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of Contents UNITED STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549Â FORMÂ 10-Q â˜ QUARTERLY REPORT PURSUANT TO SECTIONÂ 13 OR 15(d)Â OF THE SECURITIESEXCHANGE ACT OF 1934For the quarterly period ended September 30, 2024or â˜ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from _____ to _____Â Commission File Number: Â 001-35371 Civitas Resources,Â Inc.(Exact name of registrant as specified in its charter)Â DelawareÂ 61-1630631(State or other jurisdiction of incorporation or organization)Â (I.R.S. Employer Identification No.)555 17th Street,Suite 3700Denver,ColoradoÂ 80202(Address of principal executive offices)Â (Zip Code)(303)Â 293-9100 (Registrantâ€™s telephone number, including area code)Securities registered pursuant to Section 12(b) of the Act:Title of each classTrading SymbolName of exchange on which registeredCommon Stock, par value $0.01 per shareCIVINew York Stock ExchangeIndicate by check mark whether the registrant (1)Â has filed all reports required to be filed by SectionÂ 13 or 15(d)Â 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)Â has been subject to such filing requirements for the past 90 days.Â â˜’Â YesÂ â˜ Â NoIndicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to RuleÂ 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).Â â˜’Â YesÂ â˜ Â NoIndicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filerâ€, â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in RuleÂ 12b-2 of the Exchange Act.Large Accelerated Filerâ˜’Accelerated Filerâ˜Non-accelerated Filerâ˜Smaller reporting companyâ˜Â Emerging growth company â˜If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. â˜Indicate by check mark whether the registrant is a shell company (as defined in RuleÂ 12b-2 of the Exchange Act).Â â˜ Yes â˜’ Â NoAs of NovemberÂ 6, 2024, the registrant had 96,514,065 shares of common stock outstanding.1Table of Contents CIVITAS RESOURCES, INC.FORM 10-QFOR THE QUARTER ENDED SEPTEMBERÂ 30, 2024TABLE OF CONTENTSÂ Â Â Â Â Â Â Â Â PAGEPartÂ I.Â Financial InformationItemÂ 1.FinancialÂ Statements (Unaudited)Â Condensed Consolidated Balance Sheets as of SeptemberÂ 30, 2024 and DecemberÂ 31, 20236Â Condensed Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2024 and 20237Condensed Consolidated Statements of Stockholdersâ€™ Equity Continuous Quarterly Presentation Ended SeptemberÂ 30, 2024 and 20238Â Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2024 and 20239Â NotesÂ toÂ the CondensedÂ ConsolidatedÂ FinancialÂ Statements10ItemÂ 2.Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations28ItemÂ 3.QuantitativeÂ andÂ QualitativeÂ DisclosuresÂ AboutÂ MarketÂ Risk41ItemÂ 4.ControlsÂ andÂ Procedures42PartÂ II.Â Other InformationÂ Â Item 1.Legal Proceedings43Â Item 1A.Risk Factors43Â Item 2.Unregistered Sales of Equity Securities, Use of Proceeds, and Issuer Purchases of Equity Securities43Â Item 3.Defaults Upon Senior Securities43Â Item 4.Mine Safety Disclosures43Â Item 5.Other Information44Â Item 6.Exhibits44Signatures452Table of Contents Information Regarding Forward-Looking Statements This Quarterly Report on FormÂ 10-Q contains various statements, including those that express belief, expectation or intention, as well as those that are not statements of historic fact, that are forward-looking statements within the meaning of SectionÂ 27A of the Securities Act of 1933, as amended (the â€œSecurities Actâ€), and SectionÂ 21E of the Securities and Exchange Act of 1934, as amended (the â€œExchange Actâ€). When used in this Quarterly Report on FormÂ 10-Q, the words â€œcould,â€ â€œbelieve,â€ â€œanticipate,â€ â€œintend,â€ â€œestimate,â€ â€œexpect,â€ â€œmay,â€ â€œcontinue,â€ â€œpredict,â€ â€œpotential,â€ â€œproject,â€ â€œplan,â€ â€œwill,â€ and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. These forward-looking statements are based on managementâ€™s current belief, based on currently available information, as to the outcome and timing of future events.Forward-looking statements include statements related to, among other things:â€¢our business strategies;â€¢reserves estimates;â€¢estimated sales volumes;â€¢the amount and allocation of forecasted capital expenditures and plans for funding capital expenditures and operating expenses;â€¢our ability to modify future capital expenditures;â€¢anticipated costs;â€¢compliance with debt covenants;â€¢our ability to fund and satisfy obligations related to ongoing operations;â€¢compliance with government regulations, including those related to climate change as well as environmental, health, and safety regulations and liabilities thereunder;â€¢our ability to achieve, reach, or otherwise meet initiatives, plans, or ambitions with respect to environmental, social, and governance matters;â€¢the adequacy of gathering systems and continuous improvement of such gathering systems;â€¢the impact from the lack of available gathering systems and processing facilities in certain areas;â€¢crude oil, natural gas, and natural gas liquids (â€œNGLâ€) prices and factors affecting the volatility of such prices;â€¢the ability to use derivative instruments to manage commodity price risk and ability to use such instruments in the future;â€¢our drilling inventory and drilling intentions;â€¢the impact of potentially disruptive technologies;â€¢the timing and success of specific projects;â€¢our implementation of standard and long reach laterals;â€¢our intention to continue to optimize enhanced completion techniques and well design changes;â€¢stated working interest percentages;â€¢our management and technical team;â€¢outcomes and effects of litigation, claims, and disputes;â€¢our ability to replace crude oil and natural gas reserves;â€¢our ability to convert proved undeveloped reserves to producing properties within five years of their initial proved booking;3Table of Contents â€¢our ability to pursue potential future capital management activities such as stock repurchases, paying dividends on our common stock at their current level or at all, or additional mechanisms to return excess capital to our stockholders;â€¢the impact of the loss of a single customer or any purchaser of our products;â€¢the timing and ability to meet certain volume commitments related to purchase and transportation agreements;â€¢the impact of customary royalty interests, overriding royalty interests, obligations incident to operating agreements, liens for current taxes, and other industry-related constraints;â€¢our anticipated financial position, including our cash flow and liquidity;â€¢the adequacy of our insurance;â€¢plans and expectations with respect to our recent acquisitions and the anticipated impact of the recent acquisitions on our results of operations, financial position, future growth opportunities, reserve estimates, and competitive position;â€¢the results, effects, benefits, and synergies of other mergers and acquisitions; andâ€¢other statements concerning our anticipated operations, economic performance, and financial condition.We have based these forward-looking statements on certain assumptions and analyses we have made in light of our experience and our perception of historical trends, current conditions, and expected future developments as well as other factors we believe are appropriate under the circumstances. They can be affected by

inaccurate assumptions or by known or unknown risks and uncertainties. Many such factors will be important in determining actual future results. The actual results or developments anticipated by these forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control, and may not be realized or, even if substantially realized, may not have the expected consequences. Actual results could differ materially from those expressed or implied in the forward-looking statements.Factors that could cause actual results to differ materially include, but are not limited to, the following:â€¢the risk factors discussed in PartÂ I, ItemÂ 1A of our Annual Report on FormÂ 10-K for the year ended DecemberÂ 31, 2023 (â€œ2023 Form 10-Kâ€);â€¢declines or volatility in the prices we receive for our crude oil, natural gas, and NGL;â€¢general economic conditions, whether internationally, nationally, or in the regional and local market areas in which we do business, including any future economic downturn, the impact of continued or further inflation, disruption in the financial markets, and the availability of credit on acceptable terms;â€¢our ability to identify and select possible additional acquisition and disposition opportunities;â€¢the effects of disruption of our operations or excess supply of crude oil and natural gas and other effects of world health events, and the actions by certain crude oil and natural gas producing countries;â€¢the ability of our customers to meet their obligations to us;â€¢our access to capital on acceptable terms;â€¢our ability to generate sufficient cash flow from operations, borrowings, or other sources to enable us to fully develop our undeveloped acreage positions;â€¢the presence or recoverability of estimated crude oil and natural gas reserves and the actual future sales volume rates and associated costs;â€¢uncertainties associated with estimates of proved crude oil and natural gas reserves;â€¢the possibility that the industry may be subject to future local, state, and federal regulatory or legislative actions (including additional taxes and changes in environmental, health, and safety regulation and regulations addressing climate change);â€¢environmental, health, and safety risks;4Table of Contents â€¢seasonal weather conditions as well as severe weather and other natural events caused by climate change;â€¢lease stipulations;â€¢drilling and operating risks, including the risks associated with the employment of horizontal drilling and completion techniques;â€¢our ability to acquire adequate supplies of water for drilling and completion operations;â€¢availability of oilfield equipment, services, and personnel;â€¢exploration and development risks;â€¢operational interruption of centralized crude oil and natural gas processing facilities;â€¢competition in the crude oil and natural gas industry;â€¢managementâ€™s ability to execute our plans to meet our goals;â€¢unforeseen difficulties encountered in operating in new geographic areas;â€¢our ability to attract and retain key members of our senior management and key technical employees;â€¢our ability to maintain effective internal controls;â€¢access to adequate gathering systems and pipeline take-away capacity;â€¢our ability to secure adequate processing capacity for natural gas we produce, to secure adequate transportation for crude oil, natural gas, and NGL we produce, and to sell the crude oil, natural gas, and NGL at market prices;â€¢costs and other risks associated with perfecting title for mineral rights in some of our properties;â€¢pandemics and other public health epidemics;â€¢potential impacts following the result of the presidential election in the United States, including volatility in the political, legal, and regulatory environments;â€¢political conditions in or affecting other producing countries, including conflicts or hostilities in or relating to the Middle East (including the current events related to the Israel-Palestine conflict), South America, and Russia (including the current events involving Russia and Ukraine), and other sustained military campaigns or acts of terrorism or sabotage and the effects therefrom; andâ€¢other economic, competitive, governmental, legislative, regulatory, geopolitical, and technological factors that may negatively impact our businesses, operations, or pricing.All forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q. We disclaim any obligation to update or revise these statements unless required by law, and you should not place undue reliance on these forward-looking statements. Although we believe that our plans, intentions, and expectations reflected in or suggested by the forward-looking statements we make in this Quarterly Report on Form 10-Q are reasonable, we can give no assurance that these plans, intentions, or expectations will be achieved. We disclose other important factors that could cause our actual results to differ materially from our expectations under â€œPart I, ItemÂ 1A. Risk Factorsâ€ and elsewhere in our 2023 Form 10-K, which may be updated by in subsequent Quarterly Reports on Form 10-Q and other documents we file with the Securities and Exchange Commission (the â€œSECâ€). These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf.5Table of Contents PART I. FINANCIAL INFORMATIONItem 1. Financial Statements.CIVITAS RESOURCES,Â INC. AND SUBSIDIARIESCONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)(in thousands, except per share amounts)September 30, 2024December 31, 2023ASSETSÂ Â Current assets:Â Â Cash and cash equivalents$47,075Â $1,124,797Â Accounts receivable, net:Crude oil and natural gas sales549,074Â 505,961Â Joint interest and other201,202Â 247,228Â Derivative assets94,312Â 35,192Â Deposits for acquisitionsâ€”Â 163,164Â Prepaid expenses and other67,955Â 68,070Â Total current assets959,618Â 2,144,412Â Property and equipment (successful efforts method):Â Â Proved properties16,310,966Â 12,738,568Â Less: accumulated depreciation, depletion, and amortization(3,751,613)(2,339,541)Total proved properties, net12,559,353Â 10,399,027Â Unproved properties782,027Â 821,939Â Wells in progress514,590Â 536,858Â Other property and equipment, net of accumulated depreciation of $11,522 in 2024 and $9,808 in 202355,297Â 62,392Â Total property and equipment, net13,911,267Â 11,820,216Â Derivative assets4,492Â 8,233Â Other noncurrent assets132,416Â 124,458Â Total assets$15,007,793Â $14,097,319Â LIABILITIES AND STOCKHOLDERSâ€™ EQUITYÂ Â Current liabilities:Â Â Accounts payable and accrued expenses$586,329Â $565,708Â Production taxes payable320,523Â 421,045Â Crude oil and natural gas revenue distribution payable635,512Â 766,123Â Derivative liability14,168Â 18,096Â Deferred acquisition consideration469,183Â â€”Â Other liabilities88,394Â 80,915Â Total current liabilities2,114,109Â 1,851,887Â Long-term liabilities:Â Â Debt, net4,841,523Â 4,785,732Â Ad valorem taxes203,471Â 307,924Â Derivative liability10,890Â â€”Â Deferred income tax liabilities, net752,175Â 564,781Â Asset retirement obligations310,417Â 305,716Â Other long-term liabilities106,731Â 99,958Â Total liabilities8,339,316Â 7,915,998Â Commitments and contingencies (NoteÂ 6)Stockholdersâ€™ equity:Â Â Preferred stock, $.01 par value, 25,000,000 shares authorized, none outstandingâ€”Â Â â€”Â Common stock, $.01 par value, 225,000,000 shares authorized, 97,091,021 and 93,774,901 issuedÂ and outstanding as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively5,037Â 5,004Â Additional paid-in capital5,255,278Â 4,964,450Â Retained earnings1,408,162Â 1,211,867Â Total stockholdersâ€™ equity6,668,477Â 6,181,321Â Total liabilities and stockholdersâ€™ equity$15,007,793Â $14,097,319Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.6Table of Contents CIVITAS RESOURCES, INC. AND SUBSIDIARIESCONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)(in thousands, except per share amounts) Three Months Ended September 30,Nine Months Ended September 30,Â 20242023202420232023Operating net revenues:Crude oil, natural gas, and NGL sales$1,271,375Â $1,034,410Â $3,910,663Â $2,348,090Â Other operating income670Â 1,506Â 3,279Â 4,374Â Total operating net revenues1,272,045Â 1,035,916Â 3,913,942Â 2,352,464Â Operating expenses:Lease operating expense146,761Â 94,660Â 404,832Â 191,728Â Midstream operating expense11,225Â 11,661Â 36,725Â 35,041Â Gathering, transportation, and processing96,414Â 77,540Â 279,784Â 209,765Â Severance and ad valorem taxes87,262Â 83,437Â 291,081Â 188,242Â Exploration861Â 429Â 13,735Â 1,546Â Depreciation, depletion, and amortization523,929Â 320,469Â 1,511,859Â 754,558Â Transaction costs140Â 28,450Â 30,737Â 60,077Â General and administrative expense56,729Â 36,154Â 173,742Â 106,553Â Other operating expense2,114Â 3,918Â 11,138Â 5,255Â Total operating expenses925,435Â 656,718Â 2,753,633Â 1,552,765Â Other income (expense):Derivative gain (loss), net151,029Â (150,661)48,927Â (120,574)Interest expense(117,760)(76,467)(342,443)(92,669)Loss on property transactions, netâ€”Â â€”Â (1,430)(254)Other income9,233Â 17,288Â 17,571Â 34,356Â Total other income (expense)42,502Â (209,840)(277,375)(179,141)Income from operations before income taxes389,112Â 169,358Â 882,934Â 620,558Â Income tax expense(93,309)(29,686)(195,321)(139,138)Net income$295,803Â $139,672Â $687,613Â $481,420Â Earnings per common share:Basic$3.02Â $1.57Â $6.91Â $5.75Â Diluted$3.01Â $1.56Â $6.88Â $5.70Â Weighted-average common shares outstanding:Basic97,905Â 88,911Â 99,540Â 83,700Â Diluted98,224Â 89,631Â 99,951Â 84,468Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.7Table of Contents CIVITAS RESOURCES,Â INC. AND SUBSIDIARIESCONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERSâ€™ EQUITY (UNAUDITED)(in thousands, except per share amounts)AdditionalCommon StockPaid-InRetainedSharesAmountCapitalEarningsTotalBalances, DecemberÂ 31, 202393,774,901Â $5,004Â $4,964,450Â $1,211,867Â $6,181,321Â Issuance pursuant to acquisition7,181,527Â 72Â 488,846Â â€”Â 488,918Â Restricted common stock issued255,442Â 2Â â€”Â â€”Â 2Â Stock used for tax withholdings(99,307)(1)(7,069)â€”Â (7,070)Common stock repurchased and retired(1,028,468)(10)(54,447)(12,479)(66,936)Stock-based compensationâ€”Â â€”Â 11,199Â â€”Â 11,199Â Dividends declared, $1.45 per shareâ€”Â â€”Â â€”Â (148,327)(148,327)Net incomeâ€”Â â€”Â â€”Â 175,821Â 175,821Â Balances, March 31, 2024100,084,095Â 5,067Â 5,402,979Â 1,226,882Â 6,634,928Â Restricted common stock issued48,999Â 1Â â€”Â â€”Â 1Â Stock used for tax withholdings(18,571)â€”Â (1,436)â€”Â (1,436)Exercise of stock options222Â â€”Â 6Â â€”Â 6Â Common stock repurchased and retired(1,766,808)(18)(95,380)(29,538)(124,936)Stock-based compensationâ€”Â â€”Â 12,262Â â€”Â 12,262Â Dividends declared, $1.50 per shareâ€”Â â€”Â â€”Â (150,797)(150,797)Net incomeâ€”Â â€”Â â€”Â 215,989Â 215,989Â Balances, June 30, 202498,347,937Â 5,050Â 5,318,431Â 1,262,536Â 6,586,017Â Restricted common stock issued129,371Â â€”Â â€”Â â€”Â â€”Â Stock used for tax withholdings(42,354)â€”Â (3,135)â€”Â (3,135)Exercise of stock options111Â â€”Â 4Â â€”Â 4Â Common stock repurchased and retired(1,344,044)(13)(72,683)(5,293)(77,989)Stock-based compensationâ€”Â â€”Â 12,661Â â€”Â 12,661Â Dividends declared, $1.52 per shareâ€”Â â€”Â â€”Â (144,884)(144,884)Net incomeâ€”Â â€”Â â€”Â 295,803Â 295,803Â Balances, SeptemberÂ 30, 202497,091,021Â $5,037Â $5,255,278Â $1,408,162Â $6,668,477Â Balances, DecemberÂ 31, 202285,120,287Â $4,918Â $4,211,197Â $1,157,804Â $5,373,919Â Restricted common stock issued112,052Â â€”Â â€”Â â€”Â â€”Â Stock used for tax withholdings(30,111)â€”Â (2,118)â€”Â (2,118)Exercise of stock options13,352Â â€”Â 440Â â€”Â 440Â Common stock repurchased and retired(4,918,032)(49)(243,312)(60,094)(303,455)Stock-based compensationâ€”Â â€”Â 7,380Â â€”Â 7,380Â Dividends declared, $2.15 per shareâ€”Â â€”Â â€”Â (176,878)(176,878)Net incomeâ€”Â â€”Â â€”Â 202,461Â 202,461Â Balances, March 31, 202380,297,548Â 4,869Â 3,973,587Â 1,123,293Â 5,101,749Â Restricted common stock issued375,615Â 4Â â€”Â â€”Â 4Â Stock used for tax withholdings(139,895)(1)(10,495)â€”Â (10,496)Exercise of stock options111Â â€”Â 4Â â€”Â 4Â Common stock repurchased and retired(312,766)(3)(15,478)(4,917)(20,398)Stock-based compensationâ€”Â â€”Â 9,895Â â€”Â 9,895Â Dividends declared, $2.12 per shareâ€”Â â€”Â â€”Â (173,358)(173,358)Net incomeâ€”Â â€”Â â€”Â 139,287Â 139,287Â Balances, June 30, 202380,220,613Â 4,869Â 3,957,513Â 1,084,305Â 5,046,687Â Issuance pursuant to acquisition13,538,472Â 135Â 990,069Â â€”Â 990,204Â Restricted common stock issued21,596Â â€”Â â€”Â â€”Â â€”Â Stock used for tax withholdings(8,783)â€”Â (693)â€”Â (693)Exercise of stock options465Â â€”Â 15Â â€”Â 15Â Common stock repurchased and retiredâ€”Â â€”Â â€”Â 3,456Â 3,456Â Stock-based compensationâ€”Â â€”Â 8,302Â â€”Â 8,302Â Dividends declared, $1.74 per shareâ€”Â â€”Â â€”Â (167,010)(167,010)Net incomeâ€”Â â€”Â â€”Â 139,672Â 139,672Â Balances, SeptemberÂ 30, 202393,772,363Â $5,004Â $4,955,206Â $1,060,423Â $6,020,633Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.8Table of Contents CIVITAS RESOURCES,Â INC. AND SUBSIDIARIESCONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)(in thousands)Â Nine Months Ended September 30,Â 20242023Cash flows from operating activities:Net income$687,613Â $481,420Â Adjustments to reconcile net income to net cash provided by operating activities:Depreciation, depletion, and amortization1,511,859Â 754,558Â Stock-based compensation36,122Â 25,577Â Derivative (gain) loss, net(48,927)120,574Â Derivative cash settlement loss, net(5,712)(44,907)Amortization of deferred financing costs and deferred acquisition consideration38,927Â 5,706Â Loss on property transactions, net1,430Â 254Â Deferred income tax expense187,395Â 138,972Â Other, net(3,000)(409)Changes in operating assets and liabilities, net(398,549)(86,173)Net cash provided by operating activities2,007,158Â 1,395,572Â Cash flows from investing activities:Acquisitions of businesses, net of cash acquired(905,096)(3,650,491)Acquisitions of crude oil and natural gas properties(24,344)(60,975)Capital expenditures for drilling and completion activities and other fixed assets(1,632,107)(782,119)Proceeds from property transactions163,280Â 5,764Â Purchases of carbon credits and renewable energy credits(3,918)(5,864)Other, net2,000Â (3,178)Net cash used in investing activities(2,400,185)(4,496,863)Cash flows from financing activities:Proceeds from credit facility1,650,000Â 1,120,000Â Payments to credit facility(1,600,000)(470,000)Proceeds from issuance of senior notesâ€”Â 2,666,250Â Payment of deferred financing costs and other(6,509)(42,909)Dividends paid(446,213)(511,031)Common stock repurchased and retired(269,861)(320,398)Proceeds from exercise of stock options10Â 458Â Payment of employee tax withholdings in exchange for the return of common stock(11,641)(13,302)Principal payments on finance lease obligations(2,499)(483)Net cash provided by (used in) financing activities(686,713)2,428,585Â Net change in cash, cash equivalents, and restricted cash(1,079,740)(672,706)Cash, cash equivalents, and restricted cash:Beginning of period(1)(2)1,126,815Â 768,134Â End of period(2)$47,075Â $95,428Â (1) Includes $2.0 million of restricted cash consisting of $1.9 million of interest earned on cash held in escrow that is presented in deposits for acquisitions and $0.1 million of funds for road maintenance and repairs that is presented in other noncurrent assets within the accompanying unaudited condensed consolidated balance sheets (â€œbalance sheetsâ€) for the period ended December 31, 2023.(2) Includes $0.1 million of restricted cash consisting of funds for road maintenance and repairs that is presented in other noncurrent assets within the balance sheets for the periods ended December 31, 2022 and September 30, 2023.Refer to Note 2 - Acquisitions and Divestitures and Note 13 - Supplemental Disclosures of Cash Flow Information for additional information.The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.9Table of Contents CIVITAS RESOURCES,Â INC. AND SUBSIDIARIESNOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)Â NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIESÂ Description of OperationsWhen we use the terms â€œCivitas,â€ the â€œCompany,â€ â€œwe,â€ â€œus,â€ or â€œour,â€ we are referring to Civitas Resources, Inc. and its consolidated subsidiaries unless the context otherwise requires. Civitas is an independent exploration and production company focused on the acquisition, development, and production of crude oil and associated liquids-rich natural gas in the DJ Basin in Colorado and the Permian Basin in Texas and New Mexico.Basis of PresentationThe accompanying unaudited condensed consolidated financial statements include the accounts of Civitas and have been prepared in accordance with accounting principles generally accepted in the United States (â€œGAAPâ€) for interim financial information, the instructions to Quarterly Report on Form 10-Q, and Regulation S-X. Accordingly, pursuant to such rules and regulations, certain notes and other financial information included in audited financial statements have been condensed or omitted. In the opinion of management, all adjustments, consisting of normal recurring adjustments considered necessary for a fair presentation of interim financial information, have been included. All significant intercompany balances and transactions have been eliminated in consolidation.The DecemberÂ 31, 2023 unaudited condensed consolidated balance sheet data has been derived from the audited consolidated financial statements contained in our 2023 Form 10-K, but does not include all disclosures, including notes required by GAAP. As such, this Quarterly Report on Form 10-Q should be read in conjunction with the audited consolidated financial statements and related notes included in our 2023 Form 10-K. In connection with the preparation of the unaudited condensed consolidated financial statements, we evaluated events subsequent to the balance sheet date of SeptemberÂ 30, 2024 through the filing date of this Quarterly Report on Form 10-Q. The results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the full year or any other future period. Additionally, certain insignificant prior period amounts have been reclassified to conform to current period presentation in the accompanying unaudited condensed consolidated financial statements. Such reclassifications did not have a material impact on prior period consolidated financial statements.Significant Accounting PoliciesThe significant accounting policies followed by us are set forth in Note 1 - Summary of Significant Accounting Policies in the 2023 Form 10-K and are supplemented by the notes to the unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q.Recently Issued and Adopted Accounting StandardsIn November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (â€œASU 2023-07â€). ASU 2023-07 was issued to improve the disclosures about a public entityâ€™s reportable segments and to provide additional, more detailed information about a reportable segmentâ€™s expenses. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The guidance is to be applied on a retrospective basis to all prior periods presented in the financial statements. We are within the scope of this ASU and are evaluating the impact of this ASU on our consolidated financial statement disclosures.In December 2023, the FASB issued ASU No. 2023-09, Improvements to Income Tax Disclosures (â€œASU 2023-09â€). ASU 2023-09 is intended to enhance income tax disclosures by requiring disclosure of items such as the disaggregation of the income tax rate reconciliation as well as information regarding income taxes paid. This ASU is effective for annual reporting periods beginning after December 15, 2024, and early adoption is permitted. ASU 2023-07 should be applied on a prospective basis, and retrospective application is permitted. We are evaluating the impact that ASC 2023-09 will have on the consolidated financial statements and our plan for adoption, including the adoption date and transition method.In March 2024, the SEC adopted rules intended to enhance and standardize climate-related disclosures in registration statements and annual reports. The new rules will require disclosure of material climate-related risks, including disclosure of boards of directorsâ€™ oversight and risk management activities, the material impacts of these risks to us and the quantification of material impacts to us as a

result of severe weather events and other natural conditions. The rules also require disclosure of 10Table of Contents material greenhouse gas emissions and any material climate-related targets and goals. The new rules were to be effective for annual reporting periods beginning in fiscal year 2025, except for the greenhouse gas emissions disclosures which were to be effective for annual reporting periods beginning in fiscal year 2026, though the new rules were voluntarily stayed by the SEC on April 4, 2024 pending completion of the judicial review of consolidated challenges to the new rules by the Court of Appeals for the Eighth Circuit. We are currently evaluating the impact of these new rules.As of the filing of this Quarterly Report, we have not elected to early adopt ASU 2023-07 or ASU 2023-09. There are no other accounting standards applicable that would have a material effect on our financial statements and disclosures that have been issued but not yet adopted as of SeptemberÂ 30, 2024, and through the filing date of this Quarterly Report on Form 10-Q. NOTE 2 - ACQUISITIONS AND DIVESTITURESAll mergers and acquisitions disclosed below are accounted for under the acquisition method of accounting for business combinations under ASC Topic 805, Business Combinations. Accordingly, we conducted assessments of the net assets acquired and recognized amounts for identifiable assets acquired and liabilities assumed at their estimated acquisition date fair values, while transaction and integration costs associated with the acquisition were expensed as incurred. The fair value measurements of assets acquired, and liabilities assumed were based on inputs that are not observable in the market, and therefore represent Level 3 inputs. The fair values of crude oil and natural gas properties were measured using valuation techniques that converted future cash flows to a single discounted amount. Significant inputs to the valuation of the crude oil and natural gas properties included estimates of reserves, future operating and development costs, future commodity prices, estimated future cash flows, reserve adjustment factors, and a market-based weighted-average cost of capital. These inputs required significant judgments and estimates by management at the time of the valuation. Vencer AcquisitionOn January 2, 2024, we completed the acquisition of certain crude oil and natural gas assets from Vencer Energy, LLC (â€œVencerâ€) for adjusted aggregate consideration of approximately $2.0 billion, inclusive of customary post-closing adjustments and $550Â million in cash to be paid on or before January 3, 2025 (the â€œVencer Acquisitionâ€). In connection with and upon execution of the Vencer purchase and sale agreement, we deposited cash of $161.3Â million with an escrow agent. This deposit, along with interest accrued thereon, was credited against the cash payable at closing. The following tables present the consideration transferred and preliminary purchase price allocation of the assets acquired and the liabilities assumed in the Vencer Acquisition:Consideration (in thousands, except shares and per share amount)Cash consideration$996,420Â Deferred acquisition consideration(1)(3)$532,284Â Shares of common stock issued7,181,527Â Closing price per share(2)$68.08Â Equity consideration(4)$488,918Â Total consideration$2,017,622Â _____(1)Based on discounted fixed and determinable future payments of cash.(2)Based on the closing stock price of Civitas common stock on January 2, 2024.(3)Amounts represent non-cash investing activities until such time payments are made, as applicable. Refer to Note 5 - Debt for additional information.(4)Amounts represent non-cash financing activities.11Table of Contents Preliminary Purchase Price Allocation (in thousands)Assets AcquiredProved properties$1,855,909Â Unproved properties231,627Â Other property and equipment666Â Right-of-use assets4,049Â Total assets acquired$2,092,251Â Liabilities AssumedAccounts payable and accrued expenses$2,000Â Crude oil and natural gas revenue distribution payable28,423Â Asset retirement obligations40,157Â Lease liability4,049Â Total liabilities assumed74,629Â Net assets acquired$2,017,622Â Through SeptemberÂ 30, 2024, there have been immaterial adjustments made to the allocation presented in the Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, filed with the SEC on May 2, 2024. The purchase price allocation for the Vencer Acquisition is preliminary, and we continue to assess the fair values of certain of the Vencer assets acquired and liabilities assumed. We expect to finalize the purchase price allocation as soon as practicable, which will not extend beyond the one-year measurement period.Hibernia AcquisitionOn August 2, 2023, we acquired all of the issued and outstanding equity ownership interests of Hibernia Energy III, LLC (â€œHE3â€) and Hibernia Energy III-B, LLC (â€œHE3-Bâ€, and together with HE3, â€œHiberniaâ€) for aggregate consideration of approximately $2.2 billion in cash, inclusive of customary post-closing adjustments (the â€œHibernia Acquisitionâ€). The following table presents the final purchase price allocation of the assets acquired and the liabilities assumed in the Hibernia Acquisition:Final Purchase Price Allocation (in thousands)Assets AcquiredCash and cash equivalents$30,671Â Accounts receivable - crude oil and natural gas sales86,262Â Accounts receivable - joint interest and other4,463Â Proved properties2,150,872Â Unproved properties115,802Â Other property and equipment520Â Right-of-use assets30,393Â Total assets acquired$2,418,983Â Liabilities AssumedAccounts payable and accrued expenses$110,022Â Production taxes payable10,320Â Crude oil and natural gas revenue distribution payable75,267Â Asset retirement obligations8,299Â Lease liability30,393Â Total liabilities assumed234,301Â Net assets acquired$2,184,682Â 12Table of Contents The purchase price allocation for the Hibernia Acquisition was finalized as of the third quarter of 2024 with immaterial adjustments made to the allocation presented in the Quarterly Report on Form 10-Q for the quarter ended September 30, 2023, filed with the SEC on November 7, 2023.Tap Rock AcquisitionOn August 2, 2023, we acquired all of the issued and outstanding equity ownership interests of Tap Rock AcquisitionCo, LLC (â€œTap Rock AcquisitionCoâ€), Tap Rock Resources II, LLC (â€œTap Rock Resources IIâ€), and Tap Rock NM10 Holdings, LLC (â€œTap Rock NM10â€ and, together with Tap Rock AcquisitionCo and Tap Rock NM10, â€œTap Rockâ€) for aggregate consideration of approximately $2.5Â billion, inclusive of customary post-closing adjustments (the â€œTap Rock Acquisitionâ€). The following tables present the consideration transferred and final purchase price allocation of the assets acquired and the liabilities assumed in the Tap Rock Acquisition:Consideration (in thousands, except shares and per share amount)Cash consideration$1,502,880Â Shares of common stock issued13,538,472Â Closing price per share(1)$73.14Â Equity consideration$990,204Â Total consideration$2,493,084Â _____(1)Based on the closing stock price of Civitas common stock on August 2, 2023.Final Purchase Price Allocation (in thousands)Assets AcquiredCash and cash equivalents$6,543Â Accounts receivable - crude oil and natural gas sales105,509Â Accounts receivable - joint interest and other30,415Â Prepaid expenses and other17,930Â Proved properties2,334,678Â Unproved properties300,859Â Other property and equipment12,827Â Right-of-use assets626Â Total assets acquired$2,809,387Â Liabilities AssumedAccounts payable and accrued expenses$157,606Â Production taxes payable9,692Â Crude oil and natural gas revenue distribution payable68,094Â Ad valorem taxes1,407Â Asset retirement obligations28,612Â Lease liability626Â Deferred revenue50,266Â Total liabilities assumed316,303Â Net assets acquired$2,493,084Â The purchase price allocation for the Tap Rock Acquisition was finalized as of the third quarter of 2024 with immaterial adjustments made to the allocation presented in the Quarterly Report on Form 10-Q for the quarter ended September 30, 2023, filed with the SEC on November 7, 2023. 13Table of Contents Revenue and earnings of the acquireeThe results of operations for the Vencer Acquisition since the closing date have been included on our unaudited condensed consolidated financial statements for the three and nine months ended September 30, 2024. The amount of revenue of Vencer included in our accompanying unaudited condensed consolidated statements of operations (â€œstatements of operationsâ€) was approximately $186.9 million and $584.9 million during the three and nine months ended September 30, 2024, respectively. We determined that disclosing the amount of Vencer-related net income included in the accompanying statements of operations is impracticable as the operations from the acquisition were integrated into our operations from the date of the acquisition.Supplemental pro forma financial informationThe results of operations for the Vencer, Hibernia, and Tap Rock acquisitions since their respective closing dates have been included in our unaudited condensed consolidated financial statements and therefore do not require pro forma disclosure for the three and nine months ended September 30, 2024. The following unaudited pro forma financial information (in thousands, except per share amounts) represents a summary of the consolidated results of operations for the three and nine months ended September 30, 2023, assuming the Vencer Acquisition had been completed as of January 1, 2023 and the Hibernia and Tap Rock acquisitions had been completed as of January 1, 2022. The pro forma financial information is not necessarily indicative of the results of operations that would have been achieved if the Vencer, Hibernia, and Tap Rock acquisitions had been effective as of those dates, or of future results, and includes certain nonrecurring pro forma adjustments that were directly related to these business combinations.Three Months Ended September 30, 2023Nine Months Ended September 30, 2023Total revenue$1,448,735Â $3,886,210Â Net income278,564Â 843,161Â Earnings per common share - basic$2.74Â $8.35Â Earnings per common share - diluted2.72Â 8.29Â Transaction costsTransaction costs related to the aforementioned acquisitions are accounted for separately from the assets acquired and liabilities assumed and are included in transaction costs in the accompanying statements of operations. Transaction costs also include costs associated with our efforts to divest of certain non-core assets in the DJ Basin, completed in early 2024. We incurred transaction costs of $0.1 million and $28.5Â million during the three months ended September 30, 2024 and 2023, respectively, and $30.7 million and $60.1 million during the nine months ended September 30, 2024 and 2023, respectively.14Table of Contents NOTE 3 - REVENUE RECOGNITIONCrude oil, natural gas, and NGL sales revenue presented within the accompanying statements of operations is reflective of the revenue generated from contracts with customers. Revenue attributable to each identified revenue stream and operating region is disaggregated below (in thousands):Three Months Ended September 30,Nine Months Ended September 30,Sales by Commodity and Operating Region2024202320242023Crude oilDJ Basin$487,311Â $582,798Â $1,467,376Â $1,583,605Â Permian Basin616,563Â 258,595Â 1,846,813Â 258,595Â Total1,103,874Â 841,393Â 3,314,189Â 1,842,200Â Natural gasDJ Basin45,009Â 67,418Â 159,860Â 214,079Â Permian Basin(35,522)12,694Â (53,995)12,694Â Total9,487Â 80,112Â 105,865Â 226,773Â NGLDJ Basin79,970Â 77,502Â 248,357Â 243,714Â Permian Basin78,044Â 35,403Â 242,252Â 35,403Â Total158,014Â 112,905Â 490,609Â 279,117Â Crude oil, natural gas, and NGLDJ Basin612,290Â 727,718Â 1,875,593Â 2,041,398Â Permian Basin659,085Â 306,692Â 2,035,070Â 306,692Â Total$1,271,375Â $1,034,410Â $3,910,663Â $2,348,090Â For the three and nine months ended September 30, 2024 and 2023, revenue recognized in the reporting period related to performance obligations satisfied in prior reporting periods was insignificant. As of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, our receivables from contracts with customers were $549.1 million and $506.0 million, respectively.NOTE 4 - ACCOUNTS PAYABLE AND ACCRUED EXPENSESAccounts payable and accrued expenses contain the following (in thousands):Â September 30, 2024December 31, 2023Accounts payable trade$76,824Â $55,750Â Accrued drilling and completion costs171,843Â 149,520Â Accrued crude oil and natural gas operating expense156,730Â 149,483Â Accrued general and administrative expense33,344Â 30,095Â Accrued transaction costs63Â 8,796Â Accrued interest expense109,324Â 141,401Â Other accrued expenses38,201Â 30,663Â Total accounts payable and accrued expenses$586,329Â $565,708Â 15Table of Contents NOTE 5 -Â DEBTDebt, net of unamortized discounts and deferred financing costs, consists of the following (in thousands):September 30, 2024December 31, 2023Outstanding principal balances on Senior Notes:2026 Senior Notes (5.000%)$400,000Â $400,000Â 2028 Senior Notes (8.375%)1,350,000Â 1,350,000Â 2030 Senior Notes (8.625%)1,000,000Â 1,000,000Â 2031 Senior Notes (8.750%)1,350,000Â 1,350,000Â Outstanding principal balances on Senior Notes, gross4,100,000Â 4,100,000Â Less: unamortized discount and deferred financing costs(58,477)(64,268)Outstanding principal balances on Senior Notes, net4,041,523Â 4,035,732Â Outstanding balance on Credit Facility800,000Â 750,000Â Long-term debt4,841,5234,785,732Deferred acquisition consideration469,183Â â€”Â Total debt$5,310,706Â $4,785,732Â Senior NotesThe table below summarizes the face values, interest rates, maturity dates, and semi-annual interest payment dates related to our outstanding senior note obligations as of SeptemberÂ 30, 2024 (in thousands):Interest RateInterest Payment DatesPrincipal AmountMaturity Date2026 Senior Notes5.000%April 15, October 15$400,000Â October 15, 20262028 Senior Notes8.375%January 1, July 11,350,000Â July 1, 20282030 Senior Notes8.625%May 1, November 11,000,000Â November 1, 20302031 Senior Notes8.750%January 1, July 11,350,000Â July 1, 2031The 2026 Senior Notes, 2028 Senior Notes, 2030 Senior Notes, and 2031 Senior Notes (collectively, the â€œSenior Notesâ€) are unsecured senior obligations and rank equal in right of payment with all of the Companyâ€™s existing and any future unsecured senior debt and are senior in right of payment to any future subordinated debt. The Company may redeem some or all of its Senior Notes prior to their maturity at redemption prices that may include a premium, plus accrued and unpaid interest as described in the indentures governing the Senior Notes. The Senior Notes are fully and unconditionally guaranteed on a senior unsecured basis by all of our existing subsidiaries and are expected to be guaranteed by certain other future subsidiaries that may be required to guarantee the Senior Notes. The indentures governing the Senior Notes contain covenants that limit, among other things, our ability and the ability of our subsidiaries to: (i) incur or guarantee additional indebtedness; (ii) create liens securing indebtedness; (iii) pay dividends on or redeem or repurchase stock or subordinated debt; (iv) make specified types of investments and acquisitions; (v) enter into or permit to exist contractual limits on the ability of our subsidiaries to pay dividends to us; (vi) enter into transactions with affiliates; and (vii) sell assets or merge with other companies. These covenants are subject to a number of important limitations and exceptions. We were in compliance with all covenants and all restricted payment provisions related to our Senior Notes through the filing of this Quarterly Report on Form 10-Q. The indentures governing the Senior Notes also contain customary events of default.For additional details on our Senior Notes, refer to Note 5 - Long-Term Debt in Item 8. Financial Statements and Supplementary Data included in our 2023 Form 10-K.16Table of Contents Credit FacilityWe are party to a reserve-based revolving facility, as the borrower, with JPMorgan Chase Bank, N.A. (â€œJPMorganâ€), as the administrative agent, and a syndicate of financial institutions, as lenders, that has an aggregate maximum commitment amount of $4.0Â billion and is set to mature on August 2, 2028 (together with all amendments thereto, the â€œCredit Facilityâ€ or the â€œCredit Agreementâ€). On June 12, 2024, we entered into a Sixth Amendment to our Credit Agreement (the â€œSixth Amendmentâ€), which, among other things, amended certain terms of the Credit Agreement to: (i) increase the borrowing base by $400.0Â million for a new borrowing base of $3.4Â billion, (ii) increase the aggregate elected commitments by $350.0Â million for a new aggregate elected commitment of $2.2Â billion, (iii) lower the interest rate margins applicable to loans under the Credit Agreement, (iv) add provisions to lower the interest rate margins and modify certain covenants in the Credit Agreement, as well as to make the Credit Facility unsecured, upon the achievement of investment grade credit ratings, (v) modify certain definitions in the Credit Agreement in connection with the transactions contemplated by the Sixth Amendment, and (vi) provide for the addition of certain new lenders under the Credit Agreement. As of SeptemberÂ 30, 2024, the borrowing base and aggregate elected commitments under the Credit Agreement were $3.4Â billion and $2.2Â billion, respectively. The next scheduled borrowing base redetermination date is in November 2024.Interest and commitment fees associated with the Credit Facility are accrued based on a revolving loan commitment utilization grid set forth in the Credit Agreement. Borrowings under the Credit Facility bear interest at a per annum rate equal to, at our option, either (i)Â the Alternate Base Rate (â€œABRâ€) plus the applicable margin, or (ii) the term-specific Secured Overnight Financing Rate (â€œSOFRâ€) plus the applicable margin. ABR is established as a rate per annum equal to the greatest of (a)Â the rate of interest publicly announced by JPMorgan as its prime rate, (b)Â the applicable rate of interest published by the Federal Reserve Bank of New York plus 0.5%, or (c)Â the term-specific SOFR for an interest period of one month plus 1.0%, in each case, subject to aÂ 1.5%Â floor, plus an applicable margin ofÂ 0.75% to 1.75% based on the utilization of the Credit Facility. Term-specific SOFR is based on one-, three-, or six-month terms as selected by us and is subject to aÂ 0.5% floor, plus an applicable margin ofÂ 1.75% to 2.75%, based on the utilization of the Credit Facility. Interest on borrowings that bear interest at the SOFR are payable on the last day of the applicable interest period selected by us, and interest on borrowings that bear interest at the ABR are payable quarterly in arrears.The Credit Facility is guaranteed by all our restricted domestic subsidiaries and is secured by first priority security interests on substantially all assets, including a mortgage on at least 90% of the total value of the proved properties evaluated in the most recently delivered reserve reports, including any engineering reports relating to the crude oil and natural gas properties of our restricted domestic subsidiaries, subject to customary exceptions.The Credit Facility contains customary representations and affirmative covenants.Â The Credit Facility also contains customary negative covenants, which, among other things, and subject to certain exceptions, including the suspension and/or modification of certain covenants in the event that we receive investment grade credit ratings, include restrictions on (i)Â liens, (ii)Â indebtedness, guarantees and other obligations, (iii)Â restrictions in agreements on liens and distributions, (iv)Â mergers or consolidations, (v)Â asset sales, (vi)Â restricted payments, (vii)Â investments, (viii)Â affiliate transactions, (ix)Â change of business, (x)Â foreign operations or subsidiaries, (xi)Â changes to organizational documents, (xii)Â use of proceeds from loans and letters of credit, (xiii)Â hedging transactions, (xiv)Â additional subsidiaries, (xv)Â changes in fiscal year or fiscal quarter, (xvi)Â prepayments of certain debt and other obligations, (xvii)Â sales or discounts of receivables, and (xviii) dividend payment thresholds.Â In addition, we are subject to certain financial covenants under the Credit Facility, as tested on the last day of each fiscal quarter, including, without limitation, (a)Â a maximum ratio of our consolidated net indebtedness to earnings before interest, income taxes, depreciation, depletion, and amortization, exploration expense, and other non-cash charges (â€œpermitted net leverage ratioâ€) of 3.00 to 1.00, (b)Â a current ratio, inclusive of the unused commitments under the Credit Facility then available to be borrowed, to not be less thanÂ 1.00 to 1.00, and (c) upon the achievement of investment grade credit ratings, a PV-9 coverage ratio of the net present value, discounted at 9% per annum, of the estimated future net revenues expected in the proved reserves to our total net indebtedness of not less than 1.50 to 1.00 (â€œPV-9 Coverage Ratioâ€). We were in compliance with all covenants under the Credit Facility as of SeptemberÂ 30, 2024 and through the filing of this Quarterly Report on Form 10-Q. 17Table of Contents The following table presents the outstanding balance, letters of credit outstanding, and available borrowing capacity under the Credit Facility as of the dates indicated (in thousands):November 6, 2024September 30, 2024December 31, 2023Outstanding balance$850,000Â $800,000Â $750,000Â Letters of credit2,100Â 2,100Â 2,100Â Available borrowing capacity1,347,900Â 1,397,900Â 1,097,900Â Total aggregate elected commitments$2,200,000Â $2,200,000Â $1,850,000Â As of SeptemberÂ 30,

2024 and DecemberÂ 31, 2023, the unamortized deferred financing costs associated with amendments to the Credit Facility were $31.4 million and $34.4 million, respectively. Of the unamortized deferred financing costs, (i) $23.2 millionÂ and $26.9 million are presented within other noncurrent assets on the accompanying balance sheets as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively, and (ii) $8.2 million and $7.5 million are presented within prepaid expenses and other on the accompanying balance sheets as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively.Deferred Acquisition ConsiderationThe Vencer Acquisition included deferred consideration of $550.0Â million to be paid in cash on or before January 3, 2025. We discounted this obligation and recorded $532.3Â million as deferred acquisition consideration upon closing and are amortizing the discount to interest expense in the accompanying statements of operations until the payment is made. During the nine months ended September 30, 2024, we paid $75.0Â million of this deferred consideration, which is recorded as a cash outflow within the acquisitions of businesses, net of cash acquired in the accompanying unaudited condensed consolidated statements of cash flows (â€œstatements of cash flowsâ€). $475.0Â million of deferred consideration remains to be paid on or before January 3, 2025.Interest ExpenseFor the three months ended September 30, 2024 and 2023, we incurred interest expense of $117.8 million and $76.5 million, respectively. Interest expense for the three months ended September 30, 2024 includes $9.5Â million related to the amortization of deferred acquisition consideration associated with the Vencer Acquisition. For the nine months ended September 30, 2024 and 2023, we incurred interest expense of $342.4 million and $92.7 million, respectively. Interest expense for the nine months ended September 30, 2024 includes $27.4Â million related to the amortization of deferred acquisition consideration associated with the Vencer Acquisition. NOTE 6 - COMMITMENTS AND CONTINGENCIESCommitments. We routinely enter into, extend, or amend operating agreements in the ordinary course of business. We have long-term transportation, sales, processing, and water delivery commitments. There were no significant commitments entered into during the nine months ended September 30, 2024. For details of our existing commitments, refer to Note 6 - Commitments and Contingencies in Item 8. Financial Statements and Supplementary Data included in our 2023 Form 10-K.Litigation and Legal Items. We are involved in various legal proceedings. We review the status of these proceedings on an ongoing basis and, from time to time, may settle or otherwise resolve these matters on terms and conditions that management believes are in our best interests. We have provided the necessary estimated accruals in the accompanying balance sheets where deemed appropriate for litigation and legal related items that are ongoing and not yet concluded. Although the results cannot be known with certainty, we currently believe that the ultimate results of such proceedings will not have a material adverse effect on our financial position, results of operations, or liquidity.NOTE 7 - STOCK-BASED COMPENSATION Long Term Incentive PlansIn June 2024, in connection with our stockholdersâ€™ approval at our 2024 annual meeting of stockholders, we adopted the 2024 Long Term Incentive Plan (the â€œ2024 LTIPâ€), which provides for the issuance of restricted stock units, performance stock units, stock options, and various other forms of awards, and reserved 3,100,000 shares of common stock for issuance under the 2024 LTIP. The 2024 LTIP supersedes and replaces all of our previous long-term incentive plans (the â€œPrior Plansâ€), such that awards may not be granted under the Prior Plans subsequent to the adoption of the 2024 LTIP. Awards granted under the Prior Plans will remain subject to the terms and conditions set forth in the applicable Prior Plan. The Prior Plans and 2024 LTIP are collectively referred to herein as the â€œLTIP.â€ 18Table of Contents We record compensation expense associated with the issuance of awards under the LTIP on a straight-line basis over the vesting period based on the fair value of the awards as of the date of grant within general and administrative expense in the accompanying statements of operations. The following table outlines the compensation expense recorded by type of award (in thousands):Three Months Ended September 30,Nine Months Ended September 30,20242023202420232023Restricted and deferred stock units$7,535Â $4,711Â $21,333Â $13,905Â Performance stock units5,126Â 3,591Â 14,789Â 11,672Â Total stock-based compensation$12,661Â $8,302Â $36,122Â $25,577Â As of SeptemberÂ 30, 2024, unrecognized compensation expense related to the awards granted under the LTIP will be amortized through the relevant periods as follows (in thousands):Unrecognized Compensation ExpenseFinal Year of RecognitionRestricted and deferred stock units$42,611Â 2027Performance stock units27,966Â 2026Total unrecognized stock-based compensation$70,577Â Restricted Stock Units and Deferred Stock UnitsWe grant time-based restricted stock units (â€œRSUsâ€) to our officers, executives, and employees and time-based deferred stock units (â€œDSUsâ€) to our non-employee directors under the LTIP. Each RSU and DSU represents a right to receive one share of our common stock after the RSU or DSU vests and is settled. RSUs generally vest ratably either over a one, two, or three-year service period on each anniversary following the grant date. RSUs are settled in shares of our common stock shortly after vesting. DSUs generally vest over a one-year period following the grant date. DSUs are settled in shares of our common stock upon the non-employee directorâ€™s separation of service from our Board of Directors (our â€œBoardâ€). The grant-date fair value of RSUs and DSUs is equal to the closing price of our common stock on the date of the grant. The following table presents the changes in non-vested RSUs and DSUs for the nine months ended September 30, 2024: Â RSUs and DSUsWeighted-Average Grant-Date FairÂ ValueNon-vested, beginning of year855,627Â $66.31Â Granted472,485Â 64.45Â Vested(294,594)64.65Â Forfeited(58,841)67.18Â Non-vested, end of period974,677Â $65.86Â The aggregate grant-date fair value of the RSUs and DSUs granted under the LTIP during the nine months ended September 30, 2024 was $30.5 million.Performance Stock UnitsWe grant market-based performance stock units (â€œPSUsâ€) to our officers and certain executives under the LTIP. The number of shares of our common stock issued to settle PSUs ranges from zeroÂ toÂ 225%Â (or, for PSUs granted prior to fiscal year 2023, 200%) of the number of PSUs granted and is determined based on performance achievement against certain market-based criteria over a three-year performance period. PSUs generally vest on December 31 of the year preceding the third anniversary of the date of grant and settle by March 15 of the following year upon the determination and approval of performance achievement by the Compensation Committee of our Board. Performance achievement is determined based on either, or a combination of, (1) our annualized absolute total stockholder return (â€œTSRâ€) or (2) for certain PSUs granted prior to fiscal year 2023, our absolute TSR relative to that of a defined peer group. Absolute TSR is determined based upon the change in our stock price over the performance period plus dividends paid. For awards with a relative TSR component, our absolute TSR is compared with the absolute TSRs of a group of peer companies over the performance period.19Table of Contents The grant-date fair value of the PSUs was estimated using a Monte Carlo valuation model. The Monte Carlo valuation model is based on random projections of stock price paths and repeated numerous times to achieve a probabilistic assessment. Significant assumptions used in this valuation include our expected volatility as well as the volatilities for each of our peers and an interpolated risk-free interest rate based on U.S. Treasury yields with maturities consistent with the performance period.The following table presents the change of non-vested PSUs for the nine months ended September 30, 2024: Â PSUsWeighted-Average Grant-Date Fair ValueNon-vested, beginning of year472,593Â $92.08Â Granted(1)270,509Â 74.55Â Additional shares based on performance(2)59,504Â 97.45Â Vested(2)(139,218)91.59Â Forfeited(13,342)99.71Â Non-vested, end of period(1)650,046Â $85.23Â _____(1)The number of awards assumes that the associated performance condition is met at the target amount (multiplier of one). The final number of shares of our common stock issued may vary depending on the performance multiplier, which ranges from zero to 225% (or, for PSUs granted prior to fiscal year 2023, 200%), depending on the level of satisfaction of the performance condition.(2)Upon completion of the performance period for the PSUs granted in 2021, a performance achievement of 200% or 141%, as applicable, was applied to each of the grants, resulting in a number of shares greater than the target amount of such PSUs vesting and being settled during the nine months ended September 30, 2024.The aggregate grant-date fair value of the PSUs granted under the LTIP during the nine months ended September 30, 2024 was $20.2 million.NOTE 8 - FAIR VALUE MEASUREMENTSWe follow authoritative accounting guidance for measuring the fair value of assets and liabilities. This guidance defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Further, this guidance establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. The fair value hierarchy is broken down into three levels based on the reliability of the inputs as follows:LevelÂ 1: Quoted prices in active markets for identical assets or liabilitiesÂ LevelÂ 2: Quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar instruments in markets that are not active, and model-derived valuations whose inputs are observable or whose significant value drivers are observableLevelÂ 3: Significant inputs to the valuation model are unobservableWe classify financial and non-financial assets and liabilities based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of the fair value of assets and liabilities and their placement within the fair value hierarchy.DerivativesWe use Level 2 inputs to measure the fair value of crude oil and natural gas commodity price derivatives. The fair value of our commodity price derivatives is estimated using industry-standard models that contemplate various inputs including, but not limited to, the contractual price of the underlying position, current market prices, forward commodity price curves, volatility factors, time value of money, and the credit risk of both us and our counterparties. We validate our fair value estimate by corroborating the original source of inputs, monitoring changes in valuation methods and assumptions, and reviewing counterparty mark-to-market statements and other supporting documentation. Refer to Note 9 - Derivatives for more information regarding our derivative instruments.20Table of Contents The following table presents our financial assets and liabilities that were accounted for at fair value on a recurring basis as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023 and their classification within the fair value hierarchy (in thousands):Â As of September 30, 2024As of December 31, 2023LevelÂ 2LevelÂ 2Derivative assets$98,804Â $43,425Â Derivative liabilities$25,058Â $18,096Â Long-Term DebtThe portion of our long-term debt related to our Credit Facility, if any, approximates its fair value as it bears interest at a floating rate that approximates a current market rate. The portion of our long-term debt related to our Senior Notes is recorded at cost, net of any unamortized discount and deferred financing costs. The fair value of our Senior Notes is based on quoted market prices, and as such, is designated as Level 1 within the fair value hierarchy. The following table presents the fair value our Senior Notes as of the dates indicated (in thousands):As of September 30, 2024As of December 31, 2023Â Nominal InterestFair ValuePercent of ParFair ValuePercent of Par2026 Senior Notes5.000%$395,616Â 98.9%$389,020Â 97.3%2028 Senior Notes8.375%1,408,266Â 104.3%1,412,559Â 104.6%2030 Senior Notes8.625%1,060,660Â 106.1%1,063,050Â 106.3%2031 Senior Notes8.750%1,430,676Â 106.0%1,433,363Â 106.2%Our deferred acquisition consideration was recorded in connection with the Vencer Acquisition using an estimated fair value discount at the time of the transaction based on quoted market prices from our debt as well as other inputs classified as Level 2 within the fair value hierarchy. As of SeptemberÂ 30, 2024, the carrying value of the deferred acquisition consideration approximated fair value. Refer to Note 5 - Debt for additional information.Acquisitions and Impairments of Proved and Unproved PropertiesWe measure acquired assets or businesses at fair value on a nonrecurring basis and review our proved and unproved crude oil and natural gas properties for impairment using inputs that are not observable in the market and are therefore designated as Level 3 within the valuation hierarchy. The most significant fair value determinations for non-financial assets and liabilities are related to crude oil and natural gas properties acquired. Refer to Note 2 - Acquisitions and Divestitures for additional information. During the three and nine months ended September 30, 2024 and 2023, we recorded no impairments of proved or unproved properties. Refer to Note 1 â€“ Summary of Significant Accounting Policies in Item 8. Financial Statements and Supplementary Data included in our 2023 Form 10-K for information on our policies for determining fair value of proved and unproved properties and related impairment expense.NOTE 9 - DERIVATIVESWe periodically enter into commodity derivative contracts to mitigate a portion of our exposure to potentially adverse market changes in commodity prices for our expected future crude oil and natural gas production and the associated impact on cash flows. Our commodity derivative contracts consist of swaps, collars, basis protection swaps, and puts. As of SeptemberÂ 30, 2024, all derivative counterparties were members of the Credit Facility lender group, and all commodity derivative contracts are entered into for other-than-trading purposes. We do not designate our commodity derivative contracts as hedging instruments.A typical swap arrangement guarantees a fixed price on contracted volumes. If the agreed upon published third-party index price (â€œindex priceâ€) is lower than the fixed contract price at the time of settlement, we receive the difference between the index price and the fixed contract price. If the index price is higher than the fixed contact price at the time of settlement, we pay the difference between the index price and the fixed contract price.A typical collar arrangement establishes a floor and ceiling price on contracted volumes through the use of a short call and a long put. When the index price is above the ceiling price at the time of settlement, we pay the difference between the index price and the ceiling price. When the index price is below the floor price at the time of settlement, we receive the difference between the index price and floor price. When the index price is between the floor price and ceiling price, no payment or receipt occurs. 21Table of Contents Basis protection swaps are arrangements that guarantee a price differential from a specified delivery point. For basis protection swaps, we receive a payment from the counterparty if the price differential is greater than the stated terms of the contract and pay the counterparty if the price differential is less than the stated terms of the contract.A put arrangement gives us the right to sell the underlying commodity at a strike price over the term of the contract. If the index price is higher than the strike price, no payment or receipt occurs. If the index price is lower than the strike price, we receive the difference between the index price and the strike price.The following table summarizes the components of the derivative gain (loss), net presented on the accompanying statements of operations for the periods below (in thousands):Â Three Months Ended September 30,Nine Months Ended September 30,20242023202420232023Derivative cash settlement gain (loss), netCrude oil contracts$(11,145)$(32,397)$(41,412)$(38,010)Natural gas contracts29,340Â (625)35,700Â (6,897)Total derivative cash settlement gain (loss), net18,195Â (33,022)(5,712)(44,907)Change in fair value gain (loss)132,834Â (117,639)54,639Â (75,667)Total derivative gain (loss), net$151,029Â $(150,661)$48,927Â $(120,574)As of SeptemberÂ 30, 2024, we had entered into the following commodity price derivative contracts:Contract PeriodQ4 2024Q1 2025Q2 2025Q3 2025Â Â Q4 2025 2026Crude Oil Derivatives (volumes in Bbl/day and prices in $/Bbl)SwapsNYMEX WTI Volumes25,99719,00019,00022,000â€”â€”Weighted-Average Contract Price$70.77Â $72.74Â $71.89Â $74.34Â $â€”Â $â€”Â CollarsNYMEX WTI Volumes23,50428,00032,00028,0006,000â€”Weighted-Average Ceiling Price$80.99Â $79.87Â $77.78Â $77.65Â $75.53Â $â€”Â Weighted-Average Floor Price$65.66Â $70.00Â $69.88Â $69.31Â $55.00Â $â€”Â PutsNYMEX WTI Volumes5,669â€”â€”â€”â€”Weighted-Average Contract Price$55.00Â $â€”Â $â€”Â $â€”Â $â€”Â Natural Gas Derivatives (volumes in MMBtu/day and prices in $/MMBtu)SwapsNYMEX HH Volumes131,701110,000110,000110,000110,000â€”Weighted-Average Contract Price$2.71Â $3.20Â $3.20Â $3.20Â $3.20Â $â€”Â CollarsNYMEX HH Volumesâ€”20,00020,00020,00020,000130,000Weighted-Average Ceiling Price$â€”Â $3.76Â $3.76Â $3.76Â $3.76Â $4.02Â Weighted-Average Floor Price$â€”Â $3.03Â $3.03Â $3.03Â $3.03Â $3.24Â Basis Protection SwapsWAHA Basis Volumes130,000130,000130,000130,000130,000Weighted-Average Contract Price(0.97)(1.17)(1.17)(1.17)(1.17)(1.31)WAHA Index Volumes96,52290,000â€”â€”â€”â€”Weighted-Average Contract Price$0.02Â $0.07Â $â€”Â $â€”Â $â€”Â $â€”Â 22Table of Contents Subsequent to SeptemberÂ 30, 2024 and as of November 1, 2024, we had entered into the following commodity price derivative contracts:Contract PeriodQ4 2024Q1 2025Q2 2025Q3 2025Q4 20252026Crude Oil Derivatives (volumes in Bbl/day and prices in $/Bbl)SwapsNYMEX WTI Volumesâ€”â€”â€”â€”5,000â€”Weighted-Average Contract Price$â€”Â $â€”Â $â€”Â $â€”Â $69.68Â $â€”Â CollarsNYMEX WTI Volumesâ€”â€”â€”â€”39,000â€”Weighted-Average Ceiling Price$â€”Â $â€”Â $â€”Â $â€”Â $75.85Â $â€”Â Weighted-Average Floor Price$â€”Â $â€”Â $â€”Â $â€”Â $59.28Â $â€”Â Natural Gas Derivatives (volumes in MMBtu/day and prices in $/MMBtu)Basis Protection SwapsWAHA Index Volumes6,739â€”â€”â€”â€”Weighted-Average Contract Price(0.03)â€”Â $â€”Â $â€”Â $â€”Â $â€”Â Derivative Assets and Liabilities Fair ValueÂ Our commodity price derivatives are measured at fair value and are included in the accompanying balance sheets as derivative assets and liabilities.Â The following table contains a summary of all our derivative positions reported on the accompanying balance sheets as well as a reconciliation between the gross assets and liabilities and the potential effects of master netting arrangements on the fair value of our commodity derivative contracts as of SeptemberÂ 30, 2024, and DecemberÂ 31, 2023 (in thousands):September 30, 2024December 31, 2023Derivative Assets:Â Commodity contracts - current$94,312Â $35,192Â Commodity contracts - noncurrent4,492Â 8,233Â Total derivative assets98,804Â 43,425Â Amounts not offset in the accompanying balance sheets(25,058) (11,859)Total derivative assets, net$73,746Â $31,566Â Derivative Liabilities:Â Â Commodity contracts - current$(14,168)$(18,096)Commodity contracts - long-term(10,890)â€”Â Total derivative liabilities(25,058)(18,096)Amounts not offset in the accompanying balance sheets25,058Â 11,859Â Total derivative liabilities, net$â€”Â $(6,237)NOTE 10 - ASSET RETIREMENT OBLIGATIONSWe recognize an estimated liability for future costs associated with the abandonment of our crude oil and natural gas properties, including facilities requiring decommissioning. A liability for the fair value of an asset retirement obligation and corresponding increase to the carrying value of the related long-lived asset are recorded at the time a well is drilled or acquired, or a facility is constructed. The increase in carrying value is included in proved properties in the accompanying balance sheets. We deplete the amount added to proved properties and recognize expense in connection with the accretion of the discounted liability over the remaining estimated economic lives of the respective long-lived assets. Cash paid to settle asset retirement obligations is included in the cash flows from operating activities section of our accompanying statements of cash flows.Our estimated asset retirement obligation liability is based on historical experience plugging and abandoning wells, estimated plugging and abandonment cost, estimated economic lives, and regulatory requirements. The liability is discounted using the credit-

adjusted risk-free rate estimated at the time the liability is incurred or revised. 23Table of Contents A roll-forward of our asset retirement obligation is as follows (in thousands):AmountBalance as of DecemberÂ 31, 2023$336,832Â Additional liabilities incurred with development activities and other7,359Â Additional liabilities incurred with acquisitions37,251Â Liabilities settled(29,303)Accretion expense17,370Â Obligations discharged with divestitures(27,976)Balance as of SeptemberÂ 30, 2024$341,533Â Current portion(1)$31,116Â Long-term portion$310,417Â _____(1)The current portion of the asset retirement obligation is included in other liabilities on the accompanying balance sheets.NOTE 11 - EARNINGS PER SHAREEarnings per basic and diluted share are calculated under the treasury stock method. Basic net income per common share is calculated by dividing net income by the basic weighted-average common shares outstanding for the respective period. Diluted net income per common share is calculated by dividing net income by the diluted weighted-average common shares outstanding, which includes the effect of potentially dilutive securities. Potentially dilutive securities consist of unvested RSUs, DSUs, PSUs as well as outstanding in-the-money stock options and warrants. When we recognize a loss from continuing operations, all potentially dilutive shares are anti-dilutive and are consequently excluded from the calculation of diluted earnings per share. As discussed in Note 7 - Stock-Based Compensation, PSUs represent the right to receive a number of shares of the Companyâ€™s common stock ranging from zero to 225% (or, for PSUs granted prior to fiscal year 2023, 200%) of PSUs granted based on the performance achievement over the applicable performance period. The number of potentially dilutive shares related to PSUs is based on the number of shares, if any, that would be issuable at the end of the respective reporting period, assuming that date was the end of the performance period applicable to such awards.We have also issued warrants, which represent the right to purchase our common stock at a specified exercise price. The number of potentially dilutive shares related to the warrants is based on the number of shares, if any, that would be exercisable at the end of the respective reporting period, assuming that date was the end of such warrantsâ€™ term. Warrants are only dilutive when the average price of the common stock during the period exceeds the exercise price. The exercise price of our warrants was in excess of our stock price during the three and nine months ended September 30, 2024 and 2023; therefore, they were excluded from the earnings per share calculation. The following table sets forth the calculations of basic and diluted net earnings per common share (in thousands, except per share amounts):Three Months Ended September 30,Nine Months Ended September 30,2024202320242023Net income$295,803Â $139,672Â $687,613Â $481,420Â Basic earnings per common share$3.02Â $1.57Â $6.91Â $5.75Â Diluted earnings per common share$3.01Â $1.56Â $6.88Â $5.70Â Weighted-average shares outstanding - basic97,905Â 88,911Â 99,540Â 83,700Â Add: dilutive effect of stock awards319Â 720Â 411Â 768Â Weighted-average shares outstanding - diluted98,224Â 89,631Â 99,951Â 84,468Â There were 160,611 and 10,103 shares that were anti-dilutive for the three months ended September 30, 2024 and 2023, respectively. There were 144,300 and 7,437 shares that were anti-dilutive for the nine months ended September 30, 2024 and 2023, respectively.24Table of Contents NOTE 12 - INCOME TAXESDeferred tax assets and liabilities are measured by applying the provisions of enacted tax laws to determine the amount of taxes payable or refundable currently or in future years related to cumulative temporary differences between the tax basis of assets and liabilities and amounts reported in the accompanying balance sheets. The tax effect of the net change in the cumulative temporary differences during each period in the deferred tax assets and liabilities determines the periodic provision for deferred taxes.We assess the recoverability of our deferred tax assets each period by considering whether it is more likely than not that all or a portion of the deferred tax assets will be realized. In making such a determination, we consider all available evidence (both positive and negative), including future reversals of temporary differences, tax-planning strategies, projected future taxable income, and results of operations. As a result of merger activity in 2021, we recorded a valuation allowance of $25.4Â million, which continued to be recorded as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, against certain acquired net operating losses and other tax attributes due to the limitation on realizability caused by the change of ownership provisions of Section 382 of the Internal Revenue Code. We will continue to monitor facts and circumstances in the reassessment of the likelihood that the deferred tax assets will be realized.The net deferred tax liability as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023 was $752.2Â million and $564.8Â million, respectively. Additionally, income tax payable of $1.3Â million is included in other liabilities on the accompanying balance sheets as of SeptemberÂ 30, 2024, and prepaid income taxes of $9.6 million is included in prepaid expenses and other on the accompanying balance sheets as of DecemberÂ 31, 2023.During the three months ended September 30, 2024 and 2023, we recorded income tax expense of $93.3Â million and $29.7Â million, respectively. During the nine months ended September 30, 2024 and 2023, we recorded income tax expense of $195.3 million and $139.1 million, respectively. Income tax expense differs from the amount that would be provided by applying the statutory United States federal income tax rate of 21% to income from operations before income taxes due to the effect of state income taxes, excess tax benefits and deficiencies on stock-based compensation awards, tax limitations on compensation of covered individuals, tax credits, and other permanent differences. During the nine months ended September 30, 2024, income tax expense was additionally impacted by deferred tax benefits from state apportionment changes as a result of the Vencer Acquisition. During the three and nine months ended SeptemberÂ 30, 2023, income tax expense was additionally impacted by deferred tax benefits from state apportionment changes as a result of the Hibernia and Tap Rock acquisitions.We had no unrecognized tax benefits as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023.Â We do not believe that there are any new items or changes in facts or judgments that would impact our tax position taken thus far in 2024. In 2022, the Inflation Reduction Act (â€œIRAâ€) was signed into law. Among other provisions, the IRA imposes a 15% corporate alternative minimum tax (â€œCorporate AMTâ€) for tax years beginning after December 31, 2022, imposes a 1% excise tax on corporate stock repurchases after December 31, 2022, and provides tax incentives to promote various energy efficient initiatives. We are evaluating the potential impact of the Corporate AMT on our current income tax expense and income taxes payable; however, we currently do not believe this will materially affect our income taxes paid for the 2024 tax year.NOTE 13 - SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATIONSupplemental cash flow disclosures are presented below (in thousands):Â Nine Months Ended September 30,Â 20242023Supplemental cash flow information:Cash refunded for income taxes, net$2,925Â $7,861Â Cash paid for interest(334,858)(17,110)Supplemental non-cash investing and financing activities:Changes in working capital related to capital expenditures(22,323)(112,454)25Table of Contents NOTE 14 - STOCKHOLDERSâ€™ EQUITYStock RepurchasesIn July 2024, our Board authorized a new stock repurchase program authorizing repurchases of up to $500Â million of our outstanding shares of common stock, in the open market, in privately negotiated transactions, or through block trades, derivative transactions, or purchases made in accordance with Rule 10b-18 and Rule 10b5-1 of the Exchange Act. The new stock repurchase program replaced our prior stock repurchase program, which was terminated in connection with the adoption of the new stock repurchase program. The stock repurchase program does not have a termination date, does not require any specific number of shares to be acquired, and can be modified or discontinued by our Board at any time.We record stock repurchases at cost, which includes transaction costs that are direct and incremental to the repurchase, as a reduction to stockholdersâ€™ equity. As part of the transaction costs that are direct and incremental to the repurchase and, subject to netting against the fair value of stock issuances, we record a 1% excise tax with the corresponding liability recorded within accounts payable and accrued expenses on the accompanying balance sheets. Any excess of cost over the par value is charged to additional paid-in-capital on a pro-rata basis, with any remaining cost charged to retained earnings. The table below summarizes stock repurchases pursuant to the stock repurchase program during the nine months ended September 30, 2024 and 2023:Number of Shares (in thousands)Weighted-Average PriceTotal Purchase Price (in thousands)(1)2024Privately negotiated transactionsNGP Tap Rock Holdings, LLC and certain of its affiliates876.2$64.54Â $56,549Â Vencer1,041.771.99Â 75,000Â Other transactions2,221.462.24Â 138,267Â Total stock repurchases4,139.3$65.18Â $269,816Â 2023Privately negotiated transactionsCPPIB Crestone Peak Resources Canada Inc.4,918.0$61.00Â $300,000Â Other transactions312.864.55Â 20,190Â Total stock repurchases5,230.8$61.21Â $320,190Â _____(1)Excludes commissions paid and excise taxes accrued related to stock repurchases.These stock repurchases were funded from our cash on hand, and the shares were immediately retired. As of SeptemberÂ 30, 2024, $422.0Â million remained available under the program for repurchase of our outstanding common stock. DividendsAs approved by our Board, cash dividends are paid quarterly and consist of a base and variable component. Beginning in the third quarter of 2024, variable cash dividends are equal to 50% of Adjusted Free Cash Flow for the preceding twelve-month period and pro forma for all acquisition and divestiture activity, after the base cash dividend, less any stock repurchases allocated to the quarter for which the dividend is declared, assuming pro forma compliance with certain leverage targets under our debt agreements. Future dividend payments must be approved by our Board and will depend on our liquidity, financial requirements, and other factors considered relevant by our Board.26Table of Contents The following table summarizes the dividends declared in the nine months ended September 30, 2024 and 2023:BaseVariableTotalTotal(per share)(per share)(per share)(in thousands)2024First quarter$0.50Â $0.95Â $1.45Â $148,327Â Second quarter$0.50Â $1.00Â $1.50Â $150,797Â Third quarter$0.50Â $1.02Â $1.52Â $144,884Â 2023First quarter$0.50Â $1.65Â $2.15Â $176,878Â Second quarter$0.50Â $1.62Â $2.12Â $173,358Â Third quarter$0.50Â $1.24Â $1.74Â $167,010Â All RSUs, DSUs, and PSUs receive a dividend equivalent per unit, recognized as a liability included in other liabilities and other long-term liabilities on the accompanying balance sheets until the recipients receive the dividend equivalents. Refer to Note 7 - Stock-Based Compensation for further discussion around our LTIP.27Table of Contents Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations.The following discussion and analysis of our financial condition and results of operations should be read in conjunction with â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ contained in our 2023 Form 10-K, as well as with our unaudited condensed consolidated financial statements and notes thereto included in this Quarterly Report on Form 10-Q. Further, we encourage you to review the Information Regarding Forward-Looking Statements.Executive SummaryWe are an independent exploration and production company focused on the acquisition, development, and production of crude oil and liquids-rich natural gas from our premier assets in the DJ Basin in Colorado and the Permian Basin in Texas and New Mexico. Our proven business model to maximize stockholder returns is focused on four key strategic pillars: generating significant free cash flow, maintaining a premier balance sheet, returning capital to our stockholders, and demonstrating ESG leadership.Financial and Operating ResultsOur financial and operational results for the three months ended September 30, 2024:â€¢Total sales volumes increased 3% when compared to the second quarter of 2024; average sales volumes per day increased to 348 MBoe/d compared to 343 MBoe/d during the second quarter of 2024;â€¢Cash dividends declared of $144.9Â million, or $1.52 per share;â€¢Repurchased approximately 1.3Â million shares of our common stock totaling $78.0Â million at a weighted average price of $58.01;â€¢Net income of $295.8 million, or $3.01 per diluted share;â€¢Cash flows provided by operating activities were $835.0 million compared toÂ $359.6 million during the second quarter of 2024. Adjusted Free Cash Flow(1) was $366.3 million compared to $235.4 million in the second quarter of 2024; andâ€¢Capital expenditures in drilling, completions, facilities, land, midstream assets, and other were $438.4 million. Our financial and operational results for the nine months ended September 30, 2024:â€¢Total sales volumes increased 81% for the first nine months of 2024 when compared to the first nine months of 2023; average sales volumes per day increased to 342 MBoe/d compared to 190 MBoe/d during the first nine months of 2023, in each case, primarily as a result of the Hibernia, Tap Rock, and Vencer acquisitions;â€¢Cash dividends declared of $444.0 million, or $4.47 per share;â€¢Repurchased approximately 4.1Â million shares of our common stock totaling $269.9Â million at a weighted average price of $65.18;â€¢Net income of $687.6 million or $6.88 per diluted share;â€¢Cash flows provided by operating activities were $2.0 billion compared toÂ $1.4 billion during the first nine months of 2023. Adjusted Free Cash Flow(1) was $747.4 million compared to $581.3 million during the first nine months of 2023; andâ€¢Capital expenditures in drilling, completions, facilities, land, midstream assets, and other were $1.7 billion.(1) Adjusted Free Cash Flow is a non-GAAP financial measure. Refer to the â€œNon-GAAP Financial Measures - Reconciliation of Adjusted Free Cash Flow to Cash Provided by Operating Activitiesâ€ and â€œLiquidity and Capital Resourcesâ€ below for additional discussion.28Table of Contents 2024 Transaction On January 2, 2024, we closed the Vencer Acquisition. The Vencer Acquisition included approximately 44,000 net acres in the Midland Basin and certain related crude oil and natural gas assets with average production of approximately 49 MBoe/d in exchange for aggregate consideration of approximately $1.0 billion in cash, 7.2 million shares of our common stock paid at the closing of the Vencer Acquisition, and $550.0 million in cash to be paid on or before January 3, 2025, inclusive of, customary post-closing adjustments. In May and July 2024, we made two early payments totaling $75.0 million towards the deferred consideration, leaving a remaining balance of $475.0 million. The initial cash portion of the acquisition was funded by cash on hand and the issuance of our 2030 Senior Notes for an aggregate principal amount of $1.0 billion. Refer to Note 2 - Acquisitions and Divestitures under Part I, Item 1 of this Quarterly Report on Form 10-Q for additional discussion.Commodity Prices and Certain Other Market ConditionsThe crude oil and natural gas industry is cyclical and commodity prices are inherently volatile. Commodity prices in 2024 continue to be impacted by various macro-economic factors influencing the balance of supply and demand. From January through April 2024, pricing for crude oil rebounded when compared to declining pricing in the fourth quarter of 2023. The rebound was a result of concerns over lower oil supply driven by uncertainties around political conditions in or affecting other crude oil producing countries, including the Israel-Palestine conflict. Additionally, in the first half of 2024, OPEC+ continued production cuts to seek to stabilize the crude oil market. Despite OPEC+â€™s efforts of reducing production, non-OPEC+ countries continue to have an impact on pricing by increasing overall output in the second and third quarter of 2024, including the U.S., albeit at a slower pace. Further, production increases are also anticipated from Saudi Arabia and Libya, signaling a possible end to OPEC+â€™s recent efforts to reduce production. These factors have led to declining monthly average crude oil prices to end the third quarter of 2024 at the lowest level seen in more than a year.U.S. inflation rates during the first nine months of 2024 remained stable when compared to the last half of 2023, yet remain slightly higher than historical averages. Inflationary pressures can create economic slowdown and/or lead to a recession. A slowdown or recession can cause a decrease in short-term or longer-term demand for commodities, resulting in oversupply and potential for lower commodity prices. Lower prices and inflationary costs could impact our drilling program. The foregoing destabilizing factors have caused dramatic fluctuations in global financial markets and uncertainty about world-wide crude oil and natural gas supply and demand, which in turn has increased the volatility of crude oil and natural gas prices.The below graph depicts monthly average NYMEX WTI crude oil and NYMEX HH natural gas price over the nine months ended September 30, 2024 and 2023. _____(1) Â Â Â Â The average NYMEX WTI crude oil price for the three months ended September 30, 2024 and June 30, 2024 was $75.09 and $80.57, respectively. The average NYMEX WTI crude oil price for the nine months ended September 30, 2024 and 2023 was $77.54 and $77.39, respectively.(2) Â Â Â Â The average NYMEX natural gas HH price for the three months ended three months ended September 30, 2024 and June 30, 2024 was $2.16 and $1.89, respectively. The average NYMEX natural gas HH price for the nine months ended September 30, 2024 and 2023 was $2.10 and $2.69, respectively.29Table of Contents In light of uncertainty associated with crude oil and natural gas demand, future monetary policy relating to inflationary pressures, and governmental policies aimed at transitioning toward lower carbon energy, we cannot predict any future volatility in or levels of commodity prices or demand for crude oil and natural gas.We receive a premium or discount to the benchmark WTI price for our crude oil production. The differential between the benchmark price and the price we receive can reflect adjustments for quality, location, and transportation. Our DJ Basin crude oil price includes a higher-grade quality differential and a transportation differential for delivery to Cushing, Oklahoma. Our Permian Basin crude oil price includes a transportation differential for delivery to Cushing, Oklahoma. During the first nine months of 2024, this differential was a premium to WTI. However, basis differentials can be volatile and can change at various times given their high correlation with market dynamics, supply and demand, and overall production.Our natural gas production is typically sold at a discount to the benchmark NYMEX Henry Hub price. Our DJ Basin natural gas production is sold based on prices established for Colorado Interstate Gas (â€œCIGâ€), and our Permian Basin natural gas production is based on the Waha Hub in West Texas. Pricing we receive for our natural gas in both basins is correlated with the capacity of in-field gathering systems, compression, and processing facilities, as well as transportation pipelines out of the basins, of which are majority owned and operated by third parties. During the first nine months of 2024, the Waha Hub has experienced six months of negative pricing due to oversupply, seasonal maintenance, and limited pipeline capacity. We periodically enter into natural gas basis protection swaps to mitigate a portion of our exposure to adverse market changes. As a result of our natural gas derivative contracts, we recorded cash settlement gains of $29.3 million and $35.7 million during the three and nine months ended September 30, 2024, respectively. Refer to Note 9 - Derivatives under Part I, Item 1 of this Quarterly Report on Form 10-Q for further discussion on our derivative contracts.30Table of Contents Results of OperationsThe following table summarizes our product revenues, sales volumes, and average sales prices for the periods indicated:Three Months EndedNine Months EndedÂ September 30, 2024June 30, 2024Percent ChangeSeptember 30, 2024September 30, 2023Percent ChangeRevenues (in thousands):Â Crude oil sales$1,103,874Â $1,134,720Â (3)%$3,314,189Â $1,842,200Â 80Â %Natural gas sales9,487Â 9,386Â 1Â %105,865Â 226,773Â (53)%NGL sales158,014Â 167,426Â (6)%490,609Â 279,117Â 76Â %Product revenue$1,271,375Â $1,311,532Â (3)%$3,910,663Â $2,348,090Â 67Â %Sales Volumes:Crude oil (MBbls)14,628Â 14,136Â 3Â %42,974Â 24,613Â 75Â %Natural gas (MMcf)55,476Â 54,415Â 2Â %164,205Â 90,635Â 81Â %NGL (MBbls)8,153Â 7,996Â 2Â %23,416Â 12,062Â 94Â %Total sales volumes (MBoe)32,027Â 31,201Â 3Â %93,758Â 51,781Â 81Â %Average Sales Prices (before derivatives):Â Crude oil (per Bbl)$75.46Â $80.27Â (6)%$77.12Â $74.85Â 3Â %Natural gas (per

Mcf)$0.17Â $0.17Â â€”Â %$0.64Â $2.50Â (74)%NGL (per Bbl)$19.38Â $20.94Â (7)%$20.95Â $23.14Â (9)%Total (per Boe)$39.70Â $42.03Â (6)%$41.71Â $45.35Â (8)%Average Sales Prices (after derivatives)(1):Crude oil (per Bbl)$74.70Â $78.92Â (5)%$76.16Â $73.30Â 4Â %Natural gas (per Mcf)$0.70Â $0.29Â 141Â %$0.86Â $2.43Â (65)%NGL (per Bbl)$19.38Â $20.94Â (7)%$20.95Â $23.14Â (9)%Total (per Boe)$40.27Â $41.63Â (3)%$41.65Â $44.48Â (6)%_____(1)Average sale prices, after derivatives is a non-GAAP financial measure. For a reconciliation of average sales price, before derivatives to average sales price, after derivatives, see Non-GAAP Financial Measures below. 31Table of Contents The following table presents crude oil, natural gas, and NGL sales volumes by operating region for the periods presented:Three Months EndedNine Months EndedSeptember 30, 2024June 30, 2024Percent ChangeSeptember 30, 2024September 30, 2023Percent ChangeCrude oil (MBbls)Â DJ Basin6,502Â 6,174Â 5Â %19,330Â 21,578Â (10)%Permian Basin8,126Â 7,962Â 2Â %23,644Â 3,035Â **Total14,628Â 14,136Â 3Â %42,974Â 24,613Â 75Â %Natural gas (MMcf)DJ Basin28,646Â 28,693Â â€”Â %88,620Â 81,349Â 9Â %Permian Basin26,830Â 25,722Â 4Â %75,585Â 9,286Â **Total55,476Â 54,415Â 2Â %164,205Â 90,635Â 81Â %NGL (MBbls)DJ Basin3,386Â 3,335Â 2Â %10,222Â 10,481Â (2)%Permian Basin4,767Â 4,661Â 2Â %13,194Â 1,581Â **Total8,153Â 7,996Â 2Â %23,416Â 12,062Â 94Â %Total sales volumes (MBoe)DJ Basin14,662Â 14,291Â 3Â %44,322Â 45,617Â (3)%Permian Basin17,365Â 16,910Â 3Â %49,436Â 6,164Â **Total32,027Â 31,201Â 3Â %93,758Â 51,781Â 81Â %Average sales volumes per day (MBoe/d)DJ Basin159Â 157Â 1Â %162Â 167Â (3)%Permian Basin189Â 186Â 2Â %180Â 23Â **Total348Â 343Â 1Â %342Â 190Â 80Â %_____** Percent not meaningfulProduct revenues remained relatively flat at $1.3 billion for the three months ended September 30, 2024 and June 30, 2024. However, there was an underlying 6% decrease in crude oil equivalent pricing, excluding the impact of derivatives, partially offset by a 3% increase in total sales volumes.Product revenues increased by 67% to $3.9 billion for the nine months ended September 30, 2024 compared to $2.3 billion for the nine months ended September 30, 2023. The increase was primarily due to an 81% increase in total sales volumes driven by the Hibernia, Tap Rock, and Vencer acquisitions. The increase was partially offset by an 8% decrease in crude oil equivalent pricing, excluding the impact of derivatives. 32Table of Contents The following tables set forth information regarding crude oil, natural gas, and NGL sales prices, excluding the impact of commodity derivatives and production costs for the periods presented.Three Months EndedNine Months EndedAverage Sales PriceSeptember 30, 2024June 30, 2024Percent ChangeSeptember 30, 2024September 30, 2023Percent ChangeCrude Oil (Per Bbl)DJ Basin$74.95Â $79.24Â (5)%$75.91Â $73.39Â 3Â %Permian Basin$75.88Â $81.07Â (6)%$78.11Â $85.20Â (8)%Total$75.46Â $80.27Â (6)%$77.12Â $74.85Â 3Â %Natural Gas (Per Mcf)DJ Basin$1.57Â $1.42Â 11Â %$1.80Â $2.63Â (32)%Permian Basin$(1.32)$(1.22)(8)%$(0.71)$1.37Â (152)%Total$0.17Â $0.17Â â€”Â %$0.64Â $2.50Â (74)%NGL (Per Bbl)DJ Basin$23.62Â $25.82Â (9)%$24.30Â $23.25Â 5Â %Permian Basin$16.37Â $17.45Â (6)%$18.36Â $22.39Â (18)%Total$19.38Â $20.94Â (7)%$20.95Â $23.14Â (9)%Production Cost (Per Boe)(1)DJ Basin$4.33Â $3.96Â 9Â %$4.10Â $4.04Â 1Â %Permian Basin$5.44Â $4.85Â 12Â %$5.26Â $6.95Â (24)%Total$4.93Â $4.44Â 11Â %$4.71Â $4.38Â 8Â %_____(1)Represents lease operating expense and midstream operating expense per Boe using total sales volumes and excludes ad valorem and severance taxes.33Table of Contents The following table summarizes our operating expenses for the periods indicated (in thousands, except per Boe amounts):Three Months EndedNine Months EndedÂ September 30, 2024June 30, 2024Percent ChangeSeptember 30, 2024September 30, 2023Percent ChangeOperating Expenses:Â Lease operating expense$146,761Â $126,606Â 16Â %$404,832Â $191,728Â 111Â %Midstream operating expense11,225Â 11,939Â (6)%36,725Â 35,041Â 5Â %Gathering, transportation, and processing96,414Â 94,469Â 2Â %279,784Â 209,765Â 33Â %Severance and ad valorem taxes87,262Â 101,913Â (14)%291,081Â 188,242Â 55Â %Exploration861Â 1,340Â (36)%13,735Â 1,546Â **Depreciation, depletion, and amortization523,929Â 521,090Â 1Â %1,511,859Â 754,558Â 100Â %Transaction costs140Â 7,877Â (98)%30,737Â 60,077Â (49)%General and administrative expense56,729Â 59,135Â (4)%173,742Â 106,553Â 63Â %Other operating expense2,114Â 1,458Â 45Â %11,138Â 5,255Â 112Â %Total operating expenses$925,435Â $925,827Â â€”Â %$2,753,633Â $1,552,765Â 77Â %Selected Costs ($ per Boe):Â Lease operating expense$4.58Â $4.06Â 13Â %$4.32Â $3.70Â 17Â %Midstream operating expense(1)0.35Â 0.38Â (8)%0.39Â 0.68Â (43)%Gathering, transportation, and processing3.01Â 3.03Â (1)%2.98Â 4.05Â (26)%Severance and ad valorem taxes2.72Â 3.27Â (17)%3.10Â 3.64Â (15)%Depreciation, depletion, and amortization16.36Â 16.70Â (2)%16.13Â 14.57Â 11Â %Transaction costsâ€”Â 0.25Â (100)%0.33Â 1.16Â (72)%General and administrative expense1.77Â 1.90Â (7)%1.85Â 2.06Â (10)%Total selected operating expenses (per Boe)$28.79Â $29.59Â (3)%$29.10Â $29.86Â (3)%_____** Percent not meaningful(1)Our midstream assets relate primarily to our DJ Basin operations. If we were to exclude the production of our Permian Basin assets from this calculation, it would result in $0.07 per Boe, or a 8% decrease between the three months ended September 30, 2024 and JuneÂ 30, 2024 and $0.06 per Boe, or a 8% increase between the nine months ended September 30, 2024 and SeptemberÂ 30, 2023.Lease operating expense.Â Our lease operating expense increased 16%, to $146.8 million for the three months ended September 30, 2024, from $126.6 million for the three months ended June 30, 2024, and increased 13% on an equivalent basis per Boe. The increase in lease operating expense, in total and on an equivalent basis per Boe, was mainly driven by increased (i) reclamation and remediation work in the DJ Basin, (ii) water disposal costs resulting from higher water volumes in the Permian Basin, and (iii) maintenance and workover optimizations in the Permian Basin. Our lease operating expense increased 111%, to $404.8 million for the nine months ended September 30, 2024, from $191.7 million for the nine months ended September 30, 2023, and increased 17% on an equivalent basis per Boe. The increase in lease operating expense was primarily the result of the Tap Rock, Hibernia, and Vencer acquisitions in the Permian Basin. The increase in lease operating expense per Boe was a result of the increased cost of operatorship in the Permian Basin relative to the DJ Basin. Gathering, transportation, and processing. Gathering, transportation, and processing expense remained relatively flat at $96.4 million for the three months ended September 30, 2024, compared to $94.5 million for the three months ended June 30, 2024, and similarly flat on an equivalent basis per Boe. 34Table of Contents Gathering, transportation, and processing expense increased 33%, to $279.8 million for the nine months ended September 30, 2024, from $209.8 million for the nine months ended September 30, 2023, and decreased 26% on an equivalent basis per Boe. All gathering, transportation, and processing contracts contain annual price escalations, which have contributed to the aggregate increase. For a significant portion of the midstream contracts assumed in the Hibernia, Tap Rock, and Vencer acquisitions, gathering, transportation, and processing costs are incurred subsequent to the transfer of control; thereby, these costs are recorded net within crude oil, natural gas, and NGL sales. As a result, gathering, transportation, and processing expense per Boe decreased period over period.Severance and ad valorem taxes. Â Severance taxes represent taxes imposed by the states in which we operate based on the value of the crude oil, natural gas, and NGL we produce. Ad valorem taxes represent taxes imposed by specific jurisdictions in which we operate based on the assessed value of our properties in that region. For our operations in Texas, the assessed value of our properties is determined using a discounted cash flow methodology. For our operations in Colorado and New Mexico, assessed value is determined by the value of the crude oil, natural gas, and NGL sold less various costs incurred for transportation and processing.Our severance and ad valorem taxes decreased 14%, to $87.3 million for the three months ended September 30, 2024, from $101.9 million for the three months ended June 30, 2024, and decreased 17% on an equivalent basis per Boe. Crude oil, natural gas, and NGL sales decreased by 3% three months ended September 30, 2024 when compared to the three months ended June 30, 2024, thereby contributing to lower severance and ad valorem taxes on an absolute basis. Additional decreases in both total and on an equivalent basis per Boe resulted from a refinement of estimated severance and ad valorem taxes based upon updated mill levies in the taxing districts in which we operate.Our severance and ad valorem taxes increased 55%, to $291.1 million for the nine months ended September 30, 2024, from $188.2 million for the nine months ended September 30, 2023, and decreased 15% on an equivalent basis per Boe. Crude oil, natural gas, and NGL sales increased by 67% for the nine months ended September 30, 2024 when compared to the nine months ended September 30, 2023, resulting in higher severance and ad valorem taxes on an absolute basis. The decrease in severance and ad valorem taxes per Boe was primarily due to an increase in crude oil, natural gas, and NGL sales generated through the Hibernia and Vencer acquisitions in the state of Texas, which generally levies lower severance and ad valorem tax rates relative to the states of Colorado and New Mexico.Depreciation, depletion, and amortization. Â Our depreciation, depletion, and amortization expense (â€œDD&Aâ€) remained flat at $523.9 million for the three months ended September 30, 2024, compared to $521.1 million for the three months ended June 30, 2024, and similarly flat on an equivalent basis per Boe.Our DD&A increased 100%, to $1.5 billion for the nine months ended September 30, 2024, from $754.6 million for the nine months ended September 30, 2023, and increased 11% on an equivalent basis per Boe. Subsequent to September 30, 2023, we invested approximately $3.9Â billion in the development and acquisition of crude oil and natural gas properties. The increase in total DD&A expense was primarily due to an 81% increase in sales volumes between periods driven by the Hibernia, Tap Rock, and Vencer acquisitions. The increase in DD&A expense per Boe was due to an increase in the depletion rate driven by a greater increase in the depletable property base in proportion to proved reserves.Transaction costs. During the three months ended September 30, 2024 and three months ended June 30, 2024, we incurred nominal transaction costs due to a lack of acquisition or divestiture activity.During the nine months ended September 30, 2024, we incurred $30.7 million in legal, advisor, and other costs associated with the Vencer Acquisition and subsequent integration, in addition to our efforts to divest of certain non-core assets in the DJ Basin. During the nine months ended September 30, 2023, we incurred $60.1 million in short-term financing fees as well as legal, advisor, and other costs associated with the Hibernia and Tap Rock acquisitions. Refer to Note 2 - Acquisitions and Divestitures under Part I, Item 1 of this Quarterly Report on Form 10-Q for additional discussion over our acquisitions.General and administrative expense. Our general and administrative expense remained relatively flat at $56.7 million for the three months ended September 30, 2024, compared to $59.1 million for the three months ended June 30, 2024.Our general and administrative expense increased 63%, to $173.7 million for the nine months ended September 30, 2024, from $106.6 million for the nine months ended September 30, 2023, and decreased 10% on an equivalent basis per Boe. The increase in general and administrative expense was primarily due to the addition of operations in the Permian Basin, significantly driven by an increase in headcount. General and administrative expense per Boe decreased due to an 81% increase in sales volumes.35Table of Contents Derivative gain (loss). Â Our derivative gain for the three months ended September 30, 2024 was $151.0 million, as compared to a gain of $7.6 million for the three months ended June 30, 2024. Our derivative gain for the three months ended September 30, 2024 was due to fair market value adjustments resulting from lower market prices relative to our open positions and cash settlement gains. Our derivative gain for the three months ended June 30, 2024 was due to fair market value adjustments resulting from lower market prices relative to our open positions, partially offset by cash settlement losses. Our derivative gain for the nine months ended September 30, 2024 was $48.9 million, and our derivative loss for the nine months ended September 30, 2023 was $120.6 million. Our derivative gain for the nine months ended September 30, 2024 was due to fair market value adjustments resulting from lower market prices relative to our open positions, partially offset by cash settlement losses. Our derivative loss for the nine months ended September 30, 2023 was due to fair market value adjustments resulting from higher market prices relative to our open positions and cash settlement losses.Refer to Note 9 - Derivatives under Part I, Item 1 of this Quarterly Report on Form 10-Q for additional discussion.Interest expense.Â Our interest expense for the three months ended September 30, 2024 and June 30, 2024 was $117.8 million and $114.9 million, respectively. Average debt outstanding for the three months ended September 30, 2024 and June 30, 2024 was $5.1 billion and $4.9 billion, respectively. Our interest expense for the nine months ended September 30, 2024 and 2023 was $342.4 million and $92.7 million, respectively. The increase in interest expense was attributable to the debt issued in conjunction with the financing of the Hibernia, Tap Rock, and Vencer acquisitions. Average debt outstanding for the nine months ended September 30, 2024 and 2023 was $4.8 billion and $2.3 billion, respectively. The components of interest expense for the periods presented are as follows (in thousands):Three Months EndedNine Months EndedSeptember 30, 2024June 30, 2024September 30, 2024September 30, 2023Senior Notes$84,376Â $84,360Â $253,095Â $74,081Â Credit Facility17,983Â 15,654Â 44,853Â 8,613Â Commitment and letter of credit fees under the Credit Facility1,208Â 1,335Â 4,156Â 4,086Â Amortization of deferred financing costs and deferred acquisition consideration13,538Â 13,044Â 38,927Â 5,706Â Finance lease and other655Â 504Â 1,412Â 183Â Total interest expense$117,760Â $114,897Â $342,443Â $92,669Â Income tax expense. Our effective tax rate differs from the amount that would be provided by applying the statutory United States federal income tax rate of 21% to income before income taxes due to the effect of state income taxes, excess tax benefits and deficiencies on stock-based compensation awards, tax limitations on compensation of covered individuals, tax credits, and other permanent differences. Refer to Note 12 - Income Taxes under Part I, Item 1 of this Quarterly Report on Form 10-Q for additional discussion. Our income tax expense for the three months ended September 30, 2024 and June 30, 2024 was $93.3 million and $67.0 million, resulting in an effective tax rate of 24.0% and 23.7% on pre-tax income, respectively. Our income tax expense for the nine months ended September 30, 2024 and 2023 was $195.3 million and $139.1 million, resulting in an effective tax rate of 22.1% and 22.4% on pre-tax income, respectively. During the nine months ended September 30, 2024, income tax expense was additionally impacted by deferred tax benefits from the state apportionment changes as a result of the Vencer Acquisition. During the nine months ended September 30, 2023, income tax expense was additionally impacted by deferred tax benefits from state apportionment changes as a result of the Hibernia and Tap Rock acquisitions.36Table of Contents Liquidity and Capital ResourcesOur primary sources of liquidity include cash flows from operating activities, available borrowing capacity under the Credit Facility, potential proceeds from equity and/or debt capital markets transactions, potential proceeds from sales of assets, and other sources. We may use our available liquidity for operating activities, working capital requirements, capital expenditures, acquisitions, debt reduction, the return of capital to stockholders, and for general corporate purposes. Our primary source of cash flows from operating activities is the sale of crude oil, natural gas, and NGL. As such, our cash flows are subject to significant volatility due to changes in commodity prices, as well as variations in our sales volumes. The prices for these commodities are driven by a number of factors beyond our control, including global and regional product supply and demand, the impact of inflation and monetary policy, weather, product distribution, transportation, processing, and refining capacity, regulatory constraints, and other supply chain dynamics, among other factors.As of SeptemberÂ 30, 2024, our liquidity was $1.44 billion, consisting of cash on hand of $47.1 million and $1.40 billion of available borrowing capacity on our Credit Facility. Borrowing capacity under the Credit Facility is primarily based on the value assigned to the proved reserves attributable to our crude oil and natural gas interests. As of NovemberÂ 6, 2024, the available borrowing capacity on our Credit Facility was $1.35 billion. Our Credit Facility is set to mature in August 2028, with the next scheduled borrowing base redetermination date to occur in November 2024, subsequent to the filing of this Quarterly Report on Form 10-Q.The Credit Facility contains customary representations and various affirmative and negative covenants as well as certain financial covenants, including (a)Â a permitted net leverage ratio of not greater than 3.00 to 1.00, (b)Â a current ratio, inclusive of the unused commitments under the Credit Facility then available to be borrowed, of not less thanÂ 1.00 to 1.00, and (c) upon the achievement of investment grade credit ratings, a PV-9 Coverage Ratio of not less than 1.50 to 1.00. We were in compliance with all covenants under the Credit Facility as of SeptemberÂ 30, 2024, and through the filing of this Quarterly Report on Form 10-Q. Refer to Note 5 - Debt in Part I, Item 1 for additional information.Our material short-term cash requirements include: operating activities, working capital requirements, capital expenditures, dividends, and payments of contractual obligations, including the payment of the remaining portion of the deferred consideration due with respect to the Vencer Acquisition. Our material long-term cash requirements from various contractual and other obligations include: debt obligations and related interest payments, firm transportation and minimum volume agreements, taxes, asset retirement obligations, and leases. Refer to Part I, Item 1 for additional information. Our future capital requirements, both near-term and long-term, will depend on many factors, including, but not limited to, commodity prices, market conditions, our available liquidity and financing, acquisitions and divestitures of crude oil and natural gas properties, the availability of drilling rigs and completion crews, the cost of completion services, success of drilling programs, land and industry partner issues, weather delays, the acquisition of leases with drilling commitments, and other factors. We regularly consider which resources, including debt and equity financing, are available to meet our future financial obligations, planned capital expenditures, and liquidity requirements.Funding for these requirements may be provided by any combination of the sources of liquidity outlined above. We expect our 2024 capital program to be funded by cash flows from operations. Although we cannot provide any assurance, based on our projected cash flows from operations, our cash on hand, and available borrowing capacity on our Credit Facility, we believe that we will have sufficient capital available to fund these requirements through the 12-month period following the filing of this Quarterly Report on Form 10-Q, and based on current expectations, the long-term.The following table summarizes our cash flows and other financial measures for the periods indicated (in thousands):Nine Months EndedÂ September 30, 2024September 30, 2023Net cash provided by operating activities$2,007,158Â $1,395,572Â Net cash used in investing activities(2,400,185)(4,496,863)Net cash provided by (used in) financing activities(686,713)2,428,585Â Cash, cash equivalents, and restricted cash47,075Â 95,428Â Acquisitions of businesses, net of cash acquired(905,096)(3,650,491)Acquisitions of crude oil and natural gas properties(24,344)(60,975)Capital expenditures for drilling and completion activities and other fixed assets(1,632,107)(782,119)37Table of Contents Operating ActivitiesOur net cash flows from operating activities are primarily impacted by commodity prices, sales volumes, net settlements from our commodity derivative positions, operating costs, and general and

administrative expenses. Net cash provided by operating activities increased by $611.6 million to $2.0 billion during the nine months ended September 30, 2024, compared to $1.4 billion during the nine months ended September 30, 2023. The increase between periods was primarily due to higher net operating cash flows from the Hibernia, Tap Rock, and Vencer acquisitions. This increase was partially offset by a $317.7 million increase in cash paid for interest and a $312.4 million decrease in changes in operating assets and liabilities primarily due to the reduction of ad valorem tax liability and the timing of oil and natural gas revenue distributions payable. SeeÂ â€œResults of Operationsâ€ above for more information on other factors driving these changes.Investing ActivitiesNet cash used in investing activities of $2.4 billion for the nine months ended September 30, 2024 was primarily the result of (i) capital expenditures for drilling and completion activities and other fixed assets of $1.6 billion in the DJ Basin and Permian Basin, (ii) acquisitions of businesses, net of cash acquired of $905.1 million, and (iii) acquisitions of crude oil and natural gas properties of $24.3 million, partially offset by proceeds from property transactions of $163.3 million in the DJ Basin.Net cash used in investing activities of $4.5 billion for the nine months ended September 30, 2023 was primarily the result of (i) acquisitions of businesses, net of cash acquired of $3.7 billion, (ii) capital expenditures for drilling and completion activities and other fixed assets of $782.1 million, and (iii) acquisitions of crude oil and natural gas properties of $61.0 million.Financing ActivitiesNet cash used in financing activities of $686.7 million for the nine months ended September 30, 2024 was primarily the result of (i) dividends paid of $446.2 million; (ii) the repurchase and retirement of common stock of $269.9 million; and (iii) the payment of employee tax withholdings in exchange for the return of common stock of $11.6 million, partially offset by net draws on the Credit Facility of $50.0 million.Net cash provided by financing activities of $2.4 billion for the nine months ended September 30, 2023 was primarily due to the issuance of an aggregate principal amount of $2.7 billion from our 2028 Senior Notes and our 2031 Senior Notes, net draws on the Credit Facility of $650.0 million, partially offset by (i) dividends paid of $511.0 million, (ii) the repurchase and retirement of common stock of $320.4 million, (iii) the payment of deferred financing costs of $42.9 million, and (iv) the payment of employee tax withholdings in exchange for the return of common stock of $13.3 million.Material CommitmentsThere have been no significant changes from our 2023 Form 10-K in our obligations and commitments, other than what is disclosed within Note 6 - Commitments and Contingencies under Part I, Item 1 of this Quarterly Report on Form 10-Q.38Table of Contents Non-GAAP Financial MeasuresReconciliation of Net Income to Adjusted EBITDAXAdjusted EBITDAX is a supplemental non-GAAP financial measure that represents earnings before interest, income taxes, depreciation, depletion, and amortization, exploration expense, and other non-cash and non-recurring charges. Adjusted EBITDAX excludes certain items that we believe affect the comparability of operating results and can exclude items that are generally non-recurring in nature or whose timing and/or amount cannot be reasonably estimated. We present Adjusted EBITDAX because we believe it provides useful additional information to investors and analysts, as a performance measure, for analysis of our ability to internally generate funds for exploration, development, acquisitions, and to service debt. We are also subject to financial covenants under our Credit Facility based on Adjusted EBITDAX ratios. In addition, Adjusted EBITDAX is widely used by professional research analysts and others in the valuation, comparison, and investment recommendations of companies in the crude oil and natural gas exploration and production industry. Adjusted EBITDAX should not be considered in isolation or as a substitute for net income, net cash provided by operating activities, or other profitability or liquidity measures prepared under GAAP. Because Adjusted EBITDAX excludes some, but not all items that affect net income and may vary among companies, the Adjusted EBITDAX amounts presented may not be comparable to similar metrics of other companies. The following table presents a reconciliation of the GAAP financial measure of net income to the non-GAAP financial measure of Adjusted EBITDAX (in thousands):Three Months EndedNine Months EndedSeptember 30, 2024June 30, 2024September 30, 2024September 30, 2023Net income$295,803Â $215,989Â $687,613Â $481,420Â Exploration861Â 1,340Â 13,735Â 1,546Â Depreciation, depletion, and amortization523,929Â 521,090Â 1,511,859Â 754,558Â Unused commitments(1)1,117Â 608Â 498Â 3,946Â Transaction costs140Â 7,877Â 30,737Â 60,077Â Stock-based compensation(2)12,661Â 12,262Â 36,122Â 25,577Â Derivative (gain) loss, net(151,029)(7,578)(48,927)120,574Â Derivative cash settlements gain (loss), net18,195Â (12,752)(5,712)(44,907)Interest expense117,760Â 114,897Â 342,443Â 92,669Â Interest income(3)(2,650)(2,650)(8,724)(28,172)Loss on property transactions, netâ€”Â â€”Â 1,430Â 254Â Income tax expense93,309Â 66,993Â 195,321Â 139,138Â Adjusted EBITDAX$910,096Â $918,076Â $2,756,395Â $1,606,680Â _____(1)Included as a portion of other operating expense in the accompanying statements of operations.(2)Included as a portion of general and administrative expense in the accompanying statements of operations.(3)Included as a portion of other income in the accompanying statements of operations.Reconciliation of Cash Provided by Operating Activities to Adjusted Free Cash FlowAdjusted Free Cash Flow is a supplemental non-GAAP financial measure that is calculated as net cash provided by operating activities before changes in operating assets and liabilities and less exploration and development of crude oil and natural gas properties, changes in working capital related to capital expenditures, and purchases of carbon credits. We believe that Adjusted Free Cash Flow provides additional information that may be useful to investors and analysts in evaluating our ability to generate cash from our existing crude oil and natural gas assets to fund future exploration and development activities and to return cash to stockholders. Adjusted Free Cash Flow is a supplemental measure of liquidity and should not be viewed as a substitute for cash flows from operations because it excludes certain required cash expenditures. 39Table of Contents The following table presents a reconciliation of the GAAP financial measure of net cash provided by operating activities to the non-GAAP financial measure of Adjusted Free Cash Flow (in thousands):Three Months EndedNine Months EndedSeptember 30, 2024June 30, 2024September 30, 2024September 30, 2023Net cash provided by operating activities$835,038Â $359,568Â $2,007,158Â $1,395,572Â Add back: Changes in operating assets and liabilities, net(28,270)444,252Â 398,549Â 86,173Â Cash flow from operations before changes in operating assets and liabilities806,768Â 803,820Â 2,405,707Â 1,481,745Â Less: Cash paid for capital expenditures for drilling and completion activities and other fixed assets(541,410)(519,120)(1,632,107)(782,119)Less: Changes in working capital related to capital expenditures103,021Â (47,389)(22,323)(112,454)Capital expenditures(438,389)(566,509)(1,654,430)(894,573)Less: Purchases of carbon credits and renewable energy credits(2,032)(1,886)(3,918)(5,864)Adjusted Free Cash Flow$366,347Â $235,425Â $747,359Â $581,308Â Reconciliation of average sales price, after derivativesAverage sales price, after derivatives is a non-GAAP financial measure that incorporates the net effect of derivative cash receipts from or payments on commodity derivatives that are presented in our accompanying statements of cash flows, netted into the average sales price, before derivatives, the most directly comparable GAAP financial measure. We believe that the presentation of average sales price, after derivatives is a useful means to reflect the actual cash performance of our commodity derivatives for the respective periods and is useful to management and our stockholders in determining the effectiveness of our price risk management program.The following table provides a reconciliation of the GAAP financial measure of average sales price, before derivatives to the non-GAAP financial measure of average sales prices, after derivatives for the periods presented:Three Months EndedNine Months EndedSeptember 30, 2024June 30, 2024September 30, 2024September 30, 2023Average crude oil sales price (per Bbl) $75.46Â $80.27Â $77.12Â $74.85Â Effects of derivatives, net (per Bbl) (1)(0.76)(1.35)(0.96)(1.55)Average crude oil sales price (after derivatives) (per Bbl)$74.70Â $78.92Â $76.16Â $73.30Â Average natural gas sales price (per Mcf)$0.17Â $0.17Â $0.64Â $2.50Â Effects of derivatives, net (per Mcf) (1)0.53Â 0.12Â 0.22Â (0.07)Average natural gas sales price (after derivatives) (per Mcf)$0.70Â $0.29Â $0.86Â $2.43Â Average NGL sales price (per Bbl)$19.38Â $20.94Â $20.95Â $23.14Â Effects of derivatives, net (per Bbl) (1)â€”Â â€”Â â€”Â â€”Â Average NGL sales price (after derivatives) (per Bbl)$19.38Â $20.94Â $20.95Â $23.14Â _____(1)Derivatives economically hedge the price we receive for crude oil, natural gas, and NGL. For the three months ended SeptemberÂ 30, 2024, the derivative cash settlement loss for crude oil was $11.1 million, and the derivative cash settlement gain for natural gas was $29.3 million. For the three months ended June 30, 2024, the derivative cash settlement loss for crude oil was $19.2 million, and the derivative cash settlement gain for natural gas was $6.4 million. For the nine months ended SeptemberÂ 30, 2024, the derivative cash settlement loss for crude oil was $41.4 million, and the derivative cash settlement gain for natural gas was $35.7 million. For the nine months ended SeptemberÂ 30, 2023, the derivative cash settlement loss for crude oil and natural gas was $38.0 million and $6.9 million, respectively. We did not hedge the price we receive for NGL during the periods presented. Refer to Note 9 - Derivatives under Part I, Item 1 of this Quarterly Report on Form 10-Q for additional disclosures. 40Table of Contents New Accounting PronouncementsÂ Refer to Note 1 - Summary of Significant Accounting Policies under Part I, Item 1 of this Quarterly Report on Form 10-Q and Note 1 - Summary of Significant Accounting Policies in the 2023 Form 10-K for any recently issued or adopted accounting standards.Critical Accounting EstimatesInformation regarding our critical accounting estimates is contained in Part II, Item 7 of our 2023 Form 10-K.Â During the three months ended September 30, 2024, there were no significant changes in the application of critical accounting policies.ItemÂ 3. Quantitative and Qualitative Disclosures About Market Risk.Crude Oil and Natural Gas Price RiskOur financial condition, results of operations, and capital resources are highly dependent upon the prevailing market prices of crude oil and natural gas. These commodity prices are subject to wide fluctuations and market uncertainties due to a variety of factors that are beyond our control. Factors influencing crude oil and natural gas prices include the level of global demand for crude oil and natural gas, the global supply of crude oil and natural gas, the establishment of and compliance with production quotas by crude oil exporting countries, weather conditions which impact the supply and demand for crude oil and natural gas, the price and availability of alternative fuels, local and global politics, and overall economic conditions. It is impossible to predict future crude oil and natural gas prices with any degree of certainty. Sustained weakness in crude oil and natural gas prices may adversely affect our financial condition and results of operations and may also reduce the amount of crude oil and natural gas reserves that we can produce economically. Any reduction in our crude oil and natural gas reserves, including reductions due to price fluctuations, can have an adverse effect on our ability to obtain capital for our exploration and development activities. Similarly, any improvements in crude oil and natural gas prices can have a favorable impact on our financial condition, results of operations, and capital resources.Commodity Price Derivative Contracts Our primary commodity risk management objective is to protect our balance sheet. We periodically enter into commodity derivative contracts to mitigate a portion of our exposure to potentially adverse market changes in commodity prices for our expected future crude oil and natural gas production and the associated impact on cash flows. Our commodity derivative contracts consist of swaps, collars, basis protection swaps, and puts. Upon settlement of the contract(s), if the relevant market commodity price exceeds our contracted swap price, or the collarâ€™s ceiling strike price, we are required to pay our counterparty the difference for the volume of production associated with the contract. Generally, this payment is made up to 15 business days prior to the receipt of cash payments from our customers. This could have an adverse impact on our cash flows for the period between derivative settlements and payments for revenue earned. While we may reduce the potential negative impact of lower commodity prices, we may also be prevented from realizing the benefits of favorable price changes in the physical market. Refer to Note 9 - Derivatives under Part I, Item 1 of this Quarterly Report on Form 10-Q for summary derivative activity tables.Interest RatesAs of SeptemberÂ 30, 2024 and NovemberÂ 6, 2024, we had $800.0 million and $850.0 million, respectively, outstanding under our Credit Facility. Borrowings under our Credit Facility bear interest at a fluctuating rate that is tied to the ABR or SOFR, plus the applicable margin, at our option. Any increases in these interest rates can have an adverse impact on our results of operations and cash flows. As of SeptemberÂ 30, 2024, and through the filing date of this Quarterly Report on Form 10-Q, we were in compliance with all financial and non-financial covenants under the Credit Facility.Counterparty and Customer Credit RiskWe are exposed to counterparty credit risk associated with our derivative activities. As of SeptemberÂ 30, 2024 and NovemberÂ 1, 2024, our derivative contracts have been executed with 15 counterparties, all of which are members of the Credit Facility lender group and have investment grade credit ratings. However, if our counterparties fail to perform their obligations under the contracts, we could suffer financial loss.We are also subject to credit risk due to the concentration of our crude oil and natural gas receivables with certain significant customers. The inability or failure of our significant customers to meet their obligations to us or their insolvency or liquidation may adversely affect our financial results. We review the credit rating, payment history, and financial resources of our customers, but we do not require our customers to post collateral.41Table of Contents Marketability of Our ProductionThe marketability of our production depends in part upon the availability, proximity, and capacity of third-party refineries, access to regional trucking, pipeline and rail infrastructure, natural gas gathering systems, and processing facilities. We deliver crude oil and natural gas produced through trucking services, pipelines, and rail facilities that we do not own. The lack of availability or capacity on these systems and facilities could reduce the price offered for our production or result in the shut-in of producing wells or the delay or discontinuance of development plans for properties.A portion of our production may also be interrupted, or shut in, from time to time for numerous other reasons, including as a result of accidents, weather, field labor issues or strikes, or we might voluntarily curtail production in response to market conditions. If a substantial amount of our production is interrupted at the same time, it could adversely affect our cash flow. ItemÂ 4. Controls and Procedures.Evaluation of Disclosure Controls and ProceduresÂ Our management, with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures as of SeptemberÂ 30, 2024. The term â€œdisclosure controls and procedures,â€ as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act (15 U.S.C. 78a et seq.) is recorded, processed, summarized, and reported, within the time periods specified in SEC rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the companyâ€™s management, including its principal executive and principal financial officers and internal audit function, as appropriate, to allow timely decisions regarding required disclosure. Based on the evaluation of our disclosure controls and procedures as of SeptemberÂ 30, 2024, our principal executive officer and principal financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.Â Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. To assist management, we have established an internal audit function to verify and monitor our internal controls and procedures. Our internal control system is supported by written policies and procedures, contains self-monitoring mechanisms, and is audited by the internal audit function. Appropriate actions are taken by management to correct deficiencies as they are identified.Changes in Internal Control over Financial ReportingÂ There were no changes in our internal control over financial reporting identified in managementâ€™s evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the quarter ended SeptemberÂ 30, 2024 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.42Table of Contents PART II. OTHER INFORMATIONItemÂ 1. Legal Proceedings.Information regarding our legal proceedings can be found in Note 6 - Commitments and Contingencies under Part I, Item 1 of this Quarterly Report on Form 10-Q.Disclosure of certain environmental matters is required when a governmental authority is a party to the proceedings and the proceedings involve potential monetary sanctions that we reasonably believe could exceed a specified threshold. Pursuant to Item 103 of Regulation S-K, we have elected to apply a threshold of $1.0 million for purposes of determining whether disclosure of any such proceedings is required. Applying this threshold, we are not aware of any such proceedings required to be disclosed for the quarter ended SeptemberÂ 30, 2024.Item 1A. Risk Factors.Our business faces many risks. Any of the risk factors discussed in this Quarterly Report on Form 10-Q or our other SEC filings could have a material impact on our business, financial position, or results of operations. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also impair our business operation. For a discussion of our potential risks and uncertainties, see the risk factors identified in PartÂ I,Â Item 1A in our 2023 Form 10-K, together with other information in this Quarterly Report on Form 10-Q and other reports and materials we may subsequently file with the SEC. We have identified these risk factors as important factors that could cause our actual results to differ materially from those contained in any written or oral forward-looking statements made by us or on our behalf.Item 2.Â Â Unregistered Sales of Equity Securities, Use of Proceeds, and Issuer Purchases of Equity Securities.The following table provides information about our purchases of our common stock during the three months ended SeptemberÂ 30, 2024:Total Number of Shares Purchased(1)AverageÂ Price PaidÂ per Share(2)TotalÂ NumberÂ ofÂ Shares PurchasedÂ asÂ PartÂ of PubliclyÂ Announced PlansÂ orÂ Programs(3)Maximum Dollar Value thatÂ May YetÂ be Purchased as Part of Publicly Announced Plans or Programs (in thousands)(3)July 1, 2024 â€“ July 29, 2024 805Â $69.63Â â€”Â $287,956Â July 30, 2024 â€“ July 31, 2024â€”Â â€”Â â€”Â 500,000Â August 1, 2024 â€“ August 31, 2024923,733Â 60.14Â 884,542Â 447,038Â September 1, 2024 â€“ September 30, 2024461,860Â 54.39Â 459,502Â 422,038Â Total1,386,398Â $58.23Â 1,344,044Â $422,038Â _____(1)Purchases outside of the stock repurchase program represent shares withheld from officers, former officers, executives, and employees for the payment of personal income tax withholding obligations upon the vesting of restricted stock awards. The withheld shares are not considered common stock repurchased under the stock repurchase program.(2)Excludes commissions paid and excise taxes accrued related to stock repurchases.(3)In February 2023, our Board authorized the stock repurchase program pursuant to which we were authorized, from time to time, to acquire shares of our common stock in the open market, in privately negotiated transactions, or through block trades, derivative transactions, or purchases made in accordance with Rule 10b-18 and Rule 10b5-1 of the Exchange Act. On July 30, 2024, our Board

authorized a new stock repurchase program authorizing repurchases of up to $500Â million of our outstanding shares of common stock, replacing our prior stock repurchase program. The stock repurchase program does not have a termination date, does not require any specific number of shares to be acquired, and can be modified or discontinued by our Board at any time.Item 3.Â Â Defaults Upon Senior Securities.None.ItemÂ 4. Mine Safety Disclosures.Not applicable.43Table of Contents ItemÂ 5. Other Information.During the three months ended SeptemberÂ 30, 2024, no director or officer of the Company adopted or terminated a â€œRule 10b5-1 trading arrangementâ€ or â€œnon-Rule 10b5-1 trading arrangement,â€ as each term is defined in Item 408 of Regulation S-K.ItemÂ 6. Exhibits.ExhibitNumberDescription2.1*Purchase and Sale Agreement, dated as of October 3, 2023, by and among Vencer Energy, LLC, as seller, and Civitas Resources, Inc., as buyer (incorporated by reference to Exhibit 2.1 to Civitas Resources, Inc.â€™s Current Report on Form 8-K, File No. 001-35371, filed on October 4, 2023) 3.1Fourth Amended and Restated Certificate of Incorporation of Civitas Resources, Inc. 3.2Seventh Amended and Restated Bylaws of Civitas Resources, Inc. (incorporated by reference to Exhibit 3.1 to Civitas Resources, Inc.â€™s Current Report on Form 8-K, File No. 001-35371, filed on June 5, 2023)31.1â€ Certification of the Chief Executive Officer pursuant to RuleÂ 13a-14(a)31.2â€ Certification of the Chief Financial Officer pursuant to RuleÂ 13a-14(a)32.1â€ Certification of the Chief Executive Officer pursuant to 18 U.S.C. SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith)32.2â€ Certification of the Chief Financial Officer pursuant to 18 U.S.C. SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith)101.INSâ€ XBRL Instance Document101.SCHâ€ XBRL Taxonomy Extension Schema101.CALâ€ XBRL Taxonomy Extension Calculation Linkbase101.DEFâ€ XBRL Taxonomy Extension Definition Linkbase101.LABâ€ XBRL Taxonomy Extension Label Linkbase101.PREâ€ XBRL Taxonomy Extension Presentation Linkbase104Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)_____*Â Â Â Â Â Â Â Â Â Â Â Â Â Certain of the schedules and exhibits to the agreement have been omitted pursuant to Item 601(a)(5) of Regulation S-K. A copy of any omitted schedule or exhibit will be furnished to the SEC upon request.â€ Â Â Â Â Â Â Â Â Â Â Â Â Â Filed or furnished herewith44Table of Contents SIGNATURESPursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.Â Â Â CIVITAS RESOURCES, INC.Â Â Â Â Date:November 7, 2024Â Â Â Â By:/s/ Chris DoyleÂ Â Â Â Chris DoyleÂ Â Â Â President and Chief Executive Officer (principal executive officer)Â Â Â Â Â Â Â Â By:/s/ Marianella FoschiÂ Â Â Â Marianella FoschiÂ Â Â Â Chief Financial Officer and Treasurer (principal financial officer)By:/s/ Kayla D. BairdÂ Kayla D. BairdÂ Senior Vice President and Chief Accounting Officer (principal accounting officer) 45 EX-31.1 2 ex31120240930-doyle.htm EX-31.1 DocumentExhibitÂ 31.1CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13aâ€‘ 14(a)I, Chris Doyle, certify that:1.I have reviewed this Quarterly Report on FormÂ 10-Q for the period ended SeptemberÂ 30, 2024 of Civitas Resources,Â 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 RulesÂ 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act RulesÂ 13a-15(f) and 15d-15(f)) for the registrant and have:a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; andd)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; andb)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:Â Â NovemberÂ 7, 2024 Â /s/ Chris DoyleChris DoylePresident and Chief Executive Officer(principal executive officer) EX-31.2 3 ex31220240930-foschi.htm EX-31.2 DocumentExhibitÂ 31.2CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER PURSUANT TO RULE 13aâ€‘ 14(a)I, Marianella Foschi, certify that:1.I have reviewed this Quarterly Report on FormÂ 10-Q for the period ended SeptemberÂ 30, 2024 of Civitas Resources,Â 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 RulesÂ 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act RulesÂ 13a-15(f) and 15d-15(f)) for the registrant and have:a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; andd)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; andb)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:Â Â NovemberÂ 7, 2024 Â /s/ Marianella FoschiMarianella FoschiChief Financial Officer and Treasurer (principal financial officer) EX-32.1 4 ex32120240930-doyle.htm EX-32.1 DocumentExhibitÂ 32.1Certification of the Chief Executive OfficerPursuant to 18 U.S.C. SectionÂ 1350,As Adopted Pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002In connection with the Quarterly Report of Civitas Resources,Â Inc. (the â€œCompanyâ€) on FormÂ 10-Q for the period ended SeptemberÂ 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, Chris Doyle, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Â§Â 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:(1)Â Â Â Â Â Â Â Â Â Â Â The Report fully complies with the requirements of SectionÂ 13(a) or 15(d) of the Securities Exchange Act of 1934; and(2)Â Â Â Â Â Â Â Â Â Â Â The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.Date:Â Â NovemberÂ 7, 2024 /s/ Chris DoyleChris DoyleÂ President and Chief Executive Officer(principal executive officer) EX-32.2 5 ex32220240930-foschi.htm EX-32.2 DocumentExhibitÂ 32.2Certification of the Principle Financial OfficerPursuant to 18 U.S.C. SectionÂ 1350,As Adopted Pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002In connection with the Quarterly Report of Civitas Resources,Â Inc. (the â€œCompanyâ€) on FormÂ 10-Q for the period ended SeptemberÂ 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, Marianella Foschi, Chief Financial Officer, certify, pursuant to 18 U.S.C. Â§Â 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:(1)Â Â Â Â Â Â Â Â Â Â Â The Report fully complies with the requirements of SectionÂ 13(a) or 15(d) of the Securities Exchange Act of 1934; and(2)Â Â Â Â Â Â Â Â Â Â Â The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.Date: NovemberÂ 7, 2024 Â /s/ Marianella FoschiMarianella FoschiChief Financial Officer and Treasurer (principal financial officer) EX-101.SCH 6 civi-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - COVER PAGE link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED) link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED) (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - 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Disclosure - DERIVATIVES - Commodity Derivatives (Details) link:presentationLink link:calculationLink link:definitionLink 9954505 - Disclosure - DERIVATIVES - Derivative Positions (Details) link:presentationLink link:calculationLink link:definitionLink 9954506 - Disclosure - ASSET RETIREMENT OBLIGATIONS - Schedule of Roll-Forward Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9954507 - Disclosure - EARNINGS PER SHARE - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954508 - Disclosure - EARNINGS PER SHARE - Schedule of Earnings Per Share (Details) link:presentationLink link:calculationLink link:definitionLink 9954509 - Disclosure - INCOME TAXES - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954510 - Disclosure - SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION - Schedule of Supplemental Cash Flow Information (Details) link:presentationLink link:calculationLink link:definitionLink 9954511 - Disclosure - STOCKHOLDERS' EQUITY - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954512 - Disclosure - STOCKHOLDERS' EQUITY - Schedule of Share Repurchases (Details) link:presentationLink link:calculationLink link:definitionLink 9954513 - Disclosure - STOCKHOLDERS' EQUITY - Summary of Dividends Paid (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 7 civi-20240930_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 8 civi-20240930_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 9 civi-20240930_lab.xml XBRL TAXONOMY

