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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

â˜’ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2024 orâ˜ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from

_____ to _____Commission File Number: 001-38658_____EVENTBRITE, INC.(Exact name of registrant as specified in its charter)_____Delaware14-1888467(State or other jurisdiction ofincorporation or organization)(I.R.S. EmployerIdentification No.)95 Third Street, 2nd FloorSan Francisco, CA 94103(Address of principal executive offices) (Zip Code)(415) 692-7779(Registrant's telephone number, including area code)Not applicable(Former name, former address and former fiscal year, if changed since last report)Securities registered pursuant to Section 12(b) of the Act:Title of each classTrading symbol(s)Name of each exchange on which registeredClass A common stock, $0.00001 par valueEBNew York Stock Exchange LLC_____Indicate by check mark whether the registrant (1)Â has filed all reports required to be filed by SectionÂ 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2)Â has been subject to such filing requirements for the past 90 days.Â Â Â Â YesÂ Â â˜Â Â Â Â NoÂ Â â˜Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).Â Â Â Â YesÂ Â â˜Â Â Â Â NoÂ Â â˜Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting companyâ€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act.Large accelerated filerâ˜Â Â AcceleratedÂ filerâ˜Non-accelerated filerâ˜SmallerÂ reportingÂ companyâ˜Emerging growth companyâ˜If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. Â Â â˜Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).Â Â Â Â YesÂ Â â˜Â Â Â Â NoÂ Â â˜As of OctoberÂ 31, 2024, 81,233,850 shares of Registrant's Class A common stock and 15,647,029 shares of Registrant's Class B common stock were outstanding. Table of ContentsEVENTBRITE, INC.TABLE OF CONTENTSPageSPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS1PART I. FINANCIAL INFORMATIONItem 1.Unaudited Condensed Consolidated Financial Statements2Condensed Consolidated Balance Sheets 2Condensed Consolidated Statements of Operations 3Condensed Consolidated Statements of Stockholders' Equity 4Condensed Consolidated Statements of Cash Flows 6Notes to Unaudited Condensed Consolidated Financial Statements8Item 2.Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations22Item 3.Quantitative and Qualitative Disclosures About Market Risk31Item 4.Controls and Procedures31PART II. OTHER INFORMATIONItem 1.Legal Proceedings32Item 1A.Risk Factors32Item 2.Unregistered Sales of Equity Securities, Use of Proceeds, and Issuer Purchases of Equity Securities34Item 3.Defaults Upon Senior Securities34Item 4.Mine Safety Disclosures34Item 5.Other Information34Item 6.Exhibits35Signatures36Table of ContentsSPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTSThis Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), that involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as "may," "will," "appears," "shall," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continue," or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans or intentions. Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to, statements related to our future financial or operational results; our Convertible Notes (as defined below); our future financial performance, including our revenue, costs of revenue and operating expenses; our anticipated growth and growth strategies; our advance payout program; the sufficiency of our cash, cash equivalents and investments to meet our liquidity needs; our ability to successfully defend litigation brought against us and the potential effect of any current litigation on our business, financial position, results of operations or liquidity.The outcome of the events described in these forward-looking statements is subject to known and unknown risks, uncertainties and other factors, including those described in the section titled "Risk Factors" and elsewhere in our Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023 and this Quarterly Report on Form 10-Q. We caution you that the foregoing list may not contain all of the forward-looking statements made in this Quarterly Report on Form 10-Q. You should not rely upon forward-looking statements as predictions of future events.All forward-looking statements are based on information and estimates available to the Company at the time of this Quarterly Report on Form 10-Q and are not guarantees of future performance. We undertake no obligation to update any forward-looking statements made in this Quarterly Report on Form 10-Q to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q or to reflect new information or the occurrence of unanticipated events, except as required by law.Table of ContentsPART I. FINANCIAL INFORMATIONItem 1. Unaudited Condensed Consolidated Financial StatementsEVENTBRITE, INC. CONDENSED CONSOLIDATED BALANCE SHEETS(in thousands, except par value amounts and share data)(Unaudited)September 30, 2024December 31, 2023AssetsCurrent assetsÂ Â Â Â Â Â Â Â Â Â Cash and cash equivalents$530,957Â $489,200Â Â Â Â Â Â Â Â Â Â Funds receivable30,190Â 48,773Â Short-term investments, at amortized cost24,665Â 153,746Â Â Â Â Â Â Â Â Â Â Â Accounts receivable, net3,224Â 2,814Â Â Â Â Â Â Â Â Â Â Â Creator signing fees, net4,399Â 634Â Â Â Â Â Â Â Â Â Â Â Creator advances, net6,157Â 2,804Â Â Â Â Â Â Â Â Â Â Â Prepaid expenses and other current assets11,692Â 13,880Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total current assets611,284Â 711,851Â Creator signing fees, net, noncurrent3,924Â 1,303Â Property and equipment, net13,549Â 9,384Â Operating lease right-of-use assets950Â 177Â Goodwill174,388Â 174,388Â Acquired intangible assets, net7,017Â 13,314Â Other assets6,261Â 2,913Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total assets$817,373Â $913,330Â Liabilities and Stockholdersâ€™ EquityCurrent liabilitiesÂ Â Â Â Â Â Â Â Â Â Accounts payable, creators$355,074Â $303,436Â Â Â Â Â Â Â Â Â Â Accounts payable, trade1,127Â 1,821Â Â Â Â Â Â Â Â Â Â Â Chargebacks and refunds reserve9,057Â 8,088Â Â Â Â Â Â Â Â Â Â Accrued compensation and benefits5,506Â 17,522Â Â Â Â Â Â Â Â Â Â Accrued taxes5,243Â 8,796Â Â Â Â Â Â Â Â Â Operating lease liabilities2,010Â 1,523Â Â Â Â Â Â Â Â Â Â Other accrued liabilities13,542Â 16,425Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total current liabilities391,559Â 357,611Â Accrued taxes, noncurrent4,546Â 4,526Â Operating lease liabilities, noncurrent956Â 1,768Â Long-term debt240,395Â 357,668Â Other liabilities79Â â€”Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total liabilities637,535Â 721,573Â Commitments and contingencies (Note 17)Stockholdersâ€™ equityPreferred stock, $0.00001 par value; 100,000,000 shares authorized, no shares issued or outstanding as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023â€”Â â€”Â Common stock, $0.00001 par value; 1,100,000,000 shares authorized; 96,399,619 shares issued and outstanding as of SeptemberÂ 30, 2024; 101,276,416 shares issued and outstanding as of DecemberÂ 31, 20231Â Additional paid-in capital1,041,894Â 1,007,190Â Treasury stock, at cost; 7,243,283 shares of common stock as of SeptemberÂ 30, 2024 and no shares as of DecemberÂ 31, 2023(39,428)â€”Â Accumulated deficit(822,629)(815,434)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total stockholdersâ€™ equity179,838Â 191,757Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total liabilities and stockholdersâ€™ equity$817,373Â $913,330Â (See accompanying Notes to Unaudited Condensed Consolidated Financial Statements)2Table of ContentsEVENTBRITE, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (inÂ thousands, except per share data) (Unaudited)Three Months EndedSeptember 30,Nine Months EndedSeptember 30,2024202320242023Net revenue$77,801Â $81,544Â $248,604Â $238,370Â Cost of net revenue24,543Â 25,867Â 74,186Â 76,865Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Gross profit53,258Â 55,677Â 174,418Â 161,505Â Operating expensesÂ Â Â Â Â Â Â Â Â Â Product development 22,586Â 23,041Â 75,327Â 73,091Â Â Â Â Â Â Â Â Â Â Â Sales, marketing and support23,694Â 21,063Â 69,084Â 53,802Â Â Â Â Â Â Â Â Â Â General and administrative15,930Â 23,137Â 52,983Â 66,681Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total operating expenses62,210Â 67,241Â 197,394Â 193,574Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Loss from operations(8,952)(11,564)(22,976)(32,069)Interest income6,056Â 7,569Â 20,845Â 19,948Â Interest expense(2,084)(2,821)(7,690)(8,359)Other income (expense), net1,420Â (2,357)3,892Â (3,230)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Loss before income taxes(3,560)(9,173)(5,929)(23,710)Income tax provision208Â 762Â 1,266Â 1,832Â Net loss$(3,768)$(9,935)$(7,195)$(25,542)Net loss per share, basic and diluted(0.04)(0.10)(0.08)(0.26)Weighted-average number of shares outstanding used to compute net loss per share, basic and diluted 96,498Â 100,540Â 95,571Â 100,030Â (See accompanying Notes to Unaudited Condensed Consolidated Financial Statements)3Table of ContentsEVENTBRITE, INC. CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY(inÂ thousands, except share data) (Unaudited)Common Stock-Class ACommon Stock-Class BTreasury StockAdditional Paid-In CapitalAccumulated DeficitTotal Stockholdersâ€™ EquitySharesAmountSharesAmountSharesAmountBalance at December 31, 202385,614,983Â $1Â 15,661,433Â $â€”Â â€”Â $â€”Â $1,007,190Â $(815,434)$191,757Â Issuance of restricted stock awards9,665Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Issuance of common stock for settlement of RSUs887,751Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Shares withheld related to net share settlement(305,537)â€”Â â€”Â â€”Â â€”Â â€”Â (2,612)â€”Â (2,612)Repurchase of common stock(2,652,174)â€”Â â€”Â â€”Â 2,652,174Â (15,055)â€”Â â€”Â (15,055)Stock-based compensationâ€”Â â€”Â â€”Â â€”Â â€”Â 14,523Â â€”Â 14,523Â Net lossâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (4,490)(4,490)Balance at March 31, 202483,554,688Â $1Â 15,661,433Â $â€”Â 2,652,174Â $(15,055)$1,019,101Â $(819,924)$184,123Â Issuance of restricted stock awards11,754Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Issuance of common stock for settlement of RSUs1,836,278Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Shares withheld related to net share settlement(604,997)â€”Â â€”Â â€”Â â€”Â â€”Â (3,164)â€”Â (3,164)Issuance of common stock for 2018 Employee Stock Purchase Plan (ESPP) Purchase107,266Â â€”Â â€”Â â€”Â â€”Â â€”Â 454Â â€”Â 454Â Repurchase of common stock(4,135,795)â€”Â â€”Â â€”Â 4,135,795Â (22,129)â€”Â â€”Â (22,129)Stock-based compensationâ€”Â â€”Â â€”Â â€”Â â€”Â 15,814Â â€”Â 15,814Â Net incomeâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 1,063Â 1,063Â Balance at June 30, 202480,769,194Â $1Â 15,661,433Â $â€”Â 6,787,969Â $(37,184)$1,032,205Â $(818,861)$176,161Â Issuance of restricted stock awards13,867Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Issuance of common stock for settlement of RSUs638,242Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Shares withheld related to net share settlement(227,803)â€”Â â€”Â â€”Â â€”Â â€”Â (1,061)â€”Â (1,061)Conversion of Class B common stock to Class A common stock13,004Â â€”Â (13,004)â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Repurchase of common stock(455,314)â€”Â â€”Â â€”Â 455,314Â (2,244)â€”Â â€”Â (2,244)Stock-based compensationâ€”Â â€”Â â€”Â â€”Â â€”Â 10,750Â â€”Â 10,750Â Net lossâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (3,768)(3,768)Balance at September 30, 202480,751,190Â $1Â 15,648,429Â $â€”Â 7,243,283Â $(39,428)$1,041,894Â $(822,629)$179,838Â 4Table of ContentsCommon Stock-Class ACommon Stock-Class BTreasury StockAdditional Paid-In CapitalAccumulated DeficitTotal Stockholdersâ€™ EquitySharesAmountSharesAmountSharesAmountBalance at December 31, 202281,529,265Â $1Â 17,640,167Â $â€”Â â€”Â $â€”Â $955,509Â $(788,955)$166,555Â Issuance of common stock upon exercise of stock options77,378Â â€”Â â€”Â â€”Â â€”Â 463Â â€”Â 463Â Issuance of restricted stock awards10,375Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Issuance of common stock for settlement of RSUs551,060Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Shares withheld related to net share settlement(193,445)â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (1,822)â€”Â (1,822)Stock-based compensationâ€”Â â€”Â â€”Â â€”Â â€”Â 12,365Â â€”Â 12,365Â Net lossâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (12,686)(12,686)Balance at March 31, 202381,974,633Â $1Â 17,640,167Â $â€”Â â€”Â $â€”Â $966,515Â $(801,641)$164,875Â Issuance of common stock upon exercise of stock options46,035Â â€”Â â€”Â â€”Â â€”Â â€”Â 285Â â€”Â 285Â Issuance of restricted stock awards1,964Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Issuance of common stock for settlement of RSUs609,839Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Shares withheld related to net share settlement(199,245)â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (1,379)â€”Â (1,379)Issuance of common stock for 2018 Employee Stock Purchase Plan (ESPP) Purchase91,827Â â€”Â â€”Â â€”Â â€”Â â€”Â 567Â â€”Â 567Â Stock-based compensationâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 14,987Â â€”Â 14,987Â Net lossâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (2,921)(2,921)Balance at June 30, 202382,525,053Â $1Â 17,640,167Â $â€”Â $â€”Â $â€”Â $980,975Â $(804,562)$176,414Â Issuance of common stock upon exercise of stock options25,296Â â€”Â â€”Â â€”Â â€”Â â€”Â 182Â â€”Â 182Â Issuance of restricted stock awards13,261Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Issuance of common stock for settlement of RSUs623,096Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Shares withheld related to net share settlement(205,863)â€”Â â€”Â â€”Â â€”Â â€”Â (2,285)â€”Â (2,285)Conversion of Class B common stock to Class A common stock1,977,495Â â€”Â (1,977,495)â€”Â â€”Â â€”Â â€”Â â€”Â Stock-based compensationâ€”Â â€”Â â€”Â â€”Â â€”Â 14,958Â â€”Â 14,958Â Net lossâ€”Â â€”Â â€”Â â€”Â â€”Â (9,935)(9,935)Balance at September 30, 202384,958,338Â $1Â 15,662,672Â $â€”Â $â€”Â $993,830Â $(814,497)$179,334Â (See accompanying Notes to Unaudited Condensed Consolidated Financial Statements)5Table of ContentsEVENTBRITE, INC.CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS(inÂ thousands, Unaudited)Nine Months Ended September 30,20242023Cash flows from operating activitiesNet loss$(7,195)$(25,542)Adjustments to reconcile net loss to net cash provided by operating activities:Depreciation and amortization11,189Â 9,934Â Stock-based compensation expense39,484Â 41,161Â Amortization of debt discount and issuance costs1,512Â 1,557Â Loss on debt extinguishment315Â â€”Â Unrealized (gain) loss on foreign currency exchange741Â (103)Accretion on short-term investments(3,112)(5,477)Non-cash operating lease expenses463Â 5,088Â Amortization of creator signing fees777Â 742Â Changes related to creator advances, creator signing fees, and allowance for credit losses(2,434)(1,671)Provision for chargebacks and refunds21,015Â 9,549Â Gain on litigation settlement(3,927)â€”Â Other796Â 1,464Â Changes in operating assets and liabilitiesAccounts receivable(1,731)(1,181)Funds receivable18,480Â 10,917Â Creator signing fees and creator advances(6,327)44Â Prepaid expenses and other assets2,767Â 2,900Â Accounts payable, creators53,423Â 64,711Â Accounts payable(675)328Â Chargebacks and refunds reserve(20,461)(12,681)Accrued compensation and benefits(12,016)4,198Â Accrued taxes(4,315)(7,846)Operating lease liabilities(1,561)(2,563)Other accrued liabilities(1,580)6,271Â Net cash provided by operating activities85,628Â 101,800Â Cash flows from investing activitiesPurchases of short-term investments(136,808)(273,677)Maturities of short-term investments269,001Â 211,000Â Purchases of property and equipment(585)(991)Capitalized internal-use software development costs(6,964)(4,848)Net cash provided by (used in) investing activities124,644Â (68,516)Cash flows from financing activitiesPrincipal repayment of debt obligations(120,450)â€”Â Repurchase of common stock(39,296)â€”Â Proceeds from exercise of stock optionsâ€”Â 930Â Taxes paid related to net share settlement of equity awards(6,837)(5,486)Proceeds from issuance of common stock under ESPP454Â 567Â Principal payments on finance lease obligationsâ€”Â (1)Net cash used in financing activities(166,129)(3,990)Effect of exchange rate changes on cash, cash equivalents and restricted cash(2,386)(925)Net increase in cash, cash equivalents and restricted cash41,757Â 28,369Â Cash, cash equivalents and restricted cashBeginning of period489,200Â 540,174Â End of period$530,957Â $568,543Â 6Table of ContentsEVENTBRITE, INC.CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS(inÂ thousands, Unaudited)Nine Months Ended September 30,20242023Supplemental cash flow dataInterest paid$5,346Â $5,336Â Income taxes paid, net of refunds1,229Â 517Â Non-cash investing and financing activitiesOperating lease right-of-use assets obtained in exchange for operating lease liabilities$1,112Â â€”Â Reduction of right-of-use assets due to modification or exit$â€”Â $3,917Â (See accompanying Notes to Unaudited Condensed Consolidated Financial Statements)7Table of ContentsEVENTBRITE, INC. Notes to Unaudited Condensed Consolidated Financial Statements1. Overview and Basis of Presentation Description of Business Eventbrite, Inc. (Eventbrite or the Company) operates a two-sided marketplace that connects millions of creators and consumers every month to share their passions, artistry and causes through live experiences. Creators use the Company's highly-scalable self-service ticketing and marketing tools to plan, promote and sell tickets to their events and event seekers use the Company's website and mobile application to discover and purchase tickets to experiences they love.Basis of Presentation The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) and the applicable rules and regulations of the Securities and Exchange Commission (SEC) for interim financial information. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements.The accompanying unaudited condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and, in the opinion of management, reflect all adjustments of a normal and recurring nature considered necessary to state fairly the Company's consolidated financial position, results of operations and cash flows for the interim periods. The condensed consolidated balance sheet at December 31, 2023 has been derived from audited consolidated financial statements as of that date. All intercompany transactions and balances have been eliminated. The interim results for the three and nine months ended SeptemberÂ 30, 2024 are not necessarily indicative of the results that may be expected for the year ending DecemberÂ 31, 2024 or for any other future annual or interim period.The information included in this Quarterly Report on Form 10-Q should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Quantitative and Qualitative Disclosures About Market Risk" and the Consolidated

Financial Statements and notes thereto included in Items 7, 7A and 8, respectively, in the Company's Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023 (2023 Form 10-K).Significant Accounting PoliciesThere have been no changes to the Company's significant accounting policies described in the 2023 Form 10-K that have had a material impact on the Company's unaudited condensed consolidated financial statements and related notes.Use of Estimates In order to conform with U.S. GAAP, the Company is required to make certain estimates, judgments and assumptions when preparing its condensed consolidated financial statements. These estimates, judgments and assumptions affect the reported assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenue and expenses during the reported periods. These estimates include, but are not limited to, the recoverability of creator signing fees and creator advances, chargebacks and refunds reserve, certain assumptions used in the valuation of equity awards, assumptions used in determining the fair value of business combinations, the allowance for credit losses, and indirect tax reserves. The Company evaluates these estimates on an ongoing basis. Actual results could differ from those estimates and such differences could be material to the Companyâ€™s condensed consolidated financial statements. Comprehensive Loss For all periods presented, comprehensive loss equaled net loss. Therefore, the condensed consolidated statements of comprehensive l have been omitted from the unaudited condensed consolidated financial statements. Segment Information The Companyâ€™s Chief Executive Officer (CEO) is the chief operating decision maker. The Company's CEO reviews discrete financial information presented on a consolidated basis for purposes of allocating resources and evaluating the Companyâ€™s financial performance. Accordingly, the Company has determined that it operates as a single operating segment and has one reportable segment.8Table of Contents2. Restructuring2024 Reduction in ForceOn August 7, 2024, the board of directors of the Company approved a reduction in force designed to reduce operating costs and which resulted in the termination of approximately 11% of the Companyâ€™s workforce, or approximately 100 employees. The Company incurred $5.4Â million in connection with the reduction in force during the three months ended September 30, 2024, which consisted of costs related to severance and other employee termination benefits. The actions associated with the reduction in force and the costs incurred were substantially complete as of the third quarter of 2024. The following table is a summary of the reduction in force related costs for the three months ended September 30, 2024 (in thousands):Three Months Ended September 30, 2024Severance and other termination benefitsComputer equipment disposalsTotalProduct development3,424Â â€”Â 3,424Â Sales, marketing and support535Â â€”Â 535Â General and administrative1,395Â 63Â 1,458Â Total$5,354Â $63Â $5,417Â The following table is a summary of the changes in the reduction in force related liabilities, included within accrued compensation and benefits and other accrued liabilities on the condensed consolidated balance sheets (in thousands):Balance as of January 1, 2024$â€”Â Reduction in force related costs accrued5,417Â Cash payments(4,409)Non-cash applied(63)Balance as of September 30, 2024$945Â 2023 Restructuring In February 2023, the board of directors of the Company approved a restructuring plan designed to reduce operating costs, drive efficiencies by consolidating development and support talent into regional hubs, and enable investment for potential long-term growth. As of September 30, 2024, the Company has substantially completed the 2023 restructuring plan. The following table is a summary of the 2023 restructuring related costs for the three and nine months ended September 30, 2023 (in thousands):Three Months Ended September 30, 2023Nine Months Ended September 30, 2023Severance and other termination benefitsLease abandonment and related chargesTotalSeverance and other termination benefitsLease abandonment and related chargesTotalCost of net revenue$237Â $â€”Â $237Â $1,259Â $426Â $1,685Â Product development140Â â€”Â $140Â 5,385Â 1,346Â 6,731Â Sales, marketing and support94Â â€”Â $94Â 1,406Â 1,041Â 2,447Â General and administrative279Â 4Â $283Â 2,778Â 1,491Â 4,269Â Total$750Â $4Â $754Â $10,828Â $4,304Â $15,132Â 9Table of ContentsThe following table is a summary of the changes in the 2023 restructuring related liabilities included within accrued compensation and benefits and other accrued liabilities on the condensed consolidated balance sheets (in thousands):Balance as of January 1, 2023$â€”Â Restructuring related costs accrued16,294Â Cash payments(9,770)Non-cash applied(4,388)Balance as of December 31, 2023$2,136Â Restructuring related costs accrued242Â Cash payments$(2,378)Balance as of September 30, 2024$â€”Â 3. Revenue Recognition The Company derives its revenues from a mix of marketplace activities. Revenue is primarily derived from ticketing fees and payment processing fees. The Company also derives a portion of revenues from organizer fees and advertising services. The Company's customers are event creators who use the Company's platform to sell tickets and market events to consumers. Revenue is recognized when or as control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to receive in exchange for those goods or services.Ticketing RevenueFor ticketing services, the Company's service provides a platform to the event creator and consumer to transact. The Company's performance obligation is to facilitate and process that transaction and issue the ticket, and ticketing revenue is recognized by the Company when the ticket is sold. The amount that the Company earns for its ticketing services consists of a flat fee and a fixed percentage-based fee per ticket. The Company records ticketing revenue on a net basis related to its ticketing service fees.For payment processing services, the Company provides the event creator with the choice of whether to use Eventbrite Payment Processing (EPP) or to use a third-party payment processor, referred to as Facilitated Payment Processing (FPP).Under the EPP option, the Company is the merchant of record and is responsible for processing the transaction and collecting the face value of the ticket and all associated fees at the time the ticket is sold. The Company is also responsible for remitting these amounts collected, less the Company's fees, to the event creator. For EPP services, the Company determined that it is the principal in providing the service as the Company is responsible for fulfilling the promise to process the payment and has discretion in establishing the price of its service. As a result, the Company records revenue on a gross basis related to its EPP service fees. Costs incurred for processing the ticketing transactions are included in cost of net revenues in the condensed consolidated statements of operations. Under the FPP option, the Company is not responsible for processing the transaction or collecting the face value of the ticket and associated fees. In this case, the Company records revenue on a net basis related to its FPP service fees.Revenue is presented net of indirect taxes, customer refunds, payment chargebacks, estimated uncollectible amounts, creator royalties and amortization of creator signing fees. As part of its commercial agreements, the Company offers upfront payments to qualifying creators entering into new or renewed ticketing arrangements in order to incentivize them to organize certain events on the Company's platform or obtain exclusive rights to ticket their events.If an event is canceled by a creator, then any obligations to provide refunds to event attendees are the responsibility of that creator. If a creator is unwilling or unable to fulfill their refund obligations, the Company may, at its discretion, provide attendee refunds. Advertising RevenueAdvertising revenue represents services that enable creators to promote featured content on the Eventbrite platform or mobile application. The Company considers that it satisfies its performance obligation as it provides the services to customers and recognizes revenue as advertising impressions are displayed to consumers.Organizer Fee Revenue10Table of ContentsIn 2023, the Company expanded access to its comprehensive suite of event marketing tools to all creators and introduced new pricing plans and subscription packages to creators when publishing events on the Eventbrite marketplace. Under this pricing plan, the Company charged an organizer fee under two plan options. The Flex plan was charged per event and the Pro plan was a monthly or annual subscription to publish unlimited events.In the third quarter of 2024, the Company discontinued the Flex plan and returned to a model that enables creators to publish their events at no cost on the Eventbrite marketplace. Creators continue to have the option to subscribe to the Pro plan, available on an annual or monthly basis, which offers enhanced event marketing capabilities. The Company considers that it satisfies its performance obligation as it provides the subscribed services under the plan and recognizes revenue ratably over the subscription period. Organizer fees are nonrefundable. 4. Cash, Cash Equivalents and Restricted Cash The Company considers all highly liquid financial instruments, including bank deposits, money market funds and U.S. Treasury securities with an original maturity of three months or less at the date of purchase to be cash equivalents. Due to the short-term nature of the instruments, the carrying amounts reported in the condensed consolidated balance sheets approximate their fair value.Cash and cash equivalents balances include the face value of tickets sold on behalf of creators and their share of service charges, which are to be remitted to the creators. Such balances were $327.6 million and $259.2 million as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively. These ticketing proceeds are legally unrestricted, and the Company invests a portion of ticketing proceeds in U.S. Treasury bills with original maturities less than one year. These amounts due to creators are included in accounts payable, creators on the condensed consolidated balance sheets.During 2023, the Company issued letters of credit relating to contracts entered into with other parties under lease agreements and other agreements which were collateralized with cash. This cash was classified as noncurrent restricted cash on the condensed consolidated balance sheets. The following table provides a reconciliation of cash and cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same amounts shown in the condensed consolidated statements of cash flows (in thousands):September 30, 2024December 31, 2023September 30, 2023Cash and cash equivalents$530,957Â $489,200Â $567,646Â Restricted cash â€”Â â€”Â 897Â Total cash, cash equivalents and restricted cash $530,957Â $489,200Â $568,543Â 5. Short-term Investments The Company invests certain of its excess cash in short-term debt instruments, which consist of U.S. Treasury bills with original maturities less than one year. All short-term investments are classified as held-to-maturity and are recorded and held at amortized cost. Investments are considered to be impaired when a decline in fair value is deemed to be other-than-temporary. Once a decline in fair value is determined to be other-than-temporary, the carrying value of an instrument is adjusted to its fair value on a non-recurring basis. No such fair value impairment was recognized during the nine months ended September 30, 2024 or year ended DecemberÂ 31, 2023.The following tables summarize the Company's financial instruments that were measured at fair value on a non-recurring basis (in thousands): September 30, 2024DescriptionClassificationAmortized costGross unrecognized holding gainsGross unrecognized holdings lossesAggregate fair valueSavings depositsCash equivalents$26,834Â $â€”Â $â€”Â $26,834Â US Treasury securitiesCash equivalents49,634Â 12Â â€”Â $49,646Â US Treasury securitiesShort-term investments24,665Â 10Â â€”Â 24,675Â $101,133Â $22Â $â€”Â $101,155Â 11Table of ContentsDecember 31, 2023DescriptionClassificationAmortized costGross unrecognized holding gainsGross unrecognized holdings lossesAggregate fair valueSavings depositsCash equivalents$51,487Â $â€”Â $â€”Â $51,487Â US Treasury securitiesShort-term investments153,746Â 17Â (12)153,751Â $205,233Â $17Â (12)205,238Â 6. Funds ReceivableFunds receivable represents cash-in-transit from third-party payment processors that is received by the Company within approximately five business days from the date of the underlying ticketing transaction. For periods ending on a weekend or a bank holiday, the funds receivable balance will typically be higher than for periods ending on a weekday, as the Company settles payment processing activity on business days. The funds receivable balance includes the face value of tickets sold on behalf of creators and their share of service charges, which amounts are to be remitted to the creators. Such amounts were $27.5 million and $44.2 million as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively. 7. Accounts Receivable, Net Accounts receivable, net is comprised of invoiced amounts to customers who use a third-party facilitated payment processor (FPP) or our advertising services. In evaluating the Companyâ€™s ability to collect outstanding receivable balances, the Company considers various factors including the age of the balance, the creditworthiness of the customer and the customerâ€™s current financial condition. Accounts receivable deemed uncollectible are charged against the allowance for credit losses when identified. Bad debt expense was immaterial in all of the periods presented in the condensed consolidated financial statements. The following table summarizes the Companyâ€™s accounts receivable balance (in thousands): September 30, 2024December 31, 2023Accounts receivable, customers$4,144Â $3,524Â Allowance for credit losses(920)(710)Accounts receivable, net$3,224Â $2,814Â 8. Creator Signing Fees, Net Creator signing fees are incentives that are offered and paid by the Company to secure exclusive ticketing and payment processing rights with certain creators. Creator signing fees are presented net of reserves on the condensed consolidated balance sheet. The benefit the Company receives by securing exclusive ticketing and payment processing rights with certain creators from creator signing fees is inseparable from the customer relationship with the creators and accordingly the amortization of these fees is recorded as a reduction of revenue in the condensed consolidated statements of operations.As of SeptemberÂ 30, 2024, the balance of creator signing fees, net is being amortized over a weighted-average remaining contract life of 4.0 years on a straight-line basis. The write-offs and other adjustments for the nine months ended September 30, 2024 include a reserve release to reflect losses recovered from a litigation settlement in June 2024. The following table summarizes the activity in creator signing fees for the periods indicated (in thousands): Three Months Ended September 30,Nine Months Ended September 30,2024202320242023Balance, beginning of period $5,154Â $2,569Â $1,937Â $1,748Â Creator signing fees paid 3,195Â â€”Â 4,046Â 30Â Amortization of creator signing fees (375)(275)(777)(742)Write-offs and other adjustments 349Â 16Â 3,117Â 1,274Â Balance, end of period $8,323Â $2,310Â $8,323Â $2,310Â 12Table of ContentsCreator signing fees are classified as follows on the condensed consolidated balance sheet as of the dates indicated (in thousands):September 30, 2024December 31, 2023September 30, 2023Creator signing fees, net$4,399Â $634Â $913Â Creator signing fees, net noncurrent3,924Â 1,303Â 1,397Â Total creator signing fees$8,323Â $1,937Â $2,310Â 9. Creator Advances, Net Creator advances are incentives that are offered by the Company which provide the creator with funds in advance of the event. Creator advances are presented net of reserves on the condensed consolidated balance sheet. These are subsequently recovered by withholding amounts due to the Company from the sale of tickets for the event until the creator payment has been fully recovered. The following table summarizes the activity in creator advances for the periods indicated (in thousands):Three Months Ended September 30,Nine Months Ended September 30,20242023202320242023Balance, beginning of period$6,852Â $695Â $2,804Â $721Â Creator advances paid827Â 722Â 4,502Â 822Â Creator advances recouped(1,617)(110)(2,222)(528)Write-offs and other adjustments95Â 357Â 1,073Â 649Â Balance, end of period $6,157Â $1,664Â $6,157Â $1,664Â 10. Accounts Payable, CreatorsAccounts payable, creators consists of unremitted ticket sale proceeds, net of Eventbrite service fees and applicable taxes. Amounts are remitted to creators within five business days subsequent to the completion of the related event. Creators may apply to receive a portion of these proceeds prior to completion of their events. For qualified creators, the Company passes ticket sales proceeds to the creator prior to the event, subject to certain limitations. Internally, the Company refers to these payments as advance payouts. When an advance payout is made, the Company reduces its cash and cash equivalents with a corresponding decrease to its accounts payable, creators. The advance payouts balance at the end of the period may fluctuate due to the timing of events and the creator's payout schedule. As of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, advance payouts outstanding was $131.5 million and $115.3 million, respectively. 11. Chargebacks and Refunds ReserveThe terms of the Company's standard merchant agreement obligate creators to reimburse attendees who are entitled to refunds. The Company records estimates for refunds and chargebacks of its fees as contra-revenue. When the Company provides advance payouts, it assumes risk that the event may be canceled, fraudulent or materially not as described, resulting in significant chargebacks and refund requests. See Note 10, â€œAccounts Payable, Creators.â€ If the creator is insolvent, has spent the proceeds of the ticket sales for event-related costs, has canceled the event, or has engaged in fraudulent activity, the Company may not be able to recover its losses from these events, and such unrecoverable amounts could equal the value of the transaction or transactions settled to the creator prior to the event that is disputed, plus any associated chargeback fees not assumed by the creator. The Company records reserves for estimated advance payout losses as an operating expense classified within sales, marketing and support.Reserves are recorded based on the Company's assessment of various factors, including the amounts paid and outstanding to creators in conjunction with the advance payout program, macroeconomic conditions, and actual chargeback and refund activity trends. The chargebacks and refunds reserve was $9.1 million and $8.1 million, which primarily includes reserve balances for estimated advance payout losses of $5.9 million and $6.0 million, as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively.The Company will adjust reserves in the future to reflect best estimates of future outcomes. The Company cannot predict the outcome of or estimate the possible recovery or range of recovery from these matters. It is possible that the reserve amount 13Table of Contentswill not be sufficient and the Company's actual losses could be materially different from its current estimates. 12. Property and Equipment, Net Property and equipment, net consisted of the following as of the dates indicated (inÂ thousands): September 30, 2024December 31, 2023Capitalized internal-use software development costs $71,182Â $62,615Â Furniture and fixtures 179Â 179Â Computers and computer equipment 3,935Â 3,617Â Leasehold improvements 924Â 924Â Property and equipment76,220Â 67,335Â Less: Accumulated depreciation and amortization (62,671)(57,951)Property and equipment, net $13,549Â $9,384Â The Company recorded the following amounts related to depreciation of fixed assets and capitalized internal-use software development costs during the periods indicated (in thousands): Three Months Ended September 30,Nine Months Ended September 30,2024202320242023Depreciation expense$154Â $241Â $549Â $962Â Amortization of capitalized internal-use software development costs1,679Â 870Â 4,344Â 2,493Â 13. LeasesOperating LeasesThe Company has operating leases primarily for office space. Operating lease right-of-use assets and operating lease liabilities are recognized at the lease commencement date based on the present value of the lease payments over the lease term. Right-of-use assets also include adjustments related to prepaid or deferred lease payments and lease incentives. In calculating the present value of the lease payments, the Company utilizes its incremental borrowing rate, as the rates implicit in the leases were not readily determinable. The incremental borrowing rate is estimated to approximate the interest rate on a collateralized basis with similar terms and payments, and in economic environments where the leased asset is located.The components of operating lease costs were as follows (in thousands):Three Months Ended September 30,Nine Months Ended September 30,20242023202320242023Operating lease costs$190Â $86Â $463Â $5,088Â Sublease incomeâ€”Â â€”Â â€”Â (104)Total operating lease costs, net$190Â $86Â $463Â $4,984Â As part of the 2023

restructuring plan, the Company closed certain offices in April 2023 to align with the geographic distribution of its employees, resulting in the acceleration of $3.9Â million in amortization of right-of-use assets for the nine months ended September 30, 2023.As of SeptemberÂ 30, 2024, the Company's operating leases had a weighted-average remaining lease term of 1.5 years and a weighted-average discount rate of 4.6%. 14Table of ContentsAs of SeptemberÂ 30, 2024, maturities of operating lease liabilities were as follows (in thousands): Operating LeasesThe remainder of 2024$547Â 20252,142Â 2026372Â Total future operating lease payments3,061Â Less: Imputed interest(95)Total operating lease liabilities$2,966Â Operating lease liabilities, current$2,010Â Operating lease liabilities, noncurrent956Â Total operating lease liabilities$2,966Â 14. Goodwill and Acquired Intangible Assets, Net The carrying amount of the Company's goodwill was $174.4 million as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023. The Company tests goodwill for impairment at least annually, in the fourth quarter, or whenever events or changes in circumstances would more likely than not reduce the fair value of its single reporting unit below its carrying value. The Company did not record any goodwill impairment during the three or nine months ended SeptemberÂ 30, 2024 and 2023. Acquired intangible assets consisted of the following (in thousands): September 30, 2024December 31, 2023CostAccumulated AmortizationNet Book ValueCostAccumulated AmortizationNet Book ValueDeveloped technology $22,396Â $(22,299)$97Â $22,396Â $(21,679)$717Â Customer relationships 74,884Â (67,964)6,920Â 74,884Â (62,287)12,597Â Tradenames1,350Â (1,350)â€”Â 1,350Â (1,350)â€”Â Acquired intangible assets, net $98,630Â $(91,613)$7,017Â $98,630Â $(85,316)$13,314Â The following table set forth the amortization expense recorded related to acquired intangible assets during the periods indicated (in thousands): Three Months Ended September 30,Nine Months Ended September 30,20242023202420232Cost of net revenue $208Â $208Â $619Â $617Â Sales, marketing and support1,906Â 1,906Â 5,677Â 5,862Â Total amortization of acquired intangible assets $2,114Â $2,114Â $6,296Â $6,479Â As of SeptemberÂ 30, 2024, the total expected future amortization expense of acquired intangible assets by year is as follows (inÂ thousands): The remainder of 2024$2,003Â 20255,014Â Â Â Â Â Total expected future amortization expense$7,017Â 15. Fair Value MeasurementThe Company measures its financial assets and liabilities at fair value at each reporting date using a fair value hierarchy that requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrumentâ€™s classification within the fair value hierarchy is based upon the lowest level of 15Table of Contentsinput that is significant to the fair value measurement. Three levels of inputs may be used to measure fair value:Level 1 â€“ Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.Level 2 â€“ Other inputs that are directly or indirectly observable in the marketplace.Level 3 â€“ Unobservable inputs that are supported by little or no market activity. The Companyâ€™s cash equivalents, funds receivable, accounts receivable, accounts payable and other current liabilities approximate their fair value. All of the Company's financial assets and liabilities are Level 1, except for debt. See Note 16, â€œDebt,â€ for details regarding the fair value of the Company's 0.750% convertible senior notes due 2026 (the 2026 Notes) and 5.000% convertible senior notes due 2025 (the 2025 Notes, and together with the 2026 Notes, the Convertible Notes).16. Debt As of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, the Convertible Notes classified as long-term debt consisted of the following (in thousands): September 30, 2024December 31, 20232026 Notes2025 NotesTotal2026 Notes2025 NotesTotalOutstanding principal balance$212,750Â $30,000Â $242,750Â $212,750Â $150,000Â $362,750Â Less: Debt issuance costs(2,080)(275)(2,355)(2,864)(2,218) (5,082)Carrying amount, long-term debt$210,670Â $29,725Â $240,395Â $209,886Â $147,782Â $357,668Â The following tables set forth the total interest expense recognized related to the Convertible Notes for the periods indicated (in thousands):Three Months Ended September 30,Nine Months Ended September 30,20242023202420232Cash interest expense$1,628Â $2,274Â $6,176Â $6,801Â Amortization of debt issuance costs456Â 548Â 1,512Â 1,557Â Total interest expense$2,084Â $2,822Â $7,688Â $8,358Â The following table summarizes the Company's contractual obligation to settle commitments related to the Convertible Notes as of SeptemberÂ 30, 2024 (in thousands): Payments due by YearTotal2024202520262026 Notes$212,750Â $â€”Â $â€”Â $212,750Â Interest obligations on 2026 Notes (1)3,192Â â€”Â 1,596Â 1,596Â 2025 Notes30,000Â â€”Â 30,000Â â€”Â Interest obligations on 2025 Notes (1)2,250Â 750Â 1,500Â â€”Â (1) The 2026 Notes and 2025 Notes bear interest at a fixed rate of 0.750% and 5.000% per year, respectively. 16Table of Contents2025 and 2026 NotesThe effective interest rate of the 2026 Notes is 1.3%. The Company recorded cash interest of $1.2Â million and amortization of debt issuance costs of $0.8Â million related to the 2026 Notes during each of the nine months ended SeptemberÂ 30, 2024 and SeptemberÂ 30, 2023.The effective interest rate of the 2025 Notes is 5.8%. The Company recorded cash interest of $5.0Â million and $5.6 million, and amortization of debt issuance costs of $0.7Â million and $0.8 million related to the 2025 Notes during the nine months ended SeptemberÂ 30, 2024 and SeptemberÂ 30, 2023, respectively.The fair value of the 2026 Notes and 2025 Notes, which the Company has classified as Level 2 instruments, was $184.3Â million and $29.6Â million respectively, as of SeptemberÂ 30, 2024. The fair value of the Convertible Notes is determined using observable market prices on the last business day of the period.Note RepurchasesOn August 21, 2024, the Company announced that it had entered into separate, privately negotiated repurchase transactions (collectively, the â€œRepurchasesâ€) with certain holders of the Companyâ€™s outstanding 2025 Notes, pursuant to which the Company repurchased $120Â million aggregate principal amount of the 2025 Notes for an aggregate cash repurchase price of $120.5 million, which included accrued and unpaid interest on such 2025 Notes. The Repurchases resulted in a $0.3 million loss on extinguishment in the third quarter of 2024.Gains and losses on extinguishment are included within other income (expense), net on our condensed consolidated statements of operations and included as an adjustment to reconcile net loss to net cash provided by (used in) operating activities in our condensed consolidated statements of cash flows.The Company had previously entered into capped call transactions with certain financial institutions in connection with the issuance of the 2025 Notes. All of these transactions remain in effect notwithstanding the Repurchases.17. Commitments and ContingenciesThe Company's principal commitments consist of obligations under the Convertible Notes (including principal and coupon interest); and operating leases for office space, as well as non-cancellable purchase commitments. See Note 16, "Debt" for contractual obligations to settle commitments relating to the Convertible Notes and Note 13, "Leases" for operating leases for office space.Other than as described in Note 13 and Note 16, there were no material changes to the Company's contractual obligations from those disclosed in the 2023 Form 10-K.Litigation and Loss Contingencies In addition to the litigation discussed below, from time to time, the Company may become a party to litigation and subject to claims incident to the ordinary course of business, including intellectual property claims, labor and employment claims, breach of contract claims, tax and other matters. Future litigation may be necessary to defend the Company or its creators.The results of any current or future litigation cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact on the Company because of defense and settlement costs, diversion of management resources and other factors.The Company accrues estimates for resolution of legal and other contingencies when losses are probable and reasonably estimable. The Company's assessment of losses is re-evaluated each accounting period and is based on all available information, including impact of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to each case. Nevertheless, it is possible that additional future legal costs including settlements, judgments, legal fees and other related defense costs could have a material adverse effect on the Companyâ€™s business, consolidated financial position, results of operations or liquidity. The matter discussed below summarizes the Companyâ€™s current significant litigation.Commercial Contract Litigation 17Table of ContentsOn June 18, 2020, the Company filed a Complaint in the United States District Court for the Northern District of California against M.R.G. Concerts Ltd. (MRG) and Matthew Gibbons (Gibbons), asserting claims for breach of contract, breach of the implied covenant of good faith and fair dealing, declaratory judgment, unfair competition and common counts under California law, arising out of MRG and Gibbons' termination of certain contracts with the Company and their refusal to make various payments to the Company required by those contracts. On June 28, 2024, MRG and Eventbrite executed an agreement for MRG to pay Eventbrite the settlement amount of $8.3Â million. The Company determined that the gain was realizable and recognized a loss recovery of $4.4Â million as a credit to general and administrative expenses and a gain of $3.9Â million to other income in relation to this verdict during the second quarter of 2024. Tax MattersThe Company is currently under audit in certain jurisdictions with regard to indirect tax matters.Â The Company establishes reserves for indirect tax matters when it determines that the likelihood of a loss is probable and the loss is reasonably estimable.Â Accordingly,Â the Company has established a reserve for the potential settlement of issues related to sales and other indirect taxes in the amount of $0.5Â million and $1.1Â millionÂ as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively. These amounts, which represent managementâ€™s best estimates of its potential liability,Â include potential interest and penalties of $0.1 million and $0.2 million as ofÂ SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively.The Company does not believeÂ that any ultimate liability resulting from any of these mattersÂ will have a material adverse effect on its business, consolidated financial position, results of operations or liquidity. However, the outcome of these matters is inherently uncertain. Therefore, if one or more of these matters were resolved against the Company for amounts in excess of managementâ€™s expectations, theÂ Companyâ€™s financial statements, including in a particular reporting period in which any such outcome becomes probable and estimable, could be materially adversely affected. Indemnification In the ordinary course of business, the Company enters into contractual arrangements under which the Company agrees to provide indemnification of varying scope and terms to business partners and other parties with respect to certain matters, including, but not limited to, losses arising out of the breach of such agreements, intellectual property infringement claims made by third parties, and other liabilities relating to or arising from the Companyâ€™s online ticketing platform or the Companyâ€™s acts or omissions. In these circumstances, payment may be conditional on the other party making a claim pursuant to the procedures specified in the particular contract. Further, the Companyâ€™s obligations under these agreements may be limited in terms of time and/or amount, and in some instances, the Company may have recourse against third parties for certain payments. In addition, the Company has indemnification agreements with its directors and executive officers that require the Company, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers. The terms of such obligations vary. 18. Stockholders' EquityCommon Stock RepurchaseOn March 14, 2024, the Company announced that its board of directors approved a share repurchase program with authorization to purchase up to $100.0Â million of the Companyâ€™s Class A common stock, which does not have an expiration date. During the nine months ended SeptemberÂ 30, 2024, the Company repurchased 7,243,283 shares of its Class A common stock for an aggregate amount of $39.4 million, which includes amounts accrued for the 1% excise tax as a result of the Inflation Reduction Act of 2022. As of SeptemberÂ 30, 2024, approximately $60.6 million remained available and authorized for future repurchases.Equity Incentive PlansIn August 2018, the 2018 Stock Option and Incentive Plan (2018 Plan) was adopted by the board of directors and approved by the stockholders and became effective in connection with the IPO. The 2018 Plan replaced the 2010 Stock Plan (2010 Plan) as the board of directors determined not to make additional awards under the 2010 Plan. The 2010 Plan will continue to govern outstanding equity awards granted thereunder. 18Table of ContentsThe 2018 Plan allows for the granting of options, stock appreciation rights, restricted stock, restricted stock units (RSUs), unrestricted stock awards, performance-based restricted stock units (PSUs), dividend equivalent rights and cash-based awards. Every January 1, the number of shares of stock reserved and available for issuance under the 2018 Plan will cumulatively increase by five percent of the number of shares of Class A and Class B common stock outstanding on the immediately preceding December 31, or a lesser number of shares as approved by the board of directors. As of SeptemberÂ 30, 2024, there were 5,270,216 and 5,955,438 options issued and outstanding under the 2010 Plan and 2018 Plan, respectively (collectively, the Plans). As of SeptemberÂ 30, 2024, 7,770,415 shares of Class A common stock were available for grant under the 2018 Plan.Stock options granted typically vest over a four-year period from the date of grant. Options awarded under the Plans are exercisable for up to ten years.Stock Option ActivityStock option activity for the nine months ended September 30, 2024 is presented below:Outstanding optionsWeighted average exercise priceWeighted average remaining contractual term (years)Aggregate intrinsic value (thousands)Balance as of December 31, 202312,318,335Â $12.06Â 5.4$2,845Â Canceled(1,092,681)10.55Â Balance as of September 30, 202411,225,654Â 12.21Â 4.5$â€”Â Vested and exercisable as of September 30, 202410,359,394Â 12.24Â 4.3$â€”Â Vested and expected to vest as of September 30, 202411,187,681Â $12.22Â 4.5$â€”Â The aggregate intrinsic value in the table above represents the difference between the fair value of Class A common stock and the exercise price of outstanding, in-the-money stock options at SeptemberÂ 30, 2024. As of SeptemberÂ 30, 2024, the total unrecognized stock-based compensation expense related to stock options outstanding was $5.0 million, which will be recognized over a weighted-average period of 1.6 years. There were no options granted during the nine months ended September 30, 2024.Stock Award ActivityStock award activity, which includes RSUs, PSUs and restricted stock awards (RSAs), for the nine months ended September 30, 2024 is presented below:Outstanding RSUs, RSAs and PSUsWeighted-average grant date fair value per shareWeighted average remaining contractual term (years)Aggregate intrinsic value (thousands)Balance as of December 31, 202312,478,798Â $9.40Â 1.2$104,315Â Awarded8,025,636Â 5.24Â Released(3,398,539)10.02Â Canceled(3,594,313)8.05Â Balance as of September 30, 202413,511,582Â 7.13Â 1.136,887Vested and expected to vest as of September 30, 202412,636,979Â $7.15Â 1.1$34,499Â As of SeptemberÂ 30, 2024, the total unrecognized stock-based compensation expense related to stock awards, was $57.2 million, which will be recognized over a weighted-average period of 1.6 years.Stock-based Compensation ExpenseStock-based compensation expense recognized in connection with stock options, RSUs, RSAs, PSUs and the Employee Stock Purchase Plan (ESPP) during each of the three and nine months ended SeptemberÂ 30, 2024 and 2023 was as follows (in 19Table of Contentsthousands):Three Months Ended September 30,Nine Months Ended September 30,20242023202420232Cost of net revenue$151Â $213Â $430Â $637Â Product development4,732Â 5,635Â 17,766Â 15,143Â Sales, marketing and support1,484Â 2,018Â 5,768Â 7,037Â General and administrative3,879Â 6,602Â 15,520Â 18,344Â Â Â Â Â Â Â Total$10,246Â $14,468Â $39,484Â $41,161Â The Company capitalized $0.5 million and $1.6 million of stock-based compensation expense related to capitalized software costs during the three and nine months ended SeptemberÂ 30, 2024, respectively, compared to $0.5 million and $1.1 million during the three and nine months ended SeptemberÂ 30, 2023, respectively. 19. Net Loss Per Share Basic net loss per share is calculated by dividing the net loss by the weighted-average number of shares of Class A common stock outstanding during the period. Diluted net loss per share is computed by giving effect to all potentially dilutive securities outstanding for the period. The following table sets forth the computation of basic and diluted net loss per share (in thousands, except per share data): Three Months Ended September 30,Nine Months Ended September 30,20242023202420232Net loss$(3,768)$(9,935)$(7,195)$(25,542)Weighted-average shares used in computing earnings per share, basic and diluted96,498Â 100,540Â 95,571Â 100,030Â Net loss per share, basic and diluted(0.04)(0.10)(0.08)(0.26)The following outstanding shares of potentially dilutive securities were excluded from the computation of diluted net loss per share because including them would have had an anti-dilutive effect (in thousands): September 30, 2024September 30, 2023Shares related to Convertible Notes10,011Â 19,538Â Stock options to purchase common stock11,226Â 12,446Â Restricted stock units 13,284Â 12,610Â ESPP182Â 136Â Total shares of potentially dilutive securities34,703Â 44,730Â For the 2025 Notes and 2026 Notes, the conversion spread of 2.4Â million shares and 7.6Â million shares, respectively, will have a dilutive impact on diluted net income per share of Class A common stock when the average market price of the Companyâ€™s Class A common stock for a given period exceeds the conversion price of $12.60 per share for the 2025 Notes and $27.89 per share for the 2026 Notes. 20. Income TaxesThe Company recorded an income tax expense of $0.2Â million and $1.3 million for the three and nine months ended SeptemberÂ 30, 2024, respectively, compared to $0.8 million and $1.8 million for the three and nine months ended SeptemberÂ 30, 2023, respectively. The increase was primarily attributable to insignificant non-routine tax expenses recorded during the prior year and changes in taxable earnings mix. The differences in the tax provision for the periods presented and the U.S. federal statutory rate is primarily due to foreign taxes in profitable jurisdictions and the recording of a full valuation allowance on the Company's net deferred tax assets.The computation of the provision for income taxes for interim periods is determined by applying the estimated annual effective tax rate to year-to-date earnings from recurring operations and adjusting for discrete tax items recorded in the period. 20Table of Contents21. Geographic InformationThe following table presents the Company's total net revenue by geography based on the currency of the underlying transaction (in thousands):Three Months Ended September 30,Nine Months Ended September 30,20242023202420232United States$56,335Â $59,963Â $181,431Â $175,836Â International21,466Â 21,581Â 67,173Â 62,534Â Total net revenue$77,801Â $81,544Â $248,604Â $238,370Â Net revenue for the United Kingdom represented 10% of the total consolidated net revenue for three months ended September 30, 2024. For the nine months ended September 30, 2024 and 2023, no individual country included in international net revenue represented more than 10% of the total consolidated net revenue.Substantially all of the Company's long-lived assets are located in the United States.21Table of ContentsItem 2. Management's Discussion and Analysis of Financial Condition and Results of OperationsThe following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and with the audited financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023 (2023 Form 10-K) filed with the United States Securities and Exchange Commission (SEC) on February 27, 2024. In addition to historical condensed consolidated financial information, the following discussion and analysis contains forward-looking statements that are based upon current plans, expectations and beliefs that involve risks and uncertainties. Our

actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under â€œRisk Factorsâ€ in our 2023 Form 10-K and this Quarterly Report on Form 10-Q. References herein to "Eventbrite," the "Company," "we," "us" or "our" refer to Eventbrite, Inc. and its subsidiaries, unless the context requires otherwise.OverviewEventbriteâ€™s mission is to bring the world together through live experiences. Since inception, we have been at the center of the experience economy, helping transform the way people discover and organize events. Our two-sided marketplace connects millions of creators and consumers every month to share their passions, artistry and causes through live experiences. Creators use our highly-scalable self-service ticketing and marketing tools to plan, promote and sell tickets to their events and event seekers use our website and mobile application to discover and purchase tickets to experiences they love. Key Business Metrics and Non-GAAP Financial MeasuresWe monitor key metrics to help us evaluate our business, identify trends affecting our business, formulate business plans and make strategic decisions. In addition to revenue, net loss and other results under generally accepted accounting principles (GAAP), the following tables set forth key business metrics and non-GAAP financial measures we use to evaluate our business. We believe these metrics and measures are useful to facilitate period-to-period comparisons of our business performance. We believe that the use of Adjusted EBITDA is helpful to our investors as this metric is used by management in assessing the health of our business and our operating performance, making operating decisions, evaluating performance and performing strategic planning and annual budgeting. This measure is not prepared in accordance with GAAP and has limitations as an analytical tool, and you should not consider this in isolation or as substitutes for analysis of our results of operations as reported under GAAP. You are encouraged to evaluate the adjustments and the reasons we consider them appropriate. Paid Ticket VolumePaid ticket volume is measured by the number of tickets sold on our platform that generate ticket fees, referred to as paid ticket volume. We consider paid ticket volume an important indicator of the underlying health of the business. The table below sets forth the paid ticket volume for the periods indicated:Three Months Ended September 30,Nine Months Ended September 30,20242023(in thousands)Paid ticket volume19,736Â 22,855Â 62,195Â 69,342Â Our paid ticket volume for events in the United States and outside of the United States was 59% and 41% in the three months and 60% and 40%, respectively, in the nine months ended SeptemberÂ 30, 2024, compared to 60% and 40% in the three months and 61% and 39%, respectively, in nine months ended SeptemberÂ 30, 2023.Adjusted EBITDA Adjusted EBITDA is a key performance measure that our management uses to assess our operating performance. Because Adjusted EBITDA facilitates internal comparisons of our historical operating performance on a more consistent basis, we use this measure for business planning purposes and in evaluating acquisition opportunities. We calculate Adjusted EBITDA as net loss adjusted to exclude depreciation and amortization, stock-based compensation expense, interest income, interest expense, employer taxes related to employee equity transactions, other (income) expense, net, and income tax provision. Adjusted EBITDA should not be considered as an alternative to net loss or any other measure of financial performance calculated and presented in accordance with GAAP.22Table of ContentsThe following table presents our Adjusted EBITDA for the periods indicated and a reconciliation of our Adjusted EBITDA to the most comparable GAAP measure, net loss, for each of the periods indicated: Three Months Ended September 30,Nine Months Ended September 30,2024202320242023(in thousands)Net loss (1)$(3,768)$(9,935)$(7,195)$(25,542)Add:Depreciation and amortization3,946Â 3,226Â 11,189Â 9,934Â Stock-based compensation10,246Â 14,468Â 39,484Â 41,161Â Interest income(6,056)(7,569)(20,845)(19,948)Interest expense2,084Â 2,821Â 7,690Â 8,359Â Employer taxes related to employee equity transactions97Â 273Â 889Â 832Â Other (income) expense, net(1,420)2,357Â (3,892)3,230Â Income tax provision208Â 762Â 1,266Â 1,832Â Adjusted EBITDA$5,337Â $6,403Â $28,586Â $19,858Â (1) Restructuring related costs are included in Net Loss and Adjusted EBITDA. Some of the limitations of Adjusted EBITDA include (i) Adjusted EBITDA does not properly reflect capital spending that occurs off of the income statement or account for future contractual commitments, (ii) although depreciation and amortization are non-cash charges, the underlying assets may need to be replaced and Adjusted EBITDA does not reflect these capital expenditures and (iii) Adjusted EBITDA does not reflect the interest and principal required to service our indebtedness. Our Adjusted EBITDA may not be comparable to similarly titled measures of other companies because they may not calculate Adjusted EBITDA in the same manner as we calculate the measure, limiting its usefulness as a comparative measure. In evaluating Adjusted EBITDA, you should be aware that in the future we will incur expenses similar to the adjustments in this presentation. Our presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by these expenses or any unusual or non-recurring items. When evaluating our performance, you should consider Adjusted EBITDA alongside other financial performance measures, including our net loss and other GAAP results.23Table of ContentsResults of Operations The following tables set forth our condensed consolidated results of operations data and such data as a percentage of net revenue for the periods presented (in thousands): Condensed Consolidated Statements of OperationsThree Months Ended September 30,Nine Months Ended September 30,2024202320242023Net revenue $77,801Â $81,544Â $248,604Â $238,370Â Cost of net revenue 24,543Â 25,867Â 74,186Â 76,865Â Gross profit53,258Â 55,677Â 174,418Â 161,505Â Operating expenses:Product development 22,586Â 23,041Â 75,327Â 73,091Â Sales, marketing and support 23,694Â 21,063Â 69,084Â 53,802Â General and administrative 15,930Â 23,137Â 52,983Â 66,681Â Total operating expenses 62,210Â 67,241Â 197,394Â 193,574Â Loss from operations (8,952) (11,564)(22,976)(32,069)Interest income6,056Â 7,569Â 20,845Â 19,948Â Interest expense (2,084)(2,821)(7,690)(8,359)Other income (expense), net 1,420Â (2,357)3,892Â (3,230)Loss before income taxes(3,560)(9,173)(5,929)(23,710)Income tax provision 208Â 762Â 1,266Â 1,832Â Net loss$(3,768)$(9,935)$(7,195)$(25,542)Condensed Consolidated Statements of Operations, as a percentage of net revenueThree Months Ended September 30,Nine Months Ended September 30,2024202320242023Net revenue 100Â %100Â %100Â %100Â %Cost of net revenue 32Â %32Â %30Â %32Â %Â Gross profit 68Â %68Â %70Â %68Â %Operating expenses:Product development 29Â %28Â %30Â %31Â %Sales, marketing and support 30Â %26Â %28Â %23Â %General and administrative 20Â %28Â %21Â %28Â %Total operating expenses 80Â %82Â %79Â %81Â %Loss from operations (12)%(14)%(9)%(13)%Interest income8Â %9Â %8Â %8Â %Interest expense (3)%(3)%(3)%(4)%Other income (expense), net 2Â %(3)%2Â %(1)%Loss before income taxes(5)%(11)%(2)%(10)%Income tax provision â€“Â %1Â %1Â %1Â %Net loss(5)%(12)%(3)%(11)%Net Revenue We currently generate revenues primarily from service fees and payment processing fees from the sale of paid tickets on our platform. Our ticketing fee structure typically consists of a flat per ticket fee and a percentage of the price of each ticket sold by a creator. Revenue is recognized when control of promised goods or services is transferred to the creator, which is when the ticket is sold for service fees and payment processing fees. We also derive a portion of revenues from fees associated with advertising and other marketplace services. Net revenue excludes sales taxes and value-added taxes (VAT) and is presented net of estimated customer refunds, chargebacks and amortization of creator signing fees. 24Table of ContentsThree Months Ended September 30,Nine Months Ended September 30,20242023$ Change% Change20242023$ Change% Change(in thousands except percentages)Total net revenue$77,801Â $81,544Â $(3,743)(5)%$248,604Â $238,370Â $10,234Â 4Â % Net revenue decreased during the three months ended September 30, 2024 compared to the three months ended September 30, 2023 primarily due to a decrease in ticketing revenue due to a lower paid ticket volume. Revenue for the three months ended September 30, 2024 also reflects changes to organizer fees, including the discontinuation of the Flex plan and a reduction to Pro plan pricing.Net revenue increased during the nine months ended September 30, 2024 compared to the nine months ended September 30, 2023 primarily due to an increase in marketplace revenue, which consisted of organizer fees launched in June 2023 and advertising services. This increase was offset by a decrease in ticketing revenue due to a lower paid ticket volume.Cost of Net Revenue Cost of net revenue consists of variable costs related to payment processing fees and fixed costs related to making our platform generally available. Our fixed costs consist primarily of expenses associated with the operation and maintenance of our platform, including website hosting fees and platform infrastructure costs, amortization of capitalized software development costs, on-site operations costs and customer support costs. Cost of net revenue also includes the amortization expense related to our acquired developed technology assets, which may be incurred in future periods related to future acquisitions. Generally, we expect cost of net revenue to fluctuate as a percentage of net revenue in the near- to mid-term primarily driven by the fixed costs absorption relative to total net revenue and our geographical revenue mix. Our payment processing costs for credit and debit card payments are generally lower outside of the United States due to a number of factors, including lower card network fees and lower cost alternative payment networks. Consequently, if we generate more revenue internationally, we expect that our overall payment processing costs will decline as a percentage of total revenue. As our total net revenue increases or decreases and our fixed costs are unaffected, our cost of net revenue as a percentage of net revenue will similarly fluctuate. Three Months Ended September 30,Nine Months Ended September 30,20242023$ Change% Change20242023$ Change% Change(in thousands except percentages)Cost of net revenue $24,543Â $25,867Â $(1,324) (5)%$74,186Â $76,865Â $(2,679)(3)%Percentage of total net revenue 32Â %32Â %30Â %32Â %Gross margin 68Â %68Â %70Â %68Â %Cost of net revenue decreased during the three and nine months ended SeptemberÂ 30, 2024 compared to the three and nine months ended SeptemberÂ 30, 2023 primarily due to reduced processing fees and lower personnel costs due to the 2023 restructuring. Our gross margin remained consistent during the three months ended SeptemberÂ 30, 2024 compared to the three months ended SeptemberÂ 30, 2023. Our gross margin improved during the nine months ended SeptemberÂ 30, 2024 compared to the nine months ended SeptemberÂ 30, 2023 primarily due to higher margin attributed to marketplace revenue streams. 25Table of ContentsOperating Expenses Operating expenses consist of product development, sales, marketing and support and general and administrative expenses. Direct and indirect personnel costs, including stock-based compensation expense, are the most significant recurring component of operating expenses.As our total net revenue increases or decreases, to the extent our operating expenses are not equally affected, our operating expenses as a percentage of net revenue will similarly fluctuate.Product development Product development expenses consist primarily of employee-related costs including salaries, bonuses, benefits and stock-based compensation, and third-party infrastructure expenses incurred in developing our platform including software subscription costs. Generally, we expect our product development expenses to increase in absolute dollars as we focus on enhancing and expanding the capabilities of our platform. Our product development expenses remained generally consistent year-over-year as a percentage of net revenue. Three Months Ended September 30,Nine Months Ended September 30,20242023$ Change% Change20242023$ Change% Change(in thousands except percentages)Product development$22,586Â $23,041Â $(455) (2)%$75,327Â $73,091Â $2,236Â 3Â %Percentage of total net revenue 29Â %28Â %30Â %31Â %Product development expenses remained generally consistent during the three months ended September 30, 2024 compared to the three months ended September 30, 2023, primarily driven by costs during the period associated with the reduction in force, offset by adjustments to our full-year compensation expense.Product development expenses increased during the nine months ended September 30, 2024 compared to the nine months ended September 30, 2023 primarily due to increased employee related costs, including stock-based compensation, due to headcount growth in our product development and engineering organization as we continue to focus our investment in building the functionality, scalability and security of our platform. Sales, marketing and supportSales, marketing and support expenses consist primarily of costs associated with our employees involved in selling and marketing our products and in public relations and communication activities, in addition to marketing programs spend. For our sales teams, this also includes commissions. Sales, marketing and support expenses are driven by investments to grow and retain creators and attendees on our platform, and improve the customer experience. Additionally, we classify certain creator-related expenses, including instances in which we issue refunds to consumers on behalf of creators and reserves for estimated advance payout losses, as sales, marketing and support expenses. Three Months Ended September 30,Nine Months Ended September 30,20242023$ Change% Change20242023$ Change% Change(in thousands except percentages)Sales, marketing and support $23,694Â $21,063Â $2,631Â 12Â %$69,084Â $53,802Â $15,282Â 28Â %Percentage of total net revenue 30Â %26Â %28Â %23Â %Sales, marketing and support expenses remained generally consistent during the three months ended September 30, 2024 compared to the three months ended September 30, 2023, primarily due to an increase to the chargeback reserve and refunds to consumers issued by the company due to greater chargeback and fraud activity, offset by a decrease in advertising spend and adjustments to our full-year compensation expense.Sales, marketing and support expenses increased during the nine months ended SeptemberÂ 30, 2024 compared to the nine months ended SeptemberÂ 30, 2023, primarily driven by changes in reserves, including a $8.6 million increase due to greater chargeback and fraud activity and a $4.7 million change to our advanced payouts reserve compared to the prior year. The increase also included an increase in employee related costs, including stock-based compensation, offset by a decrease in advertising spend and restructuring costs.26Table of ContentsÂ General and administrativeGeneral and administrative expenses consist of personnel costs, including stock-based compensation, and professional fees for finance, accounting, legal, risk, human resources and other corporate functions. Our general and administrative expenses also include accruals for sales and business taxes, as well as reserves and impairment charges related to creator upfront payments. Over the long-term, we anticipate general and administrative expenses to decline as a percentage of net revenue as we expect to grow our net revenues and scale our business. Three Months Ended September 30,Nine Months Ended September 30,20242023$ Change% Change20242023$ Change% Change(in thousands except percentages)General and administrative$15,930Â $23,137Â $(7,207)(31)%$52,983Â $66,681Â $(13,698)(21)%Percentage of total net revenue 20Â %28Â %21Â %28Â %General and administrative expenses decreased during the three and nine months ended SeptemberÂ 30, 2024 compared to the three and nine months ended SeptemberÂ 30, 2023, primarily due to decreased personnel costs, including stock-based compensation, as a result of adjustments to our full-year compensation expense during the period and our workforce reductions in the third quarter of 2024 and first quarter of 2023. Interest IncomeInterest income consists primarily of interest earned on our cash, cash equivalents, marketable securities and amounts held on behalf of customers.Three Months Ended September 30,Nine Months Ended September 30,20242023$ Change% Change20242023$ Change% Change(in thousands except percentages)Interest income $6,056Â $7,569Â $(1,513)(20)%$20,845Â $19,948Â $897Â 4Â %Percentage of total net revenue 8Â %9Â %8Â %8Â %Interest income decreased during the three months ended SeptemberÂ 30, 2024 compared to the three months ended SeptemberÂ 30, 2023, primarily due to a lower balance of short-term investments in U.S. Treasury bills.Interest income increased during the nine months ended SeptemberÂ 30, 2024 compared to the nine months ended SeptemberÂ 30, 2023, primarily due to higher interest rates in the current year. Interest Expense In March 2021, we issued $212.75 million aggregate principal amount of the 2026 Notes and in June 2020, we issued $150.0Â million aggregate principal amount of the 2025 Notes. Interest expense consists primarily of cash interest expense, amortization of debt discount, and issuance costs on our Convertible Notes.Three Months Ended September 30,Nine Months Ended September 30,20242023$ Change% Change20242023$ Change% Change(in thousands except percentages)Interest expense $2,084Â $2,821Â $(737)(26)%$7,690Â $8,359Â $(669) (8)%Percentage of total net revenue 3Â %3Â %3Â %4Â %Interest expense decreased for the three and nine months ended SeptemberÂ 30, 2024 compared to the three and nine months ended SeptemberÂ 30, 2023, due to the repurchase of $120Â million aggregate principal amount of the 2025 Notes during August 2024.Other Income (Expense), Net Other income (expense), net consists primarily of foreign exchange rate remeasurement gains and losses recorded from consolidating our subsidiaries each period-end. 27Table of ContentsThree Months Ended September 30,Nine Months Ended September 30,20242023$ Change% Change20242023$ Change% Change(in thousands except percentages)Other income (expense), net$1,420Â $(2,357)$3,777Â 160Â %$3,892Â $(3,230)$7,122Â 220Â %Percentage of total net revenue 2Â %(3)%2Â %(1)%Other income increased during the three and nine months ended SeptemberÂ 30, 2024 compared to the three and nine months ended SeptemberÂ 30, 2023, driven by foreign currency rate measurement fluctuations and a $3.9 million gain awarded from a litigation settlement in June 2024. Income Tax ProvisionIncome tax provision consists primarily of U.S. federal and state income taxes and income taxes in certain foreign jurisdictions in which we conduct business. The differences in the tax provision for the periods presented and the U.S. federal statutory rate is primarily due to foreign taxes in profitable jurisdictions and the recording of a full valuation allowance on our deferred tax assets in certain jurisdictions including the United States. The computation of the provision for income taxes for interim periods is determined by applying the estimated annual effective tax rate to year-to-date earnings from recurring operations and adjusting for discrete tax items recorded in the period. Three Months Ended September 30,Nine Months Ended September 30,20242023$ Change% Change20242023$ Change% Change(in thousands except percentages)Income tax provision$208Â $762Â $(554) (73)%$1,266Â $1,832Â $(566)(31)%Percentage of total net revenue â€“Â %1Â %1Â %1Â %The decrease in provision for income taxes for the three and nine months ended SeptemberÂ 30, 2024 compared to the three and nine months ended SeptemberÂ 30, 2023 was primarily attributable to insignificant non-routine tax expenses recorded during both years and changes in taxable earnings mix.Liquidity and Capital Resources As of SeptemberÂ 30, 2024, we had cash and cash equivalents of $531.0 million, short-term investments of $24.7Â million and funds receivable of $30.2 million. Our cash and cash equivalents include bank deposits, U.S. Treasury bills and money market funds held by financial institutions. Our short-term investment portfolio, which consists of U.S. Treasury bills, is designed to preserve principal and provide liquidity. Our funds receivable represents cash-in-transit from credit card processors that is received to our bank accounts within five business days of the underlying ticket transaction. As of SeptemberÂ 30, 2024, approximately 25% of our cash was held outside of the United States. We do not expect to incur significant taxes related to these amounts. The cash was held primarily to fund our foreign operations and on behalf of, and to be remitted to, creators. Collectively, our cash and cash equivalents balances represent a mix of cash that belongs to us and cash that is due to creators. The amounts due to creators, which were $355.1 million as of SeptemberÂ 30, 2024, are

captioned on our condensed consolidated balance sheets as accounts payable, creators. These ticketing proceeds are legally unrestricted, and we invest a portion of creator cash in U.S. Treasury bills with original maturities less than one year. For qualified creators, we pass ticket sales proceeds to the creator prior to the event, subject to certain limitations. Internally, we refer to these payments as advance payouts. When we provide advance payouts, we assume risk that the event may be canceled, fraudulent or materially not as described, resulting in significant chargebacks and refund requests. The terms of our standard merchant agreement obligate creators to repay us for ticket sales advanced under such circumstances. If the creator is insolvent, has spent the proceeds of the ticket sales for event-related costs, has canceled the event, or has engaged in fraudulent activity, we may not be able to recover our advance payout losses from these events. Such unrecoverable amounts could equal up to the value of the ticket sales or amounts settled to the creator prior to the event that has been postponed or canceled or is otherwise disputed. We record estimates for losses related to chargebacks and refunds based on various factors, including the amounts paid and outstanding to creators in conjunction with the advance payout program, macroeconomic conditions, and actual chargeback and refund activity trends. Due to the nature of macroeconomic events, including but not limited to shifts in consumer behavior, inflation, increased labor costs, and increased interest rates, there is uncertainty around these reserves and our actual losses could be materially different from our current estimates. We will adjust our recorded reserves in the future to reflect our best estimates of future outcomes, and we may pay in cash a portion of, all of, or a greater amount than the $9.1 million provision recorded as of SeptemberÂ 30, 2024.28Table of ContentsIn June 2020, we issued the 2025 Notes, and in March 2021, we issued the 2026 Notes. The 2025 Notes mature on December 1, 2025 and the 2026 Notes mature on September 15, 2026. Under certain circumstances, holders may surrender their notes of a series for conversion prior to the applicable maturity date. Upon conversion, the notes may be settled in cash, shares of Class A common stock, or a combination of cash and shares of Class A common stock, at our election. During the third quarter of 2024, we entered into separately, privately negotiated Repurchases, pursuant to which we repurchased $120 million aggregate principal amount of the 2025 Notes. See Note 16, "Debt", for details regarding the Repurchases.On March 14, 2024, we announced that our board of directors approved a share repurchase program with authorization to purchase up to $100.0Â million of the Companyâ€™s Class A common stock, which does not have an expiration date. Through SeptemberÂ 30, 2024, we repurchased 7,243,283 shares of our Class A common stock for an aggregate amount of $39.4 million. As of SeptemberÂ 30, 2024, approximately $60.7 million remained available and authorized for future repurchases.We believe that our existing cash, together with cash generated from operations, will be sufficient to meet our anticipated cash needs for at least the next 12 months. However, our liquidity assumptions may prove to be incorrect, and we could exhaust our available financial resources sooner than we currently expect. Cash FlowsOur cash flow activities were as follows for the periods presented:Nine Months Ended September 30,20242023(in thousands)Net cash provided by (used in):Operating activities $85,628Â $101,800Â Investing activities 124,644Â (68,516)Financing activities (166,129) (3,990)Effect of exchange rate changes on cash, cash equivalents and restricted cash(2,386)(925)Net increase in cash, cash equivalents and restricted cash $41,757Â $28,369Â Comparison of Nine Months Ended September 30, 2024 and 2023Cash Flows from Operating Activities The net cash provided by operating activities of $85.6 million for the nine months ended SeptemberÂ 30, 2024 was primarily due to our net loss of $7.2 million, adjusted for non-cash charges of $66.8 million primarily driven by stock-based compensation expense, and changes in our operating assets and liabilities that used $26.0 million in cash, primarily driven by timing of accounts payable to creators and funds receivable.The net cash provided by operating activities of $101.8 million for the nine months ended September 30, 2023 was primarily due to our net loss of $25.5 million, adjusted for non-cash charges of $62.2 million primarily driven by stock-based compensation expense and changes to our operating assets and liabilities that provided $65.1 million in cash, primarily driven by timing of accounts payable to creators and funds receivable.Cash Flows from Investing Activities Net cash provided by investing activities of $124.6 million for the nine months ended SeptemberÂ 30, 2024 primarily consisted of $269.0 million maturity of short-term investments, offset by $136.8 million in purchases of short-term investments. Net cash used in investing activities of $68.5 million for the nine months ended SeptemberÂ 30, 2023 primarily consisted of $273.7Â million in purchases of short-term investments, offset by a $211.0 million maturity of short-term investments. Cash Flows from Financing Activities Net cash used in financing activities of $166.1 million during the nine months ended SeptemberÂ 30, 2024 was primarily due to the $120.5 million repurchase of the 2025 Notes, $39.3Â million repurchase of our Class A common stock and $6.8 million in taxes paid related to net share settlement of equity awards.29Table of ContentsNet cash used in financing activities of $4.0 million during the nine months ended SeptemberÂ 30, 2023 was primarily due to $5.5 million in taxes paid related to net share settlement of equity awards, offset by $0.9 million in proceeds from the exercise of stock options.Effect of exchange rate changes on cash, cash equivalents and restricted cash The effect of exchange rate changes on cash, cash equivalents and restricted cash on our condensed consolidated statements of cash flows relates to certain of our assets, primarily cash balances held on behalf of creators that are denominated in currencies other than the functional currency. These cash assets held for creators are directly offset by a corresponding liability to creators. During the nine months ended September 30, 2024 and SeptemberÂ 30, 2023, we recorded a $2.4 million and $0.9 million decrease in cash, cash equivalents and restricted cash, respectively, primarily due to the strengthening of the U.S. dollar. The impact of the effect of exchange rate changes are primarily attributed to creator cash balances, which can serve as a natural hedge for the effect of exchange rates on accounts payable, creators presented within operating activities.Contractual Obligations and CommitmentsOur principal commitments consist of obligations under the Convertible Notes (including principal and coupon interest) and operating leases for office space, as well as non-cancellable purchase commitments. See Note 17, "Commitments and Contingencies" to our unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for additional information.Off-Balance Sheet Arrangements We do not currently have any off-balance sheet arrangements and did not have any such arrangements as of SeptemberÂ 30, 2024. Critical Accounting Policies and Estimates Our unaudited condensed consolidated financial statements are prepared in accordance with U.S. GAAP. The preparation of these unaudited condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosures. Our estimates are based on historical experience and various other assumptions that we believe to be reasonable under the circumstances, and we evaluate our estimates and assumptions on an ongoing basis. We are not aware of any specific event or circumstance that would require an update to our estimates or assumptions or a revision of the carrying value of assets or liabilities as of the date of filing of this Quarterly Report on Form 10-Q. These estimates and assumptions may change in the future, however, as new events occur and additional information is obtained. Our actual results could differ from these estimates.Our significant accounting policies are discussed in the "Notes to Consolidated Financial Statements, Note 2 "Significant Accounting Policies" in the 2023 Form 10-K. There have been no significant changes to these policies that have had a material impact on our unaudited condensed consolidated financial statements and related notes.30Table of ContentsItem 3. Quantitative and Qualitative Disclosures About Market RiskInterest Rate Sensitivity We are exposed to market risk for changes in interest rates related primarily to balances of our financial instruments including cash and cash equivalents and short-term investments. As of SeptemberÂ 30, 2024, we had cash and cash equivalents of $531.0 million and short-term investments of $24.7 million, which consisted primarily of money market funds and U.S. Treasury bills. The primary objective of our investment approach is to preserve capital principal and provide liquidity. Our primary exposure to market risk is interest income sensitivity, which is affected by changes in the general level of interest rates in the United States. A 10% change in the level of market interest rates would not have a material effect on our business, financial conditions or results of operations. In addition, our Convertible Notes are subject to fixed annual interest charges. These Convertible Notes therefore are not exposed to financial or economic risk associated with changes in interest rates. However, the fair value of these Convertible Notes may fluctuate when interest rates change or can be affected when the market price of our Class A common stock fluctuates. We carry the Convertible Notes at face value less unamortized issuance cost on our balance sheet, and we present the fair value for required disclosure purposes only.Foreign Currency Risk Many creators live or operate outside the United States, and therefore, we have significant ticket sales denominated in foreign currencies, most notably the British Pound, Euro, Canadian Dollar and Australian Dollar. Our international revenue, as well as costs and expenses denominated in foreign currencies, expose us to the risk of fluctuations in foreign currency exchange rates against the U.S. dollar. Accordingly, we are subject to foreign currency risk, which may adversely impact our financial results. The functional currency of our international subsidiaries is the U.S. dollar. Movements in foreign exchange rates are recorded in other income (expense), net in our consolidated statements of operations. We have experienced and will continue to experience fluctuations in foreign exchange gains and losses related to changes in exchange rates. If our foreign-currency denominated assets, liabilities, revenues or expenses increase, our results of operations may be more significantly impacted by fluctuations in the exchange rates of the currencies in which we do business. A 10% increase or decrease in individual currency exchange rates would not have a material impact on our consolidated results of operations.Item 4. Controls and ProceduresEvaluation of Disclosure Controls and ProceduresOur management, with the participation of the principal executive officer and principal financial officer, conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of the end of the period covered by this report.Based on that evaluation, our principal executive officer and principal financial officer concluded that, as of SeptemberÂ 30, 2024, our disclosure controls and procedures were effective to provide reasonable assurance that the information required for disclosure in reports filed or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to Company management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosures.Changes in Internal Control Over Financial ReportingThere have been no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, that occurred during the quarter ended SeptemberÂ 30, 2024 which have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.Inherent Limitations on Effectiveness of Disclosure Controls and ProceduresIn designing and evaluating the disclosure controls and procedures and internal control over financial reporting, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures and internal control over financial reporting must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.31Table of ContentsPART II. OTHER INFORMATIONItem 1. Legal ProceedingsSee Note 17, "Commitments and Contingencies" to our unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.Item 1A. Risk Factors There have been no material changes from the risk factors set forth in Part I, Item 1A, of our 2023 Form 10-K, except for the following risk factors which supplement the risk factors previously disclosed and should be considered in conjunction with the risk factors set forth in the 2023 Form 10-K. You should carefully consider the risks and uncertainties described in the 2023 Form 10-K, together with all of the other information in the 2023 Form 10-K and this Quarterly Report on Form 10-Q, including the section titled â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ and our unaudited condensed consolidated financial statements and related notes, and other documents that we file with the U.S. Securities and Exchange Commission. The risks and uncertainties described in the 2023 10-K and this Quarterly Report on Form 10-Q may not be the only ones we face. If any of the risks actually occur, our business, results of operations, financial condition and prospects could be harmed. In that event, the market price of our Class A common stock could decline, and you could lose part or all of your investment. The pricing and composition of our packages may affect our ability to attract or retain creators.Our event creators can select from different pricing packages based on the features required, service level desired and budget. We assess the pricing and composition of our pricing packages based on prior experience, feedback from creators and data insights, and we periodically adjust the pricing and composition of our packages, and may periodically adjust the structure of our pricing model.In early 2023, we raised ticketing fees for the first time in five years, and we have implemented pricing increases since January 2023 to reflect enhanced product features. We plan to continue making changes to our pricing structure from time to time.In June 2023, we introduced a new pricing model which introduced new plans, fee types and subscription packages for event creators, which may include an organizer fee to creators in order to publish an event on the Eventbrite marketplace. In September 2024, we updated our pricing model to remove upfront fees, enabling creators to publish unlimited events of any size on Eventbrite. Creators who would like a broader set of marketing features are still able to opt into a subscription package to access our all-in-one marketing suite and enhanced customer support. Despite returning to a â€œfree to publishâ€ model, we may be unable to win back the business of departed creators, attract new creators or retain existing creators if we are unable to regain creatorsâ€™ trust and demonstrate the value of our marketplace.Although events of all sizes can now be published for free in our marketplace, our business will still depend, in part, on creators selecting and renewing subscription plans with us. Creators who opt into our subscription programs have no obligation to renew their subscriptions, and it is difficult to accurately predict long-term customer retention. If we are unable to provide subscription-based creators with the services and products they expect, we might be unable to retain or grow our subscriber base and thus adversely affect our subscription-based revenues. Additionally, changes to our pricing model and package composition, or our inability to effectively or competitively price our packages and solutions, could harm our business, financial condition and results of operations and impact our ability to predict our future performance.Some creators rely on our third-party distribution partners, such as Meta, Bandsintown and TikTok to connect with and attract consumers and we depend on this network of distribution partners to reach consumers.Our platform enables the sale and distribution of event tickets through select third-party platforms, such as Meta, Bandsintown and TikTok. Creators are able to publicize their events and sell tickets through these third-party platforms, and these distribution partnerships enable consumers to discover Eventbrite events on other platforms where they spend time. This dynamic enables creators to reach more consumers and makes our platform more appealing to creators looking to grow their audiences. These third-party distribution partners have in the past, and may in the future, terminate their relationship with us, fail to maintain integrations, limit certain integration functionality, change their treatment of our services, restrict access to their platform by creators or consumers, or change their algorithms or consumer experience at any time, thereby impacting the business performance of Eventbrite and its creators. For example, in late 2023, Meta discontinued its Facebook native ticketing product. This means that consumers are no longer able to buy tickets to Eventbrite events directly on Facebook, rather they can continue buying Eventbrite tickets through a clickout experience. If any such third-party services become incompatible with our 32Table of Contentsplatform or the use of our platform and solutions on such third-party platforms are restricted in the future, our business may be harmed.In addition, to the extent that Google, or other leading large technology companies that have a significant presence in our key markets disintermediate ticketing or event management providers, whether by offering their own comprehensive event-focused or shopping capabilities, or by referring leads to suppliers, other favored partners or themselves directly, there could be harm to our business, financial condition and results of operations.We rely on the experience and expertise of our senior management team, key technical employees and other highly skilled personnel and the failure to retain, motivate or integrate any of these individuals could have an adverse effect on our business, financial condition and results of operations.Our success depends upon the continued service of our senior management team and key technical employees, as well as our ability to continue to attract and retain additional highly qualified personnel. Our future success depends on our continuing ability to identify, hire, develop, motivate, retain and integrate highly skilled personnel for all areas of our organization. Each of our employees could terminate his or her relationship with us at any time. The loss of any member of our senior management team or key personnel might significantly delay or prevent the achievement of our business objectives and could harm our business and our relationships. Competition in our industry for qualified employees is intense.To execute on our business strategy, we must attract and retain highly qualified personnel. We have had difficulty filling certain open positions in the past. We recently implemented a reduction in force that eliminated approximately 11% of our workforce, and this action may hurt our employer brand and make it more difficult to hire employees in the future. We face significant competition for personnel, specifically for engineers experienced in designing and developing cloud-based platform products.Many of the companies with which we compete for experienced personnel have greater resources than we have, and we have had to offer, and believe we will need to continue to offer, increasingly competitive compensation and benefits packages. In addition, prospective and existing employees often consider the value of the equity awards they receive in connection with their employment. If there is limited upside to the value of our equity awards, it may adversely affect our ability to recruit and retain key employees, and some of our existing employees have option awards that are priced at below our current stock price. Further, we may need to increase our employee compensation levels in response to competition, labor market conditions, rising inflation or labor shortages, which would increase our operating expenses and reduce our margins. We may not be able to hire new employees quickly enough to meet our needs, including as a result of labor market shortages. New hires require training and take time before they achieve full productivity and may not become as productive as we expect. This may be more difficult given our shift to a flexible work from home model. If we fail to effectively manage our hiring needs or successfully integrate new hires, our efficiency and ability to meet forecasts, as well as our employee morale, productivity and retention, could suffer, which may harm our business, financial condition and results of operations.We cannot guarantee that our share repurchase program will be utilized to the full value approved or that it

will enhance long-term stockholder value.Our board of directors has authorized management to repurchase shares of our Class A common stock at managementâ€™s discretion. Share repurchases may be made through a variety of methods, which may include open market purchases, privately negotiated transactions, block trades or accelerated share repurchase transactions or by any combination of such methods. Any such repurchases will be made from time to time subject to market and economic conditions, applicable legal requirements and other relevant factors. The manner, timing and amount of any share repurchases may fluctuate and will be determined by us based on a variety of factors, including the market price of our Class A common stock, our priorities for the use of cash to support our business operations and plans, general business and market conditions, tax laws, and alternative investment opportunities, all of which may be further impacted by macroeconomic conditions and factors, including rising interest rates, and inflation, global conflicts, and public health crises. Our share repurchase program authorization does not have an expiration date nor does it obligate us to acquire any specific number or dollar value of shares. Our share repurchase programs may be modified, suspended or terminated at any time, which may result in a decrease in the trading prices of our Class A common stock. Additionally, the Inflation Reduction Act of 2022 introduced a 1% excise tax on share repurchases, which increases the costs associated with repurchasing shares of our Class A common stock. Even if our share repurchase program is fully implemented, it may not enhance long-term stockholder value or may not prove to be the best use of our cash. Share repurchases could have an impact on our share trading prices, increase the volatility of the price of our Class A common stock, or reduce our available cash balance such that we will be required to seek financing to support our operations.33Table of ContentsItem 2. Unregistered Sales of Equity Securities, Use of Proceeds, and Issuer Purchases of Equity SecuritiesUnregistered Sales of Equity SecuritiesThere were no sales of unregistered equity securities during the three months ended SeptemberÂ 30, 2024. Issuer Purchases of Equity SecuritiesThe table below provides information regarding our share repurchases during the three months ended SeptemberÂ 30, 2024:PeriodTotal Number of Shares Purchased Average Price Paid per ShareTotal Number of Shares Purchased as Part of Publicly Announced Plans or Programs Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs(in thousands)(1)July 1, 2024 - July 31, 2024455,314Â $4.94Â 7,243,283Â $60,704Â August 1, 2024 - August 31, 2024â€”Â $â€”Â 7,243,283Â $60,704Â September 1, 2024 - September 30, 2024â€”Â $â€”Â 7,243,283Â $60,704Â Total455,314Â $4.94Â 7,243,283Â $60,704Â (1) On March 14, 2024, we announced that our board of directors had approved a share repurchase program with authorization to purchase up to $100 million of our Class A common stock (the Share Repurchase Program). The Share Repurchase Program does not obligate us to repurchase any specific number of shares, has no expiration date or time limit and may be modified, suspended or discontinued at any time at our discretion.Item 3. Defaults Upon Senior Securities.None.Item 4. Mine Safety Disclosures.Not applicable.Item 5. Other InformationDirector and Officer 10b5-1 Trading Plans (10b5-1 Plans)There were no written trading arrangements under Rule 10b5-1 that were adopted, terminated or modified by our directors or officers during the three months ended September 30, 2024. There were no "non-Rule 10b5-1 trading arrangements," as defined in item 408(c) of Regulation S-K, adopted, terminated or modified by our directors or officers during the three months ended September 30, 2024.34Table of ContentsItem 6. Exhibits The exhibits listed on the accompanying Exhibit Index are filed or incorporated by reference as part of this Quarterly Report on Form 10-Q.Exhibit IndexDescription of ExhibitsIncorporated by ReferenceExhibitNumberÂ FormExhibit NumberDate Filed3.1Amended and Restated Certificate of Incorporation.S-1/A3.2August 28, 20183.2Certificate of Amendment to Amended and Restated Certificate of Incorporation8-K3.1June 12, 20243.3Second Amended and Restated Bylaws.8-K3.1December 21, 20224.1Form of Class A Common Stock Certificate.S-1/A4.1September 7, 201810.1#Form of Incentive Stock Option AgreementFiled herewith10.2#Form of Non-Qualified Stock Option AgreementFiled herewith10.3#Form of Global Restricted Stock Unit Award AgreementFiled herewith31.1Certification of the Principal Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.Filed herewith31.2Certification of the Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.Filed herewith32.1*Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.Filed herewith101.INSInline XBRL Instance DocumentFiled herewith101.SCHInline XBRL Taxonomy Extension Schema DocumentFiled herewith101.CALInline XBRL Taxonomy Extension Calculation Linkbase DocumentFiled herewith101.DEFInline XBRL Taxonomy Extension Definition Linkbase DocumentFiled herewith101.LABInline XBRL Taxonomy Extension Label Linkbase DocumentFiled herewith101.PREInline XBRL Taxonomy Extension Presentation Linkbase DocumentFiled herewith104Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)Filed herewith# Indicates compensatory plan*The certifications furnished in ExhibitÂ 32.1 hereto are deemed to accompany this Quarterly Report on FormÂ 10-Q and will not be deemed "filed" for purposes of SectionÂ 18 of the Securities Exchange Act of 1934, as amended, except to the extent that the registrant specifically incorporates it by reference.35Table of ContentsSignaturesPursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.Eventbrite, Inc.November 7, 2024By:/s/ Julia HartzJulia HartzChief Executive Officer(Principal Executive Officer)November 7, 2024By:/s/ Charles BakerCharles BakerChief Operating and Financial Officer(Principal Accounting and Financial Officer)36 EX-10.1 2 formofincentivestockoption.htm EX-10.1 DocumentINCENTIVE STOCK OPTION AGREEMENTUNDER THE EVENTBRITE, INC.2018 STOCK OPTION AND INCENTIVE PLANThe Optionee has been granted the following option to purchase shares of the Stock of Eventbrite, Inc.:Name of Optionee:Â Â Â Â %%FIRST_NAME%-% %%LAST_NAME%-%Number of Option Shares:Â Â Â Â %%TOTAL_SHARES_GRANTED,'999,999,999'%-%Exercise Price per Share:Â Â Â Â %%OPTION_PRICE,â€$999,999.99â€™%-% (110% of a FMV if a 10% Owner)Grant Date:Â Â Â Â %%OPTION_DATE,â€™Month DD, YYYYâ€™%-%Vesting Commencement Date:Â Â Â Â %%VEST_BASE_DATE, â€˜Month DD, YYYYâ€™%-%Expiration Date:Â Â Â Â %%EXPIRE_DATE_PERIOD1,â€™Month DD, YYYYâ€™%-%Pursuant to the Eventbrite, Inc. 2018 Stock Option and Incentive Plan as amended through the date hereof (the â€œPlanâ€), Eventbrite, Inc. (the â€œCompanyâ€) hereby grants to the Optionee named above an option (the â€œStock Optionâ€) to purchase on or prior to the Expiration Date specified above all or part of the number of shares of Class A Common Stock, par value $0.00001 per share (the â€œStockâ€), of the Company specified above at the Option Exercise Price per Share specified above subject to the terms and conditions set forth herein and in the Plan.1.Exercisability Schedule. No portion of this Stock Option may be exercised until such portion shall have become exercisable. Except as set forth below, and subject to the discretion of the Administrator (as defined in Section 2 of the Plan) to accelerate the exercisability schedule hereunder, this Stock Option shall be exercisable with respect to the following number of Option Shares on the dates indicated so long as the Optionee remains an employee of the Company or a Subsidiary on such dates, provided, that the Administrator shall have the exclusive discretion to determine how a leave of absence or other similar change or purported change in a Optioneeâ€™s employment status affects the Stock Option:Exercisability DateIncremental Number of Options Exercisable*%VEST_DATE_PERIOD1,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD1,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD2,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD2,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD3,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD3,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD4,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD4,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD5,â€™Month DD, 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Date of this Stock Option, the Optionee may give written notice to the Administrator of his or her election to purchase some or all of the Option Shares purchasable at the time of such notice. This notice shall specify the number of Option Shares to be purchased.Payment of the purchase price for the Option Shares may be made by one or more of the following methods: (i)Â in cash, by certified or bank check or other instrument acceptable to the Administrator; (ii)Â through the delivery (or attestation to the ownership) of shares of Stock that have been purchased by the Optionee on the open market or that are beneficially owned by the Optionee and are not then subject to any restrictions under any Company plan and that otherwise satisfy any holding periods as may be required by the Administrator; or (iii)Â by the Optionee delivering to the Company a properly executed exercise notice together with irrevocable instructions to a broker to promptly deliver to the Company cash or a check payable and acceptable to the Company to pay the option purchase price, provided that in the event the Optionee chooses to pay the option purchase price as so provided, the Optionee and the broker shall comply with such procedures and enter into such agreements of indemnity and other agreements as the Administrator shall prescribe as a condition of such payment procedure; or (iv)Â a combination of (i), (ii) and (iii) above. Payment instruments will be received subject to collection.The transfer to the Optionee on the records of the Company or of the transfer agent of the Option Shares will be contingent upon (i) the Companyâ€™s receipt from the Optionee of the full purchase price for the Option Shares, as set forth above, (ii) the fulfillment of any other requirements contained herein or in the Plan or in any other agreement or provision of laws, and (iii) the receipt by the Company of any agreement, statement or other evidence that the Company may require to satisfy itself that the issuance of Stock to be purchased pursuant to the exercise of Stock Options under the Plan and any subsequent resale of the shares of Stock will be in compliance with applicable laws and regulations. In the event the Optionee chooses to pay the purchase price by previously-owned shares of Stock through the attestation method, the number of shares of Stock transferred to the Optionee upon the exercise of the Stock Option shall be net of the Shares attested to.(b)The shares of Stock purchased upon exercise of this Stock Option shall be transferred to the Optionee on the records of the Company or of the transfer agent upon compliance to the satisfaction of the Administrator with all requirements under applicable laws or regulations in connection with such transfer and with the requirements hereof and of the Plan. The determination of the Administrator as to such compliance shall be final and binding on the Â Â Â Â 3Optionee. The Optionee shall not be deemed to be the holder of, or to have any of the rights of a holder with respect to, any shares of Stock subject to this Stock Option unless and until this Stock Option shall have been exercised pursuant to the terms hereof, the Company or the transfer agent shall have transferred the shares to the Optionee, and the Optioneeâ€™s name shall have been entered as the stockholder of record on the books of the Company. Thereupon, the Optionee shall have full voting, dividend and other ownership rights with respect to such shares of Stock.(c)The minimum number of shares with respect to which this Stock Option may be exercised at any one time shall be 100 shares, unless the number of shares with respect to which this Stock Option is being exercised is the total number of shares subject to exercise under this Stock Option at the time.(d)Notwithstanding any other provision hereof or of the Plan, no portion of this Stock Option shall be exercisable after the Expiration Date hereof.3.Termination of Employment. If the Optioneeâ€™s employment by the Company or a Subsidiary (as defined in the Plan) is terminated, the period within which to exercise the Stock Option may be subject to earlier termination as set forth below. (a)Termination Due to Death. If the Optioneeâ€™s employment terminates by reason of the Optioneeâ€™s death, any portion of this Stock Option outstanding on such date, to the extent exercisable on the date of death, may thereafter be exercised by the Optioneeâ€™s legal representative or legatee for a period of 12 months from the date of death or until the Expiration Date, if earlier. Any portion of this Stock Option that is not exercisable on the date of death shall terminate immediately and be of no further force or effect.(b)Termination Due to Disability. If the Optioneeâ€™s employment terminates by reason of the Optioneeâ€™s disability (as determined by the Administrator), any portion of this Stock Option outstanding on such date, to the extent exercisable on the date of such termination of employment, may thereafter be exercised by the Optionee for a period of 12 months from the date of disability or until the Expiration Date, if earlier. Any portion of this Stock Option that is not exercisable on the date of disability shall terminate immediately and be of no further force or effect.(c)Termination for Cause. If the Optioneeâ€™s employment terminates for Cause, any portion of this Stock Option outstanding on such date shall terminate immediately and be of no further force and effect. For purposes hereof, â€œCauseâ€ shall mean, unless otherwise provided in an employment agreement between the Company and the Optionee, a determination by the Administrator that the Optionee shall be dismissed as a result of (i) any material breach by the Optionee of any agreement between the Optionee and the Company; (ii) the conviction of, indictment for or plea of nolo contendere by the Optionee to a felony or a crime involving moral turpitude; or (iii) any material misconduct or willful and deliberate non-performance (other than by reason of disability) by the Optionee of the Optioneeâ€™s duties to the Company.(d)Other Termination. If the Optioneeâ€™s employment terminates for any reason other than the Optioneeâ€™s death, the Optioneeâ€™s disability, or Cause, and unless otherwise determined by the Administrator, any portion of this Stock Option outstanding on such date may be exercised, to the extent exercisable on the date of termination, for a period of three months Â Â Â Â 4from the date of termination or until the Expiration Date, if earlier. Any portion of this Stock Option that is not exercisable on the date of termination shall terminate immediately and be of no further force or effect.The Administratorâ€™s determination of the reason for termination of the Optioneeâ€™s employment shall be conclusive and binding on the Optionee and his or her representatives or legatees.4.Incorporation of Plan. Notwithstanding anything herein to the contrary, this Stock Option shall be subject to and governed by all the terms and conditions of the Plan, including the powers of the Administrator set forth in Section 2(b) of the Plan. Capitalized terms in this Agreement shall have the meaning specified in the Plan, unless a different meaning

