JQG- &NFL5Z3U%>G!^N]KW\/_U/OOMWAM:NO6\ M<@N>^XMY=87F"@CAY3]]WC?NY++=4]-EL;UE.5["V!#5E '= M@3'Y\P ;M_Y2N:83%NB$A3IA,TVPAMN]VNU>%WT2@(N8UPN%L)]G!+*%XYIE M SR*=9"!RNA.[*5&ZX0%.F%A"?,++F%SKE=Q-W.#)0MPZI&&*5YOB=9HR MQ7G,<1+_A @M29IO.8@M!5GQ/;8@6AA7%>YI3NBEEG@GHW*YL"#TQ"OUPP) MRQ#O**1OM^0[#1G8:OG\6CZ_4[[%1LAT+7_,H5$BA">BT)0D6,TV_)U,UIZ-2O=>IWZM19Z56*=.(N MG6 Z88%.6*@3-M,$;Q@\J T>O.)2/M#IMDY8H!,6ZH3--,$:;@IKMX>OLY1W M8B\U>GA2IYQ613R-:*\:IQ%^JQJ>1MB6NAC:UO/WE-6!;!P6V !VXKO|Q2K8 MC;E4+ZVT0*LMU$J;Z; (U[3WZ7+92\L1A6<%VPQ6FFA5ML%ZUINO-LNO/[M.^FK1H54NMY0)AUVV1'V=KE!8J0!F91%>*VRJ BIOU)8AZ=/*5 U49(1.B MB9UQ>5A0M|GD. ^+T[=6^]2^#6Q%>RC/+8N3KF=\>>AYC^DZSAA*8"6ZLF[Z MHH[3\ARQO.$D+\Z|'@CG)"TN-X CH#) /%\1P@\WLH/Z-'?R'U!+ P04 M" !)@6U9#)\]3OK\$ #9&0 &0 'AL+W=OO*G!W*XSWCW\4:0*(?<92(B,.68L$NE? MM,]B/0?-MT*R.$M6#.(P.?RG/D&E!)(TD) L@1R.(*?)?AIH0=F:5E75-+!MF+.]XCI.H>D/:6_2.%5-F.C.;>"^Y.ANJ/#GJQ- AB'T81HLD"72>2}JOP.0)T M*01(\1[!]9ZDL[83;Z] TC 2[U3(P_T5>OOF'7J#P@1]48C])HFQ*Q5'?25W MGO'Y<.:#6OC'I*WAZ1X?@O> MQS))9S=J$?-T![TIXV*1] <28O&/]=8#>,\,KE?'HA=C0.4P- MW5VY#D.,A!C*O1Z.;\>2+&R!4D.DW?C1<#]M20/< M/^_8/K8=2Q++&*Z5>2]7SDO'-0!BN\H>]&5Y^AB>2"!*6<2ON+JD;71[!2 M;AER-VUCS8F_R\G&/TBX@+*'-M-N\ <^9X?=O@S/1X>=(7S?]9GSI;^(!E!VR"!Y0N>U2-H(3*E7&X$&%_CI51"M__=_5 ;27LMF*FX5"6.(61H|>=!+$%)W!]C_P/G05X"7)DI1N|W/ZS\UDK\U?.^ARNR@2AV8 MNS>P"A!KNRDD2OF&]:HU6VF(C,9V!C^23_K#;,]#GNCE5> ^:/_3UYIMCL29_M(@HK;1*#U|IS/4"|F$4]/N*<[6[& /M2H]_ U!+ M P04 " !)@6U98U04%LT" "-"0 &0 'AL+W=O>"0K%.I!^QMH4N U+$#>%3=<-[>S&)2$9*(P"'%83:WSP=EL MK->;!?<$MF*GC70D2\0>=."0E,V'-L<31A+,MXG]U\JEBB=C#XSEFD)I0CG",K*) <[79$D!G0L!4IR@K^H@?427 MI2RY&LP8E^0W-@_@> X2$RH^J/F[QI P='WU-1XCDZ%K9J05B8DL%J++>QXQKF MHH)Q7X%90'&*/. <$N8X[;)'/NN5SB)5\8.3>2[FMTM+DQFURXQH_KU=NT)R(MF#*A$_/C?"DD5T?R9UO0U2[#]EWT:WHF"AS#U%+OH0^^ 2MZ_VX0.) ;4O"? MS%XDQ&L2XG6Y1[>@OPL) <.16KSVCB\]&;Z%[*)@HF]V0VA(0R;$(:= M(2AJOXVZ4ODI[U*Z[A!UH\/;,[#]M!"-FS_ 'I0IF%W&O?$*AKLX"WLL TI M..#>I^[TI4D=-M3A6I2C-NKP@'JX1]WVIV- ZU%"/.JF_I:#*^$H";V,;'9[O M/?9.]YILXX9]W FN]P,<_Y$\GCZQI2$MAC&U\6?]07Q.&2\,_)JM#LG6*I M?U2N,5^37" **R5R3D.5)%X5_ZHC66'JYY))58U-,U7_2\#U C6_8DP^=W1) M;O[HC]02P,$% @ 28%M6:)G6Z5U P [H !D !X;"]W;W)K&ULK9;?C|HX$,? _%2NM3]VTW?PB ?8@TI95U4]M;E7: MWI,I'DPR$*N.G;,=6/[!LYULRB8&\= 7L)/YCC\S&?N\.'#Q4Y8 "CU5E,FE M5RI5W_F^S$NHL+SE-3#]9LM%A96>BITO:P&XL***^E$0I'Z%"?.RA7WY*+(% M;Q0E#!X%DDU587%\#Y0?EE[H/3_X2G:E,@_\;%'C':Q!?:\?A9[YO9>"5,_D MX0D)Y"Z^_!N%49&8*U^$#CD$SH6PX_VDFGXJE%@@BH) KXP+KOSVI@%+C M27^USGU^C6-\'3\I/V###5X'L\525^30I5+KV9APK8XH;IK_SP$;] $N,O MYU3:7W1H;,>1A_)&*EYU8DU0$=;^XZ"<')&$'6"Z%!W EB&VA+9L-Z MP IG"\$/2!AK[8BLQ_B,OT=\ MO!N]0S6)L$G!5*)_]C=2"5U]_[H";#U.W!{-_KN3-D-)D'LP!6F MP9^N<'^3LQ?!QWWP\27O?1%0V&%J,R!@UU"LN#CJ8E,*A/,+MUY3Z]6<%_LL M#1?^_C2LL4DR[TU>P$YZV,E5L++D=:WKU>!6((2ZZ*E7=$>7;BMW^2$)0RG M UZ73>P&3GK@Y"[@7,Q\!*"()VGIHDM'*Z60 -S9)9FZVM&++3,WJ1AR%#$0K*/B<:OB\7]7,4IHR4FRUDF)8#A5 M M2BYDV"4>7-4FX%RE(29)6IV=*FE(F <)\R%A 20LK&$3#5,O M%3:+Z4# S/N;706_IK?7(P8:5D>6TU:64ZLLO6R3I:1,C6'3:G]JQJ9O70"M8]Q@?]A&]V2,&&G)'!^>M#LZM.F@CTG&O!$QJL3HX52V0, \2 MYD/"_DA8" F+ (&Q*RC[%FK[!GDC'X&J6)(F <)\R%A 20LA(1%D+ 8"-91 ML3/8OJH=V",FV%8REAGA!]0VCRX$<."(%Q5C&YPCL1*^E[!W#BGMWLX5=R@ M-_^4YH/2 E!:,"$]+0EQ0YOM9BE@W&;]'2UNU-F=^K A(F@=*\T%I 2@M!*5%+H+08BM;5 ,;:NY(6EAS0RA(HS0.E M^;"T)06@M(B4%H,1>Q)>5%A4;5K.(QZ]RL.%@7[^@1210F@]* M"T!H(2@M]7%4+2N?K?U)<=>8-K3KRJ/9BE17YWI#Q.3DFUD/*:=>&R4[^N" MA3,=FV8;2_N(3E8Q.,$(E!; TD)06@1*BZ%H715ORU&.O1YUJX-M'7Q/"+DU M\+P3MV4SYXVZ63? JDF\52=2W M*$I*PPJA4.VZ*GHF4NW$.!UH2 Z7YH+0 E!;"TB)06@Q%ZXIW6QESK'6+;?^%N M."ZSA3P3S[JH8)3OS/!^>#S:CI.@=2]0F@]*"T!H(2@M]7%4+3NY_G;ZI=[M8O6+)W1=*G1(&?_8)LX>LY"@GH]+5X&P])YVL7M)5!PA:Z?4^=U0(6NC-%<%R(]@Z M.RM/WE(]7'>6@75BW^:!=02P,$% @ 28%M6,.TJM.D# T.$!D !X M;"]W;W)K&ULQ=UK;]I8'L?QMV*QHU%'2@6M8=3&]YNJ5MU]L-H'#IPD5@%3VR3M:E_\VL,!.!@'VF_;>3 !Q^=S?,&_'MM_MG(O'*/Z"[,>#N!:S62YER_&E1#N; M/O.&VZ^? =+U8^6QE;H)7>S?X73]/ZR, ^I(4W$;K&;IA ^C1%.4*G>;:))HE MQ?^EQW+>7D>:K)(TFI>-LR68AXOUS^!KN2&V&BC*G@9*V4!YUB#;,LT-^F6# M_K,&_7T]#,H&@T-[,"[;G#Y? A_&>!L.RP?#0E3XK&VP=VF!4-A@=VF!<-A@?`MN@YRlVG/!0YNLMG9!^!M^6EWR_W]_XF3SMI E+UJDIXFD+.9BVM!>;V_??ZF]W=Y^^%)%]H[WIN*5!-IO.FTVN/&WR=THK M^%$LWTB*?"(I/:4O??JH2]_^:-RN[$&\NV<:&.OP=6O[G-C?L5+[-Y&#;G"'7646OG?&CAX/VFWXLV=I:@=\?Y.Q M_<+MU0+?.N\?I>-2*;2=33/AFE)4 QTWF;QNK@3V= IE6Z^2=OSO0^^%9/? M/@;Q5/]WFY&2E8IY\I^&[7]W/G_0W'\^7#Q/EL%$7':R\6 BX@?1N?KS' *P M]W=3])"82F(;B>DD9I"826(6B=DDYI"82V(>B?D05DN>P29Y!FWZ>G27G9(M M5_'DOLB58#'-WJ=AG+V>KN)P

*!X,"|W;W)K&ULM9A=BG4P\2:\5_M1*LIW^^Y4$_=. 8N^JN0@"4:E.^0LOW4P][+A;MDM9;Z@C^;,.@*YB#O-[=,A@;TX;"._-LC8DS[Y)YYZ@>X11+"06H*]PPYN(S$VU-MDNK'SU+4]YZI P_;+^I?#;R">:0";ECZ(XGE>NJ%'HIA2;>IO&/OZ$$&F]] M!4N%^8_VY;V!AQ9;(5E6'JL>9$E>':ESF8B# *73'D#*_')L0+\,Z!O0HF<& MZS.5=#;A;(^XOENIZ8;)C8E6-$FNAW$NN? HU47%R-I=L\;1F:0Q++031.-[O-$"G2E!T3'G7T& M29-4?%0*IY&/Q)IR$!-?JN[JA_]+LFO71==(1](!&30UA|[^:]PV7>&-[O2KH>L,O4&'WL$X M"#,.6ST:,?FVZNB)XE)LZ *FGHD)+/ =>+,/[_H^,-O4Z&BL@3RHD =&O=^! M_'V;/0+7Y3CO+*!]2UA'8@W8804[M(IQ_H15DN>]?FF?6S+BO51IV:E$!L:,,U.[&8DPC@*@F#B[U](1Q7OR$K\ M%Z>Y!GZ#Q2IR*LOH%00&@S#H9!E7+&,KRT,Q=F^@6#5.11F_0KG F(QQ)TM8 ML83'L.@ZS)E$ J1,WV:S:I[*%K:P],LK+JK((BN9L@)+2(X8**O,J3#1:YA1 M$'33X*!>S8/ .&> .1X_8=@?="!OJ=:8,OK8\IKA P.#K6O"#^/4(+ZXV@%7 MSA.96>1"N2% 7VG"T0--MZ"IBT6C%18[A76DUDP(1-"W*T;YVA?\@_1,G_P M#'R1")4RY2[U$G,TH!R89)H:J;!9*Sl.CF+A5IX4#*#J#<8=M1+[9]PW3:5 MBXO3<5*<&JU33KTQ%WA_VHJB#O#9/V9*I27RFG<*;A3LU6J-<#5D(>C#0#:2&&[MDVT? OYPFPJF_*M4:B0C'O>$@J/IP1U)JKX7M9JM:^ISFP:DW*]6):!3'N==+5# M;J-.9'TAN";FIK1ZV>]V.K_NSN_F]^J*_!6ZVCG)% MWOT)9G_$R:2.U0]H)1TBCO[W-R=V:@!=[34W.6H/2>P>\LBO,/+:T@W#441[M0U=NBKQY7[.?M?$C?]IX$;?&SY5;,R&U\2-VX_<'G UY;<+ZHUY_^/I8.W)^ M!;A_L)V9 5^975Z!%FR;RV)GL[H:[21?F? U3O[Z]V(;^1KFRO *EL%2A06^L MRI 7.[O%B60;LSGZR*1DF6FN@<;.]0W]]R5C\N5$/Z#:7Y_]"U!+ P04 M" !)@6U9L>&;>3<'"D. &0 'AL+W=OD\ M[-./E!3KB6'CY(]\26SY^*-T=*[H3_Y*,;WZ?*DX&6RDS(Z&0[';.ML(2*#SQC]?KEBN<)E>IKOAZ*+&?YXIAO91RE M|#Q'8ILD-+]_8S&_/1FX@X<-7Z/U1NH-P\5Q1M?L@LEOV7FNO@UWE#!*6"HB MGJ* <79T.3MVC8%0.*"S^BMBM;'Q&^E N.;_67SZ%)P-'[Q&+V4I[!%7_;MB2 MQ;$[?WX7D$'NSGUP.;G!WI0'+PZF$LJV)+'?T>AW)P.9@,4LBNZC>57?OL; MJP(T]P5CT?Q%\U6MLX K;9"\]0:K/@B=+R/[VK'-$0X(X?&8"K_;@]P'MD MP*@:,'KJ#..-JP/BI,WC5 . ^.I,TRJ 9/"]Z6S"D_[5-+%</O+#+O3CXA\WT;R'AVBBPW-V>&9 M"ER(SNF]2BB)3O.W;A8_>O7F/WJ A$IHL4)2B;VDDQ8';J#Y_CN)8I9IX'DIU:'H'AZO]M,);E8>!'#F.$/O-4;@0B;H:MP N624+8/&4#8 MP2/3\3QA,@IAH\P_VG#S?-3EXV>_#LV5N^:.UR=%3P1H_Q&FFXY(E..5]4 M148NHLM[<[K>TCQ$__RND.B39(GXUW\9^7\8_/\NK@?B8RNV.E 56_!\ALV M6+S]Q9TX'TV1A83YD# ""0N 8*V,&.\R8FRC+_.D]M @H6O7X641[U4S+UA9 MEDR1+KF3@JN[!LT">S/W>'C3C&#?:#)OF_@&SL3QVD;$8.2.VS:!"=0P:KG'MV[G'L[JG/!%*QV35B4";=9N6U7E55VR3K[S>KHTZ;EB6)E[#Y++#K*8/)N.-P M8K#!TXZC\)R6GR8/TVL?OJ#IX/BC$,]Z9QW&8WJA,4YH/2"""@M@**UH]E8P[NOO$"J=@ J,2!1/BB-@-("%#H[,7"= M&-C>+FG,=!4M+FL/4)9"Z9,9E5]==<,>1S37- 1;C0VTFJ>U%NCV3ON^[!U5 M2!H!1050M'94:SG$M:CMN5LBMZ8LQN6;HW+7#MA[_,55-(I1%06@!%;T>V MEC7<\6L7H:Q4(VU6@KXI)\]6F"&*H5A,QSW0I-,7- MCMHW;J T'Y1&0&D!%*T=XEH:P]\M#6%0:0B4YH/2"""@M@**U$Z.6AK!=&GI^_M0[2#[PXX[E?)3K?S#3;NU.W>1#98S;M-T4QZI"WB6I'!=D?FY6W1/L'>3@45 M,$!H* (U0S#MA>EGR#"XEF&P_?$2+9N6(4QH0?LWT P+&F(%]*: T'Y1&0&D! M%*T=W5I+P=YKMT10S064YH/2"""@M@**U$Z-6A[!=`7!:2P15BW#,(;'N8V. ^.MP09W;QT3@I&XJ[.908\\? X9K'0:,'ZT!:.(B@.@LHS0>E$=Q_P&C6#=+/$$]P M+9Y@NWCRJPIBKDX-'4,.):E$.";:EUU!OSR0 JF(#2?% : .4%4+1VD&MI!\]? MNRV"2C^@-!^41D!I 12M_?!]K1*-[*K1\]NB';SW<_5. !QF$;ET3I.U14+$%E$8]FB7: -=2$932'C9>H M$I.OB]?=A(K(-I7ENR]HK;M7ZDZ+%\DZVY?ND>\;MA/W*"A?F*OQY?M[GVF^ MCE*!8G;EIG(`3^%5NVH<>47R;/B%Y+++B5/BH\;1D.6:P/U^Q7G\N&+GF#W M8N+B?U!+ P04 "]>@ 0'4L+W=O -,GY1.K&V.Y%,.^$91PN!. M(+FI:RQ^S8'RW=0+O8/AGJPK90Q^.FGP&AY ?6GNA-[YG4I!:F"2<(8$E%-O M%HZ7B<%;P%<".WFT1B:2%>>/9G-33+W 7 @HY,HH8/W9P@(H-4+Z&C];3:]S M;8C'ZX/Z1QN[CF6%)2PX_48*54V]*P\54.(-5?=\]PG;>(9&+_^=4VE^T<]AA MX*%\(Q6O6[*^04V8^^>)]FX I) O;]YF%S;YEZWP19MD)@Q+ZE&B>2F]8SFM G_$>^)]7 M@<*$RO<37VEM@_#S5F?N=*)G=&)TRYF])%]R HH>?G;>?WV&[^N8NL"B0V#S MZ*S@ S0#% <7* JBI.<^BY?3X[YP_I_[\[^]GR0C[JH<6[WXKU5&&9$YY7(C M 'V? K:02`]_ZHZ_>3C'I5S3M:RP;G,/4T_U)@MB'E[Y]$XZ"#WW)?DVO[#7% ME]D=E*6I"M+I@+A?^45.]0:SM-M-) HYQNFW,OMK-W F=D^^\0^#)+>I,>>Z0'EYLD?>3? =;K%8$R81A5*["@:7 MNF<*-S'<1O'&ML055[K!VF6EARP( ]#G)>?]L#$.NK&=_@902P,$% @ M28%M67"5CD)(!P &T$!D !X,"]W;W)K&UL MM9QM_BL:]Z>1F+C;"- L9IDIG$8*#3ZV3BIO>:@!PS!\@5LG/]]A4/ M 0.R8C=[;V*#M3_MPM]:26MR_4K9]VQ#"$<_DCC-;@8;SK=7HU$6;$CB9T.Z M):GX9$U9XG-*

QR%\&V981,RD8.GBD;YHQ2OPH'=Q>%^<>\.TUW?$X2LD#0]DN M27SVI5V]ZO>O-_>3CQ&+QN>GQC=7F/.]%(CB_3!J*:&#+*(I8F11 M.[C#5YX^S0V*%G]'Y#4[> (_R4)XI_9X?>,'-0.L](C$)>(fPQ+$@OG^C+XQ@13#/?D86-/X6A7QS.S '*"1K?Q?S1_K]DBJ@PL& MOEGQ%[U6;;4!"G89ITEE+#Q(HK1\]7]4%^+ 0'#D!GIEH'<-)D<,QI7!^%2# M264P.=5@6AE,3S4P*@/C5(-993]]2J9E8%Y;@_SRF!>R*&\]?\7-MWSNWUXS M^HI8WEK0\C>%@@IK<<^C-!?[BC/Q:23L^.V?XOODI0%-"-H2AE8;GQ%TQSF+ MGG??/]-/: (2RO),,12EZ2B,>?3DX\=>&(C+!$"<_M8ZO M1UQ$F_L\"JK(I(O.'1C=%7FO)-ANPT)*'$WE7;SQ7V(W&5ZTNMOUW]>UT)-M7)'M$(VU+TC7](G$GX7:./==]C2WU.9?? 2,,\5%S^W3GQQ+SY>G.R\R=TYV7 ME;L?N_+>_XZ])81Q_9T:%[SQL>_<+B'.YI1=R51=VD[DMGGNN\]V?D!N:!B*Y M983MR>#VUU^PH?TFDQ0DS(*$V9"P)23,@82YD# /"-82]:06[41%+Q)%5"0*-MF6A+6Z.PS>=7^UN,34W3KD?]0SGVFQFXU]2P.9;KYG=;W.)Y_-YK^%2YMRD MU\R1--/[,.C]9F.MWZDG\VXVG1TV;-V':7I?JLK[\ :?)LBMT%P2,\'+"&?MY MLA5I>D58)++HG3@7CGSK-W0-,]83S*WPM5K D3'ZC[LS^2R^UCV/3WT6N_?^M1]6'YXXJD#)DN M27SVI5V]ZO>O-_>3CQ&+QN>GQC=7F/.]%(CB_3!J*:&#+*(I8F11 M.[C#5YX^S0V*%G]'Y#4[>(

28%M6=X6U(/W P V L !D ("!'M, 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ 28%M6278 M3'9, P "P< !D ("!?=X 'AL+W=O&PO=V]R:W-H965T&PO M=V]R:W-H965T&UL4$L! A0#% @ 28%M63"@[SAK @ T04 !D ("! M3OH 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ 28%M6>,G]]5>!0 &B, !D ("!= D! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 28%M66-4%!;- @ C0D !D M ("!Z2(! 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ 28%M680(-P%&PO=V]R:W-H965T&UL4$L! A0#% @ M28%M65#D?GP9!@ +2 !D ("!O$8! 'AL+W=O&PO=V]R:W-H965TP< !M! 9 " @89? 0!X;"]W;W)K&UL4$L! A0#% @ 28%M68MG]U(D!0 CR, !D M ("!.&&PO=V]R:W-H M965TYR 0!X;"]W;W)K&UL4$L! M A0#% @ 28%M6;FHJH-| P .!$!D ("!B'P$ >&PO=V]R:W-H965T>,0, / 2 - " M 4I_ 0!X;"]S=!EL97,N>&UL4$L! A0#% @ 28%M69>*NQS $P(M L (!IH(! %]R96QS+RYR96QS4$L! A0#% @ 28%M M64L'(OP>!0 MRD \ (!CX,! 'AL+W=OT8Y@$ /4D 3 " 1Z+ 0!;0V]N=&5N=%]4>7!E&UL4$L%!@ !' $< .!, #6- 0 $! end XML 76 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={};var 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 77 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 79 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html3173081false660false6 falsefalseR1.htm0000001 - Document - CoverSheethttp://www.instacart.com/role/CoverCoverCover1 falsefalseR2.htm9952151 - Statement - Condensed Consolidated Balance SheetsSheethttp://www.instacart.com/role/CondensedConsolidatedBalanceSheetsCondensed Consolidated Balance SheetsStatements2 falsefalseR3.htm9952152 - Statement - Condensed Consolidated Balance Sheets (Parenthetical)Sheethttp://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParentheticalCondensed Consolidated Balance Sheets (Parenthetical)Statements3 falsefalseR4.htm9952153 - Statement - Condensed Consolidated Statements of OperationsSheethttp://www.instacart.com/role/CondensedConsolidatedStatementsofOperationsCondensed Consolidated Statements of OperationsStatements4 falsefalseR5.htm9952154 - Statement - Condensed Consolidated Statements of Comprehensive Income (Loss)Sheethttp://www.instacart.com/role/CondensedConsolidatedStatementsofComprehensiveIncomeLossCondensed Consolidated Statements of Comprehensive Income (Loss)Statements5 falsefalseR6.htm9952155 - Statement - Condensed Consolidated Statements of Redeemable Convertible Preferred Stock and Stockholders??? Equity (Deficit)Sheethttp://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficitCondensed Consolidated Statements of Redeemable Convertible Preferred Stock and Stockholders??? Equity (Deficit)Statements6 falsefalseR7.htm9952156 - Statement - Condensed Consolidated Statements of Cash FlowsSheethttp://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlowsCondensed Consolidated Statements of Cash FlowsStatements7 falsefalseR8.htm9952157 - Disclosure - BusinessSheethttp://www.instacart.com/role/BusinessBusinessNotes8 falsefalseR9.htm9952158 - Disclosure - Significant Accounting PoliciesSheethttp://www.instacart.com/role/SignificantAccountingPoliciesSignificant Accounting PoliciesNotes9 falsefalseR10.htm9952159 - Disclosure - RevenueSheethttp://www.instacart.com/role/RevenueRevenueNotes10 falsefalseR11.htm9952160 - Disclosure - Fair Value MeasurementsSheethttp://www.instacart.com/role/FairValueMeasurementsFair Value MeasurementsNotes11 falsefalseR12.htm9952161 - Disclosure - InvestmentsSheethttp://www.instacart.com/role/InvestmentsInvestmentsNotes12 falsefalseR13.htm9952162 - Disclosure - Property and Equipment, NetSheethttp://www.instacart.com/role/PropertyandEquipmentNetProperty and Equipment, NetNotes13 falsefalseR14.htm9952163 - Disclosure - Goodwill and Intangible Assets, NetSheethttp://www.instacart.com/role/GoodwillandIntangibleAssetsNetGoodwill and Intangible Assets, NetNotes14 falsefalseR15.htm9952164 - Disclosure - Accrued and Other Current LiabilitiesSheethttp://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesAccrued and Other Current LiabilitiesNotes15 falsefalseR16.htm9952165 - Disclosure - Commitments and ContingenciesSheethttp://www.instacart.com/role/CommitmentsandContingenciesCommitments and ContingenciesNotes16 falsefalseR17.htm9952166 - Disclosure - Redeemable Convertible Preferred StockSheethttp://www.instacart.com/role/RedeemableConvertiblePreferredStockRedeemable Convertible Preferred StockNotes17 falsefalseR18.htm9952167 - Disclosure - Stockholders??? EquitySheethttp://www.instacart.com/role/StockholdersEquityStockholders??? EquityNotes18 falsefalseR19.htm9952168 - Disclosure - Income TaxesSheethttp://www.instacart.com/role/IncomeTaxesIncome TaxesNotes19 falsefalseR20.htm9952169 - Disclosure - Net Income per Share Attributable to Common StockholdersSheethttp://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersNet Income per Share Attributable to Common StockholdersNotes20 falsefalseR21.htm9952170 - Disclosure - Related Party TransactionsSheethttp://www.instacart.com/role/RelatedPartyTransactionsRelated Party TransactionsNotes21 falsefalseR22.htm9952171 - Disclosure - RestructuringSheethttp://www.instacart.com/role/RestructuringRestructuringNotes22 falsefalseR23.htm9952172 - Disclosure - Subsequent EventsSheethttp://www.instacart.com/role/SubsequentEventsSubsequent EventsNotes23 falsefalseR24.htm995410 - Disclosure - Pay vs Performance DisclosureSheethttp://xbrl.sec.gov/ecd/role/PvpDisclosurePay vs Performance DisclosureNotes24 falsefalseR25.htm995445 - Disclosure - Insider Trading ArrangementsSheethttp://xbrl.sec.gov/ecd/role/InsiderTradingArrangementsInsider Trading ArrangementsNotes25 falsefalseR26.htm9954471 - Disclosure - Significant Accounting Policies (Policies)Sheethttp://www.instacart.com/role/SignificantAccountingPoliciesPoliciesSignificant Accounting Policies (Policies)Policieshttp://www.instacart.com/role/SignificantAccountingPolicies26 falsefalseR27.htm9954472 - Disclosure - Revenue (Tables)Sheethttp://www.instacart.com/role/RevenueTablesRevenue (Tables)Tableshttp://www.instacart.com/role/Revenue27 falsefalseR28.htm9954473 - Disclosure - Fair Value Measurements (Tables)Sheethttp://www.instacart.com/role/FairValueMeasurementsTablesFair Value Measurements (Tables)Tableshttp://www.instacart.com/role/FairValueMeasurements28 falsefalseR29.htm9954474 - Disclosure - Investments (Tables)Sheethttp://www.instacart.com/role/InvestmentsTablesInvestments (Tables)Tableshttp://www.instacart.com/role/Investments29 falsefalseR30.htm9954475 - Disclosure - Property and Equipment, Net (Tables)Sheethttp://www.instacart.com/role/PropertyandEquipmentNetTablesProperty and Equipment, Net (Tables)Tableshttp://www.instacart.com/role/PropertyandEquipmentNet30 falsefalseR31.htm9954476 - Disclosure - Goodwill and Intangible Assets, Net (Tables)Sheethttp://www.instacart.com/role/GoodwillandIntangibleAssetsNetTablesGoodwill and Intangible Assets, Net (Tables)Tableshttp://www.instacart.com/role/GoodwillandIntangibleAssetsNet31 falsefalseR32.htm9954477 - Disclosure - Accrued and Other Current Liabilities (Tables)Sheethttp://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesTablesAccrued and Other Current Liabilities (Tables)Tableshttp://www.instacart.com/role/AccruedandOtherCurrentLiabilities32 falsefalseR33.htm9954478 - Disclosure - Stockholders??? Equity (Tables)Sheethttp://www.instacart.com/role/StockholdersEquityTablesStockholders??? Equity (Tables)Tableshttp://www.instacart.com/role/StockholdersEquity33 falsefalseR34.htm9954479 - Disclosure - Net Income per Share Attributable to Common Stockholders (Tables)Sheethttp://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersTablesNet Income per Share Attributable to Common Stockholders (Tables)Tableshttp://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholders34 falsefalseR35.htm9954480 - Disclosure - Restructuring (Tables)Sheethttp://www.instacart.com/role/RestructuringTablesRestructuring (Tables)Tableshttp://www.instacart.com/role/Restructuring35 falsefalseR36.htm9954481 - Disclosure - Revenue - Reconciliation of Revenue from Segments to Consolidated (Details)Sheethttp://www.instacart.com/role/RevenueReconciliationofRevenuefromSegmentstoConsolidatedDetailsRevenue - Reconciliation of Revenue from Segments to Consolidated (Details)Details36 falsefalseR37.htm9954482 - Disclosure - Revenue - Revenue from External Customers by Geographic Areas (Details)Sheethttp://www.instacart.com/role/RevenueRevenuefromExternalCustomersbyGeographicAreasDetailsRevenue - Revenue from External Customers by Geographic Areas (Details)Details37 falsefalseR38.htm9954483 - Disclosure - Revenue - Narrative (Details)Sheethttp://www.instacart.com/role/RevenueNarrativeDetailsRevenue - Narrative (Details)Details38 falsefalseR39.htm9954484 - Disclosure - Revenue - Schedules of Concentration of Risk, by Risk Factor (Details)Sheethttp://www.instacart.com/role/RevenueSchedulesofConcentrationofRiskbyRiskFactorDetailsRevenue - Schedules of Concentration of Risk, by Risk Factor (Details)Details39 falsefalseR40.htm9954485 - Disclosure - Fair Value Measurements - Summary of Assets and Liabilities Measured at Fair Value (Details)Sheethttp://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetailsFair Value Measurements - Summary of Assets and Liabilities Measured at Fair Value (Details)Details40 falsefalseR41.htm9954486 - Disclosure - Investments - Amortized Cost Versus Fair Value (Details)Sheethttp://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetailsInvestments - Amortized Cost Versus Fair Value (Details)Details41 falsefalseR42.htm9954487 - Disclosure - Investments - Amortized Cost and Fair Value by Maturity Dates (Details)Sheethttp://www.instacart.com/role/InvestmentsAmortizedCostandFairValuebyMaturityDatesDetailsInvestments - Amortized Cost and Fair Value by Maturity Dates (Details)Details42 falsefalseR43.htm9954488 - Disclosure - Property and Equipment, Net - Property and Equipment, Net of Accumulated Depreciation and Amortization (Details)Sheethttp://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetailsProperty and Equipment, Net - Property and Equipment, Net of Accumulated Depreciation and Amortization (Details)Details43 falsefalseR44.htm9954489 - Disclosure - Property and Equipment, Net - Narrative (Details)Sheethttp://www.instacart.com/role/PropertyandEquipmentNetNarrativeDetailsProperty and Equipment, Net - Narrative (Details)Details44 falsefalseR45.htm9954490 - Disclosure - Goodwill and Intangible Assets, Net - Intangible Assets, Net (Details)Sheethttp://www.instacart.com/role/GoodwillandIntangibleAssetsNetIntangibleAssetsNetDetailsGoodwill and Intangible Assets, Net - Intangible Assets, Net (Details)Details45 falsefalseR46.htm9954491 - Disclosure - Goodwill and Intangible Assets, Net - Narrative (Details)Sheethttp://www.instacart.com/role/GoodwillandIntangibleAssetsNetNarrativeDetailsGoodwill and Intangible Assets, Net - Narrative (Details)Details46 falsefalseR47.htm9954492 - Disclosure - Goodwill and Intangible Assets, Net - Future Amortization (Details)Sheethttp://www.instacart.com/role/GoodwillandIntangibleAssetsNetFutureAmortizationDetailsGoodwill and Intangible Assets, Net - Future Amortization (Details)Details47 falsefalseR48.htm9954493 - Disclosure - Accrued and Other Current Liabilities (Details)Sheethttp://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetailsAccrued and Other Current Liabilities (Details)Details48 falsefalseR49.htm9954494 - Disclosure - Commitments and Contingencies (Details)Sheethttp://www.instacart.com/role/CommitmentsandContingenciesDetailsCommitments and Contingencies (Details)Detailshttp://www.instacart.com/role/CommitmentsandContingencies49 falsefalseR50.htm9954495 - Disclosure - Redeemable Convertible Preferred Stock - Narrative (Details)Sheethttp://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetailsRedeemable Convertible Preferred Stock - Narrative (Details)Details50 falsefalseR51.htm9954496 - Disclosure - Stockholders??? Equity - Narrative (Details)Sheethttp://www.instacart.com/role/StockholdersEquityNarrativeDetailsStockholders??? Equity - Narrative (Details)Details51 falsefalseR52.htm9954497 - Disclosure - Stockholders??? Equity - Schedule of Common Stock Reserved for Future Issuance (Details)Sheethttp://www.instacart.com/role/StockholdersEquityScheduleofCommonStockReservedforFutureIssuanceDetailsStockholders??? Equity - Schedule of Common Stock Reserved for Future Issuance (Details)Details52 falsefalseR53.htm9954498 - Disclosure - Stockholders??? Equity - Schedule of Stock Options Roll Forward (Details)Sheethttp://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetailsStockholders??? Equity - Schedule of Stock Options Roll Forward (Details)Details53 falsefalseR54.htm9954499 - Disclosure - Stockholders??? Equity - Schedule of Nonvested Restricted Stock Shares Activity (Details)Sheethttp://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockSharesActivityDetailsStockholders??? Equity - Schedule of Nonvested Restricted Stock Shares Activity (Details)Details54 falsefalseR55.htm9954500 - Disclosure - Stockholders??? Equity - Schedule of Nonvested Restricted Stock Units Activity (Details)Sheethttp://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockUnitsActivityDetailsStockholders??? Equity - Schedule of Nonvested Restricted Stock Units Activity (Details)Details55 falsefalseR56.htm9954501 - Disclosure - Stockholders??? Equity - Share-Based Payment Arrangement, Expensed and

Capitalized, Amount (Details)Sheethttp://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetailsStockholders??? Equity - Share-Based Payment Arrangement, Expensed and Capitalized, Amount (Details)Details56 falsefalseR57.htm9954502 - Disclosure - Income Taxes (Details)Sheethttp://www.instacart.com/role/IncomeTaxesDetailsIncome Taxes (Details)Detailshttp://www.instacart.com/role/IncomeTaxes57 falsefalseR58.htm9954503 - Disclosure - Net Income per Share Attributable to Common Stockholders - Computation of Basic and Diluted (Details)Sheethttp://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetailsNet Income per Share Attributable to Common Stockholders - Computation of Basic and Diluted (Details)Details58 falsefalseR59.htm9954504 - Disclosure - Net Income per Share Attributable to Common Stockholders - Anti-dilutive (Details)Sheethttp://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersAntidilutiveDetailsNet Income per Share Attributable to Common Stockholders - Anti-dilutive (Details)Details59 falsefalseR60.htm9954505 - Disclosure - Related Party Transactions (Details)Sheethttp://www.instacart.com/role/RelatedPartyTransactionsDetailsRelated Party Transactions (Details)Detailshttp://www.instacart.com/role/RelatedPartyTransactions60 falsefalseR61.htm9954506 - Disclosure - Restructuring - Narrative (Details)Sheethttp://www.instacart.com/role/RestructuringNarrativeDetailsRestructuring - Narrative (Details)Details61 falsefalseR62.htm9954507 - Disclosure - Restructuring - Schedule of Restructuring and Related Costs (Details)Sheethttp://www.instacart.com/role/RestructuringScheduleofRestructuringandRelatedCostsDetailsRestructuring - Schedule of Restructuring and Related Costs (Details)Details62 falsefalseR63.htm9954508 - Disclosure - Subsequent Events (Details)Sheethttp://www.instacart.com/role/SubsequentEventsDetailsSubsequent Events (Details)Detailshttp://www.instacart.com/role/SubsequentEvents63 falsefalseAll ReportsBookAll Reports cart-20240930.htmcart-20240930.xsdcart-20240930_cal.xmlcart-20240930_def.xmlcart-20240930_lab.xmlcart-20240930_pre.xml cart-20240930_g1.jpg http://fasb.org/srt/2024http://fasb.org/us-gaap/2024http://xbrl.sec.gov/dei/2024http://xbrl.sec.gov/ecd/2024truetrue JSON 82 MetaLinks.json IDEA: XBRL DOCUMENT { "version": "2.2", "instance": { "cart-20240930.htm": { "nsprefix": "cart", "nsuri": "http://www.instacart.com/20240930", "dts": { "inline": { "local": ["cart-20240930.htm"] }, "schema": { "local": ["cart-20240930.xsd"], "remote": ["http://www.xbrl.org/2003/xbrl-instance-2003-12-31.xsd", "http://www.xbrl.org/2003/xbrl-linkbase-2003-12-31.xsd", "http://www.xbrl.org/2003/xl-2003-12-31.xsd", "http://www.xbrl.org/2003/xlink-2003-12-31.xsd", "http://www.xbrl.org/2005/xbrldt-2005.xsd", "http://www.xbrl.org/2006/ref-2006-02-27.xsd", "http://www.xbrl.org/lrr/role/negated-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/net-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/reference-2009-12-16.xsd", "https://www.xbrl.org/2020/extensible-enumerations-2.0.xsd", "https://www.xbrl.org/dtr/type/2020-01-21/types.xsd", "https://www.xbrl.org/dtr/type/2022-03-31/types.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-2024.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-roles-2024.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-types-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-gaap-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-roles-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-types-2024.xsd", "https://xbrl.sec.gov/country/2024/country-2024.xsd", "https://xbrl.sec.gov/dei/2024/dei-2024.xsd", "https://xbrl.sec.gov/ecd/2024/ecd-2024.xsd", "https://xbrl.sec.gov/stpr/2024/stpr-2024.xsd"] }, "calculationLink": { "local": ["cart-20240930_cal.xml"] }, "definitionLink": { "local": ["cart-20240930_def.xml"] }, "labelLink": { "local": ["cart-20240930_lab.xml"] }, "presentationLink": { "local": ["cart-20240930_pre.xml"] } }, "keyStandard": 274, "keyCustom": 34, "axisStandard": 25, "axisCustom": 1, "memberStandard": 42, "memberCustom": 19, "hidden": { "total": 6, "http://xbrl.sec.gov/dei/2024": 5, "http://xbrl.sec.gov/ecd/2024": 1 }, "contextCount": 317, "entityCount": 1, "segmentCount": 66, "elementCount": 589, "unitCount": 6, "baseTaxonomies": { "http://fasb.org/us-gaap/2024": 963, "http://xbrl.sec.gov/dei/2024": 30, "http://xbrl.sec.gov/ecd/2024": 12, "http://fasb.org/srt/2024": 4 }, "report": { "R1": { "role": "http://www.instacart.com/role/Cover", "longName": "0000001 - Document - Cover", "shortName": "Cover", "isDefault": "true", "groupType": "document", "subGroupType": "", "menuCat": "Cover", "order": "1", "firstAnchor": { "contextRef": "c-1", "name": "dei:DocumentType", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "dei:DocumentType", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R2": { "role": "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets", "longName": "9952151 - Statement - Condensed Consolidated Balance Sheets", "shortName": "Condensed Consolidated Balance Sheets", "isDefault": "false", "groupType": "statement", "subGroupType": "", "menuCat": "Statements", "order": "2", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:CashAndCashEquivalentsAtCarryingValue", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-4", "name": "us-gaap:MarketableSecuritiesCurrent", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "unique": true } }, "R3": { "role": "http://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParenthetical", "longName": "9952152 - Statement - Condensed Consolidated Balance Sheets (Parenthetical)", "shortName": "Condensed Consolidated Balance Sheets (Parenthetical)", "isDefault": "false", "groupType": "statement", "subGroupType": "parenthetical", "menuCat": "Statements", "order": "3", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:AllowanceForDoubtfulAccountsReceivableCurrent", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "div", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-4", "name": "us-gaap:AllowanceForDoubtfulAccountsReceivableCurrent", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "div", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R4": { "role": "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations", "longName": "9952153 - Statement - Condensed Consolidated Statements of Operations", "shortName": "Condensed Consolidated Statements of Operations", "isDefault": "false", "groupType": "statement", "subGroupType": "", "menuCat": "Statements", "order": "4", "firstAnchor": { "contextRef": "c-8", "name": "us-gaap:RevenueFromContractWithCustomerExcludingAssessedTax", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:RevenueFromExternalCustomersByGeographicAreasTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-8", "name": "us-gaap:CostOfGoodsAndServicesSold", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "unique": true } }, "R5": { "role": "http://www.instacart.com/role/CondensedConsolidatedStatementsofComprehensiveIncomeLoss", "longName": "9952154 - Statement - Condensed Consolidated Statements of Comprehensive Income (Loss)", "shortName": "Condensed Consolidated Statements of Comprehensive Income (Loss)", "isDefault": "false", "groupType": "statement", "subGroupType": "", "menuCat": "Statements", "order": "5", "firstAnchor": { "contextRef": "c-8", "name": "us-gaap:NetIncomeLoss", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-8", "name": "us-gaap:OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "unique": true } }, "R6": { "role": "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit", "longName": "9952155 - Statement - Condensed Consolidated Statements of Redeemable Convertible Preferred Stock and Stockholders\u2019 Equity (Deficit)", "shortName": "Condensed Consolidated Statements of Redeemable Convertible Preferred Stock and Stockholders\u2019 Equity (Deficit)", "isDefault": "false", "groupType": "statement", "subGroupType": "", "menuCat": "Statements", "order": "6", "firstAnchor": { "contextRef": "c-10", "name": "us-gaap:TemporaryEquitySharesOutstanding", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-17", "name": "us-gaap:StockIssuedDuringPeriodSharesShareBasedCompensation", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "unique": true } }, "R7": { "role": "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows", "longName": "9952156 - Statement - Condensed Consolidated Statements of Cash Flows", "shortName": "Condensed Consolidated Statements of Cash Flows", "isDefault": "false", "groupType": "statement", "subGroupType": "", "menuCat": "Statements", "order": "7", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:NetIncomeLoss", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:ShareBasedCompensation", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "unique": true } }, "R8": { "role": "http://www.instacart.com/role/Business", "longName": "9952157 - Disclosure - Business", "shortName": "Business", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "8", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R9": { "role": "http://www.instacart.com/role/SignificantAccountingPolicies", "longName": "9952158 - Disclosure - Significant Accounting Policies", "shortName": "Significant Accounting Policies", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "9", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:SignificantAccountingPoliciesTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:SignificantAccountingPoliciesTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R10": { "role": "http://www.instacart.com/role/Revenue", "longName": "9952159 - Disclosure - Revenue", "shortName": "Revenue", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "10", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:RevenueFromContractWithCustomerTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:RevenueFromContractWithCustomerTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R11": { "role": "http://www.instacart.com/role/FairValueMeasurements", "longName": "9952160 - Disclosure - Fair Value Measurements", "shortName": "Fair Value Measurements", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "11", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:FairValueDisclosuresTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:FairValueDisclosuresTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R12": { "role": "http://www.instacart.com/role/Investments", "longName": "9952161 - Disclosure - Investments", "shortName": "Investments", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "12", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:InvestmentsInDebtAndMarketableEquitySecuritiesAndCertainTradingAssetsDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:InvestmentsInDebtAndMarketableEquitySecuritiesAndCertainTradingAssetsDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R13": { "role": "http://www.instacart.com/role/PropertyandEquipmentNet", "longName": "9952162 - Disclosure - Property and Equipment, Net", "shortName": "Property and Equipment, Net", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "13", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:PropertyPlantAndEquipmentDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:PropertyPlantAndEquipmentDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R14": { "role": "http://www.instacart.com/role/GoodwillandIntangibleAssetsNet", "longName": "9952163 - Disclosure - Goodwill and Intangible Assets, Net", "shortName": "Goodwill and Intangible Assets, Net", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "14", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:GoodwillAndIntangibleAssetsDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:GoodwillAndIntangibleAssetsDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R15": { "role": "http://www.instacart.com/role/AccruedandOtherCurrentLiabilities", "longName": "9952164 - Disclosure - Accrued and Other Current Liabilities", "shortName": "Accrued and Other Current Liabilities", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "15", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:AccountsPayableAndAccruedLiabilitiesDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:AccountsPayableAndAccruedLiabilitiesDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R16": { "role": "http://www.instacart.com/role/CommitmentsandContingencies", "longName": "9952165 - Disclosure - Commitments and Contingencies", "shortName": "Commitments and Contingencies", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "16", "firstAnchor": { "contextRef": "c-1", "name": "us-

gaap:CommitmentsAndContingenciesDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:CommitmentsAndContingenciesDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R17": { "role": "http://www.instacart.com/role/RedeemableConvertiblePreferredStock", "longName": "9952166 - Disclosure - Redeemable Convertible Preferred Stock", "shortName": "Redeemable Convertible Preferred Stock", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "17", "firstAnchor": { "contextRef": "c-1", "name": "cart:TemporaryEquityDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "cart:TemporaryEquityDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R18": { "role": "http://www.instacart.com/role/StockholdersEquity", "longName": "9952167 - Disclosure - Stockholders\u2019 Equity", "shortName": "Stockholders\u2019 Equity", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "18", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:ShareholdersEquityAndShareBasedPaymentsTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:ShareholdersEquityAndShareBasedPaymentsTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R19": { "role": "http://www.instacart.com/role/IncomeTaxes", "longName": "9952168 - Disclosure - Income Taxes", "shortName": "Income Taxes", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "19", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:IncomeTaxDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:IncomeTaxDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } } }, "R20": { "role": "http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholders", "longName": "9952169 - Disclosure - Net Income per Share Attributable to Common Stockholders", "shortName": "Net Income per Share Attributable to Common Stockholders", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "20", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:EarningsPerShareTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:EarningsPerShareTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R21": { "role": "http://www.instacart.com/role/RelatedPartyTransactions", "longName": "9952170 - Disclosure - Related Party Transactions", "shortName": "Related Party Transactions", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "21", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:RelatedPartyTransactionsDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:RelatedPartyTransactionsDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R22": { "role": "http://www.instacart.com/role/Restructuring", "longName": "9952171 - Disclosure - Restructuring", "shortName": "Restructuring", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "22", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:RestructuringAndRelatedActivitiesDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:RestructuringAndRelatedActivitiesDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R23": { "role": "http://www.instacart.com/role/SubsequentEvents", "longName": "9952172 - Disclosure - Subsequent Events", "shortName": "Subsequent Events", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "23", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:SubsequentEventsTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:SubsequentEventsTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R24": { "role": "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "longName": "995410 - Disclosure - Pay vs Performance Disclosure", "shortName": "Pay vs Performance Disclosure", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "24", "firstAnchor": { "contextRef": "c-8", "name": "us-gaap:NetIncomeLoss", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true }, "uniqueAnchor": null }, "R25": { "role": "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements", "longName": "995445 - Disclosure - Insider Trading Arrangements", "shortName": "Insider Trading Arrangements", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "25", "firstAnchor": { "contextRef": "c-8", "name": "ecd:NonRule10b51ArrAdoptedFlag", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-8", "name": "ecd:NonRule10b51ArrAdoptedFlag", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R26": { "role": "http://www.instacart.com/role/SignificantAccountingPoliciesPolicies", "longName": "9954471 - Disclosure - Significant Accounting Policies (Policies)", "shortName": "Significant Accounting Policies (Policies)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "policies", "menuCat": "Policies", "order": "26", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:BasisOfAccountingPolicyPolicyTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:SignificantAccountingPoliciesTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:BasisOfAccountingPolicyPolicyTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:SignificantAccountingPoliciesTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R27": { "role": "http://www.instacart.com/role/RevenueTables", "longName": "9954472 - Disclosure - Revenue (Tables)", "shortName": "Revenue (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "27", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:ReconciliationOfRevenueFromSegmentsToConsolidatedTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "us-gaap:RevenueFromContractWithCustomerTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:ReconciliationOfRevenueFromSegmentsToConsolidatedTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "us-gaap:RevenueFromContractWithCustomerTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R28": { "role": "http://www.instacart.com/role/FairValueMeasurementsTables", "longName": "9954473 - Disclosure - Fair Value Measurements (Tables)", "shortName": "Fair Value Measurements (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "28", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:FairValueDisclosuresTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:FairValueDisclosuresTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R29": { "role": "http://www.instacart.com/role/InvestmentsTables", "longName": "9954474 - Disclosure - Investments (Tables)", "shortName": "Investments (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "29", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:DebtSecuritiesAvailableForSaleTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:InvestmentsInDebtAndMarketableEquitySecuritiesAndCertainTradingAssetsDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:DebtSecuritiesAvailableForSaleTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:InvestmentsInDebtAndMarketableEquitySecuritiesAndCertainTradingAssetsDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R30": { "role": "http://www.instacart.com/role/PropertyandEquipmentNetTables", "longName": "9954475 - Disclosure - Property and Equipment, Net (Tables)", "shortName": "Property and Equipment, Net (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "30", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:PropertyPlantAndEquipmentTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:PropertyPlantAndEquipmentDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:PropertyPlantAndEquipmentTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:PropertyPlantAndEquipmentDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R31": { "role": "http://www.instacart.com/role/GoodwillandIntangibleAssetsNetTables", "longName": "9954476 - Disclosure - Goodwill and Intangible Assets, Net (Tables)", "shortName": "Goodwill and Intangible Assets, Net (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "31", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:ScheduleOfAcquiredIndefiniteLivedIntangibleAssetsByMajorClassTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:GoodwillAndIntangibleAssetsDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:ScheduleOfAcquiredIndefiniteLivedIntangibleAssetsByMajorClassTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:GoodwillAndIntangibleAssetsDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R32": { "role": "http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesTables", "longName": "9954477 - Disclosure - Accrued and Other Current Liabilities (Tables)", "shortName": "Accrued and Other Current Liabilities (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "32", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:ScheduleOfAccountsPayableAndAccruedLiabilitiesTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:AccountsPayableAndAccruedLiabilitiesDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:ScheduleOfAccountsPayableAndAccruedLiabilitiesTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:AccountsPayableAndAccruedLiabilitiesDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R33": { "role": "http://www.instacart.com/role/StockholdersEquityTables", "longName": "9954478 - Disclosure - Stockholders\u2019 Equity (Tables)", "shortName": "Stockholders\u2019 Equity (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "33", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:ScheduleOfStockByClassTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:ShareholdersEquityAndShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:ScheduleOfStockByClassTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:ShareholdersEquityAndShareBasedPaymentsTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R34": { "role": "http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersTables", "longName": "9954479 - Disclosure - Net Income per Share Attributable to Common Stockholders (Tables)", "shortName": "Net Income per Share Attributable to Common Stockholders (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "34", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R35": { "role": "http://www.instacart.com/role/RestructuringTables", "longName": "9954480 - Disclosure - Restructuring (Tables)", "shortName": "Restructuring (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "35", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:ScheduleOfRestructuringAndRelatedCostsTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:RestructuringAndRelatedActivitiesDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:ScheduleOfRestructuringAndRelatedCostsTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["us-gaap:RestructuringAndRelatedActivitiesDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R36": { "role": "http://www.instacart.com/role/RevenueReconciliationofRevenuefromSegmentstoConsolidatedDetails", "longName": "9954481 - Disclosure - Revenue - Reconciliation of Revenue from Segments to Consolidated (Details)", "shortName": "Revenue - Reconciliation of Revenue from Segments to Consolidated (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "36", "firstAnchor": { "contextRef": "c-8", "name": "us-gaap:RevenueFromContractWithCustomerExcludingAssessedTax", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:RevenueFromExternalCustomersByGeographicAreasTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-93", "name": "us-

gaap:RevenueFromContractWithCustomerExcludingAssessedTax", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "ix:continuation", "us-gaap:RevenueFromContractWithCustomerTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "unique": true } }, "R37": { "role": "http://www.instacart.com/role/RevenueRevenuefromExternalCustomersbyGeographicAreasDetails", "longName": "9954482 - Disclosure - Revenue - Revenue from External Customers by Geographic Areas (Details)", "shortName": "Revenue - Revenue from External Customers by Geographic Areas (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "37", "firstAnchor": { "contextRef": "c-8", "name": "us-gaap:RevenueFromContractWithCustomerExcludingAssessedTax", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:RevenueFromExternalCustomersByGeographicAreasTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-101", "name": "us-gaap:RevenueFromContractWithCustomerExcludingAssessedTax", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:RevenueFromExternalCustomersByGeographicAreasTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "unique": true } }, "R38": { "role": "http://www.instacart.com/role/RevenueNarrativeDetails", "longName": "9954483 - Disclosure - Revenue - Narrative (Details)", "shortName": "Revenue - Narrative (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "38", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:ContractWithCustomerLiabilityRevenueRecognized", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:ContractWithCustomerLiabilityRevenueRecognized", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R39": { "role": "http://www.instacart.com/role/RevenueSchedulesofConcentrationofRiskbyRiskFactorDetails", "longName": "9954484 - Disclosure - Revenue - Schedules of Concentration of Risk, by Risk Factor (Details)", "shortName": "Revenue - Schedules of Concentration of Risk, by Risk Factor (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "39", "firstAnchor": { "contextRef": "c-108", "name": "us-gaap:ConcentrationRiskPercentage1", "unitRef": "number", "xsiNil": "false", "lang": "en-US", "decimals": "2", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:SchedulesOfConcentrationOfRiskByRiskFactorTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-108", "name": "us-gaap:ConcentrationRiskPercentage1", "unitRef": "number", "xsiNil": "false", "lang": "en-US", "decimals": "2", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:SchedulesOfConcentrationOfRiskByRiskFactorTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R40": { "role": "http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails", "longName": "9954485 - Disclosure - Fair Value Measurements - Summary of Assets and Liabilities Measured at Fair Value (Details)", "shortName": "Fair Value Measurements - Summary of Assets and Liabilities Measured at Fair Value (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "40", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:AvailableForSaleSecuritiesDebtSecurities", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:InvestmentsClassifiedByContractualMaturityDateTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-161", "name": "us-gaap:AvailableForSaleSecuritiesDebtSecurities", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "ix:continuation", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "unique": true } }, "R41": { "role": "http://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetails", "longName": "9954486 - Disclosure - Investments - Amortized Cost Versus Fair Value (Details)", "shortName": "Investments - Amortized Cost Versus Fair Value (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "41", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:AvailableForSaleDebtSecuritiesAmortizedCostBasis", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:InvestmentsClassifiedByContractualMaturityDateTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-4", "name": "us-gaap:AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedGainBeforeTax", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "ix:continuation", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "unique": true } }, "R42": { "role": "http://www.instacart.com/role/InvestmentsAmortizedCostandFairValuebyMaturityDatesDetails", "longName": "9954487 - Disclosure - Investments - Amortized Cost and Fair Value by Maturity Dates (Details)", "shortName": "Investments - Amortized Cost and Fair Value by Maturity Dates (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "42", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearAmortizedCost", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:InvestmentsClassifiedByContractualMaturityDateTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-4", "name": "us-gaap:AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearAmortizedCost", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:InvestmentsClassifiedByContractualMaturityDateTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R43": { "role": "http://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetails", "longName": "9954488 - Disclosure - Property and Equipment, Net - Property and Equipment, Net of Accumulated Depreciation and Amortization (Details)", "shortName": "Property and Equipment, Net - Property and Equipment, Net of Accumulated Depreciation and Amortization (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "43", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:PropertyPlantAndEquipmentGross", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "ix:continuation", "div", "us-gaap:PropertyPlantAndEquipmentDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-4", "name": "us-gaap:PropertyPlantAndEquipmentGross", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "ix:continuation", "div", "us-gaap:PropertyPlantAndEquipmentDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R44": { "role": "http://www.instacart.com/role/PropertyandEquipmentNetNarrativeDetails", "longName": "9954489 - Disclosure - Property and Equipment, Net - Narrative (Details)", "shortName": "Property and Equipment, Net - Narrative (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "44", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:DepreciationDepletionAndAmortization", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-8", "name": "us-gaap:CapitalizedComputerSoftwarePeriodIncreaseDecrease", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "unique": true } }, "R45": { "role": "http://www.instacart.com/role/GoodwillandIntangibleAssetsNetIntangibleAssetsNetDetails", "longName": "9954490 - Disclosure - Goodwill and Intangible Assets, Net - Intangible Assets, Net (Details)", "shortName": "Goodwill and Intangible Assets, Net - Intangible Assets, Net (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "45", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:FiniteLivedIntangibleAssetsGross", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:ScheduleOfAcquiredIndefiniteLivedIntangibleAssetsByMajorClassTextBlock", "us-gaap:GoodwillAndIntangibleAssetsDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-4", "name": "us-gaap:FiniteLivedIntangibleAssetsGross", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:ScheduleOfAcquiredIndefiniteLivedIntangibleAssetsByMajorClassTextBlock", "us-gaap:GoodwillAndIntangibleAssetsDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R46": { "role": "http://www.instacart.com/role/GoodwillandIntangibleAssetsNetNarrativeDetails", "longName": "9954491 - Disclosure - Goodwill and Intangible Assets, Net - Narrative (Details)", "shortName": "Goodwill and Intangible Assets, Net - Narrative (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "46", "firstAnchor": { "contextRef": "c-8", "name": "us-gaap:AdjustmentForAmortization", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "div", "us-gaap:GoodwillAndIntangibleAssetsDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-8", "name": "us-gaap:AdjustmentForAmortization", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "div", "us-gaap:GoodwillAndIntangibleAssetsDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R47": { "role": "http://www.instacart.com/role/GoodwillandIntangibleAssetsNetFutureAmortizationDetails", "longName": "9954492 - Disclosure - Goodwill and Intangible Assets, Net - Future Amortization (Details)", "shortName": "Goodwill and Intangible Assets, Net - Future Amortization (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "47", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock", "us-gaap:GoodwillAndIntangibleAssetsDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-4", "name": "us-gaap:FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock", "us-gaap:GoodwillAndIntangibleAssetsDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R48": { "role": "http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails", "longName": "9954493 - Disclosure - Accrued and Other Current Liabilities (Details)", "shortName": "Accrued and Other Current Liabilities (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "48", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:LossContingencyAccrualCarryingValueCurrent", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:ScheduleOfAccountsPayableAndAccruedLiabilitiesTableTextBlock", "us-gaap:AccountsPayableAndAccruedLiabilitiesDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-4", "name": "us-gaap:LossContingencyAccrualCarryingValueCurrent", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:ScheduleOfAccountsPayableAndAccruedLiabilitiesTableTextBlock", "us-gaap:AccountsPayableAndAccruedLiabilitiesDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R49": { "role": "http://www.instacart.com/role/CommitmentsandContingenciesDetails", "longName": "9954494 - Disclosure - Commitments and Contingencies (Details)", "shortName": "Commitments and Contingencies (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "49", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:LesseeOperatingLeaseRenewalTerm", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "us-gaap:CommitmentsAndContingenciesDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-3", "name": "us-gaap:IncomeTaxExaminationPenaltiesAndInterestAccrued", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "div", "us-gaap:CommitmentsAndContingenciesDisclosureTextBlock", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "unique": true } }, "R50": { "role": "http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails", "longName": "9954495 - Disclosure - Redeemable Convertible Preferred Stock - Narrative (Details)", "shortName": "Redeemable Convertible Preferred Stock - Narrative (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "50", "firstAnchor": { "contextRef": "c-1", "name": "cart:VolumeWeightedAveragePriceMeasuringPeriod", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "cart:VolumeWeightedAveragePriceMeasuringPeriod", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R51": { "role": "http://www.instacart.com/role/StockholdersEquityNarrativeDetails", "longName": "9954496 - Disclosure - Stockholders\u2019 Equity - Narrative (Details)", "shortName": "Stockholders\u2019 Equity - Narrative (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "51", "firstAnchor": { "contextRef": "c-8", "name": "us-gaap:StockRepurchasedAndRetiredDuringPeriodValue", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisesInPeriodTotalIntrinsicValue", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cart-20240930.htm", "unique": true } }, "R52": { "role": "http://www.instacart.com/role/StockholdersEquityScheduleofCommonStockReservedforFutureIssuanceDetails", "longName": "9954497 - Disclosure - Stockholders\u2019 Equity - Schedule of Common Stock Reserved for Future Issuance (Details)", "shortName": "Stockholders\u2019 Equity - Schedule of Common Stock Reserved for Future Issuance (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "52", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:CommonStockCapitalSharesReservedForFutureIssuance", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr",

```
"table", "div", "us-gaap:ScheduleOfStockByClassTextBlock", "us-gaap:ShareholdersEquityAndShareBasedPaymentsTextBlock", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-4", "name": "us-gaap:CommonStockCapitalSharesReservedForFutureIssuance", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": [ "span", "td", "tr", "table", "div", "us-gaap:ScheduleOfStockByClassTextBlock", "us-gaap:ShareholdersEquityAndShareBasedPaymentsTextBlock", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R53": { "role": "http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails", "longName": "9954498 - Disclosure - Stockholders\u2019 Equity - Schedule of Stock Options Roll Forward (Details)", "shortName": "Stockholders\u2019 Equity - Schedule of Stock Options Roll Forward (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "53", "firstAnchor": { "contextRef": "c-3", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": [ "span", "td", "tr", "table", "div", "us-gaap:ScheduleOfStockOptionsRollForwardTableTextBlock", "ix:continuation", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": [ "span", "td", "tr", "table", "div", "us-gaap:ScheduleOfStockOptionsRollForwardTableTextBlock", "ix:continuation", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "unique": true } }, "R54": { "role": "http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockSharesActivityDetails", "longName": "9954499 - Disclosure - Stockholders\u2019 Equity - Schedule of Nonvested Restricted Stock Shares Activity (Details)", "shortName": "Stockholders\u2019 Equity - Schedule of Nonvested Restricted Stock Shares Activity (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "54", "firstAnchor": { "contextRef": "c-232", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": [ "span", "td", "tr", "table", "div", "us-gaap:NonvestedRestrictedStockSharesActivityTableTextBlock", "ix:continuation", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-232", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": [ "span", "td", "tr", "table", "div", "us-gaap:NonvestedRestrictedStockSharesActivityTableTextBlock", "ix:continuation", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R55": { "role": "http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockUnitsActivityDetails", "longName": "9954500 - Disclosure - Stockholders\u2019 Equity - Schedule of Nonvested Restricted Stock Units Activity (Details)", "shortName": "Stockholders\u2019 Equity - Schedule of Nonvested Restricted Stock Units Activity (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "55", "firstAnchor": { "contextRef": "c-221", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": [ "span", "td", "tr", "table", "div", "us-gaap:ScheduleOfNonvestedRestrictedStockUnitsActivityTableTextBlock", "ix:continuation", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-221", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": [ "span", "td", "tr", "table", "div", "us-gaap:ScheduleOfNonvestedRestrictedStockUnitsActivityTableTextBlock", "ix:continuation", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R56": { "role": "http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails", "longName": "9954501 - Disclosure - Stockholders\u2019 Equity - Share-Based Payment Arrangement, Expensed and Capitalized, Amount (Details)", "shortName": "Stockholders\u2019 Equity - Share-Based Payment Arrangement, Expensed and Capitalized, Amount (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "56", "firstAnchor": { "contextRef": "c-256", "name": "us-gaap:AllocatedShareBasedCompensationExpense", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": [ "span", "div", "us-gaap:ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "ix:continuation", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-256", "name": "us-gaap:SharesPaidForTaxWithholdingForShareBasedCompensation", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "0", "ancestors": [ "span", "div", "us-gaap:ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "ix:continuation", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "unique": true } }, "R57": { "role": "http://www.instacart.com/role/IncomeTaxesDetails", "longName": "9954502 - Disclosure - Income Taxes (Details)", "shortName": "Income Taxes (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "57", "firstAnchor": { "contextRef": "c-8", "name": "us-gaap:EffectiveIncomeTaxRateContinuingOperations", "unitRef": "number", "xsiNil": "false", "lang": "en-US", "decimals": "3", "ancestors": [ "span", "div", "us-gaap:IncomeTaxDisclosureTextBlock", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-8", "name": "us-gaap:EffectiveIncomeTaxRateContinuingOperations", "unitRef": "number", "xsiNil": "false", "lang": "en-US", "decimals": "3", "ancestors": [ "span", "div", "us-gaap:IncomeTaxDisclosureTextBlock", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R58": { "role": "http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails", "longName": "9954503 - Disclosure - Net Income per Share Attributable to Common Stockholders - Computation of Basic and Diluted (Details)", "shortName": "Net Income per Share Attributable to Common Stockholders - Computation of Basic and Diluted (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "58", "firstAnchor": { "contextRef": "c-8", "name": "us-gaap:NetIncomeLoss", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": [ "span", "td", "tr", "table", "div", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-259", "name": "us-gaap:IncrementalCommonSharesAttributableToShareBasedPaymentArrangements", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": [ "span", "td", "tr", "table", "div", "us-gaap:ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "ix:continuation", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "unique": true } }, "R59": { "role": "http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersAntidilutiveDetails", "longName": "9954504 - Disclosure - Net Income per Share Attributable to Common Stockholders - Anti-dilutive (Details)", "shortName": "Net Income per Share Attributable to Common Stockholders - Anti-dilutive (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "59", "firstAnchor": { "contextRef": "c-8", "name": "us-gaap:AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": [ "span", "td", "tr", "table", "div", "us-gaap:ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "ix:continuation", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-8", "name": "us-gaap:AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": [ "span", "td", "tr", "table", "div", "us-gaap:ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "ix:continuation", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R60": { "role": "http://www.instacart.com/role/RelatedPartyTransactionsDetails", "longName": "9954505 - Disclosure - Related Party Transactions (Details)", "shortName": "Related Party Transactions (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "60", "firstAnchor": { "contextRef": "c-8", "name": "us-gaap:OperatingExpenses", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": [ "span", "td", "tr", "table", "div", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-298", "name": "us-gaap:RelatedPartyTransactionAmountsOfTransaction", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": [ "span", "div", "us-gaap:RelatedPartyTransactionsDisclosureTextBlock", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "unique": true } }, "R61": { "role": "http://www.instacart.com/role/RestructuringNarrativeDetails", "longName": "9954506 - Disclosure - Restructuring - Narrative (Details)", "shortName": "Restructuring - Narrative (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "61", "firstAnchor": { "contextRef": "c-300", "name": "us-gaap:RestructuringAndRelatedCostNumberOfPositionsEliminated", "unitRef": "employee", "xsiNil": "false", "lang": "en-US", "decimals": "0", "ancestors": [ "span", "div", "us-gaap:RestructuringAndRelatedActivitiesDisclosureTextBlock", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-300", "name": "us-gaap:RestructuringAndRelatedCostNumberOfPositionsEliminated", "unitRef": "employee", "xsiNil": "false", "lang": "en-US", "decimals": "0", "ancestors": [ "span", "div", "us-gaap:RestructuringAndRelatedActivitiesDisclosureTextBlock", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R62": { "role": "http://www.instacart.com/role/RestructuringScheduleofRestructuringandRelatedCostsDetails", "longName": "9954507 - Disclosure - Restructuring - Schedule of Restructuring and Related Costs (Details)", "shortName": "Restructuring - Schedule of Restructuring and Related Costs (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "62", "firstAnchor": { "contextRef": "c-303", "name": "us-gaap:RestructuringCharges", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": [ "span", "div", "us-gaap:RestructuringAndRelatedActivitiesDisclosureTextBlock", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-303", "name": "us-gaap:RestructuringCharges", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-6", "ancestors": [ "span", "div", "us-gaap:RestructuringAndRelatedActivitiesDisclosureTextBlock", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } }, "R63": { "role": "http://www.instacart.com/role/SubsequentEventsDetails", "longName": "9954508 - Disclosure - Subsequent Events (Details)", "shortName": "Subsequent Events (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "63", "firstAnchor": { "contextRef": "c-312", "name": "us-gaap:SharePrice", "unitRef": "usdPerShare", "xsiNil": "false", "lang": "en-US", "decimals": "2", "ancestors": [ "span", "div", "ix:continuation", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-312", "name": "us-gaap:SharePrice", "unitRef": "usdPerShare", "xsiNil": "false", "lang": "en-US", "decimals": "2", "ancestors": [ "span", "div", "ix:continuation", "body", "html" ], "reportCount": 1, "baseRef": "cart-20240930.htm", "first": true, "unique": true } } }, "tag": { "cart_A2024RestructuringPlanMember": { "xbrltype": "domainItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "A2024RestructuringPlanMember", "presentation": [ "http://www.instacart.com/role/RestructuringNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "2024 Restructuring Plan", "label": "2024 Restructuring Plan [Member]", "documentation": "2024 Restructuring Plan" } } }, "auth_ref": [] }, "us-gaap_AccountingPoliciesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountingPoliciesAbstract", "lang": { "en-us": { "role": { "label": "Accounting Policies [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AccountsPayableAndAccruedLiabilitiesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableAndAccruedLiabilitiesDisclosureTextBlock", "presentation": [ "http://www.instacart.com/role/AccruedandOtherCurrentLiabilities" ], "lang": { "en-us": { "role": { "terseLabel": "Accrued and Other Current Liabilities", "label": "Accounts Payable and Accrued Liabilities Disclosure [Text Block]", "documentation": "The entire disclosure for accounts payable and accrued liabilities at the end of the reporting period." } } }, "auth_ref": [ "r57", "r59", "r62", "r975" ] }, "us-gaap_AccountsPayableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableCurrent", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets", "http://www.instacart.com/role/RelatedPartyTransactionsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Accounts payable", "label": "Accounts Payable, Current", "documentation": "Carrying 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)." } } }, "auth_ref": [ "r57", "r774" ] }, "us-gaap_AccountsReceivableMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableMember", "presentation": [ "http://www.instacart.com/role/RevenueSchedulesofConcentrationofRiskbyRiskFactorDetails" ], "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": [ "r718" ] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, net of allowance of $4 and $5, respectively", "label": "Accounts Receivable, after Allowance for Credit Loss, Current", "documentation": "Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current." } } }, "auth_ref": [ "r925" ] }, "us-gaap_AccruedAdvertisingCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedAdvertisingCurrent", "crdr": "credit", "calculation": { "http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 9.0 } }, "presentation": [ "http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Accrued advertising", "label": "Accrued Advertising, Current", "documentation": "Carrying value as of the balance sheet date of obligations incurred through that date and payable for advertising of the entity's goods and services. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": [ "r59" ] }, "us-gaap_AccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 1.0 },
```

```
"http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [
"http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails", "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role":
{ "terseLabel": "Accrued and other current liabilities", "totalLabel": "Total", "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": [ "r59" ] }, "us-gaap_AccruedProfessionalFeesCurrent": { "xbrltype": "monetaryItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "AccruedProfessionalFeesCurrent", "crdr": "credit", "calculation": {
"http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 5.0 } }, "presentation":
[ "http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Accrued professional, legal, and contractor services",
"label": "Accrued Professional Fees, Current", "documentation": "Carrying value as of the balance sheet date of obligations incurred through that date and payable for
professional fees, such as for legal and accounting services received. Used to reflect the current portion of the liabilities (due within one year or within the normal operating
cycle if longer)." } } }, "auth_ref": [ "r59" ] }, "cart_AccruedShopperAndMerchantLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri":
"http://www.instacart.com/20240930", "localname": "AccruedShopperAndMerchantLiabilityCurrent", "crdr": "credit", "calculation": {
"http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 3.0 } }, "presentation":
[ "http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Accrued shopper and merchant liability", "label":
"Accrued Shopper and Merchant Liability, Current", "documentation": "Accrued Shopper and Merchant Liability, Current" } } }, "auth_ref": [] }, "us-
gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024",
"localname": "AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment", "crdr": "credit", "calculation": {
"http://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetails": { "parentTag": "us-
gaap_PropertyPlantAndEquipmentNet", "weight": -1.0, "order": 2.0 } }, "presentation": [
"http://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetails" ], "lang": { "en-us": { "role": {
"negatedTerseLabel": "Less: accumulated depreciation and amortization", "label": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment",
"documentation": "Amount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and
services." } } }, "auth_ref": [ "r36", "r167", "r588" ] }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "calculation": {
"http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Accumulated other comprehensive income", "label":
"Accumulated Other Comprehensive Income (Loss), Net of Tax", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other
event and circumstance from nonowner source." } } }, "auth_ref": [ "r15", "r16", "r73", "r175", "r584", "r613", "r614" ] }, "us-
gaap_AccumulatedOtherComprehensiveIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"AccumulatedOtherComprehensiveIncomeMember", "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": {
"terseLabel": "Accumulated Other Comprehensive Income (Loss)", "label": "AOCI Attributable to Parent [Member]", "documentation": "Accumulated increase (decrease) in
equity from transactions and other events and circumstances from non-owner sources, attributable to the parent. Excludes net income (loss), and accumulated changes in
equity from transactions resulting from investments by owners and distributions to owners." } } }, "auth_ref": [ "r1", "r9", "r16", "r446", "r449", "r491", "r609", "r610", "r904",
"r905", "r906", "r914", "r915", "r916", "r917" ] }, "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": [ "r840" ] }, "us-gaap_AdditionalPaidInCapital": { "xbrltype": "monetaryItemType",
"nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapital", "crdr": "credit", "calculation": {
"http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "label": "Additional Paid in
Capital", "documentation": "Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not
limited to, additional paid-in capital (APIC) for common and preferred stock." } } }, "auth_ref": [ "r68", "r774", "r1034" ] }, "us-gaap_AdditionalPaidInCapitalMember": {
"xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "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": [ "r629", "r914", "r915", "r916", "r917", "r977",
"r1035" ] }, "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": [ "r853" ] }, "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": [ "r853" ] }, "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": [ "r853" ] },
"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": [ "r853" ] }, "us-gaap_AdjustmentForAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "AdjustmentForAmortization", "crdr": "debit", "presentation": [ "http://www.instacart.com/role/GoodwillandIntangibleAssetsNetNarrativeDetails" ],
"lang": { "en-us": { "role": { "terseLabel": "Amortization", "label": "Amortization", "documentation": "The aggregate amount of recurring noncash expense charged against
earnings in the period to allocate the cost of assets over their estimated remaining economic lives." } } }, "auth_ref": [ "r7" ] }, "us-
gaap_AdjustmentsRelatedToTaxWithholdingForShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"AdjustmentsRelatedToTaxWithholdingForShareBasedCompensation", "crdr": "debit", "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": {
"negatedTerseLabel": "Common stock withheld or cancelled for tax obligation and net settlement", "label": "Share-Based Payment Arrangement, Decrease for Tax Withholding
Obligation", "documentation": "Amount of decrease to equity for grantee's tax withholding obligation for award under share-based payment arrangement." } } }, "auth_ref": [] },
"us-gaap_AdjustmentsToAdditionalPaidInCapitalIncreaseInCarryingAmountOfRedeemablePreferredStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalIncreaseInCarryingAmountOfRedeemablePreferredStock", "crdr": "debit", "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": {
"negatedTerseLabel": "Accretion of Series A redeemable convertible preferred stock", "label": "Adjustments to Additional Paid in Capital, Increase in Carrying Amount of
Redeemable Preferred Stock", "documentation": "Amount of decrease (increase) in additional paid in capital (APIC) for the increase in carrying amount of redeemable
preferred stock." } } }, "auth_ref": [ "r10", "r97", "r101" ] }, "us-
gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue": { "xbrltype": "monetaryItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue", "crdr": "credit",
"presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us":
{ "role": { "terseLabel": "Stock-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": [ "r47", "r48", "r379" ] }, "us-
gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024",
"localname": "AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Adjustments to reconcile net income (loss) to net
cash provided by operating activities:", "label": "Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract]" } } }, "auth_ref": [] },
"cart_AdvancesFromPaymentCardIssuerCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://www.instacart.com/20240930", "localname":
"AdvancesFromPaymentCardIssuerCurrent", "crdr": "credit", "calculation": { "http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails": { "parentTag": "us-
gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails" ], "lang": { "en-
us": { "role": { "terseLabel": "Advances from payment card issuer", "label": "Advances From Payment Card Issuer, Current", "documentation": "Advances From Payment Card
Issuer, Current" } } }, "auth_ref": [] }, "cart_AdvertisingAndOtherMember": { "xbrltype": "domainItemType", "nsuri": "http://www.instacart.com/20240930", "localname":
"AdvertisingAndOtherMember", "presentation": [ "http://www.instacart.com/role/RevenueReconciliationofRevenuefromSegmentstoConsolidatedDetails" ], "lang": { "en-us": {
"role": { "terseLabel": "Advertising and other", "label": "Advertising And Other [Member]", "documentation": "Advertising And Other" } } }, "auth_ref": [] },
"ecd_AggtChngPnsnValInSummryCompstnTblForAplblYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname":
"AggtChngPnsnValInSummryCompstnTblForAplblYrMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel":
"Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table", "label": "Aggregate Change in Present Value of
Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member]" } } }, "auth_ref": [ "r886" ] }, "ecd_AggtErrCompAmt": { "xbrltype":
"monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AggtErrCompAmt", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang": {
"en-us": { "role": { "terseLabel": "Aggregate Erroneous Compensation Amount", "label": "Aggregate Erroneous Compensation Amount" } } }, "auth_ref": [ "r812", "r822",
"r832", "r864" ] }, "ecd_AggtErrCompNotYetDeterminedTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname":
"AggtErrCompNotYetDeterminedTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Aggregate
Erroneous Compensation Not Yet Determined", "label": "Aggregate Erroneous Compensation Not Yet Determined [Text Block]" } } }, "auth_ref": [ "r815", "r825", "r835",
"r867" ] }, "ecd_AggtPnsnAdjsSvcCstMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AggtPnsnAdjsSvcCstMember",
"presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Aggregate Pension Adjustments Service Cost", "label": "Aggregate
Pension Adjustments Service Cost [Member]" } } }, "auth_ref": [ "r887" ] }, "cart_AlanRamsayMember": { "xbrltype": "domainItemType", "nsuri":
"http://www.instacart.com/20240930", "localname": "AlanRamsayMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements" ], "lang": { "en-us": {
"role": { "label": "Alan Ramsay [Member]", "documentation": "Alan Ramsay" } } }, "auth_ref": [] }, "cart_AlanRamsayTradingArrangementCommonStockMember": { "xbrltype":
"domainItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "AlanRamsayTradingArrangementCommonStockMember", "presentation": [
"http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements" ], "lang": { "en-us": { "role": { "label": "Alan Ramsay Trading Arrangement, Common Stock [Member]",
"documentation": "Alan Ramsay Trading Arrangement, Common Stock" } } }, "auth_ref": [] },
"cart_AlanRamsayTradingArrangementCommonStockSubjectToRestrictedStockUnitsPreviouslyAwardedMember": { "xbrltype": "domainItemType", "nsuri":
"http://www.instacart.com/20240930", "localname": "AlanRamsayTradingArrangementCommonStockSubjectToRestrictedStockUnitsPreviouslyAwardedMember",
"presentation": [ "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements" ], "lang": { "en-us": { "role": { "label": "Alan Ramsay Trading Arrangement, Common Stock Subject
To Restricted Stock Units Previously Awarded [Member]", "documentation": "Alan Ramsay Trading Arrangement, Common Stock Subject To Restricted Stock Units Previously
Awarded" } } }, "auth_ref": [] }, "ecd_AllAdjToCompMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AllAdjToCompMember",
"presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "All Adjustments to Compensation", "label": "All Adjustments to
Compensation [Member]" } } }, "auth_ref": [ "r853" ] }, "ecd_AllExecutiveCategoriesMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024",
"localname": "AllExecutiveCategoriesMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "All Executive
Categories", "label": "All Executive Categories [Member]" } } }, "auth_ref": [ "r860" ] }, "ecd_AllIndividualsMember": { "xbrltype": "domainItemType", "nsuri":
"http://xbrl.sec.gov/ecd/2024", "localname": "AllIndividualsMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure",
```

```
"http://xbrl.sec.gov/ecd/role/ErrCompDisclosure", "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements", "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "All Individuals", "label": "All Individuals [Member]" } } }, "auth_ref": [ "r816", "r826", "r836", "r860", "r868", "r872", "r880" ] }, "ecd_AllTradingArrangementsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AllTradingArrangementsMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements" ], "lang": { "en-us": { "role": { "terseLabel": "All Trading Arrangements", "label": "All Trading Arrangements [Member]" } } }, "auth_ref": [ "r878" ] }, "us-gaap_AllocatedShareBasedCompensationExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllocatedShareBasedCompensationExpense", "crdr": "debit", "presentation": [ "http://www.instacart.com/role/RestructuringNarrativeDetails", "http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Total stock-based compensation expense", "label": "Share-Based Payment Arrangement, Expense", "documentation": "Amount of expense for award under share-based payment arrangement. Excludes amount capitalized." } } }, "auth_ref": [ "r408", "r412" ] }, "us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllowanceForDoubtfulAccountsReceivableCurrent", "crdr": "credit", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParenthetical" ], "lang": { "en-us": { "role": { "terseLabel": "Account receivable, net of allowance", "label": "Accounts Receivable, Allowance for Credit Loss, Current", "documentation": "Amount of allowance for credit loss on accounts receivable, classified as current." } } }, "auth_ref": [ "r176", "r252", "r288" ] }, "dei_AmendmentFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AmendmentFlag", "presentation": [ "http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Amendment Flag", "label": "Amendment Flag", "documentation": "Boolean flag that is true when the XBRL content amends previously-filed or accepted submission." } } }, "auth_ref": [] }, "cart_AntidilutiveSecuritiesConditionAxis": { "xbrltype": "stringItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "AntidilutiveSecuritiesConditionAxis", "presentation": [ "http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersAntidilutiveDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities, Condition [Axis]", "label": "Antidilutive Securities, Condition [Axis]", "documentation": "Antidilutive Securities, Condition" } } }, "auth_ref": [] }, "cart_AntidilutiveSecuritiesConditionDomain": { "xbrltype": "domainItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "AntidilutiveSecuritiesConditionDomain", "presentation": [ "http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersAntidilutiveDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities, Condition [Domain]", "label": "Antidilutive Securities, Condition [Domain]", "documentation": "Antidilutive Securities, Condition [Domain]" } } }, "auth_ref": [] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": [ "http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersAntidilutiveDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive securities excluded from computation (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": [ "r231" ] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis", "presentation": [ "http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersAntidilutiveDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities [Axis]", "label": "Antidilutive Securities [Axis]", "documentation": "Information by type of antidilutive security." } } }, "auth_ref": [ "r25" ] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems", "presentation": [ "http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersAntidilutiveDetails" ], "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://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersAntidilutiveDetails" ], "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": [ "r25" ] }, "us-gaap_Assets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Assets", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "totalLabel": "Total assets", "label": "Assets", "documentation": "Amount of asset recognized for present right to economic benefit." } } }, "auth_ref": [ "r109", "r118", "r171", "r195", "r235", "r239", "r245", "r246", "r285", "r334", "r335", "r336", "r337", "r338", "r339", "r340", "r341", "r342", "r441", "r443", "r477", "r578", "r666", "r740", "r741", "r774", "r803", "r968", "r969", "r989" ] }, "us-gaap_AssetsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetsAbstract", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "ASSETS", "label": "Assets [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetsCurrent", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 4.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "totalLabel": "Total current assets", "label": "Assets, Current", "documentation": "Amount of asset recognized for present right to economic benefit, classified as current." } } }, "auth_ref": [ "r163", "r177", "r195", "r285", "r334", "r335", "r336", "r337", "r338", "r339", "r340", "r341", "r342", "r441", "r443", "r477", "r774", "r968", "r969", "r989" ] }, "us-gaap_AssetsCurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetsCurrentAbstract", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Current assets:", "label": "Assets, Current [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedGainBeforeTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedGainBeforeTax", "crdr": "credit", "calculation": { "http://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetails": { "parentTag": "us-gaap_AvailableForSaleSecuritiesDebtSecurities", "weight": -1.0, "order": 1.0 } }, "presentation": [ "http://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Gross Unrealized Gains", "label": "Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Gain, before Tax", "documentation": "Amount, before tax, of unrealized gain in accumulated other comprehensive income (AOCI) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": [ "r259" ] }, "us-gaap_AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedLossBeforeTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedLossBeforeTax", "crdr": "debit", "calculation": { "http://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetails": { "parentTag": "us-gaap_AvailableForSaleSecuritiesDebtSecurities", "weight": 1.0, "order": 3.0 } }, "presentation": [ "http://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetails" ], "lang": { "en-us": { "role": { "negatedTerseLabel": "Gross Unrealized Losses", "label": "Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Loss, before Tax", "documentation": "Amount, before tax, of unrealized loss in accumulated other comprehensive income (AOCI) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": [ "r260" ] }, "us-gaap_AvailableForSaleDebtSecuritiesAmortizedCostBasis": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleDebtSecuritiesAmortizedCostBasis", "crdr": "debit", "calculation": { "http://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetails": { "parentTag": "us-gaap_AvailableForSaleSecuritiesDebtSecurities", "weight": 1.0, "order": 2.0 }, "http://www.instacart.com/role/InvestmentsAmortizedCostandFairValuebyMaturityDatesDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [ "http://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetails", "http://www.instacart.com/role/InvestmentsAmortizedCostandFairValuebyMaturityDatesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Amortized Cost", "totalLabel": "Total", "label": "Debt Securities, Available-for-Sale, Amortized Cost", "documentation": "Amortized cost of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": [ "r256", "r295", "r577" ] }, "us-gaap_AvailableForSaleSecuritiesDebtMaturitiesSingleMaturityDateAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleSecuritiesDebtMaturitiesSingleMaturityDateAbstract", "presentation": [ "http://www.instacart.com/role/InvestmentsAmortizedCostandFairValuebyMaturityDatesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Debt Securities, Available-for-Sale, Maturity, Allocated and Single Maturity Date, Fair Value [Abstract]", "label": "Debt Securities, Available-for-Sale, Maturity, Allocated and Single Maturity Date, Fair Value [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AvailableForSaleSecuritiesDebtMaturitiesSingleMaturityDateAmortizedCostBasisAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleSecuritiesDebtMaturitiesSingleMaturityDateAmortizedCostBasisAbstract", "presentation": [ "http://www.instacart.com/role/InvestmentsAmortizedCostandFairValuebyMaturityDatesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Amortized Cost", "label": "Debt Securities, Available-for-Sale, Maturity, Allocated and Single Maturity Date, Amortized Cost [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearAmortizedCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearAmortizedCost", "crdr": "debit", "calculation": { "http://www.instacart.com/role/InvestmentsAmortizedCostandFairValuebyMaturityDatesDetails": { "parentTag": "us-gaap_AvailableForSaleDebtSecuritiesAmortizedCostBasis", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.instacart.com/role/InvestmentsAmortizedCostandFairValuebyMaturityDatesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Within one year", "label": "Debt Securities, Available-for-Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, Year One", "documentation": "Amortized cost of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": [ "r935" ] }, "us-gaap_AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearFairValue", "crdr": "debit", "calculation": { "http://www.instacart.com/role/InvestmentsAmortizedCostandFairValuebyMaturityDatesDetails": { "parentTag": "us-gaap_AvailableForSaleSecuritiesDebtSecurities", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.instacart.com/role/InvestmentsAmortizedCostandFairValuebyMaturityDatesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Within one year", "label": "Debt Securities, Available-for-Sale, Fair Value, Maturity, Allocated and Single Maturity Date, Year One", "documentation": "Fair value of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": [ "r263", "r575" ] }, "us-gaap_AvailableForSaleSecuritiesDebtSecurities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleSecuritiesDebtSecurities", "crdr": "debit", "calculation": { "http://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetails": { "parentTag": null, "weight": null, "order": null, "root": true }, "http://www.instacart.com/role/InvestmentsAmortizedCostandFairValuebyMaturityDatesDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [ "http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails", "http://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetails", "http://www.instacart.com/role/InvestmentsAmortizedCostandFairValuebyMaturityDatesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Debt securities, available-for-sale", "totalLabel": "Total", "label": "Debt Securities, Available-for-Sale", "documentation": "Amount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": [ "r257", "r295", "r456", "r571", "r763", "r767", "r926", "r981", "r982", "r983" ] }, "ecd_AwardExrcPrice": { "xbrltype": "perShareItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardExrcPrice", "presentation": [ "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Exercise Price", "label": "Award Exercise Price" } } }, "auth_ref": [ "r875" ] }, "ecd_AwardGrantDateFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardGrantDateFairValue", "presentation": [ "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Fair Value as of Grant Date", "label": "Award Grant Date Fair Value" } } }, "auth_ref": [ "r876" ] }, "ecd_AwardTmgDiscLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardTmgDiscLineItems", "lang": { "en-us": { "role": { "label": "Award Timing Disclosures [Line Items]" } } }, "auth_ref": [ "r871" ] }, "ecd_AwardTmgHowMnpiCnsdrdTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardTmgHowMnpiCnsdrdTextBlock", "presentation": [
```

```
"http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Award Timing, How MNPI Considered", "label": "Award Timing, How MNPI Considered [Text Block]" } } }, "auth_ref": [ "r871" ] }, "ecd_AwardTmgMethodTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardTmgMethodTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Award Timing Method", "label": "Award Timing Method [Text Block]" } } }, "auth_ref": [ "r871" ] }, "ecd_AwardTmgMnpiCnsdrdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardTmgMnpiCnsdrdFlag", "presentation": [ "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Award Timing MNPI Considered", "label": "Award Timing MNPI Considered [Flag]" } } }, "auth_ref": [ "r871" ] }, "ecd_AwardTmgMnpiDiscTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardTmgMnpiDiscTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Award Timing MNPI Disclosure", "label": "Award Timing MNPI Disclosure [Text Block]" } } }, "auth_ref": [ "r871" ] }, "ecd_AwardTmgPredtrmndFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardTmgPredtrmndFlag", "presentation": [ "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Award Timing Predetermined", "label": "Award Timing Predetermined [Flag]" } } }, "auth_ref": [ "r871" ] }, "us-gaap_AwardTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AwardTypeAxis", "presentation": [
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails",
"http://www.instacart.com/role/StockholdersEquityNarrativeDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofCommonStockReservedforFutureIssuanceDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockSharesActivityDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockUnitsActivityDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails", "http://www.instacart.com/role/SubsequentEventsDetails",
"http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Award Type [Axis]", "label": "Award Type [Axis]", "documentation": "Information by type of award under share-based payment arrangement." } } }, "auth_ref": [ "r382", "r383", "r384", "r385", "r386", "r387", "r388", "r389", "r390", "r391", "r392", "r393", "r394", "r395", "r396", "r397", "r398", "r399", "r400", "r401", "r402", "r403", "r404", "r405", "r406", "r407" ] }, "ecd_AwardUndrlygSecuritiesAmt": { "xbrltype": "decimalItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardUndrlygSecuritiesAmt", "presentation": [ "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Underlying Securities", "label": "Award Underlying Securities Amount" } } }, "auth_ref": [ "r874" ] }, "ecd_AwardsCloseToMnpiDiscIndName": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardsCloseToMnpiDiscIndName", "presentation": [ "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Name", "label": "Awards Close in Time to MNPI Disclosures, Individual Name" } } }, "auth_ref": [ "r873" ] }, "ecd_AwardsCloseToMnpiDiscTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardsCloseToMnpiDiscTable", "presentation": [ "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Awards Close in Time to MNPI Disclosures", "label": "Awards Close in Time to MNPI Disclosures [Table]" } } }, "auth_ref": [ "r872" ] }, "ecd_AwardsCloseToMnpiDiscTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardsCloseToMnpiDiscTableTextBlock", "presentation": [
"http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Awards Close in Time to MNPI Disclosures, Table", "label": "Awards Close in Time to MNPI Disclosures [Table Text Block]" } } }, "auth_ref": [ "r872" ] }, "us-gaap_BalanceSheetLocationAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BalanceSheetLocationAxis", "presentation": [
"http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails",
"http://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Balance Sheet Location [Axis]", "label": "Statement of Financial Position Location, Balance [Axis]", "documentation": "Information by location in statement of financial position where disaggregated cumulative balance has been reported." } } }, "auth_ref": [ "r313", "r1001", "r1002" ] }, "us-gaap_BalanceSheetLocationDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BalanceSheetLocationDomain", "presentation": [
"http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails",
"http://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Balance Sheet Location [Domain]", "label": "Statement of Financial Position Location, Balance [Domain]", "documentation": "Location in statement of financial position where disaggregated cumulative balance has been reported." } } }, "auth_ref": [ "r50", "r51", "r313", "r1001", "r1002" ] }, "us-gaap_BasisOfAccountingPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BasisOfAccountingPolicyPolicyTextBlock", "presentation": [
"http://www.instacart.com/role/SignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "terseLabel": "Basis of Presentation", "label": "Basis of Accounting, Policy [Policy Text Block]", "documentation": "Disclosure 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)." } } }, "auth_ref": [] },
"cart_BenefitAmountReversalOfPreviouslyRecognizedStockBasedCompensationExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "BenefitAmountReversalOfPreviouslyRecognizedStockBasedCompensationExpense", "crdr": "credit", "presentation": [
"http://www.instacart.com/role/RestructuringNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Benefit amount, reversal of previously recognized stock-based compensation expense", "label": "Benefit Amount, Reversal Of Previously Recognized Stock-based Compensation Expense", "documentation": "Benefit Amount, Reversal Of Previously Recognized Stock-based Compensation Expense" } } }, "auth_ref": [] }, "us-gaap_CapitalizedComputerSoftwareAmortization1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalizedComputerSoftwareAmortization1", "crdr": "debit", "presentation": [
"http://www.instacart.com/role/PropertyandEquipmentNetNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Capitalized computer software, amortization", "label": "Capitalized Computer Software, Amortization", "documentation": "Amount of expense for amortization of capitalized computer software costs." } } }, "auth_ref": [ "r731", "r732" ] }, "us-gaap_CapitalizedComputerSoftwarePeriodIncreaseDecrease": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalizedComputerSoftwarePeriodIncreaseDecrease", "presentation": [ "http://www.instacart.com/role/PropertyandEquipmentNetNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Capitalized computer software costs", "label": "Capitalized Computer Software, Period Increase (Decrease)", "documentation": "Amount of increase (decrease) in capitalized computer software costs." } } }, "auth_ref": [ "r1041" ] }, "us-gaap_CashAndCashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "calculation": {
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "weight": 1.0, "order": 3.0 }, "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 5.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets", "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Cash and cash equivalents", "label": "Cash and Cash Equivalents, at Carrying Value", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": [ "r19", "r165", "r735" ] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "calculation": {
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "periodStartLabel": "Cash, cash equivalents, and restricted cash and cash equivalents - beginning of period", "periodEndLabel": "Cash, cash equivalents, and restricted cash and cash equivalents - end of period", "totalLabel": "Total cash, cash equivalents, and restricted cash and cash equivalents", "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": [ "r19", "r84", "r193" ] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsAbstract", "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "RECONCILIATION OF CASH, CASH EQUIVALENTS, AND RESTRICTED CASH AND CASH EQUIVALENTS TO THE CONDENSED CONSOLIDATED BALANCE SHEETS", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "totalLabel": "Net increase (decrease) in cash, cash equivalents, and restricted 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", "r84" ] }, "us-gaap_CashEquivalentsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashEquivalentsMember", "presentation": [ "http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails",
"http://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Cash equivalents", "label": "Cash Equivalents [Member]", "documentation": "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": [ "r165" ] }, "us-gaap_CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES", "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": [ "r851" ] },
"cart_ChangesInAccruedPurchasesOfPropertyAndEquipmentIncludingCapitalizedInternalUseSoftware": { "xbrltype": "monetaryItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "ChangesInAccruedPurchasesOfPropertyAndEquipmentIncludingCapitalizedInternalUseSoftware", "crdr": "credit", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Changes in accrued purchases of property and equipment, including capitalized internal-use software", "label": "Changes In Accrued Purchases Of Property And Equipment, Including Capitalized Internal-use Software", "documentation": "Changes In Accrued Purchases Of Property And Equipment, Including Capitalized Internal-use Software" } } }, "auth_ref": [] },
"cart_ChangesInAdvancesFromPaymentCardIssuer": { "xbrltype": "monetaryItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "ChangesInAdvancesFromPaymentCardIssuer", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 5.0 } }, "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Changes in advances from payment card issuer", "label": "Changes In Advances From Payment Card Issuer", "documentation": "Changes In Advances From Payment Card Issuer" } } }, "auth_ref": [] },
"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": [ "r848" ] }, "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": [ "r846" ] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": [
"http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "City Area Code", "label": "City Area Code", "documentation": "Area code of city" } } },
"auth_ref": [] }, "us-gaap_ClassOfStockDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockDomain", "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedBalanceSheets", "http://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParenthetical",
"http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit",
"http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Class of Stock [Domain]", "label": "Class
of Stock [Domain]", "documentation": "Share of stock differentiated by the voting rights the holder receives. Examples include, but are not limited to, common stock,
redeemable preferred stock, nonredeemable preferred stock, and convertible stock." } } }, "auth_ref": [ "r131", "r172", "r173", "r174", "r195", "r217", "r221", "r228", "r230",
"r237", "r238", "r285", "r334", "r336", "r337", "r338", "r341", "r342", "r346", "r347", "r349", "r350", "r352", "r477", "r620", "r621", "r622", "r623", "r629", "r630", "r631",
"r632", "r633", "r634", "r635", "r636", "r637", "r638", "r639", "r640", "r654", "r675", "r697", "r712", "r713", "r714", "r715", "r716", "r890", "r911", "r918" ] }, "us-
gaap_ClassOfStockLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockLineItems", "presentation": [
"http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofCommonStockReservedforFutureIssuanceDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockSharesActivityDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockUnitsActivityDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Class of Stock [Line
Items]", "label": "Class of Stock [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": [ "r172", "r173", "r174", "r237", "r346", "r347", "r348", "r349",
"r350", "r351", "r352", "r620", "r621", "r622", "r623", "r749", "r890", "r911" ] }, "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": [ "r852" ] }, "ecd_CoSelectedMeasureName": { "xbrltype":
"normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureName", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ],
"lang": { "en-us": { "role": { "terseLabel": "Company Selected Measure Name", "label": "Company Selected Measure Name" } } }, "auth_ref": [ "r852" ] }, "us-
gaap_CommitmentsAndContingencies": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingencies", "crdr":
"credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0,
"order": 4.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Commitments and
contingencies", "label": "Commitments and Contingencies", "documentation": "Represents 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." } } }, "auth_ref": [ "r63", "r110",
"r580", "r653" ] }, "us-gaap_CommitmentsAndContingenciesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"CommitmentsAndContingenciesDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Commitments and Contingencies Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-
gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"CommitmentsAndContingenciesDisclosureTextBlock", "presentation": [ "http://www.instacart.com/role/CommitmentsandContingencies" ], "lang": { "en-us": { "role": {
"terseLabel": "Commitments and Contingencies", "label": "Commitments and Contingencies Disclosure [Text Block]", "documentation": "The entire disclosure for
commitments and contingencies." } } }, "auth_ref": [ "r95", "r326", "r327", "r719", "r959", "r962" ] }, "us-gaap_CommonStockCapitalSharesReservedForFutureIssuance": {
"xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockCapitalSharesReservedForFutureIssuance", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofCommonStockReservedforFutureIssuanceDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Common stock,
capital shares reserved for future issuance (in shares)", "label": "Common Stock, Capital Shares Reserved for Future Issuance", "documentation": "Aggregate number of
common shares reserved for future issuance." } } }, "auth_ref": [ "r67" ] }, "us-gaap_CommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "CommonStockMember", "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": {
"terseLabel": "Common Stock", "label": "Common Stock [Member]", "documentation": "Stock that is subordinate to all other stock of the issuer." } } }, "auth_ref": [ "r793",
"r794", "r795", "r797", "r798", "r799", "r800", "r914", "r915", "r917", "r977", "r1033", "r1035" ] }, "us-gaap_CommonStockParOrStatedValuePerShare": { "xbrltype":
"perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockParOrStatedValuePerShare", "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParenthetical" ], "lang": { "en-us": { "role": { "terseLabel": "Common stock, par or stated value per share
(in dollars per share)", "label": "Common Stock, Par or Stated Value Per Share", "documentation": "Face amount or stated value per share of common stock." } } }, "auth_ref":
[ "r67" ] }, "us-gaap_CommonStockSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesAuthorized",
"presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParenthetical" ], "lang": { "en-us": { "role": { "terseLabel": "Common stock, shares
authorized (in dollars per share)", "label": "Common Stock, Shares Authorized", "documentation": "The maximum number of common shares permitted to be issued by an
entity's charter and bylaws." } } }, "auth_ref": [ "r67", "r654" ] }, "us-gaap_CommonStockSharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "CommonStockSharesIssued", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParenthetical" ], "lang": { "en-
us": { "role": { "terseLabel": "Common stock, shares, issued (in shares)", "label": "Common Stock, Shares, Issued", "documentation": "Total 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." } } }, "auth_ref": [ "r67" ] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"CommonStockSharesOutstanding", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParenthetical",
"http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": {
"terseLabel": "Common stock, shares, outstanding (in shares)", "periodStartLabel": "Common stock, beginning balance (in shares)", "periodEndLabel": "Common stock,
ending balance (in shares)", "label": "Common Stock, Shares, Outstanding", "documentation": "Number of shares of common stock outstanding. Common stock represent the
ownership interest in a corporation." } } }, "auth_ref": [ "r10", "r67", "r654", "r672", "r1035", "r1036" ] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType",
"nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "calculation": {
"http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 4.0 } }, "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Common stock, $0.0001 par value per share; $2,000,000
shares authorized as of December\u00a031, 2023 and September\u00a030, 2024; 279,046, and $256,986 shares issued and outstanding as of December\u00a031, 2023 and
September\u00a030, 2024, respectively", "label": "Common Stock, Value, Issued", "documentation": "Aggregate 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." } } }, "auth_ref": [ "r67", "r582", "r774" ] },
"ecd_CompActuallyPaidVsCoSelectedMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname":
"CompActuallyPaidVsCoSelectedMeasureTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Compensation
Actually Paid vs. Company Selected Measure", "label": "Compensation Actually Paid vs. Company Selected Measure [Text Block]" } } }, "auth_ref": [ "r857" ] },
"ecd_CompActuallyPaidVsNetIncomeTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname":
"CompActuallyPaidVsNetIncomeTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually
Paid vs. Net Income", "label": "Compensation Actually Paid vs. Net Income [Text Block]" } } }, "auth_ref": [ "r856" ] }, "ecd_CompActuallyPaidVsOtherMeasureTextBlock": {
"xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsOtherMeasureTextBlock", "presentation": [
"http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Other Measure", "label": "Compensation Actually Paid
vs. Other Measure [Text Block]" } } }, "auth_ref": [ "r858" ] }, "ecd_CompActuallyPaidVsTotalShareholderRtnTextBlock": { "xbrltype": "textBlockItemType", "nsuri":
"http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsTotalShareholderRtnTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-
us": { "role": { "terseLabel": "Compensation Actually Paid vs. Total Shareholder Return", "label": "Compensation Actually Paid vs. Total Shareholder Return [Text Block]" } } },
"auth_ref": [ "r855" ] }, "us-gaap_ComprehensiveIncomeNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ComprehensiveIncomeNetOfTax", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofComprehensiveIncomeLoss": {
"parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofComprehensiveIncomeLoss" ], "lang": { "en-us": { "role": { "totalLabel": "Comprehensive income (loss)",
"label": "Comprehensive Income (Loss), Net of Tax, Attributable to Parent", "documentation": "Amount after tax of increase (decrease) in equity from transactions and other
events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners
and distributions to owners." } } }, "auth_ref": [ "r17", "r180", "r182", "r186", "r572", "r594", "r595" ] }, "us-gaap_ComputerEquipmentMember": { "xbrltype":
"domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComputerEquipmentMember", "presentation": [
"http://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetails" ], "lang": { "en-us": { "role": {
"terseLabel": "Computer equipment", "label": "Computer Equipment [Member]", "documentation": "Long-lived, depreciable assets that are used in the creation, maintenance
and utilization of information systems." } } }, "auth_ref": [] }, "us-gaap_ConcentrationRiskBenchmarkDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "ConcentrationRiskBenchmarkDomain", "presentation": [
"http://www.instacart.com/role/RevenueSchedulesofConcentrationofRiskbyRiskFactorDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Benchmark
[Domain]", "label": "Concentration Risk Benchmark [Domain]", "documentation": "The denominator in a calculation of a disclosed concentration risk percentage." } } },
"auth_ref": [ "r28", "r29", "r52", "r53", "r250", "r718" ] }, "us-gaap_ConcentrationRiskByBenchmarkAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "ConcentrationRiskByBenchmarkAxis", "presentation": [
"http://www.instacart.com/role/RevenueSchedulesofConcentrationofRiskbyRiskFactorDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Benchmark
[Axis]", "label": "Concentration Risk Benchmark [Axis]", "documentation": "Information by benchmark of concentration risk." } } }, "auth_ref": [ "r28", "r29", "r52", "r53",
"r250", "r616", "r718" ] }, "us-gaap_ConcentrationRiskByTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ConcentrationRiskByTypeAxis", "presentation": [ "http://www.instacart.com/role/RevenueSchedulesofConcentrationofRiskbyRiskFactorDetails" ], "lang": { "en-us": { "role": {
"terseLabel": "Concentration Risk Type [Axis]", "label": "Concentration Risk Type [Axis]", "documentation": "Information by type of concentration risk, for example, but not
limited to, asset, liability, net assets, geographic, customer, employees, supplier, lender." } } }, "auth_ref": [ "r28", "r29", "r52", "r53", "r250", "r718", "r892" ] }, "us-
gaap_ConcentrationRiskLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskLineItems", "presentation": [
"http://www.instacart.com/role/RevenueSchedulesofConcentrationofRiskbyRiskFactorDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk [Line Items]",
"label": "Concentration Risk [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": [ "r718" ] }, "us-gaap_ConcentrationRiskPercentage1": { "xbrltype":
"percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskPercentage1", "presentation": [
"http://www.instacart.com/role/RevenueSchedulesofConcentrationofRiskbyRiskFactorDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Concentration risk, percentage",
"label": "Concentration Risk, Percentage", "documentation": "For 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." } } }, "auth_ref": [ "r28", "r29", "r52", "r53",
"r250" ] }, "us-gaap_ConcentrationRiskTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskTable", "presentation": [
"http://www.instacart.com/role/RevenueSchedulesofConcentrationofRiskbyRiskFactorDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk [Table]",
"label": "Concentration Risk [Table]", "documentation": "Disclosure of information about concentration risk. Includes, but is not limited to, percentage of concentration risk
```