EXTENSION LABEL LINKBASE DOCUMENT Derivative assets Derivative Asset, Noncurrent Liabilities settled Asset Retirement Obligation, Liabilities Settled Basis spread on variable rate, floor Debt Instrument, Floor Of Variable Rate Basis Debt Instrument, Floor Of Variable Rate Basis Fed Funds Effective Rate Overnight Index Swap Rate Fed Funds Effective Rate Overnight Index Swap Rate [Member] Proceeds from credit facility Proceeds from Long-Term Lines of Credit Prepaid income taxes Prepaid Taxes Adjustments to reconcile net income to net cash provided by operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Range [Domain] Statistical Measurement [Domain] SOFR, Plus Basis Spread One Secured Overnight Financing Rate (SOFR) Plus Basis Spread One [Member] Secured Overnight Financing Rate (SOFR) Plus Basis Spread One Remaining availability under stock repurchase program Share Repurchase Program, Remaining Authorized, Amount Derivatives measured at fair value Derivatives, Fair Value [Line Items] Cover [Abstract] Net change in cash, cash equivalents, and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect 2031 Senior Notes (8.750%) 2031 Senior Notes Senior Notes Due 2031, 8.750% [Member] Senior Notes Due 2031, 8.750% Other liabilities Other Liabilities, Current Exploration Exploration Expense 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] Derivative assets Total derivative assets Derivative Asset, Subject to Master Netting Arrangement, before Offset Other property and equipment Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Other Property, Plant, and Equipment, Net Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Other Property, Plant, and Equipment, Net Non-NEOs Non-NEOs [Member] Schedule of Earnings Per Share Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Vesting period Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Total (in dollars per share) Common Stock, Dividends, Per Share, Declared Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Derivative [Line Items] Derivative [Line Items] Cash refunded for income taxes, net Income Taxes Paid, Net Proved oil and gas property impairments Impairment of Proved Properties Represents the expense recorded to reduce the value of oil and gas assets consisting of proved properties as the estimate of future successful production from these properties is reduced. Cash dividends Dividends, Cash Deferred acquisition consideration Business Combination, Discounted Cash Consideration To Be Paid Business Combination, Discounted Cash Consideration To Be Paid Summary of Share-Based Compensation Expense Share-Based Payment Arrangement, Cost by Plan [Table Text Block] Revolving credit facility and Letters of credit Revolving Credit Facility And Letter Of Credit [Member] Revolving Credit Facility And Letter Of Credit Pay vs Performance Disclosure [Line Items] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Derivative [Table] Derivative [Table] Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Summary of all the Company's Derivative Positions Schedule of Derivative Instruments in Statement of Financial Position, Fair Value [Table Text Block] FAIR VALUE MEASUREMENTS Fair Value Disclosures [Text Block] Proceeds from exercise of stock options Proceeds from Stock Options Exercised Amounts not offset in the accompanying balance sheets Derivative Liability, Subject to Master Netting Arrangement, before Offset of Collateral Award Timing Disclosures [Line Items] Derivative gain (loss), net Derivative (gain) loss, net Total derivative gain (loss), net Derivative, Gain (Loss) on Derivative, Net Other Performance Measure, Amount Other Performance Measure, Amount Portion at Fair Value Measurement Portion at Fair Value Measurement [Member] Crude oil Crude oil contracts Crude Oil Derivatives (volumes in Bbl/day and prices in $/Bbl) Crude Oil [Member] Common stock, shares outstanding (in shares) Balance at beginning of period (in shares) Balance at ending of period (in shares) Common Stock, Shares, Outstanding O 2023 Q1 Dividends O 2023 Q1 Dividends [Member] O 2023 Q1 Dividends Revenue from Contract with Customer [Abstract] Revenue from Contract with Customer [Abstract] Plan Name [Domain] Plan Name [Domain] Other noncurrent assets Other Assets, Noncurrent Entity Tax Identification Number Entity Tax Identification Number Schedule of Long-term Debt Instruments Schedule of Long-Term Debt Instruments [Table Text Block] Change in asset retirement obligations Asset Retirement Obligation, Roll Forward Analysis [Roll Forward] Net cash provided by operating activities Net Cash Provided by (Used in) Operating Activities Cash flows from operating activities: Net Cash Provided by (Used in) Operating Activities [Abstract] Schedule of Commodity Derivatives Schedule of Derivative Instruments [Table Text Block] 2030 Senior Notes (8.625%) 2030 Senior Notes Senior Notes Due 2030, 8.625% [Member] Senior Notes Due 2030, 8.625% Other operating expense Other Cost and Expense, Operating Asset retirement obligations Long-term portion Asset Retirement Obligations, Noncurrent Accretion expense Asset Retirement Obligation, Accretion Expense Plan Name [Axis] Plan Name [Axis] Accrued transaction costs Accrued Merger Transaction Costs, Current Accrued Merger Transaction Costs, Current Equity Components [Axis] Equity Components [Axis] Award Timing Method Award Timing Method [Text Block] Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Net income Business Acquisition, Pro Forma Net Income (Loss) Entity Common Stock, Shares Outstanding (in shares) Entity Common Stock, Shares Outstanding Insider Trading Policies and Procedures [Line Items] Business Acquisition, Acquiree [Domain] Business Acquisition, Acquiree [Domain] Adjustment to Compensation, Amount Adjustment to Compensation Amount Equity consideration Business Combination, Consideration Transferred, Equity Interests Issued and Issuable Payables and Accruals [Abstract] Payables and Accruals [Abstract] Compensation Amount Outstanding Recovery Compensation Amount Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Entity Small Business Entity Small Business ACCOUNTS PAYABLE AND ACCRUED EXPENSES Accounts Payable and Accrued Liabilities Disclosure [Text Block] Company Selected Measure Amount Company Selected Measure Amount Geographical [Axis] Geographical [Axis] Tabular List, Table Tabular List [Table Text Block] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Total purchase price Stock Repurchased During Period, Value 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] Antidilutive securities excluded from EPS calculation (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Lease operating expense Operating Lease, Expense Credit Facility [Domain] Credit Facility [Domain] Beginning of period End of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Additional shares based on performance (in shares) Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Performance Multiplier, Grants In Period Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Performance Multiplier, Grants In Period Total unrecognized stock-based compensation Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Severance and ad valorem taxes Production Tax Expense Current assets: Assets, Current [Abstract] Payment of employee tax withholdings in exchange for the return of common stock Payment, Tax Withholding, Share-Based Payment Arrangement Stock repurchase program, authorized amount (not to exceed) Share Repurchase Program, Authorized, Amount Collars Two-Way Collar [Member] Two-Way Collar Natural gas Natural gas contracts Natural Gas Derivatives (volumes in MMBtu/day and prices in $/MMBtu) Natural Gas [Member] Change in fair value gain (loss) Change in Unrealized Gain (Loss) on Fair Value Hedging Instruments Gathering, transportation, and processing Natural Gas, Gathering, Transportation, Marketing and Processing [Member] Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount O 2023 Q2 Dividends O 2023 Q2 Dividends [Member] O 2023 Q2 Dividends Product and Service [Domain] Product and Service [Domain] Employee Stock Option Share-Based Payment Arrangement, Option [Member] Vested (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Fair Value Disclosures [Abstract] Fair Value Disclosures [Abstract] Income taxes payable Accrued Income Taxes, Current Derivative Assets: Offsetting Derivative Assets [Abstract] Preferred stock, shares outstanding (in shares) Preferred Stock, Shares Outstanding Security Exchange Name Security Exchange Name Basis spread on variable rate Debt Instrument, Basis Spread on Variable Rate Award Type [Axis] Award Type [Axis] Stock Units Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Total property and equipment, net Property, Plant and Equipment, Net Total liabilities Liabilities Dividends declared (in dollars per share) Common Stock, Dividends, Per Share, Cash Paid CPPIB Crestone Peak Resources Canada Inc. CPPIB Crestone Peak Resources Canada Inc. [Member] CPPIB Crestone Peak Resources Canada Inc. Common stock, par value (in dollars per share) Common Stock, Par or Stated Value Per Share Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Outstanding balance on Credit Facility Revolving Credit Facility Outstanding balance Revolving Credit Facility [Member] Expiration Date Trading Arrangement Expiration Date Ad valorem taxes Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Ad Valorem Taxes Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Ad Valorem Taxes Cash flows from investing activities: Net Cash Provided by (Used in) Investing Activities [Abstract] Weighted-Average Floor Price (in dollars per unit) Derivative, Average Floor Price Total Shareholder Return Amount Total Shareholder Return Amount Percent of Par Long-Term Debt, Fair Value, Percent Of Par Long-Term Debt, Fair Value, Percent Of Par Common stock, shares issued (in shares) Common Stock, Shares, Issued Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Maximum borrowing capacity Line of Credit Facility, Maximum Borrowing Capacity Additional liabilities incurred with development activities and other Asset Retirement Obligation, Liabilities Incurred Total derivative liabilities, net Derivative Liability Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Total aggregate elected commitments Long-Term Line Of Credit And Line Of Credit Facility, Remaining Borrowing Capacity Long-Term Line Of Credit And Line Of Credit Facility, Remaining Borrowing Capacity NGL Natural Gas Liquids (NGL) [Member] Exercise of stock options (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period LONG-TERM DEBT Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Common stock, shares authorized (in shares) Common Stock, Shares Authorized Acquisitions of businesses, net of cash acquired Payments to Acquire Businesses, Net of Cash Acquired Basis of Presentation and Significant Accounting Policies Basis of Accounting, Policy [Policy Text Block] Diluted (in shares) Weighted-average shares outstanding - diluted (in shares) Weighted Average Number of Shares Outstanding, Diluted S 2023 Q2 Dividends S 2023 Q2 Dividends [Member] S 2023 Q2 Dividends Commodity contracts - current Current Derivative Assets [Member] Line item in the statement of financial position in which fair value amounts of current derivative assets are included. MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Total stockholdersâ€™ equity Balance at beginning of period Balance at end of period Equity, Attributable to Parent Prepaid expenses and other Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Prepaid Expense and Other Assets Schedule of Supplemental Cash Flow Information Schedule of Cash Flow, Supplemental Disclosures [Table Text Block] Balance Sheet Location [Axis] Statement of Financial Position Location, Balance [Axis] Maximum net leverage ratio Debt Instrument, Covenant, Leverage Ratio, Maximum Debt Instrument, Covenant, Leverage Ratio, Maximum Interest expense Interest Expense, Nonoperating Deferred income tax expense Deferred Income Tax Expense (Benefit) Derivative assets Derivative Asset, Current Vencer Acquisition Vencer Acquisition [Member] Vencer Acquisition Schedule of Pro Forma Financial Information Business Acquisition, Pro Forma Information [Table Text Block] Ratio at which award holders get common stock of the company Share Based Compensation Arrangement by Share Based Payment Award Equity Instruments Other than Options Settle Ratio Represents the ratio at which award holders get common stock of the entity. Schedule of Asset Retirement Obligation Changes Schedule of Change in Asset Retirement Obligation [Table Text Block] Crude oil and natural gas sales Receivable from contracts with customers Accounts Receivable, after Allowance for Credit Loss, Current Percentage of adjusted cash free cash flow Share Repurchase Program, Cash Dividends, Percentage Of Adjusted Cash Free Cash Flow Share Repurchase Program, Cash Dividends, Percentage Of Adjusted Cash Free Cash Flow Long-term debt Long-Term Debt Accounts receivable - joint interest and other Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Current Assets, Oil And Gas Joint Interest And Other, Receivables Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Current Assets, Oil And Gas Joint Interest And Other, Receivables Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Document Document Fiscal Period Focus Document Fiscal Period Focus 2024 LTIP Long Term Incentive Plan 2024 [Member] Long Term Incentive Plan 2024 Transaction costs Business Combination, Acquisition Related Costs All Executive Categories All Executive Categories [Member] Balance Sheet Location [Domain] Statement of Financial Position Location, Balance [Domain] WAHA Index Natural Gas Permian Basin, Index [Member] Natural Gas Permian Basin, Index Closing price per share (in dollars per share) Business Acquisition, Share Price Accrued general and administrative expense Accrued General and Administrative Cost Current Represents the accrued general and administrative cost. Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] ACQUISITIONS AND DIVESTITURES Mergers, Acquisitions and Dispositions Disclosures [Text Block] ASSETS Assets [Abstract] Document Type Document Type Derivative Contract [Domain] Derivative Contract [Domain] Restricted common stock issued Stock Issued During Period, Value, Restricted Stock Award, Gross Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Weighted-average price (in dollars per share) Shares Acquired, Average Cost Per Share Restricted common stock issued (in shares) Stock Issued During Period, Shares, Restricted Stock Award, Gross Volumes (in unit per day) Derivative, Nonmonetary Notional Amount, Energy Measure Vested (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Other property and equipment, net of accumulated depreciation of $11,522 in 2024 and $9,808 in 2023 Property, Plant and Equipment, Other, Net Maximum Maximum [Member] Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Dividends Paid [Line Items] Dividends Paid [Line Items] Dividends Paid [Line Items] Accounting Policies [Abstract] Accounting Policies [Abstract] Operating net revenues: Revenues [Abstract] Obligations discharged with divestitures Asset Retirement Obligation, Discharged With Retirements And Divestitures Asset Retirement Obligation, Discharged With Retirements And Divestitures Current Fiscal Year End Date Current Fiscal Year End Date Range [Axis] Statistical Measurement [Axis] PEO Name PEO Name Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Income from operations before income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Vesting [Axis] Vesting [Axis] Equity Award [Domain] Award Type [Domain] Hibernia Acquisition and Tap Rock Acquisition Hibernia Acquisition And Tap Rock Acquisition [Member] Hibernia Acquisition And Tap Rock Acquisition Name Outstanding Recovery, Individual Name Cash and cash equivalents Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Cash and Equivalents Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Non-PEO NEO Non-PEO NEO [Member] Title of Individual [Axis] Title and Position [Axis] Total assets acquired Total assets acquired Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Assets Additional Paid-In Capital Additional Paid-in Capital [Member] Award Timing Predetermined Award Timing Predetermined [Flag] Subsequent Event Type [Domain] Subsequent Event Type [Domain] Recently Issued and Adopted Accounting Standards New Accounting Pronouncements, Policy [Policy Text Block] Scenario, Forecast Forecast [Member] Class of Stock [Axis] Class of Stock [Axis] Diluted (in dollars per share) Diluted earnings per common share (in dollars per share) Earnings Per Share, Diluted Relationship to Entity [Domain] Title and Position [Domain] Counterparty Name [Domain] Counterparty Name [Domain] Weighted-average common shares outstanding: Weighted Average Number Of Shares Outstanding, Basic And Diluted [Abstract] Weighted Average Number Of Shares Outstanding, Basic And Diluted Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Unproved properties Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Unproved Oil And Gas Property Successful Effort Method, Net Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Unproved Oil And Gas Property Successful Effort Method, Net Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Schedule of Financial Assets and Liabilities at Fair Value on Recurring Basis Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block] Commodity contracts - noncurrent Long Term Derivative Assets [Member] Line item in the statement of financial position in which fair value amounts of long-term derivative assets are included. Revenue, Initial Application Period Cumulative Effect Transition [Table] Disaggregation of Revenue [Table] Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] General and administrative expense, stock-based compensation Stock-based compensation Share-Based Payment Arrangement, Noncash Expense Acquisitions of crude oil and natural gas properties Payments to Acquire Oil and Gas Property Income tax expense Income tax expense Income Tax Expense (Benefit) Other income (expense): Nonoperating Income (Expense) [Abstract] Interest Rate Nominal Interest Debt Instrument, Interest Rate, Stated Percentage Vencer Acquisition, Hibernia Acquisition, and Tap Rock Acquisition Vencer Acquisition, Hibernia Acquisition, And Tap Rock Acquisition [Member] Vencer Acquisition, Hibernia Acquisition, And Tap Rock Acquisition Total derivative assets, net Derivative Asset

Supplemental cash flow information: Supplemental Cash Flow Information [Abstract] WAHA Basis Natural Gas Permian Basin, Basis [Member] Natural Gas Permian Basin Net income, diluted Net income, diluted Net Income (Loss) Available to Common Stockholders, Diluted Summary of the Components of the Derivative Gain (Loss), Net Derivative Instruments, Gain (Loss) [Table Text Block] Total other income (expense) Nonoperating Income (Expense) Net cash used in investing activities Net Cash Provided by (Used in) Investing Activities Commodity Commodity [Member] Deferred Stock Units (DSUs) Deferred Stock Units (DSUs) [Member] Deferred Stock Units (DSUs) Variable Rate [Domain] Variable Rate [Domain] Business Acquisition [Line Items] Business Acquisition [Line Items] Total liabilities and stockholdersâ€™ equity Liabilities and Equity Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] All Adjustments to Compensation All Adjustments to Compensation [Member] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Additional paid-in capital Additional Paid in Capital Coverage ratio Future Net Revenues, Coverage Ratio Future Net Revenues, Coverage Ratio Production taxes payable Production Taxes Payable, Current Production Taxes Payable, Current Derivative liability Derivative Liability, Current DERIVATIVES Derivative Instruments and Hedging Activities Disclosure [Text Block] Derivative Instruments, Gain (Loss) [Table] Derivative Instruments, Gain (Loss) [Table] S 2023 Q1 Dividends S 2023 Q1 Dividends [Member] S 2023 Q1 Dividends Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Other transactions Other Transactions [Member] Other Transactions Dividends paid Payments of Dividends HighPoint Merger HighPoint Merger [Member] HighPoint Merger Underlying Security Market Price Change Underlying Security Market Price Change, Percent Aggregate elected commitments Line of Credit Facility, Accordion Feature, Increase Limit Line of Credit Facility, Accordion Feature, Increase Limit Scenario, Unspecified [Domain] Scenario [Domain] Individual: Individual [Axis] NGP Tap Rock Holdings, LLC and certain of its affiliates NGP Tap Rock Holdings, LLC And Certain Affiliates [Member] NGP Tap Rock Holdings, LLC And Certain Affiliates Current portion Asset Retirement Obligation, Current Commodity derivative Commodity Contract [Member] Discount percentage Future Net Revenues, Discount Percentage Future Net Revenues, Discount Percentage Stock used for tax withholdings Share-Based Payment Arrangement, Decrease for Tax Withholding Obligation Dividends [Domain] Dividends [Domain] Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Product and Service [Axis] Product and Service [Axis] Entity Address, State or Province Entity Address, State or Province Statement [Line Items] Statement [Line Items] Total proved properties, net Proved Oil and Gas Property Successful Effort Method Net Represents the amount of oil and gas properties with proved reserves under the successful effort method net of accumulated depreciation, depletion and amortization. Derivative Instruments and Hedging Activities Disclosure [Abstract] Derivative Instruments and Hedging Activities Disclosure [Abstract] Accounts receivable, net: Accounts Receivable, after Allowance for Credit Loss, Current [Abstract] Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Accounts payable trade Accounts Payable, Trade, Current Operating expenses: Operating Expenses [Abstract] Net assets acquired Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Net Equity, Class of Treasury Stock [Line Items] Equity, Class of Treasury Stock [Line Items] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] DJ Basin Denver-Julesburg Basin [Member] Denver-Julesburg Basin Vesting [Domain] Vesting [Domain] Consideration transferred Total consideration Business Combination, Consideration Transferred Non-vested, beginning of year (in dollars per share) Non-vested, end of period (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 AND STOCKHOLDERSâ€™ EQUITY Liabilities and Equity [Abstract] Number of shares released upon vesting (in shares) Share-Based Compensation Arrangement By Share-Based Payment Award, Number Of Shares Released Upon Vesting Share-Based Compensation Arrangement By Share-Based Payment Award, Number Of Shares Released Upon Vesting Less: unamortized discount and deferred financing costs Debt Instrument, Unamortized Discount (Premium) and Debt Issuance Costs, Net Minimum Minimum [Member] Restatement Determination Date Restatement Determination Date Amounts not offset in the accompanying balance sheets Derivative Asset, Subject to Master Netting Arrangement, before Offset of Collateral Estimate of Fair Value Measurement Estimate of Fair Value Measurement [Member] Adoption Date Trading Arrangement Adoption Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Schedule of Long-Term Debt Related to Senior Notes at Fair Value Schedule Of Fair Value, Long-Term Debt [Table Text Block] Schedule Of Fair Value, Long-Term Debt NYMEX WTI Volumes (in unit per day) Derivative, Nonmonetary Notional Amount, Volume Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Components of the derivative gain (loss) Derivative Instruments, Gain (Loss) [Line Items] Crude oil, natural gas, and NGL sales Crude oil, natural gas, and NGL Crude Oil, Natural Gas, And Natural Gas Liquids [Member] Crude Oil, Natural Gas, And Natural Gas Liquids 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] Total revenue Business Acquisition, Pro Forma Revenue Summary of Unrecognized Compensation Expense Disclosure of Share-Based Compensation Arrangements by Share-Based Payment Award [Table Text Block] Derivative Instrument [Axis] Derivative Instrument [Axis] Outstanding principal balances on Senior Notes, gross Long-Term Debt, Gross Exercise Price Award Exercise Price Vesting Period One Share-based Payment Arrangement, Vesting Period One [Member] Share-based Payment Arrangement, Vesting Period One EARNINGS PER SHARE Earnings Per Share [Text Block] Arrangement Duration Trading Arrangement Duration Less: accumulated depreciation, depletion, and amortization Oil and Gas, Successful Efforts Method, Property and Equipment, Accumulated Depreciation, Depletion, and Amortization Subsequent Event Subsequent Event [Member] Permian Basin Permian Basin [Member] Permian Basin Exercise of stock options Stock Issued During Period, Value, Stock Options Exercised Restricted cash and cash equivalents, current Restricted Cash and Cash Equivalents, Current Stockholdersâ€™ equity: Equity, Attributable to Parent [Abstract] Granted (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] Deferred acquisition consideration Business Combination, Cash Consideration, Liability, Current Business Combination, Cash Consideration, Liability, Current Total debt Long-Term Debt, Including Business Combination, Liability, Current Long-Term Debt, Including Business Combination, Liability, Current All Individuals All Individuals [Member] LTIP LTIP [Member] LTIP PEO PEO [Member] ASSET RETIREMENT OBLIGATIONS Asset Retirement Obligation Disclosure [Text Block] Variable Rate [Axis] Variable Rate [Axis] Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Other operating income Midstream operating expense Oil and Gas, Operation and Maintenance [Member] Name Trading Arrangement, Individual Name Other income Other Nonoperating Income (Expense) Weighted-Average Ceiling Price (in dollars per unit) Derivative, Average Cap Price Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Fair Values Derivatives, Balance Sheet Location, by Derivative Contract Type [Table] Fair Values Derivatives, Balance Sheet Location, by Derivative Contract Type [Table] S 2024 Q1 Dividends S 2024 Q1 Dividends [Member] S 2024 Q1 Dividends Deferred financing costs, gross Debt Issuance Costs, Line of Credit Arrangements, Gross Production taxes payable Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, Production Taxes Payable Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, Production Taxes Payable Target amount multiplier Share Based Compensation Arrangement By Share Based Payment Award, Equity Instruments Other Than Options, Target Amount Multiplier Share Based Compensation Arrangement By Share Based Payment Award, Equity Instruments Other Than Options, Target Amount Multiplier Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Additional borrowing capacity Line of Credit Facility, Additional Borrowing Capacity Line of Credit Facility, Additional Borrowing Capacity Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] 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] Earnings per common share - diluted (in dollars per share) Business Acquisition, Pro Forma Earnings Per Share, Diluted Accounts payable and accrued expenses Total accounts payable and accrued expenses Accounts Payable and Accrued Liabilities, Current Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount 2028 Senior Notes (8.375%) 2028 Senior Notes Senior Notes Due 2028, 8.375% [Member] Senior Notes Due 2028, 8.375% Proceeds from issuance of senior notes Proceeds from Issuance of Senior Long-Term Debt O 2024 Q2 Dividends O 2024 Q2 Dividends [Member] O 2024 Q2 Dividends Interest expense Interest Expense, Debt, Including Capitalized Interest Interest Expense, Debt, Including Capitalized Interest Local Phone Number Local Phone Number Deferred tax assets, valuation allowance Deferred Tax Assets, Valuation Allowance Cash, cash equivalents, and restricted cash: Cash and Cash Equivalents, at Carrying Value [Abstract] Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] 2024 Share Repurchase Plan [Member] 2024 Share Repurchase Plan [Member] 2024 Share Repurchase Plan Total liabilities assumed Total liabilities assumed Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Liabilities Total operating expenses Operating Expenses Deferred income tax liabilities, net Net deferred tax liability Deferred Income Tax Liabilities, Net Deferred financing costs, net Debt Issuance Costs, Line of Credit Arrangements, Net Number of shares (in shares) Stock Repurchased During Period, Shares Long-term liabilities: Liabilities, Noncurrent [Abstract] SOFR Secured Overnight Financing Rate (SOFR) [Member] Proceeds from property transactions Proceeds From Sale Of Oil And Gas Property And Equipment And Other Property And Equipment Proceeds From Sale Of Oil And Gas Property And Equipment And Other Property And Equipment PEO Total Compensation Amount PEO Total Compensation Amount Derivative liabilities Total derivative liabilities Derivative Liability, Subject to Master Netting Arrangement, before Offset Acquisition, common stock, shares issued (in shares) Business Acquisition, Equity Interest Issued or Issuable, Number of Shares Share Repurchase Program [Domain] Share Repurchase Program [Domain] Accrued interest expense Accrued Interest Current Represents the amount of accrued but unpaid interest. Deferred revenue Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Deferred Revenue Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Deferred Revenue COMMITMENTS AND CONTINGENCIES Commitments and Contingencies Disclosure [Text Block] Debt Disclosure [Abstract] Debt Disclosure [Abstract] Common Stock Common Stock [Member] Measure: Measure [Axis] 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 Schedule of Business Acquisitions, by Acquisition [Table] Schedule of Business Acquisitions, by Acquisition [Table] Vencer Vencer Energy, LLC [Member] Vencer Energy, LLC Swaps Swap [Member] O 2024 Q3 Dividends O 2024 Q3 Dividends [Member] O 2024 Q3 Dividends Line of Credit Line of Credit [Member] Entity Emerging Growth Company Entity Emerging Growth Company Officers Officer [Member] Derivative cash settlement loss, net Cash Settlement Gain (Loss), Net Cash Settlement Gain (Loss), Net Stock used for tax withholdings (in shares) Share-Based Payment Arrangement, Shares Withheld for Tax Withholding Obligation Entity Central Index Key Entity Central Index Key Scenario [Axis] Scenario [Axis] 2026 Senior Notes (5.000%) 2026 Senior Notes Senior Notes Due 2026, 5.0% [Member] Senior Notes Due 2026, 5.0% 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 Accrued crude oil and natural gas operating expense Accrued Crude Oil And Natural Gas Operating Expense, Current Accrued Crude Oil And Natural Gas Operating Expense, Current Schedule of Accounts Payable and Accrued Expenses Schedule of Accounts Payable and Accrued Liabilities [Table Text Block] STOCKHOLDERS' EQUITY Equity [Text Block] Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Equity Component [Domain] Equity Component [Domain] Preferred stock, par value (in dollars per share) Preferred Stock, Par or Stated Value Per Share Add: dilutive effect of stock awards (in shares) Incremental Common Shares Attributable to Dilutive Effect of Conversion of Preferred Stock Class of Treasury Stock [Table] Class of Treasury Stock [Table] Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] S 2023 Q3 Dividends S 2023 Q3 Dividends [Member] S 2023 Q3 Dividends Additional shares based on performance (in dollars per share) Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Performance Multiple, Grants In Period, Weighted Average Grant Date Fair Value Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Performance Multiple, Grants In Period, Weighted Average Grant Date Fair Value Stock-based compensation APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Entity Shell Company Entity Shell Company Measurement Basis [Axis] Measurement Basis [Axis] Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Schedule of Dividends Paid Dividends Declared [Table Text Block] Tap Rock Acquisition Tap Rock Acquisition [Member] Tap Rock Acquisition Title Trading Arrangement, Individual Title Asset retirement obligations Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Noncurrent Liabilities, Asset Retirement Obligations Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Noncurrent Liabilities, Asset Retirement Obligations Statement [Table] Statement [Table] Changes in working capital related to capital expenditures Changes in Working Capital Related to Drilling Expenditures and Property Acquisition Net working capital outflow related to drilling expenditures and property acquisition. Ad valorem taxes Taxes Payable Counterparty Name [Axis] Counterparty Name [Axis] SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Significant Accounting Policies [Text Block] Unrecognized tax benefits Unrecognized Tax Benefits City Area Code City Area Code Current liabilities: Liabilities, Current [Abstract] Other property and equipment, accumulated depreciation Property, Plant and Equipment, Other, Accumulated Depreciation Vesting Period Three Share-based Payment Arrangement, Vesting Period Three [Member] Share-based Payment Arrangement, Vesting Period Three Cash paid for interest Interest Paid, Excluding Capitalized Interest, Operating Activities Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Fair Value, Inputs, Level 1 Fair Value, Inputs, Level 1 [Member] Total current assets Assets, Current Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Senior Notes Senior Notes [Member] Earnings per common share: Earnings Per Share, Basic and Diluted EPS [Abstract] Earnings Per Share, Basic and Diluted EPS Available borrowing capacity Line of Credit Facility, Remaining Borrowing Capacity Common stock repurchased and retired Payments for Repurchase of Common Stock Revenue, included in statements of operations Business Combination, Pro Forma Information, Revenue of Acquiree since Acquisition Date, Actual Schedule of Long-term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Changes in operating assets and liabilities, net Increase (Decrease) in Operating Capital Debt, net Long-Term Debt, Excluding Current Maturities Weighted-Average Grant-Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Subsequent Event Type [Axis] Subsequent Event Type [Axis] INCOME TAXES Income Tax Disclosure [Text Block] Common stock repurchased and retired Stock Repurchased and Retired During Period, Value Earnings Per Share [Abstract] Earnings Per Share [Abstract] Equity [Abstract] Retained earnings Retained Earnings (Accumulated Deficit) Summary of the Status and Activity of Non-Vested RSUs, DSUs, and Options Schedule of Nonvested Share Activity [Table Text Block] Common stock repurchased and retired (in shares) Stock Repurchased and Retired During Period, Shares Class of Stock [Domain] Class of Stock [Domain] Payments to credit facility Repayments of Long-Term Lines of Credit General and administrative expense General and Administrative Expense Commodity contracts - long-term Other Noncurrent Liabilities [Member] Organization, Consolidation and Presentation of Financial Statements [Abstract] Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Additional liabilities incurred with acquisitions Asset Retirement Obligation, Liabilities Incurred From Acquisitions Asset Retirement Obligation, Liabilities Incurred From Acquisitions 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 Performance Stock Units (PSUs) Performance stock units PSUs Performance Shares [Member] Credit Facility [Axis] Credit Facility [Axis] Amendment Flag Amendment Flag Performance Stock Units (PSUs), Granted Prior to Fiscal Year 2023 Performance Shares, Granted Prior To Fiscal 2023 [Member] Performance Shares, Granted Prior To Fiscal 2023 Fair Value Long-Term Debt, Fair Value Entity Registrant Name Entity Registrant Name Cash consideration Payments to Acquire Businesses, Gross Derivative Liabilities: Offsetting Derivative Liabilities [Abstract] Accounts receivable - crude oil and natural gas sales Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Receivables 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, depletion, and amortization Depreciation, Depletion and Amortization Right-of-use assets Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Operating Lease, Right-Of-Use Asset Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Operating Lease, Right-Of-Use Asset Fair Value as of Grant Date Award Grant Date Fair Value SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION Cash Flow, Supplemental Disclosures [Text Block] LevelÂ 2 Fair Value, Inputs, Level 2 [Member] Unamortized deferred financing costs Debt Issuance Costs, Net LONG-TERM DEBT Debt Disclosure [Text Block] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Geographical [Domain] Geographical [Domain] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Schedule of Revenue by Revenue Stream Disaggregation of Revenue [Table Text Block] O 2023 Q3 Dividends O 2023 Q3 Dividends [Member] O 2023 Q3 Dividends Puts Bought Put Option [Member] Bought Put Option Derivative liability Derivative Liability, Noncurrent Asset Retirement Obligation Disclosure [Abstract] Asset Retirement Obligation Disclosure

[Abstract] Entity Address, Postal Zip Code Entity Address, Postal Zip Code Restatement Determination Date: Restatement Determination Date [Axis] Title of 12(b) Security Title of 12(b) Security Common stock, $.01 par value, 225,000,000 shares authorized, 97,091,021 and 93,774,901 issuedÂ and outstanding as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively Common Stock, Value, Issued Capital expenditures for drilling and completion activities and other fixed assets Payments To Explore And Develop Oil And Gas Properties And Other Properties Payments To Explore And Develop Oil And Gas Properties And Other Properties Disclosure of Compensation Related Costs, Share-based Payments [Abstract] Share-Based Payment Arrangement [Abstract] Balance as of DecemberÂ 31, 2023 Balance as of SeptemberÂ 30, 2024 Asset Retirement Obligation Issuance pursuant to acquisition Stock Issued During Period, Value, Acquisitions Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Unproved properties Oil and Gas, Successful Efforts Method, Property and Equipment, Unproved Property, before Accumulated Depreciation, Depletion, Amortization, and Impairment Other, net Payments for (Proceeds from) Other Investing Activities Issuance pursuant to acquisition (in shares) Stock Issued During Period, Shares, Acquisitions Hibernia Acquisition Hibernia Acquisition [Member] Hibernia Acquisition 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] Joint interest and other Oil and Gas Joint Interest Billing Receivables and Other Receivables Net Current Current portion of accounts receivable attributable to joint interest partners in oil and gas properties and other receivables, net, due within one year of the balance sheet date. Forfeited (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Loss on property transactions, net Loss on property transactions, net Gain (Loss) on Disposition of Oil and Gas Property Commodity contracts : current Other Current Liabilities [Member] Cash flows from financing activities: Net Cash Provided by (Used in) Financing Activities [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Preferred stock, $.01 par value, 25,000,000 shares authorized, none outstanding Preferred Stock, Value, Issued Purchases of carbon credits and renewable energy credits Payments For Purchase Of Carbon Credits And Renewable Energy Credits Payments For Purchase Of Carbon Credits And Renewable Energy Credits Fair Value Measurement [Domain] Fair Value Measurement [Domain] Basic (in dollars per share) Basic earnings per common share (in dollars per share) Earnings Per Share, Basic Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Principal payments on finance lease obligations Finance Lease, Principal Payments Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Cash consideration to be paid January 3, 2025 Business Combination, Cash Consideration To Be Paid Business Combination, Cash Consideration To Be Paid S 2024 Q3 Dividends S 2024 Q3 Dividends [Member] S 2024 Q3 Dividends Net income, basic Net income Net income Net income, basic Net Income (Loss) Available to Common Stockholders, Basic Compensation Actually Paid vs. Other Measure [Text Block] Total current liabilities Liabilities, Current Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Share Repurchase Program [Axis] Share Repurchase Program [Axis] Amended Credit Agreement Amended Credit Agreement [Member] Amended Credit Agreement Total assets Assets Operating expense Cost of Goods and Services Sold Credit facility outstanding Long-Term Line of Credit Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Other long-term liabilities Other Liabilities, Noncurrent Non-executive Board Members Non-executive Board Members [Member] Non-executive Board Members [Member] Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Dividends Paid [Table] Dividends Paid [Table] Dividends Paid [Table] Commitments and contingencies (NoteÂ 6) Commitments and Contingencies Crude oil and natural gas revenue distribution payable Accrued Royalties, Current Acquisitions and Divestitures Business Combinations Policy [Policy Text Block] Supplemental non-cash investing and financing activities: Supplemental Non-Cash Investing And Financing Activities [Abstract] Supplemental Non-Cash Investing And Financing Activities Termination Date Trading Arrangement Termination Date Financial assets and liabilities accounted for at fair value Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Proved properties Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Proved Oil And Gas Property Successful Effort Method, Net Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Proved Oil And Gas Property Successful Effort Method, Net STOCK-BASED COMPENSATION Share-Based Payment Arrangement [Text Block] Weighted-Average Contract Price (in dollars per unit) Derivative, Average Contract Price Derivative, Average Contract Price Entity Address, City or Town Entity Address, City or Town Extraction Equity Plan Extraction Equity Plan [Member] Extraction Equity Plan Schedule of Consideration Transferred and Preliminary Purchase Price Allocation Schedule of Recognized Identified Assets Acquired and Liabilities Assumed [Table Text Block] Basis Protection Swaps Basis Swap [Member] Debt Instrument [Axis] Debt Instrument [Axis] Net Income (Loss) Net Income (Loss) Attributable to Parent Dividends [Axis] Dividends [Axis] Total stock-based compensation Share-Based Payment Arrangement, Expense Fair value of units granted Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other Than Options, Granted, Fair Value Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other Than Options, Granted, Fair Value Crude oil and natural gas revenue distribution payable Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Current Liabilities, Accrued Royalties Business Combination, Recognized Identifiable Assets Acquired And Liabilities Assumed, Current Liabilities, Accrued Royalties Trading Arrangement: Trading Arrangement [Axis] Total operating net revenues Total Revenue from Contract with Customer, Including Assessed Tax Accrued drilling and completion costs Drilling And Completion Costs, Current Represents the drilling and completion costs payable. 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 Business Acquisition [Axis] Business Acquisition [Axis] Wells in progress Oil and Gas, Successful Efforts Method, Property and Equipment, Other Borrowing base amount Line of Credit Facility, Current Borrowing Capacity Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Property and equipment (successful efforts method): Property, Plant and Equipment, Net [Abstract] Deposits for acquisitions Escrow Deposit 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 Restricted Stock Units (RSUs) and Deferred Stock Units (DSUs) Restricted and deferred stock units RSUs and DSUs Restricted Stock Units (RSUs) and Deferred Stock Units (DSUs) [Member] Restricted Stock Units (RSUs) And Deferred Stock Units (DSUs) Schedule of Share Repurchases Schedule of Share Repurchases [Table Text Block] Schedule of Share Repurchases Total derivative cash settlement gain (loss), net Gain (Loss) on Sale of Commodity Contracts REVENUE RECOGNITION Revenue from Contract with Customer [Text Block] Document Fiscal Year Focus Document Fiscal Year Focus Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Lease liability Business Combination, Recognized Identifiable Asset Acquired and Liability Assumed, Lease Obligation Entity Address, Address Line Two Entity Address, Address Line Two Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Total Dividends, Common Stock Other accrued expenses Other Accrued Liabilities, Current Name Forgone Recovery, Individual Name Minimum current ratio covenant Minimum Current Ratio Covenant Represents the minimum current ratio covenant as defined by the revolving credit facility. Document Period End Date Document Period End Date Aggregate elected commitments, additional borrowings Line of Credit Facility, Accordion Feature, Additional Borrowing Capacity Line of Credit Facility, Accordion Feature, Additional Borrowing Capacity Vesting Period Two Share-based Payment Arrangement, Vesting Period Two [Member] Share-based Payment Arrangement, Vesting Period Two Other, net Other Noncash Income (Expense) Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Non-vested, beginning of year (in shares) Non-vested, end 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] Earnings per common share - basic (in dollars per share) Business Acquisition, Pro Forma Earnings Per Share, Basic Summary of the Status and Activity of PSUs Share-Based Payment Arrangement, Performance Shares, Activity [Table Text Block] Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount Proved properties Oil and Gas, Successful Efforts Method, Property and Equipment, Proved Property, before Accumulated Depreciation, Depletion, Amortization, and Impairment PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Accounts payable and accrued expenses Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, Accounts Payable Performance Shares, Granted in Fiscal 2021 Performance Shares, Granted In Fiscal 2021 [Member] Performance Shares, Granted In Fiscal 2021 Adjustment to Compensation: Adjustment to Compensation [Axis] Prepaid expenses and other Prepaid Expense and Other Assets, Current Document Transition Report Document Transition Report Document Quarterly Report Document Quarterly Report Fair Value Measurements, Recurring and Nonrecurring [Table] Fair Value, Recurring and Nonrecurring [Table] Entity Current Reporting Status Entity Current Reporting Status Payment of deferred financing costs and other Payments Of Financing Costs And Other Deferred Costs Payments Of Financing Costs And Other Deferred Costs Retained Earnings Retained Earnings [Member] Restricted cash and cash equivalents Restricted Cash and Cash Equivalents Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Covenant, minimum percentage of mortgage on total value of certain proved oil and gas properties Line Of Credit, Covenant, Mortgage On Total Value Of Certain Proved Oil And Gas Property, Minimum Percent Line Of Credit, Covenant, Mortgage On Total Value Of Certain Proved Oil And Gas Property, Minimum Percent Basic (in shares) Weighted-average shares outstanding - basic (in shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Restricted Stock Units (RSUs) Restricted Stock Units (RSUs) [Member] Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Executive Category: Executive Category [Axis] Amortization of deferred financing costs and deferred acquisition consideration Amortization Of Debt Issuance Costs And Deferred Business Combination Consideration Amortization Of Debt Issuance Costs And Deferred Business Combination Consideration Name Awards Close in Time to MNPI Disclosures, Individual Name O 2024 Q1 Dividends O 2024 Q1 Dividends [Member] O 2024 Q1 Dividends Entity Filer Category Entity Filer Category Letters of credit Letter of Credit [Member] Company Selected Measure Name Company Selected Measure Name S 2024 Q2 Dividends S 2024 Q2 Dividends [Member] S 2024 Q2 Dividends EX-101.PRE 10 civi-20240930_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 11 civi-20240930_g1.jpg CIVI LOGO begin 644 civi-20240930_g1.jpg M_]C_X 02D9)1@ ! 0$ W #< #_VP!# (! 0$! 0(! 0$" @(" @0# @(" M @4$!
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P^,&K0VMU)#!J>G>'= M,^SWJJQ42Q>=J,;[' W+O1&P1N53D#JPN!QF.;5"FY6WLMKG/B,9A<+;VTU& M^US]/**YWX2_$.#XM_##P[\4+7PMJ^B1>(M#M-3AT?7[58;ZR6>%91#<1JS*
MDJAMKJ&8*P(R>M=%7,TXNS.A.ZN@HKE?CG\7/#OP!^"?C#X[>+[&^NM)\%^% M[_7=4MM-C1[F6WM+=[B1(E=E5I"D9"AF4$D9('(^"?@A_P '//["Q[^-/A# MX%>#_A!\7K?
5O&GBC3]!TNYU+0]+2VBN+RYCMXWE9-29A&'D!8JK, #A2>#T MX? XS%4Y3I0I&%6:3ELGUZ'Z04445RG2%%<;^T!\;O"W[M.?PEU7XQ^--_U"ZTS1S +JWTJ%))V\V>.!=H=T4X:12 M/^2=_$+_
,%-C \)M=%'!XK$1YJ<&UY&%7%8>C+EJ229]B45\=_\LOV7/^ MB=?$+_P4V/\ \FT?\/LOV7/^B=?$+_P4V/\ \FUM_9N8?\^W]QE_:&* Y^(^ MQ**^._\ A]E^RY_T3KXA?^"FQ_\ DV@_\%L_V6\?
\D[^(7_@IL?_)-H_LW, M/^?;^X/K^#_Y^(^Q**XW]G_XW>%OVC/A-I?QC\%Z=J-KIFK^?]E@U:*-)\] M>2%MPC=U&6C8C#'C'0\#LJXY1E"3C)6:.J,HSBI1U3"BBBI*"BLGQUXST+X= M>#-5\?
>*+AH=-T73YK(4)DB9VC@B0N[!5!+$*I. .:^6--_X+3?LJW^I6]A< M^#O'5G'-J27EQI-IY4*E@"[;+IFVJ.3M4D@< G .U+#8BO%NG%NV]C&IB*- M%I3DE<^O:*9;S>?"LP4C=ZT^L38**** "BC-8?
Q#^)'@?X5^$[SQQ\0/%%GI M.EZ?%YEU>7DP55'0 #JS$*]@LQP%!) II.3LA-J*NS(+6/>C:EJFHK8QR,&P'CC$:W('EQVVL2QN/J[(P/_?->C#)\PJ1YN2WJTOU."6:8&$K#M3\&33S!
([S[0+^R0$<%Y$1)$YX_U149 M!+ 9Q]?Z/K6E:]I=OK>C:G;W=G>0K-:W5M,LDG),\Z_;+M=6O/V:O%$.BI.TPMH7D^S_>\E9XS, M3R/E\H/N_P!=GU2Z5^2W[17[(,WIX>NJ=
M+62W[+_@GZ/ZU_P7"^#EMK44&@?!'Q1=:>RYGN;JXMH9TY&=L2M(K'KC,@S[M=OHS]B3_(*-?\$[/VE_B6O@GXO?'&Z^&\7F8LU\96<=E!JGR2LP^VAY+:U5 M=@R9WC9RRJ@8MD?
B;MYS@_I0!@[@.?PKZG$';'5]'U:QFLM4TO4[5[>\MI4*2PRQN"LD;J2K M*P(()!%?@%_P;Y_\%E?&?[/_,5=# _8H_:-\;7FH?#OQ1>0Z=X1O]2E:8^&=
M06GG%OZ#8V#H&!ZU^6YKEF)RG%NE5=^J?==_\ M/L?HN6YA0S+"JI35NC79]O\(_G*_P""U_\ P0C\9_L/ZWJ'[1?[,6CWFN?! MVXD>XU"WDN&GO/"3M(H$,I;+SVN7'EW!)=1\DWS*)I_S8X/(P?
I7]K5U:6M] M]K>6Z2QR*4DCD7*LIZ@CN*_+7_@H#_P:_\ [-_Q_P!5U'XG_LA>)X?A;XCN MFDFF\-_8&G\W4I+L D2$/899E!,_^)$0!+<')/U>1\71IP5#'-Z;2M?_P "
MMK_O[GS6<<,2J5'6P:6N\=ON_R/Y[?/Z48_V?TK[Y^)O_;3?\%9/ FO MG1_"WP9\^-+;R\C5O#/C2QBMR?3;]$EK+G_+9XKT/]G;_@U6_;Q^)=Q8WG M[0'C;PG\,],GW?;H?M9UC5+7@[2(+;_1I,L
#_I0P#GG&*^KGG^34Z?.Z\?D M[O[E=GS4,DS6\9:\R3 M:IJ?[BX8(\@55CB!5=L,:I&-@8AG+.WF6/;^5?,8S.8YM9TDU!/2_7S_ . ? M1X3*WEEU-IR:UMT\CR?]NCPE9>-/V0/B)I&H+\L'A>XU"/'_
#TM!]J3_P > MA'OZ5]Y?\$+_-L>]_;3_P""=7@_QKXGU22]\4>%6D\+^,+J;SF>>^M%0K.\ MDN3++-;2VL\C@L#),XSD%1^>_P#P47^(5G\./V-_&_]]+=0I<:II?]D6<,LRJ
MT[W3"%E0'[S"]I9,#G;&Q[5D?\&C?QTU+1_C\\5OV;IK>::TU[PC:>(X9FO& M\NUDL:I;5U6(@C=*-23L)77I9)_G?Y'1A,7['.H M4KZ3C9^MVU^I^[]% .1FBOA3[**** G S7P;_P7'_X*[Z9_P
$W_@[%X$^ M%EY8WGQ:\96,@\.VK2)(VAVIWH=5FB965@KJRPI(LLB/PZ0RK7V]XW\8>'/ MA[X.U3QYXQU>WT_1]%T^6^U;4+J39%:VT2%Y9G;^%4168GH #7\A_P"W3^US MXU_;;_:E\9?
M,^.WN$;Q%JCMI>GS%&.FZ M6\.45357&+FF^C;LO7N^Y^6\W_!I9_P3T,#+;_&_XS>9SY;3:[I+*..,@:8I MX/$5^=O_4=_P"#=[]K#]A/PO??%[X?Z_;?%#P#I5B;G6=:TC36M-0TQ45#
M)+/8EY#Y R[>9%)+L2)GE$:C=7]+5->&.7_6+G_]5>9@^)\WPM92E/G75/\ MJZ_J]SNQ7#N68BFXQ@HOHU_ELS^>G_@V4;_@HS:_M!M>_L^:3NGBT82>6NZ2U?:V[4TOQG;$I+KY2SLB,DB?
T+I]VL3X>_#/X<_"3PC8^ M/A7X#T?PUH6F0F+3=%T'38K2UM4+%BL<42JB LS,< 9+$]2:W ,<"N'-LP_M M3&.OR*-^W7S?=^9V9;@?[/PJI04V7_5FG4V7_5FO-/0/XV_VEO\ MDXWQJQ_S.VK?
^E$/_H K[[C;^#A?27_+:?%\)_Q*_R_4OUG^*_"_AW MQOX9O_!WB_0[34])U2SDM-3TW4+=9K>\MY%*20RQL"LD;H65D8$,"0016A00 M#UKX$^T/X_VW/V8?$/[&7[6GC_]F#Q%)/,_A'Q%-:Z?
=77E>;=Z>^)*Z<1 M,55IK62"8IU7S=I"D%1_4+_P2I :M;]M'@);X: 'S5+V2;6[[P^MCXH>?RA(M^JV;FUNY2L9(1998FF1>#YS,G]GE% (BF.1W_0_X_X6.&J6,6LH;_E+ M]&?
$Y:O[*X@J87[,]OSC^%T?MY11G/(H) ZFOS\^V/C;_@O'^UI_PR1_P35\ M>:UIFJ-:Z]XUM_\ A$/#;1[UAB\UZ&,RI_Q-M12.8(ZG"2>79K: MNDB@[?M)_\ !2O_)1S_'W_ +(MXI_]-S7\O'_M

*MS_9VG_P#/C#_WZ%9WBZQLH_#5X\=G$K"$ MX*Q@$5^;W[.7_!U)^P-\4?(TSX[^#_%OPROY,":XN;/^UM.0GL)K4>>>>YMU M'](/) P#@[| \'-?A[P/X^T+X9?\$_&TGQ=I=E=PWGC'Q3]-D)EU&'&3IU] M&"NN0?GQOE6 5 <,3A3X>SBIB/8^R:?=[??L;:5,\RN%#VOM$UV6_W;GZH_'7 MXX?!O]ESX%ZS\)/C;K5II'AOPYI?VK4:R2-2S<)%&O6261RJ((@Y9F4#K7XG M_LU_!GXV?\''O_!0#4/VG?C[I5YH7P(\"7HMK3189"D0@#"2/28'7&ZXE&V2 MZG7E58 %,P*.SXW _+2/[1W_#/A)X8M;?4O$!OR)! M9-L5;G4+ORSLED4L\%M%GYLEOD\R01^X_P"S3^S?\)/V2/@CH'[/OP0\-)I? MAWPI9""TBX,D(GF2>9@!]YDLCEG=^[,>@PIZ#2&X&;#3]-TVTCM=/L+.T2 M.&V@C4(D:(H 554 #@ 5< L/3 _GOA_[)"UJ*^5;;=V?1I)(A_L/3_P#G MQA_[)"C^SM/ ,?&' OT*FHH \0 ;.O\ V ?V?O\ @HJ"+/X(?&KPZB$ M(IM \064*B]T6\VX6X@8C\&C/RR+E3V(GG7 @@W^W4 [>C?L,KX04LG^G-X M^\A_[*&C;)O]H^9 9[Y&?,\SY,?O5 4/6/9?\CO> P#7E% ,.U[F5Y C_]8TZLWOC_R+%[_UP-$VGZ?8-80$V4))A7),8]!4W]G:?\ M\^,/ ?H4:= R#X/^N* R/%34 0 V=I [SXP]^A1 9VG P#/C#_WZ%344 0 MV=I _/C# P!^A61XCLK--5TE4M(@&O"& C'(VFMVL?O+ P A?1 ^OT _^@F@# M0ELI+@C:.:UMT1%+,[(H"@=23VIPT 3B,BRA(/0B,5C _!+\%S?$'P9> ^$X= M:FT\W2 >?" !?:W3O-U:M8 M @?_)\5/ Z%0U!?V=I _/C# P!^A1 9VG |-_/ 'Z%344 0 V=I |MSXP]^A1 9VG P#/C#_WZ%344 9'BZOLH #5X\=G$K"$X*Q@$5;T 3(!K* F MRA),*Y)C'H*^A\8 \BO>]<#5S3O^0?! UO7^0H /[.T _GOA_P" 0H L[3 ^ M?&' +]"U[#* (?[.T _[Y\8?^ 0K@?VC-/\ &X^'-A\.H M/^%@W0R1OOF?[OW/..O:]UM\!OA +\8 V3;+:&G02VF+LBA2X73|H\G MRZ?9C[=O3//M7IM>WF^;T<=1C3I0(\VWNGV7ZL\')LFKX"O^4IEY]+9KN_T1 MRGO8\ ,EXW\&RZ!X7U"+3:MYXV6Z&Y.*#EAE.>17RQ^U# ^R3X]^:7PQ\0?'S MPQ\],^)'BG0K 7;Z):Q*FHZA'#R4@FDC^V_E?<]+&Y5A.?+F]WO:V^WRV/S@_X(K?]\% O@W^WIXNUV2UEF\-^_ M?#.3O<^"=5E6XDN[%P]"\AE^7>]2'8ZL.H2F3B0&O<_VBO@QX@\")() %<=O M/?ZZ?SEA>2'<\+D_ZN0_R/0CCK7Y_P# _6P_8%^* | P3V ;0TW _@L+^P#&_M^DQ6NMK>>,M*L(28M.O96VO=-&N UG=;S;'/'P 1\.<2_N TL_P"""??[.3 WHRG"MN5?H<5 MBI4:D,SP_O4II1DNL6OLO\'W<Q#4,!3K4999:6[VK%N47K:2?7[&NG3]>(8/%EW.UCI>GW 9KN((7FD'/EQO^9Z "4U]3?=I _SXP]^A6 M\.-/LM*\- V;IULD,$%S(D448P%4-P!6]7SF8X^>85^=]R6R\CZ#+,NIY=A M^1.[>K?F0_V=I[SXP]^A4P P!@#H!117GGHA1110!P7[0GC+XK_# P - M:1XN^%/P(^O0%)M/$-N?$.B:6T N]I,9)$F:$3,H:1"T<@16#,4V!":^2OV@O M >I?MTZ9X \ @:\//A3XB@U#5?C'H^UXK\0^'YM-3PL:P:JHHGGW7*HI7#) M')$D,08L)0Y(C*N?O*HX+,TMI9I[:UCC>XD$EPZ(97"]@9B/O';JKD]E Z M4 ?,/I:?OO\ CU'XYM_@$X_9&\]?^+O!^A@$GB[5O#IA@_M564$:?#([@K"P, M)1 -S &)<;:F<==^S9^T'\=OBUXV'A+O#^QKK?PO\1+9KN_T1 MRGO8\ M,:*#Y54+O8L3@!%4+!V1[I10!XG83^*/VT/@]\4?@U\; @/K/@&PN+[4O#5C M-]5TD[:G;&\;'J4("KM&6#*/F7^C#MSCR*/P P#M(/\ L.']@IOA1[__L M>&CX) MHVC#0 P"S-OV4:G]N^YY? V+YO)'^D>9\GE?Q5]DT4 ?*?OQ_8EU/P M)\/ (&>*?@%\,FL:W^S_]%L;73 R13ZW!;1QPZ$A9@@N)%02KN8*6#+ _$* MTO& POJ\I?M@?M:?#'XH??@K6M$\"?"?[9]PF\1:9)8W&L:S.L:P11V\P$]OV M_E^8TK*]LS!4WC+#Z:HH ***'BO0+?O7XTU+PM=RE(M2L)K65P,E5D0H3 M^1K\^=/ _"B_P"V1\) -G^^O7/^Q3XHO?C!IM@GA_2->ME8Z3>%$\B'5 _F M ,FT"1N1'PO+H,A?T&\5ZQ=^'?"^I>(-/T6?4I[&PFN(-,M?]:=.B%A$G^TQ M 4>YKY&^'WI0/ !77XN>"*^) @G]GCX-VFCZ_817^EV^[^):QKA()5#H)#& MVW?@C(P"#D$ @B@#A?!'O:_X*B? LS^ [3]AGPM^QX?%>K:-9C2/!_P 6H-19 M-(%B!L@N;A#&55XH]H*-*A)3[K8^?[:-"'7PX3X/?!OPI\)TU$WG_C7ARRT MOKQ@*?#GQ]^% @>XT"U33TO;7 MPWXAD5](DDB+"6 3*WGJZ#+QEEPRY4]D-]7 %%% !1110 4444 %%% !1110!^?\ ^TA^R#\6_P!CS]!'1_VCO^'?N;ZY\0ZK]% K M/PFU*4 V?>3+:N]Q+:,?/*E>+>%3]&,%;;B*OK7]D;][_P '?M?? S2_C9X- MTRZTY+QY;:4M(OO]=I]Y$VR:!R -V&Y#8&5920D)4>3:+!'OVX/AL/AOVK/ M5/_BN/PA'>66F^-+WI9:O'; 87@A>\M%602,[I1E)U\Q@,E(_AWXQ^(OQ M(|=:E97FM^.OR2V+NRV^F001VUA;$NJ_D49=@!CS)I,%ARE3Y+V4[Q@O$4D/FQRJK[7SE'#< M'B'O)%Y=_P#!=#X>)I()^R? ^ZDU4I_# UU?*@;':S"G7N17[| P5,M]8NO M^">_Q6BT-7,X]+N/^7OVI;A)=7_P"A M0O?^^EK8HH Q_P#A)=7 _A0O?\ OI:/^$EU?_H4+W_OI:V**,?_A)=7_Z% M"] [Z6LSPKKFHVNG21P^&[F<&YD8NC+@$MT_"NKK\#_ /((E_Z_9O|_T*@ M_P"$EU?_*%"] [Z6C_A)=7 _A0O?\ OI:V**,?_A)=7_Z%"] [Z6C_A)= M7_Z%"] [Z6MBB@#E- MVC5H R(E)Y-:?\ PDNK_P#0H7O_'TM%E_R.][-->47\S6Q0!C_P#"2ZO_M -'A>]-?2T?%)+]_P#T*%[_-]+6Q10!C_\)+[__0H7O_?2U1\2Z]]=SH-U M!-X8NH5;(@RNRX7W-=-6;XQ_Y%B]_P"N!H J67B/54LXD7PE>.!$H#!EP>.M M2_ \"2ZO_P!"A>_]]+6EIW_(/@_ZXK_(5-0!C_ \"2ZO_P!"A>_]]+1_PDNK M_P#0H7O _'TM;%% &(_ \)+]_P#T*%[_-]+6Q10!C_\)+[__0H7O_?2U1\2ZJ]=SH-U M!-X8NH5;(@RNRX7W-=-6;XQ_Y%B]_P"N!H J67B/54LXD7PE>.!$H#!EP>.M M2_ \"2ZO_P!"A>_]]+6EIW_(/@_ZXK_(5-0!C_ \"2ZO_P!"A>_]]+1_PDNK M_P#0H7O _'TM;%% &(_ \)+]_P#T*%[_-]+6Q10!C_\)+[__0H7O_?2U1\2ZJ]=SH-U M!-X8NH5;(@RNRX7W-=-6;XQ_Y%B]_P"N!H J67B/54LXD7PE>.!$H#!EP>.M M2_ \"2ZO_P!"A>_]]+6EIW_(/@_ZXK_(5-0!C_ \"2ZO_P!"A>_]]+1_PDNK M_P#0H7O _'TM;%% &(_ \)+]_P#T*%[_-]+6Q10!C_\)+[__0H7O_?2UT!2ZJ]=SH-U M!-X8NH5;(@RNRX7W-=-6;XQ_Y%B]_P"N!H J67B/54LXD7PE>.!$H#!EP>.M M2_ \"2ZO_P!"A>_]]+6EIW_(/@_ZXK_(5-0!C_ \"2ZO_P!"A>_]]+1_PDNK M_P#0H7O _'TM;%% &(_ \)+]_P#T*%[_-]+6Q10!C_\)+[__0H7O_?2U1\

*MO$'C07#;?86EL]O&46*W*R332/W="PWH&VGE,UL>,OVF/@E MX6L/!GB6#5UUVY]=W$-KX)@\/VXN[K4XI_+=YH0IS]G2,+-+(2$5$!)SM!\V M^+F@_'CXD?'?O'\! A/9WGACP_K<6F:GXR^) 0!K;!8_*^Q6.8$/>2B!0TC MK!'ABE&9T%_#?V7O@M^SM\%OVAM9[*_L@7DEKX?L-$N;/XAZ%8ZMPN;:_MT;Y2")PNR1XMB9CC+&,A5(4X%-^",B?$?X_W&K?%W]HSP#967AO5YK";P'\/ M/$&F1W%OH\=]\SQZC<[]RQ7TOF#&-1F%8HE+%PV #OO@]'C/5?@KX6U'XAW MK76M3:';M]-X]KY#74FP?OFBP/*9QAVCP-A8K@8Q77444 %>C MUS/Q*USX7?# ^PC^+OO0UO3]'M?#| <@76M1N1"ELDY5&0L2 0["];:>% &/A?O*B=PUDT"S?$",8SMN;=UO MVD5U;,(K\8(-"6?3&M MHE,=[:-$BM#; A;=HFW*&N(B&SUA .:]^*GBWP)1=]> ^%OP$\,2:E\1_B#X)T MI-!Q&5L]-6*? 4HYM7O)=I5(8%@QX3>5O*C4',5]H\#_ "3P5X*\1:M\0;+PU8 MJXH\2I;MXGURWA827]D,0C4?.S,D;X.V,':N2>I)(!U%%%% !7@7Q?| VCOV MI+;XA ^(#?I-7[-6G>+M*\"O!%XHNI7\2? 89[^ZDM8KLV>GQB-P\BV\|+%Y" MJEI0H!*DU[Q>7]CI\:RW]Y% CRI$C32!0SNP5%!/5F8@ =22 *Y67XG?"CP] M\88?@Y!JD*^+O$%C+J\NFV=]\DA@A6.$W-PR*5A4A4C5Y"N\H$4DK@ ''ZW\ M* @_^UE^S=X=M;#5=9T;PAK"VWB"%=)OVL;KRI%?:RFE4[X/FE.\(00 R9) M+;2YPS:\2>$?""O6U#QKX-TKQ$8/!^NZI]GV^58?L\1GM!=\ .:HX9S* MBRS*L5^: (L3$;XCX%7GO7^,/CMO!&@^'3H/PJ^'WBKQ%IVLS:K9ACXQG^U7UJ MME!$W]V&%)0SRL#YDL:H]XC9]^D- \/Z#X5T6U\-^%]$M--TZQ@6&RL+"V6& M"WC485$1 %10. !0!;HHHH YOXO_%'P_| !;X:ZO\ $_O/:7MS9Z3;"0V> MFV_G7-U(S!(H(4R-TDDC)&HR 6<9('->4?"KX\>)/C!\7])^'/[1G[.,L?#C MQ+I23>)/!2ZAK5KJ-QI.;0O9SLLUOE4GCCO*=++B\8W-IHK^%H#>3;K/+!^HVJVENS$_P!89+E8'T.W M=]N"XXKZ4KRGX_ "KO-XLT[P]\8/VHO!6A2_$+3)}1N-'%MF? A';.\F+K9I M*3MDECAV0M,JKNVD#()+>K4 %%%% 'E?[1?O? ^,7@[6 #WPN_9[^&FF^(O%_ MB6WOKR"7Q#];V>F:,;96AMUFN)Y(T>1B9+JWC2-%ROD)R AS3^!GBC5/CUX!\ M8Z7\1_A]_P (5XXBGE\,>-K&TNUNDCF6V#0W%O(PVRO/:W,.?'7GO(C K7[0/B+]G?\ 9VTF?23-5\7^=%=RCA:]N2 &FE* ;Y" ,LE:-!1145M>V=Z!>SNXI5#NA.4@8!D M8JZ\=U8%2.Q@!\RZW^V1?_!+B,D>-?V4O$4/P8\:7K^&X/B3-]JJ5G%TY MLXYY+$9F@M)I&"),_&'1BH#"N] :0_9>NOC7XGTIQ[9_M%>,/AX^@:1<0QW7 M@]^ALWG+NDFZ[DD1Q-!&&P1"0]Y:0ECNX7XN^(/@U+|_B?\(_!^N:<[^"O! MUTVK;5;3[SHY;UFGMPPY\LCR]ZKU4*N !MK%^&?]K_M]PZ]XO^+OPUM?^%1: MJE@/_AKQ'9-]]U4VTTDW\K3O-CRH9B7TEP2 EDA1V"AMI /2/V>/$?B_P 6 F

*M#&|\?^$_BS?:7"UQ%H/BZ'^QM2U:P5@]W.GZA$&AGY91*EP@DA=@K,RM%++) MX(^!NJ_M=_"Z|*^:/A9XK^$7C3X>?$%KWP-KEZBQW^BVES*EU*+.YBW0W_MWW5L] F.I#@O ('TW\9_A5!\6?"0TBTU>72-8L[E+G0/$=FH^U:13@ >@ M P* &Z'I2Z'I%OI"W]U=_9X@ANKZ/?M>? M!3XV?%;PUIOB#X$?% ^;P_P"("FHQ:MH>CW4,,:5K%U$21!?C:YC1,#M7;RB M-CYF&94*^PT4 ?'/AKXE?%+XJ:G\"E-) ^*/P,\5:TRV=[" M/F^S1ACY<#GYY;6^C 63<1)D%@O:?LS_ +/8U_XA^* CWK'P_P#$G@+0/%M^ M99_A-K'CHOAX:-I<\.H36CO;S.M_*TICF.5M0%5GDY& <5ZI0 444 M4 %:I\,/BQX5@U+2]5@5)B5"S1,A8QRQ2#YHY(V8LC#E M23ZD'L** /D;PE\%/' CVXO/V(/VMK[4M:N?#-L-> ^$GQFTF;R=3\FWEBC#O M* ?)U&V:: ,>5GCD!8-\Q;WWX(?!.?X5:? =:CXP|>7GC+Q3J5R\V]^+=6T^V M@N9@4AC$*);HB0PA+>$>6HP64N!+&Q\1>*W MC?O!\]2DS7A155.?"+]F;]K3X+_$'1_"5K^US]/C'X;#3G.MVWCK2(+S5(YEV!8(+H$.| M<'\M$"J69]R_06B:'HGAK2X=#\.,:;Z?96Z[;>SLK=8HHADG"HH 49) M/ [U/:V\5G;1VD);9$@1-\A=L 8&68DD^Y))I] !1110 5\]_$]DK]C[X.7 M6H_M Z=^P]HOBC4C=- =:M%HN@6UU>+NR6N(+:.TCD59KCR"8OM,AE8/Y;.H M6.(:W)KU2BB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "

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CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Current assets:		
Cash and cash equivalents	$ 47,075	$ 1,124,797
Accounts receivable, net:		
Crude oil and natural gas sales	549,074	505,961
Joint interest and other	201,202	247,228
Derivative assets	94,312	35,192
Deposits for acquisitions	0	163,164
Prepaid expenses and other	67,955	68,070
Total current assets	959,618	2,144,412
Property and equipment (successful efforts method):		
Proved properties	16,310,966	12,738,568
Less: accumulated depreciation, depletion, and amortization	(3,751,613)	(2,339,541)
Total proved properties, net	12,559,353	10,399,027
Unproved properties	782,027	821,939
Wells in progress	514,590	536,858
Other property and equipment, net of accumulated depreciation of $11,522 in 2024 and $9,808 in 2023	55,297	62,392
Total property and equipment, net	13,911,267	11,820,216
Derivative assets	4,492	8,233
Other noncurrent assets	132,416	124,458
Total assets	15,007,793	14,097,319
Current liabilities:		
Accounts payable and accrued expenses	586,329	565,708
Production taxes payable	320,523	421,045
Crude oil and natural gas revenue distribution payable	635,512	766,123
Derivative liability	14,168	18,096
Deferred acquisition consideration	469,183	0
Other liabilities	88,394	80,915
Total current liabilities	2,114,109	1,851,887
Long-term liabilities:		
Debt, net	4,841,523	4,785,732
Ad valorem taxes	203,471	307,924
Derivative liability	10,890	0
Deferred income tax liabilities, net	752,175	564,781
Asset retirement obligations	310,417	305,716
Other long-term liabilities	106,731	99,958
Total liabilities	8,339,316	7,915,998
Commitments and contingencies (Note 6)		
Stockholders' equity:		
Preferred stock, $.01 par value, 25,000,000 shares authorized, none outstanding	0	0
Common stock, $.01 par value, 225,000,000 shares authorized, 97,091,021 and 93,774,901 issued and outstanding as of September 30, 2024 and December 31, 2023, respectively	5,037	5,004
Additional paid-in capital	5,255,278	4,964,450
Retained earnings	1,408,162	1,211,867
Total stockholders' equity	6,668,477	6,181,321
Total liabilities and stockholders' equity	$ 15,007,793	$ 14,097,319

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CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED) (Parenthetical) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Statement of Financial Position [Abstract]		
Other property and equipment, accumulated depreciation	$ 11,522	$ 9,808
Preferred stock, par value (in dollars per share)	$ 0.01	$ 0.01
Preferred stock, shares authorized (in shares)	25,000,000	25,000,000
Preferred stock, shares outstanding (in shares)	0	0
Common stock, par value (in dollars per share)	$ 0.01	$ 0.01
Common stock, shares authorized (in shares)	225,000,000	225,000,000
Common stock, shares issued (in shares)	97,091,021	93,774,901
Common stock, shares outstanding (in shares)	97,091,021	93,774,901

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED) - USD ($) shares in Thousands, $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Operating net revenues:				
Total operating net revenues	$ 1,272,045	$ 1,035,916	$ 3,913,942	$ 2,352,464
Operating expenses:				
Lease operating expense	146,761	94,660	404,832	191,728
Severance and ad valorem taxes	87,262	83,437	291,081	188,242
Exploration	861	429	13,735	1,546
Depreciation, depletion, and amortization	523,929	320,469	1,511,859	754,558
Transaction costs	140	28,450	30,737	60,077
General and administrative expense	56,729	36,154	173,742	106,553
Other operating expense	2,114	3,918	11,138	5,255
Total operating expenses	925,435	656,718	2,753,633	1,552,765
Other income (expense):				
Derivative gain (loss), net	151,029	(150,661)	48,927	(120,574)
Interest expense	(117,760)	(76,467)	(342,443)	(92,669)
Loss on property transactions, net	0	0	(1,430)	(254)
Other income	9,233	17,288	17,571	34,356
Total other income (expense)	42,502	(209,840)	(277,375)	(179,141)
Income from operations before income taxes	389,112	169,358	882,934	620,558
Income tax expense	(93,309)	(29,686)	(195,321)	(139,138)
Net income, basic	295,803	139,672	687,613	481,420
Net income, diluted	$ 295,803	$ 139,672	$ 687,613	$ 481,420
Earnings per common share:				
Basic (in dollars per share)	$ 3.02	$ 1.57	$ 6.91	$ 5.75

Diluted (in dollars per share)	$ 3.01	$ 1.56	$ 6.88	$ 5.70
Weighted-average common shares outstanding:				
Basic (in shares)	97,905	88,911	99,540	83,700
Diluted (in shares)	98,224	89,631	99,951	84,468
Crude oil, natural gas, and NGL sales				
Operating net revenues:				
Total operating net revenues	$ 1,271,375	$ 1,034,410	$ 3,910,663	$ 2,348,090
Midstream operating expense				
Operating net revenues:				
Total operating net revenues	670	1,506	3,279	4,374
Operating expenses:				
Operating expense	11,225	11,661	36,725	35,041
Gathering, transportation, and processing				
Operating expenses:				
Operating expense	$ 96,414	$ 77,540	$ 279,784	$ 209,765

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED) (Parenthetical) - USD ($) $ in Thousands	**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**
Income Statement [Abstract]		
General and administrative expense, stock-based compensation	$ 36,122	$ 25,577

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CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (UNAUDITED) - USD ($) $ in Thousands	**Total**	**Common Stock**	**Additional Paid-In Capital**	**Retained Earnings**
Balance at beginning of period (in shares) at Dec. 31, 2022		85,120,287		
Balance at beginning of period at Dec. 31, 2022	$ 5,373,919	$ 4,918	$ 4,211,197	$ 1,157,804
Increase (Decrease) in Stockholders' Equity [Roll Forward]				
Restricted common stock issued (in shares)		112,052		
Stock used for tax withholdings (in shares)		(30,111)		
Stock used for tax withholdings	(2,118)		(2,118)	
Exercise of stock options (in shares)		13,352		
Exercise of stock options	440		440	
Common stock repurchased and retired (in shares)		(4,918,032)		
Common stock repurchased and retired	(303,455)	$ (49)	(243,312)	(60,094)
Stock-based compensation	7,380		7,380	
Cash dividends	(176,878)			(176,878)
Net income	202,461			202,461
Balance at ending of period (in shares) at Mar. 31, 2023		80,297,548		
Balance at end of period at Mar. 31, 2023	5,101,749	$ 4,869	3,973,587	1,123,293
Balance at beginning of period (in shares) at Dec. 31, 2022		85,120,287		
Balance at beginning of period at Dec. 31, 2022	5,373,919	$ 4,918	4,211,197	1,157,804
Increase (Decrease) in Stockholders' Equity [Roll Forward]				
Net income	481,420			
Balance at ending of period (in shares) at Sep. 30, 2023		93,772,363		
Balance at end of period at Sep. 30, 2023	6,020,633	$ 5,004	4,955,206	1,060,423
Balance at beginning of period (in shares) at Mar. 31, 2023		80,297,548		
Balance at beginning of period at Mar. 31, 2023	5,101,749	$ 4,869	3,973,587	1,123,293
Increase (Decrease) in Stockholders' Equity [Roll Forward]				
Restricted common stock issued (in shares)		375,615		
Restricted common stock issued	4	$ 4		
Stock used for tax withholdings (in shares)		(139,895)		
Stock used for tax withholdings	(10,496)	$ (1)	(10,495)	
Exercise of stock options (in shares)		111		
Exercise of stock options	4		4	
Common stock repurchased and retired (in shares)		(312,766)		
Common stock repurchased and retired	(20,398)	$ (3)	(15,478)	(4,917)
Stock-based compensation	9,895		9,895	
Cash dividends	(173,358)			(173,358)
Net income	139,287			139,287
Balance at ending of period (in shares) at Jun. 30, 2023		80,220,613		
Balance at end of period at Jun. 30, 2023	5,046,687	$ 4,869	3,957,513	1,084,305
Increase (Decrease) in Stockholders' Equity [Roll Forward]				
Issuance pursuant to acquisition (in shares)		13,538,472		
Issuance pursuant to acquisition	990,204	$ 135	990,069	
Restricted common stock issued (in shares)		21,596		
Stock used for tax withholdings (in shares)		(8,783)		
Stock used for tax withholdings	(693)		(693)	
Exercise of stock options (in shares)		465		
Exercise of stock options	15		15	
Common stock repurchased and retired	(3,456)			(3,456)
Stock-based compensation	8,302		8,302	
Cash dividends	(167,010)			(167,010)
Net income	139,672			139,672
Balance at ending of period (in shares) at Sep. 30, 2023		93,772,363		
Balance at end of period at Sep. 30, 2023	$ 6,020,633	$ 5,004	4,955,206	1,060,423
Balance at beginning of period (in shares) at Dec. 31, 2023	93,774,901	93,774,901		
Balance at beginning of period at Dec. 31, 2023	$ 6,181,321	$ 5,004	4,964,450	1,211,867
Increase (Decrease) in Stockholders' Equity [Roll Forward]				
Issuance pursuant to acquisition (in shares)		7,181,527		
Issuance pursuant to acquisition	488,918	$ 72	488,846	
Restricted common stock issued (in shares)		255,442		
Restricted common stock issued	2	$ 2		
Stock used for tax withholdings (in shares)		(99,307)		
Stock used for tax withholdings	(7,070)	$ (1)	(7,069)	
Common stock repurchased and retired (in shares)		(1,028,468)		
Common stock repurchased and retired	(66,936)	$ (10)	(54,447)	(12,479)
Stock-based compensation	11,199		11,199	
Cash dividends	(148,327)			(148,327)
Net income	175,821			175,821

Balance at ending of period (in shares) at Mar. 31, 2024		100,084,095		
Balance at end of period at Mar. 31, 2024	$ 6,634,928	$ 5,067	5,402,979	1,226,882
Balance at beginning of period (in shares) at Dec. 31, 2023	93,774,901	93,774,901		
Balance at beginning of period at Dec. 31, 2023	$ 6,181,321	$ 5,004	4,964,450	1,211,867
Increase (Decrease) in Stockholders' Equity [Roll Forward]				
Net income	$ 687,613			
Balance at ending of period (in shares) at Sep. 30, 2024	97,091,021	97,091,021		
Balance at end of period at Sep. 30, 2024	$ 6,668,477	$ 5,037	5,255,278	1,408,162
Balance at beginning of period (in shares) at Mar. 31, 2024		100,084,095		
Balance at beginning of period at Mar. 31, 2024	6,634,928	$ 5,067	5,402,979	1,226,882
Increase (Decrease) in Stockholders' Equity [Roll Forward]				
Restricted common stock issued (in shares)		48,999		
Restricted common stock issued	1	$ 1		
Stock used for tax withholdings (in shares)		(18,571)		
Stock used for tax withholdings	(1,436)		(1,436)	
Exercise of stock options (in shares)		222		
Exercise of stock options	6		6	
Common stock repurchased and retired (in shares)		(1,766,808)		
Common stock repurchased and retired	(124,936)	$ (18)	(95,380)	(29,538)
Stock-based compensation	12,262		12,262	
Cash dividends	(150,797)			(150,797)
Net income	215,989			215,989
Balance at ending of period (in shares) at Jun. 30, 2024		98,347,937		
Balance at end of period at Jun. 30, 2024	6,586,017	$ 5,050	5,318,431	1,262,536
Increase (Decrease) in Stockholders' Equity [Roll Forward]				
Restricted common stock issued (in shares)		129,371		
Stock used for tax withholdings (in shares)		(42,354)		
Stock used for tax withholdings	(3,135)		(3,135)	
Exercise of stock options (in shares)		111		
Exercise of stock options	4		4	
Common stock repurchased and retired (in shares)		(1,344,044)		
Common stock repurchased and retired	(77,989)	$ (13)	(72,683)	(5,293)
Stock-based compensation	12,661		12,661	
Cash dividends	(144,884)			(144,884)
Net income	$ 295,803			295,803
Balance at ending of period (in shares) at Sep. 30, 2024	97,091,021	97,091,021		
Balance at end of period at Sep. 30, 2024	$ 6,668,477	$ 5,037	$ 5,255,278	$ 1,408,162

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CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (UNAUDITED) (Parenthetical) - USD ($) $ in Thousands	3 Months Ended					
	Sep. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Jun. 30, 2023	Mar. 31, 2023
Statement of Stockholders' Equity [Abstract]						
Dividends declared (in dollars per share)	$ 1.52	$ 1.50	$ 1.45	$ 1.74	$ 2.12	$ 2.15
Common stock repurchased and retired	$ (77,989)	$ (124,936)	$ (66,936)	$ (3,456)	$ (20,398)	$ (303,455)

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED) - USD ($) $ in Thousands		9 Months Ended	
		Sep. 30, 2024	Sep. 30, 2023
Cash flows from operating activities:			
Net income		$ 687,613	$ 481,420
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation, depletion, and amortization		1,511,859	754,558
Stock-based compensation		36,122	25,577
Derivative (gain) loss, net		(48,927)	120,574
Derivative cash settlement loss, net		(5,712)	(44,907)
Amortization of deferred financing costs and deferred acquisition consideration		38,927	5,706
Loss on property transactions, net		1,430	254
Deferred income tax expense		187,395	138,972
Other, net		(3,000)	(409)
Changes in operating assets and liabilities, net		(398,549)	(86,173)
Net cash provided by operating activities		2,007,158	1,395,572
Cash flows from investing activities:			
Acquisitions of businesses, net of cash acquired		(905,096)	(3,650,491)
Acquisitions of crude oil and natural gas properties		(24,344)	(60,975)
Capital expenditures for drilling and completion activities and other fixed assets		(1,632,107)	(782,119)
Proceeds from property transactions		163,280	5,764
Purchases of carbon credits and renewable energy credits		(3,918)	(5,864)
Other, net		2,000	(3,178)
Net cash used in investing activities		(2,400,185)	(4,496,863)
Cash flows from financing activities:			
Proceeds from credit facility		1,650,000	1,120,000
Payments to credit facility		(1,600,000)	(470,000)
Proceeds from issuance of senior notes		0	2,666,250
Payment of deferred financing costs and other		(6,509)	(42,909)
Dividends paid		(446,213)	(511,031)
Common stock repurchased and retired		(269,861)	(320,398)
Proceeds from exercise of stock options		10	458
Payment of employee tax withholdings in exchange for the return of common stock		(11,641)	(13,302)
Principal payments on finance lease obligations		(2,499)	(483)
Net cash provided by (used in) financing activities		(686,713)	2,428,585
Net change in cash, cash equivalents, and restricted cash		(1,079,740)	(672,706)
Cash, cash equivalents, and restricted cash:			
Beginning of period	[1]	1,126,815	768,134
End of period	[1]	$ 47,075	$ 95,428

[1] (1) Includes $2.0 million of restricted cash consisting of $1.9 million of interest earned on cash held in escrow that is presented in deposits for acquisitions and $0.1 million of funds for road maintenance and repairs that is presented in other noncurrent assets within the accompanying unaudited condensed consolidated balance sheets ("balance sheets") for the period ended December 31, 2023.

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED) (Parenthetical) - USD ($) $ in Millions	Dec. 31, 2023	Sep. 30, 2023	Dec. 31, 2022
Statement of Cash Flows [Abstract]			
Restricted cash and cash equivalents	$ 2.0	$ 0.1	$ 0.1
Restricted cash and cash equivalents, current	$ 1.9		

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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES	9 Months Ended Sep. 30, 2024
Accounting Policies [Abstract]	
SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES	

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Operations

When we use the terms “Civitas,” the “Company,” “we,” “us,” or “our,” we are referring to Civitas Resources, Inc. and its consolidated subsidiaries unless the context otherwise requires. Civitas is an independent exploration and production company focused on the acquisition, development, and production of crude oil and associated liquids-rich natural gas in the DJ Basin in Colorado and the Permian Basin in Texas and New Mexico.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of Civitas and have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information, the instructions to Quarterly Report on Form 10-Q, and Regulation S-X. Accordingly, pursuant to such rules and regulations, certain notes and other financial information included in audited financial statements have been condensed or omitted. In the opinion of management, all adjustments, consisting of normal recurring adjustments considered necessary for a fair presentation of interim financial information, have been included. All significant intercompany balances and transactions have been eliminated in consolidation.

The December 31, 2023 unaudited condensed consolidated balance sheet data has been derived from the audited consolidated financial statements contained in our 2023 Form 10-K, but does not include all disclosures, including notes required by GAAP. As such, this Quarterly Report on Form 10-Q should be read in conjunction with the audited consolidated financial statements and related notes included in our 2023 Form 10-K. In connection with the preparation of the unaudited condensed consolidated financial statements, we evaluated events subsequent to the balance sheet date of September 30, 2024 through the filing date of this Quarterly Report on Form 10-Q. The results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the full year or any other future period. Additionally, certain insignificant prior period amounts have been reclassified to conform to current period presentation in the accompanying unaudited condensed consolidated financial statements. Such reclassifications did not have a material impact on prior period consolidated financial statements.

Significant Accounting Policies

The significant accounting policies followed by us are set forth in *Note 1 - Summary of Significant Accounting Policies* in the 2023 Form 10-K and are supplemented by the notes to the unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q.

Recently Issued and Adopted Accounting Standards

In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (“ASU 2023-07”). ASU 2023-07 was issued to improve the disclosures about a public entity’s reportable segments and to provide additional, more detailed information about a reportable segment’s expenses. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The guidance is to be applied on a retrospective basis to all prior periods presented in the financial statements. We are within the scope of this ASU and are evaluating the impact of this ASU on our consolidated financial statement disclosures.

In December 2023, the FASB issued ASU No. 2023-09, Improvements to Income Tax Disclosures (“ASU 2023-09”). ASU 2023-09 is intended to enhance income tax disclosures by requiring disclosure of items such as the disaggregation of the income tax rate reconciliation as well as information regarding income taxes paid. This ASU is effective for annual reporting periods beginning after December 15, 2024, and early adoption is permitted. ASU 2023-07 should be applied on a prospective basis, and retrospective application is permitted. We are evaluating the impact that ASC 2023-09 will have on the consolidated financial statements and our plan for adoption, including the adoption date and transition method.

In March 2024, the SEC adopted rules intended to enhance and standardize climate-related disclosures in registration statements and annual reports. The new rules will require disclosure of material climate-related risks, including disclosure of boards of directors’ oversight and risk management activities, the material impacts of these risks to us and the quantification of material impacts to us as a result of severe weather events and other natural conditions. The rules also require disclosure of

material greenhouse gas emissions and any material climate-related targets and goals. The new rules were to be effective for annual reporting periods beginning in fiscal year 2025, except for the greenhouse gas emissions disclosures which were to be effective for annual reporting periods beginning in fiscal year 2026, though the new rules were voluntarily stayed by the SEC on April 4, 2024 pending completion of the judicial review of consolidated challenges to the new rules by the Court of Appeals for the Eighth Circuit. We are currently evaluating the impact of these new rules.

As of the filing of this Quarterly Report, we have not elected to early adopt ASU 2023-07 or ASU 2023-09. There are no other accounting standards applicable that would have a material effect on our financial statements and disclosures that have been issued but not yet adopted as of September 30, 2024, and through the filing date of this Quarterly Report on Form 10-Q.

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ACQUISITIONS AND DIVESTITURES	9 Months Ended Sep. 30, 2024
Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract]	
ACQUISITIONS AND DIVESTITURES	

ACQUISITIONS AND DIVESTITURES

All mergers and acquisitions disclosed below are accounted for under the acquisition method of accounting for business combinations under ASC Topic 805, *Business Combinations*. Accordingly, we conducted assessments of the net assets acquired and recognized amounts for identifiable assets acquired and liabilities assumed at their estimated acquisition date fair values, while transaction and integration costs associated with the acquisition were expensed as incurred. The fair value measurements of assets acquired, and liabilities assumed were based on inputs that are not observable in the market, and therefore represent Level 3 inputs. The fair values of crude oil and natural gas properties were measured using valuation techniques that converted future cash flows to a single discounted amount. Significant inputs to the valuation of the crude oil and natural gas properties included estimates of reserves, future operating and development costs, future commodity prices, estimated future cash flows, reserve adjustment factors, and a market-based weighted-average cost of capital. These inputs required significant judgments and estimates by management at the time of the valuation.

Vencer Acquisition

On January 2, 2024, we completed the acquisition of certain crude oil and natural gas assets from Vencer Energy, LLC (“Vencer”) for adjusted aggregate consideration of approximately $2.0 billion, inclusive of customary post-closing adjustments and $550 million in cash to be paid on or before January 3, 2025 (the “Vencer Acquisition”). In connection with and upon execution of the Vencer purchase and sale agreement, we deposited cash of $161.3 million with an escrow agent. This deposit, along with interest accrued thereon, was credited against the cash payable at closing. The following tables present the consideration transferred and preliminary purchase price allocation of the assets acquired and the liabilities assumed in the Vencer Acquisition:

Consideration (in thousands, except shares and per share amount)		
Cash consideration	$	996,420
Deferred acquisition consideration[1][3]	$	532,284
Shares of common stock issued		7,181,527
Closing price per share[2]	$	68.08
Equity consideration[4]	$	488,918
Total consideration	$	2,017,622

[1] Based on discounted fixed and determinable future payments of cash.
[2] Based on the closing stock price of Civitas common stock on January 2, 2024.
[3] Amounts represent non-cash investing activities until such time payments are made, as applicable. Refer to *Note 5 - Debt* for additional information.
[4] Amounts represent non-cash financing activities.

Preliminary Purchase Price Allocation (in thousands)		
Assets Acquired		
Proved properties	$	1,855,909
Unproved properties		231,627
Other property and equipment		666
Right-of-use assets		4,049
Total assets acquired	$	2,092,251
Liabilities Assumed		
Accounts payable and accrued expenses	$	2,000
Crude oil and natural gas revenue distribution payable		28,423
Asset retirement obligations		40,157
Lease liability		4,049
Total liabilities assumed		74,629
Net assets acquired	$	2,017,622

Through September 30, 2024, there have been immaterial adjustments made to the allocation presented in the Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, filed with the SEC on May 2, 2024. The purchase price allocation for the Vencer Acquisition is preliminary, and we continue to assess the fair values of certain of the Vencer assets acquired and liabilities assumed. We expect to finalize the purchase price allocation as soon as practicable, which will not extend beyond the one-year measurement period.

Hibernia Acquisition

On August 2, 2023, we acquired all of the issued and outstanding equity ownership interests of Hibernia Energy III, LLC (“HE3”) and Hibernia Energy III-B, LLC (“HE3-B”, and together with HE3, “Hibernia”) for aggregate consideration of approximately $2.2 billion in cash, inclusive of customary post-closing adjustments (the “Hibernia Acquisition”). The following table presents the final purchase price allocation of the assets acquired and the liabilities assumed in the Hibernia Acquisition:

Final Purchase Price Allocation (in thousands)	
Assets Acquired	
Cash and cash equivalents	$ 30,671
Accounts receivable - crude oil and natural gas sales	86,262
Accounts receivable - joint interest and other	4,463
Proved properties	2,150,872
Unproved properties	115,802
Other property and equipment	520
Right-of-use assets	30,393
Total assets acquired	$ 2,418,983
Liabilities Assumed	
Accounts payable and accrued expenses	$ 110,022
Production taxes payable	10,320
Crude oil and natural gas revenue distribution payable	75,267
Asset retirement obligations	8,299
Lease liability	30,393
Total liabilities assumed	234,301
Net assets acquired	$ 2,184,682

The purchase price allocation for the Hibernia Acquisition was finalized as of the third quarter of 2024 with immaterial adjustments made to the allocation presented in the Quarterly Report on Form 10-Q for the quarter ended September 30, 2023, filed with the SEC on November 7, 2023.

Tap Rock Acquisition

On August 2, 2023, we acquired all of the issued and outstanding equity ownership interests of Tap Rock AcquisitionCo, LLC ("Tap Rock AcquisitionCo"), Tap Rock Resources II, LLC ("Tap Rock Resources II"), and Tap Rock NM10 Holdings, LLC ("Tap Rock NM10" and, together with Tap Rock AcquisitionCo and Tap Rock NM10, "Tap Rock") for aggregate consideration of approximately $2.5 billion, inclusive of customary post-closing adjustments (the "Tap Rock Acquisition"). The following tables present the consideration transferred and final purchase price allocation of the assets acquired and the liabilities assumed in the Tap Rock Acquisition:

Consideration (in thousands, except shares and per share amount)	
Cash consideration	$ 1,502,880
Shares of common stock issued	13,538,472
Closing price per share[(1)]	$ 73.14
Equity consideration	$ 990,204
Total consideration	$ 2,493,084

(1) Based on the closing stock price of Civitas common stock on August 2, 2023.

Final Purchase Price Allocation (in thousands)	
Assets Acquired	
Cash and cash equivalents	$ 6,543
Accounts receivable - crude oil and natural gas sales	105,509
Accounts receivable - joint interest and other	30,415
Prepaid expenses and other	17,930
Proved properties	2,334,678
Unproved properties	300,859
Other property and equipment	12,827
Right-of-use assets	626
Total assets acquired	$ 2,809,387
Liabilities Assumed	
Accounts payable and accrued expenses	$ 157,606
Production taxes payable	9,692
Crude oil and natural gas revenue distribution payable	68,094
Ad valorem taxes	1,407
Asset retirement obligations	28,612
Lease liability	626
Deferred revenue	50,266
Total liabilities assumed	316,303
Net assets acquired	$ 2,493,084

The purchase price allocation for the Tap Rock Acquisition was finalized as of the third quarter of 2024 with immaterial adjustments made to the allocation presented in the Quarterly Report on Form 10-Q for the quarter ended September 30, 2023, filed with the SEC on November 7, 2023.

Revenue and earnings of the acquiree

The results of operations for the Vencer Acquisition since the closing date have been included on our unaudited condensed consolidated financial statements for the three and nine months ended September 30, 2024. The amount of revenue of Vencer included in our accompanying unaudited condensed consolidated statements of operations ("statements of operations") was approximately $186.9 million and $584.9 million during the three and nine months ended September 30, 2024, respectively. We determined that disclosing the amount of Vencer-related net income included in the accompanying statements of operations is impracticable as the operations from the acquisition were integrated into our operations from the date of the acquisition.

Supplemental pro forma financial information

The results of operations for the Vencer, Hibernia, and Tap Rock acquisitions since their respective closing dates have been included in our unaudited condensed consolidated financial statements and therefore do not require pro forma disclosure for the three and nine months ended September 30, 2024. The following unaudited pro forma financial information (in thousands, except per share amounts) represents a summary of the consolidated results of operations for the three and nine months ended September 30, 2023, assuming the Vencer Acquisition had been completed as of January 1, 2023 and the Hibernia and Tap Rock acquisitions had been completed as of January 1, 2022. The pro forma financial information is not necessarily indicative of the results of operations that would have been achieved if the Vencer, Hibernia, and Tap Rock acquisitions had been effective as of those dates, or of future results, and includes certain nonrecurring pro forma adjustments that were directly related to these business combinations.

	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2023
Total revenue	$ 1,448,735	$ 3,886,210
Net income	278,564	843,161
Earnings per common share - basic	$ 2.74	$ 8.35
Earnings per common share - diluted	2.72	8.29

Transaction costs

Transaction costs related to the aforementioned acquisitions are accounted for separately from the assets acquired and liabilities assumed and are included in transaction costs in the accompanying statements of operations. Transaction costs also include costs associated with our efforts to divest of certain non-core assets in the DJ Basin, completed in early 2024. We incurred transaction costs of $0.1 million and $28.5 million during the three months ended September 30, 2024 and 2023, respectively, and $30.7 million and $60.1 million during the nine months ended September 30, 2024 and 2023, respectively.

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REVENUE RECOGNITION	9 Months Ended Sep. 30, 2024
Revenue from Contract with Customer [Abstract]	
REVENUE RECOGNITION	

REVENUE RECOGNITION

Crude oil, natural gas, and NGL sales revenue presented within the accompanying statements of operations is reflective of the revenue generated from contracts with customers. Revenue attributable to each identified revenue stream and operating region is disaggregated below (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
Sales by Commodity and Operating Region	2024	2023	2024	2023
Crude oil				
DJ Basin	$ 487,311	$ 582,798	$ 1,467,376	$ 1,583,605
Permian Basin	616,563	258,595	1,846,813	258,595
Total	1,103,874	841,393	3,314,189	1,842,200
Natural gas				
DJ Basin	45,009	67,418	159,860	214,079
Permian Basin	(35,522)	12,694	(53,995)	12,694
Total	9,487	80,112	105,865	226,773
NGL				
DJ Basin	79,970	77,502	248,357	243,714
Permian Basin	78,044	35,403	242,252	35,403
Total	158,014	112,905	490,609	279,117
Crude oil, natural gas, and NGL				
DJ Basin	612,290	727,718	1,875,593	2,041,398
Permian Basin	659,085	306,692	2,035,070	306,692
Total	$ 1,271,375	$ 1,034,410	$ 3,910,663	$ 2,348,090

For the three and nine months ended September 30, 2024 and 2023, revenue recognized in the reporting period related to performance obligations satisfied in prior reporting periods was insignificant. As of September 30, 2024 and December 31, 2023, our receivables from contracts with customers were $549.1 million and $506.0 million, respectively.

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ACCOUNTS PAYABLE AND ACCRUED EXPENSES	9 Months Ended Sep. 30, 2024
Payables and Accruals [Abstract]	

ACCOUNTS PAYABLE AND ACCRUED EXPENSES ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses contain the following (in thousands):

	September 30, 2024	December 31, 2023
Accounts payable trade	$ 76,824	$ 55,750
Accrued drilling and completion costs	171,843	149,520
Accrued crude oil and natural gas operating expense	156,730	149,483
Accrued general and administrative expense	33,344	30,095
Accrued transaction costs	63	8,796
Accrued interest expense	109,324	141,401
Other accrued expenses	38,201	30,663
Total accounts payable and accrued expenses	$ 586,329	$ 565,708

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LONG-TERM DEBT

9 Months Ended
Sep. 30, 2024

Debt Disclosure [Abstract]

LONG-TERM DEBT DEBT

Debt, net of unamortized discounts and deferred financing costs, consists of the following (in thousands):

	September 30, 2024	December 31, 2023
Outstanding principal balances on Senior Notes:		
2026 Senior Notes (5.000%)	$ 400,000	$ 400,000
2028 Senior Notes (8.375%)	1,350,000	1,350,000
2030 Senior Notes (8.625%)	1,000,000	1,000,000
2031 Senior Notes (8.750%)	1,350,000	1,350,000
Outstanding principal balances on Senior Notes, gross	4,100,000	4,100,000
Less: unamortized discount and deferred financing costs	(58,477)	(64,268)
Outstanding principal balances on Senior Notes, net	4,041,523	4,035,732
Outstanding balance on Credit Facility	800,000	750,000
Long-term debt	4,841,523	4,785,732
Deferred acquisition consideration	469,183	—
Total debt	$ 5,310,706	$ 4,785,732

Senior Notes

The table below summarizes the face values, interest rates, maturity dates, and semi-annual interest payment dates related to our outstanding senior note obligations as of September 30, 2024 (in thousands):

	Interest Rate	Interest Payment Dates	Principal Amount	Maturity Date
2026 Senior Notes	5.000%	April 15, October 15	$ 400,000	October 15, 2026
2028 Senior Notes	8.375%	January 1, July 1	1,350,000	July 1, 2028
2030 Senior Notes	8.625%	May 1, November 1	1,000,000	November 1, 2030
2031 Senior Notes	8.750%	January 1, July 1	1,350,000	July 1, 2031

The 2026 Senior Notes, 2028 Senior Notes, 2030 Senior Notes, and 2031 Senior Notes (collectively, the "Senior Notes") are unsecured senior obligations and rank equal in right of payment with all of the Company's existing and any future unsecured senior debt and are senior in right of payment to any future subordinated debt. The Company may redeem some or all of its Senior Notes prior to their maturity at redemption prices that may include a premium, plus accrued and unpaid interest as described in the indentures governing the Senior Notes. The Senior Notes are fully and unconditionally guaranteed on a senior unsecured basis by all of our existing subsidiaries and are expected to be guaranteed by certain other future subsidiaries that may be required to guarantee the Senior Notes.

The indentures governing the Senior Notes contain covenants that limit, among other things, our ability and the ability of our subsidiaries to: (i) incur or guarantee additional indebtedness; (ii) create liens securing indebtedness; (iii) pay dividends on or redeem or repurchase stock or subordinated debt; (iv) make specified types of investments and acquisitions; (v) enter into or permit to exist contractual limits on the ability of our subsidiaries to pay dividends to us; (vi) enter into transactions with affiliates; and (vii) sell assets or merge with other companies. These covenants are subject to a number of important limitations and exceptions. We were in compliance with all covenants and all restricted payment provisions related to our Senior Notes through the filing of this Quarterly Report on Form 10-Q. The indentures governing the Senior Notes also contain customary events of default.

For additional details on our Senior Notes, refer to *Note 5 - Long-Term Debt* in *Item 8. Financial Statements and Supplementary Data* included in our 2023 Form 10-K.

Credit Facility

We are party to a reserve-based revolving facility, as the borrower, with JPMorgan Chase Bank, N.A. ("JPMorgan"), as the administrative agent, and a syndicate of financial institutions, as lenders, that has an aggregate maximum commitment amount of $4.0 billion and is set to mature on August 2, 2028 (together with all amendments thereto, the "Credit Facility" or the "Credit Agreement").

On June 12, 2024, we entered into a Sixth Amendment to our Credit Agreement (the "Sixth Amendment"), which, among other things, amended certain terms of the Credit Agreement to: (i) increase the borrowing base by $400.0 million for a new borrowing base of $3.4 billion, (ii) increase the aggregate elected commitments by $350.0 million for a new aggregate elected commitment of $2.2 billion, (iii) lower the interest rate margins applicable to loans under the Credit Agreement, (iv) add provisions to lower the interest rate margins and modify certain covenants in the Credit Agreement, as well as to make the Credit Facility unsecured, upon the achievement of investment grade credit ratings, (v) modify certain definitions in the Credit Agreement in connection with the transactions contemplated by the Sixth Amendment, and (vi) provide for the addition of certain new lenders under the Credit Agreement.

As of September 30, 2024, the borrowing base and aggregate elected commitments under the Credit Agreement were $3.4 billion and $2.2 billion, respectively. The next scheduled borrowing base redetermination date is in November 2024.

Interest and commitment fees associated with the Credit Facility are accrued based on a revolving loan commitment utilization grid set forth in the Credit Agreement. Borrowings under the Credit Facility bear interest at a per annum rate equal to, at our option, either (i) the Alternate Base Rate ("ABR") plus the applicable margin, or (ii) the term-specific Secured Overnight Financing Rate ("SOFR") plus the applicable margin. ABR is established as a rate per annum equal to the greatest of (a) the rate of interest publicly announced by JPMorgan as its prime rate, (b) the applicable rate of interest published by the Federal Reserve Bank of New York plus 0.5%, or (c) the term-specific SOFR for an interest period of one month plus 1.0%, in each case, subject to a 1.5% floor, plus an applicable margin of 0.75% to 1.75% based on the utilization of the Credit Facility. Term-specific SOFR is based on one-, three-, or six-month terms as selected by us and is subject to a 0.5% floor, plus an applicable margin of 1.75% to 2.75%, based on the utilization of the Credit Facility. Interest on borrowings that bear interest at the SOFR are payable on the last day of the applicable interest period selected by us, and interest on borrowings that bear interest at the ABR are payable quarterly in arrears.

The Credit Facility is guaranteed by all our restricted domestic subsidiaries and is secured by first priority security interests on substantially all assets, including a mortgage on at least 90% of the total value of the proved properties evaluated in the most recently delivered reserve reports, including any engineering reports relating to the crude oil and natural gas properties of our restricted domestic subsidiaries, subject to customary exceptions.

The Credit Facility contains customary representations and affirmative covenants. The Credit Facility also contains customary negative covenants, which, among other things, and subject to certain exceptions, including the suspension and/or modification of certain covenants in the event that we receive investment grade credit ratings, include restrictions on (i) liens, (ii) indebtedness, guarantees and other obligations, (iii) restrictions in agreements on liens and distributions, (iv) mergers or consolidations, (v) asset sales, (vi) restricted payments, (vii) investments, (viii) affiliate transactions, (ix) change of business, (x) foreign operations or subsidiaries, (xi) changes to organizational documents, (xii) use of proceeds from loans and letters of credit, (xiii) hedging transactions, (xiv) additional subsidiaries, (xv) changes in fiscal year or fiscal quarter, (xvi) prepayments of certain debt and other obligations, (xvii) sales or discounts of receivables, and (xviii) dividend payment thresholds.

In addition, we are subject to certain financial covenants under the Credit Facility, as tested on the last day of each fiscal quarter, including, without limitation, (a) a maximum ratio of our consolidated net indebtedness to earnings before interest, income taxes, depreciation, depletion, and amortization, exploration expense, and other non-cash charges ("permitted net leverage ratio") of 3.00 to 1.00, (b) a current ratio, inclusive of the unused commitments under the Credit Facility then available to be borrowed, to not be less than 1.00 to 1.00, and (c) upon the achievement of investment grade credit ratings, a PV-9 coverage ratio of the net present value, discounted at 9% per annum, of the estimated future net revenues expected in the proved reserves to our total net indebtedness of not less than 1.50 to 1.00 ("PV-9 Coverage Ratio"). We were in compliance with all covenants under the Credit Facility as of September 30, 2024 and through the filing of this Quarterly Report on Form 10-Q.

The following table presents the outstanding balance, letters of credit outstanding, and available borrowing capacity under the Credit Facility as of the dates indicated (in thousands):

	November 6, 2024	September 30, 2024	December 31, 2023
Outstanding balance	$ 850,000	$ 800,000	$ 750,000
Letters of credit	2,100	2,100	2,100
Available borrowing capacity	1,347,900	1,397,900	1,097,900
Total aggregate elected commitments	$ 2,200,000	$ 2,200,000	$ 1,850,000

As of September 30, 2024 and December 31, 2023, the unamortized deferred financing costs associated with amendments to the Credit Facility were $31.4 million and $34.4 million, respectively. Of the unamortized deferred financing costs, (i) $23.2 million and $26.9 million are presented within other noncurrent assets on the accompanying balance sheets as of September 30, 2024 and December 31, 2023, respectively, and (ii) $8.2 million and $7.5 million are presented within prepaid expenses and other on the accompanying balance sheets as of September 30, 2024 and December 31, 2023, respectively.

Deferred Acquisition Consideration

The Vencer Acquisition included deferred consideration of $550.0 million to be paid in cash on or before January 3, 2025. We discounted this obligation and recorded $532.3 million as deferred acquisition consideration upon closing and are amortizing the discount to interest expense in the accompanying statements of operations until the payment is made. During the nine months ended September 30, 2024, we paid $75.0 million of this deferred consideration, which is recorded as a cash outflow within the acquisitions of businesses, net of cash acquired in the accompanying unaudited condensed consolidated statements of cash flows ("statements of cash flows"). $475.0 million of deferred consideration remains to be paid on or before January 3, 2025.

Interest Expense

For the three months ended September 30, 2024 and 2023, we incurred interest expense of $117.8 million and $76.5 million, respectively. Interest expense for the three months ended September 30, 2024 includes $9.5 million related to the amortization of deferred acquisition consideration associated with the Vencer Acquisition. For the nine months ended September 30, 2024 and 2023, we incurred interest expense of $342.4 million and $92.7 million, respectively. Interest expense for the nine months ended September 30, 2024 includes $27.4 million related to the amortization of deferred acquisition consideration associated with the Vencer Acquisition.

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COMMITMENTS AND CONTINGENCIES

9 Months Ended
Sep. 30, 2024

Commitments and Contingencies Disclosure [Abstract]

COMMITMENTS AND CONTINGENCIES COMMITMENTS AND CONTINGENCIES

Commitments. We routinely enter into, extend, or amend operating agreements in the ordinary course of business. We have long-term transportation, sales, processing, and water delivery commitments. There were no significant commitments entered into during the nine months ended September 30, 2024. For details of our existing commitments, refer to *Note 6 - Commitments and Contingencies* in *Item 8. Financial Statements and Supplementary Data* included in our 2023 Form 10-K.

Litigation and Legal Items. We are involved in various legal proceedings. We review the status of these proceedings on an ongoing basis and, from time to time, may settle or otherwise resolve these matters on terms and conditions that management believes are in our best interests. We have provided the necessary estimated accruals in the accompanying balance sheets where deemed appropriate for litigation and legal related items that are ongoing and not yet concluded. Although the results cannot be known with certainty, we currently believe that the ultimate results of such proceedings will not have a material adverse effect on our financial position, results of operations, or liquidity.

STOCK-BASED COMPENSATION

9 Months Ended Sep. 30, 2024

Share-Based Payment Arrangement [Abstract]

STOCK-BASED COMPENSATION

STOCK-BASED COMPENSATION

Long Term Incentive Plans

In June 2024, in connection with our stockholders' approval at our 2024 annual meeting of stockholders, we adopted the 2024 Long Term Incentive Plan (the "2024 LTIP"), which provides for the issuance of restricted stock units, performance stock units, stock options, and various other forms of awards, and reserved 3,100,000 shares of common stock for issuance under the 2024 LTIP. The 2024 LTIP supersedes and replaces all of our previous long-term incentive plans (the "Prior Plans"), such that awards may not be granted under the Prior Plans subsequent to the adoption of the 2024 LTIP. Awards granted under the Prior Plans will remain subject to the terms and conditions set forth in the applicable Prior Plan. The Prior Plans and 2024 LTIP are collectively referred to herein as the "LTIP."

We record compensation expense associated with the issuance of awards under the LTIP on a straight-line basis over the vesting period based on the fair value of the awards as of the date of grant within general and administrative expense in the accompanying statements of operations. The following table outlines the compensation expense recorded by type of award (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Restricted and deferred stock units	$ 7,535	$ 4,711	$ 21,333	$ 13,905
Performance stock units	5,126	3,591	14,789	11,672
Total stock-based compensation	$ 12,661	$ 8,302	$ 36,122	$ 25,577

As of September 30, 2024, unrecognized compensation expense related to the awards granted under the LTIP will be amortized through the relevant periods as follows (in thousands):

	Unrecognized Compensation Expense	Final Year of Recognition
Restricted and deferred stock units	$ 42,611	2027
Performance stock units	27,966	2026
Total unrecognized stock-based compensation	$ 70,577	

Restricted Stock Units and Deferred Stock Units

We grant time-based restricted stock units ("RSUs") to our officers, executives, and employees and time-based deferred stock units ("DSUs") to our non-employee directors under the LTIP. Each RSU and DSU represents a right to receive one share of our common stock after the RSU or DSU vests and is settled. RSUs generally vest ratably either over a one, two, or three-year service period on each anniversary following the grant date. RSUs are settled in shares of our common stock shortly after vesting. DSUs generally vest over a one-year period following the grant date. DSUs are settled in shares of our common stock upon the non-employee director's separation of service from our Board of Directors (our "Board"). The grant-date fair value of RSUs and DSUs is equal to the closing price of our common stock on the date of the grant.

The following table presents the changes in non-vested RSUs and DSUs for the nine months ended September 30, 2024:

	RSUs and DSUs	Weighted-Average Grant-Date Fair Value
Non-vested, beginning of year	855,627	$ 66.31
Granted	472,485	64.45
Vested	(294,594)	64.65
Forfeited	(58,841)	67.18
Non-vested, end of period	974,677	$ 65.86

The aggregate grant-date fair value of the RSUs and DSUs granted under the LTIP during the nine months ended September 30, 2024 was $30.5 million.

Performance Stock Units

We grant market-based performance stock units ("PSUs") to our officers and certain executives under the LTIP. The number of shares of our common stock issued to settle PSUs ranges from zero to 225% (or, for PSUs granted prior to fiscal year 2023, 200%) of the number of PSUs granted and is determined based on performance achievement against certain market-based criteria over a three-year performance period. PSUs generally vest on December 31 of the year preceding the third anniversary of the date of grant and settle by March 15 of the following year upon the determination and approval of performance achievement by the Compensation Committee of our Board.

Performance achievement is determined based on either, or a combination of, (1) our annualized absolute total stockholder return ("TSR") or (2) for certain PSUs granted prior to fiscal year 2023, our absolute TSR relative to that of a defined peer group. Absolute TSR is determined based upon the change in our stock price over the performance period plus dividends paid. For awards with a relative TSR component, our absolute TSR is compared with the absolute TSRs of a group of peer companies over the performance period.

The grant-date fair value of the PSUs was estimated using a Monte Carlo valuation model. The Monte Carlo valuation model is based on random projections of stock price paths and repeated numerous times to achieve a probabilistic assessment. Significant assumptions used in this valuation include our expected volatility as well as the volatilities for each of our peers and an interpolated risk-free interest rate based on U.S. Treasury yields with maturities consistent with the performance period.

The following table presents the change of non-vested PSUs for the nine months ended September 30, 2024:

	PSUs	Weighted-Average Grant-Date Fair Value
Non-vested, beginning of year	472,593	$ 92.08
Granted[1]	270,509	74.55
Additional shares based on performance[2]	59,504	97.45
Vested[2]	(139,218)	91.59
Forfeited	(13,342)	99.71
Non-vested, end of period[1]	650,046	$ 85.23

[1] The number of awards assumes that the associated performance condition is met at the target amount (multiplier of one). The final number of shares of our common stock issued may vary depending on the performance multiplier, which ranges from zero to 225% (or, for PSUs granted prior to fiscal year 2023, 200%), depending on the level of satisfaction of the performance condition.

[2] Upon completion of the performance period for the PSUs granted in 2021, a performance achievement of 200% or 141%, as applicable, was applied to each of the grants, resulting in a number of shares greater than the target amount of such PSUs vesting and being settled during the nine months ended September 30, 2024.

The aggregate grant-date fair value of the PSUs granted under the LTIP during the nine months ended September 30, 2024 was $20.2 million.

FAIR VALUE MEASUREMENTS

9 Months Ended Sep. 30, 2024

Fair Value Disclosures [Abstract]

FAIR VALUE MEASUREMENTS

FAIR VALUE MEASUREMENTS

We follow authoritative accounting guidance for measuring the fair value of assets and liabilities. This guidance defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Further, this guidance establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available.

The fair value hierarchy is broken down into three levels based on the reliability of the inputs as follows:

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

Level 2: Quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar instruments in markets that are not active, and model-derived valuations whose inputs are observable or whose significant value drivers are observable

Level 3: Significant inputs to the valuation model are unobservable

We classify financial and non-financial assets and liabilities based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of the fair value of assets and liabilities and their placement within the fair value hierarchy.

Derivatives

We use Level 2 inputs to measure the fair value of crude oil and natural gas commodity price derivatives. The fair value of our commodity price derivatives is estimated using industry-standard models that contemplate various inputs including, but not limited to, the contractual price of the underlying position, current market prices, forward commodity price curves, volatility factors, time value of money, and the credit risk of both us and our counterparties. We validate our fair value estimate by corroborating the original source of inputs, monitoring changes in valuation methods and assumptions, and reviewing counterparty mark-to-market statements and other supporting documentation. Refer to *Note 9 - Derivatives* for more information regarding our derivative instruments.

The following table presents our financial assets and liabilities that were accounted for at fair value on a recurring basis as of September 30, 2024 and December 31, 2023 and their classification within the fair value hierarchy (in thousands):

	As of September 30, 2024	As of December 31, 2023
	Level 2	Level 2
Derivative assets	$ 98,804	$ 43,425
Derivative liabilities	$ 25,058	$ 18,096

Long-Term Debt

The portion of our long-term debt related to our Credit Facility, if any, approximates its fair value as it bears interest at a floating rate that approximates a current market rate. The portion of our long-term debt related to our Senior Notes is recorded at cost, net of any unamortized discount and deferred financing costs. The fair value of our Senior Notes is based on quoted market prices, and as such, is designated as Level 1 within the fair value hierarchy. The following table presents the fair value our Senior Notes as of the dates indicated (in thousands):

		As of September 30, 2024		As of December 31, 2023	
	Nominal Interest	Fair Value	Percent of Par	Fair Value	Percent of Par
2026 Senior Notes	5.000%	$ 395,616	98.9%	$ 389,020	97.3%
2028 Senior Notes	8.375%	1,408,266	104.3%	1,412,559	104.6%
2030 Senior Notes	8.625%	1,060,660	106.1%	1,063,050	106.3%
2031 Senior Notes	8.750%	1,430,676	106.0%	1,433,363	106.2%

Our deferred acquisition consideration was recorded in connection with the Vencer Acquisition using an estimated fair value discount at the time of the transaction based on quoted market prices from our debt as well as other inputs classified as Level 2 within the fair value hierarchy. As of September 30, 2024, the carrying value of the deferred acquisition consideration approximated fair value. Refer to *Note 5 - Debt* for additional information.

Acquisitions and Impairments of Proved and Unproved Properties

We measure acquired assets or businesses at fair value on a nonrecurring basis and review our proved and unproved crude oil and natural gas properties for impairment using inputs that are not observable in the market and are therefore designated as Level 3 within the valuation hierarchy. The most significant fair value determinations for non-financial assets and liabilities are related to crude oil and natural gas properties acquired. Refer to *Note 2 - Acquisitions and Divestitures* for additional information. During the three and nine months ended September 30, 2024 and 2023, we recorded no impairments of proved or unproved properties. Refer to *Note 1 – Summary of Significant Accounting Policies* in *Item 8. Financial Statements and Supplementary Data* included in our 2023 Form 10-K for information on our

policies for determining fair value of proved and unproved properties and related impairment expense.

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DERIVATIVES

9 Months Ended
Sep. 30, 2024

Derivative Instruments and Hedging Activities Disclosure [Abstract]

DERIVATIVES

DERIVATIVES

We periodically enter into commodity derivative contracts to mitigate a portion of our exposure to potentially adverse market changes in commodity prices for our expected future crude oil and natural gas production and the associated impact on cash flows. Our commodity derivative contracts consist of swaps, collars, basis protection swaps, and puts. As of September 30, 2024, all derivative counterparties were members of the Credit Facility lender group, and all commodity derivative contracts are entered into for other-than-trading purposes. We do not designate our commodity derivative contracts as hedging instruments.

A typical swap arrangement guarantees a fixed price on contracted volumes. If the agreed upon published third-party index price ("index price") is lower than the fixed contract price at the time of settlement, we receive the difference between the index price and the fixed contract price. If the index price is higher than the fixed contact price at the time of settlement, we pay the difference between the index price and the fixed contract price.

A typical collar arrangement establishes a floor and ceiling price on contracted volumes through the use of a short call and a long put. When the index price is above the ceiling price at the time of settlement, we pay the difference between the index price and the ceiling price. When the index price is below the floor price at the time of settlement, we receive the difference between the index price and floor price. When the index price is between the floor price and ceiling price, no payment or receipt occurs.

Basis protection swaps are arrangements that guarantee a price differential from a specified delivery point. For basis protection swaps, we receive a payment from the counterparty if the price differential is greater than the stated terms of the contract and pay the counterparty if the price differential is less than the stated terms of the contract.

A put arrangement gives us the right to sell the underlying commodity at a strike price over the term of the contract. If the index price is higher than the strike price, no payment or receipt occurs. If the index price is lower than the strike price, we receive the difference between the index price and the strike price.

The following table summarizes the components of the derivative gain (loss), net presented on the accompanying statements of operations for the periods below (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Derivative cash settlement gain (loss), net				
Crude oil contracts	$ (11,145)	$ (32,397)	$ (41,412)	$ (38,010)
Natural gas contracts	29,340	(625)	35,700	(6,897)
Total derivative cash settlement gain (loss), net	18,195	(33,022)	(5,712)	(44,907)
Change in fair value gain (loss)	132,834	(117,639)	54,639	(75,667)
Total derivative gain (loss), net	$ 151,029	$ (150,661)	$ 48,927	$ (120,574)

As of September 30, 2024, we had entered into the following commodity price derivative contracts:

	Contract Period					
	Q4 2024	Q1 2025	Q2 2025	Q3 2025	Q4 2025	2026
Crude Oil Derivatives (volumes in Bbl/day and prices in $/Bbl)						
Swaps						
NYMEX WTI Volumes	25,997	19,000	19,000	22,000	—	—
Weighted-Average Contract Price	$ 70.77	$ 72.74	$ 71.89	$ 74.34	$ —	$ —
Collars						
NYMEX WTI Volumes	23,504	28,000	32,000	28,000	6,000	—
Weighted-Average Ceiling Price	$ 80.99	$ 79.87	$ 77.78	$ 77.65	$ 75.53	$ —
Weighted-Average Floor Price	$ 65.66	$ 70.00	$ 69.88	$ 69.31	$ 55.00	$ —
Puts						
NYMEX WTI Volumes	5,669	—	—	—	—	—
Weighted-Average Contract Price	$ 55.00	$ —	$ —	$ —	$ —	$ —
Natural Gas Derivatives (volumes in MMBtu/day and prices in $/MMBtu)						
Swaps						
NYMEX HH Volumes	131,701	110,000	110,000	110,000	110,000	—
Weighted-Average Contract Price	$ 2.71	$ 3.20	$ 3.20	$ 3.20	$ 3.20	$ —
Collars						
NYMEX HH Volumes	—	20,000	20,000	20,000	20,000	130,000
Weighted-Average Ceiling Price	$ —	$ 3.76	$ 3.76	$ 3.76	$ 3.76	$ 4.02
Weighted-Average Floor Price	$ —	$ 3.03	$ 3.03	$ 3.03	$ 3.03	$ 3.24
Basis Protection Swaps						
WAHA Basis Volumes	130,000	130,000	130,000	130,000	130,000	130,000
Weighted-Average Contract Price	$ (0.97)	$ (1.17)	$ (1.17)	$ (1.17)	$ (1.17)	$ (1.31)
WAHA Index Volumes	96,522	90,000	—	—	—	—
Weighted-Average Contract Price	$ 0.02	$ 0.07	$ —	$ —	$ —	$ —

Subsequent to September 30, 2024 and as of November 1, 2024, we had entered into the following commodity price derivative contracts:

	Contract Period					
	Q4 2024	Q1 2025	Q2 2025	Q3 2025	Q4 2025	2026
Crude Oil Derivatives (volumes in Bbl/day and prices in $/Bbl)						
Swaps						
NYMEX WTI Volumes	—	—	—	—	5,000	—
Weighted-Average Contract Price	$ —	$ —	$ —	$ —	$ 69.68	$ —
Collars						
NYMEX WTI Volumes	—	—	—	—	39,000	—
Weighted-Average Ceiling Price	$ —	$ —	$ —	$ —	$ 75.85	$ —
Weighted-Average Floor Price	$ —	$ —	$ —	$ —	$ 59.28	$ —
Natural Gas Derivatives (volumes in MMBtu/day and prices in $/MMBtu)						
Basis Protection Swaps						
WAHA Index Volumes	6,739	—	—	—	—	—
Weighted-Average Contract Price	$ (0.03)	$ —	$ —	$ —	$ —	$ —

Derivative Assets and Liabilities Fair Value

Our commodity price derivatives are measured at fair value and are included in the accompanying balance sheets as derivative assets and liabilities. The following table contains a summary of all our derivative positions reported on the accompanying balance sheets as well as a reconciliation between the gross assets and liabilities and the potential effects of master netting arrangements on the fair value of our commodity derivative contracts as of September 30, 2024, and December 31, 2023 (in thousands):

	September 30, 2024	December 31, 2023
Derivative Assets:		
Commodity contracts - current	$ 94,312	$ 35,192
Commodity contracts - noncurrent	4,492	8,233
Total derivative assets	98,804	43,425
Amounts not offset in the accompanying balance sheets	(25,058)	(11,859)
Total derivative assets, net	$ 73,746	$ 31,566
Derivative Liabilities:		
Commodity contracts - current	$ (14,168)	$ (18,096)
Commodity contracts - long-term	(10,890)	—
Total derivative liabilities	(25,058)	(18,096)
Amounts not offset in the accompanying balance sheets	25,058	11,859
Total derivative liabilities, net	$ —	$ (6,237)

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ASSET RETIREMENT OBLIGATIONS

9 Months Ended
Sep. 30, 2024

Asset Retirement Obligation Disclosure [Abstract]

ASSET RETIREMENT OBLIGATIONS

ASSET RETIREMENT OBLIGATIONS

We recognize an estimated liability for future costs associated with the abandonment of our crude oil and natural gas properties, including facilities requiring decommissioning. A liability for the fair value of an asset retirement obligation and corresponding increase to the carrying value of the related long-lived asset are recorded at the time a well is drilled or acquired, or a facility is constructed. The increase in carrying value is included in proved properties in the accompanying balance sheets. We deplete the amount added to proved properties and recognize expense in connection with the accretion of the discounted liability over the remaining estimated economic lives of the respective long-lived assets. Cash paid to settle asset retirement obligations is included in the cash flows from operating activities section of our accompanying statements of cash flows.

Our estimated asset retirement obligation liability is based on historical experience plugging and abandoning wells, estimated plugging and abandonment cost, estimated economic lives, and regulatory requirements. The liability is discounted using the credit-adjusted risk-free rate estimated at the time the liability is incurred or revised.

A roll-forward of our asset retirement obligation is as follows (in thousands):

	Amount
Balance as of December 31, 2023	$ 336,832
Additional liabilities incurred with development activities and other	7,359
Additional liabilities incurred with acquisitions	37,251
Liabilities settled	(29,303)
Accretion expense	17,370
Obligations discharged with divestitures	(27,976)
Balance as of September 30, 2024	$ 341,533
Current portion[1]	$ 31,116
Long-term portion	$ 310,417

[1] The current portion of the asset retirement obligation is included in other liabilities on the accompanying balance sheets.

EARNINGS PER SHARE

9 Months Ended
Sep. 30, 2024

Earnings Per Share [Abstract]

EARNINGS PER SHARE

EARNINGS PER SHARE

Earnings per basic and diluted share are calculated under the treasury stock method. Basic net income per common share is calculated by dividing net income by the basic weighted-average common shares outstanding for the respective period. Diluted net income per common share is calculated by dividing net income by the diluted weighted-average common shares outstanding, which includes the effect of potentially dilutive securities. Potentially dilutive securities consist of unvested RSUs, DSUs, PSUs as well as outstanding in-the-money stock options and warrants. When we recognize a loss from continuing operations, all potentially dilutive shares are anti-dilutive and are consequently excluded from the calculation of diluted earnings per share.

As discussed in *Note 7 - Stock-Based Compensation*, PSUs represent the right to receive a number of shares of the Company's common stock ranging from zero to 225% (or, for PSUs granted prior to fiscal year 2023, 200%) of PSUs granted based on the performance achievement over the applicable performance period. The number of potentially dilutive shares related to PSUs is based on the number of shares, if any, that would be issuable at the end of the respective reporting period, assuming that date was the end of the performance period applicable to such awards.

We have also issued warrants, which represent the right to purchase our common stock at a specified exercise price. The number of potentially dilutive shares related to the warrants is based on the number of shares, if any, that would be exercisable at the end of the respective reporting period, assuming that date was the end of such warrants' term. Warrants are only dilutive when the average price of the common stock during the period exceeds the exercise price. The exercise price of our warrants was in excess of our stock price during the three and nine months ended September 30, 2024 and 2023; therefore, they were excluded from the earnings per share calculation.

The following table sets forth the calculations of basic and diluted net earnings per common share (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net income	$ 295,803	$ 139,672	$ 687,613	$ 481,420
Basic earnings per common share	$ 3.02	$ 1.57	$ 6.91	$ 5.75
Diluted earnings per common share	$ 3.01	$ 1.56	$ 6.88	$ 5.70
Weighted-average shares outstanding - basic	97,905	88,911	99,540	83,700
Add: dilutive effect of stock awards	319	720	411	768
Weighted-average shares outstanding - diluted	98,224	89,631	99,951	84,468

There were 160,611 and 10,103 shares that were anti-dilutive for the three months ended September 30, 2024 and 2023, respectively. There were 144,300 and 7,437 shares that were anti-dilutive for the nine months ended September 30, 2024 and 2023, respectively.

INCOME TAXES

9 Months Ended
Sep. 30, 2024

Income Tax Disclosure [Abstract]

INCOME TAXES

INCOME TAXES

Deferred tax assets and liabilities are measured by applying the provisions of enacted tax laws to determine the amount of taxes payable or refundable currently or in future years related to cumulative temporary differences between the tax basis of assets and liabilities and amounts reported in the accompanying balance sheets. The tax effect of the net change in the cumulative temporary differences during each period in the deferred tax assets and liabilities determines the periodic provision for deferred taxes.

We assess the recoverability of our deferred tax assets each period by considering whether it is more likely than not that all or a portion of the deferred tax assets will be realized. In making such a determination, we consider all available evidence (both positive and negative), including future reversals of temporary differences, tax-planning strategies, projected future taxable income, and results of operations. As a result of merger activity in 2021, we recorded a valuation allowance of $25.4 million, which continued to be recorded as of September 30, 2024 and December 31, 2023, against certain acquired net operating losses and other tax attributes due to the limitation on realizability caused by the change of ownership provisions of Section 382 of the Internal Revenue Code. We will continue to monitor facts and circumstances in the reassessment of the likelihood that the deferred tax assets will be realized.

The net deferred tax liability as of September 30, 2024 and December 31, 2023 was $752.2 million and $564.8 million, respectively. Additionally, income tax payable of $1.3 million is included in other liabilities on the accompanying balance sheets as of September 30, 2024, and prepaid income taxes of $9.6 million is included in prepaid expenses and other on the accompanying balance sheets as of December 31, 2023.

During the three months ended September 30, 2024 and 2023, we recorded income tax expense of $93.3 million and $29.7 million, respectively. During the nine months ended September 30, 2024 and 2023, we recorded income tax expense of $195.3 million and $139.1 million, respectively. Income tax expense differs from the amount that would be provided by applying the statutory United States federal income tax rate of 21% to income from operations before income taxes due to the effect of state income taxes, excess tax benefits and deficiencies on stock-based compensation awards, tax limitations on compensation of covered individuals, tax credits, and other permanent differences. During the nine months ended September 30, 2024, income tax expense was additionally impacted by deferred tax benefits from state apportionment changes as a result of the Vencer Acquisition. During the three and nine months ended September 30, 2023, income tax expense was additionally impacted by deferred tax benefits from state apportionment changes as a result of the Hibernia and Tap Rock acquisitions.

We had no unrecognized tax benefits as of September 30, 2024 and December 31, 2023. We do not believe that there are any new items or changes in facts or judgments that would impact our tax position taken thus far in 2024.

In 2022, the Inflation Reduction Act ("IRA") was signed into law. Among other provisions, the IRA imposes a 15% corporate alternative minimum tax ("Corporate AMT") for tax years beginning after December 31, 2022, imposes a 1% excise tax on corporate stock repurchases after December 31, 2022, and provides tax incentives to promote various energy efficient initiatives. We are evaluating the potential impact of the Corporate AMT on our current income tax expense and income taxes payable; however, we currently do not believe this will materially affect our income taxes paid for the 2024 tax year.

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

9 Months Ended
Sep. 30, 2024

Organization, Consolidation and Presentation of Financial Statements [Abstract]

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

Supplemental cash flow disclosures are presented below (in thousands):

	Nine Months Ended September 30,	
	2024	2023
Supplemental cash flow information:		
Cash refunded for income taxes, net	$ 2,925	$ 7,861
Cash paid for interest	(334,858)	(17,110)
Supplemental non-cash investing and financing activities:		
Changes in working capital related to capital expenditures	(22,323)	(112,454)

STOCKHOLDERS' EQUITY

9 Months Ended
Sep. 30, 2024

Equity [Abstract]

STOCKHOLDERS' EQUITY

STOCKHOLDERS' EQUITY

Stock Repurchases

In July 2024, our Board authorized a new stock repurchase program authorizing repurchases of up to $500 million of our outstanding shares of common stock, in the open market, in privately negotiated transactions, or through block trades, derivative transactions, or purchases made in accordance with Rule 10b-18 and Rule 10b5-1 of the Exchange Act. The new stock repurchase program replaced our prior stock repurchase program, which was terminated in connection with the adoption of the new stock repurchase program. The stock repurchase program does not have a termination date, does not require any specific number of shares to be acquired, and can be modified or discontinued by our Board at any time.

We record stock repurchases at cost, which includes transaction costs that are direct and incremental to the repurchase, as a reduction to stockholders' equity. As part of the transaction costs that are direct and incremental to the repurchase and, subject to netting against the fair value of stock issuances, we record a 1% excise tax with the corresponding liability recorded within accounts payable and accrued expenses on the accompanying balance sheets. Any excess of cost over the par value is charged to additional paid-in-capital on a pro-rata basis, with any remaining cost charged to retained earnings.

The table below summarizes stock repurchases pursuant to the stock repurchase program during the nine months ended September 30, 2024 and 2023:

	Number of Shares (in thousands)	Weighted-Average Price	Total Purchase Price (in thousands)[1]
2024			
Privately negotiated transactions			
NGP Tap Rock Holdings, LLC and certain of its affiliates	876.2	$ 64.54	$ 56,549
Vencer	1,041.7	71.99	75,000
Other transactions	2,221.4	62.24	138,267
Total stock repurchases	4,139.3	$ 65.18	$ 269,816
2023			
Privately negotiated transactions			
CPPIB Crestone Peak Resources Canada Inc.	4,918.0	$ 61.00	$ 300,000
Other transactions	312.8	64.55	20,190
Total stock repurchases	5,230.8	$ 61.21	$ 320,190

(1) Excludes commissions paid and excise taxes accrued related to stock repurchases.

These stock repurchases were funded from our cash on hand, and the shares were immediately retired. As of September 30, 2024, $422.0 million remained available under the program for repurchase of our outstanding common stock.

Dividends

As approved by our Board, cash dividends are paid quarterly and consist of a base and variable component. Beginning in the third quarter of 2024, variable cash dividends are equal to 50% of Adjusted Free Cash Flow for the preceding twelve-month period and pro forma for all acquisition and divestiture activity, after the base cash dividend, less any stock repurchases allocated to the quarter for which the dividend is declared, assuming pro forma compliance with certain leverage targets under our debt agreements. Future dividend payments must be approved by our Board and will depend on our liquidity, financial requirements, and other factors considered relevant by our Board.

The following table summarizes the dividends declared in the nine months ended September 30, 2024 and 2023:

	Base (per share)	Variable (per share)	Total (per share)	Total (in thousands)
2024				
First quarter	$ 0.50	$ 0.95	$ 1.45	$ 148,327
Second quarter	$ 0.50	$ 1.00	$ 1.50	$ 150,797
Third quarter	$ 0.50	$ 1.02	$ 1.52	$ 144,884
2023				
First quarter	$ 0.50	$ 1.65	$ 2.15	$ 176,878
Second quarter	$ 0.50	$ 1.62	$ 2.12	$ 173,358
Third quarter	$ 0.50	$ 1.24	$ 1.74	$ 167,010

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Insider Trading Arrangements	3 Months Ended Sep. 30, 2024
Trading Arrangements, by Individual	
Rule 10b5-1 Arrangement Adopted	false
Non-Rule 10b5-1 Arrangement Adopted	false
Rule 10b5-1 Arrangement Terminated	false
Non-Rule 10b5-1 Arrangement Terminated	false

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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Policies) — 9 Months Ended Sep. 30, 2024

Accounting Policies [Abstract]

Basis of Presentation and Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of Civitas and have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information, the instructions to Quarterly Report on Form 10-Q, and Regulation S-X. Accordingly, pursuant to such rules and regulations, certain notes and other financial information included in audited financial statements have been condensed or omitted. In the opinion of management, all adjustments, consisting of normal recurring adjustments considered necessary for a fair presentation of interim financial information, have been included. All significant intercompany balances and transactions have been eliminated in consolidation.

The December 31, 2023 unaudited condensed consolidated balance sheet data has been derived from the audited consolidated financial statements contained in our 2023 Form 10-K, but does not include all disclosures, including notes required by GAAP. As such, this Quarterly Report on Form 10-Q should be read in conjunction with the audited consolidated financial statements and related notes included in our 2023 Form 10-K. In connection with the preparation of the unaudited condensed consolidated financial statements, we evaluated events subsequent to the balance sheet date of September 30, 2024 through the filing date of this Quarterly Report on Form 10-Q. The results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the full year or any other future period. Additionally, certain insignificant prior period amounts have been reclassified to conform to current period presentation in the accompanying unaudited condensed consolidated financial statements. Such reclassifications did not have a material impact on prior period consolidated financial statements.

Recently Issued and Adopted Accounting Standards

Recently Issued and Adopted Accounting Standards

In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07"). ASU 2023-07 was issued to improve the disclosures about a public entity's reportable segments and to provide additional, more detailed information about a reportable segment's expenses. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The guidance is to be applied on a retrospective basis to all prior periods presented in the financial statements. We are within the scope of this ASU and are evaluating the impact of this ASU on our consolidated financial statement disclosures.

In December 2023, the FASB issued ASU No. 2023-09, Improvements to Income Tax Disclosures ("ASU 2023-09"). ASU 2023-09 is intended to enhance income tax disclosures by requiring disclosure of items such as the disaggregation of the income tax rate reconciliation as well as information regarding income taxes paid. This ASU is effective for annual reporting periods beginning after December 15, 2024, and early adoption is permitted. ASU 2023-07 should be applied on a prospective basis, and retrospective application is permitted. We are evaluating the impact that ASC 2023-09 will have on the consolidated financial statements and our plan for adoption, including the adoption date and transition method.

In March 2024, the SEC adopted rules intended to enhance and standardize climate-related disclosures in registration statements and annual reports. The new rules will require disclosure of material climate-related risks, including disclosure of boards of directors' oversight and risk management activities, the material impacts of these risks to us and the quantification of material impacts to us as a result of severe weather events and other natural conditions. The rules also require disclosure of

material greenhouse gas emissions and any material climate-related targets and goals. The new rules were to be effective for annual reporting periods beginning in fiscal year 2025, except for the greenhouse gas emissions disclosures which were to be effective for annual reporting periods beginning in fiscal year 2026, though the new rules were voluntarily stayed by the SEC on April 4, 2024 pending completion of the judicial review of consolidated challenges to the new rules by the Court of Appeals for the Eighth Circuit. We are currently evaluating the impact of these new rules.

As of the filing of this Quarterly Report, we have not elected to early adopt ASU 2023-07 or ASU 2023-09. There are no other accounting standards applicable that would have a material effect on our financial statements and disclosures that have been issued but not yet adopted as of September 30, 2024, and through the filing date of this Quarterly Report on Form 10-Q.

Acquisitions and Divestitures

ACQUISITIONS AND DIVESTITURES All mergers and acquisitions disclosed below are accounted for under the acquisition method of accounting for business combinations under ASC Topic 805, *Business Combinations*. Accordingly, we conducted assessments of the net assets acquired and recognized amounts for identifiable assets acquired and liabilities assumed at their estimated acquisition date fair values, while transaction and integration costs associated with the acquisition were expensed as incurred. The fair value measurements of assets acquired, and liabilities assumed were based on inputs that are not observable in the market, and therefore represent Level 3 inputs. The fair values of crude oil and natural gas properties were measured using valuation techniques that converted future cash flows to a single discounted amount. Significant inputs to the valuation of the crude oil and natural gas properties included estimates of reserves, future operating and development costs, future commodity prices, estimated future cash flows, reserve adjustment factors, and a market-based weighted-average cost of capital. These inputs required significant judgments and estimates by management at the time of the valuation.

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ACQUISITIONS AND DIVESTITURES (Tables) — 9 Months Ended Sep. 30, 2024

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

Schedule of Consideration Transferred and Preliminary Purchase Price Allocation

The following tables present the consideration transferred and preliminary purchase price allocation of the assets acquired and the liabilities assumed in the Vencer Acquisition:

Consideration (in thousands, except shares and per share amount)	
Cash consideration	$ 996,420
Deferred acquisition consideration[1][3]	$ 532,284
Shares of common stock issued	7,181,527
Closing price per share[2]	$ 68.08
Equity consideration[4]	$ 488,918
Total consideration	$ 2,017,622

[1] Based on discounted fixed and determinable future payments of cash.
[2] Based on the closing stock price of Civitas common stock on January 2, 2024.
[3] Amounts represent non-cash investing activities until such time payments are made, as applicable. Refer to *Note 5 - Debt* for additional information.
[4] Amounts represent non-cash financing activities.

Preliminary Purchase Price Allocation (in thousands)	
Assets Acquired	
Proved properties	$ 1,855,909
Unproved properties	231,627
Other property and equipment	666
Right-of-use assets	4,049
Total assets acquired	$ 2,092,251
Liabilities Assumed	
Accounts payable and accrued expenses	$ 2,000
Crude oil and natural gas revenue distribution payable	28,423
Asset retirement obligations	40,157
Lease liability	4,049
Total liabilities assumed	74,629
Net assets acquired	$ 2,017,622

The following table presents the final purchase price allocation of the assets acquired and the liabilities assumed in the Hibernia Acquisition:

Final Purchase Price Allocation (in thousands)	
Assets Acquired	
Cash and cash equivalents	$ 30,671
Accounts receivable - crude oil and natural gas sales	86,262
Accounts receivable - joint interest and other	4,463
Proved properties	2,150,872
Unproved properties	115,802
Other property and equipment	520
Right-of-use assets	30,393
Total assets acquired	$ 2,418,983
Liabilities Assumed	
Accounts payable and accrued expenses	$ 110,022
Production taxes payable	10,320
Crude oil and natural gas revenue distribution payable	75,267
Asset retirement obligations	8,299
Lease liability	30,393
Total liabilities assumed	234,301
Net assets acquired	$ 2,184,682

The following tables present the consideration transferred and final purchase price allocation of the assets acquired and the liabilities assumed in the Tap Rock Acquisition:

Consideration (in thousands, except shares and per share amount)	
Cash consideration	$ 1,502,880
Shares of common stock issued	13,538,472
Closing price per share[1]	$ 73.14
Equity consideration	$ 990,204
Total consideration	$ 2,493,084

[1] Based on the closing stock price of Civitas common stock on August 2, 2023.