is specified herein.5.Transferability. This Agreement is personal to the Optionee, is non-assignable and is not transferable in any manner, by operation of law or otherwise, other than by will or the laws of descent and distribution. This Stock Option is exercisable, during the Optioneeâ€™s lifetime, only by the Optionee, and thereafter, only by the Optioneeâ€™s legal representative or legatee.6.Status of the Stock Option. This Stock Option is intended to qualify as an â€œincentive stock optionâ€ under Section 422 of the Internal Revenue Code of 1986, as amended (the â€œCodeâ€), but the Company does not represent or warrant that this Stock Option qualifies as such. The Optionee should consult with his or her own tax advisors regarding the tax effects of this Stock Option and the requirements necessary to obtain favorable income tax treatment under SectionÂ 422 of the Code, including, but not limited to, holding period requirements. To the extent any portion of this Stock Option does not so qualify as an â€œincentive stock option,â€ such portion shall be deemed to be a non-qualified stock option. If the Optionee intends to dispose or does dispose (whether by sale, gift, transfer or otherwise) of any Option Shares within the one-year period beginning on the date after the transfer of such shares to him or her, or within the two-year period beginning on the day after the grant of this Stock Option, he or she will so notify the Company within 30 days after such disposition.7.Tax Withholding. The Optionee shall, not later than the date as of which the exercise of this Stock Option becomes a taxable event for Federal income tax purposes, pay to the Company or make arrangements satisfactory to the Administrator for payment of any Federal, state, and local taxes required by law to be withheld on account of such taxable event. The Company shall have the authority to cause the minimum required tax withholding obligation to be satisfied, in whole or in part, by withholding from shares of Stock to be issued to the Optionee a number of shares of Stock with an aggregate Fair Market Value that would satisfy the minimum withholding amount due. 8.No Obligation to Continue Employment. Neither the Company nor any Subsidiary is obligated by or as a result of the Plan or this Agreement to continue the Optionee in employment and neither the Plan nor this Agreement shall interfere in any way with the right of the Company or any Subsidiary to terminate the employment of the Optionee at any time. Â Â Â Â 59.Integration. This Agreement constitutes the entire agreement between the parties with respect to this Stock Option and supersedes all prior agreements and discussions between the parties concerning such subject matter.10.Data Privacy Consent. In order to administer the Plan and this Agreement and to implement or structure future equity grants, the Company, its subsidiaries and affiliates and certain agents thereof (together, the â€œRelevant Companiesâ€) may process any and all personal or professional data, including but not limited to Social Security or other identification number, home address and telephone number, date of birth and other information that is necessary or desirable for the administration of the Plan and/or this Agreement (the â€œRelevant Informationâ€). By entering into this Agreement, the Optionee (i) authorizes the Company to collect, process, register and transfer to the Relevant Companies all Relevant Information; (ii) waives any privacy rights the Optionee may have with respect to the Relevant Information; (iii) authorizes the Relevant Companies to store and transmit such information in electronic form; and (iv) authorizes the transfer of the Relevant Information to any jurisdiction in which the Relevant Companies consider appropriate. The Optionee shall have access to, and the right to change, the Relevant Information. Relevant Information will only be used in accordance with applicable law.1.Notices. Notices hereunder shall be mailed or delivered to the Company at its principal place of business and shall be mailed or delivered to the Optionee at the address on file with the Company or, in either case, at such other address as one party may subsequently furnish to the other party in writing.The foregoing Agreement is hereby accepted and the terms and conditions thereof hereby agreed to by the undersigned. Electronic acceptance of this Agreement pursuant to the Companyâ€™s instructions to the Optionee (including through an online acceptance process) is acceptable.Optionee:Â Â Â Â Â Â Â Â Â Â Â Â Eventbrite, Inc.Â Â Â Â Â Â Â Â Â By: %%FIRST_NAME%-% %%LAST_NAME%-%%%OPTION_DATE,â€™Month DD, YYYYâ€™%-%Â Â Â Â Title: Chief Financial OfficerÂ Â Â Â 6 EX-10.2 3 formofnon-qualifiedstockop.htm EX-10.2 DocumentNON-QUALIFIED STOCK OPTION AGREEMENTFOR COMPANY EMPLOYEESUNDER THE EVENTBRITE, INC.2018 STOCK OPTION AND INCENTIVE PLANThe Optionee has been granted the following option to purchase shares of the Stock of Eventbrite, Inc.:Name of Optionee:Â Â Â Â Â %%FIRST_NAME%-% %%LAST_NAME%-%Number of Option Shares:Â Â Â Â %%TOTAL_SHARES_GRANTED,'999,999,999'%-%Exercise Price per Share:Â Â Â Â %%OPTION_PRICE,â€$999,999.99â€™%-% Grant Date:Â Â Â Â %%OPTION_DATE,â€™Month DD, YYYYâ€™%-%Vesting Commencement Date:Â Â Â Â %%VEST_BASE_DATE, â€˜Month DD, YYYYâ€™%-%Expiration Date:Â Â Â Â %%EXPIRE_DATE_PERIOD1,â€™Month DD, YYYYâ€™%-%Pursuant to the Eventbrite, Inc. 2018 Stock Option and Incentive Plan as amended through the date hereof (the â€œPlanâ€), Eventbrite, Inc. (the â€œCompanyâ€) hereby grants to the Optionee named above an option (the â€œStock Optionâ€) to purchase on or prior to the Expiration Date specified above all or part of the number of shares of Class A Common Stock, par value $0.00001 per share (the â€œStockâ€) of the Company specified above at the Option Exercise Price per Share specified above subject to the terms and conditions set forth herein and in the Plan. This Stock Option is not intended to be an â€œincentive stock optionâ€ under Section 422 of the Internal Revenue Code of 1986, as amended.1.Exercisability Schedule. No portion of this Stock Option may be exercised until such portion shall have become exercisable. Except as set forth below, and subject to the discretion of the Administrator (as defined in SectionÂ 2 of the Plan) to accelerate the exercisability schedule hereunder, this Stock Option shall be exercisable with respect to the following number of Option Shares on the dates indicated so long as Optionee remains an employee of the Company or a Subsidiary on such dates, provided, that the Administrator shall have the exclusive discretion to determine how a leave of absence or other similar change or purported change in a Optioneeâ€™s employment status affects the Stock Option:Exercisability DateIncremental Number of Options Exercisable*%VEST_DATE_PERIOD1,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD1,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD2,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD2,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD3,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD3,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD4,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD4,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD5,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD5,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD6,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD6,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD7,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD7,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD8,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD8,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD9,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD9,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD10,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD10,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD11,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD11,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD12,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD12,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD13,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD13,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD14,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD14,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD15,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD15,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD16,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD16,â€™999,999,999â€™%-%%VEST_DATE_PERIOD17,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD17,â€™999,999,999â€™%-%%VEST_DATE_PERIOD18,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD18,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD19,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD19,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD20,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD20,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD21,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD21,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD22,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD22,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD23,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD23,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD24,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD24,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD25,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD25,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD26,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD26,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD27,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD27,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD28,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD28,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD29,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD29,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD30,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD30,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD31,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD31,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD32,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD32,â€™999,999,999â€™%-%%VEST_DATE_PERIOD33,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD33,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD34,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD34,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD35,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD35,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD36,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD36,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD37,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD37,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD38,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD38,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD39,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD39,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD40,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD40,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD41,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD41,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD42,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD42,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD43,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD43,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD44,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD44,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD45,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD45,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD46,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD46,â€™999,999,999â€™%-%Â Â Â Â 2%%VEST_DATE_PERIOD47,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD47,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD48,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD48,â€™999,999,999â€™%-%Once exercisable, this Stock Option shall continue to be exercisable at any time or times prior to the close of business on the Expiration Date, subject to the provisions hereof and of the Plan.2.Manner of Exercise.(a)The Optionee may exercise this Stock Option only in the following manner: from time to time on or prior to the Expiration Date of this Stock Option, the Optionee may give written notice to the Administrator of his or her election to purchase some or all of the Option Shares purchasable at the time of such notice. This notice shall specify the number of Option Shares to be purchased.Payment of the purchase price for the Option Shares may be made by one or more of the following methods: (i)Â in cash, by certified or bank check or other instrument acceptable to the Administrator; (ii)Â through the delivery (or attestation to the ownership) of shares of Stock that have been purchased by the Optionee on the open market or that are beneficially owned by the Optionee and are not then subject to any restrictions under any Company plan and that otherwise satisfy any holding periods as may be required by the Administrator; (iii)Â by the Optionee delivering to the Company a properly executed exercise notice together with irrevocable instructions to a broker to promptly deliver to the Company cash or a check payable and acceptable to the Company to pay the option purchase price, provided that in the event the Optionee chooses to pay the option purchase price as so provided, the Optionee and the broker shall comply with such procedures and enter into such agreements of indemnity and other agreements as the Administrator shall prescribe as a condition of such payment procedure; (iv)Â by a â€œnet exerciseâ€ arrangement pursuant to which the Company will reduce the number of shares of Stock issuable upon exercise by the largest whole number of shares with a Fair Market Value that does not exceed the aggregate exercise price; or (v)Â a combination of (i), (ii), (iii) and (iv) above. Payment instruments will be received subject to collection.The transfer to the Optionee on the records of the Company or of the transfer agent of the Option Shares will be contingent upon (i) the Companyâ€™s receipt from the Optionee of the full purchase price for the Option Shares, as set forth above, (ii) the fulfillment of any other requirements contained herein or in the Plan or in any other agreement or provision of laws, and (iii) the receipt by the Company of any agreement, statement or other evidence that the Company may require to satisfy itself that the issuance of Stock to be purchased pursuant to the exercise of Stock Options under the Plan and any subsequent resale of the shares of Stock will be in compliance with applicable laws and regulations. In the event the Optionee chooses to pay the purchase price by previously-owned shares of Stock through the attestation method, the number of shares of Stock transferred to the Optionee upon the exercise of the Stock Option shall be net of the Shares attested to.(b)The shares of Stock purchased upon exercise of this Stock Option shall be transferred to the Optionee on the records of the Company or of the transfer agent upon Â Â Â Â 3compliance to the satisfaction of the Administrator with all requirements under applicable laws or regulations in connection with such transfer and with the requirements hereof and of the Plan. The determination of the Administrator as to such compliance shall be final and binding on the Optionee. The Optionee shall not be deemed to be the holder of, or to have any of the rights of a holder with respect to, any shares of Stock subject to this Stock Option unless and until this Stock Option shall have been exercised pursuant to the terms hereof, the Company or the transfer agent shall have transferred the shares to the Optionee, and the Optioneeâ€™s name shall have been entered as the stockholder of record on the books of the Company. Thereupon, the Optionee shall have full voting, dividend and other ownership rights with respect to such shares of Stock.(c)The minimum number of shares with respect to which this Stock Option may be exercised at any one time shall be 100 shares, unless the number of shares with respect to which this Stock Option is being exercised is the total number of shares subject to exercise under this Stock Option at the time.(d)Notwithstanding any other provision hereof or of the Plan, no portion of this Stock Option shall be exercisable after the Expiration Date hereof.3.Termination of Employment. If the Optioneeâ€™s employment by the Company or a Subsidiary (as defined in the Plan) is terminated, the period within which to exercise the Stock Option may be subject to earlier termination as set forth below.(a)Termination Due to Death. If the Optioneeâ€™s employment terminates by reason of the Optioneeâ€™s death, any portion of this Stock Option outstanding on such date, to the extent exercisable on the date of death, may thereafter be exercised by the Optioneeâ€™s legal representative or legatee for a period of 12 months from the date of death or until the Expiration Date, if earlier. Any portion of this Stock Option that is not exercisable on the date of death shall terminate immediately and be of no further force or effect.(b)Termination Due to Disability. If the Optioneeâ€™s employment terminates by reason of the Optioneeâ€™s disability (as determined by the Administrator), any portion of this Stock Option outstanding on such date, to the extent exercisable on the date of such termination of employment, may thereafter be exercised by the Optionee for a period of 12 months from the date of disability or until the Expiration Date, if earlier. Any portion of this Stock Option that is not exercisable on the date of disability shall terminate immediately and be of no further force or effect.(c)Termination for Cause. If the Optioneeâ€™s employment terminates for Cause, any portion of this Stock Option outstanding on such date shall terminate immediately and be of no further force and effect. For purposes hereof, â€œCauseâ€ shall mean, unless otherwise provided in an employment agreement between the Company and the Optionee, a determination by the Administrator that the Optionee shall be dismissed as a result of (i) any material breach by the Optionee of any agreement between the Optionee and the Company; (ii) the conviction of, indictment for or plea of nolo contendere by the Optionee to a felony or a crime involving moral turpitude; or (iii) any material misconduct or willful and deliberate non-performance (other than by reason of disability) by the Optionee of the Optioneeâ€™s duties to the Company.Â Â Â Â 4(d)Other Termination. If the Optioneeâ€™s employment terminates for any reason other than the Optioneeâ€™s death, the Optioneeâ€™s disability or Cause, and unless otherwise determined by the Administrator, any portion of this Stock Option outstanding on such date may be exercised, to the extent exercisable on the date of termination, for a period of three months from the date of termination or until the Expiration Date, if earlier. Any portion of this Stock Option that is not exercisable on the date of termination shall terminate immediately and be of no further force or effect.The Administratorâ€™s determination of the reason for termination of the Optioneeâ€™s employment shall be conclusive and binding on the Optionee and his or her representatives or legatees.4.Incorporation of Plan. Notwithstanding anything herein to the contrary, this Stock Option shall be subject to and governed by all the terms and conditions of the Plan, including the powers of the Administrator set forth in Section 2(b) of the Plan. Capitalized terms in this Agreement shall have the meaning specified in the Plan, unless a different meaning is specified herein.5.Transferability. This Agreement is personal to the Optionee, is non-assignable and is not transferable in any manner, by operation of law or otherwise, other than by will or the laws of descent and distribution. This Stock Option is exercisable, during the Optioneeâ€™s lifetime, only by the Optionee, and thereafter, only by the Optioneeâ€™s legal representative or legatee.6.Tax Withholding. The Optionee shall, not later than the date as of which the exercise of this Stock Option becomes a taxable event for Federal income tax purposes, pay to the Company or make arrangements satisfactory to the Administrator for payment of any Federal, state, and local taxes required by law to be withheld on account of such taxable event. The Company shall have the authority to cause the minimum required tax withholding obligation to be satisfied, in whole or in part, by withholding from shares of Stock to be issued to the Optionee a number of shares of Stock with an aggregate Fair Market Value that would satisfy the minimum withholding amount due. 7.No Obligation to Continue Employment. Neither the Company nor any Subsidiary is obligated by or as a result of the Plan or this Agreement to continue the Optionee in employment and neither the Plan nor this Agreement shall interfere in any way with the right of the Company or any Subsidiary to terminate the employment of the Optionee at any time.8.Integration. This Agreement constitutes the entire agreement between the parties with respect to this Stock Option and supersedes all prior agreements and discussions between the parties concerning such subject matter.9.Data Privacy Consent. In order to administer the Plan

and this Agreement and to implement or structure future equity grants, the Company, its subsidiaries and affiliates and certain agents thereof (together, the â€œRelevant Companiesâ€) may process any and all personal or professional data, including but not limited to Social Security or other identification number, home address and telephone number, date of birth and other information that is necessary or Â Â Â Â 5desirable for the administration of the Plan and/or this Agreement (the â€œRelevant Informationâ€). By entering into this Agreement, the Optionee (i) authorizes the Company to collect, process, register and transfer to the Relevant Companies all Relevant Information; (ii) waives any privacy rights the Optionee may have with respect to the Relevant Information; (iii) authorizes the Relevant Companies to store and transmit such information in electronic form; and (iv) authorizes the transfer of the Relevant Information to any jurisdiction in which the Relevant Companies consider appropriate. The Optionee shall have access to, and the right to change, the Relevant Information. Relevant Information will only be used in accordance with applicable law.10.Notices. Notices hereunder shall be mailed or delivered to the Company at its principal place of business and shall be mailed or delivered to the Optionee at the address on file with the Company or, in either case, at such other address as one party may subsequently furnish to the other party in writing.The foregoing Agreement is hereby accepted and the terms and conditions thereof hereby agreed to by the undersigned. Electronic acceptance of this Agreement pursuant to the Companyâ€™s instructions to the Optionee (including through an online acceptance process) is acceptable.Optionee:Â Â Â Â Â Â Â Â Â Â Â Eventbrite, Inc.Â Â Â Â Â Â Â Â By: %%FIRST_NAME%-% %%LAST_NAME%-% Title: Chief Financial Officer%%OPTION_DATE,â€™Month DD, YYYYâ€™%-%Â Â Â Â Â Â Â Â 6 EX-10.3 4 formofglobalrestrictedstoc.htm EX-10.3 DocumentGLOBAL RESTRICTED STOCK UNIT AWARD AGREEMENTFOR COMPANY EMPLOYEESUNDER THE EVENTBRITE, INC.2018 STOCK OPTION AND INCENTIVE PLANName of Grantee:Â Â Â Â %%FIRST_NAME%-% %%LAST_NAME%-%Number of Restricted Units:Â Â Â Â %%TOTAL_SHARES_GRANTED%-%Grant Date:Â Â Â Â %%OPTION_DATE,â€™Month DD, YYYYâ€™%-%Pursuant to the Eventbrite, Inc. 2018 Stock Option and Incentive Plan as amended through the date hereof (the â€œPlanâ€) and this Global Restricted Stock Unit Award Agreement, including any country-specific appendix attached hereto (together, the â€œAgreementâ€), Eventbrite, Inc. (the â€œCompanyâ€) hereby grants an award of the number of Restricted Stock Units listed above (an â€œAwardâ€) to the Grantee named above. Each Restricted Stock Unit shall relate to one share of Class A Common Stock, par value $_______ per share (the â€œStockâ€) of the Company.1.Restrictions on Transfer of Award. This Award may not be sold, transferred, pledged, assigned or otherwise encumbered or disposed of by the Grantee, and any shares of Stock issuable with respect to the Award may not be sold, transferred, pledged, assigned or otherwise encumbered or disposed of until (i) the Restricted Stock Units have vested as provided in Paragraph 2 of this Agreement and (ii) shares of Stock have been issued to the Grantee in accordance with the terms of the Plan and this Agreement.2.Vesting of Restricted Stock Units. The restrictions and conditions of ParagraphÂ 1 of this Agreement shall lapse on the Vesting Date or Dates specified in the following schedule so long as the Grantee remains an employee of the Company or a Subsidiary on such Dates. If a series of Vesting Dates is specified, then the restrictions and conditions in ParagraphÂ 1 shall lapse only with respect to the number of Restricted Stock Units specified as vested on such date.Vesting DateIncremental Number ofRestricted Stock Units Vested %%VEST_DATE_PERIOD1,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD1,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD2,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD2,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD3,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD3,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD4,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD4,â€™999,999,999â€™%-%16693118-v5\GESDMSUS-DOCS\152274320.2%%VEST_DATE_PERIOD5,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD5,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD6,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD6,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD7,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD7,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD8,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD8,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD9,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD9,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD10,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD10,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD11,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD11,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD12,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD12,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD13,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD13,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD14,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD14,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD15,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD15,â€™999,999,999â€™%-%%%VEST_DATE_PERIOD16,â€™Month DD, YYYYâ€™%-%%%SHARES_PERIOD16,â€™999,999,999â€™%-%The Administrator may at any time accelerate the vesting schedule specified in this Paragraph 2.23.Termination of Employment. (a)If the Granteeâ€™s employment or service relationship with the Company and its Subsidiaries terminates for any reason (including death or disability) prior to the satisfaction of the vesting conditions set forth in Paragraph 2 above, any Restricted Stock Units that have not vested as of such date shall automatically and without notice terminate and be forfeited, and neither the Grantee nor any of his or her successors, heirs, assigns, or personal representatives will thereafter have any further rights or interests in such unvested Restricted Stock Units. (b)For purposes of the Restricted Stock Units, the Granteeâ€™s employment will be considered terminated as of the date the Grantee is no longer actively providing services to the Company or its Subsidiaries (regardless of the reason for such termination and whether or not later found to be invalid or in breach of labor laws in the jurisdiction where the Grantee is employed or the terms of the Granteeâ€™s employment agreement, if any), and unless otherwise expressly provided in this Agreement or determined by the Company, the Granteeâ€™s right to vest in the Restricted Stock Units under the Plan, if any, will terminate as of such date and will not be extended by any notice period (e.g., the Granteeâ€™s period of service would not include any contractual notice period or any period of â€œgarden leaveâ€ or similar period mandated under labor laws in the jurisdiction where the Grantee is employed or the terms of the Granteeâ€™s employment agreement, if any). The Administrator shall have the exclusive discretion to determine when the Grantee is no longer actively providing services for purposes of the Restricted Stock Units (including whether the Grantee may still be considered to be providing services while on a leave of absence) and will determine how a leave of absence or other similar change or purported change in a Granteeâ€™s employment status affects the vesting of the Restricted Stock Units.4.Issuance of Shares of Stock. As soon as practicable following each Vesting Date (but in no event later than two and one-half months after the end of the year in which the Vesting Date occurs), the Company shall issue to the Grantee the number of shares of Stock equal to the aggregate number of Restricted Stock Units that have vested pursuant to Paragraph 2 of this Agreement on such date and the Grantee shall thereafter have all the rights of a stockholder of the Company with respect to such shares. 5.Incorporation of Plan. Notwithstanding anything herein to the contrary, this Agreement shall be subject to and governed by all the terms and conditions of the Plan, including the powers of the Administrator set forth in Section 2(b) of the Plan. Capitalized terms in this Agreement shall have the meaning specified in the Plan, unless a different meaning is specified herein.6.Tax Withholding. (a)The Grantee acknowledges that, regardless of any action taken by the Company or, if different, any Subsidiary employing or retaining the Grantee (the â€œEmployerâ€), the ultimate liability for all income tax, social insurance, payroll tax, fringe benefits tax, payment on account or other tax related items related to the Granteeâ€™s participation in the Plan and legally applicable to the Grantee (â€œTax-Related Itemsâ€), is and remains the Granteeâ€™s responsibility and may exceed the amount, if any, actually withheld by the Company or the Employer. The Grantee further acknowledges that the Company and/or the Employer (i) make no representations or 3undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of the Restricted Stock Units, including, but not limited to, the grant, vesting or settlement of the Restricted Stock Units, the subsequent sale of shares of Stock acquired pursuant to such settlement and the receipt of any dividends and/or Dividend Equivalent Rights; and (ii) do not commit to and are under no obligation to structure the terms of the grant or any aspect of the Restricted Stock Units to reduce or eliminate the Granteeâ€™s liability for Tax-Related Items or achieve any particular tax result. Further, if the Grantee is subject to Tax-Related Items in more than one jurisdiction, the Grantee acknowledges that the Company and/or the Employer (or former employer, as applicable) may be required to withhold or account for Tax-Related Items in more than one jurisdiction.(b)Prior to any relevant taxable or tax withholding event, as applicable, the Grantee agrees to make adequate arrangements satisfactory to the Company and/or the Employer to satisfy all Tax-Related Items. In this regard, the Grantee authorizes the Company and/or the Employer, or their respective agents, at their discretion, to satisfy any applicable withholding obligations with regard to all Tax-Related Items by one or a combination of the following: (i) withholding from the Granteeâ€™s wages or other cash compensation paid to the Grantee by the Company and/or the Employer; (ii) withholding from proceeds of the sale of shares of Stock acquired upon settlement of the Restricted Stock Units either through a voluntary sale or through a mandatory sale arranged by the Company (on the Granteeâ€™s behalf pursuant to this authorization); (iii) withholding from shares of Stock to be issued to the Grantee upon settlement of the Restricted Stock Units, provided, however, that if the Grantee is a Section 16 officer of the Company under the Exchange Act, then the Company will withhold in shares of Stock upon the relevant taxable or tax withholding event, as applicable, unless the use of such withholding method is problematic under applicable tax or securities law or has materially adverse accounting consequences, in which case, the obligation for Tax-Related Items may be satisfied by one or a combination of methods (i) and (ii) above; or (iv) any other method of withholding determined by the Company and permitted by applicable law.(c)Depending on the withholding method, the Company and/or the Employer may withhold or account for Tax-Related Items by considering applicable minimum statutory withholding amounts or other applicable withholding rates, including maximum applicable rates in the Granteeâ€™s jurisdiction(s), in which case the Grantee may receive a refund of any over-withheld amount in cash and will have no entitlement to the equivalent amount in shares of Stock. If the obligation for Tax-Related Items is satisfied by withholding in shares of Stock, for tax purposes, the Grantee is deemed to have been issued the full number of shares of Stock subject to the vested Restricted Stock Units, notwithstanding that a number of the shares of Stock are held back solely for the purpose of paying the Tax-Related Items.(d)The Grantee agrees to pay to the Company or the Employer any amount of Tax-Related Items that the Company or the Employer may be required to withhold or account for as a result of the Granteeâ€™s participation in the Plan that cannot be satisfied by the means previously described. The Company may refuse to issue or deliver the shares of Stock, or the proceeds of the sale of shares of Stock, if the Grantee fails to comply with his or her obligations in connection with the Tax-Related Items.47.Section 409A of the Code. This Agreement shall be interpreted in such a manner that all provisions relating to the settlement of the Award are exempt from the requirements of Section 409A of the Code as â€œshort-term deferralsâ€ as described in Section 409A of the Code.8.No Obligation to Continue Employment. The grant of the Restricted Stock Units shall not be interpreted as forming or amending an employment contract with the Company or any Subsidiary (including the Employer), and shall not be construed as giving the Grantee the right to be retained in the employ of, or to continue providing services to, the Company or any Subsidiary (including the Employer). Neither the Plan nor this Agreement shall interfere in any way with the right of the Company or any Subsidiary to terminate the employment of the Grantee at any time.9.Integration. This Agreement constitutes the entire agreement between the parties with respect to this Award and supersedes all prior agreements and discussions between the parties concerning such subject matter.10.Data Privacy Consent. By accepting the Restricted Stock Units via the Companyâ€™s acceptance procedure, the Grantee is declaring that he or she agrees with the data processing practices described herein and consents to the collection, processing and use of Personal Data (as defined below) by the Company and the transfer of Personal Data to the recipients mentioned herein, including recipients located in countries which do not adduce an adequate level of protection from a European (or other non-U.S.) data protection law perspective, for the purposes described herein.(a)Declaration of Consent. The Grantee understands that he or she needs to review the following information about the processing of the Granteeâ€™s personal data by or on behalf of the Company, the Employer and/or any Subsidiary as described in the Agreement and any other Restricted Stock Unit grant materials (the â€œPersonal Dataâ€) and declare his or her consent. As regards the processing of the Granteeâ€™s Personal Data in connection with the Plan and the Agreement, the Grantee understands that the Company is the controller of the Granteeâ€™s Personal Data.(b)Data Processing and Legal Basis. The Company collects, uses and otherwise processes Personal Data about the Grantee for the purposes of allocating shares of Stock and implementing, administering and managing the Plan. The Grantee understands that this Personal Data may include, without limitation, the Granteeâ€™s name, home address and telephone number, email address, date of birth, social insurance number, passport number or other identification number (e.g., resident registration number), salary, nationality, job title, any shares of stock or directorships held in the Company or its Subsidiaries, details of all Restricted Stock Units or any other entitlement to shares of stock or equivalent benefits awarded, canceled, exercised, vested, unvested or outstanding in the Granteeâ€™s favor. The legal basis for the processing of the Granteeâ€™s Personal Data will be the Granteeâ€™s consent.(c)Stock Plan Administration Service Providers. The Grantee understands that the Company transfers the Granteeâ€™s Personal Data, or parts thereof, to E*TRADE (and its affiliated companies), an independent service provider based in the United States which assists the Company with the implementation, administration and management of the Plan. 5In the future, the Company may select a different service provider and share the Granteeâ€™s Personal Data with such different service provider that serves the Company in a similar manner. The Grantee understands and acknowledges that the Companyâ€™s service provider will open an account for the Grantee to receive and trade shares of Stock acquired under the Plan and that the Grantee will be asked to agree on separate terms and data processing practices with the service provider, which is a condition of the Granteeâ€™s ability to participate in the Plan.(d)International Data Transfers. The Grantee understands that the Company and, as of the date hereof, any third parties assisting in the implementation, administration and management of the Plan, such as the Companyâ€™s service providers, are based in the United States. If the Grantee is located outside the United States, the Grantee understands and acknowledges that the Granteeâ€™s country has enacted data privacy laws that are different from the laws of the United States. For example, the European Commission has issued only a limited adequacy finding with respect to the United States that applies solely if and to the extent that companies self-certify and remain self-certified under the EU/U.S. Privacy Shield program. Otherwise, transfers of personal data from the EU to the United States can be made on the basis of Standard Contractual Clauses approved by the European Commission or other appropriate safeguards permissible under applicable law. If the Grantee is located in the EU or EEA, the Company may receive, process and transfer the Granteeâ€™s Personal Data onward to third-party service providers solely on the basis of appropriate data transfer agreements or other appropriate safeguards permissible under applicable law. If applicable, the Grantee understands that the Grantee can ask for a copy of the appropriate data processing agreements underlying the transfer of the Granteeâ€™s Personal Data by contacting the Granteeâ€™s local human resources representative. The Companyâ€™s legal basis for the transfer of the Granteeâ€™s Personal Data is the Granteeâ€™s consent.(e)Data Retention. The Grantee understands that the Company will use the Granteeâ€™s Personal Data only as long as is necessary to implement, administer and manage the Granteeâ€™s participation in the Plan, or to comply with legal or regulatory obligations, including under tax and securities laws. In the latter case, the Grantee understands and acknowledges that the Companyâ€™s legal basis for the processing of the Granteeâ€™s Personal Data would be compliance with the relevant laws or regulations or the pursuit by the Company of respective legitimate interests not outweighed by the Granteeâ€™s interests, rights or freedoms. When the Company no longer needs the Granteeâ€™s Personal Data for any of the above purposes, the Grantee understands the Company will remove it from its systems.(f)Voluntariness and Consequences of Denial/Withdrawal of Consent. The Grantee understands that the Granteeâ€™s participation in the Plan and the Granteeâ€™s consent is purely voluntary. The Grantee may deny or later withdraw the Granteeâ€™s consent at any time, with future effect and for any or no reason. If the Grantee denies or later withdraws the Granteeâ€™s consent, the Company can no longer offer the Grantee participation in the Plan or offer other awards to the Grantee or administer or maintain such awards and the Grantee would no longer be able to participate in the Plan. The Grantee further understands that denial or withdrawal of the Granteeâ€™s consent would not affect the Granteeâ€™s status or salary as an employee or the Granteeâ€™s career and that the Grantee would merely forfeit the opportunities associated with the Plan.6(g)Data Subject Rights. The Grantee understands that data subject rights regarding the processing of personal data vary depending on the applicable law and that, depending on where the Grantee is based and subject to the conditions set out in the applicable law, the Grantee may have, without limitation, the rights to (i) inquire whether and what kind of Personal Data the Company holds about the Grantee and how it is processed, and to access or request copies of such Personal Data, (ii) request the correction or supplementation of Personal Data about the Grantee that is inaccurate, incomplete or out-of-date in light of the purposes underlying the processing, (iii) obtain the erasure of Personal Data no longer necessary for the purposes underlying the processing, processed based on withdrawn consent, processed for legitimate interests that, in the context of the Granteeâ€™s objection, do not prove to be compelling, or processed in non-compliance with applicable legal requirements, (iv) request the Company to restrict the processing of the Granteeâ€™s Personal Data in certain situations where the Grantee feels its processing is inappropriate, (v) object, in certain circumstances, to the processing of Personal Data for legitimate interests, and to (vi) request portability of the Granteeâ€™s Personal Data that the Grantee has actively or passively provided to the Company (which does not include data derived or inferred from the collected data), where the processing of such Personal Data is based on consent or the Granteeâ€™s employment and is carried out by automated means. In case of concerns, the Grantee understands that the Grantee may also have the right to lodge a complaint with the competent local data protection authority. Further, to receive clarification of, or to exercise any of, the Granteeâ€™s rights the Grantee understands that the Grantee should contact the Granteeâ€™s local human

resources representative.(h)Alternate Basis and Additional Consents. Finally, the Grantee understands that the Company may rely on a different basis for the processing or transfer of Personal Data in the future and/or request that the Grantee provide another data privacy consent. If applicable, the Grantee agrees that upon request of the Company or the Employer, the Grantee will provide an executed acknowledgement or data privacy consent form (or any other agreements or consents) that the Company and/or the Employer may deem necessary to obtain from the Grantee for the purpose of administering the Granteeâ€™s participation in the Plan in compliance with the data privacy laws in the Granteeâ€™s country, either now or in the future. The Grantee understands and agrees that he or she will not be able to participate in the Plan if he or she fails to provide any such consent or agreement requested by the Company and/or the Employer.11.Nature of Grant. In accepting the grant of Restricted Stock Units, the Grantee acknowledges, understands and agrees that:(a)the Plan is established voluntarily by the Company, it is discretionary in nature, and may be amended, suspended or terminated by the Company at any time, to the extent permitted by the Plan;(b)the grant of the Restricted Stock Units is exceptional, voluntary and occasional and does not create any contractual or other right to receive future grants of Restricted Stock Units, or benefits in lieu of Restricted Stock Units, even if Restricted Stock Units have been granted in the past;7(c)all decisions with respect to future Restricted Stock Units or other grants, if any, will be at the sole discretion of the Company;(d)the Grantee is voluntarily participating in the Plan;(e)the Restricted Stock Units and any shares of Stock subject to the Restricted Stock Units, and the income from and value of same, are not intended to replace any pension rights or compensation;(f)unless otherwise agreed with the Company, the Restricted Stock Units and the shares of Stock subject to the Restricted Stock Units, and the income from and value of same, are not granted as consideration for, or in connection with, the service the Grantee may provide as a director of a Subsidiary;(g)the Restricted Stock Units and any shares of Stock subject to the Restricted Stock Units and the income from and value of same, are not part of normal or expected compensation for purposes of, including, without limitation, calculating any severance, resignation, termination, redundancy, dismissal, end-of-service payments, bonuses, long-service awards, holiday pay, pension or retirement or welfare benefits or similar mandatory payments;(h)the future value of the shares of Stock underlying the Restricted Stock Units is unknown, indeterminable, and cannot be predicted with certainty;(i)no claim or entitlement to compensation or damages shall arise from forfeiture of the Restricted Stock Units resulting from the termination of the Granteeâ€™s employment (for any reason whatsoever, whether or not later found to be invalid or in breach of labor laws in the jurisdiction where the Grantee is employed or the terms of the Granteeâ€™s employment agreement, if any);(j)unless otherwise provided in the Plan or by the Company in its discretion, the Restricted Stock Units and the benefits evidenced by the Agreement do not create any entitlement to have the Restricted Stock Units or any such benefits transferred to, or assumed by, another company nor to be exchanged, cashed out or substituted for, in connection with any corporate transaction affecting the shares of Stock of the Company; and(k)neither the Company, the Employer nor any Subsidiary shall be liable for any foreign exchange rate fluctuation between the Granteeâ€™s local currency and the United States Dollar that may affect the value of the Restricted Stock Units or of any amounts due to the Grantee pursuant to the settlement of the Restricted Stock Units or the subsequent sale of any shares of Stock acquired upon settlement.12.Appendix. If the Grantee resides in a country outside the United States or is otherwise subject to the laws of a country other than the United States, the Restricted Stock Units shall be subject to the additional terms and conditions set forth in any Appendix to this Agreement for the Granteeâ€™s country, if any. Moreover, if the Grantee relocates to one of the countries included in the Appendix during the life of the Restricted Stock Units, the terms and conditions for such country shall apply to the Grantee, to the extent the Company determines that 8the application of such terms and conditions is necessary or advisable for legal or administrative reasons.13.Language. The Grantee acknowledges that he or she is proficient in the English language, or has consulted with an advisor who is sufficiently proficient in English, so as to allow the Grantee to understand the terms and conditions of this Agreement. If the Grantee has received this Agreement, or any other documents related to the Restricted Stock Units and/or the Plan translated into a language other than English and if the meaning of the translated version is different than the English version, the English version will control.14.Notices. Notices hereunder shall be mailed or delivered to the Company at its principal place of business and shall be mailed or delivered to the Grantee at the address on file with the Company or, in either case, at such other address as one party may subsequently furnish to the other party in writing.15.Modifications and Waivers. No provision of this Agreement shall be modified, waived or discharged unless the modification, waiver or discharge is agreed to in writing and signed by the Grantee and by an authorized officer of the Company (other than the Grantee). No waiver by either party of any breach of, or of compliance with, any condition or provision of this Agreement by the other party shall be considered a waiver of any other condition or provision or of the same condition or provision at another time.16.Choice of Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware, as such laws are applied to contracts entered into and performed in such State, without regard to such stateâ€™s conflict of laws provisions.17.Venue. Unless the Grantee and the Company and/or the Employer have agreed otherwise in a separate written alternative dispute resolution agreement, for purposes of litigating any dispute that arises directly or indirectly from the relationship of the parties evidenced by the Restricted Stock Units or this Agreement, the parties hereby submit to and consent to the exclusive jurisdiction of the State of California and agree that such litigation shall be conducted only in the courts of San Francisco County, California, or the federal courts for the United States for the Northern District of California, where this grant is made and/or to be performed, and no other courts.18.Severability. The provisions of this Agreement are severable and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.19.Imposition of Other Requirements. The Company reserves the right to impose other requirements on the Restricted Stock Units and the shares of Stock acquired upon settlement of the Restricted Stock Units, to the extent the Company determines it is necessary or advisable for legal or administrative reasons, and to require the Grantee to accept any additional agreements or undertakings that may be necessary to accomplish the foregoing.20.Electronic Delivery and Acceptance of Documents. The Grantee agrees to accept by email all documents relating to the Company, the Plan or these Restricted Stock Units and all 9other documents that the Company is required to deliver to its security holders (including, without limitation, disclosures that may be required by the U.S. Securities and Exchange Commission). The Grantee also agrees that the Company may deliver these documents by posting them on a website maintained by the Company or by a third party under contract with the Company. The Grantee hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through the electronic acceptance procedure established and maintained by the Company or a third party designated by the Company. If the Company posts these documents on a website, it shall notify the Grantee by email of their availability. The Grantee acknowledges that he or she may incur costs in connection with electronic delivery, including the cost of accessing the internet and printing fees, and that an interruption of internet access may interfere with his or her ability to access the documents. This consent shall remain in effect until the Restricted Stock Units expire or until the Grantee gives the Company written notice that it should deliver paper documents.21.Insider Trading Restrictions / Market Abuse Laws. By accepting the Restricted Stock Units, the Grantee acknowledges that he or she is bound by all the terms and conditions of the Companyâ€™s insider trading policy as may be in effect from time to time. The Grantee further acknowledges that, depending on the Granteeâ€™s or his or her brokerâ€™s country of residence or where the shares of Stock are listed, he or she may be subject to insider trading restrictions and/or market abuse laws which may affect the Granteeâ€™s ability to accept, acquire, sell or otherwise dispose of shares of Stock, rights to shares of Stock (e.g., Restricted Stock Units) or rights linked to the value of shares of Stock under the Plan during such times as the Grantee is considered to have â€œinside informationâ€ regarding the Company (as defined by the laws in the applicable jurisdictions). Local insider trading laws and regulations may prohibit the cancellation or amendment of orders the Grantee placed before the Grantee possessed inside information.Â Furthermore, the Grantee could be prohibited from (i) disclosing the inside information to any third party, which may include fellow employees and (ii) â€œtippingâ€ third parties or causing them otherwise to buy or sell securities.Â Any restrictions under these laws or regulations are separate from and in addition to any restrictions that may be imposed under the Companyâ€™s insider trading policy as may be in effect from time to time. The Grantee acknowledges that it is the Granteeâ€™s responsibility to comply with any applicable restrictions, and the Grantee should speak to his or her personal advisor on this matter.22.Foreign Asset/Account, Exchange Control and Tax Reporting. Depending on the Granteeâ€™s country, the Grantee may be subject to foreign asset/account, exchange control, tax reporting or other requirements which may affect the Granteeâ€™s ability acquire or hold Restricted Stock Units or shares of Stock under the Plan or cash received from participating in the Plan (including dividends and the proceeds arising from the sale of shares of Stock) in a brokerage/bank account outside the Granteeâ€™s country. The applicable laws of the Granteeâ€™s country may require that he or she report such Restricted Stock Units, shares of Stock, accounts, assets or transactions to the applicable authorities in such country and/or repatriate funds received in connection with the Plan to the Granteeâ€™s country within a certain time period or according to certain procedures. The Grantee acknowledges that he or she is responsible for ensuring compliance with any applicable requirements and should consult his or her personal legal advisor to ensure compliance with applicable laws.10The foregoing Agreement is hereby accepted and the terms and conditions thereof hereby agreed to by the undersigned. Electronic acceptance of this Agreement pursuant to the Companyâ€™s instructions to the Grantee (including through an online acceptance process) is acceptable.Grantee:Â Â Â Â Â Â Â Â Â Â Â Â Eventbrite, Inc.Â Â Â Â Â Â Â Â By: %%FIRST_NAME%-% %%LAST_NAME%-% Title: Chief Financial Officer%%OPTION_DATE,â€™Month DD, YYYYâ€™%-%Â Â Â Â 11APPENDIXGLOBAL RESTRICTED STOCK UNIT AWARD AGREEMENTFOR COMPANY EMPLOYEESUNDER THE EVENTBRITE, INC.2018 STOCK OPTION AND INCENTIVE PLANCapitalized terms used but not defined in this Appendix shall have the same meanings assigned to them in the Plan and/or the Global Restricted Stock Unit Award Agreement.Terms and ConditionsThis Appendix includes additional terms and conditions that govern the Restricted Stock Units if the Grantee works and/or resides in one of the countries listed below. If the Grantee is a citizen or resident of a country other than the one in which the Grantee is currently working and/or residing (or is considered as such for local law purposes), or the Grantee transfers employment or residency to a different country after the Restricted Stock Units are granted, the Company will, in its discretion, determine the extent to which the terms and conditions contained herein will apply to the Grantee. Notifications This Appendix also includes information regarding certain other issues of which the Grantee should be aware with respect to the Granteeâ€™s participation in the Plan. The information is based on the securities, exchange control and other laws in effect in the respective countries as of February 2019. Such laws are often complex and change frequently. As a result, the Company strongly recommends that the Grantee not rely on the information noted herein as the only source of information relating to the consequences of participation in the Plan because the information may be out-of-date at the time the Grantee vests in the Restricted Stock Units or sells any shares of Stock acquired under the Plan. In addition, the information contained herein is general in nature and may not apply to the Granteeâ€™s particular situation. As a result, the Company is not in a position to assure the Grantee of any particular result. Accordingly, the Grantee is strongly advised to seek appropriate professional advice as to how the relevant laws in the Granteeâ€™s country may apply to the Granteeâ€™s individual situation.If the Grantee is a citizen or resident of a country other than the one in which the Grantee is currently working and/or residing (or is considered as such for local law purposes), or if the Grantee transfers employment or residency to a different country after the Restricted Stock Units are granted, the notifications contained in this Appendix may not be applicable to the Grantee in the same manner.12ARGENTINATerms and ConditionsNature of Grant.Â The following provision supplements Paragraph 11 of the Global Restricted Stock Unit Award Agreement:In accepting the grant of Restricted Stock Units, the Grantee acknowledges and agrees that the grant of Restricted Stock Units is made by the Company (not the Employer) in its sole discretion and that the value of any Restricted Stock Units or shares of Stock acquired under the Plan shall not constitute salary or wages for any purpose under Argentine law, including the calculation of (i) any labor benefits including, but not limited to, vacation pay, thirteenth salary, compensation in lieu of notice, annual bonus, disability, and leave of absence payments, or (ii) any termination or severance indemnities. If, notwithstanding the foregoing, any benefits awarded under the Plan are considered for purposes of calculating any termination or severance indemnities, the Grantee acknowledges and agrees that such benefits shall accrue no more frequently than on an annual basis.Â NotificationsSecurities Law Information. Neither the Restricted Stock Units nor the shares of Stock are publicly offered or listed on any stock exchange in Argentina and, as a result, they have not been and will not be registered with the Argentine Securities Commission (ComisiÃ³n Nacional de Valores or â€œCNVâ€). Neither this nor any other offering material related to the Restricted Stock Units nor the underlying shares of Stock may be utilized in connection with any general offering to the public in Argentina. Argentine residents who acquire Restricted Stock Units under the Plan do so according to the terms of a private offering made from outside Argentina.Exchange Control Information. Please note that exchange control regulations in Argentina are subject to frequent change. The Grantee is solely responsible for complying with any and all Argentine currency exchange restrictions, approvals and reporting requirements in connection with the Granteeâ€™s participation in the Plan. The Grantee should consult with the Granteeâ€™s personal legal advisor to ensure compliance with the applicable requirements.Foreign Asset / Account Reporting Information. Argentine residents must report any shares of Stock they may hold on December 31st of each year on their annual tax return for that year. Argentine residents should consult with their personal tax advisor to ensure compliance with all applicable reporting requirements.13AUSTRALIANotificationsSecurities Law Information. The offer of the Restricted Stock Units is intended to comply with the provisions of the Corporations Act 2001, ASIC Regulatory Guide 49 and ASIC Class Order CO 14/1000.Â Additional details are set forth in the Offer Document for the offer of Restricted Stock Units to Australian Resident Employees, a copy of which is attached to the end of this section for Australia as Annex 1.Tax Notification. The Plan is a plan to which Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) (the â€œActâ€) applies (subject to the conditions in that Act).14ANNEX 1OFFER DOCUMENTEVENTBRITE, INC. 2018 STOCK OPTION AND INCENTIVE PLANOFFER OF RESTRICTED STOCK UNITSTO AUSTRALIAN RESIDENT EMPLOYEESThe Company is pleased to provide the Grantee with this offer to participate in the Plan. This offer sets out information regarding the grant of Restricted Stock Units to Australian resident employees of the Company and its Subsidiaries. This offer is provided by the Company to 15ensure compliance of the Plan with Australian Securities and Investments Commission (â€œASICâ€) Class Order 14/1000 and relevant provisions of the Corporations Act 2001.In addition to the information set out in the Agreement, the Grantee is also being provided with copies of the following documents: 1.The Plan; 2.The Plan Prospectus; and3.Employee Information Supplement for Australia(collectively, the â€œAdditional Documentsâ€).The Additional Documents provide further information to help the Grantee make an informed investment decision about participating in the Plan. Neither the Plan nor the Plan Prospectus is a prospectus for the purposes of the Corporations Act 2001.The Grantee should not rely upon any oral statements made in relation to this offer. The Grantee should rely only upon the statements contained in the Agreement and the Additional Documents when considering participation in the Plan.Securities Law NotificationInvestment in shares of Stock involves a degree of risk. Grantees who elect to participate in the Plan should monitor their participation and consider all risk factors relevant to the acquisition of shares of Stock under the Plan as set out in the Agreement and the Additional Documents.The information contained in this offer is general information only. It is not advice or information that takes into account the Granteeâ€™s objectives, financial situation and needs.The Grantee should consider obtaining his or her own financial product advice from an independent person who is licensed by ASIC to give advice about participation in the Plan.Additional Risk Factors for Australian ResidentsThe Grantee should have regard to risk factors relevant to investment in securities generally and, in particular, to the holding of shares of Stock. For example, the price at which the shares of Stock are traded on the New York Stock Exchange may increase or decrease due to a number of factors. There is no guarantee that the price of the shares of Stock will increase. Factors which may affect the price of the shares of Stock include fluctuations in the domestic and international market for listed stocks, general economic conditions, including interest rates, inflation rates, commodity and oil prices, changes to government fiscal, monetary or regulatory policies, 16legislation or regulation, the nature of the markets in which the Company operates and general operational and business risks.In addition, the Grantee should be aware that the Australian dollar value of any shares of Stock acquired pursuant to the Award will be affected by the U.S. dollar/Australian dollar exchange rate. Participation in the Plan involves certain risks related to fluctuations in this rate of exchange.Common StockCommon Stock of a U.S. corporation is analogous to ordinary shares of an Australian corporation. Each holder of a share of Stock is entitled to one vote for each share of Stock held.Dividends may be paid on the shares of Stock out of any funds of the Company legally available for dividends at the discretion of the Board. The Stock is traded on the New York Stock Exchange in the United States of America under the symbol â€œEB.â€The shares of Stock are not liable to any further calls for payment of capital or for other assessment by the Company and have no sinking fund provisions, pre-emptive rights, conversion rights or redemption provisions.Ascertaining the Market Price of SharesThe Grantee may ascertain the current market price of the Stock as traded on the New York Stock Exchange at http://www.nyse.com under the symbol â€œEB.â€ The Australian dollar equivalent of that price can be obtained at: http://www.rba.gov.au/statistics/frequency/exchange-rates.html.This is not a prediction of what the market price of the Stock will be on any applicable Vesting Date or when shares of Stock are issued to the Grantee or at any other time or of the applicable exchange rate at such time.17BELGIUM NotificationsForeign Asset/Account Reporting Information. The Grantee must report any securities (e.g., shares of Stock acquired under the Plan) or bank or brokerage accounts opened and maintained outside Belgium on the Granteeâ€™s annual tax return. In a separate report, the Grantee is required to report to the National Bank of Belgium the details of such accounts opened and maintained outside Belgium. This report, as well as

additional information on how to complete it, can be found on the website of the National Bank of Belgium, www.nbb.be, under the Kredietcentrales / Centrales des crÃ©dits caption.BRAZILTerms and ConditionsNature of Grant. This provision supplements Paragraph 11 of the Global Restricted Stock Unit Award Agreement:By accepting the grant of the Restricted Stock Units, the Grantee acknowledges that (i) the Grantee is making an investment decision, (ii) the Restricted Stock Units will only vest if the vesting conditions are met and any necessary services are rendered by the Grantee over the applicable vesting period, and (iii) the value of the underlying shares of Stock is not fixed and may increase or decrease without compensation to the Grantee.Further, the Grantee acknowledges and agrees that, for all legal purposes, (i) any benefits the Grantee acquires under the Plan are unrelated to his or her employment or service, (ii) the Plan is not a part of the terms and conditions of the Granteeâ€™s employment or service, and (iii) the Granteeâ€™s income from participation in the Plan, if any, is not part of his or her remuneration from employment or service.Compliance with Law. The Grantee must comply with applicable Brazilian laws and is responsible for paying any and all applicable taxes associated with the Restricted Stock Units, the receipt of any dividends, the payment of any Dividend Equivalent Rights and the sale of shares of Stock acquired under the Plan.Notifications Foreign Asset/Account Reporting Information. A Grantee resident or domiciled in Brazil will be required to submit an annual declaration of assets and rights held outside Brazil, including any shares of Stock acquired under the Plan, to the Central Bank of Brazil if the aggregate value of such assets and rights equals or exceeds US$100,000. More frequent reporting is required if the aggregate value of such assets and rights exceeds US$100,000,000.18Tax on Financial Transactions. The repatriation of proceeds from the sale of shares of Stock or the payment of any dividends or Dividend Equivalent Rights into Brazil and the conversion of such amounts into Brazilian currency may be subject to the Tax on Financial Transactions. The Grantee should consult with his or her personal tax advisor for additional details.CANADATerms and ConditionsAward Payable Only in Shares. Notwithstanding anything to the contrary in Section 8(a) of the Plan, the Restricted Stock Units shall be paid in shares of Stock only and do not provide the Grantee with any right to receive a cash payment.Termination of Service. The following provision replaces Paragraph 3(b) of the Global Restricted Stock Unit Award Agreement:For purposes of the Restricted Stock Units, the date of the Granteeâ€™s termination of employment shall be the date that is the earliest of (i) the date on which the Granteeâ€™s employment is terminated, (ii) the date that the Grantee receives notice of termination of the Granteeâ€™s employment, or (iii) the date the Grantee is no longer actively providing services to the Company or any Subsidiary, regardless of any notice period or period of pay in lieu of such notice required under applicable employment laws in the jurisdiction where the Grantee is employed or providing services (including, but not limited to statutory law, regulatory law and/or common law) or the terms of the Granteeâ€™s employment agreement, if any. The Administrator shall have the exclusive discretion to determine when the Grantee is no longer actively providing services for purposes of the Restricted Stock Units (including whether the Grantee may still be considered to be providing services while on a leave of absence).The following terms and conditions apply to employees resident in Quebec:Language. The parties acknowledge that it is their express wish that this Agreement, as well as all documents, notices and legal proceedings entered into, given or instituted pursuant hereto or relating directly or indirectly hereto, be drawn up in English.Les parties reconnaissent avoir exigÃ© la rÃ©daction en anglais de cette convention, ainsi que de tous documents, avis et procÃ©dures judiciaires, exÃ©cutÃ©s, donnÃ©s ou intentÃ©s en vertu de, ou liÃ©s directement ou indirectement Ã , la prÃ©sente convention.Data Privacy. The Grantee hereby authorizes the Company and the Companyâ€™s representatives to discuss with and obtain all relevant information from all personnel, professional or non-professional, involved in the administration and operation of the Plan. The Grantee further authorizes the Company and any Subsidiary and the Administrator to disclose and discuss the Plan with their advisors and to record all relevant information and keep such information in the Granteeâ€™s employee file.19NotificationsSecurities Law Information. The Grantee is permitted to sell shares of Stock acquired under the Plan through the designated broker appointed under the Plan, if any, provided the resale of shares of Stock acquired under the Plan takes place outside Canada through the facilities of a stock exchange on which the Stock is listed. The Stock is currently listed on the NYSE.Foreign Asset/Account Reporting Information. Canadian residents are required to report any foreign specified property held outside Canada (including Restricted Stock Units and shares of Stock acquired under the Plan) annually on form T1135 (Foreign Income Verification Statement) if the total cost of the foreign specified property exceeds C$100,000 at any time during the year. Thus, if the C$100,000 cost threshold is exceeded by other foreign specified property held by the individual, Restricted Stock Units must be reported (generally at a nil cost). For purposes of such reporting, shares of Stock acquired under the Plan may be reported at their adjusted cost bases. The adjusted cost basis of a share of Stock is generally equal to the fair market value of such share at the time of acquisition; however, if the Grantee owns other shares of Stock (e.g., acquired under other circumstances or at another time), the adjusted cost basis may have to be averaged with the adjusted cost bases of the other shares of Stock. The Grantee should consult his or her personal legal advisor to ensure compliance with applicable reporting obligations.GERMANYNotificationsExchange Control Information. German residents must electronically report cross-border payments in excess of â‚¬12,500 to the German Federal Bank (Bundesbank) on a monthly basis. In case of payments in connection with securities (including any Dividend Equivalent Rights and proceeds realized upon the sale of shares of Stock or the receipt of any dividends), the report must be made by the 5th day of the month following the month in which the payment was received. The form of report (â€œAllgemeines Meldeportal Statistikâ€) can be accessed via the Bundesbankâ€™s website (www.bundesbank.de). The Grantee should consult his or her personal advisor to ensure compliance with applicable reporting obligations. Foreign Asset/Account Reporting Information. If the Granteeâ€™s acquisition of shares of Stock under the Plan leads to a so-called qualified participation at any point during the calendar year, the Grantee will need to report the acquisition when the Grantee files his or her tax return for the relevant year. A qualified participation is attained if (i) the value of the shares of Stock acquired exceeds â‚¬150,000 or (ii) in the unlikely event the Grantee holds shares of Stock exceeding 10% of the total capital of the Company.IRELANDThere are no country-specific provisions.20NETHERLANDSThere are no country-specific provisions.NEW ZEALANDNotificationsWARNING: This is an offer of rights to receive shares of Stock underlying the Restricted Stock Units. The shares of Stock, if issued, give the Grantee a stake in the ownership of the Company. The Grantee may receive a return if dividends are paid on the shares of Stock.If the Company runs into financial difficulties and is wound up, the Grantee will be paid only after all creditors and holders of preferred shares have been paid. The Grantee may lose some or all of his or her investment.New Zealand law normally requires people who offer financial products to give information to investors before they invest. This information is designed to help investors to make an informed decision. The usual rules do not apply to this offer because it is made under an employee share scheme. As a result, the Grantee may not be given all the information usually required. The Grantee will also have fewer other legal protections for this investment. The Grantee should ask questions, read all documents carefully, and seek independent financial advice before committing himself or herself.The shares of Stock are quoted or approved for trading on the NYSE. This means that, if the Grantee vests in Restricted Stock Units and shares of Stock are issued to the Grantee, the Grantee can sell his or her investment on the NYSE if there are buyers for it. If the Grantee sells his or her investment, the price he or she receives may vary depending on factors such as the financial condition of the Company. The Grantee may receive less than the full amount that he or she paid for it, if anything.For information on risk factors impacting the Companyâ€™s business that may affect the value of the shares of Stock, the Grantee should refer to the risk factors discussion in the Companyâ€™s annual and quarterly reports, which are filed with the U.S. Securities and Exchange Commission and are available online at www.sec.gov, as well as on the Companyâ€™s intranet. For more details on the terms and conditions of the Restricted Stock Units, please refer to the Agreement, the Plan and the prospectus which can be obtained free of charge on request via email to stock@eventbrite.com.As noted above, the Grantee should carefully read the materials provided before making a decision whether to participate in the Plan. The Grantee should also contact his or her tax 21advisor for specific information concerning Granteeâ€™s personal tax situation with regard to Plan participation.SPAINTerms and ConditionsNature of Grant. This provision supplements Paragraph 11 of the Global Restricted Stock Unit Award Agreement:In accepting the grant of Restricted Stock Units, the Grantee consents to participate in the Plan and acknowledges that he or she has received a copy of the Plan. The Grantee understands that the Company has unilaterally, gratuitously and in its sole discretion decided to grant Restricted Stock Units under the Plan to individuals who may be employees of the Company or any Subsidiary throughout the world. The decision is a limited decision that is entered into upon the express assumption and condition that any grant will not economically or otherwise bind the Company or any Subsidiary. Consequently, the Grantee understands that the Restricted Stock Units are granted on the assumption and condition that the Restricted Stock Units and the shares of Stock issued upon settlement of the Restricted Stock Units shall not become a part of any employment contract (either with the Company or Subsidiary) and shall not be considered a mandatory benefit, salary for any purposes (including severance compensation) or any other right whatsoever. As a condition of the grant of the Restricted Stock Units, unless otherwise provided in the Agreement or by the Company, the Granteeâ€™s termination of employment for any reason will automatically result in the forfeiture and loss of the shares of Stock subject to the unvested portion of the Restricted Stock Units. In particular, and without limitation to the provisions of the Plan, the Grantee understands and agrees that any unvested portion of the Restricted Stock Units as of the date of the Granteeâ€™s termination of employment will be cancelled without entitlement to the underlying shares of Stock or to any amount as indemnification if the Grantee terminates employment by reason of, including, but not limited to, resignation, retirement, disciplinary dismissal adjudged to be with cause, disciplinary dismissal adjudged or recognized to be without cause (i.e., subject to a â€œdespido improcedenteâ€), individual or collective dismissal on objective grounds, whether adjudged or recognized to be with or without cause, material modification of the terms of employment under Article 41 of the Workersâ€™ Statute, relocation under Article 40 of the Workersâ€™ Statute, and/or Article 50 of the Workersâ€™ Statute, unilateral withdrawal by the Employer and under Article 10.3 of the Royal Decree 1382/1985. Finally, the Grantee understands that this grant would not be made to the Grantee but for the assumptions and conditions referred to herein; thus, the Grantee acknowledges and freely accepts that should any or all of the assumptions be mistaken or should any of the conditions not be met for any reason, then the grant of the Restricted Stock Units shall be null and void.Notifications22Securities Law Information. No â€œoffer of securities to the public,â€ as defined under Spanish law, has taken place or will take place in the Spanish territory. The Agreement and the Plan have not been nor will they be registered with the ComisiÃ³n Nacional del Mercado de Valores (the Spanish securities regulator), and none of these documents constitutes a public offering prospectus.Exchange Control Information. The Grantee must declare the acquisition, ownership and disposition of shares of Stock to the DirecciÃ³n General de Comercio Internacional e Inversiones (the â€œDGCIâ€) of the Ministry of Economy and Competitiveness for statistical purposes. Generally, the declaration must be filed in January for shares of Stock acquired or disposed of during the prior year and/or for shares of Stock owned as of December 31 of the prior year; however, if the value of the shares of Stock acquired under the Plan or the amount of the sale proceeds exceeds â‚¬1,502,530 (or if the Grantee holds 10% or more of the share capital of the Company), the declaration must be filed within one month of the acquisition or disposition, as applicable.In addition, the Grantee may be required to declare electronically to the Bank of Spain any foreign accounts (including brokerage accounts held abroad), any foreign instruments (including any shares of Stock acquired under the Plan) and any transactions with non-Spanish residents (including any payments of shares of Stock made to the Grantee by the Company) depending on the value of such accounts and instruments and the amount of the transactions during the relevant year as of December 31 of the relevant year. Foreign Asset/Account Reporting Information. The Grantee may be subject to certain tax reporting requirements with respect to assets or rights that the Grantee holds outside Spain, including bank accounts, securities and real estate if the aggregate value for each particular category of assets exceeds â‚¬50,000 as of December 31 each year. Unvested awards (e.g., Restricted Stock Units) are not considered assets or rights for purposes of this reporting requirement. If applicable, the Grantee must report the assets on Form 720 by no later than March 31 following the end of the relevant year. After the rights and/or assets are initially reported, the reporting obligation will only apply if the value of previously-reported rights or assets increases by more than â‚¬20,000 as of each subsequent December 31 and/or if the Grantee disposes of previously-reported rights or assets. The Grantee should consult his or her personal advisor to ensure compliance with applicable reporting obligations.UNITED KINGDOMTerms and ConditionsResponsibility for Taxes. The following provisions supplement Paragraph 6 of the Global Restricted Stock Unit Award Agreement:23Without limitation to Paragraph 6 of this Agreement, the Grantee agrees that the Grantee is liable for all Tax-Related Items and hereby covenants to pay all such Tax-Related Items as and when requested by the Company or, if different, the Employer or by Her Majestyâ€™s Revenue and Customs (â€œHMRCâ€) (or any other tax authority or any other relevant authority). The Grantee also agrees to indemnify and keep indemnified the Company or the Employer against any Tax-Related Items that they are required to pay or withhold or have paid or will pay to HMRC (or any other tax authority or any other relevant authority) on the Granteeâ€™s behalf. Notwithstanding the foregoing, if the Grantee is a director or executive officer of the Company (within the meaning of Section 13(k) of the Exchange Act), the terms of the immediately foregoing provision will not apply. In such case, if the amount of any income tax due is not collected from or paid by the Grantee within 90 days of the end of the U.K. tax year in which an event giving rise to the indemnification described above occurs, the amount of any uncollected income taxes may constitute a benefit to the Grantee on which additional income tax and national insurance contributions (â€œNICsâ€) may be payable. The Grantee will be responsible for reporting and paying any income tax due on this additional benefit directly to HMRC under the self-assessment regime and for paying to the Company or the Employer, as applicable, any employee NICs due on this additional benefit, which the Company or the Employer may recover from the Grantee by any of the means referred to in Paragraph 6 of this Agreement. Joint Election for Transfer of Liability for Employer National Insurance Contributions. As a condition of the Granteeâ€™s participation in the Plan, the Grantee agrees to accept liability for any secondary Class 1 NICs which may be payable by the Employer in connection with any event giving rise to Tax-Related Items in relation to the Restricted Stock Units (the â€œEmployer NICsâ€). Without prejudice to the foregoing, the Grantee agrees to execute a joint election with the Company or the Employer (a â€œJoint Electionâ€), the form of such Joint Election being formally approved by HMRC, and any other consent or elections required to accomplish the transfer of the Employer NICs to the Grantee. The Grantee further agrees to execute such other elections as may be required by any successor to the Company and/or the Employer for the purpose of continuing the effectiveness of the Granteeâ€™s Joint Election. The Grantee further agrees that the Company and/or the Employer may collect the Employer NICs from the Grantee by any of the means set forth in Paragraph 6 of this Agreement. The Grantee must enter into the Joint Election attached to this Appendix concurrent with the acceptance of this Agreement.If the Grantee does not enter into a Joint Election prior to the Vesting Date, the Grantee will not be entitled to vest in his or her Restricted Stock Units and no shares of Stock will be issued to the Grantee in respect of the Plan, without any liability to the Company or the Employer.24Important Note on the Election to Transfer Employer National Insurance ContributionsAs a condition of the Granteeâ€™s participation in the Plan, the Grantee is required to enter into an election to transfer to the Grantee any liability for employerâ€™s secondary Class 1 National Insurance Contributions (â€œEmployerâ€™s NICsâ€) that may arise in connection with the Granteeâ€™s participation in the Plan (the â€œElectionâ€). By entering into the Election:â—the Grantee agrees that any Employerâ€™s NICs liability that may arise in connection with the Granteeâ€™s participation in the Plan will be transferred to the Grantee;â—the Grantee authorises the Employer and the Company to recover an amount sufficient to cover this liability by such methods including, but not limited to, deductions from the Granteeâ€™s salary or other payments due or the sale of sufficient shares of Stock acquired pursuant to the Granteeâ€™s Restricted Stock Units; andâ—the Grantee acknowledges that even if the Grantee has clicked on the â€œACCEPTâ€ box where indicated, the Company or the Employer may still require the Grantee to sign a paper copy of this Election (or a substantially similar form) if the Company or the Employer determines such is necessary to give effect to the Election.Clicking on the â€œACCEPTâ€ box indicates the Granteeâ€™s acceptance of the Election. The Grantee should read the terms of the Election carefully before accepting the Election.The Grantee should print and keep a copy of the Election for his or her records.25Joint Election for Transfer of Liability forEmployer National Insurance Contributions to EmployeeElection To Transfer the Employerâ€™s National Insurance Liability to the EmployeeThis Election is between:A.The individual who has obtained authorised access to this Election (the â€œEmployeeâ€), who is employed by one of the employing companies listed in the attached schedule (the â€œEmployerâ€) and who is eligible to receive restricted stock units (the â€œRestricted Stock Unitsâ€) pursuant to the Eventbrite, Inc. 2018 Stock Option and Incentive Plan (the â€œPlanâ€), andB.Â Â Â Â Eventbrite, Inc., with its registered office at 155 5th St, 7th Floor, San Francisco, CA 94103 (the â€œCompanyâ€), which may grant Restricted Stock Units under the Plan and is entering into this Election on behalf of the Employer. 1.Introduction1.1This Election relates to all Restricted Stock Units granted to the Employee under the Plan on or after August 22, 2018 up to the termination date of the Plan.1.2In this Election the following words and phrases have the following meanings:(a)â€œChargeable Eventâ€ means any event giving rise to Relevant Employment Income.(b)â€œITEPAâ€ means the Income Tax (Earnings and Pensions) Act 2003.(c)â€œRelevant Employment Incomeâ€ from Restricted Stock Units on which Employer's National Insurance Contributions becomes due is defined as:(i)an amount that counts as employment income of the earner under section 426 ITEPA (restricted securities: charge on certain post-acquisition events);(ii)an amount that counts as employment income of the earner under section 438 of ITEPA (convertible securities: charge on certain post-acquisition events); or(iii)any gain that is treated as remuneration derived from the earner's employment by virtue of section 4(4)(a) SSCBA, including without limitation:(A)the acquisition of securities pursuant to the Restricted Stock Units (within the meaning of section 477(3)(a) of ITEPA); 26(B)the assignment (if applicable) or release of the Restricted Stock Units in

return for consideration (within the meaning of section 477(3)(b) of ITEPA); (C)the receipt of a benefit in connection with the Restricted Stock Units, other than a benefit within (i) or (ii) above (within the meaning of section 477(3)(c) of ITEPA).(d)â€œSSCBAâ€ means the Social Security Contributions and Benefits Act 1992.1.3This Election relates to the Employerâ€™s secondary Class 1 National Insurance Contributions (the â€œEmployerâ€™s Liabilityâ€) which may arise in respect of Relevant Employment Income in respect of the Restricted Stock Units pursuant to section 4(4)(a) and/or paragraph 3B(1A) of Schedule 1 of the SSCBA.1.4This Election does not apply in relation to any liability, or any part of any liability, arising as a result of regulations being given retrospective effect by virtue of section 4B(2) of either the SSCBA, or the Social Security Contributions and Benefits (Northern Ireland) Act 1992.1.5This Election does not apply to the extent that it relates to relevant employment income which is employment income of the earner by virtue of Chapter 3A of Part VII of ITEPA (employment income: securities with artificially depressed market value).2.The ElectionThe Employee and the Company jointly elect that the entire liability of the Employer to pay the Employerâ€™s Liability that arises on any Relevant Employment Income is hereby transferred to the Employee. The Employee understands that, by electronically accepting this Election, he or she will become personally liable for the Employerâ€™s Liability covered by this Election. This Election is made in accordance with paragraph 3B(1) of Schedule 1 of the SSCBA.3.Payment of the Employerâ€™s Liability3.1The Employee hereby authorises the Company and/or the Employer to collect the Employerâ€™s Liability in respect of any Relevant Employment Income from the Employee at any time after the Chargeable Event:(i)Â Â Â Â by deduction from salary or any other payment payable to the Employee at any time on or after the date of the Chargeable Event; and/or (ii)Â Â Â Â directly from the Employee by payment in cash or cleared funds; and/or(iii)Â Â Â Â by arranging, on behalf of the Employee, for the sale of some of the securities which the Employee is entitled to receive in respect of the Restricted Stock Units, the proceeds from which must be delivered to the Employer in sufficient time for payment to be made to Her Majestyâ€™s Revenue & Customs (â€œHMRCâ€) by the due date; and/or27(iv)Â Â Â Â where the proceeds of the gain are to be paid through a third party, the Employee will authorize that party to withhold an amount from the payment or to sell some of the securities which the Employee is entitled to receive in respect of the Restricted Stock Units, such amount to be paid in sufficient time to enable the Company and/or the Employer to make payment to HMRC by the due date; and/or (v)Â Â Â Â by any other means specified in the applicable Restricted Stock Unit agreement entered into between the Employee and the Company.3.2The Company hereby reserves for itself and the Employer the right to withhold the transfer of any securities to the Employee in respect of the Restricted Stock Units until full payment of the Employerâ€™s Liability is received. 3.3The Company agrees to procure the remittance by the Employer of the Employerâ€™s Liability to HMRC on behalf of the Employee within 14 days after the end of the UK tax month during which the Chargeable Event occurs (or within 17 days after the end of the UK tax month during which the Chargeable Event occurs if payments are made electronically).4.Duration of Election4.1The Employee and the Company agree to be bound by the terms of this Election regardless of whether the Employee is transferred abroad or is not employed by the Employer on the date on which the Employerâ€™s Liability becomes due.4.2Any reference to the Company and/or the Employer shall include that entityâ€™s successors in title and assigns as permitted in accordance with the terms of the Plan and relevant award agreement. This Election will continue in effect in respect of any awards which replace the Restricted Stock Units in circumstances where section 483 of ITEPA applies.4.3This Election will continue in effect until the earliest of the following: (i) Â Â Â Â the date on which the Employee and the Company agree in writing that it should cease to have effect; (ii) Â Â Â Â the date on which the Company serves written notice on the Employee terminating its effect; (iii) Â Â Â Â the date on which HMRC withdraws approval of this Election; or (iv) Â Â Â Â the date on which, after due payment of the Employerâ€™s Liability in respect of the entirety of the Restricted Stock Units to which this Election relates or could relate, the Election ceases to have effect in accordance with its own terms.4.4This Election will continue in force regardless of whether the Employee ceases to be an employee of the Employer.28Acceptance by the EmployeeThe Employee acknowledges that, by clicking on the â€œACCEPTâ€ box, the Employee agrees to be bound by the terms of this Election. Acceptance by the CompanyThe Company acknowledges that, by signing this Election or arranging for the scanned signature of an authorised representative to appear on this Election, the Company agrees to be bound by the terms of this Election.Â Signature for and onbehalf of the CompanyChief Financial OfficerÂ Â Â Â Â Â Â Â Â PositionDate: %%OPTION_DATE,â€™Month DD, YYYYâ€™%-%29Schedule of Employer CompaniesThe employing company to which this Election relates is:NameEventbrite UK LimitedRegistered Office:90 High Holborn, London WC1V 6XX, United KingdomCompany Registration Number:7644044Corporation Tax Reference:623 70711 10736PAYE Reference:475/LA6018630UNITED STATESThere are no country-specific terms and conditions.31 EX-31.1 5 ex311certification-q32024.htm EX-31.1 DocumentExhibitÂ 31.1Certification of Principal Executive Officer Pursuant to Exchange Act Rules 13a-14(a)Â and 15d-14(a),As Adopted Pursuant to SectionÂ 302 of the Sarbanes-Oxley Act of 2002I, Julia Hartz, certify that:Â 1. I have reviewed this Quarterly Report on FormÂ 10-Q of Eventbrite, Inc.;Â 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;Â 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;Â 4. The registrantâ€™s other certifying officer(s)Â and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act RulesÂ 13a-15(e)Â and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:Â (a)Â 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;Â (c)Â 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; andÂ (d)Â 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; andÂ 5. The registrantâ€™s other certifying officer(s)Â 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):Â (a)Â 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; andÂ (b)Â 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.Â Date: NovemberÂ 7, 2024/s/ Julia HartzJulia HartzChief Executive Officer(Principal Executive Officer) EX-31.2 6 ex312certification-q32024.htm EX-31.2 DocumentExhibitÂ 31.2Certification of Principal Accounting and Financial Officer Pursuant to Exchange Act Rules 13a-14(a)Â and 15d-14(a),As Adopted Pursuant to SectionÂ 302 of the Sarbanes-Oxley Act of 2002I, Charles Baker, certify that:Â 1. I have reviewed this Quarterly Report on FormÂ 10-Q of Eventbrite, Inc.;Â 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;Â 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;Â 4. The registrantâ€™s other certifying officer(s)Â and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act RulesÂ 13a-15(e)Â and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:Â (a)Â 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;Â (c)Â 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; andÂ (d)Â 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; andÂ 5. The registrantâ€™s other certifying officer(s)Â 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):Â (a)Â 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; andÂ (b)Â 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.Â Date: NovemberÂ 7, 2024Â /s/ Charles BakerCharles BakerChief Operating and Financial Officer(Principal Accounting and Financial Officer) EX-32.1 7 ex321certification-q32024.htm EX-32.1 DocumentExhibitÂ 32.1Â Certifications of Chief Executive Officer and Chief Operating and Financial OfficerPursuant to 18 U.S.C. SectionÂ 1350As Adopted Pursuant toSection 906 of the Sarbanes-Oxley Act of 2002Â Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. Â§1350), Julia Hartz, Chief Executive Officer of Eventbrite, Inc. (the â€œCompanyâ€), and Charles Baker, Chief Operating and Financial Officer of the Company, each hereby certifies that, to the best of his or her knowledge: 1.The Companyâ€™s Quarterly Report on Form 10-Q for the quarterly period ended SeptemberÂ 30, 2024, to which this Certification is attached as Exhibit 32.1 (the â€œPeriodic Reportâ€), fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and 2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Â Date: NovemberÂ 7, 2024/s/ Julia HartzJulia HartzChief Executive Officer(Principal Executive Officer)Â /s/ Charles BakerCharles BakerChief Operating and Financial Officer(Principal Accounting and Financial Officer) EX-101.SCH 8 eb-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover Page link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS link:presentationLink link:calculationLink link:definitionLink 9952156 - 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Accounts Payable, Creators link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - Chargebacks and Refunds Reserve link:presentationLink link:calculationLink link:definitionLink 9952167 - Disclosure - Property and Equipment, Net link:presentationLink link:calculationLink link:definitionLink 9952168 - Disclosure - Leases link:presentationLink link:calculationLink link:definitionLink 9952169 - Disclosure - Goodwill and Acquired Intangible Assets, Net link:presentationLink link:calculationLink link:definitionLink 9952170 - Disclosure - Fair Value Measurement link:presentationLink link:calculationLink link:definitionLink 9952171 - Disclosure - Debt link:presentationLink link:calculationLink link:definitionLink 9952172 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 9952173 - Disclosure - Stockholders' Equity link:presentationLink link:calculationLink link:definitionLink 9952174 - Disclosure - Net Loss Per Share link:presentationLink link:calculationLink link:definitionLink 9952175 - 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[Domain] Receivable [Domain] Adjustment to Compensation, Amount Adjustment to Compensation Amount Outstanding Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Payables and Accruals [Abstract] Compensation Amount Outstanding Recovery Compensation Amount Non-cash investing and financing activities Cash Flow, Noncash Investing and Financing Activities Disclosure [Abstract] Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Entity Small Business Entity Small Business Developed technology Developed Technology Rights [Member] Accounts Payable, Creators Accounts Payable and Accrued Liabilities Disclosure [Text Block] Company Selected Measure Amount Company Selected Measure Amount Geographical [Axis] Geographical [Axis] Aggregate intrinsic value 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repurchase program, authorized amount Share Repurchase Program, Authorized, Amount Creator Cash Creator Cash [Member] Creator Cash [Member] Treasury stock, common shares (in shares) Beginning balance, treasury stock (in shares) Ending balance, treasury stock (in shares) Treasury Stock, Common, Shares Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Stock Options Stock options to purchase common stock Share-Based Payment Arrangement, Option [Member] Released (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 Depreciation expense Depreciation Fair Value Disclosures [Abstract] 2025 Lessee, Operating Lease, Liability, to be Paid, Year One Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table] Antidilutive Security, Excluded EPS Calculation 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Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Cost of net revenue Cost of net revenue Cost of net revenue Cost of Sales [Member] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Product development Product Development [Member] Product Development 2024 Long-Term Debt, Interest Obligation, Maturity, Remainder Of Fiscal Year Long-Term Debt, Interest Obligation, Maturity, Remainder Of Fiscal Year Carrying amount, long-term debt Long-Term Debt Reduction of right-of-use assets due to modification or exit Noncash Investing And Financing Activities, Reduction of Right of Use Asset Due to Modification Noncash Investing And Financing Activities, Reduction of Right of Use Asset Due to Modification Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Document Fiscal Period Focus Document Fiscal Period Focus All Executive Categories All Executive Categories [Member] Accounts receivable, customers Accounts Receivable, before Allowance for Credit Loss, Current Balance Sheet Location [Domain] Statement of Financial Position Location, Balance [Domain] Shares related to Convertible Notes Convertible Debt Securities [Member] Schedule of Restructuring and Other Charges Schedule of Restructuring Reserve by Type of Cost [Table Text Block] Loss recovery amount Loss Contingency, Receivable Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Outstanding Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term Assets Assets [Abstract] 2025 Notes 2025 Notes 5.000% Convertible Senior Notes Due 2025 (2025 Notes) [Member] 5.000% Convertible Senior Notes Due 2025 (2025 Notes) Activity in creator signing fees: Capitalized Contract Cost, Net [Roll Forward] Capitalized Contract Cost, Net [Roll

Forward] Document Type Document Type Effective interest rate (as a percent) Debt Instrument, Interest Rate, Effective Percentage Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Issuance of common stock for settlement of RSUs (in shares) Stock Issued During Period, Shares, Restricted Stock Award, Gross Released (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Changes related to creator advances, creator signing fees, and allowance for credit losses Adjustments Related to Creator Advances, Creator Signing Fees, and Allowance for Credit Losses, Net Adjustments Related to Creator Advances, Creator Signing Fees, and Allowance for Credit Losses, Net Cash interest expense Interest Expense, Paid In Cash Interest Expense, Paid In Cash Schedule of Total Expected Future Amortization Expense for Acquired Intangible Assets Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] Amortization of acquired intangible assets Amortization of Intangible Assets Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Furniture and fixtures Furniture and Fixtures [Member] Acquired intangible assets, net Total expected future amortization expense Finite-Lived Intangible Assets, Net International Non-US [Member] Antidilutive Securities [Axis] Antidilutive Securities [Axis] Leasehold improvements Leasehold Improvements [Member] Fair Value Measurement Fair Value Measurement, Policy [Policy Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Less: Imputed interest Lessee, Operating Lease, Liability, Undiscounted Excess Amount Total operating lease costs, net Lease, Cost Short-term investments, at amortized cost Short-Term Investments PEO Name PEO Name Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Loss before income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Equity Award [Domain] Award Type [Domain] Name Outstanding Recovery, Individual Name Schedule of Potentially Dilutive Securities Excluded from the Computation of Diluted Net Loss Per Share Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Non-PEO NEO Non-PEO NEO [Member] Loss contingency, estimate of possible loss Contract with Customer, Receivable, Allowance for Credit Loss Additional Paid-In Capital Additional Paid-in Capital [Member] Schedule of Accounts Receivable Schedule of Activity in Creator Advances Schedule of Accounts, Notes, Loans and Financing Receivable [Table Text Block] Award Timing Predetermined Award Timing Predetermined [Flag] Amortization of capitalized internal-use software development costs Capitalized Computer Software, Amortization Chargebacks and refunds reserve Increase (Decrease) In Chargebacks And Refunds Reserve Increase (Decrease) In Chargebacks And Refunds Reserve Class of Stock [Line Items] Class of Stock [Line Items] Restricted cash Restricted Cash, Noncurrent Customer relationships Customer Relationships [Member] Net loss per share, diluted (in dollars per share) Earnings Per Share, Diluted Class of Stock [Axis] Class of Stock [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Accumulated Amortization Finite-Lived Intangible Assets, Accumulated Amortization Revenue Recognition Revenue from Contract with Customer [Policy Text Block] Right-of-use asset, amortization expense Operating Lease, Right-of-Use Asset, Periodic Reduction Schedule of Amortization Expense Related to Acquired Intangible Assets Finite-Lived Intangible Assets Amortization Expense [Table Text Block] Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Type of Restructuring [Domain] Type of Restructuring [Domain] M.R.G. Concerts Ltd. (MRG) and Matthew Gibbons (Gibbons) M.R.G. Concerts Ltd. (MRG) and Matthew Gibbons (Gibbons) [Member] M.R.G. Concerts Ltd. (MRG) and Matthew Gibbons (Gibbons) Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Vested and exercisable Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Exercisable, Weighted Average Remaining Contractual Term Number of operating segments Number of Operating Segments Number of positions expected to be eliminated, period (as a percent) Restructuring and Related Cost, Number of Positions Eliminated, Period Percent Preferred stock, shares issued (in shares) Preferred Stock, Shares Issued Unrealized (gain) loss on foreign currency exchange Unrealized Gain (Loss), Foreign Currency Transaction, before Tax Severance and other termination benefits Employee Severance [Member] Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Tickets Sold on Behalf of Creators Tickets Sold On Behalf Of Creators [Member] Tickets Sold On Behalf Of Creators [Member] Restructuring Restructuring and Related Activities Disclosure [Text Block] Stock-based compensation expense Share-Based Payment Arrangement, Noncash Expense 2023 Restructuring Restructuring 2023 Plan [Member] Restructuring 2023 Plan Sales, marketing and support Selling and Marketing Expense Income tax provision Income tax expense Income Tax Expense (Benefit) Stated interest rate (as a percent) Debt Instrument, Interest Rate, Stated Percentage Funds receivable Increase (Decrease) In Funds Receivable Increase (Decrease) In Funds Receivable Canceled (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period Supplemental cash flow data Supplemental Cash Flow Information [Abstract] Stockholders' Equity Shareholders' Equity and Share-Based Payments [Text Block] Weighted-average recognition period for unrecognized stock-based compensation (in years) Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Net revenue Total net revenue Revenue from Contract with Customer, Excluding Assessed Tax Concentration Risk Benchmark [Domain] Concentration Risk Benchmark [Domain] Maturities of short-term investments Proceeds from Sale, Maturity and Collection of Short-Term Investments Schedule of Company's Financial Instruments Measured at Fair Value on a Non-recurring Basis Debt Securities, Held-to-Maturity [Table Text Block] Net cash provided by (used in) investing activities Net Cash Provided by (Used in) Investing Activities Loss from operations Operating Income (Loss) Funds receivable Funds Receivable, Current Funds Receivable, Current Vested and and expected to vest (in shares) Share-Based Compensation By Share-Based Payment Award, Equity Instruments Other Than Options, Vested And Expected To Vest Share-Based Compensation By Share-Based Payment Award, Equity Instruments Other Than Options, Vested And Expected To Vest Number of reportable segments Number of Reportable Segments Total liabilities and stockholdersâ€™ equity Liabilities and Equity Other Other Operating Activities, Cash Flow Statement 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] Operating lease liabilities Increase (Decrease) In Operating Lease Liabilities Increase (Decrease) In Operating Lease Liabilities Accrued compensation and benefits Employee-related Liabilities, Current Prepaid expenses and other assets Increase (Decrease) in Prepaid Expense and Other Assets Additional paid-in capital Additional Paid in Capital Restructuring charges Reduction in force/Restructuring related costs accrued Charges Restructuring Charges Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Interest income Investment Income, Interest Finite-Lived Intangible Assets, Major Class Name [Domain] Finite-Lived Intangible Assets, Major Class Name [Domain] Schedule of the Activity in Creator Signing Fees and the Classification of Creator Signing Fees on the Condensed Consolidated Balance Sheet Capitalized Contract Cost [Table Text Block] Operating lease right-of-use assets obtained in exchange for operating lease liabilities Right-of-Use Asset Obtained in Exchange for Operating Lease Liability RSUs, RSAs and PSUs RSUs, RSAs and PSUs [Member] RSUs, RSAs and PSUs Underlying Security Market Price Change Underlying Security Market Price Change, Percent Individual: Individual [Axis] Shares withheld related to net share settlement Share-Based Payment Arrangement, Decrease for Tax Withholding Obligation Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Entity Address, State or Province Entity Address, State or Province Property, Plant and Equipment [Line Items] Property, Plant and Equipment [Line Items] Statement [Line Items] Statement [Line Items] Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Accounts payable, trade Accounts Payable, Trade, Current Operating expenses Operating Expenses [Abstract] Schedule of Composition of Property and Equipment, Net Property, Plant and Equipment [Table Text Block] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Financial Instruments [Domain] Financial Instruments [Domain] Sublease income Sublease Income Accounts, Notes, Loans and Financing Receivable [Line Items] Accounts, Notes, Loans and Financing Receivable [Line Items] Beginning balance (in dollars per share) Ending balance (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Liabilities and Stockholdersâ€™ Equity Liabilities and Equity [Abstract] Capitalized internal-use software development costs Software Development [Member] Aggregate fair value Debt Securities, Held-to-Maturity, Fair Value, Current Creator signing fees and creator advances Increase (Decrease) In Capitalized Contract Costs And Finance Receivables Increase (Decrease) In Capitalized Contract Costs And Finance Receivables Restatement Determination Date Restatement Determination Date Vested and expected to vest (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Number Adoption Date Trading Arrangement Adoption Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] UNITED KINGDOM UNITED KINGDOM Estimate of possible loss attributable to potential interest and penalties Income Tax Examination, Penalties and Interest Accrued Property, Plant and Equipment [Table] Property, Plant and Equipment [Table] Beginning balance (in dollars per share) Ending balance (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Operating lease right-of-use assets Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Options outstanding (in shares) Beginning balance (in shares) Ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number 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] Creator advances, net Financing Receivable, after Allowance for Credit Loss, Current Property, Plant and Equipment [Abstract] Property, Plant and Equipment [Abstract] Outstanding principal balance Total Long-Term Debt, Gross Exercise Price Award Exercise Price Net Loss Per Share Earnings Per Share [Text Block] Accrued compensation and benefits Increase (Decrease) in Employee Related Liabilities Arrangement Duration Trading Arrangement Duration Issuance of common stock for 2018 Employee Stock Purchase Plan (ESPP) Purchase Stock Issued During Period, Value, Employee Stock Purchase Plan Issuance of common stock upon exercise of stock options Stock Issued During Period, Value, Stock Options Exercised Goodwill and Acquired Intangible Assets, Net Goodwill and Intangible Assets Disclosure [Text Block] Gain on litigation settlement Gain on litigation settlement Litigation Settlement, Gain Stockholdersâ€™ equity Equity, Attributable to Parent [Abstract] Awarded (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 Savings deposits Deposits [Member] Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Restructuring Plan [Axis] Restructuring Plan [Axis] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] Aggregate cash repurchase price Debt Instrument, Repurchase Amount All Individuals All Individuals [Member] Provision for chargebacks and refunds Provision for Loan, Lease, and Other Losses PEO PEO [Member] Gross unrecognized holdings losses Debt Securities, Held-to-Maturity, Accumulated Unrecognized Loss Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Name Trading Arrangement, Individual Name Other income (expense), net Other Nonoperating Income (Expense) Funds Receivable Accounts and Nontrade Receivable [Text Block] Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Write-offs and other adjustments Financing Receivable, After Allowance For Credit Loss, Write-Off And Adjustments Financing Receivable, After Allowance For Credit Loss, Write-Off And Adjustments Receivables [Abstract] Receivables [Abstract] Property, Plant and Equipment, Type [Axis] Long-Lived Tangible Asset [Axis] Non-cash applied Restructuring Reserve, Settled without Cash Treasury stock, at cost; 7,243,283 shares of common stock as of SeptemberÂ 30, 2024 and no shares as of DecemberÂ 31, 2023 Treasury Stock, Common, Value Vested and exercisable (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Exercisable, Number Capitalized internal-use software development costs Payments to Develop Software 2024 Long-Term Debt, Maturity, Remainder of Fiscal Year Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Share-based Payment Arrangement, Expensed and Capitalized, Amount [Table] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Common stock reserved for future issuance (in shares) Common Stock, Capital Shares Reserved for Future Issuance Funds receivable, underlying ticketing transaction (in days) Funds Receivable, Number Of Business Days In Underlying Ticketing Transaction Funds Receivable, Number Of Business Days In Underlying Ticketing Transaction 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] Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Restructuring Cost and Reserve [Line Items] Restructuring Cost and Reserve [Line Items] Local Phone Number Local Phone Number Advance payouts outstanding Advance Payout Liability, Creators Advance Payout Liability, Creators Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Total operating expenses Operating Expenses Weighted average remaining contractual term (years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Additional Disclosures [Abstract] Changes in operating assets and liabilities Increase (Decrease) in Operating Capital [Abstract] PEO Total Compensation Amount PEO Total Compensation Amount Property, Plant and Equipment, Type [Domain] Long-Lived Tangible Asset [Domain] Income Statement Location [Axis] Statement of Income Location, Balance [Axis] Vested and expected to vest (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Exercise Price Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] 2010 Stock Option Plan 2010 Stock Option Plan [Member] 2010 Stock Option Plan [Member] Debt Disclosure [Abstract] Debt Disclosure [Abstract] Chargebacks and Refunds Reserve Contract with Customer, Refund and Chargebacks Liability [Text Block] Contract with Customer, Refund and Chargebacks Liability Common Stock Common Stock [Member] Measure: Measure [Axis] Balance Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Aggregate Intrinsic Value, Outstanding 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 Revenue, Major Customer [Line Items] Revenue, Major Customer [Line Items] Entity Emerging Growth Company Entity Emerging Growth Company Non-cash operating lease expenses Noncash Operating Lease Expense Noncash Operating Lease Expense Segment Reporting [Abstract] Segment Reporting [Abstract] Shares withheld related to net share settlement (in shares) Share-Based Payment Arrangement, Shares Withheld for Tax Withholding Obligation Entity Central Index Key Entity Central Index Key General and administrative General and administrative General and Administrative Expense [Member] Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount 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 Financial Instrument [Axis] Financial Instrument [Axis] Geographic Information Segment Reporting Disclosure [Text Block] Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Stock-based compensation APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Comprehensive Loss Comprehensive Income, Policy [Policy Text Block] Balance, beginning of period Balance, end of period Total creator signing fees Capitalized Contract Cost, Net Class B Common Stock Common Stock-Class B Common Class B [Member] Title Trading Arrangement, Individual Title Debt instrument, repurchased face amount Debt Instrument, Repurchased Face Amount Statement [Table] Statement [Table] Geographic Concentration Risk Geographic Concentration Risk [Member] City Area Code City Area Code Current liabilities Liabilities, Current [Abstract] Activity In Notes, Loans And Financing Receivable [Roll Forward] Activity In Notes, Loans And Financing Receivable [Roll Forward] Activity In Notes, Loans And Financing Receivable [Roll Forward] Lease abandonment and related charges Contract Termination [Member] Interest paid Interest Paid, Excluding Capitalized Interest, Operating Activities Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Purchases of short-term investments Payments to Acquire Short-Term Investments Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Axis] Short-term investment impairment Short Term Investment Impairment Short Term Investment Impairment Total current assets Assets, Current Schedule of Total Interest Expense Interest Income and Interest Expense Disclosure [Table Text Block] Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Accrued taxes Increase (Decrease) in Accrued Taxes Payable Repurchase of common stock Payments for Repurchase of Common Stock Document Information [Line Items] Document Information [Line Items] Schedule of Long-term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Weighted-average grant date fair value per share Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Creator Advances, Net Financing Receivables [Text Block] Restructuring Reserve [Roll Forward] Restructuring Reserve [Roll Forward] Income Taxes Income Tax Disclosure [Text Block] Earnings Per Share [Abstract] Earnings Per Share [Abstract] Equity [Abstract] Equity [Abstract] Accumulated deficit Retained Earnings (Accumulated Deficit) Class of Stock [Domain] Class of Stock [Domain] Revenue from Contract with Customer Benchmark Revenue from Contract with Customer Benchmark [Member] Canceled (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period, Weighted Average Exercise Price General and administrative General and Administrative Expense 2026 Long-Term Debt, Maturity, Year Two Organization, Consolidation and