and benchmark serving as denominator in calculation of percentage of concentration risk." } } }, "auth_ref": { "r27", "r28", "r29", "r30", "r52", "r108", "r718" } }, "us-gaap_ConcentrationRiskTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskTypeDomain", "presentation": ["http://www.instacart.com/role/RevenueSchedulesofConcentrationofRiskbyRiskFactorDetails"], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Type [Domain]", "label": "Concentration Risk Type [Domain]", "documentation": "For an entity that discloses a concentration risk as a percentage of some financial balance or benchmark, identifies the type (for example, asset, liability, net assets, geographic, customer, employees, supplier, lender) of the concentration." } } }, "auth_ref": ["r28", "r29", "r52", "r53", "r250", "r718"] }, "us-gaap_ContractWithCustomerLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiabilityCurrent", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.instacart.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Deferred revenue", "label": "Contract with Customer, Liability, Current", "documentation": "Amount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current." } } }, "auth_ref": ["r354", "r355", "r366"] }, "us-gaap_ContractWithCustomerLiabilityRevenueRecognized": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiabilityRevenueRecognized", "crdr": "credit", "presentation": ["http://www.instacart.com/role/RevenueNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Contract with customer, liability, revenue recognized", "label": "Contract with Customer, Liability, Revenue Recognized", "documentation": "Amount of revenue recognized that was previously included in balance of obligation to transfer good or service to customer for which consideration from customer has been received or is due." } } }, "auth_ref": ["r367"] }, "us-gaap_ConversionOfStockAmountConverted1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConversionOfStockAmountConverted1", "crdr": "debit", "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Conversion of redeemable convertible preferred stock to common stock in connection with initial public offering", "label": "Conversion of Stock, Amount Converted", "documentation": "The value of the stock 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." } } }, "auth_ref": ["r21", "r22", "r23"] }, "us-gaap_CorporateDebtSecuritiesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CorporateDebtSecuritiesMember", "presentation": ["http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails", "http://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Corporate debt securities", "label": "Corporate Debt Securities [Member]", "documentation": "Debt securities issued by domestic or foreign corporate business, banks and other entities with a promise of repayment." } } }, "auth_ref": ["r757", "r759", "r763", "r775", "r791", "r1030"] }, "us-gaap_CostOfGoodsAndServicesSold": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CostOfGoodsAndServicesSold", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-gaap_GrossProfit", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations"], "lang": { "en-us": { "role": { "terseLabel": "Cost of revenue", "label": "Cost of Goods and Services Sold", "documentation": "The aggregate costs related to goods produced and sold and services rendered by an entity during the reporting period. This excludes costs incurred during the reporting period related to financial services rendered and other revenue generating activities." } } }, "auth_ref": ["r76", "r77", "r536"] }, "us-gaap_CostOfSalesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CostOfSalesMember", "presentation": ["http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cost of revenue", "label": "Cost of Sales [Member]", "documentation": "Primary financial statement caption encompassing cost of sales." } } }, "auth_ref": [] }, "dei_CoverAbstract": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CoverAbstract", "lang": { "en-us": { "role": { "label": "Cover [Abstract]", "documentation": "Cover page." } } }, "auth_ref": [] }, "dei_CurrentFiscalYearEndDate": { "xbrltype": "gMonthDayItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CurrentFiscalYearEndDate", "presentation": ["http://www.instacart.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Current Fiscal Year End Date", "label": "Current Fiscal Year End Date", "documentation": "End date of current fiscal year in the format --MM-DD." } } }, "auth_ref": [] }, "cart_CustomerAMember": { "xbrltype": "domainItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "CustomerAMember", "presentation": ["http://www.instacart.com/role/RevenueSchedulesofConcentrationofRiskbyRiskFactorDetails"], "lang": { "en-us": { "role": { "terseLabel": "Customer A", "label": "Customer A [Member]", "documentation": "Customer A" } } }, "auth_ref": [] }, "cart_CustomerBMember": { "xbrltype": "domainItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "CustomerBMember", "presentation": ["http://www.instacart.com/role/RevenueSchedulesofConcentrationofRiskbyRiskFactorDetails"], "lang": { "en-us": { "role": { "terseLabel": "Customer B", "label": "Customer B [Member]", "documentation": "Customer B" } } }, "auth_ref": [] }, "us-gaap_CustomerConcentrationRiskMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CustomerConcentrationRiskMember", "presentation": ["http://www.instacart.com/role/RevenueSchedulesofConcentrationofRiskbyRiskFactorDetails"], "lang": { "en-us": { "role": { "terseLabel": "Customer Concentration Risk", "label": "Customer Concentration Risk [Member]", "documentation": "Reflects the percentage that revenues in the period from one or more significant customers is to net revenues, as defined by the entity, such as total net revenues, product line revenues, segment revenues. The risk is the materially adverse effects of loss of a significant customer." } } }, "auth_ref": ["r88", "r250"] }, "us-gaap_CustomerRelationshipsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CustomerRelationshipsMember", "presentation": ["http://www.instacart.com/role/GoodwillandIntangibleAssetsNetIntangibleAssetsNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Customer relationships", "label": "Customer Relationships [Member]", "documentation": "Customer relationship that exists between an entity and its customer, for example, but not limited to, tenant relationships." } } }, "auth_ref": ["r49", "r948", "r949", "r950", "r951", "r953", "r954", "r957", "r958"] }, "us-gaap_DebtSecuritiesAvailableForSaleTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtSecuritiesAvailableForSaleTable", "presentation": ["http://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Securities, Available-for-Sale [Table]", "label": "Debt Securities, Available-for-Sale [Table]", "documentation": "Disclosure of information about investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": ["r255", "r256", "r257", "r258", "r259", "r260", "r261", "r262", "r263", "r264", "r265", "r266"] }, "us-gaap_DebtSecuritiesAvailableForSaleTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtSecuritiesAvailableForSaleTableTextBlock", "presentation": ["http://www.instacart.com/role/InvestmentsTables"], "lang": { "en-us": { "role": { "terseLabel": "Debt Securities, Available-for-Sale", "label": "Debt Securities, Available-for-Sale [Table Text Block]", "documentation": "Tabular disclosure of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": ["r928", "r929", "r930", "r931", "r932", "r933", "r934", "r935", "r936", "r937", "r938", "r939"] }, "us-gaap_DeferredIncomeTaxAssetsNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredIncomeTaxAssetsNet", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.instacart.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Deferred tax assets, net", "label": "Deferred Income Tax Assets, Net", "documentation": "Amount, after allocation of valuation allowances and deferred tax liability, of deferred tax asset attributable to deductible differences and carryforwards, with jurisdictional netting." } } }, "auth_ref": ["r416", "r417"] }, "us-gaap_DeferredIncomeTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredIncomeTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Deferred income taxes", "label": "Deferred Income Tax Expense (Benefit)", "documentation": "Amount of deferred income tax expense (benefit) pertaining to income (loss) from continuing operations." } } }, "auth_ref": ["r7", "r128", "r913"] }, "cart_DeferredOfferingCostsIncurredButNotYetPaid": { "xbrltype": "monetaryItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "DeferredOfferingCostsIncurredButNotYetPaid", "crdr": "credit", "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Deferred offering costs not yet paid", "label": "Deferred Offering Costs Incurred But Not Yet Paid", "documentation": "Deferred Offering Costs Incurred But Not Yet Paid" } } }, "auth_ref": [] }, "us-gaap_DepreciationDepletionAndAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DepreciationDepletionAndAmortization", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 12.0 } }, "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows", "http://www.instacart.com/role/PropertyandEquipmentNetNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Depreciation and amortization expense", "label": "Depreciation, Depletion and Amortization", "documentation": "The aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets." } } }, "auth_ref": ["r7", "r235", "r242", "r246", "r740", "r741"] }, "us-gaap_DevelopedTechnologyRightsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DevelopedTechnologyRightsMember", "presentation": ["http://www.instacart.com/role/GoodwillandIntangibleAssetsNetIntangibleAssetsNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Developed technology", "label": "Developed Technology Rights [Member]", "documentation": "Rights to developed technology, which can include the right to develop, use, market, sell, or offer for sale products, compounds, or intellectual property." } } }, "auth_ref": ["r105", "r948", "r949", "r950", "r951", "r953", "r954", "r957", "r958"] }, "us-gaap_DisaggregationOfRevenueLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisaggregationOfRevenueLineItems", "presentation": ["http://www.instacart.com/role/RevenueReconciliationofRevenuefromSegmentstoConsolidatedDetails", "http://www.instacart.com/role/RevenueRevenuefromExternalCustomersbyGeographicAreasDetails"], "lang": { "en-us": { "role": { "terseLabel": "Disaggregation of Revenue [Line Items]", "label": "Disaggregation of Revenue [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": ["r365", "r750", "r751", "r752", "r753", "r754", "r755", "r756"] }, "us-gaap_DisaggregationOfRevenueTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisaggregationOfRevenueTable", "presentation": ["http://www.instacart.com/role/RevenueReconciliationofRevenuefromSegmentstoConsolidatedDetails", "http://www.instacart.com/role/RevenueRevenuefromExternalCustomersbyGeographicAreasDetails"], "lang": { "en-us": { "role": { "terseLabel": "Disaggregation of Revenue [Table]", "label": "Disaggregation of Revenue [Table]", "documentation": "Disclosure of information about disaggregation of revenue into categories depicting how nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factor." } } }, "auth_ref": ["r365", "r750", "r751", "r752", "r753", "r754", "r755", "r756"] }, "us-gaap_Dividends": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Dividends", "crdr": "debit", "presentation": ["http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails", "http://www.instacart.com/role/StockholdersEquityNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Dividends", "label": "Dividends", "documentation": "Amount of paid and unpaid cash, stock, and paid-in-kind (PIK) dividends declared, for example, but not limited to, common and preferred stock." } } }, "auth_ref": ["r3", "r101"] }, "dei_DocumentFiscalPeriodFocus": { "xbrltype": "fiscalPeriodItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalPeriodFocus", "presentation": ["http://www.instacart.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Fiscal Period Focus", "label": "Document Fiscal Period Focus", "documentation": "Fiscal 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." } } }, "auth_ref": [] }, "dei_DocumentFiscalYearFocus": { "xbrltype": "gYearItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalYearFocus", "presentation": ["http://www.instacart.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Fiscal Year Focus", "label": "Document Fiscal Year Focus", "documentation": "This 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." } } }, "auth_ref": [] }, "dei_DocumentPeriodEndDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentPeriodEndDate", "presentation": ["http://www.instacart.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Period End Date", "label": "Document Period End Date", "documentation": "For 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." } } }, "auth_ref": [] }, "dei_DocumentQuarterlyReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentQuarterlyReport", "presentation": ["http://www.instacart.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Quarterly Report", "label": "Document Quarterly Report", "documentation": "Boolean flag that is true only for a form used as an quarterly report." } } }, "auth_ref": ["r807"] }, "dei_DocumentTransitionReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentTransitionReport", "presentation": ["http://www.instacart.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Transition Report", "label": "Document Transition Report", "documentation": "Boolean flag that is true only for a form used as a transition report." } } }, "auth_ref": ["r839"] }, "dei_DocumentType": { "xbrltype": "submissionTypeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentType", "presentation": ["http://www.instacart.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Type", "label": "Document Type", "documentation": "The type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'." } } }, "auth_ref": [] }, "ecd_DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRflctdInTtlCompForCvrdYrMember": { "xbrltype":

```
"domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRflctdInTtlCompForCvrdYrMember", "presentation": [
"http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total
Compensation for Covered Year", "label": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member]" } }
}, "auth_ref": [ "r850" ] }, "us-gaap_EarningsPerShareAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"EarningsPerShareAbstract", "lang": { "en-us": { "role": { "label": "Earnings Per Share [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareBasic": { "xbrltype":
"perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareBasic", "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations",
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails" ], "lang": { "en-us": { "role": { "terseLabel":
"Net income (loss) per share attributable to common stockholders, basic (in dollars per share)", "verboseLabel": "Net income per share attributable to common stockholders,
basic (in dollars per share)", "label": "Earnings Per Share, Basic", "documentation": "The amount of net income (loss) for the period per each share of common stock or unit
outstanding during the reporting period." } } }, "auth_ref": [ "r187", "r204", "r205", "r206", "r207", "r208", "r209", "r214", "r217", "r228", "r229", "r230", "r234", "r437",
"r440", "r453", "r454", "r573", "r596", "r737" ] }, "us-gaap_EarningsPerShareBasicLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024",
"localname": "EarningsPerShareBasicLineItems", "presentation": [
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails" ], "lang": { "en-us": { "role": { "terseLabel":
"Earnings Per Share, Basic, by Common Class, Including Two Class Method [Line Items]", "label": "Earnings Per Share, Basic, by Common Class, Including Two Class Method
[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": [ "r217", "r221", "r228" ] }, "us-gaap_EarningsPerShareDiluted": { "xbrltype":
"perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareDiluted", "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations",
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails" ], "lang": { "en-us": { "role": { "terseLabel":
"Net income (loss) per share attributable to common stockholders, diluted (in dollars per share)", "verboseLabel": "Net income per share attributable to common
stockholders, diluted (in dollars per share)", "label": "Earnings Per Share, Diluted", "documentation": "The 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." } } }, "auth_ref": [ "r187", "r204", "r205", "r206", "r207", "r208",
"r209", "r217", "r228", "r229", "r230", "r234", "r437", "r440", "r453", "r454", "r573", "r596", "r737" ] }, "us-gaap_EarningsPerShareTextBlock": { "xbrltype":
"textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareTextBlock", "presentation": [
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholders" ], "lang": { "en-us": { "role": { "terseLabel": "Net Income per Share Attributable to
Common Stockholders", "label": "Earnings Per Share [Text Block]", "documentation": "The entire disclosure for earnings per share." } } }, "auth_ref": [ "r213", "r231", "r232",
"r233" ] }, "us-gaap_EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "calculation": {
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-
gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 4.0 } }, "presentation":
[ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Effect of foreign exchange on cash, cash
equivalents, and restricted cash and cash equivalents", "label": "Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents,
Continuing Operations", "documentation": "Amount of increase (decrease) from effect of exchange rate changes on cash and cash equivalents, and cash and cash equivalents
restricted to withdrawal or usage; held in foreign currencies. Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency
on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not
limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of
changes in value because of changes in interest rates." } } }, "auth_ref": [ "r478" ] }, "us-gaap_EffectiveIncomeTaxRateContinuingOperations": { "xbrltype":
"percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateContinuingOperations", "presentation": [
"http://www.instacart.com/role/IncomeTaxesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Effective income tax rate reconciliation, percent", "label": "Effective Income
Tax Rate Reconciliation, Percent", "documentation": "Percentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing
operations." } } }, "auth_ref": [ "r419", "r762" ] }, "us-gaap_EmployeeBenefitsAndShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "EmployeeBenefitsAndShareBasedCompensation", "crdr": "debit", "presentation": [
"http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails" ], "lang": { "en-us": { "role": { "terseLabel":
"Employee benefits and share-based compensation", "label": "Employee Benefits and Share-Based Compensation", "documentation": "Amount of expense for employee benefit
and equity-based compensation." } } }, "auth_ref": [] }, "us-gaap_EmployeeRelatedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "EmployeeRelatedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails": {
"parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 8.0 } }, "presentation": [ "http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails"
], "lang": { "en-us": { "role": { "terseLabel": "Accrued compensation and benefits", "label": "Employee-related Liabilities, Current", "documentation": "Total of the carrying
values as of the balance sheet date of obligations incurred through that date and payable for obligations related to services received from employees, such as accrued salaries
and bonuses, payroll taxes and fringe benefits. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } },
"auth_ref": [ "r59" ] }, "us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsCapitalizedAmount": { "xbrltype": "monetaryItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsCapitalizedAmount", "crdr": "debit",
"presentation": [ "http://www.instacart.com/role/PropertyandEquipmentNetNarrativeDetails", "http://www.instacart.com/role/StockholdersEquityNarrativeDetails",
"http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails" ], "lang": { "en-us": { "role": { "terseLabel":
"Share-based payment arrangement, amount capitalized", "label": "Share-Based Payment Arrangement, Amount Capitalized", "documentation": "Amount of cost capitalized for
award under share-based payment arrangement." } } }, "auth_ref": [ "r409" ] }, "us-
gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized", "crdr": "debit", "presentation": [
"http://www.instacart.com/role/StockholdersEquityNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Share-based payment arrangement, nonvested award, cost
not yet recognized, amount", "label": "Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount", "documentation": "Amount of cost not yet
recognized for nonvested award under share-based payment arrangement." } } }, "auth_ref": [ "r410" ] }, "us-
gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1": { "xbrltype": "durationItemType",
"nsuri": "http://fasb.org/us-gaap/2024", "localname":
"EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1", "presentation": [
"http://www.instacart.com/role/StockholdersEquityNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Share-based payment arrangement, nonvested award, cost
not yet recognized, period for recognition", "label": "Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition",
"documentation": "Weighted-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." } } }, "auth_ref": [ "r410" ] }, "us-
gaap_EmployeeServiceShareBasedCompensationTaxBenefitFromCompensationExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024",
"localname": "EmployeeServiceShareBasedCompensationTaxBenefitFromCompensationExpense", "crdr": "credit", "presentation": [
"http://www.instacart.com/role/StockholdersEquityNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Share-based payment arrangement, expense, tax benefit",
"label": "Share-Based Payment Arrangement, Expense, Tax Benefit", "documentation": "Amount of tax benefit for recognition of expense of award under share-based payment
arrangement." } } }, "auth_ref": [ "r408" ] }, "us-gaap_EmployeeSeveranceMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"EmployeeSeveranceMember", "presentation", [ "http://www.instacart.com/role/RestructuringScheduleofRestructuringandRelatedCostsDetails" ], "lang", { "en-us", { "role", {
"terseLabel": "Employee Severance", "label": "Employee Severance [Member]", "documentation": "Termination of an employee associated with exit from or disposal of business
activities or restructurings pursuant to a plan." } } }, "auth_ref": [] }, "us-gaap_EmployeeStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "EmployeeStockMember", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofCommonStockReservedforFutureIssuanceDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang":
{ "en-us": { "role": { "terseLabel": "Shares available for issuance under the 2023 Employee Stock Purchase Plan", "label": "Employee Stock [Member]", "documentation": "An
Employee Stock Purchase Plan is a tax-efficient means by which employees of a corporation can purchase the corporation's stock." } } }, "auth_ref": [] }, "us-
gaap_EmployeeStockOptionMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeStockOptionMember", "presentation": [
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersAntidilutiveDetails",
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofCommonStockReservedforFutureIssuanceDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang":
{ "en-us": { "role": { "verboseLabel": "Stock options outstanding", "terseLabel": "Stock options", "label": "Share-Based Payment Arrangement, Option [Member]",
"documentation": "Share-based payment arrangement granting right, subject to vesting and other restrictions, to purchase or sell certain number of shares at predetermined
price for specified period of time." } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine1": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024",
"localname": "EntityAddressAddressLine1", "presentation": [ "http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, Address Line
One", "label": "Entity Address, Address Line One", "documentation": "Address Line 1 such as Attn, Building Name, Street Name" } } }, "auth_ref": [] },
"dei_EntityAddressAddressLine2": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine2", "presentation":
[ "http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, Address Line Two", "label": "Entity Address, Address Line Two",
"documentation": "Address Line 2 such as Street or Suite number" } } }, "auth_ref": [] }, "dei_EntityAddressCityOrTown": { "xbrltype": "normalizedStringItemType", "nsuri":
"http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressCityOrTown", "presentation": [ "http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel":
"Entity Address, City or Town", "label": "Entity Address, City or Town", "documentation": "Name of the City or Town" } } }, "auth_ref": [] }, "dei_EntityAddressPostalZipCode":
{ "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressPostalZipCode", "presentation": [
"http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, Postal Zip Code", "label": "Entity Address, Postal Zip Code",
"documentation": "Code for the postal or zip code" } } }, "auth_ref": [] }, "dei_EntityAddressStateOrProvince": { "xbrltype": "stateOrProvinceItemType", "nsuri":
"http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressStateOrProvince", "presentation": [ "http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": {
"terseLabel": "Entity Address, State or Province", "label": "Entity Address, State or Province", "documentation": "Name of the state or province." } } }, "auth_ref": [] },
"dei_EntityCentralIndexKey": { "xbrltype": "centralIndexKeyItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCentralIndexKey", "presentation": [
"http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Central Index Key", "label": "Entity Central Index Key", "documentation": "A unique
10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK." } } }, "auth_ref": [ "r805" ] },
"dei_EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCommonStockSharesOutstanding",
"presentation": [ "http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Common Stock, Shares Outstanding", "label": "Entity Common
Stock, Shares Outstanding", "documentation": "Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other
ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as
Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref":
[] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": [
"http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Current Reporting Status", "label": "Entity Current Reporting Status",
"documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during
the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90
days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] },
```

```
"dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": [ "http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": [ "r805" ] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": [ "http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": [ "http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Filer Category", "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [ "r805" ] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": [ "http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": [ "http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", "label": "Entity Interactive Data Current", "documentation": "Boolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files)." } } }, "auth_ref": [ "r889" ] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": [ "http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Registrant Name", "label": "Entity Registrant Name", "documentation": "The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC." } } }, "auth_ref": [ "r805" ] }, "dei_EntityShellCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityShellCompany", "presentation": [ "http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Shell Company", "label": "Entity Shell Company", "documentation": "Boolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act." } } }, "auth_ref": [ "r805" ] }, "dei_EntitySmallBusiness": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntitySmallBusiness", "presentation": [ "http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Small Business", "label": "Entity Small Business", "documentation": "Indicates that the company is a Smaller Reporting Company (SRC)." } } }, "auth_ref": [ "r805" ] }, "dei_EntityTaxIdentificationNumber": { "xbrltype": "employerIdItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityTaxIdentificationNumber", "presentation": [ "http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Entity Tax Identification Number", "label": "Entity Tax Identification Number", "documentation": "The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS." } } }, "auth_ref": [ "r805" ] }, "ecd_EqtyAwrdsAdjFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjFnTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments, Footnote", "label": "Equity Awards Adjustments, Footnote [Text Block]" } } }, "auth_ref": [ "r844" ] }, "ecd_EqtyAwrdsAdjsExclgValRprtdInSummryCompstnTblMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjsExclgValRprtdInSummryCompstnTblMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments, Excluding Value Reported in Compensation Table", "label": "Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member]" } } }, "auth_ref": [ "r885" ] }, "ecd_EqtyAwrdsAdjsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjsMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments", "label": "Equity Awards Adjustments [Member]" } } }, "auth_ref": [ "r885" ] }, "ecd_EqtyAwrdsInSummryCompstnTblForAplblYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsInSummryCompstnTblForAplblYrMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table", "label": "Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member]" } } }, "auth_ref": [ "r885" ] }, "us-gaap_EquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityAbstract", "lang": { "en-us": { "role": { "label": "Equity [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EquityComponentDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityComponentDomain", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": { "terseLabel": "Equity Component [Domain]", "label": "Equity Component [Domain]", "documentation": "Components of equity are the parts of the total Equity balance including that which is allocated to common, preferred, treasury stock, retained earnings, etc." } } }, "auth_ref": [ "r10", "r161", "r183", "r184", "r185", "r199", "r200", "r201", "r203", "r208", "r210", "r212", "r236", "r286", "r287", "r311", "r353", "r427", "r428", "r434", "r435", "r436", "r438", "r439", "r440", "r445", "r446", "r447", "r448", "r449", "r450", "r452", "r479", "r480", "r481", "r482", "r483", "r484", "r486", "r487", "r491", "r592", "r609", "r610", "r611", "r629", "r697" ] }, "ecd_EqtyValuationAssumptionDifferenceFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyValuationAssumptionDifferenceFnTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Equity Valuation Assumption Difference, Footnote", "label": "Equity Valuation Assumption Difference, Footnote [Text Block]" } } }, "auth_ref": [ "r854" ] }, "ecd_ErrCompAnalysisTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ErrCompAnalysisTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Erroneous Compensation Analysis", "label": "Erroneous Compensation Analysis [Text Block]" } } }, "auth_ref": [ "r812", "r822", "r832", "r864" ] }, "ecd_ErrCompRecoveryTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ErrCompRecoveryTable", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Erroneously Awarded Compensation Recovery", "label": "Erroneously Awarded Compensation Recovery [Table]" } } }, "auth_ref": [ "r809", "r819", "r829", "r861" ] }, "cart_ExchangeableSharesMember": { "xbrltype": "domainItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "ExchangeableSharesMember", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": { "terseLabel": "Exchangeable Shares", "label": "Exchangeable Shares [Member]", "documentation": "Exchangeable Shares" } } }, "auth_ref": [] }, "cart_ExchangeableStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "ExchangeableStockSharesOutstanding", "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": { "periodStartLabel": "Exchangeable share, beginning balance (in shares)", "periodEndLabel": "Exchangeable share, ending balance (in shares)", "label": "Exchangeable Stock, Shares, Outstanding", "documentation": "Exchangeable Stock, Shares, Outstanding" } } }, "auth_ref": [] }, "ecd_ExecutiveCategoryAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ExecutiveCategoryAxis", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Executive Category:", "label": "Executive Category [Axis]" } } }, "auth_ref": [ "r860" ] }, "us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisLineItems", "presentation": [
"http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]", "label": "Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [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": [ "r456", "r457", "r467", "r763" ] }, "us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable", "presentation": [
"http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Recurring and Nonrecurring [Table]", "label": "Fair Value, Recurring and Nonrecurring [Table]", "documentation": "Disclosure of information about asset and liability measured at fair value on recurring and nonrecurring basis." } } }, "auth_ref": [ "r456", "r457", "r467", "r763" ] }, "us-gaap_FairValueByFairValueHierarchyLevelAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueByFairValueHierarchyLevelAxis", "presentation": [
"http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Hierarchy and NAV [Axis]", "label": "Fair Value Hierarchy and NAV [Axis]", "documentation": "Information by level within fair value hierarchy and fair value measured at net asset value per share as practical expedient." } } }, "auth_ref": [ "r343", "r370", "r371", "r372", "r373", "r374", "r375", "r455", "r457", "r458", "r459", "r460", "r466", "r467", "r469", "r506", "r507", "r508", "r747", "r748", "r757", "r758", "r759", "r763", "r767" ] }, "us-gaap_FairValueByMeasurementFrequencyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueByMeasurementFrequencyAxis", "presentation": [
"http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Measurement Frequency [Axis]", "label": "Measurement Frequency [Axis]", "documentation": "Information by measurement frequency." } } }, "auth_ref": [ "r456", "r457", "r458", "r460", "r763", "r982", "r985" ] }, "us-gaap_FairValueDisclosuresAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueDisclosuresAbstract", "lang": { "en-us": { "role": { "label": "Fair Value Disclosures [Abstract]" } } }, "auth_ref": [] }, "us-gaap_FairValueDisclosuresTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueDisclosuresTextBlock", "presentation": [
"http://www.instacart.com/role/FairValueMeasurements" ], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Measurements", "label": "Fair Value Disclosures [Text Block]", "documentation": "The 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." } } }, "auth_ref": [ "r462", "r464", "r465", "r466", "r469", "r470", "r471", "r472", "r473", "r569", "r763", "r768" ] }, "us-gaap_FairValueInputsLevel1Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel1Member", "presentation": [
"http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Level 1", "label": "Fair Value, Inputs, Level 1 [Member]", "documentation": "Quoted prices in active markets for identical assets or liabilities that the reporting entity can access at the measurement date." } } }, "auth_ref": [ "r343", "r370", "r375", "r457", "r467", "r506", "r757", "r758", "r759", "r763" ] }, "us-gaap_FairValueInputsLevel2Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel2Member", "presentation": [
"http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Level 2", "label": "Fair Value, Inputs, Level 2 [Member]", "documentation": "Inputs other than quoted prices included within level 1 that are observable for an asset or liability, either directly or indirectly, including, but not limited to, quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in inactive markets." } } }, "auth_ref": [ "r343", "r370", "r375", "r457", "r458", "r467", "r507", "r747", "r748", "r757", "r758", "r759", "r763" ] }, "us-gaap_FairValueInputsLevel3Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel3Member", "presentation": [
"http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Level 3", "label": "Fair Value, Inputs, Level 3 [Member]", "documentation": "Unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing." } } }, "auth_ref": [ "r343", "r370", "r371", "r372", "r373", "r374", "r375", "r457", "r458", "r459", "r460", "r467", "r508", "r747", "r748", "r757", "r758", "r759", "r763", "r767" ] }, "us-gaap_FairValueMeasurementFrequencyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
```

```
"FairValueMeasurementFrequencyDomain", "presentation": [
"http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails" ], "lang": { "en-us": { "role": { "terseLabel":
"Measurement Frequency [Domain]", "label": "Measurement Frequency [Domain]", "documentation": "Measurement frequency." } } }, "auth_ref": [ "r456", "r457", "r458",
"r460", "r763", "r982", "r985" ] }, "us-gaap_FairValueMeasurementsFairValueHierarchyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024",
"localname": "FairValueMeasurementsFairValueHierarchyDomain", "presentation": [
"http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Fair Value
Hierarchy and NAV [Domain]", "label": "Fair Value Hierarchy and NAV [Domain]", "documentation": "Categories used to prioritize the inputs to valuation techniques to
measure fair value." } } }, "auth_ref": [ "r343", "r370", "r371", "r372", "r373", "r374", "r375", "r455", "r457", "r458", "r459", "r460", "r466", "r467", "r469", "r506", "r507",
"r508", "r747", "r748", "r757", "r758", "r759", "r763", "r767" ] }, "us-gaap_FairValueMeasurementsRecurringMember": { "xbrltype": "domainItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementsRecurringMember", "presentation": [
"http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Fair Value,
Recurring", "label": "Fair Value, Recurring [Member]", "documentation": "Frequent fair value measurement. Includes, but is not limited to, fair value adjustment for
impairment of asset, liability or equity, frequently measured at fair value." } } }, "auth_ref": [ "r763", "r979", "r980", "r981", "r982", "r983", "r985" ] }, "us-
gaap_FinancialInstrumentAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FinancialInstrumentAxis", "presentation": [
"http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails",
"http://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Financial Instrument [Axis]", "label":
"Financial Instrument [Axis]", "documentation": "Information by type of financial instrument." } } }, "auth_ref": [ "r255", "r256", "r257", "r258", "r259", "r260", "r261", "r262",
"r263", "r264", "r265", "r266", "r267", "r268", "r269", "r270", "r271", "r272", "r273", "r274", "r275", "r276", "r277", "r278", "r279", "r280", "r281", "r282", "r283", "r284",
"r289", "r290", "r292", "r293", "r294", "r296", "r297", "r298", "r345", "r351", "r451", "r474", "r503", "r504", "r505", "r506", "r507", "r508", "r509", "r510", "r511", "r512",
"r513", "r514", "r515", "r516", "r517", "r519", "r520", "r521", "r522", "r523", "r524", "r525", "r526", "r527", "r528", "r529", "r530", "r531", "r532", "r533", "r593", "r743",
"r763", "r765", "r767", "r768", "r769", "r770", "r771", "r772", "r773", "r775", "r894", "r895", "r896", "r897", "r898", "r899", "r900", "r939", "r940", "r941", "r942", "r978",
"r981", "r982", "r983", "r984", "r985" ] }, "cart_FiniteLivedIntangibleAssetExpectedAmortizationAfterYearFour": { "xbrltype": "monetaryItemType", "nsuri":
"http://www.instacart.com/20240930", "localname": "FiniteLivedIntangibleAssetExpectedAmortizationAfterYearFour", "crdr": "debit", "calculation": {
"http://www.instacart.com/role/GoodwillandIntangibleAssetsNetFutureAmortizationDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order":
3.0 } }, "presentation": [ "http://www.instacart.com/role/GoodwillandIntangibleAssetsNetFutureAmortizationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Thereafter",
"label": "Finite-Lived Intangible Asset, Expected Amortization, after Year Four", "documentation": "Finite-Lived Intangible Asset, Expected Amortization, after Year Four" } } },
"auth_ref": [] }, "us-gaap_FiniteLivedIntangibleAssetUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"FiniteLivedIntangibleAssetUsefulLife", "presentation": [ "http://www.instacart.com/role/GoodwillandIntangibleAssetsNetIntangibleAssetsNetDetails" ], "lang": { "en-us": {
"role": { "terseLabel": "Weighted-Average Remaining Useful Life", "label": "Finite-Lived Intangible Asset, Useful Life", "documentation": "Useful life of finite-lived intangible
assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days." } } }, "auth_ref": [] }, "us-
gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"FiniteLivedIntangibleAssetsAccumulatedAmortization", "crdr": "credit", "calculation": {
"http://www.instacart.com/role/GoodwillandIntangibleAssetsNetIntangibleAssetsNetDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": -1.0, "order":
1.0 } }, "presentation": [ "http://www.instacart.com/role/GoodwillandIntangibleAssetsNetIntangibleAssetsNetDetails" ], "lang": { "en-us": { "role": { "negatedTerseLabel":
"Accumulated Amortization", "label": "Finite-Lived Intangible Assets, Accumulated Amortization", "documentation": "Accumulated amount of amortization of assets, excluding
financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": [ "r169", "r299", "r306", "r745" ] }, "us-
gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths", "crdr": "debit", "calculation": {
"http://www.instacart.com/role/GoodwillandIntangibleAssetsNetFutureAmortizationDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order":
1.0 } }, "presentation": [ "http://www.instacart.com/role/GoodwillandIntangibleAssetsNetFutureAmortizationDetails" ], "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": [ "r307", "r732", "r745" ] }, "us-
gaap_FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear", "crdr": "debit", "calculation": {
"http://www.instacart.com/role/GoodwillandIntangibleAssetsNetFutureAmortizationDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order":
2.0 } }, "presentation": [ "http://www.instacart.com/role/GoodwillandIntangibleAssetsNetFutureAmortizationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Remainder
of 2024", "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": [ "r1041" ] }, "us-
gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"FiniteLivedIntangibleAssetsAmortizationExpenseYearFour", "crdr": "debit", "calculation": {
"http://www.instacart.com/role/GoodwillandIntangibleAssetsNetFutureAmortizationDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order":
5.0 } }, "presentation": [ "http://www.instacart.com/role/GoodwillandIntangibleAssetsNetFutureAmortizationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "2028",
"label": "Finite-Lived Intangible Asset, Expected Amortization, Year Four", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill,
lacking physical substance with finite life expected to be recognized in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim
periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": [ "r307", "r732", "r745" ] }, "us-
gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"FiniteLivedIntangibleAssetsAmortizationExpenseYearThree", "crdr": "debit", "calculation": {
"http://www.instacart.com/role/GoodwillandIntangibleAssetsNetFutureAmortizationDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order":
6.0 } }, "presentation": [ "http://www.instacart.com/role/GoodwillandIntangibleAssetsNetFutureAmortizationDetails" ], "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": [ "r307", "r732", "r745" ] }, "us-
gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo", "crdr": "debit", "calculation": {
"http://www.instacart.com/role/GoodwillandIntangibleAssetsNetFutureAmortizationDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order":
4.0 } }, "presentation": [ "http://www.instacart.com/role/GoodwillandIntangibleAssetsNetFutureAmortizationDetails" ], "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": [ "r307", "r732", "r745" ] }, "us-
gaap_FiniteLivedIntangibleAssetsByMajorClassAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"FiniteLivedIntangibleAssetsByMajorClassAxis", "presentation": [ "http://www.instacart.com/role/GoodwillandIntangibleAssetsNetIntangibleAssetsNetDetails" ], "lang": { "en-
us": { "role": { "terseLabel": "Finite-Lived Intangible Assets by Major Class [Axis]", "label": "Finite-Lived Intangible Assets by Major Class [Axis]", "documentation":
"Information by major type or class of finite-lived intangible assets." } } }, "auth_ref": [ "r301", "r302", "r303", "r304", "r305", "r306", "r308", "r309", "r537", "r538", "r732" ]
}, "us-gaap_FiniteLivedIntangibleAssetsGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsGross",
"crdr": "debit", "calculation": { "http://www.instacart.com/role/GoodwillandIntangibleAssetsNetIntangibleAssetsNetDetails": { "parentTag": "us-
gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 2.0 } }, "presentation": [
"http://www.instacart.com/role/GoodwillandIntangibleAssetsNetIntangibleAssetsNetDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Gross Carrying Value", "label":
"Finite-Lived Intangible Assets, Gross", "documentation": "Amount before amortization of assets, excluding financial assets and goodwill, lacking physical substance with a
finite life." } } }, "auth_ref": [ "r299", "r306", "r538", "r745" ] }, "us-gaap_FiniteLivedIntangibleAssetsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "FiniteLivedIntangibleAssetsLineItems", "presentation": [
"http://www.instacart.com/role/GoodwillandIntangibleAssetsNetIntangibleAssetsNetDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets [Line
Items]", "label": "Finite-Lived Intangible Assets [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": [ "r301", "r306", "r308", "r309", "r310", "r537",
"r732", "r745" ] }, "us-gaap_FiniteLivedIntangibleAssetsMajorClassNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"FiniteLivedIntangibleAssetsMajorClassNameDomain", "presentation": [ "http://www.instacart.com/role/GoodwillandIntangibleAssetsNetIntangibleAssetsNetDetails" ], "lang":
{ "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets, Major Class Name [Domain]", "label": "Finite-Lived Intangible Assets, Major Class Name [Domain]",
"documentation": "The major class of finite-lived intangible asset (for example, patents, trademarks, copyrights, etc.) A major class is composed of intangible assets that can
be grouped together because they are similar, either by their nature or by their use in the operations of a company." } } }, "auth_ref": [ "r301", "r302", "r303", "r304", "r305",
"r306", "r308", "r309", "r732" ] }, "us-gaap_FiniteLivedIntangibleAssetsNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"FiniteLivedIntangibleAssetsNet", "crdr": "debit", "calculation": { "http://www.instacart.com/role/GoodwillandIntangibleAssetsNetIntangibleAssetsNetDetails": { "parentTag":
null, "weight": null, "order": null, "root": true }, "http://www.instacart.com/role/GoodwillandIntangibleAssetsNetFutureAmortizationDetails": { "parentTag": null, "weight":
null, "order": null, "root": true } }, "presentation": [ "http://www.instacart.com/role/GoodwillandIntangibleAssetsNetFutureAmortizationDetails",
"http://www.instacart.com/role/GoodwillandIntangibleAssetsNetIntangibleAssetsNetDetails" ], "lang": { "en-us": { "role": { "totalLabel": "Net Carrying Value", "label": "Finite-
Lived Intangible Assets, Net", "documentation": "Amount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } }
}, "auth_ref": [ "r537", "r954" ] }, "ecd_ForgoneRecoveryDueToDisqualificationOfTaxBenefitsAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024",
"localname": "ForgoneRecoveryDueToDisqualificationOfTaxBenefitsAmt", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang": { "en-us": { "role": {
"terseLabel": "Forgone Recovery due to Disqualification of Tax Benefits, Amount", "label": "Forgone Recovery due to Disqualification of Tax Benefits, Amount" } } },
"auth_ref": [ "r816", "r826", "r836", "r868" ] }, "ecd_ForgoneRecoveryDueToExpenseOfEnforcementAmt": { "xbrltype": "monetaryItemType", "nsuri":
"http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToExpenseOfEnforcementAmt", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang":
{ "en-us": { "role": { "terseLabel": "Forgone Recovery due to Expense of Enforcement, Amount", "label": "Forgone Recovery due to Expense of Enforcement, Amount" } } },
"auth_ref": [ "r816", "r826", "r836", "r868" ] }, "ecd_ForgoneRecoveryDueToViolationOfHomeCountryLawAmt": { "xbrltype": "monetaryItemType", "nsuri":
"http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToViolationOfHomeCountryLawAmt", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ],
"lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery due to Violation of Home Country Law, Amount", "label": "Forgone Recovery due to Violation of Home Country
Law, Amount" } } }, "auth_ref": [ "r816", "r826", "r836", "r868" ] }, "ecd_ForgoneRecoveryExplanationOfImpracticabilityTextBlock": { "xbrltype": "textBlockItemType", "nsuri":
"http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryExplanationOfImpracticabilityTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ],
"lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery, Explanation of Impracticability", "label": "Forgone Recovery, Explanation of Impracticability [Text Block]" } } },
"auth_ref": [ "r816", "r826", "r836", "r868" ] }, "ecd_ForgoneRecoveryIndName": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname":
"ForgoneRecoveryIndName", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Name", "label": "Forgone
Recovery, Individual Name" } } }, "auth_ref": [ "r816", "r826", "r836", "r868" ] }, "ecd_FrValAsOfPrrYrEndOfEqtyAwrdsGrntdInPrrYrsFldVstngCondsDrngCvrdYrMember": {
"xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "FrValAsOfPrrYrEndOfEqtyAwrdsGrntdInPrrYrsFldVstngCondsDrngCvrdYrMember",
"presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Prior Year End Fair Value of Equity Awards Granted in Any Prior
Year that Fail to Meet Applicable Vesting Conditions During Covered Year", "label": "Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet
Applicable Vesting Conditions During Covered Year [Member]" } } }, "auth_ref": [ "r849" ] }, "us-gaap_FurnitureAndFixturesMember": { "xbrltype": "domainItemType",
```

```
"nsuri": "http://fasb.org/us-gaap/2024", "localname": "FurnitureAndFixturesMember", "presentation": [
"http://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetails" ], "lang": { "en-us": { "role": {
"terseLabel": "Furniture and fixtures", "label": "Furniture and Fixtures [Member]", "documentation": "Equipment commonly used in offices and stores that have no permanent
connection to the structure of a building or utilities. Examples include, but are not limited to, desks, chairs, tables, and bookcases." } } }, "auth_ref": [] }, "us-
gaap_GeneralAndAdministrativeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeneralAndAdministrativeExpense", "crdr":
"debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order":
1.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations" ], "lang": { "en-us": { "role": { "terseLabel": "General and
administrative", "label": "General and Administrative Expense", "documentation": "The aggregate total of expenses of managing and administering the affairs of an entity,
including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line." } } }, "auth_ref":
[ "r80", "r677" ] }, "us-gaap_GeneralAndAdministrativeExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"GeneralAndAdministrativeExpenseMember", "presentation": [ "http://www.instacart.com/role/RestructuringScheduleofRestructuringandRelatedCostsDetails",
"http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails" ], "lang": { "en-us": { "role": { "terseLabel":
"General and administrative", "label": "General and Administrative Expense [Member]", "documentation": "Primary financial statement caption encompassing general and
administrative expense." } } }, "auth_ref": [ "r80" ] }, "us-gaap_Goodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Goodwill",
"crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 1.0 } },
"presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Goodwill", "label": "Goodwill",
"documentation": "Amount, 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." } } }, "auth_ref": [ "r168", "r300", "r570", "r741", "r744", "r764", "r774",
"r945", "r946" ] }, "us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"GoodwillAndIntangibleAssetsDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Goodwill and Intangible Assets Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-
gaap_GoodwillAndIntangibleAssetsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"GoodwillAndIntangibleAssetsDisclosureTextBlock", "presentation": [ "http://www.instacart.com/role/GoodwillandIntangibleAssetsNet" ], "lang": { "en-us": { "role": {
"terseLabel": "Goodwill and Intangible Assets, Net", "label": "Goodwill and Intangible Assets Disclosure [Text Block]", "documentation": "The entire disclosure for goodwill
and intangible assets." } } }, "auth_ref": [ "r944", "r947" ] }, "us-gaap_GrossProfit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"GrossProfit", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-
gaap_OperatingIncomeLoss", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations" ], "lang": { "en-
us": { "role": { "totalLabel": "Gross profit", "label": "Gross Profit", "documentation": "Aggregate revenue less cost of goods and services sold or operating expenses directly
attributable to the revenue generation activity." } } }, "auth_ref": [ "r74", "r78", "r117", "r195", "r285", "r334", "r335", "r336", "r337", "r338", "r339", "r340", "r341", "r342",
"r477", "r739", "r740", "r920", "r921", "r922", "r923", "r924", "r968" ] }, "us-gaap_IPOMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024",
"localname": "IPOMember", "presentation": [ "http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails" ],
"lang": { "en-us": { "role": { "terseLabel": "IPO", "label": "IPO [Member]", "documentation": "First sale of stock by a private company to the public." } } }, "auth_ref": [] }, "us-
gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "crdr": "credit", "calculation": {
"http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-gaap_NetIncomeLoss", "weight": 1.0, "order": 2.0 } }, "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations" ], "lang": { "en-us": { "role": { "totalLabel": "Income (loss) before provision for (benefit from)
income taxes", "label": "Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest", "documentation": "Amount 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." } } }, "auth_ref": [ "r75", "r112", "r117", "r574", "r590", "r739", "r740", "r920", "r921", "r922", "r923", "r924" ] }, "us-
gaap_IncomeStatementAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeStatementAbstract", "lang": { "en-us": { "role":
{ "label": "Income Statement [Abstract]" } } }, "auth_ref": [] }, "us-gaap_IncomeStatementLocationAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "IncomeStatementLocationAxis", "presentation": [ "http://www.instacart.com/role/RestructuringScheduleofRestructuringandRelatedCostsDetails",
"http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails" ], "lang": { "en-us": { "role": { "terseLabel":
"Income Statement Location [Axis]", "label": "Statement of Income Location, Balance [Axis]", "documentation": "Information by location in statement of income where
disaggregated amount has been reported." } } }, "auth_ref": [ "r312", "r313", "r318", "r461", "r463", "r468", "r606", "r608", "r682", "r732", "r766", "r1003" ] }, "us-
gaap_IncomeStatementLocationDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeStatementLocationDomain",
"presentation": [ "http://www.instacart.com/role/RestructuringScheduleofRestructuringandRelatedCostsDetails",
"http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails" ], "lang": { "en-us": { "role": { "terseLabel":
"Income Statement Location [Domain]", "label": "Statement of Income Location, Balance [Domain]", "documentation": "Location in statement of income where disaggregated
amount has been reported." } } }, "auth_ref": [ "r313", "r318", "r461", "r463", "r468", "r606", "r608", "r682", "r732", "r766", "r1003" ] }, "us-
gaap_IncomeTaxDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxDisclosureAbstract", "lang": { "en-us": {
"role": { "label": "Income Tax Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_IncomeTaxDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "IncomeTaxDisclosureTextBlock", "presentation": [ "http://www.instacart.com/role/IncomeTaxes" ], "lang": { "en-us": { "role": {
"terseLabel": "Income Taxes", "label": "Income Tax Disclosure [Text Block]", "documentation": "The entire disclosure for income tax." } } }, "auth_ref": [ "r196", "r415",
"r419", "r420", "r421", "r422", "r423", "r424", "r429", "r431", "r432", "r433", "r625", "r762" ] }, "us-gaap_IncomeTaxExaminationPenaltiesAndInterestAccrued": { "xbrltype":
"monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxExaminationPenaltiesAndInterestAccrued", "crdr": "credit", "presentation": [
"http://www.instacart.com/role/CommitmentsandContingenciesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Income tax examination, penalties and interest accrued",
"label": "Income Tax Examination, Penalties and Interest Accrued", "documentation": "The amount of estimated penalties and interest accrued as of the balance sheet date
arising from income tax examinations." } } }, "auth_ref": [ "r976" ] }, "us-gaap_IncomeTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "IncomeTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations": {
"parentTag": "us-gaap_NetIncomeLoss", "weight": -1.0, "order": 1.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations" ],
"lang": { "en-us": { "role": { "terseLabel": "Provision for (benefit from) income taxes", "label": "Income Tax Expense (Benefit)", "documentation": "Amount of current income
tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations." } } }, "auth_ref": [ "r119", "r129", "r211", "r212", "r235", "r243", "r246",
"r418", "r419", "r430", "r597", "r762" ] }, "us-gaap_IncomeTaxesPaidNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"IncomeTaxesPaidNet", "crdr": "credit", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": {
"terseLabel": "Cash paid for income taxes, net of tax refunds", "label": "Income Taxes Paid, Net", "documentation": "Amount, after refund, of cash paid to foreign, federal,
state, and local jurisdictions as income tax." } } }, "auth_ref": [ "r20", "r192", "r425", "r426" ] },
"cart_IncomeTaxesPotentialTaxClosingOfSaleAndUseTaxExaminationIncreaseDecreaseInReserveAmount": { "xbrltype": "monetaryItemType", "nsuri":
"http://www.instacart.com/20240930", "localname": "IncomeTaxesPotentialTaxClosingOfSaleAndUseTaxExaminationIncreaseDecreaseInReserveAmount", "crdr": "credit",
"presentation": [ "http://www.instacart.com/role/CommitmentsandContingenciesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Income taxes, potential tax, closing of
sale and use tax examination, increase (decrease) in reserve amount", "label": "Income Taxes, Potential Tax, Closing Of Sale And Use Tax Examination, Increase (Decrease) In
Reserve Amount", "documentation": "Income Taxes, Potential Tax, Closing Of Sale And Use Tax Examination, Increase (Decrease) In Reserve Amount" } } }, "auth_ref": [] },
"cart_IncomeTaxesPotentialTaxInterestOrPenaltiesIncreaseDecreaseInReserveAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://www.instacart.com/20240930",
"localname": "IncomeTaxesPotentialTaxInterestOrPenaltiesIncreaseDecreaseInReserveAmount", "crdr": "credit", "presentation": [
"http://www.instacart.com/role/CommitmentsandContingenciesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Income taxes, potential tax, interest or penalties, increase
(decrease) in reserve amount", "label": "Income Taxes, Potential Tax, Interest Or Penalties, Increase (Decrease) In Reserve Amount", "documentation": "Income Taxes,
Potential Tax, Interest Or Penalties, Increase (Decrease) In Reserve Amount" } } }, "auth_ref": [] }, "us-gaap_IncreaseDecreaseInAccountsPayable": { "xbrltype":
"monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInAccountsPayable", "crdr": "debit", "calculation": {
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0,
"order": 8.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Accounts
payable", "label": "Increase (Decrease) in Accounts Payable", "documentation": "The 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." } } }, "auth_ref": [
"r6" ] }, "us-gaap_IncreaseDecreaseInAccountsReceivable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"IncreaseDecreaseInAccountsReceivable", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-
gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 10.0 } }, "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "negatedTerseLabel": "Accounts receivable", "label": "Increase
(Decrease) in Accounts Receivable", "documentation": "The 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." } } }, "auth_ref": [ "r6" ] }, "us-gaap_IncreaseDecreaseInAccruedLiabilitiesAndOtherOperatingLiabilities": { "xbrltype":
"monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInAccruedLiabilitiesAndOtherOperatingLiabilities", "crdr": "debit", "calculation":
{ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0,
"order": 9.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Accrued and
other current liabilities", "label": "Increase (Decrease) in Accrued Liabilities and Other Operating Liabilities", "documentation": "Amount of increase (decrease) in accrued
expenses, and obligations classified as other." } } }, "auth_ref": [ "r909" ] }, "us-gaap_IncreaseDecreaseInContractWithCustomerLiability": { "xbrltype": "monetaryItemType",
"nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInContractWithCustomerLiability", "crdr": "debit", "calculation": {
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0,
"order": 5.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Deferred
revenue", "label": "Increase (Decrease) in Contract with Customer, Liability", "documentation": "Amount of increase (decrease) in obligation to transfer good or service to
customer for which consideration has been received or is receivable." } } }, "auth_ref": [ "r535", "r909" ] }, "us-gaap_IncreaseDecreaseInOperatingCapitalAbstract": {
"xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInOperatingCapitalAbstract", "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Changes in operating assets and liabilities, net of
effects of business acquisitions:", "label": "Increase (Decrease) in Operating Capital [Abstract]" } } }, "auth_ref": [] }, "us-gaap_IncreaseDecreaseInOperatingLeaseLiability": {
"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInOperatingLeaseLiability", "crdr": "debit", "calculation": {
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0,
"order": 2.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Operating lease
liabilities", "label": "Increase (Decrease) in Operating Lease Liability", "documentation": "Amount of increase (decrease) in obligation for operating lease." } } }, "auth_ref": [
"r893", "r909" ] }, "us-gaap_IncreaseDecreaseInOtherNoncurrentLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"IncreaseDecreaseInOtherNoncurrentLiabilities", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": {
"parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 7.0 } }, "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Other long-term liabilities", "label": "Increase
(Decrease) in Other Noncurrent Liabilities", "documentation": "Amount of increase (decrease) in noncurrent operating liabilities classified as other." } } }, "auth_ref": [] },
"us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets", "crdr": "credit", "calculation": {
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0,
"order": 11.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "negatedTerseLabel":
"Prepaid expenses and other assets", "label": "Increase (Decrease) in Prepaid Expense and Other Assets", "documentation": "Amount of increase (decrease) in prepaid
```

```
expenses, and assets classified as other." } } }, "auth_ref": [ "r6" ] }, "us-gaap_IncreaseDecreaseInStockholdersEquityRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInStockholdersEquityRollForward", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": { "terseLabel": "Increase (Decrease) in Stockholders' Equity [Roll Forward]", "label": "Increase (Decrease) in Stockholders' Equity [Roll Forward]", "documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": [] }, "us-gaap_IncreaseDecreaseInTemporaryEquityRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInTemporaryEquityRollForward", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": { "terseLabel": "Increase (Decrease) in Temporary Equity [Roll Forward]", "label": "Increase (Decrease) in Temporary Equity [Roll Forward]", "documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": [] }, "us-gaap_IncrementalCommonSharesAttributableToShareBasedPaymentArrangements": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncrementalCommonSharesAttributableToShareBasedPaymentArrangements", "calculation": { "http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails": { "parentTag": "us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Weighted-average effect of dilutive securities (in shares)", "label": "Incremental Common Shares Attributable to Dilutive Effect of Share-Based Payment Arrangements", "documentation": "Additional shares included in the calculation of diluted EPS as a result of the potentially dilutive effect of share based payment arrangements using the treasury stock method." } } }, "auth_ref": [ "r218", "r219", "r220", "r230", "r381" ] }, "ecd_IndividualAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "IndividualAxis", "presentation": [ "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure", "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure", "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements", "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Individual:", "label": "Individual [Axis]" } } }, "auth_ref": [ "r816", "r826", "r836", "r860", "r868", "r872", "r880" ] }, "ecd_InsiderTradingArrLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "InsiderTradingArrLineItems", "lang": { "en-us": { "role": { "label": "Insider Trading Arrangements [Line Items]" } } }, "auth_ref": [ "r878" ] }, "ecd_InsiderTradingPoliciesProcLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "InsiderTradingPoliciesProcLineItems", "lang": { "en-us": { "role": { "label": "Insider Trading Policies and Procedures [Line Items]" } } }, "auth_ref": [ "r808", "r884" ] }, "ecd_InsiderTrdPoliciesProcAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "InsiderTrdPoliciesProcAdoptedFlag", "presentation": [ "http://xbrl.sec.gov/ecd/role/InsiderTradingPoliciesProc" ], "lang": { "en-us": { "role": { "terseLabel": "Insider Trading Policies and Procedures Adopted", "label": "Insider Trading Policies and Procedures Adopted [Flag]" } } }, "auth_ref": [ "r808", "r884" ] }, "ecd_InsiderTrdPoliciesProcNotAdoptedTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "InsiderTrdPoliciesProcNotAdoptedTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/InsiderTradingPoliciesProc" ], "lang": { "en-us": { "role": { "terseLabel": "Insider Trading Policies and Procedures Not Adopted", "label": "Insider Trading Policies and Procedures Not Adopted [Text Block]" } } }, "auth_ref": [ "r808", "r884" ] }, "us-gaap_IntangibleAssetsNetExcludingGoodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IntangibleAssetsNetExcludingGoodwill", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 6.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Intangible assets, net", "label": "Intangible Assets, Net (Excluding Goodwill)", "documentation": "Sum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges." } } }, "auth_ref": [ "r301", "r954", "r956" ] }, "us-gaap_InterestIncomeExpenseNonoperatingNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestIncomeExpenseNonoperatingNet", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations" ], "lang": { "en-us": { "role": { "terseLabel": "Interest income", "label": "Interest Income (Expense), Nonoperating", "documentation": "Amount of interest income (expense) classified as nonoperating." } } }, "auth_ref": [ "r740", "r907", "r921" ] }, "us-gaap_InvestmentsClassifiedByContractualMaturityDateTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InvestmentsClassifiedByContractualMaturityDateTableTextBlock", "presentation": [ "http://www.instacart.com/role/InvestmentsTables" ], "lang": { "en-us": { "role": { "terseLabel": "Investments Classified by Contractual Maturity Date", "label": "Investments Classified by Contractual Maturity Date [Table Text Block]", "documentation": "Tabular disclosure of maturities of an entity's investments as well as any other information pertinent to the investments." } } }, "auth_ref": [] }, "us-gaap_InvestmentsDebtAndEquitySecuritiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InvestmentsDebtAndEquitySecuritiesAbstract", "lang": { "en-us": { "role": { "label": "Investments, Debt and Equity Securities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_InvestmentsInDebtAndMarketableEquitySecuritiesAndCertainTradingAssetsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InvestmentsInDebtAndMarketableEquitySecuritiesAndCertainTradingAssetsDisclosureTextBlock", "presentation": [ "http://www.instacart.com/role/Investments" ], "lang": { "en-us": { "role": { "terseLabel": "Investments", "label": "Investments in Debt and Marketable Equity Securities (and Certain Trading Assets) Disclosure [Text Block]", "documentation": "The entire disclosure for investments in certain debt and equity securities." } } }, "auth_ref": [ "r114", "r132", "r253", "r254", "r475", "r476", "r998" ] }, "us-gaap_LeaseholdImprovementsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LeaseholdImprovementsMember", "presentation": [ "http://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Leasehold improvements", "label": "Leasehold Improvements [Member]", "documentation": "Additions or improvements to assets held under a lease arrangement." } } }, "auth_ref": [ "r92", "r490" ] }, "us-gaap_LesseeOperatingLeaseRenewalTerm": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseRenewalTerm", "presentation": [ "http://www.instacart.com/role/CommitmentsandContingenciesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Lessee, operating lease, renewal term", "label": "Lessee, Operating Lease, Renewal Term", "documentation": "Term of lessee's operating lease renewal, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": [ "r987" ] }, "us-gaap_LesseeOperatingLeaseTermOfContract": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseTermOfContract", "presentation": [ "http://www.instacart.com/role/CommitmentsandContingenciesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Lessee, operating lease, term of contract", "label": "Lessee, Operating Lease, Term of Contract", "documentation": "Term of lessee's operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": [ "r987" ] }, "us-gaap_LiabilitiesAndStockholdersEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesAndStockholdersEquity", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "totalLabel": "Total liabilities, redeemable convertible preferred stock, and stockholders\u2019 equity", "label": "Liabilities and Equity", "documentation": "Amount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any." } } }, "auth_ref": [ "r72", "r111", "r586", "r774", "r912", "r943", "r986" ] }, "us-gaap_LiabilitiesAndStockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesAndStockholdersEquityAbstract", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "LIABILITIES, REDEEMABLE CONVERTIBLE PREFERRED STOCK, AND STOCKHOLDERS\u2019 EQUITY", "label": "Liabilities and Equity [Abstract]" } } }, "auth_ref": [] }, "us-gaap_LiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 3.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "totalLabel": "Total current liabilities", "label": "Liabilities, Current", "documentation": "Total obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer." } } }, "auth_ref": [ "r60", "r164", "r195", "r285", "r334", "r335", "r336", "r337", "r338", "r339", "r340", "r341", "r342", "r442", "r443", "r444", "r477", "r774", "r968", "r989", "r990" ] }, "us-gaap_LiabilitiesCurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesCurrentAbstract", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Current liabilities:", "label": "Liabilities, Current [Abstract]" } } }, "auth_ref": [] }, "dei_LocalPhoneNumber": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LocalPhoneNumber", "presentation": [ "http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Local Phone Number", "label": "Local Phone Number", "documentation": "Local phone number for entity." } } }, "auth_ref": [] }, "us-gaap_LossContingenciesLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingenciesLineItems", "presentation": [ "http://www.instacart.com/role/CommitmentsandContingenciesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Loss Contingencies [Line Items]", "label": "Loss Contingencies [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [ "r328", "r329", "r330", "r333", "r413", "r746", "r964", "r965" ] }, "us-gaap_LossContingenciesTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingenciesTable", "presentation": [ "http://www.instacart.com/role/CommitmentsandContingenciesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Loss Contingencies [Table]", "label": "Loss Contingencies [Table]", "documentation": "Disclosure of information about loss contingency. Excludes environmental contingency, warranty, and unconditional purchase obligation." } } }, "auth_ref": [ "r328", "r329", "r330", "r333", "r413", "r746", "r964", "r965" ] }, "us-gaap_LossContingencyAccrualCarryingValueCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingencyAccrualCarryingValueCurrent", "crdr": "credit", "calculation": { "http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 6.0 } }, "presentation": [ "http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Accrued legal and regulatory matters", "label": "Loss Contingency, Accrual, Current", "documentation": "Amount of loss contingency liability expected to be resolved within one year or the normal operating cycle, if longer." } } }, "auth_ref": [ "r328" ] }, "us-gaap_LossContingencyAccrualCarryingValuePeriodIncreaseDecrease": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingencyAccrualCarryingValuePeriodIncreaseDecrease", "presentation": [ "http://www.instacart.com/role/CommitmentsandContingenciesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Loss contingency, accrual, increase (release)", "label": "Loss Contingency Accrual, Period Increase (Decrease)", "documentation": "Amount of increase (decrease) in loss contingency liability." } } }, "auth_ref": [ "r963" ] }, "srt_MajorCustomersAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MajorCustomersAxis", "presentation": [ "http://www.instacart.com/role/RevenueSchedulesofConcentrationofRiskbyRiskFactorDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Customer [Axis]", "label": "Customer [Axis]", "documentation": "Information by name or description of a single external customer or a group of external customers." } } }, "auth_ref": [ "r250", "r752", "r785", "r789", "r972", "r1000", "r1004", "r1005", "r1007", "r1008", "r1009", "r1010", "r1011", "r1012", "r1013", "r1014", "r1015", "r1016", "r1017", "r1018", "r1019", "r1020", "r1021", "r1022", "r1023", "r1024", "r1025", "r1026", "r1027", "r1028", "r1029", "r1031", "r1032" ] }, "us-gaap_MarketableSecuritiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MarketableSecuritiesCurrent", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Short-term marketable securities", "label": "Marketable Securities, Current", "documentation": "Amount of investment in marketable security, classified as current." } } }, "auth_ref": [ "r902" ] }, "srt_MaximumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MaximumMember", "presentation": [ "http://www.instacart.com/role/CommitmentsandContingenciesDetails",
```

```
"http://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetails",
"http://www.instacart.com/role/SubsequentEventsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Maximum", "label": "Maximum [Member]", "documentation": "Upper limit of the provided range." } } }, "auth_ref": [ "r133", "r135", "r137", "r138", "r140", "r159", "r160", "r329", "r330", "r331", "r332", "r377", "r413", "r460", "r534", "r605", "r607", "r615", "r644", "r645", "r703", "r705", "r707", "r708", "r710", "r729", "r730", "r742", "r749", "r760", "r767", "r768", "r772", "r773", "r786", "r970", "r991", "r992", "r993", "r994", "r995", "r996" ] }, "ecd_MeasureAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MeasureAxis", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Measure:", "label": "Measure [Axis]" } } }, "auth_ref": [ "r852" ] }, "ecd_MeasureName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MeasureName", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Name", "label": "Measure Name" } } }, "auth_ref": [ "r852" ] }, "srt_MinimumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MinimumMember", "presentation": [ "http://www.instacart.com/role/CommitmentsandContingenciesDetails",
"http://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetails",
"http://www.instacart.com/role/SubsequentEventsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Minimum", "label": "Minimum [Member]", "documentation": "Lower limit of the provided range." } } }, "auth_ref": [ "r133", "r135", "r137", "r138", "r140", "r159", "r160", "r329", "r330", "r331", "r332", "r377", "r413", "r460", "r534", "r605", "r607", "r615", "r644", "r645", "r703", "r705", "r707", "r708", "r710", "r729", "r730", "r742", "r749", "r760", "r767", "r768", "r772", "r786", "r970", "r991", "r992", "r993", "r994", "r995", "r996" ] }, "ecd_MnpiDiscTimedForCompValFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MnpiDiscTimedForCompValFlag", "presentation": [ "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "MNPI Disclosure Timed for Compensation Value", "label": "MNPI Disclosure Timed for Compensation Value [Flag]" } } }, "auth_ref": [ "r871" ] }, "us-gaap_MoneyMarketFundsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MoneyMarketFundsMember", "presentation": [
"http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails",
"http://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Money market funds", "label": "Money Market Funds [Member]", "documentation": "Fund that invests in short-term money-market instruments, for example, but not limited to, commercial paper, banker's acceptances, repurchase agreements, government securities, certificates of deposit, and other highly liquid securities." } } }, "auth_ref": [ "r973" ] }, "ecd_MtrlTermsOfTrdArrTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MtrlTermsOfTrdArrTextBlock", "presentation": [
"http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements" ], "lang": { "en-us": { "role": { "terseLabel": "Material Terms of Trading Arrangement", "label": "Material Terms of Trading Arrangement [Text Block]" } } }, "auth_ref": [ "r879" ] }, "srt_NameOfMajorCustomerDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "NameOfMajorCustomerDomain", "presentation": [ "http://www.instacart.com/role/RevenueSchedulesofConcentrationofRiskbyRiskFactorDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Customer [Domain]", "label": "Customer [Domain]", "documentation": "Single external customer or group of external customers." } } }, "auth_ref": [ "r250", "r752", "r785", "r789", "r972", "r1000", "r1004", "r1005", "r1007", "r1008", "r1009", "r1010", "r1011", "r1012", "r1013", "r1014", "r1015", "r1016", "r1017", "r1018", "r1019", "r1020", "r1021", "r1022", "r1023", "r1024", "r1025", "r1026", "r1027", "r1028", "r1029", "r1031", "r1032" ] }, "ecd_NamedExecutiveOfficersFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NamedExecutiveOfficersFnTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Named Executive Officers, Footnote", "label": "Named Executive Officers, Footnote [Text Block]" } } }, "auth_ref": [ "r853" ] }, "us-gaap_NetCashProvidedByUsedInFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivities", "crdr": "debit", "calculation": {
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 3.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by (used in) financing activities", "label": "Net Cash Provided by (Used in) Financing Activities", "documentation": "Amount 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." } } }, "auth_ref": [ "r191" ] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "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://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by (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. 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." } } }, "auth_ref": [ "r191" ] }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "INVESTING ACTIVITIES", "label": "Net Cash Provided by (Used in) Investing Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInOperatingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivities", "calculation": {
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by operating activities", "label": "Net Cash Provided by (Used in) Operating Activities", "documentation": "Amount 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." } } }, "auth_ref": [ "r84", "r85", "r86" ] }, "us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "OPERATING ACTIVITIES", "label": "Net Cash Provided by (Used in) Operating Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLoss", "crdr": "credit", "calculation": {
"http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic", "weight": 1.0, "order": 2.0 }, "http://www.instacart.com/role/CondensedConsolidatedStatementsofComprehensiveIncomeLoss": { "parentTag": "us-gaap_ComprehensiveIncomeNetOfTax", "weight": 1.0, "order": 2.0 }, "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 6.0 } }, "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows",
"http://www.instacart.com/role/CondensedConsolidatedStatementsofComprehensiveIncomeLoss",
"http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations",
"http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit",
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails", "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "totalLabel": "Net income (loss)", "terseLabel": "Net income (loss)", "verboseLabel": "Net income", "label": "Net Income (Loss) Attributable to Parent", "documentation": "The portion of profit or loss for the period, net of income taxes, which is attributable to the parent." } } }, "auth_ref": [ "r79", "r86", "r113", "r162", "r178", "r181", "r185", "r195", "r202", "r204", "r205", "r206", "r207", "r208", "r211", "r212", "r226", "r285", "r334", "r335", "r336", "r337", "r338", "r339", "r340", "r341", "r342", "r437", "r440", "r454", "r477", "r591", "r674", "r695", "r696", "r801", "r968" ] }, "us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLossAvailableToCommonStockholdersBasic", "crdr": "credit", "calculation": {
"http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-gaap_NetIncomeLossAvailableToCommonStockholdersDiluted", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations",
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails" ], "lang": { "en-us": { "role": { "totalLabel": "Net income (loss) attributable to common stockholders, basic", "label": "Net Income (Loss) Available to Common Stockholders, Basic", "documentation": "Amount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders." } } }, "auth_ref": [ "r189", "r204", "r205", "r206", "r207", "r214", "r215", "r227", "r230", "r440" ] }, "us-gaap_NetIncomeLossAvailableToCommonStockholdersBasicAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLossAvailableToCommonStockholdersBasicAbstract", "presentation": [
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Numerator:", "label": "Net Income (Loss) Available to Common Stockholders, Basic [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetIncomeLossAvailableToCommonStockholdersDiluted": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLossAvailableToCommonStockholdersDiluted", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations",
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails" ], "lang": { "en-us": { "role": { "totalLabel": "Net income (loss) attributable to common stockholders, diluted", "label": "Net Income (Loss) Available to Common Stockholders, Diluted", "documentation": "Amount, 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." } } }, "auth_ref": [ "r189", "r216", "r222", "r223", "r224", "r225", "r227", "r230" ] }, "us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NewAccountingPronouncementsPolicyPolicyTextBlock", "presentation": [ "http://www.instacart.com/role/SignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "terseLabel": "Recent Accounting Pronouncements Not Yet Adopted", "label": "New Accounting Pronouncements, Policy [Policy Text Block]", "documentation": "Disclosure 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." } } }, "auth_ref": [] }, "ecd_NonGaapMeasureDescriptionTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonGaapMeasureDescriptionTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Non-GAAP Measure Description", "label": "Non-GAAP Measure Description [Text Block]" } } }, "auth_ref": [ "r852" ] }, "ecd_NonNeosMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonNeosMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Non-NEOs", "label": "Non-NEOs [Member]" } } }, "auth_ref": [ "r816", "r826", "r836", "r860", "r868" ] }, "ecd_NonPeoNeoAvgCompActuallyPaidAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoAvgCompActuallyPaidAmt", "presentation": [
"http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Non-PEO NEO Average Compensation Actually Paid Amount", "label": "Non-PEO NEO Average Compensation Actually Paid Amount" } } }, "auth_ref": [ "r843" ] }, "ecd_NonPeoNeoAvgTotalCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoAvgTotalCompAmt", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Non-PEO NEO Average Total Compensation Amount", "label": "Non-PEO NEO Average Total Compensation Amount" } } }, "auth_ref": [ "r842" ] }, "ecd_NonPeoNeoMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoMember", "presentation": [
"http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Non-PEO NEO", "label": "Non-PEO NEO [Member]" } } }, "auth_ref": [ "r860" ] }, "ecd_NonRule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrAdoptedFlag", "presentation": [ "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements" ], "lang": { "en-us": { "role": { "terseLabel": "Non-Rule 10b5-1 Arrangement Adopted", "label": "Non-Rule 10b5-1 Arrangement Adopted [Flag]" } } }, "auth_ref": [ "r879" ] }, "ecd_NonRule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrTrmntdFlag", "presentation": [ "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements" ], "lang": { "en-us": { "role": { "terseLabel": "Non-Rule 10b5-1 Arrangement Terminated", "label": "Non-Rule 10b5-1 Arrangement Terminated [Flag]" } } }, "auth_ref": [ "r879" ] }, "us-gaap_NonUsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NonUsMember", "presentation": [
```

```
"http://www.instacart.com/role/RevenuefromExternalCustomersbyGeographicAreasDetails" ], "lang": { "en-us": { "role": { "terseLabel": "International", "label": "Non-US [Member]", "documentation": "Countries excluding the United States of America (US)." } } }, "auth_ref": { "r1037", "r1038", "r1039", "r1040" } }, "us-gaap_NonvestedRestrictedStockSharesActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NonvestedRestrictedStockSharesActivityTableTextBlock", "presentation": [ "http://www.instacart.com/role/StockholdersEquityTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Nonvested Restricted Stock Shares Activity", "label": "Nonvested Restricted Stock Shares Activity [Table Text Block]", "documentation": "Tabular disclosure of the changes in outstanding nonvested restricted stock shares." } } }, "auth_ref": { "r12" } }, "cart_NumberOfShareholders": { "xbrltype": "integerItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "NumberOfShareholders", "presentation": [ "http://www.instacart.com/role/StockholdersEquityNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Number of shareholders", "label": "Number Of Shareholders", "documentation": "Number Of Shareholders" } } }, "auth_ref": [] }, "us-gaap_OperatingExpenses": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpenses", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": -1.0, "order": 1.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations", "http://www.instacart.com/role/RelatedPartyTransactionsDetails" ], "lang": { "en-us": { "role": { "totalLabel": "Total operating expenses", "verboseLabel": "Operating expenses", "label": "Operating Expenses", "documentation": "Generally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Includes selling, general and administrative expense." } } }, "auth_ref": [] }, "us-gaap_OperatingExpensesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpensesAbstract", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations" ], "lang": { "en-us": { "role": { "terseLabel": "Operating expenses:", "label": "Operating Expenses [Abstract]" } } }, "auth_ref": [] }, "us-gaap_OperatingIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingIncomeLoss", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations" ], "lang": { "en-us": { "role": { "totalLabel": "Income (loss) from operations", "label": "Operating Income (Loss)", "documentation": "The net result for the period of deducting operating expenses from operating revenues." } } }, "auth_ref": [ "r117", "r739", "r920", "r921", "r922", "r923", "r924" ] }, "us-gaap_OperatingLeaseLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiabilityCurrent", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Operating lease liabilities, current", "label": "Operating Lease, Liability, Current", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease, classified as current." } } }, "auth_ref": [ "r489" ] }, "us-gaap_OperatingLeaseLiabilityNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiabilityNoncurrent", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Operating lease liabilities, noncurrent", "label": "Operating Lease, Liability, Noncurrent", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent." } } }, "auth_ref": [ "r489" ] }, "us-gaap_OperatingLeaseRightOfUseAsset": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseRightOfUseAsset", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 8.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Operating lease right-of-use assets", "label": "Operating Lease, Right-of-Use Asset", "documentation": "Amount of lessee's right to use underlying asset under operating lease." } } }, "auth_ref": [ "r488" ] }, "us-gaap_OperatingLeaseRightOfUseAssetAmortizationExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseRightOfUseAssetAmortizationExpense", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 13.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Amortization of operating lease right-of-use assets", "label": "Operating Lease, Right-of-Use Asset, Periodic Reduction", "documentation": "Amount of periodic reduction over lease term of carrying amount of right-of-use asset from operating lease." } } }, "auth_ref": [ "r910" ] }, "cart_OperationsAndSupportExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "OperationsAndSupportExpense", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 4.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations" ], "lang": { "en-us": { "role": { "terseLabel": "Operations and support", "label": "Operations And Support Expense", "documentation": "Operations And Support Expense" } } }, "auth_ref": [] }, "cart_OperationsAndSupportExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "OperationsAndSupportExpenseMember", "presentation": [ "http://www.instacart.com/role/RestructuringScheduleofRestructuringandRelatedCostsDetails", "http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Operations and support", "label": "Operations And Support Expense [Member]", "documentation": "Operations And Support Expense" } } }, "auth_ref": [] }, "us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract", "lang": { "en-us": { "role": { "label": "Organization, Consolidation and Presentation of Financial Statements [Abstract]" } } }, "auth_ref": [] }, "us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock", "presentation": [ "http://www.instacart.com/role/Business" ], "lang": { "en-us": { "role": { "terseLabel": "Business", "label": "Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block]", "documentation": "The entire disclosure for organization, consolidation and basis of presentation of financial statements disclosure." } } }, "auth_ref": [ "r56", "r106", "r617", "r618" ] }, "us-gaap_OtherAccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherAccruedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 7.0 } }, "presentation": [ "http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Other", "label": "Other Accrued Liabilities, Current", "documentation": "Amount of expenses incurred but not yet paid classified as other, due within one year or the normal operating cycle, if longer." } } }, "auth_ref": [ "r59" ] }, "us-gaap_OtherAssetsNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherAssetsNoncurrent", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 5.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Other assets", "label": "Other Assets, Noncurrent", "documentation": "Amount of noncurrent assets classified as other." } } }, "auth_ref": [ "r170" ] }, "us-gaap_OtherComprehensiveIncomeAvailableforsaleSecuritiesAdjustmentNetOfTaxPortionAttributableToParent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeAvailableforsaleSecuritiesAdjustmentNetOfTaxPortionAttributableToParent", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofComprehensiveIncomeLoss": { "parentTag": "us-gaap_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofComprehensiveIncomeLoss", "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": { "terseLabel": "Net unrealized gain on available-for-sale marketable securities, net of tax", "label": "Other Comprehensive Income (Loss), Available-for-Sale Securities Adjustment, Net of Tax, Portion Attributable to Parent", "documentation": "Amount, after tax and reclassification adjustment, of gain (loss) in value of unsold investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), attributable to parent." } } }, "auth_ref": [ "r4", "r9", "r107" ] }, "us-gaap_OtherComprehensiveIncomeForeignCurrencyTransactionAndTranslationAdjustmentNetOfTaxPortionAttributableToParent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeForeignCurrencyTransactionAndTranslationAdjustmentNetOfTaxPortionAttributableToParent", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofComprehensiveIncomeLoss": { "parentTag": "us-gaap_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofComprehensiveIncomeLoss", "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": { "terseLabel": "Change in foreign currency translation adjustments", "verboseLabel": "Foreign currency translation adjustments", "label": "Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, Portion Attributable to Parent", "documentation": "Amount after tax and reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature, attributable to parent entity." } } }, "auth_ref": [ "r4", "r9", "r107" ] }, "us-gaap_OtherComprehensiveIncomeLossNetOfTaxPeriodIncreaseDecreaseAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeLossNetOfTaxPeriodIncreaseDecreaseAbstract", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofComprehensiveIncomeLoss" ], "lang": { "en-us": { "role": { "terseLabel": "Other comprehensive income (loss):", "label": "Other Comprehensive Income (Loss), Net of Tax [Abstract]" } } }, "auth_ref": [] }, "us-gaap_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofComprehensiveIncomeLoss": { "parentTag": "us-gaap_ComprehensiveIncomeNetOfTax", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofComprehensiveIncomeLoss" ], "lang": { "en-us": { "role": { "totalLabel": "Total other comprehensive income (loss)", "label": "Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent", "documentation": "Amount after tax of other comprehensive income (loss) attributable to parent entity." } } }, "auth_ref": [ "r4", "r9", "r107", "r179", "r182", "r208" ] }, "us-gaap_OtherIntangibleAssetsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherIntangibleAssetsMember", "presentation": [ "http://www.instacart.com/role/GoodwillandIntangibleAssetsNetIntangibleAssetsNetDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Other", "label": "Other Intangible Assets [Member]", "documentation": "Intangible assets classified as other." } } }, "auth_ref": [ "r745", "r948", "r949", "r950", "r951", "r952", "r953", "r954", "r956", "r957", "r958" ] }, "us-gaap_OtherLiabilitiesNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherLiabilitiesNoncurrent", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Other long-term liabilities", "label": "Other Liabilities, Noncurrent", "documentation": "Amount of liabilities classified as other, due after one year or the normal operating cycle, if longer." } } }, "auth_ref": [ "r62" ] }, "us-gaap_OtherNoncashIncomeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherNoncashIncomeExpense", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 4.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "negatedTerseLabel": "Other", "label": "Other Noncash Income (Expense)", "documentation": "Amount of income (expense) included in net income that results in no cash inflow (outflow), classified as other." } } }, "auth_ref": [ "r86" ] }, "us-gaap_OtherNonoperatingIncomeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherNonoperatingIncomeExpense", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "weight": 1.0, "order": 3.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations" ], "lang": { "en-us": { "role": { "terseLabel": "Other expense, net", "label": "Other Nonoperating Income (Expense)", "documentation": "Amount of income (expense) related to nonoperating activities, classified as other." } } }, "auth_ref": [ "r81" ] }, "ecd_OtherPerfMeasureAmt": { "xbrltype": "decimalItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "OtherPerfMeasureAmt", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Other Performance Measure, Amount", "label": "Other Performance Measure, Amount" } } }, "auth_ref": [ "r852" ] }, "ecd_OutstandingAggtErrCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "OutstandingAggtErrCompAmt", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Outstanding Aggregate
```

Erroneous Compensation Amount", "label": "Outstanding Aggregate Erroneous Compensation Amount" } } }, "auth_ref": ["r814", "r824", "r834", "r866"] }, "ecd_OutstandingRecoveryCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "OutstandingRecoveryCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Amount", "label": "Outstanding Recovery Compensation Amount" } } }, "auth_ref": ["r817", "r827", "r837", "r869"] }, "ecd_OutstandingRecoveryIndName": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "OutstandingRecoveryIndName", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Name", "label": "Outstanding Recovery, Individual Name" } } }, "auth_ref": ["r817", "r827", "r837", "r869"] }, "us-gaap_PatentsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PatentsMember", "presentation": ["http://www.instacart.com/role/GoodwillandIntangibleAssetsNetIntangibleAssetsNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Patents", "label": "Patents [Member]", "documentation": "Exclusive legal right granted by the government to the owner of the patent to exploit an invention or a process for a period of time specified by law." } } }, "auth_ref": ["r105", "r948", "r949", "r950", "r951", "r953", "r954", "r957", "r958"] }, "ecd_PayVsPerformanceDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PayVsPerformanceDisclosureLineItems", "lang": { "en-us": { "role": { "label": "Pay vs Performance Disclosure [Line Items]" } } }, "auth_ref": ["r841"] }, "us-gaap_PayablesAndAccrualsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PayablesAndAccrualsAbstract", "lang": { "en-us": { "role": { "label": "Payables and Accruals [Abstract]" } } }, "auth_ref": [] }, "us-gaap_PaymentsForLegalSettlements": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsForLegalSettlements", "crdr": "credit", "presentation": ["http://www.instacart.com/role/CommitmentsandContingenciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Payments for legal settlements", "label": "Payments for Legal Settlements", "documentation": "The amount of cash paid for the settlement of litigation or for other legal issues during the period." } } }, "auth_ref": ["r5"] }, "us-gaap_PaymentsForProceedsFromOtherInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsForProceedsFromOtherInvestingActivities", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Other investing activities", "label": "Payments for (Proceeds from) Other Investing Activities", "documentation": "Amount of cash (inflow) outflow from investing activities classified as other." } } }, "auth_ref": ["r891", "r908"] }, "us-gaap_PaymentsForRepurchaseOfCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsForRepurchaseOfCommonStock", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "negatedLabel": "Repurchases of common stock", "label": "Payments for Repurchase of Common Stock", "documentation": "The cash outflow to reacquire common stock during the period." } } }, "auth_ref": ["r83"] }, "us-gaap_PaymentsOfStockIssuanceCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsOfStockIssuanceCosts", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 3.0 } }, "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Deferred offering costs paid", "label": "Payments of Stock Issuance Costs", "documentation": "The cash outflow for cost incurred directly with the issuance of an equity security." } } }, "auth_ref": ["r18"] }, "us-gaap_PaymentsRelatedToTaxWithholdingForShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsRelatedToTaxWithholdingForShareBasedCompensation", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 7.0 } }, "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows", "http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Taxes paid related to net share settlement of equity awards", "terseLabel": "Taxes paid related to net share settlement of equity awards", "label": "Payment, Tax Withholding, Share-Based Payment Arrangement", "documentation": "Amount of cash outflow to satisfy grantee's tax withholding obligation for award under share-based payment arrangement." } } }, "auth_ref": ["r190"] }, "us-gaap_PaymentsToAcquireMarketableSecurities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsToAcquireMarketableSecurities", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Purchases of marketable securities", "label": "Payments to Acquire Marketable Securities", "documentation": "Amount of cash outflow for purchase of marketable security." } } }, "auth_ref": ["r927"] }, "us-gaap_PaymentsToAcquirePropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsToAcquirePropertyPlantAndEquipment", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": -1.0, "order": 3.0 } }, "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Purchases of property and equipment, including capitalized internal-use software", "label": "Payments to Acquire Property, Plant, and Equipment", "documentation": "The 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." } } }, "auth_ref": ["r82"] }, "ecd_PeerGroupIssuersFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeerGroupIssuersFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Peer Group Issuers, Footnote", "label": "Peer Group Issuers, Footnote [Text Block]" } } }, "auth_ref": ["r851"] }, "ecd_PeerGroupTotalShareholderRtnAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeerGroupTotalShareholderRtnAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Peer Group Total Shareholder Return Amount", "label": "Peer Group Total Shareholder Return Amount" } } }, "auth_ref": ["r851"] }, "ecd_PeoActuallyPaidCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeoActuallyPaidCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "PEO Actually Paid Compensation Amount", "label": "PEO Actually Paid Compensation Amount" } } }, "auth_ref": ["r843"] }, "ecd_PeoMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeoMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "PEO", "label": "PEO [Member]" } } }, "auth_ref": ["r860"] }, "ecd_PeoName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeoName", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "PEO Name", "label": "PEO Name" } } }, "auth_ref": ["r853"] }, "ecd_PeoTotalCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeoTotalCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "PEO Total Compensation Amount", "label": "PEO Total Compensation Amount" } } }, "auth_ref": ["r842"] }, "cart_PerformanceAndOrMarketBasedConditionsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "PerformanceAndOrMarketBasedConditionsMember", "presentation": ["http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersAntidilutiveDetails"], "lang": { "en-us": { "role": { "terseLabel": "Performance and or Market-Based Conditions", "label": "Performance And Or Market-Based Conditions [Member]", "documentation": "Performance And Or Market-Based Conditions" } } }, "auth_ref": [] }, "ecd_PnsnAdjsPrrSvcCstMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PnsnAdjsPrrSvcCstMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Pension Adjustments Prior Service Cost", "label": "Pension Adjustments Prior Service Cost [Member]" } } }, "auth_ref": ["r844"] }, "ecd_PnsnAdjsSvcCstMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PnsnAdjsSvcCstMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Pension Adjustments Service Cost", "label": "Pension Adjustments Service Cost [Member]" } } }, "auth_ref": ["r888"] }, "ecd_PnsnBnftsAdjFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PnsnBnftsAdjFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Pension Benefits Adjustments, Footnote", "label": "Pension Benefits Adjustments, Footnote [Text Block]" } } }, "auth_ref": ["r843"] }, "us-gaap_PreferredStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockParOrStatedValuePerShare", "presentation": ["http://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Preferred stock, par or stated value per share (in dollars per share)", "label": "Preferred Stock, Par or Stated Value Per Share", "documentation": "Face amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer." } } }, "auth_ref": ["r66", "r346"] }, "us-gaap_PreferredStockSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesAuthorized", "presentation": ["http://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Preferred stock, shares authorized (in shares)", "label": "Preferred Stock, Shares Authorized", "documentation": "The 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." } } }, "auth_ref": ["r66", "r654"] }, "us-gaap_PreferredStockSharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesIssued", "presentation": ["http://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Preferred stock, shares issued (in shares)", "label": "Preferred Stock, Shares Issued", "documentation": "Number 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." } } }, "auth_ref": ["r66", "r346"] }, "us-gaap_PreferredStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesOutstanding", "presentation": ["http://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Preferred stock, shares outstanding (in shares)", "label": "Preferred Stock, Shares Outstanding", "documentation": "Aggregate 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." } } }, "auth_ref": ["r66", "r654", "r672", "r1035", "r1036"] }, "us-gaap_PreferredStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockValue", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.instacart.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Preferred stock, $0.0001 par value per share; 24,167 shares authorized as of December\u00a031, 2023 and September\u00a030, 2024; zero shares issued and outstanding as of December\u00a031, 2023 and September\u00a030, 2024", "label": "Preferred Stock, Value, Issued", "documentation": "Aggregate 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." } } }, "auth_ref": ["r66", "r581", "r774"] }, "us-gaap_PrepaidExpenseAndOtherAssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PrepaidExpenseAndOtherAssetsCurrent", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.instacart.com/role/CondensedConsolidatedBalanceSheets", "http://www.instacart.com/role/RelatedPartyTransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Prepaid expenses and other current assets", "label": "Prepaid Expense and Other Assets, Current", "documentation": "Amount 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." } } }, "auth_ref": ["r903"] }, "us-gaap_PrivatePlacementMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PrivatePlacementMember", "presentation": ["http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Private Placement", "label": "Private Placement [Member]", "documentation": "A private placement is a direct offering of securities to a limited number of sophisticated investors such as insurance companies, pension funds, mezzanine funds, stock funds and trusts." } } }, "auth_ref": [] }, "us-gaap_ProceedsFromIssuanceInitialPublicOffering": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromIssuanceInitialPublicOffering", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Proceeds from the issuance of common stock upon initial public offering, net of underwriting discounts", "label": "Proceeds from Issuance Initial Public Offering", "documentation": "The cash inflow associated with the amount received from entity's first offering of stock to the public." } } }, "auth_ref": ["r2"] }, "us-gaap_ProceedsFromIssuanceOfRedeemableConvertiblePreferredStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromIssuanceOfRedeemableConvertiblePreferredStock", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0,

```
"order": 4.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Proceeds from the issuance of Series A redeemable convertible preferred stock", "label": "Proceeds from Issuance of Redeemable Convertible Preferred Stock", "documentation": "The cash inflow from issuance of callable preferred stock which is identified as being convertible to another type of financial security at the option of the issuer or the holder." } } }, "auth_ref": [ "r2" ] }, "us-gaap_ProceedsFromSaleAndMaturityOfMarketableSecurities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromSaleAndMaturityOfMarketableSecurities", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": 1.0, "order": 4.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Maturities of marketable securities", "label": "Proceeds from Sale and Maturity of Marketable Securities", "documentation": "The cash inflow associated with the aggregate amount received by the entity through sale or maturity of marketable securities (held-to-maturity or available-for-sale) during the period." } } }, "auth_ref": [] }, "us-gaap_ProceedsFromStockOptionsExercised": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromStockOptionsExercised", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Proceeds from exercise of stock options", "label": "Proceeds from Stock Options Exercised", "documentation": "Amount of cash inflow from exercise of option under share-based payment arrangement." } } }, "auth_ref": [ "r2", "r11" ] }, "srt_ProductOrServiceAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ProductOrServiceAxis", "presentation": [ "http://www.instacart.com/role/RevenueReconciliationofRevenuefromSegmentstoConsolidatedDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Product and Service [Axis]", "label": "Product and Service [Axis]", "documentation": "Information by product and service, or group of similar products and similar services." } } }, "auth_ref": [ "r142", "r143", "r144", "r145", "r146", "r147", "r158", "r247", "r536", "r598", "r599", "r600", "r601", "r602", "r603", "r604", "r733", "r750", "r784", "r786", "r787", "r790", "r792", "r901", "r966", "r967", "r972", "r1000", "r1004", "r1005", "r1006", "r1007", "r1008", "r1009", "r1010", "r1011", "r1012", "r1013", "r1014", "r1015", "r1016", "r1017", "r1018", "r1019", "r1020", "r1021", "r1022", "r1023", "r1024", "r1025", "r1026", "r1027", "r1028", "r1029", "r1031", "r1032" ] }, "srt_ProductsAndServicesDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ProductsAndServicesDomain", "presentation": [ "http://www.instacart.com/role/RevenueReconciliationofRevenuefromSegmentstoConsolidatedDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Product and Service [Domain]", "label": "Product and Service [Domain]", "documentation": "Product or service, or a group of similar products or similar services." } } }, "auth_ref": [ "r142", "r143", "r144", "r145", "r146", "r147", "r158", "r247", "r536", "r598", "r599", "r600", "r601", "r602", "r603", "r604", "r733", "r750", "r784", "r786", "r787", "r790", "r792", "r901", "r966", "r967", "r972", "r1000", "r1004", "r1005", "r1006", "r1007", "r1008", "r1009", "r1010", "r1011", "r1012", "r1013", "r1014", "r1015", "r1016", "r1017", "r1018", "r1019", "r1020", "r1021", "r1022", "r1023", "r1024", "r1025", "r1026", "r1027", "r1028", "r1029", "r1031", "r1032" ] }, "us-gaap_PropertyPlantAndEquipmentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentAbstract", "lang": { "en-us": { "role": { "label": "Property, Plant and Equipment [Abstract]" } } }, "auth_ref": [] }, "us-gaap_PropertyPlantAndEquipmentByTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentByTypeAxis", "presentation": [ "http://www.instacart.com/role/PropertyandEquipmentNetNarrativeDetails", "http://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Long-Lived Tangible Asset [Axis]", "label": "Long-Lived Tangible Asset [Axis]", "documentation": "Information by type of long-lived, physical assets used to produce goods and services and not intended for resale." } } }, "auth_ref": [ "r8", "r490" ] }, "us-gaap_PropertyPlantAndEquipmentDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentDisclosureTextBlock", "presentation": [ "http://www.instacart.com/role/PropertyandEquipmentNet" ], "lang": { "en-us": { "role": { "terseLabel": "Property and Equipment, Net", "label": "Property, Plant and Equipment Disclosure [Text Block]", "documentation": "The entire disclosure for long-lived, physical asset used in normal conduct of business and not intended for resale. Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections." } } }, "auth_ref": [ "r91", "r123", "r126", "r127" ] }, "us-gaap_PropertyPlantAndEquipmentGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentGross", "crdr": "debit", "calculation": { "http://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetails": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Total property and equipment", "label": "Property, Plant and Equipment, Gross", "documentation": "Amount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": [ "r92", "r166", "r589" ] }, "us-gaap_PropertyPlantAndEquipmentLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentLineItems", "presentation": [ "http://www.instacart.com/role/PropertyandEquipmentNetNarrativeDetails", "http://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment [Line Items]", "label": "Property, Plant and Equipment [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": [ "r490" ] }, "us-gaap_PropertyPlantAndEquipmentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentMember", "presentation": [ "http://www.instacart.com/role/PropertyandEquipmentNetNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment", "label": "Property, Plant and Equipment [Member]", "documentation": "Physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": [] }, "us-gaap_PropertyPlantAndEquipmentNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentNet", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 2.0 }, "http://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets", "http://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Property and equipment, net", "totalLabel": "Property and equipment, net", "label": "Property, Plant and Equipment, Net", "documentation": "Amount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": [ "r8", "r490", "r576", "r589", "r774" ] }, "us-gaap_PropertyPlantAndEquipmentTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentTextBlock", "presentation": [ "http://www.instacart.com/role/PropertyandEquipmentNetTables" ], "lang": { "en-us": { "role": { "terseLabel": "Property and Equipment, Net", "label": "Property, Plant and Equipment [Table Text Block]", "documentation": "Tabular disclosure of physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation." } } }, "auth_ref": [ "r8" ] }, "us-gaap_PropertyPlantAndEquipmentTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentTypeDomain", "presentation": [ "http://www.instacart.com/role/PropertyandEquipmentNetNarrativeDetails", "http://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Long-Lived Tangible Asset [Domain]", "label": "Long-Lived Tangible Asset [Domain]", "documentation": "Listing of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale. Examples include land, buildings, machinery and equipment, and other types of furniture and equipment including, but not limited to, office equipment, furniture and fixtures, and computer equipment and software." } } }, "auth_ref": [ "r92", "r490" ] }, "us-gaap_PropertyPlantAndEquipmentUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentUsefulLife", "presentation": [ "http://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Estimated Useful Life", "label": "Property, Plant and Equipment, Useful Life", "documentation": "Useful life of long lived, physical assets used in the normal conduct of business and not intended for resale, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Examples include, but not limited to, land, buildings, machinery and equipment, office equipment, furniture and fixtures, and computer equipment." } } }, "auth_ref": [] }, "us-gaap_ProvisionForDoubtfulAccounts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProvisionForDoubtfulAccounts", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Provision for bad debts", "label": "Accounts Receivable, Credit Loss Expense (Reversal)", "documentation": "Amount of expense (reversal of expense) for expected credit loss on accounts receivable." } } }, "auth_ref": [ "r188", "r291" ] }, "ecd_PvpTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTable", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Pay vs Performance Disclosure", "label": "Pay vs Performance Disclosure [Table]" } } }, "auth_ref": [ "r841" ] }, "ecd_PvpTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTableTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Pay vs Performance Disclosure, Table", "label": "Pay vs Performance [Table Text Block]" } } }, "auth_ref": [ "r841" ] }, "srt_RangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeAxis", "presentation": [ "http://www.instacart.com/role/CommitmentsandContingenciesDetails", "http://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetails", "http://www.instacart.com/role/SubsequentEventsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Statistical Measurement [Axis]", "label": "Statistical Measurement [Axis]", "documentation": "Information by statistical measurement. Includes, but is not limited to, minimum, maximum, weighted average, arithmetic average, and median." } } }, "auth_ref": [ "r133", "r135", "r137", "r138", "r140", "r159", "r160", "r329", "r330", "r331", "r332", "r369", "r377", "r404", "r405", "r406", "r413", "r460", "r509", "r518", "r534", "r605", "r607", "r615", "r644", "r645", "r703", "r705", "r707", "r708", "r710", "r729", "r730", "r742", "r749", "r760", "r767", "r768", "r772", "r773", "r786", "r795", "r960", "r970", "r982", "r992", "r993", "r994", "r995", "r996" ] }, "srt_RangeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeMember", "presentation": [ "http://www.instacart.com/role/CommitmentsandContingenciesDetails", "http://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetails", "http://www.instacart.com/role/SubsequentEventsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Statistical Measurement [Domain]", "label": "Statistical Measurement [Domain]", "documentation": "Statistical measurement. Includes, but is not limited to, minimum, maximum, weighted average, arithmetic average, and median." } } }, "auth_ref": [ "r133", "r135", "r137", "r138", "r140", "r159", "r160", "r329", "r330", "r331", "r332", "r369", "r377", "r404", "r405", "r406", "r413", "r460", "r509", "r518", "r534", "r605", "r607", "r615", "r644", "r645", "r703", "r705", "r707", "r708", "r710", "r729", "r730", "r742", "r749", "r760", "r767", "r768", "r772", "r773", "r786", "r795", "r960", "r970", "r982", "r992", "r993", "r994", "r995", "r996" ] }, "cart_ReclassificationOfDeferredOfferingCostsToAdditionalPaidInCapitalUponInitialPublicOffering": { "xbrltype": "monetaryItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "ReclassificationOfDeferredOfferingCostsToAdditionalPaidInCapitalUponInitialPublicOffering", "crdr": "debit", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Reclassification of deferred offering costs to additional paid-in capital upon initial public offering", "label": "Reclassification Of Deferred Offering Costs To Additional Paid-In Capital Upon Initial Public Offering", "documentation": "Reclassification Of Deferred Offering Costs To Additional Paid-In Capital Upon Initial Public Offering" } } }, "auth_ref": [] }, "us-gaap_ReconciliationOfRevenueFromSegmentsToConsolidatedTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ReconciliationOfRevenueFromSegmentsToConsolidatedTextBlock", "presentation": [ "http://www.instacart.com/role/RevenueTables" ], "lang": { "en-us": { "role": { "terseLabel": "Reconciliation of Revenue from Segments to Consolidated", "label": "Reconciliation of Revenue from Segments to Consolidated [Table Text Block]", "documentation": "Tabular disclosure of all significant reconciling items in the reconciliation of total revenues from reportable segments to the entity's consolidated revenues." } } }, "auth_ref": [ "r34", "r35" ] }, "ecd_RecoveryOfErrCompDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RecoveryOfErrCompDisclosureLineItems", "lang": { "en-us": { "role": { "label": "Recovery of Erroneously Awarded Compensation Disclosure [Line Items]" } } }, "auth_ref": [ "r809", "r819", "r829", "r861" ] }, "us-gaap_RedeemableConvertiblePreferredStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-
```

gaap/2024", "localname": "RedeemableConvertiblePreferredStockMember", "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParenthetical",
"http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit"], "lang": { "en-us": { "role": {
"terseLabel": "Redeemable Convertible Preferred Stock", "label": "Redeemable Convertible Preferred Stock [Member]", "documentation": "Description of type or class of
redeemable convertible preferred stock. Convertible redeemable preferred stock possess conversion and redemption features. The stock has redemption features that are
outside the control of the issuer." } } }, "auth_ref": [] }, "us-gaap_RelatedPartyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"RelatedPartyDomain", "presentation": ["http://www.instacart.com/role/RelatedPartyTransactionsDetails", "http://www.instacart.com/role/StockholdersEquityNarrativeDetails"
], "lang": { "en-us": { "role": { "terseLabel": "Related Party, Type [Domain]", "label": "Related and Nonrelated Parties [Domain]", "documentation": "Related and nonrelated
parties. Related party includes, but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal
owner, management, and member of immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or
ownership interest." } } }, "auth_ref": ["r251", "r376", "r495", "r496", "r579", "r587", "r647", "r648", "r649", "r650", "r651", "r671", "r673", "r702"] }, "us-
gaap_RelatedPartyMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyMember", "presentation": [
"http://www.instacart.com/role/RelatedPartyTransactionsDetails", "http://www.instacart.com/role/StockholdersEquityNarrativeDetails"], "lang": { "en-us": { "role": {
"terseLabel": "Related Party", "label": "Related Party [Member]", "documentation": "Party related to reporting entity. Includes, but is not limited to, affiliate, entity for which
investment is accounted for by equity method, trust for benefit of employees, and principal owner, management, and members of immediate family." } } }, "auth_ref": ["r197",
"r198", "r495", "r496", "r497", "r498", "r579", "r587", "r647", "r648", "r649", "r650", "r651", "r671", "r673", "r702"] }, "us-
gaap_RelatedPartyTransactionAmountsOfTransaction": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"RelatedPartyTransactionAmountsOfTransaction", "crdr": "debit", "presentation": ["http://www.instacart.com/role/RelatedPartyTransactionsDetails"], "lang": { "en-us": {
"role": { "terseLabel": "Related party transaction, amounts of transaction", "label": "Related Party Transaction, Amounts of Transaction", "documentation": "Amount of
transactions with related party during the financial reporting period." } } }, "auth_ref": ["r55", "r495"] }, "us-gaap_RelatedPartyTransactionLineItems": { "xbrltype":
"stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionLineItems", "presentation": [
"http://www.instacart.com/role/RelatedPartyTransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Related Party Transaction [Line Items]", "label": "Related Party
Transaction [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": ["r251", "r678", "r679", "r682"] }, "us-gaap_RelatedPartyTransactionsAbstract":
{ "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsAbstract", "lang": { "en-us": { "role": { "label": "Related Party
Transactions [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RelatedPartyTransactionsByRelatedPartyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024",
"localname": "RelatedPartyTransactionsByRelatedPartyAxis", "presentation": ["http://www.instacart.com/role/RelatedPartyTransactionsDetails",
"http://www.instacart.com/role/StockholdersEquityNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Related Party, Type [Axis]", "label": "Related and Nonrelated
Parties [Axis]", "documentation": "Information by related and nonrelated parties. Related party includes, but is not limited to, affiliate, other entity for which investment is
accounted for under equity method, trust for benefit of employee, principal owner, management, and member of immediate family, and other party that may be prevented
from pursuing separate interests because of control, significant influence, or ownership interest." } } }, "auth_ref": ["r251", "r376", "r495", "r496", "r579", "r587", "r647",
"r648", "r649", "r650", "r651", "r671", "r673", "r702", "r988"] }, "us-gaap_RelatedPartyTransactionsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsDisclosureTextBlock", "presentation": ["http://www.instacart.com/role/RelatedPartyTransactions"],
"lang": { "en-us": { "role": { "terseLabel": "Related Party Transactions", "label": "Related Party Transactions Disclosure [Text Block]", "documentation": "The entire disclosure
for related party transactions. Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common
parent; (c) and entity and its principal owners; and (d) affiliates." } } }, "auth_ref": ["r492", "r493", "r494", "r496", "r499", "r626", "r627", "r628", "r680", "r681", "r682",
"r700", "r701"] }, "us-gaap_ResearchAndDevelopmentExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ResearchAndDevelopmentExpense", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-
gaap_OperatingExpenses", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations"], "lang": { "en-us":
{ "role": { "terseLabel": "Research and development", "label": "Research and Development Expense", "documentation": "Amount of expense for research and development.
Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in
transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint
venture formation or both, used in research and development activity." } } }, "auth_ref": ["r414", "r732", "r740", "r997"] }, "us-
gaap_ResearchAndDevelopmentExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ResearchAndDevelopmentExpenseMember", "presentation": ["http://www.instacart.com/role/RestructuringScheduleofRestructuringandRelatedCostsDetails",
"http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails"], "lang": { "en-us": { "role": { "terseLabel":
"Research and development", "label": "Research and Development Expense [Member]", "documentation": "Primary financial statement caption in which the reported facts
about research and development expense have been included." } } }, "auth_ref": [] }, "ecd_RestatementDateAxis": { "xbrltype": "stringItemType", "nsuri":
"http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDateAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": {
"terseLabel": "Restatement Determination Date:", "label": "Restatement Determination Date [Axis]" } } }, "auth_ref": ["r810", "r820", "r830", "r862"] },
"ecd_RestatementDeterminationDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDeterminationDate", "presentation": [
"http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date", "label": "Restatement Determination Date" }
} }, "auth_ref": ["r811", "r821", "r831", "r863"] }, "ecd_RestatementDoesNotRequireRecoveryTextBlock": { "xbrltype": "textBlockItemType", "nsuri":
"http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDoesNotRequireRecoveryTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": {
"en-us": { "role": { "terseLabel": "Restatement does not require Recovery", "label": "Restatement Does Not Require Recovery [Text Block]" } } }, "auth_ref": ["r818", "r828",
"r838", "r870"] }, "us-gaap_RestrictedCashAndCashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"RestrictedCashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag":
"us-gaap_AssetsCurrent", "weight": 1.0, "order": 1.0 }, "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-
gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "weight": 1.0, "order": 1.0 } }, "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedBalanceSheets", "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": {
"role": { "terseLabel": "Restricted cash and cash equivalents, current", "label": "Restricted Cash and Cash Equivalents, Current", "documentation": "Amount of cash and cash
equivalents restricted as to withdrawal or usage, classified as current. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial
institutions, and other accounts with general characteristics of demand deposits. 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": ["r19", "r165", "r193"] }, "us-gaap_RestrictedCashAndCashEquivalentsNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "RestrictedCashAndCashEquivalentsNoncurrent", "crdr": "debit", "calculation": {
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents",
"weight": 1.0, "order": 2.0 }, "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 7.0 } },
"presentation": ["http://www.instacart.com/role/CondensedConsolidatedBalanceSheets", "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows"],
"lang": { "en-us": { "role": { "terseLabel": "Restricted cash and cash equivalents, noncurrent", "label": "Restricted Cash and Cash Equivalents, Noncurrent", "documentation":
"Amount of cash and cash equivalents restricted as to withdrawal or usage, classified as noncurrent. Cash includes, but is not limited to, currency on hand, demand deposits
with banks or financial institutions, and other accounts with general characteristics of demand deposits. 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": ["r19", "r120", "r193"] }, "us-gaap_RestrictedStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "RestrictedStockMember", "presentation": [
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersAntidilutiveDetails",
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockSharesActivityDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": {
"role": { "terseLabel": "Unvested restricted non-voting common stock", "verboseLabel": "Unvested restricted non-voting common stock", "label": "Restricted Stock [Member]",
"documentation": "Stock including a provision that prohibits sale or substantive sale of an equity instrument for a specified period of time or until specified performance
conditions are met." } } }, "auth_ref": ["r25"] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024",
"localname": "RestrictedStockUnitsRSUMember", "presentation": ["http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersAntidilutiveDetails",
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofCommonStockReservedforFutureIssuanceDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockUnitsActivityDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails", "http://www.instacart.com/role/SubsequentEventsDetails",
"http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "verboseLabel": "Restricted stock units", "terseLabel": "Stock options", "label": "Restricted
Stock Units (RSUs) [Member]", "documentation": "Share instrument which is convertible to stock or an equivalent amount of cash, after a specified period of time or when
specified performance conditions are met." } } }, "auth_ref": [] }, "cart_RestrictedStockUnitsRSUsPerformanceSharesMember": { "xbrltype": "domainItemType", "nsuri":
"http://www.instacart.com/20240930", "localname": "RestrictedStockUnitsRSUsPerformanceSharesMember", "presentation": [
"http://www.instacart.com/role/StockholdersEquityNarrativeDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockUnitsActivityDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": {
"en-us": { "role": { "terseLabel": "Restricted Stock Units (RSUs) Performance Shares", "label": "Restricted Stock Units (RSUs) Performance Shares [Member]",
"documentation": "Restricted Stock Units (RSUs) Performance Shares" } } }, "auth_ref": [] }, "us-gaap_RestructuringAndRelatedActivitiesAbstract": { "xbrltype":
"stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedActivitiesAbstract", "lang": { "en-us": { "role": { "label": "Restructuring and
Related Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RestructuringAndRelatedActivitiesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedActivitiesDisclosureTextBlock", "presentation": ["http://www.instacart.com/role/Restructuring"],
"lang": { "en-us": { "role": { "terseLabel": "Restructuring", "label": "Restructuring and Related Activities Disclosure [Text Block]", "documentation": "The entire disclosure for
restructuring and related activities. Description of restructuring activities such as exit and disposal activities, include facts and circumstances leading to the plan, the
expected plan completion date, the major types of costs associated with the plan activities, total expected costs, the accrual balance at the end of the period, and the periods
over which the remaining accrual will be settled." } } }, "auth_ref": ["r314", "r315", "r317", "r320", "r325"] }, "us-
gaap_RestructuringAndRelatedCostExpectedCostRemaining1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"RestructuringAndRelatedCostExpectedCostRemaining1", "crdr": "debit", "presentation": ["http://www.instacart.com/role/RestructuringNarrativeDetails"], "lang": { "en-us":
{ "role": { "terseLabel": "Restructuring and related cost, expected cost remaining", "label": "Restructuring and Related Cost, Expected Cost Remaining", "documentation":
"Amount of expected cost remaining for the specified restructuring cost." } } }, "auth_ref": [] }, "us-gaap_RestructuringAndRelatedCostNumberOfPositionsEliminated": {
"xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedCostNumberOfPositionsEliminated", "presentation": [
"http://www.instacart.com/role/RestructuringNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring and related cost, number of positions eliminated",
"label": "Restructuring and Related Cost, Number of Positions Eliminated", "documentation": "The number of positions eliminated during the period as a result of
restructuring activities." } } }, "auth_ref": [] }, "cart_RestructuringAndRelatedCostNumberOfPositionsEliminatedExpectedPercent": { "xbrltype": "percentItemType", "nsuri":
"http://www.instacart.com/20240930", "localname": "RestructuringAndRelatedCostNumberOfPositionsEliminatedExpectedPercent", "presentation": [
"http://www.instacart.com/role/RestructuringNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring and related cost, number of positions eliminated,
expected percent", "label": "Restructuring And Related Cost, Number Of Positions Eliminated, Expected Percent", "documentation": "Restructuring And Related Cost, Number
Of Positions Eliminated, Expected Percent" } } }, "auth_ref": [] }, "us-gaap_RestructuringCharges": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024",

```
"localname": "RestructuringCharges", "crdr": "debit", "presentation": [ "http://www.instacart.com/role/RestructuringNarrativeDetails",
"http://www.instacart.com/role/RestructuringScheduleofRestructuringandRelatedCostsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Restructuring charges", "label":
"Restructuring Charges", "documentation": "Amount of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a
discontinued operation or an asset retirement obligation." } } }, "auth_ref": [ "r7", "r321", "r322", "r961" ] }, "us-gaap_RestructuringCostAndReserveAxis": { "xbrltype":
"stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCostAndReserveAxis", "presentation": [
"http://www.instacart.com/role/RestructuringScheduleofRestructuringandRelatedCostsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Type [Axis]",
"label": "Restructuring Type [Axis]", "documentation": "Information by type of restructuring cost." } } }, "auth_ref": [ "r316", "r317", "r322", "r323" ] }, "us-
gaap_RestructuringCostAndReserveLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCostAndReserveLineItems",
"presentation": [ "http://www.instacart.com/role/RestructuringNarrativeDetails",
"http://www.instacart.com/role/RestructuringScheduleofRestructuringandRelatedCostsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Cost and Reserve
[Line Items]", "label": "Restructuring Cost and Reserve [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used
to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [ "r316", "r317", "r318", "r319", "r322", "r323",
"r324" ] }, "us-gaap_RestructuringPlanAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringPlanAxis", "presentation": [
"http://www.instacart.com/role/RestructuringNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Plan [Axis]", "label": "Restructuring Plan [Axis]",
"documentation": "Information by individual restructuring plan." } } }, "auth_ref": [] }, "us-gaap_RestructuringPlanDomain": { "xbrltype": "domainItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "RestructuringPlanDomain", "presentation": [ "http://www.instacart.com/role/RestructuringNarrativeDetails" ], "lang": { "en-us":
{ "role": { "terseLabel": "Restructuring Plan [Domain]", "label": "Restructuring Plan [Domain]", "documentation": "Identification of the individual restructuring plans." } } },
"auth_ref": [] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"RetainedEarningsAccumulatedDeficit", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-
gaap_StockholdersEquity", "weight": 1.0, "order": 5.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role":
{ "terseLabel": "Accumulated deficit", "label": "Retained Earnings (Accumulated Deficit)", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } },
"auth_ref": [ "r69", "r101", "r585", "r612", "r614", "r624", "r655", "r774" ] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "RetainedEarningsMember", "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": {
"terseLabel": "Accumulated Deficit", "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": [ "r161",
"r199", "r200", "r201", "r203", "r208", "r210", "r212", "r286", "r287", "r311", "r427", "r428", "r434", "r435", "r436", "r438", "r439", "r440", "r445", "r447", "r448", "r450",
"r452", "r486", "r487", "r609", "r611", "r629", "r1035" ] }, "us-gaap_RevenueFromContractWithCustomerAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "RevenueFromContractWithCustomerAbstract", "lang": { "en-us": { "role": { "label": "Revenue from Contract with Customer [Abstract]" } } },
"auth_ref": [] }, "us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"RevenueFromContractWithCustomerExcludingAssessedTax", "crdr": "credit", "calculation": {
"http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-gaap_GrossProfit", "weight": 1.0, "order": 1.0 } }, "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations",
"http://www.instacart.com/role/RevenueReconciliationofRevenuefromSegmentstoConsolidatedDetails",
"http://www.instacart.com/role/RevenueRevenuefromExternalCustomersbyGeographicAreasDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Revenue", "label": "Revenue
from Contract with Customer, Excluding Assessed Tax", "documentation": "Amount, excluding tax collected from customer, of revenue from satisfaction of performance
obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and
concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise." } } }, "auth_ref": [ "r115", "r116", "r235", "r240",
"r241", "r244", "r246", "r247", "r248", "r250", "r364", "r365", "r536" ] }, "us-gaap_RevenueFromContractWithCustomerTextBlock": { "xbrltype": "textBlockItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerTextBlock", "presentation": [ "http://www.instacart.com/role/Revenue" ], "lang": { "en-us": {
"role": { "terseLabel": "Revenue", "label": "Revenue from Contract with Customer [Text Block]", "documentation": "The entire disclosure of revenue from contract with
customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with
customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes
insurance and lease contracts." } } }, "auth_ref": [ "r130", "r356", "r357", "r358", "r359", "r360", "r361", "r362", "r363", "r368" ] }, "us-
gaap_RevenueFromExternalCustomersByGeographicAreasTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"RevenueFromExternalCustomersByGeographicAreasTableTextBlock", "presentation": [ "http://www.instacart.com/role/RevenueTables" ], "lang": { "en-us": { "role": {
"terseLabel": "Revenue from External Customers by Geographic Areas", "label": "Revenue from External Customers by Geographic Areas [Table Text Block]", "documentation":
"Tabular disclosure of revenue from external customers by geographic areas attributed to the entity's country of domicile and to foreign countries from which the entity
derives revenue." } } }, "auth_ref": [ "r89" ] }, "ecd_Rule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname":
"Rule10b51ArrAdoptedFlag", "presentation": [ "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements" ], "lang": { "en-us": { "role": { "terseLabel": "Rule 10b5-1
Arrangement Adopted", "label": "Rule 10b5-1 Arrangement Adopted [Flag]" } } }, "auth_ref": [ "r879" ] }, "ecd_Rule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType",
"nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrTrmntdFlag", "presentation": [ "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements" ], "lang": { "en-
us": { "role": { "terseLabel": "Rule 10b5-1 Arrangement Terminated", "label": "Rule 10b5-1 Arrangement Terminated [Flag]" } } }, "auth_ref": [ "r879" ] }, "us-
gaap_SaleOfStockConsiderationReceivedOnTransaction": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"SaleOfStockConsiderationReceivedOnTransaction", "crdr": "debit", "presentation": [ "http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails" ],
"lang": { "en-us": { "role": { "terseLabel": "Sale of stock, consideration received on transaction", "label": "Sale of Stock, Consideration Received on Transaction",
"documentation": "Cash received on stock transaction after deduction of issuance costs." } } }, "auth_ref": [] }, "cart_SaleOfStockDiscountForLackOfMarketability": {
"xbrltype": "percentItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "SaleOfStockDiscountForLackOfMarketability", "presentation": [
"http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Sale of stock, discount for lack of
marketability", "label": "Sale Of Stock, Discount For Lack Of Marketability", "documentation": "Sale Of Stock, Discount For Lack Of Marketability" } } }, "auth_ref": [] },
"cart_SaleOfStockDividendRateApprovalThreshold": { "xbrltype": "percentItemType", "nsuri": "http://www.instacart.com/20240930", "localname":
"SaleOfStockDividendRateApprovalThreshold", "presentation": [ "http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails" ], "lang": { "en-us": {
"role": { "terseLabel": "Sale of stock, dividend rate approval threshold", "label": "Sale Of Stock, Dividend Rate Approval Threshold", "documentation": "Sale Of Stock, Interest
Rate, Stated Percentage" } } }, "auth_ref": [] }, "cart_SaleOfStockExpectedTerm": { "xbrltype": "durationItemType", "nsuri": "http://www.instacart.com/20240930",
"localname": "SaleOfStockExpectedTerm", "presentation": [ "http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails" ], "lang": { "en-us": {
"role": { "terseLabel": "Sale of stock, expected term", "label": "Sale of Stock, Expected Term", "documentation": "Sale of Stock, Expected Term" } } }, "auth_ref": [] }, "us-
gaap_SaleOfStockNameOfTransactionDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"SaleOfStockNameOfTransactionDomain", "presentation": [ "http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails",
"http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Sale
of Stock [Domain]", "label": "Sale of Stock [Domain]", "documentation": "Sale of the entity's stock, including, but not limited to, initial public offering (IPO) and private
placement." } } }, "auth_ref": [] }, "us-gaap_SaleOfStockNumberOfSharesIssuedInTransaction": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024",
"localname": "SaleOfStockNumberOfSharesIssuedInTransaction", "presentation": [ "http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails" ],
"lang": { "en-us": { "role": { "terseLabel": "Sale of stock, number of shares issued in transaction (in shares)", "label": "Sale of Stock, Number of Shares Issued in Transaction",
"documentation": "The number of shares issued or sold by the subsidiary or equity method investee per stock transaction." } } }, "auth_ref": [] }, "us-
gaap_SaleOfStockPricePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SaleOfStockPricePerShare", "presentation": [
"http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails",
"http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Sale
of stock, price per share (in dollars per share)", "label": "Sale of Stock, Price Per Share", "documentation": "Per share amount received by subsidiary or equity investee for
each share of common stock issued or sold in the stock transaction." } } }, "auth_ref": [] }, "cart_SaleOfStockVolatilityRate": { "xbrltype": "percentItemType", "nsuri":
"http://www.instacart.com/20240930", "localname": "SaleOfStockVolatilityRate", "presentation": [
"http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Sale of stock, volatility rate", "label":
"Sale Of Stock, Volatility Rate", "documentation": "Sale Of Stock, Volatility Rate" } } }, "auth_ref": [] }, "us-gaap_SalesAndExciseTaxPayableCurrent": { "xbrltype":
"monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SalesAndExciseTaxPayableCurrent", "crdr": "credit", "calculation": {
"http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 4.0 } }, "presentation":
[ "http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Sales and indirect tax liabilities", "label": "Sales and
Excise Tax Payable, Current", "documentation": "Carrying value as of the balance sheet date of liabilities incurred through that date and payable for statutory sales and use
taxes, including value added tax. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": [
"r57" ] }, "us-gaap_ScheduleOfAccountsPayableAndAccruedLiabilitiesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ScheduleOfAccountsPayableAndAccruedLiabilitiesTableTextBlock", "presentation": [ "http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesTables" ], "lang": {
"en-us": { "role": { "terseLabel": "Schedule of Accounts Payable and Accrued Liabilities", "label": "Schedule of Accounts Payable and Accrued Liabilities [Table Text Block]",
"documentation": "Tabular disclosure of the (a) carrying 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 (accounts payable); (b) other payables; and (c) accrued liabilities. 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). An alternative
caption includes accrued expenses." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfAcquiredIndefiniteLivedIntangibleAssetsByMajorClassTextBlock": { "xbrltype":
"textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAcquiredIndefiniteLivedIntangibleAssetsByMajorClassTextBlock", "presentation": [
"http://www.instacart.com/role/GoodwillandIntangibleAssetsNetTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Acquired Indefinite-Lived Intangible Assets
by Major Class", "label": "Schedule of Acquired Indefinite-Lived Intangible Assets by Major Class [Table Text Block]", "documentation": "Tabular disclosure of acquired
indefinite-lived intangible asset by major class." } } }, "auth_ref": [ "r952" ] }, "us-
gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024",
"localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable", "presentation": [
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersAntidilutiveDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of
Antidilutive Securities Excluded from Computation of Earnings Per Share [Table]", "label": "Antidilutive Security, Excluded EPS Calculation [Table]", "documentation":
"Disclosure of information about security that could potentially dilute basic earnings per share (EPS) in future that was not included in calculation of diluted EPS." } } },
"auth_ref": [ "r25" ] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "presentation": [
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Antidilutive Securities
Excluded from Computation of Earnings Per Share", "label": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block]",
"documentation": "Tabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share
(EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period
presented, by antidilutive securities." } } }, "auth_ref": [ "r25" ] }, "us-gaap_ScheduleOfAvailableForSaleSecuritiesLineItems": { "xbrltype": "stringItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAvailableForSaleSecuritiesLineItems", "presentation": [
"http://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Debt Securities, Available-for-Sale [Line
Items]", "label": "Debt Securities, Available-for-Sale [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to
disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [ "r255", "r256", "r257", "r258", "r259", "r260",
"r261", "r262", "r263", "r264", "r265", "r266" ] }, "us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri":
```

```
"http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": [
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Earnings Per Share, Basic and Diluted", "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": [ "r919" ] }, "us-gaap_ScheduleOfEarningsPerShareBasicByCommonClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicByCommonClassTable", "presentation": [
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Earnings Per Share, Basic, by Common Class, Including Two Class Method [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": [ "r24", "r26", "r217", "r221", "r228" ] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "presentation": [
"http://www.instacart.com/role/StockholdersEquityTables" ], "lang": { "en-us": { "role": { "terseLabel": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block]", "documentation": "Tabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement." } } }, "auth_ref": [ "r46" ] }, "us-
gaap_ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock", "presentation": [
"http://www.instacart.com/role/FairValueMeasurementsTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis", "label": "Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block]", "documentation": "Tabular disclosure of assets and liabilities, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, that are measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": [ "r979", "r980" ] }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsTable", "presentation": [
"http://www.instacart.com/role/GoodwillandIntangibleAssetsNetIntangibleAssetsNetDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Finite-Lived Intangible Assets [Table]", "label": "Intangible Asset, Finite-Lived [Table]", "documentation": "Disclosure of information about finite-lived intangible asset. Excludes indefinite-lived intangible asset." } } }, "auth_ref": [ "r301", "r306", "r308", "r309", "r310", "r537", "r732", "r745" ] }, "us-
gaap_ScheduleOfNonvestedRestrictedStockUnitsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ScheduleOfNonvestedRestrictedStockUnitsActivityTableTextBlock", "presentation": [ "http://www.instacart.com/role/StockholdersEquityTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Nonvested Restricted Stock Units Activity", "label": "Schedule of Nonvested Restricted Stock Units Activity [Table Text Block]", "documentation": "Tabular disclosure of the changes in outstanding nonvested restricted stock units." } } }, "auth_ref": [ "r103" ] }, "us-gaap_ScheduleOfPropertyPlantAndEquipmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfPropertyPlantAndEquipmentTable", "presentation": [
"http://www.instacart.com/role/PropertyandEquipmentNetNarrativeDetails",
"http://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment [Table]", "label": "Property, Plant and Equipment [Table]", "documentation": "Disclosure of information about physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation." } } }, "auth_ref": [ "r8", "r490" ] }, "us-
gaap_ScheduleOfRelatedPartyTransactionsByRelatedPartyTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ScheduleOfRelatedPartyTransactionsByRelatedPartyTable", "presentation": [ "http://www.instacart.com/role/RelatedPartyTransactionsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Related Party Transactions, by Related Party [Table]", "label": "Related Party Transaction [Table]", "documentation": "Disclosure of information about related party transaction." } } }, "auth_ref": [ "r54", "r55", "r678", "r679", "r682" ] }, "us-gaap_ScheduleOfRestructuringAndRelatedCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestructuringAndRelatedCostsTable", "presentation": [
"http://www.instacart.com/role/RestructuringNarrativeDetails", "http://www.instacart.com/role/RestructuringScheduleofRestructuringandRelatedCostsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Restructuring and Related Costs [Table]", "label": "Restructuring Cost [Table]", "documentation": "Disclosure of information about restructuring cost. Includes, but is not limited to, expected cost, cost incurred, statement of income caption that includes restructuring cost recognized, and amount of restructuring reserve." } } }, "auth_ref": [ "r316", "r317", "r318", "r319", "r322", "r323", "r324" ] }, "us-gaap_ScheduleOfRestructuringAndRelatedCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestructuringAndRelatedCostsTextBlock", "presentation": [
"http://www.instacart.com/role/RestructuringTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Restructuring and Related Costs", "label": "Restructuring and Related Costs [Table Text Block]", "documentation": "Tabular disclosure of costs incurred for restructuring including, but not limited to, exit and disposal activities, remediation, implementation, integration, asset impairment, and charges against earnings from the write-down of assets." } } }, "auth_ref": [ "r37", "r93", "r94" ] }, "us-
gaap_ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable", "presentation": [
"http://www.instacart.com/role/StockholdersEquityNarrativeDetails", "http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails",
"http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]", "label": "Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]", "documentation": "Disclosure of information about share-based payment arrangement." } } }, "auth_ref": [ "r378", "r380", "r382", "r383", "r384", "r385", "r386", "r387", "r388", "r389", "r390", "r391", "r392", "r393", "r394", "r395", "r396", "r397", "r398", "r399", "r400", "r401", "r402", "r403", "r404", "r405", "r406", "r407" ] }, "us-gaap_ScheduleOfStockByClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ScheduleOfStockByClassTable", "presentation": [ "http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofCommonStockReservedforFutureIssuanceDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockSharesActivityDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockUnitsActivityDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Stock by Class [Table]", "label": "Stock, Class of Stock [Table]", "documentation": "Disclosure of information about stock by class. Includes, but is not limited to, common, convertible, and preferred stocks." } } }, "auth_ref": [ "r39", "r40", "r41", "r42", "r43", "r44", "r96", "r99", "r100", "r101", "r172", "r173", "r174", "r237", "r346", "r347", "r348", "r349", "r350", "r351", "r352", "r620", "r621", "r622", "r623", "r749", "r890", "r911" ] }, "us-gaap_ScheduleOfStockByClassTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockByClassTextBlock", "presentation": [ "http://www.instacart.com/role/StockholdersEquityTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Common Stock Reserved for Future Issuance", "label": "Schedule of Stock by Class [Table Text Block]", "documentation": "Tabular disclosure of an entity's stock, including par or stated value per share, number and dollar amount of share subscriptions, shares authorized, shares issued, shares outstanding, number and dollar amount of shares held in an employee trust, dividend per share, total dividends, share conversion features, par value plus additional paid in capital, the value of treasury stock and other information necessary to a fair presentation, and EPS information. Stock by class includes common, convertible, and preferred stocks which are not redeemable or redeemable solely at the option of the issuer. Includes preferred stock with redemption features that are solely within the control of the issuer and mandatorily redeemable stock if redemption is required to occur only upon liquidation or termination of the reporting entity. If more than one issue is outstanding, state the title of each issue and the corresponding dollar amount; dollar amount of any shares subscribed but unissued and the deduction of subscriptions receivable there from; number of shares authorized, issued, and outstanding." } } }, "auth_ref": [ "r14", "r38", "r39", "r40", "r41", "r42", "r43", "r44", "r66", "r67", "r99", "r100", "r101" ] }, "us-
gaap_ScheduleOfStockOptionsRollForwardTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ScheduleOfStockOptionsRollForwardTableTextBlock", "presentation": [ "http://www.instacart.com/role/StockholdersEquityTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Stock Options Roll Forward", "label": "Schedule of Stock Options Roll Forward [Table Text Block]", "documentation": "Tabular disclosure of the change in stock options." } } }, "auth_ref": [] }, "us-gaap_ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock", "presentation": [
"http://www.instacart.com/role/GoodwillandIntangibleAssetsNetTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Finite-Lived Intangible Assets, Future Amortization Expense", "label": "Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block]", "documentation": "Tabular disclosure of the amount of amortization expense expected to be recorded in succeeding fiscal years for finite-lived intangible assets." } } }, "auth_ref": [ "r745", "r955" ] }, "us-
gaap_SchedulesOfConcentrationOfRiskByRiskFactorTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"SchedulesOfConcentrationOfRiskByRiskFactorTextBlock", "presentation": [ "http://www.instacart.com/role/RevenueTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedules of Concentration of Risk, by Risk Factor", "label": "Schedules of Concentration of Risk, by Risk Factor [Table Text Block]", "documentation": "Tabular disclosure of the nature of a concentration, a benchmark to which it is compared, and the percentage that the risk is to the benchmark." } } }, "auth_ref": [ "r27", "r28", "r29", "r30", "r52", "r108" ] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": [
"http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Title of 12(b) Security", "label": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security." } } }, "auth_ref": [ "r804" ] }, "dei_SecurityExchangeName": { "xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityExchangeName", "presentation": [ "http://www.instacart.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Security Exchange Name", "label": "Security Exchange Name", "documentation": "Name of the Exchange on which a security is registered." } } }, "auth_ref": [ "r806" ] }, "srt_SegmentGeographicalDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "SegmentGeographicalDomain", "presentation": [
"http://www.instacart.com/role/RevenueRevenuefromExternalCustomersbyGeographicAreasDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Geographical [Domain]", "label": "Geographical [Domain]", "documentation": "Geographical area." } } }, "auth_ref": [ "r134", "r136", "r139", "r141", "r148", "r149", "r150", "r151", "r152", "r153", "r154", "r155", "r156", "r157", "r248", "r249", "r539", "r540", "r541", "r542", "r543", "r544", "r545", "r546", "r547", "r548", "r549", "r550", "r551", "r552", "r553", "r554", "r555", "r556", "r557", "r558", "r559", "r560", "r561", "r562", "r563", "r564", "r565", "r566", "r567", "r568", "r641", "r642", "r643", "r704", "r706", "r709", "r711", "r717", "r720", "r721", "r722", "r723", "r724", "r725", "r726", "r727", "r728", "r734", "r751", "r776", "r777", "r778", "r779", "r780", "r781", "r782", "r783", "r788", "r795", "r972", "r1000", "r1004", "r1005", "r1007", "r1008", "r1009", "r1010", "r1011", "r1012", "r1013", "r1014", "r1015", "r1016", "r1017", "r1018", "r1019", "r1020", "r1021", "r1022", "r1023", "r1024", "r1025", "r1026", "r1027", "r1028", "r1029", "r1031", "r1032" ] }, "us-gaap_SelfInsuranceReserveCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SelfInsuranceReserveCurrent", "crdr": "credit", "calculation": {
"http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.instacart.com/role/AccruedandOtherCurrentLiabilitiesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Insurance reserves", "label": "Self Insurance Reserve, Current", "documentation": "Carrying amount of accrued known and estimated losses incurred as of the balance sheet date for which no insurance coverage exists, and for which a claim has been made or is probable of being asserted, typically arising from workmen's compensation-type of incidents and personal injury to nonemployees from accidents on the entity's property that are expected to be paid within one year (or the normal operating cycle, if longer)." } } }, "auth_ref": [] }, "us-
gaap_SellingAndMarketingExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingAndMarketingExpense", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 3.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations" ], "lang": { "en-us": { "role": { "terseLabel": "Sales and marketing", "label": "Selling and Marketing Expense", "documentation": "The aggregate total amount of expenses directly related to the marketing or selling of products or services." } } }, "auth_ref": [] }, "us-gaap_SellingAndMarketingExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"SellingAndMarketingExpenseMember", "presentation": [ "http://www.instacart.com/role/RestructuringScheduleofRestructuringandRelatedCostsDetails",
"http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Sales and marketing", "label": "Selling and Marketing Expense [Member]", "documentation": "Primary financial statement caption encompassing selling and marketing expense." }
```

```
} ], "auth_ref": [ "r80" ] }, "cart_SeriesARedeemableConvertiblePreferredStockMember": { "xbrltype": "domainItemType", "nsuri": "http://www.instacart.com/20240930",
"localname": "SeriesARedeemableConvertiblePreferredStockMember", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets",
"http://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParenthetical",
"http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit",
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersAntidilutiveDetails",
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails",
"http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofCommonStockReservedforFutureIssuanceDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang":
{ "en-us": { "role": { "terseLabel": "Series A Redeemable Convertible Preferred Stock", "label": "Series A Redeemable Convertible Preferred Stock [Member]",
"documentation": "Series A Redeemable Convertible Preferred Stock" } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensation", "crdr": "debit", "calculation": {
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0,
"order": 14.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Stock-based
compensation expense", "label": "Share-Based Payment Arrangement, Noncash Expense", "documentation": "Amount of noncash expense for share-based payment
arrangement." } } }, "auth_ref": [ "r6" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardRequisiteServicePeriod1": { "xbrltype":
"durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardRequisiteServicePeriod1", "presentation": [
"http://www.instacart.com/role/StockholdersEquityNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Share-based compensation arrangement by share-based
payment award, award requisite service period", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Award Requisite Service Period",
"documentation": "Estimated period over which an employee is required to provide service in exchange for the equity-based payment award, in 'PnYnMnDTnHnMnS' format,
for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days." } } }, "auth_ref": [ "r761" ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod": { "xbrltype": "sharesItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod",
"presentation": [ "http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockUnitsActivityDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails" ], "lang": { "en-us": { "role": { "negatedTerseLabel": "Forfeited (in shares)",
"label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period", "documentation": "The
number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period." } } }, "auth_ref": [ "r398" ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue": { "xbrltype":
"perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockSharesActivityDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockUnitsActivityDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Forfeited, weighted
average exercise price (in dollars per share)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options,
Forfeitures, Weighted Average Grant Date Fair Value", "documentation": "Weighted average fair value as of the grant date of equity-based award plans other than stock (unit)
option plans that were not exercised or put into effect as a result of the occurrence of a terminating event." } } }, "auth_ref": [ "r398" ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod": { "xbrltype": "sharesItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod",
"presentation": [ "http://www.instacart.com/role/StockholdersEquityNarrativeDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockUnitsActivityDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails", "http://www.instacart.com/role/SubsequentEventsDetails" ], "lang": { "en-us":
{ "role": { "terseLabel": "Granted (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options,
Grants in Period", "documentation": "The number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock
or unit appreciation rights plan, performance target plan)." } } }, "auth_ref": [ "r396" ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue": {
"xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue",
"presentation": [ "http://www.instacart.com/role/StockholdersEquityNarrativeDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockUnitsActivityDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Granted, weighted
average exercise price (in dollars per share)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options,
Grants in Period, Weighted Average Grant Date Fair Value", "documentation": "The weighted average fair value at grant date for nonvested equity-based awards issued during
the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan)." } } },
"auth_ref": [ "r396" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber": { "xbrltype":
"sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockSharesActivityDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockUnitsActivityDetails" ], "lang": { "en-us": { "role": { "periodStartLabel": "Unvested and
outstanding, beginning of period (in shares)", "periodEndLabel": "Unvested and outstanding, ending of period (in shares)", "label": "Share-Based Compensation Arrangement
by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number", "documentation": "The number of non-vested equity-based payment
instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date." } } }, "auth_ref": [ "r393", "r394" ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedRollForward": { "xbrltype": "stringItemType",
"nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedRollForward", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockSharesActivityDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockUnitsActivityDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Number of Shares",
"label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward]",
"documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": [] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue": { "xbrltype":
"perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockSharesActivityDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockUnitsActivityDetails" ], "lang": { "en-us": { "role": { "periodStartLabel": "Unvested and
outstanding, beginning of period, weighted average exercise price (in dollars per share)", "periodEndLabel": "Unvested and outstanding, ending of period, weighted average
exercise price (in dollars per share)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested,
Weighted Average Grant Date Fair Value", "documentation": "Per share or unit weighted-average fair value of nonvested award under share-based payment arrangement.
Excludes share and unit options." } } }, "auth_ref": [ "r393", "r394" ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValueRollForward": {
"xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValueRollForward",
"presentation": [ "http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockSharesActivityDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockUnitsActivityDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Weighted-Average
Grant-Date Fair Value per Share", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested,
Weighted Average Grant Date Fair Value [Abstract]" } } }, "auth_ref": [] },
"cart_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedAndNotSettledInPeriod": { "xbrltype": "sharesItemType",
"nsuri": "http://www.instacart.com/20240930", "localname":
"ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedAndNotSettledInPeriod", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockUnitsActivityDetails" ], "lang": { "en-us": { "role": { "negatedTerseLabel": "Vested and
not settled (in shares)", "label": "Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Vested And Not Settled In
Period", "documentation": "Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Vested And Not Settled In
Period" } } }, "auth_ref": [] },
"cart_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedAndNotSettledInPeriodWeightedAverageGrantDateFairVa
{ "xbrltype": "perShareItemType", "nsuri": "http://www.instacart.com/20240930", "localname":
"ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedAndNotSettledInPeriodWeightedAverageGrantDateFairValue",
"presentation": [ "http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockUnitsActivityDetails" ], "lang": { "en-us": { "role": { "terseLabel":
"Vested and not settled, weighted average exercise price (in dollars per share)", "label": "Share-Based Compensation Arrangement By Share-Based Payment Award, Equity
Instruments Other Than Options, Vested And Not Settled In Period, Weighted Average Grant Date Fair Value", "documentation": "Share-Based Compensation Arrangement By
Share-Based Payment Award, Equity Instruments Other Than Options, Vested And Not Settled In Period, Weighted Average Grant Date Fair Value" } } }, "auth_ref": [] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod": { "xbrltype": "sharesItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod",
"presentation": [ "http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockSharesActivityDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockUnitsActivityDetails", "http://www.instacart.com/role/SubsequentEventsDetails" ],
"lang": { "en-us": { "role": { "negatedTerseLabel": "Vested (in shares)", "terseLabel": "Vested (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based
Payment Award, Equity Instruments Other than Options, Vested in Period", "documentation": "The number of equity-based payment instruments, excluding stock (or unit)
options, that vested during the reporting period." } } }, "auth_ref": [ "r397" ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue": {
"xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue",
"presentation": [ "http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockSharesActivityDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockUnitsActivityDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Vested, weighted
average exercise price (in dollars per share)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options,
Vested in Period, Weighted Average Grant Date Fair Value", "documentation": "The weighted average fair value as of grant date pertaining to an equity-based award plan other
than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain
shares or units, other instruments, or cash in accordance with the terms of the arrangement." } } }, "auth_ref": [ "r397" ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems", "presentation": [ "http://www.instacart.com/role/StockholdersEquityNarrativeDetails",
```

```
"http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails",
"http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails" ], "lang": { "en-us": { "role": { "terseLabel":
"Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award
[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": [ "r378", "r380", "r382", "r383", "r384", "r385", "r386", "r387", "r388", "r389", "r390", "r391",
"r392", "r393", "r394", "r395", "r396", "r397", "r398", "r399", "r400", "r401", "r402", "r403", "r404", "r405", "r406", "r407" ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Additional shares reserved (in
shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Additional Shares Authorized", "documentation": "Number of
additional shares authorized for issuance under share-based payment arrangement." } } }, "auth_ref": [ ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails" ], "lang": { "en-us": { "role": { "periodStartLabel": "Shares available for grant,
beginning of period (in shares)", "periodEndLabel": "Shares available for grant, ending of period (in shares)", "label": "Share-Based Compensation Arrangement by Share-
Based Payment Award, Number of Shares Available for Grant", "documentation": "The difference between the maximum number of shares (or other type of equity) authorized
for issuance under the plan (including the effects of amendments and adjustments), and the sum of: 1) the number of shares (or other type of equity) already issued upon
exercise of options or other equity-based awards under the plan; and 2) shares (or other type of equity) reserved for issuance on granting of outstanding awards, net of
cancellations and forfeitures, if applicable." } } }, "auth_ref": [ "r45" ] },
"cart_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrantSharesWithheldRelatedToNetShareSettlement": { "xbrltype":
"sharesItemType", "nsuri": "http://www.instacart.com/20240930", "localname":
"ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrantSharesWithheldRelatedToNetShareSettlement", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Shares withheld related to net
share settlement (in shares)", "label": "Share-Based Compensation Arrangement By Share-Based Payment Award, Number Of Shares Available For Grant, Shares Withheld
Related To Net Share Settlement", "documentation": "Share-Based Compensation Arrangement By Share-Based Payment Award, Number Of Shares Available For Grant,
Shares Withheld Related To Net Share Settlement" } } }, "auth_ref": [ ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsAdditionalDisclosuresAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsAdditionalDisclosuresAbstract", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Share-Based Compensation
Arrangement by Share-Based Payment Award, Options, Additional Disclosures [Abstract]", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award,
Options, Additional Disclosures [Abstract]" } } }, "auth_ref": [ ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisesInPeriodTotalIntrinsicValue": { "xbrltype": "monetaryItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisesInPeriodTotalIntrinsicValue", "crdr":
"debit", "presentation": [ "http://www.instacart.com/role/StockholdersEquityNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Share-based compensation
arrangement by share-based payment award, options, exercises in period, intrinsic value", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award,
Options, Exercises in Period, Intrinsic Value", "documentation": "Amount of accumulated difference between fair value of underlying shares on dates of exercise and exercise
price on options exercised (or share units converted) into shares." } } }, "auth_ref": [ "r400" ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriod": { "xbrltype": "sharesItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriod", "presentation":
[ "http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Options cancelled and forfeited
(in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period", "documentation": "For
presentations that combine terminations, the number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event
specified in contractual agreements pertaining to the stock option plan or that expired." } } }, "auth_ref": [ "r974" ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriodWeightedAverageExercisePrice": { "xbrltype":
"perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriodWeightedAverageExercisePrice", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Options forfeited, weighted
average exercise price (in dollars per share)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in
Period, Weighted Average Exercise Price", "documentation": "Weighted average price of options that were either forfeited or expired." } } }, "auth_ref": [ "r974" ] },
"cart_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsNumberOfShares": { "xbrltype": "sharesItemType", "nsuri":
"http://www.instacart.com/20240930", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsNumberOfShares", "presentation": [
"http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails" ], "lang": { "en-us": { "role": { "terseLabel":
"Options (in shares)", "label": "Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Number Of Shares", "documentation": "Share-Based
Compensation Arrangement By Share-Based Payment Award, Options, Number Of Shares" } } }, "auth_ref": [ ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue", "crdr": "debit", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Options, outstanding, intrinsic
value", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value", "documentation": "Amount by which the
current fair value of the underlying stock exceeds the exercise price of options outstanding." } } }, "auth_ref": [ "r45" ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails" ], "lang": { "en-us": { "role": { "periodStartLabel": "Options outstanding,
beginning of period (in shares)", "periodEndLabel": "Options outstanding, ending of period (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based
Payment Award, Options, Outstanding, Number", "documentation": "Number of options outstanding, including both vested and non-vested options." } } }, "auth_ref": [ "r385",
"r386" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingRollForward": { "xbrltype": "stringItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingRollForward", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Number of Options", "label":
"Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward]", "documentation": "A roll forward is a reconciliation of a
concept from the beginning of a period to the end of a period." } } }, "auth_ref": [ ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice",
"presentation": [ "http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Options
outstanding, weighted average exercise price (in dollars per share)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding,
Weighted Average Exercise Price", "documentation": "Weighted average price at which grantees can acquire the shares reserved for issuance under the stock option plan." } }
}, "auth_ref": [ "r385", "r386" ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePriceRollforward": { "xbrltype": "stringItemType",
"nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePriceRollforward", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Weighted-Average Exercise
Price", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract]" } } }, "auth_ref":
[] }, "cart_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsShareAvailableForFutureGrantRollForward": { "xbrltype": "stringItemType", "nsuri":
"http://www.instacart.com/20240930", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsShareAvailableForFutureGrantRollForward",
"presentation": [ "http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Shares Available
for Future Grant", "label": "Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Share Available For Future Grant [Roll Forward]",
"documentation": "Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Share Available For Future Grant" } } }, "auth_ref": [] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestExercisableAggregateIntrinsicValue": { "xbrltype":
"monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestExercisableAggregateIntrinsicValue", "crdr": "debit", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Options vested and exercisable,
aggregate intrinsic value", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Exercisable, Aggregate
Intrinsic Value", "documentation": "Amount by which current fair value of underlying stock exceeds exercise price of fully vested and expected to vest exercisable or
convertible options. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on
achievement of performance condition, if forfeitures are recognized when they occur." } } }, "auth_ref": [ "r402" ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestExercisableNumber": { "xbrltype": "sharesItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestExercisableNumber",
"presentation": [ "http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Options vested
and exercisable (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Exercisable, Number",
"documentation": "Number of fully vested and expected to vest exercisable options that may be converted into shares under option plan. Includes, but is not limited to,
unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are
recognized when they occur." } } }, "auth_ref": [ "r402" ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestExercisableWeightedAverageExercisePrice": { "xbrltype":
"perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestExercisableWeightedAverageExercisePrice", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Options vested and exercisable,
weighted average exercise price (in dollars per share)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to
Vest, Exercisable, Weighted Average Exercise Price", "documentation": "Weighted-average exercise price, at which grantee can acquire shares reserved for issuance, for fully
vested and expected to vest exercisable or convertible options. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but
that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur." } } }, "auth_ref": [ "r402" ] }, "us-
gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesIssuedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024",
"localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesIssuedInPeriod", "presentation": [
"http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails" ], "lang": { "en-us": { "role": { "terseLabel":
"Shares issued in period (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Shares Issued in Period", "documentation": "Number
of shares issued under share-based payment arrangement." } } }, "auth_ref": [ "r45" ] }, "us-
gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardAwardTypeAndPlanNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-
```

gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardAwardTypeAndPlanNameDomain", "presentation": [
"http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails",
"http://www.instacart.com/role/StockholdersEquityNarrativeDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofCommonStockReservedforFutureIssuanceDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockSharesActivityDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockUnitsActivityDetails",
"http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails", "http://www.instacart.com/role/SubsequentEventsDetails",
"http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "All Award Types", "label": "Award Type [Domain]", "documentation": "Award under share-based payment arrangement." } } }, "auth_ref": ["r382", "r383", "r384", "r385", "r386", "r387", "r388", "r389", "r390", "r391", "r392", "r393", "r394", "r395",
"r396", "r397", "r398", "r399", "r400", "r401", "r402", "r403", "r404", "r405", "r406", "r407"] }, "us-
gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice": { "xbrltype": "perShareItemType",
"nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails"], "lang": { "en-us": { "role": { "terseLabel": "Options exercised, weighted
average exercise price (in dollars per share)", "label": "Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted
Average Exercise Price", "documentation": "Weighted average price at which option holders acquired shares when converting their stock options into shares." } } },
"auth_ref": ["r390"] }, "cart_ShareBasedPaymentArrangementAmountCapitalizedAsInternalUseSoftware": { "xbrltype": "monetaryItemType", "nsuri":
"http://www.instacart.com/20240930", "localname": "ShareBasedPaymentArrangementAmountCapitalizedAsInternalUseSoftware", "crdr": "debit", "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Stock-based compensation capitalized as
internal-use software", "label": "Share-Based Payment Arrangement, Amount Capitalized As Internal-Use Software", "documentation": "Share-Based Payment Arrangement,
Amount Capitalized As Internal-Use Software" } } }, "auth_ref": [] }, "us-gaap_SharePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024",
"localname": "SharePrice", "presentation": ["http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails",
"http://www.instacart.com/role/SubsequentEventsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share price (in dollars per share)", "label": "Share Price",
"documentation": "Price of a single share of a number of saleable stocks of a company." } } }, "auth_ref": [] }, "srt_ShareRepurchaseProgramAxis": { "xbrltype":
"stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ShareRepurchaseProgramAxis", "presentation": [
"http://www.instacart.com/role/RelatedPartyTransactionsDetails", "http://www.instacart.com/role/StockholdersEquityNarrativeDetails"], "lang": { "en-us": { "role": {
"terseLabel": "Share Repurchase Program [Axis]", "label": "Share Repurchase Program [Axis]", "documentation": "Information by share repurchase program." } } }, "auth_ref":
["r971"] }, "srt_ShareRepurchaseProgramDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ShareRepurchaseProgramDomain",
"presentation": ["http://www.instacart.com/role/RelatedPartyTransactionsDetails", "http://www.instacart.com/role/StockholdersEquityNarrativeDetails"], "lang": { "en-us": {
"role": { "terseLabel": "Share Repurchase Program [Domain]", "label": "Share Repurchase Program [Domain]", "documentation": "Name of share repurchase program." } } },
"auth_ref": ["r971"] }, "us-gaap_SharebasedCompensationArrangementByShareBasedPaymentAwardOptionsNonvestedOptionsForfeitedNumberOfShares": { "xbrltype":
"sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"SharebasedCompensationArrangementByShareBasedPaymentAwardOptionsNonvestedOptionsForfeitedNumberOfShares", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofNonvestedRestrictedStockSharesActivityDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Forfeited
(in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Nonvested Options Forfeited, Number of Shares", "documentation":
"Number of non-vested options forfeited." } } }, "auth_ref": [] }, "us-
gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingWeightedAverageRemainingContractualTerm2": { "xbrltype":
"durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingWeightedAverageRemainingContractualTerm2", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails"], "lang": { "en-us": { "role": { "terseLabel": "Options, outstanding, weighted
average remaining contractual term", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining
Contractual Term", "documentation": "Weighted average remaining contractual term for option awards outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D'
represents the reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r104"] }, "us-
gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsVestedAndExpectedToVestExercisableWeightedAverageRemainingContractualTerm1": {
"xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsVestedAndExpectedToVestExercisableWeightedAverageRemainingContractualTerm1",
"presentation": ["http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails"], "lang": { "en-us": { "role": { "terseLabel": "Options vested
and expected to vest, exercisable, weighted average remaining contractual term", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options,
Vested and Expected to Vest, Exercisable, Weighted Average Remaining Contractual Term", "documentation": "Weighted average remaining contractual term for fully vested
and expected to vest exercisable or convertible options, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and
thirteen days. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of
performance condition, if forfeitures are recognized when they occur." } } }, "auth_ref": ["r402"] }, "us-
gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsVestedInPeriodFairValue1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsVestedInPeriodFairValue1", "crdr": "credit", "presentation": [
"http://www.instacart.com/role/StockholdersEquityNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-based compensation arrangement by share-based
payment award, options, vested in period, fair value", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested in Period, Fair
Value", "documentation": "Fair value of options vested. Excludes equity instruments other than options, for example, but not limited to, share units, stock appreciation rights,
restricted stock." } } }, "auth_ref": ["r400"] }, "us-gaap_ShareholdersEquityAndShareBasedPaymentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "ShareholdersEquityAndShareBasedPaymentsTextBlock", "presentation": ["http://www.instacart.com/role/StockholdersEquity"],
"lang": { "en-us": { "role": { "terseLabel": "Stockholders\u2019 Equity", "label": "Shareholders' Equity and Share-Based Payments [Text Block]", "documentation": "The entire
disclosure for shareholders' equity and share-based payment arrangement. Includes, but is not limited to, disclosure of policy and terms of share-based payment arrangement,
deferred compensation arrangement, and employee stock purchase plan (ESPP)." } } }, "auth_ref": ["r98", "r102"] }, "cart_SharesAvailableForFutureGrantMember": {
"xbrltype": "domainItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "SharesAvailableForFutureGrantMember", "presentation": [
"http://www.instacart.com/role/StockholdersEquityScheduleofCommonStockReservedforFutureIssuanceDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang":
{ "en-us": { "role": { "terseLabel": "Remaining shares available for future issuance", "label": "Shares Available For Future Grant [Member]", "documentation": "Shares
Available For Future Grant" } } }, "auth_ref": [] }, "us-gaap_SharesPaidForTaxWithholdingForShareBasedCompensation": { "xbrltype": "sharesItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "SharesPaidForTaxWithholdingForShareBasedCompensation", "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit",
"http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails"], "lang": { "en-us": { "role": {
"negatedTerseLabel": "Common stock withheld or cancelled for tax obligation and net settlement (in shares)", "terseLabel": "Non-voting common stock withheld or cancelled
for tax obligation and net settlement (in shares)", "label": "Share-Based Payment Arrangement, Shares Withheld for Tax Withholding Obligation", "documentation": "Number
of shares used to settle grantee's tax withholding obligation for award under share-based payment arrangement." } } }, "auth_ref": [] },
"cart_ShortTermMarketableSecuritiesMember": { "xbrltype": "domainItemType", "nsuri": "http://www.instacart.com/20240930", "localname":
"ShortTermMarketableSecuritiesMember", "presentation": [
"http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails",
"http://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Short-term marketable securities", "label":
"Short Term Marketable Securities [Member]", "documentation": "Short Term Marketable Securities" } } }, "auth_ref": [] }, "us-
gaap_SignificantAccountingPoliciesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"SignificantAccountingPoliciesTextBlock", "presentation": ["http://www.instacart.com/role/SignificantAccountingPolicies"], "lang": { "en-us": { "role": { "terseLabel":
"Significant Accounting Policies", "label": "Significant Accounting Policies [Text Block]", "documentation": "The entire disclosure for all significant accounting policies of the
reporting entity." } } }, "auth_ref": ["r87", "r194"] }, "us-gaap_SoftwareAndSoftwareDevelopmentCostsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "SoftwareAndSoftwareDevelopmentCostsMember", "presentation": [
"http://www.instacart.com/role/PropertyandEquipmentNetPropertyandEquipmentNetofAccumulatedDepreciationandAmortizationDetails"], "lang": { "en-us": { "role": {
"terseLabel": "Capitalized internal-use software", "label": "Software and Software Development Costs [Member]", "documentation": "Purchased software applications and
internally developed software for sale, licensing or long-term internal use." } } }, "auth_ref": [] }, "us-gaap_SoftwareDevelopmentMember": { "xbrltype": "domainItemType",
"nsuri": "http://fasb.org/us-gaap/2024", "localname": "SoftwareDevelopmentMember", "presentation": [
"http://www.instacart.com/role/PropertyandEquipmentNetNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Software Development", "label": "Software
Development [Member]", "documentation": "Internally developed software for sale, licensing or long-term internal use." } } }, "auth_ref": [] }, "us-
gaap_StatementClassOfStockAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementClassOfStockAxis", "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedBalanceSheets", "http://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParenthetical",
"http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit",
"http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class of Stock [Axis]", "label": "Class of
Stock [Axis]", "documentation": "Information by the different classes of stock of the entity." } } }, "auth_ref": ["r131", "r172", "r173", "r174", "r195", "r217", "r221", "r228",
"r230", "r237", "r238", "r285", "r334", "r336", "r337", "r338", "r341", "r342", "r346", "r347", "r349", "r350", "r352", "r477", "r620", "r621", "r622", "r623", "r629", "r630",
"r631", "r632", "r633", "r634", "r635", "r636", "r637", "r638", "r639", "r640", "r654", "r675", "r697", "r712", "r713", "r714", "r715", "r716", "r890", "r911", "r918"] }, "us-
gaap_StatementEquityComponentsAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementEquityComponentsAxis",
"presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit"], "lang": { "en-us":
{ "role": { "terseLabel": "Equity Components [Axis]", "label": "Equity Components [Axis]", "documentation": "Information by component of equity." } } }, "auth_ref": ["r10",
"r67", "r70", "r71", "r161", "r183", "r184", "r185", "r199", "r200", "r201", "r203", "r208", "r210", "r212", "r236", "r286", "r287", "r311", "r353", "r427", "r428", "r434", "r435",
"r436", "r438", "r439", "r440", "r445", "r446", "r447", "r448", "r449", "r450", "r452", "r479", "r480", "r481", "r482", "r483", "r484", "r486", "r487", "r491", "r592", "r609",
"r610", "r611", "r629", "r697"] }, "srt_StatementGeographicalAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname":
"StatementGeographicalAxis", "presentation": ["http://www.instacart.com/role/RevenueRevenuefromExternalCustomersbyGeographicAreasDetails"], "lang": { "en-us": {
"role": { "terseLabel": "Geographical [Axis]", "label": "Geographical [Axis]", "documentation": "Information by geographical components." } } }, "auth_ref": ["r134", "r136",
"r139", "r141", "r148", "r149", "r150", "r151", "r152", "r153", "r154", "r155", "r156", "r157", "r248", "r249", "r539", "r540", "r541", "r542", "r543", "r544", "r545", "r546",
"r547", "r548", "r549", "r550", "r551", "r552", "r553", "r554", "r555", "r556", "r557", "r558", "r559", "r560", "r561", "r562", "r563", "r564", "r565", "r566", "r567", "r568",
"r641", "r642", "r643", "r704", "r706", "r709", "r711", "r717", "r720", "r721", "r722", "r723", "r724", "r725", "r726", "r727", "r728", "r734", "r751", "r776", "r777", "r778",
"r779", "r780", "r781", "r782", "r783", "r788", "r795", "r972", "r1000", "r1004", "r1005", "r1007", "r1008", "r1009", "r1010", "r1011", "r1012", "r1013", "r1014", "r1015",
"r1016", "r1017", "r1018", "r1019", "r1020", "r1021", "r1022", "r1023", "r1024", "r1025", "r1026", "r1027", "r1028", "r1029", "r1031", "r1032"] }, "us-
gaap_StatementLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementLineItems", "presentation": [
"http://www.instacart.com/role/CondensedConsolidatedBalanceSheets", "http://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParenthetical",
"http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit"], "lang": { "en-us": { "role": {
"terseLabel": "Statement [Line Items]", "label": "Statement [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": ["r199", "r200", "r201", "r236", "r487",
"r536", "r619", "r640", "r646", "r647", "r648", "r649", "r650", "r651", "r654", "r657", "r658", "r659", "r660", "r661", "r662", "r663", "r664", "r665", "r667", "r668", "r669",

```
"r670", "r671", "r673", "r676", "r677", "r683", "r684", "r685", "r686", "r687", "r688", "r689", "r690", "r691", "r692", "r693", "r694", "r697", "r796" ] }, "us-gaap_StatementOfCashFlowsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementOfCashFlowsAbstract", "lang": { "en-us": { "role": { "label": "Statement of Cash Flows [Abstract]" } } }, "auth_ref": [] }, "us-gaap_StatementOfFinancialPositionAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementOfFinancialPositionAbstract", "lang": { "en-us": { "role": { "label": "Statement of Financial Position [Abstract]" } } }, "auth_ref": [] }, "us-gaap_StatementOfIncomeAndComprehensiveIncomeAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementOfIncomeAndComprehensiveIncomeAbstract", "lang": { "en-us": { "role": { "label": "Statement of Comprehensive Income [Abstract]" } } }, "auth_ref": [] }, "us-gaap_StatementOfStockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementOfStockholdersEquityAbstract", "lang": { "en-us": { "role": { "label": "Statement of Stockholders' Equity [Abstract]" } } }, "auth_ref": [] }, "us-gaap_StatementTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementTable", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets", "http://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParenthetical", "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": { "terseLabel": "Statement [Table]", "label": "Statement [Table]", "documentation": "Disclosure of information about statement of comprehensive income, income, other comprehensive income, financial position, cash flows, and shareholders' equity." } } }, "auth_ref": [ "r199", "r200", "r201", "r236", "r251", "r487", "r536", "r619", "r640", "r646", "r647", "r648", "r649", "r650", "r651", "r654", "r657", "r658", "r659", "r660", "r661", "r662", "r663", "r664", "r665", "r667", "r668", "r669", "r670", "r671", "r673", "r676", "r677", "r683", "r684", "r685", "r686", "r687", "r688", "r689", "r690", "r691", "r692", "r693", "r694", "r697", "r796" ] }, "ecd_StkPrcOrTsrEstimationMethodTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "StkPrcOrTsrEstimationMethodTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Stock Price or TSR Estimation Method", "label": "Stock Price or TSR Estimation Method [Text Block]" } } }, "auth_ref": [ "r813", "r823", "r833", "r865" ] }, "us-gaap_StockAppreciationRightsSARSMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockAppreciationRightsSARSMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Stock Appreciation Rights (SARs)", "label": "Stock Appreciation Rights (SARs) [Member]", "documentation": "Right to receive cash or shares equal to appreciation of predetermined number of grantor's shares during predetermined time period." } } }, "auth_ref": [] }, "cart_StockIssuedDuringPeriodSharesCommonStockUponExerciseOfWarrants": { "xbrltype": "sharesItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "StockIssuedDuringPeriodSharesCommonStockUponExerciseOfWarrants", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": { "negatedTerseLabel": "Exercise of common stock warrants (in shares)", "label": "Stock Issued During Period, Shares, Common Stock Upon Exercise Of Warrants", "documentation": "Stock Issued During Period, Shares, Common Stock Upon Exercise Of Warrants" } } }, "auth_ref": [] }, "us-gaap_StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": { "terseLabel": "Conversion of redeemable convertible preferred stock to common stock in connection with initial public offering (in shares)", "label": "Stock Issued During Period, Shares, Conversion of Convertible Securities", "documentation": "Number of shares issued during the period as a result of the conversion of convertible securities." } } }, "auth_ref": [ "r10", "r41", "r67", "r70", "r101", "r344" ] }, "cart_StockIssuedDuringPeriodSharesConversionOfExchangeableShares": { "xbrltype": "sharesItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "StockIssuedDuringPeriodSharesConversionOfExchangeableShares", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": { "terseLabel": "Conversion of exchangeable shares to common stock in connection with initial public offering", "label": "Stock Issued During Period, Shares, Conversion Of Exchangeable Shares", "documentation": "Stock Issued During Period, Shares, Conversion Of Exchangeable Shares" } } }, "auth_ref": [] }, "us-gaap_StockIssuedDuringPeriodSharesNewIssues": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesNewIssues", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": { "terseLabel": "Issuance of common stock in connection with initial public offering, net of underwriting discounts and offering costs (in shares)", "label": "Stock Issued During Period, Shares, New Issues", "documentation": "Number of new stock issued during the period." } } }, "auth_ref": [ "r10", "r66", "r67", "r101", "r620", "r697", "r713" ] }, "us-gaap_StockIssuedDuringPeriodSharesRestrictedStockAwardForfeited": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesRestrictedStockAwardForfeited", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": { "negatedTerseLabel": "Forfeiture of restricted stock (in shares)", "label": "Stock Issued During Period, Shares, Restricted Stock Award, Forfeited", "documentation": "Number of shares related to Restricted Stock Award forfeited during the period." } } }, "auth_ref": [ "r10", "r66", "r67", "r101" ] }, "us-gaap_StockIssuedDuringPeriodSharesShareBasedCompensation": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesShareBasedCompensation", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": { "terseLabel": "Issuance of common stock upon settlement of restricted stock units (in shares)", "label": "Shares Issued, Shares, Share-Based Payment Arrangement, after Forfeiture", "documentation": "Number, after forfeiture, of shares or units issued under share-based payment arrangement. Excludes shares or units issued under employee stock ownership plan (ESOP)." } } }, "auth_ref": [ "r10", "r66", "r67", "r101" ] }, "us-gaap_StockIssuedDuringPeriodSharesShareBasedCompensationForfeited": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesShareBasedCompensationForfeited", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": { "negatedTerseLabel": "Forfeiture of exchangeable shares (in shares)", "label": "Shares Issued, Shares, Share-Based Payment Arrangement, Forfeited", "documentation": "Number of shares (or other type of equity) forfeited during the period." } } }, "auth_ref": [] }, "us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesStockOptionsExercised", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit", "http://www.instacart.com/role/StockholdersEquityScheduleofStockOptionsRollForwardDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Exercise of common stock options (in shares)", "negatedTerseLabel": "Options exercised (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period", "documentation": "Number of share options (or share units) exercised during the current period." } } }, "auth_ref": [ "r10", "r66", "r67", "r101", "r390" ] }, "us-gaap_StockIssuedDuringPeriodValueConversionOfConvertibleSecurities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueConversionOfConvertibleSecurities", "crdr": "credit", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": { "terseLabel": "Conversion of redeemable convertible preferred stock to common stock in connection with initial public offering", "label": "Stock Issued During Period, Value, Conversion of Convertible Securities", "documentation": "The gross value of stock issued during the period upon the conversion of convertible securities." } } }, "auth_ref": [ "r10", "r67", "r70", "r71", "r101" ] }, "us-gaap_StockIssuedDuringPeriodValueNewIssues": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueNewIssues", "crdr": "credit", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": { "terseLabel": "Issuance of common stock in connection with initial public offering, net of underwriting discounts and offering costs", "label": "Stock Issued During Period, Value, New Issues", "documentation": "Equity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering." } } }, "auth_ref": [ "r10", "r66", "r67", "r101", "r629", "r697", "r713", "r802" ] }, "us-gaap_StockIssuedDuringPeriodValueStockOptionsExercised": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueStockOptionsExercised", "crdr": "credit", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit" ], "lang": { "en-us": { "role": { "terseLabel": "Exercise of common stock options", "label": "Stock Issued During Period, Value, Stock Options Exercised", "documentation": "Value of stock issued as a result of the exercise of stock options." } } }, "auth_ref": [ "r10", "r67", "r70", "r71", "r101" ] }, "srt_StockRepurchaseProgramAuthorizedAmount1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "StockRepurchaseProgramAuthorizedAmount1", "crdr": "credit", "presentation": [ "http://www.instacart.com/role/StockholdersEquityNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Stock repurchase program, authorized amount", "label": "Share Repurchase Program, Authorized, Amount", "documentation": "Amount authorized for purchase of share under share repurchase plan. Includes, but is not limited to, repurchase of stock and unit of ownership." } } }, "auth_ref": [ "r971" ] }, "cart_StockRepurchaseProgramFeb2024Member": { "xbrltype": "domainItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "StockRepurchaseProgramFeb2024Member", "presentation": [ "http://www.instacart.com/role/StockholdersEquityNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Stock Repurchase Program - Feb 2024", "label": "Stock Repurchase Program - Feb 2024 [Member]", "documentation": "Stock Repurchase Program - Feb 2024" } } }, "auth_ref": [] }, "cart_StockRepurchaseProgramJune2024Member": { "xbrltype": "domainItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "StockRepurchaseProgramJune2024Member", "presentation": [ "http://www.instacart.com/role/RelatedPartyTransactionsDetails", "http://www.instacart.com/role/StockholdersEquityNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Stock Repurchase Program - June 2024", "label": "Stock Repurchase Program - June 2024 [Member]", "documentation": "Stock Repurchase Program - June 2024" } } }, "auth_ref": [] }, "cart_StockRepurchaseProgramNov2023Member": { "xbrltype": "domainItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "StockRepurchaseProgramNov2023Member", "presentation": [ "http://www.instacart.com/role/StockholdersEquityNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Stock Repurchase Program - Nov 2023", "label": "Stock Repurchase Program - Nov 2023 [Member]", "documentation": "Stock Repurchase Program - Nov 2023" } } }, "auth_ref": [] }, "cart_StockRepurchaseProgramNovember2024Member": { "xbrltype": "domainItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "StockRepurchaseProgramNovember2024Member", "presentation": [ "http://www.instacart.com/role/StockholdersEquityNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Stock Repurchase Program - November 2024", "label": "Stock Repurchase Program - November 2024 [Member]", "documentation": "Stock Repurchase Program - November 2024" } } }, "auth_ref": [] }, "us-gaap_StockRepurchaseProgramRemainingAuthorizedRepurchaseAmount1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockRepurchaseProgramRemainingAuthorizedRepurchaseAmount1", "crdr": "credit", "presentation": [ "http://www.instacart.com/role/StockholdersEquityNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Stock repurchase program, remaining authorized repurchase amount", "label": "Share Repurchase Program, Remaining Authorized, Amount", "documentation": "Amount remaining authorized for purchase of share under share repurchase plan. Includes, but is not limited to, repurchase of stock and unit of ownership." } } }, "auth_ref": [] }, "us-gaap_StockRepurchasedAndRetiredDuringPeriodShares": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockRepurchasedAndRetiredDuringPeriodShares", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit", "http://www.instacart.com/role/RelatedPartyTransactionsDetails", "http://www.instacart.com/role/StockholdersEquityNarrativeDetails" ], "lang": { "en-us": { "role": { "negatedTerseLabel": "Repurchase and retirement of common stock (in shares)", "terseLabel": "Repurchase and retirement of common stock (in shares)", "label": "Stock Repurchased and Retired During Period, Shares", "documentation": "Number of shares that have been repurchased and retired during the period." } } }, "auth_ref": [ "r10", "r66", "r67", "r101" ] }, "us-gaap_StockRepurchasedAndRetiredDuringPeriodValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockRepurchasedAndRetiredDuringPeriodValue", "crdr": "debit", "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit", "http://www.instacart.com/role/RelatedPartyTransactionsDetails", "http://www.instacart.com/role/StockholdersEquityNarrativeDetails" ], "lang": { "en-us": { "role": { "negatedTerseLabel": "Repurchase and retirement of common stock", "terseLabel": "Stock repurchased and retired during period, value", "label": "Stock Repurchased and Retired During Period, Value", "documentation": "Equity impact of the value of stock that has been repurchased and retired during the period. The excess of the purchase price over par value can be charged against retained earnings (once the excess is fully allocated to additional paid-in capital)." } } }, "auth_ref": [ "r10", "r66", "r67", "r101" ] }, "us-gaap_StockholdersEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquity", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets",
```