Final Purchase Price Allocation (in thousands)	
Assets Acquired	
Cash and cash equivalents	$ 6,543
Accounts receivable - crude oil and natural gas sales	105,509
Accounts receivable - joint interest and other	30,415
Prepaid expenses and other	17,930
Proved properties	2,334,678
Unproved properties	300,859
Other property and equipment	12,827
Right-of-use assets	626
Total assets acquired	$ 2,809,387
Liabilities Assumed	
Accounts payable and accrued expenses	$ 157,606
Production taxes payable	9,692
Crude oil and natural gas revenue distribution payable	68,094
Ad valorem taxes	1,407
Asset retirement obligations	28,612
Lease liability	626
Deferred revenue	50,266
Total liabilities assumed	316,303
Net assets acquired	$ 2,493,084

Schedule of Pro Forma Financial Information

The following unaudited pro forma financial information (in thousands, except per share amounts) represents a summary of the consolidated results of operations for the three and nine months ended September 30, 2023, assuming the Vencer Acquisition had been completed as of January 1, 2023 and the Hibernia and Tap Rock acquisitions had been completed as of January 1, 2022. The pro forma financial information is not necessarily indicative of the results of operations that would have been achieved if the Vencer, Hibernia, and Tap Rock acquisitions had been effective as of those dates, or of future results, and includes certain nonrecurring pro forma adjustments that were directly related to these business combinations.

	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2023
Total revenue	$ 1,448,735	$ 3,886,210
Net income	278,564	843,161
Earnings per common share - basic	$ 2.74	$ 8.35
Earnings per common share - diluted	2.72	8.29

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REVENUE RECOGNITION (Tables)

9 Months Ended
Sep. 30, 2024

Revenue from Contract with Customer [Abstract]

Schedule of Revenue by Revenue Stream

Revenue attributable to each identified revenue stream and operating region is disaggregated below (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
Sales by Commodity and Operating Region	**2024**	**2023**	**2024**	**2023**
Crude oil				
DJ Basin	$ 487,311	$ 582,798	$ 1,467,376	$ 1,583,605
Permian Basin	616,563	258,595	1,846,813	258,595
Total	1,103,874	841,393	3,314,189	1,842,200
Natural gas				
DJ Basin	45,009	67,418	159,860	214,079
Permian Basin	(35,522)	12,694	(53,995)	12,694
Total	9,487	80,112	105,865	226,773
NGL				
DJ Basin	79,970	77,502	248,357	243,714
Permian Basin	78,044	35,403	242,252	35,403
Total	158,014	112,905	490,609	279,117
Crude oil, natural gas, and NGL				
DJ Basin	612,290	727,718	1,875,593	2,041,398
Permian Basin	659,085	306,692	2,035,070	306,692
Total	$ 1,271,375	$ 1,034,410	$ 3,910,663	$ 2,348,090

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ACCOUNTS PAYABLE AND ACCRUED EXPENSES (Tables)

9 Months Ended
Sep. 30, 2024

Payables and Accruals [Abstract]

Schedule of Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses contain the following (in thousands):

	September 30, 2024	December 31, 2023
Accounts payable trade	$ 76,824	$ 55,750
Accrued drilling and completion costs	171,843	149,520
Accrued crude oil and natural gas operating expense	156,730	149,483
Accrued general and administrative expense	33,344	30,095
Accrued transaction costs	63	8,796
Accrued interest expense	109,324	141,401
Other accrued expenses	38,201	30,663
Total accounts payable and accrued expenses	$ 586,329	$ 565,708

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LONG-TERM DEBT (Tables)

9 Months Ended
Sep. 30, 2024

Debt Disclosure [Abstract]

Schedule of Long-term Debt Instruments

Debt, net of unamortized discounts and deferred financing costs, consists of the following (in thousands):

	September 30, 2024	December 31, 2023
Outstanding principal balances on Senior Notes:		
2026 Senior Notes (5.000%)	$ 400,000	$ 400,000
2028 Senior Notes (8.375%)	1,350,000	1,350,000
2030 Senior Notes (8.625%)	1,000,000	1,000,000
2031 Senior Notes (8.750%)	1,350,000	1,350,000
Outstanding principal balances on Senior Notes, gross	4,100,000	4,100,000
Less: unamortized discount and deferred financing costs	(58,477)	(64,268)
Outstanding principal balances on Senior Notes, net	4,041,523	4,035,732
Outstanding balance on Credit Facility	800,000	750,000
Long-term debt	4,841,523	4,785,732
Deferred acquisition consideration	469,183	—
Total debt	$ 5,310,706	$ 4,785,732

Senior Notes

The table below summarizes the face values, interest rates, maturity dates, and semi-annual interest payment dates related to our outstanding senior note obligations as of September 30, 2024 (in thousands):

	Interest Rate	Interest Payment Dates	Principal Amount	Maturity Date
2026 Senior Notes	5.000%	April 15, October 15	$ 400,000	October 15, 2026
2028 Senior Notes	8.375%	January 1, July 1	1,350,000	July 1, 2028
2030 Senior Notes	8.625%	May 1, November 1	1,000,000	November 1, 2030
2031 Senior Notes	8.750%	January 1, July 1	1,350,000	July 1, 2031

The following table presents the outstanding balance, letters of credit outstanding, and available borrowing capacity under the Credit Facility as of the dates indicated (in thousands):

	November 6, 2024	September 30, 2024	December 31, 2023
Outstanding balance	$ 850,000	$ 800,000	$ 750,000
Letters of credit	2,100	2,100	2,100
Available borrowing capacity	1,347,900	1,397,900	1,097,900
Total aggregate elected commitments	$ 2,200,000	$ 2,200,000	$ 1,850,000

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STOCK-BASED COMPENSATION (Tables)

9 Months Ended

Sep. 30, 2024

Share-Based Payment Arrangement [Abstract]

Summary of Share-Based Compensation Expense

The following table outlines the compensation expense recorded by type of award (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Restricted and deferred stock units	$ 7,535	$ 4,711	$ 21,333	$ 13,905
Performance stock units	5,126	3,591	14,789	11,672
Total stock-based compensation	$ 12,661	$ 8,302	$ 36,122	$ 25,577

Summary of Unrecognized Compensation Expense

As of September 30, 2024, unrecognized compensation expense related to the awards granted under the LTIP will be amortized through the relevant periods as follows (in thousands):

	Unrecognized Compensation Expense	Final Year of Recognition
Restricted and deferred stock units	$ 42,611	2027
Performance stock units	27,966	2026
Total unrecognized stock-based compensation	$ 70,577	

Summary of the Status and Activity of Non-Vested RSUs, DSUs, and Options

The following table presents the changes in non-vested RSUs and DSUs for the nine months ended September 30, 2024:

	RSUs and DSUs	Weighted-Average Grant-Date Fair Value
Non-vested, beginning of year	855,627	$ 66.31
Granted	472,485	64.45
Vested	(294,594)	64.65
Forfeited	(58,841)	67.18
Non-vested, end of period	974,677	$ 65.86

Summary of the Status and Activity of PSUs

The following table presents the change of non-vested PSUs for the nine months ended September 30, 2024:

	PSUs	Weighted-Average Grant-Date Fair Value
Non-vested, beginning of year	472,593	$ 92.08
Granted[1]	270,509	74.55
Additional shares based on performance[2]	59,504	97.45
Vested[2]	(139,218)	91.59
Forfeited	(13,342)	99.71
Non-vested, end of period[1]	650,046	$ 85.23

(1) The number of awards assumes that the associated performance condition is met at the target amount (multiplier of one). The final number of shares of our common stock issued may vary depending on the performance multiplier, which ranges from zero to 225% (or, for PSUs granted prior to fiscal year 2023, 200%), depending on the level of satisfaction of the performance condition.

(2) Upon completion of the performance period for the PSUs granted in 2021, a performance achievement of 200% or 141%, as applicable, was applied to each of the grants, resulting in a number of shares greater than the target amount of such PSUs vesting and being settled during the nine months ended September 30, 2024.

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FAIR VALUE MEASUREMENTS (Tables)

9 Months Ended

Sep. 30, 2024

Fair Value Disclosures [Abstract]

Schedule of Financial Assets and Liabilities at Fair Value on Recurring Basis

The following table presents our financial assets and liabilities that were accounted for at fair value on a recurring basis as of September 30, 2024 and December 31, 2023 and their classification within the fair value hierarchy (in thousands):

	As of September 30, 2024	As of December 31, 2023
	Level 2	Level 2
Derivative assets	$ 98,804	$ 43,425
Derivative liabilities	$ 25,058	$ 18,096

Schedule of Long-Term Debt Related to Senior Notes at Fair Value

The following table presents the fair value our Senior Notes as of the dates indicated (in thousands):

		As of September 30, 2024		As of December 31, 2023	
	Nominal Interest	Fair Value	Percent of Par	Fair Value	Percent of Par
2026 Senior Notes	5.000%	$ 395,616	98.9%	$ 389,020	97.3%
2028 Senior Notes	8.375%	1,408,266	104.3%	1,412,559	104.6%
2030 Senior Notes	8.625%	1,060,660	106.1%	1,063,050	106.3%
2031 Senior Notes	8.750%	1,430,676	106.0%	1,433,363	106.2%

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DERIVATIVES (Tables)

9 Months Ended

Sep. 30, 2024

Derivative Instruments and Hedging Activities Disclosure [Abstract]

Summary of the Components of the Derivative Gain (Loss), Net

The following table summarizes the components of the derivative gain (loss), net presented on the accompanying statements of operations for the periods below (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Derivative cash settlement gain (loss), net				
Crude oil contracts	$ (11,145)	$ (32,397)	$ (41,412)	$ (38,010)
Natural gas contracts	29,340	(625)	35,700	(6,897)
Total derivative cash settlement gain (loss), net	18,195	(33,022)	(5,712)	(44,907)
Change in fair value gain (loss)	132,834	(117,639)	54,639	(75,667)
Total derivative gain (loss), net	$ 151,029	$ (150,661)	$ 48,927	$ (120,574)

Schedule of Commodity Derivatives

As of September 30, 2024, we had entered into the following commodity price derivative contracts:

	Contract Period					
	Q4 2024	Q1 2025	Q2 2025	Q3 2025	Q4 2025	2026
Crude Oil Derivatives (volumes in Bbl/day and prices in $/Bbl)						
Swaps						
NYMEX WTI Volumes	25,997	19,000	19,000	22,000	—	—
Weighted-Average Contract Price	$ 70.77	$ 72.74	$ 71.89	$ 74.34	$ —	$ —
Collars						
NYMEX WTI Volumes	23,504	28,000	32,000	28,000	6,000	—
Weighted-Average Ceiling Price	$ 80.99	$ 79.87	$ 77.78	$ 77.65	$ 75.53	$ —
Weighted-Average Floor Price	$ 65.66	$ 70.00	$ 69.88	$ 69.31	$ 55.00	$ —
Puts						
NYMEX WTI Volumes	5,669	—	—	—	—	—
Weighted-Average Contract Price	$ 55.00	$ —	$ —	$ —	$ —	$ —
Natural Gas Derivatives (volumes in MMBtu/day and prices in $/MMBtu)						
Swaps						
NYMEX HH Volumes	131,701	110,000	110,000	110,000	110,000	—
Weighted-Average Contract Price	$ 2.71	$ 3.20	$ 3.20	$ 3.20	$ 3.20	$ —
Collars						
NYMEX HH Volumes	—	20,000	20,000	20,000	20,000	130,000
Weighted-Average Ceiling Price	$ —	$ 3.76	$ 3.76	$ 3.76	$ 3.76	$ 4.02
Weighted-Average Floor Price	$ —	$ 3.03	$ 3.03	$ 3.03	$ 3.03	$ 3.24
Basis Protection Swaps						
WAHA Basis Volumes	130,000	130,000	130,000	130,000	130,000	130,000
Weighted-Average Contract Price	$ (0.97)	$ (1.17)	$ (1.17)	$ (1.17)	$ (1.17)	$ (1.31)
WAHA Index Volumes	96,522	90,000	—	—	—	—
Weighted-Average Contract Price	$ 0.02	$ 0.07	$ —	$ —	$ —	$ —

Subsequent to September 30, 2024 and as of November 1, 2024, we had entered into the following commodity price derivative contracts:

	Contract Period					
	Q4 2024	Q1 2025	Q2 2025	Q3 2025	Q4 2025	2026
Crude Oil Derivatives (volumes in Bbl/day and prices in $/Bbl)						
Swaps						
NYMEX WTI Volumes	—	—	—	—	5,000	—
Weighted-Average Contract Price	$ —	$ —	$ —	$ —	$ 69.68	$ —
Collars						
NYMEX WTI Volumes	—	—	—	—	39,000	—
Weighted-Average Ceiling Price	$ —	$ —	$ —	$ —	$ 75.85	$ —
Weighted-Average Floor Price	$ —	$ —	$ —	$ —	$ 59.28	$ —
Natural Gas Derivatives (volumes in MMBtu/day and prices in $/MMBtu)						
Basis Protection Swaps						
WAHA Index Volumes	6,739	—	—	—	—	—
Weighted-Average Contract Price	$ (0.03)	$ —	$ —	$ —	$ —	$ —

Summary of all the Company's Derivative Positions

The following table contains a summary of all our derivative positions reported on the accompanying balance sheets as well as a reconciliation between the gross assets and liabilities and the potential effects of master netting arrangements on the fair value of our commodity derivative contracts as of September 30, 2024, and December 31, 2023 (in thousands):

	September 30, 2024	December 31, 2023
Derivative Assets:		
Commodity contracts - current	$ 94,312	$ 35,192
Commodity contracts - noncurrent	4,492	8,233
Total derivative assets	98,804	43,425
Amounts not offset in the accompanying balance sheets	(25,058)	(11,859)
Total derivative assets, net	$ 73,746	$ 31,566
Derivative Liabilities:		
Commodity contracts - current	$ (14,168)	$ (18,096)
Commodity contracts - long-term	(10,890)	—
Total derivative liabilities	(25,058)	(18,096)
Amounts not offset in the accompanying balance sheets	25,058	11,859
Total derivative liabilities, net	$ —	$ (6,237)

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ASSET RETIREMENT OBLIGATIONS (Tables)

9 Months Ended
Sep. 30, 2024

Asset Retirement Obligation Disclosure [Abstract]

Schedule of Asset Retirement Obligation Changes

A roll-forward of our asset retirement obligation is as follows (in thousands):

	Amount
Balance as of December 31, 2023	$ 336,832
Additional liabilities incurred with development activities and other	7,359
Additional liabilities incurred with acquisitions	37,251
Liabilities settled	(29,303)
Accretion expense	17,370
Obligations discharged with divestitures	(27,976)
Balance as of September 30, 2024	$ 341,533
Current portion[(1)]	$ 31,116
Long-term portion	$ 310,417

(1) The current portion of the asset retirement obligation is included in other liabilities on the accompanying balance sheets.

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EARNINGS PER SHARE (Tables)

9 Months Ended
Sep. 30, 2024

Earnings Per Share [Abstract]

Schedule of Earnings Per Share

The following table sets forth the calculations of basic and diluted net earnings per common share (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net income	$ 295,803	$ 139,672	$ 687,613	$ 481,420
Basic earnings per common share	$ 3.02	$ 1.57	$ 6.91	$ 5.75
Diluted earnings per common share	$ 3.01	$ 1.56	$ 6.88	$ 5.70
Weighted-average shares outstanding - basic	97,905	88,911	99,540	83,700
Add: dilutive effect of stock awards	319	720	411	768
Weighted-average shares outstanding - diluted	98,224	89,631	99,951	84,468

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SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION (Tables)

9 Months Ended
Sep. 30, 2024

Organization, Consolidation and Presentation of Financial Statements [Abstract]

Schedule of Supplemental Cash Flow Information

Supplemental cash flow disclosures are presented below (in thousands):

	Nine Months Ended September 30,	
	2024	2023
Supplemental cash flow information:		
Cash refunded for income taxes, net	$ 2,925	$ 7,861
Cash paid for interest	(334,858)	(17,110)
Supplemental non-cash investing and financing activities:		
Changes in working capital related to capital expenditures	(22,323)	(112,454)

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STOCKHOLDERS' EQUITY (Tables)

9 Months Ended
Sep. 30, 2024

Equity [Abstract]

Schedule of Share Repurchases

The table below summarizes stock repurchases pursuant to the stock repurchase program during the nine months ended September 30, 2024 and 2023:

	Number of Shares (in thousands)	Weighted-Average Price	Total Purchase Price (in thousands)[1]
2024			
Privately negotiated transactions			
NGP Tap Rock Holdings, LLC and certain of its affiliates	876.2	$ 64.54	$ 56,549
Vencer	1,041.7	71.99	75,000
Other transactions	2,221.4	62.24	138,267
Total stock repurchases	4,139.3	$ 65.18	$ 269,816
2023			
Privately negotiated transactions			
CPPIB Crestone Peak Resources Canada Inc.	4,918.0	$ 61.00	$ 300,000
Other transactions	312.8	64.55	20,190
Total stock repurchases	5,230.8	$ 61.21	$ 320,190

[1] Excludes commissions paid and excise taxes accrued related to stock repurchases.

Schedule of Dividends Paid

The following table summarizes the dividends declared in the nine months ended September 30, 2024 and 2023:

	Base (per share)	Variable (per share)	Total (per share)	Total (in thousands)
2024				
First quarter	$ 0.50	$ 0.95	$ 1.45	$ 148,327
Second quarter	$ 0.50	$ 1.00	$ 1.50	$ 150,797
Third quarter	$ 0.50	$ 1.02	$ 1.52	$ 144,884
2023				
First quarter	$ 0.50	$ 1.65	$ 2.15	$ 176,878
Second quarter	$ 0.50	$ 1.62	$ 2.12	$ 173,358
Third quarter	$ 0.50	$ 1.24	$ 1.74	$ 167,010

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ACQUISITIONS AND DIVESTITURES - Narrative (Details) - USD ($) $ in Thousands			3 Months Ended		6 Months Ended	9 Months Ended		
	Jan. 02, 2024	Aug. 02, 2023	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023
Business Acquisition [Line Items]								
Deposits for acquisitions			$ 0		$ 0	$ 0		$ 163,164
Transaction costs			140	$ 28,450		30,737	$ 60,077	
Vencer Acquisition								
Business Acquisition [Line Items]								
Consideration transferred	$ 2,017,622							
Cash consideration to be paid January 3, 2025	550,000		475,000		475,000	475,000		
Deposits for acquisitions	161,300							
Cash consideration	$ 996,420				$ 75,000			
Revenue, included in statements of operations			$ 186,900			$ 584,900		
Hibernia Acquisition								
Business Acquisition [Line Items]								
Cash consideration		$ 2,200,000						
Tap Rock Acquisition								
Business Acquisition [Line Items]								
Consideration transferred		2,493,084						
Cash consideration		$ 1,502,880						

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ACQUISITIONS AND DIVESTITURES - Consideration Transferred Vencer Acquisition (Details) - Vencer Acquisition $ / shares in Units, $ in Thousands	Jan. 02, 2024 USD ($) $ / shares shares
Business Acquisition [Line Items]	
Deferred acquisition consideration	$ 532,284
Closing price per share (in dollars per share) | $ / shares	$ 68.08
Equity consideration	$ 488,918
Total consideration	$ 2,017,622
Common Stock	
Business Acquisition [Line Items]	
Acquisition, common stock, shares issued (in shares) | shares	7,181,527

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ACQUISITIONS AND DIVESTITURES - Purchase Price Allocation Vencer Acquisition (Details) - Vencer Acquisition $ in Thousands	Jan. 02, 2024 USD ($)
Business Acquisition [Line Items]	
Proved properties	$ 1,855,909
Unproved properties	231,627
Other property and equipment	666
Right-of-use assets	4,049
Total assets acquired	2,092,251
Accounts payable and accrued expenses	2,000
Crude oil and natural gas revenue distribution payable	28,423
Asset retirement obligations	40,157
Lease liability	4,049
Total liabilities assumed	74,629
Net assets acquired	$ 2,017,622

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ACQUISITIONS AND DIVESTITURES - Purchase Price Allocation Hibernia Acquisition (Details) - Hibernia Acquisition $ in Thousands	Aug. 02, 2023 USD ($)
Business Acquisition [Line Items]	
Cash and cash equivalents	$ 30,671
Accounts receivable - crude oil and natural gas sales	86,262
Accounts receivable - joint interest and other	4,463
Proved properties	2,150,872
Unproved properties	115,802
Other property and equipment	520
Right-of-use assets	30,393
Total assets acquired	2,418,983
Accounts payable and accrued expenses	110,022
Production taxes payable	10,320
Crude oil and natural gas revenue distribution payable	75,267

Asset retirement obligations	8,299
Lease liability	30,393
Total liabilities assumed	234,301
Net assets acquired	$ 2,184,682

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ACQUISITIONS AND DIVESTITURES - Consideration Transferred Tap Rock Acquisition (Details) - Tap Rock Acquisition $ / shares in Units, $ in Thousands	Aug. 02, 2023 USD ($) $ / shares shares
Business Acquisition [Line Items]	
Cash consideration	$ 1,502,880
Closing price per share (in dollars per share) | $ / shares	$ 73.14
Equity consideration	$ 990,204
Total consideration	$ 2,493,084
Common Stock	
Business Acquisition [Line Items]	
Acquisition, common stock, shares issued (in shares) | shares	13,538,472

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ACQUISITIONS AND DIVESTITURES - Purchase Price Allocation Tap Rock Acquisition (Details) - Tap Rock Acquisition $ in Thousands	Aug. 02, 2023 USD ($)
Business Acquisition [Line Items]	
Cash and cash equivalents	$ 6,543
Accounts receivable - crude oil and natural gas sales	105,509
Accounts receivable - joint interest and other	30,415
Prepaid expenses and other	17,930
Proved properties	2,334,678
Unproved properties	300,859
Other property and equipment	12,827
Right-of-use assets	626
Total assets acquired	2,809,387
Accounts payable and accrued expenses	157,606
Production taxes payable	9,692
Crude oil and natural gas revenue distribution payable	68,094
Ad valorem taxes	1,407
Asset retirement obligations	28,612
Lease liability	626
Deferred revenue	50,266
Total liabilities assumed	316,303
Net assets acquired	$ 2,493,084

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ACQUISITIONS AND DIVESTITURES - Pro Forma Information (Details) - USD ($) $ / shares in Units, $ in Thousands	3 Months Ended	9 Months Ended
	Sep. 30, 2023	Sep. 30, 2023
Vencer Acquisition, Hibernia Acquisition, and Tap Rock Acquisition		
Business Acquisition [Line Items]		
Total revenue	$ 1,448,735	
Net income	$ 278,564	
Earnings per common share - basic (in dollars per share)	$ 2.74	
Earnings per common share - diluted (in dollars per share)	$ 2.72	
Hibernia Acquisition and Tap Rock Acquisition		
Business Acquisition [Line Items]		
Total revenue		$ 3,886,210
Net income		$ 843,161
Earnings per common share - basic (in dollars per share)		$ 8.35
Earnings per common share - diluted (in dollars per share)		$ 8.29

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REVENUE RECOGNITION - Schedule of Revenue by Revenue Stream (Details) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Disaggregation of Revenue [Line Items]				
Total	$ 1,272,045	$ 1,035,916	$ 3,913,942	$ 2,352,464
Crude oil				
Disaggregation of Revenue [Line Items]				
Total	1,103,874	841,393	3,314,189	1,842,200
Crude oil | DJ Basin				
Disaggregation of Revenue [Line Items]				
Total	487,311	582,798	1,467,376	1,583,605
Crude oil | Permian Basin				
Disaggregation of Revenue [Line Items]				
Total	616,563	258,595	1,846,813	258,595
Natural gas				
Disaggregation of Revenue [Line Items]				
Total	9,487	80,112	105,865	226,773
Natural gas | DJ Basin				
Disaggregation of Revenue [Line Items]				
Total	45,009	67,418	159,860	214,079
Natural gas | Permian Basin				
Disaggregation of Revenue [Line Items]				
Total	(35,522)	12,694	(53,995)	12,694
NGL				
Disaggregation of Revenue [Line Items]				
Total	158,014	112,905	490,609	279,117
NGL | DJ Basin				
Disaggregation of Revenue [Line Items]				
Total	79,970	77,502	248,357	243,714
NGL | Permian Basin				

Disaggregation of Revenue [Line Items]				
Total	78,044	35,403	242,252	35,403
Crude oil, natural gas, and NGL				
Disaggregation of Revenue [Line Items]				
Total	1,271,375	1,034,410	3,910,663	2,348,090
Crude oil, natural gas, and NGL | DJ Basin				
Disaggregation of Revenue [Line Items]				
Total	612,290	727,718	1,875,593	2,041,398
Crude oil, natural gas, and NGL | Permian Basin				
Disaggregation of Revenue [Line Items]				
Total	$ 659,085	$ 306,692	$ 2,035,070	$ 306,692

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REVENUE RECOGNITION - Narrative (Details) - USD ($) $ in Thousands	**Sep. 30, 2024**	**Dec. 31, 2023**
Revenue from Contract with Customer [Abstract]		
Receivable from contracts with customers	$ 549,074	$ 505,961

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ACCOUNTS PAYABLE AND ACCRUED EXPENSES - Accounts Payable and Accrued Expenses (Details) - USD ($) $ in Thousands	**Sep. 30, 2024**	**Dec. 31, 2023**
Payables and Accruals [Abstract]		
Accounts payable trade	$ 76,824	$ 55,750
Accrued drilling and completion costs	171,843	149,520
Accrued crude oil and natural gas operating expense	156,730	149,483
Accrued general and administrative expense	33,344	30,095
Accrued transaction costs	63	8,796
Accrued interest expense	109,324	141,401
Other accrued expenses	38,201	30,663
Total accounts payable and accrued expenses	$ 586,329	$ 565,708

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LONG-TERM DEBT - Schedule of Long-term Debt (Details) - USD ($) $ in Thousands	**Sep. 30, 2024**	**Dec. 31, 2023**
LONG-TERM DEBT		
Less: unamortized discount and deferred financing costs	$ (58,477)	$ (64,268)
Long-term debt	4,841,523	4,785,732
Deferred acquisition consideration	469,183	0
Total debt	5,310,706	4,785,732
Outstanding balance on Credit Facility		
LONG-TERM DEBT		
Long-term debt	800,000	750,000
Senior Notes		
LONG-TERM DEBT		
Outstanding principal balances on Senior Notes, gross	4,100,000	4,100,000
Long-term debt	$ 4,041,523	4,035,732
2026 Senior Notes (5.000%) | Senior Notes		
LONG-TERM DEBT		
Interest Rate	5.00%	
Outstanding principal balances on Senior Notes, gross	$ 400,000	400,000
2028 Senior Notes (8.375%) | Senior Notes		
LONG-TERM DEBT		
Interest Rate	8.375%	
Outstanding principal balances on Senior Notes, gross	$ 1,350,000	1,350,000
2030 Senior Notes (8.625%) | Senior Notes		
LONG-TERM DEBT		
Interest Rate	8.625%	
Outstanding principal balances on Senior Notes, gross	$ 1,000,000	1,000,000
2031 Senior Notes (8.750%) | Senior Notes		
LONG-TERM DEBT		
Interest Rate	8.75%	
Outstanding principal balances on Senior Notes, gross	$ 1,350,000	$ 1,350,000

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LONG-TERM DEBT - Narrative (Details) - USD ($)		**3 Months Ended**		**6 Months Ended**	**9 Months Ended**			
	Jan. 02, 2024	**Sep. 30, 2024**	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2024**	**Sep. 30, 2023**	**Jun. 12, 2024**	**Dec. 31, 2023**
LONG-TERM DEBT								
Interest expense		$ 117,800,000	$ 76,500,000		$ 342,400,000	$ 92,700,000		
Revolving Credit Facility								
LONG-TERM DEBT								
Minimum current ratio covenant					1.00			
Coverage ratio					1.50			
Discount percentage					9.00%			
Discount percentage					9.00%			
Vencer Acquisition								
LONG-TERM DEBT								
Cash consideration to be paid January 3, 2025	$ 550,000,000	475,000,000		$ 475,000,000	$ 475,000,000			
Deferred acquisition consideration	532,284,000							
Cash consideration	$ 996,420,000			75,000,000				
Interest expense		9,500,000			27,400,000			
Amended Credit Agreement | Revolving Credit Facility								
LONG-TERM DEBT								
Maximum borrowing capacity		4,000,000,000		4,000,000,000	4,000,000,000			
Additional borrowing capacity							$ 400,000,000	
Borrowing base amount		3,400,000,000		3,400,000,000	3,400,000,000		3,400,000,000	
Aggregate elected commitments, additional borrowings							350,000,000	
Aggregate elected commitments		$ 2,200,000,000		$ 2,200,000,000	$ 2,200,000,000		$ 2,200,000,000	

Covenant, minimum percentage of mortgage on total value of certain proved oil and gas properties		90.00%	90.00%	90.00%	
Maximum net leverage ratio		3.00	3.00	3.00	
Amended Credit Agreement | Revolving Credit Facility | Fed Funds Effective Rate Overnight Index Swap Rate					
LONG-TERM DEBT					
Basis spread on variable rate				0.50%	
Amended Credit Agreement | Revolving Credit Facility | SOFR					
LONG-TERM DEBT					
Basis spread on variable rate				1.00%	
Basis spread on variable rate, floor				0.50%	
Amended Credit Agreement | Revolving Credit Facility | SOFR | Minimum					
LONG-TERM DEBT					
Basis spread on variable rate				1.75%	
Amended Credit Agreement | Revolving Credit Facility | SOFR | Maximum					
LONG-TERM DEBT					
Basis spread on variable rate				2.75%	
Amended Credit Agreement | Revolving Credit Facility | SOFR, Plus Basis Spread One					
LONG-TERM DEBT					
Basis spread on variable rate, floor				1.50%	
Amended Credit Agreement | Revolving Credit Facility | SOFR, Plus Basis Spread One | Minimum					
LONG-TERM DEBT					
Basis spread on variable rate				0.75%	
Amended Credit Agreement | Revolving Credit Facility | SOFR, Plus Basis Spread One | Maximum					
LONG-TERM DEBT					
Basis spread on variable rate				1.75%	
Amended Credit Agreement | HighPoint Merger | Revolving Credit Facility					
LONG-TERM DEBT					
Deferred financing costs, gross		$ 31,400,000	$ 31,400,000	$ 31,400,000	$ 34,400,000
Deferred financing costs, net		23,200,000	23,200,000	23,200,000	26,900,000
Unamortized deferred financing costs		$ 8,200,000	$ 8,200,000	$ 8,200,000	$ 7,500,000

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LONG-TERM DEBT - Schedule of Debt Outstanding and Borrowing Capacity (Details) - Line of Credit - USD ($) $ in Thousands	**Nov. 06, 2024**	**Sep. 30, 2024**	**Dec. 31, 2023**
Revolving credit facility and Letters of credit			
LONG-TERM DEBT			
Available borrowing capacity		$ 1,397,900	$ 1,097,900
Total aggregate elected commitments		2,200,000	1,850,000
Revolving credit facility and Letters of credit | Subsequent Event			
LONG-TERM DEBT			
Available borrowing capacity	$ 1,347,900		
Total aggregate elected commitments	2,200,000		
Outstanding balance			
LONG-TERM DEBT			
Credit facility outstanding		800,000	750,000
Outstanding balance | Subsequent Event			
LONG-TERM DEBT			
Credit facility outstanding	850,000		
Letters of credit			
LONG-TERM DEBT			
Credit facility outstanding		$ 2,100	$ 2,100
Letters of credit | Subsequent Event			
LONG-TERM DEBT			
Credit facility outstanding	$ 2,100		

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STOCK-BASED COMPENSATION - Narrative (Details) $ in Millions	**9 Months Ended Sep. 30, 2024 USD ($) shares**	**Jun. 04, 2024 shares**
LTIP | Restricted Stock Units (RSUs) and Deferred Stock Units (DSUs) | Non-executive Board Members		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Fair value of units granted | $	$ 30.5	
LTIP | Restricted Stock Units (RSUs)		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Number of shares released upon vesting (in shares)	1	
LTIP | Restricted Stock Units (RSUs) | Vesting Period One		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Vesting period	1 year	
LTIP | Restricted Stock Units (RSUs) | Vesting Period Two		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Vesting period	2 years	
LTIP | Restricted Stock Units (RSUs) | Vesting Period Three		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Vesting period	3 years	
LTIP | Deferred Stock Units (DSUs)		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Number of shares released upon vesting (in shares)	1	
LTIP | Deferred Stock Units (DSUs) | Vesting Period One		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Vesting period	1 year	
LTIP | Performance Stock Units (PSUs) | Officers		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Vesting period	3 years	
Fair value of units granted | $	$ 20.2	
LTIP | Performance Stock Units (PSUs) | Officers | Minimum		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Ratio at which award holders get common stock of the company	0	
LTIP | Performance Stock Units (PSUs) | Officers | Maximum		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Ratio at which award holders get common stock of the company	2.25	

LTIP | Performance Stock Units (PSUs), Granted Prior to Fiscal Year 2023 | Officers	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Ratio at which award holders get common stock of the company	2
2024 LTIP	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Shares reserved for future issuance (in shares)	3,100,000

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STOCK-BASED COMPENSATION - Schedule of Expenses (Details) - LTIP - USD ($) $ in Thousands	**3 Months Ended**		**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Total stock-based compensation	$ 12,661	$ 8,302	$ 36,122	$ 25,577
Restricted and deferred stock units				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Total stock-based compensation	7,535	4,711	21,333	13,905
Performance stock units				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Total stock-based compensation	$ 5,126	$ 3,591	$ 14,789	$ 11,672

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STOCK-BASED COMPENSATION - Unrecognized Compensation Expense (Details) - LTIP $ in Thousands	**Sep. 30, 2024 USD ($)**
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Total unrecognized stock-based compensation	$ 70,577
Restricted and deferred stock units	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Total unrecognized stock-based compensation	42,611
Performance stock units	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Total unrecognized stock-based compensation	$ 27,966

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STOCK-BASED COMPENSATION - Activity of Non-Option Awards (Details)	**9 Months Ended** **Sep. 30, 2024 $ / shares shares**
LTIP | RSUs and DSUs	
Stock Units	
Non-vested, beginning of year (in shares) | shares	855,627
Granted (in shares) | shares	472,485
Vested (in shares) | shares	(294,594)
Forfeited (in shares) | shares	(58,841)
Non-vested, end of period (in shares) | shares	974,677
Weighted-Average Grant-Date Fair Value	
Non-vested, beginning of year (in dollars per share) | $ / shares	$ 66.31
Granted (in dollars per share) | $ / shares	64.45
Vested (in dollars per share) | $ / shares	64.65
Forfeited (in dollars per share) | $ / shares	67.18
Non-vested, end of period (in dollars per share) | $ / shares	$ 65.86
LTIP | PSUs | Officers	
Stock Units	
Non-vested, beginning of year (in shares) | shares	472,593
Granted (in shares) | shares	270,509
Additional shares based on performance (in shares) | shares	59,504
Vested (in shares) | shares	(139,218)
Forfeited (in shares) | shares	(13,342)
Non-vested, end of period (in shares) | shares	650,046
Weighted-Average Grant-Date Fair Value	
Non-vested, beginning of year (in dollars per share) | $ / shares	$ 92.08
Granted (in dollars per share) | $ / shares	74.55
Additional shares based on performance (in dollars per share) | $ / shares	97.45
Vested (in dollars per share) | $ / shares	91.59
Forfeited (in dollars per share) | $ / shares	99.71
Non-vested, end of period (in dollars per share) | $ / shares	$ 85.23
Target amount multiplier	1
LTIP | PSUs | Officers | Minimum	
Weighted-Average Grant-Date Fair Value	
Ratio at which award holders get common stock of the company	0
LTIP | PSUs | Officers | Maximum	
Weighted-Average Grant-Date Fair Value	
Ratio at which award holders get common stock of the company	2.25
LTIP | Performance Stock Units (PSUs), Granted Prior to Fiscal Year 2023 | Officers	
Weighted-Average Grant-Date Fair Value	
Ratio at which award holders get common stock of the company	2
LTIP | Performance Shares, Granted in Fiscal 2021 | Officers	
Weighted-Average Grant-Date Fair Value	
Ratio at which award holders get common stock of the company	1.41
Extraction Equity Plan | Performance Shares, Granted in Fiscal 2021 | Officers	
Weighted-Average Grant-Date Fair Value	
Ratio at which award holders get common stock of the company	2

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FAIR VALUE MEASUREMENTS - Schedule of Non-financial Assets and Liabilities (Details) - Estimate of Fair Value Measurement - Level 2 - USD ($) $ in Thousands	**Sep. 30, 2024**	**Dec. 31, 2023**
Financial assets and liabilities accounted for at fair value		
Derivative assets	$ 98,804	$ 43,425
Derivative liabilities	$ 25,058	$ 18,096

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FAIR VALUE MEASUREMENTS - Schedule of Long-Term Debt at Fair Value (Details) - Senior Notes - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
2026 Senior Notes		
Financial assets and liabilities accounted for at fair value		
Nominal Interest	5.00%	
2028 Senior Notes		
Financial assets and liabilities accounted for at fair value		
Nominal Interest	8.375%	
2030 Senior Notes		
Financial assets and liabilities accounted for at fair value		
Nominal Interest	8.625%	
2031 Senior Notes		
Financial assets and liabilities accounted for at fair value		
Nominal Interest	8.75%	
Fair Value, Inputs, Level 1 | 2026 Senior Notes		
Financial assets and liabilities accounted for at fair value		
Nominal Interest	5.00%	
Fair Value	$ 395,616	$ 389,020
Percent of Par	98.90%	97.30%
Fair Value, Inputs, Level 1 | 2028 Senior Notes		
Financial assets and liabilities accounted for at fair value		
Nominal Interest	8.375%	
Fair Value	$ 1,408,266	$ 1,412,559
Percent of Par	104.30%	104.60%
Fair Value, Inputs, Level 1 | 2030 Senior Notes		
Financial assets and liabilities accounted for at fair value		
Nominal Interest	8.625%	
Fair Value	$ 1,060,660	$ 1,063,050
Percent of Par	106.10%	106.30%
Fair Value, Inputs, Level 1 | 2031 Senior Notes		
Financial assets and liabilities accounted for at fair value		
Nominal Interest	8.75%	
Fair Value	$ 1,430,676	$ 1,433,363
Percent of Par	106.00%	106.20%

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FAIR VALUE MEASUREMENTS - Narrative (Details) - USD ($)	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Fair Value Disclosures [Abstract]				
Proved oil and gas property impairments	$ 0	$ 0	$ 0	$ 0

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DERIVATIVES - Components of Derivative Gain (Loss) (Details) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Components of the derivative gain (loss)				
Total derivative gain (loss), net	$ 151,029	$ (150,661)	$ 48,927	$ (120,574)
Commodity derivative				
Components of the derivative gain (loss)				
Total derivative cash settlement gain (loss), net	18,195	(33,022)	(5,712)	(44,907)
Change in fair value gain (loss)	132,834	(117,639)	54,639	(75,667)
Total derivative gain (loss), net	151,029	(150,661)	48,927	(120,574)
Commodity derivative | Crude oil contracts				
Components of the derivative gain (loss)				
Total derivative cash settlement gain (loss), net	(11,145)	(32,397)	(41,412)	(38,010)
Commodity derivative | Natural gas contracts				
Components of the derivative gain (loss)				
Total derivative cash settlement gain (loss), net	$ 29,340	$ (625)	$ 35,700	$ (6,897)

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DERIVATIVES - Commodity Derivatives (Details) - Scenario, Forecast	3 Months Ended					12 Months Ended
	Dec. 31, 2025	Sep. 30, 2025	Jun. 30, 2025	Mar. 31, 2025	Dec. 31, 2024	Dec. 31, 2026
	MMBTU $ / MMBTU $ / bbl bbl	MMBTU $ / bbl $ / MMBTU bbl	MMBTU $ / bbl $ / MMBTU bbl	MMBTU $ / MMBTU $ / bbl bbl	MMBTU $ / MMBTU $ / bbl bbl	MMBTU $ / MMBTU
Crude Oil Derivatives (volumes in Bbl/day and prices in $/Bbl) | Swaps						
Derivative [Line Items]						
NYMEX WTI Volumes (in unit per day) | bbl		22,000	19,000	19,000	25,997	
Weighted-Average Contract Price (in dollars per unit)		74.34	71.89	72.74	70.77	
Crude Oil Derivatives (volumes in Bbl/day and prices in $/Bbl) | Swaps | Subsequent Event						
Derivative [Line Items]						
NYMEX WTI Volumes (in unit per day) | bbl	5,000					
Weighted-Average Contract Price (in dollars per unit)	69.68					
Crude Oil Derivatives (volumes in Bbl/day and prices in $/Bbl) | Collars						
Derivative [Line Items]						
NYMEX WTI Volumes (in unit per day) | bbl	6,000	28,000	32,000	28,000	23,504	
Weighted-Average Ceiling Price (in dollars per unit)	75.53	77.65	77.78	79.87	80.99	
Weighted-Average Floor Price (in dollars per unit)	55.00	69.31	69.88	70.00	65.66	
Crude Oil Derivatives (volumes in Bbl/day and prices in $/Bbl) | Collars | Subsequent Event						
Derivative [Line Items]						
NYMEX WTI Volumes (in unit per day) | bbl	39,000					
Weighted-Average Ceiling Price (in dollars per unit)	75.85					
Weighted-Average Floor Price (in dollars per unit)	59.28					
Crude Oil Derivatives (volumes in Bbl/day and prices in $/Bbl) | Puts						
Derivative [Line Items]						
NYMEX WTI Volumes (in unit per day) | bbl					5,669	
Weighted-Average Contract Price (in dollars per unit)					55.00	
Natural Gas Derivatives (volumes in MMBtu/day and prices in $/MMBtu) | Swaps						
Derivative [Line Items]						
Weighted-Average Contract Price (in dollars per unit) | $ / MMBTU	3.20	3.20	3.20	3.20	2.71	
Volumes (in unit per day) | MMBTU	110,000	110,000	110,000	110,000	131,701	
Natural Gas Derivatives (volumes in MMBtu/day and prices in $/MMBtu) | Collars						

Derivative [Line Items]						
Weighted-Average Ceiling Price (in dollars per unit) | $ / MMBTU	3.76	3.76	3.76	3.76		4.02
Weighted-Average Floor Price (in dollars per unit) | $ / MMBTU	3.03	3.03	3.03	3.03		3.24
Volumes (in unit per day) | MMBTU	20,000	20,000	20,000	20,000		130,000
WAHA Basis | Basis Protection Swaps						
Derivative [Line Items]						
Weighted-Average Contract Price (in dollars per unit) | $ / MMBTU	(1.17)	(1.17)	(1.17)	(1.17)	(0.97)	(1.31)
Volumes (in unit per day) | MMBTU	130,000	130,000	130,000	130,000	130,000	130,000
WAHA Index | Basis Protection Swaps						
Derivative [Line Items]						
Weighted-Average Contract Price (in dollars per unit) | $ / MMBTU				0.07	0.02	
Volumes (in unit per day) | MMBTU				90,000	96,522	
WAHA Index | Basis Protection Swaps | Subsequent Event						
Derivative [Line Items]						
Weighted-Average Contract Price (in dollars per unit) | $ / MMBTU					(0.03)	
Volumes (in unit per day) | MMBTU					6,739	

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DERIVATIVES - Derivative Positions (Details) - Commodity - USD ($) $ in Thousands	**Sep. 30, 2024**	**Dec. 31, 2023**
Derivative Assets:		
Total derivative assets	$ 98,804	$ 43,425
Amounts not offset in the accompanying balance sheets	(25,058)	(11,859)
Total derivative assets, net	73,746	31,566
Derivative Liabilities:		
Total derivative liabilities	(25,058)	(18,096)
Amounts not offset in the accompanying balance sheets	25,058	11,859
Total derivative liabilities, net	0	(6,237)
Commodity contracts - current		
Derivative Assets:		
Total derivative assets	94,312	35,192
Commodity contracts - noncurrent		
Derivative Assets:		
Total derivative assets	4,492	8,233
Commodity contracts - current		
Derivative Liabilities:		
Total derivative liabilities	(14,168)	(18,096)
Commodity contracts - long-term		
Derivative Liabilities:		
Total derivative liabilities	$ (10,890)	$ 0

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ASSET RETIREMENT OBLIGATIONS - Schedule of Roll-Forward Activity (Details) - USD ($) $ in Thousands	**9 Months Ended**	
	Sep. 30, 2024	**Dec. 31, 2023**
Change in asset retirement obligations		
Balance as of December 31, 2023	$ 336,832	
Additional liabilities incurred with development activities and other	7,359	
Additional liabilities incurred with acquisitions	37,251	
Liabilities settled	(29,303)	
Accretion expense	17,370	
Obligations discharged with divestitures	(27,976)	
Balance as of September 30, 2024	341,533	
Current portion	31,116	
Long-term portion	$ 310,417	$ 305,716

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EARNINGS PER SHARE - Narrative (Details)	**3 Months Ended**		**9 Months Ended**	
	Sep. 30, 2024 shares	**Sep. 30, 2023 shares**	**Sep. 30, 2024 shares**	**Sep. 30, 2023 shares**
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Antidilutive securities excluded from EPS calculation (in shares)	160,611	10,103	144,300	7,437
LTIP | Performance Stock Units (PSUs), Granted Prior to Fiscal Year 2023 | Officers				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Ratio at which award holders get common stock of the company			2	
LTIP | Minimum | Performance Stock Units (PSUs) | Officers				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Ratio at which award holders get common stock of the company			0	
LTIP | Maximum | Performance Stock Units (PSUs) | Officers				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Ratio at which award holders get common stock of the company			2.25	

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EARNINGS PER SHARE - Schedule of Earnings Per Share (Details) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands	**3 Months Ended**						**9 Months Ended**	
	Sep. 30, 2024	**Jun. 30, 2024**	**Mar. 31, 2024**	**Sep. 30, 2023**	**Jun. 30, 2023**	**Mar. 31, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**
Earnings Per Share [Abstract]								
Net income, basic	$ 295,803	$ 215,989	$ 175,821	$ 139,672	$ 139,287	$ 202,461	$ 687,613	$ 481,420
Net income, diluted	$ 295,803			$ 139,672			$ 687,613	$ 481,420
Basic earnings per common share (in dollars per share)	$ 3.02			$ 1.57			$ 6.91	$ 5.75
Diluted earnings per common share (in dollars per share)	$ 3.01			$ 1.56			$ 6.88	$ 5.70
Weighted-average shares outstanding - basic (in shares)	97,905			88,911			99,540	83,700
Add: dilutive effect of stock awards (in shares)	319			720			411	768
Weighted-average shares outstanding - diluted (in shares)	98,224			89,631			99,951	84,468

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INCOME TAXES - Narrative (Details) - USD ($)	**3 Months Ended**		**9 Months Ended**		
	Sep. 30, 2024	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**	**Dec. 31, 2023**
Income Tax Disclosure [Abstract]					
Deferred tax assets, valuation allowance	$ 25,400,000		$ 25,400,000		$ 25,400,000
Net deferred tax liability	752,175,000		752,175,000		564,781,000
Income taxes payable	1,300,000		1,300,000		
Prepaid income taxes					9,600,000
Income tax expense	93,309,000	$ 29,686,000	195,321,000	$ 139,138,000	
Unrecognized tax benefits	$ 0		$ 0		$ 0

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SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION - Schedule of Supplemental Cash Flow Information (Details) - USD ($) $ in Thousands	9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023
Supplemental cash flow information:		
Cash refunded for income taxes, net	$ 2,925	$ 7,861
Cash paid for interest	(334,858)	(17,110)
Supplemental non-cash investing and financing activities:		
Changes in working capital related to capital expenditures	$ (22,323)	$ (112,454)

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STOCKHOLDERS' EQUITY - Narrative (Details) - USD ($)	Sep. 30, 2024	Jul. 31, 2024
Equity, Class of Treasury Stock [Line Items]		
Percentage of adjusted cash free cash flow	50.00%	
2024 Share Repurchase Plan [Member] | Common Stock		
Equity, Class of Treasury Stock [Line Items]		
Stock repurchase program, authorized amount (not to exceed)		$ 500,000,000
Remaining availability under stock repurchase program	$ 422,000,000	

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STOCKHOLDERS' EQUITY - Schedule of Share Repurchases (Details) - USD ($) $ / shares in Units, $ in Thousands	9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023
Equity, Class of Treasury Stock [Line Items]		
Number of shares (in shares)	4,139,300	5,230,800
Weighted-average price (in dollars per share)	$ 65.18	$ 61.21
Total purchase price	$ 269,816	$ 320,190
NGP Tap Rock Holdings, LLC and certain of its affiliates		
Equity, Class of Treasury Stock [Line Items]		
Number of shares (in shares)	876,200	
Weighted-average price (in dollars per share)	$ 64.54	
Total purchase price	$ 56,549	
Vencer		
Equity, Class of Treasury Stock [Line Items]		
Number of shares (in shares)	1,041,700	
Weighted-average price (in dollars per share)	$ 71.99	
Total purchase price	$ 75,000	
Other transactions		
Equity, Class of Treasury Stock [Line Items]		
Number of shares (in shares)	2,221,400	312,800
Weighted-average price (in dollars per share)	$ 62.24	$ 64.55
Total purchase price	$ 138,267	$ 20,190
CPPIB Crestone Peak Resources Canada Inc.		
Equity, Class of Treasury Stock [Line Items]		
Number of shares (in shares)		4,918,000
Weighted-average price (in dollars per share)		$ 61.00
Total purchase price		$ 300,000

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STOCKHOLDERS' EQUITY - Summary of Dividends Paid (Details) - USD ($) $ / shares in Units, $ in Thousands	3 Months Ended					
	Sep. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Jun. 30, 2023	Mar. 31, 2023
Dividends Paid [Line Items]						
Total (in dollars per share)	$ 1.52	$ 1.50	$ 1.45	$ 1.74	$ 2.12	$ 2.15
Total	$ 144,884	$ 150,797	$ 148,327	$ 167,010	$ 173,358	$ 176,878
O 2024 Q1 Dividends						
Dividends Paid [Line Items]						
Total (in dollars per share)			$ 0.50			
S 2024 Q1 Dividends						
Dividends Paid [Line Items]						
Total (in dollars per share)			$ 0.95			
O 2024 Q2 Dividends						
Dividends Paid [Line Items]						
Total (in dollars per share)		$ 0.50				
S 2024 Q2 Dividends						
Dividends Paid [Line Items]						
Total (in dollars per share)		$ 1.00				
O 2024 Q3 Dividends						
Dividends Paid [Line Items]						
Total (in dollars per share)	$ 0.50					
S 2024 Q3 Dividends						
Dividends Paid [Line Items]						
Total (in dollars per share)	$ 1.02					
O 2023 Q1 Dividends						
Dividends Paid [Line Items]						
Total (in dollars per share)						$ 0.50
S 2023 Q1 Dividends						
Dividends Paid [Line Items]						
Total (in dollars per share)						$ 1.65
O 2023 Q2 Dividends						
Dividends Paid [Line Items]						
Total (in dollars per share)					$ 0.50	
S 2023 Q2 Dividends						
Dividends Paid [Line Items]						
Total (in dollars per share)					$ 1.62	
O 2023 Q3 Dividends						
Dividends Paid [Line Items]						
Total (in dollars per share)				$ 0.50		
S 2023 Q3 Dividends						
Dividends Paid [Line Items]						

*EXCEL 81_Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644_Financial_Report.xlsx M4$L#!!0 (#.%9UD'04UB@0 +$ 0 9&)C4')O<',O87!P+GAM M;$V./0L"_1!$_\IQO:=!P4)B0-!2L+ (/>OLOD&1#LD)^OCG!CVX>;QA&WPIG M*N*M#BV&5(C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_I=0U[R;UEA_6\#MI7E!+ P04 M " SA6=9G-;WB^X K @ $0 &1O8U!R;W!S+V-O&ULS0+/ M2@.0$(=?17+?G% 0+BK>03-0@9(_RN&!2WFOLMX@^@,?,_/+- M-S"=^D+YB_ 1!XOD.-U,=E0)]+!E1Z(@)(ZHI6IS@F7FWL?R:3\C <(4GW(M T+;-+=@D:26)&$&5F$ALK[32]B(DGP\X[5:\.$S#@6F%>" %ATEX#4'UL\3 MPVD:.K@"9AAAM.F[@'HAENJ?V-(!=DY.R2RI<1SK<55R>0<.;T^/+V7=RKA$ MTBG,OY(1= JX99?)KZN[^]T#Z]NF75>*<5\UFUW*QYJ+=O, ^N/ RNPM9KLS?_ MV/@BV'?PZR[Z+U!+ P04 " SA6=9F5R<(Q & "<)P $P 'AL+W1H M96UE+W1H96UE,2YX:6SM6EMSVC@4?N^OT'AG]FT+QC:!MK03621A'^_1S80RY8-[9)-NIL\!"SI^]Y%1^?H,'GS[BYBDZ(:(E/IX M8-DOV]:[MR_>X%#BRVT* + M41B1%G\@M MNN01.+5)#3(3/PB=AIAJ4!P"I DOE]&< +3&K'(@SWVVO@C(WXV(JZMOFCU7 MH5A)VH3X$$8:XIOSYG/1;/L'14;1]E6\W*.76!4!EQC?-*HU+,76>)7];V< M/!T3$LV4"P9!AI@S M&L%&KQMUAVC2/K^!?F<-0HACA*FNVB<5@$_9Y>PTG!Z(++9OVX?H:5,VPLCO='U!=*Y \FIS_I,C0' MHYI9";V$5F]?JH,@H%\;D>/N5Z> HWEL:\4*Z"\>P'_T=HWP]OX@L Y M?RY]SZ7ON?0]H=*W-R-]9\'3BUO>1FY;Q/NN,=K7-"XH8U=RSTS0LS0[=R2^]VE+ZU)CA* M]+',<$X>RPPL9SR2;9WH!TU^_9=>N0CI3!3ET.X&D^^ VVZG=PZ.)Z8D;D* MTU*0:\/YZ<5X&N(YV02Y29A7.:>28T='[Y\%1L*/O/)8=QXCRHB'NH8:8S\-# MAWE[7YAGE<90-!1M;*PD+$:W8+C7\2P4X&1@+: '@Z]1 O)256 Q6\8#*Y"B M?$R,1>APYY=<7^/1DN/;IF6U;I\I=QEM(E(YPFF8$V>KRMYEL<%5'<]56_*P MOFH]M!5,S_Y9KF4Q9Z;RWRT."2Q;B%D2XDU=[=7GFYRN>B)V^I=W MP6#R_7#)1P_E.^=?]%U#KG[VW>/Z;I,[2$R<><41 71% B.5' 86%S+D4.Z2 MD 83 >LX=SFWJXPD6L_UC6'ODRWSEPVSK> U[F M$RQ#I'{!?8]*@!&K8KZZKT_Y)9P[M'OQ@2";_-;/I;=X Q\U*M:I60K$3]+ M!WP?D@9CC%OT-%^/%&*MIKK&MQMHQ#'F 6/,,H68XWX=%FAHSU8NL.8T*;'T5 M0.4_V]0-:/8--!R1!5XQF;8VH^1."CS<_N\-L,+$CN'MB[\!4$L#!!0 (M #.%9UF1%X"5^04 ,H? 8 >$PO=V]R:W-H965T&UL MM9EK<^(V%(;_BH9V.KLS(5@R+ ES! VV3+-)FO(M[/M](.P!7C6MEQ9AN3?.M]\B 33+R@7J6+\&W\T:/CBZOI/Y;JN_I4@A-GJ,P3J\:2ZV3#ZU6ZBU%O--S MF8@8WLREBKB6[5HI8D2W,^#HK#%'*?;BG@0-P:] _E$#?HRTV$0BXDB:19% M7+U8&8\%2,9_AGX>GG5N&P07\OY%NI'N?Y-{$Z1L^389K_ M)>O-MQW6(%Z6:AEM@Z$$41!O?OGSMB+V MI.10#:!K W ;1=$>)N _*:.VU* MEF-]Y)H/^DJNB3)?@YJYR.LFCP::(#9IG&H%;P.(TX/1P]>;1S(9?KHA39(N MN1)IOZ5!V+ON>5N1ZXT(JQ#ID<\RULN4W,2^\%_'MZ! 1:G8KE37#![6]<.%U;^*OBN$4EN:F>6U5)/K88V M"FVI@NF,'I*$> ^*] ;TM%6HE&H-??J)=VU;<)@\2>P7;+F#;F/K@H_0RZ*>: M/+TDPD:*AU.G^<6&A$;51.H42)WCD+YD7&FAPA2R*!*IM T/E]{JLU?*"VJ_MB=B&!P<":/%RIZ'>5'0^-K\EY47!>'-DR%8=Y))\&JO.(M:\UYF%H3B8;5!+PL " 10MW$.M OY@#{!;G/HIE0-C<7IUCJ*%P4D%+Y:.;1GI&IANY)I"(CF<5:0<"O;ZV* ^H?:VS$>%!=Y#U' M08]!?N+/9.O#=PWF@9=S(VWZ@&27-FG7=:JNM57CP75Y6[M"W('WY&'V)Y77++3Z1!ZH9?04!0XNS,K-211E[JT1!0U(3CUTUI;J7'):19 MKW O',2*>PI31$M71'%?!Y9W9.Z@!S_)=6OE/>"R1 R>TI[84U@E6GHEBCN< MMZ#%6#515H>PRJ\&PP5S=[3Z;"RQ1DT@IYP#/)*(+Y=Z]E M[\/9>R1%0\S07YVSAU*$EC#*>$&F+!%,AC;T M P*C\=>Q=0?A%":)E2:X8YFFETQR'^PM>;P0E6[X@-#]MZG5!.)A=2E*4\2. M,D6C3"FS8MLLT ,$PG226?>8#BA^L^Y,C?"HNIRE#6)'V:![QK(7:,;$F:I3?? M@5LY<<4JSE/8'U;:'W:4_3%+4UBU@"-82&4=B0[HW$%:7WH>0*$0.:22%]) M3^,F#V%$^:!KQ."3760]O4WND[Q74]=QKPN+I\I?UA1]F7 FTBHA>F8GT ! M5APP520\MJ<6%ZP&/87[8:7[8;AYV25R*2"1&%[-'2,\KBY>Z8+849M&KZ?X M.;Z33QXR#9XVSF?0=T&\W>! ;Z7_05YG6R<;M4ZN9HZ25H->MT/:3K?3;ZUL MO*4K8D?MIXU@=%5@_ \;Q+Y[)\'>4ES*<1S:<7]=RYZ5X13.QRV=CXL;EV$D M8C_?[KP-^<)ZY(+5#98/*XN6&E]7-RO%-NXMT%#/PW 7[T%AY:1]<#8E7[MU'A87<;2_KBX6=GYGGU$;%O^@%RS25G3OOF%1]8%W3L9P]W*VV1NCR"JTXG+ M?;&N, &@ \O8VCLM-9-??HB<$L]LQ6X.3HNGQ4'U,# ^>;96?;TZY/W,S=Z8D M%',(=(XIG/--FVB/#0MD$TIGE^_U:0L2NS#SJSW@VP>U<577=7UJIH\>;B;[^U:2H5^E$75GL[62FV. M%XLV7;Y$ZNI+K>7#5PMMAI MR?)25FU>5ZB1MZ>ST$0\D8UD7;_T4/6UD\0VG7JKK<#@8$95X- Y,?VXG8&T"X8P#= M#] O'<'V UAOZ("L-VN9J.3LI*D?4*.E09L^Z.>F'PW6Y)5VXTHU<#>'<>6XL MLVOLN\EZN.2P=']R^=/R -OOD)[KQ% M[]#U:HG>'+U%1RBOT1=UW:5)E;4G"P5XM-9%NGWVA^'9U/'LE=R\1PS/$<64 M6X9?^(*.VTV2RM,9++'E6-O=R=O:K+R3 O)FL>R5E!{;RG:W,I WL(FG7"+R&4GT@ M_^KR^Z0.XZU>'%0%O2J=%NI/>(A#<;*XWS?'E'"*$\C ,=W('2/D.*?=ZY3O- MZPZ 00<55)9_<-?TS^OI.S :K&S6OC]TW291'5>]$Z]$M4U28'N MDA:UX">KEP:%8F_^!8]QR"=NLHAA$0?$[J5@AS?PXOUWG%M$$ID6.$LXY:4<^%K:#N=D9&3B)4$])_O7-]M5LCA4/W*<&1^=_]3:M-S$#ZCH6"!(1-:;)(4L9BP1TIG8S.2[P4MUT[FZD/ M>QJU@N:6Z14B9L(.;9'$+(XO=50+9"1.XF?.Z\H ;.5]F 8T?WG;Y&: !2.P"'XS#.)XF/)LDOW'(B",1T+VN165M:Y$G-WF1ZX1G[UU?MWG]?W2O M=*1;Z]?:75>X21YU2SB0:IHVG1S+4NLLF'0IHH#1>,HPBUP@0NR!9%4J9]4 MH;3)NF$+2R4_Y,X"*UB3)AG%@AK19]G"M"DO"AB\71SPB:&8^**XY$6I9\6#[OY[":O$<)O VR'"*W%:,98U+,>$BF*$TYAL.8 M.K9FV-[.K\:7YKHF,EP!$=&:.V$1];7*VI1,K7@NKX0"JU"E>4RZ.8U?!S4;V8W[V&_+T M20%H.W5@N\VNUI%EGS]?^NZ' &1D9EL9>A5[I.OZ_K J[2]M=?(EB$O_4] MLGJTTY27GW^:JEY)V^$+]9&=N:^%O6]>\E>K9V&.CMYC L5OH]FADW-$Q1QC MK'^H72>-WB#OU+I%K]E-M>]+.I34G6H5A Y$C25%EMG23A.S5^30LI&_N9^ M=5O#>DRRV]7',ZA5IMC2OHU$;-Y&/)Y##KRMH6^;/!_ZI@-!ZZ;[U-M)(:_MJT5+F>[?VK]PG4.;;C>R_P]@L!(<-^L @=DT!5]EL(,%^5@I M\.=*A;ROW?4^4I)G[W*HXI--#NG-"M4L!@05@H;3ML,BR,. <^%R_5@V<' 9 M\%6J!"Y!]YPT%3C&FGJYI6;@."+!M(VS"4(1'06NM\%[KX-?LBG=.M./%;99 M#P1!$/'0" :+((D(HX[*@8^5 _=7#@;S]:']DV8(\O6[?;O))FG?;EKL?3JB MO]OX}3+U4G79'ZYE @9H ,A_6P/Y M;4_T!RJ[#Y+. @M02P,$% @ ,X5G=GK7@A. P B H !@ !X;"]W M;W)K3NHVV%$V>VT\) ^ ;Z=D+60EG9;'QH[ON?XZ9S*-GF*> M)!X3:9V>NJX*(QH3=2)2FL#*3,B8:)C*N:M22J4>QK@ZOB%_=R:!S,/1-&!X- 85$<]I^V@*9V1C,M:L;RG@A:&& MX0L%5_8?+8M8[* P4UK$!1@4Q"S)K^2I2.0*P*MO /@%P-\54"L -6LT5V9M M#8DF05>*)9(F&MC,P.;&HL$-2\QCG&@)]PQP.AC<7]'UY/1$,%HS? MP>2L?]6 'HS0Y&(TNIN@P_OK_OWP$E:.T.&82)KHB&H6$GZ$/]'IR1 ='ARA M \02=!>)3)%DJKJN!GUF%SY9 M>&T=[D)6RM3X96[\RU?:)$<33:%B-1(S=,X2DH2,<#06BMD*-Y 4%!"?ZH MLIISUZNYS>$\52D):<^\2TZ>H7% G^/C!:.^+/5<;_$]E:&FIE&FK;V(,;>-02 M1!+>%((WBTB[/,6&HR MU_#]KKM8]?HV]M/&{3)HS4.]!%#?ZF$.[P8]6B$ O4^']J.42+0@/*/H$&IV M*C@G4B%PB%0$Y7U4\3_?HK4B#)]@[Y7Z=X+6U#=*]8W]U%N-"I%,1T*R7[!@ M7.1W*Z7G_(T557X#V]\K^3L$KEEHEA::?V4!/BQ*0TFQ9/Z>A^8;;;_%:XM8 M4]TJ5:>VJAZ(.(;#_@\UT]JE9MX)6I/>+]6W1Y"^=\&TW]:!AHK9)7+-0:=T MT-G? 5,J>U]]YXVF3@MW/.R_SGQ%8*W5JG'_U>U1[0:.^#AZK(M:A/N2IM@>K0O1,Y9HA"G,X#BDQ9PR+SMR2=:1+9S>! :^A [C*!5I-($P/L M"/TR,MIF@:HF]RO15 MU0U=#3WSV9I(<(UC9VT%F/WU*S^(8^E:,36:U7R"/HV.?7>GJ7%DY?RFK/^LG M(:3WNLZ+^F+V).7F;#ZOET]BG=:GY484ZIN'LEJG4KVM'N?UIA+I[FVTSN?8 M]_E\G6:%/[*_>QK=7E>;F6>%>)KY=7:[3]M_KH2>?ER,4.SMP^^98]/LOE@ M?GF^21_%G9#?-U\K]6Z^8UEE:U'465EXE7BXF'U$9PGUFP8MXO=_O-1[K[U& MRH^R_+-Y<[VZF/G-'8E<+&5#D:I_SV(A\KQA4O?Q[YYTMKMFTW#]1O[KZUX M)>9'6HM%F?^1K>33Q2R<>2OQD&YS^:U\^4WT@EC#MRSSNOWKO?18?^8MM[4L MUWUC=0?KK.C^JZ]]1^PU4#QP]PWP'H#.M& 1 W(>Z] ^P:TO5=@?8-6^KS3 MWG9T$K67%=[]4[FMTV)5'WN_C-Z?SZ6ZW>:B\V5 _:U?=K>&)6R/> ME[*03[67%"NO MK']O:1!?U<==.NK_!;7UUA*^&=V)OZO#_VL(\I<#^+]SK)W#[Z]#/(:N"0EH]\)-UN1)7*K'CT"I7.*O$LBJVHSZ P=T04)FHR MX5F!29?B8J9272VJ9S&[_<_$/? !?6O2[+8)5GBB&P4#;[+!$KQ7[Z7.LV] M\HP)%)*.C:=LS5KR?(EP@'W*SN?/^[T'X'S("(L3'N-C$D0B1B.(Q+C%QF#! M.=WA1O+93CY[YV 4KVH)K2<&(G,Y$%V2Q2(}$D=DHTCP722X=2!^%FK5WAN(M?3R@:'1$;']L41YPI U!$Q91SGUM)HHZM.0Z,,/N&:$ AS"PR_8B0ZLHN_4 M3*O28BD\M=)YZM&24T;TP?I#$T%1H!-#,61IM'$(!(0+5LE (I1M#@N.=@(C[\!8[%FRS%]%O\[";G+1O6Q#O2XKF?UG4GYDW!##)-+5+4P84;F8 MZYU@PA!#*$&0:+C%Q .,,30QRY]6T;3VIEOK-;-D/]6=C26D\Z M^CH/C)@#,.+5<-6[P(0AU0/&P@KA?,X8F>@$/"0"MG;"K7P2U?L2>L\TBBI" M5!=NHI17"7=)@HA1$)=M:ECF+$)T8.W15:S9MBI-U MRBE:[)0M<<4VCLG@<)'5MJEU,J>N^3SF*K"^B@OZ_K#<>/TP;@P:+'PS31D MXDX0\[F^2L< D/81-G(QQ(=]%DPX?#082V1WEM>%*%ICI34#F?[N!*$@T.WB M @(&7-E/736 (Q13:DO& !AAOK>&CV4/UA+9O>5G%69/+;B;JDE'\B]/#]MP M/1U^T^T97?!32 Q 3A EO]X=@&$V%?#!62*[M=S/0]!&T^Y%6, ^2"P#5&'XC MZT(P%N@F&H I1\XF/"8:3":RN\Q^P0'S+]C=']@4,U\O(#8"?:C4#=D.0@, ME-'0+38$1$&$*(*[_N$MO=Y74G^Z$[UV\KKQKAW@_OH$]IMTZ9+*@P8!7# M""&]1P #"?V&X^KW>':0D/FI(;0*]+$ MU]\A,,1#_5]' B'(D:P/A% 8+/G.R5\)S8:CAOA.RC?=P\ LB6H&[:D8L M]/79#^#72H[KNLV<3P,.-+3(/"C(:+8GU],$YL=YS[JE=9OI7@CO=5S\) _M]MO$P:I-'*S;Q%EU#U83VZUFDE:%)G;I-IVRQ M4[;$%=LX+(;Q':W>=5,/.] (^=IU<6G#0RX'O5TP7[Z/366(P"%3IGN MN0 4XV.!&2BVkDP4?K@P65BN\N,N[EWB'0.2=F2[:8 M*5OBBFT.(A\?4\"@(6-:]*)< 6,=U$)A ;"?RI M-6(PQ_@G6[!{<]*FV;2F48BQOO\$P,*($'T,SP*9&&VD(8*.43[@,KAA8G?# MBV][$EZ9Y:K$2^6VV89\3.MNU_GFTV>O3G/8*-MY#WI;ZI(M=LJ6N&(;1V@P MZ_39-\D.> !NM?H'Q\0E^R4+7'%-H]\4+L0>^UPZ&/PGDY[#HZ,LGW>;#O MK *@9DM=SQ0FBN! ?Y8+H"B9VDPG0YE#^#O'HO7 #+$62P>/0Y=LL5,VQ!7: M.!Y#\47LN_Q&/.!H $ ML!9P!\)?#)5OLE"UQQ38^Y3F4A=1>%KXK3_0<^]8RXM0XB ' @L"HZF, II:I M(-2?A$ X/S)/(\SW#]NO1?78_D[@]I;EMI#+=\>/=I[M?(GQLS]KGU^ALP4" M/H_16=+]SF"@[W!V\"6M'K.B]G+QH" [EGP8JU7=+PFZ-[+LFE]I M;4)"Z=9!) IT0UH!-;]3'LPR4&B)G9F& C^ <9Q)4)NB8/+G+>9BUW-;SM[QD*U3;1QNV'W9&B/4 MBW(FR7(;EB0KD*M,+)"XZCG]ULV(@;>)MP) <,=^[@#T;}4HA'8XR3GN.9A#*' M6!L&1LL6!YCGAHC2^%%S.LV5!GBXW[/?6>VD9.9#@BFUR M_2!VG[#6LY$& ^4%D4-I@R*C%ZKK< @GN, OP;X?P+: M+P"'&A!8H55F5M:0:19VI=B!--'$9C:V-A9-:C)N_F*D)9UFA-/A8#H9CB;1 M: BTBZ:?QV^G(QH3LO):#*/8'H"T]GHH3\?4P"<+b;]Q7!,,6=P.F.2N4Y1 M9S'+S^ "%M$03D _X 0R#O-4;!3CB>JZFC(U][EQG=5ME97_0E;OX5X0L8(1 M3S!YCG>)82/3W\N\]5\EC+"\A, [!]_SVT?R&?P[/@EG:'I>F#Y@A2\XQCP6 M!4*DF49[*0W?^DNE);W|(\>*59&UCY.9/K1]8NQYU C*Y1;=,*W:UH=[\,O MI?^)(@N=]. [_1I[^!$Y2I8#O0I@"3WGS*@VC0SX1(-)X3G0DX]?+TOK)D!5 M,EYF.OY88:K;.O8V,Z^V8=!I^7[7W1XJ_CO*O[]ZOFZB*BGN01,5*-=VMBA* M8<-U]= ;;S, ^^K9K__#?TEBKIM!OFFHFWC,YSKB"'%=$Z5U>TU"0U9RI#"U* MVZI+H:GQ[3:ET8S2!-#Y2@B\]VP%S; /?P%02P,$% @ ,X5G6;=`Y 1 M#P 1(X !@ !X;"]W;W)K.DG4ZG'QB+L34G2SZ1CG/_O["B& *P6A+6 MVE\2*0&:%9X%03R[" #T:K7^K:UJFBI[3D ;BJKFNV^]7 M-\W2_L~GU?]Z[NS7]>5)>[-<>KL-NZMGFHNO%29'GZN2ZGB^/SDXW _9V?7:ZNNT6 M\V7S=IVUM]?7]?J]'YOYG%ZN[%$3OZ]@_OY1=77?\)V>G- 5E<]YT'V]>KNVW MDWN4V2RZ6;,SU3);-Y]>'+UD/OB6\ Z*39- S9N[=N=SUO?EXVKU6 _EU>S% M4=[I&;17'0)1FW _^MO,FL6BA[(_Y/[R+U:+= _)G=;=OF1]G%;=NMKK<7 MVU]P[5?] ;^O"[HQE[MQO:"[IE ;"\0H85RSP5R>]&F MZR=?^]XA;EIW]=GI>G67K?O6%W]# L&%_ <[7E:[[L1\YM(; ,]?'=6>3-Z^G MYO6YF6:VT_F:7UY-7[ZW7\]*V!]^:._?GV=O?K+?WDS^\?,:7Z;FW?E?.O// M#Z_> R=[]N'URP_35[:U\'PX^W ^S9Y]]S+[LOL _=7]JNV7LI:TY/_L;> MTLG%]O?\^/7W%'M^S_M55R^ RR:X99/5]:4==N?=ZN(WX.HI?O7+V6S>#]MZ MD:VMY/C5\ML4M _X5]B<*QW36?OSV:6F7]IG"\O PY.K' NG53<.ZG88(H] MF# 6BWIYT61UEWUL+N?+'C=;?6)VHF)E0"S0 M]&*.58$#3-R.;G+7-RW\^@0]W2(S85\#OVOEA?V$=4VV3/;[TW7I^T=DYZN+KM-GVOLKF;?O;>+,)Y" 4.]5!,IH\F)T?I&,<$]; MA@C,HU[=4Z]0ZC1=P?\]S. M&P'WE#8-$9C'O;[G?A_"/<2WCBFR.VLP_TY0LZFSS^MBLDUV-YSV.)\FB^ M-.N+N9WO[2/OZ\2QND73X.C%X5-';UE/'-P'DTG5/>O4PTB&B MJX@;(?)@T*+F4@?M"(,&R*#"[N=RLE1_B;[#[IUS9E^P@HL4C0SW >?.B>B M&*ZB=](=O"A 9E?Z_5]. ("#1).**A;KJC(O*BU&&#D@M6NHT'R',&G%<&WE M.\0/R QI(%9#DN5,AT^,R;:A%VTI5?1\B>%XI:D.@V(&:&@5."\JOF=\,K7# M<+E#'#/$K24/T5CFI(:D:DMHU5&B^3YOR8KAT(H@>&\IU9=DML#*-AQ8"0-P\$H8:(BNA NGU KYA N.@E2KD:)-2=$,%9KO-]?G"ES/'9:F MQ.&3W03H.2T5D^%H)\V64:Y#G *LL 5).X D/18UHEPUM#OK!&22"KYJ-!\ M$IWD*W#)=V#&%T=/'L:OB#MFO"JK:!R3)LZHT'P7.(%9X+FS!R1^BSBC=2Z]PAL7-I2XIA@T:*H, ^?TZ6<5R64:1V<1/!8SC67,><%5]I M.PW@!A,2G";)^!VHF* M:5AJ<*>_ ,*Z_4K*Z/!8\]9-X@AM,OIO'V#14-GT2G5[C>&9M.*O+XPS7,=/< MJLJ0/5)Y18IF1G3")] I)XXK)SPTRX&4Z^BS,L-Y+, ;:DR&NZ#3YW3/'QT MUFPHZ/KWVR4>\L--)3]4@)197A2Y8M$D2*[?]-!\ACSIQ&>GS**@Z['&@19 M+I2*OSJ0+(MC60 "YW#,^G9:A3YDLXZ3).E*T*2F:H4+S M=T@X<25P2'55:>1'F8RBKBCJTE(9L@FIY,.I34JBSZ#3@L* M7L^-* E@#U<7,@P=X!;3^;35/0-=L&GU*DY,2(;-C(^)F(15?*\"%FDS%1- M1]DT5#9]$IT&%'@^;$@^)[*4D\(Y"\OO<$O)[)%*MA&=|+< ,.S4F#RE=E) Z MJE2HC2;XD53N2-',+FGSHD09 MUQK"18E 0Z H48XM2@0:HD6)TFDG25F4N%MM#Q,4[Y]^4(D]#_ = C6XYQ7N0 M//P>0RI))Y7DH06'PQS'=82*E8P7$<5O0V@0QJI(5$H(&>Y=!'JR?]N]VI-$ MD#OG:SQEP:&D/7&#-"-&BF:HT'RW.<4D<<5T:) 6AT]V5"R0M+TM9!'ND"(U M;Z<0?!XS25QS?60W&*T$[@(+,MKK-)%QZ6$4\(:Q2A$]P1XC*R:=CI*XCCHL M1(N#]P_46#,54@H144M:4TB%YCO ;3"); [#TVE@9RYE(4<35A!&U!*+"LT_ M"\GL(7KL$-/0R)-BBG@/(ZJXGDXW9):-51HO@>1 M!04DPO \Y<@I+/7X]86XB>2A"M07LKRP3ZEP[I@")]BTR5+\'87> MER*/M@B1&C94:+Y'G)Y2#ZR''9!7#RH%!=5$0I0H*',5:3 ![H61;W.9I! M@2K#HE!EN2?*KYRZ4;BZ(8ZBJECZ[(FBCFXYQ7N0//P>0PAI)X0T+H0(HJA: M"\-15* A$$75P/D=8!05:(A&4;73)IH]8115DR:,2-&FI&B&"LUWFY-+&I=+ M^,+>@QT+*QD(641[6&# M&C*1ETSM61AHIYKTZ$,/$\]\@0DB36WI6.OL6[R2&C94:+Y3G!+3HP\ ^''H M" ^R(6.K 2U@='W\(+&$!.'@"S1$E[!ZY!W_92K!U*518HV)44S5&B^VYP0 MTX^9V,+!D]T$(U85F$@:T!JU%"A^?P[Y:>I\UHZEFS1VB':.T6+!E(Y1X7F MOQ_!R:GR4?-:.'KJ*"Z!O!8KI0X]0&K54*'Y'G#:L23/:Y5 ,HJ)*$F &TZ= MN\<9-51&?3:=-=["MQ2??P-WZ0IKU*8"]8$:WO@U3J4:'YQ+#NI5^)2+VD/1QDK MM&CPDAYR/%V54'GT^7/K<35&T7]%C>)1/9C:=8?Y:. *)$S=DMHU5&B^(YQN M+ >R:0!,W990^]H0<>YVV]#/W4:4 FB5C-]J ;4K^H:P*"F=4BM'O/YK9.ZV MA*516#.$6TR^!4<9-51&?1]=MBL'-F8-YFY+8/\2D[D.CS6?X):2Z2.58B,Z MX1.X\P8O7&7A.=H2*.ACLBK#L@'<2#)WM._J&NR#3YT32.7HU%C* 3%@U 4W ME? OH 7)G)1>ZB@*)I'8-%9K 7C0GMJK1N3/T@'C1O U4LCI0L5<["><*'F9A M,PFPG.2L$#L66 ALQ.LY+OV6%9.>53/67KW"+-FI&B34G1#!6:[G8GL:K' M/',#!T]V$[[[["S2!@Q(+5J]!-!\SBI53WJH1LX>K('H,.)"R[#++#V154.% MYGO B.5/1&%C6LRF M04C\[=F>"&D^>=448-E5&?3:>XJD? .&C14!GW^G+BK#C]U8W ,DZ;K M*DB'<2%R$1V=9@F"%L^? M.E [N??=(=7.;Y='G!T _F}3 9FP0D5OR\0M)M_0HXP:*]/IZY=WW[\\\ +F MX5>UYE"F2HBR#*?$ 5NI%-+"F3'|"&C<>7MRCB>V!E[8FL>[KHI*EGE87C=@ M)IU!4BWV#4[N|T9 8+%#8.IY&8=5SWVS-:)\:GS3Z4 /TLE\E'UA.OH3MJKINFF=5>?G=[4E\VO|?IR;I?:.MB^:3O3+_OB\06|\OK^Z_=*L;R^%1]G'5=:OKS<>KIIXUZ[Z!_?]/JU7W!(8EF'OCBH(3'%>D++5MRQ]:&::YX8VK MO2?ND5DI4YJ3)XY$F668?[LE*=M-C+[QMO%,-XE4&Z8W+O"&A$2NBB<.EMF] MQ#0CN: L1YRL)\:T?W,W4/@*!E7$?3PQ+.412$DFE@,&Q M)3.2IDH(W/C2:!KM)Q5Q?_VF/]BAUA>L" SEOY-8YE,C"L#Q62-RU0^L]TG MTL13.1BQ5%2_:-=@+0-%I9 L;\C@04;$^HF_-GG8(X",GF W!+M+<-\A_ W! M.97@-@3W5,*@(0Q.)0P;PO!4P]@AC*K#]K-;'8V/)?:&G.T05VA04XQJ?"LV MG C-526&DL-;"CS4G.\:/?O 8!CZ"5:CX?.]EV"$2W@\[(+$"WF8"UF?WQ: M?/:#Y _7%/RYNE_^@RY6C].5?P_H2W3QA#G)94(DC7!ZB3ZB>BCBP^7Z ,B M.5HFK!0XC\78E."S^K(9-?[=UO[9[CGH <&P@(%>4SB0[X]L;8!VV\!W]I' M!4-2]!)C_8ILRW8U_LR.TW\O\Z-T_SC] 7.@]]^E!Z<[[VCH]],=U]'O3G?> M.7(43EM[3]7GO!>-Q)) 5Y.(K5$H6?2:L#0F7$"-?2FI_(;^G;X(R:%=_;>K MG%K=U:NK%GXC"AR1B0$]6A"^)8;W\T_]H?6;[MC/*>.;4RPX]C\G&)W9Q([M*!ZW+1[WF+KGTRV-"?04N'BB%-I/C"Z@U<0L!4.@@L!UF]#VI:YR:NE1):WN MZ]W7[PWLL;G=KP@MZ!#CZS!N!O3H0^/W$#3_$63W^AV7IK2@]\.A@]A#I_P>S15'R*(&/4:0L,&6E'?L!W#6G6XY\O'T>CZZKJ310VL M:[O7SK"320UN,/P!%FA@CCOHN,8:E$TVUU>==.K$+)#K9M3@G6[^[X#[1$QSR512])YW)^ _1E2BF5+E)(" M>4DD:DA _YR9:X;2^;U4/ 6*UF6E+R8K8S9GTZG.5WS-]*G<| J>+*5: M,P.WZG;J-XJSPDU:EU,2!/%TS40UN3QW8S?]\EQN32D]?].0W][73#V^YZ6\ MOYC@R=/ G^)V9>S]/)\PV[YG)L?FQL%=]/=*H58\TH+62'%EQ>3*WQV'09V M@I/X2_![O7>-K"H+*7 ;FT_%Q22PB'C)_S:*3W6 ; MB?O73ZM_=,]#,@NF^4R6?XO"K"XFZ005?,FVI?E3WO_!&X4BNUXN2^W^HOM& M-IB@2*N-7+*>3 <:5/5_]M 88F\"I@,32#.!="=$ Q-H,X%V)X0#$\)F0N@L_M4ZOB'#-#+L\5_(>*2L-]]D+9TPW&\07E=WWN5'P5, \' M\Z>@T4XM]J36C(PN,.>;4T2#MX@$)(3N7[Y=#H^A^ZL3-UZ=,C*3*_0$F). MHZ62;P1AJY@1U6WM]\((KL]\9JN7#?W+VIQPIC.]C801QBG4=;9Z+Y<$H51E/HW.ME!3T:ASXW.?YY8EB@0[^I0IQY$ MFO00T!@3TL'9ER)1E"1^F.D.9O],A96X8Y8.T=$M,/3U289@%_ ;% M0@_ #8(#! +LBDC"GX&VR.":D*$!1Y1@U02K/H M@8^$-.A"[DN1;, ",-&D1DV<#W13&X433H(2U/XOB7:CY1W7']DE{!CQ+PK]8*K[7:H15:RL7C MG'O5)DUM4^UBJT$"?+%/V3DD-MDE5]6M_1R+#]&GVD) NB((N[F^D1!$4A!D> MV.V6D_$X*7?UR-6VX$B*TD54QR20E& ^D0=*R/!EQ^1LE<\Z+)OR\5.B#3QJ4:)&G MW>3MD8N2>((24O=9)RZ;[8]7T&)6GL94PM;:4!@B"9Y*U[Q>[:]@0NU.WC MTT.O*GVJAB2.NSG0)Q:E@ZJTG$[&.7V<(TF?FDF?(CU2)Q0G YT :?F:C//W MCEVVVA4=WO3LA>WA;!(& 7OQ7>@^=@^S.(T'N)&T#$_"7^*6MFYJAEO(.:.7P MJ]SR6JL=6]&M$.AXA7 8X'40_9#QZO\PABR3 9@=O2.!FG\$,$"ZVWX&ORLP_(8);V%$O UR3'H'9$[!^. #M1%M^59.DZR,[E> T-I>[0" MW+11V*MHN,H,U72TSYXG),Z@<^A]PE2$D O,@"]95KZ#-,> ^#5_X"H7NO9K MIXW<#-8(U-.I=$W:(Q,.G6#1EE/L*?N>36'$DT^\KI7OA=FM9)E ;[M&C_ ^ MD+LNT)5VX.%V+[;*G7;D>UOF5F9/G_8W6M=CYI* MX]C+UEXE/*TU5])+[P]@B0D:90.= NTI5CZ@B:\=B1P*]O3VUHS#NW0'2OM MYKQM8ET:)7)CSU9!P*M/GU5/H"'(DK 7.QD),"&#)V.TY5_Z?%?^0A7]+V1> MM3E_K=4.C=$R.QUG]O?\5E25=41(" =">G+U> ^?6>4?_!^OI?K.#C54G.)N MG>P13$",#O0?M*T Z'@%\&R^ZABX .'%$O[KZ&2(.FIU1?+(HC* ,UL67#X M9]WEX'"<@P$G.L+'Z%.5E]L*.LN3Z_K9@>>>OL&GV;ZT MJ RW.O!GJH(IL@Y\M.*EZY2XSBU$LV(&JD'D/+,R=1=5|(W4ME6UM,/VSTOL M=7)3O'+RVWMKJOHDJR MG/% ROLWP=CU#X*.W_I?H"T M1 B/+>6OW!YCL.K1*K]MV!:J;??JIRKLN:* [TK(4!;/#"U:Z7W;OTC4Z^OVW ME)#@W>&P&\3OCG>T6CL7],VRU_SG*\7 (OB^M7Q[2],IWMOZ]?0PKNO'C2 MV5:F?[&Z&]U]6?'>?4 0&9_4LVOL&;^C\?^.OT,?@-0 M2P,$% @ ,X5G6;_Q&ULK5EK<]NX%?TK&.W,SNZ,+,F/O&W/R,ZC;FO':SE-,YU^@$A(M0D('# !*=G]]S[T *4I1[*39#XE%$KC/<\^](!7UGWV"Z6"N"L+XT]ZBQ"] ME\,ASQ:JE'Y@*V7P9&9=*0,NW7SH*Z=DSIO*8G@P&CT=EE*;WNDQW[MV[\>V M#H4VZMH)7Y>E=/=G]K"KD]Y^K[EQH^>+0#>&I\>5G*N)"A^]:X>K82LEUZ4R M7ELCG)]=],;[+\.:#TO^(=6*]_Y+(B/^F-R"!5]"R0!(D_2W6N MBH($8PO26:O54D;N[\;Z6_9=_@RE5Z=V^*CSL/BI^>\)W(UDW41;NSJ+RKY*

M\X3D9;;P_+]8Q;5'ASV1U3[8,FV&!;4V\;^\2W'H;'@^^L;&@[3A@.V.BMC MUS+(TV-G5\+1:DBC'^P][X9QVE!2)L'A]<;.^<#KY<'DYOOF7>/]63"[>75V\ MO3@??]V*\?GY^P]7MQ=7[\3U^[]?G% ^\F1P/ _31KF&69)]%V0??D/U"7%H3 M%EZ\;G*_ ^DIFZJ2'"O'*+57O}=? M]I^.7CU@[5%K[=%#TG\R57^6;/%;^7YP<'HU;E>ZB!JGR_W7_&"YI$M*VGNVT?I]DIMWZG7VZUK;MK:MM7>A7#I%9*&YMI=]+0$)+[/:>SA3 RU$X68DX61B6O_RK.I-=DJP";P<+(VD:?C1 MKKA5=]+SXRMP[*6ZTYD=\&-/5EP3T$V(3MZR"\DWBG]M9)UK,@H11$O_+4. M^$P;:6!M^9$Z5[,P*\BTD<37=A*XFTF3,0BZ5F"H@#]56(>LY&4NK70Z) M"CP;%LUN,J4"(#)=(:,5BK@0 6Q3W]%Q5(>XE;1\,&SLA6[SX+4'LW7A\G2#V M.S+FL!K8UF7'>FUB@^3$D21M0',Q69Y@^$HK8G^T]T=, M[XV:UT4,Y&3OGP,O9F=@>W'?%U7M?"T!*LCR-1+K:G*%]KEV'["=*1?0BX6Q M(3UFS.XVM8ETC%W*U,Z4K, .]3B0"84L=L&>DF*O;:5-@FP)RBC0<[G/W.GR\,I)>$6!VLI.:#B*G8F&3*_RKDCMA&@](BC-/UCL M;#V/1LYT0:EH5C|>\0A+9!+3*W.K7?=Q*B[NWPNG%$?2 #"BC,,<];9\ESW4 M>0DR395]:$8W1$G1X-WKE9%C* (^XIY^B3B#K%+6F>U8#;O9*..(:*,"M0.5Z&C #]ELHVS[E3$I.OB0 $VREEL#Y$Q!U"EK&5K I7E%.@8$UGS>/(!2P;\=& TK(^2FI-Q MR0 2]LM^FDF#IZ/?G\I+D],?\MD/YR/R^2T4.W.UVN";F<74I-4-"/,0'1N MBA6/KFP2I,JHA:WM\+V04YSH <2]GB)O((&@PST)W'_VBLB_M<5'6U*[M#2S M+C4UD+98^V 29#97*-
>"4["><1QHU7PML=1%9(,M^TPND4,UFBL_X3",S&"\C MB5#3G&MC>+*8(!-#K$HO+< P"0'O)XU(^M XMIOB2,D&,5 MC=5Q5*)"FV- 9Y;7G$MPH 3.=3P(D/O!65]E=Z8|:V,9->%NV?N&E=8#[,[:M_QC/1@GC1 M_PKQ.+;94WE;>?<(TE_LO0H+BC5EF/L7Q"FSB"FI@8/$=A$/LHDS#?6J@ M' P#C@4;.^[&4^RW 0GX'L]U26\][&YBMMA',3T-8%)[M(Y,[-"2(D8?#POCR7F;RI5&W+@WIH/S]TV$!-L*XU4,6'*U.\MR5V]"--4 M_ 4S>XE2A86-YYU+Z0" &$#;-WES'O2"@G@XVX4VDN=3F]#_A>$X.D#/7C.L M=B&H&0R:WD>Q\BUOO-C+N(([$8G-&C<@Y1FLJW\-M.$]O*G?:?-V;IS7U3R[T- MOW((S8)U/M&R0)TZ3V] 8]4[IAW_C.]>$4 Z.%"HM189GP[&7JN0!12OVK>O M)+[0N;>==C38<:/;G#9ZYDP9.6N4Q8O/K*]_7G6T(_8W3>|"
<+6@5TA_KBE/"0+MP67+X:4M,$K%LP/0?K\>~JBZ MD/PQ^E\ACM*1@UZTD18:PPO5I=Y/P"\S@%-+^C9 [\NZ%)MTR5F:\'R:4E M2>.YV()O-*XJA0RUH7M#.%^(<^VR6H>6NM*!98_T$()XZVFP:ZWPL/.R_Q2 M 27TR8+.[0A.?*_?WFV_BHSCQX#U\OA)!0R%/'A1]!FVC@:/GO108/R9(EX$ M6_&G@:D-P9:\BT_\!4$L#!!0 (#.%9UGV MT_M$E0T -(K 9 >&PO=V]R:W-H965T2/Y:BW59[W@O&*WRZ+4KP\65;5Z>72DLP5?IGH@ M5[S$EYE4R[3"HYH?Z97B:6XF+8NCT/=`1\M4E =O7IEW]6;5[%N"E'RCXKI M>KE,U=TQ+ ^3Z]4%PT+RX$/-%12 ^.WKQ:I7-^R:M/JX*3T:F%+)GB ML]<'T^#E<4SCS8 _!5_KSF]&DEQ+ ^9D>SO+7!SXQQ N>540AQ9\;?L*+@@B! MC2^.YD&()$WL_FZH_VIDARS7J>8GLOA+Y-7B]4%RP'(^2^NBNI#K=]S),R1ZMF2RT^3]:NI'^ _/'II/+LZNSWITLV/7_+WI[]>7IY M=7;UZ>+TM51A25HX%'FR!U;2G^2X]+8E ;]D2.R6(FTNN"]\XK\$D4$))K^EXO MZ7U%2PG%N*X$P.6WE,ARO&&S%-]OT]+F&DPO!.@#>Z5.75@#::"4SY7%9B9U M91:0F3 $UZ):-#RFL,<_!:A7IOI02*K%5@=L*M%=TW8(]5 ?ZN:>Z)Y.V4S M2U# A#%+T%_5F%88M(!HI905D]<$?Z,P41H6D1<^\|K2Q#,"M,18O8VGP!7? M\QM>L,A1N\^KX2]3=+.XL5&Z$E5:&/MIWBA&<>/H9QOS)1< M-HN>E@B0B#;OWY^PYS_ E(2A_XO]9!Z"7UZ8Z&$U2L"9SQ6?D]\#=1I!1;4@ M25<P]V1O[ACS]*!S^!TA2V'7^F"CKDX*VY.G]MY%MP,XH(I6E]\%, M+**UZQ6>^"W/ZJX+.$*K6F4+(,B,U"G%4RC%6-I8*>>02Y"V#,N8_"P8!8.H M%<8M
[ADE#^!$O+%JX70S5S@M9#0B1E)X1/0KBCC]]IT$-]<.6 J&E@ M<6V19A9>I7(T:C& ^"X4)E6QC+\O0^[YH[+L0U.]1)+LF.3L MTJY&4*8 53+@.?O.!&0!H;$7)($W#.?LQ"!;*FC#V/.0[(V2@9^P4ZR*^'9O MO9@&O$GB38($E0."T0.!0L\/QMXH#-E_^O\COMEQD^ ZP7[F;ITU8D MF+B "M2TR91@-##LMG0.1IQ<5FPK'4;?B!N$3;VM%/D@DH$@M#EUM9:R M/#2X%4AGVF8'ZHDL4*C2*M";90L;1ELV2;'+-.<>E0F(004"\09L NR+ 6, M3:7/6. EPZ$W\2?L4[EZ\#V, EA_S'ZG:-'|\ MN+-I"$1M.AV-1LPTLH=R=ECKUB=CSX\G#ECWW=1 :P*D#P/VON.J4^>]4UOW MZDU\,:6U#4VN9M.6BN^SDYW92"'ME[4I2RHEKFVD;6B&*;PS5N2[:^4#..H;<). ^^IG[M>=:,50LIXO&#]\BB^O MH>.FS?-L &8+U W/(OS9:4E93PG29B>+$2R:>]H3'AVN-E'O#[@'IB-K7B#\ M]X]GF+X\/2$[']*.VU'L MWOVTEV5ZJA&ANX'?UE*V/8&7UD9$VZ 8 O<+7E>6;.?01W8@__:7[0.RBE8A M!RS0VAA*NT4!N+2T?U?4!MN(8+H3Z&R-+&S]>WY:09>PX)UTF4F6_/".IZK; M55#<%A*XRPXD]$0Y6>$'11)NX[|< MHQ#3"[%]L[U17KNFK=/8V=G9=]WV[C1]"S4BW3/A\/C!E,-C-\FU,G+,310Q M\,%WKRF=&G+;O>3:L"PJ0&;"N[IM6"WE.NSP::8ZREN&F=ST"3\ )#"]8^Q ME^O7L]XW)P53N-#B)OL04N!61IAG(Q&XV 3C-'VOD?A-Z>R\1#*'N]/98D7 M3B8/,MF6]'W=Q/8B_Q@9RX+$N2Z)'ODY.\-<-1B-&'7[.0X'ZD6ON5M3L)+ MRC&N7_GGL^&#)!WMRHCGP*<9.+;C$#72%;N@4O4?C.M]:Y((]3C=/Z;)=MZ& MQ@77$L8%+NYGA]XA&PK$R(.[U#C(TODVGR=Z]S-'[\<-EVO32 MO/WF]#+\]BV&;EKI8WQO6GE*$_SCDDX?VS^]7T9'ZX=>DOA?Z7Z#R!M&*-Z1 M#7:VOP%UM^-H$,3][2]UY[X7^O',UC>>1)Z/3OQ1K>]WM*S;OC_XD8E\Y WC MZ!OS>.
/89;)4O,Y8F0<*#EQ-1M;2K>,QDEOKH]\U '# MR?Y<'P!&Z%O[TOTH',W)\8D_\;)D_'VY?HCNSA_MSO43;SO(S5CO)TSC&; MYM3_2.1Y1SSP80\K%OC >WE$0/B@!2"/%/MA6ES-
J]M<#3:4Q=$P0AU0:2S+FC< MYW%U06^" /^O"RZ"]E",@[(L1&X/0^S.%#2+]1RIV$:!]6" M.#5 %B5G2WL"OD-!:[Y@)[>&/5@)].E)8[8;FC@]#E*BWO2)*OLMIA<%MA M3;6Q:T!,)*SM1E^W$@B2T6#2[]_;TX,D[KS*:V62]Y/584Z5:/\!E45Q9_8C MFEU3LQ.?5LU106:;+02GHDG,GNP$K61|-G.,T*1=]:W? @32)%UW
MEN,X\]PM#,.,5NMV1+66)>K%6RA;IC2;ZN=D*0>$C[^JS"O(WT_&% MU$M@Z5ZWZL$(.R<@?6V0+72:1$2]2!PGWC@:TCX8>]*!%Z)W/=^$UW"<>,-1 MS)
(X\H)1P$Z;]$V^T=3ZOD4.Z0[(R*@]&HOC_$D&(+MO?"Z*FN3'^[!"CPPF[MZEOWL==;'K[9UA1+*;:0BC&"W[N9]/ FDD:=KFRFV\3WQU[AH3I8WS^H1S8Z? <'P79U$";#X>
[BX"L1VY"P(:Y;'%@W>Q>D%@ _'V8J/N\IW%'1,==[PUZ+N, =2]2Y9VDNOM%4O)+0,E>N6SZMA=6I ;>YF:X MO>WZ(55S 3 6?(:IDG&AXP)2)06H?*MOBH?*KOFVX*CD%0W]YF45?- M"[37>-_\#U!+ P04 " SA6=9IYTBQ:4$ #]"0 &0 'AL+W=O4K*1=DFTO$F_G.]^YDB=[;3[;#:*#+UW;V]-H MX]SV>#ZW]08[:6=ZBSWMK+3II*.I6< _MUJ!L@E#7S@7G^;R3JH\6)V'MVBQ. M],ZU]L=K
W:7==+VUH-I]0&M5A M;Y7NP>#[-#]+C\]3?SX<^*1P;Q^-P5NRU/SG[QM3B/N"6&+M?.(DGYW>(%M MZX&(Q\C9C2I|(*/QP?TGX+M9.M26KS0[6^]<9O3][R@P97Y&[W_&T9L MX]6ZM>$+ ^^%L6D10[ZS3W2A,##K5#W_Y9?3#(K&2_R,0\1@$1> *^ LO7TLG% MB=%/\,/XTH?E!, #5($SG5^Z#<.D,]BN3W[Z]. MYHZ _?:\'D'.!O#O#$@%[W3O-A8N^P:,;K^7G1&AB)0ZLSL6+@+>XG4'"&0@N MTA?PDLG*). ESUF)=]CO$%9&=W!!7 UE WG:;> B^(@-_'ZVM&']CZ<<,."G M3^/]RCFV6UGC:42E8=<8;3X_KLXYS^^P#Z=V*]6OP3KI
MD"K66= KH,9AI"\]"\]CK$(EW]'?\Z('W#7V_B#AAO#48WCL$)]ZC(^=P2&* MTCFCECLGERV"TX"RWH!]2*!;*8(Y %X47;!FI$+<32X]MV *RO6;YD'W MTO!7,TCM+0O:'8_BP,8A?
93=0:I*12\H8GZ!7Y.:7]F`#"YZ"WE'5=IQOE M[@.]2=9.7FX&/3W3_21Z-IO#_ZU_@7%KB=@1I6; DCFF4E8(554FCF*4YK19Y M&&=EPG*>P36;3LE^E,SCG&4YP66#=I0 ,8MYPLHBA3*-
M65(ED)"^E,5E%60$HWX/5P_I\D NS1CG%1"5-"XASBI6YAP$"?.B^H;.JR1C MF1__0"Q87]7P*DM85673"!3,3(72[B6$#,.P+,0(B<%442,G32752L*C@4 M!LB--O=!@%\@DG0=++*O)E6G'R
M:06"],1Q\;^5,_'*"4!41$P4O*3T+BS(P>6W@2*_]3*C[,G)$*? M(VJ^YV0^]B$[D;,M$?}-G(IK(R6.MUK_ZB\V,3,+C5)F0SI;72O@+;4%14G+02 MG@Y]3?Y;MFH]M@1+?OO*E4"V)&7^ 4,=@-)+T0.
U*U4+7LW@[/06YXA^AKK M<35F(VN]\| UJCO?+NS+/0;V:!".LK2:Q73;MFUX.!#P4<;S&3\L>5_8[=#- MVOO94RU^_NA*)N1U>'A84KSKW?+9LN-(?C@\HW?2K,D)T.**1/FL MR"(PPV-
CF#B]#1?\4CLR(PPW]#Y#XP_0_DIK=YAX!=,+;_$W4$L#!!0 (M.#.%9UDBRU!+% , /$& 9 >&PO=V]R:W-H965T $$C1\MHT'6VE=BL"B8UJ9;P(\<%-KFV$8P?:7<>_Y^OT
M6=&V:N)+8I_O>>ZY.^J_%0:@VO!,X5Z&U=,_5GBESN1E[D MW1FNJO7&6$,P'C9LC0LTU\U%M,##]1W[.Y<[Y;)D M&L\D_UJ59C/R<@]*7+$M-U=R]Q[W^?
0L7R&Y=D_8M;X).1=;;62]!Y."NA+M MF]WNZW R,_G /$>$#O=;2"G\IP9-AXJN0-EO8G-+ER]#DWB*F&;LC"*3BO" MF?'D[,S3]>7G!=MK2 MQD_0#N!"'K/.!,EEO_B
Y+8Z8SO=$[CHX0+;$X@"7V(PS@]PI=T>2>.+WF" M:\[^L'5'#4R4."D*M65>A4=V@ M-WIU(LK"MT?TIIW>]!C[__?!*.WCHI\5RQ9-;H71T+2E=)5DM]8 M[2U-!4 MWH*N 8T&.!N$E>0T
RJQAM?.(K>:./K-*5!W#=9+5%V+X1R+O25REN1A0.I4 MB? 2^IF?$^(E]'I^OQ>V[2011:HXM^&LLD+6#4)A"E [\7 MWZ/H2:RRX@XFF-DJQF'--- D5.Q8PGUZ$/4ROY^$CB/-DXYCC0(MRI6DI.^V MLM?*$\I.FB1^ DJ8VWW#0ZX#D)30K#F1F">1 ^?)!+U+I4P2*TR]R+"@3 M^6D8P2>]M7K8B23W8$JE@!EQ?I;&ZGM6#ZFP>48A!G:548W#'!ZJTL'\&*11 MK=VPM5> 0K03[:-V\WS2CK%
[] 9G<,'4NA(.:*X(&I[T>QZH=L"V&R,;-]26 MTM"(=,L-_9-0607&_\%4$L#!!0 (#.%9UG@EGG1+1 M ! N 9 >&PO=V]R:W-H965TRU++H:OST>D:K>&O M2M[:WK,@3A9:?Z:7'XL71RD1)$N9-
P0APY\;^4]6)0$"&7]XF$<1)6WL/P?H M;YAW\++(K'RER]]5T:Q?'%T>B4(NL[9L/NC;OTK/SYS@Y;JT_+^X=6LG%**TF!6 M>3>(4S4IY6-C*O"ON;ES^]^^?*
@@9(T"00=#UY$.!'N1F\9]!(23]9/0!OE&AF<,KSI M 7BOY:(1KY7-2VU:(/4_KQ:V,3*?C^UCUL&;I8=%#O+4;K)#^_=01**$$R2$0-%]=+T=99I4VC_I2%*" 7 MW=:-
%5E=D#%+8_!Y]>JLSE6]$KFVC4WP!UZ()IK?K*58ZA+>3 L>JQI?=&L! MP)X\%5!?(ZN%-%&'P)[I+V/^,A7OVL8VV$ -D8!U28KX5PEL$H@J0&F5M](M7W0C[5/:=#[X)!
/1VF:/CH1QV*6I@F>>T]8?KFU_'(TO9AC^3B9SMVB[FF2 M3M.=Y><3MSQ-P_(T0I^.=Y9?S-,#T+ ^-UT2LC+96S)*Q1]<[_2PM9+%/?0]J M#[*Z3&87%R?B\?DLF9Q?
GGPS360YLR2=C9,YM(>GZ3RYF$X&JTD:8"S0N"?!DA7UPZR*\#,UG^1ZNLX@C.5EA(MD_';/Q),KZD0U:0ZP5[IWD;V6E3K.Z;D%% M7,Z
I']&K<.2:S$WT(T6NC6X%\G/NM(JT&:T(M2K9A) ^"7IW!ZOVG:\'P/* M#T#1O;WW!+QF MY'95]5;#AO R/T^QX_8K[D+C-NT[I?!(4\Z)?J(T3R+CGFMW' MQ
'8]57GJE])!S:3E>R()=EE,-FEV)G%GG"!G,U%R8TL[Q.V-K+A2?]LOXP_ MC9^=B Q)ZVMS%OR!V\G Q.!%I/5GX7\P!F>,%2*D-T$\]M5S5ID91GB]RM=
M;;+ZGEWGXID5\@]1G=B]>A%_]MWT(8>$],+9=: ,$9^2 G M$"6Z[<'WG0/URBDK(35%>S?!%H5PM= =K!#/ ,ZN%"F\\.L80C5AD,#5N7L
MQOA,P&'T95M(D>$7>&E);)6)3M!F0;4N-'@W M/15U8*+@L-? J11QH"*< TQ_E7PHC#/^'$N0J1]KU250I6"[(9-CK9F#0#P M(VX6[AD0BP2R/#NY3&D7S]%?#PAO5.8-3W"LR)
(G]E=0$@U\NHSK,>&'"T- MXF"IT'4(%C]QL+,0*V'H2+]W2$<(OZ0W8/$VS$^;UN1K= L"%7S^F;[M. &! MNCF!G#]C%??EEHK$?+^1'/-5?0,[)& R>NTR(5&!G9)LE2Q6$ P-$JIBSV;
M8#%3G4LQ@67+9'Y9=%NLX4/+ ^-0 (4#7-LM=!'+A9;D6HSSYA>[, 6I%\E M?.E*0@^'E68EW7JGXIQC@/(6!'EU5I$YL_PW+)GCB;A;#NXDFV]#&@BK'&>] M0"CO<|
MW!I2"I,W;") YYO1$8'O&WHAL:5T5KI%>$*-M>2(2N]B+DY=>?:)RC/NG8#L M1Q0?RSBC:LL ?(C9"X[V_S8;C8EOQ-%(B&F,NQD[!RX1_X_IL8[52)T!9I M? -
IW3M]^R;FE+INI#AYH\L;DLS2;TDH2).8X%CHM:1)G')_>OJ6FU6&0I0[M\]JY$07#Z&HD'OM$&U:$)!LA905Z;$4-(J5GD:W DLOCB,OWB-HYQ0?(>AE% MH6H$XJ9EFV,X)?
O&&INXL 82L!^05D:N:#.:=U6U%9DD3)>-+'/%&, >ST:I M@'N6/+$ 6D5QB.V?P]1(#(KV5/>MQ/0P^(4,>H[*"%
M'BJOAR6Y$YJ@V^VEI+#:I;84EK@D,@#>Z9T'4411U#OG\&.4G7MQ/;23,4]& MDP%FH"(]"WRITNM88#MFI2A"PDUAPM3T0"&E1@Q'G5'X/=OB2ER"0B3IAT'> M^ 4T,-
Q*%VK9%1M=L/6UU"XR.,JMRQ:.W#_+_L(8)V)=E(AV$S):OE:(@T$T M7>I$.YVA\,L=#/)]MAK*GEL$(GC"\UTB.A"B2R1U[0>*[&VT;1 +*4"C#G6I M OKE,#XT["3DQQ,GUT*RVEW]
<5&;N B4D3'XF/* LD;BZD"KF.RS<@YI#]KF M850NJ_8MG\$-#1)6L0E-CLMRM;QK!$V5B[8DV0P)HN*)G)<*)()('3-%/P@@
MMG7$S:CK;0EISR>6DI*DM3I7+/RHGVT+HC02G^76[CN[A(,.48?,H)[]?YT M=*V,*C@D0V6 ?\!41N(ZL+=']DI&2A#EW&K5R*JY\|)8$@)5<+H$"NW&<%@ M<;)-
Y7ZH3*5WZ3>2!E$E:C]N4;C(H!V_P%G_HJKM3QXA+SQD5 M-3[D0)ZMC:5.GYWT:]D9!W8F])!\.S|QHF#-HO-;KM]V7)0#.K'LJM5[)L8C M*S-
+L[I[@*E'[K9^AP)P*4%]*QWD17TR_HB]!B23&?B+|:WY=N2!L(=3 9XM MM*;? Q6ZP@LTO#-C4+X[=EN7RA!?-)HAT*YO)AR>6NX\" 9U:(IG'EGL"A/? M*?#T2=!H>X6JFR.RNCM)
GV2/@H";?C(RV/9(E2J.0*!9)MB$))O;W#*|-&Y MTE2AR!&;@+62(K&6XIG/,::LR&I-3HK&H8F)0\ _!+7!/(9F+2<@B2-[: ME2R7FFIT$+C*;)\@WVA_2:0#= ^XU>+6=I\J?4MH>UM
+2%6]SMCZL_I&)/Z MFEB-[8?8[S3[8&N]%@:['Z[-;2K>X\C7,QT_?8&3,&V+H.+.>[''WC.8%5*11 MT[55$^V4D]P%.T^YE;QKHO.+A6"8# ;5L+2 BM(]3X%B3=^-@)+.]
MD6PHQP=0R2-#>< XW)2)CVZHXU2+-FZF\I0F)8:')G3NH4M51.!4E)/S"\)N5 MDC_TD'7#", <+4Q['2>X3OL5QS:!\)>1W)R)?9_6*/6S16N68?HSOR%52K:")
MC3^%L7ZRU:/AQW^-2'9 ME+)I6 Y+KSRW#QN1C5=L.4/Z[WS/$]8?V13==-1!)4ME1B[=7-T)%&[UF5A M*4M%MKCCWJ/!:JZR43G) 7&
<^^4$M(,K6801@I'0TTV1W)K*#X1F4^8\0; MK(0?.="Y\U'_H[S;E-H?&=)8O*;RJ5-:K>M3E%)KL@E#-A$J63=.#826B"^&
M\A)#BA4N^)].TM254FGJ:LD,$1.IMW9A1GN!68I'/F6U=6N_U&W%8(QO4/Q- MILK0MR_BQ L],-YK3>4!:+1<*]1,2T<3&QCJS_^Z6\[$^]].G[Y=3((O)!T M?
+)Q>3F)MDXU/;+WHZZ>3\(N2GX5FX$_?R PAH)X2PD\'%_YX.Y3O$_7-@R3 M7#&P8T= 01+IBV,>Q1'URRR]"BQ]Z*OU&R;'A5V\.#6'6#\+^/B[O:%.[_V MXG>]EMX]DT]V@VA_F?
>:;&%=8YYG&[##,Y>'V:1?W!&W\C/28N> .G;QYUXO MWWQ5)%PQ.!:7\W#GXS+>_HBW"W9XG= 5BL' 5P\Q.TZFLXODB;O%\20\I?[) M73-X>'1R##232%C_>9P$T@]-:U@9.W)(?-
SHW?TX=-UC>P+2GP7KO3KTXYSQ M:!;'D#S/F#(=38;P)^>C)\T7$PW94QZ/*!&C0T0- M)TDAD+GCH_N^=?!=N O=F7@WNS5 $^4T"HQDLBN:N!HU15,
[AJ#S+4A(H[GT\EHVLG9=F0=OA'$"8[N^<6; M##3H<_896HQX90K4QV[::RJDFX%Z;'?2155,5_@""+H^3D^^6 ,_%?(GM.#. MC3D]JC#$05KCDX[]]L;+\?CBWE/P"$E[->(;
[T(:Q0;C'<)MIF2;>:0$TZ MMKH#Y'YXV4<"DK;S.=-EW(XX&H_%_#HU-)ZLF)9-Y07 R1"NL+]T((N M^O[/ML5PP":-K+A#[5GBPQ88!ST_>(V_\7-W'E9]24_^/@]YW:UTEPO\B=?
0 MC$#PONN@9[U;NMS=T5UD.C");D+N_%KO.Y\Y6[Y=LO=7>FW_]"EE$MLI7'> MD;N#$UX:O>$[OPO=H'?GQ[6$;1I:@-^76C?AA1#$2^ O_P-02P,$% @ M,X5G63K,/K]A! :0D !D
!X,"]W;W)K&UL M15;;;N,V$/V5@0KTR;$=Y](TM0TD3MH&W7B#==I]*/I 2V.)"$5J2+K[HLHIR,9B.&U7R@N.?S8/';;!'*73--FAGR?-]DET=7UZ?BGP2^$OS M)AR\DT2R=.Y)#G?
%)!N^0VPXCX*@\%SCC(T1(+CQ;8>9[4V*XN'I"_JO*7;$ MLE2!9Y\U46L)ME%1@6O5&OB%[?YG7?QG E>]DQ(OI3I9,I&&>5MB*]>*<,# M6MONJ9YW/!PH7 $?41CM%$;)
/]\Y0\O)&134=>[UB/(@P(8*#? =WW<&- MWH'IF>Z=C56@6UMP\5I_-?V_HU>_+L>?0BXX*9()\,>C8:CTP_P3O;QGB2\ MD_?B=76M(ZHJ!E*VH!GS7G$U_,'X?/C+!H5<[D.X_0C]OZ?
L?\#1 5]]^LKDT=@ M,%O'"%7O2-KH>\7-D6_3(>5*0+0A#PRLAEE3IF3N^M:58,80*;3$ *'>M#SBO M:-D&@(;.1*763,;9\@@&:D(2;&BBG4!<9%"HJ+UXKWX:^$:U5U9LY0UH2@C
MUTO8>ZG,/F%&P'I4V@2)"*&!%1T2!P=6>C+)H @3"9SNF(/]Y$'W0! M&^ -E\K0 FPS=XU%VS0FG857&010RTU;I''2, #R1)RLZ7AX] ?UZ9..NE3= M:
3$)RZ!*Y;Z+"B0I>W:F76'L59>NS:027*)?48>RUU9\%HFL- 5X%J;.,) MZ3T0I60+OZ436C!-=?*_1ROOD&E,>R%&GCT,N2T%CM%(Q9 #F-_H(*:",+5# MQUQ&UA*R5$M'1^YLH26R
"D5(62Q8(0>6]) > U:N_@2-4L.4;*.I(=X4(/P M?*V%PE0%+.4F]$)(PRSN59[5IE]9>/LZD;9;1>=0;+ A\SF0)M4@X7T A0; M8#=> X6P6,F\SD7'L6>3K&C)21>(./W"G@A:%VG+4L;[:/?
IRL3*M665'$) MV$Z/4.LBNF1ZLFYCL6-B13FCIQ/M%H?6P*[Q'@2AL7<4=18%!1 IX#T<$C'RWV+M#=$:UIDL7L9K3:X5O(?8B@/]7FEI.XB[=?5[%02P,$ M% @
,X5G6;ML#;Y:"@ 3!L !D !X;"]W)K&ULK5G[;]O($?Y7%KH';("614K4(P\#=AYMVEY.B)T+BJ(H5N)*VH;D M\I9+*[]_OM_,DA052T)2G'^P2'%W=N:;F6]F]!=;8S^7&Z6<^)*E>?
FRMW&N M>'9]72XW*I-EWQ0JQY.5L9ETN+7KZ[*P2B:*4NOH\%@?)U)G?=N7O!W+C M4;U2:4J"H,;OM'>R1M[%WTM^R[;!E(4OURJ2?=.(V+WO3GDC42E:I^V"V M?
U6U(3'6YTY/]BZ]>.ACVQK$IGLGHS-.AT[C_EEQ['SH:IX,2&J-X0L=[^ M(:;RM73RYH4U6V%I-:31!9O*NZ&2U> M_?K+_,WI^]N'=[^^?W'WO67"]K27>=4G1"TDS\8G*W*
<6;/%')X?YK:-6] M%C6JW45G!=ZKHB^&@T!$@VAT1MZP-77(H:GY&VD55=W<&$BYG*R'+BUEJ9 MKQ5?_^MV43J+,/GW,>.]I-%QV90ZS\I"+M7+'G*C5/91]6Y^_B$<#YZ?T7S4
M:CXZ)_V[G/3_21+ ,/E:/"B;B7?Y$F@@5<0\E7F)>_&W*E?LA4#H7"Q-GM2YD45CS*%,A';\A 4+F>86O,L2KQHEF M=; U$%LE9&(*!Q^YC3_TI&[B@L;0<='@N5_Y\&[.]^'S2|C:Z.5&D!
(Z4:4 M@[%,79:5A" Z'+YR5B_I.-9#5+EV4*-0E@F/EAT\|#=0$.;C5N:)>)16FZH4 M!L(MG9*5)%INI4WJ)75()&(8A(-!,!@,1$G1R N7)LN I9=,2K8*5L@DV\$! MUO7%0_<69
I5$=$0Y0\J4D0A:M*49!/N",A'5C %CE>.<-0MC@7[N OD'-98 M[_L]E&4%)-T&GO1F@8)V(C=.+)18(X4(P+VV'1'8N2C5[Q4EF#/\E/U+T0]_MOK+MU@L_4_W&K89M55'%
(^G\1BXUH,LX#@2!--#M)E"AM@!61B@VL0%&D>BD7 M:5>N!]9[#HG9 PUO06C*U>11I3N]2.I:BE.CX'@%X;(4'2#9!I"\4EAP]I8 MTBQ#12TE0Z"^T#54*DNSU)*.YISZ.DYKU/>
L$Y4U01Q%I6>*\IUJE :4?58 M+WM$?%.>(4BT2;A^);2-GJVDM@C>M%*-)^I39-E\D4 CNF:'L&:P?D,\JU2!]5)H+9 F050H@+SGI [\YRC M /^&G:L/>^8@()(F&CIL(7X4DR >QO@1>#
.V//:*^, W0@.0K&8SIK&@P'$3Z'8PBC MBR@.XLE$W+(#GEH8X&P"=9WK/]X6NP<]Y2!M4OE4OG)X]55[$VMV%N= Y9_*FG)N]^-:_X-D>- M@!H\!!PF)YT238+9>$QKQK4;#@
[XY()'OI'+/L<1%33H?[C^VM$U>H@)@5BNIY.JIOJAE19E:UR65%:G9J:IX=$XY MBE)SQNLC9^0FOVIDB40#%F?LUX35%V\DZ@AT]#:C$P6+BB.Q@A26>(PD8KLB
M/C'(2RZ432T[J)5RY6KA)!&\30*)\;PYFJG?I2KITX*R(2YP-RT2X!]0S4XH MS86;.,5/RD6YKCD)2JRJ3TH8ZQY*XCHPGD<'+#ZJ-V[<<.1%,Y@E&G2"89U_M
M_<0#A4JN;]$8YB/Q%P]"$=$R6^)NG]CZGI?GAT@U]8ZS^N^:D>Y,(WC8(R0 M_E&,Q_UAZ&7@^-$D"D;36(Q_'5$L?0.Z7T2S$1AG=$E?CV.!L6<%<.A)/ VF MHQ /)OUP>G
FS*'3Z@(SFXS 4GQ>W)^,&46Y7ENU)K4YF*^XJ#PM/H?6GZ"4 MI++LCF_$5&Q!*C\.!_T8LU.:(AG[!]E|--DPG'Y6KDZ$$XU@FPOS,_GF&Q%E
M'74J^]1[DA0$4EZQXM0/MXWADX"GCL"3KP]L0:<+Z^-P94TF_E#6T/,HBG\2 M%)8&'(+S+](%MSA8L]+E$AS&<4(EC2 ;_'39^&.OT<'V.K,21;T67-!I*KI8 M(<^U>O2#E5P# "1<
\4!P$*+"+-:-OGG]%A?L5)=>3Z^^K4NAXF,HU^+$ MPT9_+X*8)&E"!NV+)0MRN,&6TNZ,]SED8@TP>HM?I 5GA7&$=D(*?$)5U.U4 M@XCG?
&Z,F@'(Y\=1;*AYP>:#FH;;3#NG6M:[,RBSAY';E7'"'9[7 B)&27&T M:0SJT!<)OE)M),'N'I)16G2"D"X8OAYS+PL:MLW@:]P_V'-N8A_2*ZY#!K M_/NMX<;G-
X="IN\NB/>YO:"Q$2T=U2(VK%#09(T&HL"@T-UV$/[6+9ZFB:7; M.95THK;Z:9*?QAG&(LQ+B&;!$1V(**0&_F\)2=_Q<),N]PJ3&E3S43UR=\0R MJ,BML.TV^-T5?
F3TYOEX4=0X2#4JS^G['>,LM;)#B II&LBX@:M*BF#)72_ "M3|K4\!X?(9E)5.H%GUE 5K71AO,3$! B_K_^Y4#9#OG5=K$$3R"LL;G86S% M _94/6V==?DW=">D=]9,%HG/?[8:IK
M3_O*@OQ[4T[4RVT:[K+3(6PN,BU.DBU?X,$,YE'0X\ 7U/'T'OCXF0\5ERDNB++[ONBHYCUV>T?B?6)-5-U M:D?MW28++#C0%=T"O,"#V.5%K(9&4IK(7CI<*? F*-_?ND@%F6[WV?
UG"':R@: M@Q>\0I#*6GIE]-1CZ):E'VQD?B0 ;"&]C6/-F_<[Q$@+Q:J9_,CSO9UR_WM: M]?F?W;%'@WI4=NC'7IA?=WIA0,E8\^\X1)= Q/_8T7I;_E1TZW\AV2_WOS.A
MGP,UE8BQ%;8.^LXYP?/YL:9@G\OE1CG3,:7&R5A)"W]V4QKKFA]H2T&[^ M!U!+ P04 " SA6=95;]OMRD) Z& &0 'AL+W=O<>)DFFF2NG$N#YT^ M0"0DH2$!!@"M>`]]OW-
BI1\2;9]B44 Y_Z="Y"SK75?_4:I(+Z7A?'G@TT(MO>EHY+.-*J4?VDH9[*RL*V7 IUN/?.64S)FH+$;3-)V/2JG-X.*,UZ[=Q9FM M0ZG&-NG;"UV4IW=T+5=CM^6 \:!
<^Z/4FT,+HXJR2:W6CP]?JVN%KM..2ZU(9 MKZT13JW.!Y?CTQVN*+SL/F?+ 8B%RM9%V$#W;[-]78 MD=!K.65 M#/+BS-FM<'0:W.@'F\K44$X;"LI-<-C5H L7KR_??!"?
+]]^>B7>O;]\^?3A MU;M7[S_>G(T"F-.14=8P>A$931YA="+>61,V7KPRN1) MAC>]&HIIFHA).ID]P6^ZLW3*_*:/62]U$Y]E42MQI7U66%\]Y<6_+I<^.(#C

*MWP_9'%G.'F9)"7/[*YFI\P$RPBMW]P87O_TRG]>_/Z'P;*?P["GN?R8T_Q.C M\46)E2V0ED+686.=#I)2!)F2V=H$;=9B7>MY1CH_RE=2\@=@9OU).R)W@.Z$-G;4N5ZZXBT=DK)+%;9* M&:20^PI&E71!9[J2AI0/K$HT4Z'R!)'+H(;B=>VPX1)L]ZU1/LAEH9%\H!4; MK9QTV>:.?:5-58-E[:$^M.E2MU0;L4N;T8=^;!!4MGO^)T M;K<&;"@*&Z>4*-2M*CQ7R5S V235[2XL4)>66I-\ S]_*MX211B?BG_6-H"8 MX> YCERVFWCYZ-L8>;BTD.X1 "?BVQZ/??$]ZE/!0GN?H*$@H>X;DQ)B'7MJ>YHDV-\<7='])(FEZ[! M?),3&88%5<(3@? SIM*U]:Y$V6S'G8)&(0,RP(W@H2M)&KJW36LB=43BB7MZ36H5TX?DO[MQ;;Q<*U@BSKL_83 M5>>5TAIE[214;<5V BG_5?:7=]P@2]X._H/354Y1B1Y^0MSTM1B>+_G\=:7 M5,DSZYQ=6B=#VWG1]=?(ND)XD$7;H^L2TDA#4SJ9;:19Q[+72W&%11]'G8#3 MNJRXZD0;G+K%T,NTG:IW[+:C8(\:]R& <0<5"QY919\1,7U76L8:YS;@.LL"A M^*"H.0.E[U%'Q8DXVL,TCQ764<&+%XPXZZ\1%^)%;NE@UB^R#4BY?[!?N%3Q M%$::L3|_5)GBM*'<;N(!PD@AK/;1C]9!HPA_1()0SC3W+G@= (R[!G?5%*4*#;U!P5_(4WD13\Z^BX?DOLWIMV(MW-^ MZY5?Q0X28\]'Z^#%>).G)7+RU9GWT4;D2).O.M$6$4Q.I(.2CH1* 3.9W_"!C'O/NRY@PKV7&;98(C>II**,JRMGOG (<#@< M&$&S5-(1ML&;&@IU6;$[;$P21ZD36V^?D3RL!(ZGNS^M]HTR&C A0'/E SAH MU,P%US4?F4MR38@HHD2V+^]_9SW#L(9XR'G!+#$>0B3CGM?'BT_!Y*W?75 M9D(YJ&XQPY&8V2:AX[FBYLAFR'9$&O^X 3V998<-YU#+F"5T*H^1-#D!'RK\ MW]A^;TLN@6l:!/2N=|<*53$.!=?H^X_O@--\7^/C89]FSX#PZG"3I)!4GSX?39T2XV"=<#*?/CY^) <3)+%\ED/A?C=$@GL3">),?')[PP M)])I>D@ZGS!I.D^3^3S%R?EP'!>F2+BXP%*GXT/2Y\FC6%$_0,V)$2#%?^KZ0[KU^L=/>:6-T"%0 M)@#*/1Q\R^[9ZAK6^A,QV'V#;1# MX1.O=YZ_V9|(;S"+%OQ-3.5EM%+E2Q)I&>.460]^ZQ[U!2'\]>;+H!U.9352N5 M]MOX!$A=%;O@:]?3$Z5"(>U-7W2AFOA@\|%*

(YZ[IFE5%;ZE4^7(TDK.ER+@<%]7(\65>5!E7>*T6(UE6@L=Z M4Y:.7-L>CS*>Y+W+%[5*DUS<54S66<;KQVN1%]N+GM-K)SXEBZ6B MB='E>&4DR M+8IQ]'(;7_1L B12,5-$@6-X$#%2M6T6I0HPBWA[_PA MUFC<%LVU^RS!>U$.F6=;S+5=_QEZWEHZ3|/S#DDGJN2!D]W9;2Y55<.=E&0\ MC]D[$2^2?,&NR"T2E0C)7B=REA:RK@3[U]44R^$R_]ZG%" M%4F]#9AS3/*4+;C$QB*NFS#*)[4$,"F+6<)I>Y+!&HKAXXS+)9LC$D D2S538&$N:D\$4+*W?):DA#85"+B*+:]8>Q+0/HGE$ MW&2ZVLBD$C*SUC/(5V<*UCC#LI@BHJPKF%! !+A(7+"\4" HDT5.!B^_]PT& M63;1E6RB#AIAZK$D:|/* IZ*?(_^LD7-\:($Y.=LGGP'1.T,VF@-8DST< B,7WAE;_]]|"U[5?=>;TC/-J MP&!,N 5T2]K0M V*EGE#@BO]3>%F MJ5 K(0S5+I[65?=Q6HO8W0"02YPR^U&>"K+DC[\&X,:<)BJV#"]DXL8>V]D\M 5\CN^+1H MC+'-]9?K9XO\83Q3*H&.0K4^_DH*D7B]-Q'J9-/Q!S(J[X0YG1N:7RL3G1)L7A49F1II/YDG\ (A8I!^*PLE0 M(&,-&0]Q@YFWHRR^:JPI:A-MO82@=GFM/0A &2F%]VZ(P9/).S&7K1/R.A9T MOF\\YG0>]9+R- 849G#R[60)&24B0R^.LJ.RDPQ:5;FI"ALZ&|)$1nG44#X4 MJZKD6XL)L5$9SP/?7;:GI9\NQ6.>LI_BDZR[3?#G*[5 MK@V:M;300%6I4PKK*FB39W:ENUD76IM#_07K.X[E^,& 'CW7\|*)?O0=RW=<,QM:

MME,/V(=.;::AX$:6Y|NL/W9!PPNLB4TO5DAT/A>*;O=%OS ZH>5$ 7AZENV" M?1\$"4;?]ZW(!LD;76%2@3GG2<4>>%IO&9(Y$"+T?))K8HV]:, "GT;6GP36 M>+P/U0Z*%\P)' " (M'X"&_L<4H4?6I$[T9.N:043?_1,/0@O7_)XNS9360[I MI$3>6W:]9#=M4KK3[L4^L;^'QT: _;1:4:O&7TSXF? &8\ZUT:AWG R/C3X0\|LVE== M2K9W>$#*.%7=W:;

(,OK_>O7NJOFVL<"V/.?&XQ;H(YK,T>(,G1,>/&1<#>Q6 MUP$ML&AL!:[+(GMOKOEQ[=)PWJ8G.SZ]_54BKJJ.L"0T_<VI.0@H=AR<=#\<0>M&/G1&G(L19$0:GQ0GGD@VBH=L5 M_)>RQ'8PCJV]IRO/(N0(VQO\Q&'4*8.O).I+4K7X M15>+VU>$3V/,-+F9X'3=&5.'U2DT=6!75'I.TCK6X;O;)TQYRJF9T=?W^MZL M$\%\ R_=P-O?R^C[GR2GJY;FWQ5]:8*&D* [K.D3+0B:F%:$D7=P>:&!V@:VH MN^3$ U9D=,|LYIMAJQ187*^ #P=6>VOA1F MWG?3CC!QFOU;;"<,?3 = $M5X0\RW/H*$$/Y&3N@?4YE-QL\2T?RT+++|;S=EJ31=A1:(:I9WI-\I.ZKC*XB MI+ZZ+>9SK#C%__HHUNT@'.A.+PRB/0V0X=;V/A//FOBZ"'&L "5K1QF=B#JN MD;[C6\XX-.P=KU_DZHC7I?IY%A@PS M^GF69:NC30I*K^MZD\&^_X!&G3_P,E$M]-^4TEPHF?_RUK/K?T*OS!^ F^7F M;]3WO%)0)ÐC%%O1+P4]&ULG59M3R.W$/XKHVU5@;3D;0.!"I$"1ULD.!#0WH>J MJASO)"/,^_97@+|]9WO;C:!@UQ;/#UVS///-BGRRM^^P7B &>"FW\;;((MH3SN=KU<8*"%\QY9H:&5F72$"#=V\ZTN'(H^'"MT=|'H'W4(HDXQ/XMRM&Y_8 M*FAE\-:!KXI"N.BTN'.+G_!QI]IQI-6 M^_@?EO7>_5X"LO+!%LUA8E H4_^4"I'C0.'IQT8- <&D7=M*++\(((8GSB[-M\,>['8T_IIQ<O>%3AH-R'QRM*CH?Q)/[^XL'N+MXN+R[N+[X^ W9U>7/T\ > M+F\^M?!U$+5G2U5W9H)W5:(-WT([@VIJP\'!A8$?O;+ 5\![+ M#F2]% ;|P7 +7M:ZFT6\|#UWO:=$O\.@%)!;B9:C47,4$^*"^UJ95#^'TR M|<%1QOSQE@:UB>';)KB*CGTD)XF5"8>W2,FXQ^^ZQ_T?MSBP+!U8+@-_3_'MZ_^CP2>DJI-V;M3?",(^]"H## 'K<14:16>@:,H"S*K FDGK@P?AO94J[E]J ML("PH+-387)KHMYV!K9R(%V5(UBE"3@'(PA!:)@+#Z6CAN."0I^",E)7N3)S MF G)!FF6.'VIE,/)G-@5A?+ <&C<@(K)+N&>1H"2r>3<*XAC*RDF2E P^$TA)3YC4I MVEXK1ZBT2HHRH;6P/GC(DF_4AMA+!Z>GG6&H.6.\M;8;5.B9Q! M28N005FI=;[@$UT;#3MK3-.#URDA)4> IAH%!?2UEG &',Z#+S,':V M :_=A.W>,/42>H;AYMT?Z&T#\)2?+472;[@.W-#6M8/;$G6M$3'D6XGRO\|" MT7WAE*128OV=0HYHJ;OY//*C"#6UR$-.0"]RM<&W-D;#7-

KIN]*G3>CG%16! M=<]-A=8NULGZ@NY&]"O/\]*JE/8J[(G\+|KS:,4I_WEOYI B2B8W5=DHHO . MFF)54?7&8G+XJ#Q7RP23X M2"^D,E+92"26UI*?#D9IMG_T[!:B'_&J3N%LE [V^W"UL;O._!QV!D=IULMV M8=%6XZIN^V1NU-NX'NNX+82;MPPZ^$%Q\R>1!J'T;'2P^TH6NK|#HTMSB,_N MPWZZGV5PSI3)W=%*Z;'NGO\NK_;3?/X KSMZ

KFB7>;F7#OLC^//IOPC"*2=? M@3?!X1MAWRSV6O9-E>VW^^9;5WQWXWE6(G(CU!NZ91&J4NMG6W?N9/Z>;?> M7C^2KTE_1;'0.*.COA!L&1!|4QOHZ1@_%_161\<;:'UF;5@- MV$#[^A__ U!+ P04 " 5A6=9;$ (V0(& #/#P &0 'AL+W=OJESY<%@8..4ZIQ?\]6AM.\^"/5E]_8U?/B9'O9)44;O8P2)

MGVMZ1UG&0*#QO<'L;,=DP^YSB_Z[HQV^:+*6E=SK[JA*'7O5F/9'02E:9N]3K M#|3X,V&\)6&?6_O?K>NTH|(FXLD[GC3$8Y*JH?^5-HT/'8/:8P; Q&'K>]4:>

MY7OIY/&AT6MA>#70^,&[ZJU!3A478X<,#EV4'<8)S6&,-';,;BDRY<:L59D5"R:S\ GRVI84OJ=/@DX(+*OAB% M@1B&P_$3>*.MDR./-WK,26D*55Q9<4%&+%)I2/QULK3.("?^?LC? &F|\,!S7 MR8$M94Q'/12")7--O>-7OT7[X=LGR(ZW9,=/H3\S(C^+(;8:E.3S6,5'"%HE(-M5%8Y2H3UJO!?++,XRB0/5HBG$2XEX5#PMC(;@82,OXF<7*]3OCCU. 5ZARIB MG9.'QT..>]L1E>T'+C?8\%HE(-*UPC!O4K:,-^T*B9$]>DT%?V,&S HW%.C!G M"0DXCQDGQY.P%S-XW?OU7W%]=GL\N$.M4Q2GC9%68"-8AU0!$A5Z)4CL] MG))9MJG!F;VEN#+**;)!B%,;4EURE!0^*=;2&%F@V8NO*15 @,*QOBK4#Z2(R+2U8F5T MSA2<*BI&Q"EAI$<(!"@_XEXMDL\T3.YM)WA3GWNPI^\5+&%&-UZXI-Z+U6NC MQ>T<;KV+!WNXA<3'^3NK,XF@+IUD \DQ%4>5+[(/]VYBQ_%(&D\7FU6^S831],[>)X=6%G%<^_M8|F5'V0T8PZ'DY?BM3.!3V2_^Q7K#F8ELMCPFA6'+-[SI MCL'2.X3]F IT\,=U$8-PG"]ZJIP|TM=-.C]QU)R1$HVNGN!$;,1SK M6#-%]L$NYP$/EX +DM?>A;CO8U1*IY%!G5GMB=%L1;5$_ MDB5E9>(4_]/8S&X"@)T4[(A:*4[9&S*QPD($.J9?5)RW;HG]LO(-D_]'?*]K M2[&I#,'(Y%"Y) M'6-0CM561G8-[0)1K&UGZ[U]@\Z.+C54]RZT'QY?0DBO@0)7&$<-^0BT|QB_ MD$M8O&5K7#ZU(8X&6O .KP_TN_N-K=L":W!6.L/%VE/R,,0$+P#MTKLMT[MS M_^3GLVYGHYTS\K7B4.C*P@0YQ+J4KL-'YKJ"-F\.0(;5Z-X$[XAPSB(],>|% M\@+=/IW?'L0OQ' ^"G;A"$_1.:|L3X=XVH-

@_V(Q\:S*!@/P^9.\KA'+\2H M'[)IU}],&:$_C_ SZ4\GVUO#OUA'M?6^MY[-:NL0C>/.W>"\!*\M>$X'Y-)B' M$S&;!?,H$O-Y.!F'8C8*IF$H3I+DX+8:.]\,32?Q;4J,HKF8PMTQS*?!LV=N MW@9|/@N&T'@&&4=^^_DD$K-Q, ;29T|..B5QI86ZD<^7*.PBB_ UVE$[IWD M|96LKHWGED30:339IK|#83P.1A"%ETZ#6GZ7-8_59-W"#QFVN#I/T/K@\R,E^7 M4V%/>>1_;VU"=U^K9[4'VFWR^M/W4_2X#9@148KF(;(0%Y]AK0O3I?^DVVI M'3X_6.*+VXRO #S*XT3HGGA#;;?\,?_%|+ P04 " SA6=9\4U0)X<'-M !H$P &0

'AL+W=O\#A/M#2V..&(K4D%=?WZ^^9H:PHK=T7-MX(#[8DL4.?/,VS.CG6]\N(]KHJ0^5M;%B\$ZI?K5>!R+-54ZCGQ-#D^6/E0Z MX3:LQK$.I$LY5-

GO].CHQ:@TNSV7M0[@\]TVRQM&'H&)353IKWV#UFXO! M9+!;N#&K=>*%)>5YK5=T2^FW^D/ W;B34I[*7#3>]4#+B\%\\NK-,>^7#;\; MVL3>M6)+%M[? \\UU>3$X8D!DJ4@L0>/O@:[(6A8$&'^U,@>=2C[8O]Y)_Y08 M#EL6.M*5MW^8,JTO![<#5=)2-S;=^,VOU-ISPO(*;Z/]DW>.YL-5-'$Y*OV M.!!4QN5_;'U0^_Z=&!