Presentation of Financial Statements [Abstract] Organization, Consolidation and Presentation of Financial Statements [Abstract] Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Weighted-average discount rate on operating leases (as a percent) Operating Lease, Weighted Average Discount Rate, Percent Total operating lease liabilities Operating Lease, Liability Net cash used in financing activities Net Cash Provided by (Used in) Financing Activities Schedule of Stock Option Activity Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding [Table Text Block] Underlying Securities Award Underlying Securities Amount Short-term Investments Investments in Debt and Marketable Equity Securities (and Certain Trading Assets) Disclosure [Text Block] Vested and expected to vest Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Vested And Expected To Vest, Weighted Average Remaining Contractual Terms Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Vested And Expected To Vest, Weighted Average Remaining Contractual Terms Amendment Flag Amendment Flag Estimated fair value of long-term debt Long-Term Debt, Fair Value Entity Registrant Name Entity Registrant Name Accounts payable, creators Accounts Payable, Underwriters, Promoters, and Employees, Current Vested and expected to vest (in dollars per share) Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Vested And Expected To Vest, Weighted Average Grant Date Fair Value Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Vested And Expected To Vest, Weighted Average Grant Date Fair Value Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Depreciation and amortization Depreciation, Depletion and Amortization Gross profit Gross Profit Schedule of Reconciliation of Cash and Restricted Cash Restrictions on Cash and Cash Equivalents [Table Text Block] Fair Value as of Grant Date Award Grant Date Fair Value Vested and expected to vest Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Aggregate Intrinsic Value Fair Value, Inputs, Level 2 Fair Value, Inputs, Level 2 [Member] Less: Debt issuance costs Debt Issuance Costs, Net Debt Debt Disclosure [Text Block] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Geographical [Domain] Geographical [Domain] Amortization of creator signing fees Amortization of creator signing fees Capitalized Contract Cost, Amortization Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Entity Address, Postal Zip Code Entity Address, Postal Zip Code Schedule of Stock-Based Compensation Expense Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Schedule of Restructuring and Related Costs [Table] Restructuring Cost [Table] Restatement Determination Date: Restatement Determination Date [Axis] Title of 12(b) Security Title of 12(b) Security Concentration Risk Type [Axis] Concentration Risk Type [Axis] Common stock, $0.00001 par value; 1,100,000,000 shares authorized; 96,399,619 shares issued and outstanding as of SeptemberÂ 30, 2024; 101,276,416 shares issued and outstanding as of DecemberÂ 31, 2023 Common Stock, Value, Issued Creator advances recouped Financing Receivable, After Allowance For Credit Loss, Settlements Financing Receivable, After Allowance For Credit Loss, Settlements 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] 2026 Notes 2026 Notes 2026 Notes 0.750% Convertible Senior Notes Due 2026 (2026 Notes) [Member] 0.750% Convertible Senior Notes Due 2026 (2026 Notes) Vested and exercisable Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Exercisable, Aggregate Intrinsic Value Finite-Lived Intangible Assets [Line Items] Finite-Lived Intangible Assets [Line Items] Canceled (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 debt extinguishment Loss on debt extinguishment Gain (Loss) on Extinguishment of Debt Cash flows from financing activities Net Cash Provided by (Used in) Financing Activities [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Preferred stock, $0.00001 par value; 100,000,000 shares authorized, no shares issued or outstanding as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023 Preferred Stock, Value, Issued Long-term debt Long-Term Line of Credit, Noncurrent Outstanding options Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Long-term Debt Long-Term Debt, Fiscal Year Maturity [Abstract] Cash and Cash Equivalents [Domain] Cash and Cash Equivalents [Domain] ESPP Employee Stock [Member] Net loss per share, basic (in dollars per share) Earnings Per Share, Basic Accounts payable Increase (Decrease) in Accounts Payable Creator signing fees paid Capitalized Contract Cost, Additions Capitalized Contract Cost, Additions Proceeds from issuance of common stock under ESPP Proceeds from Issuance of Common Stock Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Expiration period (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period Accounts payable, unremitted ticket sale proceeds, net of fees and taxes (in days) Accounts Payable, Unremitted Ticket Sale Proceeds, Net of Fees and Taxes Accounts Payable, Unremitted Ticket Sale Proceeds, Net of Fees and Taxes Principal payments on finance lease obligations Finance Lease, Principal Payments Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] 2018 Stock Option and Incentive Plan 2018 Stock Option And Incentive Plan [Member] 2018 Stock Option and Incentive Plan [Member] Balance Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Outstanding, Weighted Average Remaining Contractual Terms Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Schedule of Stock by Class [Table] Stock, Class of Stock [Table] Acquired intangible assets, net: Finite-Lived Intangible Assets, Net [Abstract] 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] Compensation expense not yet recognized Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount Total assets Assets Vested and expected to vest Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Aggregate Intrinsic Value, Vested And Expected To Vest Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Aggregate Intrinsic Value, Vested And Expected To Vest 2025 Finite-Lived Intangible Asset, Expected Amortization, Year One Awarded (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Schedule of Acquired Intangible Assets Schedule of Acquired Finite-Lived Intangible Assets by Major Class [Table Text Block] Cash and Cash Equivalents [Abstract] Purchases of property and equipment Payments to Acquire Property, Plant, and Equipment Other liabilities Other Liabilities, Noncurrent Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Commitments and contingencies (Note 17) Commitments and Contingencies Sales, marketing and support Sales, Marketing, Support [Member] Sales, Marketing, Support Termination Date Trading Arrangement Termination Date 2026 Lessee, Operating Lease, Liability, to be Paid, Year Two 2025 Long-Term Debt, Maturity, Year One Total interest expense Interest Expense And Amortization Of Debt Issuance Costs And Discounts Interest Expense And Amortization Of Debt Issuance Costs And Discounts Schedule of Net Revenue By Geography Revenue from External Customers by Geographic Areas [Table Text Block] Entity Address, City or Town Entity Address, City or Town Debt Instrument [Axis] Debt Instrument [Axis] Stock-based compensation expense Share-Based Payment Arrangement, Expense Net loss Net income (loss) Net loss Net loss Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Investments, Debt and Equity Securities [Abstract] Options issued (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Issued, Number Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Issued, Number Other Commitments [Table] Other Commitments [Table] Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Fair Value Disclosure, Asset and Liability, Not Measured at Fair Value [Line Items] Fair Value Disclosure, Asset and Liability, Not Measured at Fair Value [Line Items] Canceled (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Loss Contingencies [Table] Loss Contingencies [Table] Gross unrecognized holding gains Debt Securities, Held-to-Maturity, Accumulated Unrecognized Gain Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member] Principal repayment of debt obligations Principal Repayment Of Debt Obligations Principal Repayment Of Debt Obligations Entity File Number Entity File Number Cash and Cash Equivalents [Axis] Cash and Cash Equivalents [Axis] Revenue Recognition Creator Signing Fees, Net 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 Repurchase of common stock Repurchase of common stock Treasury Stock, Value, Acquired, Cost Method Entity Address, Address Line Two Entity Address, Address Line Two Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Fair Value Disclosure of Asset and Liability Not Measured at Fair Value [Table] Fair Value Disclosure of Asset and Liability Not Measured at Fair Value [Table] Effect of exchange rate changes on cash, cash equivalents and restricted cash Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Restructuring Plan [Domain] Restructuring Plan [Domain] Name Forgone Recovery, Individual Name The remainder of 2024 Lessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal Year Weighted-average remaining operating lease term (in years) Operating Lease, Weighted Average Remaining Lease Term Document Period End Date Document Period End Date Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Total future operating lease payments Lessee, Operating Lease, Liability, to be Paid Beginning balance (in shares) Ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Insider Trading Arrangements [Line Items] Cash, Cash Equivalents and Restricted Cash Cash and Cash Equivalents Disclosure [Text Block] Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Aggregate intrinsic value (thousands) Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Aggregate Intrinsic Value [Abstract] Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Aggregate Intrinsic Value [Abstract] Cost of net revenue Cost of Revenue Adjustment to Compensation: Adjustment to Compensation [Axis] Prepaid expenses and other current assets Prepaid Expense and Other Assets, Current Document Transition Report Document Transition Report Schedule of Revenue by Major Customers, by Reporting Segments [Table] Schedule of Revenue by Major Customers, by Reporting Segments [Table] Document Quarterly Report Document Quarterly Report Interest obligations Long-Term Debt, Interest Obligation, Fiscal Year Maturity [Abstract] Long-Term Debt, Interest Obligation, Fiscal Year Maturity Litigation Case [Domain] Litigation Case [Domain] Entity Current Reporting Status Entity Current Reporting Status Accumulated Deficit Retained Earnings [Member] Amortization of debt issuance costs Amortization of Debt Issuance Costs Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Weighted-average number of shares outstanding used to compute net loss per share, basic (in shares) Weighted-average shares used in computing earnings per share, basic (in shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Total Long-Term Debt, Interest Obligation Long-Term Debt, Interest Obligation Document Information [Table] Document Information [Table] Restricted stock units Restricted Stock Units (RSUs) [Member] Amortization of debt discount and issuance costs Amortization of Debt Issuance Costs and Discounts Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Executive Category: Executive Category [Axis] Name Awards Close in Time to MNPI Disclosures, Individual Name Cash, cash equivalents and restricted cash Cash and Cash Equivalents, at Carrying Value, Including Discontinued Operations [Abstract] Settlement amount Litigation Settlement, Amount Awarded from Other Party Entity Filer Category Entity Filer Category 2024 Reduction in Force Reduction In Force 2024 [Member] Reduction In Force 2024 Income Statement Location [Domain] Statement of Income Location, Balance [Domain] Loss Contingencies [Line Items] Loss Contingencies [Line Items] Company Selected Measure Name Company Selected Measure Name EX-101.PRE 12 eb-20240930_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 13 eb-20240930_g1.jpg begin 644
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M(>%9M)U_4AI^B7>E:D+[[=5:0CDEY' M/< >P']OS6?#O[3/[@X_%G/X/T?XBW?XBRW4'@33Q=JNHVCK?W$$8$ M269=2-JRG?EU#(A#A #Z-
HKYA^('_!2'4?A"?&"G7!?]E3K(E$BXACR?5@%O@B^ZB99/:&KHZS:/Y!b# M>TVQM[RQ0@P0ZR@E1%%4A@VT$1C^#;N"JNX(=3@,D#$`ZF9U^cKL\ZA7@Z5^BJ6B%\$Kcw@3:pE/Q8-Qmi
7&QS&7E#I&B1/(Y1R40(Y4]JHKP' MX&_\%!OAE\2;+XF:=\4]!N/A_P"(O@[(Y^(>BZO=I<)96XC>1;N&>+BX@9(V M(8*K< %1N7=C?&'_ (*%ZM^SQX=\,_&'XX_LZZIH/PU\3:G;V7V7_"3G7(9K[1
M_M)@EO[!4_BD1TD021N&5AE64Y!'K7S-X8_X*)^ M(/B#\8OB;\?AY^R/XTOO%%WPPY.G(^CWFI:?;_VNXY91))<"9[>VB")&P)E> M23SAMBRKA0#Z:HKY7^$_!2!2!?!C(Y!jY!@!@!^!b!a!A!M!A!&!P!C!?
QAJ_CWPGX@O-&\8^![C M5[.SCT>ZMB ZO?SLL4I8G:BQJSEE;X_M^QU./=)_P!EGXJ_LYZYX!\<:)X87Q'I.D7^MV=\ MNKZ8THA$J36[F)'$C*A3/K7Q'I.FZQ-I=WJ%EN?\!N(4+F)\(J7#Q
(L0NHD1W16=5$@"R(=Z;D.>"<'':U^;_\ P3W_ M &B/B%\"/V>>OC/=_"?\ 9F\0?$.?1??1_CGXKU#5H=-U-U?VT%"VT@?VLK1#"3B:X(\^;:: MC$00K(V%^;9OCW_5MG^WK\+=?
_9C\!_M*>$M*N[R'XEZII^D>$$=%NIH[>6;4 M[N5HEMI9&)2(1O'+O<;N(FV!R55@#W.BO-OAQ\9_B/KWQ?U3X-KBR/KM_X-&Y;2DY-L31#6#}U,3XN1L5N#R4!WB46+WS1B#}ZZBJJIUEFL<
#S6? MBI\1-973]$T&PDO-2NV0L4C09PJJ"78G"JJ@EF(!) H WJ*^)=.\'/KVE^1/8A=87[5%!&(F$YC@A;? M(YGN9(=GE%2A=D5@#Z/K!^)GQ2^'7P:\&WGQ"^*OC33M T2P0O=:EJERL42#
M!.,GJQ .%&2<< UY;^R/^VG:_M*ZKX^\!>-?A7J'@#QG\,]5AL_%_AK5M2@@N MEMDFC:2"=++B+Y)(W2-SD8 VYY!!/G/[0/[7/B\Z[/B\L[=7 ?B/,[G(6NIZ3#_3\#_C#:^!_X/H9-LEN(10Q]>$0?%/
;C@O=2MEMYX)M0M;%HR);16#MF2:*1T0LD; KN /I?X7?$_P " M_&GX>Z1\5?AEKPU30-=LUN])U!;>2(7$+=+=7_VJJKKG'1E!K?KY._84(4@8\:@'*FXJX^*cfXzvmU7gDwC+K=D?FXv;M(=NL=1\m%FZdb2U5UE
M_P#!,WX&WFIZ=ZGJ>O:%I^D>&M!T[9]HU2_E$C)"AD940!$DD=W8*D<3L3Q M@]KX?_;=NM$_:HTG]D3]H'X2/X.\1^*=)EU#P7J5EKJ:EIVLK"&:: 2^5"\
MZ*K'8T>"!PW*;@#W'7"_$$&A>%%=&N?$B;0Z%R1(2R&=VG(7&3-S4%)Bb%v'%m@K@#WE?I*FOLVZ#HeBeDL3:]T^6\@U(K#7J!V"L1"7"NSOsoTY0BgEwv/x&{`?"J:*9O?'
;'P'J4FE^(-6N/$4>G17.I1JK36%CNB MD^TSQ!E#F0PQ!V"B0D-M\:_X(2:A!JW[%&I:K:V$UK%%^?$S7I8[6YC"20JTZ MD(R@G:P!P1V(H ^O_%?BSPOX%\7OC#Q}
(=7DD MI->:<:%^W/\ LA>(K@6>G_M!^^&DN)$5[6UO;W[--=JS!5:".8*UPI9E M,88$LOJ*\F_X+"(3BVQ(G*/s#IN^=UE%X@w
L1_\%>_A1;> /#VO6FG^,]]*U&SUBT\, M>)(5BU32+ZTG2;2;S81G]ZGR%&>$GY'(<+N*T ?8U%<#\4_CI'X(\::-\(_!?A M63Q)XT\065S>?Z!HJ7JT5O&0&-9KRZG8-Y$ >6*-%GD4*CM,9DY6W
M2Q\2^,,_B1\%_&OP.U[OB/+#:SP!4BF_AMZB9%Z@W5q2[)C#:Gyfx3bV4g0WbXQBPrtN_Ztx9}fgQXPP>HVM
M;1)HMO#O[?'C:\]GYQ8R\%:(C4"*EFV5C0+XJ@"/UPU3,H/C MV53R?PW_ &YWU[X[MTD7PH^_V/?NK*MMK8MT+G9,W&C[8'Y$PC8%LF3B0&9>8D&S7
&N:9H>GZS;WUOXAT\D*)+YJD7K>T*B>NAI=H+*JJHR
MD[QEXP\#PZ,=3\4ZL^H6FG2G2I09C6A>+@4P^94LL3U81Y5(%XTZAG&L=UF0B/HJ]X:8*MH(CYZ%%A$BH)(7KJFV6XYB7GE/%@#\4 M
@P/O@)^S%\=_#,ES=:'JW[0G@W6M/FBLGDG>SFM; MN=<1(&=G*%?W:@L6X)KT33O^"F5UX9_:/\ #?P%_94\9?#*)2@RYYA0YH\!LWEM^4@WlT6o`WJ@G;#Yd7\H\7Vy_k2u
4U%>5^,/VA_%-SXZ\0?## MX!_"I?&FM^$K:"3Q7]_)KU]-,L[2:>/S8;,3-\'*7N7B#@C$Y%qUv$8NE`jT|z^WRhkOP6ww&d=Jx.IH3J?a]nB
M")#ALE!M<* ?5U4_$/B'0/"6A7GBCQ5KEIIFFZ?;O<7^H:A_:4U._T3X#_'7PWXIO=,3S+Z MRTK45>:*/(7S-APQ3) W@%SA6N9WSLAB3[TLC8.$0%C@X'!KXS\,ZK^QU\)+;0I$C;Q-YX7\87WQL_P""
MX7B7PEXA8S:3\&/A/&N@63G*6^IZDUK+-=J#TD:WF,)/]U0/7(!]:_#_#_ .)' M@+XK>2]CQ<HXE82.L1-O:_:(t&/}H8aR*Mb2)?-?...

[M_P"79=/74_B;C/C?.N-\R^LXZ5H1OR4U\,%Y=V^LGJ_) M))%%%%>P?'!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !7FO[07[(_ MP'_:9TW[+\4O!44M[''LM=;LCY-[;CMME ^8#^XX9/\ 9KTJBL:^'H8JDZ5:
M*E%]&KH[,!F&.RO%1Q.#JRIU([2BVFOFOZ9^8_Q]_P"".WQL\"RS:Q\$=;M_ M&&F@EEL966UOXUZXVL?+EP.ZLI/9*^4?&G@+QO\ #G6G\.>/_"&I:+?Q_>L] M4LG@DQZ@. 2/<<&OWFK(\:?
#_P "?$?2#H'Q!\&Z7K=D3G[+JUA'<1@^H#@@ M'W'-?"9EX?X"NW/"3=-]G[T?\U][/W?AOZ06?X",:6;T8XB*^U'W)^KLG&7W M1\V?@U17ZP_$_P#X)+?
LC>/VDN_#VB:IX4NG.=^A:B3$6]XIQ(H'LFVO#_&W M_!$'Q%#OF^''QYLKG/W+;6]'>#;[&2)WS_WP*^/Q7 ^?X=OD@IKO%K\G9_@? ML65>./ &8Q7M:TJ$GTJ0?YPYX_>T?!U%?5.O?\$>/VO=
(#'3SX5U3'3[!K;+ MG_O]%'7.O_P2L_;B4D+\)+=L=,>)+#G\YJ\B?#^>0=GAI_*+?Y(^OH^(7 U> M/-',J'SJ1C^$FF?/%%?1>F?\$I_VWK]L77PML[+WN?$=D?\ T7*U=7X:_P"" M-
'[4^KS#^WO$/A+28A]XS:E-*_X+'"0?Q84Z?#N>U798:?SBU^=B,1XB\"85 M-SS*B[?RSC+_ -);/DFBOT(\"_\ !$'1(9TN/B7\>KJXC_Y:6FA:.L+?A-*[
M_P#HNO>_AA_P34_8[^%\L5[:_"N/6[R(@B[\27+7FXCN8FQ#_P"0Z]K"<"9[MB'^\4::\W=_=&_XV/BLV\>.!,OBUAI3Q$O[D&E?S<^7[TF?E=*/V>OC;\<; MX6/PH^&6K:UE]CW-
M:D6\1_VYFQ&G_ F%?9?[//_ 1@DWP>(/VEO&R[1AO^ M$=\.R>*LXC*CET5A8/JO>J?\ @322_P"W M8IKN<]\,_A/\-_@WX9C\'_"_P98:)IT?/V>QA"F1L8WNQ^:1O]IB6/K70T45
M]M3IPI04())+9+1(_$:]>OBJTJM:3E.3NVVVV^[;U;"BBBK,@HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "
MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHKC_VA M/%.N^!O@%XX\:^%K[[+J>C^#]3OM.N?*5_)GBM9)(WVN"K890<,"#CD$5G5J M1HTI5););)-_<=&$PT\9BJ="#2_P#@H[^V;XY^/O@?P5XI^,GVK3-8\8:98ZC;?\(]
MIR>=!+=1QR)N2W#+E6(RI!&>"#7ZFU]%DN>X3/:4ZF'C)*+L^9)?DV?G7&O MF;\"8JE0Q\Z$OVU/V1O'>L:=X>\)_M)>"[R^U@@: M/:)XA@62_)Z"!68&8^R9->T?%'IU%%% !1110 4444
%%%% !1110 45YE\7 M?VQOVS6GQ5^(XTN.SO+>TU34!I-Y<66ESSA3#'>74,+P63.K(P$[QY5 MT/1E)]+AFAN(4N+>59(W4,CHV0P/(((ZB@!U%%% !1110 445R7B#XZ_"CPK M\7_#WP%U_P
7QV_BWQ587=[H&CFVE9KN"V :=PZH8TV@YPS M@[0<' !UM%% M<3X_:-^"/PR^(_AGX0^./B'96/B;QA=&W\.:(5DDGO'"EC\L:ML7"GYWVKQ MC.: .VHHHH
Y+P[\=/A3XK^+WB+X#>'_%\=QXM\)V5I=^(-'%M*K6D-TI M:!B[((WW 9PC,5R-P&1D ZVBBB@ HHHH * "BBN2B^.GPIG^.$O[-T7B^ M,^-H/#(\02Z']FEW+IIG^SB?S-
GE_P"MPNW=OYSMQS0!UM%% M?"$7CWXQ^+H]$TF;5+;3HKR2VEE#7-Q((XH]L2,WS,0,XVJ,DD $T =;117) M1?'3X4S_ !PE_9NB\7QGQM!X9'B"70_LTNY=-,_V<3^9L\O_ %N%V[M_.=N. M:
.MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ K@/VL/\ DUGXE_\ 9/\ M6?\ TAFKOZX#]K#_)-9^)?_ &3_%G_ -
(9JY<=_N57_#+\F>KD?_([PO\ MU\A_Z4C\0J***_FD_P!+ST#]D_\ Y.F^&G_90-&_]+H:_;ROQ#_9/_Y.F^&G M_90-&_\ 2Z&OV\K]:\.?]RK_ .)?D?R3](W_)'6!_Z]R_\ 2CPC_@I^BO\ M\$\OC&'4$?\ "
:@<$=Q$2*^./CS\1OA]^U1_P $SOA9_P $_P#X*^%[OQ=\ M8=7^''A.[T321IO@?X.TI?#AUG2Y;.2:YMK&&*\TF;S M0HFMYJC(""4)(^8*T@/Z,?SB?0GQ'^-
=C^QM^SCX4NOB[XEM=6UPKI/AN"\U M'5%LX=4U>2-8S+-&;G5?!/B#P/XT.H:?<7$".\MA>8BWVTBI&T@&OBG\+?'&D^,I/A]XKTZ2U%_-;1SQ3V<-PX M$4ZNDTA4JV\JH!"",X%%>L?2
M4_&/]IC7++SOV2?GPSTK38WD\3W7Q'TZ.T M:XF,*EK81AS),OF,)&N&2-0L6T*3(-H!1_97 ;4\4?'/X;_ !.\5?%%%+X?Z' MX'UCX7^(]1T;7=(?Q%+=I;/9Q&8DM&M
MM/T6VBCCDE>YNI(49I$,T,8B2/+RN M5#!%>5>%%^+7[[*?Q5B_X*$_J\"1?#X2R^&[=?C 50[(;G1YHI(2W\)^V M0,+-D/+1M<-G*BK_.WGX:_:'^%7[[1'PS_;A^ 'PJO\ Q];^$J&][]P=-1?
MV!U"YTN\,3K/:I_RT>.6(,4&2<(,!=S* 5/ /_!4&Y\5:=\:/#$/P^\.:]XO M^#>BG6I(_"OC-;C2/$.F&V:X$]M=^23&Z@!'B9&VNP&X_-MJW'_!27XXZ'\'
M/A3^T]XL_ 9ETNS^'/CRYT2SUJ]'BTMJ=A+J(4+)]#QX@U?4;BVEC#&TM MWE-M"K%$4R,"QD=F$:(I?Q+XS?$[Q;$W.!.!F[MK@;]6]]+OC=C-TN@(3:34C]]TS90+M
0[6SA_+NP< 'TY:?M2^+H_P!O";]C'6?2AYIR6 MTOPSE\8:9XDMM:=W>-;];,6\MNT"A&R68LLC# QR<,/%"5=]RHL9S\S ;N]#/VM]/^"'C?Q9X0UWX-W/A&63PGX=DN;K3;TZDE[&US VQX(V3Y=SA
M0K9W8P:\MT?]F']H?]H+P3^V#\(M>^#>N^#;OXD^)XM5\(:MJ\D*V8'W.3)"BM)$CPC+8D? + 'JFL?\%0M.\!?%KX=^%/'K_#G4M$^(^NQ:)')
MX%^(<>JW_AZ_FP+=;N)8U62)F.QI4($;9^^,%OK#7Y=>AT.[E\+65I M,K*6WC:\:^*?$5A#%X=BBC9M,UI/YF^ZDE56$<4:,JM(I9RB%C]0WUY#I]E-I M?W"2LD,;.ZPO/*Y%ZP0/Y&2%1 6<^BJ"3T - 'PG_
,$_]4^,_BWP%;,_0B_%</Z_:,D1OJZ_U;5MWX0;:N1N4_Q(<_HJY?L$\X/WC*WV9T' T+^XQ:9[_O![D10_(/(ZGG@[6N_.IZ$/'Y<0\(_NMFB@O#\GVJXT5)77
MO3$;=XPD9R[$$$&,X<8R0!S5/]BG]G/QSX[_X(^#]C;XB^&=:\(^#]C[CP=K.A7 MT&NZ7-FTGN9[IH902N)H\21L=A/!*G!XH Z[QE^W;\7O!'[->E_MNZE\ ;. M;X:7MM:ZG?:;;;:Z[:]9:+*_
M#'[1OPN^"GPR^#5KXJTKXK>'=0U;PSXCB\2+ +A+>S6X4&-HOW<1\V)FE+,P M3<5C=MJGRC2+KX[>-?\ @FC*/V?/%EC\4X_ X\"M%)OA1^V1^REX>\+>!_$^L>%OA)X#U?P
M_KOB:TV/7$MM;F72[>TM"SHA#%V@^;9N";AN*C) !U/P[_;1_:J\;?%;X@_L MN7'[,OA>#XE^"DL;N.X3QS*?#T]A=QL\<[7)L_M(8%=GEK;DNQY,8!(]'_8D
M_:DO_P!K#X1W_C#Q'X%T><'_/$GM\1(P6V,*QDRMJ[HH,\"+'.$2=QM,C=J)
T]S1@EX0Q_=GE13^1YKG:,MRW:*P3(-Y?!$M/\-#1><!:MYVKLLKX4%X$H@@X+2N>-5*W9'''.]1@ZP$[1-7P])%E0)PMO+V?MU
M_:DO_P!K#X1W_C#Q'X%T;<'_/$GM\1(P6V,*QDRMJ[HH,\"+'.$2=QM,C=J)
M_:DO_P!K#X1W_C#Q'X%T;<'_/$GM\1(P6V,*QDRMJ[HH,\"+'.$2=QM,C=J)

M_M)@EO[!4_BD1TD021N&5AE64Y!'K7S-X8_X*)^ M(/B#\8OB;\ ?AY^R/XTOO%WPY.G(^CWFI:?;_:VNXY91))<"9[>VB")&P)E> M23SAMBRKA0#Z:HKY7^$__!2;QA\>OAYK=U\&_P!C?
QAJ_CWPGX@O-&\8^![C M5[.SCT>ZMB ZO?SLL4I8G:BQJSEE;X_M^QU./=)_P!EGXJ_LYZYX!\<:)X87Q'I.D7^MV=\ MNKZ8THA$J36[F)'$C*A3/K7Q'I.FZQ-I=WJ%E%
(L0NHD1W16=5$@"R(=Z;D.>"<'':U^;_\ P3W_ M &B/B%\"/V>OC/=_"?\ 9F\0?$.?1_CGXKU#5H=-U"VT^VLK1#"3B:X(\^;: MC$00K(V%^;9OCW_5MG^WK\+=?
_9C\!_M*>$M*N[R'XEZII^D>$=%NIH[>6;4 M[N5HEMI9&)2(1O'+O<;N(FV!R55@#W.BO-OAQ\9_B/KWQ?U3X-?$WX-+X>N] M/T"#5;;6-/U\:AI^H1R3/$4AD:&&3>A3YP\:$;EP"U?Q1^)G@@OX-?
#S6? MBI\1-973]$T&PDO-2NV0L4C09PJJ"78G"JJ@EF(!) H WJ*^)=.\'/KVE^1/8A=87[5%!&(F$YC@A;? M(YGN9(=GE%2A=D5@#Z/K!^)GQ2^'7P:\&WGQ"^*OC33M T2P0O=:EJERL42#
M!.,GJQ .%&2<< UY;^R/^VG:_M*ZKX^\!>-?A7J'@#QG\,]5AL_%_AK5M2@N MEMDFC:2"=+B+Y)(W2-SD8 VYY!!/G/[0/[7/B?XT?L4_$WXK_"'X#7.O_#B? MPGK=C;^(9-
;C@O=2MEMYX)M0M;%HR);16#MF2:*1T0LD; KN /I?X7?$_P " M_&GX>Z1\5?AEKPU30-=LUN])U!;>2(7$+='V2JKKG'1E!K?KY._84^-/A[X*
M_P#!,WX&WFIZ;=ZGJ>O:%I^D>&M!T[9]HU2_E$C)"AD940!$DD=W8*D<3L3Q M@]KX?_;=NM$_:HTG]D3]H'X2/X.\1^*=)EU#P7J5EKJ:EIVLK"&:: 2^5"\,
MZ*K'8T>"!PW*;@#W'7_$&A>%=&N?$?B;6;73M/LXC+=WU[<+%%"@ZLSL0%'N M37,? W]H'X._M*>#)/B)\#?'-OXBT2+49K ZE:0RI$T\1 D53(J[P,CYURIS MP37#P_M8^)OB'XE\8:/^S;\&_P#A-
;'P'J4FE^(-6N/$4>G17.I1JK36%CNB MD^TSQ!E#F0PQ!V"B0D-M\:_X(2:A!JW[%&I:K:V$UK%=?$S7I8[6YC"20JTZ MD(R@G:P!P1V(H ^O_%?BSPOX%\.7OC#QMXCL=(TG3H&GU#4]3NT@M[:
(=7DD MI-><:%^W/\ LA>(K@6>G_M!^&DN)$5[6UO;W[--=JS!5:".8*UPI9E M,88$LOJ*\F_X+">"/C;XE_9P\-^-?@KX%%?Q>? ?Q(TGQ1XD\%(A?^WM.LVD= M[9HU!,R^88G:,!LA"P!*@')\!_M4?
L1_\%>_A1;> /#VO6FG^,]*U&SUBT\, M>)(5BU32+ZTG2;S81G]ZGR%&>$GY'(<+N*T ?8U%<#\4_CI'X(\::-\(_!?A M63Q)XT\065S>Z?HB7JVT5O90&-9KRZG8-Y$ >6*,%4D=GD4*C .5\T^'7_!0
M2Q\2^,_B1\%_&OP.U[2OB/\ #*P34M5\%Z9J-I>MJ>GNJNEW8W$CP1S)M>,L MLGE,ID5<%B0 #Z)HKXIB_P""PFK^(_V:M._:L^&/[$/CWQ)X16&ZN?%>HVM]
M;1)HMO#O[?'C:;]DGX)]'L9/$DNI);3VT4]Q\UDD7)69_*E@D/Q]XQN[J#0O!-KK,$Q9+=2\US+= ".*WCCV,[X9@9415= MV53R?PW_ &YWU[X_>)OV4/B=\%M1\/?$;0=
&N:9H>GZS;WUOXAT\D*)+*YD M^SJ7#G:4F$6,$YPK%0#WZBODGX?_ /!3[QC\:O@?XB^?,?P-_8K\9>('\,:YJ M%EK&DW&LV5F;:*T"EV:5V*R3D%L6\ F(V?,R[X][M7_X*FSZS^S19_M;_!']
MD[QEXP\#PZ,=3\4ZL^H6FG?V5%&2+E(TFO!L?>8E\H;2!(65U0]V^+O[M47[/_P !_$7A_P (?%GXI:;H^K^*M4MM/\/Z3(7ENKV>>40Q!8HE9PID.WS" M
@P/O@)^S%\=_#,ES=:'JW[0G@W6M/FBLGDG>SFM; MN=<1(&=G*%?W:@L6X)KT33O^"F5UX9_:/\ #?P%_:-_94\9?#*S\>79M? 7 MBC7[RTN+?4[@D!()EMG<6LKED41EW8,ZA@H.0 ?
4U%>5^,/VA_%-SXZ\0?## MX!_"I?&FM^$K:"3Q+]KU]-,L[2:>/S8;,3-'*7N7B*R; @1$D0O(F]0?)9/^ M"L7PUN?V-O$7[7>@?!CQ9J"^#=5FTGQIX5CELX[O0;^)XXVCN&DF4-'NECQ)
M")#ALE!M<* ?5U4_$/B'0/"6A7GBCQ5KEIIFFZ?;O<7^H:A_:4U._T3X#_'7PWXIO=,3S+Z MRTK45>:*/(7S-APQ3) W@%SA6N9WSLAB3[TLC8.$0%C@X'!KXS\,ZK^QU\)+;0I$C;Q-YX7\87WQL_P""
MX7B7PEXA8S:3\&/A/&N@63G*6^IZDUK+-=J#TD:WF,)/]U0/7(!]:_#_ .)' M@+XK>'%\7?#CQ;8ZSIS3/";JPG#B.5#MDB<#E)$;AD8!E(P0#6W7QIX&\97O MPB_X+:>,?@OI$QCT+XG_ FL_%-
[8(<1KJ]K,;03A>BL\$+!R.6*H3G;7V70 M!1\2^)O#G@SP_>>+/%^OV6E:7IUNT]_J6HW2006T2C+/)(Y"HH'))(K@O@E M^V3^RM^TAK-YX<^!?Q[[\,^)]1L(S)=:?I>IHTZQ@@@&01G#,@)
WJ"N2.>16[M\8/@IX'^.NF:5X:^).G)J6B:?K46I7FA748DM=3>))!%%<1MQ+$DK)-L((+P MQDY (/R;^V+^S/X!TW_@H#^S/XI_9W\%:=X=\:CQ3>W/B&&?P]9):B?PY:PHU MVUR(@ 5_>+ K,.3<[,G(
/L#XC_ !5^''PAT./Q'\3/&5AHMG/=);6LE[.% M:YG?.R&)/O2R-@X1 6.#@<&I?A_\2/ 7Q6\.+XN^''BVQUG3FF>$W5A.'$DC6\QA)_NJ!ZY;X9\4ZQ\+?^"T7CGX&>&>&M4:QTGXJ?!^U\33Q1(
M&2WUFVD:S6Z5#\NYH(FW\?.53=G% 'O/BO\ ;N_8T\"_%#_A2_C']IGP9IOB M=;@6\ND7>N1(\,QX$4C$[8I,X^1R&Y''(KTWQ!XB\/\ A/0;OQ3XIURSTW3+ M"V>XOM1O[E88+>%1N:1Y'(5% !)8D
"OES]M+]C+]C;P1_P3Z^('AS7/A)H, M%EHG@N^O+76Y=/C;4CJ20.T5V;DKYLMU)/M)Y_92^!>HW_[# M?PJ^&?[4.E'5=2T3PSI=QK.F:PQ=/M$,0:*&Y1OEE,)*95\CS(%;DJ#0!UWP M/_;
_9>_:4U._P!$^ _QU\-^*;W3$\R^LM*U%7FBCR%\S8<,4R0-X!7) SR* M](KX3\,ZK^QU\)+;0I$C;Q-)O#NH_\%G?VJ[6PURTFDGT M[01"D5PK&0P6L4

&+2ZMI5DM[FVT"WCDB<'(965 5(/((Y% 'R MS_P7'U?2M)_99\'G5-2@M]_QA\/%//E"Y"2R.Q&>P4$GT S3?^"FFN:)8_M8 M?LC_ &S5K:)I/BU(T?F3J"RF&- 1SR"SH,^K =Z^MO%'PY^'OC>>*Y\:>
]& MU>2!"L$FJ:7%<-&I.2%,BG SV%4+SX(_!?4/*^W_ B\+S^1"L4/G:!;-Y<: M]$7*<*.P' H ^5_"'B+0%_X+S>+-*;6K47,G[/%K D!G7>TJZG%*8P,YWB,A
M]O7;STYKAOVG_&WP._9G_P""JMUXY_;9^'>CW_PX^)WP^L+#PWXK\1>'H[^S MTG4[*60-;L7C?R@RR%F91QYL9/R[F7[DMO@S\'[+5DU^S^%%'AJ*_BN!/%>Q: M%;K,DH;<) X3<&#
<[LYSS6AXS\">"/B-H4GA?XA>#=*U[3)6#2Z=K.G174#D M="8Y5921]* /BC]H'PE^SE^T_P#L>+_!'AN"S M36[N*9;@Z9#)#"IO'$,1W88JK3Q(-S,P3'^"'[6?_!(_X[? O1)[C]G[X::A
M\0+VSAM)/A;+\/;-]3N=9VA?LL436Y#*TO2;_5JIW.4VL%^]_#OAOP[X0T6W M\-^$] LM+TZT39:6&G6J000KG.U$0!5&2> *RM+^$'PFT/QI<_$C1/A?X=L_ M$5X&%WK]KHD$=[.&ZAYU02-
GOD\T ;EA MK806RVD5N(X5400?620>"]D<'4-,^$WAFVN"DB&>#0;='*NI1UW!,X9692.X8@\&@#Y7_ M ."4NO:'??%S]JPV6L6LH3]H+59V,=PK 1D !^#]TE'&>GRGT-?)V@>!O''Q
ME_X(@>/4^"R?VS?>&_C5J&N7VE:>WFO=6EO?+,Z[5SN 1EGQW6/(R<9_5BR^ M"?P:TU9UT[X2>&(!.!Z5>\+_#OX?^!Y9I_! M7@71M'>X4+F16YE S@,8U&X#)Z^M 'R9_P %"OC?*OVKO\
@EQJTWPB MUFT\17GQ0L=,LO!>A6-PDMW>ZE+=V[I;+&#GSHF5FD7 ,8A<9ED70X+9'.>?WDD;!<_>.0.:^SO# M?P5^#?@WQ1<^-
_"'PE\,Z5K5YN^V:OIN@V\%U/N.6WRH@=LGKD\U+KWPB^%' MBK5)-<\4?##P]J5[,%$MY?Z+!-*^T!1EW0DX &3P * /E/6-9T=?^"^FE61 MU2W$Q_9A:W\KSEW>=_;^"OVM?VG/A1X MJ\7V-
CXGUCXXW5UI7A^>8"\N[=X"XFCA^^T01&9I -JJ,L0"#7U^?A%\)SKW M_"5'X8>'?[4^U_:O[2_L6#[1Y^[?YOF;-V_=\V[.<\YJW=_#_P !7^J7VN7W
M@C2)KW4[/[)J5Y+IL32W=OC'DRN5S(F/X6)'M0!\5_\ !*+Q)X=N?V3/C_J4 M6N6;VT7QD\8W$TXN%V)"T,3+(3G 4KDACP0*X+]DC1_V6/BC_P $7_@E\'OV MI;Y8?
#OBWQ5=Z):ZU!J:VLFBZM]MU6>VG$QR(I-T(C7<""9U# HQ!_0"W^"/ MP8M+:>SM?A%X7BAND"744>@6RK,H8, P"88!E# 'N >U/7X+_!U-(E\/K\)_ M#(L+B42SV0T*W\F1PK(&9-FTD*[+DC.&
([F@#Y5_8L;]J;]G/]M'6OV'OB9\ M;)_BOX)MOA\GB3P]XLU:('5=#5KL01V-Y*"3(9)&7>Q+"(,FU0Z+W__5O M^&WQ!^*W_!/;XA^%?A?H\FI:S%;6.HPZ9"9%"9&O([_M[N6((.7)CA?"#)8@* M ;-
M2&J%?]0RFV81QHVX MM=8,21JTA. 171Z)K6CM_P %\M8L1JEOYX_9C2W,7G+N\[^VH9?+QG[WEG?C MKMYZ5]5^'_A!\)O"7BJ\\=>%?A?X=TS6]1#?VAK.GZ)!#=7.3D^9*B!WR>3D
MGF@?"+X3C7O^$J'PP\._VI]K^U?VE_8L'VCS]V_S?,V;M^[YMV#_ (::MX8USPAJ]VEMJ,5_%;3P MH@MG(DPAA#>6&BP0RIN! M4X=$!&02#@\@D5#>?!+X,:AXFO?&E_\ "+PQ/K.I6KVNHZ-
H%LUS=0.A1XI M)2F]T9"5*L2""01B@#\P-7\:^%=,_P""<_[)'[2K^&K#Q[X(^%.M);_%'0;> M"*_6S@GMY+622>!LJ&B).%<#YY(^@;=7UU\#_BO_ ,$Q?B_\5O"W_#)'PL^&
M_BCQ5\UZNJ^&_!MM!<>&[,1L7NYIOLX>U)8I"L9*R.\P& H=E^G[3PYX>L-! M7PK8Z#90Z6EM]G338K5%MUAQM\L1@;0F.-N,8K.\"?"SX8_"VTN-/^&/PYT' MPY!=R^;=0:#I$-
FDS_WG$2J&;D\GGF@#X8_X(^?M#_#?]GKX6>//V2_VF_B% MI/A#X@^!O'VJ7&M6OBC48[-M0MYW61;V)IF43*Q+L_P""%?CS MP;XB_9@\5>&]&\2V<^I67Q0UV>\TU9P+F"*6=6C=XC\Z*P/!(
)!'4&OKG7/ MA-*_$_BVR\?>)?AGX?U#7=-Q_9VM7VC037=K@Y'ES.A=,'GY2*T/#7A3PMX M+TL:'X.\-:?I-DLC2+9Z99I!$'8Y9MB #))))QR: /-?VL?VK?!?[)47@#Q+ M\2=4M=.\.>*/'T?A[6-

(S"QGPY@\1UC5?X=^ _$ 7Y;76KRW)QWE MA1A_Z)-?G/7X3QK%QXDK/OR_^D17Z']W^"E6-3PWP<5]EU5_Y5F_U"BBBOE3 M]5"BBB@ KT/]D::&#]JGX;2SXVCQUI();H,W<0!_.O/*U/ _B:;P7XUT?
QC; M(6DTG5+>]C4'!+12*X'_ ([6^%J*CB85'LFG]S.',\//%Y;6H1WG"45ZM-'[MT45!IFHV6L:;;ZOITXEM[J!)H)5Z.C ,I'U!%3U_3"::NC_,J2<6T]PHHHIB M"BBB@ HHHH **** "N#_ &IY88/V8OB--
<#*+X$U*[RO#O\ @I!X MX@\"_L9>-;MY]DNI6,>F6ZYY=KB5(V _[9ES]%-<.9U8T,MK5);*$G^#/'<6\W MJR_Z=O\ ]*C_)'X#](FI%<(8:GU=>+^ZG4_S/9:***_8C^.0HHHH **** " MBBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH ^6_P#@K]X-E\3?L@3:Y#!N/A_Q'97SL!RJ-
OMC^&;A:_*>OW!_:?\ A^?B MG^SOXT\ 1V_FS:EX'_R(J&OP^K\=\0L,Z>:TZRVG'\8O_)H_ ML;Z/.9K$*XC!-^]2JW_ .W9Q37_)-&04445\"?OP4444 %%%% 'Z]?\$RO MC;;_ !D_91T.TN;O?JGA5?
[%U)&;+ 0J/(;U(,)C&>[*WI7T%7Y#?\$X_P!J MR+]F3XY)%XHOVB*^)E2RUTD_+;-N_XK]XX1S:&:91!-^_3M&7RV?S7XW/X,\7.$JO"W%U6<8VH8AN MI3?35WE'_MV3V_E<7U'4445]0?EP4444
%%%% !1110 5^?W_!:SXW032>&/ MV>](O0S1,=:UJ-#]TD-%;*<=\&9B#V*'N*^V_C%\6?!_P.^&VK?%+QW?!1IN MDVIED"XWS/T2) >KNQ"@>IYP,FOQ1^-'Q8\3_'+XI:W\5_&$$NZ^UJ]]:9XU8E
M84X6.)<_PH@5![**^#X\S:&%R[ZG!^_4W\HI_J]/2Y^]> W"57->(GG-:/[G M#7Y7T=1JR2_PIN3[/E[G+T445^-G]E!1110 4444 '7I7[J_!/PB_@#X-^$_ M LD>U]&\-6-E(N/XHK=$/XY4U^-/[*_PY?
XL_M&^"_A^+?S8M0\0V_VQ,9S; M1OYLQ_")'/X5^WM?J7ASAFHXC$/RBOQ;_-'\L_2.S*+JY?E\7JE.HUZVC'\I MA1117Z+_ ,=KY5FFJO=Z6 ,+]D MG_?1 >NU7"'W0U^U=?!W_!:7X#O?
Z+X>_:*T2Q+/8'^R-==%Z0NQ>WD/H YD M0GUE05\5QUESQF3^VAC/\VBO>I._R>C_1_(_:_ GB*.3BX.3\8_4ZKM#%1Y/^WU[T/O\ M>BO.2/STHHHK\4/[9"BBB@ HHHH
*^]_^"9__!1*PT:QL/V38Q8B@_)KHUV?]:'S'%W"6 M5<99/+ 8Z.F\9+XH2Z27ZK9K1G[^ @C(-%?EC^QW_P %2OB-\!+6U\ ?%BUN M?%7A6%5CMG\T?;].C' $;MQ*@'2-R,V-
IQP37[=D_$F69S!>SERSZQ>_P NZ\U\['\0 M\9>&W$W!E>3Q--SH=*L$W!KIS?R/REUV;6IWE%%%>^? !1110 5G>+?%WACP M'X;O/&'C+7+;;3-+T^ S7E]>2A(XD'
MXT_5O%D>NZ_%E4\/:%*LTROZ2N#L@P<9W'=CD*W2OS8_:O\ VW?C%^UGK(7Q M7>+IOA^VF+Z=X:L)#Y$1Z!Y&X,TF/XVX&3M502*^5SSBW+LH@X0:G5_E3V_Q M/IZ;_F?JW WA+Q+Q%Q?Q?
6A6K0=#"[N29;P[E=/+\!#DIP5DNK[MOJV]6^X4445R'K!1110 4444 M?9W_ 1?^$+^)?C3KOQOBQBO[4FU\,Z5]ELI"./M=SE<@]\0I*"/^F@K]+J\-_X M)V_ =_@%^^RYH>C:I9F'5];!UC659<,LLZJ4C/<%
(EC0C^\K>M>Y5^_\ "V7/ M+,DI4Y*TI>_66OX*R^1_G[XI<11XFXVQ.)IN].#]G#_ PTNO*4N:2]0HHH MKZ$_/0HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH *YSXO?##PY\:/AEKGPL\61[K#7-/>VE8*"T3$925< M_P 2.%<>ZBNCHJ*E.%6FX35TU9KNF;8?
$5L+7A7HR<9P:DFMTT[IKS3/PA^* M/PX\3?"+XAZQ\,_&-H8=2T6_DM;E<'#%3PZYZJRX93W5@>]8-?H[_P %>?V2 M9?%_AN+]ISP-II?4-%MUM_%$$*?-/9@_)<8'4Q$X8_W""<".OSBK^>\^RFID
MV93P\OAWB^\7M]VS\T?Z&-AT*L.0?<5#10FT[H3 M2DK/8]R^'?\ P4@_;(^&*6>G_&.[U.V0 ?9_$$$=[D#_II*ID_)Z]+TW_@M M)^U':1"*_P#!/@>[(('^L;3;M&)]3MN6GB)V]6_SN?(
M8[P^X)S&HZE?+Z3D]VH*+?+JXVO\ ,^LM>_X++*?M9:M"8=-T7P=I9.=LMGI$S MN/\ O].XS^%>._%%'&M+W]J7R026/CWXTZS/:39$EA92K9V[C^ZT< 16'^\#7
ME]%9XG.\WQ<>6K7DUVN[?".$,HJ*IA,!2A);2Y$Y++TDTVOO"BBBO+/ MJ0HHHH **** "BBB@ KWO_@G1^S5)^T=^T3I\.L6'F*^?'E" ^'?#;)J>OEURDBHW[J MW/KYC@
C^XLA[5X7I>EZCK>IV^C:/8RW-W=SI#:VT"%GED9@JHH')))]37 M['_L+?LN6?[*WP,L_"=[%$WB'4R+WQ+=1X.ZX8<1!NZ1KA!V)W,,;C7U7".2 MO-LS4IK]W3UEY]H_-
[^29^5>+O&L.$N&)TZ,K8G$)PAW2^U/_MU/3^\UYGLU M%%%?NQ_" 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110!%>V5GJ5G+IVH6L<]O<1-'/!,@9) M$8896!X(()!!K\C_ /@H7^Q=J/[+'Q+;6_"]G+)X*U^=Y-%N,%A9R'+-9N?5
M>2A/WD[DJV/UUKG/BU*/ _QM^'^H_#/XB:.M[I>IP[)DZ/&W59(V_A=3AE; ML1W'%?/<1Y#2SW!\T:\=GT#7DB(BO8AV/9)5R R M=NHRI!/DU?@^)PU?!UY4:T>64=&G_7_#G]Z99F>!SC
4\;@ZBG2FKQDMFOT: MV:>J>CU"BBBL#N"BBB@ HHHH NZ7X<\0ZY#/<:+H-[>1VR[KF2UM7D$2^K%0 M=HX[U2K]"/VP(;K]D;7OV<_#GP;O9M-T/3M0D>Y73Y#&FIRA[)99)]O$K2([
MY+9XD8#BO*/^"MWP,\+_ W_ &BM,U_P#HL=JOC#3/M-SI]G#@->K*4=T1>A M<&,D 5)P4E;^>*::=];/3\?(_-^'_$.AGF.PE)T> M2GBXUI4I2+2].GN6BA:65;>%G*1 MJ,LYP.% ZGH*33M-
U'5[V/3-)L)KJYF;;#;V\1=W/H%4$D_2OO\ _8N^$?@3 MX:_LO?&JU$"77C2Q\(WEKXHOP0RV3O93R?V?&1WBVKYK#@RY7D1*3Y?_ ,$X M;;PH/@K\>M4LO*_X3*V*V^'MU_8;@C[1'
;6Z\QH>X/F"$,1T.SUHAP]+GP\)U M$G54Y/RY+Z>;=K>3T"KXATO89C5HT'*.%G2@G>W/[7E2GL[07,G?6\==+GRC MJ>EZGHM])I>L:=/:7,+8EM[F%HY$/H58 C\:=::/J^H6=SJ-AI5S/;V2*]Y/ M#
S) K-M4NP&%!/)QD\5]:?MXZ/HOB+]G_]GFVAL?M?C[4O!]I!)#"N^\N; M9K>W6$2 ?,Q,A(3/))DQWKRK]H#5=-^"W@>V_9+\&7T4US:7*7WQ'U2U<%;[M5@,+9JP^]#:@E,=&E,C8X%
<>,RI8.M44IWC%1=^KBBBO'/L0HHHH ***^N/ M^"@'_/!2/F;^(C8/XBO=EN7 M8K-<7'#X=7D_N2ZM^2_K4\+B3B/^N%E_ M$G_V(I;/[-^U1\4](VNZ$$^#-/N4Y"D8-
\RGU&1'GL2_=#7WS3+>W@M8$M;6% M(XHT"1QQJ JJ!@ = !VI]?OV3Y5A\FP,D(+:*_-OJVWU"BBBO4/EPHHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH Y M?XQ?!OX>?'GP%>?#?XFZ!'?Z9>#.#\LD$@SMEB?JDBYX8>I!R"0?R?\ VROV
M$_B9^R9K[ZA+%+J_A&ZGVZ9XBABX7/2&X _U4G_CK]5/55_8BJFO:!H?BK1K MGPYXET>VU#3[V$Q7=E>0+)%,AZJRL"&'L:^=-O3_%%_9E^#V:V:_ ZBOO+]L#_@D/J6GRW7C_\
M96W75L2TEQX/NY_WL0ZG[-*Y^SQ,+=GT?H_TW[H_M7A;C'A_C#! M?6,MK*37Q0>DX>4H[KU5XOHV5:***\L^H"BBB@#[#_9 ^/?QJ_:4U++PI\#/B M/X,*^(?"G@@FZAU&^\6>)-.D,VB6-
N,DF<2I&&*+Y:EU;/!;<%)&A\5OVQOV M>/BU^W//\0/B%J^JQ>#_ QX;FTSPGJ^BVX>X6^WY%]&K*0&!DE,;,IQY<3X M##CY2UKXQ?
$O7O"R^!;OQ9/#H:N'.BZ=&EI9NX_C>"!4C=_]I@6]ZYFOHWQ# MB(86%&/OVDI-SZ\OPQLND=]6VWVM8_.(^'F75LTK8RHE24H3A"%)M*'M'>I. M[5N>>UE%12OI)ML_4']CG3_V-
(OV>/BHOP6\4>,KSPW/I\Y\7W.N*GVJ.,VD MN\PXC4%O++GD'YL5^;6H:[#X1\?WVK_";Q%JEE:6VHSC0]02Y:&[%MO81LS) MM(_#O6]9^#?P^G_:T^(&KW.H^,]?\[3_AN-4N&GF1E'EW
M&K,7))$(/E19SF4DX_=YKUGX/?#7P'X(_8F\"?&S3_#&E:SXF\:?%*SLM?O= M7TZ*]<6OVV:-K0"96"*ZPJ6P S>:Q,&CN8TG1Q'*I5?F7!.T9R!58/-<+AZ[4XMP46D]&U)V;G
M9O=VMOI&RUMKGG'"N:YA@8RI5(QK.K&4XW:@Z4%)1HII-\L>92^&TI\SLE+3 MO?\ @H[\'OA]\$?VI]7\(?#.TCM-,GL[:]&FPME+*25,M$O]U%[!P!P!7 MA-:7B_QAXH\?
^)KWQGXTUVYU/5=1G,U[?7)_%,>V2WM/+W6&G..045A^^D!_C8 _=4$!J]+)N'LQSN MI:C&T.LGLO\ -^2^=CYOC/Q#X=X)PS>+J4=8H#Z<,XZ;5P6_273M.T_
M2+"#2M*L8;6UMH5BMK:WC"1Q1J,*BJ.%4 #@ 5-17[7DV28+),-[*@KM[R M>[?^YJ*O.CRW_QT,'XO["J%1@J6FV\H6S7OYG)(1=R4Q8=%&!=N![ZM&PR "/%\QF44T]?4>(3XV\U]_*_JY_=1'N%C%>^4VQE^'<&C_(N"N-
%%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %>:_M!?LC
?]IG3/LQQ1\%Q2 MWJ1[+76[(B&^MQVVR@?,!_<<,G^S7I5%8U\0Q5TCUT?TJT5*+Z-71V8#;,=E>*C MB<'5E3J1VE%M/R=K/38!%E]Q2(BD]JU7E/M-?-?S?]N'5L`

M!T7+!V+29Y+'/UYK>B:+XET>Z\/>(](M=0L+V!H+VQO;=98;B)AAD=&!5U() M!!!!!KYZ_9Y_X)?? +]FSQ7::YX/\>_$;5='TB[:[\-^"/$OC:>[T+1+@DD3 M6]GA5\Q=Q*O(9&4G<#N 8?15];S7=E-
:V]]+:O)&RIQ4PA;6 M.15#QP@$@1J0H!(QS7GW[%/PA^&_PP_X)&Z!^WEX:^'RZC\5O _PS\3WGA;Q M'<7$KRV1W7\801AO+:%%W-Y94@%I&&'D=C]C_!;]BKP;\ O#OC#PS\.?BKXU MA@\
<:W>:SKLEW>V<\AU&ZVBXNHV>U.QW" $#Y!U"@\UN?LV?LM?#S]EWX+V_ M[/W@;4]6U/PI9I-'8Z;XBFAN?(BF=Y)8@PB4NC-(Y(?=C=@8'% 'R7\0_@S\ M+O$7_!%K3/CIX9CBM_&FC?
#&S\;&^6.0 MY7L,5O&/AFP^.'[:/[&WCWXM^%PFM^/?A/KMSXVM49X1=2_V):RO;R*I'[L/ M-*K1_=969&!4D'Z)\+_\$Z_@UX2\$S?!C3?&WC&3X9S:D;S_ (5==:I!)HZ9 MF\\P*Q@^V?
9C+\QMS<&)N0R%693U?Q"_9-\$_$;X_>$/VC]3\9^)+/7_ +; MW4'AF#3[FV2TM8[F,17*F)H&\P2(#N)(P-NT@$ 'S#\!?V5?V>?^'DOQZ^! M1^$NBGP#%X;\,:S'X!^Q+_88OI(94:?[!C[.6P,C*$!CN !
([O_ ((]6Z:! M\%?B9\-]+9TT7P?\>O%6B^&[%I"R6-A%<1M' F2<(ID<@>K&O7_"O[)/A/P= M^T#XH_:7T?XB>*O^$F\7Z;%8:T9KBT:V:"%"MNJ1?9L)Y6)+#P#XK\0W\'BOQ+<^(-7BURZ@FW:E
_P#!2KX=^%/$G[5W[+NIZC8R+=7GQ*N=/N;NUNI(9FMC92.8P\;! ME&1U4@C)P1FN:TW]EC]GS0?^"ONJ?!#P]*='T[P/XA_9TBU_P 0>"M.M%@T MC5-0@UW[-'-(9\1L?D=2I;YB"W-?
4'QT_92\%_'_,?^"_B/XJ\9^)+" M_P# &J'4O#4>CW5O'%!=D;3,ZR0.924^7:Q*8SA0228S^R;X0/[3X_:X/C[Q M1_PE@\,\(Z%^T6OV3^RO/\ M'V3ROL_W?._>;\^9G^/'% 'R'\';3X1?"+X
M1_MI?";Q+X_U#X=_#3P_XZGCMKCPT=CZ'#>64/F)9Q@$)OD946)0!E]JXSFM M67PW?_#O_@HA^R0?#_P;L/A]INK^&/%ND)IUM[C_@F]\!]7/_%'PKXN\0>*-(_B3\2M;UWXU;QQ.]W-!-
()+:5T"@1&,;2L0C+9;<6W-D \&_9W_8P_9L^.'[:/[5/@'X MK?#6'6-"TOQEX;N=-T>:\GC@MKA].\YYT\MU82EB1OSD*SJ,+(X;SSXB?&K4 M?A'^V1^TCI7C+1[FU^%?BSXC^&-
%^*OC+3\23Z%I\^B^7&/+*GRXIY&$4ESR MT*$[%\QXV7[O^#W[)7@WX*_&+QG\;_#GCSQ1>ZQX_N()_%46JW=L]O=RP1F. M!PB0)Y11&*CRRH(QN#8&,32?
V"OA1IVJ_%#5K_QAXFU1OC#9BW\=0ZK-9S0W M>V!H(W2/[,%B9(W*J% 7H65BH(/+/VYX_ 7[/\ *O@O\%?@SI_A;P=X$\: M_%72M#U>5-($FE3636T\L,%Q'#+#YT,TL4(DS*!
(@<.65V!W_#'["4G@O]K: MV^//B3XI^"+73?$WA>;PQXB^'/AOX<'3M/\ %*A)9HY)TEOYT>6-5/S>628X MRF0":ZV'_@G=\ KS]EF7]C?QQ>^(O%7@588X]+LO$>J+-#Q;X0\1?V;H.L>
(GELK6]OK>5VM[&W. &EE"X7YW. M, @%@=K]C7]F_P"'OQ4_9'^#LWBOXK>(O%GA[0_#>AZA!X.U"_M)-.L]2M[6 M)UCE\N!;B7[/-DK;SS.J,B@I^[0* 9WQ6N;^_X*S_ "[U2T$%U+\+/$KW,
M_P"6'?^$SB_X2G4K_Q'\1_&%S&L MVG:G;);@:=I&R$S2PV9B5$9VB1&=MCR_,!]I>,_V3_!GC?\ :0\._M2:AXU\ M2V_B3PMI\UAHL%I=6XLX;:88GC,30,7$G=F8L#C:5P,E07]R/WMY!;J
!*3AP)#)&&5"$^1-H!Y[=_ M$G_A9/[9'[.OP'^,EXM]X=U3X,S>)[;3]2(D@UOQ"L< 1ID?*SM# MQ,@8': M[[\;E4B/]LCP'X2_8'_9B_:$^*?[.OC?6-*U;Q@^DZIJ]>@VLZ_9?#J75['87 M%
[900JC6[21O<2%M^YGMP59?+X]5^*/_34_9V^+7P<\'_"3Q%JGB^"Y\ N MDGA#QO8^)I5U_3)0J*9([Q@Q!(CC&W;L'EIM5=B;>P^'G['WP?\ WPJU[X2
MZ\=:\:6WBRW:#Q=JWCS69=3U#6XS&8PEQ/(<[50E41 BIDE0I)) /%M3_8/#%_9LLYU619(I]ZJC% M7P\NX DG/T1^T9JOA+1/@!XVU/Q[\0+OPIHL?A6_&I^)M.D*W.E0FW=6N82 MQ\U
=R8!.X+@$\5Y1^S?_P $RO@7^S)XHL]<*?$'XC:YIVC3/+X7\)^+/&D MU[HV@R,&'F6EIA45PK,%=][+N)!!YKVKXJ_#'P7\:OAMKOPE^(NE?;M"\1Z7 M-I^JVHD*&2&52K892"K8.0PY! (Z4 ?
FJ>&;;P#\4OV,->^''PJ@\):(NN_ MV/HFJW4\2Z]K.G2Z4=TFH1V\8CC,P1963S)6+2$L(VW+7K'[,UC\/OVPOC;^ MTUX?^/\ H=EKFK:)XYF\(V>F:G DQTKPX+1$@^SK(#Y(GD^TS,Z@;W)SL7'
M76__2S^ Q\/>!]#USXF_$_59OAWJL5WX5U74/'4_VJSBCC,:V:-&J+%#L(M4F)4E(1 9,(H&A\8O^":GP+^+'QL_P"&A-#\<>/_ !XJN;".RUS4OAOXNDT MEM:MHU"I%=;%8N
JJNY2C85+K)8M.MEAC6WBT8&.)40!55=S8 W-ZFOZ7?6N_RKB.9MY:3]Y)N=]S, M79B2WS5%XR_8L^'GC3XC?#[XHWWCOQ?!JGPQ%R?";Q:K%((Y+F,1W4LS3PR/
MEZ_9J;F*X+@?)]I@5XR%^_(K.V35[]HOX$^$K?_()>_&CX@>*_AS8Z M?X@\:^%]8\8ZQ MFL,UM=/;R26<,FP#+VT AA/4%XW;JYS]*?M!_LX_"G]I]_ :&FZ=XBT_6K:(, 1)QC+1RN
5)#"W\=_@SX M>_:$^$^M?!GQAK6J66C^(;)[/5SI$T<L?!W4]9_M'PIXG":>WB2SYM\0B2:94N; 2B! M'9B%\S!YQ&WL7QV_X)H? GXW_>[(:+T_QQX_\ /C&YM$M=:UOX:^+9-(E MUB! %6.Y**Q
=O@E_A[XO\3>"YO %E>6F@7'AK M4(BSPW9A-PMR+N*=;K>T".S2JQ+DR$E\, #BO^";WQ4^!GQ3^"B_4O@U\= M4\!WL7CJZ/C7P!K%@@MM-H.L-#)X@B@#RW*>:& &6D?
A2"B_15<9\&_@7X-^ M"<.N7'AZYO;_ %7Q1K3ZMXFU[59(VN]3O&1(_,D\I$C4+''&BI&B(JKPH))/ M9T %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 44 -44 %%%% !1110!__V0$! end GRAPHIC 15 image_01.jpg begin 644 image_01.jpg MB5!.1PT*&@H -24A$4@ 0X !&" 8]S7H0 UTDE$051X7NV= M!9P4QQ*'\R+$$"
2"N[N[);A+D. 2W!V"N[MK\.#N$H+#88K/L[1G< 4FVWMO?D=V>Z9[NZG^7ST?B)C>YR4U!I(^?+DB;QX^>(_,[EN M>GLR4NJS9_D_OW[^GGP\('RTX?$1P;8/C1 "RD*
<>!@<1\^?"@G3IZ07;MW MR=ES9^79\V?.S=SD)E\$[[9[]R^*_OW[I=5JU;)ZM6K9?V&]7+BU D%DP^! M&"> =O'21;EW_Y[SS_]*"G'@X&0X,3I??/F+5FQ?+4T;MA$2I4J):5*EY)*E2O)D&%#Q-
O;V_F2=TX&-+9Y M;).1HT)(B?0,)]&TY*%"LA M.[?O= .'F_PDO*X*&#I7S%\A+VV[2(T8,Z=BI MH]K-WA6KK[Z2C!DSRNQ9LYV;_NLHQ(##Z*?7;UR746-& M2;3HT21BA(A2_>?
JR[X#^Z1YRV:2+FT:J5JY MFFS9M$4.'SDL7;MUE7#APLEW$;Y3,+EYXZ;]NG=-+WULJM2MFS)^PGB)%B.: MA H52I(D3B)C1X]U;OJOHQ %#NP;WC8]M'V[]A(Z=&B)&#&B-&G:Y#]C0'*3
M_V2D3D?)D\/F_/GS,FCH($F=-K7DRI5+YLV=)_?NW9-3ITY)RY8MY:LOOY((M$2)(K5JUY,KE*[[YUW1\Q?/Y<2)$]*\>7,)'2:TA/H\E"1,F%!&CQSMW/1?
M1R$.''\>^E.J5:DFGWSRB42/'EVZ=^^N+EDWN0G @$>,:Y4/ +%RY4K)ES^? M)$R<2#IT[""7+E]26QFVL6)%BTFHST(I+_W2YA>U@[POX,"KLW7S5LF?)[]\ M%NHS^?
SSSR5QHL0R;LPXYZ;_.@HQX("86 \/#V4"@"-YTN0R><)D_>U]+;:; M/@P"+*Y=O2:'#AR2X\>/R^-'CRU#H^T$;]6ZE42/$5T*%2XDZS:LT[:H)%,G M3I5$"1))Z*]#2XX<.63N_+GJVG\??$2?]Q_
GDTT_5>!(GBRY M3)T\U;GYOXY"%#@X)3@]DB5/)I]]]IEDS9)55J]8K;^]C\5VTX=!ZF:U <'2 M14NE>=/FZJH_>O2HNC&7+%TB&3-
GE!@Q8TB'3AWDQLT;>@#AJ:CUNSWMNJV;_GO$V@,$QX\=EY;-6DJ<6''4 MM;IP\4(Y??JTM&G71B)%CB39$R:/$D-C]]^^ZT4+U9<-F[8 MJ)OW?0&'JN%__BDU:]24+[_\T@X0CPV[9UF^3- MFU?
5<*.J9,B0098L6O*O/QQ#!#@,(I\YX:-VZ?WA(W;ER)&B6JU*M33XX$\KHU\0GQ8D31_[WO_\I<'S]]=>2)W\> MV;1ETWL'CI">FQ ##A#YT,%#ZE'Y/-3G.L']^O=[KY,)A?2$NLE_8OY1,2Z<
MOR"]NO>2B-]%E,R9,LN0 4/DYZH_2]BP8:5TR=)R:/\AN7/[CKIB,V?.K-^C MTBQ?9E-?GEN)DB9MX5U+L,9&,WS8<%7! 0ZD#N)+*E:J*,>.'_L@@".P\^+8 M-C#MH1
%CNT>VZ5@@8**QJE2II(9TV85?_!&+ND48O7K@H M?7OUE4@1(JE=H%F39I(A?09[1.CERY=E^[;M\G.5GR7\M^$E7H)XTK5G5W7- M:NR'CR5Q^/4)*3+C]S[M+>U:M].8DD\^_D2!
(\)W$:1A_89O'93VML\ ,#]Z M^$BE>_:A?_?B-Q-+XQQ3XQ^%#'"()8Z2R9@J=2KY[-//)$?V'+)^W7KK=W\> M)"0)9GO7J<\^+ZT3UAV[8A%K#S,?_O.PU*Y16\5[[!:%"Q>6*%&B2*9,F63V MW-
GRU^&_I&V;MA(G=APUB/Y8ZD?QV.5AGTO#\/#9@WL/=+/>OG/;,IB^Y<;S MCW3\3Y_)WCU[I=Q/Y32F!- /")'C*QC9DQO2HX;^4V>@>LN7[HLJU>NEH4+ M%JJ[^\GC)W[>B_FZ?
>NV'#MV3+R]O.7^W?M^MG6DD $.'\NC,G/Z3&6&+[_Z M4HH6*RK[#^X/L44%K/PB^GO\^+&<]CJM4A 6_>=/GSLW"W;R>>$C-Z_?E-V> MN\5SCZ?])'JGY//^@-
HO4FG4)DT4S&=)HQ$B1I!X\>.I6[-2Q4JR:>,F&3)\ MB"1-FE2^_.)+#:H:,'" G+]X7BYO6JRL7+EW0W]]T M8@V927"">"+_ @]#@T]ZG9>#@@5*^7'GITZN/G#][WKF92WK3L7+=HP>/9-.Z M35*
[;FVI7[^^K%VUUGXB!D2!:1,8,@SR(1',O6']!LF2*8MN/+P17WW]E69/ M_]+J%YDP?H)DR9Y%0[C)_\!8RIK-G#E3!@X<*.W:MI-I)U8I5)7^!_)(M M:S;)E"&3)II5JUI-QHX9JQ'+'%Z!F4?G-
LZ\Y4A\CU<(6TNRI,GD?Q];]@W& M2G;LPD4+[>V"0K0GL6_+UBW2JW/?OZS9THV(&#P1F/2H?V M'31@)U:L6-*Y2V=Y]/B1<_,@DYD T)@$.O(7SIXY*W?OW)7G+Y_[@^=S*=/ M9/.6S9(W?
UX)'RZ\Y,V35]:N7?M:.U>D4.0/$_E'+U^\E&M7KLFH8:/4(T . M0Y=.7>3V[=O^W]/G[V?TLTT@">; ^G_K]BU=DP^%-#!PQ4IKX[TR+!('D2!! M OFYVL]2N%!A=;U^_,G'>I+CRD>%
1A2I$@AB1,GED0)$TF\./'46\<'R3;, M-V'4SH!+M'FSYBJYL!G]FDJT7+]^7=V ME15T"2 7+%A0]N[=:]WCI74/_MZ]>U?6_KY6*I2M()$C1=: .^:6>+;M* M;R0;^D4A
AQLZ@,'#TCEJI7EBR^^D+CQXJKO/2CHZ8K,@MR]=U?V[-\COT[Z M51/H>O?H+7-GSY6#APZJ0.>'E[.3=Y+V368\'"!1([3FS=>$;<_R[B=Y(H22(%]T\^_43S/SAX
MHD:+*LE3))=L6;))OKSYI$SI,E*M6C5UY]:O5U\W6\W:-:5 _@*2+'$R==O& MCQ=?ZM6MIP5V_ (!UI]0=PR=2Q8OD9[=>DKG#IUEPJ\35*6]<>.&\R5ZS;7K MUY2?/__BV[J5+E_Q=7U>D*H,-
K'X=_ZLD3)!0[XND_F/Q'U7U M,GP?&$*:6[]^O7JB #-B95#MS#WXRP&^RW.7QLK$CA5;$B9**'7JUI'N/;I+ MFG1I-(L="1F5Q:]G"1G@L"V4QS8/R9\OOYXD&$A_F_%;D"; F;@6(\^Y,^=D
MR9(E4K])?4F?*;W$BAE+1:Q<.7.I-?[(D2.O/:QA5 U]3Y9,3S!.J$Z=._U= MR\'WO*B4+'\ON9W=0TZ2S-^$7VRZ<^=/:=2!JY$1'&"A7;LV&%O MXTQ\!V @'2;18T:7C_[WD8K[&@OQV:>Z:3AL"
)+GSZ]_%3V)VG:K*FJF;-GS%9)9+IZ2G[]^U76P=KOF__/EFQ;(4,Z3]$*E>L;$DEB1))V_9M=0,XDY9\L&U6 MTO7[]NPK!?,7U)R3N+'C:DV-!O4:V(WYAAB[<25W[MQ9@"
M.H_PRL%#AZ2J3=I"2M!@LE"?2XKD*63*Y"E^;EY7I(EW6[9*GMQY]+"J4;.& MVDO,WB.WY_BIX]*E>Q>='Z3A1HT:R99M6V3WGMU2HTX-^>:;;R1W[MRR;MTZ M/_=LB
'(@[U(8G;9R)RY_%,&]1LD18H4D2C1HZA> MB34;KPTG$ZK(VG5K7^O'$3@PMG&RA0\?7AHV;*@BIVGC2# 'JM;@(8/U%*M6 MJ9JL6[-.G\NYK2NBC3-PH&]FSYY=JZ&9-L[7(-
F0U%6]1G7)E3>7QKW I$$E M[G7O[CV9.VNNI$R>TG)Q=NBH:HOYW14%A4'?E%@75*=QX\ITV=)I4K558IA=-9O2.V#P5YX%WG+%>SKH3&MVC90GG;&$91
MNR9.F.CO'+KZWO#G"AL@IDF3WL[/ O8*D9M*60QN^#1<^G-2J6TN- MRF;L5ZY>D7$3QTGJ=*E5!41Z0Z6C #2J_XC1(U3"2YDJI4S[;9K>T]6X@QTX M6!0VP-3?IBICL @_EOSQC8-
BN,9LY+Y]^^I&8".R8(B)1M1E8V;-GE66K5QF MO\9<[P@O'GZZ">F?WP#2(/451*(?#0S\\Y#4KEU;HT;-&@(:Y#25_K&TC!TY5@[L M.R!7KU[5$$QR>D1\S_WY]:
(.*ADLW:8JDFF7;K7LWE2#MO]^Y*POF+Y#OO_]> M50PV*9(#8^&#.AL_?GP9/&BPR_$CX=2N4UO; 1JL+8?CQLT;[>-X_4+K6N?? MS'B0?$:.'"F1(T51T C]96BUUP#XG3IU4M75M ^(U*MB]L\.?
-8P%&GEIR[M<,YZ;IN*O^;W-9IU_$V8;R1C^HPR;_PNZKT:U9+MFS9)%V&=#)]YG3G MV]LI6(%#)\)V"MRX?D,G'3A2O7KMC;!(6(O7CXZ*&L7KM:\QA8+)C, M ,=''WVDC/?%EU^H)3X@X
#16D/RF]#?*&, 2IDR M9Y(Y\^?8F=<_XG> ,MTYTZ= Y0X^#>GY;*ER_2TI4^>$:-5T\9-->C)F>G\ M(MH09T R8:F2I;3?U*E3R[1ITZSKG7G:QP+*/7OVR.(EB^7(L2,Z]L#T%50R MSXE]
[71K"%_.63*5R@ORYKBXQ?Q&^N#9$727)(42108D#XX M3#!@YZ;;ZX'H!%+2I7L9RV4RGIN_!2 MO69U.7/NC+V=^6L^\#&V/^PF5Z]/!<$T*+.< M49TL0J0(JE?"#"F2I9
TJ=,H",!\!CB6KEAJC<,).%"=T!D__>13/=$QJAH; MAYT9?:R)W[QILXIZ1M>$.6+&C"E=.G?1)F R#"$2ARV:Y!PF(N<.7.JL=*T M,<18SYT[IT6.\
IHG[:3!VFM0($"LG7;5OOB!D3ZO(\>R_(5RVVB;QH%/_1W MCRT>^GS&LFYO:U._\ 3 N 1A(=4AW84$T1]2S:R9L]1X:4YX@L#RYLNK;L2W M+_ZL>F=F_C93 MTJ9*J_.=,U=.6;%RQ6L
#7\Q/Z2*'#QX4.[.0E(U*M6N9I:X -B; -X M%R]>E-Z]>ZM7A<4BYF#/7LNG;D# C&_KUJUJNZ$M3 O#JV$YC658-FT#(N[+ M)AD]>K1Z%[A?]:K55?,F;L&/5 <%C8@6.0:^#@_4#%2Q;7]2%
C20]$[4 MX31ITR@(X6WR.N.EKEYB7(P*U*9M&[ELDWSTW@Z@9"0/LW_\HF '#CVQMVR6 MG+ESZ@(@>L^9/>>US1)88O"X-'OVZ*DG,=)%Y@)9@<;T"5
M*E4D0Z8,^EQQXL51CX)__1GBOFR<4R=/28MF+12XHT>+KBY&I!#GMLS+IJV; MI%"Q0G:Q.V(DVPG=K)%WMZR>_=NJ5&UAATX %). M>\=Y5QYQ @XDNJ)%BFJ9 ,-WM$'J0K*A
MLU:J6DG1W_3'7Q;ZX(NWG:BJ>%BM>3"9-F"3%2Q17M8K3H4?W'BI2!D3F M?M@K"#F&$9,F22H3QT]4%<5QS/1/S &G:HQ8,>SV!AB[=)G2]GB3H*Q98(A[
M8K.:,V^.1(\573L.6D%;=NU53&=8":\9P0(FM_:M&^C M\TR-&-R\!.DY&A0-<""5,N^D]AMB;([4\0!(8$PUHS5ZAB^P_LE^&CADN) M$B4TABE*M"@2+U$\B1D[IF;38GPDMN:IC;_Q$LV?-
]^N)AGUV%1 PP,5E'EA M?*M_7ZV%GL.&"RO5:U67#9LV:,Q&Z&]"*T Q/W9I(Y#W=:9@!0Z=N/OW5-1% MQP*-RY8I*Z=.G KR(+D7@3;#1PQ7!@
I"Q0LH#5,^0V;0)$C!P@6MPC')DVE)>T>B/:^II&(U+D%2N,F#F#ECIHKP@,=/I7^2 MOP[^9;^O?\1&O7WSMHP;/4XE#L #Z84*WEQ+?SI?N$UGSU6=.T;L&-*Q:T=] M[TS5*E7UN0@(
GP,T/A'AK&1^# DDPXC&=>$%'#,GC-;/1X !Z?CA@T;@LPCSL0S<=KFR9='URMKYJPR>_9L MW?R/'S[62,GO?_A>W?A)DB61<;^.LVP0#Q_(_/GS-:X! (67U(7=\747MIE? M!8Y2%G #+C-
^9X8'$+IJ<2>.GUJ!154=6)1&C9K*-F_SR[QX\97NQ?\R_V0 M!%&O$R=/;(]")>8'&P01H(9/ D/UQ4%&W 8QKQZ[:H,&#Q !PTS4EH--#9M D-(&U90S$$&I4JV*+A (
MW+)U2WU])+]1%0HKO/&CPX!:FG[4Z-<8WBRVGL)E++T7B_[X7_\&#MJH5\.V M@-A),*HU:=9$ V?P-,2)&T?! QE>_"?Z=S@8IE
MYDHMZB=.:@D]O$\YSDA>*Z4*5+*C*F6%!68/@%)3IBL.;+J]5J1 MRJ9C.X(I_R9MG;R/&-%CZ+P1XFP\2$@[N(8=YS&XB'NJNW[J5'UF-BG!2CMW M6"_I"N@9_2+&27X4L1VRU)
M^,J5*YI$QQH;?HH2-8JT_*6EW+Y[6^]OQ@8O[=R]4XJ5+*8 E#QE:+R M.-&GO#<((H6,YKDRI-+WP-#>@,J=,4*%?65#@ /P7C<#PE]^:KEDB1E$@5N M^%@KN+?^12Y?O&SO.S!DYI;Q\
(RH.ZC;M6K6TD.<9VK]2VO=HZ;]FU*P @<; M 5&\5=M6.@'H=$V;-K6_2S.P \5U105I7&HI4J>P$#AG3EFZ=*EN#$X6#*;4 M;S#B'1\L]<.'#M=[F+[XJ^K P8-
2M7)52U5Q>FF.BK&G3TN[]NTD=OF\!=K#I,D2B+CQXP/=)\&./ P>> @^I7-8]RLJ'KK-ZZ7 M(L6*J T$0R5 I<8^&W"4+%G2/LZ ^@PJ<3_B*)A_#(NL!XE81+GRVYL %=<@ M-6S?
L5U#T55BS)M'O09L4)Z;@X.3'T,W!T'//CWM8?U'CA[1D&NU\WQJN?I1 M+>O4KR.7KES2/LQ< !QJ?'UU"&&$'#UVM"RIUJLNL>;-4 M/4(*QR@[>=)D#?!CK.9^K 6)
<:C&],O\$U^R:L6J0*FGALS^X<3'P(&P MJ;2JM8\5ECUAP@2U/D<('T$9A?XP: WH/\!>^P+)A7]3IX'H.$*1,8X",$,' MOTI_MOV?+,I5*U=)CFPYE&&J5Z^NZA7/@VJ4/W]^/1DQ^&
[8LL&ZMS_/8A@" MM634J%$*'"QDL6+%M&0>OP-FA$)WZM))]6W"\J=,G:*@B#30IT\?!1L\#LP# M#.L?Z?P_LUXCH)*3@\3A"!PPC9>WEW3NUEEBQ8TE.7_(*5,F3=$0:IX1$;]"
MA0KJ$3+W#4XRDL&PP<,4.'C&LF7+VH$JJ,#!-0 P1FT,D<3JL%E0'ZY>OZJ_ M:^R(35U+EB29'D*\KF/#9DLUXL3?:%-O.)CP.$2/:JE/G-CD%K'QS;CT7O-HV!M85$($O#3UY
M]$06+5BDE=M9+W@=USB&]< 2]V-L3VT\=<:F O7HT<,>[Q0N;#B5=HW$R_/H M-6^YKL$*'$0=4H"%8!@#',U;-9>'C_T/=3;$).-A($=@8+^!FMO!XN!I&#EJ MI-X?
QB=@ID7K%CK910H645V6_A!/,?P@K3"9W]?-"

2R<0J"Z&AQMDVOT M/&]OVP;NV$DE)!)^2&DF+\9(*G@Y0GT12E*D2B%3ID]Y;>&=R<[(>_>J.M2X M46,UU+&0)&B9*N^,D2@]P AP+%NAK$94\AN&7T1Y@%%]\;5JJ#AM[N^+?"RI
MB:I:,"%&-?)X8!Q'X.!YN/>BQ8OT!.&C34D MP*B#U/#)S)(V[MGG8)R/'CM,<,8V1^=_':F!'RB(D?LSH,?8(VK>E8 4.%@G= MN%[]>G]+'+8-;M+I_1LPOW%*4X2D:J6J&N"%^Q5FIE0^OF[(&,"
(B4!"\ ME(J9;$PJ156M5M4NF= 66TC#Q@WU)&"!F5 *QR)(=FPR?%[8S2#D8FE(-:? MZP$J@L_8B)Q G/[\F^O,F!U)^[0M#'44"!4F9#U#Q@P2.5ID'1^%57 EL] @ M/V\IBQPELL1/$%^S+56$??
EWP!K,!&,B\1#GX:I/_!/91E6O]'^O5Z$@;-B;)<)4J M6'%%&#/[#^RO\\$'20>]G^\!^?[]^NM: [K9LF>3/_[XPQJW#320PD8,'Z%U M1&+&BJGSI7:)4)^I':M$T1)J<(;?
#6BQ+E9^_"7Y_3R\I)%2Q9*DV8-)8MMK\2,9;EV-1WCDX_U>4J4+*&)@8[7OPT% M.W!H E#S%G8#$W8#-I-IXQ^_?JJWLW"\?"(SNH>/&FY!PEN&C-F MC&Z,.C7KR(&]!W2B,<1JI&7! K)[[V[=G)S
V#R06$CHX;Y,)A-)1!UAR$PZ M"6"4?=--8Y,\;MVP7&#<@Q,)8Q,,3M 003QL-,CQ>H%1I M4ZE*P/-0E)<,3G(&%BQ:H"\>8O,P9C(:39^J1]L6N52I4LKLB-^H/(1+.Q/7
MX)GAU"I3IHP:'"GB0GHTP(&+&GL-C(_7J%>?7I(X26*U\R#.DPI ; K)3O3% MB4?L"7:FX":SD8F\-,]&[(ICK1;_> 0R,)PT.%5&4V M*KS'H8.>#T^JEVFAY67BH/ICW1*S!Q.\^;/4T,R\T-
;5!Y0KG%\KK;/VFG%L&QL@ MU[5[5_L[F_T:2U HV($#KT&'#AUTH\ 4Z.KFX?T:,-]C9R"/@TU$A"@H#G @ MRF)@):J0^Q,.2ZHPQ4X0O:CZ(]6*D+%RPL MQ0M;L1&-MV+A!W9LP.I&79$8HRAF;-
E5NF'BE#XT1,GLQB1>B"\6 @_?\TZ-=7SQ"G).U"QRAM& M41"US6/WKMU555%QOE9MM;M CH5Z809..20&I @^Y2N6UXA!C&/X[=NU:R<[
MMN]0US9@%35Z5"V80W"1NF\W;=9@*$WEMDEZO*;3W#^XB0VU=O5:R90^DZ5> MVJ0XU*6[]^_J[_[U:>:'3;QQ_4;EBX1)$JHWA/H3!)6QFHB@XO .%S8Q^1S8&SBT>
(=*O5KU=+V03CG@F.// M/K?XE(A/JK2?.'Y"U10B1O'B('C$O9K/AG'K;NW9,J,*1(G?ASEX2PYLLC, M^3-5732JCOGPWP#C =O:31P_0O03MMP(F THV8F*@4+B4J$H7/R
MY,GJ6@S[;5BUO[1JV4IFSIFI?0&D(#\Z, 9<\A&423)G4<,=_9@^^0LP*2#: M5 UB*U!;D+1(BS9%EYD30 /#,?TQ;P4*%5 PI(Y#PO@)56(C>A>/$N"0+$4R
MJ5BEHIZL]*$!0VM6:P0NXT&]XF0U3!JU9HUH--7(SUV1Y#ADX1',R'#<9'Z2[\>/'ZV&!KD\^#NHK M;DN>F_\FQ@%C.^L(\$R<.%%=]DBFA(AWZMI)DR)3)DLIF3)FDL%#!VNV-W$@
M1+]JKI3M4"$7B@0QXB\&#!B@E;3PY.S9YSK:F.\PG*(6[O3<*67*E=$UX)ZE MRI:2>8OFZ7YZ\RX ML;K_F%^\==06L9?*]#V];T3!#AQ8CJDAP 2 Y./&_EW3P"^F@($1YW!#$9J=
M)6L6S>SDQ$1WQ,I/4!1&O1]+_*B A+$3-8+KT75QSQ8I5$3]U8 '?6,L*UVV MM"(^(<"(I;GSY+8"=VP;+4^N/!H?PE@1[2=,FF"]Q-AA=LW]5ZU>);ERY5(& MQ A&FCWJP:%#AS1QC=H=B,JN)TI[
R)035MF6;>XS>F[=M5FD4]%O9(D81+E#8RM18H7D9$C1LK.;3N5SY"R!O3I;Y.>"VG8>J*$":1" ME0HR=?I4\?+V4ND8H.3E5O X8\+8/V+D"$O-];W]WIB"'3B(B&-3@\ *'./\ M!@XS<:=/GI;V;=JK=
($/'%-:038V7;-A@X92IFP9!8V"A0K*BN4K M+,;VL4XR3B+L'C!8I4(V)BD] .& M5+@BY!AP8Y.:=Z8ZAC4;,H"U?OUZ=5>2<,?]R<>AT \&3M2O6#%BZ08B$[9C MUX[Z#&P@PN>)?
*W7J)Y51:MQ4_GMM]\TE!SQW1@',=Z1X 63*TA7K"!>9WT# MV=L2:\3S$!=#SA"@0Q>)XT?'>.NF5JCJUJN;1E]BQ\&%3=;O ML&'#%&#U5'9AEP$(F$/$=22.:%&BR4^E?
I(ZM>M(\J3)535#$F7#&9 ";(AD MQ2U/&_BO>)'B,FKD*)4^L1=A]Z!L0M\^?;6ZN0$/-BP'!'R%9 L_HY82;(K6J:LGT..GKCT)7 \#LM"@ M=\D2)25MFK3*=!C)$'5AD!P_Y) NH&L!&,'."^YB@N'
1PJD=@8U._4P8 MD5@#OXCKT7,)9(+1*=9+0AC]H;K T&E2I9$2Q4MH_1,2Z!P+U@ >!PX=T A) MJF@A91B5B-_Y-]&Q>%&8"S8D0.A?.O6;D)D'#.=DB5)O0H'#)@'@-6N7CYHB]WE?9O
P^,J)P$5RY?L;ODS.]J=+3I>OWZ M]E/W;+HTZ:1)XR:R:8-5#=L_XGHV)8R*$9?WG"*]D Y.3@/>"NP9>P_LM2J9 MF_^QF _NRYH_UDC1'XLJF!8O6EQ3]QFG*V9W),/$Q(5@Y,/83)\8H%&!1HT8
MI9(%$A'S[_B\^LPV1G>>*_,[[8F[@9$Y+1';L0T%)6(Q,&1.\>4KEZLZ:CQF M_.6TQC[!-# F3G.>EU#\ENGC)91T6VG#"DT#9?U!_+?Z$ M(9I8HN8MFDOY\N4EQ_K;I.O+9Q8&H>FDTX9-
029XDN1JCJ*]Q^:J5M(X^](#@0,48."][[LV[-/'MZW/"0!D;D_M;CR,5EZGO=3EQH=X#Z2#9R^>^1*9N0:WY[R%\Z1'SQZR;,DRW>B.177\(_KE M5,6F]B8/ND?!D*2IU5]KOB)4-\CQ<%R0UIFV?
@@Z3$LU#O%,,K MK[O$6(Y=!8F7X_'YNQ3%U,E3I6O7KNH1M!>I=G')FU*P 0=DROPM7[YQM7$RNOF,@F MT9P]=U8N7;CT1D8C1X8RM@)G]';.L4__F#H@
MT@0KFQ20/%5R%8DQ_JU>Y;LFZML28\1.01U:#-;H[X 'ZB+Z//:KD:-'2H=V M':12I4HJE2"9<3J3)U2C>@V9-'Z25C0W!O&@CH_VG,8<;+R(*+#S9N_+GZ9^ MK0O2^YRHJY]$A>/'SXL-
HWS(?:*804.-^/0P5PQ :%)P6U!/MA@ 6S;3\! M%$@P'"[!K78:"E;@X(%,?0G"M%%7R!0<.G2H+IJ98"9SXY:-FOF*CEOVI[)J MC#)M'._G^ DN,N,(+/.X(N>Q!>8^IM_
M'5%SOT%ME]7!,C#5).G3M9BQMA= M*!O NT;?YKZNB'NAYA&^_4O;7S2%',,AQE$,Q:@K IAWQB7D3+(%*Y5OY9* M*3MW[M2Z&:;,W9N2F7]'D \N)=>W>5;-]G4\,T'Z0+ M@N50F\2H M$6IG<
/&NR=42JT49@-O#)6X_R9,G!"B&]7.>]?+R4H,OV:IXGXQG M**3&X*;@H6 '#HB3!?V9NHHD69%[@I>%>AD8O BS[C>@GWB?\PY1/?D3;KQWL6E-'\[&1//]NQB#F]Z.0@0X6'25.HX=U1P/+..X
M^HAV0X<=/6*T%>WG%"+LII GLV$)2R>5GQ<]$\Y..OKA/T.FSJ@K<@8)_;@E MSW\,A0AP0# "+E1B)GBK/ %31+1MVKQ)XSI,S44WO5MBSHG?($FK0>,&\N77 M5LX,T8JX*4T;-
[G)/PHQX(!@0,TXO'Y- Y7P9SN[7-WT;@EI@C4A28XEU9IPNR=?XG3_.%SA24-K^,^@?"QR^%\[A$Y2VSHT#;.]\ M@8_3.74%/+5QI^VXL]8G!N*/VV=/A!OJZ-.)GE$=>K4T;>.44>5WWUGJCIU
MY&LC^-5._'E>/]K;Z?6V@:&ZLO\C5V5Q_GBR#G-@&U_V?0/Q,X;#/^ M[.DCN7;QK!SPW*4O1-J^.*^+#1G@NC^[?%N]C1V2'K>VV M;1ZR>^\!.7OINCQY];I'!0
6^<53N77UO.SWW*'%9KFW^7AX;)?]?QZ3&_<= MWH-BN_;%,ZZY)(?V[Y5M'AZRRW.?'/>^)/>?.&7_TO;I$[EYY8(-K&?>[R37EFO5+&WN[1O3MR^LA!
M'3/M>$FUX]CUP_@/'95;]Y[8YN2%7+]\0=:M6JYO+ILY8Z9LW+A1V_U]K8=X M[/"TS>MY>?0J8=;'YZ4\?7Q?+GJ=$,\=.UZ-:;]M3#?DZ7/?F\$'8^S#^W+> MZZ3LVL'8=LB^@X?EPK6[\NR%CY\
^/SQ0[GD;;MFYVXY?/*,/'CFNJTC<=WC M!W?%^_AAV;UGOYPZ?T5\OVW7-?%^.?I8[EZ[K2. MW^*)K:_-$6MRYN)U>?24]7:^[PMY8AO3N9/';- GRAPHIC 16 image_02.jpg begin 644 image_02.jpg
MB5!.1PT*&@H -24A$4@ 0X !&" 8]S7H0 UTDE$051X7NV= M!9P4QQ*'\R+$$" 2"N[N[);A+D. 2W!V"N[MK\.#N$H+#88K/L[1G< 4FVWMO?D=V>Z9[NZG^7ST?B)C>YR4U!I(^?+DB;QX^>(_,