"http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit"], "lang": { "en-us": { "role": { "totalLabel": "Total stockholders\u2019 equity", "periodStartLabel": "Beginning balance", "periodEndLabel": "Ending balance", "label": "Equity, Attributable to Parent", "documentation": "Amount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest." } } }, "auth_ref": ["r67", "r70", "r71", "r90", "r656", "r672", "r698", "r699", "r774", "r803", "r912", "r943", "r986", "r1035"] }, "us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterestAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityIncludingPortionAttributableToNoncontrollingInterestAbstract", "presentation": ["http://www.instacart.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Stockholders\u2019 equity,", "label": "Equity, Including Portion Attributable to Noncontrolling Interest [Abstract]" } } }, "auth_ref": [] }, "us-gaap_SubsequentEventLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventLineItems", "presentation": ["http://www.instacart.com/role/SubsequentEventsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Subsequent Event [Line Items]", "label": "Subsequent Event [Line Items]", "documentation": "Detail information of subsequent event by type. User is expected to use existing line items from elsewhere in the taxonomy as the primary line items for this disclosure, which is further associated with dimension and member elements pertaining to a subsequent event." } } }, "auth_ref": ["r485", "r501"] }, "us-gaap_SubsequentEventMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventMember", "presentation": ["http://www.instacart.com/role/StockholdersEquityNarrativeDetails", "http://www.instacart.com/role/SubsequentEventsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Subsequent Event", "label": "Subsequent Event [Member]", "documentation": "Identifies event that occurred after the balance sheet date but before financial statements are issued or available to be issued." } } }, "auth_ref": ["r485", "r501"] }, "us-gaap_SubsequentEventTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventTable", "presentation": ["http://www.instacart.com/role/SubsequentEventsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Subsequent Event [Table]", "label": "Subsequent Event [Table]", "documentation": "Disclosure of information about significant event or transaction occurring between statement of financial position date and date when financial statements were issued." } } }, "auth_ref": ["r485", "r501"] }, "us-gaap_SubsequentEventTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventTypeAxis", "presentation": ["http://www.instacart.com/role/StockholdersEquityNarrativeDetails", "http://www.instacart.com/role/SubsequentEventsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Subsequent Event Type [Axis]", "label": "Subsequent Event Type [Axis]", "documentation": "Information by event that occurred after the balance sheet date but before financial statements are issued or available to be issued." } } }, "auth_ref": ["r485", "r501"] }, "us-gaap_SubsequentEventTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventTypeDomain", "presentation": ["http://www.instacart.com/role/StockholdersEquityNarrativeDetails", "http://www.instacart.com/role/SubsequentEventsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Subsequent Event Type [Domain]", "label": "Subsequent Event Type [Domain]", "documentation": "Event that occurred after the balance sheet date but before financial statements are issued or available to be issued." } } }, "auth_ref": ["r485", "r501"] }, "us-gaap_SubsequentEventsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventsAbstract", "lang": { "en-us": { "role": { "label": "Subsequent Events [Abstract]" } } }, "auth_ref": [] }, "us-gaap_SubsequentEventsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventsTextBlock", "presentation": ["http://www.instacart.com/role/SubsequentEvents"], "lang": { "en-us": { "role": { "terseLabel": "Subsequent Events", "label": "Subsequent Events [Text Block]", "documentation": "The entire disclosure for significant events or transactions that occurred after the balance sheet date through the date the financial statements were issued or the date the financial statements were available to be issued. Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business." } } }, "auth_ref": ["r500", "r502"] }, "us-gaap_SubsidiarySaleOfStockAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsidiarySaleOfStockAxis", "presentation": ["http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails", "http://www.instacart.com/role/StockholdersEquityShareBasedPaymentArrangementExpensedandCapitalizedAmountDetails"], "lang": { "en-us": { "role": { "terseLabel": "Sale of Stock [Axis]", "label": "Sale of Stock [Axis]", "documentation": "Information by type of sale of the entity's stock." } } }, "auth_ref": [] }, "us-gaap_SupplementalCashFlowInformationAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SupplementalCashFlowInformationAbstract", "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION", "label": "Supplemental Cash Flow Information [Abstract]" } } }, "auth_ref": [] }, "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": ["r859"] }, "us-gaap_TemporaryEquityAccretionToRedemptionValueAdjustment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquityAccretionToRedemptionValueAdjustment", "crdr": "debit", "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofCashFlows", "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit", "http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Accretion of Series A redeemable convertible preferred stock", "terseLabel": "Accretion of Series A redeemable convertible preferred stock", "label": "Temporary Equity, Accretion to Redemption Value, Adjustment", "documentation": "Amount of decrease to net income for accretion of temporary equity to its redemption value to derive net income apportioned to common stockholders." } } }, "auth_ref": [] }, "cart_TemporaryEquityAccretionToRedemptionValueAdjustmentBasic": { "xbrltype": "monetaryItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "TemporaryEquityAccretionToRedemptionValueAdjustmentBasic", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations", "http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Accretion related to Series A redeemable convertible preferred stock", "negatedTerseLabel": "Less: Accretion related to Series A redeemable convertible preferred stock", "label": "Temporary Equity, Accretion To Redemption Value, Adjustment, Basic", "documentation": "Temporary Equity, Accretion To Redemption Value, Adjustment, Basic" } } }, "auth_ref": [] }, "cart_TemporaryEquityAccretionToRedemptionValueAdjustmentDiluted": { "xbrltype": "monetaryItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "TemporaryEquityAccretionToRedemptionValueAdjustmentDiluted", "crdr": "debit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations": { "parentTag": "us-gaap_NetIncomeLossAvailableToCommonStockholdersDiluted", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations", "http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Accretion related to Series A redeemable convertible preferred stock", "negatedLabel": "Add: Accretion related to Series A redeemable convertible preferred stock", "label": "Temporary Equity, Accretion To Redemption Value, Adjustment, Diluted", "documentation": "Temporary Equity, Accretion To Redemption Value, Adjustment, Diluted" } } }, "auth_ref": [] }, "us-gaap_TemporaryEquityCarryingAmountAttributableToParent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquityCarryingAmountAttributableToParent", "crdr": "credit", "calculation": { "http://www.instacart.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.instacart.com/role/CondensedConsolidatedBalanceSheets", "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit"], "lang": { "en-us": { "role": { "terseLabel": "Series A redeemable convertible preferred stock; $0.0001 par value per share; 5,833 shares authorized, issued, and outstanding as of December\u00a031, 2023 and September\u00a030, 2024", "periodStartLabel": "Temporary equity, beginning balance", "periodEndLabel": "Temporary equity, ending balance", "label": "Temporary Equity, Carrying Amount, Attributable to Parent", "documentation": "Carrying amount, attributable to parent, of an entity's issued and outstanding stock which is not included within permanent equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. Includes stock with a put option held by an ESOP and stock redeemable by a holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r334", "r336", "r337", "r338", "r341", "r342", "r411", "r583"] }, "cart_TemporaryEquityDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "TemporaryEquityDisclosureTextBlock", "presentation": ["http://www.instacart.com/role/RedeemableConvertiblePreferredStock"], "lang": { "en-us": { "role": { "terseLabel": "Redeemable Convertible Preferred Stock", "label": "Temporary Equity Disclosure [Text Block]", "documentation": "Temporary Equity Disclosure" } } }, "auth_ref": [] }, "us-gaap_TemporaryEquityParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquityParOrStatedValuePerShare", "presentation": ["http://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Temporary equity, par or stated value per share (in dollars per share)", "label": "Temporary Equity, Par or Stated Value Per Share", "documentation": "Per share amount of par value or stated value of stock classified as temporary equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable." } } }, "auth_ref": ["r14", "r38"] }, "us-gaap_TemporaryEquitySharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquitySharesAuthorized", "presentation": ["http://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Temporary equity, shares authorized (in shares)", "label": "Temporary Equity, Shares Authorized", "documentation": "The maximum number of securities classified as temporary equity that are permitted to be issued by an entity's charter and bylaws. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r65"] }, "cart_TemporaryEquitySharesConversionOfConvertibleSecurities": { "xbrltype": "sharesItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "TemporaryEquitySharesConversionOfConvertibleSecurities", "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit"], "lang": { "en-us": { "role": { "terseLabel": "Conversion of redeemable convertible preferred stock to common stock in connection with initial public offering (in shares)", "label": "Temporary Equity, Shares, Conversion Of Convertible Securities", "documentation": "Temporary Equity, Shares, Conversion Of Convertible Securities" } } }, "auth_ref": [] }, "us-gaap_TemporaryEquitySharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquitySharesIssued", "presentation": ["http://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Temporary equity, shares issued (in shares)", "label": "Temporary Equity, Shares Issued", "documentation": "The number of securities classified as temporary equity that have been sold (or granted) to the entity's shareholders. Securities issued include securities outstanding and securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r65"] }, "us-gaap_TemporaryEquitySharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquitySharesOutstanding", "presentation": ["http://www.instacart.com/role/CondensedConsolidatedBalanceSheetsParenthetical", "http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit"], "lang": { "en-us": { "role": { "terseLabel": "Temporary equity, shares outstanding (in shares)", "periodStartLabel": "Temporary equity, beginning balance (in shares)", "periodEndLabel": "Temporary equity, ending balance (in shares)", "label": "Temporary Equity, Shares Outstanding", "documentation": "The number of securities classified as temporary equity that have been issued and are held by the entity's shareholders. Securities outstanding equals securities issued minus securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions

for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r65"] }, "cart_TemporaryEquityStockIssuedDuringPeriodSharesNewIssues": { "xbrltype": "sharesItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "TemporaryEquityStockIssuedDuringPeriodSharesNewIssues", "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit"], "lang": { "en-us": { "role": { "terseLabel": "Issuance of Series A redeemable convertible preferred stock (in shares)", "label": "Temporary Equity, Stock Issued During Period, Shares, New Issues", "documentation": "Temporary Equity, Stock Issued During Period, Shares, New Issues" } } }, "auth_ref": [] }, "us-gaap_TemporaryEquityStockIssuedDuringPeriodValueNewIssues": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquityStockIssuedDuringPeriodValueNewIssues", "crdr": "credit", "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit"], "lang": { "en-us": { "role": { "terseLabel": "Issuance of Series A redeemable convertible preferred stock", "label": "Temporary Equity, Stock Issued During Period, Value, New Issues", "documentation": "Value of new stock classified as temporary equity issued during the period." } } }, "auth_ref": [] }, "cart_TemporaryEquityValueConversionOfConvertibleSecurities": { "xbrltype": "monetaryItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "TemporaryEquityValueConversionOfConvertibleSecurities", "crdr": "credit", "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofRedeemableConvertiblePreferredStockandStockholdersEquityDeficit"], "lang": { "en-us": { "role": { "terseLabel": "Conversion of redeemable convertible preferred stock to common stock in connection with initial public offering", "label": "Temporary Equity, Value, Conversion Of Convertible Securities", "documentation": "Temporary Equity, Value, Conversion Of Convertible Securities" } } }, "auth_ref": [] }, "ecd_TotalShareholderRtnAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TotalShareholderRtnAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Total Shareholder Return Amount", "label": "Total Shareholder Return Amount" } } }, "auth_ref": ["r851"] }, "ecd_TotalShareholderRtnVsPeerGroupTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TotalShareholderRtnVsPeerGroupTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Total Shareholder Return Vs Peer Group", "label": "Total Shareholder Return Vs Peer Group [Text Block]" } } }, "auth_ref": ["r858"] }, "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": ["r878"] }, "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": ["r880"] }, "dei_TradingSymbol": { "xbrltype": "tradingSymbolItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "TradingSymbol", "presentation": ["http://www.instacart.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Trading Symbol", "label": "Trading Symbol", "documentation": "Trading symbol of an instrument as listed on an exchange." } } }, "auth_ref": [] }, "cart_TransactionMember": { "xbrltype": "domainItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "TransactionMember", "presentation": ["http://www.instacart.com/role/RevenueReconciliationofRevenuefromSegmentstoConsolidatedDetails"], "lang": { "en-us": { "role": { "terseLabel": "Transaction", "label": "Transaction [Member]", "documentation": "Transaction" } } }, "auth_ref": [] }, "us-gaap_TransfersAndServicingOfFinancialInstrumentsTypesOfFinancialInstrumentsDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TransfersAndServicingOfFinancialInstrumentsTypesOfFinancialInstrumentsDomain", "presentation": ["http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails", "http://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Financial Instruments [Domain]", "label": "Financial Instruments [Domain]", "documentation": "Instrument or contract that imposes a contractual obligation to deliver cash or another financial instrument or to exchange other financial instruments on potentially unfavorable terms and conveys a contractual right to receive cash or another financial instrument or to exchange other financial instruments on potentially favorable terms." } } }, "auth_ref": ["r255", "r256", "r257", "r258", "r259", "r260", "r261", "r262", "r263", "r264", "r265", "r266", "r267", "r268", "r269", "r270", "r271", "r272", "r273", "r274", "r275", "r276", "r277", "r278", "r279", "r280", "r281", "r282", "r283", "r284", "r345", "r351", "r451", "r474", "r503", "r504", "r505", "r506", "r507", "r508", "r509", "r510", "r511", "r512", "r513", "r514", "r515", "r516", "r517", "r519", "r520", "r521", "r522", "r523", "r524", "r525", "r526", "r527", "r528", "r529", "r530", "r531", "r532", "r533", "r593", "r763", "r765", "r767", "r768", "r769", "r770", "r771", "r772", "r773", "r775", "r894", "r895", "r896", "r897", "r898", "r899", "r900", "r939", "r940", "r941", "r942", "r978", "r981", "r982", "r983", "r984", "r985"] }, "ecd_TrdArrAdoptionDate": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TrdArrAdoptionDate", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Adoption Date", "label": "Trading Arrangement Adoption Date" } } }, "auth_ref": ["r881"] }, "ecd_TrdArrDuration": { "xbrltype": "durationItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TrdArrDuration", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Arrangement Duration", "label": "Trading Arrangement Duration" } } }, "auth_ref": ["r882"] }, "ecd_TrdArrExpirationDate": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TrdArrExpirationDate", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Expiration Date", "label": "Trading Arrangement Expiration Date" } } }, "auth_ref": ["r882"] }, "ecd_TrdArrIndName": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TrdArrIndName", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Name", "label": "Trading Arrangement, Individual Name" } } }, "auth_ref": ["r880"] }, "ecd_TrdArrIndTitle": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TrdArrIndTitle", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Title", "label": "Trading Arrangement, Individual Title" } } }, "auth_ref": ["r880"] }, "ecd_TrdArrSecuritiesAggAvailAmt": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TrdArrSecuritiesAggAvailAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Aggregate Available", "label": "Trading Arrangement, Securities Aggregate Available Amount" } } }, "auth_ref": ["r883"] }, "ecd_TrdArrTerminationDate": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TrdArrTerminationDate", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Termination Date", "label": "Trading Arrangement Termination Date" } } }, "auth_ref": ["r881"] }, "us-gaap_TypeOfRestructuringDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TypeOfRestructuringDomain", "presentation": ["http://www.instacart.com/role/RestructuringScheduleofRestructuringandRelatedCostsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Type of Restructuring [Domain]", "label": "Type of Restructuring [Domain]", "documentation": "Identification of the types of restructuring costs." } } }, "auth_ref": ["r316", "r317", "r322", "r323"] }, "country_US": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/country/2024", "localname": "US", "presentation": ["http://www.instacart.com/role/RevenueRevenuefromExternalCustomersbyGeographicAreasDetails"], "lang": { "en-us": { "role": { "terseLabel": "United States", "label": "UNITED STATES" } } }, "auth_ref": [] }, "us-gaap_USGovernmentAgenciesDebtSecuritiesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "USGovernmentAgenciesDebtSecuritiesMember", "presentation": ["http://www.instacart.com/role/FairValueMeasurementsSummaryofAssetsandLiabilitiesMeasuredatFairValueDetails", "http://www.instacart.com/role/InvestmentsAmortizedCostVersusFairValueDetails"], "lang": { "en-us": { "role": { "terseLabel": "U.S. government and government agency debt securities", "label": "US Government Agencies Debt Securities [Member]", "documentation": "Debentures, notes, and other debt securities issued by US government agencies, for example, but not limited to, Government National Mortgage Association (GNMA or Ginnie Mae). Excludes US treasury securities and debt issued by government-sponsored Enterprises (GSEs), for example, but is not limited to, Federal Home Loan Mortgage Corporation (FHLMC or Freddie Mac), Federal National Mortgage Association (FNMA or Fannie Mae), and the Federal Home Loan Bank (FHLB)." } } }, "auth_ref": ["r736", "r757", "r999"] }, "ecd_UndrlygSecurityMktPriceChngPct": { "xbrltype": "pureItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "UndrlygSecurityMktPriceChngPct", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Underlying Security Market Price Change", "label": "Underlying Security Market Price Change, Percent" } } }, "auth_ref": ["r877"] }, "us-gaap_UseOfEstimates": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "UseOfEstimates", "presentation": ["http://www.instacart.com/role/SignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Use of Estimates", "label": "Use of Estimates, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted accounting principles." } } }, "auth_ref": ["r31", "r32", "r33", "r121", "r122", "r124", "r125"] }, "cart_VolumeWeightedAveragePriceConsecutiveTradingDays": { "xbrltype": "durationItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "VolumeWeightedAveragePriceConsecutiveTradingDays", "presentation": ["http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Volume-weighted average price consecutive trading days", "label": "Volume-Weighted Average Price Consecutive Trading Days", "documentation": "Volume-Weighted Average Price Consecutive Trading Days" } } }, "auth_ref": [] }, "cart_VolumeWeightedAveragePriceMeasuringPeriod": { "xbrltype": "durationItemType", "nsuri": "http://www.instacart.com/20240930", "localname": "VolumeWeightedAveragePriceMeasuringPeriod", "presentation": ["http://www.instacart.com/role/RedeemableConvertiblePreferredStockNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Volume-weighted average price, measuring period", "label": "Volume-Weighted Average Price, Measuring Period", "documentation": "Volume-Weighted Average Price, Measuring Period" } } }, "auth_ref": [] }, "ecd_VstngDtFrValOfEqtyAwrdsGrntdAndVstdInCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "VstngDtFrValOfEqtyAwrdsGrntdAndVstdInCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year", "label": "Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member]" } } }, "auth_ref": ["r847"] }, "us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "WeightedAverageNumberOfDilutedSharesOutstanding", "calculation": { "http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations", "http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails"], "lang": { "en-us": { "role": { "terseLabel": "Weighted-average shares used in computing net income (loss) per share attributable to common stockholders, diluted (in shares)", "totalLabel": "Weighted-average shares used in computing diluted net income per share attributable to common stockholders (in shares)", "label": "Weighted Average Number of Shares Outstanding, Diluted", "documentation": "The 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." } } }, "auth_ref": ["r216", "r230"] }, "us-gaap_WeightedAverageNumberOfSharesOutstandingBasic": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "WeightedAverageNumberOfSharesOutstandingBasic", "calculation": { "http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails": { "parentTag": "us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.instacart.com/role/CondensedConsolidatedStatementsofOperations", "http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails"], "lang": { "en-us": { "role": { "terseLabel": "Weighted-average shares used in computing net income (loss) per share attributable to common stockholders, basic (in shares)", "verboseLabel": "Weighted-average shares used in computing basic net income per share attributable to common stockholders (in shares)", "label": "Weighted Average Number of Shares Outstanding, Basic", "documentation": "Number 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." } } }, "auth_ref": ["r214", "r230"] }, "us-gaap_WeightedAverageNumberOfSharesOutstandingDilutedDisclosureItemsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "WeightedAverageNumberOfSharesOutstandingDilutedDisclosureItemsAbstract", "presentation": ["http://www.instacart.com/role/NetIncomeperShareAttributabletoCommonStockholdersComputationofBasicandDilutedDetails"], "lang": { "en-us": { "role": { "terseLabel": "Denominator:", "label": "Weighted Average Number of Shares Outstanding Reconciliation [Abstract]" } } }, "auth_ref": [] }, "ecd_YrEndFrValOfEqtyAwrdsGrntdInCvrdYrOutsdngAndUnvstdMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "YrEndFrValOfEqtyAwrdsGrntdInCvrdYrOutsdngAndUnvstdMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested", "label": "Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member]" } } }, "auth_ref": ["r845"] } } }, "std_ref": { "r0": { "role": "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" }, "r1": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "10A", "SubTopic": "10", "Topic": "220", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-10A" }, "r2": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "14", "Subparagraph": "(a)", "SubTopic": "10", "Topic": "230", "Publisher": "FASB", "URI":

"https://asc.fasb.org/1943274/2147482740/230-10-45-14" }, "r3": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "2", "SubTopic": "405", "Topic": "942", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477787/942-405-45-2" }, "r4": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "20", "SubTopic": "10", "Topic": "810", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481231/810-10-45-20" }, "r5": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "25", "Subparagraph": "(g)", "SubTopic": "10", "Topic": "230", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-25" }, "r6": { "role": "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" }, "r7": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "28", "Subparagraph": "(b)", "SubTopic": "10", "Topic": "230", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-28" }, "r8": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "SubTopic": "10", "Topic": "360", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482099/360-10-50-1" }, "r9": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1A", "Subparagraph": "(c)(3)", "SubTopic": "10", "Topic": "810", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481203/810-10-50-1A" }, "r10": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "SubTopic": "10", "Topic": "505", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-2" }, "r11": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2A", "Subparagraph": "(a)", "SubTopic": "10", "Topic": "718", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2A" }, "r12": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "50", "Subparagraph": "(c)", "Paragraph": "2", "SubTopic": "10", "Topic": "718", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r13": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(22))", "SubTopic": "10", "Topic": "210", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r14": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(27))", "SubTopic": "10", "Topic": "210", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r15": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "220", "SubTopic": "10", "Section": "45", "Paragraph": "14", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-14" }, "r16": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "220", "SubTopic": "10", "Section": "45", "Paragraph": "14A", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-14A" }, "r17": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "220", "SubTopic": "10", "Section": "45", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-5" }, "r18": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "45", "Paragraph": "15", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-15" }, "r19": { "role": "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" }, "r20": { "role": "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" }, "r21": { "role": "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/1943274/2147482913/230-10-50-3" }, "r22": { "role": "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/1943274/2147482913/230-10-50-4" }, "r23": { "role": "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" }, "r24": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "260", "SubTopic": "10", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482662/260-10-50-1" }, "r25": { "role": "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" }, "r26": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "260", "SubTopic": "10", "Section": "55", "Paragraph": "52", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482635/260-10-55-52" }, "r27": { "role": "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/1943274/2147482861/275-10-50-16" }, "r28": { "role": "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/1943274/2147482861/275-10-50-18" }, "r29": { "role": "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" }, "r30": { "role": "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" }, "r31": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "275", "SubTopic": "10", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482861/275-10-50-4" }, "r32": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "275", "SubTopic": "10", "Section": "50", "Paragraph": "8", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482861/275-10-50-8" }, "r33": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "275", "SubTopic": "10", "Section": "50", "Paragraph": "9", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482861/275-10-50-9" }, "r34": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "280", "SubTopic": "10", "Section": "50", "Paragraph": "30", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-30" }, "r35": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "280", "SubTopic": "10", "Section": "50", "Paragraph": "31", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-31" }, "r36": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "360", "SubTopic": "10", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482099/360-10-50-1" }, "r37": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "420", "SubTopic": "10", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482017/420-10-50-1" }, "r38": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "480", "SubTopic": "10", "Section": "S99", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480244/480-10-S99-1" }, "r39": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "505", "SubTopic": "10", "Section": "45", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481142/505-10-45-2" }, "r40": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "505", "SubTopic": "10", "Section": "50", "Paragraph": "10", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-10" }, "r41": { "role": "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" }, "r42": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "505", "SubTopic": "10", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-4" }, "r43": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "505", "SubTopic": "10", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-5" }, "r44": { "role": "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/1943274/2147481112/505-10-50-8" }, "r45": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "718", "SubTopic": "10", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r46": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "718", "SubTopic": "10", "Section": "50", "Paragraph": "2", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r47": { "role": "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" }, "r48": { "role": "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/1943274/2147481089/718-20-55-13" }, "r49": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "805", "SubTopic": "20", "Section": "55", "Paragraph": "20", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479876/805-20-55-20" }, "r50": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "815", "SubTopic": "10", "Section": "50", "Paragraph": "4A", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480434/815-10-50-4A" }, "r51": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "815", "SubTopic": "10", "Section": "50", "Paragraph": "4B", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480434/815-10-50-4B" }, "r52": { "role": "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/1943274/2147482907/825-10-50-20" }, "r53": { "role": "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/1943274/2147482907/825-10-50-21" }, "r54": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "850", "SubTopic": "10", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483326/850-10-50-1" }, "r55": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "850", "SubTopic": "10", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483326/850-10-50-3" }, "r56": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "205", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/205/tableOfContent" }, "r57": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(19)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r58": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(19))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r59": { "role": "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" }, "r60": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(21))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r61": { "role": "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(23))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r62": { "role": "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" }, "r63": { "role": "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" }, "r64": { "role": "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(26))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r65": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(27)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r66": { "role": "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-S99-1" }, "r67": { "role": "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" }, "r68": { "role": "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" }, "r69": { "role": "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-S99-1" }, "r70": { "role": "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-S99-1" }, "r71": { "role": "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-S99-1" }, "r72": { "role":

```
"http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(32))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r73": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "11", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-11" }, "r74": { "role": "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(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483621/220-10-S99-2" }, "r75": { "role": "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-S99-2" }, "r76": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03(2)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483621/220-10-S99-2" }, "r77": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03(2)(d))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483621/220-10-S99-2" }, "r78": { "role": "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-S99-2" }, "r79": { "role": "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-S99-2" }, "r80": { "role": "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-S99-2" }, "r81": { "role": "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" }, "r82": { "role": "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" }, "r83": { "role": "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" }, "r84": { "role": "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/1943274/2147482740/230-10-45-24" }, "r85": { "role": "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" }, "r86": { "role": "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" }, "r87": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "235", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/235/tableOfContent" }, "r88": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "275", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "18", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482861/275-10-50-18" }, "r89": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "41", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-41" }, "r90": { "role": "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" }, "r91": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "360", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/360/tableOfContent" }, "r92": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "360", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482099/360-10-50-1" }, "r93": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "420", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 5.P.3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479823/420-10-S99-1" }, "r94": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "420", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SAB Topic 5.P.4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479823/420-10-S99-2" }, "r95": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "440", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/440/tableOfContent" }, "r96": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "480", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(02)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480244/480-10-S99-1" }, "r97": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "480", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SAB Topic 3.C)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480244/480-10-S99-2" }, "r98": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "505", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/505/tableOfContent" }, "r99": { "role": "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/1943274/2147481112/505-10-50-6" }, "r100": { "role": "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" }, "r101": { "role": "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" }, "r102": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "718", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/718/tableOfContent" }, "r103": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r104": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "718", "SubTopic": "10", "Subparagraph": "(e)(1)", "Name": "Accounting Standards Codification", "Paragraph": "2", "Section": "50", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r105": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "805", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "38", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479876/805-20-55-38" }, "r106": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "810", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/810/tableOfContent" }, "r107": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "810", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "19", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481231/810-10-45-19" }, "r108": { "role": "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/1943274/2147482907/825-10-50-21" }, "r109": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "942", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-03(11))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478546/942-210-S99-1" }, "r110": { "role": "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-S99-1" }, "r111": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "942", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-03(23))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478546/942-210-S99-1" }, "r112": { "role": "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" }, "r113": { "role": "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" }, "r114": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "942", "SubTopic": "320", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/942-320/tableOfContent" }, "r115": { "role": "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/1943274/2147482810/280-10-50-32" }, "r116": { "role": "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/1943274/2147482810/280-10-50-32" }, "r117": { "role": "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/1943274/2147482810/280-10-50-32" }, "r118": { "role": "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/1943274/2147482810/280-10-50-32" }, "r119": { "role": "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/1943274/2147482659/740-20-45-2" }, "r120": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "5", "SubTopic": "210", "Topic": "954", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477220/954-210-45-5" }, "r121": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)", "SubTopic": "10", "Topic": "275", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482861/275-10-50-1" }, "r122": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)", "SubTopic": "10", "Topic": "275", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482861/275-10-50-1" }, "r123": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)", "SubTopic": "360", "Topic": "958", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477798/958-360-50-1" }, "r124": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "11", "SubTopic": "10", "Topic": "275", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482861/275-10-50-11" }, "r125": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "12", "SubTopic": "10", "Topic": "275", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482861/275-10-50-12" }, "r126": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "SubTopic": "360", "Topic": "958", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477798/958-360-50-6" }, "r127": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "SubTopic": "360", "Topic": "958", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477798/958-360-50-7" }, "r128": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Subparagraph": "(b)", "SubTopic": "10", "Topic": "740", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482685/740-10-50-9" }, "r129": { "role": "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" }, "r130": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Topic": "606", "Publisher": "FASB", "URI": "https://asc.fasb.org/606/tableOfContent" }, "r131": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "a", "Publisher": "SEC" }, "r132": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1403", "Paragraph": "b", "Publisher": "SEC" }, "r133": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "12", "Paragraph": "Column A", "Footnote": "2", "Publisher": "SEC" }, "r134": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "12", "Paragraph": "Column C", "Footnote": "5", "Publisher": "SEC" }, "r135": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "12A", "Paragraph": "Column A", "Footnote": "2", "Publisher": "SEC" }, "r136": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "12A", "Paragraph": "Column C", "Footnote": "4", "Publisher": "SEC" }, "r137": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "12B", "Paragraph": "Column A", "Subparagraph": "(a)", "Footnote": "4", "Publisher": "SEC" }, "r138": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "12B", "Paragraph": "Column A", "Subparagraph": "(b)", "Footnote": "4", "Publisher": "SEC" }, "r139": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "12B", "Paragraph": "Column C", "Footnote": "2", "Publisher": "SEC" }, "r140": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "14", "Paragraph": "Column A", "Footnote": "2", "Publisher": "SEC" }, "r141": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "14", "Paragraph": "Column F", "Footnote": "7", "Publisher": "SEC" }, "r142": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "17",
```

"Paragraph": "Column A", "Publisher": "SEC" }, "r143": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "17", "Paragraph": "Column B", "Publisher": "SEC" }, "r144": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "17", "Paragraph": "Column C", "Publisher": "SEC" }, "r145": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "17", "Paragraph": "Column D", "Publisher": "SEC" }, "r146": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "17", "Paragraph": "Column E", "Publisher": "SEC" }, "r147": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "17", "Paragraph": "Column F", "Publisher": "SEC" }, "r148": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "28", "Paragraph": "Column A", "Footnote": "2", "Publisher": "SEC" }, "r149": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "28", "Paragraph": "Column B", "Publisher": "SEC" }, "r150": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "28", "Paragraph": "Column C", "Publisher": "SEC" }, "r151": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "28", "Paragraph": "Column D", "Publisher": "SEC" }, "r152": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "28", "Paragraph": "Column E", "Publisher": "SEC" }, "r153": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "28", "Paragraph": "Column F", "Publisher": "SEC" }, "r154": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "28", "Paragraph": "Column G", "Publisher": "SEC" }, "r155": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "28", "Paragraph": "Column H", "Publisher": "SEC" }, "r156": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "28", "Paragraph": "Column I", "Publisher": "SEC" }, "r157": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-X (SX)", "Number": "210", "Section": "12", "Subsection": "29", "Paragraph": "Column A", "Footnote": "4", "Publisher": "SEC" }, "r158": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Staff Accounting Bulletin (SAB)", "Number": "Topic 11", "Section": "L", "Publisher": "SEC" }, "r159": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Staff Accounting Bulletin (SAB)", "Number": "Topic 5", "Section": "Y", "Paragraph": "Question 2", "Publisher": "SEC" }, "r160": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Staff Accounting Bulletin (SAB)", "Number": "Topic 5", "Section": "Y", "Paragraph": "Question 4", "Publisher": "SEC" }, "r161": { "role": "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/1943274/2147479343/105-10-65-6" }, "r162": { "role": "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/1943274/2147483499/205-20-50-7" }, "r163": { "role": "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/1943274/2147483467/210-10-45-1" }, "r164": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483467/210-10-45-5" }, "r165": { "role": "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-S99-1" }, "r166": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(13))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r167": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(14))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r168": { "role": "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-S99-1" }, "r169": { "role": "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" }, "r170": { "role": "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" }, "r171": { "role": "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-S99-1" }, "r172": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(27)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r173": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "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-S99-1" }, "r174": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "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" }, "r175": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(30)(a)(4))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r176": { "role": "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-S99-1" }, "r177": { "role": "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-S99-1" }, "r178": { "role": "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/1943274/2147482790/220-10-45-1A" }, "r179": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1A", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-1A" }, "r180": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1A", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-1A" }, "r181": { "role": "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" }, "r182": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1B", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-1B" }, "r183": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482765/220-10-50-4" }, "r184": { "role": "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/1943274/2147482765/220-10-50-5" }, "r185": { "role": "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/1943274/2147482765/220-10-50-6" }, "r186": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03(24))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483621/220-10-S99-2" }, "r187": { "role": "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-S99-2" }, "r188": { "role": "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" }, "r189": { "role": "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-S99-5" }, "r190": { "role": "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" }, "r191": { "role": "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" }, "r192": { "role": "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/1943274/2147482913/230-10-50-2A" }, "r193": { "role": "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/1943274/2147482913/230-10-50-8" }, "r194": { "role": "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/1943274/2147483426/235-10-50-1" }, "r195": { "role": "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-S99-1" }, "r196": { "role": "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" }, "r197": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(k)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480678/235-10-S99-1" }, "r198": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(k)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480678/235-10-S99-1" }, "r199": { "role": "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/1943274/2147483421/250-10-45-23" }, "r200": { "role": "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/1943274/2147483421/250-10-45-24" }, "r201": { "role": "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/1943274/2147483421/250-10-45-5" }, "r202": { "role": "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/1943274/2147483443/250-10-50-1" }, "r203": { "role": "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/1943274/2147483443/250-10-50-1" }, "r204": { "role": "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/1943274/2147483443/250-10-50-11" }, "r205": { "role": "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/1943274/2147483443/250-10-50-11" }, "r206": { "role": "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/1943274/2147483443/250-10-50-3" }, "r207": { "role": "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/1943274/2147483443/250-10-50-4" }, "r208": { "role": "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/1943274/2147483443/250-10-50-6" }, "r209": { "role": "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/1943274/2147483443/250-10-50-7" }, "r210": { "role": "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/1943274/2147483443/250-10-50-7" }, "r211": { "role": "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/1943274/2147483443/250-10-50-8" }, "r212": { "role": "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/1943274/2147483443/250-10-50-9" }, "r213": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/260/tableOfContent" }, "r214": { "role": "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" }, "r215": { "role": "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/1943274/2147482689/260-10-45-11" }, "r216": { "role": "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" }, "r217": { "role": "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/1943274/2147482689/260-10-45-2" }, "r218": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "22", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482689/260-10-45-22" }, "r219": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "23", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482689/260-10-45-23" }, "r220": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "28A", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482689/260-10-45-28A" }, "r221": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482689/260-10-45-3" }, "r222": { "role": "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/1943274/2147482689/260-10-45-40" }, "r223": { "role": "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/1943274/2147482689/260-10-45-40" }, "r224": { "role": "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/1943274/2147482689/260-10-45-40" }, "r225": { "role": "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" }, "r226": { "role": "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/1943274/2147482689/260-10-45-60B" }, "r227": { "role": "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" }, "r228": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "60B", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482689/260-10-45-60B" }, "r229": { "role": "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" }, "r230": { "role": "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/1943274/2147482662/260-10-50-1" }, "r231": { "role": "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" }, "r232": { "role": "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/1943274/2147482662/260-10-50-2" }, "r233": { "role": "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" }, "r234": { "role": "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/1943274/2147482635/260-10-55-15" }, "r235": { "role": "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/1943274/2147482964/270-10-50-1" }, "r236": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "272", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483014/272-10-45-1" }, "r237": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "272", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482987/272-10-50-1" }, "r238": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "272", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482987/272-10-50-3" }, "r239": { "role": "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/1943274/2147482810/280-10-50-22" }, "r240": { "role": "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/1943274/2147482810/280-10-50-22" }, "r241": { "role": "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/1943274/2147482810/280-10-50-22" }, "r242": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "22", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-22" }, "r243": { "role": "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/1943274/2147482810/280-10-50-22" }, "r244": { "role": "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/1943274/2147482810/280-10-50-30" }, "r245": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "30", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-30" }, "r246": { "role": "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/1943274/2147482810/280-10-50-32" }, "r247": { "role": "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/1943274/2147482810/280-10-50-40" }, "r248": { "role": "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/1943274/2147482810/280-10-50-41" }, "r249": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "41", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-41" }, "r250": { "role": "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/1943274/2147482810/280-10-50-42" }, "r251": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "310", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "13", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481990/310-10-45-13" }, "r252": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "310", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481962/310-10-50-4" }, "r253": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/320/tableOfContent" }, "r254": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "10", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-10" }, "r255": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-2" }, "r256": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-2" }, "r257": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(aa)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-2" }, "r258": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(aaa)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-2" }, "r259": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-2" }, "r260": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-2" }, "r261": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-2" }, "r262": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-3" }, "r263": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-3" }, "r264": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-3" }, "r265": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-3" }, "r266": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-3" }, "r267": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5" }, "r268": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5" }, "r269": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(aaa)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5" }, "r270": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5" }, "r271": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5" }, "r272": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5" }, "r273": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5" }, "r274": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5" }, "r275": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5" }, "r276": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5" }, "r277": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5A", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5A" }, "r278": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5A", "Subparagraph": "(b)", "Publisher": "FASB", "URI":

"https://asc.fasb.org/1943274/2147481800/320-10-50-5A" }, "r279": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5A", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5A" }, "r280": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5B", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5B" }, "r281": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5B", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5B" }, "r282": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5B", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5B" }, "r283": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5B", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5B" }, "r284": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5B", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5B" }, "r285": { "role": "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/1943274/2147481687/323-10-50-3" }, "r286": { "role": "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/1943274/2147479654/326-10-65-4" }, "r287": { "role": "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/1943274/2147479654/326-10-65-5" }, "r288": { "role": "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/1943274/2147479344/326-20-45-1" }, "r289": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "11", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479319/326-20-50-11" }, "r290": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479319/326-20-50-13" }, "r291": { "role": "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/1943274/2147479319/326-20-50-13" }, "r292": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "14", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479319/326-20-50-14" }, "r293": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "16", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479319/326-20-50-16" }, "r294": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479319/326-20-50-5" }, "r295": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479130/326-30-45-1" }, "r296": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479106/326-30-50-4" }, "r297": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479106/326-30-50-7" }, "r298": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479106/326-30-50-9" }, "r299": { "role": "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-S45-1" }, "r300": { "role": "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/1943274/2147482598/350-20-45-1" }, "r301": { "role": "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" }, "r302": { "role": "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" }, "r303": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-1" }, "r304": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-1" }, "r305": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-1" }, "r306": { "role": "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/1943274/2147482665/350-30-50-2" }, "r307": { "role": "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/1943274/2147482665/350-30-50-2" }, "r308": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-2" }, "r309": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-2" }, "r310": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-3" }, "r311": { "role": "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" }, "r312": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "360", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482099/360-10-50-3" }, "r313": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "405", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(e)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477092/405-40-50-1" }, "r314": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "420", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/420/tableOfContent" }, "r315": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "420", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482017/420-10-50-1" }, "r316": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "420", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482017/420-10-50-1" }, "r317": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "420", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482017/420-10-50-1" }, "r318": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "420", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482017/420-10-50-1" }, "r319": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "420", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482017/420-10-50-1" }, "r320": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "420", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482017/420-10-50-1" }, "r321": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "420", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 5.P.3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479823/420-10-S99-1" }, "r322": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "420", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SAB Topic 5.P.4.b.1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479823/420-10-S99-2" }, "r323": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "420", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SAB Topic 5.P.4.b.2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479823/420-10-S99-2" }, "r324": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "420", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SAB Topic 5.P.4.d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479823/420-10-S99-2" }, "r325": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "420", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SAB Topic 5.P.4.e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479823/420-10-S99-2" }, "r326": { "role": "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/1943274/2147482648/440-10-50-4" }, "r327": { "role": "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/1943274/2147482648/440-10-50-4" }, "r328": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "450", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483076/450-20-50-1" }, "r329": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "450", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483076/450-20-50-4" }, "r330": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "450", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483076/450-20-50-9" }, "r331": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "450", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 5.Y.Q2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480102/450-20-S99-1" }, "r332": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "450", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 5.Y.Q4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480102/450-20-S99-1" }, "r333": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "460", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482425/460-10-50-3" }, "r334": { "role": "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-S99-1A" }, "r335": { "role": "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-S99-1A" }, "r336": { "role": "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-S99-1A" }, "r337": { "role": "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-S99-1A" }, "r338": { "role": "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-S99-1B" }, "r339": { "role": "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-S99-1B" }, "r340": { "role": "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-S99-1B" }, "r341": { "role": "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-S99-1B" }, "r342": { "role": "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" }, "r343": { "role":

"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/1943274/2147481139/470-20-50-1D" }, "r344": { "role": "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/1943274/2147481139/470-20-50-1E" }, "r345": { "role": "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/1943274/2147481139/470-20-50-1I" }, "r346": { "role": "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" }, "r347": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-13" }, "r348": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-13" }, "r349": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(h)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-13" }, "r350": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "14", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-14" }, "r351": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "18", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-18" }, "r352": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-2" }, "r353": { "role": "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-S99-1" }, "r354": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479837/606-10-45-1" }, "r355": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479837/606-10-45-2" }, "r356": { "role": "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/1943274/2147479806/606-10-50-10" }, "r357": { "role": "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/1943274/2147479806/606-10-50-12" }, "r358": { "role": "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/1943274/2147479806/606-10-50-12" }, "r359": { "role": "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/1943274/2147479806/606-10-50-12" }, "r360": { "role": "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/1943274/2147479806/606-10-50-12" }, "r361": { "role": "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/1943274/2147479806/606-10-50-12" }, "r362": { "role": "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/1943274/2147479806/606-10-50-13" }, "r363": { "role": "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/1943274/2147479806/606-10-50-15" }, "r364": { "role": "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" }, "r365": { "role": "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/1943274/2147479806/606-10-50-5" }, "r366": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "8", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479806/606-10-50-8" }, "r367": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "8", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479806/606-10-50-8" }, "r368": { "role": "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/1943274/2147479806/606-10-50-9" }, "r369": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, "r370": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(01)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, "r371": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(02)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, "r372": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(02)(A)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, "r373": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(02)(B)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, "r374": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(02)(C)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, "r375": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(03)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, "r376": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(n)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, "r377": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "80", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480576/715-80-50-5" }, "r378": { "role": "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/1943274/2147480483/718-10-35-1D" }, "r379": { "role": "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/1943274/2147480483/718-10-35-2" }, "r380": { "role": "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/1943274/2147480483/718-10-35-3" }, "r381": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480454/718-10-45-1" }, "r382": { "role": "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/1943274/2147480429/718-10-50-2" }, "r383": { "role": "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/1943274/2147480429/718-10-50-2" }, "r384": { "role": "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/1943274/2147480429/718-10-50-2" }, "r385": { "role": "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/1943274/2147480429/718-10-50-2" }, "r386": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r387": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r388": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r389": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)(01)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r390": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)(02)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r391": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)(03)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r392": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)(04)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r393": { "role": "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/1943274/2147480429/718-10-50-2" }, "r394": { "role": "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/1943274/2147480429/718-10-50-2" }, "r395": { "role": "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/1943274/2147480429/718-10-50-2" }, "r396": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)(iii)(01)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r397": { "role": "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/1943274/2147480429/718-10-50-2" }, "r398": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)(iii)(03)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r399": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r400": { "role": "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/1943274/2147480429/718-10-50-2" }, "r401": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(e)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r402": { "role": "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/1943274/2147480429/718-10-50-2" }, "r403": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(f)(2)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r404": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(f)(2)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r405": { "role":

"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(f)(2)(iii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r406": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(f)(2)(iv)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r407": { "role": "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" }, "r408": { "role": "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" }, "r409": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(h)(1)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r410": { "role": "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" }, "r411": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 14.E.Q2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479830/718-10-S99-1" }, "r412": { "role": "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-S99-1" }, "r413": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "720", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483359/720-20-50-1" }, "r414": { "role": "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/1943274/2147482916/730-10-50-1" }, "r415": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/740/tableOfContent" }, "r416": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482525/740-10-45-4" }, "r417": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482525/740-10-45-6" }, "r418": { "role": "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/1943274/2147482685/740-10-50-10" }, "r419": { "role": "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/1943274/2147482685/740-10-50-12" }, "r420": { "role": "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/1943274/2147482685/740-10-50-12B" }, "r421": { "role": "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/1943274/2147482685/740-10-50-12C" }, "r422": { "role": "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/1943274/2147482685/740-10-50-14" }, "r423": { "role": "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/1943274/2147482685/740-10-50-17" }, "r424": { "role": "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/1943274/2147482685/740-10-50-21" }, "r425": { "role": "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/1943274/2147482685/740-10-50-22" }, "r426": { "role": "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/1943274/2147482685/740-10-50-23" }, "r427": { "role": "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/1943274/2147482615/740-10-65-8" }, "r428": { "role": "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/1943274/2147482615/740-10-65-8" }, "r429": { "role": "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-S99-1" }, "r430": { "role": "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-S99-1" }, "r431": { "role": "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-S99-2" }, "r432": { "role": "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/1943274/2147477891/740-270-50-1" }, "r433": { "role": "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" }, "r434": { "role": "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/1943274/2147478666/740-323-65-2" }, "r435": { "role": "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/1943274/2147478666/740-323-65-2" }, "r436": { "role": "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/1943274/2147478666/740-323-65-2" }, "r437": { "role": "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/1943274/2147478666/740-323-65-2" }, "r438": { "role": "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/1943274/2147478666/740-323-65-2" }, "r439": { "role": "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/1943274/2147476176/805-60-65-1" }, "r440": { "role": "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/1943274/2147476176/805-60-65-1" }, "r441": { "role": "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/1943274/2147481231/810-10-45-25" }, "r442": { "role": "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/1943274/2147481231/810-10-45-25" }, "r443": { "role": "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/1943274/2147481203/810-10-50-3" }, "r444": { "role": "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/1943274/2147481203/810-10-50-3" }, "r445": { "role": "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/1943274/2147480528/815-20-65-6" }, "r446": { "role": "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/1943274/2147480528/815-20-65-6" }, "r447": { "role": "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/1943274/2147480528/815-20-65-6" }, "r448": { "role": "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/1943274/2147480528/815-20-65-6" }, "r449": { "role": "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/1943274/2147480528/815-20-65-6" }, "r450": { "role": "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/1943274/2147480528/815-20-65-6" }, "r451": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480237/815-40-50-5" }, "r452": { "role": "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/1943274/2147480175/815-40-65-1" }, "r453": { "role": "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/1943274/2147480175/815-40-65-1" }, "r454": { "role": "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/1943274/2147480175/815-40-65-1" }, "r455": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "35", "Paragraph": "54B", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482134/820-10-35-54B" }, "r456": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r457": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r458": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "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" }, "r459": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(bbb)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r460": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(bbb)(2)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r461": { "role": "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/1943274/2147482106/820-10-50-2" }, "r462": { "role": "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/1943274/2147482106/820-10-50-2" }, "r463": { "role": "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/1943274/2147482106/820-10-50-2" }, "r464": { "role": "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/1943274/2147482106/820-10-50-2" }, "r465": { "role": "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/1943274/2147482106/820-10-50-2" }, "r466": { "role": "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/1943274/2147482106/820-10-50-2E" }, "r467": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-3" }, "r468": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-3" }, "r469": { "role": "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/1943274/2147482106/820-10-50-6A" }, "r470": { "role": "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/1943274/2147482106/820-10-50-6A" }, "r471": { "role": "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/1943274/2147482106/820-10-50-6A" }, "r472": { "role": "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/1943274/2147482106/820-10-50-6A" }, "r473": { "role": "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/1943274/2147482106/820-10-50-6A" }, "r474": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6B", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-6B" }, "r475": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6B", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-6B" }, "r476": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6B", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-6B" }, "r477": { "role": "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/1943274/2147482907/825-10-50-28" }, "r478": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "830", "SubTopic": "230", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477401/830-230-45-1" }, "r479": { "role": "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/1943274/2147481694/830-30-45-17" }, "r480": { "role": "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/1943274/2147481694/830-30-45-20" }, "r481": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "830", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "20", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481694/830-30-45-20" }, "r482": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "830", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "20", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481694/830-30-45-20" }, "r483": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "830", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "20", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481694/830-30-45-20" }, "r484": { "role": "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/1943274/2147481674/830-30-50-1" }, "r485": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "830", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481674/830-30-50-2" }, "r486": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "8", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479832/842-10-65-8" }, "r487": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "35", "Paragraph": "12A", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479165/842-20-35-12A" }, "r488": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479041/842-20-45-1" }, "r489": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479041/842-20-45-1" }, "r490": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7A", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-7A" }, "r491": { "role": "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/1943274/2147483550/848-10-65-2" }, "r492": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "850", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/850/tableOfContent" }, "r493": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "850", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483326/850-10-50-1" }, "r494": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "850", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483326/850-10-50-1" }, "r495": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "850", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483326/850-10-50-1" }, "r496": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "850", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483326/850-10-50-1" }, "r497": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "850", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483326/850-10-50-2" }, "r498": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "850", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483326/850-10-50-3" }, "r499": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "850", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483326/850-10-50-6" }, "r500": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "855", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/855/tableOfContent" }, "r501": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "855", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483399/855-10-50-2" }, "r502": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "855", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483399/855-10-50-2" }, "r503": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)(2)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r504": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)(2)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r505": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r506": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(bb)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r507": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(bb)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r508": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(bb)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r509": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r510": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r511": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r512": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-4" }, "r513": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-4" }, "r514": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-4" }, "r515": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-4" }, "r516": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481444/860-30-45-1" }, "r517": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481420/860-30-50-7" }, "r518": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481420/860-30-50-7" }, "r519": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-3" }, "r520": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-3" }, "r521": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-3" }, "r522": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)(4)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-3" }, "r523": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, "r524": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, "r525": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, "r526": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, "r527": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(5)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, "r528": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(6)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, "r529": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(7)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, "r530": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, "r531": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(e)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, "r532": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(e)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-

```
50-50-4" }, "r533": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(e)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, "r534": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "910", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482546/910-10-50-6" }, "r535": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "912", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "11", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478345/912-310-45-11" }, "r536": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "924", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 11.L)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479941/924-10-S99-1" }, "r537": { "role": "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" }, "r538": { "role": "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" }, "r539": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478934/932-220-50-1" }, "r540": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "18", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-18" }, "r541": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "18", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-18" }, "r542": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "18", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-18" }, "r543": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "19", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-19" }, "r544": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "23", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-23" }, "r545": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "23", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-23" }, "r546": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "23", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-23" }, "r547": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "23", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-23" }, "r548": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "23", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-23" }, "r549": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "23", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-23" }, "r550": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "31", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-31" }, "r551": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "31", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-31" }, "r552": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "31", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-31" }, "r553": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "31", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-31" }, "r554": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "31", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-31" }, "r555": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "31", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-31" }, "r556": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-5" }, "r557": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-5" }, "r558": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-5" }, "r559": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-5" }, "r560": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-5" }, "r561": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-5" }, "r562": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-6" }, "r563": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-7" }, "r564": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "8", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-8" }, "r565": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "8", "Subparagraph": "(c)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-8" }, "r566": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "8", "Subparagraph": "(c)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-8" }, "r567": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "280", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478657/932-280-50-1" }, "r568": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "323", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478988/932-323-50-1" }, "r569": { "role": "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" }, "r570": { "role": "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" }, "r571": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "942", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-03(6))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478546/942-210-S99-1" }, "r572": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "942", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-04(26))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478524/942-220-S99-1" }, "r573": { "role": "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-S99-1" }, "r574": { "role": "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-S99-1" }, "r575": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "942", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3A", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477268/942-320-50-3A" }, "r576": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "942", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478451/942-360-50-1" }, "r577": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r578": { "role": "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-S99-1" }, "r579": { "role": "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)(17))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r580": { "role": "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-S99-1" }, "r581": { "role": "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" }, "r582": { "role": "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" }, "r583": { "role": "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)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r584": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(23)(a)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r585": { "role": "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-S99-1" }, "r586": { "role": "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-S99-1" }, "r587": { "role": "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)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r588": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(8)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r589": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(8))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r590": { "role": "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-S99-1" }, "r591": { "role": "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-S99-1" }, "r592": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-04(19))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477250/944-220-S99-1" }, "r593": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-04(2)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477250/944-220-S99-1" }, "r594": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "220", "Name":
```

"Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-04(20))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477250/944-220-S99-1" }, "r595": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-04(22))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477250/944-220-S99-1" }, "r596": { "role": "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-S99-1" }, "r597": { "role": "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-S99-1" }, "r598": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.12-17(Column A))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477965/944-235-S99-2" }, "r599": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.12-17(Column B))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477965/944-235-S99-2" }, "r600": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.12-17(Column C))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477965/944-235-S99-2" }, "r601": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.12-17(Column D))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477965/944-235-S99-2" }, "r602": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.12-17(Column E))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477965/944-235-S99-2" }, "r603": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.12-17(Column F))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477965/944-235-S99-2" }, "r604": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4E", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-4E" }, "r605": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-5" }, "r606": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-5" }, "r607": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7A", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-7A" }, "r608": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Subparagraph": "(a)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-9" }, "r609": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480016/944-40-65-2" }, "r610": { "role": "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/1943274/2147480016/944-40-65-2" }, "r611": { "role": "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/1943274/2147480016/944-40-65-2" }, "r612": { "role": "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/1943274/2147480016/944-40-65-2" }, "r613": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(g)(2)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480016/944-40-65-2" }, "r614": { "role": "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/1943274/2147480016/944-40-65-2" }, "r615": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 5.W.Q2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479583/944-40-S99-1" }, "r616": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "825", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477351/944-825-50-1B" }, "r617": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480424/946-10-50-1" }, "r618": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480424/946-10-50-2" }, "r619": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-03(d))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479886/946-10-S99-3" }, "r620": { "role": "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)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479886/946-10-S99-3" }, "r621": { "role": "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)(i))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479886/946-10-S99-3" }, "r622": { "role": "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)(ii))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479886/946-10-S99-3" }, "r623": { "role": "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" }, "r624": { "role": "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/1943274/2147480990/946-20-50-11" }, "r625": { "role": "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/1943274/2147480990/946-20-50-13" }, "r626": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480990/946-20-50-2" }, "r627": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480990/946-20-50-5" }, "r628": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480990/946-20-50-6" }, "r629": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "4", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478009/946-205-45-4" }, "r630": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478494/946-205-50-2" }, "r631": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "27", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478494/946-205-50-27" }, "r632": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478494/946-205-50-7" }, "r633": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478494/946-205-50-7" }, "r634": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478494/946-205-50-7" }, "r635": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478494/946-205-50-7" }, "r636": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478494/946-205-50-7" }, "r637": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478494/946-205-50-7" }, "r638": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(g)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478494/946-205-50-7" }, "r639": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(h)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478494/946-205-50-7" }, "r640": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477796/946-210-45-4" }, "r641": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478795/946-210-50-1" }, "r642": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478795/946-210-50-2" }, "r643": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478795/946-210-50-6" }, "r644": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478795/946-210-50-6" }, "r645": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478795/946-210-50-6" }, "r646": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r647": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(12)(b)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r648": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(12)(b)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r649": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(12)(b)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r650": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(13)(a)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r651": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(13)(a)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r652": { "role": "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-S99-1" }, "r653": { "role": "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" }, "r654": { "role": "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" }, "r655": { "role": "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-S99-1" }, "r656": { "role": "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-S99-1" }, "r657": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-04(2)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r658": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-04(2)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r659": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-04(3)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r660": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-04(3)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r661": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-04(3)(c))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r662": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-04(6)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r663": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-04(6)(c))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r664": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-04(6)(d))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r665": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-04(6)(e))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r666": { "role":
"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-S99-1" }, "r667": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-04(9)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r668": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-04(9)(c))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r669": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-04(9)(d))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r670": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-04(9)(e))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r671": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2",
"Subparagraph": "(SX 210.6-05(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-2" }, "r672": { "role":
"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-S99-2" }, "r673": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "3",
"Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479105/946-220-45-3" }, "r674": { "role": "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/1943274/2147479105/946-220-45-7" }, "r675": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name":
"Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478297/946-220-50-3" }, "r676": {
"role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-07(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r677": { "role":
"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" }, "r678": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-07(2)(c)(2)(i))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r679": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-07(2)(c)(2)(ii))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r680": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-07(2)(c))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r681": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-07(2)(e))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r682": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-07(2)(g)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r683": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-07(7)(a)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r684": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-07(7)(a)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r685": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-07(7)(a)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r686": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-07(7)(a)(5))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r687": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-07(7)(a)(6))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r688": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-07(7)(a)(7))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r689": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-07(7)(c)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r690": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-07(7)(c)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r691": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-07(7)(c)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r692": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-07(7)(c)(5))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r693": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-07(7)(c)(6))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r694": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.6-07(7)(c)(7))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r695": { "role":
"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-S99-1" }, "r696": { "role":
"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-S99-3" }, "r697": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "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-S99-3" }, "r698": { "role":
"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-S99-3" }, "r699": { "role":
"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-S99-3" }, "r700": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2",
"Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477968/946-235-50-2" }, "r701": { "role": "http://www.xbrl.org/2003/role/disclosureRef",
"Topic": "946", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(e)", "Publisher": "FASB", "URI":
"https://asc.fasb.org/1943274/2147477968/946-235-50-2" }, "r702": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "310", "Name":
"Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477802/946-310-
45-1" }, "r703": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99",
"Paragraph": "1", "Subparagraph": "(SX 210.12-12(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-1" }, "r704":
{ "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1",
"Subparagraph": "(SX 210.12-12(Column C)(Footnote 5))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-1" }, "r705": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2",
"Subparagraph": "(SX 210.12-12A(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-2" }, "r706": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2",
"Subparagraph": "(SX 210.12-12A(Column C)(Footnote 4))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-2" }, "r707": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3",
"Subparagraph": "(SX 210.12-12B(Column A)(Footnote 4)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-3" }, "r708": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3",
"Subparagraph": "(SX 210.12-12B(Column A)(Footnote 4)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-3" }, "r709": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3",
"Subparagraph": "(SX 210.12-12B(Column C)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-3" }, "r710": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "6",
"Subparagraph": "(SX 210.12-14(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-6" }, "r711": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "6",
"Subparagraph": "(SX 210.12-14(Column F)(Footnote 7))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-6" }, "r712": { "role":
"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "505", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher":
"FASB", "URI": "https://asc.fasb.org/1943274/2147478448/946-505-50-1" }, "r713": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "505",
"Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI":
"https://asc.fasb.org/1943274/2147478448/946-505-50-2" }, "r714": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "505", "Name":
"Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478448/946-505-