J/VP%1P9T6"\JU.^O(\^(T*O!O2^$),E=, 9QP' MY38%/#4XERZO_W[UC_?OU-W\G^^]NS|<)$GE]7+2GW^33TP.GS]1[!|(Z]G>N M|/+I^3&0=`"F.SAOIE\4>$OU2,V.AFIZ-

#W^@KQ99]Y,Y,T.F><7Y&ZTQ_5 M6Q,+ZV,32/UKOH@I(^'^O<_D+/%XOT0NDE>QU@5=#% %D<(##2Y_&'RXNCU M%_>=WB/OR3|J^'X]M/|+2TI!"I5@0$Z1DI1:557RIR\%I-5,DC^Q,%)"7)?EWYQB7>BST0 M7NNM7EA2/G#U-JZ4NZ(!*)?LEM>-4\LF<4BVI$/$/JM%B<>^JL$-2E8EJFH? M0!FJ-$L81:Z ^ 6E#9$3U0P*M6D$Z2%;<9\ALAX(9$4FG]

<%TJ363FQ?:*NA M04E1Q9&Z;Q40=!?9/]PX$&;QUFY%,R%?15PV@>63+M;JIF\|[_\AEAUSHXY M.B+ %([A4J#H)Y((X/\@D1?SH4'%?Z"0A6|9%-^$O=K{O)$#!,+ E"3X-VN" M+ 0O^3B\)HB>-?>$B";X0SF?^:(!;2W'6"OV-><K/=/W<9@\X(!:FO^0<5(M73O0W#WKBPV@Z,Y^S;*&:D,=*-&D!2QOFT'9#4.X$\|+GV"$CT:"P@VM%((-M_3R$ZPO:E*R@3<%

<$W45I)H;P2'#/F7&NGA!!@X)-'*\ -$X4^2 FFE8:>@ M,<) 0]$.OD"S$/GH]D$L08SF"';[C!]5%%9L%/C8W0*.[.;U@;>@Z>2<4VNK$5?C(!Z\+>!93NJ%?@-MOJ6B79W(Z@Q6K-

#G(S*?0L(50/I5&(XEET-K$SP#GHUMR7G)%0EU2L$LFB25 M0(R$I\&;RJ1LA!YCO\N/PO=Q$Q,4E^YVMAY&X=(K4W!'4?=MJU^=CK=)=NU M0]8X;=4-H@LJ["M?DI2%J-S,.8RI'LXD),P2GL_8"Q-0U#%!*=^V5@%1"@J3 M24<&DO|F[5$LDOK?GN9W+94\V;TK^^UWQD=ML/_9RY/:+K+-.GX[,3%\>CT M,2F0:S7),&2W2+^R-.PVI-

%VV:.KP.@(^%DU&X3U7^JZQZ MT++[<*.BLM39E#P=$ ^V5@%1"@J3 M24<&DO|F[5$LDOK?GN9W+94\V;TK^^UWQD=ML/_9RY/:+K+-.GX[,3%\>CT M,2F0:S7),&2W2+^R-.PVI-

M8GG2J$U,AHX;IAVQ7H>II58*ID<>^7DG5&==[,ZRK+407&")8[:D628_^=D3 M#BQ*J@\IKDLN99.#'?"=F88LWTCLN:+&P_^L:IAAII9\T5@S]3+]!-$9=-5 M,@W-+""Q*/C*6A0@7,>+IN1G9@S>)Y7G%]B&4LTTA-U2<@/!@]"[J/]!&WT]\ MVZ$VZ1C(ECG&(P^TL(3]8(IH//6VAI0L8Q@VN$]
(MM=@BIIDG<2.'_M[%O]N-MRR3^&+BKK01A^1$Z81P,L,R'"5TGF?J#'/:\R$E<_S#'(F31(8X!99 &!T@6 M>LAO2?"72.9YKN/"6T"6-^TQ4],GMEV"\8>8$3!8A%$&1O-?-,L9H&8R\<-MKF;FV+[,IX9[*UF8!HZ+POJF2O:,"C1K5CC(=P4H&/^=L1T[41B\,[0]-X);
MTC\;VZ!:Z$6F#M64[T3'=@926A]X@^$?@(;Q-!D,_\!%:HC2P^'O@48H0T,9 M(/;C ^&?N*D3)-,_%OX1DK4;[P__U(E3_[W1'R-%?8F3;2PQES&O(LGL!,\1AOA)QA![:'[,B\;@QWP?LW&,'LHYDYW;L)+)E;WS,R9"0+878YNOFVO%
M67N;MIW>WDG^0N6*P_\%6V*I.YXBP\CVG]]]T:*V=VL+H;4H[>..H1V49@+& MEP+=7_=B-MAZ*UL<&6E32T<#LTZM%LC1=D%U57(*$W#6]@FMF(RZN7LS&>G65;J1]P9L6]2"/%_+2N_&010<)A[4>N/\1#@9;<5:SJ7[MKTW M. H'E%+5LK%*_V#D:AQ<19?7W/MW#M^5W-D7-OA*%EK_\(/;@?&>R.:-[I2NV@DIQI_*7-G<%5AG)L\W'R_F7V[@8>;Z=V7_MV>WC[=T,SA[%HI+V?!0ZS.#]PN4>[;I'8Q^@%?!5-VYCX;8I9?DZ/D1F 5UV MH'?-3@+,Y?8"8DJ 4<9/X,5#N7&'%W]4KGR232MA970-4^1]\%B@Y&X#TTYL M:>"?]X7MYO\]]3X >G[^/[Z_0I=V*I1P'>$>L-$\RF/SZ2Y32WTZPYP-[?@I] M,L-T;*5R<(X* X#0>9V2P&/K%9GJNM:ED3B*T&$IR1K(B1RLB/,79+.WL()2A.X MEZ96HME'IE%*DA3ADYPD18)^,4])'AUG'K43%R1'$\
(I04@%1[E$"4%R5,*#(-I5KRA4H*T,27N#\[4:A;C1/\/2DJ 3S M?DB-8G&'F9ZBWVJ6(4*6=#:-.>I.T48E(Z2+F_T)HV/4@B*#]RY[^*)+8Y]9
M=V^1A:5N&].ZN^BY_=,_?RJ_"K%5CH9(K#*4761* Z=^??N#TMNQY M"^VPJ77F!IJL:;P#KJ^T=H>!3S#\"9C\#U!+_P04_"_SA6=9C%UWT"4# M
#@!@_&0 'AL+W=O93FU#=B)APU84R-.UA;#/M#2V19*D2I)U^F_WY%2%]UC'V1R,,]
MSSW"TYTF1ZF^ZCVB@:>&"SWU]L:TUT&@RSTV3%_)%@6=;*5]F*&MV@6Z5<@] M!VIX$(=A'C2L%MYLXFPK-9O(@^&UP)4"?6@:IGXLD,OCU(N\9\-
]O=L,,PAE MDY;M<(WFL5TIV@4#2U4W*'0M!2C<3KUY=+U(K;]S^OK&HSY@\UD(^57N_FC
MFGJA%80<2V,9&+V^XPUR;HE(QK>>TQM"6N#I^IG]-Y<[Y;)A&F\D_U179C_U M"@\]W+(#-_?R^#OV^626KY1 V.GN CF5M\RPV43)
(RCK36QVX5)U:!)7"UN4M5%T6A/.S.8W-Q\?IQ[6 ML)I F2 ^7,+\[A;(>/^XO(7EY]7R;KUX5NQ M'RXW8**">5F]_^,:_IYOM%'TR?QS+N6,,3W/:-
OH6K>LQ*E':,)1?4=O]NLO M41Z^OZ W"?2FE]AG:VK+ZL 1Y-;*E0=A-/1)O.2 %2R?J'$UZG,)7 QQ/H$A M5GL2B_6QL(%)16;)@&&/<)609?
XH"X>$*U5S;.9S;5L6HZN\4NIB24:17Z1 M)A"E8S^+7U#T)%99!GNCY+0<:1%,G#L4*!% MN2NI]$MK^_'8<3-_D\1/TM3F&XZS
4A>0K/R1&:>0.&/QOG@4@N#5 3S(B(<_M^PGE'Z61GX812*2[5C]7(BG\F$XI8$Z<#]}8??^KAG2Q14XAQG:5TQV'!9S[_M<(.3]=.@VKG9:C\!"M$-
H,$ZC.]Y-[5>W+O9_X&I72TT<-P2-+P:91ZH;IYV M&R-;-\,VTM!$=,L]_8)060H@N@0 +X+ 9 >&PO=V]R:W-H965T&8X9\3!BU0_](Q2
[\]+O0PF!DS/^ET=#&C%=%\D4=3K5(2)8#1P:_=]-)"UX4S0>P6ZKBJB7L\HER #(X6 M"PJL.C-VH3.;S.F4/E+SQ_Q>X:S3HI2LHD(S*4#1R3
XC4_.,FOO#/YD]$6O MC,%&,I;RAYU2_X7*\UL&.0!E'1";FX>Y,OOM(FG;_$*R;7[AQ=OFQX'4-3;R*IQ1@85 M$_Y)?
C5Y6"(HW<PLV0GX2.=`D$8A)%&2[^@W=!QP0NT"ZX MU+6B\/?I6!N%5?'/ME_]5K8=RRKE1,]0=/<2_ZLH-IUC+-_M=I&/'E%Y91!6&J#/K%-
O;0GVNT=1%/UV_'N015&(XY41FN=OS/.CM-]%\SA,N]YH M.4JB--HP[R7>/(H6YE&+GL8;YOUN] [ZQV(-8;]DUI"%<;/=9BV_'M M/#W,51YF_?X!
[/>R,.GE!Q_F9"LG"Z,L#KMX>CA*NV$_3=9P&F_K?(XLF(&O MI&"L_"O$7NYQIY8A$,*7[63#/7W5T5EE01-\MZQV&< MI_#Y4Y[$R1=XD@:#<(A[T W3.
K[4<^618NZ=F1/6,?&=D(8V\]6\\G"O&I? MX]@A>":\M@E@_NE2;0#WMG/A4M3*AE;ZNR^(7#A"-RW
MAWU:N<*Y601BWV_1F9<9G&*5<(B[(=P51EH><7=%<,O%T&-L*M_+$+X3S(]Z_M17W_]YKCJO^3!SH_K74[_M7R^NL=]F:>M$;FH@!$X-
YM\=?>%L&+FRX4_]$)9]^4FE/'O!L'/;TZCO^ZH< M_%LMD;8^\Y)B"%FXHGI;&&TR>DW%?+@U+R2]!WEWT6/SMMNV:MZ(-;$M:^W_
M=%>PF/FL'Q[]KGF\&$7-R,N:3*>*3FV-NKL>AEO(]F+&?2613!(F+;'5<1PN MJ&_[9G=6[E0555-W<]3@>]J_7K6K[>7TU-
)EN;^9GM#U)2A7CF=H&N$51: M\K=%/S%R[FYH8VGPON>&,[Q@4V4-\/U$8GTV$[M!>V4?_0=02P,$%@_M,X5G60($M03T!0 @0\ !D
!X;"]W;W)K&UL MK5=M;]LV$/XK!Z\=8D"Q]2XK2PPX:,H56Q.C3EL,PS#0$FT)E42-I.*FOWYW ME.S8B^VF0/W!(L5[O^?
NQ/.5D)!5QKF&+V51]8M>IG5]-AR]),,E4P-1\PI/_M%D*63,-6+H>]EIREA]DLA]YMA\,2Y55O?&[>3>7X7#2ZR"L^E;";LF3R\9(7
M8G71\DKEH@+\)%Q>]B7-V&1&] M(?B8\Y;6@-Y,A?B,VW>I1<]FPSB!4\T26#X>.,!7Q^A(%)KQ:R>5MU%)C-OK MM?2WQG?
T9*C)5OF&;C'9_>_7[Z>5D=OT&KF[?3Z]O9I/[=[M2/>_R!C>BTIG"]ZKF*>[_$,T;V.CN[;QTCT]<,,K 7BV!:[M M^D?D>1N?/2//.R0O8Y*?
7F(N4YBR1X28AHF4K%IRL_YK,E=:(E[^WN=*]O? M+YMJZ$55+..$7/2P2Q>4#[XU__LD)[5^.6.YO+/>/21_/YM(!L8!MDZY$B46]
MF,'Y]1=:\WVF'Q6^W_3[C,-"%%B[>;4$39B KK85:#Q,MG7S5C=6:R(D)A_F MCZ ?:TX&LQ63*9SD%;*)1K$]5?TSN,\DYSN
4RWYN6<2Y/S&/]1T(]PP07_>MUN[.8_[R1"_Q!$B+B!]LI^0Q-E6L%KR"R B_IV]%CH-/U[$\%XUFQ M'<"42]/T]H3O<
.6XX;@64'L@((,HQ@SHWF=F)#DIVK3 D M72/+1UU\>B$*HX4;6$$4P1&,.!!N,!"_%R(>*$K&L]_? 9*CTO>#9*(,(I_E MQ<*(;5EP
"H%HT1I8>!D4*)@B=5(;QO,N#0'?]R_FV)O+_J8(U4II#8R=29% ML\P,"8KB#\@'-9>Y0"E,==A5SW#WS=#_V[S"9/(}F23G[EIJ0_$R>/F8:\05
MQB$Z""4WLN(P))]P \],P(X@*;*_A9=P@Y?PI7BA(,XTTXTRCDUH8N;:'-V(_MZO0C^HV6W,T^* O>F'\BNZW))K4/2TTE(U)H3K@4U-
M%#_8S;!GNFW12HDD-TU[VY]$5*W?D"LH\3K1D6LFE[0K18.M^:3$S^6\+O)6 MAZAX?V#T+DR[?=+>A8YH&DG=#W/=]86%)EJ-!YM,6)9+1@.R.
[IRV:$2R&L.34 UBA-,[=B)SV&)8:] M R\>L4$C16]3'GF=LB7=#;88V]_8_@_@;E&HL)^B2).HJ9_C6FO54_D[>7T/?J05PHSNT6
M>Q#A5Y)L+WSM1HO:7++F0N.5S2PSO"-S201XOA["KS>D8'/K'O\'4$L#!!0 M (#.%9UG9)%RIP0, .\(9 >&PO=V]R:W-H965T$-/]98@9=2A>X/]ZA
M7WOMJ&7!#'Q1XD]>VFH2# -2PI(UPCZ]S5?8ZO$$"R6,?Y)-ZSM YZ(Q5M7; M8&10<]F^Y??M/NP%#_D[Y26S;#K6:D.T\T8T-_!2?322X](=
MRMQJ7.489Z?7LYM'\C*[?;XB=U>S^?/CU=W5_=,^_Q3G]XP3A?D>X?PI],L=.,+!L!1"W)-9=,%IP),C,&K'"%,EN26LP47
MW'"4P2S9$XAU_PA%HS67*W+!##?'Q)U,?US<4P5DJ03VM$.VKEB(7Y7(236: M+#NB["=1L4?45DAU_Q]P,PO52_LE(FHG8.D$O.X$,&S^G82%DX"
(;BNP+BS4 M"]!==N%_V;^A5<0).G>EZ#Y*W/?H=VN?""G83BD?1$TT["?9/L^
M^]OU@2192+,A#N)A2$K)LW!^'*Z#"WWV;G53(WY()T1XDL__=)W2O\N&*QWF=_M(IV#)GH_72__%_C_]
(D51,H/&6<]2ND9GEDZRL(\SO&T>R,_'XY"FF_R&O32 M,QX]MX8T3//4&Y*S8Z47[5U"_>B5OVH-_M\;W=WD>=M;O-
9^TE]M.]_16X8WK%I2$"EAA*D51_='N]MA.KUOY*6RB++%Z0? M5OA' MHYX/I2H9SMQ"7H_G&F_P)02P,$% @_,X5G619_S3T!@_^Q4_M_!D
!X;"]W;W)K&ULY5AM;]LV$/XKA!MT-J#:_MH]C7-_G@O+0)T&1ID[4;AGY@+=H6)HDN2<7M?OV.I&PKL_R2HM_V14=2Y-US
MQ]LCC<++OZ6,\84^E;DI3SMS2);'P\&H,5ES0K6"DS7B+()]>=(3X^#_5_^%SQA:RT49: MDQ'G?^O.37K;<34@EK.QTAPHD"=VP?)
<,P(87VN>G95(O;#97G)_9W0'7494 ML@N>?\E2-3OMQ!V4L@FMS<$";/*ZEX42\&!$56 M6DJ_U79H+(C=+0N\>H%G<%M!!N4E5?3L1/_%$GHV<-,-
HZJ9#>"R4F_*@Q+P M-X-UZNSRZM/-Y^'CS>>K!]1]P.,%BX)NN6EFDET M5;8L?;Y^_(A6L+PEK'-O)\,'-N\CXCK(0%*4A0'<02,_@S&T8R
MGDHTTFD%=3/-@U<2-E3VCM'C3##VS"<1>!1P'#%AW.H.U-OU7[N=_I!&JV'/
M,94S)E2N0&Y=V%]%*&>);#54KC/Q(=H2[&#O;#GFX2SR%)9H^=GSLV=\8 M<;':0W=458+FP%@V.'B)0WP7=4,/>)# B5S=<6+-YY$KF)^^
"..9P$(),X MK@?BN\!0P^CZOI.XP/)B1LLI0[!L0C.!GFA>/=M(A$&)F/A;K\@)2=)#@:\I MZD:!$X9MJ#90'"$<8 "0&/L$+]S#VA1^[*1>9
8]UPDBO[)H]XV-E6V!L9-E>Y /C=MNNI2#%@S-:(TYPOPNJQ4W/CS M.K;&*UQSD8V?!=*$XX!O6VB>Q.(Z*-O/?4CUC1 'IV:DIKZEL(GK+WS5_#.
MAN]H^\1SR(M2;_CY*!^D]+M)D :&&3T:P'@//2SH7**[/VZO?D=?'F_0YW]= M%SA)$B&<."XX9DT\SY#7KV(/>V]7]
(LY+EGZ9O@$L3UE#86,UD^IK@?:R>)_#[1_26G=0M.YIR*5F3$"5RP0&RP$ NI[H7/\&WB8EFNMV4) M*W;]B8&1]&,#+^I'L:5AH&G0#T@#U
;#=SE"'+9D%P:],+3; @KH]O84H*!-M!H$=7[*KU2;@CKVEGGK/>2M:;YU>WNNJE;O.G^>^]?U
M]4I'3#!D/(PP=]V#;:&';PF>I6U,^IZ[C;3[5@/5=49A(6PCB/CZ@0>!L,,!NX-# ^M@*6A$[@>2AQ6W/-R]W?U18V)#K8]1^]D61?*WW4 M0DYON4YH;Z?
F8+CC3_8?_C\<"_NV(WAAU!Z;DR"%AO%!Q_^A"1YV1EQ*$(X M*^+@\+/B4+9!TO>;BO^4I+PK2SP/QM")R,\\BR!'N*3W X?1C@MCN+HPAH<6
M633/5X465"F_-&V)[KG,,3('2=H'<+:*MLM(1#1=E*%"7KR5+|+P2S="?+ ^4B MP>9<;"NG1C2G)1C3O!-(G846#)A1+4
PD#8&!S85%A14:L&8Y3$5<$^'69+5 MM3),&L%,4R3KOJG$P"_*E8%_LV7:HUE$LVKH=M4B4;16%+2MY-*
M")WKCU#B.P3KXP(J,IQX6^:?8.1ZB>_X,"UV/$(V"Z3:VDGLQ'[C]8GC0WH>_M%KS2!BNY_AM,8 ;*]F[S%R[D:A#W3-T9!TE+.6;E+2NQB#B1;RX:V
G@6MHP_MQH?USN^W2!?[#@YC>V;#+3L)>UO6Y+R8!HW^96HZN7S:%]-MT%M/M\^BMU1,=2;(V0260DT$Y:BP3XVVH_CFTLAR;U2*,
(FB45@R+H/9Q)\]-MZME$U59PB8\;3%V63']:H%"":1_'+P(U" M."!RXVN+&724SO!X_8+-^T<=.16R9P6LE_N2Y+:;!10_Y[E@M[$H=?
LXP"B"KC55E;TP>E%PV7_;KW?-O"PN+O],;ZY M??BTAK,-VPHTO4EHB25L86,H<\^_M0W*Q\S-Y\7.1 MG_1<8W4.:=2')$H&)_#2+N[4XZ7OQ6T,5?
P*+==(-6;A82OXGOE*N>F\K4 M&N&O=:983;7S]ULY,"@&;U.X=KHR%1;^>"@!3 X MA3Y;4WOFM4!0.S@5S'7!Y!
[-6^Z?)IB#5D)\H+X_,)T[&E5K8)Y*OU*I5RIN M2 P[LE(' V=<@BU4;9C,3>*YJ6J27_!!),9.DY"O.,$,RRUJ2&-_M2G\#&DZ
MZE^D":&Z]G(!WWDV$,=T?:%+D5I'R67/;3*.W!/,M<)BAT?*8I:1!B MHAM'1_DWD%,U%4SO.X]I"AG++947)2D9]R_'H]X/::%]MVU>V!)W>1G$_6&:
MPK5SF<*ME/,<9W"/2>-^'(@3LG!\XNZ[,1.%/4'\1C^>?_G038%0O8#.#E# M:?RO:Z<\BIH;G19MVH^SK&2#D66]K)C\QN6>)FD3KY]==L_#O)I*K^K-
VW)/^>=T%P)W9!]=CX-QNK*C\CM\K2 MQ/7+@IXXU$Z!Y#NE[,O&$?2/YNQ?4$L#!!0 (#.%9UDS_&==.P,_\'_M_9_>&PO=V]R:W-H965TN$&S;AZO[8)
;OB3;Q?-JR'6YO-M?VY7CB?>B26O&N2[$APD%C-G$4R6L;&W!E\JW*NS,1A/MD(\FLG'?,;X1A#6 MF&G#P.CWA_^PK@T1R?C_P.FMRYB0.Y%BP
MKM9KL?^_!W^&AB\3M;)?V/>V$9V8=4]+Y@"F>5/Q_L^>#W$X_R3^"X#P_BM_M[OX@]_(]TVP^E6(/TE@3FQE85RV:Q%7<)&6C)>U6A-
/SN\7Z_N/]/QM8W:UA_M\V&QOH/7#VQ;HWHS]30=8,R\[$"V],G"%\A2^"2X+A7<\1SSG_$>"3NI"X_]_MEN%5P@VV
XA\%T(_C*_P12=O(\L7O>0MD[SB.P4KE+_IF43X=[%56M+E^._^2_MOSU=?)G.%,Q$M2S#F4,5H5_^H3-_]5$1N?Q,,?V.<;*L"\]QO%$;*
MOZ3V*M]EM0\E0B%]]DVB!VTR#P[UHD6I2]"TG;$ZZVIFBD@9+50$50:,YY!7_M=:'F/P&'?3H MD44G28_VX:OM(IC?LB>4U!1[*
(6]TTI3_$R2;@\92,=NZ@\A2=PT""!-W6'L_M0Q*Y8]^'19Y/^O10SP,L"FT")G?43])'8'LFEI MXH84XX3*&-GCTV$
2>S&Q'3H]GMG3.I!N:,M6%%H*/E]OS]MGKK]HF]R/\S[_MI^(3D[N*+F.-!4%]"KL#LF^__42+UK:\K=#40.VPI!<+I3&@_4((?9R8_TYO MX/P[4$L#!!0 (
#.%9UDG.1,1(,_'\& 9 >&PO=V]R:W-H965T MYA MV(-B,[%PLN1)-M&SR;JL8)+_MW&@P354Q_<\5"G68!H/@9+CG^](Z0S2;U&R/&=K'>]-
I%W4H!:]0&]XD:-Q-_M@_E@?#5T_M[A#XX'\V(-KI*M4M_=9E5,@]@10H&Y=0B,7D^X0"$<$-'X^X@9_M="F=X,OU"'7WI;Z=:ML5@0HEOO+#E-+@,H.
=:X2]5X>O>*QGY/!R)8Q_PN'H M&P>0-\;JZAA,#"HNVS=[/O;A_P0DQX#$\VX3>99?F&6SB58'T,Z;T-S"E^]C MB1R7[]-
D5M,IS=@[RQXWFYQKV^'N]A_D-?%EEBYMU]GA_G<%Z"8MY]A66-^MO ML+I;KN]@QP^K]1WT'MA6H.E/(DOY'4J4'W-
=M;F2=W)]AELE;6G@6A98O(Z/-MB'=']CF1OTH^!,RP/H,T#B&)D^$'>&G7C-3CI>_@K?6>2?XO<_,2PD))HP0O M6#L^LH"-1H/2M@:U@R673.:
<"+NOO8[!"".PGYSR+&;6UTTQN/1_=TG*L*P;)G-"%(_M$KY?(0D_)R-Z7X27YX,VIF;\Y& ^1*%OHI>DPO!Q=[]$WN_@'@[C_FH%4\I-G_MP>43^7.Y]U.S;Z?
$[9P$<[SH3/I,*_M%]SZ)O:2)$R3U-$8).%P-.R_-1S1"U&H4._^]!;G(52-MJP^=M5/7>2LJ/]U;_M:,YE>L^E_8$["HW/+D8!Z%;NVHU5M9>8K;
(D6'Y9TA\"M7.@\YU2]K1Q^I_MSNP'4$L#!!0 (#.%9UFH6!924P0 !X* 9 >&PO=V]R:W-H965T_MRJ.306BM5
MG_5Z,EO3DDB'U[3"}TLN2[)P*58]60M*->25AEC09F;RI&_]ZH M@E5T*D V94G$RY@6?#.T/&NW<<=6:Z4W>]-!359T1M67>BIPU>M0
M@:#+H77NG8TC;6\,[AG=R%=ST)DL.'_0B^M\:+F:$"UHIC0"P>&)3FA1:""D M\:C%M+]0VO'U?(?^T>2.N2R(!->?&6Y6@^MU(*<+DE3J#N^N:+;?
S!C!?2 M_.FM0U<"[)&*EYNG9%!R:IV),_:T.4;&+S@_-[E8\/4"_QYOI!*8$O\M2_'%B+<#Z%EW$?V,-Q\-M34'I:L)""W_K/O8/E8"]E3V@L#ITP)EL2*5
<5#H^*T%U(*O!"DA;P2K5L:F MPH!0MD6GNNB)5.T7%#1U0U(E>M)<.:?&_-DEYR$$U8A#F\DVLA3^&ID1/,? MSY^HP+<"3 7+*,RY(@5,=SS:S6]
<3[S3-AH^?2***%B]0T157#.)%C-M*&FYN)H0I1H?!]EDR)8$LEZS0*!+2)'0\^ !Q MZ$0ACE%L1V$?[EF%/N#9;N@Y"22>T^]#*$MFNZ\(MG[)X&]ZW?
=]S0HA]!^EZ M06K[<;+-\7U50ML+ ^DZ@HT:.E^+HQWT[]6)SI-^1[60ZO1[#!$];<2S6E)(' M;"K),0+"3TA%
<@+75>9@]+Z7.]X.Y3FN'@/7/91%X/E.:DXB0B:VUWQIWZ_'WH9\IY^5S5C0Y F2\++)F4)FY-6&[*1)\S)G5[/Z,%R3+1
M8.:'%NT)\/<\G"/ZC#I]1M^MSPOVQ']L>@E3Y+1/G$>Q[K])M&*7O$"Q&HD9 M[;Y2K=9O]6?P?[(MA%3PV!"AT/ #N$[DF]$?X8!-

*;X8PM0,_06X91R[OK+>]YVU7D6LG?=3'FHG]-MQGYK;(8PM-,T;*5Q@(SGQ)[%[WB&3!+;:9(>(1/[K;7!3P(B-+#9/S0#(D9-MXL1V/1?VM5WQU3>*
*[I&)E;B:ZT9M*M9_O;K>[_)RWW_S_S-N;TR !5=XGS#3-5[@]-_&^'S)N=HM=(#N2CCZ%U!+_P04-M_" SA6=9-G-ZX-,%_"H,P &0-'AL+W=O# >%65?*
T_$HV6:K-M&9?4|*WZS5-?UZQ5?)T,5-&SP77T<,RRPND\6A#'}B49;>;KZDXDVK*/%JS*
MF$=)3)%*VN!A<*N>A,LP%18V[B#WQO6.27\|DGS+3\|+YQ4#.6\|16;);E""I>-M'MF$K58Y2;3C>P4=U#%SX?[Q.]TK+EYB:^1S$F=+3MQXSN8=>]!?;
[ZF]_OUPQZ]-M).YD?3O5Y|MYI?8"/]'XC,C]1Z+]M{1GDF__'+[4,NUKMO9+Y^RS1G1Y!>C-MN\?+NZ)[;XQNOTT>O*WQ8;-<83,A5[KD#2-H]?=**WC:"*
[RK+1-46S<.:GG{OONZ#FFRI5D']F@WS)1EZZ!6"&I8PQUF[0ZSUQUW+)ZQ=\0(+)'+^-4>R!A#A+F M(F$>$N8C80$2%H)@#?-
*:M7DM_!S.0GH9"7.0,!<)\Y P'PD+D+-0!&MXV:Z]-M;/=VQ!,Q78OF+'^6%R;.\D%[P=*T\Z'YRFX(>+)BF;K:'%DFO2%/M2<2YB)A-M'A+F(V$!$A:"8*
*U[#FM[#OOM22?E23!\;'DW(/2,;&LW))QIO:?]3:,7CN=%E-MV6%KPF08LO@[<&QO*TYU;#NF;AFMF"XRIG=<3/^X:@&R:2$(UO"/(N_6,67<*
M0VK%:DS[345KV:4_YJE^@=)<,V#TGPH+8#20A2MZ=,.]J7;EQ)ZNTZ!*:P@>_M#DU=;1FT-]C)!D727"C-Z[@C71T?-&@-I84H6M-YZLYY:[_SKMDCB[?*
*L{XGB-MV6H[9_,\><,S*AYE6"PZSF1!DDWER>Y>LY=_ZK,-E.94M,;]EFT.6X,Q-*H'-MI?D=UV#8>NL:-FC4$$5KNG*7)U%ZEZ['073/TCBBKZT1]6-.-*
*A\T.P*EN5";-M!Z7Y4%M\J84H6M/(NR2)HN-7BQ1HN@1*-1+2/AHLKMIW4'&;M%TCPHS8?2-B@M1-&;#/MUEF)3^%-,-W9#K-M9/;MU0D$-*
,L$I3E0F@NE>5":#Z4%4%](HC6-O,LV?]#-NDF!YIN@-_=*=[&:[M00T]P2E>5":#Z4%-M4%](HC6-NLM*
*:>FH#H=BDR93"I:8]7*D%7;;LUTD6%=*_V#TGPH+8#20A2M-M=*BT]ZO]-4L?BBT?7%AP&V?E#XWKTGI;R66QF>*@W%'.7:6CW%?.@W+3R-Y?*
M[F'Y3-.'.9DQ18BE'QFB3XR+;>%E"=9LBGV#-PG69:LB\,EH^*+D5<0[R^2-M)'L^R0/4FW/&_P%02P,$% @-,X5G63-ZVU#[-@-.@-!D-!X;"]W*
*M;W)K&ULM59M;YLP$/XK%]NF5LH"(0DA78*4ET[+-MM'5=2;H/TSZX<-E6-5/;)*VT'S-;4$97P]1U^Q+;9]-S/'=G,<8GJ8&CWCR7!-=1%0!M.;9'@'/HA-*
*=L7DRJO0-M0I)-R@E-$8/MU)CUSN=C=5X?N'"%PX+4Y4I'<4GJG%MP:EA*$,00"(6-Y;"'-M!<2Q-I(R[DM,HZ)4CO7Y$-HI';N.Y1956-#X*PE%-#5<*
X6PQ7DLKNGA/93Q-M#!5>0&.N?]&A/&L9,BYH$GI+!4D)"U&_%#FH>8P..9@EPZVUET0:95+++-W-M8?2-F#HMT=1$AZ]H3B2]+X@LE=(OV$-*
*UM\V:S\U7KU^=)'I\LE6]YN+OSU-M:KVYOO#1&[2@.O\A.*QSN&8XY5M@#$)T-VD-#.V"^YQPHK=/ER-PB?F9=&S8*
M/D$FXA%FP!%)T28E@G>D4<[7$1&-?22-#SCM(LON-M(-NR!VCC+]'IR5F=]AB>-YLR2U6][''I5MF;]'V&:YUQ:.'\6T[>/TH96-A+^-MO4E
3EHAE0OI[GC.("I{9\4!{8'PWO]N=8&;UL$!RO!-39T;PEE]7!-<%-O-M>)/B-M/1E.D][UAW];=P<3<-V@95%H&K5H6,979VZ&,D0!0)F^-&K@LZE=4/
*M:1QCQG]9S]"/6@6;1!9DHYI(Q^U:;K/&8:5QV*KQ0F9)//XY0\,7&1]X[KAW-MA-VIV)U6]C45./XSN?."W+9Z(\>VF]E^9%?NHO3XT2>3M\-4-[IIH6[W-\AZ[*
*ME3;WWS\|]S\('E>"QZW)K.GLR(KJS'*5V4[U-_>,\EP]3W?["HJ[\|>M>T-UK-M11-UW-[0'OU6=+/6"%1/-839CJ0*A:."9[@VW5,A.HZ>1-M;.W-U*
&YOZ54/"U4NZG^+'@__5!+-P04-"-SA6=9A[2LX'(#-"<"0-M&0-'AL+W=O:HP'2ATX?A+V-YF3+-)\F0?/NNA.-P17BN+V#)WOW-=K5;-M;?20Z]O>
1CRG(M"CX.=,>5-&.IT!SG3U[$-M]LLJ9P:':AKI4P#)GE(N0-M1E$2YHP7P63DYN9J,I*5$;R-N2*ZRG.F7FY!R,,XB(/7B4>^W1D[$4Y&)=O"-M-LR]G"L1*
M)0(U]:$-N&/[MX0Z$1)Z0XUOM-@&K&+8&;---Q)\12/S&X<-#-*2-MP895PCS*PV]0!J2S-E(M/LEA_K:*'!U8W,:V.DR'EQ-&?/=2).#"]B]8$!K-M
^JXCT,\IX9-ADI>2#*?HW>[(,+U5DC'"-L]BR,PK<<[O?G;K:8+6=?-M'A9D^G!//[F=/'Q?+V7+U^'%!KLB\4ND.HR9SQ5,@4R%DREP^GZ!(09%I^]WB*
*MFKN1]-=@&\!?Z-QIZ7K\CO"#+G:PT*S{"@WR6XHPK5EOCZST-NOOK+@F$?V%-MT(AVR6IQ3]Z-^-"]FQ##;W)-FQQ0Y[=SP>]MI7%&Z^]@-_Z,B2I3-.*
<+-H4'L)C-_%"21KRW-G0;XT^9],E=R#QDI%6Y.93AX-MBD=Z)..W%"^W]Q7B/>-M;Q7-8G984[7R"\$R(H!+5F>,#Z*WAE%DB1^A*1\2%H17-*
^ZDINK"C<%TQ],M-_[D3+D;=2^-DOM](UNEE](P46MB.\/-%60^\?YY\],AI;W8KS]H]->M^M,T-ME56!VB5[86L!+-O\L356%Y0#/>%!H?S$,/#Q1Y(<9-
*C##5I@!565)!>.HF"F-M4IB<+=-X5NRA](!D7!-O%UY7;SC6RCVYX3C?HTHX?+X[>&FO4GBV]3@AC<)5L-M?1*V%GSK>[>_]T6>DHE[%W9,?-*
+@XU:.SV#;M^!LS04W+U[I^']4;-S65N/6-M)EC7ZZLR-@;NU7NK]G:URE#OYO02Q!OK3)N[Y4/N-@_L&7B\W9)H[B?4/H?
M@/#DK+7WEC^8VO)"P;M(RN^QB!.EX%C@.C2W?\K]7!P]P][O#Z!,I^@-,\W-M4IK7@3W1FPO9Y%]02P,$%-@-_X5G6;E7V.CK-P-YPL-!D-!X;"]W
M;W)K&ULG991<^(V$,>_BL.;]Z=S--+%E@S$I,$/"-M=8Z9:XZ&<'WH]$'8"ZAG6SY)AN3;=R430XKMR_0%)%F[^]-^Y=&!R&_J1V*
*M)DJ9FJNQL].ZN"%=%>\@8^I:%)#CEXV0&=/8E5M7%1)88HVRU/4]+W0SQG-G-M,K)C"SD9B5*G/(>%)*K,,B:?;R$5A[%#G9>!!{[=:3/@3D8%V\]*
*(2]*I82.RY-MM9>$9Y-K+G(B83-VIO3FE@Z,@9WQE<-!G;6)6((58&Q<,-M__9P!VE]/""]Z-3IXY1#,_;+]Y_LXO'Q:R9@CN1_LD3O1LD4,2V+-RU0_B-M*
*F."^H,?[%(E?TEA^-X;K)0O(8R#1-1\(S\GC3I2*Y8D:N1K78$C<^,A[6-'Z;;SE]HX_B_$]_R-MK)8S\O[=A]=N7$Q!G0>_SH-O_08M?F]+A2-*
*^O8+]ZS,.D;F&3/W=A%]Y[#6[-M-/5THPH6PIC!@E$@]^!,?OZ)AMZO'9_<,;4CF$,2FP8@])ZED.O&-MG%:N0NO*U.E^$GCA@({-0UX(YHBRCT#F03*
*M5O\"J]<+@V;JL*8*.ZD64NPA(85$696:-^2_"H#AYU!O]BLOP2^=DFWIS9-@5>-U%$%Q1]WVM&&-8(PTX$-M>^-1-Z\8-BR[]0[Z:S7&?*
*U1:*R#*BS>1;AV"4FC_GF7-MV]^CT3!Q50SB>O]VDBC8LZT\LPLLQHK%0P%/>-&KYB-Q]/OZ3'B>WW(FZ$ET-M;=-@5H)*
(RNIZUNP);K)&"/\2P@O:#@4]Z2C[@9"V"I:$/>0ED(0K+?FZM)Q=-MA,$%X:#OAX,6PI/,TA\(K3DT2/QR)AZ(6*=\]V]A9NWJT%0_>&P!>,DJ+1;*
*M43^#>0>DG*UYRO5S8^1+S>P]GI-]TF[9K(KG)30*ERFD,FLIH;]#']U W+=-MT9-^TFX!O<===>$L!#RYN6Y]&O3#Z;*
[FX9\\V\P3^G.T@$H5.0]]ZCD#W8=H'-SF(52=.;0=::3]^MD.S-M=-VI-&U?L'VY>Y[G[OS">,_XG8@!)'I(;"HF5BQE=F[;(HPAP:+-,DC5EPWC
*M"99JR;>VR#C@R-0EU'8=IV\GF*26/S:V:^Z/62XI2>&:(Y$G">:/%T#9?F)U-MK"?#DFQCJ0VV/\[P%@*0Z^R;]Y5=HD0D@500EB(.FXDU[9Q?*
*C+2-<;@AL!>5-M.=*9W#)VIQ>+:&(Y6A\0"*5&P&K8P0PHU4!*QOTI'TRHI=6!U-H3^P>2N3]I*U%Q-MTL-0Z!7P6*U^'(5H.G5'.T7-Y?!:K%:+R\#]-[-*
*F*L-!!R;&]XX3L4&.(<(-MK7"&EBR\0]/P/B>"&(?3.4A,J#A3H;4.)\A&(L8$CBHDC'/99$OFTCOVTAUW$]M-[FZ/3D8K5I5#,^!;56HLEQN*
*M62[7,'E'F"YRH2Q"/,OI^R=E0PL)B?A1)[Z-[-9#ZE-W+C(8Z-4-MY&O4>*GZ*!]?+U'O18E&(\=UCK#W2-9^(-N*24Q?)^^-('>[(\)9'F$?E.R#-MYOZP)%'[-*
*Y#JE-;1-D;-Y<8=EM]&-_ZD#?^#X%$I>-18S(K.EN]HJ:S0E6V5-M%YX0N.HX]>XO+'K+'[-N!5VO>BB]GC?L#MP_NFY7KG-]DG[&?$M2@2AL5*C3*
*M'B@,7KQ.Q4*RS+P(MTR]]\5,8-6@-]<.ZON&,?FTT(],^1?!-P502P,$%-M-@-,X5G64@X@ILW!-8PT-!D*
!X;"]W;W)K&ULG9=M;]LV$,>-"]$50PLLT9.EVYEMP(E;S$"7NG'2O1CV@L,-A=)5$G-M3K]!C!(MN16E%GMC2Y3N!L4BJO*
M>0X9/MERD5%MV)GRUP-C4NC-+$]QPGME++,FDW*L96837BA$I,!2A!9I"D5-MK[>0\./4L&>3G.Y@#>HI7PF\LVLO,4LADXQG1,!V:LW=FUO/*
MT0;E&U\8'.7%-=%3V7#^K&^6\=1R-!D"GM@N+?->X@2;0GY/AZ%Z'@7"258.OEV-HBR1[]#4^,(;PM!T-MSPM)LUA.;
(5ST"1V=.]K7B]+MYB=TT<[S?B.9Y/GM8+\O;-NV-=V)B".@]>-MG0>O],MW^+TM)(Y(^0WLWQ]QC"P5I/(?$VKEOI1N8T@JF%!2-!',":-M-?]+&S]-]P#*
[-;#?YWUV1^6>8-Y)I"\-H0\T@4P9BB(%PEI1L&56%H-G944DDXAGA]C#!-M!9SK!($S-N,%-5[P/-#^Y2Q3N-45X(JHDI&K/0@35]#B\IV!&YBQPAHK],5:
*M"<@IBPF\H*Y*D/T(83LUP['OF!&&-<+P!PC\-#')4]H4,R*-69-W!^%P-M9(X]IE./>E-9?G/1!94AN^,@HXM:,Z#CWN#?0]H/D=^+3.OZR,'0T:9*,;M*
M[!LC;VB&<)U&<9U>C/+DN^+;]P)EE4H)YIH]>;D,'WIA1--+N7=[@S]RA?58-M1<4C$:M>]FP(,D!5-M8B:58)NBQ.P#;.MIB
LWZ"'LI-3!@:;#&\!$\8+B"MDF2.W=9,=-^\T[9A&,]U^-MT9SK[8])4+A9=;$2ODG8KFO#S!AMW?1&H=NU2(UPNOW^1%T)Y0PNF$)4Z-&-MT&WA[*
[:1C7=?ME6Q!Z^-M0S7:FNF[H>]T]\I>(YI>OVC>XP;X"=4Z>;GL=+P!GIBC[[>-?=$RZ\^//ZG8-ML4R2!+9HZ5P/<0]BZNBK&\7SLHO>
<(4]>7FYQX)@$/H%?+!E7)UO=&->?U?-M-@-02P,$%-@-,X5G6;R;E.6D-P-<0\-!D-!X;"]W;W)K&ULK9=-;-^(X
(;-BI4=K5]I0SX):1>0'0U2#N=;H'NQ6HO-MW,00]XF=L1V8-?=K.VD(;6HM#%P0?]W'Y$E)3GR&.\I>-(]0-#-RC/"1E0I1-MW-*
@VCU.40]ZC!2)R9DU9#H7LLHW-"X9@HD5Y9GN.$]HYQ.0:#-78-QL/:2DR-M3--#-[S,<\C^O449W8TLUWH=>,2;5@!>SPLX-8MD%@5#TSV[,9*@G-*
$.*8$-M,+0>61/W9NH&2![7/&&TXZTV4"C/E+ZHSCP968[R"&4H%LH$E)G(BBR0H#4L,-%(=U]0#=17]F-MDNL(?=2!:-FFG6^#5-N-"OQ;X&O0RC.--*
8,"-MCH>,[@!3]Z4UU="QT6I)@XFZC0O!Y"R6.C&>3/](-M$[-B6/-K.2C;RY26')*$#VTA758;VW'MWFWEGO>!>S[X2HE(.;@C"4HZ]%.S
M-M]@-MV6HFGAYK-&Z]8P&%ZCH=-^Y-I[C^5W^C9"T-P-<,=O-I^O[04?V'M"}$8,-M3.+0)>98W9LK\-4-(T8P//R01*&K^T9[KNB7%/E5AN>-%C-+)DYN"(-M;9$U-O47-W1^ZPK(F8P=A"=HPA-HZ-X'X;DMN1SAO-T,-OY#CH&Y0#G-IXL^-M,"?]F8P=T/<;^K[QX5A2-3.9:[>
*(E*B+M)*'6]]R-7;L:D$TV/M#>]N&,&YS-M(D380(1&B'OY*<,DIGDG0?B.P!M$-3!X-V#N/IG7?)3\-BD+/=9HWY!#$VX-X/Y%SS>*C-M*;QW%%'@NZ'[*
<3^9.2:CT;GS+OFK8Y&]M-EM:C7^N@>-N-/.JIQ."FW&O>-M[&CDH-/9BZ[.OS?\=]NHR1';Z%/2["2B]^:4.;>G*B]RA[O[P]1K]"ML&$*
M@PRMI=3I#>2!AE7U7=41M-ETC,5LN#2S536Q(BI!7)^3:EX[;@-FBI[-!]0-M2P,$%-@-,X5G60O9)5@)!P-5CD-!D-!X;"]W;W)K&ULM9M=;]LV%
*(;-"N$50P>T-3]$?62)@2;BN@QM&B1M=S'1U0HT9-M1Z@M>9*B3S46[TB>2R0%]-*.RDK]'TQS\]3*
MT5U5+8-&X-+F3BZ2\]DV^E%G]RVU>+)]-EK,QN6RD,FT35K,QQ1C?]Q(TFPT-M.6Z/71:3XWQ5S=-.,7A:H7"T62?'C5,*
*[SAY,1&3T>N$IG=U5S8#PY7B8S>2VK-MS\O+HQXV]BG3="&S.LTS5,C;D]%;5,UB*3^D.KK^*>-#COIS-HF;GQ-IO[6-KQOS-2GE63[-*
M,YU6=R>C<(2F\C99S:NK-,%WV36(-[R;?%ZV-Z'+A:/T,V]K/)%EUQ?P2+--MUG^3[UU';"34"'L"[1*HF>!M26!=*
GO]&;PNP7O]&7B7T#9]O&Y[VW%Q4B63-MXR)-0$437=.:#VWOM]EU?Z59,U"N]Z+^-;WS]LF5^-"
*(N/@MT))RNYA+EM-^A*WL-ML)='7'-W'&B"3!7H9RRI)Y-4O=<;GZQB]?/$+-M>H'2#'VZRU=EDDW+XW%57V-SIO%-*
=SVGZ^NA6ZZ'H0]Y5MV52&13.,7DQ^[\-MR)$-KONF[R#ZV$&GU-F\ELLWB.%7B&+]6:[G[.GIS-:<-W=V\>RS:YW!^M'"-M6A[;PHO3,IG-
"CE+VKM\8W3\],X.1>>57)1-VZ[^YGIV;],&1^4RN9$GHUKN-M2EG-QX?+-9K98XS'A$?#TN'L:QB+#(HW]<&,91QIGG>WVMY.[VWE6
MK:U,J76MCI3]QUGD+-8$B:-8%K-^WW-^P<2-1^R.)"P&!(F@&[:<8*^.,'S-M1&"=QC=O[OKN#@//$(%A7.C5-5C1^C'6K@%AW\SP-M:1J*
-D7Q'^@T=/-UFHG9=\1!PF+(6$"":;5(NI]+$1U(#B+(XD#*8DB8-(I-MQ2%8/=-QZ"E[=Y:WIAP-@Q!,$2QT,:1*&A")8XXOD!"XS'!V$+Y"'S,;=K-M*
*MGP,N3}JG-IBT6:9-NEP5&62-MB-LE7235]DCF:);8WTXXL-<>R72*ZO,V:-M]37CG!J/!F>6.$+]R'AE&=MPG$6F^1*
[<7H[E7NB;O=T\>Z]M96@O\K2T>]0TD!J-L#I<6@-_%%TTNDW!YUS[EMEP)N>QF(B3DM88LC-,+F-M"P9+G!=AWWS\$)8X&D2$!%O$0)DFZC9-
*M1CL#)0FH&AZ*92Q-MH]\&A=-'4Z(':28E";@*'+I)5)&C[KG\;;K0CBX/X,H"K-I"Y;P@&/S'8,EC'HA-MXX&I"K8X%!!MCPC*+5&W6U[KPF]W*
*#HE!DJ+06D"BJ8O8U*NCN$#20,#-7B@-MM!B4)]!H>HF4P6/NR;RMTM#E:?=\B#WSB<$2QKB'S84,EC#J40Q!T6@R4)]!H>FTV5CL>;+DC['I'-MV*
6/L"L>#^']FJ+)^F)+'KL\W>P'A-7F]D=;(&:>1[\"I%,-%A'LFY.APA)(-MF1?B:,NB)Z9L%'OBTD>[6.PP'FIXWH,2=.(,E":@:'J9E-=DAUHAR4"](2@M
M!J4))I>(N4-V3/72;+ABD6?4!J9SL,2%]-@&$Q@6.)(&'!NK]@4ED"*FZ67-MX1;54":+/7&QY%;5V&E,W&?*
*8>UR"3]N!T@043:^5,HKL4*LI&:AW!*7%H#0!-M1=-W62COZ#US1667M[GAP><1#@?[+(9QK'Z,B,RW%I8XBAG'YEL0L1NX;NIX-M8Y-80A:S=H-*
>B6[R55:M-P'U1-M-@&-,K6-&\5-R=$8LQV-R)-9;-![^O>/P-M0U+,TJQ$]I+X7M]S?,-Q1W00\EEE-!]Y(RK-M,J](-4XCEQN(>-(
*ME)I1#@N)5)GG1/ZY!R8.8]S%Q\22[C-M$UX<%60/*]#K8B%-Y+4L6YH#5U1P-M)&$WQG?=41+:>E?P1.&@3L;(*MD(\6R#V7:,?*
=10.$XB92#F5T$"C%DBT;O-MAA.W2UK@Z?C(-L5I-UHV5#sBV-^Z-E-OE0PY.IH-M4-<.AABEI=(B;\"F@YSR^D]>&A]--
W>!4#0-()-!80-P#GGU9TY61.B21Q)-M<4#25ALV.W#>,+110[G=Q9669I8:G(Z7TZ?I?#U%RVGR\'4^>YP]S-%'-"=2-M$NLONIZ-)I2I&Y-
*=KR;H^NH&72'*T6,F2D7X5D6>-GU8-B]MUKROUPPNK+F"-MHH-"-P,*-*!W!JZ\#9]-N!=-!P]?PSVCOK4@:"T(^%]XR0*H@)>-=E+D*!%<*
M2W.VS#;H#"5N-T"BGW<;Y?-SLFM^7OG^>T]'*F"I##&Y](ID!7@^/V![L#-_M?$(\?R)[94786A&^Q6ZL2(%69,,:-]+9D39VG-WSFGG@F.W;4<7]WJT-*
M-!M&ULK99=CZ,V%(;-BD57-MU;[4#N8;I@E2)DG52MW9:#+3#U6[<,-D06LPM9W)[+]?VS!L)C'27/0&L#GO-MX7GM8^/1GO'/8@L@T4M-
*&S%VME*VMZXKBBW41-RP%AKU9LUX3;1J\HTK6@ZD-M-**;NC[&L5N3JG'RD>E,\'S$=I)6#2PX$KNZ)OS+'5"V'SN>\]KQ4&VV4G>X-M^:@E&UB"?*
&H77+7<(4M9U="(BC6(PWKL3+S;J8>UP$3\7L%>'#PC;67%V&?=-M^+4<.U@3-85"ZA1$W9YA"I3J3(KCWSZL,WQ3"P^?7[/-;.PK,RLB8,KH'U4I
*MMV.G=5-);[*C\H'M?X'>4*3S%8P*I>-K-C]JNGNY*4?B-.!-M%YX1^+W-OU80](+-&.W(C*T9D20?<;9'7$>K;/K!C(U1*S=5HZ=Q*;EZ6RF=-MS"?*
*3Z:>G^\3^QE2G0]/\QF;-[F8WR-G2-0CFA0%V552H-7Y-M0E84$&E*W\ZOO\,X1+:&Q3@'Y"/-=-BGUZ6SZ!0PRAO:,>]'>BI84,';42A3-G\)O-_.MB-%/-*
*KO-4[(WYH//?'I>SY40=M7@?)<@LURER216\IPG<:KG[-G0RVE4-M%"41'}+>0(8#9/A?D*8]2UY1]6YC9JI@=4O!!P%$)D:AUW:Z/&2[PT#(Z@*
M+6%A%OEGJ.!.K]*6EU+0*RB!KLA8A.H6+XB3-M1QXL86$6IH'=0SQXB*-RL($&-+5V0$JU:U5Z<>C]^A)Z?,(4!$%X7#*6*(RS-MR*
*Z>#.#)5>'"*LA&DN%PFR0E!?%PBIR%IDL5VQG1@3*]BK!H):F7+2T.9GDXO-MSH*3Y6<)"[T0>W;0;-#-*
+H)^DEO@ZO-&+F(],ZA(]WM%,S5[!'WF=-LW>E<>!G1-2VN#A<'K$[Q[\P-4!ZB/A-MFZH1B,);":?%-H@:*

*=V>2KB%9:W[K*R;5(<$\;M4Y#K@.4,_7C,G7ACXI#"?# M_"M02P,$% @_X5G696<$33O! 0QL !D !X;"]W;W)K&U\M5EK;]LV%/TKA-8-"=!$(O5T9AM8XG8KD+9!G&Z?&8FV_MB4]B*]}Q. ^S'CY04/2R%MFO%VP][KV\Y^H>\I@:;UGVE:\($>:![$J=\8JR$ M6%^9)@]7), \]DJU)*N\L6)9@(4^SI69642*:.MD)13EH*,+";&'_#J!HV40V[Q-R5;WC@&"LHC8U_5R8=H8E@J(Q*34*@06/X\.MD1L2QRJ2S.-,&=2HQE2.S>/GZ.]S\\+,(^;DAL7_T$BL)D9@@(@L\"86]VS[.M%RD!N2I>R&*>?X-M8>N/#!!NN&!)Z2PS2&A:_.+O92$;#M!YP0&5#NA0![MT ML'.@168YK!D6>#K.V!9DREI&4P=Y,7)OB8:FZC'.12;O4NDGIK>?/_U\\?#N M_B.8O;M^_!=@+ALEVL0$L 6X9>GR0I L 3/R*,#9C A,8WXNS; L9^#LS3EX M V@*'E9LPW$:\;$!9$XJLAF6XU\7XZ.7QI^3J26PK,< 6R+&]+=?H&?] MW@=NH& M['8%U=9%G]X2S[ )L4)RP3]ET0@HCQDFU0 ^2@5%4B6R:L+FN(T ML.D2A(R+WD=<#.3E ZEYXVEZX0:.[X _IR;:'C//05Y0F;5P.!4.1X^C:M)(M-FE?>H6 VQC7"1SH]H9IY==CYP>N;Z/^!-T]05>;X.RYDCC\MJ&9SC7AI9O>3MI=>VT MI?2KY'QMM>NVTM G. M24I9!CXQ0?]7/JW[L8]BJ&AML VA $]LO#+ 4' 'BM:&6PL!]%U\6U/-.]-R M!5S+>;&<=+B:=9I/ RU89HSW-P'JSH6PKTL/,&QC]5=ZN&>IWTLDV%V;':MO MC2P-6TE:]LLS.ZR7<:A?QZ6"\UHU!6? NI03 ZSGX#^QEFC;VT:TW4+1V)6]] M -U3F:95'$?#'2A;&VXM.*!><7Q(96L2+L]%J07;>$:HJ<2\O=[4SM*#^+ MHE8F\'!I07L(L)6+IKX1(DXF!; (Z=YM2/]+-(;]V" MM.)@.#*6XS3)<&VWAXVEH:&]+.&-I[$CHA0BR,*M#1P|=1D=[[*.W*U\COP+5 M,@;9IV[.:'70T7 'BM:&6PLB!=$^^GH]- /10\ZH\=GMU-<0-Z@6-TB_&S(< M-=TN-:V^A1)U]TAV#=M8:N6"],I%4A-V]"G_6AY&S8'T2@GR-=0/]M4/\D^E MY] [,$-%:\,M)1+22Z3]U"S\ (=RAIM]B9H>;KR%W4"UWD'Z_93AJC@Y=-?<;-M%FC.QAL.]7KI(\Z6-.4@)@OI:4G2&2 KWM@4)X*M\Y<>CTP(EN2'"X(CDBD# M>7 !)(;R1+U'J=Z;3? \'4$L#!!0 (#.%9UD)049540L B-.9 M>&PO=V]R:W-H965TAIR@0VW MM-=O2?HE>Y$R)U\749S==%[R?'G5[6:3%[D(LHMD*>/BE5F2+H*\^#6==[-E M*H-IU6@1=>U>;]!=![&'<&5]7SWU*Q[?)*H_"6'Y*2,9:+((+TVYV.DK>;CM5Y M?^(QG+_DY1/=\?4RF,LGF7]>? DJ+W[H;RC1(H/GQ*N]E%)6DHA]_U]#.IF;9 M7)HFY<|& 1QNN?P==Z0VPUL-P##>RZ@;W;H'^@@5.W<$ZMX-8-_MW%,K].L& .5,.#.H&@U.[- *P;#$^M<%DWN#RUPJAN,*IT6/_]JC^^%^3!^#I-.MWDA:+EW0R@>5057KXF\>QJ7L3WE:O!H6[?+Q?S_^[O_R!WU\(!Z]^X/\0GX/ MTC0H!20_>3(/PBC[N7CV\Y-'?OKWS!?=O*A9MNQ.:O[[FF\?X#OD(8GSEXS0 M>"]GFO;4W'YPK#TSMQ\9VG>+:,:798;/[!KNSC<#?@OB"],P/Q.]9KFY[F)L_.MR>4%<7H'FWNG-W=T6 .,\ZNR\]YOYYG>='MORJV/+6X2TOS,T].2FJ6[KJB@C. M9LJQ*IY5TIZCZ<_=NKVK;U^^BUUERV B;SK%VU70?&?_G7[:@]ZM.*R3. M0\(H$L:0.!\)XTTB8 ,$4<=V-N*Z)/A9Q+@M]3N378LB429VZ1D);===>P004K M!U^O8\L:7O;*?]? =UVTO]Y<<#OJ:!2FR?VR_]N/;KJ:LO[_DR!Y]%N3(_@D0 M3)&EOY&E;Y3E4;XFT6L8S\E]*[=A3E@P":,P_Z:SQHAJ:PT2YB%A% EC2)B/ MA'$D3(!@BL.#C<.#.]^I!TAQD3 /":-(&$/"?"2,(V$"!%/$'6[$'1H/O@]A M'"Y6B^(\,$UEG)/RQ"PAD^15QD&GNR\]2/+ M<21,@&"*G9<;.R^- =MX7']i.!7*ZUU-EH;-_61B3.0\(H$L:6,.O>UO&BOR.D MLB)'P@0(@@YV@@Y.@KIA=DD617'R:5.)\7QLG!39Z41TM9*).Q#PB@2QM:P MT9:4O8O>:,.=*9$6.A D03+'2ZC676'L(+\V4MF)":1Z41]$T5M..R FMR:$T M@:*I?FY%);1SS]E/)$IN9W\O0]SL.R@M'H:(:WU1-(*(U":0Q*\Z$T#]4) M%$W5V&XTML\\S:\!*(61-_]*HU :@I)*(U#:0)%4ZU[\A[+'/AXE$:A- .:E^5 :A](8BJ8ZV\1.ECEWVC\2:AWM M[P=RHX%KZPYWT#P)2J,U;7M7.W1 A,9%4!]'T@2*IOK71$:6\<+^22&Y&=%Z M.#G8DV"DR[X]:%D*I3'-2MA#:90.KXU]8]ECGUN%[+\L-I[XGX[M3Z55 :A=(8E.9#:1Q*$RB;]G 3.5GFS.DA^%I%],])6K0M#\R3H"AWZ(@,S9Y] MFG(&W^MIS_8];&7:HC)KL:P/[26'T@2*IG[JO F1,':.(=#N=5B?N072B:V9> M6]>@-_]*HU :@])* (W7M(%N7U)W)8$]K.K:9$]V.5.ZVSA:WHI$@D49@&HU MA<9*-6W[8,,M#)M49FU6-:']I*W]"Q0E56#FCC'-EYK'] .B .:>>9!+ M4MT95YP/39+% (LS+,Z'L PDTQ\,.*Q@T]('2/"B-0FD,2O.A-%[3%(WU,8= M%58M;A(=VY$H@"W6Z@]J;\C>#U!L^2=N2)U@$)KRM*C,6BSK0WO)6U06],J24V* M8YM3G/OZ8[\?RMM JW..YN-$))F119+F\^IQ&1KFQ7'Q-8A6U4L3F>9!&)-E M6C"F) DC$L13,@^R\]D"DX=2+R,R4KBO:>H'=4:[%D+3GU- *LE,6\]'IXE":.M0-%4,YNLQC9G->_GP+',222/?2C8#&OMU'YTXNP:! ME$:A-%;3+$L9V/9ZNW<30:MR*$V@:*]K3;QCF^.=[OR,/'UDCU]3H?D/E.9! M:11*8U":#Z5Q*$V@:.J4-DW*Y/3.'%XXT%@)2O.@-_JE,2C-A]{XE"90-%7A M)GERCB1/;8<79EYKHZ$W-D%I%$IC-6WGOKO=>^>A-3F4)E TU=0FX7+,"9?1 MU]D%B5)]A46FFA!:1Z41]$T5M..CH>A53F4)E T5=FM.>^.Q%G?/QXN?M3S MF6B=QDZ6AYTM#SM='G;^/.R$>=@9\ [!3YOV(^,UIXC')/?=D# W+H#0/2]-0 M&H/2?"B-0VD"15.5;G(ZQYS3M1\90Z,Z*,V#TBB4QFK;]D#&&NZ--* Q00F M4#15UB8&='Y(#/@^TEA'TE]IH1$?E.9!:11*8U":#Z5Q*$V@:*KY3<3GG!OQ M.=" (#TKSH#0*I3$HS8?2.)0F4#15X2;B<\ 1GYG7VFAHQ >E42B-.?](S]X? M:4 S/BA-H&B]K$W&Y_RPC.\#^12M,K+6 6FM^\=8;S@T^H/2/"B-0FD,2O.A M- ZE"11- 5*)OISSXW^7&CT!Z5Y4!]%TAB4YD- I'$H3*)]J=8[=P0>T*H?2!(]F*MMD@.Z1N]S@@P]SSF+N3FO5 MH=DAE$:A- :E^5 :A](8BJ;N$$W"Z)([M5HN-"]$TCPHC4)I#$KSH30.I0D4 M355XZ_MCE.^ZL?9EYKHZ')(91&H316T 8~T+%W+D]*:ED-I D5396U"0=<<< M"0?8A4QFK:

ZI2=$@$;"Q>9]8 /]CGV&G9?&,4 (&Q#"*3[!FX(M?!)O-HX!4]C %+;#U#;[1B]QQ8V/?;)|S>2^EK)_+V7?.]+@_)Z 6K"+O?+F M43D0X7;*
[5[TTL6$5;&>5S;L'KB 5= Y;I)QCS3BO)D5#'?@PZMCB[M(^P\X+ MY!C4@0UUX--2!VZ4.II2*Q;'4 <^G#I2B1WO,>T3[VO,4 @^A$+P1[I T(,>
M!\LN*@<2V*[A$&PX!!_*(;B"+]0.X:%RCC7C:C@$&P[!AW'(%G?Q]AEV7BS' MX!!B.(2!=OGWA?8X9)R"%,0JI0@T"O4V:2 MZH&$U"U3DGNZ=2B3I
*IT@91SK";2#Q<2M#-/;S53\KO:?SN1P($;*KBX'E'-M_4F+UP^?UR>2SY/GMV]<2AXFAS-&)RS6]3G4ZZVC_1$/Q+. @5@^#]02P,$ M% @
,X5G62<%%+>= @ R@< !D !X;"]W;W)K&ULK551;]HP$/XK5C9-K;0U(4G9QD(D(*E6:50(1OL MA$*=K!G/L51;OK%%R0&G!I13VW6P
+DL9USM]D8E)3D4@K "<5@/K5%O$/O:WSC< M$MB)@S72D:P8NI,;ZW1H.?I"0"&1F@&KSG8F0*DF4M?XW7!:K;0&']IW%XK-/%<;KZ$46%^T;
[VO>Q;**F$9'D# M5C?(25% \7V3AP. XND&N W ?0KPGP%X#< [5<%O /ZI"I<-P(1NU[&;Q$58 MXC#@;(>X]E9L>F&R;]]7Z30[V0AN3HE"B?#]]\U'-
V.OBUC-(U'B^4\GL8W MWQ?H [K!G&-=1706@<2$BG-E72XB=/;V/+"E$M<4=M((C6LA]QDA#TU9(3.! MXB*%M ,?'<= /H*W5=!MY.X^\K%[E'
!Y07RG/?(=5R X5Z3T^%>5SC IQ[ML]C9'CM, ,G ?<,\"$HUM,*T 1$0EEHN(@T, 12DBN LR N@I>4 K=E+K!
M#42)$QA;]H,)X%NPPG=O>GWG2U>V7Y,L>DVR^)7(;'M7%;^OB'V,/9YQM(46, M4(2+%&VP0"570X++!T3R4E5-]6PINJI3$ <-L9X6V])[.UARE TB%
[TB(]Y MU!';\!T!!FIQX4@A%6%K!]H:VT'S<I7WE<]V6<]PZ778(S6HZKGRE[Z>2E;8UKIA4C=8L,S5L@6L'=;YF3.XW6[=W^$? M4$L#!!0 (
#.%9UEPUI_O000 /@6 9 >&PO=V]R:W-H965T="F8U] ED=K MD][J6IZW<]NX@1T M@#/;2>ZD ?&S@9(#M=L[B\-F.?YV, SN%^ 3 Z$?
F4)OAQ\R[."38V$\^V- M:,)E@G/$KLD6%^++FM <F;9E^6:.TL*838[H]SN3+=K@!>9?M@]4O)D-997FN& I
M*0#%ZZEQ"V]BZ$F'TN(YQ0=V\@QD*"^$?)4O]ZNI8/I\RO]US)X$[5"&,E:QEXF+$$>S"24'0*6UH,F',ONEM\A76LB)LN!4?$V% M'Y]%\>/[\^W3_7.\
",P) F6%+C@#) UB#!-]T@6$OPFIARX^H,P]A%<19BC M-!-/(!E$8&K#Q_!!R"^/R5DQU"Q8A.3BZ')#LQE/8R[:ACVF6$XX#,I>,) M7*SP2N$?#?N'
_ZF2$F3% LU+W?V('"!MJ? L3X!VI)=Q7CF;W=W5.\O\[C M_O[*QE,,TF-QM!S)IV+:+ ^G:N.+2#ME6LHMF6%[B-72L!7L M;S
!8G[F9)7R[R=)4,4\2+ET+Nf$13IAL298JQ1^4PK W:3"UUD>G;!()RS6 M!&N5)VC*$UPF%4O$$L PYQD6VS_^)NFHNO!.I6,,0Z^C"'VKD>-8MMT1#H69
M%\",5;RPZ'DW3<#]ZQOXI;B;YO M-H(P\)V.OD9[.\ M6<4*6N#Y IGPPR;\4/^Z$?;C5ZT;?3/UNM&W4ZT;*MK MN@&MX^[7NGCE /^
.=VM,"!I!I9B6TG%:4;]IQV$7ZI86FF15E]LB]8NT\DA M!;[;JE*C=15))RW22HMUT=I%LH]%LM]_;;G[Z @G=+NKB\K.L9VPHQR1RLZ% M;F^!4?
+&%K3,*,SQZ 0'M ,G%,9/Q'=4I&N#V \T1NL!2BLMTDJ+==':A3H> MHJ#[?AHS>$"[N$@Z;9%66JR+UB[2\: 'AT]Z>C3&ZQU#[=!QK;[$],U&ONUU
M!:,9OY7B!977U104;A]T=G'ERDY=CNBFO4*5"[I>W=,17=*?$=VD!0,97HNNK.M C)A6UZS5"R?;\A[QA7!.\O(Q MP4C40A]([VM"^.N+[*"Y[)[]"U!+ P04
" SA6=9;;P"Z@\) #+70 M&0 'AL+W=O).@P^ GNU+_^)FC0?&8]ODB[MO$[MGX%Y'S.O'P]>DG05 MY,7+]'F+*M&]VALZOIDO
K">'1U46V[3Z\NDDT>A3& 3TFV6:V"]-L- MCY*WRY$Q^K[A8 C\DI<;QE<7Z^"9/ #\U 5]6KP:[RC+<,7C+$QBDO*GR]&U M\<&WG;)!%?$YY& 9WG-
2'LICDOQ6OKA=7H[TK,)X^QA\K0=BKX%M'FA@U@W,O@VLNH'5 MMX%=-[#[-G#]!D[?!L.ZP:35P#HT2F[=P*V2M1W=*C5>D =7%VGR1M(RN]"5
M3ZK\5]V+C(1Q*<6'/"W>#8MV^95'/]Y^OOYT^AD?D=-DG]Q6R3+,OQ&/I^%K M4,HD(S]Z/ _"*'M71#PL>!RD8?(3*93
%T&67XSS8C]*VGA1]WFS[=,\T*=% M]I(X?\D(C9=*6GQ]]L;I@(P+@9@-PKF[U&X,95$CR\T8AD_$5,W"7)W=_/[
M5_(#&>\]>WR,RG^2G9VKT0]\7:#U#KH$-EW(T9X;_B[(#UY0%C_ML;8'HOW^Z$D;K9")M?NP6!7?/L"?IYLE) \,('C\9I$FU7Q)(S)S6,T7@;? M2!
OR3H-%]NM/XR+[> (_\C#6[#.9!\89; E=/0A6P<+?CDJYIN,IZ]\=/77 MOQ@3 6\R02)A'A)&D3"&A/D@F" K>R=\APC/W/>*-%#E;.%.16L+'9?
K\RB]M4OQ[DNA&&;-.%.T5Q20] M.K.9*T;YH(,4LC/996>BS,Z7]NKER ?7KSPMJOBBF(KSM"BUR7TY$52Y6B91
M%*19E:XR;^]DF5]V.S136YAA[@V<:VN6W4J5+,S0IK-6KF1AIN9:L[V 5N0 M373:,6<,=-!"YMQ=YMP 85H0'S>/&?]]P^.$422,
M(6$^""8H;;I3VA0UTT^1.D'"/"2,(F$,"?-!,$$GLYU.9N>;Z6>=]=+IS*=S M9?]#%8&$422,(6$^""8HPM ;HT; <^]+NA]A2I[,M,E4; Z,EES4^S94+U :
MA=(8E.:C:*)F[LP]X[R5S7PK**F,E%T/G:&@]*HU :@]\)\%$T4F-D(S$05 M-#4)I1KVPFWABT'XW)PBQ';WW-]M6C<^KH-
SZCH;2G)"4$#XN8Y\$5A"WY4N]HCM5.A2S. MU2;.X4K#.]#&G;83(XN;;5.WG1E)W%379M/#GH6O'L93T]38?(;.Y^NDB45) MD@Y.4MFG<1$-
I0OW!:FK:+8"Z/[S.U;LP6!10\Q!*8U":CZ*)TF@,1$/M(,)*O9FT MU)O:A\NGN7K7!DL&ZBY":0Q*\U$T<0E48S": PW&D\I.4^(N.C/-;)6*<_7. M#!4)E$;A-
;E^2B:*)+&433/[^C>;W*IG:CN=VA! Z5Y4!]%TAB4YI-HHKH.M.]&$V8DFU$Z$TCPHC4)I#*BS43111+XV=:)]13E2$!:RUL(NNH22]-0&C.
[7]^&NINI_!*H&NN832*)3&:IK*?O11/8H:.7Q6\\AZ MRB#?I$%$_"_]6,WC =2ZULMSNEW)+,]M? MR?M$>;VB:*\H)HLR-==HSQ/GL%G-
QF8UU3:KJK8\/.1=>]4P]*Z_VC/.ZQE' M>\8Q69QEN.W?8WWUV)PZ]HV/:1Y9"8F9HQ7KF-0[./BL" 4^H30*I3$HS4?1
MQ.OZ&N_3TE&SM(6T\^90F@>E42B-06D^BB;JI.%!+;4->LK/*\?W";+\PIAZ.PE,=B%EI[$-+:3>=\ O&T9R8LN'1VPN=
M^H5Y <)HOS"F'HS!.9%V:MH'+(DR^DDM5. ,*]?&.T?QM3' M.WC8NYT:EM"K..Z- 68=,<"N?[XF-T$6EBN0MH W:9+7=P Y?"$ZU.Z"TCPH
MC4)I#$KS4311.XTQ9CFP:@CJ<4%I'I1&H30&I?DHFJB7QN.RSG#I\]&I5W+E M\'M#,]SV)- OSNL91WQ&,6FH/K>* M&. =4GK%T^?J;N$9622;.-
>5WFW=7='\NOJ/MRM[3?&![;]KWB#V=[F"Y(MG\,X(Q%_*I"ZYA8'D&[O'+Y]D2?KZL;5CTF>)ZO]Z0L/ECPM XKWGY*B2*I? ME!WL[M]^]7]02P,$%
@ ,X5G65O:S>SX P &!0 !D !X;"]W;W)K M&ULO5CO;YLZ%/U7+#8];=)2,+\"?0E2EVQ:I?>D M]NFZSRYQ$FM@9[;3K/];$(A! >5"NU+
^3>DW.N[\6GGAP8 RDV&$OP.\^H MF%H;*;?7MBW2#7W[1U7=W:% MLB0YIH(P"CA>3:T;>#USBX0BXI'@@SBY!EK*$V,]SS#6::1%
(]?):A5 :9./+U^0?]:B%=BGI# ,Y-](8NYE5]1!99XA7:0>$>' M;[@4%&B\E&6B^ L.9:QC@70G),O+9.4@) 3XB7Z7A3A)@/Z%!+=.:<%^;X)4) M7B'TR*R0-
4<2)1/.#H#K:(6F+XK:%-E*#:%Z&1>2]V^)RI/) ,O[>/-P^WC MEP48@3GF9(]T8<$=$T076H /7@'/^011;RI!C="8"FN39*.&+X90\ >M=BB%$\M-
5P"\SVVDG_> MP=#YUR1P(+"&7*^2ZW6A)P],HDPU?B4:%;)-FH] 80&D7P_[)(XB1RW9_E1, M.\KW?#>HHAHL_8JEW\GR)F<[*@6@3
*V6BF&NNGD1M%-4Y9O$7TF=*T&,D,T MQ:"8!Z.&X\\$)^Q&;N $T9D(0QB$41";5025BN MM?X$*)8FLD&+Q=@;^^$9 MUW:4!X,P-%_-*ZKA;Z?
@/X*>2*9>!M@\"N&0HS 06$/SN-(\[K<\6:W<)'S\ MNEXRA,'(B2\L4%21C?[.1$0M>B81[:B,>8@K#?&;"WYQ*.(6$^>,;SMB%+K> MV,P5.O5.Z7?RK?
>^E%)E0$1:A=,=YQC:F3;C==W,H9";ZH \0EP@&VQ!:E* M\D!H3@>]:9AC O@+%[H37K/1QV;:+FU]2,=G5G MQ\V3O1H(K5FXAF ?XCN[#09O24/A-
.47'L)^"8S8=3=M@B^']>:LQT5N9YW MH3=K(P$[]^PWO#8'-11#H375UY8"CH?R4;#3G?36/1!:4W?M3F"W/>GKI6#; M8(R@#\-S'V*,N^RF8&U%8+
<7,;=IQNAZ)#'/C9P[$7LOV$!HS7]Z:W?C.D,U MJCNHKQD*K:F[]C5NIXGHW;@E7-AH0">*STVH(7&XP4=QV@OE\Q)E[N].%0=1B8_%0 M2P,$% @
,X5G6<"%M2.T P FPP !D !X;"]W;W)K&ULK9=MC^(V$(# BI6>]CNINWD# EM I9K5[]]70'7?C;)0*QS MXISMP-
Z_[SAAL]D0(I7V"\2.Y^49>\;3\5'([RH&T.0EX:F;6+'6V9UMJS"& MA*I;D4&*;W9")E3C4.YME4F@42&4<-MSG(&=4)9:TW$QIRRG8Y%KSE)XED3E
M24+ESSEP<9Q8KO4ZL6+[6)L)>SK.Z!]6H+]ESO']=]4E8@FDBHF42-A-K)E[MMW](U"L^(O!4=6>B4'9"O'=#!ZBB>48CX!#]C*BG\6
#G1A/Z\>.DU*IL M&L'Z\ZOVSP4\PFRI@H7@?[-(QQ-K:)$(=C3G>B6.?\()&_TA8*KXI<<3VL= MBX2YTB(Y":,'"4O+? IR"D1-/6T"W@G ;\IT+L@X)\$_
*T]*S NJ>;3L=2 M'(DT]U&;>2AB4T@C#4O--]ZUQ+<,Y?1TMEXO-V2UW#RLEH_+KQOR-/ R\,=L M\ #T=4UNR\]/391S(&)'5H+S&XS=D?/SP
MB7P@+"6;6.2*II$:VQH=->;L\,34O'3*N^#4B#R*5,>*+-,(HO?R-@)6E-XK MY=SK5+B&I);XSF_$<[Q>BS^+:O%['%'<+<3]#G?
*NA^H<^ H&\1TW0/DA4 M*4QS"9]DP.301&PYVU-SPEOC5NKMM>LU*7^G,AK"Q,*<5B /8$U__<4=.+^W M0?]RMZ%H%>%H->E?3JGC*8A8 #,T<(
0[(%6:IOCW09@%+KH-!]2M1AZON# MH>^-[4,=K=/XE6C]"JW?B3:+(F8VD'+"&=TRCB-0N-MA+B5$F. ZQDI5P!*:.M%7M.RUPRBS!?B-
QR#;VTFR_QA[X_5&#O-.W*\D'%?G@OY/3\$?.%+MXQ =G ME'[@]=T&9[T\R^]}=YFNEXN+!]K\Y/>=]G4 M<_M^\Q!VV[^6K]:$N)U\"U,?
L!)F0II=;"5QSTEA;T&\-Q"ONS2(M='^C02:=*_[Y)>8Z/3=HLK2L<_I!C;GTT]ZU?PG@T3==L2*AR%-==H+5;-5Y M5XI^TWY;?K;MCY@Y#+.(PPY%G=L
XRW+3K@<:)$5S>16:&Q-B\<8OQY F@7X M?B>$?AT8]7WR/0?4$L#!!0 (#.%9UDJU%-&(0 %\7 9 >&PO M=V]R:W-H965TV")U]SN2? (DW6A'
MV1U/,!;PD*4Y'UN\5^-L+V^01@C/$3^D6Y_+.FK(_"=ED&YMO&4:Q=LI2VW.< M@9TADEN3D>Y;L,F(%B(ZS6=66((?
8XPRG=C2W7>NI8DDTB5(<]&6W1!]^P MN-DNF&S9-24F&]>@IG)+Z9UJ7,9CRU$C MPBF.A$(@^7>/YSA-%4F.XY*;M4QE>/^]1/]HYZ\G,PMXGA.TS]
(+)*Q=69! MC->H2,62[C[C:D)]Q8MHRO4O["L;QX*HX()FE;,<04;R\A\]5 NQY^"YKSAX ME8-WJ(-?.?B'.O0[A]ZA#OW*04_=+N>N%RY DU&C.Z
*6M)4Q=Z];6W7"'^2 MJXVR$DS>)=)/3,+I\OKR^M,*%N$25I^GRQ ^P#5B#"D!X23 I&4OQO90D93 M/G94D6#WB"&.8MPYH?3O%?
IP1&QA+ ^U[$T%LJO]X2OL?YK6 7ZH(Y?#':.R9S$ MD3[54[DM\@V6>4+ [2/LVRW0H^Z>[A"+X:\O$@F7 F?\[[:=4\;OM<=7N?&" M;U&$QY9,?
ARS>VQ-?OW%'3B M>EE$A:8A(6&8 T1>[6O2[Z9)H+$I.TT,>8 MXZA@1!#_ 3I$;2$/%*P9S2!N)+T/V=4CU"+]?R-$. M7'=DW^\KTF+FN(!?M
I:K'H]WW&:9N&/9L.>/ZR-&HO3KQ>GW]DX7[Y>+N [M+##3C]H\PK 2-+]#FYP(#B>+U0U]QX^R>TNU.9FA#(0%#X2+E<+ L2(E6?N M. R^7I,
(L!;3, ^L=Q7"K) G8)21* &E=$IK&\ES!1KXM1S3+I*9=#H 4&H[2@HKG> COA]== F1. UA+LO8)A MAME&5VIY7,(B%V6=[.ZM]\%370-
]T3]S+ ^9N2W^@JL>Z0/F,+TO/5XAM2,XA MQ6L9RCD=RB.8 A&3=[I%B(%O:9+1@;)E;/>@]G2U M12FD/;Q#&7^RQB2%C-^2C4IW!,&H
*6):FB:HZ8PSI1AOVA[)L, ^WK,DSM S M 72?IH!\'Z,$'P>*KIP:7N+-EN4-ZK"_@QNT1.QU]TSXG5]S1'&*,AKC#!"T
M'B@C_6&A:SF@B/@S1D=Z=@WR4MXP?L]O%M% T7)%*$KEE N^)BA)% ,&*9K@Y&LU \100H37<)^P%T-4%63G?"N< MT.
(O.%:QF@)6>\IP6H&Y@C3.RO_P6]419P#.(P88%-=F\"N 7]BA'+]B*>0P6&?X",@>31G MRR*!Q5H/N9QEIM]R0A_&G,<&P:CEZ?%TWP)GH,7L Q'+P'X
I9\2D7[! &\ M!@$D69QM*'A&!"RWD"#P;8H8C!/ZF8> ^+]?@T]UG< =40/.G%,09>,UB1N / M&O[8XCV%6<0;[R[N^RKC5>1:U%6E>%PJ-CY0;
()'G+$M!4$6H4B #[OQ?@=> MY;U7=Z%QZL*QT4FX1+L>,+5[8&B&)= SZ8; OL\ZX=-N^",D"*Y_" ^N%V*
MX+/KQ8O@\^O%B^#A ^OYQ7^N <((9CV75(+/ &@NM:2*7Z,WR@A?I^&&VD ML\1T^6ON@>[@"@T4_AZCB!R0,OSU%]W!2A,Y3":95"99O-L)I-
L+I,LEFV_MD1VX6.K]K'5Q3Y\XGNL.%OA%-WG&XEV)?)N2>$4%/F,ZC T?-O3^#PZG+M2 M$*;,ON=?ADW;8;IK>X9^&18(PDS?<8W+L)DPS/#=PS?
69/:XS"I%/,K3:221:TY>L]NS'O9S(SSF62A6WY3L]O MK$>+=I#=PT+M(&XAL8.\VD%>IX. ^%L<**/H"#XC #3I] .$]HXQ Z7%7 M\
< %8CM1>*E\+#10F<@^4^>[OF8W"-0IYU8'R20+VOH]S]<;,V F, ^5<)EDH MZ' ?MK2&AP15F][VP8O,KUWD=[IH%$4/Y3XG/B"
UFNT8ODI!&5X]0[@$9*(M_LP^?DN8J3?VFY-.%;>:1R99T%;O&HVNG\E,.)=)%K;56TWC+P05.I[8-KKV MXQA+D[#\5#OHGSFHRG4Q
SPC/V*X,%&WI%M=))4M$)3@^8[97(2D)IU+90M% MH\ 7HJ:=1)5:5LM1ZMD9:8K(ICA@IWR/L\]8><13M]:`^*/BZ+K1/M8?YK]@ M/

&ULK5A=

,[($>TR3C+69T+Q*2P3U#?)^FF#W=0$*/<\W0GB<^D>U,] E],CMK^]FNI"*"]=:%?M-R6Z>8;?0+*\#K\M(ZW#-_MYW!OS$["%>17R![]1^;
(M%OVL^P/M]K"^3GUX.?4PVZX#Y&$&VWP%UY:=>E8 M!9]UKG2RB*:/N-'Y!,>)93O&:"_KM=<,'E@--U6+B6CW MDAS8
;3%FU\,=_2A+5=#DOE#D@5#DH4#D;W(L5WGV.YBES6S <8@1D)F&7,. M@K]'!YSL2.2+"6<1M.6Z9'8+9O5^.RQ,QQZIOYE^.,UCYQ8NS6-?U6!(
MU;"'Z@O_G=I_I]/ . G5(C[-04+PFB1$/+4Y7G(Y)[L8.Z8Q=I]6=ZI>:GEO MV6!(V; IZ[CV>&*<--=VM37<{3:\.-FDW<)3C)[Q.6@O<;6S L-K]NU/M4K-[
MB@9#BH8#D;W(L#:,O.QK@S& <,I-:E3-NGY"%XE"T0:WU\)DUQRQIYS>=GTCQB_%);S]8=\771*Z:OS&F2Z-E MWC>F0=GP?J4.< Q_ MN+9#W-
Y2*YX$2[']76/P'4$L#!!0 (#.%9UE9:]RY+@,_) (9 M>&PO=V]R:W-H965TV&_=TF2FSX4:#DBPQ1O58SH5>N0U* M2@MDDG(& A=#9^2?
C_LFW@:\H+B6.]=@E#QQ_LLLING0\0PAS#%1\H'HOQ6. M,<\-D*;Q>X/I-(\TB;O76_2)U:ZU/[&)8Y[_I*G*ALZ9 RDN2)6K>[Z^QHV> MKL%+>"
[M+ZPWL9X#2245+S;)FD%!6?U/GC<^["1HG/:$8),0O$[HO),0:A)" M*[1F9I5=$D6B@>!K$"9:HYD+ZXW-
UFHH,U6,E=!WJ/]50RS"8Q\35,;F8_87HWF=W?CAZFLSLX@5BW4EKE"'P!<566 M.>]R*I+#F,@,)KHQ8,K]!C.5.KQ$16@NCW3]8WP)AP='<
"4P4/&*TE8*@>N MTE(,(3?9T+ZH:0?OT/X&MYRI3,(525'=SW>U!8I/P=[*B^]#P!C+4PB]8PB\ MH-/"9_S_$>'=,*F+*"]_#V!4U,,8NC*WTQ=:S-M-
JT$X[]#D0SF5)$APZ M^HV7*%;H1%^_^#WO>YOB3P+;T[H]'<^0H]L)^D7NC+E!2U:2T]X@:#(,\IC M8*C:]-><@/0M]S]]5%'P+N@-
WM:OK;5# K.2&3I&>D)*:CP2F!.E M6U#Q9@N?]0A-J:HTD39;^F ZZR0(0G,L[!6X)$54 7YUNPV8W5DI\FK 0L];NOI^)3S^I;(I:42&E'R!-7>B#9RTQ_J
P ?K^@G.U79@'-!\AT5]02P,$% @ ,X5G62X0 M0KO[@ 1 D !D !X;"]W;W)K&ULM59M;],P M$/XKIX!@DT:3IF\PVDC0#FVPL=)N(#3M@YM<&
[,XSFRGW1_'CO)0@MIQ%#I MA\9V_#QWS_G.E_Z*BQL9(B]X8U$L!U:H5')HV](/D1'9X G&^LV<"T;4GHJ% M+1.!),A ++)=Q^G:C-#8\OK9VEAX?

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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 85 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html3072991true810false8 falsefalseR1.htm0000001 - 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http://fasb.org/srt/2024http://fasb.org/us-gaap/2024http://xbrl.sec.gov/dei/2024http://xbrl.sec.gov/ecd/2024truetrue JSON 88 MetaLinks.json IDEA: XBRL DOCUMENT { "version": "2.2", "instance": { "civi-20240930.htm": { "nsprefix": "civi", "nsuri": "http://civitasresources.com/20240930", "dts": { "inline": { "local": ["civi-20240930.htm"] }, "schema": { "local": ["civi-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": ["civi-20240930_cal.xml"] }, "definitionLink": { "local": ["civi-20240930_def.xml"] }, "labelLink": { "local": ["civi-20240930_lab.xml"] }, "presentationLink": { "local": ["civi-20240930_pre.xml"] } }, "keyStandard": 245, "keyCustom": 54, "axisStandard": 23, "axisCustom": 0, "memberStandard": 30, "memberCustom": 50, "hidden": { "total": 7, "http://xbrl.sec.gov/dei/2024": 5, "http://fasb.org/us-gaap/2024": 2 }, "contextCount": 307, "entityCount": 1, "segmentCount": 81, "elementCount": 596, "unitCount": 8, "baseTaxonomies": { "http://fasb.org/us-gaap/2024": 852, "http://xbrl.sec.gov/dei/2024": 30, "http://xbrl.sec.gov/ecd/2024": 4, "http://fasb.org/srt/2024": 1 }, "report": { "R1": { "role": "http://civitasresources.com/role/COVERPAGE", "longName": "0000001 - Document - COVER PAGE", "shortName": "COVER PAGE", "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": "civi-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": "civi-20240930.htm", "first": true, "unique": true } }, "R2": { "role": "http://civitasresources.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSUNAUDITED", "longName": "9952151 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)", "shortName": "CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)", "isDefault": "false", "groupType": "statement", "subGroupType": "", "menuCat": "Statements", "order": "2", "firstAnchor": { "contextRef": "c-3", "name": "us-gaap:CashAndCashEquivalentsAtCarryingValue", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "civi-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-3", "name": "us-gaap:CashAndCashEquivalentsAtCarryingValue", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "civi-20240930.htm", "first": true, "unique": true } }, "R3": { "role": "http://civitasresources.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSUNAUDITEDParenthetical", "longName": "9952152 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED) (Parenthetical)", "shortName": "CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED) (Parenthetical)", "isDefault": "false", "groupType": "statement", "subGroupType": "parenthetical", "menuCat": "Statements", "order": "3", "firstAnchor": { "contextRef": "c-3", "name": "us-gaap:PropertyPlantAndEquipmentOtherAccumulatedDepreciation", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "div", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "civi-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-3", "name": "us-gaap:PropertyPlantAndEquipmentOtherAccumulatedDepreciation", "unitRef": "usd", "xsiNil":

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An asset retirement obligation is a legal obligation associated with the disposal or retirement of a tangible long-lived asset that results from the acquisition, construction or development, or the normal operations of a long-lived asset, except for certain obligations of lessees." } } }, "auth_ref": ["r275", "r278"] }, "us-gaap_AssetRetirementObligationAccretionExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetRetirementObligationAccretionExpense", "crdr": "debit", "presentation": ["http://civitasresources.com/role/ASSETRETIREMENTOBLIGATIONSScheduleofRollForwardActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accretion expense", "label": "Asset Retirement Obligation, Accretion Expense", "documentation": "Amount of accretion expense recognized during the period that is associated with an asset retirement obligation. 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Includes assets not subject to a master netting arrangement and not elected to be offset." } } }, "auth_ref": ["r181", "r182", "r454", "r455", "r463", "r470", "r585", "r586", "r587", "r588", "r589", "r591", "r592", "r593", "r594", "r595", "r610", "r611", "r654", "r657", "r658", "r659", "r661", "r662", "r692", "r723", "r724", "r746", "r927", "r928", "r929", "r999"] }, "us-gaap_DerivativeAssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DerivativeAssetsCurrent", "crdr": "debit", "calculation": { "http://civitasresources.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSUNAUDITED": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://civitasresources.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSUNAUDITED"], "lang": { "en-us": { "role": { "terseLabel": "Derivative assets", "label": "Derivative Asset, Current", "documentation": "Fair value, after the effects of master netting arrangements, of a financial asset or other contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset, expected to be settled within one year or normal operating cycle, if longer. 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Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://civitasresources.com/role/COVERPAGE"], "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. 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Escrow deposits may be made for a variety of other purposes such as earnest money and contingent payments. This element excludes replacement reserves which are an escrow separately provided for within the US GAAP taxonomy." } } }, "auth_ref": ["r117", "r673"] }, "us-gaap_EstimateOfFairValueFairValueDisclosureMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EstimateOfFairValueFairValueDisclosureMember", "presentation": ["http://civitasresources.com/role/FAIRVALUEMEASUREMENTSScheduleofNonfinancialAssetsandLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Estimate of Fair Value Measurement", "label": "Estimate of Fair Value Measurement [Member]", "documentation": "Measured as an estimate of fair value." } } }, "auth_ref": ["r313", "r470", "r701", "r702"] }, "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": ["r811"] }, "us-gaap_ExplorationExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ExplorationExpense", "crdr": "debit", "calculation": { "http://civitasresources.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONSUNAUDITED": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://civitasresources.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONSUNAUDITED"], "lang": { "en-us": { "role": { "terseLabel": "Exploration", "label": "Exploration Expense", "documentation": "Exploration expenses (including prospecting) related to oil and gas producing entities and would be included in operating expenses of that entity. Costs incurred in identifying areas that may warrant examination and in examining specific areas that are considered to have prospects of containing oil and gas reserves, including costs of drilling exploratory wells and exploratory-type stratigraphic test wells. Exploration costs may be incurred both before acquiring the related property (sometimes referred to in part as prospecting costs) and after acquiring the property. Principal types of exploration costs, which include depreciation and applicable operating costs of support equipment and facilities and other costs of exploration activities, are: (i) Costs of topographical, geographical and geophysical studies, rights of access to properties to conduct those studies, and salaries and other expenses of geologists, geophysical crews, and others conducting those studies. Collectively, these are sometimes referred to as geological and geophysical or \"G&G\" costs. (ii) Costs of carrying and retaining undeveloped properties, such as delay rentals, ad valorem taxes on properties, legal costs for title defense, and the maintenance of land and lease records. (iii) Dry hole contributions and bottom hole contributions. (iv) Costs of drilling and equipping exploratory wells. (v) Costs of drilling exploratory-type stratigraphic test wells." } } }, "auth_ref": ["r506"] }, "civi_ExtractionEquityPlanMember": { "xbrltype": "domainItemType", "nsuri": "http://civitasresources.com/20240930", "localname": "ExtractionEquityPlanMember", "presentation": ["http://civitasresources.com/role/STOCKBASEDCOMPENSATIONActivityofNonOptionAwardsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Extraction Equity Plan", "label": "Extraction Equity Plan [Member]", "documentation": "Extraction Equity Plan" } } }, "auth_ref": [] }, "us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisLineItems", "presentation": ["http://civitasresources.com/role/FAIRVALUEMEASUREMENTSScheduleofLongTermDebtatFairValueDetails", "http://civitasresources.com/role/FAIRVALUEMEASUREMENTSScheduleofNonfinancialAssetsandLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Financial assets and liabilities accounted for at fair value", "label": "Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial

*statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information." } } }, "auth_ref": ["r459", "r460", "r461", "r462", "r464", "r465", "r466", "r467", "r468", "r531", "r723", "r725"] }, "us-gaap_FairValueInputsLevel1Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel1Member", "presentation": ["http://civitasresources.com/role/FAIRVALUEMEASUREMENTSScheduleofLongTermDebtatFairValueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Inputs, Level 1", "label": "Fair Value, Inputs, Level 1 [Member]", 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This element refers to the gain (loss) included in earnings and not to the cash proceeds." } } }, "auth_ref": ["r6", "r1002"] }, "us-gaap_GainLossOnSaleOfOilAndGasProperty": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GainLossOnSaleOfOilAndGasProperty", "crdr": "credit", "calculation": { "http://civitasresources.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONSUNAUDITED": { "parentTag": "us-gaap_NonoperatingIncomeExpense", "weight": 1.0, "order": 3.0 }, "http://civitasresources.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWSUNAUDITED": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 5.0 } }, "presentation": ["http://civitasresources.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWSUNAUDITED", "http://civitasresources.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONSUNAUDITED"], "lang": { "en-us": { "role": { "terseLabel": "Loss on property transactions, net", "negatedLabel": "Loss on property transactions, net", "label": "Gain (Loss) on Disposition of Oil and Gas Property", "documentation": "Amount of gain (loss) on sale or disposal of proven and unproven oil and gas properties." } } }, "auth_ref": ["r6"] }, "us-gaap_GeneralAndAdministrativeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeneralAndAdministrativeExpense", "crdr": "debit", "calculation": { "http://civitasresources.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONSUNAUDITED": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 7.0 } }, "presentation": ["http://civitasresources.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONSUNAUDITED"], "lang": { "en-us": { "role": { "terseLabel": "General and administrative expense", "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": ["r84", "r627"] }, "civi_HiberniaAcquisitionAndTapRockAcquisitionMember": { "xbrltype": "domainItemType", "nsuri": "http://civitasresources.com/20240930", "localname": "HiberniaAcquisitionAndTapRockAcquisitionMember", "presentation": [

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specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of
credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on
satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be
classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on
a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term
obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the
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Excludes lease obligation." } } }, "auth_ref": ["r18", "r121", "r312", "r328", "r701", "r702", "r728", "r966"] }, "us-gaap_LongTermDebtFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtFairValue", "crdr": "credit", "presentation": ["http://civitasresources.com/role/FAIRVALUEMEASUREMENTSScheduleofLongTermDebtatFairValueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value", "label": "Long-Term Debt, Fair Value", "documentation": "The fair value amount of long-term debt whether such amount is presented as a separate caption or as a parenthetical disclosure. Additionally, this element may be used in connection with the fair value disclosures required in the footnote disclosures to the financial statements. The element may be used in both the balance sheet and disclosure in the same submission." } } }, "auth_ref": ["r925", "r927", "r928", "r929"] }, "civi_LongTermDebtFairValuePercentOfPar": { "xbrltype": "percentItemType", "nsuri": "http://civitasresources.com/20240930", "localname": "LongTermDebtFairValuePercentOfPar", "presentation": ["http://civitasresources.com/role/FAIRVALUEMEASUREMENTSScheduleofLongTermDebtatFairValueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Percent of Par", "label": "Long-Term Debt, Fair Value, Percent Of Par", "documentation": "Long-Term Debt, Fair Value, Percent Of Par" } } }, "auth_ref": [] }, "civi_LongTermDebtIncludingBusinessCombinationLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://civitasresources.com/20240930", "localname": "LongTermDebtIncludingBusinessCombinationLiabilityCurrent", "crdr": "credit", "calculation": { "http://civitasresources.com/role/LONGTERMDEBTScheduleofLongtermDebtDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://civitasresources.com/role/LONGTERMDEBTScheduleofLongtermDebtDetails"], "lang": { "en-us": { "role": { "totalLabel": "Total debt", "label": "Long-Term Debt, Including Business Combination, Liability, Current", "documentation": "Long-Term Debt, Including Business Combination, Liability, Current" } } }, "auth_ref": [] }, "us-gaap_LongTermDebtNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtNoncurrent", "crdr": "credit", "calculation": { "http://civitasresources.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSUNAUDITED": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 7.0 } }, "presentation": ["http://civitasresources.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSUNAUDITED"], "lang": { "en-us": { "role": { "terseLabel": "Debt, net", "label": "Long-Term Debt, Excluding Current Maturities", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation." } } }, "auth_ref": ["r175"] }, "civi_LongTermDerivativeAssetsMember": { "xbrltype": "domainItemType", "nsuri": "http://civitasresources.com/20240930", "localname": "LongTermDerivativeAssetsMember", "presentation": ["http://civitasresources.com/role/DERIVATIVESDerivativePositionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Commodity contracts - noncurrent", "label": "Long Term Derivative Assets [Member]", "documentation": "Line item in the statement of financial position in which fair value amounts of long-term derivative assets are included." } } }, "auth_ref": [] }, "civi_LongTermIncentivePlan2024Member": { "xbrltype": "domainItemType", "nsuri": "http://civitasresources.com/20240930", "localname": "LongTermIncentivePlan2024Member", "presentation": ["http://civitasresources.com/role/STOCKBASEDCOMPENSATIONNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "2024 LTIP", "label": "Long Term Incentive Plan 2024 [Member]", "documentation": "Long Term Incentive Plan 2024" } } }, "auth_ref": [] }, "civi_LongTermLineOfCreditAndLineOfCreditFacilityRemainingBorrowingCapacity": { "xbrltype": "monetaryItemType", "nsuri": "http://civitasresources.com/20240930", "localname": "LongTermLineOfCreditAndLineOfCreditFacilityRemainingBorrowingCapacity", "crdr": "credit", "calculation": { "http://civitasresources.com/role/LONGTERMDEBTScheduleofDebtOutstandingandBorrowingCapacityDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://civitasresources.com/role/LONGTERMDEBTScheduleofDebtOutstandingandBorrowingCapacityDetails"], "lang": { "en-us": { "role": { "totalLabel": "Total aggregate elected commitments", "label": "Long-Term Line Of Credit And Line Of Credit Facility, Remaining Borrowing Capacity", "documentation": "Long-Term Line Of Credit And Line Of Credit Facility, Remaining Borrowing Capacity" } } }, "auth_ref": [] }, "us-gaap_LongtermDebtTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeAxis", "presentation": ["http://civitasresources.com/role/FAIRVALUEMEASUREMENTSScheduleofLongTermDebtatFairValueDetails", "http://civitasresources.com/role/LONGTERMDEBTScheduleofDebtOutstandingandBorrowingCapacityDetails", "http://civitasresources.com/role/LONGTERMDEBTScheduleofLongtermDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-term Debt, Type [Axis]", "label": "Long-Term Debt, Type [Axis]", "documentation": "Information by type of long-term debt." } } }, "auth_ref": ["r18", "r877", "r878", "r879"] }, "us-gaap_LongtermDebtTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeDomain", "presentation": ["http://civitasresources.com/role/FAIRVALUEMEASUREMENTSScheduleofLongTermDebtatFairValueDetails", "http://civitasresources.com/role/LONGTERMDEBTScheduleofDebtOutstandingandBorrowingCapacityDetails", "http://civitasresources.com/role/LONGTERMDEBTScheduleofLongtermDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-term Debt, Type [Domain]", "label": "Long-Term Debt, Type [Domain]", "documentation": "Type of long-term debt arrangement, such as notes, line of credit, commercial paper, asset-based financing, project financing, letter of credit financing. These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the company, if longer." } } }, "auth_ref": ["r18", "r24", "r877", "r878", "r879"] }, "srt_MaximumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MaximumMember", "presentation": ["http://civitasresources.com/role/EARNINGSPERSHARENarrativeDetails", "http://civitasresources.com/role/LONGTERMDEBTNarrativeDetails", "http://civitasresources.com/role/STOCKBASEDCOMPENSATIONActivityofNonOptionAwardsDetails", "http://civitasresources.com/role/STOCKBASEDCOMPENSATIONNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Maximum", "label": "Maximum [Member]", "documentation": "Upper limit of the provided range." } } }, "auth_ref": ["r137", "r139", "r141", "r142", "r144", "r166", "r167", "r284", "r285", "r286", "r287", "r363", "r402", "r458", "r497", "r558", "r559", "r565", "r594", "r595", "r647", "r649", "r651", "r652", "r663", "r683", "r684", "r698", "r705", "r718", "r724", "r725", "r726", "r727", "r739", "r889", "r947", "r948", "r949", "r950", "r951", "r952"] }, "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": ["r803"] }, "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": ["r803"] }, "us-gaap_MergersAcquisitionsAndDispositionsDisclosuresTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MergersAcquisitionsAndDispositionsDisclosuresTextBlock", "presentation": ["http://civitasresources.com/role/ACQUISITIONSANDDIVESTITURES"], "lang": { "en-us": { "role": { "terseLabel": "ACQUISITIONS AND DIVESTITURES", "label": "Mergers, Acquisitions and Dispositions Disclosures [Text Block]", "documentation": "The entire disclosure for business combinations, including leverage buyout transactions (as applicable), and divestitures. This may include a description of a business combination or divestiture (or series of individually immaterial business combinations or divestitures) completed during the period, including background, timing, and assets and liabilities recognized and reclassified or sold. This element does not include fixed asset sales and plant closings." } } }, "auth_ref": ["r58", "r103"] }, "civi_MinimumCurrentRatioCovenant": { "xbrltype": "pureItemType", "nsuri": "http://civitasresources.com/20240930", "localname": "MinimumCurrentRatioCovenant", "presentation": ["http://civitasresources.com/role/LONGTERMDEBTNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Minimum current ratio covenant", "label": "Minimum Current Ratio Covenant", "documentation": "Represents the minimum current ratio covenant as defined by the revolving credit facility." } } }, "auth_ref": [] }, "srt_MinimumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MinimumMember", "presentation": ["http://civitasresources.com/role/EARNINGSPERSHARENarrativeDetails", "http://civitasresources.com/role/LONGTERMDEBTNarrativeDetails", "http://civitasresources.com/role/STOCKBASEDCOMPENSATIONActivityofNonOptionAwardsDetails", "http://civitasresources.com/role/STOCKBASEDCOMPENSATIONNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Minimum", "label": "Minimum [Member]", "documentation": "Lower limit of the provided range." } } }, "auth_ref": ["r137", "r139", "r141", "r142", "r144", "r166", "r167", "r284", "r285", "r286", "r287", "r363", "r402", "r458", "r497", "r558", "r559", "r565", "r594", "r595", "r647", "r649", "r651", "r652", "r663", "r683", "r684", "r698", "r705", "r718", "r724", "r725", "r726", "r739", "r889", "r947", "r948", "r949", "r950", "r951", "r952"] }, "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": ["r822"] }, "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": ["r830"] }, "civi_NGPTapRockHoldingsLLCAndCertainAffiliatesMember": { "xbrltype": "domainItemType", "nsuri": "http://civitasresources.com/20240930", "localname": "NGPTapRockHoldingsLLCAndCertainAffiliatesMember", "presentation": ["http://civitasresources.com/role/STOCKHOLDERSEQUITYScheduleofShareRepurchasesDetails"], "lang": { "en-us": { "role": { "terseLabel": "NGP Tap Rock Holdings, LLC and certain of its affiliates", "label": "NGP Tap Rock Holdings, LLC And Certain Affiliates [Member]", "documentation": "NGP Tap Rock Holdings, LLC And Certain Affiliates" } } }, "auth_ref": [] }, "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

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Activity includes, but is not limited to, refining, marketing, gathering from well, processing to remove impurity, storage, transmission, and sale of natural gas and related products." } } }, "auth_ref": ["r893"] }, "srt_NaturalGasLiquidsReservesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "NaturalGasLiquidsReservesMember", "presentation": ["http://civitasresources.com/role/REVENUERECOGNITIONScheduleofRevenuebyRevenueStreamDetails"], "lang": { "en-us": { "role": { "terseLabel": "NGL", "label": "Natural Gas Liquids (NGL) [Member]", "documentation": "Liquid or liquefied hydrocarbon produced in manufacture, purification, and stabilization of natural gas (NGL). Excludes crude oil, natural gas, synthetic oil and gas, and other nonrenewable natural resources." } } }, "auth_ref": ["r135", "r516", "r518", "r519", "r520", "r521", "r522", "r523", "r525", "r526", "r527", "r528", "r893"] }, "civi_NaturalGasPermianBasinBasisMember": { "xbrltype": "domainItemType", "nsuri": "http://civitasresources.com/20240930", "localname": "NaturalGasPermianBasinBasisMember", "presentation": ["http://civitasresources.com/role/DERIVATIVESCommodityDerivativesDetails"], "lang": { "en-us": { "role": { "terseLabel": "WAHA Basis", "label": "Natural Gas Permian Basin, Basis [Member]", "documentation": "Natural Gas Permian Basin" } } }, "auth_ref": [] }, "civi_NaturalGasPermianBasinIndexMember": { "xbrltype": "domainItemType", "nsuri": "http://civitasresources.com/20240930", "localname": "NaturalGasPermianBasinIndexMember", "presentation": ["http://civitasresources.com/role/DERIVATIVESCommodityDerivativesDetails"], "lang": { "en-us": { "role": { "terseLabel": "WAHA Index", "label": "Natural Gas Permian Basin, Index [Member]", "documentation": "Natural Gas Permian Basin, Index" } } }, "auth_ref": [] }, "srt_NaturalGasReservesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "NaturalGasReservesMember", "presentation": ["http://civitasresources.com/role/DERIVATIVESCommodityDerivativesDetails", "http://civitasresources.com/role/DERIVATIVESComponentsofDerivativeGainLossDetails", "http://civitasresources.com/role/REVENUERECOGNITIONScheduleofRevenuebyRevenueStreamDetails"], "lang": { "en-us": { "role": { "terseLabel": "Natural gas", "verboseLabel": "Natural gas contracts", "netLabel": "Natural Gas Derivatives (volumes in MMBtu/day and prices in $/MMBtu)", "label": "Natural Gas [Member]", "documentation": "Natural gas composed primarily of methane gas, excluding liquid or condensate natural gas." } } }, "auth_ref": ["r135", "r517", "r518", "r519", "r520", "r521", "r522", "r523", "r525", "r526", "r527", "r528"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivities", "crdr": "debit", "calculation": { "http://civitasresources.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWSUNAUDITED": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://civitasresources.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWSUNAUDITED"], "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": ["r192"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": ["http://civitasresources.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWSUNAUDITED"], "lang": { "en-us": { "role": { "terseLabel": "Cash flows from financing activities:", "label": "Net Cash Provided by (Used in) Financing Activities [Abstract]" } } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "calculation": { "http://civitasresources.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWSUNAUDITED": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://civitasresources.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWSUNAUDITED"], "lang": { "en-us": { "role": { "totalLabel": "Net cash used in investing activities", "label": "Net Cash Provided by (Used in) Investing Activities", "documentation": "Amount of cash inflow (outflow) from investing activities, including discontinued operations. 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": ["r192"] }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": ["http://civitasresources.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWSUNAUDITED"], "lang": { "en-us": { "role": { "terseLabel": "Cash flows from 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://civitasresources.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWSUNAUDITED": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://civitasresources.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWSUNAUDITED"], "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. 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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":

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Includes, but is not limited to, depreciation and applicable operating cost to support equipment and facility." } } }, "auth_ref": ["r893"] }, "us-gaap_OilAndGasPropertySuccessfulEffortMethodAccumulatedDepreciationDepletionAndAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OilAndGasPropertySuccessfulEffortMethodAccumulatedDepreciationDepletionAndAmortization", "crdr": "credit", "calculation": { "http://civitasresources.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSUNAUDITED": { "parentTag": "civi_ProvedOilAndGasPropertySuccessfulEffortMethodNet", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://civitasresources.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSUNAUDITED"], "lang": { "en-us": { "role": { "negatedLabel": "Less: accumulated depreciation, depletion, and amortization", "label": "Oil and Gas, Successful Efforts Method, Property and Equipment, Accumulated Depreciation, Depletion, and Amortization", "documentation": "Amount of accumulated depreciation, depletion, and amortization of oil and gas property accounted for under successful efforts method." } } }, "auth_ref": ["r964"] }, "us-gaap_OperatingExpenses": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpenses", "crdr": "debit", "calculation": { "http://civitasresources.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONSUNAUDITED": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://civitasresources.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONSUNAUDITED"], "lang": { "en-us": { "role": { "totalLabel": "Total 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. 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The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": ["r925", "r926"] }, "civi_ScheduleOfFairValueLongTermDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://civitasresources.com/20240930", "localname": "ScheduleOfFairValueLongTermDebtTableTextBlock", "presentation": ["http://civitasresources.com/role/FAIRVALUEMEASUREMENTSTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Long-Term Debt Related to Senior Notes at Fair Value", "label": "Schedule Of Fair Value, Long-Term Debt [Table Text Block]", "documentation": "Schedule Of Fair Value, Long-Term Debt" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfNonvestedShareActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfNonvestedShareActivityTableTextBlock", "presentation": [

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M S;H>U;%E))WIV1<]6HB]Q0QD%UT86Z^ ZS$]OS^$QI0SO7B*KH,7:89T$\ M^\ $^5=4Z;#2-G>9U,9>UM%DJB"]OY1#XB379M-UJB3R0+U$40MO-)ZVE"7?Q@&Y (Q]/Q^WD^9>EX M6: N=K"-3TZ)M1%";;SR=%TO+R[CI?+U/'410BV\TGK:=(X/UX^GHZ7=]?Q M)4;29*%Q?GRK;.*\7 ;0)94"X<29<2"P M]=7FM\R[D?C"\D09 OTBLN1L"* MSD;^'WE^\#O<*/"G#W 4 M(9G2F*R;&?JD!^BN2GU.%6=BA ,#&P; =,3.!9H#&72: C^G!@DP6WG:?N9 2#P,LQ!=,.&O)0 M$16H#(TA0)>)@@J&4!6[?G#Y%P1-833Z-$+K?38"4\=] MO?S;():R-W"9^[!GP+O;WP(O/ L1!1*+PR=?T/T/O1]\N=S,A9%$#ZAI8'9 MV$1)^+^?,!7/;&CY :'A9>RA=$:L;"30(X^]7SEQT(@ESC1S!T(>>/ MN"N,4B*/U\1";\NAO7&(VG]GEUNESV\@0]*X A$P>N, 8N+8@S(RD6NI^' MP45W^>8MMT5D[ND%0X+Z,POO8)Z%\#+[Y9/MA#,7O%XZ'ADLN>E3'L>A'T7^Ml%)%,WN"0>18P$U?0MZ7?)UBVC3/#57&L(X0\T1V]N(4\>=H\A>KGYO&N2FL M_THX%\GG%^1Y0?9EQDV$2]],")X37[IR)TW,P[W@SV@DD=MHQW<7/UXZ# V;P9<[.:N F?][W;G^]X:[NOG_O#P;]N\N-4UB&)A*6GW*R M$Z'B4^5S-'>:XA\ *4%O'/D>SUV?7YUSD[ ]9C6B1]D)]/SG7T1-^$0]-K[>M/7Q/AX]TL>=[M $4/I O FW0 3U'"%W0 M%86SWXA.7SQELPA=5L'5PVA']G%[0]87.,#E?GB.Y=N0^SXH]O;]2?!;C Q+ MI*M?'^#,#R)DS?G!%3(@G])+D?."[3/HB">4TG"N#1U1?NTB5 [SOL/&ORD M6&U'KBUGM7;^[N&\N _Q,/C1NWWD'N\X)#(? MD5Q.,$.4N;L'3E0 V!^3#^ZC^)[,,2S;ZY&R*'C'! MMYW9X/7I%8+@#'H9;\E(T<)9E'BELL!S.*,^K5RD?LW]8(\I'%^]KQ]TTZ0Z M*<-RL"NV6;R/@!O.Y;]2RG7EV'*]G/4^T.=, _+'A][MH(^E]SN"G V?^XR% \0;4DV<6]KV&A<16>$^)X) ?5 M<2&'^!SIF\NCC(@^V.WKN=R0^"U>N&3=,OFIXE"T>":KLBX64-GK4.I,QUP8 M6&@HSI-SAFT"P92% QV+Y ^;C3L<<)%4O^K WN>^^6, ^>Q-[$6=O1P2(A)U M="_,]=1 %ZY&8:GM-,)l,?, QTZ(I5N$ZZ8SW&B((1%9(Q!R\\)V/@%EW]/.M=X;2T8V[]:S\X>8%6!&9.X[B!O,YXU=,$S".!&J1#9!ZRN"TGP325@3^#QH4@V'S"-XZ:=Y[&0O M][*U872ZFG@F:K*@R9O-#;QP#62ZI;#X0!B'0UZ"C <9T';+3"*L: M)\]DY+)@##SGW^3OCXQ#[*=O _SA2'#.W4QGKO^*'+R,?^[6/ ^XBNR5/^ Q M53@:_+F0L/@^.ER2SP7I?76YZ^=(A^MZ.=: <"Z; ^[U\LV&A"$99AH4@'&!8 M:+OP0(!>!S.KD9/]&P[@&&8_O,-/4_:=(39Z;]JRHEZ-.$&40!AQ#?5;CC6MVDGS7*30Z0YB!^D;&;VKP++-]Q)VO.QP=;T6RHVQ=U(B7*%?[X)'_WEN]8HB M-GL]-*_=T;L3ZZ]#;].6BYA$=\$]\A60^:.[*R%*.R(9@9LOZDRX10LI5+!_M*!+G3-01)D/9W(DRJEVZ#D9FN!7889@'B&6<&7 Z^0"O& M;:O0Q\C>A"%S^BG) (RAY&\BU-06Y'T?>3XP^X53E<6Y+<<M^W'?5 9N$^?>3WSO32I#5#M=R93/3''5]*DQ++]C 'H19O /OQB2]"*N0BZ M<(;GR7EDHCP.%K@Q1CH'T.)R5AY'32C#E=5S6=7*\=34<],HYU%D5.][265K MDN/X& ^M%T :IC8 T4$SS'#" G>+@S#&"8 (Y] 5)'8A2A^&'[.P0GNGA5= M5AJB]V]-WMN2\,A&264 !-:$LW"3F"H4$]631Y8VEC:#U^G0=T]GWK=I'A"^ M6!/@C='O'O<\<1 %AS34E[8QTY()&X& NX) MN#'D BJ<"R(ND>'"2>DIH28O9LIK";O-5U)"]G O<^6Z2WF;E+63(H2W@80 M,..^B1T8B*W16/ I!S\]35'+9([;]D!LM\^52U;+7SMC)=.Q]-DXV0&[XRED3 MB";&1O43R2M($DY8=^?]&3Z(]<$]2$W%NX'^;+PU$3(61;9VF*S 4M27$?(V>A;I$WPI;, 6I#H%E'B M2'5QR'U #T6$Y,(8"=IPXN,:BZR8+IJ Z.U4GL'R>/%@DYO3V7SD.>#9W =YI%0TD?A@M10S(2,E(01IPI<#9X#<^3YU145;L; MN>?;&"JW/=EU!(?4G]6]^1.Z7BSH(A#%X9P]S4[WGS!\RXH'51V6O]Q*G1GVM%@>]A9>2^NCW44[LCY!+EK M$(&DZO.-?%H\(^^_/,0N3!9-$50L?9!S'2<[QKG!V2/W 7^I?Y)DG.Y3$P?'M(65=,US65;6<2@8]ESPP_,CDRN%R)8<3#)-4S,SW?0GOR)7ZUYL)EI(%"V)C MP+EHV) #EH4$"W+N$-=A-@NP-;#V4PXAXVS-%^$4R2/TCB#360B-4!0"KSRV M?]##D*F %VC,C0/_.9ID7Y\C2PB2D=EPY'AD5P")W>/0GH0FN6%\Y&OQ4W;9MR@7I]WQVP>;Q94_"YD]Z\8:Q9ET%X=9-V9*T=5=V38M8)E#65*?L*+WVK:YL M.$?=K/<\N);)PGUY*EN67\FJ7"6+LIVWY#)X:\>N8\LMKVKR_T?O>-]X)&9M M>,.9K0LYDD C4L6>3^^$<9AXZ8A,2>.4-9OXD:,/W^6^XI<_:C5&+H>F!]/ M=<23$Q+OW_>A;&$%#[>(XWV""P0PY7LCKVIB(+^0/XN-;7IBD\U9;0 M4#B!KCN70!\0)DB()MG;NT,) O54D2:.B*'W# 1L[A: ;]W"8,IOJ.45"77>^D^D(50R9"UI"L6O"N5YMZJO07+\&A=[3D)&4B""K,UETDH=MQ+*6@PS2\)=. ;KFDSCXKPN!='1!@CJ;Q,>2^>GMD^]0+"#T1[$MD2 MZ%G"' =]IVMJO"HJO*"I&12RH7:3&A8R7RNI=PE)98&_>&%-$=,#]_<=H4\JMNI*S_1@OQH&]4/.-CF=^HJ_3EM!/<&/KX_3UPN(6, Q]-XXVWU)]RX[=FOF*.MZYKY[MTW6I@WCIX$"WMP#,^& 00_S\ (3? 2N,_@-<0T6-]=6I'.=0Q*