[EN M>GLR4NJS9_D_OW[^GGP\('RTX?$1P;8/C1 "RD*<>!@<1\^?"@G3IZ07;MW MR=ES9^79\V?.S=SD)E\$[[9[]R^*_OW[I=5JU;)ZM6K9?V&]7+BU D%DP^! M&">
=O'21;EW_Y[SS_]*"G'@X&0X,3I??/F+5FQ?+4T;MA$2I4J):5*EY)*E2O)D&%#Q-O;V_F2=TX&-+9Y M;).1HT)(B?0,)]&TY*%"LA M.[?O= .'F_PDO*X*&#I7S%\A+VV[2(T8,Z=BI MH]K-
WA6KK[Z2C!DSRNQ9LYV;_NLHQ(##Z*?7;UR746-& M2;3HT21BA(A2_>?JR[X#^Z1YRV:2+FT:J5JY MFFS9M$4.'SDL7;MUE7#APLEW$;Y3,+EYXZ;]NG=-+WULJM2MFS)^PGB)%B.: MA
H52I(D3B)C1X]U;OJOHQ %#NP;WC8]M'V[]A(Z=&B)&#&B-&G:Y#]C0'*3 M_V2D3D?)D\/F_/GS,FCH($F=-K7DRI5+YLV=)_?NW9-3ITY)RY8MY:LOOY((M$2)(K5JUY,KE*[[
YUW1\Q?/Y<2)$]*\>7,)'2:TA/H\E"1,F%!&CQSMW/1? M1R$.''\>^E.J5:DFGWSRB42/'EVZ=^^N+EDWN0G @$>,:Y4/ +%RY4K)ES^?
M)$R<2#IT[""7+E]26QFVL6)%BTFHST(I+_W2YA>U@[POX,"KLW7S5LF?)[]\ M%NHS^?SSSR5QHL0R;LPXYZ;_.@HQX("86 \/#V4"@"-YTN0R><)D_>U]+;:; M/@P"+*Y=O2:'#AR2X\>/R^-
'CRU#H^T$;]6ZE42/$5T*%2XDZS:LT[:H)%,G M3I5$"1))Z*]#2XX<.63N_+GJVG\??$2?]Q_ GDTT_5>!(GBRY M3)T\U;GYOXY"%#@X)3@]DB5/)I]]]IEDS9)55J]8K;^]C\5VTX=!ZF:U <'2
M14NE>=/FZJH_>O2HNC&7+%TB&3-GE!@Q8TB'3AWDQLT;>@#AJ:CUNSWMNJV;_GO$V@,$QX\=EY;-6DJ<6''4 MM;IP\4(Y??JTM&G71B)%CB39$R:/$D-C]]^^ZT4+U9<-F[8 MJ)OW?
0&'JN%__BDU:]24+[_\T@X0CPV[9UF^3- MFU?5<*.J9,B0098L6O*O/QQ#!#@,(I\YX:-VZ?WA(W;ER)&B6JU*M33XX$\KHU\0GQ8D31_[WO_\I<'S]]=>2)W\> MV;1ETWL'CI">FQ
##A#YT,%#ZE'Y/-3G.L']^O=[KY,)A?2$NLE_8OY1,2Z< MOR"]NO>2B-]%E,R9,LN0 4/DYZH_2]BP8:5TR=)R:/\AN7/[CKIB,V?.K-^C MTBQ?9E-?GEN)DB9MX5U+L,9&,WS8<%7!
0ZD#N)+*E:J*,>.'_L@@".P\^+8 M-C#MH1 %CNT>VZ5@@8**QJE2II(9TV85?_!&+ND48O7K@H M?7OUE4@1(JE=H%F39I(A?09[1.CERY=E^[;M\G.5GR7\M^$E7H)XTK5G5W7-
M:NR'CR5Q^/4)*3+C]S[M+>U:M].8DD\^_D2!(\)W$:1A_89O'93VML\ ,#]Z M^$BE>_:A?_?B-Q-+XQQ3XQ^%#'"()8Z2R9@J=2KY[-//)$?V'+)^W7KK=W\> M)"0)9GO7J<\^+ZT3UAV[8A%K#S,?
_O.PU*Y16\5[[!:%"Q>6*%&B2*9,F63V MW-GRU^&_I&V;MA(G=APUB/Y8ZD?QV.5AGTO#\/#9@WL/=+/>OG/;,IB^Y<;S MCW3\3Y_)WCU[I=Q/Y32F!-
/")'C*QC9DQO2HX;^4V>@>LN7[HLJU>NEH4+ M%JJ[^\GC)W[>B_FZ?>NV'#MV3+R]O.7^W?M^MG6DD $.'\NC,G/Z3&6&+[_Z M4HH6*RK[#^X/L44%K/PB^GO\^+&<]CJM4A
6_>=/GSLW"W;R>>$C-Z_?E-V> MN\5SCZ?])'JGY//^@-HO4FG4)DT4S&=)HQ$B1I!X\>.I6[-2Q4JR:>,F&3)\ MB"1-FE2^_.)+#:H:,'" G+]X7BYO6JRL7+EW0W]]T M8@V927">"+_
@]#@T]ZG9>#@@5*^7'GITZN/G#][WKF92WK3L7+=HP>/9-.Z M35*[;FVI7[^^K%VUUGXB!D2!:1,8,@SR(1',O6']!LF2*8MN/+P17WW]E69/ M_]+J%YDP?H)DR9Y%0[C)_\!8RIK-
G#E3!@X<*.W:MI-I)U8I5)7^!_)(M M:S;)E"&3)II5JUI-QHX9JQ'+'%Z!F4?G-LZ\Y4A\CU<(6TNRI,GD?Q];]@W& M2G;LPD4+[>V"0K0GL6_+UBW2JW/?OZS9THV(&#P1F/2H?V M'31@)U:L6-
*Y2V=Y]/B1<_,@DYD T)@$.O(7SIXY*W?OW)7G+Y_[@^=S*=/ M9/.6S9(W?UX)'RZ\Y,V35]:N7?M:.U>D4.0/$_E'+U^\E&M7KLFH8:/4(T . M0Y=.7>3V[=O^W]/G[V?TLTT@">; ^G_K]BU=DP^%-
#!PQ4IKX[TR+!('D2!! M OFYVL]2N%!A=;U^_,G'>I+CRD>% 1A2I$@AB1,GED0)$TF\./'46\<'R3;, M-V'4SH!+M'FSYBJYL!G]FDJT7+]^7=V ME15T"2 7+%A0]N[=:]WCI74/_MZ]>U?
6_KY6*I2M()$C1=: .^:6>+;M* M;R0;^D4A AQLZ@,'#TCEJI7EBR^^D+CQXJKO/2CHZ8K,@MR]=U?V[-\COT[Z M51/H>O?H+7-GSY6#APZJ0.>'E[.3=Y+V368\'"!1([3FS=>$;
<_R[B=Y(H22(%]T\^_43S/SAX MHD:+*LE3))=L6;))OKSYI$SI,E*M6C5UY]:O5U\W6\W:-:5 _@*2+'$R==O& MCQ=?ZM6MIP5V_ (!UI]0=PR=2Q8OD9[=>DKG#IUEPJ\35*6]<>.&\R5ZS;7K
MUY2?/__BV[J5+E_Q=7U>D*H,-K'X=_ZLD3)!0[XND_F/Q'U7U M,GP?&$*:6[]^O7JB #-B95#MS#WXRP&^RW.7QLK$CA5;$B9**'7JUI'N/;I+ MFG1I-
(L="1F5Q:]G"1G@L"V4QS8/R9\OOYXD&$A_F_%;D"; F;@6(\^Y,^=D MR9(E4K])?4F?*;W$BAE+1:Q<.7.I-?[(D2.O/:QA5 U]3Y9,3S!.J$Z=._U= MR\'WO*B4+'\ON9W=0TZ2S-
^$7VRZ<^=/:=2!JY$1'&"A7;LV&%O MXTQ\!V @'2;18T:7C_[WD8K[&@OQV:>Z:3AL")+GSZ]_%3V)VG:K*FJF;-GS%9)9+IZ2G[]^U76P=KOF__/EFQ;(4,Z3]$*E>L;$DEB1))V_9M=0,XDY9\L&U6
MTO7[]NPK!?,7U)R3N+'C:DV-!O4:V(WYAAB[<25W[MQ9@" M.H_PRL%#AZ2J3=I"2M!@LE"?2XKD*63*Y"E^;EY7I(EW6[9*GMQY]+"J4;.&
MVDO,WB.WY_BIX]*E>Q>='Z3A1HT:R99M6V3WGMU2HTX-^>:;;R1W[MRR;MTZ M/_=LB '(@[U(8G;9R)RY_%,&]1LD18H4D2C1HZA> MB34;KPTG$ZK(VG5K7^O'$3@PMG&RA0\?
7AHV;*@BIVGC2# 'JM;@(8/U%*M6 MJ9JL6[-.G\NYK2NBC3-PH&]FSYY=JZ&9-L[7(-F0U%6]1G7)E3>7QKW I$$E M[G7O[CV9.VNNI$R>TG)Q=NBH:HOYW14%A4'?
E%@75*=QX\ITV=)I4K558IA=-9O2.V#P5YX%WG+%>SKH3&MVC90GG;&$91 MNR9.F.CO'+KZWO#G"AL@IDF3WL[/ O8*D9M*60QN^#1<^G-2J6TN- MRF;L5ZY>D7$3QTGJ=*E5!41Z0Z6C
#2J_XC1(U3"2YDJI4S[;9K>T]6X@QTX M6!0VP-3?IBICL @_EOSQC8-BN,9LY+Y]^^I&8".R8(B)1M1E8V;-GE66K5QF MO\9<[P@O'GZZ">F?WP#2(/451*(?#0S\\Y#4KEU;HT;-
&@(:Y#25_K&TC!TY5@[L M.R!7KU[5$QR>,1\S_WY]:(.*ADLW:8JDFF7;K7LWE2#MO]^Y*POF+Y#OO_]> M50PV*9(#8^&#.AL_?GP9/&BPR_$CX=2N4UO; 1JL+8?CQLT;[>-X_4+K6N?? MS'B0?
$:.'"F1(T51T C]96BUUP#XG3IU4M75M ^(U*MB]L\.?-8P%&GEIR[M<,YZ;IN*O^;W-9IU_$V8;R1C^HPR;_PNZKT:U9+MFS9)%V&=#)]YG3G MV]LI6(%#)\)V"MRX?D,G'3A2O7KMC;!
(6(O7CXZ*&L7KM:\QA8+)C, M ,=''WVDC/?%EU^H)3X@X #16D/RF]#?*&, 2IDR M9Y(Y\^?8F=<_XG> ,MTYTZ= Y0X^#>GY;*ER_2TI4^>$:-5T\9-->C)F>G\ M(MH09T R8:F2I;3?
U*E3R[1ITZSKG7G:QP+*/7OVR.(EB^7(L2,Z]L#T%50R MSXE] [71K"%_.63*5R@ORYKBXQ?Q&^N#9$727)(42108D#XX M3#!@YZ;;ZX'H!%+2I7L9RV4RGIN_!2
MO69U.7/NC+V=^6L^\#&V/^PF5Z]/!<$T*+.< M49TL0J0(JE?"#"F2I9 TJ=,H",!\!CB6KEAJC<,).%"=T!D__>13/=$QJAH; MAYT9?:R)W[QILXIZ1M>$.6+&C"E=.G?1)F
R#"$2ARV:Y!PF(N<.7.JL=*T M,<18SYT[IT6.\ IHG[:3!VFM0($"LG7;5OOB!D3ZO(\>R_(5RVVB;QH%/_1W MCRT>^GS&LFYO:U._\ 3 N 1A(=4AW84$T1]2S:R9L]1X:4YX@L#RYLNK;L2W
M+_ZL>F=F_C93 MTJ9*J_.=,U=.6;%RQ6L #7\Q/Z2*'#QX4.[.0E(U*M6N9I:X -B; -X M%R]>E-Z]>ZM7A<4BYF#/7LNG;D# C&_KUJUJNZ$M3 O#JV$YC658-FT#(N[+ M)AD]>K1Z%
[A?]:K55?,F;L&/5 <%C8@6.0:^#@_4#%2Q;7]2% C20]$[4 MX31ITR@(X6WR.N.EKEYB7(P*U*9M&[ELDWSTW@Z@9"0/LW_\HF '#CVQMVR6 MG+ESZ@(@>L^9/>>US1)88O"X-
'OVZ*DG,=)%Y@)9@<;T"5 M*E4D0Z8,^EQQXL51CX)__1GBOFR<4R=/28MF+12XHT>+KBY&I!#GMLS+IJV; MI%"Q0G:Q.V(DVPG=K)%WMZR>_=NJ5&UAATX %). M>\=Y5QYQ
@XDNJ)%BFJ9 ,-WM$'J0K*A MLU:J6DG1W_3'7Q;ZX(NWG:BJ>%BM>3"9-F"3%2Q17M8K3H4?W'BI2!D3F M?M@K"#F&$9,F22H3QT]4%<5QS/1/S &G:HQ8,>SV!AB[=)G2]GB3H*Q98(A[
M8K.:,V^.1(\573L.6D%;=NU53&=8":\9P0(FM_:M&^C M\TR-&-R\!.DY&A0-<""5,N^D]AMB;([4\0!(8$PUHS5ZAB^P_LE^&CADN) M$B4TABE*M"@2+U$\B1D[IF;38GPDMN:IC;_Q$LV?-
]^N)AGUV%1 PP,5E'EA M?*M_7ZV%GL.&"RO5:U67#9LV:,Q&Z&]"*T Q/W9I(Y#W=:9@!0Z=N/OW5-1% MQP*-RY8I*Z=.G KR(+D7@3;#1PQ7!@
I"Q0LH#5,^0V;0)$C!P@6MPC')DVE)>T>B/:^II&(U+D%2N,F#F#ECIHKP@,=/I7^2 MOP[^9;^O?\1&O7WSMHP;/4XE#L #Z84*WEQ+?SI?N$UGSU6=.T;L&-*Q:T=] M[TS5*E7UN0@(
GP,T/A'AK&1^# DDPXC&=>$%'#,GC-;/1X !Z?CA@T;@LPCSL0S<=KFR9='URMKYJPR>_9L MW?R/'S[62,GO?_A>W?A)DB61<;^.LVP0#Q_(_/GS-:X! (67U(7=\747MIE? M!8Y2%G #+C-
^9X8'$+IJ<2>.GUJ!154=6)1&C9K*-F_SR[QX\97NQ?\R_V0 M!%&O$R=/;(]")>8'&P01H(9/ D/UQ4%&W 8QKQZ[:H,&#Q !PTS4EH--#9M D-(&U90S$&I4JV*+A (
MW+)U2WU])+]1%0HKO/&CPX!:FG[4Z-<8WBRVGL)E++T7B_[X7_\&#MJH5\.V M@-A),*HU:=9$ V?P-,2)&T?! QE>_"?Z=S@8IE
MYDHMZB=.:@D]O$\YSDA>*Z4*5+*C*F6%!68/@%)3IBL.;+J]5J1 MRJ9C.X(I_R9MG;R/&-%CZ+P1XFP\2$@[N(8=YS&XB'NJNW[J5'UF-BG!2CMW M6"_I"N@9_2+&27X4L1VRU)
M^,J5*YI$QQH;?HH2-8JT_*6EW+Y[6^]OQ@8O[=R]4XJ5+*8 E#QE:+R M.-&GO#<((H6,YKDRI-+WP-#>@,J=,4*%?65#@ /P7C<#PE]^:KEDB1E$@5N M^%@KN+?^12Y?O&SO.S!DYI;Q\
(RH.ZC;M6K6TD.<9VK]2VO=HZ;]FU*P @<; M 5&\5=M6.@'H=$V;-K6_2S.P \5U105I7&HI4J>P$#AG3EFZ=*EN#$X6#*;4 M;S#B'1\L]<.'#M=[F+[XJ^K P8-
2M7)52U5Q>FF.BK&G3TN[]NTD=OF\!=K#I,D2B+CQXP/=)\&./ P&> @^I7-8]RLJ'KK-ZZ7 M(L6*J T$0R5 I<8^&W"4+%G2/LZ ^@PJ<3_B*)A_#(NL!XE81+GRVYL %=<@ M-6S?
L5U#T55BS)M'O09L4)Z;@X.3'T,W!T'//CWM8?U'CA[1D&NU\WQJN?I1 M+>O4KR.7KES2/LQ< !QJ?'UU"&&$'#UVM"RIUJLNL>;-4 M/4(*QR@[>=)D#?!CK.9^K 6)
<:C&],O\$U^R:L6J0*FGALS^X<3'P(&P MJ;2JM8\5ECUAP@2U/D<('T$9A?XP: WH/\!>^P+)A7]3IX'H.$*1,8X",$,' MOTI_MOV?+,I5*U=)CFPYE&&J5Z^NZA7/@VJ4/W]^/1DQ^&
[8LL&ZMS_/8A@" MM634J%$*'"QDL6+%M&0>OP-FA$)WZM))]6W"\J=,G:*@B#30IT\?!1L\#LP# M#.L?Z?P_LUXCH)*3@\3A"!PPC9>WEW3NUEEBQ8TE.7_(*5,F3=$0:IX1$;]"
MA0KJ$3+W#4XRDL&PP<,4.'C&LF7+VH$JJ,#!-0 P1FT,D<3JL%E0'ZY>OZJ_ M:^R(35U+EB29'D*\KF/#9DLUXL3?:%-O.)CP.$2/:JE/G-CD%K'QS;CT7O-HV!M85$($O#3UY
M]$06+5BDE=M9+W@=USB&]< 2]V-L3VT\=<:F O7HT<,>[Q0N;#B5=HW$R_/H M-6^YKL$*'$0=4H"%8!@#',U;-9>'C_T/=3;$).-A($=@8+^!FMO!XN!I&#EJ MI-X?
QB=@ID7K%CK910H645V6_A!/,?P@K3"9W]?-"

2R<0J"Z&AQMDVOT M/&]OVP;NV$DE)!)^2&DF+\9(*G@Y0GT12E*D2B%3ID]Y;>&=R<[(>_>J.M2X M46,UU+&0)&B9*N^,D2@]P AP+%NAK$94\AN&7T1Y@%%]\;5JJ#AM[N^+?"RI
MB:I:,"%&-?)X8!Q'X.!YN/>BQ8OT!.&C34D MP*B#U/#)S)(V[MGG8)R/'CM,<,8V1^=_':F!'RB(D?LSH,?8(VK>E8 4.%@G= MN%[]>G]+'+8-;M+I_1LPOW%*4X2D:J6J&N"%^Q5FIE0^OF[(&,"
(B4!"\ ME(J9;$PJ156M5M4NF= 66TC#Q@WU)&"!F5 *QR)(=FPR?%[8S2#D8FE(-:? MZP$J@L_8B)Q G/[\F^O,F!U)^[0M#'44"!4F9#U#Q@P2.5ID'1^%57 EL] @ M/V\IBQPELL1/$%^S+56$??
EWP!K,!&,B\1#GX:I/_!/91E6O]'^O5Z$@;-B;)<)4J M6'%%&#/[#^RO\\$'20>]G^\!^?[]^NM: [K9LF>3/_[XPQJW#320PD8,'Z%U M1&+&BJGSI7:)4)^I':M$T1)J<(;?
#6BQ+E9^_"7Y_3R\I)%2Q9*DV8-)8MMK\2,9;EV-1WCDX_U>4J4+*&)@8[7OPT% M.W!H E#S%G8#$W8#-I-IXQ^_?JJWLW"\?"(SNH>/&FY!PEN&C-F MC&Z,.C7KR(&]!W2B,<1JI&7! K)[[V[=G)S
V#R06$CHX;Y,)A-)1!UAR$PZ M"6"4?=--8Y,\;MVP7&#<@Q,)8Q,,3M 003QL-,CQ>H%1I M4ZE*P/-0E)<,3G(&%BQ:H"\>8O,P9C(:39^J1]L6N52I4LKLB-^H/(1+.Q/7
MX)GAU"I3IHP:'"GB0GHTP(&+&GL-C(_7J%>?7I(X26*U\R#.DPI ; K)3O3% MB4?L"7:FX":SD8F\-,]&[(ICK1;_> 0R,)PT.%5&4V M*KS'H8.>#T^JEVFAY67BH/ICW1*S!Q.\^;/4T,R\T-
;5!Y0KG%\KK;/VFG%L&QL@ MU[5[5_L[F_T:2U HV($#KT&'#AUTH\ 4Z.KFX?T:,-]C9R"/@TU$A"@H#G @ MRF)@):J0^Q,.2ZHPQ4X0O:CZ(]6*D+%RPL MQ0M;L1&-MV+A!W9LP.I&79$8HRAF;-
E5NF'BE#XT1,GLQB1>B"\6 @_?\TZ-=7SQ"G).U"QRAM& M41"US6/WKMU555%QOE9MM;M CH5Z809..20&I @^Y2N6UXA!C&/X[=NU:R<[
MMN]0US9@%35Z5"V80W"1NF\W;=9@*$WEMDEZO*;3W#^XB0VU=O5:R90^DZ5> MVJ0XU*6[]^_J[_[U:>:'3;QQ_4;EBX1)$JHWA/H3!)6QFHB@XO .%S8Q^1S8&SBT>
(=*O5KU=+V03CG@F.// M/K?XE(A/JK2?.'Y"U10B1O'B('C$O9K/AG'K;NW9,J,*1(G?ASEX2PYLLC, M^3-5732JCOGPWP#C =O:31P_0O03MMP(F THV8F*@4+B4J$H7/R
MY,GJ6@S[;5BUO[1JV4IFSIFI?0&D(#\Z, 9<\A&423)G4<,=_9@^^0LP*2#: M5 UB*U!;D+1(BS9%EYD30 /#,?TQ;P4*%5 PI(Y#PO@)56(C>A>/$N"0+$4R
MJ5BEHIZL]*$!0VM6:P0NXT&]XF0U3!JU9HUH--7(SUV1Y#ADX1',R'#<9'Z2[\>/'ZV&!KD\^#NHK M;DN>F_\FQ@%C.^L(\$R<.%%=]DBFA(AWZMI)DR)3)DLIF3)FDL%#!VNV-W$@
M1+]JKI3M4"$7B@0QXB\&#!B@E;3PY.S9YSK:F.\PG*(6[O3<*67*E=$UX)ZE MRI:2>8OFZ7YZ\RX ML;K_F%^\==06L9?*]#V];T3!#AQ8CJDAP 2 Y./&_EW3P"^F@($1YW!#$9J=
M)6L6S>SDQ$1WQ,I/4!1&O1]+_*B A+$3-8+KT75QSQ8I5$3]U8 '?6,L*UVV MM"(^(<"(I;GSY+8"=VP;+4^N/!H?PE@1[2=,FF"]Q-AA=LW]5ZU>);ERY5(& MQ A&FCWJP:%#AS1QC=H=B,JN)TI[
R)035MF6;>XS>F[=M5FD4]%O9(D81+E#8RM18H7D9$C1LK.;3N5SY"R!O3I;Y.>"VG8>J*$":1" ME0HR=?I4\?+V4ND8H.3E5O X8\+8/V+D"$O-];W]WIB"'3B(B&-3@\ *'./\ M!@XS<:=/GI;V;=JK=
($/'%-:038V7;-A@X92IFP9!8V"A0K*BN4K M+,;VL4XR3B+L'C!8I4(V)BD] .& M5+@BY!AP8Y.:=Z8ZAC4;,H"U?OUZ=5>2<,?]R<>AT \&3M2O6#%BZ08B$[9C MUX[Z#&P@PN>)?
*W7J)Y51:MQ4_GMM]\TE!SQW1@',=Z1X 63*TA7K"!>9WT# MV=L2:\3S$!=#SA"@0Q>)XT?'>.NF5JCJUJN;1E]BQ\&%3=;O ML&'#%&#U5'9AEP$(F$/$=22.:%&BR4^E?
I(ZM>M(\J3)535#$F7#&9 ";(AD MQ2U/&_BO>)'B,FKD*)4^L1=A]Z!L0M\^?;6ZN0$/-BP'!'R%9 L_HY82;(K6J:LGT..GKCT)7 \#LM"@ M=\D2)25MFK3*=!C)$'5AD!P_Y) NH&L!&,'."^YB@N'
1PJD=@8U._4P8 MD5@#OXCKT7,)9(+1*=9+0AC]H;K T&E2I9$2Q4MH_1,2Z!P+U@ >!PX=T A) MJF@A91B5B-_Y-]&Q>%&8"S8D0.A?.O6;D)D'#.=DB5)O0H'#)@'@-6N7CYHB]WE?9O
P^,J)P$5RY?L;ODS.]J=+3I>OWZ M]E/W;+HTZ:1)XR:R:8-5#=L_XGHV)8R*$9?WG"*]D Y.3@/>"NP9>P_LM2J9 MF_^QF _NRYH_UDC1'XLJF!8O6EQ3]QFG*V9W),/$Q(5@Y,/83)\8H%&!1HT8
MI9(%$A'S[_B\^LPV1G>>*_,[[8F[@9$Y+1';L0T%)6(Q,&1.\>4KEZLZ:CQF M_.6TQC[!-# F3G.>EU#\ENGC)91T6VG#"DT#9?U!_+?Z$ M(9I8HN8MFDOY\N4EQ_K;I.O+9Q8&H>FDTX9-
029XDN1JCJ*]Q^:J5M(X^](#@0,48."][[LV[-/'MZW/"0!D;D_ M;CR,5EZGO=3EQH=X#Z2#9R^>^1*9N0:WY[R%\Z1'SQZR;,DRW>B.177\(_KE M5,6F]B8/ND?!D*2IU5]KOB)4-\CQ<%R0UIFV?
@@Z3$LU#O%,,K MK[O$6(Y=!8F7X_'YNQ3%U,E3I6O7KNH1M!>I=G')FU*P 0=DROPM7[YQM7$RNOF,@F MT9P]=U8N7;CT1D8C1X8RM@)G]';.L4__F#H@
MT@0KFQ20/%5R%8DQ_JU>Y;LFZML28\1.01U:#-;H[X 'ZB+Z//:KD:-'2H=V M':12I4HJE2"9<3J3)U2C>@V9-'Z25C0W!O&@CH_VG,8<;+R(*+#S9N_+GZ9^ MK0O2^YRHJY]$A>/'SXL-
HWS(?:*804.-^/0P5PQ :%)P6U!/MA@ 6S;3\! M%$@P'"[!K78:"E;@X(%,?0G"M%%7R!0<.G2H+IJ98"9SXY:-FOF*CEOVI[)J MC#)M'._G^ DN,N,(+/.X(N>Q!>8^IM_
M'5%SOT%ME]7!,C#5).G3M9BQMA= M*!O NT;?YKZNB'NAYA&^_4O;7S2%',,AQE$,Q:@K IAWQB7D3+(%*Y5OY9* M*3MW[M2Z&:;,W9N2F7]'D \N)=>W>5;-]G4\,T'Z0+ M@N50F\2H M$6IG<
/&NR=42JT49@-O#)6X_R9,G!"B&]7.>]?+R4H,OV:IXGXQG M**3&X*;@H6 '#HB3!?V9NHHD69%[@I>%>AD8O BS[C>@GWB?\PY1/?D3;KQWL6E-'\[&1//]NQB#F]Z.0@0X6'25.HX=U1P/+..X
M^HAV0X<=/6*T%>WG%"+LII GLV$)2R>5GQ<]$\Y..OKA/T.FSJ@K<@8)_;@E MSW\,A0AP0# "+E1B)GBK/ %31+1MVKQ)XSI,S44WO5MBSHG?($FK0>,&\N77 M5LX,T8JX*4T;-
[G)/PHQX(!@0,TXO'Y- Y7P9SN[7-WT;@EI@C4A28XEU9IPNR=?XG3_.%SA24-K^,^@?"QR^%\[A$Y2VSHT#;.]\ M@8_3.74%/+5QI^VXL]8G!N*/VV=/A!OJZ-.)GE$=>K4T;>.44>5WWUGJCIU
MY&LC^-5._'E>/]K;Z?6V@:&ZLO\C5V5Q_GBR#G-@&U_V?0/Q,X;#/^ M[.DCN7;QK!SPW*4O1-J^.*^+#1G@NC^[?%N]C1V2'K>VV M;1ZR>^\!.7OINCQY];I'!0
6^<53N77UO.SWW*'%9KFW^7AX;)?]?QZ3&_<= MWH-BN_;%,ZZY)(?V[Y5M'AZRRW.?'/>^)/>?.&7_TO;I$[EYY8(-K&?>[R37EFO5+&WN[1O3MR^LA!
M'3/M>$FUX]CUP_@/'95;]Y[8YN2%7+]\0=:M6JYO+ILY8Z9LW+A1V_U]K8=X M[/"TS>MY>?0J8=;'YZ4\?7Q?+GJ=$,\=.UZ-:;]M3#?DZ7/?F\$'8^S#^W+> MZZ3LVL'8=LB^@X?EPK6[\NR%CY\
^/SQ0[GD;;MFYVXY?/*,/'CFNJTC<=WC M!W?%^_AAV;UGOYPZ?T5\OVW7-?%^.?I8[EZ[K2. MW^*)K:_-$6MRYN)U>?24]7:^[PMY8AO3N9/';- GRAPHIC 17 image_1.jpg begin 644 image_1.jpg
MB5!.1PT*&@H -24A$4@ 0X !&" 8]S7H0 UTDE$051X7NV= M!9P4QQ*'\R+$" 2"N[N[];A+D. 2W!V"N[MK\.#N$H+#88K/L[1G< 4FVWMO?D=V>Z9[NZG^7ST?B)C>YR4U!I(^?+DB;QX^>(_,
[EN M>GLR4NJS9_D_OW[^GGP\('RTX?$1P;8/C1 "RD*<>!@<1\^?"@G3IZ07;MW MR=ES9^79\V?.S=SD)E\$[[9[]R^*_OW[I=5JU;)ZM6K9?V&]7+BU D%DP^! M&">
=O'21;EW_Y[SS_]*"G'@X&0X,3I??/F+5FQ?+4T;MA$2I4J):5*EY)*E2O)D&%#Q-O;V_F2=TX&-+9Y M;).1HT)(B?0,)]&TY*%"LA M.[?O= .'F_PDO*X*&#I7S%\A+VV[2(T8,Z=BI MH]K-
WA6KK[Z2C!DSRNQ9LYV;_NLHQ(##Z*?7;UR746-& M2;3HT21BA(A2_>?JR[X#^Z1YRV:2+FT:J5JY MFFS9M$4.'SDL7;MUE7#APLEW$;Y3,+EYXZ;]NG=-+WULJM2MFS)^PGB)%B.: MA
H52I(D3B)C1X]U;OJOHQ %#NP;WC8]M'V[]A(Z=&B)&#&B-&G:Y#]C0'*3 M_V2D3D?)D\/F_/GS,FCH($F=-K7DRI5+YLV=)_?NW9-3ITY)RY8MY:LOOY((M$2)(K5JUY,KE*[[
YUW1\Q?/Y<2)$]*\>7,)'2:TA/H\E"1,F%!&CQSMW/1? M1R$.''\>^E.J5:DFGWSRB42/'EVZ=^^N+EDWN0G @$>,:Y4/ +%RY4K)ES^?
M)$R<2#IT[""7+E]26QFVL6)%BTFHST(I+_W2YA>U@[POX,"KLW7S5LF?)[]\ M%NHS^?SSSR5QHL0R;LPXYZ;_.@HQX("86 \/#V4"@"-YTN0R><)D_>U]+;:; M/@P"+*Y=O2:'#AR2X\>/R^-
'CRU#H^T$;]6ZE42/$5T*%2XDZS:LT[:H)%,G M3I5$"1))Z*]#2XX<.63N_+GJVG\??$2?]Q_ GDTT_5>!(GBRY M3)T\U;GYOXY"%#@X)3@]DB5/)I]]]IEDS9)55J]8K;^]C\5VTX=!ZF:U <'2
M14NE>=/FZJH_>O2HNC&7+%TB&3-GE!@Q8TB'3AWDQLT;>@#AJ:CUNSWMNJV;_GO$V@,$QX\=EY;-6DJ<6''4 MM;IP\4(Y??JTM&G71B)%CB39$R:/$D-C]]^^ZT4+U9<-F[8 MJ)OW?
0&'JN%__BDU:]24+[_\T@X0CPV[9UF^3- MFU?5<*.J9,B0098L6O*O/QQ#!#@,(I\YX:-VZ?WA(W;ER)&B6JU*M33XX$\KHU\0GQ8D31_[WO_\I<'S]]=>2)W\> MV;1ETWL'CI">FQ
##A#YT,%#ZE'Y/-3G.L']^O=[KY,)A?2$NLE_8OY1,2Z< MOR"]NO>2B-]%E,R9,LN0 4/DYZH_2]BP8:5TR=)R:/\AN7/[CKIB,V?.K-^C MTBQ?9E-?GEN)DB9MX5U+L,9&,WS8<%7!
0ZD#N)+*E:J*,>.'_L@@".P\^+8 M-C#MH1 %CNT>VZ5@@8**QJE2II(9TV85?_!&+ND48O7K@H M?7OUE4@1(JE=H%F39I(A?09[1.CERY=E^[;M\G.5GR7\M^$E7H)XTK5G5W7-
M:NR'CR5Q^/4)*3+C]S[M+>U:M].8DD\^_D2!(\)W$:1A_89O'93VML\ ,#]Z M^$BE>_:A?_?B-Q-+XQQ3XQ^%#'"()8Z2R9@J=2KY[-//)$?V'+)^W7KK=W\> M)"0)9GO7J<\^+ZT3UAV[8A%K#S,?
_O.PU*Y16\5[[!:%"Q>6*%&B2*9,F63V MW-GRU^&_I&V;MA(G=APUB/Y8ZD?QV.5AGTO#\/#9@WL/=+/>OG/;,IB^Y<;S MCW3\3Y_)WCU[I=Q/Y32F!-
/")'C*QC9DQO2HX;^4V>@>LN7[HLJU>NEH4+ M%JJ[^\GC)W[>B_FZ?>NV'#MV3+R]O.7^W?M^MG6DD $.'\NC,G/Z3&6&+[_Z M4HH6*RK[#^X/L44%K/PB^GO\^+&<]CJM4A
6_>=/GSLW"W;R>>$C-Z_?E-V> MN\5SCZ?])'JGY//^@-HO4FG4)DT4S&=)HQ$B1I!X\>.I6[-2Q4JR:>,F&3)\ MB"1-FE2^_.)+#:H:,'" G+]X7BYO6JRL7+EW0W]]T M8@V927">"+_
@]#@T]ZG9>#@@5*^7'GITZN/G#][WKF92WK3L7+=HP>/9-.Z M35*[;FVI7[^^K%VUUGXB!D2!:1,8,@SR(1',O6']!LF2*8MN/+P17WW]E69/ M_]+J%YDP?H)DR9Y%0[C)_\!8RIK-
G#E3!@X<*.W:MI-I)U8I5)7^!_)(M M:S;)E"&3)II5JUI-QHX9JQ'+'%Z!F4?G-LZ\Y4A\CU<(6TNRI,GD?Q];]@W& M2G;LPD4+[>V"0K0GL6_+UBW2JW/?OZS9THV(&#P1F/2H?V M'31@)U:L6-
*Y2V=Y]/B1<_,@DYD T)@$.O(7SIXY*W?OW)7G+Y_[@^=S*=/ M9/.6S9(W?UX)'RZ\Y,V35]:N7?M:.U>D4.0/$_E'+U^\E&M7KLFH8:/4(T . M0Y=.7>3V[=O^W]/G[V?TLTT@">; ^G_K]BU=DP^%-
#!PQ4IKX[TR+!('D2!! M OFYVL]2N%!A=;U^_,G'>I+CRD>% 1A2I$@AB1,GED0)$TF\./'46\<'R3;, M-V'4SH!+M'FSYBJYL!G]FDJT7+]^7=V ME15T"2 7+%A0]N[=:]WCI74/_MZ]>U?
6_KY6*I2M()$C1=: .^:6>+;M* M;R0;^D4A AQLZ@,'#TCEJI7EBR^^D+CQXJKO/2CHZ8K,@MR]=U?V[-\COT[Z M51/H>O?H+7-GSY6#APZJ0.>'E[.3=Y+V368\'"!1([3FS=>$;
<_R[B=Y(H22(%]T\^_43S/SAX MHD:+*LE3))=L6;))OKSYI$SI,E*M6C5UY]:O5U\W6\W:-:5 _@*2+'$R==O& MCQ=?ZM6MIP5V_ (!UI]0=PR=2Q8OD9[=>DKG#IUEPJ\35*6]<>.&\R5ZS;7K
MUY2?/__BV[J5+E_Q=7U>D*H,-K'X=_ZLD3)!0[XND_F/Q'U7U M,GP?&$*:6[]^O7JB #-B95#MS#WXRP&^RW.7QLK$CA5;$B9**'7JUI'N/;I+ MFG1I-
(L="1F5Q:]G"1G@L"V4QS8/R9\OOYXD&$A_F_%;D"; F;@6(\^Y,^=D MR9(E4K])?4F?*;W$BAE+1:Q<.7.I-?[(D2.O/:QA5 U]3Y9,3S!.J$Z=._U= MR\'WO*B4+'\ON9W=0TZ2S-
^$7VRZ<^=/:=2!JY$1'&"A7;LV&%O MXTQ\!V @'2;18T:7C_[WD8K[&@OQV:>Z:3AL")+GSZ]_%3V)VG:K*FJF;-GS%9)9+IZ2G[]^U76P=KOF__/EFQ;(4,Z3]$*E>L;$DEB1))V_9M=0,XDY9\L&U6
MTO7[]NPK!?,7U)R3N+'C:DV-!O4:V(WYAAB[<25W[MQ9@" M.H_PRL%#AZ2J3=I"2M!@LE"?2XKD*63*Y"E^;EY7I(EW6[9*GMQY]+"J4;.&
MVDO,WB.WY_BIX]*E>Q>='Z3A1HT:R99M6V3WGMU2HTX-^>:;;R1W[MRR;MTZ M/_=LB '(@[U(8G;9R)RY_%,&]1LD18H4D2C1HZA> MB34;KPTG$ZK(VG5K7^O'$3@PMG&RA0\?
7AHV;*@BIVGC2# 'JM;@(8/U%*M6 MJ9JL6[-.G\NYK2NBC3-PH&]FSYY=JZ&9-L[7(-F0U%6]1G7)E3>7QKW I$$E M[G7O[CV9.VNNI$R>TG)Q=NBH:HOYW14%A4'?
E%@75*=QX\ITV=)I4K558IA=-9O2.V#P5YX%WG+%>SKH3&MVC90GG;&$91 MNR9.F.CO'+KZWO#G"AL@IDF3WL[/ O8*D9M*60QN^#1<^G-2J6TN- MRF;L5ZY>D7$3QTGJ=*E5!41Z0Z6C
#2J_XC1(U3"2YDJI4S[;9K>T]6X@QTX M6!0VP-3?IBICL @_EOSQC8-BN,9LY+Y]^^I&8".R8(B)1M1E8V;-GE66K5QF MO\9<[P@O'GZZ">F?WP#2(/451*(?#0S\\Y#4KEU;HT;-

&@(:Y#25_K&TC!TY5@[L M.R!7KU[5$QR>,1\S_WY]:(.*ADLW:8JDFF7;K7LWE2#MO]^Y*POF+Y#OO_]> M50PV*9(#8^&#.AL_?GP9/&BPR_$CX=2N4UO; 1JL+8?CQLT;[>-X_4+K6N?? MS'B0?
$:.'"F1(T51T C]96BUUP#XG3IU4M75M ^(U*MB]L\,?-8P%&GEIR[M<,YZ;IN*O^;W-9IU_$V8;R1C^HPR;_PNZKT:U9+MFS9)%V&=#)]YG3G MV]LI6(%#)\)V"MRX?D,G'3A2O7KMC;!
(6(O7CXZ*&L7KM:\QA8+)C, M ,="WVDC/?%EU^H)3X@X #16D/RF]#?*&, 2IDR M9Y(Y\^?8F=<_XG> ,MTYTZ= Y0X^#>GY;*ER_2TI4^>$:-5T\9-->C)F>G\ M(MH09T R8:F2I;3?
U*E3R[1ITZSKG7G:QP+*/7OVR.(EB^7(L2,Z]L#T%50R MSXE] [71K"% .63*5R@ORYKBXQ?Q&^N#9$727)(42108D#XX M3#!@YZ;;ZX'H!%+2I7L9RV4RGIN_!2
MO69U.7/NC+V=^6L^\#&V/^PF5ZJ/!<$T*+.< M49TL0J0(JE?"#"F2I9 TJ=,H",!\!CB6KEAJC<,).%"=T!D__>13/=$QJAH; MAYT9?:R)W[QILXIZ1M>$.6+&C"E=.G?1)F
R#"$2ARV:Y!PF(N<.7 JL=*T M,<18SYT[IT6.\ IHG[:3!VFM0($"LG7;5OOB!D3ZO(\>R_(5RVVB;QH%/_1W MCRT>^GS&LFYO:U._\ 3 N 1A(=4AW84$T1]2S:R9L]1X:4YX@L#RYLNK;L2W
M+_ZL>F=F_C93 MTJ9*J_.=,U=.6;%RQ6L #7\Q/Z2*'#QX4.[.0E(U*M6N9I:X -B; -X M%R]>E-Z]>ZM7A<4BYF#/7LNG;D# C&_KUJUJNZ$M3 O#JV$YC658-FT#(N[+ M)AD]>K1Z%
[A?]:K55?,F;L&/5 <%C8@6.0:^#@_4#%2Q;7]2% C20]$[4 MX31ITR@(X6WR.N.EKEYB7(P*U*9M&[ELDWSTW@Z@9"0/LW_\HF '#CVQMVR6 MG+ESZ@(@>L^9/>>US1)88O"X-
'OVZ*DG,=)%Y@)9@<;T"5 M*E4D0Z8,^EQQXL51CX)__1GBOFR<4R=/28MF+12XHT>+KBY&I!#GMLS+IJV; MI%"Q0G:Q.V(DVPG=K)%WMZR>_=NJ5&UAATX %). M>\=Y5QYQ
@XDNJ)%BFJ9 ,-WM$'J0K*A MLU:J6DG1W_3'7Q;ZX(NWG:BJ>%BM>3"9-F"3%2Q17M8K3H4?W'BI2!D3F M?M@K"#F&$9,F22H3QT]4%<5QS/1/S &G:HQ8,>SV!AB[=)G2]GB3H*Q98(A[
M8K.:,V^.1(\573L.6D%;=NU53&=8":\9P0(FM_:M&^C M\TR-&-R\!.DY&A0-<""5,N^D]AMB;([4\0!{8$PUHS5ZAB^P_LE^&CADN) M$B4TABE*M"@2+U$\B1D[IF;38GPDMN:IC;_Q$LV?-
]^N)AGUV%1 PP,5E'EA M?*M_7ZV%GL.&"RO5:U67#9LV:,Q&Z&]"*T Q/W9I(Y#W=:9@!0Z=N/OW5-1% MQP*-RY8I*Z=.G KR(+D7@3;#1PQ7!@
I"Q0LH#5,^0V;0)$C!P@6MPC)DVE)>T>B/:^II&(U+D%2N,F#F#ECIHKP@,=/I7^2 MOP[^9;^O?\1&O7WSMHP;/4XE#L #Z84*WEQ+?SI?N$UGSU6=.T;L&-*Q:T=] M[TS5*E7UN0@(
GP,T/A'AK&1^# DDPXC&=>$%'#,GC-;/1X !Z?CA@T;@LPCSL0S<=KFR9='URMKYJPR>_9L MW?R/'S[62,GO?_A>W?A)DB61<;^.LVP0#Q_(_/GS-:X! (67U(7=\747MIE? M!8Y2%G #+C-
^9X8'$+IJ<2>.GUJ!154=6)1&C9K*-F_SR[QX\97NQ?\R_V0 M!%&O$R=/;(]")>8'&P01H(9/ D/UQ4%&W 8QKQZ[:H,&#Q !PTS4EH--#9M D-(&U90S$&I4JV*+A (
MW+)U2WU])+]1%0HKO/&CPX!:FG[4Z-<8WBRVGL)E++T7B_[X7_\&#MJH5\.V M@-A),*HU:=9$ V?P-,2)&T?! QE>_"?Z=S@8IE
MYDHMZB=.:@D]O$\YSDA>*Z4*5+*C*F6%!68/@%)3IBL.;+J]5J1 MRJ9C.X(I_R9MG;R/&-%CZ+P1XFP\2$@[N(8=YS&XB'NJNW[J5'UF-BG!2CMW M6"_I"N@9_2+&27X4L1VRU)
M^,J5*YI$QQH;?HH2-8JT_*6EW+Y[6^]OQ@8O[=R]4XJ5+*8 E#QE:+R M.-&GO#<((H6,YKDRI-+WP-#>@,J=,4*%?65#@ /P7C<#PE]^:KEDB1E$@5N M^%@KN+?^12Y?O&SO.S!DYI;Q\
(RH.ZC;M6K6TD.<9VK]2VO=HZ;]FU*P @<; M 5&\5=M6.@'H=$V;-K6_2S.P \5U105I7&HI4J>P$#AG3EFZ=*EN#$X6#*;4 M;S#B'1\L]<.'#M=[F+[X]^K P8-
2M7)52U5Q>FF.BK&G3TN[]NTD=OF\!=K#I,D2B+CQXP/=)\&./ P&> @^I7-8]RL]'KK-ZZ7 M(L6*J T$0R5 I<8^&W"4+%G2/LZ ^@PJ<3_B*)A_#(NL!XE81+GRVYL %=<@ M-6S?
L5U#T55BS)M'O09L4)Z;@X.3'T,W!T"//CWM8?U'CA[1D&NU\WQJN?I1 M+>O4KR.7KES2/LQ< !QJ?'UU"&&$'#UVM"RIUJLNL>;-4 M/4(*QR@[>=)D#?!CK.9^K 6)
<:C&],O\$U^R:L6J0*FGALS^X<3'P(&P MJ;2JM8\5ECUAP@2U/D<('T$9A?XP: WH/\!>^P+)A7]3IX'H.$*1,8X",$,' MOTI_MOV?+,I5*U=)CFPYE&&J5Z^NZA7/@VJ4/W]^/1DQ^&
[8LL&ZMS_/8A@" MM634J%$*"QDL6+%M&0>OP-FA$)WZM))]6W"\J=,G:*@B#30IT\?!1L\#LP# M#.L?Z?P_LUXCH)*3@\3A"!PPC9>WEW3NUEEBQ8TE.7_(*5,F3=$0:IX1$;]"
MA0KJ$3+W#4XRDL&PP<,4.'C&LF7+VH$JJ,#!-0 P1FT,D<3JL%E0'ZY>OZJ_ M:^R(35U+EB29'D*\KF/#9DLUXL3?:%-O.)CP.$2/:JE/G-CD%K'QS;CT7O-HV!M85$($O#3UY
M]$06+5BDE=M9+W@=USB&]< 2]V-L3VT\=<:F O7HT<,>[Q0N;#B5=HW$R_/H M-6^YKL$*'$0=4H"%8!@#',U;-9>'C_T/=3;$).-A($=@8+^!FMO!XN!I&#EJ MI-X?
QB=@ID7K%CK910H645V6_A!/,?P@K3"9W]?-"

2R<0J"Z&AQMDVOT M/&]OVP;NV$DE)!)^2&DF+\9(*G@Y0GT12E*D2B%3ID]Y;>&=R<[(>_>]J.M2X M46,UU+&0)&B9*N^,D2@]P AP+%NAK$94\AN&7T1Y@%%]\;5]J#AM[N^+?"RI
MB:I:,"%&-?)X8!Q'X.!YN/>BQ8OT!.&C34D MP*B#U/#)S)(V[MGG8)R/'CM,<,8V1^=_':F!'RB(D?LSH,?8(VK>E8 4.%@G= MN%[>G]+'+8-;M+I_1LPOW%*4X2D:J6J&N"%^Q5FIE0^OF[(&,"
(B4!"\ ME(J9;$PJ156M5M4NF= 66TC#Q@WU)&"!F5 *QR)(=FPR?%[8S2#D8FE(-:? MZP$J@L_8B)Q G/[\F^O,F!U)^[0M#'44"!4F9#U#Q@P2.5ID'1^%57 EL] @ M/V\IBQPELL1/$%^S+56$??
EWP!K,!&,B\1#GX:I/_!/91E6O]'^O5Z$@;-B;)<)4J M6'%%&#/[#^RO\\$'20>]G^\!^?[]^NM: [K9LF>3/_[XPQJW#320PD8,'Z%U M1&+&BJGSI7:)4)^I':M$T1)J<(;?
#6BQ+E9^_"7Y_3R\I)%2Q9*DV8-)8MMK\2,9;EV-1WCDX_U>4J4+*&)@8[7OPT% M.W!H E#S%G8#$W8#-I-IXQ^_?]JWLW"\?"(SNH>/&FY!PEN&C-F MC&Z,.C7KR(&]!W2B,<1JI&7! K)[[V[=G)S
V#R06$CHX;Y,)A-)1!UAR$PZ M"6"4?=--8Y,\;MVP7&#<@Q,)8Q,,3M 003QL-,CQ>H%1I M4ZE*P/-0E)<,3G(&%BQ:H"\>8O,P9C(:39^J1]L6N52I4LKLB-^H/(1+.Q/7
MX)GAU"I3IHP:'"GB0GHTP(&+&GL-C(_7J%>?7I(X26*U\R#.DPI ; K)3O3% MB4?L"7:FX":SD8F\-,]&[(ICK1;_> 0R,)PT.%5&4V M*KS'H8.>#T^JEVFAY67BH/ICW1*S!Q.\^;/4T,R\T-
;5!Y0KG%\KK;/VFG%L&QL@ MU[5[5_L[F_T:2U HV($#KT&'#AUTH\ 4Z.KFX?T:,-]C9R"/@TU$A"@H#G @ MRF)@):J0^Q,.2ZHPQ4X0O:CZ(]6*D+%RPL MQ0M;L1&-MV+A!W9LP.I&79$8HRAF;-
E5NF'BE#XT1,GLQB1>B"\6 @_?\TZ-=7SQ"G).U"QRAM& M41"US6/WKMU555%QOE9MM;M CH5Z809..20&I @^Y2N6UXA!C&/X[=NU:R<[
MMN]0US9@%35Z5"V80W"1NF\W;=9@*$WEMDEZO*;3W#^XB0VU=O5:R90^DZ5> MVJ0XU*6[]^_J[_[U:>:'3;QQ_4;EBX1)$JHWA/H3!)6QFHB@XO .%S8Q^1S8&SBT>
(=*O5KU=+V03CG@F.// M/K?XE(A/JK2?.'Y"U10B1O'B('C$O9K/AG'K;NW9,J,*1(G?ASEX2PYLLC, M^3-5732JCOGPWP#C =O:31P_0O03MMP(F THV8F*@4+B4J$H7/R
MY,GJ6@S[;5BUO[1JV4IFSIFI?0&D(#\Z, 9<\A&423)G4<,=_9@^^0LP*2#: M5 UB*U!;D+1(BS9%EYD30 /#,?TQ;P4*%5 PI(Y#PO@)56(C>A>/$N"0+$4R
MJ5BEHIZL]*$!0VM6:P0NXT&]XF0U3!JU9HUH--7(SUV1Y#ADX1',R'#<9'Z2[\>/'ZV&!KD\^#NHK M;DN>F_\FQ@%C.^L(\$R<.%%=]DBFA(AWZMI)DR)3)DLIF3)FDL%#!VNV-W$@
M1+]JKI3M4"$7B@0QXB\&#!B@E;3PY.S9YSK:F.\PG*(6[O3<*67*E=$UX)ZE MRI:2>8OFZ7YZ\RX ML;K_F%^\==06L9?*]#V];T3!#AQ8CJDAP 2 Y./&_EW3P"^F@($1YW!#$9J=
M)6L6S>SDQ$1WQ,I/4!1&O1)+_*B A+$3-8+KT75QSQ8I5$3]U8 '?6,L*UVV MM"(^(<"(I;GSY+8"=VP;+4^N/!H?PE@1[2=,FF"]Q-AA=LW]5ZU>);ERY5(& MQ A&FCWJP:%#AS1QC=H=B,JN)TI[
R)035MF6;>XS>F[=M5FD4]%O9(D81+E#8RM18H7D9$C1LK.;3N5SY"R!O3I;Y.>"VG8>J"$":1" ME0HR=?I4\?+V4ND8H.3E5O X8\+8/V+D"$O-J;W]WIB"'3B(B&-3@\ *'./\ M!@XS<:=/GI;V;=JK=
($/'%-:038V7;-A@X92IFP9!8V"A0K*BN4K M+,;VL4XR3B+L'C!8I4(V)BD] .& M5+@BY!AP8Y.:=Z8ZAC4;,H"U?OUZ=5>2<,?]R<>AT \&3M2O6#%BZ0BB[9C MUX[Z#&P@PN>)?
*W7J)Y51:MQ4_GMM]\TE!SQW1@',=Z1X 63*TA7K"!>9WT# MV=L2:\3S$!=#SA"@0Q>)XT?'>.NF5JCJUJN;1E]BQ\&%3=;O ML&'#%&#U5'9AEP$(F$/$=22.:%&BR4^E?
I(ZM>M(\J)535#$F7#&9 ";(AD MQ2U/&_BO>)'B,FKD*)4^L1=A]Z!L0M\^?;6ZN0$/-BP'!'R%9 L_HY82;(K6J:LGT..GKCT)7 \#LM"@ M=\D2)25MFK3*=!C)$'5AD!P_Y) NH&L!&,'."^YB@N'
1PJD=@8U._4P8 MD5@#OXCKT7,)9(+1*=9+0AC]H;K T&E2I9$2Q4MH_1,2Z!P+U@ >!PX=T A) MJF@A91B5B-_Y-]&Q>%&8"S8D0.A?.O6;D)D'#.=DB5)O0H'#)@'@-6N7CYHB]WE?9O
P^,J)P$5RY?L;ODS.]J=+3I>OWZ M]E/W;+HTZ:1)XR:R:8-5#=L_XGHV)8R*$9?WG"*]D Y.3@/>"NP9>P_LM2J9 MF_^QF _NRYH_UDC1'XLJF!8O6EQ3]QFG*V9W),/$Q(5@Y,/83)\8H%&!1HT8
MI9(%$A'S[_B\^LPV1G>>*_,[[8F[@9$Y+1';L0T%)6(Q,&1.\>4KEZLZ:CQF M_6TQC[!-# F3G.>EU#\ENGC)91T6VG#"DT#9?U!_+?Z$ M(9I8HN8MFDOY\N4EQ_K;I.O+9Q8&H>FDTX9-
029XDN1JCJ*Q^:J5M(X^](#@0,48."][[LV[-/'MZW/"0!D;D_ M;CR,5EZGO=3EQH=X#Z2#9R^>^1*9N0:WY[R%Z1'SQZR;,DRW>B.177\(_KE M5,6F]B8/ND?!D*2IU5]KOB)4-\CQ<%R0UIFV?
@@Z3$LU#0%,,K MK[O$6(Y=!8F7X_'YNQ3%U,E3I6O7KNH1M!>I=G')FU*P 0=DROPM7[YQM7$RNOF,@F MT9P]=U8N7;CT1D8C1X8RM@)G]';.L4__F#H@
MT@0KFQ20/%5R%8DQ_JU>Y;LFZML28\1.01U:#-;H[X 'ZB+Z/:KD:-'2H=V M':12I4HJE2"9<3J3)U2C>@V9-'Z25C0W!O&@CH_VG,8<;+R(*+#S9N_+GZ9^ MK0O2^YRHJY]$A>/'SXL-
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Cover Page - shares	9 Months Ended Sep. 30, 2024	Oct. 31, 2024
Document Information [Line Items]		
Document Type	10-Q	
Document Quarterly Report	true	
Document Period End Date	Sep. 30, 2024	
Document Transition Report	false	
Entity File Number	001-38658	
Entity Registrant Name	EVENTBRITE, INC.	
Entity Incorporation, State or Country Code	DE	
Entity Tax Identification Number	14-1888467	
Entity Address, Address Line One	95 Third Street,	
Entity Address, Address Line Two	2nd Floor	
Entity Address, City or Town	San Francisco	
Entity Address, State or Province	CA	
Entity Address, Postal Zip Code	94103	
City Area Code	415	
Local Phone Number	692-7779	
Title of 12(b) Security	Class A common stock, $0.00001 par value	
Trading Symbol	EB	
Security Exchange Name	NYSE	
Entity Current Reporting Status	Yes	
Entity Interactive Data Current	Yes	
Entity Filer Category	Large Accelerated Filer	
Entity Small Business	false	
Entity Emerging Growth Company	false	
Entity Shell Company	false	
Document Fiscal Period Focus	Q3	
Amendment Flag	false	
Document Fiscal Year Focus	2024	
Current Fiscal Year End Date	--12-31	
Entity Central Index Key	0001475115	
Class A Common Stock		
Document Information [Line Items]		
Entity Common Stock, Shares Outstanding		81,233,850
Class B Common Stock		
Document Information [Line Items]		
Entity Common Stock, Shares Outstanding		15,647,029

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CONDENSED CONSOLIDATED BALANCE SHEETS - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Current assets		
Cash and cash equivalents	$ 530,957	$ 489,200
Funds receivable	30,190	48,773
Short-term investments, at amortized cost	24,665	153,746

Accounts receivable, net	3,224	2,814
Creator signing fees, net	4,399	634
Creator advances, net	6,157	2,804
Prepaid expenses and other current assets	11,692	13,880
Total current assets	611,284	711,851
Creator signing fees, net, noncurrent	3,924	1,303
Property and equipment, net	13,549	9,384
Operating lease right-of-use assets	950	177
Goodwill	174,388	174,388
Acquired intangible assets, net	7,017	13,314
Other assets	6,261	2,913
Total assets	817,373	913,330
Current liabilities		
Accounts payable, creators	355,074	303,436
Accounts payable, trade	1,127	1,821
Chargebacks and refunds reserve	9,057	8,088
Accrued compensation and benefits	5,506	17,522
Accrued taxes	5,243	8,796
Operating lease liabilities	2,010	1,523
Other accrued liabilities	13,542	16,425
Total current liabilities	391,559	357,611
Accrued taxes, noncurrent	4,546	4,526
Operating lease liabilities, noncurrent	956	1,768
Long-term debt	240,395	357,668
Other liabilities	79	0
Total liabilities	637,535	721,573
Commitments and contingencies (Note 17)		
Stockholders' equity		
Preferred stock, $0.00001 par value; 100,000,000 shares authorized, no shares issued or outstanding as of September 30, 2024 and December 31, 2023	0	0
Common stock, $0.00001 par value; 1,100,000,000 shares authorized; 96,399,619 shares issued and outstanding as of September 30, 2024; 101,276,416 shares issued and outstanding as of December 31, 2023	1	1
Additional paid-in capital	1,041,894	1,007,190
Treasury stock, at cost; 7,243,283 shares of common stock as of September 30, 2024 and no shares as of December 31, 2023	(39,428)	0
Accumulated deficit	(822,629)	(815,434)
Total stockholders' equity	179,838	191,757
Total liabilities and stockholders' equity	$ 817,373	$ 913,330

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CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) - $ / shares	Sep. 30, 2024	Dec. 31, 2023
Statement of Financial Position [Abstract]		
Preferred stock, par value (in dollars per share)	$ 0.00001	$ 0.00001
Preferred stock, shares authorized (in shares)	100,000,000	100,000,000
Preferred stock, shares issued (in shares)	0	0
Preferred stock, shares outstanding (in shares)	0	0
Common stock, par value (in dollars per share)	$ 0.00001	$ 0.00001
Common stock, shares authorized (in shares)	1,100,000,000	1,100,000,000
Common stock, shares issued (in shares)	96,399,619	101,276,416
Common stock, shares outstanding (in shares)	96,399,619	101,276,416
Treasury stock, common shares (in shares)	7,243,283	0

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS - USD ($) shares in Thousands, $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Income Statement [Abstract]				
Net revenue	$ 77,801	$ 81,544	$ 248,604	$ 238,370
Cost of net revenue	24,543	25,867	74,186	76,865
Gross profit	53,258	55,677	174,418	161,505
Operating expenses				
Product development	22,586	23,041	75,327	73,091
Sales, marketing and support	23,694	21,063	69,084	53,802
General and administrative	15,930	23,137	52,983	66,681
Total operating expenses	62,210	67,241	197,394	193,574
Loss from operations	(8,952)	(11,564)	(22,976)	(32,069)
Interest income	6,056	7,569	20,845	19,948
Interest expense	(2,084)	(2,821)	(7,690)	(8,359)
Other income (expense), net	1,420	(2,357)	3,892	(3,230)
Loss before income taxes	(3,560)	(9,173)	(5,929)	(23,710)
Income tax provision	208	762	1,266	1,832
Net loss	$ (3,768)	$ (9,935)	$ (7,195)	$ (25,542)
Net loss per share, basic (in dollars per share)	$ (0.04)	$ (0.10)	$ (0.08)	$ (0.26)
Net loss per share, diluted (in dollars per share)	$ (0.04)	$ (0.10)	$ (0.08)	$ (0.26)
Weighted-average number of shares outstanding used to compute net loss per share, basic (in shares)	96,498	100,540	95,571	100,030
Weighted-average number of shares outstanding used to compute net loss per share, diluted (in shares)	96,498	100,540	95,571	100,030

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CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY - USD ($) $ in Thousands	Total	Common Stock Common Stock-Class A	Common Stock Common Stock-Class B	Treasury Stock	Additional Paid-In Capital	Accumulated Deficit
Beginning balance (in shares) at Dec. 31, 2022		81,529,265	17,640,167			
Beginning balance at Dec. 31, 2022	$ 166,555	$ 1			$ 955,509	$ (788,955)
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Issuance of common stock upon exercise of stock options (in shares)		77,378				
Issuance of common stock upon exercise of stock options	463				463	
Issuance of restricted stock awards (in shares)		10,375				
Issuance of common stock for settlement of RSUs (in shares)		551,060				
Shares withheld related to net share settlement (in shares)		(193,445)				
Shares withheld related to net share settlement	(1,822)				(1,822)	
Stock-based compensation	12,365				12,365	
Net income (loss)	(12,686)					(12,686)
Ending balance (in shares) at Mar. 31, 2023		81,974,633	17,640,167			
Ending balance at Mar. 31, 2023	164,875	$ 1			966,515	(801,641)
Beginning balance (in shares) at Dec. 31, 2022		81,529,265	17,640,167			

Beginning balance at Dec. 31, 2022	166,555	$ 1			955,509	(788,955)
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Net income (loss)	(25,542)					
Ending balance (in shares) at Sep. 30, 2023		84,958,338	15,662,672			
Ending balance at Sep. 30, 2023	179,334	$ 1			993,830	(814,497)
Beginning balance (in shares) at Mar. 31, 2023		81,974,633	17,640,167			
Beginning balance at Mar. 31, 2023	164,875	$ 1			966,515	(801,641)
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Issuance of common stock upon exercise of stock options (in shares)		46,035				
Issuance of common stock upon exercise of stock options	285				285	
Issuance of restricted stock awards (in shares)		1,964				
Issuance of common stock for settlement of RSUs (in shares)		609,839				
Shares withheld related to net share settlement (in shares)		(199,245)				
Shares withheld related to net share settlement	(1,379)				(1,379)	
Issuance of common stock for 2018 Employee Stock Purchase Plan (ESPP) Purchase (in shares)		91,827				
Issuance of common stock for 2018 Employee Stock Purchase Plan (ESPP) Purchase	567				567	
Stock-based compensation	14,987				14,987	
Net income (loss)	(2,921)					(2,921)
Ending balance (in shares) at Jun. 30, 2023		82,525,053	17,640,167			
Ending balance at Jun. 30, 2023	176,414	$ 1			980,975	(804,562)
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Issuance of common stock upon exercise of stock options (in shares)		25,296				
Issuance of common stock upon exercise of stock options	182				182	
Issuance of restricted stock awards (in shares)		13,261				
Issuance of common stock for settlement of RSUs (in shares)		623,096				
Shares withheld related to net share settlement (in shares)		(205,863)				
Shares withheld related to net share settlement	(2,285)				(2,285)	
Conversion of Class B common stock to Class A common stock (in shares)		1,977,495	(1,977,495)			
Stock-based compensation	14,958				14,958	
Net income (loss)	(9,935)					(9,935)
Ending balance (in shares) at Sep. 30, 2023		84,958,338	15,662,672			
Ending balance at Sep. 30, 2023	$ 179,334	$ 1			993,830	(814,497)
Beginning balance (in shares) at Dec. 31, 2023	101,276,416	85,614,983	15,661,433			
Beginning balance at Dec. 31, 2023	$ 191,757	$ 1		$ 0	1,007,190	(815,434)
Beginning balance, treasury stock (in shares) at Dec. 31, 2023	0			0		
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Issuance of restricted stock awards (in shares)		9,665				
Issuance of common stock for settlement of RSUs (in shares)		887,751				
Shares withheld related to net share settlement (in shares)		(305,537)				
Shares withheld related to net share settlement	$ (2,612)				(2,612)	
Repurchase of common stock (in shares)		2,652,174		2,652,174		
Repurchase of common stock	(15,055)			$ (15,055)		
Stock-based compensation	14,523				14,523	
Net income (loss)	(4,490)					(4,490)
Ending balance (in shares) at Mar. 31, 2024		83,554,688	15,661,433			
Ending balance at Mar. 31, 2024	$ 184,123	$ 1		$ (15,055)	1,019,101	(819,924)
Ending balance, treasury stock (in shares) at Mar. 31, 2024				2,652,174		
Beginning balance (in shares) at Dec. 31, 2023	101,276,416	85,614,983	15,661,433			
Beginning balance at Dec. 31, 2023	$ 191,757	$ 1		$ 0	1,007,190	(815,434)
Beginning balance, treasury stock (in shares) at Dec. 31, 2023	0			0		
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Repurchase of common stock (in shares)	7,243,283					
Repurchase of common stock	$ (39,400)					
Net income (loss)	$ (7,195)					
Ending balance (in shares) at Sep. 30, 2024	96,399,619	80,751,190	15,648,429			
Ending balance at Sep. 30, 2024	$ 179,838	$ 1		$ (39,428)	1,041,894	(822,629)
Ending balance, treasury stock (in shares) at Sep. 30, 2024	7,243,283			7,243,283		
Beginning balance (in shares) at Mar. 31, 2024		83,554,688	15,661,433			
Beginning balance at Mar. 31, 2024	$ 184,123	$ 1		$ (15,055)	1,019,101	(819,924)
Beginning balance, treasury stock (in shares) at Mar. 31, 2024				2,652,174		
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Issuance of restricted stock awards (in shares)		11,754				
Issuance of common stock for settlement of RSUs (in shares)		1,836,278				
Shares withheld related to net share settlement (in shares)		(604,997)				
Shares withheld related to net share settlement	(3,164)				(3,164)	
Issuance of common stock for 2018 Employee Stock Purchase Plan (ESPP) Purchase (in shares)		107,266				
Issuance of common stock for 2018 Employee Stock Purchase Plan (ESPP) Purchase	454				454	
Repurchase of common stock (in shares)		4,135,795		4,135,795		
Repurchase of common stock	(22,129)			$ (22,129)		
Stock-based compensation	15,814				15,814	
Net income (loss)	1,063					1,063
Ending balance (in shares) at Jun. 30, 2024		80,769,194	15,661,433			
Ending balance at Jun. 30, 2024	176,161	$ 1		$ (37,184)	1,032,205	(818,861)
Ending balance, treasury stock (in shares) at Jun. 30, 2024				6,787,969		
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Issuance of restricted stock awards (in shares)		13,867				
Issuance of common stock for settlement of RSUs (in shares)		638,242				
Shares withheld related to net share settlement (in shares)		(227,803)				
Shares withheld related to net share settlement	(1,061)				(1,061)	
Conversion of Class B common stock to Class A common stock (in shares)		13,004	(13,004)			
Repurchase of common stock (in shares)		455,314		455,314		
Repurchase of common stock	(2,244)			$ (2,244)		
Stock-based compensation	10,750				10,750	
Net income (loss)	$ (3,768)					(3,768)
Ending balance (in shares) at Sep. 30, 2024	96,399,619	80,751,190	15,648,429			
Ending balance at Sep. 30, 2024	$ 179,838	$ 1		$ (39,428)	$ 1,041,894	$ (822,629)
Ending balance, treasury stock (in shares) at Sep. 30, 2024	7,243,283			7,243,283		

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - USD ($) $ in Thousands	**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**
Cash flows from operating activities		

Net loss	$ (7,195)	$ (25,542)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	11,189	9,934
Stock-based compensation expense	39,484	41,161
Amortization of debt discount and issuance costs	1,512	1,557
Loss on debt extinguishment	315	0
Unrealized (gain) loss on foreign currency exchange	741	(103)
Accretion on short-term investments	(3,112)	(5,477)
Non-cash operating lease expenses	463	5,088
Amortization of creator signing fees	777	742
Changes related to creator advances, creator signing fees, and allowance for credit losses	(2,434)	(1,671)
Provision for chargebacks and refunds	21,015	9,549
Gain on litigation settlement	(3,927)	0
Other	796	1,464
Changes in operating assets and liabilities		
Accounts receivable	(1,731)	(1,181)
Funds receivable	18,480	10,917
Creator signing fees and creator advances	(6,327)	44
Prepaid expenses and other assets	2,767	2,900
Accounts payable, creators	53,423	64,711
Accounts payable	(675)	328
Chargebacks and refunds reserve	(20,461)	(12,681)
Accrued compensation and benefits	(12,016)	4,198
Accrued taxes	(4,315)	(7,846)
Operating lease liabilities	(1,561)	(2,563)
Other accrued liabilities	(1,580)	6,271
Net cash provided by operating activities	85,628	101,800
Cash flows from investing activities		
Purchases of short-term investments	(136,808)	(273,677)
Maturities of short-term investments	269,001	211,000
Purchases of property and equipment	(585)	(991)
Capitalized internal-use software development costs	(6,964)	(4,848)
Net cash provided by (used in) investing activities	124,644	(68,516)
Cash flows from financing activities		
Principal repayment of debt obligations	(120,450)	0
Repurchase of common stock	(39,296)	0
Proceeds from exercise of stock options	0	930
Taxes paid related to net share settlement of equity awards	(6,837)	(5,486)
Proceeds from issuance of common stock under ESPP	454	567
Principal payments on finance lease obligations	0	(1)
Net cash used in financing activities	(166,129)	(3,990)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(2,386)	(925)
Net increase in cash, cash equivalents and restricted cash	41,757	28,369
Cash, cash equivalents and restricted cash		
Beginning of period	489,200	540,174
End of period	530,957	568,543
Supplemental cash flow data		
Interest paid	5,346	5,336
Income taxes paid, net of refunds	1,229	517
Non-cash investing and financing activities		
Operating lease right-of-use assets obtained in exchange for operating lease liabilities	1,112	0
Reduction of right-of-use assets due to modification or exit	$ 0	$ 3,917

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Overview and Basis of Presentation	**9 Months Ended Sep. 30, 2024**
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Overview and Basis of Presentation	Overview and Basis of Presentation

Description of Business

Eventbrite, Inc. (Eventbrite or the Company) operates a two-sided marketplace that connects millions of creators and consumers every month to share their passions, artistry and causes through live experiences. Creators use the Company's highly-scalable self-service ticketing and marketing tools to plan, promote and sell tickets to their events and event seekers use the Company's website and mobile application to discover and purchase tickets to experiences they love.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) and the applicable rules and regulations of the Securities and Exchange Commission (SEC) for interim financial information. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements.

The accompanying unaudited condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and, in the opinion of management, reflect all adjustments of a normal and recurring nature considered necessary to state fairly the Company's consolidated financial position, results of operations and cash flows for the interim periods. The condensed consolidated balance sheet at December 31, 2023 has been derived from audited consolidated financial statements as of that date. All intercompany transactions and balances have been eliminated. The interim results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024 or for any other future annual or interim period.

The information included in this Quarterly Report on Form 10-Q should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Quantitative and Qualitative Disclosures About Market Risk" and the Consolidated Financial Statements and notes thereto included in Items 7, 7A and 8, respectively, in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 (2023 Form 10-K).

Significant Accounting Policies

There have been no changes to the Company's significant accounting policies described in the 2023 Form 10-K that have had a material impact on the Company's unaudited condensed consolidated financial statements and related notes.

Use of Estimates

In order to conform with U.S. GAAP, the Company is required to make certain estimates, judgments and assumptions when preparing its condensed consolidated financial statements. These estimates, judgments and assumptions affect the reported assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenue and expenses during the reported periods. These estimates include, but are not limited to, the recoverability of creator signing fees and creator advances, chargebacks and refunds reserve, certain assumptions used in the valuation of equity awards, assumptions used in determining the fair value of business combinations, the allowance for credit losses, and indirect tax reserves. The Company evaluates these estimates on an ongoing basis. Actual results could differ from those estimates and such differences could be material to the Company’s condensed consolidated financial statements.

Comprehensive Loss

For all periods presented, comprehensive loss equaled net loss. Therefore, the condensed consolidated statements of comprehensive l have been omitted from the unaudited condensed consolidated financial statements.

Segment Information

The Company’s Chief Executive Officer (CEO) is the chief operating decision maker. The Company's CEO reviews discrete financial information presented on a consolidated basis for purposes of allocating resources and evaluating the Company’s financial performance. Accordingly, the Company has determined that it operates as a single operating segment and has one reportable segment.

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Restructuring	**9 Months Ended Sep. 30, 2024**
Restructuring and Related Activities [Abstract]	
Restructuring	Restructuring

2024 Reduction in Force

On August 7, 2024, the board of directors of the Company approved a reduction in force designed to reduce operating costs and which resulted in the termination of approximately 11% of the Company’s

workforce, or approximately 100 employees. The Company incurred $5.4 million in connection with the reduction in force during the three months ended September 30, 2024, which consisted of costs related to severance and other employee termination benefits. The actions associated with the reduction in force and the costs incurred were substantially complete as of the third quarter of 2024.

The following table is a summary of the reduction in force related costs for the three months ended September 30, 2024 (in thousands):

	Three Months Ended September 30, 2024		
	Severance and other termination benefits	Computer equipment disposals	Total
Product development	3,424	—	3,424
Sales, marketing and support	535	—	535
General and administrative	1,395	63	1,458
Total	$ 5,354	$ 63	$ 5,417

The following table is a summary of the changes in the reduction in force related liabilities, included within accrued compensation and benefits and other accrued liabilities on the condensed consolidated balance sheets (in thousands):

Balance as of January 1, 2024	$ —
Reduction in force related costs accrued	5,417
Cash payments	(4,409)
Non-cash applied	(63)
Balance as of September 30, 2024	$ 945

2023 Restructuring

In February 2023, the board of directors of the Company approved a restructuring plan designed to reduce operating costs, drive efficiencies by consolidating development and support talent into regional hubs, and enable investment for potential long-term growth. As of September 30, 2024, the Company has substantially completed the 2023 restructuring plan.

The following table is a summary of the 2023 restructuring related costs for the three and nine months ended September 30, 2023 (in thousands):

	Three Months Ended September 30, 2023			Nine Months Ended September 30, 2023		
	Severance and other termination benefits	Lease abandonment and related charges	Total	Severance and other termination benefits	Lease abandonment and related charges	Total
Cost of net revenue	$ 237	$ —	$ 237	$ 1,259	$ 426	$ 1,685
Product development	140	—	$ 140	5,385	1,346	6,731
Sales, marketing and support	94	—	$ 94	1,406	1,041	2,447
General and administrative	279	4	$ 283	2,778	1,491	4,269
Total	$ 750	$ 4	$ 754	$ 10,828	$ 4,304	$ 15,132

The following table is a summary of the changes in the 2023 restructuring related liabilities included within accrued compensation and benefits and other accrued liabilities on the condensed consolidated balance sheets (in thousands):

Balance as of January 1, 2023	$ —
Restructuring related costs accrued	16,294
Cash payments	(9,770)
Non-cash applied	(4,388)
Balance as of December 31, 2023	$ 2,136
Restructuring related costs accrued	242
Cash payments	$ (2,378)
Balance as of September 30, 2024	$ —

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Revenue Recognition

9 Months Ended
Sep. 30, 2024

Revenue from Contract with Customer [Abstract]

Revenue Recognition

Revenue Recognition

The Company derives its revenues from a mix of marketplace activities. Revenue is primarily derived from ticketing fees and payment processing fees. The Company also derives a portion of revenues from organizer fees and advertising services. The Company's customers are event creators who use the Company's platform to sell tickets and market events to consumers. Revenue is recognized when or as control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to receive in exchange for those goods or services.

Ticketing Revenue

For ticketing services, the Company's service provides a platform to the event creator and consumer to transact. The Company's performance obligation is to facilitate and process that transaction and issue the ticket, and ticketing revenue is recognized by the Company when the ticket is sold. The amount that the Company earns for its ticketing services consists of a flat fee and a fixed percentage-based fee per ticket. The Company records ticketing revenue on a net basis related to its ticketing service fees.

For payment processing services, the Company provides the event creator with the choice of whether to use Eventbrite Payment Processing (EPP) or to use a third-party payment processor, referred to as Facilitated Payment Processing (FPP).

Under the EPP option, the Company is the merchant of record and is responsible for processing the transaction and collecting the face value of the ticket and all associated fees at the time the ticket is sold. The Company is also responsible for remitting these amounts collected, less the Company's fees, to the event creator. For EPP services, the Company determined that it is the principal in providing the service as the Company is responsible for fulfilling the promise to process the payment and has discretion in establishing the price of its service. As a result, the Company records revenue on a gross basis related to its EPP service fees. Costs incurred for processing the ticketing transactions are included in cost of net revenues in the condensed consolidated statements of operations. Under the FPP option, the Company is not responsible for processing the transaction or collecting the face value of the ticket and associated fees. In this case, the Company records revenue on a net basis related to its FPP service fees.

Revenue is presented net of indirect taxes, customer refunds, payment chargebacks, estimated uncollectible amounts, creator royalties and amortization of creator signing fees. As part of its commercial agreements, the Company offers upfront payments to qualifying creators entering into new or renewed ticketing arrangements in order to incentivize them to organize certain events on the Company's platform or obtain exclusive rights to ticket their events.

If an event is canceled by a creator, then any obligations to provide refunds to event attendees are the responsibility of that creator. If a creator is unwilling or unable to fulfill their refund obligations, the Company may, at its discretion, provide attendee refunds.

Advertising Revenue

Advertising revenue represents services that enable creators to promote featured content on the Eventbrite platform or mobile application. The Company considers that it satisfies its performance obligation as it provides the services to customers and recognizes revenue as advertising impressions are displayed to consumers.

Organizer Fee Revenue

In 2023, the Company expanded access to its comprehensive suite of event marketing tools to all creators and introduced new pricing plans and subscription packages to creators when publishing events on the Eventbrite marketplace. Under this pricing plan, the Company charged an organizer fee under two plan options. The Flex plan was charged per event and the Pro plan was a monthly or annual subscription to publish unlimited events.

In the third quarter of 2024, the Company discontinued the Flex plan and returned to a model that enables creators to publish their events at no cost on the Eventbrite marketplace. Creators continue to have the option to subscribe to the Pro plan, available on an annual or monthly basis, which offers enhanced event marketing capabilities. The Company considers that it satisfies its performance obligation as it provides the subscribed services under the plan and recognizes revenue ratably over the subscription period. Organizer fees are nonrefundable.

Creator Signing Fees, Net

Creator signing fees are incentives that are offered and paid by the Company to secure exclusive ticketing and payment processing rights with certain creators. Creator signing fees are presented net of reserves on the condensed consolidated balance sheet. The benefit the Company receives by securing exclusive ticketing and payment processing rights with certain creators from creator signing fees is inseparable from the customer relationship with the creators and accordingly the amortization of these fees is recorded as a reduction of revenue in the condensed consolidated statements of operations.

As of September 30, 2024, the balance of creator signing fees, net is being amortized over a weighted-average remaining contract life of 4.0 years on a straight-line basis. The write-offs and other adjustments for the nine months ended September 30, 2024 include a reserve release to reflect losses recovered from a litigation settlement in June 2024. The following table summarizes the activity in creator signing fees for the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Balance, beginning of period	$ 5,154	$ 2,569	$ 1,937	$ 1,748
Creator signing fees paid	3,195	—	4,046	30
Amortization of creator signing fees	(375)	(275)	(777)	(742)
Write-offs and other adjustments	349	16	3,117	1,274
Balance, end of period	$ 8,323	$ 2,310	$ 8,323	$ 2,310

Creator signing fees are classified as follows on the condensed consolidated balance sheet as of the dates indicated (in thousands):

	September 30, 2024	December 31, 2023	September 30, 2023
Creator signing fees, net	$ 4,399	$ 634	$ 913
Creator signing fees, net noncurrent	3,924	1,303	1,397
Total creator signing fees	$ 8,323	$ 1,937	$ 2,310

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Cash, Cash Equivalents and Restricted Cash

9 Months Ended
Sep. 30, 2024

Cash and Cash Equivalents [Abstract]

Cash, Cash Equivalents and Restricted Cash

Cash, Cash Equivalents and Restricted Cash

The Company considers all highly liquid financial instruments, including bank deposits, money market funds and U.S. Treasury securities with an original maturity of three months or less at the date of purchase to be cash equivalents. Due to the short-term nature of the instruments, the carrying amounts reported in the condensed consolidated balance sheets approximate their fair value.

Cash and cash equivalents balances include the face value of tickets sold on behalf of creators and their share of service charges, which are to be remitted to the creators. Such balances were $327.6 million and $259.2 million as of September 30, 2024 and December 31, 2023, respectively. These ticketing proceeds are legally unrestricted, and the Company invests a portion of ticketing proceeds in U.S. Treasury bills with original maturities less than one year. These amounts due to creators are included in accounts payable, creators on the condensed consolidated balance sheets.

During 2023, the Company issued letters of credit relating to contracts entered into with other parties under lease agreements and other agreements which were collateralized with cash. This cash was classified as noncurrent restricted cash on the condensed consolidated balance sheets. The following table provides a reconciliation of cash and cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same amounts shown in the condensed consolidated statements of cash flows (in thousands):

	September 30, 2024	December 31, 2023	September 30, 2023
Cash and cash equivalents	$ 530,957	$ 489,200	$ 567,646
Restricted cash	—	—	897
Total cash, cash equivalents and restricted cash	$ 530,957	$ 489,200	$ 568,543

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Short-term Investments	**9 Months Ended Sep. 30, 2024**
Investments, Debt and Equity Securities [Abstract]	
Short-term Investments	Short-term Investments

The Company invests certain of its excess cash in short-term debt instruments, which consist of U.S. Treasury bills with original maturities less than one year. All short-term investments are classified as held-to-maturity and are recorded and held at amortized cost. Investments are considered to be impaired when a decline in fair value is deemed to be other-than-temporary. Once a decline in fair value is determined to be other-than-temporary, the carrying value of an instrument is adjusted to its fair value on a non-recurring basis. No such fair value impairment was recognized during the nine months ended September 30, 2024 or year ended December 31, 2023.

The following tables summarize the Company's financial instruments that were measured at fair value on a non-recurring basis (in thousands):

		September 30, 2024			
Description	Classification	Amortized cost	Gross unrecognized holding gains	Gross unrecognized holdings losses	Aggregate fair value
Savings deposits	Cash equivalents	$ 26,834	$ —	$ —	$ 26,834
US Treasury securities	Cash equivalents	49,634	12	—	$ 49,646
US Treasury securities	Short-term investments	24,665	10	—	24,675
		$ 101,133	$ 22	$ —	$ 101,155

		December 31, 2023			
Description	Classification	Amortized cost	Gross unrecognized holding gains	Gross unrecognized holdings losses	Aggregate fair value
Savings deposits	Cash equivalents	$ 51,487	$ —	$ —	$ 51,487
US Treasury securities	Short-term investments	153,746	17	(12)	153,751
		$ 205,233	$ 17	$ (12)	$ 205,238

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Funds Receivable	**9 Months Ended Sep. 30, 2024**
Receivables [Abstract]	
Funds Receivable	Funds ReceivableFunds receivable represents cash-in-transit from third-party payment processors that is received by the Company within approximately five business days from the date of the underlying ticketing transaction. For periods ending on a weekend or a bank holiday, the funds receivable balance will typically be higher than for periods ending on a weekday, as the Company settles payment processing activity on business days. The funds receivable balance includes the face value of tickets sold on behalf of creators and their share of service charges, which amounts are to be remitted to the creators. Such amounts were $27.5 million and $44.2 million as of September 30, 2024 and December 31, 2023, respectively.

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Accounts Receivable, Net	**9 Months Ended Sep. 30, 2024**
Receivables [Abstract]	
Accounts Receivable, Net	Accounts Receivable, Net

Accounts receivable, net is comprised of invoiced amounts to customers who use a third-party facilitated payment processor (FPP) or our advertising services. In evaluating the Company's ability to collect outstanding receivable balances, the Company considers various factors including the age of the balance, the creditworthiness of the customer and the customer's current financial condition. Accounts receivable deemed uncollectible are charged against the allowance for credit losses when identified. Bad debt expense was immaterial in all of the periods presented in the condensed consolidated financial statements. The following table summarizes the Company's accounts receivable balance (in thousands):

	September 30, 2024	December 31, 2023
Accounts receivable, customers	$ 4,144	$ 3,524
Allowance for credit losses	(920)	(710)
Accounts receivable, net	$ 3,224	$ 2,814

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Creator Signing Fees, Net	**9 Months Ended Sep. 30, 2024**
Revenue from Contract with Customer [Abstract]	
Creator Signing Fees, Net	Revenue Recognition

The Company derives its revenues from a mix of marketplace activities. Revenue is primarily derived from ticketing fees and payment processing fees. The Company also derives a portion of revenues from organizer fees and advertising services. The Company's customers are event creators who use the Company's platform to sell tickets and market events to consumers. Revenue is recognized when or as control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to receive in exchange for those goods or services.

Ticketing Revenue

For ticketing services, the Company's service provides a platform to the event creator and consumer to transact. The Company's performance obligation is to facilitate and process that transaction and issue the ticket, and ticketing revenue is recognized by the Company when the ticket is sold. The amount that the Company earns for its ticketing services consists of a flat fee and a fixed percentage-based fee per ticket. The Company records ticketing revenue on a net basis related to its ticketing service fees.

For payment processing services, the Company provides the event creator with the choice of whether to use Eventbrite Payment Processing (EPP) or to use a third-party payment processor, referred to as Facilitated Payment Processing (FPP).

Under the EPP option, the Company is the merchant of record and is responsible for processing the transaction and collecting the face value of the ticket and all associated fees at the time the ticket is sold. The Company is also responsible for remitting these amounts collected, less the Company's fees, to the event creator. For EPP services, the Company determined that it is the principal in providing the service as the Company is responsible for fulfilling the promise to process the payment and has discretion in establishing the price of its service. As a result, the Company records revenue on a gross basis related to its EPP service fees. Costs incurred for processing the ticketing transactions are included in cost of net revenues in the condensed consolidated statements of operations. Under the FPP option, the Company is not responsible for processing the transaction or collecting the face value of the ticket and associated fees. In this case, the Company records revenue on a net basis related to its FPP service fees.

Revenue is presented net of indirect taxes, customer refunds, payment chargebacks, estimated uncollectible amounts, creator royalties and amortization of creator signing fees. As part of its commercial agreements, the Company offers upfront payments to qualifying creators entering into new or renewed ticketing arrangements in order to incentivize them to organize certain events on the Company's platform or obtain exclusive rights to ticket their events.

If an event is canceled by a creator, then any obligations to provide refunds to event attendees are the responsibility of that creator. If a creator is unwilling or unable to fulfill their refund obligations, the Company may, at its discretion, provide attendee refunds.

Advertising Revenue

Advertising revenue represents services that enable creators to promote featured content on the Eventbrite platform or mobile application. The Company considers that it satisfies its performance obligation as it provides the services to customers and recognizes revenue as advertising impressions are displayed to consumers.

Organizer Fee Revenue

In 2023, the Company expanded access to its comprehensive suite of event marketing tools to all creators and introduced new pricing plans and subscription packages to creators when publishing events on the Eventbrite marketplace. Under this pricing plan, the Company charged an organizer fee under two plan options. The Flex plan was charged per event and the Pro plan was a monthly or annual subscription to publish unlimited events.

In the third quarter of 2024, the Company discontinued the Flex plan and returned to a model that enables creators to publish their events at no cost on the Eventbrite marketplace. Creators continue to have the option to subscribe to the Pro plan, available on an annual or monthly basis, which offers enhanced event marketing capabilities. The Company considers that it satisfies its performance obligation as it provides the subscribed services under the plan and recognizes revenue ratably over the subscription period. Organizer fees are nonrefundable.

Creator Signing Fees, Net

Creator signing fees are incentives that are offered and paid by the Company to secure exclusive ticketing and payment processing rights with certain creators. Creator signing fees are presented net of reserves on the condensed consolidated balance sheet. The benefit the Company receives by securing exclusive ticketing and payment processing rights with certain creators from creator signing fees is inseparable from the customer relationship with the creators and accordingly the amortization of these fees is recorded as a reduction of revenue in the condensed consolidated statements of operations.

As of September 30, 2024, the balance of creator signing fees, net is being amortized over a weighted-average remaining contract life of 4.0 years on a straight-line basis. The write-offs and other adjustments for the nine months ended September 30, 2024 include a reserve release to reflect losses recovered from a litigation settlement in June 2024. The following table summarizes the activity in creator signing fees for the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Balance, beginning of period	$ 5,154	$ 2,569	$ 1,937	$ 1,748
Creator signing fees paid	3,195	—	4,046	30
Amortization of creator signing fees	(375)	(275)	(777)	(742)
Write-offs and other adjustments	349	16	3,117	1,274
Balance, end of period	$ 8,323	$ 2,310	$ 8,323	$ 2,310

Creator signing fees are classified as follows on the condensed consolidated balance sheet as of the dates indicated (in thousands):

	September 30, 2024	December 31, 2023	September 30, 2023
Creator signing fees, net	$ 4,399	$ 634	$ 913
Creator signing fees, net noncurrent	3,924	1,303	1,397
Total creator signing fees	$ 8,323	$ 1,937	$ 2,310

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Creator Advances, Net

9 Months Ended
Sep. 30, 2024

Receivables [Abstract]

Creator Advances, Net — Creator Advances, Net

Creator advances are incentives that are offered by the Company which provide the creator with funds in advance of the event. Creator advances are presented net of reserves on the condensed consolidated balance sheet. These are subsequently recovered by withholding amounts due to the Company from the sale of tickets for the event until the creator payment has been fully recovered.

The following table summarizes the activity in creator advances for the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Balance, beginning of period	$ 6,852	$ 695	$ 2,804	$ 721
Creator advances paid	827	722	4,502	822
Creator advances recouped	(1,617)	(110)	(2,222)	(528)
Write-offs and other adjustments	95	357	1,073	649
Balance, end of period	$ 6,157	$ 1,664	$ 6,157	$ 1,664

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Accounts Payable, Creators

9 Months Ended
Sep. 30, 2024

Payables and Accruals [Abstract]

Accounts Payable, Creators — Accounts Payable, Creators

Accounts payable, creators consists of unremitted ticket sale proceeds, net of Eventbrite service fees and applicable taxes. Amounts are remitted to creators within five business days subsequent to the completion of the related event. Creators may apply to receive a portion of these proceeds prior to completion of their events.

For qualified creators, the Company passes ticket sales proceeds to the creator prior to the event, subject to certain limitations. Internally, the Company refers to these payments as advance payouts. When an advance payout is made, the Company reduces its cash and cash equivalents with a corresponding decrease to its accounts payable, creators. The advance payouts balance at the end of the period may fluctuate due to the timing of events and the creator's payout schedule. As of September 30, 2024 and December 31, 2023, advance payouts outstanding was $131.5 million and $115.3 million, respectively.

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Chargebacks and Refunds Reserve

9 Months Ended
Sep. 30, 2024

Revenue from Contract with Customer [Abstract]

Chargebacks and Refunds Reserve — Chargebacks and Refunds Reserve

The terms of the Company's standard merchant agreement obligate creators to reimburse attendees who are entitled to refunds. The Company records estimates for refunds and chargebacks of its fees as contra-revenue. When the Company provides advance payouts, it assumes risk that the event may be canceled, fraudulent or materially not as described, resulting in significant chargebacks and refund requests. See Note 10, “Accounts Payable, Creators.” If the creator is insolvent, has spent the proceeds of the ticket sales for event-related costs, has canceled the event, or has engaged in fraudulent activity, the Company may not be able to recover its losses from these events, and such unrecoverable amounts could equal the value of the transaction or transactions settled to the creator prior to the event that is disputed, plus any associated chargeback fees not assumed by the creator. The Company records reserves for estimated advance payout losses as an operating expense classified within sales, marketing and support.

Reserves are recorded based on the Company's assessment of various factors, including the amounts paid and outstanding to creators in conjunction with the advance payout program, macroeconomic conditions, and actual chargeback and refund activity trends. The chargebacks and refunds reserve was $9.1 million and $8.1 million, which primarily includes reserve balances for estimated advance payout losses of $5.9 million and $6.0 million, as of September 30, 2024 and December 31, 2023, respectively.

The Company will adjust reserves in the future to reflect best estimates of future outcomes. The Company cannot predict the outcome of or estimate the possible recovery or range of recovery from these matters. It is possible that the reserve amount will not be sufficient and the Company's actual losses could be materially different from its current estimates.

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Property and Equipment, Net

9 Months Ended
Sep. 30, 2024

Property, Plant and Equipment [Abstract]

Property and Equipment, Net — Property and Equipment, Net

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

	September 30, 2024	December 31, 2023
Capitalized internal-use software development costs	$ 71,182	$ 62,615
Furniture and fixtures	179	179
Computers and computer equipment	3,935	3,617
Leasehold improvements	924	924
Property and equipment	76,220	67,335
Less: Accumulated depreciation and amortization	(62,671)	(57,951)
Property and equipment, net	$ 13,549	$ 9,384

The Company recorded the following amounts related to depreciation of fixed assets and capitalized internal-use software development costs during the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Depreciation expense	$ 154	$ 241	$ 549	$ 962
Amortization of capitalized internal-use software development costs	1,679	870	4,344	2,493

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Leases

9 Months Ended
Sep. 30, 2024

Leases [Abstract]

Leases — Leases

Operating Leases

The Company has operating leases primarily for office space. Operating lease right-of-use assets and operating lease liabilities are recognized at the lease commencement date based on the present value of the lease payments over the lease term. Right-of-use assets also include adjustments related to prepaid or deferred lease payments and lease incentives. In calculating the present value of the lease payments, the Company utilizes its incremental borrowing rate, as the rates implicit in the leases were not readily determinable. The incremental borrowing rate is estimated to approximate the interest rate on a collateralized basis with similar terms and payments, and in economic environments where the leased asset is located.

The components of operating lease costs were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Operating lease costs	$ 190	$ 86	$ 463	$ 5,088
Sublease income	—	—	—	(104)
Total operating lease costs, net	$ 190	$ 86	$ 463	$ 4,984

As part of the 2023 restructuring plan, the Company closed certain offices in April 2023 to align with the geographic distribution of its employees, resulting in the acceleration of $3.9 million in amortization of right-of-use assets for the nine months ended September 30, 2023.

As of September 30, 2024, the Company's operating leases had a weighted-average remaining lease term of 1.5 years and a weighted-average discount rate of 4.6%.

As of September 30, 2024, maturities of operating lease liabilities were as follows (in thousands):

	Operating Leases
The remainder of 2024	$ 547
2025	2,142
2026	372
Total future operating lease payments	3,061
Less: Imputed interest	(95)
Total operating lease liabilities	$ 2,966
Operating lease liabilities, current	$ 2,010
Operating lease liabilities, noncurrent	956
Total operating lease liabilities	$ 2,966

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Goodwill and Acquired Intangible Assets, Net

9 Months Ended
Sep. 30, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

Goodwill and Acquired Intangible Assets, Net

Goodwill and Acquired Intangible Assets, Net

The carrying amount of the Company's goodwill was $174.4 million as of September 30, 2024 and December 31, 2023. The Company tests goodwill for impairment at least annually, in the fourth quarter, or whenever events or changes in circumstances would more likely than not reduce the fair value of its single reporting unit below its carrying value. The Company did not record any goodwill impairment during the three or nine months ended September 30, 2024 and 2023.

Acquired intangible assets consisted of the following (in thousands):

	September 30, 2024			December 31, 2023		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
Developed technology	$ 22,396	$ (22,299)	$ 97	$ 22,396	$ (21,679)	$ 717
Customer relationships	74,884	(67,964)	6,920	74,884	(62,287)	12,597
Tradenames	1,350	(1,350)	—	1,350	(1,350)	—
Acquired intangible assets, net	$ 98,630	$ (91,613)	$ 7,017	$ 98,630	$ (85,316)	$ 13,314

The following table set forth the amortization expense recorded related to acquired intangible assets during the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Cost of net revenue	$ 208	$ 208	$ 619	$ 617
Sales, marketing and support	1,906	1,906	5,677	5,862
Total amortization of acquired intangible assets	$ 2,114	$ 2,114	$ 6,296	$ 6,479

As of September 30, 2024, the total expected future amortization expense of acquired intangible assets by year is as follows (in thousands):

The remainder of 2024	$ 2,003
2025	5,014
Total expected future amortization expense	$ 7,017

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Fair Value Measurement

9 Months Ended Sep. 30, 2024

Fair Value Disclosures [Abstract]

Fair Value Measurement

Fair Value Measurement

The Company measures its financial assets and liabilities at fair value at each reporting date using a fair value hierarchy that requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's classification within the fair value hierarchy is based upon the lowest level of

input that is significant to the fair value measurement. Three levels of inputs may be used to measure fair value:

Level 1 – Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 – Other inputs that are directly or indirectly observable in the marketplace.

Level 3 – Unobservable inputs that are supported by little or no market activity.

The Company's cash equivalents, funds receivable, accounts receivable, accounts payable and other current liabilities approximate their fair value. All of the Company's financial assets and liabilities are Level 1, except for debt. See Note 16, "Debt," for details regarding the fair value of the Company's 0.750% convertible senior notes due 2026 (the 2026 Notes) and 5.000% convertible senior notes due 2025 (the 2025 Notes, and together with the 2026 Notes, the Convertible Notes).