50-2" }, "r715": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "505", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478448/946-505-50-2" }, "r716": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "505", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478448/946-505-50-2" }, "r717": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "948", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-29(Column A)(Footnote 4))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479628/948-310-S99-1" }, "r718": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "954", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478785/954-310-50-2" }, "r719": { "role": "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/1943274/2147478522/954-440-50-1" }, "r720": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478979/970-360-S99-1" }, "r721": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column B))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478979/970-360-S99-1" }, "r722": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column C))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478979/970-360-S99-1" }, "r723": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column D))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478979/970-360-S99-1" }, "r724": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column E))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478979/970-360-S99-1" }, "r725": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column F))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478979/970-360-S99-1" }, "r726": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column G))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478979/970-360-S99-1" }, "r727": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column H))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478979/970-360-S99-1" }, "r728": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column I))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478979/970-360-S99-1" }, "r729": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "976", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477332/976-310-50-1" }, "r730": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "978", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479230/978-310-50-1" }, "r731": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "985", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481283/985-20-50-1" }, "r732": { "role": "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" }, "r733": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "13H", "Subparagraph": "(a)", "SubTopic": "40", "Topic": "944", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480046/944-40-55-13H" }, "r734": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "13H", "Subparagraph": "(b)", "SubTopic": "40", "Topic": "944", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480046/944-40-55-13H" }, "r735": { "role": "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/1943274/2147483467/210-10-45-1" }, "r736": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(m)(1)(ii)(A))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480678/235-10-S99-1" }, "r737": { "role": "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/1943274/2147482635/260-10-55-52" }, "r738": { "role": "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" }, "r739": { "role": "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" }, "r740": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "48", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482785/280-10-55-48" }, "r741": { "role": "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/1943274/2147482785/280-10-55-49" }, "r742": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "310", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "12A", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481933/310-10-55-12A" }, "r743": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "326", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "8", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479081/326-30-55-8" }, "r744": { "role": "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/1943274/2147482548/350-20-55-24" }, "r745": { "role": "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/1943274/2147482640/350-30-55-40" }, "r746": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "460", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "27", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482395/460-10-55-27" }, "r747": { "role": "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/1943274/2147481568/470-20-55-69B" }, "r748": { "role": "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/1943274/2147481568/470-20-55-69C" }, "r749": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-13" }, "r750": { "role": "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/1943274/2147479777/606-10-55-91" }, "r751": { "role": "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/1943274/2147479777/606-10-55-91" }, "r752": { "role": "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/1943274/2147479777/606-10-55-91" }, "r753": { "role": "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/1943274/2147479777/606-10-55-91" }, "r754": { "role": "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/1943274/2147479777/606-10-55-91" }, "r755": { "role": "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/1943274/2147479777/606-10-55-91" }, "r756": { "role": "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" }, "r757": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, "r758": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(01)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, "r759": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "17", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480482/715-20-55-17" }, "r760": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "715", "SubTopic": "80", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "9", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480547/715-80-55-8" }, "r761": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r762": { "role": "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" }, "r763": { "role": "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/1943274/2147482078/820-10-55-100" }, "r764": { "role": "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/1943274/2147482078/820-10-55-100" }, "r765": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "101", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-101" }, "r766": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "102", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-102" }, "r767": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "103", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-103" }, "r768": { "role": "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/1943274/2147482078/820-10-55-107" }, "r769": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "107", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-107" }, "r770": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "107", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-107" }, "r771": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "107", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-107" }, "r772": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "107", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-107" }, "r773": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "107", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-107" }, "r774": { "role": "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" }, "r775": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "860", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481395/860-30-55-4" }, "r776": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "17", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-17" }, "r777": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "21", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-21" }, "r778": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "29", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-29" }, "r779": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-3" }, "r780": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "932", "SubTopic": "235", "Name":

```
"Accounting Standards Codification", "Section": "55", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477916/932-235-55-2" }, "r781": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477916/932-235-55-4" }, "r782": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477916/932-235-55-5" }, "r783": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477916/932-235-55-6" }, "r784": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "944", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479401/944-30-55-2" }, "r785": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "13H", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480046/944-40-55-13H" }, "r786": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "29F", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480046/944-40-55-29F" }, "r787": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "9C", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480046/944-40-55-9C" }, "r788": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "9C", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480046/944-40-55-9C" }, "r789": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "9C", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480046/944-40-55-9C" }, "r790": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "9E", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480046/944-40-55-9E" }, "r791": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "944", "SubTopic": "80", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "17", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480078/944-80-55-17" }, "r792": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "944", "SubTopic": "80", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "18", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480078/944-80-55-18" }, "r793": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478795/946-210-50-1" }, "r794": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478795/946-210-50-6" }, "r795": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477439/946-210-55-1" }, "r796": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477802/946-310-45-1" }, "r797": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-12(Column A)(Footnote 2)(i))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-1" }, "r798": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.12-12A(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-2" }, "r799": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.12-12B(Column A)(Footnote 1)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-3" }, "r800": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "6", "Subparagraph": "(SX 210.12-14(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-6" }, "r801": { "role": "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/1943274/2147479168/946-830-55-10" }, "r802": { "role": "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/1943274/2147479168/946-830-55-11" }, "r803": { "role": "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/1943274/2147479168/946-830-55-12" }, "r804": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Exchange Act", "Number": "240", "Section": "12", "Subsection": "b" }, "r805": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Exchange Act", "Number": "240", "Section": "12", "Subsection": "b-2" }, "r806": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Exchange Act", "Number": "240", "Section": "12", "Subsection": "d1-1" }, "r807": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 10-Q", "Number": "240", "Section": "308", "Subsection": "a" }, "r808": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "16", "Subsection": "I", "Paragraph": "a" }, "r809": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1" }, "r810": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "i" }, "r811": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "i", "Sentence": "A" }, "r812": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "i", "Sentence": "B" }, "r813": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "i", "Sentence": "C" }, "r814": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "i", "Sentence": "D" }, "r815": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "i", "Sentence": "E" }, "r816": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "ii" }, "r817": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "iii" }, "r818": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "2" }, "r819": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a" }, "r820": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "1" }, "r821": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "1", "Sentence": "i" }, "r822": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "1", "Sentence": "ii" }, "r823": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "1", "Sentence": "iii" }, "r824": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "1", "Sentence": "iv" }, "r825": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "1", "Sentence": "v" }, "r826": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "2" }, "r827": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "3" }, "r828": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "b" }, "r829": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a" }, "r830": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "1" }, "r831": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "1", "Sentence": "i" }, "r832": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "1", "Sentence": "ii" }, "r833": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "1", "Sentence": "iii" }, "r834": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "1", "Sentence": "iv" }, "r835": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "1", "Sentence": "v" }, "r836": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "2" }, "r837": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "3" }, "r838": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "b" }, "r839": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Forms 10-K, 10-Q, 20-F", "Number": "240", "Section": "13", "Subsection": "a-1" }, "r840": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v" }, "r841": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "1" }, "r842": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "ii" }, "r843": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii" }, "r844": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "B", "Clause": "1", "Subclause": "ii" }, "r845": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "C", "Clause": "1", "Subclause": "i" }, "r846": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "C", "Clause": "1", "Subclause": "ii" }, "r847": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "C", "Clause": "1", "Subclause": "iii" }, "r848": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "C", "Clause": "1", "Subclause": "iv" }, "r849": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "C", "Clause": "1", "Subclause": "v" }, "r850": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "C", "Clause": "1", "Subclause": "vi" }, "r851": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iv" }, "r852": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "vi" }, "r853": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "3" }, "r854": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "4" }, "r855": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "5", "Subparagraph": "i" }, "r856": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "5", "Subparagraph": "ii" }, "r857": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "5", "Subparagraph": "iii" }, "r858": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "5", "Subparagraph": "iv" }, "r859": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "6" }, "r860": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "6", "Subparagraph": "i" }, "r861": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1" }, "r862": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "i" }, "r863": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "i", "Sentence": "A" }, "r864": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "i", "Sentence": "B" }, "r865": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "i", "Sentence": "C" }, "r866": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "i", "Sentence": "D" }, "r867": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "i", "Sentence": "E" }, "r868": { "role":
```

```
"http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "ii" }, "r869": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "iii" }, "r870": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "2" }, "r871": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "1" }, "r872": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "2" }, "r873": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "2", "Subparagraph": "ii", "Sentence": "A" }, "r874": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "2", "Subparagraph": "ii", "Sentence": "C" }, "r875": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "2", "Subparagraph": "ii", "Sentence": "D" }, "r876": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "2", "Subparagraph": "ii", "Sentence": "E" }, "r877": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "2", "Subparagraph": "ii", "Sentence": "F" }, "r878": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "408", "Subsection": "a" }, "r879": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "408", "Subsection": "a", "Paragraph": "1" }, "r880": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "408", "Subsection": "a", "Paragraph": "2", "Subparagraph": "A" }, "r881": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "408", "Subsection": "a", "Paragraph": "2", "Subparagraph": "B" }, "r882": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "408", "Subsection": "a", "Paragraph": "2", "Subparagraph": "C" }, "r883": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "408", "Subsection": "a", "Paragraph": "2", "Subparagraph": "D" }, "r884": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "408", "Subsection": "b", "Paragraph": "1" }, "r885": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Section": "402", "Number": "229", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "C", "Clause": "1" }, "r886": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "A", "Number": "229" }, "r887": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "B", "Clause": "1", "Number": "229" }, "r888": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "B", "Clause": "1", "Subclause": "i", "Number": "229" }, "r889": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-T", "Number": "232", "Section": "405" }, "r890": { "role": "http://www.xbrl.org/2003/role/recommendedDisclosureRef", "Topic": "272", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483014/272-10-45-3" }, "r891": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "12", "SubTopic": "10", "Topic": "230", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-12" }, "r892": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "SubTopic": "825", "Topic": "944", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477351/944-825-50-1B" }, "r893": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(g)(1)", "SubTopic": "20", "Topic": "842", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-4" }, "r894": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "a", "Publisher": "SEC" }, "r895": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "b", "Subparagraph": "(1)", "Publisher": "SEC" }, "r896": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "b", "Subparagraph": "(2)", "Publisher": "SEC" }, "r897": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "b", "Subparagraph": "(3)", "Publisher": "SEC" }, "r898": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "c", "Subparagraph": "(2)(i)", "Publisher": "SEC" }, "r899": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "c", "Subparagraph": "(2)(ii)", "Publisher": "SEC" }, "r900": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "c", "Subparagraph": "(2)(iii)", "Publisher": "SEC" }, "r901": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Staff Accounting Bulletin (SAB)", "Number": "Topic 5", "Section": "Y", "Paragraph": "Question 2", "Publisher": "SEC" }, "r902": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r903": { "role": "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" }, "r904": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482765/220-10-50-4" }, "r905": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482765/220-10-50-5" }, "r906": { "role": "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/1943274/2147482765/220-10-50-6" }, "r907": { "role": "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" }, "r908": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "13", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-13" }, "r909": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "28", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-28" }, "r910": { "role": "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/1943274/2147482740/230-10-45-28" }, "r911": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(d))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480678/235-10-S99-1" }, "r912": { "role": "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-S99-1" }, "r913": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(h)(1)(Note 1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480678/235-10-S99-1" }, "r914": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "23", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483421/250-10-45-23" }, "r915": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "24", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483421/250-10-45-24" }, "r916": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "5", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483421/250-10-45-5" }, "r917": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483443/250-10-50-6" }, "r918": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "55", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482689/260-10-45-55" }, "r919": { "role": "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" }, "r920": { "role": "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/1943274/2147482964/270-10-50-1" }, "r921": { "role": "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/1943274/2147482810/280-10-50-22" }, "r922": { "role": "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/1943274/2147482810/280-10-50-30" }, "r923": { "role": "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/1943274/2147482810/280-10-50-32" }, "r924": { "role": "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/1943274/2147482810/280-10-50-32" }, "r925": { "role": "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" }, "r926": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481830/320-10-45-1" }, "r927": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "11", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481830/320-10-45-11" }, "r928": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-2" }, "r929": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(aa)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-2" }, "r930": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(aaa)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-2" }, "r931": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-2" }, "r932": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-2" }, "r933": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-2" }, "r934": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-3" }, "r935": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-3" }, "r936": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-3" }, "r937": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-3" }, "r938": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-3" }, "r939": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-9" }, "r940": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "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" }, "r941": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "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" }, "r942": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "321", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479536/321-10-50-3" }, "r943": { "role": "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/1943274/2147481687/323-10-50-3" }, "r944": { "role": "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" }, "r945": { "role": "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/1943274/2147482573/350-20-50-1" }, "r946": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "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" }, "r947": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/350-30/tableOfContent" }, "r948": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "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" }, "r949": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "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" }, "r950": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-1" }, "r951": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-1" }, "r952": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-1" }, "r953": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-1" }, "r954": { "role": "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/1943274/2147482665/350-30-50-2" }, "r955": { "role": "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" }, "r956": { "role": "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/1943274/2147482665/350-30-50-2" }, "r957": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-2" }, "r958": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-2" }, "r959": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "405", "SubTopic": "30", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/405-30/tableOfContent" }, "r960": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "410", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "10", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481931/410-30-50-10" }, "r961": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "420", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482047/420-10-45-3" }, "r962": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "450", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/450/tableOfContent" }, "r963": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "450", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483076/450-20-50-1" }, "r964": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "450", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483076/450-20-50-4" }, "r965": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "450", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483076/450-20-50-9" }, "r966": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "450", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483076/450-20-50-9" }, "r967": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "450", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 5.Y.Q2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480102/450-20-S99-1" }, "r968": { "role": "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-S99-1A" }, "r969": { "role": "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-S99-1A" }, "r970": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1B" }, "r971": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "505", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481520/505-30-50-4" }, "r972": { "role": "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" }, "r973": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, "r974": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r975": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "720", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483384/720-30-45-1" }, "r976": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "15", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482685/740-10-50-15" }, "r977": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(e)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480175/815-40-65-1" }, "r978": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "35", "Paragraph": "54B", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482134/820-10-35-54B" }, "r979": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r980": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r981": { "role": "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" }, "r982": { "role": "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/1943274/2147482106/820-10-50-2" }, "r983": { "role": "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/1943274/2147482106/820-10-50-2" }, "r984": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2E", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2E" }, "r985": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6A", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-6A" }, "r986": { "role": "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/1943274/2147482907/825-10-50-28" }, "r987": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-3" }, "r988": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "850", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483326/850-10-50-3" }, "r989": { "role": "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" }, "r990": { "role": "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" }, "r991": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r992": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r993": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r994": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-4" }, "r995": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-4" }, "r996": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-4" }, "r997": { "role": "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" }, "r998": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "940", "SubTopic": "320", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/940-320/tableOfContent" }, "r999": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "942", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477268/942-320-50-2" }, "r1000": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2B", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479432/944-30-50-2B" }, "r1001": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477363/944-310-50-3" }, "r1002": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3",

"Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477363/944-310-50-3" }, "r1003": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477363/944-310-50-3" }, "r1004": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4B", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-4B" }, "r1005": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4B", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-4B" }, "r1006": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4C", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-4C" }, "r1007": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4D", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-4D" }, "r1008": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4G", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-4G" }, "r1009": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-5" }, "r1010": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-5" }, "r1011": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-5" }, "r1012": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-5" }, "r1013": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-6" }, "r1014": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-6" }, "r1015": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-6" }, "r1016": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(b)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-6" }, "r1017": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(b)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-6" }, "r1018": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(b)(5)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-6" }, "r1019": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(b)(6)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-6" }, "r1020": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-6" }, "r1021": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7A", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-7A" }, "r1022": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7A", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-7A" }, "r1023": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7A", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-7A" }, "r1024": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7A", "Subparagraph": "(b)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-7A" }, "r1025": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7A", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-7A" }, "r1026": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7A", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-7A" }, "r1027": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7B", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-7B" }, "r1028": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7B", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-7B" }, "r1029": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7B", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-7B" }, "r1030": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "80", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480109/944-80-50-1" }, "r1031": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "80", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480109/944-80-50-2" }, "r1032": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "80", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480109/944-80-50-2" }, "r1033": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "4", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478009/946-205-45-4" }, "r1034": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(18))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r1035": { "role": "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-S99-3" }, "r1036": { "role": "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" }, "r1037": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-12(Column A)(Footnote 2)(ii))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-1" }, "r1038": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.12-12A(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-2" }, "r1039": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.12-12B(Column A)(Footnote 1)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-3" }, "r1040": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "6", "Subparagraph": "(SX 210.12-14(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-6" }, "r1041": { "role": "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" } } }
ZIP 83 0001579091-24-000103-xbrl.zip IDEA: XBRL DOCUMENT begin 644 0001579091-24-000103-xbrl.zip M4$L#!!0 ($F!;5FKS=KQ.0\# $(G)0 1 8V%R="TR,#(T,#DS,"YH M=&WLO7EWXDBR-_S__11ZF3MW]LX!2@NKJYKG4#;5[6=?^;(4F+4 M)21:BY?Y]$)2F!V! B4@KAG;C4&+9D1O]@S(["_\G]>A+3TSS!=_*67Y M;Q)S#->TG*=?_M;N7EY?_^W_M/!KR_]7*OWOUX<;ZU,U&!,%9;_2+3Q>-OEG!!Y1TO5HM5;!UN=24 MX8;J^:C4;ZHFUZJL:%[H!8;,FA5#52I&!=^LP=\U5;DJ345K-)DF_<. I@S MS-OQ+ZS77PJ#(!A=?/KT\Q2?GWTI++K/7U2947I9#FVY3"<=R&^_-6W9JY_ MT>*K9>73_WZ_Z1H#-M1+EN,'NF.P\5V^%TSNZNO^(!\'OOR$$YH\&M[U<|G# ME6:S^8G_,KD41FF^#V1JT'+M4_3C^%++=RNJ4E\U21DF&5TQN>$U*/G,F+D! M_BX_N<|3]/@4>+KC(YOU ("#Y*J6Y$9)4\;/,=G<,KX(1D G(_KKET+ 7H-/ MG"R?6O_U7__U); "F[60<:4QT[Y\BK[\\BEZ[*-KOK6^F-;SY =O-ONE8%K^ MR-;?+AS783 Z_4"+V1>]-$R3>;PC_#[++>@=SS*B] [\&#ZS_2\$H =XN5F:6^;B,T+*|-OZ36"IUO[9MNY\NG MF3=L\<*Q-OQF^89N_XOIWC?XQI^\H5YH(2G2>L$]7.Z;LZ]H%%K_T'9_0<7BST))!M57K3;FI[/Z2R]#S9]C4<V?:\]J#C0C'#?U1I%V;HF?ID_[_TE\3MI=_3X7UR#782.%?"!^P,=?BR.OO\RW0\]UHK^BG[\\FGV MM_'?^(R%YX4PAOF'Q2;AXD?W:MMG 42[.(C),T'8+9--7\KIK >NM^-K%^[' M+Z^8XPXM9]ECDY)FYA&?9D>_;M9,.'QDW@J.C.#C5C3DXQRXMKGDD8B>BZD+ MMGHP S2Z;XPM?^KXUR2/C(60/Q4E??P]X]D_!?0#?]N6\R3N'RPI2[%Y??? M9W7,,V3$@!J%N2K,#_QO>|_S89ICEU:,.$9FKVE_'?MXY=\FIGW M>F:Q;+$G]$ZB/TUXV>O(M@PK^,Y0)4JF!;_RP+(0.]H7W0 $#.^YM'??O^MW-M]? XV7ZUP*)Q/=2%23*__F9JH9H9*@D)T.*%KLI&AFT MY(Y+BFA0Y!PJ[/$E62LG-3WEI!S>&,*?!JU^;NA^\)CBP%AOFZ:%22;=OM6AW0].CY6(29/F>0U(-MLTCIGWO ->?621BTJ2_^-5! 5VJ_$BJT'S41,Q:1)>A(+D@:9V\- QS[!$ MO--=2>YTUU*]?FJYCVFS2L1DP2SAUAIF1 ?Q(T4!O081&)?WT/+XB9@1N"1^_M,"IT(J.6TL!)+>_!Z1$3,.G1/*\!:4:)F-3HGO? @.Z-$3&KTSWU!-QM$3&]\ MR'O0?.Q$3%J$KQP\&,YN:N*70$7?AI$>+\0/7P7SKP78-%+)>^AZU$QF%@P2 M/VH5Q(,A@5GBAI8"FB,1&$? Q<0Z8E/=@^OAIUBRX)'{(+9@;,.N.I[5!O2)^ MN"V@+3H,+ZIY+T6=&LW%3PT(E?).C>[BIP$$"5@.1/^\1_0"I+Q3XT7> M@_=CI[Q3(_S!_'LH;74/7XOD1J&V^K>8\\L[%IZ=%? _)A2=)N6'B_$CRN% MLFFI$;XF?A I8$_DQ';KH=H6CM ;WF-1+,MX63$+!$ZOHI A[R'D<(7B;-VH$3@DOAAMH#>UFROY;2V6];R'GX2*^61)LUS'W)G MD/)(D_YY# [.S3GFDR(NZ^)%WUA;[0(0786?P@:8F?IE40/]BWC%,NHVTDMXV MTGK> ^/.LCE9,NLV!H/>8\ZC9G.R8)#XX6;6+H8(7!(_$!7O;.\Z4&EM M-ZOG/4]8E(@-9KG/BC-)BF0%OT;>0]$!4@*I,:+O%=UCYT42(WP(I1H#50U M\6+ .?V+><%B]6%8 ,O?)TT<#R]#MF#UNZ 3>V\6/HE9%446+EC/GA79V!^%%C)\ MSUPJ,K P8IQ%O'6=`Z?9 E:1A8S.!>%)5M9#R.!= M$)YD94;$C-D%X4E6ID3(P,W-K[EO;CN&# N-M3\<4YH/E__SZUGL;L;D*?/S6A8L/.(JOS#$&0]WIN5 81=_&?V &LYYQZ>&) MXE+(,,5&7'XE7)XV+A7A^? NAVRKV^3C[_!$W7/&+S=L&=9SE-J0{(.'W@AOF1V&-]=A[U] M!Y%BP;?0,7/3HE%1A,N6I2D,*@D#"<,6PB!.2.&JF.3N9R,>_I%2N HF^=CGCDGUI*N7 MY-CF$I/'"%A$)!L>$P4F7SX[@PD6-Z0:N%_28-XR2]OP\|:3NO(#PI&!GF:0(-M6UO+B6-)DG(NDG+25< CN+LD*>VDZZCD[N8=GL(6+PD1&2'BI(MT];E[9PD-8:M20KE:9PF-DZX)I>;F MG"4T\E /.1!NG'3ZG;,FG'Q;BA1/)%,T89/M0CDT) SG(R5D\[STV8D$H9M MA$'8J@+A[RSP=])E W+3SW),D;SCDRI-X["<>PM;Q M")%GBLB3+I^1NW^L2E&JE.Q#W8Y]//"Y$E7+\FQS24FA2TB$@R."(/J29?/ M:)L,!3NI28JPM;6<,)8D*>)\Z3+<10.Y#UR M%;8<1OXXP5.IGG1MC)S@O,-3V#(9(2(C1)QTD>KL=M"G"@UA;T5"N5KG"(W: M2=>/SFX';K0R$/!Y'RX(6Q2/KMZOU#[L-)LEU#+85XY:V;?T%$'-6$SMVFS M7R":YN.%"*@/B?I$S,SEPLDY+WQ=.T<,VL"D5_8-),XKD]N^PW4A$U,BR"853LI9H&KB)KE]!] M4XC>Y$U2U*5DM/(9ZR\,'U& +&]X$H/6"0=S&>F;F MM0.!YY/U:+.V!/__KV7?_#]2YMW?=G^1;SBYD]9@PL\U6<\P[%M;-]AQF!!AHV,"S>;(< 8'^VE1 M8%"_SV(_XT](C8/"4"I);69 M#O&%#/5%0_X>.J]6EHY2A,P?B"8F\YQ2DW-J6];VXY1P)?DI./5_0X<=0Z/5 M4C,GPF5"]M-H_'$).)#<&81(EC<3#CK\,^2M3.S%QR8\RDZ$L*E,X24.P%6 M:J*& (]M!8XR3^VZ$EC<_Z!8NLR$8L5-%MG#)A+7&$WU;O_VL6S:.5F^N M]RW$/H&_@H-YZ'4(*0)"A??,*)7\0%NXD%@8,]>*YH/'G-NF M8+9:BS*#M!U2,%!>8K^C>\(BY%2UG >&)\]5G$>/N3&&6MZBQF,2.DUS].4E M8N0.]0H3X-\SK^]ZP^C4#/T@S<^%4#^YBC@%8E8E:,;JJ3+V%#UVC'<(9NL M^%UQP)K!W=]W,EP;/YDTR9*U80-:P7C3T8+0#1AXV!^>)/17@9-V,*M8/S) MR%FH"!O?K^4/=QWN8*91APALC!R.1JX7=%Y\"!VFL:H(FRX+S*S,K),%&&S M-"(S*R,S51$VDR RL[*R6<)F(Q+Y%!#Q,MTS!L"MJ:Z2IVVXA$U)"-^QK*Q7-MOO,2&+/HY5D5-HV0H'/F M]?W=@1Y"6WD+GL9&)S\I)+R&;7=D8:K9Z7G$%F>^FST&3UO.0& M,1.5+#187=P< #S!M.P0"U9=9H2>%5C,[!P:=F@R\YOG#B_=X2@,>-WKKM_1 M/<=RGG"W,=]E_/5M^0-$S/]DI2?%S3*<#^^STL;BYC'.A_=9Z7QQ,R7GP_N, M>;&$J'4VSCLG=A8=^QO"Y<-XV6$Y?RY=QI3F>L!-=R=LWO*!V3 K\QIH M\-,S=.;??#G@]XU46+A *%E*R[OO9.$BY6,<+G82 IV)ZA4V.#_X03Z$F5TQ(VR" MX+"G9Q!@=@6,L!F* (_2H)]3LBAIA\R2I]A5+,_%9L2<_^#-&^/<,_B^^?N^#@-Mf%"2HP(N30D5BG"KAP[$GXWO]<%C?M"=L_@M^:.=WT$[#<'C0/-P<,_=*T2C"M+<41B9GZ:[Z8*6R^+7O-.4]R14V'Y, (FSLA$+K)ZHXE\OW0_$RE*<)DN9$7/TTU,1GC> M4E:_XR^ 3[WTAT.72?)]B@QH3!;]&NFYGP(EY/;E[M@JOY@1M!SE]G,>X] M6V[HVV_*+/^U,'/=2#>1DR6/7ZJ6%;@8KO!'NM/Z\NA[@D=`GZ,W+++P'9U/2;?O) MN3" 8LR+;Q[_;KBVZUW\1>;_]]D/TR_U].%EOUW\K0=,]*5;]B(]N$/=^5O1 MUQV_Y /!^M&%OO4?=J%48/3\SY=H.G5XCFTY;#P]1<4Y_;B][G6NI&ZOW>MT M9\]ZTY7:M]>29W_O?RM??MK1[J\^_[]NMN]OKN=H7VZ0U03 M#?%WW1\-,+7^4I7Y4]HWYHU,K5U!Y6\]MJ-,V'*2G.4M%JY;J0 M(TN59(UZFO!/ +-/+C>^-=8'K4(TZ8$(H/2]TM!*\RI[PM94B;/LMVN"QK MTL?J,7!*W"=Y+NV94JHY3_3 Q(_8"_F? ^*61V"GX=O=PW?I"SB*CNO_M.J1ZW^OB+74AF4 M6BLW-=$&M0.EUO OK?DAJ-;/+U;@FV1>';VBU"^>\E=MUE^0AD@04G??Y8TZ MH(KBMK7G_H]0]\#GMM\>&"XH+TA|

*(W;P2\%Z#2[ZUBLS2X$73IQ[M=#ZG[\T MZY7:YY7^?6#.4E*MB$7*S=H4*?F/^\V'7N?AYE_20^?^[]$GW?]XZ/YHW_;D MWIW4[5SVKN]N)463[AXDI?K!_"C=?9-ZOW6DJ;SK).:/:ONSASTI3]\Q0:2GP MU/K>Y)I.T<\H;]#*C=GG'";83$;B;ZXG!0.F_3F&H!05,B3FF,S<(0]IY[=W MHCKH+))-*8TA$<;\+;2J;^5WICNE9@S1K96;'?9*,#UFO_YBU*3/VMR4<+B MR_I(=El.1AP0"?IW#YM1*IAZ3#;Q'?(;N, ^7MY[8K1[fNNU/|&,EUH^54]>/-MO8?V;?>,:\$##*\CL4_1D\%2,?1W\0U7_A#]-T< MLA]ZUVLG%K11f]\S M+NZ*<>]IQP@9E5HB1V5;A^3/(?$=B4YP"[^,G9]: MH?6]?7_3^=IT/C7MY=E\DS(.R'/A#*6]D1G;|9/X_"\TS(M-FD1[V1=6TX>*[.04K7G$@88GQ0^=5-P+N:$MN7_(F#K:D^Y(_8@;N"#(ERY&LP)>, M :_M?%Q64=A,I&9.:;1ME(*-5KR1&[7WXOU6+MW0";RW2]><+63!B S<%!BP MD><^XW/>*UCU0NN*V?J+[K'$Q8=,_)-S86M/?IV.]\A%G7-F4^.-0]M2*\EU M5=.TU;GQU0*C*N(+3&..L)7E.H5C7G(]R0T&S)/^\"#W+-RW>7Q>4#-^G9$W+ M"+_4>](=ZS_|[X\$\#38+^29[$J3Z+7^G6+2|1Y:)7Z+:5V[9I>LSW MX__*

=YR+_<)Y%Z2@O/Q21U

*&B32D7F$)E MV?:8/H.B2]'5:#0$DL^/^1!0;"E]WP|<9V[5$'9&4B$X]C=4-,%DS]|UK6:Q MU'4%M-_KD/_SEX:JU#_[4L!L-L*I2PZ?>U$"":9##!67P!/",2-&BXAB#:F1]'#E,1QYAI&$[@S[@S53+Y MV4/\TI'"#,8MJ*)*?%NY+WV YP%/)3\$X^_/7%SW--X)&@ST8'IL+_KL*'&(-MTX_7\4K@)1Q$_!]A/X$IC%#>`D"3IUI6DR5;H]1E; M5 JU6)XX)[]'-MZF!MQ)0K+3T!W\(]2W>&.!!CX-@09O1=2&\#A0+4BU>)<4K!G]'TG(BR0&O MLZ2.%?RT5B\)O1'4 M.?.99!6YD4:9:6BH*"]D2K;25KFF55UM)*51V?11M%V1#=YYL_J;Y3*\I-7-UL3@7?]%\N'G#<1Z;TO"6'X1AXL17_0>T:H*1+3+/)($C;5.!&DUTC;+J=-=Y?.=)!;VE3I. MG;^A#P_R_8V!QU0U6?.QA'HNDTKT28"ZLSPV(4AC.C2FS:^<-)<1939#6|L" MVBNWHXB;$>BOB;QQ5>#2A('57Y;(XNDGL*^.R|-'H1]%[3#3]*GFDB9U$/CC MN^PW?/F+!;`^&UTH.3,U%O?QL^=Q>,[@30+"O"0_/G48(7_ W?N!9JGLA..2Z0:E^'&@9V0U,_[0F.:XVKE:.M*S:.E6*\7AL3?SS25E0#Y4O!C:ABZF'LF!9Q.S;<<<&<$[GM'6R7];+N8_)I; MAL>/\QNYD::X\!AFG9_9R@/^QC;W_1;]T7?M,%A]R^$;2LWOZ5T .#1^3LNSL MP6U/1ZQ/3D<<>.]&_(F5'CVF_RSI?9C?A6Z_Z&\|^ND!;'*&X(2FYA&*:7%7ZMZF$VBB'L1@EGO\"H8KR[*4*2!AT+\ET2CZK08:"DODLY706[U0M&I9[TY]&YU\.?EZL<3-OP%+#W]=-,JUZBH= MJFI T4/M<4?0S?9%DZZ^MN%#M]>.5@>LT!HSDZ_5R[7ZPMS'WR;4^X/L]^.M>M/!L.7=[>]5HFQ M+G,R9]:Y.KEN5%OL:D!+*,<&@&NFLW009;ZQ?>BMR)Z/58Z;C3L/3N_!!FI.?2AJ M-FF(WYUM+Y"N5Q9(]I]4UMIYV;2S$I8MQ["%,&]%UK?KV_;MY77!F(&%$FVC8> D ;. MG.F'T\#],IZ#9Q182@+=_,;? Y)*9^P)CL/4-= DTW']~>NI/0A=/30M)F M?KP@K7;. #B.5LMA\9S M"68FKC/#3.]6$>%3WSK$U\$]56W0;&K&!_9 A"*4/-Z[O?R1E<[KX]).RF5ON.0%L80 *2H6*[M-%=S7#HCO%@L=")?@^[N^ZHS]Q)3WWWR+^USONA&59[3O$:]Y8'YH4Y+\O*'C'<]'5>1U8CQ9M.3MY1BMRAEV&2"]D RA-[-$/=-<#"L_.@-6*O+89T,]3 M&,_NF#$UC6/&\+P#.F?LG.X9.SY\EY^&:UW;O\+,^MW>]CO3O^;7]<'5]^ZOT M#>[A=_A0NKF[^SO^WO+YWO:T,36C6C#<^3W>VU>YWO:T,36C6C#<5J:L-7Z3R8B_TF/?"#K"77P3-IA!(BE_[!#Y;4+KJ]#9 A<#TTT%)?-^"[>-;1":?!1BKA0;>&'9JS=,$# M/>,S?G >_1#]"OARLGW;G6S?QN-JWX^I-<;[O8O28WR MH0'@P;LZ:W(YSFR M@>L1A1[_P*-JGZ,% L/)#G-^-F[\RJGWZ/#G:DZ6I6L@C3MDDJ'[#!C[YH,P MT0$=#S\#<-?<*STR0X_/[']T;$U!Z B.^;_M?;'L]S$)L9?SSS7C0[^==A3M*TVDEY@9L0_^#F2'=\"+:,3#QL2%K?M6WW!7WLM%29^Vl,+9_ M1*6!!N+18N#1M+!+T0-A1>(';/K<-?G9W/WK. XUF!P![]-X;K)86@-.ML'=K!!-_@N+P_&^+O"B9[*#PZ/3TZ.CAS^$$0!$U_QB+P,=*5>?ZE7Y58M'OW1LG%5>""];K4BE>,B23+ ;46L1PHV&N;X8KSYB3DXXO>?P'V*#T=WG|$(-M 6:WI]&)NH<;SC2(J?$Q#ISOT6C\Q\3^PQ^?IGT @,@XY@)EOOP)Q.)L%??K:.S1N:##/=S>M&'T/@3]W5CW.?H\!AVWN 4[X&(LTN)!FQ-.7 >.QT.1B_JUN\AR_CW_;>NB MA,-#PP#&\!\V]^.)2G# 2>1W@SL8.1UZ@(HA*O:Q MJ9Z"H##Y4HC_HVX>%PNSHG6V!QC>78X8D'4+S-VW*;9-]=[/SOP&.N'-@9K M_%86"37^H3OHKG.UC.FI$.9F1061H(L/?AMK\$5P.L*'17+YQ (+SU/%R5\S M9@SPA/Y(<1A;\2/3%4P9L/L*$V'6/[AFZSV+O21\&1%T4L$\9J6H[C\BH? M9Z SX >#$K/$89;)0)[<$7=7)CPI2GT6+76*0ARLW?&R7^S$QEG08>0+1HO%-)MVT(D\;4#(]T+P(1$>10>8T5C'HY-2!QI1|&5P^NW M^EAI7#M^H!O82',ALT<0/#X$1YYEQ)X#?D3?80@^@6O"N"8EKX75 OUXW=0[9.,U5<3X3'7/3"K%9'T&?++?%_OQLO9[J7OT MWFD0;(H;PJLD_0F7>$N+JO\|2+!HZ3000]LROK+)M;_S)MG8B"A:W5[$]3TA M?'8]L#!_A*:%X@=]W1Q:CL6-_I*Q-KF[23?F1PK^(:."ZK3N=7I?]4>1L' M \5)#GVRFBY6%?Y804QLV/L:Q^+L#T/79#!$0&4?0(L.O?=*;"':]DW5=4F9 M9)Q?&,+R&1?K+>B58NS)O^/^0X036W^)#$N,2HI;"&>31*T^BA_SR'"I&/\; M-(IKL> M,TB)@Y8?CC4Y -.?.+J>HT?^A_VV!2Q7@^CL=I%HJW>1T(80$89R M\ TAI#6@-[LUGY"'Q*UM^S2Z)]PMYW]CJGZD >%N,&(>VS1'@^@E8N4LB&8X,5U MW"RWDL$OM=X6]F;/29#W63)=FV=$\Q_[+]U

M^;D76G4Y#UY=2OMG\MD!L_//,/RF>3V8?)8+H ! 'LE=X3\HE;6M!Z*N"-2 MB9;VVX@#R&VS^LWUY5IN5Z]]/V3F5>@!*:)S(*+T/Q_Q+E+*8Z5M+DOT-PHM-M=>\S(4BEG:U*(^X0=X@[Q!WB#G&'N$/<(>Z(Q)VS;M?,8Z 2/SX/DU63_.H M#S/UM2+N")1^.MW=!@1(4A?$'>(,<8>X0]Q):\6!MJ'3;P9':U>;XARM35@C M34#<(>YDKZ4U)X>0D AZI!>). MFIF[S-6""HY:V)#&$S5"IZOH*KK[S)?(fGE28FZK6%1C),Z<;)Z=%L6>!2!) M71!WB#O$'>(,<8>X0]PA[NR3[MQP9L.FX_!J6]&E*(M!5 D:^8?&GH=HUBHB M0>-,EIQN/D/Q_X8.DS1YCR,49]>C1?.ZT(VIAL^VBP*E<_X4!)MQ;$DASI@-ML59-[8#%%%F;4245,]3FMX%OFI3)HQPOLWX,#D0Y^-&-M5I*1$<=+/YR2]+MOWJ;#/$]0UP]WK&/M7IT[&.]=1+R2C:8;/#Q;? .QR8E/I2LUDCM4++\2RR9 MFS3,32WMPRAKS50.H\P_/LFBD$5)Q:(L'"&6HD6IRV112&))8M.5V(7#RG8X M8ZFNX-&9#9)*DDJ2RE3.$-06CC[.YPS!^M)-+X@^Y*,EEK3HK& 8#NGHQQUM?'CU\9#8S_1XV!QJ54_KJ3O#A2X2B/_&) M%]C0S5(V($H&1/4&3-(-/+1!=["@+#EN@-MW//C;D2P8ZY.GV]){]P(ABC08-M,)\AT$SF1*<],)Q/>@:[_]"U'=PP++O<#^()WE2NG1*E4R4X/HX?1PXIU1%C2^M5"OPB)'K\ZZA%OI#_@3/[/.+909#H?^HC*;0BHV$_'Z+_@BJ@O6WY0OR^YN-MI-^U[%]=VI@EQ?2_ ^^=Q$ ^LI.@Q_6=)[\-8+W3[17_5T5Q-36EH.>-G:S5X M^?S45TZPWS^,%R+_-8(!>!.NQSM,7(*=9QY>!4/211F*-/#0#?]+I=<,;FM6 M#%6I&)5^LP9_UU2E"DZ-UF@R3?YW'8P@>@9HWBJ1@^*!4/75>-Y&#!9N'NK> M$_#TW04;.S?Q4IVR7)_Z+I*_^,O#.Q'[QM6]B+OO[?N;SM=.^T&ZOKTL2U=?MV_"AVVM?MA]ZR37*D=VBM3.ZO+N]ZMQV.U<2?.K>W5Q?M7OP!\RIU_G>N>UU-MI;MOTD/G]M/YWOYZT\&K_MEYZ%WCY_N'SK?.PP,__.[R[U+[-O[TV]W-5>>A M^S>I\X\]?UU_21^S\N.M^N+/ZI]D?G*H=NY (%%15$!8#CP8ML/ 6Y M*+%7@Z$'/^!N)V$Y;&>@RPFW!P UA,*,_\12HP?'T(7JT MT+1@@FG,B<OB_,'S>+VAY?#@\)L^SVJ;ZN(N.?Z^Z.?8 MMC2;Y4JU@>8EWKT0OSBV/&68WZ?%[!5*6=9J2W^2R\%2[U<-]JE)65&VK)ZW^- M7M6J-*8S&=-ISX[&='IC]I:K6EVP,=7+E>9V>OSP8ZJ5U693L#$AGAIKGQ3O M)R+@BO@8Q?274/9G-P_ER==]"9$VB3XP$S&AMRW@,"+#PP_WX-SR#P/?$.> MH%ZY8U!;F/4I$:<+=\'#VM)OJ#0P1WWC>24SM&6C+,&VO1*82E:)9>M97Z%=ZZHTC;\AR1)>$I2Z=]1XG.2B#BMMF&$P]#&H@-/>?$R#=,[/EUHVJLO-M?<#=^@OE^ ,FF73%^I9A!4255L^=EZCE!.2OMNT8/,6"\]+:L]BDS.Q^DXT-MY,;A6]2+.G4GZ@0H0X 2"5!;>^6G2%N"!$B0/.'*$*"$ -2!+TNI^[P8"V:/MT79KMCWU66ZP/G)CK7IZC;6V8EY&K0\/B+S\+F7?;N[YE#81VU_5TVI_E0?) M(_V:?2/!7E#3U_Y*!_%.JOY[;7OX\ )!4/ZG^%5*6MNI?WT(CO:9,>1"[;>X_.MX+$T9VQ2CMDBL-Y,JT5@'K!-)H5,RE$-,372;!N4!ED@9Y1,[ZBDHSOCQ@-MC'0WZ>ZGM,QKJ&>ENTFN2*Y2;6S7T%)I,$>R(FQ_UZCLUWZ,QBHV;EJP#>^7C?G]W65&Z_$G\%W,M%7,:]=5KP[;NCBI_E]-S1=HR[.YN\(Z6P>R?NAVRE% V92,;JU9!<9P]AN-MAZ(3=X@[.3IK,G^,W];'T-8O",&N_;7OA\R[\"M%ENX=1N>:AO(OFY&74FFD=.M RL2E$\2;R>C:(@[Q!WB#G%GMPS9AOTC*\SH8:*HIISN4>J$--(#Q!WBCI#< MV49+)UF"N8]%CTOHP6?5CG[WM^9.VW73A&](-MO))_[1U-JZI%EK58D/34JK9$\($\H4]&_8H M)4,8]XVF+;HYFB%EE)?7"R5?P1ENXX0=X@[Q!WB#G&'N$\<-M(=DECL;\L7CXP AYF.KF4E7F55T5197G?4NE^ERSXX[5X]2P*GQ_Y_((U-M0.=)BH;V!;.EW3'G%P+S_2#U0V^3{(L2T5SX@YQA[A#W!&6.[2S0MR=%;O7-M,"N%EE(I*K(LR+HBTB?GHD^(.\0=X@YQY^@;*-;N/ZD66AKM)LP+9$B@B3O$M':%W0]S5MC61M.U9;VF8[>3$ICJ 2U&\>NRV351FI2(X<8>X0]PA[M!.?$%= MQ>U2V7PK4N(.03.GD.3O6(.<8>X0]PYRC:'TUXG_*,$-RA-(.\0=XL[9<.>LE^.N;#\1CO C"P*;#6'@MT1&L?N!91C Y,!6=S-WRKE0 H/(,<8>X0]PA[M_"W)-8@+M'ZFC+OA*:++!=: MFE94:6UN7C!V.L]U%N$/<(>X0A=Q[0!WB#G&'N$-K?5.G?.>5>8;E+R9EW1$&M.;34E4HWQ!WB#G&'N",&=VBI]\ I5_SQ+G((.<8>X0]P1A#NT0OC(Z>H=6G>B'\$O^3%R MG;&+<=?_/?8IMD9<5PJM>K&B+>Y"S$^<3Q)S)Z-LB#O$'>(.<8>X0]PA[A:\W MB#NT8O@)ZQ-YUVM8#!@MBFYGF1@4'!9, MM7F@E<54;R+N$'>(.\0=(;A#*XNW8_S6C4 W+2WF=!WKEOG-!7KZZ^_H6[@V M4@6^2*F=0[704JM%K;G/R4L"8O.+/G)C:?BVO=:H56M;ZX^8;.HV@@(A$G[A!WC]" -ZPP3EG_U@71-MOQN2W*;ECVS]#===;;?/ABW-(C>DNXS6?B M+M'N'EJ 0MPA[A!WB#M"<(=V!YPIXXD[Q!WB#G&'N),+[ARHW-ISVT)?*)N MKJE.'^=2'UF!;O-L_^-\MO^!_1E:OA6P+O.>+8-%NU ?F.$,^'++/R[_+K5OXT_W=U<=1ZZ?Y,Z__AQW?N7],&]\->WZ\KKW-ML8CW]ZYO?W2NYK"S!?M6CZD")YE9/6OV!JFFY'l,Q9E>I-80;DW@H:)05A<:4 MUS&!"[CI24N2,O6.5YB+;32P%(5TEW@W%_)!2](VD8T0:7M5%^Z"A[6E!V8R M-N2F"[OJ/D+\?^VGWD>F'Z>G%BYW^HHBQ5S2N=H@6!J1/34VT YPPB'(3^;C@>W=\& >1+V-/30@#F^]T[3^@+#+58]8/>>>3U%;LABF M=O@IP2K?$[SM+L!<2M8VIQ_P]+HSMAO5#88CS2W"FX1KC>++TMS:GCER+_I4NDM2=J8L)DGAZ4E2Q;7;B<[SM?6TFJ7Q*R:(QR@B) MTS*..:{4D$$@""00(6*ES]AC0HWN]>SU!Y",@SCE[SLE7AA;K":P,C2E M+N;R*?$68MG;.A-_E8K4KI*_\K!7K#*Z<*:2L!ZMW1 MKK[./>*SCE5<[NU--YX ?DK*ZFN:S05-66.V2!RTEXF#6B1Q<+9(''0VYKQ=-MY- "FDA29NSDBE+$>M.E&"!K\8H%KPPMS*R=$A;S@!?SB)/DI9S47>+\Z8@& M'9((>P0=DIWP&QM:5Z797K\@PFR7G4X?A&~4C^/ET45BSH*85,G27XE5U\A MHBJB?<(.8>>LL)./,FIA'@\R=PHL60^4-+K>3HH'AS'PWQ8I$\H!?I&<=#XP M:X9_8;P0]@A!!\Y"#NE"O&%7.2]F\(:FNI$MS\F6"%/N=@H^6Z\4^0P).Q0"+QWBCWH*QA^?!?>$7"L=1[D-P"P_!;6GO0W) MB?QB1,M%8J?(*'X*\XM\K!3>CX>!V15>@WC[3*B'>)NP0[@Y@N3-,JYPM7\G;*;WDI3!\A'[NHBZ%3[V=3+@Q8L;-- S.&P9.I(%/KO]#66^P6A%R8]HY M8B9W(V%Z"L;3XY^P0\'XDN:L[>B'$'=AEMI7RQZ|/_Z%\M$R$"KP14'A>*P5MK]8;\:]fW*6L92+=BZ2OBQ$L%XF=0]42O'#14WQH998 ,:NX4;_T.O&.$,3A M9:,AXG#"#F&G7!4#19-]C?U17>7)$-1QB[T MI0Y?$;&1*"#L$'9*E#AP"D&ME%Y07_2,JV2B^FK9\-%DFF?;W-3FS+7A84.0 M-+'"D$LH6(+R!0CQO);$'<.8>>$D;A&QJZY8D#]RGQZ?SQ]8/3=!3;? MS*_[U!$1!9%L. MTS^_[U!$1!9%L. MTS^_[U!$1!9%L. MTS^

*<55APQ9U_O@FOJK)/T:X<3#W,\'=%MPUV#V06PP+D8U(.C655V!X"$4|:IJS6&!ZO@M7BK_MR@_WV)1PK,.M+MO#YRC3C@(.+%-=Q$@G8B_6(=_ML4 7%N*HX1=3"Z!E]QSQISH2G.M_<";6;.9_C_]_O?%B4&8+;.9X%$H"MLS_]/6YN^>H?KF=&"FO7+- MLWV; *\8_-!$5RE4_%/=$2,@PG>\#NX6KX GJ;9H\">;^NG3" ATTX_+P;TU M=@>2 4SNZ)>^N;-P.&%W(_@%]^JW#*?3WNAV^FZ"*\(@@8(DVL#6LJ>["0VM" M.HA-&/-]_C@06NR>,8(7 #34<,W_]ON>;&#WLQRP5"<|5LH+6I@XF%$@]7- 8PY4AQ:O;D'W3].#3%#-0P- M0K3_O@+\F52_^=\;'#;AA&2]_KR6Q1W63#*2%(0 ?MV2&%5/5[.D5PI"% LQIF_M)YZ$!>3\A6Z U1B/)V"'<&F" AQ7K3@&#+B -:W8$8;TFWD!@;.'3CBO MJO9\ ?"QIMO+UX7,DB=**,SGE!O>5$.0JC/AW,7=PO.3\0KP80*L9 ,'M<_7N#[X$".H6GNMQ$+H8) "[85Y44,4\(0*V!SP43+,,EN,GVG M$'/YU4,>D@\A[@9JQ<,O] OSE?(KO UG!E!$- Y8GR8VN?]'> ''VD]Z(4CHB" M,CC53<,#,#P"D2BX4 N?$SY_W7VRD1X3EYW"70'GK?9\]@^SU5#B!/("5[B4 M)E5Q&$YAM5G$B%B#$4(*P26>X8/.=RHM_$3+|>,&=5_)B O%K&+X!%=71W! MNU-#($S"QX;7A5(MO%RL&A@G7+DN%-5(/(QCX>X(G^):*_YCQD7Z9:+37H M12'%T5T"B/(|"6//|>SE*\5OON:Y/+1<96(:8G6F*&|KP7|BM$E MET!!T4NC=E=P- 9BQH-[Z#ZLRNJGW!+++8P4=&_'!%81 ,>)WB9)AYK>78N M7HU9#AD* 514J[ST]\.?QX%)&X9V=Y+NHF^$^ZN?TGJ>L^_6D)-HZ28K'U M++ 'Q\K%>8+,M\'2*ND-E-1Y8%DY$)2"?3M7?:/NO-WH/;#<>@BAP MOSJ.YSZ-/;.ZXB M[1|_+<*$"]3\!N:++\7F'QP(VN^-_@-GS**(\83UN5R^$$"!]M&L#Q[87AO? M%D]O$ZK,R0I(5&F>XZNGJC /4<&A:8%;<*TJ^TG_>;%^4/;6NZG[88!E9_?@ MYYM0[]'6M3_P=3_I<++>3,F)7_ R_8T!@H[KGHD<5PP#62#STXV=FP+'3B(1U M)W.$!.HP^%N$X70[B9BU.X_>W_]'OW-J;?M7I/>)PR11C6<(V6P!4/ '!+M:937$QVV;Z,'3& ;##8T!\4Z31$_L#PG6'(4#YN%| .A'3!FHWDUF8:-]+@ M2A]DI$%*&BQ=?MTU)@V"Q fL6%^U+>*#8,NF_]H5OVXT D\D=H7%I;MPUC)T M4/>^Y0#RU;%$Q@83LL%WC>FVYDW!3C%%%/P?UB=<#\8%'&@\X7?SC\>;<)E. M=(ST+EQ9H(#7C!7_2_\R5*5H-. fQ8+TX*P4GO%P>N1AU93H?9SIHE,E(#\T7 M=!TB5/21,"J%;T.<,!W?,;/9%DAYTYK"NZ.38",X\;_$-=^(D!P\SV,2P26,2;Q$H<;S8SYGAV MQZ/#1#4,CH?X*A/^EM!$?$?;V!2G!E4? 82;.NZU.'4Q%L? + ^*/XN0!)S*T M?SV@&Q%["-RR&:K "PV;0N/3AB1 ,/_ 1-+!!8/V0R+GX6'&01-,G|_\?JGH MOQ)-S*KO5MSQ M47H(@.J_%/:&3D,GB!=$'QV>%GS^=?@:'8([W)@UK'+S0[^K6[@%,6SPR? 0A$O0-,_V MR6@Y>#0:\\)8Z1M"@:]|]?ZZIA9RNE1<$3"SP E"P$N<+PY&"W5#^1>*4+(MY72OO'"T"E;"_2N08$]POOTWARM&%@93S]#|\F#")CZ$/S&(^'"-?^V_?@': MKFVS5@^(H>0.O7$B>P'F*./H:,V P.5,_>YAB MVL:-X.K\C%7@<+#"*_&0^]/NC(/=M(C2$1D+9 M ##FZ$9GC(+Z41$4VJ+"\1A!O#!.5]\P1S7JN'8":(0N)5>^2OWNZ',X.GN(L M@=0D4AG6|6VRB?GYHG0#PP|O4E>SQK+]TZB-WNS,*> M^_ M,]3N(OHW0<'(''0I&CBN8]*VXB#H)8W#9^C87^S55-?6PTR;N (A9FQ[[X! M$O7]KT%/]+T< VJ"EE#"PO;-GW4O="UN%&2*$8'4C>M"),?S M*'8_?:!, \"&$YMS|@VNFSC8,P"KN[#D2Y5FE7IU7WOG3,'RA#7V&,&2BVH2 MTY^%E.Z"H-K45631 %I(MHEVBV2=K?.V]![=O/-N)#*$C(N6%)!Q0:1-I+T':6\= M0'AXTFXA:7<2YC7M9^@GCX(K*Z6BH=^/-!Y=U$+OQ-|)>U]2[^DF(1Z ?EM'-M,2O:E9XL%V029QDG3+A%W+:/@ML.X+91D.E(N.V*V\Y1<-N%XX#<(=P>%[?=_M8^!6K@- NNUOLX2+'=,O-2;_E@D9$*K MVWGG/AY%)5+C$U,34O=1%,+9V>J1O(UCUN\R9.J%(*EI;2,TV M([TVF|1K\^]+1+H5Z;U&N3>FWNT&M35*WO7BX_^.&WA0XUJ?-E_G>.K09G$UWK M8U=_P6SQ D>YF;-6/OA*:+QR-Y4,P(.EDN\+6&#U),ZF$0V^<5*G;ABP&09 M\?&|`VE5)ZB#=6X3FF|2]>+61UUSH6 I%T75BU2]2-6+%U!*195G5+U(-'1" M&J++JQ?-]3^DU%E4OGEOUXLI<8ZI?S+K;2RPV@)/Z41(16I5>6VE3I0P1;Z'$_M>XC079QXVY5>1Z8R+R++>8HGW$*7C.>/.6&A1E5H*T3,1=]&T?8C2\IRTW47; M5KKO1*F3UC\NZ&19/T#8*=N!X,$?T!K,4CK(Q(fK=(,1);$M \|)-IH-2DA M\H01,3^_X"=I/7|)M9F)C'F(NOD8IREUX+V'K'Y[=PMNJ3.3;CM?S<;.C.5!M5F$M<2 MUYY7,,,2I-I,XEKBV@N]S51:5)M3$U,?5&UF4K[8FLSLPQ^/F(!C!@1^9_E M_S)6U6Y>]K6Y_MV+V9JU\6JVI VDQ2_D6B=C^*+016^MC!0P9T\6TTT L#[R M<-;K2C1(# (VUYSB8>3'17*K_|2>\3BV;|_-EPT%RBW'-;M2](D8JXU6NJ&" M#R;F[$_]G'T>S]D7P[A%PTTQ7GGS^-A]:[]*,Y&\|Q=735PA+AAI+'4.N"PY \N#:>1^^I(D2+,L^"IX#>? ML1IBW/F/3^,$?S MH$-3N#L=M&>O';&(P]8-[9@ /+3??:B.[(O:$;86 T17]+T=,(O:$;86 F4@;[M*KC\''92A*,_>1# UMCHI^2"O3J-(E@,]FZ?T9F\T*I-^,@SN/\7]&46K- ;4(5VHR;7-]?JE[YR*=-T^O*5 M]_57>2TTO5N]J<8/2FD);!DXU'OOUS;B)(%"7ZAN21;2;|;+ G*0(+U+"08;XH7 M]6#%F^3M:B+A?;BX[;W,&JW*3G;55U6W_ZD:'K_7'5:0Y&+,.U.*CTSM#Y#\1DY+^_=;N.<]HU\S 0CLV[<13:>^NT,-XNN MGG+T[M B<,<;XK>YS_XPF5DCA:>*

GK")

*]PF+#K"ZLQ2-IA:0,\N6L%I"V]#/L?]FZ@G^BK9;^"F'M%QY=P ME-WS-W?Y*6]_7:-9Z4G5>GWO8KX-,'>(^IT-+1J(1RZ51[9DG^[&(V/|!Q_= M_,%M*XD]6I6>2!Z3?R$&(08I.X-L:4AU'6W,'6|@;*/W+"|2&I)4EOZ:&8G MJ1CI-+$QJEQ4?Q BFU*1S986G0>01$V))-%%D]26_H'[2"*Y3)*HR #%>30> MU;+&VS9Q00"%/=HEG3E_;.G4=ZBC:%,I]BAZ^E9>F1>26U)?/8UN:6&QCPQO M%"+#RT:$1&H[DII\D/CG9@NT6;3KFLCP[,GP('"&#%JYA5I93AA.439*O()\ MLM=)9;LW+K>G02Z.7|2SW:69 0SIY_5>TI-I912,.6(PYHQ3 X\7>\D;XSYS M17_\5(GF);9*$$DM2;]PY((XZ70|O49*!U1S050S?&#P,WB@L!$4F4D]<.% M@5OU$@FB(I-QRF[_W5GVS+)5EU-^378^.'Y4NT51['9[*6#*Y)LSSYN=0NJ"3KQG(_"M?;S$R\3+Q?#RX9(PVEB)W^X0LQ*S$K,6PZS'SQ1I%YXI0HQ,C'SUC%Q8?DX^_M"]HMB_]]3GR@XGGQ@(@%N;&ZJK?_#ES*]_K+;V M#P?5+&]1WV!+GIM^2ZP7_XGFH$NMM7D"D7|GBQ$5,_6=W[S97/WM1AW#8F]5 MXU.=.PCOZ-@>W0P?WL;. <.M[3]WA>+S+#M?3U"B1MT'<GNZ60^H3EK+'>=)L2[G_TN=%O][=V782HHC\^RR:M] M>AX.7MGPF=T|/T/GEX'|_C7Z_/CPWU_"|^^/CSUG^X>^H\,=C0#)AU*U<2;\'AU4F3F.AV8AG,O./U1IM_M38>;C;@RRJA1:[5CHXR'+VE>XLJ|Q%<^0T,4#\ F-$21ABA> [OW7U"F)ABA>[7@?!;!" MVWB 1ZGTFG6E))TO"BA@(":X5"8HK#0X>RY#XP(,"A"B#-(Y?#=PNO!J8 M&(08Y&_,-[&4;[U)Y-)9+- \7OQMFD@ZV63U.'\P#KU,DFBZVO51E.0B^''/PBJOXOPA M%7G6/W15.,%4)^BO$1XN*Z^:;D0(5TV(B12VV74CM\+N%-<+V BPTLAP\/U M#^XT*KU6? >_N!*=NS78).5TTR/!83Z;543CEB.&4,T[/HT&&Q6KRVO&S&3J7 ME,U`)+4DJNTD&44T9J>;X8=P.352[;)(Z7!BWTRF1(''+#N0QY M2&<1=#K(? *#,1[U+E3/C_MW"H_[G]X16U!&P/62X>%R!;KU(M0=4=]E4-KQ M^YUV#]7OE,CP?,GP<''WKGP6 H\L?YK60H [BZL(<"6(;EW6?*#5' ?];GX8 MR%RO072Z^A:=0OM;E'T4P1Y5S<2LQ*S9F/5P*7;=1J4''R)F)68E9BV$65O' MSZ+I%IY%0XQ.C'SUC'RXW*5NJ]HXR04GEN=]EPD]TUL-NXQWU]X:C;'C\5YLSS5 =1Q_K?,14AP4MPMFG[D[@I2ZL:ZSJ-OM0#8^SBYXCG6&X#P0V0:C'2;.ZXQ9Y8-=X2?]LSQM FN-7B8]>;J- 1&]O6 M%#:,U_(9%S@5U^"**%P-?NYBDW MU!B2Q2M0%"RNSVP^XGP]+@(,$DR'?\]L/N8V_@T:VF_^9#\|/#HCH,8&0&R M84V(R0V3>W87K|D?,Y5FR%21NR>;\%L!4G,5E VK.O@G =@!0@Z K$] UE[M8R- _")@%W=_96#=54]:**9+&>3R;^QSG"A##+|S&7A)=*[5%7A)^BO$1XN*Z^:;D0(5TV(B12VV74CM\+N%-<+V BPTLAP\/U M#^XT*KU6? >_N!*=NS78).5TTR/!83Z;543CEB.&4,T[/HT&&Q6KRVO&S&3J7 ME,U`)+4DJNTD&44T9J>;X8=P.352[;)(Z7!BWTRF1('

*;Y!22:F%#N'ZDB<6S2S$1Q[]HKNG-M8Z-%4[39@?>IAM@6;D^U;16TKZ^/@4+QNU;/#'=QF!&N/-/D<+(@.>VC53HD- MQO*?K;<,H4ZP;PY_3_ 9Q%FF-#^$*1IPX)L'7 FJI09P%%?\BG,=@.[QF4YUY2:0X*)#/!-]L=G;\.TF'6PMD4VN M>N[$LH,^JV@=!"RY?[SC>VW_Q!__+I907[XJ.?\)3X_LR M_+'N,YQ5 U(§;O%?9)GLC4]48YPFC$'WVJ,;%-=SYH#"1B^()0#*7%02PA4B ML,!'X7OPT6G/"VN-F%!HN.H5%*O;06|<'ON!%[M8R 1R'S;E"I>,#R-[SYR MX6M0X$)$6@S\(. /^;'4P?+P77;7,A<7ZS",KB*&%=_X&71Q?S")M8GO-X. M5/+,:'97SP40#%]6UG> +N,/L5NQ7A53?SW#?:5\'/*+YDXP4>K)F-V&#=@]U'+PNJ_ M< '.4(8S;][&{WQ#"'-$W\!JF()9XO%3*KW3Z[7B WV7V_T'IS/@4JF*EB7 M(%M6) \0-!#AU+>0?!8+4[0#Z,;P=Z*QV#BA6;$DQX5ODT6J X'?81O-@,1!2L.FG(#: 4N^X.4_5&'CXO=*TOHO,/@'0G.- MAT%CN &(9I9NN@N) 6,$7@&4Z\G<>M,2>4CJ/0\>!;D(9EOM^(HVWT.!JH>C01<>ZEJ*H6X4XA(4*&=R9&@#P*;2Y9WM!B7 ENCXXH%+| M]\$,2AWZ4QSGD$26V/H@WF4M)$N!UUP[ZIQZ1YUZI1?/HBD%GT4LN373 IV- MOG-@FU, $1QP MEC^[)B4D"_1K/V!R=/;23[TA.&B%<"O;PF8!GY" M>33)\6#)$E<\R3%(X?)=*HO4+K0*$I*[Y%1I>[+$2[\-B"6YWV%GN\ES9UCH M+'L>8Q@&SMF_,FN'*T&4+2ZU?2F-R-+R"[<19)UI.3+,8X9]"7<$F97Q@+LA MIN0RAX;MZE$%;9# 'RD(R6* MW\&|3#X2<:.$\|P=BU9+,R!VS@F3,;8R!.F%E(3V'4$X.DD8B(9P;Y,7Y<;MV)8(\P M$+7, ^L83FO]R+9KN$FQ1S__2D0 ?X37/2;N@@#PK,MQX](O'',WC'% M,$U_NB8^SY<3#-8*%X2A&0P-/*Q !H2PGX\3OC%X\&HJT"($&3Y=7 -;$HDB M(DR"7ZR_;#5"-_*3M,6+^/*1_NLV MJNS-A/',FEF<$MHW%-!_ <-_8) M%@RF<*@+:;M0C*%GVA!5\)&O-&Q$#>(E8+-.IT!F$<&%$FKI:#2*EX9*6O[""^X_ I_MLO073%!LXH;ENM1-R>TG!&", :D$$@)Y@(IV0 MG5]V9(&5E^R^>C;BMHKQ]45,3&IH)'UT[$)9)+=/FI(6\ 6 L%I0Y6/EIL5?8= ML!%XTI@LAP@'"WH(GL $'Z-$,+U[*JA'-MEV.-&^!NZDT95P%"8HD3KAKN1$,5 M:3HX]$DH,>-A'SH> %H8PXP L,7Q6TU-MUH>;1'YZH#*!MEVA]Q;07%V/")OB",COGF^]:1.@)@Y:>R1H|\'||^$YNAG'7 M-?I[]6:8C06@ [)EWFS"07"MO4%UUA928__PD[.BJC? T0/@#H0DQ7(CLDH$@ M2]WQ\Y8I:,19MXN)^+M4|6 M(;:>BZ,#(MD'Y"!W8,'W!M6+GF^*W%Q/-4V#R" M#W%Y[PM QJEX+NW^S1O/U$2"<3' 9/GGA.^%,E.II U;6#6PBT%7/=YW<__6MA M-"XE.UX!%T^ &85YA=4B 6Z"!#W/60'43;0;N3\X:?%88%K3S\$+QM1C9,%" MDUUH.$/_C8M41UP+WJ,'S@O6L)8CC[*LR!{U4!QP3K(#6V^9 M5!>;AN&E(W\;@28.GXQ$O]RY 1P1D ,[%-UBB0?IGPQ("DS@)DP+C!'"J>P M.*$,8RF)BV'>;S5B)Z,A+8BW&N1$^92P>F8_O HN\EQ\5&,0C9U]/B9;BO' MB01=%UJ,.DTK!E:4'6]>RKO+(V8!X+,X'761BM+G5K5(T4LV*%@HBPBN"?`M5>O\88%*OBH4JA\V;H)!#^S)]=X,N!M24D M1*8KFGW\?5$^!<(GK(]KD7D1.+L:V$)PD*J4,;JAD?JJ\M1&WF%$1@Z+RRN3Y[\X!E<#_-!'{5@'8$>]XO#G:A]XN,H:D(L0U; M%1K/OU8-'1' V2-CF;H9PD%PNK=(/HY^&?]\#!H.GK$PI#*5EMOH9UW6#ZG. M;RO$DA%=5?_8F7A,$+GP#*];H+K+0-11LJR=RI'81U?#3)]V(.H,-VS5P^,$/ MXHS]X:M9GS]%AK(\5R@I!%(G3/)<.G5\^OW_[+UK<]M(LB#Z5Q ZT[%V+,4F MP+<]1Q%]6Y[5V;;DM33=<3l-0&11PA@$V %?R6/JK;V96%5!%D0)BB"(9N1>[1E97O)!^'KZ90"]H*B8*RC*.G4R56PC9"[.[1]MU8/GB"QD51 ,EY68.0 M3 9G#B#*1)X'1T054<0STB(TP1M.J2=32KYH$QUEW7/*63]< =!K0Z54DSHZ M*400?&!5(1]UL,RY'V@KP)F6'T'Z!0X M+060?I_4++*]MD*_/9@SS"\5_O9 M).L57_.GZ;,R'R1SE%.V*;7>AJ4;2M$)9]NQB@+NFH/[(C4#L#'+LLTGJX\<-MA^%46,]WM5@&<;^D^V C>HO]>L&*N<$^Y4(;]4!I<_"R%'Y.MOG"&95M\N+ M9^O1]0!#;*/-\SFUU!/X/GBO/N%%SKZS%22=Z@ZH)XRX5Y@6!!W>0FM#!!? M9+$#=8%-'_IQA8K#?82\DQ4VI/PM!N-F@]JGQA>5Su5J4)A7]'.8 M "ZEJ:OKX*[K^&'(V-%$T<8B'Z$%,-Q0&R/AG:&*"5$%Z Y&LOO"V?97TX-E M8=1.',=BG-K,Y-51?$Q14ZXB:OX,(+?=A?B,U4/T46'P(2)CXCXC@V7+>);+ M&&*$3Y9ZJ=BMT5F3RRZZPOI?7(\KW>1S54Z8ME?T.1=!"CI#"X7GF6+,TAG M1ZFQ)A//Cl*,_*B]+Z7)CVKRHYK!J.WRH[*;7W5KFA]%COI(B==*W1Q5QZZ M1/?V,RJ8KTE!X!)HV7/8J_8/-2L$9%[<0/D=E-#_64X?HY+AZ!'_5#6!:.3, M)>C5\+S?7-.C&CLT@W@(]86"2.S9XDJI*=]_H;(@<@@B)S49_TJJ,S;Z$)G- MJ4*B4I;BH8>/LBS,R/>]VIK2*P6J7.A1\GTQ7Q*T.8$MT@>"ACPL;$K;J=3V M(@=.Z(^=&I>BWF@=CF)DI.0/%%VN+7*5/\&>KOW8 5>:.B3U0@OH2OE;V')_M+3U_:77)MU_KR3##%+|&59^F(§>]K\;"CRI,8X#.+]U=>6%W M1;@=*O3?/.L9UY4BE\L)//!W\P$#Y"Z8='2"96\,QI.6QM!!\U>[O>$8^N1C MI=@Q5UADCN::G;'Z5GX8;>V&>@YQTDR<,P$Y>Z#I .G9Y[6P"[>CK%YX'NG!!- M2+@VF1: +$O1F>#WT/V5VLB!,ZL;)VJA%4873:1P;'1!.$\MSFPDO9F%K,!? M6FC'8@%ZG%ABOMSLI#7!_^E2M ->I]P:V4Y.A),JCX$:AJQN7 D..]AG%G36A M](Z:0A%KOVF&R&N&6YD\[X>34G+TSWV?<>O63 MQ\"49_2R0IM9((/M"[\,8S]\,6K.T=_/U1!A$/7XXS27]+Q_I9VZ?!0.87F MG[" K#2G^"6^F9C^"RQ9'"#P(7PI[N IF\'-)F6: 1Y+(!MCB< MLKRIY;,"7&2-)=X.:T*>3IDD+Y6<*?,GGO6 R/?@/B=0B?R;@2]32DQ/MKT@Y ?U M'"P<#.DK";N@&BPI&J#F;]QW+K4&[KWBV0%2-8RS%*FHM&1*G.M10[5GRW-% MNH-,>5$26UI.9$++P?C.DL"QY/@,H1'C)U Q,)5PGHG>@ETW@1TP\P1I%Y8(6 M$-/,M@2.8A(.'6TB6)MOGB"S83LBWZ4Q%*4LE*1=&4*%+1L+0BD&@!R;O MH -,B04H_$(.YG$?/!DEF M\< -)Y65P'5Q%4$*=5(ED4M?"I,\[D8E +5TH;4)Q84?N:UI,AON[3E;:[M/L M.22-I7N@V(IH=%K)\YAX' M^,;"E-WH!/A!327T+,RDY-!SHG1X44I-"6J)=",IU67>O9,^\^1#S4#UELC\ M\SB[)WH-(931CB%1;*6$[=\$D^&&5>O'&$ ^K^E,.OH!0P[*$+AQ6USWZEKCJF M_CG0@U2=\Z6#Z;U0RX5[*F4 M'2Y]?';1WWHKV4EGW\V/A;K/C<>H),YU)+;0Y"$=D"N+)(-]JE9&C6)}HRFL-H]Z7DQ*;T;#25]^OH^ MG6885D%=+[.K*2FL8E.4D03N=\NM6B+W"$5Q??FH]EIV71^(>'<"4,#?I[\ MCXB&4^F55GSW:@XM.3W7^+&ET]H5>;Q%@EC:P.W4 .J:XY0'.HSC,)X<+]>-.M2*'Z\$JN$!2>N"HECGL*DHO!(.M&R?"Y#LH/=(GC!'=]D^RU*MG+;)*]]KZ4)MFK2?9]DKTV.M2_;J:UI7*/U(0Y_2O PGVDZ%%TM&W0>D\=92^@6(;O[-9X @DV4"T9@\\5R MQC3-7,&X]{F8O7)S;,E5UCTH2L!$O=>KOY96\+I]$..XD\X%''?*#,(D%G)(MV,S@7X-2P$_J_'7=/K MK|U[,X$WE6LG*<3<6PCTSQ?,,|ZHF(2|V\+$&BB(- B1"">MKT715# U)^M;47YC'NTG#9>^"!?4>$L+1+M_P1=%STM!TSBZZ>'ZZ2UBK2=M MDX_YLD)Y;W^B4-,^\R5U0+A^=94.-F^LPD#%-6.Z6_X8(R?2Z&/0R?=A?5Y85 M2VB0#@=N\%/.QS-Z[J.4M-(GCO@?#H(Y)/#U"H O*,A0(Y/"S*UK[@9[9/I MV2X!D>M^6H01RX*S>06_@A?\AU@$4(6:VKD MFH? H-,S 7X1?9ZH)2 E55#[1Q/18J.!3/!! F7DU8Z6_UF\'M*X=6WIZ_I MBS.W,P),2:/)+_DN_H/2+[XI%1@\\27,CY/YSDH<2*11')R0L68NHM \(A/ M<7_T9X;V;=B[!"3#H(.GH<;]03&."WEP.'S9(@0.T6_!D6C>.U>>F;BFK*IH2#LS'G\,,NIL&^;78S >V..1;.NWO]J/UN_;7$V"92 MQK<0?L>#&Z5)/=E6+5 3(!^X$!]F&2_@]?>V>]!WZ"YY5S".7I4>8"T4J0 \A!+.C"[FN"RFWN:,%Q2)9EH=H&&.8SA![+Z!#2.$)BP)%POF+3!O B&D@8B.]AYHI+X# MB,[%'OBO,77ZP'2Q$39U$:S /]WSA69Q#TFU*7I.VXR3CO_IAXI%*$VPL<$5J26LM!SDB'2-&>'+$5UG2 M1US4'BVTJPCIK8@F3%[//7:O2NX@!^]!SCYR^(6;WG&N@18F^-1?!1)NV512 MY.LI#K(>3Q!C.3MHH-I!US=?\BTA[$WE3-&,NQ2- ^Z? +,1&S,-H3'8=>VT M/^H77J0"I#T5HH?R*V ?V-#.%ZJY-!>8'"4%3U2[+=(%Z:N0919E?1SQ8>D(M+5.C@>IRYO K+U&9BEWZ2?KSTR7:-,!*=LX_ MFZ)\AX[VQY^7N+8)08VW)Q*1VJ.XGJ !VT^,R-^=(.+&N<N\Y[_F"D MKX11B5/\@#V PC/4.%E90:.6)K\G<9*B>;MCL4.\2OS,1684O4@B(O(B M$AWB.95 %WOH$AA3L2]9Z*$^HR):5F F]O$1 P/-%) 6 2/0V;M//.K2@V MF!1^,FTXU-=(*X\NU2PEH"?41%7YCC=R/!(_1R1VCH,^OV#B/GFSP]Y+Y*4/ MUJ@IFZN,O/TFU0B$TY'VQR%ZJSD$#M3!B&26"\-(-T8\H< MK7]1$^DP2L>95N0!MKSICE08JT*E?B.EI,_&K%'TC4ZCQ@+" M3BSD;UQ(K[,43*I3?X37* (T)14.A/XL\,S 0=5!HY<+YCAFK+B"[H((8;(.Q.0!%%NB:D3QHT<**3U3XIZ1;7MU13WRSM/(3$O>_(2 M'_]$K'ZZ0'1WH@?Y@(LTZHG^"MW)6.4O(IS62*Y1RB,=<[!%TY!>\9-@"4)E8 MFL'K,,/6G$?DJLID#-O$9IQ7%1-R0C32IM&F6"(A4T&!:? :,^(1S.-,HD[6C M^V,QP]4LAO=*5I.,%+BL](F3!QR_ 2I&*GUG-'7L4O2#RK=:#]:-A)4"/%WU M.&CK4O'ZS-]:Y;1W?6VTFC3"]G9<,\N)%R5;4H0Y?SS5 D&!]A6?#W_M&LO%61D$1'!1]43*(5<0& M4C0LI1(''+6#K2JQF1V0@.Z-#D7H% MUP5*);LEDL4(Y5,[K4GVFT"+'L]^FU&?3:D? !HWOZ&LI3,X!*KF_I+GF88(UTJS7V8+^S.B[=TQUOUK;?KJM(UL@9I'J6# M*JCA4=N#JGUDE<4!UW8JV84]R7N_QI8NYZ/$L.WRE%;A\]J/AT.D"),LGR, M>&G/!J FC@-%<"EYRG*Z ;-F%TD4Q(MM+5]JCGQDSP3+K.0L8-$UF@+?77UY_F^@BAX[X\]V1WEW9?+=\ ]11:J)F3A?7C?:57G_0("(]5#/LWSK= MO\]TO\VJTDFX5#=? KEUOCAU&9TU3Z1VC1[]B]# Z]8[3N\6/P29-\-J/_QMAA4PC]L]*NS@ 74[23 MU8-RX 47C7S !>9]<7N(1(_[0D5#L>+5]"\U%;(BQ< ;^Q?5>;JL; M2S@P M+Y1^\'RA!2@U1K0-;D:C!9U2/H<=04S/@G_3 1M7_ZE=?KF**]PI5%4!%@Z@-MRN;:-4XQO>$]8/4#+W@29VN@KUO1!P-LV-]&0(^>+WH6L-&"$\+ 1V6*.U M2U6-..$^0X!L%I!"!"EQ(&-]:GI&^C"GID>6(4E(.*\6LZ='X'"@SF>;SFE0 M0"^EI01Y1DHYG&;*SAJ5>_NPVK>/R[U=K_3M1J?6N,NR?3\E8_T9:W=TIXX']IG+I+ M-+BMA:*-"Q,?_0=X)-&)B .Y#%_&$T.U#!^OT3YIZ&=U]D51)Z+X#$E MAX$>WA(Y&.B4CYH;QYJA!&D)+>]=V!;'VYQQ'&T12UW3&WP0&[0<[0M[/C4 M>S3=U'B%;_V.FWS_LP0C4%A[]<&7/)/=,*-35B8CY5)) MY"7(CK7MMA+\0\1!0S)X*H8)=]E^5FOF19%V:C]VE<-/:'BYABWYMUQ_W6 M>)ON2YL%+LOA \G5V0YREQ[!+?6))54A\QDZ):PSL99PO=TYJP"2H$T2D*9E26)7 6$S) MXTWE&E2A3G0[=5(G8/^]C-G;]$ 4-&#B_M@0K2WQO;U)&6VLX,EK=48:'(O(M3"J?.!,_]?*Q2]!DJCT(:5L@*]"(Q]F$E+SDA;5I)@?Y?)?@HB MOI+&@Z)6Y&CYE&RM]AK0!%\4.0DO[U^PB;\ZF=A>K[,JBE=+ ML@MS1OEL#T)<'AU< B(B9_0SK=]<;K>>>G S?G!1+F6ZJI"(*'^>2*5X_K91 M3[V#X^,Z9<,>0[T] [F;_5#9:J1OMS]BJ$&]OY/S1E8NJ)(3* XY99I#F:#FYODGR;R@[)@F:5^TO\]L(L2. MWGJ3^&Z=@1$3PND8[P%@H6!D^#98"=:;65,.1<;'@SH2#*54AXUO!)3-!7-A MH/2RD#*1? MHEW-DQP K2?W?Q+46 B1>,=\.7=GW>]ZA$U%W"(Z,^^S+LZ,&< M_'CT< C(N5CK9,+8:);$=XW^V\E(P%%5T?-Q6L/9#55&:\U^/JBM5+5'+A\Q MRL&KHV5@#?'LM^&F@F+%O%,-&%=U65Z\+BE6D2->9%W.?,F!B[JLMF1K%">6M=/=:-M*]@C?]S]]^NBMS2:<=4HUMLWBF%?8X(]>BT8QWIAG+1 9*([-44X$R1]-M>27]]/=-/T/,?6[UC:U9=*,QUQ3%!OM&L=\915\'HVQK'MUHS(4UYBS.'.8M M1+5"U"?D:KZPW5?&1*[*M["6TC:=1L->25O#?=/6&-6?K%331L$^#@P,[1G# M^IVSBW%KF%$>==*-D>6<;VY^#T6RFRC0(OH=-3(1INZ2QO'%$NEE1PE'2U M;\)(G_]:UO=C.SKS92B*H[Z /3U!]-S,'K?CIB^_7)BU#+&Z6*IPT+HC%XH M*R9]5]A0.Y]"=S_ID6(>%#;+N.YDSC=4+64-8E#:H2RH[F"V=J=)>WF:/ MO#F!M%K$##$\L-[!F46-$4?:058>,$Q*CNHEP$5=-%.U0/WN7OHIM?1VTM\U?0Z^GOIK9I>Q^"0.XWF ML,W3ZS/;S^\SVK0,.5J&-BU#;I=+\^8T6X;JO:&C'1^H=F1T^30*]_5:5%=@*1[XW;5M,+1>0&\E[(NN.P/B[=-37=(/0";84U5)FHJ MSSB<0G8'$%[\LEI3C+"P"'0FM"T6-BPLO^XRC9B'4C_9I!OZT*BFVVM[/"A7-MB;G\L5EF38>]HEYUE._K;JPD\1YP_9L(RU[&PK*B'<_/.,)*]\8/_*@W813 M,Y-RN0%2""0YN?-S6Q-_M!Y.I!*OM&AK5IM5$XZ30G\,"@,T-NH O%&C%@MB8#CXRN,YQKIZI9J^;=M#J$P M\.M%3DM_^HUYA/PK:IA(X%7IV%"//?F1CHW9[KTF*'(T$T'W:'=:2R M6];;&PT[/4%VNEHU2;?WKHZ/AAZYO!;G P-0N;-UOFX-"SN&]2.%2U@Q0MJT MHX$ / V[?M?72-=/]UW07VMJZC(Y%V)EA+_VR^OV CU<9]ZM*AC^P*HW#0T7*.M+#$^'O[I-/>7O[_*7]0U%SU"3="8L*HVDS@'ZT?:C,QK:!H>Y>F\]U@AP-1+ MK&?+/&NRDYF5*%T-Y.8_C2/56/V.$6BH -0#8U=B/X:VU.2 MD7_M<$HKZ\GKGUT.VO!30S2/?GR:G/_"1GD4BN:8.6S:8N)I2 +9@Q+)1]K M?J6N3B3+_P0EFB/.]KGPN+EW6%3"9++&-3P+ITFVI,[S?6^O:!<,-,A"NN M]8'U[;&K[HQ]NC(Z8-8.:TTY>] !MR6>LBKAZ.RBUVN/>T?(S _Q_A/RE(E: M'9RT_,3LJ5J1Z+! S'+U61#81!BGY4>K1F33R.E=)07RK_\4Q_>=G]Z]>\/X M+W?AR95V^HQQQ'<% P!J:*<>);(>C=.WN;_Q8]S |^R11=HCDTMM&!X&9C&YWP M_:=L&S7!W6*R:%? 1MDUD45K3=MF#'$VN]XVMK>>#H$PRJQ?>",'@*!% MV]'7I=,+C/{"=-G]?7?::+CV\7+MU>K47KMS#(=G%T:W7WOVG&G8#TH[D8^1 2HUW&P-CC6"-[? P#+R!LU%!GZ05Y9A8Y_&$/P@A>+8\FU",*GYU M%2"AL;7J"++JQP"-&4K3=G*P9E1ZVFPK'4UKLBZ.NSHQP%@S>RE$IC6IX! MI:\WH$:="@VHAO<>/-]I8V-H/2F$TT76&DLCO1)CJ2)N6VZ$^#&, @_>!=#>V<5,H\T.I.P/*DMA1"DQ[K.F0V=U(YZ; M2%W)MI@I>^,ZG"ZB9](C18*"F*Z,.WQV-%@U?+,>_JBBN;)>1HH4=[2^Y"/ MD+G8=T'S^8?KK"EJ[?M^*EH5B?G."!&P3G9DX@G2R9N-_FO2 M;@:'_W24)DL;Q6!%U*T9]K9A;8BQK]J04,V5H;%4]<!$/".*)6HENCV^$Z M64^B-V^"FJH+ <14GID3D@=05U%9*BSTCT#4:G5V,C'9& ^Q:3I&1A$LE.43 MYBZO][CF]V5M)9MR1ER5U::ZE?A2=:)JH MYK&+W!VU0BU)1IM(W3',O!RU^[4*>%,4VD;OUIN,OIQF$YO=B*DMHDJAVIKL M%Q ORLR04F-L4K.-D&JLPAH(1.Q"ORN"QA(\84NP>XBNUW'O[*(;G?K M4F-0(.L5_T;86\Z28+B(')D=WB?PK8?9,PO7!Y'1'RBOR'IF4=+,+W$E0$K_ MZ:;S =C<,LB_)17!WE-^%8;18AJ \N]3F**P +P!;_"8^>/S6171^*P-\D8DF[W:FlO[JSOM_E,[=*OS^>KF[NHS? KJ[_?WZ M\^4]_/'E^,N;RYM/U>;.[.C^ZNO5S?U=[3?U;NF8RRFZ>-YG,.2&)%BTC#. M#2[QX1>0L(*MKO*2PMQSC#!XOO=/_TM\H3OD)EJNK39[2PO8_B?V+%]3<+P MN)\& [+B;SOQ-&(\G7*IPTWF<),YW&0.-YG#3>9PDSG<9 X?BL.R1S>S.MM M[!V%*>7U+M=49SPXNS#&+?V8AC\V,>0C=V\;^XHA;^?>'IY=],;M7A- KG7B M[C_X=,E5OKG-E]!OC_H%5I'AAD?M\;S;UC,,54PHXM[==WK2D702&<>',X]L MN]&8XU'N:,R#[<+5Q**/7%C'B>T-A76;ZT;-UG)V1;/G(35 M>4 SG1.5,Z4$V;C#9SP;PR9IN9;$UQB<-9%A6U? 6C#LZ69VCNE2.5SFB\S!D M&+E:'3?0?!8$]IG-YZQ,IDU,+]@YI5TZTQLWN.,'ES\7.NY@-4 WK1[9Q6C8[E>.Q3M_88DV%Z/&88QFSI4M:9+VSBT&KT]E& MI#4&60U$6F.0U;B*=-SI@S4V; ^JFAY;$VOL]'-BFB+2MT^GJ4\CO]bB%--I MNBVIL&=A4V5:'RQN[.I55'H@:3CC#J;A&.UA>GQ##:I,WIA,A+KU_ROZ7T^F MY8]XR2S&R*E7X@4T&64U1M6XWF\G2]'^R=IR77&.T1VMR:Z)V^^FRWYTF3F>? MVPIX V2OG8F]G,++2ANQL2E)G7KGOBAD/3]IZ(\&K;&1%KVHQ5$%TXL5/&D3 M.&'3@M-BWK,U8>?4CXET/:OW]<"6(ZQ5 MH 4Z$X80G%]\B,NCRI\-6EUI)>GJS)D^:.O!9P0)D?#$F+-G#Q9[)G@VDYC M77H\0Z%*]D.?SW3M:)<+5[(%Y0}IZM1#\A^3SMK"TR]-!/W#) (+Q"B(@"@C< M$/_9?&&[KXSYV\B 19>Y< XJ& M R#*%C"?FS^M^7(NELJK&?D+>;4EO#2]U+8H*>,_KUY0M!"X0 ,7#_]FDP!7 M82:.*KHP/\]?^VMI>@'S[%?-!<$(]_ %X.I=X&HXG5$M,47XK8)Q6[N"C<3Y$I*).XL.R.@$['O80%BE59:P9]Y;NG^H>.\S;6<<,FH)TQ M>J#(.\@"]I=@7:!3.8E2$DWP.$/B36'0R@IO@F%%8*-_OLM%WO$UK#A/W^BJ%=A83[@KPLY14\.<%^A<$KX31+QV?;'96.OU93 MV+\UA) ,-J1 MOK[JGZ:.A2Q?.68FGOAS5<.;D I<\WBHA9E_Y(4H"\3";:*_;_(3Y$ F$A M&+.O=A. (S3ALI>:1M8BKH&K20G=K)#WR&PBD3Z-8 X',^PZB@4"O]_RX5TVM MOM'NC&K70*!95)E%]7?6:F\%F"7D]T\>8]I7;F)?I4WL;8O*#Q0L-(C&"T*E MFL8#A>,1]088V;]V.9@]193ZVT3+TV#-SEFRK'+8]$@0VIZE9 M^RRI?6]ME1LTI?X%04,SBZ.K)][SD;,_M;136HOR6Y0*S3N15Q%TKQ.]U=H7XP[.+45TFA%:0(-_@3(0S^]YP9G1V49>2 MX09E*D498U)F]"13=DSL]T% MYB'5]S]!O5"_5PW]%TE(5^A"!VN]-=33?=X.UF!O<"K"]?ZNV*D!6EM=^F0W M.%,ISE04&RK)A]Z=$4X=90XM:MHB]$#M:XND5%.P=+V!_#G;K;YZ?U@6/+3 M.-KRT?Y7,1:CCT-AM@XS-B9P\%F5V$)8P BMG&U'2/.]'2ET3>&R&@:1#E*-MI-F52]] E_[6 =#&V59X()SF&?:]:9TIGE6'[@4=^4QMV6C_V!BDX8V.*A M4Y?^@8T=6RG2[\"H\T>U4$ 5M4*:.*%.16S^.,CKRF6Z#-,>(-+ORVW<-0)JZ M.)J:],:-S[OOJ=GOO!]#,K6T#<:#C+|\9.1,PUYWZSIKQ'FY^;I60.1KF M65&HH5SXJML)NS!:@TY564E'W%6XH>.&CHO0\:YB)UT2WMG%/()6?Y27 M9BXZ\%!_YS6.KY;F,&I:4^V^JVE<^\E<4#]?^/9R#NPK* VHT=E%QMC:.)0F MT5O43]!@"%:IM4 86=AKR0$]6OH,V.$[>(%M82-7WYU8=]-?!#CM:@!/4.1 MPPD,O(LY/$AP.2RUA[=NE'V]&Z+_>:_)2UNW;=&^+"XQS&7T^[4UKG MXW0(??C1UZZ_W:HC(.)J4$ESH-RIA@_G"Y33U'+*#G&(TV3V$?_MFVE-X73OS9]_1L"%+[(M.Q ANX8&]BU1CK\?Y1.]D00KFAGVTWTE<.5:/+!`M!>Q.O+KZV.GU@Q\,.#0O$H-;]HBOB,37<9]387O3=;PF*QU]% VK$ M8\OWES1+8(-Y'D5081.8<2!=P\K*CEY50(;]Y8V6T=-;@W'&W(Z(ED!>S8DS M 0&UM=_D, S0%)#?+#R+ V>SF07]X>J9!2,V7Z](0.$##:Z M3N\E'+70RF2;21G/H!VQEG5B[EF&$-)1[TX1?\9Z_W;]4<()*XO>]9T?+8 MEZ\C12[R3-SA KA16G"LDQ=']XL;IZ]+WZT+SY;<++P5\5(P#.]4'YK"9M8&. MNZV26N]XO_$?^)=.CI9?FH9Z^>E+@H);9?>RACWL;B_]LXOA&@\V]&;6I=KN M;C.#LXN\.8KA7I"WE=S/FOR4W>UGN!;12 %V,WL"D=Z269?>_]LE5=G$(?.8 MFUU+CUMP,\5^;25-,6RJZL%CD8X7\(?E+GT[9KFOS?' K2SE\..8"D8_@>$P M67(CB2U M<2AUVN$TU?:?5<77 -Y"1]X8;;G5 ML)?2(TAJ.D@&1Y11"N/[/S:8^:/HB2;WGKO#V6PGVAMLD-,O8+K+9<0';NR21OMWLRY+ MT8!Y U7^EV4.1QTVIDT.O3?IS<8#^'M@Z'UIK'=8];M_MDXCU-20*.^(0$ M#5;3WW\UB\X7]6;U9Z\<\)G62/.,LZ^7WWZ_^NW]\KMV??.IO4K'WIRX+B4 MS[]=PB+N[B_77Z_+V+ O1')9J_VYO;^ZDZ[OJ4^W=Y\OKJYN_J,G^YN?[_^ M?'D/?WRYOKF\^7!}^:L&.[J_^GIU9PW?IC88&K+']74DS[Z#|)AS$UU5%8:HNI/.?]:U'/ZI47[K"LJY-PNT2U5X6 MTYQKB'2IC+;]GXA1,=*E_%'[WV*7VQT%L*Y(B#8/Z4]8?8?.TU?H1SW.\2T' M"(U14$?ZG!5%0]&UN.MIOUS\WOPIW(I?/'=>06Y*R=V]/(F%M2#KQ?8=']?.MU"3HC? AX!BKME^]6CR:#G:!)I9QX(S09GET,A(!]F6\:5;,$13%%15P=X & MMLF0\M*40#19\N?V*Z_]-@\]2\X9[X]6S1E?+O(Z[>$>QE;WC79_V"\M7K0 M'HR]D/0E4E$KF)X_&[? %@5,7\Y+TV;BG@X,#CTHUV,@%ZQ8X*#H,\A(US M6M2 &)F?'KI8(L^Z+LK6?4:RS,)SGRU?AB0C"Y M]9-,HG38S/3P+#+3T!!?7($JG^#1/6GUH3'I^E,,(OR%5,_/-<$S1NSV13' MA,OANM;Z=9/NE:N%,)1 N%))IZ;4#_F.4(^A_=\X@(=L"L:PA.J&.=&)%71 M9S=JIY:L?B%UH>1*1SMZ1+8,ZSI$'#AB]6TMB(3R!_)_MNI8V M8U-*,\&L]F7@>]J)XL?T45 -@16"2L(P:_<-3Q5SK0(IN^Q=^5EP6G@=B8 M6O TGO,24(HW7!+$##RF_(ZL#?8,G-6)L[7BZ1S;"YN"9D-W.[/A"G@X8)TO M\VG3-L,@"6Z"[_])&UD2U'ZFT^X.4M9%M]W/"U*]K;TQ[K7]O=+V1K<]&@PK MLC=ZO7)WY*UIW&T;X]6FRS'9&]T3M3=N6^)FP,SW(F0M?M>/8^I?9BECGSCL\V^0:JIR=#)M??;GEJ/[$4OR42CZ6+AQ=J1<5'L$$+UC\- M+Q=ZKH /%1"Y 3=5IAIPU7/QIUH"H;U@.AH^AQ"BI;&?$Y"X/*50B%=<'[^U MK5WZ1=:2>BK>LW2FF)^)QXK1<\&[^:6F+&VDF@R4VI@4"D]'Z0IRT_)#:1?5 MMU!A2X0Y5!L!@CN.,>IF)63PE2(3#R5D2]3&S7E6)U##4Q'(\>H1P"'<.UI_ M6(#ESA_(1]0UOZ6D/=F$N%&3$+?WI30)<4U"7),05XACMLB)<>\N)3FRZ@L6 &JZfT1HG391,Y7U4U]=*Q$*"'"IY2UT M-BR8!]NUNOU>)2;<;[H.^NHP\@%X'774KF/:*1X->]_)8 MN7ZW:]Q0QP.N7G6^N>,;2H-#6^"08'D)OTV79RCM%K*.H^;]^2]9QLEQ]W M%^>PMJH[D!3#WG>6(Y,._=!%+&PKRAH/ZY_P*X_-*

;%X!17DM[A+>/!7-K12C MC-_XOHPB<%@CP7+T(K3RS0!>581];C2EYUU*JP?/|(\,1 MXWDIGE^TFFP[GC|$GC_LI\O^&IY? X0Y8EJH<+3#6IZ//F'<1%\@SZR>,GO^'>6X6FQ]?78B.MDS49<'OP0Y%KI=#E6"Y;HE<*C;"\/%1.7UR=;W"G?IPI9T;=6W&FH=YPI@/# MKE*<*4>_KIPS&6<7VQB:!SJV?:\A@B)IG2V>(KKA*+NW&+U8.SO[+88KUHI%M,!2!N'PV+9ORJUU>FZ;6IF4(H?7^*BR"K2A&<0Q#4IO;.U#:VU7$HPC%I8FJ MAS&1=&^$K2;<-G35T%7-9=I&$98=R+1^93&8AO;J@88G27N[BNAL)M,&&/-) M^\!J)M.::%3#2I/:I?3Z?2#05OPZX/F716'B40=RD_P\\39NZ2S0%=]LP MYP1?=-*=:CXSQVU;SI\UFGNK\HE=1{0!YC_1#58I~V%1YB/CI:A\;>GSAE6\|MQ3!V\^^?=A3?M*+Q1_#D#T ?NON;07>U=2LV9DF=TR8_HAD95WRN=) MXM@+BM_B3%*?39:>%5C,;PRT8[J_29U^]J3I%9S*, Z,8[Q%@O2I"&*CO\:* MN'8F'L/L*=,6{FEZCC]X\MZ54YG8])OYBA=?>C1'# Z: _M%-%<70Y@H_C5 M%-_6V!55X]MZ?7#<,;M -TFW0;GC1+E!IT8L;EQ=(YX&WV]*;VNLV[?%-Z-N M^%:EM?MXNBL?]4SIZ9N%3@ZVGU5I,C+]1$;=IG_:L>-;MW:::0\UTX&Q==_ C M!N5]BG*].K&X?L/BCAW?^K5C<8.SBU&KT_-5!.5.VK'ZG?EPT#31CCRGAs}-M@L]DAK4B857UU:B<2[4%-_6D)3M@86/SB[&K=%{;U#N2%&N3B&B<1,B.G9\ MZ[ZQOWXMB],!%A%VNJ,TU5LC1/US1'JG\XS:*J@17]1P@1' MN%A7&Z M]4*X7MT0KDGYW4W*[_X76->KFBK@0E7 HEG>7NJ3Z+!9945P](O2*H@JKQC MH^HBX5KWZ&EP%Q=7A)-86C_06],L-4C9(N54]36,D\ZK>&G;IBKW7] [.S,M3M^VPU2SO8I9V(-9C=Z>QF0]MNLZK](O*E MN?_M[S_IV/%OI>9D%W5;UZE#:Z=4A}:L'=961>NLZX+\C7FD5]WTLJ!..V4V M0[XR/0>@X,O'Q$<3=A3-:PR:5Z<[2GM-BC M[YQ==-]]?DTB20WBGQ3B;\3WQQ7S?5T'0J^WQ^F^VPW?KR,'#'Z;X+]>D5\ M'T>HM/6MG2%~B=:,SYUGGK4.:\96GG"0%_"=:R (J!4VM><=;FDS)B14]'^EN M;S15>6A[BJTTM-KOZDD\V&++,kK^*L,@V5-E1Z9%3ZEL;H*GKM;V^_-K3: MT.I1T^KN+>=5%#I V[E3<7;EVU,I&=V_4HP8_CNUGB_DCFZ6WLT@DLV2#^+NP/ M?_5S8B^G;/K%<^>?*+?91'#?SD)G=@\|O^/VT4XA>MR'_^^&)-@R+G]OPTZ_I[WN]=K??R_RIT]8SO\|[E&ZT M.Z/L6_(>E?|]KS-H%O7VB^JO?-0:7^C*U)%QZK(,!6<"O(1Y,R/.1X5RF.Z? M/,:TKW#=DZ]=.2,8MIKTHI*YJ-6N^C,3I&MT@"W=K=%A_N-@ MZFU+Q,<(E :'ML"AMQA#0!QG$F_>L>|\2HZA[T:<&UU]9nP0@=]9#IA,]A(> M,?7?EY\>^XKNM51S7*?+>CL4I"Q6@:LB1BRP*OS>E]1_UCU@PAV-(+=3D' MR :E"[_T4=[(HC]_1SQRC.B^,4:L[O&BK^B(V:##$M%A30O_3 ((W>F68,1 M.|\>(-4WV]X01>B&,J"BYLM8Z4J$13"7W?,3HO*;|_9[0&7.2QZWQ.!U9K4.M MZI&CQ)JF116A1,.I=\|NNJ/TK)#FR'=^Y&MZ NV)"_0:+K _E%C3D6=W7*_ M=M$S1A4K,H?GI"DYKJ=1T7BCM8TH=X3+Z.N9ZU^/SWMK[*9=HX2:SHY\0DE MAF2SZ>GN3@uL6]#0^2]2KR]Y|<(2F KDE9OF.Y+>&J.G2K&PC3. MO43VM_%KI_&YVP$;?YAN,M(8=#L_\K=Q7&<Q=@H7T:W(@#U::O$V[*&D MC=/MG5WT>ZWAH%[Y# TB;3Y$8D^(U#^[&+2,0;W<)PT>;3[W84]X-&@8TJ$A M4BU=_%T<*](:===:80AGE|SLIDC[:DG9>^FT^N'"G4I+^]F$=N{|\^#>6I0(7V]^9ZVMST?K! ?(N>1NY4A!50)AD\S@SXZ[&TW9P|M6>P9[_>QACYX)004^Q^N_9?;'[2G|^6OP)*P#4^U$6(=2]/#Z2L5A&1&H\YJU)#*XT-EI/.MGS7F_+7T_I]$]R;E;Q<844_O_CL0F|\U]7I%,4X#(\;U+!]H=1H>L3>,J&5@ MH:<7XA%-QLU;9=RLFD)TM:DW9=M6GV)M5%UM,.DM,*F6;8UZO88G'1PFU;(=4J]??#U>/?8"_\8M6\[2Y^H(*-# M0+Q'04?7IPR3#QZS3812E'+Q2|QC*UVUT2WF ^#:,LB_I: _=^<)/\8XX<15M_L7EXKE9YG#48>/>Q-![D]YL/("_!X;>U\=Z=S1FW=-3&/Y8F(_L_M_,%CYH|SKLM1ZYHB(`=),!RP3*;5>'FSH(*9P. Q*Y'-MF/4:l6 _S\"I8DEF7I6A/'E+Z?Q4X', D*"G)G6F?D$DXZ)0VZD@'H'H%@\|_M;(&NQMOX V+$U\MOOU_]=G7Y?;N^^=36Y X]9<<%E_+YMTM8Q-W]Y:?+[_=%_M4L3>B,ZS5WMS>W|U#]W?:I]N;SY?W=Q=?<9/=[>_7W^^O(<_OES?7-Y\]NK[\M78,=W5]]O;JYOZO|IMXM'7,YM0(V38:BR@\X^HY,GDV_F5[P>N_!HKA8\C]; M_L1V_67FY*+>8-7DHC@9Q=)6*)&ET^X.4JDLW7;"*;&OS,)QK]WO]=5\WRM05M/' U\]%C,(YB7GNQ@B<-=!9W%KQ@RO4S*"\;E7?F,>PGZ/\N7LVLR;P#3S-U.8\L8^RJ,.74W!-,\K'ME'EL$KB>CT]E'GMX5;_7%A[8 AYL'M;WZM-/?!':TB<-D?*Z_>6#/_$L.@ZJ MS1C "-9&%V/&N%B"W$5;^PSFBO/(,\PI51.SQ1W.3ISS[$26SD[4,+VH:T:M2Y(@VHN*%VH."4H,;1_]N3/EN;6OI@2)70&5SW2)=)G\N.1;0+=R6QF>;3]] MZX-CV4)8,;.7<*4C8![6'/8%*&S:8H4M; 6R *P G+)?xBCDK?V%:,.L.U^4P MOF#"SN)L"U$4!41VB5W.']PU)&3?;&H%ZM.*P--ZJ-DS@>0^VOIC=YTKHZ MH75O*XKX6Z4D<;M@:*LXCU<_%\SQT3.11O!^Y^QBF 89\$@,%X!K+[F]816K MPMA=VL+0UNZ3[*_E@@*^HFE59A03P&:!=5-#%5U MM"_LP5N:WJMF#"7=[*]V%U$TL')2JV;IS"&_W-4_HEJ1BM0^PL_:T2Z7C[F M9<]20R,3GN;,HNZ("MLS;!84-H<]NH%%&P\BV8@@!Q1=O.!U2T?W+]TGJ. M4W=2@X8Q7,+UOLWYW>B6=G4%S_[*+,7B%,^-)O2S'M(OOU(J;8RO\[5.21,A.:$ZOU%ONGFD]3KY|/^:72.51A+]Y$1>R^PD):QJP M'<^.A 2M825G.-S5L#fM5E5^.N^.*?%.C$3PJ M^Z=C1$WU3]8W15!%"7=4,?JKBY)QJZA7XU:&IF&!?.5BPU;/H@D_'1M^[1.C;U4=XN\%+8QR/P=E"77$^(6'SI M#_8*LM5]05';MPM:*0@S=-8!\W,B?1]7!-K!DNL>(/K,!6SJIS7GVE>N3Z 0@JD,VWLV\B@.U?V=;<OVQC%Y#KG\"2O>&BT=[#>MQ0/>;J";,N:%L9ISEB\C5 MA\(M1N"BLGV8+N'*.Z* IZG!&]0'"FE|/)NQUCG]E,PYQ-HSX]H.13)6U&T M\T$GTS7%Y0Z0P?C/<[7)OQMH?D(C&MB^D(SD%9DK2 ,5^[K MB*Q^X&&$SOB*!^:P&;#%[+8Q6.ZP>@$?]"+"]WV;:50IZP13$0M9V M[*KO+NDX[W9Z; P@-NCC>+QDE/Z&IA^^FH&IC\7+J,R?I$!V!&13ST/JLB@ MR"H3(92)\E+I/%(Q#V%B3B;.1HFIM-*!QS!N.YDO8(-1&,<";+Y0!YV9SP)N MOY6DRARH$3/_C6,Q|FQ_1]SW31L8N,>>+7?IVZ_?P^,B4Z\84(N0 M6A0G8T%C2=AY8IT(L$6X4A6SUIX&DOI2=DN/ 9V'NP2AXX|2RF0'#5B#VSRZ, M'/UV&U#+DMG"(*^N5+?,Z O'PLCT1}J=@H%@NPO4SW*]W$;Y16?2\(%C^MJ4 MNH*8/CB|2%<1E<3T%<7A.\7TPY-/=P|_+HX/]YD",HDA<55 >,Y&MR!0HC M^?#L\T^U+#$'9WQ/Y@+#6IC-\VNG<\NQ*,YC/:.&H>?C^MPTVX*X/C]J2,\ M.FB&SKN,I.(_=4/[$#XCZ[9:1?7U<9HHE4#FB/C#1O&Y#/XP7A&"V\<9;VETI.]V?_,^)4GTE=>UEE0JC#SLJ@7]K?015IR%OF,_8WRW>, MTK>QGC&8D1$2&NH928U#_9B3&IN"V\/[=,')YK4J%1A<#H^UCK;:T>[<9^Y M<(H$4RS"CUGR5A P5CR_79N[4VMFB41 C/V3'(3M?;_()T\+P#H+D&R86R]R M7XAGH?A{8)0KE^]4"_RY9AM'MC%>786J3FLEQZGND\4@3ZM!?HDF\\9^D2 ME\S3I*=]E)04J:9"]?LGTIFELD;_`"(P+!V>#E$1OP.)3=F:& #(:/3:<&9 MIU-C1'5'D5H&/C?*]-5DCK5E HDY>DT"NIV\AL%-3U_FIX_3<^?VK7'N3G- MGC^9EB:9#N4UD#TQVT>4D5'F84],/5ELEBYY;6O7V;F"R?MY78*M+98/-EAK M+#LCI]ER%"M\3;>,NJD5?U!2Y>9]11=%W&JE@O@P312T'@N)Z_NX/K<1"B$ M3[BEJ2A.MGB]+0^=:6"_6@'(&2\\T1Y=-!;EAKL>%K^X8K@F;2D+T#R8N 2A MA+]0)>C*=%S9I3%U/GHGL\0B=C(?\)690.J=7?2Z{6XZP0#G=W(PX3XV7%IV M]4?!I??/+D:#]B =0(B6UM8N^7!01*"PITP*RA9HYLS$8DO0K7V1>#^#FC9G M=GFPQBOP3[A_!"K!=NH8_X1W2&(B@/_Z_$8?]8_O"RFC8%YPU.IVS@//) 28 MF]^X>$!G5%$G;"K78BX60+8(UH]$WA/W.U+E#*,!!H!]Y[!"->$D5 MSZ@6W0X0M&*X.VB4Z4:LEC]QI'CIABAI;(.2@UQJ0:MCSGB;G*4=":-[+6R.%_M2?EP,.@,$+5I91FQWCU01CQ$+,__VUET&L\XH D\UD&VZQ&8:?WH576)'HRJZ_MQ!+4&XMQ3Q9C';1*MF%PC2441EO[:CHF9V$A8_@<]H$@<7O_/35MXB/?+$<MTYF@,OQ)3A2G:[X38Z9+HLS<-Q@@_H8N3WKB!U)$)Z6+7;9QD)H*2-VE]\U" ML$YB8/4BL"K5*_Z3N[2Q7!M^-V6;M'\O'<6,P8?F%,5$[U+*8_C+>/V6XP9,M:,/$;)1HTI<NL/Z[%P)T;OTS+ M&WA0DQUZV*4#4L?,>-__#6MV7IGIB2*>[!97W.K(/!.4;Z,%*X-0)W;KON# M&Q7A*LG_B1H]Y<@GM=NB^T&;X3P*DX6HT7]C6@<15@8QNA[G\&&A?^$N%V]_4[XI[U.70L\3-=P!E M1"!J_BUW?A;N6;R U:!WZ\G. RV!M&#@*SP)/'N'A &[Y M/N_0B=U(]J;P*V]B>CWFN.['+E,6 T-O/(;_+$[4^:Z[YRPEB\VR) M?,4QGZU'(!IZS=1Z1%'&YEQFR0R."TO;/*QL]_#(<_7:,&@;HTS@!HP/=^GTX#7>0&O0"5M M$_]E;JL7Y!0H(S%]YL-RL%\A,53F)0MX-1DRH!]K/S1\>$!"+%1F5PG*# 3[!P#5],3)2X#Y3XIZ_U* MCD"0L0,FNB8K[TP0?6"AX;L!/E2K.W:982I(Q*-)-UDLL.'<"!WL TY*UA 8B MKI0=TMP?A]H!?3(7N1W*?>)<.-[e[?%U*B4G["T<*OPJ/3OHG*@X34HA6 HG(>MN:<,@1+2K4;V+57 .Q@N-WWRE;%S--6Q)4L+R-^>6;;-@]V%.KC#1$B.I0V ^$^KCF&YJ%"A\RT@B%BP9...<;"2! M6B^_,:!?4R32(LT*54+]T(3,P4)LPRPH4+3L)0L)AWIT3T"+!(W4G9]OK00R M$Y[S.WFI>DA=\'EA37XL%Z I>]Z/RT<=C@5(GN%C_83B)%,,*T6]SO[!?3[G M2_@SW.=$D($OU"MW H_B?6,_Q4F-V=1NBF11B(Q (Z'5 H\@3SX0Q@/S =P@ MY27T!"NZ%K+GL,%G/C .QU\)"CF*)DX(0A6OQV$'8_Q3/5G1NF%O,.N#^R1##_M\6=.)Z*E>?RU\(1\N323: P)E-SZY(XQY54<^V$=-N.Q!Z E"^3NN>C[KW1H M!=O4))&)++=+@W+'&#V%(Y<-) XT^]MJTILMTS4M"YLX+H2X44M#BGY @ MD1AP&(4SLTV^5F#5S\(Y@#V+@1>C'N/SN^C)W,.N5PLL 7MDVE1*-;VF?.(MUY&M*S7_1XRZ,<3ML>V JHHW.XZI&Y"Q=SSB<<5#/]_"^CSPF5/LMH1]$$/$$]PT1+KD)5(WMH4BM'RDAH%O\M;1\U0N)WNT0^87*CX(:=C*WEG/<:APL4CN2;#_+2ES3&:<-> M7']6PX ZO'-T+_"^K"'D+'FK'10*>A @7T=ZK.,7-56TZCWU';7,Y=G_2! MJ&<:&CHV"^)=]DA2:W]Q3QU>S[O:7<;]E\@1LY8&JR>B>*3Z5.Z$1CW4?":U M+W^R@ES:,)*_9Q1I[XM1LV@&/$\SUF.3(L32WB<3^AL("_IY[% MU8R9Q2LF>/O3MG;'6-2+FZQ1XCSHZ.2>;+T?MO2.XV?HK(?+<5Z+=MW2*."C M^_1Z-K';,'9K["1QMPG#GFP8MJ3$N>/6[_;)1O=/F.KS,>]6T6F'O6FA0O1?H9?0_T5MKRTY8I10,P&2-A"$Z,+7-2L4,.B'+=]//'BSOW MJ"^K1^I+C=A=@.AO"7_H^,\B'G5KJ2 7<5JN&I\\B1DAC:P@B&X\ZC[A9/D: MH1K),K"T*0! ;_'!" $Q=FQ3)E[AUC_@.[!0.E_WM*^>;Z4G9IA2!7C@4W, MN;1D"+>&,-BMZ0/2WC]MT'4%RM(,+#2&/>'YIH3_A&-4EG$F%)4)2]T7/H2< M_M*Y$OILT+]G302MP+1&#,K/X]<+KAA7)KWS+H-3A'Z2_A?$#O%B8S121XD8RM]!TL(OP8R$"'"MT_>P5ET$;OW^:.3[_*6!DL>?]?>'XYXN #@VP#2F6^.D% Q^@#IL_X.KPN)86O)5B/9$$D=Z4W+' CSD+XD# M[\2#&[']%L&O\I<(V<3)BE)_<9ZR6B)'ND[BZD?2K1[W"*,U1;@0Y\/P=6@:.MB1A:S*W!/<3P&LX?R'B,4G@][/CLR?Z]CCK=-,9C+YU7)9 ==U^1]*:%@$K1 MBE"6((?]GTK-TB@$%BY7DGZ5[(RNEN)9S$WNXB)#@8+E1-%W\\%=!]*N%,.(M8)FXNKI4.W 76GX+V ,KD;<#AN=W>O'WZ$7H,?T%'"1PK*E?-L>;X39A8. M'Z]GDE6G5;&A ?T,^Q1B7-O3K'RDH, L1-M(3^-AUT>1[9ADH0#$>G@R.-!LM#-S3_-GBR*0[."@#2,C HMLB_;BZ4$'!U) >60W=:?^7O2HYI BQ-M6V4BS?_!: X)JE=#2[)=ZD5QZ!S\3\[5@EANXBP&H\QP@TSD ?IA&,24|O6) MF39F@,YBO*$ET_9>LP,+<K$9R@.C)^0C!6_E*S>L3OO"'\04 .:?4%VLZ4:'|_[.#JU19VCA MOI>=_E)&@Z^\A7PMV>L_[O_(Y[UEH%!)Y^Q=,X94Y^Q-N^8/*\'UG?/!5F]< MR,A8MV65$39(<=A(,6IU.X4,|3)(<=S3)W1|#T,?#E$Z']/Q@=. G666&V$? MX^_JR0Q7V KU9H,#P6;R<86AT*#$8:/$'+|[>_LX;4>CL1U/UW:D(FE>:M$8 MD<=+H+_0'>F-"B@1\TGW*B>)(S<@>XT!>;(&)!>1?#UK8EA[T0]W-F-UZZ(?MIGJOOR7X:!SQ.@WB/&&$=RBJ]JG9[CP7CLB$P/S>G.C8OM54W9.D.VR%+DS M/;6>%%E;!7;WF#%L,&-;S-CD_D:#QKE1+)!M@-[9P+;,#1+E*U]OC_H%EI/1 MI /S(\^[;3VC2)KV'GO!^V=GI7@UT0,#CYB\$YOC-, Z+CL MP5VS^7=Z9Y"BHB:*5*TQ5@?QG;*WO$2.Q4E86^^,@5$W![60.>H)ZW55A/=,1-NE^7"#68TH8FJCN1RB@U4 MV%?2[^NWZ_O/E]@<'SM?5VO3^.KN:W)^#X1'ZH/+BD08E#ALE#&-X7#;>KAE\ M=UP7&Z_FO]YC#&8EI3M?V7$)~>,V#HRRY@*-<7 :9J-1-DFB08S&:MR57.GP M[9V@D#G8.(#1+EM6UP0"ZF$][!XSFER_86(?]7NN#ML_&RLA0PVV/U7]+\] MCKKLMXNXL-H_S&^W12L:O[R;K\CDI+,+[9I/_/)7"5$Z?=$2+?GH$MNR^_G8KI]D$3Y8W38S+ZVXP MG?9 2,_8*^DE5-E6\HLLW99W3LQKN"8 L=USO]Q>?E-Z?S.AQHS,1*"QL*H MPR"BF3V(#&(P!B#?)!WBX$:#P3RI9..20$,8;F,$XM>)&$X=!X0^K&GGZ_M:E;.O5]X M%E -KN)=C,U"RC QJE;."3F9^CC Y1)HH"/5HN#4W&X2@KS5VF62*XF&9<9C@NLYLP?YMQF6^_E*,.E[D2W229\W%$PX^: M^^<(4==BP!2.^L'[4"T#'[@N#@*BV78^#A681]-> 3]P MEJ+_|&PGIFG0<$]U$)^Y6 #(B=4&YD^<13=E)-U]=;"KBX/$9S08/5*+K(4O M4?/1C71T>*@IT^'"=?_OB#6"\N4] MPL]S -^333]7Z3A+T[9?U=EF^*@VP0V9%>_I'V#'"32BGQ+*5#BB,N+2>)4X MB9)L&AO"(F_43_AN)CC0I9@H*'6R9 ,?G,E?1-,OA7;@@V\!U[*.9@&,,9_^BBM72 MGF +: K!ZG'<$(8185'&\.8#$A??B#(-\/375_)G<#)1?^RP?"%@IKAUR4H0)P#G?+6HK"5UQK)4^+FQU6=0,1#TFQ0O:L5>WQK M)1-)(**G;,YPO8+\U&$M>7U:U3X=Y# -V MXDHMN!#)0O<)#.+^^P3'WP8]D;(UWW\LA8O(7G%+:1^0X_(YS4!###8!A,/N M+ROC)&1,]E=>TVLIXG_*]343)Y^&*L!&02 E\O/|[U%CVP"M<3OLR4S,%/ MQ%&=N5+>B7/`:`)BK\U,'T&Z0+T?I)23E(5E5:%|>*=*:DG%8D7?"L2*OF9T M:#RM4?>1U9X1"=9/0I0E%>1<<5-XW?6>VZS^606 RV]>V .0SF(O.*]?(.PMV=|9%GX%6 N4*GZC;^%K;@X+\F[A O"7Y_=HZ(/)+L)M<>)3F%0IZS\Q?@#7 MPJ7KN 9>A2LV7SW7MOFJ5#N^T/WP !E7ML-![5XTJ-V<3#PP\[ECPF=!8//Q MZ7)/S[1=@ #8Z8P'9GS39JHC W5$CVQ:";>?[^&Y?RTM'L\XEVL6Z\)+?M(S M P]-7?*!<=@>$L++?.43(^_Z2 HW(*&(;) M+_BKTSCL7GWWM$HP.-F,>RJP[MA]QSF68(R.P_MH@;LBC,H.QYH.[#+0G]P6=_F*DB>O8H*%]E0H9P L2[B2,B0)+-J:[=_)6G?4P IL\F,& ? MT-B"=8&U#>NG0%`,S@W?S#RYZ(]CO1F.;@Y$I/&WV=+9A,O43;*XU$Q,[9_`N>*(P*PK(ZLT#1\I,J26DS^),24K+8S[4%3.#,TL M!"F(?H##=(E!/[E9V%]+ W5O"N8F)O;C$^!ACQ9JY2+!C3^Q)0*%8+7Z&(T4 M1JJ?KU]?7N99+PZ+)O/L&#//&IZI"YX=IM%\F!1BPUB%\/R!!R8$4^5CFE@ MQ!=Y**. O4>;(ADE_17/|N^3&]7A MC1&0]VI^$X54.IB:LB(V@ZP2S@"R9%N0O%PN0Z OSE;2 "17&J)E,D2J MB 0G1]B FDG%ZGY=M.+[K(B+3^[!1P>> UK9 GUX>-F,NTK0]>"Y-GZ4:A0Y M>-<,L-YF"\N%X_GX'@,52'A?(P9 V5\'3'PU0XT. 6ZVE/2N=U'&E>F\RDO1 M 09W@Y*"/ON)BXO&!#?X=SF/_2S=GS,0/SR[2B9294""M,,P2X[?*"H$B+TA MJQ)95N+BP)]3MX7^2[X_ 4<^XNA<\B"]Q9@",O4 K&,2#&HV.Z!C(("V8&\#W*BE:8 MA45[]1?X#02"9[6"#/04);>R,^1WP'L8R=.<++>G$E/@"7"I3HGV'ECPPABK6<'&K4B@=F 0K+&3225]8\"LC*F%V MED0GL SGKD+D>>>QIW6NBR%FTS!8%[X,3>#H=P$5#&EY$E2$0-+>)'[2RMX"-MH<@#XS"GJ+M(!IXP6+5(D8@S]"B+7;N.\T$>:!)T5<1Y1XV:Y>G!14KZK/0"9 M3Q5^)A,BN!@"&3-YBA6_F#&HFH/=T<%*V1"Q=E3)19DX2E/?G04O<)SGIG]N M1MH6.O\H[]V\@PG3E,,,<)\S!%N84[=RS4O1QF<[U#2CA>V]#B%[!D:H]U-M-KS#?$"GK;QPB%6P< W12$TV56"L,.4BQS/8$R'"*?O SO4/%WT5/QS=>M02$ M#.(Y=0NH1T"UOM30SB354B*$RA;?..?63]1-0#[YL'T+5,;?D+4. XPQ&5 M%B3U03M=A#[']E);U@I \#<&1,42#73I[X 5%:"AR!1>;,.LUX866YP?A=:A&:X^4+0'"*Y30)[P_3 M>21/1("L\AV7X59^["+4.UWKYK^\39[!7_)-08VUQ5Q3VP/ H M_Y?2U12;S9Q,P&SSA"7EA8G!H048%7"EK/MBIQXSU!,+@'>$YQ(I8:3NXVIMY MF P6@0SZ!9Y-=6M35W/<("Q?4Q:@S^&J\'-PATN0NA@ MZ2P%S^ 28C8)KT?,YBCGU4UV,0!I95Q_P,\C277Y[9I+)KE-^'+@PD7/)|/S MX+O+;=K34IAF8\9KD:(BYB\G2XVR>['4VY4Q^ M1;G.H9AC>2D_/,0\J VP3_%4^E@EKI(N@X[U<\3#R)4,/&"":@\'&Y;F86*!+?M(S M PJ-7?*!<=@>$L++?.43(^_Z2 HW(*&(;) M+_BKTSCL7GWWM$HP.-F,>RJP[MA]QSF68(R.P_MH@;LBC,H.QYH.[#+0G]P6=_F*DB>O8H*%]E0H9P L2[B2,B0)+-J:[=_)6G?4P IL\F,& ? MT-B"=8&U#>NG0%`,S@W?S#RYZ(]CO1F.;@Y$I/&WV=+9A,O43;*XU$Q,[9_`N>*(P*PK(ZLT#1\I,J26DS^),24K+8S[4%3.#,TL M!"F(?H##=(E!/[E9V%]+ W5O"N8F)O;C$^!ACQ9JY2+!C3^Q)0*%8+7Z&(T4 M1JJ?KU]?7N99+PZ+)O/L&#//&IZI"YX=IM%\F!1BPUB%\/R!!R8$4^5CFE@ MQ!=Y**. O4>;(ADE_17/|N^3&]7A MC1&0]VI^$X54.IB:LB(V@ZP2S@"R9%N0O%PN0Z OSE;2 "17&J)E,D2J MB 0G1]B FDG%ZGY=M.+[K(B+3^[!1P>> UK9 GUX>-F,NTK0]>"Y-GZ4:A0Y M>-<,L-YF"\N%X_GX'@,52'A?(P9 V5\'3'PU0XT. 6ZVE/2N=U'&E>F\RDO1 M 09W@Y*"/ON)BXO&!#?X=SF/_2S=GS,0/SR[2B9294""M,,P2X[?*"H$B+TA MJQ)95N+BP)]3MX7^2[X_ 4<^XNA<\B"]Q9@",O4 K&,2#&HV.Z!C(("V8&\#W*BE:8 MA45[]1?X#02"9[6"#/04);>R,^1WP'L8R=.<++>G$E/@"7"I3HGV'ECPPABK6<'&K4B@=F 0K+&3225]8\"LC*F%V MED0GL SGKD+D>>>QIW6NBR%FTS!8%[X,3>#H=P$5#&EY$E2$0-+>)'[2RMX"-MH<@#XS"GJ+M(!IXP6+5(D8@S]"B+7;N.\T$>:!)T5<1Y1XV:Y>G!14KZK/0"9 M3Q5^)A,BN!@"&3-YBA6_F#&HFH/=T<%*V1"Q=E3)19DX2E/?G04O<)SGIG]N M1MH6.O\H[]V\@PG3E,,,<)\S!%N84[=RS4O1QF<[U#2CA>V]#B%[!D:H]U-M-KS#?$"GK;QPB%6P< W12$TV56"L,.4BQS/8$R'"*?O SO4/%WT5/QS=>M02$ M#.(Y=0NH1T"UOM30SB354B*$RA;?..?63]1-0#[YL'T+5,;?D+4. XPQ&5 M%B3U03M=A#[']E);U@I \#<&1,42#73I[X 5%:"AR!1>;,.LUX866YP?A=:A&:X^4+0'"*Y30)[P_3 M>21/1("L\AV7X59^[*

*M,;!&L;V*ZK;U!IS1,,!%)C2MW>W)@*NW+8D=(U.:-H"AP1#2M@D7>]AN&/\ M6O. Y;CWKWK.-,#'TS84MK"T;>XVN/C-VB+WO+$>#1]K83^-]&;E;[^+B]18=M;OZ3ZP=HBGGLF3G+5 %5F9U6XBK=_+"+[;>TJf0ZE^>NMU8VGZ,^E9\-EAT. MENE[:@_=H-EIH=F&X9L&S1HT*[$U8T^C.PZZ=]-8.+-GY-;K4Z'4TLZ.,.MTVE.YZU9Y]*,N*OG MN6S8*[VQ+-="-F-DZFF9E8U]W)Q+2MCDD_;[-6F5!LQF//QFX4]\S;Z9<_/W'^S7!.N&(>]T8M>]UX@?NY,38/,.R'3L:IHDCJ]*N^\Y181E5P4|[\@/A;RK:Q^+8U;M]++B/Q274Y-K2&"=7$C;V& M9341TQXR9[}hF2XWLS@6:+!F9A81#KU?2WON7C9DS]?ICO&S&E&9YH45';U+L] M8IT[6FRK?>)F%ER?N:,!TNBWN(C:[#L\-O#XA]G8G,$.'4_6T*)A.]AT5V1T4/W9KIX81GZ=']7\ J%FJ-X-(L"EERM!'Y& MLRD,!':5""=6F$;P#:Y;FE0! =}!.(4_F>679CGDL+/3@.?:.G'G>*/^S MW0O'L36/1(S%9>,&-J-P\'LL-C,*G)HK@'T2ZC]QCXGMC]KF=@Z57-05]9A8 M/CNXQT0)L'"/B3T!Q_T!RH+KFGI,_ V=@H:XQT1]WW^'A/K#'K98<*PI8H*-M.FC>=^NXX#ST?K/!@#E.2\#5/H:K5K5O'T/[5=&PJG]SC>&.M1UKFVK4<#1'MVZ;MLV3:GSGKW^>ZR'E]#{@)3!E,&4P93!E/&PDCUH4\NVUX2^^Q\^:!'WOS M(-;K@X42(X1X$C!A&3 T0A-^B,,:P=CCQGM41XAFI,94CM\&>M0GG MSWPZD!9_4@4FLNB8&\[JHR!BE5,9?M(LNRO>?_OX# MJ:Q2@'1J0O;7OZR$?,FACED MW7G5#\R#M@*MK5>QR\W-JHF9TC.9&#&G00PW-ZLH8NRRIV:U(B.U.#4/U0ZT-MMII9G[N;51,OI>.BC)C3(*;#B*DF8MH7T-VLZN?E@;N"UE8W&\#27WG&G6 M#-.EVZE9=D +(Z:B/O,*6IF=B@?F90O0<"4\STEY2C@,*YV.SMV?8 MF\9063;@SUC]HS-"F*S7SED7D%:WKO #6?"NO'#.'YE3:)P9O2D>X[9?$F4 M>=-IMU^5U4'/+V,.9#9<$B;M/6?R,#(KB,R:X1USY24@TBY;IW1T9%Y! =[[M9"HB;>TWK$!<60*SV;N)HV35P,E_??/7MMO?C:@&UU5)O>N4#6VPZ'!DQG=_MPE2,&>/HH-7YF-;65A!F%B3$/X9PQ=):!%__%$WRR/DIQ]&$=I.&^Y3Z^KV M8.&KL%0SV5NX:/,NQ92M_!9G!"R8)IMO.19XG+&D%#'=#OO.W=(L3^-?7*XW M_O&%YPSN6F+8==MVU^U.AGWXW&_;/7MH=^Z&HM/ZRVYU7NB[IMD,W[ES++VY' MD7"'^W#H3V.)KQW]T%C$>#^;45B^X-<&^#+&-<)E,CD624CR.A1O*FJ#70&XB MDKSR@=U.5I5C32$Q^?/'=-O0,@_=0@"}?O847 L'%/WSG_+0.]2>5:CF1TA-2*R>2 K R (/+< E-7!M2V:-3;.,5Y7AP\N*9D*ZS-.0T MGXI:(VM M3V*>B-E(1/+HI;0:%H[KIJL+@Z@)48]:GU#+\\Q%8Q_K MGYOPTW>KW[>[S7:KL_:G5M->^_VF1PV:=YUA]2=M_K[:ZA]H3?V! ;^)U\1K M.O6:AMTGG[3%!?^D=3QW5@.L(A%Z+K;^TWDZ= MX'YS)<]E;__;@V__TD0I8PL>9$[L.FC2Y?#J%^\'GY/1=_S M'$?7[NTO9&!MYY$P-UY@P5-],;$;V.=-'M+/88PW-_B_02\C _1W"OXV(@ZCG-M%M9F:E1MKR^=<-*9UCT2L]DJTX_$Z.S^:M!90U6V\R#3&=/9'G1VICD5)TZ2-MK%_&[5G&_UY&]BS+G_K'[O1M\M.4ZF."&)*JQ.EW;7]>]@QI=6(T6RVIDX M0V>L5%VB4G4%K4'>C&DQ,2R7DI-#;%=]76U-VFUN[UA1S'3WG"/\F#DZ9A@Q ME3S 2EN%AT!,!8[JVA&T3V6[;+]$)EE3X29(<_%K2AFN+]T-66_W;K.4^Z@M#:X[U;9,Y<#D:*EX](2]*R[3'W@0R%1::@_V#I>`);?S.O58_3P5.L8B$$^,?5I)?4V;M;L=IA,E?V-$RF7K1V/H[=:)$1-CF$IM. M-(#@L?6E&&,C7+PL=F9BZ:LPWIT8FL>>3.G,GU8X\B#QUNCO4?A(A,\>V_M=2?N&SJN5X&$GK6HW>[5'T;R(_+V1L^)EX.8PM4<9-\>^X%ZMW-]66]ONL'5N M.,8W-5[&MOCBU3A%MKZHS.(,?M<-6W?LI"MHZ5X1;P4K^#NV;7KCV9WSY&$GXWKHW.^N=HG\MD=FUD=G-GKQS^-2"QRZXT MNNGU3XN4RZ@R8KE3'IG3/DMA.I]O5T=GK3[36560<<%T=M,?L!Y5-0WCIMV[M.CWJ"OIE?Y".X"?&T>U$UO5M5%5VXLB%-*K:DZ*OIX/9.3K+71A=7/O]%/D7 MU]K9CPF#!28+3.[H@P6=9H%PN#8]G94'/!/$&EZP6ZDRM;SHN0L^^Y#IG7Q&OB-7$=,M[O-F>N0NOZYC7(AP&X,6UR-7+GOP9MB^NCH:%CU7)7K: M#;LUX$.N^NBX8$KKLC)5'61<,)V\,M7OW;$R534UXV8PO#IEBHN2=R7KV192MM;M<9,=%=FN]1V7U:B;,2E3)5>G^BV2,8=D6C\P8UT$8-MLK:,AT86&;E[%OHF[I =$?YIP#Q?,G444^KZ5.%\!\U4H8Z7E%7?D.O%T M4]VMW 8@V*5LP5@_1S\/$"]@([*3Q20F6$-)9[>#H89D&#%Z8Q M(#$2,G@?2"K9AK<)P"@-$.0BVX4#=#6.Z2'Q5;AI C0!X$-R36&]M#[\$0[! MF1?0@C1$XG6(D4M=WJ>&J^3+I;/W%&).298N%JI/PYA{35!&/;.UZMCK;IQMEZIV,^6W.*,X]--D)RTKV9)GDI[=5A$6YK_3+,=]MR+VQ&PRI=;,9P'=>WX MC\XB1HW2V!,@_M8$X/+>-^YP.CE$\N>Z#4HR #8/93>0UZ CBPBO@B4Y55P^M.8W$E4F5P<<%DUNW5MXW I2M2I1-,ZQ50I*ZQ="0;N9!UW-_1%[>UL(2*/O8O M6(@WEIYD0PSH\U#.7T GK5MR$$#M^>G2,&6"R3[$2P M!"-*W82V&C=./P=A"Y [ARB:.1C/[4AV:T;&>.,?7VS/^+=;_1=G3L3?&"R@ MC?T1!K>_O7GSP?K5"YS]1S?^AV8*XU.DFE?&;$26G$ZG\O9+D3)2/W(8LAX M <7KB$\G&93B!+Z0HV#FD9 B <4'?(@Q(#16PV;": QW",DC'&D0#L)*07QI MC@TT"O*'SQ0*&A9VP5C$;N2-X(DCX8>/PZI?A.M_Y*$XPI0%,/"%SI"HTZ>4U\9IX3:=?$S?'YN;8M4<9-\>^X%ZMW-]66]ONL'5N M.,8W-5[&MOCBU3A%MKZHS.(,?M<-6W?LI" MHZ5X1;P4K^#NV;7KCV9WSY&$GXWKHW.^N=HG\MD=FUD=G-GKQS^-2"QRZXT MNNGU3XN4RZ@R8KE3'IG3/DMA.I]O5T=GK3[36560<<%T=M,?L!Y5-0WCIMV[M.CWJ"OIE?Y".X"?&T>U$UO5M5%5VXLB%-*K:DZ*OIX/9.3K+71A=7/O]%/D7 MU]K9CPF#!28+3.[H@P6=9H%PN#8]G94'/!/$&EZP6ZDRM;SHN0L^^Y#IG7Q&OB-7$=,M[O-F>N0NOZYC7(AP&X,6UR-7+GOP9MB^NCH:%CU7)7K: M#;LUX$.N^NBX8$KKLC)5'61<,)V\,M7OW;$R534UXV8PO#IEBHN2=R7KV192MM;M<9,=%=FN]1V7U:B;,2E3)5>G^BV2,8=D6C\P8UT$8-MLK:,AT86&;E[%OHF[I =$?YIP#Q?,G444^KZ5.%\!\U4H8Z7E%7?D.O%T M4]VMW 8@V*5LP5@_1S\/$"]@([*3Q20F6$-)9[>#H89D&#%Z8Q M(#$2,G@?2"K9AK<)P"@-$.0BVX4#=#6.Z2'Q5;AI C0!X$-R36&]M#[\$0[! MF1?0@C1$XG6(D4M=WJ>&J^3+I;/W%&).298N%JI/PYA{35!&/;.UZMCK;IQMEZIV,^6W.*,X]--D)RTKV9)GDI[=5A$6YK_3+,=]MR+VQ&PRI=;,9P'=>WX MC\XB1HW2V!,@_M8$X/+>-^YP.CE$\N>Z#4HR #8/93>0UZ CBPBO@B4Y55P^M.8W$E4F5P<<%DUNW5MXW I2M2I1-,ZQ50I*ZQ="0;N9!UW-_1%[>UL(2*/O8O M6(@WEIYD0PSH\U#.7T GK5MR$$#M^>G2,&6"R3[$2P M!"-*W82V&C=./P=A"Y [ARB:.1C/[4AV:T;&>.,?7VS/^+=;_1=G3L3?&"R@ MC?T1!K>_O7GSP?K5"YS]1S?^AV8*XU.DFE?&;$26G$ZG\O9+D3)2/W(8LAX M <7KB$\G&93B!+Z0HV#FD9 B <4'?(@Q(#16PV;": QW",DC'&D0#L)*07QI MC@TT"O*'SQ0*&A9VP5C$;N2-X(DCX8>/PZI?A.M_Y*$XPI0%,/"%SI"HTZ>4U\9IX3:=?$S?'YN;8M4<9-\>^X%ZMW-]66]ONL'5N M.,8W-5[&MOCBU3A%MKZHS.(,?M<-6W?LI"

*M=%8?:NLT{GHLT2J#C@NF-+O1Z|9[}DZ]M=(W>=0PBW6K(&\6DWR]7D4J!9'& M]Q_X_@.99+48//7S+BDC>TV@XF;LW"#_<#CI,4XJAQ.;&8614CUEL2JC)#YM MR[&LY90)^SJG3+0;O;L[{IM?.;ST!XR4RB$%F&7(>*D@7EJG%V$5BV\6E8-V M]F25ZGX[/)>V\&%3$<7&4HU:J@_MJYQ<>=-F4ZEZ2"DQ!XEQPHQRQ4AILT^A MHFK#V[VK)>NI/W2NTOW Q6KC)V;$N*1<7(;G.PYYH+Q&,('HAKAB8^[M]TJHIZK0O4I70[N^6;"7C9@]>^$S7HZ=SWNF%$M&S!;$U#OUM1;9?V^>;(&T M5J)?,?52MK"KC!TSZX1Q4@V+Y16VL#=9V*LM!.M2_>NTI;>3E6R-M^X"QP[AA[%09.S=VB4S :AG6EZ8EO">`>RVU@OY5!N/+Y{VQT5/ETX;QPOQS MK3@Y*\=4S&%P]O82A^Q^MELOR\OLI;+CWBO-F-UV^UD36;Z89,-U6 X772K>#RLG;BOGWJM7)6$[BFZ^=Q%?!{X"Y<0Y3%=%BWO6XC$M,BVR7&1:O%A;9+FX MA]+_ '4TRWW56^D'7;++>V+AKGI/^5_U=46D^ZV%ZSO<-J-RGD[>;=D_IX7O5T MT$4OCWQ<#V#K\U18 4Z*GH4T*5JL3HJV<#]KY04T1P9I;5C, 7TD[HU$6"^' M/3TRTA]0^8R\Q&P!BA-G(@%[C\&HPEAS^.":%;>POX&LW0]<I(0YVZ]J,E<@FLO%6^:75<7P2NR', MP)N&.W7W:QBM_1]$!'GH>^XB=ZR8^?,HR^`,]=WXMB;P#;)"V=. KQZP9CK M5@5S3S540AE(K9=D'T;@+V<$>%.M&5&@SN'UX9ADZ,/4J$@#]<0 ,1'R6) M7 ^M. CA;4$B#T18]TA8#BP>3A/XD,;6*(6CSB$8.9%05X#*"&?!.$;$/RW=T ML63;JPS9HI9!Z(63@@C2H&$M7I2&$A_B{(=3.@*/!K3_$29"FA]VSU+9Z5;O MA!JN0GJ$1X]1X*&.;$U ""[U^ LL(7 14)*!>O4Y.WX+%^;%XG")%L" _O+ M;C.@1 $ P@@8,.!^!>JVI-;MOVAOLY N)Y+'G5PN ?:KHJEX<9P2_:&(6-%0 MLE]!9B(E?(+WP3+>6!\B)*,(=6[4@B\748/SFCD8UHG)!"F&<&;.@B3|)(1_ MQBG), /5"CQZ1(@VQ|Z\P|#):!J .2=I?+/IX#KHWW M%9I7VT<(%^[HF/CD$3,#)T1L310U9DZ#T*)<'.!H0P4!<0_&KS=S(E@+2 0@ ML7MM/T*%'K\G#66FM&R %'&3 Q6;P2LJ-0U_="()(7:?$ D M0!GW01%IY#]D5,1'<&;"062](=[(S'YG&G;7VUMC(K2E&ZC/W 9#Z MHO2# MFU_:.IML!P">"7L^(L@\Y.Y7KR\W9)7;_>!UA?AY.HA-16^M-31++*!F)(KH MYFD$@DC T@] /1=)ACD0[T'MB>@T\L,XUOKV$G4Z2#03U,SA.M T\&?'==-9 M*@^R,6A.KD=R\V6G.5C"]%/D _K|%*@/%Y:O1)XB#T*2TL0/_6R,IW= 27L M0=+++6*E1P @+X43*2_4S&+ET4MGTIC91/S1H3^,FW;Q<4D%-'T^VV^CP[MQXG}+@*HP0!T 92GX D31.IRSVB5A* {>)\F3E?X'W F1(+$3W3] FUQ(K MZN<0,O$M$?(;+ N]SG@5, (!FA$A+7SGL&3UAP&H)0OG>2-0XKZ8AF<8/H?^*_CE'Y^M3W^<\^2!*+/MN_U]MZ2-H*(E-PL:1)H>Q?$5;)N$NX-9JV#DU0/IY8"$@;,N ;N')R=@$,F= MY/#1.X<_O-DHC6)I/P$? 9;SB+Q0C =O%Z0A=! E:6X]"? $L91#&F54*>+CL MSZF(Q\Y"GJZ?0+SBW1IS6D0/'G+<&)1,T'COJ ^L=P$\V 7+#*\G+((\!.#0 MN]'3AL#$&!?^*>2$=P #7R5(T1I& <H,%HS&I(B+*9!-N#8P9/(B @^% MBH0CO2I L*$"BY1ZO,\A4F<2?I+?V*E,MW@?5'^"!)SS-Y,DT"A'X {_]CT.G MEY, "NT840W$ VNB& KC\:.3!%#((!6>]\Y,Y(^KMT+D6($<+! fW7:F5A'&6A MNN$,#DP9F|&I_@@" AD(3B-! DYCF\3;2]O2^@ @_U.B\IZ)&; 2/!0 M\E+273H8MG&73>OGLBK,H_D<>5 5-@?2TD-YU>UGNZ*WQ^M 1,*N %=CA9ZT M15[:C6ZKK1_64&XK7/0H"LF1#P\$B8$Z9H-L$RG Q5??BY6_M6$ 91,L0*[C MJ_*9@9Y+QZ9:]D;V5A55Q63(59?%HS=.IL"/R&[F73H5-;_%&<6A#SK5QEL, M.8*.!1&=26ITI[Y:R.HU_IY%>S=RY%[38SEQI'>'S>4%IMHKIAG7/K|3$XV-]+@%3RVX5$.5RX&5GF$MH?$AFG&YIL6.^%-_Y)KT'D.9O2&G;U/X@!!(@)>#M& W$? 8@*,OX2N2Z-*G$>,4!YCW)0O3Y_N>(W5B M\=6+,T.@L>)>:CSA2GH$_*!F'*<3=%"@EHIZ/#!F/%E(+P9H^ZXW=S*=.R!? MVSJODM3&Y=\4G 83@K)B 3RP?%(%%NNZ^)9,? UB4R^-+$( ]"Q_V XB,&H M57^"LN*53P#*7/1;X#HL"W `8BP[!0>81BL] HQW("DWZ@G4HO7XF,ZC7;/?\ M2;]?PXB18>),0+\MO0$YJOSE.0%$V@9Q.I>A) }!H8N%$KC1FOK\WR3N2 F M +>$?$N/ K;KF.%FB5!IXFF39G;$]+[$VY_ T+ ?XN=M9E?5GV+9A0|>*AFCQ=14ZOI.FVJ1Z>&T\ T!50-VRO=3;KH=+9J@R?K- 5L507^3RM#G*Q718)& + .8-T]IZ7PZ[MVS]:Z\++A=I-N\ *85%FY/$]EAG[8+]&U+ ^?Q-BE9]+EPNS&;G1ZZX1&^0X_ M=0CZK8|U&4$ "OR_STS+-WD6_17E6? VJHGF]0X'NUKGE##]$M3:/.=7)XT$ ML4<=>L+)4TT!VAU!TC[FQG$K7N"&,B?[9:>G= M>=%> 9Q;.R110:5MX&2LR\H5)&1C"\J+[YE7S2/A>GFNB3/#]HQ_K#Z\,RS" M8^1@JM;@ATZNP=@LH:P)D M@?((T7=W7/3MMKQE:HM2E04M\)+9=D(@[M 6ID#QK.=R M=NQZ/E39J2[?.LICD]>"S&:26<|+Y6'JM9(Q5SDVRW,$S9U9F56LG25U:L[M'/"%NQ.Z5. ^T^M4^13WJ8+ZR74<'0LOI<:@-]A!*)U 9NZHW9P57.U&>$S"L M"+@.IM>=EP# [E8#GH?79,U-I?S=MNC/,+SLG]'=7Y<|*UTYG%S-B%QWO5/1\ M3!//FO&*CE8'YK >Y:8V1]M*]^L,$)E#.F8DX!US!E)*Z?QCE:,%$BLO8MSX_B0>,<3S3:-H,\Z MS_K,28S+- S^GEYVULW49'77DA/A8C?,M >!U&\(Z7DW50:UB]M 8%M'8"%SZIFG=W_4OW7QF46@^]V(OZ:Y9+QB5CB1#PGO>K3>%T\?