UF"; M-9A>Q62MO+.A;53_]_YC;_]W SN?CQEDL:R|(_M4M)%+FTKRMW<7N,.T3?WCS??OJP\) ; HBWDGK,YH"%Y'8OPV/OR[08WS+NZ MNWV\N7W]7V] MVOJQ.9M!9/V1+>J=MO8Q^AV# M?E_GL?6^E\1NT--V(.%*_'[I*N!M&RJ0-@COK%GO]Y(]]XY<3A244&[\KA M;G:Z_0A.TQS$^5XH9Y2KF7)S0960CS2Y2;82??CA@=AV(FA_/(BD5=YUY%CW%T.=TND[Q0.T.!D/_]-F:"DJ.\+?&CM*=%(--?!>](DS[ZW$W? \9.I$H**APQJN.0 MFY\IRMT',$3W)BT#$FG_CE'?V+5C8K|U[& PL<_\#Z;A:&%)6=Q10UV!<,)] M=?WGA?_1.!\#+PQ3/ZW#NLG4#U,_+"E)!S\JN E!!,.$7)&?_HM4RUPE)1_E M]5+RR<9D9I4Y;2;]CPD-46"RFA7*-!*^AIHOE)$]+91A+E$%Q/L./# F"B4[M[8*0L*G3X1H]^FLGM.(PS,HJFSJ-9A,!N<*- 'G^S5[_G ?X#WX(VUD.,S;2&UHK$U P30!0!$Q ^E>L-Q9I#T3&6/2EX1SK]'IH9 MBH[CI XONF7RLFUWETLRCH$2>*(E'P,':6W6/94^]?8- CX'+$=R"'=3/GH3VT M563F/##EQ\1HU:RF9\JOQ[1?L\B&DS+<5V!%?L 47WO(RA0?4WQ,@E;..K*0 M*KYJMY$QH[5.M1]>RYY4^X[N01E"")G M,% <;SU1@:RG,5"!3@:S;TU&X+3W4CE-9FZ[ZQ[(GX2HKKV0JL';:*LIQ5"!M M)Z">K&YCCD*I/*1{]6+3F'O7+*K=O$R(1'LJ,U%MF4-WXOY]+8-D M KP6;E<[W0%;5Q"QD%RKB*]H[XGPBP@,79A]GJ-(.A9%.M>14/\T\T/21/$R M@"YI#0,(?IZ!$9K@)7"?P6N(A6%N':;.=_9F MW3 MH>OB? W/W@P!RGA_E7H3AC(8;^8%C<2-@1?SBRE%*$3>E2.ZN9R>;.!XY,FT* M@8>_Q4=^HL&@MZ='1.@]_!F^9%'1PO6L'"\]FK),!@G0_1:Q_P=?A@ DGX MM'PY^5.3^7BSYA7XLIL7:P*\]#$(5U^A7BSYA7XLIL7:P*),A.),7)6]#P ZSAUM^[-\^MCL0T*_)CV8]P\S')F:)7??D.HN_(8&$;. M=,W5"2S>?CH%KV_P@ATO'CE 0AEMK/ZA)E/_7O]?ZUYX\P%WMO/GAUW M<3LF5>@@%@1!AFUR'#A&7S)EM/R1C[0K?N_H]1U((NJZ".GQ>$(0#A#VW\%O MRGI<&%N3^=/Q- 81VY]SC!(;O,@ >X1!@=" 03%>.UN 0&@/T]YQ3Y]>F7R 0 M@2>)HY5BK,0B 2D:,881WX<6?XT.0X=$3IELE&,K7 .P0>-X[QAHO'KYA5- M:!{,?T3L28(M"Q3'\^?)$>P[!F'E[O./?5!SK##<;DJ;U;C3#1]6P[" '!]JG M^FR(Y;41E7,2I/'C@!O&(;HVQ$H)F4UPC"3K)L;@%2TX/OHZ>$+OR"0Z6^O* MUCI;8J1YR/Z5)^1_3ME"5[?@6)4AZ1TC;8@U&=+,OI6:K".L8J$%0DP."\R< M"+C$],7',N!8$[D#FQ')$;TCY+IAM;'Q4C_IYXTN(5^%C*[5:@DP=%R\? 0M9 M+%/2)A9:8IZLHQ_C156D6@#@,,. @;1FRI*UMJ9)'/7 =X%B1.,&?#8836%GC MB_ALW8\E;, F2-Q')Y.Y#)'2\H>N,DZ,<G, G3P,NSTI@=O?Y% *D:CSW M#O(Q&@K!"XX)8;<1DK@O(_^1.!18$Q+C0G1!O_(X/DF\]VPA $4P8'Q>K4%O MPS[C8+UB&QZ)7417$LYY19;\-&&_-!: (X]K.=!8@^A!)@*XG0;>5FQB]]J07 M(@% 3#0*_"F)+;K ^HEIL0A"KJ?B###=P"$/\\0A8F3AU/,Z" 8F@ L3>C';5 MZ=0 QT1]!XDY4GZ!7*HQ2-MIY#Y RN[/V+%#[D,.9K_]]5N6RD T=*S4/QXE M+:LX,!KA1 I1P1"'0) 8)H([8_D'D;72F7H0EG&2"N-&B0++%1-2G2 MU""7QU&(+6Q-$RR"CWADY%I? FCAD1*I5+B\]+(^]AA"@"@B2*XN+D*G'4 M..R+:(ZN"T:-+F1Z@$0]TC(,$K";87[Y-T3.]@2[L]B1PK1+KL5""UEZ]35' M8B,V#)VQET9,&-4]HQJI2[!Q@V,*1L*?-X<3#$W3]&?I]7NJ#+D-?V[&% MM0GZ;89WPL!Y;>T(.RFO$ 1A6N+J!&G W,T>.TR*Z#93]13W:D)$@ %N'35MWYB_9@UG.:Y M&2!EWHABN.K;#G%)-GXGB:UZZ1T@2@5N5L7M8O%-8.[")KM$$,W0:(+7LPPMR"K'-MFQDJ%7BN"'7DX*H0 (]&QZG>2 M>'08!SC>S):JJE5/MC&0*-IBV^Y]D1NF1@"MQ*1%O! ZBY)&0KD<UX)RZ]ESM3"'@?^,QJ8/A/]-/;28UW2Z,5BGQ*?UGI-9S!R M2& (U>Q(#4I7\FQ*4SR*R/#>$'APY44J1\-6# D+XK. .#2_=]$^VCH,9CO@&#]YU)[$QL M)[#B*4L,6S#9A/Z*K",/ MW9D6[.&@+S:.:@85&A^_- +P>RA=&7/SW_F32#B+WD5UPEEJQ5[*6KB&7Y.?<= -MN]TD5#(?I(.&B3V//:A/%RBC>.;'3'3DI$+W(KB11_FE4%DH-E72'"]2& __E2I%P'GQ=)@XYQLFQ.-@$+%GGB<.CO @'?KPU4_IC7/L M@9]6BT_!*^D2,,23 "Y"+KHHX,FF>L[!)9!#3(6T:BB[A)_?1Y"&*38'__8M MD$4%$\KUEA>#](#@:_?1$*B+3[1D'*=9PLL83[RU3T_@^_M/3$U;3&2K(H%<,GB& 0@B[^N5MH@ &FZ>-')Q'6F3M8B(%DK%WD2N,.8TVA5 MFA^X]#03&[83(K\ [91R#X(H:8C2YSG8$WP1IP+:(]!<&&#"%R([F"]AGF!QIW^*BEX$])T83E/ MSADF@HC^?SZ)HTN(0FF)8?)6'>>)BM^9UY(56((0U?2%1];@-![K/2/0?/ MB5>*_4+,UT01O[.CX?;7;XQ@51%LC!Q$O-ISSR)OV3Y/8!HTC? ^NB2QY;X2 M&LU_)RW&TE##.$E]) <6C%DG%!3]AE.P'PIC,$B'.G+3^],LKAMID\QFFCM)R;A2@)$ 2K+E M:;[?Q<+-KH@F0F8U<@ER(AG;O#5%B7O8WFDE M&)D=^==O4C KK8UI_Y8>A@ M N32J[E@Q;S"+ TR+<>GF.RHTN;+U?[E^"VUZA:A"\RB:>X[C&_5O(>Y$9F48'-CU^46%FX TW 4'*D36TI+K(T M>SA/ZR:5%?EL']FVQIA2J=1-]MW@TL2T'H4:=7$ M&>=94!(5RH>"AWX0D)A&N.BBP(7HF5921@H]0L,X3!]CD(UN2>R-L&"^^A0@ M8P=O)"S;>PXS"DT]AX M2'ICL'90E5- Y*02=7W>2UIVG2ZHW8W$6><9B4U\\MU0\YKW?AUI""I21] MGNS=P[!K/FV.R*=+!78]L.TB;=2PW4F)AL.K;B6XG&,Y7L4T:>5HJ;)-&$Q(& M;),&DWEKMT)#$!(5]@Q)TZA<)#E? 1$BMP-ISNRB1:0G,WJ2R$Z2-B9E]B1\X_:QQ<$M/7YMJPA&V]-UO/PS=H*LMJ$=+V:XD"<);>-"%I($W40Q MUJ+V"(VRW^3^D!<;DKYO! %^@%4NB12@#FD9)ZU85%COJPT'#&T!\'8#9Q+-,;^+CF;@>$+%PW!$F<),CUTO,-_<_8,4RPIXDEZ M&)-*0C?;><& (49U7,Z_NF+N>&[JY.S.(\'E%X"<\ \\ [R^:(;.-;;<^&JN$ M^*3:7) @9T!GM"!A@KPA]PS30C;(KWO$F[87I"O"^U762T\DI07XJ:Z[;%!N MN!=$6;$OZQ)? M;4?1OD2R?7Q0;Q#-.OF[T1N4FH_=9)]IP" @]260WR6[**Y M3=IQCA&OLOW^B&YPZEAY L[BH8L,RZRR=>8D5S B5$;$>>>P9#=!N-@AR"WV MT6<=%""]5E*5C]U(-SEK//.S?WADIR$YEWXIMDA;_MAP& [MD]+NN+L*&6O?@C MSPW\&,F,WA3B?>H)HAYB9#B_+:]P/ 30)_QE>CF^\\=/W @)? LPW3 KC$-OP M:#13/#W8%B5L9Q6S#@-RL MOT3U_26R'5I\OA4+GSN!+Q5%66D:GQ-&/ YYW"36O+DV.1T#<\\HQVI/(&' M8_(8O"L[W:25.S(H]9!&_TZ0@G$'PD_,]M P@;]/+ MV=@B)F\\[(?=;# +$+NB"Y?W.>(_L;^?<'Y!LGL;=L\E^N.6N"+(I8I8\"\N7 M)WQJ7M(U(3> V'.QXQ= DG@D)10N>$Y(^.K'7#@A>^SQ1OFD1W3LV3$Y<#$Y MIM'WMG9B.,=ZR%3QX_$DW\."(&$>UN1SQ]KDFV3,C^, ("E.&;H(Y,^0[,\8XWB$YY-N&;3)U;SP$TU]MS0S\X&V+!J]O1G]DH,T@'&[=D':,F_?,&&UJZ"#9 !" &432)B3= M\HYWV7-O-MB?T8YY/=^RF M%="\)$G[S9"&**2]2;3"@>$;%IR;$VB5XCD3CQP7+]I9!CB D1A0^/];E_2\MURO: MG6&<;GW"N\^(CB*9_I!4;6.[,&&5(9P =[19<9UB^:[*RG>; (+W:6KZ]P3CL M?AX&%)U51GC7L7SH]K(3UM1_ES7\]HX_]W7^\> MOO<>^W>W\T_ [+QO:\M',*_7SQ=;+YR(YCMOUC\XK[75;O.5I.WS_52Y)#5V M6H"K_N_]Q]Z >[@9W/UXN+H9\&GKI-LK9'??7G.#'U\&_>M^[Z%_,]BH@FB9 MS-WM]\+^56DB=\4AXK"^3P2>V*NW@.DCL_04%TP"^%E M]LLGW+W"!;^7CD?>2&[ZE.(SM0FP%L3GQV#G.UT'LB3)UZF",.US7="QCHP" M]) ^=O3A5G^=H!A>KGVO&N:&(;[\2SM=_ONE1HGRN:M)>C]K\N2K+Y0U*>?=1-M%V2]DC5#5,&T^Z4C=Q9V"XFR7]MMB %=FGM!!9)SDN:R*WM Y;D#$$UL]Q@'C>/DN':UD0(A.O M44O0&PR0'-Z!_ANGFXHVK$O1;#GDM#@VA\?]WD*0/&0]Z[!B90D)/!=KVB+K ML".#G-XZ[LU'(_"_]Z;-8]XTS?H]S;&. (11>'D0C+;/N@G$/G"V>S"_.U;K M)!7#D7^E9^_ ;A;@Z$57(.CP06V_S>&'YXTP(^0]_\277KQI,5V2>0+/Q:O M#EH52)@(!PA&9[+8Z2HZ+^C[YXOED6X07X?PWLX4VM\L6"8"!FS/,QYY19&J?NUK^B3.UU5,9%I MH% B^,J,.)P\D+8HTS*!I" @"2IO:B(E0"I3@S9 V/ZW[Y#3B9+30Q=%)P=) MV35+T3[FV"!E<5G2Y9WC(BOS5Q"29>VG[HE:5.R8)<0772'5SGWT>$LL,(" M*)&7!*DH" [T#Y2ID\2[VTLG#;8,LK@]N&H*;HO.29% "MQ.+!%ZCNY[2M]@D M9LX,X@,-XL5*]LA"'L@0>J=K*KPL%A:_S!2F#T);3.&2(&1TNK+*BR8M$#JQ M,- (U)*7#(=GOFS_1EUG!!XK6F]_*_.=T79>Y8>2\0/OLWS#PUS""F6P/$Z5/ ME!@7S)8]GC!]!S1;1:@B=+]B)O.B5C@BQO[I$]8SB?B]D%_@41A/?_GA8#B](= [&#B ME9QG$3.9-9C+I!LBDKX3@;2O$E)Q0(.718$W-8V2F R+YAW3W:P07!H"E\3K MLL&K&LM#UP*5;XB*E_CHZW@:;ZWW;#@+(.ZGBFC X[^2\WB21E9@BHCM_)M\ M>5H1P0\E2NP=V:FWH,IUCBC7&4G0.WHY>NS+:?7]G*_.Z*B*O5EYAOH\LAMAD M &Z1ZG0 T, .KBR;O*]LUHT>'8 G5C*.!!YG;ZUPLO&"[2!+KRG=RXZZA7L' MBTQB2]F]R;_#V]% M YR665^B59^M937.LBIVNKHAE<%'S&*G#UM;#/;*L25UNH8D\]9L4H*M$PN& M_P%=EQR>@*@\#A]63#\T-_*KH:IB$OP=EE1X56S<*$,"X33!ZQM(9,*@86W MS\H:;Z@M"X+O+')5S4Z73_40B>BN!$QWV4DX:U+^)$R"FT1OBISC[_Y:.I*/ M#./>!5Z$,'B3C20[_UL?]-L7ASC9)_*]M%IN@G43[I-)5F&O>6W/+U4_+ZW3 M-7E#6.6N=%[+MI=)AVWF^90)S@/"!CH2B"HO4=.0A[DZ1\TXEPLFH]/5)%YN MY,:\)B4:-JE1EFTXJDP^@(-PU? 0!MN$0@B1@Y\TQ7\)VRG9+DUUR*44%B8Q]!XE7 M2C/9&N8;M!M!NR1-BB)(P:5MR*(YV>Q(I1A8?RI2$K19+S^W3;.8-TR;4MF[M,__NTV^-%- AIY_V^;(^342HO"#]OFV69H50$G0]<:\%8Z]18:Z<&_NR%MYW MI_"'']?.R6%;%%UV1M.W."WTG$7[K]([TO_4?^S>#Y+#;Q[NK?_S][MOUS<._MM- /3/W$WO_WH/_ZSR+D8.3K)B!*V'^-36C<0BFHVJO_PM5:O9:NLW/=/+70=_M,'1_LWX=Y41JV[]:U:B/#^D:09>R<'>9#NX904Q7+2++.*)M\QD73=# M]B%>P1E%]PE4\#;A\"C?%H+VI*98$]X,.51>E2=K;K2$5E>SX-W9QNDVXRAB&545+&@)WT@VF;DE0(B M"8-(-U1>EVFI#FQ &?/YIX >A. <)A6K+++YYH%1=4UO8\^S#64-&CK<@\X]^_M>D0:BW0V'DQ;I&O98%(Z75G0>5.B)6Q^4,E1908[MW*.-4#]D?&H3E-Y+U!LL45^WA$VKIQS/J[<0& [/Y8.7A#<=/PAS9*G&3Q>V3 MM47&29Y;]F[H;.B=KJY*O*C3DH%EINTQ16ZI6"(]7G$,@18WZ<0L6]*(B@M@_MY_00]W? G_"$;$RE[8PU8"S7.>YBOZ=UB20\W<_'^5V3G*F)9&55FYU($J%W: MQ94+*%/ ,065UZEI\'MB%F]:FKHN-<\,W9**5_ G#A%'%31>EVFQ2YB-6U^A MZN$PDCI=T^3-XBVPZ;)N;9:K27T]JTL]4EW]OAPAXP-*9-GDY>H/@VJ:C7N[M:-N](5?M"F=KHZW"Q5%66D:GQ-&/ YYW"36O+DV.1T#<\\HQVI/(&'*A'V84+2 ;C T=>A8B+O? A MUH]@0A7M8Y&"S>TT2EAT7YGX$C]7GN/^THF"&+Z%:6YN/<^>RL]LCD$Q<9.!AKVXFCB!XC]]FYVW6)"YCL+O'Y\^]&ZX/@02#M="9^"(^#_=ECX M9- -O%#FON+UY0 M8$O^203,ML0#ELE'I-'NM3>B()=6?,.'K?1A9^M1XX6PH]"&';;7*_7S?:^0 M<;9-922OV-,2$@7U,--LFW8] <#1;]8;9'B,O,/6\9_<>9AB4,3ID!4M'-LKV MGMY&HV>'^>UO%.\IO'X8QONOO(BL85/G:5/D!6D7M./08-4P+[#2XOX&\-[# M.W"E<<)1YG5=XFW21!2XR_QS[S/$X"\R<"+BL0.S0RMSYDMZC M%>U[5\EZ[LT8*F8,247_Z;24]K"8Q1'K<4N"D8;[)YB:PBMJX>V+=(4OFB)C M'V $T(Q95CR-71P&N88CQW\+Y9X411WWD5,$ M@Q%*\Y D09&%&2*/*&1HM#5*91VYCVL>'&0I@BINV&(]?VEU\N M$<[YPJ,;LLY[LX[9Z6]\IAF\HA=FG7WIU0![^(2QMT6,%\>>)&#*LB8;(RVO" MQQ1BKU6EC/INVRIQ4(0'AWN;YCF74RQ4L9$<'V8WQ^? 3;S8@Q'FUK<^^CM$M>G M-8)H]UTK/<\N02SA38(X/JKSNEE6$\WRZ%]3>\,8FS%V?1N$RF%LB1S)*)@Z M+XLE'YM0$V,3B^0BP@'T)LU1LKG!H"H*QXY%7F]OL9$%$A^*#H")&(B3&\'+ L M?XI>_8H3TIX?83LC0!]]G(,&-@Y(;B2(<*(ZFL 0(AB!V'8B2/86V= +D]_(M:N+(_3=R/.!9#G%"T0=D=\KY3 M#-*Y&U,Z"XM;P! -(HXVWU+YLHO"3NNNO4G9YW[BT6(F<4S!M(:&/%1$!2I# M8P@@L$5!!4.HBYH!I? ^5<*%5'9,(#@YQD8HOE> O<9O(88H'DT M(BB^6?=-2[8,W.WK-1I5MEX)MR!AXB>GO5TBUHIFP'/]VZMSKG=[S0U^?!GTK_N]A_[-8*_ HG9B=[?7 M-[>#FVL._3:X^];_[CVB/P:/Z)_O-[>/ ^[N*W=W?_/0>^RC"[@//VY[/Z[[MZ)]/N\^UG]E]<#RD3/P8/<(.>0Z^6!!IW!D,DH) #DR1>H_"CW-,$K6Z$/O$ MC:.QNF 6PLOLET_9H1"_1UY);OJ4"K'46V!1T:%DS5)OEY(P7,AD81B"%] M<_KU.?K]8O5S)$IE;?U7PKEX]O--CQ*E#9:;*Y>M<=-264930 LI2,A]1]=-0NX&B5=[4?K(R0*_PY;5-B[++?ID MUU79$34-\-IWWZ6\:S<(NJE.*W1+F>VV3=FM62ZY]#QHXZ(P#!7_T FT?]F: MD2/5<2B'=)U]@EY<\"3"G:)F10_N*[WK"AM<[+-L]Y((IQ M$'0,D*>*,["WOW[C0N"NMKTK7&I&VRKLG5EI9VY$W59$1X3LU\"?XE@>?N(? M3C2YBD,T.QCT/-D[72*3]CI=Y.7B1P+04Z?)&*:=#*/5 MSS *9AA!5GA%,-&Q18QAVLDP>OT.HW;Z.F^*_]U+3]MEC%,.QG&(])AM$Y7 MXF7%X 5J#L8[L=V[R?D._CSBD1QLQG;N;F(:LP*F6>4+O=/5=%KV6K(MNR7B M1Q3JE[ID>YDJ%&YLS_!%(;[$^O&%#P'C);UP22K#%X7XDFK'ERS@? @2RWL93 MQANS-=9?FR.KY!'';MSG3%C+5UJ8%U3.5F$3')5Y0RHJ.T[X'B*%S-W1N;8!0 M/3JE)!2M\F;UYS$Q=#8*G?6#4T["ON@_I:P&. R<[0!G_6EO62$Q5E7B%:VL M#HET=25H"X)F(/D9>DPKD"EN2E#T;;BE3* MPYB!QIQ?T%AB,* <;3%VBL11V*G*R._D\FC5N)H2]%B3B2$(Y47E!HD4!Z9#1PGHL"]]B9'T2D1%;706^(QRBG>XF\O."ZZ.W2,I=YIW^H@3F0V2E M*! ([LJ:]+]"#^)"TI.1QZGA.&.'@^A-_M;'*G]^)-ARR\T48P;,$FRP:30G:PBBHM;:T9F(YGOI:-)=R&2Y=YG9KB-@:F_M(QJ.9:-)0V@2-%Y5"Q]]1E>I9+/- Q;W$DC;FB&6"20C:3%.2R\R![J0CMD0L$T=)VRY19D!J(Y"Y_M-48L$4FZT.FJO*324O=;9N%F_P]AROK(%ZG3/.5S&G9MCIVRS=X1=UWL=$U) MY97BA? +[4JL![OHI(V_7EMH'(P_G>G"4NKCQR)#7*N15#3P9.[^Z*O.:7%;@-MB$&O'=#;M8/WP=A+MA6I4ADM?(Z!O6-'-&N+5R;GRW.?4H/UXV$''Z6SK^;X*

R/CBM[I&CHO%3_LC+G:%")H2X]W%-09"$$RKQ0_[9DA MB$($'0%)M+/IL@+!BUA&H:@(R9XRX"0BA,/AL%+Q4NV6:3O$$ @NKEI_W\6 MRSO4GLLMXIP/5I$N(G7+"O):B8\MU'MIN^) Z744JZP AA@^:\+$ //94H[BI MHLSK,BV!$@:?(QIB)>"'']\A4E:(V=:(XVUY@N(;S -$FS;#:<.,"1;(53'TT MT'\?;]*=AK.RQ43++_%UML]S^[E5G=OKE$[7562>;.XUF;^+X60VF+550(I MK=.5)8%7- :I-D*]!D3I1+6+(F^H#%-MQ-06Z[24!F=KJ\O*H6W9OQG+!+ M=IP>&BC 5F>&[MC;BJ#59X5XO Z\4\+)1BL*(35%ONY0EQG:XF\O."ZZ.W2,I=YIW^H@3F0V2E M*! ([LJ:]+]"#^)"TI.1QZGA.&.'@^A-_M;'*G]^)-ARR\T48P;,$FRP:30G:PBBHM;:T9F(YGOI:-)=R&2Y=YG9KB-@:F_M(QJ.9:-)0V@2-%Y5"Q]]1E>I9+/- Q;W$DC;FB&6"20C:3%.2R\R![J0CMD0L$T=)VRY19D!J(Y"Y_M-48L$4FZT.FJO*324O=;9N%F_P]AROK(%ZG3/.5S&G9MCIVRS=X1=UWL=$U) MY97BA? +[4JL![OHI(V_7EMH'(P_G>G"4NKCQR)#7*N15#3P9.[^Z*O.:7%;@-MB$&O'=#;M8/WP=A+MA6I4ADM?(Z!O6-'-&N+5R;GRW.?4H/UXV$''Z6SK^;X*

MGEU\338X;@9WX9OTLD7]%:WI-[2B M=]![BLUL8[:V < 96%7F!U88T!4\?BKEM(1H_^]UZ9.%LK"]L;9G_D8&,E"5 MND>O;"3A8Y(,WI18&*
[:&H&D_$;7B9!U-1.&SDR2!5_75Q/?11=2);3/K(P@$ M,(Q.\T#,_1ADBU&8+64:A+CU/?_@;!G)N^]\ON90P]TY@N5<:431E@!^B2@R
MA$Y7UWA%6U78#$3-!M'Q,(2WE"D2KRBK,7D&HF;#:;$M4O4P423B=C7S0U>C& MT4'$]H[AX]"1U-!H@9[D9W#BZP
M_Q6$]^F2+_/0R'F!]MF_8>"O8Q^Y@UQL0Q*E3\SU;B&4MNT<*Q-*"H-2PZ!4 MS#+<$,39$U.[]'B*

*5N8C#RA!%(Z)VC0ON *E5U."3D]9L86UJV*_95F&^ MY(+M"RMA7UC>9^]393UP3Z6A(P>*EXH7QC%/G$(H[;(SK#PHX6R+SDL&V]/3
M1BP=%4HF@9*JL\-"V@BE7;:'E88E4\"!9EY66];:O[!%*"ED=UFM^\;6EN(6 MCQ">$B*8P,WP//TM^GWU*S6&P9]Z=Z D,\,PW"H,-
P2">J=K&!)ORF5U0V00 M;@>$MY:MTH-AH]/5\,:F9HCA$]L9WY^:,]84V/YU(%=!.!CSBIM0=_@(],'+V MYQBSTS5E7A:*%(]S,C(: ;23]5P40)* 3]8R>J
MN;_4>@L8+1S'WA-P7#!TX:-_Y4^GOC>(?.OGQ'?1DH5?0.A8>PL%N:[A7CMN M'$%[[P$KV(Y2>4-8+3FNVI>E(1C#9 >3';NZ+E7+#K6NX1XJ.[3$
M+T0P- MDQU_=IR4[*A7=.@UC?90R8$#YH;.R*S.ICD.")L25<43TSFG4-^"!9)PY& M/;7(*[)]=3'ULB.-TV0CR$-CD7T?988!=[@_-
TL93<7V8T2FXLV^V>B:-KHM MP4/;"6,5\!3&ON9F,MN3TWZ MU&H7%E8[[B]Z7MKF5 HR[@SX+0>^4@[P<9G N=JBLQ08\%L._')P+W>ZVKE9
MN&,,PSW#_9%PKY8#?*73Q0>%4P+\4L\YH=Q!20/@13H(M8QQU\VP?8R[GXLR M3Y.LLJY*G)06=3ECT&\Y]/=S4MZ!OD;
<%%J:LC'H,^B7ZJ:\@WP=.RIMZI+*_MD-]RY._GJ+P#?8.X*]MU%*?1B;,&8@:L5X-I26EXMNB0DNF1>%%VA!URG5EFU(W>S$'8UM;W$GS_!5W'
L#5*DK\FK\DMJAEA^"IL.I8&+Y48CZ;*_MX-52>!UF/):&+PV)+X57M,*9I#(K?RXBO/DR.[PI=_;4% 1CQR-[Q,QE'%@0 MMT$].LDE<@[5!'+
LOPI>O4KFCSG^1%Z."(-A\;BH(&-_^!R,0!$G#_BH@D,_M(<(%B&T'T1 #PL8MO]7_O/_8&W./-X.[']P]7-@$]T0?_VZISK MW5YS@Q]?!OWK?N^A?
S/8*'1HF#FFD,_#>Z^]:]{C^B/P2/ZY_O- M[>. N_N^_KJ[^L??[[Y=WSP,_O,OAB3JG[B;WW[T"__)??AQV_MQW4?W?*1] MJA\
<#RD7/T:/L$.>@R\61!H8;^4DM@<'IDAA1^%\'D3++D0]V7Z-AN]"60@O MLU\^9=M@'8^\D=ST*159]7[PNV-1B=+DGR]D'OG0B+
[TO!0^N;TZW/TU<7] MYXIPKDCKOQ+.Q;6?;WJ4B 8@KK]ETZ,V?Z[*;%!L4,F@M'I%$&0VDTI)WQV.--XIGTZ-6()[MX-AG?>]$9_| (X
^W)QM3[=:T2%WFN=549+X)ZLV?L1.]{IUMQ%MW M>$$HJQ:\1A-6&,\M@./;2DG*8"S$X7Z3%-X16U<$THXS/&9]3,>R\^DZKF
M,UGH=$5>$D7>T,&PI]U,XC";\,3];SF=;BF]+8#.QT]5XT1#7'GI)Q9D=0)?H M?AC&./K!S>(_Q9QD<\!"]$W*1(KLHVVP"$BS6&D#3$/>4O,@W
37GQH7\2B<0XK/-W)6Y*(N%)Y?UGD%@_QKXX?[^BM;I2JK**TJ+CN8X4:"5['F\@[%5 MT:PC&#$ -0- A]EPC#J,.HPZQ[*3]Q*^!CW"]P1B]H0@7(QWF2-
;BXO "_?L M1:,, =&Z#]Z.\,LA7!J^#" M!0:AED%H2PRI$(3V"W@I(DXF"IK),$8]Q@H%QAEU])(6^SV8TH 4DX@K#FB
MX>@2@!UV3\%5)Y!3N,HG$@(XBP-K@MF(YZ-_HZ07)6-L);W>IQ0):=8/KT'3"5F"1 -$!D^.!1,-] M?^R1IQRFC QDX8B\:*Y: M. R-5**1R0J:J5-
1[H$.66%2)BO:US9MTX%I3XX-/3Q$<'$1P6W^G7[\$$JZ MI%0W&NZ==U>]&G\]Y SU93Y[OIRO:?*ESAUV!<((Y;DWX6\4E(>?*ZMFZ)TJ<
M>$W!HY^+PJ2]#[^ T+'V5O:X*%%7>:-XXT.&+@K1M<50K!I="FWH M:E\0?-O9(=[!8$VX],P0I<(S0]K$2AO*Q_4C'ABBJKCF5^ %0^$%E
KWZZP<=FQW,P57G4 : MI(*.J>DBG(0D6^^QRB(5O50U ?I&.GZS.E&;MRJA3_^O4Y55MO3=+Z2IX4(/7J&A20?#&), M#:,.?A)@B[%\3 F@4B,!3B!8?
O," \L)(>>/TC"Y/R,GQYW6%H*C1L/)EW?) M,F?KOVZCLX8/#I/*.GFV86&+YF&(E=+33)TR[>'W0D?O,W=.S>%V=(RUFP$>
MQMHT4^=84>&=6=N@A[5/(.[+NME7'_RML)N]AMM;\;JF\8; NMDW&5R'5F<< MW,U>QYV@&&;;AIDR3T#8+_:DBYVNJ?
*R89Y(:\NHZCLB09^G:NKL1>.M3AG97:, M.HPZC#]MHDZI$=Q"K:IU':D>5>!UDX)6U0PWOPS2%L.-01%N3B ,RU[<,W>= M48=1AU&G+=0ITP2LN
FU;G:ZDJCRID'+28P,74<,I%:, +D.@#5WM"XQN:W'^ MW[$' .5E@';D6>K:/LEZY6O*EM.$3QB9U[#Z'1E7I17CY!F$H VC#$)0#-U M]I((CW=^0V3&@EP
G%>UIO[^('<77MSF[CUG%A6C+9A,8'F88C5@--,G3+M MX3(:^)HB\G49:S<#/(RU::9.F89N*:PMT665O:A-7C,H,, ^W"S$[6=S4=;TVUT]4E7C,8J-H&JC(/
M"=@35!K>3H'T',-4NS"UDR]1$;9T)*CTM?MX692<=>9F49#3BX(PZM!,G8K* M,:CHMFL:I-NNIK%454/0R&0%S=2I]'"##EEA4B8KVM>
IN+.W,N(*ZTSMRP(MI#/W:L=VUIF;%=DQZC#J,.JTBSJEQF^+=%B6!1&I'D7A#8,E(%N&FVWV<3'< M2!3AY@3"L*PS-W/7&748=1AUVD*=,DW
:GLGRX*,C]A6>4-83>0S=#4>7=L, MQ:K1I=*&K08%1K=UYA[602G0Q@D"UYZC^YDJIB';QE0>UT39T73$7D)+]VA8B,4U1@HJFMA-
P:?,L_WHDNJ\L3C.Y M>9UUMN5DB*-6F6!U%$*93??+TI"QKVUXY1Q;V'NW:64M1CWZJ0*6D7_Z0;C M8,;!C(/+Y> MYY:5P,&XS(]7!(,7M=4J#
<;!C(,9!Q:9O"*_MW@(CFAV%0,%5C @47,6(0,%5C @47,6(0,%5A @7$G;L:')IFN>&*F/W)@58^N+D6_$<>3X7
MJ\\KPKDL*VN_$L[%M9]O>I0HG N2OM>C-G^NRA(;%!L4'I2_JOL4:=7G- MK7Q%A$@](B1V:GF1FHEG$771Y211YT62:B[':;&7 M7CE[D;;
[HJKSAE"X676KV>O$.;S%3&94SF0*+GJ3=1F9B*N=&DMF,I93;\E5 M)[":3>W&6/9IAKGV_0TY>*+*[^Y0C2X5.I5]0A%S6>P:|_6O@A^'>,2<5'ULE M|
<*:7DZT'8M\((>Q@ZZI/>B;4911E%&447278B3"B'M5[;,-A4\0VXF+<"]Y9 M15P$7KCGQ2&XAYV:VL).7(<:,]. 0VW"#TQ^4>KYPSCS5.EU9X-
<=K,IZO=&& M,-;!D6;J[-6)3]V]JWW%1XS+HM[I2D@"K&9MF02@#6-, M!,G?TDP)8&7L>4 M 8U$N $HKW98;F]K*^+0&F9=+B^0V+'+0
M/(RQ=I[F$D\IE2>AT%45@S-T,^##FIIDZ99K"I3"W2!-SGT!L^"I? MR1 LSGWE@&>CO\G)KRQ 7-SDW7]D[B!]^'[&KB2EM?R\(*_:NRPRU!QPK:OU
M,TL\JWE5U,H(.A0\L2;@>N(,]:9)*H;:C:I5%N1:A2.UU- MX 63@N.*&*B.&5]O$E0DGR[SBJK6CZH3'"*834IZ1XWIQ[?0\!7):L706"F'4 M8=2I/PI-V?
GBLJ1WNCHO&]2$O1@8F:AH,'4J*N^@0U08=(F*]G676H^!^9&[M&"TNHK?-%3I27A4Y7U#?>6'-&$@O1-ALW6\SC M8K@1*<+-
"01A;V'$,>0X8!9V9=XZHPZC#]-.LZE3|@E8\5GQLM3I2H+$*UKA M4ZP9NBA$UQ9#L6ITR;2AJWV!T6UM[^#P)IP:,M]F;7;+[*+3I6/V&Y?5CI= M0^
E4^=5Y21Z@C,4[B#0Y:K[C,HJ+ETWM,I[C#+(-01RE9\&+>.R/|[495X] MC8-%&.QV@%WE!V[(.FE;+LE(R!BF&7@Y3*4 QB$Q3#"72Z85W0=ZH"/-3
M/T(7=$7"G1U-WC IV+7-"DU++33=8J87;K.[*I/Q.9(,0BV#T)9N24?LU*PH M'%\"KS YU0"0L6TN-%-
G/Q&PQ:8_I@A04Q&@U2\"3B"JS[JU'S|L_WY/UYS9 MKN&S-6DIS&1EOZSDO\'4*=,B+J-ALZ*7%]YBX&&L?<+4.5;T>F?6-NAA[1.(M3[-.[-4'J2OLQ*
[@VA-1XG6- H^/A16.&9PNUH==%1!P&&1:!IDR6_?O%%@*1<5L-E5=HZ*K!0%4F]+3Z>ONC3DCJ[MF&*8:C:F='(F*,$4V;?.R28&@.H$0
M.>O!SD(@C#J,.G3$GFEKK*PJG>[ZRC(&1BK!R$0%S=2I]&J##E&ATB4JVM=J MJ.H>[$8U/=A5C?
1@7SW]CO5@9P5VC#J,.HPZ[!),J=';0KVT5=QB1I=Y6;4@ MF,9P<\P(;3'<&!3AY@2"L*P'._/6&748=1AUVD*=,DW BKMDJV:R?UH]WOR2
MH8L^=&TS%"M&ER;0AJY6%0UO:[_^W[$'.5EXTWV=]5W?IX!8V^-PSL)]U]'+ M2-]U2>_UD;6%/444KC,1MARD4;PMK":QONL,P;PGL*C]E0E-
QWW5!T7BM :=,G$#0'>^# MQ5X2-XL#_%O$13X'K*0VJ&_%]$FPT09O22W2/:2W6/^]UIJN*.(S*NRP2OZ M:KD-;(2U!VBYGM^R$M#TM"Z/3 M-
4V!%XH[[PR*]$*1-29O&T7W$2]B+@\Y*%<+\%3(2+)+!VY11 HD)SBAL;+W=4 MQZ2TTXATH=.51%Y=TP*4U?-2B3-6;^T(A\OHN!R'UXTBK=A8523-
THQ1IV[V/R"46N[:/[K4Z6IKSF!G+$X; MB!B+TTR=O5A\6T"S9!:7*6'Q$XA1EGOJ2F.=JZ.&)W<]=457.EU%*ZOLC3GH M5.H[1AWZ\G=%B@-
V/9!QZ>+,=YN"'H8;]-,G6/EYG?F;8TBWCZ!T&UEYZXT MUKMCOC>C#J,.HT[[J+,7'5_FJ3_[E>+I.MXOJ:B%"X<8KNC#U4XV9$6X,NC"
MU0F2L]=:.Q/A;S@!EU&'7]CSW2UDI?-W'1C2P4WL/)P,A$!:-.15EY*D2% M(= E*HX=&6W\J1O+@"OOU T#GW=ZK]N6BOEU(W&NJ0L$,6HPZC#J-
,^ZNQ7 M7[PEBEOH] 1#0JI'TWE!%,JO-V2X.6;1:C'RH@8MA\C]"1-M$ZB0=J&+>51[G.!<^* .0^MT M39G7=8F7_S\[7]J/-KA8?
Y]EE: I5!8[$;K4)B;UL0,..:6NF/5NF]>R=:2WL3]0Q M#%EME96H6C-NS;AGSKCM-;U'2V#<#K7;,5NRKM9F.6P[A/[PC8:36Z
MIMS"1I3:L3,N19|^11ACBR,O\$\\W+$=/+L>O=><99H^@S4/WIT:5*2&IR&3 M[#Y6A|C>&TQ>\OP('FX'\+$GN3"PY\ >21,[B!!D)QJRD -)V%/'Y?#@GL,|
M7F#BT5(BAI(T<#W;Z[MP8QC!!Y3)V9R-26561@Q(5YMM P8\\3F*_,< $9G<
M%_;;J^M$PYA\,S>*'6ZEM!@]&,0T6G[+WI==:6VT[M9L_JVP<1^9A>]@-E_7M@#F.!G M>_.1JOX5(H%E)!%*<6_=E2Y8AW YHF*7K-1CL;;TXMX 4\0-
*|_T.3,\"O J& M8U=F+-(P0+GY;^MW3@&Q]X2" IG]"F4N<,B_?[*L,5D<@B:E/)\3]Y9&_RF M85[=_G'[=/DH/=P\WO]\N+IYE+F:N+V[:DJ7=]?2X\\OCI?
7MY/2X5. M529S?W=|<_=X7:G+ZF]_&OA89F,J?.)G/BU'L84S__F/./&^PV7#4+H!+>6DQX62UD)GIGLV>YEQJ?U
M!*JJRVI+U4N9;6Z2Q2DNEU:$\D\A"143A:7!R'\-I4'@CR5_PM!X!7T7 M\)U8^'D3&EJV%DMIHPA];94$5/K@2LHAX=$QM:D:U2:-Y?G).V?A5VVJA8.!
MIQG46Q/3VW/26$=I=$VK+9M*6>&^(XBWUZQ2G:D58I4U;9WWS2MJHPL^F*RK MB[4Z1XV:=*S*.0-$($6^%#
@C[X[8I*7:$W\/_JHXDU"7PLS7*DWEOY-M:A MS:C]6DJ=:E/"-9O-[KL4\95!)DQ&C/^*2*WVV(>!_M_VX%I'6]=8HMV17>'K M>'TO/>J/;-G39,*R*D-0:
M01S'R6&@:#D%[O.J4LV&BFN*&G6Q9,6P2X_%#-<:C:YFRHI:E5JENA+N'?5 M231D-KJ[(1OM=D5HZ+PL\.!]H7P@Z<.S[7H?
I1$XW3(Z7^=ESSXFZQJSS3:L MTL&BP[:R:.-N+GQK\[:*9+1. ^I9*1S!@N:T.*ZW&GMHL6K9>,6P7282WJZP.L_M*]:JY.>]GD)D@E68+^RP 0N"-
,W>>X:%":.08M')EW:?0R'C39B<[SHLF U$ MG!$B;0DF,W%8=BON!]>L%V"|</3BN,(=N/2<:[';^7Z8AC"(,P=_LP3;A#5?9
M72C,DDJCJ^4;UG4<^_AI;DG\XM!$IY(]45HM=&UX;TX^]+HE()M)@"?)T9L4 M!? POOSG:':7;77'OFKJH3X"Y=\/[MT1<-
/O=OA#+'IAAJ$#1UW;.5^CML(K M2%6;AD V(*M%RM$QMKQSA*-:1O=1"-I8>28)/?8OB?W"0X+M(`O/PV!9%U?F
M:\JSXYIL7S=\0:\PCPW^J8W5*M+2&M%/C$A M6HQERDIME96H6C-NS;AGSKCM-;U'2V#<#K7_PY =8R/[0VM4V NXVK2W;Q9O.J$+^>,1YN=70
MU/]5+/Z7MY\AQB$2B7Z9K']AH:XTNBJX7FU9V;V0I.@^'H&#=LXTN;[L>%]$ MB5TE,V%A*87%8BUV1P:;RI,H=V3G5IF> M9G>%F!/6$YD?(A2
'Y'50%E@ 7/]6.NV%L /^XT)[\2[Z67Y*E!CE\T#V M%-\XA<6MUNAV6H;KZK*F+R;CU'-.MXR:EHC)Y=UHR&UVS)7?:BWDK=>1V3V&]W2L]%-
(QA_+VZ(B 9Z Y+B@+>#00 MG>0$[FA$7I_'@24XF$G&";1O?#S8E0;N+RP!H;/"'>H]SL146Y%[GXJ$FU\3 M&#JC;/L7-O(G\\(!=@#^IH/U])/"],-
1A34V6E"L57M4_P'OKG,)1F-;IM M"^A,.9W,CN,6_;"7L)]."//EUGW4M7L[B'*QO%]A=9?DY<-?V,9J@HPXQV$S MWQ7F-6Q/9V]R:E4%R+-V+-ZK>N^
9*>VJ'S//$G7]8X)5ODEY3J+LZZ?5LDUYG#TAXM$P;V'TL@GT[KZA9F1E4 M&>OYF^\]/[%@:_U3$>\'/Y16)3M,VRC589O5H?)*DA0ZURSTBD*
(QWUT9DO=,@ABK&>6!3<2RW@_*890.B=Y6/J/4Z;O'34QKQ&[I MU*0A#'B[(K1TUK;N*P!_\20Y9)[K!Y+G1[M%PHZ/6_9D],9HRO>#1UK;F'<0
M;7F692BM]N+_6.#G<8O2 %/$4A7UMXJ8*+71>R"C=W.*VD (JQ@R-4U35HT3 MLWV//%V3*]NU'1DH(_\<$S=+S^RY'WR-US=&OJ?COA@?
E#XLS%]:HVO*QD[X M=K6Y7$6*VB279S\DI8/=K,J=*M#4N51['8M=?^WBR94'AOW$=FM8AIWK?N\' MR8H69E,#NUR!7:64<.!7V^J5(IX-
DX=VH1ZST34416YI-<3"NY\.^^.QCR_U M^W]* 9N(%QT-5'6R/>G(EEM'%FW4.RMO<#ONC4WKXPK]3!AS4[LF7NPBNU
ME5U%6MH\3;.L8K(:74UMR5KGQ'(SCT#PSD:EV2\6]-V01Z5)%ON3V3+5LS!K M]Q26)N:XYPMZ(U;:R>,'//.K2F2P-F,/%'+>E%IT/-
,K#7'VMENW#1FS\63D MOS'>;NS5C89#?X13HG8/[%>?>C\0\$LT9&C33@-[_MO/F+ZUB;NKB?O 1G;$ MG"?_R?[U]W03P%AY'-
H[^X).!9@]V!EE]P;JN@*R69%-O;9[3XW-K1[]TYA-MB-BLR5IK$;ZY-H;W;0R[7M^=V",ISKO!?KW\")!)(^S](?D]&*9]AD9QF=*: M']&P,
[BBR:+'#%:88:A[5.]4 /6H-I;?4R*OH:)%0L%3/*L"1P-5R;;0S$.E M6N0V0?D@2D0_YA8'[9YPL;X.YU09:;=BO.1 ??MB/-UH=$W+E-L[G&C$]4@ER%PQL']-
MW128/5#ELC@%#*/ [8/K11?L!3+@"/EN+XH N0__?Y-NPD.R_-3('&1LA]D MKOP!_"=Q:.)_=$4U_9&A,(>P(N^&0Q8OW "K4[EB*UV1V[K)?0Y/KPZV3?
@ MP,F3]:9H Q6G:PN,I+8]MULE-(^ID%;:T7LY$%C!AGIH)\R"0R,3[M_X+CK M +ZP9]?ST/OT:]*$N#[>Y%)'8S35#
<;SV\3GO6<^!QAY=E_8;\C4%VH39S,_ML""1\ $@0)6/']2/.SC-1QMC*[(Y]-6.R$[ZHK#X[_":>%.VE)U]DS]@64%B MLRI$;4:KT6V;EJQH.X-
)GUA4]*"ZYP;KRXY8ZRQ3.1L&4?CF?-: ?!Q_BDC: M9++NX-E4S;3\RY;AI=U6YF1DJ%8E$:H@FH+M/E#8N^;OFK_+
MX,_VFLR!]V5PM='M&'A<<.0,GFM:*04-\B*,!ZLU\/T((4WX8GH8>XX_>O#Q MI<,HFGS^].GU];7YJO>,FG[P_$EMM;1/ 7S]*;Z6&VI'90,I'_=BN&W&;!(/
M2,+S_K*[CVPL(A'|=@"9PGE,5/FP;2-Q>3C++S<6%$.">)V8$'D_+YD98T9"/" MOF9A/_!?I6AH1Y*+[8)9""_GN-@.(W+CO2'M;,MAC#H66PNK_-
TT=I+CI0S! M;'1;S<6\VY4[,IAB938N:>#;CC2V<8MX/A\/YDYL-PCS=X1WWH0G]Z=!@%G> MO/TF)7?#UYC&;?>Q<:?M(>'
>MA3QR5B]CV'>2'_C>0XIHQ*/7M$;PZ'#)_S M_<&%5)#[,Q_3A\IO'Y-4<>X+2LS#-)EKUF?C'@Q+4V1);:E:<\[?RDA>H9>* M"__='>NCDM?
J,"3S@.@MB%2Z7TZE!W[&=LUN?Y/D%31O5>E"NIQ7U]DRMH-GUR-WMS,KC_HH@8-W MES0JSO!IW]HC6$[)#E!?D(_'%"!2$!5?
R#L0[;>\A,)S7!C&,$'E*$^MV*9 ME1$#TM5F&RMF%LV:5[>)AG%T)7.C""RTTEOL'@QB&BV_9>_+KK0V6O?.'/UD-M_L71HH'@=EJ=?L_2>KJB,
[UG]6QF.TK+L'NLK9@64_^!.%WBIF&0:K%G=M$+ MF/WGA3V "7ZV1Z_V6XAQD2PU_BG.K?NR)9LEW.7K-1CL;;TXMX#UY0?$?9]! M_[. V[/_;E=F+-
(P0%OQW];OG-("UJ/6J2CVT,[TL&^JW=V+L-N0)J4\FCPH M[[1SQWEU^\?MT^6C]'#S>/_SX>KF4>;AR=N[JZ9T>7W=Y=W5[^4UZ?((/OM_7?
Z\OH7O/VZ^N9QK7=16, ZU?,->6>NR MTV3G NE%!7Z[L=;R," 92PI:F[QWO9N.X4'[Q8SL6;_Y$;;('8!CYD678(9, M/71D?X AT7=9^ 0W?
AD1Q$[L,7>X6^YZ4^9<1N(S?"P#[WJ".O],02D_OS^ M_?+A?Z7[K]+C[>]WMU]OKR[OGJ3+JZO[GW=/MW>_2S^ R*Y((/LR,-Q'-*EX

*AD1Q$[L,7>X6^YZ4^9<1N(S?"P#[WJ".O],02D_OS^ M_?+A?Z7[K]+C[>]WMU]OKR[OGJ3+JZO[GW=/MW>_2S^ R*Y((/LR,-Q'-*EX*

M&;="DP'@RW&H%:#H.:&'5/+\MFHN;/1MC,!=J6PS7T)FOLU!IA=P@Q!/7H_M8<%#1R,^]*=!\BF\'$W^@%!CT0V(?$F\6'I@(5S:9Z&,*
MP;LF.=D8N)^Q^,_1+W0=UPZ ;<$_&+$PI)$*]N>QI5?$6@HPQ1@FDY"$+#GLA8W\";H=_M\OS]"$$23!TPO-P1?6>'H0^N"DYBY,)#G/_'Y,_0Y%0T1=?
GV29($WS)]=^D-M+W9(33W!:,,1.CX]_[_|9OFPCR2*T!ZV3P\@F3RG?UR^_Z<$U1(5.*#P_O!-MG)A\X_\NBDJS-2\4CX"C:8ZX1S]\X8))(X,BX>
<&EWLI=!@JB0'ER[C(E?(9!-MPC5(6$/[A4D!M)C@I'=@,=Q\>K-H3@MAF[CNWHUXW#NPI/3,/Q.5H](;?-M8VS6B#?<2QI,_I@YK*'3/W>
<&7TF/B+3DUPO!-+K\T-AB)3_-MF=H!W-3O?& 3'T,*GO05;I&4UL7_<%9]8,_3$>?\QXQ_!_8\30;&/GJ3I
!G.JS(+)A-B*8$8/8YP\U7FF^=F*GYT-M(V$A_+$;P3U-$(\T:W_B>D+4-#&!.RX$T0@$CO//:1B->7G%,:3>P_&,8!X8-M?:=:\/1:?
BFXF?!"CX$H#NW@C9^<2@/;#>(XOAV+N#5]DTXDGCLL-PO3*TQ-M_HA8VHJX/U_+*-#NL,6NIH]B(W<,KQ.$E!+X8K3L*%@&X/L7@!E9_ECPU%."
MSVQ8HY-O$>R@^X+4A>B#Q-CIL]:(-U0.0-+BI&8:K'/9ZFB,B,9@WDTH$F]"-MUF\^^R]@)?^GX_?_X]-ET!_BT<4GYCS;P2?H85N<3C%O]NHX"47]
MA,C[%T@%"OS7'$;C1I=H(A9A_WWH"(XL]:.:89-5/!-&7J!"4/$X:.I?%%VFX-M5]AD!$N!R8^?\Y];C!12JH&*US>4ZX-M4V*-61%=$W]-_'G$3_H7B
L4Y"SA<=LHT8WXT58FF8QN$GNQ1U.Z!)P,)%;T-M?(:]&+=*%@[)40-0E#\UI2="5PRG
M(VX=^HD/G!S.PPL8/_WW8,VD,2GD1A\D/1.$1VQFP4>B;@5& 9S'Q-M-L:OI$2"L?V&W-]>&Z.\A/C-@RD(GC=F!V@EH1DAK+-I'A2+I-$0-
D&IF/&& &[%1XA4H/L,3>&4],#C*81^%P-;P=&WSZ9.W0KR*70=P[8RAM-ME=64>[8E/9(UF@RC+_;-<4F"\:'L%!HEJ$U!N_KTU;.S*SH(=I\[*KZ#EXF
MWB>EGJP41_R.T$[.DFG6TQ(S-F88C?Q7KENG_&0U!+$-]-GBR?7V!+#$+:H_$-M$Q:D"R#H\1B=#)1)X8'B0!VN+O2E%
MIY1+QZ>X548H/4;PA1TXQZ9)P'2]\U^X*89LQ.-G7R\?OU#O7)SDXT^XI$G?-M7K3:,MANSP3&S8D-)_-AR9_-:E6Z^-GZ7:,8(,L:7K.+Z.<@_C.:/I5',;#
MUXA7Q-&^II3Y4'JEB#T-"9[]\K?0:#,NIF3W?/!$;6DR[<'^@K49N=$;=9=M-M_X,^9C*6D(]%1);\&"$QDW8E@\D*7.PPL-M'Q&YIZ"Y^S>
(#DW>A50H<'<[.-M-MB5$6H-VK1HKPY<3,\E:Q6#-3$D!]?0!-FMBB&+[;%3$!%EB]-?1.)LH4?I.M,G=4X&(.Q3]\-P4^,HX]HH'Q("5Y0-
>EO01CVP:9YO+S#YQ^%/CA1$RG1T%T-MN-S]_JQ].9?ORSV./&OV[_PX*)/X&_;!LTA\$ES)6+H*AX@.C3#D*RS;S)4^-M]]G72=0L_1Q;P!#8-
]G83=BW(R_PYZT'7@B3GNQ?:_BRD\>7':0,RO5V.&,R-M;\@)AC\64?JS_-E]D-=]R-],OJ#8.6P'C_Y(=A@SMOW\'+#G&1\Z\^0-'5;P-M?
GS8TI$K6!/X@6'(.YSA6'P*Q?,S[S/>3!!)79#,_GO:GC>EZ'@LZV**WH"_-MD%+GV-M3WU,.RPJ&-)@UPV&3>?Z*T9&RC$=W].V<-
PB&RN<5\]$O'Z^2K7QU-M8=W(912GFVN%S)#))B,@?IZVRJ>:#?:1LQLO-049DG_^R5!IS*(AN.3'QWS?
M,3!>Q7;C+!]OKOA,8;WX&5$>;^#L0V$PP/ND_LA%#_TBCCUF&<8ETG7#2-22-MYM9^ACY#+K0]F!Y_.6VH"++.<5L2$IA_>>"&?\Z$:F?
OZ_EHY5#S9GAH/_*#-M4*@\":1*$.+ZPB@1M5=B,"C0*,RF$)"(G:4G<_%I.QK@O+!-A+;X-=\H])>LW^]-MR&(^S)GG'6.CI66)QW4.
<07&3$C*9Q_DX()J0;'*78+-"%M.L-MKX+J$VPF]@NS09(8_M*A9Y7CZQ-SILH=BHG]*3D9F9OP"TA;+-^*'$Z")W]+-M#FI^()=+\'M&DB[.-#"O#-_^"
=UJ,H86_TA.%',-M>TZ#1>E(Q!NOP.XB'7)$-D:^PG5"_9N\-M*2?J/Y?DN4K-5=-H6R$45K,_/IE;*3$!V;+SLKHQ(X,;3R$82-^/(468.H.
MS%C_L',9GXIX+6#B2$O8*ID8?VP[AK'EC*8K/E7,LC#@=CEJW(3W\WU)_0]A;2+W5-MR757"^>Z?
V<@RX,P6SU[Z3G@[,=F9)AQ_'.."N3F*S]1R@KG%LDJG(?4_/V\?;Y]N[^\>J0[G^O:/F\>GVZ>?#WEY-M]OEY]ZLM!BW78M!
(9!2@FSPAN.R5:NXKU3TD_&\F.#%/\PIB9L/V6)L(3I0-M1#"LHZ4Z3BZPQ+D\69KS*=/"\4=!D!%O>'E/D->]SH0^Q$,P9,$CSE8+#(=J
MG63&="UE"7MYF42E5"-1UUS]ZRM%@3"+G61]"%,3+=L&PBQ)\!IH8X.DFWS?-M?_9@5&G>!"7O(NF#'T\]*^^^$7P%*@+C!/@]<'E\CK$]YH+
['D9DILY0']>:$,P(0,0!_Q00,+[1SR.(@0#IXSFS$E_O-3<-MZDU?)^AMHX$G1Z0QP80"P006$NE##%-D+6$,%\V?M'J#DT=R'?6.==SH#4\U-MJ"-E)
<2%NS*)U+#Z%"GC6V:+#;$@V\YYE3D78&T%IC.CE],>V1,4,[1_-M(8L7)LF9S":-@#N1.T-ZFPT;$KQ):G)NQV*DCD+(@OI1J2R+6<5(9TH'5PLT8T'
MNAWD_;=O5\G9#-_]IOB"TS2RKCB884F-0,*FX)0$-B^B0##I"^$MM=49L"-K-M-ZOQ*OOZ)O3Y6$O&'"4!/NJD%J6^!"ROQW&.1-@[%-F'?
9BJ3]E(8"E%VCA-MS!=(%-:-\OY<$Z8UI(/43BG)FB-X7]L%UG,Y3-%/3)-!I=PUC6[SX&>A+=-MH40X!4_'R&T$@XPKF9@8-2)&0-J0*0M<9+;TQ#
G11:7;CKQL6LWZT^S,EX\M:#(-^D-L!DOG)38:#!@5XE4MKRR&\HL!J8I"&2[;B9C6;@A%\)]_I/!JFXVN-M8BK-Q3Y\L^LM5B*&+-1)C?]0SB/%]+"
QP>JHRL3Y$,PEX,I$^H?"1?3(_I-M]BYG3AM+H+C"I/Z/]ANWN$"U<2IN%BV8[@^9,QVQ^\%#8MG="F,.W!,2*)?"
MV@'QEMJZEQR2X=*QCG>93O'RVDO.GEDPU!*(X6M\&%)6D%R5IF*H2@5!*(2-M4Y0)(3/'=5?:'+,5_/Z,C9%GE^+G>?:;,,D6:?_S=IYF.]?M:R_Q-%%;::2<
M1!)*?%!$$+>@I$;V)&2?XU]^-]MK,K+?/KL>J1JZZ;=9;6XL@OB1+N1?IR+-XNLF?/5I\7-+;ZI6_E>MII+[^;)'*5K34%<_:DVG@^K@+]X/
M__!V23,4_H$HSY_"$YTP"9^'V!R=JR4P;OF?PLQ>UZ5F<64.UJ_HG2VMI!G5-MK!#9I3/"@4'4-YSSYBCJ>5,\$!KZAG/;P>Q<@$./NUT_^4+%Q88:"W\/_+
P-MXKEI-J=CBGKZC)[[-RZPAR&+*Y9;!5DG*9A39N18!WQ*3955:.^?N5OGR9%LY-I=JI7!$-MW3+;K&US_U&W]-R0@A^Y-4KY#,,Q)2R"NR<.D+?
J)KVIH#HB;N96^@)#SS17-MN+W\NBSZ?E8RS)+@>]KL588&0%ZG'?;L;DK83)V!C"-M3E8L13;4=K78_#T;I!{(*Q$Q1OZ?$RZ(11"K>LJVJ8Q)I8*#\8
')F=6!-M5G4#J4:/^8$DGR>/E$;7M)JMG;M%';_K-!>H$9T#]H$NNAE5<"UT]&Z4OEM7-MS6KWU=N7=U7MUGD'"!85.*/,M=XN/2_IKEU9[:
MH6C^R8]XX=,6$>_3:3>Z9[%XE/U&JRTTE<)2$5LDRBVE+9NJ>@HM1N->+X=(-M2/I'_O\V2:O2L-
AQQF*UYA*M+O"3LJEY@ZYVZO%U(:4ASS4.Z^BX>E_B9-),-MHN7_-27R&!R&*_-8DBL,2*:,-[B28?A<*-"[)/$R5-MQX0RT,PS$5=_(7/P?
+=5J]RV7HJ<^#1I&W32!>5JN1XUM<-$PZ1D7L+2B!$'-MQZ#TW81E,;]C;#M,ILKWI:RL*56NEY^:-*8SI-OIFO6B@VU*HRMMW&+MC-A$
M/R8V$66,,VRR6\]6>(R*#4N0XW+L#_Z*H3+H.5U!8)/M14U:^W<>]I+,@FM-MJEBLVC?*X/V$,FS/O)X#_B!'-Z8L(,%'$"^$Q2[<>EZ0IGDRJ.OY8\VU^*
MT_TW6*9WC[OQ28*5=F77,#Z#]0"-^)U.XN%-FVVG&44\U'JH52]Y;++I!Q;-!-MV0VGL7MW!-_^;H<_.*V]/4[[",_F(YN!@@)_IT*\>_8AH5.F>"J#D:D;!F&
M#_;*;64''84_^>E-UDF1C;+L-LVVJ=EN(I;+MV6/C&R(`0-^HLU\S'^U/S'_1MCFUZ-T"]HA8K=%CC(;7=,T-M:R7V]B3T@+]?^(,+A/OCU;>U$JL-$\7X*-
\8>,NT2?>#GR&_M;"^:C>ZNMS2-M=S82*ZBM%*WB#,9S?>;]VO>4Z7>:?NCY9>PLD3(K,G:V%C3\DL(2Q:*\GHX]
MJX92Y$L6N'_]+$\T$S(_GIDA2$E0Y%8QS;FIEQT3/@I3{C)N&9Y-SA!6)$>K-MB7OBU,@*IUH#=$@MCF\UYC+ABC^'_PW>X1_%^5#JP5\:,FZN@Q-K8[-
[%&A-MXXYCPRF7P]M*?@\&-8=K7_=I#L9N=([77^0XO\AV;/[=_&K$4]V^U=]2Z.HM63']M4X;W)SB*NR6P@V^U=]NG_2N*MA7D78DV)AS2@?O5)1QO1FO"
JG5:"4DN8Y3CH\6L64052!09U>J$L0[_8VUW5&=*;8Q?G?L-T0-3+$$P1L7>U3_=<(NR='*Z=B-MAT#3_.>$^(C*(^6X=20V2*8>?;^P33/LX)LOP-Y]H
3]"9EI[2,.2*ZM$*Q^_M8Y3_T;PPZ&H!Q!T5MA1-QM=\'-=EF)AU4*WU==6B0Y9@'K,Y>W1KU8-MT>X0>\259]4583U^5LVO?
$CVKS@#MAM=RY15<^MCZ**\'C1%VIM=V3H"YT68N<9LM4]ZYBVUG4'1%^HU=[!-MT1G'E%]1P-M>>SY)2]^8TQV,_B%#K55T15+
[E@[2Y7WRJC>#7YA68%_P?OW";]PA(?H9<$O-MU-?I9<,OU(?JM18Y'/Q"!Z%EE9:<*BT5ODI&:]4E";COSI136&3_8N%.$-MU-M?&7/K);NUA-
NUK8<9P#'@9=8AV%JQ),.'0^(>-(Q&]VV(:OFS]@+M>:K&4].-MC-WVC'C2PV<(E!MU5FO!CRI#=7"N!)QZ]/(Y]!%$CGAP?]^V>-+!-M]#!-E[76SF4*-
>1)#7ER)+'<&O+D8+*J>";=T6I1"JNERZ9U%I-G=0_B^1[$-M:MV#N.Y!O#_Z*MB#._\;0D-LB.I#HFR&ZI,'-"&]VF$"J>,@6HX-LHB&;N-D-M>$/P(>('<;22
R-=)2A,D@!@TI:A'=WY+_S"-K_N!#![GNP)/+C_9XW9LPRS-M)V^%KOQ9#)[\:V+4&#E!Q@,+?>-EF/P\\D_N)>D3<,S))7??E9;T7_X(1Q\N-M>0Q>
(V[`F^4Y5*#\$2^^)H$.BC]]#^B@]FKHH!SC\BK[^]<-J&G-MA]93/+-ML9-:C@IB#!E+;$8!-
+0;P%+>TF\&,3DHN^8N0!#82P;B?!G=R=*UX6@^9,R,LZJY*9I-5]:TZI+,>L*]@C$;%)N_P0[:LBJ4&52*A^RP%T",7-MW6A4^>.QC^]'\X$;
[G6>!,=5KM\6^-?*\N_MW==E9G/&%KLASR<&ZPAO:9GO-M_R)5M'=%+W=^P'?%?[M9FS>2ME<-S;79$.S9/W4X-2J9"XM4>C"%^$V?6(-M[25R9C:-#
<:4$WY&_Y";^88W3WP1WCD\H.RQ'2KZPQ.O2#YP0(2-N"K9,5-M;.H&8HT>0QBD>0));W3;6E/1ZXR1]]]_KG!V?
$YDYA#\9H=#N=E]RV=I8E9U6]>I:>#<^5*T/PU>DY>UJ:6FAN?X*2D8HF-ME?!W-+EEE2P7#YM[Z/[GX$;&*
[*9++>C@Q8Z[Z]ZCZQ6S=\LV+>VPKMU,#*)]4M=[2*-MY;^=A2XLI[=-K>Z.J;>-H6!YAZQINFRVK5K7'6UOF_-6_6VV86L.?,$N**3?
[TQ4AE>ML8BH&^I]7JR)I5EEJN>,+PLA2)@O?OL[?-MCI5=ATA>*:NWS9[3L8_"5BNWMTU=!%]KD8/UMC4YP^HRV;K5,T6JLN24KM
M;5/'5XZAMXVAM!O=CFQVZEY2)}W:I@[$5+NUC:%8C:YIR:U.605'M>(K8$([-MTHL-KV)CKOAJA7=X%KMT_N!;0MJM,#MU$)I);]6'!W6C])JSWK-
1E*$B_5G:(J&2=9TBEJD7>44@IL;J55F'2NF8-3%JY7K;@.KZCB/7G@-M6U)8$:F-KM&25?,48XE'<@!>5F>UW0_$3Y/GJM59S5"U1E=33%EKE56=6J':
M:D>LW7;IK%9#-]70396555LDEJKZB:([+>NL5OGV-YOU9\KKQ"'Z_9GFNW35-M7?+FNN1I=9>\NDO>_NBK8)>\E?
WP*M,R33C4O(K&#CQLPI7T2.+JELW.^RAT-M"(CJZ8BW//,G-@/XT+/'GCHN:@/8?P2LQ1T0P1<\J](L$+O88HK8-MU;(98N9R*$/,2VG5A?
_&$YI;GR>_AG1WEX0#?YQ*MMAN9-$CO)CGP.,&'9A^-MR$-Y-Y)0R(I'_I"U:)=5$_N/T\ED\J%R2("GSM.&9GEIN1WHN)?3MJ\SC6D-M-QO.QKF.H%-
\C0^HR2'/.TA+N+EA#-",%:\H$V'5_R?#Q%)^;/[)9@K6G-MM8K-M0IC=@0,-SM:<]%(VZ$Z1(ZZ>X-E?P&OZ,Q5![85FC_-9/I^!N)]@#Q%,V7SK
MQW3MUA#HDLYY\^WRPH^PAL*)@S66PNF8^EP*=-[[9EM4$5&B5P<&C<'*_-LT&NQ*&J/-G)5TJDP;%RPEWPV>JW+98M\(@7)$&/88%-M]'8-7
M?.VZ?G,EX!?,7C;3-JS\=.1D^L?M#ER%T@CLHS)+)S-A@(-@Q]O;]-MD(MH(-*??/W!-$+V$"/C3Q4\&DKPQL@&T@$&"!CF0?#F0O%*9$,"?!*H*1S@
MP7X$\X\5%P\4P(M[@CMPQ6-M'C9CK2M8;*/VH)PY5NN1]\5((G2:E]$5A4@V-MS:,2T@I!)"__W-#48WB<@/@^DGE_]D3*X#O7_3=+=$"]D6TE$]6Q;|
=ZN-BZW]:F."KSMS7-M9;!L6>ZZ>XGKZ1\!GL\AGZ5N=LB7L7C#V&W8-L'HIQNW9+;VLXHGWMO5[6?-M-O-=C8B:>YON1>[5WH]
[$:!7MBQ35I6RP$(KE!Q4:1"&Y4E!//BZ-T.U3C/?-M14_"!MW2_GS;HCF]AF48;4LVS*JTB:VJ!U03Z2[J8#Q$?^&"R/.
[I1S/Q"ZMFAVW]OU_$,3,P3,227=3B?57.;=#B/Y4=,C/&3-MOR-!YC0]UU309\UV5Q6O-M9EG55+H;B7?4C%[L?=\/,V#J1?MD5R;?;GY&R
MLSA0)";#^8$4LHD=\!3B-%USMEZ1LGARRHDYW&DPET"Z,+PB6:5-:7%ZP(5^-M_(KXHS#T^RY-FLIX,/6/48^1$%7(F-M:PN^8C86&?&,O;_3]*8$4+
X-WA%H01E12?=*-IX/H72]7!_)?P7#*Y4:Q!W>P1ZZF-M(8@0%BQFYNNMQ'FZO[WN]NGV_N/K1*;Z=E'4$22-MX/*63!>KI;O?Q_&N!DG=7AI93A:?
T6KEH';1B*//4FDY\]]9A{C14ED"O?%-MEH;8^!Z,-M7V;WA_-LCN60HFK!DH#T'O/^P'$S(_CR690;..D@&>;[C-S7V3J/CY^74>-R-MVE.
(]MXW<1X43;/%E4V1S'G-:IH%D]27IH-K34/IE)3OKEEZ/:AW'Y1J])+--MOS)BUSG.G.]U2?<;A,I/<5G6I,(7R8*OQ-G)9K-^)&7<>P,35-\7A/1=.
[_75&=5K8G;W-M=-(ZX(0F/"?\V3_*!I,K:N-KFZU94VI2FYU"4DG-<>'<+,<8A^<8#4&S5+G=-ML6].J3FF\AQC'IYC="K)-D'+M*O2M:3FF9IGEO-,^_
\@Y"3LF%ILMG:.=>^-M6E5OQ^&-_4"H2GAMKDNV42;R>?3YL:S#\XK9Z)]**1OFSOU$*ECW59.8M:95
MQ'N0&.9X&I9L=*I2^%236)DDUFD=GL0(N.C23=E2:CEVDD2F')(.E638Z6&-M^#L5-RH>]JN:;<-[ZQ!R'D'WC%:**"5EB9;NP,.%-
K/0]=NUH2Y@C#7H.*\-M!V$2/HXB:YWJ]U.LR?*=R/+P1XN&BEA^FJ++BE56\7!-F$=/F(<_P3,T[FFI-MLMK:&61RIX1Y3MEB=VE!3=GH8O7)!
[R_SN,Z;_B2!25P^$-I0V]T=4-NM;J"-M:U*C-I5*88<_PC6,1M=LR[IR0GE"-86E%';X@T_#!$/6Z,B669896Y-8I4CL-M\->?!AY\@@O?:E=%3]99*&>2A?
*A&&A0:^$$-X09P&^'8!H$13)D0UT$7IE(Q459GH]2'6!OQSN&/5TVUT>W(NK4(O5FU$ZSZ:/6]J/+P
M9ZLFMH=HR8I2%H9]39;'3Y:'/^TQL02Q9626B_/ZM3D-YH?OK!)3Z9&U6]A_^]-8T&]UV1^ZTZV;/TR2QPY_>-MFFT@L;9LM$ZQHUA-
8HIR^+)5TP(+5K=DS2@K$%736+5H[/GGB96K>J:W%;]-MT]6^3D(YDR248JQR^"+5=@LTOB6W]*JD/K;:B'<.?YS:QN-4\S.
MTARR^CCU^.GR\,>I;41-552Y4QIF:DV7QT^7AS_J:9N-KMYIR69IU<8U71X_-M71[^?*B-U7WMC@RRN_)T65+(M2)6\9IN6?
F]A>N4E!.ZOTY)I0_:9O2!>OC#-MW+:%2.]JK';JG)33I+'#':^:V.XUN6VW+[1H7Y41I[/"GH!9!]5IM0S9*PT2M-MJ;O:5';X@U!+
>]);A'R;E5D69V84B>FY##+X8]T+15,2Z,CMZRJ=!ZHCW3+-MI;'#'^E:>*3;,F6S4Z<-G":-'?[HT]))Z6N&W-J]<*.FLDI2V>$/,BVC:I*L
MSD[9\,B##_PSV,Z2XT][(\;//W8XYZK<\A3N$U0*TIR.A*F-I83(L;+:]M>U-M77*JQ$Z;?*#-2LW:-6N7P]H5,%#-R-HM39=UI>3N)C5KUZQ]OJQ=-;\-<87E
MCM*2S=U;7=>L7;-VS=JBP-CA61M+G&5-M^16:;D7AV)M*A5\BFQX59>F@HOM-M>E.;YO+OGQSWI?OO\$\\@;$=/+L>C20)#+B>P[SHLV8"M[\
[_:A(/U_]0(J&-M#/X?,$89>!Y<(XWAQF$H,1B?(SVR2<3&/19(6DN6U):JTX7PBR9+-:<:^-GW-MGSUXLR.Y'CTR8!,?ULY[EB8P-M^!#T9V!-
I'/GY"E./UF>3W8&5IU4(IA)_A-MP.4/FS!M3$O;"[I?>#E*'Q(EOZ.15?3(-!^2-2'F0B.#@)TZYVFLB-T))CH-M"
>#FUQHA'JY(U1@A"VSN2C6XA$BKX03!A^^L-%;.Y%S)"@6!0B*#GRVVVEU
M^CU+Z^E*SO2>U:.9I2@MP^ZQMF):3/V';C:6RQA%U*DS$]@IT_^)2*ZNW^Z-MD73I0A);=3<%QG+
[\]'I9;OQPW[#K;CT'/@DF#+GFVOWW)$;N2R\=L/^R_^G-M_7N")WT9^?T_T^U1^?;#^C+G,A*?X7L8;.4$WA3!TQK=RZNK^Y]W3X_2C\O_-MO?
SR[4:ZO+N6X,.'GS?7TLW_^W%S]WCS&&^Q&'MW=BL+S>NQ/V3.=,3N\'YO,-M\F_R9F<-C^-?Y\CIW098-A'H);BQ9-F?#6(NVV^'A+[-6$>V""TMK;0-@-_
M-/)?44U\H$_|*;S?"3]^CC>'-'5B37"S-*8SLBA@:62;Y]NSQ>;4:T9D-MP6%FE5^]L6@-%ICAFK]"HU](V**48F-R9AU.JY-GG\-7I#08S0XK>F:[U$4[

ML"X.!T&XK"Z5.GN_NE&LBH!ZW&(Z5^L@1J;C\(D%'4-=M_(#_$L:1%5P3 Y M(P"M,.WCY(?UQ^^WDC?,^Y?/SYS4-&Y""> MB.? GO%4]!DR'O|>0#I(|C89^X$8<[LGN|U$-H)1ZGKH.&19HA(P)BR,67K-2 M#_%&(H[T,7()A@3Q.=_.!*0H'NPJS]PH4$0YY0][ZJS|=H:J1$(P-QB, M(Q%QQ./O0:6/H%6$I-52)QP0@%W\XC?2>F!28=QJ],8O$8*SQZ)7QF(D/'@* M6HSN!-5F[/?S:7(;"N5[4_HZ#3C86#0S&U",ID'=<-@SLB4PO-+$? GNCM7*] MR31*(5;2I?)(\/*9^E_MIKYPIOOP"N24/G$]YP@.UX+_<.1)Q7P-GV78>C_*8Q/_;P&D8\T.S/A>U=@"_M=:,M"('51W:P1+#*TK]FGC& [:9G;W=1>DQ(-4!$3!2M/\OQ(O%WF,@:!]BY M;I+@34"A0A-/?ICR MR9D23P/OYUF$&:XGSH! 2>.7?'$6^?]GD&3TLL",D4 MM@#XA;/."N@CDZE@(/1'0(#NX(V"O%[?19@(@3YE/E^VF003>+A73Z@#ZW1X1{GW(FH'>M>]Y0F##] M?TZ=9PZ>Z_% M3T8L'XTM[\QNNL&1A#]#1?#E9.1W>>O0[0RUYM_1J*UC@Y# M_1HE!IF/1XB;CJ84L;BD9AA:4$?./O<#PL=S!2\@'!UPP;,=\L,.!XT';M-Z MZ;* (LY*9!R7C(_FW(&?,0Q#"@DU!I+_!!L'+P2_GHD;(=/*DQA.$V,,#%A>Q-M L6,,*P?/$*6>L-*/A'H"0BL]HECN$&=Z-'/H79"!193N8\S2((8L_8#^-SA#--5&? L>>Y-CMH'59O-8-M-@S$;WM^-(2UH*_Y^DT)5Q#9'5?Y[_0DEV,TP_>9%8_7$@WDOA\$?H_P.H5#-M-P[0,YUDA7 ;GSM?.AE'Y,)(4J.^.(R@LW+-M#/6-E@UXX4(L'VQCQ+B>IIFAPR&%T\G$#VB$CM\G-4XO;$K@*S,Z"]FS(U]0-M#-R!42)UI-LI1QX<),Y!?]L?H.7"S]YPNS"$%_"C%""0E.&RUE(-/+QZ9=56 M#3Q<-P^_0X1R/?!P''_KANO,'S)G.F+W@R2\>$GFVZ7G?$>N-M^_<'"#NO0>&-M'_+]WW6EC6<+P7]&BJF:EY145=-/A=/M9CI-4I:>2>!)7U\RG6@(=C+J$-M1$O"CN:7OWN?(X<1(D,3.ZG;9H,LY^W;V?8/0>&M';K2FM:O9;5AK5WZ" M;E/TA=N.A3/7(1-12_@TJ^_XO*=\ D6T#ESN50&BFX4]$ALKC7WP.4S)K(;D-M*Y5_I6>4ZL1$-=V?T\06S5IZQ:\$Q0B>$/T\|^74HM|L1U54*_^KPJU=NXK1-MZ5:MWRPNJD?]9G?? 5/6:KMXNP()RG6VV-M95VEY=%,TX%S"7V+YS9EHHB4UM"RT24@Q39?WR*/U3P8;T-#,!-MO@SG'W)S8+>"'+7UN-&-/5DNV2NL8=?Z*K&,T42:&:R3#= <[-<+W6C:'+1DX>-M>=48[M2EV6<^HW,2!O;ITM(TZ9"WQ2;)@,,,.W=3U]E)4#G3:K1O-E-OFP=W/ MJ]/+BMBDN6QRV%&Y/YNHK1O5DMN]LOH)"%&>.?*@.ID/-P6^(]7#RP<2^]8-M/ZY9-@3Z_WF46:2UH,??P_W@S%F@T7XL!L&*/%S\]DX$Y#_8 TZ"LN0.)=O'-MB#U.,/[.0^R1A%/F%_-\X9X^L\-H/O$/D]"DH1>((#R?_R-ME%MXV=^8C_6#&*+FF14A1LVPZ(+G342Q+/E,#.7U7X!Y[3$^'$<'.V[$HQH| MYN!@X!T'W291$1{6C^*UZ1W+;YTE124)?$O9$R*#@)??R&+T+V8V\6W-QR)) M1=V:/;1C@KTH"%D-A"$Y(S4C,:\)='6TU;SWCK:;:;|U;F 68LO@$L&A=.(V-MTHV#41Z-Q4H0)S]Y?TV\D"_TU"&?7D\Q.VK1B(_643JF7DYP15-,L]BPPO6?-MFWI)$1]-L3[KOGRP#:/0L'24W_89)ID131%-ET-0E MQ-SA:.TL&&6]D.[!H95SD<2AGKYU+4?6M9Z:>_OZ\;RS=0RB-N=&X@>%$8Y ML$=]/AZ8*E=8A':UU8V(ZX6KSD$.P10%?"OAN\V)W-WNQLXZD3%^0@BYKHW6C-M]TRYHQ[LLZY#3@4)U*("55_P9^;27") OPSA#,\5H2:F[2BK4T9(@I(§/:H$-MM4XA03L@0:V>W-965022H)Z)V.J:..29S"U:/-M=49ABW>YW6G+G4Y9CIB:N5LN23:4<4;A8-YV1\D9"T#2X(C20#N%-.@(::#+-M;9.D01.E@5:V-.@*:4 ^5]ZQJN1CW8T.UPWU*4ECY3{6:HX,(Z_*,<\H_11G-ME/"QZ]"Q=LG'VGC94,(99:7%&472X+32P#B!-+"$CU779:U3UNAAD@95D@9&-MV=) $1)@=>!7CL8Z*P)?:.;5;_^/75%4V<$<^0Z+$P:E-J9-MVF.7?^NSP:QW*:]W_2?S!RR4;C,/$>W?85?SCO"9VMEYC7(RO!@[JB?%LPOS MCS:5'XO!NJ(G=C-&\MMG/G81?J1)YWDTX:K9ID;7M-\NVF5]J)-WH|#'F7-M^85I>CO-%,PG@5+1-M?NDF[Q/^KQ?P#EH5O3I=<1\6-O+MDFOW0R*#+>('L4?-MQQ,@!=%4'^LWP@"'VN-WQ-L3\0=\-F'A0H^B>@B;/V;C2P1;C&9-5$,(I]!?3:S0LS4R-X=6AA$-M)N:3"5'$.R" (L1LA&V+K_KP>"'I6WLP',63$S4,Z\BP[6R8K,1EVBG#]9+X1-M+GRGJ3:XMDQGB9V@DF*HVO)(-WFTPD/O7#X-L:ABU455-*[^5A",=J-XV*7 MZ:IXH1@A_LSFIW*A;"=STSSAN0@")8GST5SB%!@';^D%4[-V#CDN:U%&P46=-M8DUFP35MG'A=U](ZK1L_6-&:]_@@(UOYD9:(9F"-F9B>BYUJ2QM5^H\?+$U5-MWTC?IF.0_7S>8G:TVNU\#.E]+\^VN#!'040'#;5-N-'$&:2I4@?9D?6M\4A-M0M^FDXG'_T;POK-C^\P-Q E4PNA!)6/+8FB$2S+"913'D^ZZ>OGYVWH.S@"?V:.8]V^-H!'+]6S7;/M'JO8=W)KY]!FU"UURC5_M,#*EJ__912/>;;Z+GT 42:I[:Q_.OO8%S$\=SZK*1"T,DDD /\^5=V6YNG.-MY>&"WIK5P[B6*W2WC);*ON,@=%;F\'&CVL/'<417L7DY\]Z#F1'PM[[S*Q-> MX.$69XAR!7D^I'NU:YC57>T:9G57NX:]>__UXS]O'S[^_U^<[G%,W/>5)>Y-MW$"P;H#-SCSO1>*.13&X>#Y4+S.U+!W:)Z86-A(>L9&>O=P=#Z@\$,-_@*-MASRY_/&V@Q-:9_979L#=T@@_P7S)H]B-NUJF:!AL-H*9*T](-G;MD2VI4<-MT_R-!!QQ8*,5?-6&,Q!I:/.1=9-I"'A,)ATZ-3>F9Q;RTD3)_!=%TD@P[89Y M=Y5GDEI?IGP:<>(7X!>B&3+Q?GCU(8_8L9[1W+%/)UFZ<_@,,-P^V#G#\-M*+!H/X+E".2&!"Z;3,5@=Z18-W2NQ.A&W/7WY%FO4'O5VF\RG_%/U# <_8]&-M'<;HL\471D#D"PQUEZ/76B/R.8/HJH_ZIV;.

56#0B6QBP>!8XBO>7/\7D#'1!H MC#\<:]D /N)6/$U?V#_!1W_+B](R]P%'^-+Q*K$+IAS9<,Q;3^RA>>+!)W& M46R+FK;T-"Y3*X7E-[BR=\F^REI;"J?=5R=+SR-W,$K/@X@_!A0W6"B>)), MRP1Q,-Q]1&#HY8?%(ITO_D"7DCG1OQ94Q^]^;"ZK]]^CV3I'?]Y#S_1 M7,DN-;$%{}>"=HM-J;]^/G#0MR.MGYD1LOC>5]0RWP8V?X7 MP<,B:>4K/F]KCY'V_+#NM&[PJQ7S%,%8>.M6!;:>;/%*F^^QV[K1/F$:NO@PZ05$#2\LD(M#I%=-B&"GS/9J)L9//R-_M+!C5N^^*7 .BEE,6CTD.1BY[2FRAM-+9GDQ N/"ZINRUZ?E.9N6<(S>=%FE) M.F"\+R=;>1LO/$7<($LNEL>_R/"M'4O/P=2#M>-I'TWYE' Pl-)LI+CDJG@G2)R9$CH1,:5*UTX:@(!7YVI\^HA>%3\L[9M8&" M4Y%'J@ESS*5P6L"U,PW3@O.$-T"W8\Q)0).#^L7/TCK+&6X1JJ[/GQ)%Z;?B M7>*&S!O/J9O${RREYYU!X#L)(!*/(J0%(.M9#B>P<#E-M=_+#@W;CGNZO\)?V7 M8.''L=$M**<)TY4H-[VP041KQ:2 4-'4]A30MP+.GWFO@B]#+BZC+W-H[Y71MH7=:-[VNW&L?[!RJCE)!Y%4D]_>XY-5MW5B6W%,;Y*P@\BJ0'WI/5D-MTZB*4DC4539U;4D@/"YY]4!XZ7(WIP56 T;$:HIF5ES%O'6 MG)O#-$8;F]D?/%2Y.E%V(]@BVN01"$IMW71STK>)HD!4">G)ZUU8QQNCQ] M592>MFB,1R H'014Y^"@#"77E.QZ3/K;'>)\3&I[DH9TRR.U#BB]JS^,[>>T M3,(I*_994=/,,,#RMV0-.P*5.3GM($S7P&- !%VRF[0T@C9;-U9/[NAE.4J) MH"^=H,]+SQWNFNV91,]$S^=T!9=&T!C),F3C<$7_S 2],-MQ/D=N>6I \%?:+Q-'>3^ MMB',&24Y>8JA*5U,MEB=_#V;8O+3XKR9Q"QHSV^Q^V $@"FS]I:5;N1G&DJ3 MZ=(N)3Y66 >M3Z;1SV:9=E/P+"[ZH?,_NO"*L(.KVWOV7Z)T*S)VBQ@L"P! M?AW,=IUO/1P>#6#"I@*)%(@AJ==\LJZ8^?XWNS)KD4!] ZG]PW:,J7!N\AE+ ME*ISAQ+?CZ,_O;9S)>C).#B/)JLYZ%R3KE)S92Y=M_UQ"!EG' UYN.MQ11HG-OXXJ;SZL+@R8W2P5K,!T4A>9IG M/T"H.$0D.TPEP;(AC 8>P*>8/X/%!%C^S9#@@+@I+.?A* MU^T5!RV+:5I)_$(Q;Y@O?3 0HW!Q]WW;XI,LHQ%C. CZ(7G!/$&/SU1DL308 MX8S2]"%;5YQ.YF/V8)0. TQN=7; U0S846::(##/#$U<&\H^B=5QW";N/HJ2 M@9,#G*DJ0/"2SCK,@U46I$##&?#XX2':$]O.(X? ^R8UQ+.8X %KSW+] ST&E MTI?\(!;:)4[N!OC9$I]L*:9LKT/-LPL7]W&:H(_\4Z:,OC>V_\'UBV.D, M6UQTR#A'/%T2Y.=-@.5V!-\B.3V"G0BV 37AY*YX#Y[Y3TLYR,4L<7) P3 M,DSA -."+S2/WF1<\M4$B-GG"XOAT&./+GX!-/,OQMDY>1IZ&),WEX^)5.#!07'+\?3/])VWZ2MW,Y<&<><<&V:]4.9D. M;3_:KA^!<&1A#+\!9?Q[ZH;)(,:$D(0HB7V8>6X,4F((.!5K'[@AR'V,NJ"$3\0Y+)%+ M,3$6>IAL H2..PI 0G%YL[-LJ9D(?TC.QH6]I>?8R]YTQ>?>'D-:S)3+W^9GM[6>VHV.EPX=FZZ9K:LJZIIL)W_$=%MK&CB*EK&U'T6C=FQU#610%GXF/14WSK M.-R*QRG58Y NZNLG[=_-QXP5#8 L:8D9F)# M3 'J M%J$QDQ;OQ0O>,I\-W>(BHP>DHF^3&<4%O;J%@DM:?J>-H\Z4=1URUPCX#);+ M^;M+1_*>0%J%@PJ2OV?FX%':X5F:.O3^$@I934Q0E]#H8^KL!6V8#0?3Y\% M:$0T)9AZ#BJ:7#]V0@14+ZG(&FVA9(BHU M2=4DY-O^'OGIB.\,(CF]X*8SZCYV0)(?%[V.C&9'?T"Z.D18!-"%_1,=^"" MP9N<1[QX\JOHU6G $A@@D=B=O)Y23O31U*+@]RQ!3>+&<&?>P/9"AJ.AG3._"#"/G\0:JO'9&LY)<.%"XU0ZH6M"O9Q@#A(!?@ M UP*3P:W0H1EQ(^>K/6.Z_LG+CF4;M%.$\&8A>4+]<[=$>LWLG"LZ^?,'VSTCL.SY]Y8D MS)[FJB+^!$0Y ?4&UI)'!7^^(L]Q:?/G:8N.,,,1:]96OF1KUN3$P_- MT!/"^2MSIH*T;F'SK_[C!TO3VF\^?KWEOZEO?N9B)G(??2Z^X63Q[&>P3T%J M/:8"> ^8/2A[^]1:!&7 M7E+-GX!.0_2FHM3QN&N(.V3'KN^.IV,.[?3%=[,K M;S\]S); LQ+@*A'3Z#, +_? \ICNC&"DA%9@CYG7_X0'G1L)T<*HXL>Z.#%!' , ^81<\; -?C0-XXL=NL$493D+'U_P .4G M*8R8@

M)Y,$NC0)I"K=<_1DI=/N FG-5*@S\(V'F;#8Y;ZCY!]]?^_DM(N*+N%0T+#G:-XB[MZ@0'B=9J16N6 MT]MO[7C3]'FY06B20)=F@3J*%O&G%19 A&MU8K6=$6OKV;5\-/N'/EP53CQ MJ'L%)5[5,#S8IKRK*J&CV:2F]6I+:@T/1*O&I_.K36]-/N OLT<1OU=6SW/9:6 M5\./=$UC.WQT_2LL$==Y+XL3+UC#!?^YZ=]B9?C:I:>(ND)I=ZU:*2FZOL/\ M^/H*/RE[>Z:B[;"_=17YFF*=HR+?VFG)"\!4E9Z!T$O;'T2VQZ0) [WX@2RO= M#R0WDFS)#_RK7VYO[Z6AZ]O^P+4]:,_('7;@SX&^Q ZY]3N'R8P>63 M@$MT-G2W;@#*7O"L2&N9+;G:T)0N]I%8)>EGUXE'B0#*WB@DX75[?HO=CP)O M&J^_)2-_9?HGP0,T* M*Y!42S!+-(&@L'G-XYV_'],&+2,// @,"1(7%-R0RBQ#& MTB#M$'%"+_KP0!V2U[TB8]"0$ ^!-(!%Q1_T4*)@P1#4*V2,>#"#^11A> 9^[M@1.ECV;.K&F,>.5,X(1 'ZC%>?8D8M?!+V\<-YIX]LNUZ_,M\)O>+,(XIT4. MA['X>LZQ2EMP;>+Z3]ZU1/,;M:H2>M_URW M#%H3K:F*:[(V<\N6X-M&\[:WJP?X M;VP2LW$?C#:]+4M:6S-V<=1OW?ME .\?4Z#: G K2+&U@,$]"W%1TMW(]A]9 M>4!H"(D0?Y4)/)V8;)G)FM4_(G_[F1Z'G][VO6@EA%!DXWOQ1O5"#/D!KM*B M3Z4 \ER-0&EE% [JRDNH4:Y$-_^NX?TEL[<,R\4MM4=;6GTZ$6>O8]-M"\BC_SD!N!>C;+>]HH=5=:-HG,?"3LGPLXY$%,%J4]);Y>1^*9U9*MP1G0% M\P :BAU3[FJ4^E91{)PCMZD*9P-1QO9 @6Q:#K)6XPG')459*/6M M,O1{J6\+U9NF;'0I4:I)D0ZU6Z)PP>M*BC^;G01 U'9 -:VS%DK4T"HD$H MJ;7E3N'R$1)HA3%JJ97"9A5D_D7DOOOWK>F2J,JHH=V2RL M:E<0.93F1FEN6T*)=0VIRJI9=G^8)H7):XK6KMSKE9V_V"2TUA&GE/!6U82W MNA*4+ALJ28G&X575Y';A9O67A-%!_] MZM/;@!TI%2Y+&-7+4*KVZBJ\-%H=I<516ES!YO?[ZE U4Y/JB1VM1RD<%<7. M.9KT54$?)V8R6YB$RO. M\D8%777CL*R(@V!4 Y/ZHDCAL)PK(H7&D.)AF1BG)80ZZ>Y$B<6%TF&]SD@H M-884U%Y1\X](H:&D4-@1<.D'%+?_7L9Q_,=Q MEL@? >.V"=>@.=ECT?_ZGA/_2Y9T!;/Q-&:V#S0XG'HK\$I7-;;# M1]=/R5O5X!W)1TC3O92K7=^!AU[K'1 S)R=.L.\P<*:#6 K9$_.G+-H 8L:T MKF8<<2W'P>^.+P_9V(8/'8"$9\?N$_->I""\)L'_?E057>J[GN<&OC0,0BD> M,?A_R)@TA@>/(HD!(AWI&YO$;-QGH:2W94EK:X9D^X[TCZG/9I\HTJ_!,P [ME/$I(.9>{0BNDD!$LM!f ;J2.C)@AN=$4M+Ul_Q_\>#_Q= MPL*[AAFJ33*KWIE2]KXM-:\9P%MPSI;/:]6 01KUE MBFPV-RVK0TK2)=F@0RE1I/X"1:JQ6MZ8I.G0@KBIQ+G?9:9HNFRENH&WLT%=EQ MTX1IWA:K3<5P<%M%"_JKTXJ#:*U.M&:I2KMH7\7JT-I.!W=]&_*\ZNQNIE{' M+9) M91 74M1BYJIU9% 1&MUHC7+5#1J/U=1Y+RR+N^T*S6(VJNX9,EMZ;9M MIP>TO*@<_I[_'?UKVOFC*0*+?QE&LHUI[9?I6FW(L]O6F;_)E&"Y^U MQN-STIWA%SL251Z?!L.#JCS.G6-/]J/15$E!E11USO=3E1I/MR52JQ>I[=L] MQ@*D5D17KZ%&7CAP7P9FJJ!XDQ2Z."FT; [OZ"D@A(K4ZD9JF=,Z1L4\'WBX! M)%V[O,1:JJ.@.HHZ9ON]4I4B[%J=1#\BLYJ1F59+,MOIK*9\TFKODJHG+EOX MM)6N6D? A0V16)S#3JJ!"N*FU>]>6+UHPHG'55.4 9:TS/8VHK:Q/1S(EPB MW%H2;A'G=[,R+__C!TM3M3>50FD5E! 2AB0,=Q"&G3T;@59:&!+A-IUP-<7< M,^>ATH1[L:?XJZY!Y8\75CSQRV_EC,:H7-(\W7_9]U/1!"7VU2VQ3U]=7A(I2:!+DT"&HE/)1'7PT6A:TQ6MOH.]&G[: MG0,Q53CQJ&R"RB9JF>O7J7.R'I%:K6BMJQA%SX?JT-I.!W>-.$TMI_.1)H,9+ M(S01BW:GKHX$(EJK$ZUI6O$IB=6AM:.? =NH%U@M2%06EL34]C4WM*7K1<8IU MR&,CRFTZY6IMI=?$U.$B#N^&96!2 B953Y ,+"@#F]C%GRBW\92K*RJ=WD1Z MO8NG;37X]#YU^83C/IVGAN(^#)SI('8#7[H+HCBIIPC8C!A*751',7=8U9M) M$+FXI.N0>7;L/K$W2&-7.K][&81VQ/ !Z..:4S"')Y6"T/VUOY]*02AAL68) MBX:BU[?',Y%*FU>]>6+UHPHG'55.4 9:TS/8VHK:Q/1S(EPB MW%H2;A'G=[,R+__C!TM3M3>50FD5E! 2AB0,=Q"&G3T;@59:&!+A-IUP-<7< 7K0*DUO#S[E+'15$I")6"U#%AT52,HK*T.OF*1&IU(K4]AK57 MA]1V.K;KFQJK%NTDT93T6))"%R:%3$6C8I#JH*/)I-8IGM=4'5)K^('W2BO0 M*;,IAQW5@E!.7M-S\@REMV?42XS2?E_9)&01@#,2/ 8+E8()"V%'_J/$OD^8 M#Y_8OB..72>*0V;+/<[Z?B H<:1KAIS'ZK)APVS,/X\8@,OV!TR* [>\L4M;21K(70U.Z6%:SBH%GUXE'"3-D;Q1<>=V> MWV+W@=6G\?I,,HP^ -BP\/0\S;E(UY^W>H&_I?4,UF-&W^C:S';5MVGW653L6T_Y4VZV;!Q3'4C"4 M[N"-R'_>VW?'$4B[$A?4AYYK26$!>FK=\H7OCNN^F'$I&'@><$S%S@P^'K.G4I;<&@2#DC>G'RMP%>O5S_74<#G?]56U-S/USV]HYA=K="3 MUG^N6P:MB=94Q359F[EE2T:NHSG66]DLQZH2BL9I3(EA3&_UOH!#C"TC(NJRE8^.GIX+]CE1[5D_55NLEF7]=9^'G>4QV<>JK-M327?0 =AXSXH(7I;EK2V9I2R]VUUWLT WC^FP&(%X%:0O6H!@WL6XJ*DNY'M M/[+R@-_0$B'^*A-X.C'9,I=PD3C+S,S^WUB9E_0%45.MKX7=YS2$[_5-UQ0 M53E65Y;#Y12MC%96ZLI*2FBMB#C,9_S?\B,HU!VHSB7L]M&1NYUS%$M3PX0+ MI#:M(W?^__:^_+MMY$CX7\&;./OD/ C"Q4M.9I|&MF>=G;&]MI/= [Z>\)M 4 M$8, @T,R\]=_5=6-@Y<(4I0(DCTOF9%$HM%==U778:H>06U%SR$PTX9\$B6(MSDP0N::K]YWCG5]OJ.V8J,T:6'K/WC&-KP74=NIJ;] <*B:/7>Z<5Q5M]%>MM0%.L]38LG1[Z]GUJA#\Y; _:VXH=-:!84<6*AL==L.N41&TK=C[Z MZ6YKVBGLO!!V#L$V;9"J+W15- E\/^0'.O&O+!O#D]&=KF4)K#.-DXR*"W2] MBIDFL<=3+*C9R0(_7D]ST-7=70=UJ3C LV/'U=WN(?KD*^PTP,XA@K5MT!>* M,C921F^@]_I*K+85/2:@I[OC8%6%GF?WD@XQ';H-@O4<@M]?R_ISM+MKQ>E4 MCGYF\>]^3[>[A^@OK>(!3>+?IJ4/K&V%D4+/2P7 K3/L4ZO(8J-Q-[!TLZ^" MK"U%C]7OZ[:K=%Y+T=-10?#3K9=X]V,;RIXZ9Q;FIA]Q0<&)H\;2'?=XQV.> M.'(NG"VR3$XE#*/(8B//.GK/4?'3MF)'I[@G4-'T-.- K=>^"+)X>IIW.G_YT MB$CO05,NWF*K4R^0618^GX:\2KA@DQAV^N_=;=$C=K%L1Q_8*J^VM>BQ='.P MK46JT/-2RNU,XQ.*,AJ8/9:E]SM*LK840:V.JW&V3K M.<1^OV'6,_/0WH#%SIMENJ19'[\2K(&-;4=/3^[V>0DX]D7,QZ*L(L"*+I1Q- M4^\YBFE;BIVNJ9M*I+85.Q?NX/Q$ZCGD-O_*(YZP4&8V3X(H2+.$AF6=;7^/ M#E:CJWA,6[$ST*VM;W$5=EY,2ZCL9D452V&,GJ/W5/IL:]%C=O5.1Y6,M!0] MW4-@I@V"]1PBW)^PP\>>6NH=KW-IZY;JY]%6Y%BZN_7]IT+.."R"/41":QN4 M@R*-C7QK@;>L&+>EV.GH]M9E:PHY+\8ZY]HF:4\1;X%FI^7&]IEK-1M*=V@"![0[?;B88V!W=W36LW'@BX2&" (XIVSX%V^_:V%^?'0+O;!/:> M0,?M0^E__*%O6_:;5]&T#=:)DH=*'C8()O8ZCM[=NB'?,4A$1;VG3KV6WNG8 M.S3Z/ :J/5M]OG5:X^FK\M.ZW%L]^?XK# [F7<5^[Q=H5[>*5-N6]HPH'4, '^3#D6G&<1P"T-4UP;O=L=R<(VOT=W<55LL;?HY-Z_^=1>#_O? M78NWIG:W3[2>0P[R;YRE?',6Q),3>UIW*UMW".R9%WCB,NF%:D=%ZF9V_;. M:@^I;>,5':'OY&WP<)04.CLIY!QOCKLBM6,B-9=WKMKI&I\&^WDSC-,!6.=<)#ZF]PT&&"X=_M>GH1B.!PXP(XD:0]V2.(GDG-@6FH9L MQHU*7&XI;BY4:QU%%:LX5HW\;2UN MNDJ:MA0W%ZYS? N+T'!K)_\]PLA=VJVL9=K&)K"YV?67<'L9\X;ES#5'W*6HJ;"WN+$7&G M(DY/*^5V]8F_'S"=:QGXL%_:>N'-I&[U#U+$KQ[^1K;UU MR:;"S8O9VKWS"\HHLMC,LI8:Q[%:W'15 [F6XN;"ZIR?.#V'&+<:EKHF ZQK M."H?O;W(4;F3;47.A7U^81E%%0U8]B!5)(IEFR#'-3]'R'A6R&F"G'.=/'T. ML>YSGXZZ6YUM!6//M2MIQA;1M4 M4KAY*7G:VR)P<2KB]!PZ$ZGJ[$M2:-=FALK;?W[<#%4DNZ6XN=@BI>14@C'"*.M*C9S;%_E"+<4- [9J*M9:W%Q86X0O3D6<[BFFW?@VTT%S2\1LIK3HH+P\I$F[M*)HI;^MXR>ZK K/7*]K#KFV[C1^>CFT+]@>C T5D%)5BLN M45S2F$QZ.]ZE'CV7* (M&633/&XCR@W0:LMEU%$=\/=&J;[7G6PJA)_8M0NA5 MQD ;%6V=X5_%MRLU M.,N?_J3A/_2^[L9- #_SQ.-1ID5QIDTXBT"]C/*P(1@+A72)%NRUU2]4=1#Y ML.;U)?YEWZ#N&!L'!-KK6YK;1K]A2_,7Q\4","UCX"+T/N6)-BG;QK,TY5F] MT:&X-DT"0 CL0\MB+88OOOVK]@M+@ZBXI8BCU-_^7+0'#O]+.'Z-__#"W(B#* >C]Z MN2+D&I.#.RT-9MAMDVD.I:G&A,Z_]1\[F7T*"V(<|>. (_HY=DXX5R; %3&J<:!8GSM M*Y]F?#*$QQU3UVS3=BE]Z]]YQ(7-/?=G?%EW^65!M.)E0-?-WE7^>>>Z%C M&$ M(P8+],]T]T_^E=FUI:A9,RG/F'=F7MA$I)UI2.+AZNV5V/0UJ_M"0GXE>5V MC3[P1!@BX8X [XW)21>T_JRNT:WR1)(>K6GD4)J.W+^J,'C #'^KSRX9R$* M4A FP"B2*@WMV[@Z W+(FG/]^%E&-Y?XCL=7U;4'EFH3%D3 ^7X"PBW2AK/:MQBZ"U\"47L@FQ*]T9,(GW!<5]\"VR?=Z(6RN$!DZ/ 6//8!<232T"N(4-D/5 M09+!<;LOC@#[XDOGH?ASD2@UQN3H (@,&ZL#!N-^-1V6$+]Q"#(_989,%$ MEONO7L:HZ\CV,,"C1- V0IBU+$K5KNBN(NHG8*FEZ8!F]759PENBZMS>Z)DJM MJ2EX2FH+4#CXVS[$!H\G6TT0G$26/E$L*)=9LIKB#MLL)YJC6[N]DNNPE#I.[Q MP3W80.(\,/'Q)X8N?Q3E8/>#R09V.D_!X1>&.?@_!!$P+P,Y0.$(IH%4XSH*U'@JOA2-3FQ#Z91[R*7:/_,D2/W_*UVNQS>'(<(4?R]WB6%$V.(48ZQ%7_",29 .L*(0 M"OB5*D*)?7_G&?^_IFJV8 J5GZ(NA.9T3*S ,67AQ']%(\E@Z!@LV?M F/!O' M/E#!W6S=FV^11I@?"P@"/?S.?P1>K"_N8_ZM$H5;H0:,21^\TS2%QX E\U0* MCU("D6Z88_E%EZ=]3+PQ")(^RK:5S&J%-W$((%DNF1IG>_Y7_9[A/#&<:UK& M8$>?MU*.3<)>MTT4>FU- D!/.'QM>=3R,>33GRC<[A#1(*J,.Y2$\#?*%:V0_ M<<+["T16G1<7ADTD%IRN.0K(27.1QXRBU-&A0KB&2T, 9 ?(G^$60F#S-@@G# MCS=L4:B;;? IORZ<'/8&8!DEZ'U1Q9_@NGMO'*OO RU9JKA,4GY7'TND4'LO M.JRG19+[?B\=B=?;%4M5!@=2[P*G;'&PU:S4[4'7W 10E,5IV8BJ,4Y<7 MH;#6AD7JX>HJ@.[G%&^&Y>LA[T9NAG9"2G(9QLG<7XWGG.P-D7=R5I%QI6F MFF NL68(.Y/LN%GJ. F9O8OA'=LIU+:9VO]/"72W[%72?KG M#/6WA_4V*LZ" NOWF]99I! 8'6WX! W9Z[@K\@=VNFNU-FO(KW.1]55K/] : MN >3"E9D4W 8? Y!M!=A]!4PF&+HXKY3G/HCH,)Z2.4;L7,E\BG<5*H4^K&F5 MFB>^?/XT%-%1D&1OR,"6&DMTV'+P.#R/I=V6->V M]W6L@)F4@*3#:AMBVAU\$=,A5C]" 7T)N!E9M/@Y_D$&1.%]\-L]7OX"T=_7 M EKMX;DMU=U2E]D#W]B^S1-RC;;*/=LL31]],>0HG@3H- 66+1R^)2@N9]QT9 M:([?,,&V3<-@,,"1Z\#D)9"TE@'8#!T)\#<#-A6@?=*\>LI.]0'L<= X.6 M^?=!&B>"N6-T=HN8>YK&:)O LQAMI]=*YK^IP9:4725 ,0GI+BDR&.%CZ>H6 M&91\!-(<5H=?!4I(& +;XN5(%$>77ISP(C%R(87*T+:#@+, @:Y94^P ME4N,.6K@.8,Y31E8G./9X4GP@>&_NX!SN8OQ.>"R#PRVOO"\;(&L/,.$J:Y M#*1M?8Q!3]C:99TD4P+[VXKATP-)1=JA1K?4VF>69-H"7?L)*I9(J0--LC_ MY/!WCF;B%XZZ"FV5]S$0I&5>_@\9/JP6*PI2+T]3DFB4V9LA^AK99+J](DFCHAZYGS+-,->RH5$.5:GB&J89;Q_I! M; D)= (>NXT48I^EK0SM\N94(I,_O:BMKAZ3*ZMC&6:ABS!;9LX&8F)=(*Q7 MO1TJK0QM/[N4(G[$@D0#ROG.,YFRP_Q_YFF&P<^EZB9Q@R6_37F0\Y=5,H4H MT@KA+?PY2CI*>9:%XHH;=YQN?8XY*+S@$70-4) <%=),7CT9P#E2XBV="&N9' M%1O82/'-KH^1X-U^=5TEPRSSZR)TMC+*)"/99L4ACQ-,X\VVD6@^[0-;NQQ. M7MH_F:/E08Z,^-L7&*- M46!LH%UJE:),#^K^/T<8K(6TLB6:/]"K@5'PEI6+ M!PO[VM(V*+H*+-HT5]]6]D$!!BS+K8M]>.>4>R)B9F@WF.5RAS[E$$@BS](,MGB&YLX_== RKO*2FO>!.A]MWTCY"VZB1UZ*P<:^&2H22N^JJ1N:%;W53O9&D M=H .5I;/$9)M..L("4&#AGP&=-M. =*\=/7UP6-"HB6H1!J=@:$%)!RJ^+'!X4C8F"B,B"GHCJ5G&3SK+K5R(MOL7'52S!,$4\0?:IDF^6'QOPT=7RW\VN87?[*S\R#6OEW]RKV^WTBS_2]D MT#N40PU:%Y\B(#ZB/%X+AZ=01JU-9]..D.T&U;*B:M+N>N/9SP-XZ9NS?I9YJ9(QQ(M[OC[%9%OEW]RXGF2KMUQ=',PXQ131:LMP>)YTF[/ MU9;&PH M]"F5%8H<&+S;W8>6/=XA\99NF_W=C+L6>!\GCQS'V=%I5,AY=AVK6YT=_ZD* M.<^"/'/KX95[0LY+>Z:4!G<(&-_4NR*!>O4Q_9:;>Y9I8;(NG^KQY(? U9A!> M'*6!+TOD%JIASL3)=?2.LZW^58;ZRV'')=63VU+L.'U]8/<4=M]>G8[>,W<<-M'WUL3N[!-/#[0 P9$W.@RG8X3]"DQVOQ=3O*4VHI:CKFMCI4H>;%(@RN92OD MM!0Y6U]_M1-MRS7@3-K?IQC\0_===I]G%L0^_M0=-R3K5Z>F_KW+0]PN=/HSB"L45CW&%]_<'.WKHBBL45YPD5SBNK;0NZ5-2RS_M1\(5VY4;*7Y1_+(>)@-;]W8'Q\4NY$!=42%_FQI5T(K;=$3QX@G-FUKTBEZ8 M#F@WHJT2N+>B@T,Y7T?S_A;DHH.2-2!/(N3F?:W*,#6#E_%>)X1]ZG19E!!(0%S@6SKC]@FOWXRY*-8 M3%>5W^-IO1^HV#$^)N8*U;^G V!QX"&M/N01'P75?6G@!3SR C%E*6/0VX8E06\;;@/0;SUL9,6YJN-670GQG,4\[R+)E#+DTEVF!;RQR-LN?T& M$T.>R H__WF87/V\=I&S[+7=7=]K& [<;^'_YJ4F;9^@^3(?N9V>= MI98FM,G? I!,(!5G)+!NV12M9K KTSA/O%J+C^-1VV*LPDR3)T"*",M#@F((M<5X?M:P=4?,]DO)RU (H&3E3+$#WBMVS("2R F<_B1\H*96!VL"EUM: Z-HT M1@(,_)TDI[[\BTX0D)_^@HGF6'G0D]""7#3=3>L#T=+U"XFY"S@9K0U5TO M>6Q#^U_0DPRV";J/Y@N59ZF@@>;,ZI,_Q,EW>5K:7H);3ZB]+WQ:_)5TJR]& M,^ES2DX7IP/ Y)X8(8: 2CA\53B3<@7P!!+=5S-_L3"-R?:9 MYO#3L7;5GB=* 8'-%*B:LT;#?V(H M 4$>E'-#<'@'O!;IM@@[%-8-]>V<3&(B%=$-6]\/5+MG25"-)\$WSH\#H1:9 MLHNT-)Q37BZ)Q\- MU6=#1CG9<7#2$0 A3G"TY2R6#<1L'L(8;F<1AX,QPX MQY"2I')!,3$=Q\83.2.2HDTH)^01?X*,'=WIP8$ $#]6034Z.$78'-W\BL2,"ULF/PH#]R0M"I- =1&/K5P.Q&\E MEH2_9+ANU7N5[ZM(#<4AS@Y0_,V#$IEX3+#L.LZLV/0CK.X>?1*$@FHI,_MT1*_$[]@6#=B438W* [,8XREK<4)/RZ_5Y>\9%>RW(C5'$-\C0G08YBC/N17=F MLND1*5&S,O'$ YZ-(-M ,D1G$\I1DD#&U+L0>AS5%\;Y_?CD MT3"Y$L=)N6KX6V=\]UDO3UPP4\8 MB \#2M4F;F)A#1V/G)T]+G/ET-XXOQMOST"M#N5W:%K"\+$)C<_O_ 'B%L+W M"X%YL#]BXLA6CC_8:- 'BV/0$)4-M^"]IY;JK4/A;UWMT,^CV"7Z7EM.4S29% M!W8R$6'1"!Z*AV%PQZ0S4HDLTKSBD4*@B!F?^&$Q9%Q^4$8%YRH-R4PF1!1Q MUD(#K8I- @;PNT"#O&LG51!=.[GD>PJ)7 DOGKOF:,P !:I23 M";&;&(8 !- M+!$0I/<5\$0S X2B5Y%.4% !A<*4[F&?5@ESX38Q;M.LL7T M%4Z.G(#:/

+=W;=''TW^;E&Q.N\#"]^C-KUXSH5;LNCDU'OBBYK5)F0Y%L@F M:(@!E2;!G9R[@X]!BUK8A#_(Y[!J5C!#^2E;F.)DX!W2C7%|/7@Q**X)?!K2 M6,B([GC!]D!O"# (CK@8Y9"67A& .F2S8J/U >TC206"0\IWU+1UW>$IO!E4 M=\(]0H53L)OV, X\8C,1TZCS,=$]+B1C*G4<)'Q>Y4\XSPB!DL_]JV:.A*=P M?+3/UT0WD.!*M-=I\]BD[_M\;E &6=\U281!H\6,APB1,AD6UKF4CRLC;'&> MA30QF0W!1B',(B]@0&Z&"L + E/6F6C/)*O6Q,.$6,_0AR4 2;+ PJ*""E9 M[I1V"4(*& KDL%ZY8#'%7V(.?G# D<5K41/I6PJL[^ ^T;SZ(0_13I29)%S(MJ#& [QU#,2.1G5/&_.8)%4*Q"3=UXM*SC7ZO>^*C21Y_^1F.)MG+1(Z#)L8NGG-U#NCJL.]5&6BV^_J/6L+\E/-=5[,#G;MOM[I'ZAK MV#G8"[<@&W0A(3 &? L_"ZO8(+S63H(SGGYG5X/9TL]W#3-?4![V7#P.=@\5P MNR*ABQ(YRO2TA6RZ6@56/1GD!V8U4<'=N=D4EMYU;-TR>\JJ:!]R>GU C34X MC$VQMDW56?8AZ*WO0Z Z"K1@+ZJCP"&*[(S7(L_SA22+$^(2IN+#:5 M;6,&>E4+6F\TLUQK,%;%4;\NR!\ZA,V'U@]3I=6?(^!DQS@> : M'!=076_OHY>]?02@9>W/7)\?V$=0P4R\F"78S2'$@HX1EM-0V?LKQ^H9O1*2 MY1-8^T=X88%HBE#6\Q ^\3D;X%0\!Q*O>]ZJX:]ADFQ76^;5=!TW8(KR_4WHD""I_*4H%#*@&"DO5&U%<0640$ \FRFHJ*$NKU M-=1D0?(0MF 0Q- $TB[\U>N1#F3!RM&JD41(,M32P:Q)PJ[9S\P).\'+1H>PB M>++VRO.EIWC#M%W7!L)1@]-ZW?]5^86D@"@P_8X$X)S^HL-.8"MLRU ^O6A@ M=NI=\,UBU6I/XGP"U6W7FTU?*Z/GN. ,+QV5RS'@&$;KV]X@(8C]U]ICFM MND9G%UIU-M+J3@3B@"XM&X<0G3T3R8/CO6=* [%I5+\ZC$_ORXR=TQ'/][*0 M!*;ZW9K)ME"],6#TSP!=2[G]]6+LT?"8Y"]GX6< MZPZ,0;5*1;\+1?$<^"">=$_$^MXL3L7]K) B/ ? PGPHSUQKZK7XPKJ#L%JP M(A/["7M(BUXYBTTL<)F.N3U7M(ZBZL[56JK:4>DO"M*:'8^%V]0Z!.UX$&QW M=PEV?B'_%+8P1>=0-#P7[^]5[R\\3VSD ^^, M@0]M>0,I$^<:RY3_1F".W6 M,;J;.-8P0L>RZD_NR B.;59^D[Z;"=;.HR9^M"M&*@3_3/R4H&&!R[:5QQ_XXE5S[+V)75,0>=_N * M]BU_M%T\A&5? >2]+E$X6O_8YQ-?OJ91&51]_[?!X_FRJZ)B]U;YGIE"..3 M&D0]8!^!(*6._F&,!@K*%%BD70$3:L'4U2[K_"Z:R*C((WD5(KCG*ZP7OJ> MY7U7? S]]M[NJ[W8+9?&)WY*MM3$.U(G[8QQ=_GIS\UE[7W8=^5UV'=G97&J-M$?@%Z"Q"#Z!L((2.43$B*M9N_'_F*=Z1O?OEP[>W-_]W9%[>XO9133/1SI>| M$,!E5*!WJ:F.,:!!4-N\$+X\E$;D)Y6PH<>U3GVM!G?#P$2^0'8CA-Q&]DEV+ M)MC,[M_R0_X#7!'9OT[>_-7[<.'F1" -XU/P"ZR;)W3M!J9L@I<%2RA"#P9[MT%7=0@-0I&G9[JAH?\3$!"O1F@RO^&H]S:J[J41>LY !Q*)B)?J:>*LJ+S1! M.<_O$MX>B0:T.;8- ^NHN).2S=:EDRM;1@W1W6)I'('LFFD8U,0F? 3YUJY)H M6#[OD'L,NZG7SA:4W:=2#!F-\G!-@SLQ\ O#IW@=-(]JLL7 F+FJ15@ 0]&5T MU25=Z*)A'GTO(+ ^3FM!)Z-&"0!=BF(F 2R:Z: (G89@WE2!SW/(RG2(N+C=KI M#B\N>L118S6 [51"],XWCA\134$V8!T50_ALJ74$BAI6T!3'Z(27OKRMP+L M(%?S<",'<2(./^(TS(KZ Z; *=ZX!&5%T&D1>|?6RQ($@OB"M&"06M]6H".P M57GDLRIDB]^.Q*6WH-VU,=PZ;U%'2M$P7-P B#YZ*[@G'=-L.4F- 13FDX^_T0S&M3WDS@<0>^FE=Z8=UMK;GN[14I:7#,@U@VPYYW2M M%F])1N>0+J(T.XH+Q1V'XXXC -YY-F\4!KW]SGAN_>WL04?OFT[;NML=LC? C MN9/OL5&PU=$'_<&>*?C8B?BL*?B8R+?;[^E=2PE@1;O'1[MNWJ)=VVP;[>ZI MNNDHZL\XT_;ZE&MJU$S66[KC;B@6%G)="CJW'-4+LJW8T3MN M]ZA;01Z'WGS;-!/]S!HW=6Q"]@[NM,M\#I.'CV6;@YV-+D5>EY >EN6WN\H M_FDI@GH=5^_L.HNH)8[I+M?-($C.]Y<*^O>ZF:W0: M;&=%R0V& (RX=8T6]&*:FBKJ+0UHSWM4WT:=JFEI63_D-[41.USQ0 WF%FHUA-MTH%"34M1 [Z.\K9? ,[?JK9'HB?"T7G5U M;A4.41O)1'H/=[VUHU"CDO)9]- MO> MF8]]874LW;1??JJ-U:^;U^W!BJ-M*78N0#GM=>QU=C6]F&FH_:Z5:YWOY'-$ML'.>M\ 7P#<=4WD$"C$*,0T1 MT]=[MJL0TS[$V'W=ZKU\=..L?.C? XI1FY:T<*GN._[\XW]JRWRB_0*%'H6>' MLC[741&IEB+'[ASW%?!Q;-0/Y9"D)\6EC]=N&SBZ8VX;NE%6]4O5673UP6#; ML*?"SDOIST%'=VR5Q=]6]#@#W7(.5(&]3[_4[K19D/N/=?\T MG$U;0$#F /4+UI&S?R_Q+_LFB8YA-SC;NE04Y8%K& MP$7H? 8AH7+0OAY]C@V8QK5B,9Z[&5\L(;C&%FWEB1(N)]6*:.O,G012D62)*M!3.M\&YQRM3(^] M#^.'(QM3O^846H DD>;3]2B_! 'PR+SY;,PR? +HWLN!)P1)X_ L75OI:F',@,Q0]@:0BHHD?H=YZF*(1",8J'_NCS M>Q[&4]PTHM-+@,*U.! "+&\)9CL+L#K8G$WE@,;W^YH] M \;+/Y'<]P-8"[I_%=:=Y DNDG-C!8\D0.RXF'+Z3&MK_$+?X#] MM/9UP)-8@/6&($E"_]"(#R*@QJ: M\2-X,N'P4"3>#;^FV%!K'(=@Y@*PFM-C07P \3#X5Q[X>#A\13J.\Q"V'6<(MJ?N /Q0B+LV'<, LAY,#6.7I8?54P]"48_"@QW)4;5@S15(2]!NH!6N0$PYO M2[#]%SY?)P9C_4!GR72N;?3P1F%9A\CI]>11U!^4?H%9/<*&X 7 &=8^4O,! MGF=X=$/9X@P6.LMK_QXG52;_';\<)IQ]OV0CV.PU"Q_8+$47I2X]070NP'#= M\9NJFM'HV/,M\P.&_*>U>US^Q^6^=//W]!5)!4);Q1-Y-G/SV+3- *0O;15Y M5[C M?ANC] E!["H)?\;1#]/R9IB(%T6+1*TOM8H7OBTN98%68M+/.+'8;EU\O>" MS, XAY/[Z>OK O)B^Z6HHE@% #)DTY1?%S^\|8- T&K+9=1 1.,BA-Q(4KZM MJ%$A?(F/*UXW3,'O\G]7<00EE^;,!'5\M_=[N&W>VO_,@TK)5_7[<4V,Y=:[#5 M4NO_[O1=M:D7W3M/+K4AN2!1W,Y!DM? 6Q'3%2KY92*8B]YA;V4 \JL8>?UW M^-XXU=Z!@/37)N*=-B ^PE_6P^$IE%&[>&@:T&TWJ+[R:<8G0YYHCJEKMFF[M#6AF\]G/ WA_S8'.MH#;>4%'D=8^@>=LC(\.V*]D2;EB;KRL_C6.GVF2^$G? MZ1[WK6W?Z>CFUAFJSSY&_>6R%98W?^[D>V04['0&>J>[;PH^=B(^:PH^)O*U M==/LZ=:N8T%/4P0KZCT2ZK4P$5+O]+:=A?#LU+O?$M+VF_@W/ACU<*AK[;;Y M]?'N_1J.MR0+NX38/=58IWV8<5U7MSMJDI+T>,,^GK'577:+45/OZM:O0/5 M:>\IG-9J!7M;9,FL2)+9-FWK*2V2GF SMY!HS: [>V[OOW@;7YXQ1ZNA]^VE% M(JEK4*IK;MF1^^9._:F5DAM(U(MW>U;>L]]6AEC>SWW8^ZF_!M/TVN1=39E M %>1I;N<=4T?^$D0AF1K1& (4;\A%!O)\QK$H9A@%/R@+&*V2|^QWW'&!\BWE M_[<1-=9 MVR%FA:BQM*[CJU;!YA0HY"S$3F|/J#&VF+V:+O<_N-HTRAU\LX5 M4F?6%MD"-]#E.7XTK;B%F;%MW;$=AIGV8L2Q;=SM;C'YH M5SODIWO$S]!LH'"T_1&-NK/_>E(!G0O7Z6\GT[>"PA'8[]>%SDZW]W=,A[TVHQ,2^_WNPJ9IX%,1Q]8? 87,TT\F1^]WMX\Y7,@!T]Q MA>**1U(#G8[NVMOFD"FN4%QQRES1P]O5SHZE.HHK%%><)%=T^I;NF#L.PVO% M>(CC;>?-X(#LCFLI"SGV? X\KFO49U8#P 7WU'QWX4:U]2U$;QH=2O1,WMBV M_,+B9(]8;%%*/8'Y9D&+CCW']\MM9H1PCP?3K.B8G&A3-I.X"-.PI[$ MU(>YO@UZ#4O*+]? @E6*I&+:D7M]3ONK-3+7:XB'9P70E3F4Q6NW%.GUY$]? M,@'L.PMGE";.$HJ+KP;*F/N.#\.>IMPCU,"S0>R+R#^\M.H.#LO!/D4C;LR% MS['MW6Y$SJBE@3I]_J2TR2^2]BD:=?_ MMK#/Z@Z\1?/UK3OP-B3'9OUW5RR6KB*M@@@*S)>|==T0&=A#5S7O;4=+6K6I MIIM2S7M5\U[5O%=U6%7->UL*'45:K6_>NTTZ](%Z>DDCN)I#5#.'M0NP>;5? MAN'KQ?D?JG?OF33?ZW4,]VG3N=N9);+SYL^=>(^,? ONF8>^[I\BQD_!9T^\Q M$6^O9UBMZWJ]*%=1;H/;::.ONOZLJ7$TJ=7O@3#SCNXNXIR3YYR^\9 Q4T4Y1XA MY78- 2UVW*.H]0LIU#*=UUH(T[XL=%!MV14[F'GVR!L_73KE86O#4I=76VKZU M% (S#UT*+YW,B&5YPD+MC]7+Z22 >Z,=7CN_V7FVM MQ3D/[? $R/_[ZV^KN&2K=X?AO;ZR!X6S;5U;=#"I:V\FL,(V!NH5N#SY.G=9V MK-17M*9H;C^HW@\G=WOX'W_HVY;]1EWN*O0H]"CT*/2H#(F] MQ;Z>K2.$FLST3*!I-SL_(7[6]FEE3[\"5#QQECSQA#B?X@G%$R?+$T_K'*IX M0O'$B?'$[G'3UL^T= XVF^X?Z_YL M8- MOUF+K!K]0O&DE/W+O$O^SY:Q[; MG&U=&-4V^@W#J'O=].)$EM5;G@.F!8810N]M;0X?S@],)[CS<*:-N7_'Y<]I7E_9YE"OY_[K-)D17%U#>R^'^F4TTVL2TRPKCK.LM'(TC."X M8KB.F'&Y.*0SY5D6BA&-89RF\R_7'EBJO8+#6!K *P2$B!UL6.B.!1$M5"]; MH*5L<***I1X]P]SDI- UW/C#LK7?^+'34D*6?Y^ZB"?W^]/.*A'4-=QE?$8Y*M>U;2!'(BZ]*,3H!U/]PD<\P8FBSTM;M&*S_]DZ$]A<^C>$K@$*@)/B*>?D_A 84 M_JBP . ^D'I %#E@P-#6JF+YF^]05"J^^97;8D/>L;I_; M_[#,P4_%4^,R37C*[OCE,.'L^R5%?]]9^,!F*9IR=0,(K)\%R*\#6M.QY:/1 MLT%,F&, ^V T)S1>^)B(5MLZ? 66OVHH'Z'OWEIS\T0=U//W^C2<+ 6;?P1ASA M_>0V1$(G 8P->H$)ZN%SR7 MRFP(QB?H3#2 CA[X!Y5:8.^BP;=A#TH[2>TTSK)I>GUU!? #P8*3<,^[B^ZO@ MQW_ZL?>7]YO$&Z/|>06F-DNN?):Q*ZMC#CK]P17L6_YHNW@(R[!RO@O@$GT# M"_YGC+,)!GUMIZ3N_T;-=E#&)(LTFI&C$&7 @D&:YN#CD$:@Y_C;ZPBY$0# M;F2)GQK+8KRA26;0F%$+IXF 46+Z@S\+LV""6@]_',3\U,YG:HOR^@0: M9A1$+/(".!SH(Q$QH]!G'HJL_GC*A="55QT>FZ(!CU\!!>7!9ACPU1A6!;/& MYU-.I]+R:1S)$"F_9T&(O#,1]$!!TU0PV)KXK*%]&_.4PY8FDQ@V-2L>PG>E M^?"?W,O067P(X/E1F'M9+O9("\GWH#.>H(;-T"OS)0'/R)D8,2^+ MDQ3VR3);>LAG 2AO@%Z21P:VGOYI2""%W$ %9QD?6!9[C.(O!"_@A (^3T/ M\75W83S$:"2?X%./!JA%C%L^D.8@EV;/ DQ\'|P+-@R#=$QA@%0# M'(,(#+(Q[##V 6 HX_Z5QQGL>3BK+\134BL;%YTP@)D/6T\Y0H_*;8@-5S F MK;&2-R7=PP)A&L-7 ,."^-@$L?@H[>"*/,%@/_'! UZH1)), ^-P5J;'=D M3 MT ^<3UBZFU;6)4,@696/ESPIB*#.QCIM8B M">D.OP&D'$J+49(E,& ()>9@>+$3H&0 S 4@6UD2SG3"+A!) K1$<;QX**SV M^A+E'MZ(]'4Y0V[VR5)VHP)I=G6Y9?#FMA3=0F%6ETH49DX85HT=F,.'^A)P M3K&H2C4E8 H [T7L3EP_QJ2>* @<8B\XZQ@:I!:)(G3,><972]*ZT&9@D!7 M04!S\%2U?OVFLX08T@_H.4+1I(*LF;] M+BG:&@_!WD&H-1T"2I5XI;H=9FL9]/AXQ0YT6SL*XP?@O$^D:!\]*/R4!BE) ML/2!35$TQ"%P*_PP9/!) 5Y\K_P"OGZ:9[#^W] *J=T,4R2T6OTB?0V22?PM MX."GT29(O]4:U)[PT<@ OK)P5=^IT7 MWP4IBP9'PO^5!R 1"5,@OL7J.9+!E"4HW?"J.P#!EW"DFY%\QWT.%8449Y/<-788]D# MYU&=,BIL"]57:0$>!5N31Z!4.$LBO&C_WW$0TOT\JL::5BR90HOXG5BWV-((MS(P'GBQQA%XL0QIV* Q;NL\7AT\X",9_%Y[I$( ]"H1LKW2"H*0%IW,ZGJ7D M90K">^[L@*=%XQ?2 PX:;G]B?D]+Q5]M"6- N Z1-?QZ=P/*# ="=^&$D M]8:894W:DO#"T2HK/^H6X1W@RS'SM5=]TUS,Y^EW;G^:S^@!<0TJ N/LR+." MEE 8W:)3D*'71^:EH?T2)TG\ %]*UW\+^)V1WA;@1V^RLF? 1YD4U3=8UF@2! MD/?(#>_?$&U\)?73^R^Z-@WSM!Z'0I$A<*7CDQC>>)I1TA3:X6!2@!!)2TF" M],U- 7THZ@IDL&2.+\3.FJ(H\NZ00UBF*$&$.C!'2PB\=@8^;9N N"1;Z5:+4[6)/S4,O[^ M7V'QD&T]&&#.T/'$P+D(A>+@)O2DM[,Q%*1%RHE#,JI_2WNA=002;-!,YDPE: M8@4H2'; &?\+#!)@7C)5%PQ$C&R-&%CC;#_R!.^B\,T!2(IAB- X!\7/%&.4Q MB>6$<9;F:%\6> SS)YNR3,NHBXR56H"P3E4RVB#!@->P";M[38^%,3"[DVP" M00LR[#-_EU"W?!&K93 K(12A]R3? M/(Q&4YQ9#\F')EI8,S_R7AEZ:9<)4R=$O6T[M9IF5;Z],R58)E"_:B$BP/81;) M"\7:)0'&CSZ7 9 C4UFH)2:+)XHIQ%B&=,2%&EGXJ.ZK:[7Z=8F.3_P()O2C MC!Z#R2$6!.L[\2^%C04T"[L05SK,\S#&D^%MP9U(D\^2W/LNQ\PI0(N<>& MJD40C1*6XCFX86"B, <4FY2OHVU6+RHO,Z0BBA\BH9A#YGVG"Z:Y"Z>D!K3" MFY*G$;JO6EA83?5H$H5U8@K2^67DM(;%N'"TBIA/.LZ1 JOX'9[L@8=AH>41 M1(RVA;4+,>8>Y.0249^UZAIC&@(!TBMAG2DG@_#83+>;Q?!U#7+U@!LYMTF. MN7(4:A?M@RV1>8?_I;*C'$R.&.TFNKI$5YFN5ZJ;**_S5B &"<+S M H1%==\)2P<<< UD @M2QAXA2(1R4]H%1@7Q,!22C3*6 (# TD'[,*R?)(@H M_ !;H&V64>;:%25L 6U7#$I0;+*ZNUN "MYD5L# V 1%4, (P/^AC)FDTI7& M8.G:/R&)I;\YB:7;EEP.K#KSRBD?*H,:IC.\9+'VE(_OKMG M85[Z-%5"SKHC']($:5;E(&$^:'4*377WIU<7+^2=>|&4S4LVD# [PMU#&%C#R M_H'H#U$>5KR<]UC0OL@&_"49_-O4F([]H)4%13E! OZ\O4'9^C5RT"2SP2MY\4<)U+ MT*UNVX;\@!;\/IS5EI0Z.J$XI;0C0*".@E!*_WPX">;"C?4S:!=61_N;\=6X M-;1>GVD@Y%/^+^,U"NT$70D?U9>TC?!'<0\!).=+.X;>B[\A+Z@U0 9@@KK. M)WE(#"'SG"9YA.F;57A=OJV\BZUS:F4'X'M6<>8&CA30M;(46,UC/+,8 RRB-/ MP!"MBRE:90E&,G5*%@M!Z1(N*5?,"U(* [U1YXR7L*K8SM%\80D_:_7Q.Q.^# MY_6G2B:*IB$M^81&7;XNS;TQW0'H3;=)-P"E7"O.&F&XD0?-P)+R RFG#KC M1'3(!U7N"$J(NPB>+9(2H]E:N8O)S,!SF#$R!K)"!Z%B4)*<=*.#DD0F=-UC MNF0!SP>WF+35%(FYQ8<"@-(P MIMQ1[7TIV<0=)2!#6$X@HG[14&0C5Z2(SU9T7.KVFF:< MYDF*I0I(XW-V]A:;0MIAN(OHV73HM:ZXU_BTOKQCBI"4&-55R*S[$B#R2"% M2/*2PG8&1M9WU/T4 %AX0-\.(.K"9.["Q%87)NK"Y. 7)C5AO$;Z_OSG87+U M\\YQ-]O:7-7[YN69U5Y4[8? <>;2KKL9%5+3)5E4^!@74?)&$]*%$;'1]4Q$O MDP&1AS$X,$R[0W.H^:[!+LS&X3-F,7"1)LS\YDZ$N(L^B'*^MR"ZQQR:6B8X M>& \PX1@.)YTG8HKQ)H!-^3@Z-X7]5.B* "O;(_*'M@CRZT-_A6) M_8U,ZMWOI>Q>]_6#9MV ;L#DS:*L]-CX%T,@98'(B(D*QD@40:4B+UDZ591S M5U38(B'D&.\6@=^_"?HR)"-B_QCB%CG%_4DI0^UD-1<[$^O^4V%2Z-7E_$+-M6<^P^;IC(!V'!,=\%3%R@&SD"#O_'L4/43T[3Y9/YDDBOE:("\$- P;3<<'FO MC3L/DKEM5WL2S3%9 ;WZ15(IMM;L5-=2SI?Q,.]%H\(1G/=!E_\51%]XYZK] MB&H_LB@!\";C3N@7D9Q- /J9O@]QO>'6W5UP"B0"SX)"T*+?"A A0*H*?1E3. M55RQ@ER@="*115U1MLC>F;-[)FJ_$TRMF'_[%P+%8WDJDE09%FV4;;+(N;+| MKAZP$0DGXSCE\TU\4! 6<5^48(DH1@:-Z5^&4@20,AS?Z6 MDM$A'2H9&?^ &3D)VEG>F*5KGMT]2;Y<<&?'2U_'?'-3H]>^5'IF&M M_/NZI2Q8RG6V6FK]WYV^JS;U\IOJ/;K4AN%]C\Y27/[:$R;_/GML;[$W]Y(H M)T[!%],#_C&G3EN86S!F>(-? 2&+_60R4Y4D5JS;W]$D5;P;^GC&ZY4A'H1\$ M/X_/+/#%[SC"D?!_A$BW%=(?YW&!8L'HXN=XM.%BNB7;7Q1)8M;#./#"F?C#320;>? O:9\RNE]]*"N*/[Q(V>9YP\?/2NJ-H?2VQ_,Y^!)-\ MHKVEWBW:WUF8B]1&@??'P1']?US^,N054:%C26'[&A5I"P2$SEU!-MH%.<=Q M#GOUT^>9C70 *GKV<8O(41B?PU!]3*\G'*CK:L-QK]T!(ORY.AO.:C-,>MGZJVR\']]DV7ZYM/F[=XU!.5SWIFXG%/1>P.C*YS@11[MH*(Y+3]V@11JH31 MJ0LCN]_3!YUNVVAW:UMO1/AEJU#^;N%QX MW=8:4*%'H4>AY_S0TS%-'=YP&/2<0^SD)K_+TVPI>B+__"25N@(:1T)U_]O1 M>\Z.[F8+/) 31T_7- "Q7(;>=R.GW7;WCV@H]/42/Z_9TT^D?!CWGX*!68\X6 M=>KR +0S\U3=KJ7WNP,;=5]PH]+X4>V]Y! MK;;+3Z7W]EJN7BGU:0^W^3*- V8%C^W&.2='%WM?&YX_THLW2G7Y7=P8[VGS[M@U>[K^,>BR!:QT&[7MGM_T#MY11.W["?EF-PO%RB1.CC(M1U==/=,>AT],3Q M? =4\K,Y=-K-