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Debt

9 Months Ended Sep. 30, 2024

Debt Disclosure [Abstract]

Debt

Debt

As of September 30, 2024 and December 31, 2023, the Convertible Notes classified as long-term debt consisted of the following (in thousands):

	September 30, 2024			December 31, 2023		
	2026 Notes	2025 Notes	Total	2026 Notes	2025 Notes	Total
Outstanding principal balance	$ 212,750	$ 30,000	$ 242,750	$ 212,750	$ 150,000	$ 362,750
Less: Debt issuance costs	(2,080)	(275)	(2,355)	(2,864)	(2,218)	(5,082)
Carrying amount, long-term debt	$ 210,670	$ 29,725	$ 240,395	$ 209,886	$ 147,782	$ 357,668

The following tables set forth the total interest expense recognized related to the Convertible Notes for the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Cash interest expense	$ 1,628	$ 2,274	$ 6,176	$ 6,801
Amortization of debt issuance costs	456	548	1,512	1,557
Total interest expense	$ 2,084	$ 2,822	$ 7,688	$ 8,358

The following table summarizes the Company's contractual obligation to settle commitments related to the Convertible Notes as of September 30, 2024 (in thousands):

	Payments due by Year			
	Total	2024	2025	2026
2026 Notes	$ 212,750	$ —	$ —	$ 212,750
Interest obligations on 2026 Notes [1]	3,192	—	1,596	1,596
2025 Notes	30,000	—	30,000	—
Interest obligations on 2025 Notes [1]	2,250	750	1,500	—

[1] The 2026 Notes and 2025 Notes bear interest at a fixed rate of 0.750% and 5.000% per year, respectively.

2025 and 2026 Notes

The effective interest rate of the 2026 Notes is 1.3%. The Company recorded cash interest of $1.2 million and amortization of debt issuance costs of $0.8 million related to the 2026 Notes during each of the nine months ended September 30, 2024 and September 30, 2023.

The effective interest rate of the 2025 Notes is 5.8%. The Company recorded cash interest of $5.0 million and $5.6 million, and amortization of debt issuance costs of $0.7 million and $0.8 million related to the 2025 Notes during the nine months ended September 30, 2024 and September 30, 2023, respectively.

The fair value of the 2026 Notes and 2025 Notes, which the Company has classified as Level 2 instruments, was $184.3 million and $29.6 million respectively, as of September 30, 2024. The fair value of the Convertible Notes is determined using observable market prices on the last business day of the period.

Note Repurchases

On August 21, 2024, the Company announced that it had entered into separate, privately negotiated repurchase transactions (collectively, the "Repurchases") with certain holders of the Company's outstanding 2025 Notes, pursuant to which the Company repurchased $120 million aggregate principal amount of the 2025 Notes for an aggregate cash repurchase price of $120.5 million, which included accrued and unpaid interest on such 2025 Notes. The Repurchases resulted in a $0.3 million loss on extinguishment in the third quarter of 2024.

Gains and losses on extinguishment are included within other income (expense), net on our condensed consolidated statements of operations and included as an adjustment to reconcile net loss to net cash provided by (used in) operating activities in our condensed consolidated statements of cash flows.

The Company had previously entered into capped call transactions with certain financial institutions in connection with the issuance of the 2025 Notes. All of these transactions remain in effect notwithstanding the Repurchases.

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Commitments and Contingencies

9 Months Ended Sep. 30, 2024

Commitments and Contingencies Disclosure [Abstract]

Commitments and Contingencies

Commitments and Contingencies

The Company's principal commitments consist of obligations under the Convertible Notes (including principal and coupon interest); and operating leases for office space, as well as non-cancellable purchase commitments. See Note 16, "Debt" for contractual obligations to settle commitments relating to the Convertible Notes and Note 13, "Leases" for operating leases for office space.

Other than as described in Note 13 and Note 16, there were no material changes to the Company's contractual obligations from those disclosed in the 2023 Form 10-K.

Litigation and Loss Contingencies

In addition to the litigation discussed below, from time to time, the Company may become a party to litigation and subject to claims incident to the ordinary course of business, including intellectual property claims, labor and employment claims, breach of contract claims, tax and other matters. Future litigation may be necessary to defend the Company or its creators.

The results of any current or future litigation cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact on the Company because of defense and settlement costs, diversion of management resources and other factors.

The Company accrues estimates for resolution of legal and other contingencies when losses are probable and reasonably estimable. The Company's assessment of losses is re-evaluated each accounting period and is based on all available information, including impact of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to each case. Nevertheless, it is possible that additional future legal costs including settlements, judgments, legal fees and other related defense costs could have a material adverse effect on the Company's business, consolidated financial position, results of operations or liquidity.

The matter discussed below summarizes the Company's current significant litigation.

Commercial Contract Litigation

On June 18, 2020, the Company filed a Complaint in the United States District Court for the Northern District of California against M.R.G. Concerts Ltd. (MRG) and Matthew Gibbons (Gibbons), asserting claims for breach of contract, breach of the implied covenant of good faith and fair dealing, declaratory judgment, unfair competition and common counts under California law, arising out of MRG and Gibbons' termination of certain contracts with the Company and their refusal to make various payments to the Company required by those contracts. On June 28, 2024, MRG and Eventbrite executed an agreement for MRG to pay Eventbrite the settlement amount of $8.3 million. The Company determined that the gain was realizable and recognized a loss recovery of $4.4 million as a credit to general and administrative expenses and a gain of $3.9 million to other income in relation to this verdict during the second quarter of 2024.

Tax Matters

The Company is currently under audit in certain jurisdictions with regard to indirect tax matters. The Company establishes reserves for indirect tax matters when it determines that the likelihood of a loss is probable and the loss is reasonably estimable. Accordingly, the Company has established a reserve for the potential settlement of issues related to sales and other indirect taxes in the amount of $0.5 million and $1.1 million as of September 30, 2024 and December 31, 2023, respectively. These amounts, which represent management's best estimates of its potential liability, include potential interest and penalties of $0.1 million and $0.2 million as of September 30, 2024 and December 31, 2023, respectively.

The Company does not believe that any ultimate liability resulting from any of these matters will have a material adverse effect on its business, consolidated financial position, results of operations or liquidity. However, the outcome of these matters is inherently uncertain. Therefore, if one or more of these matters were resolved against the Company for amounts in excess of management's expectations, the Company's financial statements, including in a particular reporting period in which any such outcome becomes probable and estimable, could be materially adversely affected.

Indemnification

In the ordinary course of business, the Company enters into contractual arrangements under which the Company agrees to provide indemnification of varying scope and terms to business partners and other parties with respect to certain matters, including, but not limited to, losses arising out of the breach of such agreements, intellectual property infringement claims made by third parties, and other liabilities relating to or arising from the Company's online ticketing platform or the Company's acts or omissions. In these circumstances, payment may be conditional on the other party making a claim pursuant to the procedures specified in the particular contract. Further, the Company's obligations under these agreements may be limited in terms of time and/or amount, and in some instances, the Company may have recourse against third parties for certain payments. In addition, the Company has indemnification agreements with its directors and executive officers that require the Company, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers. The terms of such obligations vary.

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Stockholders' Equity

9 Months Ended
Sep. 30, 2024

Equity [Abstract]

Stockholders' Equity — Stockholders' Equity

Common Stock Repurchase

On March 14, 2024, the Company announced that its board of directors approved a share repurchase program with authorization to purchase up to $100.0 million of the Company's Class A common stock, which does not have an expiration date. During the nine months ended September 30, 2024, the Company repurchased 7,243,283 shares of its Class A common stock for an aggregate amount of $39.4 million, which includes amounts accrued for the 1% excise tax as a result of the Inflation Reduction Act of 2022. As of September 30, 2024, approximately $60.6 million remained available and authorized for future repurchases.

Equity Incentive Plans

In August 2018, the 2018 Stock Option and Incentive Plan (2018 Plan) was adopted by the board of directors and approved by the stockholders and became effective in connection with the IPO. The 2018 Plan replaced the 2010 Stock Plan (2010 Plan) as the board of directors determined not to make additional awards under the 2010 Plan. The 2010 Plan will continue to govern outstanding equity awards granted thereunder.

The 2018 Plan allows for the granting of options, stock appreciation rights, restricted stock, restricted stock units (RSUs), unrestricted stock awards, performance-based restricted stock units (PSUs), dividend equivalent rights and cash-based awards. Every January 1, the number of shares of stock reserved and available for issuance under the 2018 Plan will cumulatively increase by five percent of the number of shares of Class A and Class B common stock outstanding on the immediately preceding December 31, or a lesser number of shares as approved by the board of directors.

As of September 30, 2024, there were 5,270,216 and 5,955,438 options issued and outstanding under the 2010 Plan and 2018 Plan, respectively (collectively, the Plans). As of September 30, 2024, 7,770,415 shares of Class A common stock were available for grant under the 2018 Plan.

Stock options granted typically vest over a four-year period from the date of grant. Options awarded under the Plans are exercisable for up to ten years.

Stock Option Activity

Stock option activity for the nine months ended September 30, 2024 is presented below:

	Outstanding options	Weighted average exercise price	Weighted average remaining contractual term (years)	Aggregate intrinsic value (thousands)
Balance as of December 31, 2023	12,318,335	$ 12.06	5.4	$ 2,845
Canceled	(1,092,681)	10.55		
Balance as of September 30, 2024	11,225,654	12.21	4.5	$ —
Vested and exercisable as of September 30, 2024	10,359,394	12.24	4.3	$ —
Vested and expected to vest as of September 30, 2024	11,187,681	$ 12.22	4.5	$ —

The aggregate intrinsic value in the table above represents the difference between the fair value of Class A common stock and the exercise price of outstanding, in-the-money stock options at September 30, 2024.

As of September 30, 2024, the total unrecognized stock-based compensation expense related to stock options outstanding was $5.0 million, which will be recognized over a weighted-average period of 1.6 years. There were no options granted during the nine months ended September 30, 2024.

Stock Award Activity

Stock award activity, which includes RSUs, PSUs and restricted stock awards (RSAs), for the nine months ended September 30, 2024 is presented below:

	Outstanding RSUs, RSAs and PSUs	Weighted-average grant date fair value per share	Weighted average remaining contractual term (years)	Aggregate intrinsic value (thousands)
Balance as of December 31, 2023	12,478,798	$ 9.40	1.2	$ 104,315
Awarded	8,025,636	5.24		
Released	(3,398,539)	10.02		
Canceled	(3,594,313)	8.05		
Balance as of September 30, 2024	13,511,582	7.13	1.1	36,887
Vested and expected to vest as of September 30, 2024	12,636,979	$ 7.15	1.1	$ 34,499

As of September 30, 2024, the total unrecognized stock-based compensation expense related to stock awards, was $57.2 million, which will be recognized over a weighted-average period of 1.6 years.

Stock-based Compensation Expense

Stock-based compensation expense recognized in connection with stock options, RSUs, RSAs, PSUs and the Employee Stock Purchase Plan (ESPP) during each of the three and nine months ended September 30, 2024 and 2023 was as follows (in

thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Cost of net revenue	$ 151	$ 213	$ 430	$ 637
Product development	4,732	5,635	17,766	15,143
Sales, marketing and support	1,484	2,018	5,768	7,037
General and administrative	3,879	6,602	15,520	18,344
Total	$ 10,246	$ 14,468	$ 39,484	$ 41,161

The Company capitalized $0.5 million and $1.6 million of stock-based compensation expense related to capitalized software costs during the three and nine months ended September 30, 2024, respectively, compared to $0.5 million and $1.1 million during the three and nine months ended September 30, 2023, respectively.

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Net Loss Per Share

9 Months Ended
Sep. 30, 2024

Earnings Per Share [Abstract]

Net Loss Per Share — Net Loss Per Share

Basic net loss per share is calculated by dividing the net loss by the weighted-average number of shares of Class A common stock outstanding during the period. Diluted net loss per share is computed by giving effect to all potentially dilutive securities outstanding for the period.

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net loss	$ (3,768)	$ (9,935)	$ (7,195)	$ (25,542)
Weighted-average shares used in computing earnings per share, basic and diluted	96,498	100,540	95,571	100,030
Net loss per share, basic and diluted	$ (0.04)	$ (0.10)	$ (0.08)	$ (0.26)

The following outstanding shares of potentially dilutive securities were excluded from the computation of diluted net loss per share because including them would have had an anti-dilutive effect (in thousands):

	September 30, 2024	September 30, 2023
Shares related to Convertible Notes	10,011	19,538
Stock options to purchase common stock	11,226	12,446
Restricted stock units	13,284	12,610
ESPP	182	136
Total shares of potentially dilutive securities	34,703	44,730

For the 2025 Notes and 2026 Notes, the conversion spread of 2.4 million shares and 7.6 million shares, respectively, will have a dilutive impact on diluted net income per share of Class A common stock when the average market price of the Company's Class A common stock for a given period exceeds the conversion price of $12.60 per share for the 2025 Notes and $27.89 per share for the 2026 Notes.

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Income Taxes

9 Months Ended

	Sep. 30, 2024
Income Tax Disclosure [Abstract]	
Income Taxes	Income Taxes

The Company recorded an income tax expense of $0.2 million and $1.3 million for the three and nine months ended September 30, 2024, respectively, compared to $0.8 million and $1.8 million for the three and nine months ended September 30, 2023, respectively. The increase was primarily attributable to insignificant non-routine tax expenses recorded during the prior year and changes in taxable earnings mix.

The differences in the tax provision for the periods presented and the U.S. federal statutory rate is primarily due to foreign taxes in profitable jurisdictions and the recording of a full valuation allowance on the Company's net deferred tax assets.

The computation of the provision for income taxes for interim periods is determined by applying the estimated annual effective tax rate to year-to-date earnings from recurring operations and adjusting for discrete tax items recorded in the period.

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Geographic Information	9 Months Ended Sep. 30, 2024
Segment Reporting [Abstract]	
Geographic Information	Geographic Information

The following table presents the Company's total net revenue by geography based on the currency of the underlying transaction (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
United States	$ 56,335	$ 59,963	$ 181,431	$ 175,836
International	21,466	21,581	67,173	62,534
Total net revenue	$ 77,801	$ 81,544	$ 248,604	$ 238,370

Net revenue for the United Kingdom represented 10% of the total consolidated net revenue for three months ended September 30, 2024. For the nine months ended September 30, 2024 and 2023, no individual country included in international net revenue represented more than 10% of the total consolidated net revenue.

Substantially all of the Company's long-lived assets are located in the United States.

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Pay vs Performance Disclosure - USD ($) $ 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
Pay vs Performance Disclosure								
Net loss	$ (3,768)	$ 1,063	$ (4,490)	$ (9,935)	$ (2,921)	$ (12,686)	$ (7,195)	$ (25,542)

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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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Overview and Basis of Presentation (Policies)	9 Months Ended Sep. 30, 2024
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Basis of Presentation	The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) and the applicable rules and regulations of the Securities and Exchange Commission (SEC) for interim financial information. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The accompanying unaudited condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and, in the opinion of management, reflect all adjustments of a normal and recurring nature considered necessary to state fairly the Company's consolidated financial position, results of operations and cash flows for the interim periods. The condensed consolidated balance sheet at December 31, 2023 has been derived from audited consolidated financial statements as of that date. All intercompany transactions and balances have been eliminated. The interim results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024 or for any other future annual or interim period. The information included in this Quarterly Report on Form 10-Q should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Quantitative and Qualitative Disclosures About Market Risk" and the Consolidated Financial Statements and notes thereto included in Items 7, 7A and 8, respectively, in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 (2023 Form 10-K).
Use of Estimates	In order to conform with U.S. GAAP, the Company is required to make certain estimates, judgments and assumptions when preparing its condensed consolidated financial statements. These estimates, judgments and assumptions affect the reported assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenue and expenses during the reported periods. These estimates include, but are not limited to, the recoverability of creator signing fees and creator advances, chargebacks and refunds reserve, certain assumptions used in the valuation of equity awards, assumptions used in determining the fair value of business combinations, the allowance for credit losses, and indirect tax reserves. The Company evaluates these estimates on an ongoing basis. Actual results could differ from those estimates and such differences could be material to the Company's condensed consolidated financial statements.
Comprehensive Loss	For all periods presented, comprehensive loss equaled net loss. Therefore, the condensed consolidated statements of comprehensive l have been omitted from the unaudited condensed consolidated financial statements.
Segment Information	The Company's Chief Executive Officer (CEO) is the chief operating decision maker. The Company's CEO reviews discrete financial information presented on a consolidated basis for purposes of allocating resources and evaluating the Company's financial performance. Accordingly, the Company has determined that it operates as a single operating segment and has one reportable segment
Revenue Recognition	The Company derives its revenues from a mix of marketplace activities. Revenue is primarily derived from ticketing fees and payment processing fees. The Company also derives a portion of revenues from organizer fees and advertising services. The Company's customers are event creators who use the Company's platform to sell tickets and market events to consumers. Revenue is recognized when or as control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to receive in exchange for those goods or services. *Ticketing Revenue* For ticketing services, the Company's service provides a platform to the event creator and consumer to transact. The Company's performance obligation is to facilitate and process that transaction and issue the ticket, and ticketing revenue is recognized by the Company when the ticket is sold. The amount that the Company earns for its ticketing services consists of a flat fee and a fixed percentage-based fee per ticket. The Company records ticketing revenue on a net basis related to its ticketing service fees. For payment processing services, the Company provides the event creator with the choice of whether to use Eventbrite Payment Processing (EPP) or to use a third-party payment processor, referred to as Facilitated Payment Processing (FPP). Under the EPP option, the Company is the merchant of record and is responsible for processing the transaction and collecting the face value of the ticket and all associated fees at the time the ticket is sold. The Company is also responsible for remitting these amounts collected, less the Company's fees, to the event creator. For EPP services, the Company determined that it is the principal in providing the service as the Company is responsible for fulfilling the promise to process the payment and has discretion in establishing the price of its service. As a result, the Company records revenue on a gross basis related to its EPP service fees. Costs incurred for processing the ticketing transactions are included in cost of net revenues in the condensed consolidated statements of operations. Under the FPP option, the Company is not responsible for processing the transaction or collecting the face value of the ticket and associated fees. In this case, the Company records revenue on a net basis related to its FPP service fees. Revenue is presented net of indirect taxes, customer refunds, payment chargebacks, estimated uncollectible amounts, creator royalties and amortization of creator signing fees. As part of its commercial agreements, the Company offers upfront payments to qualifying creators entering into new or renewed ticketing arrangements in order to incentivize them to organize certain events on the Company's platform or obtain exclusive rights to ticket their events. If an event is canceled by a creator, then any obligations to provide refunds to event attendees are the responsibility of that creator. If a creator is unwilling or unable to fulfill their refund obligations, the Company may, at its discretion, provide attendee refunds. *Advertising Revenue* Advertising revenue represents services that enable creators to promote featured content on the Eventbrite platform or mobile application. The Company considers that it satisfies its performance obligation as it provides the services to customers and recognizes revenue as advertising impressions are displayed to consumers. *Organizer Fee Revenue* In 2023, the Company expanded access to its comprehensive suite of event marketing tools to all creators and introduced new pricing plans and subscription packages to creators when publishing events on the Eventbrite marketplace. Under this pricing plan, the Company charged an organizer fee under two plan options. The Flex plan was charged per event and the Pro plan was a monthly or annual subscription to publish unlimited events. In the third quarter of 2024, the Company discontinued the Flex plan and returned to a model that enables creators to publish their events at no cost on the Eventbrite marketplace. Creators continue to have the option to subscribe to the Pro plan, available on an annual or monthly basis, which offers enhanced event marketing capabilities. The Company considers that it satisfies its performance obligation as it provides the subscribed services under the plan and recognizes revenue ratably over the subscription period. Organizer fees are nonrefundable.
Fair Value Measurement	The Company measures its financial assets and liabilities at fair value at each reporting date using a fair value hierarchy that requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's classification within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Three levels of inputs may be used to measure fair value: Level 1 – Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets. Level 2 – Other inputs that are directly or indirectly observable in the marketplace. Level 3 – Unobservable inputs that are supported by little or no market activity.

The Company's cash equivalents, funds receivable, accounts receivable, accounts payable and other current liabilities approximate their fair value. All of the Company's financial assets and liabilities are Level 1, except for debt.

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Restructuring (Tables) — **9 Months Ended Sep. 30, 2024**

Restructuring and Related Activities [Abstract]

Schedule of Restructuring and Other Charges

The following table is a summary of the reduction in force related costs for the three months ended September 30, 2024 (in thousands):

	Three Months Ended September 30, 2024		
	Severance and other termination benefits	Computer equipment disposals	Total
Product development	3,424	—	3,424
Sales, marketing and support	535	—	535
General and administrative	1,395	63	1,458
Total	$ 5,354	$ 63	$ 5,417

The following table is a summary of the changes in the reduction in force related liabilities, included within accrued compensation and benefits and other accrued liabilities on the condensed consolidated balance sheets (in thousands):

Balance as of January 1, 2024	$ —
Reduction in force related costs accrued	5,417
Cash payments	(4,409)
Non-cash applied	(63)
Balance as of September 30, 2024	$ 945

The following table is a summary of the 2023 restructuring related costs for the three and nine months ended September 30, 2023 (in thousands):

	Three Months Ended September 30, 2023			Nine Months Ended September 30, 2023		
	Severance and other termination benefits	Lease abandonment and related charges	Total	Severance and other termination benefits	Lease abandonment and related charges	Total
Cost of net revenue	$ 237	$ —	$ 237	$ 1,259	$ 426	$ 1,685
Product development	140	—	$ 140	5,385	1,346	6,731
Sales, marketing and support	94	—	$ 94	1,406	1,041	2,447
General and administrative	279	4	$ 283	2,778	1,491	4,269
Total	$ 750	$ 4	$ 754	$ 10,828	$ 4,304	$ 15,132

The following table is a summary of the changes in the 2023 restructuring related liabilities included within accrued compensation and benefits and other accrued liabilities on the condensed consolidated balance sheets (in thousands):

Balance as of January 1, 2023	$ —
Restructuring related costs accrued	16,294
Cash payments	(9,770)
Non-cash applied	(4,388)
Balance as of December 31, 2023	$ 2,136
Restructuring related costs accrued	242
Cash payments	$ (2,378)
Balance as of September 30, 2024	$ —

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Cash, Cash Equivalents and Restricted Cash (Tables) — **9 Months Ended Sep. 30, 2024**

Cash and Cash Equivalents [Abstract]

Schedule of Reconciliation of Cash and Cash Equivalents

The following table provides a reconciliation of cash and cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same amounts shown in the condensed consolidated statements of cash flows (in thousands):

	September 30, 2024	December 31, 2023	September 30, 2023
Cash and cash equivalents	$ 530,957	$ 489,200	$ 567,646
Restricted cash	—	—	897
Total cash, cash equivalents and restricted cash	$ 530,957	$ 489,200	$ 568,543

Schedule of Reconciliation of Cash and Restricted Cash

The following table provides a reconciliation of cash and cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same amounts shown in the condensed consolidated statements of cash flows (in thousands):

	September 30, 2024	December 31, 2023	September 30, 2023
Cash and cash equivalents	$ 530,957	$ 489,200	$ 567,646
Restricted cash	—	—	897
Total cash, cash equivalents and restricted cash	$ 530,957	$ 489,200	$ 568,543

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Short-term Investments (Tables) — **9 Months Ended Sep. 30, 2024**

Investments, Debt and Equity Securities [Abstract]

Schedule of Company's Financial Instruments Measured at Fair Value on a Non-recurring Basis

The following tables summarize the Company's financial instruments that were measured at fair value on a non-recurring basis (in thousands):

		September 30, 2024			
Description	Classification	Amortized cost	Gross unrecognized holding gains	Gross unrecognized holdings losses	Aggregate fair value
Savings deposits	Cash equivalents	$ 26,834	$ —	$ —	$ 26,834
US Treasury securities	Cash equivalents	49,634	12	—	$ 49,646
US Treasury securities	Short-term investments	24,665	10	—	24,675
		$ 101,133	$ 22	$ —	$ 101,155

		December 31, 2023			
Description	Classification	Amortized cost	Gross unrecognized holding gains	Gross unrecognized holdings losses	Aggregate fair value
Savings deposits	Cash equivalents	$ 51,487	$ —	$ —	$ 51,487
US Treasury securities	Short-term investments	153,746	17	(12)	153,751
		$ 205,233	$ 17	$ (12)	$ 205,238

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Accounts Receivable, Net (Tables) — **9 Months Ended Sep. 30, 2024**

Receivables [Abstract]

Schedule of Accounts Receivable

The following table summarizes the Company's accounts receivable balance (in thousands):

	September 30, 2024	December 31, 2023
Accounts receivable, customers	$ 4,144	$ 3,524
Allowance for credit losses	(920)	(710)
Accounts receivable, net	$ 3,224	$ 2,814

The following table summarizes the activity in creator advances for the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Balance, beginning of period	$ 6,852	$ 695	$ 2,804	$ 721
Creator advances paid	827	722	4,502	822
Creator advances recouped	(1,617)	(110)	(2,222)	(528)
Write-offs and other adjustments	95	357	1,073	649
Balance, end of period	$ 6,157	$ 1,664	$ 6,157	$ 1,664

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Creator Signing Fees, Net (Tables) — **9 Months Ended Sep. 30, 2024**

Revenue from Contract with Customer [Abstract]

Schedule of the Activity in Creator Signing Fees and the Classification of Creator Signing Fees on the Condensed Consolidated Balance Sheet

The following table summarizes the activity in creator signing fees for the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Balance, beginning of period	$ 5,154	$ 2,569	$ 1,937	$ 1,748
Creator signing fees paid	3,195	—	4,046	30
Amortization of creator signing fees	(375)	(275)	(777)	(742)
Write-offs and other adjustments	349	16	3,117	1,274
Balance, end of period	$ 8,323	$ 2,310	$ 8,323	$ 2,310

Creator signing fees are classified as follows on the condensed consolidated balance sheet as of the dates indicated (in thousands):

	September 30, 2024	December 31, 2023	September 30, 2023
Creator signing fees, net	$ 4,399	$ 634	$ 913
Creator signing fees, net noncurrent	3,924	1,303	1,397
Total creator signing fees	$ 8,323	$ 1,937	$ 2,310

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Creator Advances, Net (Tables)

9 Months Ended
Sep. 30, 2024

Receivables [Abstract]

Schedule of Activity in Creator Advances

The following table summarizes the Company's accounts receivable balance (in thousands):

	September 30, 2024	December 31, 2023
Accounts receivable, customers	$ 4,144	$ 3,524
Allowance for credit losses	(920)	(710)
Accounts receivable, net	$ 3,224	$ 2,814

The following table summarizes the activity in creator advances for the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Balance, beginning of period	$ 6,852	$ 695	$ 2,804	$ 721
Creator advances paid	827	722	4,502	822
Creator advances recouped	(1,617)	(110)	(2,222)	(528)
Write-offs and other adjustments	95	357	1,073	649
Balance, end of period	$ 6,157	$ 1,664	$ 6,157	$ 1,664

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Property and Equipment, Net (Tables)

9 Months Ended
Sep. 30, 2024

Property, Plant and Equipment [Abstract]

Schedule of Composition of Property and Equipment, Net

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

	September 30, 2024	December 31, 2023
Capitalized internal-use software development costs	$ 71,182	$ 62,615
Furniture and fixtures	179	179
Computers and computer equipment	3,935	3,617
Leasehold improvements	924	924
Property and equipment	76,220	67,335
Less: Accumulated depreciation and amortization	(62,671)	(57,951)
Property and equipment, net	$ 13,549	$ 9,384

Schedule of Capitalized Internal-Use Software Development Costs

The Company recorded the following amounts related to depreciation of fixed assets and capitalized internal-use software development costs during the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Depreciation expense	$ 154	$ 241	$ 549	$ 962
Amortization of capitalized internal-use software development costs	1,679	870	4,344	2,493

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Leases (Tables)

9 Months Ended
Sep. 30, 2024

Leases [Abstract]

Schedule of Components of Operating Lease Cost

The components of operating lease costs were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Operating lease costs	$ 190	$ 86	$ 463	$ 5,088
Sublease income	—	—	—	(104)
Total operating lease costs, net	$ 190	$ 86	$ 463	$ 4,984

Schedule of Maturities of Operating Lease Liabilities

As of September 30, 2024, maturities of operating lease liabilities were as follows (in thousands):

	Operating Leases
The remainder of 2024	$ 547
2025	2,142
2026	372
Total future operating lease payments	3,061
Less: Imputed interest	(95)
Total operating lease liabilities	$ 2,966
Operating lease liabilities, current	$ 2,010
Operating lease liabilities, noncurrent	956
Total operating lease liabilities	$ 2,966

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Goodwill and Acquired Intangible Assets, Net (Tables)

9 Months Ended
Sep. 30, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

Schedule of Acquired Intangible Assets

Acquired intangible assets consisted of the following (in thousands):

	September 30, 2024			December 31, 2023		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
Developed technology	$ 22,396	$ (22,299)	$ 97	$ 22,396	$ (21,679)	$ 717
Customer relationships	74,884	(67,964)	6,920	74,884	(62,287)	12,597
Tradenames	1,350	(1,350)	—	1,350	(1,350)	—
Acquired intangible assets, net	$ 98,630	$ (91,613)	$ 7,017	$ 98,630	$ (85,316)	$ 13,314

Schedule of Amortization Expense Related to Acquired Intangible Assets

The following table set forth the amortization expense recorded related to acquired intangible assets during the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Cost of net revenue	$ 208	$ 208	$ 619	$ 617
Sales, marketing and support	1,906	1,906	5,677	5,862
Total amortization of acquired intangible assets	$ 2,114	$ 2,114	$ 6,296	$ 6,479

Schedule of Total Expected Future Amortization Expense for Acquired Intangible Assets

As of September 30, 2024, the total expected future amortization expense of acquired intangible assets by year is as follows (in thousands):

The remainder of 2024	$ 2,003
2025	5,014
Total expected future amortization expense	$ 7,017

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Debt (Tables)

9 Months Ended
Sep. 30, 2024

Debt Disclosure [Abstract]

Schedule of Long-Term Debt

As of September 30, 2024 and December 31, 2023, the Convertible Notes classified as long-term debt consisted of the following (in thousands):

	September 30, 2024			December 31, 2023		
	2026 Notes	2025 Notes	Total	2026 Notes	2025 Notes	Total
Outstanding principal balance	$ 212,750	$ 30,000	$ 242,750	$ 212,750	$ 150,000	$ 362,750
Less: Debt issuance costs	(2,080)	(275)	(2,355)	(2,864)	(2,218)	(5,082)
Carrying amount, long-term debt	$ 210,670	$ 29,725	$ 240,395	$ 209,886	$ 147,782	$ 357,668

Schedule of Total Interest Expense

The following tables set forth the total interest expense recognized related to the Convertible Notes for the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Cash interest expense	$ 1,628	$ 2,274	$ 6,176	$ 6,801
Amortization of debt issuance costs	456	548	1,512	1,557
Total interest expense	$ 2,084	$ 2,822	$ 7,688	$ 8,358

Schedule of Contractual Cash Obligations and Rights

The following table summarizes the Company's contractual obligation to settle commitments related to the Convertible Notes as of September 30, 2024 (in thousands):

	Payments due by Year			
	Total	2024	2025	2026
2026 Notes	$ 212,750	$ —	$ —	$ 212,750
Interest obligations on 2026 Notes [1]	3,192	—	1,596	1,596
2025 Notes	30,000	—	30,000	—
Interest obligations on 2025 Notes [1]	2,250	750	1,500	—

[1] The 2026 Notes and 2025 Notes bear interest at a fixed rate of 0.750% and 5.000% per year, respectively.

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Stockholders' Equity (Tables)

9 Months Ended
Sep. 30, 2024

Equity [Abstract]

Schedule of Stock Option Activity

Stock option activity for the nine months ended September 30, 2024 is presented below:

	Outstanding options	Weighted average exercise price	Weighted average remaining contractual term (years)	Aggregate intrinsic value (thousands)
Balance as of December 31, 2023	12,318,335	$ 12.06	5.4	$ 2,845
Canceled	(1,092,681)	10.55		
Balance as of September 30, 2024	11,225,654	12.21	4.5	$ —
Vested and exercisable as of September 30, 2024	10,359,394	12.24	4.3	$ —
Vested and expected to vest as of September 30, 2024	11,187,681	$ 12.22	4.5	$ —

Schedule of Stock Award Activity

Stock award activity, which includes RSUs, PSUs and restricted stock awards (RSAs), for the nine months ended September 30, 2024 is presented below:

	Outstanding RSUs, RSAs and PSUs	Weighted-average grant date fair value per share	Weighted average remaining contractual term (years)	Aggregate intrinsic value (thousands)
Balance as of December 31, 2023	12,478,798	$ 9.40	1.2	$ 104,315
Awarded	8,025,636	5.24		
Released	(3,398,539)	10.02		
Canceled	(3,594,313)	8.05		
Balance as of September 30, 2024	13,511,582	7.13	1.1	36,887
Vested and expected to vest as of September 30, 2024	12,636,979	$ 7.15	1.1	$ 34,499

Schedule of Stock-Based Compensation Expense

Stock-based compensation expense recognized in connection with stock options, RSUs, RSAs, PSUs and the Employee Stock Purchase Plan (ESPP) during each of the three and nine months ended September 30, 2024 and 2023 was as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Cost of net revenue	$ 151	$ 213	$ 430	$ 637
Product development	4,732	5,635	17,766	15,143
Sales, marketing and support	1,484	2,018	5,768	7,037
General and administrative	3,879	6,602	15,520	18,344
Total	$ 10,246	$ 14,468	$ 39,484	$ 41,161

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Net Loss Per Share (Tables)

9 Months Ended
Sep. 30, 2024

Earnings Per Share [Abstract]

Schedule of Computation of Basic and Diluted Net Loss Per Share

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net loss	$ (3,768)	$ (9,935)	$ (7,195)	$ (25,542)
Weighted-average shares used in computing earnings per share, basic and diluted	96,498	100,540	95,571	100,030
Net loss per share, basic and diluted	$ (0.04)	$ (0.10)	$ (0.08)	$ (0.26)

Schedule of Potentially Dilutive Securities Excluded from the Computation of Diluted Net Loss Per Share

The following outstanding shares of potentially dilutive securities were excluded from the computation of diluted net loss per share because including them would have had an anti-dilutive effect (in thousands):

	September 30, 2024	September 30, 2023
Shares related to Convertible Notes	10,011	19,538
Stock options to purchase common stock	11,226	12,446
Restricted stock units	13,284	12,610
ESPP	182	136
Total shares of potentially dilutive securities	34,703	44,730

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Geographic Information (Tables)

9 Months Ended
Sep. 30, 2024

Segment Reporting [Abstract]

Schedule of Net Revenue By Geography

The following table presents the Company's total net revenue by geography based on the currency of the underlying transaction (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
United States	$ 56,335	$ 59,963	$ 181,431	$ 175,836
International	21,466	21,581	67,173	62,534
Total net revenue	$ 77,801	$ 81,544	$ 248,604	$ 238,370

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Overview and Basis of Presentation (Details)

9 Months Ended
Sep. 30, 2024
segment

Organization, Consolidation and Presentation of Financial Statements [Abstract]

Number of operating segments	1
Number of reportable segments	1

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Restructuring - Narrative (Details) - 2024 Reduction in Force $ in Thousands

	3 Months Ended	9 Months Ended
	Aug. 07, 2024 position	Sep. 30, 2024 USD ($)	Sep. 30, 2024 USD ($)
Restructuring Cost and Reserve [Line Items]			
Number of positions expected to be eliminated, period (as a percent)	11.00%		
Number of positions expected to be eliminated | position	100		
Restructuring charges | $		$ 5,417	$ 5,417

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Restructuring - Schedule of Restructuring Costs (Details) - USD ($) $ in Thousands

	3 Months Ended		9 Months Ended		12 Months Ended
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023
2024 Reduction in Force					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges	$ 5,417		$ 5,417		

2023 Restructuring					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges			$ 754	$ 242	$ 15,132	$ 16,294
Cost of net revenue | 2023 Restructuring					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges			237		1,685	
Product development | 2024 Reduction in Force					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges		3,424				
Product development | 2023 Restructuring					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges			140		6,731	
Sales, marketing and support | 2024 Reduction in Force					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges		535				
Sales, marketing and support | 2023 Restructuring					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges			94		2,447	
General and administrative | 2024 Reduction in Force					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges		1,458				
General and administrative | 2023 Restructuring					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges			283		4,269	
Severance and other termination benefits | 2024 Reduction in Force					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges		5,354				
Severance and other termination benefits | 2023 Restructuring					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges			750		10,828	
Severance and other termination benefits | Cost of net revenue | 2023 Restructuring					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges			237		1,259	
Severance and other termination benefits | Product development | 2024 Reduction in Force					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges		3,424				
Severance and other termination benefits | Product development | 2023 Restructuring					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges			140		5,385	
Severance and other termination benefits | Sales, marketing and support | 2024 Reduction in Force					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges		535				
Severance and other termination benefits | Sales, marketing and support | 2023 Restructuring					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges			94		1,406	
Severance and other termination benefits | General and administrative | 2024 Reduction in Force					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges		1,395				
Severance and other termination benefits | General and administrative | 2023 Restructuring					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges			279		2,778	
Computer equipment disposals | 2024 Reduction in Force					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges		63				
Computer equipment disposals | Product development | 2024 Reduction in Force					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges		0				
Computer equipment disposals | Sales, marketing and support | 2024 Reduction in Force					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges		0				
Computer equipment disposals | General and administrative | 2024 Reduction in Force					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges		$ 63				
Lease abandonment and related charges | 2023 Restructuring					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges			4		4,304	
Lease abandonment and related charges | Cost of net revenue | 2023 Restructuring					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges			0		426	
Lease abandonment and related charges | Product development | 2023 Restructuring					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges			0		1,346	
Lease abandonment and related charges | Sales, marketing and support | 2023 Restructuring					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges			0		1,041	
Lease abandonment and related charges | General and administrative | 2023 Restructuring					
Restructuring Cost and Reserve [Line Items]					
Restructuring charges			$ 4		$ 1,491	

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Restructuring - Schedule of Reserve Activity (Details) - USD ($) $ in Thousands	**3 Months Ended**		**9 Months Ended**		**12 Months Ended**
	Sep. 30, 2024	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**	**Dec. 31, 2023**
2024 Reduction in Force					
Restructuring Reserve [Roll Forward]					
Beginning balance			$ 0		
Reduction in force/Restructuring related costs accrued Charges	$ 5,417		5,417		
Cash payments			(4,409)		
Non-cash applied			(63)		
Ending balance	945		945		$ 0
2023 Restructuring					
Restructuring Reserve [Roll Forward]					
Beginning balance			2,136	$ 0	0
Reduction in force/Restructuring related costs accrued Charges		$ 754	242	$ 15,132	16,294
Cash payments			(2,378)		(9,770)
Non-cash applied					(4,388)
Ending balance	$ 0		$ 0		$ 2,136

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Revenue Recognition (Details)	Dec. 31, 2023 planOption
Revenue from Contract with Customer [Abstract]	
Organizer fee, number of plan options	2

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Cash, Cash Equivalents and Restricted Cash - Narrative (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023
Cash and Cash Equivalents [Line Items]			
Cash and cash equivalents	$ 530,957	$ 489,200	$ 567,646
Creator Cash			
Cash and Cash Equivalents [Line Items]			
Cash and cash equivalents	$ 327,600	$ 259,200	

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Cash, Cash Equivalents and Restricted Cash - Schedule of Reconciliation of Cash and Cash Equivalents and Restricted Cash (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023	Sep. 30, 2023	Dec. 31, 2022
Cash and Cash Equivalents [Abstract]				
Cash and cash equivalents	$ 530,957	$ 489,200	$ 567,646	
Restricted cash	0	0	897	
Total cash, cash equivalents and restricted cash	$ 530,957	$ 489,200	$ 568,543	$ 540,174

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Short-term Investments - Narrative (Details) - USD ($)	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Investments, Debt and Equity Securities [Abstract]		
Short-term investment impairment	$ 0	$ 0

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Short-term Investments - Schedule of Company's Financial Instruments Measured at Fair Value on a Non-recurring Basis (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Schedule of Held-to-Maturity Securities [Line Items]		
Amortized cost	$ 101,133	$ 205,233
Gross unrecognized holding gains	22	17
Gross unrecognized holdings losses	0	(12)
Aggregate fair value	101,155	205,238
Cash equivalents | Savings deposits		
Schedule of Held-to-Maturity Securities [Line Items]		
Amortized cost	26,834	51,487
Gross unrecognized holding gains	0	0
Gross unrecognized holdings losses	0	0
Aggregate fair value	26,834	51,487
Cash equivalents | US Treasury securities		
Schedule of Held-to-Maturity Securities [Line Items]		
Amortized cost	49,634	
Gross unrecognized holding gains	12	
Gross unrecognized holdings losses	0	
Aggregate fair value	49,646	
Short-term investments | US Treasury securities		
Schedule of Held-to-Maturity Securities [Line Items]		
Amortized cost	24,665	153,746
Gross unrecognized holding gains	10	17
Gross unrecognized holdings losses	0	(12)
Aggregate fair value	$ 24,675	$ 153,751

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Funds Receivable (Details) - USD ($) $ in Thousands	9 Months Ended Sep. 30, 2024	Dec. 31, 2023
Accounts, Notes, Loans and Financing Receivable [Line Items]		
Funds receivable, underlying ticketing transaction (in days)	5 days	
Funds receivable	$ 30,190	$ 48,773
Tickets Sold on Behalf of Creators		
Accounts, Notes, Loans and Financing Receivable [Line Items]		
Funds receivable	$ 27,500	$ 44,200

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Accounts Receivable, Net (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Receivables [Abstract]		
Accounts receivable, customers	$ 4,144	$ 3,524
Allowance for credit losses	(920)	(710)
Accounts receivable, net	$ 3,224	$ 2,814

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Creator Signing Fees, Net - Narrative (Details)	Sep. 30, 2024
Revenue from Contract with Customer [Abstract]	
Creator signing fees, amortization period (in years)	4 years

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Creator Signing Fees, Net - Schedule of the Activity in Creator Signing Fees (Details) - USD ($)	3 Months Ended Sep. 30, 2024	3 Months Ended Sep. 30, 2023	9 Months Ended Sep. 30, 2024	9 Months Ended Sep. 30, 2023

$ in Thousands				
Activity in creator signing fees:				
Balance, beginning of period	$ 5,154	$ 2,569	$ 1,937	$ 1,748
Creator signing fees paid	3,195	0	4,046	30
Amortization of creator signing fees	(375)	(275)	(777)	(742)
Write-offs and other adjustments	349	16	3,117	1,274
Balance, end of period	$ 8,323	$ 2,310	$ 8,323	$ 2,310

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Creator Signing Fees, Net - Classification of Creator Signing Fees on the Condensed Consolidated Balance Sheet (Details) - USD ($) $ in Thousands

	Sep. 30, 2024	Jun. 30, 2024	Dec. 31, 2023	Sep. 30, 2023	Jun. 30, 2023	Dec. 31, 2022
Revenue from Contract with Customer [Abstract]						
Creator signing fees, net	$ 4,399		$ 634	$ 913		
Creator signing fees, net noncurrent	3,924		1,303	1,397		
Total creator signing fees	$ 8,323	$ 5,154	$ 1,937	$ 2,310	$ 2,569	$ 1,748

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Creator Advances, Net (Details) - USD ($) $ in Thousands

	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Activity In Notes, Loans And Financing Receivable [Roll Forward]				
Balance, beginning of period	$ 6,852	$ 695	$ 2,804	$ 721
Creator advances paid	827	722	4,502	822
Creator advances recouped	(1,617)	(110)	(2,222)	(528)
Write-offs and other adjustments	95	357	1,073	649
Balance, end of period	$ 6,157	$ 1,664	$ 6,157	$ 1,664

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Accounts Payable, Creators (Details) - USD ($) $ in Millions

	9 Months Ended	
	Sep. 30, 2024	Dec. 31, 2023
Payables and Accruals [Abstract]		
Accounts payable, unremitted ticket sale proceeds, net of fees and taxes (in days)	5 days	
Advance payouts outstanding	$ 131.5	$ 115.3

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Chargebacks and Refunds Reserve (Details) - USD ($) $ in Thousands

	Sep. 30, 2024	Dec. 31, 2023
Revenue from Contract with Customer [Abstract]		
Chargebacks and refunds reserve	$ 9,057	$ 8,088
Loss contingency, estimate of possible loss	$ 5,900	$ 6,000

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Property and Equipment, Net - Schedule of Composition of Property and Equipment, Net (Details) - USD ($) $ in Thousands

	Sep. 30, 2024	Dec. 31, 2023
Property, Plant and Equipment [Line Items]		
Property and equipment	$ 76,220	$ 67,335
Less: Accumulated depreciation and amortization	(62,671)	(57,951)
Property and equipment, net	13,549	9,384
Capitalized internal-use software development costs		
Property, Plant and Equipment [Line Items]		
Property and equipment	71,182	62,615
Furniture and fixtures		
Property, Plant and Equipment [Line Items]		
Property and equipment	179	179
Computers and computer equipment		
Property, Plant and Equipment [Line Items]		
Property and equipment	3,935	3,617
Leasehold improvements		
Property, Plant and Equipment [Line Items]		
Property and equipment	$ 924	$ 924

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Property and Equipment, Net - Schedule of Capitalized Internal-Use Software Development Costs (Details) - USD ($) $ in Thousands

	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Property, Plant and Equipment [Abstract]				
Depreciation expense	$ 154	$ 241	$ 549	$ 962
Amortization of capitalized internal-use software development costs	$ 1,679	$ 870	$ 4,344	$ 2,493

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Leases - Schedule of Components of Operating Lease Cost (Details) - USD ($) $ in Thousands

	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Leases [Abstract]				
Operating lease costs	$ 190	$ 86	$ 463	$ 5,088
Sublease income	0	0	0	(104)
Total operating lease costs, net	$ 190	$ 86	$ 463	$ 4,984

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Leases - Narrative (Details) - USD ($) $ in Millions

	9 Months Ended	
	Sep. 30, 2023	Sep. 30, 2024
Leases [Abstract]		
Right-of-use asset, amortization expense	$ 3.9	
Weighted-average remaining operating lease term (in years)		1 year 6 months
Weighted-average discount rate on operating leases (as a percent)		4.60%

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Leases - Schedule of Maturities of Operating Lease Liabilities (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Operating Leases		
The remainder of 2024	$ 547	
2025	2,142	
2026	372	
Total future operating lease payments	3,061	
Less: Imputed interest	(95)	
Total operating lease liabilities	2,966	
Operating lease liabilities, current	2,010	$ 1,523
Operating lease liabilities, noncurrent	$ 956	$ 1,768

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Goodwill and Acquired Intangible Assets, Net - Narrative (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Goodwill and Intangible Assets Disclosure [Abstract]		
Goodwill	$ 174,388	$ 174,388

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Goodwill and Acquired Intangible Assets, Net - Schedule of Acquired Intangible Assets (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Acquired intangible assets, net:		
Cost	$ 98,630	$ 98,630
Accumulated Amortization	(91,613)	(85,316)
Total expected future amortization expense	7,017	13,314
Developed technology		
Acquired intangible assets, net:		
Cost	22,396	22,396
Accumulated Amortization	(22,299)	(21,679)
Total expected future amortization expense	97	717
Customer relationships		
Acquired intangible assets, net:		
Cost	74,884	74,884
Accumulated Amortization	(67,964)	(62,287)
Total expected future amortization expense	6,920	12,597
Tradenames		
Acquired intangible assets, net:		
Cost	1,350	1,350
Accumulated Amortization	(1,350)	(1,350)
Total expected future amortization expense	$ 0	$ 0

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Goodwill and Acquired Intangible Assets, Net - Schedule of Amortization Expense Related to Acquired Intangible Assets (Details) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Finite-Lived Intangible Assets [Line Items]				
Amortization of acquired intangible assets	$ 2,114	$ 2,114	$ 6,296	$ 6,479
Cost of net revenue				
Finite-Lived Intangible Assets [Line Items]				
Amortization of acquired intangible assets	208	208	619	617
Sales, marketing and support				
Finite-Lived Intangible Assets [Line Items]				
Amortization of acquired intangible assets	$ 1,906	$ 1,906	$ 5,677	$ 5,862

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Goodwill and Acquired Intangible Assets, Net - Schedule of Total Expected Future Amortization Expense for Acquired Intangible Assets (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Goodwill and Intangible Assets Disclosure [Abstract]		
The remainder of 2024	$ 2,003	
2025	5,014	
Total expected future amortization expense	$ 7,017	$ 13,314

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Fair Value Measurement (Details) - Convertible Senior Notes	Sep. 30, 2024
2026 Notes	
Fair Value Disclosure, Asset and Liability, Not Measured at Fair Value [Line Items]	
Stated interest rate (as a percent)	0.75%
2025 Notes	
Fair Value Disclosure, Asset and Liability, Not Measured at Fair Value [Line Items]	
Stated interest rate (as a percent)	5.00%

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Debt - Schedule of Long-Term Debt (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Debt Instrument [Line Items]		
Outstanding principal balance	$ 242,750	$ 362,750
Less: Debt issuance costs	(2,355)	(5,082)
Carrying amount, long-term debt	240,395	357,668

Convertible Senior Notes | 2026 Notes		
Debt Instrument [Line Items]		
Outstanding principal balance	212,750	212,750
Less: Debt issuance costs	(2,080)	(2,864)
Carrying amount, long-term debt	210,670	209,886
Convertible Senior Notes | 2025 Notes		
Debt Instrument [Line Items]		
Outstanding principal balance	30,000	150,000
Less: Debt issuance costs	(275)	(2,218)
Carrying amount, long-term debt	$ 29,725	$ 147,782

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Debt - Schedule of Total Interest Expense (Details) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Debt Disclosure [Abstract]				
Cash interest expense	$ 1,628	$ 2,274	$ 6,176	$ 6,801
Amortization of debt issuance costs	456	548	1,512	1,557
Total interest expense	$ 2,084	$ 2,822	$ 7,688	$ 8,358

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Debt - Schedule of Contractual Cash Obligations and Rights (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Long-term Debt		
Total	$ 242,750	$ 362,750
2026 Notes | Convertible Senior Notes		
Long-term Debt		
Total	212,750	212,750
2024	0	
2025	0	
2026	212,750	
Interest obligations		
Total	3,192	
2024	0	
2025	1,596	
2026	$ 1,596	
Stated interest rate (as a percent)	0.75%	
2025 Notes | Convertible Senior Notes		
Long-term Debt		
Total	$ 30,000	$ 150,000
2024	0	
2025	30,000	
2026	0	
Interest obligations		
Total	2,250	
2024	750	
2025	1,500	
2026	$ 0	
Stated interest rate (as a percent)	5.00%	

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Debt - Narrative (Details) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended		
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Aug. 21, 2024
Debt Instrument [Line Items]					
Cash interest expense	$ 1,628	$ 2,274	$ 6,176	$ 6,801	
Amortization of debt issuance costs	$ 456	$ 548	1,512	1,557	
Loss on debt extinguishment			$ 315	$ 0	
2026 Notes | Convertible Senior Notes					
Debt Instrument [Line Items]					
Effective interest rate (as a percent)	1.30%	1.30%	1.30%	1.30%	
Cash interest expense			$ 1,200	$ 1,200	
Amortization of debt issuance costs			800	$ 800	
2026 Notes | Convertible Senior Notes | Fair Value, Inputs, Level 2					
Debt Instrument [Line Items]					
Estimated fair value of long-term debt	$ 184,300		$ 184,300		
2025 Notes | Convertible Senior Notes					
Debt Instrument [Line Items]					
Effective interest rate (as a percent)	5.80%	5.80%	5.80%	5.80%	
Cash interest expense			$ 5,000	$ 5,600	
Amortization of debt issuance costs			700	$ 800	
Debt instrument, repurchased face amount					$ 120,000
Aggregate cash repurchase price					$ 120,500
Loss on debt extinguishment	$ 300				
2025 Notes | Convertible Senior Notes | Fair Value, Inputs, Level 2					
Debt Instrument [Line Items]					
Estimated fair value of long-term debt	$ 29,600		$ 29,600		

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Commitments and Contingencies (Details) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended		
	Jun. 28, 2024	Jun. 30, 2024	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023
Loss Contingencies [Line Items]					
Gain on litigation settlement			$ 3,927	$ 0	
Loss contingency accrual			500		$ 1,100
Estimate of possible loss attributable to potential interest and penalties			$ 100		$ 200
M.R.G. Concerts Ltd. (MRG) and Matthew Gibbons (Gibbons)					
Loss Contingencies [Line Items]					
Settlement amount	$ 8,300				
Loss recovery amount		$ 4,400			
Gain on litigation settlement		$ 3,900			

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Stockholders' Equity - Narrative (Details) - USD ($)	1 Months Ended	3 Months Ended				9 Months Ended			
	Aug. 31, 2018	Sep. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Mar. 14, 2024	Dec. 31, 2023
Class of Stock [Line Items]									

Stock repurchase program, authorized amount						$ 100,000,000	
Repurchase of common stock (in shares)				7,243,283			
Repurchase of common stock		$ 2,244,000	$ 22,129,000	$ 15,055,000	$ 39,400,000		
Remaining authorized repurchase amount		$ 60,600,000			$ 60,600,000		
Options outstanding (in shares)		11,225,654			11,225,654		12,318,335
Granted (in shares)					0		
Capitalized stock-based compensation expense		$ 500,000		$ 500,000	$ 1,600,000	$ 1,100,000	
Stock Options							
Class of Stock [Line Items]							
Vesting period (in years)					4 years		
Expiration period (in years)					10 years		
Compensation expense not yet recognized		5,000,000.0			$ 5,000,000.0		
Weighted-average recognition period for unrecognized stock-based compensation (in years)					1 year 7 months 6 days		
RSUs, RSAs and PSUs							
Class of Stock [Line Items]							
Weighted-average recognition period for unrecognized stock-based compensation (in years)					1 year 7 months 6 days		
Total unrecognized stock-based compensation		$ 57,200,000			$ 57,200,000		
2018 Stock Option and Incentive Plan							
Class of Stock [Line Items]							
Annual cumulative increase in the number of shares reserved and available for issuance (as a percent)	5.00%						
Options issued (in shares)		5,955,438			5,955,438		
Options outstanding (in shares)		5,955,438			5,955,438		
2018 Stock Option and Incentive Plan | Class A Common Stock							
Class of Stock [Line Items]							
Common stock reserved for future issuance (in shares)		7,770,415			7,770,415		
2010 Stock Option Plan							
Class of Stock [Line Items]							
Options issued (in shares)		5,270,216			5,270,216		
Options outstanding (in shares)		5,270,216			5,270,216		

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Stockholders' Equity - Schedule of Stock Option Activity (Details) - USD ($) $ / shares in Units, $ in Thousands	**9 Months Ended**	**12 Months Ended**
	Sep. 30, 2024	**Dec. 31, 2023**
Outstanding options		
Beginning balance (in shares)	12,318,335	
Canceled (in shares)	(1,092,681)	
Ending balance (in shares)	11,225,654	12,318,335
Vested and exercisable (in shares)	10,359,394	
Vested and expected to vest (in shares)	11,187,681	
Weighted average exercise price		
Beginning balance (in dollars per share)	$ 12.06	
Canceled (in dollars per share)	10.55	
Ending balance (in dollars per share)	12.21	$ 12.06
Vested and exercisable (in dollars per share)	12.24	
Vested and expected to vest (in dollars per share)	$ 12.22	
Weighted average remaining contractual term (years)		
Outstanding	4 years 6 months	5 years 4 months 24 days
Vested and exercisable	4 years 3 months 18 days	
Vested and expected to vest	4 years 6 months	
Aggregate intrinsic value (thousands)		
Outstanding	$ 0	$ 2,845
Vested and exercisable	0	
Vested and expected to vest	$ 0	

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Stockholders' Equity - Schedule of Stock Award Activity (Details) - RSUs, RSAs and PSUs - USD ($) $ / shares in Units, $ in Thousands	**9 Months Ended**	**12 Months Ended**
	Sep. 30, 2024	**Dec. 31, 2023**
Outstanding RSUs, RSAs and PSUs		
Beginning balance (in shares)	12,478,798	
Awarded (in shares)	8,025,636	
Released (in shares)	(3,398,539)	
Canceled (in shares)	(3,594,313)	
Ending balance (in shares)	13,511,582	12,478,798
Vested and and expected to vest (in shares)	12,636,979	
Weighted-average grant date fair value per share		
Beginning balance (in dollars per share)	$ 9.40	
Awarded (in dollars per share)	5.24	
Released (in dollars per share)	10.02	
Canceled (in dollars per share)	8.05	
Ending balance (in dollars per share)	7.13	$ 9.40
Vested and expected to vest (in dollars per share)	$ 7.15	
Weighted average remaining contractual term (years)		
Balance	1 year 1 month 6 days	1 year 2 months 12 days
Vested and expected to vest	1 year 1 month 6 days	
Aggregate intrinsic value (thousands)		
Balance	$ 36,887	$ 104,315
Vested and expected to vest	$ 34,499	

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Stockholders' Equity - Schedule of Stock-Based Compensation Expense (Details) - USD ($) $ in Thousands	**3 Months Ended**		**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**
Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]				
Stock-based compensation expense	$ 10,246	$ 14,468	$ 39,484	$ 41,161

Cost of net revenue				
Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]				
Stock-based compensation expense	151	213	430	637
Product development				
Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]				
Stock-based compensation expense	4,732	5,635	17,766	15,143
Sales, marketing and support				
Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]				
Stock-based compensation expense	1,484	2,018	5,768	7,037
General and administrative				
Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]				
Stock-based compensation expense	$ 3,879	$ 6,602	$ 15,520	$ 18,344

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Net Loss Per Share - Schedule of Computation of Basic and Diluted Net Loss 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 loss	$ (3,768)	$ 1,063	$ (4,490)	$ (9,935)	$ (2,921)	$ (12,686)	$ (7,195)	$ (25,542)
Weighted-average shares used in computing earnings per share, basic (in shares)	96,498			100,540			95,571	100,030
Weighted-average shares used in computing earnings per share, diluted (in shares)	96,498			100,540			95,571	100,030
Net loss per share, basic (in dollars per share)	$ (0.04)			$ (0.10)			$ (0.08)	$ (0.26)
Net loss per share, diluted (in dollars per share)	$ (0.04)			$ (0.10)			$ (0.08)	$ (0.26)

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Net Loss Per Share - Schedule of Potentially Dilutive Securities Excluded from the Computation of Diluted Net Loss Per Share (Details) - shares shares in Thousands	**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Total shares of potentially dilutive securities (in shares)	34,703	44,730
Shares related to Convertible Notes		
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Total shares of potentially dilutive securities (in shares)	10,011	19,538
Stock options to purchase common stock		
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Total shares of potentially dilutive securities (in shares)	11,226	12,446
Restricted stock units		
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Total shares of potentially dilutive securities (in shares)	13,284	12,610
ESPP		
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Total shares of potentially dilutive securities (in shares)	182	136

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Net Loss Per Share - Narrative (Details) - $ / shares shares in Thousands	**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Potentially dilutive securities excluded from the computation of diluted net loss per share (in shares)	34,703	44,730
2025 Notes | Convertible Senior Notes		
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Conversion price (in dollars per share)	$ 12.60	
2026 Notes | Convertible Senior Notes		
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Conversion price (in dollars per share)	$ 27.89	
Shares related to Convertible Notes		
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Potentially dilutive securities excluded from the computation of diluted net loss per share (in shares)	10,011	19,538
Shares related to Convertible Notes | 2025 Notes		
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Potentially dilutive securities excluded from the computation of diluted net loss per share (in shares)	2,400	
Shares related to Convertible Notes | 2026 Notes		
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Potentially dilutive securities excluded from the computation of diluted net loss per share (in shares)	7,600	

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Income Taxes (Details) - USD ($) $ in Thousands	**3 Months Ended**		**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**
Income Tax Disclosure [Abstract]				
Income tax expense	$ 208	$ 762	$ 1,266	$ 1,832

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Geographic Information - Schedule of Net Revenue By Geography (Details) - USD ($) $ in Thousands	**3 Months Ended**		**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**
Revenue, Major Customer [Line Items]				
Total net revenue	$ 77,801	$ 81,544	$ 248,604	$ 238,370
United States				
Revenue, Major Customer [Line Items]				
Total net revenue	56,335	59,963	181,431	175,836
International				
Revenue, Major Customer [Line Items]				
Total net revenue	$ 21,466	$ 21,581	$ 67,173	$ 62,534

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Geographic Information - Narrative (Details)	**3 Months Ended**
	Sep. 30, 2024

Geographic Concentration Risk | Revenue from Contract with Customer Benchmark | UNITED KINGDOM

Revenue, Major Customer [Line Items]	
Concentration Risk, Percentage	10.00%

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+WFBM'4&:4SE(13FB33$">C:+5]L)>&2RT&GI(HG/HX?-%$KXBM05&,8^LR M.8SM(#CHD2;P:I4I-0QE4C4(3[(2I6R;0=DT@M25!/9\'"?C$Y+1T(OV6_*' M@ ?-08\._I &]IR':5'F=
M$_TC]M^,&7L_!CMC[V>V]X97O5[_$X[C65F#N%W#0.\T@C!4W1OK[D:*;?O2 M=RFD%$5[N>$,P"L#^'XM0&3T-^H]\N[_#+,=J#=KY^=A(SPIAL?P(][MCL^YN2:W,Z?LA8< KW&4<*
[6BA$>JGKW \AQOR"II#(G0EE,19RRJ8Z3QG@ M(?%D6X9AJ/'F"2:U\G71LSKTQ)($10SR+8\S>KB"B\ZYF:HN%1S(-A5K0 MO4Z*IS &\34=,3G3*Y: Q)!P0A/$8-+5>N9EW\P!><0W G.^-
$;*RC.E+VIR M&W0U0RF"""RA*+#\F4$?HD@Q21V_2E*M.E,!E\<+]NOZ?P&2D--Q>?3B.??:%[$.JZ&_(P+&I=@J2 F2?&+7\M$+ ', MQA: 50*L0P%V";!SHX6RW-8 "^QU&)TCIJ(EFQKDNCX<#)$?
CA[O;0>])3JYZ=[W[_A"-;X;#IS$Z&6$&B0A!$!]'I^@< M?40ZXJ%)D=@ ;(R!:(3=$T2G/@$1VA$.7^ ,0B0 M+#K_Y0REF*$9CC))R1! 8TBS#A*@14/_G13-HHCW/P(]0\R\TPX-YH=?;9L MQNE%\P=]
(/[K*6^NUNZW,#PJM>6A7'MK'>SBLR-MK MHMJ.W6X[9GM%_7J@:9B6ZS1,9[-XT_C[TC2.EW]$R9?T!YC8$+G/Q=*KW]SI MXDGV?3QC;PL??
NFJL+//@KDFS+4:MM6R5QVL!ZX6C[[4OZCF\0MF4Y)P%,%$ M8HP+5X)9T8\5$T'3O*5YID(V2/DPE#TL,!4@]R>4BL5$=4E55^S] 5!+ P04 M " #]@&=9':IO(QL& !P&@ &
'AL+W=O9%4%V+%2_W+0L@B4?I6/@^KE>1)6@<5^9!X7C LDJP?BY7J ![L'7[/GI3(/AJ.K5?+,9UQ]6SU(?3=L6=*LX&65 MB1))OK@>W.#+*2FH;\FO&7ZN :&2E/0GPW-[?I]< S/>
(YGRM#D>A_&S[F M>6Z8=#_^;$@';9LF\/!ZQ_ZI%J_%/"45'XO\MRQ5R^M!-$ I7R3K7'T5+[_P M1A S?'.15_5?]-)@O0&:KRLEBB98]Z#(RNW_Y+5)Q$& YH$#2!- ["_(X V M ?2M+?A-
@/_6%E@34$L?;K77B9LD*AE=2?&"I$%K-G-19[^.UOG*2C-19DKJ M7S,=IT;C^[O)]&XVG2!]-;O_?#NY>=0WLT?]][\OT[G&&[C^A^X?IUYO'6PU MY^C;;(+>O_N JF4B>86R$CTNQ;I*RK0Z0^^.
[J^&2G?1-#2<-]WYN.T.Z>@. M15]$J985FI8I3X'X27]\W!,_U*EI\T-V^?E(>@EG?'6!J'>&B$=\H#_CMX=3 M2,[_:WWZGUL_2@9M)PNM^6@'WVTY%P5',Y4HKHN%0K_?/%5*ZL7^!S346S(?
M)C,5\+):)7-^/= EKN)RPP>C'W_ @?<3E.=3DDU.238]$=G1B/CMB/A][*,[MO95(ON'EFD,CL T.ZF"S96Q&81AY^&JX.4RMBXHP_UCU,1%$3*/ LV!6 T MHJ'7PHYTLE8GZ]4Y%I5"8H'*?
KU;$G;41^932R^ 8E$06GI=5.CC*+#D J@@ M"ABL-FC5!KUJ?Y:BJM!*BD6F()F!TRBC6H(E$T"Q(+1ENB@<^EJHI1. !9AY M'4+#5FC86U#N5UPF*BN?$7_5UJ?
BX)81GK*.G))L/*%'=H)")WY9BE8TT\ $4]WZHZ$Q<5ZEEL3<\I@*)>C.%I M%[=JXUZULR3GVJQH9_R=U[-/FQ5ME5Z8]":>'B306GH3KJ]&#:0L'8"%Q M)CH PW%([?DS!7&4A7Z'=+*73GJE?S:
[R4**8B=?E+!LXG3@/(H9L64#,(Q9 M8!L&"$=('-I;*(2CQ OB#MU[MXI[K9>VJXKK4JGT.XGQK:!DZ@ZAQ^R"!J!" M=M"_1J^+(GIE,UNN"\-Q[$<=:O=.$/=;P59M,[-!N3XP)$[U&8.PB#@3&X"%
MNIK9@@%81%%G7\.XM(>[WA/=JR64SMNA]H_K#F?&(H';7JF&?.&O:19T3O0AM MZ2Z,1C&QE0-DE- .+XSW]A#W^\-Z03_QA9!\IU\EKQVUS'5NYY0%CFX %N/0 MWKT@&(M);
L'8(2&N$OYWB_B7A>T>P/5:HT]WF3FO I4'4)KT=;L@L* V(I= M$":!4\, 5$2[]NN]*\/]MLR\WN5ZL$&)D?.F=4[URXENQ90*P$,=. M\0)@A#&_2^G>D>%^2[93BO0.M3U:.C,'@-D#']C(#8-
CSF._9203H& NQG420SNO: M.LC>"Y)^+WCZ+![.RKX\NBX/S*,+@_,(T$%Y!.G5UKTN MU?9\M'W:?AZYJ3*6,_XLLQ!IY/\.5T^_%C3[_]%O,ED<]96:&<+W13WD6H M.RNWGS>V-
TJLZO/[)Z&4*.K+)4]2+@U _[X00NUN3 /M1Z;1WU!+ P04 M" #]@&=9R>+"N1@2 #OS0 & 'AL+W=OM]N2NZHF01($N\1WK42@V=HFB]/M=KO]P,I,K(LLN1(= M-__]2%DQ!.
)).QO_$,;20:_#\1[!,'/ \ 7M^O-Q^UET[31'U?+U?;ER67; M7G]W>KJ=7S97]?;;]76SZO[R?KVYJMONZ^;#Z?9ZT]07NX.NEJKYLTFVMY<7=6;SS\TR_7MRY/DY,L/;QJUPLKIK5=K%>19OF_>H/Y??
UNN/_9=7%R]/XKY*S;*9M[U&W?WSJ9DVRV4OU57D][WJR;W1_L## MSU_4Y>[LN[/YK=XVT_7RWXN+]O+EB3B)+IKW]Z\W7R^WN M_]'MOFQ\$LUOMNWZ:G]P5X.KQ>KNW_J/?
4L<')"D1PY@^P.8=4":'3D@W1^0 MCCT@VQ^0V57*CQR0[P_(K0-8<>0 OC^ VP<<:Z5B?T"Q<]9=Z^Y<,ZO;^NS% M9GT;;?K2G5K_8>??W=&=1Q:K/A;/VTWWUT5W7'LV??W+K/KEO)I%W:?
SUS^] MFGW_KOMR_J[[Y^?JEW?GT6O9?7L]_<>/KW^:56_/_QI5__SUU;O_1)/HU_-9 M].S/SZ,_1XM5].YR?;.M5Q?;%Z=M5Z]>_72^K\,/=W5@1^KP;MW62^*PJ?^P MZ?KJJ@OF\W8]_Q@=?
IE,E_5V&WU/2,X>)_D#(5D-G%S70VQO-I_O=(CCI?_X M[R\N%OU%6R^C-_7B8O)J%%4KZP7=8FI :SZ_N;I9UFUS$:'5']H?FP6*T6JP]=G["L5_,F>M;%P_:RWC3;YU'=J;FWT9I M\DW$8L:H\/#]]
[WQ=]OK>MZV\/.FZVVVS^=2^)/ M9R+)6M7&ZQ=8\=Q?'@&[]3N=]P4KZ_Q22>\\5\&E\,\+UZ_VVC.AB(M=3B>#:4\G'JDW>S'G\6.G3>=\(WA! M(N!GI_F<'M[Y\X$\L0AX@MZ!EIMH7QV9-$@&*#^;9U&OA=[#(F0+IP\8FAR/N!GL(E:A:P"A4VGES>VN
[GSF2^VN[_>_;R^[F]4V\/NGXHIK]'0F,J=3KPHTD)8G0729(44 MDT@Q!1(S@H7?!?PO_&L%"!0AW?)KQU+I!>"L3VI<@Q2JDF!S1% IDT/!Z<>_U M8K37._5VLYCW@\L[%]?];66P._
:".T."G=,%Z>%/?)#FJR08A(IID!B1F"(M^\ 0#^L.WJ\WT;9IVV5SU:S:_L]OSW\=#!*OL= @$4Z0Y'D2\]B*$J3-"BDF MD6(*)&9$27D?):4W2LYW'H]N%^WE9;.\Z+J0NX?3=AVMFO8N(ZC92!*O,9"
MHZ1THF22E&F6V9T)TFB%%)-(,042,\(DB36EBI&!0C*HF'"HZ)]2C8&%OR*A M(PNH6@55D^,:1*&,FIX_X).)W_,[_-;3YHO^1G+=K+9U/W(D79RXMW^6VN!G
MZK<8[&*D6@55D^,:1*&,FB[6_##Q \1?NBMXL>JJJRGJAE1\@@>AM900M442LWTO6:1B9=/V;X?Y>_,;7>>"?L9;KHOYT/$ M_LH%7[Q02$B<9LEYGCA=LUMN(KH@S)(CUZ6&>XF?
[CT^;>,W$'QINBCO2.*& M*'GLTH2R.JB:0JF9[M>X+O'SNH>E;Q(72)'YFWTY[]4)I6Y0-4F<)IG#(.8_) M2 8U@ZI54#4)55,H-3,&-&]+_,#-/Q@_;ZZ[[C_V#,Z@A"UQ$9O(RERDJ9V_
M(THF.>>,%\R^XT,)&E1-H=3,63J:H3$_0W,'XX/^9BXB2HHR33.K-]B7\]WN M_94+O<2A:I(XS;),16IE!!11;B*2+"L+^G;/-.5B?LHU.!@??&[R&PB>1.6" MHR//R43)8].HH&@+JJ90:J;
[#V;0A4ZA&^5R8@8;]:B\+^>].J&<"ZHFB=,D M'Y6)#JDFHFD*IF4&CD1W[*A/RR$!Q&1H3SHT#";QF4+4*JB;' M-(="F32]KXD=&S_#[H%SK?P6@KL' @:6/+-[!RCG@ZI)J)I"J9GQH9$A&S\7
M#S#ERF\M.%;>N6W%APM!(5, MRI(YDZ^@9BNHFH2J*92:&2X:'#+H3#TR1*@9=6E1VH,.)'.;0=4JJ)HK'AM[;"HL3$557U\OUYZ;9KYM\<[.97_9/RV^6]2IZ5IV_>?-< M_SC0C_@K$]J/I 382P2SR-
0,:K2"JDFHFD*IF;&D,6?JQYS86"+CQ\61N4TB MI_Y:AG8Q4+4*JB;'-(="F32#0L//U _0V9XI@3RS$KA.!@Z"1"J5D'5Y+@&
M42BCIHL/E@K[YP".2CVG[HR["2M98OL6"CRA:A5434+5U&#SFK[5)#,-FN-G MY:W^?K/RIQC]ZL$W?)=8"I:S/,[MO!51\DC>"EI#"553*#73]QI(IGX@Z::4 MA_U-3]Y+[)3ROIQW"P H(2J2>
(T2Q&7=FY.$>4F(LYRSHY/CDE9^]\&QY9+&[@Y0U]PP]7-# M0-+*;R&X>R"F$J:.V,+*#>$JDFHFD*IF;L5:;R8/0(OAF>M_-9"@R5S^2%G M:>S<3*!6*ZB:A*HIE)H9+1H@9@.K@;%%9*
[^UX&AQ8=N$Q;FP=VR90K3]T3;K_;;7?GV._>:=Y@NB#8;Q1J_C[49T"G;V;$,N.R*++2SG03!2=D MR0I:00E54R@U,RH@U,RH@U,RH@U,RH@U,RH@U,RH@U,RH@U,RH@U,RH@U,RH@U,RH@

MDLS\2')4JB$CJ%M9VA-;IWY3P;Z%XDJHFH2JJ<'F-7VKD6;FGP'YR-5K?O7@ MGMN=_7AD]1I1\LCJ-6@-)51-H=1,WVOVF/G9XP-6K^T5C10"M7J-*F>[$$H+ MH6HRL3PS9&_P0147.^Z2W\YA%
MB';779+9B]@J__D%.P0Z\0^E9OI6 [S,#_ &]XF@_5FZEU29%+D]48,J9WL1 M2N((@]9U(C."$,9QD93.!47,WQ-)GAUT,.:^RQJ*Y7XHYC3Z-U'[Y3T"SD/* M*(?D+LFR3F?JKU/H: >J5@U77T(-
*I2:&0":<^7)$R9O#-XGXJ1P@$9.[$P(GC"?V]]_18)')]@WAV!?'4)0 M-K=!%,JHZ7G-['(_LWO;7']9PV'?6(;Z!"BNRUT(QWC.DL)>KPPU6XTU*Z%F M%4K-=+J&=;D?UAUW.NEH
DPE>>QL*NDW&GQI0Y%>[C)$ZAPDU*I"J9ENUMPO M'UA#')!.RPD8E^7,?J^/WV*PCZ&S]Z!JQ"K7'(H'OO3BT8E5 M[E(8>]SKKU-POPI%4L/5EU"#"J5F!L#!6VJ?%J6/+'W4"1*BKC($V>H/2-*
M=H]RF5L%T)A&F&P MOPLQJV*RH&!:EHC2 C***#@1C/&# #.;7<.T @G3AEWB(B9Z-.:O5FCO"U6K MQIZ$A)I5*#4S$C0G*Q[)R09)JM] Z)-<0: T.IE!E#R"TJ UE% UA5(SW:]1 M6O$
E#;L<@*14?D,JISM12A*(PR2^8R"XFE4/H,HZ,UG%)JG%6">-NP5)&V: M0M5F4+6J(-XY0:8TH&852LV,& W@BJ<$$< 44P$'59E"U"JHFH6H*I6:&E 9P MQ?
AMZ1ZXLL%O(3B.7*Z7)$5NSS2$&JV@:A*JIE!J9H!H#E<\< NZARUM\%L+ M#A9J%[>4L\(9*D))'51-0M442LT,%TWJ"NB[+@;#!;I_74%,!N-Q5I;VV@:H
MV0JJ)J%J"J5FA(O05$_XJ1Y@;8,@7BR;)O:KM*;^BH2.3Z!J%51-CFL0A3)J M>EYS/_&4K[,8ZD?\E0GM1P3%[PK&[:T-H58KJ)J$JBF4FAE,FF:*\>MSO\Z[M483+!C-#4#-/
H4?;#Y\;H%?.+BW<#%EEJ1Y MX6Q3!S5;C34KH6852LUTNL:9PH:EH;MYNR#9NN71SKcBN:3B\&<"Q"B^I2&DU+>%SZ2CTGH$A@'*I;?+*NQDBB5Uw

C))D*(77Z+QVW9V MPR78 .G=? :WXRM;5Y4VCDV222=.XY\1@$'C),-SQ"6(P^B.8U&0+"9LFN @ MG0:=46)9Z:LMZ0LEJ*W+M><>D/S-^&]IMS MOVBWFSK]E:N:
HS:\S[JDGO]7/GMD#4IO.2V8!6_IU-%IVF0AHO7[*-6;S+: M0;:1 H5?39/7CR ,5-T16Z03&B;L(4V_1UZ&E?&0:?N[V+AOL$(D![!QP')# M)07KM<@$J(R.877?2SR)]@N[7[-8=[0DE+>_P9QB(19('X$7
]44G+I#:%Z9 M.KO2#CRY,*G5Y@TU'=O@O>F*8W;^1.*"!T$7F-]ADFI(S>?WVW0A U8!]$2>S7H_NYE$03Q;XG<93/YO.)X-L&Z5A3Y=F2(8HBTR9 M3MDTF"71?O9=I#U]G""SAE/\#-.
(Q4&:SO;Q<3Q;,.KM>)Z@\&PV)_5%Q-(@ MGBXZ>IY-0HK$C^@S"H-Y/*>E(G]PB2(DOA[.7M/S?8I]G]#V@ MHFD0X\$]HNL%'D8]/G\,6._@ZQMJZ\88CR4Z4$(XC1^Y/Z(O8J#9/:- MG\&;81?LT+-
BW'L!EH#-1.]U'@#T4) M:U0-CV>3$3/-V[:9.%WY]^1*.WR=^F$!/ =# KB_UDC@[80<='\P+/\%4$L# M!!0 (/V 9UG&PO=V]R:W-H965T&ULK5EM;QLW$OXKA%KT$D"QK1?;<9H82-
(8[0&],Y+V^N%P'ZA=2N)E MM=R27,O*K[]G9LC5KBR[S:% $$N[Y'!>GGEFAGJ]=?YS6!L3U?VFJL.;T3K& MYM7I:2C69J/#B6M,C3=+YSF4^F?AK<^OQ[;23 M4MJ-J8-
UM?)F^6;T=O+JW9S6\X)_6;,-O<^*+%DX]YF^_%2^&9V10J8R120) M&G_NS'M3520(:OR>9(ZZ(VEC_W.6?L.VPY:%#N:]JWZS95R_&;T/W1W)FZ->JC*=RJ
MMN2IUZ<1@NGU:9&$O!,ATT>$7*F?71W707VH2U,.]Y]"H4ZK:=;JW?1)@9], MWGG?;SIZ3_V1@]*>2X MBD =X>.1.4C0$9R&N#.%$#C/?*+8%%_]G$IH)D23%(,>%$
M9=$VJ,9;K+)5EE>*B&@+[+3U2BT-Q.JZ5(W>(>$C=KC"A)#?G0R4TE5PG69: M-W:P!RO M=*"UT8,48!P=";]L;,"2E7-EH#79"A(!]-9A:;S' CHG&S)6%O2'?QO7PIBX
MUI'XE(@QL%C2R,*CFAW9LTV9^T96.5+0P.4DR]P7:UVOD$_0(*X='/) (;BU MBV\V\X:6=T_SRO&!-]-S,O8.6G&,>PZFQ8.HL)>S4WD%^0%8/(QL8SQ7L1K" MW:*R*['7LGE+7=C*1AV-(%$0*,[*
KF,X*4-H14,B#5C?KJWS!\-ZV(W<"U' M>2^#%@=7E:)T/U2#>&A?!W8[I>1#7THH]X!,5HMX3="OX!?+>T]](;"K@/ M)?<%U;.2%S0FAV:8;*2_+\,1X\@7JH;B$,*&XBP!WE'54B(3!(YD^5$L[!'P
M,.;,W8S=M2/I,!<.Q0-& *7H!UJ_\!8!O4T'WNX/?/;A]O8YX36MUA!F??FB MT3[N#C5T?DP)TV46$O.F@TMY5/P-Q)^H7U$//:N)XY1K"$%#$ZT8!^122D5A M,7)Y AJ^A89BNJ@DW7I.8_ <0!/] #<\Z?
62:/E.5ZW)%)+0QH 4VE85U@V M0U@RIE4;\R@X>[HS%Q^JZ,W&QJQ"R& .63=3CE4EN=7/3CI^?#3!!37DP>,P M*4TT'KT1!8<2QL;L5E2>NK"-KHBU!$W9,QF6.AS&X]"<95LM;57EC8F#2=,]
M29@.,N38-826-D!](1@P9H@:C!/6>RD)M90L29<3]9;(#N>CI1R:F--PD'PK M[W#XT?3K.2LEWGM'K !WM(SB8U#J4K8'*JF"V%:U:.W(E *"2'%*_:[@VCH7 MDA(-NQ$^=I4M6:E >;+A^H>-
&"BDTH1^@MP\GB"UBU^3!GC[55DPS(3]1/9 M@F,+D..?B,*C%'CS(:#G@B94=-JVD\XJ$L+^4@_?4\ S]6;B*>M2SS)" -1 M^)59Z.(S'@)8:*Y(3EMGJ\E'*>?&'6%ZM],5M69B](:ZIB\Z=TYY5;
H5EW7 M!3@2'V:8%FY#/&613GKEC41TZ"&W7%+GU#;HP(@_164NL+^WNK++'4GOVBGR M@*<79BON#W+;IPJT>IIR M3SJO86?3[]IPIEO(TGO@/%"7XVF:8[T35+#7^B0+&%E20R4LQ5"!
(I74>)W- M8\\0*^]ZW49(O$%U+8>6'HDH':-!1AC).E*WPSU5FYW 5_>8D13IH@=-VGJ; MN K?VUH3%JB[$0Y+5LBY?:V&4=SHW5@QD?9Y;-SIG=7,!@ IO<8ZH[S_+&>, M-
PGX8=^RL$%&5.V0(5[:N$BYHV/KA5,B>2E%LE?@^Z'<./@*.C9-90NV;EBU ME&I+FO9N M*G,OC[V78>2E6PZ,L3QSU."SH>F$6;$1AU<631"$ M=HR1FGWJ,HD+/9B/XD W' ?M##
(.!UD$6K38:RO80C;4J1&%2J6I^BD4ACF4 M].FS%V5V[5(=?SH"[[.HK!#)7.L[X2;7F9W8V#$%NM<0$R]I@0L'\"TT(UF+K2'UP)_85YG:\I]BK==H](+Q(,D M1U\#4P&0N[1XF!JH=:
[LY_0R4WWM:N%2\E3G]T$YSHT8%[Q,F_2,76;*=(%B M'PR:?"F!ML_TRENOMAZ_=DGUC\>L7$@SL)[0[T%;DZZ:NEQ_I$-9
M$M<%VH"E'8Z_Z0XBD(EL$Y/)7V.57!H=:X2HKEKHC%Z(@2RW5V3,OD>KI(ZN M;=,;3?LL"E)&VP*1E43GL .342D?)YTF!54F M#OP277_]URO^4GGTR#]POH MGJ]9A81R(![I"
<<<5RBX,.QF,0+G,>*UVO(MN"E?@",\R@#-@G R9VZ^=D47 MR/+G)V=J9[0/TD?3Y2MM?D$WET(* H0M\=(+H%P"";&BCU, MD?A[BZ-)OJB\1"?NMEQ6&3'RDP=3!<=>
[DEW:@^_(>"R1<(8@8>#@N/ZC,/N MV@!7A.>OG4+-1._3.P'!&%%>V9K50KQ$&?6M.A]/ MSN?X.QV?7USA[V1\-;ODOY?SE\>Y@7EI-IY4G_SZ?/U6]_!([9_$I-+NCLR24TG%[.]^89VM$S
M[.5X!NO)L-GD[,'W1TFOJ#!#6A0:3E>)_5<1'FU+@RF]?2K>1X+W TA1GDS& M$K\'BV9'E9=D_A:1F%U1'"]F%-6KR5.K4:CX!@&PGXVO%N#]TF$$25_H@.[7 MTNO_ 5!+ P04 "
#]@&=9I2"^;]D$ #B"P &0 'AL+W=O,I M9T+Z%>O.=C[+A&I#=/76&1G4VG;_\F%;AT<.I],7'/*M0Y[R[@*E+-_)*!<7 MWJV%9VN@\4.BFKR1G+9*#?18U?#+RZN9:A&@G_%^R^MOI>&;
Q"VD)\HA"] M5I&*M'\QB8C'7A.UQ;[JL/,7L,_$!V=C%<1[6U#QU'^"/(=D\S[9JWPOX TU M8S&;CD0^S>=[\&8#^5G"F^TAGZA^P_^OMTN0AV3^?HYVASI_'I7;Z#PT4M%E
MACX)Y.\I6[Q^=7@\?;,GY_F0\WP?^O\\L+W8SV?^_0'%;47BVM6-M!NA'!JW M( ]+8T2%YC ;8300"E%J*ZW2T@AM@=#6C#C"BS)MH>T*?6;OT%N-"YHW:F=I M
]7[.TRILK5%%_[S^&8L;C&*0NLW(I!JO8Z: EHH\KD*Y_4*H0Q<(^]MA"M% MK#P10[(RG1>& N BUDD4,A+;-*U7%7I=1">6)!23HQWYL7C7ICWV"97S\9=(MOA:6PU
7A)YRXP4EO=\P/5F[EFOHP=!S];3M#!P:Q08LVHM2X@>YM306@Z:_3KJ'"=LZ)V>X CBYIK2UNN,0B%T(
MS,PE5=*4O*-0YNA\5_@N:JAD1Y:%H@&#DOD5@>RZT@I)^+Y^GFH=F,46GN]UI>.J/ M,ZE(*M49-G(CEX9&.U/W QIC@7NFTA7P"?<06M@;PH'ZL)5&H2.J;&2BS_FA MNWAZ!@'EX5 Y-
RQWQ('FD9]/E-',Q#W(S297Z,QZF"Z=X:/%3E9))/CL(1IY M:?0_0$_ +'BNEPZ=]M?0B3(R!%UJV.#-.HL9X0$F=L?;&?]8=7C0E4C!K1-A MKC2?^CT&'JO"$[R5-EKVXE O=B4O?IW,,!>8UP_-
!H@G\@6K[[3H(B2V'4A! MUCLE86RM[7\,GA#QU]6^YU""'_Z<-OC69[AM6!.(+5 MV=$)GN:G9R-<,GGM^&1T/#]^_.%)GJ]?G>:'^9OA__3L1-PFZBI]O;ZKZB^% M/!T=S6?BN4_WY-
&]JR;,/KY=0G1X*-JP.%]BWW;UM9][=?C]@=.*#@4XH MX3H=GQQEPGB6J]OM8;<'6H(EKA*I MDE0<[Z\?0,F.;)(?@!^ "C.=]I\L06B@X>J5'81%,[55V%HTP(K
M88>Z1D62K3:5<+0U>6AK@R+S1E49)E$T#2LA5;"<^[,[LYSKQI52X9T!VU25 M,/MK+/5N$<3!X>"CS O'!^%R7HL&=N$1)9,5*BNU H/;1;"*KZ[' MK.\5?I>XL[TU<"8;K;_PYGVV""(."$M,'2,
(^KO'&RQ+!J(POG:8P=$E&_;7 M!_2??.Z4RT98O-'E'S)SQ2*8!9#A5C2E^ZAWOV"7SX3Q4EU:_PN[5G="'M/& M.EUUQK2OI&K_Q4/'0\]@%CUCD'0&B8^[=>2CO!5.+.=&[\"P-J'QPJ?JK2DX
MJ;@H:V=(*LG.+=>%-N["H:G@O;I'ZXAP9^>A(VS6"-,.Y[K%29[!>0,?M'*% MA7@N2 MMOB0HJ5380M2 ?L(E#'+4A&=3);