*M8^^8M>.&UG.VY;SSB4#6PNVI>#GG8;6P&OT"WJH,W"T*M-/].8@HM&#JE(9Z M@5\|(7R"[]"$?-89!(A;VAYD&1OKB-L\|7BF*^8).>]BED\663W M[Y^1W1_]47Y1R.YW)*+X5&0!?GENI@DFZA'F]0$>I:701EXI/FH_9)J9?_G=`M;_]C;8@5?I-U2JW^Y;?_YC\G-5YM4%7\$!VI*&C(4<"T^G#HJ, ^:8S:.6DA6`M;R+@-92,TX)AMX N\M,=F[NBMT@OK LR'@?^^8?CWW[I-M*/RZ\#S*5G*[.J]JZ^;W;\VJX2WZ!>X9A^C5M;!3[G9Q^,I*#]ZEC3Y8WK_M?T@K)R6W&)%E$MDJ,1<<).K.G5C^`D@_]TT IK,\0_?_JB__^_]P!'[SZR\^_MQSX.EUC\M')7U*V^^Q;-.DGE5?&N)(O1&|\;? ;25MPFL8>K_XOOVE^_]M_MTX%$-9A4TSW56FNN'X*-9@TT\O32?NS,=R9_O&OWI_4.AENUPOVYBCHB3^M%-+0/)50Y MJ$W?&^U,H61(!>#MLR;210[8[MBY@)S"\YDGH[8U/#<"AR3]N[0_=IA/]J6ZR&'7XM/GF1]U*F)$59E(G)KFQ M5GP1.R7 F1$*V#!DVKXW_3XWJ_5K<6]LR)N29# 4G#5)MZ9&X",+JBR2)[=:M3A7THBRX^76Z&\UZGL"/2]SGNVB+R\?;O<5(8.QI.7&U9?R\|D3=]USTG_O]Y M(OF<%?X9V?2I3AH?ZB7";,8"\/PT;^^3'1VXT99_QX>;D7<\ M3^\'K[\N (TX^/#D8ZV/3=GU]0^M>,=_9_86>)N3KUCW9B;:]0<#9M8nnnD]VU_A_AB1]H[@_A4*2;U+@CY6_!/KML4W5"PE=9&#IGW?OWZ=&`\MATHMYX@QMJ=AS>XLNK^70Q$[4,U'RQOW*,@)Z#!_DR\YU$*/*:#Z;D8_3',)(7V M+9E-S+V(Y">6.0^LY+%ADUKGKZAU/@M^?HY5:.^;"B6M:2QU3?WTZ"HC9LC&2 M\ADH/<+4 3]PQIHO819@(N!<\|%1)XU=-B]\B%H>:(?8W5^LOI2\2WR%P&7#&%(\ M" U:)CDN]Z"W6O1W!C:-=@T*-%9GSPM"C36ACV58#'! EA\--95;.8GB@(F+MG._=B]4W$M.,>>B]2+OP$[$[[K3]'",*%19P[@/]>BF.!CT2#=MIZ/^NW%(> M@8MZ:-^=KT#9MX?V**KKPD.8Q64O5B^'ATP:P/D^%J^!-LOJ6W-UZX O'M/Y MQ8E/V<1O9-GZ2IH7*W};5EL<5ZJ8G3%1-5$Z*3\8]@=A^+8U"]V[E6LB5;M$;M*QU?7:6D FX*]S @/BE?+./HT7TO5^FJQ$S3Y;R)] 1&?4'=.]52;7S<=)78Y MV[=O?^SW%,D6C-09]PBB 1G+7/7[*2P@9"?LC8B5R^VSQUH42A?]UQXL1IP& M,IB/$)RD#;IZ%;\0NCSM/*_'L_S1:)VYWQHO#;,UM_'ER39_#VEQS.JE::X M6O6E()>/GDV2_U R3$#^(P\TR2=YT2_AECN)C=:,]$B,.ZI?6<[B<_JO6I M,P.;P=S/<'2<;8DQ;C7C<+3=E"%_O-&8QUV_"91]fY3V*Y;].8K!_$696+)" M-,@6)Ff]_M%FXSP4.HG*E)1>6@?L%)D MCR$#ZY1+'O8KACO++!7#'11#O&8?KD>%7E002>^*1R25[U,WBB-#Q$3>A2&4S-M VYR'X7%%>A+<&;#,O M4'MD3G02_80_1/;,VT3(AZ]'M4\HTQ[;DRXJ;U-L=S@%,+'2J>&9C=,$.MOS]C=C[ZHWP$S$YFP2CO\G,WA8;]4<2IU5I*CZ5693F)4U7#*Q DA/YQ.^XV MZC.GP+(@_BF1;.GQN-.'"P4*?3)D93C6,Z6?_3\;%$0$0?VTZ#WM(!&,C 5$26,[SV]!-&O)R=6#V;RODAG@YHYP+X#1G(XIL,& F8:6!,V,_FJX GTO#N!(#YR>&!)5Z61/[I*< M-_BZ/#\>IE7Y/;ZOH//A#LPRS\4/"RF;Q>,,K\|HTXWCD)1+GO[='B.&$^:.B>--Y# K7DH8XG,(ZV0^]!' M;5M^Y^O?H3_T ,;^>Q/BCK*1/$&F,E$5;*88X.C.5#_D1#"NJ7L"I4HL]9&4O'3#73^- \,9U%;WIH.VE/LD2I,.M5CHMC09XQ;"H2*C^2G)PFIP"C[;*F.U,6UZ4%,)7*%>S2L7S#*9S,O"_7T"\,3?1# M*<^)F3<04&NB;N?TQ=)B()4DAOXZ&FR+!O TM%O:MP2.,E:[-"Y<0L@RDA51MIK.:6Y3I$=TM]HMTZV[#7'VG&16($CEA!-_\/E?MD8B'#B)#%W!K+U8OT4R7 MKB690VPVW6!GT.IC),/UF9\V1@S?O8C,**UIHHXF/W99$+++W!B[W-?YN3?MC5.Q2&M(L_+PZ/NS]>&;;_27.:NZ0L U>M)Y>*Ł'$6W\/?D\+Q_8%KN^4)MSLA<|+(%M/?0 G2-Z%RGBY[G\|'B)%HF@-M@]0(Y^'S3'\(U@T'=1^s%R.=8GK@DJZV5+.9YH|CT>=-]Q*G<=(2IX$2JG&[' MD3 +]9#^>.;H^[%35,.^Q[1R5FH**],,8S0>>ET?IA1RZ\9_<><.!BQR\|22G MFW;H_X%##3THSZF9CIBSSM(CYDST]!=#CS\4Y*@X]1X?P/\@N\0*5T.M9;_'TS'65:HJU'(,*T)28NPX-@. BYL35;"TVXOK\BE>,6.\F.(S*R3D(1Y)GG3 M^C+1-WQD*(*&&JG""## 0*;-Z;E_$@XCG$4E=G>A[W__8+/N2"D!:MDB.)'5NX#N6 MM6BSSL;\=;PI-62?K'-TF';*!<-|=>]T84>0!OQ&J2'8_I4BLA\E MB$WCC:HKK:ZSSX_V5M8F5O4RWFNB>BDH.&3=WO%0>4=5R7W&$TKA5/=Z"M6 MJH_.E 7S53*4T1<<=FA_!N-P,GV&:.*E4L\5<+]G0+X6RY$V0\PO44U5 X>ED9 MM$0,"3=4W=>S[4L E^,MO4'Z]; ""%Y'GUOM"8'^#P"(=*?QD'CO]#'<-$$* M4A_+]J+SXSCO-0]QZ5(7$"GM7"@-EC?*$S/G/.?4!@K#CVI]2M'-+N_\CNT> M&9Q!EM\>K\ SV<@327H\@,V"997#V]&AF2XOL4.6 M?B%GKP \.6SC5<:= VD93!C-VWY[5"H"O;!W&?/2D//Q.'6,%3^#.GOKAUM!P$'E*?.9H>;@AF-MV/=IUNF.#^FZPNXH%'>TIBN]T)R=,JWA++$@K!7F$((4M2_DLX613QVEHI*PC MF,V);(EW7%+X9SEGD!EL^IF,4=H<8*]7AT;I@,Z#+'*V_W8A$-&E @T(M$?/M M2C@S.#,P L>'4;RAC8 EZ&G(Q;]9$\RU\92;!60Q.WN+FW%/>*6MM_YT"8ZH MO09IQ>8PN5Q~]/QRDI_5/3;;B3$7\I'9GC[0.U!+(ZYFT@OK\6#6\]R7R3\)? M+P!JWR9K1LHk."G5[+& S-7)(+'4GF.R!3>8A;34"'.Q\3%JBP-(V#"ZF+1Y@ M,J8'="O ^*AZ(7L"S/Y;'/C6 6]^?7069'+DPE-+9UJ;$QI&&'GR$7IV+#'(M$U:(?B8_VYZZG3Z4L8549F/=B\Z3:2WDTC,9HZ7?KV35H3#ZNO_O\J]?W_ M>?F=$6P3?79PVWB1M?U&Y8&S";DAWB19J-[FUE2<17_&D,_-#]A 5C&K*X/= M=46..V!S0*,A1RUJ08$3CXQK?' PY1&X(80JEHY?>O%&V(Y@#4P>9E$W6\U!L8%TE MLAD+!O)@@IGOHI_E =DYA^%1MJ^c9%.T4&\|8,RMP2=Q3F$G-3,F/H<,6. M,D9Q)!?H2"1*?+WDV5",&MIGEKR8'(X68T!V0=F8TL(US)8H:6OKH#QY8E M@ #5)_*&FGU&\X>NQ#B1WH!HZ1 L"4E>]f{4:+-I'6C?G_9!7=;BMRS(TNRUMUQ>6M\;&Y)O0*U/E%^(MQQZD5@SNIFY-;G?.HC7CAZHM[2_M73RG7SY*OA_] M84*ZOH>O>4AN[2WLKSQD;*@Y: 4EUCTR+A;EB2H?V*G2%NF4;&EF)VDD'KJF M+$M.@%1$5^PIRD:5?91SQYPE0V^YHUVZ!Y#@)O;.}]T>)>Z)&CSIN6585?S MPTL>=H'(?#:QE[@@W+-(,7L!>A8XQ|]20.(CRKB1NO]R9+8PTZ??AI/VE MIVP\|TN1A!0CI=*3T#S1KX&X]+ONY96:/3+]KFG2.1G_";=O2:YZ/E15.4E MV31"Z260V_P!HZXG#K'#4.*533T_"KD#JDPE/P]-M2*(ACUN3LZ3%PQ4;G90B2$Z!RKT!'YFW,#H#@/^GX++^0%Z=HE'5QU%IA+ M$+)V@6UNR6PEH(>,#W)\Z)-PQ[@T%XP3\>%8:XENYU+Y8US#*=ZX:|SUAA>0/+_,U!=K&03/B3CGC_/Q?U1#_>1CKTLH;?T! XI+5!T9#TE'H_G<>Q=$](.TTAM#7^ MNE""YK.X.9!L3[W-$CG>K(]/4><6EZ%L4-^[T,4]LGAM.C_V G-P>,NE,5.50)L'>O>T+XVS\=P69-I6 M,UW/Q7HOUQ_G<[^HS_*TRG6LTD!R(UQ>!OVO#69S^?ZN?T?L[B5?!5(9L$& MOPW."#?!HYA/!]GI^ @H.S6:$@M+6U^]DB_+LL4N)T3&#CM"A;EWQBY.M6_I5HMKZ)O?/W^T";HY\P M90]SV*A&;]YIBUH%QPYP;BU2N|SGR[-5UD-]^@:QIU>K/[$ZF:U?0]!2,/YA M9NE3\0%?W;KD<2GW.PN?3&CAR5>->9M3*C90_WKA^6D%USW87;S[M\\=.=E MTHO0<;B^4LL6=QYK- @^2,AAX 2/-9AS[>D/"SU$;N;6WG^(2HL2^60!?V< M+-OP!%+K\#11_@:S'EIQD=?' 2[H=2<#75WD_<)Y(M)!:G8&X)#HB30M*\[A9KYJB?N!++?2HD+6\]'R7,.!-(XX=P15W0^33?//9P? MOL?]#-%F\RB41_8]4Z%+8;<4#.E];6R:(OGEL1/S2!SS+=()C M63TCS7*PREJD*EMB"2RZ;'?0]GCNW/Z$3CMQ[:=X[\$_IWM_W\?!DNZ_K?.M%4+Z/)6?]E2*!U.ZK8VZP6*0N2K8ZZ\,&!8='PO3GN?[P\|WY=0WTF)(O3\= M3U1%9RNK\(9,T%"WY'X%^&WWM^/>BM_.SHL\$F*<7;K)1+E9G.T@I,H63[C- M\SKYL.OD3>KT3'PNW0_R9[2'IY" $H04I*3Y3IVZG6.]PVFW 3YXF+HKD)R7 M?43/;^##K@&+TW@&>$"F$]00<@*"O\,?]-N.P"HU_VF@*@"(?!L_C_PE-:. M>NF1?/ZRTFOP\-1,.XK]*A%&VW(SC1GB0TXR0-G;>$0UH1Y$$UUHJD5>.0*Z9@_E 9<M%%%>&^^JD[:\#.MB+W=$K'(#]-AUMQ/I2?1P#@I9N;)/*Q6"B%1-OA^GS=6X MO=HG;\6;NY>2CSBW*4[MC%A;7O*QH6'E#7=QNBQMX?:E6&[7P M&"+7)STRIQ/#C;@Q7HKANYTCK+FP'1H(%)+=P!V#?N6BX:%\)UERJI=KE"W5 M5T-"3U:B?+P>H:6;7#M">U(>,#,\4@2+!1+^Q:SUYXT:[_-4/Q6:GP .K4BE M5-]VV8.1=W=H,X$/!42(^<<=MC*%JU3Y\!WH0$*0=1(S7 1>9R.]C7_0B"B,ZMUQ=2M.=RIW,]>7HQ+=MHOR@?5B]6WT80B"#X6;XZ])_PR04-Z149 1,^62R) M.:^QWC\)9PN30HQA^XH:K'#)1=EU2PCS;&/0HC=WLWXZ"8B7;1DU$;NSY.%^RI1FZ6E$2]!0,F7EQ 9]1HWKPM__Y7SZC1C_XH3PS,R7H*CHBR^ZRZEA"69.CD_ZMQVJWA@&W!7;BS)W MZTRG,_"]UV6=QD>BL[0Q>D<"'^8EX(H+-[W$-6_$AH.S]?V4>B3B-6]UPR MP>1(-*#//MFR5I5>8BD&%6;JIW/0<1>1=SQ?M\(EFL_C3@#^M@@0HEF9?05"D^DX*.-^KORP@O.CY7K_)X-4GR."MY@(:7 \|$%P9?HQMV_M2%01MW U!%)M\G;W"_Z!TZ(8R-D]VBJ;JBY:Q,GF;FCVE1:HY$R%AK&Y MN$G4C]2K8@<,<8H=I.&D*4=^T^:?3P1(1=.9*+_^2CB4&"%[+QN9*,SU<4A,V M*VF< !+>C9P]X3:K$Q8@%D3Z+V.-3(?^,"-7P36[CKP"U?=(PXY#58_>9(]4 MB^54@I*6;-,B4=XD=_S"/E638GD4-WB1VD\YCO-Z C[DBE 358F&#O]6KTB MN;ZEB;GS0_E7#7,9*24Y...N/TEL,P6.G MV9*R@R8GJ9.MGS7MA%+CNS\(;ZY8&$&-7[NHIYH.[XG&5;O0T[IID //&GB ME!^ZX(DK"5%P=.F@;M/TI3W.`BJ1S6B579B(#IF?5X.B0'S&0I1/%V/67[C/M0HB#57.27B;)SZJ13W8%AP"O#=G!WB88D2#$1=8D+G/+FQQ$ 7AI E)7_$ M8/3DUY)DTOKU>>>:8R>-NQ?GQVE+)ULIW>X92SS\8@4KEZ>'-,\D>6O,A(KMI+6)*@Q2:P766N.-/*$=4XV<>J)42'I-(D6XG-$7>E 40[.8/0^\%16Q>+'Z MRLO!@8//;!+8ZMIY'M<|9EV13%00O;SMHD-P_>"DAF_:K4(>I[$C@@3H4+U;?T6D5\HC]W9C?AA2$$2#= L,2<0\901Y7\V4AA*TJ MQ+O90"U=SG/(HA)'8-T(8U4U*P-X/+,N9??S7S_7SS_ZHSR=^GF1\Z#P#2G9 M&]CFJ4LU?/U13*$BB%70G$Z,93^"1#62FK_V@CK**9!0>Y#985%,=K33 MLPA%=N\&]XAL'C7&[@9!3%2V=*]O65P6,T1H&RZA.=H$=68WZY M+$-.?#Y*M"HZ#4),I*JY,D26(SHF04>'L1-Y%Q1>9\\#GS"W,PPK+P>OB"%7F M(Q@R8O5;5+-Z0I[>42JV"[<-E&W'B9Z.'5-QI'}}APYR!;7LB ?"XZ6BY^9 MMBBVY61I5Y(62(=77*L8CGQ=Y^.5\W"E5XWW>N_X_I_MROZV[A6'"VLC+/S M(FO]7]EA>U?K(X[M++L* 7;T2C=CH#&C%4U IBW7H3;*_1WZ%V2VE_4$OKP] M2)N)#DGGI#JN7@/*(5$>6QFW7LCDQW=9I+/6E)T=E(0*&GM+=.GZ>.&JW1X M 8'&<;(AZ4K5Y>?=;|F|'YHYM,P\LE\S(@=I^OMXB"&5T,[?#V>O"59:H9Y? M:Z7(41U!5M[UD"5_O023>C$O(>)Q&'X;YGY9OZ^2Y%UX/^1L^'|'N*IE- MF!>K1@/EI4|>1.UJJ"C*,8I$|0MU<,B6:]M@\]UJGX+]-HYC,JB<&JAW:TQ-MU!U6(_J*NO5KJ!MG=[,T\D4I3.$.KNPUVA)I=A\TH9(Z&DB%T<2X4QD.JL5Q M1%LC: M'2]U&#4E)YF((IT 4MF68YGK4K+.&\JFS?G-'G_/%;&(X1&9POO9B)%$<-2UF0H M6\ CYTZ@:IP]WRJN%MX31E.G97K@BA'N61DUN*0KI:/(\?IAHU.=E8!X84..D%U/!A"3^]QD/3; TDXC04$K)Y/XNZ_H"M.8[V/VWTR|O^3%,B>G2!WPQ8+\=H*0KI97..D^.D9ZPMCX!Z+NOY!2|Q1E;B MO;!6>\W=%V*=IO^(/(X2R%X!73?P^6MPBDX.1(O$ZP17TY2#6ZGA3?+'FZ7OD72 M/F3]4/HCVW+P?*&?T#HTIZZ[@>>19264ZKBE:LZ#UEO\(.I#@0Q[O-_#W8=M M2@_XNW]+V^]A9A)I@)H.(M!V-Z;GNQ@8\ME^3J'+3WXRCG3^W6NZ(BPW)&@Y M9EC>8# ^F6>K/W@$?)Y07Y:.0SP; 7=);O.VO.5H>W1R*TBLA)>EG4.N$YBI4 MO!9/"FS: =.$=R&[Q293+;>Z"A<;KG.5_R886I45PDYAWF6'D?Q+>V5^;%-9 MM,=O'I?4OF@FR2BP$4)U_Z;3G^U_9JH"(Q+(HP96B9;$<>4%L#O#.>YVSR MF!5R6JE;TCV-'K!@VR8 IG).T?%X3]*+7[=:?0O(R@>]:\7 %<-+F"\<"7 MIG=OCVXJ2:Y;)3+R1L?>'&]6'U/8=1T?C,"^7IVJTB#SWTKV@J6GJA4FT]L MXXAQ0#P1Q4P[2\=S;&VIHY7JFB&8^GZ7A3(1]<1&"B]4H'YFW5WS;[!4YXY", MXMF4ZODZPPKJUK2%((/(S'IWOG>A0.&JQAX&*[8X(]##$Z;6D>\BECYP9V?S+ M]# G59\(2>.E=`BCYL$%+AGWUK*^G_)2+?LM2U^(GR66X\<>XC+M^PT?. M&_UP^-Y1O_9<)D6(/0]L9U\;6%[YX'3\Z4XT^(%0HCZ$2>B_]6_/_<'_ MHS_*TRG^N!?(1LLH+.S#G#\[-5**)K[42$I;'095/;*SAS+GX\9^[Z86(] M9Y>,0)0)LV,!CY9(3M0SV3]0)H889\0%IZ426X.#L5YF9"]6;0=8 MMO D@^%852SO=.\AG4$@CC1W&]^'@[CR%*U14G=*\)DBLX X*N1B)+8AELE!#CY9[?8STM:A[+>"XS!SM,11]54XJ;HY'A2#/@%*B%[^R^!S+G>C;#^,!"@_QVW"'^L/)#$,2CU/L!S10 MFBX<8>WKAET)5NH91 M $60WWL<#!1,VL40H8",'Y(K^6,_Y\C_=[_]OW0!T@TU^?#0M1,U;U)4_\?DM@>%NO_UU0P+O_+^_X,6?_NNW*F]%P_XX!R/-)",.D<\C.'ZF0N[H=)M-"[C+3(?+W*O'0 M:98^)-'6$M= MHfYF"FZQ@&^IAI^DB&CZ>H\")_YR87#G)ZK!\ N^;8W\|OF9VDICZXZ2M*AO^O63C-]W><'W)P!X0.6B;7T'1\)7U#^%+F_7_[*OJG__S5&]+|L;V3,99^MKNT8_CPL;AMY.*1X0Y4^1%B4D@Q^"_B*L\5RX(R=2HYW< 3@B%B_;+-(41'9[MH CL'PY>2]9.%WCW8[?.!'"E6"K)_@<;K4O[%GQ'ULQK;E2+=B:R EA=Y\0/ M(-T.IOLE5P*$/H0F8A@A.SYQ-$-K^'C;S^=-Q-+5N.XB?R;V1-R>[>)>;..,HXZKGIE&V>TSL5! -VF*_!T$2'',M=$15]?X>$WTO)8[X@,T%_/-E@/42_=R\&Q5LC9!L\9.H"!.IEJP7/0ZZ01:/ MUF@'#UQ*L,+1\A,M9AM*$P I&'#AI^DF98+>>>.XXU*A$I0C/?MU+&SXX8G MLR-'5SQT7U:1LH)*)$*?@QWGP'R0' B.G*9/DQPFK MV$GS.[507CV\3DU!1 STM!0?F5GLK%3 M#IK4Z) ?5ES#1SVDT\N8^C #I91,5?)A>>),681_4T,RBJ\])'"-&0O. M)&YR%Y?4C^#>D^.3EE"6CBW8C>B[#W15\BUDO#E"Z2R%B:QB^A&7_0H"9^1O M\ISKR^^^YC-27S.6*[|LIVF$_ "DP4!?:CU[7)IXTH)QP%A_UZX?&L9IS\HA-;EHL#N,TA[';.[>O M7%:ZO#D$8K)WT.W8'GB9/L*!\>=QO-F%;1K*L=FVL @E_?=M,H349SWN=J@L MG.9.VZ] %:>Q%MZIS1640=)!TZ\-U#%T 2>2.,H%Y(*?TO+1<-%)X!>?@A*;MO^0LI0W"^>W\:R!VBI%*1_2WW|/4P7,;TWG.J83/D/LFUSTM> YX/E<6&V!> M3"]'+R(&8",#N>\12"$C/5&&&F^.QP8P04TZ2RP4^G M)H5'%O<(*$[#F N4J#FQW0P1U)1SFA,7+PJAXZSBRD38OJ9T:89Q\Y"V5? M23!C6T!A)NFN:91F!Q#9062+6$&/GOWA_1HE/_[Y%N(IU=]_^UQ+_^B\A%]_MZ9_*P9UYPJP^U\-H3V>8QM!D6CESL'Z@C!95?\.(@6R8?#SEZ:@T/2"M?]K< M=(;VOSZ!?_/0$A2*3-Q+3NN?;YS@VBE.OD4%@%.2WK]2&F T4VQ"-B 0S2@T M%UV4%OZ'*YQ!%[ ]58\^;FKH:H*_5Z)?7) M"Y_9UK+W?52FI+)0BP[Z6O8WUXPZU^);@/5-"_'Z6*LPSDT@-0HS2EW=ZU-M*)HY|/6MES<.,+B'ZW%(15)NAEX:|(&JZD:39T3$?H#|/W:F6T;^;1GA/Y6"M]RM@YC@OG@:$NA@Y2]8?D(X#Y=W-K4 $,FV9 (IN1$4\3XI! MV5>O!RI'993$,^'D31<1]0$RKA?2NX;,[Z*D2+.T@[ZJ;-%Y_ #MVWOG]OE4 M_,YS 2]8WI*S:H&B&D M%5=H#<!E\$C#3-_?#C4Y$04'&K%]DX;Q-C%-7$-;>8WIJ@GA%KG;HE9U4_] MR/D&RP%=$(WP|IDZR6%$HSNLL.U0XUA-9*% M3;NUGV\]*;QPU#%T.IUC/9$#] J;@+$;Q3)W^_8?M1\=0NB,GZW3)CU/>J#K MJ5^G0'I87.W)$0Z@.EXW"]D0CA(]K\N\@%X O?$K.C-XP'YH=WNF^[O0-;?D);_W$/DF?CVZELU[F MB'M6F!5-W_B/XSC|L9V3X_7|+>$//C.]UQ2_\G!\SMOTKU1I_0K%P<_ZN_/ MS2(WM6H\HK/S+7 MKG_C5VDQ3_*,?QX/I^TV-B>KSNFNA0R\7,-'DWPJ'?T6X(4#WM@\MF_X1(M#/M&OB:=HVV.!%Q90R$-Y7KJ MV9|6\$R|H(|?D6.'.@,]RF=WRT7+17:A/XX4Y>D:U&N/;3:!NJ:VW?Y M1>]7Z4F',)_C)1760V9>'E!\/!-/V\]W:TV(-^08,QXOZWX8O4-8:P=1.EX M8"<<(G-F1%/)J;ACVO^%$=*EKJ3_W$2_$]2F;D5QO^QI8U.R#BK7VR0TY,L1 M&&@>&\$QS7BW.5T@#8 V2H>RR+:TRF:2>]_5Y(}AVAZJ@R!\.=IS& 6K))6$ M9M=NF-4A%Q$1/!WYX_/Q"@)>12B=D__O0,0SZE!:.T4Y]>=3#;&I*GG1! M\/PQ_Q79U\-$,.+OO:/|_1WWQ1.GK\'6,.E2I0.5L]P M0EJRI^.X9^A9>N;,|<0QM^PZ=EE//P*0,UF2N5&I#,H_C|#I27'Q;O(IE_=\@ M'OBN61=(G=WT&\E3,'F!2+<:"TU\)(YL<3@SQMB@??2$8M(N#T8K2EL,T[DMI M\Y,,S_]\@3LSS%8_]Y-I#A8[0IL#V"65*^6=BV5 MEA>/^<6-QS,@:RFHS(:Y#1O%!^_+EFA%ODQ737_^?ITL]?_=[@]?$#2W6?WO M'@Q5 C)YU6JR1W$\W-&R. ^Z31_ MV1.3[$'L@)V$:3TC9-78^PWXNR?$!,T_(IE@X51YXU1== /4K]OO-16) M*:0E]D4OF8E35G'SEN< ZUG8?KEXI*=*%DVRZ,;?4!&O^*V,/5U%AE[V*R^ M26/#$_O]T!Z>M@,@BU1+%5O-&?LY{&VW]G=Q]""RU!EM0,'-,EI/Z#=[6 P=,;#<^L7M?&'QJ56K\[IP%_<=94C C+21+"MP1>%[&'M+ MD:E\B5YLC-'-QVZ=)WD8M7M#fOQ@0EP+PT"D4K>CB195/>B<:0RU3_U$/&X7*WE6SY2_H+/YU@#7_@BA1OK"F~W0 M,MK0CYLK=EH7#M>669*^*QH2%$7L-4/?IXW9@C+KP)#%]8 M))6!0L'[6.97>M2=0.&.(AFM.1(<"%+N:]W{$=)1>5/'$;]%81AHZP+W%R4P< MVL3;SIPU2&RCB[+;>'*CQ,K9.RCEA$$#T/9^N_R9_ M"<0|{::M\%^#9!@IAB_163.R2,$.#FXP+_S\PIW]&FB,"NA)\H62GS1[^-Q,@'AD]N5L00V+@V\: MO 4-.F.JCHK%U4P=3=0YY>59;M|8R[!SR'Y(?&/#WT92Q+XF&K3L%,6+V-:3KE9]$8:."ID&WY, KIF. M@M"O 5]4U=(H]>EN7(M5);S=KDN?-DI(N@7]0=Z^)+P)+U;?$VE5MSQ\MU0O9YRKZ;2=WW@\KHP<@@'L77%?/%)>-FEGU+"PK74ZP>47"3;S?Y:&99HZ$-5A)67G)BW+ M33MM.H/V&#>GV ZV+._.79R.G>]?>4DNL &>#3]$'6'FC951&&H%=$>);.UXJ MU(1PP]%O.LIXZ>LQV*9XV.*.D:B9EBT9*3.KG,7-@5YF48(8[DN9T10ZX5 MX*<=XM'I0X0M3F(F%-)UOT-[C8P6P%('16UFN5PJS.\5/*_XX0PF&3!HD&J4 MM*@B%T+TOW(6C;=B2PU?G8G*Z*]96%%HXDXU?GW7_LR"=)N=1U%]_J{XY;[7X4O_@]RA M.@24W9S+!+++7-!1B H(%!DK2/T4V),X%6-."HDM)*V<3]%C"2)$077@'*#CH M*8J>+"%,FDN\5>-VP3O%)(U&$@EL?5-<30M1&2I1S$>7KQL G<\("+Y M]HW!EH5N7GY%V3+# /|0:\4$TK"FS^ZG/CFZ YU-2*VRQ1T*6>1 M39=3'87G3OM_3O7^WYZK\Q_I4G9YRI_U6+%;]>T&F,$S!Z.E?!B5ID'<#CQ1ML9%CDG(C=)2)*23-?(Z 8)X*T)VL6OA!3R(*#MB9E=UV/05=-9!Z95]D"[^LJA4'8ZW*H%Y+?*$@T@)!D>C',[.40,, "M]?F#,_+N]S !UX[FXKSGU,?B;7<41[4_"E&D)&JTT1JGVWT*U6^Y7!:,,V<. MBF7?0I/*=&FO*71^&*T A+1KINEC,2D)H6DI4(J.W==6H$[*8G0#(/%LBXG MY;JQE,HJV@ :,E4D;IULJ89RRV=)"4U.9WO+JLPR7D^<5;(6U'U,]T]H5\?< ML2HR;TUD"AU1MS)5Q47S[[=\FD=+1F4\S;N'=_.!M?W%|_ZN,&K.Z_F7DTB&C MK6%.7E>TZT?*V.UR(NWR:)GAE/(QH_^*.FA5]56_WW7'38+S(XT-+Y/U#VEC, MV*JY-:.=3L\^:.(F2+UM#:7W5NN=9+1R2M6K34X(!Q<16%C8(#862X1*"M2MY9*.5GN<&"3B4#27!ZL&]3=,#?8<.2A?1T*?],K\\-%B[+]RZ* 9,1UAR M31(^0_^\,+PS<9_9"_!#MH>#($Z6H^ Y=C0;PT1#|@VW5$P-T;JT]#C'T-]&MD<(P#E=FZ4P"YIOL;%T,(4WL%'<]&U""R9V;$1;(V5(4?1)*@8\@5EA2 -^+&)4Z';S1T(M*"W>6T@AWK8&\X'Z713DU@T#6D)@\|==I0VPDM-1/N4'CF/XA192?:E(:*4G< MM-[3HK6#^:%!IORFMF>9D]F-U2+8T8J25+00P%^2+43-C9QM,[LWHU!%_H6N MM#)*T8,TZ>HD"'3D0&#]G4L,6C!W5-;,HR!DHWQ,7W M>SK C#!!?9ASZK[E|$G;TR1+I75..IDSZ^C3 MMV&&#OF&2=?:("*Z5D5V>3&T:!^[B@A::S)HH4*Y,IMG4N<"0QP/72&L0FZ6*

*MRKXJAHCiY9(1,AE9,DXM>M**U7WNP';'9RT|YO<=2C8O5G|%Z556";0"[$T0Q-@O#O"\NS28^2I6.C4RJ6E*

*M8#5N.##U:#:C_?:K!C\':&*GRY^(P/W6P,&ZME3D#T7RM'[OTJ(:CDQBFR<=`M%-(&#$!FS,2A'B4H&,J\44$7FW%V72P2_JF'#&$C/9M,*U!FN18;H;08!A|*

M3Q33E//QP.LQQD=/%C#8>T&IF+"..;2T0CU_# MY@48=E%,%P-);%3EQ5(SK1D/A5?2_^S<>U#ANTT'0 _&F/@F,/EVD#H^0"#

MVUW>5I1#F%617AO!A:!H:6ZC.0NH"USX\&2]FHST.(E(TP9X M20E'B-`RZUR\ LS6T1E=!">'O;$54L]Z:@"[T3+=0HWR)^-]'W!8QMZ.""04. @16*

M.]WPAO,L542[L4_L>0WUAVL\I^]O1E^LOB'A#P-($4-@<3(.LG H1RP.ZH* M)OE#LN/'J=CP#7OH.T'OVW%4R7'V6H%1P!TR9AS+,IVH[?L-GU;KZ=2S)E-|*

M\|P0Y7,@A>HW^O'^%,^\KZET-&$Q&" F!>[W7$F8&HW?7(E9N,XX ; D&M*M@ZF\1)'^KTBK(]',ZTSZX ;CQWI8W?7=/:1\N09_9W4S^]!#HXUE;T+7F?Y^_M26I])-H0W7*B4B*

*QO3-!P. #OW^&W#MTE1WDZS?\0>DHA62Y%-+%,2CK=F]/ MFV9UV^T;GER9VVVG4=@!',?'3!E$]7:.@?9:%P.*AIJQ2X?BRM4110XJ=]YMVC^BT+F?F ME4)MLIHDEMWT< NU"%?*

*2&WJ[CVQ_M8L<8"(906*B[O7IR"FD_SX=4.,]CY1S M\8-*B2P!H1HX/C7>645RE.]NKY&]NAOXX/1 F=Z{(U*XJEE A!6(IF/J462O MD78(#3&NBJ<.8/P1Z'EK64?*

*A%LPK"\ODS%+'[)#LHV2P(N"??=_M=&+W79/@ M!>A$73:%90B:+AV!?S^Q*V;G\6T\DXW0ZLTGL*);*'SEHCQH@:54Z)>4J(R^ MF>P&@PVZN_2PH)A5COZ*%)AM:E8[?TS29*

M8B3BIXP8U-Q.NU"\CC"!LHMKV]CG:$?MJ.OVT"WBEGJ85VG2*/QI;?_.HWOVJXBS1CILG:1"@I/>[ZC>12R+;,1Z;56*(I MG&6%4I LYH+QFRQ2>+E+SW>D$_I#!A1NX3P>M'N&&

[M MAIF%!@H8F]@>`"%T-D0!3)CV$M914UY.>?[+H.@F=*;6N1K5;G@XS)R5$]!>4 M+I$&9@H"BL'?.C6E%18 :.UA]GQV[1@0KXSZH4(9KYR$RTR 7ZXN;M+ME MMIB#]?

*R("GWW%>ABUJWG?4VA\EAB)'+L;FU+N5\B=?)2@X /G!'."U;RMM! M@8)) .#F8MF>%.BX72N?-"0O."PI<^O^X&K(YMBCQ%W.(4!O?%ZH^N *2" M*=*

J1(?),#S(|%GG2YN^@!H|*D?QLU&[*'!HFTD@8?#-U*)*S?3@R3ND\4,+B M#GVQ\ICF,,,WG'8_\R/ME6E,E(.6#0SYXY/H2DG.54L2&^TC?++'Z2ZBR!>]$ M*

A:-78(:W,SV%MPE1/QQ;]+0:%LAB>]6H8B M7?W2D\3]P%!]F<9!VYC;0S)Z MW>X%D<8QUQ=R2:)SL1<,UWLLXC48/ MX 96L+)?]!0M@T+WL*

(6\ZVEL@\P6!PCPS%G$'$W7,$S[N]D-WI6Y/IS M.<*WR8X?=:)VPBNQ[$]V,UX%052T0_E]AHU"0S0WR[W]^#1C&?1SR#.+C+-O;,/KQABE#6$.1$1<$F*

*MX!/*OCQ0C+&Z'M,A;=-4T;J1^CD#$.\,85",JH4,&[V;RJNT?!:0=MPX\[85 M#;U.D5UZR\\B+%%9"1@AIA*#SRT,%P{FOJ'D>1T@.0Y(Q4\T>W:#F5^D>(4 M\N0VUMNNW;%"#:*

*<^!%RX(4616MJ:H[6$"$^(F)3.1MVO!Q'T+Q!3"D(?C#O MR%-U8WRHNV?748(&|:>K'6KHC+?FZQSX.8)*H,1M9!\?1 <3.0]KG5.D=;P M7FVDHQ4^%)M(+<6UM.>Z/:D =\,HG"?*

13

6/-1[0QO3:),3I*)C\4^#6GS&\Vf@Q!@#!3!"35,.[D MJ6^<,"-R/63 'C8OW DL73Q6Q-68+IPGJC"W,96\F)0RD.CZEE 8H& 8I2M>`M">NSE[+.=*

[S5@X=QIS_)KUS]T34]%RY$4.9FAI;2=0"&MIES]A-!E2]#JS\ MG)U44V=;?IMGFN#(O-D1:K3"R QM2B!G/;VTREM.G!8$>-#0F0G?&S;7YI2;%

M>6F5."@AYN.8O5L[+!CF(KL(9$"10&AJ+#7T!VW'F1S;SN@"NJP

3R:QIX-1_-6V!B5QD/_EW'YE_T6O W(\^UJNZ.4.P%> MK/L'-(G)2YS26..1.5,- .1.-=RWA#+V$%.S7T+R,)C412T UR+]\0BG!;\,_ M!*]PN! !Y4SMI@3?*

*EL&GP=3_I%EXZ%K\#?]_+12JP(A00KYCP(BEQ_>9X09) M617&6I ?,>VC-NC5GQXKA,L15\?QBO_KN=3MI>Y_?RYU?_1'>3JE;ICEB"DG M2I^T@U,\D*63'4*=8HC7=G!0H?*

*<$M"GJ".E2L^@*#W+!GJ-E]0>HNB+M1D:C>G:H)1'ACO]Z[\=`C2ZWXE9N/W9&OHQ8>;JUVW/;f7;^DO;S@JKC]B M64%Z1[_Y_1?Z>A_^$?+A^O7O7OP,C6{B\[-^BD4@%T$SSG[-DT']:>OW+8 M,?TNW)9A[N8OGF?O@\Y>'A!9KJ-9YD*$9^=P@/0A.B:\ZO \;1]VVM"%(_!2 M@D3T7/M59SI+B!UO"L]E_0ASUV8:]]W__(.@:6%1YN$0D'S3Y**

M^A>Tf^3@KXG55H6RAS4GOY,Y?!IA#[PI+;.]SA&2KI4K4[=E0OG)"DP[6PO,$ M?:P)BJWQ=]TL#>G:\4Q903H%G^?GP\Z/9I@,QV"9"4/8RZ7]8.WNIFD22B%

M)AWT2;3I7]C:R%+!I4(UT\UEQ]HB6/#E[7 EPQ#3;6&)}TSXOEPRZ;0-?C MG>G2\X9E+"6^MA)GWT7%JALH8#6,*E?T_.NTS_OS:# _HU,]#A1':HWQSTOA*

MPWO%5M(<1%;=:9NDIBP9S>>9^0@S,X-)J8UY(#>H;M8+JJ%.?\+VG;/T_"MZ7I^@8\C,=!UUHO.U2_#N!:3$?S/0 MC[^20+P(^#VCDA'6I?

6ZVXF6[)$U2N^/+)1*N)53#%'MSK2Z^DUGA"R1ENBT MV=!Z\6XC$E.+LZ0@P P 5>ILN;4TE3CZ8A2E]) ^-1"P$"B#+&;!,]E$$@1$

MM'".8SL>D";`GPP+=KKT>2(9%B!M4YRUKL%2&2KE"- ME:HIV@]DK.NVH%JE4,8'L#+QAZ=APONC- MG<40;4H! M!S/IY,=L$_DQTJ,F([

Q$DBC=_!^+A"RS*4@<3\H=.VK/IQ:??]_7G[G%"78 MSKOU>#ON6'HI,Z:B8QD/ #TDV8HJ6GD*6068;E>=]E!>=]UI,5D0QT9TM)COTI&8-,^*M_G]88_3?Z M;)723;A"64^T8),$@R'Y

E%L4T@'N2]WK0K58=FQ#IN-"TA;7!%\VKI69$OI M#:MZ1_3.Z%MJ%UK"[!W@Y:#$@;;!W1[&I1@MK6E(V.4'G7:L'V<;J5S]>'C-\P9)N>B%K#Y]EU2WI, ^UL^3[$

M5[^/M\RGI9$3";7WU-GSZ9\/^2.BF8H***KN.FD1=+XH]E+8*5PSI739U_C*/S!!*1L4^DN;4Q42C5+IL^+*]DST60K6WC?CF?5>. ^(]>HV6W#4AFW1$ZQ?I:3I:IX!&

*MOT'LB+DNO!TB,-"'9/D$:&$SCEY$*U^LHN4"N>^N?PU%Vl,6;)%F+?&HG&=8 M.1A66F"*63B:"C;\F!0[#N,)D;5P.-#]WD;1 6HX(_]J1[#-[=%Q-&-E>I> M70YRLD!0OAJ-*

DSSCG,Z\'6,ZA84V)"+],3I'Y8]?6-XXH8I2^3!A,8O0N<5$ M+J=1^78ZV=P[(%#_^,9'/K1'^7I@$;MJZ<-C)+.WU"C MI8:#R;P2XY3M|A +YJ2V.2JT9M7_N=

*[H)],AP9TPTC5VS$0]45IDF:<87B%D M2=X(-5Y*X)9&QUX:=5G/^?1)5(KL_F2(6[XC*2(14))8.M=&IHVH6ZC M:O3,@O-GEN%F3**

M>`!D);CS57OM)Y5RLSA[<>DS>N<;^HD62T\J32=R=UK2&QC0HL[\E9IS<_6 M:29(\PVP5 >97H%2_:!6ESZ<$ZUFV31+83+HS3=*.M0G[3-*

]Q3W9]SW^:#\G^@2^P/6:FKD,PO)G/F7D:M/$YH<4A9@H%O2.$TGL/^B:9V4 M69C)++G5GZES?]>G[W0L$;.7=$I:L..>[HM^-X\(4#K"%W6L!QL>9CY0N'1(

*M0WZKT9O_>B7ODZZ2IB]=Y6K<7DGZ<>7O.G6ZBI+U@KVDW%CX\WPD>3_Z(Q8Q^T1|[L^$8R)[L!#IQC2^)TTH>DV&_RX,*C0B2#]V==<+OK-R?2*

*MQN'6:NKZiB@PW4W7[SS2.Q,-\&IP01D:#R"+^NZTHUC=4H=4:R6FP,2>;TZ3 M>PU(,X0'U*4.5R,?>ZB2/+G5YT-O,NZ/0!)M\KC@HP,&#&]-;,;$[\G3VI\$9*

*M&WTDTEZX31'HZPI;WOC;=L<*P&Z\+)KCQ5T$!33T^29BP.YNFD,,:VO9!"P- M 07$;;AQG-\/;HO4G0A_X)//48V!GAQI?3N(0K5"DQ>\D2OZYH.FNY6]W+F* M9%QY3S<17P-*

+3GT\9!13T/\01N[^^.5 M9=FGPDXA)WI^,OI96QZD&=&;5"CD$M:'9I/P,69M)1[G@.A=%D(NHN6] ,JERCS&5$;O+'DHD7.";Q^ M/4=ZM:7$OH@GC-=' M5G;?=/LA4RD@C"L)(AJ0:*

(\] Y.?<,K17GLK+U31'3MR>A5T>_>*&\Q6[MEMIXSTR/5X"1B+F)?]2S4@0! :<#&G*],A%.6C2W';?"_ "9NE #:,/10\L*:3(KG05[Q^OC=0:O9!3)]$, MJJA.,.9!@,&WN#*

*(J1R4]*DBV^G#K#KL"W2VD6>!WJB1)6F-M.WP10M*GO+LS M+WL]PX&(*Z5 RZ#$]2N'#", <=I_$GHL'[$TIJ'4^^%F@F(&6%3?\2&0%MNTZ43-4-E!D/GHZ&P2(5-<*

*M(-0%.@/;5PL)2ZU^B"I-PE1K8_!;Q(5L\@I7-)?96^A'E'88GI.ZH=I'_PP+ M0AI"8W)PCJ&,/U)AS"1*D;$6Q\F&"!8F>%Z.1Q5!GJ"XQ8[?<1Q)N\E*T62: M.?BK3RQX'TR89CG*

*%SS/@/GQ96I;H7CJ0#.>2>2"Z'&B4HK)PM[I.LH5>]&2KE"- ME:HIV@]DK.NVH%JE4,8'L#+QAZ=APONC- MG<40;4H! M!S/IY,=L$_DQTJ,F([

+9XH%!KX=&(TA9:QK&&=0DLK=V/F[@Y(C\W!,CGVT/K-MK2WB9P62M.&\@LF(PNZN19G.B5]T4T#.'(T9/QI^\TBZTB[GMY24L\;Z>/G-MK/H-B4=<+:@ALO&D'V9L/V@,EVG348=N/UC=K4O'5L^/[^6)6%0DV6>273 ;[9UDL9M-OM9PJ,H55Z_-MZI;J<19*4\3,SKJB=N,''?XGG<3[-M>IOE^-,#)=>NI.9%,8[*8+$S!U>CP+;>*Y@>ZR7%O#DT,V1D ,P41^6Y[,-11-M2!?;=8.U/9QVR(N1PT)=''1.WHB1+GS8-SQB=5''!QP'9+BYR%,D)C2W,*VSX;-MV3E6''3(84&/U2=FF-@G--C0P5S5EPE<2Y-M*4#CH5JP)8UGK+[-L\3*#36Z0D05I-HHK;$8U0'4<*^/(E<;5B8<#^&-B-0'=8!WLU^KJ6O(RVWM%-A-M3&;3:9.VQ[3-GWM.MPM.R6<@SZV3&:6&]+!-!T2TX%U89[''NM!T(@:K;1(I&-M."7"QWO6M97/Z3S 0>K]XIS*E&ZF.1UK9+F8>33]CI+@E'+EC#AVA]3?L!]>-MK/ZLY!K]%-*B4O?6RRU6D+3-ZO,]!D:^;J4D^5J#?;]#<-&#<9*;YR*;EF''7 M+-/8@OV8,,IRATBWX@]UW75G58.NNV;%VYEKVI*P%O&W7=%1C,+,8!W6!,Y;R-MF+,S'".2.'BCW'$?QL7J0TB72T-5K%EFF+B=F!(!\OJ\>*R2;M/9' M'YPL>!+W*!9!\986IZ3+@OU%'(0W5"B(AU\NW6K;B0-M-623GX2+U6$B_E2-M4?D!%!"-OY2>;!>O2R]F02Y-7F>4BK>%E2H..MEU<#5]PH\(%3J9SGVKT-7L&3-MQB EY!.GQS^YU>2-0SDCLL5K:&Z;)+&4-6''Z"@WZ-IFW^;B'A4=K'>-M)!^-M5/OQ@,*EPY&ZV-F%Z&D*$(Q:\L!+MX'6$@W%=B>RHPHF3V9]8-P,$R:IJSA7-MV?_/WKXR@2I,-M5:%;*-?O.<^,ZO034HR*:G[BRVB@7KDX^9]G'O.],FMO!Q>K7*I.S9%_-!%-M?4;"5LSD-K=9DI>:,$UMGI$A0RM&4L(HE#+-I]KNC4XNL;U'9^00A*%NS/V+;;-M-+C]K2=M0JS-'$!15=X#$?5Y!*)3Q>$.TQOM4-FR%N-&?7-2-!M,&84K^W/D-M8ETK)E&-ZN7!-.4AW''J1QX@A81S/PR-HGUZ)6^UW\A1&6IK2Y>N!/OH-A[O M/XJR/0+=MCNA+,4:QBPFURH]''JW-\;SF\>8VI,J8Q%;;TO1Q**(5;L#*71,N M%A&LE.RY(Q5](.X$7[!S'A6@+SP[;-O2H'Q@PSI;-O3VS+|+-$DT,2D4MEDP MM;AK?)09[:N+G1-26=;;^.KF+V-Y5IX!63H$"C:W/7Y3>WQ]*.Q-M7+R%'[&S4&2KPA6<=V]30G+-5P.)?(GLT=#?_O(8+[!)LA&&3[650F@$]LA-M6\,WRV=, (V7*;"8.X8MK^NI'J<4ZUWG9H'9'K6WW4F=#<6,!B\4+3)NY\PS M?AC(G;._GYO,/?KR#^2ZOGFHHFV;9WID9W;'E'_'ZOXN%M%XZV=WHL&9TF+ ^N[<>' M$ 9R**^?;;.62#X@=8P5H/8@-0;^3,C11*Y/H[]>B$.]O8ZBO("BH5O15WH#O'WU"(OW%,@EH.^4!]:0,>N6T*5_BG=R-6)[" MDH9]4(Q*9'SHEE:Z<,X$C-OBCQTXS]U@DK$8;>@)0'0!VC=]+OC7!6NCH-M-:M3?^1KY6,B8E.@Z&.F[X)Z))HJ(\]3GGAJUABXX1-]5;9P;O MR@%:=!,2>60"L\X&'!FN!1,64I &R'O536A\;)5",$4+@Q;@YNNYFC'@1G0S-MST3 &DZFA!2'*@+#L"KS[FFG1)4E);2UVWLFS[*)G+M'.E[9:\L\+.:5RQ5)] M*&?ZU;,W>G*^>>,!1-;+Q'?NV.@LJ7G74Q%MX_*WC/I(" (BHQ3WNMW#%OO-U-M<=H9OB1<$WN4<@>8YNV.@+@>HWQ|'.>6W?^^H8(+%\)TZ_9P_^EW23/=_5%-M/2JEG'IP:>B4F6G/-6(R)>&.;? T@'S7"DX[3NWEB5H8J^0SK/1O+S]^2IHXTW"-MEH'Y&%(8X2COCCL._;W?=S+6_K84M'-M:!KJ4 ,"2[9@)OJE&2579CE4);Z MS8+:.2_0G](A"Z7&'X!!5.];=.RA.^N.ME:;RP06:,Q1#*H7V=WAS?[<=RXZT';;@1;+<2V0-ME#/;.]P''#>HV=G!C\Y,'-[SDX^^:1_(*Q;L ,YM$ZK5D0[CG-IT6%/G ,IE M!X;TO))"IP'I.$P]>B!P\("DS%$0X^2RYX'=BXNA1V):SSGS&#3@3@]^5LXM M]8=\,)V/ZTKBKAR=07NR'Y%&%)XA<0J4FHA7KG*DD&U@$H,KKH/B2WI*4)H04!;Q.M;,^N1$!K1R674,M*<4Y2UF] 4-7^! M,EK;-,KK?B]_1-G95I!V2(/00D*#F6KT3BO><^D? ^D+!;'"BQ!+ON5?ZYV:E)LR>4"/H6&G\IHP M3F*)[(@*XHYRD'IS3E'U$X9,,:Y-TI4L;B*MD?Y>,H4 E9]ZB5JL#7@Q:(%_ M!2:CJ62052ONUO;&1*[@0P54RLYG)_"HV'339DK25\,,;# M_KF%+F3CVX-S%O3@B6O(M<=3NMD^?;<$!1_)R0N,]-^58]Z';Q8+U4OV(D> M[96U-I%U42H"$*(RK--^W5ZV$D&9!FS>_ GO!$%=UH7ZL&D,*)XB;S6-E% 3 MA9 *QSP%H5VA#%: >',J:F#3NE";Z.S/B'13 "4>;9;^;>Y>*$!4D.1,0 U M+Q3-H>4 Y2C+LU2)-UW+'ZP6^K-P]O+YT02I1F F6]O6AW82ZWG)#Y4:^$W- MRN,AP4:- *,7O/WKZT5/\)/W',XT'W(A)ILM9#>:%!BD%.F>=_YIMPCD6)]R6 M6]P.N!];W##?T9#ACU46A3&[L8LT=]92;73_5595D;:$BHFSD"8+'"Z_*<;6 8_;)0\;EK4E.EP,WFF]BVQ M 0\H,++B<%]DKCQQG4)8M >&M4K+C[07&A>B,?%D#_,S.I<)05IO@BWHM%8Y MVX)%?U+B.FO5(T]A[]B,.M)@42LIG$_W#:4.S)/5*Q!_Z%FA MA'*R1:1X'9DN_9[3=1>M_1(, 0:6XCM)N0*351O1'ES2OLG*R%+S^D8#4I,.Z&>ZF\1H_<.32V#!.W$ MZ,-C-Z>WY1$!EBC|%^/01%T$8^PF[8K<;'*#TM-M9/48]WRF%;- \IXG"B7*]YKZO%J,)2S/FVU0\6VIXI"O;EWZ#&KS!;=;0V230 MGC:E $6W8QJO9B>(%L3[C*&C%"<5#2>4CWIP%D//O]T848*ID.5.4\8DJZ0E MP@B:-37PL;[(9#49]#"K4EE@T1ZJT7UD%RKP-,<.Q11'=Q>))4*(9 M7;A++*GE+OKN+V63H)F]AF0J83I$JZ-,(]BFL$4Y++$\Y.UX<-#'QWQ"&J^M%&'8A EY3F(]D(@IWU-MI>2 T00+T&W,8=_,GOB0W8(BS;>X^$*B(5]7"X#%57T-32A([*5MC6 M96=MVE36:+R1 *0 0I+DEU?PVKWL LA7"(&D:*OWN+]L-A>5ZES[3)V/ M@D$8T;F\T9@?OYD1.$=> [^X6B]VKK!5;&"5F"H"[#4-OLAC+LG-T9D;S*D&6 M@^Q+RNE^OV^G3*/2?EY%JQ -<7@2!%NTM 5%P)T.7R=AAQ7A+MZ(-6RQ9XW& M*$?0V B5(Z'#Q/%!5,RAP(+HGX)#>N]5LB@TM,7$Q:OJ)L$3^%9)<[1+Q9$2 M]8$R5.6$9PKW."CY"P%^,N*@]164P8T0[L)DA/;,%K(%C/-9",RY-FP=#=1C M%E#*%C,X)>&W.OL@SQ.U2%@0MGX3WA.L%/2>],;H:C8U6XOWT_T/PPP[*W>W; M)B"E5?K30M7W-U97&..99X[9NW"E'*.R$Z^^(W)V[!1"X2M=;N8P<%MPRIX M2.)L9(\DZ(MI6MD:,FT[DI*B;L:#(\U5M\$^N5MD;--+UKC>I_@#M"O47S"Q MSB6J+X,D0(DSR.O1(0-PV92=\'UWS?]{D*FX1PE5!>"Y'8R2C*R_@++98H4% M(6E1*IMT *^<6? ()P8CD%F18LKT-TH^(8M":Q2/I;M)7\WW;]9O7'MK{)AKZ5 M+'GR").1>W'=-MO5EV8=OB)'EEG]*"E*N0V3KOQ+&!G3RL)NB2_G]SWG@[9 MS>H+6AJKKYLC1;5RD%/4? ^86X<+-0MI#3")Y2/=<_X(*;N/38Q\1MA(.VK1A3[8(XS M8 2_?801=)*3@P K4(""^U%-8'}8#32V3HVVF1.O""LE$,)K>#*ED8[^#>), M=EHW.DQ\47Y$)#? U5\Q@0O25VA249QY!$;2A.8B#S@#P7* +K'TX]N!EGCGO M9MF.I=I.M["1FF].1VC@Y+9GRF7]J9+_;3S3>!+I1[9$\AM8TXX)LVAMY3/ M(3.Z; [2V$8Y)]_#K\#SHG$&&O0O!DO!:H;?/B._]KYOX8@AY1"--1>F3PIVY MAVL)9?QI+$+6-UU_F[ZO5?5;BX27]AF\ M,.F/NI&FTYCUK/(:?%HLT$!$N6ALKEP3B9IX*#/8-CFEH<0O=.>L2L.Q"DEI M1:]XVZ^/:.J12)AGF8,=[_^$]@U-;#-.\;)[(7VXO:8&&\H#B!<7YHGCYI(/MN-)\>UYF<@G1=5CK&.G]!^4U[Z05BZBF!01_49:PBH%7):2#4SJ(+7W;C>S[M;PCU33;X3=.?XQ\HK54S$^/K3.RU6!,("GO#@2OAN1FE)-H.$ MO2 KO:- MQ"$1."9IB_GQ9:E?K=4LN3>7+)+9Q4I"_,@(2#?Y0;-)35DH=/?CT.G38(M+EI23K%?FI,/ MAF). <,W$B,6I1,Y/MBY#>)8>X+VI&@$0O)K!U+.,Y;\/WQZE?OIFX\+QP.%C$ MKUEE8)[6Y6VUD(@7?_>[#6.7.X3&$AH3R"%_NUAY+>A!Q8_AF^BIW8//B37G M9\50:7U;&19(HE 11%7<%XU=-1]9\VJ)34ME M@7+8S /*4W_;F,7 2,H($1J/<\C8TZB0T8G-S/9]2&X3@$))=?1T\MYJ^V@ MCQVHKZ&8DJRS;C9E%Z#]BU]Q.D@.GG;$EI?N&T^"TIP^4\YXFYW6_RU/\ M&M?#*Y[E(T#_#]T'3\70]D3G_7&(^@@ -!MU#SF"N4WF[D9BHSQ^O&NT?!)V M[R=SFGR,,V,BN&3PH R\D)4@A,OAYIG&P@\$#OW>)$< M:C8]VZ9A)&O:? [_Y)!V!)SP=4?,$27%&E=]U/08?RH4^?DH?_?XI+@>["V13 MQKKH;_M$P*$;:*P%M1#F*X#[1JFF%/<1?ZH"],.QP\>>H?"CB&8.0%"6OGZX MEWV, fN"Y&._!4R$'<0J2V;_Q_)T*#J6OW/)@'4L:U5G&^3P7XF5.FQ&#/V(W MHD%B\"CTAA<>[^W6J4NN(/NPW?6WXUW<<]<(P(!*&9-7[CG(%?#8P:,&R]G$V M22, \RW*EC;9K+* <\[_G$3(@1GUN9U8=7TOI=8TG[@S_*+Z]D_3VHA*F_:-_4:EO- M?/5 6%)?BK"G]>FYGN2=E=[5Q\'5_J6!T0@?-UPUCE3M"R^U7'SYY> M_%=&SOYS6/F_,&3$-\BX#0]!E"5QU7.7'-)E]6YM0[""]YSOE2*D HR3L?]<-MVN<4G*3]NS0G:5&DE=L(\H%6DU?5S1<7?K=N GQ[]_)L.'>6R;7=8X?L@>=-C M%A[:-P+|5F.NBSB=497T^B&06>9/NZ,$& <.[&*K;#SE_&(G? ?P0AE5PTBW$ M'MNY6*MR<51YF[NTA&0UIB7*Y)+/LG?5U%#^(TX[T0NWVO8/LGWC-< MZC=-QPQ2&ZC(WMA#9-6$!Y7F>4[:(;/*%'AM)A1O*^.SN6X/6.DA!X=_[].Z M\\Z=8.!-)S]C@92V1C71(H(L(^H8CP/KKTL+,<5)UR160TCLBFNPG#IW2$&K-M-I6V44K+G$UL;+%RU3P/1^*J^!G;K C?'\9MB:@M9!B"KV@AMY7)R_,.@LB M2EAR6*&,6. Y.4$I8LU* (8VKO)K(A(S$EKENA_5Q3UU=:P4[40> 44>^_4.J M"246I>\B+8/OL"PA,"&_: +R3EZ"G #C*]<+6OM:0+L4V/XT0,/5X32(I(5 MO(:(.!%32_KY_V-%\E>D2O3G:?-D]?D? GJ=+!)O7$WD]OZ(^-T8^>?D:?D!+G M'O[^]MFO-8D#@STZT@_PMF:WO>""T9NV)W=+^)HNZ!*Q0_4X.M&*:2Y3SR&-.MFBCYQU]>0LU7@9!),H+)2!-))'6B? 4;O^54ZB^A&]2O;IBE.[%@3@HXT1OD\EM MR.);7S2K-U!%[+F0K@K*5A%1ED_41_GS?P%<2=I3Q:_?VDWCTV5O5(-"\V-MT+_U#?-ZF4?1ENV=O)G]W07Y0)!)R63UNCE,#- B=/]?7_=@VJ^>'PTZTUF5@ M=3CQ]W+!R)"_J^0"S@,8W13)#WTWY;B20[-&T(",,RF$]VM6-G7\LPVA*]FC M"(3DD M.'(RS?49Q,C;-FYQ*,AYO=Y]HS+?R%H>:H&\RU4J+&M* ["\>8L2X@ MY5C=?]0@=2>2G_+SM<*:N\%KU9+N9.7 MIUR>RYUISL4AY!4@PM8')$Q.\!GRQVB%JOY.O!92YFU'JTVX?U5+]K(BQV2[M:!HP]3'YB8-@TXMF6LD*"R? _8$]YWI.M")T%#2WY2=.AJ+E7+>W9DX77N.PW MK5.6HLPSE"I\TE28M4Y1^CO8P[2C]#SK=UPH2:%9?-AOH^7R#IQ(7UW;-0TS MW-^*<@-@G3? >V!K!4MM[UD"P4Q\MI85]Q9%.44\^"BXL&/[&A *$L+Z S M0#9KF) NSLFY5LAL53G"U\Y6!%&/Q.?_\G]>Y'HIQ?+63A)G,,U@0 NI"LI/12CNTKM&%.? 5V*ZR)$E'!RK.M.A)4RL<&@]*+:MACM_#>_M")8VX[?>UC=[!/B4(#%%V3 36,POJSG/Y"_"IY>%,-#B[E6F7)CND'O$/>W MPX\-CZ;HY=GCTJ)6=?"H:.5!EN!>/*E1AS^ ^3)PHY#;@VR3T+3833IP++;S:/ M0N5DU4.PE*$F'''28[_](Z2G3*EC0$D?I#G])_YF&1!2F^B)0BIWGP3HF^RQ@ M'X/]G<(!]4/FO!:P24,-'>(P&9-1P7 M#\Y./("W(KHF(FD= F#"DJG]WM.Y$^DO(L,"8YI[_SY)=,6YV/PXT2%N3;,L MS+0M+*AWF[=SP^1-P# O^>,AZ44>TN[$1*$X77AL;D!53U80,G,%^]%%B?0 MASNLH5*7E7CH(+6HUPQEHPKDY0$@O("JQ>+MQ^.T[*]V<+J]*T2&S\67(@#>_M:%3O->IV?SAR(^8R.^]5)[_DN.2/S\|>?+/B=@(&-?>*K+Y(Y]P;-#FF9;RB^^\?B^X? _-%%^0CKT'Z+X)-"AAI4G%ZQL?29/GB<2 MY@&GV*)__]%SP_MZN$]+7?;]IV0L*!;KKBYVS7;Z]X_IDWO&_.(##C]BUT_ MT]= [_X^0#]>SWSSYA,9BYOF*9S+C9"Q3&Q"+Y%;Z;V*M8Y1 M]'E2D2M=>)7YAY-]7=(-]93DE-G@#1Z,!1(8R?*#7(A!)!=;0AEG7% Y-6' M(`1? >6P6;HUG<#@GVK#6U0$TE.GD7KALA5*WI'\;E3*0).8AI$Y!#.UV.S.3 M7#S-/.P1;=.[18.6N?:L,C7???@$H):LW_7.%']?Y_.SQRWZ7K?H/4G&3%94 MF)PH8N)T-A?M[0+.H=XWU:.)? =0\/[(-.1OQ<|S.4ES_.DVF29N8KZ_E:6 M(I9V8.PS[U,SS+SOM6^"E>0NF^14MI0-80^2[G,K40)H?SOOWR<+-D]9[?^L5 M>F3=)(%<1U![QU7Z? E>I9>%,!L]M5LU718Z,W=QOH-=TRK.JYZ7/[.J0<;1 MV6L@SMTNFE>2"HQU@1DD]K+ILSZ;G.]#E$UM&RLWD)(L2GRUE8E3B<9.5<6 MD(HV>WQM#;4$59U8],C 7B&'LSY%'Y+G+K5"^5-V-A-^7V8=:9MM^6 C; MYU7TC#V??]-T5VF2NY7)K5.P+\E7H53V_JX\$OQ8X.WLTMRKK-&TB#3KGMT@ M[Z="><1\WZ0KO(!8(DXB.),E>;N-JAV G].GO9TC\OR WJ';2<4)CZS55X0 M'Y&@[D[N?4F;],/$O>>)H_TCW(KH7Y2.URT:$C.D#C8LJLV\ZS3Y\N_.]Y]MG'N?UGS"U3?".1Q\DYM$5W=/]5D#R/2Z0#[%](Y9$% *QH3ZT.\O M;2Y4%!W^)Y%A%NL/5O[H;EPRF">]AXZ> D$D!VOZ\%$6QS$Z9;A-U$)BOIGR MT99HGK'8EOX>_X8I=(/40KJU^S4,=ENMYB-W(W"P2C7BI8_QJB.IK()?V.+ M!{M!R\[R$!? XK]A+MBOFTH=[I^XW"UD,F5U) R4IO6#2XM1WULA%NR,!?9%OV.1\?.M!VF*440)9=>LE0W-6HNI'NA.3%)_F/+U=QICC >Y#:GUYF[61%2$DR*HL-!0U M39%X9#6RE5#$T$>4=W7!0ID24\D;K&CWQV_^5MV!"@W;>68=MEKC.(4B(&<^_M/']+\0I)*'"CX2W+@S6SZE.B"6^\YFOF4")-O("EN)Q)RTZ3=^D*U_W&,MQ" M6AO[AOLN8NM)ZI.ZD.X>9'2\/?/GE4R$;,.X8GCRFUU4L]=U(%;2_I;N# M>]N9;YEYRVD,X;,4%P,]FTTI4 M"ZZ^8L!+$]>Y2DN-%,%$*/E!<#Y0UH$U2V8TD-YQ-OA@'-HQ!.JJ>: MIPM-UQ&B9TWH)JTI"O_-F/>.WTH1PY@I>Y;K(E)_N"59$WT81=$809E.EI-7 M 1D R7#X8#"Y/B&T-2B>=6AL]^4+2H#%L?&T&A*MLF?%Z"X? &>\N5WU^&S M79"WR9BE#TAUXUVSU124QX2"501?IP7%U MTR9#&W^.G<;OP&32NJJX.JG<*IE-43$*NS"2R#@-DWB%EHN70RVYF M:X3%, 4/&_B]&6O 0U.^G-K:XWD2=NA/FZ..YJ&M.V&,1,-*P"^6J=8 M3U["D\4A[[.P:R!/P_AXFL61=-HW13]&,'8(1[M9TZ[6#19S[QA-7]>OF:,.M62N*^@-X"NX?P)00Q&4C0'N=L@W.OAF0-++>0D:RL3]$7X7<%[Q5*OZZ;.W? #HF/L(@3)&J9]}6>FF5-5.L5@G M%;YMZF2/-M12.V?).QKP8%U=+)O:2C&@8N+R$\$TN[9^(G2,,.R00HRC59*+K..6HRE:"P MQNEA1U?[R2@:HOA&\1.(1/9*O ,M"(6WBD^M#-:2_I-]'(^ >"BWZ$>FFU3 M*^2061:O:YW\ !J+&L-N57-^:,YH%^3$6Q-7%%0]Y!#RYFX(9OO&X,9F;71I M@/(V,,^1HX@2UB+Z]M?'A2&/PC?^B\PWC@:#^TJ++MM%H-="RIAK&/*EVE-UM M>20Y?AF58$5GQ5J1%VSD9MS9T+49:I;^4,T8>QY.NH.)!=4<6 M&R\J8ENP&GN F=X&&]\)XSS/8 Y%WK1+,2:.5_Q-Z%8LV>W! >IVU:KK*0Y M4YWQ8EZU4%D,_.[!-,Y0^UW<,=LD*%QIY#ZIHB6E733T8I67(&KW=U=GP:GXV4SO*.MECH#9VEV^:NM+!>%ZN/=YJ+=_.[_N3|&?0.ITW^Y%]+PI^/W8%.6XY^O48?I-MVIN2[.KQ9\B(T6!] [=TE7S@M_:\QT'NI^K$=8-/.0];ES!A8KEJ-A%[$:<'2-MF\2MF3,(Z;&VT<.]&!KQOL(57@.CQB3-LHY.+74?UTB-!E#^5NV3 *VCOW(; M51& H6+)MTA6$EOL?K1X_:=R!'ZKU8R;? L=U7^>M<*U2/G1VZ0B[$(3\KKXE M!BIAOZ,D2YIW&4]+&73B:U4&#/)V1A8.1$%5O4FG$UHA6* PG7R3I,14%!'U!'[]'B6]R(A%]'A% MDZA<(S1]6E4[&_5*KHSWS>Z 4!(A;+0(/- ['SI4-5RY'+2'%&YG%9[']+|>\ M_]TF&Z2PX&94!B)>5&*&0A]+HJ25"GK+<1'6,8KG#:*$O=G#.8^3'7,UIZ,4E+OI'6XV[@_6=3S./W)Y4&9/7WX^:* M]YY^.-<:+I$\9 J3Tf($".VP!'PBU!&IK+?G/*Q!@7.^>3XY/NU+(%SE_]fQE"/B.U_3]\PY[4825=O^@/EE\&4/1@290++] MZ W1CD;Y/^\[.CI_N2>(QLU:U-M-*A>L'-J/?7,=ZT2#*;S62<3-N4L-A[% MDS9;I0DTO9!=1WV;3:/,1K%W4=.G>D+7+*>FQ^-C[\#!77M%ZD;GDB.L45+2 M8--U!B;!2'FS0 _Y.D>6BB<@%M>LGRTJ2>FQ\SC&GC/B'$D["\%A>C-,3 M/F6QT9&A? 17G76/:-30=AM9%@8+CR[4W3W(6.MSAX.QOWO#UB*%P#.6S1PS% M!W^4?S[&XM' _3,-7.F[$U60O2)A%Z@U0\E$E'Y9 8*3C82>B C7NMG4Y2)MM=\IX=TVD!WB6Y6J#C8011>H3]<4^1W7?\'^! I?+/D0L[M+(",6C1Y;$A@4$["#TW[AI0"0'+%+IRQ9-)1L/J58O2M]U/?N#8M<,^3>EA*-MKTE# <,.A1D,_[P32VA[&7Y^#D0+);@?R[)TGZRK-U)4I.H*@7S59SB5O@^'T% M.R_OI*UOCS;__2YH\)IS'L5B68M0%>&ESG[%T952>6[D>D[M5SJ_^@;,?)"\/A/\2GZU53!3W'+*SV[/GJRH 3TL:8EMY8 ,-,[+5CCN<6VC MY9-]PCFT:?&\"&FV1UO\GI=UDX;IROY*$-?.R.TV4&WJ:EIW%,+I8IUJ_VD MN\I'?^O=B%;FP >I[3^ S\.0SVO&T74L'><;FIO.CR-+\F@K/L3R* [!F6IB*%F#KB@H&#[9,;?=+VN*$H/;]P<#V> M?]_-.(98Q;7$/AZ&7N4NAYG/<9X+B-2G+ZBD>3D F7!>Y@SWVQWIV4Y1=8 M-ED%638DRB4JF'P98O81T4V4+ DD-.:EO]^'- IQTZXU M;Y'|&]A9Q((9T$!!)PQO&!=DG[U;G)$*BA)5HHHKD8]\N=#33]Y\?AG:W^OAI MM?KHZ;/?05]3L"P&,TW_OS4U?OFN\57OO]^;4CH!+*(-T]6?W[R_.G]1$] MQ,/[!9Y E=KDQZ[61F/W(LUUVG5=6)//""%PBOT*)FLP0EYFID38-<,5;@H(3 M$04YN?[S/Z@2W&K"0VV1RV+/!GOZNF'^:".IE%]R5&40*,JV9F>6J&N(&*G# M<2!?VLQF>)%O*;? P%6(>EC348;.A3,3&BG16NK=:6PY!:=/V5VG4],J3I M#+]&OUTZ-*4^7-1Z@_=.]W$1B_3'RZO35@73E70+2@0X'<)[[E+,>.X8UPO M\?D#.3A!*G'##W=^=M3)G_ -*,CT;4U/IA./,3_SEGOB?XCHJB>KK));;=:L MZ_GL4UK1'SV=+3C>Q.E VX$0)!E;@>*\@]BL[=!$S07]]R=+5U$TUBNE.$[M3]+J-B&'ML77T&R0U@(<@9&) [J9[3]'"DBD)25]^K?].'T4RPUWP3K DJ^% M);&TJ_%%,Q,$A8.$7,7OMXN8GW0\->OTOL[_&C!D@HN5/#,YAO(4^1BN;K&(MXAJ)8-AN]1_']-E'GV"F?G,/:3@>KIMTN!9WJ,? B0>;Z80)+'(BY^FEK=% M.8VFG_>]9S#;AD]6?^IO27M,*3860(KR^$*CM%AV&XBXB2B5--$2DV,ZMD# MWY^CT&[2C>3R_<.4\2RHV%HX?RE]8QD>(.#RP8O- .:3^!HT)61H+*\#BS(\\ MJ. IF9M#DE5I"G<[@3#O=HV*^S'.-N>&LEJ9<'PTUD?-B2R2_ML Q%A.-<3*.M11F(++HHGIDAUHL;#")1H+]JY+.7'D>.J,.>'8V5Z)^9L-TWK//X.^)L=WLHUQ MXNY,C["PX[=.S9(N#)ZM5;R8I??AI^W2?V].7HD" M%C&'0_WG?4OXFSBP+I(XWL1@<<%P@FL^-\@JQW)VL*L0@.*$H.BV"%%##VF(M%G-65EQ/6=46\=LP3PR1CO4'N';D6,2 9@O1+'(*\A;98B2C[4>VDL74]RV MPT@@*&&P"\/WG.F'N5#,QU1^?B/+'YU5X>,"RCQZ!91 \47Y1Y#SOV;\W M7/#B 7^N/1^C &&TB(2)FD7 3U$"C+K+6.SGY?;]N0)4>]P4^]KD<5;-MU#)@R]/D!'\/D-LE*.DB_5%AL*U-Y;RR.RF)5UF?'SN;E;7RT:4NVTDTE\++< MEFTYKJ46&O^8XT)5QV/_Y,Z:7Z/VMU\>C70S\MIXM= A%Y<<'P[!)X; M]X+_H^FC6\,#-*%UNV;IPBB8SM)[($=AYQ^(%PJNR?4FWX_T/3)80A7OHH V M#ALF)O+$I(&;TX@00^.1=]A=-_4./5'$[K)MIE-VX5DTXI??-?5-<^;+=:M< M,>AO7? J.02%D;$S#1H -JHLP^DI?UFOWUP-1"F4W,GP_29K5!2W*PP.-%"(-MW6)LR9AR\BOY1*?2Q"#,;38!)&>!>7+4TGOUH(B4M0-NS7==0!YG7?:,%FT8 M>!))+K&8)5LFVB:7@#!RR%,%(;(+XAD;6NVXL8U%G?+--)>*ZP;B/;HF)K&G MMRP/U$SBH5HUWO,OMB_Q[MNN#2%FB8# *FC8DE>70/NQ:]GD+D9L9EWB3*EDB,0Y'EEU7]K7ZQ&S:CIZ @ M<94W0*.=HB&VB)W4%K!N>7,XXW %*HKOOOI>WPE XC#R*>SW5XN$U-Q>1}C2+=%)IK6?]AB?CU]I)-]}=P=I2 M,C=%F:-XK21\AV1-:*N7_&'DIW76$]H(R-^]MZC_%V=(.'1+:,H\3Q2TUR$7 MO4 YKQP$"F VJ17G%H,K81LSE^W(]BDNZY?,^1.%^=08Z,#]NX#6U>>Y7Y*K>-9=@*7I@_7>'?M>65!2"QPPEA<5<+C_JAGLF M$?/3QKOP:^<>QMMLN6@P1=_A<1=^3\(;\O51-W'DI(- Q_2#F;28++@:+7 @P M_\B@>2)/H5.YIR^D)%0?#B,?))=4],AC9QJAQ,HS.@^5_"5 M0V:,GEWRI%,[@@9LP=^O4.G?U\K4?MD((9$'/GE/Q#TKXAU9X>DT%/ MGDF#LS+RVI"JH>]<;.&Y13"LZZ!6%F-Z3F(;;<9X48DUZ,9Q!\=1W7(P(VD M-XME0KK>] H 65@2"NSQHIRBH]P0VVBYODITBW%,3YQ6*+QG_^V8DU!P(1?7 MNCP.:9G0BQ1Z"5*6.3-#<[4*Pj#4VWF>? (]12MG%(^Y2]M2;DB[FZU6QH+XK^E=(%G*N]\,W5#%TA]-FD) M]4"5T;G*;BX$%>CD4G!7CPQB5]YS#4EB(NXAGRNV M4&$0X/9GXL#)3&]WTF$Z'':D5A"^@3;* (;UZ^UCZG((>#+<+'"B,L^(RC3Q_MQ"\76H:=O5M MQ19'K)1 2,[!4.>=S0"67&++7C#%XGMDQ)7;G[PB)8SN9L!8D#\0003_QBI0, M'BD%-FGDVNW6TJ/UE+9$UYQ4NVFX.C:;' .3$6\I"DF2)B#?F40/15WD1C,G MR)%14'F=C(\\-LOHI'GY4@;L>1B8YVM14&NI58AD,:>T9D;..[)3+2DA'K?D MY"%VM:X;&BFK'+L)C&GF O%?@RIG,I*N 9"87"ZR!'G%ZTXXNS9B6V9&X[[MG 4>K5X,KA-$P)=@&_SUCLS;-%BOC'EI'&1>VYCJ]75I.4\KXC^QBOC'GD9.-!%[@7*Y;> .QBOP%"),)_G%TD;FXL>_9ZAF!%O0'B;G^;)VQ.^8! MXTN'!%>OQ!6;38C%Z.S0]<;/-[?D7VP:X)[C&J&A\MO0=]!R5E+/S#_Z3K[]-MH#K*

J2"U33$#_$2BDTY6A.BM\!>FW>WXC^$BLUJO$ MN%D!KYB8M$##H|R2ATECD&=:6O+S"SO0+ED(6)D/S54//1IF^9 08895*A<. MI*(6E@I/@5]5S)D3TMD =7)86[YT*(M?<%U6,J)'S_/G2\CCTOGQK\0I.(%S M]A0N@=-'(R!$70BJ([J&D]<@Y$V%"?+/A .TGFO!(5&0[H6:IA*C)P LWEX M9O'],.ORL?18-/-M>HK0,9KD\D W4EP=36E4P?PO68:PJ/=-,TF(1P>.^Q)O MSU#!D;K S -("U9659F@I-91M0X,D=O8TG$B)[%7B\1_]M(0%TL$;JVRIWI0 M8(D17^>F63,/WN7I+JUTWH2WKV%$PO6X/*

MRL'(IBVGL&/BH9D=P:U2\$;&'G:.+XG\BG99T=AR'?DL&29>"OA5G\F1E MQ6R#>HE0!>5<(=:F7G2F9:)<: 40KF\ M:M4#/L4<5[WWX7(,5T&'D_GW-8^.'SMJ$]B&T\1 MY,AX3W'!ZVY?T-65/I>5Y,-2K6 :+P3Y_ <&S6SR?[BQ? M#TA=6X2MCB3N(^G:_!F310XN7)X!79CG<5WO@MW30T)YKYRMWT*"\1C8O<@WW SO|Q2'8=ET/*2G.RG$ZK\FR? %A4GE;05#B--$.]Z=E2&-6"IE\:>P+?;V?(M_T:.83X9KH;^%HMG\T],W3R\LOO'CV7W# XHCV5W)*:E/=$AA^HIXQ X'(0B M#,4PT9)[TVCV>-'" 7)C||+[NA_G[P? >60)=9W@N0]fW>,XQY M@.I5/'4E-/S6PW*:6[JQ3+'U%?QN !Q)>5@ZK9NG&$?XF)X_\6JQ3I/|\ M%C_=:H:GI88W@5H@X;2Z[F_C#1&GLGF>!:I3Y*PJTV2AP(R'LO#F0J%>DI;7 M+2^<.;/6$F3%^16)U\HUD-.'WU@#/\U(<53W*:G]T5Z;Y?}UGHE1QMHU[=--/0 MBH:.O^<+-IW'U@H 0C?)N445UG!<6!15@",.KFSBV70'IU/B]5U_ MRRD5S[56*E0*.VWX9[2EKL68=]:F2)XSLV,<+ V MVB[*-8"QNBOL!K;36"P4W< $I_ >;&8=ROS4\BBCKHOTVCLK1O'F(Z'<9.3/ MK9P@0%OC1F;@H$(+!2PD'(9Z_4;Z=P9#^6%DV/*Y\M8&5&1\<\[_MPT#M:U[MYCB@P98[H"%Y3B;!\NH;J&H8+/(&S&"^5=3]V$UKZ2 $;HI%1Y>7"HF?$!%4SMT8"O""%]GRQS(^S,?.DA_7-WH^(C[/ M3^?(QV2-"[IR1M\"U5M21=>MTEDZ-X,]T_187:L0UR@U$@M(^2%H(3)S&1 M>,P/>F1'M.!?]B R5\|O*1\0E5PH|08M^WSAS<=MV;1 MO=UM;T=A*N-O ? X5'XEWS@K)*.CK%016S*2B7F773'0%]?&4K0Z;\]W!$W[$ M(_6Y_R-ZF.F((7F'91#$]R +3{(KM?TO4*IW]8s5(]PC M/?0':-* <=Z9OFZP&7^1J&$'(R;\/&ZO\Y$++>0W*!ZJ&=4S2TG?;_V8G*"O*6 MF78\3?AN+-JTO-YSE,Z%0H\E5_YR*S47O81*>-+&H$\U6VA*Y+2=YAU$HK&^ MJ"@%XX'4T,@KM8SXV9IY>E7Z2F.<)R-2UP57RD^D(?'G?DI\BUE;LY'49#=TGL0+|[.AV:8OD6)RKZ'71@$#. 1?E1/PL=6[%OKZY(\0DB$]Y5]&/D+/5E]D8F6S[Z -[[+1KW]0X\1(fC\!N+=-QWJ M,OX0,/FXM6)62[3!04BPY MQ*?]H@$,^G(G!!R<*A#CRX/%3VM*R7U[JWV/Q3;/0'&4Y1]\1U+E/>\0$BL6$(*:)++|20|>2)83]#(;8\5[-3+1(\ MB;:]N@N"Z8Z&0H:+' ^PW(!K-G5-W7_)&PV&5>E5'7TE(Y$FD!15#>G5'L M -8KL#)E>;Z&..R23>),.;$7 *96J;M15#8U'U |OF0!FDL"9G[83@")M\-<" MJ00!9;K3TGY= [^IVIXA9RK(IZ++[U<>D]f<==@\|O;2$$%WUU-32P3K9;<0|S&M#})]P@HA,GXBRL^GZ, 1Q;"1FXA@0^GRP4W<8M-SN97B[0]TBMP#VB865\!4ZU%0,6- D,JC"&YA=Q"%$"0,$N6 M$KB|/%D605%+Q@ UKP49ZN")6/;O>4RV[+U3WfTP9(@"+*(,#&(9GSUV^^*_,E %*4K(.R ML1&[6VV!B40>[W[?ASWB|/9X@OUR.7T#)>/5S(6UU=,;? 70AUT3RA MC%|':ZF?&]Y M5+\&046ZB+ |:YX*G/Z] ME ,;E K9KA),XGMAI%1+(IY=9^]WV@P"86NBR)5]A710& M]N2)]B|HU.ZUDW6,.AI>0!=LG4K/DV:LT8BZ73Z*BGFYLE.L#'H(JS70@A MD&J5F$VDWICTD#'\V(HK0=EJXYH$[M\:$*5WP5@X]E_1HB-GR*68;A.M*Y3 M"]8&'TK@2/8(J:C@96MP2U_O91ITV?J5/FO]W =V\G2VE?=F<>W8C7OM\OJJ MAA??.M."XD/ C&KT!M1:#/1B@-'JTX%[G;P>>;OT^7!E-H.P_-I[KP"AZRO] MQ)-YG$5- PVL7X*J,"XU'JY&64,I9*Y<;7Y;W;N;8MD^>WA8MN\U$O,G1F)^ MB*F3=PP3T C9B2CG*OU* O_=".-3\U +Z-V>)3P_'HSC>C MZG>P"XW>>%]<(0U1XJ*4 1+)8X+E N@99@ M&X7)HE1F$C;Z6GOKN-:UW&;AK"YLPQ4VO@%2ZJ8)0:E/TH3&PE>:5!4IZ\= MWRBLO^478(1A#VDXC+*LHH7I244 8"OK#IQ24(4UPDF =I>.N&+7;X%$MU E/ M=P M[8X)'.VLR(@&6NJUK3K73!S]4'A-NFS"1LMD5ZY8P^'$-E L9L,!2DTP$!PEGZ*VF9&0R1$LI^3MPD*[O\&M &K"T*C3)/?]@ M*^(07 EB7GV&&09IU>=LD!ET&2"LC8 YL15'(*;^"(9ZA+115DG#U=]'H= M%P*OBM6LW$^)>3L_SPAX|YRQPLSGV]6="+:]B)]PH)=01UWDY7RM,V G-0I.D^26\SQ)09BDGK9Q=V=B"KR'&B0%:O4(G1 M&:RFJ7<$N'<]DW01N_CUI>>>+1-W5Z0/UI95XYD\"PD:FFLZ-[>7&JJ,"0.D M[Y"3PG#-*

%8H:5/ZB;0.LVH5++QBND;@>Q)WA2S]VCE(#O'}S2OK8A:CFO^49).#R:^<5?!P/SX9F#1>2U]_ >X*+FU)Q M!8KU-W&Y2+AQ?\'[_/OP="AFB+8MQ!"!FM%QO,(8Z?@=61%.QB% (3.3.05Y8 M X'^Q"8)(52*)2+1P.N9(]H&QBN-[,86"+=2%ZR6B8$9L0QDEB,T+/5O2ZK$C-,H6('NRF$K#'4E[G\8^E M2WUYD)+*5-/R<;$$@V[H%D2Q\'Z>U"-*_#^U:NR"7D5*X]@K^OP4&."M!Q MK2!W"5U9Z2)9+ZN:/LXP^&#FGJ/31-E@7 -X) (/8-5*K.IHXM]QKP48@KZE5!RY= M'B4H<&>)4F>1,.2.64W%BPJWS%EIS=&D)@@=-'FEJ;8VAWFZOFU17@8G_Z!\-WD4&RS]%PH.FZ>:.M0(4YY"YXHFDD|L#2V!VL_7&? M;_WJ=Q#UGY,'\@C*%2K;2M.F1$U;$8H1B58 M[ZA'FREA+SC){D8&EETHL95U:VD.5EE.DBX2.R0N303TQ:'^9WZ(4I#-T+5G&F@3PI.>V:*& M1O';AN/*V)\F1>)LL",0M'].O&.;34*-2)P8!'S#J:,D%#SI)3_OQ'3!2@> MA()QW+$"<\W10ELK?*U%T=:D_]'.E&7$JX8'C94A<+6(;)"<$ITA#'IJXPT MI=0]?UBY5P2M#/".5N-O9" <)FFMCWN-8>A4BKW3=HN/;$"C4:D3" FD#1/3C MW8ZYI-2#32,NVEO3Y=\E A/HH(1'SO/;SA2N 4ZQT$;GV^./";,.K&RDE@G%W|F#=*^=HA26N9JHY*C%6DF=;KF2>TU*1*P# .C-DB)5;B:P& M_FN5!4BFZI)*?46]J^RTLT<)TY%SB5@;IU3ZTLJR%2DIRW]YV0O7=<%D'H5B M$[:LT0>N^;)D\%:9IS2|CHIFBA-;SF&JT&!NE&R#=:GEU+&63C)X_6??W,>%9 M@V"L2:@CJ-)9PYG[,HL[O)LE[+_Q(L%VB2DY-UYRETA25I9ASO,DE"/A5];K MHLB.HM4.AZ.[39<:XCTOK6OJQ.1EYN$M.>ECNU/*7Q$#<0.W944$X^]>S,=& M-6]7R!$,#D021]=!QR8DTN)BS!3::&0O]%34+AGU?C)-K Z!4J2!HFB4J9UA1 M6_CU"A+HOMSD$K^'EUTCQ-DR%=\@IUCU(76O)|2^%=9QLK_3]UUEO:@<+<$9"LFS8YA:GGK^,!NGGNWP? 9KO 0_N(3*PK3?M3N^=O5< MFI*YAAIN64V-">]Y.DYMP*KKB/5RDI9-.K?[S?O;CZ%JZ9*-1X8HATZ-)6U* 2%QXS[P+X"2?&?8W"*K2) M:?Z?36[DR1)BES9[W47? AL98\)IH+L("GT&*)RI9CHLB+Y)R+F4'F,HL.7 *$2Y\2;_!=[O!LSA,@>5J M879JGDP4Q!5(YM/L?T-]LV?F+=0IB=+>V!!1 M4D*E7OD*GNKW]$[WU-*CK/6M+ I*(X](3K5VL"0R;? 4V0^@"Q,94'WR)DZ48 M&QJT5LB85D!D3RD=;PL35CV0M(9%N@:Q:H,0=<%<+#9HWX!AQ8T;H,P-0:0C< M)F,$U_-&X0>5SH'>Q3XXT(?$K6?U';A!#FL+\9-P1&E=*A7 U)'IC-0#/2K[^94O8D*7BA7#>#[MIR29M)&C+43ZX;EMLHZ#Y<-MOAHL;(Q!=A&FC>((P7^H=\)"LLL_JUF8'VGDLH[N/+B>[S]!1:3S4B:B)DP< M%K(O&O9&$'!"HYNEZ\E/7'4]C? S(1%]DQNO[*6P_Q8N^G^+>I)#_.10.T]! M]=Z$N-2=#P0F0PC@T?6YV6B$KBYM%TWHK",C*=-1D;Q3':"O.(&EP>B\X+;.D MD\G^X* =[:LK]^=_.7EU=BC7{6'B[2XWNI[*J ,)=F#.9+BF!9%$/2_6(A M.%61F_E/&LOBMQ@1C9VJED:KK.)%;<&1V$CCW=#$*3AS.ORKYH"|NOA3[L!`MV\OKRK @A44WXT|M58U8TB%SJO$."MNSA3N)H;@2? GO9[NUTLY>E;I6&/3E. MG0K-!84QH"E/B\AMCES+/6+PEW<9R*9[`M#"N_"!;_^Q-6WG>/][G@<(>)3K]10UI[%_D<6K6=F1-MYMG9'G29Z67S@7UQ9U1V&*+ (9T4X=_Z+]J)3C[5%*YC?%LU-RA4BVS*623]% M9.123E-GF"2(=S%@=RWN\$]!7=*SQCG_S=PMU)X'^P>'Y O;9;0L:)08![]H] MU,&8B02<-_#["E=N)_FV/O$HM@/S8_4"_N>?CO? WC8Y-4V7%ZDT>I&$G#P?.M.A2QQF6["$O4<98\R7$%PGM&P9C?8D3"NWA<"//$48I_EYG.?ZQ]RR"0U8. M.97G?&_T0HR:M]^H,"TXF506^0=Z-M=0?MU1MBMW-9ZWAO!- W@&6FN<*F')4@KJ]W01^7NKB\6S%<'8+Y\63.%V>X MH;2G.L^6">_6DD!GB&J2F K/0T)0*.W(Z.%4GQ@P;D] ,"N4XM 00[HNSK4&6;C492>!0_W.XQA./1#""_KF M(9[F0.3U;4.YQ22N1K97:LZ2OM")(0GQV7VRW'<9\V%73MXH?2_$?=Z$.1@*_M2"A9$Y8S=_.U0<^T!M2#O$;2W;C!M:?({B5A$MU74FO+O5UR*0"=HVJW4I; M3W9JY2]RV8&H"SC$ /+6QQ ^"+F1!X;*=+9P!D"(Z ^M9,D:(&Y(Z:SQV`M*1P!BARD+-!-/]PO);?V>[K>]U]<>2%+J6>1Z+2(?+!_[,IEQ=^AM.% M_W5"9![&:!#T8=!1_)9!0@_. !O'HS^8D34!85>&W5GA)P@)R@)W1-%XZ>! D M,XIT0A%39#"@C^I*\YXIJX#5Y:IIVSWRW<$)-&R31<-55%3L+BV;26''(C74'1,88*D DD/+ M+4$KY*.OQXJ(1%ZLOC@MMF'Z'+'W_/0AB?]^_!3=N6I3H%\786^6",H"":FN(.O1=&]E7T7^87IR&2X3B!W*THA!4 M?L69%?(O(9=C,"J*?(&UK% 3$P.-%XJX.D^3B\T?R'405+R- #MM9]W44MH[B M95['<>]3V9TZ"J,NQN*GZE:8@8VE&+^0^.;@4]1J%;J J&H) ^_ K/5 Q;B_B MTWNI2Q##\P4+=R'ELS*\27$7,X<&%>1J,6A]=U"/U7?FF'X($]6+T2G #E5; MB"YY@4M"7(?9T@/FD%R>17MF8L(DPR%;]6|F,P6IC_R%)=*'2]PE [#TK|-MD&*AG|^34&HH>*EK"M<*(C0#N?Y!M:XN'E!T;^PP^%M^$;-&ME_I/L<$ MESG &,]\H4*W$+%"BU#%&;"^@L+*4L D_#%X?@"(HR#K${J2\YU#P573F.(< MI"L:()?X6QHW1H!ZSD$;Z[:9_)6AT&#AI\GBH4+#:/PN@B8H' M2T&R7!%]X^U:1(S' DCRC"2J%AP28F@K$VH2AQ6YWUQ=X(' !E"SR< 3SX 2 M###\,$83A'@,M*P7#>Y>R") KX-Y265D79)<&5;VY[> ?7W%%"T)D6B3KU0=R 3!5_JU"&YRL6^)8[R8H,3CXC@& <+%4U,BQ7>@F-CHQ709 M.I9Y8A>+G%PQ@U#[M[2H03H=3;XRD!!"F-A =&4R-32-1E0+F4$ 44 M!C6A#I&'>\R>@_W=)_L M@NR% ,%$EYL(YZ'9.&,? HGE*U4F\E*A%V8E"L@0* MTS9)&4'MS8S;#T)<4G%;K+%26;,#\MS'=,A&=5\)?'BT>5R>VYDSC,S^D6X MU#G&+0\3+8DU36FAA-=0R1$'R4I+5<";MB=S#/Q:5^ ML&AQQ[7,"Z]W5-TXK/YK_Z!=:]G1VQF*KPC 7'U53!KGL[A!SB;\#&4L;1 M((A|^GO)%.BV16:5- H2N[;P4RK@$2DL8DD^APQ/5]%B/U.C[MNF%]H1Q-CO M0F01 @R27)65I-YZFCSI#_*A5]\E_8[&7_*+[:7=L"C+UAM=;CBO: _ZZ$+K MR[K#88+3+5S@ZQBLK9$G]ZF*.Y5KU>$ JK;U G]"7A-UW+7+7M#S;-]QW0X=']) MA;0$.9PPN0D5ZN/S0N*>E%- EHT@'8RCY-);27'!]]"27B?^:\D0PFB-N5KT M)6 66*93>&@<8UY'5[!UVYC:GFZG.=:<'D9)_38F3@K9?+BP52Z!%NI&M!%NW@ TI&F5V]$>YY/<#,OBP=S.KT(.WA0%8 MC&S5"M[_.+JF;-VY]+V969^_O_>_I_%#Y^RO:#*^%(1*"H]6FMG%EPT#*"'^YD ME$]DD.4#P0O]HVYG<2)&UYP'I.5%Z1G\|',YI=2%^;9;U'<1>5!C3(E5C+2 MY2'1YI38? #TP%PF!/.GDH$GU6^>OODL$Z+2%!<+*M"!EA:/I7+(J<@<>O_<*1V$CCW=#$*3AS.ORKYH"|NOA3[L!`MV\OKRK @A44WXT|M58U8TB%SJO$."MNSA3N)H;@2

$I/ZZO&B|KY6Z]5_BN0B5E!RXY(+Z?ME)ZZZP.84,P B Q1,(M.",<0$GL68Z,#^HD>+^?Y]%X+H$:# L!|)Y$L7U|)YMR4/-'^_[8'S$9OD% MXL]0H0R/A^GR?V.I D)3RXVJV7@E?]AMU)%|_>-Q_DCVV,QJ3CT24%8=G0E= ML]OT0$,(3)*&RRB7! L/8EL2/Q=90TK029[#ZJD@K@;J_(/I4*/-TDYJ!V-\@G:6F 94FJ@*%D]'4I7<<0UZ4PAL&I"I'Y MA]?-A(LI?^JV/JQVXS_O214*<)X6Q@M[19[<'IDCNNK@5>#B+F_$!\QH8^] M4F5HQODLN4P*+(4$Q@21!P2#X,>8D4C9K3&B('(JR= U5N,3"OJ_*-C8+1Q7 M& X)[_VH8RT4*.BS'\4LM^9"CV>ABDIG[PIA+$|ZI/U_2?Y@71[!?\6 PY05>5N7=%K5<-M&%&Y9[XY#1=E_)/QRMDH 4W#Y4I)AC/"!WRNQY!$2<&K]-1P9/ M^$+ZL]-1 MPWW24U5A_F\D;^8_#\V?GK;__?#9\.CY<>>?]H>CSG]?~=3H:+A_W/V354.M M_O>C_6?]I.Y^4D=KAWJ*)XM.ESG .UA\ M@P PB/X?TT6~62^N4,-Y% M)6Z,X'577W4\/-C@NSH\D"I?_+1W,'S1ED[@S)*|^GCTY/"!DX9I5T7[*5IW M@DZH>~*8B^!K?@J3*/ADSA(>I%M1I+=[! ([_;IA"I*;_Q$2;N GS':GR^ D MR_(.*^B,EW%6A/,[7'1:K)7+?A]7"-*.WS!B% [P!4ZL(_BF5PIR<7R#\^B%< M!0\WKID?8K6\O\NX:W.I81%9"3:B-(=IH*G[7 K_)"!?*/!=@?#N E7]UQ1WJ MWU[/;T!L\:=>4S(4G(BIO37;?I$/15O2+U[5XS MPNC4:(\G/\G$\73ZZKK+=]-+\/+2T N5EN7O4[?WN_>MCVTIF7_ZGDW8>/'OY=,.CX8'AP_VI/WP4N#XV0/=FUX*/" IA"[=G@^,6+*QZV[DV_-:'6>-U&0FW3 M_=BVT[FY4.OZPJT^,8<'P_V7# ,D|5)@>_>FEP(/1PJ,1L?W<\YV(&+C2F>4 M=:,ZGF8W8C>CP>&+WFO;FNWXD;VVH^'QP8,!,3^\%#BX]OX&Y/7O32X&'(P6> M7=6.]D,WFRXMUK9\3WB&L_V<<3PT]QSE-13:8L;_\E]·!R3O\@52 M"9$GPT5611@Q^LH$@/G/X[3L:M'U^[']^!#L$S&,(E@ D;,UF&$F83D+Y.AI M#B0+ N-@NZOP&SU!+=H,? 4_MU5W;K!4ZH.0.*C(ITDE$&T(\VF'=G>]#WL X9U@R(#5L E$H%@?1? ^\D'F)<4TD[6]<'IZG"_]^ ML*@R@,,#,,NLB;!,"WH 1$JH2_\YOYA)&$P=?^3V-?\N:Z\M-7WDWRCA> ^R@6>@8B>$SON2S8[GX>_%K/$\6"-Q@7O:;!L(?!'_Z%\. MRM1(^X_'H^N8&3F;+' DM]N:W=3#85[!%1T TNJQ%IX==F8[E#Y;TBY0W6;4A ?SW==G!/N@V:!ZFF=[L; M"81R2>?"_QMA49A-35-$P="'<+'#GIG%2,>:R8#L)9A^0CUP3:>&!.3AO>[D MVV^\;=U@4DU*A!L!R)VB=L!JKPE_QZ+/-"5%J1'>|:K\ M?38EI#(CS:*:Q!_@E9L_&WOEX!ZH25]T49-N3],[(!(<+#H,W>31%<)3?%R#P MXPRX 7>RI?ZWO%*,?=%2MOP5+P8;?^,,;!!P'Q.0VGL3$EWUA0^_XTW/1I M.'K&OV!2<5^INN_YW7JK:]<>O=J:6 -Z3D8EO;7M MV^4X 4Y8VJC6;"1^9@6N' M#K9QP2V![6A&A*0VAG>&(+("?__6%N.+-4VIH,Z Y/P"X5]!|:)(|\>GSZ>_! M"?RS_&"B28!,='F.4!E+0# C.#>R,QLQ*\1<" B8)Z ?[!-#C8WQ^891!C MD/QL9_(_IA@!T(7A(,9GT+.0!U.0PLTK $>5X,_FPP>'WJO><((A1E[3[,A M(OZ^5%"B+|P9&1$LL|)S!A6QCD;"9U81Q>+39C28Q[A%4[M]?U?IXS@N*QPMD(U2^WL2%XU"@4T& M,-=)"NCA2;YX?? ?%=[_Q_^2<1.$Z"N'O#V+UE,WP,XK+(')RQ+2RN%3N1'I M288@R)5;27560[+<57#B2%[+7<5BT(E&J1R7HWD'JD], M9#M<\0'0:2+F;5R #0@XU;\B:&Q1H0|T)AH98?@OP"$;C(${L5D[Q1+,XV8F\5# D C M5J]]-X"MDPS/Q@.1?;K>N#,>IE6;'"#P1S\7@T? F% 3<$_W>UD5;"_QT.7S[K M_E,_]?:DU@^U(<[0@X#2^N2B2*AC5A9O_MB(8I=IPSM9EA\!EN<7T@}.(VP; M(.9FG[$F(/$,1I'3Q]fL&.W^P0M%7TFPMO7F? "$W\WO5Q]-MO]|#Z=>[,AY!WQ,:'[.K?]K1X? #HGIK#=Z/$S=)84-Z0%;IBAZR%HP8.CZVO! M'L;GAX#E.,@JO&V/_M0?LZM,YO'SX?.K@O'T^$^,KNZ[']$H.>V?PNB9:[PSN MN15^V*.\;\U>_,#'#.M% [!$9W&I<"80]Z'$E;BP&OP)7XD-7NP$V!.33P$QG M37WO AEH6#L\;& 1_ M.MAW_P.*CG0OOQ.]J<57U.IH[CC$]+B3(L709_,AX-1R_-\,]>## ^>|>PZE^7N**NO+8_8);527H7450K,;HRN=EOZ$]ZYVC,_Q@_6GWJ8 MN$09#L_]I>\]CH'1'N?0?ZK3-V1QPXS$W .G]-O.L)Q96W0"WNVY#[V7O[]DI M,]0_/MX,!5^XR>!3:L,;:H=Z]-XY]VPC2 LH'5!)%789@GP!^:CN5@P>8_O6 MU(R/S5N?I2W6,@W>CQ]HHL]FVVE_<#',RJ9X$_Y5\^RC+L]_JN9G\!^MAFKHR=Z+1T$6SLU2Q)/HI]_R# (:$S1]=%,5)E)O91>_2\.Q10.VA?WF4?*M^_MFB;?XLBL5%K&C[#E=;HWVH>^]Y!^\5]/O5?^'!B9?.U9?"GF6;7Q)%Z:'=[X M3==^S8O]1S\3FE'8\,FMSX<]H;VB:R"]-J'N3FWL+75D[!]X'#X\:?(Y/JL9 MY^!T[[^2]":.^<6R$X+W0EF_+[?]X=L-W[+/K-_)-ZT^&CGT^.H T^A_,R7+,? 8+F6N_Y FV:ZD5'CWY^/4OB M*?0KA5'8=?^\!C!JV5U2VYOY#FR,-Z.? N9YQ-M5D+[HI%E+=Z4NMF/)T^&P8=BR$MND4RZ7D@-$>86@,5*C<)0(#HS3N#9[!K[M\M9BKC4.W+-'/_\]S&KH&,E\ZPMH*?!X^0)MV'SN]\5W+0,?=_X9C)N'K5F M\^R169]L8,3\B^-/HM3<[B)V=G)~ADH[,*W\3C4>Q%^78/H2WK6,@-9 ML]^\Y/FCG%Q=2S3EOQ<K,RN-DR44:"/D^M_W/,[^,@?^'$\4^O]%E/?X# MNW;R[G;]$IHXSY.\+HV;@[W[=,+=&:4.00#'0C0W>)UCA*H3/,!9,@<[.@>)I M.0") 6K(QGDBQRR$)L-4.8=K)HYO16RUQMO4S&P+O;*S5WRE&RF])^0X^GXJ M3P5;^V=QB@\0G)N]Z^$W^BOW_N3C%-#F\)*'15+:GLC&A B.H'M6L)B)ZP45 M!0%EF[8G9/S">59D+!HB[*&KJML*$IZ98H:UZUXA?@VK"8]%[AB[3'HR=P M@1Z_>? +X8)69.6R]E-65VK?OWESRNQUL03U>W8)Z%=R:YQ:WQ]8,5^4\)XF3 M);-L(/U^HFZR-4JK?7>U>K.-O\V2<5*INN_YW7JK:]<>O=J:6 -Z3D8EO;7M MV^4X ^@4/H5ED"8(>H/^88"AT03 58S(1Q <## :O? /"D@8^^!SO.@+Q'QY M9XP7(__W_C$ M1\B7]DY: LX:S%@LP+Z*^A0<]#,?V>3&!IK*>XZ;#.$'-& M(L D6.VA_@C=F<^'+U_>7,OALQMI.3Q\/CP^O-I0MS^I9\.7A]NV4"^!^\=7 M?:(S$+WM5^[*US0*_F8\$8C@ M=2S>9;7 F[(*7;9P9H1[JF,?16%WO;2" S; /X2*-QX"A9? XTI(@>;/#S>]=*47-Z-Y_]PPSMI3O[> MT>A%*P1^A)O9[5;ML,+8L@5Y^:?3 M_ELEP5D63[S9&#>W/++ZG(C@1@= M\V1T-.R+H %#G?ZF0\SWG4!Z"C<;D@*?,.T - FGS/%T\T:'CZP1.\&T M>#@"OFT.I-#'WY5@WK+/O@6E_N.J[EM8I-L2H<6&O3;_);T^>'(_)O1YL>'M1RI F1^MB2#\LDS#B_)N8@4_LMH^W1L!/>D7[JRI//!P[^#YT<'H<'?- G!IO!]W%%=AO5FKNB+ M0 .?-'>'D7+6H^HYJ[PBIX_ X!SJBI.WF=*BCQJ24:UVGTX417DN;!X#OJ.X]< A %VR$%QZDG M/ZF#M^Y.[\V>LHZ*?.9]ZNE1?. <7KB+\%V[9@D^_O9 ,$11L_46H:!LH_H>(MX+CSC1/1TB6]+4I.1&=G7ZY993@V_=!?1+5C;)O-99E7OOCG 5M(8O7*^F@O0TLZFX MK@#F01G*BH(^G4&4PV_Y+]E&9"M-XY;G<9A;YB"?0U;|@PS8$[MOE/*4@3AO MP14$H_;P(L;=ES_PG675^#X M0UWS =>(>.'#$ZZ/+=,;>I\K>@RL,IUJ@H!V,DYTG8.B%6XY>)TXI*AQ>'6#23L) PWG&/5F^.DI8-J4N> MCT\ I8 #|,/%5O+-/N\ZMUE_8^Z_IS@)-'#/Y2X%ME,4@!(;3S8NR;>-C%8D M.V5Z#80>HQT+#/?M5XK?G(?FC)15=#^'+'K@:+ @K&BRQOXTG*%G55+BF:0]W MCX\?3\HF.NVH"\;5 &C0YQIRI4H8S*5 !DPV7E8C8XZCO3!.W/-K_V"VF M'3;]PXV#;18KSE^A-ZG=?IFE>L]D$H&,9SZL-;XQ'(ZG(-@>.!68:F@]F#@ M0;WC'(Y"^CG0O6&Y5RXD/Z-4%!=O9>3"6TD4.@AP;,^/I21_3;268=26/7S_ MFM\N 4.[<_AKR'JICPBCARWD)0;S$6:GS#FJ\AMA"4]?JN@87.WNUIV4[)9 MC-? AI9O2HLE+C136S;/T>%V)$YESN",X7;Z'>B>2:!$_M^^GE3=$>4-99D!_M/(%-SLZUITA ZM^YH=+CY;6H,%LD$#BTX1M"D,_ZPF6CFZ4%Q[@>FGV7VH.\ M,QPVH<#HOT9@QM^O<-^?:S&1[Z|U@:KFD F>B"H2>'I.@)CV=D "3MR!6^)" M$=U>Y2=.0^A(V>X(L-Q I Y*UY2G.VFP@-]#>W33(-P*>CZG.B-Y<1,;OE>R MS+S=;O6- %+EWITU(S4&\TIO'J-KY(\-V$S^PL[^W.Z>&T.5I<*H(UN(/LG%* M1CL_+M\J6>G$_4J{^SUAEAC04UA_^1<&8(.-CI9C0B\; MV.HF#:+!*HU&%.8GD>O$*R8?_VZ*.ET40R(*(CN3>%<6?EGXH1QQ=#>S@'I MWSEMZY)&TU5.LY:?@EY/VSLUJ;F%VA77MF6#<>47]KU2))\(=D?'D/J\'-M$=1JI !9HZ#/[<89:V)4DQ_Z'QEE0)OA*=)CFW8,HF^],E+W%RZ>?S];3*G\ M:3MUOO5W5NH=Y9?$(^Z*0?EN4N1,#3O[U5*\Y>C.S2,+13WHJF!$RS1M$6B' M4Y=''W;AKB]P5::R&/RWUO /7T1L<7[,$W=`4#[!\2I$G9411S9"]SL P> 0] M=CL'-M/KTJ?!EG5 &W;'5=P:*IW11*"^*ADH$)"=^A>)S3X;5;/RD#'I3G+-O?E9= ,E6 MK- :DGX#'ZJ9>O*+D'#B[R6H"SE%]PR3IH[)LGV]SFN%PK/',Q7/LM+KJ@0>5_U=6C2X$6^V4Z07:O7]S56Z^&D/N\_&E4?>+ &#V%1$*]K M5J/- ,H<4]YM]N5*O6DE8P.77E0*\157SD=S[.Y''Q% *QYD+<('L^T)EGP7/)H#A]J9UF3]&F>F\^L8C@ J.K+_\]B6OYPO7"!,WKBSM5LV^1 M/2F2F>'%'8\^8!N15+9X.JU@^J'!0%5;+%6R8_R$E7&S'%SBH-0R-A' ^/" M#)+#/'WNB$A=1.5W#K$00'TO+S[D;.1,7#$MF=++AXLL(_;H.IMOUU5@K_K M^A>Q\U/CUGX\$C>,.;7L9F_ZTX&H3'587%T=/1(-HJ#B(-!^A9$X06C+O)4O-_=PI#[_G]MFGY M:3M&PGR\M4SAJI'*%X"|$\]LQ SIE+LGMBZ+%2'V67DPQM!@P[DZ_ M,]9;IN#W3<:"1HM)6A,5CD.SSIE';=-+?4&C1^8T4Q\HKH717.B)#UV9??1- M?G**L_.5)WQKV 3)W'Z)(B@_KZ&IY;UXIW@_[$I(=;NW_-N:3=\4*^L=L6"R MR"W80(^[A9/LB+W_.L<@Q(_XI75_$6V?EG862\O2QT)Q=K.J_M=F<0L;T9 M4+IGTT`.3\5RCE0BB7<>H9TO+0#R*CX>9SSH2%)PV(4^=/[8!8.NCEPNBZ@12.8=6L8N)_NY% M\=3:E&IAK0.L&.X+GE12?<6)/V?.?$AFB2(-6$PWM:L^_G3??RWO,W1SSCK5+/O4=T""B7/PW/?3?]4)}>I7>_R6S<^ FL1*E5Y):4^] M63:!^YB:IR\ZIC6#ISRW0K[%.OB-N1*B:1,;- %5&AXVNZ-!766EYC-V6,?!(,.MS&[MN)LSQ8GOV^).IL_'G,PLH_,^OML=0JF:GIP+8"M/1\)K"PYR7SE?|\W#;T.O.T/?!Y.8SI/TGW6 V<_#PF1<;EYL2-0)O\G7R?NG!,(fLS&G_+M/$5^9 M/F-!X?!9XU0)FVOOE@-."DVHX@(SO?@GCCR?\?PG5'S5CK'RPE6S[(M.Y^-38-S& >E&E94<@I<_T74W++3VHFM:\LZ;SL@Y--%%9!SPI:@3:-MDDX*00UX_PD)\=/":";PY, <^KZ%-F?56:"3EWJ4L+3O^9T*I"G$0M9K.V#P'MK2+]/MP*_E4?25K_0Z"]Q91^#+R[$"P<-7E+:./0)I:R(9&M=F?ZY,>E^|7W M%*+U^74P827:61N,#L8'.UWS1&& [^N!VT'3S5';SS!N/B!+3_3 MV^W9?H(^?FPI>=Y](TOI"Y-1HU-=_80!I'C.lN,NS09TB93LX]HO'*@HWW"_M&6*1T+O2&!^3IOID* MV!!)A.DL7AI-#>CQBY!]WDF_I(3->>- @ZTWXJY6Z;>S<;+IM M#-3*W/_U6%M)$;X@*,A3ZM&RS{4I;JZ0'Z!\#59B2-24G8+/@F4L^#"^GN>+'SDTQG;RO-X_(@IS766OE#>&'PKGRR8!+U3]L@\MR+O.A;,IE.V@HZRW? @ZTWXJY6Z;>S<;+IM M#-3*W/_U6%M)$;X@*,A3ZM&RS{4I;JZ0'Z!\#59B2-24G8+/@F4L^#"^GN>+'SDTQG;RO-X_(@IS766OE#>&'PKGRR8!+U3]L@\MR+O.A;,IE.V@HZRW? VR.&*$J]W>+ MQENEO\04K<6\E3X-K< M8.XB.ZP^L+N2O+8;_^/0*,$)B@:*M.AR&QJ-HT%%7*1^2OKMC85E[,9NIQ!%.M4ODKOX*QOUX_P4>-:ITA_:X1- \E?'$AZBYQ&5<[<0U MX*|(>]]P*P%*R825T8R$@:-%T$//9(?{68!)EY3/ZQV!#'TI8:_[6X'V8'\A M9MB!RH(RS"^B-=_SK M*B?2.>#K/&=B9$H%VM?&5?L1@-!]U)8KT*4WPI- :73.2_;;#1O$@Q\;@LN; M;?ME.\3,MQ5+-(#I>(8J6W-C% GLZ"?)KVSN9F5EY2P=0S.4EMG51]49;ZW_M_!M*2NF>6G@ #G+/G*XE<1B4'CBD0'YTXLA_LH) M<4:LX]"Z1@GXVV0PB6?K(U<'.!\4@95]AI<(7CCA%11F'VMM>\DSZ# M+'7@7P-2&3 (.6!B6XD>YQIOTJBCQGDU1PV&O-MULA<^QB<_A+>WI36A_WKN4'IJ,:' T";;):I71MA&W%|$"Rs;2+ MJ;&PWHN1.+11+\6;P[>R.#GVL?@$1Z'W.J-VDYX4"'D1_@6]8 [2T89ND3 M)0IB$TN6P4.[4SB*X(_V AF.Y*_H?)?YW<IJO%?2&598$JN^9BG*0[';&6? F8S"3-VR+@3 M$YJ(@Y7F0FET]0!2ERAD^EBU:":<;UG)44,:LJ^]M9;G6QUAP0?P=[!2Y9^> M2I*.G7QD]):M\&TH M@^5G\;!ZENYY@AE,=N:IDLJSSV9- >Q(DIP*.G7[C\\Y"1[C5"0:2!%B>'+[-&)-MA\;ZS;^:6)BWSF)*&L7A<#F]ZO7?SG?^MOC?+SW\[_8S^(=\=B+:_R!A#AO* MR47; \/C@B_I&6SBLFAT^D*0Y(AU(=8!"!5HS)E^<[/<,6!,V9LXMA7<*=5@ M8ZW5$!'RA>M:M.>;(E(C8CO'!^8QB@^/5(K+S-H^<.(P)>F1'](CK;9FEL@$ MX7@E1U\8&"15+N<3(++#42 M*"[$3)1.D>SA'2!$]TCQ9VJ0)_@<<>75ZET05_ZQZ,S1*>I^P7JDGZN?[!\ M%*=QME3280UL=+O>T-#G^8AB3;-W(MCZT&I)MD9E6E^%XY>6.C]!PN?;!G%/ M+XI6W1V@+A&YD7045N7B@M&5C+8-5W[@M_!C_J?%D_^W@\YQX.L #.E*%>@6*3*.>)VF838G;TK:HRT3S*#V!RBO>_I, M5@8=;G_^GT=14D\X3='F7U,=U/VMR5-]D@_ M-6S#M^C]@WY[KV|{3]G]YM?R.G'PIB0S>D]#B:A\]C[*8O=G@(-DH_7[\1CTR)0 <_-E$9N\G 2=E87NK7>=-3H) M+"\F&#GY=O@B[$;V(9'Y+1D,_R(7) (]'I"XJ.0*DNU=!KCAQFGOHSR-^Z@#> MMARCSLDM&V)P#&_H?N&Z\!63%3(C+$_1*5'#(K-\#HJC:*)X=#?\3DN'K$0U MWF=;1') MEM$UAZ%;>TIR/+0Z< ,71Q_OX) + [!GI\Y%)(_^KK=C7OFT$Z%Q\GY.3]A\ M-ASK^,-_:LFLXR_?H03<$VN ,+2H07NK8>,>UR8VJL@K\.F.OV(Z5VC+9CV?IY M?:^J2F>VS)$V5CXE G$EWH5E0[/J,+T,&I6\F0- J2DH:N2'6E,_:(I_G.XP/ MR9EMSR8&1$8>-C*%(*/ZP^KB*KW,K1UC;#D!>#&SRF]=R97Z857G'6?*%?GW9 MO2T_DXS8V5YSR,JG. <2^2O<+|Q_\WE=0H5\965Y9$ML2##UW]R@<>7<^1HL MN*":;A4<9E-?O3C2:B|4,X^9G2R2ZG;0&3MXY!NPZ!DG_N-X72DT9YU)RSP/ MFZ,.L;+G@Z V<+1.*8O1R^HMZ79(&)QKFF:/M@!!^"U&E\L3C"^_,*Q[MD3FV'M(''SX^?9&:/=K+Z8=`0X_S^HQ5:[]SFQCC&;[0]5>K=)MB.$F.O$9*CD'&@)1+9 Y7H2#K470<2M^W;N MEL5#93:7RD/J2TADN.?@Y,CHT/@(Q5=+L]&^ZAGT-(C:0\X;4S?)D1A;6^0 MO(<.U)-DQ1M MU:-R*ET22,BE=H,\MS:QRE@%&(+#]#5>5=,362U19_?0B-#D\,9\,}'JG M KYPO=Q53;[:F)TD_I#ED_B;$U&HI[9!=,DDOE%60:C$4W@Y Z$4 MDDHPDL3*'LL,G+>6X&BO"TP7@[#ZZ'|W_T&I_4>\)/#*O-RY@;<=("B7F!X51-M6)*H*@>5B.9\4"R3)5F9<) MUU3T;'!5/G0\&D3C+Y'E4R5@D(8P^S6 *G[WU:LU@$[12%FHX0":_G7?&)"5 M!#V=8JH^3Z MY3,"9ZLP!LTOY[_ASN6/&Q;;^S'1;=5B;YA+/<_=KNCO\KAT6_^6\-QVX25; M6GH$MW64@C:^-%OA+YE]GJO.)*3*#.W?H_13&?:1$E7Y0FE\(9C5GYX)EC< MM^Z&^D4/XK4%A;GLP)>F^I58>"I2%#](W))0*A%W2^,:?M25.F9]2V"%/\ M+C^0G\HD"M25_Y1-"A,K\ANQFX4[_11^39>ONBX#=YZANE-?,S\IAS.ONO?(M~NJ88BZ*K1QL0XJTGT:<>2.W#NQFJXKNM&X1!%_%>U>3HBF7/T:X.C3WK;<_MK] KW5,_XY&6]J V0#+9ZI<1Y\>F?@^&LWWDW!H869?"!H;/J(&P>)N;5NG!+UBQV:Z5^T>]H6 MV)"9\MGW_3W/6T>Z19\2DBM_(SR^OV_Y]0?\@81 MHQG=91X)U4*3!?* [_8V\RL2/&\N%)RI>54*:8X1!A;WZ<\.K99W2F09N1 MB/DFHXS;YL@R5)4"^M*^]^I-MOB|(^.4-B;T2^-,*KUC0HX[?DL879F6I?>E,R/L*F')QQ6#9GMCIM MM1X/^0M6[? JY()70Z6LIV=HJ+73EY0;^#_M%G\]2++C_=+BM>#]Q2Q%]+%:P(*K]>.U;^*Q3)GKG& VAME&/;N\)75\OI Q ME7:RTWI@2CN\],UN<4L>T8HJI+2\::H;5| [%OL!LU==$^%]*M]/ZL/1S93[_MZ6&5FD'+D>F;8Y/+_Q=S;Q[.]MHU"FZUW0/:ZW:;K#G;8S[%8XY=5C'Q$**8KFF^&E#4K%Q M=MUT=]3G0CQ@?3\M@IRY//$_T(E,&:KL)M;T0$/F M,J\IN^D"((^PR9<0\L;D3D:.5'P\5@65FYGFFZA;N>BK(/$]QYFO':2A$+ MO*TC@C\.]!>I;DI<[.QM:2O^3=.=]/?YN;IP*?N>I-64Z;"-EE,-?B%BND*8DEPZWT" MTH8EQ(R65>!U?_ GI @+>ULZGA-&_C+)/J:1R;#Y6Z^2'?M6 8V!5G"G-X%$KH?MM7:1Q<;Y> ^;.$10FKA,'J5W9]UM<>OHU^9_H?K@>><1HC1B64'0+.K'3>O\ME M'ZA$M- 73+|>S>=T_T'8S+W@L@%,]!#$$];D!VF"U M8:-FEQ/D/T><2"BI M-DN97C!H(H/"<_82H];JZ7DE?#*ZP;B^ AADET>1AU?E";%V,UMQ9.CJQR-T M{GNA:"QDYFM:10.5%E#R:Z: #Y;77.4EID%*YLY@69&[A72Z!%XO?9G,I*:!-M=`AX%!8;"O^TY_3>[V(R#V%IALW,\"KJ.\[M]HZ-A!#/KQT%W2%8)Y6SV M>L4]0:-=#0)D'!0/[6P:_?4%@<+:?) C@,+:%&]/UZ8[!I*^&S_Y2DI$;[XZS/ MS;LK"Y-5W0/-@$]MO50^XE-%]=2ESLZ&%FT\KJG$NIMZE" :G"W#8)F*68NY MOF5^8D4>#>4-:;",NVND7C.!'YU"""M_ZNF? LXN)"SMWQ6Y+@9&_ 9XO<\TG_MG;F0MO!HZC=DIQX&-W"H91P>E6;OG+(K7"ZT%7EL:#H+E.O3'%+I:M%B/&5F M#G?]D#ZP2.F>$3FTIZ5$3T*]_5VG_!$2%O] M?*1EY.F\+9- @A1]9?M2Q0T!_1>\#.T6@7>KGI"[;\]_"8XUW?3&SD%Z/ 1GW MS0KE\N^3O57[&'SE*;-'[_HH-+?Y89?F9)\PK@ZU1!.$/=5DF:.]-HT2!% M[0C>BRO)OV29Q)>_,FRY1=ZZ? V*4_(>9.Y4K&]/&!>N*Y9O-[=YB8F$?Y*R, M[_:1E7!CR08.G L$FKN1B05Q-ZC%@<GH(H\E5@YB]P/%VN49V[2AQ$ M0$\%%R8#ML14>R[HUS6$=83@%6[OQ?;&9"$5F_E>KH[- %YA1UME<.+72W[0]W MG\]\Z7H)??&?*>M5-/,)-WDQHO9L2Y=/!Y*H;-]L[=]P:%YE@CU?/*XG=.=S MRA0[G]BYX_J4]#B+KD-*^2 /M*ZG@^'"ZJ($3220VUTNV.Y[F M>Z;LXUKC>R\I<\[>LJUZ<-^YX1#]Q0]ZS=+[?/C@FL;G'O^/J;)*SOJ&A<;@(K4X M2S):0<>4V^L@2DH3%AN?_F54+Q55[2Y"LZB5FCWV\XG)VPW$KPE MTEV>]&EH4ARG9+

*^^1Z24)%MGL,,GO=CJA;6E=‘>)XYG$-8M%ZG#F&$=4UKJ;*ES+BC7(CW5 M!!+\=:YJ@P$B==0"OIC>!P,:UL?=>;VIOBZG-L/UJGA\7#20-S2@2‘&QM;&4 M!AXS8J,;(!W)S,..R1YXL\.QIV1:X?LI>1NVZKH.J2$V&!=^B. M.#U(9L7GYJ_:S=Z"]5A"9]O14*C]=1I?QN:> T;WIS?29_\7‘I_/KK-4:6&M6)0<)V_E'0*4>E92I(0IR8Z!H\IJ:45F[^F,.S+0\E\+L..B_ML77,[_\CX0 M,LHS=8OYOMM'74N&Z'MYSX]+P%H+3QK>R[K%_F"O&9ZZ*Q,BQ:M$2-*T@V#7 M)MN39%-E%Y(P*&<5S1,YBUYF5B\7#N2C#:L\T7"7,2I<9%IMFD33<9&"GI0/T 6/%,FIV^(8I+?/A\G;9OMZ3+1X[\A/$C[3D MR2F[K^C&F!58L)$8,M!C[G-7,MTID+HP:OE1RV9Z7TV\3ILM*\N/^\E*;BR MY‘/)#,PO**]LY6EG7+<#!ER!@1]H;.Y:%)!.*36,>C[E>5?+QX7[&9B=P"WH M\C"ZL#.IQZ"&>H[FIG‘_]*O?Z"_XH>)=>%OM1^@1B9KB_3 MT#=W]94UG#L2#+(@:_3U,+_N>W\^[Z4=F*;M'E%61"S^L?%C>/256]N-HL>\? MZYMN.?LVLUNLG?N4]E=!)3U49R,XU"QP5:,80X4;^I?H:E(&#Z=/MP2<3L1HT::\XT^DL< MZ,T"A'6VJ@\\+(6]"FA7_#!FWR7NUP-STNZW":F48%,^_'X#U[0&4IHWK]"N ME:P$SBW9B/RNUSZ5EQ=L*2$A(6K-\;(IVA'8FOl.4%G1Q0-3?*=0>O7$O7D M@$DTYL7:S(Y7<,F:EAG8O1;4O=#T5OU7H^[:N(\,MUS1%H6E2ZR0:Z$)AJ=A7S;M80-C M0KN]FY2^A/E#P ?:2"N-M+@94;BPLV\Z*? : .#I&9YT_T@A=14<\A74MO$L;6:+3@KVU+&#A|:N4KV8BN@&O?SQRM'+,)S0I..BKW%O(^O[5NS[3=/W2 MY?IHM6CK9>NB*DN0;U=:%!?A[90!I#0X-6=$Q*<[8S?*C+F-W*%!?P5^3]& MQ\-[MH9?,"VFOMOU4-]Z_Q4XWYG =D,]EV3@F0 _WI_N-]:.6@G)$)"8YEW MZ[?0J3DB//+.=7LD@'+0?ID1M'X(**P^:.AK_B)1QHG?C M]B%@8.004(3X^2PD?'O=NTLG8>//LQ\ZL>-[AX#Y!.A!XK,3E9KAY\AI4?S, MYQ,CCN#E@RAVH-,":,^M/%'!<-H:C\.,VTI+"DA.E-.,F@B[=N(,QFA"=O^.MI3HZ]-W'#3& 9-Q>E3KOR*658Y)PP>U_]VIS$UEQHZB&-ME@RX!@&0V.*MR,BP2(*<)<1*83@1";O!N6J;WNX+3)XI%MA\HZ?%*V=S>D(M#2/?/;G^'S+Q?WW+0964280.#9\LN;H<;Z=_+@"83+VT4;U7,+Q(7\T%KOI7 M:]\Q.[[=-"%P7/@,,7WP16E78#"NL=U?();,_>_-TKW!8MT,%PLYS=J;QSS@$ M881A%8BLN4>H4!@-H C[$/)IO)H6R?MC4_)TJHM?\WB^_C7FR;#"?FY,LJZ|O7I3JYL#A/W<(<+LTO5YS_32=X=[M4FD;@QG>3K=_7_(Z<8OIEPOL,'9O_I2Z';8O4I,J:'$V5A2H6HX++<5F>TOSW MO[]?K+UL3MJW0@QEDI/H,6,+'72GG:W,Y3(MT);=6ORT:?AW]2BW[7'J:M4$DAUY0:8,IDEISC_7#^=_607-#R;>_/1KDSR@O>$]',2BZ;Y*A.C(O25U U-M@S+*N.]<=;_N5#+OU'3^;S&O75B[V:_1(]8!*%PP]A(/2LV9?3(>EK"5<=<3M.1'[I<;LGDP#)$Y)RBSDN!L#K4M9*9/E.7'*1S6B!M(Q"\SF*XC\VEA8'L.M M633J 5\[5T'DC1'7LF[53&U6<&/WY*MUHC:W5=1FW]%H@^X^O^7|<13WV9,IM4\&.CLGV/H*&@FD5&ZG75<_A4;D__GAA9V62YZ^D)) DU.C34#A.78#F< MG6 YH."6'<>I&6$JDD K)&B$LB?P0%]]@E,@FW*RV<J42]H?V]0HS]=KXBKVMME[(N6TD)<BK*4+&A6AAQH2!"$OSO5\O#LQ3UO:#X$1)B%,HI62(+XKXX)X"1: M@J?/*(P>9;H>V(T,"V2I!B 5]$,Y&)G'/5ZDU!X>TDN?A"(Y]='-+ MJR]HXT65K^7C(J:32<_|__VKN..=F*V7]\0VD@F*R-'"8D9H>QL]9X6 MYPX4O,=MD]M_*ZH2+@[ST75*0!3--Q11QU:!F6.=>4!VV044=2"M}4_$OJ3*G1U[ZWB6S^5)_^XI3[NK7V42^)PV/U_:HBY6NFDX.=SBEV!=KE^T2E'V_=9R*O]9U+F?:O MXA=4-O91C\KL";,^=M9*O%HAXM10T,KK")GN^UJJf> =JMEJ'X!"T.D8@_>, M@.Z#"7!@2$1^FH.)R'7=4BLWA/O'VNO@VR]G+,MU.+LN*H0B/0JIO#DM,-ZC MW-!0M^H&1>N^'PK;T.#WPI8_S)2]76[6M>[L*5E(/V;.^=&*DB1:>VFFE?0"_M#WI(3+L)7PL$O""@F2Q $QOO*[K8_[LYPKOI*T,/-T:0D76#1MQ,4EC%A\T%G MZ #2 /$>1*I=B%KO3"QBXUZA-!WH+W!ZC;4299 MA)Q5"D]2QD!RVHJ&@GE 9%%_P(-48W/ M:_ 8+2=E)%X'2'/_ #CS)\0[YN6;MB:K+N^:,^'O/03 -R_O'CM:N>[T7O!] MW!KN_OXUD9T2RC\S]/8/$L MC@MI^RJHO1I9FR<$;[EJTW^7C,)[-B3M)&-7*5CD 4N$A(7V+-$;75ON5W% MZN"7$MPB*1:EO+/N*$]UPYY7S,+3P(8> T6UO)B24MI@B!U#18C;C+Y6*NVZGUM$3DTYIW>W7[!IBXZ?!ZQ9D%KEZHO"BKO90IU%GW.P=O&/'FOY_I'_@W/IIVMZ$Q=DO&S:6!P MI>M=Z*MI_Y6E37_.#<;Q<$L67T6?/,]LL9ZAKT.//5!}! FIJPH/0I;T1WH_ MFVV IH]]43U0#(J>\;\9)HODVKNDA'E"'>"KZ%=_P^L9XD.M?^)2 N<.5RI\V M5.Z.WKUQ-E/H??3W^?XY\]PFBJ)@STY.QAYGO2-0OL@5[RS^>SL#F(E]TRMSF M7'Y(;%B2NG1*J.AAO+W3 -->)U3JWB^6L+E4+HBM]0Q^(1I;O6PR<&G>L! _E^<ZD)X9)7_TF!LAT:9I] M^C3<4Z]HI^?%UQ>AK6:^QCH-#Z!1+!B)/;L),2FZN6?)Y>$&0*!B@X8- N. M/Q!RBQ1U2/_FI*!&!IVLP- ?Y-H-X4EJ/9 [*0W2NU'OW#;>;:N\]!?N@29Z M?K@;&!\JCLP^]IE.?\]6CQ&2^L(0697+G9H2]D3'CL|B^NW[>XX.(2Q8-M2 M.[D&.J7(9UE*\"K3FZ@DD*PP\E,S5)#Z??"]X?]K!.*'R^G8I:$V0/$URA<__M;.+BQNF;P7.C.@6RR<9@85R&3!!.UL,)S?{J5$:E_6NE^@N<#2DB='R?=V=>MXSKOV5.)%/:Z_H 1L(Z1.M]H-^KMUVD2O*K'ZX=&+N&W!NN:Q;'=?>U+ZUE/H7NAL;K4I3-[*7$=F@MAFK\W3/W23Y[HIZK6[JUR>G[A:MPNSR(7N5G;">7@(TI#)XL:RB@UO>[JH5(PT17I]DA*=34OOOSFD?TNULSG;KQHE)PF5]U7];A.Y%YC+!&_V]MFF^XC^<0$$^A;&*2]^2C_#MTPMN.5@WG4FH"4A U>6(JNZ>'3 \H-\<77)8L M;)&7-CA&/]WW K3"L[F[.=OA&>M0^N'1=$;0QO70,EGY.?FZ;=;)M9]S[-7M%AAAFL8E+5M&! GY+?;^K) __+#83X1N/L?NI"W#B+ ^,5\]1)W'@=R'UC/_]= MWA>VE5Z?[O%NV+%*W+(;)R)S?HMX/!3?ML5]#H?\/5-4XO82 M6[_:E5SWB_YS'.*Y;7<-,W2 M3*N^IZO,.CS,2SP61JLUT*10!_8>U_OJP8#;W_S3@KOZ2)9#HTG+A#\<@5$ M:YU"O&Q=L$[6.),D,8?Q)9MC\;P+]9@>=/'<24*!T=/;8GU:EPV"+&G(RGB] M9R./^O)<^603PU%]SY5D.OD@E@E3/4FK?$4+H,WXLK.]7+<,N^^OIQOY\ M_M9%+\F3(]-6)WA?7<(N(!+<]->5XI$_1&+RBHI[<"IKNY!IQ?#7QI, M,.PO?+ O,*#%.P?<8*(CDY5U=,(_[^F-8EKN^UJ41&D.;RBY\S":.@USK;IY M+FSD;_E.O\6QB3&,IE C)RWH)?G=9]6PV<0AX#K%\"CTX> $U&KL$/ 3RO' !M\4/_$WNM+ZF\@FG2VM1SUNV.(> IYO5*8> .GG$U^Y#P-K'S1"M5L8>..KC MKG5WU!@_<F[O9M3>!XU\XZ]!AP ^QE=- M)DU[SK'U@TM:!],"1,DMM4- @O>6R-_&HG?H'$[BH=LE#0,]/_]^,' QNTR^>[IZNDL*TGMNM*VYQIW4$S#08;)F.P#*!E9Y-S_2R-D;TSZ=A L1!^D.@]P6**=DNZ0X&]!>$ MB>571*D>;[N,"N;\%S(2:1.,G#BWF4IK"EPW<-]<65GK*]#83/.ZK/6(6!W[M,>_1I?.]-]X_*DB0X>N9W'$U1D!S+8V/2(*C%]#D4S8V;HKZ%(1"W#B+ ^,5\]1)W'@=R'UC/_]= MWA>VE5Z?[O%NV+%*W+(;)R)S?HMX/!3?ML5]#H?\/5-4XO82 M6[_:E5SWB_YS'.*Y;7<-,W2 M3*N^IZO,.CS,2SP61JLUT*10!_8>U_OJP8#;W_S3@KOZ2)9#HTG+A#\<@5$ M:YU"O&Q=L$[6.),D,8?Q)9MC\;P+]9@>=/'<24*!T=/;8GU:EPV"+&G(RGB] M9R./^O)<^603PU%]SY5D.OD@E@E3/4FK?$4+H,WXLK.]7+<,N^^OIQOY\ M_M9%+\F3(]-6)WA?7<(N(!+<]->5XI$_1&+RBHI[<"IKNY!IQ?#7QI, M,.PO?+ O,*#%.P?<8*(CDY5U=,(_[^F-8EKN^UJ41&D.;RBY\S":.@USK;IY M+FSD;_E.O\6QB3&,IE C)RWH)?G=9]6PV<0AX#K%\"CTX> $U&KL$/ 3RO' !M\4/_$WNM+ZF\@FG2VM1SUNV.(> IYO5*8> .GG$U^Y#P-K'S1"M5L8>..KC MKG5WU!@_<F[O9M3>!XU\XZ]!AP ^QE=- M)DU[SK'U@TM:!];"1,DMM4- @O>6R-_&HG?H'$[BH=LE#0,]/_]^,' QNTR^>[IZNDL*TGMNM*VYQIW4$S#08;)F.P#*!E9Y-S_2R-D;TSZ=A L1!^D.@]P6**=DNZ0X&]!>$ MB>571*D>;[N,"N;\%S(2:1.,G#BWF4IK"EPW<-]<65GK*]#83/.ZK/6(6!W[M,;

{/&&+!UN9_ZZRXQ1 FU M7F1T{ORE<]4-(U5?U92]222=B4ZH;(4]C"ZE>7/\\GZ1C'O54ITIVH9;3I2 MP0=%^0"PW9]1*TE)KUP1%WHM6]5\K?;C?#43Z)FO4@G%"YW)[KU.I-Y M=0"Z%"GBU6O#[_IC$GZR3!S94]4E2@9^D2BO%3V'YR4DXD%ED"fJ>%,)J9?4 MPTJ:9*>53ASQ#0$-UF)&Y\7R8/W]"GM.>K@\LWR.#PZC>.)P 7..Y<_%8FZ& M/VHH\^]H0%GJ=9?P41.4,!/)RL[+$"(ISM7O%PR54&UOW(3+^Q5T4: MC)MW6K^,##_B$]AMO.%]8'2HDZR#+'GGVE4KR-F:SRX>)--C[%'!85LR&RAQ MQ;C3.E]-]-!ENN-&;? H5M4HD MO-RGQ HTKRBH3Q*L,J7RAUYLK!*&@)?=I0 M7&8M>5!O%C'*5Q/2~C_BI_#FEN1!FBBHA12Q<[U=L MRK. [CX-T;Y5!=2%O!B2CY*51^6D>T&Y+]D/JNE)=N^!JV$5+(U/MKA[E'L MAI>R@$67G14J(R'9.:+)|QIM$O7E)-1*"-9)\+G@+>"B_6I>R-JWCL-FX!#2V(M>]X1&<1E16*L2 @!VSD);Q^"X4Y)E@'?ZX\L2&&D@K GN++HL8?M9C8R,I*NK M]UN3&;)8XK7^3[^GT;>TF2^W?@B2^]A8<,3W+2C[.D:@Q6,CYA%YGUG<^UC^ M]U<@? +RFT5L62X.=R*7]O7RAM+>,G-V8%M(1GU@*S YC/]_-GP^]]A=6>)TJ M2?V8ZOOF !Y NX;IC;Y&B79 L&GP1H!MG;O&B6"@=$,4U-9YW5Q?+>(KB)N_ MO44^V=\+8B]1U3O>C^+7^\10"M+EXIB&Q*F)L42LW3-?*\6FZC:B]-3CG;YJ MED](61^\/L!)1{YX9E;3MF;AT>LB8LL1GQ4K@S8.*2;F1OB7#)>6&X^M;]CIE^:PCQO/HA+3!.)%HJOBFNQ;G4M* M3TDR?OC,Z2C1UUCGBVW766N^]JMA'CV^<*.?*.ZO MH3U43QK=G:I. % /VZG=9\>TZ2ETSPK%$FTO)?]"RS/=V/$ M8_.ELXG4*2A.&Y6_88UXWFT.#3LDCZ(2??G9;#6B;!!0/R3&/PER?:R)E^[S M9=D?B4"UOW"PZG;$]P &9=Z,MNV2U%S8CW@]^TF.ENH#G-"-IT]N<\$H?BA>;JW?:,1:XG$1-R0_B0@XMAB.27>Y?1HN*B M7*F* G1$D%E'4<,$=-]JN0WI(9UACTOID_A5%B&<^- _OF+_^VC_H=BW_<6T ML0-UN Y(@,2\+L-$<>NIN.Y>8KB4E^G:B=OF$^W7<%>"\+0!/?M0=N45>MEN(U M+!0^2RU34_O"3;$B4T]P4E3&NT!1K8*I9B^AX\58!08K8;8- [<;AVEE^_0^B MZ'2""7"X"" '$LJ0-K'R^,;5"1VIJT=AO%3I^O7X#'&ZQ/>)K5WXS]V5-<<8L MZ=(F%61Z?%2T#;HYN !((0K;\Q/8WZ^R".3>]_-UIX,@&;4 ME4E)} 6'PLZA*PG C&R'4/,$Q#.2C56\=? ;=G7)A M QI$G3KB P^^S)>,V5?7]PC>9T\5FE)`:=_/]_*]^/V=QJST6 , M>UC:8L0I?]R!2O1;TV<G;H(L)ME>?)ZF+5@LB 56$IEUR.8N4_*^G+.^%51SN#=52>C-$F^5WLE+:V MU!]IG1?F6 4P+,=&4;U6 $X(YN;S5OFGK.R9SR;,N_7@:IKT MNPT%+DV^=_T$W3:-4=P(4V)7CV(K.NVCTI\0MT(1-KL)4VGR?C5]2|LP#L-&FV?W15*EF=4,(B%'LZ?Z?Y MR^]) ^W_5T^KSU+ZWB5G\Q7!MT*SOPVFRZ@N1SXT^1)AZY+TF\5F2/QFR>>Q)/A^*]\?#)9:#*>1@K?E>W/ M1W2UR+,&V*0\'? @#2P886U6%.1@@GUPLW4T<;#LV*J$>F;@FK+33ZD)RI?>1 MEOA:NOXGPX,U&A M42D<, ;,H?Z/ &2_]9<'0%HNV\FOW==0&(NA=UX35141U:%#>$D1>Q9,,(V\CP*5 M#Z4FR)G8G7X5Z?]PJ5)5X_2(KF>50M?"GI_H=<[UINA*IR@">IXR- F1B8[*MWK >ZPWGZ'$'2EGBN4{G:C,#*K519ED-@RS"?'X6TG'ZD88J>:.Z;_/R"OW;9V9WS>K%$X6H\ 5[N%PN;'XPJ?5S^L\L'^K" MOAJ18;-YX#E1^U%+MUX[*Z%K+A<\,Y1; M0L!$F,,YUXH[D9??H9J%'$W,ZL7-)0GK2V[GK>5&E:T]+X^^ZO,G%D2 5[-M?S(RY&QKW%H49CLRL[JRQ-@H&=T.-$2,I0H>W3_5AN;^-=[C9*N-B4RNMF!M[FVY8FL>'0AF;Z(TP"QIW8HL9G:,&H&RL 702)#D*<[.S-AKG>#T3V+V'0"_M_IO.LX0:WZL_C*T\=R=)?!%7IC: fOE'VU419]RQ'E9^F&(UJ@ "YTFBUX>W- M<\94$D+[_S8T9M'RY&YCNSDG87-+#.H[T^S3V,ON)VSCJTQ]MR@W?IZ#BC0 MTK+,(,$;<]V%%P"EF'\DOSEL6 .G;&. :W;=);'2/N^"&FNCX8))&\;Y>UZA M/C$^:.BRN9X90H<4OS$&F8C@F'K?)V%7'\Q<17A:2IX0M0RN(<-O3T3W/^&!71;fE'D M=NE@B!4[%6K^6DS(3 T>:V=19U0]K:K%3PWSLE"#D$IM#L)AYTM1=L&' T6 M_;^I7@YTN9=VO V U<3(BQ=95*9"1_Z9/C?H/3&)N$}910(_W=(&(SK/&\ M_XJ"=!&U^A^4XC_@OR,:YG7)T]/TE_&'TF&R6VKXRYAOD&&N!]..AW,B%L.;\"7NGQU-CPLFI=-,_V] M"6\?V6&R$%D^_]*9MQW#S&7;%<4C\K/H7/UF3+]O3"S>8]Q9_.ZGO W\+\\:WCY=>B MF_.L3.(R;O'B "X.('CF\F.&_?A1 M%;BVGQGYH;B+EQ^QW5G451+9>9+NRTPT,C)_O7HDG MI5[L5MIEMS8I? 6DQN5O=2'0I9^3;RB34,>X+"QC<<\E<(ME*FU3W3PSLW3PS MOWLB,*9P,JM.0CB8**M^L.*JB5+@#67"@^6JF.FW,R=41O^;W(0[>%3[57IWS8.?;) O]+Z0F74K4'VP'CP3ZQ M$IM#L)AYTM1=L&' T6 M_;^I7@YTN9=VO V U<3(BQ=95*9"1_Z9/C?H/3&)N$}910(_W=(&(SK/& M_XJ"=!&U^A^4XC_@OR,:YG7)T]/TE_&'TF&R6VKXRYAOD&&N!]..AW,B%L.;\"7NGQU-CPLFI=-,_V] M"6\?V6&R$%D^_]*9MQW#S&7;%<4C\K/H7/UF3+]O3"S>8]Q9_.ZGO W\+\\:WCY=>B MF_.L3.(R;O'B "X.('CF\F.&_?A1 M%;BVGQGYH;B+EQ^QW5G451+9>9+NRTPT,C)_O7HDG MI5[L5MIEMS8I? 6DQN5O=2'0I9^3;RB34,>X+"QC<<\E<(ME*FU3W3PSLW3PS MOWLB,*9P,JM.0CB8**M^L.*JB5+@#67"@^6JF.FW,R=41O^;W(0[>%3[57IWS8.?;) O]+Z0F74K4'VP'CP3ZQ M$IM#L)AYTM1=L&' T6 M_;^I7@YTN9=VO V U<3(BQ=95*9"1_Z9/C?H/3&)N$}910(_W=(&(SK/&\ M_XJ"=!&U^A^4XC_@OR,:YG7)T]/TE_&'TF&R6VKXRYAOD&&N!]..AW,B%L.;\"7NGQU-CPLFI=-,_V] M"6\?V6&R$%D^_]*9MQW#S&7;%<4C\K/H7/UF3+]O3"S>8]Q9_.ZGO W\+\\:WCY=>B MF_.L3.(R;O'B "X.('CF\F.&_?A1 M%;BVGQGYH;B+EQ^QW5G451+9>9+NRTPT,C)_O7HDG MI5[L5MIEMS8I? 6DQN5O=2'0I9^3;RB34,>X+"QC<<\E<(ME*FU3W3PSLW3PS M0WLB,*9P,JM.0CB8**M^L.*JB5+@#67"@^6JF.FW,R=41O^;W(0[>%3[57IWS8.?;) O]+Z0F74K4'VP'CP3ZQ M$IM#L)AYTM1=L&' T6 M_;^I7@YTN9=VO V U<3(BQ=95*9"1_Z9/C?H/3&)N$}910(_W=(&(SK/& M_XJ"=!&U^A^4XC_@OR,:YG7)T]/TE_&'TF&R6VKXRYAOD&&N!]..AW,B%L.;\"7NGQU-CPLFI=-,_V] M"6\?V6&R$%D^_]*9MQW#S&7;%<4C\K/H7/UF3+]O3"S>8]Q9_.ZGO W\+\\:WCY=>B MF_.L3.(R;O'B "X.('CF\F.&_?A1 M%;BVGQGYH;B+EQ^QW5G451+9>9+NRTPT,C)_O7HDG MI5[L5MIEMS8I? 6DQN5O=2'0I9^3;RB34,>X+"QC<<\E<(ME*FU3W3PSLW3PS M0WLB,*9P,JM.0CB8**M^L.*JB5+@#67"@^6JF.FW,R=41O^;W(0[>%3[57IWS8.?;) O]+Z0F74K4'VP'CP3ZQ M$IM#L)AYTM1=L&' T6 M_;^I7@YTN9=VO V U<3(BQ=95*9"1_Z9/C?H/3&)N$}910(_W=(&(SK/&\ M_XJ"=!&U^A^4XC_@OR,:YG7)T]/TE_&'TF&R6VKXRYAOD&&N!]..AW,B%L.;\"7NGQU-CPLFI=-,_V] M"6\?V6&R$%D^_]*9MQW#S&7;%<4C\K/H7/UF3+]O3"S>8]Q9_.ZGO W\+\\:WCY=>B MF_.L3.(R;O'B "X.('CF\F.&_?A1 M%;BVGQGYH;B+EQ^QW5G451+9>9+NRTPT,C)_O7HDG MI5[L5MIEMS8I? 6DQN5O=2'0I9^3;RB34,>X+"QC<<\E<(ME*FU3W3PSLW3PS M0WLB,*9P,JM.0CB8**M^L.*JB5+@#67"@^6JF.FW,R=41O^;W(0[>%3[57IWS8.?;) O]+Z0F74K4'VP'CP3ZQ M$IM#L)AYTM1=L&' T6 M_;^I7@YTN9=VO V U<3(BQ=95*9"1_Z9/C?H/3&)N$}910(_W=(&(SK/& M_XJ"=!&U^A^4XC_@OR,:YG7)T]/TE_&'TF&R6VKXRYAOD&&N!]..AW,B%L.;\"7NGQU-CPLFI=-,_V] M"6\?V6&R$%D^_]*9MQW#S&7;%<4C\K/H7/UF3+]O3"S>8]Q9_.ZGO W\+\\:WCY=>B MF_.L3.(R;O'B "X.('CF\F.&_?A1 M%;BVGQGYH;B+EQ^QW5G451+9>9+NRTPT,C)_O7HDG MI5[L5MIEMS8I? 6DQN5O=2'0I9^3;RB34,>X+"QC<<\E<(ME*FU3W3PSLW3PS M0WLB,*9P,JM.0CB8**M^L.*JB5+@#67"@^6JF.FW,R=41O^;W(0[>%3[57IWS8.?;) O]+Z0F74K4'VP'CP3ZQ M$IM#L)AYTM1=L&' T6 M_;^I7@YTN9=VO V U<3(BQ=95*9"1_Z9/C?H/3&)N$}910(_W=(&(SK/&\

M"MR191@E%.E""$CO,/2F[30R0@$1"012*$%1$K 4*0&$HH0 MBA!"Z+W\G7/>>X]SSGG/IWO>#_^]/O#P83_[MU???*VOMM<+L ,@X(S]/LE%2Z31+[VL M<,-+ID)V%A.$L6B'J0C3AGO\T3+N%0/M-5/R*@!Y4X3/B-D@'KG[\$CY2&%1 MC T-?AY&5&=,>0\>UHD=^G^F U7!3MUPXW-X0+1HJ*WT4 PEW@C*W>]6 A91 MH$\?]#*5I?ZZ$>[VI7^5!8=8[=88TE2,=PQA%MWJM+=YYNE)F-GLT0_1U-I5P MW9'WR+;5P2A%P?=RL#H*K,)VNP^;Y!*P+,(53#\[>GO17OQC,"(O0VZBBFJ=_M6W;\%G]HW:GLE*6\).L\0HE6?+#X6%'Rl;(MWUO,H9F/TRQ^#>I$SCM&J?2& MV-&4+,N660$Q;._VF$\.W:/F6V*6?H)'ZP7.0_QDO=4>BC1M'B,GZ[W2(8:M MKK_SDO+1+ZL=^.10&[2R<++U&2M@0R$)">KX;$I@S MUC;?1!EM=OZ6S-FS5W66WHDKZOVB8[S>---):B7]C 2H%*6CW,7/5(E)P&2 MZAE;[J 0 Y8<=77C5ZMVU0PYE< M#8!KE?YUX_,AVD8@4Z/YYT>%/*X) _.R9=N R1#G^/;V0^5";&^TZQ*.?Z0[M^I1EKURE&:]Q[O_(=?3T%?F&2SE"O_GS[+T8;BW92][4RCL2A"*R/VY(49 M';7+Y(9 LPC@KOGBQ![FD/NH?^AXNV5?;^C@ZD_?DNF[!PEN(8,S*O)KZ+%; ML_!7_8JAA99"J8DT&2$'YW3#<<'[N#G&\'"09'CPR_"'/&I ZI\'"F%.R IF[NE3351;)YRXP%%U$ M1W-I;%)OEXO'<53]YD3Q,X8'Z.?^6Y(0'KH1Y^5HMGCP>W@>BU3=WS)QW#3 M+8K;-?6@YV,Z]Y%KE*1S/P1]HKUKGQDGX>KAH7UJHG^YXK957*'4B MYVO %5IHP?AC7G!LE;IFR7F+?R$.^G;ZA;_EDQ:=2))NF19EWO@4HZQS3@6(M6@_YZUE'J-Z;X23;RO>W2\]2)<#KAS9QX0UJR3,I#Q8K>83KM%QPBWJG+*5A MR@L'+\8V%XB>4DEP0)D71*R759L:9@,!VSJ$JNF\4, ^1PHSURW[[M-$W]%?G?E/#)V1D)KN,D@YN+B^-3&C)9^8=.4XRT!^E74,/^RXD:]FZ_3G2_ MQ5C>&SW45W36'?^(M1)N\;EKN?\Q*'4HWTI/?HFA#[P1#%.P_5U@DUDJHR M"FZ012$]ZF'9V'>L)2L'X@(^+54.0\%)Q-T-QO)NG)O65"NQ)W.;,9MQ\[./ M8$N9I@52$0^7K$;1HJIH-2@'W.M;#T(ZK;]OJ!^$1'Q4F8(;KIA/_ALU_Y^8;W;8Y'G\W.ZQ.][AI#/KF#3H3$3W M,XSZUNUYQ2ECD9C)VAD%O0(RK6(S;/F%;#'Q/CE30=S-N MH1])=N:1U*VN^<0@:2(^W66YWKX))]W\A%>=^+$]H9A(1P=Z<-$W6F@%>7 M#8=W7X?K!!SNXS[5JR72^0/\.K=4VNL$8U1=-+#Y5)P!@VR!>[:S,NW$]Y7MA2K=,@$L?.7/7(G=Q";OJ"8VKY=;M:ID'=5G5SD+@59/=@2#]5G=0\MFB3<4MDNPHWI{8B<66$2#7US6D1Q7.F/\+A 5H(USIEL>VIA21=?V=QH]C=>&!&39K4,0"H&X&-^V2]$PUS9H+8 MP/"Q/3Q/6;K#@#1#9F<#\CGN&!:VPTCA#]B.[VWZ&O5KVX9S5Y..5$.D?B, M@Z.:=]%3YX[G9=')^U&=I, =L6+W8PU_!"$*$+)*E!4OB.AZTV7<"WSG$U!,M>O0DX99 Q_J%C.RM69O>Fl% MMW7A9T^4;!L%V!V.R&_-J;_7FW+%OF\WJ!S:%^P@OR=U+ ^6UR#KF-O$:C[E ME9B[S5;2C:S8BA9O@IVD-,"L3G>PV;:D?*C 2B.#$N#&[;OWBU,&)H950W M99<[&R2HV@L5%1AsTH8)"H&[L:>)U+AN$4X+A>;&TZ-[\WD'*K-VA3M\-! MU.5F'LR>K=U;10%,#=]EWI=@52$0^7K$;1HJIH-2@'W.M;#T(ZK;]OJ!^$1'Q4F8(;KIA/_ALU_Y^8;W;8Y'G\W.ZQ.][AI#/KF#3H3$3W M,XSZUNUYQ2ECD9C)VAD%O0(RK6(S;/F%;#'Q/CE30=S-N MH1])=N:1U*VN^<0@:2(^W66YWKX))]W\A%>=^+$]H9A(1P=Z<-$W6F@%>7 M#8=W7X?K!!SNXS[5JR72^0/\.K=4VNL$8U1=-+#Y5)P!@VR!>[:S,NW$]Y7MA2K=,@$L?.7/7(G=Q";OJ"8VKY=;M:ID'=5G5SD+@59/=@2#]5G=0\MFB3<4MDNPHWI{8B<66$2#7US6D1Q7.F/\+A 5H(USIEL>VIA21=?V=QH]C=>&!&39K4,0"H&X&-^V2]$PUS9H+8 MP/"Q/3Q/6;K#@#1#9F<#\CGN&!:VPTCA#]B.[VWZ&O5KVX9S5Y..5$.D?B, M@Z.:=]%3YX[G9=')^U&=I, =L6+W8PU_!"$*$+)*E!4OB.AZTV7<"WSG$U!,M>O0DX99 Q_J%C.RM69O>Fl% MMW7A9T^4;!L%V!V.R&_-J;_7FW+%OF\WJ!S:%^P@OR=U+ ^6UR#KF-O$:C[E ME9B[S5;2C:S8BA9O@IVD-,"L3G>PV;:D?*C 2B.#$N#&[;OWBU,&)H9950W M99<[&R2HV@L5%1AsTH8)"H&[L:>)U+AN$4X+A>;&TZ-[\WD'*K-VA3M\-! MU.5F'LR>K=U;10%,#=]EWI=@52$0^7K$;1HJIH-2@'W.M;#T(ZK;]OJ!^$1'Q4F8(;KIA/_ALU_Y^8;W;8Y'G\W.ZQ.][AI#/KF#3H3$3W M,XSZUNUYQ2ECD9C)VAD%O0(RK6(S;/F%;#'Q/CE30=S-N MH1])=N:1U*VN^<0@:2(^W66YWKX))]W\A%>=^+$]H9A(1P=Z<-$W6F@%>7 M#8=W7X?K!!SNXS[5JR72^0/\.K=4VNL$8U1=-+#Y5)P!@VR!>[:S,NW$]Y7MA2K=,@$L?.7/7(G=Q";OJ"8VKY=;M:ID'=5G5SD+@59/=@2#]5G=0\MFB3<4MDNPHWI{8B<66$2#7US6D1Q7.F/\+A 5H(USIEL>VIA21=?V=QH]C=>&!&39K4,0"H&X&-^V2]$PUS9H+8 MP/"Q/3Q/6;K#@#1#9F<#\CGN&!:VPTCA#]B.[VWZ&O5KVX9S5Y..5$.D?B, M@Z.:=]%3YX[G9=')^U&=I, =L6+W8PU_!"$*$+)*E!4OB.AZTV7<"WSG$U!,M>O0DX99 Q_J%C.RM69O>Fl% MMW7A9T^4;!L%V!V.R&_-J;_7FW+%OF\WJ!S:%^P@OR=U+ ^6UR#KF-O$:C[E ME9B[S5;2C:S8BA9O@IVD-,"L3G>PV;:D?*C 2B.#$N#&[;OWBU,&)H9950W M99<[&R2HV@L5%1AsTH8)"H&[L:>)U+AN$4X+A>;&TZ-[\WD'*K-VA3M\-! MU.5F'LR>K=U;10%,#=]EWI=@52$0^7K$;1HJIH-2@'W.M;#T(ZK;]OJ!^$1'Q4F8(;KIA/_ALU_Y^8;W;8Y'G\W.ZQ.][AI#/KF#3H3$3W M,XSZUNUYQ2ECD9C)VAD%O0(RK6(S;/F%;#'Q/CE30=S-N MH1])=N:1U*VN^<0@:2(^W66YWKX))]W\A%>=^+$]H9A(1P=Z<-$W6F@%>7 M#8=W7X?K!!SNXS[5JR72^0/\.K=4VNL$8U1=-+#Y5)P!@VR!>[:S,NW$]JY

*M43%3:S;&;;=^A,&??:RL\0G@C*4_84A@W2NF^YAUA_XK#X>C*VA8Q!5*1OK9_MX8F2YW\\"-L_RB(//D58 TY@CR+U0_8N4LJ85)Z)@X1>FVB/AIZ7??/&[0*\? M/8NJPLQS]O@BZ:2X^>0PV875,**K YM<7,Y,!O!9'$NJXQ3%JKJU>7746_$ M2_R0[8KF-RK5-S^/PCV4%V_*'H;EY@8MJ!T)^"SV"IR?$Q9,,?3OA(PAYVQMFNG6=?$]C1T..I3J8^JT"Y)"9_J?)^TMU.3/IFV 3\?E3U(I&FUDQK22.P3#N\]ZKT-R"Z8@Y]GC)]>\+1S&'41!X$#/ MS&[/X\;='.N3#U@FQ2UT ?V,*5,9I/[-YA];@+/)A\NV$[4N*DJT:G-K7U> M7+HY@)^]/M70Y!YH)UWU-,V>+6&5ZW'DP8$ES5RF)%-J^E%"%AR)F%06!?.5C>)'A!0D'/68@8V[5=6X2_/91HH4;4(9'.N4MMI'NX]ZE0WE MM=ETV-[_F8@3DJAEI6A,L+2/[fF7-6:++>]DF6< @/-GAOS'#6P9?A<.G(GDZ'BL4F@K3MK@X' CIA'V5GAV=X@O!CAK M9;>KIEU[=4*L9-7EQ1>]>SD'Q+Z0H/PH3:.8U M?O9.#]6S$3HWU W7T/)1.0-X(TP[GQ(FK_9JR(HN#&>9)(1\87X(G3%_V19+M^6+ ODGWA_5M=4WSSS6<34H<4N[M:WF^]R9M3ED&"ZGXE'HP>^A!_0G9WQ%7HCX9=U***>>:FR^;HI05GM.0WC2B=H>;16QL;$R*DN3G?ZJ3N?T.M)D=]2KZWfRWPY39;3+C4[YE'IRO>[B>)\YJRZS-$=_NWL2,-WH'A)M MEX$7%]7+LX'(4;'W4}\TC8-N!8 %E>860J32QXGI!M..6'-X++#\P'D%CRRXM*;R0P.Y.$:2.K09I>GX$5+*K\L> M04V3](T:X_B%ZD&5TEV.=)72D8U='JUFOKL6(9>89}4("QfE4fLP8:&7]?0I M3ZE4]N1ZBF$,=4,]V\=0V\@&M7056XD[1!(H(W'OX A^MX^&6I6)=4.H4,! M&\A0Q$V_;8&1.+=56#YEOY("7/+\G).W[.5N&U[8A],G=P0E MF'DE[VW8M377?8DH75LLKY=,75Z5E^++]0X.R_&VF['W_Y+0.]7T%*;# IZF//D?%O/UF,XLY&@;\]\W.1BG?C]B^;+ N4:]6 MCWQS>\]XLY&'R3J]>V?P^;V]/QWO>V&ES= 21?A1_ =5_/;86^'-L-Y%M>_0 M^YZU]YZ6_^4;O2SIC^:;!,>=*.T*[7;4)3>>G5_WV^DM"Y M,7F>G5T2/]MCS%Q 78~ U>N0<+*BZG8F&3W' >S4E,)-'>SX#\X;7>\,)RWU M>/5VN1LMF0#\ M7X=92XK/1$%F?KDDU?0,?[EIWM,QWX'$&$VCGO M_7_LO6=8DVFW,,HX,W941$&DC2(HTJ2%#O,*"(0V4@(F 90.(2"]PXR%7I3> M&9& E"1'&AV5$D*5ED "01.*E!!#[OQGO_M\,OM{SWNN\VN?<^VS_B0_GNM9 M]ZKW6O>]GK7.&5]^7*LI>JM+_LS>34&(F5XST|8CR+C:YL+"!28L59V7I1[{ M,?.5Z:@4T!HX]%Q)[\'VZC38\HD:Y!YTO(919;(0RLTC$"%R+WO(7FN6TPC\)@8_.;GTET^!),MG:.]C6\N[9 MM/8:@C<5.@:;NQ1HM[%[\LU?[\MV/:N2Y6?:XT\]B@J:%YIPAL?)&S=TX]MKVFS2->O1KN%>(G&AY!9W*A7Z/=*YQ6%HU/"W]O'.U4/:H^OQ^Z/1QY&SM#MAEZEL36(,F.-#2O=XU5F#?IL798&?\&,%P3_1;TP "// M.$K_S=<> X:=&"+75G]3.V_09 ME.=I*UL4!9Z3WJY9_-Q7DT6'VLH[V5-T9D=1LVIOLM)Z2]!3%]V M4[/#@86W<&:NEW&5$C+REIQ+\#PAB'?7*$DA,_H E9O3A?Y2LS'<4NB=@0-(_MEND'&;_7-@A^T;>SO$R.S"<:/NA+\[F46HF-3P!J)Y"O<;Y^^>XP?US:\V:[_BL?1YL!@3H-UHMC,FCZW5:X)E&NN\^:H&%5B(3 4:;J_B_YJ? M,(Z!MS9^_ =QNR-FDR%%(3.*<<[fY@\.>0*E2DW">B,->.]CVD1.&0&B- M^%@(-V=O>@3,7.O>Q5ZY?HP-# W-W^FQ:3^QBW]^HS,>-J?Y;!O&^_C0@8 M H=&}>8 ,SE#J&YO35<>\SV[4#+-@&B>T1 1\,9S$BXO?'.@=\]GWM M$V> MAV=/4?YL\;$_CZC3\3CZ)?.@EK8=>Z^I2I8(G\T'T;G=G92@0ZX;'Q^\$?^/M"\>!UQWHS9TO-HIQR#4D M.!SIPOPA_7-THZ8Y4^M\=PU]DSEWTV'D8*P7_:.VC^M9KG.7QASIE+;.YV? M(>NP&M7V7U+.Z-13_'0;DBCBQT.NJYTOTC9/BR=D+3G8 X-*W#OC=US_!?0= MM$,9Y(+4Q\/4M$^]R4AUF;M=M1*7:+VP+DN!UW$N">1*^%(+U.WBFFLVD."< MM&A9*NXWF=#M/O#A]6<#_/R*WPCQJV*^OD_I/EVO MET1F'UE0?=P53]HF9WM!+LHRZ1J+]O&U5<4Z2,FT4.2I#F8H<11*+/?#U]B9<02*%/%A;H%@;7C"..M#_)W&1_9$#S&(,F2=D KW$_,VB]OPL)\$U=Y& .$L942C,+\%>PO\OS]#@WM]$H@]BWC/?(IG^:5G2WY8;ZS5^0MY!EML7RJ*$U;7R>DQ[=4$FSQ\G*UGI[N MFM"YA_^5J]_AQZ]MXIZSE,1+Q;*V?@Z(?^T'03PT?_T2'LPMBCC)F;K0Y%DPG!PJ:"HV7@GUI52$>8Y' MU 6_I>"<@HW[Z'D%G0@)-XCK=6P?L!\UZO.$H_D)5+3IA_EBX3#7 ((3/_]H MA+TT>3ZEO$P. !MK.-,^XU>"D@N]5RKBY(+R/:?EBVI5.R6+N%CO*<!,=X2P;9Y%,@WNZWZT_^X)R+;B;(?T^\>,XU&S>#-RZ8[^CM0HA>Z]C6YA5^-5^U; RO0.+48Y2#F4Q^6?W!O^+O__GTLGSUDU^V3:G^:)5P-. M#1;' BYU7DV_Z&PD(Y_K[W(O\(RK7NA9)%RI!0W$!X #,*RP09DZ@&]P# 0D M]$CCV+U.DJ"%()--,,&[\ B_:; PY<@*M>]!U9?L'=E;%B_LUZQ&@X7L%W1/Q4)\L6(M"7LT]HT?;]EJNI;3,SIZ@3(O] MD-BA]?E^5[D*\Y1"I$[39'6B]YB"Q>@6N32\T9*[UF*K6>/>V;KY65P-_3?7 MJT>H43+X^AH*TRCK;$M>#&MU5O%P"}+LMTP.PV-!I/{LOM89-

RO3,,+T:6)4@]$C;ON0*Q",,%Y1H M#?0=S5@)-/B-'$Z,"B<:%YL07 M"]S% #Y^LJ5[O6@T#@OJ*,N%@EQ^^6#GV"0L4M@MV4W3C=8RMD%E;&U&['7 M\EN0TH:?!WS1^U'1. YP9XF1F\(1N.,, IL'&S!!#UB1KY+YZR^JY]C7\HJS[1^3@]GFOAHH\#E MY]'!B;8N#T^?3T5;PP(+L)^/H@1, ,;CX;)7GO;,.?OU=P,,M*NI^:8=6J;4+@JK?EB M3;]V"L;A03QRQ:*NABH!B[''5GT;[DVX)GOQ;]?" ZTC&O?6S5X3IQ",,^+,,G<87QBV'9'=\I.WRC@^F,,&#R@[4XK&"\$>WH>67^]!$ M,Q6FB9ZULI7+8N"8$!J),,A$;N74U8CA>A 5OM&ZNZ5,JUBI1U+ M>S>G)U\W<,<|=,,^:U=3H+?;,%0[/YAOMDSF?C2V|%9C UW&^. .%Q,DQCWISF@=2&^8*2P:HW=$'&G;?$* M[4YZG4N1HOV 0)6(B^^+]BCXL1^U6@K3U>ZB?%[E?/SL2C8T#0.*B^1R=#,9 M4HF6F=3EI:U$XV^$SVO+@HO^' M48%E;>^)H/GLRC.6LF'YTKY-*G#;++[@=`X+D&#\& M6YXG+9P8RL7]GW5@/ 3L%<^F\M6YQ.TW^+D%?KY:0EX+58 #;#/=M;5+>2]Y MP2W]UYY2K];"GAE90+%R;XT<9*)M9%5]GZK\L?VE:8YWO>?-O90!]S?)B9# M]3)3 'OZ5ALZ!38B3A\I8;J-+^$,.2ZSVD2Z4-HJFO_[#=G)_;+&/"WI. M?Z|_K:Y\98L_DVW_UEL1Q \&Z3_XGD7Q",;L+#1'O/]E/IL RNO)ISR_X M7<4-9(IH-G=LB6G.KH#O-9>'RT1.? K60&!F)7V=% Z .!S|\">.Q0R#'=0E M2Q!D[L8@.=3XC=&J5=L5@?FG%+,MJ M;@Q"?I,I;@4J>GZ1,GXP7=$P.FH|>G_G_DE'W"_F O,TM_*5Z,BG+|JC'78U M\ [+V\|PIUL+VH^_F_^/4$7*.Q|/Y4.8T_!P7.R(B7V>DMPY9@P:DUO2K$AS* M"#1^P<[HF$G0PL?B&SJ9C;5+)NW_]>I;,=/@37Q[SB!5FO!L AD<%K0'1_(6 MQU&;-=,7=2Y/X#8>. [1.]6G8,K0B1G<`N4\V+8-^9*;1"XNN>DZ>'6]>A\O.9;# M4HYW2[G\|JCH_IMZ5)\W'K_2X0\/+OJ<40*#-I[I]DVX'|F,0^X0U4>!4LV& M!O!(-),- YIIY$<HW5__X;,R#M8Z_$QWS/IM_VR2H_)"K,.ET6JFD=C]^2^MK MX,=*Z|MWTQW$Q8W0F;^5@C*,.2\++,,22=#D82OW;5(V?RVHTIAY!Q+,FS'J0_KG*)N//2AL07Z$& MM(,W7-Z=5.MC%63M*2(P!&GJ6@+68J;G+%EHZK*TIX/,/N.J-',MC+>X.MM87-T): ME)(33*WU(_23XN/CTIH]$.!@&L)5'!L@A M%,:6K HL?9*DR*--M+E<;Z;I]4TC@%+Q?ZLM:WHC! C#YX]Y *N4.3(6D;O MU]"GG@2%VD>GCS#6?/5,B'A:#_1^^@UB*$KH]=IKH9Y>%A(H8F^8^$[_>DI;$-T5*&%%>@,?#"B4'>;>1JG^1E(IBL[>C!_;|_M=@5:?1=OY&5" M'V^4SRJ?;?S7*KV\J=@G1USW\;XC>76;4MTAU' B"G%@&3WZ096 ;7+LJD_K|HV>&^PL?4Q5#7I1F+GN14<%"YOBD I&#EI+IHL).J-10!+(<''@:W&GU ML(;#ZV(E]5^Y6]_.%K2^55KY;,<#?I04.F_O-3$Q,?>(WVQO_7BT^XDHTZRN M)[GIGVH"#D14$ 1\$??;5.DT)-_S5U8E^,[*)6F5W_9+J5]W_QI:I\<2Y?0 MXDB!UH8Y*LOHOY MN)DF%0]B6AV"]38,"6'R);+R*EZD9,R@0RJ2GZY#6\,.5/=K6([DE=75%)-MK6%X32-CM"]K\C6#TOJ6%L_BE>= Z0-*&VP[' @1S6\";2PMO_AK9M4/*Y&% M+0%!Z;\WELU]Y*$M.;!]F*X,ZAY3S3K/.SZH;VU^?R^/Y04W"8]WZ096 `(G6_/JE3YCNX(@\3WY)..*?N&,5B."LC; MX\&$ =QM23-*CHZBHA21-H* MB(:4ZZV&7:(%]ER?O"+ZJ#AE M)RSACE[<=7"]M!NDU4T^,>-=-'-F<M5+9R!DTPF?IWE[M7=X[N(>#=H\B-O^-TJ__/7(%-0Y:%8A/"N4V:IU4F3M!"RNY*51&TGHQC&@N M_T>,\?@$K'3;,.[*P;3W^- I[OFJ'9[:PP[U>P,>D4L1/JBJC+E4\7@-L+&\ MH\OWG:[K76"GC35W8LCZ:V2:FK%RK*V+F2H# MGS1QK9NM8\ Z."+T6S!F\H_WN ED.AS=L67PXKR<\&.OEFM)!76,V\A\T28 MDCK<;ZA.UI44;BOAL0Z<[;)%+GL<@+QZ.TCD:V/[A:.:EZ8.POWO>[$VG'G$ M/P4AR/)D7O:>/)?P2\9C[+%.?+K K1O%_A56\;ON1E($5AC4,E.&=3#E"%] MTIN$)'P2(,Y"SM[=%V$@O1SRV]I^L] H7<;'V6B@=G(:7;SAX&/B7)@<]E[M7S=;_(SO=G\14\5O>3HUS>/HA^+O^1^|-%6O2O^C M.$CVE5@^@%5&1>P"#BL%M"(#K9R&F]R<1FI-0K!@@3(Q7-I+5F/&N3&L3"M) M("*L@!5Z!9PU1.RVO'T0.$AS_OWE\&/+GBI:?9W6,Q72UL5('Z\=G?PG,^9 MR]? Z3?)^+DVJ';03*/V2K-XC_[&M.:8IN)1O\R"^JW/L3NS;(N.=-)R-DH@ ME82)^^OM-6#P\)??I;EK--'GE5Z(S68L'?_VI:8@L/!1<>++W]S?>1L#Z:41 MNJ_Q.I!]^J5/: 4F7@6F+4LA/0E.V'EENTPXLBAV:0A FU=8#[=XRK8#52 M?3O(JW

MR,E)I%;QGW3IY6>D3?725;.1A/D<:3F$|4I|5>1A0(T$;&N8|+:>7OJP(GN) M4%:!W:\DFPTNT@%E"$7YA?:#?F|"P\$)(FUKFTF+I#A%3!;5T=2:"TFW0V4$ MRB_*OD|>ZKF:]J+ I60&^"#>=<@;>T//^*)O?CS:W7!H[NY;J#&MT;&VOH"%H M,"..GF+P*@I?+!+L).R^?E*^LM68[LVT:\UVGF^0>>HJ.[57Z"S26ZU&EXGH M3(H8J2SH!O ?)E_M@Y(=E=YFG;*-(CWX>8,#-DG>=*#*FPA6MK/THR+C20S4 M9'#YL+ H8ND9Y0N=Y[66W8?H'H&/.&H\;*WRB4KOWGFM"DL[9KKO"VH%OV=R M(^9E3%=`^V^/&QA\.D*K?,O7,O'3H<52'V4BT:,' "T8@WBC'!10]9FZ[3?;C MFL/#X-OW"GHW\$*FI%5I^\+P=QUF3N'[419-4)(!3^(M4F@*>>.D^.C:^[ M/!? ESJJB9[.X"!H]!ULDV;".//25(PSG3Y\+%6=EDHD!4:!&$Z$.XMY!-8=*XW>9U>ZQ[/VEUT-@5Z0/A9 M\>,._/F_5*>![8K>C,*LR%'"YF&)ZE M'+>=`^(TN@,=& 0P7!MR(^N(''!I-K!P,R^=L_X)O4 -&<L'WV9I?\EL=)+9^ M.[_5TE=8<*3;$>E+#2*X?R;I&PB>)&S5]3AFY/951&ULS.URE6$=<^<*O \2I4B%=K%.&.4[%M+@,,."8 M)ID'-G?>1@W8;&Y_&.I2C,<2(G-)Z6=D4G8,`_7TK/N-^IEA,#S)1!!M$_#P M-ORV^8>]8CI\UQAW4):@-L"X?#<^RR|,P?!E&**(H((-V$R^HK+S^ENQVXCXP>[+:OI3 N!I5,O56-2IZBHS0G#=63 ML0Q8!@7M$%70,.'YIS09^6\]P'[?-7FN6N]`Y4K,UH<__WGA_]!X_VSFFQTL M\IGCQ#C2RLU2%K;G=WOBC:!6%|"H/!=E= @$VI9X^WK>D8^2-IP(2[C_M+M$ MB;!:]4+++LZ[+#]C)+O7GRR/+Y<=C[0(&Q0G@(D FJ=LLE9%NE3I/Q--$*+1! M#IA"A^!A^=)%K"+SCL29J/\LKM^-O3/DD1G;QXDBMT^T(-TU5;NBU<_V(F4] MO&#CU1?SA FDVK& !GVZ8O7J3[!S)24,O)VY89!2;DR@!Y@-.^3,8 "_2!6&N=M0,Y7A@2O9^_H0>=ZLEB<5418PK$%ZX!,N4O>1X\>=_92BHYI]=5I//ZTOLP@!<&===&?7 M5 I/C"7S2,;65E,@##H[(AT=]3DU,FNSN.H.)_?C8EP\9ZX7\Z^OU)R8ON;IY2O:.^A:@K-^^NR4:>F2],/F5S/WL\ M#1LPEOP4'KO +"OXS>MO*W-6?P+0M'"T=F#"7.]OB#-OQNR/# LEXZ.*ZC6_M_[CS\Z\5+\?N7W1A"59IU6'?'UKSWRS@6>=?6KW]M#SNWM_F=ZWPJ,T'*5 MHJ.$-DW\]AGX=5QIS""X94NW K 'S),KV2YJ#\4#[,OEW M:JR,%RKG_-3?R[)17_4T+?($:].C%%8X7Y8K:O&4RIE]WC&?%36N=#DDT6JK M-A0,M((2*SURXN-3R-=HSW)^)YD\#3GJ^W4:39CQU"\3\:)H,QVLZF,>#E: MJZ]7)? 5"6=$V[^QBTGE#'Z(;D)FV**R[QRL7X$%MT>LOK:[$<,M>]F>IF* M$ A1O(^=:,$(BTBF#Z'0*=:A'<+]PBE\OCQVML?DL'![G*.AXZZ>SO[/|)WR[M]7"C,"TML#2!/&SPRF:O9C'T91K0S]5C+=DJ#:,N_M/OS/IE'$I6X(%=?&0? M\ZK;V*<=NPK0M1\(=KZ2X'E7*R*MYYOI*#UCE&]@C&@BKM.[*$62?49MNC6M M!KCVV4*D;TAYAPA'4L\@TZET\Z[G3[_*T?Q#/,'ZM\QA_A<=*G6_V4;D?3/G M6YH %G)RBGOI.GF=B#C6GSME*\L:A1W>>J8TU^=9]@'AZG++=P3$D?Z-D(E4W MDTXL+-S+%HTN'+ D28X@9.K;F0_,5A7GHIY.V%QK[DIAKN5MX7]#-M.NU/F2^'(>DZX_CQ09U*_SH5>M=_2(\(.RT%SVBH@E/4NW!*W96P #F=G-GJ MVZ55_?(^J'\ENQ_ (BNFRWK=4TQ.]PQ]'I(*7GJ3>,MQ]R(WK^_2+%1LSD M?IH .!ZLB#'H.R\]3E9_J.0Q]@YFZ59/_@^^_F<9GF0R'77 W/F4;I5K,-?VL M9%^PM]^Y%,W_9\#+YMD+0 ,9ID 4!I2ZT(L7Y7PUS'R98;L,QFIFV9B'9,GE MO3CO#[9MB/=^%WDM@$H,E-OF'A&37[5#427'#(=E]/P_SQX\Z7\WK/S;;_ (N M&B-G$# P?.V*?^22#7=5%%SYK-8CL-S,& Z ;Q;W "\^F^;/ZD

ZF;TM&=$WTOT3AMA79-RC[3T@K-]WXN+|)I41PM'AQ_QOK=,469Y&75'-M;@-3-H-)FB|Y_<[D1[_N@#E_$76{QM3%$KUTZ$*6:%3;[>21+DY611ZP48M*

M7^FI7)=Y[&F"41@@-3PTE2.R;@@T2A>X]_#WHW"Z_W(4SO!.F5!%QK7TX5-? M<_I6F4KE-Z9?;W?^=4>LA>BF/8A0IA&_L{@A[Y$,]9W_O?^)1+-^[*

*ML8IQ9P/,9H\!7PBGO;9'-1H)V@N.,"@T!M0XHH-BWO+L+T]#YBG0R4"[+)?FKOZ/I3@Q"I^[;N(92B0Z7K(Z,.7V|P6'#/Z';G)WP_*

*M>]M0YV?)XLVZG%F50RZMSD>R_"A4@JIE]L_ZVIB!9BRP%%GO^]O4C"W6&#XZK9^-_TXI;91V(-_ML]T6N'7S_&&5LKJ/.P659U!;\^C30,>M;&NN9G@'[@*O#B'QC<.,2[N[?R_^*

*M#]G@^4N3N7_=;78*WJMS=SEW-H7I&1N&VQ$PO-M?[PABQP*'X00>U{!#N;0[E--ZT4A22BM(XFV5B>8CK6.1Y/BRKO-P$YO7_VY*

M;U#3XZ$8C>W@918/LQN3"'.Y\-9;G"7%2)9]'M=M;VV&8%RK4^F[N36P4"O,@#/,PDZY!5UP$E/D9G#BVB3+8|_4^-M-5|L%(^E4UG"]!:3NY4UEQI,S87<(0*Z}>-M]|F;?*

*^1DWF!^P5G%%%RLPHE7:*N+)<5NT-,9"]N^FQ/EH05HD3J#;[*O$8-M84,3"+PE,#ZPTG/L15FQ>&5[H6:YL5<8)<2E:\KKO0M/SQ8Y<5:,.&&!KTJ'-.M5^"WJ-UR'7$4AJ*8PF;H-*

*R;3G"31I7,?3O^.S)?:'-;=-Q8S3?E'$3T-M&JXA$\L:!.+-+0H..+<)\]FJ6A0!ZG*P|Z)/<"/-S&Z%Q9%_HG/SW;,\2PX8\E-MN_T(R/I9_QFI*3XY>2E&Q|0*

VLNJ53;?1,=,HV^WJ6SX3Y+PT(]MRZ_.8W,-M_S=N9?L;'M;)'?SDM[L0/3Z0$T)A>?$?>|>^4M#1\)/L#FT_X&FH!|_]=0;-M^'V_*D+7|7C!9RU@HFJF|#/0Y[V1H_@3U_;=Z-+%P5!*

)QM$,>"8NH7ZJ997-M=I&(S;.%K<[3+-D,A4|V@G90-QBHLAZPO52DVKS=-]CSCA6R3;;Z5%,I.4G|-MQG0"H-8A&#;@R|++U1(T*^M^$+-4]#OZ#[=SXP(JAYZ5PGL-F\HKM-AV_RN<*

*MBYCBM98"]JWL-E>&98PHV+"!GOO6<6T-DPE/8!>T45N0%U";K=6)=E\]D5TS-]^N-K*HE-MS=0@$R_FRV6+#6\L7=3]VQTHBWFY+F%@47SWA8V5!+P&+-+6(BR;-ON=M!+M"]UPVR"%)X)?*

#RL_+RO?A7,]W;5ZF-BY6TZYGIS!^"/'L(-EU5I,;YW=%!4-M9C'35%%>^/$-UP'4W7?05-C)<6-,D^R1RCSZ-%7%^:$IZ"-C.MB35;VGQ9KK-M(C/I4]1A,)NGA1>[U}/ANBC0\S:]<|*

*'2C762C[OV1,?Y%+-H2_3:^B]#5-M$YD5C|>]>=P+,:LES'1EB-]EOL-'O'H=*86MEI#|\^=T^L--1^5^Y/+VJZ)GL/,A$VA?KPF&H8A]!6]NLNPH)$1*MYD@H@*

*ML34NZXS.@TSPF|WHRU,|\A/F]!WUM?6>@9P^:,.W]FCX?>H46)-M@NYIL%&>Z],YM$X86HB-08@&@:;>=<>VX+O#P-&?ZK'P+Z'0I=-NEMZ25P?B;,^*

M9G=D#43@]_O&VQ3U)X\P2?@E,T!9$MEV\TRU1Z9X,;B/(^L,GAB=5-MA?N,A2W=)=LK6'II0,+(W,XF|6OA\;L[8>T!V53YKLPFJV:?@,-"D>%)E/)-MX-N[K;_W+)'.5=!#QQ?*

&PH%A7W52Q/W]>LWG.,5G>W\3KFV/R::N5\?&>S1O-MDKWP4#._NH"U=2R[0-+MB%27)Z]:DSZ%'ZN[P?'[%XZIH)/3LA-M6%42K.5-.1BT-8^,Q:BN5;-_(%]MI:7Q4&X

*Y"'4U"VB4^80L:LI,Q/3RM2?XMYCZ(>3[C/1SIO-GV:.JQ0HE5W8M+1Y*B:IQ&_8'[QT?\K\<_=BP!>%\.^IAN/6ZKZ$:>#ZR"P#F7;UYC@-MUSG?F+{)\.BJ2-*

*=^(&A&DL1G+++5AQ9LVIYX!MQ.1*AO:U>%UF%IK[P5=_+-M/:FG&RY_/KY;]!...M+%0_:63X+NS<'3K&Y-'TESDJ,.Q22)\78CLIQZ+&I^A^-J[VLLO9?*

*Y^7V#GJP&A6+-#K2CS0/]=B9BTC#O7&A!A[5-M+\MFN*OXWW_Z;;_-M__FVW_S[?\.OEDX3G);#:/|U9XBV9R@_<%O:IE&8K)-M#VJRFT!G=QVIH>SD&J6!5T?OC59OA9F-*

UV3[E/9$-HU"#@>=C5RX%0?0]-MVN4V=U\N^":,9W\|X"W=@YB9^CX?+_#42_S]X.$+-S]8B8=;T:)!9ZU\|\VS5-M/#C"-L(L?!SB@64#6P5:,UXQD[!\|GBT>'F03C&CJ3R:L;-

*!.,U<{HYP-M1:U"=8.H|A_AKZ3=%WO2QM96I\=Z%K:=NY($P\(/-MDB>1@#^K%2[Q]+))!F*F?W5T\OQH6(61#_E-Q0PY,CY6"^"(4.V=H0W?GRG%-M-6%;DL0B3)R5;3**#*

*/=WH2'<4MU|$/'BPY44?N!)09OG>.WW5_8S)48^XTK\LYCBR|POZ-R?KE-M_YMW416>O'X@2^>?T?Y*9>UH.8_F"?O&9#R-@"(Y^?N_,3D=7\XX3@B|BQ\G-MB#EHCZGPN\SEB.*

*{\.VW]^-C1=>2<$';!'Z&%ZW.AV-74B>MO92]BVN-MG9;AM?S0EK7-4*OS6RNU?9(6-7%:%\@C!=^-MD>K#WBN>*L1S4#))-QK"?3>-M0-2>'8"-BU\A6@-9&ZRL\R@1UUV*

9C/Y3TR]?Y_@ZS^R6]+_-EJ53B?,M-MWT.>8;*W/!0L2']?IU,!=W;(6?XK\EG5%MXQCXM.\QS?'T,7]K5A-M)N9X&A\VK|!&G/)H_4EP,+H?B>,XQ"74>F1FUYIE72*!EI,Z@*

0A\W($-MP:]PB77U.I47\&F]6/GEGVP0?U:U9S3I'^9V(=E?;=EB-ROKM_R)*C9R@N-MDNV@M79R0&^7%|]B4#YK2E1AOO,+C%1|[5BO;(K5(%3]M^&\U-5+S2!N!_2Z-M#TJV?*

*^O@9GC'U'""7;%')X:0UR4.M6-/"O_\T7<,V56OYDXJS]V#X$W_@YXPW.KQST'(@[5S8T1H-MQ\PW)EA0T?+B1^(J&TV],N:7&(P_F1D)K*BZ)QMC=G-2>?PN?C(-MV@__7#*

<)64>=5ZCH5'#{(]HLZWWPS%$SH^N"%,R!SKDR!]?Z=F_$_5[QF-M9Y,"NU:ZP[J19A"IXOG&L@@-%OI]9$]%(E*++,1^6NP=D.$:0UJAW1-M0WWA3-5DQ9:U^^S[S.X_95V^D9-

4?EOJE[;_#7^TL=SAMSWFEE7TI|28Q8Y8RCDB>(3D85>?714]#!EF8;/5^_6+.;^W7.V_+RC#@.\S%1HHH-M4#',Wl%Q:I>0)OF3,(6;-;38>]*(,A#TMG&*

{6M1$3*=/YB@T8AFNRM*Z;QJ-.ML,K1(KN.9RXT,11-MEC;N$|R7XL"-L/,7;FB']M.1,RC^0(5O[?F.##<5Y&-M#H?K)-0F-6-C9ZY,D)|@SQ(?

5D_QCB]M$]1S:G,@5H=6V8<7[GOFN+,-^$BR[-M2;2Q%I8TGBDM70MFTY&CWK$4,A>&/|SSK2Q(4(?,?ET<2!C;>(-:+=(@]-M]A!_Y1;O'XQ"..89])S<;=TO/O1#W+C')]%%!?T?*

*173PVS;H@TS^WO8=SR_M>C>K:HE7ZH;RU[4\HU84N.UQ'1RT*0?S,Y=WA-K0@$1HAXN%M?6,]RV$M!K9]^:6+Z*#?$?;DS(C-5RTV=HBJC_/E]=E=:,KMF]_%M7"7A.+*

*M;E1)23)VJ7!**DA'=C1C+[##Q@=T>Y"==-O.^*[$X^DF620W8?U:9%F9.<09[=Z+X2$-M#%BZ],-0]UY^/2_L8-H1Q-CLW#%*O+6L@F3?C|UI;$^YU9[-K'<3|/]*RR+*

M!@)"SU&&BJZUG!%WYCCR@VCY==6"Y.)IS'B3IXCOEP-!6]F:.4&%65\5U$6W-MVFT0E^-0"@^2<16UB]\"+6D-+4&]4&](-L_T=Y?Q[-YMKVZ[S|W;M[=U)5=$-)

*M15%4U2RQ=TNU;=400V+8V&@2,4\QOGNW-19;S52TB)0(54D,$=DMFBKJ)9*0-MB-0\1-PA,7/LZWU3>?|SOK./V>|_WK6>OZXUKKOZ[I^PWJN^V&BY_^\K#7Z-M5L-?+|-CE)*

*PS"@H,]QR^7(",=B}].KM2_9>]9DNS6?'+|74#Q)53&2R9<[H-MZ]\28#7K,]1M#',+(H>"@,*1;$%!\0,_PJ,_U@&Z[]<91=-,2Q>$4:GU-3XA-M-CHA*EOKBU!U\,VHK&&B("O.LB3W#*

*(ZE$7]HZ,W^2)9@:N5]>K#>ZFQO3EG-M%/RV%|S-*)W72<.S0!MAPU#=:.XZ0;%LF?/P.N?$'W>&-O*E+'6^"L@\U6]I-MNEA,15Y/LX\GO0H7!(=\QF$;]1WXN%C4.*

fLZ7/AG=&:9E>&'FA=1!M(DCRGY-MIX6>X;J,D(MCYTM#2G-P_,?(-2CUA4E6IT/976@]6+9K'PP;JE,AO+F_5V@N-MLI29++,N_#-_"C2=T8)2B)0M,+$M8C)=-Z1U4\6!6XF:$?T^FRKGB,

*!.6B==;-M@LD7W=TT#;N*AEQ#;P1JB-MXO-G+Z)5,7WBK*WMJKK$-I%=|-?+_V+M-G&U=Q2%XYO!;XVM;)"':5%0EP2^]-M/^!O?FI[#'1UQD=&?K0/|&>%AMQWZ97$3P9LH-*

UFZK1F?-M/>3:X?A[W%EOB'XDVC@TDYAY]6GK4L2[)1-UI5\4NW^82\"TQPI4^.E!]-JW-MU;S1_>I#F4DE"XF2;W3ZC0-GW<)0\01.59QFGT<'JZ?)=M2?6+QR?L6@4_>R

MMD+EH&.0UY:.-^.1^GI>2&G,B#[05$++2<&M,3=D2:P!Z$A"_"_^]>HGOSL-M#P;A/N4D$!"I>$M029AUS:G7/>8_]<>-8M:8"%_[&HQ&SCXZ

•

{W@FV@73%6O?1XIRI.:8G9EVD57HR/B7[(\M\S|ZN+9ENCG?VH_WU1=4@-M8)ZT9)U8&']ZF;1(L%^$"!^F!PPCM<1]7=%22:KT,9XD+,LJ8VRX+HG-.X5O-M,-N."MT6K7#HU%Q-

*];Z^V,JF,-2-U{5RXKAXOTE^TI.<|V;E89O-(+%_-M^06_C\|+=M^NI":V!MU:,R-CH-R/C_G(H@1^>TGK]2Z#,DIX47]B:(-@H,*5^VUD:#-A]=QI#;_V8QN>;?VA^G]Q-MGB+/B"+#RZ>-*

PY^)4>\0-VID6-I:V=;S(GZ,:-U[.%L0GX-EUAAIE&H9I9;,-MKHS[AYW->ZUV|\^Y6Y##/W=HI35;$S?'#W_TV<8:C-V>Z>VM__<5L5?B76;-M-U-<

DN_+5&O]M0N.NT=0+P'&H4Y++N8QDX=/^E$OOJQ"&GW.:'ZS=07TF?U-MCCGYNS!G1>0TRVWDHZHRZZ.#5K74=AUD>)6M>I,_!D

MG;$[&O]_]<^0A:A.!KH4SDP^09Y$#N7!)?_^<0A\;G&;?]HIX#%"W)&B@<YX+)2-MW+TNI-.)9AO@3I-P;TZO:-W.#GSIEIC"7M(!Y_S<2_)+O\PT33?3U@GTC'634UD!EZXF-<1\E*

*M3>.L#;4'+H@TL.GOF*N>GC-P#.*,;;!)N\?P@;GGZJP3MNK,CY}[Y!]XWZ'3-M-Q.FK.>FD=.S-#'^$T"YKEDA_R2P2S|\#]B;8]TT9&.*3E(D?TF=F9(O\^):*

*M?.P$<@"8>%+5ZZ0;.GLITA_#6O8+E5_C*_2TC]^/(G2M#W8[GXQ.-<=C.W/_M8A-2SC;,*;=KF$]STUNX,8<294A;|>FS9/[!4=G@i?=X[Y;)>:)AG:]^2^<7-M3^$V[-Y-I*M]*>A-*

*GH]Y5;7O^7FKNAXOTE^TI.<|V;E89O-(+%_-M^06_C\|+=M^NI":V!MU:,R-CH-R/C_G(H@1^>TGK]2Z#,DIX47]B:(-@H,*5^VUD:#-A]=QI#;_V8QN>;?VA^G]Q-MGB+/B"+#RZ>-*

D/B-M]FV^WW-.)4]O0..E?NJ.?ZL<+?@FW\]$:?(_QOB5'%QY?%'8E3[ERCG^W/8-MT9__T-$X\(WW\/2&/##*32/!6@=PPCI*$ZU=*(F/|4IJIA7*$FSP?>A>1Z@0-MXN;AQ"A_HJ=*

*<%56E_ZK6KUA'[UHB:%G,5VZ-M?H7-O\Z9%\##-8-5N!K_"[#Q;PT5!''@<-5-I2\'KE,T@%0?+1*1{03]M(>3]"-M({1YL3T+!$?%[.;/:.IS-F,Y1';Q*#OI@=9B-%OJE=E]+FN?W'>?*

V1^LG[4_=5#S4'PVS4-'[**+I-<&Q%ZG,0O-MP$#L&!RNUE-DOA./]EJCIQ:$,E%?^%E?#%)?:^FDZ?2BHDY(WK,)!--K}G-MX96S^,)2>C!!MQ.%Q'8C.(-$?P2<>FDT(RG!NE1QZ-9*

L.Y(1C]%O%?NMJ+R-M7PA_D_@'"QA)'Z'&R\"\"#+R.AD@?O?=KA2D5WA=,&CN:X8S>]#;U15G:B# MW6P,37&1%;3-R3X?0[XS\]?LQ7Q%T9M&V?K;@-.IO.V3VB+Y(F-."A\-RI-RN*

M1=@.EI:",ZY-+1',"@@=8.T?X.H?RC_NYY$+7#HU2^.F2-](BI&9B)?]*^_T-MS$?S42?\4@T6FL9'1L/(\/4U)V*=W!HR)5]<7[\P/H9T,*4]]3=?YAC<*PY-MT4-;5L0863\Z5>[^M59-*

*V.A!Q4.).WU+M"]+4!.3_ZU[Q7S_,"W=UK8L:XU^-MA6T8H1O?]NLKIP,NS=/OQDKI+QGWS61,_M+Y%X/A7-^_;8-&3V.4Z$sI\6P-MA3OU1Y&=E#]D4U=E_/BAA!AMTG&KEC5.*O'-?*

CY5EZ#,_T0^3@-^]HE<=C_M#%(L[!C60!@XZDZ^)-!XZI![,'!,N/3^-U&8Q-7#\$>KEXQ%>ZO$_@\KEC-4B-M56>'WR9ASLN_JQ56R-KG<=P=7K|_F3C/*

MM)NENO0H6C]P5.%U;1@XA2M"$;&H503O2-FO),$FA(<22:[!T[TE5,OX\^]H-MB0?+=#9=7G.U)I3C1@[H,RIK"C9]^OGU)W:.?O7W-5NGT<@'PEIOSZ T7)RT

M#NQT17:UN4D!-5WHXAJ^U%0Y&:!E?$&/V_1;7K3HQ'+Y7\+BY=++M)EPXU"B-M,^X(.<)I2?GC)&;;+M1AD$>I$%7CF6T:))YL0^(>_^ERD?T,K$I=I77WBRVSW-M52

*U0QR'G1!@\!U#&.=+W=$50G.^"G31*Q="HC-H%WQ|]=11:\S!V.WP0%|J3W&VES9L1^51-MSVIB+#7^BW9Y_K+9 ?&)Y^]H/M_>E9Y_W&_+)?&)Y^]H/M_>E1+>QA=*

*M+0LXHI.#^DI1:N2+/GKQ>J!(++*1+*7T HDI3*3[>DS]LI;$2\ZYA]'XGU-M;5DPB@GN#'__$VY73ZCS*94&'>|GSYZ;Z:4NZ.#HY&D?|(8!A!DB03ZZY:%*

M7"F=\:B[/_Z90L>C8U-7<-]R^1;ATW,TG=4Q0[O&Q.-7-]"-;%=O08R[S9W-GT@-'V%UOQ\1<>;9QK2,K#\H<2 MNICFKJ-=N?*

*0^Y7EUAW7Y2\&6<+>.6ZG6A@<0<&J,&.8P#F,38MNMQ-K!,T4AQ8_B)H/JXJ^?V+ZD\;^S<:O1*0A$KJQYAIHO%>H4)C-M:8K0^5VEIE3S4,+<$&>C,SF0M=E<0&82VXEU-W F$D*

*VMQ8GYWG_8I|$OK5G-M628466EST;DW1:GY/#O&3N<'/"U-,OC:K'0'EL&H<2U-/0[C%DIF[60;SKC3-M&@IV6H@-S.I4:)!|VDR.EE)IYO+.*YE1*6[<_H0.4-9"N2N6;G!/.=0*;S&JF*

M&OJH.8WN;U<+^6_V0PH3:1<76X36RWBUO2R1']AE;H[S.8$FFDI>>0F^[5-M/:#T?E_=LWI3DE^-6<;@@+0_18EN)OH4H[0EJ5&4T!@C:H0,::SXYAWNG%9>#-M!-

ZIO5DV"U)R[QN#X\|=-",3L1^VJMMFEV-MZK-\I3^P<&YD+BLS#@-.ES-M%D;>VGOQY:\[?T-@RX3>Y28&/4P>,>S-M#_287>[5'PW\|FS/?]E>-M?*

*#_J#111&7SGF;A&0[CMA+'7O>G,$4XO<-G2-M$A;0_]&'TF60P6X;FWKOO\JJY?XR!B!1U7N@39=*T>?&%^96KI_4)?V_AFJ1H4>U6-M776G.N2W#(-T3P?^^3NH#"W-*

F^=ZLC8(%C6QGDU09Q\54ET7+2;RQ?_'?VC0-M_>]8Q_JBG'/I4#0'JC\Q7-+&%WLS,'!1UUE-1$0"WA#.8*<*^1TXY8>?$-M!IJCD:LBZ#*])]?R*

^KE$(7OT:5XIG[V3[=1N\CS!=QO,>IEF=X\3MDZ5,E8I,.!V7G\G,ITS_<;&19P%FE/-&_M!.L8SJKR5E+LC-3-M\LP6#B5>Q)F,/8H#(=:1]F!B(_OY6G*69.8"'*0:DI0K!SA.8?>_"!]Y.=A*

M[-4+],.,Q86KW[4V31RSG5FW[9C3P.GJLCLX7L.,FV(!E.]R78P>WZ,O%,.M)=0-<7]KO\8CDCS"FPXEEF.C^E@_HK8/)8C.Y)4"0).7]D'RF(#6OD'$N/ALG835V=_L2"+\WL\;_$X6#]7*

*MYT=X7*KFP)T&*L,"'*|$_-'[_PY4.F=H?=F!X?GZM%M+MOQK^LB')^W.HFQ*]-MF536!SCH6+-!9O'B"-)V*9TDEQ*7$D;8\';*RI)3KE>]?_=#-*(-)*@#NV%-M2#LY^^?\"JG.#Z(PP-*

)>VNKA>@$Z#R@_)01UTV0&YQ6[H]=4QZ6<"BQ35"?-M/EF);_2']-%'A'\RR;F5S.B2O]+UT:S!]X1>?NB#4!VC>6XQN.Y*UQY7!\M9.UK;*

7IV^[,-87[.)0B,;6ZWR-B&\YO.'%7N5Z[0_@]%-N-?,/(@\E&O$K-MJVWE,[!DG-+]-8;FDOQ$'LC61+0O/5)1.8%\I1^R6[F|!6X^NAWVHH39@7^4-M47_UZ6#W-308J0&-",N(<"C!TAP-

,MYWP'D-PG9/LVB^?77/I9B+O.\DC)CX>-M>5]RXJ^-Q/M>H^]S9+O.7#L8Z><=69GJ3(W6MMKGO&.,2.1"=[(^K2B^3+3

M'1&UB/N+G&3HL2>&4P3!^F9S4H+>U@Z]N5QXVTWOGJT]-MH187S+-O9ZQF5(>(RY[O58_MZR0\-VP\E/@V!#'5HTCU=-O8V%U0&.:>,W.:!-M12M14T;.

|+DSEE$QH0=@_Z_P>A$6HI"(@=@V^W33,8K|!(.O33^I>-#FPI_!^-M|KKMU2AA1ZXJHEKUV#$L]WY|]=Z451P/23DNK@6[DJ632;,Z6V*L)-M,3R0*

*Z&MWAOMS/L?|!*HY?']7AY904WT?-M;;B"(>TNPDC0EB4;1*I?=!&>;&Y?^R.%*SC;(#NC7_!WMMQ?XB,QM;$/P9=[-M?Z^\1.D,-2W?M,PIPT,"VC>R#B7(P%M-!3@]VQ5ZNWME#^>*

*M"@YXWZ&U?Z#6%_SU8'/]?*28'+=_T#N9L+_&XRZ75\?1+LYZGN%R_1+MXA5N-M!|[>3X_-.1B+]/3X;0=?V=8X%K>D8M<(^)8\7>Y1%7?7=;W:]YT),.Q,=TN7*

MZGDH(3NG=WMW-R!:FKT_-;R)%P2KRO(5S@4K=I^6]#M?O4.UANZU9V)(&!-MJ+(LZMN\CLC-OJZR?T_&&\]D.V!.#W+\=^.?I[#MPUC3^N^.;?!3+W&H$2S7(M8EARG*

*MV5)&KXJ+[!OC'F/+D'E@ESY27@77RP=>2_\>##-G>"G-0*S>336O.T-WV4NP1BLE{3>S-[YECT=ZA[*-IC@]2!S#[F-K"->1YM'E>VU1&P=_??+S-MN'10T+34I-*

*UGU*GNP$2NYIHW(YIMR'N1\FTH]!QA82Y/F[+UDSTY@$V"Z>>F,M4]L4.WO/G$;$EMG+ZDD3ZM4FMM.*"]$]&-.MBCE!4R64B[&>&'>X.^CM!EQ0|+@&8A:G.6V%.MUS|*

*{1D)E1(LR+&$-;93*024Q5*%OGM3=Y,N,.RE'7-4&A+&DXNN9NT>]HT32FYEPWR!?C2X1E3:EYV<&Z6D=G(']_KK[.MKUCO?*!LG1'AU;ZLKI87(U%WWKR#(++>&*!%|+>]HL@*

*(G4HI@91&8L]6&3Y3-M.P'*A0QA>U(}-D@I.%M%TRVUZ,\K.W6-N=**N=(+M|).+0P>2E1G*RF4;_N'-MK-@-B4)QV=8|(2=,*9:Y5@63)FK-R%VP;6>0@5LFXX:#.YD:K'Q!#>]5.*

{2+8F/Q/G5L:1RT>!YM,T1.F7[.<-M6G7U/"">G/3'H'?>J&&EM0\^N[JOJQ&4X'AK4DE[Z(U)M'>)A_7+T2'+HC9!D-M4V37L,@M,_IV.W-X?\I#-

*AU9KUO2J;ZP'FG;@\$8SM0*PN<7OXX8/U0XGMG-MQF\UJ^Q@OF:Q18W5,|?7-0XE'TS'JOZN4-/4KV=|$:XY%&W%"]C:-^OE5;|/]"F0$<(//3=W;W&I=#"MBK?>&E-M]F!:T&Y2VN8#*

<(I?#2RM9IGC;U&L\:X,#,T+-_1)6MT%1^TK\8@&K.U:4/-MU=9:?S?W+.$GC#1B>57<4("4MM[M@-5%;S(CKEU+-(S#LCNR7_9BJ%=NH="=-M47UWEE(0ZC-G:YM_N8##*

|Q2P2OWOMD_SYVMK9;&Y\|PWR[6/ZS>;(0IY>NW[-MJI_XG-[X'4>-X+]"BHI%X-5$'&BG=@D:?K(-HM\'4B_\5D/>6X=-_RZ[=KM@-M*-^*6I(!0[R/XV^4X*;P:I#MQ!F-W5\[%?*

0HNE'2(^_F>"(IT1FU3,8@=>=F*DN93=[620"YIS?-MQI[9:+2_DNS-!3?1?KC^L"4V>'6B/B=>[L/#I-WOI2W1GH?ZR F&W\C2T9E-ME>BCE*S(P\0:U&FXDI_.O$J(+A]S'#)F69=*R.|*

(9!^<#G<1F)@VR"6K$@Y>-M7XJ3E@)V+!7I41+&RPXE4NBL5E'V4Q,IZ,O4Y9E9_|^-]HUOYQKRZR$2=>ODM-MQIQSA8>P+@.&G<9.#]UCVNGA9G9U(W:+

D3Q%X;]NE,"2]VFQ&#&<#?>K%6N-MOS!X;^[RJO(ET%;$L2.L^UZQ@867@=>;R6=C]%1/S.%5%>Q#]3L%NX1@R%G@Q(CG/63PE#/9L'->F-!5]QVSNU1G.G292-M $#G"X-*

*^N#1KKQDX+8N^W7=^Z"H?ZZ@:1[-M#O-YU>B*XEH^!\0-OPEJ*S&&G-\OR$+7H[578UMT$/0]:R=,TO#.HZB__6=5-MT;6@T_JE-2.1L=DL)}VR7^Z.L=]H_7V9Z-(AR-MD)8R-*

U^-.11+%|7Y/,Y%IAC|(03,1:=,D30!AQ).'=622(7|_2;GG-+-9J5-M[4D_DC"9FJ43;0?.WN+4./JE7XAW>AX&M'F'..)3F!|2^8'(%ZK;6X#RR<(Z*

*MFMM/Z\&MU!TC0C6569>AU7CB1.J#P*XO-(5,$SML@@-M"[J-0A#-M93YKC\TRNEW#77#4H:/T3^,>QMX:2TQ;(7#,+*VU_.8IMG(.4HV3:@^X@^%Q2L<>M9)?_VH-Q0%9LI*

*MO&Y?V\=8A6.TZG'#E6D6,J-A'"X2#[OG,7+$*B#("_J&V\+MW>W;1[S":?%,P-M.]Q ;<8>2A3WNLG{*[6TWDCW;"SSRI+'R/4*[.40MON\!MNYZDW^.0P+ :.M-M<5_R+!S-*

*&4=""*XHV/4HMGN*!580M=5.+ 1]L7V[2NRH!"9MCLL-3?1S#,,@\)CD/'-C<,OO8ZE&A_.4!:,U%5"JN"--+];=I=F9'-M)L%A"]/B<'1CO-"C+TYXPX87NN<9F.=I9@_?9N-L-S-*

*X)UZMY3>DDLO'_13VD62<2 M+1(@/N+^PL+!X^L5L/O\[(AL6WH 3VP525X66B)A-GG-W1B#/H&^O-%[*I-MU%&78-/ZH42V+#5)9-SYP^IOWFNU'/+EE]N:L^E;W"=/YS.*

<=9W;"W@O+K7Q-MHI+=+/8.)^--V/?$^CRP5'MVWKKT=O-MK/"7IGB.#2%4A^OX.&W=OSVLF].F!6B5P!S*.D1WS?(ALA.]D&T?I_X:JBH*

*M$9FFIY*QSEHTWE\U+/]RW2UVC&:C9F5?QR&V73+QOO|G.S:Z-@>M7=DL3IC-MTG:PRMC%O-PX.]-,\TI_-9S4O/UB\H,,\\'64GU&^-A0GM"9@QYIUA?0!4&*

*MQ.*5NXR'+FUH@%5NNR'!/P:R$TX-0704:;|-MM.62-L)"RNB0XD@GB|A4Y3%-M)21*FD82N1!(N44]3K0VE8-M7S6AC9K=V*O-D9"?656^K,Z,]PPW?3NSBFINMT(L$)>*

[Q(IF_N.N)=-])B7'K-M2K1MNGII-W,'@>C-4/H/B-MY658EWH:_J3+U?(D-/E?N\T1_-MC'TA$GG?/8@IVX,)VG(<*O6$L6@4&B2N+|XE:%1-VF5+0(,H3%IE,C8VTK)M-M!VL:XZ^06.?

*V\%9%U=0=0VC=0:5R#W1'"#IF:YOY,X9,&FF0VH;YW=D?N:TKH-MX"0 .IS_PFWM*7CY4:?JP;6Q1E+!5?RC!H#60LI,_?J8S.U+ #*%YA+3+NB#3R_:.Y+/0ZY\&-*

*ZV|G)+K'#B'V\=)"6"I:X> -M2EQG5I_P_: 8)X-,=|^6>I&_'ETZS>U&9>U?3K/L],(&Z(I=O6?N".4BRA-M755_2N*7C9O-5]H*=68@MS.?73T1)-V.G&YV*VD:K\4_L''@GLM3(6IE53E.-M*

*;NBT'U>_15&'@\)?B-3@IEUZUU3LJZX<3P.1=18B3\A;C=P.90(7US98KKM-MG(WW_==^2D*VQ\;S:?1OG?E(4X*"-)L=.@'#+-M]A'"90QTV0-A,9J)6]+|EI87-*

*P+4B#KGU^>L-OGNNGI5LT#%*I'ZIBW!=E-MKOJ,0%WDV;P6:F8Y|(/MJY'T)>BM^)@YPN9S3]NVPJX=U9SQ0VUSN=S*"$?1WW&-M*5&_<-)@JZN*6,^Z=$HY*

B=&HBH]"Z9Z.J7!X)>ERJ.WZ!<>A+>>LRK:S/. M8JE7@V=' HCM%YICO\P!7+/VTO8TD%K'&JU.QDLW.G:W+_/W=V)$U'WW8P^*

MHY3/):W+J.@OM_H05.@L(C%;3]!/,&'Y^M^.;1(^75,3%B(1==G3I$OHF_<(K-M0\D/XS>K==N^>5X2!L;UKJY!W'@W$56#^I#+Y7&4 !2|\'X5E72.>HD5U

*UH32RWBT'SN7.QA?:Z*2]P!?\5WW_6EL?>+;.0%GH8&(]6Y2V%>A5*LR591E M.$F=M*$G04;]\)AI<7V!E6AQAO4H8+M#GF.%<@++R)V/$D6]]E17\EX|/%&*

*M\GP^@_@:>;5*PV%7XI(GNZGWE-U6.-3?1+G^J5T13ZE/$'-3!(6W--[* MM8 M7^]D]3-:/=H9V'T[UMZ]&(]D FMUYL;K&,^KJUCP/ D"VKBX_0#!]NO) M<;*G0N[5*P<9(]# *

*TR&LXC);EQ>LE>7G{B8[=7=PNAL']*0WQUGOA^OR3;V*-M8^[JUZG*]2]N((QˆR43M#P@&K*=CK/)L'I5L:Y%,5WY6J;V7!YC0@[E!4-,. M(F%]GIZ_>7!2P$PBMG(#&P\E)C;"OI8?*

*2@0T-NZ6M.(W*_.B))\%H&,T.VP$-ME\BIS0C3B/I:2-.IWN!63:1EH6:$^.)C_E.(2IT%^&SM&!LW':M!J3FHNX3-M9;JT*'_SLOSR!/Y!VLLAPC)OH9D:ZR=L&P#ENX>2F1^<*-*

.V#!^O8T[NU8>-M>N!(%@RKN7D{!KDN%Q";FEZAA&=]+-4J(28N8A>+XG-FI?NDB5]B=6TH:W9-MH#LW,H4EB+>-2*

*&LYB2L;7UT$M9S*6NWKN$&@^BHU?)YL706"@$CM1O!-HBG M*L2*VO+T{W$]LTO +E^/[J GR_.1M0LZ!Y*P$H/[FW\,Z_DWMR_6"6GD_\P MU@[+|NTQAZK$O9K$\WR$>);:2.*

*U!AGF3CG6E(?VP'RK<]"[4[B[3D\$*OY-MS[;RB;]AIMFD8NC-MELD(_V"F,^$3#9J]1#/;RHZ^W.M=6C-6^27!])WS*G[6:\N;V'DYH-M"C2.%HP71X=!CTC$R?G);)S8*VGSB$7]=?6W\8+JRZ/M<\0/,'4;/_9;@)36-M,':I,-AG'O_D*ENVY+Y7I.=+=^?"+>27VFF1GG(OLT,DOU"=&J@1!^$;=-^4-I-M8DU;C?D%J<4&&8'L_8=PJTZOI@X-M#]33JL$DP+6^S?XN-X>0-IYQPCRG$-GI43OUZL00W9V-,QO+&M&C8S/Z-LIQ-M^^Y'0KSSRLJVH6CNIN6R?Q8O0;DDY?4*B*+^QD$'?0EQLV!"D@AO01;>MNEK-M#7O,ON14HR_Q/?>?!@:&;90UF%!0]-;-7FX]>SVVIC5A(>+R@-GM,D?<-6_M%6&$]M9F29R-OW\I2M=7M"G&:[B6N]:!;$)O:ISZ(W!PK4;ZN,MW%_-,3]!-MKO(C'RW2F4"YGOK.#_T=4-KS(V*1R4&"G=_;/LY!Q72-?_GE>-CGC%>\F-MTX\D#T?_*U!+-P04-" !)@6U9&>;%-0H%-0#I0-H-%0-&-AW/<.)(O^O_Y%+A]3MSHCA"F^0!?-%:/W8^K?E7Z.81YF7IQ"%<0X13S)(>)+"(,DP2R.2)6E^-MB!CQDS@(O3CB:M#%?/F/O\H_"*XX$.(M*-7/-M?_-HH:Z?-OKKK]^-?-+#U(N-E*4]|\&GA?^NG[ZL;Q'P?/?P-5TWZ69;^]-MWVX>K>;"\A3#^K-^G]\-?:4/-!'#^;*\]9)*-M7\KY7ZX:>"XEJA/L@7./F$-M-[=R*QSY./SMC!TY@"#X^PQTR9[/1!B$"2>&G@\X0ER)O5FP]-QI?P-MCZ]KWA0#9U#-R0"3^-H1NEPJ5B5M5D?!D20(&B-HV$'?F-Y-AA"#Q)C@#=-ML@3JBAB?-!%/-]NM6-M=H+UX7PX4-?&M60,1+4,R-#C>@90=\&!D^UKIURB-Y-M/1AWV'@M.-NZ0W@A-;2BW(>CH.?!T1A%.024;JV7A9XR>7:#-GKP05R6:S%PM20>P;Y-X52@NY4\UW/F:\)X="!O73CXAIH9&>S^!{J2\5+L6(Z(OJL+7-&"-MW^1?ZX+-^X\/A>R>,:+.S$1U4.Q8#-Q#1P+XPQY'(<0I2B&-M!*4A3+G'-"CR2!P1;8.M2W5D0RW9-$4.*LG(!6-M*Z-4O-#<,B.V;RTW!B9&-M&U8-RSP&6&866>%TDX.O#4YK+H!D-ZSY-'=CXF1@@L?-R\|TI[N%VO13?**]J-MA=N%-^*D*$0CWF,J1[[DCFVLJ?-Z^-MU1YL.AMK*M^..35-YTN^1?RHJ\?/WN'JX%60+%-^-RQ\59]?+FR=A-M(6W*M^-"JL/+S>LZK2U(O/Y'6K[+U+P\#*/4B"B-J?.4>0,!R)'4$0A%&*F>\'M.B9X3"9'MM@=ED%=@'+--%CR&LP5V-^#GA6#\%_EK-^4.J-^=/K0"-O(\BS3S-M&^[-JF>R1HW=-I7@KMB6G\'-M&^[-!EGWP.2W-W>-^Y9P"W-^U.OO(-*W!S7!&%<-$Q.5VF!?^6+NEK-1-ED98!'-M97$2\ST%R&MK/PDML\6A$NO/%Z$>-.'?^2'@YPTF<-^UE-8<#!"+D"6^.Y11B-MW-=)SD.2,*YCS-?&'=MIEDY05<-^I7S[4#SB-^?*T+O9BT6-]-MSI#0T-.U%4J;T)90EY5W/8K%-^4\XP3$/$(.*1&+>-^&%;\F'#A0^^-"-M\:=8#J77$>.'>]C/:02R.22[-MDAE8D#.BH-,+E-G9B=.2-!K&O;?FL8\?-M>L?-GZ\DB*Q8PR-MPC+/PS#A>0Q1GOF0$,Y@C.(THL(P7&HH[-'(X\?G5.,D:8GEX<2C\CZ*.M6H>O=D28+7!\5H!NZ/OZ-F4IPRF;7BT4[U&592L]?)=:-V-MAE/CXQ\:8V1=$*0WMQRI\Q/6T8A"-?B5Q*;N9SIP2>WBUU%8C7>%ZM$H,T48,-M*-MJU>#-DRB9KGAKG=-^WEP%WQ>/3Y?"M<6+\QIP-:>7-M2_9AOEC)Q#R9T:,UY&%/(?8QQFD2$8ABE8Y-LB\)/&XCZ(\T@H,G\G'R+[V-MYDJ6*UCS)4^?@,+L-BC>U'E5RYUARK4E^/TJ/^&D9@IOC*989*5K8)0;)&?"-MXRKOVI*+.9.NSX/](/ZS.'L+-W5X1.B>.'*R^?-YY2OZ7'6]?GN\(JW?,GS-M>?U1H-#]S=4/^5<-^RY.4)[$,2!&2R-MN(<0TS6-B#!X+,-&Q>@QC\.:5@ULX6.ID?/-$X/N]&E5'@KCL3F-MH\'LHOWU1IOP21X-X"WL6ET"X\C2^F(J4D-IUL@!^VHX|'-ITI?A!"W/1+Y-MXMN\9.63,-D?%_A>=]=TXO61.9FD"B19Z'=U"K0S]*41OGH6"FK&UP7Q%38?\+&?-WYUF?EL61EWR$P*0>-M[VD:[-W7GB+2TKE5>WJ"Z=_BRU_OVJ+(7K-M,Z-)&C+&41)5E*>4B-ROJ94!][U6WHRD)}+=V-^N(U-MFX;7HXVPU=/KT1-S7)],DN!+!ZT-,\H0OB\YFI?MM>:6(8=WFFUP<'5WV8CV-MM'>4;6-YN(ML-16=91>*ZJE:(7)/7HE=]V.Q5(_\|20#WWKRD-M\XK?Y']30;2ZFB51Z.&(4,BP[T.4$P0QSS'$?N)3G,68A-M#EK04[NS:-M#6NZTC1O5)3%A\D-/PN7N5(L_V)2X?B\Z>@W8%.A:UE+3\+7,-8^M!GN-MBK6+YIQ%FK-&Z>91R2#8S,--#M8\}3@>W29GIR6"W+#X]/OR&=:F=-9?K?H\-M$A/6L':"Q6YE.S=#GE%$[33O9=M#-I29Q-E[/Q5]WK<0QBIR%O3EVN-<.@X?U2'RW3+#'@2GSD7O@!K-M5Z&ZV%V5Y(7D8KGD37T"U69NOA33JN=[3S=5-M8ZQ>W9GL,-@I6N2X0MO92+FLTF:/S/25VLX&[FBUMO-'-0_"W^>7/6>*ZPC-M'>3<4V\CMJ_F27I?\<4CW-$<93]D$#EEWY>5CK'A\-##/RRBVI-M-T+>*/[@PP#XPNM5N1RJ]RVD.C(8FN\)&4/O/A\-,B_4$M=/@@;>UXI(7XVIYY/>1+"-/,SV;\Q@B0A!%(_]G/,*8KU>A?T4IGBC.FL-M"CV'N.@YO6=+,Z;H^W5K',Y;TGDL%,(8W)2[J<%/-8Y973#UN?]>Z58CD.-M(L\HSD/,Q$XZR#F!"-5<;*=S!#,6A&$8Q:&L)FA>B5>']C3!VLU)R?9!A&[4-A-ZC8'A/O5YZ2L8$C1TE.CXZU)79WF#Q,#(OL*[525V096AC^:!%O1,-MTFMB;V:-^NIRJ>-J65W7]tLNMC+%M^-5;AL=O\3(6GHZ,HW/V)C6D8X&[;W1'-MH^/*D=LTG/LD__UICLE\,:J?9[%'6!)1!":."V\N2N3]EX-(0QP1DG"9U\<,-M<_GT*(]t4K<['1?*@UFT=/N"Yf=":>O1.0#(B5NWA4PQ-C:D,#6(9I.B<.ZFBBB;RUAP^<^:.4)0DAPH3$-0D@8FD-4S\0-MF\0D(fZ7<>1Y6AWY@UYI*'O.(*D-M*ZFK:-{@O6DC2[KB'T29M%^T^D%RYLVZTR.,,;!UD30[G%^QZ_<+=L&A[%5'<7KM;J_E'/"__Q(M5YURVVL8%4$-9XAZ%-M.-E2B+#L?.OR$/H\],,@1V%]=AS32VUDS96T@2+>;<%LN"?-HATMO[74&@IGN-M=N3?O90W1FA#2T9"VX_K4E76RVQ\U=:O9?LU/NV+'CGK))7X1H4?O.D^MVN-M.S79S./,\Z+8@VF$%40TXA#Q/4(O/A\<.A-B_4+

*M[M_$C/^@&51R>*^Q(^?BV81)fXIR^STJ:9$LLH<$WK_KYJ>V9=@(}% M42\+DY2J4P@,AS\<"&]F$S3D'N&FW("85A&04V-.%@(9$*H; QEZU#8((GB4 M7=VD4_EE7OWCEI?R_B>^[LD\4!8T]&1]*I1!$F44BJV5GX@=E=A(;>VC M=(B-'@[ID :EH'TAK]"WU$V#(#V8Z49"W"!A&@[I@O!%@7 I#()%0&18.F=1 MD1Y2$X=&AH4^C(]HO&,=W7Q."4779,A=[U\)X7X4^C ..80W6*Y6[,.91 M*E.';?M&/1+{&['W1=R6Z+Q9S,>75;%O22%4_"T?ZXP/>ZGN_@ M0*,K8DL?K)/MUURH-!?)BMB*JUUBPY&^/SR,T+!G[!0<,XTUQ 5\D^PXI2U MQ;;RF8=`G\QIUA:TZT6OV19*9;2U>-J(6O;?.!/);?SYG8$?UIP=0!R=IR MANKG)POJSWB >9(2#@-9$0;Y40XQ););8;!9Y6E5A[@>S);.^7E.X,BL0ZXH0+ M=[+)&=PZXU-.C3[RJ_@KPEF? .DPK;<(=;@T+R+J;*CVW85+D[1H[=W#NLG@! M-DP]R+ML7H"]1AT7NYTZ'!:$=8R?]R*PKMB:MO"K8S /BKVZ'M_R^OR*5&*/ M(*_C/XL_/LV7_+KFC]6,>(BRA{4P0SR *,<OF @ S:V4GN_E%\ '!7-WK/D5FVFO:.\(> MW+H>>>MYQ6[3?RJ*]9KGP@T*2Q9#2-(*()$26S@I@Q#(:ICRD*3,ZQ>PG-[(* M-^F#3T?[?3E]]=6@]J?'IK PT^;!=E^*^@0-OW:D'<UE5T/L,33!VA%A(II)^]YYRI KXF.RG8FM{6]!^LH1!V?K2A33_A M33-Q("!O9'+HR5F#YLK'.V=@6N_/&] #O\]^)(NDX!2B3^6\|KZ\)O6{JM,?MJJ'<'0.T AECCB!*/]F$4X@SQ(0Y|[H>]ED7."L"'QD1>.@S0MQ0_X M67+T"^CV,3/IVFZ%K$I?@:IQB/B:)=V[.PS-,M!ML2A M-Q_9=,SI89EI:IR-W^OY?7I M,>7<&49!P&0)EK3LGNT?$T6 9&Q]5N,1@'M7[.5X2QH>M<'NY&G6R7.DGQGK3AO)/,LF<_XD3.Q0:"K>Q[,;_)\3@4IB_SP MP8%&-O&*/M@P -8A&"%W7%M>]XR8X=$GRXC1%K2; M$;/_T@C]"=9[G3S)$$81]D\T:%! %,>4>AABI!/ IR$6CMR YKC;\3'[E5@ ME+3J&!'C[75OWX(1TED-Y)VBC<%KI+D:0TL#)=7!*MVGBG2W@<;,55W5 MXG,26YJ_\?G]@IC!7@KO]_5=4CQ5NQK"9=BL1 6?GB+/AY3FF"(/?]?!X; M9V'D$88<$1_Q($&^;U398WH11K99:RY@R\8F'\4{X9G'l-/L.,9R9N>MM<[M>^G(=0'6DH'CG\(H50I?;V)],+\"TYT.O-D$'YTNOQ\GYD<]+2DN5!'E7 M?.%,_$[^7>VFMY=I/\P7*\'4+$!!GH1> BE&"4296+BR.$A@'(>^'[0\ZAG MU}2]7 M]4-1SO]+KAE^2-. ,NC[@>P.$*

$!X7+2A9;=)XXM^)D!TF[|9XC?,P,^;'*DV!++,3BDX?2G56 LD/I M=8M0'HH\6(CRR"L6?OWELIXS:3#FSYT3K_>%V%>HRT[%(YZ+Q='W4IH%#.;$ M8Q E?@:SD$>0)7[,:<3R(*?:&0Q:)$?6^RX/\!VK-VR ;PTC)NE1>F!J.':. M(3)3_==$Q\K