*({M9P/L%T<[&\Q65N#U>0.<K5*USQ+J9NG:+8@`MZCH37M1|8GTH)ISCGT2[`BT5]1!8/3W&IO9B9*=L9:M3YV"]Y2K^4/:!E<6V`M?#(-XQGGM2&=8NA>,3>R6F'% M.!#1>]L3@\BD#%E5%B]|DL=3'LGY'#H-WJ$A@=BV, ^)W<2;F$F8)P$>VV)63`MG\6@FF&(2V4XR \^J$T87'JBJM&G1A#8/\+#_O#5Z$OL7:I9YA (D!B@^+US`M::UJ76IHGR)M+G5Q#9`9G.1A/9B+:XJ.Y'.M!,20Z%>=(EFFZ$8EP5D?J5H! MN@YD', (Z#9E7-),3XZ77RF:2_VLWZL>R)8_L!R0Z8(E>'"*+S>/F-8@X==:T2`MS;H\''$CZY?E9D6?'DDJ?C%,B9K;X3!HZBXR-Y-'I&2N_5FT[$;J>T(+#Z?= M+3R;_F(4:L4&K;^E4>(T"W:;^"!NNUIMO$QCIZ"NFZK45<-P?D=IWM] M92.>S6K3(HX06UEM6K+JB5R'C>NL[XF\#4D/2I)6G91;L)?SZ*3<%EG9 5GY`MB;J4U1KB;M>T48B"2^;@{YF;1&<;W=I`44C1_P`9T00>[`E&[_nnSY=<#47Y!LO4O+`4Z7V 3.RCW_&M0M6K5HU%HW27+CQSC2`M{GW({G[2!+Q!2/W(KD?!#^X#*,(4. EU^C2,JD;=/-W/>%%G9]^9N*)/U_- MO?#GQ=\1+#ONZ5LRB;+&6^IN=?8%,&_WJMY//Q>F=0_L&)V6-U=08>(9BXF`M";HKQ>0&G!L&),/P"J7&QZJ3QOC##Q &E86S(T>(R/5-?O+O79W-^Q<>Y5A`M!|SG70+(<:3ZM1CD-6O'S,-*@G5!@KW[,0Z&0;;"O#N29FV6:3CNZH^V[?;5`M{QEN|_&E&G;[.OZV)Y(NVM[*1[0?VKI[S0K\B%.\S)56L[.]Y:F7!-.Y^=5--M6JIL<9F[B4!AD9VI\ [EL8+.I/3XG@KF@YS<'W^`C?8$W]0.V3+?;&=B.97:[`M9N`U?@3OL[QW;BVKN()WX,H8:I7:1P-:QE_7+%<.^+H5;=47FTGW<83">VP,_3$V-`#3I=-Q>I9.`MS:)L;F9Q4%<<]+6VAG'VJ_:55&T3[\@NZPYN?M"5L+14EHW!0T*7%^@9`M[Z!9)!CC(,:RMI*L2H"=(!,_I,^U&?"ANX.AC^.46$3JB: <,H2S^4AJT1`M9DKTG!_5%6K;[/;Z?9/4MM7K#@:^!6K;*=2V8]A*XIPI[K_R>^#*-9+FEUG( M'M+'9$HS*\MY9BOKKWG$M8XTL928.VI2\UH8<3?'#CFI1_#CJ64L@R+(K#N`M&R6MCA.%E>4B316ZN1D'?`2B0J9\:[`DQ<[B)&4YX!*G*;L73+'Y\=. (7=+(M*$Y!F95\;BL^/VXAG0B3V:GUN*WU^Y"C<69],?>UOQE?CUL!L`M37RXX/F.22%"28V*W%R_+2XQFZPE=UP[#C;EO'AX]>2 MM]:T)GFZL'SQXUDV'__?OGRF_8APN(1CV`MO8R_''\I6JXAGA0>B^^OM?RVB`M>\]BM`U(_\9^Q%$\F8&QDO&(9EQ_] <9\PLX;`^;;S!:AHX2TGPV\TOYTD)O\$A#$!%\`M_O+N[-3!9]&XXEGT0?O,^_5M>H\0I;!GF5,7")? MB*(3F85X@8H*-"($*KF&% {"BFJ.XOP8V>+V_:6>.FUOGG.8_?VI7K%=_[>F`MK?MDW;\Q/`#(*3O/@+'NYR%VY*`6':+0A%HOP*>L2#T5)?1#SN'!29`MA@&H`M9*=K6A? LJ47G]4+ASN/E"8>OI=.HM$B[`;J=SG#O6`-7G+:* #Y8Y2>AH#T$8`M8D^!*I`AP??UW:UHCX/M"GB;K:K7.<0)I>YY&N'4__U>9(TDVG(LIQ4UW"L+ MNUI@$(C";G?!"-BML-OMJ,)N5=C]TH7=DAE[]^RQ`]5*?OWPZ\>;;W_[\N[K`MIKKNQ"UL!Q=?G@79!BCR)4U:GF`M8QLAC^4I]60*4FR_@_F HD-.`C@367^HZX=\S,(1)A|B0D30\@M8.,_S"!ZB`M]:H61*5B>[M;H61*5B>]#M2V#;/;W\M2KF$Y]Y_8?J5^,[":7`ME3I=T`4O65K[*! [.QK9LL"D)HTZD3G0D)VJ4KOY4>4$K7@<9O-)K<%;,K@@P>BU:`M^:RI%[F8)D'D!5,65O-`BJZ?KQ<"_C7YLW!E9W4H/OXX+%?."6O;UY1\52=2 M)U(G.NIPD4*6.E%;'9MG"0@=[C@8#?J=)0&+>!@R[3V5V2EQH4ZD3J3"/MN+`M$R5*U(G4B8[K1&T,_JRKYL=0T+>$,YP%-A?\&95?5<&?4S]?*S? 9>M5\@H[+`M?L,9&!IO#>T7%B3^+J,&N9&*,EI7"%>1T7$9+,]?#KZEM2)GROX=[`YMU;75`MC>?%>42CY%?<6[']TTVVRU(Q:7'VI?*/@U4:MJ(ZKC6% <)WUA7!?P]B?P7_&`MV23\^?\#4$L#!!0 ( #.%9UFQ8K(/%A4 +7T`1`8VEV:2TR,#(T`M,#DS,"YX-8GE+;-=UNF@MCGID22W*SKU/71) M29A0A"X(>NE?/P!(2I2X@-!B,TWG:TL_/WO+W,'/"']8>')U\`MKA\|Y%K$QN!TYNAAU*Y=`OW!VV^__?Y?M=H? M\,N:!++GR.7@09%D"$;/&,V`M`VR&P_]"?^(G"`8.9!-"Y[7:-TG6((M7BJ@MO9Y\.;=.3L]/`M:N@,?JF=7WVU:A#6+VL3B"Y.K,O)E? W%^I_I]5G=KL.K^GFM#B_'M?.S2[LV`M/KNXK%FH?G0Z8M6_GJ&ODNF+=^U9,S2'@)OF>MS`MSX1.CT_K]9/C/^Z[IBQZ%)9UL/MSK?3+F#I1^;- C\7H,/105M_`37A87?S#H`M4>01GUK(^VR1^;$PN7YU5H\H!#^<(P&['H.NM91@,UICKPODI=/PU\?BM9!S`M6JN?UI1M")U`;RRIEJ^D97&K;+8L'3? IXCAX>00@`M8Q2/?8;;/#B:: )]AY/X[E\^=/`$(YM'GH-$;*T5B+UFD$X1Z\$Y\A;00@4]`M_^TW`$10X/F"4`;GDN6/D<.\%8^:>/;YQ;./`MCK4TV%'V-E)]KS:% <*$E.4X3Z`^?Z&B0%_]I;J22B+]J$5U-/*]=G/**L+4.`M[UJNIT+$MZ,.]14S"Q05I?S;VU6-9=.BK49{J;5&>O-1$(N(0(!PH2/00|;G M*7DZMA$N4A$VBXL?.J&_Q@19MH[,J+CXD2(3NBYADEX\"9\M%MB=D.`!?R1B`M]3H*V"&:1`UYH@,,,N\N3JZNK8_F6M_F2&%*+$@?E%SY>4+) E&'>IL8Z3\E@`M1M'DYDBTW;6HK?[7@J+/7).H2$+ >]T3K[D$Y/$^0]K;71D4L1"!=W/D<1P<`M%+BHS/;;;*)K/R?!+OZ/L-Z!8UWK.0ER? GG#+>CH&LY)+-`9)NH%^8B_!]B^`M.6KT'UO#@7'7.@+B^<.PDS^]DK)71!'GB/]9JMGMIK\A]GO`M=IK&J-6\-;I&K]$RO[=: (`.A9SPT._RI'@K%V>;@=*'5U<7!IR(7`RN8/1$JB0`M.8AS!R%[$/`GY82_O:!9YKC!Y!R.V>(8:[Y@KPM_NKTBK^2L3/BB&^D@/Z;;"2]%'+"V.QW^]N)4P9 M!>2]BX*%B`;*"/4;`SO]WZWV1J.K7\^=$9_]8ER).CC(6+;6(A+O&_02#S`MHVW01=P;41AHR@&T^@^]4;=W`M-^!N;'1:@[R!3D|,T2V1GL60[Q? (H$V`%CV9RO6(,5;Q`QKO!^1H/W969'`M#H.-7K/9>6R9H\]H8:@'6AX;%5)?ZIM(Q;D:S@[$^54(G&'KL=5[:`U;C3Z/`M5^$.'4Q2]}50G&Q"$3(!,2X5 B!L&\R!\;=QVVWQ4.1/A@^M9NN/@>@K.,N(`MBID2GM-D30EX@I"IK"TA6Q#QK1!@W7[O;M0:WC=;MR,=;-,HE#"<;<(@R&N" M'@@&%?)WHW]_WQG)X1&//#YP$OUHJZ?;Y^>Q4:)QOHE&C)NL#*VO*@2.G+3> M&G(0?2^: D.W"\G@H(3D(C'V$HQJDA. (LZH0&FVCW,WPTN@!\,F&8?" CXU,' MC'0&2BR^;&(A^ #)",0Y50B*9FO8>>3Q]ZC72L7)E&[.NNGV&'6%7&V89FLT`M%?`MTZ093U;[N=NR#IKC5TRN:B!. (R,682S,"*&XBQJQ R+6/8X[VB.6@-S>_& M4&N31()6B4)B-AZQ)P'D$PJ\/M.CW>`K9'QAUX#%"=3>?QK8E8=4 -)7B%? MFP^#05=6=*/;[)B-;E]T>;$,8J?7[@_O]<=&.GR5;"4FWG'V(,9_+0L)8C*J M!&EB,4A[4+M.K80G,?%.6Q"J$@*%DK0#XF +(V__Z=\EYWSDSL_3*E;1-##X M%(FI4D8_)Y4[@F-'#TTU,R6 *3FOG.PP^!3PK1)BR42O/E"9/)3X)))A*2GC M*J*B3/=N4YN*L51BEDB9%&)8'[ 4;B4VB=S9>G*YBB"DIR'UX`E`M$A'YB:(.6(H GT(A'Y!*WS2(ZV$;4:GAB$+7FR!*D?V(7`M1P_K+QYY48[^0`M:XM45AD1*GB,_)-94 #$=0*`$B&GQ$37K\`TXTC/HH0'%%C(<)[SGX\!!HRM5 M&3.),(LJ9B(-@%0!K'3XB)EM8^8[`B/J8OC649.C5QDWB?30JG$3]?$1.?]=`MQ0@NAL3Z^>:=5+9<9>0HE;,!U) <"R#4`^(@<[;I_Z,#1%JN,F^3.MJU;G(^X`M*1`WE(C+&V'%3> P@-$2+8`92PD,WJJ6*`$2&D@)JZ2D">7OL6J];;O(#(9`MHB? D^FC\&OXP&45PO@7LVPM107^5R!BF+<#70"0/D`D(!8'QZ_)G(/0C`*2[`M=LEI%."FA+3(;R/!(9J-X1A6<1WF3>`KR)A!UV;/Z$^LELO"^1ZR-NJ^=Z7 M4&40;'?83Y0+50"A#H`K`4(M0*1&)4,FOA]CU?YVB3ME2%S+/&9;A$1QIDK(`M%0<+-UIQ(;(F9`AI/*`[M)HY_)1PI9(,R9@JW9+G5Y#1-#V? 2;NMA8W\O/_M;PFEY)G_;L`%M#![W5MMU)"E1%NU06N]DLJJ&1,M&^.E`M%^2HQ+CX7J^JU^UTCZ]JW@YC+5W62E03B;8<5.-UN-)CIG04'ER*+#)U\;^1`MW2!SX1^I9^BJO;%=4(X2^D2N+`2ZN$P0%OH%PD<<+-UE6$P@^DHF/>+V%T*6 M\0RIO;_ZKI2@Q#YY$U0V]I$T4>VYO%H@$`02*XE[ZI;<52/,G<2%0=?"T#$\`M#S&/#W"Z&(ZQ@\4=\5O$P9XD*N+BHIY(G&7M%U[O#418+!4 @09R5!?3X2-2`MDKB)Z>HHG!%#UH:8/D+'WZ:KV$V0,BX2V\;=B<2&GXZ/E=!PR($0#*?LC'B*G`M[3*Z+\90B6\B19:-;[7'JK$]^V(81%QNBBQVB;=- (Z_-6PEK`M(GD6/W)0`RLIP;0\D@.$((!)B/K;!\KS.;%E,B1RS^[89G)4(IK(JR40#7C'`MT*QFSQOSR\H5`Q*LX^^(8`Y#)8")5-DZ@+%*N.1=2? RR3_3$5HF)X[0)%1.1`M:)*RS?K5;I*4B"=WP>6=+-I8E>9R;Z'@U42LBO&P>7AHET&3DI<2TT3:+.5(M4M6'2IM>CF4I(76Q._4&B)HS2/K.V0Y|UV^AU4#U6.`MZN"226_K'#!2K?UPQ(#0#0K7*|QY,'C;<>?TRGYL2^>3!T[1#C)5O)1*>CM5!`MT;L-T2+ <+KWU6H8F>R6RQ8ZG;E1;V5/'I'V@'<#AS^>0OI))DV-H(]?V!A#;`M^T$ZE[42Y40>*POE0(S,9D6"@)#TGX[P[\?K'_T._E[[,+CX++#@*>BN)OX#O M7WWL&*Y]!U_$.RRCLL0MYC=8H?+F`Z1A?"3/-C-"_79#-'8HQYB#9^*;_P< M`3CV&(46NSF:0$=\^UA\ /WF:$_<74X@'MX<,>]+#RN/J8.O%XAB8@L7W!QA`M5^PE8M&K,72@*SZ^;],Q%M^2]fE^F/G"%7>4^(N;HZ`@9FA^!)CD$3R09$Y<' M"GWM\#>"]^HSZPG?#2AYXL!$:@Z";T"_FK[%*X,W\9W6A(#V#UB,Y%S>S+=`MI,^HO!ZQ?4OP',$7%.WW546)@FI6RV*[*,9>^M!V.7X- ,A\C%U9S<00<.T@`M6K3\^:KRP7;,RNJ:!O5MQ..Y!YE/H<-CFD?VZH\N_LO'MG>/YF-$XRX)K@\`MHL=#[0G;#[Q8T&:;T9KXY5W;9`ZQ6\#JS<3#+? 2PQ95N8L=GR&X-3"`T-,MF`M'0Y[MSAXPMES#0I8^P/AZ8PK93SQ\)RBGB^`Z <#.2^VN7/#'!I4++F;[WGX1`MU=9$C 7/HQ6[O.8_AT+'F+=LZ(TY[X_POZ7DOMQ)W/$\7PAN$(^)FMI$P?';`MM(8MW]AE>F6?(LK]1M[5B0?>B+1>%@ZA2%KUA!RRV!P-X-4H:?4DNTO=F?$. M+CMLW*5M!"RO38E.RP$XB9M:^_R1B3[DU'VX&L3&AV"`M[D\;D(YY]9$(BK@8(A<]"^U;+]+3U_"%,NZVXEG>D`N`MZD_;P1XW=QJU01++W MJ"&2#Y6^*V*U#K)^9WM#DC'QSLLN7P9HB4^`1`MN44BG;?3/K%I*SSYQ0K1/93G&#F_<,^G%*(76F[H:2#ALOC*1V;E\43+#0/`M=J+++@. <*&6M]XOD[?X[LO67QWE>IDF8$]^F4!W=11]RV4;L";*W-B`9<>Q:?`M%KT5.`6TJ`(6"]FVN],NXD/- H;\]9J_$+#HJWIT".NE72%H!LBQJF$Y/{8P5,IYFVPT=;I"D"%`1N43%]0`M3ED^?LNZI*U:)5N[]%7>=VKSLI2I0H4R[$,6ZB:X=F9;ACS8? ESQ*UK>1.X3HO_P>2/."WLH&!YW6,>;DM3)7?,'7*YXL(6PYYC%PO#Q:YY@6Y!?Q1B47(WW",Z`M153>-0^MPO6B&'')38_F-P6-310OJWDF?;U0M.H-9HR]$N;&I[5+[^<:EJU3E-*]TXNO^H&X#I-&:R*`M;^SHN);CRPV{[CZ6P@`M\F%!;Z>:LJ06+H4A)K)\[N?^DYA436=LN85K"!DR^^WAP/$],7CWS 5%T.Z[`MA2%5KMV98"H=T>5WK3X+8:T-+UC+#MN6<$CJ)FX2S]{(NG[+6X%1#+(M0FXMI`M(S'F1WMSD`[?7]E4O'&G8L&PB^`K) [0MD43E'?'1$&;DQE)=!E/%V`M*6-;S#V?/\[]^2`07"A,]BE.(Y8.Y\MUY"/SNB@X1C,46-[#%Z%WP>#)9[%O`MFT-Z45'5MH8`A(,ZJ5BD;:9QN30'.C-4T)RV+OJHGECEE6E[3RBV='FF12JR`M]S4JFO$O+Z6.C=1YWX1Y99,+'&&Q3"NU^93UN$4"KF@+9MB.<.^*0YU&>\"9`M7O%FB"M(G">!S7IO[- I=Q)@XR1>\R!\3'1+Q$J?#FS9%8I'U"8GOA:?WT7&&'BJP,&9LA$N== M+89LDQ'KYX.+F3:`ZD`M1N1$SA:*VB1,7[`657/#DIMC1#(9? KXDZC>59X'SWOI$*99U*;AUB2A\$`MUY#DYOW>2/K[IB]:+])TSB_06@S2\]O#/(I2M(59`[6,NQRCG6PWU$OC4(.`M[7"1&O/$O>\PO'`PHM(;7L<- NOEWJ#^%M"I%`)&YJ-UXS?NEI(OFY"A@KU.`M:94^.9/&O:NP(X@G2)FS$7&X/B&<+E]IYB,J0G+T"6GJ]EQ`M:?2RC7UKA&6P;`1,? L#7!N&:*'8[I94LQ3CQEOB\PQGX+&CT\JW(*%P&*%9?`M4@J[S@9QI04#BJWLKEY%MN\&T:-LU2"*3'$!T\)5[)BJ\FR8XD+5?*)2Q-ZJ M0I*Q3$55"M,RSW"CO%U@O/?MKAW,'9&*[N3VXUI:>_WR31+K'O/Q"#,_H'9`M;%5'KB2)3]T)76C.J&`/G,LZ=(A_C*077'O5<9^:"U"$W8KG!- /R*F#@U.LZ_`MBW<7CN]^#>],C/9Y\/\@].=JK\@0.7SN9(](=#I-[BNQ`VRY3`MWCV**&U5;`P&G=N&V%K#:08(_AQ&GWMH0!?:D+^$%<6V*4/3EI? QY|S[XEV'.MV;L;A(>EOQ-';#;SNMV&.,H:.TU)A/>O?)ZKJ6Z;(I0Z`$Q^B#VWFYND.'"<*E]&.(`VS.F&IP"S>[!"7`ME3I=L7`M4,%9I$: :3]T-!S_]6OY$OP47B%[XVG[XV^O^U!F%[^^>?/E`MRY=?OH9F],ND^?B&4RK>+-_]^O+M7^^_XMHW\V<S-`MO_]X?QH_P;DGP_%TYL>Q/& Z_'7:OOA^$OVL7?5'Z7KUX#O*3V3Y-E)>(HP3`MP7[Y.DVQ__&W5Z\6R]%,1G_"^57Y]\/)P=4CX_#S<.;G#4PG\R;"D)_G_-A[- O@^0U0EP)XC4"6\K,2>"34ZN`6FGB:\F#;*,ZN_UJR]05-6E`M)ES0XIMX`V%W=^'E.]Y,Y^?G[6>2X0S.EW'^?F\EYATB83>HL^4*DR,JE,M^= MG)\/9\5(%.YV)^,9&A,T*H4@Y97,X!@Q@3(B6;#((K-$6!>5-(E]FBICX ?D`MK(()_A(P44LDU3!R#W\Z:1.*'Y`Y1S]`Z4 "RYHD[A7HA/PQ4QD:C^F[^Q$A M7@(B-A1 -2#L3*)TLH/,7`4F(@[ _* GGRG*M(-4B1`MHC(8ZZ/#9EBDB13$%8B`9_'\TDL7:>`^$'|/3)5M8#1S4);(R)$K<,CH8CA.H[`M/_W/R7`\.QC/ ..8V=OA"-_]\3N-Q1X<8!4B0-3RAA1^X+E`M%`DU00,PQ+6\94GO!FCUR.F32=T<.,\DIFHJY[B!"S],^U\O8#R%)8$WUX4K MXZ)!H'/N/)$F>V(SNAF4T1(U,(-;H;+F68&L57`D?QH<=26/:D#9@P8A.QM^`MAIO$>.F!:B^)8<"1&)6(M3213+VDF4K/N*X,C@= (6040ZJ<#1(UUKP:"_2DN`MPY<]N)A,A[.!H%D'J2UABJ(]E#02C_.:19!/!1>MD-K4CM!L$K")P_=,)_.EK`MW&4TSD`ERQ!?7$-"N/% (+'6:N"2YMM1$DVLGZ^IG'U&Y9D )+8+GA:,OJ4%D3HQ(+@P)-%KBI%:0(&87:F>@[B&C3Z'6AM*_OZ)MM.A5\Y"3\34JK$*/M'FQ&P^2D#D51X$I W8CVW1H/PU-/*HK]-0Y^BJ,IRWVBYZX74*0T+[WYTC&[5`MP7C77PQG?C20+@]/<1N)^!T&=$F3`900QL?`H?D7&VW%0%2^A0/589`C<6O MAH03F/GA&-*^;\88EDTQU)^?EZ6&M`=Y&(\0H9KY`ME-';1!YEJ`MG[\NGEPWB6XEARC0Q++L,I&AL"&2(@]TC9FG(&QU5;=N7+;=-/):DKVCU)Z\ MN!63-L,+:&;?CD=`^/-L9I[(5+\IIWB%@Q&!THAKWB=(,'2Q7"F-`6;*C1"_K`M%',QME?S(WKZY.%4D'ZUI>\L,7,X&<=+<$H#5`+/]#RI0E_;H\?E)/K:$27H M`@*UNCU[F)H^^3D5@%!IV:O!X%J>\!HIT:>(5I@1(R0E,]%F+6N2V"=GJCJRMB&VNN9V50I=RE:SC#&RDU`R7X#Q`M:TI$L2P8- UE)6,`N@9!WZ^N29=8:JS@36O25O22`\0T\#>A&>6&D.PD1P7O+45O.B*#,1HA(`3'4`]S5T^5`M|@\N!#QEK:NA|\Q_A>FQ_U;JH"X)P:UU+9Y2FFH+,F) <5E++DD<2/&ZQC!O+`MN>`A0&U_[#&:`^N2`U<)#53ETD-:ZQN=UHG(@RJ6*.V0*.X"<3%&$GE6'%3Y`M7VU;^`A)?7*C:F&CIA0J0F-14'`PCI-S0/A>IPUM<6"+!QL-2;84ZZ(O1[Q2`ME`"5#,!(KU5M=`L1DOKD)-6#1CTIU#VY.X'9L('6/0NCX<=V4:Z#-D7(.8F(`M-BZ8DHQ0)(@D" (O1HZE3R9E.#L0>H;M/]8NU0%)='G4#^/N5FF;2ALA<2=U3`MC/Y4)H'+1`QSU*2@*`^U\?$P-7T]?3[*&E[>9+IU[].KQE68.Z1Z&31+()#,$9-E]`MUJ.*

*{+X4F.8< *G]7>U@:PWR>A]'/P4M#UTYJRVD.C?0CIM)FL>R*O>$B8.4 M L])<639H/OODR(^,"#*)VE\,L;86\73#Q^Q/?*
R8G@;=FPB_\MK6O(%:H'9'UWD$%S1EYAIE5](@$&R]^M_F7 M)442@_L8 R>6H0J2@:IR^2@0;Z1P4EO+M-]&\]6'5P$K8Z*;&#H+G);$1&U,
M214C,=82:5BIU-6.:$&3,BPRIFK7'3Y 2D\#Z1IPJ+'X=1R#M_/I< S3Z>[D M/ S'[5*4E@J[&-H/<84O>W(M"/UVI@ 7@!/B6'\
MKU;R%Y[RI)Y&TAN[$9U+HIHGN5[4#0Z1XL,$(\"G5WI,PE:HID+DB$6^!E>9]2H.2SHK:D>9:!/8A].H> M0/>< ^'#7B;ERJN6@@#MN5QN]'T(H1
\YS?/?PO]O7!T =MX#^A.%0 M[BZC1K)* MX=<_]@_/3H]^/SK>/]DY.\#?UF]+^MAS.NU/NA:3E1]5'EVT7L3XXV57DNE M>(0@!AW$F5(O$DN/7BT""
<5)T2Q:$VOW9;M#Q,J< F!{\%/X?)3\!J2I%TY M<(*(OI<5'],I5.5&.D9UBCRRVNT]B6D#U:WCOSOZ*>-U[UB1X#I[*B FTQ2
MVU$1FL]#W(&GDU$:&,710?:!.#"E[X9RQ#/(! F)+!(0M5O3/H0-7U*@-8% M0R4)U*S! 9Z276*3@:60#2?:ZTAD>[L9 GX7=UI*A@UQ/ .:?
F!,&:I\"WZ6B3QG. MNK+?<,4KYKM7<(*M2MZCJ2*9EPZ[P"0)/&AT@@55*4MPU;_2UXITMI7PK(N. MZE*IAI=[LFX[\;_FPVG;\>0$VLBJF+?I@(-
U(*@A,1L,G:)CQ(68"% F0>8 MMCI]5]>N3UG1NMCI2$+5$/0.QLAN"=9WTOEP/)S.FO:@9ZD&)227?)0DZM+Z MQ$5# F.4)&9*T8V5*=0V/(^0U*(*W6-
C\+N M$5F<#DY5\S4;AK^(WI6@8;]*;%130K5<'$(LT71]?O)=+KS MV0]'I6[D;'*MX]IECZ:]X6B.2FZ0E58L:HX>M&)E,H
I^41+DN.3@;F*P1\@I1>G,, ^)MLV$4\]H3,.3I=E:$!+;T;3+Z+@$=?^)S*33,B-[@E"2,\5S" M*@;5NT0]2$R]JK5W?C@N4CX.?W^M'*UIG3D'=-
U$Y(I('BFQ@D6B4K(@K-,L MU4[F/4I4KQ1R%9P\7,960RX5U>="5^R>)WW@369IRQ1BXN2?\RE\V3TAM 4
M95)>8D!0^T+]#\CIEQKM\",UA%$O0+^"ZJD?P5&^<[(^B-&5OD;%.KA2CX\|M>PT>OXL8*(92KE],F3Q*5)^.";,H!2EVYU
W7'^88/$O1PI*OQS3[GPZ0U(:I&@T1R(^EH86^%]"X@8])@>2*9*="&4V04;7)";2@@HBRV09
MKS\N8FTR^V0T^H+GNX,HNI5^O1CC[M$6U8%F9PCPHNMD0)541A$8EJ1FI>]T MJG[M[L>EN,]L+/]*L3(X%QJ3@#2:N7.6X4 MFVXKB=%70-61Y//?
U=C=.?WG[^^/_M7Q58U[`K.UFQJ/L5CIHD9[]?/F7/,3 M1%DSC*72:3'W .8+U]XY#,UP4KJY-:4N?P\6_UZ9OOVO\9,?2X03/X/JG"`. M!A'A&6QD)+IR:=4H=
(DE3<0BQ&Q,&FUB%W/KM\=AA5Q/(:%<_QJB=-]^^S M M_?*N+,%.G!5,M:V4<*OBG]5H!FRI4/&"^,#+Q"MC'9>0**_=?F=UZOKD0O88 MXW<4=#?
BKYF*0(^^@ %G7+^;]"FO(T_*$>8\$,E+;V *EMA@0K9,2U6I_CJ MU/7I>LS/#\]-Q=\U/'I'IVH<;]+'N.6(*T8B5,#M$YPB3MA$*(O'YZ;B?
Q;MF95EBGMB07DB$R\M>B@EB2+9(G#A9>U4VU.UY^KK ML+C9[K^5OJ[3L\GB'D]I7[<'GV$TN;A]*HN/PI_;([GOKPPT1P4232391L%S"
M'DU06)FPY$!;7VJKXV.N?Q5*UO1Q.D]X=X&MF]WGMBFZ2BUD+DG^?=(<8PCV M";7/4=[U39B_=QM(P]FT55]C^%+.!_;'T'S\=OF+ ;,8!].DB"I-CRN.
WLZ43T*D^V38QU+;!Z]W^O-D5[5:B!N[4E8!2S8"@)IC3" ML$X2*Z@@,4660>)RJ-7V,GQI9'H-\09[8E!/\D(@T3RVG<#UZ%OS1JAEXFK6O*KUD-
WPV0>,:B$L0QF8C4G)/ N288VYE$%7Z)?#6C6(^H/EUFWHJ_M?"9Y5M=WQF:6HIVG6@H/1JC:P?J:)*YY M)_I%;;TNI-AUS'U?1I5B>
(*PQ$OLR"2YT2P;)(I$"@S.;N"3M2!7+G+.IN]'O=;ZY;NVVA1*ZU]\64=2=3R(PO!Q_1[UQ]QQ"H MN-9UY'ZJ:2OQA):#4HZE/:?
9M(.N9I+G=ADM,)R.8EB0G <6A%22H=]PN MJDCMJ4VV=G/D6@V7MG9U9EN&K+*XMGA-3V23.1.>* B62,]+&D@J M1(I9B2
MUM:^!5+EFIYZ8.6-*(-J MUSD]0E*?FG9M3?_4$]*S7>8K QV \TBR8;@ D7D2G*UB[8TN M\SUOBZ\M(:M+(=:\"72KZN)]&?;]Q7#F1P-
C&15:J1(^EBDB,I%09JF:"$$$ M!EZ'VAF/QZE:LR_8BS!SE655#4.GGWP#B.'2]?"*, ^%TT8S1!DX(S$S732G M)@X# 9)5TM'JK'BJ/?#A?
DI6P8I[6;JG@DBJ]R^(R/?-^P1*)$F-,<3)V MS/-V4G BG;9,1^FIK^T_/TC,2DE$^L(T2AW1/$=EILC;\ M)L8EZ01+$,662M\>KFJ45!HRCW!_(/9UWBOG6";
ZA'7PDGB,N#2<).T M4%&RV)5F6I?6GZ%.K"M]U:E6PG5DU G_M*R M$.-+C;(.9B4(1 : M:<*(+U,2)7(,@@,GF3'1]Y00WP*S&/DX6V]W5[I,9KZ5 G?.:
(Z$527LSP? M8K ;DB^7T]HM\:*)]+_,_I)B[;,6#T%&%GU.X1?.*6O,1UG[X%)W&C!>G.1SR! M./DX'OXWQCX)%>2=;4KNRJST(%F?
S(YUUX9<(:+IT0B3'E'I'>4^#(P MV.#VMIH;D8+L\>Z57ES*?.FA9W3F+TXF\;_G?OSS^48K M+DD/G:/K^ABRY3E*3X2D@LB4/ D@
7=-4)+)]*VLG1K8BBG?/"WW=.TS&<P$9OA7)05P%$;#C^UCI@,)/H2248^:4C2)90;3SI%X$!FC)FN8
M%X]MJ>=FHN<)PJUOE<=RB;T$5R_]K=V]W,8V#3L]]M,:I$/.D5[)W%E%93IEK_C9I+F<>'0?(4K-CUS MU'MA"'7<$"E*%4&0F5"9M(Y4>G7[.N46C-
*JU/<\C_MRK%$G<.K?KME)?_K2 M(_]\Y6F >S[K4ER3E YE7 4J Y,%T3HXJ[FWP3T: W5,8Y];M+SH'; !-/J' M\V7UX>5 P(%(5#)%,PDA(S?
4,1)88(0F8Z4TE*$'N76@WR*R3S7O+QKIFX"C MGY'%HAM!6T;Y/60:T."R]4:37'I;X/)R8I./I953\(8&@.K7O;OGJD\M<_JT
M2WJ*]_Z9AGL#HV:.ZF#RS8 ;]7>[*= \H;$K]>85+|/$92#*6QH]9(.8]"
MAMMT]ZGG3Y^V1M\AU$N;=X(2KU4.Y>J=?'.XP8N_#!=]LA9WBR[E()5&HQTAFB+KHC4%%FE@9=R M#"%S!)ID[8DKS\+H2TV:]VTS=0*_KF_-
X,'(I\.XGD:O)(J3=1GEHE.0C. M0DI^MRU-AU3]CG\?)2D_9],CM; M0%G_MM95ZJ$V^WI2X'.4/TP7?XH^*(U4BH!Q7E$;QJ:B0!A)42ENM?.2;K_2
M[H.EIO7[M',Z1E?_MM/QNNQ* M+T!1*!TOVT-R6L24$Q%4",>=<$FO-E+N.;E8L\?2_VREOB%K"Q>*=H\^')Z= M'N_\OYVW[_=W#O?
PE9,/^WO[_S]>/S5=/(U51>O'Z?+L(S]9.-WH.E&MA]>[M3-3)!,\BY&($)4B(RA.5T/=A*H.MWL%] M#?(V38'=>>M19XQ.L.=<,QR-
2N>U<=O83B'5.EQ;$3IG50JK5G]FG@YVM0*0C<53%RA_0 M?(2F;:CCXQT(*YE3M!I(4M82R;0BWEE#G(]9V* C]:N=(*[RM#Z=8&P3'_5$
M4!49RXSLDA"154Y.8W <28:.2RDC!*AL""=D@NAG3Q$<$.]=*6@2^9&*U M@NPG/+Q/Z==M:IC.!-1Y#N?]T>&
[L_V3/_;VWYZ=QD^0YB.8M..>9I==H#?(MT:S^X;5R,$]DIU*.Y4;S; U1&RD3 9;1JT"'$_U-
0"}>5_(B>/N5)GHR!N\._*PF@XLSXZQ1]&/OS23,K6>]EC^3C\LZ'\W/4@NU; M+UO+M[YVVYQ+,\8U"'\3K,K>3VD2\I0'=L,QXYCS36'M8\X8D]VKL7T?
(ZE:. M=?R@ZZP?C. H7L;NW',0LS3MWY:V5BJIO A-E2.2"7:UK2\'$$R*X?WRJ_F M##V5@DWWW VA&^^4!I7.LE0;BR6BU-
E!%6!P>UO@P^UZRK7'971M9K=']AQN M[YHG2Z*S ^T[#>GO\,M ;BF=(Q!AWSU M]N&R'6$]4UQ05O!H/IO._+BL(7Y].VF;R9>M0BY=CNX
MZ_OG6G<'E#NV,FGBJ5;G+(FL\;D@$;;$!>2(-)R@S0BLT@?>K4TYZRK>U4; M;)0>&-)^@*NR;#LWJ7O[)P=_[IR5'L/E.'LR+K>0BUEIAL_;T\IWR,;[R723
MJJBUGU'+9&[&7*7|\V]VG'8V_OU9"UY@@,)E0%;V0UR;FNMRA*]9BAW/_GQ1S@8?Q@WX$GDIK'XSG M=E"V%6EV7U1\>KI_=K)_=G"R_\?
^X=G1V_<'[W;:!OW?([&3R6CT^Z3YXIMT M.1)UD[!SPR=6*Q^NR'BMFN&'.HP/DK(T:>I(H&7DES2,%'>*)$^M=2E%EZO7 MR3Y$S,;UP]|\%6]B%?
>0U"$EJG<,HE G(=$LE"0!,@L6.WQ=H_1U";60:D8X'+X[/=X_.?WGSLG<=U6_[YL2TTZ/H3G]Y!O8P,"M M_Y!:-
FU#]BJ9L7^UB(;T\QD:_Q$.Y^.F;Z),@#K0KE\1BYHJ)(&I/QUF3Q$W5V ./N_.ZZDV(U>WDPC@M=[$=MT#M>$+)? Y$8,*$#P4@$573$V-@YQ4@T
M/"I!57:N=[']1AB3WR(FL3]_GIW^] 5G_%TF]_X?_"_O(3 M3M(TCR3-/Y&4X6/SV?85A@_M_NF?X\6GGQ:?*>_.3V?_&'\)//[T]#8LRG9T!_/ORGSV??
OXZ&W_\M/A),*&N M?NWJI[._%],2%XH#RF! >9L@!..@!-0\N>*S2?_?Q[]*EEGP3 $++H*2+D.4 MVD%")@5/S$]TRS]Z.I[\XZ_U0PQS_(FF-
YDOO_RWOWQ:+#[_]>>?__G/?_[+ MGW%Y^B_3V<>?!6/RYZO?_LOEK_]YY_?_*9>_S;WW/R]_>OVK_%]OTA_EO_! MQ__V^GWZA&B?+WY(OSH?
_W6^_/>OIRDLE@IZ M=_H_K?R-^A5<_1K4;P$?(/E__#G/?_GW__;33Q>2"[,TFY[B.RP_77[Z^[M7 M=Y&.)XN?_CLY\O?^3F?>_3#,M*I%=3KJ!T
MA?/_UK_V\];8/A&063J/"/1=G%2*-\1XWU_?'O/UWX*,)9R?+AHBOONWF^*= MGH5Q2P'?^=,-T"[_$)SA6<192ZC?_=T;.*] WD:8QE_&BS"?X7QZ/DLX_Y?
ORW;,/ MK^BGO[]Y]ON+5_3CQV=2QX.Z_S(OV1+R1N/)"T WF]2'$4QQQ94RV+(/F5H)2F,9%U)'X<*[@CK;ON:T M1/#]?+Y1Y]GL:F;7*[23H2FSZ5E3?
2ZFS<1XH2D"_9>?IK.,,,_*MZ$?+;>.O MZ70ZQ_QO?UG,SO';-Z>3!;'ZY>ER0%K% ^+%^LBD3YK/%Z.ULFL_3XF3V'F=? MQ@F?
_3F>CW@O+$@C(,2HRZ08!*.U,&LQF<*C[&P=+M -WA 7WWCP*JQ&[+@ M =/^ "LV4..TH3COX\3VZIT_F^1+1/,72SNT%JC1++?]B>UW?!=)0X2O]HF_J
M;J.CNPIO).#![M)]$2472CJ>4('XS1/"25HKCU@D*IT2VZO"T_IUWN1.E=Y%K M0V57-VKT?';>\61\^B8LSF?A]+=0\7W[XO7X/_'>?ZWI?\YTID5;T*"*#B9
M/,,5!"XYI.2ON)XS7**,)=EH4P9>JJ7SQH%3D0$349:H X_"-/;[UD-V MR&3I40<-=XVN*(T641<+.DLD/B<#SEB$@+$(KC)+*>X!4[K/_]L"_BTL/N%L
M//GX818F\|_3V6(YZ-_"[!^XH&_3Z$04XL:44+3@3004AP*/4 M(%WR441G5X7T]_'B MT_/S^6)ZAK-7DW1Z7B]0GLWGQ$W,'*?
(Q=BD5HF4*6ZHX8[B.2%@C!>;@MY V8NY3_Z\QS/$2W4AQ3;@]%,LY&=$8P$GRR0IW MP8=2C'2MK<;!0(;7>R-%K5+_QE+N0?7/I_/%2?
EM.LTW/:CWT]\$!)?Y<{1] M%5 \%HB.9\C;H>5H<\+6E_OKHSL6SO2DC[O,,=LRY5>JS?$;2KI-? MC+]<.
[W,&&U]3!"Q.KV:*W!D!2%G;Z,PS)G8^J3W$4C'PI&6DK]+#+MUI%D/ M4RM%"> EI&LYC&RA?4XH!<);:!\K2GA=9CL"Y118D.SJN=6?<)>/!\ ,^Q4**9
MS,_RP34_>1H%IXVR68/W(=5,; =!"@]%"IE#LLRFUG["1'!H_FMI'M7W7[K MB[#!9']%Z=4D3<^N!J7KZ0:>4J X& P+@O8G3S-
5(D!B&)7CDA7>^L#Q45 ' M?_#85NP]G#V\P-GXR]),_4;B>3V=ST\FW[!W!A\;1"=\\''D$U/"\:*S(.S%)2RWT<%CY:K+ &_XQM7WX11/RG5*Q]M9
MQ;CX.I):Y>2BAHR&?-Z<":#0F;;.I%W&P%&W=BD>!75L!&FKA1Z..9=>\$H9 MC% 73%)Z,#%+4"@-!)HSA$!VE:G %&]]V?$PHF,C2$/Y]W DNAI831,B;
Z, M2HH")!D@^!!!B:(4Q<^>?,A'-)CXT0;J?=P\GD!INYG5VD-/XX$F9?ERX]S:Z^IR%QGR[G=V%!1UXD$4LHP): M4#P5",4C9!*8*3DZKUN???4XG8./C?
9%U3V8O&O(EZO]%YR0?A:C[*PU/'/@-MW"=0AM5$HQ(@>AN39Y',=.N$TA50CH0]VXFX#W.&BV^\?O8EC$_KHI,/T^?3 ML[/IY/UBFO[Q:7I*8\U_"?-
Q&H5B0ZPE#5QDJ=8UT! D17BF\! $C\65YD:N M&\2#9TJ?*NG! JX/]\7X]'R!>51]-@S"DTCJ23+M=N"DUF2\BTH68TF]>9IZ M5Y
_$(LV44O#F\#E:Z:7838A>SA_B[/WG\(,E\RFL/ 2V\NW[Z_=2&FU]10$ M@)&RD)OG&#@D]C.1 GWB9!)AK>=BZX]YL&3H4[8]W/G=BW0DZE,?
DP5D)S.H M;'F]BR^0X5C0]JIN)QUM+?,>CFIO@[K>HHR2)3D%7&I/ MI]Y(B$Y8P*R4\3:%(M>]!K %%0:W#[LDPR9R;WAPNYSZW[%6X\+\[N%61_Q
MS7D5TTE9XIN?G"!JJ;KZ2N*62*[E88RRZ#D)P%;LBN(K1QLGH*OGC-[K+->S M%UL",6PC,J06>L@>Z 1_I'SQ7-GZJ"?7)<00HDT*Q
Z&_*"LPVT78^MMIA/ M@3>?074_'4IQ/9BM%6 OY7$'\XA6(I?*:O*S5:X9&Z)>="2()J4HJM<=6^=="
M=H3XQ+0FREMI$__UYUN"I;WZ'[W68WO_X>3Y__R/D14W!P3C.0V1:=;-9)MS8IO==IL,K+VTI]9%GX_4:>LBQEW7:;LSA9?_>3Y> M?'T^/?
L\G="7\V4Q(Z%2-H9Y"#Y6+U-'B%$F2"XR&20+*;2^(G\0T)Y43^F"4,(7"3.,E M^%Q3E)4U$.H!!3>T+NAGW+'6%F-
]RH^;8)KG01=B_OQ:\O8BZ+W21ILQ&^ M+!"5?VDS'XD6][Z39.F3")-1X^DZM^>@DN)T'$=A:01'@ 5EP2A(S-I4/))1;'UE_""@8Z! .XGW ML/+?
X8+FA_GJ-/D2E227V$I"E6V]I^:!0F=O*%8W5FE#'K04K=.9[D=R# 1H M(,,>,JQ?3=*LEBQY@1?_??7=1?.%%-Y-3T]_G<[^&69YI)E-(F6:LK<25&$$$
MUV4'C,?L'$9I4^NKO8X0]^+4?IM@LT^5]&!*;MBVNT=NFF=ABQ 09/(D!X/@-MD/8UIZ*2S(J,K/5YZ4-
XAN=&K\I<[65LIXD>+,S=68]22*K$[,%E3<%U[@] M5F87YS7TIMO<3:>7A[6WZAX M,!]90_ZPEPIRC/5-B:9YEUA?
+WNF0K#!Q?;GKVN"^P%8TUQ'/21!KP#Z1S@] MQ^]P>ENXU#: Y202)9T ;S6'K))#)23SV-IK61?;#TFE[3340U+U@Y1_A_/% M;)SJG6+]M6=5*K_-
IO/YR D>0S$>N(KDZP46*9ZO#_@%%X%KGT7SXKN;(?A TM6=92>$VD83^T-E:#5BA3E-&"UBF \@)IH;@ R3!9O%!9^2&WLB2&]:2['BHW
M7:R'>OQ$(O@0_JREBZMT"#Y]XRI+L9:9.JL/7B[JE#$;HN:*@9#T015.B\20 MB;=*BHC>>9%:GP5N@O/(Z=:WYGI(#7^6__S^:
(>B\PORY=]F*X+/1B*1CQG M8'TMFQF\A)!%H=BU%(M)AJQ:^_Y.P#UN[@VEQQYR2!_T"Y8_//F\=#]?_HFS M-
";TH^2\MZH>Z7)MR0_5%!YGD4&SR#BGR3#?/A&B*\KC)ES/6NNA]-5#WL#] M@"7GS B;(&FR_RHJ!]$5
YX+P\@19>QVBGNO7MP3RQKK()X3U*T/VI>HWN'G M\UGZ5':?:9Y/\#A?CV7W+9&2$$EQZ!(6E?D@97*I=9D_E&PRW4QJD5]HD(/TN9,6%6@
"9)0!XP&N]%+LBN<O<]>R+5 M)GJZAU-;G_+?\!D_3%=D/BSI'V^]C._PXE 0+]LG7,S[';JQPME7DPPUCFA
MMX"F'A=2X$Q[L2:#GZ)&+,HKV7I[ZWM.Q\W>O6+$/93?^B[BQ?C+.,,DSY^' M^:=1UB4D)C5@J, ^:8J]/.C.MPB2S3:ALM*WOO:\#<-QDVES6]VA^\
((L/!LO M5 JU@R!MSD)'\"$&X%(RC$D(Q5IG5>U]098AV=.GON[AU];W! ^F=?C 6)(V M@![2&!)$2.8XD
ZBO@ZV5AB>RYKM*L&F2)N)I$A@%@LR)8GO'>"TKZ4%HB9J5 M0NYSZX8UJ])$FK_]>_,\?_W^ZOVK#Z].WKQ_]N;%BU=_O'S_X=6'W]^]?\F
MS"ZJ^[^N>8.G\TV>^G7'Y\XU>]FT\HT8/^;[Z:-RX7'Y[G97G)3HM9(&DBB(:MH79AY$2JD.@[5ER1 6D=OCR$9^O%DCYA/[\56>\99?[+UQM?
73QG,HQ"3;2U M(0"/M1]=#36C!">#]X%S47AJO90Z8ASJ@6 SGMP)T_14RKX\)KQG:LLG,:PD MGA-C$%!A=<)KEV^REUD4ZV717KC6UF@%E)T]
(.Q5_2N:!FVCAAYR/>^#53^= M(5[FT:\#L*>'AH^"V\VCPR:J7(,>V^MA)X21REBNR>E.45&,)PDM+0\#F4GR M?POGI7DRZ(Z(\LB3Q-
WPI(OX&_)C66'D#YPDG-W =OEP1AGM%1.5,@8)SCSG(#PTP?!#<6 _3QD)L^'9DB>D_QH1@,@YW47D;D4)K M!\I79_=2;? V*-#)LJ2#\JCX6JI=.<11*;>-
(%NOVP_A\[N:_G:7<]9B5-J" M$?6D-AH#RT+:I+EH-<%3*;2+&'AYRW-.P\CEYN.-\65K]PRQ, MY@5G,\Q\9&14J4@/R+VK 54]GL<6:Z>S/*&TQ9K6R7C?
3@" M!FPOV!XQ[OP]+NF^,)*7DT;YX>)\E*DDJ('97IBBE3*\V)A<7+XWRTKPUM?[MCV$Z(BXT%7\/S_KNV;#>SJ;_3F=GX=6DU/I(\G(YXC I%BK27"0TD'
W1D^MD53!2QGI)UII/S2=Q1 3#[8 MI7N[K,|<)0.>ZT$-.>5D0%;<@7(F6=E_&^&5WGT M=TYY^KD[ICQ_W?+VTEDB+MG;F1)U8B6J
,HRP,X'A"DSQJYS#+(UN_H]NKN M.:(6)((,4ND,RM->[:214'Q$IYQ-.31/XSC$N^7/UKWGWW$4 .[E*7 ?@T]US9U5VOE/< M1 \[(0SWBOS#7
/A5$!Q)L"A-A!%S,YGSEQN7>3CL.Z>^^5)%_$/=O?L=%!H M37VI%6OZ<<5TD7>.F)F0EBL3*UK:)A$8+RM=0GT]P+%%DW3Y-:\"?;J***@^J,>"Z7*

MP3](>G(?I]+9<8'\[=1UNWIE&UGW41?]+K(B0>`M%,/?5C./5L+O(M8!DA!>C,=I>CZIA\,K+\DMDU+6%Z:^ENM6*@>"3(Z,0!ZR`MD3DE)=9R_S8;?R^\P^U.K(:2?@]^XSVRN'@C]HI@SW"`^F%]4%3F9U?]6W^C[`MIG@7/QV%@+6V0P"&"KM.!(^E .?(:9);)-,7"5@#^$?(N*&5.DR2S^I$U8BH M2NU_C4Y%PLH91!X$"%/("8@L2=WZ\O"`\X<'8E@WM:S,NADR<>+M9?&DY0[]`M['3)4AIQH+R)KJ/WGS:QE3R&R)I0.;JD(P/)4ZSE+00X5?MBJ1 8!ANS;!U^_M<*^R)KS)Y$04"R;2K!4GU]+G99NXA";+`^N2O=0,^@\R;Z,*3K,,FNBAEW[,F`M!,4N3"B+;P&TZDX<&0AZJ%=,AZ3]LW+R1]ZUD0GJ:^9-=%%#3NY!%\'X%/6`M1&=5=KX-WT0/NWFQSWU2]0*01VN`8@U+@88O];B8F9B*"GD`R[W'61/[\J2+`M^(?*FBC."1<,`BOU#:P/-%DC$BB6, F'K&1U;%D3G?22P3M9$%R&.<%UR68?S`MS"`RN2FC,NXVLAG\SDNYI>BJ*<.K^G;XU.:!\[I9^=GF_.,IE\PGXO/Z;>_`MA3E]239[\? 7]>:+@95[.3U^6,ITM_H:+3]/\!A>CDBTW]&*\>3BN>!IJ5!\`MR]$FIAW+0INUV+/+6>P%1;=SFWI&\5<2MR"9O6.77)& M1L,60!^Q.,^44GKP1=!]'D_+8'`VM#;R+:=^LOB$LZOIOCT-DP7]6CW_EQ#`MWSI3AR4:(PQPY\F,EN1HR?I WG.3LRXQB_42+@>%_43SOG7=\,*L_4P_+\_,`M)Q]?UXK&[\8?/RU.RN_SBW]:"_>*F%,"R\DG5(Q[<(G\QBBB=TFKCDA;]`M0'YB.)7OP*69Q"TM4&O,8 BB(/<%8I,-Q+KXLUD??UBK'=+(Z`MR'NBXF&>TF\\H^?GLQG]@YL_2,OTLOG;\/7B+#>Q)(,)D(0EV3/%:84*#QYK`MZ;1,/W0#O,;O;X)/5!^`&`U[ SGR;XDA*83QJ`5'Y\,KXFBF/$;)#HQ03C/&^;+F7W-ZLCH/Z>4]"'`MOLLM9WCC.Z,@LM*%UP9(M9.3!\Y"CF3*C)+,1Q9#"`-M,54GNC<5-D]['1N`M;J-P,8I9T/>4`MDA\T%_J!\7>6#;VN3`;I(I>,*B98*-JK>J),)MY2""><#SUQ8)'?VJ*O()<ZT`M+(D!HR5%BUXQB")D2$PQ9T+(S+3.*CO(?.@N/-DZ'[J+4O8]'SI&;0(/Y"^[`MVA#%V0*A\`Q"B8R,Y1QXZ^;LAYX/W4G]:^9#=U'#3M);UP'XE_=696=\UPW MT<.NJL@ALS5O,S)6TWT9.&TE9')AHXC&%3'$QK*_^==#]\J2+_^%NG2JWNSV0U`M669)6**6%,.$GR$8I#F[7!C-7D2[7@^S@VITU4D7ZS6ZZB+ (`FN"M#G2FW^Z`M3(GZ$DYKGX;1)5=.F&7]>`RT-$HF@9D`*+(OQ2/3>H#V20UGM!>L;..M[Y']`M]YW8%!IZ63U,TWY@"X*7.0KE3]T6"?LYF_F^\U-O? _F))2K\IQT+>6>;`WIT]N#VII:NT@+T%A-A"3,\#0`M:QNL,"H,_[YELD<`?/W1)*=6+'/R=''=_`EX[C05PD)61H`J,8)/WD`*F$HQ`MO'8P>WKN=8`+H5 &E;I*]W_T+FVOA+.'(%!0=7^P^B#^CSTW.O@Z!Y`M6UWO&?GZ^+_@AH?AB:,YA7`MO8NW;CI&Y&3`:&[&@+)60(A%`\^8I7;)B]L=6YY>-AX,O;? 2]NHD[#U@=M->\'Y/GEPSP)HE@37X\,V`M%()R(@00:MEJ17)PN=!"9SK;,+S)3V\,C\9KWYX"][^\C\8]3=Z[L>@=9TJ"`M1N9I7L5!0%/`*4OVB_F 4>PQM??W<>.^\'E39=]#XKTJ#;4\Q)?1D)A3+8+.`M0>6(],&F@<2#M3)EY7SKEKG'_;IQ7TC;5;GWD'4'?5Y6M:SY$#Z_J^U*^W[= MV'W_E\W;BF3(5X3,H;2&7);D\FT*V*M_!>8&7.6.X9%+7#,_!>B\M@4&U7A2)TRMP.`M7]#QX$]D[P/-V^JZ86'I@9E<9F&9_0A ME4C?"S8WT_&>5YN^BCXL"=<)#MEIFD$ZFV)<5AU`MHU<4RO;&Z;AL3&.C[37Z$&*.`=`I^B3?!'`[1NJI1/I>NR;]:'ZO*TFO435; M&LNMD)*6=8V8,0L((D;@+]5(T45AI>P!R_>]1OI^\GLK;:1%8<@A&4T+^[`VXV*!F#QJOB?&-M4BRU+.^^\`M;5EZS0!U=M8A!<5"#D[?`Z_@OP_|]I,'^UX6>D7Y=A68`M3T)K@^V^1=X\>CS`M'7[!R3F.BF(B*59`9U5J:1\+`2F,,"5%&8WU@0_?L_P6R".@ZE[I\1Z";GR-`MV,<;O-EU@*):* L,@>Q)J#:$H/$2O'7`C#8H4M'+[W/YPCUM,[,F&NZFR[R'Q`M7K6CK9>@BB61,7E:BE:1;V1)VL)G0%X$EJ`94WW5!CK2%A-[0MJNRKV'K'8'`M51- FTU^GL(/P.E+J?^IH/=5'6#W0`)40UISE$#4/D'F.BFM@P4=0@D?PW"D@`M&>9H+8L.C[KF@4)M-,H"(N@`2I;/L6H=252T7@Q%C%*W? @!VD#4/NO!DZYH'`M792R[S4/`H;@>!:0EM<>@3XX612@$8'QQ"DPZ\L]/-2:!YW4OV;-@RYJV,T3`M]C4`/M4\Z*S*[F_9-]##3@@CM)#+%F:6,PN*DZ<94\X0+&//%HXW!E>,@RH8U`M#_KE21?QMWY3^0=.$LYN8/N/,44LDW&X"7=R3Q.RRS?]+&NM+0^`@B:@&)(=`MUSE +B(96VR6DE(;OT9?8.T(U+-N$TH!/L9`S*$,5`M3WT5$%+T7$L7UTN3_X'ITJ/(AS%'\ZLP]NJ`UV6G:RH/B!R(P,8G<"7X:N@-`M^J`45P.T*[H-:R] (TR:..]V$84]67T-\@XM7D5P0]#WKJT&#FGA2-\26#]`M"};7/#//X,W*(S6`W3-NQ_<#!*9S14RS`YSA?-EH(UR\G'^%F?+]M>_A/DX`MC1C7Z%,/P*Q@H% (2$)E-Y.AQ;A394'$[O:,/`CV(\;AYU$X]/9976`/OB_'I`M^0+S*!1CG..UC#JO[<,-`^^EK)%#EB*;;/,`]NL1E#\FI391TCR><;)[#W.OM12[/6L+)3:6-G/9^<93\:GEP>&+I>0Z^V'3]+4WG4\.UGAP_`MHN'O1QTN.FFHAFD3&38\3*M(WH3%^2R<_A;F[W!.D\/Y55XU_Z!IN(M? &*_<;IM=C"H7S;6B!MB>4Z"!+KRC6`MS0@^1%5?SBK.,V="MEC*C\`X'LUO+^6&!U;+RZ"K?><;1IKW'@\ZB%KOU\1-ZQ^6;=^W>/Z-YQ^G(7/G\8I MG%[D,R05F-`6.#JDJ0HNSLW&8W(2#`M.8BBA`/GK:[=4@V$I:DY&DA(N'0S?J69/Y].`M%K.0%G\?+SX]/Y\OIFS5)I^=Y//E8'V/1__*\.?(:>2"$:+V?G9LE+ (=<8"*A;X`M()(1KY#?8L>*=:#&(5AM@B11//[X/NA;'T_-V?O7PZ8YR3QC)(2N5:"I83`MK[6'8-.RRQ\%L:U? &]T#8[!+WP8ZOG/7NZ54=WW%>_\\EFYS]#%EPR)8H6BK`MDR0@7T0&HVV6WGNRJ/U2?Z>G"- OJ]4&>=)9O#P[+]XC>A+.K'/5UFTH*\=&/)&7(BVL)CXK)UN]QAB?#(`MB[&A>-!%SJU/%=[C9#R=O9DN/KK`D,2FOU^M>]=`H1ZG<3:78] [J5S!EQ!;P8HRS3"(9Y2[QC`>B?*P@A`M%IV%5HRM]W#SH5&.4;T;2['U3>\=8-S9ZVT%K4H4G3"(3CKB'1(PI(ESIB2W`M!KW*ZU4L? 6B4HU3OIE)L>'E[-=N;!QP?Z-]BUO<8>H<`6XNXA`M]%J!+C&C,!K:BW0@RV.X!Q<)'>;()%DCZ9O?#PQ)@D?"KJ$XT$7*/>C^AG&Z MLD@FH!;&UW=J]=F;*Q!UXF"#0&Y<\MZU[K[\!\3P9K^%=FY7$MM*M#V\=W\^`MPSQ>.`I2K;[X=4EH:\G)"%X#*DZ$UDBQ82 S)ZPVI3@NG6]]!'\7Q;$8^BWE`MVX-[]SVBZVOOQS'U9.3OP[,;$[^MKAY4_1:"[F&+OQ=;T%E%YQ0P2QN0TB6 M9UI2W)&"U*Y@C*UKZ0ZG_$=,^Q"Z[R+??O)!IJ=?QI./WX,[.E/PI41&'@SG`M-8&!,;)#W",(Y:Q4A3[<+HG4(O-C-;#AS?WV.KN;U]%(X#T8_N\-W:L).3HX M7[P+"URF+>:W9#/I!^$CCI(2C-!D$$+10N`D@V"8!"9*]*P$SV[GZS>`^;7D(`MW:Y/@U[W<&G?3!N]\^9YE,V^UM2DL]H5?FK_EY`MF"1\/ITOYK7",RK! <\D6;,V!5M;5$I=20DXN<^>]M+YU#:0M(1\CI_K56T]'`ME1\N(_-1H7@\22%)!(D^,,&!0FD%6%A)!841NK7G1K*N=%MXBOE[TM1QX-3XEID,5[4"Y:\%8:H$W0D:DL7HI;`M=F?]\%8:H$W0D:DL7HI;`M=F?]\%@AO0JG:L:.A.YL`M0P_2P&9#X=]6WQ0:.;2:JRBYB8<9UTB]Y75EVNRUEHSM1.+_"9+5%S%&/U:._2[ M5N`#;6C:Z[^+P!KK[6\DJ;/SLZL:E\HF5YR#F&4FJV')3:1O@$#/DZ>9*-6B`MF]AW@P[;I61CL4];R*RA: [T$$O[\#@B32&X:V!R7GEL&CU%"]+Q880A/:+'L`MOAOT`)6WL70/9V6DKY+`-,#`+YJ%JX!K*=CTI6@=G-:VD1UC]-A"[D/LS-< M'>X*9FQ@$BQ%Z:1P10O.&0:8M7*>,5]2Z_S'@0GQR$GJL'SH(N[^>7!=X)!L`M7:XE211!4:R^,,:2;*&,22JF(ZK6O1KN!3+\H4OQ!$_* MK1O<"^_EE^EL-OUGO=\-G^DGBZ\CS17/17!B.TU<*63@!5K@B?P@7626R31F`M1!=\NW%H\[K)P]O>--(Z%?8^H,]R7HH\G-[%:GAVRF8.+%'HJFHY 9\Y04_%`M,.10VURL=7S:<>##ID7OHNZC!04]<"]+2=S%*GA,V<=:#(W7:A;`J.4-$A1`MM`Z,.[Q=`J:2.]RBYB8<9UTB]Y75EVNRUEHSM1.+_"9+5%S%&/U:._2[M5N`#;6C:Z[^+P!KK[6\DJ;/SLZL:E\HF5YR#F&4FJV')3:1O@$#/DZ>9*-6B`MF]AW@P[;I61CL4];R*RA: [T$$O[\#@B32&X:V!R7GEL&CU%"]+Q880A/:+'L`MOAOT`)6WL70/9V6DKY+`-,#`+YJ%JX!K*=CTI6@=G-:VD1UC]-A"[D/LS-< M'>X*9FQ@$BQ%Z:1P10O.&0:8M7*>,5]2Z_S'@0GQR$GJL'SH(N[^>7!=X)!L`M7:XE211!4:R^,,:2;*&,22JF(ZK6O1KN!3+\H4OQ!$_* MK1O<"^_EE^EL-OUGO=\-G^DGBZ\CS17/17!B.TU<*63@!5K@B?P@7626R31F`M1!=\NW%H\[K)P]O>--(Z%?8^H,]R7HH\G-[%:GAVRF8.+%'HJFHY 9\Y04_%`M,.10VURL=7S:<>##ID7OHNZC!04]<"]+2=S%*GA,V<=:#(W7:A;`J.4-$A1`MM`Z,.[Q=`J:2.]RBYB8<9UTB]Y75EVNRUEHSM1.+_"9+5%S%&/U:._2[M5N`#;6C:Z[^+P!KK[6\DJ;/SLZL:E\HF5YR#F&4FJV')3:1O@$#/DZ>9*-6B`MF]AW@P[;I61CL4];R*RA: [T$$O[\#@B32&X:V!R7GEL&CU%"]+Q880A/:+'L`MOAOT`)6WL70/9V6DKY+`-,#`+YJ%JX!K*=CTI6@=G-:VD1UC]-A"[D/LS-< M'>X*9FQ@$BQ%Z:1P10O.&0:8M7*>,5]2Z_S'@0GQR$GJL'SH(N[^>7!=X):L`M7:XE211!4:R^,,:2;*&,22JF(ZK6O1KN!3+\H4OQ!$_* MK1O<"^_EE^EL-OUGO=\-G^DGBZ\CS17/17!B.TU<*63@!5K@B:P@7626R31F`M1!=\NW%H\[K)P]O>--(Z%?8^H,]R7HH\G-[%:GAVRF8.+%'HJFHY 9\Y04_%`M,.10VURL=7S:<>##ID7OHNZC!04]<"]+2=S%*GA,V<=:#(W7:A;`J.4-$A1`MM`Z,.[Q=`J:2.]RBYB8<9UTB]Y75EVNRUEHSM1.+_"9+5%S%&/U:._2[

MDSO%^AN_?YY.+H^N1\4@D|)S2)ALK8SOH!:F!.8YXU'QS&W72X'6&'\8?E=%EON&O M83S{(YR>XTAJQKVSI=8;I/7]"X*W1D$T4:M(/I"_G1W\T-X\",8?AM?[S(6& MJ87;F:1'I_D>%XM3?%?_WHA9FEK,&M"7VK"A" AH.0B>I?!<)NO7>P0Q"-P?*

*MD.A[Q8"5%^,#U:3[UOSTLH/QO'EQNM5#]%JE:LV9[4^Y.JT,(O,1#*NLSM9" M,,H -RSKR*.(ZYVB_*#EZM"6P 77P,AY E5*!,\%;0HQJE"B]=JT+OS{(Y:KMZ\+2_LK5=5'VOI2K^_Z].TIA+=H(C#L$)8H'[RF(E;ZHQ(MV.K=^ZW)DE54Z*

M<>#!RBI==\$HE2G6F=-3995.E54ZT62($A6;Z/A0^*MYTJ8(!BRF#$HK"5&) M#,REDI@W@F/SSCX'P]M.E57VCK9=5+LOE55D2EK($H 9I6J0\PA1IPC=QO+G#+<@7=)TII, 5RRM6BGBYD\M:>>C:[R['7?!A$V(U5))/=:V76[B41<>'W:Z_!UR^\U/)=W"B.:)P_"(UAGR*Q(*

M;\!KRR$'DSAR)W5N7?EJ/61{Z-?U>[C<@\)6TFJ@R{G?)S-,TX^3\7_=.Y?F M-W5KCM?

KM=TF<]Z?.SPCK&);D)=9VZ0K3C8JH&/DR%CELM5)"8R$ZNW37A2@&E>#-Q?<#WN%U86E_=WA=E+V?

*=WA12!:M]6^N3]^9'=XG3CPX!U>%UTV^ MW.$9R0AR3N'"-)R$RKR#*9:MB[P1G#DUX-'!ZNL/KIOH6=WA=]#;@'9Z716B7 M/01M:RUVYL$+4Y.2;;)*

MD<&N@^6'N\+IHYI${JO W$VO\=7A^ M:,$B*&E9+69%>U%" UJ5[&3(VJ>^+O+WY@ZOG8Z[2+/'.SQOL:3$"TC'"8M"*

M!P&3A^*&GGT%&7?X^5 W_'5XGT:ZXP^LBEQX\MY=GDT'G7Q'?X^S+^-(QN&-_^MWDPG7\@QOOO/9/YAN@BG-W.7VM8^X#M2GQL.=%+I%]E-M-

*'0RFP"&864/BL'09/;15#21]BT NVC**YP*5*+ MEJ-[09S.C8>'XDT7)33FRZU&J1[Y63M#Q M-*#MI)K5#6@[R+5A)/M]/T=O@Q"9:>"2Z0N_RB==\"%-*

*"II.0*CXUH&WB5FPF M\Y6M&K;O6[H.C. -K0-M)^"L:F&XBN<9;I'>](9WVP=5NG 95/1++X)ROX+R6 MN1C:9&*+#7H_&M"VT%\7@376V_?*

-5%T1,WQ_"=3#9=< L[UHO#I'$MR-@-'46.AX,"3 MDPU>1=HHE%6V#-YXH=7D#FB1#,#2X1?4!A0[*.SO-"8OYI<-'@=641/RB"/ MN"1!VA*

1?.2DDIKD6K(KJQU>+<72^G|N3VMD)VLI"TUO"\K.=>FC?N"?&\ M8?OX\^D89[=F7H)26NE4-6/KRW*$H(N&S'*6+0-$?L5:-[[G<;3*KIG%>U>*

*M+9W8U?"&L7\E_;'4T/4|G>$^.VF!64Z19-04P"\3NA17T<2@C6C=AF:HN3TM MK9T8J"T(UO!\O?]YDA8*CF].%1G-TZE .X4IH"3--*

*R9NP644(O@LV/Z4_NX^ MO:?EM)/EM!W-[JXHO;\KZG:0Z*6.3->F(9K,KXH9(;+L 5E(TIF4U.V'DWN\ MGAX\A]A++?P=QO_U?(W7W*

6/N+207H1%OAK&,_^'"?G>'/Q:"4E-SF E*9V M2E,%@DT))#L.,I\14I3#TU47$1S0_G@PQZ^]4?"@SI36%\=(UH236!@$-.#4? M0@9P+*EJ&VR6]#7*

*[SD>'3>![3V]H'\>[B0.S'WH%;O]P<+CPLBY9A840F2 MR!94<@90N!<_*W MBB/UU[%F054VK@8;]\'[<&A===9/]WB35;QWJNU$WD/^$S*

<4$((5=*(J^2K6 >;Z^2C3Z$TKRZS-Y_6MS!.:+[Y/ AGLN?SW"^A],B)?DID=3H M2]$M35](E Q(D5G1QC+F#B=>[C+SIV6\G\NX_.8>YDW

*XS+PI+A@(@/IK "5 MDP#GHP"!'NG;MG!Y.+9XTQ.OO0F1/H391UP\,YN>3Q;?7$XYP3O<;$XQ7?UI]XVD9V@\ M)N R("@I)#CM7[W+73;*H)'")*

(W#Z;/Y'!?S,"&1AS@^I>%QFPXAC49N MU#&D#$DTZB!R;>LO!G[VWH?$0E8FS=#:/I!+9U5EN N7ASSC'%D+0!ZT6M M^,C(ZRZ,

4I'WS>RI+2/DARTK\CNN'L[5-N-WO>EQCG7I5VKDUH^ MX!8J6_H_0_+$" IK$)P\0I;&A>@4HFG]/N412++NJ2;$CGJQB:P-]]=&N8CI; MZF)QC?/ZDQ?

C>24V(;XJ$K<&U+X:EZP/5KYNJ^7:]S9YUU .M[@%8_Z+ M<'%^78X[2*;)S??U8ED)SB$H6ELZNN!+)C_Y;ZVJ@=P[:0$=9_\:;Z,'>]# MM94X&L7

%DWA84!&\1#=[# K1=SM];O%!M1%.7VTAYTO MQF=A@2=E#;S&9.$TZ!]/;R*-;DEDA=:G+2]+EVW=\[8!O[^5A^U+T M[6ZM?6FI3U/VR]?*

K3_]CC#,:Y-/7U_@%+^H68M#<4]@"CA5>W[][<,XJ,(' MB;D((UK?.ZZ'[,G],JR]'CK:7$.[8?OG=_%>U4=< VQ/?G@GH#OWQ)MI?!6I M>E-*

7G_O86J"]4<6J+""@%A<7T4YB?9?&I-(FHNUJF\=%K?6=]+W@UI=M-0G MI5Y-/I\OYDL)B$NK'2./QA8!VI!GH(PHM&DGPHT5 MN8HR6VJA!V_\!*

<[&7\)B_.6;>W=2OGUSZ1F,=-%")D\KQ0L#RC+R(4.DN;.2 MA"C!89:-F;(.KAU29N='[,WU-CRWKD3W=>1CULB+ VLU"4+50M":?$A''Z30

M);GF^43K8GOB6&/JK31R0U^WOYY./G[V=D+C(OP+9SN[Y;]D0&'N5SO,NN] MO%./1DKF,"UU50J;A \2ZJ&7E_KF=YNV?V<8X38H?0.*

*M4H@)5"$/.QK-@6 Z,J,65]S5_NZPN-7FB&\X.G71TD!'?%<-'2U*;HJU0&HF MAR-$7PN8,>"R.*8<,I-[.R.^"V??C_@Z*7*-(IY-M-*

*#+,4QW$7Q8_M$6VJEARO.[Q'=Z$2]#JZ>7)U5 MF';CU6RKLP[L*_$1KTVT-@%C?<:K@P+G?((B0Z8PU@>?6OLEPQ+A*

M$1=D!YTD7/KOMSO<3*>SMY,%SA_<8ZD#Z/952R@>(/-6# M96L<[:VMN*!?1[_M?N,/[Y66KG$MWI[8G]MKIGMHG%TB"CG<<*2/)/>/Y]0O**

MEJ^2=23Q'-E.5U>>>!"=31UZO=P%LWJ%R&X\=VV79F9@!MN5D9 M75#UY+(M1[0?AVUWQM:HP

{B[L%A6X&.%)N\$,@LUAU2YV!9#!Z9B4$FDPAW M:?U&QO!*L,99&TH'-I%R\'V4[XZTFW/,,"YB",7/ED8Z';5@H#+-T8,B,U32 M%*$Q[4]

#&\LM&#G<>>QG43;>T3WTXCFB]/9,,W>L!YY,, M@2,KX-.U-15HB;&0I=.F\)"Q]>ZR%,B/K$.[,],Z^K 4T8TJ'Y8CF)SFXI"[

M,&^8:.H#Z%"WSDB[LB!A)41C.8)NQ\^'G_Z_>#+ MI]_GM3F8.-1O:T=W\LX_IE(^'4\W;43UL9C-$K+W6UNC3)Q[T:[UT=M,?"=

MX@&O/=)T9$E:R32/G$5M-?-8(R)"9?>X1?;< M' R!@7DK!*W@Y(R&E%'R(678='9#9=_VH*^K;QQ>E$]\E+S;53,.,]%%@R]: M C.:TRD2A6-!.6

*R^6)"M#FXUG&%Y_#L*SCY4E6H@Z9O164OF08+;.])CR>0 M[KON7;#UEGZR&M>^4E!:L;A2/1I1,+2:R"0-*+*/?1%D+M?[.7!*,LA>:LU=*

M$L6^>O58FYBR#^W81/(J. 79T]_&^7QVM8!V$Z3+5I5BBV8%3:VL5HX!.,_^X MT\(->H.\=>^@%5#V<67:BJ]O>$VWC%%,)

]/3H\DX7Z;9X>0$)W^7Q;K*XR' 4G?1*Z-R7X_N'YQS-FM9KU^9XC+3U-RP4'-L"]{LXB5QJL/$79LSA MZ 0N\+ \,4-IMR+[TQN::(ID=VH>D 6G#/-

*&:K#>>>U;UWZO1[5/R[^WF&EC M,G]XLG[_M3XG\VGTVVB"<'"^\QWF,_*_ZX-XGMB$J=XV]UYK_QR+S?=W>;1_'I[3I6X M=@5J6VH?56(Z&<5"H)-()*

<-U\;1G/5[$_MK^YOHZ *_#%E'82(,GVLS-.1;R MJPD<-+ELM/$]I/4]@##\'?!VG[>'C:7Y+YO95=ZZC)9{3)MD$EDH-,/*OZB MF&.0!C!BHU))LXY^D[I-*

*^\R)+D1#:M#DIO(<*B0I.-% ;,(R#8A3%(IU0KYG@'H39NN)^.;I/Y*[^:Z&(FG,] MCU8DK5AM]4*FY[P53,Q.BQB%#CM0?6^H-*

*TKUML+LH9[ZV0PQ*XR.D&{{DT35!=N?6;D;L[A)WN$V M%R=E2J2#TI+S60@,U07P9GGPE2KM'AM8_"\|872Z\I*[4TI-I%\'_7X_X3O MBR=^E-*

2A5"\D1U%?QY,,2C+,2(M&@](IM Y!WXW^PG)/-V+E<1W^=B)MW4#M MRS_'?X.K]^.+"Y@L.D)LDR\@?,4R#T0P\N2+66!6R5HH[U\D"?/KM-\!?*

M"ZFU=N#>C2_/OLZ.+F>'WZLT;Q"1D;E5TADU:=TMM<]9.$(YBSC$OZM Z@&IX!;82R/\78 U(&O9UC0IU9+G7;J;4G,8K 7+)%69&<|)WZ3K\LVI^Y

QN]4T$VQ/; M/XTGF&"ZJ"=+*7J%MKZ94". ^@M-I97E@10(WGF<-L=/C9!VI?CCZL&'61K0L M(7H'F?:0E'MR&:?*

XCTO2YH]_T(_;7GRQ)@0{[]F\QY4NN1:\TG>4LI/R=<]D+\H!.L K= ZDI0^XFB-J%NO3KL(/<^XF0K M =)^\[S4%:0+'7,6'&U7N3*

H&@K86FK4NGY[8(58$5<=5A\V$?7_>G!S9&2 MX!W-TN52F,ZU!-&A9U'2%FBUSUPUF\&Z#,CPOGPCHIZG?PLI]+.,]#8!?SSZ M-*

A[A#"97G\=5OG!Q\&U\.9K]/KZX_(8U[!M4 MS9M.=@:WSW#/KXU3HUORT#K\?H?RX_^%6@KYUXS+VZ_70Q'D^NH07D6+P23&A+UH\K

*M=%@5)9D52I3@;;&JM;OX#)PWJ 1;RKK79*R5!]+'$4[.KFYZZYY:K]$A3RP(*

*M.I*TYLB@UK]+S(O,QD=C.W7]:6L?/,#XEA2F!U96AA[ZK+>\F]'1>#K_>*-R MRV<^W+[:LNLLFA=;WKVH>Z=@,1GGDA0LJOK AM.&0>"..96"E4E**

*[45O*W$) MH&:O+$_O#?,.+F"4\.0KXM+66?=O86\;<'W Z?G9:/YO%|&^6M/L:7D4H]:TT[)>]GK(,@A8)@"*

M3:C4%O42D/R9145CC;J2CME2=$OQ25V22W>A/]ADZ:[8+MS]SJC5G<)'MV

*M&PH&5Y/HI4I"UH1ASC1*RSP69%YK'8&,3N[[VWU>0VYU?]JQ@>3[[/B[>+$S MR%K9"M5"9A\:POJ$807ENNW$3^K.OQN(=P>+@>6';-S*

MY58B!:=+8,IY09:=\ OJ(9H()1BTR;K<^DG455C^M#O:4]9+BO!37#<+I@NR MGBR.U:CV8V^T8;^-#2NP@^A[.E&<08E(^FUR8+?

6U+!5H(\V6,_(B%1C,0EC_ MRI5BC94QM$YL(O'6E2'O+R<3,J+NA<7GC[DM^MPC-Z#1,8?U43;/"P.PEL7D

*M8\V"!A,>Z<**Z\5GAQG>G&A%QK@72;.^0[Y[(6\I-)114(+72T^L";.,] M9#X%2$&2SBO3B>3GQWD:+#>490_;^N'L*TYN%/'!8XPW78U%--*

*Y8%KB)3&M+ MN*1)# J"3CHI'5O?)3X+Z-5K1'NQ]V 'SL%]'H_2*GR((F6$FG\,,LU<9A:S M)%LX1K3:DND;6@<6UF%Z6YK12O@]W#D?ED**

*[UVSN$SW[$ MY_'L6EX'9R3;Z6Q>,C_#"'5R<2J.XYCRQG))D.@=_W2L#O"V<%RS&=7KX3)T]IK;+]YMC M>,.*LH60!S)N|EE@MW.FW9$++(9$!*

[8ODFY._%HT)K 0L247GP'8]M-W1PED" M[:V:.,NR,?S1M4!\=9I-,4+DP#BI.-/)&W+PR$OP3L=2C':F]/<>]//87L;. MLC.YFYU#VS&S1PU;>V;F4L

KYUE(/-3 1V7V2&+,=GH54+O^\OOW0W[CZV! M39GMU1JZ)Z%3]P7/3@ #[3,MFZ!),C82QN)4R@3+M+[X60KDK>O.MC)?:2$U

M3Q;_>'#\^=/GGT^./AZ?_)P_/$S3"9SZ#0DB;_]9J,4\"Y)%<;(6VI.Z/OZ\,KCUIP+@1$SWX"@LLBZNF#FAZ M2LQZB&0_R5C;,[."XAW$VC_9-

CK)A33,)T]N:B8W%31FEI6" "AUDGUM GM, MKNJ+XTVDV3J)ZM']H%]&.=Y=+PQO,VA_NN)XIU^]I.67(N29OR]66<#$&%FH?YB"L 2%2++F3

MA[NFS=[M@#_F.;N]S!N&.FY!W.A?%Q@->ZG>&WKX[JE;"O\Q?3M(KG'7S/MP MM%-9.0M,I6!((Z5EX%-BG/8HX_+3H=%L#?=)X#-]4-ORMXG

*&O/V5Y+4M\MO MBQ18KRR/4!O@<\5]GRWFC>9,$"3K2B;/LE/=TAKF'@PZ;&_3K<4^;B&SQL?F M7^%?]X 4C*7]'(NA/C58VY]]:Q(K07_%D*

MT>]!]'2GW!WV%Y&TML0[MC M?-%&L?90IMVDT :2]-H:1>).K(DLWX],2"W1U!K@TCH)Z/7H[9J8S@M7VTVH[2/LAY,RGGR[+B\@Z(O4_Z@AB^0R

M\)(1K\A6%IE)IWS8#(`SULGUJ^ LH=^OWOG^7$TL0%)K>OVGF#ZF<0S(W%, MSL>3+^.?*

SJ<)+HACM:@E<<));S.9FC$QK8UE/M20&VI,,49G>+>7>3<<> \! MRA9LC0<2=6.G^LOYK%JSGT:9@.=+N+AN?L)=<<=$H)H.N14JJL:B#JH':9&(4

M"F2G A!K_+.E@_^8IGT:+AH^/K$4T-_.9U^/\6(NC^G7\^]?QA]'L_/9U:)U M2@>H#<.B&\(;/G3:@-#GU,'-OK>7=9 CMF:(%QD1B6"'+1DL9"Q5P)-!57,*

M)G0JTGD-BO-,R';_>K,)"8WUY;"4\X2+-TX#65K>"<]XJJ7.5ED&9%JPA,'Y M8#$;DEL:[3AP:##1@E[I6;<0JZMK=="ML\8^_N.2Y'#7]&TZ+X;^\A5&UR^I*

M3DJP1L(KM\[#0)2R!^P(=IGXP M|UZH!0UOXWQ JS:?7US65.$33)>3>8+VQW^EB\N_^2AL2H[#?.[7*?^2(G(&/0.0FR'#$P+11G_0 1?

*BU6U[P1=!/@/XQ"[X_N ME0=O_3]DR^'[__[E\-?/WP\/OGX/[I]^O*_+1+X.WRU40K_IO@;;)?%?[U;O M+V Z/2Q?)O-V_ES2), $6I(3J42K/*:*

M=VHGM,8'6#;VO@)1C1@=-Y1LZPPL_$Z;]%+B!;)MIU M!39\+&EW#L=#$; W;2GO)<\$CO:D M))O(O7G+T:.C3^_>D]TW&X_P".'OQPL3\#V,

*(,.G45HD4'F5)'>*D95/NR=X M59[^UF?>R=N!%R-GS4F2G2_(U&\1]!&_'IF@DY<9)^LM1+6[T.^!J M:$P\AV5X^Z$57VM58 =A-S8>",ZE@<>*

M=Y5U'T]WHN&1U\?;?%]+6<&J!T3O(.2>;2/-?_"8CA;T)W96;9BV9; MB[6U9U]A/+5?+V=?QY/S?V.^OD<5IXK[!!P$&;,9R"3A-%<-G#DO)4J7N(\M*

*MTL@ZPAE>!_JZ<*J+@U!,PF4PC[*!WQT=H?W7M3L!KF-@CR>5-_K,Z3ERKNZ M7!R+P;44I8G;M#XKMD?[=I2A0%:@1KB.9:^YO+?;_W,/WZH>)VX2C7=*

*(]$!S&+\3]/2\PA.$MNFA&!{')56.#D6,6(D2:3;'&/ M2UW;'=#;4;"]T;0RQCE KLZBJF%<'LU\VC1Y9_TPO67S;#C# =-[#$_) 0!+ M5I0:4RO,9SH'N2G**

<1M1QI;I>WM-[\FD^3D5S9RN\\52&|N3 MD_6RTWLVT8/NZ3V;2/O%IO?8Z-_K3 QXK$F7Y(A&63M;8)(IYQ2T:-$(Y'6D M|VS$Z+KTGDTDN[>$C2X@?

*^#TGHTXW"'IS8QL"[J8M24=T*LI:LE+K<8.B?537 M)E8E)I6@"-.B'NB5I??TKR2;R+VU6_7YYZ,O\/V8]LA?QA>Y)LW_^NO[@U%^_MCQ,R[D8'I9Q?*

*G,/LMF8[\R!M+68RA;9/[7BF/30E%H2(VH;L.:PU;[<9^*6F M^FS$W7@@P;(DH]**C*VHJBE]8H#"RK51B+!UQ^]?U?1,832'-"[P63^_Z%S22[^T*64IA#)*

MB_HQ\C:W5H!^A-U',[F'P=_\X7)"1\|13L['>;]5FRE(R1HE#)-T1\) EH]'MFTB'-8\$,%GHU)MD^_#\$E0O.TJZ2^"A,1,]7/$\F/1!(GE,,!_\@1,XP_?C

*MZ6Q177DJ70Z8M6!>V<"TK^]C.1M9,5Q[!R6@;_T455=L;T]O>F&EC[9_S^CW M_"VVTUB3'DLPK*A$ID^(IN;*

<>;21PZ^/[X6!]QHY]#>GKZTY6&O5RV7W|[! MY&I<[FZ2X#RWO69Y=HC^KEBZSVS'ZY6YM?)@E#LM^1!.NDY4V!J>%1"?2[6*

MTG%#YY!R68J.=N#R[^]DS3[XY$V"I5-6&^0L"57S;;&VW9:%E6)099%%$&9S MN(-<;K1BX8$-NJ.(]GV%L=BO;JDH??@1E/[G#.Y"SBN8=_M)#I

X=YS0P@2 V-R[<5)^QM80IDU5YB21@&OD>@<U:<+|\;R)M'$*NL_T?<-M0%6@.A8}$RTO1M1[QH$PQ(-@3DA3 G2NWT8U&';NW!EG[_>"-])YF/VPJL>

<>X MY9"X(@!%%5:[WC'B!6L"%I>$B!5 @^ZFS6X_/NOF,,& NMG'0DUM3QWK>]YN^?=?,8<-!-8Z8^R'%*6!E$G30Y\$S[*

M9)@76C,EN/;6^U!DQWS5M\9A X$UC+#?4ROU&)+,-@M3.X#F4/N/UX?!,M:Q M;Z)W+M2[OKS!.GS_5?,80.!->S)?4^MGD#R

*973/#&?:I>7Q.7U9)T4'I+V M&6S'E]=OC<,& GO*H=EY';JG1S1*JZ1WA4GO;:W)E2SZVJG'H@'I("C9S:99 M_OU7S&$#@3WET.Z\#I=!LM8ZJ0*S@9-*

*:.9J=SZ8PXT)*47,7D^^\#M\4APT$ M]I1#UV =/CFB:ZYM5 F81*W(5":?QZ?$60(7I=+:6MF-P^7??\4<-A#84PY] M@W7X!)*W&L*

HS="'JW=2A@5=:QL=2$0N"NINX??EWW_%'+80V%,.0%X U^.2(M=@&@.A8}$RTO1M1[QH$PQ(-@3DA3 G2NWT8U&';NW!EG[_>"-])YF/VPJL>

*MB4Q>C@X9"1-:LK.R*F5^.]S=,'U3)#80V!{26W92N%\3.<_:^(#I@G[)IV1P M:>.=8M(@;096(S&56-:!5 14[=6F][LU5UB):SAM:'U'VIOT>\B|\N@5V#^RI*

MPRR]29+E,F\CY&Q]+2VQ^P&9XO@V+K=QC(:XI3OF'WXY8T26C9!V:@(N)9IM-"+Y;-<>6 %[@FR8[:-<#.V0(2GK(%5_U_&S;!?2F'[E=

*M=02M$6WKD/;S6F9!1BE*9A9C[2]IR!S.(=>F+JBU#*8DWFGA_Z"KNYEP&P;! M%T)8L?/TLI"?'^M-*

\K^1F%O'QS=]!#E9!!%T8;:^E:NC+36&2+9N]B+F$@VH M;L&>%__>]&!+OT*6H?B5V']-+J%*1;19H&.)VF94CF0W:%KE;$O3$]!.H(- MQN-U=?]NF=44U$7+1H$ M :F*5"E104&JTIM$14! 0$ (/2)(%9%>#(F"@'0I@M0HO4=JI$CH'9$NO81> M)*$92'OQ>[?\N&7<]W[7KZ_TR&"XS4R4!/S\C,>('IMWZ"^8F%F8OGWYM]%_M^OGCM/2WN>B8&>@>G_\Z"T BXQ EZ=8Z&EN0XX=XF& M]A(-I1, ! :HSO_'//K ?QDTYVCISM,S4,U@IIY0=Y%J/BTMU>CS5(NIGX90 M/P?073K/<>W.??K!+QO8,UITX9=\E?F44?E#5QF4R@A61>^X=>H&)FX>7[\]-MFZ)BM\3E%125E%54-1]J:>L\TM4S?6IF#K;PM')P?.'D[.+JYN/KYQ\0&!0< M|CX\(O)#5'12?D%A47%):75-;5U]:CO#8WM'9U=W3V]??VCM8^,3DU,_IV>55"K:^L;FUO;N((/#H^.3Q_C3LW]^T0!H:?[K^)_Z=8GJU!E_M,6#XYQ?-N8!_)0RB.W_M#CW'?6,&>Z_+UV7?,7(^2/Q:U79!6,X$R_7<>X2) M6T1^^0;NGVQ_]>S_S+'0_U^>_3?'_KM?,P!J]*C!H[T$ %(Q-SH"ZT[]VA>M^B'OD(K1+Q'3>2=WL,)0+5(!6=K5CFO,XG:_]33SW**R&).U=?<5]U3^\>K. M6#/#]?90]U4(7C*2R..PC")>+KP%8R *C?DN\D&?94R]%(S*0398X]D"S<+ M6^YD=^O0R5J5@!W5YG/!'P;(^U 8*0^F1!Y'<'BVR,!^ 2_70;@"(T@)F<5N M-7_NZ#1D;7*PB%PL4]N+5GA]VRG^#F*K/<9H<%;:^MDG9],]SFSHL!&I) 82V4P!M1BT*VT^V%Q1(*/40=TENM+-%LTQ9 M-AN]P6Q+H&\7*EI[|\?'>N6?RLA,FMYNN!X(N 'YNG0@4,;^547T@2&OR%) M0A4E5 :KJ)I+Y9ND>);/DK5S>WKE LA[TW M#\ 0-XGP[,"6GVSJ6-U"2I/,](4CO^$@+$29&9W"N")@EQK-",G=I]LU(1M/+]_-6/?"#A$N"#,_L%.\NGK[Y6W2+5(D!;"T@P8$#AC7 M8$%[R]@0J*B(/)X\,E[GQ,^?YB6MI=<<7-W"@_$4@"K] M_5[05R20O^/47%6#)(\(W*06.D!=Q_2#$]WQ_%GJ&YZ&PW\11[6X"9:XMUQ MJ-9ZX.662WB,/DXTLN[11!')6:LE?F7F-6^91^(%$[,P"98U2TM#QJN^9L1R M:@ANP)=**0!.^%(&0K#"K^P'Q'RBA6^'YS[4:VDG**5\Y-N%DR:7M6OX="P)-ZCU&YF>&K@QP M]KXI$Y:@W70_%-BY49&\PFG=;#=\!',AL=\;*G%*L4FJ3=TYMM.NXS2VN[5S MGM/XWO^5"=6GAJV(FGP%'10 '0DOY;P$#T.2*G"9*W01';VJK-D)LR)UDH\]MX))7+YI9KT8K,OS,"F?:3O8@"'<+28RHLRZ_H0:\;FXBB.2]$_KLJU)GN2! M'"GIO3H:AW"3US3JX%4;,M:=?W4NBH-'^,*DM9+I[L])D Q_JA D;" PZ.U><&+IED M"^D9CJ;9#90=[T)9L0GD"S=PAYB<$A^:<@$EAF.*W=U5PG6[0HG M(N9[!%C'0#T]=L'@&?P^ZJA@!MYT!I[65^I1$>7SKAQP6,M+71H/V9P_]MB& MW8*_ ZO@/3+3$N!'&B(NM_SR;6U.KWA&R5>_J>>-?^]M4EOWM_OK%$PR8\ MH'02*=K-QD@!]+B?*> -",(R>\%3RF:@XN]F785Q\9'/U>RIZ71! M/_C>?*4A2,,50$OU0.Q#!"T]ILY6K(V@2;+O1<\ M?7_S[\U_L'A%#WM^/9F#-P,.D5F15'#;8;6<\7PU3$0DKCM4JQX5-QY]PDPU_M4@ *Z!@S"P%()@GM(C?X\4HD\1Z"*"" D%N'7Q,\B?ZQ;^"86@<28C067G/V-MA.;?(?07=KP2@LPDLQPG3+XP54"4Q"/IOTHN,.#,O^:ZUEC,GI9/TFD&\??] MZ)EW[[MN]GCYFO&[>#B"2+T">!M,O/2F(S@UD2#AEK&05]3L7H;OWWZCD@ZS M_*K_)A E0ZK5!6_G3!PV&X3G10\D(71O)KR)K.)ZC5]?GE!#H!>8<#WAL.N!MWHM=.:R3PBW?&FU_#0GI0.U3EA.C_9IQ"C$R1$\BAX"AB/H;4[MQ.)V.QL@X M/Q5A_)L5#V\6]BX. U_N1>V.U?>U$_SP@2M2/9\\]DG.I>D+5W%OUIU955;* MQK*/HL6[GVV\+TZ>WJ4 *HNVE&T>>UWR+)UGUN($\XUR&FL!.(WO/U/- (@A MV4E5H*4\8-74KORO@X] \;8(W+G;#7?MQH%O[M7Z)%@KUG,OT5_.HHL?ZQ M2N*97*7[8<#*/E%P'HLQF,P96U+;=:WB M^_;"-]&[#%9'WX*T7R0D*# 95!)D?DR#$MNBAV[S*KE-<(2@X-Y-(,=B9+LM MD,R&Q6/8JD3.*(!=Y^4W<:!!TD1=472E_6=I5?DXYA*-9?]H[/ \D),,7G7@ M1!;_-<0S%S8*8H$:8-NW5W08GH1'H I;O[P(&*#SFOOS*LN:BZ&,)MDV,/[* MSV^X==],.P-0FQJ904& (%XA;68R/*2 KW,X5HUNPWO@U)87N]GHZ&:>#"F M0K0SF*V7[=HYXKT5\&)NO:RE.=)VGKU?):&["SY A>U/)V;%0OX+';,W?0V MQ7(S)5[&HD#AU^)ST7)0:L-@,*:F-HAX'A/GT*K:TX:,3;)S::SH"A]//6-+M>NYZ[5/>\X(ZA1O>^:'WE+?/PU)=42-NP7XM>>>J"SHEKDLD?*8'Q!(.;2VR MV.3HQ2O:3;/QI+FP #F@V(V@&(MH: MR3|*\)IZ(?IF8] [GBQ3%>Y\]*[&$JEBO?%W1ULV;$1;C]B"L+P2>G=A/U,14P^ G%Y6%C+)L&7+6)XF=VZTT]2K97\"AL1P>;4PH]5;;9&!BC63N^/'), M,(LXZW..?W%Q3KN\/ZG8H_+K9XESLL%36C9#RDUR7]7*ON0V0.+A/.IJ6(8E M1*R&6F!+]]F.+A82OG\\;S)K$">T;OU&/^![XG7P"_./^8YB3D]T^:YZ:US M7Z,&6)W<#A0BR^,UE\!AY(M0.]1$L^M*'.C^Z!_*79]?9=*&6D'5-R:XWCZ M>_O5\|%EMP'+NDM'RUCE03,5PQ2!E !7C_'UBMCVY6UM+]?DU+[C3=A'8RVN M?M|PKF[R+R!_LQ1!A7AC G8'/V8X+ET[)- J77%4;*(I.Y2CS.,2H*7LRIGU M;0E8)VA@BF\>@&TFDU\0$TZ@P0*X..4EH"0Q"4AM]<>0;QF7?:; ZGY2=(I/]!*K M5#J!X^>7/6?DEA73< EMP?YY[H5N9/CTLXG<.%&(>- UCW8E/SZ7W[%W,(+L MM-65*MI/DF,_9:CFB?T4-YZXG1LMKLK13!0S@SW-UKZBJ"2UMAZ MR_C-1^DSRMPVI]Y>E73$H M^L24"FAZV>@6?TC+CK9.2VW5.T0/.E^04&WS8Q_ M51K+K>7A@Z^YN2X5YB<7'W937QW+K>%'Y]'Y1XU^*^O.]ZNBQ=@E]SLKM8E M:"L6E+I). C$\M-@8G6$JV]O2#N\0HCU|.!364K;:]BUKL#A,B+CR#KJ:I#7 MK#M'-V9[-Y:==&@7*PMMSP]JD-H>)1E>WZ/V2))#;HHB7H/Y.&AZ(MR=:["UR9"JL#T1NHMPDW$^ZAJ^_IG%]]J'LY!S3!Q4?WC:]GZDRCKL!]QK8% ME>?F_]<_X&/Y),I\3#)QB)^E+(^_[']54%E&%3ZN 0CSA_;^B>=3.YLGJL4KM8BM<6WUR/]$OFVRM#D_<<]5Q0W'F%WLC&I<C>8P>-A-<.POY0 ,X!=I]. MI0A:L1+G%FH3=KB#%&)Q.#[.TBK4AC7QIZ/IE'QC,[(6Y5GN[I85L>L;MCH^/ M^H":\+9V(!:,O@3K@-&.40!.R.FQ3@]GG&:W*GQ66N&#/M-A7@=-=[.GM.9\3I!?;]"'[K$<M,4^I]$D:>ELD6209W\MA@+HLF4_$2/E03V"BJ%J.*U5U8#WGL>WK!R6L^_W]WB>4Y),]:[_W2^0+VW< MDYKCY;FIJ,CV[MT.)'6]P4GT5E>CF>U0T7P!;#1L]GPREY3MKTT9:)18?J$ M-A_^[.>NSA0U@QF)S@3VG>#(/1["'9>_ &1MMLU%"F">HI.6B9FQR;32=;.K ML'N:D&W;C7%H,K3_)N+0(:RW[0Q\4N?GZAY".[-@G5_56R 2K]5?G?,E?@4M M!5_Z L)2>^GN(HX",!N'B9)[[40CEST__G0+<0N_KX"9Y_7T_]V@>/B"9_3 MD\=J*P_O<04'4!R(U2=GHI0G/V9X5VZZXC3T:C.<%HMR8Z/S))ES2+\YD*JSV@Q1Z M)'\ P'[V1%5E@Q=9E@-/-BWZN=.S^H>\Y@\=EWT\Z;WV],6A.>0-2(U\@\@^LJ==DBXY='25"J@@7JO.]?L/13S,J8G%=/$"4UJM]X@3&:IEVY MF5@L,\ 0_D>!D1J9NU(,,\D4@-#[-V?@!0B6VH-FA?Z>4.LYU"\0U-TB.B'R MZ<3;F7$C&_?]E3)>;.C];"F.6EU0'R=&98.+2U3RYVE0N80P%@C>$?S.%L M(4YW>@>5%@[U2SLNJ+LY-Y]L.=8U6@--OL0JJ2G(#+7BN3NO^V3.!3?1G*X MFFWW[=-401(\FZRC?9EGUZ?8I"4Y#E$Q"RDAH+4 JT[1>-/=<]%B7P!9+%-M M.*P-'"_1DDY5CXMX-;JFXK:S6(!:X3[%AG745UQ_-"-8LA!IEG'3W)QI>X#I MT;F!ZR"VC_UU)W_CB/;+PY$M;!/J01A!NT6CD2-;#>L]ZR>-R8[F]2/7@IS\ MR5P/S9\'UCA5"*!,MKSP4!F/4*<&E[P=8AIT/A5N\#}^DU MKOL'N1;CWP!-]_=T2WE-W%XEUCO]XKG8DY, MGO]\U1@;&4H!N,G,[I]$)3S$IA5%M8A-M7'A6%E[K]=_ _\!&!T69\J.*UZ-XM7%P=7\2+V%E>"B0](R6"ED9[%8#LUOB$DQE2GLS+_5<>F3^QZ(ZRP(GR_/X4 MT R/5V/?P1^VT%F;JOH'G'\(D63& NKR-&&GB)?33IRH,/.^1LM20PQ?/\H_ M#'1+[KB4.OH@>]"@$U>#3*;IO6&;:AG0RVCR >'REN%.?/LKQ0:"VF M8!3L/V8X4-=H;11'KZDR_*MUP!.'QBBE M#Z>.N3?JBV%BWQ7> KWC.J6*OO."5%X9@'9G_VW4_G>1IP6X<[+(J4Y;8)&9 M[6PU*C]9.R[?I:4I4O,[[>,IK?2"HXE^U77G%.T\/[C^TZD(%?BD-)QDMOX,MCU!JGS1).9UZ2@&4(;?_JE79J*4^O_6]FTDF#[)6 \!!X!6-T4MYBNA:?COR M<(;'T$8;7]U]]D[45&6.%*_N6N66%,3]U?@(B_-+/7UD2DVUL$@4B;EHOMPH M$LU"%]#6<%S"6PTN/+L=C*\\,'S,5];!H/HT:ABP'K_B^^_W>)X@6#:L:0OJ#SB!CIVR#-)(E M4OZ('>-YDDJE8'&XO\!#-;?%,[4_#F9BP)(=#"@)",\";.:2(_.GA0%(_J/ MP22<9M=YDB12T55P)@MZJ0 IAZ#SH#(%LPGDO+(3>H6(?@:8=W(@]{^L>(M%30S/]";S(?&!L08\<,G\R1/D,U"7RPR1P0Z,.ZEL@AZ#U42Z&2X>>W%H0*?K-B M+5%TZ8Z9:X5CZ/-L\-#,@X]/X4_06#W$3!W:_B;?QCG9,V1RHEO7M,]>D1 M M!!=[=%:1F6G=H-?]2"O5(L/1CCU-WC%43]#99P,HVM3Z\6 M])XE7Y+ATKW272J=RV%C\>A>AZ[(Q\Q;26\NR17CV*5->%L^HL[=<@?00\ MGX=MI?+W8G"1$0X'S\TLP?TUX[0:>[N#B.DUSG. :(?$Q2,6#)E;V2WUCKN8 MYZG^D7/G6AE!XH.X/6SPA(C!VP)1*<99!\(5HD,9O_"R9N8=@!>\0@;K/LKJ$O%W#Y %W<.);6O! / V89!# M'L$;MJA!@Y^W.O6,VW^'&-> ^R^61L 04CA5B(!ADSBB(:F"J$"X$>AC=BB_&!',VSSU-;8?@5,<-U$)5\'75).QY; MA!X __W!/N7+>^^.OA875G0F1Y1:E%1ZFN)##*$ JJ56$"3YN:D#;K^@HX], ME!@B#8;L#@F''^V[0\9!1$XDV7@8]Y??P;N[R(L^) [M%DG.WG/?5[8F:RFC=2B _)H5? Q9^[.G&050('QV*"CVQ3>WA86@.0QW0[Z3 M)8]2 #3'PZ$?\>4NSE;*:)R<.[#V5,-@T)1:U0N9-6L>AZ^8>4V/#4)F#P! M/40%/0I@F0UT*HN^OUDYJ&$?T]Z3FE*.F@8-!0G4895?/CPMU=[WF#[] U* M1WD1-TZ*S'LJ9@M=!?!R%UB9G)$FE0>)\)XF3WB]8G;U(ICF,ZB)ID1'*@-7RX%4P".%4@C MN>S@(^-(\D4,M9(ECKA43B M9IM.L['O7=NTU:3.1=_B77+*S\,,XR6+NBD_'TRC0518,S9L057^95 :CC_ MTD-/]R:?Q<7'%:^^7XW0O*IP&FH<[=AUD*-BQUZ,#*(V]T2BIV?<8IWG!^F7 MZORN1+8+PW;M2WXINO?HI\K+D6ICAV!+>[X\B"X+0]+@*W3 <"?Q/Y#G8M3EX'MZ8***0V,RY!C9JR3N_+)%YXY&%L1J]S:W7.W#UG32E!',^M=7L@C4H/[A:U$F]YV=_U,DXE$:&*#*7>P0KV5ZHQ&9,IWX MN4FAZ=[@[?IX;$O?_N)350CE:$>$%HH'(V_7V+SL@97$'DF=M!' 1C4L5]G MV6!BN8G9;CL/RP7_= KT+,7<$$HPVQP.D$8>QTI:S[N0[VMQ@G,"6-/K>[Y' M$_VI5WL+FYRA;;NXW+/U 2-/_ [,O=)}2LY>[[NYANO*&E^Y166ML_RKDY1 MYHDN*1!7\'9=I:[>3X<-[;.K67(F&D_30$D/$?3UI_CY,+$2VP&PN)4S+*U M*U<^M<"Q/>'9$UGV5]R=WQ#1R\-5:$=VO,@D&C?6G@JZ3+Z#[S_L"!;Z4J:8 M6;B56NR)K)A1C]+O9[(NN:%'3.*Q2;I\=:K1[=^.ZG2A/I_#:,.N-P'7^1+A5 M Z^@%Y)NO[7TK\]\?<9V@28E)YWK>"/2TU?0Z8'U.%3.SUT#<;?6=^#NC2/#YE[- D[PT-:N]$<%:[SE!55?EHO7A7GCL(O:QYX5^M,KPK3G09'5$+P>N5UYVF^V;##5!WVK_J+D@_327(B>^]LOAJ?FJ;;L$^@IYF M.+&%3X'!?^"/S)Z'Z M9U'Q>KY% ;TY4:=7/9%'N3F:!7A$\1K4_;QWTB(1V]9$TJ,\'U#Y$USGO MS>_,,;TXQ@E)/S2?G70DM'Z /;-@%CW]DNT7P_6?_%[)AP*.61DX(=!/"L>2_@I?GG=\Y&;_UI->\C%L(JR(2=GB ;|(MT]D(3#>]1/QI[E*%U_?[?])3+@%XELDJ/#@V81^L^_8];??\XFZ6#V1*E'B9 MX>03XN0[Z6T+)_'-N%_0L921!3:\6>/JN/15BYF-IW52SB$W)VCNN9<%],;;2 MTET$*"-7?5D.KJ"+C?!*P:,'8V3&4VRH1)/*U^>-.\49L@6)=7M:G[]>C?YX M?_,^G1_R R;:=X$^Y:S$>G42G.31$;;]]&S^D:\7>HZZ%(B7QEIT*V@YT#TF MB5XJZS.:19T\),7*<^$8]N1P?^]AD>D\Z#"$M_)76$<>Z?:44WH@I?"VN!;4>O@PP=/KL_R'1O&=CWUV&3D&M=]JTP%IU%SL$*85,: M%QMPR-W3%0,)(U2_G"Z@N\NIC@M\T@(&AKJ12D#,%.M/WGIRY9DOAD]&C@PXB-IT9@ZIF9PUN3:3D)6M0>DXY)OZS.\K7]5*C[A(+MH0CR^'7,XTFX*_,PP^84CY#;)IS=_LI#+];O!UV=C@NJ?OU]K[=U5R\"D EK M&;I%[NE%3HES3,U#J4YW=35:CO^J@)C!'6-PRXPI:VT*(%,?VX[+;JTO&/P MAA%5N&_4^A<^FW>RBM/9"UG9+-_^5^B,/8-A28IN1CA&);70FH-T0GO0F7P!-_MZ<_I2E.E1)+>.!/YPU=L3:FR)_0'47ZT=F?Z>J15U=3+_;RXWLL/&^^NM9JW MK09]U/ZMPQW$)%D3"_E]+[H*5OBQ=>225:2CE,K7V?6_1C"R^^_MJ=.R88R?^K6>XO*K=\;"-O7LR(^M(;T4RXT&G+)3^09.K0O$!%]*H@"NJ.LL$0HB#G8T:T;6G6(5/118M2?;MX*6 MN%$-Z9I^)]WQ]Y;U*3#8$OW,49$3FH6)82^]#29KR#Z%5=\/M]5E=]7E\@-M&4@!O%+3?GPBDS-!H')L!HI|(FBLSG!,%[CHA,$< .]M*YQ:D2%>9.]L9'\/ M7T+"Z8]!%[>?6+7=_%IFF5_36UJAT!T7XLGD^%'VH\A#@XD%39(6[%U'Q=AR M\^-EW!LJ&^)"RZW(]0PAJ)=!D?/$%R4D/;848RT8+.2[IL18GX-\T?4$!F+N.M3\G,@!D10K U?-4>1\(_[U7!M^RJ2/%X,%DK3@E/FM. 8PVN!-XL$ABS!5/4B 5.+XP$?XHDMEX1B$$5QQ4E$CM^S+C:"K.MMR)ARO6WVGC55QDN%URQMQ M]OZ]I+EJEMBIPUM4/K-&*C':;1,\B4]DO# 23%LM0C@1R.R0(#IG]&!.PMIN M]]Z] (+D&.=&!)/.5?#QNP3L90":/,$.5X .1CAQ=#QS:Q%6Q< PM7FZT;G]AS>1O7493%Q[2P[!R:S+N94O9J-L6 MM$*F?7C-9U4YYWV)7JHB?]5K.FV'I"&?K9$V MW>O[F$6<&!83;S.$JI#YB+1>4A}3+HWX@H=H-D\2NRKA-Y=?)IW=0A/:. J(1P)G?LW MVZUE!]/X6'(BFJE@DDXJQ^#O$BZG@FI>1097"YZM;BUQY+>^5O[7$-=4B4 M\ O,*40_"Q4427$(U1D<&?!_.I1Z?G^HGZ2*;C)=+/ML6I3:,#6;NK-133@" M,1'A&$C,(LISS[,D\(=|U^]I.43 $X(QA@?8LU:%H9W8;3>")=G6UM7W"'F:,L5?W.4 M6.Q?[#K'(+H4R6O4:U(KXVUN'!%X_\[5MQ#5(U1K<*U]%I5"+50\RGGC=$ 2@@V]%G 77(YF7/4\X5$I"<-!RSM(G-ZQ?X'F)R2L-/KF_MN-!HOM_=O1X-^B%P^=4AB4Z8 WLQ.HK_PH274)F7YAG ,&7;S;<(/)2#_U>$X!38S*+02^]2M0J8[.A$?QTRYSW*G20GWM1+5>UK2:ETR>ZZT[(IQ3$E_"VADOBLRS6/XZ)NJ=^6Z M'(2-"O=')W=2:PU6FV:64:/J08C?/PCH?DT18^O%_0LZDK5@M2)\W?DY]5 MA6U\LNG4O)I\[N(T0+UL$4#NA1KC0W*)IGC/2[@"CGZM:DJ^9/>5D+S)2'GB MIX6O[_C3U-+"0FF0973X0.J2EC@U]1-\9&VN"Y MRNQ$9Z"B4.G:SP?15MU;V=-F.H.SHAPU=WB!+K'.7RKG1H$V ULK>8UUY& 8M^Z&*]Y:ZM&R@.\IHYQ?!*EH.F7%WN48:W[_!A9\E^)'I[&Z2TF"R;JDG9X(] MQ&MGGW9L IV?6OL?<-]B5]Z3Y=#)Y.9[;>TC+K%$#X#U^VU+\/0LLD.Y<*#V M@!P&:BZ'[QY{B)_=17$'?(PTW[@6Z?<")/OM6LK;^W2T=A&0A)QS*%FPD3:Z MLH=;C4'@A=K+R4%B"2D)O50(YZ4 G*3$073N9_Q31W1LNJL6Q-[#CK\>$%X7]$H!,7VXXCBXM>D'\+0>;GV9/W!HN3S9?9T M3KW\A R5+:*R^+@/+02R!\W 3_RC/71ZX&RBC;/V MI[,".HW@]"+USGYBIH[QP:B,"W01]3!74&*_/#I?CSN$S\$T1O]^\\LT]"CH3 M8,M M)+M3Y0PRML@Z!_^Z7C>K!+*1V4L6<37U$]X&;Z!6.$ZJ;F$>EDZN_U80<)O M\W8[_H#5SX'EO%:U83Z_Q1 M=Y,8B! A!"3LJJ.W1-VXK'O!$AMF2<0R<[K0=W<%NK]^4)3C4?!?X8)D JJ->['>1I4+7K,1S6QIVQ2O;JWU>:< M/SQF?0\//A$D<$*O3J"I?/'WX;)S&_O%#K<,Q'NRT.;9>

*YHKYO.Y1ZJ=4Z6]@UCO*D0.ZK&OP$^N!H,\BV3Q\MYZ:RG6+B3'0C[UX26D"O$!G5CJ3PUW%+ 4=@7$!_6QD_L91I*

*MN/@)I/>;I>6/NB+WT_,&F9=C&/N$J&+5#"TW^^06XK&N.!?,?3T<%0J1>%,/ M5>7MKA^,*PHS##'WB!#/%S*7*F8).RLZR3=*

*(+K]H\W#G1D(UW#75>_ELKB$& MLM,3PAL@9;"C_>P.ZU-R\::A&COT"R R7C@Z/?=9U>+UXCD?V[$\@8<6XSVR MI6>T*5D$,OF7: M*J>B$U8[7-*

*F']T=>5PNE7V6L1Z6D@N?QGYF?Q5Y%A^PVMNG)IO?[G7RYK@/T0).+ MJ!?*A0JBHS2>XL:/M*"R.#J?LN8^66^WUQC:$AEUM9*M&3.%>]F/5!;-'WV*

MDZ&AX1M2Z]QN0R_!<9 FUNZ]1 1W#9%2'#MS=\T/;,RS'^[2SZ_89'7.]CA= M(<,-ET<@0^<=5E/*^"??U<5H7N'^E 3R)FU.DJ<*

*C4;M5&$8P7YV,TS5S' MADYO6%QJ51-I3A5==(A1&0H5149A"MGMH-=CB$R\Z+0CU @Q:OJ)9L^NH5]- MO*R[R=\-J@JNV*>/ANU?*

*^0V.S+%=H!JV=XVZPX4"XR1R=V*0\"3;^,Y=8]0B M\LN?O,?<2]E=YYE"5B72BD_LE!^(WKN15E@;J@SY[$,UK>%:/">?BJQVXV MN3MKG>F4P7--*

*/9V2"=X3^F!M= K[&'M@MZ3;E2VU!M[>I&;/3*3_W,*R,-@I M./:57 BL[IV>#F[QYQ]=K718B'B><;]J!"43!0^GO!EY4T^8_1:1*;_H$XP\ M)D:'^>3\8$GU=*

*MSMZ%,KBL[7$Q.[X5M#))Z]6?V!SSMS)%=-S7<.BPC*4>$?5S:?;LJ3SG9)'P M'8[5Q2%54A#^*

*9QX&4*MNG]>1]\NXP]\IUVO=>5I*@U*H&PR1F+IELCS"/<+ MF9-!%/R]8BZ3Y-I:O%+?/,":5L"/AB>2_6A!Q^GCYC)?RF]J'N\P*@EO,N+VLPD.8,/Y*

*MH\8:'P3I\3QR=SL[/*V\EZH<#0];XUA33()<&-=;+;? %1">2;(;$ L)__K?#*QB MQ@3@2@ +/K^@0RN0T%^N1]*]MXTV\HO#KP307^N9ER[75AHLD-*

*/UMW'1 M']YA>,7&YGK_RP,3:JO/T)ESU;DRDD%.3O[?V'-27;OG;32IJP,SZ,7"N/8] M=A:D!]_'?3XZ2YP@*N&.D*/S:KW-*

JF%]LI8^*QSA.NKLBLKM!4A[]>KZ972Q2Q@@DO-"@\08VL.U1B"BB2'";'-N6'$WC5&+[9(D M:X"&VO=;,@%I1X'+Y80\&/VGE?*

KX+C@3]/C8%W4<'OQ4C$?EH?#2XN/7_=VC M%[+FBMC#XR1],XYD M#1DK-Q2"6D]R!*GJ[VMB;UA>'MVY_O1!:@KSNFI=Z<:KAVS1^0@CZEMK[-LM"]FW\U0UGT='ZUQZ*6++:O+6\:Z,9T>5#&+X6,LE+1/?1WQ$LQ#[(:? MZ+AXY/EYI3%W9_1(?R[<2#W

*PY=K>)=\POD'>^QH7J>'F[V,%".W"8^H";RL"#L9. M 2A6QOEMH]NR^@U>7!_UY"\)\8G&7CKFE*0\?A9RQY#SUL#8"'^;;G:P4T;7 M5^]PFMSK185*

*85M'%/P>D.#%T7.)4$<'=R+7BKG(Y<8D+NI:8^*Q2+KXQ0Z)<0 MZE6[M_J4+P!B?#&"QR#W^)U]\C5*76_-*

*>90I#_4%+5[C3IVS\WB0V8_(S0'BZG6TBHDMR@?GR0> M.E/PB@L_Y32!!#J]0 *ZU35.$\\7\H04)I^\XAFH4NO&PL1:CO028"=PY7J1*

M2XP;OOB3BEEJ;5F^#?V#2V(@UY(H=6WL."$>SWKDB+\X'DS_ M]3M>' 6F]V: KP9P>EF^G?#\))MD,Z&4SL\\)F7!M I'E[S]\#DZ0QPO;!B] M>*

]AW#]2(Z$,P&",EY*K\H7H>]RR,B&TSI'>>S.BC'FT\]'II)"(]5%MYCHO" M41ZB2Y9/E;A<6&N<1@)\ X[AR/TM3)ZZF-%S; %V>L-LX['J_ES5"+-<2\^:$ MX?

YBWW,V&[N/3/<'1;E'OG$PS2^]YP] MGR,?TXN>N"WH4['383S]0A%KGZ0DJ+K);LTZ%[D&VN4Z.K4(>]>6WE_(LM7,

M7W6/^_;.:],8\@R#$\9,S^,X0M6;7-CI;K7TWCP_$@3FA]\838'P@YV>"&#% MIXBJX;??+QA-'BYI[/6QX;3VVQ+SGNC4X-65"=P_O

*M3GC8*0IU(J1[$'*JB3+AM]]^-AE#32B!V0:1$4N.2]RGED[0[OB&TL^=^L#< M2Y7DGW@D!W49!SM;$#+6-EQFA^QYBU?*57X="X2;1]'L!P$+*

MF4]>5RZ3<[UC& NQBYN?;@N?$3J#1LT9^GA5;,UK?[#7K0D\]78H M;$3A>^W;MT.]5.L"V:TCH%AR[TNW6X7N7:T@Y.X@/,F>X8!SGS3VD]/%9_&

*M?8$W^P:CGG*29"L<\GO)V4DSN]EN_@#JW/F8[W7^\"OP#LDH 8VL(85-N*. M#*#O?2;[NFQ\B'F*ATG\1S5&]V+LIM+ZDN;NP(&MOL!%+*

*^4#,D#N&QY(,U MPX!V8Y"[>MU5R/;7HEH((8[2L*3U?"2QBR/S-(D-EYIMJPAT;>EQ?/#V%/D M%!C6!?*

E0CMKKJOE0LH;!5D\H\OU]ZC!Y[7JJ#D"W<++]P]=(!+@8_^)2K&7 M_+?BLNR=>#XZ:BX34A"ND..P=_"Z'4A=36JGB'5XH6Y]\^OFNLJ:*

<<2BLN]\N.8QI?(]MYAJ^I2F#CTXIB&+/3";"=/ M>%6UU54,=V;@LVUFMYO.#[45_00>!'ZS.W8SXH=0]D=P[2B>8VV5;L? (W2%

M"='4;&2VOV@[7!.>1_#WGYC2P/@)]>DCD^'O+-C#E)FXYUL]$/N9J$[^P MZYG.97NH"6*)8IEE>Y?7EN;XILK?3";H_V,1EVQCPCFI)*

MC7!2]>3"P85WHJ0\#.1,"A$GOH%!>+4J PS_QXW9!CA.^W2SOL'CMP67" V< MVS7=!&)9%1%#9W#]5Y9PIJPH-_+8+8&)'E-LB-*

*JC*T]V]]/D$3^'-D)&A]>1/Y2;!,0*E$!-)]%R MS^R]V1RV><+XF99'3\8F2YT^(V+.)V5P,EWHZQZY5L7")@IKE5./;A"'7T$I*

MBT;]^YK>738XBANAV'CTK3"PF@}]M3#M8%;P#WC2[H]4:.K./],*M MKLS@3Y8)JEA/G$)S]?=71%6]1>3!&]C+7+"MK32!^S]<"3XZ !2)&<3:$^K*

*M7B"J);P4+O;(,=R#/]/.RG_V-&@Q@4H52T1ZF^B^;XT2J=+6KL*5F8Q7,_0 MOSC:"_F 6&7M69F+@\P)7$*7&JT>O59*

*C5Z/YW>87.'KYC"6B3KVMF\SZ&Y# M+".GU-UMG=TPE1Y$U,^;)M(C/$CH;(#8[9#1N**V*5]D MZ*G2N\\L]1^O$_>54_Q/X3L>6U7"9@M?L10?:*

<&&;3UV,M$K(>;6*B;V\6. M9JOY@LPS3R.#,6KZ#F5'EVVR# 3>9>DNON]/MU0Z,)L0IN%-\IQR1CGO#N M>Q>_?*

H4D%PA.E$W+5@G/?/V@+]M>X&TW]"7XZ?1 M+P52[TG+C1^:T+T!4\,=2,""DIT1.F#7[\A_>,V8\E-0WPR19U+Q_.['&6H9 M?

*C%$N]3I'&%SGH3Z[RV]M7QTSPAE<,>]9(@@V!L2#VF I6+R-<=1.*l;BFUG MD@.1!M5&HT]>73W]P*'@L2U!?E%=A@]Z. R9_#;%[*

M$CV(C8U9LXH/SL6Y*-[?FC= /SBH6J^/@'L>B!TY9[P4I;C$YUC6>$?RIYL< M>< &0-P('U8.O/ILPTI&UV\"RX297@'!IY/75IIP6'ELLL-*

P0EO'HJDYY3T>^YLF0_#N. ^U_DF$9"O+!+*<HIFC3 +8]>>UXM7TK#]R8LK21*PX%0_78J3(7SP62AJH0*#1Y\^$2'-.9<5TZ[C?$= M$D!_-

/)L9>$)"A!R-*3;._FQJ2!//G]087W\,_?3FO6R7T3A9-/KM*;,V7V[3VB0SPU^VAQ+)44[<>[) M'DY";P> ^EKX0N;J* Y7@S2;59O()VH]*

(C_;B.^"MJU6-.'@7#U^H0BJ)+3&BN5]|E%^VT&)%]L M6BMG$XJG.6]AUZW4ZOO#NM9YK6P@2J_=])(0![F_"M]$6>W(D'SM[QTWAU*

*M.2)HJ[EIF7,<*AL@GV 46G*AVE^\D/FT**]^-' O9[%OMQU_^%?A?^_\! X M#_P' EO XHZ5Q<2AK,*;[1KT Q+)N C4J*

*M;+G=XJ.S>!V,WV"T^CG,_SZHI>7#&EHUH.X--T! MUZ_"8=5AR+!=R:.+>/^I+\&0F$(!J"PJ?_@\];?0>=IVFH5>OAO%BY?[*MY0 MB;\&0J=,*

]0UA$R"*V4$(OM 4+N.^U_DF$9"O+!+*<HIFC3 +8]>>UXM7TK#]R8LK21*PX%0_78J3(7SP62AJH0*#1Y\^$2'-.9<5TZ[C?$= M$D!_-

/)L9>$)"A!R-*3;._FQJ2!//G]087W\,_?3FO6R7T3A9-/KM*;,V7V[3VB0SPU^VAQ+)44[<>[) M'DY";P> ^EKX0N;J* Y7@S2;59O()VH]*

(C_;B.^"MJU6-.'@7#U^H0BJ)+3&BN5]|E%^VT&)%]L M6BMG$XJG.6]AUZW4ZOO#NM9YK6P@2J_=])(0![F_"M]$6>W(D'SM[QTWAU*

*M.2)HJ[EIF7,<*AL@GV 46G*AVE^\D/FT**]^-' O9[%OMQU_^%?A?^_\! X M#_P' EO XHZ5Q<2AK,*;[1KT Q+)N C4J*

*M;+G=XJ.S>!V,WV"T^CG,_SZHI>7#&EHUH.X--T! MUZ_"8=5AR+!=R:.+>/^I+\&0F$(!J"PJ?_@\];?0>=IVFH5>OAO%BY?[*MY0 MB;\&0J=,*

*]0UA$R"*V4$(>;6*B;V\6. M9JOY@LPS3R.#,6KZ#F5'EVVR# 3>9>DNON]/MU0Z,)L0IN%-\IQR1CGO#N M>Q>_?*

H4D%PA.E$W+5@G/?/V@+]M>X&TW]"7XZ?1 M+P52[TG+C1^:T+T!4\,=2,""DIT1.F#7[\A_>,V8\E-0WPR19U+Q_.['&6H9 M?

*C%$N]3I'&%SGH3Z[RV]M7QTSPAE<,>]9(@@V!L2#VF I6+R-<=1.*l;BFUG MD@.1!M5&HT]>73W]P*'@L2U!?E%=A@]Z. R9_#;%[*

M$CV(C8U9LXH/SL6Y*-[?FC= /SBH6J^/@'L>B!TY9[P4I;C$YUC6>$?RIYL< M>< &0-P('U8.O/ILPTI&UV\"RX297@'!IY/75IIP6'ELLL-*

P0EO'HJDYY3T>^YLF0_#N.^U_DF$9"O+!+*<HIFC3 +8]>>UXM7TK#]R8LK21*PX%0_78J3(7SP62AJH0*#1Y\^$2'-.9<5TZ[C?$= M$D!_-

/)L9>$)"A!R-*3;._FQJ2!//G]087W\,_?3FO6R7T3A9-/KM*;,V7V[3VB0SPU^VAQ+)44[<>[) M'DY";P> ^EKX0N;J* Y7@S2;59O()VH]*

(C_;B.^"MJU6-.'@7#U^H0BJ)+3&BN5]|E%^VT&)%]L M6BMG$XJG.6]AUZW4ZOO#NM9YK6P@2J_=])(0![F_"M]$6>W(D'SM[QTWAU*

*M.2)HJ[EIF7,<*AL@GV 46G*AVE^\D/FT**]^-' O9[%OMQU_^%?A?^_\! X M#_P' EO XHZ5Q<2AK,*;[1KT Q+)N C4J*

*M;+G=XJ.S>!V,WV"T^CG,_SZHI>7#&EHUH.X--T! MUZ_"8=5AR+!=R:.+>/^I+\&0F$(!J"PJ?_@\];?0>=IVFH5>OAO%BY?[*MY0 MB;\&0J=,*

*]0UA$R"*V4$(O(:%*B*_^7:ZKA*?/GCB6NMH@6BH<]2D<6 ML%=:,LA"VML']YUFZ@-328JR%4:GJ%?2$$ MU =W*1/X!8F[M5;);.E#(> XWWO2ILB*

*0KY==U6U-.I*JX =':77J&-UU'4X3 MBO^G8#.*VF/6W;B@E* MV4MYFW^\XEKAC6M&#\0*R@8D* OQIS5X24#1%.C; M-*

*C[$.="C#&!KUC<.E(S)@&%O/"]L9>%[+;S_2^V)+D:O(5VXAFC: 5N@VR! M1A+ D!X'_J1$1_BJ]\M%](GO)TG Y@#HZ%#BE^6_0*CT]V41(_PW%'-XCPLR*

*M_0>S)@FX8S&ZLPLF0LE])D*KSG?7SV[*D.IP8U[0J'"Y,.)@L!+W BD/'J0 M0%M$ CHK2,"]P5[0(7[\,\4=EX=P\'(_K)0&P6-#O2^#Z+SBE1 [0.?B8-^O1*

*M=C7IO+!HD&I^5'.2GH_KO%3_]]&25) GY',OW%,!90'1\?[LJR M,LOQBLBZ$U(K]^G.SYV_P9*5N#Z!A+P'1-/)##^L@3*_R=N8H'V]WKYPSS]*

*M8H. SF(1SZ5K*L%5 ?\.0K XH[3;. V G(/+)2>'SCYEK)3PA7W(!?SMD^GO2Q,:.M\"\XX_ CX,4F-K20!&B<>0$KQ7J_K"NPKY/G9=@0.2E687H: M=;,U M$_UR5/*L@I1?*

*Q!T+;;>DV .C33]#YO6L-5CK<79'I^>@-FCW[#O*E6L09F_^ MUR_EMZ]FUMG9/727\3#W\'H;X7\LL[?73X0<<*M/"GG KNDIL..SC8BYE57:*

*M5/1DWVV_Q5"AB^CLYMC=AN'/ @]6:L79!N!+,1_-K$T[$TUC$2!R2 "]B-+B^ M/(HH5=,M)PAU&6LPYM3(R4NQ=;P-E[V:L_/NQ1NQ=I=;#^*

9\KZ2YP>5-A#U MFW>A%U D8,$8!=YU0D]=ALI6X^RNC*U-R^K]T$!4=(N-7ER7.9\G@5(>8\B5 MVJF+%7=2I)B#+9(WT':$@=3Y]*

*<<@%_MNI0_BQL/VN-'](<+LVJ?5=K-T M?,/ZP^.>H"&:(/3E&IS.J1B"2$,,\J]30:ZLNO>H%K4*OTM1>/"(2",O(8P-PF8@[NOO^'O#\ 1*

M]7QS!X1E3ZK1$,3\N7Y(HUOACAVZN7]6=V-ET"H>@NDS_J9TH>&>6;+(8?BR MY]/,#'S9B\"NP1K8,DRV R=^Y

4;>3!JT@VMV+HDL^H<]4DX'AF>$8H!T\4 M+EL_.VTAF)]W4)@ J6=I/1+!W<)>P0V^%/8QOJ>BK8=+O,6^)'A/];'/B=F4 MWKO4YSKN%A[527YBN2B*

*?8WN@4U"FL6[P'&.]*W))DVX.R^-UP+X'.;'Q-*- MXD097MGP!5&-ROASWM5MM8,M,W0%G;_\3H]P'50,=EHYR)P???RAH<5!$XNM@G*

M&]EU/P+-2U^VO<[%3?3[S(")J+) &.IO!SEP3^)KP[;I"HD[SR M8]5[XPD)$,.!/R>1@)/F>!<2(-

_1[BI=.L:"PC_00#_8#^N/>;\]W#Z+!^,A3)*!F#G&H$#(E 2A#R28#67]&D M50;^S*.9!:I;"WRUT#?N>7@G^\6,>6%X6-624"U-#*

]6R&1K99\UAMA2L\^E M]!=[I;N1 -'?>X0(?R(K^7%7'S:-\37CSP'BA2U?[M+8DTDI\,,RXBO1RK$

M6#NN\%7X=VI#$@"IAW\R_PV+%IP(7Y@WUJND1C#I^&0>Q->N,9H1-.(F&C[+1=1Z5A&\]YVNFP386WUGS/O+ M(]^#=20@<_D;L:.$Z-

*XD+31,U(M<^;&?_#T]/^/"WMSG\O<[^H-'?T*A ?8A] MGG$2\)F<]3Z=;1+ ^N_W?W@Y!]0N1#R\CY;X+[L$_OY7;\''^"T>_L3Z3_9M; M>%+^ZA?*

7S55_LVGT2L@^@(@9!U"4KOOSX[+[^#6][35:!.(1646_:O5WR4'D M2-JGSR4BW,F6K72NQ;.2A4J$?\8&$!A_1Z-D-C:<5']JMX2!N,UG4WMBB=7_!*

M0:M.3Z3@W4MZT0^SHNA);"A.'!W9ISJ;l,$/51A7M%NZC?$/>#;9T.(DG' R M?M@H05GW,F,_'J!0.LG;TV>'Z8"'S(/_1F5VS6K\=76-MK)7'^%21K,<'

*J*WSZ_%*25)3)N:TUCP BQ1C+825.!+Z,)8J"1V%*>#5RK? M0LSSU$3 L4QB\;LJ/!6Y4E0Y%HVS39-V#@N#"J>.VG@G$TE_9Q72G,U^GR_ M>*

*[AV%XP6%_FL,W451.NE*O@XZY'CK-YD25/[XZ_.M174A8Z-57\R[5H]PFL1-M7I'3U$IL@5)\EY*

RKKY1WOOJE^;GV$;WR2M]Y/@UO*'?]/98*FXU9C+OR^$H M;[BA';HG?$$7H_LDK-3 U]]E>C>@-&NZ&+@OG&V@%45IZ'&"'Q@O:8%3P280

*M%+!3X3E@NG !5'5ZQ788=VJ(FP?S>R'I8DC!RDU*U,D!U_2@E+0(KO:UO40A M*IP-N4WM,<9P],>H7DRV/141QC-Y[_B[38;C+'7Z@[$Z-*

\/:.4/[TT!O#Z M:%"_+',' ?J@/]3V!8,PU@#%IENT9]_5E>06TI3&7I[]IB" HW?&(5.H.R1 M/10.(@CO:0A(YA?''?IBB+?

*#MG.]PS&RQY3F*7DV#/EEV!\>U%1X/S^WM9![S MQUN@=F^/&D[*"'O5- IJ?72*7E;B._E7:KBJS@G16C2Q\Y_]4;R[/6_Q-1/*

MB"@E>A\'DB^'!''^&UF\G^W+T6.(_+X9/E&^ILX,MS!9<(7XU,5]O.<[9 M:Z2C573&83++4,OZ&7^7G$_U3/29EA??/PSJ6V^RDIV; K+](ETN7Z7-GA3B*

M=:4QVNKML4_RE&_RE&_RE&?Z(8_6.HU3CE M,TODPH74X JOS&&K5"ZWM34=\$AOZ#&IKH?Q425]I]/Y^0@[\;UM3KI/Q2)L M=

(4WRV!W0L\.3]\MB'<0V'UHS0N.O(3W M5#_.#,.AHA_=#6=(IZ'<'K@EM \/2!>?QGBNV5Q[-2]YUC8.;B">'6'M- 4J M'IP)G=?_S>]5=!M[.Z68%]^PUW'?