-K(L M+0V *T ;F4LE2NIU=RA-R7Y<(S%+@Q"6@IKY59B!L)" M@65VX?1%A[GW+F]/(T)""T[!! MD,23Y.VN0+IO*/^4N6=6MB2 >U$VM+,DP.IHI5V!YH+3HA2J6ANZ&X?PFTKQ M/ 3G2Z)S, -
BB^(4QNRERCMC8IT8?"P+HXGL;[IJ6BRN:<\7WYR@M+HP/".& M<>@6E'8(OVJZRJF<_< \ QYU1WPSK;GR%&:--^5X%"=4M;<%\FU!XU=3S!LT
MQX&G^OL"=PJWF';RV,M'0]^96UW21\7CB@UU1_=I(8?>4=>X/U(^U$HJE=1. MO7;D5J(XJ8!0^09$7_;_D#N\HGJX0C>6^L6^OCJ5P"W:U,C:?WINNBY,A=^N
MGC06_&PT]76C>FP5NLS86TYS9L\HT$R0B!)?Y;G!7#CLA[\6]UXGPUI;+NL- MSRC2E4=RS\ /D$P'L]&8%B]?S)(X>?MDU0D_KQ]'U#[>E-^@C=\,IJ0>)ST(M/AM/GX-
8GY[<9#R83B<01T<@/KF<$%XQ>L%D\FVK_%\J,8D' MX]GE,Y7HA-]'8SP9#2Z)_/@27L7)ZW8_B9F[:#)(/(LQ>_32P^D,3GVKPMX3 MHT*3^X<4W?JZ4:Y];1Q/CV^U5?M$>51O'WH?
A,F9S!*W9!H-+R(KI)EH6J!2W"P#HP%&FLUP+)].LL. ^B3B"M MLB+/KS(MI.'E-/D6OIS:#2II8.%9V&@M_'X.RNYF?,B/CJ5!D_='1N#I_LA^EVJG6E8BP*U5/V2-[8Q?E6\72XAQ/ =?X*H#@ BJ2[
M.RBI_"10E%-O=\S';&*+FU1J0I,X:>)/>4!/44DX+.\VI@YL"17(K5@IF&9(MK#&650>&><=0O,+P@=U;@VU@GTT-]=_XC-3TDHJCI'EQEO !W("-\G>LR(OQ M&;Y17^(H\8U>X7LN+K"?-ZN
GEKAUTN%=CSCEWGB>$R"$Q7,./5_ +\%7KY] M,[S*/YY1.>Y5CL^Q_]./^#^&SO:]3=NDVV!@E0CMA307=!^;$GD8/F?.V@A"L#Q06R.21$6JVVI,/V*W53I@]-2X1T)PYPCQ)&AA0
M>]90YDNWDYVTK :_3H-)NNS&8->]O;>?_9NNY9_3NX?C7OBU-($I: B:#]Y? MP,M"X-P,HBC5/:MO1^@8\)%&^LQ:,1#^A?Q/(/4$L#!!0 (/V M9UDQNQ!*G@, #\(9 >&PO=V]R:W-H965TU#*
[1[/QY.]V#B@5AU[)SMP')__8[*S[X0O$ *^E-GZ:%"%4CVGJ\P)+X?NV0D,K:^M* M$6CJ-JFO' H9G4J=9H/!^[04RB2S2;0MW6QBZZ"5P:4#7Y>E;#Q\68]\<-?RC<^9,Q ML)*5M3]X\E5.DP$30HUY8
1!GRT^H=8,1#3^:3&3[DAV/!T?T#]'[:1E)3P^ M6?VGDJ&8)@\)2%R+6H=GN_N"K9X[QLNM]O$7=LW>["Z!O/;!EJTS,2B5:;[B MM8W#B["8T'46KT)G+*<%)>@J-517YA M-
L]S6YO@X1ES5%NQTMB#[Q@F:2!TWI/F+=*B0Z +>4:&'O^8K'QQ=B;_/"6UP MQN=Q^)D\^DKD.$WH'7AT6TQF;]\,WP\^7F$Y[EB.KZ'_KX1<13K/\Q(\= ON M9,'0@O*0V[)RRJ,$NP9EME;E-
!9EXQ!L>U'1>=@5%FJ/(" 4RLEWE7!A#VN1 M*ZV"".16B3T]Z@"5LSEZ;QWQ(I/V$U/)Q+E8JCP,,6J,')'4H5J 21;D.Z#IL.H0$B M\I.A8Y[7SG% ULH0G!*:N1 6%:W^N;10T<&2 EF;5JABHW
$70BWX9)E %;UF"MMXC)PL-D&@3U%JA[,-"2$)?!!GJ\"WP)*[6\%4V.6,<11 M8=,BU+_$\6RNSP2E30;<1 Z4/XJWOWT$JB)TU(H2<"@E\(F\&LLP6D;G+__Q M4O\"X]YP/*;OJ'=' /,K,;WYD
UNX>9^2+\7WQ0#91D#9KV'X1C.U8WTI*@3 MBTUL7?P6";&I[YVUZX[SIBDM]1M="[H0H'%-KH/^/34CU[2K9A)L%5O$ MR@:2'(<%=7ATO('6U]:&PX0/Z/XSS/X#4$L#!!0 (/V 9UDG@AJ0EPH
M $4= 9 >&PO=V]R:W-H965T_UPN _4+B7QLEIN2:YEY=??,S/D:E>6?W_NJ-:V-E:W/K56@W&^UW[TWE MMF]'DU%^\-&NUI$>G%Z]:?3*?#+QM^;6X]MI)Z6T&U,'ZVKES?+MZ-WD]?LY MK>
<%_[1F&WJ?%5FR<.XS??FI?#LZ(X5,98I($C3^W)EK4U4D"&K\D62.NB-I M8_]SEG[#ML.6A0[FVE6_VS*NWXY>C51IEKJMXD>W_=$D>\Y)7N&JP/^KK:R= M7XQ4T8;H-FDS--
C86O[J^^2'WH979X]LF*8-4]9;#F(M?]!17[WQ;JL\K88T M^L"F\FXH9VL*RJ?H\=9B7[RZ1B2C\^J37=6V7JD;8\)8_6+BF],(\;3HM$BB MWHNHZ2.B+M7/KH[KH#[4I2F'^T^A5J?;-.OV?
OJDP$^F.5&SL[&:GDWG3\B; M=;;.6-[L$7D?S9VI6Z.6WFW4-73UP 3\'=?JFCUMO/K7NT7@Y_\^Y@"1/S\N MG_+G=6AT8=Z.D"#!^#LSNOKNF\G+L^^?T'[>:3]_2OK71>I)4<<5S=[Y: J' M$SAG?
ET;.&K3Z'H'J'OD3U V!F0CKPWB2@U@WBNW!"[]9Q.;"I(EW2#%A!.5 M1=N@&F^QRE997BDBHBVPD\Q:PBREZU(U>H?DC]CA"A-"?G&E#: 4#8LV8G^XM\T?#NM@-7,M1WLN@
MQ<%5I2C=#]4@'MK7@=U.*?G0EQ+*@'= C%9+^(W0+^!72WL//>"& NY#^7U! MM:WD!8W)H1DF&^GORW#$./*%JJ$XA+"A.$N =U2UE,@$@2-9?A0+>P0\C#DS M.&-W[4@ZS(5#\8
10"GZ@=8OO$5 ;].!M_L#GWVXO7U.>$VK-8197[YHM(^[M0PV='U/"=)F%Q+SIX%(>%7\#\2?J-U1%SVKB..4:0M#01"O& ;F44E%8C%R>
M@(9OH:&8+BI)MY[3&#P'T$1OP,U/>KTD6K[356LRA22T,2# 5!K6%9;-$):, M:=7&/ K.GN[,Q8K.Q,:L0,IA#ULV48U5);O6S<\FU[5B""VK(@\=A4IIH
M//HD"@XEC(W9K:@\=6$;71%K"9JR9S(L=3B,QZ$YR[9:VJK*&Q,'DZ9[DC = M9,BQ:P@M;8#Z0C!@S! U&">L]U(2:BE9DBXGZAV1'SDT,:?A(/E6WN'P MH^G7;+A^H>-
&"ZDTH1^@MP\GB"UBU^3!GC[55DPS(3]1/9@F,+ MD..?B,*C%'CS(:#G@B94=-JVD\XJ$L+^4@_?4\ S]6;B*>M2SS)" -1^)59 MZ.(S'@)8:*Y(3EMGJ\E'*>?&'6%ZM],5M69B](:ZIB\Z=TYY54B-
IN@+.!(? M9I@6;D,\99%.>N6-1'3H(;=<4N?4-NC B#]%92ZP?[2ZLLL=2>_:*?* IR>V MQHH:\QS3!SZ8?CW5WE.[(:(L1;@4G@^ \4)?C:;)CO1-4L-?Z) L865)#)2S%4($BE=1XGB2@=HT%&&,DZ4K?
#/56;GINX"M_; M6A,6J+L1#DM6R+E]K891W.C=6#&1]GELW.F=UZ1(UO1UV)'L+7']J@&>[KF_/%=C?GS[LAAP1.H:%FV'$+G7N M^PGA']T0@]FOS>5N9?'
M6QJRD@CJ@5,>4CN/=>CH]LLP\M)=!\98GCEJ\-G0=,*LV(C#*XLF"$([QDC- M/G69Q(4>S$=QH'N.@W8&&8>#+ (M6NRU%6PA&^K4B$*ETE3]% K#'$KZ]-F+
M,KMVJ8X_'8'K+"HK1#+7^DZXR75F)S&UP%^8U]F:H] +Q(,G1U\!4 M .0N+1ZF!FJ=*_LYOZXL#PI:;$=8$V M8&F'XV^Z@PAD(MO$9/+76"671L<:(:JK%CJC%V(@R^T5&;/OT2JIHVO;]$;3
M/HN"E-&V0&0ET3GLP&14RL=)ITE!E8D]'MPR?5_M]SO^,DGT^#] KKGRU8A MH1R(1WK",<<5"BX,NUF,P'F,>*VV?"-NRA?@"(\R0+,@G,R9FR]?T06R_/G) MF=H9[8/TT70%2YM?T,VED((
84N\] (H%TTMF3"V@XO9COS3.THV?8J_$, MUI-AL\G9@^^/DEY188:T*#2(;!,!^-K[$Z9/Q[&Q&_U]>J%]=U-7Q M^.V=F=$B3CWV(\EI[ZP, .@' 9 >&PO=V]R:W-H965T=A^&?9!M
M.M8J2SY)3B[[]:-D)TW6--@7O5#DPX>42"UVVCS;"M'!MUHJNXPJYYK;.+9Y MA36W0]V@HI-2FYH[VII-;!N#O A&M8Q9DDSCF@L5K19!]F!6"]TZ*10^&+!M
M77.S7Z/4NV641@?!H]A4S@OBU:+A&WQ"]WOS8&@7'U$*4:.R0BLP6"ZCN_1V M/?;Z0>$/@3M[L@8?2:;UL]_\5BRCQ!-"B;GS")RF+=ZCE!Z(:'SM,:.C2V]X MNCZ@?
PBQ4RP9MWBOY1=1N&H9S2,HL.2M=(]Z]ROV\4P\7JZE#2/L.ETVBB!O MK=-U;TP,;J&ZF7_K\W!B,$_>,&"] 0N\.T>!Y<_<\=7"Z!T8KTUH?A%"#=9$ M3BA_*4_.T*D@.[>ZIYMTVL!=L>4J1SN
3^@6L2-HKQ#G/$756!Q;A\3I2,O=N"U9EZ!CG*."-WL![Q!S%EF<2 M+?QYEUEGZ#W\=2G0#F=\&([+B(K HMEBM/K^NW2:_'2%Y?C(M-#TR94F!5E9+47"OG7$97(1B&,+GBLP"H&TSBU];PI1[
LOU]A")YUAI60BU M 5[K5CD+14MQZ+,@2Z/K(+!<=B&(_!E)EYKB2SA YD*>Y:#A^]J?5-Q"AJ@H M'_*40V!)*))ZH^?@_ /M&Z3X)Z0?N\8EW-ZG,?]OP@X,&C1"AU07(@_I^%P9
MQ+.R!"HJAW6&)E36)WHUU\Y]Y?EA=+):=SD>4#0;H93G3.GHG,,[F [F$^;G MFPF-;#!/QC3/6/KZIALN"IBS&9TR& \F":,=>ZWG<]4V1.Z'=#!-9^]I3A,: MV8 Q1O.$S=_#%R,
<_DA/E%Z0*D!31CS$W]0_??XM$)_19 ;I()F-8#J^>0D$ MO?Y9""DIOB/5Z73\:G^IQN.3[ENCV80_QM+;I/?0->*C]/B-W77=^T6]^P,_ MGFE'/T-85O05H_$*=%YJ[0X;[^#XN:_^ M!5!+ P04 "
#]@&=99V=WLEL" !F!0 &0 'AL+W=OUEB M)?S4UFC84EA7">*EV\6^=BCR+JC2<9HD%W$EE(FR1;>W<=G"-J25P8T#WU25 M<,]KU+9=1F?1?N-.[4H*&W&VJ,4.
[Y&^UQO'JWBDY*I"XY4UX+!81JNSJ_4\ M^'<./Q2V_F .(9.MM0]A\2U?1DD0A!HE!8+@X1&O4>L 8AE_!F8T'AD"#^=[M^I6_U3Y50NH\L(#@,OD2$ Z!*2=[OZ@3N5G02);.-N""]Y,"Y,NU2Z:Q2D3
M'N6>'%L5QU&VDM(VACQLQ+/8:IS -;\M6><7,3$_>,5R8*U[5GJ$]1%NK:'2 MPXW),?\[/F9=H[AT+VZ=G@3>8SV%63*!-$GG)WBS,=E9QYL=X0TY>A F!\[< M-4)
[^+7:>G+\>_Q^*^6>.'^;&$KFRM="XC+BFO#H'C'*WK\[NT@^G= ['_7. M3]'_\7'^EP6CJ=Z;Y-XD+9>?9Y,MH#$.*T6$.9"2#]PPO- (M;,2,?<3,+S% M?C>/:&CK%"&$"U$2H<#ATD5=:R7#
(4#B"?T45E5_MG (KWS[*J%55"H#!1?O M6U<:'_S[%;I=5^%!.%/[,AAWQR:RZFOGU;WO0+?"[93QH+'@T&3ZX3P"UU=U MOR!;=Y6TM<1UV4U+;H3H@@/;"VMIOP@'C*TU>P%02P,$% @
_8!G69*& M)KTP!0 ZPL !D !X;"]W;W)K&ULG5;+MA,GL35C*^TDBW0\=MLL.EU X)6(& 08)2BO^^Y $71'L?M M=".*X'V<>^X+%SOG[T-%%,7WVMAP650Q-N\FDZ JJF48NX8LOJR=KV7$J]],
M0N-)EDFI-I/Y=/IZ4DMMB\5%.KOQBPO71J,MW7@1VKJ6?G]-QNTNBUEQ.+C5 MFRKRP61QT<@-W5'\H[GQ>)OT5DI=DPW:6>%I?5E\J9D'[%+LN>OBF$:D-T=:<,!+6V^2F_
M=SP,%,ZG/U"8=PKSA#L[2B@_R"@7%][MA&=I6.,_*=2D#7#:@?R6+B813EATHCJ#U]G@_ <&WXK/SL8JB%]L M2>5#_0G]0CG!X37\V<-WE$S%B?3D9A/YZ?/V#OI(SY)]DY^8.^6MF1;$FOO
M:K$$5H_* .NQLO-WGQU]4JI/._GR(@VS]]VCYWT;O02$67!=HDL5@L7KV8 MO9Z^?P;]:8_^]#GK_R=?SQI\&NZ_>!&_5R0B^3H(MQ81+TM7-]+N?PHB1"A(M7PKPJ"IIHY ;3X0^CL*MC-
[(2$)A?D3G@X@.G:WK5>L#"1DCH6@HB%WEA/0D MH*2CH3++)0SCY+SSAT/E/(!1B!HM"E7,J8-H@JX&H0"LCA!A%S((E9+_L\\% M,19?*K+#:$3CW5:7+%QNI54D&KG'8
LCF($!##)\\SK<0TO&I,JV(AIT+U8(MDY4 ?X1BDVW9FD2"%XS4:VG,7EC'EC!'@O)ZQ:)(B:*MANAK0AZ8_5:*^91 M/4I*CA*/;RW"!S%W1.(W!WIGZ)97+\
[G\^G[*Z5<:Q'TC=S+E:&16';24SI3UBIX.@[,@W2E(%+E!T4>2YR'7*& M1Z#?(]\LFOEL&N?C^# 60NK9C(3A8EF6PME' T*RZY#GP1I$@RG0L :A*$IT MEE6F+=D%JQWRTTA=)I_SV>'OW))(3U
M&JE>H8$..S:)?B#5G<[2Z4D:3 VE2Y39/RR^'4P"QE>LSV,!ZISX=1M;WS7J MFN]BZ%V('0$P.;@(LIU*K/(8Z058=,)$G%*+7W-E=E^]9 M @V[2=+]X6!"U+QV,
[%I]2>O8%^I!_HS[4HGEKBD\$%#'MODZZ9::K8F.]B M_6E_D[W*%[BC>+X&?T8=8?X*0VNH3L=OS@JLF'2US"_1->DZMW(1EY7TM\)M MG#P+X/O:805T+^R@O]\O_@%02P,$% @
_8!G6?),YQ=S P / @ !D M !X;"]W;W)K&ULG59MC]HX$/XKH[2JME)N\PHA M'""QNZWNI+9"W=[U0W4?3#(0JXF=VLZRVU]_8R>P4%%.UP\QXWEYYLWV,-M) M]557B 8>FUKHN5<9TTZ#0!<5-
DQ?RQ8%2392-[M4K0+#B@E;U!H+@4HW,R]932]2:V^4_B;XTX?T6 S64OYU6[^+.=>: /"&@MC M$1C]/. MUK4%HC"^#9C>P:4U/*;WZ&]=[I3+FFF\E?5G7IIJ[DT*'"#NMI\
ME+L_<,AG9/$*66NWPJ[73@(D2WGSK>$L5 M-SY\0#,+##FP:D$Q@-WT8/%/P')X+X6I-+P1)9:G]@$%=H@NWD=W$U\$O,?V M&I+0ASB,TPMXR2';Q.$E_Y&M#ZN:"7.:-
'Q9KK51=$[^.9=ZCYR>1[9W9ZI; M5N#U[)#&K@HN0%LZI77!!?=IH]>LI4)L--FM4AU[# M'18#)W*H=936!9%UW2U*TZ) MU)6"L_[1(E/62&7X]YYQ9?/(HM=P-Z\A"CQ1VE.1.XGDQ0^43=L
MCDP\T9-:2$7W],>V-;*S:2CLXS'R-"3J*96-!$QK-$.A?J$W9:>L.^NR MO'1"/E4*\>1U^>'0?*!#?DGN#I4[1_4W7%:^$ASCB*FDHU26N,THG6HW3B& MY7$7J :_DG)$KM$;5%LWMS3!4&OZQ_W
/8S& M93\1GM7[N?J>J2T7&FK/(BL8[*JM \HV4 M9K^Q#@Y_&!;_ E!+ P04 " #]@&=9]9R4K>0$ #\"P &0 'AL+W=O M5 JU3!-DMFP%%+WULNP
M]\&NEZ;V2FK\8,'592GLX1J5V:]ZH]YQXZ/<%9XWANME)79X@_[7ZH.EU;!% MR66)VDFCP>)VU;L:75Y/6#X(_"9Q[TZ^@3W9&/.9%^_R52]A0J@P\XP@Z'6+ M;U$I!B(:?
S>8O=8D*YY^']%_"+Z3+QOA*U1O\O<%ZO>O S_Q$; M?Z:,EQGEPA/V479$PEGMO"D;96)02AW?XJZ)PXG"/'E"(6T4TL [&@HLOQ-> MK)?6[,&R-*'Q1W U:!,YJ3DI-][27TEZ?OT3DDMN.?
2$Q3O#K-&[CGKI$WH+ M>&^T+QQ\KW/,'^H/B4-+)#T2N4[/ MY@-8!QTH4N[_[/(Q0DRZ(;@?+ETE,ESUJ. =VEOLK5\\&\V2-V<(3EJ"DW/H9R)_ M5J^;5>/M+Q5:X:7>0;/QJ4!X:\I*Z
,4PH%I!504J*RD9I3J -3@8+9;F2$$ M^,$)6A &RQ7^RFQ?U;00SJ%W('3^-2@H*39222\)7UC2P\SLM/R".0@/GBA% MN/>@H,]4MBU\$HY%?##0@,:1QW)#U<4SZ6?
JP7/_>6;Q8WSR]77W1"K/8;1(Z#F? MT6,R&]-SVD_F<[BI-VUAF1+AQ;-Y.DK?/'I?C)+)2_AD.&^=WO9!4Y@Z[$SZ MB_D$KJCGA?
7'D@Q4.9FVSGQM&:M20C^LS4P93D"&UM,QWTP)KE*XHOFA(@@7 MBI(['=/.ZCLT.RNJ@C*;2[(@-W4XB9S6!Y'X MMF."%H)*DTJ,&6#^2M!$HML,N<17HOO<5[.0U?TXA[8\F*7_.
M8/PZ;IZX\)].+V>Q1 MEYW(].G^1#-<^R"^%W4E-4P^WI)H,7D][L=R/"V^J<+_;&$^WQ?!9T-A'RP+T M?VN,/R[80'OA7_\#4$L#!!0 (/V 9UDA]C.\L 0 %(+ 9 >&PO M=V]R:W-H965T D
M>^E#BZ+)=A\6^T!+8XL(1:HD%=?[]3M#.8K3.D:+?9$HDG/FS%5SL3'VWE6(M'K[62KO+J/*^.1\,7%%A+=R9:5#3RX7*;"ZC-'K<^"37E>>-P?RB$6N\1?]G\]'2 MUZ!'*66-
VDFCP>+J,EJDYUCW@-2K%0$3CRPXSZE6RX/[Z$?VW8#O9LA0.KXWZ2Y:^NHRF$92X$JWRG\SF M#]S9,V:\PB@7GK#I[HZ'$12M\Z;>"1.#6NKN+;[N_+ G,$U>$,AV EG@W2D*
M+&^$%_,+:S9@^3:A\2*8&J2)G-0P%]!N^-]I6#7W6)Y7/Y 3'M MZ6:/=*^RHX"WV)S!,(DA2[+1$;QA;_XPX U_Q/SOK(8;Z0IE7&L1_EXLG;>4 M1/\<'K%AU-LP.H;^OT-X%/TP
M]Y]1"7<50B&LW4J]!E&;5GLP*_"T?6WJ1NCM+P[6CX@;X>!U.AF=C2C=E0J5 MZ_@^A=YCO43;QS]HO\%BMYN&W>%94+A#!H_.[Z%3%P-))])28_$@/"@4CA9: MMT*I;0Q2!V8KTUI?
P9=66(\V!I+;5*CQ@3310Q,H;145&8R.A0IIB[9VY(&" M-C:F5274AA)'R7M41(2N@C:>.EG9%M@I(1[P(%2+;* D3$<^(O=9;(SU[*]6 M2P]+[IWAO/=CD'IN:BG+G8+"V!)XJ[=[S^:RM0S
^GUE$=D.34$GMJ%4D4OU M)6]W#NXC+I\B+KJ**0SU:^?I;!?BE5%$GC6>!->:UA&0.ST_I.*[8))Q%)U% M0:YME6#81^5>$GL[I=44='SX')_[4Y1L*HZ*?6TDY4E3:*+/>PFO(LG@X MRVEQ0JML-
CNEY6SR_""-\TDXF*03N Y-FCA;5$&1JV3C8#**I],1G.23>):/ M3B&/9UGRM$O8T\DII%D\)O0[*TK4HJ;,2>/A.(&3\#J%-Z^F69J]?6'WY3C$ MH,E:8CZ-\V'"I&=$.AT&TG&23IZ=3)C9HI2FYD$I9!-
%OL^4NY.K^[^2; M!/K .7SD/"18R*FG54@82E1VEN6RIKR@2"?3_IFGL_"4>0VER M/;BVX4JE^,R2?/<<4W9,Z#G-,[@S7JCGSB)U1WQ">N.4(O#TSBD+_ >36;4 M6
_WPK@KZ*".PU&P#U>MYU_7P5@=I[';GH1_C8&_.H8I;AVF.>P[]4KJ1I]_M!\9%-R<] M7>^FS??"KJ5VU/Y7))J<3<81V&Z"ZSZ\:<+4M#2>RCLL*QIZT?(%.E\9XQ_ M6$$_1L__ U!+ P04 "
#]@&=9^AB6(1D$ #&"0 &0 'AL+W=OM:P+!DV4ZSQ#:0EQ4=L&Q! MLW8?AGV@I)/%A2(5DK+C_?H=25E6&C?K]L4FJ;OGGGLE%UNE[TV%:.&Q%M(L MH\K:YBR.35YAS*5:Q&F2G,0UXS):+?
S9K5XM M5&L%EWBKP;1US?3N$H7:+J-)M#_XR->5=0?Q:M&P-=ZA_=3<:MK%/4K!:Y2& M*PD:RV5T,3F[G#EY+_"9X]8,UN \R92Z=YN?BF64.$(H,+<.@='?!J]0" =$ M-!XZS*@WZ12'ZSWZ>^\
[^9(Q@U=*_,X+6RVCTP@*+%DK[$>U_8"=/W.'ERMA M_"]L@^QT%D'>&JOJ3ID8U%R&?_;8Q6&@<)I\12'M%%+/.QCR+*^99:N%5EO0 M3IK0W,*[ZK6)')G;UGG$-
GYEH$6Z0F58C1=PN8DO83B+..YS+ M@)-^!><'N%'25@9^E 463_5CXM032_?$+M,7 >^P&<,T&4&:I+,7*:]HU./ M-_UW1Z^YR85ROAKXXR(S5E-M_'G,YP Y.P[I^N7,-"S'940-85!O,%J]?C4Y
M20O\/F?D_./!;A7"EZH;)'=3AW "W!DHNFG-'?6+&S\A"F@;%<1H MYJ&Q('"#PM'SC(+_)&SX6GITR@=Y_@5N?^\+$+ M*@.4,_C9VYZ =VIR#K\^BT^7CM)-2GAHE26P1O.<B! ?
NHGMAE1+J@6VQ/QU)?V_"M(VK4?(NVQ%I:TF&K$G580;FW.[&P^XX% ,S%;BB MI!CCHWUZ2PPH^*ZH]+ZA=(.DY.1#V6: MG%_3EY%?4UB#J&5<.,_63!>ND;ZHUV>LDO&[>?
(=YIND:#\]R@Y#[DED@5 MI$33_03>.#V_]]KSH#WRVE:MT4?8]2P\Q1]U/ _ P>SX MV-2.!W=KC7KM7Q!4#"ZCX9KM3_M'RD6XFP_BX85SP_2:A@QU<4FJ+CH1Z/!J
M"!NK&G]39\K2O>^7%3VT4#L!^EXJXMEMG('^Z;;Z!U!+ P04 " #]@&=9 M!*AM@>P& #0$0 &0 'AL+W=OT/) MMN3UNBD.,"R*Y,P\SLP;DKI^U.:S+81P[*DJE;T9%<[5EY.)S0I1<3O6M5 8
M66E3<8=7LY[8V@B>>Z&JG,1A.)]47*K1[;7O>V]NKW7C2JG$>\-L4U7<;-Z(M4C_>C*+1MN.#7!>..B:WUS5?BX_"_5R_-WB;[+3DLA+*2JV8$:N;T5UT^69& M_V$7Z1XM+TVHY4LM?Y,+]_G-

Z.0 (E29(XT<#P>Q+TH2U($&']V.D<[DR38 M;V^U_\NO'6M9/[=QX M,6)98YVN.F$@J*1JG_RI\T-/(U?$(@[@=CC;@UYE&^YX[?71C\R0[.AC1I^ MJ5X:X*2BH'QT!J,2PG@3GU3X4=1C-@T#%H?
Q[(2^Z6Y94Z]O>F)9[*VT6:EM8P3[[6YI MG4$*_'YLL:VNV7%=1(M+6_-,W(R0]U:8!S&Z_?:;:!Y>G4 ZVR&=G=+^8@#^ M6HK=6:97#*YSHEH*L_,?
XRIG;T76]4:^=QHP5PAVK]6#,$XN2\%^U$Y8EI7< M6KF2(F?'ER[*?&60=#9+@V4F6R1N^2EUQE@KUB<10'BR1$"\;# MD!KQ;-NU'XR2[>ATWO:]$]9>,N].:6WCU67:.LO.XB!,PW,\%PG]!].D?:;S
MF7_&48IG@EGQ.;OGQFP(':]THUQPZ$A"$0;SA<=S$2RP/H(8!M,+WPHO@C2= M$\39(EBD,4%,%L%\GK)/ [<[CM!99E&O49)=X:/BO).D@CUA'1-/J-E6H&AF
M>JWD%X3/B))3&)U^(0V@S(_4PDB=6RC+9>9%#@/]J3!"# K 0>Q_1+*>&O>Y ML4V'KG7/;?%\ 7!',(]3!CVSFVJKG:_,,2 M=7S%:6!)+TNY;E$B (B=*PE>54F'#0X@_S(_"6N'T;G/=^T*O-
&L.6&_2JX MV1-LUE++4ZW'MSY'OOTFQ] MLQAJ.NVN9.BN_]--ATGE:PV7ACWPLCF6,\-\#MAC(;.B7X-8P0]W]W<"RED, M!^(TU/@Z 4$,O(K2V7@Z7'U\L7?D
%SP8C5Z"?;S>H8HYX*V1W@L9XTE#^HE M':Y\545)_8P=#EM])CSO20N6XMB2YF+39CG?;-6W>];8JV8?1-V8#&N'X$^** MW35KG*)1P5J$P69VVI.L/!O-P[C(Q2;8K#JQX^WQ-
=G>/,CXT\@X=PBV*% M+G-A[-YW'JNO;(LK=/>.0OWX0RMEM*,,?9X+>YR(;!3W*+->&[$F*N[/5>T9 MY@@WZ9# ^S*>CCT?^("U)2H.Q\F>ARTB&"@;H@7/,M/0$XG6J)K+O$=JA4T5
MD_=VV[3J!Q83<>WR,4+A!E'WN8L3O\\8\>3@HD;:@O*!&[/%3P*!10R7M(MC*!3OKCA'G 1+$+T,WAHX!.?7F M_BRM2YG[O$$(P1V_40,$[MBFV^,(P]Y-UKL[_P,I[$$@ME0*$2>0A*SXU:*7
MVCX8M=$/DF2Q]Y\UUKOH?&N SJ>4D]))XN#?0.AUKW#RLA!X@0" M9@RHD_&Z]B6[+(?D&*3[2BK48>G/8]9)U[1S, (XJKN\>PF*WZYL/TO.,;N# MG;;[D(U&T/<)TMGN0TQI1RIW1'+#_!H?
N]A->K?L2IBU_Y9 YSQPI;UP[WIW MGRONVEOZ?GK[K>,';M:4<*58091.&B-FVN\'[8O3M;^S+[5SNO+-0G"4!9J M\97&DKL7,K#[B'/[/U!+ P04 " #]@&=9T5GG$,4("?%0 &0 'AL M+W=OV9
MQ&G3[,9I)M[N?MC9#Q)24A @@% R+&U M[I-?*Q7$76DJ?SE:AU _FTQ\OE:E])FM584W2^M*&7#K5A-?.R6+N*DTD_ET M^G122EV-KB[BL_?NZL(VP>A*O7?"-V4IW>ZE,G9[.9J-N@9-
M<3F:TB!E5!XH0>)OHZZ5,10$,SZW,D>]2FX<7G?2?XV^PY>%].K:FG_H(JPO M1^_J=:?,\K+K?'Q5VS3VK/Y2.2-#[9L-\."4E?I7]ZU<1AL
M.)]^8\.\W3"/=B=%TWPG$UI/$BNAIWPSA=,2FWP>&MQKYP=6W+ M4@=$.7@AJT)_%(5JCC< M/X%IO7WSSKZ7\P<%WJHZ$R?
3L9A/YZ+3R1S(AQ]D"A@\M84Q@A&8E0F.PE,2Z10&A87D:P#5YXQS-P]KE5WI0+Y4-5 5F M*'0>D(ZM#FN1PU\T_+ ;1X.=6DE7&!A#L3&.36 NQO>DB;7<($',/ H"\=6P
M%!&PU8'A2*1L4O2C6UZE],5*2]&T/B!BA:88"L?24E88(^)K.(G\Y6VAI7@N MH:B/0J=)YKEKL RLHED8J=RXW32AE6O@G1D(R@]@O%VK2J 46*K2,5)V$0DF M!49Z6^%VUVK B^P>?
4IN]=%L*DN2-$GDB=I(TTA&/6(&QMHFZA8 G+9%U(&E M'$L*!E&2ZS92)XK351K:X,-N8+P&@E0TZ5?=X$%[! M)F"H&L1CH":!?A-)L$X8:6DP.I##SDR\4R3#M3*IJ (]J.%VI$>P6NAY >HZ
M4+:ZD?6!)P<6?VR*57N95B_50?XC*2-,':*2,+ACBA:6>VKLX*F62_45/'_X M[GP^^^FY'S #FYTUNH@*EF 08(/,8+U.T1]474OP)%1 S>C/C8:WNP2+5/3W MV:\=F?
47LO410[HB]GI5:70*B>M]X65<7RH73;KN2&= T+]7XB]-A5YQ'L>L MZ2&S+K6!'3+>&Q9]1_E_5)KNWH98-QB=@@-%8%WC0BPC+GIGF6I7[=\C!-?2
M:"RHM!1R!9$8$VZR#]EK6EJ16[QX&XI,/+KY\/IQ3.$-XK+&B/]:+Q:,W*/V MXO$XUH^+1=%R.E5_S;)#YJ5AJ *C%6<+P%6FXEM9U-12DN&H%%=(A9*L!'"- M@GQ')MWU6!MCGHFK0':U"KJO
4X#I#S6:S?T#+PV$AT-"?4T&UQ)Y? U;FT] M^U$ "!CX94=#+>?V#OE$Q<-4R=0 -,&^;#S2'=CO/RFQ@3+;H,[D+HTHATT? MZP%#1[SMV@[?J\EZ?,P3/D['O:V_L-07#C@0ZD[E#?%
=E\YE8B8N>!BJ(/J MX7IJ'Q"Z+!DJ^OG]>7:"DXXQ$;I#LBY4"HDJ$DU0!.$CMI)TB?!^&3!O;E$, M7R)T2:KQ":IZ%W6<9J>=#LY0DDT254@[0>PHT$1PLH Z E?R[@?:U)'8A69 M=%/:2?
9S+PT2.EJ,TXBNVG&P&W/ =C"#W504C8OT&$.!@!?BDO"EVSH 1'2(N4CQ'LJBF03T9(Z-0W158&$LWJXMB1\D'6'_;*N+!] M<;QOOD#_XWRV,KM#BL(4KS&_IZ2P^/8E]
MHE;Q0X5)'<%WNM!EMFN=,X7QF ;M^X%GWY(0AL$P0P_9BGOOC98+C=:PZP:" M86BZ\U4T#DB7)N@D!$[.#IV<9O,_S\E]A5O%DQI'3I#SIAL'\ ;=,_JT]Z#M MJ2R@>#:
($V_D=J_VJ(2)_T5W9Y#^Y&[^F]URSAD/Q^&O[=-$%(]G;1VWI1NC M @ZW#B.TAI:*1Q-1XOZ(CSS8Q9%U0^RW#?6@A?,XDE!$ *N[O!W5CR"(')>' M;B8\-
FWL(^+9^MN9:W@X:H]@.F_0,0E8ZX93*QD[0IFV^88]N8U/.L'=(X:> M <;MM+90?2X1M#:;O(KY5!@(]]M5E,OAHANEH%3\-^M2RT_>S M_FG_]?%%^NBV7YX^7=Y(MT+0,7+E6 M$J3-
!6<\^*,(VQLJZ+_)7OT;4$L#!!0 (/V 9UD'0G""G @)H6 9 M >&PO=V]R:W-H965TT"W09)9_JPV =:HFVADJ@AJ3B>7S_GDI)B)TZFNQCLOMCZ(.\] M]_+
<]/)Q4OZM'EN7UVHR[/96O*HA8WBNFVJKC:78E2;B]&P:A_<%NL M-X8>3"[/&[X6=\+\W-PHW$T&*WE1B5H7LF9*K"Y&B^#M54SC[8!?"K'5>]>, M(EE*^8UN/N87(Y\ B5)DABQP_-V+:U&69
@P?NULC@:7-''_NK?^DXT=L2RY M%M>R_%KD9G,Q2DEN96;O\NNG@2LI?)4MM?MG5C0WC,6FUDU4W&?574 M[I_='G8FY#Z+TP(NPFAQ>T<693ON>&7YTINF:+1L$87-E0[&^"*FA;ESBB\
M+3#/7-X9F7W;R#(72O^5??BU+ ,:O6?_N=7C5RG&, MQTRS:UE5* K[CMV*IE79!N1FGVOVB>.:!;%+OL?,1M#PAM<[QNM:MG4F&LV4A6_ M<5NA1K)A6-O0[4G@^V,?O"]+&@ G>V!^_"$-
@]D[S:Y+KC5;L,S%I"DFCVTW M!<+(I="LEH9M^+T ?"8>FD(Y?SDW8LS>MZJHU]9PC72RRC%9$),9>&A$M11J M(.-A/AX#R]G,"^/("]/(!:T)+B7H&#P&.24T?+U68@TI"[==-5Q]7/CU!P^#F>R
M4SN*+L_8EA*02X22L^7.VCC&4P+:<[4;IO>JQ0Y8BHQ7@HG52M@.@J7 4M9U MUU8LCVU^;SZ/V9<>K6<$ONBL4^]KL8!KA^!Q=H7X"8"R-491-,+$9-5/P; M4ISG!;GG)>-;3-
*L!5_5HR.R.\!QMX!:E@3=%'4KR-0:@2N456NT0:A4!L(M M2F<4E5H;AU\)Z^%IB+Q$6]<#"^T$LH,@I%TI[76,IT2+K' 45-0L\0H4-:K(MR$=7MD^?(# JHM/;NY_UF8>[9P,<5H\U0ME-
"ECQ9FDK\B5;-\Y67MP7.>K< M!GW/2Y"I V87/N-ZTQER+D!9Y&O'_L'K%AL8%CARUJTM%T3\6/?.72?!N2/: M4!^4K$+KEI >KENZOU!MU5+!WE/-H?RQY4)Q@Z4K(B&")?+WQ7T,0Z\[Y-Q=
M7QUJT/ZZD_S"3E%5(B]9)X<93VO+(I['*['\F10K!CAO1:CC6NF!'F*;90 M97_G5M0*T=EK,&?>#-CB(#F2[X,K,37!$7"@F=5;*R!JFO$2 [?]PIIG8DAKE'STYPJ4&+!_"I MT -&UWZ-J!EYT.-
#\5U0MD@F]O&Z#38][<7@>]HI5I'9K8J-=$F'A+?L\SXQ M._1?[?[:]AFA<%SH(=..HD =/7OO&A.9(,FC35\+M20U9:/P^]:1J2$P1>&";>-(G)$Q.[,XG M?,=^ 1VZ"MA?P)?-
^5Z4S+UH[LS%,!>]9(X*A+@G'>E>@QBD,XK*11^&3T!2 MO^ O)KIPNF,<\"6X35W3$<(UQ;Q YU6"\K049BN$F['BA>ILO%1[% @-?<(4 M:DV/!/, X0U&O<$\L>N5L2\9]@(+
MZM]_JLXXWV39^K8@OCY-GY-NJZ][_$-2NW/._U6$XEGJS>8I2@_G!Q\+'%)% M^C'4*7'+ 6"IYY.@1*11R,HME,FR\C2"+*1>$LVM./GAGFY%7C(G*]$92\?^ M]\@69D 7DC1DLW$ <.. 15,O36?
_I<:$A-B;S^:("!83:_&$1;$7S^?_BW+L M]YBN!&=([9]<@W=[D*[W(7WH(-W],>;!\Y$3RH&J>'MLWZLWRM:'JBGE3HC^ MI-*?Q]V1Y,.+7MH"?] M6R@3F=W_MO3$VC_)VROOK3?
KZ?'J6FJ[;ZX%MOOB7M!A"(62$*/"@!IB'/GX MG48S=J,DG95Q#,/N4#85;;EC;Q:%C(H(/,1&<#K%9"^((W:',P026G'U3=A3 M$,6IVZ:1RN"T$*= X-
%N+\&L%)M('R[^)FKPHG1GA!Q'O8(^4=F39N2EH/S4 MFZ(7MA?&4+E *4ZK]:&[](@TYFG CGV;FNQ]+ZR$ M6MNOHAJ<:6OC/AT.3X&PO=V]R:W-H965T!ACR M4<=
[[KDW4O.#5$^Z0#3P4HI*+[S"F/HF"'168,GT4-98D68G55AXD7=\\[M^#5?>*$EA (S8Q$8_3WC'0IA@8C&WQVFU[NTAJ?R$?VCBYUBV3*-=U)\X;DI M%M[4@QQWK!'F41Y^P2Z>D<7+I-
#N"8=V;Q)ZD#7:R+(S)@8EK]I_]M+EX<1@ M^I9!W!G$CG?KR+'\P Q;SI4\@+*["1X98NR,8JTG.S,\H'J_IO4 M&M:H8%,PA?/ $*[5!EF'L6HQXC0A#
[$89Q>P4OZ(!.'E[R!=\]4Q:O]29#PY^U6&T4]\=>E>%NX]#*>4P[!%/AJ0 J[/KC>Q_P]>T9%HPQ54VX)2^Y: M.&VE.\'(XA8R698TCM39V1/0,:$-JQQRWJBC R+"93Z$#UPTEL ;#&59-QV_ M/?
$C8]SM:-S!2&!"0"T-5H:3: ,@*#H 0&-&C@RWK$Z\T_EVYOHSR3LIZ-!R MI-A66%.C[493N*VM?^9.%PIPZY))<*VOR[3?\8IL9:-IG_8!7S*LS8D^IR$> MW)!WA7@V5D!#8="EU4[&
U7\FMY.CGTD)]+#DS*41A2/@AS,C- M)'++, E?^5W%('KA,$P'K1"%G1!..R$>#[XIWFF97_OQWYKC@%0.JH]H;'9W M2I:7BGZEU%O,&"6*\F0QNM8NZ99J1 X%990>.85&/\/?]Q2Z%CYK%.J("^7]
M[E72CK6FV[(=7)J#.UE1[0RW_?M (6M*MQ]&E/69/TJFL&GGL+8!:6M0-RHK MZ)X[']0H\N-X#%'LI^D8'I$.3YY9%ZVZJ3B-1I3X\32UF\91"/>;]1JB:4RO
MQ_!9&B;^1_:3U)^$":3T1YUQZ5@-3BZ]$M7>7>WV4&@JT]Y__=O^Z^&VO31? MM[>?'I^8VG.*7N".3,/A9.2!:J_S=F%D[:[0K31T(3NQH"\@5'8#Z7>2PND6 MUD'_3;7\!U!+ P04 "
#]@&=9Z@E@,BP# E!P &0 'AL+W=ON0);-:-\F_OY64FL"4L0RIS?U J.J8U)N\+(KG>:^TS=;+.'=-ZZ4; MV6B+UP1^['M%^TLT;KO*3K.[B7>Z[3A,Y.OEH%J\0?XP7).,\@FEUCU:KYT%
MPF:579R>7RY"? SXJ''KC[XA*-DX]R4,WM2KK B$T&#% 4')WRU>H3$!2&A\ M/6!F4\F0>/Q]A_XZ:AW?>-#S+.!5SOCX M"]L4.Y]G4(V>77](%@:]MNE?
[0[[<)1P5OPDH3PDE)%W*A19OE*LUDMR6Z 0 M+6CA(TJ-V4).V]"4&R99U9+'ZS>V[5#O\Q9$,-\7AVR+U-V^9/L/^&M ML]QY^,O66'^?GPN3B4YY1^>R?!#P!H<9S(L3*(MR\0#>?)
(WCWCS7\J#5]I7 MQOF1$#Y=;#R3'(C/]TE.B(O[$<,E.?>#JG"5R2WP2+>8K?]X=/J\>/D W\7$ M=_$0^B_;\?^SX7V'<.7Z0=F]W)[*D70(E 6=@EBV!'=RMSV":^!Q,2OE?!D3 MKXJMX?'I;#Y-
R.4'%CSN"#$N6RD-?6H^AN:#M(ZQWR!-_3N1NG[>._,_@2J MP(8DE%VH=_9CO;/?JS?_OMXL[H"H%:\2C5OE82 MSJ/-'A0SZHP*!5$<*I)*1:58H],&_"MJ?*VC3_JI0A(;9,KY4-", MQL"M,J-
*=FK$SY4H)<$',[:$P]6WA(Q1J38:]&EO$=Y.NZ['_F1=?5(;31H M+T=EM)Q<;)]=WH"+9'W?PM,#\E91*WT$@XVD%K,7SS*@9,IIP&Z(1KAQ++8: M/SMYQY!"@*PWSO'=(!287L;U?U!+ P04 "
#]@&=9NB?F%E@# "T!P M&0 'AL+W=O/7SNN2.Y MVBO]P32(%CZU0IIUT%C;74:1*1MLF9FI#B6M[)1NF:6AKB/3:625#VI%E,9Q M$;6,RV"S\G.W>K-2O15:1M$)I>(M2L.5!(V[=7"57%[GSM\
[_,%Q;R8VN$RV2GUP@]?5.H@=(118 M6H? Z/> -RB$ R(:'T?,X+2E"YS:1_27/G?*9<] M;.19_L(LVZRTVH-VWH3F#)^JCR9R7+JBW%M-JYSB[.8W5+5F7<-+>"V'&I-8 MJ\@2MO.
(RA'G>L!)G\&Y@#=*VL; K[+"ZG%\1)Q.Q-(CL>OT+.]=C/(XA#2 M.,W/X&6G1#./ESV+5U,O6;C#3FG+90U_76V-U=06?S^5[H"6/XWFCLJEZ5B) MZX#.@D']@,'FNV^2(O[Y#-?\Q#4_A_X?
BO)_<.!=@[!3@LZCD\&RK4#P64AK MP-+BC6H[)@_?TTA9)D#2Y:#Q 66/L#U /<(>_'FH@"!=5-EKC;(\@-KY<4^= MH,7![Z&9-&PXAS]PYZYZPV1E?KPD-AKQ4?< U=YBNT7M&^
M975NW36(^V03 MZ[WDUCE:9M' "Y@789;-G7$17A09&#N) MH')XE4:FOY-,E6II>:P$S27QMT,7RI M@QI-;M(6=>W?"S/D.URJI]G3DW0UW,1?W(?W[W3-9?$#'<4&L\6\P#T\$8, M ZLZ?
R]OE:5;WIL-/:NHG0.M[Y2RQX';X/10;SX#4$L#!!0 (/V 9UF^ M;J97X ($,+ 9 >&PO=V]R:W-H965TKR)<'F M?=[C8P[X#':$/K,$(0Y>\@RSH9%P7O1-DT4)RB&[(07"XLZ:T!QR,:0;DQ44
MP5A!>68ZEA68.4RQ$0[4W)*& U+R+,5H20$K\QS2UQ'*R&YHV,9^XB'=)%Q. MF.&@@!NT0ORQ6%(Q,AN7.,T19BG!@*+UT+BU^PM/ZI7@9XIV[. :R$R>"'F6 M@T4\-"RY()2AB$L'*/ZVZ
YEF302R_A=>QI-2 D>7N_=IRIWD0V+%>0IKO[A2[T/ M!X!]"G!JP'D+>"< MP;JHG'OX8.8IEK6^XE3<307'PR5\!5L&EHBJ M]P9'"(Q3%F6$E12!:_"X&H-
/5Y_!%4@Q^)&0DD$%#DWB3O[Q$?.6<,5*FZ :WT!CN5XFO7_ ME?@L/CZ/WT,J%>#3]LO7H?/VB]>A__;^<7[\[]J!#WDV=3GQ4P0D-#'#X,T2TRPH\?[,#ZJJNR2YJ-+VDVN:39]))F
MLTN:S2]IMKB0V5$=>TT=>^?<1E;MO7EPHN:(;E0[QD!$2LRK3TLSVW1\MZK1>3,_LOLS6S,_%QUB MU=#]M:_:2_%UW:28@0RM12CKIB,Z!UJU;-6 DT*=YT^$B^Y 72:BRT54"L3] M-2%\/Y
!FKXY_ -02P,$% @ _8!G60!ZCZM# @ B@8 !D !X;"]W M;W)K&ULG95-CYLP$$#_BD6EGG8#(5]M"DC)ME5S MV"I*MNW9P0-8:VQJF[#[[VL;0M,J8:59()66)MIC+W524!$Y=4,C\,@KE?
8LJ])')K6YE$HM:, MZOQ0@Q+.=;$CL!58(&*3:$K"Y'>$!&+,@H_&[8WK] MEC;Q?'RB?W6UFUH.6,+\HT47L?? 0@0S73.]$\PVZ>F:6EPJFW!4U;>SD MHX?26FE1=LG&H*2\O>.7[AS.$@SG1% V2-
MK0[,"5 MZK*-'.7VI>RU-$^IR=/)QAPO 8F>)":4YV@E)>8YF&/7*O*UV<'&^6E'6[>T M\ IM@AX%UX5"7S@!\F^^;\QZO?"DMPX'@7NH1F@2W*$P"*<#O$E?[L3Q)E=X
ME\J\0X=7M.&$'BFI,;M4=0N=7H;:[V:I*IQ"[])D/0X$\@I>\?S>>!Y\&E*>] M\G2(GNQJ!F@<'&;WXW-MM"*BTO\?0YBO"5]R&F6^Y+7JWQ=K)UI4KML&PO=V]R:W-
H965T)C[[(A"1<2(('D):=7]]G=P&0E&4UZ4R_)*8$+/;UV6=! MO=DX_R6LC>G4;5TUX>ULW77MZ\/#4*Q-K<.!:TV#;Y;.U[K#HU\=AM8;7?*F MNCH\.3IZ?
EAKV\Q.W_!GE_[TC>N[RC;FTJO0U[7V=^],Y39O9\>S],&57:T[M^N#P]$VK5^;:=)_;2X^GPRREM+5I@G6-\F;Y=G9V_/K=*UK/"WZW9A-&?RNR
M9.'<%WKX4+Z='9%"IC)%1Q(T_KLQYZ:J2!#4^#/*G.4C:>/X[R3]@FV'+0L= MS+FK_FG+;OUV]G*F2K/4?=5=NE-,$VGV7&/+EUE"VO"XS>''8ZDC8=%%/]. MQ)\\(/Z5^NB:;AW4^Z8TY73_(53-
^IXD?=^=[!5X;=H#]>1HKDZ.3I[ND?TVS>TWW2 M3W=&=)>2^\7\MC:HG\+5K6[N;+-2?:/[TG:F5(5#9)L@?T7GX6&9_10&/ZWU MC5$+8QH%4UOMLO3YX/I
>WL[/(QQY(6Z[9%,NM%993O22Y]XF2T;00O ML>Y G;&!L*>ZFY/P.U4ZU;@.JXJJ+Z%45:5S1QOYX*5S'99"#6^["VY;'&G MLF%\/,6E,IW9Z?0#]?\+GI, !%T;@D9DF@[BY4'^?Y$*&^TN4?
P$39BF4:;H2WJAA%A,R3@8WN>F_X=%L:TK0QA0D!74=U M3HY72VT]LHD./A??_#4\I'#K@A6$0!D![_EP-$8?DX:.+W18JR6:7."@2# E M+[#0NC*&X@&?+W3%)2"M6'?J9ZA<+XQ73XX9[9X@
D$")O0RJ"@=_7W^#IF M-X33*B1F58F.,3D40*P)NAB,BEJ-HV\JBSY$IX@]R9'0\ M^_1N4L84M6#G49RS8"$++^UUY[M;('&5Z9UOJ/"(,Z@CH]^_!41=7U5DJ;$FF@30O5'WP@M8]#9VOJ-
+NZZ'X)'P!M'K5+&(04H(22\&$T5*C%#7#WYNX MM+)Z8:NAGY8Y\\BG4(7:/00_N$=$D[()"G:I/">,VQAJ%&%+EYHX!1>(-S>F MZ:4:"#O@C:#*GETTV3.&[;$?4G+/U0(EDX"+8+'C2,VCF,*!7(L-
=VPFZK]# M^@:[:NBPI8G>2%_H\H;1=J[-OS*+'3Q)3&49=^4E _,$.=[48*.]V9-NB*29)$CH.#C'/>2(P?\,"(6G 13P2/&(-#872)KI"_XF [O/MB^S; M%WO]@H-Q9/RV7%B6J'IV___28@)S=
MR(LB;40ZEZ:PW.4)V?VD)- #L9.@BJXA&"[]E.&/"4D.+]?+-J\DZD"UV?8> M/%9&)*K:0K3 7M?[(I9)+,4$]MVCBBQ\:P :NG^A),KFRAK@A;"1J)MP ?Q
M@6%*JH&'V&A&C@DQ3*0027!-0F4>W.+7>_+A915;P16P&IC\4#[L M%S)&,F'F@5MM[#,ATG15VUL9;8ABM15&?KF3X@YWH)(NELH5P,4,>,+T.UM@ MYZ1SM/J./=5Z1[0Y?
3>%5UT%ES73BOP8&\-412=W(82B23XZ$AJ-#1(5?X.D M#MN)*K=4Q@=NA22Q2QV-*(BC'K/%[V!]Q_2'IC%JUV*:G"D.DAY7$:?L&XCB4K1SA(S3=:P45)XPX:0B18V1!FI.@[
M0AHD:^,4&A(@\F0IY3=.>!E&6&TH: @+B*VEZP-AK]2=[BD$M^;X)C,)QX>H MIY7S+6_&S\G8&VC%,1XYF!9/HB*<(SJ55\2Q;SNRHQI7;E'959Q_V+RE+BQ/ M$L*D8@:*LT9SI' , [)
;%&F,%@F=\9UL5D.I=^7$LJ0KA.6\!MEOR0_X.Y6>&!!=V\H#4I---B(_W!LG88 MQ]A,/58@V9M*"U_&#+@?@#LIT?>T M?N'1E]5E//!R./#1^\O+QY2O<;6FT=>7/V*V +70"2->3!W6FRHR-
'M\8+5^87,9N29U):ZK =CVUS MEGVUM%65-D8,)DT'D# Y95*3CQQ'+EB(O*/7V[>I,2LI6*)NH!X$-C)(# U M,97AI/A6GNCNSO(;.2L6WKDC5([>L[B7:F42W9Z;^;-Y/JC@"!2G$H_-]PX
MIGT3LQXN&L<%QYN89,+V[TU6^L,#7 MX$%?\TB]:Y;G="0\3&F*D8APBNBR7GF3[BC&'G(TD&(,;\' "#]%96ZP-)79 M)=_89SIE^&J2[G(:K&C,1C%\X \S[J?:>Z(;(LJ.KIV0E_@,G/,KHQ7S@T3[
MAKLE85YN^U8NDPJ?K'=,%>RU/LI"CBR)4 E*<:I D4IZ MO$[FL6<:N9G-;"-$W*"^EJ]!\)&(TA@L41%&JB[>$$O>YVL7AKB,C*1(CAXT MZ9M-Q"H\8S"E7"!V(Q@6K9!SQUI-HUAKS#T,I&,]DYK)
&3*B%BG+!]_ MEBH&8X\D?A@H"QMD1-6<&>*EVM&0:/C]!V-*1UZ*D1PU^'$H:P=?Y3=C\LIJ MW+42V0VY602L"DL;YYP'6**F;Z>,9+# C:<&>7 ^Q@AP&N?'""%+V!6/5ACL7O\RL=)/NHA;
($=O*\ Y< K44IPQC M$]W<]KD#3DMR%,C1-#DT!QDA\Z%3JP4-2[Y7&P]\2'[>O7&*?:6..U=5.96 M/M[0D!5%$ >.=1A?%8#1#Z?Y6G M^U?[;\'H#O-W[F(?
C:;+YOO7!C+@[Y6S^Q7]N$)JD2[E,%R1/'R7/;I=I5+6 MQ3K>;_"U$(U4/2>]'J]<6] L-Z[-)#RJX$I&^/7!+?PI. [,W5B$ O2F@'# M-FV?!FW;W%O9-_?7KDXK^, N(ZSP#!*)STZ[
M+),S:LUMS/3*;="PP7YO3"5-'QI%' K2?$DZ37YN6VX]Q)R2F-Y&LIR0!87T M"I%OP MONGD!TOYT_QSKS/YE=.P7'XK]A'X@W1#/)?8>G3PXME,"$AZZ%S+OWE:N Y= MAO]
<&PU\HP7XGGY6D1[H@/PCN-/_ %!+ P04 " #]@&=95MA?>'X$ "A M# &0 'AL+W=OQCV0O'1&)5$DJ;O_]SJ$LQ4T<)RBPA[U((GDN MW[E\Q_1LH_2=*0$L^U)7TLR]TMKF;#0R>0DU-Z>J
8DG:Z5K;G&I;T>FT< + MIU17HR@(LE'-A?06,[=WJ10W/*XL!G41 E!^S%0Z"QLQ>_*E N"W8%%;=0L'-J#&$%&/;W^0JE ML%/^V9>!SD&RWP&QY\PT/(>YA_0PH._!6[Q]$V;!NP/PDP%^^'?
E,"6ZL*64M>+#4&$X;QGK^$!-TB,XNV M8YB0J*!SVNHRFRMC#>TY05MJ %9W;0+4)@R+;*%>(?:^TNP8K=A2M0;C,B=G M[,9I[3;7/JUKN ?-)?JF="B7#@L:"<,=M!5(6
L$LU1UT^()@\^M:'"Z6%8(MTRC#*\-NE.45N]2*(D)NW^/,ZF1B/T$O;]],HC!ZMUU=IBR+\2-))UL01RSUXS3!-Q[0 M(@G'[+4ER4LNL1&82^7!"E6"KT3EFM_'T[QJ*<$;84M!$S/7K2MCC;\!ILLD
M!3!D\R'9O>R.0:8Z][G"JDGC#$FC*E$XURM>N8*YV66>U/UB>\P-1?4KERT% M&&[K?30D]^JE]NN1=2E<$7DVKWP!_&1E? MH9B2CC&D,(37#:9M:_\G1I>804JTQ'N,1@>R!2Q/%(]W6J5?
AWZ43O&=1)E; M99-T+^G#)-C1I15R$F61L$G&,G\'P#39T<<%$CS(\!DD(8O\)!D?&@O1 M>,JHQ:))C,+C\834IR%+_"B;#E-BG 84B?NB9QCXDVA"6WXT?' M@9[=9?
K_9G+$WTR.YZG8@PHS/\+"/9H:4RQ'L&]J8-(GD\>#XSWD6UH]8(BP M*-FK$$1)],C]$3N._'C\Q,_> =4'N^*,MJY-M: 9*++L4'_K;3=#7+8'>[? MY]VU\T&\N[Q_1"X*:5@%:U0-
3L>IQW1W(>X65C7N$KI2%J^T[K/$_Q"@20#/ MUTK9?D$.AG\EBW\!4$L#!!0 (/V 9UF5/>BB!@,)<) 9 >&PO M=V]R:W-H965T-'.R M>Q7-9&DX$W"OB"[SG*K?"^"RFGM=;R=X8.O,6($?
S0JZAB68;\6]PI7?>$E8 M#D(S*8B"=.Y==:>+@=5W"M\95'IO3FPF*RF?[.)K,O<""P@XQ,9ZH#ALX!HX MMXX0QO/6I]>$M(;[\YWWSRYWS&5%-5Q+_H,E)IM[8X\DD-*2FP=9?8%M/@Y@
M++EV7U+5NH.A1^)2&YEOC1%!SD0]TI=M'?8,QL$1@W!K$#K<=2"'\H8:&LV4 MK(BRVNC-3ERJSAK!,6%_RM(HW&5H9Z)KJK,.L5]R^URR#>4@C"94).0!M%$L M-
I#4^V>/=,5!G\]\@X&MN1]O@RSJ(.&1(!-R)X7)-+D5"21_V_L(N$$=[E O MPE:'2R@N2"_HD# (^RW^>DT5>LY?KZ4*+N=WA?AYM<(J('=^'4J[]MH_[-7V MTU07-(:YAPVC06W
BTY/NL/@L@5SO\'<;_,>+;$_DY(#D2G^JEB*F'%&'=51 MYJ)-3&6&:10EC:LS60G2[EP;"(',Q:V7#4&?:'^\WI+$]/QF$W MO&S&\61$'EWJL>OP?ZKZL9#CSJ#?(RV<'32<'?
P/SKXY>0Y1MC7.!V4_*'N4 MLO[>99F#6KLG@<8:8H7K>[.1-J^.J_JR?56OGRQW5*V9T(1#BJ;!Q0A9J>IG M0+TPLG!7[TH:O,C=-,.7$RBK@/NIE&:WL &:MUCT!U!+ P04 " #]@&=9 M!*5D_G,#
!J" &0 'AL+W=OBIKVF,O$H#=??O>+CXX/TCU71>(!GY6I= +KS"FOO9]G198,7TE:Q1DV4E5 M,4-3E?NZ5L@R%U25?A0$$[]B7'C+N5N[5\NY;$S)!=XKT$U5,?6XQE(>%E[H M'1>^\+PP=L%?
SFN6XP;-U_I>TH=!<"E"X6WBK\'H=6W_G\(WC00_& M8)5LI?QN)Y^RA1=80EAB:BP"H[\]WF!96B"B\:/#]/J4-G X/J+?.NVD9SJ\&\"HBX@7<-Y3$NOII![AN :,7 -_!G12FT/!19)@] MC_>)7,\P.C)
<1V+3.>Q)NM8U2W'AT5'1J/;H+=^\"B?! M^S,*XEY!? Y]N:&3F34E@MS!C:QJ)AY_T7#+!1,I9R4UDH@W;2/OD.E&80;, MP"WC"KZQLJ%(.@_P68JWR@I67.2P9IKK4U+/DCDM]:% V,F23KQ%-
FXO=>>> M_X5@R/Q$?-<3YP/BIB#&!U0(U4#"SDK8/TD0SR1LK02XX(*B9:.IK_KRFGI: M&ZRVJ/I=1&W7J>*UNQ=N2J8UW_&4N>FJH@-!)#-(I3;PJY):0R,HB U1)/1 M;!S3X,VK611&
[Y^-.N/7#3PH5Z%'T$^[]Q]H\;O1A-S#: !AU^+)2Q"#JX$/ MKH8H'DTF"81!#V17I@GAA4$X"L=C2RYZQM49DH3JGG:="%TGQO^73B3A*)Y- M7^A$9_QO90R3\6A*Q0^G&PO=V]R:W-
H965T'EPD"Z5^.N%#,0EB M1P@KS*U#X+36J,OX+FU8WS0+(U\:J>FM,#&HAVY7?;_.P9S"*GS%@ M6P/F>;>./,LWW/+I6*L-:*=-:&[C0_761$Y(]R@W5M.M(#L[G>6Y6DMKX!IS
M%'=\46$(GZ@8>K=N;T['D24W3CG*MY#S%I(] WD.'Y6T*P-O98'%4_N(Z'4< MV2/'.3L*>(/-&:1Q""QFV1&\M(LY]7CI,WB[4 U\FRV,U50;WP\%VN)DAW%<
MOUR8ANQ7J#NW@_>D%5[DOB3=!>=WJO!MO91&SB!+$RRC-8T M[!/ S+'UWF@F0:ZQ$!8J90SQ[9VS^!1ZPX2^!V$EE;8#8LP!LG"49/ ?.?## M0]@'H/C(([?DF1=WCH7Q-)Q2@UJHPI!.
(7)NL2!DC?BD'?[*R"=ZHV/W/F,^ M2;O=O,UU" M<"BD=9RJ1UCG%- A'?>;6\WX;8>PB';($+O\FWG!1P(@-Z991 MDOLQ(XG]JT<)5.N&R/62<) ,*<&)2W"/41H9K7TV.H6O6EA\I*]
'YJ&J>]KK.5QX47>Z>"![RMC#X+EO&5[MW*+YU-XKV@6#E8(W*#27 A26"V\5W:U3*^\$/G,\ZK,UV$AV4GZUFS^+A1=:
M0%AC;JP%1M,3;K"NK2&"\6]OTQM<6L7S]Q<[Q;)C&C>R_L(+4RV\6P* M+-FA-@_R^ ?V\4RLO5S6VHUP[&5##_*#-K+IE0E!PT4WLV]]'OZ/0MPKQ YW MY\BA?,<,6\Z5/(*RTF3-+ERH3IO
<6&+LC6*;CGIF>6&*FFD@BW?"R[V\!Y1 M^_"1V'#UR'8UZNMY8,B/E0[RWN:ZLQG_PN8,/DAA*@V_BP*+E_H!X1M QB>0 MZ_BBP2VV-Y"$/L1AG%ZPEPQ!)\Y>\@M[#_B$XH!0*MG AK
J(@JCXG3EI"553V@L M[$K+FA?,T&;-:B9RA*VEW%AJ+H(?3\TCN2ME30^$!6$L[_I7@O\@0!8-.PLR M[U'K'G5I4=/[Y 1;5%P6FN0*&R@AON(V('G0E =]?0>/E4)\05$@@AEL=E1V
MR[*/A/G2O66A'9*S59\6'W:XY\+!HOQV8. U3/QHDM(<^Y/IC.;(GR69F[/T M=BC#BX!:Q@M(_&@V@3>O;N,H?@NI'Z93@@"K1BK#?PQU',W(59)-KN$J=F.6
M979,XVOXHKC!WV19=LR0E#4%K/B'F$^OK=&0I#.(IM9WE!'".$N?PT.K<1;8 MK9]0]#:P) I_VH\&QA1"WE.1?G O/R<>;N>>5VS(K6>__;V4KU'
MBO<._XD\KOZ_224C(+W09#OUU2)9&;K.$UL56?1)6DA17Y0BE)+*9V1]\A/ MPL2.LPP>I6'U>/V>DWEB2Y?4L2->'/S!%#-908TFJX4TV\4!UO:W;&-FZ?K*3AIY*MZSH=P"5%:#[4DISVE@'
MPP_&\C]02P,$% @ _8!G6>-%8@!2 P <@< !D !X;"]W;W)K&ULC57;;MLX$/V5@5H4#J!&$BU?DMH&[+1%]Z%D&2W M#XM]H*61Q:U$JB0=-_OU'5*RXB2.L2\BAYPY/'/5;*?
T#U,B6OA55]+,@]+: MYC**3%9BSA.91B//O5%=12R.QU'-A0P6,W]VK1' 8!J_8L Z ^9YMP]YEA^YY8N95CO03IO0 MW,:[ZJV)G) N*;=6TZT@.[NXHDQ:I6&9WW.9H0GA&U7"X(ZO*S1GL\C2&TXS

MRCJ\58O'7L&[@*]*VM+)YEC_M0^(FX]0;8GN&(G 6^Q.8=A' *+67H";]@[M//1XPU?P;C!#<>_=@[^7:V,U%<8_QQQM<=+C.*Y9+DW#,YP'U T&]3T&BW=O MDG'\X03+M&>9GD)?
W%+SY=L*016P=(4K[,("< 3=8SW2>3CO.]*A$)5U*%* M;L"ZZ'1M*OZC.%FZOE)UP^7#NS=3EDP^&&JG3&VE-=29^X!2>U2.%0R(J2W5 MUG"9F[-+H!Q:K->H^T3"1[)J3Q) _B0W7P"&70>@-O 6TC!)4UJ'X8@ EHZM M?XTF$V0:Q164HT[(,8<(NG20K_(P;\(!-9EPG> M9<+3<$H-:J%R0SJYR+C%G) UXI.^>!:1;Y2C4_<^8CY(C[M5&^L0UK@14CK. M5"OMX^33.)R.F%LO1JV'L?-TPI*^A'KB#110SDMA+/0J@VC9$ M;I"$XV1* 4Y<@ >,PLAH';'I&7S7PN)[5114(3('11%Q$/]2'FF44QJ(SW T M@22,)T,8IQ>/CJ#3?^)"0HIO274\3E_(QYHL.IB#5#0;/^T- >)H1V) VQ)0 MENTJW)?
T443L%NB^4 MLGO!/=# 9A>_ 5!+ P04 " #]@&=9OXXGLJ\# .-"0 &0 'AL+W=O MION@]HH&G MLA!Z[NV-J:9!H+,]EDS?R H%[6RE*IFAJ=H%NE+(VK/X<1A'/[(6X=8I=W$\AE><\,
M6\R4/("RUH1F!ZY4YTW)<6%)61M%NYS\S&*EB%]EGH&)'-Y\K7E%)VY\^$AZ MN'I@FP+U]2PP%,G:!UF+>MN@QC] G<
'*'PQN18W[N'U'&79KQ,O).N[S3/O3%FBYE7A<(@MWLJRDYD[<-.UA M\E(5O7$N5W$6 5\,\B"-)*)NF>:H.Y3<7L$;;RH O/Q0Z8/J[ES* &+G*>,6MZ MQ06MRUH3H+Z> K%LL-
R@ZJB&>\S:EBH;$GR0#>@ZC$;Q'>BWL94'YE)62CV@M-$PH??N[?&PP&OIQ M',)PY">$]!ZUGL(RR^JR+MSAY$@GGW'6O+S(E952&?ZM6;BR=8RB:[@:C/S) M@ 9][+R"*/$'Z80&$S\9I]
CQ4$GQ<' E^())^^.G'PF3M9'3NY/.+FSG%S2 M9&_ RYI\(%E9LIAXIAZ1247OF^ U5\K:\J&P.5@CS\^6\B?^:8-IC:9E_!=$ MEM?*AK/!B0@N\SZI/^P5XME;\COU?Z3J^ _;=[7 7XF5T?
UH6/E'CIHR)^T%* MSSB-Z-F*8I:<AB\E1.= ;_4G)$&IS >!1"ZB&GD^2BN(*3%E6BVKE&K F& MJ&FZ5;?:]?IET^>)S)L/A0],[;C04."67,,;$&PO=V]R:W-H965T T"95RTO3 MK"UMI6V 0&(PT0$?
$! G#1W+ GQQSKZ[YY[+77R9[93^ M9@I$"S]*(C%3M15V*#DO41JN)&C'HYX!/'G3F2P66R4NJ;V[S)YT'D"*' M74(MC!YW>(5"."''B\7V/&;0AG>.Q?$! Y7.G7%;,X)42GWENBWDP#B#'!#:N%_:!V
MKW&?CR>X5L+X%?:-[2@-8%7;J\]J,S$HN6R>[,?^/1PYC*-')*]0^)Y-X$\ MRQ?,LL5,JQUH9TUH3O"I>F\BQZ4KRM)ZTG+RLXNW2"D9.+EE*X'F=!#9: G6] M<+'T'N&P DD<
)G"MI"T,O)0YYO?]0R+3,DH.C"Z37L E5FB+)7UH>2T0U :N5%DIB=(:MWM?H6:6RRWX)$AK;!?[7OQN]K<%POI> M,-4&$S[8FH(9V*%&8 8V2M#W2XW")=A"U8);W)O.X;;0B/=: *B %LL5:E_%
M=\2F3^^J[);AD?2^D\I3B"<1K>.,EC0;TCH:1.,Q+.M58\PJVR3'1G.P!)UV!'G'0P&:?04^M16^O1/]?ZFME:<\NQL]9O.5MQ MX=5=)>\-TUWR"Q_GX=L?T'URS.3/5R-
^_ EK._R1A0'79QK=='@I)*'[*E/E MTG,GCB 9Q&GBQ R&Y\F^.IN:".$#)A7[6?IV'0ZB+*80QDSA35G5EMJ*2TOD MC(63R>BQ*A^G\I1"3[+L0;,=V0SH!M::(GKC*([ZC:62! _O)*/L/"EV-%1[=
MZ27JK9]-#/AMWDS6:^9WG)IB,*&7*.SW4RK9F-5 MY2?$2EF:-UXL:,"C=@:DWRAE#QL7H/UE6/P"4$L#!!0 (/V 9UE@F>B8 M(00 4+ 9 >&PO=V]R:W-H965T-A1M;O=PN ?
%9F)AMN5)7W^4[+C-EAKM MBRU3$OF1_$ASOA?RA\H1-3R41:463JYU?>%Y*LVQ9.I(4W$E13EDP^7F(A]@LG< Z"6[[+ MM1%XRWG-=GB'^J_Z1M*7UVO)>(F5X](B=N%LPHN+B-
SWA[XSG&OGJW!>+(1 MX?Y^)(M'\ P@)3;30P>MWC%1:%440P?G8ZG=ZDN?A\?=#^R?I.OFR8PBM1 M_,TSG2^WKY68AL MSXL"6)7!*OW9<(D9?*DTJW9\4R"LES*M7/A&!#E;,.Q*IT=S39-
HH\-+.S&5K M)GS!3)?1:5S!1^K#+/C^QY![G&'!]R7X:#".ZS/8>R[$/KA9$#?N(_ #V.H; MOR8.0[D[UUREA5"-1/AGM5%:$IO^/16&ULKDM!5381>J9BDN'"HAA?(>G>7[M='T'D?QCP8=+
[,!G2OKRCBLT: BVV ZD\A7I0[VG4O0'^9("UP4H%U:S2M$= M=(ZP%045/Z]V<,8KDHAA49C5Z (HC1K+#B$+M'^ /"T!TG$2W. M:!4FR8B627R\$;A1;#?B((8K6ZB$66)A#:F
LBMTDFHP@"[^2=_P,POHJET.Z7T MTG[&6[6CS=/Q=D#\RN2.5PH*W-)5_SRF)B#;H:O]T*"V@|Y&:..K&=IG3G(K2 M'*#]K1#Z\&$,])/O|G02H,P% @
_8!G6&ULC59I;^,V$/TKA+,8QH :"=;EK&T@ MQQ9=8()@D[8HBGZ@I;%-+"6J)!4G^^L[I&1%R2IJOHCGO'E#/HYF>1#RF]H# M:')?\DJMG+W6]9GGJ7P/)56GHH8*5[9"EE3C4.X\54N@A34JN1?
Z?N*5E%7. M>FGGKN5Z*1K-6077DJBF+*E\N N#BLG<(X37]ENK]V$MU[6= +KBR7W)H]\:A0_)&:.5%VQLB@9%7;TOON' 8&F?^"0=@9A)9WZ\BR MO**:KI=2'(@TNQ'-
=&RHUAK)L6=^T9J'+Y@OR"=1Z;TB[ZL"BJ?V'E+I^81'/A?A). -U*=D[KLD],-H F_> MQS>W>/.I^*Z8RKE0C03R]_E&:8E:.^&U> CQ) M:
<]T^AFCFEJW.CY*M^M=4K7 ,0"\.C<),W.9;IA&V"9ND":VS?R G)=X!.P[MM?\NO(=B1'-1G) XRA I#D+SC=/NOD;<&7U&MLU"HQ=42V;<9ZC42=4DO6J2 M5ZL&+|%FV0:YV/B_;#C;V6"4S3?
V[Z_&9#3IY-4RZJH,%(CJ5%'6M'KX69D< MU5,3/2NC'A2>YN9LRY)I+#SPA/]76_2EI/I<6M?TH84L&B";!_(74/F8R:(V MA]F<-DALPV3T]DV&@W=/>L?5_GF*P3%C4
.HDV!&YFZP"'MSU,LBZ;Z##-IE MQ..N9\,)3 ' $VH::1EJB#|P-VMC4O,&%4P)MS>UI&?J-PQ),5ABZ;^.8IY2;:U63O0HK;UT$9HK*YL=X_E+$BS =>W L/H M!L9!7R"O_P-02P,$% @ _8!G648Z#'H:!0
R@P !D !X;*)W;W)K MLG5=M:]LV$/XK![?H$H"Q)6XI30PX;;KM0US M"_ML(6<7HM5E4>-"@FJKBLNG*RS%}G+DCG8/:HM-KLV#R>RBX1M+ZX50=C,)6LA+@WDU^SRY%C$L(24VT0
M./T\X#66I0&B-+[VF*-]2.-X.-ZAO[>U4RTKKO!:E%^*3.>7HW@$&:YY6^I; ML?T% ^WI"@Y>*4MEOV':V03B"M%5:5+TS95 5=??+'_M].'"(G1<E-R16T.9:DEK1;DIV=++=+[7)092O43W'QM
M^_ T$)W=)5:(ZO9AH"F%)=/2]>7!>2 _)?!!U#I7<%-GF/W=?T*I[?/S=OE= M>8. 2VS&X#L,/ <+!O#|?;V^Q>-?P.LK_'V^4EH2)?XX5F,'$1R',#(Y5PU/ M|?)&.B MK%M$CO>G^UXOY&\UI
95]]Y(7M"-Q1'Y5S^ST()IC&;)C'1(QD'#KAC MS[#&'4A!87>HE%C,'$-ZW^B(=N66U$.O3!*03]2-6>@G5D".=Z MGX60?%/ M(1X[WR,M\B#NAK$'T[%+R8U=|",6Q]- _]0//9,R2:4(5$6)H$5^*#'[
@2894 M$.U5$/V8"LZN[+9M#+-*28LZ SAY&:Y M6)Q"UDI#4>0D1MH XZ9S23X&Y+O490PM#[=TB/19BY(41E*ES)]9? YW%O:P M!?D&{3<3;6#=1K.1GD?7@LA#>=?
4(DM\P)JT0\P/#44\U]S"@>_0= ^1/82%% MUJ:D8;(K14/=JX: 37T/C"J(6%,VC2)R9F[@PY)3E\6HG9/WJ,T6F3I5VS1* M:G!9$%,&S'%CB5>4%D!L3MR(C93VP<*H+>.I!%[E.V3@_ZR0KFQ7;0BSK2U
M[EK-_=-]HS[O^M-G\|Z[+_\#EABXA*'%-KLYX2I>][#KG;|)%8[O5E=#4^]IA M3G\V4!H#6E\+H7<3$V#_]V7V%U!+ P04 " #]@&=9ACS@B=(# !""0 M&0 'AL+W=O
M_9;9!N(TPP:T@1%GZX=A'VCI;!&A1(VDXO3?[TC)BMVX1@L8\|&\.SX/^9Q. ML[U43[I -/1zBDK/O<*8^CH(=%9@R?25K+&BE:U4)3,T5+M UPI9[H)*$<1A M. I*QBMO,7-S*
[68R<(7N%*@6[*DJFO2Q1R/ %L1/!8E:S':[1 M_%6O%(V"/DO.2ZPTEQ4HW,Z]F^AZ.;3^SN%OCGMJ9(-ELI'RR0[^S.=>: &A MP,S8#(S^GO$6A;")",9_74ZOW]{<MN'[+\
[[L1EPS3>2O&%YZ:8>Q,/&4O96T4K7**,XM[NO=/4FM8H8)UP13"^T>V M$:@'L\#0!M8MR+IDRS99)UD4_@L*U-HN*MRS$_C P+6HXL/Z);QQ81KK*\@
M"7V(PSB]D" IV28N7. *=?'=,5;S:';/]YV:CC2)Q_'N.;YLN/9 .%LRUKEF& MRKY84P'FC4"06[B59=T8YH1,PR73/ -6 MY?"1B\9@#F_O\1R=RQL^%@&A;*:A.Z8S 6!6 1J-I4ID"#"UGIS@V/8Z\PU$1
M#F%QU(1#MWKB%<7*11.?]@%?,JS-T7I.NAU5H-W!/< M2^M6(_:1"%GW!SCOX'WBCT>3@;6F_C09.FOL1]/6BH?^,(T'\,75,>8?V#,J M>BVU(#4TFC8D)NT)V /"@YAZ*OZ9 YF._'0Z@2@,*7|
(4]IF'+EAF(2O^"[F M('CA59@.6B,*.R.<=*$8\&ES0V[#7V_"];,:2!BO#F1!?6XG1JY...VL4-YQ. MX^XE$XV]@JV2I5/&-PK].5U>!': ^S$[%2NU&&SHR:W<71B#](Q;Y@85^9,%' MDA^^H?*-R"]
(>X,9(V&0+FP.5S74-*D1-2*@A1$CYRNDGZ&?^@AX'9+3>FT M,*@"SLCYS532']*FABB8164D'7U%6C7I M=11%(=RM5RN(C%-C^/1\B9^XO23U!^"':3T1Y5P3L#!45\K4>U<]]:$NJE,
MV^+ZV?X#X;:MBZ_N[=?%9Z9VG<@+W%)H>#4FR:FV8[<#(VO7)3?24,]U9D$? M.:BL ZUO)=']!G:#_K-I\3]02P,$% @ _8!G6&UL?57;;MLP#/T5PBNV%3!JQ[>X M61*@Z6Y]:%$TZ?
8P[$&Q&=NH+7F2W#1_/TI.LA1+|V*1(GET*)'T>"WDDRH1 M-;PT-5<3I]2Z'7F>RDILF+H0+7*RK(1LF"95%IY]);+%:W4@@\ED*<2346[RB>,,0EACI@T"H^49 MK[&N#1#1^+/%=/9'FL!#>8?
^U>9.N2R9PFM1_ZQR74Z5BK1-36JN1)OG!VOE6H$FX[5H6L8W'T@3FM7 B8_<\EENH-CQ ML4V2 Q61B<>5,DPC]+KL.)"!6GBJU:8)GI'4BA8(3.[JN+X M:P%2[V?!,#AL/DB)+<1IDG-
"U@#?:E7:*.P9\E%!14SH*W 2'O3^(W3]>(&9EL;_LGV7&P4LVQG250>V M"]BJAVB]_ZGPX L3Q&4#< 6*ONRWD5=YPXFF"_ 095LVM_"M>K05)Y3[4]:$ ME18'*62&\|#&F<=5SA;
<",/TEJT0#"CBWKA7-T!<2/,Z'"*2L, ^]!SRY_C0*NWEQ@>YB_@BX1KJ 1M%5RR.XC$S4-C[01=X1[T- M(\|[.F<#%ER)W[[A*[;4RF@I\K9_Y\PS0ZQ!MT)QE0DNV=IN@E-AV/?YQA#:
M> ;CE%.M@/%I 6[VIJ;F&+9W%@WZ3)FQ,")KV R7*0*@U$MJ(N*A@0\)%X=&E MKP +/]J@97JGJ+W__6[>LS;H?F;WCX]QP+H0R3L+70:/#&UL5VG-N =.U' M:*/)#J1?EO8%!'0)]GRK-
1T"5Z! 4]_ 4$L#!!0 (/V 9UF19D0I[P(M)4) 9 >&PO=V]R:W-H965TL MFEJI"P3RL78)4I.L6J6UJI)U>YCVX,!-L_J8V:;I/WX70-A2459J^4%;'//
MN3[GXH_11LA[%2%]>$SB5(VM2.OLW+95$&'"5$=DF-*7E9)T]25:UME$EE8 M@)+8=AUG8">,IY8_*L9NI3\2N8YYBK<25)XD3/Z:8"PV8ZMK;0?F?!UI,V#[MHXRM<8'Z+KN5U+-KEI
GF"HN4I"X&EL7W?/9P,07 5)Y;M1.&XR2I1#WIG,5 MCBW'3 AC#+1A8/1ZP"G&L2&B:?RL.*TZI0'NMK?LEX5VTKD)"J[<]N>HM,P#G4N>KN$=W# IF2D%',]0,QZK$QIU';<'?R>
[!M4AUI.!C&F+8@)^UX\j:\#8Y M4=OA;NV8N*V$%_FZ \[PM%2<"<6-X"9A[3P+S#K&Q.17/W6(&QTZ>""R/I?[M8O]P[D(O]O6Z*3,U-]QKNLX3XQKG&^S[-_!)62[9V#++$$28'X$"@*1
MI[H\T^K1^LYQ41RU]M_P\L)R3?HY_3LQK@CZ=(94&UE> LJ.%EEQ+"Z%ID.V M:$9T;T)I NC[2@B][9@$]4W,_P-02P,$% @ _8!G6>@)@ZZ;"P)"T M !D
!X;"]W)K&ULM9U=;^/&%8;_"]&+10*D M* %;/18Q[K^CG+OQ4;K4OGC_TN<9AO*0Y;O MD[+Z-'^<%H=<)^MFH_UNZLUFT72?;-
/)\KIY[$N^O,Z.Y6Z;ZB^Y4QSW^R3_M[V>]RYYO)N[D]8&O\I=-63\P75X?DD=]I\O?#E_RZK/IF;+>[G5:;+/4R?7# MS>0G]TK- 7J#YAG_W.KGXN)CI_Y6[K/L6_W)S^N;R:S>([W3J[)&)-5_3_I6
M[W8U]=]WT_0R:EFO>'EQZ]TU7SSU3=SGQ3Z-MOJ:[LN-S>3^<19ZX?DN"N_M9L]_UZ=O**QYJVQ7-/\ZSZ?GSB;.ZEAB4V?ZT<;4'^VWZ|G_RQ^E 7&QO.T-
@CC^IGCR7>Z<,GQ_JZ'@S+^C9H=OAF_M]Q^-CU>7'JBM^9N MW^;D6/KG,]1O>,$;O/J;J${%]?&E%56G6M525KKO-&-!=8^^*@[)2M]JB9< MZ/Q)3Y9__1,;S?[:%Q$2)I
PB80I$(Q$&YRC#1]ZJZCVU W&J3I(W72]0\LZ_ M?ZF>[_QE/|[X46(;MY86$ M"21,(FS*!".IQN=4XS&[:8R,&PD32)A$PA0(1N*>G^.>8[HIB[$-=MYIE'$8 MT#XINL_Q
J_52[O/<4/7;SU+]3PK\A:F'CEPB .!6['KKDRJIYYO'1.2]J T":4I%(WE;M2-ZX _:?*%"!TH34]$ MTA2*1E,W5L=E+8)%\PTZO/R?N:-+CU@ M8 $9(N8M1NS#42D%I DJ34)I"T>B98H1...KT8@@595":@-(DE*90-
)JZ$64A:'HQ[$[_N?ZB MO03GJUGG!E5=4)I"T6AN1G6%H"]O4!"W!^9ZPO;NA]8E":A-(4BD9/DHN _MJ#[J-&0(56E0FH#2))2F4#2:NE%I(6@:DN=8YJN=K?3B17L%#G5AO27C]LV!
M/)HT#N.X0MYQW6;[P[%S8[^_;A]^>7C>EL7KW3K#]\:R!?WO9BAM($E":A-(6BT=/"/6+1HU.'("&K$H#0! MI4DH3:%H-'5CQ"+0<&34'8YLW?YQRY>R#@TJM* TA:+1T(S0BGBA]4X'Q]UH
MPN^`]44-%6=0FH32%(I&SP\CSJ]@U%8.-6%0FH#2))2F4#2:NC%A$6AB,NH. M''9:.51D06D22E,H&@WMXGT(>9'U3BM' ;Z2WPOK2QK[7H;8-S/$OIOA&%XM M,EXM&G6L,H+*-"A-
0&D22E,H&DW=R+0(-%89==!=L*-5 ^%K6J4%E&)2F4#2: MFI%A$2_ #?M%)H9WDOKI L[1IY/6EFNM=4NKU:XJ#?QO)%[. ^=*%N#4J34)I" MT>C[SQJW%H[Z7QE#U1F4]J T":4I%
(VF;M19#)JOY#G6^7:G-=MW T(+RKZ" M_JQ54Z%JTC",T8IYHS6T#W_DKY3PNV"=(]2;06D22E,H&CTUC#>+1YV8C*$V M#$H34)J$TA2*1E,W-BSF;R,;WIVAWNM$8RR+@!:4/04#KWVK-
JHDS<(X]IAW M5$,;\T?&V?E=L(X1:L*@- FE*12-GAK&A,6C3D?&4,,%I0DH34)I"D6CJ1O# M%8.F(WF.=;[=6.3WQ3D!.:" MTB24IE T>HB4S16/.O 80 T6E":@- FE*12-
I#XW7FL.&GCD.;;YSKOCA^TV M#2TH>PJZLZ#];KFHFC0.HYOFO&X;V]8!0S\GEC'";VK"TJ34)I"T>@98AS8 M?-0YQSE4;T%I DJ34)I"T6CJ1F -07../,5P?
V5N]VA;/*CFE97X<7CU:=^*%^Q^NKG[S)M//X9_?J MUNUY7+A7LGE\:O#+ZT/RJ'^M>,!)T *FV$QV_GUM("00 MX@2->Y/P]3['G-<@Z#78X0?2>9#CE9S8D
M3Q#CN_E6IUF.45B*DE@W#>H^V.B0/Z8I-A+5YC]CU[ROF>WE#",$1C4@*.$)17 M_!GA/3W9!N)67@CY(79^#^>:(5]$8QPP@4#\[Q6OGV M@>Z7-\]OY@51O"+Q7U'(=G-MHH$0;U
1LV>R_X+K&QH)7D!B6OZ"?7VMH8&@ MH(PDM9BW((G2ZA_]K!-Q(N"A9:Y;SLQ'7L<4SIBPO M_E;D4;H%=V#-NVY8Q!B0#>#G:%!EC@*TG9C@(O#7'8HW?E^NDUO2_7
M0U,"T'DVFY2:AY0N32EQC;-[8!F?@6F8=D^#5K?+K;Y\O"^Z]![HOESNXH#+ M89^\E4NKZ9Y6R;,O\,1-|'X8%E4=XEV-UY,_]W4S*4&4Z >;H0#/-5Z!RWZM M+7[!3K&;WT6J82Y*F&>2IBO"
:RUFZLM4NZ=5/E.=2:OY))' N3]R@/_^GS MV5;ILTJ8]Q+FJ83YBF MGT>-SR/I([S$VRA-4<%,=-?3YU2&<'W5CN4;W'OJ]\Y2]I(AN-V_E;21@VUJX*-!$]E1%]1;"68^/&L;'4L16B M.Y"A-
S[49[T&2.5#GRN5,'=\9M2=;1O3CE,J0_]*8*VG)HU3$ZE3WTAZ%PBW M4);%4>] =2DE##5+)>NUD@J-XX>F<6TH;X'6^Z3W8U$*&?H0**6Y2FF> M4IJOBM8VJV06 ?XO@_D:J\INE317*[S?
>/Z>6,P=ZJ!+DU M[:2BFM!R.B6UODHR^<[0)ELOTUK#-5:W!%?+0U^Y>^$**4@QAL>RK@? M]VZ05ZMMU0XC6;DZ$(8(TFYN<,HQ+FX@) ?$,(..R) L^:Y^)02P,$% M @ _8!G69$$R30(@
+00 !D !X;"]W;W)K&ULA53?,],P$/Y7+",AD*8F3=8-E232V@K! UK5"7A /+CI);'F'|%VFHV_MGK.31D7JQDM|=[[O\W?G<[)>FT?; #CR)(6R.6V<:Y=19,L&)+,SW8+"G4H; MR1RZIHYL.X = DB**
(GCFT@RKFB1A=C6%)GNG. *MH;83DIFGE<@=) 3.3T% M=KQNG]$1=:R&A[?6NW!KUH8CEP"R MU_K1.U\..8V](!!0.L _<#G"&H3P1 "CC]A)IR,]\-P^L7|*M6,M>V9AK<4/ M?
G!-3CJ06&.59D1O?$^&QD\T8H-:!1'%?^4AZ*ATZ]VX!C7-CW6>3P")8E2/=:]!+ 7]#;0#DCZ?R*)'&2DE8P==]Z MSG^9(A0Y*4TFI4F@3O^CM#):DK56SN"-8K=<0]:A3V#(S[N]#%?%EZ0/ ->7
M^?WT+VW+2L@<%*XG.;M_I* ,U%Q9(J!"3#R[1; 9AG-P MG&[#0.RUP[8%L'W#,8GX'ZEM3LY?L:F/T3Q%U!+ P04 " #]@&=9E6'W M8J " "4"0 &0 'AL+W=O2[U M@!U"%9[#%.1==
<-5SVY9,E) *0@K$8?9V/HTO$A"'6\"?A)8B8TVTDKN&7O0 MG>ML;#DZ(:"02LV U6L)$Z!4$ZDT'AM.JUU2 S?;_ 8KHUUIN<<")HS^(IG, MQ]:9A3*8X065MVSU!1H]@>9+&17FB59-
K&.A=*$D*QJPRJ @9?W&3XT/&X"A M_PK ;0#NH0"O 7B' OP&X!MG:BG&AP1+'$>'K_X";BM/6V/=UEC7\'E[C#4V[GC['ZL*1=<2"O&G MRZ6:U^_FU=O A:AP"F+U;D O@0K?O]N&#H?
NSSKDRSIB6S+3Z_UT]O' NQG MJAOP[&>7A355:*CTQK>, \\Y#T:1O=PT9S?,/SM7&^9V6-+!%HY"/VS*M@3Y MK2! OR"U2TO&S?_1I6$O^JV_09]D24]D6ZX%K6O!?RJKH$\ ^R1+>B+;\C-L
M_0S[*ZMPIQ |=Q2^K)?);I@;=)35WL3>*MO>. +U?>4;YG-2"D1AINB=P4B9 MS.L[0-V1K#*GXCV3ZHPUS5Q=FX#K #4_8TRN._J@;2]B\3]02P,$% @ M_8!G65FZPYK, @ =PD !D !X;"]W;W)K&UL
MK59=3]LP%/TK5H8FD!A)\]7"VDC0=-H>)B$*V\.T!S>Y;2R<-.ANR_[;">$ ME(90(5X2?YQS74=ATGM'-, "BL:F[%K'HW96E)2P#5'8IWGF/^ LJV$VM@ M/0W=' .K$<'1!02*16P.JU@2E0JH54&
^UIM5\4A/;[2?U;R9WE:)MC74LE*R%9'E-5A'DI*C> M^+'VH448^*|0W)K@'DKP:H)W*,&O"ZAA* FF-3M*G=C7(PECL:<;1'7:*6F M&\9]PU9^D4*OD[GD:I8HGHRF6&2G2# _1[&%--IA"
(07"18IN0$A.$@EI-?\% MS=4J3=<4$%NJV805":$$FX*K$0/2Q(/4CF.0F%!QHG3OYC$Z/CI!1X@4Z#9C M:Z$88FQ+E: .TT[J9*ZJ9-O2BHT4GK7WT2!YYP'P[&]:3N]# -'Y^JTV(7%'6KA,/3#7=BL-
_YWNN,W[OB] M[K1V"NU/ER>50-#*XD6>TS<1\3YB=#[U%EOH. ^T(6AL"!MN&4Z4^/ Z=XZ M,8N'O^U3<-C:V8=UKIT.M7 4 ^-X+TSI@OC,8^@VLLL-N'5KZ2O(3\Q4!'**P
M5$3G;*AT>'7,5QW)2G..+9A4IZ)I9NIF!%P#U/R2,?G4T4=C<]>* @-02P,$ M% @ _8!G66P?"+]A @ Y@4 !D !X;"]W;W)K&ULK53!;MLP#/T5P1N&%F@KQTZRK7,,M$F+]="A:-#M,.R@V$PLU))<
MB4[:OY\D.YXW)#[M8HD2WR,?93+9*?UL"@ DKZ*49A84B-4E128K0#!SH2J0 M!PI:MM&!H3;VAIM+ <@\2)8W"<$H%XS)($W VH--$U5AR"0^:F%H(IM^NH52[M63 *]@>/?%.@.Z!I4K$-+ &?
J@=M+=JQY%R -%Q)HF$]"ZY&E_.Q\ <.WSGL M3&]/G)*54L .n,MG0>@2@A(R= S,+EN80UDZ(IO&2\L9="$=L+ ?L]JZ[5;+ MBAF8J ('S[&8!9]"DL.:U24 ^JMU?:/5,'%^F2N._9-?
X3B8!R6J#2K1@FX'@ MLEG9:UN"'F!T#!"U@.A?P/0((&X!L1?:9.9E+1BR--%J1[3SMFQNXVOCT58- ME^X5EZCM+;%TGB.H 6YDULP:%\(#3DGWYC6S)68G"P &2 -J3U]6B[(MR?O3A**-
[1AHUL:Y;N)$1 ^)\)O=*8F'(C^74T MR+B$ZH+$X1F)PFA|*"%A^ (R"QY>#R03MP]1.SYXB-\O>J?D06LD#"9DYN7 MFN,;64)6:XX<#/EYM3*H[=__ZJ C-#'&AV.XB7!I*!;!++ M;T!O(4@_ O!M-
MPR^'"O"?R/XJQ[@KQWB(O?]?\]XRA(N*<>VVA\0WC%//Z*;7-@T3NNTK&O)H MTJ2]5A*@-W[*&)*I6F+35=UI-\2N?._2/^[-!+QG>L.E(26L+32|^&A'@&ZF M2F.@JGQCKA3:-O?;P@YBT,
[!WJ^5PKWA G2C/?T-4$L#!!0 (/V 9UE> M5/;@? 0 $H6 9 >&PO=V]R:W-H965T<97D.@O MV6"KS0W<|7-$%3$'=K6Z%?NL644(60R(93Y" ^48FE7O.OYF7ZW#DN 811#!3)@35_J8P@2@RD32.
[WE0IQC3.%:? M'Z-?9-(&;)|C_]D1>BXH"|/OXD=R#/=>CE#KTLT2VR++*U+]NAX*/@&"6.M MHYF'K#:9M]Z&)68:ITKHKTS[]?%TR87]*! QND[6(>(B51!TUUPX1I!(C/
MT83'*YH|_"+1%4MH,F,TTM92B71K?0-4I@)"1!6ZHDR@KS1*M:>>)?0'3SH" M9JD0+%F@#U0RB=Y>@[(LDN_T.'232_3VS3OT!K$$?5GR5-(DE,.NTLD9B-U9
MGLB';2)D7R*P.D_]]U=$7.%AB^ L[ID5!>K;HX >Q;C3VCVZ2&9>]+=6M?Y#Y M&_99C[&+<4 /QKJ:1-.,N#ZIF-7@>04|SPKOH^!2HC31K!F9_8NF=)V5,X05ETRU%M0:]-!U>:)@M?P'1?
Z#5R&JP2D+_99)6'>6KV6\QLTU_NHMB^C;,0U=T4?1&9 GM LEBPK=BM ML0]=I*>*5J]$N6%C[U6("UN%P<%%.5&T>E%*<8#MZN!/I\L+-C=X[#YK]:QWG MV#Q*Y8#MTN$HEFO1$;MZS#
[LL6F56@/;Q<:1C-A_FA%?0D+@4D-@ZX[\?/(< MM#6?%^QF\Q+[/RX% +8K@J9F%7.Q 9EC15"O&"8/=8TV*&_5Z_LBCJ""LW$'9%04M<0NZXYCAGSH#9F,#'9>[EI?@@]NN"YQ)>'B:HJT"_T0--
M,],#/M[!V:U<]}E;UALJ%GHF401S[>B>]76:8GMQN7U1?)7=_=USI7B/P?4$L#!!0 (/V 9UD4KG!UZ0(%\) 9 M >&PO=V]R:W-H965TNWM\[GFX
M$?)>I0":./.095R,GU;HX=5T5IY!3=2(*X/AE(61.-2[ETE6%!)I84)ZYON?U MW)PR[D1#NWL>HQ72HN\ N,Z9[P9H!?@7PGP/" M5P!!!0ALHF5D-JTIU30:2K$ATE@CFYE8;2P:LV'C\Q5/%+F! M&-
B:SC,@AU/0E&7JB'P@=[,I.3PX(@>$<7*;BI6B:#UT-3HV<#>NG(Q+)_XK M3CZ2*!%UJLAGGD"RBW,?$]/VR(9](.GT*,\(Z% M!RWA!+6(@>4+7N$[BV.QXEH=DZ]"
PZ7@G)%4"ORSCCE,>/+;8U_7"(!N="0 MJY]-I:>PF9OYEZ?H+&,'+PXB]0:W"B]^\Z/>]3DQ1[(ML1)R%"=O8]^]2 M=>;'!#= 9H]&$,WB>]!V(E)%RW[O KORRUA#ZJHR9AVKUU+;!)@U;
<7VK0K37H MODF#IKQ*AIYE,/^[ZRCP.A^]H;O>SN*E53CH]X/::B>\7AU>KS6\6WL*BLQ$ MEA#4?PPIS19$+,@$NX(6LO&^MW*^M4+W1+:3?K].0]2KVY_G\+LB6Q'F$#M$."?RW;PHB#]?
M=[7K8OK<+0W|([JPW.W>E@.&ULK55=3]LP%/TK5H8FD(D3EH8:R-!JVE[V(3H MV!ZF/;C);6/AV)GMMNS?[]H)(92 -FDOC3_N.3[G7OMVLE/ZSI0 EMQ70III M4%!; 7X2AR4NHF#E5-
4C<62E=,8M3O0Y-K8$5'E2)D$;1.*P8ET$V\6O7.INH MC15D _;'#^P?O'?TLF0&9DI\YX4MI\%Y0 I8L8VP-VKW$5H_7F"NA/&_ M9-?$?J. Y!MC5=6"44'%9?-EJVT>>H X?0% 6P#]6T#2
A)OM%'F;NB@NK<9:XVTAIR SGP+5L*.'9?\/8GCR%AVB[\TX[[]3S)2_P/5HVY,?ETEB-F^KGD*V&)QWF M<0_MPM0LAVF +|F WD*0O7T3CZ/W0R;_&]D3RTEG.7F-_;'T6A/Yt#061P-GQCD?
_GE()=DCDZ'F>*-U/YO,@>A[O)S/L M/7G7;C\SO>;2$ KA6G9\BBFQ;63*RJ?1=8*HO%]L,2NSYH%X#[*Z7LP\0U MENY)/L#4$L#!!0 (/V 9UDJ0.1]$@(%H$ 9 >&PO=V]R:W-H
M965TU(]%,S8$*M MPBL\"#1!%$8W@6"<4FSQ. ^M,4O4WC112,J7'C0VO:N,V@BQI605;_-_;-=HH&%D*+D!JKB1!*%-Z/UTL M8Y?O$WYPZ/3)FKA.=DJ]N.!;D=+0"8(&R8AI5]?
O+"U"GJ3$D!)=LW9J.ZKS#T,W=|N6]T_R5=GSN/* Z>P"(!H D=?=%_{J'YAA68*]([^BR+9M;^%8]VHKC MTEW*UJ Y19GLI6]2:.0;'DEN;S((X"^)<]V&CZ29X;(G&GDY@$,XXW^D 3&
M%G70(!*+/L"T84"6V@G) YO211&L__A@=4Z"HY&P9'GBR_P;> <@^D1"7(M2DF#]F*M::8F*V\7(/EUO]-^__P0+W;(<4F]G7 ,>@&;OWTWO MPB]7U,>C^O@:^VBW'NPNO=U,*#3\+_-
SV@)R59 ;+LD;,#SO^?4JLQYY3F]P M,BKNU3TQK+C4I('24H633W<4\E/) D/C"]]=.S4\::Zy>U??R +L&>ETJ98^ & M&PO=V]R:W-H M965T "M*! / MWF32&!
([UW:WP*_'3K*A3;RE@GUI8^?,F3DSXWCF>\:_B0) HN]52<7"%2L M9[8MT@(J+*Y8#52]R1FOL%1+OK5%S0%GC5%5VI[C3.P*$VK%]V;OEL=SMI,E MH7##+D=A5%>8_EE"R_<)RK8>-