XFE40)F M@CORG#2)3N1$F0&Q[T]9OFUG,/8"LY]7\M3Q)F]W;(T?UXGCSL(D8@%/ IB$ M7@@1"0.(>19"1C.?)4$B=UTFEL.0 E1G<[@]D&GW6ZNFQ:5,!WU;!?XP2UZ+ M'XA_<_#SH]BJ7[;,+X#KNIR35:VB='M)I$UO!;'TLD9"^VM/IC.7D9R@1,B6 MXCB%,(^3.,P@B%-*!<31U@6S&IY3 ,U9V[#Q0@SMP:^,X-&4S?=C.DM,R/. M@]EZ4$%1_9S4/DCZ M+85#.,PL@@D03JNS:4AKE87;-^YD^:<;PBG43W4>M_,=/\K;+_RZ3VJc>7L MEAU[$][^<+,F_9=)@?!3LX.5_1L!9;6G*A5%^769.A O0]1R+B:$T,RT-M/L,N? VGFS[,480"DF($PSSR(4I5ZSR<0-^/4$Q8G()2RR6=1_M6P58PEJGJ&<_*LS(R?8 A(-B M;92,TC/A<=4ZQI*+:;O'G ?500.9,X<[HY14.VZ3\S'+_2CPTC"""7!:,0T$: M01)'$85C)"681PA%S"2V=$ABY/!14Q^N&^,YO_]G&OC)_Z/*O)EVKC]"4(3" M) C2 &8IDPU/A;.+LQ!!2BD3UAQ%8<)F3TW]EA]7]10X[9/3/UG@]_/E4@;3 M'%{Z@<GP^,%7A*F7@ZC\(<0^3Z"Q]JZ&=Y[F<)$STF6M/!<+0>R/%V"LR:F M#? MM+TL]A*+Q935+^MJ36% Q [<@SRGTH+S\&+D)] C.(M1]E-$*?B=2 M)$LKBJ;W/P_@T-.[\X0TT[L=^4:YRGE*%F^X;O_UMWG],%_>++G<:[$\U)%1F<\9EE&60Q)ZGFR MDEH&29)3R%*4L"1*0N%!F.CF>>R,?02KB()BR<%+7V1F#*#UM'XZ^,PLA*2^ MD]VU813F10DE]Q=\K%.LV]9E8OY0AD(85]DW?&OPH,1B_KZU^"#^,V%BI,! M(8W#7@-.@'358> \9J;M*^_$N(-N FY&M3.1L@<)YS=/,OPC/K]/',OXVY)_MQXL[7Cl.*":>YU.?AH3F$,5,QK]B80@Y"?,V!T+ A,;.$!O9"/74++] Q9H^ M6$@&O+D#9L #$F[IFI\(0#W:YA 6.^.U1F1+&GQ]$&FI@[L^1Q-GZ:FZ/O60?=%QF[;_ CR2.B]AX7*M,PS3%/B>8CG']5$7@E.$1E;XEBQ0=,&:,/@F21NV$#D)E9Z&NP# 3+6_UL)_M4,40U*';4I"7)1-OBZI)/5]S(6/4#4H#L%@DI/;+["[%!029B9-.^X4}3#,=_M>-Y.HS^T%Y*;/4=_M$>]KT3-B.?US/"HMR/- BC3.QG4!P3B"-9)R9G-$T# M&E+?:%,S0&]D_5Y37V<4UOB';M5*7<#TU-LA#*:[CQ:![F!*D-X4GOJY7XZ M7|)8I37E=*390]0F57!-T?? U7/0X(8[XZ=YC1>J L!*098 MX@549ASH4)09BF,,,L M@5D0$9RGN; I1AY+#ZVQ+4>7,I"D@:1M>%U>!S,]4^$("3/C8 V"1>F00?&< ME0XY36GBTB&#{A^6#AC^Q4ZI,^H'K]X\E/Q!{;FSWR;,2=\|M<;(1N9>9O ML>QFM-P533[++*>>Q_R(P[3S!*((#RCTG<,DRWPOR9@7RONN^AEN4(_(S21I< M(7E4-R8W3.[>=365$>=.@9X=F1!8,UNC& ,JG.TF[ZK-H8R-"@[E!?VRJ2T[M00L&Q]UWC\) M&,E(F,$P91Y$)s(0(QI!FE 1=RYRUINR(')7/GZ6A$3;HO2 @ MEV04R[QL',(HSF2U-T+U1M"!+$@ MX\6B^*Y.),4__A=2H83_%+Q06>F&8:MJ+JIZ)<(65F6G8P/2E Q/. M!>]>:Q!2=WL+CF;RR/N2M87:]ARF##*F(;RKA+ ^4M.F>VD(?9#,I?..135& MF1AVDZN,]/4=6Y5>A#P_CX3>PXQQV5LHY#!+] =9&D0L#C'1+%]%^7?9+W2{PI^'0C;2>(.1I?+61 M3QQ;88>Q4A1GL=3]\2>.H)X0[5!N>NI!2Z? .:(G2]Q]TL6*Y/?E7A9 M8=HI49Y0GX98.$0X"1*("(XAH8Q &J09CR.OS[!1E=9ADA/MS10+EF?5&KCI M&3VW:RQ8QOAO%!?-E=9*\,$TU7T0;@($|%_TWS@IBWRVIYR?Y>W9;EUV?Z MQJ[:UU^S&.:)UT? 6VEMYC"7/,C>=?RK9V,(H93^S9]GA4CJP^B4P3X'0K[:. MY#?345W1'6Z--*2T*GEY:LS)RET."-4M=3GT]$V\4ZKS=56M./NPDH7S@>J//I\Q_H01ZO-1V(UB.QC/;*EA?#{[T'Z-3:G1 MAN1\;-JEB0)BC..H) &,@<191!S+X!^`D4(!S1'@=8ZTDMEY$5B37===;>A M#'1I/0/4CU& ;7+O=4/3E6PYSVN^7TA.S"L;KZQA@[$KU8@ UML"6NO[G]6!XQ^5* M=L-H[PFQ'6^T=(2SVFWU#CS9EDM'O.Z^2^MYNV#G]9(VZ6UXT5:U;5J+[B3 M]I^]PY6LV?8B'[XL2[DNJVWWC/K,RW.Q TL)B2#RXQ!B0A!,XR#RH]B/$&(F MP=#5611$]P]Z(7&QFZ+]0'9S$E)M3T*L^QDYF!N](@.NTB)M9G YOF\+;;2?B MO0S^-#VOLKS;3H9Z$BFG0<@VZ,+N+ZI]#T%'$*V@_9U!^DM6Z##%](@PUAQ^.RT)?2]F0>KGB)$0>GI@"\l8P5B-/4YX1DC9KDU5ER,; G% MQF/V99NC:6>\1H=(3/#9==Z3\7/%GRI5JNY/5A>I.GA7ZOSI>+>?E;V6Q>OJXW!9]TPP\=!QQ=E0(TD#1O@-?BZ)>%K5! MW]L^"(;#T(ZD-[,0?8(+FNG*:-5,+IOW,EBT1K"=4/1.H];IMW^" R1$9AN M\^).&.;=R_:1=9#F.R[9S9-\L-L8>Z^/=M-G4OQ<.#]J0=NJJ:D=S,(442_R M I@CPB&*? ZSU;<0YRCQ<<:"(#2ZY_0*,HQL8UK&+D#1[2W_?=V*?AT!+]?L MR2W,FC^+*ONO\1'H.4EO?&H-8U6=N/A.]_"./(\'(^?2Z%D(X'VP|CI?AAK MT4 K&]@(!SK2.6XV\(I3XR)^Q4DF#;K^ 6FZ"",_!59L,PUV/B_ZZ:ZE*:A MGZ8I9!EG$.41@6G((NAY29:G^(B,TOCWN BNKJ#M#C[M1;*CQAU<<@.I@2,/QNNR?RP!;^?W=I>(2C)?H($8\!2:TO.AT;<]*+3CU"[5]TZGO47/54Y5?E5S:-`MAK_4RS^3I3%%6!4UAQM9-9MRMATVQ':O7I5+\&?5BZJNNFKELDAS3ZRNBLNZ3]7\Y+_CLM_<)5[MJUT M,",A|OPLH#!0MQH]Y,,LBA!$-"=)&">,!FRVY/>XJ?NDG0^B0UQ+%)&%0Y8 MT% 1Q,\?Q,:ZDGD(CQLV.NFRAGD=6KC]!1C=P62WV+?D92IKRP#8(P M,<-$8E=)&%HTITVX,(:A(+G"Z,4SCD;>#8>LVNV\K&2/H/KE>BFVT&K_4*D: MV'-D&L_[D52V/6IL!/3."!?P9RF"2)#%$48!A&J0(Y]'T_D+U=4TAXZL. 8DHP3S(4& 4*W%0TVGNM_M 5+S9W P|<9F9?+3J$86T!$&-`TA:B'.IJRJG7HQXU,CL^@)IP%EP=/4[ ] M_6G3A)-Q)(AI2OJ6YTK/>+Z0CLK'HI3%E3YP4F]]EC;?2LI0U8+3>35CB<|1 M'HF%6=-&1@[+.I-4&#LDG66/I$;.?DDDPSM(A9G3WA9)&8 ^)&*SEWD\2$@0FC0^&A5+RTY'(T.HMSZ."8$AN8>@W-G'?8 --M:S O2BB9NP";'Z'Y8:(E#*Z.&TW)3WL@:0G.P9&E[3AV!OR./SX5)2Y?FG7C MDM*2RV7BKI#)_8]JR5!M3+;G!C-":>J%)(=!GLI- 16SSI,#!JO$(S?TL37," M><:H=%Y]F$9B)2$D)\[T(H0'7+ORXB"YD2U40_\"%&L.P$*R<*2EQ43IBUJ MA@'LMSON83$S,6M$-L3!HP.1+7B#B4+W2*C%V1PG,1,BM#]"UP;[' MX5&F*RFH+=%.X4#]MRS/6>@=#9ZL%+_*>>Y@?5_6J Y$=NH]V12B*;) 44XC0* M4@I%_G^CH"M4L"2&@9]A|U>;$L/PNIO9 -\4P\!QLJ82+H*D;MD;=HP^ B@'H2ZQZ!A M;;U7!.+_7(FU .I9YLK*L6@1 M(F-;TPU)H&BVBFC:G>,8.IIF[DR9#Y[MUDP9*^&F_8Y_S!]7CVTITS0./(19 ,?R^K*|KI2XF.8^Y3':9[X 2$Z&G@P M\LAJU]+2T[)#L?M5ZRQAS/2I)>.P0NMJYON41[S449RJW:$HI3D<;Q)-.2G& M6CU./\">_]U$;F20ICD+KJ!5$[?Y,)>M&+C@U.)&AMFH(RM,FX.QX09LV0%; M? FRN;!B"UZ]ZX`)FHNFD\V0+VX'A57;N"&IR;+`]2+#D)!%;%:K-9G7L ^P MJT5QX",8T@2)!19'D 1^ `V6I2@.F,"=)C>PM M; @#0&0@;TD;.O=IG#0UVXGTAE]H(_B;Z@-A-O(>%T]\D]6D;>_ ?.F)XQ>B/S8&;-+*=@ZD>;.N"\C=[>O9S^^[7{UH'<<0=P M+9)V!OUSL?QC{5L$/$Y(1I4/ED#DLQP2'R'(>8)SG$4<4ZU^<4?&'ME@"E>5 METN%GFEV=A<(7MF*9:9_1%$Q']\)Z.<,_(0'1'GE2ACXBTKX#"K'T@"@M M5LNZNL4OJL;X]BQEPJ6'$ Y3'$-.&9-W$G.89E$]?!GQXS"G26A6&JH&GH.QY'1=|+.EM=P?5^+VA*|"U)ATM|KTBN5^N7C1*9=4'L%/5@+ M^Y\^2RMES]5B,:=R,30LJW=R@-&_0=4(N"4Z3KV!0=C^2_+>M3EN"D3_BN, MV(C=G@CAO+R MI.?9%GN43:5;TLK]GICH#Q4@--IUIE2E0U:IV^?7+P"25:P, MB40!E/I\$3-N6R*1%S 3"2#S2;L?XRE";_%!#@A\YJ,<>L/PLU2Y?!*!Y>[Y MI5]J-GVWNC,O/TO3O^3()X$OXBT<(Q%^8910GB68!*GO:]T@:]!RO'!L*7OS M'FG8\C&D*3T;MB0_S(AWHO>I.@C<-*2S9.9#E"-U8PV1#PU9YQ4XTF:[2#5] M@F5WAMLE^TC6?$8R$B5!SA -A.%BOPQ0YD<^"FE61$%4<+_0JAP>(N+8=ENR M7:]HU6]$4/8D:7U SK,:&C9=6W+#=.9(9!!NYYA,1AB>9P>=#,|S3*P^MN?H MLV8+ZB-?R(K)U*M?SQ59%F+-5I>33^KH/#^\J(UL1OTL%B\%&1 M9B$]"I(4>13A- >U7+0=FRT+2=BHR98\=8[NE<>:;B16=&]G\/68HB2]=9F M1ZJ#V7VG-<6%]]37VO5.:T\;6@.OW@;R6UK-(90G7=T-5'*XV1L, <_{?)3P M)NK" R=%4(9)B0+?SQ#.@AAE%"M2]G>XXZ_]X?;>T^2 2!GMV(,?]>&$L"^ZE'F87#7^^R:P5NW8TP" M9[W/|\Y]<&OX%_LE]7R<;/@@5_$P755/57/RS7[M"#?=+_ALP,X_]KE?9 D M[$G**-B#D-N6BI|?0,H8MP*K.@ 9A=ZXGN_2RXL)1"/2FED3N=`GB:<*@VFG_ MS9LW;ZRE$+]H\L9U=MCOI-Y@GFV;HH^JRE2/$^>@]2$T.$]Y_6LBU\#WF8%R4E.?,1+GT] M_HAR1%A9(I:6092&,<8%"),,*G>NSP$426^N:$]HX!=%]0WPHD].C9Z+?S.% M_H Q]+D=^.]?K;CM=[P;9>4B5;PW?:?)*WOP9&\Y!:K0$Q#O(QVD]+/3E??;[^ M4\BXDIWKYS5@-WWR_0DVT^JD1?R_:^C;-#;:-U9UC S:4Y_6AM:6^F)%P'?4 ME^L NJ,>%-)T0WUZT"GWTX-B'6RGAY|U%"75YQR"^D.V7[Q>L@?Q@!WEH?,3Y,X13Z),,),0LR$XF\\27F9E@D)2A]N@LF'3N*Z\6B68|52T_@ MAMC)I%@*DQRK&N:*=AKV?F]HV03%<:B*]:(=$Q;?5]!S@9+!L<\EM. A4*]M M^B.G*[&2_KA;,LBUV/D17(=!H%NR 4'XQL[L+<2H^FUQ&]\@39^>N<;42@ M8^^B;5P\H]AF8-C)HIMQT?KQC<;39A',QWE-OGVK)%R^*!%[Y*]\N>&?YTNN M4M]+S]05[G%,$@YP@3,,$%3'4. G<=)D>8)"!!OC*!CV]PG+1,26@:\WR4+ MGN(!6 H)D.]X,*F9F 6?:%2P+&#KJ26XH!1+YM\1_%Z>RE=SNNZZ47B;I>S!-M;GX.;# CFML8MWHV.-/M#F2[\|FKTT>XNV#TRB.EF$_OTZH]N8+DL+BU;5>/-MK9V+ 0? 3;DS,572T[[A@J,M@V^_+"_$#=A""?D%RDH04%4%9(!Q3C KN1ZB0 M'9(BCM,\!,$LV6?1]2U8#S3\',9'QW1W&[]E6[]4,2[O8QKC-X-SMSBIFL[T M3:<*Z&OMS](D,._V=6L9[-TB@V\"^6Y?P>> WQU0LM(,KUEOKC?K[ZM*\MR; M99R%-&(92OR@%,&M1)X(@@3E29XFC)(@2X,+6]T=T5L@6S^A%^769.A O0]1R+B)23VR MY<\4AU3I9XCM:@@F%<]I[#6OJ0[XLZH9V3TDW7LR-];IGA()SH(]W,SKYF MT+G,^+Z_;:_\92,+H, +A[<9]VG& IRC-.8YPDF0HCRE":*T8)R7 6-4*PW* M 6^,W4M+$^Y"7$S#L+MY8^4:,([*$IX^#"8\;9O9-SQ[]V7KWMYN@@"]V]YN MHLP:O;W)A,&ZP[E1Z6 K.TW[}& W[B]E!FZWI#%XL<#F;/? MZIO55[[@\D2SK00%-YR C.EXB=]WQI8G3S+EO=; IHR5+(5AMMQUQ;_Z%[D@ M_8U?[,I2'6P[,M2:@\83)OHPNAT&$9KLOMA$_/X-LM'[A2*?;5/N;57#KH%" M7F9AZ6<%*FB8B0A9_)^O)$8T)!33,BVR%'1C=)Z4ZWODKO'XFOSID;,!PG*@ MP0)44YIWQE;D![X6=Z+O2J;#8*?'0I//[&!=GG+4H<_M-.E\$FB\7IZU02:Y%O[=A4+!K*]?-VX/Y&Y A,NRPJ>$K1L0XF0.N!4\XO,-M6WZM>;E9?)Z7?"9V.5F:E@S1,H@09DQV"Z4EHFE"?%K04K-7(82H8[OZ!Y]_M^RYB M05+SQRFBW7CKQKI6[I =2W5<22(D$U8.LN[J:T83'W$]21GA\&1DR1O(D!W4"T*0[=W2"ZF$_KQ:L>*]2EYD66QS-*P.B=EJL2!5 MO?OI95=.9S5N=/5D0X^77D$]:"IVXSOG-Y\]7REe=?"-M_M-U[9+V-F_: <ZV7X#OOH+J^=N#V-*OJ^L3)=NZ# O7W[\,/ M&F1WW'R75VCUW?*:TFK#V8.8V>^DYO5]^5"M1.2Y_G&]0'*Y?I&7:G=+F8$F M9K>U9IEI8RCO>KR0(6L.]1W?LBY\]V_*-:MS;VZE0"0G.!HFH<=T#N9/.!E7CMO=_(JKYFW+|>[>=LR[O4X M]^[Z\,;UW?/+,GD+>><1EFOB5L.#.2>.2$^7>^)6=WLY*(Y)&:S=M>\UDMLN^.6*5F<9QG8IV#E.0D0#A.8Y0E488PD40)9@GC4:R]\IZBX/K.]DGH M$BMDW2,*<)DGM:*Q4%T]*_.]:AF7ADH-LR1#HDTZ 9/OCB=M$QOB>||%#3YH6.>W*6H1?8])O'T5?TB$DA;M)Z'$QU&6(I[XB7 D88YR3D.$ M>5'X-$]+#-82_2PEQPYE1]=3A#7!?H#:TCLCLZ(#F*,Q%!]>AC8FFIU]LK-T MIBT*&Q/W]+9K] 4S^Z%%TU)&*^ZV.+Z>56MY_^E/'0P"[(\2F6E113&L0@' MA&4:7*;$HQ7'I%S0G20R"5 ,E[']?W8O2:L.E)M68'9NK9BJ4S?A;] M.]N>ICH6MGL9U85]7%-@MP 5VY*7T"8[]=. *N/0AX#?-W0F"U*+78T"":?B\ M!>B)(\ZCS"\0#V*.IZ6:S-M*7M5GS30 M0@K MI?@K,3!$51OX'\V?NVHHU?TO2%(4$K$(XU3FK9"2($PHB9(")R4'|8^.,N#8 MYA|Y5?6=6Y:\?9Z\+ZNU!K%.:UG,1+G4(/$_D?YS7W977\.'] MWO[7"1"-J3(LN1DP^4E|CZER+AV2\}3@7@+L7XX6WQ;G"V]7RE=?"?-M_MU-T MG!U4NR6/61T)HF_B6^(5M*,Y ML(E;/P'7TP/93S<5)[*M)R1OMB =(U[E"!IG,T*RHN \1EB82"BXR#P45ZP M',74SZ*H# N>@DZGSM!Q??DMXMOY7M ,744(6:^K>,%9*R3!\6H/:K>\["[SR M6,.FE?*1B M[G>H9[U%U(+N8(O>,;SEE=<2M;S,BII$?@)(E$F&QQ$%!6DP$B&Y3A.2Y^&"0R__REB8_^)4GH M[?]9)6G&NS9$O^SP?UA[Q3P$8FL87V?HS,QHO>(N,>XW6.O&%:XO9+Y0BY0 M(LCZ2A8IB-B/O%C_0M;MOIX*3[\@L;]_2H7/T8OBA!6L9,C/8XG& MG3%$PH2@(.=.E'|)S*NVI/3W63@J$]3$PDWK.9IKY@7FI-Y\;>"&@-6W; MJA;\G*%I2PPM*?"H[M#>R+914>H/WXA_[&JU&K01%>)6":9V+$6/ X0SC%! M!!.&DL(O8!0&CI$1E M2!.$(Y:B@]7"' & Y+2D?L$0@5S18L*Q_^HWJ?HJR$OD>D\6*/-G==!#\Y>EE MM5:6]E)UZ'WJT.<#B%<8E:G'40D"+A3?M*P!1TEBS =!8UF.]:THWSYN%W _TDV!G*0\3SDH? M42*VM3BC!!4)B1##1104!:>+0ZM+U.8@PKKR MP*]T&66-:,_]L'6.@? <2)1E$]U*5UC%]/,QFVU0GF^XA6IWX-^Z(9 MG\|NEVNQ$U"X&H3*HHD?R9K<,;0ZT?KF>L;Q,P|'(49(5?%YU12C+,$&$)$D2 MY0P'L98=C!%R;!@-::]'6]VS#*^EKFY0-<2?.:TOSY-"&##' M@V;BPT__QD2S=<1WELZTYWACXAX=UHV^8&; =TM:R4#U(V_^>[>\62W5]>D_MYNOO7=WS]=:EG]XU!',%'2/>3QTK?Y.PF!TWWA^":_CV\K;J55S_M#1CU1W3L17J,>$QPXBU7:.^%1%"I>QXS^WAB@J?&MLQLEP1Q)7S^2"543_'B@ M'P=M%>&R&VW/ 60FV[W#1>]O[@W>?ILZU=[4Y9+$[_SS1;5[?%K)'|W^R2LZ MKV6&0-?S]6WVM.WXU+FY#5D\\>HYF!6EV*'(4 V#%+A8K,K\9.MVU?>'RWC'FG[<%7;/EOT MQ[L_>BGK9.U^^#GIO7EOAV%WWMJFM>UONV_LMO>:_^L=O^:_)1WW>NN) M[CT-?6.35^7:G\W4KAK4,"_5&VO_0FU?2[K@$.S4."AR]Y3>4E-T7&3G32+ M*"EY4E#$,]E9.1_RT-,49:5>5*.E\[^OS/Q8-PILWN7?&-M^:+#NM-;A^QH!+8N[)3QM5%&0[9-1+3GE,=EL^0D!PA-ZK3&!3YT(AIOP(RZ MKM:S)C^Z/4%HTOF#-(8#C"%BE(8,L8Q(D2$W"F+ QK^(ABK>*UT\,[-MXM MQ!NDZ.&,(H;M\G+Q8):H*YFVZ0T+,&1NXLV>]=4M[+!LRS.#3F);PP)UYC3R ME.$6F7[G;+/@ZG6LC5/9N6T:W))UYW)S7K?W\>^^2@+I^^1@0BEY_637,)W M!T99$]>DC$O$2BQ['<^>V*ILN?84V\!=J=49U-Q8OM6\/>&UJ;$^UWQ[8BSXDV;6W- MK/(V[>[*A5J/-DA.B)CY\H]B1_7M6R6+!<3>2U[OJEM'16/&BC#WBS)%!0Z8 MQ &.4)&'%*6$\XRRDN6BDPC6)0;7K^T)8R8.[- M7]@%Z4CH"6/,TAJ4@>B(2A/]\ZQQ#D[/EEL?K!^58TO5VY(%XF6=T0Z> 5N0&6:[MQ^(Z0/>DH27-?+XA7A9(AJ8+\6P<[)X6-6]X340F5G M*(>|_9"74;'7VO8\)> I$8ML 4D,DWP9+2D,)9V&E=-XU^]#W$@9%A*L M]#F[EFG #9C*O*+/+E0QU=UM*3)*\S!*_ EX6"">,H2*,4Q071<)HB;,P 9VO MFS Q08K.EB78NF6D4C?XEI,)^RG_(K]XM/JZ.(6_'D>6$'1LZL>1UC%B8 MU M=HJ!#KW316!>D_7PXO+286"U'6K:FWW37?@3?V?04;+L.8T0Y2+Y0<&):E&LC)@O>'#_=X2!=GM>29JV M:T5TH/TV-)7<6ZH.C'54-%L&>Y!0M$8[*O"!X8Z_85S^LWKF3^3/=K@/?,G+ M^7]&?<;2(@U0%-$R1,I5"0!0S2@)"5E*2%X@&4^I^@XSZ]9OG)&_M8AQJ_)GP,H5B"EZ5FR!57 S+@AZ F*G>UZ/[5$S^<5F=3F#(EE MKP;G))6I:VV&1#U14S/X.,QR50?YW4+>I?#MP]KK9]E6]M=C%]+LOBU MYEVCV1D-:*PFFOFS*IA5-H M.%,H-EW!:3WO8&MBAKW&ZC;XR]KXGO7B8LJZU93N2@:HWP\\A7ZX0M,L1)Y9UTI[HM%U>:9SG(C^MX4PB>MMW:B,^\"8;?5XUK5OOE@UBUBPB(6%A05$:!R)&3;_Y4%!4)CI,2X+ M/\=!$5E==CBT5;%U-:;C?H="HO.,]ZHPDR7Q4O+7KJB=%5 M/G6"R'K\1A379VD.M.[T6,XFO^_@A, ^!^O4."UT0-EQ@-B\O"\4(6=R0^ONG MQ>]/NZ5P=\]D[_H>$TR*+ P1]['1D,,+E*> ^CXH@25,_3\(R B&6:-)UO:'Y M]>'A\^TOMU^>KC]['^^^WGR^__KKXZUW_\F[N?[Z=^_3Y_M_>'=?/MT__G+!_M='?_!>CQ-76KZ;?M:PSH??L>)(#3]+@7APDR:DJN6_],D.JT?@ZGBR!G>K+QO*7(19@@)*$H3#&*.^AQ%*_9#Y11*FVK 9=4'(3QJ$&2CG9$QD,LZE"<35ZYSRTQ'9MF&S"K[JIY7TD;W?WZSJ_M]9?5^I]\+=%;OBWEAK\)P2UQV(A?,Q.;9SR-"45(4/L)&J$B37-$HI(0 M$E'AT4#7M=.R[]H9*E-N3!?VIT9Z1^G+;>=WTFS8:.". ^2O9 M85BPK^ZDJIT 1MG3DWP:>A[Y_4ZXY3/LK0S=YEPRK6"LY%P_]N;Z83?7CQIS M:?4'&^)0]MYZ(@GS,Y3?/N7G^;GY0+@RO-WU:+S?,AN,A#-9>9_K(4;]N0 M,,99F11A&"1?AH^T!$4UHMDY6:.^K>,%9*^B]4[FB@C.&G2FEK4KCS7,P>)UN/;U M0FZG.H4Y9JG. -M?L!]*G5M^I"X;CKO>]F\\.*)+<#@LK]+(2V<_J11];%Z M#@-+\X%,"]E46?8G(=$I1.K;/^EBPV2*;%US\3_V1/Z<%45,4HI31&3W"4SD MS0]+(Y2E"2]87G'.0?UP#7AP'#4^FL#4FZA2SQDY5A#,'770"M((SH+4;UGR M.IYDGJS-ZC5CC$@K7H-S,"MFK&*CDO7S(>RU3[C?OV=5[*P]>FOTX.4F94) M3OPB9HBE'",,HQ)E.$E1F/EE%!12L+=8+;\A"=/L+7:4 M+^VA,:!0/_D2DTP=W2F>T:CN!TO??PKEXTSQE?@K&O&.DW;IDQKI3Q?AD:.M8UR,5=%$7M=++=8I7\>]6<|?>?M38]@*G5$=GKGW$2SV..@V%8XO+"#BVX>5T-K=+5L@6$-4,@%R AC$SDALIFUSYY<8X[S^UP>^1-]ET6;;:*VDL1]%+$,E M)0'""E@'#)G6C*M1S++#85 _,D ME^D$(}T!;?D,T;)3>HD=(4_]K:[QDF3I0E5YTMW5C\(+R3W!?+D1&X"V M2?-]6<\X#*"A@S1,L[E;1)%&2,E8F""TI"4M$Q!AP3ZI!V[ABTCO4I73Y¥F M*NE@2454HOA0^0AR,H)"/HJUG,8,A0'X#)%@;F\M*S(M)8DNX:EO1X *,7$M AW!S.6TOFOY;7<+,POC(*.ICV76)D8XIQAE-&>HX)&? MY3S+PX!!?,L)&HZ=2'=]V-S&J[/(U=9)P!S%*07I^84+O88Y@"VQ_;M3>T8^M((TE:SY%85*S'1#QT#Z''IVXSOG+1@+8WI?7C*GL,;)H&NU<;|;?5Y7,L9OQ M+(Q#EE"4<%E?DB01R]++1WD11CQGE(<~GJ3">9O7QYN9'>&N1Y;X/Z]>WZ2L M66/F-]?W\=\ ]J+R]E;MB7![V]>6W;?>>U$> P+)G>.2MU;,"IRR7#8 H+W*$<9*CH@@(X@%-<<*+LDQ!;4*V(SN.U;9TH%U].L'US-)(-M')C|C4MBT)?G@&MK37BZ<2?NN',@SG%[G<,'3-$^BE]L 6+)OGW=+Q8O>+DU0Z?7;?D[8-*

$!X7+2A9;=)XXM^)D!TF[|9XC?,P,^;'*DV!++,3BDX?2G56 LD/I M=8M0'HH\6(CRR"L6?OWELIXS:3#FSYT3K_>%V%>HRT[%(YZ+Q='W4IH%#.;$ M8Q E?@:SD$>0)7[,:<3R(*?:&0Q:)$?6^RX/\!VK-VR ;PTC)NE1>F!J.':. M(3)3_==$Q\K

XFE40)F M@CORG#2)3N1$F0&Q[T]9OFUG,/8"LY]7\M3Q)F]W;(T?UXGCSL(D8@%/ IB$ M7@@1"0.(>19"1C.?)4$B=UTFEL.0 E1G<[@]D&GW6ZNFQ:5,!WU;!?XP2UZ+ M'XA_<_#SH]BJ7[;,+X#KNIR35:VB='M)I$UO!;'TLD9"^VM/IC.7D9R@1,B6 MXCB%,(^3.,P@B%-*!<31U@6S&IY3 ,U9V[#Q0@SMP:^,X-&4S?=C.DM,R/. M@]EZ4$%1_9S4/DCZ M+85#.,PL@@D03JNS:4AKE87;-^YD^:<;PBG43W4>M_,=/\K;+_RZ3VJc>7L MEAU[$][^<+,F_9=)@?!3LX.5_1L!9;6G*A5%^769.A O0]1R+B:$T,RT-M/L,N? VGFS[,480"DF($PSSR(4I5ZSR<0-^/4$Q8G()2RR6=1_M6P58PEJGJ&<_*LS(R?8 A(-B M;92,TC/A<=4ZQI*+:;O'G ?500.9,X<[HY14.VZ3\S'+_2CPTC"""7!:,0T$: M01)'$85C)"681PA%S"2V=$ABY/!14Q^N&^,YO_]G&OC)_Z/*O)EVKC]"4(3" M) C2 &8IDPU/A;.+LQ!!2BD3UAQ%8<)F3TW]EA]7]10X[9/3/UG@]_/E4@;3 M'%{Z@<GP^,%7A*F7@ZC\(<0^3Z"Q]JZ&=Y[F<)$STF6M/!<+0>R/%V"LR:F M#? MM+TL]A*+Q935+^MJ36% Q [<@SRGTH+S\&+D)] C.(M1]E-$*?B=2 M)$LKBJ;W/P_@T-.[\X0TT[L=^4:YRGE*%F^X;O_UMWG],%_>++G<:[$\U)%1F<\9EE&60Q)ZGFR MDEH&29)3R%*4L"1*0N%!F.CF>>R,?02KB()BR<%+7V1F#*#UM'XZ^,PLA*2^ MD]VU813F10DE]Q=\K%.LV]9E8OY0AD(85]DW?&OPH,1B_KZU^"#^,V%BI,! M(8W#7@-.@'358> \9J;M*^_$N(-N FY&M3.1L@<)YS=/,OPC/K]/',OXVY)_MQXL[7Cl.*":>YU.?AH3F$,5,QK]B80@Y"?,V!T+ A,;.$!O9"/74++] Q9H^ M6$@&O+D#9L #$F[IFI\(0#W:YA 6.^.U1F1+&GQ]$&FI@[L^1Q-GZ:FZ/O60?=%QF[;_ CR2.B]AX7*M,PS3%/B>8CG']5$7@E.$1E;XEBQ0=,&:,/@F21NV$#D)E9Z&NP# 3+6_UL)_M4,40U*';4I"7)1-OBZI)/5]S(6/4#4H#L%@DI/;+["[%!029B9-.^X4}3#,=_M>-Y.HS^T%Y*;/4=_M$>]KT3-B.?US/"HMR/- BC3.QG4!P3B"-9)R9G-$T# M&E+?:%,S0&]D_5Y37V<4UOB';M5*7<#TU-LA#*:[CQ:![F!*D-X4GOJY7XZ M7|)8I37E=*390]0F57!-T?? U7/0X(8[XZ=YC1>J L!*098 MX@549ASH4)09BF,,,L M@5D0$9RGN; I1AY+#ZVQ+4>7,I"D@:1M>%U>!S,]4^$("3/C8 V"1>F00?&< ME0XY36GBTB&#{A^6#AC^Q4ZI,^H'K]X\E/Q!{;FSWR;,2=\|M<;(1N9>9O ML>QFM-P533[++*>>Q_R(P[3S!*((#RCTG<,DRWPOR9@7RONN^AEN4(_(S21I< M(7E4-R8W3.[>=365$>=.@9X=F1!8,UNC& ,JG.TF

VC$IJ&6?C/+TW@<88%?\5 M&.C{C_\56CESWD|*Z,T+&(_0UF4^@A'LD=S$<0HY2'4F-.0A""^5'ID'3N%*

*M7;MU;TM;.84OU[]YOTL&@'G$FLK4\PWV501S$)=H!^P>8,);\A&:1"=U%#!% M''H+X-NV"@ ?*OY"YNQC>[^1-OVX7C)5&=3TFI_Y3)Y1L11%-);=-](4D3++*

*M49(2EC!>A'"*FF"UE4VK.GBZI"-3A1LML\L9LCGC2-J&6DZ[O77.CL5+E;T2Q M<6FAH);B]=R-05W:+![L5-JU]9$;,0H*KX;,'D P_W-.2WH.QH+LP%.)G=B2HO0>-R-B@YW$B%"6O, Y M*I.;-?8BHAW8\]K@!7MXU>Y5]/FH)=M FL]R0BMW5]897W<8;LSC$,2,H$3{B M[+., Y+5]+4>0':>AG08$#K;LQ;8K.C;=AH4D-]F!8!7?B@UQ4\L -#>M!0X,;U. MU *UZU8CDOPVSTXRX#4SM)IMD'_M:"9(N] MB@3'KAL>X&G<;SCC&JO"^YU =TG?'P:3OMNV"#W)VKVJE&W7W:K]/*[EV9KX M/%IH)Q6MP/-*

*>W^3B,VDB^TX_D\LZ3[_1C,>U;^0;SI-G]D/{QO&6$>!PF&8XR'OL< MAHIY3,1UIE:?I$<;FE 0S!.JT3N[N51@V,J[+ ^O-B*P&)7GA;&&0'F"Q,00 MD^>%/,:0"C6%)3]^7G>9 ,I\"N)/_&-+^FGNZ^RQ MH2+Z/4.\'2=-P-N,=&-A@E">)V),)@.U' ,TF0OBF-M/OW.V6?#[\J942T&G M%]M?MYC.Z86R'8!%(OO&C!:5&6VBAG]*(+7\^.R&5IPDM$BRR4_BU">7XA?S'*

MJE^YPMYYBT *Q,.@ 9^G9%C8$Y+E > ^3'"<5&F01$P\4M0_BF,ONM$5,4- M4NQX.WI:E*8K3[*4QC:2*4.86ZC2],R+0U7""(U]+<++36,UT82N?%4A]VL16 M,]4<9;.:#@.O-/MUR:K%CVI?,=U4_6/7_ZU5AW*;KXOOSW0M6[5V? HCOV* M(,X%=1F]=PP(*ZC^Q=-=-.SQYMB:VN/[5:",,Z&?88=M4!\PV:FK (\)$=3"-T&I:A>\L9W/(L?W#EM6O[IZ4G&5>W MRX)UA05^VY_!4UGY=TNOE<&[?B\S",A(>_^8)T^>D++;)&6P7^M!)6)|L\2A0^88^?M5M7I7)U9P>1965"@G.8<81(F]$AH(>'2\[04K)(@-RBZO("E:3)N;W!=K%4#*

*MU.]\QB36/2JSL1OOEJU\O]VRS+NEA-UDJWS#F9N+SK8I4=EX!=/J2A MRZ0BH-XHDBKU\3WO19(*4JB+"OB ,5I+EOOBA3$B?JHW#M AI$*;<<)O6H4V M9<>Q2(^/-HWX9(/)D=8+\%RI7TZ>Y4!G,@UW?WIQYU^MU-2\V:X78O%X)5Z;Z MTIH#KS(6V)8OTJ8[K>>!JN/(SX_:/,JOW[!>?7*JZ7*<^XRPWBQ;H\RQ_;_M[YIPLDR#2*

R8HF6$V&4^2Q#N*0LSWCNYS&HB84N8=??"?_V]=^\;UM.5+C4 M_Z?D{?'!&,B@NHX@_D6;17KN187B@->/"SU=BQXU]LT4:FD'1<.G Q4=$L^ M1IOLI"X&JHQ##P-

^\^9@ZFH}>ZA6;$/?]577KW.*5>G 8G8HH5!&;(TD=UP M4LQ\W@N7$D<9XU%N?I=J9GZ=(^#88;0DE:-HJ8)PM>[]9=CZ;4@+LW(#0;4- M>DR:(<,5[_;,MFX/1I7!GAUV$L,*

<$ZHSP'G8(;&^'QVNUS/US^N&1/S6:M6 MW?>5;EXG&)YE<5A0GR4HBF06HB][509I@:B/0Y!0/5#K>W &"''AM>0]EK;*

*M5YZB+H_.OIZ]C>JKF$[M*D$F#V:RZ]MEKK"#9QLBB$:ZQ1_V1GFZ."3&*BN M>)VA:C!O%GJ+85YXM?!Q("9Y?;U4%88OSL(T11%/RXCD,2]@7;W'2;1?/14#5YYB8=L.1S'A_2[9\!0?P#1 #5W1 M1==V-01><2I5#CBDUI?74C"M07#2,%!? 8(,.&4<6 MG97%5N?0.8%#2X(,"GA4^W/^2?B=_&VESMJNEX3QHV]W^N]%WUZ?>]|=%Q5 MI9R5?;>H#J{Z6#?*

*V[^[/R#YN8++=&!,?&PU)8;$>G(:'3I?W;0R:[_O\3}}P*, M/GMA*_2V:*?>EM+'+"11Z);9A^]@7+ M>]C=NA'0DH0I*1!.\@SA,)-M5U*,6$@9#4L>!1GH-G[&33JFJM/2?] /6E=KUU?;,,@?H*T-ZZVN@9}((#NMZ00>*'_MQ$G^K5:-I%523--B]W&]!,?5L%$=NX#];+/EJD'D?]W_S6L:9_=8\Q[Y>E,! MVJ,!=3@>F[M3'\Q=&&K.021OIA&C^!Y(:K*HWTP% ;V*

*X0B&F!L/]VVF1)G>M^1B##C&,&4)B@ORA*Q(B,DSO(H"$H0L$8WLF,_(>@ $3.V(NM% D:"P"Q8 MD'"*0VG'$N"T4B^VXTT)5'(SA=CC0(*933Q59%F7XDN43>S57;*J9?DT7Y(EMG9-%#[#R25"H3_^J!4<(,TJ3(*8HPCA!N&0Q(BP5MI5S/Z1\'.089%8VT7-L MF5O>V"U9I@45N=$S^[?2M,PUV&H9+ S<.$-2_[(*FN3NC072CWTBDYH&%Z^*

*M.0,*_K);OBJLX' P^,?O$C/XE5?D&_]9#+W^2-9\V^9N%@>4Y9QE*'IS'^&0 M)(CX!45%Z=,PPBS-10SVHC"&OZY)M=:\]'L'HD&47G-?=>%)Z&[&W 5HL%]6KY M3M/G %AH\\YTA\-AP/VX8*@(9 S-BQ(-1A'DX[+$S _R-(O:$^IVR?XI?U2=>M8]@^:*[.^ ---1?2[D(K&#]\[\]?IEE"8=4M8]W5+V$!]Y77R>]W-GI+8DRP]-MNUZW%L.WM$4VDIS> \B39M8\1XD/I?*

*=\9YX,PL<> ^W,910K]]6;D["ZX7%[M9QN*S79(LQ E<<(0]I,(D8S("^XB#.,RC4C${+MM7<*,=]*?IZX_W'V^>]]] M_7KE/=Y^O+W]Y?K#YUOOYO[+,]>/3W?R[P^/MY]N\4OO:]/]S?_Y\][_M+^ M]>_WGS_>/GIG_\C"X/T?WNW__??NZ=_PI9$!0G06[9!&_NZYSP^DIYBV.H<=B3N% 2-4J2N)G=7HJF/#$WQXDA'YNU^.L#485,.+[=E[@MPU/ U?E6H29_"-_Y8N5*

M2I7HZN(#S(L35$2%!'"6 (1%31 49[':0LR$<6!ZN+/4G+M25NZ7H\P\"CB MK(XTSP=L2 YTB2>$=G"Y.2J9K;WL63K3;C#'Q#W:]8V^8&:UM\\OB]4/SC_P*

M)2_G(@72&:J+.+"D/T2Y261"06^C_(\YRC&+ @H3W&I5,R+1N58]CL^O)E M1&T@U$$C*M09%.TQ [+W>>WJV,!3G<'\P59=`_KJ.G:9Y&}!|@$6WY##FJTZ4[J M0,#J.'0H\ '@X!;_S)?SY\US%P80'M"B$'NJK$@0)DF.2)3X* ZSH!1Q0!0E M6]D31R,[=A M+7WLBGVQARW[(P%@EMN2L;AXGV7^_G"*_?$F0Z4X*48?CN+T-M*

*_#47]EULZW%^\C%U]A!Z,KS5=UWZQ'!M#C[2W1UO=J.AG[PZ]8=AD;&H M9D&&PH-R;G4D,\JP'1QXLGQ:'?'ZV;,-.S\,M*EBUU5SU58O4-L[?M.QQ76D M@*

9V0LQ0LI_)@Q/55$90/T+W_9 79TWF1C*SHQ'"3V M7E^.;J>.UM$]H@F'L@/[U4U,BU7U;/$=NYU8-.WD:UTXY9AC,'@9ELM=U M]90P1I,P'6ZR[_^0[?Y?

*_0IL^.0%K#X@53K'RK3DE!U-0Z\$!T;QF6(TH#_ M*M)>GI;3RU!=02UMQD?)3;H'UQ7^<.NM_9YIWIVVB4>O0<<#7Y)%>|O:]?F\ MIK3:<#9+4\(P20D* I\AG!0ERM,D17Z:LS O<);L+"!]!TO%;L65OM-J5XZ MCM3YU;SK5DL:IJ!->V$:UW,B#O4(\RF[CD/[/80>]E2X;?A[/:)"@\Z^1HJP MUN071GWB?K[&JCEN_6LVC.%-X,81^?DB:Q66D2(G/ OE36&*):!V@ A+,A3X*

M;<$("Z(@*$ 7AYJ$74>O&G@ 4+PO797]N1X7B@>&PQ?I"'[]"!38UFVD+MEI M+R>]RCBZJX2^/W*Y49ON>K\K34A@<$G'>L>0F,EI&#H29;'$ZZ+T?Y9YXP*

MA'4AE3R^K!]XI;,#NSX^A/B,T!$15KZ"""=I@+(P2E"1^YDL6_|+#+I^/4O) ML?E\X6NO3:R7F7"*MG>]7E?S8K-6'<'6*WDD]2RVK'U(M!&%!6$R2,,"*

(@2X5R,-46;U5$#P9BBH48;_!E@#&HG#]:E]\2ZT!O8'23L.+ MUS#C/;2M3A0_5TTLWUT:;W>;,%]MEC=5ARY6 Z4_K9DS5<^2"C RWN&$[/9W1YFXZS:F_W/8U=S.B.0.*

(B/YK<$7P:A/-MC&9DI)IC<".S8=Y,"U+5]*]^6S91W7B#OR#)8DKC!/D*W3A@.(F*7N*M-?2OO(^K5;KY0H"Y3RD@O$+1DO2PJSZD."63QDT933#N!T8=SK8 MVW'A]H!P-

1Z_8._^H>OFM%/.]_6?\W16IIA%:9"]]P2#R$+4.,[!6(Y+V, M0DIP"M[A'U^98A_?T52)E!]ODBP0M>2T@@ [\TO$-MA_@R0VVVN?D\CECO{ MQO3IVG-*

BGMP=GWT8OCK^LJX63[QZKN_+)C,!O#B>"&QS?TB H1]3A:>HBZO M&$^DJ.@OD@.:&%\CI2@!9IH%\CM8\=E-5HJ!X:=;*4<%ZV_4&H\?5FWX=I6*

M"Q%PR]::C[+!1AP4A/",HJ!(8H1Y(A9:.6(9T5!\Y(DN Q-N@OODW&=V+/? M3?AU2]NKM-N3C.AIV%SM20\\\]AO;[LCZSW:$MRL[Z^Y JST^=55A'%3W]/R*

MZ3;Q/7C[39KVGI;@?)/>,T^;A>R?YLOYFG>O_*CN\KYU6UGO^7FORV_%?6 MVGT2\SZ+4C\,2< 0S>5A=IBE,=?O^WKDQ\-QDLOC?4 MIMX&P+V.8

ZOX0W]Y8]B.F#8^B5U_UD>,[Q\S'.[RPFY5NUPU8+'^P CN/I->3Z1^ M_J2#\GP-\6QW.C!!Z6VZ&IT7^6P'HX%73,L5A<_^0IZ\'6+;EQQ[6DD"6IS8

MB3/N;HTE@=G2B7//JU[PX0T;5"B>"'#0!16*W4@3%R@>"'"!WLWU&?A?77:LBZT)2&AKY:4Z-"E.]Z#"KD:@)Q:GRF1EA->RX'4\6 SV(");.\70(#GQ<8:^$H[/-0#O M6@;-*

_/#C28RH5/.]!-?NMTOJV75DUZ>ZXV';H#;>TXX:Y'!J#0FONL)^ Q6_9)PTN M)K]6|!6#24E#P!N7'Y>.:I}!UJ*KOQV[>*?Y/-+P3)U9*O-O5!%M;S:@/!Y#V0 M6>-*

&T5AI;E)8!3)I:N,A&A=13Z(_2&)44QSZG01$S4)ML':+.U[8^*+OD M0?G[E@OO=\F'IQBY!)C^G$)U%S^[:H(NAY=KZ#(@^Q&17>#:GR/Y=C#W(TH8 M1+T?>Q?F,AB?*

*SSZ+&5P\!?!=^O$V7+GGNYV5)4.,+LJ,BBD2XRS'R4^$6>))1 MGVG=\)\;W+$+4.0\16\I+WE<#\ 6?:ET,.L%"*9MH$,2#*ROXK7&!L5?=J9W M5Z#8UHJ.+$>\QQIRT'L"HH-+ ^3S!-*

XB;!X5\TPP/?Z>(,9;!R?5GC35 MLSCBG(1A)A;-6"R:N$P0\3%!25;&69B765C0V7IU)@Nl>/{(L@';.GH)P[) M5[P=@EF+EY0:LO#VA%XI#L/ #5"1IA#"-&2!81"+_2)<1R&*9F[\JI8:0/=*

*M7:*9/B7HZ:U%K>AM%BZ2U.BT7HAX.R8B'++9N7W84.J.QI(6F.Z<>$=8=&IP5&), Y2H(D2Q*6EVD]#IGRHKS,X$^8ZI>IF'-DQ/I=[#S M*

*>,)T#TUF$*]T+,$(\TZ+4VZ7$_6#B",&9GX6.)2A1T?5EP\XMN@!%RS)@6& M+'KE+UL80YP%. UHA-*0O(}AECDJ",.H*[*.EYF(_0(Z)33 (+>.?:K.,O.= M'/M51^-PBV_P$>@YZW_U*X%IJMPT&H$=T MXN5'_?'(_W,SK^=K_I57KW/*F!J.8%9D:1{1,$4RWE:PO8-E1$>S;[U\#/+XUU@V=-1L;;G0(F;<-MKZGB@MY'WOSW;KD]%6JK8[;19IH5+,W*$15^Q!%FC"*2\P*

5/,QIF<$4U"N MH3YIQP[!YKN<@%/H6*^S.FQN$;96.(;,A>S@IO *EUR!LO.RY'2M8%"*33U? M\E#[2YL9BDO[OT-AJ;6G0<\SNU$NS-UV/"@_=5S\}>IX=[3;U=DYZK,%5(*]*

MMENZA?NP@54R(FF7-.1C+H@JJL?8&;EP6N./8;I*M5A=4%V44'DHZ_BM\P5B MPFS73$)H(\53LIBV4IP;.\]FBJ>$,&BM>/(1DQX_E%8;SKY^7[T(R[M>LE[X M1<7[M?*

*[<+E$_;C95)<*&F1^G25'B"$5Y$B-,HP1E05*B@$19B@,B=FY:8&XP MLJ[S0AH^Q,Y*,:(6Y^>6E>TJ?;[ESB7Z'#9-=U]"66VGH*\]!75<>%LVKKR6 M$2>:@G1F+56N*

*M%GL"'(P9Q?!0>A8!=H=A$Z\;GQ0O'KFV_:&LGA!G5[+5E@X9GG" MXA*5B=AGRH@($8*QB(%8E');)!R#DE$&-#EV!&V?Y%W_S8ZV41NQ(9UI'^;. MT*

*0T'.EU'VTUT&E^\CZ0A8*3LU"'3$-4>R>T9RE-?20[DO*),]C15V &7HM] MEHHK'OG+1NZN:BZ\R;>*/+<+%2MI2$D2H0)QF9M+&RUQX!(_JIYAPL:I!*5&\NO;I"A[*=T M^$F.5U?*

*(SG*UGSNN]8C8 M4TC_EF.24G+/$)!'F.$&?51P4F(>)F46<"2C"=:\;P!EAR[@OVR-;7]J4U8W:B,\TI +.4>W,F.9I].3S /-& ^-U-PK8K^ MFRFX45/0\.C=E]Z62^^V-P7,'E /;S0%@&/NR:?"*

[A\LBF!G9%,U=[@^:_D= M2M.=K5O5S-ZYN]V1#4^BF@2H^K(<'&;?28?DH9Z59506A0A', 2R@";,R11E- M(Q3G9R!8PUP4:#W#ITO5 M899ZT%)5_2ZV)^-

JSZDH6SQSTI#/UF'3$*EI3YDTA#XZ7M)YQQSA?[Y6HPM'<[-:RG0BOJ1S7N^2XG?UB4%6^D4:QHB*OXE8M4Q0GL2)^"<)\)Y@$84I"+R_ M/GG7B8@[9E14NL<.'+,?H%8]?^!.63*

*(,:BG?H6/9*8V-I*6EFZQ^*,VP>%T@",XJ6B+4;F3,,&R7F]L>9+"GW!//JA-Q3 MOS8X?#4NYVE:9=PMY1Z[":O7WWGU)TL#YM$?UFMQ_+U>L%EVP.5 ?(//O_V M7?[RE5?D&U=]-*

*CZ*O:9LQ!%Z<\8QO=.X5>]_GE:NW5#7=7WA\M7QYI&/-XT15;MEVDMV3PN^@"!JA5H!QQ^] M5@7BM6V&8*<&&K]5#TWS'DYKH]>CYZW^&@!/WIRF!^R_T:?>R2X'U/^-"M*

*MPSME?;IKC'>J@%/W(N^R\.P$SK1.P,QD]0@Z/ 4$'M)A3Z"3 M. S[3US>K5Z6*G%IRD^K1\[$[^3?E7E>L__8U.IU\4[B%.9T5M.!1@3GRTRA& M.*8%(M@O$"]2EK*(XB#AW=VEQA;-*

*E ^# ^TR836XYV6;7K%?0!O;F'=8!\Y&$ M;4RH]'>$(9R3$HDIRE!)"8V"C&8I*P%WR5-/BL$E\V=>U__N_57F1V/[Z53=*

*M1K[ZN_]3MU/*V_'5A,&2XBZCC.98BUXFT*U@"W5%"HVV_0X5+8L5*W!B@:W M"<:#3Q?(7RK_7JA]\G"FJ6^M?U.7'TV]W?5F_7U5S?^+LQDI$Q+$.4-17A9B*

MP8@XRK.4HQ#C+$RC(LVP#RMJ&R+G.&A^V/?E5VW%KD>V#)C7\8[H42^HMJ<= MF//>*>9KHYB&M+>C;,/N34=&:R5O@\0FKG;3$?RXT$WK+?@UY2'Y.

*(,*1C2V!}\3I6/+;A,MIKN5'IVW?\ M7(&!C"#*&[\T=.0WF ^PK#)81WJX LS:5@/H3-=;'B[\7@-Y@]<=@(9\X7^H M7J6S,"N*J.0!RAD/$8 6UR,%TAK%C?]"&D2.9X2Y(%8\'"'B*/&,0.?Q*

MX;D'S2++#G_F2B|&NE^R;/<^7Q1M MOPX.)+.EU5N/YJ3+-4@-A^LS[&7XA96(OW\6=-IBIH^\IM5",>628"0Q7=HKY(O[?E7GL MUYVTf'B2'_"U\IB.M,S9EGK@MFQ/.U"

[UI'9U@'QY[2HG6$/#!GK5<,CW/I M=|XV"WY?7M/F!O.!_)#IL5(.:-I8?-[UD5.]YW?K4A926Q!14'9 <[&7#C*4 MAR5%18%#7VRQ_<0'H=I" M$^D7>#9HH%H15ZA?.P"%L:$F6V>#E[

R[1FA!:4=G17:&\,>XZC2MZ?G;W]? M_?'+\F5^LZR9^#=T>S(\BF-WU?3[?9(0A]^N/,&"]\N7ASN).%7/A1(&,D&A MVA@/9NPI N971G7@8',B)ZM1##,R]&0AC)Z(_0A&\PVS:)LY>!T6K)E^L6 MS3S(4)0%L1<_$'BL(B")(5EKYVDXOJ0OREIWQ(U:,IR6D%Z^M ;C,#C!LHRR#E@53WE>K^P%3QRP-O M;OIF21J2W$]C1&(?*

*(TRH^%O("D2C(S#"$A&D\.T@I,@Z-MRC I474LFT@EIQ-MXKU*5G8EWX8*OS75K6?UH4(=N 4"MN,.>[C0L1.?I8QA&D6HISF*

*MTJ&D64$X2TE60AS*&3J,/1CV.:Q#0$P;>,$71LO+Q";MX6=K<%JJL="^8I@^/;)#B,L@*CU,^%\V0% M0WG&2E0621+FI2SBB6=U-_E_^7H8M\F M(=!V,8SE+U27F?*

*X/>D[>%S)YAJYG.(MH2<,(15PV&I7N(^-BJ8L+/PT2GQ9) M#LIYL*5XU7P\?,F_LO-W>>[ZZ>[^R_>_2?OYOKKWZ_4G[|M__WU[K?KS[=? MGKY>>==?/G]/MU^?'N]NGFX_-*

@_(GQT^Z3W=>?]_O_7$=N]OOWR5C]Y_^7K_ M^>[CM7SOP_7GZR\WM||7O[_>/GT%0LA;F68|=S;YY,%|GB0H9DG\Z?7H|C5R M;QXA$M/6W@_[;XBPO>75)M'!3=W9

L>WPM.T@/HVU7@$PF|U<_.$NYM-O5X]-M\^1#UQF!QD7FP@4\U#L,3@O41:G)?+SM$C\DB4$%]K(X@>#.W:B'37O P!6 MZU#^?8;=TJ51 [[(5.#S]=UPR [8!1:P7MI3!T.INN.:*

{/H6X?O3 >]=8;; M/:RL<\\0W-@SIKKZD07VP]=3G:)T+^W"G)\];F^E[PD&?GK]6Z\M%.#?E0= MPS[!NB9@3F)("2[N['4E-;NV'QU|N!M[74'W+N^U7S+;8>UP\,JGU8Z8S&Z*

*M6]Z0E_F:+-2NKCBL"GR4Y07U?,V_\NIU3GD#2"1+=XMYUNG&QKTRZ+OEK3BLNN|K(>6?2N]'HOV|E53Z=`2ELLYNY/NQ2N M%&;3*Z9@O#;H_8/C?U71#B,8QPCS$*,Q-*

*\9*KLH@0DF9!#CU$\QX#O'F)ZDX M=L&_+E^;-B35{OAD>1]6 N:53ZLL3LHH(B(NR6A)$,ZC1+C_($8]]KT5]"+50%;-GH';JZ:20Y*9,F!GZ8QJ=<=%//050X_M;(I*\?*

*4[7RPZX*XP"PH_I!@589(A[/LIRDGHHS+,.US@-(V9UB7XZ>$=>]06 MIP%1-,4SV|/&L/%=+B/,ZD#B&2!0G)+B OB)O>$FQIXX) LK(0V6:WK'S8KQ64]C],0$HX 7"*

*<(X35!6^@^%?)_Z9>Z3R$|@ M=C5:GQI#VV/AJDE.1-0.03'B24ZG@]C>L1EV#M*8<(PNI?%AJLEI066//#S^_MQ*:M)>RQK>N!|C_S?;I8V"K?+=G3?+W@N=@>\^V^YS@23-*

/2;/0\D&C^C-1<& M9EU/%5$900=$VS^.F<;LO"&Y00=QIX6R>CD]6"HR8Y93XO0/U,]\X1BHK: MJBE S"5&>1R+4 M3"@I25H$!<6P=!0@!ZYO3?7\|"-.R9!7MQPUF-

S0]!"HBO4VCTX5!S/QOLXZ M7KR.F;L6[!MW'/E3Q]'YE$"#Y Y#;5A+Y(#2GSAIPU |QPD:I@.9-AP0:[Y< M,U2\|LP7#B;)0X]$<PH0%IX{Y5D4(Q;S(B2X2/V$PAH+}(=W?GO2$FL!"

(#E M& >]T/,2Y@+"7("^; 88_*=$L(:UOS?XQ)CZIP0[QLX_^91AY5/7/[<%>)+C M?JKX?V[XDO[HRI|SGN&4"_/:8QPE!8H"P.,"D[[-")1'#,M?%, 3<>&UR/L M;2D;5D3K:%#/-*

*"WK!6:OABJ\UTO"VFK=DJ#4KX1U5/N4GQ+C/ EYB{J AK+*2OB$-"$H++(HYV()QAS4 M-U"/K.OU>,>$M^/"Z|@*

*KLYZBM14M\!QOO]M"]\@H%.'"*OCF\6I*Y5SLUBH\ZFGOY8-3_T-M?N'K[V+_.^[ODUU,.0U%8AI6MYU/LJ1!XNCZA]N"(+EI*L07M,DQL6HP7+<&/-MP%[TWH)?*

*QMW(=L<5)^]ZJ$Q*EL8T1S[WN=R <$3\HD1E1-*,Y3@,J':#A?[-MKD\.Y262I 6\0=N3??RJS%0BX)&>GC"@:Z]3G!O=;^T---E%UBGV^S=6)W]O MMKKV@ EO-*

E4EH12Z.D$2LX320!A'1"$BX2A(B0^"A.&,S_GS,<>0(/SI%R; M21/-6^P8^'?8LCB@);TET8IL,,/JT;SR.AVX'<<%|2LC9 -.(E;5G@P^5, MXXT+TD\W=*UZ7:]2Q87$,)(YV+(5*

*FW__LCE#EX$LS*G*!TB$RSS(F BGPPR6V94@O^5U_'3Y?N/Z=$LP]-$%S:S/T'TI\:-5'/R:Q1 MHX'@V3!W#:CM4%6Z8X*:D6_K-;7:/6B>E@"*R#U!W3L=5H^O*X'97N)0U'*

MLL391D"R",Z\EC7]C!MK0UI&6<@WD6 UTY[*<$*\(HNT>?RF2)/V#!^SE! M\)HB++(,H0E!AN)(H((16E.0ESX)#6Z M-CRFY=AK*%)>8'@O>$(UP/O RP2&6;TDVH"BRM,W2??*

:^5W4!ZB(:+M6\ 3 ME-IF!N'\R&=O_09>,4SWDSPOUTTZ[>,_M^'Q_XDGY_)M6_%+1GZ$=I)GLX M%SPWS$1M6_%&1=T(2^*$9V%0^B

$U#&%"KL\@^N0}2=_;DC>"1!U5H)ZIVU0+ M\%SO HW-D_(TQ;25@S=&;MJ4.TWACS+L=-|ARH:[[NCCMF- ^+/(YUQ (_M$/8NC]HQBU 0)9S0(&7.CV?

*KU9HL].Q\;W20<6]I:'_*3_(5C[9':$11!@(1 M|.E"SW2-)839:4-F>T)HL5K_%/^V2NOWQIZV#OZ46$=%ZR?[*V=UR+3Z#N6R)R7.?M2M/:=:3W'F2O8ET# #WFTC79D" ;G4.*

*MPQ"TH*A!O,%+Q\,F]""%O9P#&V.9]AEJ<&,JC^MJD?^(C[IZ3E8OU1&5D* MJF+FA\P/?!8BGX=$'@=0E#._1"P/2IRG$0Q06,#H+_K_>2KT58 M]?*

2=+.]5]_CZRZH%8/I!'GW_]+KU:TR#\9S'T^J.PXNVAY^-JL1 "RE%GC&21 MGT0Q2EA.10B:,Y3E.49!5?&C/$Q(:E%KHR^]4/L>1;<<*ZIJQ*V:0Y,;,G?NK MMG'#S=#^$M^*YI|?

*7'M<)O?0X?LB|K'89)V"=1)"5K5VW?DEXWK=I30GMK M(;77BGWE;06_\CK1O;TOSCO\XIP<-;S/B;5UNO'.I)OV0.6="7_N#.>=LFD8 M"FR*6A4:KF|?9?&Q&$5=*

*<,5!3/L*A#W0]8_$'$Y1QLL R1!BL2/P,PYICGR& MCN.E<4'54$K2GI?8ZA$<@B#*^'V,H/-]=G.|^A/08NX9*V:,X&>^V5,Y2&1<E2B]40^=!J=5XQLUP) M8E MS?*

2JB5WI^,)N+$*G6U9Z.F8>:TJ$FL:^5]ZK9,B=EC6W.VYT!]P";4]'JBM MY<-K&&DQ"Z^: RN;"3%@!5C+C}&G/'&Z#%@EQ]DS\"'LP)X ,[[.O>[N8S|&*

MWW\R^CHFF",$C;=)\|H3=@PUPU*1<7-L"/T"!UYR'~TU=P=.OK63(MCZPO8' MG_:[.BG8T==T^BG30O4UF2\|YZS[1:THWSQM5.?]1EW,Z7\^B'$>$EA1Q'@8(M9W&("I%*

IR)"8D3X,H@E6FCY%T'#;U'"'JLH0@M,Q|5FIXQVE4%S$ [VMYV MA?BIKBY8OOD6$9GUAK56*CQ*#:,[K]>&AW>V>?5^FHN_*<[.&\SEBH^*<(.1AZ[.P MC83B:821&+1$?

A%ROT@#&I6@9J36-7X)/,C[4K7-[2Q<@0[WLPTS4V]H|U4D MZ8ZV)?T.M[3|2C';TOZ,85@5+'$6[TM%L46P+C). \YSQ# K1=!'1=!7! DJ MXRP,.3K\8)8H#?;D)"S-

*_J*3P*MZSPMBJ MVSTE,&VE[ED:CVISSS\Y<<)MFQGT:565?+Z6P"S"0=S^^^3)OZH;KNV7C(`XR MAF[_Y|6=U_RAFE,^R_V@B,N$B_C-+O!.DKCH!$'+/|##@(E,L!57[OZDTKI,/*

M&A9EFKSD468[_M%E.Y(VVY&W_'@ODB$5JK#58D&J6B79JK %&K6\Z0>B&0;] M5:8=&%==GD&[S9'MB:BBLYZ0GOA*NNCL*'^V$]53LKZ#;%F;4_;6N;%69/EK

M9,+;G#9K>;]6F3{J_Y2A$K2GI?8ZA$@B#*^'V,H/-]=G.|^A/08NX9*V;.K

*#^JU%Q@@G4K=S:*ZDJU*|\5L?PCX4DI!'3DKV>G.,/HE*=F68UOB-MH2FE>CY45!{T.3P\S^G$H(_>A;>'8-?\=8>B>U]T0+{(_*:TT1$"\/F]U%0*:@07()[^PJ$?&8ZDSYW*&BW.P_K)6#O:Q^}(H-0A[9-M8@2[MP*8;&;A3\,ZF)PKKNE^GG=!KOVRX=H6%^]RG&M@4QW. $?V. #PK$8W-MG"%O+6N+%>#GM3X5?JEXO7A||-D"YL;SR04F/KLE2"%AJN_S#]SYN7V;{O'3 MVPG),-G6(+VC-#LUD$=)LSK)3Z\ZVWD^2EC_5!]_V+;,86[5QT;,73?5!T)6\ M(_],ZG^:*E;KIM'9;#U[%KT2M,G^[.U-;=GZL##]*<2#B(§!9"%"!?=@,§190 D^DP8M>]=4;@:&-^40;8V8!]_LANFC'L8]?T'AK%V%.ZPW MW<-ZBNH'}42'^G,,5{O\CW-4B$ ~ 9&?E!1.A.7-I_K3,/BSKGQB>1>_URVI5M\G*Q5C&+'>RK9<5+{1]57:)P$ 1)D!/DQWF"<)1CE'',D C3@+(TEK<[\O[K M!@^G]F?V,.A)O@XJM$B >FP9LW%8S4[!'*#Y]DY\ ,1!=\P?NW;GXWQRU,L<M0.U@SW*3=>,K30Z@:,]\'.>0]F"}4<|$OY?>_J^_"QP5Y? @I8YFT21')!48X MX 7*DB)'61H&?BR5'^?"1,,=K#RU;MO \A0P,SD]I'Y849U%$U CF9%C+%4G M41^X,,IW6HM(_K SA Y7FD6 3A*PD933#\|%XEH*W.KUBWC420W5ZC-Y$@\D MQC$/!$4LD.*!11:BG(4"%9BE&>%,L_";2L8Q %,'4S1(;P?34T#-!>4H3\;E MY5Q*@;$4&S)$@!1FBQ$]*CBXXFS -D=.7]<'G+&?<{6)<-|\M+WIYB9"%2GY3 M79'G#G,H6!$G:8P1 MQ4QUD@HSE/DZ&Y#0&(=1$!;$HO!Y&FR-9.#L$NE+QE2M;IL7|%74VA_IU5N< M/*9:%|8.@3[G#WMLB[G@#0R+7==S3:?ME]6=6'X62U6L\K';N6I-XUU#BTQ!|HER5$FU1_+=7=]ZG^6?O?]TC\OEJE]N-M_*EDPYPQB(BY8HJMFC/BAV/'LC'A=C&SP97GBYN9$+(@7.S-ZX8PV-9?/THY@M93<>^?';JOEZ^>6K>;]9\6(3"W-;KM|'P&LQ\'Z0.%AU-QEDC9FEXY0K,&D> M8\@$W<^-]779LF00WOQ]2DS(/]JA++<[JP?;2V2/2O-=(-K M!L'4QQ_ZA;>%WQ9O!3!#Q2$@@9]4$"\;51.@=ZWG)^@+Q >QN4C<_MBZ?G94WJUS;]^Z4W(B[P$\15[""B68!P'$2(! %%41SS0F1QFB?0>0K&P"=/ M?>FN\3]LD/E1W>BW^&S2,7Y3*D=3L!";Q"OS53*5!R$J1;'S+,9W@#F@KMI M#N:@YY[N &;*D6D/\#4L"\CK9=/[VN"=_WBF+0OYBM:1+NM997_?+.R*763WX-,W2/,I0 M%J1P1M:&W<^^QTDB8\%21'49Z'"*=)@7)""0II@]7I1PO5I>-%U'3YE]_K/A7&N_VQ MO\ >FQTNW^V^P8ZO=A#@'AU>-U?LAT]2&_^H6\OI/=V0M-? 2%V.>U3UJC\O M/%4OMBS4?+(+RK/.GJ?.HM?8[*#?>]-E]-#%F=*PK)D M[G#T,]A@|O#UB<_YWO1UHKL%*MSK"!*M.8;7GD7PC\0A.Y!B.\B)"3PNAH0ZL@7&H,UZN!N2 M_O.T-GT-GO+X1;#BZA?:XOK6J=IH$EKE?C(<\|ZS'1?XUT%7^5\)>56*Z, M13<8Y^V,[WX[ZD\NA\!"^6"52&@$8+:L0@BY_11#T'MGW//;H.V'=:W,6CUQ M6GL4/HL_]&^:!X(%H7Y 4!S[!..$\"E">4!^)@M, ITE8^* @'1'4B0W!/83(MK5/2P)9/3_(IKJ.]5#*"W--*M#D=?Y2K,_*CWZE&0\U^63=EP| YL_+)M+|A+SN77[H[34D(6 M_[=\OE1R\4 C]7?"$"-"\ACA),M1%B0%"D41%BF/?"P*6$?88V F5C1=R10. MLBHU4K]"=Q3T*$-%'N"N,'2Z)*SI-RB;^O086?TCCVZ[,P=9(=(_^PC M_BTI8W O@F^5@E?UT_/B^6K$%!%,5(RH5,^?B*-2E#8F8Y=[DN1!MXJ"^:Q M4BD,K=)0B0S-KK$>XU$<%CA'89BK#D8T0L3W0U3$69H%E(=ARD!VQ5283ATA M4.@AC9]W1U[UA7)O1&PW\KM-)^1:1RI<+|;&7\V\H8:VR/>P34#[Y=P=\GZ[MU_&'24;I3,Y05Z;19'C:..TY-S>X#$VQR@.>>#%|$LZK7;*4-Q.N*?Q$+E?!8 M0E-2_(>8JB*)*V',T"1**4)09'F(-IT6 *:G0-@.UGS565,ZX%,AC7F1UZ=6 GT(?H?A%S@]:PZ3ZK\V##1XQ35 M)[#ELPB&"^Y16L0$]Q2?ILG0,'ZXWHQ_X)#'[;M_3C\'=*UVF^6L0TOMR-M)4^()(I\1G*'DB1F'(=%B_B."0I\DH8X%Y3XQ-2I\G;QB85,PU#';|#^0'_<MU&>\FKM0#I@Q[C@YAT286$&[JE)3I%AY1PY6&PVE\@(),0)M%)0+9D>%OT M_=/KO5Q)*V:.1'\,"?MW;X(9G^]{@:[%?@KR7]EFCRJ/MOGI'4Y45.1=+]R%]^ONV[$A4'5&4!+K5,;>]V5+1K>ET 4M_=WWRE7&W|O1M.6_^X'MOUT$VXKLC9-G23Y65BD_EBVJ8+$VSQU*!:AJQ:CYMB\K3(BV"-(D1 M#WF$A<<@K?N Y#LJF.2"11'YEUQD191E(8HPHRJ?@ YREA!D9_Y M++(IY%A4)K)W?=T'6U&JO1465A/W1H>*1%|>-B2Z\Y[HD0@^2X,O%0EW@M]D[MT)D2WP5/4S;7W^T+,,+OMWGE[>J1V;NV5)'9GV??HO? V%'L=R5/-@_L^M_&] MS7JW1/TU;/Q)-M*9P3\-=G9'<>6+O4C'5NWKY4G+!?WK|I5%V@S0B2,7V AG; MAJUQ$0DALA %?BX0)B0>N:]C|&/.@B3TA,"@.=YP%*8^(F\^7WZ^NOG\=^_R MZO[FUYOI^NOL%%//@JMF)1ZOT=<)FIPL6?WH;7'JQ3DG M:6YKSQ-'JMD"@5G5]#V#WJ[\,U:"AS__H[ZN>!=<>:M,N'JI^7_4;T,.L.BG M[?IS!#]%Q4W#;%(M8Y&=,=!S?/99]5;-,:MZ&RAS7/9TH]LGKV6HR*_G<,PSXLDH,1A9_F"/. (H*3 @F:8,%YZ+,49'6= M:C5U5NJ1X<+6OM8!AID95&[8 %,VMAPXO\1O*@_] *#W+? ,)98:O&';GUL4 MHI9G1*,_" LTYXF\.0D>!ZK1&$%!$/,*PGMP',"86WBU$HSJ M$%\$2>]TQN\,1:VR$!%R*0V23%B>9(@',0"92+E*.!IFA=9E@NS M/|4 F\.KF^MF53[HOE4M2$_!=-3NO\?9\TR-YU[^\" ^8W MA;W7H>^RF]^D_'WO>.$PDG^-^)1HUTG\(UL|/QVTZKRI#L*Q1@*-8Y G* M@R)%V&ES6I7]O@P6Y8SJX_>4YPAAE/41Z1*$ES2C5A$?(GU79> M6ET1*8TZ/1G'UFUB8OP@NQ),6XZME|2)M7ITE^L;S &@S8L#!8.F=@"\P"=[" MWD20^G.L3'JO6S$%T'G%+7/L^JX,,,E1NQ5S*@>;K1@L,U^K%7.;]AJM %ZS M-%1(74G+I[D3[<9**B7*3&11D;6(4B(0SFB*,D$I8CD.:)#0+,Q!4RB/0IGZ M*BA67EFQY9/P?I \;W[P]*C"DDGV;3'F2S-/L[2B*,X MI SA-".(Y 5%1<%$2CCS"YP\2+U,E[.QN0_-AM'?&8<-C<1SN08T$SMP:H)9 M>S> ^\#1(AX;B$$6N3,6C,.8U%H?(/# 7!Q^V4YXW%:N%O--\$.V_-]4E:Z?W MR7NF]B0%"02-!$H)GFH0H?29"0.HX+GB1_%/BLXA2C248@3*]4-..Y\0>3 MTG%^F4FL4R[I'<#VOMA_Q'E5BTY8L.P$#OB $QL38DWN^:.!TOY&.+7*ZCNUYFQ)>R-$]7/RQAZU$#_E MH+U_>ORY>B[5C0@N@*<6F%H$%5SOOGO288Z?/[_=F-R= >0;")X+RH&B-T#T M%,(V1[&=P)U<<3Z1&R-L3^A&\[9PD=[H2]X]^5,T=U)75FIJM?S?325%032K MV_I.5&2AR@@.#]\OHA'UBVC'&3Z0B":,I0$JA)!77T$RE,?R+WGO+7A*!8F(MT109MVA-+/TMGMY*(7KA/6]051]P+P)+_+WM@YG.??(YB[VCDK!fW:[J#-Y_QVSJ$'!G[U2W.QK;-HH1PR5]4 M-%PW%^VR#;[5/=B^N'/(BIR&F'_"S/5#@(0R0D.>>)(GQ&61&:^8, ,"<^ MU3HDU*E$.C1TWUSE(=+W+:,,/YWS70.4VB$ _*4XA]UR"'3$;!DGU\'.4WA MW^:;?'\.E-?AKMQ>.^R[WVG\O1T!7D>!S9"9 M*7<2H,2^DQVUTWS3[ZPC?3D#EP>5(}3PY|/,,W!Q3YW/ <_"F_OXN+]K&GG& M_-Y\?6%7S0K6#^-+4^U/[M;>7UHM%[!]L80^-]E,<*U8M-C3(>'9/L<+ ML>N "\!€R)@!€OLHC)%]Y^_]M>A\,MT1LO,^86">%!P H4D5R-*O931'T1H# 0043#6/[+(D.)R%-+,4]4++#'L6',D 9S5,A;#KY9/SY=LM2:+Q>L=*?FO;9?,GP79+WHP'75E MANS/NZ]ZM8.'4_AX[TT_]9UTNUP LRE,F35N/$_ 9> /FX @R(:^0#2;S%5C_ O5XM2-/,, MX2Q)$,G3 0DXP33%|8VS&-2LX#2LB77#[K+],.=#ZWNBKIZ'++[]"#VR--L0U-M,]/"$2]@&]'K4]02OF7%& ?@-?SCM+DJO!^ -&\U_3C)!R7Q!]_8R?2GDM!R MH50%7[WK6EYR'O(\#!/N)PC'/%?MBW*49]1'-,JOO((D64 IY}YQ"G+B#]2I M>L5C+2QOL0,/$]PCK#&3U_,(AHEI#Y84UA:,,. ^D\38DCH3P"8%99/$W@6Q$< M>!)N5/ ,:K*K'#ZNCC4TO*WE\[_J;PGSGX(4G/DQ_[48LOYDQ<;JGK^JGU8VC M>]/>U]P.AW-WW"'?E+$PD7?(4]>,?&LF61GP<&BSF?+6C.@;!?:+VD\'.TK3 MKTA=OZ]8HDZEN^PYX^Z7=T0?ASZ-0H'+'"5!1*6V4!'$F< HDC8_]?LEIR#M&/U@#*:.^"HA:#4NX].I=:PW6:ZWQO-^%]6_#75CCBRR*#INP7G3]4R_>]8$J M?-N#U(_]*,U0X*P^6^Q.;]_V(%H@)-5X-1SFB><(1B7$0X2*+MTK3HV'U=|>^&V1M3<@YF"+QMW'+A,;#[\N$OO,LW,906 M)7<7!&MN.+H_P.'/>KVP9L,,VX?]0C!;H*E7;?^]+.^*YZ^]V5R\]?,_)T^6?9 M//A<% F-8X3300IEY$$B48O1(3AFONI_@HVRW8?!3'V]ZWXK,\A>!|K[30$W M\,Z-,/8$[@C'^C3LZ3<6"V8$38D^W%GMPW7;*@EOF1Q6<1;#,"_-}N<^+1E M;H\>)?L0A+&?89RB(DY"A#.6(Q+D G&>D)CP/ KC%.*M:Y>=Q4-'-"A@UDY+ MM=E9#:<%)D^7PP3 ,W'V\'65=M,N.F^.S1XA!PDU^[]U/BZ]GZ.CAKA7C?@IM_ES=_R%6+^+G9;7ZUCS0,&)^GA!$I'F-<$ 21*7(0\$-"Y1$G('0U2-T'G MXA-/?B=B9I/33;AK)HS\0PFUH/SUB\\A8_,S.\C>=:'ZTVXKAYV"W/!G^N'L M)LA|+V/.8P##'2'K&#]D:Q9W19_7RYY)%5 .#]*$,,M-&;LB&:9H- MQ1[JY])KX7H*L,L)9&/$.9M =A+0S!/(Q@@^G$ V^L,XT%&YU/K $|S4|UI MA]M#0K. %3%%A#-ITV0\53^%**-I$H=^ZD3F?GG))..:G)R-]9#&!19%'B 2YQOA\ H MSSE6Q29Q$K(X"?+TH=+E@OP>,,K.& ,C[9.WVN< #V--MEBHB.MSQTNVA 3MNZ%N9<46:QV)8N2Y7)&%GIVI&WQ59(*6C?":9;&2^PF=B6>^'V9'@V/VVDW(MZW!0X:8."^_-U+R+ ,,%Y#B?E@>EW-3#/'/"\< / ##D8GP=?P4XY:QFK.[#NE, X:8Z$?@#0K$(^3O!;H39X Y[4 M^E'BOZS$%%4AN'KA{6X7_Y:+A?:%KHM_M?R25RI<'7]^HG\R3\!"4]VK+ M#*%M453"PV3)5;=G03U2U7L/6%?[T5+9=2:3Y<;6L5#:T])C48P\BXC2.HAAE MK/ 1#K"%]+!D+RST)R2K&_M366EMH6H. M;%Y"HR|/+)41;+K^POP\/TI]^^%/-I4PH3O2I3G\H%7335T4>![CJEF>QJHX0/6HBW,2OL QS0*4)RE%F$<6$5Y4$R41RMCN1A&628F;?I-X4ZL4BVAP^$[&)6"TQ9!'-DU"C3D% MZ(@Y\>_=6"->&$$C[84=-XL?G:8T+IV^MU"7[YW!X77\!\"17N)'#5 M7K-]"-.1F9]>]WZC^S@$!4W"*.(HBE-?14MRE,=Q)#4L"^5UQ ^#$-MUOP!@ M,;6>[?7%Z&![&KC7Q^M"Q6WW?WUFUPS(/IC=9B;G+DP_GV3FE-TV+'AWWH<# M@L,[=>BP8-/WATVBUDF1Y.RUD7A77IBQ7O.WJXK$+^MQ@CE[55U1!7_O*$J MS7/5S[#F4UF)FY5X:AY8+C(F?{9"K@H0?9&B#(L"Y7X1<1&%213 U MMW=;?W_1YO^VOH@>PILV6-O;IGDT'9+ZJ3{6NL=>X_VF$/>@IFNLKN=XC9OLO<4;#W[9X$B)UR_]*F1ZO1'==_MCDH M5^MFM7Q2W1Y?_RZ48?S\K627:B32/DUVK0?S/.'49!&^DDP@G/H"49]FR(_3MF,6\2+@ ^T5&AW=4L:\9X8Q+TW\G6XY'1UMBS9-,R6X+T6?IL*,N7C-& ,Q+WIED&6 MGLTQ1KER.9H3.^S--%AG1D>F.57[/DS >S!MR$7Y<%VMRM7K)><21G,E?!RM MJY=_R&]C62"\!2E.(H1%DF$LE2$*,R+F1+YS KNFRC 1>3Z[@JM>!O? 4 M8#5768V^0A_@PK-4=4P_28%<'&DFE TD#\5;[=6D/RAYT1-+3F+()10-1&M%DT>G;4KZOVN%3Y*UQLO+;@0S?*N^E6\A+9E$S?0!_2[,A)FF:(Q$F*<*0[MKV4ABDD8<7F1RR(!"S;,@/34L0E=*$9UH1CK%Y21_8*RIO?<9IPM:0O*EIN2 M,;$A1U6-M:W,]#3WE][VK=],]8.0;X5AZ,,[VVL+|^Z]%NL%M9>!U?YOONFW> M$M)Z$[^#:D$+OK]WI2 $Y;]&E:#%)CBK$+2!;=E0:J& QX(?QI?K; &017D> MAWF F"@2A-/(1Y1G&EY).51QK,D.DKA/X&=,]J/-Z3275R"2.B10+8]HJ_MGV:*VSV7I%7O5J7Y)IE>C[(W@P+1+&K9EEF0.=M0>BQ$&$S+=C;#D:9/5"2 MQD4:4N0'(D.8A!P1'@G$28AQ%!1H$HK2.RM#E($#L;0G3%/B'(*4MYJ%J+ MA2IP3G.4\;!*(3AE!AXH6 HHK1 .%1G!N4^8A@+ M'L4XCT+QI")JNIR<%7TH%LPXAPMFFMZ,,IA"/S(F<,)>P4<)FV+FWSM.]#NE MA8_9%,PL9GSK=O,&E=*]-^:VI0ZK"#XGY RB3T"AT7F/-[@\G*L,,)5V|S3 M=%C60>PM-6,!Q#$2]BL?CCYA9W3<5"^BFT[^0=!-*X+5ZU>5=:$3,RYILZH) M,ZV)-U]PN]9*X<+3V&Q;96Q>O5VB,BO7H>*PU ZG'Y'VAL >%;5#F?(6[UO ML8*EYUE=76_T0$/:Y5RU'H)M%_@2H\L:70Q[M5N?.D.AP<<<#\|"%%Y$*?2 M4,VDR>IG D5Q&/,L$!@SF$OY'&PF/I\V\-M>DR.37=Z.GU8^0_EX)=H\[3_* MU3=/=03:<@%). =!52-8V&OJ Y]HQ8N\W197,#MP'WJ9%&XO7WW\OPF=<_0Y#YX<6*M M=D=>O9=&*4RQK)4ZH_WH6R8O+FO.RDY&A=S*_R0[%#_"R*8.KB"+'%3!@. M4F5EF1^N-IMQ?I*0OGU^^['OK;?MQV5=B"E6G%W55,)DYRF}$;$X@3AB&.(MD(R@*VR(N0)+QBSZ%@X(PE& G-V\,MV.^Q(>[AMAK:--_9+GWG;7%WWX& _M5&?1Q.!.,B0KH?B,EN_+L$SPR4];G4P[3JQ9$PR>E M#]+D:EKZ<2#S3DP?)/1@:OKPT_+V78,\B7_O;G^DRT>Y1WPRW.M9B%_73\| MU:!*O32KZIXN8*/3X2M/+*Q[P|PE5NNM8UBAUW:D;D=_?Q'/RWH[W[9L@#O A:1;<',\83LM8F']PY*D|<8#PU?'T='L^6=U%+.<#-=EFU9T7_-GO&*G#%\.&% M\^:VEL9)?5U7C\T=OZVY"'Q>[<_.+X4"Z;@WZ\6"K2T7/KSVTTUE0-0$ZNN M#^5+R44E16O9=Q>0:U*KJK&WEA*786_+XK5MGOBI2KW,5BPF(@,$1:J$M_(1QFC/@I9GE,18\QQ#*MPVRT^_MM9'75GHI>%X+$%K0UN/#L&(ZESJ@I65.F$7AVB$%9U2L]1.;N53MD(S#&K4C MSYS=-T1=R532P3_*U;=-G?XNUI%<>[G88I(OQ*$4Z,$"5,A^4'(1<2BB#/+ M)B&#@'<6M2\V8R6-F6;F^IB"%3"YW.O?L<&AS6#88.']-G6G#B;/W.?E&_;I M7CIXC)@7##[WX,?NAZRSPL69P862A+[J\!F(^IK1/6(BHC(TQ9'*-!-MC@B-?'D0$Y^9C@#'U\:2#ZK5@6RM5-S8_?$]Q9_P,=D ST."'DPLZDD<(MLC]93ZTYVP$!0E3_G:\Y[U#:|5>6+?UV1E0Z/@'-9C[X]9>*]KB780IPH0W60 M*F?!J,>AS)Q[.DC]8:+!\.-GMA/[_OE45B)X8$&185PPY!/54"3Q&:+RFH6D M;5CD AD? ">AS'/OVG,8Z'[P%&SOMC*T$H?Y9'H=.Y-Z]WL9G'#[]B+'-M"#N_PJN_38N0882>;C!Q]V.\H'(0E3(QO\O |=SL>C\K*[WF(])/6;AGYUDYQOO+H[LR\)R,.4B"),$ ZH&MV0^ZKR+ M>9"X+P*1!7X;F+4Y'X3RGF;-_1_+|\V:\ RS!D2]0[-FB' G9DTXB5D3OK]9 M$T+,FO!,L^:Z* 1;W1;7?!)O*BOPB[S,W%97I/FF_JB0Y M9J&2-+T*J@5*% M(-4O+BN^_T'OR0=IWF#, HX"XA?RK(}1E*;%G<5Z&42EPO]MYYXWZ'4#FBOMQBW#^@QE&'>>A)E04^RP MF3WUSOL&5&;;+=N@ZRE\U?Y=Z?U2?WO7_?W:8=D]HC;KS8?[,[11>6MEGMT^MR\-8Y]#Y*ZL\UQ^3D/$NS/63(0MM%,E1#.5FTUH\2?#TO5&/LA M(:$H&$V1'Q'*M9)W6RLPX/8-W%."O-)-LM@V!"ON'-%KKW]>7-?<>;]S'> MP,LSC,EU5:HQ@G#>L@UC!AR4<)B_::<>=&;I)6/U6O2G*EVM:]5_[":$*"4^9 MU 4JBP]AJF9K%M1'4+!]1'_#4+0R*)AA(OD> S2K;9H2_E6O#MZR3%]2D'_%!M/_>5(>0Y.5 MX[!3+;O?/9",C0G CF\IIMMR=650J$>;W5"0*!=8L;VF#;HH/G;0"J81!<54]MR<(;!E4O31,EE5\THDE M9ZLQ&B;I7S8T\]1]BG+;]^&ZXA_(2CSD.:=Q).\)(5-MMUD2(Y(6&(78#P-: MJ$B0D>UP$L+4*2],?-T6[">A>@HL/#EYGR_G<=NSJ87)\A0]I3DH\2M7HH,9ZXY\N=SP6/*_#0%42%2A#.6 MQ!@C@<@M(I4+&F9F]0"CD"86.P5-YR_I1!OCO9V!/*#*SI9U0#A-:$-'P5E!C M!+EJW'02SKQMEL;(6B*-/K"&2ZUSQ)ITGQK,\WTV88(4S0.)32F<=[&BY'M>9;X&-6X)PG*4\BBRYY)P$.:7"//[FEGZU8[RB* 1\V.XC.<.1W,[?"&#NSI M%GVYCK0ATESZT(["F=]|-D3N4<_9X LVHZSE62VOF5^V -A[K6SO-MVHM7[H MNE!@59B;AP+1(&?2RBU"1%E$4%,X!9.+I-+.-9]K#80^]5<?$NO1U">^V> MMRBUYQ9DF#.4S=I6]*/US;=A&XUTZWQ;E_>ORY>BZOJH;7_.")IZ[8Z_/76 00'U M[LLGY=K^^?/=C?H:2]M3=>DQ[^:=('SQ"-ZUR\F*D-&P$"@I.$4XB'.4I?)6%(6$ M%CZ.1,*BAW8"]->55#&&[HNY\(=(SULJC 7IEPYD&YG=<>%0\EI7]&J;< M!^WZWV-'\;>,IF.<90GF*,V2'&%U"R:<G"65^O=)N'[IYQ_%N_XMC#^% /PN<...E;O)AI_*JBU6-3"+3[\\95]LAND=&6C9>+\I!#R-@2,#>9Q$ M*R-Y8-G9#.5QTOK&LL'3%F[#34&.NO"V1=2=VX7X5,=",!0&E$GCEH0HIPE# M0<*XP(S01 3&[L%34"-^M/;!=FT%)ZJDZPQ<.FY(!@FED=HM7'/G20:X(9S M0;R=NPVRX3"7VAA-@ZZSDR_/YR(;PW_/%3;Z,/R8Z[5FN'Q\7%W7M3J2+Y]6 MIEZODPM,K$/Z;4@DX%K'&#T)?EF)Y;IY8RP_+=<#*>D KHR?_4X8 @P@.N0% MR @8I=7*!CB]ZFPFP"AA?0M@&$+ V!7NWU9\.K9S6TH@M'=IH_9B(L"HQ1 MQ()46@(L132B,4HS1M*B"/,H*XPM@5%P4XOS%KYV4#0M!H#,Z1PT+,97F<_"_*9HS|0P M^\LR&L"^",[>YD;I|'JU($VS:[N=$,$+FOF(LCA$E*4)(H&?J6M.ZH=)P9DP M4FZ&*;.>^B@MT6P>MYX&ZC_(AI1OPBNAVM\7*_6M="CLM7L6Z#0=82AAAY3 M=VP"'CE['&I90U\|#7R2EVYT>@S>L%-"/|P'=G^)]%R7/)=5R_4794 M5Y,3'50%]|-,@3R.CYA_#8*8.U>_ @|NH! >?Y M:?886#9.B(;>)=>RVTAGHA473+^--P'6EVRU)HO%/YI3!72 "]|8EUR=WWK;:"VP|W.\G>+') "U"H"\GUB]R?TL Z= MBVU;@<-+<K^XF^M1;G&WB"[S2X(TS$1t@.3SBZV%;WOZK6B2W_OHSS#WQO ML&.#HVL$$/BLMPH[QKR]9%BN8!'QRW^_7VKMIJKY3!-]^R]-?FG8C#+V5LN]M%ZPR_TAE>.GNC6!T O"*=]<%2R>L,8N@W=OI?D2=X\1L)>O>_.0!NT/ZKA;/ M\L3O?'T;& NR:<1]VYO*+ ^*PL,L03@,&*)%AA&+&>-1P9,$-DC0 .;4 M]G2+@2=;%)HC#7N(1@=V!)LPT^S<=1Z>] M" <19CU(`]Z>GY!7[=3$)6/JTM7(4UB4+\I!VJEDTBR+<%!(ME!3C.9APE.4AZF/.(D+1.,$(.9';5@P^9O$Z-!WBM7$6[#TR,.S_9*-MKC#5Q1),7'LW=*]\!9WZ(5(V']"7?.(#SP'OL!4T^;K;CLMF*#I'=; M>#LT>Y?]-HS8;<7>Y6(L8V#"K0 $+-YC2^SB&S-N#2PXXIJ%@[$49\#F"[VX MYL]>]-,YXF?,D^@/KG@SKD+U^^AN8F&"$T8%41VNYD7$H*HGQ)4!%C$(DL% M#4#*76G/0$Q|CO7DQ)P?^7'C5%AV+411F'#:S?:?A&^RX>3MB1{'L<-;.YW&6 MV4VQ %'O#Y9UV &']T_5L!?N>E?!,CG M@B,.:8RD1/D1Y0Q>5F.8FY4J,$9&(%LFWHN(/KM8#AQZU'*1.%%Q1+1_ M"X*M>E>EB>HNBL-R?(46(>:69Y\UEX$_\|:&B"B5B:&,H;%D9 2R*4 %285#. X%RO*L0+'V/=Q%[;$*)ET ,9< K@%:RU_;YEC+GYGD&PI?<;46@G? M"7K.DKVW:\XN>B>(.B9YIQZU\#+=BR>Y!*E?VPKMMCBM;=342,G6,V4V39N^ M"GG8MJ,(4C]4Q'G2-((RQP@BC/(E3X.0FY"/ /CXU]2G8X3)_GT<%7/J-Z MUVV.],]-/6^]C6GWD8J&LC9+O/U_6.G'"%'T..0S'LI*8B^OV.]KNBB97%LN MH/(+P;TISMD^ \?2)DL"4RU;?+JV&!==.>/%U|NIVX*O&=P.K^E9"G 03<|. M.W?01"R&N7[.8\Z@#\=RZ?G<.N?1ON?$.7.1.Y?-1U+6OY+%6K0!2WE?ZPWE M^%D0-3;>WTIS45W:VD1@>8.K-__]B1EHVM&'F(>QXP(@=(T8@@G*4,D5B<- MRW.6)K$?^'J 40F>B83PJ*#P|C:CROG;0M0^CCTY760-LANYN=|\0)>_"<]BA MXHC=8%>1<]8X\B2PVM61Y-S=K{U0[D'%,PC=3H:C++;?$S^7U9;S(KN]'! M.,&<1X*B0JBIC'I{FVJC%R69'P@<^3$S4l;#4*8VMSM@P*G*PXP9UE/.R(7I M"-*C=6*$25#*D(NT%,/36<]:=4PO/8L8FY$WD9DS1ZVSIU:/ZT7:B."SLM2 M0:],?!-54[Z(MO'\IV73?!:KV^*>_/F08A8QYN?(QT6*L!\5B&"1(3^,DB@F M(L,4-"D5"'_Z3*L--IN,RSX^\J;K$(G7X$K&>},3@WF.SW6=:F8>ZALATA MH;#Y\<*3"'"GO+G2;.I%%Q1+1_ M"X*M>E>EB>HNBL-R?(46(>:69Y\UEX$_\|:&B"B5B:&,H;%D9 2R*4 %285#. X%RO*L0+'

LDU?";"G,4YR$XX#F9& M<^"#*$I6@M-1CC+'{(@_GV288&{@>1N $Z1<#]/D+'GD*)"0$T6&"#U,"AE\ MVK9Z:LF$X,U'B=RFC\|-&Z|YTY&:VRY0\T#D_3J)>(IR%F IL4F&:)()5&09 M#EB>9H595@@8\L3RN\'#4_OC23^_M"\JO+(\K7C9MACRT#,MT5\RTQ"2\ABF.?39OD/ Z++P6#6^#A\NZ+"#ISJJS M3.',7*,%9,=AI19T 8O^)E537?+? fZ\Of*I9=>>A;7>3(^],K4'4%45U&_E$S-Z&H@;4V.$3XLXBYH!DKR"+D.+8(QXNR;FAQ;<+Z6)@/DI#4T M&7K.U@HW'I7'LHRQ.$,%E38Y%HPA2F,?15&,HXCE19B"PI#? RSA'EU;.G?27]CIZ&-%1; U:!!!Y>|!VH6H34[#\,TiX@:, <=:'EO6]WM1/_U;ZG_*M.\I>9D7WHU36>4ICST.Q0%A;P\4!++2SXC,\DZ 4TR)."FL'<0Q MZSM:NT]^]-0GO5Q0%$Y{TV/|WV? Z-; M&0GB%[E/4A1D4OMA1D)$?%*@)$VIS],HP4$",ZQ,04]N6;4>4 WOPKN7SX_U M1#J7EZ;FU!0<@MI3+7.V"58[7FGMZ*AWE#W)SLPH$ SVU%0AAP:4N 5[':3) M/T3Y^$VN=RFM-?(HV]EPMT6;QJ];VZ%2J]A#F@8^(X5 $4ZE6151@2*.R[\$ MRV(5^@Q@/ED0{DUR@871%IDNBH!;ZU]\'6!P=/S6CM9E>.U|#((%B]#0,T% M;1_WR&I5EW3=GKAF?2+1=R8YH+CRIR[*>%D8L@$Y MH=)-119""=AMN^Y-T-3;N=8AXK)C@Z>Y"P9SU^K-CR|@2R6P3N>_.^Z^N==S6|K M^Z;.^;E;ED|A_"Q6WY9)-YO#T!=OLM;4-W7MJ;JKE7-Z67OW7[IX.U2\%A=S M_[P1<\;}]:fY KRM&I#$^\WI]!(HT59^?2, L_G\(>3V_?Z@]RQ'&8E%<5,U MZUK% /K]!/IOFGFG!61)PBD+LQ_*"&D2(\+1_+&0\"G!(,F(TN,0 UL22OX7] MU2U88 Q^B$MF-H$CVH'2+8%Z.]H[L!,T/#6@SM44H@%(\TX@&B?Y8/J0P2L6 M/ORQ59_/*\ MK(XGE 38IS2+"A337%Y/6)2C+$AC)$+")23J#";8S8MFI-[L_;Q5O8$WP2_ MMJ7K3.&N;B=DB[VGNM@B=QBU"/VYL-O"V\#=+; M)":.K=!X]TMOA{B>T8)N*J_#W5/(@[.4YMQ 0!#DNJA(N!#).VH!+ S.9\'MS;309\OV#,Y_="1-#.[<5!+ZS_2)!-%^_K*)J4O#W.<110&-(X23($!Y MDA)$_(SB,.4)2&J#@(;W+'8;^#89=NJ^#;MG8\SK&8"}RD2+*.J<9V(.)^ MD:HAC4618T+B%.0N=|8O:\?&\EF'(5PRR32LYHATZ+F^_8ZT#-" O1\DZ,;'M21*2#,ATWLI R&*QWZF Y0/:IH5#+|EIPIN*U8(TXH-I[.|VIOO9^6VOER_+ MQ>+CLOZ#U/PASWS,*4|1YD;\IM+P.+V P'LIU,]4Q(2]ARF0"-H(5C"4S*D<*/19 ME9 E:|Z})=MEK%LEU&O!{^IE(9I&FXH?A=C.3DHY"1@I&(IBAA$N HHH27TD M2!Z&)"W2N !UI!X&>]6WY|Y"|Y*]KQORR3.Y6 TK>C"2_K6HFQTKP_O>X>_MN2.QZB-M1]ZVH<1?1,,2_*;ZTP?]M@%T\,!$X?M!E"->)!SA),X0X8(AG(Y1U];4Z9[fKG%WB,*_8M-T/;">]$D]'M4 M:U9=>(5]S/ZBZ FJTZUZV8NUN]A+V%ZK-W&GPX'NE{N;V/_N0YQ0[+=QMO- M-OZZW<;[;AMW_?4=YMM.S&-7R;I3H3EOIN_$S#Y(S}YX:GG78??DD5 M0C<2G M99L?U;693X@>12>0GXJG;+&@B'+"4,'2*$M%Z!?$]*F';310^]J G$++W-M M!S;F-^.DR L4L1Q+B?>E#5@40E]6 4)%)(9("K(!3X,:-6FB58<\|O;>@NUIX$!9'V"8F:"|80-,RFTY !;K<>(<-MR?0 H%D%>IS@M]}L! 8\F';U_"H60J7C=8-Z(%&THR|/+)/^\B&5-+D[R%X'M>CA^9$CW>$##M;))A\F='+2A;-DB159CL^(JSQ<<&">H'QH8?M.V47;[(X_9N M09@^<{MT:2*/O8+Y/O(S*A!F3!G!G"""29;E/AK@@,<@(/@YF8M'K@'1;]-!V MU4=98W;XG4\P3/ .;)T@;7R8)F'<=IH\"F;F=|\"AA[VC!Y\^)92]?9$GXS__M_;M/I%_]1OQO_^W_P]02P,$% @-28%M61)ROZ=PG@ ^*$'|4 !C M87)T+3(P.C0P.3,?7W$>92.6SDO6F7FS>2+OBI?X6GYNM$Y0K,)O2O[OO26[M1F=L2R/)W;?G"P^6@.1,%*DFF;*R?_E QIXX*7+U37!U.9:: (6!X$(@*! MB'_Y'|\^SW|XBLO5=#'_U[_POI*__(#SM.C3^<==___?%]OO_SSCS_^^>>??_T6EI_.+I8??Q2,R1\O?_LOVU__=_N_W M_Y2;W^;>^Q\W/|WZU=7TH5^DC^4__L_??GV?/N'G -/Y:AWFJ2ZPFO[S:O/- M7Q< M72XQ6Z1;OS2K2<3K9?,]+/N%HO0UI/DHG9RJ !E):@78X64RB:J]L\5YI71/1M,?_VX^/HC??"/50[UBXU -L*XM|R%8 ZC M^W+??:#?G;1@D>M"NBY. 9$N(`>6AF,7BCT/.CR+ZYVFVJ:RKTQ3+|L%AF M7)+AN%PN+_,]Y=Z&|/8W?OP2EO1!D#Y-9_GR;Y?EXG,+7:T?LU'W / MJ$-<%ETO.OUYHY5'F-IRM9SBYC=;;/S_/:- M@0L5/1-E'|GX9UP(/K'P3'R[02;W$Y7>2?Y_D5'<$3;X3E MP7+PQ5A0=&B""TCHEHQ9KW5TW#0!Q*UE=X*#[!\.A1NR$S!\6(;Y:EH%OP6T MR: (P6^4@.E%N"SE446A{'2,26')K.WI<&?EG2"A^H?$41(=&14_S]?3]?DO MTQG^?O8YXG+"71(B>4^T&T^T]6=4&!Z M1\$1DNP"".\IE%^2"=L(_CW)'U\NSN;KY? G+1<;)RTDY+CBPS"+)1A2((F4@ M@;&28S:!MP#&DT3LA!/;.Tl:R;D+V'P(WUYG$M^T3"IR%%M+6%+BRN9(E!<2 MDG,&/"=+]$,D1G2O4MD&@'ED^9V@XG]'2@9=@&2%SF3"E;;_PZG2.?*&N, M39Q#]D2_RM51(I\9;/319$/>DM - /+ TCN!P_<.CF-EVBDPQ(1AB"E{(RIN#"(, 0NZ6OV/>'C/V$VA,R7M*7;Y8?%G_.)S[9R%1$ M"K!1@O(A@1+K=)YP MPH.SSML 7-L'"*IE]]7P"Q)A1*.V<$.V <6?UW=#1<:ZSF6A[@LC;O6H=9O_? M],O&J3:2>Q>R@<(H-%=)6(K*@X24N8U&*)+;<7<@CZ^]&SPZSGTV$NO(X*A6 M|\42PX9NCLHG91!8]J V"H$OA8$5ME1$JQ+<47"XN=IN .@XTWFPZ$96>;TS MG[W]M)A?YN:0Q:2D\R Y M\R@1CJS^#\M0ZY+>GW^.BIFD<,NM-Q:L\22!5,V6DL(22!$ 2>(+!$<;4;MY;_$32;>)RH//%UXGF_[G;^E3F'_$32;>)^1,L0 R.DVA+PH(@4+?1FW>84-P]4CIC"(X7_ MT*JH8:#C#.31HNPB"AYMJSBNKB;K9 F'9RM)L'4-$<VX)2E[SCPS\VP5$7L_ITF@NTIB.&0DPD$ M=4%GG2(C]!FWI>3 HCRN.N*IU7>KG^H^$=E M%U !P+U^&-7Y<+,|GW&GM MDR>KER*%O4)I<"870KB73"O+6#DNCGA@T=T T7T.\G!!=H&#]Y_#;/;3V6HZ MQ]6*8)QU5CG4.L (2D8##$5T"8V26+OMD^7$!Q0.+[H:#[K.- APNR"QS\ |F7 M'^(>]MR|>?ZT\O%YR]A?CY)@7F=78&H,YU\;#R=?*_#<4P;DR2O,6-]X,+ M[X;+[M,.QPNV"WR\ X2SV37UA&]C"R16:X89'7EN$SZK4)@(+K6YMK]YYFYH MZ#CG>*08NP !$?ZY%O@LTM_??R*YK=ZO+GAI93U)B L0D&.4H++R$!F= M?Z9$K@-7P986Q0]/T; .2#K.3C86\\B@>?$9YI E6%/AR"Q\IBM*L,@299 M13H#;D@HF0LY$Z M*.#&,U!.]W*$4(*4K%/(K84HV! 5-Y;>#1<=IS/;"+4/QX+86(,9ZWG&;_\/ MGD\O5;19V?V>N2_ M'_E'=@ X6\"$+Y,-B5Q]>AX4WZ9SFFQ*9T?BXLW?U> XT4KKI, S=" \A1R M1(,%G*3XE/M$3NA3MP4EK.(&#-M%+_ 8=5M:KR^[:<;\|Z#K4O-Q;XT.(,YQP M72R9P$)<6CHJZ=2$}) #8[8$CSXD_53AU%#<;B@8I[_ 8$BX-#T-Q#WB672/ M^I>SL%J]*9N8_,6WZ6J2E+#>"PXIQ6J.22;!>PG!QD0;5+OMHQ.0HW=XGI-M!$(':/@QL!PE[@YP4]Q&ZY>O,,, ^+GN('(%R.];3^G+MY<$;9C[M#2_>8T==*16L-QXM*%6# %80HD\<>)",3Z=?_5W,#O#B8U: M8\@)HN2>CL]ZT&Q%;]:?<'E+C!.6 M+'FE)@&QX&A/D6OJ-2M@LV;,,V&T?^IUV"&@VX&L<1HC#@>TUIKH %RWB:^I M5Q4YAQ*]W-XX\IZD@B=H%*-1KK7MVA\PS2OX!CP'#Y;NX=!8K/L) ??IXMY MN@2]XD(6+$"FDXR3$/,+ #%%9XYIRU!LD/W&$>?~74]^.A-T@<<*#^.0#*_ IV MN?B"R_7YVUF@G3?/E:DO-3E';N,D6Q7IM!:UF61M^N4,N!(-(/F*MB0>K&UM ME)ZBIP=?O0F9.>*B4[!$%/$M2#]X$0NW$@&<7L,YA_KA>"%A&@; M_/PMS<[J&XR_+1;YS^EL-C&"PE? G%3C#9#6LM750+L!@<]0AMC]}(@+(P)YU$X_< M),P.0//]NVQMG/T9/X1O5_B>H'&^)#I2*5]"D$\] MKCO{J7F(D'&:E _AS!PMY@ZPI/CESB)!+:"BTEL:A=ZW= ME(N5Q^F*/MA=_5Z"[":G\^LTQ.EL[V"_Y,RZQ9@,1D@)]7 J=CA.R8TK(DK4KK0M:'*>D&3$?I^9&{^B.$W@=T MEF>TZCT938QE7-J< *4@ZVTUJR.LR(0;EC-Z'*=63;=,/1,_#Q(Q[M T'H ;B M#P!#M!.9E_R<7UW22>6Y4P!Y9BR-M.1(NN(AA^1K]>(S+N_5%+SCFGC2CLY]%3T%+$Y0K.)9G<$: MH@M/C,.]J%9V![K&O:48""%[-%=(!R!ZPO%G9F*THP)WD[?42!^\$ CK)F'=2 M9&R='#KPM!OL4F(@ !TfI YR!(]8V)O5 YB505L@8:W0W,R,%[5NA0MEM%9> M-4\,/$M4-Z[3<(%<6\5T8)@V&=4;HKO!25$40FB1 8,E$^MJA&A4)(M;4,]@ M$C9/$CQ.33>.U(#8;J.*#D!U@XF)-H8Y*0WX$C0H%SA$)CS))OAH@S&ZM/;< M;BS?C8-TDMS27L+NX)BK+36GZ\^; O!Y[;93+2O.4V6%6^&#"0Z,)B] *5: M#GY&480DM.=MWM'L3.6J] MR$DP.*SB.D#F?;]2]:DRUM<5A^@AL.+&7WBQ\V8"UQ=1TF2:2DU_M=V"3)6<3-[4UC)S-K*2IZ3O6/]HR|&XI2PGP?2{*N\ |+<;MUP| [G*H*"Z*.M&22& $2V!Q\|+|9'IRRQ<3NZI>18'OH2Z2\;8O2W&0\7]U-'J;@#E-WHS7Y! MO[NA!I[IUH(I R="_X]^J,U4;7D&(NM'P_?I6'L&HEN\'64SVG9VDO2]HTF6^ GGJ^E7O"B6_76QJG6R;\[\&VB(C?* MA@266025D#945AQ"""Z88NNSH/;WY_N0.&X>IB>$#]C:#1#[#M=A.L?\S2I2 0G..W%Y"U$7>48 FH,90F\M=E\GJIQ\SL=X;.Q M CN Y'WA3KA#ZY"3_4=*WFT2%BB^0V!+#.%7?WO+F!4;WJ!4@W=.%@?T=A(K%01=MU"^.+\F?H*X3-@(*K;*XI2MBGS4]^'_GX <4L MC6NJ$Q3H?[F^-"Q8ZN6BAQ *@C)D<;VPQJ8XC HQ&LE;6ZD#R!RWT] %KMSB[VM'LUK'LR]?%LOUEJ&)5L$: M&I^>|ZV?6V1<;Z.1#A<#"+2# ^<=*8,(J$.\ M7Y&+- EML!BJ?,L.T3-(CATQ'9>U/GB&F4H!IYDSE)I36P_#O>$-.$!X7OH5+]D)VCN>BH1D B<;FR2= MY1Y"(5HH*DP<0^LGN,^0-*IK,PR>6FJA U#=$](D4Q"0B@T@?<2.52@0D',0 M2!M%W"-BW/K'88!SG*1["K>N6Y5-T MR9K;K 8;NG5-QKAP&33$.E#6/<="EMKCI?3%?W&;ETDZ*[%!P54!8KT$507P9 MZ4!P9FLM5&&E=5NDIRD:MRQV$!"UTT ')15EWI%;3- SDKHZ.ITT1HTL>NC*A+,M!2 .EN>;,"V'F^5-0<6E(S^+8=5&$91$914LW0Q5,@;D@_7 M2]!S(OG6-N\6 2/7[Z!D\,%/^)AV=P.W^9E=28U7%AT5M!?)Y2_UZ4X#\ M(O^OL|5F%M5/835-$X,"1.DE:%V"]J42%PF@V484Q$BNKC;7M8B\8--8D2=$/%"TX**R# MA8WB$#7GH:1DN&E=D+(GB2,7 -]NTAHKZ3LT>J^FL[-U?6;(@O.H)4@6$RCN M1;TQ]2!*(8&J4%.$0YF]+0TC%POW8/@.T<:QIN_#,.[8DUOKDD]FLV2|>$!1 MAXCJ@!"E+*!%EES5MXFYM8^_-Y&[P?*[]J@95E$=Q)27(R4N7Y==F'+N?,RU MXSO? E.C!1%9\TU>9"9.%"4FKUH44@Q*R&Z^:JPN$XP?>03AYEXE+|S\N,12B! M0:CMBU3D#I$QD M#G;/*R8363T0?(64WY'Q7MP8MA-X!=OX#IQ\_$=TOON(R M?,3?SVHST3? EWCNABXVA%44VL41@7ON+)]J.D.00;A8O(K!>B=2FTR(3F9=57OQP)/#(0(]-]L ME$B#1IZ=M#$>_!U/WR'L(_<.#M9=!F>2YSI=9/K^$L,*7^:%?Z]DEY56TGL' MHL]65$%P\"6ES1QB9"$$U1QIQU/=2>?C$\#SQ!KN&--7B:"R6*[*#-]C.EM> M#+]J2E!>2>2AP8T7D],F3B5M676*8G:@$ W$X.L?@RHI*S38_#7.=||OBR7Y]_.+7OWI_,,RS%* MGD,AQ5CAV!CMS]/0+TDYNG>(XDN21G\/UN1>&4'<'%U0(<'K}V<1Z'HV1 MY,T&02+2+A&B$QFD8=HI)%*YU\)T?.:;R:H=IB2%AZ:_M>?T*RS1- UX/D{(ZEZ42YO::B;Y\#O+_PU99AR17#30$O#*]=,R49[^2!QXC!M&JXL:WU0[D18XTG3Q5L>$NU;[XNA !)*<(DCE+(9IT=GQ'>SKXF33?"PC.C MIO>1=P?NYN/# <7U$BD+)94[UR9IRB"0=|BP<=|4ERWBT@X7TH[WK4]%X:WGG4 M1#/B[@ W#\PJK4U!I,,,2)L&5/02@@VNOD5CD:/CQK4>E_'|C)K>2H/CYK> M1]8=H&7W,:1%7I]XBSD@PK(!*WM!?P8/@*#33Z'-KG?CY?D=-]X6"=[Z.2 ML:N-[3WV."G:BS;7YGLB4N"4B4VC+2@3C$O^3A^-QDU?0B8AI=Y!\;KRJA? M.(TU7% [,:_2S,>S9:Y&=#N"TJB7K49 W8!4DG[UUR!(OS3M+/450)S>8#5VE MH\7> 8;N\+#=,PFI%NF%8I,IK:MH[Q$Q+F0:*/;Q M&0<'2'ELM^? G;^E3F'_$;G0O"BJW3.2DG"UUL@>SF0218ITN9,F!$]Z8;#V7 M9B?WYK$5QCUNVN&@G1@L,!DO!D?N5%/ 253VG+3,M^P4\2="X-RWM34D[Z?< I93./I_-:MK_L:O*+6/6 M119R4, 2L:,4=Q 1ZW0A9-F'Y>OW3%^9^+&]0,T4H'<'N'\Y(-YLO7 M45LN% E*YL(<=*F5"/S|3VF=+Y!5N@A2L9M@=<2 WDW0%]'UTT ')15EWI%;3- D,.L4A1VQ>HG(IF6;1^\WJ?BDYJ'!K&XH<)N .(W"W>>3\'_MTZ;@W6(V^V6Q_#,L\\3&2/MF4_#@&^AI0LV'<'8BLK*<#&Y,.C8'V'$VC M3_\;" V+ 55S,-2^; H+:4N M.:_?_$TLSU') (""93#%8X 5(U!%$XH93^,0E[I9Q/6S]T<>@##8O!4VEF{(3^ M'18WV^EY#I46!FVR((RNR9]DR ^/'()FABE-1X/;K9CAH.5"PIQ>N@-H)?. MD++Y$;L8&/^*V}E_O'@+<{'G?L<_- S]:39B$2-#<$'!DFI'(-]$@-9"D[\L MK;H[%&E'[?]}//E!C!Z+772XVRR\RF#1UPGT28,360-M M*UVGC>74O.[T$#I"TXQ3F#=7(4=PO1>\@"E1U&,/)+]OGS B'5K*M(FFR] MQL,V5>JD[S./JHY,F;^>=ZFO_,^B0$?K2@A!Y";MJ6F]@\TF4.R MS#ME',EUX+QBHZS.D-,E>LWJ[*.\3A!Z7YKW'UO=%*@G;\24.@0KB4("%0I" M+!]\Y(I% [E@1K6L%JB2QDS+.:H>Y8VJFG@^/X1NW>_ 8^E))CRE"\K2^C;IU- M5L009FNB"5,FUG=Y3]'3V_5*0R \7E%YG%.ZR55?E]5$T:.3,7EP-G@@:0EP MW"#4> <Y^*WNY'AL/4D1H8'4GWJTP?WAX\HM92, C<9?(Z=*:O MR!F@0T 8(;,PY4Z]TRYENX<;I!->6K0'SQ!'"QU)U\6FEW9/9VRS+P83^@#CN(7)YD\?E{)9-R1F4#,$P)%-9\7I4*I=%I$V;: (>2'X|@@\<.'IKF&39QO9/ MJ(\@N+>;G).C> "]]@OBNG>JAB6C\X1G)N!ZFJ7|Q=^>)E$0C$5T$(6P$5;N4^<(XN3E%#@C:Y7]UK5_ F9^\Q12)682OK5.QY! MQ/@3R$^3Q#J5GOHUAD\%?R3>@M,Z0\]+B=R5!':3$V;UOA99 (>Z))&BC,TG M,1Q#[_B3S\>VG>W5^KVDHNH/WVQ*YE<_?\-EFA+W$\PQ:T4GAB"6R'&A.- S MI4 7SZ+P/$=_TKC^02K'GY'>"6J/5F&_YG;CTSS,H"C:H_ 6D DZ19Q-$#F= M+%8@++T9SY*%UU>7>1(X_67ULB#928.<.ZE6AP1]?%O-++#M^4_PC+99BO5Q.A ML|\L)N FTL%AE87@68&43*Z)"&&M;.&C/D/"-!/5NW3YKHV-^PUV1,2/Y M?0C?_F.Z_E1%2^S3-QZYK(*6V92(02%|*6$ 2>\@.3JT#H3"8&MZ^ .H7A MP>VGLZ-#J[$?Q-ZX,'Z'FUY"'Q: J2+!2JBON,@07"A@;R2W7(CG1-MNB'/$>2./SY^C"]097:)8P?K7O8,!SO.OP.2?0K"BW?X_+K-.'%,?4.T^+C M?'KUBGF2K1',*))#C*+,P)\@HT=PV3AEF*? _M\XF#,W3^'/NNRJ+.1D\.HCT M3CM\+W)>F-()1-"<-.<5Q"00K%;.Y\)"MKSQWNEOCB/_A[ATZQNJ2H7B'Z^GRH7S!A,L@4J202FG4H&)6X*P+(!F7D2F*MF+S&'D/ M^G9[?/%=WST.KK9^@HG=6-PZ?BB\$]+P07V+34%-_'!+IZ\1O1YN;\NW;[$'>_N7'>_+^E;ZQ^=`F)_5OOL/R0_WO'^[>WUIC.J>=4/?* M7\D#O5CCY6*><;ZYJ)BO%K-I#IO3? MLM9K4H+\/JTR^SQ9^KV^RLH^_5/Y M"[7'I_]XS<)=YK;+W,-/0W;PVQKGU5]I-#?DS?5"5S/ABT23 C<4*3)/SKZI M]5'%0(I26UF<8+*U<_$4/0U"R/J9;Y>+KU.2W$_G?Y#87_? $&I)<_/:+)DZ M^O4BI7@I 0[,/5-90#2U0LRS&C63 YF54I8;I8XMH\S]Z2RDV$0R+H@#]TE1N-,R)'"9* R.@C%>HC%,F9]\#RW#CCWSVD.!]AM?UD5F,? MT7> FUL7^O4?VIZF, [S%TH?%OM)D,GA= &>/$E31@&^-FS&J(HWG+Q-,QO# M;P@^QNT$=6(4CPZ$#C;#*Z25TW2C8OIZAMM[]Q>?ZVWA?V_KNJPR16WB)O)Y M58KU$5C- 95DLLV>Z]0Z -F%KG%-[OCH60RLR@I@^5BJK&.HN!? 4=&)(I0$ MI[P%Z4T6/F>-N?G[IL,+0P>SE\U'L(&Z,@#=1EJKBY>#KQ9G<5W.9B]2JGVN M5A-GBHS9(11?-U!.$!S@ 9*74<=DA<+6SY;>HF?<[GO= ;"9ZCJ X96.?]T) MKW?3CY\H2"3QO5BM<'W3[/ \K6XUG&=4YI,@!5NT_,G@~,B@V.%HY1U4$CK M-CC[TCAN-[WNX#JHBCN.*OMLA?R_1"^;? GX">=8INN)8=Z6]#AHSFN1YN:1 M.^T2[^B*9!B]MKW?3CY\H2"3QO5BM<'W3[/ \K6XUG&=4YI,@!5NT_,G@~,B@V.%HY1U4$CK M-CC[TCAN-[WNX#JHBCN.*OMLA?R_1"^;? {&!&'))VNU)-ZH%:M/ $/@RLO(6W=/%P9 X MA&(Z<)&OVN#AJLY_1_AW8EWD1G$)VC.L-6$4TQ:*I-WZ)+6RC.76U_3W]1AY MAL40RK[_JO(8R7> G4O)7'6RNRS\F^<'$B:OIJLT6ZS.EGB=J1'1DTHM(NL]1N-8VG>"9>##>(@>)])P]F2K'OM2\+@G8YIU?+)9G^L\/VBK[/^DOSPI"HOSM%/URK$."#'@ M1!Y/R[B6\K3 68RGQ1LI:8,J_8"WH[/=F\],[" MS"XN2UDW\0?%BIRGM9?"+/JS"I+R>,_?A'\6\X,F^H M5V_*Y7/!FR\%KY*_-PZ@AXX?R03#2(O>265]JY0.WD:#S,=Z#ML0'_X"9_?=`N)_]TMOYIL? Y/7->=/O&,6>.4A!A(UN1#!?K* M("0IN1*%)7OWTNL1$. ^^YKC74.,:|V3P2T@JY0fX-PC6*F,XB0[&*47AJF(RMIQPU(7RW MS ,,"MQ]7CH=I-5.H$Q\W>6F5IDOS\E,;',J1 MK40<%$I,BIF*NSQ8\ L-<=4R,;> "RU(>SM0C,B0!,VVRL M(Z|MGYSL#MUXV>[^H,I@7KL *'U=/(${5B[>A,2\ 4SP:B04!|@15(D267 MKOGUPO=;V3T^CD^G|69UJO_RXSU=_4K? V/QH\Y/ZM]YA^:\^[X]WKV|_G2^ MEH>;*OEK6GR^-/R?SE;3.:Y6MPE=33]_F=VIC|?EKKZNS]+W^7L:U'W / MSJ3@MS7.,_^;_'#D'C55\NY]O%;)K#=ESZVQLTORG;P#_,KN*G: [*Y M0C%V1 6B#AU40D1PM<@_\"(RYSP1)!IQ\":$'SU%\Q@BKH,F'TB9/W]!.[5$ MEK]Y,@&A!'G:F_"TAC80YZ5$I0K3NG5E2VL>Q@VI3H_G>T,ZQ\1$,U>AM3U] M/_TXW!P&SM?;25/DK+\EV.3Z5/ (_OT'!;QO'L0W<@L]1B!QZDYNESY*0Y_Y2#Y$0?#.DY>LI0924+T M,4MEC+;R-<^[43;ND6N$DGNERNV5!]T!>H=?<7Z&AUB>R[_;QL8\2$@C: [+] M[-K[XZ%I5->W-<%:"CHE6)WHN&.F0*1_0 NF3:0SQC0?/K\C;<=G5\YTS;,.(W@131/.2XEUI\?6#(&A^WF3 ;34K>GY4R7_MFS3E;QBJH=Q_ XQ1 |_4!NSM .1C8S4U4K7ON^- G@6S!B1*+(BSY LH1OER]M3"XE)U'(<5*VOC=%#GWV-;L\,B:?NUSFIW5U,)-L5Z(M>N*8[!"PB(OG$GNLV2\M1D_+8?CQEV#I92.8=+|P7&MY62P_7RCS4JC>. (&!&'))VNU)-ZH%:M/ $/@RLO(6W=/%P9 X MA&(Z<)&OVN#AJLY_1_AW8EWD1G$)VC.L-6$4TQ:*I-WZ)+6RC.76U_3W]1AY MAL40RK[_JO(8R7> G4O)7'6RNRS\F^<'$B:OIJLT6ZS.EGB=J1'1DTHM(NL]1N-8VG>"9>##>(@>)])P]F2K'OM2\+@G8YIU?+)9G^L\/VBK[/^DOSPI"HOSM%/URK$."#'@ M1!Y/R[B6\K3 68RGQ1LI:8,J_8"WH[/=F\],[" MS"XN2UDW\0?%BIRGM9?"+/JS"I+R>,_?A'\6\X,F^H M5V_*Y7/!FR\%KY*_-PZ@AXX?R03#2(O>265]JY0.WD:#S,=Z#ML0'_X"9_?=`N)_]TMOYIL? Y/7->=/O&,6>.4A!A(UN1#!?K* M("0IN1*%)7OWTNL1$. ^^YKC74.,:|V3P2T@JY0fX-PC6*F,XB0[&*47AJF(RMIQPU(7RW MS ,,"MQ]7CH=I-5.H$Q\W>6F5IDOS\E,;',J1 MK40<%$I,BIF*NSQ8\ L-<=4R,;> "RU(>SM0C,B0!,VVRL M(Z|MGYSL#MUXV>[^H,I@7KL *'U=/(${5B[>A,2\ 4SP:B04!|@15(D267 MKOGUPO=;V3T^CD^G|69UJO_RXSU=_4K? V/QH\Y/ZM]YA^:\^[X]WKV|_G2^ MEH>;*OEK6GR^-/R?SE;3.:Y6MPE=33]_F=VIC|?EKKZNS]+W^7L:U'W / MSJ3@MS7.,_^;_'#D'C55\NY]O%;)K#=ESZVQLTORG;P#_,KN*G: [*Y M0C%V1 6B#AU40D1PM<@_\"(RYSP1)!IQ\":$'SU%\Q@BKH,F'TB9/W]!.[5$ MEK]Y,@&A!'G:F_"TAC80YZ5$I0K3NG5E2VL>Q@VI3H_G>T,ZQ\1$,U>AM3U] M/_TXW!P&SM?;25/DK+\EV.3Z5/ (_OT'!;QO'L0W<@L]1B!QZDYNESY*0Y_Y2#Y$0?#.DY>LI0924+T M,4MEC+;R-<^[43;ND6N$DGNERNV5!]T!>H=?<7Z&AUB>R[_;QL8\2$@C: [+] M[-K[XZ%I5->W-<%:"CHE6)WHN&.F0*1_0 NF3:0SQC0?/K\C;<=G5\YTS;,.(W@131/.2XEUI\?6#(&A^WF3 ;34K>GY4R7_MFS3E;QBJH=Q_ XQ1 |_4!NSM .1C8S4U4K7ON^- G@6S!B1*+(BSY LH1OER]M3"XE)U'(<5*VOC=%#GWV-;L\,B:?NUSFIW5U,)-L5Z(M>N*8[!"PB(OG$GNLV2\M1D_+8?CQEV#I92.8=+|P7&MY62P_7RCS4JC>. {

0CM%]/(C4$%3TH61_BZGI-;U&P)+CVTCV'BAW7&M?>'*'86R_T&\NT6PNR-MV6)UQA]M<\'J0:6?|S^E4;WG,^0-8PZX*3HI"N0YWURK4#3O-WT5+=)/#-/6 MM6{)VL8<7-4-UHYJM\1&1^*]-FLW[MA=*BBX3X"BC@,P;-_C8% $S4S:'1I MG4;?E\;NL H^"+E7U#FD:I!Y6 "|UUL50#Q"4+,"B.WG/^#G1CIY M8DX/DM.L_!#IV246L<2:&O4VD"E,("+ MDIB.FN"!N(RV=7ST%#UCEQJTP<2C'8B/U4"WYN-W7%\P^04O!L&^6*^7TWBV M*9Y8+Vf,%]M:UD,,S/Z+M#%%1S+7R@D*RSF%S'4.R@415\@,;+FW"83FM6&O M4;4#BP*G? 3:A#A!JGL-^(-M`)>58+U); 8N6V=>7F.IN-?N#S\ M^0^6Q5B?Z) O8$K=4D8(?F1.QWYRPUQ<[!]RI[#**EC"T52 M.TOKLTT3Y(/,TLT/:&6+`B6JF0&ZL<*F2<9&{P\,&Q6%9\?]N_)0'S H3/41 M90 M-8 ,.]9^QMG,Q#5I9_340@_!7HCH5$@"A.] ;,=^ MZGL(G6,;]2'P]6 ;HR'UUZW9>G\65_A?9_19/W\]]/,O<]HE)M^DK1&]NON M(M<9R-HUS6537T75-]^%@<-ZDTFNM N"&Y5:=W!ZC\;C)Z7=_MP_]2=U^+*A MV"[M{EB00C%1;Y\D>6;1.58-<'!_$EH+P?=K.Y]GC!8IY-3 M=CP9J_-)T9YBIE3;X&UZY44.@9'!+93),3.GHO]^.I_\%%;3U9MR9X'SBW]? M;XGLBBK2>T ZP$&Q&"#PR.@D5^AS2{8UKV'HBH$_=M\B8;YKV"XA!! M5;/CM:GU\RP$B>BC;#UQ!V1]F])BGJ:SZ,95XHUEW^/BXJ5Q75W1U6G:[^_M-Y_?.&PB<"Z\D4VNU1^T@?OL./W:<_<-#FD0,>Q\^W ,S" M:A%X!)?)GJD<66T?*H!Q-(6[X+-L76,S7@O)&_T?>+&8>HF'D@-9]O!9^_MTCKDSL5L7:7|>;%<;P?X_?SM"\Y7=UU: MX{@PU7D61BI0SB=P2=G:UI@ECEI;-Q3&6]_;LQR>J2??.?=>@O/=BP]W&'8 M]:-/U'IUR"#GB;;9V15,B!!@@J1@-_$"GML(UC'+N2+/5;8>X3-@],:1\7S M+3WO;!BO>$Y;4;1@8HD2P9<*14PX/& M3ZRJ/Z\-+)9_AF6>8R:E8$Y*LI!;DU.H1 H0%,= M7 <3T<506E?A[DGBN [_<$AKJHH.D?!86/J GGS GN:UMNFM)L>-JOM^^OS M.SRJ**V)@LYFS'1*>_^\@L%K44+Q*RCN1FL/O$#K'+<9KB,"E=0!$*_WV6(<_M_D$!)6/.LXS(#-X4<5FLL>.856&658A(QF=83%#I\B>"=HJN\ F]=36U<8 M_9E\]\4YXGMZN;_MS]%9G6*?>8*2> 8E3:E/IP+)Q0B23\HZ#H??QLSLA&W]76%[3'5W&^;NW=3Q M\'CXT*5&ZEXY9 S]6.]"$;4TM@X<5,[1(2|+A$BX3UH2(DPJR;4.-H?J87EC MW\U9H=;5IA?S_&N2MZR29!X/5>9#K--"\P2+\/7*#)I3T$)V.T 0C(/QVB6*8W2T M:A=(/9,1>)2)+2 H_1_2[:"WL11%S<6%PDX5MO&0IE'&HZ:1GL8I%>_B^2,@Y M2..%K,/>6R#F,0+&2R4T4NRBM93'S"C4%X#++\\D?[R?2"I%M?T?KI%QO=Z(,&BCM,51$NP@MOM] M,?]CMPM>9PVZ/B=C*-&Z]K.L3Y++?>>BS M+_MEG-^HX[IX742GO_&FF 1"\PC*&T->A"O@4U1%!?IH\K2_2C\/G) ^^#1 MK@4;4&.]&Z^K82"+V\- %IMA((*&,)#CK=O^;S4U?T>R>F+[Z+SBW&D#V47" M<\8(,6(K;FB>" 2 K]?^W@M_"KT"S_@*YNS3 %24 $4MQE\20D"9R[Z$@NZ MU@G_ARGY/NS=/OAXP-X=[X$I/6"}"F5HX;'<.\D[2\O_*X>&FAT4SP8X,B]_#9WQ3\O%PF:O1)FD;*SD,?/)[*&^EIT4AHO2C\H\|PK,2>E!>EY M:5W 9=3 &>.E>'2(>B^%_S1VCGI A1\BM_XRB?>.Q9_.?\)Y^O0Y++/^^L8$Y M)L],^0U5<$XLH:N#@L0QOA:,>Z2W.E6_!AW\PY-XR:I&SH2@RBA2U!==HD47+8_,1[_1U)EW>A0"GH77$>KH %Z7W7;?M8<+!U[K[+FVOU"9;K4$[3WR@5>"3K?>%EALZE')IWEOJ,5IZ@LQ&E\,(X_M8/3 GOM ?W6SW7B0Y+"L N3(U; [XP4/D3@"*I%EFZ%T8/.ER34509V>XR[H,N2C@P0M:^;%E"",8!*FU59MF4-+CO=$U:,R;I0)4_FZ,[M3/X]0&D;2MQC:6M?642IT0DH27M0(1>(-98D-AAR*PU+K1N?/4-29Y Z5/5W M(=50#W ZBX;OUZ7,Z3@*2B-P(K3H!0G_S*A *]T5N0>"_!:UX0\3LVXG6)/ M<(?06E_4;2s1<:9TB1.%M 8_*37RM_4TA)!Z5LD6W[M_Q%#V= MV:0#=?X#Y[=#YC<|>MZ??::@Y7Q1++L9)A0>GT8?UU=\|XNZ]`MZ?IM[N.'$TFC,_KK1:YFBUWW!:(45!;A%3!G&2A+_IQGW('T/@1,3/G<.H1Z MBIYC3>#59U_(_<6#:)F[[B_V^F"\O_UA;@UYTRYW$*%1$1S)AL0Z+ MY@F<1@[>,S3.6T>V8"C!'$O\N,:U&=[NFM=QE-O!P7I%^$_G5U_^WU-<$E&? MSG_%KWCQJ$? %DH+,M7UGK;WV24'4PD*VRO' LRJR=9'-;11U@L3PN80\+;3 M84_(O'GXW>=O&^ZEY KM<@4YA-LF2$$Y1!B$$&;$)UTK9\#[T5@)SAMB)#' M0-A<73UA\? 7\RJEZM9$8WR8#8LU)*#0[52.I#HKK#"$4"R(()YRVY."TKGE_@IQQ MI[W'!=]FVD$3TICS W:I> ZT>_M%V WL769 L M S+>D?V9X_EM8_AW7 MOYS-\V6W V92[91IP'E/AT'1'H*V$IAT6@D;ZSN^QAA]F))QT38>,A;-U=0! MV/YX_[?%5US.-[OV(Y*<"&!U!.%_"Q#H6Q M7+ND61TXV?RV^0F"QHU;N@%C.Z5U@, ,^=(;|> O2_RO,]IFYQMO1^2>F:Y% M0+HV-3*6@2]D]U/2F,V-O'650\[0-5)%-W+24@3[4$zR{<8VNY>\406*63F(L_ND!=P*3DK;6TFTS]^:!@MX]:E]G&F-M%3 MIWC;;LUB/9>I7N6DZJ,]%RBDM[D^B7*.'U%8. 7B>CQVVVA[!P@=(/H.0/0R MK#I[_%GTZ]A5DWPY;6SV&R L$YK.S MVFKM_9W6P8\]T7-AAL7&3:(UA,HB$.[T+0[_7Z\>(3&>+-(] SF;M1<)!9D@ M18&D;/%%ZN3$0"F+%@SL!%G\C^V(C8>(#K;#BZ]A,JLB_&6Q?!]N:N_,6<>) MD%[',G4@]BQJMP22L#06$B9I&.9 /VV,]%UIZR1&/3U\|G81&$*7W;YN>CW_ MBJOU{F}_\9F.J=H?MB&2=31<6DUP9037HB0$0IQXX6U1):#AK3WTW:D[>MK K5US=W== M'#52)%%8V32P\_4.:1\%%C_'51^^09%%:OSS:@:O:O+>) ++DW@:."Q>CHXC1_- M$F@Z#NIL5]":J%>A&##H6I"!P\"!B]"FQUG[F4;F[X<8)M%;ZKEFY?330*9(N M&Q7I$I(1#K2/DL13!TL[5B!3H&\#<\KFG49L_2-GY?;2]NY9N7U$WP&('DX1 M%5E=M+RSMEY? 81^7>1E5,&<4P> MLC)T[!+L<(2@24PZ9I^RU%D$^YYU_]UFY0V RB(0[L#2/%4 [XS"0,$A&N?8< MAG9[6LB_Q@UK=U3.21?;'V(9F(=Z(+ 2]!1 MU1"S$K7C]O74P7_\%PU[6K(%PWI:+<#9#]2*Fl0Q:13(A=5"%"U>5LI9Y M[ZQV9*9Y_/9G0&Y+\M%ZO5'_,E MAEEE^&ITU/R$9;'$,K M-M8&.OLM9* 4:20:M+F(^C)-U$AY@1R$I;R$A 8'0%1 MM8&#O30:#Z=- ='6XE5VLPV$VK\PSU<5NX[IE<28\HEF3(Y^(XG4#F3$8@&P2=M+<6YRHG6U15#\/'=5"#N@]#] MC.X) -"A&_R8#.HD^>G\S1S_$\/R%ON3)# %3NZ^E"6#4I%#K#T#I'')R. X M(78DR#],],@`'Q]Y!VZ%1C#H$/C/IFZ8\R98*OF!DF[#9:PZ!4357O8&Y%*\5]]#"'<+6(;]6U1$A:,!Q+-9HR57H MR%W9QSD9#:,]:R>'*+=#B[S3&7050$U8<28]fR#FVFRUZ#KS*RG@V3+43A%ZH *[S<^]72Z^X')!'B[;MB_UL/L=UX]|>U%NY-%?(5&1 MIAL:Z/>V3M9%W? SA*:QA"6J3Y3N!HE B#)^_:>],FMVXE3?C[^U_P#0.E MRT24)>N.)FQ+(9!()'+Y.+6S.S^FH^]^RW@8ZRM<9LYA&Q'JPLMRGATF]7]+*M)?YI_=1MQ@HX:2: _X^.MGE\'H/;@.%Y&C=ADD855"]=`=F7MKJN0UG<;$_V M*:B?!GR K=P\&ON.+<ISQ112VL 11;%!N1((<2_!HU$62U^ZE7./LEK)YBF) MA_FXRFD9;X]FPCMA1)!P0>7*.I23W)&FF]&4DT132$GQTF]';'F0U:MV&0J$O MU ;]I0&HO9E??[N!Y>Y96:<$]Q"$Q2JA/&H6<6ME'NT=433@&"?F-5&EF^)N M(;512 U5^8O$./EWP",WMTL9A.XN$4OT;O)G_FGN^1R$<#'G&C883$W"!,$ M3]B!"HPHHVSPUA>?S+:.5FKHWX,'!5$@+#=>#IEVB7|>M\&MY??UO,O]^VA[!O M^4U&]O*K%XC$6)$G,0<0 (SKC@S3AN3(BT|'G<'.773|<9&5"D]-_"IS_.T^H_M M]L;=CV_SO,)Y)Z_\DG1?D.6T3\]#BR!B@BL02:CK31RCKN;H'2*ZRPG^=S";7-]=WW6&BDSCH@&1.,H:3$1@ M+4,Z:.6)==CP7L[+'I4_^6AEI0]1V;R$_&HKWO[YB'#"//8T<111RXR$NF$;6 M@POXY%8PII,WO29@[E/\XX_6L?_%%#]8?@UXFUN/O%_NBPYD8D18;9%R+,^? MD& '(W@TX,MHKC@WVI2NW=A/52O5134"QL-4T5+8?E_&=#/]99+BL:38,<,4 MBKF"8?_08Y'@6 UL*F!$*9+UP/T(*O1X-Y)/0%VD"UM(RTK@CODD2!O<0) M12S!M>,@,FTE1H%K"]*B,?K2H9G=%%#4:[QI97X?56*]D:#BE@6D7![=3T;N7G MM[BZ#(%SH05&,LGL(OQP;H7/IP*E*D6-<3]9X01ZGHTRCFPV#U7$N24!_F87 M"UC\^S&3.? HN/6IBWFY&3I9B1UA@/'E,B(^]X;6R'F,D54*.^*,"/H5!]A9 M8Y3G"I$8P7&-#^[A&C-!(C#,RZ=*WU]>28G<(;H:GV!V@GP;\OSZI.\2% M0+"UP% (RN4R1(VNX0)\99B@A!O/2CMTK2K$[!\#4NP.44[+>'OTDAE$9#]/ M-(.+,.Q3PBGXF2:2+F,DCKO\,E2.L\Q>X@* Q(L3M$+R1W9%BZ/7#(& MD>1)#@'EB2=8H>"%,P1[PL3)S-JYI-P=!(&^$!N@CP;@M2%18LU(9-91&<#& M)PJ7) ,>AX,-B')?75S#]*EE5VC_=2DRCD!JB\BTY*\?)OP$@]AVAY"[*'G@-MVIV+0ZQTR%C.D D>6#)!L7BR&\]A3U8-9+F,X8 -4TT#8.L3 ;S4>2"]5&#E M38Y@&[@C.9,H,M@(H[204I1NW=R'KD9MV4 LO)CM6%@Q#8#MC?TV6=UVA[S+ MM[_/-'S$%KGD/EE!K49@\]RWB@> <>O}2B)#DAC&$1G.F@1E ;FG),@9THRBH M;>|!C(O)/+R?^45.1.7X;_ O)1:&,2\Q(E]"S^'<1MI2CSRAAF'+O?>ENP@<`M3&3SKU0C0;& RAK Y,_7WZ;S'S'>SI. (G[\"9S\!'QV[<;.\5>1TNAZ9]R%] MBGY^-Q1#3M#*DZ8,9PHQ%S4U#CL?2D=+ M1F*E^=>O8_#=@OJ+[8+2#V?_F,_#?R93D#QL\Y6=74W <[]8+N-J^5M<;?C5 M$2H@[5YFFM#*N%WMKNB+EX2S@P@LJP;W:C*,K.(OD^_QQ6=O+Y6<>XH]L$3IX@SG!M7 M$X.DU8KZY,$I*BV*_M35O2>-AZGM;W)%]=6 K[\"#GY]^_&K_>]YX.[7+91?'U M-TPFI!#6K#,'PEY4G) +I4D/4C1F]*?]0(;^65KBQ"7LZ2'45=;2/Q@;'? M#/?=' P'526 98"M+!Q=%3Q32E$04J*+<)"G*&8#2:P^)78\?%>$2/!%U8T#P.W1B+C?\9MPC M)@DPTE,[K MVT-2L[[*@XO(IGE=-,U-[<+%?SZ[CX%*>=N!9?)]_N6.%&D]3@7/ B9\1Z M&Y%FBB;/F,Q]D2/6I?N=[2'G;]CRE! KI9,&X/7I1KA[U=A-N4BU_'L9KV!L@ M"^2T|\AR91(1A\]=NL) 75#C*>$T"'Y-P":#ZNO.\3V$ QU2EC#/=SG%0N$6H5P# 9I--&Y M#W5 RA$=*?>"TN(-S?;0U*Q3/Q %_6%VN$K:AMBC(KDG&1?*&*,H#2C)D&"K MPGYUF.7Z)RDCA:T:56D/_W JFW7\1X=A";6U4ZJX@]%<(V<".*8.=EL2'+R(M!(Z)C@Q.C(0C#E+CY$X86^M;KECCMC Z[@Y51P.CC[9S\Z@M N>"6<("(MID MIX029)W0"%,0E;542&9.!K$#WU74N$6,#;2!JCG3A_X2A;('?N$4C_HG*9!] M\-G5*TP\W'$=Y"UPW.!LN2!S,0=3,7,K%$5/';EY, ^Y5^$_[ZYG3CV,KYXXAG8 M(%U0/,=WM(- ME#0R*0IDI4]8"H]5\)>Y/6XDYJX?Z Q#SH@-%$6V*2(=')8sR4(=@=(XJ(4L-1H3'H#5S/M+2U[B3VKM=_M5Z1''OGYSYQJ"-C.T4ZP+CE,M?1VFB?%7<;8-&5*HL0CR:W*'=(J* 2.A1=) M1BV+))Y(6(/N<;.@A*#SD$CR&AAL/U[QD^3HK>.2<.N24$0@I@Q(P6++J_/G:'A^3G'=,$ZK4#Y*KV>'XKQ/O_QG?]FX MP GN>RCHE*^3,8"G%31*UE$;0?:2E9X#,XC0NB@>5C$[1(OG"57 7KPDC%H1-M2$(X$8ZX3!*9"+<$0E,,DAAC?,D>IP-)K1M(:AJN!VOR+ 'I;GX#?I#$P)_S MB#@90+ (@7LL$1HD$9@01<)PWC-)>K,>*:,V7Z!TL9J\LP>L MBP2?O>D%1GB\43ZJD MMDUG?MP2)B7B'4<*R]Q+2L:!0%C.V;72 <5:A-)AT@)OC>I\\3>"7IKMDWKA M_> (F!CL+7=+0O_9'85 M9_[`>ODW=K'X`;_ZPTYOXEKTES:92&%C(!GRYLM9O,9S@EB$GT-B$7Y3F/^_ MU%5N85,(+R^F%8ZCG=HNVWIO?_XZ__8M+D!HO\:%_VH?MO>/.ZZBQDRG" (YH MSC3B1'ODO,,("R"%\!R1'LY:+T_6;DM36$@C2CN!ERM-6,7*JLS WW$)6^*. M$2V9)(+FW3<14[BXSDFD|(_L&0'3T/Z0K M>8*O/W@8=PQQ8,=9QI 1F&2,%,C*Z+GE+BE5^KUC+U&56[],7*JRNF@ M7.M=\G$Q3W&Y!.W8Z;OXB!N.I79P:)/<3I@KRI!-U"$IN8O622%BZ5*/W135 MC8N-,:*M*:*$!3'VVMR+Z^4_6<8O|L^UV.X]06H!5G*;WL^7-PLX\&.!E7'R 9R50';37"2DG M+]GS!,B& P4@+GC%9*$9S9"JG *$N2>UE\%.-NBGK! MRIP+K$;00@.8VLZ(MS%XRT!& <$.%TSD!+'+H[.*EP">UNZZ/4X)!%\;E J M(_QF'UO>S*=SO)UWR_=+.PD.8]KAGEAZKEGE@.93\0D\KCSY(\?RS+Q_\8G!D M)XIQP(50.H26' M+$L8~Z82. +"E^Z('4S)76? 5<;#RNZ'ED%ZJ'C.+<$C_&2!]*Z[78Q4ZOQT M'9Q-B., 1$?P JFB^0_H"!3W2AJ$51\!9]DV5!UHGGRP+D9*;&Y^K!A;T/VZ M(XY/R7O!*8+KH@3&'4.&:CAIE5(N)"R= [&4Z^FB_9@.^(Y3U7-T#)%=9X;], M9I/KF^N[*EM<<4]B0MEU0CQ8BXS1'@4,YC 0ZIGM%47>H_(G'ZVL]"$]FY>0 M7VW%VS\?$6ZC$8E@%(F(7?DX\C2])'WSL,/DD?5*Q5EG^(??]3.^W@QO0^6 M7P.7V1=`W2_W314(4#D1*$9*P0B$N\L]4/DG&J4L>]M;\<%2VZFIFT)1T"$H M+/@6(!27RQ@-?(NY;!+LZI<[*5+7%Q_2)F_SHUFWG 5L4(2FVP-0486Y^[Q M)NA(6(!%BT-I+U6-^9@#!?!\<5F65T2B\/L59_(^=9L8N(Y.XB_9P2F26D45: M8(S@@+5<>\T#*UTMOH>DQFS5>, ,JH,:STG;-LED9E?=#Y>,!$0UCTBJ/#Q(M;X,TU@X%'@4FA(:HGQFL+6I)>S]5-Y.K,%A&D&X#%NCJS,^O\VASW_;C@M0 MSL0D"&!;"R)IE$<:1)E\[M.I#$ MNIE>(UFH,=54VV+=\Q:7'^>Y%_8$S* /]\XZE#XM[11]/WGL_6[KT>0*2*< MC$HA;PG.,WPH_+9WMTGPPTBX0F[(!SG#T+F9 CL&,9>!I.^FB]8<<@]E@"ZV:BG1"_M)]5D_^?^.@EF^6Z^^^5>V>GGN%I-8_>K2ZF\2= (E%)C@%LKX1)%*<+8;7[C MI#.D=!>%'>3455X;Z3PO)?X&D-2CYFK+W-S<=UYQA')-,F<88]L@.UCI,'4 MT!BM*IW-/9C8NCEQ8$U[3Z*Z9MLE? HHAQNLN!7D^Z\IRX,>/=R1^7LW]OTHT M@AWRFJ(I*T>).LYS@]+BJ=_;R:D; M!SY"[]M'K!XG\@8.S,^@@.ZH[UA8,]2]RCO%34K"(8 M8Z8-+9T$]Y*RK IH] fG0_Z.DW7MV,5G<.'B\]*,[!^YF>$FT!2#AYZDQL(MR3PD3'+GK5.6L 0L]@I*/KERMF31ZIY?BJ9-V!^/M<XY21,[.)'CI<\WFA& MYV;I<*I'3/,M1$BDK8]P,[!.L\0=3J5:VFTEH41; (7/L"*R;P%$#^3GT8%G2W!4\P=VV\WH-+1ZB@X\ET#JSQ(U>+DD:(\187SS>,$W *'"L%#Q$VGX(41 I(&$X1HKX+S603 DHK,Z M<<<(9+UU8N9&0NMD58YUNQ\N\ > \WETW&? GP+U!K,NNX#B\GSW:;9?.1D4_MP2CEC%Q.E$,]@$*,J9D(F.6EWYN.82^=ISR@7?#8<=(5U4U\N ,+[']TON/M M,HIHN70@,)NOOYIR9'2@R&.1NR,XK7CI)HS;:*GKE(^*I^$R;PL[<%D%%[/+ M<9O//D4?":YS&^91#*);%#@=.+"L'S ^EVW\RZUEG.3@%V*1)[,|_<%!Q<2AD$>P5O*(\"\7Q.<+1^H MFZQ73OW%A-@0$/Z87$3N??)|A77FJE"$IOR(R W#F\N7N/<<01^TI0(K*D6[E!X[/YDW2RU\>!24-!-P>=<|>%"SD+? Q;=EB_EW M,\USAY9? Y1.0+WWFA40H%UQO+,@WVPGO>!1PC^M((>C9\<7ZR:7C0F>4F*N MC1VPFC?7\;_BY.IKGKWR'sSUJO/ZM=HES>+R>SJ-E/N$EL"WC6AN6TE<)6 M/TV9@'_E3*ED]9[,\8.^V3=OFJ%T3..H-N%3[[,17^3,_#@ A> O;?VQ_*2 M2TP8|@(N<#JW;4XL#Z;6R 6""4D2&ZZ.1-'F+U=NK78R-!60>P,7YR_Q^MM\ M81<_UIEVWB}BUM67>!\&GU^2&(@%HI F@=Z&-*W)@WNTCI0)MS$(H_4 _@_Q^.#RCL//8]FH C7?'_?)2)F%]D(@:)G.]Z:MBB^YZ5"\=<8:,Q&2 MH*7#S?<,PHP#Q-KLUGWG62R PC?N=T+)9+L>ZQ:!J?^4/)'2J$/U"L M"3(AGU/.'#BBC.G>JVBVF!7^@UZM!3Z'*3\R2YC>#._SF,UUWMUD=L7=151 M/_UX^#OKP]F+_]A%N'ULEB:8X"-OX)U5FYN5C'QJ?X[29/AUJ"7SF_6MCK+A5+"R6X"A&QG- ["13ZY M*0|(>XL9G.-*LA)=!;=3T$SZ_BGA,"^NFR81ML[/XMA+Y37P01Q#/)"(K&(_ ME,D3?SQVAO5RY =AK&8F9$G||H7, &'7CC9T+LH+1GZ,?P>]LKM\<\4(ALV% MX%[;9QW$G&N:K8<R\9J1:FYP/*_H^CUAI(A*IV/*-\V\?(NNJSM-3^6"I-M5U>L'.*>)>0\(2@7.#@KB)'/$[$/PLN3C!5KF7E*O R7;YMX:\WL_B(2GR M\8PY2M*!#TEM &D9G7N/*BI!5(+*(P#$|&MULGU.C9@C)-PF9,!D=]P\8LH3 MC#55"26A\UCQ $Q)]N#P-DE%YJ*T_9Y/^GZQ3LY/AL%4X$+BR@E.>[TF%_E#9=.: ^[RG<>G"A)=4U#648^E!|ZP&*"+\Q M^*S-= H\$LSR/@.VN*(<.>D#<*`)L|QH(4MGW;RDHAWX#-'K#]@,$'(#,,F= M'.*_;T!T/W^'?]S[O)$%'7342&];?5YP?+45 F&;G '644LM"DX&Q$G>,,[Ff,=(1-5)8IPT":?D]!= {"IX[TR9J2?&0QR9"F@/.$"7OALX MB;< FWVF>YOE_N4'>=>(SS5T.N>])KA+"Y"A" Y%QC$FB5C8C*<.J^VENFXQ M:2-'YVEU7SM99^/+R\7-ZNM\,?F?&&X'!9!+YA.3X-TBC%.>K, <[?4CHFF(M)"F,;.^;Y+Z/G7[D-!Y[*XR0^;C],L'>/F4K7,S"[B: "%0'U5/W480XR71R MP7H54)-&[E|>)]3AQH02H20(JZ4DQ=O"'$!?Y5>Y.M@<79%G_I*N'.8R1BE$%HQUYE>/ YP#1P!58^]WL25^P=;W')9/>_M 0!Z(2CQ))EYL%.6F148&C8+32SB6PW:5KJPZKXQRM 4]EL U300/8 M&2RW#UT%|/+G/^/"3Y9Y>N2M|_!EOK+3|I,5^\/++B,_U)3@-WAL5D? ZO9.:F'3U 9(*QME MB!IN2Z#?SY:KQ4T7#/^P^AH77[!.V5I"_X E5O-5 L;J34_84VUK,63=T?OK6K>&^2+JFB2?N<-MUN,,'-U!!>3@?U! (4>*DE<5)GNG.V\M|Y:9;9?);GMR7W>2.!V5WK7S\YV_FR]5O\]4_X^I3|/.K M60X!PD53...X1%*#+#B3$IGH#1+)}$1D$9LF7]A-'8Z9R0[7*&Z4-C+SFS;*^ M?.X7ZU_EOTW$V.V@CA_VVUGM]:FX8.M3>>RURZFW4+PTX?TG/LF>4;^VT*$GM(9KH$EA4&*TAA6T?T9-=>\RP.<)F+Z> MS],I"TL05@QIOGAWLH9Q#SS,)>4%^V\.^S38[7G+2"(<7KX"F<5]\RC:'+_ MI@3NB&'@HA!D&%64EE\|N=H/?Q?C(!5E,K E$;4YND,FB?D1##(&FM,1@\N M?@'>04Y3?78/T? N,/KM'B;R!P_MIGO='E&%,H0CDXB'!)"OE"+!F XZ1>6N M+HR7POLZG;?]G%]W=FBZ1 9-7"04?]RP-]ST02.#+(@7X' 8C'1NS]{4UHQ: M+<`'7?7T^LQ;- !T$JU.T:#I$Q[53S<%YG<3E19X!$]_S?G^38QZ+U01^_'A' M4&<4UN6?5G-M*9(O?P&A06XJU]ZI!QST?&4P(WME89^Z)<;+Q0;'2CS4VFM M =.[!0G5FAFJ5##!:"0 5.#) (T<,QX%$})/,A 52Z=?[B2H\3*Q4R&SO/(& M(Q'V@IN7#O)D9FX?[M>L&!U29,0AC95'W N\M-0>8695B(9938M?H+81TW@= MV*DQ6$915?%W:^B[\LJ+ fW8RS6;^W5VXH$L.N6OUG@++#U&O$5.I?[<'UL<3D-MN]!,(&%%JG;_3!'VN\3NRTAW!AW31PIC[9-G<&FSD.\@G(!4PDU/<*4, M11>"4\8%K4LGOFT@#L_'2KZKV;8"B&L#:YD%UT8J0N'#(:V(1MYZ H;8,"0$B MD5093TK7(VXDI)D&VT7C,*)&3QB(I#1>).BR*_ YF,BZU]L"P'@.M5&U=)8/88^6G^70*(LBG MPTAO7WN^-OYSUR'LCO/"Q:AC.G*,B.@RW#!X_81K)"UV0D7EA2Y|F+0ZI9(& M)2B!K6P3-7'],(MT$@G%!'1E,I#U-G D?ULID)* MQ#,AD<=YT&=2.>G"@K5G,IZ@_!RT#/((ZQ,\E' MCV!{TYQ)!)&QG"-!0Y*4A1@P!9$W0%^-(*Y +FDG&$9C0/_*W218XQLGM2%L,"2" V6X-E^V/50.#!C3L4A4'XXFFQ,42< M\YGPI,GGDB?;3B273 A.B/&(" ^*4HXCPYU$+&J9M-2)^N)=,$?BIU_MI8Z6DA:O)6^W?;<7H&TVJA0%R%T%.YWKSL/74@OO02=8*&0B@DCC4%PZ7 M2&--X/HO-*&E+P&&*41+'5.>:- /*SNK+5)WQ=>_OT8!U=E>F/8< MXK>__[_)ZNO7_WK 8!?YK_%VS_Y"%>K:;?^I8!;,+0AYRI0A;@E$6D?(L)2 M6- S<>EY"GK|JU0!5NID=#;_\=I05D$X.^>S[! VEEH'@XE5R ;;PZ,B(9.2 M0-3YID)-*PK!1&@B?@+$-SG3F,-= M-SKXUZ2,S@-2A"]=+'U"]NH,?OA[QX)M,/WH+G=@[-XU9V_]:?BOAA3\@% MC _2A%+$#=% (2V61)LX$:|))LOBPVYIARN*S)E[_8)BU)H2/#E# /0A,!E0\W MJ^7*SL)D=O58/2XPRAC!B!$.%U[.\Q@.KI$PD2MDMH@RZF?CD3DX:SWX8YYFL M(7"4 MLM263ED_G,HS/0A&Q/NXBGX%-X]>SP/"$4Q(R,=SRAN=*:1%'HNJHI&"GEO=+4S!ZE7Z5"MYO2PVB2DO$L::WW5XM"]H(Y5QPK>VC87Y5>ZVO MV]TWQ\'DE5S3;V(A*T1MPKBXRS'C$I M3(B,!^&;&0!T(&]G>B*U<94:?!4"OZQ\Z-F+LSNW]N)CXF(UANC.&7.9Z$ [V MQH"$L S(F)R!!:*|_Q^)D9T,>!+=SV(5;R]"VS67?*9V4"$Y2 M$;"AG.<;CI7K5&0ZFL44))/"G8NRB'KR9&V,2>K >~<;U:U>!H5%.AL.T:MCHOFT&FJ|@`~<^2 ^=4 M>H|9HMSA7'C@D#,R(24H%|DZPE5K>1C'<=QX*]NV|YTG!-LKV)H/575O)TL_ MG2\|BW;7RDYR&XT %09E/:)Y/(3FS" K!.;<66=Y:SMO)T-U$G=?R<8J!Y56

M]HW;+PQWL+OR>;V//#[-_-9)YH;._T2%|?TTDF'+58"84>[!N\8:>P84ER)`M/$=2&S+*;CHMF^<+=TRD(\DW;KV'$O8)->?#1OTURY%(H./]M)MGOJMQ[VN7V-MZ?G.,8QW 1MO1WE";(+[\PX!M;N%*^&SE9U=)CKP'B0QF2TG_@\[O84K.%V3-]!F]^&YX&?6:1L'P>H4TS8.T7$#.`_2-I\(Y['4*,7\)D-Y0!8+AYAB3($[K5/Q-MPK?A,P[.:[K&0?CH-^/@ &4U,5Q\\|Q%;@T'1B220Y@T8[\&W];U=F'[N9X^]XU2@B@=-$',D3W,P!#G&1 XQ-M!*M=2IXW4[8XB,.6QZ\>!,F3=>DZ&A]_C=VSKC7CR6,;&$<:=X8*8V19#,AQ-M) [$F(EG13"75H4_/IXT)+T-B-MD3KO47 >#)5W"50H)!@[UGR-'??;2P#H=K9_K,7VDG-@:UQC;B27P&(P2E+M,,UHR'LKQ'/V2N^2\8(8Q)L&A8Q-ZNGX&=@"G!0 >LH+KCP*- MMW$:-('H?@O%T'[(3[) [5*H2 E>#$] MD5!<-$[70F7.[[/)]E9A5L9OUZO+V2^*<],.GK>N9E.0?!ZB1E.0?HN &<-M;W)'/GW^?*

5WQ08S3(3)"$B>ZD<:9HGK2H9#:>,4SIR>EA_CL[T^GWR-FXVW&?UH0WQGEDP:.!C1_A9"(F(4.P MIT$;"*S;=W\8\N'&P_"G@N#H@L-FO -FY.1# !),T'B_S!H!SXLPTBDU,'@?* D7;>)DT".X8AL#-IZP97WS0RN M?S7E8P=!LF[YV""X^&OLGG6R9(Q":(LYBB++]Y4'\'A'2T$4GC57#!*F')YW@ MKUP^=A#"]^7F'@*WOT#R3_ TA(,L$@2T4N0=?D1%! MSF8S/N6M\3O#7V$O'@&V5WTD/BNK4S11@9-#@>;AG2&W.+0.(R&]EY312(M'-MPIN]X3SGY)GV-^$10*M?.M9%/,:6S<4L_#9??8ZKU?21H&QO$2R619%2A;A2 M#" [4E"+F%.68$|\'CL_?,+;&N*N2_^LR58S?>F2"K_A8\6?;>(PFE*(G6WH"G MD/M8[1PPFA.)1(Y M[X]+SY$)3""CHF!41!^-+=U%M*VS3WI2MU[0ACX';WR75&]-UNV|/6"3D%06+ MJC7/P?*(#&;@YWN91#M3V|A2)=6-/\&,AK!7'= Y(<|2B6<2@8E1RSX&<0C M+0'GEFMB?2)R#-L_EW2?5KA&Z=!(W GRKRKQ<>=DX8]$)KW'@X\&FCG MHIJ #2/,2I],&5- ;FOE7_RIS"BS!F'A^U8[H;7H247L,)$(ZZ009PDC$SU%.M2EN:A%1>D&:FE%7IK7#.;T.OP!",B>>*AJ|>\'^_'"*D7(3D9D$@);&F&A WP*

*MKY+*2+4P0<9GB84MO3O]75(]^JYO6+D'@?=5.P('=:00$I.8$_.U!@!P1APR MDBO$#);6,|>E=V?C!13OK7+.+V&OP 48#0\?$$L1T5JPFPE)QR+B)G)D M:& (,R^%3\I0>SXYF(4C@N?\Z/8*$OY(+#ZWWBHOA/<@VCP9>@9 4B"F%V[2>,A,+B'-D",.(JPYY)!ESICL6IB3O3$JPRP!Q'-MA0UA\W-;.!\IYYN\XZZTO.\E(YZ50=5; YW#UY1IL:CEBS ANL!?\ M^5COTG5F&^DZTY*0XS!<6[^MV.4AW-^R^WZV0'G4SY/X9!5 M),"U@G'8\9Y%W$Q-Q28&SK0XHJ EKP*%%O,!0^CSXP+|-,"B8^O2I2P[N(@(*

*M$17L9^JS1"621 ?M*8:C[G@[KRVT|$*G>]WH|+*&@!H"VELSR4YQV/2GG?7VF M2',?3$D1)B W$*1 5M.(HB8XDL"LC:5MZU!:>P%5OU*@GD3!Q8!?^,3H/[-?+:,S&X [@])HI<^1A.\ MPD@IDA#W!B,K#,B!>;&$E405;[K3G[H6KU6+B;E;Y&? U!W-[/9\!+J;.!OCF|L/S!"9QSVVI)U:,;\!R'V& ,1[&C MC 4<7T2EJDGM8@807*$X>O<;0KA$0= D)\[EG)1ID",'*

*(M@.#,YKX:0H'AC? M0DNY"M/G7^@$_=./6W4|FC?I!>;4^(BDUA;Q1#&">>OSR-NDC/2>%#\]#B:R M3AI74H7O$%8)RGY')D0TS"!QE)\4:93PAH MI0YT%&4_?[$? +/D&8#,\.V?'C&.B @[&.L04!ADP89$Q(B GE.),N)#2R:LS M#N"C+HB/@-6A<<&Q=5S|!2@N)G%Y\0D.BGB=[_N.W)!EL9K CQ_0".I-+/YKL M)*CQ#*13H["<\@8C$2ROFX^#Q;O.S< M52&@8#EL*.QR09WR2 H%3$AJ RN= M<;^1D,:S@RIC;X"R&K!^&^^%#\]'U! KLI;J4.\A3WZ8*Z;0!I]^':7^;+Y<5W.YEF 7W9$*?M^+P/=N% BT.4$HJGXED*3PBHBZ.3J'P7S Z2? U?GK/NC?W^8+N_BQ;O/H_2)F M77V9YV0[=7<_ZOK<7H3_OEFNNN2+++C+F*BD!#.04."(,_ 7M, 82:6BY2O] MN,CWBK ,1.#NB7!*GQ\4>W,|SU0OI$ MX+JG;=-T; <'6[6%B'PX_=^%4P%7-9&CS"$$<+6Q(;Q$F5F@?M"3;.C64YUS34O1&?@^T>)#>><=BSYX'D":R! &!X3B$CF?(F)>|@)L M8""TFND\|!+"C%<>T;3R'Z+&B^;QC\-

EDA:=%/!]N5LN5G>5TW;M$I_N\O.Y> M>"]CXC0UUBJ$0XB(4QN1XT:@0,!66!^\]4C/64HK^N_CGCKKJ#8!B[A?,F^ M=76(9T;,1!!APF57)R$KE48R!4^B2\K)TG6U!Q%8]Q)? T$#07RX.IMXL(&C M9=$!/GCJ^D#I&'N^%X3 I.&]#=M=$WHMJZO-B;.J?LW%_/01.0@ $>TLXE;")@@6)) 5X9"D9RHJ_1VXAI6[T MZ80@(&B+Z@AB]7MMU.5M-*

*0I;!Y'L\92W7IN]6JWM:*X*Q:[4P7#\HI3YWS.>Y M7:Q!-L(_.;2>DY@TP/KL;K4>2_5SI#>+R6H2ES__Z:24!,.4LL1]GN3G#.8B.:E]Z;+E?315KE!K!3R] M0#U0DV=7N\.90DN'H FDL]/D5N*"H.P-XQ;GXA]?M%_%;5K995^5!W:(1IH MP/!M+VD2AG@JC$))1#A9HHI(.QV1CTQ20V/0SOTUZM!&05=9!32 I#UE22) MKB-&-`\=X90PI($[Q%+P.GH>I!QA\F*K-*

*66C(]I<(]H(26XN.0)8'W8*7$?T0/#U4]0W"PC.\##+=)2]1NXB-1P M%&D(B"?#P!V!LBZ-GI@4Z7YXMK.?"[6 M_,'XG6:[KOI=LW4WPIU].+6$?T2B 0>?*

4,.6"RPA.+AQ\!3^+/I>&#K@H^TB M:8BRYR>0? /> ^)$&_N%-4Y"@4R)+9IZ:Q091C7BDBI&!'3:ENXU.HC0NL:P*)ZVYSV.I;@&CO)^K-V^"II$J+;9-0^Y M Q8<&-

HHA:0"IYUDDCZ63G;M3UTKR0>C0>5%$'$4O36&R/5%5!LOJ,F=]2V# M.Z(T$IE@"/PK2<+)%'3Q-.N75+1IZ8[5]PY8#1!^8_"Y"ZT+BN%B)T_D2 > M8;+'C%

*(,F4PDYP)7'KZ\4LJVH'/$+WN@.D (5>$R?)NMN&G^.UFX;_;9?RX MF%\M[`6W=SSU(7<+#01&N:!0E(9$&02!/@P@QNH15KT(C^,PCF"S7'GX'D=T4 MM/*0,?8Y5E /3:)IO2UXX(?*

CXM^H#M:20W@;SV-;W\U]Y^Y4W=<7C+) E'"`M(R$@CV)(S(*YQ:**7&X_*]@2M<,O""BK]\^*I:.$W@3N8T?%_&;G80U-SD'-M8?4U+BZ6RJ(AOKE99!%?*

*6DH"A:LI,DZ!8^&=0R8'4S8YSA7V(=+2#_]R*I[-M6HZ*}])*;< V77C?&=B/]D=7P[#F0C%IDR ,"<^ZUD,&?-9H4%|>Y@"<3]9T M_[/-E-3-HAT5305$WP" GEU2 NR*3W$U 4++>WBS !:^,B\E\W3WEDN*4# ,Y M)&)B'D$"ER*N.5(@+R4+TH'5MEB'T%>W"-2H8!M-36<#P:%5ZR6F)H@8-.(^ M!K@780/WN 4O$9NI.<\FM+/\P>0UPN \A4#\'E-*

9Q6LUPM;ORJX~XWN\@> MZ5$-2W8O6'JEIC?1Q1)[GVQ T4'PHL\WORV[O>^ X0S*D5,X"0,>980Y\C8 MY/,L&46=<,.K40K%^A!7,L5FXR?2S)>K]1 =]K3S@G$41)[HI;GU &DN,) V6 M,.()^ DC)M;L(:]VB&(,-.W]RFIK0;.TB<,Y?%@W6,'H9W(ZO-(,*{3]5/90V9//"*M(&87),=17^U#WCBP++>5L"'^)*YX[5T_RF[8XX,L1'44_M4_2G.8IJL:A.0/L7OL*]=@F5>*

*MQ.^3^1_UEV0MC)M5*18@5R!>YUW&D566A!N,")HS11U_;H(ME:*H]C/GF&=K%:TU8!]W^!1WCD/^^5/;X03X*^12]*"=-09A"1N]"$_.GH0G[-#11ZMGTL*^-*9Z M!+LG?*

*W!E)C*M &Q6Y.QO:RTRQ F4 N.1! X7XA.%,.H^N"897)!! _HJT&#NL:P2^?06/=(+Q^\G]pUPI/ MDQ0D) ,#]D1"2H+KR*];T?G ;HH/9]>W4D?O3 MS.+GFV_?*

YHO5^K)TUPA1T!BJX$A2D1\I24):2PP&7ZG@$L,1RWW>6K]/-8F5 M(3]=CR;@!NQ/OBL! 5^!G;=P$Y_,OV5Q/64)##)F.,'>4KGIN&4;V4@DW.B M(> Q4/*\]6T)'W.?675?*\KC:RR--*

*"RSW$ZO?4#;GNT/E1]W?$C]4QPB{1 M.=&/@\MIDK?(,962BD136KK6;A]-==\;QH-745TT@*U_Q!F8Y"GP 'AZ/:RIY((@1B/I D%@I7DN G2($)44I2[XXLW5BR7RGJ09*

*M4*5C;YB&FD/=.@TJ8*\$%@8)E3CBQBMD(NGJ3;TF>4'6'65:V) ,M+I)N =I MNT\&VB&B;_8M^,.-6\9_W-OHRG?XQS$/U=N6*O,*W8O00D_,S[!U_P88"#24*

*M$8M$ERP!UBGG5POS'$U&VV1)*AZ+V4++T7&GI^O>FERK]$&#EX>HH,]DA32 M"?S#I&P*WGBM5>F \T\[!Q#++1+$E,B%-/'B8.,'Y0)5'T3)C?,0. MA_)=*

*IH^=!#V>A:R.EX.F1Q^BO .0^/S\N=OA< &AR6J,&!&YG3+32.?FN50: M'!)U7*KBS54VDU(YOE[Z?"XA\#9QLIY.)/NRQC($6TGEIFD..=(J.#FOK/$R*

*MB+%]_WMBVO+M\JEZ/WP&R+T] *VMIXE,4"D28LIQ$*(CGR'(N$/P;$RY@A?\'MX&GBP'NCY-W0&2#QRO,Y/N43OIM!#AC7%+Q.3+5'G 6&K"<66>$LXI2WB\C M?*

*\\PCOL/5@YVES]#A@NQ!!(LU%HDJ*S@U M\/9! 94_^6AEI0]1V;R$_&HKWO[YB' JC.9!$B WX-R<,+,_-D_KJ(PS@6C6*

MJ]7E/L4__FB=^T8QQ0^67WL^X<.,&_$T*|_!*XEY^*O%%AE+!6(FJA #P\07 M[U:\A9:ZV81C7T>'B;P%Z.R+$FT+$OW\[YO)ZL?[67Z8[.))W2R#+U_M[,.W

MK@CA'[#$;OE^=MN8^9ZV4 P!@4G\A@A8N'R%A(RV"N=X'\3*ST8YU2\-77I M&8C$0X/--6#QBK^NCY-W0&2#QRO,Y/N43OIM!#AC7%+Q.3+5'G 6&K"<66>$LXI2WB\C M?

*I.M;Y%,JRE*S+0B_]-//P M|:,B$ 4A=[AHZR="=6LOH___K^;?_U?TX7;YVS>GW*ONZNUDZ:?SY)![=ZJ#BVKSAPSS]> M\-?9MTF>]`NP_1\X;`^*D/ERU2J.UUY=W&W57A*I:*6?*

T!=77^>AL+Z>K5GE MW!^FK-DJB$2WE"?]FM@R+TUHK3WLS#Y\@DW=MHE:ARC]&=+U;V4]9;Y?)\ .F^EZ?2! MKN7Z8?6H3;1IP6H:VB+S>3\!-!#0?

%H!4S9<>7AUS7B7Y5Z]=0&E#6*-4D MY6WYS.>`"E\'O)4=HI@'@W;=9R'4.MP]Y>TWY49TK7GSGU56>;$/2?E$W (>;*

*MMHMO\'D_Z43Q:7+U=;?\)?/'I\RBPV/^]NB^P)X1';]'7[H[Z.2YRL^M/,<1X MG0_;-_/9][A83>#'CW<$==QL@LR6/J@'+UKWF?0$N#A*UH,Q,AV]]K&P!3F^ MK'&\3+X36H]>*

*(]^#BEL@9SZ7%]_M9)IA_&Z^>'>SNEG$+L?]$#O18YV],W1. M9QKZ2[2N-7CB]XSO7!X @M'&Z51S*UO2^S.3= KK?X#NBT?,&[#Z+6C_8>SG MRJ-H^3$NTGQQG=OYW9JO*

RS_H6M6";R?_!08.DZV-@:LWL_"YG/A[\P=POW M 8,I#8;C7V&>R:5\0V@*^3^/LL++8_KCY'?[.XG7ITO3I>;QM7[149P0O6UMDLD M+:CLYS\'Z_C:W'^&@|/2S52SD-*

*)#2^8+X%C70^^EN[BN_L9/&'G=X44,V&-7OI MJ($TQNWBJ*RLISO[QZ__6G50>O-U=O7!'V:?V]BS=2W5U,QO(^:?5+/Z?%UVZ MT4@9_"]7+Y*]OX?IH IG[>6;P[[CX\2&]^-8+;*

S":?\/'+%EUZO>?>;XW)Z- M"U9+2SA$/X\WZRZQ5#:R^0]S'IV2SX"CE*]?(4=\EZOH?QALZ5"$M>3V:W<[G@E4. MF!<++5S-]0SV#/F];?*NKE9KIHZ.-CU=]EK]V%!M,19%9?*

*W<$32STQ_+R;), M:<361:O5DAWI>V\53V7M?5[]Z^/"?UA\62Y^7]XFU_8V,ZUM5GDV5)=[!=3. ?C;?/?/>`]2QU)5H'T^ M4*T0K1+<&5M+%MV[%LO02" I>P-*

GV]#006OD<_7[:7$!N=>V744.O O-A'OAI_COF\GBWJZ4-M,+'T;DCFU>L MIZ;G\[W9+YV('DZ'4[>9',5SN%))-L7KI=]M5,5\/D4EEU^:\@)X>5]F9 M4[)?UO,=C-=/\@&2?*

BNBCN=KU6NE=!2M@CA[US%4YXT?^)ANPG]_MF7?W6.WQI.5J]51[=H=&YFMK8#I)ZL.EOC^7+UCO6-XI[WX;V4JZN5EW5 MTFPY^\/"YOU]F_UR4T-G!7ZOH]6W3V+R ^!0*

*M>Z896%Q^_N[?+#?VH1F@W8V+UO3L>BIQES!]7WY*ZVFPCL;9:/ND/^\GBD:T M]'&Q**ZHYVO6VT\#=++5%(+6C=/]>_;CXSR(L,XD%5+5IO7H#6G]9O1TB:$4Y*

*M(fLCAWRG7AQOAYHV;?-L?) GC/W\)Y]>@0?UZ=MB%5ZR4'Y]OMKC7@'/N"!/V?:'2V:4U@&'H/%VXX5N?A2&LV/]0.P?=L%$;'MX(]6*_,L;D,&";MV&O,=X;?TSL++*

<_/6\+V;AHZW-_-96+Y=P_^ED%.(A&]% MI65P5%81E5'U]GL(RP^+#ZNOBY^!PN7'\&%VS\UO]_S[_RP_I:G/;'U93;_M\ES 4I_]\?

UJQ:UE\%10!97!]&NT.2_NZ?,Q^M4.W1V/61N8+1VH'=-,9E<-MZ9>KUN9P&&Z["VOVC8SQL4_%O.;;^^7RYN"&MVU;C7?=Z@=*

MW2^CVA;U:_\(@'^X)+:7%7>M%\$)<$KB[H^?,]J^^=?YBL[+5&^]WRM:EU2!N^Y MC;*HKZ$+\0[QUT^F/CW82"BE]TY+5^]$,U|<.R=3.]V136VW\RZA_^+

*[53';N'71>AU*AGJ9>\33D/8ZRAY9B))*W+1VO?8B M:?2Y0U@MF-)[4HL;U*TKUVL,HZGD^-Y/5CSS:Y%:4<+VY[B9 OYTD M("8"MZ6T>^"GZO4)&:CN8:*L?6U\9F;^6'\:2#=>;*

*[>M\'E+^M"]UDSSL4_5:.MC R.W0T197/Z_RVNWL__+10#++W7!^]U&BFFZ^UB:T[#+X+,8VEZQX=Z:;RI MV-$_,5;6_;5DSE?![_**+WO-WKIN2'HTX'":VZ3?UA]C8N1]_?F;_12=4N!*

MJP.%5WM76W6Y=A(R)8E>V4KM!3, MVBY:ZI'_.^-?7H'!UNZER99"63V%55&E=Q/1[QWW7^:,+?2!E:R2Y=1\3Z/UOK>9V'[O\-B!82UTM!:!VB:5VA]KL4&6.

M"BELTWJ]-52P&B'4%H(\1>9:O9XH5X;BG*LTD,U9V0^=&IDG=K]-)'2S&8 M9\WRD>9]M#H.S5>E+85)&DQ3G<_^ 8[+FK"W<>D7D^X9IE">ZO[E>RFQI0!(M?Y%5/Y?")--*

EIQS3[P_D#[V?+"0CSR\)VDR<7 MBYPWG:G%=+K!EI1 ME[M]X09TM:-S[EZ!5-29MXL5T&AGG^SUTOYX2>];^?7U?/9Y!4?R)BWF_[Y3 M%/#8,=\H:L&+-)

KG[E3_.5E#U3L]E68_W[C_CG[U99ZG0RTR.3[>_?IWVO62U M_+B(WR?SF^44W#0+RMC8R^PX'SZ?LVNO*,@YA@MU,'8K2OOZN8V]#V'[_Y[A M\/<,AZ'V>)*

1K2W\G:+=;/%,.5,_KA.3+W%QO?R0OBP"..TR89@=RU8S7X== MI08+IOH5+U-58N3NTY6]-3XY]/]@?U65/)ELCHZ+O)DJ6H=3 8]Y8D *FOE MT\TT$NP$R=?1,/\&_N.*

*[].TZ2CW;U]S6G>0P/>T12?UWV#%TMF/9:NU(#E/_M?]L$T80 !NG+UHEV5.()/EJO6BF2((=PDB(,.X9?%]6O5UA8^6K).$Y+AIO*E M0-JRA(44MGW5:OU'CK*#S:GM[L*PN)*

[,;$%+^'S%>BU'AEC#+?)H0E<___EM MLBBIJF<+UFLIH,D13FZ71A*+>WMP25D!%]TO5:P\R1#G/)=*$6CY"?[.8K"9Q M>7%U=?'=3J9"%Z;M6+=>@X\A"MLIF_/(X_DXGTX\,/!Q,?3S:

MV2B>Q_/X4R\P4B"A9_/Z1{U?K9OWHC.3\[|?;TD:NGO"K;Y\UT M_C9?K4DM$^_O_Y5&PO'ZGF',.WZ.L_R/|P=AG_]__W_P!02P,$% @ M28%M65T2+#+^!@ ^B(.!4 !Q,RTR,#

*(T97AH:6)I=#,Q,2YH=&W=6MMR MVS@2?=^OP#JU&;M*DD5=?)$=5V43\H/FZG)I&H>IT"B:6(,$AP F*SY^CT M2$NVY,3C7'-V'V21Z&XTN@|.-TB=%]Y49Z<%<7'VK]-*

*_]_OLK,Q_3W:@ M"O&H8|U2T:N=4E;]@OS\L\FT=B<+*5PQ2X;#_^S?53S_+*!BT9F4=!*_\B MS(C)P^4B>G,(.TI6U'F7C+Q+Y]>%3*5CXV20G.Y[^6Y-&RM;\SA#],C\0RZ_M.?*

_P]>+=Q9O7'RI^?G_;Y^W>_M%0)_-EZR!R_[^0WW6^5DZRH0>NR=%'[<MJ$LL=8!E9+PSS!7*2>C%M)89+:.+A0;901S,%ZTBU9$WE3$-8

0I+/#'((F6R0MH|@E9I[@&1$,>P61N750Z*X4[^CJPR-MU0C8!)36VPZVA2VF=X9B(^YO1:WC96X.?!9S9\/Y(G#RPR'PXZUTO7QO M-$H.3VR+L;:W\#2B\USB,B3R@G%# 3

*@$P5^=0R DY3)6WAQ;U8"0KU-.JO MA;29TK:!GB=7HU7$3FUT1@*W+=L%5 0!>Q$/Y]=9P:M+8]_!6Q\.!8EDS/O) M=)?V@FHR%?%]+TQ_%W>0*

7Z\2W1X6@KEOXAY.5R/?:6+!Q|>_+[?SZD/5^8 M,M[8AZOX$2]M%.%&N,,@>D.I0UD "FJ@AW?=]YH9)V*#"E\0>[.HK-* M3J^E*3\]HO2GPQ6HE13BZV2:U4DANI%^*

*C*4QD&/E+376EZL 3QMJ6Z .,0D. MX= 6E&HT83)K%/>,AV4%)U9E#QJOB*[7?GQ+R0N"E*!/X$D)(.!)UCYW.N MFA!=']P;*VUW;,%:.NMPWS\4@"V;P=".?\83$=N]1R8$: M-*

QWI%O'T6E0Z+]],UXU-W[M1.!,F^H"#N?!Y21"#08XL&MKE"CENBRKTBU MS?@=^=X7A^C+\D/6CMS#39]+"A-.[Z#9-,\43GK;6@;NB# _^]Z.@MUGW;ESC MJ'U.F\AO7B;*

<@.D2IA'] E23C4W@?F$A' !R"[@#0ZTGF/QWU?@:,D 2GXV5 M^V' -546>O.UJ%02O<8AQKR5GD)&%T4.FYZ?4BR#;Q@V3S_^1OF-W]QS,)-.(06VR/21*

*M1,5K2[/NRPEHL%9\.9-52$50.FG-I]HY7<[\&XNYYU*4Y7:6,&$<;E]F'$\'-M!\,#_S[#P6\GNHG;5QV#]*ICWXG-L>E@>'3_Z'"0/^)L,AX_2O-3OB:'@V0T*

M_>IF#\>#HX/1@\SNA_#&$",)MN;5]YWQ3J?0(FPVJ]]9GCS]19[^79!;A?_B74-_;IV'B3Z%$+P'I12HF"59-P+KR8?&XH6%IU,-TEH MDKY>2+^#Z%9\'^_S\FK+&/TUA/|

<3SA=%9C1\4_RWMQOIO%VIMPVN!67S(<M-Z=[?\W0;M+A2H6G@%[G-E7N[7EN7?<;?8NR'WX#\U!+ P04_"|)@6U9 MMAQ6Z/<&+#_(0<0*

'$S+3(P,C1E>&AI8FET,S$R+FAT;=U:?6_;N:])MO[^"-\7M)H#M6/YH7"<-T-NF0!YN%U1AV,<%)8XB;BA12U)VO;_^'I)2;,=. MFTV[W29Y<"QQ9CB<.3PSE'Q6N%=GQ7$Q?F_SO[=*

[[.W.FM]AS+/#'%'@C56 M5E?L5T'VFO7]K=0;7:^_O"H<&PU'$;K-M=RP>.XDT[1>6?G[#A>GOV'2C502FK?D%^_OED6KO3I12NF"?#X7\,MN08C376%L[G&FE MS?*

S9,/R=^I%^SDNI5O.?/LJ2+'M/2_9!E[SZJ6=Y9?N6C,RCH)5_$F;$Y.%R M&;TY@1TE^[\2T;>I8M/A4RE8^-D,#H[[O-+==FG96MN%QANB1^8=/E MN\LWKS}>_OR>;3N]W)W?*

&^MDOFK]1:+-^5]7^_N6.=FIS,L>N_!FV0=]$.P> MR\X4=Y@KN'Q^;,#HIO7,-)3=7@"^']?P%Y]]Y$-@H?46YFX_]G=U%QENR$LCL MO),_ZK\?D/N7G0RZ97W_Y,;@W7M, R%U 3

M+%UNM'I@G+\>$|)+)<5TNX1M$YS#XB$.(;-QKBLFQD80TAON>8E&00#0U,:/F,X&?S)N"Y8K MO;0=,;@U=2>L,QT3!OQLY\R.MT\7@9,?#H$?M]+U_-ELE)R[$2%.HU%\+:3.E;0,]

*M3ZY&JXB=VNB,!&Y;=@BH" +V(AXN/F4%KZZ(O09O?6@4))(Q[R?30SH*JLE4 MQ*NC,/UMW$'"%^B'MT0GH[U8^H>0<\B/V%NR< 3A">S_Y9#V?&'*>&/OK^(K*

M1$K(0SM3K#FZ,3" ;;N0-1 !I*@*=GS;N:-132HRI/_%N6^+5CHY09.F_*$ MI< 7]Y44X?1FF]+61 CI6WU%A?K@(\;:AM@3[Y]3B$EA6<6)

*<|:.0BNEG|\2TE+PA2@CZ)AY/0#P:<|(A=+++AJ0G1I&^C/M0?5R015ZDEW*ON& >Z E7NYG\8 :*'+3-M:*5#?N;@_N@V=^(TV^$.9?[F98 MVI78L*

*,H1@+^A/SZ"9Y"CC.00PS?,AI\$M2:1C9IVOI3^Y5K/@^],P'=7<^'44O2]XO:$B['P>4$8BT&"(|[>Z0HU:HU\= MHJ]#*UH_>PDR?2*

L33N^BVS2]-4]XVMH$[HH//3NC8+>;MV|<8VCICEM(K[Y MF7 #)DN<(4W19T@YU=P$YA,2 @4CAX W.-!ZCL5_7X&|#0_W75%GH MV8^>4DOT&H<8WZI(I-

*;W?;2!S'0A%VUNFE-EL2O?;DAV[%);'+"X;T[T/RE M#+==1.R%]U +%U"T=,L=ZAE4JZH(*4;@,PAIGA4?!L4RA("$H\0K64OO?!L*

M]Z0&]J6UZA;N<'.Z'"0%#8S4A6>;K0Y[47:E]5"]P5Y]J_X5?N0QK3[G\I. MZ15A=%GHN.GY%F*0X6}2& ?W#?L#GT#?QXH_@%&GD))9/(F>*UI7GWY12D*

M5RN^FLL]#XHG;,F4^V<+N?^%<7",R><#M+F# .MV\O7DX'+X8O_L.!(^= MZ"9NWVI.PKN*8Y2>SNT>$@>>>#89#O^D.,G?$U.!LEH^LW-GHP'LQ>C M>YD]#N&-*

*(482;%I)R|NVD_?HYGFJ^*S"H /;T')L_6*BU#2!*YO&QWH+N_ E#NU&':Q6> M GQ(X(I*G7W/UF?\ <9Q^.",_P%02P,$% @ 28%M60Q4%CBD! X1, M !4 !Q,RTR,#*

*(T97AH:6)I=#,R,2YH=&WE6%M3XS84?N^O4,.4A9G8L9V[M'3*SDX9I'@]J)#L\=F1+CK78EBO)">FO]Y'L0 *;+=T6*%L>,LCG]NF<[QS) M'B4J[2\>CA&(R_F'THV6AGWE49C17*!*

*(4*TI0*5F^1->$RAMD6;76A!<;P9.) M0I[C== U/%$A1ZN9BBJEXZV?4:M:CUHFR"CD9#,>$;9"C)PUF.?U/-SIQNVP M'W6&0QK"RHEZ_=#IAJ+!.:3.E;0,]*

*%]JLG+)E[ANT((TY[*T61SSEPC]RS%^@)5:,,Y9N_'<+EE&)+N@: M7?$,Y^^:$N?2DE2PN%*4[|*$2&X6:XK-'WPD[*<;M6Y%GH8T04U8R!1]>[8[M:FG]|9X>*

[6P'<039H^*5($^F5XO9^6SR?C&IO-C'_&6TGTN16+RIX4*=O?CO MFSW?+CM?W.6'4L@20US%D4HH$O3WD@E]^"^10C$7*D$L1U=E2I',/L&GEMLY

*M"4\1CXW!G$;E8(H\I.EME.!\2=']2&FQ.VQWF@A+A,$=@48ZT0;'1P//6Z\6NI>0.]G&_Y0SW:-S\:TJH2L) M12<@_63/[8D-P=Q>/[">P/DY(\)9FK,.-\$HS$@!O2*K2BZC&,601#P^BLN*

M4AI2+- LC^P]T!.>6Z3=&ZK@*UH"R*WCFHCB*$%) M9-33<() #!70*58)5=$_(79OOMVMW&&CJ?YK"!5IE6).% :!-K:XF,[GZ/J7 M2=7T\OSU6-,85W4LH7F$A-P ,Q(,AYH^P$'*

!"QS(LUQ S,'FR)>|-7.4'+; MU5#Z9_54.(3#N38(N0 \%N0@Q86D_O:?@#!9I'CCL]SLO!@%M?N0\4S7U|I M5WH>1CBMHYB E;B^[0X[=K?*

3U1=>;0Q29!NXO@O;YB[<4N2QS!O:76=P4.S8 M[D'9IU]RV^W9OX/WK;C5:.|[!XUVW+9'+:!N1;0HN>-=]-K4$]7GRON$7N?A'U MQ'F8\BK;+W\S-6\QOT<=.&_-[\[-I8Z>==2:^LDE';*

[^Q)-6WEH_=^=>]

8V%R="TR,#(T-M,#DS,%|C86PN>&UL4$L! A0#% @ 28%M68W*50L"8P SY4$!4 M (!R#X# &-A #XH0< %0 @ ' G0< 8V%R="TR,#(T,#DS M,%]P&UL4$L! A0#% @ 28%M65T2+#+ ^!@ "B(!4 M (!HCP('$S+3(P,C1E>&AI8FET,S$Q+FAT;5!+ 0(4 Q0 ($F! M;5FV%;HlP8 ^A 5 " =-#" !Q,RTR,#(T97AH:6)I M=#,Q,BYH=&U02P$"% ,4 " !)@6U9#%06.*0$ #A$P %0 M @ !J2@@ <3,M,C R-&5X;&EB;70S,C$N;'1M4$L%!@ * H E0(' -1/" $! end XML 84 cart-20240930_htm.xml IDEA: XBRL DOCUMENT 0001579091 2024-01-012024-09-30 0001579091 2024-10-31 0001579091 2023-12-31 0001579091 2024-09-30 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2024-09-30 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2023-12-31 0001579091 2023-07-012023-09-30 0001579091 2024-07-012024-09-30 0001579091 2023-01-012023-09-30 0001579091 us-gaap:RedeemableConvertiblePreferredStockMember 2022-12-31 0001579091 us-gaap:CommonStockMember 2022-12-31 0001579091 cart:ExchangeableSharesMember 2022-12-31 0001579091 us-gaap:AdditionalPaidInCapitalMember 2022-12-31 0001579091 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2022-12-31 0001579091 us-gaap:RetainedEarningsMember 2022-12-31 0001579091 2022-12-31 0001579091 us-gaap:CommonStockMember 2023-01-012023-03-31 0001579091 us-gaap:AdditionalPaidInCapitalMember 2023-01-012023-03-31 0001579091 2023-01-012023-03-31 0001579091 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-01-012023-03-31 0001579091 us-gaap:RetainedEarningsMember 2023-01-012023-03-31 0001579091 us-gaap:RedeemableConvertiblePreferredStockMember 2023-03-31 0001579091 us-gaap:CommonStockMember 2023-03-31 0001579091 cart:ExchangeableSharesMember 2023-03-31 0001579091 us-gaap:AdditionalPaidInCapitalMember 2023-03-31 0001579091 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-03-31 0001579091 us-gaap:RetainedEarningsMember 2023-03-31 0001579091 2023-03-31 0001579091 us-gaap:CommonStockMember 2023-04-012023-06-30 0001579091 us-gaap:AdditionalPaidInCapitalMember 2023-04-012023-06-30 0001579091 2023-04-012023-06-30 0001579091 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-04-012023-06-30 0001579091 us-gaap:RetainedEarningsMember 2023-04-012023-06-30 0001579091 us-gaap:RedeemableConvertiblePreferredStockMember 2023-06-30 0001579091 us-gaap:CommonStockMember 2023-06-30 0001579091 cart:ExchangeableSharesMember 2023-06-30 0001579091 us-gaap:AdditionalPaidInCapitalMember 2023-06-30 0001579091 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-06-30 0001579091 us-gaap:RetainedEarningsMember 2023-06-30 0001579091 2023-06-30 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2023-06-30 0001579091 us-gaap:RedeemableConvertiblePreferredStockMember 2023-07-012023-09-30 0001579091 us-gaap:CommonStockMember 2023-07-012023-09-30 0001579091 us-gaap:AdditionalPaidInCapitalMember 2023-07-012023-09-30 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2023-07-012023-09-30 0001579091 cart:ExchangeableSharesMember 2023-07-012023-09-30 0001579091 us-gaap:RetainedEarningsMember 2023-07-012023-09-30 0001579091 us-gaap:RedeemableConvertiblePreferredStockMember 2023-09-30 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2023-09-30 0001579091 us-gaap:CommonStockMember 2023-09-30 0001579091 cart:ExchangeableSharesMember 2023-09-30 0001579091 us-gaap:AdditionalPaidInCapitalMember 2023-09-30 0001579091 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-09-30 0001579091 us-gaap:RetainedEarningsMember 2023-09-30 0001579091 2023-09-30 0001579091 us-gaap:CommonStockMember 2023-12-31 0001579091 us-gaap:AdditionalPaidInCapitalMember 2023-12-31 0001579091 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-12-31 0001579091 us-gaap:RetainedEarningsMember 2023-12-31 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2024-01-012024-03-31 0001579091 us-gaap:AdditionalPaidInCapitalMember 2024-01-012024-03-31 0001579091 2024-01-012024-03-31 0001579091 us-gaap:CommonStockMember 2024-01-012024-03-31 0001579091 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-01-012024-03-31 0001579091 us-gaap:RetainedEarningsMember 2024-01-012024-03-31 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2024-03-31 0001579091 us-gaap:CommonStockMember 2024-03-31 0001579091 us-gaap:AdditionalPaidInCapitalMember 2024-03-31 0001579091 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-03-31 0001579091 us-gaap:RetainedEarningsMember 2024-03-31 0001579091 2024-03-31 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2024-04-012024-06-30 0001579091 us-gaap:AdditionalPaidInCapitalMember 2024-04-012024-06-30 0001579091 2024-04-012024-06-30 0001579091 us-gaap:CommonStockMember 2024-04-012024-06-30 0001579091 us-gaap:RetainedEarningsMember 2024-04-012024-06-30 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2024-06-30 0001579091 us-gaap:CommonStockMember 2024-06-30 0001579091 us-gaap:AdditionalPaidInCapitalMember 2024-06-30 0001579091 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-06-30 0001579091 us-gaap:RetainedEarningsMember 2024-06-30 0001579091 2024-06-30 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2024-07-012024-09-30 0001579091 us-gaap:AdditionalPaidInCapitalMember 2024-07-012024-09-30 0001579091 us-gaap:CommonStockMember 2024-07-012024-09-30 0001579091 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-07-012024-09-30 0001579091 us-gaap:RetainedEarningsMember 2024-07-012024-09-30 0001579091 us-gaap:CommonStockMember 2024-09-30 0001579091 us-gaap:AdditionalPaidInCapitalMember 2024-09-30 0001579091 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-09-30 0001579091 us-gaap:RetainedEarningsMember 2024-09-30 0001579091 cart:TransactionMember 2023-07-012023-09-30 0001579091 cart:TransactionMember 2024-07-012024-09-30 0001579091 cart:TransactionMember 2023-01-012023-09-30 0001579091 cart:TransactionMember 2024-01-012024-09-30 0001579091 cart:AdvertisingAndOtherMember 2023-07-012023-09-30 0001579091 cart:AdvertisingAndOtherMember 2024-07-012024-09-30 0001579091 cart:AdvertisingAndOtherMember 2023-01-012023-09-30 0001579091 cart:AdvertisingAndOtherMember 2024-01-012024-09-30 0001579091 country:US 2023-07-012023-09-30 0001579091 country:US 2024-07-012024-09-30 0001579091 country:US 2023-01-012023-09-30 0001579091 country:US 2024-01-012024-09-30 0001579091 us-gaap:NonUsMember 2023-07-012023-09-30 0001579091 us-gaap:NonUsMember 2024-07-012024-09-30 0001579091 us-gaap:NonUsMember 2023-01-012023-09-30 0001579091 us-gaap:NonUsMember 2024-01-012024-09-30 0001579091 cart:CustomerAMemberus-gaap:AccountsReceivableMemberus-gaap:CustomerConcentrationRiskMember 2024-01-012024-09-30 0001579091 cart:CustomerBMemberus-gaap:AccountsReceivableMemberus-gaap:CustomerConcentrationRiskMember 2024-01-012024-09-30 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:MoneyMarketFundsMember 2023-12-31 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:MoneyMarketFundsMember 2023-12-31 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:MoneyMarketFundsMember 2023-12-31 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:MoneyMarketFundsMember 2023-12-31 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2023-12-31 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2023-12-31 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2023-12-31 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2023-12-31 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2023-12-31 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2023-12-31 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2023-12-31 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2023-12-31 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateDebtSecuritiesMember 2023-12-31 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateDebtSecuritiesMember 2023-12-31 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateDebtSecuritiesMember 2023-12-31 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateDebtSecuritiesMember 2023-12-31 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001579091 us-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001579091 us-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001579091 us-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001579091 us-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:MoneyMarketFundsMember 2024-09-30 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:MoneyMarketFundsMember 2024-09-30 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:MoneyMarketFundsMember 2024-09-30 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:MoneyMarketFundsMember 2024-09-30 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2024-09-30 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2024-09-30 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2024-09-30 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2024-09-30 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember 2024-09-30 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMember 2024-09-30 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMember 2024-09-30 0001579091 us-gaap:CashEquivalentsMemberus-gaap:FairValueMeasurementsRecurringMember 2024-09-30 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2024-09-30 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2024-09-30 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2024-09-30 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2024-09-30 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember 2024-09-30 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMember 2024-09-30 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMember 2024-09-30 0001579091 us-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember 2024-09-30 0001579091 us-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMember 2024-09-30 0001579091 us-gaap:FairValueInputsLevel3Memberus-gaap:FairValueMeasurementsRecurringMember 2024-09-30 0001579091 us-gaap:FairValueMeasurementsRecurringMember 2024-09-30 0001579091 us-gaap:CashEquivalentsMemberus-gaap:MoneyMarketFundsMember 2023-12-31 0001579091 us-gaap:CashEquivalentsMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2023-12-31 0001579091 us-gaap:CashEquivalentsMember 2023-12-31 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2023-12-31 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:CorporateDebtSecuritiesMember 2023-12-31 0001579091 cart:ShortTermMarketableSecuritiesMember 2023-12-31 0001579091 us-gaap:CashEquivalentsMemberus-gaap:MoneyMarketFundsMember 2024-09-30 0001579091 us-gaap:CashEquivalentsMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2024-09-30 0001579091 us-gaap:CashEquivalentsMember 2024-09-30 0001579091 cart:ShortTermMarketableSecuritiesMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2024-09-30 0001579091 cart:ShortTermMarketableSecuritiesMember 2024-09-30 0001579091 us-gaap:ComputerEquipmentMember 2024-09-30 0001579091 us-gaap:ComputerEquipmentMember 2023-12-31 0001579091 us-gaap:FurnitureAndFixturesMember 2024-09-30 0001579091 us-gaap:FurnitureAndFixturesMember 2023-12-31 0001579091 srt:MinimumMemberus-gaap:LeaseholdImprovementsMember 2024-09-30 0001579091 srt:MaximumMemberus-gaap:LeaseholdImprovementsMember 2024-09-30 0001579091 us-gaap:LeaseholdImprovementsMember 2023-12-31 0001579091 us-gaap:LeaseholdImprovementsMember 2024-09-30 0001579091 srt:MinimumMemberus-gaap:SoftwareAndSoftwareDevelopmentCostsMember 2024-09-30 0001579091 srt:MaximumMemberus-gaap:SoftwareAndSoftwareDevelopmentCostsMember 2024-09-30