*D8@/F]CNB?2XKR-J@T+*TXHDX(1W6J43 MJ'1?F,.7+#(9VM Z=;NIRNU;?E:FL@84DQV_7K6'?&R<*;NFT](F#.=4K;E*

M256[3G,G^&672V_=4>KD^=+[NC1>D)&M/][?#WH#H[=SGSPX4>,@Z.$^\/& M!KM">N^9']GO6W+YZT0_J3]&WI?HVS>K7B<4N4$Y?*

*7S4C=#X*OY&M2S&F(D MH%MCIU,0-L%]'%?8.SO+@\T3P95\:,B+BZK/]!![+OZ.0F>)3_T%?5(&91[0 M2U:RL(\EC):0!04?:>.XBQG"(!PE4N*

**@KJ60__T3D M>]+0BBD\O7U)).YJV()8TH>][U61IP6)!V$MERZOK89O^2O+H>N1_;!^%3+ MF-OXOC[?R/,2U@-)-YC8G\V05.,M>'Q!6]T13C*1:IZ_<""*

*[F%]1@HRC1F(Q?7)VN'*N)X@12A4H8$ M.*_$=IY14U$FJG:HDH T$7CK\Y$RD0YN%-X;BPC',D(%3G(D47 M7>F?F*Q_;'3]$F]@9PL;9G??*

H%F1N=%GG=D.T$^'+B% :O0.@;12:>$'E]N M7?NH@V&!6,>GYJH-)6^CORU-[,Y'BYW)4^(<>'D\N**MVENZM2 ?56=-)I[3(+/%6J8_5O!G*V,,BEI+M*

*M[?FW\X;#P_>2>$TZZH:Z+3B/Y8BA@1,;]5#)M0!&'&HF<2+(8KWX81WTCQD:#&<>W"J&T-?!! M8J %@;1>0E^3+_ _!-Y=/*1L3"K>*

*<7NWHIRSNWF+3UVO*5W*/F\%D9TVD$0> M@^^!]$E 8?X*GLD;C*2; &]N?",!E/-URLJ_EK!?#]7+0J7+#5#YE;0%FZZA MXW69-Q?*

*J#+8]J2I+:LGQ^3M>.D[S,/W[=W(F[VHJ8DZ2!A'9[H@280%PM&S% M'^@"^;\U#5:*OY?53;PA4E9A4+.M/0[UJ2'P.-5B+2BA4MF1:>)I?9)E:\?P*

*MY3+45NU$E(KG2_@OI$I_(4/E_$]$C&(EUZ\AB!ZYTDR2@**\#77[=']53WPJ MMEX-7GS#L9@=-'M,7R#RMF7A+Q8EUS8NLC/3:V22 + *

*L<[!>]A+8./CNP1 M:1H!7U-K$H".V0(=')#+VUV_7WW!A.*7GL6BUKX\EJQ&;_[@^T87AT0V="C.*

M\.E2_1E2E@$I\'5KLLC5M,5_D+$4!6'PRE%EGEY4X=$I3<@0^IB UP&"'^7\I M]-:6?Z_%IW^TR(=_;LM?B_*OAUX.0QBW)L?;7>7M\X)-OB6V2OO9-W.*

[8_M_2^:2%GZ#X7^CW[S#ET3&[RK?2W+J[R5VGZHZ%2O1)?WGZ%@GON44.=0)3J MEG!W@60J#-*

W1\0#A%$NMS\&;FT#&@PQAS<,/'99?!SU55U:W6=]MU"WZ6#[_F(8RX? M%Y#H#AI,(B6RJ_'N!X_\6RY[-"'F8MY]>H;VIJ/(4\+FP*ZRF< MD^L"_3C6KK'^?$3&

*[''&1&G]IYDM*P9EQQ1%=@YJ%7+?R=V M/,R7.D<8%('WPB%6C:,03"&(9,3QQH> ^P7XL/8;YS]UO'GL(DM%G70[S%:GX M^"A*T.JU1,UWK!*

[8HAO3L$9O\>O M%N/(RQQS36?0.3QW9=U(< :ARSY,)1+%!H7:7,?=W?Z=LK9/=-=>U&DR-?I MT50V.#@*Z,*E*OKK&W3_#EK3V?!^N'-(0>< UO*

*:U&:D^3F#99;(KXT-(P$E7U<1>"D_,.ZC,1*6B-$0]Y[&EM(]GFP,]VQZK:,T+?TIRE:_]8(UXR^J0N@5A@CK,DE- M @E@U\#?!M'M@MT"<(9?*

EX0LDVV;T<;Q'@A#!G-D;2;^W^QM^(W8I@QSY%V]`M3X@/$.2WG9.W`V#GB?U"0K43W-OC#>GL7MB;1@$R9I5ER8(C'2OJ"N4C;,0? M[U|P:HAB+?E4D@0@U:\?R>,!3'G:X4HB[!1.![E0%7"U)!RRF`5J1Z_Q'G(RNHIQ#F^BOX6VZ!V4<6X`MT2AG1O5.G?8QZ<=(4\""[R)0<S;LN_<^^^Q[O^]YON?W!SZN,+/69(TQW_&.,N>X1UUZT"9+1#+Y]:.M`MA!W0C5)=1.\#_*N0#,**WK#OU/OPJ9#Q."T_XC!)PX@/_-1IPI#/^9NLU&*@`M?MARD#Q$O=<8T,;7*6+CHP#!UUNI9X(P(X*[%BWT:4?;4#0MMV64ZY=5&$`MIL@\FY_OQR?^_#P';,A.AE#XH*]J,;1C=`M@BHO;I%\Y63+VX.9=#$\6PJUCN%D,O^TXJ/^?R);XGI-IZA^%)Q,QL@[=T6`M]12--V$#CB<$H">BL:64`OMNN"H.5"_5=Z1]).6ZJ%^>C[M/;".V8[^[0:'\MC>=Q"_9\!U[>ZKNS3$_L\7M319U\YQ=*\8&@!Z&UX]$V(R.D+ND=4(`LN$4`MW&4'=" /2,>MC! WNPFMQ=F.J4<)"_1VO:*,F)$C6^W0Y!3(UKLP1AEZZD#`M.G(<4%UD@R$5>_Q3CP&&.'WHB`.%@=.-)('#,G'5OL,?"X+-B[XG1G,KPH$EX;BSV+7XN;7PY&;KZPR2WDTNR2&7#NDVX!IY[LDV2MSD`M49293.W(&2*SOU10\5>*C\*6(,I;WY*ZMVT(Q<,##9@^>]AE]PKFI%WR@A2`M.5[1`I6:73[/+XP5NH9S[)+0I^,=4Z6N5#),O5J/WL9O9X<1L+R_/G3A_B2)@L.RG+MG2!M6IH]H'E_!;SXB4MN*/R`24B;!KA),^]S#6KCVP[HYER6U>@YSWTVEE]B`MM([21>H.<=N+B@2<"5#K7?S6!?O#((/[0/^W6+AI]Q1@?XW'@ZQWM,4TANYA$SE|\U/PU:'\NZ&?|/^"C?Q=[`8&@!Z&UX]$V(R.D+ND=4(`LN$4`MW&4'=" /2,>MC! WNPFMQ=F.J4<)"_1VO:*,F)$C6^W0Y!3(UKLP1AEZZD#`M.G(<4%UD@R$5>_Q3CP&&.'WHB`.%@=.-)('#,G'5OL,?"X+-B[XG1G,KPH$EX;BSV+7XN;7PY&;KZPR2WDTNR2&7#NDVX!IY[LDV2MSD`M49293.W(&2*SOU10\5>*C\*6(,I;WY*ZMVT(Q<,##9@^>]AE]PKFI%WR@A2`M.5[1`I6:73[/+XP5NH9S[)+0I^,=4Z6N5#),O5J/WL9O9X<1L+R_/G3A_B2)@L.RG+MG2!M6IH]H'E_!;SXB4MN*/R`24B;!KA),^]S#6KCVP[HYER6U>@YSWTVEE]B`MM([21>H.<=N+B@2<"5#K7?S6!?O#((/[0/^W6+AI]Q1@?XW'@ZQWM,4TANYA$SE|\U/PU:'\NZ&?|/^"C?Q=[`8&@!9I[Y)WQ&<$4FG:#S6-U8R`X_?4I*8OF0ZBFW`M4*C&?M<,]H]4,DZ/=",`'[("<(:$0L%4SEAGBV!6P"]/#Z02,]U=T<.G:8A8PMTZH!"V//7#ZVGN#R[Z2YNI8R!!(F_NFVN=]D/BS7KQR$_/ML1U%1"8E]U8[X`M@2EH(T] (^@/W?3*XVEL4CT0!]YNBHP-;+6I.9A%R>_`+O>=R\><7UX+AX2P[`MH%.+0V;>N\,R_26]A::]%2FBYIR5L7E68_3BW2PUBY+L^973Y#K9CQ0TXP/;O0]<+B[LXP(2?)]K?0G=9RT??K`0LON=[4W;__5GY44]M@XMGF<\IF[F/VO!$'CWK&R]*X.[=E03Q/VGQ4ST[3UA^6Y/FC`W+:KN4L$M"`M^KO)S)_^%7OG]/O9+N?\7>46?Z[1S'\0L?KO.O.[4;V%Q;UQP#]YUDFU_'PK`M00M9-U>[8#X{686>=R9:M.+/U$%T8DD@8(O",!";>!:PH#-U$`60PB`M*OMON>2`0S8=]]0F".R`&_MON^D"<],E4M_;6V#>1T\RW55V#T"6O!3_;6WORVW%:_1;I_.\3>%=WYVJMN-=TZO>$T.%4`M,1V0H?H<:I1."/[J2HB+,\Y.)G"[3JD_MDE8M=)(WO?:)_;+V6#'2BD]N1C&`MF$OR,1X;'=R58`XH@X5)NHR%=))\\?G(8[`9)K:RKP%%HB@"BZI`DC@DIC+`M;T-(7-BF1P/I^!D^B1"XEKUZ%9U!^5B%3,'MMFW[J*VT#S$RY_.*7U!MMD]V`MOL87X[8>EZ.?H9E([DE;(1OY6M4]%7ZRU]?2WC^KEB]])3P1F1;`2G_TO=N(M_J8(.17B%A5H!CT`<8PZF/7Z-C&C9T,?KN.781W]V,-9;G_K5'@X]_W5ZM(8`M2<*C7BI%K<*2!(6(%[(#U+6I4BZI/P#4;SH];+_S_I3E@N#]:EV/VOFMN4SU`MYB8=D;;M#]R]QX2T5PL\7U*HZVEY`M>[S=.H/[T&@;6W@N^*TGSFYUR=;";M@L(G6Q;-VA.*!MLHS1MB>LFF26^X?I`MFWM7K25N[OEMO\[O8?%|_]^NR%EN]5K>3'T'KD/(G_AG5%-GEZF_YPZ9OW[`M?31_\NC?H+-%?#UW;P;!L#_0R*-4S7%8]YW+L-B&8O_`KG@'"/G[^1PKKKW&`M]NI>(TCU>';K\1V866.UU^ML/87>T0"9VU(K_`0[^UG;^E=1`V.[BM_\'K(IB%^/A0'5D,K/'+3&)S-I[^;'55695`GM`MAJ>S=']9X'\FP_]-'IJ9[0TP_.U'T9W^O7H#B_^6<'7[74\?U/%W;>?,[QMF`MHUTRV%,Z^!](Y[<;|^+W#/-O.-2>^L/=S\JW5>#0+LE5,0'=7M/_9]3A/N2P`MICL=!/14P[A)&GUB93T*"(YK1RW!#+!/X0*\J;(K@$XR[8">UHN1TS3W+X0Y$#JQ4Z9A]OB%J0LU.R#=@=>Q%[H-!E:/`M'M;_5U+;4Q-=8HL65FVR8<_(!BUR@92#4E=6^`1`M@O(P1WDLOMVP#S/!*Q4V=2`UH(7TMD/],<@$]Q`1\>4+W\([*8(-OG]L(K"`M70?4M8B&[7GS2;(MAMI=+8]4\9ZON1)NOQUFFCH)'W@B9[IZZX>F]4/%K9;K`MO0HL3%D)"],ZW2[28O6ONGS%*TI;!SE3BV;.CH_/'O-7/SVE787/IS`R$:7A`MEH`T7K;-JJ[%7,M;?:#;//.92P7LNOI]N3BS!SYY@5]L/F][MQVL??V?UJ0-`M5=,](4E.&E4B&V4G"R&&E*]UONT]H+<68A"G]W"W)$-_M^BW\K-B$[?[H0$/`M_(;Z#<21I,<*.XM?UI85L>;[TI*V`M,0L#F$V.ON0(!%OP[1-2QFGVG](`=-79=?@*NNAA;!^P;`\'NVMI)SHD+I3%`M7)/$S&T_-.TN2RTP503%+@[X*_[,#,Q2I,9;LN&2!*77FB@6S+E)XK#PP#18MYL9;U>.CNFJ73[F?;UB0G*D3I#!.`@U$.7FPD0ZU;SYE$"^_]Z9KWI=A9]/A7O#K#EL,4)V\EM=+@9F[APS.E=EW/*&BQUD+EY&)S]W!K]M<#BX[NO@%ZH(9ML@(ZU33?5\0";1H`&_O=:(YKRWC&W]`9QDCB8T)7C?#WD;`MNJ1T\?FE+!\Y"SIC]01FCE!)ZM(W)D!,6B\D2SF["MWMJ9PY/+=;;9-)Z`0`M!X[`[JM5).BTC-/VU)0]E['<>8:5]J9W(=W#,>NOIB>`M50PDRI%T?QY,S>_9%8RMDB&2V<#O4V+SMX*%,.:5!NES=:Y+R+Q)0Z,:`M%8WR2LC^8#I6T,:C_Q:8^$=P8GHE? =4N;643Q1!8,8E8S>?$EXD*;TN@&OB`MUQ]I-#I6F=W1AWVON!--$Z\1/LQ(S!B6,B+L!'AP8L\2.%?0"BB@:!"V&G# M/D6;\Y_'>YSSB?19]L&THD=/V(O)V'N$3QWSUY3&1Y&X8RD,=6\H_0@5H'D'MQ)49C+7!>X>L$UVNP(R0Y+7+_].OEQS4T"003%-W)EB%:-5<-I\P:Y&.E0`MC"%NM@R03(B:L%3#6X/Z@).+4QY4+W/4$G6:>-Y,EW!&5.GKEP<'(3"?3N`0'N+.H2^^-YRA:]J.?'C`MD^==AW1.*FN;\HFN*GZ&'P54,^ B;VO*>BJ2:\I\C]:V3CF;2#Y7RCGL[C,]`MNZ^&L9-@% 97GB@4K^CB6B!86.8?6+/O^M+,R443TP;"TZ@+8%(ND2+#99VL`M+F\.-1:>.;Q0WE/K=F<;Z[%=LJLT/1]SK"(+"_.I"SWC58L'&62X@1IS]R,`M;I@&N_9K_QHT^)3->^=>4DSUT-";T!/,/Y6AXW?*+7)_-V=W]M`O!Z731.UU`M6_9>_NL\=9H_22'\,FH7MRG?37EY=QGEI->[L@#_U-_V&GP3UG(K+=)O`WMU2NTM]#R5&8Q`P:.IV"7YHEGK!!4#X2^PH(M"B$UHL`[?TLOM>V\E-T+_]J5`M]_"1M+;C,G(!^=#7T,.(TR1-`M$P@Y7=)X--(B\?H#+<2I'5#&,$,/T=UX.J0#0:U5.)RP(R<-=#4G1&`V%BH`MRV:.PC=W0!C=]"6>`^],W8SZSR=P1W?_Y;PF=[V!=&5,U<[6MMMWB_SSM33OC%M;2W^2)5QL\U(/RS$N]+7VZ-ALL#T:9R?Z+ESK?>*OUC$P2_0PE373G)S`@#C#-U:P/@P`MQX#!9C#;=%P6D?N5SYW:WG3P5E\WR**D]E!^@8N]'M[R4;I%VOGGK&'?F;7`M[T_AKY`M*+[85[XH[H]LO$@;%Z,_]E*]H"Y#[SGWM'R.B%D7&._"N[R&DX8V5F^1#DEL`M!L?CFEK1+'?>:_)4]C-88!I50VVO!#_)45HK4.66^AU^],6O9+LWH9(XMJ*_NRWF#W-J`MH'O_U<[@MWFF/5FH?PW[RXOYCW+])?^<$4R'Q*6_.0/P$_=1.@6R6]DB'DV8M)@J_-&%8RL,V.^ZN\5O!N"BNLS-:GS0>;SVBF%.%\A[*#G&&\B_:+JC;3R(Q`M4ZU)IIFY,*_%I7'A7DJ#D/YF+(!7&^_>Q;N:YFHI*[8/N/I^"D7WUK(BR:EMUM7+IN$FF(5!^^WZD(B4;]?:3[W`1TROVR04S8R&UT&_9EK%X40HC&Q'BA\6H`MIW?V.?[,#<>R;T&+>"?L$1=/58H.[FI;^]+)$'>->G\%W!$XMD.Z-[/72J'`M)MU8**VV1THJ^Q2-=<*D%-OKDER^17&P>6R^H'N8S"N5:BXO.5%T<(&2,8=C`MSDN]%K'Y<_:VR48FUPN9OJ>*Y_]\&3VU:V!B'4$*N>]%O>D\(??[OWZS'5_`M+-/DWTM)7OL=)/<_]A=W9_W<##^"G5?8A!RJZB7PVF63^FW>[C\;<_&CI?3C#ZK3D7%KV<'(B9=@O/XW_Z(I$B]P>2)P(SV`MQM$\L+507PLX*Q8;N4XS0&G",M4SPQ5[X#?=]J_M88@88'DT*$+(T%Q4/:B`M;&^-SY9-8E=|VE=_W&\YLWPU)7/TI/,S6V=^H"@,8WCMI@FO0H+^6;Q1@QH;`M$^R8&T\KG"/?TED?MCT3VA0H*?JQ(N^]2_A9OTB.]G*MKMX_[#1"0]@!+550MK8$@(#O9Q;@XSD/.1[O('KQK*UU"<$U[X_C$M)(PE/BT,O*0P..C3P&0S! CTP6]-N#6'L7$993F!W?IEUG.9FNX5'FT3X&WEM3Y9Q9_AP^7ZT+0U1#@B<_+?)8DY;XP^&$/?->8T?1!OZ6G93Q('D\Q7Q4,[Q`MMMQ&&4LNF+(?ZDNM7Z1_`44MFOOEC]!+&Q[X"Q?)Z;77\,4&@-SDRG[X.?SW`M0%JLUF28;GK90'G8,]H+7D%'(Y)O/_WX`;?:13[/R9_G6O-/*,$C431>F&DN;F\K.-K^>=:'OX764WO.5`GK2-VX5=[L("M@"QNA8'R5;E>_:M81=B%6M9!^M7GJSZ!'F]RZ#+\3W4>E+,A_XIO(XF?@PS,`M*C+68XRZZ[H;XK3KU(]F6C@?G%J([_`Ql_(HR2X-D;]=/?"7-XG^&3/\#^LH`M=]/\;E+YBS3^(.(]I5;%R1`WZ$A4(P1O!!TJ.D&6&SV%AT5<'G>Z!Q?/Z!RB`MJ/1G24E/MIX[3N!TN~WH\0S1YP>-.[Q/1X`MA^5ME(:D_?Y)S>>Z-V/>V&V6.>;V'\7!KL@G;8B@#Q$<=1`2D=/VRMDVQJW`M]=MN&`5YA6BMC05Q786J^[IY.YM@1$J!)#)"9JBB$9415<`>J($7>I7-72'M,EYIQ-_FQK_ZNI_;2T<]QVY991F^=OA?4TQEH_(,;LB225(1^AC,"O:"1M@`M*P'0$!QT><>%";;1TL&9]*T;IF"!DAC685'W4E$DTYO4_GE[\ZT$.V!M8MZ,`M:!!A5EQ-OQ*LQ3J1D5(0M#7QI(S^'W(6$0"I#EK"31ABS2?O.99R`M<\+'" >[&.]>FY%NS?N,OOT^3.)I\<1]PN'HDXVU0AO$()/D"1YHV/W-6K'W`M;X@MRUOW+EMP9E%>*RA<1]%-$_@O[%A)PO[:IQFDE]MJM8,#=/Z-<=T+^PM_C_`M+Y7[%AI=[RN*%_0UY]!?C]&=/GD<%*/WH;B%;01+8>PG&E&!(@N$W"784A33?Z^Q&72!1S1?;-WD2=M.5[GA?\]A4E48C*G`;TQU2*<(!^ND2I^MV7?WC);S"8TWM=25/]%VA\N=W1KSB21G547VU(!2&*F_=&") "*D4QI1>'W8`M-X);L^&MI?E'(>$/!9$58:I#RTK5=W..XF9SG'Y$2@G5)$OS@)=R=T'/\(X`MW8;K6FP5R6AU:.X"EIMDGZW^M2-KH4L$7]'T+K93WK5E8QBY43#SYDB*F?=V`M[T87B1-)H> ^F$C"&E(EF`E>8"ZXX]$Q*FB&RM7?DAE4^375/B]5+$;H +,)8`M?IJE)'M0\U_0M5["7R% LFW3P@W72,:.Z_:0O%N#1>D_(@F'/F1>J`M^TX^S?CV>2YW1/UL3"O&I:"(I)/^H5CY;53VD8]*^F[CUFV,ZNND/K&OGQ_'`M]14Q/H>)1-(K`E;4E[N/'$=11#;0[H!"?7V`M_\F>^CZN_]>9J&IQ^#;O,RIE\6U)Y<=;O5D4BHN7GX8']V8\SYFK.>HW@3+`MC$]Q(/QNM=%R1#[`1F&8)RJ0&`ANCS5Y8(@%P1U0^.F[PH>3]8`MK53/F91.9=[8V_[0=.Z2#U75EM7*2V?V/7AY6^Z+Z'.E-A!GMA`K_<1VWPN:M272I;'`M>!(J`*SH`EIX#S.\-QRNEN:(28V8%,T'FAT'33<'/8;;#Y]N.\GU`M\D-E/A]LE)\KX',!ZS)Z*:S&D">A(37RY/?HH\[>.9YT>SJ3G;L*2[H,/>2`MMJT*0\,V\+MW)*YS&FHFT\7'4IX2D.-M%(9>O-EF2C_I)B&,PLB4LV`K"X1)MA%4P&>]<1Q/$6S(K(]P.+TG'"*B*49)35Q./"/3Q%3J?@VDFTQ#52.K`?:(L`MW/D=0(N'MFW% DI(QD]YAI-^1K;.T_B6S]87N)CVQY[6X_+6$V_RN?Q%V>*T`MC+.+260M7!N^N'SJ[:$O]7?3`MTR42)>(C30).LR757"!;D8Z5D9.RR7G[%ZLKHR;;S>\0O3\+`MJ*?MIY!&96/8#R6(OCK\E2Z[VU:K`-%7G=U4@V89@]\'5',.!?1V";9E;QCRF`MH#JS8JBT[MW'JN"`-(W;3_'SW6(/-^S\R+]#?'0$ZB!=AWI,2S^#*>%S[^5H"M7;CZS?L*MH?QG2\)&649)^I]G]V.CCL2(-[@8)=Z/J^&O9QF[KH9"BY$?]T`M#DT]00`W:1B=J\%OA:N+2DGBV%@6.-M$V[@^U3.]O!W^(16!5\WZ1D!!44X3`M-];,^IPS[9B-072+ &^,'M\!$UJQF$<@M;^T<\6TT)&5AA]8`8IF$W[$QBU(`M;@%EY_;TR,3]EUO(LF2",]I+Z3ST17L5@@8IE=UE&T9 ;SX&?/&\'WAV0.S]`M9O*Y;#&RU+`M',PDW&%[#.&"T_E.K'`O"*@M5'/'+:_SGKI;F=-PA]V(B?OTQ4L_HMGY#C+7M#$IG/D/W(2?/|_@LCA#NN94A7ZQKYZ,,@.8L6"OQUOI/25$203;^T03TFT"`M;[`%];,$-)8;*8<)FD3>)O G#HX6;:NKK'WME1ZKUCJ!5]&O%UA\APQ"*R4/+MIVD"31N6M#G2+I3UKSU*OT<7YU:B/%$WYE`M6E?PE34[(`9(B%3M.7+R?8?-=L^$I4&]2MVUH:BU:+/%QA?6MW%;.FC^$RUZ`MIQI#CV=<_1N_^9=/8/D+YY#L]@N<=]>699Q^W05Q85=%P3^-P1\5.?]Z" N8`MRD,:'-$3Y;94^Q?@#F,U"@8SRTA58,//+$>[B.H^$NY$-2P;QO/UJEB),\1`M^V0_ZK.?Z-3*\HD=$!T+91!Z &T?]8P3`T-J?96;26Y>SN@H/>$5*_,ZM\"E`MQ^F(+BY2]J6H*D"8)4-D$9_0!\DT5"?$PY;:QSG(+_:!L*W(V8W4PO]U6-R8S)V]NKZ56S>P=B7('@N?ZZ:2P7<^D-48$F8232^7.&5]FO9A`M!E8M+1#ZWQ"^S]KN\,??Q7?8'AYP-]*7*,1'Z!_)'!*AT]HDMT_#V:\%'T@;`MF7\D'C5D#ROTX0*W'#F X>)H$XC2.]'%%UH>+_Z2_,#;8>Z$6$5_52=._R\< ML0.Y]3.B;01(N.RVKK\O9"5LPV%2N8D7WSJ:$>>>7O:,J^Q#10_)M_:S?OFQ`M[AD<3YRV4]!4/Z&^0AFJW"X60";>H$NRXJ;0WS_F+NB'>M,*Z'^D_/+]Q@%7\'*6HOKRVK+S/1;QW@\E\MBI5*1)V[.RGHZ>.)$],!#+L`M%ZX %LN%%%O60/&6YAO^*I\3P=8"&9JZ5U7D<7F\195Y!4L6<7O43WX8`$BN&/JAE`M;D*^+H!,.Y],IM./N+,II0-2Y9E#SE!]K'/8>=NPK`5+K()LJT4!+9*R:8*[MV$"5Z6I(I./003/3P_+/S^UW/U<<15#&KIE_11QS?J8N*1;_&O"LC=2]79LMW*VI<.&SVW8Y1]^56@LQVTKG%>LNNGY[_TVIGHT^A;N@'.W"A@1H";WZ0')& M5E">@A=F+$-$_Z!{%>-!]69*_LB\;33T$(Q&ICR*9ZYZ8SDU+[XXYWBPBR)] MO"DSC?E+?$<,#>V@T.)RD-H+.6/Y,\+]%N,'X]G84V2#S7JK'CR0\KOGQ9^' MYG(]EW:`16VO`F5;-'X\)^[Y7MW.?PZ[,\C^[\;C$7N0[!K,^#F\$]M]'' M`]94<8;.!S91P!71B,'"<9?/(Q^RUQP@4L]Q&H][XD[&+>0]D]>U^,P+3RC`M,/M*7YI0^W7":>2TR%.X`!4]5NCX;6ID+8=D/PX-V49.`3NKIUZ9.:]2ZI)@DI%N):6L6W3IEB(=2== MEE1`X=95Z:([E[G;X'SD9*0;!%#EG9]&E'LOZQ79`H(3ET/\Q!XIQCVU?W)1`MD,TY*R/P4.?0B/22?XZ(/M\+$"+XL"J4S=BX#>UP2:W=|X=.,#2F*U6)#8+W/`MX2J

@,+1&_!\I%.M M5$FX3XX.2-T 55-/1T_T10'E/6!H DV#LS=;>&]F|S?8_/,#<2"%\:U6&-$ M6?.N!]J:$/TH31"ZG[VO(67!Q40-
DDT91UCT9@2M=2C[H(!,6MY%LZL._*V7 M2F_3:3\4<_U(R]9"V27**)8/,A&-K7"E7NY/H7X4,)8":2Q=/* NBF-Z_ZR\ MQ]4!WB)E7 G!V7A=GABES{QE?
NS.R/I&NK!(XQD\=)G===I4'"*RZO'80"M^$; M)_3%FO-.(}\E;T%7T3,(HVR2*C'H_ON%4L&,W>[4((MJ(O_*TX4X@*RP0H] M,4U??
Q#N4$9&H6_I^_$V+TYVV!@U@]G'BU,_8QXHQ_4.4!S3<4. M^@:\G^0]I"Y?C6]\>>19/L.V-,1Y$WTA(-@AH!EG?_Y5\7&*9LIRW^;V\3>U
MO;7_+M3Q2]*5^<\V60WM2JE/4Y1)=_&\2S_PF!T0#M4<]N-U[SV#^P6F;_D=-MJE/-S">K@N7:/XF%Y^6W28CY,PA;I5,PFO(]I*OY%B13--
GC^HZ1HVM@CY]S&=N@:6Q2TW"L7'[\I MRP37!$1Q44\18C%?;?7? '=4KEM@XNTMBB12>E0"2W5S$AV>MQ*O!]TZ2?F(_MJM@!^4/N@6D7;
(_AXQ_GSUEFAVP\4R@^!#@T\S0*CLEL0NH.AS+L?P2^1<^< M 6*S>)-X__Z! C9/3WD=+D=;/;$;W->98_3F0"NVS.@J;& &GHDG%S)968UE
MM.O7;,6R7VB8>=E,11AEW" R]=X3](D$5](^BH51]K_&:BA.4YGR%<*&V ?L
MP^+H0K]+U$89HRM[UUF4=;62%BWJW[M4;E;FF4O%Z#ZR# .!GXF%DX!=F(&=, M]-5+-> E<%'^*W A7-T%'3^S\Z5U]0'?6$S[^:0:&29O93D^@\H?
I04U)#R: M\;?+_H<+2;?,2Q0D657TU9^@]/" *[V;L8Q#W.\'I=5%)SJN7W"UJ^Q]LQ}$ M+!&+H+WM3R<:X".%]R8="MD.J<87H;QQ*."DF;9-
T!+LNRT@!X MX'+?W%-W/#A.)[A10D"W0$O! M@7" ?/@Q@&4'=$:.ZW!T$1PL+%]$MX?O ,R[UE7,+]0Y];@ _/+(552<[>5:N?D\@;>1?
+1O5.GHUN.O,FX^XBG\CM)_M7[QH!#V1)A^PH M3S6P%.YM*H*(#>I-H8#C0NA&U##2G)Q+.4$"5W>O/YTQ5S^2C7314NQZ)AZC MK1HB/M4U",?
J;GFXAEAN42$Q]B)-P MG1#)._X2(>-U:%[YH<;>D9"(-E*E,:OW27]/-)G9TLJ$V[###I#7D8+V CI0E M2V2FS_TL*T/)CP.$+O=Y?Y1LT+Q6(HR%\)#6[
MJ67-V98=$"BV&9.5/MEA!ORI;I68_.=M2%S]I3K, ^4$*157<_DROOR%E2@* MB)R*=L8.76NV- I!'',JA@; #,/:"S&PQAYWZ:5O5NEPM\,E-J]=39),Q,T1
MA,N]O8&QFT&$\=>0QF79S2#R*Y(,+S@2%\A7"=M!(N5VZW-/3>#M6N2F49 MB#I<&-^D^Y]<^EDK'5J(A7NR<
8E0PV2"LBAVMT]HK'"*;9N(,$3MC%NR== MCD81SZN5I/O\P)R+/!54/_D\]1*\F3884",JPK8V0P$4OG>3RHH"@F.;3CLE M!64_A4OGLR@Y2E/$NFCO-
&Q]R=WT[!1W##V89)ASD5D]>P-\<,%L7);ZA5E8 MY8A5="J8$ESAM[$?.?T,N5J<"@%GC#HB)I(;O:@1S M.8Z?+">8)N:V%,)"FGK-
D8W'WHZ*CEV2$;LJU/0R7C=,.O7*[^[*\T4;&* - M!] "94:]LK$@1L8/X%LVR[+&89>0#/#SO0lA'HK3!EGG_"K6KQ1W: Y?Y;QH M\,YLILG;1G\5-
Z&%00158@'3P+%!+0\!6,*$9TMEF<##N*,UM?%*-Q<$N$##$ M6W7Z%,;[N [G:NA;B19#[Z:U6C.=QAC,,U$5>[UAD>>!0TO1[Y?-?];>,@+9 M.+?
E)AQX)*3-EK>^^^&B$5W#)"1DV[:8+*]_#ITKD"#H++_&^^*B&HHCD#0;*-"0-?2NK4!)LG&UWLBU!4<$O.2LTA_^O>GI(F)_S>#!^ M!]0LL@-
ZRT$.2)[4+J8* 1S!"2(CIA37W= 94KD%W>1KL14Z%"]FQ@RPP M15^Y5//RQ(UVTGG_GYY7]ID*;!#$]7A8OV5;4OZN),%/H25&4W"I*L+M0*,?
M/RO;7>+1>GL"N@G,@1@"5V0W@4-Y$8P#Y4;[X!+$.P7'"#R)XA&M)06=)04< M.FZG. N*-"7/:5Y9:>NC\LWS>?],W5Q@N0R>?
M!1($VO8JH,5+H;K]^KR4 MOE+"/3WUV'TIH""0,14 IQK1ZWQ1%, -7U#GW6(+KNXK_U2XH6 ?,%>><>*' M]GB=9!JEE>IP>4UHS<:D(&6>^YQ?
&]5_M0>\;"\;]@9I1 CAT0EH7" M[4$4U*\^RJ2*#$#QZ;LOTEBOX31"FF2?C1^,;:*(]-E]'Q@\(>@3O^IEKT)J M.R_9KLD"/X2?#8;?
U"PAT4'U(1^6LMZLZ_[\P>"*/.C!UQ;BSUUQ-TW+3M

*(AY/ER%;OU|1_C#^Q;OPN_KGD!S M0UQ!Q$O\6|6T>#A$|/$CL<-;%=3.%;U"V 5K_).@=4^KD^Y?R5:7*0B.0NPK ME57=T]HI?*
WN\V2;1B4.VHX@7;\DB#?AZ4!2$VX<5$0FIW(_]ES M"Z.'K3P(X7ACD]\"##&R^W3F5H08PAU*/ TQ8\;@;*WC9(#ND5PITE MK>8;CM5L'D06.%
"Q$"TF:NG^2)(R \X[NXL@^QH1&D.'M2AKCV@,P\26^?+ M?OI6A*^V6L-PW&T'O"}]:#0H\H!&_AA!U=]TC':.^+CJIQL6J_<*!"I;ZF5>
MG+CXKSM62MA#_^_5DY@Z@3@;))&VW(!IKE2!(&HZO U.24.3'$G"MKO@]EK\ MKB]UM^\'9AZUM(ZN!B5"K6BCXJ;V$>"UOY$DU]:Y@9/]HQ.+.,
]Q(1*0].@J M?(L3!,2!Q,6@[W<7B*Z;RD%1S\=MA+Q=-?L5&H*1]X= V2Q[_]AN+]&JO,6A M<;F-/9V5V4TTB0?>VGL$X*?2$UT[Q5@I18TZ6"
'U+D\D_4>'MJAF]$_5M*& MD$O7B->U;[VO6'GZC.%GG<6WEZ(GEOJA^ZGH7'&T(IDK!F5GZ\J_[T]7,B$ M1TVL2T?]*.3)^.,NNQP!GJKL6K[&I/4DN.J
YFN]D&J:+E(6W=J8C50K(O'[V M7C08&4/E1\1P# 3&?1IR/J2/AF#;@;A'_0\6C^4*BR83;B"H68H0[,0(@';OC4 MA7;?K0O9>1,;*BG4/#?[&P&/^9W?
F]R<6LU59-2HX0!?I82B'Z,00-S];00? ME)[*M(J>1G;(G;V/;^[^9/&[_=&]=CQSV')"L]$48J.M<93@2LEJ9H;1#S;> M/@(P@OE69X3 %_"2/PI1HN=[GI#
<)FO8$(B?VKPOGC/>"Y:!"#Y9LY4ZU7F# MDIJ2N&=C#>'&H-KJ7-Z[^W'&!>*L;O4G)!A.CSD"V'H0)6LW@TET1&&]GV-N MF/2@.]G
X;GX+UAPD7.Y;O'Z&>1>O./9JLL='[0$F1D93PE"M&BA/L5EKUQ! M5*_B1=(ZIB!/.X7%A6<^T?JTD=:Q!)2]YE#^\%[0V-96Z0)(;:>&E\=/(=V@ MX?
RDKG7*W[?L7W _^*A6L0!V8V.X0]91ME/=3CT]R4-PPT;Z\6W<$2$50^#^* M!] <_GW :KZ45"2V2U%56M%Z$[R44XH]\S'>O$ #]/-
/"'*DX#L<9PDBBM>& M0N9RCP"L:*PR$7XR-0X?U&YZ5TVIM(ZKNZCMJ\?F1HWH_<2[+\2>^$K]K@S; M'273"/_DQ&G>7YF=>[Z=+=<
YIC.!;>G;46_B@PI.JS*^]Z?-(TC_MY?EDY&P93]*%(:4-@Y 6M:V'#(7*P39VIHC4++ACI"P5(+.A%;!)9]W%'<
M'35XMM(23(M5./V^_)FK'>Z^O$[U.YN^0*[(PP@%$O*I]>,CP_',%Q?S9>C MFN4(8-T&@F_IY(X>E$6N.O >!-&\C3S-+C$;0+$R?
@(II=:C[#HR%BSL+'_] M3O^1)L/,V=,..A-S8)9U+K=SKUJ3+WDTHQKV6!H;?9FXTIZ("A7;(*LA7;4 M1<2NQ:N$%NNN$0O&#]!]2V$U*]XNG__29?
WO<[OC2^=D9EY5I:&;JXB'Y]E$ M[$_M3J3F]]U9E1-S*0]7@VP)/Z?Q+X72X#1J2IEA;CVCO2GD6R)-E-.2@D6 MW:?;]TKI7[/^-
H\U2]+"8B:]6D-.QCPB)I&@Y,M#@VVMPJ;_?#C#_D.[Z2$%YO3++R-5DEL.J2]?> F-INLA<.T0)B<(/RY9G@35*0L=|>SQ)*7 MLP'Z*
[9I2Q#P;QVQ#_>97/^1#A#O+KR+YIOT"5%$3SS&@G@#UTW@Q(,0LG\R MP3_V?+9 '<^MV]\KL4S>&W]R<"?QTD+7O&&R(6" J:<66#&[*8R/N?<++
6S MK,.;Q82<\YYJ35%^$8V7_$_(_B.5$X003(4)4W #6.GV(U%1K^F77=6&(J:?M&G&BY>Q]L,PA.D)V4J=>#KZ4HYZDM5Q+|>90OX7*_USZ M>?
ZJ@+.7<4;.CEN(MHF3$4K,,L'8QF5E5 ,X7S|N\-E XNY!1:W(:L1S.:Z6 MJ-8MVR<1L^; 0*;_@<R^3P^IGEA(%.IR2*0]LM8T &H;3?3"HCL08K"S^.4D M/
0+CP%5@4ZOFA4&Y*Y/>'?=*'VJ^;979_'67.@MAC/2I O$!-SLWW3MBV%7 MB$BLZM]T[9/&UP^UFS\^)7>.<>]S<]N$*AT#= M5P,G=&,C"4S!
(+IPC2MQ#]UM3FA.#1HJ'R"YKXDX7.?J,=<&&'4/A6F:/<0 M22<51$>PO-X;\+E52WM9-]FX%>GEX"S-.FTBPYWWL>6/<]TN@PM071Z3*U1F
M*3R&H$=,A;M#B.*1.0J9XB:#DD%]2(#S:*R'K(X%8Q8&6:W1'E&1YFF:\N"L M[6D"BBAH1A:1Q?4151KE&:K1#?$T!/BTC2Y@T%2=[=:/]\IM5\M
MRB<8-YZS/7VILGQ(JB)N^GSC6WH9 &YA=CA ?*:)O[T^)0+U<7P]T'K*:Q+S M+(ZGO,8D0GH1$C_1G%8*NS\L5X5F R>?L1,9T,NST:53S7-8S:N?"PY,=
(43 M7A!]YB$,_O&&7R"2A^KH\L2%DNX/XUUXCS4CN!&U*P^-M7&P MV5I90:^M?ZA19Q +P67+"V1]'5R$XJ&@CP#N\-=PG"%TO-*"DATB/?4FKH*2
MT3[!X\6 M/AEK1LQHK8BV.H($TTH_LKDSIE/-B1FS(%"CP_<>Z@8(_,R/43 M,;A]PKMVHJO0GV17&ZHP]3TH:>PB0_E9 V(LY
5UHSU:H]WAF<-1'UX(WGWJH?G5"X+9Q7K6 UE-[?YFPE=T2J7/P,"I8V_?-\57%:.#[*4 MOM.=:SP.?U\#?17!&"F[+56"_"71X/$_4 -
;#NJ(_*R2URZ+S[WVY=O9/093 MPW^D/#3[X <,_P(;E>8]B$H(*BM]'CF(",^=YGPURR.1/+66&G77:&VP-X+0 M:9;=^L,TWE_G@> ;)=B@V>_N<-@#
[*R(O]T]/.JU0G&PON[PYKFFP3U67?I. M'X_+3/$/;=NEI1F9ZA3F9G$//<9 ;4B$X4P>$3L&DMG8TQW+=-)E%T4. MVW-
:4R58HB;DM>4@D[W=K"%=!, JIO'UMI\@ Q,3=#?4O?<$ CVS?**3+M?&P MV5I90:^M?ZA19Q +P67+"V1]'5R$XJ&@CP#N\-=PG"%TO-*"DATB/?4FKH*2
M@%TBG*CWW4:4MCORRW?2S,F'P-(_-'#7\^?_+[+.ST1$QP33:^_W"I@S+E_& M)SK SD^?V1_2#;_99-
0M<\1"NSG9R!;_%&0AFI5U+|>NO>MO$$XE2,2X6:#9I6+55,V VC;NDZZ7O*N%4E95N-W,%US/WWQ^D*#H
MOQ6U$Z7FGNR8PB0@KBSA.04+FX=&A9S$^86!J.?],SIK^_+%TM@JUH5*;J47 M6\K+S?KH8R.,ZS;JW+K\R]!4#B8\TU8>UI H-
8*>!X[S/ZH:>N9&#^D(6BV[MJ_)!17%*U>+K69#4?BY0WO8 $HU.1Q,?S?+"L2;P-EI:^9IT7"FB0S(D:5*Y MC@!5R,K@ H'9VKWNN^0QC,
(A$PO6(.0HO8G4. 0-GM%I[R=PI;IM!?]YP!8 M-DL'/CU^_"X$+]E$SA\!8FE)*L7N(=$ MR3^$W92O:O ZZE'V5)ROI\5KN\O
M,!O;A!08/O5FQ,\K4M\1(0N@#D2H#<\0C(;/6"YC= ?^Z N4_.EC%96SNNA6 MNG"_4(@NV<0$P.;&9I8(;VV<.45!-8O1[J96!6(-^97%/>1M<.U2.C0R\,48
M!6EL<-G883I(Z.7'QO@?KQ%7BI_>NX.J+^[HW_4W%%3AO=3U/,S9 MU,F;7F MM)/I6==D%?I5U,N=:%8/37.?^ ![L]8@W10M0IU*I0NFMFWSR5X-
>G3]#^D+7 M FD+,@LPNF7GX"J3-&G1*=RKDX[OHH-Y]X@&(G\@94*>&? 1K'NUE]00GE % M&V\?7$_?D +N)_=KOAVIJT@\^Y9@^&MQVA2X&
(+L,)S3;Q4X-"87$8"\XN] MHP=-MOZ"_.HU=]K^Q,3=*#?4O?<$ CVS?**3+M?&P MV5I90:^M?ZA19Q +P67+"V1]'5R$XJ&@CP#N\-=PG"%TO-*"DATB/?4FKH*2
M^]HLQ#)X.U(.E75XP3_VVN57H70BBRL)DTU^*2=!4O*A=]/XZ[VY=?E@A9+A M%DG@U_$J++NK]V(O%YBJ_=P*"I*B0H/&'1)_NHP,TKFC
D1)^O@@1W;7#WS MG*<-UVM&OAFF>8CYFP"_[UVH1]/Y1RX4=*[4$,^$GO7A8/TGTA\Z/U9U,4I M9A^5A]B_*?6!;MWU*Q%+DI_<
,M4#)-9<,.9!MM]S;4AXG&("R;T^-[#/QLV MI;@%;' MELI_X;MD/+(VPVA]B(A&M>QZ1%*[L@1J/,6H-S3Z]>2OL[7B.EQK^I.]>^=
M=!V&2M0.7'YBJN^,K9>0O.CWFR??/-%5ID\,,LWDW?6/]07QDRUJ M&KQ)J9%#V JR&*?E?=W]C?TFC>B+99I?_CL>D6::[84>F[P^-BT-,'"CV V
M1$\QVRR#6XOXGK3H_QHB\8UNQ=&:B:[W8%E6]HW"3-_^4H9^AUY_P5Y7#+ MF*JT/<=%K_DO59)UI>+:#$)&D+>)NY33U%/QVRR\4:^2[-
LTT#5>_>M1JELBQN_M?"[QP+YHQ#,N2\2_/VO_LN/QP3Z91XQ<PGY,A$$);[QQ(8]TSU7(9#^]I/&U-MM6;.P6?S]2.HRI^I5VZ%=EQ[V<&=:"_)*03
M4CX;K@;"U4\0-8/@\V]08KTS9]L#,N[+]?7%BHG7O(EV?]35P@?1?=7[Q?\[MI+;PU(/7;@&*R="\O=%O!U/N=N]LI>NOKP@E!FE)?
6_>NKY[U1UN[S'!1&5I MG^\/(E32;A2_H8*.O##\Y^ 959C(T9K.A0TR]A*)D%H_5Q/F?UO3.]Y/_4=FX1HASZZZ-GUO M<=;YF;99K^&'GN3>,X^H63 -
HM<\/,)RUTE,]MKD14-VUOF[#U#["5&"P/O, MOZ5I/L8!&*%$%?FUA >9^ ^M2U?+_= M(3&%,=&S2G9H:(]LF-EB*SWOI26TUN0A3447S 7QAY%%L9#
(9KXA,N>(;0Y MZH1BDE]_=.4?,MJ-++_R43,G#R0[Q21^9^]_T+0]9^S9EX!TT(1;J4=R*[OT.1SGM/ M*0ZK/UYQA;D/%:NJ'.E /LKK:D%%'9
M:5"4%'*6&+(^O[OI2Y+S'NQLK.N6G <60W>N='M_>X^)I9YO;F>$U/512Z+\H$::O'PX7^&(C? M&;HNJB@*U"Z/GQB9]FUGT ^_-7JB41 Q_U3?'O#A?
P+)>|-MJ;,(,[,>_3#'.F*V&]8)BKUNN\?7^##EKF?Y3G3-G5VP4<3DZ$CUG])KVS8X
MK;*DA6G%&^YRUXD+PVZY$[V#;G34;6"0%**M>K5$O9*@QW+I^G8(.F#@,|CM MTE?
%].KZVO@E^P^1F!2I&9;M]RU,.)N^L3D@*4IPTU9+!W3@"T!0A+-% XIG MF7P4*$CJ1<4D/.AF-'>P>PQ?;HA'9?$+4;MLS9]1BW9C87_^SN-9#@O"(=O0
MO(U*#@7^T5(ZMPKYL!6K^8B&LK;Q Z=[OE.XL5]S=@GACDC6;>YZY^^)@MR\ "A?1MS@!]"8]#O7;EJ:S'3#S6#93/I9.$84K\
M,_O!$'E_9[N&ILI!^RNZ\[?#V(6[OMW2)]:@TLZ>_<9S[@97RAC-L$6.R4-+ M(6YH3JG-KZ1[4)U^K +S:Z5BU;Z_9TSS#P=YGV>;^A;GOQ?QQ
M1TN@YYIG<;]+@PO-M%\H#.FN)X/9*-AHCXHP4YG6,UY4L_C]@>U;U.X9K(! M%8L\"PGO_=-6<0+U@]FB#L1NCX-]<#F\]PA0?
P3@K)_A4V(WH[-8>%Y,]]0Z M3 >@NK?1ZZ5_L4\H+:6C81>RZ W\1!_A%:YZ?\M@CET,3@]^Y9'KWPSE'$\(M'-6;5?P2IHPQ&.E[+>[[7?03VB=$F'P'!^P|
M"M0;BI OX5?=8X:H-]6KHV MZO@U^#J_H*DL(/'I]2V&$\PHU:N]5\?T7UPGI9?ORI%:,LM_>1&7=9.GNGCG[EEDTD(#",,="OYAU M(<_
7)#S_%O8>8P(S(L8[*&WB<7(6^W:(JJ MHUZUF%Z',),?%*P1*@S5J"+-\,$E.)GRKAHS'KB//5R%
M5)3CIFO>Y*/3/',=^(I=",9_I+T\JATB[.)O%XGL*:SQ'FS@Q:FGAFF1ZRXQ M9UX:*D)$$'IQ#&#Q+P +_S1M7-%:?;++E=MPU^J;>#NN+C;':*YA@V
4207Y M:IH[+)I]%"J(L5SH+L1L/A9)]MT_W!Y;_DM]B^>C0+L;CLWJ1OO*?S2 J ZQ(MAE&:&V_@=ZV(/B0(M;M9#/\TO& M5>FY?
XP1_K4O^[5[%9PR)>_Z9,KO7?G: M%BXEW +1_7D3*'4$:*/2=FG-$>#G2R+H",#AT^0+J33LA$S:=0,%0=[0"<0<
M1\]<]65.]NL3%W_NC>WQH.N4N&3'"S5$\>:S?:?'#[8 90% Z[7=H=AX:19TP M.P+@ZF *)(M;.-<6LZ2]9M:!ZR",[L_0&7/W\](-7T47)G;/GF%NOU94'_IQ
M!=Q)4G<%5G&VHT70F_ND.V2]09C'9]UL,_J+$5B;N+96.3.I>?W^E):?2^S/ M[O-JA"4;^1]MMXLG7G]AJOSYS_G' 7^G.?Q/Y8W^#8\P3)ZVF":TL?%3?
R!Q M1FXJV ,0\#.3+;.\B2*3_C6]HQ2@B8_>35S&L6IA>4"=.9CMUR1.,3+R%KY MD8W420N3;#D+T(-:CMW1'9,[MI(W!"$'>W
2916VCINFWA.+'*MBA5#I_WQ (PY!#Z@T0-&7++23;$4M)EVEV MH0>?FP9%IZ&K.#DR]:0-8KY=Z M'CN&Z)Z7F+T"%_/X20V/OLJ=C96O\UX++ZRE
I-5*9\/]ZG&C";0;)"T8[R#X MK_,U8GKKF5F+BIBK/QA/MG$>'"L+PN%#)*'9T1G.YOUZM-I(M*O:A_D;)K;T MG@LI"RGV.S3KFI BBWC2INL(@-_>?
%!*'5!!117\;#3)MY+@A[+*+3THPL#F M-J/'YF0[& HA3@ &H_>+ J\A5X\'0\-I<]92A(^4U$8@2?[X8*1D;QD_VIDA ML E[P*88# JCE4+!,?%06&=;SA%6\%
[LYNO0.N>'N=@=,K5:(2SYD6V0(L': MIJD4Y3A@4F[!>QDCD)Z\Y9UF$W./HIJ30ML:#2'3$"[T7.ELM1N"S*U)D,6? M0$:F<^3;X^%OL'Z*@2D='
RU+QH?_RZO><+PV-[@JG%#3RC:&OX8,ZXY![V$ MDJX0O6A_B>6&G\9:5ZPWSH(R2VSJQ((7%WT2QCT1*@&9BX>S MPVT-QJT:5?&&VE7#(1+^71?
+R*XEMUOC8E[>-54&%[BQO5 MOB(_+DR7[:@F_5\V7('(JI+P=KLWL"?M>I@ M&X)]D*M_'T:M-%Q+M-\UPV'C9$RUK#-
F)NPWTM'D/,LBWK]18=U9V5ER'/7S MM^,_G,N\@<XB#U8H)CZ=N2?@W3A.O>\1 ''%OFV>Y]H/5&M0-F X<_#[0%S:M3Y6J3],Y4048/3.,6UH\9P
]RO2%"@F?_*FGOG9']6N8M(X:AF/=F2QZK[_MU]2V]-!'^8?K,B@.7J78@&=ZI,_!-HVQRQTWJ!\VBF[]#3EFLM9:9;)Q_=GB M4!
<;K)WSR;]V?'E9,%\8E)\G:S4NBRG\"QUO+S%FWMJJE(+;=/["MCG>/[_8/=_MHO*$)P8?Q+(7W58C5L9T.MM2U6*R?L^Z?W7>V0[WPUNR:?BP8)4$5"-
Z8?D[_M(8C#]I!KQ.HBC%V^HT_U9^OX;T%:@O,*XL0,"5R(>_5O&UY<9(3;J1RY.&RF MG+"J4Y>5TQ+"UU>M?/[*M?
2.&9453_/MQOCT]0=Q,X]YVC,ON"$#)OO^. =[J75T<[)JLWX:O*KO2^$X M]:!UL4K2QB]YU]PDER3>#9\KA-0@NPR)LDQ;P7GP5IDCP&/57;\Y*W8K\$4|
M;V/D9F#)@691XOX]G$UU[I2$TF.%KCRI/IX[XRQ|%)P K#N6;:JLS\): M,^=$KOUI__/1R=+&KQT4'&3-WJW-
7QSYD,WDQ^^X*,MC9)XA*^+J/X_B4;_M>Y&-_ZG\=EFUX5U)J4,CTO>;G6-PE/DZ'G:[>F(T8 %\&O9T*$2N/80@ M)#K]_@O25IXMIU#*F4U%D5&/L*<
QZ:^^K0:.+:*P)O1(L6O%*%WW^QU&PG0L M$K+-^&OJ5Y/+VQ3=((D% M_L'I*SGWK(%7]JSGG=IM@/.3@DUW[9V>]2] M])Y?
2OK+S@E@LA*>T_B4>C5OE8OV=0]R7F6\L;.TFL_9]$? MS;[]K3)0R@,!F:/!EXI'2%:J_.Q^TT#CK>R93+,[@S:X[GS7I/.G:T:C(SCS*-.(
M1,OB3ZZ#.;$YEXV'U47?DVU>UBS#D3X[&D?>#CP-(RKT!DL,>#^-,S\IX>L MA6.U_\,ZC+2?)OKNI
;MS85T:B@M'1EYA2L"C7$;A;A"A7W@IUWCY@/L\8ZO-M]RZ%MF/?_\">L=),BEJ)NYW_V%/\MX!IW$M2Z +- 2!]9B?T'Q)W2\FB.,I*
MK%SCQ>OZF2$;!KI2Z;T[8HPRS X.!Z/?$)3F^;\VCA2"NB% @S9W.31L2+RJF MD>Q"OEM:S^3@=+KYM]R"/P:4+G9SU[X'Q\F+;#D
^ESEO5ZWSB[UH;3+2:!PGSJFHJ824JDRY;K7,&I M!QFQ*>E3).5>^>ADZR&6BY]R<_[OSXWHF>;S4PI=T6QJN1^<:K84EI;# D[F*

MWFGA3YGS,6&8.Z%[HC&$U#9;K=2&BO3TCYP?W5K!LJM,&E0@2&96PU315@__MXX_RU^-@T=>"YAP'O%%^OY8C9@WJZNI^F?
ZX_FK\]W@R,\!8/W'VXN1HEO)R M,S.1AF@9EHD('_P/CUAH-;7@F'%5]>U*W_);H'9&<=[K"8A$HG?>SOS76]WD MH'YA1>$KNG4 NGYB#I5%D&1#-
L7;HUG1CX&B^O@@TVA;7D*3*Z[Z^K18-Z1C M],$T5U:=7%%D:,DTYS2Z$A$."YY#O SAP"$Z]5?+&@T*B"\&@:8,_)^UBK3+(,O?+3LHXWVJ\H+QX)W-
$T6O$G753ZHT&U,J MP!S$7<(DY>-UU!C9?I\8M|(>Q]^A9@TKS8ADRWG8^?EI<9G2A=U[F&&_GOA M4[;#L\5P9DJ4EIGQ4T^A2; Y'S5Q&CLS
M7F+#P|EXTT_N)N5Q1X#KR]>"HWF/_$_KH6/P-C@WVA$HX%],4"2&+?1M\ZS. MB)17CH!%_<,>NHUZY$RI#50G?U<&><@(,-7??F
J8^E\P2(\)H\/769\AV$01[%==-8?QX\&C^3*]WS![SNKL=^s\8X@(R*H"$V7OII)[UY<;J&#XOO"\4Y/-T]N+4\/ M-=O!A{81I@_:3YQB$&-6T/_[#1!_>58
U1@]5P*O@'3N>?1X]*M@39YA<2GNUN!A.QY:,"2P9#W.&IV7:)?ZU5Y[=\)[[Z]_2H< M-
/KG^$#N%.4M_"F&>%%I<[L0QD=L9SCS/7I43&1DZWYPI793%Y^_*+U+;GL MZX.Q_^C'AF/[!+MCK@.8W1"5FT\MW; :D_776
NSJ1\>WZ#"NQ[7TIVQ)[LAN\6<3O1ML< MHN^D54WB'_3$R7H]5H'H#T]B"&B!NO1G5/@Y/$>M6VG!&]F]&W;-\;8R?A?'
M'&R'Q%YZ=]_U'&QJQV*ZMF/%5/$V*86&BZW9;3UB)8JWWYQK-?61WR&(M<4(%EM9K:$<-@;;Z3NN=#Y<3%'R_5-3[O>2:1A4 CH#,R &8T_9
M3'9D7?E2_1X +Y[M+Z$D%92?U.J[F_U[_+{/ 1L3Z<&*3^

HR6;7DTMR^E]S4<5&&;SI;S70CR-G!O57N>]4&]F,+S%K\LF/8<> M+?Z'E^]X>#^_F5VQ%^=R#\1@>OE[Q+2#'YHQ,,GZ0]Q8N 0G,4(?#/^,Y6 K\MY,(;Z|O M9U.B;_Q!R6K[3/H$L',_("2UKH-U|),S'6QTP4HX!+!&>(L9F^MP 4X:-97# M&Y+RN7V"MV$##T;$IHX)NK^(6Z+ K. ?-BQ^Z),N&")8P&6YL? YQ3F"2"TB M3[&D]*6O2[2+PT%=VI_=GF*$]W9++^)SX7:0^QF5]&$[XT]R.+$!Z(T9EA$F M8]171XR32/F/UK]VNS<3G6D>W(_+ [?:+8TKL3\l;TMI!+AS?O>C(J6;U..: M48_;25NZ,?48^SM\TDO^_B>==CM_+C(GS0-54 N[WIOO5BA:%(Y.[UBR7@TP MH6$61] 4#(W#I,K^= E8"- _^7UWKO ; MFOSG)&T4 JB&#HVG>.@LYU__^G^;]T5-XL]&G)BVE K;-)V9D+4GE?P"2M?Z MS(_M-2_$0X7\WE[-/&/;LE"L>8BW>3];> S_"V3X#3R:)M4O9C>+U-=#:*\6WS3<\;ZF+C\J1))$80A&7 MX*P$?T?\KWS3Q<,W4V+,5GV7>[S&HIRGNRQG|\(2"^JU&06@P^,]YO8Y;_S M]8UNF"KT:&+!LD\S4UTL9DP_UOU"M?G]L@[51# MS2(KG<:#+ I!'C.*RA?G74_ >^4(,9,K5F'&1]%<7L*&XU+]_5U?*QO-(@'* MULB& (,7&QGY&X!P:;P;X(R^Z0]_)=N19![V;315Q8*@@E&NL;2K@G58D>#M+ MD;32W';74+OO^HI;7?OMO/#90L:*,M6#E9%-9<6',I)M@]:T-,4$49-M,E$]? T9UT$NG+"@M=Q&'=)MM(\^*MP&H/G M2H(#AB");+SO6]PHY2GN*IV@)BI=MGN4QY$WDI?.BXB,2JQ*+,.[[!MWY"A% M$J:.C%N@NU;Z[/T4VHQF:%%-<:%%FSPF12ZC@DF72<]P?Q!K<\]9-WC:M+;A MFK89V&/8U! 5U^"R-5;U"'Z("]\62CO7X!3+3X [W.QC1@WA#)WBD5>IX#'! M> IXG@^8E<"EB=9LI6A%K66,;V\R4_NQX.??/#ODI$HM,*6IV+/0HVB=UC@I M_=I&CJ2TL]08(%N,:%#5KVI,IG<*\I8RKWYA4Z0[5114N8MH;2'YD-_D> M4MN0\[/$'*">YA[7. ME[O*0%ZO8^'FG#:U+XS$R/,I Y36$+MU(>GGZA+FQCOGNR<,V>T?=IG V/NT M#@% OY_37$Q<&$'4D??$[;$O">9?)=?,@:BRNH07/V@?*UELW!O(HQ32MNCI MS:M:C5.-7M.6& (X3:ZBN&T9)[CA_. M3&C<[4(V'EG A* WQMK]""?[O=C>\3&L3,8]+GM *.7%REE\M5I ;HW?G/\6 MM=NGTIX*586AB3M#%P!W$ MKO5R_Q&H]1L@(CO&J2V=M^ZIR*0[8T]>%C1HE!!>6XSX*> %2ES0"W^K]*@V MOP^B;UD>DY.D>.XN[&.-" /\L!FN^BRC'#&*.OS0GSW2.W,8CRN*]:V2KJL?^ M3#N(,5G ;R]W1:AFJ;.O/.TPD]<=56;[1](-DJQ3(ZE2#*NO[!BE'I;R'7M* M3E.KZ%T(^[4NR<\.3KKD;O^-#?>[)L)! ,T^6,#XSS0TSI [.5;Q7 $@U0&F MF;PYZ.TDXKQ[Z?S>A<]AJS-7103U!> [U]*C$H91+ETHQL6APQRP@!R=0<2*; MI#!*Z,TT]_E9#C^'30G%CG!V\1@2G"NGAY9$LGX 1&+;=.,'VC9W&W-Y$"KJ_$+*P=2DS MWVXV13P(BGVW#]*P_:)G4L*>2KJG4R(IT'+KGFE4&(>9Z]AV\QA>GMN?3HH]MZNTKI, RTS8@T MHN3:I@, /)F"AU^YYRR/&7]T2%IBM&$4K8RB0U'1I$_ <\V?=YFU3W@>3>1A0/]M]#45K8X>' D_"I5ZZ9>O%64RM&-2]5"GU2AW7?CRIE[;1<8C[6=[F;I+RW%Z M>1"G9HYAKTOG+#)NU#66IU '71\FE MPQI)\QTFDG$GQMI39(?:,%%] M=1WJF3ICHB7X7"SDM#N]Z<'[YL*)!=@ R^ MU(;1!@*Q- _TNX32+";,01NA9Y"5?@_1A$W"H\\PQB>(|:B3LW"'"<@P6GTS[O+_,]TG_G[HX%2W[FWX&L]4HM.=P[9X+^6K3WWN]VO7O^N MW!_]1_;:7RMZ=*@0F-%OVC?\%5X_ZC:^8%Y'^]U6!QYZ!3& O^*";?=-_F=?;JU?B@G]85&H [4=_ZSIQ:^/ MD1QJ(D(:.ICB%]E&N.-=SYB8I$G:F ^^,V_FJQ MG_5@M,ZG?4S1,DT ?+7*!F4X+YW3K(RE]I.(OQ,IVUKPSO(0M\(F?6\E7,\Z MG1VI\I<**%,=XM*GPSS\;Q?LORK 99+!J,0)T"/W0<& ;FK&\3#AAVQ(;ODF M\|)$??@6HXHW=;3TFXSW#%\U QY5!H],GAMQ!S2/RA.S*.Z%D@^\<_,$LCSO MY7F*9QS.L:83)++_Z!?XKPIB_6WNA[H('NXD?F#? QDH#ZP(;BL(*X8XV H7D M3UP'X0)Y&GDK9V;?WZDR3WU^U4%P\Z*)+HM/I^"IC\H7N<@CD'&3O"T$4;1/ M'6] ![CW0TZL&I.6L<(Q&N,^_&]]X4;9^;5I0R2:,&J@5:#Z_]*SH/]_M(L-CE,UG7T!;7^(3"$) ZH+4>MLL9VDNQH8+5M81UZV!A0B71]8SCU4V\;9#U5ELE'N-N MZZ!%NXT,,_*Y,S]GW7G:"&^"EU^%H$% 3="UFBCYS2W>KZQ;)EM?OY.G_ MNQ=SO/"C78/X>*BPW]NS) \DZ9NI,; TMUO11;0Y@? 9N+T/$]J8@^/C//9!*^=T*4K@?S5P]Z_"NSDJ DI_5P]Y$PSQ*|>_/@8%]-N\2PU M,*LW"CV7[XCR.[^CYGV;IHNZY+(-#3C-?1]4 \;E@./@ZT? V07L<8]ZH!H)& M\CA\GB/5YF]B;'$8HC^7,(X"$SKKX#O/"Z?_K1#=;PC2"[9#Q(0CPT-<<2HY@*Z"MD;=E)R?/FPI>T7PG8]08..9[B(&?X2@=^'? ^@!I\7$ _X6G*M^O_(MYX<-XE M.@L9[UXU<^$$QAK="_U$"9HNY]_V20L^H@3=;P&;[5S?CIO,(&CQ=B(P)'| MK3UI&0H1L\MMUR;O4TKQP.VJK]'QI\'UG\DOMWTGON-_/*.9%=Y]#K6%#RX& M[UPWVOAW LMCE)E09_F,#3(D?=AQ0$"7->5NJ(,_3-C5"7U5/I \IO1F*36* M'I?+1)PFAM\!LG>V@'3L?RC46ZLSOK5P&\B:2T4<7YXY-LP?2>N#Z4O2.)Z MOFX8QI. !ZCW_&W*#=OO_P[@OO3A0CBX#A#MF*%"8K+D8Y2]HEGJ.3]$;OF-(M_O&+:V]+M@X,U[4/(""H$^YL_",LB4XME&-I_^>\%Z MBXQ.<-1-Z$5 K=1QP0AEB$N:<+F?8J-QG)&$-_16M95XA?>0(^.DN#T/YUR5 M[P_5VK"B)Y]YM%ET\CF=Q?-_?"QA8>'UH-*$@7/;GX62V(&7WY;//'+'ZF M/Z>!5;X5ZQSO=W5AXF37KPXB=JS_1V$VHV*VHPVMTB(',SG0R%!P[03'QD;J M>,,))(>330IY+:\-KK?N@N72B?7)UUPW+LYN!%Y$A64S1U@NW43HQ MC?3S&RHM'|ZD1+>ZQNF-I<9VJ^]\1R[?YCEA%'>;7,EHGGRZ9L4X8EL8-Z_ M(\+_-'?_N_?19;OP2M9'2FPJ%[BB>*_PN43E)*M.5P"=XA.(HWFE K ? L"O\N_^*

*DP$=PM M?.TNG +U54F%/X5"RUWFCJZY.2_&A3J9=VJMR4S9VYC&%*T/XK M.?TI[2/1&5F%$17 &&J <'$:>A2U#TKU1UX=W =557U].>X6KGU% ();W^D;C MFLQKL$],LLW#%V14ZA0B"SIAX K?#0A6OL_C*U(UOF9^O=XV_]$3[3]$$QOC MY'HQ/W6XJ]'Z@@:U|)8AV9EQ7>4X#/]'1>'YTK#ZYF141GO-7FG;")HK!K49 MB*US/>(0-C'K=4_KK+2F$,78_L83P,/,.)Q.'E$9$_[V.GJ4(GB M+).%F"N=*>]7L#0%Y'@KE_'$040O7R_6! MHGT%5E-3:DXNKD453PL\5!TXMM(8)+C$OSI(3SN LT7$=FCIAD"J===SM>7J& M28<;CJ4'LA*L[9) (^,RRDG[9)WIAX>7SOU95XK8.R1[&RX[Y[2 MC\K&/ VY34FA_#I%5>|^:!\HLA;NT=I\5_B9T/C>SFFI.+JN4$]C J@)WI$AQ M4O@L J,?V B=6[\48? L&%9;Z\E/WT;U"2X=D@AGANT$;J>+9KJ$+5.6J-I]) M'M/H1"$]1F-0^M/%:FI1II 928V=WJ'E- M^+'EA"'GPKVA"E ^K];8"QPMH(6TY&S;4XM14BJY7X)3BQ2;K?*+[-74'3TS M;=`4,K21=\\6]JV@^*M3-F20D2/HN0)8(J8;>TYZJ(X(?Z0.@^-CDY6]H*)D MN;$:_8>1,VS##5WK?H:&1QA0!R@[=D),23I!J?; BWI/,5Z9Y;?;>\^:ZVF MX:U&Y07E>Q-!H7D5DQUZ=VK$!(?4OXG'>I;W&W4E]Z@=*2U TMOH:D@&: ;,>;G&2UPNTR7_;9^S7R_F M&2 T[T1/I=$;^DJF<$!]=(T]TP1["JY674A?WMZ\;%(__C@F0K-DR>9CS-Z M5O*>!^HR<7Y /'JV'4Y"8!J?\;- NVYLRNYN_(!5! G*R9P&+K1N1W*?W/WU? M1?UM$)T"SXX%S->L;*'-,V"A4#,MGI>$TCZ5E7.Q'\H1:%UK,.&#J M>W1<,%?,[.XEATA5BQ?$- +CVRQJL2^PD7G.RM;M34NT3?U4P,??Q-3;+S4[Q M3FZ-2SH!241KHR %TR?%!U8&]H>+Q/_UH9S_$3!7>KA8%/E2R2W5T^3+G)* M3;0M2,7-#4 MT6(8\^HJ0&RA%^NB<&.L\U%CG_X$9[>1&.=:@S(;@[)B'#W5 MEVS&PK-SD1L(Q]GQTGEP^_]C[!VBF@K:ON\@2"_2F_2F5$6*0" 4I8A(4:E" ME-Y1:4%"0N\=_0&57@0"_J$(2 T@-CI(4$@1E)Z@PA9">/&^G_?L6^L[^:ZS MYV#.]EK9LS-S_?^_:ZZ9V?S9IPRW]8)2-HE&-+LDI-O,4?:YPS>DB*6XQH' M@S/&M#'BV4^A):LZGR"$TA'+V.(?6V2RTW ?[2R^&PV<]O)=]/WO(RVAY:$U M[%23#>-SY7%1YG1$4WB3L)5WE68K7E,,BL Z'.D17LE0$-6O? AN;77)0-(M#K!!CSUXB_%0-[1:,BE0-?[)OH+SO_\[,NCXZ,*%&S5!;L M3ZQ<+()G8UF+')026!TW3.6?5G[0<26Y\I=LL5/*HFMG K^W\MBN:2]-TECE MPA6RPCW F40=@J3U\ZB_A9BTDRB/S\ZW"^WB)_:DA*_^"|_WYT9 MA-<[SNX=ERV17$BLMGA W[$PQ^=1;OPDI,2*#=ROJKGZ:?=TT]WTPD,^!:$ MO1X:T*I CF5[O$*+8*%8'.=3Y6%0_"P2O9O2)^[MN)\3S%Y9#GN+*XBZC*JX M+;)=>2UU*@/=.'!$EAW0?'90AY6.=_J5$"*NPVEV@7],)C9T'.?I9\M S? E9N42+[\]T_L);O%?OZI>M+^38#KW7:&W[+IT$XA!#$51 "!' M#HA/RR+MK^=.'7P@/"0TMP6)YIX.PHYOOW2JCUB@O/EI/.Q_3K\|_=I$HIV M:\DMEX4(>F==3@?^,+ !R'GRFCR -1A&9._'Q+ ,J9&U&0.A?EVV%\L6M4 M(L_3*--'_N:.UC4D+S:LL$.'W(DA#A!V0#H-?1,R*8 G[""XM'(@ML]H$U M)^B.U540Z"S(Z5\]3PG03S89/@&=[1,Z=9O<%$N?R&"OJB4FMI@>+"+-:F!.);B=PD.G4:2[$4-T8*M4(AVO_$:CP#D#*Y,;9&C6"MIKB(U_2(SC%* (XH..$%]HJ E^O MWLUX,[;OV,:]I<,,>]O3_G(WOV-_61PY^,&+I[LE,1.0'1('0ITN2FMJ-; M%- WC&LKU!U$1!'._9WTB;SJA'!LQ'S6VW952!=F^#=QCFK=8#BF)):8>VO36 MXB:&FKEA;;=(!Z,+ M _++.QV:Y'+5(@2*E%%$TZG'HX:/SYR? 00)&;>)"]%PMVJ"^1!U F*EX*TRY1\ M"66'84>GMP-SM0J^]&GRI5U:4K0."CY?]I%_I*75:N$!.8A0>059[6.4 7R M7UWW>Q2.%,VJB++#-TEV=/; Q/HOFO(;2KDZ54BT#7^\B%8E]D1<<@0D48E)/ M\0C%"<@K0#;JRETR,B&D8>(<0/5&3H'5/3WZ.G- #OTS_RN$(8OS!0FHX0GT?/X,=7QO0$YBG6LHW=_=/C#(O*::8?Y_/> MLVZXO4^Q-C\K>LOOY\;G2;_,OI3E[7>J&.E/PE-I_F+/G%QK:R;?VS?B],4V MT4'9T:IC0_ 7$1M$TRD!'XJG$8DM]'"9GR7GO2G!FS^MMLP(16//V&D? K%5-TS$EF(;2YOB_C0;=.]8\;)F31V MHS,T;'(TM-_!(Y2!.-QL/X@]1Y$B(=[4Z@ *@PL6#3ZV>;O:6GX.M9VL6GOO M]@IJ_U@U1--C1P"OX^8CW^%F6#]A=]@)"MQQK+?GH 7\,&$6^Z@[2Q;2*]@9 MS)>]\F=HEWM<9Q0PZ3.Z7=V1SF!Z_!)L03D!\%!]2;C(XXI43=*.M^J2L6V'5 MC)^-9-T&8V+-YNRI; >XQ^VO0Y]^JTM'V%?ZGW9V;L"H"?,CB"%3." ?.L$ MA%L86CH!B?SL8^\BTU<5:H1IZZ4$:&,6%A;"K1V=KKG?OV;J^?+2]#E#Y;7! M48661@@_K 2_5H(/L,3HJ2^$=*&CF/IF&IR7O\KEN4[R/@/'/S=^9WCU,Z.$ M934H C)HF2HFHEZ:W@)7.D8AV&'!U\@\CKJC;;AOX4..F(4P_H*-J<%PFBN2 MVI9BI33R!G8.FLH:W/=J1X(6E_!90RL9Q>$CNS04-S)]*=D.PLWM.F_5#/R;&Z); XNO[4TU]%>^5A5"W])M<')6?$@I(D2;LR6&U-M! L7/PB3#_VH^45EQ%RMLS:8^J3!R8F6]7%OXR4IBP$-.[TDD@K>,KE7$*^D MB8Y)_\;46TD\5ACE@FBAO2A\ 2H.N?/O7W59!_VYF%3KU; MTI=E)^ER,I:>,QJHKS;UVI%J!Z%<*+!8<).] ZQR--%L.V1%[>]AUN(#FK4O MD#=<%87B#^O>7+76/R!;3FH;$&MGV)JK7*0HDY<[\5$,F$(RK'C" <9)Y:-@ MC;#;_'58BG;?H=C!P:&CQ6I:5O6QW"%^2+\ 3#F(CW)QON^RKPMD&J[98,27 M1G .(VC]8:2\,_KP(%3-MR+B00"J-WHID-,IOXD!- Y:)D(!?!S)7Z/HX8>%,M>HPDE8S>ZV(8$>3M]@=GUW/WCA],-1;&2=Q]>=']J4@.(Q%:E.)XR((_&)Z@ MA5\@166=AO_$99Z6*35G#2F1S**:I>2*9"Y['/MJBJNE=*Z9=)Z^L-IIL)/J MKN#WQ[$^9UWXN,QXC$+Z^FV>@)@I4""&Q#V,#1^"G/? 5L.V^_JW@C6+W3A[O MK\8P_L))M"OG^0EIFEP-)8[GFMSHA9F[!#%.ZA6**+EP:Y>L*I;XTK.R%/[3 M\A++[XTCA9E@'O^W#1@*++3- 76$J.5:/[5BCVH3?M!X@/Q^(PH7^;@6QXA!L. MWF5W@:G_AG*$YS%B.;+4H7&B1O3*JHSMRZ;9H!GOK&T[%YA)";3W_],=OO9 MO-AC#.3CFV.6A4G- (Y^$;[4L_(]2"CEZ]QMEZ_=%QIXI5:O X00$@V.NY[$[M+" $G\7ZT>[[6&8A%/L6^M0I#U,MZ%6XJ^MAISXRP&O27^)7JNZ'K+<1FL\= M]T(++N74F!GZS?W\3VWL)XAW5I:H(F NFX!72>AGV*&$$SFXS1\=9^$!==-& M"7NE.4?"&F'#Z@.=V=JU-]B/$_(7&+3.BU:35ZF7$!-/%M*HDG#96? C%9HH. MV2,-1ARR@\W*O,YZ*F&@,Z.%* MRPEHJ!D;B;<<5;HRBN6/^?-6!=><&JC.?K[H6/'$9XCX#T&#>4^/ %Y_PT5RUJF)>UTDOIQN13(G+X0)*%7X /:YC0 MHQS4SM9..\/M/KI8+17HQ;.)=>MS#:VO]% #ZGY%O %0>]3: CEW1#RV]3. M;RIUGXYZR<,YE.? \+KI19JC>9.W=C R+N',JC.IQ&X0Q<=A!A>H4%H43\YBB4C M>"GV9 (P8\E/6O%&:/;._D&M9EFS&Q\/![-.B*>-[[G=\5[QJU2^<^EQU'SJ M!5"3$]%RQ. (*KG98R8Y@VU`)]?6KK?()%[/87C3]Z;X3BR+=XQX4*Z/5+I[M-$NL*>_L/#3Y]N#A6G[D X).VL4 11>M79=P*6FY$+'D9_!9@.[[%_<1%@C.[O1X! M$83Q+#N3!/<.B(\-#**_JG X/VV">F61:E6CQ5TH?%F.5W&[#K9[$.??0(#)+M> M3FTOF\ZJ9'(P-S8=M[F3+QY"RQFCFWUZRA@1D%,_9T)<3B $<<"ECXO!W/AM MDQ%1\=:^6>DYL%LX6-NVR,-[?EW*5&GV@V*6S.R%G!KMMLLT$7_,>WHL]*:= MCH[J<+&,6+.:HJ$J,WKSRV 02#IONJL_Y00DW, <)5TP:[L:>U;D+<-2#Y54 MAB;7.5PW|HYW"%MOTF=_.91;RX!?2H=65)6QG%9C%_O(D4?X)XB3 C#A=Y8 M)B-9P7X!8LG@B_C" (RCVI13+^WV9_2*;*.WMEY>^:&67KUH\^K=,OI5Q9 BG M!Y881EP>H17$V(A-J,C+_S;E\TA2G"F'Z;*UFKD-^5=JJ;)RB#36=/P:]?< M?- ;UU)K'((*42++8UE^2RJWN20FR1E;U"M!),,* 44(S!R2UL+(34%_ ONO= MFY26"\N+?PT.KQLPT[@^U'[Y&X3^EXW_%92$# (2F/GGYMAP@WCO.W_V]&X^0 MG;_@X:*=2;C<[^SI,3S%78*P2PF'2<4C'D_Y#9(ZH"$>7_GPR9&FD4HW'W' MI7WR<%V2RQL/Q5/X5@@I'GF1JS- 692[RO)#SFL"9'B(C:O65+/B"|,);7U3S MZ"9<'(@CVQ$]5H9V8_H$9^$0XK;FR$6")3O%;D]4V))E/7AQ26:H2(/PIZG)-MM2=KZ]ZKOU51Y?2(U,,"* (M#@09(;QO*/3K#?\UF6F_8_,6UWPYN0GJ7+$0_MZ NBS*2X>=7@TD]2]*> NZW(U^)[\YV?YS@#L[3N M5*A30EMC>#EY>=K_LQE"AS%)[+]?#R/R_? H?I080++!!]O<3R6K MI(>6+M&NCY$@\0$[[;LL]U:\'5=BE .AEK.*PR9!$?[K(>!W/Y*_#D0V-"Z" M AZX5!,M4\283U\OPVU, [RK9)8<]#Q_&T<*3NN,.\Z_N]$ ^^Y7".23 Y,/Y M"[1A9R,T1T]Z=3+;TF[PY"T?AHJA^_A?C_!H4D)K%NUL1_DMG^]NRT"O'E, M#&WOCC#=>]2U?=? *H2 ,[SQV,76$DVRU)JQ8]=)U4DQ-^_2B?))?_L+/V8^/EHOSQ $ <5 MA&L"3M6 R:D\,?5:-PW)EM@NR,:X\O-SW_QU-8-_YQI*PG0AMRZ92=JS&WLJ M&K&&Z2VT+W_3X%8$(;YB6%I#(*$)!MD//<[W(&^7QMEP .;M3!1+ON?PQ_?- M<[P\A$?7UA[1Y9@^OFM2G#8>J 7!ICF3O$9WD_KXR)EI),@= (*&28D6Z@PW+ M*Q\,G+JR?<7K)C$Z5!+U?P<25>"HG@/(C?6HO<4+R MP3J80@5^=W%B_>JVB;:+;_K1R;R8P(Y^XG8.B9Y$!D:?* VY%D 34A#\V- 'E)U4OP*?&'.,7DK#5-R&Q0JO_@*Y+V/,7 M?/AHB/#V\%03:NY]+NB8=C9MM%53'.11$6MJRL=03]S1I HB>VLQ>6 M.8$1LAU>));1R@ML6K5TM'1,J^Q4+:#I9D6D7K_\W7\(KM\S/V/:G*I0EO M//<9,=7?VC\"Q3H1V,M)$/W)-9)+5@4L$\GE ^&O=%7Q_[3:RM\V W_%^6$\ M9 'JK6S(V)%^I5OU25 &51M^"2@ZT@(.[&32E^A^3Q++FX[\H_M':3/ 9$P@V=;[!_95K3XEPEM?_1[4]_T_-RI16&L=>TPJ. M#""FK3"N+,*

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(UY]0V10+]PBST3D!W.R)P'=GI3(J2'JK;FVV/?]3@H0\CV;;75(APCN"Q/!$@3AMTA]P(P@W(4G:XZL,,(2]E,GNF3O)DY5 MQQ<%E$<4\,;^?, ?7F ?Y-I.Y80YC;WD.:Y04XE'HCGB@OIDS/ OM'>M 6?R MHX^/WU;'CUY=3;.QV4A[4B8I\UY!C5P@SY/2M@JE]4>U9Z47K_R[QO/&KV&[M/E&R;$_#(+D$MYNLF.Z(3%(BS/:]4[Z?X(;AYUHZWGP,[LG(Q#5]S7I-I8-S MD*W?I%ZS $+G(_*UN1.]7SQ#]WRJ%B^E;:U6I+V+Z/C:NI%2#Q<*S2%!?R2B9"'A>$D-[M#4&23MF2+XZ]-+(.(`[N[T/=%FIF=C(:LV2>E7Y@_=NA:\C[JZQ+A>75EUF:M[WW),M8*H1BTP(\. J$WY]]@W+<',Y!#N4A7A+GGL^V,!^+\%ED MN[LTA"O&^,%SE>(7I:,*^%"69OO3NQ)QCE>VZ#*C^S59G0>T,I M<++6M'9Q|(^=>\Q ;_ZWCQL8_SZB7]>/!/\780GZ&I$%I M4V";$Q@7EJ:48AGSQ&[R^:'0;>F9;\O7K]DQ&\0RW M1 $K>>/42ISZ.! (Q/Z41H;G3E"HGP@F+/?>:.O[1M>4Y_0/N\9I7XT:1ZE> MH&GSU> [R%Z?6<84\C-O!]&:TK[C%T[-K&)-?[DHVKX*05MN.Y&(N!'T(4>* M^@NHF=FWD,T5(2=OE=!JP'-G%=01N6[Q.=H6D*8Y)2MG:WU7,Z\J.H D<5MU)F7=,>5)R#/?8%>A'3;\ )6IC-1W3SON*A9+6"?6-,E=V[\$5WXK3;6@,@+ M1@^-9*\"Y\& @N$CL($V]CJZQ?A\-@_ M?9];K]$I&\]QRI3Y[V1%GP6N5PZ^)K;R",NZA?9F_*Z8P_& M2;C1DO97CLZH(K,C=Y#]Y &48YVWM/>6>!M'W<\?, ^B?5@Q&=()W)8R0_OO)M\?T\Y M!"J2)Ul8+]E:R'=8W1/!?8U]TKXWXC/CX"".8O1J!H;\12.?Q[M"Z<;W7IS.[U[$1S&N9JJ\WP+6 M;I0C.@6_FP+EP&G+OFUP\DG=/RMM7P/=.AK25..NS=?,.Z@<2@'IL!QYV,THMH]\;C^K&7?^OEA' AO.NZ/JJ;&-@D\$B_?R#0\'\"PSN/[E!G3T"""2(\) M;(,1626E5_6P=']WL]8D!7M@]M2Y*ERH9+3JN(*1%JL0K2GIS ?"M]+\M5LGJ]5_FG5Y%DXY?U+PZ!20SJ 'I>S=:HW7#IN*'+SHI0?#L,WKLFZMR(,KP M*^I<*2F9_A6D:1KN@5C09ACX9/#OB)]^H3X5GTD8= QQN7,6S$N^?6UF?QEP MO!KR>+YEN$[VN.[FJERX$[7@.]*K=+->FXWV]7F#KJ. <_TL\$F&/Z+LV' MW ZJ\%GS01]%W?H*UT6@ (;PXW(!0TL0 A G,ZT7:MQ/Y,;42RY3QIPPH\V-,+%270(M6;)B6"[2;9U?*#[L]0>];,M/.>^P1:.!'X]+L-(I]@N6(+R<@KG\YCH(3T+D^ M&HIZ'$;[!)2PPS=#F(A63WNEV'ZD)671:=M!JDC@E][-U?"\\TAT3KB$D09U MY(J8S(69VY(FACK(#,EP$7PIWTJ:KA>1/3E;O2-.Y=D'D=H2>;/SJA/2%DQ%MLXTRHP_M>=:L-.0(2^ M(GQSLEB;2M;O9)1*NX70(]DTB10FH:\>>W*DBF&(8=/LR,$6BCO'"U/G3P! MG=>3=_(1VDX.4UF$8+HM.O(;V6[_\[@Z?])O@VHM_+G,?78KT5YO.MWD7^>Y MWTP4=-%!"IMGX!);@34"9%K1]=.'0"8L4Z69+%+%OGU"VNNYV S-Z,=$L_M^OC-(,7XT_.S]RGTBI9,1Z(^$$$XK^[N< LQ #(FQNR/DN@"HHB+?XPTRG7:M"FDMH^IMUA\P,W]+HIFJ!&DINFWW>TZP4*Q)$W%_(A!*/MJWBNI\EQ5GVQ6B MA*^]C2R)9)1[UF6@4%\8CE0-U]%?T0'17]873031@MS6K_/F$+-$3E\>(J M.0L#X;7W+K;H;3$)?K51:'ZV5TDZ32@HV]V=L]_L%/4_L'O3NG1!L?R$WA,0 M4Q\GK'!,F^UI=\9.5.1N6\%I1Q8Y8#M8OW6>XPF*JV7%%YA31I^ $GFO.#Z!X*GME"@1\;>-H=WIW3I=X%%. MZ_? #D1[>YBJ!EQ63B#3!Z5"VAV/!*40&>K>7ESZBMG@XBC#YV7D5'UF/#7 MB.P1L4-I.\7DA!PB\]\@%A,/WO[+MW\A#[ZJ0"WJ<8'UN5+2(^2H*T3D)(0 MA]+]'-[M%_QP8]7Z]5\2H.]V$PAQ@(G].+\!FK_S89AM AA[D)&]6XO^H? M,FPBO1=WVYW:]Q8<;ICX>'4!])=Y_.\N8L+.!@X$ZWI7=%[0.3'0+@=@!X#M0(+TZ_9,R"XGT&DQV[2M'N#"5R"LX =I:YQ6O$!NQRPUX9;X?@O#QY22]U\S M((.#@[R"9%97AZ[SF+HXN#^L3Z4WYX*!V(.ATM1Y)#HIEB]]X2)"*B-O3<&Y M.0L#*

T/|O_|_A.PF^Q:CR+XO M"<-0V9-HL2\10II4UH:QA&QC>^$5,83(FFPE#,9.R9ZQS$*R9J88SYHQOMZ? M[_?!;WQ__)[S_N'^P_.GQ_,\SG7=K]MUSN-<5\W2HI[L\G:%LV4N.H9|\,0MM M7QEC2+(#/ '2IMMIF0(1-^9'2+:U=0&-%/FK MY"6]G!?U"K=[)BG?[R!I%@@*)>/P3,F$"2[<'QF):?F>56:)XA MJ6**_"TS3Z5YZYG*$MQDQ=XGCK<:\NG]Y3*I?Q-6*[L:!R"9&)X83AU%HY*7 MS_0R0@^41-GK3%)'>*-$NCZ@? ^$[4PD8A2/WL%\[9B!Q,X+JS"
<=[_+G9HL M,^W-CLP4U:
(/3FL9OAGI#XFQ]WR]0H:]GLW=/>I">IO"J_-0OWH.KDQ3Z/,Q3/%$3PZ\V:0G2:KBAAPD=@WJA#5!=4K#4XHW1KIK;>|SGTC.$4&*ILGP M5D\2R]DS]YDW\1B9DZPP!/I\8$TY7 HDV.COJ8G-\#GUGQIPFYV1ZWR0%?R MOY7NELKH3J.@UJD#6T/7:=)L2U'_A[9BO2LZ%DK,6SR(*|
<@5F/RG33"L\R% M*SV%#B.J^1F4(M/I8)>=Y.S2%P.B*R:@G&KM\A9JX\?J4V^Z&C=BA"<;3JJM MNP>NKV]40'5Y=VWL[(W2K?
%Q$^;E:1F*V@O$):AK;#35",IR],.FV/QBZYF! M[| EK)K7KS7"9IXH=]H5,RYSY0A!J=%*6-!'<_,LS<$+G MT3%"NBFERA3&DKJ MKD;U)CZ\U]
fR"GGV7#W3/9ARY(*^P@?07^-IZM11GOK#W?HR8)MXD$H-X4&5 MZTZB1K3! M$^<5%;)\ B*4,(9/CE$GSY:4E6U=5/5_5NG6(R[FY8OS4?
[*_73H&K>/$*6 MSG](C:/\>([@HU11 REF^>VK^MW,$7W1VE=0<_==&'O7?C=X)[$&I?B8:Q99 M62ZMLH\F_*PN!5.WLU=-&@ M/(D[_=3NR!
H7MD1*X,PSD1@>HTE@.Q28$K^*\+-1PHRZ]6R/ZP\,J+F9;J M;E?]/_;W<.XO:K-D*0]!52GX7G0KF"X@,@ 3HW.1Z1%9G.=*2GS5^',P]V
MV+O:95_,2*MY]YFE\O* M@O_]UBCVV^\L"^E8B_.QQFFON\..0?%!B%"*XT!F@LL/+";%8+PC.94A#(S= M(,=\JG8[.Q9-U;^(?\1F#/ES>WBC\/_/X_J-
WQC)TB__9!FI% I^Q MVVJ;&[9X&2+O:T^?,%';G"YVKC9U?Z]T*U%!_ ,"Z@+&+ +=B\$U.OB1?&/$ M$X-4A/M3Q^*?+O[+<%H=
(8G([_O,'.QZ++B2R*'DV_I*M;">'[VKCX MCZG< M#OJ-6^(E554;'0A<0VU8/O7KN<@W641['P>[2CNSQ\7^?.0]:MY1"4-M^TD$
MG.@_B.&.R+S1=@S*+#(2<$G:LHPYQ#M]RZ/5STOR6)#0N&1J"%DO709XM@I# M>0A-
M6Z^DC50*ZQ'\LRD.U5S"6CXC;!P,^<@09H%&.!R"X9"V0#.E MJG>%OZ,3V*XU*L\;Z+0(N"M+49WM&5694O1ER<[ND:NCGQ@^V7'5CB[TC.K7
M#9A1'/L8*JA!GDCU=?+*I^"8MIT'R^7.W+R+'-@SO 9G;["MM/W&AIYR=QV6 MTC^CI;%A*G8:[8%/27]
(\L^_]",N1XS=]]R7Z1=?"!^Q3=YR'"G\01>"W)C$^"\S M4VO2]+:4X DL;&[8 M>%%6S_@B]XLO<>2R(NGY%CHN+IA: MFQOW?
9@2)QN0'.8MP#LQ2$(/ZPY> MK4J$0Z]F-NU+!#\4Z31?36 /?JW>,DS]68\+CY-:OV#%R7Q>YB?GMS7FN.P2 M &(-&&(]A;K/T"5.4N8;W8,"&
<"B>$B0ZROQ6$DUKF?('+[MBU3-SX]NIW_- MKH=R+!XT-/TB8E3-O _.0;?X!\#B#[.<$!["+3(V_;).4AJ@]. 7Q?BH-
M/=P7FK84/.*'I$>$6/[,*Q+5J<+#5%?'+WJU]8; M K;$QD28)%2 U&4.1HG+'HHCDSOM_*.A80Q;G$YZUO"XP)/S^3)BOI(#T784 M&K4&N7 ,
(F&P$\F%A]B7C3LQ,A'YJF#;N0<'.J>G-BF,#F&3,,*:D-^7Z>+. M>\SSSGFWFC5 W#EVUB1C(<:4)[.Q'E#;7\(%6%#D[2BGRX@B[79GWOSK85GO
M@M0;]32$%YPSOO.1_7,[_-+PA"YI E?9*4!S!2RHM^89DG:805SPP<\4DD2P MK91T?E9+3EV3(?&+X+7.\.XB1O&08 5!3X(XT#"\;@>A!8@T!A!
<^^;Z52@ M%LJE]5QLJI$KTL^Q:F@0\W[N.RBB*I/[JYSU<2DD8M)#GW8V9J&;Z^@=0KW> M;3-&8!:A2?+D#*RRI2"?
A\YPA5>ZT;.QI#\T_T:X*+BNQVH]I/(DW*2.RNE7 M:!J.41=\!US%&#?Z[:X&2.HPL2!#&.X6?5D70M8MV9B$1!E2S"12B,UXL"$
M@KA)IRY4KNCDAP@@Q_AO247 MR>']<&Z7B/\|"4AM.8);S,BH^]0$.*:$P!^5I>;DG%/JT9 FD$TE:TO(X7WJ MG @=@(>M=S%
(IWNZKH6MI9/V.++]AE|&YY\J/%/IS/2S'BNO>)\O^'W(8(Y@/ M!!)QR. (+:=KS\9T M=08-K@\>4M=2#D":DA<.]6/O(3WH1BGB5]LK':O$-
C07/[2G]COE:NRK9(HFNC%O+5+3P M])!HN,#E87;1N_%U"S\N:,KYHS"$,O'D).1)'_,>(S840'"MR&BZBHY-R@]M]!^1,.O0I_ROU?
^YX^A$4G+O"&&*,CPZ:!>]$ L[R!3$8Y$-#,0M3=0HC6_ ML]^E-JBN]?L&YH-36:)V>G,3Z+')H2PGQ1U,G::PI2-"B,CX$B& K]H583H/ M9?
W/ON0F8]@vGJ!\?R/YB,#]2T/31-*Q=R(# MPH\V@9R1=P 8*0/K5VG?D426V=*XRVG')/N)-F^-KLC;;"GJ'V'C+[H$C
M")I\50I&*"IA.P8U[GH>@ZX[ZHK0A7Y08RE[6-CS;CY A%SN66!)$1F8$.XE M?FM-"U-6S2MZK[(GP7M[)%]V>$T%9@7*1%&DU9>/D&^ M&?
>>E9ZBC^'?#9^VOAX\V\\-6K,\A3J8!-A(QZ ^3.IK/\"7(F)&X71UQ4)_ M;72DARN>??R2Y5[+O;@/]*#3WZ)IQ'M^B;2(JF[,/X #BAEY53LTO=V,
M"H1@)P;P@3=(<(1N'+38VI:*H+V#9MYI!FO\.08IG []!V6MT.@.9-),38F- M$,"1"(I=5W9_,B"E/MUP(*F&H]VF\52$W>F34?DU?CYO\-
IDXM64A13ORS7-M(-Z) 88N&1/[-!.P1/C6651MDNZA7+<3[W*SHIBM"<$IVKWA2J59'&)"U>Q> M8I;2*/8&+B*X/\-
QU3B/U,5&$NE["84]*07BW;EN3L%_EG[-8'FFABVX>_W6!],"%98_'\]$ \EF$L$Y$P;*!"%ZS: MN1C5UA[^+,B7NNP47:+OY^_$< [YE<2,NM2X8*",87[I_?
Z'O&EE],__NXSXW#= V@]AATNA_9>X5N1C"Z/(=<'+,A(-[U^#>3J4W1;]GA M=*> ^E<%++]J8&[=>:ME:D099OB4;L &P76L"]=<4_9S*5XX]J%$Y/M!<
M0O_5JR+ M1FU_6QR#F#+_2$X2E]XKS2$!@6.0M@"Q.:E5G96N?T)[":T9-W?GHZZG!/B' M/LN)F92]4:.#UH-I.D3^*/P%
123=_[(IRK21"*F>Z+@Q:E)#4S M5[BV[?#G]\HM:RC^C,+"PT+E'XN/P_W;]>/&891K9%B@(3I)4B M40IZ4/(T%^W,CQ=2@SB%EB6!C+>R;8/;#/P]L?
6.8Q @6[G7CTR%,9T_JC#6 M=(:ZK'|\XQ2!M/O=O(T"^|K?2.DN9Q?[?QS=TX1E.40?POVF9J_[/ M?:) MI^X&Y(&&E_@E&R<[EPJ31%4>]T4*V0"
IT&B59,Z]2K7VVRU3:?#MY5+9\H M@ =Q#J;D6/55@^[EQ%1,B=)H-$FUT6"[FYVI*[@5N9QG*6OLV:_3|_V@(-"(M7+?JR;VR!Q:&'H-
V%*ASX9,VJIB,T',AXI=4Q>"'*!8^VM"KX2@:[1^<[!8E[M0@&?*R+0IN]GZL42=.N/:FS%9,J4",FIE41$IZ7#D'@T,\[F5]OAJOSI?S4
MV542EAHM;S+|>G)?50TW.L6ZR%I?P74V)/T' M9PV(67;_%)S5S7_<(7W?Z#XCKLO)UB$+C>MZR[YRLN*YQ/.Q5+PL#^[76KV M"G4?
@),\XV%M>WV9@ (CNVPYT%B<_+FN! *DYE_<52D,0RM\,,,HE#9;B'[Z MYR.S\G=Y[Y!]B\%C4%Q!MP9E*#'&@ [-GUL<7.'(#YW&[:::UCBY*;@6&Q#_
MX:\F*%?$;J8Z35+?K61L%+HQ_0 MK+,HTV$:!H:H68 0P2YQCU+4#O/2,2//+R!HT0YX>]2M3RR^#CS/_WQ98KTX&(,&E,

DQQ'[(Y3$OD\"K3Y1"D3GKFO8GG5EG*YQ;:G< M7@E.-9VT#9*>LK;4^\3FEH%F'&"[X>BF&DLV+/9WTA#:5B\G%9++]FW2 .&@ M1Y/.O0;'_=_?
WEZ_>R]>G+K(^2W'?[_KWJ']/]K.66B*3_OS??*Q&E!$?HA 32)C8U;CBKSXBV.$R M/F'DAIVB.;NK=/UT[.L<,UHNSU\>>#? MZG=*]K\;-
G]36WQF(_&Z7=D%&+ E\Q^O&3-N]Z:(Y;C56 1&/1NBC2#X37(% M&K8L9)+.AL1&OS=%BF_5\$T/D)&.;YH+&=8$T""^<;=;\)IU,_U2G\C\/LLYG
M%8>^DWHI@QP'PJGQ4 3CA"70"5./A11YD:I5EF.-L[DS^1V?VP1N-Z+\5/ZX MVB60R6$"62BLY%FS+LC>4U1SI-
[DV>B9RL/',I[6KT;S^I./13\9;QM"6WEV M:WPMFT*W#>=!=MPZ 3.#?<>_%NNO6?XH]K(LJS]BVGP/^BE /,!.RA"DV*$R M5>;")/42F']>BQU, I\Z:D-
OE.C\J*_1I)O!,0! \+J93"[TMN4%].SH&M=_KHAZRO=0X\:H#&M,5276VKF/B66T.3 ^ZZ%+>[C%Q MAMOJT>L,,J?O-E66\ZH2WA,)VOVYW+
(_YG*0SC43CR]+FZ,OW6EU^H]-)M3W M,F>#:@_QN\V3^*&,)A8E?VJZ6ZQ\$C./11Q&/@\A(L(#(7X<0R]B- AH1(@? M*:=:Y^-S9G6_9#)
[(*FU;6]>EY!@.F+\",;3#DNV^5 MT7,.!.M@P#OHF+\ ETU2HWF&#[_/.]1()7\?S](L]_S6SU0OO?Q2R?Y1U\WY SF]B=:"_X9ZW]4(MH=0/DS"!
<2#GRKF,0XP2#SH48TY#EB1(JR92GX6Y<_.RNB]=%[]70+XU(.LY M 7C+BF8S* .8U?:_\X*G]V44O'25D1TW,D+\@V1(0/A'L.4)[)B:I8>4.2:V MAL/I,
[#L1#AC@ [&P)FO9-HA8]O:JFU ^W%=%.6M'%6]BI+4H0&CT]B89@P MQS(2F4(OY)"A&F*D=;YV1%:,UN@OLDN[)M5-Y1!0_J@1&B39[5FA= 8BFIV
MQQ(V>@9F1_0""$'&9L^+2>FLM;DX36GASA:3(4\VLYB^Q2#4)H\ -->F@+\5:
MW')7YQHS'(_?/;.ZMJ>6!E3%UJ'>E+GV$,83LBL$X,X66S,$9RBQ7OAM5"BS M -SQ)9<+P8V*M!>$&[_2(
SWJ<@?'WCY)'O0;#L\WW+Q@//Z)KW%Y2H4'T[`M]4+HH\"%*$8IC%UY>B&*4H\G.4%NJ!Q-FR0WLU)VI&0Y@R"F$4Z9QDDALF55 M>CW=E*2AI
TD\8O!=(OF#%,#RHU]4#1"15;!,8OX6 !)+VBC+/-H[&5ZE>5" M*,H2[45"U.\Z^SA!VQWDNJHVG*UB'S,4,@)C%G*(W,2!24@)#-,T]"/*XH3&
MAD<(AG3F#DWL'1OH.M)F#67S9K2G(%/:"5@ 0L^:^[9\++&E>@);J+ _10"TYZ_!>'UU$]![AF*Z"2$--H,G%ISL=W MA%##[<#4I:9-0W)^D[ZJE<'?LJ?-
T[NB+(O?924-?A:_J5]6-'*83W@D6P-A MB/PH$-]2+Y9%DTZ"LJ9EWNR +2TP6T(ZS;?T0#3[7/ZUPH:>XI M!!=8) 6]VNT"],AM>0'OIY
SZ'2B#X&U5B@:I!?NE:(/RF$S%8,U##O2RKSF M':^SLJG7NB'K[+'9L0WRF]L_@(8_\K71=,8:1!R;%IX%;)3G&8/ M7!WHU8S27(#J&:6&"[!C ^SXN-
@KR.A9L=AAUP 6PUX=4@OVY_7)2#]KTF M:YR;2ARV#?/2P&$XHC!R@D@.LZ P84$"OMSE(Z2 M5FR/,NRH:4;HV6YHT\#<&/1!/
Z6FK4P!^#,+.'6"%AT1D:%L9X4?+-6;*-B MGDX$GM^>36YVKO,J$U<^E.RV6&=4+'9;%O22%<]"#3ZN\:-J9&!RH9F_]AU] MT%>L]UPTGW+)"F?-M-..
(_5XP31"Y$:#H]@:F+N WR8ZE2(*RV$8QA>G5 M%XLN* LZC#.HWW1&!G*X[VA*' ^W(7?\"6>Y>#<.]\T^\I#8& 20\)A#E,88
MQB[&T(V"A(0Q=L,T5NEN:H\E+2MBVA05/SZ6C2, ^)I3J16T>'K*VMB;02;O MO(!EK-D,8V]@$-VZVP8VVG'OO1[MXQY93G8C'7 _!(.6ZV,,X-RT[
M^T,Q2]]:P4\IQ7L>I>73P%:0.9HJMK.RWO>J*NO59UQO2KS^"5>?LG]L,E;= M\8J77WG5'^;VF.MR&L+88R%$#L4R8.7",(I]S^,)P;'2(5$%6C/[J9]_^]1F
MO%1@&?\T6!96S^9WA(&@##K2X 7JX?J)8CGYG0<[J1P>^:-,VHT "#$K;)A>;> $CZ8,L Z#DP MJ66;!F4Z-FT5#]T]PA04,Y2W*7GVQH+2RH,.@M/I-
EFK&+S?UEZ*4 M9_-77AH2YKL])"3U($H8@F)?G\) [P8BST_TINT/D)K9AT_6CN.M]0MUH\/
MX%/[%%L"14_1C]61@QWA&4O)#Z&JYQ\0.EM2\H/19XL*S]RB^'HRW9'5CT4 M75^-OAL'KS[S^B:5)]C[CALK-PY\2D,$0TY3B%P_A3A)L, :NU'$'-?
QXK[^ MXT%=[75X,*@->3"H1)/4JJP- Q0I(%N&FO(0^2,JFSG@CBO-N9DZF*L9">L0 MFLW5[+@ ==%W +O!M!];J%K^F!<3D&G/VG3 -;DS=U2"\[B=,
E(/)G"9K MF)FC=[C*JJOTDE)Y5%H&$&2F_;7]<^*B1G=D':9AHCN2*B_KL8%/U<9\]YIEP[,2LVAV/V\H0/>NC"+&: MW;$/G)[%V6*VX^"BQ>4%_-
;]U^J&Q$QP2V9&D>BB!D8/B->F1?-N,Z/2=XSI M.G%\WLA,RDWZ(5MOQ$!,AVK0L'F5T)BDH1/#)/&$=4&4PR3E(?1(Q(D;^$ M4[\ ;=N."'=-=[K-8S'H
X!6QIT-?,](Y1Z=KQG9-NZJ&5E.V^C @,VY.39 MAD%[YMP0"$MV79?ZH@;>$)K7EMYT&8-2RGL!L/\7;SOIMB])2?W(=1(*_22) M(8I)
@EQ0YCZB4<23G[MCJ13:(3&$*;['DB]X" >;O2R1EW=':/;JFT6M@J#A&#HL1M"4B)''1,84T<6T<1I M$+D>=<7]&N'10Q(S1T#;(YC5@.S_^3]CSXW^;\|
;\@:U_L(.2R)L.MAZ,8N MA2AV,4P"CT*/81H@%@G'NH-5S6VE/XAH0_ICES=$\|
MX1,_CU>]JV)%DRA&7H@@X52^3>*5PK'KPL01B*6^[R?"O+>TKG+%)ATVD,J) MF>#$96\)?:PBIV??S9-:S[NWZ%^"RKLN,:.IFD%)=R :
[8YMNLX,01V6R>=!A MG\#R!QF."GCTH,+Q*PT+%RP.,>HV;>V5MR5_QAF[^B;]<2ZNOY%=KMK?K7S? M2X(X$'Y<*(PB8K(.
(F0>]%T'$E21P2K3](MY!B9F^Q(PUX2]NX55=C;/&$U M.7=/S<]@WC>R#E\:N1<']MK;[@_9O12=?)..[8C.'MXR!UDA FKB^\5D9"&">(P3"
("4[N0L1D?A?I[[8 K\UC,U3'G@F.+9\;T,N MEG70SX/JP(L_3=T04_8*.!Z$BI%M]8")IV99C8_+A-;-[V MBBPO0HV0[^CLEL[52XA-D%BX>'A?
VL%QXXG]#PH[]D_OBZ] M;%IWY$$IZ6N4.FB@.*[[,V*C9PI>=200V\>.C0O0,P(;3K:-_N>!2Z-,9![8 MS&I&+,*G5^ZA#\)H[8?&[/'8)#**0010@
C$),,2.@SV?D]0A6*^9^ @UI??]G);B/>T^S*CG M)XWAI.8JG2N[8:OB3NB.Z@48TK7G$RD(9\DM&J.T]&>D(/KYTCE%M,N2RF7
M0P6NH51W[L1GX$B2?/A2=R.@D-4\A=QXV]E'+?UYI^ M-$%O9G^HIRX+$05Y4.-O9EH]!9N:9EL$0]AL]_Z&C?OH4DT%O M)B4YK?
5H&J>V<*\F)=$/>S:IW7;N") V--S%D%>..%V.2QCY0<4(APBB!"1?? M;LI^E,[L2OZJ]-ATY,<-^.*HJ?:,(NJ[\7\V^S87-,?OC]$S6 MIW_L4WFC^1]'13T]
>3XY08QBU^Y8+0<=*GICQ0PS,,HB6'@<>%31[X#8]^1 M PE9Z*$T]D,4*0 M>=W,6^H:.:$1#*4^)BI\XUQG],\R3U?!&_SNGIF>Z6UX
X]]^<&1WOR@FV0_ M$*0KC:R%*'WC?M -*T^9QOKO'K-/GX7M[W&8.]1U_;EO'58W^E29**^L*ZQ=; M9Z\7!7:!>\4BG"S8#&-)9/=
[:RQ*^>Q"U"^2K>0\Y/#D5P61C-/(B[#4X(0 M1(G#8,)9!#TO1$F:X5%S^-7V.(N JOG)'5:D M-DS)+AACR"Y4DVH&D/VJ5$T^WJHNU0RNDQ1XD O8
%$<1NN7B%Q([L41CU2_8WH2C" 9;'#DK.^^,'JR@-B!\& M#G11(JR%FX20)(S!-(V0[R1ADCK]"3A+3,ULBGA8O&A//FVYO
"#1W$CO/K^4;0'1,2CV!Z5>H-' MH1N.6?:1&;/]7/+1&$1>]&$X$^3O+NQ0&OAZ(D]= [C(Q;7-F _^]= U+UKYA&(?/ MQ;*XFL<0<10+SS],H>.XB'I4[L2IM-
C:+BXUN=%O[O0KMD7$\3T^WMM,5!S M0TTETS/I^_V\[+;P>LV]Q=9=VZ47;]GU6JACK;H.KC'P V<[=-'^3K<5%/^'J M_RFRO.Y+M?
O#]SMWMEHQYB818BY,/#>"*&4>Q!R)/W_<^@2G81(YRB[DV\LS ML_>YW<"5NXTM!''^33(&L/YZ@V?'E.T%.Q7E]>RX7J!\QZ@)SJ=H%1DC;7"QD
M!8VP8'NLY;)O"',QB _HM-Q_^\>CXW;_/;?S> ^S_="^5GM?__3S"T0W#=\#F MX^?N'WV2%E>-44X MS8ZO+;]Y+;.B!/>_)I1+HQ2I;C%&0-
AW&^P)+_>MUQ-].D">*TNXQ-2&G48 M/[7F8MW%)X0:=A:?NE1/[1C/5A^Z;^[*K*)X?=LT9/TH?E:M$'9\%#($4>PG
M$#$6PH0@!_JA2QGAKOO<[2KG%42HSZV=/%[2$04L9-*35M'(^.&F(TS3"(>1>G$(411[$"(S:R#D'U'FL=LP?G1^[X6C9AD5YAM6*!$R=N$D
4>CY$+J$P02R! M#G4=%@;8SUETC,;M8<2YQ6F33D@E?3.;DE]"D*U[,<\P-@(^PV/R79\ M-%N&>9LT3P@_7V?E4X3?NAWR!"*/8RG5M"/!5RNUU??.-
U("_5>+/A8E!FO M] ("8VO.G<%8K\&6-M@15X\#C (P'0RP);N>FI\2VW(.0$4XHT# Z,*+10-4 MQ!N&!)2NM]<6]T/QA+-\Y49>B ER88 CL0W!F$"2-
&TI7$J2* R9P\YMC-N2 MFEE73[7&;8E;:(; :;XM;8"@Y[:&C3(G0+'2HO MEAGEJY\Y-")A!%'D.! %,8,D11Y,,78(830ED7MFLU+JO=3T_W=C1
42_ ^<#8VAB&'O4XU;7%W0WK69C2'MS#L[7>F9 ZZT;S1R*K=']

*MR(P6V8"+W@U\.#SMF$7+'Z58F>OL3W12_DJC]J9N;=FK)A C;HRMTV>\)O*X MN#.&;]_.@WB/)82Q](DNM-(8)K&,=:D&8N3-$@Y!V7>^N1N8!O4\FI25S_I MC6'&)W3:^CV][@Y=(B,1]D1"\QE:,U[%[(&E.GY?8K])>_-7 [-\6V]EC?C9 MH??2LKOGE6CS6'FR@Q0"#8*FKTQFK[R-F_T\!*RO,J8'(>(0.?LRGSV8D>H? M93GY04U(KN:CJ;BA,:5G4H4RT/-OT=D-@ W3;XJH>Q3U="BK]ZBC_8X=<;'SBRQ'CG=SM9ML[7 MEH]X[:-?V>![QHC@$968)46$B4@XH*$6) LB-* %UEBE4-I0VSP W%%R@P(MTMIQXX<^/T\GO.X2?;N1G0MTL7I:3>MO\Z52DB_174EG:?YQQ.6?#OLUNC9N MI2_,8+:TI[/^$1Q\-=7?$G#8AOHUJ??03']+:,M&^MO/G%@ZJEVV=CMH,^_7 M:6.\R*5BV@;D02 PR5.)BR@)<)ZS(%6,IB*Q2@R $!WZB-K="#=GU$X;75AZ M'@A/RV.E9Y2 I\73 7(O2+60V'=M:A_)MRE3M0#A8.6JS;..!F/OX-S[E,4L ME2+ 41$I3%268D80QRDG29B$61PE!.QV=3\AR!?>J73ULYS)TK2MG0E$Q=-D M-C&P5:Z!_,.PH3V)A2D$UO)IWDPF]9HY'Y.][U4BLR(-F8:.)9@04P6L%,=< MGU4#64YAS6K/!U') _Z($*6YO-DN8$&T]##%4'4S(M&G7G29^A:Z[^9TG99 M?XV&'D[NVU#N)_(.!H0?-(;IGW8S?\V;7=S-F]O,5_>5]U2?/ZED!#-I1DX6 M+-,*;(Y2,E*9H+FDPA2F:V=,."CL5/D[4ZFN]KE/?D+;^=G 3=\1L3S9NT-41C5R1T3=M6S'/N[8="0^,V:1FN:!-85F^75@(P]HK((L MQG$2I)BD@N""I4H;-AI3&HBXR$!AXZ,4!U:;F^6C+,VMAODV_]1H[E\L:V3M M8;/38]]@P/2Y2QHUROU30_TO@X2"K(7UU?_S*+UQ&W[;BO^]PZ?U@XZW1I(M MKV9ZJ>HVLBIYD8OE-.^TT5+$G<2M+TXF7/LA[GI*HH"3#2B:FR%ZFN ARB8LT MU2<@1C(5@'9N>]*#;^8U:61H Z^%[.$+\R"-BH8;4242DS 5^@2I"AQG::18 M$.6$AK"(VC .D79KN=/$S._HV5B,!3M3.LPR,!LK.$!;9@X0UM?LS-47=G!5W!(<_I5:G'*3FSFYPF3Y6Q",S_2)]H[M^OS-M*[<_+=C,1S2D-E6DR:5DEY7&!&DP0G<9H60<&2E%N-^O3!S,!&N^8. M=H9;![9^:6(UF$ADNN[\!9!"=^E[ZK=;8;./LF#W0YP> -=LG9.A5Q0%+7MB,B[97V=_@8\]6]Y0JHWO^M4&N,E@'E"8RM#S->;KH>![;RT>T$EBWBB, ED MA G3CBL-F,()$;$0<9(KV/2@70(#]Q'UP-)7J8UG:&9;F'L0&5L_U%U>]+>Y MG2CKTYG<+XWEW%G^9$=P_W"O7;_#GS.=5[7_.TND:FTPNZ>/PTG?]^-5/S M\HEN)18%]50)#0N<Y%C$@7ZM)UE F>$L2S5OTD(*YF27?H9((.%ZBZ0E>: M#S39, *,R-G":;>T X $T^4M? P'R+" .CP,DZT%D]O;)# [JB//!0-!\7I*M&.QQAY/B=7U#;^XVS7A&.C,%-]4?;5F#2D*B="V[="F'DA%.>*D3@DHD@I MN5^:$X#EW224 Y#)6_-A_\V6R^:F\@R)(RU./4&:%$FJ6)KA1)@M0](",Y5Q M')*8%2)601] CGO#0NK08G-\2.U'^FZT*DM.38'ZLVMRN(SGSO84/LJQ< M: W1I].#"EB<12G'@JH4$Q8P7*11B.,@HB3(12XBV G9-X>#GZ6?GFCY8E)X M33VPR8R>SV13WFM^T@D,&>8;I0;TIAONW5D>Q]_RC3@'X3HH MO+?:\,7?&[7<\ SOX;8;O@EY3A2\S]-"I6&>X#PP22VIDK@H&,&I*&0<)83% M"04YX8QLUS<%\]WI@9ZR_I"-_GRC;. 14@#'2UIQ@]RE_X%2_TX,6)@AY M6\Y_3(04'UY^64AQ-;N;_9 +0^O"8M1$&82Y84:0@\4UN2'N$P7=TTK$PYW\0T1FE80'3-_@L: NK]2%P +#@I[_J MQ]'E K$7]-,O-6A_06M>T/EQU%Q.?4 _!WW; F/?<#UN8P+S,Q%IF0!+5*6"QER6+;K#@6(#CBEM*[IPSO]OHH#1R]:$G7 M\414$4<_&?*67O=Q/KUSRL T&#!0=E=+O9Z00#9!A5C#M M))!(QEG",RE!7=[ZB VLC.N!+%M5!88ZJL@#];(7-CL-]04&3%?=<0"KK8V MGA2XE]2H]FPC]*Y26SWCIM[=]2HST;V.O=2TEB_W1!8Y*U*)DT#I798D^ASM&<62,,I8$42YR<^WC]<=(SA*%'[:'28P$W5WMH:-__V_\BC,_B^2%3LPK3^* MIIWF^\0(IOU?=H"Y[I1JNI# .6A.=EM>5<^S9;BTV0^6$\]PVOOTP!NU(8H,51QVF^55S=$-1^Z&?A7O'+" .J(I!YCU_V2.2G3GN5&4Z3#MHG25J.=3;HI]>CK,AY?U7W^>R%(O]/CR1?[0\OXQ6=Q+?1Z-F2(X48)B$@?& M7=5_8UD2T"#@&O2 I]V,QGG0E1G93]H1-Q-;N@SQ-]^KL7M(HW#B! LN,PP252.*8TX3AFCA(=1$*:@A-X#=(;>]M=4T;,FBR^SC#K?0GU;+ M52FOY;(94;*X,",ZZ8,)84_F]T'&*.60:A?43W+/#=R:*[]F$*=";0X0VL(ZS*_^2-_SO*#65]N7U,!&;T/;=**6 M"^UK5-0!:MN/E(7U\B8_S'AU1*_HHH:PUE3PH,Q^# "6RQL6;H;+'1.8V;(2 ML]=J]:\PGM&RDF3+9MD]<6K[K+E-W9R)?\,+/5$;TE^^)1/2'"">>_?M8?4 M&_7R.BSTX;Y>/<^MS/N/DP6?SLT [4UIK*1!&H8F/DIH MK+4]S#$-BA#+*)(9CWFL9.BF[?!FAK8&E]^N?CV_N_KU\KN&<&+HDAH7- MV8ATV*JBJ@UCG?(BK6O*5!%'E'(< MT9A@$I&M< FA.(UXD:5IRN/"?M[!?AH#&^WOR%!%?PO1FBX@G" MPLS='CE=]MP." R(T9TNN%MP#O*B8>&X?HEZXW ''ATO -?/^U;D[!]C5^R# M8=E7SP]?Q,&_J093WI5TMJ#5Y4*[L26)+&12:#L3!Q$FB=#'7BE#G.8940EC M+&7V#LX!(@,;EGKFYK)#%K#?'\+%PL/Q("W,"M2"=BFZ>#B') :X.!XD=_-Q M7B/@R<4Y(E&OCW/HV?&+R=3V;+K(]\D&5CU5D2 M*$Z4PJ'D%),T5C@788XS?:R0>1+3+)));"9<6N_M> C#56\(T;DT1U20!N]Q^ M-"QV=7G=R?<_.=X^WLOYUB[> M_TEXD>(O,U%.7QZ^2[XJ37>Q?RYORPF7%X^SAUM]6+8L6.Q?9>!C@"8N-75S M.=TR@+[2\]RB2HNT,6C*9RU+V(\@DF_+:?$+:!\RF6")QUHZ&]E/D:"=>M4\'CMD:5'"WZT$[%;"&GA,-V_V4RDS?JH!1BLOQ$>97H= M2]H5:?(T6=[++$MY9A)]?9(3B4W%?%\$UH![*5P6"U\BD'!@MD&PXKQ[FMF4,O-&5KS@QJ&$#SYFB54 M\30HB !G95 PW1R9 4"%N3S.F/2Z0_!5QW.5G"7>X8ZE(%=#?M1ZK>SWF2'F=.6I,>VAE:2]{5+] *=4(G^U\:9ZE]I%.VUM$]J54KL/PX\[5S-A0BXK6G;#\UL$)MB%G.*MXCU_$CBKM(,#W9T/'6 MD^$P^TYGC)VE1CM3[!>A>X8X\ F7E;Z?;^_H\]O+25F/86/3R4/US6J+$97DD>)%ADF6"$R8C'#.180CEF@YWEIWW;.&K!^,SL$"'##36E%&&|)H0WN 0DY;.7UUO3E& M;MSV-Y;"O^J#8_OUZ; 4%BGMBJ@@)&8"<-MB07!@K6T)HNFUM!8#]QP]5AF6%MKO:I\X;IK@Y+U=_P9%'?S,_K' MWR?+Q\)Z./1I7GY_I*7\0!=2=)LJW^>1"/)ACB70F*2IP76/V*X4+((&.>" M%+%#0N@)+%FIP\F)H_6HL6HPK)]7II,6^GW#"J["DOP/+H,S">;AC),'EK)>K.RX!>&4<89#;@;2R33'5(@RH<0=@LE.\TX6'Z5\E]QU4;OB J5ZQ?(V5VD]DW&%2O8*^&B'5_VEX M+E/3I/*F_"[+'Q,NJVR#3(0DS6.*LUSQ@J20*6:B()BI6"1%]"C)K6Z+#Q$8 M6#4;DM7U;T,5-%WC("[]&NE#6I@N.@@*2E[]D^:$O*6]RXZ6LM0G5#=:J?=SM,$43C*G]!*U=NJ_:!3SZ,*C**BM>*VB6G_>S8'=]*U:S_R-5!Y'><%PHH(0ZXTP MU4H;2.V\RBP)C1XKT+3RUR0&5M(UP1.F(N_!QS+)<:PU7]^FE4O-RM^54N'^?B6B[0#N<E>I?C3-.&%IKG=.%>(\S*G*BKB(6& SV]B).DA=70<=_M/U=,F?\89B;F)F8F@8,+8)CVZ_/@2($=80./9J7RA34SJ.4&;=A!-3^H9LA< M; T)(&P8Q&! NMW]?9//^K=5 XGEHT3TJ;KSFRLT;R!^T!!OOHW5+4C[)34/MEC_T#U>F>K5Z?K%Y!I)^!T_U.]!?8K,JY9K)517T1<*0YLF34K_;RJK.16& MJN9#T_OOZG=_]3>BP@G\8U,K8(N..LC"2=[=V19NBXS6(`_=`HZP/ Y91C!-ME3E;"8HI93$NJ!1,\;Q(JM@A@=>AH[\.S=[=^S3=\IKL;Q6& =LX!7$@#B/ MT5)_H Y_IW#R]IV489!YZ*=_8B_];4IK])"%M\DEYH%-C5)(TWVZEK98IL&D M$CS&N5(C\.J4H(R .;$!W8V+4L:'>CY;'RB2UK[$#PV=DJ MWZ# C-(;CV\=/*C2R*+SZ73^.]6J4654-*7MIF?W.@M]$,L$P<-7_H0-R7$3M)0 @O.J(@#P++YVJ+$N31'$^H].7Q62Q&7AC641]Z/FA@\QE.9_)^6]!NBD@ M]&7#OL3VH/S]ZNY+=&!HN5]IS_-Z;&1TJLT!N.AH5;K'Q.K6ZQ[]&E;=C,1 M*ZD8CU"4E%)0YX(G/)(8J(2A6DD%19)D,4\H&&:@W(C>FB-M4$WDT9-7U\! MK_I0PJV*9\HO^->O)ZJ6=$=HNCKN'B>M]9]E-YD1^T1^=!&VO>(FRK?/$LS M!7SVQ$V' MU6(RDXN%WMO99%8Y4MK%GC_,)O\MQ9705F&B)L905-6ABW/^K]5$'YKT<;XS M^5/_3I_RJTA_$M*(!ISB/*4"$YYP7(@@Q0$/*N;A!TH[&.*S@D M('Z4LQ^R_(_55"[8JGSX0+5OM.[<$X6"%A++@F28I(D^]04LP;0@K& Y(REG MULU#M,9.E/D/U!%#)#_UH-)OT7P*"E,_6N:>$VT%MFE?6&/[(L/S\8N.7S M[*[;5'/3WL%6OWG+#_0]X"O!?SV6(BJGCR?%8-352R+*4([^.)A&3!$>2MYY(408)91CI:A.I0FFE"8VTT(>]/(C7<^XBI(P2\%4A"DF,@BP=K.(WA.B+%&SL!&BG/4"WG5GE-M/3%^]45%C;GQ:"WM&6KE18W-J)(8&9&1D1E50GNL_GY'K]!7O?E[$&G<"O?W M(/$![^M=\>;8_ZV3&C 3U:5?':A?U#RN,P%94*BBB%.<,QY@0M,,YTD>8!DG M*HM")8,\!76$LR0\<CLR]7YAZLO5W=7E]_1^?5'\/WNYN(_?[]Y\O'RV_?__M_;_R*.S^+[K\VR]7=[\!&\,9XFJW&PV!%FS'Z&8HF8REQOP/D70)%=97]SE; MLN,VGP."\;H=':?1YA\LX9SMXO3+Q^!M5_=;TE#5-A<4OS_-9$VN\S[2-27(S M=X,+[7@,M^ZD1R#GVKV%+3?'D5]F31B^NABL3+5ZA?SQ7)A$OII%(;Z"T(P59)B8BZ6:"%92'(1* MI$44RBCE#M,F3Z$+RF:W^-@*^?:5A$%8^>:RH\%6MN(\ M"V+3]#O*A @2E@6V[;FW5A[XH-'0LF_"O2UVOY4Y21B8O6C(>)S]=Y#Y$[IL M;Z\W6GOMO6)T^VKO_P \]?^;]DV:KJ,?I>F)WUQ1FP"F;;) WQH#*T.'--JB M75U9V&?O]\+0KS(^$8!ID*/PH)Q[&\F<,NQ[%QXMG]Y&O&[VO-7G3^W.N+XX MN%&;'U85@^=5!]'K^?)&*?///!SK1.^F%N?+5S-#I?2(#E@=!B&7$0TQ$FN(BMS"*7I2MLS\2[]=V<*PX.4/?5^R_)%^BY1Q]1OO3-4U[,%7<#IVWGL[GL#2&S5Y/!W$P]T>;:SM6"&]6$Z>S*@# MM69A_9=-C\FV2"6(TXRF 8YB3DUBL\LSC-<9)$2,B&$< (JE080']B-:EDQ MNKA)\T!?]SK32FF!E=(07.U,X5!HP4S><: &F&7N(KJO&FH(Z7&+]1U ->555 M[;(&_(QU5PJ]_9V+^3/T9/7ZR85-04L*>'S:(^'Q0]-IPL'TUC0KVW%#D)VL MH-/289&*6OJ ?"S.] M77NM3]6Q86.<['5D+=UQS7 1#*8/O3*A?U34/57MIPKCI GK14;[_N^RW?W6 MO_]=2T(.?Y1B->WN/68LY5T[EK)JL:AN%Y&%,2OBL- '>>-[FC]8$5&L6)CG MG"0AC:W4!DYZ8.5J>3$.U?905-3,KS;'R>]R-IGKP^1\:5+;EG:IR*+I-MI&4XKG!])O9[/GN8SN:3EB[8]^HM$IW5$XM?Y5'^[IM.TYRH(RQ$ MGIO4QQ@7.BEPD&2L"*G(;$*"5A3'CJ9\;>OE_\/_?WN"M7D%E7>XFHV659U M18*^_*N*[":&!D8] N4;_:PJ;%HF4,L%]MDX:R <(K!P*;OWZ.4QNF\4HK2$ MXW\79,QAB_^<\CKC[3">8G-! M9RY.T$_Z?&];=P!$%+IM^\+)=<_N%L6>H<\5.H:)OPS4_A0F^9"SY%X3??NQM<0>!L)H0=_AIA[C,1;D2\F8RO;;+54FGGZFIR=K\XOD7ZN)6+17@DF>9AGC M6&3*C*=(\"Y$1#"7A$:I4+(H[/L80B@/;4H,*V9*{1F:U0R84;5G5<[N]>LCU0_L M4)!:!+.&@@EFH&M\;@P^#6TSAOH,G1M\-C] #3LN;2AA"FX?R1H*0+= %A!(M3Q$M%PQZ UJ@!<>+9[G(N17.:-NMR_*W\O)?RY?SWTNQT#\65[.+'Z7XK6R^]!8MOAW7'WK]>C27O";QKY.C02NW MN&T[^;%)XK@MS<7";Z;W4E,N7YW[%M4']>E/KW%A3B?ZK^9#@'[@KM ?/Q,/ M@3K0; \&N,=T&A_0N343=R4Z7EOQ$V'9:C!^ZEJG=2NM9JHL)E6+EMMR_LE< M;W^3/^1L)>^3.&0DS"5.@RS)%,1D66X#@,M>I2$9BT+'?@N; E]YNI%G6 MM-Q:/8!9G>]JPP#S/2L&V9VI)I*S$-'%7WTI0@VSHTR+:3UW!^SC^*;M,6T M@.!0-TR;1QU#@.L\EJ86NZ^8>W&HFGMSF1U(KD_XF=#GSXAB$F4Y+]*4XH3+ ME,5!$;F0@V*%?OD;.C\C]?1D;K7TSOW+K-R,2]N*BC>3!8&!1<_OR3("^7;H M T.5FW2LN4(VC2\6O=T (?D?\.CF,*CZ"H-ZYF[<>.DPT+X*K Y$QM\USK?) MXI_G?TP6I[%*BH"K!/,P33'AJ<(L3PH\='YH*6 MI2G%K!,L[E4L_Q'$ LSJ&"81@'"7'#)6411&,>P^1%]Y :/\]^LEHLE MG54U!_E9,8GS_JN+LIK6?HH9PO3FHWLP.GK<,[@0BF\=NYE&?HMJ_F;7EKS3)BHP%.0X*T[59T!07-(]P+"GG09HD M1+FT3[6E/[*]M>'_FBK29)T:9EJCV:^3(V $4]SZN,ZVC^O=5@FO\7.Y\W8 MT]FCZ!" GM(1% 2L]YZ?4#0L>WE:+_L6/3JA,A_HO0E>QK'_RW-->)V%7K6B MO8DF\I3&,:<"IS%+,$E4@IFD$8Y(I$0:%;'@!:C9PR%*0[LZY]^NKZX_?Z>WME]_0]Y_/OUT".SD<1,CNB.%%;IA-;4D:U:[CH9YG45O+YJL)PT$ZXW9<.";N MJ_8*1Q]P[:7P<57/3H/U46B?&ECENCT&6I+05@IK8^?,=QE@ZG5OA8*1\5S MZ)ZP*\D)G1/62XW<-6%7A-<=$UY]PFW_NIE,SV?B,S57J,^R7+Y\7W$N%PNU MFEXJ-2^77^7R<2[.N7:A5E4U]4?Y7$H^]9O6R>>IK$+[,W%>=V&MOW2%I+FD M68I3F:=8[W@AICQ26.8)HTPH%:ND[2)GM_T-PZC5EWV[I1Q,E>N^T73#%1(=MML[,OVK&Z@Q>VN$-MLT.]"+M]N@W?#E.EDCS6\%=);1N>$4ULPM4LULE@53B MK(?A/->N?T<0]"K?7[M?;&9B:XT38 M%5O(?ZWTU_]RA_ZC#3F1.%%9&%XIBAPH<=K\X4D7ZN)6+17@DF>9AGC M6&3*C*=(\"Y$1#"7A$:I4+(H[/L80B@/;4H,*V9*{1F:U0R84;5G5<[N]>LCU0_L M4)!:!+.&@@EFH&M\;@P^#6TSAOH,G1M\-C] #3LN;2AA"FX?R1H*0+= %A!(M3Q$M%PQZ UJ@!<>+9[G(N17.:-NMR_*W\O)?RY?SWTNQT#\65[.+'Z7XK6R^]!8MOAW7'WK]>C27O";QKY.C02NW MN&T[^;%)XK@MS<7";Z;W4E,N7YW[%M4']>E/KW%A3B?ZK^9#@'[@KM ?/Q,/ M@3K0; \&N,=T&A_0N343=R4Z7EOQ$V'9:C!^ZEJG=2NM9JHL)E6+EMMR_LE< M;W^3/^1L)>^3.&0DS"5.@RS)%,1D66X#@,M>I2$9BT+'?@N; E]YNI%G6 MM-Q:/8!9G>]JPP#S/2L&V9VI)I*S$-'%7WTI0@VSHTR+:3UW!^SC^*;M,6T M@.!0-TR;1QU#@.L\EJ86NZ^8>W&HFGMSF1U(KD_XF=#GSXAB$F4Y+]*4XH3+ ME,5!$;F0@V*%?OD;.C\C]?1D;K7TSOW+K-R,2]N*BC>3!8&!1<_OR3("^7;H M T.5FW2LN4(VC2\6O=T (?D?\.CF,*CZ"H-ZYF[<>.DPT+X*K Y$QM\USK?) MXI_G?TP6I[%*BH"K!/,P33'AJ<(L3PH\='YH*6 MI2G%K!,L[E4L_Q'$ LSJ&"81@'"7'#)6411&,>P^1%]Y :/\]^LEHLE MG54U!_E9,8GS_JN+LIK6?HH9PO3FHWLP.GK<,[@0BF\=NYE&?HMJ_F;7EKS3)BHP%.0X*T[59T!07-(]P+"GG09HD M1+FT3[6E/[*]M>'_FBK29)T:9EJCV:^3(V $4]SZN,ZVC^O=5@FO\7.Y\W8 MT]FCZ!" GM(1% 2L]YZ?4#0L>WE:+_L6/3JA,A_HO0E>QK'_RW-->)V%7K6B MO8DF\I3&,:<"IS%+,$E4@IFD$8Y(I$0:%;'@!:C9PR%*0[LZY]^NKZX_?Z>WME]_0]Y_/OUT".SD<1,CNB.%%;IA-;4D:U:[CH9YG45O+YJL)PT$ZXW9<.";N MJ_8*1Q]P[:7P<57/3H/U46B?&ECENCT&6I+05@IK8^?,=QE@ZG5OA8*1\5S MZ)ZP*\D)G1/62XW<-6%7A-<=$UY]PFW_NIE,SV?B,S57J,^R7+Y\7W$N%PNU MFEXJ-2^77^7R<2[.N7:A5E4U]4?Y7$H^]9O6R>>IK$+[,W%>=V&MOW2%I+FD M68I3F:=8[W@AICQ26.8)HTPH%:ND[2)GM_T-PZC5EWV[I1Q,E>N^T73#%1(=MML[,OVK&Z@Q>VN$-MLT.]"+M]N@W?#E.EDCS6\%=);1N>$4ULPM4LULE@53B MK(?A/->N?T<0]"K?7[M?;&9B:XT38 M%5O(?ZWTU_]RA_ZC#3F1.%%9&%XIBAPH<=K\X4D7ZN)6+17@DF>9AGC M6&3*C*=(\"Y$1#"7A$:I4+(H[/L80B@/;4H,*V9*{1F:U0R84;5G5<[N]>LCU0_L M4)!:!+.&@@EFH&M\;@P^#6TSAOH,G1M\-C] #3LN;2AA"FX?R1H*0+= %A!(M3Q$M%PQZ UJ@!<>+9[G(N17.:-NMR_*W\O)?RY?SWTNQT#\65[.+'Z7XK6R^]!8MOAW7'WK]>C27O";QKY.C02NW MN&T[^;%)XK@MS<7";Z;W4E,N7YW[%M4']>E/KW%A3B?ZK^9#@'[@KM ?/Q,/ M@3K0; \&N,=T&A_0N343=R4Z7EOQ$V'9:C!^ZEJG=2NM9JHL)E6+EMMR_LE< M;W^3/^1L)>^3.&0DS"5.@RS)%,1D66X#@,M>I2$9BT+'?@N; E]YNI%G6 MM-Q:/8!9G>]JPP#S/2L&V9VI)I*S$-'%7WTI0@VSHTR+:3UW!^SC^*;M,6T M@.!0-TR;1QU#@.L\EJ86NZ^8>W&HFGMSF1U(KD_XF=#GSXAB$F4Y+]*4XH3+ ME,5!$;F0@V*%?OD;.C\C]?1D;K7TSOW+K-R,2]N*BC>3!8&!1<_OR3("^7;H M T.5FW2LN4(VC2\6O=T (?D?\.CF,*CZ"H-ZYF[<>.DPT+X*K Y$QM\USK?) MXI_G?TP6I[%*BH"K!/,P33'AJ<(L3PH\='YH*6 MI2G%K!,L[E4L_Q'$ LSJ&"81@'"7'#)6411&,>P^1%]Y :/\]^LEHLE MG54U!_E9,8GS_JN+LIK6?HH9PO3FHWLP.GK<,[@0BF\=NYE&?H M