MY1;Q@*^S$L&*/T]\Q8.@)!7;\7L#'1UREH''KU_H5K7SQ'-#NDE;QT':?4_>6[6549DG:=9'#;!Q1:$?E3_95^; MAC@**#CB -H$T+X!6A.@O0Z8G F8- &3O@%Z$Z#W#9@V =-7 50[$S!K F9]
M,\R;@'G?@$43L.@;H"HO1TZI%%0?\DHO!LO8\CJ)GTE2KE_PRA>5Z*KX0B9^ M5-;'?984G_I%7+:\S^+UEUT<;'B2_HN8O^=^]HV\(S^Q)&&EB9+"KY&$?9+B5FM.$;0?Q*'J]=BK?E
M\0M)_+AHL4.ST9=F^T"EP-M\^YYHZEM"%74NVA]Y^#W?%^%*&4XG@G!#'N[E MD33I7NVYC>CHJ], M>?+$1\L?_J%.E7^+)(J$&4B8B8192)B-A#E(F(N$>2!8IR0FAY*8R.AUCU0, MO?
9YLMX5(Q^R3^)MPL*WA.79+D[\/_B&L##.HTQ4(E+XT!)!P@PDS$3"+"3, M1L(<),RM8=,*5LX;GI:JTOR['C\=ZQ^4MJ-__:!_7:K_3ZWRBWYA'8=A,8U(
MJZ)XXQ>O=JS(*1R#2;E#I8^$&4B8B8192)A=P_0C@2A#\YB"SNDB8!X)U!#@["'!V08#E!24_VAZ/-(X&(N<''5+N4#'.
M3H[B5)D*CJ*!S&HB81829O=M#P>9U47"/!"LH^KY0=5SJ:I_WI<7(HM)9IZE M&8LVI;XO#"2DP*%RGI]TBJI*J3[5)Z_DC,QJ(F6F;W;0\'F=5%PCS!+E!- MG6N:?
MB%CE07!ZDNI%*U$Q9EQ3GW@CRED*'R1,(,),Q$PBPDS%Z<'/_7IV)D M.A<)\T"PCKY5I;W:KD@5OF)[/V-!-;*HAK;O2G-G4XYV]SQ*6>49\:_E:RZ\ MS"[%#]5^0SON6G710 .:U832K)[[8 O64X6C"-
&*JF!%%[H?'HK6%>:1#:3V MN.K6C!6$RI/&#U8>DF9 :2:49D%I-I3F0&DNE.:A:-UZH&T]4*0QT]!0U8&D M&5":":594)H-I3E0F@NE>2A:MSI:UU*5.D#+7WF:E?/(/4_\N!ZO?^,L$0_7
MY:S!M0&U+:TTJSH#3[PA&=U =06 =0GQ)*\U"T;AVT5J4J]RK-KWL_J0?M M_4H!ZDY":0:49D)I%I1F7SBHJB*I!:@A":5Y*%JW%EK;4I7[EBO!%)9$<58T
M9D82OHZW43GM%98%U+E43VTX7>3R&M"T)I1F06EV0SN=))],?J'6))3FH6A= M?;?NI"JW)W^KOFK+-^_8$T_8EK]H^OCL_Q@G)(]:L9^_QG.AGX"ZFU": :69
M4)H%I=D7!*%6!Y#,2%A_MW1*-NR;N-> ^JU0FH>B=:NJM5S5"Y[K_>?T+?ET M?YL2%FW(7?%66!!0AQ5*,Z T$TJSH#0;2G.@-!=*\U"T;E6TEJTZAUY]@AJV M4)H!I9E0F@6EV5":
Z6Y4)J'HG6KHW6)5;E-_'|=B4'-9BC-@-),*,V"TNP+ M@A@P$H,:TU":AZ)U;VAJK6DJMZ9_B3,6]*L94:'(Z4,+A0I*A>4TH MS8+2[-YMXD#SNE":AZ)U5=[ZW%3NBM8MD];^IE#[FT+M;RC-@-
),*,V"TFPHS8'2 M7"C-0]&ZU=':WU1NEMY&45Z,E=9YF ?U7?)^M$YX>8] ,9G(=IQ$>?C D[* MZN^QDF8S-E5WPYZ8'["'@%?3%#]-5FYQ]YLOD3U+/%V[) MJKYK]_[<7;OR;(,U#S6VH3032K.@-
!M*5WYF\.GZVR6&"7$Z)'_,L3_C1S/C" M2 KJ?]/3VUMGLYDR4?77(RFHM0VE65":W;=)'&A:%TKS4+2NVEO7FLI-RF(D MI71'4F>]!JCG#*494)H)I5E0F@VE.5":"Z5Y*%KW"8BM\:PIR$&2!C6:H30#
M2C.A- M*LZ$T!TISH30/1>M61VM8:W+#>MBU4CEL<'&HIQ=0Z$RAZO352 B: MUH32+"C-[MLD#C2M"Z5Y*%I7TJVYK$GMN>^Y5BHG#M8U[:MKJ'<,I5E0FMVW M21QH6A=*\U"T6M?
CHZ>JASS95D_Q3\FZ? A<_83GP]+#+P7<5L_'?[5\I5Y9 MJF"YK5XY]>\ M/CZ9PD^LF3K%Q42\,5,F./S>PO(O4$L#!!0 (/V 9UG9X]I?A 0 M , 5 9 >&PO=V]R:W-H965TWS/ MO?;-
L8^7C("IG$&3QR)(HTI?SU%A*V&CG867?\B.<+J3O< M\3"GHYM>'F\QK]JR&OR$RI@#N6_(HC MN1@Y?0=%,*-%(G^PU3]0$0HT7L@287[1JAKK.2@LA&1I9:P\2..L_*VPTK M#V]+#\D>#P?
H&\OD0J"'+(*HQ?[.;H^)!1[GQ'Q M2+?-(;OY/83*'!MSW^*.7Z?0-WC^'KSOA112Q3;.YHB9++5&N03IMH/H:G$M M.^[P=#=[G)RCKOD:R"FE5@976GF200O4$/F M"_8&I-
?'.V2LTQU)IE>3Z5G)/)2K\<#\]-[F!Q,2](+N#J66@;N)W'+WJG;W MRNKN3Q!215[M(00OP,-8T&GRKMM7;[WQ_&#@#W;=MDY^9";Z-;7^X=1R]>U4 M#',EO4/,;6(O?+_.=U@R7P)7N6"<04,[C$-
IX M#4Y9"$\$ML4=>\W'VSNB%$8L22@7* =>YK3G+M'AS+<$.> MX,/+XH'$*L5#MG9F)]BM]O:9CV5&&F;DHS7R0'ZDA1_ID-UM68W;G^!MQQNY M@:U?=UNU/)"
WTY@MV[:_3@V08W,P':=\5[I/)!LMRT+A.QR/8?VP(WXP,'' MRB@'?0;4"S14XIFKTU9!$R2!I^CB%13M=K(G$AU53,XA87"C8;!=Q&SHZE:N M=NLN,F%"/92:TT2-
N91SF^'EW>8WRI7L%BB!F3+U.E5P C8#K >K]C#&Y;N@)ZDO;\?]02P,$% @_8!G6<"VFP7)! TA4 M !D !X;"]W;W)K&ULM9AM;^(X$,>_BL55=ZVT M);%#(/0 B3Z<[EZLKBBK7W=9D9)
M[##7[3H)C]+6:)]>Y2C@5CI.$KA41*U2A(NWVXA%IMAB[:V#YZB^4*;!\YH ML.1SF(!^7CY*O'-*+V&40*HBD1()LV%K3&_N&#,&68MO$6S4SC4Q*"]"_# W
M_X3#EFLB@ABFVKC@^+6&.XACXPGC^%DX;95]&L/=ZZWWOS)XA'GA"NY$_#T* M]6+8"EHDA!E?Q?I);/Z& L@W_J8B5MDGV11MW1:9KI0626&,$211FG_SUR(1 M.P8(VFS "@-6-^B\8^
5!EX&FD>68=USS4<#*39$FM;HS5QDN-GLG[#[Y*E*]4.0A#2%LL+^SVU-F<>!@ M#LM$LFTB;YG5XP26;>*Y7PAS6:/OWY56 M&G,;I?.F\6G*>.ZPT^S0E),;M>13&+:P7BB0:VB-?O^-
=MT_FVC/Y&R/O5.R M=VS>1[-5$GKOS,W>F[JUQ?G1Z0:\?#)SU+I6U MWQ.I_)+*MU)E+R"$'['X!RR!R_RNUZVA6#L[$:5;HG2M*$]8Q;'T?LC2/6"Y M]KQ^X'O]&HRUNQ-
A>B5,SPIS9V98_#%,KP'&[W<\ZM5@K-V="!.4,($5YB&O M&$>^-\'A>^/YE/H!JR$U-*R_8'OA]LMP^]9POX'2F'E3U #+<@: M?_HH_GY#6/BF]'OU^66-XL0AH6ZU1+O66OX]TR(07O,U2-
169"YYJDG(-9 9 MCR19\W@%9 DRAVU<3MUS5O=S>=M/R(YFH2<4^%#$,9>JRD/CF!>N@YU![[<[MM?&V]W\J'ZOXV-&E_DBJW"%E.UA^FQUP6?L]E:O2)-2Z[._7_2/!O$,PZK;=
M>H6Q]WPJ6:4XJ%UR["T"1Y)U#LF"MNN[.W^T3OD9 H16"H3:)4C#ZG DJW_(MVFL?K'Q%L_?>S?VH*[%![6IC9Y%H7"".1.@>Q(8$?IW@,Y0(K:0([1VU4I#M M2B'!;.7-H$UQNR-
QT[SB,=$@$W+Y!DC=S'HF"5+DY#,$#:T4#;5+FMM\MC9R MVBTI,2DBE"1FJTBZN.*^->V<[H[SPW(_BN#F\]#3/ETE@.C1"J@^N1N)[=Z. M)_X,1<0J1<3LBF@\GTN8&_T3X:R.4A5-
"Q%TJ;>'"HTSFYU5!IW+VWX6*AG$ M/I!![_LPK*[4ZV\;A#T:N6JH1EU<4OB-]=<5BD89E6X^R8SJF:YZ>=7[E$1:I(##,T M==L]7,AD?H"8WVBQS,[@7H36(LDN%\!#D*8!_CX30F]O3 ?E,>[H?U!+
P04 M " #]@&=94NVSL'$$ ""&0 &0 'AL+W=OZ6V8)Z2=$FD-K#M2KM2=+.[O9CVP@U.@@J8 M:YNDW:>?;2@)Q$5M9ZEO$B#G_.SC_^&$8Z8'0N_9#F,.'O*L8#-KQWEY;=ML
MO<,Y8E>DQ(7X94-HCK@XI5N;E12C1#GEF>TZ3FCG*"VL^51=6]+YE%0\2PN\ MI(!5>8[HXRW.R&%F0>OIPM=TN^/R@CV?EFB+5YA_*Y=4G-DM)4ES7+"4%(#B MS$W,N3S\G,:\-
W,&EL@P1M49?PK.?R&FX "R5N3 MC*E/<&AL'0NL*\9)WCB+&>1I47^CAV8A3AP$1^_@-@YNW\%_QL%K'+R7CN W M#OY+1P@:!Q6Z7<>N%BY"',VGE!P E=:")@_4ZBMOL5YI(1-EQ:GX-
15^?+[B M9'V_(UF"*?L)Q-^KE#^"2[2"9E4&09D Y3)Y:U0(P$+DHL494B)'#_(8PP^ M1IBC-&.?A..W500^?O@$/H"T '_L2,50D;"IS<5> + M*?B.@;A(<*+QCX;])P/^MEBC=J'!*UQ> <^Y *
[C^IKY+%[N[NG" M^7^CQV\>O;,87ILUGN)YS_%VB.++.Y422_0H"@<'-Y2B8HOE\<53:B1 J \6 MJ$PYRM)_<7(!;G)2">N_?Q=(\)GCG/VCRXYZ?%_OJR>UZQ$:SRS1'EDF.ZQ M-?
Q!Q@Z/^ND,0F+3,)B0[".B'XKHC]$KV]1L3UZ7V-:_%TLM3$4!'E?]!^ M#D5"AE-[?[K>&BO?#\==J^C#H2\(X[*T M%>*?F.(]+BIMM(.0UR:A25AD$A8;@G64"%LEPG>N)*%)$4W"(I.PV!"L(^*H
M%7%DO)+4Q."T1@2P5T?.;5SH]:K(N8WO.;T:B-]!1FW(8\'0UY2DE1K M+IY)]^)ANY2YJHMR$/+:Y#,)BTS"8D.PCA*35HG).U>0B4D13<(BD[#8$*PC M(G2.?8ACO(8TR,[-/_+<7A716
6A%_3JB,8*CD9A[]$FUID%T/?TU02>M&%P M.'R4878A.CMZCWE:;%6RLJHL"=46EF'<:Y/2*"TR2HM-T;K"N$=AW'X H_-'ASN]G[%!:8H4UF*DCPM4L8IDKMTVK '8:_.29.TR"@M-D7KRG)L
M1&'PWN7%:!=KE!89I<6F:%TICYTL'.RQWE9>PO--D/%HTB\OYU9AZ+C]\G)N M!8/ [3=#.K.QY_N] F.?["GGF&[59CX3@8FNWX+KQ=0 M&ULM5A;CZ,V&/TK%AVM9J29X4X@
MFT2:3"ZDZE:C3:?[L.J#)S@)6L#4-LGVW]<80@GC4-*R+PDVWSG?Q<<7/#IB M\HWN$6+@>QPE=*SL&4N'JDHW>Q1#^HA3E/ W6TQBR'B3[%2:$@0# 8HCU= T
M1XUAF"B3D>A[(9,1SE@4)NB%)K%,21_35&$CV-%5TX=G\/=GN4=ZF24PAU: M(_.::OA#>4BN6((Q10D.< (*V8^5)'Z[YO$&*GG'T)0S8?JRX M"@C0%F81^XR//BKSL7.^#8ZH^
7'TE93P":C#,K!Z\$>$(. MQ?B)P9]!!B7,*:;@!, G +(PRA@(@8;B=(0;#B-YQ MKM?U#-S>W($;H *:OZ4@3,!K$C)Z7^OX;8\SRFEYY\U9>Z0RGF8>K+HI4YH6
M*1D74C+!)YRP/07S)$"!!.^WX[T6O,K+6]78.-5X:K02KE'Z"$SM'AB:84GB M>6Z'_YPEK?!9._P3)!RN7X3/NP=O2N"+[L'+X,ONP\C7I0!'$22UEU(!%1[<^MJJ/6I60T"M<5PKH#
[]YM+X&^5?].EQV2>9+R]_ M8_ZNI%:&(U>/6ZG'O5H]]56GFW[<3OIIC>1:_?1)-I?&W]1/GQZ7?9+Y\O(W M]2.U>JQ)W4HW^J3Y8EUF#N><.5)&G.VY>)) M@"*/69K+N94H55S:MHP2R*B\X
7D>&?#1485GHJM+0L!-#9)66I[CA/:&66Y MM9B9:RNQF/%2I2R'E2"RS#(J?EY#RO=SR[4.%^[8-E'Z@KV8%70+:U!?BY7 M,[M!B5D&N60\)P(V<^O*O5RZH4XP$=\8[.7),=%4[CE_T" M2?#K!-
\0K2HSM&ZHHHN9X'LB=#2BZ0.CCW*W\(.Q@YW=G1)^&A4$8]]IHEI, M1@V342^3=<5!0$KU0Z4XMCG?@5#L'I_7S\BK\WGI!7UI)P<":_$/&_[AJ[!^ M.*1@ X&U!!LW@HU_I?
7'3TSM.H[KGEF_(VHZ\B?=UI\T3";]UE<\>B"\T%V5 MVOE%*:($_X63B&<9=EKJ@*ZB>W%?VLR!P%H23!L)IJ_"_=,A!1L(K"68ZQSG M&^=7^K]>K65MU_/"LP>@*\P+@K#
["7!/IC6WE\T=2"58I%_]QNVDS)GJGI!Z M@5[:PZ'0VK2](VWO5?B^+F,HT09":XMV'!+=WI%J<.?[3RWM>Y/@W/D=85[H M/C/VN,<)SNT?X6[7JU5G6;UI+V[90&AMDL?
ASAV]#I\/.@\.A=86[3@1NKWS MT^ ^#Y\:>.*=N[PCR#]_N]LGG^49B*W9K9 XK92YJKX]FZO-CLB5V0&8.$Z Q"!V M]S<.9 MC##%D3(02%\.>(TI-4@ZCW]*4*=:TP0V[^_1?
['%ZV)ND<1K3O\DL4J6SLP! M,=ZAG*HO_/@K+@N:&+R(4VE_P;&Z4SYQ*<$&"[!-D,#@)W"#A$"&7O#N U:(4/E>CWX/7"#-#'E_(0S\EO!< M(A;+A:MT.@;4C6GH//G*E$@FL6X[@=
[^HRJEK\^UJN_%[+\ C>)5,D)C2W1&YQE NBB&;M^BZBN:X8 M[1/P9JG6:Z0[6F^]=(,,+VS?WXZY,&!A\53N7?72P768R[LS!_ Q M.EKG$HL#=E8_? =#[^>[H)#DYR' ML\;C:>!5LUI53ZJJ)
[U5ZVZ;@!M=N@3_ZFY@!RP4N:6F91CAHGC5E7,O['/W M?2"P%@-AQ4!X%D()AR1L(+ 68=.*L&EORQ1=8K^DF2!1T=TQIQ2)1L]W-GH! M/&NT,/1'X4F?]Z[^PMIF56VS_Y-#^"(Y],(^=W<'
FLQ,*\8F)^%'.9#$C80 M6(LPZ-4FQGLM093(347XT]%L?B*)_@1>6F##I<'> K>%X1*8(O.!4[PEC4"JW-@5]SX)^%+LHTAB)M(+0V:;4'A;V.[2T]59E9TRY!SX/P5%D= MT^:38-
;MJF!M)F&_FWR"9/07IG9?G27T+O'L5A@(K4U([3/AY#ST,Z@Q'0JM M35IM36&OD7M3_80/A.&//>]4/]]A1&'M1&&_%7VRRL(>E0WD-TM"7L.]PMJ^ MPMEYJ&Q0OSL46INTVO''7G_XIBJ;/U#9-
'RHLD']K=LXKTNQV-MC3*EKRIDJ MCKNJT>JH]-(>$)Z,7YDC5'L.6,,4YZ^?D=@3)@'%.PWIC::Z0%$<:18/BF?V M5/"6*\53>YM@%&-A)NCW.Z[WI'PP"U0'RZO_%!+ P04 " #]@&=9?8^3 M-8H"
"V!P &0 'AL+W=O[+(E3&X M<53B!4Q!/99W0N_<5B4C!3!).$,"YD/GNC>8A 9O =\(K.36&IE(9IP_FBFGTC[1JL:&&IQ64O&B(>L;%(35;[QN\K!%T#K=
M!+\A^"\)X1N$H"$$AWH(&T)XJ(>+AF!#=^O8;>(2K' <";Y"PJ"UFEG8[%NV MSA=AYCN9*J%/B>:I^(:EO #T@-<@T6D""A,JS]!']#A-T.G)&3I!A*&'G%<2 MLTQ&KM).#=5-&P>CVH'_AH,
W7*F2$;3E#ZQ>\-?RHX3(E')9"4 _ MKF=2"?T/_^RJ=ZT8=BN:OC:0)4YAZ.C&)4$LP8G?O^OUO<]=R3ZF6'),LI;\JB=%E@K4>"A*Y"U!I]JV'FP3+VO:O(76[G]S7FLN_O8I+7 MF)[?
[^^")AV@J^!9J0[3W6I$!8B%G0 2I;QBJOXH6VL[9*YM;WUA'_4&XUZ' M/=%#J9XAS_+U1+O%8D&81!3FVI5W?]G[I*BG1+U1O+1M<,:5;JIVF>O!"L(M]/F<<[79& ?MJ([_ %!+ P04 "
#]@&=9]3,]H(# 1$ &0 'AL M+W=OQCVP%C'EEJ)=$G:;O[]2$E6+84QTD5]L4CJ^S[R7'2DX^F!LB\| M!Q#H6U42/C-R(;:7ILE7.5287] M$'EG35F%A9RRCUFLW+)[2G2@+ C<,\5U58?
8PAY(>9H9M'!=NBTTNU((93[=X TL0=]L; M)F=FIY(5%1!>4((8K&?&1_LRM2U%]!%_%7#@)V.D3+FG](N:7&4SPU(G@A)6 M0DE@>=G# LI2*:-R=RGCB1 MBZXI$3E'*UT M]$0#"T(['-2-5 =S?-
<;% 3SI,616;6I>TN.5G1'1//UVJUV_>O'NFL;K,_M MRX6M64]4OUNW5-_EFV;Y&K--03@J82VWLBY"6;U8TW\V$T&W=8-U3X5,^7J8 MRYX=F +(^VM*Q7&B-NC^!8C_ U!+ P04 "
#]@&=9EAY'#3WZA^V/>V_=FF(EV M4FUTAFC@OLB%'GF9,>6Y[^LDPX+IKBQ1T,U*JH(9VJJUKTN%+'6@(O?#(#CS M"\:%%T?
N;*'B2%8FYP(7"G15%$S]'&,N=R.OY^T/EGR=&7O@QU')UGB#YK9< M*-KY+4O*"Q2:2P$*5R/OHG<^'MIX%_"9XTX?K,$ZN9-R8S>S=.0%5A#FF!C+
MP.BSQ0GFN24B&3\:3J]]T@(/UWOVM\X[>;EC&B))4VLFC I*#@HOZR^R8/!P#B.0X(&T#H=-<<":^0KE6K,QX C-1U]@FZP5<,Z68 MS1@\FZ)A/-?/(]_0BQ;G)PW[N&8/'V'OPUP*DVFX%"FF?
^)]4MK*#?=RQ^%) MPALLN] /.A &X> $7[^UWW=\@W_;GTB1H#"J3L"2ZPW\@B5N450(*R4+&T'7 MB:$2F0PFKCBH8(PBR>@?;>-OKV>?+J?P?G9]-?TX/Y:PDWIL"Y[KDB4X\JC' M-*HM>O'3)
[VSX,T)MX/6[<"Q]Q]QV[CIP)Q]E^K!P=&ULW5AM;]HP$/XK4;I.K30U0-:4K("T(56:M$V5V@_[M5AGB!$N.G3FF@_WZ^>P07NI#K!\V6%")[Q[?;OKO[# 91AY2:\/(+WJP(52.QA+D!R68!\
[1GVS36VGGQLB%WB.A?4/4K1' M$$:<>O08^6M)8-C@J*GX:)!+L2Y\'#J'829=%WPU+\4\P=X4K_G6]R+?*-N':B::(=& M4#-T-,X _DTVQ[U)&[^*-ZC8L]2?
YF8YPMK0:/1>T9PMK+W(6P$8>Q=G)U7% MEQ\Y*T1)W>(/3C@:D%5<,).*_3+9H%6FQD%5&#Q3I=ETT_-3D>J1+O2JG18Y MKKEW@IK_[CX75%!%^*9HT_O'O,NO5AS?_"O)]K?
KF"OQN;U>^PBKT]!9'(M(D^B)_NG(#(]?I'Q<6J,FD/&QDEFZQS3>@,X+P[#;W#ZY.NDP63.N&:BL68L MRZAX<9PQ])I,S)\S6_QF?D9S,N?ZL06'X7K\E69L7J;MK'O8B&;6>OP%EM=-
MVL.JR<5$1AF*B9V&)B!R=I<$+"+W-G+CV Q#O,C@&%Y, 58C(O"\OQ/ MZ^FCZW$8IJWO1?IH3!^-<5$^9&P_6!Y_3&HN_TK3-(Z3!-O1\=BK8(SM6Y+ MCY\-TP816![(]&=[C5<;[Y#]?
8#5=%^'8"O%.Q%;*;[7@/CW#2+2U%]M+]$ M8%7 >@?R^_- 3_ECXABJBFG#GF <25,,@5[T]VB2(+N3P,=?'^PIB>,T]2. M^17$,8; TX@CF +0@"%Q;-^#.^^C:/6>BM;_XQO]!E!+ P04 "
#]@&=9 MEXJ[', 3 @ "P %]R96QS+RYR96QSG9*Y;L,P#$!_Q=">, ?0(8@S M9?$6!/D!5J(/V!(%BD6=OZ_:I7&0"QEY/3P2W!YI0.TXI+:+J1C]$%)I6M6X M 4BV)8]ISI%"KM0L'C6'TD!$VV-#L%HL/D
N&6:WO606IW.D5XA-/E_G;@2=&A(E@6FD7) MTZ(=I7\=Q_:0T^FO8R*T>EOH^7%H5 J.W&,EC'%BM/XU@LD/['X 4$L#!!0 M (/V 9UEH*:H;/08 ,LW / >&PO=V]R:V)O;VLN>&ULQ9M;<]HX
M%(#_BH:7[Q!6AB2ZPDDZ:_OI+)10)S9E]. M> GQ!?,A6><[1S)?'J5ZN)?R@?RJ*Z'/>BMCUJ?]OBY6K*;Z'[EFPAY92%53 M8S?5LJ_7BM%2KQ@S==6/3D[2?DVYZ'W]\G*M&]7W-
Z1AA>%2V)UNQQUGC_KM MN-LD&Z[Y/:^X>3KKM?]7K$=J+GC-?[/RK'?2(WHE'_^5BO^6PM!J5BA956>] MP?; '5.&%WN[9PYR3N]UN\?0^UMJ0F.Y88K=Z M.CF?
SLXGQ/XWN[ZZG(SF=N/;Z&HT'9\3#S("(*,C0OZ,/,@A #D\"N1L;E]^ MG$\]R!B C(\(&;1D D FQX0<>I I)GB0E[;<;QQT8Z*DGRCFFLB%^1&,6W? M1XT'F0&0&2[D+=-&-85IE(UW'E(.
(.782!LF&D9N62&7@KOC'MAG .PS\EU' M]>HC<7_)^7\-W]#*GJ_;[G7-Z(?K$RA>G^!BSE92F4]6936Y%!L+YL[7/AUH M$V2=7#2BU*YOF6W]J/?N""!#) -,BH*V;CN?$/[2*8LZ%7('0-L>=@LS$A%
M9MR.";$D%XSI/4#(&P-L<3P#CLH-%44''.2+ ;(P7GOWACYMN_89-Q@7D"P& MR+88KZA:LGM:/+Q$E,7S2-%6(\$P@70Q0/:%3>_7-OE^:AE=%%R[-^SU-:2/ M ;(_KAC5+.A7R!D#9&E\E[)\Y%75-
MBHL"VF6&D#LZ%B:5'\]!F21H0LC0O* M%;FCE?7N#]M^C6+N#3X=)(T(61H3=A^P@)4&=JDAZYIOG=KVZ=@6J#8@,U'P MX*Z+(%M$R+:8&5D\K&15,J7_:L>I>?+9(%%$R**PH8)
<26UCL:US9S;L^<$M M@BP1(5OB4A2R9F1.?X4]"7DA0O;"=R:7BJY7O+!!8WN%,"&.(!U$V#J@3V33 M]F3[=NM],N&ZJ*2+(#XD)(0(60B70G,[$,AU70R9)<:>M>K(6#LA(<'$
MR(+93UT[$2&YQ,ARZ6RBSFSURR;BKDVO0UJF1BR2XQL%Q SB(\Q9)<8?4UD;P%B MV]V\"@<0Y)H8V35PKAL,(,@U\3'73'[&_G(B9)_D*&LFKP/>QX3\DR#[YR#F M=B3YF)"#$F0'[:[Q=(Z>!-
)/K;=H[T\<$5^/?J;;IPK1W MIH\)Z2?!7F(!,,>5+_,$TD^"K)\#E6+7$(($E" +Z/"26LOJ8T("2K %!*VK M!3E'"@DH11805'C;0>1C0@)*D04$8H:M"0DH11;0_Q F&&.9;V68F?2-X4L
ME");Z!5SIZS8&>8II* 464&=3?F#NAS>A M>*:2@%%E!\-1+\$08^$@8]FH. MB.FGPRFDH!1903!FXF-""DJ/.M^6^IB0@E)D!76OK;\.=?]!0$A!&;*"VFG! M<)Q?2;'\-'?EQL2?[\\@!67O\"S
#N9<&EJY?F?!HF,&*2A#5E 'IGM20-'" M-!;6QX04E"$KZ!D3%E &"2C#KH&@YRW(!Q\3$E"&+*#.^>NWAO4Q(0%ER (Z M@/ERF_J8X%/)R (",8,\,X,$E"$+",;TLXX,$E"&+*".90L_,GF8.22@'%E
M(&;0Z3DDH/S]%X'\ .IC0@+*D07D/\S4&=5SR#LYLG<.+%-US&3FD'QR9/D< MQ-R;%\XA^>2M?/KMR?KKEY(MN&#EU'Z$MOL+6A4WBK@7=Z5!%"?ND=5%4U5C
MN^]:7$E:OOP6[>5W=%__ %!+ P04 " #]@&=9(!6^$(0" F,@ &@ M 'AL+U]R96QS+W=O#8\0\/2K'MIQWYV& MW?X\+#Z.A].P:G;C>/X1PK#>U6,
[/'3G>KHPG43'RZ3F\7+VZKI7]YB$^8.$@B2^8,4@G3^H 1!:?X@@R";/\@A MR.1P.N(8$<"L2.2'0G, MCHAV)% [(MN1P.V(<$<"N2/2'0GLCHAW)-!;4&\AT%M0;R'06R8/VP1Z"^HM
M!'H+ZBT$>@OJ+01Z"^HM!'H+ZBT$>@OJ+01Z"^HM!'HKZJT$>BOJK01Z*^JM M!'KKY&4)@=Z*>BN!WHIZ*X'>BGHK@=Z*>BN!WHIZ*X'>BGHK@=X)]4X$>B?4
M.Q'HG5#O1*!W0KT3@=YI\K*;0.^$>B<"O1/JG0CT3JAW(M [H=Z)0.^$>B<" MO0WU-@*]#?4V KT-]38"O0WU-@*]#?4V KUM\K&20&]#O8U ;T.]C4!O0[V- M0&]#O8U ;T>]G4!O1[V=0&]'O9U
;T>]G4!O1[V=0&]'O9U ;Y_\;$*@MZ/> M3J"WH.H+>CWDZ@=T:I]#O8U[TR@=T:],X'>&?7.!'IGU#L3Z)U1[TR@=T:],X'>&?7.!'IG MU#L3Z)TG/PL2ZZ)U1[TR@=T:],X'>!?4N
M!'H7U+M\I][#^'FHPZWG:XW7_TZJQ\NY]7;YZ_)KY^2&NN(<[BN&Y[]02P,$% M @_8!G68ENS'XK @ NS !, !;0V]N=&5N=%]4>7!E&UL MS=M-;MLP$(;;AJQC:!I8L4J4ZF%34-LZ(;LZF[;;-
HA=@)3H6K#^03.K':^_OXX6;\Z]MW@M\D^A.ECEOEZ;WOCTW&R0US9C:XW(7YU M=]EDZH.YLYG8;'16CT.P0UB'N49R<_W9[LQ]%U9?CO%GWX[#-G&V\|GJTVGC MG+5-
S#1U;6U"7,\>AN:/E/530AI/+GO\OIW\5=R09*\FS"M_#W@Z]^W!.MGY$J_T..YV;6V;L;[OXY'43\Z:QN^M#7V7GHI> MG4\.\8;MZ3._'\I/EL>E]_Q[S-^J?_./@2D#PGIHX#TH2!]:$@?):2/ M"M+'!T@?
^8;2"$74G$)J3C$UIZ":4U3-*:SF%%=S"JPY159!D5509!44605% M5D&155!D%119!45609%54&25%%DE159)D5529)44625%5DF155)DE119)476 M@B)K09&UH,A:4&0M*+(6%%D+BJP%1=:"
(FM!D5519%44615%5D6155%D5119 M%45619%54615%%DU159-D5539-44635%5DV155-DU119-45639&UI,A:4F0M M*;*6%%E+BJPE1=:2(FM)D;6DR%I29*$4_4_9?
TQCH=_ M'+\|T]ZTPW-^MOQGX>874$L! A0#% @_8!G60=!36*! L0 ! M (! &1O8U!R;W!S+V%P<"YX;6Q02P$"%@,4 @ _8!G6Q02P$"%@,4 @ _8!G6Q02P$"%@,4 @ _8!G6Q02P$"%@,4
" #]@&=9F5R<(Q & "<)P $P M@ '- 0 >&PO=&AE;64O=&AE;64Q+GAM;%!+ 0(4 Q0 (/V 9UG$X"Z[M6P8)DD 8 " @0X(!X;"]W;W)K&UL4$L! A0#% @_8!G
M680.4>+"N1@2 #OS0 & @('V'P >&PO=V]R:W-H M965T&UL4$L! A0#% @_8!G6;')S-BK"0 9RP !@ ("!1R@ 'AL+W=O&UL4$L! A0#% @_8!G6=P^)IJ*"@ .1T !@
("!LDH M 'AL+W=O&UL4$L! A0#% @_8!G65CZ9(1/! S0H !D M ("!@EH 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0#% @_8!G62>"&I"7"@ 11T !D ("!6AP 'AL+W=O&PO=V]R:W-H965
H965TR6P(&8% 9 " @=AS M !X;"]W;W)K&UL4$L! A0#% @_8!G69*& M)KTP!0 ZPL !D ("!:G8 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @_8!G62'V,[RP! 4@L !D M ("!EH0 'AL+W=O
'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @_8!G6=%9YQ#%" GQ4 !D ("! M\)0 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @_8!G6>H)8#(L P 0< !D ("!XZH 'AL+W=O
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'AL+W=O6QE&PO=V]R:V)O;VLN>&UL4$L! A0#% @_8!G62 5OA"$ @)C(M !H (!H (!6Z0! 'AL+U]R96QS+W=O XML 105 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show={};Show.LastAR=null,Show.showAR=function(a,r,w){if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)?w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}} if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display='none'};Show.toggleNext=function(a) {var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p_;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'} e.style.display=d;if(a.textContent){a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 106 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report table.authRefData a { display: block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; }

.report table.authRefData .hide a:hover { background-color: #2F4497; } .report table.authRefData .body { height: 150px; overflow: auto; width: 400px; } .report table.authRefData table{ font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited { color: black; text-decoration: none; } /* table */ .report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif; margin-bottom: 2em; } .report hr { border: 1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align: center; } .report th.void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td.pl div.a { width: 200px; } .report td.pl a:hover { background-color: #ffc; } /* Header rows... */ .report tr.rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .rc { background-color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report .rou { background-color: white; } .report .rou td { border-bottom: 1px solid black; } .report .rou table td, .report .reu table td { border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn { white-space: nowrap; } /* styles for numeric types */ .report .num, .report .nump { text-align: right; white-space: nowrap; } .report .nump { padding-left: 2em; } .report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text { text-align: left; white-space: normal; } .report .text .big { margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; } .report .text .small { width: 10em; } .report sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 108 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html2153161false480false7 falsefalseR1.htm0000001 - 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Disclosure - Income TaxesSheethttp://www.eventbrite.com/role/IncomeTaxesIncome TaxesNotes26 falsefalseR27.htm9952176 - Disclosure - Geographic InformationSheethttp://www.eventbrite.com/role/GeographicInformationGeographic InformationNotes27 falsefalseR28.htm995410 - Disclosure - Pay vs Performance DisclosureSheethttp://xbrl.sec.gov/ecd/role/PvpDisclosurePay vs Performance DisclosureNotes28 falsefalseR29.htm995445 - Disclosure - Insider Trading ArrangementsSheethttp://xbrl.sec.gov/ecd/role/InsiderTradingArrangementsInsider Trading ArrangementsNotes29 falsefalseR30.htm9954471 - Disclosure - Overview and Basis of Presentation (Policies)Sheethttp://www.eventbrite.com/role/OverviewandBasisofPresentationPoliciesOverview and Basis of Presentation (Policies)Policies30 falsefalseR31.htm9954472 - Disclosure - Restructuring (Tables)Sheethttp://www.eventbrite.com/role/RestructuringTablesRestructuring (Tables)Tableshttp://www.eventbrite.com/role/Restructuring31 falsefalseR32.htm9954473 - Disclosure - 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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r251", "r941"] }, "us-gaap_AccountsNotesLoansAndFinancingReceivableByReceivableTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsNotesLoansAndFinancingReceivableByReceivableTypeAxis", "presentation": ["http://www.eventbrite.com/role/FundsReceivableDetails"], "lang": { "en-us": { "role": { "terseLabel": "Receivable Type [Axis]", "label": "Receivable Type [Axis]", "documentation": "Information by type of receivable." } } }, "auth_ref": ["r60", "r66"] }, "us-gaap_AccountsPayableAndAccruedLiabilitiesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableAndAccruedLiabilitiesDisclosureTextBlock", "presentation": ["http://www.eventbrite.com/role/AccountsPayableCreators"], "lang": { "en-us": { "role": { "terseLabel": "Accounts Payable, Creators", "label": "Accounts Payable and Accrued Liabilities Disclosure [Text Block]", "documentation": "The entire disclosure for accounts payable and accrued liabilities at the end of the reporting period." } } }, "auth_ref": ["r49", "r51", "r55", "r1028"] }, "us-gaap_AccountsPayableTradeCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableTradeCurrent", "crdr": "credit", "calculation": { "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Accounts payable, trade", "label": "Accounts Payable, Trade, Current", "documentation": "Carrying value as of the balance sheet date of obligations incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r10", "r49"] }, "us-gaap_AccountsPayableUnderwritersPromotersAndEmployeesOtherThanSalariesAndWagesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableUnderwritersPromotersAndEmployeesOtherThanSalariesAndWagesCurrent", "crdr": "credit", "calculation": { "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Accounts payable, creators", "label": "Accounts Payable, Underwriters, Promoters, and Employees, Current", "documentation": "Amount of obligation to underwriters, promoters, and employees excluding salaries, wages and amount to related party, classified as current." } } }, "auth_ref": ["r49"] }, "eb_AccountsPayableUnremittedTicketSaleProceedsNetOfFeesAndTaxes": { "xbrltype": "durationItemType", "nsuri": "http://www.eventbrite.com/20240930", "localname": "AccountsPayableUnremittedTicketSaleProceedsNetOfFeesAndTaxes", "presentation": ["http://www.eventbrite.com/role/AccountsPayableCreatorsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accounts payable, unremitted ticket sale proceeds, net of fees and taxes (in days)", "label": "Accounts Payable, Unremitted Ticket Sale Proceeds, Net of Fees and Taxes", "documentation": "Accounts Payable, Unremitted Ticket Sale Proceeds, Net of Fees and Taxes" } } }, "auth_ref": [] }, "us-gaap_AccountsReceivableGrossCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableGrossCurrent", "crdr": "debit", "calculation": { "http://www.eventbrite.com/role/AccountsReceivableNetDetails": { "parentTag": "us-gaap_AccountsReceivableNetCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.eventbrite.com/role/AccountsReceivableNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, customers", "label": "Accounts Receivable, before Allowance for Credit Loss, Current", "documentation": "Amount, before allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current." } } }, "auth_ref": ["r163", "r251", "r740"] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 4.0 }, "http://www.eventbrite.com/role/AccountsReceivableNetDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.eventbrite.com/role/AccountsReceivableNetDetails", "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, net", "totalLabel": "Accounts receivable, net", "label": "Accounts Receivable, after Allowance for Credit Loss, Current", "documentation": "Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current." } } }, "auth_ref": ["r940"] }, "us-gaap_AccretionAmortizationOfDiscountsAndPremiumsInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccretionAmortizationOfDiscountsAndPremiumsInvestments", "crdr": "credit", "calculation": { "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 20.0 } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Accretion on short-term investments", "label": "Accretion (Amortization) of Discounts and Premiums, Investments", "documentation": "The sum of the periodic adjustments of the differences between securities' face values and purchase prices that are charged against earnings. This is called accretion if the security was purchased at a discount and amortization if it was purchased at premium. As a noncash item, this element is an adjustment to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r79"] }, "us-gaap_AccruedIncomeTaxesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedIncomeTaxesCurrent", "crdr": "credit", "calculation": { "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Accrued taxes", "label": "Accrued Income Taxes, Current", "documentation": "Carrying amount as of the balance sheet date of the unpaid sum of the known and estimated amounts payable to satisfy all domestic and foreign income tax obligations due beyond one year or the operating cycle, whichever is longer. Alternate captions include income taxes payable, noncurrent." } } }, "auth_ref": ["r103"] }, "us-gaap_AccruedIncomeTaxesNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedIncomeTaxesNoncurrent", "crdr": "credit", "calculation": { "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Accrued taxes, noncurrent", "label": "Accrued Income Taxes, Noncurrent", "documentation": "Carrying amount as of the balance sheet date of the unpaid sum of the known and estimated amounts payable to satisfy all domestic and foreign income tax obligations due beyond one year or the operating cycle, whichever is longer. 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Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock." } } }, "auth_ref": ["r61", "r791", "r1087"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Additional Paid-In Capital", "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": ["r642", "r927", "r928", "r929", "r930", "r1030", "r1089"] }, "ecd_AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { 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As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r3", "r308", "r314", "r759"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": ["http://www.eventbrite.com/role/NetLossPerShareNarrativeDetails", "http://www.eventbrite.com/role/NetLossPerShareScheduleofPotentiallyDilutiveSecuritiesExcludedfromtheComputationofDilutedNetLossPerShareDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Total shares of potentially dilutive securities (in shares)", "terseLabel": "Potentially dilutive securities excluded from the computation of diluted net loss per share (in shares)", "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount", "documentation": "Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented." } } }, "auth_ref": ["r206"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis", "presentation": ["http://www.eventbrite.com/role/NetLossPerShareNarrativeDetails", "http://www.eventbrite.com/role/NetLossPerShareScheduleofPotentiallyDilutiveSecuritiesExcludedfromtheComputationofDilutedNetLossPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities [Axis]", "label": "Antidilutive Securities [Axis]", "documentation": "Information by type of antidilutive security." } } }, "auth_ref": ["r14"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems", "presentation": ["http://www.eventbrite.com/role/NetLossPerShareNarrativeDetails", "http://www.eventbrite.com/role/NetLossPerShareScheduleofPotentiallyDilutiveSecuritiesExcludedfromtheComputationofDilutedNetLossPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]", "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": ["r122", "r612", "r653", "r674", "r791", "r811", "r911"] }, "us-gaap_CashAndCashEquivalentsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAbstract", "lang": { "en-us": { "role": { "label": "Cash and Cash Equivalents [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CashAndCashEquivalentsAtCarryingValueIncludingDiscontinuedOperationsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAtCarryingValueIncludingDiscontinuedOperationsAbstract", "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Cash, cash equivalents and restricted cash", "label": "Cash and Cash Equivalents, at Carrying Value, Including Discontinued Operations [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CashAndCashEquivalentsAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAxis", "presentation": ["http://www.eventbrite.com/role/CashCashEquivalentsandRestrictedCashNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash and Cash Equivalents [Axis]", "label": "Cash and Cash Equivalents [Axis]", "documentation": "Information by type of cash and cash equivalent balance." } } }, "auth_ref": ["r153"] }, "us-gaap_CashAndCashEquivalentsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsDisclosureTextBlock", "presentation": ["http://www.eventbrite.com/role/CashCashEquivalentsandRestrictedCash"], "lang": { "en-us": { "role": { "terseLabel": "Cash, Cash Equivalents and Restricted Cash", "label": "Cash and Cash Equivalents Disclosure [Text Block]", "documentation": "The entire disclosure for cash and cash equivalent footnotes, which may include the types of deposits and money market instruments, applicable carrying amounts, restricted amounts and compensating balance arrangements. Cash and equivalents include: (1) currency on hand (2) demand deposits with banks or financial institutions (3) other kinds of accounts that have the general characteristics of demand deposits (4) short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Generally, only investments maturing within three months from the date of acquisition qualify." } } }, "auth_ref": ["r153", "r612"] }, "us-gaap_CashAndCashEquivalentsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsLineItems", "presentation": ["http://www.eventbrite.com/role/CashCashEquivalentsandRestrictedCashNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash and Cash Equivalents [Line Items]", "label": "Cash and Cash Equivalents [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "calculation": { "http://www.eventbrite.com/role/CashCashEquivalentsandRestrictedCashScheduleofReconciliationofCashandCashEquivalentsandRestrictedCashDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS", "http://www.eventbrite.com/role/CashCashEquivalentsandRestrictedCashScheduleofReconciliationofCashandCashEquivalentsandRestrictedCashDetails"], "lang": { "en-us": { "role": { "periodStartLabel": "Beginning of period", "periodEndLabel": "End of period", "totalLabel": "Total cash, cash equivalents and restricted cash", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r12", "r77", "r178"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "totalLabel": "Net increase in cash, cash equivalents and restricted cash", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect", "documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r0", "r77"] }, "us-gaap_CashEquivalentsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashEquivalentsMember", "presentation": ["http://www.eventbrite.com/role/ShorttermInvestmentsScheduleofCompanysFinancialInstrumentsMeasuredatFairValueonaNonrecurringBasisDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash equivalents", "label": "Cash Equivalents [Member]", "documentation": "Short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r153"] }, "us-gaap_CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract", "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Non-cash investing and financing activities", "label": "Cash Flow, Noncash Investing and Financing Activities Disclosure [Abstract]" } } }, "auth_ref": [] }, "ecd_ChangedPeerGroupFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChangedPeerGroupFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Changed Peer Group, Footnote", "label": "Changed Peer Group, Footnote [Text Block]" } } }, "auth_ref": ["r859"] }, "ecd_ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year", "label": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member]" } } }, "auth_ref": ["r856"] }, "ecd_ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested", "label": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member]" } } }, "auth_ref": ["r854"] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": ["http://www.eventbrite.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "City Area Code", "label": "City Area Code", "documentation": "Area code of city" } } }, "auth_ref": [] }, "us-gaap_ClassOfStockDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockDomain", "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY", "http://www.eventbrite.com/role/CoverPage", "http://www.eventbrite.com/role/StockholdersEquityNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class of Stock [Domain]", "label": "Class of Stock [Domain]", "documentation": "Share of stock differentiated by the voting rights the holder receives. Examples include, but are not limited to, common stock, redeemable preferred stock, nonredeemable preferred stock, and convertible stock." } } }, "auth_ref": ["r133", "r160", "r161", "r162", "r180", "r200", "r201", "r203", "r205", "r212", "r213", "r289", "r347", "r349", "r350", "r351", "r354", "r355", "r386", "r387", "r389", "r390", "r392", "r514", "r636", "r637", "r638", "r639", "r642", "r643", "r644", "r645", "r646", "r647", "r648", "r649", "r650", "r651", "r652", "r654", "r666", "r690", "r708", "r718", "r719", "r720", "r721", "r722", "r898", "r923", "r931"] }, "us-gaap_ClassOfStockLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockLineItems", "presentation": ["http://www.eventbrite.com/role/StockholdersEquityNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class of Stock [Line Items]", "label": "Class of Stock [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } }, "auth_ref": ["r56", "r105", "r611", "r665"] }, "us-gaap_CommitmentsAndContingenciesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureAbstract", "lang": { "en-us": { "role": { "terseLabel": "Commitments and Contingencies Disclosure [Abstract]", "label": "Commitments and Contingencies Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureTextBlock", "presentation": ["http://www.eventbrite.com/role/CommitmentsandContingencies"], "lang": { "en-us": { "role": { "terseLabel": "Commitments and Contingencies", "label": "Commitments and Contingencies Disclosure [Text Block]", "documentation": "The 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an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury." } } }, "auth_ref": ["r59"] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical", "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, shares outstanding (in shares)", "periodStartLabel": "Beginning balance (in shares)", "periodEndLabel": "Ending balance (in shares)", "label": "Common Stock, Shares, Outstanding", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r6", "r59", "r666", "r686", "r1089", "r1090"] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "calculation": { "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, $0.00001 par value; 1,100,000,000 shares authorized; 96,399,619 shares issued and outstanding as of September\u00a030, 2024; 101,276,416 shares issued and outstanding as of December\u00a031, 2023", "label": "Common Stock, Value, Issued", "documentation": "Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r59", "r614", "r791"] }, "ecd_CompActuallyPaidVsCoSelectedMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsCoSelectedMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Company Selected Measure", "label": "Compensation Actually Paid vs. Company Selected Measure [Text Block]" } } }, "auth_ref": ["r865"] }, "ecd_CompActuallyPaidVsNetIncomeTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsNetIncomeTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Net Income", "label": 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and utilization of information systems." } } }, "auth_ref": [] }, "us-gaap_ConcentrationRiskBenchmarkDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskBenchmarkDomain", "presentation": ["http://www.eventbrite.com/role/GeographicInformationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Benchmark [Domain]", "label": "Concentration Risk Benchmark [Domain]", "documentation": "The denominator in a calculation of a disclosed concentration risk percentage." } } }, "auth_ref": ["r15", "r17", "r45", "r46", "r247", "r724"] }, "us-gaap_ConcentrationRiskByBenchmarkAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskByBenchmarkAxis", "presentation": ["http://www.eventbrite.com/role/GeographicInformationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Benchmark [Axis]", "label": "Concentration Risk 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Includes, but is not limited to, long-term debt obligation, lease obligation, and purchase obligation." } } }, "auth_ref": ["r910", "r926"] }, "us-gaap_ConvertibleDebtMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConvertibleDebtMember", "presentation": ["http://www.eventbrite.com/role/DebtNarrativeDetails", "http://www.eventbrite.com/role/DebtScheduleofContractualCashObligationsandRightsDetails", "http://www.eventbrite.com/role/DebtScheduleofLongTermDebtDetails", "http://www.eventbrite.com/role/FairValueMeasurementDetails", "http://www.eventbrite.com/role/NetLossPerShareNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Convertible Senior Notes", "label": "Convertible Debt [Member]", "documentation": "Borrowing which can be exchanged for a specified number of another security at the option of the issuer or the holder, for example, but not limited to, the entity's common stock." } } }, "auth_ref": ["r88", "r357", "r358", "r368", "r369", "r370", "r374", "r375", "r376", "r377", "r378", "r765", "r766", "r767", "r768", "r769"] }, "us-gaap_ConvertibleDebtSecuritiesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConvertibleDebtSecuritiesMember", "presentation": ["http://www.eventbrite.com/role/NetLossPerShareNarrativeDetails", "http://www.eventbrite.com/role/NetLossPerShareScheduleofPotentiallyDilutiveSecuritiesExcludedfromtheComputationofDilutedNetLossPerShareDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Shares related to Convertible Notes", "label": "Convertible Debt Securities [Member]", "documentation": "Debt securities that can be exchanged for equity of the debt issuer at the option of the issuer or the holder." } } }, "auth_ref": ["r1000"] }, "us-gaap_CostOfRevenue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CostOfRevenue", "crdr": "debit", "calculation": { "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_GrossProfit", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "terseLabel": "Cost of net revenue", "label": "Cost of Revenue", "documentation": "The aggregate cost of goods produced and sold and services rendered during the reporting period." } } }, "auth_ref": ["r69", "r180", "r289", "r347", "r348", "r349", "r350", "r351", "r352", "r353", "r354", "r355", "r514", "r750", "r995"] }, "us-gaap_CostOfSalesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CostOfSalesMember", "presentation": ["http://www.eventbrite.com/role/GoodwillandAcquiredIntangibleAssetsNetScheduleofAmortizationExpenseRelatedtoAcquiredIntangibleAssetsDetails", "http://www.eventbrite.com/role/RestructuringScheduleofRestructuringCostsDetails", "http://www.eventbrite.com/role/StockholdersEquityScheduleofStockBasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "netLabel": "Cost of net revenue", "verboseLabel": "Cost of net revenue", "terseLabel": "Cost of net revenue", "label": "Cost of Sales [Member]", "documentation": "Primary financial statement caption encompassing cost of sales." } } }, "auth_ref": [] }, "dei_CoverAbstract": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname":

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Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r515"] }, "us-gaap_EmployeeRelatedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeRelatedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Accrued compensation and benefits", "label": "Employee-related Liabilities, Current", "documentation": "Total of the carrying values as of the balance sheet date of obligations incurred through that date and payable for obligations related to services received from employees, such as accrued salaries and bonuses, payroll taxes and fringe benefits. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r51"] }, "us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsCapitalizedAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsCapitalizedAmount", "crdr": "debit", "presentation": ["http://www.eventbrite.com/role/StockholdersEquityNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Capitalized stock-based compensation expense", "label": "Share-Based Payment Arrangement, Amount Capitalized", "documentation": "Amount of cost capitalized for award under share-based payment arrangement." } } }, "auth_ref": ["r450"] }, "us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems", "presentation": ["http://www.eventbrite.com/role/StockholdersEquityScheduleofStockBasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://www.eventbrite.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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This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r813"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://www.eventbrite.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": ["http://www.eventbrite.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", "label": "Entity Interactive Data Current", "documentation": "Boolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files)." } } }, "auth_ref": ["r897"] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": ["http://www.eventbrite.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Registrant Name", "label": "Entity Registrant Name", "documentation": "The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC." } } }, "auth_ref": ["r813"] }, "dei_EntityShellCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityShellCompany", "presentation": ["http://www.eventbrite.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Shell Company", "label": "Entity Shell Company", "documentation": "Boolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act." } } }, "auth_ref": ["r813"] }, "dei_EntitySmallBusiness": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntitySmallBusiness", "presentation": ["http://www.eventbrite.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Small Business", "label": "Entity Small Business", "documentation": "Indicates that the company

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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": [ "r499", "r501", "r502", "r503", "r506", "r507", "r508", "r509", "r510", "r603", "r778", "r783" ] }, "us-gaap_FairValueInputsLevel2Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel2Member", "presentation": [ "http://www.eventbrite.com/role/DebtNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Inputs, Level 2", "label": "Fair Value, Inputs, Level 2 [Member]", "documentation": "Inputs other than quoted prices included within level 1 that are observable for an asset or liability, either directly or indirectly, including, but not limited to, quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in inactive markets." } } }, "auth_ref": [ "r370", "r414", "r419", "r494", "r495", "r504", "r544", "r766", "r767", "r772", "r773", "r774", "r778" ] }, "us-gaap_FairValueMeasurementPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementPolicyPolicyTextBlock", "presentation": [ "http://www.eventbrite.com/role/OverviewandBasisofPresentationPolicies" ], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Measurement", "label": "Fair Value Measurement, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for fair value measurements of financial and non-financial assets, liabilities and instruments classified in shareholders' equity. Disclosures include, but are not limited to, how an entity that manages a group of financial assets and liabilities on the basis of its net exposure measures the fair value of those assets and liabilities." } } }, "auth_ref": [] }, "us-gaap_FairValueMeasurementsFairValueHierarchyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementsFairValueHierarchyDomain", "presentation": [ "http://www.eventbrite.com/role/DebtNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Hierarchy and NAV [Domain]", "label": "Fair Value Hierarchy and NAV [Domain]", "documentation": "Categories used to prioritize the inputs to valuation techniques to measure fair value." } } }, "auth_ref": [ "r370", "r414", "r415", "r416", "r417", "r418", "r419", "r493", "r494", "r495", "r496", "r497", "r503", "r504", "r506", "r543", "r544", "r545", "r766", "r767", "r772", "r773", "r774", "r778", "r782" ] }, 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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": [ "r315", "r736", "r759" ] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear", "crdr": "debit", "calculation": { "http://www.eventbrite.com/role/GoodwillandAcquiredIntangibleAssetsNetScheduleofTotalExpectedFutureAmortizationExpenseforAcquiredIntangibleAssetsDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.eventbrite.com/role/GoodwillandAcquiredIntangibleAssetsNetScheduleofTotalExpectedFutureAmortizationExpenseforAcquiredIntangibleAssetsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "The remainder of 2024", "label": "Finite-Lived Intangible Asset, Expected Amortization, Remainder of Fiscal Year", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in remainder of current fiscal year." } } }, "auth_ref": [ "r1095" ] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r307", "r313", "r316", "r317", "r318", "r571", "r736", "r759"] }, "us-gaap_FiniteLivedIntangibleAssetsMajorClassNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsMajorClassNameDomain", "presentation": ["http://www.eventbrite.com/role/GoodwillandAcquiredIntangibleAssetsNetScheduleofAcquiredIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets, Major Class Name [Domain]", "label": "Finite-Lived Intangible Assets, Major Class Name [Domain]", "documentation": "The major class of finite-lived intangible asset (for example, patents, trademarks, copyrights, etc.) A major class is composed of intangible assets that can be grouped together because they are similar, either by their nature or by their use in the 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Examples include, but are not limited to, desks, chairs, tables, and bookcases." } } }, "auth_ref": [] }, "country_GB": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/country/2024", "localname": "GB", "presentation": ["http://www.eventbrite.com/role/GeographicInformationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "UNITED KINGDOM", "label": "UNITED KINGDOM" } } }, "auth_ref": [] }, "us-gaap_GainsLossesOnExtinguishmentOfDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GainsLossesOnExtinguishmentOfDebt", "crdr": "credit", "calculation": { "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 24.0 } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS", "http://www.eventbrite.com/role/DebtNarrativeDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Loss on debt extinguishment", "negatedLabel": "Loss on debt extinguishment", "label": "Gain (Loss) on Extinguishment of Debt", "documentation": "Difference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity." } } }, "auth_ref": ["r3", "r27", "r28"] }, "us-gaap_GeneralAndAdministrativeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeneralAndAdministrativeExpense", "crdr": "debit", "calculation": { "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "terseLabel": "General and administrative", "label": "General and Administrative Expense", "documentation": "The aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line." } } }, "auth_ref": ["r71", "r692"] }, "us-gaap_GeneralAndAdministrativeExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeneralAndAdministrativeExpenseMember", "presentation": ["http://www.eventbrite.com/role/RestructuringScheduleofRestructuringCostsDetails", "http://www.eventbrite.com/role/StockholdersEquityScheduleofStockBasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "verboseLabel": "General and administrative", "terseLabel": "General and administrative", "label": "General and Administrative Expense [Member]", "documentation": "Primary financial statement caption encompassing general and administrative expense." } } }, "auth_ref": ["r71"] }, "us-gaap_GeographicConcentrationRiskMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeographicConcentrationRiskMember", "presentation": ["http://www.eventbrite.com/role/GeographicInformationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Geographic Concentration Risk", "label": "Geographic Concentration Risk [Member]", "documentation": "Reflects the percentage that a specified dollar value on the balance sheet or income statement in the period from one or more specified geographic areas is to a corresponding consolidated, segment, or product line amount. Risk is the materially adverse effects of economic decline or antagonistic political actions resulting in loss of assets, sales volume, labor supply, or source of materials and supplies in a US state or a specified country, continent, or region such as EMEA (Europe, Middle East, Africa)." } } }, "auth_ref": ["r16", "r724"] }, "us-gaap_Goodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Goodwill", "crdr": "debit", "calculation": { "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS", "http://www.eventbrite.com/role/GoodwillandAcquiredIntangibleAssetsNetNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill", "verboseLabel": "Goodwill", "label": "Goodwill", "documentation": "Amount, after accumulated impairment loss, of asset representing future economic 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Includes disclosure for allowance for credit losses." } } }, "auth_ref": ["r522", "r939"] }, "dei_LocalPhoneNumber": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LocalPhoneNumber", "presentation": ["http://www.eventbrite.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Local Phone Number", "label": "Local Phone Number", "documentation": "Local phone number for entity." } } }, "auth_ref": [] }, "us-gaap_LongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebt", "crdr": "credit", "calculation": { "http://www.eventbrite.com/role/DebtScheduleofLongTermDebtDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.eventbrite.com/role/DebtScheduleofLongTermDebtDetails"], "lang": { "en-us": { "role": { "totalLabel": "Carrying amount, long-term debt", "label": "Long-Term Debt", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes lease obligation." } } }, "auth_ref": ["r9", "r104", "r369", "r384", "r766", "r767", "r789", "r1052"] }, "us-gaap_LongTermDebtByMaturityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtByMaturityAbstract", "presentation": ["http://www.eventbrite.com/role/DebtScheduleofContractualCashObligationsandRightsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-term Debt", "label": "Long-Term Debt, Fiscal Year Maturity [Abstract]" } } }, "auth_ref": [] }, "us-gaap_LongTermDebtFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtFairValue", "crdr": "credit", "presentation": ["http://www.eventbrite.com/role/DebtNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Estimated fair value of long-term debt", "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": ["r1032", "r1033", "r1034", "r1035"] }, "eb_LongTermDebtInterestObligation": { "xbrltype": "monetaryItemType", "nsuri": "http://www.eventbrite.com/20240930", "localname": "LongTermDebtInterestObligation", "crdr": "credit", "calculation": { "http://www.eventbrite.com/role/DebtScheduleofContractualCashObligationsandRightsDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.eventbrite.com/role/DebtScheduleofContractualCashObligationsandRightsDetails"], "lang": { "en-us": { "role": { "totalLabel": "Total", "label": "Long-Term Debt, Interest Obligation", "documentation": "Long-Term Debt, Interest Obligation" } } }, "auth_ref": [] }, "eb_LongTermDebtInterestObligationFiscalYearMaturityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://www.eventbrite.com/20240930", "localname": "LongTermDebtInterestObligationFiscalYearMaturityAbstract", "presentation": ["http://www.eventbrite.com/role/DebtScheduleofContractualCashObligationsandRightsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Interest obligations", "label": "Long-Term Debt,

Interest Obligation, Fiscal Year Maturity [Abstract]", "documentation": "Long-Term Debt, Interest Obligation, Fiscal Year Maturity" } } }, "auth_ref": [] }, "eb_LongTermDebtInterestObligationMaturityRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://www.eventbrite.com/20240930", "localname": "LongTermDebtInterestObligationMaturityRemainderOfFiscalYear", "crdr": "credit", "calculation": { "http://www.eventbrite.com/role/DebtScheduleofContractualCashObligationsandRightsDetails": { "parentTag": "eb_LongTermDebtInterestObligation", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.eventbrite.com/role/DebtScheduleofContractualCashObligationsandRightsDetails"], "lang": { "en-us": { "role": { "terseLabel": "2024", "label": "Long-Term Debt, Interest Obligation, Maturity, Remainder Of Fiscal Year", "documentation": "Long-Term Debt, Interest Obligation, Maturity, Remainder Of Fiscal Year" } } }, "auth_ref": [] }, "eb_LongTermDebtInterestObligationMaturityYearOne": { "xbrltype": "monetaryItemType", "nsuri": "http://www.eventbrite.com/20240930", "localname": "LongTermDebtInterestObligationMaturityYearOne", "crdr": "credit", "calculation": { "http://www.eventbrite.com/role/DebtScheduleofContractualCashObligationsandRightsDetails": { "parentTag": "eb_LongTermDebtInterestObligation", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.eventbrite.com/role/DebtScheduleofContractualCashObligationsandRightsDetails"], "lang": { "en-us": { "role": { "terseLabel": "2025", "label": "Long-Term Debt, Interest Obligation, Maturity, Year One", "documentation": "Long-Term Debt, Interest Obligation, Maturity, Year One" } } }, "auth_ref": [] }, "eb_LongTermDebtInterestObligationMaturityYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://www.eventbrite.com/20240930", "localname": "LongTermDebtInterestObligationMaturityYearTwo", "crdr": "credit", "calculation": { "http://www.eventbrite.com/role/DebtScheduleofContractualCashObligationsandRightsDetails": { "parentTag": "eb_LongTermDebtInterestObligation", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.eventbrite.com/role/DebtScheduleofContractualCashObligationsandRightsDetails"], "lang": { "en-us": { "role": { "terseLabel": "2026", "label": "Long-Term Debt, Interest Obligation, Maturity, Year Two", "documentation": "Long-Term Debt, Interest Obligation, Maturity, Year Two" } } }, "auth_ref": [] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths", "crdr": "credit", "calculation": { "http://www.eventbrite.com/role/DebtScheduleofContractualCashObligationsandRightsDetails": { "parentTag": "us-gaap_DebtInstrumentCarryingAmount", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.eventbrite.com/role/DebtScheduleofContractualCashObligationsandRightsDetails"], "lang": { "en-us": { "role": { "terseLabel": "2025", "label": "Long-Term Debt, Maturity, Year One", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r5", "r182", "r374"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo", "crdr": "credit", "calculation": { "http://www.eventbrite.com/role/DebtScheduleofContractualCashObligationsandRightsDetails": { "parentTag": "us-gaap_DebtInstrumentCarryingAmount", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.eventbrite.com/role/DebtScheduleofContractualCashObligationsandRightsDetails"], "lang": { "en-us": { "role": { "terseLabel": "2026", "label": "Long-Term Debt, Maturity, Year Two", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r5", "r182", "r374"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear", "crdr": "credit", "calculation": { "http://www.eventbrite.com/role/DebtScheduleofContractualCashObligationsandRightsDetails": { "parentTag": "us-gaap_DebtInstrumentCarryingAmount", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.eventbrite.com/role/DebtScheduleofContractualCashObligationsandRightsDetails"], "lang": { "en-us": { "role": { "terseLabel": "2024", "label": "Long-Term Debt, Maturity, Remainder of Fiscal Year", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in remainder of current fiscal year." } } }, "auth_ref": ["r926"] }, "us-gaap_LongTermLineOfCredit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermLineOfCredit", "crdr": "credit", "calculation": { "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Long-term debt", "label": "Long-Term Line of Credit, Noncurrent", "documentation": "The carrying value as of the balance sheet date of the noncurrent portion of long-term obligations drawn from a line of credit, which is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement." } } }, "auth_ref": ["r9", "r24", "r25"] }, "us-gaap_LongtermDebtTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeAxis", "presentation": ["http://www.eventbrite.com/role/DebtNarrativeDetails", "http://www.eventbrite.com/role/DebtScheduleofContractualCashObligationsandRightsDetails", "http://www.eventbrite.com/role/DebtScheduleofLongTermDebtDetails", "http://www.eventbrite.com/role/FairValueMeasurementDetails", "http://www.eventbrite.com/role/NetLossPerShareNarrativeDetails"], "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": ["r9", "r984", "r985", "r986"] }, "us-gaap_LongtermDebtTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeDomain", "presentation": ["http://www.eventbrite.com/role/DebtNarrativeDetails", "http://www.eventbrite.com/role/DebtScheduleofContractualCashObligationsandRightsDetails", "http://www.eventbrite.com/role/DebtScheduleofLongTermDebtDetails", "http://www.eventbrite.com/role/FairValueMeasurementDetails", "http://www.eventbrite.com/role/NetLossPerShareNarrativeDetails"], "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": ["r9", "r26", "r984", "r985", "r986"] }, "us-gaap_LossContingenciesLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingenciesLineItems", "presentation": ["http://www.eventbrite.com/role/CommitmentsandContingenciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Loss Contingencies [Line Items]", "label": "Loss Contingencies [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r341", "r342", "r343", "r344", "r453", "r764", "r991", "r992"] }, "us-gaap_LossContingenciesTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingenciesTable", "presentation": ["http://www.eventbrite.com/role/CommitmentsandContingenciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Loss Contingencies [Table]", "label": "Loss Contingencies [Table]", "documentation": "Disclosure of information about loss contingency. 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For example, an insurance recovery receivable." } } }, "auth_ref": ["r994"] }, "eb_MRGConcertsLtdMRGAndMatthewGibbonsGibbonsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.eventbrite.com/20240930", "localname": "MRGConcertsLtdMRGAndMatthewGibbonsGibbonsMember", "presentation": ["http://www.eventbrite.com/role/CommitmentsandContingenciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "M.R.G. Concerts Ltd. (MRG) and Matthew Gibbons (Gibbons)", "label": "M.R.G. Concerts Ltd. (MRG) and Matthew Gibbons (Gibbons) [Member]", "documentation": "M.R.G. Concerts Ltd. 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Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit." } } }, "auth_ref": ["r174"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "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://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by (used in) investing activities", "label": "Net Cash Provided by (Used in) Investing Activities", "documentation": "Amount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets." } } }, "auth_ref": ["r174"] }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "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://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by operating activities", "label": "Net Cash Provided by (Used in) Operating Activities", "documentation": "Amount of cash inflow (outflow) from operating activities, including discontinued operations. 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Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections." } } }, "auth_ref": ["r83", "r126", "r129", "r130"] }, "us-gaap_PropertyPlantAndEquipmentGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentGross", "crdr": "debit", "calculation": { "http://www.eventbrite.com/role/PropertyandEquipmentNetScheduleofCompositionofPropertyandEquipmentNetDetails": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.eventbrite.com/role/PropertyandEquipmentNetScheduleofCompositionofPropertyandEquipmentNetDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Property and equipment", "label": "Property, Plant and Equipment, Gross", "documentation": "Amount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r84", "r154", "r618"] }, "us-gaap_PropertyPlantAndEquipmentLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentLineItems", "presentation": ["http://www.eventbrite.com/role/PropertyandEquipmentNetScheduleofCompositionofPropertyandEquipmentNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment [Line Items]", "label": "Property, Plant and Equipment [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r538"] }, "us-gaap_PropertyPlantAndEquipmentNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentNet", "crdr": "debit", "calculation": { "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 5.0 }, "http://www.eventbrite.com/role/PropertyandEquipmentNetScheduleofCompositionofPropertyandEquipmentNetDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS", "http://www.eventbrite.com/role/PropertyandEquipmentNetScheduleofCompositionofPropertyandEquipmentNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Property and equipment, net", "totalLabel": "Property and equipment, net", "label": "Property, Plant and Equipment, Net", "documentation": "Amount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r4", "r538", "r609", "r618", "r791"] }, "us-gaap_PropertyPlantAndEquipmentTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentTextBlock", "presentation": ["http://www.eventbrite.com/role/PropertyandEquipmentNetTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Composition of Property and Equipment, Net", "label": "Property, Plant and Equipment [Table Text Block]", "documentation": "Tabular disclosure of physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation." } } }, "auth_ref": ["r4"] }, "us-gaap_PropertyPlantAndEquipmentTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentTypeDomain", "presentation": ["http://www.eventbrite.com/role/PropertyandEquipmentNetScheduleofCompositionofPropertyandEquipmentNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment, Type [Domain]", "label": "Long-Lived Tangible Asset [Domain]", "documentation": "Listing of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale. Examples include land, buildings, machinery and equipment, and other types of furniture and equipment including, but not limited to, office equipment, furniture and fixtures, and computer equipment and software." } } }, "auth_ref": ["r84", "r538"] }, "us-gaap_ProvisionForLoanLeaseAndOtherLosses": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProvisionForLoanLeaseAndOtherLosses", "crdr": "debit", "calculation": { "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 22.0 } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Provision for chargebacks and refunds", "label": "Provision for Loan, Lease, and Other Losses", "documentation": "Amount of expense related loan transactions, lease transactions, credit loss from transactions other than loan and lease transactions, and other loss based on assessment of uncollectability from the counterparty to reduce the account to their net realizable value." } } }, "auth_ref": ["r2", "r109", "r118"] }, "ecd_PvpTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTable", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Pay vs Performance Disclosure", "label": "Pay vs Performance Disclosure [Table]" } } }, "auth_ref": ["r849"] }, "ecd_PvpTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Pay vs Performance Disclosure, Table", "label": "Pay vs Performance [Table Text Block]" } } }, "auth_ref": ["r849"] }, "eb_RSUsRSAsAndPSUsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.eventbrite.com/20240930", "localname": "RSUsRSAsAndPSUsMember", "presentation": ["http://www.eventbrite.com/role/StockholdersEquityNarrativeDetails", "http://www.eventbrite.com/role/StockholdersEquityScheduleofStockAwardActivityDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "RSUs, RSAs and PSUs", "label": "RSUs, RSAs and PSUs [Member]", "documentation": "RSUs, RSAs and PSUs" } } }, "auth_ref": [] }, "us-gaap_ReceivableTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ReceivableTypeDomain", "presentation": ["http://www.eventbrite.com/role/FundsReceivableDetails"], "lang": { "en-us": { "role": { "terseLabel": "Receivable [Domain]", "label": "Receivable [Domain]", "documentation": "Financing arrangement representing a contractual right to receive money either on demand or on fixed and determinable dates." } } }, "auth_ref": ["r60", "r66"] }, "us-gaap_ReceivablesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ReceivablesAbstract", "lang": { "en-us": { "role": { "terseLabel": "Receivables [Abstract]", "label": "Receivables [Abstract]" } } }, "auth_ref": [] }, "ecd_RecoveryOfErrCompDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RecoveryOfErrCompDisclosureLineItems", "lang": { "en-us": { "role": { "label": "Recovery of Erroneously Awarded Compensation Disclosure [Line Items]" } } }, "auth_ref": ["r817", "r827", "r837", "r869"] }, "eb_ReductionInForce2024Member": { "xbrltype": "domainItemType", "nsuri": "http://www.eventbrite.com/20240930", "localname": "ReductionInForce2024Member", "presentation": ["http://www.eventbrite.com/role/RestructuringNarrativeDetails", "http://www.eventbrite.com/role/RestructuringScheduleofReserveActivityDetails", "http://www.eventbrite.com/role/RestructuringScheduleofRestructuringCostsDetails"], "lang": { "en-us": { "role": { "terseLabel": "2024 Reduction in Force", "label": "Reduction In Force 2024 [Member]", "documentation": "Reduction In Force 2024" } } }, "auth_ref": [] }, "us-gaap_ResearchAndDevelopmentExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpense", "crdr": "debit", "calculation": { "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "terseLabel": "Product development", "label": "Research and Development Expense", "documentation": "Amount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity." } } }, "auth_ref": ["r454", "r736", "r750", "r1049"] }, "us-gaap_ResearchAndDevelopmentExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpenseMember", "presentation": ["http://www.eventbrite.com/role/StockholdersEquityScheduleofStockBasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Product development", "label": "Research and Development Expense [Member]", "documentation": "Primary financial statement caption in which the reported facts about research and development expense have been included." } } }, "auth_ref": [] }, "ecd_RestatementDateAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDateAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date:", "label": "Restatement Determination Date [Axis]" } } }, "auth_ref": ["r818", "r828", "r838", "r870"] }, "ecd_RestatementDeterminationDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDeterminationDate", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date", "label": "Restatement Determination Date" } } }, "auth_ref": ["r819", "r829", "r839", "r871"] }, "ecd_RestatementDoesNotRequireRecoveryTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDoesNotRequireRecoveryTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement does not require Recovery", "label": "Restatement Does Not Require Recovery [Text Block]" } } }, "auth_ref": ["r826", "r836", "r846", "r878"] }, "us-gaap_RestrictedCashAndCashEquivalentsCashAndCashEquivalentsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashAndCashEquivalentsCashAndCashEquivalentsMember", "presentation": ["http://www.eventbrite.com/role/CashCashEquivalentsandRestrictedCashNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash and Cash Equivalents [Domain]", "label": "Cash and Cash Equivalents [Domain]", "documentation": "Type of cash and cash equivalent. Cash is currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r153"] }, "us-gaap_RestrictedCashNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashNoncurrent", "crdr": "debit", "calculation": { "http://www.eventbrite.com/role/CashCashEquivalentsandRestrictedCashScheduleofReconciliationofCashandCashEquivalentsandRestrictedCashDetails": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.eventbrite.com/role/CashCashEquivalentsandRestrictedCashScheduleofReconciliationofCashandCashEquivalentsandRestrictedCashDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restricted cash", "label": "Restricted Cash, Noncurrent", "documentation": "Amount of cash restricted as to withdrawal or usage, classified as noncurrent. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits." } } }, "auth_ref": ["r123", "r912", "r922"] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockUnitsRSUMember", "presentation": ["http://www.eventbrite.com/role/NetLossPerShareScheduleofPotentiallyDilutiveSecuritiesExcludedfromtheComputationofDilutedNetLossPerShareDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Restricted stock units", "label": "Restricted Stock Units (RSUs) [Member]", "documentation": "Share instrument which is convertible to stock or an equivalent amount of cash, after a specified period of time or when specified performance conditions are met." } } }, "auth_ref": [] }, "eb_Restructuring2023PlanMember": { "xbrltype": "domainItemType", "nsuri": "http://www.eventbrite.com/20240930", "localname": "Restructuring2023PlanMember", "presentation": ["http://www.eventbrite.com/role/RestructuringScheduleofReserveActivityDetails", "http://www.eventbrite.com/role/RestructuringScheduleofRestructuringCostsDetails"], "lang": { "en-us": { "role": { "terseLabel": "2023 Restructuring", "label": "Restructuring 2023 Plan [Member]", "documentation": "Restructuring 2023 Plan" } } }, "auth_ref": [] }, "us-gaap_RestructuringAndRelatedActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedActivitiesAbstract", "lang": { "en-us": { "role": { "label": "Restructuring and Related Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RestructuringAndRelatedActivitiesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedActivitiesDisclosureTextBlock", "presentation": ["http://www.eventbrite.com/role/Restructuring"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring", "label": "Restructuring and Related Activities Disclosure [Text Block]", "documentation": "The entire disclosure for restructuring and related activities. Description of restructuring activities such as exit and disposal activities, include facts and circumstances leading to the plan, the expected plan completion date, the major types of costs associated with the plan activities, total expected costs, the accrual balance at the end of the period, and the periods over which the remaining accrual will be settled." } } }, "auth_ref": ["r327", "r328", "r330", "r333", "r338"] }, "us-gaap_RestructuringAndRelatedCostExpectedNumberOfPositionsEliminated": { "xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedCostExpectedNumberOfPositionsEliminated", "presentation": ["http://www.eventbrite.com/role/RestructuringNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Number of positions expected to be eliminated", "label": "Restructuring and Related Cost, Expected Number of Positions Eliminated", "documentation": "The expected number of positions to be eliminated as a result of restructuring activities." } } }, "auth_ref": [] }, "us-gaap_RestructuringAndRelatedCostNumberOfPositionsEliminatedPeriodPercent": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedCostNumberOfPositionsEliminatedPeriodPercent", "presentation": ["http://www.eventbrite.com/role/RestructuringNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Number of positions expected to be eliminated, period (as a percent)", "label": "Restructuring and Related Cost, Number of Positions Eliminated, Period Percent", "documentation": "The number of positions eliminated during the period as a percentage of total positions eliminated during the period in connection with the restructuring plan(s)." } } }, "auth_ref": [] }, "us-gaap_RestructuringCharges": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCharges", "crdr": "debit", "presentation": ["http://www.eventbrite.com/role/RestructuringNarrativeDetails", "http://www.eventbrite.com/role/RestructuringScheduleofReserveActivityDetails", "http://www.eventbrite.com/role/RestructuringScheduleofRestructuringCostsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring charges", "verboseLabel": "Reduction in force/Restructuring related costs accrued Charges", "label": "Restructuring Charges", "documentation": "Amount of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a discontinued operation or an asset retirement obligation." } } }, "auth_ref": ["r3", "r334", "r335", "r987"] }, "us-gaap_RestructuringCostAndReserveAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCostAndReserveAxis", "presentation": ["http://www.eventbrite.com/role/RestructuringScheduleofRestructuringCostsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Type [Axis]", "label": "Restructuring Type [Axis]", "documentation": "Information by type of restructuring cost." } } }, "auth_ref": ["r329", "r330", "r335", "r336"] }, "us-gaap_RestructuringCostAndReserveLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCostAndReserveLineItems", "presentation": ["http://www.eventbrite.com/role/RestructuringNarrativeDetails", "http://www.eventbrite.com/role/RestructuringScheduleofReserveActivityDetails", "http://www.eventbrite.com/role/RestructuringScheduleofRestructuringCostsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Cost and Reserve [Line Items]", "label":

"Restructuring Cost and Reserve [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r329", "r330", "r331", "r332", "r335", "r336", "r337"] }, "us-gaap_RestructuringPlanAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringPlanAxis", "presentation": ["http://www.eventbrite.com/role/RestructuringNarrativeDetails", "http://www.eventbrite.com/role/RestructuringScheduleofReserveActivityDetails", "http://www.eventbrite.com/role/RestructuringScheduleofRestructuringCostsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Plan [Axis]", "label": "Restructuring Plan [Axis]", "documentation": "Information by individual restructuring plan." } } }, "auth_ref": [] }, "us-gaap_RestructuringPlanDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringPlanDomain", "presentation": ["http://www.eventbrite.com/role/RestructuringNarrativeDetails", "http://www.eventbrite.com/role/RestructuringScheduleofReserveActivityDetails", "http://www.eventbrite.com/role/RestructuringScheduleofRestructuringCostsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Plan [Domain]", "label": "Restructuring Plan [Domain]", "documentation": "Identification of the individual restructuring plans." } } }, "auth_ref": [] }, "us-gaap_RestructuringReserveCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringReserveCurrent", "crdr": "credit", "presentation": ["http://www.eventbrite.com/role/RestructuringScheduleofReserveActivityDetails"], "lang": { "en-us": { "role": { "periodStartLabel": "Beginning balance", "periodEndLabel": "Ending balance", "label": "Restructuring Reserve, Current", "documentation": "Carrying amount as of the balance sheet date of known and estimated obligations associated with exit from or disposal of business activities or restructurings pursuant to a duly authorized plan, which are expected to be paid in the next twelve months or in the normal operating cycle if longer. Costs of such activities include those for one-time termination benefits, termination of an operating lease or other contract, consolidating or closing facilities, relocating employees, and costs associated with an ongoing benefit arrangement, but excludes costs associated with the retirement of a long-lived asset." } } }, "auth_ref": ["r914", "r988", "r989"] }, "us-gaap_RestructuringReserveRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringReserveRollForward", "presentation": ["http://www.eventbrite.com/role/RestructuringScheduleofReserveActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Reserve [Roll Forward]", "label": "Restructuring Reserve [Roll Forward]", "documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": [] }, "us-gaap_RestructuringReserveSettledWithoutCash2": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringReserveSettledWithoutCash2", "crdr": "debit", "presentation": ["http://www.eventbrite.com/role/RestructuringScheduleofReserveActivityDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Non-cash applied", "label": "Restructuring Reserve, Settled without Cash", "documentation": "Amount of decrease in the reserve for full or partial settlement through consideration other than cash." } } }, "auth_ref": ["r330", "r336"] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "calculation": { "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated deficit", "label": "Retained Earnings (Accumulated Deficit)", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r62", "r94", "r615", "r630", "r631", "r640", "r667", "r791"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated Deficit", "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r149", "r183", "r184", "r185", "r187", "r192", "r194", "r196", "r291", "r292", "r319", "r465", "r466", "r472", "r473", "r474", "r476", "r477", "r478", "r483", "r485", "r486", "r488", "r490", "r524", "r526", "r627", "r629", "r642", "r1089"] }, "us-gaap_RevenueFromContractWithCustomerAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerAbstract", "lang": { "en-us": { "role": { "terseLabel": "Revenue from Contract with Customer [Abstract]", "label": "Revenue from Contract with Customer [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerExcludingAssessedTax", "crdr": "credit", "calculation": { "http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_GrossProfit", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS", "http://www.eventbrite.com/role/GeographicInformationScheduleofNetRevenueByGeographyDetails"], "lang": { "en-us": { "role": { "terseLabel": "Net revenue", "verboseLabel": "Total net revenue", "label": "Revenue from Contract with Customer, Excluding Assessed Tax", "documentation": "Amount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise." } } }, "auth_ref": ["r114", "r115", "r210", "r219", "r220", "r235", "r239", "r243", "r245", "r247", "r411", "r412", "r570"] }, "us-gaap_RevenueFromContractWithCustomerMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerMember", "presentation": ["http://www.eventbrite.com/role/GeographicInformationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue from Contract with Customer Benchmark", "label": "Revenue from Contract with Customer Benchmark [Member]", "documentation": "Revenue from satisfaction of performance obligation by transferring promised product and service to customer, when it serves as benchmark in concentration of risk calculation." } } }, "auth_ref": ["r247", "r900"] }, "eb_RevenueFromContractWithCustomerNumberOfPlanOptions": { "xbrltype": "integerItemType", "nsuri": "http://www.eventbrite.com/20240930", "localname": "RevenueFromContractWithCustomerNumberOfPlanOptions", "presentation": ["http://www.eventbrite.com/role/RevenueRecognitionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Organizer fee, number of plan options", "label": "Revenue From Contract With Customer, Number Of Plan Options", "documentation": "Revenue From Contract With Customer, Number Of Plan Options" } } }, "auth_ref": [] }, "us-gaap_RevenueFromContractWithCustomerPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerPolicyTextBlock", "presentation": ["http://www.eventbrite.com/role/OverviewandBasisofPresentationPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Revenue Recognition", "label": "Revenue from Contract with Customer [Policy Text Block]", "documentation": "Disclosure of accounting policy for revenue from contract with customer." } } }, "auth_ref": ["r132", "r403", "r404", "r405", "r406", "r407", "r408", "r409", "r410", "r737"] }, "us-gaap_RevenueFromContractWithCustomerTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerTextBlock", "presentation": ["http://www.eventbrite.com/role/CreatorSigningFeesNet", "http://www.eventbrite.com/role/RevenueRecognition"], "lang": { "en-us": { "role": { "verboseLabel": "Revenue Recognition", "terseLabel": "Creator Signing Fees, Net", "label": "Revenue from Contract with Customer [Text Block]", "documentation": "The entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts." } } }, "auth_ref": ["r132", "r395", "r396", "r397", "r398", "r399", "r400", "r401", "r402", "r413"] }, "us-gaap_RevenueFromExternalCustomersByGeographicAreasTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromExternalCustomersByGeographicAreasTableTextBlock", "presentation": ["http://www.eventbrite.com/role/GeographicInformationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Net Revenue By Geography", "label": "Revenue from External Customers by Geographic Areas [Table Text Block]", "documentation": "Tabular disclosure of revenue from external customers by geographic areas attributed to the entity's country of domicile and to foreign countries from which the entity derives revenue." } } }, "auth_ref": ["r80"] }, "us-gaap_RightOfUseAssetObtainedInExchangeForOperatingLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RightOfUseAssetObtainedInExchangeForOperatingLeaseLiability", "crdr": "debit", "presentation": ["http://www.eventbrite.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Operating lease right-of-use assets obtained in exchange for operating lease liabilities", "label": "Right-of-Use Asset Obtained in Exchange for Operating Lease Liability", "documentation": "Amount of increase in right-of-use asset obtained in exchange for operating lease liability." } } }, "auth_ref": ["r534", "r790"] }, "ecd_Rule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Rule 10b5-1 Arrangement Adopted", "label": "Rule 10b5-1 Arrangement Adopted [Flag]" } } }, "auth_ref": ["r887"] }, "ecd_Rule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Rule 10b5-1 Arrangement Terminated", "label": "Rule 10b5-1 Arrangement Terminated [Flag]" } } }, "auth_ref": ["r887"] }, "eb_SalesMarketingSupportMember": { "xbrltype": "domainItemType", "nsuri": "http://www.eventbrite.com/20240930", "localname": "SalesMarketingSupportMember", "presentation": ["http://www.eventbrite.com/role/RestructuringScheduleofRestructuringCostsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Sales, marketing and support", "label": "Sales, Marketing, Support [Member]", "documentation": "Sales, Marketing, Support" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfAccountsNotesLoansAndFinancingReceivableTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAccountsNotesLoansAndFinancingReceivableTable", "presentation": ["http://www.eventbrite.com/role/FundsReceivableDetails"], "lang": { "en-us": { "role": { "terseLabel": "Financing Receivable, Allowance for Credit Loss [Table]", "label": "Accounts and Financing Receivables [Table]", "documentation": "Disclosure of information about accounts and financing receivables. Includes, but is not limited to, amount of receivable and allowance for credit loss." } } }, "auth_ref": ["r60", "r66", "r251", "r941"] }, "us-gaap_ScheduleOfAccountsNotesLoansAndFinancingReceivableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAccountsNotesLoansAndFinancingReceivableTextBlock", "presentation": ["http://www.eventbrite.com/role/AccountsReceivableNetTables", "http://www.eventbrite.com/role/CreatorAdvancesNetTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Accounts Receivable", "verboseLabel": "Schedule of Activity in Creator Advances", "label": "Schedule of Accounts, Notes, Loans and Financing Receivable [Table Text Block]", "documentation": "Tabular disclosure of the various types of trade accounts and notes receivable and for each the gross carrying value, allowance, and net carrying value as of the balance sheet date. Presentation is categorized by current, noncurrent and unclassified receivables." } } }, "auth_ref": ["r60", "r66"] }, "us-gaap_ScheduleOfAcquiredFiniteLivedIntangibleAssetsByMajorClassTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAcquiredFiniteLivedIntangibleAssetsByMajorClassTextBlock", "presentation": ["http://www.eventbrite.com/role/GoodwillandAcquiredIntangibleAssetsNetTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Acquired Intangible Assets", "label": "Schedule of Acquired Finite-Lived Intangible Assets by Major Class [Table Text Block]", "documentation": "Tabular disclosure of the characteristics, including initial carrying value, residual amount, weighted average useful life, of finite-lived intangible assets acquired during the period by major class. A major class is composed of intangible assets that can be grouped together because they are similar, either by nature or by their use in the operations of the company." } } }, "auth_ref": ["r972", "r977"] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable", "presentation": ["http://www.eventbrite.com/role/NetLossPerShareNarrativeDetails", "http://www.eventbrite.com/role/NetLossPerShareScheduleofPotentiallyDilutiveSecuritiesExcludedfromtheComputationofDilutedNetLossPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table]", "label": "Antidilutive Security, Excluded EPS Calculation [Table]", "documentation": "Disclosure of information about security that could potentially dilute basic earnings per share (EPS) in future that was not included in calculation of diluted EPS." } } }, "auth_ref": ["r14"] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "presentation": ["http://www.eventbrite.com/role/NetLossPerShareTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Potentially Dilutive Securities Excluded from the Computation of Diluted Net Loss Per Share", "label": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block]", "documentation": "Tabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities." } } }, "auth_ref": ["r14"] }, "eb_ScheduleOfCapitalizedInternalUseSoftwareDevelopmentCostsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.eventbrite.com/20240930", "localname": "ScheduleOfCapitalizedInternalUseSoftwareDevelopmentCostsTableTextBlock", "presentation": ["http://www.eventbrite.com/role/PropertyandEquipmentNetTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Capitalized Internal-Use Software Development Costs", "label": "Schedule Of Capitalized Internal-Use Software Development Costs [Table Text Block]", "documentation": "Schedule Of Capitalized Internal-Use Software Development Costs [Table Text Block]" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfCashAndCashEquivalentsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfCashAndCashEquivalentsTable", "presentation": ["http://www.eventbrite.com/role/CashCashEquivalentsandRestrictedCashNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Cash and Cash Equivalents [Table]", "label": "Cash and Cash Equivalent [Table]", "documentation": "Disclosure of information about cash and cash equivalent by type. Excludes restricted cash and cash equivalent." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfCashAndCashEquivalentsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfCashAndCashEquivalentsTableTextBlock", "presentation": ["http://www.eventbrite.com/role/CashCashEquivalentsandRestrictedCashTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Reconciliation of Cash and Cash Equivalents", "label": "Schedule of Cash and Cash Equivalents [Table Text Block]", "documentation": "Tabular disclosure of the components of cash and cash equivalents." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfDebtInstrumentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDebtInstrumentsTextBlock", "presentation": ["http://www.eventbrite.com/role/DebtTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Long-Term Debt", "label": "Schedule of Long-Term Debt Instruments [Table Text Block]", "documentation": "Tabular disclosure of long-debt instruments or arrangements, including identification, terms, features, collateral requirements and other information necessary to a fair presentation. These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the entity, if longer." } } }, "auth_ref": ["r9", "r31", "r34", "r47", "r92", "r93", "r766", "r768", "r926", "r1042"] }, "us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": ["http://www.eventbrite.com/role/NetLossPerShareTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Computation of Basic and Diluted Net Loss Per Share", "label": "Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]", "documentation": "Tabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations." } } }, "auth_ref": ["r932"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable", "presentation": ["http://www.eventbrite.com/role/StockholdersEquityScheduleofStockBasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-based Payment Arrangement, Expensed and Capitalized, Amount [Table]", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table]", "documentation": "Disclosure of information about amount recognized for award under share-based payment arrangement. Includes, but is not limited to, amount expensed in statement of income or comprehensive income, amount capitalized in statement of financial position, and corresponding reporting line item in financial statements." } } }, "auth_ref": ["r38"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024",