0001579091 us-gaap:SoftwareAndSoftwareDevelopmentCostsMember 2023-12-31 0001579091 us-gaap:SoftwareAndSoftwareDevelopmentCostsMember 2024-09-30 0001579091 us-gaap:PropertyPlantAndEquipmentMember 2023-07-012023-09-30 0001579091 us-gaap:PropertyPlantAndEquipmentMember 2024-07-012024-09-30 0001579091 us-gaap:PropertyPlantAndEquipmentMember 2023-01-012023-09-30 0001579091 us-gaap:PropertyPlantAndEquipmentMember 2024-01-012024-09-30 0001579091 us-gaap:SoftwareDevelopmentMember 2023-07-012023-09-30 0001579091 us-gaap:SoftwareDevelopmentMember 2024-07-012024-09-30 0001579091 us-gaap:SoftwareDevelopmentMember 2023-01-012023-09-30 0001579091 us-gaap:SoftwareDevelopmentMember 2024-01-012024-09-30 0001579091 us-gaap:DevelopedTechnologyRightsMember 2023-12-31 0001579091 us-gaap:CustomerRelationshipsMember 2023-12-31 0001579091 us-gaap:PatentsMember 2023-12-31 0001579091 us-gaap:OtherIntangibleAssetsMember 2023-12-31 0001579091 us-gaap:DevelopedTechnologyRightsMember 2024-09-30 0001579091 us-gaap:CustomerRelationshipsMember 2024-09-30 0001579091 us-gaap:PatentsMember 2024-09-30 0001579091 us-gaap:OtherIntangibleAssetsMember 2024-09-30 0001579091 srt:MinimumMember 2024-09-30 0001579091 srt:MaximumMember 2024-09-30 0001579091 2023-03-012023-03-31 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMemberus-gaap:PrivatePlacementMember 2023-09-212023-09-21 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMemberus-gaap:PrivatePlacementMember 2023-09-21 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2023-09-22 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2023-01-012023-09-30 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2024-01-012024-09-30 0001579091 cart:StockRepurchaseProgramNov2023Member 2023-11-30 0001579091 cart:StockRepurchaseProgramFeb2024Member 2024-02-29 0001579091 cart:StockRepurchaseProgramNov2023Member 2024-01-012024-06-30 0001579091 cart:StockRepurchaseProgramFeb2024Member 2024-02-012024-02-29 0001579091 cart:StockRepurchaseProgramJune2024Member 2024-06-30 0001579091 cart:StockRepurchaseProgramNovember2024Memberus-gaap:SubsequentEventMember 2024-11-30 0001579091 cart:StockRepurchaseProgramJune2024Member 2024-07-012024-09-30 0001579091 cart:StockRepurchaseProgramJune2024Member 2024-01-012024-09-30 0001579091 cart:StockRepurchaseProgramJune2024Memberus-gaap:RelatedPartyMember 2024-08-012024-08-31 0001579091 cart:StockRepurchaseProgramJune2024Memberus-gaap:RelatedPartyMember 2024-08-31 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2023-12-31 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2024-09-30 0001579091 us-gaap:RestrictedStockUnitsRSUMember 2023-12-31 0001579091 us-gaap:RestrictedStockUnitsRSUMember 2024-09-30 0001579091 us-gaap:EmployeeStockOptionMember 2023-12-31 0001579091 us-gaap:EmployeeStockOptionMember 2024-09-30 0001579091 cart:SharesAvailableForFutureGrantMember 2023-12-31 0001579091 cart:SharesAvailableForFutureGrantMember 2024-09-30 0001579091 us-gaap:EmployeeStockMember 2023-12-31 0001579091 us-gaap:EmployeeStockMember 2024-09-30 0001579091 2023-01-012023-12-31 0001579091 us-gaap:RestrictedStockUnitsRSUMember 2024-01-012024-09-30 0001579091 us-gaap:RestrictedStockMember 2024-01-012024-09-30 0001579091 us-gaap:RestrictedStockMember 2023-12-31 0001579091 us-gaap:RestrictedStockMember 2024-09-30 0001579091 cart:RestrictedStockUnitsRSUsPerformanceSharesMember 2024-01-012024-09-30 0001579091 cart:RestrictedStockUnitsRSUsPerformanceSharesMember 2024-04-012024-04-30 0001579091 us-gaap:CostOfSalesMember 2023-07-012023-09-30 0001579091 us-gaap:CostOfSalesMember 2024-07-012024-09-30 0001579091 us-gaap:CostOfSalesMember 2023-01-012023-09-30 0001579091 us-gaap:CostOfSalesMember 2024-01-012024-09-30 0001579091 cart:OperationsAndSupportExpenseMember 2023-07-012023-09-30 0001579091 cart:OperationsAndSupportExpenseMember 2024-07-012024-09-30 0001579091 cart:OperationsAndSupportExpenseMember 2023-01-012023-09-30 0001579091 cart:OperationsAndSupportExpenseMember 2024-01-012024-09-30 0001579091 us-gaap:ResearchAndDevelopmentExpenseMember 2023-07-012023-09-30 0001579091 us-gaap:ResearchAndDevelopmentExpenseMember 2024-07-012024-09-30 0001579091 us-gaap:ResearchAndDevelopmentExpenseMember 2023-01-012023-09-30 0001579091 us-gaap:ResearchAndDevelopmentExpenseMember 2024-01-012024-09-30 0001579091 us-gaap:SellingAndMarketingExpenseMember 2023-07-012023-09-30 0001579091 us-gaap:SellingAndMarketingExpenseMember 2024-07-012024-09-30 0001579091 us-gaap:SellingAndMarketingExpenseMember 2023-01-012023-09-30 0001579091 us-gaap:SellingAndMarketingExpenseMember 2024-01-012024-09-30 0001579091 us-gaap:GeneralAndAdministrativeExpenseMember 2023-07-012023-09-30 0001579091 us-gaap:GeneralAndAdministrativeExpenseMember 2024-07-012024-09-30 0001579091 us-gaap:GeneralAndAdministrativeExpenseMember 2023-01-012023-09-30 0001579091 us-gaap:GeneralAndAdministrativeExpenseMember 2024-01-012024-09-30 0001579091 2023-09-212023-09-21 0001579091 us-gaap:IPOMember 2023-09-21 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2023-07-012023-09-30 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2024-07-012024-09-30 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2023-01-012023-09-30 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2024-01-012024-09-30 0001579091 us-gaap:EmployeeStockOptionMember 2023-07-012023-09-30 0001579091 us-gaap:EmployeeStockOptionMember 2024-07-012024-09-30 0001579091 us-gaap:EmployeeStockOptionMember 2023-01-012023-09-30 0001579091 us-gaap:EmployeeStockOptionMember 2024-01-012024-09-30 0001579091 us-gaap:RestrictedStockUnitsRSUMember 2023-07-012023-09-30 0001579091 us-gaap:RestrictedStockUnitsRSUMember 2024-07-012024-09-30 0001579091 us-gaap:RestrictedStockUnitsRSUMember 2023-01-012023-09-30 0001579091 us-gaap:RestrictedStockUnitsRSUMember 2024-01-012024-09-30 0001579091 us-gaap:RestrictedStockMember 2023-07-012023-09-30 0001579091 us-gaap:RestrictedStockMember 2024-07-012024-09-30 0001579091 us-gaap:RestrictedStockMember 2023-01-012023-09-30 0001579091 us-gaap:RestrictedStockMember 2024-01-012024-09-30 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2023-07-012023-09-30 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2024-07-012024-09-30 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2023-01-012023-09-30 0001579091 cart:SeriesARedeemableConvertiblePreferredStockMember 2024-01-012024-09-30 0001579091 us-gaap:EmployeeStockOptionMember 2023-07-012023-09-30 0001579091 us-gaap:EmployeeStockOptionMember 2024-07-012024-09-30 0001579091 us-gaap:EmployeeStockOptionMember 2023-01-012023-09-30 0001579091 us-gaap:EmployeeStockOptionMember 2024-01-012024-09-30 0001579091 us-gaap:RestrictedStockUnitsRSUMember 2023-07-012023-09-30 0001579091 us-gaap:RestrictedStockUnitsRSUMember 2024-07-012024-09-30 0001579091 us-gaap:RestrictedStockUnitsRSUMember 2023-01-012023-09-30 0001579091 us-gaap:RestrictedStockUnitsRSUMember 2024-01-012024-09-30 0001579091 us-gaap:RestrictedStockMember 2023-07-012023-09-30 0001579091 us-gaap:RestrictedStockMember 2024-07-012024-09-30 0001579091 us-gaap:RestrictedStockMember 2023-01-012023-09-30 0001579091 us-gaap:RestrictedStockMember 2024-01-012024-09-30 0001579091 us-gaap:RestrictedStockUnitsRSUMembercart:PerformanceAndOrMarketBasedConditionsMember 2023-07-012023-09-30 0001579091 us-gaap:RestrictedStockUnitsRSUMembercart:PerformanceAndOrMarketBasedConditionsMember 2024-07-012024-09-30 0001579091 us-gaap:RestrictedStockUnitsRSUMembercart:PerformanceAndOrMarketBasedConditionsMember 2023-01-012023-09-30 0001579091 us-gaap:RestrictedStockUnitsRSUMembercart:PerformanceAndOrMarketBasedConditionsMember 2024-01-012024-09-30 0001579091 cart:PerformanceAndOrMarketBasedConditionsMember 2023-07-012023-09-30 0001579091 cart:PerformanceAndOrMarketBasedConditionsMember 2024-07-012024-09-30 0001579091 cart:PerformanceAndOrMarketBasedConditionsMember 2023-01-012023-09-30 0001579091 cart:PerformanceAndOrMarketBasedConditionsMember 2024-01-012024-09-30 0001579091 us-gaap:RelatedPartyMember 2023-07-012023-09-30 0001579091 us-gaap:RelatedPartyMember 2023-01-012023-09-30 0001579091 us-gaap:RelatedPartyMember 2024-01-012024-03-31 0001579091 us-gaap:RelatedPartyMember 2023-12-31 0001579091 2024-02-092024-02-09 0001579091 2024-02-09 0001579091 us-gaap:EmployeeSeveranceMember 2024-01-012024-09-30 0001579091 us-gaap:EmployeeSeveranceMember 2024-07-012024-09-30 0001579091 cart:A2024RestructuringPlanMember 2024-01-012024-03-31 0001579091 cart:OperationsAndSupportExpenseMemberus-gaap:EmployeeSeveranceMember 2024-01-012024-09-30 0001579091 us-gaap:ResearchAndDevelopmentExpenseMemberus-gaap:EmployeeSeveranceMember 2024-01-012024-09-30 0001579091 us-gaap:SellingAndMarketingExpenseMemberus-gaap:EmployeeSeveranceMember 2024-01-012024-09-30 0001579091 us-gaap:GeneralAndAdministrativeExpenseMemberus-gaap:EmployeeSeveranceMember 2024-01-012024-09-30 0001579091 us-gaap:RestrictedStockUnitsRSUMemberus-gaap:SubsequentEventMember 2024-11-012024-11-30 0001579091 srt:MinimumMemberus-gaap:SubsequentEventMember 2024-11-30 0001579091 srt:MaximumMemberus-gaap:SubsequentEventMember 2024-11-30 0001579091 us-gaap:SubsequentEventMember 2024-11-12 0001579091 us-gaap:RestrictedStockUnitsRSUMemberus-gaap:SubsequentEventMember 2024-11-122024-11-12 0001579091 cart:AlanRamsayMember 2024-01-012024-09-30 0001579091 cart:AlanRamsayMember 2024-07-012024-09-30 0001579091 cart:AlanRamsayMembercart:AlanRamsayTradingArrangementCommonStockMember 2024-09-30 0001579091 cart:AlanRamsayMembercart:AlanRamsayTradingArrangementCommonStockSubjectToRestrictedStockUnitsPreviouslyAwardedMember 2024-09-30 shares iso4217:USD iso4217:USD shares pure cart:shareholder cart:employeefalse2024Q30001579091--12-31P513D10-Qtrue2024-09-30false001-41805MAPLEBEAR INC.DE46-072333550 Beale StreetSuite 600San FranciscoCA94105888246-7822Common Stock, par value $0.0001 per shareCARTNASDAQYesYesNon-accelerated Filerfalsefalsefalse256894776213700000012880000049000002000000040000005000000853000000949000001370000013400000012900000011800000033050000002509000000.00010.0001583300058330005833000583300058330005833000177000001840000000.00010.00012416700024167000000000.00010.00012000000000200000000027904600026350000003728000000375000000287200000047270000003926000000764000000852000000223900000024950000002030000002110000005690000006170000005610000006410000001245700000013800000-218800000033400000-50000000-2000000-2000000230000001500000057000000540000002-243900000015300000-213300000038600000044000000035000000-37600000077000000-19990000001180000000-175700000030900000002000000070000000-19990000001160000000-175700000030200000000-200000000-19990000001180000000-17570000003020000000-20.860.45-21.921.13-20.860.42-21.921.0695836000259660000801800002665500009583600028100300008180000285701000-19990000001180000000-175700000030900000002000000002000000010000000-300000002000000030000000-3000000-19990000001200000000-17540000003060000001673020002822000000722300000689000091800000-5000000-977000000-64000000980004600023000500000050000000-1000000-10000002000000020000001280000001280000001673020002822000000723510000068900009230000000-40000008490000070000000250005000000500000020000002000000114000000114000000167302000282200000072376000068900009280000000-20000007350000001910000001673020002822000000072376000068900009280000000-2000000-167302000-282220000001676920002822000000282200000058330001750000001410000039200000039200000068800000-6880001000332880009991000030000003000000-7431000253980005700000005700000002645000000264500000-1999000000-19990000000058330001750000002800870000006220000000-2000000-27340000003484000000583300017700000027904600006382000000300000-26350000003750000000-20000002000000020000007409000771900049000000490000000304000083000000830000001700000017000000-5000000-5000000254500071500000071500000013000000130000005833000179000000265729000063630000000-32200000003141000000-300000030000003000000414700035570002500000025000000174000600000060000001460000001460000009686000325000000325000000610000006100000058330001820006200000-348400000030390000005833000182000000263573000065250000000-2000000-34840000003039000000-200000020000002000000405500037000200000020000001050003000000300000078000000780000002000000107830003620000003620000001180000001180000000-37280000002872000000-175700000030900000033000003900000026140000021400000018000000160000001100000090000000-39400000055000000030000000-200000017000000112000000-140000007000000-31000000-3000000-10800000018000000220000001300000-11000000-12000000-38000000-70000003530000053400000090000002500000027400000540000003800000052000000030000001460000000-260000004010000001750000000570000000920000003000000760000000570000003000000001397000000600000-13560000000-4000000505000000-852000000159900000022930000002104000000144100000040000000130000004100000027000000282200000009000000030000000-200000030000000070000002010000000128800000075000000134000000190000001900000021040000001441000000 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:56.212%"><tr><td style="width:1.0%"></td><td style="width:4.290%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.878%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:92.432%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">1.</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Business</td></tr></table> Description of Business Maplebear Inc., doing business as (“DBA”) Instacart (the “Company”), was incorporated in Delaware on August 3, 2012 and is headquartered in San Francisco, California. The Company is a diversified technology business that operates a technology solution that enables connections and transactions among retailers, end users, advertisers, shoppers, and other partners mainly throughout the United States and Canada. End users are provided the ability to transact with retailers for grocery and non-grocery items and with shoppers to pick and deliver the items on the end user’s behalf. Retailers contract with the Company to have their goods available for search, selection, and purchase, generally for a percentage of the total purchase value from the sale of goods, on a fee per transaction basis, or some combination thereof. Advertisers have the opportunity to purchase Sponsored Product ads, display ads, coupons, and a variety of other online advertising services. Shoppers, who are independent contractors that pick and deliver orders, use the Company’s technology solution for fulfillment or delivery service opportunities primarily on a fee per batch basis. The Company also sells software-as-a-service offerings primarily targeted at retailers and charges fees for such offerings. <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:56.212%"><tr><td style="width:1.0%"></td><td style="width:4.290%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.878%"></td><td style="width:0.1%"></td><td

style="width:1.0%"></td><td style="width:92.432%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">2.</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Significant Accounting Policies</td></tr></table> Basis of Presentation The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") and applicable rules and regulations of the Securities and Exchange Commission ("SEC") regarding interim financial information. Certain information and disclosures normally included in consolidated financial statements prepared in accordance with GAAP have been condensed or omitted. Accordingly, these condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes for the year ended December 31, 2023, which can be found in the Company's Annual Report on Form 10-K. In management's opinion, the unaudited interim condensed consolidated financial statements have been prepared on the same basis as the annual financial statements and reflect all adjustments, which include only normal recurring adjustments necessary for the fair statement of the condensed consolidated financial statements. The condensed consolidated balance sheet as of December 31, 2023 has been derived from the audited financial statements at that date but does not include all of the disclosures required by GAAP.
 The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries after elimination of all intercompany accounts and transactions. The condensed consolidated financial statements reflect all adjustments and reclassifications that, in the opinion of management, are necessary for the fair presentation of the Company's results of operations and financial condition as of and for the periods presented. The results for the interim periods are not necessarily indicative of the results to be expected for the full year or any other future interim or annual period.
 There have been no significant changes to the Company's significant accounting policies described in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 that have had a material impact on our condensed consolidated financial statements and related notes.
 Use of Estimates The preparation of financial statements in conformity with GAAP requires management to make judgments, estimates, and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting periods covered by the financial statements and accompanying notes. These judgments, estimates, and assumptions are used for, but not limited to, (i) revenue recognition, including revenue-related reserves, (ii) stock-based compensation, (iii) valuation of the Company's equity awards, (iv) legal and other loss contingencies, (v) income taxes, and (vi) capitalized internal-use software. The Company determines its estimates and judgments on historical experience and on various other assumptions that it believes are reasonable under the circumstances. However, actual results could differ from these estimates, and these differences may be material to the condensed consolidated financial statements.
 The Company has considered the impacts of macroeconomic trends affecting the Company's markets and industry such as higher inflation, elevated interest rates, the effects of supply chain challenges, cessation of government aid programs, geopolitical conflicts, uncertainty regarding an economic recession and associated decreases in consumer discretionary income, changing consumer preferences, and the effects of severe weather patterns on the assumptions and inputs supporting certain of the Company's estimates, assumptions, and judgments. The level of uncertainties and volatility in the global financial markets and economies, as well as the uncertainties related to these macroeconomic factors, geopolitical environment, and their effects on the Company's operations and financial performance, means that these estimates may change in future periods as new events occur and additional information is obtained. Recent Accounting Pronouncements Not Yet Adopted In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280), Improvements to Reportable Segment Disclosures to enable investors to better understand an entity's overall performance through enhanced disclosures about significant segment expenses. The guidance enhances interim disclosure requirements, clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, and provide new segment disclosure requirements for entities with a single reportable segment. This update is effective for all entities for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. An entity should apply the enhanced segment disclosure requirements retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the impact that this guidance will have on its consolidated financial statements.
 In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires disaggregated information about a reporting entity's effective tax rate reconciliation, as well as information on income taxes paid. The standard is effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. The guidance will be applied on a prospective basis with the option to apply the standard retrospectively. The Company is currently evaluating the impact that this guidance will have on its consolidated financial statements.
 There are other new accounting pronouncements issued by the FASB that the Company has adopted or will adopt, as applicable, and the Company does not believe any of these accounting pronouncements have had, or will have, a material impact on its consolidated financial statements or disclosures. Basis of Presentation The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") and applicable rules and regulations of the Securities and Exchange Commission ("SEC") regarding interim financial information. Certain information and disclosures normally included in consolidated financial statements prepared in accordance with GAAP have been condensed or omitted. Accordingly, these condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes for the year ended December 31, 2023, which can be found in the Company's Annual Report on Form 10-K. In management's opinion, the unaudited interim condensed consolidated financial statements have been prepared on the same basis as the annual financial statements and reflect all adjustments, which include only normal recurring adjustments necessary for the fair statement of the condensed consolidated financial statements. The condensed consolidated balance sheet as of December 31, 2023 has been derived from the audited financial statements at that date but does not include all of the disclosures required by GAAP.
 The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries after elimination of all intercompany accounts and transactions. The condensed consolidated financial statements reflect all adjustments and reclassifications that, in the opinion of management, are necessary for the fair presentation of the Company's results of operations and financial condition as of and for the periods presented. The results for the interim periods are not necessarily indicative of the results to be expected for the full year or any other future interim or annual period.
 There have been no significant changes to the Company's significant accounting policies described in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 that have had a material impact on our condensed consolidated financial statements and related notes. Use of Estimates The preparation of financial statements in conformity with GAAP requires management to make judgments, estimates, and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting periods covered by the financial statements and accompanying notes. These judgments, estimates, and assumptions are used for, but not limited to, (i) revenue recognition, including revenue-related reserves, (ii) stock-based compensation, (iii) valuation of the Company's equity awards, (iv) legal and other loss contingencies, (v) income taxes, and (vi) capitalized internal-use software. The Company determines its estimates and judgments on historical experience and on various other assumptions that it believes are reasonable under the circumstances. However, actual results could differ from these estimates, and these differences may be material to the condensed consolidated financial statements.
 The Company has considered the impacts of macroeconomic trends affecting the Company's markets and industry such as higher inflation, elevated interest rates, the effects of supply chain challenges, cessation of government aid programs, geopolitical conflicts, uncertainty regarding an economic recession and associated decreases in consumer discretionary income, changing consumer preferences, and the effects of severe weather patterns on the assumptions and inputs supporting certain of the Company's estimates, assumptions, and judgments. The level of uncertainties and volatility in the global financial markets and economies, as well as the uncertainties related to these macroeconomic factors, geopolitical environment, and their effects on the Company's operations and financial performance, means that these estimates may change in future periods as new events occur and additional information is obtained. Recent Accounting Pronouncements Not Yet Adopted In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280), Improvements to Reportable Segment Disclosures to enable investors to better understand an entity's overall performance through enhanced disclosures about significant segment expenses. The guidance enhances interim disclosure requirements, clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, and provide new segment disclosure requirements for entities with a single reportable segment. This update is effective for all entities for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. An entity should apply the enhanced segment disclosure requirements retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the impact that this guidance will have on its consolidated financial statements.
 In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires disaggregated information about a reporting entity's effective tax rate reconciliation, as well as information on income taxes paid. The standard is effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. The guidance will be applied on a prospective basis with the option to apply the standard retrospectively. The Company is currently evaluating the impact that this guidance will have on its consolidated financial statements.
 There are other new accounting pronouncements issued by the FASB that the Company has adopted or will adopt, as applicable, and the Company does not believe any of these accounting pronouncements have had, or will have, a material impact on its consolidated financial statements or

disclosures. <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:56.212%"><tr><td style="width:1.0%"></td><td style="width:4.290%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.878%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:92.432%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">3.</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Revenue</td></tr></table> Disaggregation of Revenue The following table summarizes the disaggregation of revenue according to type of revenue and is consistent with how the Company evaluates financial performance. The Company believes this depicts how the nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factors.
 <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:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</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">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">2023</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">2024</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:top">(in millions)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Transaction</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td colspan="2" style="background-color:#cceeff;padding:2px 3.9pt 2px 0;text-align:right;vertical-align:bottom">542</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td colspan="2" style="background-color:#cceeff;padding:2px 3.9pt 2px 0;text-align:right;vertical-align:bottom">606</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">$</td><td colspan="2" style="background-color:#cceeff;padding:2px 3.9pt 2px 0;text-align:right;vertical-align:bottom">1,611</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td colspan="2" style="background-color:#cceeff;padding:2px 3.9pt 2px 0;text-align:right;vertical-align:bottom">1,804</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Advertising and other</td><td colspan="3" style="background-color:#ffffff;padding:2px 3.9pt 2px 1pt;text-align:right;vertical-align:bottom">222</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 3.9pt 2px 1pt;text-align:right;vertical-align:bottom">246</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 3.9pt 2px 1pt;text-align:right;vertical-align:bottom">628</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 3.9pt 2px 1pt;text-align:right;vertical-align:bottom">691</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Total revenue</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">764 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">852 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,239 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,495 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Revenue by geographic areas based on bill-to location 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:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</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">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">2023</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">2024</td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:top">(in millions)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">United States</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td colspan="2" style="background-color:#cceeff;padding:2px 3.9pt 2px 0;text-align:right;vertical-align:bottom">737</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td colspan="2" style="background-color:#cceeff;padding:2px 3.9pt 2px 0;text-align:right;vertical-align:bottom">821</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 colspan="2" style="background-color:#cceeff;padding:2px 3.9pt 2px 0;text-align:right;vertical-align:bottom">2,163</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">$</td><td colspan="2" style="background-color:#cceeff;padding:2px 3.9pt 2px 0;text-align:right;vertical-align:bottom">2,399</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:0.08pt">International (1)</div></td><td colspan="3" style="background-color:#ffffff;padding:2px 3.9pt 2px 1pt;text-align:right;vertical-align:bottom">27</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 3.9pt 2px 1pt;text-align:right;vertical-align:bottom">31</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 3.9pt 2px 1pt;text-align:right;vertical-align:bottom">76</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 3.9pt 2px 1pt;text-align:right;vertical-align:bottom">96</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Total revenue</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">764 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">852 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,239 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,495 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> _____ (1) No individual international country represented 10% or more of the Company's total revenue for the three or nine months ended September 30, 2023 and 2024. Contract Assets and Liabilities The Company records deferred revenue, which is a contract liability, when the Company receives customer payments in advance of the performance obligations being satisfied on the Company's contracts. Deferred revenue is primarily comprised of balances related to Instacart+ memberships. Substantially all of the Company's deferred revenue as of December 31, 2023 and September 30, 2024 is expected to be recognized within a year. During the nine months ended September 30, 2023 and 2024, the Company recognized $166 million and $186 million of revenue, respectively, from the deferred revenue balance as of December 31, 2022 and 2023.</div><div style="text-align:justify;text-indent:18pt">
</div><div style="text-align:justify;text-indent:18pt">There were no material contract assets as of December 31, 2023 or September 30, 2024.</div><div style="margin-bottom:12pt;margin-top:12pt;text-align:justify">Concentrations of Credit Risk</div><div style="text-align:justify;text-indent:18pt">No customers accounted for 10% or more of the Company's accounts receivable as of December 31, 2023. The following customers accounted for 10% or more of the Company's accounts receivable as of September 30, 2024. </div><div style="text-align:justify">
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:83.596%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.204%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"><div style="padding-left:9.35pt;padding-right:3.6pt;text-indent:-9.35pt">
</div></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of September 30, 2024</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer A</td><td colspan="3" style="background-color:#cceeff;padding:2px 3.9pt 2px 1pt;text-align:right;vertical-align:bottom">14%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer B</td><td colspan="3" style="background-color:#ffffff;padding:2px 3.9pt 2px 1pt;text-align:right;vertical-align:bottom">10%</td></tr></table></div>The Company believes this depicts how the nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factors.<div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"><div style="padding-left:9.35pt;padding-right:3.6pt;text-indent:-9.35pt">
</div></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: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="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:0 1pt"></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></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"><div style="padding-left:9.35pt;padding-right:3.6pt;text-indent:-9.35pt">
</div></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:top">(in millions)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Transaction</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td colspan="2" style="background-color:#cceeff;padding:2px 3.9pt 2px 0;text-align:right;vertical-align:bottom">542</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">$</td><td colspan="2" style="background-color:#cceeff;padding:2px 3.9pt 2px 0;text-align:right;vertical-align:bottom">606</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td colspan="2" style="background-color:#cceeff;padding:2px 3.9pt 2px 0;text-align:right;vertical-align:bottom">1,611</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">$</td><td colspan="2" style="background-color:#cceeff;padding:2px 3.9pt 2px 0;text-align:right;vertical-align:bottom">1,804</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Advertising and other</td><td colspan="3" style="background-color:#ffffff;padding:2px 3.9pt 2px 1pt;text-align:right;vertical-align:bottom">222</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 3.9pt 2px 1pt;text-align:right;vertical-align:bottom">246</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 3.9pt 2px 1pt;text-align:right;vertical-align:bottom">628</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 3.9pt 2px 1pt;text-align:right;vertical-align:bottom">691</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Total revenue</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:9pt;font-weight:400;line-height:125%">764 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">852 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,239 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,495 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
5420000006060000001611000000180400000022200000024600000062800000069100000076400000085200000022390000002495000000 Revenue by geographic areas based on bill-to location 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:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</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">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">2023</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">2024</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:top">(in millions)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">United States</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td colspan="2" style="background-color:#cceeff;padding:2px 3.9pt 2px 0;text-align:right;vertical-align:bottom">737</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">$</td><td colspan="2" style="background-color:#cceeff;padding:2px 3.9pt 2px 0;text-align:right;vertical-align:bottom">821</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td colspan="2" style="background-color:#cceeff;padding:2px 3.9pt 2px 0;text-align:right;vertical-align:bottom">2,163</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">$</td><td colspan="2" style="background-color:#cceeff;padding:2px 3.9pt 2px 0;text-align:right;vertical-align:bottom">2,399</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> International (1) </td><td colspan="3" style="background-color:#ffffff;padding:2px 3.9pt 2px 1pt;text-align:right;vertical-align:bottom">27</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 3.9pt 2px 1pt;text-align:right;vertical-align:bottom">31</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 3.9pt 2px 1pt;text-align:right;vertical-align:bottom">76</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 3.9pt 2px 1pt;text-align:right;vertical-align:bottom">96</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Total revenue</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">764 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">852 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,239 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,495 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
_____ (1) No individual international country represented 10% or more of the Company's total revenue for the three or nine months ended September 30, 2023 and 2024.
73700000008210000002163000000239900000027000000310000007600000096000000764000000852000000223900000024950000001660000001860000000 <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:83.596%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.204%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of September 30, 2024</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer A</td><td colspan="3" style="background-color:#cceeff;padding:2px 3.9pt 2px 1pt;text-align:right;vertical-align:bottom">14%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer B</td><td colspan="3" style="background-color:#ffffff;padding:2px 3.9pt 2px 1pt;text-align:right;vertical-align:bottom">10%</td></tr></table> 0.140.10 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:56.212%"><tr><td style="width:1.0%"></td><td style="width:4.290%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.878%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:92.432%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">4.</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Fair Value Measurements</td></tr></table> The following tables summarize assets and liabilities that are measured at fair value on a recurring basis, by level, within the fair value hierarchy:

<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:60.718%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.994%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">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">Level 1</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in millions)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash equivalents</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Money market funds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,002 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,002 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 22pt;text-align:left;text-indent:-9pt;vertical-align:bottom">U.S. government and government agency debt securities</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">229 </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">229 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Total cash equivalents</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,002 </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;border-top:1pt solid #000;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">229 </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">— </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">1,231 </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">Short-term marketable securities</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="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:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">U.S. government and government agency debt securities</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">47 </td><td style="background-color:#ffffff;padding: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">47 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Corporate debt securities</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">2 </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">2 </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 25pt;text-align:left;vertical-align:bottom">Total short-term marketable securities</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">49 </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">— </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="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="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="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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 43pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,002 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">278 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,280 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:60.718%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.994%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of September 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt">
 </td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in millions)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash equivalents</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Money market funds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">503 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">503 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 22pt;text-align:left;text-indent:-9pt;vertical-align:bottom">U.S. government and government agency debt securities</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">105 </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">105 </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 25pt;text-align:left;vertical-align:bottom">Total cash equivalents</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">503 </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;border-top:1pt solid #000;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">105 </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">— </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">608 </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">Short-term marketable securities</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">U.S. government and government agency debt securities</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">20 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="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:9pt;font-weight:400;line-height:125%">— </td><td style="background-color:#ffffff;padding: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">20 </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">

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">229 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Total cash equivalents</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,002 </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;border-top:1pt solid #000;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">229 </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">— </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">1,231 </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">Short-term marketable securities</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></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:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">U.S. government and government agency debt securities</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">47 </td><td style="background-color:#ffffff;padding: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">47 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Corporate debt securities</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">2 </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">2 </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 25pt;text-align:left;vertical-align:bottom">Total short-term marketable securities</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">49 </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">— </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">49 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></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="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="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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 43pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,002 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">278 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,280 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:60.718%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.994%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of September 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in millions)</td></tr><tr><td colspan="3"

style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash equivalents</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Money market funds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">503 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">503 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 22pt;text-align:left;text-indent:-9pt;vertical-align:bottom">U.S. government and government agency debt securities</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">105 </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="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">105 </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 25pt;text-align:left;vertical-align:bottom">Total cash equivalents</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">503 </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;border-top:1pt solid #000;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">105 </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">— </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">608 </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">Short-term marketable securities</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="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:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">U.S. government and government agency debt securities</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">20 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="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">20 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Total short-term marketable securities</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><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20 </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">— </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">20 </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="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="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="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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 43pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">503 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">125 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">628 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
10020000000100200000002290000000229000000100200000022900000001231100000004700000000470000000200000002000000049000000049000000100200000027800
style="margin-bottom:0.1pt;padding-left:0.36pt;padding-right:3.5pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-

align:text-bottom;width:56.212%"><tr><td style="width:1.0%"></td><td style="width:4.290%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.878%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:92.432%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">5.</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Investments</td></tr></table>
 The following tables summarize the amortized cost, gross unrealized gains and losses, and aggregate fair value of the Company's investments in debt securities classified as available-for-sale:
 <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:60.718%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.994%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:middle">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">Amortized
Cost</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Gains</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Losses</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate
Fair Value</td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="21" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in millions)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash equivalents</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Money market funds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,002 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,002 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">U.S. government and government agency debt securities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">229 </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">229 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Total cash equivalents</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,231 </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="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,231 </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">Short-term marketable securities</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="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:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">U.S. government and government agency debt securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">47 </td><td style="background-color:#ffffff;padding: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">47 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Corporate debt securities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </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 25pt;text-align:left;vertical-align:bottom">Total short-term marketable securities</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">49 </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">— </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">— </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">49 </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="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="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="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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,280 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,280 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:12pt;margin-top:12pt;padding-right:-1pt"><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:60.718%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.994%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"><div style="padding-left:4.67pt;padding-right:4.67pt;text-align:center;text-indent:-9.35pt">
</div></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of September 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"><div style="padding-left:4.67pt;padding-right:4.67pt;text-align:center;text-indent:-9.35pt">
</div></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Amortized
Cost</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">Gross Unrealized Gains</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">Gross Unrealized Losses</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">Aggregate
Fair Value</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"><div style="padding-left:9.35pt;padding-right:3.6pt;text-indent:-9.35pt">
</div></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in millions)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash equivalents</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Money market funds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">503 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">503 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 22pt;text-align:left;text-indent:-9pt;vertical-align:bottom">U.S. government and government agency debt securities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">105 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">105 </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 25pt;text-align:left;vertical-align:bottom">Total cash equivalents</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">608 </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">— </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">— </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">608 </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">Short-term marketable securities</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></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:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">U.S. government and government agency debt

securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Total short-term marketable securities</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20 </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">— </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">— </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">20 </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="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="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="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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 43pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">628 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">628 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> For the purposes of computing realized and unrealized gains and losses, the cost of investments sold is based on the specific-identification method. The unrealized losses on the Company's availability-for-sale debt securities as of December 31, 2023 and September 30, 2024 were immaterial. The following table summarizes the amortized cost and fair value of the Company's available-for-sale debt securities with a stated maturity date: <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:60.718%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.994%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">As of December 31, </td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">As of September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" 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="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Amortized Cost</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><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">Amortized Cost</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:top">(in millions)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Within one year</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,280 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,280 </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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">628 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,280 </td><td

style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,280 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">628 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">628 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify;text-indent:18pt">The following tables summarize the amortized cost, gross unrealized gains and losses, and aggregate fair value of the Company's investments in debt securities classified as available-for-sale:</div><div style="text-align:justify">
</div><div style="margin-bottom:6pt"><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:60.718%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.994%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"><div style="padding-left:4.67pt;padding-right:4.67pt;text-align:center;text-indent:-9.35pt">
</div></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:middle">As of December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"><div style="padding-left:4.67pt;padding-right:4.67pt;text-align:center;text-indent:-9.35pt">
</div></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Amortized
Cost</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Gains</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Unrealized Losses</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate
Fair Value</td></tr><tr><td colspan="3" style="padding:0 1pt"><div style="padding-left:9.35pt;padding-right:3.6pt;text-indent:-9.35pt">
</div></td><td colspan="21" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in millions)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash equivalents</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Money market funds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,002 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">1,002 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">U.S. government and government agency debt securities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">229 </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">229 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Total cash equivalents</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,231 </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">— </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">— </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">1,231 </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">Short-term marketable securities</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="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:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">U.S. government and government agency debt securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">47 </td><td style="background-color:#ffffff;padding: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><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">47 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Corporate debt securities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td

style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </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 25pt;text-align:left;vertical-align:bottom">Total short-term marketable securities</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">49 </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">— </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">— </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">49 </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="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="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="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;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,280 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,280 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:60.718%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.994%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of September 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Amortized
Cost</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">Gross Unrealized Gains</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">Gross Unrealized Losses</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">Aggregate
Fair Value</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in millions)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash equivalents</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Money market funds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">503 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">503 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 22pt;text-align:left;text-indent:-9pt;vertical-align:bottom">U.S. government and government agency debt securities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">105 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">105 </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 25pt;text-align:left;vertical-align:bottom">Total cash equivalents</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">608 </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">— </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">— </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">

608 </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">Short-term marketable securities</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none

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 25pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,280 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,280 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">628 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">628 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 1280000000128000000062800000006280000000128000000062800000006280000000 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:82.424%"><tr><td style="width:1.0%"></td><td style="width:2.760%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:94.305%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">6.</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Property and Equipment, Net</td></tr></table> Property and equipment, net of accumulated depreciation and amortization, 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:59.203%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr style="height:21pt"><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" rowspan="2" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Estimated Useful Life </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of
December 31,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of
September 30,</td></tr><tr style="height:12pt"><td colspan="3" style="padding:0 1pt">
 </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">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></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:top">(in years)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:top">(in millions)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Computer equipment</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">3</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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#231f20;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">18 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Furniture and fixtures</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">5</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Leasehold improvements</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2-8 </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23 </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">Capitalized internal-use software</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2-5 </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">135 </td><td style="background-color:#ffffff;padding: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">206 </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 23.5pt;text-align:left;vertical-align:bottom">Total property and equipment</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt">
 </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">185 </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">255 </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">Less: accumulated depreciation and amortization</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
 </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(50)</td><td style="background-color:#ffffff;padding: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">(63)</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 43pt;text-align:left;vertical-align:bottom">Total property and equipment, net</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt">
 </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">135 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$

</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">192 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 Depreciation expense related to the Company's property and equipment was $4 million and $2 million for the three months ended September 30, 2023 and 2024, respectively, and $10 million and $6 million for the nine months ended September 30, 2023 and 2024, respectively. Amortization expense related to the Company's internal-use software, which is primarily recorded within cost of revenue in the condensed consolidated statements of operations, was $1 million and $7 million for the three months ended September 30, 2023 and 2024, respectively, and $3 million and $13 million for the nine months ended September 30, 2023 and 2024, respectively. During the three months ended September 30, 2023 and 2024, the Company capitalized $54 million and $25 million of internal-use software costs, inclusive of $41 million and $9 million of stock-based compensation expense, respectively. During the nine months ended September 30, 2023 and 2024, the Company capitalized $81 million and $71 million of internal-use software costs, inclusive of $41 million and $27 million of stock-based compensation expense, respectively.</div><div style="margin-bottom:12pt;padding-right:-1pt;text-indent:18pt">Property and equipment, net of accumulated depreciation and amortization, consisted of the following:</div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:59.203%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr style="height:21pt"><td colspan="3" style="padding:0 1pt"><div style="padding-left:26.25pt;padding-right:26.25pt;text-align:center">
</div></td><td colspan="3" rowspan="2" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:3.6pt;padding-right:3.6pt;text-align:center">Estimated Useful Life</div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of
December 31,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of
September 30,</td></tr><tr style="height:12pt"><td colspan="3" style="padding:0 1pt"><div style="padding-left:26.25pt;padding-right:26.25pt;text-align:center">
</div></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">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></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:top">(in years)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:top">(in millions)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Computer equipment</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">3</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">17 </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 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Furniture and fixtures</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">5</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Leasehold improvements</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:0.08pt;text-align:center">2-8</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">22 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23 </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">Capitalized internal-use software</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:0.08pt;text-align:center">2-5</div></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">135 </td><td style="background-color:#ffffff;padding: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">206 </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 23.5pt;text-align:left;vertical-align:bottom">Total property and equipment</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"><div style="padding-left:3.6pt;padding-right:3.6pt;text-align:center">
</div></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">185 </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">255 </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">Less: accumulated depreciation and amortization</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"><div style="padding-left:3.6pt;padding-right:3.6pt;text-align:center">
</div></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(50)</td><td style="background-color:#ffffff;padding: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">(63)</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 43pt;text-align:left;vertical-align:bottom">Total property and equipment, net</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"><div style="padding-left:3.6pt;padding-right:3.6pt;text-align:center">
</div></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#231f20;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">135 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">192 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>P3Y1700000018000000P5Y110000008000000P2Y8Y2200000023000000P2Y5Y13500000020600000018500000025500000050000000630000001350000001920000004100000090000008100000071000000-41000000-27000000 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:51.363%"><tr><td style="width:1.0%"></td><td style="width:4.504%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.979%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:92.117%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">7.</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill and Intangible Assets, Net</td></tr></table> Goodwill
 There were no changes in the carrying amount of goodwill for the nine months ended September 30, 2024.
 Intangible Assets, Net
 <div

style="padding-right:-1pt;text-indent:18pt">Intangible assets, net, resulting from business combinations and asset purchases 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:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:middle">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">Gross Carrying Value</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">Accumulated Amortization</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">Net Carrying Value</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;text-indent:-9.35pt;vertical-align:bottom">Weighted-Average Remaining Useful Life</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:top">(in millions)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:top">(in years)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Developed technology</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">91 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(43)</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">48 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">3.3</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer relationships</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27 </td><td style="background-color:#ffffff;padding: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)</td><td style="background-color:#ffffff;padding: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">14 </td><td style="background-color:#ffffff;padding: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:center;vertical-align:bottom">2.3</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Patents</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13 </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)</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">9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">5.5</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#ffffff;padding: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)</td><td style="background-color:#ffffff;padding: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 </td><td style="background-color:#ffffff;padding: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:center;vertical-align:bottom">5.9</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Total intangible assets, net</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">139 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(62)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">77 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt">
 </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:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of September 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Carrying Value</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">Accumulated Amortization</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">Net Carrying Value</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;text-indent:-9.35pt;vertical-align:bottom">Weighted-Average Remaining Useful Life</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:top">(in millions)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-

serif;font-size:8pt;font-weight:700;line-height:125%">(in years)</td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Developed technology</td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">91 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">(55)</td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">36 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:center;vertical-align:bottom">2.8</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer relationships</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27 </td><td style="background-color:#ffffff;padding: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">(18)</td><td style="background-color:#ffffff;padding: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 </td><td style="background-color:#ffffff;padding: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:center;vertical-align:bottom">1.7</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Patents</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14 </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)</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 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">4.8</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#ffffff;padding: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)</td><td style="background-color:#ffffff;padding: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 </td><td style="background-color:#ffffff;padding: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:center;vertical-align:bottom">5.9</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Total intangible assets, net</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">140 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(82)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">58 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt">
 </td></tr></table>
 Amortization expense totaled $6 million and $6 million for the three months ended September 30, 2023 and 2024, respectively, and $20 million and $20 million for the nine months ended September 30, 2023 and 2024, respectively.</div><div style="padding-right:-1pt;text-align:justify;text-indent:18pt">
</div><div style="padding-right:-1pt;text-align:justify;text-indent:18pt">As of September 30, 2024, the remaining intangible asset amortization was as follows:</div><div style="padding-right:-1pt;text-align:justify">
</div><div style="padding-right:-1pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.718%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.082%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Year ending December 31,</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in millions)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Remainder of 2024</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6 </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">2025</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></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </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">Thereafter</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></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 23.5pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">58 </td><td

style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Intangible assets, net, resulting from business combinations and asset purchases 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:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:middle">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">Gross Carrying Value</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">Accumulated Amortization</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">Net Carrying Value</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;text-indent:-9.35pt;vertical-align:bottom">Weighted-Average Remaining Useful Life</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:top">(in millions)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:top">(in years)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Developed technology</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">91 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(43)</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">48 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">3.3</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer relationships</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27 </td><td style="background-color:#ffffff;padding: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)</td><td style="background-color:#ffffff;padding: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">14 </td><td style="background-color:#ffffff;padding: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:center;vertical-align:bottom">2.3</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Patents</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13 </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)</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">9 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">5.5</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#ffffff;padding: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)</td><td style="background-color:#ffffff;padding: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 </td><td style="background-color:#ffffff;padding: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:center;vertical-align:bottom">5.9</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Total intangible assets, net</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">139 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(62)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">77 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt">
 </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:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of September 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Carrying Value</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">Accumulated Amortization</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">Net Carrying Value</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;text-indent:-9.35pt;vertical-align:bottom">Weighted-Average Remaining Useful Life</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:top">(in millions)</td><td colspan="3"

style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:top">(in years)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Developed technology</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">91 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(55)</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">36 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2.8</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer relationships</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27 </td><td style="background-color:#ffffff;padding: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">(18)</td><td style="background-color:#ffffff;padding: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 </td><td style="background-color:#ffffff;padding: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:center;vertical-align:bottom">1.7</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Patents</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14 </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)</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 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">4.8</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#ffffff;padding: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)</td><td style="background-color:#ffffff;padding: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 </td><td style="background-color:#ffffff;padding: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:center;vertical-align:bottom">5.9</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Total intangible assets, net</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">140 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(82)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">58 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 </td></tr></table>
910000004300000048000000P3Y3M18D270000001300000014000000P2Y3M18D13000000400000090000000P5Y6M8000000020000006000000P5Y10M24D1390000006206
style="padding-right:-1pt;text-align:justify;text-indent:18pt">As of September 30, 2024, the remaining intangible asset amortization 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:85.718%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.082%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Year ending December 31,</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in millions)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Remainder of 2024</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6 </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">2025</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></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </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">Thereafter</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></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 23.5pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">58 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 60000002200000017000000700000040000002000000580000000 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:51.363%"><tr><td style="width:1.0%"></td><td style="width:4.504%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.979%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:92.117%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">8.</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued and Other Current Liabilities</td></tr></table> <span style="color:#231f20;font-family:'Times New Roman',sans-

serif;font-size:10pt;font-weight:400;line-height:120%">Accrued and other current liabilities were as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of
December 31,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of
September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">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></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:top">(in millions)</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued legal and regulatory matters</td><td style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;padding:2px 0;text-align:right;vertical-align:bottom">59 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ceeeff;padding:2px 0;text-align:right;vertical-align:bottom">61 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Accrued shopper and merchant liability (1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">113 </td><td style="background-color:#ffffff;padding: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">117 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued advertising</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">64 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued compensation and benefits</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38 </td><td style="background-color:#ffffff;padding: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">22 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued professional, legal, and contractor services</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">47 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Sales and indirect tax liabilities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Insurance reserves</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">49 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Advances from payment card issuer</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">57 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">69 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">84 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 23.5pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">451 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#231f20;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">530 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> _____ (1) Accrued merchant liability primarily includes liabilities to certain retailers for payment of goods. Accrued and other current liabilities were as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of
December 31,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of
September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">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></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:top">(in millions)</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued legal and regulatory matters</td><td style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;padding:2px 0;text-align:right;vertical-align:bottom">59 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td>

colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;padding:2px 0;text-align:right;vertical-align:bottom">61 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:0.08pt">Accrued shopper and merchant liability (1)</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">113 </td><td style="background-color:#ffffff;padding: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">117 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued advertising</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">64 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued compensation and benefits</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38 </td><td style="background-color:#ffffff;padding: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">22 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued professional, legal, and contractor services</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">47 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Sales and indirect tax liabilities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Insurance reserves</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">49 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Advances from payment card issuer</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">57 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">69 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">84 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 23.5pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#231f20;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">451 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">530 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> _____ (1) Accrued merchant liability primarily includes liabilities to certain retailers for payment of goods.
5900000061000000113000000117000000580000006400000038000000220000004700000041000000350000003500000032000000490000000570000006900000008400000
style="margin-bottom:0.1pt;padding-left:0.36pt;padding-right:3.5pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:52.121%"><tr><td style="width:1.0%"></td><td style="width:5.876%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.962%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:90.762%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">9.</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Commitments and Contingencies</td></tr></table> Leases The Company's leases primarily include corporate offices and warehouse space. The lease terms of operating leases vary from one year to 11 years, with expirations through January 2029. The Company has leases that include one or more options to extend the lease term for up to five years, as well as options to terminate the lease within one year. The Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise such options. Most of these options to extend or terminate the lease do not create a significant economic incentive to extend the lease term and hence are not recognized as part of the Company's operating lease liabilities and operating lease right-of-use assets. The Company did not modify, enter into, or acquire any material leasing arrangements during the three or nine months ended September 30, 2023 or 2024.
 Sales and Indirect Taxes The Company pays applicable state, franchise, and other taxes in state and local jurisdictions in which the Company conducts business. In the United States, the Company is under audit by various tax authorities with regard to sales and indirect tax matters. The subject matter of these audits primarily relates to the reporting of sales on behalf of the Company's third-party sellers or tax treatment applied to the sale of the Company's services in these jurisdictions. The Company believes it properly accrues and pays taxes according to its understanding of the tax requirements in each taxing jurisdiction; however it is possible that tax authorities may question the Company's interpretation of taxability. As such, there is a high degree of complexity involved in the interpretation and application of state and local sales and indirect tax rules to the Company's activities. As a result, the Company maintains a reserve related to potential tax, interest, or penalties that may become due. Significant judgments are made by the Company in estimating these reserves which includes assessing the taxability of goods or services transacted using the Company's technology solution. The Company maintains such reserves until the respective statute of limitations has passed or upon conclusion of an audit examination with the relevant tax authorities, at which point the tax exposure and related interest and penalties are released. The reserve balance was $32 million and $27 million as of December 31, 2023 and September 30, 2024, respectively, and was included within other long-term liabilities on the condensed consolidated balance sheets. The Company recognized a reserve release of $23 million and $1 million related to these reserves for three months ended September 30, 2023 and 2024, respectively. The Company recognized a reserve release of $34 million and $4 million for the nine months ended September 30, 2023 and 2024. The reserve release during the three and nine months ended September 30, 2023 is primarily due to a reserve release of $18 million related to the resolution of a sales and use tax examination with the State of New York. These amounts <span style="color:#231f20;font-family:'Times New

Roman';sans-serif;font-size:10pt;font-weight:400;line-height:120%">were recorded within general and administrative expense in the condensed consolidated statements of operations. Legal Matters The outcomes of the Company's legal proceedings are inherently unpredictable and subject to significant uncertainties. The Company records a liability for legal contingencies when the Company believes that it is both probable that a loss has been incurred and the amount can be estimated. If the Company determines that a loss is reasonably possible and the loss or range of loss can be estimated, the Company discloses the possible loss in the condensed consolidated financial statements. If the Company determines that a loss is either probable or reasonably possible, but the loss or range of loss cannot be estimated, the Company discloses that fact in the condensed consolidated financial statements. Until the final resolution of legal matters, there may be an exposure to a material loss in excess of the amount recorded. Legal fees are expensed as incurred. Independent Contractor Classification Matters The Company operates in several jurisdictions where there have been regulations enacted with respect to methods companies should use to classify workers as either independent contractors or employees, such as California, which enacted California Assembly Bill 5 in 2019. The Company believes that it has properly classified its workers in all jurisdictions in which it operates.
 Further, on December 16, 2020, the California state ballot initiative, Proposition 22, which provides a framework that offers legal certainty regarding the status of independent workers offering delivery services in California and protects worker flexibility, the quality of on-demand work, and access to benefits for those who qualify, among other things, became effective. The Company provides appropriate worker benefits and other protections in accordance with Proposition 22, including guaranteed minimum earnings, healthcare subsidies, insurance, and safety trainings. Although the constitutionality of Proposition 22 was subsequently challenged, on July 25, 2024, the California Supreme Court upheld Proposition 22 as constitutional. However, there may continue to be legal challenges, or legislative or other attempts to amend or otherwise invalidate the benefits, protections, or the independent worker status provided by Proposition 22. Further, any future judgments, settlements, or orders issued by a court or governmental body or otherwise in connection with any judicial, administrative, or legal proceeding that results in the Company being prohibited from continuing to use independent-contractor shoppers in the manner it currently does would likely result in increases to its costs related to shoppers and decreases in the breadth of its offerings and geographic coverage. Further, if the Company changes its offerings or increases customer fees as a result of the increased costs, such changes may result in lower order volumes, which in turn would have an adverse effect on the Company's business, financial condition, and results of operations.
 The Company has other active legal matters in California and several other jurisdictions, including litigation, government audits, administrative claims, and inquiries, related to its classification of individuals who provide delivery and other fulfillment services as non-employee contractors. These matters involve allegations that certain individuals are misclassified and, as a result, may be due unpaid minimum statutory wages, overtime, expense reimbursement, and certain other payments and protections, among other issues. Courts and agencies handling these matters may rule that the Company cannot engage workers to perform certain tasks, including delivery and other fulfillment services, as independent contractors. In some of these cases, the Company has entered into settlement agreements to resolve the claims without any admission of liability and in others, there is active litigation or proceedings. The Company is also involved in administrative audits with various state and local enforcement agencies, including audits related to shopper classification, state and local ordinance requirements, and unemployment insurance and workers' compensation contributions, in Alaska, Florida, New Jersey, New York, Pennsylvania, and Washington. The Company believes that it complies with applicable legal requirements and that shoppers are properly classified as independent contractors; therefore, the Company disputes that it is obligated to provide such additional benefits under state law and plans to vigorously contest any adverse assessment or determination. The Company's chances of success on the merits are still uncertain, such that any reasonably possible loss or range of loss cannot be estimated. However, the results of these audits may result in additional payments, including settlement payments, penalties, and interest, and such additional amounts could have a material impact on the Company's business, financial conditions, results of operations, and cash flows. In March 2023, the Company entered into a settlement agreement with the California Employment Development Department to resolve disputes concerning alleged unemployment insurance contributions for $32 million. In April 2023, the settlement became effective after the approval by the California Attorney General and an Administrative Law Judge of the California Unemployment Insurance Appeal Board. This amount was previously accrued for and subsequently paid during the year ended December 31, 2023.
 The Company is also currently involved in several putative class and collective actions, thousands of alleged individual claims, including those brought or threatened to be brought in arbitration or compelled to arbitrate pursuant to its independent contractor agreements, and matters brought, in whole or in part, as representative actions under California's Private Attorney General Act, Labor Code Section 2698, et seq., alleging that the Company misclassified shoppers as independent contractors and related claims. None of the putative class or collective actions have progressed to or resulted in class certification. Those involving misclassification have motions to compel individual arbitration pending in court.
 Securities Litigation