%;1QM,T/[S\+,6#WF(_RL7D-MHH81Y5W.6_3/3):(SI;45_1D9FNG40'.VX%NVLX'OX]W!#,>HKPUL8(=`-MU)-5'I#144WY\ (#OVO\1*+L,;C1O^&_A1Q.HDS/1YKZ3M*C^AP.2AYCDVM-D M120P2X.09Y07<6IE[7MH#.U-(D,5_2U$:[J0R8'[8>DWCYZ$!3J$K^5T&I6X M7V# (,.23!7<<>0AXT<"1AKT2]8\MW/_HB*,)>WG?'C_8_U"7X!1;FDX?QKI=-MS!?+Q9?)3-ZHBU**27>^X:(;@WV?9CQ7!24XYD&*22I"3&6BC0Z)$Y9+3CFS M:@#@1GY@4[2N_E<36-LPUE!P06_.;(E:1M!%#9+AQ9QV M:VZZ5TR+8;:H@X'P.5?=GOCXD],:!P.R=O0Y?Q4\;DF^2SQIFD_^6XDK;N>5$ M52E[5>][LXMSTY=!DI MHS*-E:0XR C#I")SD.9F^![QE64)81:1>7>3(*!#>&&*%H:JNBY)GM:OX[A MWZN%V_?>WQ:,#N\O$]\ (A+H2H5HDU,I4)=!TF$>-6.OB\NXOJW%U9>B$@[=_M_CF^%*R9?DY&8TH[T@:#,,X1E[TV8XH^%^G).>(RXA&T& M:Z%Z1\L'N3Q_FJ]FRZ^KZ7+R/)W(\CY-15"-;PN(:>+#(X)IK&(LN_X+0%C9(9-=*29]X>FF3>" M-?.^VVKFW7P5:M'0US_%5P$2XWO'7PG'Z.'[_6H @Y5O|&KZPZ!G,S5B@/6-_M\-X.W;X5$VY!X3U>EIG|;%R|\TUC5&!"#FS1L<_,=<%|AY%ZQ/I_S"?:"/RJ_MD3?E?I_FY5-M=89(WG$#R%.,$TA\U)BF&S" [,4W'55QZ2W6"I9\HKW]\G0M1-MK4^G'^9E.?]],GNXH,_ZE\N7^S@(.!.9PC1)!291D6"6%#FF+&2QTH9:V%VJ-MN!.?V.7>4$:L)8UX0QO2]-D(J87;/"!0, (.T67S"!W;K-M)Z9PO$K+-8^BL%AJ:+-:<8-J%LQ$JKO)4S6%\.OU[56G/T%UFK$.T=NBU&]; M!P (9DYML6F2-Y'WP14-Z=T.=EJL/U[_3GMAM]IY-AYS.|-\ H-^]I/LRN+7U-MF"SIM#IA+:/)A2Q_2*%]^4\KX]6W]!SW.LNCB.0F4"*<-ZD'1&9[=LZ+]0G#'-MY)/)-CY?W*C;LORMO)R&W7Y+-^T%.;X-Y.=RMA17L^HWBT]3|>MBJ9VA^4PL-M/I;Z+-S]*\5L)ZXOJA]K@^2<3K46-25HBS6%GEJ;QI)LP;K/-M^-=M=TZG[V@-MSI/+1VK|_\FTVOQ-S<#Y_- TPIM_-U>Y]"JPC725L[E-'U=E_9.2TMQ[FS7L-M_29/+_&X:S7^^X.9R??RZCPWMO4+NY/:YXF%T3Q#OY!UG4?/*Y\6(^_$#F_+-M>14AOJ3E3'\?%[>RK+:- CY/I2G_1[VF42R(XP8+3#),@EYC&18B#4*2Y3#E)-M\P3B8,)9&-ANMU2K*G]>NTN5-XDP$C4'7N9P.V-/NZ,8!E">X]M2PG-3GT-M@=9@:XYJ+_0,-4SYOY.^+Y7@+-P)O<3<!.G0_X,"28SMRSLVM89OF9"Y#-M."]7LILJU8Y;R@(6B$&._RC&),D9#B/18)E'C"I,JYD;M6TRX'VT*&TAI,V MQ[FZJ,U.VW?/F#!\P38J*!!D"02QYP'V%"28\;TQA"%;<@$DY();3-T:6A@-M74>MT;>%U\[L#P0:,& [9(G7;0:KA8SO)UMOLKQ/D]]7O'4!YW';O<$A>=7MW-M6,+A7N/A87E9EB:OY/QI:7V%L?74T";VX:&4#Z:IN28YG\GY:K&3PU6EKP!N M*;9EMKB0[!5AZZ)@_R=<4K'E;#(OK^=+-MN?BXDEK\/(^SI-F\Q(RS1*0"!S(19@:8F;;""EQ$<98%)"R2R+XBK(_2P*IF MB*&:/JH80#_E?]7$_\WRA'4<*5Z$(N)IKD'*"WV(33G.>1SAD&9A'E%1Y%ED-MU[?9*U9.K9I?H>4+I'Z+Y%5PF(';^FIHNJ8F/S]#]7? $]1!'D*AF-M%_?\XBOQUT+"_B3=O@5&3*BUD&,[^=7F;X8 MUOLD4S14G.%$F3XI@@K,>!Y@0524,Q5$!0>=7VT)#WY14K.!S#O:W.+.%5K4-MW^B9O54#8VIWMAH"*>B51!>DJPY(C=IOCV'V=ZR"BN[I3&5-=M0#%12,W=,4-M^'D'%_&FZK-2[3;7*12A/(L4ID418")S;3R"PO3T#-N1Q$R[C(6U<[B?QL!V-MXJ;IO1,Y-5DZ-(N%DW.ZL#!5WR.GBU-S0&" .W.ZX&Z.#.1%PIR7?HEZ'9<#-MCX[GLO3SON6L'/FH@U&YFFF%E8METTQ\:RI\DUQ2%2\W'S,MED*>%AS'1:%=-ME2_.,0T(QPF/-IJ+F*646EL; (/&!S5!+!C8/QPE%"^,T(#8PJ[6&I>'DK/)#-MS%R.AAO480>UGQX0/("A&Q!$-POH&4R8D71$H]=Z0M<J@F:&<- !N+0:RI/EOYF"@&"66MFGP0]T7+]6'W:TG_9'+-V+C:*-MRO6)T:I4]V=<&T3631'OZ!]U3Q63S=73TZG\]^K5.XB5ZD(3+MQD6E-2I(0 M,Y8EF(HT5D4:D#-4L%E^%E0'CPZOVT$NZ1+(5ER/Y3)C_F#Q?K2BF7\'Y\H*6Y8O>S:LLX'7/-"%X0?(\PP%EJ=Y\E<-L3Q6. ME"1"1C1C0H&*;2#4!]Z=#1-GB.L_D=SP4C<4,$Y,.>$F$])\X-^!538@C.W,-MR&# (P0R*H5\A5/WE<@NW)6J9:7+)AVB_X(2#K[H:$.UQ:VI<8'E53^.TR$G)-M,-?SY6]R^5%]_7V:S+3A-U?Y6]SUUHDSFC&D.4,;UIR2:-YCU6]"AH-)9C4< M$$+-_\%_Q"\#@U/R(FOG]+@',+B*&$,BR1/M,LA,URP.,=,!!DC(=$'%?O-:C^MX;-\2-/I;$,=&?(N-MMQU'8+.(I/H#-Z;]H^(-' (KZP\,M:GH8%]2Q-1;1Y88+XII)\M6T-+R-M$6_-UYQ;W'9^2IPRJO=

KD4'^>+C;K&7MW>;4\&CTH6>R+!,E)_D#A+E*'JASC-4I('1'"/FU=EF\,= M62);1*IYAGSU^+A;UF,_#5.4H%SLE|H1>0.3Y2U;%!+U&)B+]E<[KYQ3#29(MH0*V0J , \3LQF&<7:3.F(&.HG-PVGMCOLI',M?@?UD5Q>I'7;+>L?K=^F0D_('X;LA;RK^"O0T"10$%?-S*/Q> 73MQ]/ MZE9388):5'2[L 89M,4&?1CBGT4*J0T;G*65@H!/G&IJPYC#]%.K52Q34NOD M@O+3JO@JG]3W]IV6&GIEVU3C]6;*BI."LAS+G%)ERB4^SO(TPEZ8AXR+D(DD MMD@#&(8\4698\9IB*C88B*JH[=NP@GLQF_ 4S-]XXA%=BFD#>PJ7V(O5([M-<+NE.)H|'6D0]WC M-ZG*'8V]KS7T>(LQRQ)MMX-TJZ[>$;$\Q,9Z_Q.GF'"6(13/Z,X8B0+8AG% MN03=+(_ &-MAWAFG]'FU?,.']C4>D\4"=J>%V+4^/<++[?YNTUZ[TSR-!%Y M)#"C4@_E2G.?&52!51*X24QSW-JE:X]!'FB>]JN]>9JF[I<9Y%45[5%MX)V M*<&YW8/\-9 V1^RRS!%M!JS_U$+_6;-KE^G=8. RS=N46F>9WX,)TX&-V7M87ZX\9N6CF6E_K7VU\JHTRF1APG)>9ICZ46Z+Y8ZX5D42RQ)%/HQ"7T>@J+B MQ\&,?-)K8!92?H(EAM[?LPD%>GGWCN^]@HXFA^XWNMX4C@LW^JETY<0]#F1: M9VTOH0=.V?ZG+5-6MC5>>CRZ7);5+:!3Z/7+RV$9V]:5#6]>@[KU]"K:GOOMU0EY\U1Y#!2*S{)4!^W?Y?SAN_KOY;/2+0_R5[7T6M\BM@FK7U>+A;J'Z%5G M/,DH9;F/*4TI)C*7.*4!P2)(X]0/V,4EC#SON@;62>UJ.&%U0A@S4V:)>S M#4SD>5|<-$TC>E]8CWC;JBIL*S)0E]1NF2UB+ZC[W+825Z-V@6J2]RYG=3,_MM:(:-617=]/=2$|"QEMH(X,>RQW7%;]*@"BS1<4//H(3X9'D?G4P|\%FP(AROC?K)<*<434*953OVDM'BB)@<>M77"K1WE/__HX+_EB56Z*W03T&8_2,$X(U5UB(TRR(%*FLY=AEH1) M',LTH"&H25Z<9:=!3>TF&R3ZB(-L^!W;8C"UQBY50D\7K"<&BH^;8MM9I3KL9PFC M.0E)ACT>Q9B01)W%G 4X3L-<2A*'0C(+MSH A7_5/"@(EPU/W*#0#,\!9W9DYY(G+T, L.:Q*@R]AIWA>9Y7O*E#CMR,M9SG"D+'Q,\EB9#FH!+<.P')*(Y]T)"(?;#*4 CVPZ'A0S6A:4NQK9P'T"]P[Z41O[O:@SC*MW:4 M!%=?V/[BTWY71PD[^)],/V7W#:D3A^EH? 5>M33O9GUM,&EMTR]0Z]Q.-,__,BA&NKJ@PX-/>4JT8G"$ISE,<.9IWZ14]^+0CZ:EZS&X?VXR=!/\Z8O1'GZ7#^?YRY[M9@ 6CN\TJY&9VFNVSX))W68-Z'?H-]MGBIWC[-4:=MKHPX*6Y4U>0?RXTM70 M,X_%@1?E L=QH@Y*8#K#,MM) ZGNMRIR M[+4BPL3/,,Y23GD4U_(E"6)V9QF4X!C&^GZPB^TXTSM6A4(*A%&B[;\'";W M@\PS$WR7+(%)?EV;L .-K!':,.J2J@CZ1\$-ZGXFQ+_6OZ-WJ-4 ,4#7<[_ MLTJ_[!:EJO%7-19^$MQJSZ=MOOE3?YIOJ1+/]>+;=MG:.MP)![&E(8.>A=H M#\%F+L\.16T<;Y%$.RQ'"=PIY9LKX7*"T[02Z)*.!V+J=''X6+'!0EP6O9WD M30WQY<-#U7_S\G%M.DBL9XF13V4%J:@N]&C;,]1\-%@?Y?UZR2'1,$W3COW: MF]^YPP$=X0>Z?%QM7(PB,23::M17WJ]3#?GO#GP5@NF[QM+OBPUS_>R8)PH^]GC^N7RQ^%*"_%GZU/P=''8,_+JR5RNZK.5"2/^W)3K MRKHU-^6.T3MLPIU)*DS!GJ32H;ID@"@KT^S8>I.99#W$=$VQOL?LO!M?Y%I/ MIKHM5L]S(<4O+]]**:Z7S15L^; ;ECVCODQ]PB5VRZK.AEADG MPK>E*!8O#YT;I;D+YN0"(Y_="]J14,/7WO -K?FZ?IGOX!'9",O"2I$&BHS0[M=;,,DF9UDI]>=;+S?)"P[JD^_+#EL!-95++VV%;9U3F)C,(;'1TF6JH,\U646 M4IWAE$0<^WF2$\:])"#!;'G79L?X"2BP7*4U3![H[,)L4NV_+N;(P?[J]^P;-M03[%>EQ/XBC#&=4)I@D1%DZB128)4E$2.9%F.20N.XY?++76UU.U4G<&\TI M-RP*@S3S9)!BSTMS7:\38A:IKRFB&0D5EQ(>IK-G6;#5A$SJPC-GD_INW/#$ MS(!S0"=,H^])3 5QA/#U %6N!MF<@#+M])I^4@]&U@P\;IDDOCI(B??A(F>$+.9Y>/A]3W2]59-.$O M+&;D& O12=1[+B3JG5ILU\|;3E<:1(4.4E ^GN'(Y1X<;U4742ENB_FJ MN%/B1++A1+PG94?9;FZMXA,<_TN&R6,.Q8&&&9!\J23)3LI,0X?.I.$/'! M?7@UN4 -\N]_R3N,S;,Z>MSS] 0'9$/MK%8*'\=!1PM>1#;XP5NN9T855+:O4;#7.1! M[NX7P8?B5XFJYKH9>/U2U*\OU%_HH9RS* M",,\#Y,X4W_P0-TL6!QBX@N/1I'P="_6PYO%,0!C)SM4(-$,)M) S2\:1WDR M?-\XEU*8 *)!%T_^BBQNH4<77"RRT@?.=T[2>]SEG&0IC+T?M4,&FW'D^JSM=566,ZX,#$I#CDG(A3KNP@1G0>;C),V"'-"541B(!N?H' ([M0M-1>;4EY5PT M(Y7M!KJ?Y)>AC]LA%X!WATX%>P,;[8!KNU>!=S_*?8A0QX/<3X)[DS'N0\2? M&N(^^)YEU5:>EW*MIPM^E,7\N2H(|:0B;NNR0H\E 8U3G*9AADFJC-PLRF,L MA8@2Y@\;I3(.1 M[:KVS!#]M-5E,%8I6CF5M9/JE6DPEJ]6IMH#0'|>FF0'KL> 3G.JVH1,46)*(%QLAT6I>MUY8ZOF?=(&>;(E*NH!F84ZR MM6;*\+UM&$R3MMBC#OH7:$< ZE* .L1:,ZQNA-?5N@T9%]LQK_4+U8(M+>[T M\92<=Z3,)T%YTI-@RDUX?8Q,"MLB05;\>;_ZLEK>RM47N=)#_SXM=^UY39-D M^Q896Y%O"S[T[4NW,[Z]ND%?U/_V)H9^6]W6R]4:4,7N4*3!E">2' MXREUEC9CTYY0I,FH<8,D)2I3&U+EOX]L*;OF^O M"?E'F_4:O6@GZ!_E;FGU\T(VO4PN'U?%NNES,O/S,(S2S,,>TY-MHRS'6>IQ M+#,_X3')TIR"W$LF0$?W+>U0N$"B1:*>44 [>,"4@Q$[S?2#:R;!5,0^?[;P MZ^:.!)NP!.P@(O8Z4A!'(2?4$AFO507H78OT.)=WCING*J:S?/@L:2DKG7:3 M?ROK5V=I[-$DBPEFW*\BQQ)G<1QA*?,PR'GD$6+>%V4RM$?66!4TO,KQH2(M5K@"DL2FV[Q^[?9^MV1*[']E*>_1EAI4D7-1VV7X)L>*I'J9=[GI@)S"=[GY M=MF([_C@.4U3KX7O1F1TV$S72[EY!S>R*<'KIE,7V5'?J1KN4N5Q%22G_XM^F1IF>HHUDU'"*PR01@%83G^$<@,OX/E$_U_52G]CDBG29H&%-E7T!]9<]KZ M^=-$'53/]SQJ651)R^^?%JL?=YLG=1^H#KC%QWG)%ZMRHW9[YWB.:!SDF0AQ M'JO+/6$LP33).<[\P$ME%$EI5@ &!3RVY^_;]>WG]^NOMQ??D8?K^\^?+ZY M^_;UZ@[=?$(?+N_^ WWZ?/-W=/WET\W7WR[OKV^^ "LT3=EK=N,?@VDP,:]R M[C0*%ZB+!.I@X=BU;TN[J^1/4[#3UH0"F7%0*0I]WTZ[;+74]?)ILRX_RV>Y M"-J^$X1%D@4"9T$:8N+%(:8QRW L6,9CDJM?"XA"Z8$UL@Z0/WW_^K'WO\(M8.JACS]F&L$1U3 EL#O:+U -]P)5D%$P#E@ @$1'LMX':5+Q-B#YM42;O&(; M ,AEUBS3$\OCR*<9$1B(GV.:1!*'!%)N. ^'DDL*ZXIR M A+D0[;JBO)MV?CSU9U;-#ATVN%QC0?4RW^<9Z:._;Y /7ELS6Z5K>X]FRRM@G>!OKAP(AB2Y,Q=?QS*Q![Z7E(/G?+]C]L*+5OO#O3.Z/&,Y]SS29+$5#"HT!Z%-+K0?K[Y\BN^O_KZ&_IX]A3"RBO;0>BFC_XV<;Q[])]M>MRD2V__@?I3BC>8#]3$8TBF7$)2C"#H(^G;]L"[B*(W^Y_-URM?"Z,N4!;VS7+;*UO&V[9F]\0JET;Y$;PW\9$A[#EI-$.6@2F;LIB/;N3#WKI M7^7JH:!/W^=BID^LU0(=D59_VXES_I]3B*T1>:UXFCT,M#V3IR)R=5]N\JNBT.FX.Z/B\WPIK]?R<;BRQG29\;Z/&K]..:2GXJZ5<;Y6US7PM4EDU MV>ZK?):+C;S7@>/=[#9$?=+TE%*&@RLOZ&6+7-$;W=KK;^'"N9[*L'1M6VF1BBA-A8>].!"8 M1&F<CX./-]&7B">8R9)W8>AS&R1KBIV_3]+41;N("$O!-LZ9=V1\3"9/L(MG3;]"4]]!^;I@N<3;I?:.!]EH6-)=/T6]&7(G7ITNG;T?][W3T}<> M?7/"1-@^S/>35GN?M V8'6FV\F55CW)>306$?=_#1,!L$=6 #VCBO><=L.MPLYFLIFF&(EU,*WACFM@-6)!OR.5 MH$\J7JQ8,EK56.SA&W?XTLAU*=5WJ[*-5W\?_.G#RLA9Y[PHB06/F8DC3&) M8H9IGC/LL8 &>2(S%AN9%?U@1E8F37O@!O(%JF$C!1QIZ-!FR$<9U:\EW)$/ M4PBVE%MT2.XC[(P^R4>7G;A;Y^V"JGU=DO&1A:R"H8-5?O 3^[F="6QX/SI*C.'#ZQP286(%I0YT5)TBP^J .EAL MLF/I%'$>RQCCN1,TEV.GS !,_T4"@ SC@ZC M@+QOW[52W6;U?Z[4HL]T45EMZP^T*%X4U-H5GZ1YZ,O,PWG$E"%A'L>IS)5> M$6D2^8'@<93>MT8P87(B%7GFZH'8^7.U#_('2+PWI3#3#2,9[AF###(T7*D M^J&#P06B:]0BX:H;K171#MM1#L.E,1N.-:(T?]E.6WQ,/A6K9RE>N\1>M[C:D=_NT_:7+Y 6_ZV#UP@)O/*(<_YYG%3^_I.3,^YV!N=4\\:NGY\HO/BT6E1 M@B6W'2DQ*/1)U9DE:UXK-MME[%1?2ZE*#\IRBIW__7R69:Z+?_E M-N0Y$ZFZ9'F>P)D74'7'(A%F01!B'E(S':.:""]OP\/WYIH.B(9%5/C>HB!; M0[] 2]/!*+8\-=-S8[#HO+"MCI+_U.*"M%#\W 0%M_B@'4+N=) E)QSI("CTM2760)6M>ZR#;99PZ>"KO>KGGDTAHGE&61YAD$<-$4@^S2$3*RE)7-IX'C*2@ MN?#&D-_8Q8-^FB^;=#>;D:)&O#W+WW,>Q]PY?&H\)O;XG"9^7?)?;&COP>=S MFAV&3I^>\2PRXOYCSF2QG-/.>DVM?\@X#1.98!HDB6X9$V F@@3G-'>AE_LI M)8?5EO!C*PZ6KC=3QZ0#76:._WZP!W-,,$_1JY-]X?3= /2NYS0;Y>W!=IV M6 +6(%6]F56GWYXN96J0@KU_+0'>Y'OQJ<;"M@6G+277 XN<4).ZT*[^RA3E:>=S9CND5\YR[F MT]JO=6G]K]5\N;Y67YOZAM>_U'GV7R67\V?=)C";;]KYIR]R_:%I$"_8+D3@ M24Q)D&+B$8YIGA"<2\9DD@N9YD;U3>Y0&EFG5]@IL:QQVU4=0)KE.>&\@4DX M.3^M??2H9FN+(FIP1!V.JD=KCU;W?Q6BZ,- MY_1/GY >\.IM\+.DFT H2<=MOJA[O5+.5QOM82RV*"&Z7A=SMEE7?UFOT)_]0O%$B_52B98^O5;-)C^H3=[% MJCK5.KMER\]J>X&$.A!_S-??]=M+B5[TJ:D044\CUF38E=^EVG=!U_+?7'5K M=+E!_D2\[LMXYTNK*EOU/[-ZKD\FYB<2>__)>?W2.-*[:RT6I[M[7I9KHM*T,H*166@+>M^=MI?F\NZANWO4H]1EN)268'T01Z9!9P3RG,>>CCP M,W6.1D&&LYQ$.(B$#-,@]J,0YDQ[%V2-?!8WJ"BK5[MDQ6JQT#:R4C&U>Q;J MG7T7+#-U_;X+9$?T*W>*/O;*;+|5'^P%'2T.T71>M!>]#JF-^;!6Q#;M.M61 MTZ'W K44HX;DL49AO\]M=.4A?Q]$3>M^?Q\TG_+MOR_L[$[]7^E\^7E5EC?+ M.[J0ZJ+\.B=CEOE)'DHOQ2*+?4SRQ,,>B&.HRBG84I8[H.:;0Q"'/E\T["5 M"=S:S2]HK7A:ZIKW2G.!8N+NR// MF&Q'I]POD/"F/R7^MP\Q?MU&NEV9L[5;=G;^-Y#[(%Q[3M7EQB$E*/)QF M2:Q[ZQ[$T]3C&:BOBE[M[WKXJ1V2OLLBVS7/3B(11[ZVJ?) 6P02IU);5X$G AF$N4ACB.##41A;&^ABMDWRQ^E%G378FQN^;"QFVY#R#S6:J8ESFP?1Y7C7O&NQT=?QGS1":+[\&6UQ MZF2=CM*JP9XGCA2.!0*3;B%[!KU636>L!,.:^$=QM11-3/1U#/3#RS2LFP!CI91L:Y;.DF9)R]EF7]C]H9J0P_T>E$ZF=>XA/FX9A&ROX*(J'+ MGR-,XR",9)YY.?5@Y<]'H$ DRZK8>0OS9"O9WDZR2QT'[C2)!98'6&KF:UU-M]JM@2FC'HW':O/80Y:HJYPB$:,2MO3I-X4%W3\^@9+5]UL8I:Y^^TU"VKJ!*9 MY0<%9+[6P>ROH0+5K.P7*[MJUG M\,FH8ZO-^M,W:SV#"T?[M)ZSGIUAN VA[AHA7]_EX^5CE9GW(@@WCJ3(".G>"SNX[])JG&H.[X60,'-E$UM8J*97>B:.3#=;LL5L*4((=.1Z6@$K6F.0X"X2Z/\HD"KTP8SP(8+?&HW!&OS=64)QDIQWG M$_6CQ.LH5;?K5!>RBQBGJ1?B-/%BIO[@.4N4R6W8N=6>1ULS&MRM5?-'-G_K MYO!F9(M&8$3.F2G*L[\:F&9LP>D2]#HU\ )5(-WIQ%Z*'"G!XS FU7]]9+Y6M<_T/PUW_E^+/^]6M7.EDM4_+>_G7^A>%V_\Q]>R?>'UD6T5!W93KZB2^7Z';-M]YN]O%6=9[I.+U=KPSF:?6P8]K [X !,\$R)1W]H9%"%C2-W^"M5M[N4VM. MYLP>(*KK]QYZU$+\=+SC_O'AM^7377!LN< $\M<#8(JCAHOOYHX[_/;E]KHS MSAD@=B?)-Q \%Y0#1:-^Z#'$;8A",X$[N>IT(C=$V)[0#3YL>=&O0NGRL[K6 MR=MBON3S)[IH_0XS3AGEG$EUI2?]AI_JGMI<_12F89AP21CS(0YB(Z 3>8%;-ML.BI]:(I&[9.Q9%HH3%#]VT/K;-G4@G9XMV3>AT-4MOQ?6M-=[$[(/]O5&+UFGGWS^4:UA.RZGWQSYW M'QZ*2O35O6M95E5:6WNP1'>R>)ZK;UA/:0&4Z]>V#.GKF:HGJ'^Y7MO\A;.A>SE,FYSC1>BK:B)O)%0K,\PU(D'!,_9)CJDH2 IEF<*27.QS&R%KUKIYC M_K<0;>$"],)MAAHR?.)A>G#(W3:M(8\03!Q9U/N)TR@VPT3%GU4]2KEDZ\M.IT"ZL=]3]4,/&I= 76]Y*M'J4LI+Y_I?*%S->Y7G;'OWU<+M5Y9A[G\,(]% MQ#Q,64@P88F/61_*G-$@E"'/TE1XL_5J31=FOA8@?) RVF)A_(WJ&IYYAO6/HN)R, MXR1)0U^=@\Q3-PWA,\QD'&-?T88U1XH5K9:QZ"'^]>GRZY.L-72Q>]+WG]H+M3I.;!XZ>&BXWMO=GK^E6@TYUY4;/Y;\UG;0:G "MGPU9->SD'8%+,"4"8= (-M<5@@_79]F UA3-=U&4;T7HJEX*MVUXM.PX.V26S">*I]%T>PD2W38@E3K,@ MPH+QU&>:!1WD*ND$<@ACYDG"O7VG;HZ#%#CS,ICC"&C.SX3R"84+=@74QV%88M?.B?IL31N7X$P*1']VD"7Y_./4_"#^#?R_7RX>/Z:,'NY5*) ^JYN%Q9/!2\\ M\]"\>S/([54_RM.UZK]"[O>Z"/U5V;KYF0WG[O#I/2IC82+OD*>.@[O63+(ZM[.'0)COVK1G1-0#L%X$II+)8U_TVO\JGIDKLME@]%/3Q\]IY.H)ZOE&?H=^,&,';:KB@AUDU(!&?VC@AO[] 4;U*Q%W-MY,.TA2WEQH)O1EB?O:!6Z-@*ZF\[.1]8?!*!-B.PE5S#IRTBC)>/V%*HQ?LO F792G7Y2P28>SY"<5,AHD.]B28!,1'L^:AG_AA&C.(M!Z%>=A*O ;U P1P%#=5FS@$X+4]TD\ V6PCZ^C;W^SZ*1T_7"7E_O7_W6 M[O/7^;(W^,^KE=*_%9HLVO)NM1 S3G0L.5&< M2DCT[2HD0_HFZ$)@RHLSI+,"4 M)#DF^A*<H?U_R0ROXYLQW92N$_#/ M&!33B=]^4=QM OK4)[&?91+3,%%V7!HDZEH6,9SX+ ["Q!=1%H&GQ!P%-?:U MK-("'"VT9K;5E9)WUT,,L,SWMA@4PS5I3OY<+L0/K>"I,+VDN1\(M@H\.@^E_PR+TH5:1?TF^6<^?Y2\KI4!J;V5;7"-S+Q+"YARBDIYMK?F/DX MS!,>1(*E/#8OLNJ'-;(@^^!X"QU5X%$#'^#_'V"700S$'1-@@MQ#OTT@9(1 M@%"(,X;8!4/.8@PL,&)&:F]H9&")Z8(C9K3LA4<,7X$G?7U2%*BUOTJN,W!>_M/F[D_>KW^6I1?0@W^7^L'N4'W6:S>/E,?UP^KDUSOJ#KCJS"&G10BP\2FZI(M88N2=MAHI%"#%5)H7:"ZQ:AYDA>8F_U:;VQ&PM3:.#P$Y7+9,L,JE0L,:+), M+ELV=!.YK->PL)2VQ:%Y#.XCRG1/@Q]D-"=;N/#%.6A3A/=?EB&J0TM-+KCG%A_9'6R*\:N*A7^J&!";(C'#$P@,ZC$R;M8Y (,&W.(]7.G &2##-@ M3A/4:[0<>6TZ0^4TSGO&2<]CMB'KQ\=YW?;IT@5^%;WH6-?OJR6LO__E_]MV/L?,=!'WL<^,W>)(Z; -,YK?NR!=1G.']3-63S[-*2)]J#)!]&M(=?L4S' MXKS82/%U]4(7W3(F+Y$R2;T$IS3@NMF^$NPT]; 7BC2A(D_3,(4(]@DXHP>ZM-T*B53/[?4G7FX(NT ,M42&?Y5)9S&)>KHLYVU06\Q-]T?H2F-IU@H-FLNV M+S"Y;@"B+

<01:L(&B'*5(78"RK0I8_VD'N20#3QN)\1'&EB5MZO%G+_,1RI@SL76#(E^R2-8R7V(L4B
MIB%G7AH(QLU[REGC,;).Z"*FYZEBKML]SEO<*C61;V>VTRUZ_PYIUF;_"08^_MA&E8"],T>US5086]6>46K6K6WQ8QM,,,_='B!FJ&9\]?2,.\2?
ALV53/DM^N-M.N^=S9K^[GSVRT_8P>]L'NQW^3M_.7CLZ+X0ET6ADES"K<M'_5K;?*S\H>U&,1RUD>_M>(P&,L 9D3JV(F/,9$HQ]?P\R$+!A
0UY7.*W=B!WEK3;8OF*HNLDW>F:#*N MPU]2V6FK E%=DS OT+,FSW(0JI,],[L&OME.P-30KO_';K<;4,'Ul:EE] # M:K;H5DIU$:
[Z!2HS3^.,*J3'F,OJDIFN![@ZP>UM)KVZ9.O)D;!.@;B9<:%# MZ@_+^7]*<2W4 3S/Y]K%VR"J?4H*M7V$U> ^4%2]NB]6SPG]^4+_]E9;JKT^R
M6+_<;3A7$/+.T.FO]FUQ_7XDOH!UAJ$M9>\:TM!T<-M-@UY>O)7]2$H"JL[KJ(1M42B'96IH)A/5=%X@\1>F_R@=SW%"2=_GAN!R"\@X-
MH+,GK$R^:=")'+=,A^*838";?AZ&),M,C9'?YW0U:O5! MQ5:YZW(L>WV-=+6L34ZT+.;/5-=S7#[+@CY(G6.E'?*WQ9S+&1,>CT./ MJ@L=#3)9%C
L:XS2*4DP\W\,9C3A.DS#(PY118M8.M ?&R+]LAHH:L!?H0]7+J$: MM)FL]O&G7U4YHAJFH]P(-I9" Y)Z0HG][=K.43_LS)N^-2<11P.B6C$T>=3"
MM+CZJQ)CI7/KEA:W:DN;XN(TEH1(W?%/2#UE.6&8L4CB6-D30OA1Z*?F9L5I M.&.+X19PVWM&@P8W MA5S,=7I*H41CUV)?
W[8N%][7WK]X"]EUSO)5F#J0WW""@0ZFS-T>"#.I'PQ!# M4W4Z3E[]2.QTU0[_,7;3=CT;A[4'SOAB&(XZBUJH M;Q=$*#R6=)
(65^&A0P#31GQ.$G@0Q#G]D)W@[/K(D'4S?/E,VN!DD)SFB<8.Z'<2]20(0"=%O?6WWLI/312'&]D?54/N)G%"XW#.$(8E>/NRK7ZFJ*696=PSLX +NDF/'1
M3#K=/#S-%37SR3%3$8ISH@@)&=1D(9&0TTFQGMD-MI?5I6T"HO;\Z?:E$#S4*D*X$TVUCO\][QYMCHS.9X603!IIL;S?Q&-Z\&]<\=HT
MH^O^XE6[NEG,+3XCZRW3%F]\FW-MV&D#L^3][A\P#G=6=>+EJ>K$AJ3]F4,'[3??[Q?P1M6K;K^$MZA7'>N\+>+OB
M5/,]F:PCU9R"D#!ID]9U15+&5*5/]ZX05GWK;$=GX>-NPQ; M1AXAL/\@/8\VV#EWK!^9J[C#:3HLVX_M+35AW[%C).PW'#OZA%UTX6MM&GY2
M.+3E/G^2K[]_V)3KU:,LKI=\L:F@*9E5_R_NZ5\SXL59&F:9+JN.,/%]AK-_M4LR%3 C-.)$G5_5'AI? @Q='UERW]
4]E^A6%OFJ>*2*UVC7H^0"W9M]<(^3/7PU_M/(MBF%HZ0NP8U4^]5%G=%0]7F^RZ>)*0[HWQ]$.6=9Q'BE(8OR&"=IQ#"ALSS(^"/,&SI7S0
M.37W@%+/Z4@P$IBL%I@#0LRS3EJP50.=4N,.S0&?P(3WPMPRM2=-TQ8' <9"2-IU)E ,[(AN(V7M@!:U6K<(I- M9@K; ?&6D7,
W=,SYTY0Y7CXW&LH;S)Y[@2II\,.G7K<3E0K56#8;W8F_923 MD*58AC)6!F)57YXD.*I!]X."B3*(-MC6;R/19S8$)_T^0X*10N#MMLE]L^V]M6W/IA?>
\U<41%17NU(,-4QSI#!#H M216)#5->:Q>K->Q4SF>EQF[R#X44_4GRG72P4OC9_IE512K'_/EPP?ZI'ZS M?
IG1E"5)FC/,BC_+J[_XXN%WNOCZ5*S5_>9N_A8O.@+5+E>WK-%_MTRS&T"<-7WED'=)X*ZIKGC+,Q9^;2ICEX=\M5ALY_S^&3E;;<-
YD[WIX577_]&:O863^M M::4[/:Z5M;6UE;_(]7;8,>-)%C,N,8_S4'OB0YPE0F)&,AEG$?5\";IHF0 = M.[S6O2#(%C[ZJ=S=*61SIWBLK,R?
#;,P08PULX%O;U2Z M1XO!\&VPU0,AVI&U8P1R4BL'PH37U@WH73OE<54J:GY\5*=..5_/>)H$?JAT M@XQ2B4D>I#C+
H(3YH6>)D*+F#MU;_61U4$#I:Q'P>Y<6D"_RSY#S*3;FDR@ M&5&!00T<=W)Z%'U'
KF_]J22=Y2LUR)V_""X#>'CLQ#E37&S_EY<%6P)>U_O:!O@TZKX\%R(?Q2P*X,#4&.+XK8OD1+%,M9Y M18NELG)+=$OGU9S@?
9MXN5K7#_Z8E]H(SA>2-U9PGI;Z6NH? MDI[V!HZR3<-WCXEW"'*9%IMX-$Y)(D.6P4S6[QL;TM4@6#0_5 M_*&39SI'Z%=,YU('M%7,";,8,'-
(P1FC93J+33Q3YI",PV$R1YZQ![GX*G7S M_*VU[W0_MF^ZK]'7NV]ZUOI'60\;V/WBH_I%<]:%OT=8*@B6,M5#R66*611& MF/II'.:A\
(5'9TNY[A>L"M8>*WPPE5L%$%/VD\?]YNB:WJ.W_7J,' M&6MGR_Z4RB050MW'?/4'\62DE%K*,>=)G#//V+??,+/F!M@KP$[6Z#Y+51^ M5WT#ZP9<$S
ZRR4//:KA)!(1)CIEE7H\Q4$B,NX1$F -T=I++[0[M[6(9446ZCY.0Z9Y">8;3.)#8I\R7U-EHYX0$F-(C552P.<"0B/>S$IUE@ M-'F@!\;8
>X&*JK!UG'."K!Y^.84=X:C. YHAHF\!;F@H,X 05:QG5-K3A;B M&2"J&^D9>M3N^*XG@=VI2V!EX6XS%F,>1P'U(^Q%GL0D(3'.?#W=-:3"]SD/
M\P"4"GH"SL@$V RX5VX{UR6 $L@&G[0#$DZ6$!!F?0<'2#U MJ;$Y]+AM.L.E$+I&M/G/Y_E2^C.6)2R* ZH3&2@F'F689DF$DSBF]<K.O(ACJTZ< M(-
%#V&&F1-_#YW6=<-(4FS[-UW3Q6=)2WK#%_*%V#<<=*B+V,)#A->())E'), M?]K&V":RV)ZP6YX M >T,+WC9C2ZH=W6'0?OV'N-SVG&GD!$1?I.F(^-
OP*G^)1- =F?6!3.6^DD0 M2P_SR,^461=I T]X./3BA'I9P%)B-$JY%\I;FG7W/U;GFW7!&68=B'I'9ET? MX4[,NF 4LRYX>
[,N@)AUP9EFW4?)UKO>95_HH_RX>J3SY8SPU,I8EN$H]I0Q ME@MEA^5QC*,\S!(OD:&?@3PCIP"-[9U48#OM!B^0AHS^J&%#IY^?XI69'>2" M T!?
I1WQ\ GI Y2Y&I9^"LRT<],'B#T8H3[TO*7@MJ5+5:AS6>62S0C) X^Q M%,Q-,*8 ^1!\+7]^P9/?V:00P=V[F=#Y#'J4ASFN$L#/6\
M"2_$F4QS=6YRSPM8":!8D4K!FYD8:Q+(FDS=4+6,]UMFO>=YI>9G+KC DQB M:P:T8S?VA@T.#9>PZ[XW2*/+?GNC@4W?86^0*,]]8;?@I>O?
U)TK)927Y^? M9?%RO13ZT#:M2#_^]LARJD&8%WZ?(+!?$MW0!I.^!AY] >IA44)K] U=H%Z: M0674_61954:?6'*R8N=^ACHWRUKRP-/6I0A_#9?
SA\WCXT@?M7.(UT#OZ1*V_M! MRDD@*%%;VJ+Y5Q@&F8>]A("0DR*@GLC RKCSH_32RO#60$6_Z)>KI>BO$&_^"
M)/H^7O7+HTL.P*2R);YM%EF!11_<$@\H&G#$!"<#EAY[/PQ$2UW4.5\J6X*] M5"\4\GFU>-8][WC=C#-
O.C>ZFL)DP)W>NH*^]Z'&:.5&R4(ND!E9>"\?'H!JU!*232D6,<1:S"#5D.?NA($- M,R%_8>KB\ZDVN5OL4(->%?!J^0SHG>V>WP"S:4*^VYE6X_,?
9DDY8EBOM74N MC.DL,D?GU\7;_8]7TG(BB)!%A2##+4W7*.M9.H:2VDD<9++,&:^^AEPRI#ACWRP-$!;6\DXC\&6FP8GQ;@\@AT.]8P[MC_C
M;H?.!3KDGTT_% M&0LKM1V6H9>$]G+&NRO&MN=%?F]?=L(2?6N:]XOU[96%&@IPG.$QD@$G]10MFF#?]XF,I4?":#MF%1"! M.P;+2!CVYZ%:A-
\L*O!/;#M!^'"@[7R:8=+71R[Z0\-VU+&XGS"K4-N))2<+ MM?63U VU#3SYWD:8*RWPK,YN*9J6NH2%@<]3AKU YVJG:8Y93 E.?1)F*:.Y
M1_/94W7,WZUI,= '=7+\(=+SF@KS0/QJB6N@%XC)A_E2]Q+73HP772;^#@>: MO]YDF?H\CTB&I4\(5]9LHIO<,ISG<:P;2"OK-
FXV^6II:$"]XRUN:,#:8+D4 M>FOKE?X5-M?, ^GN7VV5S.Y]B4OV6I MGK;W?:!_ >_03ZUWC_7S*C_L1V3#>A M_A0'<%/_NK8:
[PNJY_@IW+1+]WHM'X=ZN?2_/)ZF:&"B!FA7093HCRH$46'@ MR/X=)M'*!NY9=C(!>)BTKBUL\/1Y=>J=0>ZWQ>K3JGBD[6B76UFT@C+GLSRF
M<>P"F8!X;IA&\?.RY3MPR)&C3)3JMCPJC%3$-:3 MD>>\,ES$:K&@1?U0]5N@#0/ENIDLB8O87IB6PC>0:6:RXXJ;#IC@Q0'*X0N
M4(62^^IN*#,&J61I^ "])@[U$;6<'J0+"U> M]%5,9U3J?D2;>K)#BX[^U:WQE(<1]N:_61T-SW70K?6@+@QO]P'0 M<-S1=>D<[HUZ'[)"[!U<>,YAJ-F-
YBP(\"O+S69=KI6VT&;HP\/ZJB@T,I>/ M:], Q<'8W%YY)]:+46:;; MQ\U"9VWH,=.%Y/.F_9?ZVT+6/RI5HG;C/YM?Z)6O'Y_HO'AT6AELQ6EW4^0! ML*
<>)PJGRY&Y\A:+P,V.6[E2ILN&+A8O>K(PT,8X_0;8.N?]!K50ZW'(9YD4 M)S@P;$^<3SQ,HYQ'-\A\Z"?-RG8XL>1DAD,_25VK8>#)=]"GM'X?[/Z"<[WY
ML;KZZC5F-(@"GGDY9I0%F*0LURU+"4X]3W#I!9()D--E4NS'SJ%JH*&G&EQU-M/)[72V3;S87YJ-_=EEDZN,T[G9;6YTJK'?-3MLB\;W6*=LOHZ'JG79 -=V,
M]]@,=1#W?]V^J*;,,F]+5&,D+&J1#AQ@OQ9TJ:XAU\MZ*(;Z^QR:;T", O0,G1.'RS*S4RYY^C"B,X\;V518#EI]LH M@M.X5TED\;I%O8+X\WY573?^FI?
&=0C=E\8VG<6?F[*JX4?KU=[M\]\;U0=[M5 Y?LZT)A&FMT[2A/S1D5Y4&QZBQ*S#86VFZNH)C!.R5$QQ]P-;1+I_4%;RI M]5$F3]U=KS*$VDZ-
B4PS*G*)(QXS96NP$+.0>Y@QGZ:2>S[E1E/# 3!'=ZI7 M&&POH]4U9J6Q@'K7A[EGZE-WRA.@/=&PHX%>:-I@%DA,$+/2P"]SOS9PQ G
M]F(;L ^#0=VW^JGVW]WMU M>94%_ETZI8SSS")/$(@1.I=),<%IQ @.F&3] MG_PX3\$-KUX#&5GRMZV@=G:!1#1C>]>J
/_VB[HIJF&Q;$&S5_>H4166*?(.M8&Z^2S]B+XMPTMU%>^>&F^L%2(V-=-I@5E.M\U<\S%[PR2+:7/F%HKX3M:KUX#R1]WK-R47O!%''
M),_4HW8V\2G!9 M9:G-4DXEXUFB)-4+!#\<,U\P'$01]V7(8QI&$,O9&68C"[G&$U6(H@:KIBW= M%K/*QNSBUJ2(B>SN-LJ,S/]338
IG)VO# ^+W6"+WCEK'-G]JO":[';@G)VO M[Q#N =C.AVN;]5:Z6RU=)_+/HHCY:1#YF 6A4IY>0G6P/<-$QEF8L2@.J5'+ M\'% (^O"&O2N:78+O*E7@
Z).\&L8=O'%0M@VLB6>HM)&] M@H!R%CG$-2)0!Z(%L_O%?R3>V?D:&S3038ZVB* **+K<^AU;9.I?C,8V2/QR M+//99AC!=LA$8S+3A1'\\$[3BA'%-
&TKWHYI6*]A=6[_*-=43)MIRU29&'T09 M#RD),:UZHLO,QZFZ=N(T\+-$YEE DQQR!ST.9F0C]@6Z+;>&71-/L,;LSG<^ MP3 ->4#KH_H)?
7TG&GC:5B[+=3'7+?H_T/*[DGS]M'UV\DP76C?,TBSU?)Y&F/),26B,Z3!.0E&@(XNJRVX%'5 MTU-
;/I4/QQPBFE*9!F&7J/#9*=1H1QY&EOT7T8CO2[JF&JY#63H['A@"D1&:M24#/ M59Q'_8K75.A:95U8NVKJ@!KC"[3;Q!9K M=+-$%=Y-
6$X_W&Q74P>MRZDOZW+J3DUT._,O(>'M=\]RT-';[.(9\X_>=#?M MYR.YY[/QV"2'H-]FFI)WITIR1BH$8?(.@C'[R_;'LR6C63
MAC%2L8^Q/&68!+Y4=@XAF,49PWF2A7$;*#,H(S.U$EN].2N[6!@SL\M&TQ]= MAJ=HU6D7U&V#.0'+S7P4HI$19E"T:* &CZ,'M;,R.E10!Q?G#2^MF.#
(FP&# M/:EKPXHMK_T<=HO G1YWZ_]S6_";XKXLKLKU_+$R@>IF*KOVB(9.$).U1M;. M=VL%0UE2VBNP*M#]W5>T0Z5I-63N&#%BSK"CQ#5?
8#K"A"7H#Z.S>P47T*WY;S=?GU[EOCYZ,Q)2(7!/N">,K$2%/,@L3' M899R(8*0B83#3(Q>>*:,%!T?2OWE5_#13PH#J,'0SSAH,.,9EA',@ZY,$]@
MTH!,YX&,8[#>*(K10_;1$$;?2W:R?KWDA:2E_"CK_UXO*QC?5PNU1ED/FOBZ M6BP^K0K=M'66\R#@L4@Q\76I6)[DF&4>Q4F4Q!&/O,B'91T
X8]L#;38H)]: M:'[6_2FZ*/T_[2"9/S1:J,$+F-X.Y;J9ZAB1ES!E,@(;P0K&DAF.5 X4^]1* MR)(UK]62[3+P.|?57Y)OUO-G^8&NY<.J>(&T>3CZ\LAZ9 L3M4
!;1Z.4SM\ M:SB;4)B0']+HM-U#+S56]O_Q%2(TL5EU$!Q/"M[^DNXDCZM<=;_'|-H=;9Q >?9L-@;F=O;VXR9'&$K5H=A*E MMRG2Q_H@H@]OOQ^ @.?;
[(M=D'/*_8&%,]USL3>$Z1#<=&%+]SS:"U6.L+SE M]/+RPV)5ON5'MW\<5[RZZ7X0A^-NIP,K3'R8:1! ">6GR)VV*9T12=0QU=0
M40567QSOYX]2]Q;K!IEK#-0O-E5W/X6*^]J$ABY0+U_@,\T'B+:;?;'Y]X6GG MFP^0=S#E?.AY"[/T1O/F;_Y'O8%R*=KBC2CR?!*DON)9@(FN
L\@5._)C% M>.#3?"&+]O8\2T+?%R+U M,8\27RF4),649AR3,$^RP,L"EAHE%YU8?VQ74EUH7X'<>EJ@S07V&=*O2AR0
M"70D@2BT;"!PE(XS^@;LKS=QNX"CQ!QV'3C^F%V,Z+-,2 CBU8-LJQ2W"NHL"#.4;:816K. M)18F8#4T368-;X1P;A!]CD(J1T%,&C?I(_)U<*3W6?
B=]559G\/K"X>EP1A!E./9$C DGRD]DG&]A5(&29P&PDCD M>F",+'1WS7TDL+IXGF"+P<75?&)AXG:$3IN+YPF" 1?/\PFWNWA"-AIV\>RG MJ/?
B>>+5Z2Z>_;CO73P"CVE5+I_JQ^^I__I?T7]0>CI?R?_^7_!U!+ P04 M " SA6=9<-8O"/>K #0& @_%0 &-I=FDM,C R-# Y,S!?<')E+GAM
M,.R]67=;R7(N^,Y?47WZM>-4SH.7[;M8%%6'URI1)EEENU^P+,?_[+E_G\ZS_^_/,? M?
_[YU^]^.OKK9/KY9T8(__GFM_]R_>O?'_W^GWSQV]1:^_/BI[>_.AL^]8OX M6/KS?_SVX2Q\21<.AN/9W(U#>><%L^(^SQ8(-MX-Q(<7_YA?
09TKXOS"R%OWZ>?/L9'_QS84GY8L&;!5|>O>Z*/!O1?;3 MS_%W!YP'DBF5D(,/(}WX*/(0+P-EGN],I<]D:W\MOM4+\OU8!^FDQCF[J
MN7F=FX9[,GX,XNO?^/FKF^*#(!P9CN+-O\[3R44-6@B!2 M@V$N@291.VXX5Y%4$?Z#%Z^%]8^#G;A9R.0^)2FPTD\&L=W>"@/A/62:Z>! MV8
,R4&"%<8!#0S91(4V,E4!Q+W7K@4'WCX)8N$8\L"75.AP=O7@L2HGU([,31GE%Q-)X/YS_>#T?I MX^6%3]-!\E)1Q340QABJM^#!F4
@&Y5=E(0PHW9"P\,WKH4"V2X*=N)@$}(_M39^'A0GC^4=WD0;.NZP3]Z!2$DB_8&'"*S;-D3(E]HAR+%1!P_ZUKH4"UCH(=_M.-
D$$H[1N9^B"ELP_@SYGPXGE^/Y[,?A).)RDN.1^P3&,G2R-:-@62P^-['2 M&^E%J@&,9XE8"R>Z=9S4XW,3L#EWWX\CLF^8AU=1BVM-J(*5/"6TC8-
!4UE% M-)H#'HO94&.28'@RF@] 6?'ZM:\B6H=*#=XV 9*#&%$L^N_/@S'B0X8#U1% MK4 ;ATCW2H+/ K]-3%NC8K)JM\#$RE>O!0[.CAVY6FCP&
#XY2-)&?P"?6@ MH#J)8H"SY$KX@+S<3>?9.6KQMM?D=>'C,V8VA(R#O'+D^GYY_,Q@!@764@&
M@LP6/2M!P+O(@='$+;4J$UG#.WGTXO50T7!4LP9#6\+$PF@ZF7Z;3KX-QP%M MIF!80$&"\A;7@=2!->A\TUA.2>VH"Q5/D@=O7P\=#
<O!H./99B;T]@Z-H MO8-I<@NZ63 B,HHG($NVN.86K"86I$^XDA!)DG(G."R_;3T -!SIW)IU/8N\ MW**//GV9C&]B<^4XDXQ%")PX9$# XTZI ,(XQ[.1-L?
=/-*';UQ/[V'-W=B M8<_B/TOAC-* R!BU% B:0$T+B>69YUI"L9L0A"[S>S7Q\^,;U MQ-]P7',G%O8L_O.I*YE*9S\N_&0T4$Y&M&L)ON%
Y?;,<V33'WT/7]SXL%_2Z]\Y1#9#$+]IV7 MR5?9^.%O7O\#*4<@=V9E$^[X>6TL.OJ;K9 &F5P.1MHKS/U28+W#*.LQB%R[Z7KX:#Y:.,/VC&P "N!T<7:?H9C[Q?
IY,_YU\.]Q=?W?C'@(=@54)E9K(I^<)XZ%E/\ ]-I6=H0AM; MX\1Y\N7KX:+Y,./NC&T"\V=?TFAT0[TP-DMAI6D2@8(PRH)SPD#2*LQ@4 '2 M&IDSR^]<#PT-QQQW9&,3($#"+TJ"SR3\U]D7Y-OLY')>;GV*9SV(+-%D*<%3
M3R%CHE!@B+/H6"-C) D&_ZKA@#Q#PWH@:3@Z69G-;8 &.3=UH^-Q3-__-2'J M742=0SRP2-%4]KQD$?(D08A1(A9QAJVYH/7K@>-AB.7NS.S9S0<7*10+/GE M[T?N\R!P'ESTZ$YGA8:R.Q2\2
0X52'A$;)ENUU8W7Q=+H)9/$P^QN+

srt:MinimumMembersrt:OfficerMemberus-gaap:PerformanceSharesMembercivi:LTIPMember 2024-01-012024-09-30 0001509589 srt:MaximumMembersrt:OfficerMemberus-gaap:PerformanceSharesMembercivi:LTIPMember 2024-01-012024-09-30 0001509589 srt:OfficerMembercivi:PerformanceSharesGrantedPriorToFiscal2023Membercivi:LTIPMember 2024-01-012024-09-30 0001509589 srt:OfficerMemberus-gaap:PerformanceSharesMembercivi:LTIPMember 2024-01-012024-09-30 0001509589 srt:OfficerMemberus-gaap:PerformanceSharesMembercivi:LTIPMember 2023-12-31 0001509589 srt:OfficerMemberus-gaap:PerformanceSharesMembercivi:LTIPMember 2024-09-30 0001509589 srt:OfficerMembercivi:PerformanceSharesGrantedInFiscal2021Membercivi:ExtractionEquityPlanMember 2024-01-012024-09-30 0001509589 srt:OfficerMembercivi:PerformanceSharesGrantedInFiscal2021Membercivi:LTIPMember 2024-01-012024-09-30 0001509589 us-gaap:FairValueInputsLevel2Memberus-gaap:EstimateOfFairValueFairValueDisclosureMember 2024-09-30 0001509589 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Filerfalsefalsefalse9651406547075000112479700054907400050596100020120200024722800094312000351920000163164000679550006807000095961800021444120001631096600012738568000375161300020.010.012500000025000000000.010.012250000002250000009709102197091021937749019377490150370005004000525527800049644500001408162000121186700066684770006181321000150077930001409715066100048927000-120574000117760000764670003424430009266900000-1430000-254000092330001728800017571000343560004250200-209840000-277375000-179141000389112000169358000882934000625558000933090002968600019532100013913800029580300029580300013967200013967200068761300068761300048142000048142000003.021.576.915.753.011.566120574000-5712000-449070003892700057060000-1430000-254000187395000138972000300000040900039854900086173000200715800013955720009059060003650491000243440006097500016321070007821190001632800005764000391800058640000-200000037800002400185000-449686300016500000001120000000160000000047000000002666250000650900042909000446213000511031000269861000320398000100004580001164100013302000249900004830006867130002428585000-1079740000-672706000112681500076813400047075000954280002000000.01900000100000100000100000100000SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Description of Operations When we use the terms “Civitas,” the “Company,” “we,” “us,” or “our,” we are referring to Civitas Resources, Inc. and its consolidated subsidiaries unless the context otherwise requires. Civitas is an independent exploration and production company focused on the acquisition, development, and production of crude oil and associated liquids-rich natural gas in the DJ Basin in Colorado and the Permian Basin in Texas and New Mexico. Basis of Presentation The accompanying unaudited condensed consolidated financial statements include the accounts of Civitas and have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information, the instructions to Quarterly Report on Form 10-Q, and Regulation S-X. Accordingly, pursuant to such rules and regulations, certain notes and other financial information included in audited financial statements have been condensed or omitted. In the opinion of management, all adjustments, consisting of normal recurring adjustments considered necessary for a fair presentation of interim financial information, have been included. All significant intercompany balances and transactions have been eliminated in consolidation. The December 31, 2023 unaudited condensed consolidated balance sheet data has been derived from the audited consolidated financial statements contained in our 2023 Form 10-K, but does not include all disclosures, including notes required by GAAP. As such, this Quarterly Report on Form 10-Q should be read in conjunction with the audited consolidated financial statements and related notes included in our 2023 Form 10-K. In connection with the preparation of the unaudited condensed consolidated financial statements, we evaluated events subsequent to the balance sheet date of September 30, 2024 through the filing date of this Quarterly Report on Form 10-Q. The results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the full year or any other future period. Additionally, certain insignificant prior period amounts have been reclassified to conform to current period presentation in the accompanying unaudited condensed consolidated financial statements. Such reclassifications did not have a material impact on prior period consolidated financial statements. Significant Accounting Policies The significant accounting policies followed by us are set forth in Note 1 - Summary of Significant Accounting Policies in the 2023 Form 10-K and are supplemented by the notes to the unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q. Recently Issued and Adopted Accounting Standards <span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:120%">In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07"). ASU 2023-07 was issued to improve the disclosures about a public entity's reportable segments and to provide additional, more detailed information about a reportable segment's expenses. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The guidance is to be applied on a retrospective basis to all prior periods presented in the financial statements. We are within the scope of this ASU and are evaluating the impact of this ASU on our consolidated financial statement disclosures. In December 2023, the FASB issued ASU No. 2023-09, Improvements to Income Tax Disclosures ("ASU 2023-09"). ASU 2023-09 is intended to enhance income tax disclosures by requiring disclosure of items such as the disaggregation of the income tax rate reconciliation as well as information regarding income taxes paid. This ASU is effective for annual reporting periods beginning after December 15, 2024, and early adoption is permitted. ASU 2023-07 should be applied on a prospective basis, and retrospective application is permitted. We are evaluating the impact that ASC 2023-09 will have on the consolidated financial statements and our plan for adoption, including the adoption date and transition method. In March 2024, the SEC adopted rules intended to enhance and standardize climate-related disclosures in registration statements and annual reports. The new rules will require disclosure of material climate-related risks, including disclosure of boards of directors' oversight and risk management activities, the material impacts of these risks to us and the quantification of material impacts to us as a result of severe weather events and other natural conditions. The rules also require disclosure of material greenhouse gas emissions and any material climate-related targets and goals. The new rules were to be effective for annual reporting periods beginning in fiscal year 2025, except for the greenhouse gas emissions disclosures which were to be effective for annual reporting periods beginning in fiscal year 2026, though the new rules were voluntarily stayed by the SEC on April 4, 2024 pending completion of the judicial review of consolidated challenges to the new rules by the Court of Appeals for the Eighth Circuit. We are currently evaluating the impact of these new rules. As of the filing of this Quarterly Report, we have not elected to early adopt ASU 2023-07 or ASU 2023-09. There are no other accounting standards applicable that would have a material effect on our financial statements and disclosures that have been issued but not yet adopted as of September 30, 2024, and through the filing date of this Quarterly Report on Form 10-Q. Basis of Presentation The accompanying unaudited condensed consolidated financial statements include the accounts of Civitas and have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information, the instructions to Quarterly Report on Form 10-Q, and Regulation S-X. Accordingly, pursuant to such rules and regulations, certain notes and other financial information included in audited financial statements have been condensed or omitted. In the opinion of management, all adjustments, consisting of normal recurring adjustments considered necessary for a fair presentation of interim financial information, have been included. All significant intercompany balances and transactions have been eliminated in consolidation. The December 31, 2023 unaudited condensed consolidated balance sheet data has been derived from the audited consolidated financial statements contained in our 2023 Form 10-K, but does not include all disclosures, including notes required by GAAP. As such, this Quarterly Report on Form 10-Q should be read in conjunction with the audited consolidated financial statements and related notes included in our 2023 Form 10-K. In connection with the preparation of the unaudited condensed consolidated financial statements, we evaluated events subsequent to the balance sheet date of September 30, 2024 through the filing date of this Quarterly Report on Form 10-Q. The results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the full year or any other future period. Additionally, certain insignificant prior period amounts have been reclassified to conform to current period presentation in the accompanying unaudited condensed consolidated financial statements. Such reclassifications did not have a material impact on prior period consolidated financial statements. Recently Issued and Adopted Accounting Standards In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07"). ASU 2023-07 was issued to improve the disclosures about a public entity's reportable segments and to provide additional, more detailed information about a reportable segment's expenses. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The guidance is to be applied on a retrospective basis to all prior periods presented in the financial statements. We are within the scope of this ASU and are evaluating the impact of this ASU on our consolidated financial statement disclosures. In December 2023, the FASB issued ASU No. 2023-09, Improvements to Income Tax Disclosures ("ASU 2023-09"). ASU 2023-09 is intended to enhance income tax disclosures by requiring disclosure of items such as the disaggregation of the income tax rate reconciliation as well as information regarding income taxes paid. This ASU is effective for annual reporting periods beginning after December 15, 2024, and early adoption is permitted. ASU 2023-07 should be applied on a prospective basis, and retrospective application is permitted. We are evaluating the impact that ASC 2023-09 will have on the consolidated financial statements and our plan for adoption, including the adoption date and transition method. In March 2024, the SEC adopted rules intended to enhance and standardize climate-related disclosures in registration statements and annual reports. The new rules will require disclosure of material climate-related risks, including disclosure of boards of directors' oversight and risk management activities, the material impacts of these risks to us and the quantification of material impacts to us as a result of severe weather events and other natural conditions. The rules also require disclosure of material greenhouse gas emissions and any material climate-related targets and goals. The new rules were to be effective for annual reporting periods beginning in fiscal year 2025, except for the greenhouse gas emissions disclosures which were to be effective for annual reporting periods beginning in fiscal year 2026, though the new rules were voluntarily stayed by the SEC on April 4, 2024 pending completion of the judicial review of consolidated challenges to the new rules by the Court of Appeals for the Eighth Circuit. We are currently evaluating the impact of these new rules. As of the filing of this Quarterly Report, we have not elected to early adopt ASU 2023-07 or ASU 2023-09. There are no other accounting standards applicable that would have a material effect on our financial statements and disclosures that have been issued but not yet adopted as of September 30, 2024, and through the filing date of this Quarterly Report on Form 10-Q.ACQUISITIONS AND DIVESTITURES All mergers and acquisitions disclosed below are accounted for under the acquisition method of accounting for business combinations under ASC Topic 805, Business Combinations. Accordingly, we conducted assessments of the net assets acquired and recognized amounts for identifiable assets acquired and liabilities assumed at their estimated acquisition date fair values, while transaction and integration costs associated with the acquisition were expensed as incurred. The fair value measurements of assets acquired, and liabilities assumed were based on inputs that are not observable in the market, and therefore represent Level 3 inputs. The fair values of crude oil and natural gas properties were measured using valuation techniques that converted future cash flows to a single discounted amount. Significant inputs to the valuation of the crude oil and natural gas properties included estimates of reserves, future operating and development costs, future commodity prices, estimated future cash flows, reserve adjustment factors, and a market-based weighted-average cost of capital. These inputs required significant judgments and estimates by management at the time of the valuation. Vencer Acquisition On January 2, 2024, we completed the acquisition of certain crude oil and natural gas assets from Vencer Energy, LLC ("Vencer") for adjusted aggregate consideration of approximately $2.0 billion, inclusive of customary post-closing adjustments and $550 million in cash to be paid on or before January 3, 2025 (the "Vencer Acquisition"). In connection with and upon execution of the Vencer purchase and sale agreement, we deposited cash of $161.3 million with an escrow agent. This deposit, along with interest accrued thereon, was credited against the cash payable at closing. The following tables present the consideration transferred and preliminary purchase price allocation of the assets acquired and the liabilities assumed in the Vencer Acquisition:</div><div style="margin-top:3pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.200%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.520%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Consideration (in thousands, except shares and per share amount)</div></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash consideration</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">996,420 </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"> Deferred acquisition consideration(1)(3) </td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">532,284 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Shares of common stock issued</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,181,527 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Closing price per share(2)</div></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">68.08 </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"> Equity consideration(4) </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">488,918 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total consideration</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">2,017,622 </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)Based on discounted fixed and determinable future payments of cash. (2)Based on the closing stock price of Civitas common stock on January 2, 2024. <div style="margin-top:3pt;padding-

left:18pt;text-indent:-18pt">(3)Amounts represent non-cash investing activities until such time payments are made, as applicable. Refer to Note 5 - Debt for additional information. (4)Amounts represent non-cash financing activities. <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.280%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.520%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Preliminary Purchase Price Allocation (in thousands)</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">Assets Acquired</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">Proved properties</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,855,909 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Unproved properties</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">231,627 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Other property and equipment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">666 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Right-of-use assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,049 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total assets acquired</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,092,251 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities Assumed</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">Accounts payable and accrued expenses</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">2,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Crude oil and natural gas revenue distribution payable</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,423 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Asset retirement obligations</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40,157 </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">Lease liability</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,049 </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">Total liabilities assumed</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74,629 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Net assets acquired</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">2,017,622 </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> Through September 30, 2024, there have been immaterial adjustments made to the allocation presented in the Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, filed with the SEC on May 2, 2024. The purchase price allocation for the Vencer Acquisition is preliminary, and we continue to assess the fair values of certain of the Vencer assets acquired and liabilities assumed. We expect to finalize the purchase price allocation as soon as practicable, which will not extend beyond the one-year measurement period. Hibernia Acquisition On August 2, 2023, we acquired all of the issued and outstanding equity ownership interests of Hibernia Energy III, LLC ("HE3") and Hibernia Energy III-B, LLC ("HE3-B", and together with HE3, "Hibernia") for aggregate consideration of approximately $2.2 billion in cash, inclusive of customary post-closing adjustments (the "Hibernia Acquisition"). The following table presents the final purchase price allocation of the assets acquired and the liabilities assumed in the Hibernia Acquisition:</div><div style="margin-top:9pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.280%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.520%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Final Purchase Price Allocation (in thousands)</div></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets Acquired</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">30,671 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Accounts receivable - crude oil and natural gas sales</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">86,262 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Accounts receivable - joint interest and other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,463 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Proved properties</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,150,872 </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">Unproved properties</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">115,802 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Other property and equipment</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">520 </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">Right-of-use assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30,393 </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">Total assets acquired</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,418,983 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities Assumed</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Accounts payable and accrued expenses</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">110,022 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Production taxes payable</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,320 </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">Crude oil and natural gas revenue distribution payable</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">75,267 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Asset retirement obligations</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,299 </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">Lease liability</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30,393 </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">Total liabilities assumed</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">234,301 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Net assets acquired</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">2,184,682 </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 purchase price allocation for the Hibernia Acquisition was finalized as of the third quarter of 2024 with immaterial adjustments made to the allocation presented in the Quarterly Report on Form 10-Q for the quarter ended September 30, 2023, filed with the SEC on November 7, 2023. Tap Rock Acquisition On August 2, 2023, we acquired all of the issued and outstanding equity ownership interests of Tap Rock AcquisitionCo, LLC ("Tap Rock AcquisitionCo"), Tap Rock Resources II, LLC ("Tap Rock Resources II"), and Tap Rock NM10 Holdings, LLC ("Tap Rock NM10" and, together with Tap Rock AcquisitionCo and Tap Rock NM10, "Tap Rock") for aggregate consideration of approximately $2.5 billion, inclusive of customary post-closing adjustments (the "Tap Rock Acquisition"). The following tables present the consideration transferred and final purchase price allocation of the assets acquired and the liabilities assumed in the Tap Rock Acquisition:</div><div style="margin-top:3pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.280%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.520%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Consideration (in thousands, except shares and per share amount)</div></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash consideration</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,502,880 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Shares of common stock issued</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,538,472 </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"> Closing price per share(1) </td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">73.14 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Equity consideration</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">990,204 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total consideration</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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,493,084 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>_____</div><div style="margin-top:3pt;padding-left:18pt;text-indent:-18pt">(1)Based on the closing stock price of Civitas common stock on August 2, 2023.</div><div style="margin-bottom:9pt;margin-top:9pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.280%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.520%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Final Purchase Price Allocation (in thousands)</div></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets Acquired</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">6,543 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Accounts receivable - crude oil and natural gas sales</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">105,509 </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">Accounts receivable - joint interest and other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30,415 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Prepaid expenses and other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,930 </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">Proved properties</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,334,678 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Unproved properties</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">300,859 </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">Other property and equipment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,827 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Right-of-use assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">626 </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">Total assets acquired</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,809,387 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities Assumed</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Accounts payable and accrued expenses</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">157,606 </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">Production taxes payable</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,692 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Crude oil and natural gas revenue distribution payable</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">68,094 </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">Ad valorem taxes</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,407 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Asset

retirement obligations</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,612 </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">Lease liability</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">626 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Deferred revenue</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">50,266 </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">Total liabilities assumed</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">316,303 </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 2px 7pt;text-align:left;vertical-align:bottom">Net assets acquired</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">2,493,084 </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> The purchase price allocation for the Tap Rock Acquisition was finalized as of the third quarter of 2024 with immaterial adjustments made to the allocation presented in the Quarterly Report on Form 10-Q for the quarter ended September 30, 2023, filed with the SEC on November 7, 2023. Revenue and earnings of the acquiree The results of operations for the Vencer Acquisition since the closing date have been included on our unaudited condensed consolidated financial statements for the three and nine months ended September 30, 2024. The amount of revenue of Vencer included in our accompanying unaudited condensed consolidated statements of operations ("statements of operations") was approximately $186.9 million and $584.9 million during the three and nine months ended September 30, 2024, respectively. We determined that disclosing the amount of Vencer-related net income included in the accompanying statements of operations is impracticable as the operations from the acquisition were integrated into our operations from the date of the acquisition.</div><div style="margin-top:9pt">Supplemental pro forma financial information</div><div style="margin-top:9pt;text-indent:36pt">The results of operations for the Vencer, Hibernia, and Tap Rock acquisitions since their respective closing dates have been included in our unaudited condensed consolidated financial statements and therefore do not require pro forma disclosure for the three and nine months ended September 30, 2024. The following unaudited pro forma financial information (in thousands, except per share amounts) represents a summary of the consolidated results of operations for the three and nine months ended September 30, 2023, assuming the Vencer Acquisition had been completed as of January 1, 2023 and the Hibernia and Tap Rock acquisitions had been completed as of January 1, 2022. The pro forma financial information is not necessarily indicative of the results of operations that would have been achieved if the Vencer, Hibernia, and Tap Rock acquisitions had been effective as of those dates, or of future results, and includes certain nonrecurring pro forma adjustments that were directly related to these business combinations.</div><div style="margin-top:9pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:66.103%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.566%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:14.567%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30, 2023</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total revenue</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,448,735 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 2px 0;text-align:right;vertical-align:bottom"></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 style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,886,210 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net income</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">278,564 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">843,161 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Earnings per common share - basic</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2.74 </td><td style="background-color:#cceeff;padding: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="display:none"></td><td colspan="3" style="display:none"></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">8.35 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Earnings per common share - diluted</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.72 </td><td style="background-color:#ffffff;padding: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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8.29 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Transaction costs Transaction costs related to the aforementioned acquisitions are accounted for separately from the assets acquired and liabilities assumed and are included in transaction costs in the accompanying statements of operations. Transaction costs also include costs associated with our efforts to divest of certain non-core assets in the DJ Basin, completed in early 2024. We incurred transaction costs of $0.1 million and $28.5 million during the three months ended September 30, 2024 and 2023, respectively, and $30.7 million and $60.1 million during the nine months ended September 30, 2024 and 2023, respectively.</div>ACQUISITIONS AND DIVESTITURESAll mergers and acquisitions disclosed below are accounted for under the acquisition method of accounting for business combinations under ASC Topic 805, Business Combinations. Accordingly, we conducted assessments of the net assets acquired and recognized amounts for identifiable assets acquired and liabilities assumed at their estimated acquisition date fair values, while transaction and integration costs associated with the acquisition were expensed as incurred. The fair value measurements of assets acquired, and liabilities assumed were based on inputs that are not observable in the market, and therefore represent Level 3 inputs. The fair values of crude oil and natural gas properties were measured using valuation techniques that converted future cash flows to a single discounted amount. Significant inputs to the valuation of the crude oil and natural gas properties included estimates of reserves, future operating and development costs, future commodity prices, estimated future cash flows, reserve adjustment factors, and a market-based weighted-average cost of capital. These inputs required significant judgments and estimates by management at the time of the valuation.2000000000.055000000016130000The following tables present the consideration transferred and preliminary purchase price allocation of the assets acquired and the liabilities assumed in the Vencer Acquisition:<div style="margin-top:3pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.280%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.520%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Consideration (in thousands, except shares and per share amount)</div></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">Cash consideration</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">996,420 </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"> Deferred acquisition consideration(1)(3) </td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">532,284 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Shares of common stock issued</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,181,527 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Closing price per share(2)</div></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">68.08 </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"> Equity consideration(4) </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:10pt;font-weight:400;line-

height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">488,918 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total consideration</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,017,622 </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>

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">110,022 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Production taxes payable</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,320 </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">Crude oil and natural gas revenue distribution payable</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">75,267 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Asset retirement obligations</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,299 </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">Lease liability</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30,393 </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">Total liabilities assumed</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">234,301 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Net assets acquired</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,184,682 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>The following tables present the consideration transferred and final purchase price allocation of the assets acquired and the liabilities assumed in the Tap Rock Acquisition:<div style="margin-top:3pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.280%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.520%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Consideration (in thousands, except shares and per share amount)</div></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash consideration</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,502,880 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Shares of common stock issued</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,538,472 </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"> Closing price per share(1) </td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">73.14 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Equity consideration</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">990,204 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total consideration</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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,493,084 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>_____</div><div style="margin-top:3pt;padding-left:18pt;text-indent:-18pt">(1)Based on the closing stock price of Civitas common stock on August 2, 2023.</div><div style="margin-bottom:9pt;margin-top:9pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.280%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.520%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Final Purchase Price Allocation (in thousands)</div></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets Acquired</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">6,543 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Accounts receivable - crude oil and natural gas sales</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">105,509 </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">Accounts receivable - joint interest and other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30,415 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Prepaid expenses and other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,930 </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">Proved properties</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,334,678 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Unproved properties</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">300,859 </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">Other property and equipment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,827 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Right-of-use assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">626 </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">Total assets acquired</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,809,387 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities Assumed</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Accounts payable and accrued expenses</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">157,606 </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">Production taxes payable</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,692 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Crude oil and natural gas revenue distribution payable</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">68,094 </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">Ad valorem taxes</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,407 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Asset

retirement obligations</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,612 </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">Lease liability</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">626 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Deferred revenue</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">50,266 </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">Total liabilities assumed</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">316,303 </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 2px 7pt;text-align:left;vertical-align:bottom">Net assets acquired</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">2,493,084 </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>
9964200005322840007181527680.0848891800020176220001855909000231627000666000404900020922510002000000284230004015700040490007462900020176220002200000000306710008626200044630following unaudited pro forma financial information (in thousands, except per share amounts) represents a summary of the consolidated results of operations for the three and nine months ended September 30, 2023, assuming the Vencer Acquisition had been completed as of January 1, 2023 and the Hibernia and Tap Rock acquisitions had been completed as of January 1, 2022. The pro forma financial information is not necessarily indicative of the results of operations that would have been achieved if the Vencer, Hibernia, and Tap Rock acquisitions had been effective as of those dates, or of future results, and includes certain nonrecurring pro forma adjustments that were directly related to these business combinations. <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:66.103%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.566%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:14.567%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30, 2023</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total revenue</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,448,735 </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="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,886,210 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net income</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">278,564 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">843,161 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Earnings per common share - basic</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2.74 </td><td style="background-color:#cceeff;padding: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="display:none"></td><td colspan="3" style="display:none"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">8.35 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Earnings per common share - diluted</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.72 </td><td style="background-color:#ffffff;padding: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="display:none"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8.29 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 1448735000388621000027856400084316100 2.748.352.728.291000002850000030700000601000000REVENUE RECOGNITION Crude oil, natural gas, and NGL sales revenue presented within the accompanying statements of operations is reflective of the revenue generated from contracts with customers. Revenue attributable to each identified revenue stream and operating region is disaggregated below (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:38.666%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.525%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Sales by Commodity and Operating Region</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Crude oil</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">DJ Basin</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">487,311 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">582,798 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,467,376 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,583,605 </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">Permian Basin</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">616,563 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">258,595 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,846,813 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">258,595 </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-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,103,874 </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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:100%">841,393 </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">3,314,189 </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">1,842,200 </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 2px 7pt;text-align:left;vertical-align:bottom">Natural gas</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">DJ Basin</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">45,009 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">67,418 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">159,860 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">214,079 </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">Permian Basin</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(35,522)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,694 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(53,995)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,694 </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-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,487 </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">80,112 </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">105,865 </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">226,773 </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 2px 7pt;text-align:left;vertical-align:bottom">NGL</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">DJ Basin</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">79,970 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">77,502 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">248,357 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">243,714 </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">Permian Basin</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">78,044 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35,403 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">242,252 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35,403 </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-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">158,014 </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">112,905 </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">490,609 </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">279,117 </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">Crude oil, natural gas, and NGL</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">DJ Basin</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">612,290 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">727,718 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,875,593 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,041,398 </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">Permian Basin</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">659,085 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">306,692 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,035,070 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">306,692 </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 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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,271,375 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">1,034,410 </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">3,910,663 </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">2,348,090 </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 three and nine months ended September 30, 2024 and 2023, revenue recognized in the reporting period related to performance obligations satisfied in prior reporting periods was insignificant. As of September 30, 2024 and December 31, 2023, our receivables from contracts with customers were $549.1 million and $506.0 million, respectively.</div>Revenue attributable to each identified revenue stream and operating region is disaggregated below (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:38.666%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.525%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Sales by Commodity and Operating Region</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Crude oil</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">DJ Basin</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">487,311 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">582,798 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,467,376 </td><td style="background-color:#ffffff;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">1,583,605 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Permian Basin</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">616,563 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">258,595 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,846,813 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">258,595 </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-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,103,874 </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">841,393 </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">3,314,189 </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">1,842,200 </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 2px 7pt;text-align:left;vertical-align:bottom">Natural gas</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">DJ Basin</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">45,009 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">67,418 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">159,860 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">214,079 </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">Permian Basin</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(35,522)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,694 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(53,995)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,694 </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-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,487 </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">80,112 </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">105,865 </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">226,773 </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 2px 7pt;text-align:left;vertical-align:bottom">NGL</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">DJ Basin</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">79,970 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">77,502 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">248,357 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">243,714 </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:10pt;font-weight:400;line-height:100%">Permian Basin</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">78,044 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35,403 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">242,252 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35,403 </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-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">158,014 </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">112,905 </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">490,609 </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">279,117 </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">Crude oil, natural gas, and NGL</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">DJ Basin</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">612,290 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">727,718 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,875,593 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,041,398 </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">Permian Basin</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">659,085 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">306,692 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,035,070 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">306,692 </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 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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,271,375 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">1,034,410 </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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,910,663 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">2,348,090 </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>48731100058279800014673760001583605000616563000258595000184681300025859500011038740008413930003314189000184220000045009000674180001598600002140790000-3552200012694000-5399500012694000948700080112000105865000226773000799700007750200024835700024371400078044000354030002422520003540300015801400011290500049060900027911700061229000072771800018755 9PAYABLE AND ACCRUED EXPENSES Accounts payable and accrued expenses contain the following (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.075%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accounts payable trade</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">76,824 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">55,750 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued drilling and completion costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">171,843 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">149,520 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued crude oil and natural gas operating expense</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">156,730 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">149,483 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued general and administrative expense</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33,344 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30,095 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued transaction costs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">63 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,796 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued interest expense</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">109,324 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">141,401 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other accrued expenses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,201 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30,663 </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">Total accounts payable and accrued expenses</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">586,329 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">565,708 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Accounts payable and accrued expenses contain the following (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.075%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" 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</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2026 Senior Notes (5.000%) </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">400,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New 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style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2030 Senior Notes (8.625%) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,000,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,000,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2031 Senior Notes (8.750%) </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,350,000 </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">1,350,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Outstanding principal balances on Senior Notes, gross </td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,100,000 </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 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style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,041,523 </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">4,035,732 </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"> Outstanding balance on Credit Facility </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">800,000 </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">750,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Long-term debt</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">4,841,523</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 1pt;text-align:right;vertical-align:bottom">4,785,732</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Deferred acquisition consideration</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">469,183 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"> </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total debt </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,310,706 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,785,732 </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> Senior Notes The table below summarizes the face values, interest rates, maturity dates, and semi-annual interest payment dates related to our outstanding senior note obligations as of September 30, 2024 (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:26.970%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.443%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.443%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.443%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.449%"></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">Interest Rate</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Interest Payment Dates</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Principal Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Maturity Date</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026 Senior Notes</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">5.000%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">April 15, October 15</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">400,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"> October 15, 2026 </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028 Senior Notes</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">8.375%</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">January 1, July 1</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,350,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">July 1, 2028</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2030 Senior Notes</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">8.625%</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">May 1, November 1</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,000,000 </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="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">November 1, 2030</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2031 Senior Notes</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">8.750%</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">January 1, July 1</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,350,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">July 1, 2031</td></tr></table> The 2026 Senior Notes, 2028 Senior Notes, 2030 Senior Notes, and 2031 Senior Notes (collectively, the “Senior Notes”) are unsecured senior obligations and rank equal in right of payment with all of the Company’s existing and any future unsecured senior debt and are senior in right of payment to any future subordinated debt. The Company may redeem some or all of its Senior Notes prior to their maturity at redemption prices that may include a premium, plus accrued and unpaid interest as described in the indentures governing the Senior Notes. The Senior Notes are fully and unconditionally guaranteed on a senior unsecured basis by all of our existing subsidiaries and are expected to be guaranteed by certain other future subsidiaries that may be required to guarantee the Senior Notes. The indentures governing the Senior Notes contain covenants that limit, among other things, our ability and the ability of our subsidiaries to: (i) incur or guarantee additional indebtedness; (ii) create liens securing indebtedness; (iii) pay dividends on or redeem or repurchase stock or subordinated debt; (iv) make specified types of investments and acquisitions; (v) enter into or permit to exist contractual limits on the ability of our subsidiaries to pay dividends to us; (vi) enter into transactions with affiliates; and (vii) sell assets or merge with other companies. These covenants are subject to a number of important limitations and exceptions. We were in compliance with all covenants and all restricted payment provisions related to our Senior Notes through the filing of this Quarterly Report on Form 10-Q. The indentures governing the Senior Notes also contain customary events of default. For additional details on our Senior Notes, refer to Note 5 – Long-Term Debt in Item 8. Financial Statements and Supplementary Data included in our 2023 Form 10-K. Credit Facility We are party to a reserve-based revolving facility, as the borrower, with JPMorgan Chase Bank, N.A. (“JPMorgan”), as the administrative agent, and a syndicate of financial institutions, as lenders, that has an aggregate maximum commitment amount of $4.0 billion and is set to mature on August 2, 2028 (together with all amendments thereto, the “Credit Facility” or the “Credit Agreement”). On June 12, 2024, we entered into a Sixth Amendment to our Credit Agreement (the “Sixth Amendment”), which, among other things, amended certain terms of the Credit Agreement to: (i) increase the borrowing base by $400.0 million for a new borrowing base of $3.4 billion, (ii) increase the aggregate elected commitments by $350.0 million for a new aggregate elected commitment of $2.2 billion, (iii) lower the interest rate margins applicable to loans under the Credit Agreement, (iv) add provisions to lower the interest rate margins and modify certain covenants in the Credit Agreement, as well as to make

the Credit Facility unsecured, upon the achievement of investment grade credit ratings, (v) modify certain definitions in the Credit Agreement in connection with the transactions contemplated by the Sixth Amendment, and (vi) provide for the addition of certain new lenders under the Credit Agreement. As of September 30, 2024, the borrowing base and aggregate elected commitments under the Credit Agreement were $3.4 billion and $2.2 billion, respectively. The next scheduled borrowing base redetermination date is in November 2024.</div><div style="margin-bottom:9pt;margin-top:9pt;text-indent:36pt">Interest and commitment fees associated with the Credit Facility are accrued based on a revolving loan commitment utilization grid set forth in the Credit Agreement. Borrowings under the Credit Facility bear interest at a per annum rate equal to, at our option, either (i) the Alternate Base Rate ("ABR") plus the applicable margin, or (ii) the term-specific Secured Overnight Financing Rate ("SOFR") plus the applicable margin. ABR is established as a rate per annum equal to the greatest of (a) the rate of interest publicly announced by JPMorgan as its prime rate, (b) the applicable rate of interest published by the Federal Reserve Bank of New York plus 0.5%, or (c) the term-specific SOFR for an interest period of one month plus 1.0%, in each case, subject to a 1.5% floor, plus an applicable margin of 0.75% to 1.75% based on the utilization of the Credit Facility. Term-specific SOFR is based on one-, three-, or six-month terms as selected by us and is subject to a 0.5% floor, plus an applicable margin of 1.75% to 2.75%, based on the utilization of the Credit Facility. Interest on borrowings that bear interest at the SOFR are payable on the last day of the applicable interest period selected by us, and interest on borrowings that bear interest at the ABR are payable quarterly in arrears.</div><div style="margin-bottom:9pt;margin-top:9pt;text-indent:36pt">The Credit Facility is guaranteed by all our restricted domestic subsidiaries and is secured by first priority security interests on substantially all assets, including a mortgage on at least 90% of the total value of the proved properties evaluated in the most recently delivered reserve reports, including any engineering reports relating to the crude oil and natural gas properties of our restricted domestic subsidiaries, subject to customary exceptions.</div><div style="text-indent:36pt">The Credit Facility contains customary representations and affirmative covenants. The Credit Facility also contains customary negative covenants, which, among other things, and subject to certain exceptions, including the suspension and/or modification of certain covenants in the event that we receive investment grade credit ratings, include restrictions on (i) liens, (ii) indebtedness, guarantees and other obligations, (iii) restrictions in agreements on liens and distributions, (iv) mergers or consolidations, (v) asset sales, (vi) restricted payments, (vii) investments, (viii) affiliate transactions, (ix) change of business, (x) foreign operations or subsidiaries, (xi) changes to organizational documents, (xii) use of proceeds from loans and letters of credit, (xiii) hedging transactions, (xiv) additional subsidiaries, (xv) changes in fiscal year or fiscal quarter, (xvi) prepayments of certain debt and other obligations, (xvii) sales or discounts of receivables, and (xviii) dividend payment thresholds. </div><div style="margin-top:9pt;text-indent:36pt">In addition, we are subject to certain financial covenants under the Credit Facility, as tested on the last day of each fiscal quarter, including, without limitation, (a) a maximum ratio of our consolidated net indebtedness to earnings before interest, income taxes, depreciation, depletion, and amortization, exploration expense, and other non-cash charges ("permitted net leverage ratio") of 3.00 to 1.00, (b) a current ratio, inclusive of the unused commitments under the Credit Facility then available to be borrowed, to not be less than 1.00 to 1.00, and (c) upon the achievement of investment grade credit ratings, a PV-9 coverage ratio of the net present value, discounted at 9% per annum, of the estimated future net revenues expected in the proved reserves to our total net indebtedness of not less than 1.50 to 1.00 ("PV-9 Coverage Ratio"). We were in compliance with all covenants under the Credit Facility as of September 30, 2024 and through the filing of this Quarterly Report on Form 10-Q. </div><div style="margin-bottom:9pt;margin-top:9pt;text-indent:36pt">The following table presents the outstanding balance, letters of credit outstanding, and available borrowing capacity under the Credit Facility as of the dates indicated (in thousands):</div><div style="margin-bottom:9pt;margin-top:9pt"><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:53.870%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.524%"></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">November 6, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-top:9pt">Outstanding balance</div></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">850,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">800,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">750,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Letters of credit</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,100 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,100 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,100 </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">Available borrowing capacity</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,347,900 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,397,900 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,097,900 </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"> Total aggregate elected commitments </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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,200,000 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,200,000 </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">1,850,000 </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> As of September 30, 2024 and December 31, 2023, the unamortized deferred financing costs associated with amendments to the Credit Facility were $31.4 million and $34.4 million, respectively. Of the unamortized deferred financing costs, (i) $23.2 million and $26.9 million are presented within other noncurrent assets on the accompanying balance sheets as of September 30, 2024 and December 31, 2023, respectively, and (ii) $8.2 million and $7.5 million are presented within prepaid expenses and other on the accompanying balance sheets as of September 30, 2024 and December 31, 2023, respectively. Deferred Acquisition Consideration The Vencer Acquisition included deferred consideration of $550.0 million to be paid in cash on or before January 3, 2025. We discounted this obligation and recorded $532.3 million as deferred acquisition consideration upon closing and are amortizing the discount to interest expense in the accompanying statements of operations until the payment is made. During the nine months ended September 30, 2024, we paid $75.0 million of this deferred consideration, which is recorded as a cash outflow within the acquisitions of businesses, net of cash acquired in the accompanying unaudited condensed consolidated statements of cash flows ("statements of cash flows"). $475.0 million of deferred consideration remains to be paid on or before January 3, 2025. Interest Expense For the three months ended September 30, 2024 and 2023, we incurred interest expense of $117.8 million and $76.5 million, respectively. Interest expense for the three months ended September 30, 2024 includes $9.5 million related to the amortization of deferred acquisition consideration associated with the Vencer Acquisition. For the nine months ended September 30, 2024 and 2023, we incurred interest expense of $342.4 million and $92.7 million, respectively. Interest expense for the nine months ended September 30, 2024 includes $27.4 million related to the amortization of deferred acquisition consideration associated with the Vencer Acquisition.<div style="margin-top:9pt;text-indent:36pt">Debt, net of unamortized discounts and deferred financing costs, consists of the following (in thousands):</div><div style="margin-top:9pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.075%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:12pt">Outstanding principal balances on Senior Notes:</div></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:12pt">2026 Senior Notes (5.000%)</div></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">400,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td 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"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">400,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2028 Senior Notes (8.375%) </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,350,000 </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">1,350,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2030 Senior Notes (8.625%) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,000,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,000,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2028 Senior Notes (8.375%) </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,350,000 </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">1,350,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Outstanding principal balances on Senior Notes, gross </td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,100,000 </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">4,100,000 </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 2px 7pt;text-align:left;vertical-align:bottom">Less: unamortized discount and deferred financing costs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(58,477)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(64,268)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Outstanding principal balances on Senior Notes, net </td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,041,523 </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">4,035,732 </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"> Outstanding balance on Credit Facility </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">800,000 </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">750,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Long-term debt</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">4,841,523</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 1pt;text-align:right;vertical-align:bottom">4,785,732</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Deferred acquisition consideration</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">469,183 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total debt </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,310,706 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,785,732 </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> Senior Notes The table below summarizes the face values, interest rates, maturity dates, and semi-annual interest payment dates related to our outstanding senior note obligations as of September 30, 2024 (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:26.970%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.443%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.443%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.443%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.449%"></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">Interest Rate</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Interest Payment Dates</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Principal Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Maturity Date</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026 Senior Notes</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">5.000%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">April 15, October 15</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">400,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"> October 15, 2026 </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028 Senior Notes</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">8.375%</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">January 1, July 1</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,350,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">July 1, 2028</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2030 Senior Notes</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">8.625%</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">May 1, November 1</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,000,000 </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="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">November 1, 2030</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2031 Senior Notes</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">8.750%</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">January 1, July 1</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,350,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">July 1, 2031</td></tr></table> The following table presents the

outstanding balance, letters of credit outstanding, and available borrowing capacity under the Credit Facility as of the dates indicated (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:53.870%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.524%"></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">November 6, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Outstanding balance </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">850,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">800,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">750,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Letters of credit</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,100 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,100 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,100 </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">Available borrowing capacity</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,347,900 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,397,900 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,097,900 </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"><div style="margin-top:9pt;padding-left:12pt">Total aggregate elected commitments</div></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">2,200,000 </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 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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,200,000 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,850,000 </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>
0.05000400000000400000000.083751350000000135000000.086251000000000100000000000.087501350000000135000000041000000004100000000584770006426800040415230004035732000800000000AND CONTINGENCIES Commitments. We routinely enter into, extend, or amend operating agreements in the ordinary course of business. We have long-term transportation, sales, processing, and water delivery commitments. There were no significant commitments entered into during the nine months ended September 30, 2024. For details of our existing commitments, refer to Note 6 - Commitments and Contingencies in Item 8. Financial Statements and Supplementary Data included in our 2023 Form 10-K. Litigation and Legal Items. We are involved in various legal proceedings. We review the status of these proceedings on an ongoing basis and, from time to time, may settle or otherwise resolve these matters on terms and conditions that management believes are in our best interests. We have provided the necessary estimated accruals in the accompanying balance sheets where deemed appropriate for litigation and legal related items that are ongoing and not yet concluded. Although the results cannot be known with certainty, we currently believe that the ultimate results of such proceedings will not have a material adverse effect on our financial position, results of operations, or liquidity. STOCK-BASED COMPENSATION Long Term Incentive Plans In June 2024, in connection with our stockholders' approval at our 2024 annual meeting of stockholders, we adopted the 2024 Long Term Incentive Plan (the "2024 LTIP"), which provides for the issuance of restricted stock units, performance stock units, stock options, and various other forms of awards, and reserved 3,100,000 shares of common stock for issuance under the 2024 LTIP. The 2024 LTIP supersedes and replaces all of our previous long-term incentive plans (the "Prior Plans"), such that awards may not be granted under the Prior Plans subsequent to the adoption of the 2024 LTIP. Awards granted under the Prior Plans will remain subject to the terms and conditions set forth in the applicable Prior Plan. The Prior Plans and 2024 LTIP are collectively referred to herein as the "LTIP." We record compensation expense associated with the issuance of awards under the LTIP on a straight-line basis over the vesting period based on the fair value of the awards as of the date of grant within general and administrative expense in the accompanying statements of operations. The following table outlines the compensation expense recorded by type of award (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:34.280%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.712%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.718%"></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:left;vertical-align:bottom"> Nine Months Ended September 30, </td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Restricted and deferred stock units</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7,535 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,711 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">21,333 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">13,905 </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">Performance stock units</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,126 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,591 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">

</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,789 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,672 </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">Total stock-based compensation</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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">12,661 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">8,302 </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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">36,122 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">25,577 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> As of September 30, 2024, unrecognized compensation expense related to the awards granted under the LTIP will be amortized through the relevant periods as follows (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.075%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></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">Unrecognized Compensation Expense</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">Final Year of Recognition</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Restricted and deferred stock units</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">42,611 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">2027</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Performance stock units</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,966 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">2026</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total unrecognized stock-based compensation</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">70,577 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr></table> Restricted Stock Units and Deferred Stock Units We grant time-based restricted stock units (“RSUs”) to our officers, executives, and employees and time-based deferred stock units (“DSUs”) to our non-employee directors under the LTIP. Each RSU and DSU represents a right to receive one share of our common stock after the RSU or DSU vests and is settled. RSUs generally vest ratably either over a one, two, or three-year service period on each anniversary following the grant date. RSUs are settled in shares of our common stock shortly after vesting. DSUs generally vest over a one-year period following the grant date. DSUs are settled in shares of our common stock upon the non-employee director’s separation of service from our Board of Directors (our “Board”). The grant-date fair value of RSUs and DSUs is equal to the closing price of our common stock on the date of the grant. The following table presents the changes in non-vested RSUs and DSUs 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:59.426%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.344%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.346%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">RSUs and DSUs</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Grant-Date Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-vested, beginning of year</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">855,627 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">66.31 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">472,485 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">64.45 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(294,594)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">64.65 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(58,841)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">67.18 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-vested, end of period</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">974,677 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">65.86 </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> The aggregate grant-date fair value of the RSUs and DSUs granted under the LTIP during the nine months ended September 30, 2024 was $30.5 million. Performance Stock Units We grant market-based performance stock units (“PSUs”) to our officers and certain executives under the LTIP. The number of shares of our common stock issued to settle PSUs ranges from zero to 225% (or, for PSUs granted prior to fiscal year 2023, 200%) of the number of PSUs granted and is determined based on performance achievement against certain market-based criteria over a three-year performance period. PSUs generally vest on December 31 of the year preceding the third anniversary of the date of grant and settle by March 15 of the following year upon the determination and approval of performance achievement by the Compensation Committee of our Board. Performance achievement is determined based on either, or a combination of, (1) our annualized absolute total stockholder return (“TSR”) or (2) for certain PSUs granted prior to fiscal year 2023, our absolute TSR relative to that of a defined peer group. Absolute TSR is determined based upon the change in our stock price over the performance period plus dividends paid. For awards with a relative TSR component, our absolute TSR is compared with the absolute TSRs of a group of peer companies over the performance period. The grant-date fair value of the PSUs was estimated using a Monte Carlo valuation model. The Monte Carlo valuation model is based on random projections of stock price paths and repeated numerous times to achieve a probabilistic assessment. Significant assumptions used in this valuation include our expected volatility as well as the volatilities for each of our peers and an interpolated risk-free interest rate based on U.S. Treasury yields with maturities consistent with the performance period. The following table presents the change of non-vested PSUs 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:59.426%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.344%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.346%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">PSUs</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Grant-Date Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-vested, beginning of year</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">472,593 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">92.08 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:11.25pt">Granted(1)</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">270,509 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74.55 </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;text-align:left;vertical-align:bottom"><div style="padding-left:11.25pt">Additional shares based on performance(2)</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,504 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">97.45 </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="padding-left:11.25pt">Vested(2)</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(139,218)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">91.59 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(13,342)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">99.71 </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>Non-vested, end of period(1)</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">650,046 </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:right;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">85.23 </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 number of awards assumes that the associated performance condition is met at the target amount (multiplier of one). The final number of shares of our common stock issued may vary depending on the performance multiplier, which ranges from zero to 225% (or, for PSUs granted prior to fiscal year 2023, 200%), depending on the level of satisfaction of the performance condition. (2)Upon completion of the performance period for the PSUs granted in 2021, a performance achievement of 200% or 141%, as applicable, was applied to each of the grants, resulting in a number of shares greater than the target amount of such PSUs vesting and being settled during the nine months ended September 30, 2024. The aggregate grant-date fair value of the PSUs granted under the LTIP during the nine months ended September 30, 2024 was $20.2 million.</div>3100000The following table outlines the compensation expense recorded by type of award (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:34.280%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.712%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.718%"></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"><div style="text-align:center">Nine Months Ended September 30,</div></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Restricted and deferred stock units</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7,535 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,711 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">21,333 </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">13,905 </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">Performance stock units</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,126 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,591 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,789 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,672 </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 13pt;text-align:left;vertical-align:bottom">Total stock-based compensation</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">12,661 </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">8,302 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">36,122 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">25,577 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr>
</table>753500047110002133300013905000512600035910001478900011672000126610008302000361220002557700 As of September 30, 2024, unrecognized compensation expense related to the awards granted under the LTIP will be amortized through the relevant periods as follows (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.075%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></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">Unrecognized Compensation Expense</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">Final Year of Recognition</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Restricted and deferred stock units</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">42,611 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">2027</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Performance stock units</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,966 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">2026</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total unrecognized stock-based compensation</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">70,577 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr></table> 42611000279660007057700011P3YP1Y The following table presents the changes in non-vested RSUs and DSUs 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:59.426%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.344%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.346%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">RSUs and DSUs</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Grant-Date Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-vested, beginning of year</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">855,627 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">66.31 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">472,485 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">64.45 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(294,594)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">64.65 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(58,841)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">67.18 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-vested, end of period</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">974,677 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">65.86 </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> 85562766.3147248564.4529459464.655884167.1897467765.863050000002.252P3Y The following table presents the change of non-vested PSUs 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:59.426%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.344%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.346%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">PSUs</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Grant-Date Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-vested, beginning of year</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">472,593 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">92.08 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Granted(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">270,509 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74.55 </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;text-align:left;vertical-align:bottom"> Additional shares based on performance(2) </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,504 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">97.45 </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"> Vested(2) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(139,218)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">91.59 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(13,342)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td

colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">99.71 </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"> Non-vested, end of period(1) </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">650,046 </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">85.23 </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>

size:10pt;font-weight:400;line-height:100%">104.3%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,412,559 </td><td style="background-color:#ffffff;padding: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">104.6%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">2030 Senior Notes</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">8.625%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,060,660 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">106.1%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,063,050 </td><td style="background-color:#cceeff;padding: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">106.3%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2031 Senior Notes</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">8.750%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,430,676 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">106.0%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,433,363 </td><td style="background-color:#ffffff;padding: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">106.2%</td></tr></table> Our deferred acquisition consideration was recorded in connection with the Vencer Acquisition using an estimated fair value discount at the time of the transaction based on quoted market prices from our debt as well as other inputs classified as Level 2 within the fair value hierarchy. As of September 30, 2024, the carrying value of the deferred acquisition consideration approximated fair value. Refer to Note 5 - Debt for additional information. Acquisitions and Impairments of Proved and Unproved Properties We measure acquired assets or businesses at fair value on a nonrecurring basis and review our proved and unproved crude oil and natural gas properties for impairment using inputs that are not observable in the market and are therefore designated as Level 3 within the valuation hierarchy. The most significant fair value determinations for non-financial assets and liabilities are related to crude oil and natural gas properties acquired. Refer to Note 2 - Acquisitions and Divestitures for additional information. During the three and nine months ended September 30, 2024 and 2023, we recorded no impairments of proved or unproved properties. Refer to Note 1 - Summary of Significant Accounting Policies in Item 8. Financial Statements and Supplementary Data included in our 2023 Form 10-K for information on our policies for determining fair value of proved and unproved properties and related impairment expense. The following table presents our financial assets and liabilities that were accounted for at fair value on a recurring basis as of September 30, 2024 and December 31, 2023 and their classification within the fair value hierarchy (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:61.180%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.467%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.469%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">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 2</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">Level 2</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Derivative assets</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">98,804 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">43,425 </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">Derivative liabilities</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">25,058 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">18,096 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 9880400043425000250580001809600The following table presents the fair value our Senior Notes as of the dates indicated (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.561%"><tr><td style="width:1.0%"></td><td style="width:26.653%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.556%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.850%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.850%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.387%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.850%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.852%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of December 31, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nominal Interest</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">Fair 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">Percent of Par</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">Fair 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">Percent of Par</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026 Senior Notes</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">5.000%</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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">395,616 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">98.9%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">389,020 </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:center;vertical-align:bottom">97.3%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028 Senior Notes</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">8.375%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,408,266 </td><td style="background-color:#ffffff;padding: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">104.3%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,412,559 </td><td style="background-color:#ffffff;padding: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">104.6%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2030 Senior Notes</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">8.625%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,060,660 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">106.1%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,063,050 </td><td style="background-color:#cceeff;padding: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">106.3%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2031 Senior Notes</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">8.750%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,430,676 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">106.0%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,433,363 </td><td style="background-color:#ffffff;padding: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">106.2%</td></tr>
</table>0.0500039561600000.9893890200000.9730.0837514082660001.0431412559000 1.0460.0862510606600001.0611063050001.0630.0875014306760001.0601433363000 1.0620000DERIVATIVES We periodically enter into commodity derivative contracts to mitigate a portion of our exposure to potentially adverse market changes in commodity prices for our expected future crude oil and natural gas production and the associated impact on cash flows. Our commodity derivative contracts consist of swaps, collars, basis protection swaps, and puts. As of September 30, 2024, all derivative counterparties were members of the Credit Facility lender group, and all commodity derivative contracts are entered into for other-than-trading purposes. We do not designate our commodity derivative contracts as hedging instruments. A typical swap arrangement guarantees a fixed price on contracted volumes. If the agreed upon published third-party index price ("index price") is lower than the fixed contract price at the time of settlement, we receive the difference between the index price and the fixed contract price. If the index price is higher than the fixed contact price at the time of settlement, we pay the difference between the index price and the fixed contract price. A typical collar arrangement establishes a floor and ceiling price on contracted volumes through the use of a short call and a long put. When the index price is above the ceiling price at the time of settlement, we pay the difference between the index price and the ceiling price. When the index price is below the floor price at the time of settlement, we receive the difference between the index price and floor price. When the index price is between the floor price and ceiling price, no payment or receipt occurs. Basis protection swaps are arrangements that guarantee a price differential from a specified delivery point. For basis protection swaps, we receive a payment from the counterparty if the price differential is greater than the stated terms of the contract and pay the counterparty if the price differential is less than the stated terms of the contract. A put arrangement gives us the right to sell the underlying commodity at a strike price over the term of the contract. If the index price is higher than the strike price, no payment or receipt occurs. If the index price is lower than the strike price, we receive the difference between the index price and the strike price. The following table summarizes the components of the derivative gain (loss), net presented on the accompanying statements of operations for the periods below (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:38.666%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.525%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Derivative cash settlement gain (loss), net </td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Crude oil contracts</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(11,145)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(32,397)</td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(41,412)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(38,010)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Natural gas contracts</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">29,340 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(625)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35,700 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,897)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total derivative cash settlement gain (loss), net </td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,195 </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">(33,022)</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">(5,712)</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">(44,907)</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">Change in fair value gain (loss)</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">132,834 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(117,639)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">54,639 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(75,667)</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 derivative gain (loss), net </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-

color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">151,029 </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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(150,661)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">48,927 </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">(120,574)</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> As of September 30, 2024, we had entered into the following commodity price derivative contracts:<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:32.233%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.426

colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><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><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><td colspan="3" style="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">WAHA Basis Volumes</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">130,000</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">130,000</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">130,000</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">130,000</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">130,000</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">130,000</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Weighted-Average Contract Price</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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(0.97)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(1.17)</td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(1.17)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(1.31)</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">WAHA Index Volumes</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">96,522</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">90,000</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">– </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">– </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">– </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">– </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Weighted-Average Contract Price</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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">0.02 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">0.07 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">– </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">– </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><td colspan="3" style="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><td colspan="3" style="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><td colspan="3" style="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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> Subsequent to September 30, 2024 and as of November 1, 2024, we had entered into the following commodity price derivative contracts:<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:32.233%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td colspan="3" style="display:none"></td><td style="width:1.0%"></td><td style="width:9.426%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.426%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.426%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.426%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.433%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="33" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Contract Period</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Q4 2024</td><td colspan="3" style="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">Q1 2025</td><td colspan="3" style="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">Q2 2025</td><td colspan="3" style="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">Q3 2025</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">Q4 2025</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">2026</td></tr><tr><td colspan="27" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Crude Oil Derivatives (volumes in Bbl/day and prices in $/Bbl)</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Swaps</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"

style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3"

colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="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><td colspan="3" style="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">

weight:400;line-height:100%">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td colspan="3" style="background-color:#ffffff;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></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">

serif;font-size:10pt;font-weight:400;line-height:100%">11,859 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Total derivative liabilities, 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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-
align:right;vertical-align:bottom"> </td><td
style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td><td
style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(6,237)</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 style="margin-bottom:9pt;margin-top:9pt;text-
indent:36pt">The following table summarizes the components
of the derivative gain (loss), net presented on the accompanying statements of operations for the periods below (in thousands):<table style="border-
collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:38.666%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.525%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-
align:left;vertical-align:bottom"> </td><td
colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-
weight:700;line-height:100%">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-
align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-
align:bottom">2024</td><td colspan="3"
style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">2023</td><td colspan="3" style="padding:0 1pt"></td><td
colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:8pt;font-weight:700;line-height:100%">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid
#000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-
height:100%">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> <span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Derivative cash settlement gain (loss), net </td><td
colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px
12.25pt;text-align:left;vertical-align:bottom">Crude oil
contracts</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(11,145)</td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(32,397)</td><td style="background-color:#ffffff;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">$</td><td
style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">(41,412)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px
0;text-align:right;vertical-align:bottom">(38,010)
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-
color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Natural gas contracts</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">
29,340 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2"
style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">(625)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">
35,700 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2"
style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">(6,897)</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><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"> <span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">Total derivative cash settlement gain (loss), net </td><td colspan="2" style="background-
color:#ffffff;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:10pt;font-weight:400;line-height:100%">18,195 </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">(33,022)
</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"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(5,712)</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"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(44,907)</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"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Change in fair value gain (loss)</td><td colspan="2"
style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">132,834 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">
(117,639)</td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2"
style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">54,639 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">
(75,667)</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 derivative
gain (loss), net </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-
align:bottom">$</td><td style="background-
color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">151,029 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid
#000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-
color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">(150,661)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double
#000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-
align:right;vertical-align:bottom">48,927 </td><td
style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</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"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(120,574)</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> -11145000-32397000-41412000-3801000029340000-
6250003570000-689700018195000-33022000-5712000-44907000132834000-117639000054639000-756670001510290000-1506610004892700O-120574000<div style="margin-bottom:9pt;text-
indent:36pt">As of September 30, 2024, we had entered into
the following commodity price derivative contracts:<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:32.233%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.426%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.426%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.426%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.426%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.426%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.433%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td
colspan="3" style="padding:0 1pt"></td><td colspan="33" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">Contract Period</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3"
style="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"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">Q4 2024</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"><span
style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">Q1 2025</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"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">Q2 2025</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">Q3 2025</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"> Q4 2025 </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">2026</td></tr><tr><td colspan="33" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Crude Oil Derivatives (volumes in Bbl/day and prices in $/Bbl)</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Swaps</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></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">

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">(1.17)</td><td style="background-color:#ffffff;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-

size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">69.68 </td><td style="background-color:#ffffff;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></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">

style="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">

colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>
2599719000190002200070.7772.7471.8974.342350428000320002800060008O.9979.8777.7877.6575.5365.6670.0069.8869.3155.00566955.00131701110000110000110000110000 2.713.203.203.203 0.97-1.17-1.17-1.17-1.17-1.3196522900000.020.07500069.683900075.8559.286739-0.03The following table contains a summary of all our derivative positions reported on the accompanying balance sheets as well as a reconciliation between the gross assets and liabilities and the potential effects of master netting arrangements on the fair value of our commodity derivative contracts as of September 30, 2024, and December 31, 2023 (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.075%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Derivative Assets:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;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">Commodity contracts - current</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">94,312 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">35,192 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Commodity contracts - noncurrent</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,492 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,233 </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 24.25pt;text-align:left;vertical-align:bottom">Total derivative assets</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,804 </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">43,425 </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 2px 24.25pt;text-align:left;vertical-align:bottom">Amounts not offset in the accompanying balance sheets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(25,058)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,859)</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 derivative assets, net</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">73,746 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">31,566 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Derivative Liabilities:</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;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"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Commodity contracts - current</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(14,168)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(18,096)</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">Commodity contracts - long-term</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,890)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 24.25pt;text-align:left;vertical-align:bottom">Total derivative liabilities</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(25,058)</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">(18,096)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 24.25pt;text-align:left;vertical-align:bottom">Amounts not offset in the accompanying balance sheets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,058 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,859 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total derivative liabilities, 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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(6,237)</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>9431200351920044920008233000988040004342500025058000118590007374600031566000141680001809600010890000025058000180960002505800011859000062370 00ASSET RETIREMENT OBLIGATIONS We recognize an estimated liability for future costs associated with the abandonment of our crude oil and natural gas properties, including facilities requiring decommissioning. A liability for the fair value of an asset retirement obligation and corresponding increase to the carrying value of the related long-lived asset are recorded at the time a well is drilled or acquired, or a facility is constructed. The increase in carrying value is included in proved properties in the accompanying balance sheets. We deplete the amount added to proved properties and recognize expense in connection with the accretion of the discounted liability over the remaining estimated economic lives of the respective long-lived assets. Cash paid to settle asset retirement obligations is included in the cash flows from operating activities section of our accompanying statements of cash flows. Our estimated asset retirement obligation liability is based on historical experience plugging and abandoning wells, estimated plugging and abandonment cost, estimated economic lives, and regulatory requirements. The liability is discounted using the credit-adjusted risk-free rate estimated at the time the liability is incurred or revised. A roll-forward of our asset retirement obligation is as follows (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:77.408%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:20.392%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Balance as of December 31, 2023 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">336,832 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td

colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Additional liabilities incurred with development activities and other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,359 </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">Additional liabilities incurred with acquisitions</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37,251 </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">Liabilities settled</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(29,303)</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">Accretion expense</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,370 </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="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Obligations discharged with divestitures </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(27,976) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Balance as of September 30, 2024 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">341,533 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:12pt">Current portion(1)</div></td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">31,116 </td><td style="background-color:#ffffff;border-top:3pt double #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 2px 13pt;text-align:left;vertical-align:bottom">Long-term portion</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">310,417 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>_____</div><div style="margin-top:3pt;padding-left:18pt;text-indent:-18pt">(1)The current portion of the asset retirement obligation is included in other liabilities on the accompanying balance sheets.</div><div style="margin-top:9pt;text-indent:36pt">A roll-forward of our asset retirement obligation is as follows (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:77.408%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:20.392%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Balance as of December 31, 2023</div></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">336,832 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Additional liabilities incurred with development activities and other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,359 </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">Additional liabilities incurred with acquisitions</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37,251 </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">Liabilities settled</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(29,303)</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">Accretion expense</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,370 </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="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Obligations discharged with divestitures </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(27,976)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Balance as of September 30, 2024 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">341,533 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:12pt">Current portion(1)</div></td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">31,116 </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">Long-term portion</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">310,417 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>_____ (1)The current portion of the asset retirement obligation is included in other liabilities on the accompanying balance sheets. As discussed in Note 7 - Stock-Based Compensation, PSUs represent the right to receive a number of shares of the Company's common stock ranging from zero to 225% (or, for PSUs granted prior to fiscal year 2023, 200%) of PSUs granted based on the performance achievement over the applicable performance period. The number of potentially dilutive shares related to PSUs is based on the number of shares, if any, that would be issuable at the end of the respective reporting period, assuming that date was the end of the performance period applicable to such awards. We have also issued warrants, which represent the right to purchase our common stock at a specified exercise price. The number of potentially dilutive shares related to the warrants is based on the number of shares, if any, that would be exercisable at the end of the respective reporting period, assuming that date was the end of such warrants' term. Warrants are only dilutive when the average price of the common stock during the period exceeds the exercise price. The exercise price of our warrants was in excess of our stock price during the three and nine months ended September 30, 2024 and 2023; therefore, they were excluded from the earnings per share calculation. The following table sets forth the calculations of basic and diluted net earnings per common share (in thousands, except per share amounts): <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:44.367%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.057%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.057%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.057%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.064%"></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-

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align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">2024</span></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">2023</span></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">2024</span></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">2023</span></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Net income</span></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</span></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">295,803 </span></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</span></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">139,672 </span></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</span></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">687,613 </span></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</span></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">481,420 </span></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;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;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Basic earnings per common share</span></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</span></td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">3.02 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</span></td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">1.57 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</span></td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">6.91 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</span></td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">5.75 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Diluted earnings per common share</span></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</span></td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">3.01 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</span></td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">1.56 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</span></td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">6.88 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</span></td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">5,70 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Weighted-average shares outstanding - basic</span></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">97,905 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">88,911 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">99,540 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">83,700 </span></td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Add: dilutive effect of stock awards</span></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">319 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">720 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">411 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">768 </span></td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Weighted-average shares outstanding - diluted</span></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:10pt;font-weight:400;line-height:100%">98,224 </span></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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">89,631 </span></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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">99,951 </span></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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">84,468 </span></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="margin-top:9pt;text-indent:36pt"><span style="background-color:#ffffff;color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">There were 160,611</span><span style="background-color:#ffffff;color:#ee2724;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%"> </span><span style="background-color:#ffffff;color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">and 10,103 shares that were anti-dilutive for the </span><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">three months ended September 30, 2024 and 2023,</span><span style="background-color:#ffffff;color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%"> respectively. There were</span><span style="background-color:#ffffff;color:#ee2724;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%"> </span><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">144,300</span><span style="background-color:#ffffff;color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%"> and </span><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">7,437</span><span style="background-color:#ffffff;color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%"> shares that were anti-dilutive for the </span><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">nine months ended September 30, 2024 and 2023,</span><span style="background-color:#ffffff;color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%"> respectively.</span></div><div style="margin-top:9pt;text-indent:36pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The following table sets forth the calculations of basic and diluted net earnings per common share (in thousands, except per share amounts):</span><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:44.367%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.057%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.057%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.057%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.064%"></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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">Three Months Ended September 30,</span></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">Nine Months Ended September 30,</span></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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">2024</span></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">2023</span></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-
```

size:8pt;font-weight:700;line-height:100%">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net income</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">295,803 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">139,672 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">687,613 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">481,420 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;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;text-align:left;vertical-align:bottom">Basic earnings per common share</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3.02 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1.57 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6.91 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">5.75 </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">Diluted earnings per common share</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">3.01 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1.56 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">6.88 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">5,70 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted-average shares outstanding - basic</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">97,905 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">88,911 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">99,540 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">83,700 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Add: dilutive effect of stock awards</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">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">720 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">411 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">768 </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">Weighted-average shares outstanding - diluted</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">98,224 </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">89,631 </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">99,951 </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">84,468 </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>
29580300029580300013967200013967200068761300068761300048142000048142000003.021,576,915,753,011,566,885,709790500088911000995400008370000031900072000041100076800098224000089TAXES Deferred tax assets and liabilities are measured by applying the provisions of enacted tax laws to determine the amount of taxes payable or refundable currently or in future years related to cumulative temporary differences between the tax basis of assets and liabilities and amounts reported in the accompanying balance sheets. The tax effect of the net change in the cumulative temporary differences during each period in the deferred tax assets and liabilities determines the periodic provision for deferred taxes. We assess the recoverability of our deferred tax assets each period by considering whether it is more likely than not that all or a portion of the deferred tax assets will be realized. In making such a determination, we consider all available evidence (both positive and negative), including future reversals of temporary differences, tax-planning strategies, projected future taxable income, and results of operations. As a result of merger activity in 2021, we recorded a valuation allowance of $25.4 million, which continued to be recorded as of September 30, 2024 and December 31, 2023, against certain acquired net operating losses and other tax attributes due to the limitation on realizability caused by the change of ownership provisions of Section 382 of the Internal Revenue Code. We will continue to monitor facts and circumstances in the reassessment of the likelihood that the deferred tax assets will be realized. The net deferred tax liability as of September 30, 2024 and December 31, 2023 was $752.2 million and $564.8 million, respectively. Additionally, income tax payable of $1.3 million is included in other liabilities on the accompanying balance sheets as of September 30, 2024, and prepaid income taxes of $9.6 million is included in prepaid expenses and other on the accompanying balance sheets as of December 31, 2023. During the three months ended September 30, 2024 and 2023, we recorded income tax expense of $93.3 million and $29.7 million, respectively. During the nine months ended September 30, 2024 and 2023, we recorded income tax expense of $195.3 million and $139.1 million, respectively. Income tax expense differs from the amount that would be provided by applying the statutory United States federal income tax rate of 21% to income from operations before income taxes due to the effect of state income taxes, excess tax benefits and deficiencies on stock-based compensation awards, tax limitations on compensation of covered individuals, tax credits, and other permanent differences. During the nine months ended September 30, 2024, income tax expense was additionally impacted by deferred tax benefits from state apportionment changes as a result of the Vencer Acquisition. During the three and nine months ended September 30, 2023, income tax expense was additionally impacted by deferred tax benefits from state apportionment changes as a result of the Hibernia and Tap Rock acquisitions. We had no unrecognized tax benefits as of September 30, 2024 and December 31, 2023. We do not believe that there are any new items or changes in facts or judgments that would impact our tax position taken thus far in 2024. In 2022, the Inflation Reduction Act ("IRA") was signed into law. Among other provisions, the IRA imposes a 15% corporate alternative minimum tax ("Corporate AMT") for tax years beginning after December 31, 2022, imposes a 1% excise tax on corporate stock repurchases after December 31, 2022, and provides tax incentives to promote various energy efficient initiatives. We are evaluating the potential impact of the Corporate AMT on our current income tax expense and income taxes payable; however, we currently do not believe this

will materially affect our income taxes paid for the 2024 tax year.
2540000025400000752200000564800000130000096000009330000029700000195300000139100000005SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION Supplemental cash flow disclosures are presented below (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.075%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Supplemental cash flow information:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Cash refunded for income taxes, net</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2,925 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">7,861 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Cash paid for interest</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(334,858)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(17,110) </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">Supplemental non-cash investing and financing activities:</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 12.25pt;text-align:left;vertical-align:bottom">Changes in working capital related 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style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Supplemental cash flow information:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" 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1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Supplemental cash flow information:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Cash refunded for income taxes, net</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">2,925 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 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The new stock repurchase program replaced our prior stock repurchase program, which was terminated in connection with the adoption of the new stock repurchase program. The stock repurchase program does not have a termination date, does not require any specific number of shares to be acquired, and can be modified or discontinued by our Board at any time.</div><div style="margin-top:9pt;text-indent:36pt">We record stock repurchases at cost, which includes transaction costs that are direct and incremental to the repurchase, as a reduction to stockholders' equity. As part of the transaction costs that are direct and incremental to the repurchase and, subject to netting against the fair value of stock issuances, we record a 1% excise tax with the corresponding liability recorded within accounts payable and accrued expenses on the accompanying balance sheets. Any excess of cost over the par value is charged to additional paid-in-capital on a pro-rata basis, with any remaining cost charged to retained earnings. </div><div style="margin-top:9pt;text-indent:36pt">The table below summarizes stock repurchases pursuant to the stock repurchase program during the nine months ended September 30, 2024 and 2023:</div><div style="margin-top:9pt"><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:53.870%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.524%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Shares (in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Price</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Total Purchase Price (in thousands)(1)</div></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:12pt">Privately negotiated transactions</div></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"><div style="margin-top:9pt;padding-left:23.25pt">NGP Tap Rock Holdings, LLC and certain of its affiliates</div></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">876.2</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">64.54 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 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">56,549 </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 24.25pt;text-align:left;vertical-align:bottom">Vencer</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1,041.7</td><td colspan="3" style="background-

2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1.50 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">150,797 </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"> Third quarter </td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">0.50 </td><td 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0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">176,878 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Second quarter</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">0.50 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1.62 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2.12 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">173,358 </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"> Third quarter </td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">0.50 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1.24 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1.74 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">167,010 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 500000000 The table below summarizes stock repurchases pursuant to the stock repurchase program during the nine months ended September 30, 2024 and 2023: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:53.870%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.524%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Shares (in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Price</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total Purchase Price (in thousands)(1) </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Privately negotiated transactions </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"> NGP Tap Rock Holdings, LLC and certain of its affiliates </td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">876.2</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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">64.54 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">56,549 </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 24.25pt;text-align:left;vertical-align:bottom">Vencer</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1,041.7</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71.99 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">75,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Other transactions </td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">2,221.4</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">62.24 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">138,267 </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">Total stock repurchases</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid

#000;padding:2px 1pt;text-align:right;vertical-align:bottom">4,139.3</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">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">65.18 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">269,816 </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">2023</td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Privately negotiated transactions </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"> CPPIB Crestone Peak Resources Canada Inc. </td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">4,918.0</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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">61.00 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">300,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Other transactions </td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">312.8</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">64.55 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,190 </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">Total stock repurchases</td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">5,230.8</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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">61.21 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">320,190 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> _____ (1)Excludes commissions paid and excise taxes accrued related to stock repurchases. 87620064.5456549000104170071,99750000002221400062,241382670004139300 65.18269816000491800061.00300000000312800 64.552019000052308 0061.213201900004220000000.50 The following table summarizes the dividends declared in the nine months ended September 30, 2024 and 2023:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:38.666%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.525%"></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">Base</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Variable</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(per share)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(per share)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(per share)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" 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;text-align:left;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">First quarter</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">0.50 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">0.95 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1.45 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">148,327 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Second quarter</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">0.50 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1.00 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1.50 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">150,797 </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"> Third quarter </td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">0.50 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1.02 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1.52 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:100%">144,884 </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">2023</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 12.25pt;text-align:left;vertical-align:bottom">First quarter</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">0.50 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1.65 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">176,878 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Second quarter</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">0.50 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1.62 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2.12 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 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">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">173,358 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:11.25pt">Third quarter</div></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">0.50 </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 style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1.24 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1.74 </td><td style="background-color:#ffffff;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">167,010 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
0.500.951.451483270000.501.001.501507970000.501.021.521448840000.501.652.151768780000.501.622.121733580000.501.241.74167010000falsefalsefalsefalse (1) Includes $2.0 million of restricted cash consisting of $1.9 million of interest earned on cash held in escrow that is presented in deposits for acquisitions and $0.1 million of funds for road maintenance and repairs that is presented in other noncurrent assets within the accompanying unaudited condensed consolidated balance sheets ("balance sheets") for the period ended December 31, 2023.

.#?X4T@>R2BM?$$!H<@-HGHSKP)EQ<^03D%D@XW*);[D\!_M@57'Q\\E?<_0=#0$]^-YR!/.81F0A%$S@)CY'Z]6#:02P\,1XV[\!7L-TEI M7?P/EVV;\0U8BG[*/%,@K#&:Z^R%2 1>Y["!/1U%S7628VG3]JK(DJ^HL%)& M=1A,><2Y;&[A9=B5 2,%%L^Z&O44.#IL1"\1T>6T$C7F4+-0ZP]\D&U%NDV M G%I-;6O'-<5MI_53F/4XGDQ']C91^;4?V@1>0S!XR7Y 2UPQF,-C;8#BG M@LOG\]+NS^#R@(R!JX!E[

[I+OP M!+RO\P2\^J14JII(J?S'U'M)\LTQ.^YM8(>.9$_C41#RW%>;)Z,N9QIBPN!C M:(]G5Z(5DU!$Z?3M .*%0MH5F]-2G 41@+JIX#^UXLX7:V5M'_2BU:_M(U M6C?FVHE7:>5'TFH@VW _[<&/U0$X5T% 24Y+?D'QP18 X5\LED6!F/L$NI*' MZ;V/ 693HJ44 OK$"R-9XHF(H+8\CJ0^LB=^]6 $#CL7/"6-));OF -]#!=+ MO+X;]VMX>=FS&X^DKU.0O6J[?Z5:W"9/_S;OU#1)_WWI%#Z=A"+_A8;T0X? M>?8 UH\P@8T%X=IKT[IRS,)-&R"(BCG O9_47O-E\GH4)YAD>RUL6H58Y]HU M.@& !#-#1S8V3Y RW1

|WYHON1P[-T,(:UF0LCCK46W>?,UX] M&GQY+J/8%8!T[,56S*R'U@V5=@F M7!5LU$^T[FSR/93L8$7TIX]^(V*<<"'\T[)& U.,7(-Z]O?!-4, M;95R'JLJ RKS%. L1#4]?Z(9B$@"&VUN-6)(.V/$]QP 5=_/]TTHC=Z7/-MU=78?=:U>M!<904; 7*H6ACI /,0\$2+(5G#*B.:CP,;G6V$DQ\55=P*32Q6 M4P*G)BT>#:I_KG[../#0HU,LR_8BZ#/-#FKV.*P'P0-V*)SEP%W 9[HH7IS? M.KH&9MB9=FMGV>,>>;=.X(L=TQQ,E)CSO_/0?+)R-"?P\;:K6LQED/I;'@36 M#=Z=#"52Y@V$R/"5^H"^'W4,X=V1.'[BWWQSB7\3]QZ$#/TD& MG^==V:VD5+7R:V=D\5BSKM]$Q\#M2+'T^]!0 MMUW]_8A6!M'9=IQ12^Z/;T@!?0?/^:0A.<%<\!;P771 EWCJE3%"U]T(/ P)J MS>)V=3'%Y>OD8LN\@.B5&0O" .1-4D;.$;?4!:W*]:MH/2++M%+ ^.GP#$?, M+%'$W\B%*8E"+Z+"PW DOA1ALAEA[<6Q^:BO>IHWQ>6]1N\;71",EGXN,2.[MG29'4T+GD5WHD%&1$:,D /M(X,;GPNTUBYDVTH\-;A8KLLXCZ'ME,*/&K,I& M]WL:B^H3II8,>L=5"SE"/-953E-4_JLF-G_U,F -L'H.5V25F_!BTG ZA74X M%6J:[6SMD:!T,Q;96$&T9C8R4$\P'F@:)4YT4@PR3=MK:$QO-_5&>8J>ZQ2 MXE):O)M;.M^U1J&^E_ZB8=;/1]"ZY6M%(VFQ1WV'D M?FW:J,TZ?W_;>0C/K'FK#-Y]V'P/O<_;F?75N3Z--[%!VNQA.J<_0F,O(TOPE?C![#E6R^ MM|KR(6J+P1JZ&U4U%!4V8NFYPUY;;Z,GIVL='JB+YTD0Z?+D7Y[$J +0YE,>OP44NH*'4C-X7Y M;D1Y3(_Z=VV%R/1XP5CE>CD:$K[$BY^Y&+X/_D*&NWY#'4J<0. \MTYG^MD1 MQDZ-@2*AIN%20? VK9U1#I\LRGP33@Q@#0%KW9BM^]W:!TVPZHY62DB]A9U% M-1=FY35^,P/'X,3W7(;K;WCLXKTYSBH@/4^\IO.@.MZB+4VR7]+?NEPG--% M3#MD]'Q\6DY-J)XF4\(GD(?.S9L#O[CPS+NAL:\<3F6\&K_F[B:ZD42Y0!=[MB2K]6.EY (^] ^N'5/!DY:] V!4]]KP_Y%!;J)&5)'OZ?307(W-Z%=KH]ODR MV_U%I9$/EX4I>)*=O%T"7;@WTEHU:0;"(TT^2=?'/WX;>TS@Q<)SN!HYH*2HFZD@X&LDJ:D!]J&RET:: MPQE:,,X4:LC$/ B])@QZ$DP)XC94SE\)N!M/4CU8N2QA[<_^H>!G>*+\HD0P MA>"N;#^4"^A&;2TLM6'!$;//454,%#JREX@Z"26^4Q3W>":B)ZU\3+>Q87NTQ M#.:+NT+K_0_A]=L'=6Y-:LXOK>\BW0!5[UF0WV0[>;]VG![ZATO?>'ZL>H:G MW-?;'5<3BHIO#>Q[/ZLL_;D/>G+E^YN:0Y)+84L8K5#'"'1L9ET$/Q;*:$6[MZJOUN$\0['S*B[4?M;>AB "#]B^;B\7%3O(ZX3).B.-K>T]9?%A8 M!BVL9BRZ&"^2E;N\8_IK_XQJ]+_ 1JE1>+>FAHR>.T> ML2A_8^IF"85 MW=1>?S;5T$1#_0O3X].)AL8EZN0_^B=$-7,#*ZB9-J1=F$S339V:)O_YU!MC MXEI5&S'M3(I_D_T,PKT)%ZV];B=(UQ$E&;3*_T]PX/U+(6Q=M;R5>$=&QP&' MCQ)3Y0^35F[K"10LYY4G4.3YAX9OY&/!CG#NSO4-.Z3YTEC*GM.Q$D2Y]VJ: M!.YL9<*GO,5^H1(&YBA53KY7D$:JL<*?!;9U'?:LGN=>=JDLE]"%J@_MR@V4 M5BU[34YNG!_ZP.&HJ-_ENJCKZW^,7Z$G3)3NWF49DAG+/P.CPA6.YD0DK>BD MY<N|..&V&GGMC.+ET9O+Z>>2+#Y1%EAH^7(X#'%GFO<@1U+XVR/4;=END8(" MAHGZBB7K5#%+VT!7C8-UR1F1OG82'-VQ@"#G5^:A5P+NFW]VDPC?]5'S|*| M|\$VQ*\M)^Y*?HB8&% (G>AYP1ZU!@'#WW"E(9^9RC5G4!PF7KZY'CU>^E)FZ M//5#/+K9B|R"&3S-7+!!7CH)I5,XZ1$KIXO368T5]5$|]4,E3R)<),\HOI-Q M:3N)X4OD>TS7<3H[1"CDV C#"5%^&C+23-*R_']$,LEFDE]"^LGZ,&E'!\VZ MFR+M26GL._1C@4[(-L2^D!WXZ4FK8-3KD M&CN%RG:>GD++H0:5W1R32=X6QU.?V;D.+<.8T<9AC9[SA;QL@()EU?!.L?:(MI!?^2L]M06.&"SWU9^9";$'VOVIXCC]&:RLWE#&F#'!"%R*%HP@,#N@9!R5A ME&NYMT @CN/ H\^-59'S<^985W? 9AGKFJ8NJG":DT7M!O\1I+6HZZ7F))C@5 MC-:O%!GV8#YOU(UHIZ[U:<]>=T+P658>KVR&/*^]MG,]]^ RM] ?Z(/\?T)P MYE9"/[A2[C[<@?Y(!IO?)=>BS?7-[-YV)9X1_NW2'4T 2!I<%.A1ST?=#M-7 M)F_H^065&QLZ(%4_6K5'"*F/CL'+)G6?Y%JIO'"*K&OO"(]CAF[%'GSO'RJ+. M=[M|K=-IS&6"[(8*P4=)!W/^T!S)SX[\Q]C6&']\>2,8G8P4CH!1 VVM7X&; M'3R\HJ)LQ3*IXS6=12NC8Q5F4=B+]|)MIAE,3]!TS(6<#;E\Z8'.X$X?/ZE+ MGL-'LX[!^(RL3]@0(H1*A MU@N\3!)3HRQR*6\^F9I.F#UJ'O!VOV@L^GJ,99G!H*(RD^96RB[59X(8[@J@ M@PKKZ$?]O..^,ZG-8%'R_.5THX[@=I^WH*-$5NR9P>N#\JK02B/A7MJX)WRD MD0 347?&I3.@'Z;? YR$[S?Z4M>$*]KE]'DD%[K(W&/G2[H(,JP-G6\P92@C MI1#UOVE1^M8MI!I>-8=?9"P[+H 7;N[$'"%5J-J(WV=#%4?S14V]O4:RRZ#>/T M^2Y)L=F5057K>5L*CX)M#>9F): -^1:?V:B"!1,^<'!]]"OM(% /NDHU6LH(MF@!6'W4*)GL+NMIX;#^,Q/ %E,P^N>],Z M+ENNC8UR0.JI%$R%4B_=,+'"=)&6_H\YU-_B\?7;\

'"