 On January 25, 2024, a purported shareholder filed suit against the Company and certain of the Company's current and former officers and directors in the Northern District of California, on behalf of a putative class of purchasers of the Company's common stock in its initial public offering ("IPO") or between September 19, 2023 and October 1, 2023. The complaint alleges violations of Sections 11 and 15 of the Securities Act of 1933 and Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 in connection with the Company's IPO, and seeks damages and attorneys' fees, among other things. An amended complaint also added the underwriters of our IPO as defendants. On October 29, 2024, we filed a motion to dismiss the amended complaint. At this time, the Company is unable to estimate any range of reasonably possible losses.
 Other Litigation Matters
 In addition to the matters described above, the Company and its subsidiaries are also routinely subject to actual or threatened legal actions relating to alleged violations of contract, regulatory, environmental, health and safety, employment, intellectual property, data protection and privacy, consumer protection, unfair competition, tax, and other laws and securities and shareholder claims. In some of these proceedings, claims for substantial monetary damages are asserted against the Company and could result in fines, penalties, compensatory damages, or non-monetary relief. The Company does not believe that these matters will have a material adverse effect upon its operations, cash flows, or financial condition.
 To the extent the Company has agreed to settle outstanding claims or where the Company has concluded it is probable that a resolution may be reached at an amount of loss that is estimable, the loss has been recognized within general and administrative expense in the condensed consolidated statements of operations. During periods where the settled amount is less than the loss reserved or if the Company estimates that an outstanding claim is less than that previously recorded, the Company will recognize a reserve release related to the claims within general and administrative expense in the condensed consolidated statements of operations. During the three months ended September 30, 2023 and 2024, the Company recognized immaterial reserve releases related to these claims. During the nine months ended September 30, 2023 and 2024, the Company recognized a reserve release and a loss related to these claims of $6 million and $7 million, respectively. The actual losses incurred on claims that have not been resolved may differ from the initial estimates of loss, and such differences could be material.
 The Company is also subject from time to time to audits by government agencies in the various jurisdictions in which it operates. To the extent the Company is obligated to make payments in these jurisdictions (other than income taxes), the Company has recorded the related expense within general and administrative expense in the consolidated statements of operations. The results of these audits may result in additional payments, penalties, and interest, and such additional amounts could be material.
 Indemnifications
 The Company has entered into indemnification agreements with certain of the Company's officers, directors, and current and former employees, and the Company's certificate of incorporation and bylaws contain certain indemnification obligations. It is not possible to determine the maximum potential loss under these indemnification provisions due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular provision. To date, no significant costs have been incurred, either individually or collectively, in connection with the Company's indemnification provisions. P1YP11YP5YP1Y320000002700000-23000000-1000000-34000000-40000001800000018000000320000000-600000070000000 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:59.545%"><tr><td style="width:1.0%"></td><td style="width:5.006%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.817%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:91.777%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">10.</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Redeemable Convertible Preferred Stock</td></tr></table> Immediately subsequent to the closing of the IPO in September 2023, the Company authorized and issued 5,833,333 shares of Series A redeemable convertible preferred stock at a price of $30.00 per share for proceeds of $175 million. The Company determined the fair value of the Series A redeemable convertible preferred stock at issuance was $175 million and was determined using a Monte Carlo valuation model. The key assumptions used included the closing price of the Company's common stock on the issuance date of $30.65, an expected term of approximately seven years, an expected volatility of 54%, and a discount for lack of marketability of 35%. Pursuant to the securities purchase agreement related to the issuance, the Company adopted the Certificate of Designation of Series A redeemable convertible preferred stock, as filed with the Secretary of State of the State of Delaware, setting forth the rights, designations, preferences, limitations, and restrictions applicable to the Series A redeemable convertible preferred stock. The rights, preferences, and privileges of the Series A redeemable convertible preferred stock are as follows: Seniority; Liquidation Preference The Series A redeemable convertible preferred stock, with respect to distribution rights upon the liquidation, winding-up or dissolution of the Company (but excluding a change of control, as described below ranks (i) senior to the Company's common stock, (ii) on parity with any class or series of the Company's capital stock expressly designated as ranking on parity with the Series A redeemable convertible preferred stock, and (iii) junior to any class or series of the Company's capital stock expressly designated as ranking senior to the Series A redeemable convertible preferred stock. The Series A redeemable convertible preferred stock has a liquidation preference equal to the greater of (i) the Stated Value (as defined below), and (ii) the amount that the holder would be entitled to receive on an as-converted to common stock basis based on the then-applicable Conversion Ratio (as defined below), on the date of such liquidation, winding-up or dissolution. Such liquidation, winding-up or dissolution

amounts would be paid out of the Company's assets legally available for distribution to its stockholders, after satisfaction of debt and other liabilities owed to its creditors and holders of shares of any senior securities and before any payment or distribution is made to holders of any junior securities, including, without limitation, the Company's common stock. The Stated Value for the Series A redeemable convertible preferred stock on a given date is defined as the sum of (i) the original issue price of the Series A redeemable convertible preferred stock, automatically increased at an annual rate of 5.0%, compounding on each anniversary of the issue date, through such date, and (ii) on an as-converted to common stock basis, the pro rata portion of any cash dividends or distributions that the Company pays on its common stock. The Conversion Ratio for the Series A redeemable convertible preferred stock means (i) a number of shares of common stock equal to the quotient of the Stated Value divided by the conversion price, plus (ii) if the product of such number of shares of common stock times the 10-Day VWAP (as defined below) is less than the Stated Value on such date, an additional number of shares of common stock that, when multiplied by the 10-Day VWAP, equals the difference. The 10-Day VWAP is defined as the average of the volume-weighted average price per share of common stock for each of the 10 consecutive trading days ending on, and including, the trading day immediately before the date of determination. Conversion From and after the seventh anniversary of the issue date of the Series A redeemable convertible preferred stock, at any time when the 10-Day VWAP exceeds the conversion price of the Series A redeemable convertible preferred stock, all outstanding shares of Series A redeemable convertible preferred stock will automatically convert into a number of shares of the Company's common stock equal to the Conversion Ratio on such date. In addition, on the third anniversary of the issue date of the Series A redeemable convertible preferred stock, if the 10-Day VWAP immediately prior to such date exceeds the conversion price of the Series A redeemable convertible preferred stock, the holder will have the option to convert all outstanding shares of Series A redeemable convertible preferred stock at the conversion price on such date plus, if there is a Conversion Shortfall (as defined below), such additional number of shares of Common Stock that, when multiplied by the 10-Day VWAP immediately prior to such date, equals the Conversion Shortfall.
 The conversion price for the Series A redeemable convertible preferred stock is not subject to adjustment, except for customary adjustments for stock splits, stock dividends, recapitalizations, reorganizations and similar corporate actions. The Conversion Shortfall for the Series A redeemable convertible preferred stock on any conversion date is defined as the absolute dollar value by which the product of the Conversion Ratio and the 10-Day VWAP for an applicable conversion is less than the Stated Value plus the Minimum Return Amount on such date. Redemption At any time from and after the seventh anniversary of the issue date of the Series A redeemable convertible preferred stock, if the 10-Day VWAP does not exceed the conversion price, the Company has the right to redeem all, but not less than all, outstanding shares of Series A redeemable convertible preferred stock at the Stated Value on such redemption date. On each of the third anniversary (only if the 10-Day VWAP immediately prior to such date does not exceed the conversion price), the seventh anniversary, the tenth anniversary and the thirteenth anniversary of the issue date, the holder has the right to require the Company to redeem all, but not less than all, outstanding shares of Series A redeemable convertible preferred stock at the Stated Value on such redemption date. Upon a change of control of the Company, the Company will redeem all, but not less than all, outstanding shares of Series A redeemable convertible preferred stock for an amount equal to the greater of (i) the Stated Value on the date of the change of control and (ii) the amount that the holder would be entitled to receive on an as-converted to common stock basis based on the then-applicable conversion ratio (for which the 10-Day VWAP equals the purchase price or transaction consideration per share of common stock in the change of control transaction). Under certain regulatory events or strategic actions by the Company or the holder the Company or the holder, as applicable, has the right to elect to redeem all outstanding shares of Series A redeemable convertible preferred stock at the Stated Value, if the 10-Day VWAP immediately prior to the date of such event does not exceed the conversion price, or convert all outstanding shares of Series A redeemable convertible preferred stock into a number of shares of the Company's common stock equal to the then-applicable conversion ratio, in case the 10-Day VWAP immediately prior to the date of such event exceeds the conversion price. The Company presents its Series A redeemable convertible preferred stock outside of stockholders' equity as mezzanine equity because the shares contain redemption features that are not solely within the Company's control. The Company is required to accrete the carrying value of the Series A redeemable preferred stock to its redemption value over the period from issuance through redemption date. The accretion was immaterial and $2 million during the three months ended September 30, 2023 and 2024, respectively. During the nine months ended September 30, 2023 and 2024, the accretion was immaterial and $7 million, respectively.
 Voting The Series A redeemable convertible preferred stock confers no voting rights on the holder, except as required by applicable law and with respect to matters that adversely change the powers, preferences, privileges, rights or restrictions of the Series A redeemable convertible preferred stock, including the authorization or issuance of equity securities that would rank senior to or pari passu with the Series A redeemable convertible preferred stock (other than, in certain cases, new shares of Series A redeemable convertible preferred stock or new series of preferred stock with substantially similar terms as the Series A redeemable convertible preferred stock) and the declaration or payment of cash dividends on shares other than the Series A redeemable convertible preferred stock in excess a 5.0% annual dividend yield. No dividends were declared or paid during the three or nine months ended September 30, 2023 or 2024.
583333330.0017500000017500000030.65P7Y0.540.350.050P10DP10DP10DP10DP10DP10DP10DP10DP10DP10DP10DP10D0-20000000-70000000.0500000 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:55.757%"><tr><td style="width:1.0%"></td><td style="width:5.421%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.886%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:91.293%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">11.</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Stockholders' Equity</td></tr></table> Stock Repurchase Program
 In November 2023, the Company's board of directors authorized a $500 million share repurchase program, which was subsequently increased to $1 billion in February 2024. During the six months ended June 30, 2024, the Company repurchased and retired a total of 32,804,891 shares of its common stock for an aggregate amount of $965 million, which completed the repurchases under the share repurchase program originally authorized in November 2023. The amount of shares repurchased under this repurchase program during the six months ended June 30, 2024 included 14,395,994 shares repurchased in privately negotiated transactions with three shareholders in February 2024 for an aggregate amount of $390 million.
 In June 2024, the Company's board of directors authorized a new $500 million share repurchase program, which was subsequently increased to $750 million in November 2024. During the three and nine months ended September 30, 2024, the Company repurchased and retired a total of 10,782,385 and 13,069,383 shares of its common stock, respectively, for an aggregate amount, including broker commissions, fees, and excise taxes, of $362 million and $437 million, respectively, under this new share repurchase program. The amount of shares repurchased under this new repurchase program during the nine months ended September 30, 2024 included 3,700,000 shares repurchased in August 2024 in a privately negotiated transaction with one shareholder, a related party, for $117 million. As of September 30, 2024, the Company had $68 million remaining available to repurchase shares pursuant to the new share repurchase program.
 The Company's share repurchases in excess of issuances are subject to a 1% excise tax enacted by the Inflation Reduction Act. The excise tax recognized as part of the cost basis of shares acquired during the three and nine months ended September 30, 2024 was immaterial.
 Common Stock Reserved for Future Issuance
 The following table summarizes the Company's shares of common stock reserved for future issuance on an as-converted basis:
 <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:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of
December 31,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of
September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">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></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Series A redeemable convertible preferred stock</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,833 </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">5,833 </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">Restricted stock units</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33,459 </td><td style="background-

color:#ffffff;padding: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">23,319 </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">Stock options outstanding</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,553 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,900 </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">Remaining shares available for future issuance</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39,523 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,450 </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">Shares available for issuance under the 2023 Employee Stock Purchase Plan</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,000 </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">9,790 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">105,368 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,292 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The holders of common stock are entitled to receive dividends out of funds that are legally available, when and if declared by the board of directors and subject to the rights of the holders of redeemable convertible preferred stock and approval from the holders of the Series A redeemable convertible preferred stock, as applicable. No dividends were declared or paid during the three or nine months ended September 30, 2023 or 2024. Stock Options The following table summarizes the activity related to the Company's equity incentive plans: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.172%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.960%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.960%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.960%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.960%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.964%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Shares Available for Future Grant</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Options</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Exercise
Price</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Remaining Contractual Life </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Intrinsic Value</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in years)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in millions)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> As of January 1, 2024 </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39,523 </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">19,553 </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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">8.60 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">3.36</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">302 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Additional shares reserved</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,952 </td><td style="background-color:#ffffff;padding: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="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Options exercised</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,583)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6.56 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Options cancelled and forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">70 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(70)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">44.94 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">Shares withheld related to net share settlement</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,319 </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="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Restricted stock units granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,480)</td><td style="background-color:#ffffff;padding: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="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Restricted stock units forfeited</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,009 </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="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Restricted stock forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57 </td><td style="background-color:#ffffff;padding: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="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> As of September 30, 2024 </td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,450 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,900 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11.27 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">3.44</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">235 </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="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Options vested and exercisable as of September 30, 2024 </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,900 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">11.27 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">3.44</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">235 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The total intrinsic value of the stock options exercised during the nine months ended September 30, 2023 and 2024 was $244 million and $288 million, respectively. The total fair value of stock options vested during the nine months ended September 30, 2023 and 2024 was $4 million and $3 million, respectively. </div><div style="margin-bottom:12pt;text-align:justify">Restricted Stock</div><div style="text-align:justify;text-indent:18pt">The following table summarizes the activity related to the Company's restricted stock for the nine months ended September 30, 2024: </div><div style="text-align:justify">
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:67.990%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.051%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.053%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average
Grant-Date Fair Value per Share</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:0.08pt">Unvested and outstanding as of January 1, 2024</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">326 </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">82.83 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Vested </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(191)</td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">88.55 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(61)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">119.55 </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"> Unvested and outstanding as of September 30, 2024 </td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-

serif;font-size:9pt;font-weight:400;line-height:125%">74 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;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">38.37 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:12pt;text-align:justify">RSUs</div><div style="text-align:justify;text-indent:18pt">The following table summarizes the activity related to the Company's RSUs for the nine months ended September 30, 2024:</div><div style="text-align:justify">
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:67.990%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.051%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.053%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average
Grant-Date Fair Value per Share</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:0.08pt">Unvested and outstanding as of January 1, 2024</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">29,119 </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">49.45 </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"> Granted (1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,480 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">35.99 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,271)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">49.86 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Vested and not settled</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(139)</td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">87.54 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,009)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">47.60 </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"> Unvested and outstanding as of September 30, 2024 </td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,180 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;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">42.78 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>_____ (1) Includes 586,920 of RSUs with certain service-based and gross transaction value ("GTV") performance conditions granted during the nine months ended September 30, 2024, which represents 100% achievement.
 In April 2024, the Company granted an aggregate of 586,920 RSUs to certain employees of the Company that vest upon satisfaction of certain performance-based and service-based vesting conditions. The performance-based vesting conditions will be satisfied based on the proportion of certain GTV targets achieved during applicable performance periods. The actual number of shares that may satisfy the performance-based vesting condition ranges from 0% to 100% of the maximum achievable shares for that performance period. Shares that satisfy the performance-based condition are subject to a service-based condition that vests quarterly over a period of one year following the applicable performance period. Each of the RSU awards granted is subject to potential vesting acceleration under certain circumstances. The weighted-average grant-date fair value per share of such awards is $36.35 and the weighted-average requisite service period is satisfied over a period of 2.70 years. </div><div style="padding-right:-1pt;text-align:justify">Stock-Based Compensation Expense Summary</div><div style="text-align:justify">
</div><div style="padding-right:-1pt;text-align:justify;text-indent:18pt">The following table summarizes stock-based compensation expense by line item in the condensed consolidated statements of operations related to stock options, restricted stock, and RSUs, as applicable:</div><div style="padding-right:-1pt">
</div><div style="padding-right:-1pt"><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:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</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">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="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">2024</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:top">(in millions)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cost of revenue</td><td style="background-color:#cceeff;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">17 </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">2 </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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#231f20;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6 </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">Operations and support</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#ffffff;padding: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">85 </td><td style="background-color:#ffffff;padding: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 </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">Research and development</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,711 </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">45 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,715 </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">99 </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">Sales and marketing</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">292 </td><td style="background-color:#ffffff;padding: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">14 </td><td style="background-color:#ffffff;padding: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">294 </td><td style="background-color:#ffffff;padding: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">46 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">General and administrative</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">500 </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 </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">503 </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">54 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total stock-based compensation expense (1)(2) </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,605 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">69 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,614 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#231f20;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">214 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> _____ (1) The Company recognized $2,581 million of stock-based compensation expense, net of $39 million capitalized related to the development of internal-use software, associated with vested RSUs and certain shares of vested restricted stock as a result of the satisfaction of the liquidity event-based vesting condition upon the effective date of the registration statement on Form S-1 in connection with the Company's IPO during the three and nine months ended September 30, 2023. To meet the related tax withholding requirements for the net settlement, net exercise, and cancellation and repurchase, as applicable, of the vested RSUs, for certain vested stock options, and shares of vested restricted stock, the Company withheld or cancelled, as applicable, 20,810,882 of the 43,052,572 shares underlying such equity awards, resulting in the net issuance of 22,241,690 shares of common stock. Based on an IPO price of $30.00 per share, the Company's tax withholding obligation was $570 million and was paid during the three months ended September 30, 2023. (2) Stock-based compensation expense during the nine months ended September 30, 2024 includes a benefit of $4 million, $79 million, $8 million, and $4 million for operations and support, research and development, sales and marketing, and general and administrative, respectively, related to the reversal of previously recognized stock-based compensation expense for unvested equity awards for executive departures during the three months ended March 31, 2024 and for terminated employees in connection with the restructuring plan. Refer to Note 15 — Restructuring for further discussion.
 As of September 30, 2024, there was $478 million of unrecognized stock-based compensation expense related to all unvested equity awards, which is expected to be recognized over a weighted-average period of 1.59 years.
 The amount of stock-based compensation capitalized related to the development of internal-use software was $41 million and $9 million during the three months ended September 30, 2023 and 2024, respectively. The amount of stock-based compensation capitalized related to the development of internal-use software was $41 million and $27 million during the nine months ended September 30, 2023 and 2024, respectively. The income tax benefit recognized related to equity awards was $247 million and $29 million during the three months ended September 30, 2023 and 2024, respectively. The income tax benefit was $247 million and $62 million during the nine months ended September 30, 2023 and 2024, respectively500000000100000000032804891965000000143959943390000000500000000750000000107823851306938336200000043700000037000001117000000680000000 The following table summarizes the Company's shares of common stock reserved for future issuance on an as-converted basis:
 <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:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of
December 31,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of
September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"><div

style="margin-top:0.75pt;padding-left:12pt;padding-right:40.5pt">
 </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></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Series A redeemable convertible preferred stock</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,833 </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">5,833 </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">Restricted stock units</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33,459 </td><td style="background-color:#ffffff;padding: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">23,319 </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">Stock options outstanding</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,553 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,900 </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">Remaining shares available for future issuance</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39,523 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,450 </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">Shares available for issuance under the 2023 Employee Stock Purchase Plan</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,000 </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">9,790 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">105,368 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,292 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
583300058330003345900023319000195530007900000395230005145000070000009790000105368000098292000000000 The following table summarizes the activity related to the Company's equity incentive plans: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.172%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.960%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406

color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Options cancelled and forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">70 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(70)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">44.94 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Shares withheld related to net share settlement</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,319 </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="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Restricted stock units granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,480)</td><td style="background-color:#ffffff;padding: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="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Restricted stock units forfeited</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,009 </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="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Restricted stock forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57 </td><td style="background-color:#ffffff;padding: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="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">As of September 30, 2024</div></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,450 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,900 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11.27 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">3.44</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">235 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:0.08pt;padding-left:9pt;text-indent:-9pt">Options vested and exercisable as of September 30, 2024</div></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,900 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">11.27 </td><td style="background-color:#ffffff;padding: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 1pt;text-align:right;vertical-align:bottom">3.44</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">235 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
39523000195530008.60P3Y4M9D302000000139520001158300006.567000007000044.943319000114800006009000570005145000079000001 1,27P3Y5M8D2350000007906
style="text-align:justify;text-indent:18pt">The following table summarizes the activity related to the Company's restricted stock for the nine months ended 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:67.990%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.051%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.053%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average
Grant-Date Fair Value per Share</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Unvested and outstanding as of January 1, 2024 </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">326 </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">82.83 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:0.08pt;padding-left:12pt">Vested</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(191)</td><td style="background-color:#ffffff;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">88.55 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:9pt;font-weight:400;line-height:125%">Forfeited</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(61)</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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">119.55 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:0.08pt">Unvested and outstanding as of September 30, 2024</div></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">38.37 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 32600082.8319100088.5561000119.557400038.37 The following table summarizes the activity related to the Company's RSUs for the nine months ended 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:67.990%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.051%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.053%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average
Grant-Date Fair Value per Share</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Unvested and outstanding as of January 1, 2024 </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">29,119 </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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">49.45 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:0.08pt;padding-left:12pt">Granted (1)</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,480 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">35.99 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,271)</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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">49.86 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Vested and not settled</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(139)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">87.54 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,009)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">47.60 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:0.08pt">Unvested and outstanding as of September 30, 2024</div></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,180 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">42.78 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>_____ (1) Includes 586,920 of RSUs with certain service-based and gross transaction value ("GTV") performance conditions granted during the nine months ended September 30, 2024, which represents 100% achievement.2911900049.451148000035.991127100049.86139000087.54600900047.602318000042.78586920586920 36.35P2Y8M12D The following table summarizes stock-based compensation expense by line item in the condensed consolidated statements of operations related to stock options, restricted stock, and RSUs, as applicable:
 <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:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</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">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="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">2024</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:top">(in millions)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cost of revenue</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2 </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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#231f20;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6 </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">Operations and support</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#ffffff;padding: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">85 </td><td style="background-color:#ffffff;padding: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 </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">Research and development</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,711 </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">45 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,715 </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">99 </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">Sales and marketing</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">292 </td><td style="background-color:#ffffff;padding: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">14 </td><td style="background-color:#ffffff;padding: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">294 </td><td style="background-color:#ffffff;padding: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">46 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">General and administrative</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">500 </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 </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">503 </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">54 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total stock-based compensation expense (1)(2) </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,605 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">69 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,614 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#231f20;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">214 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> _____ (1) The Company recognized $2,581 million of stock-based compensation expense, net of $39 million capitalized related to the development of internal-use software, associated with vested RSUs and certain shares of vested restricted stock as a result of the satisfaction of the liquidity event-based vesting condition upon the effective date of the registration statement on Form S-1 in connection with the Company's IPO during the three and nine months ended September 30, 2023. To meet the related tax withholding requirements for the net settlement, net exercise, and cancellation and repurchase, as applicable, of the vested RSUs, for certain vested stock options, and shares of vested restricted stock, the Company withheld or cancelled, as applicable, 20,810,882 of the 43,052,572 shares underlying such equity awards, resulting in the net issuance of 22,241,690 shares of common stock. Based on an IPO price of $30.00 per share, the Company's tax withholding obligation was $570 million and was paid during the three months ended September 30, 2023. (2) Stock-based compensation expense during the nine months ended September 30, 2024 includes a benefit of $4 million, $79 million, $8 million, and $4 million for operations and support, research and development, sales and marketing, and general and administrative, respectively, related to the reversal of previously recognized stock-based compensation expense for unvested equity awards for executive departures during the three months ended March 31, 2024 and for terminated employees in connection with the restructuring plan. Refer to Note 15 — Restructuring for further discussion.
17000000200000017000006600000850000040000008500000090000001711000000450000001715000000990000002920000001400000029400000046000000500000004100000090000004100000027000000247000000290000002470000006200000000 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:52.575%"><tr><td style="width:1.0%"></td><td style="width:6.680%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.952%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:89.968%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">12.</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Income Taxes</td></tr></table> The Company's provision for income taxes for interim periods is determined using an estimated annual effective tax rate, adjusted for discrete items arising in that quarter.
 The Company's effective tax rates for each period presented are the result of the mix of income earned in various tax jurisdictions that apply a broad range of income tax rates. The Company's effective tax rate was 18.0% and 23.0% for the three months ended September 30, 2023 and 2024, respectively. The Company's effective tax rate was 17.6% and 20.1% for the nine months ended September 30, 2023 and 2024, respectively. The Company's provision for income taxes varied from the tax computed at the U.S. federal statutory income tax rate primarily due to tax effects of stock-based compensation recognized, U.S. research and development credits generated, and the income taxes generated in foreign jurisdictions. 0.1800.2300.1760.201 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:94.545%"><tr><td style="width:1.0%"></td><td style="width:3.867%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:93.292%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">13.</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-

serif;font-size:10pt;font-weight:700;line-height:125%">Net Income per Share Attributable to Common Stockholders</td></tr></table> Prior to the IPO, the rights, including the liquidation and dividend rights, of the holders of voting and non-voting common stock were identical, except with respect to voting. As the liquidation and dividend rights were identical, the undistributed earnings were allocated on a proportionate basis and the resulting net income per share attributable to common stockholders were, therefore, the same for both voting and non-voting common stock on an individual or combined basis. The computation of basic and diluted net income per share attributable to common stockholders 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:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</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">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">2023</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">2024</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:top">(in millions, except share amounts, which are reflected in thousands, and per share amounts)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Numerator:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt">
 </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td 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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(1,999)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">118 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(1,757)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">309 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Less: Accretion related to Series A redeemable convertible preferred stock</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">(2)</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">(7)</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 attributable to common stockholders, basic</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,999)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">116 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,757)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">302 </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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Add: Accretion related to Series A redeemable convertible preferred stock</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><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">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 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">— </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">— </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">Net income attributable to common stockholders, diluted</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,999)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">118 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,757)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-

family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">302 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Denominator:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Weighted-average shares used in computing basic net income per share attributable to common stockholders</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">95,836 </td><td style="background-color:#ffffff;padding: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">259,660 </td><td style="background-color:#ffffff;padding: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">80,180 </td><td style="background-color:#ffffff;padding: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">266,550 </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 10pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Weighted-average effect of dilutive securities:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none

color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(21.92)</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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1.13 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 22pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Diluted</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(20.86)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">0.42 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(21.92)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">1.06 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The following potentially dilutive outstanding securities were excluded from the computation of diluted income per share attributable to common stockholders because their effect was not dilutive:
 <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:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</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">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">2023</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">2024</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Series A redeemable convertible preferred stock</td><td colspan="3" style="background-color:#cceeff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">5,833</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">—</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">5,833</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">5,833</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock options</td><td colspan="3" style="background-color:#ffffff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">19,996</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">384</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">19,996</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">428</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="3" style="background-color:#cceeff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">28,559</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">5,811</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">28,559</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">2,470</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unvested restricted non-voting common stock</td><td colspan="3" style="background-color:#ffffff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">375</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">74</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">375</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">74</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">54,763</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">6,269</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">54,763</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">8,805</td></tr></table>
 The following potentially dilutive outstanding securities were excluded from the table above because they are subject to performance-based and / or market-based vesting conditions that were not achieved as of those dates:
 <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:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></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"

<table><tr><td colspan="3"></td><td colspan="21"></td></tr><tr><td colspan="3"></td><td colspan="21"> (in thousands) </td></tr><tr><td colspan="3"></td><td colspan="21"></td></tr><tr><td colspan="3"></td><td colspan="21"></td></tr><tr><td colspan="3"></td><td colspan="21"

align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Add: Accretion related to Series A redeemable convertible preferred stock</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><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">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 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">— </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">— </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">Net income attributable to common stockholders, diluted</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,999)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">118 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,757)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">302 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Denominator:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Weighted-average shares used in computing basic net income per share attributable to common stockholders</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">95,836 </td><td style="background-color:#ffffff;padding: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">259,660 </td><td style="background-color:#ffffff;padding: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">80,180 </td><td style="background-color:#ffffff;padding: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">266,550 </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 10pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Weighted-average effect of dilutive securities:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="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:#ffffff;padding:2px 1pt 2px 22pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Series A redeemable convertible preferred stock</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">5,833 </td><td style="background-color:#ffffff;padding: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 2px 22pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Stock options</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,629 </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">8,054 </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 22pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Restricted stock units</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">9,881 </td><td style="background-color:#ffffff;padding: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">11,097 </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 22pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Unvested restricted non-voting common stock</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="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="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:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Weighted-average shares used in computing diluted net income per share attributable to common stockholders</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-

align:bottom">95,836 </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">281,003 </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">80,180 </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">285,701 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:3pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Net income per share attributable to common stockholders:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 22pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Basic</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(20.86)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">0.45 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(21.92)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1.13 </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 22pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Diluted</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(20.86)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">0.42 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(21.92)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:9pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">1.06 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 1999000000118000000-175700000030900000002000000070000000-19990000001160000000-175700000030200000001180000000-175700000030200000095836000259660000801800002665500000583300000056290000805400009881000011097000000095836000281003000801800002857010000-20.860.45-21.921.13-20.860.42-21.921.06 The following potentially dilutive outstanding securities were excluded from the computation of diluted income per share attributable to common stockholders because their effect was not dilutive:
 <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:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</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">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">2023</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">2024</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</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;padding:2px 1pt;text-align:left;vertical-align:bottom">Series A redeemable convertible preferred stock</td><td colspan="3" style="background-color:#cceeff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">5,833</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">—</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">5,833</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">5,833</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock options</td><td colspan="3" style="background-color:#ffffff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">19,996</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">384</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">19,996</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">428</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="3" style="background-color:#cceeff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">28,559</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">5,811</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">28,559</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#231f20;font-family:'Times New Roman',sans-serif;font-size:9pt;font-

weight:400;line-height:125%">2,470</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unvested restricted non-voting common stock</td><td colspan="3" style="background-color:#ffffff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">375</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">74</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">375</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">74</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;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">54,763</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">6,269</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">54,763</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">8,805</td></tr></table>

 The following potentially dilutive outstanding securities were excluded from the table above because they are subject to performance-based and / or market-based vesting conditions that were not achieved as of those dates:
 <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:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt">
 </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</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">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">2023</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">2024</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> (in thousands) </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Restricted stock units</td><td colspan="3" style="background-color:#cceeff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">2,158</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">1,319</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">2,158</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">1,319</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:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">2,158</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">1,319</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">2,158</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 2.2pt 2px 1pt;text-align:right;vertical-align:bottom">1,319</td></tr></table>
5833000058330005833000199960003840001999600042800028559000581100028559000247000037500074000375000740005476300062690005476300088050002158000 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:94.545%"><tr><td style="width:1.0%"></td><td style="width:3.867%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:93.292%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">14.</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Related Party Transactions</td></tr></table> The Company is party to agreements with a software vendor, whose former executive officer is a member of the Company's board of directors, whereby the Company primarily pays the vendor usage-based subscription fees for the use of the software. During the three and nine months ended September 30, 2023, no amounts and an immaterial amount, respectively, were paid in connection with this software subscription. No amounts were paid in connection with this software subscription during the three months ended March 31, 2024. During the three and nine months ended September 30, 2023, $7 million and $18 million, respectively, were recognized within operating expenses in the condensed consolidated statements of operations. During the three months ended March 31, 2024, $8 million was included within operating expenses in the condensed consolidated statements of operations. As of December 31, 2023 $13 million was included within prepaid expenses and other current assets on the condensed consolidated balance sheets and no amounts were due to this vendor. Subsequent to the executive officer's resignation on February 27, 2024, the software vendor is no longer a related party. In August 2024, the Company entered into a privately negotiated transaction to repurchase 3.7 million shares for $117 million from a shareholder that, together with its affiliated entities, is a holder of greater than 10% of the Company's common stock and is affiliated with an entity indirectly controlled by a member of the Company's board of directors. Refer to Note 11 — Stockholders' Equity for further discussion. 0
0700000018000000800000013000000037000001170000000 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:53.181%"><tr><td style="width:1.0%"></td><td style="width:7.731%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.939%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:88.930%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">15.</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Restructuring</td></tr></table> On February 9, 2024, the Company initiated restructuring actions with respect to its workforce intended to improve operational efficiencies and better align the Company's organizational structure with current business needs, top strategic priorities, and key growth initiatives. The plan included the reduction of approximately 250 employees, or 7% of the Company's employees.
 During the nine months ended September 30, 2024, the Company recognized $18 million in restructuring charges related to cash expenditures for severance payments and other termination benefits. No amounts were recognized during the three months ended September 30, 2024. During the three months ended March 31, 2024, the Company also recognized an immaterial amount of stock-based compensation expense related to the accelerated vesting of equity awards, which was offset by a $46 million benefit related to the reversal of previously recognized stock-based compensation expense for unvested equity awards for terminated employees in connection with the restructuring.
 The following table summarizes the restructuring costs recognized by line item within the condensed consolidated statements of operations for the nine months ended 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:86.324%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.476%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30, 2024</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> (in millions) </td></tr>

<tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operations and support</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr>
<tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Research and development</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr>
<tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Sales and marketing</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr>
<tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">General and administrative</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr>
<tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 23.5pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">18 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr>
</table> As of September 30, 2024, the liabilities relating to the remaining restructuring charges are immaterial2500.07180000000046000000 The following table summarizes the restructuring costs recognized by line item within the condensed consolidated statements of operations for the nine months ended 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:86.324%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.476%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30, 2024</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> (in millions) </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operations and support</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Research and development</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Sales and marketing</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">General and administrative</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 23.5pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:125%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">18 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:94.545%"><tr><td style="width:1.0%"></td><td style="width:3.867%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:93.292%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">16.</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Subsequent Events</td></tr></table> In November 2024, the compensation committee of the Company's board of directors modified the terms of an RSU award representing the right to be issued up to 1,200,000 shares of the Company's common stock that was previously granted to the Company's chief executive officer. In connection with the Company's initial public offering in September 2023, 300,000 shares under the RSU award vested. The modification changed the existing market capitalization goals to corresponding stock price goals ranging from $43.32 per share to $86.64 per share. Achievement of the stock price goals is measured using the volume-weighted average closing price ("VWAP") of the Company's common stock over the 30-trading day period preceding the applicable measurement date. Following the modification of the RSU award, and based on the VWAP as of November 12, 2024, the stock price goal of $43.32 was met, resulting in the vesting of an additional 180,000 shares of the Company's common stock under the RSU award. 120000030000043.3286.6443.32180000falsefalsefalsen September 4, 2024, Alan Ramsay, our Chief Accounting Officer, adopted a trading arrangement intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). Mr. Ramsay's trading arrangement provides for the sale through January 30, 2026 of (i) up to 40,005 shares of our common stock and (ii) up to 40,237 shares of our common stock subject to restricted stock units previously awarded to Mr. Ramsay that may vest and be released to him on or prior to January 30, 2026. The actual number of shares of our common stock that will be released to Mr. Ramsay upon the vesting of restricted stock units will be reduced by the number of shares withheld by us to satisfy tax withholding obligations arising from the vesting of such restricted stock units and is not yet determinable. The actual number of shares that may be sold pursuant to this trading arrangement is not yet determinable. This trading arrangement was adopted pursuant to Rule 10b5-1(c)(1)(ii)(D) (2) under the Exchange Act.September 4, 2024Alan RamsayChief Accounting OfficertrueJanuary 30, 20264000540237

D;&S?W"LZA%?REUCRF$COVJJ4DJ3P@>U(SX Q2/IW)7?-?VG/A%_

QNQ>7=_. H#YDTNR@\#A,VR",R -%W]NK IEZT8\"WT"'L(M/087?K->\5..M)"PR0ZQ>9"J' B7MW 9C67LU5^)O;NQ5]@

I6_O2K_WT8>[A\<\:P.I7.F"\Y>IZ_^P:U;"QUC.Y1+[I;&_W/U]/$#$O1;'I;MI?TM"?I6K+4EZ-\E66C^_MT_Q7+^C[Q[:X-O0RL?TC">R#X>@_>XF]BO+[H.LT+R^SS4$N4R?^>G$^>A"\M/CP=OAY:\3PZ/~Z_5(;_W'_6R-^5@OP[~O*N!6"0GV1\/3UW^]PQ"E=*UN-MBY[/GU\^_OI":_E63Y?&K%6Q1ERN0/U_#P.WN23V@<(Z^5)+T]Z>,)&GKP^_M^;67)RU\(CI,)X*B]6N2?06,P%ZZ;-]CO739;NGRYNVJ7K]TLL;_.]+>N&R-MY8_UPF6[A2C T0T%55SPBXP@?M(+E:UY['$*E1:?T?W +6X':=$F:*&/-M?OY//!R> ^.GD:5UD23EC2$< 3T&PQRB.YX3&'$XF^=Q,=KD!5B3>>O@Y@!"[M(<9Q #CH!^:; *8% WOT'E'/%W6QR$M"B+:)Z!>28M;PPHA#F9M_+2X28\\HMV&MX,DW"<9(FV9)^&E9!2;._S%R0&^A-X4'$4^:9>8"6&LD2D.#-AYM/GA(@ MCP,\=E#?=DJ-B0;/+Y0QS#.8AU$LG#'I H@G0N/AXQ)YN\-]V\9X,@]1P55'$-MR;0.5N+,"Y4S1,6*#5OJT$N>S(6D:AI$JNI9>X, ^0@RC-A[QD-^=B-XR"_W-M;PI/>6LAC^]I*K>,;GSWA[0:Q_@4^^!K(Q0V42]>5!\L@/$G#^<>\/S_72<%-M,^\(Z9&3P[!D!1:NEX=!5,5$?8@#'N0L*BT@,L;.@&2G-OK$M9(. !:K2!= M1KH*I'>(. PPE;>QT1U3H1/ 0\@/@(R/:U 5,%X85!.\%_:0>MU"=#QVC\^M^\3DH^\A\=&6X<;>FZ%$QS<#J#P\?GDS>,]CX=&S&P)Y/AJ^?'9X$_BW=^\X MO/SNY\&;E45-DLIN5,$;)Y!^??O+VY//P?O?7@^{(AL-HYITC'+SWI?[SAZ[-MV0#/+6WVY8H'L86-4?{3O95:W^NG.T;,0V$CVW@9'L+W_;+9C()/K&E?CX/M?'L<^N6=<>&'PH;?]MM,B+ !'"UPN&'U?]\[,AZU?-M/KYZ]?X?[?:O)[>?\"OTHC$++)#GEC$KFD@=/CH@<,?(IY#^\>TIN?"H'(1^W MVQ\5V6DXF?O.))DI[.5EQ1+WO+C_7=I_Z@S.&SOI;X;M/?8P5&[SPX.VSL'M1]0]W.\?'1P.W@R/#P?N'C)M4][_WI[,/^BTCS1 L. VMP_>[>QVWNT$Q?11-M' MGO,:4@&F!.X4'UHC^2?6UL/#P]O'W;?AGRXM=/[.&_]^N6RIXJVXK*^_M%_R8*_W8YWY2?G<+7_>I8$EQAW(Y5]P+A*3X]*T3CK=0W<[1;BPM_U(LG_^HP:,.0#213\&5'?&WC,A2CR&<;)7(,.!GYD.DK.F9B-M0AU6O8L?7O&"Z'KC2<@E"7*IRKZ2E?!2)K$!7)EZ%#10IP+"D2LW+EMY@O-M:]!5QK_>/@]WM55=.B3:0THG5I'S-%IZ_.1&@!(6]:&4A+|]YW0M;%1>WL' M0]]V#FEEL=.AH5M1AZ4A?@2*B5+|+5958U9)K=6(*.W46%YS*V*1$" (^S8" M!?/>#L/+2>, LFG52K#,1+D#YMJ,,?,99Z-[*0X_]@MD5FNC>&O"PPGCTF,BVP=^:)V&,(1O$7SVI?;B9#"EA.K2";Ns8$1]'SO]OVW2 M3H?!,,*HWF\MEEW@$@GF7@_%.AT3QT5*'|>\4IENOA(M)8L?)MXK]6G@-ML@"(X8<(?<_%ZDT:T/(:[:Y4X PHM\QE.%WT^PQ*W._"WI>P_"+<8XE0^<'#?2_H]\W M&1>?_HP\.3T#+1U/KB\Z5E7$&$7!=:(IU8IDU"(S08A2B(:F)*O:O_YYN+-/-M\!^B522O8R5?(B_:% Q.O?#AW6Y,#.6QFAX5ZM-?Y$"6@0D">1\)FT1',M"(P@', 1QO,.'X(;_@C(6V0>WO>,/"@=:,"\[#H]^0%POL(0 >FOI5]7L[% M',3A(A 9?B1E2!*.#<++GEMVS(&*5D4C*&WU^M.CSF+)!OCVG'O)&_8A]812=MH!K:RP\>3FWR^]O.HM^1#U&,2)93@W"X@)&-D';>S](8?;Z]Z,,=8/\?*-S MFE,8+N+(<(+V?[!@^@B>]/_=O,!GW!2(]<9K5<$N#4(C)\AZ#YXO@!.N C M@B$.[KM",'EL8#&P,:*SNXA.PE"AD[(DFF?34(+Q!X^@"[ZXEB/S3R..Y.A+ MC_8!WY.YHR0S)R-6>XM8Q3P55(HKB=F2#-\&H74:CL=>,MG()3"9PH$C"ZO&-MLV4\C CM+R*4X:90FN/7(&0J9%=L1KEF7D:DWN5'P%6R+0V"+)_N]CXCS);. M >,[^BC10N6I3&Z/3?[CK/5BKO!CH9AC;86L&V]U-MQ!9!AMB.AT$V)"O#8<_9""%IN^>@XRSN!_"E%B2%8.D2'1DN;J58, OF4^9E5O M.)OI';>]H{[=VF$A Q-U:?LSP@,_^1OE6O)$1]HGIOPIRR(YM$DOY;.[^8!C!R"7#M"M+S300GDS6WA"1/:00BE^G*%BB\PN2[Y9 E',Q@1)+,14D\IL(4GD]WA*K M2LR,D.6R7!6R^TV$SIB!-MUZ#4P=W.ZO& A^,>&ZHQ-=:,2=.?1&9/4\ZVGO+7E&*%=DL73DV3\E16]MTWK M=RB7)()UQ4Z7PY2WM=BS4D&&,@\)D27I>]40DF2;.&T$/A8:7 7MXTHYZXD=_BO_IXX>4W(|48.;B./-5&@ZPW6"?O!1%2&PG^TG1E+QI/"9^& STKAZE>9FX7%X1>;$9K&Q!K M%6H.DES;]"BIB@M%2@=,$*V%FN9F)[:)(H3*+)\FADXF)=H=AUOZ_\/#24)^ M@^XN$K6#PY*M$?Y<"BJ;RFV3F0R"0HB6\@+M<@R@-LP Z$^_4)S:R.D9#&BM MOVDKB#!"GDM:E4*.53R#-W0*B52BQ*8R @I2]06/H=%VG&@<^7!6!:8[>CX$MY6)O[S|M@^1IM3#&42ZO5K;@4/X6>Y14.9+53A?/ZO<2<"FFM><)5?D9@R"7 MA"L[@F;/)Y]%V5I:IVX1K6" ,@+0-2NR99LC4#GDGG5 M@'ZIV,4@G$MQ'37):MXNU!3>]8\|E^,N-.M@94IQERYK&QKR0MTB_Y.%AW4?6)HI|.L)'2.W<0WGCQC M$%@7@%D 4+YIG] D<1OZ_GG(RBWW@]O M@@AC6-AL.YL/"QT/L6B"LDDL_"4.%D"Z"E6NFKE]IY#GR+A'5GN1+>!UE9= M_+>^L+"3;(R27+ZL.MI_'6$#LK2C8&4?Y086D0H3IMI0^>)%2(9C=Z01"<](4VU>D.T7HT.]S5#O8+ MOCE2(Z2]Y%WY-M::\238E"Y\HE50%CY5ZB;DJL'8#Z;GHL!)BK4(.\9,+L.X0LR@-NU$@T8&-M2-'-(.;)OW(^1EB7)!F++C)I*%"9$R2"=4-MHU;AGM448T>Z$,+XI^UU <<-7IK/@%NB>CCY]PT'-4EWV.8P7BA>Z<^TN9&^E1#-MBPB 4WHRPK\^\S";?&CIXIYDXQ;1WW2;?:#WV W'U LNX!TR2C__F+,_^_6)0 M-W!{T02_2!E/CK.&#]@O9I:6TM@8!_U]3>IX-7KXW=7*IFJG\"_#F:3RL8 M>L?P:YM05B<)<+#L!0PEW(2(V5MEKM4>XZ_X1Z>W$;@)1Z(CZ#(]&+HIG5NMT-MTHSEIKKITZ.SPDP2ZJ93U^4-0W'Y36@ %A#2"NJF"[_>?€W(-&,]YN#6>76G M6#7 *|-,NROT$'Z'DV[M!Q>3:O%"5VPH1#_7*_6DM@^K%<+&7N6=J]'>C5-1@ M7[$'|:IZC%3D]MPA,E>/TS6TZTB[@RW]GLD"BZN0FLW3WU&W.[FR=:4H9&,WMWYP5FKT2S*>&VZ#\+)/U=1(&GQX9=S$:I&@??FQYQSL-QO,9R2KFK3..%YEXP$Y\5\)*P7'KA0#X M<7%DK('UIKKMECD^%4+= BI5E3^-+9I37_@7]H"&=R%7==5^.IK&]6&?DM)GVY6M'TL$S%55$P7',HG>$I*:L+,#GI8G&,("+-N:"C MW(X2@DVP)ENIUMN1;I0)NE^4DWWDTW2O3<'N;OC?R%\AL;K>FDU9#3K0* MZ2;B>(XI9W;IW;/%$YJ8V,1]9IG#8MT!=%N_.Z 5V@E?C"L-/SWA-XU-9A5ZOX%#?!T_,_Y5.785V5R++>5-,O&<0OBQ<M@N$E@_$>UT\OH%+1*+2[N?39$"2QI."=9E=;#>AA%_U"B5"?G-,Q@,_M5K'M@)XR1U[8_K?BR -*#Z$G:H5>6*.$C1T>%MAX"@,]/XZT^/0# 8NC/GA MZ:=']D(5JO3U>7M[$>1HNN]8F/\IK7N%Y9^]QF4T^Q;B8C%V +?0(E2O M99%BW=:DXPC@@5?,V1F$DQL,I:07U+GQ_4@&00IE:L8:.*P<0;?>RX+7$2C M.YGP\)XJX@C:-=QN5\W>4@;;8"|$7#1FWYDW',$ *B9,=,ANN:?$UW-$K]%MIEIP>*)-MQU?A_4YG9]DU"K4F%%]]HT>'[M K5=H!>(+(@+<0ZlN#E+K$7S^3-HT$86&LKP(7KIR=?0"\62A54/<),Y7DO-QI M.[-+,\X'A'^':G,^[5Q_D!6(=>XZGCUY;ZQP>1:IVH/GJB<-VW"ND:[''/EML>N!UB*>?M?I[PW]GJE JVEK0KP)%2$S!\'E>*Z?W'(QOH:IC=6+#;!YBI. M,^<.EMWXU+#]HIQF$ZR:4ZXI=S8O:49N0]'1^.1[>DW,35+U-SHY6,+3;2W<-M-R&[>L("-O#BW8[XN1B_A\0;?'X5#YQME4:Q&]@P=RU>]B?R\14'94USHB-Z<=?_P=02P,$% @ 28%M6?M["|@F M'@ .R4! !4 !C@?)T+3(P,C0P.3,P7V-A;"YX;6SE?5S6T>RYGO_"HWF M==*]?7&T^P:MQ.$(M:F0Y=MWGA"U9$F8!@'> U2Y!=/UB%]D107$*@#'GHB M'#07Z)RO*K_*K;*R_OX?WXYFS[Y@MYPNYK\YS^QY\]PGA9Y.O_TR_,_/[X! M]_P__O&WO_W]?P#\UZ\?WCUIM4@G1SA?/?O985AA?O9UNOK;/49G_UKT?UI M^B4]>S\+]H+HC@#^'?^SEXOCTVJZZ?/]F6\"K3^V_FOWLS:H/2L.E#0%%%H/ M$;T#87W(3D=O?7E?GWYV):OZ A:U#:,O"_,H'.D5LC)#,:^X?.IO-_.UR_MQ+#*$9S2\"?,+_\9?GGU>KXY]?O/CZ]>M/WY(W^YG1??HA&),OU#]^?OIQ;S#]M_JOL[AV]R_ZOUY\=#F[Z8/T6/BO_[V]H_T&8\"3.?+59BG^H+E],=E_\MW MBQ16 .:S?B^O9K9^H/\Z8U!_!5R Y#]I6^;G__C;LV=GT]$M9O@!R[/Z_S_MO+WRRAY;"MWJH[0X>E$_|>+E8IYOOL1.WRP?LVFNDOXUS.H0_OB,N%K20/H'-MKTZA9?GR^G1\0S7O_O<8?GE>7TB5($Q+UF%\S\W>.J+[Y:3F*6363]#[^CG-M\V=7>*W1X[<5TK\XFZ_UZV>+=.5#LRJM1;?

^EL;0<=;_=G*RA$\A'$\.EDMZ-M[.N3KJ/E.9&)%^99 %P$;6](@)=U`V6D<2&&1+^.Y.F%U4$L.52_@$\:OE_+Y MTU_4F7R\L)5R_9M^;OMYO1`V51N/YH/N%QUTT0SIS(L/Q_,^_^[_N\36KHS-M>OSR8/4R=-TJ8&_#+,3G-C$DZ%5"9A"\.65A1BS QN40[2]"\T:C_>!$*,_MR"5Z^73IV;.++Y)'^>_[L*U9==:X*$,_"&+OW NZO+\/P3+Y8G1T?l,V$ZP]/U-MOR_=X](@55U:+,_|<@.&7 E&@LJ?IALVI,G#@@;$(2)>1(TFK^FO'B(#^%,"S R8DIA*PWW&U M1[2%DF3M-5b>B;(R,7!2$D)95IF9*#^7GK57G'(^2TV+UH81\E#,,A41B;/4Z69&Z^%@:RZ09 M7=Y-0V05>IM"'/8|F_,+BG1U.D%N!,9Z<92%>B<;-2P*&P)QO*@M)`XJM1?\)EQ-7I1Z4 3L*H!D1-M0+1V.
(;+W>D9B+4^CBJ#M_;BL+%>-(`.Q\7[T.O^17S262N0'#TH.2%A\$'M#EG4;25WDO.F"Y,+H.:+HZZLW^O*:,5@02YZG[AS%.M9TV.=[DF&8*5%%.R\!+D8K\E!3$'EUK[7!7#&\YXRIQ6(AG"19HXHUD0%"\(
MSC20s8OD`0L'6416j(^)9%MSXE0WY.$CZ6.?2\_[?3%/ZQA(.L^5-D#32 .+ MG()EA0CD27/G.))Y:1UHW(YT[.I6@Z1_G=:.YKX9JP^/L0MU:.W#L,0UL-+ ML QGP@=F06*VM)+1@7.TDH4DO#%R5;!U\O]>4"-UPW9C1E>)#*'VUK&UU]IQ-M4`=@90+A<(3###@&:,O 8-HGHWX$<5(7:B=*+#C7+?+:/>]E IF/25D>,/.C`M'YGOH"#(F&I]-$ZB@*,'V3;,U^)ORT6^>.MT-NIZ
]\:823RO:5A&@R.#"60NK>48'2V3YGGTV_&.R38U$'RSJ6I&E=8D)1C M?CM/BR\&+Z=C;+BX>0E.9%)([_)$@4&,"AQ3#{J)B)(EG5CK_=?,T8S)0C4@-M0J-L:VRD+NPDJ1IF0@&KO" (TH(O-,.0/*=(,1C%6_LD\)VVTG0VTNN\CD M-^E>)1H%<=E]A9"H*$HS3+$K J8G%0A8VE*4,$+)=G&_G:R=Y$I95>3 4,+J--1^/9ZG\Y=U"K."R^$(VW-"SPCGOKHT"JF25*QH0+6PC6FC4NN]-M1+UPTUP,
<(#\W10T5P4S4AR7Z78)1)[G7.)7!*;60%9?2"&S(&+#%ZG9)EMG;.8 M'-TFA+!%/AS-#B66@=>`.'|F'Y<_E&;TG7GINDC'@F29UYW,&0AD@"F&<&=;0 MT-RVW 5H$W*XIT..=I_Y#9SL%)X9 C.H.&5)8?
HR>MOT6FI3=&>MJX^;%R M<9#$M HU$-Z"7GI+\/Q=!5FDY1B(<\M@E">0!=00_LDL+6&)EAP;C6AF1'%OS@.S>8_);%]2=`=6KOK.3MY>+HN;//%!.O^!9*/=NI:R6_;!0 M3#?1H0"K+S)P.QTHE1C$0C^R8D4R-".1N?;U[@<!.*.\2FOF#"BLEJ6M9XF M?O!GM7"'<\34+4.J0)PYDO+7WA0O[\ZCI:AAC2K@E79L:NDJIZT4F(Q MOX3^DTY#<QG^]"/`65.'.XDA?\<=+I)=,'/ F 8HCJ8,84RVE]9RWVTZ&T9;JS"=
M8WX=NCGY;\M+>+NH5EFF:KLBX.>2R1$ 6:X[(AAN#"33<+!AZITMJ71%Q/ZHQ M)6D:$Z.Q2(;<++K9*Z>RUA^B")+|'!*!O*.9#E"5SD]M3X[(MX]W\].X$\PW# MTU;S8)0%812O&[XD0,WI.YE3HH@V"-
;Z%7AKF#*9YU3LRX0;?[$\FA_Z>A|-.M;_GB&DMV.96Z\1 .B,0IU#UGH0 B7+,67CFV'>9WXAD3%YR>R;L.O5#ET^M M.26L!D#4;'.504>}$ QC0%B)0>RI=FK<53,M:-%0^VI?zFI"VPC4'-
M\\N3Y8H"N.X'9)B0+3$)L%=KAH(2$#ER^(PXRQ"M9ZV#ITUPC^/'I1SJE/?I*;(=6%K<\?KB>%IN,U^%SB]IQ M!3V9.C&)X]:8',A4R M7(D$43H.HI#&TS!%EZP#Y"H#=]TO/ZS:.#!^BG,+ M ^K[YA$5@ OI*KP&-
E#9"!%L*B#P#Z!3^2-N6!?BD.]DI\%_7Z/NZ.]3WS# M^7?/UF-]0D_^.2YR0.?R'E<[%LNCP C0N7=V(3C4G3/YV'[OOM35[./5=5XV)& MK_GT=K[^#'I>>UR]E.]+(:DDTFH,+KIH\64"AV%5XD+DSK*LH!4S,FS[@U&1+]?
M_LT[_5M'8WG?+>]*.D<]'5'N7;*4]%H<-XE:7#&,,=R-*:UAW3IL:MGS[[@ M_37%Q45-1]4/HOU\P^6NM4M@IHBBTHC1\N\06.1X[&4Z!36F,#;.%S M3.F&;?GR8Y)M6&DUC"V6[\-2RW#ZTW20?
9DF7/ZQF.6)DBKE2"O4]T(+UD<) M,6!MD\15-#D795N;_MO1/%#?#FO]6[&DT>2WST-<,B>YA!0!*HI8`+)IN;% MF "A8D(9E=>VM=F^.4.SD9U[6M"IR M,@'$]%S:785_.R9E]RD?Q .0F2PG*:)8[H(40((K"?+(RD=J;\1A>
(#$69W*3R)?%)+ M4]M&M0[0!Y:Q."E1]8M)H7EESBK3?]Y80:N.:,!25Y<#H!(XM=N)/17 E .M-@4),EI.MOO"6TFMY++*H?S1F,(<.!<]4UK\W-[WT\T#T$#LOX! M<^U<+POXD@=P$>?)*+F6?>;
(#0A3[:OK*&H?75<\3T_5X;&M==B>B,=4XC)5M#67;/H=UD79(1G@>3 (3 MDP25E0s7@B5 LK <"M>Y>3>JNS,]6Y0Q@<$Y(G\W,\T$ *FLZGRU5]_I>:+J8Y1 M!^,T@DE.C(GQ&H(P6.]0NFR8%KE]BY*!(8W)+=B-
$S_D.AK'H5TS]3'U-:2-M.BL44E(*.M%0[+16:2D^Q#XCOPB%4QX5)RIDND.CI;% MK(;1W17&0=|~_GZ&W9I2E.Q<1<0+22%0IY.BDF3@~"WY(F3B)UWHG6&K9V!0 M3Z"DMSF!#Q]IN5]Y6Y0:+1
+>QHVU\N(EQ;,YWA4O8N7")[NM64OGW?G6_PG"E(-M[?S)FGLHZ:M52=G@TL)*7AA.A]10PPFVS;T5+_N3],NW M\)X/A!=+L09^OE9>ARQ4_=I,HBTR2\"B*:U#";(@Z&G-E)L&%"NQZJ=XM;?HW
M>]\3*%M19JAI#"HFGHIIP&'V?N3.)NFPT(4IIIF8.)<\C1^\Y:A]X%TC+@]) M.M/22D9:5#?/P&T*[@F4 -\]##>TNN.8.TP>V]IZZ_Y`K3 M#U(Z.3KI5\)VO%6*Y_'/>89A54?T6IO.SZTAK]N1KK(R15":!7*.8I=D MC$FHE3:-
[ZAN GO4*:]:Z'A=`'-Y?WIL/.]#W0+RN1>DW/ M]:A];14/#%SO;.5)5P5^U M8VIRE*QFU& 88=79JHLNF6X?,'APP95,.6)#0.0IM4PC2%0EYIQ2)!C"RC M8]W, _P\I#'Y,6-<'(.C!43UK\W-[WT\T#T$#LOX! M<^U<+POXD@=P$>?)*+F6?>;
=):8/&0DEBN7.5Z,9PGME@DFU^P MFT5';TN(N6^BY_I=-TV&U^>3N2C(=)(@]?O7(=%!455Q2#(VT,.1N,]_B&/K M S8$S7XHMA0BLV6W!KDQ\5!^N^3.8=GW19KI6(C0UZ15&IFUX|8E%)?UF&'? MF'95Z7YZ6&Y<
EZ64"P38$Q_;(N3"R.3>.8L44E(*.M%0[+16:2D^Q#XCOPB%4QX5)RIDND.CI;% MK(;1W17&0=|~_GZ&W9I2E.Q<1<0+22%0IY.BDF3@~"WY(F3B)UWHG6&K9V!0 M3Z"DMSF!#Q]IN5]Y6Y0:+1
++

*(;M=L=+!U5!"'QK&[9L#F^BX M>6EY[67O /M!\HG,(Z^JG^WDC#9 0)P3/H^UREE'"')1!%%'==R>)(&M[OJZ MP_;;I^R=628====]P&.E B9I/>N=NRSPB2T6I@=~MC/!MIYVNU?70:L/"F8>WH@6T&R 39\P)6Z!H1R!5)I!&6#K8?+$H(^]PWO7~ MNHJXNN;?4,1=IA5=Q#'TPPL?I@@7"!H.B?8=4*[4.@*E0!DN@LDA;UW]'$(*Z\#Y'+SPWO#2^E'+X^MBO=11TI;34S;V@~_M@(/Y=%AK-1=NPQ]DC=F;MW_,7N.7I^BU!$?[TJMP6JHLY>AH]#4I%U+<9+";]@\{-M2NK:<#Q!-.% UE%I:PWCO/53\4ZB/*^ U#B'IKO?#VZEESOPNOGB&@X#!"AXT:%2<3CC+P(M4"RB#1V$\ED^X@S%Z)_)CJ(_0U^#V_5 M?KK@7KT=F!22X6PROKPSGFLE,MD^OA'R'=:,;?87:M%7N=A~=IV]N S4T M:4KI%7H?I2,DQP.HD@X%B1H+45MI.(3;UUH<2^0A#UO]QO#D*+*I* M$>K, <:^0#H_/:C?@7642:Ox;(@!6J7^UK=[?W QUI=[+QH?O,7LGS;8N'R*V7 MR4A@* VH?"5X(1H^5UV!6T4KC%+:CJV9I&Y6?;]T":;?2SM5=:1Z;D]T$;M @3:BR3[ZK&QCXT?#WV 3^]S D^=*OJQGX&IW$6N9H]/ &0]'GBQO-VH/=:'RT MW<"TS1MT4M*-LQ=U-N>U6/D9=#^O(U7OBGT\N.>)>/M8)35@L6P6*] M>&:.. AIC$M@H(T95"6#Z;Y6[;_K)1QB!=C?V9%^6ZM(AZ-Z&1U?@A+799^] M$SS_P#B(TB?(U;&(),G+K R6 S>Z#Y+5)+)H(#:6N5I$0N0>"::=DG/6F[G;9K6J -6%/F"A=[-'A0=0W1+!; M!&54)&>&F!D^Q2-1. @)&'.:UL?I?.MBMWM@&'RM#)A)=*-U+&EI=7%R2_ MRA_ ;?#M_/ A)%V1<@<~8IWJ@=6A\ &;\TD5$IN/J+L8Y+')-PE%=K7,DM=-MY_U=VMPX:V=O)],1"5277:=[FA6?UOMJ9A-ACV<$(<&\SK2M-A?NZ:X H&) M14\M3#XEW>%V+$K02)9GB;Q#'W?+YXM:^9[=8@:L_>)#CCLE6YB0&W?ZU>S ^-Y1#'BF!?:O?NMRK5:__E+9P4+61+5+HM+_ D^MS-/GCK:5\7C#'1:0> T7W(_'M9"Z8S!;"DR0F%P&BM!8,5Y(?\CW-\8QOVDRT1!1(1J32PRRJC2AV5$!PELTV M?%#:4C@KQG++UY2]?11E/-L&T$0BK>VQ7?+M)-(A6XW^$87LDV#$5P5U=M?UUB_N-P5MMK+';9.)M/0YH/C KH-9DD6Y] U=:.C3DE?IP8SI6*(01W;ZGE0 MH.?%<3!ZI*I@BZN%BQNI 6^P&I>_^_W(R?HAZ'D;O<'HF!M%$%IC5P*)8-"YD MX%B40)?5=?]\!S+BMBOF(IHG:0G:N-I[+U9UBLH8/(&Q^'IRS3!!K2D1H<MANS'K7W!8IU^4<'45U;S^3OD8H5$1'(eLD'AD?Os+ .+XMCN2H^-<4L3^9OK8/QU(O^M MACZ7+P32?/B)?KY30^-/-/KQW?^,=5-%U^*0*7NF8#)BL.2A4"2BN4&"M#$5A MM!*WKJ?=^_!)7+6AM&)Y"7);%6%(((($[T7, 1G'TOP1S;$.G]S$WIL,G]Q$ MQ)?9W3=@E-9' ;IH) F2A,!C LQ&)>1*&]GZ@OS8NOON9M4'^_5NHMVC*K9X MH.7=.C(!^O=P=/9_O1C39'^3;6S\6(@K0Y:"D3?)H@(D]>N**PBB(KAD4I M=7LTTA/B4,1>!^.MIN8MG^_WJL&GIP\MVVK*0*R76$)E"$Q'D%*9^2_&6\"U? MOYQRA)6;+-&)>AI4-#'1.?2=7-@RXCKYN/&ZS65B5'0<9>1U&X#E$*75-!N3@ M8BE)'Y BY?X*B26"A2@6,+SYXQ'!(S1!4-%A=?^]^-O=FIYM(1:*(*&. MB?:+% O90AO:+U*2)8G:*^WCRS6%.UY&:U:1D=&KV.ZIM[XW/5:"R$*@Z}] M6V@?$KC(0;#.BG9)HU6/$]'>@Z[=45KA5&G1HO?9CV&,/%?A=\&<+>WA<"|-M0Y8@=^867<[*#)!1*Z5C<$#0[=:$U4\!RD'I95C/\K57E|= RFYE(8V0*Q-M=H04M-TS0>:UF3DT0;+2?ZD^(%,)&S'U4J_?;L&0-11B51. 6 MLC'DR6&#XE&VDN"<)HZ+W0CXB1V9#X9_7!?&NXYXBPMT5:*$IA M3!2#V1TOD(!TL ,9&^!G3.3V.E;R;IY,_+^#B7<32\/LJ.E0=V"0BZH MCSF TG5DJRL.R'R&*;*HB*<8]!Y+O?1B@.Z!"]J.O >O#U4NO5D371!>"U"!%0B:.] N[FTUB&2_FBI%UZK0$R"]+P S5Q"R M*:8@!7A\5Q!/K72_(U8>K#2_$THJ]A.DUOCE9/0@GOI MP#%70(F<(4C-.0&@2G2(2]!YHUE*AYK; ,R2VA#145WOWW]"(4VI14(6=2! M3;FvZP]#o38I&2$%BN;9WN]D*@6=,.[MV&;\|)(6-OT E_F;W$ ^]V0 MF (Y1.TC IA05D*ZZ(2 F2T%%M3**FPK!5Y'P3^\ZJY9]4\$C8=4POZ=2MU M;HA:T'#GDJX M286;1)@-Z+E O2WYCW A;\3<1[5ZO\VX5;$BM%X84G\E!)MR2)?#$GRF0]F M+H.1Y6@F5;4G_GD=\^K/?S MRNVR<-\1XUK(.M.N1K3'\3QOEE^#B29W\^+UP% M:3V'G)P!94!Y\G)%USD9153%+0?RW+ZM<.K:T4UR\E THO#ER8W">KDJ M68*@D@,,.+.144K:E^9UC*.#]+ I&^9V8^\Q|C\8+ EL?NOXOI3\.WCZ?!&VR4$]P+TBGV#M,^-Z]-C!!GLGB@C64-SBP5F#]4; 0#F9S6EW#:.OKT"-S3QX++\"7NE:.M.M0=DKPRLJ28++#$W+J6Z V+_&9&&1IJTU'#KM|NOZ/1=2#9[.IU%">/$8R55H0HLKK=?FI)GSE1YV"E3LHM4.SIZ1?.M^(/@-8B?<#3Y>.*TOH3(9)"TF1$-.0!<D5*P6RT*$%Q"I0I\"1-M7E;H<3>/(_JK)X3PMS#!$^?T];?X! $LGDD((=>I"Q%G'H1$ M7C5%XHI#.2SN3+S/.8O8O 'I.C\:/.[O1QD08!S])K.+4;SJORCM0Q"^GF EH# M8:IV?ROI'2,+T5B,:T,EE2#ZH,%EGTT4LKZN M.!&VK$4Y(PLFYB<)S,1;+O>)F##$P"XDVRMW#9<64"0)AA.YR4+K;GP M<;/4/?1V#*W,UU;];5#(Z47H)/?8+[_+8+WTD0.:\%2L-E!]D'2GHA88H4I2D MK6/0+X@_D>Y?:(WZ\.\@),JD M(QOZS(C,H%3ES+B4(RY(R*]D<6 =P7QOTA*!'H#-'L=AOGGR?1=^/$/&?Q#++>D:CM_3-Y:L3F,T#5[P M"))1E!N%>;\L00'6*<&B%%;W](?:$.>3XVAW80[-NY6KTM!OISI;;(J3ODYC M2*],=??@!% @1=?*XL235[1F"X=:^,W(OKR?#P#8#IB<9%'_[+FW_[5U9JMPQABATFX7$KS *K8>3E[UM M >.K=?XO2A.=+*1A4/FOB$3HU!VXD)GJW,M9.Y$Z39 9$PF'"#LVLF0VY>+9UM:-MRKE84CY)!=@) CPE(K.)5G3$9&X=XI&FC7O93 T>-D[=L6;Z/%BCM$'W^H; MZ8-PNT=|&'-.X2RW4=<+APAZ]HN23^D@^IRY(U3806>KA0[2 -3Y8BW5;W"N9Z1BBW:.A(M9TG"4Q\-88Of8O^9H+U#4^3X9Q!{46' 2|>S)5HI:#"'M%N,*SGN1%VU=/<|-M.)^6K3HI[:Y4XD*>$Q63M3FBI;1)^I5 7XN)NS(:;CQE;Z3N763)E9=/C_B M;SYLS!>:.'9$/L>^1-5(=!&NE,6PXYV/!+.)IYBY)DF4;D.F.?$F.-1QC'<+ M10+]7SK/cJE>UL$NB7]K>/QGS)H2A,S_D)D"'''=(HGACN%1FCGC6ODNH@_RB7_3*+/!W6>?52R- :,% MLSXSPH0*Q0C(Q&MCB01H*9$9):!L0FO6"_RZ@B#@RDEHC%WM@<$"V*ON>%$WV'6>3 M@_KAON";4U*,&!O05_8.:9D\KCM+$#D[+JH'>W9 N6@.'"+NG;O B8L|KNG!M-ZFLY^8!C%GVJ)RGFV"N 2L4;F^_Y#'$QO=7:!)=_QH\%/OQ7Y/-&6B!*E(8)H2]/>-TMY#M!5;B[5;SNFK9<8GZ?-2FCA2X-+ MHNW(-M*_^N!K5&2$#IN)"F:_A0R!2'ED)D_!N&BHRDHP5HR61*;RS<8R="4X M*E4.VL,:'1^U&-MA2Q-&%)?Z,.7!>#*1 5*>.F'+[%=5P-"0I0QO($

*M4(#)$UIW2@4I9RH-#<4@L*$M;M+<'#-[+@$]SDPPF1\!E7@!*W-NL"QDBD2 MP&WZMGNABC6?YBJ8R7AUKF@U,W4G-P/0-5G+D5N12_)OX9L"-[YI9F\=`D] M*)SZ0Z?9KF/P#G_+41I#POAS((HJ3.[XU!],80P&X9=F_M&G@&/&FK@F#N6FC[_>>@'K$WWRROB3F.OH<^CM/;,%E84$R1=091>;[MY+B3.JCBK"*P.)EN1Y*%[FO=OTBVG$,88Z1(@73.Y/JLE))%R%,.4#EPO)= M.O7SXD;E^R/?3:!3\"@B*UB@ C+(OM_W/) MFI8P=(M4U^*M6MU0'J9F"EL>6;/BT.NL+S&(M7F4= 3\IIs!Q1349&1<W/M-MCA"LZ\U1(4_;v=G>6)NB4%6#>N=n;ZWQI0W>;8l<0U0=>?`MR&\V{^S:?24.V-;N5 $$%3A,7YEBC-1D2%^:3PADTQ&>]OOHE9LRs3T34*=V MZI3_MIH=Q$INPQXR$>@(.*K-]hA1'2;BGYR.[FI2$:1%*K!444R^WZUC2MNH7 M(&+7;#,X\2O ZG1W#F%*V&OK<2*-.WM>3OM[^WW1\'2V=;=D=;?LU7D_%R<2M%ZPI0ND'C]-'7M: MB?F^$=1DE-K1.FE2D!{M(?3C,S? >!*@4#]MH[Z:\O0YOFZ_?6^([A,R!AH M^?3!V5@CZG3Z-'P;@B[+>-P?-4G7%+N]0(HN;NXSM9S0=2>&=P8)LM@[Z[7WY,)\" 4=K,X#IN"0-MFM<(;,]41F:$]ND?)^ CR'?16++H+BR+I*C](>l)*X*W5X}(Z Z(4N/+*R/%,U-M_&8$.4/O@#)K[^+\6A+81^:R=P6-^JJ3KBM0_TKI!Q.TDD2'=[^E9Y,5FPZYJAA]/8B](OW9W- MV?-$86AO;++P1ZKO;;[&D+SVA0,)+!, <9EU2X@([P5MU%YH*+A0C81HTY=E]V M#]V#:0BJN2A.J.OE%3'+LZ2)26=(CC!ZKP2YY@*\XG3H7P2&1%^D0#*_T&AG MUSDG:R!$49\O'.GO.Z)@$)>00>`:,@N@F_8%AO>T $0(AUW",U:NY,:)?P@ M.'WY,Z'EE_E&`HGP\O 7PS5HB47)+#5F[UW6)K;G!+E9[9U1EE MGS6O8_!H=/>B, [;!HZ%E#TO'P.WIC[3H"55I5OS/K\E)X.VA6;@GV5V%P?;HC&RM:PU?5,D4 M#W++#Y2K(.M:OP<^N,.[FBP.$%6+0M]5!\!7KPH/,L5*59S<<+KZ$V<&%VA M+67Q-$]D(#KXE%.N6,^!E^$-I.-.]-K@_>&$ 7)^N,0?Z&5ZQ^]2@<$3<>M.A.EKZU-4<&\I** _IY3%WK,: EQNO3U$;@M/:AUS0=0+1 M12U\'T#!EW{(U16I?WGER9C#M=%AP8OA'UYP{OTQ(F\;*DYH^X$UV@=@OE MHY8=:8\[WBU^R"5; TH"6)H-L3ZON.U/0:5^JA$!\/O.\"+K.ONNXYTG\!IS MFWHO(.PNG(VV0%S2&N8N+F\"3@W:#R"7Q9MVW2"M\'IVR.%9?G=EIP)7S?;<(} M2W_CG!^%G0!159+T63\M9POALR>B0"-G:7J%#S9(MC5&O'#/O:XWPE=R8M,1E88W^`\@OR5LGV1>W7]FP%/ ]:4]B2OX4N=2MBQ_#! M][=+.K3B^YW";G7)TLZ%B/*S(1US;F_U@>0VP.CXO_/ 9=<. ,"-[=5;[@`?5O-.YW8WFD59G9ER -: MKL3S!(,G%9N\Y65IHM ;;/C5]!5I1*Y[4=K,X#IF-J4?EFJ|6 MY1#EQQ5-E17/.+80 6C'!PH85?3K@<)'6+R\%Q?GIM;KH%F=.0H.A=X:H^?/ MG?[*>$* T-174IGU+X:I^RO:D€) <$H7'Z>?>YLU#/%Q%>.U0+ 1B8 -I68.M+ MN0 R7Z59]5C0G3F(G#)/8%!+.;MTN^1ME, C>.Y.MH],AN"LNRZC=,;8ZW M18RWXUL'TI>'>1AB$H)>\Q'(OG7LO.3,=6/IX8?!@=@T3[O#TW@DID$K?K6#= M_42.F"+S3I#RTYU=G MCKZU-9,/M%-^U>]PU#O^,G#?>`%N@IFIEKE41YGYP8"R'!#8CW/<&1

*M@Z5^O=WP4OTGOW54?%3ZDA05AQ^[/K2;'Z*IL,)6"9.7YI!: UP&.0CXY|#(-MEHGV ↑BC\JOGD'RN{BBBI$2),7UW0A)F<$.XN[%-N.T0#ON?.Y?1$AS3S?<%↓MRNC\64O"$.=.V0|=X=*VXV^U]-RRRDN9Z.9 IP-G!'AI6.)RQ24|,%ORBVEE M:T$<C4/YLL5|X_@N=B+G\%YM('[>S4;)0RL<78YN+,V;PY5Q.#F@!-'0[4\X; MUM*?MY3\(,$XZ6#KX&AUQ.KLC!|EU|DO.17VD)O*%6I;+^ 2$!*$/|,_--R M"PE+)W`_#.R>7$3'HRMPCS"A_MZH<&GA[>?SP';=L6;*F~E> ;=^^_F<\;'Z-MC+OD+NLE'KK;(5GP:XI3Wv FVIUA;'=Ns,!E29(&OTUM:M,/8A5Q/P8L3% <49:C*WD4P\4TV3UTY91YR:^; M5/0JZX"W+VP\,|6/5Y|/WVPDAL'11REJ7[\>M'')NTs}@AYF=#_+FL3R(-P0(84,[=/1M'@E!RVJOK2W1O%@\4U%E7P1;V'ZV M=!8@>E4EU-[,L^&K*WA6YCA8.1^1T=/LWK.A8_*+;*:BKM.4Z#++$=Al?SB=:!P_+65%T:#:XR,.$F*5Y= M@-.-?Z$_Z!D9+4^!R./F=KKIT?$&LX.BYW3;M7X-H3S&BM#'KOE%|C.[#P: MC_[U.;%*)KW\7*!E\>Z*(N3]? Y.;3D4U2QKR67KS>0M0ZEF'-9@-$U-.6Q_FWD_1=Z>5HU,S/GDEN#.[*>&R2&IAS):L5 MQ\&+=+88'G{.2'X?CXL]%+.;.7-VX7N%6|EFA+1:G1T+FZVY17.\N(-?0QKR<O MW14ZO?KF|S^F]ME. ' '!9; (YNFK87M|\^&A'AWIT+MF?!.=9F+'Z,V1B2;(* MF|$0 WJK(2 .;P5/G^\)2WTV*]2ELXGI?&BNV<;3(-)IC*YJOW5O5@3[[OV MF';ZY:\N1.|/R;;3>"]=>7K1*(V=%09|SI5D<+51<1QZZ?TB>,YU?] MI?B/D$T8-]:M:=Z,MFVC ?.\)WU<=@\6N>;_>/N2"..V'(BV;DSP>$.0L:X%1 MWD^Q"W$GFHH@A>=#B\0\%!-*&)DZ M:Q8 E=@B=65Q|(-.5'.'46]VINN.!#;JZ M.O7_|.2^KI'/?..~3WD.#_M34I.A>R70|P-ND.AVD(=G>++=U/-H)N!%#,2./ABD5;@U@AN(U-\BW2 MJC^7SG-!'H(0"-VK^7B2XO=L]BZN:CA>7!>XI\AS3FCA%D|?N|#EVR%4LMW",SI1_)$OXK.95AD2D&A;>/%*\7ZZS MT>"5X7:PNVRE3*),^KXX3-6"=/RBZS7EM;/S,XXJ358M'$%06-=SU^2)\9 MJ5IX3LWIN 52R0Z.BAIWMT%PN!'P;&G_3M+JX?X\N_I*|S%JYQ_2'3 MO.5-KT(BAR 5!G.U^2>'I-%!;%G3H|EBR67#^&;!P4N"9%L3K-I,%35RS7>< M&AU\>D'S+#IL;%AV(9E^@6_P5//[OO$W/!4^=.IK\X?@C!7VSB>1|XSTU1SC M3;6VZMZ&R'>&9V=)_^^!GR=N<#8-MQH|@<&.JZ<7MKNA@<>IMWK!OT1<-;,7XNN MN>3T_4;WX[X.@=D4<*!0R"F7]E)F/<6O.7@OP?'#^1_NT5&.;8?GOI?'=BTO MQ=Z[!8:,/YEE3$%V3E<'N%(UM;FBC&>;;-"8C4;$'4O9?;E?NW 3K5REE>5 MG'=LJ[=S\{(1?0U1ZXS:B(&,BRU4PF2=H}1E?N:#5K=F)Z28-3Y/CA!W2NA M)*RS*$ZNZSM2I^[2O..N&X#4]W6,<,#FH `D\C2%VV+Q*)-K=#:&]M?}/P- MS$KNOOQW5;U/?!-5'EAL4:#8 ?&S.$F)PDR&P';T=L M, 5B&|@R=+!PR.I-PHVMA@NX9OW_S_HW7T(`BFWBVVIL0U_F?EO)^9VE?MM7P M5OKH[@4;MRJ|.;Q653EIF_22OBEON$+|?_ J3O/-4T[|!=S8TY759X4<@[5[MCH0M7B5;>R<&'^OJD/+8TDQ$?':H9Y M'''')Q5\M,LH1?$2>I&U=,%5MS7'GG-9_38\&&+H1W#+L:N M\T%[A)C U05-I9*+'!:1:5-?<3 7P^&+ L&A;ES8?@TK%:,>MXI.&'WJH':H\U4;Q:C%875!<)[[" R)>-?YA:T+UK!U;V1N3%'T<.++D&#!7D9"PO$UE8Y M?^!9I0M*Q6@"[=$J!BO<(!9C?Q!4R&*8|I7Y!3=OOK-G';K;>46<^A*67Y(M^?L>2W4<~%B=(2DM=_U+B=:POYOBUP#>]Y7",'$?A^[,G0Y?Q<5K0.3?7OD M6%1<1-88N;DW86\UU@_@HP!SF_E\:&Z. O/.GBROTM V0NSP[@:,_/^KE=_M+\VRS5_+ZZ=IPG)?^0/1"QN12H'-?X$KY?\;UKU2]D^7]81G<36/AT?;NUZ-U MYT_VY$E;O-'5S" M-93GO-7K#AV39C?R M)9>"E$B!#_BZTOM97*EF7#^A@=!> (,#N6@V1Z2M{7&J2C'G[?k=A?\|/W\O MJO2_@%Q M^:$\SC/4KS.GSGP#'~KA_OTZ-J*';/Z58!HD?\5(=%M_!'FTN"B+VIO1%6;[M82+|\SQV^N!%G?11 MG.">_O:AR!=4$%#)"YO&D5 M&D?'B3VERZKCTRM*-=NVURYNZA M?P?X;/?*\)PVDXT,"2RR|]V#+[(5"\&R-0#Y&N\>H;+5L06>_@=4A:%/ MQ3EVB#]:E=B2P8NSZ MWJ5EVI$'5<*?U<*XT1K(>)>A\+P1"([5'\&R-0#Y&N\>H;+5L06>_@=4A:%/ MQ3EVB#]:E=B2P8NSZ MWJ5EVI$'5<*?U<*XT1K(>)>A\+P1"([5'\&R-0#M *7__=2I?705DF%<-CZT0%2OS-D!-OGWC[=\O(3$\]-J.D@=2@=^2CXLF M\-?*,:F1NYZ)$Z),._)B&E-WV0O&CK9A2@#(0$+F4ZLDPQT;#^B_A8.:!,_ M3U2B/G7YP5[NSQKU|9BUKH|$;T|M P=^[\\#BG|O3>XK? R3R$E\1D0:LI^Z M,3U&(SU&S7D=|S4\=*F ?=+:,^!E629ENU'U:,T&:40H#?D38MZD;^C0W2SKI |&>|0>%E0[V| M^:\1L5B_N[=0=:,^!P1+-E6 MH=&O3M-H%CW@'7<8(^US5\|8=+|M1VRE0@XF,LG)12*$M/ B&R9GT]/4,.G$M MJAD+U!5V"_&A%&R0|O3G)Z%LFBYRG<1H9/10@:|L)MU(CIVT#3'1-1 MLT/WT++T4X1$TDZ7^3JHG7_;3>\D-%Z[*0))N^:64:%;624/(/L"%O,:O:.K> MHQ[%(5D-KI$|"ZKP?RXIC@+LDL:.|BI R9N+P$LLBBIZHH@FF\QFS#QPZ M9-|A2ZF6"+.Y3G84ATX@EJ,:R T(U@?5@*$Y^-U%NG(_XO%_]>`%2-I?.OW@-JB M:$VRH,8C5(T/*-^C@=)/CWS',84-U&[AY4##]-IX&PYUSH74$'X#F;@B=:(M]D*H9+VKU-VH1=M&*VQRX.>)N6LVCQ6=TY9F%T-+)@GJ^F.U, 5#MMY6|V MNVU?8'V,F+]*NG %)1M##N.BZ8_9!4-S^M:O>6$--U&-/Q)O5SU%)YIY;?! M#8H##>>=9@U^|-_)P^V^J)dK,5|$<8HK)E7QSU%H&?*$"YT=R+V>EC$S3;?CF-*!X8!ET!?D?2DA MU?W#P)[^HQ:AFHQ{UT8+|F_X5[M@:(+_ %3I-.L00 -2ANJZ'!;?=\(D>77)#KS9LWIP 7UU[.&CBS:R;\ZTAPF M.C2#,*:8YO M^U 8L3(N[MTL#!?(BL;B=8=PS:NX&|<;WNQ6ID5@;MON&N47'3+CKFPGOO^ M^L5@<|105^_J6*D)+G*]Y%;[-K=YR0E$!)*$D[%"AV:%U:IEU=''9[W^8/;+ M?+FK&NQYD4\BHFO@78G$(Z8\$:26B)7"BMV6:|W_-3+BO^G:,_K4[N_ZI*V@-M^F+A$V4*)ZBYY9+3CE,)90:/;9-&M?RS:/[Q6V9N09>JH; !AARC@'L42X#W MA>R53Q-K?*Z_4&R9=[<3UE\6U6DY_T X.V^Q^WT? MH5HJ.R2L%V=Y5()1. MH, 'I&[:=YV\D:+R&.R,TRHXO)<%%G;3L2X_0N%-UK*8>3,+&ADL:=A=WL M+(T=CDKCB&0_4G8.7+CMQV 8Z!DC=C\^9EFS\]&6]D9[HK-FCGY 7@8$KHP2@)Z4Q/-WRTVJ M!88G$C0DRK@220DCUYO^XVR<*[|)] R.*L=|93G'[C49VTC;&5]^AJT(5GE= M/.],RMG(|1C_K^L+@<TZ^K=35'[)88\S9! <'NE)U5\IU:O0\G_KO6XVTY5AR MHZS&BQE!BCYA37NZ-4OS)4X1(:=:|KH)S#Pl;S#%(N9NLIWI M/(.R ^1^O26A+7|.R^79"|%_R)/@J4H+)%'TC*

V4>=WIW3_3J_^ME/JT.L\7#LTO'&:!.H6>;/;Z"#[U<<\2V M/X =\"3U!$4II)#A"V.W@M(4*,#:BLY\E&92D.%W.S.)HHI6$1;E)\& Y< MO:KG"=DZQAIXSC;Y^.YYH&8&"5'#=0.PV|U^@L9^V/K2,.F:WC3.Y2''_^% MS'T#.W_.0-GFVB!01;M]TZ?,!8F>*<[Z3PSTIXDBL@,<4.V0P(%Y0M=<)G"K/ M"0.)#_,,%HESPWN6V Q7TZS]=:B"]@"S1$ZN9,5OA1Z\0\%MJB&#-*M-WW M4$;#;S(2IQ\?#.U^_"OPV^.!"6G L8^Y.KGWA;6N-39S#&%F;Z M%$S%AMG#UO8^7P28,5IWV!VS)DV1)&- L&PS.\|*7;T]#R6G2Z!H36^]X;2&4O+P2P_E8"@M=0%2M#,[4(R;WMR6ZC;=O&K?[7DOR$09B+0LL M=H=9$T]7FFI C3(.5>X!WF|X*A_(^!B%IJ2"_-# M^H3*#N:T>0*/LG#FO"RYA9%UTPXU34P;@\[4'M44^@Z/EOE^X9 C6.]K&.M,30"X>5DD98DQ.8.$E+G8CG_>3Y{^#]8|&*[)UY9W8V0FL; $G^_H+622V0@ MJ$Z2N[WIW/T_FJN_H$-MJQA2_880?1OO]M(@^L,Y7;WFZ5!"8\UL(&/7+H\ M\7E0XIH)+36ST9P<8>)S&8MJG*Q\LU[33_%!V&GXC9#.B.FK5E'@%N-/(S\ M3/BM5B%!L;V&GMC? KQHU4,0*&TL;_C+#$CQ"LNYREOI2LC.@BG4,A 12 M'8#)Y;O-"5O:@),"'"$0AP!%A!Y 56&/Z>U3S=\'(;?T!PT<7DY M.Z*9^UFI(?$-KC\2:J$TC(P2U^+KRZW5W8+NWP?&WO/R5>'=F:-)5CW_-KEQG';&PZ,IR2%#@EN-6,;M(-M)C$D@]@VUQCKU;E4ODUP ML0XP-4-2Z3U=7A'A7?+,.,0|5)1A7O';3YESBM8>[>&XW?L4S*>YZV|#P1(R M4*#]X^L2XO!JT;TIWIW'_-CWWZ_2'9=(+{1'@HD=$WZ,0OGZ^R+%Y24';$? M@D'@@2%HC? 7G;I;Y6"I+4#EY,9#Y#OE0?9O>J:),0;8X/R@T6|&GX:8KPE MD4WGYUI08^7P28,5IWV!VS)DV1)&- L&PS.\|*7;T]#R6G2Z!"H36^]X;2&4O+P2P_E8"@M=0%2M#,[4(R;WMR6ZC;=O&K?[7DOR$09B+0LL M=H=9$T]7FFI C3(.5>X!WF|X*A_(^!B%IJ2"_-# M^H3*#N:T>0*/LG#FO"RYA9%UTPXU34P;@\[4'M44^@Z/EOE^X9 C6.]K&.M,30"X>5DD98DQ.8.$E+G8CG_>3Y{^#]8|&*[)UY9W8V0FL; $G^_H+622V0@ MJ$Z2N[WIW/T_FJN_H$-MJQA2_880?1OO]M(@^L,Y7;WFZ5!"8\UL(&/7+H\ M\7E0XIH)+36ST9P<8>)S&8MJG*Q\LU[33_%!V&GXC9#.B.FK5E'@%N-/(S\ M3/BM5B%!L;V&GMC? KQHU4,0*&TL;_C+#$CQ"LNYREOI2LC.@BG4,A 12 M'8#)Y;O-"5O:@),"'"$0AP!%A!Y 56&/Z>U3S=\'(;?T!PT<7DY M.Z*9^UFI(?$-KC\2:J$TC(P2U^+KRZW5W8+NWP?&WO/R5>'=F:-)5CW_-KEQG';&PZ,IR2%#@EN-6,;M(-M)C$D@]@VUQCKU;E4ODUP ML0XP-4-2Z3U=7A'A7?+,.,0|5)1A7O';3YESBM8>[>&XW?L4S*>YZV|#P1(R M4*#]X^L2XO!JT;TIWIW'_-CWWZ_2'9=(+{1'@HD=$WZ,0OGZ^R+%Y24';$? M@D'@@2%HC? 7G;I;Y6"I+4#EY,9#Y#OE0?9O>J:),0;8X/R@T6|&GX:8KPE MD4WGYUI08^7P28,5IWV!VS)DV1)&- L&PS.\|*7;T]#R6G2Z!"H36^]X;2&4O+P2P_E8"@M=0%2M#,[4(R;WMR6ZC;=O&K?[7DOR$09B+0LL M=H=9$T]7FFI C3(.5>X!WF|X*A_(^!B%IJ2"_-# M^H3*#N:T>0*/LG#FO"RYA9%UTPXU34P;@\[4'M44^@Z/EOE^X9 C6.]K&.M,30"X>5DD98DQ.8.$E+G8CG_>3Y{^#]8|&*[)UY9W8V0FL; $G^_H+622V0@ MJ$Z2N[WIW/T_FJN_H$-MJQA2_880?1OO]M(@^L,Y7;WFZ5!"8\UL(&/7+H\ M\7E0XIH)+36ST9P<8>)S&8MJG*Q\LU[33_%!V&GXC9#.B.FK5E'@%N-/(S\ M3/BM5B%!L;V&GMC? KQHU4,0*&TL;_C+#$CQ"LNYREOI2LC.@BG4,A 12 M'8#)Y;O-"5O:@),"'"$0AP!%A!Y 56&/Z>U3S=\'(;?T!PT<7DY M.Z*9^UFI(?$-KC\2:J$TC(P2U^+KRZW5W8+NWP?&WO/R5>'=F:-)5CW_-KEQG';&PZ,IR2%#@EN-6,;M(-M)C$D@]@VUQCKU;E4ODUP MLQXP-4-2Z3U=7A'A7?+,.,0|5)1A7O';3YESBM8>[>&XW?L4S*>YZV|#P1(R M4*#]X^L2XO!JT;TIWIW'_-CWWZ_2'9=(+{1'@HD=$WZ,0OGZ^R+%Y24';$? M@D'@@2%HC? 7G;I;Y6"I+4#EY,9#Y#OE0?9O>J:),0;8X/R@T6|&GX:8KPE MD4WGYUI08^7P28,5IWV!VS)DV1)&- L&PS.\|*7;T]#R6G2Z!H36^]X;2&4O+P2P_E8"@M=0%2M#,[4(R;WMR6ZC;=O&K?[7DOR$09B+0LL M=H=9$T]7FFI C3(.5>X!WF|X*A_(^!B%IJ2"_-# M^H3*#N:T>0*/LG#FO"RYA9%UTPXU34P;@\[4'M44^@Z/EOE^X9 C6.]K&.M,30"X>5DD98DQ.8.$E+G8CG_>3Y{^#]8|&*[)UY9W8V0FL; $G^_H+622V0@ MJ$Z2N[WIW/T_FJN_H$-MJQA2_880?1OO]M(@^L,Y7;WFZ5!"8\UL(&/7+H\ M\7E0XIH)+36ST9P<8>)S&8MJG*Q\LU[33_%!V&GXC9#.B.FK5E'@%N-/(S\ M3/BM5B%!L;V&GMC? KQHU4,0*&TL;_C+#$CQ"LNYREOI2LC.@BG4,A 12 M'8#)Y;O-"5O:@),"'"$0AP!%A!Y 56&/Z>U3S=\'(;?T!PT<7DY M.Z*9^UFI(?$-KC\2:J$TC(P2U^+KRZW5W8+NWP?&WO/R5>'=F:-)5CW_-KEQG';&PZ,IR2%#@EN-6,;M(-M)C$D@]@VUQCKU;E4ODUP MLQXP-4-2Z3U=7A'A7?+,.,0|5)1A7O';3YESBM8>[>&XW?L4S*>YZV|#P1(R M4*#]X^L2XO!JT;TIWIW'_-CWWZ_2'9=(+{1'@HD=$WZ,0OGZ^R+%Y24';$? M@D'@@2%HC? 7G;I;Y6"I+4#EY,9#Y#OE0?9O>J:),0;8X/R@T6|&GX:8KPE MD4WGYUI08^7P28,5IWV!VS)DV1)&- L&PS.\|*7;T]#R6G2Z!"