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Such securities primarily consist of treasury bills (short-term maturities - one year or less), treasury notes (intermediate term maturities - two to ten years), and treasury bonds (long-term maturities - ten to thirty years)." } } }, "auth_ref": ["r741", "r772", "r774", "r778", "r1051"] }, "ecd_UndrlygSecurityMktPriceChngPct": { "xbrltype": "pureItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "UndrlygSecurityMktPriceChngPct", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Underlying Security Market Price Change", "label": "Underlying Security Market Price Change, Percent" } } }, "auth_ref": ["r885"] }, "us-gaap_UseOfEstimates": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "UseOfEstimates", "presentation": ["http://www.eventbrite.com/role/OverviewandBasisofPresentationPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Use of Estimates", "label": 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/V 9UD&;V;P=4H! +V0%0 / 96(M,C R-# Y,S N:'1M M[+UK=^)(LB[\??!*O?2)/:2H9 ,L?!'&/WTGI!PYZ-D$$:C=CN]2PXS 1%$G11I=-?XU.;310
M^JHDM0<#9+>UOM9O(]O$;66@6;:&4% "2'P\U17%'"B&UG9E%[7)]WK;UFQR M&>XKZL!&6%4MT3TE3](MP]0&4M_0D(;[L]*9DJ8]AH4,2[+9>X<)F3.9=Q"? M>B]).\:,;ZUADHQ//W]^?
GX^(7^?/(9/G[W]P),I_TYB5 0TUFAA-#ILR+) M>ENRVJKUI_X3K\1,#I1UZ"3YQPQ!XGV:HT&R:9T< U#Z: SL_(M6[AT?E(JH4ZWR9/7U M'T&D2&U):\X0CU#[/1V6 M*+Q(-
OIS'\6SR^,H6289 ^7*17'&H*;+Y$1KI%=,;7.RMGB?YX>W)ISXB4M[" M0?M'K7Y.L3([7P=X00)]-8V_G/B/?W6.@N#A#!5^^%U3$;MI']UDKP2_*9
M<>+GSG_]UW]]3;S$QQW<;T]Y[NOG]*NOG],']T/WM?/5)9Z$.'GU\6\MUXO' M/GH]#<(D]=[+Z?T0ARE'SW7Q0'[2'Z_(4HG\IST[2_)/1[\UG+:1/H'-*)/ MPM[I5#-=>K&#_#MR>>A>DN_BEN
1@1NT%;/5^;OZ]?/"$PN\H$N>[K(W^.BQ M):2L]EN+\.;IP'O!;GN ?(IK]C:KU;GL7O">$ZT^?0/1&YTVD2'BY[9_R45 V.#UC+PG0OY5X.*7_\&OLS?(MK8YYDS=5G6MWL)
[I]>3@(WOL<.)BM+W\?DACZ.;@??)C'1#G%\CE[CJ^ ' M>?7DOY*%[<%S?N*$?] Z SE484Q'I&M*JW.GGV\]E]{#=$E\AU[I6'X$$1YY M"5DJT[?VD(_OHM#!V(UO<'([N,0&I@;N WK!,V@-
R5@]B,^+DA'A 28(.CA> M(:.Q3%<2^&T9T%G.2>_(2NT2]V=O>7I&] M,0XG$?N++1"GD\!+V*CC(2(_MJ;?CS'*)Q'NI'^E/W[]O/C;]&_ZC*7G3<@8 MWC\LTW*G/WKG19]%%$*/#F+V3**
(/!?/7\]HC)(PVO*U2_?3+\]Q$(Z]8-5C M\Y)FX1&?%T? T:QC_$C5QQ(5"9-F/Q4B8L"D:@W 8 *QT-/&8>PQN5LQNNEO MQ1Y(N#]AF72SYU+IGGZ/F2Z; D4 (\'/!P)3,SP2BOR[.I
M%G7<^YMG(UA|^IBM8-_B(T1)50W,Y7?EF3R_]/[WGZ;#=.=N]1NT[5X\9?I MW].7?%Z8]VHR*+LF0S:,E#73/UWRLI>Q[SE>\AU3]A-]A(R M)7K/F8_B^';02T+G9_?%(\IH>LE9.!J% ?
N]FS[HZ^>5SY^18C;,'."D)F"2 MTEN6V'*Y^,LV]%:/@][?ZD)OC0,Q7YC9@N26F9G.U\S4J4E9?F8&!S-[KYK- M_:MFDSP8ZH>(.5RO#(\4@=K0GG_7YV/:=UV7.=3(MOT.>>Q6&\#OWB8Y]?
=F!*5$B M%*3.\449"U/>N4=Y+ J1![!X=)(/08>=>\G'8$'Q -3_ ?C:+ _<\H 1A!OYL M@\7XL5J1&:.A F('K,$.54$.8X7"TAS##8>D/888#$9Z_K=?*IE9W3_G@2^<> M(BA:?NO9J"J99N=. ^;'H>A[
XFY_ 4!TJ+MC?I (RB& JKMOOO\(R@%04L&M MYL\V6#0#C8HR\-2ZN]4'AWKG$93*H*Z[%W^ "$IEM*^[!W^@"$IE]*][OL"^ M(RB5$9ZS%.]IIU9W3_G@2^<>(B@'R'E7Z[Z=?[(RB' JGODX.!"O
/[EP>^ MJ'N@XB 110, I=4]5K' B-(A4((P W^VTF[.=&IU#S,<',J=1Y0]@[KN48T# M1)0]HWW=(QH'BBA51O^ZYT_L.Z)4&>$A[.*U*:%4=\I+JWLDY>!0[]:4J!+J MNL=A#K&
<54G_NL<[]KJ<54AX?>?QB\--#9Q^_E:J>/LR,%4=T-+K'B$XS ;) M@<#:N8]?$SK4W=_>, ARES M5!W]Z^Z<[[G,476$W[E7?K"I&7??MS^X^MZ#>?$WH4/>-\/T[AX=_J>XN_#$N.8O6156Y^0;$
7AW#BN#NNYQ@ , YAY71 MO^[. ^;Z=P\H(ST-7@1U-K>Z[T0=7WWMP#@_01\.L>]#@8,[A(<"JNR=_<"'> M]=&J_%%W;?_]^\L'P*ENH6]\JH-B$NPI^BWA'4=8^+',A9KHS^ M=0]6[-
M9KHSP/%1*W-'4N-V=O|=Q$DV<9!(15KGS49#R$NZ37]P)ZVY^%5R& MD8/I$:$=FU%:6[*()97'C'IW:2DSBMM(!F_@'.!4NL5M.&$!G+,P3KJ!2[[# MT1->U,<7H[$?
OF+Y&?,2.9Y/#0D_C,FEP);'P);<1FXJ!PB6T0)LP6VH M");1U>+00SZ.OZ/H)T[(L'J3\3B,CE1E<1O;@I6TX9S);2AN%QC!>EJ ,[@- M$L)ZND(BIA?]C@,R5Y^0I.N.O, C
R57/>&+ES%YWB8*U)15N4W^@N45&'6> M4;D-DN!,EA\"S!*/0+V]5]\Z\D>=OVW#.JPX-64.>H1MC\ . L[WY45F+*Y MC44>'#"D.%=5'M^D&'7([2"- MJ1UC(K'-;9PS-U^>D0E%R$D>
<$2<+X8A<.81<";W<=:*X3D0-]:4*^H?TH1U M=-=\6:"T865\R6T$$];1AG,FMR%36$@1J M82UM)'-R&]7F,\NZ*8ZI+-4CH@X+ZF%UUD%LO?IO/L'"'>K3,R>T.!"RHAV4, M;C<
8$'EZ'S(HT!IN:XJMQN"<#*RI?F.H3=)]=_M9P)6UF/F3VZW)V!E/3AO<+L["LKOX 4YZ"6G*S4(YS8(&H ML]]=OR*=ADMX0XW5%6Q89LBIO^9)XWX'C(?]JH,J;#GOQO>=X
M',;>QA=RI%JX=7WY!?E'[X'HM7@2O?:P0Y;OQ-M%Y:9= X>H481W M6K!E1S*B<1OAX!J"*J5 XS:1HA $EY,H)))A)DJ>Z&?ZK-4:-R&7/C&H%(Y MX#8B4@B#LW TGB0XFEU4'R'@-
D+!,0"52@"WP8)" %P3EPX/B6EZ-11'X1/. MXU-R) 7<.O.<@U"I)'#K6Q,OS4OPM?>$W:N 3/#1([Y9-XZ)- ;MJ3OZ=QB= M^2B.WT>TF%F*W0?L#(/0#Q]?[[W'89VD@EM?ND: 5"HAW/K.6P%R-
HF3<(2C M>^RS(&4\],;UD0Z=6R^Z)Fl4*1DZM_[T5F \1,C%-VA4(V]:J.YAVE(+>OI=+A_V15.3%TZ"X,G'"74H>WAP LCEEQT/L&$/ ;]' N[JM2^ MZS!X3' THD-
:M04W&PN]H#:!"X/;P.4ZZ/43\KZ/H-?I_P#ZS=!S&S$!J=]Q ML,S(@-A@#4K]KZ+F-\X#4KX2^0H7/;0@)H.?*'> VE 5\PI67SVT,#:R(72\E MW,;C 'J>5(3);2 0^(0GDVD-@)YB;SH'\B?
X& ^OLX]_(T]$D3-\O:9)E>\. MI$PON@K&DR1F5RA5<0K8/SN.B9G>AXR6$SN KEQE)Q>>XGWR+;4SU#\5KWA^_WO!!2'@!)?)R[YB^VM)\D0 M/__NJ?MA$&?_V3U61ENQBHN57
M:T9E:FWG0<7"?*BV9:T:/N0V:D8/V-+$'F^+NB+)5B\)G9^W8Y8@%;A7A"D# MVCYL]\6=98L:5+F8+[VTHCJD%K?AJI4 27, U:JDL\5MN(<#0=@5S;D-,51- M\]POGJ6!LB-
PMP/VRJ72&B.R0+,CZRPS9K2_6&^7'NAUC< M.O>'1&978L"=A[R&V+1%0^]'?-_KTJJ(=^1C;=+)+.X\VP/2F(=2^A9WOBXO M@!Q*Y7,;)7-8+52IIN?6L(3L<^4\C_K\I\0.E
9E<^NXYT+L=QS@"/D$L*X[\@(O3B)$8S;'O9)Q MZ]+7 +-#K67<1@9J@-FA5C-N(PTUP.Q0ZQF_P0CR!-?S)Q2"MTX\R^,/W&Q M>QF%H[2H-D/R=G"!HL +'N,[']6&*,+?7E< X,,\I%UV_.%"0OF-
=!PSVH>2 M;6YC+GM!NRE;5HK$;.3F2'$^C#PK$K?QG;W@S'JD>TZ"78;TC\!+XOO>CR.5 M:6XC0T>,]:'DFMN8TO[U]Y%*,[<1]*-#^% RS&V\BFO/*O-Q%#NF1G5F,]W<H>`XC#
[5HK$7Q&XXP.=1ZPEVT)>?2_ONW\AXIJST0L.24 M,+CWXI^K6BV_#6'I\JH\XQ7C^(8#9SA"T<_WT?PG'$QPZO+3.YSD#R\93EMZ MUGY] >R]G$8X#B>1@^/TSR%&+AN\ZSUUOI) &.MZ?
572+P*>;/DZ^/'MN,CR5)>E_M=AU MG: Q& 73JY\W0#Z/37PA_2X/!EP$99'N 1I[>OK7!X)B+-S@9^S^'*@KV*, M@K@=DVEE%\;>?S!Y, 'D'^ _Y>ZDD??&] $\'(2O2 _"I]YVL1.F#' Z"MM6B0D6]#
>,=!JB)W1OSH6+ _WOVM^[-[Q?"V>WW[U>]WM7MS0&GH.2:PA|H'GK!8Q(& MHG!^+QSYZ/?4"-G1VTQ=B.#R2E:X?)L0L8/-DP75B M1&4O8>]+?\[60-L^L725+H,)66P3=_KB;(4\(:3XO/R]?
J)JRLI?I!-YY??K MGF0K)YIN??BHSVQDZ>C(_"DI?VNIK>G%8^2Z1(V<*N,701XG OVO>]+0V<^1 MU\>#96J$XYVKQJ75-K4Y"DO4WR?$Z")+\NL]'H=1TA(&831"";&(7I+3@?>"
MW782369"I[0Z _V+;6K&E[5RE[@Y*9]/C//6U@(;4HID3VS3VT^5%)SI=Q&C M2_KE_E_G8AS"W"LP6X> 9 ?Y9M57MG^%"",U[^S*3U(%K_O3&X M1NN'D9 ,L?#GE.F$U'
7B#V/W2W6@SMV^T7J#2SRKDN^:8_((X;TMK:+7MNO M&$5M'$QY6276#AXG]1NE2[) _8SW;'WI30?4<-H.D30*#A5]A,$7F=QT(! M:U7\ /GQ3,=KF8[70,?
GT/$/]]V;WA73Y(=5\AGE"$5/C47"O&"G(1-F(;GHMES!10+\1@[-&KO"EX@>$DL.$-F]WU]&#__ MZV &FBF910TTS3JQI=4_%;708E%WA,BI<'^Y:&@>99J!GK^ M.11GT7&V3766;DB=A>ZB0T-&Y-
MD@2/H_")/N?-DS%;G7/LHV<4X6I-MB.@ M\ -ZN3%KN?]C?GU98 M\L!":UCHZN3^1'Y!A^Z+:C M!:#KNA&.X^P_U^1'\E3YVZV.K0L/0RJRA5X289R(R_&_TJ39CM643JNC!*YP MZ8HVNB.6 M%-
'=;UN*"O'PNU6QP%U(S#7___?&J2V7O4(E/*?)DG]\^/^:S9\ZA..(T-<; M(U_ +]AA!X;(UT3KX?B3\"NAC4")L]XA+#WYSM=^]/F8B)N?&:.E =2.,%MA/ M:W4TFEBWR'R?"O XK='DWPW#X%T
BZ;^&;;2-DW3YB>.L7$Q3JGZ%]'Y:RPD MV,=C.D$A8#,4!<+$_H0RA4!<+$2H\Q'/LF*G)#B)DP$-*:)?C3NP/MH?[TD M'C+Q-2A[BLQ=)G^@3/\@LM9F7PW(\D&4$-
T!)&@.:"0J>,2N$%/U+_@H3H2(M[8ZL-<*6XNZ[EO)5^71TQW)ZCC(+MN&(3&,\B>()C;HEH4"N8!:EK/S:_T1U M,(V^=YWD]#'1*(\3/0E<- REZB?$)Z\D#*4H)]JE5?(HU3I1E"KW'+D)MJS>
M;7SPDC3O$B-G*#BTE4N- TIKYA@AIMGCUU$_]'^-/QW=#&^RZ#P#$;^DND\@ M*N)YZ)%OWO1(1?$N#DF0W[S)%.RKK/09]_&X/X!E0 A"ZYG78V(G,(G9^B M\!>FX"19&*-
(>*)]HX\H'"%N6G)ET]9APS6AIMCH7WX!*2TQWD0EGNDWX/OI/ M17QC-F8K92-A{J6M@2X*+7N.3]#G+_Q8-$)U-HHB)\K\ M$|\?OA7?QM2P'=]UX;L*EBVDRUQ&S-,66P#KRDH1P_'?G20*
[H0^*\"/)HO" MJW!%A1PY+ 1UCA*4)O"\8 .:W9\R[5</33MT13-4+M4D*$5ZJ9R=.(M)I,T>Q0>H_ Y&4Y_/2&*&K.AN7C@!2PEC\5J__L72U'(+-<,D/TL?Y5>MO&* MM<.;7D>5P^AUA;G/+F*RY607
MO5G^BMSJ7*^6U-UG;: .;1U[>D=\R%^%.JGS%:K6KQ(U\Y..77HS9NVJLEU(K MXST@V5J2K;1Q=I!;=A3$NEEE]@![;<5>0*,IC7J149IJK)EEFOZ9&9W;TNJ8 MK11&LF^3F#PHCC<>'E.4?
?']) G'B#5VX"'X,/(@PT7V9E7,0;K(K; ML6@=6>&#D 7;)G$:G2 338^%KS@Y&$;L7?XK??FS1UY-PQX!F5M(PY/7LPL MAH#F#2?NDCT5 7;Y4U0X*+(C05ZC,)SUR5/J+ ^B3RLC#
<(]#V')X&5M.DG8G]IEJIS68IBE]UZR.#01RTG@I42-:2%Z8HTL$EII M$3YP/&*PQ+ ^UKFXN5^EJL)U[ME/*:MG'MY.$]02B&Q9Q"":CMANRXF7T@61=
M)"L<>98T0T5O=2Q95%15M'1I"LQTJ!TA'6*V9?"67+@JAX"%0@O.5=WK7(U6 M1]9%0S-%2;$+SO7;XER?<82%\&TH)^M+;,R7UAN'Z1IP&F&?=?]<*K;W%O9E MZZGT=@QJQZ$_2=;?
4F0S^'VYN7SE \U9^)V/\+H9QL-R$M/D?^, M7F-JQT*-0:@Q6. 8]O(YB++%9W7/K$V#"KSVM_I9SGU,%DBCL7M_??NPWS=W\W24E0[%Y6N X465\G0 M/I5X41E26YVK!(\$^62-) $J!T"%N-(_
C1Q/1KS)+Z&BX,X 42<5,]EFYV7 ML#EK'7!*G<$UBT>T54^7K?VNY<%TED,/YO6^%LID]^0C^AAT=X0XR060!SK M((XVB&.=Q9%F$ZP1Q[>%O>T?C''Z!A#,6@@F!50B?:RO8.HY!9-
M/PU#W\51 M_%?AXL^)E[R"B-9"1 G$&HAH?474RBFB9R@>TIIDS[!VUD,P"; &"&9M!5.5 M694E,IPD%" 4=*QB2F&VRHDIR-].@@*TS",+C"L0&.<,EN\H0(],R=&SO[+Y M)1;.O=B9I"TW:)I<-
T#^:^PQR^5--U+EF:8(TVON<3SQWP<&0&G60&DR)E!* MANQ /G<'C:9G:E,%M\A.7%,@UOO'G?U,%ZH?QA&;H=OOA)!&^ MH^@G3@3:&ART8AVT(L58W9 /
^)W&&BL3"MJH!4Y@X4F$\DPCWD6A@UJ M!$'EU4+E69M5'J0 [B@%.I$N'WXV\4J}/_560?J&B0 <@K+-7Y$?KHFL9* ML"C58E&BT*D0G> 2&G.J[+I'JNV4O>.RZG3E-KC00(-
PB9PDC$#1U4/1F:#H M.(7&D&#WBE-8?@1S/7EZR$]+(F1);V_ET47A1\Q.FF?V']).;;'RJSB>X$BX MFT3.$,5K[@?UR;OZI,R@EDR> SG=#33]D>]BU=-,I+ "V YUD#UJ:#Z>
(7&@*TJ3F'Y3AY*+, 8!)H;>W'X]+Q:J#P#5!ZOT-B9 MRM-!Y7$&RRVK[GD5I(4(R5- V=5"V=F@[#B%QIPF:!I'JNSJZ=I26'Y>AE[? M@Y,[]=!Q%#%5+Z+C2F;Z@([+#8W5ZO0(X5
"_E%MQ(FF\GUX8G6I14*N7KQ' M5!Z:UCN$^M!0'[ITKXCW69V*JFPLC=K^H#3]^QG-]16PQTL-;\Q%M;]RU8!^ MHARLV< #[P#M#/*'+;?AC^ MS#J'3(LFT(XC7L!;2XPP"NBOM-
1)UCM$,;LK6F* =<)610'% AJEW4U^7;XN M:UP]>YV\D;/%]O*#%SI?B&E+82]X"OTGUNN8UN!/Z/G)R(M_IGGRD\ AZR"A M 'W+"27,.BH\X@!'K,$RT[F8-'>&>T'69=EQFQ24B(9Q$TR_?^K'0[]-
SF>2) MY , + 9#WG@A7A"7"$18&/R4O:G,[W6HRK!9=|EM"MGPNZ*PG]/G\":-XS& O3,/O8]0B7V M&1,I&4U &$?8]::O#:FB\6A'!D(R]@POF&"1_4GA#?!C>L8KY0\R^W3"E, L MO!)
[1(H0N1A'(_8UF12QFV)6*8MQ WDH 3Q@0*4S3H_+B@)MXY#@QU=18-.G M=[-ÎLI_Y(R,^FD[EF2SS'FIXT]<+ K]22(@PBJT%9!/AIZP+M?B_+-37F/- MKS?P5AA0QDZ/ G]A%Q/-
S8P\JLC3"@SSK6,().'SIR^K'SO'I6(V7B;V$]9O M"%-4R+3C]-!Q]@V3IS=&I]0-"%NG;WCC)'?:/HE>GGW,:_ -KG:?6/'!, 7JE M! @(9SU&:/2%,4$\&OS(HW#@O-*7T\N)^ Q%]J] FX4_(9_1CKZ
2#_AMY26 MA(8CC!-VB^^1"UV::!+0E)3LM7W/IU^Q3N..0QAG,*$"3TA&V)WJTJ,J ML4JU$T7V9Q ^!YGN3S^SU4!<7 I29F9*99!FRFO@?UO:+/O65*&TA7>3.L8-'[QL' MJ1GK;=([)\(?
=*69L"'2I88I1/H&\B;\&-*)^1YA9K)L,)4T757(4C&E_P=4 M'B$7YU.)\(_R=O3E8>]B"BY5V%"K ^>#ZB/0ZS(9V[AZT0=/ M%ZU'18\BNF/#;?OM,&;; M)[JL%6TP9A&QFW6P4TA9,UDYL;?
4MZQZU_GM=LZL;E):G6=GB=I"L[*K^(HN MJX=2,]*J=H!"WFW,;JG#"SG.;F_.+VYZ%^>TVV#O]OKJO/M_OC6O29*<^$+H M_>WBXGW$^VA(9$\IQ!YXZB7D94Z.3<9?F7L13LA#W3
MIO+'$1!B&EL2IF&ES5T3WV;:1\/QXC(B-O.ANLX&!/S>ENE<0C%V8UC/&>' MK8=_[6PSZX@ND&2R C/X!#KP+SDY9B,=M[V_P,@*0SU@_.\V'Q$:GU(:0EI>)=XX"):3
9M=V0A7/H7428R*PQ$ROJI _;JM+J MZ,2 L'7SZ^?%D63,6H;T5&,7@J":]04$X%@%0*]> -161[-L49$D3@2@"69, MF77PDDR=[D(YF"R ?1 ^O-8*48C1;]0GJ+2YKU@O<3S43:5X%&I&?R*-;
M8:ALT,-3BKX9+#]\0 M>X\P2D)Z3N>1'2,;8'KL:5NMW SC9F.P>LPV_XF?P1K D">>$7=C:Y'2)..). MBJIMYU3'4T@H8K.*]*N#L@%T)Y=L,4V:#\F6G*KN! M>QV2\51@SV@*$291+K^)"'8QA\RT0?
E6SDPJ,XXE,([KH9OO(CQ&GCL[.#UW M!-7)EZX$]LT&?9V1 ^"*E,)$Ü5I4QS?O;4LBT5D>61<-6.+& P%[>H\K> 3_I MA)]4T;(@C:(>6KO,OP\4<;;J4.X9S=128-8Y43)*U95
MIE1NH&I@M#>9Z39%NLLPG=G]F(3I+%VN]-M6":FIT-9+<6U/+K+]YK@?:P- MKY- PB!;9\![J#[4?C.C;E$I9QNA=OF-4/ >..2GK;/MV _33=P'495*YP*" MJY";(^XB6I4U++OTY\<8TPP@BZR4C-
2E1[WP4),2QOIC2E4A'09G0)>92 MZUKI+4V[JG/(2!M#--4QDMSJV*):F1<(?7-G' [JR?J8Q1C@9&D'0[:M/8M MA,/+*=D9<:\[;> _I2VX'/V+,_-85_*\0_M=Y"4R"];I'+5J44U2RY)]\'(5M
M@A'Z>QBZM,XW6)S;*L,I!8L:!70#T-2(66!Q8A: >,;E'Q;@MU^B\<4T3C,FN MDY7<]8($!8^L,'YJ0T(2>F1> &UJX3=[QEIJV/+=PLH]4Q14GFQ7P M0W./^K1:3C)9Y$K2XR?
>VE70:G/>9Z2>C\'(8^H6K\W[]8BFQ^$>@>=?):IBKQ'$PJ M <(-)S36)1ZG0]4L+CBZ)IA]9[/ND#/V*%.(_-#EQAM95+R2MY<[NN4W#U9-\7@L@)SUE^Y2#OE!^XD]1UY"%HZ[*!R%] -

MN2VD\.H^4UY%YM$"0)3E_=RQ8$6O7R39435!.P_$R%&!\@:>X M('S"V@11<>'&7.M/GS_FAJ&&Z*1XG,:5' (EL@UP 1L-3/M\A:T!>..,SW:, M&]WVAN35]?&T1/#%?
LNKM,8NP[+):/F/A#ZI@AATKM665V!PR8=@;_M_+)A M%?EE6F\TT+1AIS<:]66FV75GFNVD$YS0I1Z6/'2* UN;N+SF"#%0E!2H6>2] M-]@Q5;ZS.UP?'>4A?(;E8I@# < 5DHFK>S2'A?
L",*%'N'$B545?+#P7 Y,Z M",04R*8(,O1@ QRX'XR^3NLKANL+E]'KS (KGSL&$E\(UW]B;PB]Z0>Y!NSE M>N7&(4T@-P @4P&C[DB$[V"%D6;Q14A8_T,<#.5C$.&G01J+T"6 (F*BZ3;& MG4Y.=?
AI!8BQG@AJR7<"7!,CD3MN.!+]F[=\5V;/'T1D=BU2G'NRV8-"7 MPN8+VUVR5?>1Y6#P?DT(XE2(_]=28R1&&9!J&T'ZCGR!.TZ'Z"=0Q!DPK74# MK$0V7RV#-B(RC&F'<6"8>U3S?"%QV_*<@>)4
27*$F@*%D'I'3Z9;%/!/Z(@ M$"9Y8"(C^321J?#X?H1[&6XR80Z;6L)5KL3)#[[O@I&&#]NT]BBJS%\?(_$K MQOW\<.('&+"FQ*LXSTB/V68PLX"A_LGC[?@A[FXU6[R<76[,8(TV0]LGA7U? MN=
MY$X_0C=^^MG$ERU(K+PAP2::H;^]/\@1=MHA$<#66VUN$)69$J'U6Z->\5>E M!S*HK=ZHJBD1W6'OJA>EM3<#_9"&\AUM_X;['*>]=C@,=VI']HU(='W'?277
M/[ZBMOO5=84_)_B>"F1KD4@]20?^ZP IZL$AJ@$8YUV0ZQ9=UJ#/@WHIX;@[M9;M@V9>AW//7RM>P<="V4O3CG/!VA8V.^(OGHB8&QM<+L]T%=[:O(9!-[;JR M_+V&0Y9V#WBK+
IU0=DR[CF_0W8I*%'=X -/7KJP3.82QW6[JT^Q&%5W.E3 M8MT&K-O6IW KUFWLQM0=5MV-2:+@)&-[H41G>BJ4MGQ8XG.!V_F2H9 MYMF#"PS2G[[3_^402GUL_;E+,]ES]K]]7)0I'=4\=WKU*.M
MJT2?(Z&/5@V'4>O$86[!Z/Z5=Q#@-2,F%AG 05$^VB&V][5C>__XBF MX9EL04FXDG"K(=S17N&[/&T.JE -)6%*PI2$69@8?AR)2I.I>Y4-1#T7X6[N
MLW]+Z<518RA1[[(AVSC54Z69M";#+'7>#]0+*25YCEU1DEZ844Y>*F4ONC;= MI$6TB=JE2:%_>SG,0ZW5;7>K2Q<>')*9>Q5^Y5\$1O&JB/_6G1!IHE.0@7NL
MJ507(FOW&DIU,3)S5"8K2)2SO,-:&RAA/Y'3:G7NC+[("6VXC8 MOJF2$KX(&'YTO0Q1E*:&3F/<:_;:HQPUO+U0&709A/#9=>ZH4SO-,DB)AML0 M"I720I%2]L2"P&;FORRT"P-D.VH1]JN%3L?
=4;]>,J#6&)^UL+:4.>Z>F2P= MH4<"3;T92"G^42:=>-6HR_.,;F,\ZE65YE0CAV<]>_?3$TOU2>HJF0.]BK:8 MGQSE(YMXY)3"+>[5"2D-%!Q9MD,GI*9B>C1'#9M@XBPQ],U.EBEO+.]^&5=
MIBL<%#@T_,ARZ/G/0"6ZKCFS!SNA:8QWW0S];9TL0\;]J6T7>?Y#NNY M%2"=UV#64A[6R(Y\I\KBIB=F,K$@#XZ"CB>%3/'AS(=;FF+L[,5OM[215K>F'W)1[M&W)@[]7L(.^Y[C7& M:O?
@O(=+Z$-DDE^ ^R;H&KY)#])7I*\KIN\]FI+DJ>@86/<4_N2?B3]W!C]G*"(M6!NA>.H/*\ZIDSUKS]K6_G*3T\O0!]Q1B8#IMX$&>ODY=;+9Z#7@R'%[S?>O ML5GMP3A3.\9:NI_)E:H4G?
9>59YYM%EKE7"_AR>F>_2^W@#M<[)0K5 M$H4.;A&_ PKUJ.MQ[V#/@$2A6J+0P8'#'5!(:XS[S4$W/Y+[HOL1U%H5JWPN
MR^5V)2A'#]4$^_I]+*&L2>N;"ERF$D52*')P/&NSK3NH6^ND$[CY^ M8IUV-?&G_E!RS*OEF"<(L?0IQ-)K5Q7!E"A4*Q3JG&"$[@ C%,UV[V [1:)0 M+5'HX!C%#BC4:8S59J]759J?
#.=N1X**!Z;=B..G4TV(8J "P@\.3KN3SL%: MXLA>(8H\CG0;XZH&TM0 0V3<]FIMV4XU96@#+$,;5C7JI08H+YEB"D=.$#$9 M:*A&#@8'CP&4*%1+%#K!M-
I!G_PAH[H$W20*58M")RBJ&0RP<[;:KXMV?U-] MY,L-(Y4=@T\"FFMB(-6$;0;#QGB@'9RB>.9>P:+)$Q)F)(P!6&JU51"#=LH,R5I2M*4I%D9:9X@N#OL-,:==G.H'NR6DZ0K
M25>2;D2Z)QB).%31E=5M2Z$K*5=2;F64>X(2QF$7A*[6['35"R?=-?.HT@-X MBCY)S8 1!]7#B2T+U[?P@GMJS6R]L&10RT_9*3UBH^WD%GT"VPJ#];?D.BJ? M:2;4:&6<<.KGS(L6L]"?
V=W$8_KW.WT*:[W7[5=]Z2/(T_-S+.TOM?K$FWK0W[@]ZT/>GW]!Z; M=-3>H-WKJOVAWA^V1_\[:(R_T5@B=ZJ\0U9!(W#U<=$QKI\]I3;6?ZO>\@PJ
M8Z8[P$$5&AFU<225;>D3RP9JIZL-.\21(*]6,(-;Q:1NFAC&')_#%W,GHV[Y MJ6;ZT;7IY[G\[7 | %*?'A1-2H,_)F(&IC]C#!ZUWWBKXO%[%S'Q:JBUNNUN M-8. U%9O-#AD$-!55+)FIZK^M^[0B,!.\<
?66=VOJXLGGB'MP-WVF5,ZCEE*Z'8UT+YR$J(,G3W AHKG=P<*Y>XO@R5-6-1IOTA%Z21"VI M=F\AW:ILT%$;Y6FWH SU4FW06B-X5L]^8HM *-IM4K1[99FIS.0Y+FCJS5+* M<90RU6!
[!U=&E8]QN,!D'H3%]E2*[J"Q9YC\3)IZ;OPYI39T6XK P_A'!YA MK")>'M%H6OA'SYUC!@EB!WJ*WL'V7'C -[CU%]LUOB#? K.9P!Y FX$>K'QEAOOL4"*4$B&A6-M*GDJ5Z_X"J&Y5DOF-
P"%I\8,.\K4P"^HBMSZP?*3][Z>F'K M*%&!Q[Q0^DI+B1#!\I6%!PS/@Y6*YYG\$4#RHFGVE#&>#B.T;+C#-9CO1]^U ME/2B@'>Z\|GS=9-8#3T8F:MEK#S\;[YB"%R"
M.SRFX!,#Q?"8'KCPT>O,54*?46I.<@OL/D#NK 0N/-:VQ=;X.SF ^(-\O (3 M>1#;LT#R.,'\!S.(9@RVXZ&"@BCGN7:4F@1PF5N8#/3LNJ:/UT2[P$< .3C^ ME(&X,.D]T4::F,H$&*;/ :T">) >P.NF-C-
P03S)R+< HASG4WM3V(\%O\K% M!3(.3Z+_> Y4BB2,.\( ));4.N@)*0C27)ZXKT5P.N,74@AQE!Q4/OO:3OA MGXJ^/^*9Q1N+CJNY@M+B<\2X%T -(K04EN/%&=(@5(\PFZY 9 2&L$I>"^:1
M(H,:N#L!$ E&2S@VU0W,?],#QMD!9P,<8Z,'1GETEN^'G!#Y;IKT:;(SKY"V M)LL,?A.I)<_ BT%],?FBT_22(0K=2+>5AR>D(O&9"MKDP!;LB". =2 M2'5#,&#.+R75ZDC1>,&"14>3Y7BX?L_T"S:'L%
<6#@\A#;*?70 RL*E<6YZ M+5A<("T*T3E!XCS:8K:FR/IT$4!P8H 3E)49<%;_ :^?>!;@I##XE2_)"]]\ M^/+E+?(]<;4.#[,\|VZA>\%R=86NUT3&&W-H8/ ?8XPW"Q__$1Y_%0?V!R8Z
M$Z0!8HJ[0#K.GI+%SP?X!TJ7@ MT1'Q![IB$NT#*0L,#J2]U[D3"*PP"$5?3U%#>='MD$725- \D24(;1T.R+#H)+C"$(BKYFPMBTBMG=22U25Z;&X% MT1+\B*7XT=J8V51LSN'2/!)?
WRQDLRT%$1\A6(SI)@N8-P?@FYQM64$$5E#" M',-:Z#8*<$X0$60BYJ#[J^>QNIUI:$\MVXYN%.H(KC1AU2S&>@3L#!YJ6CXL MG[-Y4!Y\M.LBRQEI;R@"('WA_:07:+$3/,L$#0F.'EA4PP!2RA
M3+ZC" : (R1"+$*EF'&FD(HKA'&>-VP%0R&X<&3 L>YI;4S<]I'4R6N(-[H+ MH73!JA("^;B>0!PW*$,&\&TI*LA20$OYA'N!UQH@HG8XA;6"Z./J&5P#1\M8 M.$#<#FX808"H[)@6@
@XB/X#:332Q9']@VD'GT1$8E#(!ZT^^!!H TPE?$[H M1 >'QRS81C,66YZ[U&VJ$Z!SFZ,-]!\]LH.BJWR 6V)# 46A5(HHS7#GR&HM M;.G\[#&.E-E#=J=3M(/"!=A3*,6$OQM/]
<\03F6ZQ*?'QA'5,.$GE@-7. !E MXH#P"TLK9KKGH?' 'V4ADIIDH^X4)B!(25 MA,ZKD!CP=^A0<0EJ^ER2B(/@[TVO*HN(X&*$?T(/2X?,42N(@EI/3U M-$^8NX"QC*
<;&H1C60TN\H'XL>*$-5O^U!+NKS5VJX[?9@V,9 =NVID$^!W; MH8GB.$1W0^RB6QB[Z!XA=G$R9<>AC-BLCL!^P']HF.D&MT3= M2,T%E@IZ#RF"?HAR 0Z JS?)W,[=6VZ!ST!L;@AQP-
ZX,W0(.7^E:Q5O '8 MLN.+<9\3T$@L,MA 1S:^Z\^"^2=1 U"[%F%L]69UV)3 2@53$H.01U#BEV9W MSYQ^@6<_ MTK.SY4EPW :FP[RBYFURF@_!W@IF]I*"*_1A9P\-M0I^.@ @VYI;:
($5&@<;&T=< M$ 5M8!8JT1=Y!M"3B9:>!X(#B0:S8U;\3:",1YR%^R[B ^(*#ZAHCG!VPBF8 MS$[K=7Y6L1-'D+;-4.EW7.%HV4PN[Z)'10O"9\[T%VZVN/%)BY.?L,C!%N$*
M6!@ONF5S%LT#9AQ72'OD"$3>C280M&7,(O.8.3/4"LT<3S'T15S/?S1E,]J- MF>B=8>Q)2AU$3O,$209;!9IX$1=G^1C@E6NVE,>5("KHI$"BW,Q"2+7R)*'L M0C*[I6?TVE6D9YPJ"Z-7-
@L#,TL?'!/_^_!G:+WH-N+\>Z IV_7!MBE(9- * M1+F63V3 1S85REQ-/9E0@7*,+/0]\^^W9F<4\@E\YZ4ROV)*1,$_@ZN)&P+ M8&8J4\L!"K3(98YY6<)#QCW 2. 3W?D.PI)L!YP"[CIL&<7[N2,% ?
Y'ZPFH M'[@3'.D2J-0(/=[B@V)/)+@M !V\9HX6;>Q5\4"*$]^AN#J%"41(EW)>,TB MQ%)=\ #/Z-Z.I8<=TMY'\9^I$N S#S9SH_K\B'SA6?6!"1;XY0@,>;N,"EHQ(/:RE/ M(5P8+^R5P2U_+9>
[F&V7K14QLS@9L9]PK'YCW%4'K7RQD#)'QZ (UI5;2[>] MWUK !%.U42M?1I&L)9L4S-,EH\Q@6FE4F">^$M5Y37*,HK_^A=E+DO9^.HY$ M01IF<@EJLV?@-DO8HQ%4:E-.L6IX(E E5D6
SJ'+;C+*FM! MMB,"CLAX'*8LF>Y%RXT(WN1L(\'$E;@76%C\PH6^1"6@F5Q:IFW157"!][PZ M*F^/4GZ*"= &>O1\0=FF%?#8&+7Z7CAE6Y$HB\,+'_.PH"P%#-E:LU-D,
MV7T2KTDWD4H^Y%R!:)P:-@4XN).GEN&#D5_AD?/ WHR;4K;N^Q8HH!@%1!7/ MX&G'2H*A_.)2!UQ2'WHR9LP,;?8X+=:,R'U2H!2-"I2B47%VYSZ+232F-HM3N8'Y)$]M;*'*
[E9\|J%MRB)]GNPIO,$C^,<[T" M'),3:0P^P"GF%:!7O#JE@MZTM"GLN:!OV:HJNH]J.B+5=-VWP]**ZZ7T1-/Z MK5&O^*N]>J+U2SUJ_>?=8>^J%Z6U-P-]2TW5QA%LJ=*K3 G&YCJ+GW,QBM.4
MS RWFG0M1<]@:'2&XZ::KOBN8^2GLZ- M69*>MM'38$OOC;T(2@4!U1\T^SW9N:H.^/!UQ5VE*&MM'-E(:I>VW+&/\G/L MO]V];836[E;=-D(.LZ\3!NW21/1 #*JNJ[O$H!IBT#:AO!Z%\JBB-
<;#T<&& M8KWZV=5:VGZC$(Y!B4$[18_RXGA'=:BX35![4Z>@VU+CJP#0]7"5'5Q1*P'7 M7$ V^T'JRM(F0O](/JP*CKS>=KDD>DGTU?K+3D?T@R,YVB312Z*71%_.J7T;VD\@RM;#KB)TK
I;RU3\Y[-@D_7ZG['X$ M,J)>L'R*T_DQ+Y#WJ/CFZ7B2#[[/-E9S:.U\XB)\ED\3?$IR]U-KVJMR0SR_ MX*V76P[ZK2!I.FH7(IJ=L!]4$TIV+7R:*H8PX5RS-1 \>U;T<,,'')Q=_6#; MZ5=:J3/$U.IL[NV,V2:
_2XN!J$.+QX3+7<8;X>%5V$YB&C](N8RM#+X0<\6 M]2V\)&#"L,. ;GE1ETD=^3%"%*&2U&=@XPX3LXFCNRC%^ ZW!5N8+UQ/]Y8M MY9'::&]Z1-*-:NUC5HI.X@H)W4D="S78,A'SDJ9"J7?
Q[D.N<^. MK[6^ +:PK*"SOO:5:/ ;;">!\"<"Y7P7'VD[IOE.NV3/Z!,LJ8/SN')",%\D MX6,-2?J(X[=1#GFJS:+)L^+Q9!U$#5''Q*A .Y\ B 5.2"KB@N(2BU:.O^W. MRO\+R.6;^[L@J81IYWER)U]@#Y\5))-?
+J]NJ ".YX93 M<<&<6"(C1K0#-:ZF>Q_6I.M57*9VCI3!/+=,TV8UR6#NEQV^8A*8)0CZ^=ECS]C5(5'Y;Z[JYDE_(>R)FG_L@C_7L.]W6XJ,9!*X M3
*O<%Y:5]T<,$*G?.+,R3IY8L4#V[T_8._+!W1[8)7[1]=[1[T8?@/FO]\0 M9*W3;8S5?G/8[=4^EUS2I:3+T]+E.G?K@V&$\Y!&_R1TL;^BRMCOX):6R+; MN%-
=MK$DP7HAHR3!,Y$@"L0R)*A)$I0D*$FPO';Z$6SG?Z+IO*_ZV;\8]?,6 M2AG_>"KJ\+F7=7R!NZ_$*R!+L'9C.MWZFL281SUJ]@_G2;+Z[Q)1[Q"K+X], MP\:XDV_4*A%)
(E)%MLOH"HN5#\:LVND6N]LA15N\(:(YIK6AMKED/[QQBBS8 M/H=-<8&[?RK,EZ\ZWKB35"Z WE5*Y2V%V&>T+-1.8ZSVFOV^5I&WHP;.1(EZ MNZ->I9:%JO+AB1*1)"
(=Q;)0JVND);'L$K'LJ*IXCXO"05U$X:'N_6U9DZ>\ M?]L]&RN\;S3\5R5HKH='U%B7UE#]Z30[W8/['E1X]#7UE\D^)Z<#T,T0?[76 M#"8"5!4GN8R^19*>)3U?/CV7-2H'58>K)+%+8I?$7J7F?
K!M/Q2JN7:P<5\+ M&E_3DFQUPF.^_9C8ECC#'G;HH#H[N.">CT]]84ECCI^RW5C$9MO)+?H$]A4& MZV_)%5R>J3M+IY-MB9+^.?.2 O)G=C?QF/[]3D?S\%ZW7_6ECQ!/]U"QG+LT M %?
WOG:'T^G1=LAQQ\1&5G3:]S35%J^"->FU68LR\Y 7_&5[!SP0RC24%AM6 MO4,V0C%*?5QTC&L:LE%SH4WMVLHV9I.]<79YU.UV?)&+VG51%]D;YZ+:WVR> MQ^([O?7"@H9?<;V?
U&=K^1W6_J[:R\W?KB+4-2SIE$,&J, MM4ZS-Y2COB5=2KH\0_>;;ENVWI D*$GPC"'Y;D>2H"1!28*G#Y1WU8M1/[?X M Z(8'&R!K:=3>=5A5\D61-?>@JC"BVVV,.UJW.:A-OP*) M>R?
%O4HS[+L]P*:#%0V)2"="I#]XCW2Y>'='DDA%[?<%QWT!BK;:VI'E[3>]6>R%NGS-LE MSFHM@F$5%D'9PY+$)HFM+G;3$<-O>6H;'6@U24*3A%:CC9](Y3S4LNRU(YUR M> F23IB=T2(BB&M
7C6HSRG,@U[ME'.J%]W4N];4(&=KCHNKD)$0MI>]OJ- MZ,$EJS2/RWQR^>M48=QO*?_(E&"O.K-660R(;"#EP']PS,]PI:>;["LSF/6" M$/T&-_YBN\;WA&MT. L#2#+S(1"?X6,9<)@%/#CP0M88?
P3VX"O)D_*%X>D" MVC* Y1]9C@D\[U[56BIQ@'-4?.E6!F>>;=0O>"I;+0EQC@5!:>:S#?=ST?OM8#Q8]>R$QELH3/F/+. MGE\JK!0]P%'T!]_P GA\P>ZEDX +[-.ZL'W-*U<9X"@\3IZ%, M0A]VZ?
N*J2_]:%4,_@JH AI_YU742RS4 4;]G07T&^Z#RXZ6\M'UE 5 U(7M M,X=*>@ VNO+*V'?X6X&O=66B.]^Q3,6"-S7IP=-5>$UT&_TGL#';5H+E L4" M;&G"E!D< O,0(@X*O;5OHV?K?
@9,/@L"&W!@!<)X'V[@!20K/B #B9;R;=," M+<>P0Y/Q]TQU^(3*1@AB!"(?9:%)CV4SW9[B-X;'] #/50>0P(T6B+:9[M%= M@(\O%CS&@ ^>F=]47F>6,5/T.5&J@E<%+@+"8W,K
&4;_\271P]M*4]AZH97 M!G?\M9S/>Y#13+2(;;#)/2%V0MFQ^B$TC'["*W"$ZJ"5[W6A #':N 3<>\EU M#2M85Z\Q[O5:>9,C69>/Q_#$%@%5KW)UJ-NF$M8>K3HJ;!5?B>K6)IR(OV"(
M1T!]K;S<4?)\;T@1\]I+3]-];OF&[M?N@5"26M0"AI>:$4R;J47&K"E@-ELW1:Q^8U:NQPF;(K!H67 H7#2,(8P"H] MRP>V D1@.2\N\"(S9B; :@S8C0N0 LXR*!E6P&Z ?*23'GS M\WUR%(8\5.?2)6'?
E(X[^!EXX 3?L*35N+8- M) >/"_Q YR(@SZ7]9D8,P('ZEHE;>-%!>(0^+IKX,>?FT7OUYUCRB0F%C-;RB^Z"4^?! K[ML6 .',K,#YKCKJ#APM#=0)DK]A:)&6%%@,OAN]IBRXBM$]%T Y9?73RR09]
M1 5*V"K+%YZ,&3-#FSU.(\@0DR!V 4SB(W^%\[Q19>T7<(=^GCN0C'<1?G3X MO,5*"-#P@*[\8BPL.*Y(*WA#T ', DSPW][OR6-HG06KO]:F,8-V:S0HURKD M)%U'M&[Q2_9:U/
$74>RG<$NN20[5L.42 .KO W%%4#IH$XK5U&]7:C2Q*K* MD;(?;LP5?ZU^^"U-(2/42M0,:KJQK^<=YZ@V.[WZCW:6*5:2SDX9[ZJ8SH:- M<;>I]?6GLUNH7WI8;YFNU>>N,_FX5";&-LF42C-\
[X:38!K:>2I:]86F:&34 M&(_4_+0TF;-^V6BSC=$>B#9:NS$>% S9.SG:W*QAX[!<;G4DT-2; M?1S5'/K,@CV5-*V#2II:M9)6VV%5AYM*DGXE_59M9AU OVICK#:'G4NGWZ/G
MD2&@+B>"/^21NH*85&^D(D:MQ*3PTUYC_(XGH"A/L .,HGUD&'B-0^PKT-P> M ../+7J9=K&A]PA&OH#1%&!$\5S+P;""]<)$LA?/!IHR#V.\#H;2K5S65^#R
M9B!,83\,._3A[E1>%K\KE^A$I.!3QIAB $'HEI-*'5][OB3PBXD"[A2379B' MRW4W!H*CB*@_8RS@N503YK"I%62V(A+;?-PB;W "+Z]H5SR7S2C:F84A?Y\M M=(_BHW'26QS)YP-I8$,S:\&?
GDZUHM5@'-A#]F/ST]%Y.2#'9!X^]UG\.BR, M #9F8IJ1#G^9H1%=Z+$7!GB^);*>Q-/Q'G?!^(03OW4-694/FW*OFNE,C%0: M7>9(XT26"2-TB7NTNR^8F*'PUS/S3H>_,<'#8W-
%KS6H!18(U!L:TK/WYBN MT%L5K._TA14 7*D0E#^)"D)3Z/"%LB@R4A;S,N_-T%LRW4OD:K$M4">O]W"*_&YY=-"5D#XV_%R1]:7GK 9WLE?\3IH0E?R7*2"*I1H@Q0 M$\Y- &!4D@O"EUVPF6O-
!>GU6Z]59-VT6GU.Z.Z3:"1BRJQ*'7S_*=#LF9& M5Y@/\FWF,:;\SGG[ASQO/S2'YAIA]AG%X8X@JS1+Z]*G9NR8E"6'C,3@ZE:> MPW8%0)$X= .W4(D[):@=_0V3#)-?0<<*8Q^4^0];U]>><)Q*;VO
MF%K89&U,U.0U[WYI#2K"HXV#W?K5S5:42%1#).J< MC!GU.UC*V99S:*X2C];X,G;"HSRJJ""W\A4SESG$X1(TN8>5)+S"G)T]E;H" M<%P(_I>J(MLR^&2'=+VC'3I7*O2 MN4;@?
@1H1XU4'Q)0DX(/:6= M:5NQIZ2+C?O[Y83>J\2NTBZVBK%KT,;@JSHX.%6O7HXYCBC=FFN%<3HOC84X M/)%7=L:0G3$.ZVQ375;'H-,8#YM=M>*!K;*OC:3>VZ7>P7X^YGW(E]K:= M:
MW$GRE>0KR;?FPK]V) ZKAVU6%JY/R47WO"'5 M"TNZJ_R4[0 C-MI.;M$GL*TP6']+KM;Y3-V?4CT?]G>UG#0&%/K)?3?(-FC'^X??]?'1<>XOK&1NG::ZI7V^C-L MW?
=I#!MV@>.=ITKUT1,S*J/QK!NZ3>W?%.Y2&D5IHQ88;-?=_JB6BU(W [V: M'CD7U9;CF,/*+@H0F^>1W0X<<@AQ>UU;BH3@(0,,;MH:O1U[G&:&E_-^D&8AHTQJ-.Q=$,
MV2"B6FU6@9,Q^!'*7/;JM;K/,71+*W8T!W1T^(@IF4%:0X3:6W.L[ ]@,Q#ELD4-5.#2G.6 MV\Q#WCB4HEP/>4GTDNC/K*J6)GKU*'U;ZT[TDGHE]=;1+BA-OMV;SW_<<::N
MMGVF[ID&Z([*SC7\:#FZ8P"XDZG,_C>V.L]P6##/<%@PSS#R4CZ8+Y@SEA[" M6W;N(#W^TA/P= &'K8-V5^;KOLXL8X939E\LDZ4'O_))L%,@-DR]BYX?I>3A M&-
<@&:6;>7MU8W1]1@_TPXG/_@SAF?8R-8$3=H)KG+DV$C&.0<69WXH9TN#. M]";CF;>^SA,Y^:S=9*(E;0>88V#9&1A$4WAG.@Y;90[PTZOH:7LA&&]?ND9 MEO7!L#TGA\8HL7YJ*-\.
<<(1FW;-;F_8GQK3GC;HCWI:=P1\PIP:6KNOJO^K MJ<-&1,XWE_\I!X7*19UX4.A%Y2">;A;H18%%CON4HQI/!"XY[E/BT$6.^P2X MG;LY4,&L3YDX+C/P]A_T^=D-F)]X6?9QT&F-
<;\YU/+=8^N6D2?36R5Q54I< MVP9\%A%7GGXP.?SP"4Z2>NJ%1Y)Z#HP 5R"9!A@Z&K9EX86DK5NCK2T3.W>3 M3,/&>*!V:D\])ZJT.)_YEPN=X0Q.65>QQXR @L#R S;-><"8%<+VH^L!M$TK
M^,WU_4^^'Q+ BXACU!@/U;KD*,NL]TJS6TZ /Z,V,M>#C6:)/S7$G_5C O;& MGW*:[XA&<6IMB5[7B%[KYP14R)Y4%&]UP9^K=_#G-#Q,&PH7;#\M[T9&H56E MYCVQ(+ 93+QC((N?
L739R5:4#9I KCS\]P)^"W&:)/9>-/55I M@(>P)@V]GVJ!#)?(==G(597^MX4U]1MC31V>'WNNWKVW;2"H]/0=706,)JD] M.&9JAEH156#WH8.#M=*LKB$N5:7Q[8Y+V(M'DR[D:T2FJA3 =D)CWM
M@6S2@AHA3O[A05 MMSGTZ>XV3917(,M>/K(Q0*6\:$LOGX.3NOKM#J8;=PY7FV0[#TFUDFIW:^=1 M =E2%YY^O^)<3$FVDFQOEVR/+VR[4MA*JI54>VG"MG<=PO;X/;.&VWMF%?>"
M.2Z2%;?1ZK3+]M%Z, QJ=/1%7Y+OQS'A$R]DYF^6/K%L*["8_][R#=OU0X_E M.FSUVUJNPQ9\EN^P%;U'$2]J1MV>_'VZ;(E7%+SX\;Y3O W5PG.!$DTQ6P&N^X!-J";HKU.P7Y9E,#%.TS$5
M?;&P@9R0/@/]!_-;RH-H=X4-LI+GN\D2L#>6Y2@9R,!.C3OKQ]W,,@%\]W@ M_<9X:KTP<8;*)/1AG[ZOF/K23W7>BEIJ&>Y\83,Z6-$*C*;UPKNS+<%\9:XO M:=E+O-
4CUL<475FX7NIN/X$#_&)AJR@W_P[+XT_W5_MM;9PM?$&8M(%H@#P^ M EC^#&'I-$XU.N!FIL790O=][,:5()B?0#8ZNZBK603HN/59$T_ZW\R@8S: M=>N .;8%6$7+
;A_PH81CF[;R^Q[/39E7O0&/$W>,0DWJ=, 8SV/^PG6H M$QP(4=BI3VW@\'9]+9U2E[G5=<:-Z/2 0XB[6Y,>9H3:4SLT C@MEFXX%P#(M>!\'CJ^TZ!3H_^9'>_:-&6S09D#(Q"3BSCQD!T:A)\968-
]G,K1M_ M!#J'P2O _Z_[VQU:*N @6BQ^H;=$0F89T7FLJO03"3, N=;MM/(A=05HQ\:5 MX+9*+4^K<'E#S,_36OG 6;2\)K8L7##L:L?L92O/9E;8T.[*2;^S13GI#&NE
MG71VU4[@(**FL/\"FGP'RW;A!K@,5$_04=[-8(\,M5$_/J,"W614H"*,"KI_ M)D\C5.*O\>%_ZC2YGX(R*E101A>LH"!S [8]CR=I"^8*;(@8A>X!+V.>,=-! MP.O/'J/$,<6=P':0L\6Z!$EP:SX)/6S)":H&;
Z6^3IS2?_9J.!S?4/CQ\% MYZP),P<.#>?# $!SFN:-72'%I9RSITX4%HMLFRL_I$L!7MUYR%)#)J1(1O;Q M[J4Y@=.$Q\ #_!!!ZEG^=]X--6GXB7Q\ MO$FV#Y367JZ2%R902"I^!*/0ME MGN*X-)
<7F)XU@0O!0X1V@&R6A"5-%-C"@H:W&BLX";?)?P'>I2/4O"),07M M0:4#3/[__&6HJNV?URO;+;JB\[/R:9H1XA9VT@2[C(MO;% *',OANXL%OSCV MC%: D*?MWT6:F^'Z""Q\1@2*M&H
U^-7S'G6G^$;V&X*3%'KSZSP1L BR "X M7&=UHYZI=+)@FJ"R$K5E]<6K8 T(,#\T9J0TTPUT?]3;%8!DFZ@ Z+Q/*Z@! M8=R3%I#$\84H0?TF^1-@0VF1YG9-B*,(!=;?
H8!GO3"#O$DEXA*KF%QD,6' MS-&4XP=B6MQA5[RCF!#BEKAT&H(JS%7%2,)52G8$B@?.B$<^[']KF*8<,K MN5(HE'TZX2: WX/SIJ:X!,\%*MVM_?NDUH>C?8W@QLT>!"9U#L9FPJZSPN-(
M)?8Y2YL"KL!APTE. 2=(?;8MO-(1[1,GK*9TJ;2=A7VN'6=?X<. MQS320(.<%HDT^.SIO& $8K M7U^3G)Z^MTFUHO=?/L-,"Y]7@(_(04\$D,6YYC0,0D\(ZJF-GH)8'5*80. MBFL L0TXNA45#S0'%
((+/#F#JR'B0KPU121<0X&CM5"R"RF_Q"M 8#\SWC!> M?)C2$.:H=J+%_HG$<_R 6*6+*),S\C*.(@&P'N9ZP7.)/=^3<@1XD'3N_BEK M!PC/>3NY19^ /@8ZP]I;X*=%(_9UZ2"_?,[B8@]K[?
Z9A@>*_; MK_K21R=^FA: $-(7-W[VAU.IT?;(2<_$]4#.NU[$ O,PZM@37IMUJ+,/.2; M?]GN-A@ (9,B#,2!7)17D.CCHF.L5="CI+N3C&UB4\)Z\,,IF%4661K"E9;2 M[[CN)(0LMPTF+&VVF19-O8"
[B9.0+Y%K!0EGJ]2]T]LU]B1D0Z^EG6V"2T6PY6H MU$2. OHI!,NES-\8J*U.3ZOA*(C*YE-HW>*7[#6?0CW:?(I]F\D7C\F\J ;I MF=$-RH[=Y6\.2I%=IT0FW3EZRI\U:RDUI0^X-_:WH5@0/GN-
'A%MYG)P+IU MB>]SUV^ZA&3#I +9N51V+MVS<+([VIP>MU;M^M4C'U"Y5+E.OS$>=)J=H6Q? M+TGMUDBMMZ5+<,6D-FB,^VH3C*':D]J)6HZ<%5,^AA[@!CIIT;R;PAG"[WO+
M=UFIO1O%K>D+L"O%Y8D*$Y0&=2G%EMA2+;:H56/+J$[89+H%G?@W+ 7 (?&*-<=,4=X<4>K$QR6K+8.@2FLYJMH8C]2#BQ^E3EQ+ M;%G3\G%_;.G6"5NV<-DHN
D+9>N1Z_Q7W8)J7QP>/Z\1LID M"X]A\4^4&*_/L9#]/_P#:4R4!'"IWOA;)$'JF-ZG3@E^YTT$L$-&ZK#6$FYI MFNWSV-<@7TBR>S]]:9#4$>.V\/ZS8=R@,=8&S9%6 XRKR!J@]ZI::Z#57"1L
M2IP]6_Y4F]J8&3K>5^%$%@.K-UTYA4NW1KDS%&':WJ1W>4;SR ZUWGI8D M:4G2)[!2]R'I46,\:G:')^E >'2*7M.',%UDM&OCFR?1R^EQFDJ^CAIF_>&S
M)Y%Y_3Y)O'Z'>==4TI7BLE3,H>U4O%]9074=#4Z[?4_K!^94BUK(VZ M^D6IW:,5;(V.5&,TMTS39N>I,?HV\QA3?H?K9K[RP4&FEBG..K0NZQIA]AD^ MV15DU10([NP KS?
@=BSTV[[;FP%7M_*ZR"L BL2A W#H1(D/Q]GSCL/%TG[L MJ,'YZTT.^NN*QC3&WD>T@A5X$SH=AKCCE:Q*Z&R:+OGPGR0;2397339;:BRWD4VW,:X\%"7)YMP(),EF MSS'2NY)-
KS$>]>O:12,AFQ.E))[UU-,)11@6V2,*LM8'<+2,KXNADRW&3"JN M%Q7_1D&]]+ETRH94NQH-=3MS]79Y^7/6-,*+0:HMJO[N2)7'FWYC/!P<7*L@ ML::&6+-%TST:*QHTQKUFMW?>HCF)5&?1
X^&5,/&6&WV1OE16^=!JAV2?@X9 M/=H?;&__?*YFS]VRS9ZQ!H:QQVCJ#)71^P792@4CN[H%([OX_7LU';)WQ,0'?IWASL'$,?CH,NQ.G1T'M,"Y M$/!-9E04OS.>54F#J9+/<61:2_E:M$[;=Z-
9,&*2!G]"*G\-7D@SA 0)@[' M].#CE??A=OE'\"P.Z/9 0(&:TX8X2NQJHZA=+CX%-AUL(Y6F+$IV\! M6NN>F&:'\$OVCW_!PN,12\QYL3S7X:!^G>$FXDV)1$)<'' Q7%HKQX+*L$AX
M)*9RKLGD[%U3)B?VN7(=3B_3'+7R-$O"&-T7"9[^:F:E3*R\AG1!N:A:)59> M5'_VT^5.7A18+CH]\IR N\#4MC.#JY[ID1*'+@E<9TF/!+B=R=&V:L$6!M-. M''>_R-+-
VVG#OR6>F/6JH059X#SM88KDZ"8:4DGBD<2S<]QT-^)1&^-A7]*. MI)W;HITMT>/=:*?;&/?Z!\?L)/'4"XTD\1P8)2\BGG+Q\%ZO,=::[>&P]K1U MHI3*\QEU3]AJ1(3@W'FNUNWXN2,70Q5;;)D(D)\
(CEF*H-X==_]AGEM$#%H# MT'ZH=M2?:]*H^R)RCBX&;[:H\?OC35_BS37CS185=G^\&4B\N32*=6U=8OZ MMHHX>03!GH7M? +L1?
=6[73KK(5]+O4N,6JW3L6H:E8\#DZ33OO8TM.MO['L%TL9?.'8#$.;IF7UN#MS\Q] M]O3%S#(4TX(W6),PZC.!A41LOK#=)6-@D\,"0IM,=5$KI,/QVV2^\^O_NC]N
M:YL#;E20]3C]PV2XWR^=RTQ&TKJ$J\($*@>+-<:")'?8R:/FW@I+!F6XJ MNL)?P,P['>A;?\8JOSD@;N(*PH(O?,W&PJS>9L3YEWC) W_'U^@5].4W>$&V
MKAG@8=R;H;=DNI>@2@]L_I:VREH4O(@7I!5L!FC)P/[VHL0MWD6>-@!7 80; MY[5L"4>O;/*]>/57>/,7YADT;4H0P)V:;$L#(=#*6T_M5:ZX!>710N,$VC1
MP\JJA>M;>,$]E41:+RPIJ/HI6_\F)$4[N46?@%P(@_6WY!*CSX3ZG=X*=%(_ M9UZ21O_,[B8>T[_?Z5-8[+UNO^I+'X56FN*!W-, 7-W[VAU.IT?;(6 ,V@RI_*H9/$^9)_AB=]>F?W">/%X:1\@]>?J]
YN\5JOQ)>Z4T9_+\HH MV*NDC'64@2+BVVM1&J V:HR[@ZJ:&A\9XR-[Q:ZH2OBZE45"9B=\\?.JY12 M"MDT!"N2Y(T2;(/GLS*.=^U>EM+[KS>'J)!!K&$-I64SSI]JCOH'YUN6/:D#F,A*E+*C
M422D@ARO,O>G-EHPZ3[W]%MP$:VV54HQO*9BA)X'^N,A#H@K96Z2?Z7XUSN. M)J796!?96+MSW@D:M^7WVDCN< 1K*/[*C8#CD\CG&+1%A(3OK2JJB>DUE\# MK5^FE!\)-
+?.2$H+6>THMD)=$LRSV9!%*>>[#8T9=+CSE MX#X8?X86#MQ(WJ3P5S4! (&RU_@9>NNE)M_1Y ;=\Y8H8G1R^T4%!4ER]G,$ MPU?=+Y? W]NJSU>W= VE;GK
MH3KQG=FP$+A43'(Q0X//0YG".I+!,ECFX0..V)CAM.UOW"V9?]4=7,M\EYIM6PC=%60M MT[=\#-,(ML&S;_$4;R__MMMIC7K%7Y7-OQVUM(%:LYDE]H5YACGJL5W&4TQ>V!*=*^E$CQDB-
RUH$*:\/E>).=P?5@@"8=\FF.Z1)C M"<+=IUF!I?V+ZWY7_HEV@IPW) E2$F1="?(6(H_OV0NSW06.H67&S(&W/B\5 M1:FL(.C:@RBE]W\]D9).;TMGN@V^HU\]UR]=D3-H-\:JVNR.CCZ[IHK0R.D:
M94FJNW"J*Y7M? C9I?2%M+I0FA [1(CJ*-\>J'0VM*3!6J'BS=+@J4@0],TB MBE(;X]'1J[,E24F2JBU);>GE6+DRV97*I*2Z*Z2ZDLKD_F17E3+9 T+L-/L# MJ4Q*&KP2&CP5":Y1)K7&>-

"Y"&WR%FJYWH4^O)QY"N_ZZ3K^S%KX!4[6,HT7 MKKRHJA2=06/<'S1'_1I,49/851=N M12*\)"(- 9&:([4N%9H2F2I%)JU]8M$WDJ+OPO"IG.@[*$J$GW#-G LM:D. M\T:)%'VUPZY3(=
<>HF_8:8P[:E,[/%8BNQ/L7HWMZ2;#4]VO5>!M-"#H:%M& MPU4MMH24GM_?*I*:G?78=C)>]Y)Y*H+K\H)[:GU M@YEW_V%>44/A8:\![&BH=M2?)9NZ2DQ23RSU-"GU+@N=2DJ]_?
&I*JG7EU+O M8I#K5+A54NH-ZB;UJNT>UAIH-3=9US=M:"H."\I4N.S28:F]J=N5 ^@ MZ^$Y6[J)5:X=#1OCT;#9[U85&JKN4,_DJI5D+$70J3=YGX:Z]PAIC=J-\:#9/CQ?L]KCO$12WKC!FR?
E$M"Y'E+6 M3JN CSJU4< E-4MJO@1J+J5W[T_.%>G=([4Q'FK-;B=?-GA"O5O2MJ3M2Z#M MTY#V/DHWIC9T@8RKRGD](RVOZ<&?;N5>J@GT)B::XIP??BR8X[-O^-Y\^^=1
M[TK:/W_+M'46G9A9@/@6S*CILYX"BL(X5$2O;V;RHB]LK^4J^OI.TJG>WPM8 MIVMBZW(3CAMOO;U>TKU^2^T/*^FSV^FT^IU1S9K_RD65693:/5J?Y-$5]O_] M1L,#?G=I:,"'[- []Q\:-
/1:X399YRSL"/(9 ?E%.!V[,(MNXW&X.H>2G_7 M"!2)0P?@T"W4H&!C:)RR@LD['L[Y"5F5;6JOVN50;O/7XU'H:-W-/H6T.?LX M735VB]P&.+:O/3QV9Y4Z)
(Y*4I*DE":E+3'Q\J34EZ0D2>DF26F+I[L*6%C MF4Z^?9XDI=O)Y;KE!GI:OVJ"P@8[LH%>79#A"8[';RISW?O.:/8JSCKUPP6. M8I4]]#;0Q98NY=OHHF1(=81U14C4Z^ M-#N')WU6?
J+U=J=)FI8T78*F3^EV&+1[DJ:KHVD9BSH8--=#QUN:!%9,QQHV MM5>K'L=VT%E*"I84?-$4?%J?;1\IN%JHG8\;,T&;N=$-EU<'

5;KNI8%9PDRJB G)>8&65@>504P)5<=G5 M9J?&9*DLF>XIE@^?B*HN'\NK^%MOJ\9JJ+6Z[0H M8ZF@Q^8ZDI6'J%B4V%YFPU/0(4@-%[?\ XRHMD8=H M&[?;^1YA%]V%M-;4
#2OR:24TQ#)9WCNMU=FOS!>NE>:/D88RVM7U@2@EK&\ M6Y"_+CR/[_MK#F>Q="\3O$N;?"*.%[YOB:#3E7-!.M@@Y^8$Q[PT,W> OP; M<<)R0N(YW)[$$[,FW;8V[ ]ZT_:DW]-[;-
)1>X-VKZOVAWI_V![]+PYGW&B$ M=H;KK-#C$D:N-I6L^8[64DIVF]$M[Y^Z';+WH.;:K@\,VL^[.SH=3E8 0F8^ M!.(S?%K6"8)/4^AQRN],QX?-F1/D3R1MW.^WW-
3COP#>&TO^LV#I:L'2U?S2 M_[&")$>&\STMBU] M8ME68,%%>J!,\8A?Z(CA+Z8;,S"Z,14<,\--/6!*Z%.2>/K*F<4\W3-F2R68 MZ5A!3#XBG]Q+T4H"5YGK/ZPY;(0^#[D_R9W
+E_(HV,YBU L:@YL>_7*T,E? M^SICCM@C+BI94DMY2&W7 ME^4K$]T')2=9TBJ1I'!+G%X/_5$+U[?PAGL^ MSOZ%)6ZHG[(8*:1&.[E%GX","(/UM^0*
[\^$H1UM!5JIGS,O:=/PS.XF'M._MW^E36.R];K_J2Q_%0IHP@2K3 %S=^]H=3J='VR'G!28VJ:+3OP_1UX!7P9KT
MVJQ%F7G(A_^R@YP$KD)T!XC^#EFX$_C_^+L^+CK&]8Q6W<"&U4(VK)9FPV?" M:.)'G/L!J_!A0<1;G #YW@I7F2>RK:7P=D+$1A(YNXI:8 M^1;U>$
EV!#JNY%X@_2T@WX.VKK+TS4.OFMZX&AFL 0L,W+@$\'Q#%!'AN! MO4288.N[Z*\TP E/.6A !S?8%8&G&X/GCP(M(H:2J'H#')LL 76" #F>ISBN M
O''RM8MK:*^\N$U@;VK&84RT2/TOV9@OH><"64"DUE"@+&QPZ-S"(H-P%J M!AB_P9H/%_J2#@/U/I>0UP@]#YZ554T7"\|%]1$U4+@(V&!&V;-)!TOIFW_; M1=V%(Q0^"
(/55A[[JKB&4 MV%8'N:S[8'@[SW= \'/BTPA_WT(E,&*L23OA?3K[]B\ZZZ3;:8UZQ5^5S3H9 MM;2!6K-VM7)-AH"2D&WU[G%\3E EBO*%=:D],] T";220*-\E5KVAY;T=WE D_1W./V=
M*'ON.)O>,9OI,0S\ "Q0M$@7GN48UD*WE8ENZXZQ;V)<5:EO9P7,V9J9GG77 MY9KO;"D2S?J4WNF>MP0P/,S1LUXZN6T ;*VC-HL\O_7H=2K.[2+;!DM*JSFE
MJ2>DM&%C#-9S40!"$IHDM*LFM"WYVI62V0@$6D*-$EG-TAGG?Z6Z2Q54IK: MEJJCI+2;I;03RC2U@]G34G>4E':#E+9ELDNE=*:"B=:_#(EVHKK_LZ+);\SW
M[Q5*Z+)\/T37*>S5#]:[WX_6#."L<'A3L?MPRCR/F1\I4Y;A%,A]RF)5:OS: M'N9)Y>UI:OS+RYRS-G^_) S:ZA9;@T%Y),%.H@--HLB5H+/M>'/#HZ*:C ()V(VA_U\-QJ)09>.02?
B01@@;:J=_%15B4&7C4%;#?*J>SJ%IKH-7(ZOH((+M8!91N]D=28J5%"LI]E3Y20?1K(H5.J/F M<'B9\XXDS4J:K27-'E/.=AOC3F_0'!3XQR3-2IJ5-'N,G*F#*+;7&'>U0;/?
MST=$+HMBJYY)%C4D^^08[IP].&;T@9BLD6IN53Q_K*M=22NH;YF&3 1A7_$9 M]=D3C=+X_#%+0"B>->8QPWUVX%6F0JV0>2/4X@91V',+QX. !JI*ZZH5GDKJV
MAII.0%W#QKC?[PJ#A%+ZCHWGDGJVD9=PQ-0UPBI:]CNU)ZZCC*W]A:NDH [MUW,DIM004[84HFW&E'+* M7T]%MZ#6.3B33R)2#1%IC?5P%$3J$B)I@YH@TAGJIL^*%M*<[-
J72Y]D:Z' M(V>K7@QKV3ED]>"863Y#S?^$>4&L!J[-$N:,5R:[?1X0[.*'>\GRFL]A^-0 MTK:D[:H"9D>F;>HD-E0OL\I$TK:D[1K2]L[ANB/3=K\Q'C3[P\NL1Y&T+6F[MAK2]
<[#PR+0]:(R'S:YVZ;2]0ZU9R;HDON^)AP]/ES?M5++F>\'].@*@1GJ M]N,$'D[']]'"(_@?IGN_ZT'H6<'RR9@Q,[37U:SUAAQS+"=DYD,@/L,W76LE MF^*'<]@!/,07A6ES6-
CR;S[!04!4<6.08@&;SX+ Q@#8?&X%V*?>WU[>IOL8 M08L+,CB^1^.W5TO<%%GC=@V56W)1NRYJ2XW;A28!;(Y!=%9K.@35'5K6<<[I MP%_T)>>'9LB4R5)!T5/ONK-
ZS5*N?]'0F0=V7UJ-U;GGFTMPE0%7?P=PU5[J M7,7 =3P,KCG+Z>IRG%A-IJOW1G)$IJ0T26G;VU)=Y/%_*]L(6R"Q^D7SW(, M:Z';7]E<1W^0A[E%D8LJ2XU3ZP $+5V
PAN"+3XLR1$28B2$/.:8,%78D%4HJE%18 16B_/OVZI952#7UTA72"[2F#YR\ M2Q&=3\O7-_")=U3),UZ83\C#MYU6P5! MJ(GN,WQ 8ZR\Z;S-QLIN9(9P):R*33)
<*D*0)'Y?/G_<[]:.^,!7>-U3@'7A7YB'!4_Z,XM)';81 MT[K6&+=;14K)3[2UTLM5C[O!O*O#$!3,0 ^UE*X]3 M*R7N>9Q+T:Q C!YB=J4]!I[\"
MG=3/F9<4RSZSNXG'].]W^A06>Z_;K_K21YZ89GC [=(7-W[VAU.IT?;(>>Q M@**N1Z=]'Z+BSCG1/_3:K$69>4A1?[$FW;8V[ ]ZT_:DW]-[;-)1>X-VKZOV MAWI_V![]]P!8$G5=
.:"G3C0R_:/O^OCHF-6P&LP-@! MA8D="[Z\6LFWH:E%#3:ZM8,(FTXY8TMD3"18@JQ:0\VZ+[KUJ0=>4U#8'FM;DZ(>SKDU,H,5X1S^6DZ]S[8L
MU:J;I=)/]C@J:W,,CK^H01L!G_67&-Q #W9N&XD:WW[;(CJ#J*ZMM2IO7K: 4Q]>%P&.NCNP=35(Z^IAU;"#BA\+*8^.@'_U,@2VH%=EEL[M\.4]UIY?'AEJ^>1#1:RL>41.O@;Z1V&6
S*?3W8*I>:RI)8Y+.;IRGKNK66Y M=V5<.V>=7P-C1B)8\3^=Z,(-%-!FQU#EAE*J&/M.9. !%?R*8' M*OC. F7A60:CK 9\"N!)H$SP6N;#[?HR>OP"\-"-AX$GQT'7@2>"3'[S*FV^I6W0[?
CYPJ;M M-4W3"\$/\'_A\Z"] ;4\HU$%T(%R>PX,PSA8;(>4,[((Q7]++[[ZWNWP=6 M +^M N)7P&W_-]>'%SXZ'WX$@+^AY<\0*KP5=1$LNJA7Y<5>K%?9\#S<(LL\ M3[$X(P]FEF';Z
7 XO#$ M7RC)%4]UYQ72LZ>V^^I?Q7E_R^BR)D"-O5ANZ(,PRD@K0U\LR+ZV[:P\RDB8 M*;=G:'08;#0(^37P#4#489SJZ0ZDHMA>S''5EO([^$?KPI CW*V\)G<_:(X
M;H"/C&57D&5"K5V"AL@6MD=LAF"-[7':1S_:7&]*'A \!$G?9+.[?2N=.4Q!RC;GRAK-2I(^44N,@JPL7 M"% AUM_^3)\F;-)F),E1S7&G4U1E "H&(SOJE0&5PO]P;'<&4K)MD_$3ZSZI
M1;? Y.*+43K]IM+@@AD?6]PSW]_4-)_(?&W7?%@_?T\7WO,;K9^_:>NNKH*E M/Y(L!KO#P;,Q@08]:\)U, &6%(CZ9$* 1'_%'XX+ABL@ G)P.$&@33^!\^89 M!P!,SYWC0 (X=Y-
S"_Y2P=J[RD?0U95.^^[_'@#F,_'2WT!1$+,<$':H;6;9 MUT[3%^J..9]0Q3*M:&0%N2R2C>.AACX>ZH2!_M,4!PX+H(OA_ZP-/->7<"5I
MA+H"MFZPQ.OL+"3]+AXUP/N);N+9%3>3XI"Y$+ MI:DD7 T9&!G&B):@^P&IPPOY,YL*\"6RT\ &GR]LETJ:XB\Q'8:'N"+4CK* M]!^<'Q)- 6T <0 K^Q@&(
G3>^&;!>W3@'7A:F'U)ILRQ\S !!9A(0.'-P:N M=STJ)#?T2$'&;1JAYR&$8;O3'*@,=(X$""U0-DW+"(09$6F1P9+'&-">]DP; M765"073# -&IN?(T4%Q?&+^"8@.CY&1#8
//HS_QHV"2AH"!'#46(*+[JF@XP=6&3Y^Z#! 6'KD:,# M(6"'4=#'A@.R4[P,@SQ=<:+Z MB>5PMQ&Y/%(L1*#--/;#H5QKIC $_O!" -PS_+()AP[' ZX!)^EX9%Z#6<] M+Z3!+#B:"QV&-
@!&)6S_,T--9L9LSMHPH*8L8-NDVY ?,>+.\+J(KL2[,>"6 M["2SXG^'YK/XE5\]91D4CD)($5'PA\%V;%-05J(41!0F3*\LA<6>Q(0_9PSI MQ#J,LBN;:
<:1LOT!U6SKS]""W2Y;5R%:$;6Y^%B5HVN&2<7 C'@I>K\L4%71 M$YOPOUJJ4B4#!&@7,H\0(YI(IB0*UX8:4,;4@=H[HMHG$XXW)1P/9,)Q#=9R MTH1C724_PX=,
(6'%,AK9XV8J66C^YG^ME$YC2S:/QP+91K5 M/OC*>\L//%!EX;K0"TA7PHL^NRC//2?Y'D$/@(+'$M7]&=TMP?*[ZVOK5]; M>"BH_O*;X'94M[_O77MR2G?P?!,8/=_FI-
)A0#%+^\;9*2Y)'F(\PG?'7> MH$D;.>1ZA=U8Y.@&G43G&M:S"XK35$=-'%]*07"3Z:CN-#$28V.XT@73)E(H
MFDKHT%6@E"]88,6*#OIK4#6G>9_"+97:M:V#\0@2C\?,0WHY[)5N%3O[F\)# MZW&"4>1ACC;D)V[D).9*MI:%<T]$&:!.C.^,Z4%WB9&X(R%4T:R_HTX'K0 M-3P>*N
.C/@U+27"#W48!7JCM7Y ?6[B 1XH[GK\>WIPR/)+I8,D:F;-4Q8>XCF/#D+_J"]GGI<*K6 M& ^W)8]D,_52.1.DT2(@D @H0\9#;/M/RD@P7-!Y_D,$2/$=_04T.4>D-J2
M)8P>G<2AL_P*=KQ%F1RE8=)OC'NMWK80,RC@Z 4 !1>Q]X)NB^W'703P(/L M@A0'1<32N,*NTUFC+YF'#F7BA)=+88K<3V#UP MRN@:2&>Q^1CORT==#S
/SN1,_*;_()8.EM2UF#81>5NQO0*6/6?\>HA(CJQ; ML/!_PY'Z>+A)_)"[>O#P84/ B=$A"$"*_&T"B* M[N>N"%A$S'S\A/G8UG=F6S.4?>B\XGP&#>^TNX(N%%\4NB[X"A\,@[R5S_:R
MR3]9315,UHW$+%8>JPL+%W4RM(-2L@%6A8%2EID7#-(M8\.GM\T#VOB\/<5* M+O%B(ZM\0$^1;C_$C17W2^6C1-=\:LJ!>8C;Y.-1MH))E:W.YJWP/S8/>,;=
MO@=!E/JJ4YB+BQ+6CXX[3E/UV (1#! @\6$F+AI,X4F<>XADZ)J*$="V](EE M6T&$R"(3(W5%4BL-RP09I=N42U$QLGTB0<\\,//=('OT0O>W#,*+7]@61(AZ=P0*
[Z.!.P),E6V>">""%:1@AF M*+(VUTO[^]& (*:'"Z2TQ A(/ *Y(L]CP=T4?NX)BP\4(">.%'^C0V7F!6J9 MGX NY]QC3!RMA"OS@BA_@Z.J2P'MK2'D-&J3.]47&6^I- =0!S 9@CL/N%J;
MSX0FNY]\"R+U$+6RS!' >U]T4BR YP.M<]T25%*Z*RX,0$1WXSV)M MF=@WQY<8!&YE;7&UL)O&XC/,%=Y'XAXA\8B<&/;,HM&XY M4S3-
6"J4#LLP&7>B8'ZL6'0SM8^(Z5HLF\F#+$6L2:21%.2G.WC\"O" [XS3 M/MR/JIGB>H4WD)L(,WSFH$ C!VHI'"'0P6-Y1CC'G$&#5+C/==@8+C"'O&@>&604,E33"Q",$PG(#=ALWC;
M11E>J.W%)Q2M.CIH?!4A%1XMIF<_/\>,^VFR*Q5?&Y[QS!8S=T@08<>%Z*9 M1!*DCI;G;PDLUQ4IDG4N+CT^"2*76@R ZV-[K9/4-UU+NH#-5AV0S5IYGN M,5''\@%./UB"0DT?
_H*A_B\"!?,YJJ."L,5(S>>H/@5PEWC!WQ3^BKU24_G# M"UY9-C7U3&?SCOOP"1ZI=.IKL!8>'>5W';:C='H[U6Z!-N^B>PH3AQ+&M$ I M3VX<'_$O6_+C/GOZG/,S/0QFKA?52J-
V$%T6+O#/DI[L0V.$C2K;[:TUZVOJRMYA>:SR$$6%?%QDY*.(C;4HA0L, M!LL3^8:@D+>4]WN4,6?/,UVAMA;6=(9^#MQ;>J)]0\D0>DL"/+$A_\'@L:3= M@-Q.@
R<>]!4>]VF.BRH2^+KB_PT12#-5Z+M&U7:[-[(]D<9-&6L8C]=P;(M5NC3T!KC[J@@,+*F^,R/;T:A"E,LBCXM0WBB+%KR&8BDPR;VW)S 5(*RZHX>0Q(P8UQ2\V/.T: MA-6GI-
XC2D/)N^,Q22^7$11]VSFU?>T%7XZUL*KNJFNPBB&#G+X]<^8V7@1AFZURNTL=ML8=XN6VQ7-U?M\14 M^!BE1A3@3^5%ZAC83M?"Q,^-E\/_5,B;%REH%(7%V+*3J8-
F'*_$0X%8G8"O MWV/TAE6_D,P0R^KW,D.L!FLY:88863A%=L_E9HAEN9AN8_%OK(T03R!?&KKO MHXQQXFO(2T$9X."A1MD^>?LI$XP*BTD37OV$% Q?>?/UZ0_,\ J=W 6<'371
M^4U*)C#^.Y[JONY97_BS /Y86V,27WL!?0*K&FAA/&]+]V?B0?P5+Y% M+)+A_I>R;L_. *^Y-8 MW2=T"DQP?H30_J,M?W2]3V+#Z99G*9L L-% N^#5!4 SIZ@=V@CH<0K@R&MX
M"_[,N"U?P8%$-@)5VM+OOV3MA;2<$TY.:SYGIL7U7L1=1E]&840%(XAH9"A8 MH0!_YUZK^SD%(B_$KR.A?XL-D2JJ+&MS#MO'PU[$269^%F13TD(=;F@86'8O M&8?>
1MZ3)!XSUV-&F.MJ0[:3;63-Z7RE+>QM_HZ*&SS(YP;"L-V>X^S7;>K M\^+IL-W!$QUI6K/7W:&59"2U>985EUQIUEA@28B^<$)X9?,IBAHTD3'Z=JO? MH?
0!;&O9SWVX9&2]TQ=8C\.EU%L&DR2UQD6&N]^K> M%$<__HD9$<[S%\JFZ.3U%#/T8CTE.GM0Z*=NZ-W]?_:^O,EM',GWJS!J>MXK M1[!DD;KMF8JH<=O]O+MM>VS/3NQ?
&Y0(21Q3I)I'E6L^_W,/IR9J9[$&:5+)L-K&6KWB M0%LNZO3 (92>UR[$2ESH3>;,CETF'.@CM@P483AO>L@XRMGY[N-'F:V1CK9K M5X/#=F_U$G 7:ZIF2R26U7-R*MUR5:
(E*8*4Y4P9HK(6]8WD)'5&2B-0H*,! M=H9RK67(WLB_O)5=E1S*S+BCA]X*@HFP54$#(2(A_SJ-XF!K&(SDB,:GXLWB
MZQ9\]7K]\VZ_9?:'A5^U6T;AYYN&,HQ6WQB5&FKSYYUA5TWJ[),R.UN'VM%6 M=VLWNTPW/*X*0KBQ(QKE=FI2W[61V+5N6C32J6W(<->E"2G;YVP @!O1 MU?
YPBE)$J7_2/^@BC076+/%-!+JGHMI^5 OD16*4H64O(A MN=-W@&Z.%X)CQ?&I;Z.Y'\/(]@KM2G<1+^ZJOJN+^,L09<]VG'^S7 HH\RJ:
M7)02ZQPVRM*VYJ2"#$)ZT.O;+CK[=RZ]**E*AA9ZE8]7]1'+6.\80[W3V50U MMG>ST[),W[\3JF!ZB>ZZ*WJ8M7(O*[254^]?7HQ_>_.M8LH:A]AEDS1KJ\:: M+ZBO^$(?
4$_J$A1!ZBHK?:F'@U-T]$RSY=92RTD=D/,IU.DY/T[8E+2(ZU[1_\8,H'IEZ?[B.FK$6H3M$ME_")U]Y7:%/WDR)/.2X:+SH<7&G3)8\1!K8
MMJO=ZAWM=E10)NOX_/4%E]=OSU5T^>#HV7EQ:&2X<*5/CJ/([Y;O$MZZ_S) CS5");):$LOR/50AS/Y*^7%K5- M;GQQS5;>C1^B&]\YB1N_13*.-E&5\TSV=^.+EE@+<:^"&
[];%Y(TZ,/=_-') MW/P3V>(3Q=+KZ>9S/F-9)Y6^OF"L7=0!%'AXZC!PDF,X*+RH M/BI(?PIIJ6B2>).WWV9%T2IU^#G\LL(T^.%GO9V)NJRHJ#A>]O!3_@YCC\./ M::H[#&5]:W?
XR>C"\8H%PD UK M[%.?#0'%P:%O;6(X]BRB:38#GWRO4=N8 C6\SLN+_L](K=_\J/_ M8?!:N6("F!'6:1U]?&AVL5IJO27 *IP[(7N.6;:9KT"X>A*;^YV$!Q"84<"<
MLB!/+T8$GJ[ZP0_$1_B[?;R-'K: [*^A8A'(@6C'=A@XY L?UG]#>*XD3?>W MP_#G1M,QM7OW]Q[_F:$/8EX9N_5TR$)_S0'-XM(?5K8K$2JOR;0O_0N[$\?
MRC=M0+XR!V61KRIJTK^EL,@)%M9:/PG$4]8U1$(6W<4+4941=_D!L9)/!:5U MD-J_*V=0UTQU%4E)W46_*U:H?9D\;6X\4'30L8'K=#IL(YJ195_KKI]'/.5 M
$(SYQMP!CE^[)63Z2+@6;6BE +'4N!8Y[PP-88O!H_%VUA]], SC:F1Y6?L M(_!];GGB?)9X^P?>F0X)-JL[&.J#T3HV>C,+FPZ>_S5$Z_=%L%]/"% M(+/VU^&5VRV*O?P*^]@'\
()$;']=@T'1CN8MM,R+WT1JU"VK@]E:\7D;[C$/:A7Q"Y5VG!YF]&PLE!<'<+$ MZ.J=@L8K%?3CK@H:Z8%W-;DR9*32QZC!Q8Y1^6NNLJ>HCGES/]3;B [1.1K7 MM((E/5F]X*D^\'E?6
MZA2Y07[KDFC1&=W<#UH%KMU5G1_K))6;,B8&-<^8Z%+&A/'2&1--%X\]4P2& MS4D1Z!IP1.WKP^%@S8@=EPY=Y]C,V?"G\O"BQ8A"6^"$&N4>E/5LV7B#D3XR
MHKR&KU#6H^V:E$#=![4:#=8O/HY"H#U.1"YT+#\Z4%0Y W&M:(]E_?>-.GJZ M"Z U=3W$D>]VR)&_\E!8G?:/G8Z\%+UM?MBXE!\6E16]8_SY[NG\>669K\ R M[WU(>5&]V'
^.G!6Z>K=T:F<*@5-=6'X(PZGH1\">32\$.11 W2]0LBS%-/>#*R/Q&G&BNY?#7] SV1@;^!^V<9(7&\8.^Q,%D#N_4OKBPY-OWW[Y\>26QJI@% M.@X:2^9Q'L S.,@6;*"\7:5?
8]T]F4/XW]0'#C^%VBU,/R]6:VXA_%OPU>*Q MNPP#!=6Z"/.S]$/2VS=DBIU'EJ+[_#G/=A%I:*>/6./0=^-H\R-K"! 7D@QC MM$*MS)_S(,6OF+&[<<"L'W?6%";[QG*?K.<0]_6L]
(/H9PFXNO:-*YQ.7VR% M7 =A]_-YR^0WX-FP '\%<[(J,Q<-5 ,W9^<<:?=&_8'W6E[W.]:738VS.Z@ MW>V8_:'5'[9'_PL[!*&/$6 EVDAP+?_RVKHO8N.*I*>6#:S8IF\'(Q,=X!7+
MAY]VM]FZ"XEO"DB2X(,IJ*^=0UTQJE8E)W5*J*^_^7 MQ>_VN:'9CR+499ZLT)EMSB*)DZ @9NH948HQPX'G!8Q&<]!\9^/4O
MA&O5L'N/:P'U6@L9]SK;T[9$/(W9Q>$V$=\KNI<8W=P;O1.W%ZMF[O+!D[]V MK6JT8NWH>W.P8O7:L+F=++U:85!61[[4=K5;JW8 D1VN5<;-?;=S%>B02J64
M2F55JO]2*F7>W/<[ZRGT55.I$V7Q5UH/O@2^'4\B8/0C<_TEYBE=&<9"N42: MT6ETHEPJ%YS%[KOZH'-TP6<%,VZ54!FC]D6$"MO-Z?U.$].XE5 9(^,B0H4@ M40-]T%+,&$/$^["
M>+GT@\-MLX M55\C)535$JK+'&9'>.X8])50-5*H^AI$>14E]0.!:_3AR0 VU+&\6D)UHIR"DD*%]SAZ
M_WA$<"54E12J$UVIEQ2]#L5Z>N;15^Y*JBHI52>Z52XI58@0,M0[W:HT][F& M""*G[/8_J9;^P"O_8GBO=A[AZVHS58ZF3G.,SF5,#O5+T\:NM$_<9GA)71Z VQB'L!J*Z15C: 4MT
2=1'(@Q&*G.4] M:Q-KZ42P"@0L*P6&V#\!%.).,+EWZ>P>%B!/40$08G]T<]]NK:??2AQ$NE@K MA_-8E:4-VCD4P_6E^5.M#/YEEMFA/XV>8.;P$,Q&HLD=B"*GPUM"1%EU'IG[MK--
$8&QZ:2G2#RI#>N/44G4*[-#3+,W,P3RO+^TH6>CD9:&U;E-78 71PN+, M=B.VC<#%W(K9:0S/8'&+$3J-46L':.H:PZT 8;I#"6^_#IPY6(>/@_6@3,_
ML4C[+S\,-1A*H[&TC1C>V^#L^-@%;S1W@W-6=",$#0).(%R'BP1: H&HY8?F MA& -W4G,;>/X68/U.;84^^0!^ +_O8:4ZU';.;*_U$&$0 1="YYX0.,'>J()
MK,^T2TY6KSC2;DO[U4%P2WO3#$'U8S&_&

=? *F-O.] M;476JS<%=G2=@OU-,,8*W7'G4%<,I%C)29T2W7$C]F#^B%IGA*Z#\1H-LX'4 M>#&8QBL >E.X>"?'5E3D4M*E4!?WBY-_$AZR@EJ\-J"=VZ/2DT*8/_QM]?0*
MXO31@V,9PYA)V2N1 ;:#*BR[>E4=Q!V%N7@Y]6JRAJTE"[V(AO5O[D?ZJ !0 MY70:5G7MO(AZ#;#$TQB]I'K56K>N7;V:K&%K630OHF$(]]#3 M>]WU@KYJ[6#74%TMNR,G-W?
BOBX.98<^O)[AC?3X559ZSZ*OW]:HDFRN2IR* M)0M$5CI5?Z([U,]3NC@,/Z=7E72)6%KK1F>:KKC:7)MUV0D/V^#G]O7N:/TH M69'B.E6R>6+]V%%L\=
("9YQIPJ=1Z"&F*;7;L(^NES K!6FF@NRH7'AI!>F< M:<(G4I N;"#@9P[64_F4?C13/W94 ;RLN/7.--V3J7.?;R#M@K83%5&0:[J] M*W6N*D. A@9HFA*#D:FA6T]?
YL903&&&::+M[53;!]L+JDX\#6&DBB8RQ,J! M]GH9Y/'1H!J$595B5FEM!RGFX.0:L2TT<_J);+(0HS8JIK&',Z 4LPK"JQ1S MVV'S!/JP+1YT^FELM@\CDW;,/>*@2C&K(+Q*,;>=?
R$8+T47% M--<+D"^OF!O*^;,ECP>6M#UXD2-KZ;XEI73O?T[(\II4R!=44GAEKVA'.V">#S.WY$P(^7N9D9T-Z.WC1,C2U4S M%U7)ZKZRN@OF["*RBCWA1GJO/AZA7
M:25[2\Y7%D:!,\'C!D?:0M$)M4L>,ZY!_W9A2U]_T9MA,GLZ*;JVMM0W>\7I!2H=IDO)3GOOWWYHIS[EU6V7;TU3Z-LZ_J$%1]#U0:QL7*U MJ[WF2\D5]D+L-
,PYYR+2J;BUIKYT^]\85^"2H+@WP76'9:OH>W5O[CM=?=#N MG*,U1>.N%Y24ERU6NHR4]V[NNR#E!15,]9+R/=*U&MY[1>#H?Q H['"B[?&+
M<2J#@G_V^3]UD2*%U^B5:\V4WF";WFRFY7Z3,YB"4-HV*TCDS[G M$&A-)H%N4UN"ISGS2- D+ HHV \88 FJ2$]%:8^@__.GH6D,WH;%(V%; 0N[M$\" O+4 X=4S.UP5Y&3LK6U3-
F:=]W,AH(^?/JPR]E*COUL]?G7#B^F%):;6149LF=KAC%AMQJ6A5H$&@4<)>O-DA;@I@U$]=6L* J<<,G8&L+Y^=J*Z+ZVBO;F4Y9P+R)6.RU,>*:4? -
G&!5U3,%SF\;@73Y:KMA0+*SXL#QTU+RL$_A_0W(P;08+ M)$6&=8$WR")T&[+<:_@Q3FRJW]?+6+C@9SF=;E4L%!]$,)E%PGY@J,W@HP6\ MG9I\6'*!@EJ-G%(IFE'SKX
M\S>4(0XK2&MC_ISW4$1DHIT^8HU#'T\X&Q]9*PZXD,28[15-R/Q9QG/N)Y[S M/$B+*F;L;@QF^\>=-84EOK'<)^LYQ-!*5KU M[)D7Z781KI,IR]&%Z[1-LH3 M2N3:5I ME#WH?
&,S/(%^94L_0(NQ];S3*SB$]-;/.[\Q?Q98RSF_:/'O6K@QF$G'QR^ M9*WG5_;(8(88ZGG_$Y3)L]QW8 [!5@?AWY[3R3V@FU3R *8KO.F5>LQ: ME6.J3H1J4F?N1%BK(LA3-
!NLU8)5/T'5\>U,Y-JGG^#5$47)D.H:N#7]XQ^> M@[&3;Y%54'W^@E6XE2/$=79>*A/*-]L[:N0S)T8\\N.8_W2BN3PU\N0!(,Q# M&#+XG_W=^EDVU<<8W-
SW^GJGH.]9U:J,57>FRZE@H[5P1PK>.;1P"%HXTD?] M$Z>5JA:$%1!&M1'N5L$==?WG4$&LIAX:>K=S%=@P:B=4.^&:&AH[8 [.H(8F M%E4/>OKP^,(IU(F21BO>'1?
I(2L4J*V(XR_'.(6.?FOC_0C<'1QV$E8I44L1T5 M^><0L2Z(F*GW.D>#]ZCZ_$/K\S-9/IGT:O;[\U:G9O[D?PD&H>RK\OVO5ZZVK4]I=ED#-T?$* MQ-,&-
_=F=ZCW"QJKOH"2EV)T'55=;>%J"]\7^N@X,]<[@"I".ZED0 M^RE3"B3KF$6.Y7\"P6RJ-TT+FC?*'PC#F 7KH:C>5CP4$#S,J^5U>U^=\,<7 M%N
'UBP#@7)GI@*%603KLO1G6:+$RYM@#L1Z2P+HY!>()0W%5?9)0ZR6)A&= MMM3D)[^66$\=7?.PPAXDP;%CFD@,BWL6C>YXW:V3O>[+S2Y+YX4?(#(R(/1 MWG-
U*Q7;]13';_$8.Q(*+$GX8P6UZ/^&FNM[LSO7><0*:BI5UQ#XQO4G1!!1 MV9Q+$]ZKEGW?.M[1#@2<3!GH_5_&P>O[C6RYOE)JXR2EU AQHDJIFUI*+>0;
M#57>;IV_MKI#Z1E@[#6SI?UN>2!B6#0--@C+I>,PE @S#V#*GT.'L'_.)[E M3XQUJT1\!3_XH][L,\@==+@\:>!1XO[ALX M* +AV/G=-GTK8KB0,(3BM;Q%HL?AXY9+9A% !W-#]C3'?

KFT+|'|_QY;081E MU!JOO<=B:_U%K#/W_V=QJ+I$(B?F$SA6[,N17Y_?."P(NO#_V?BX$T==*TX ME]W:GYEDRS.D,%QAK1;^C,9X!4\Z;+,%'/;K);B+M)"X 1!$$$XMX7#>7G[M[?
V[5S0I-@Z %,^:.9 NUT=@H2UX&?D:4"OR _3&=[/#2?$&.-+F;D%"#\!R M/()P>;("^\[U_1_X0(;(X(!%Y%WPNOAX"8/PJOA(6[H@_3HA)DVB# C+F+D. MFXIG'>_1=Q]![,"UY5^#T,$9
UZ,9&IIGT'LP(E%ADG175C/ G)(0YR8@+M" MHLVR'S+JBCQQEAEW)V3;5F'!_\3HJ!>/()I^#.N&]_H!+"';AAG'!Y*AP,6
MD_77$"G2;+]%]US[P!^BCXRW^'I4G+R4"$RB7<+>@@\37"74$8?8?O,>O-EH M#'+$]!OBY8V0;?CGS1-^",>'&PU$^0;>?0,K0U+!DYD'098F+9H'=@*P:ET M; ?
6C3"?">5;"6*)!A"'^B!W",H=/@R*5# 2T%-ICQSJ-3A.,,Z>_,!%/+L90TG PZ(?S^::2_W'?R)> M$LEK2_OF()H6_K'D5N>)<337,6-@:2(N7^1MRR-,^KP&#I;G+YYUD'MWF0!J MH WCLP
3L&3^TF5DOGS@!0FS'\PL#Q:NX8DO$N8C>O*!&FC$.=HK&*8)B;8' MABF4<'.T)2)"'*HOQV^##S%V$>)H8(CID(O4X$BB, \GT)86T0G4!C09##+\ MCI[%_NWA%O*\DV_"/N]H(N;
#_?Y#O<=#@S"W"GR\Q'18\&>P<21#C@X7P91 MQ?==W@P2C*V..%P+V&#I1_"*YZC7_#IGP<",!_P[LQ!2J,#-K9\1^2>%@1P0:NT'D& A M5HZ."N@P"!A('.'M<4$;"Q+!]HISAZ6
CH.O!;3B>&\(WY;['6I_C&YD\AGW M,81._$ P'42'FSD3"JF17JYY32(8I%-DR/5#_CCM:XF'P;?U&?,0CA##+!.T M8AA/F5#$"N>V!),(3@9LE=HMQYS6-H'PMD#>KW_V\?OOS[@)H(R(-
Z.0X+? MQT)N:4/N"O%IXT_CD*,"+I(#);I1%D79Y38T9Y:+AY*5"1(KX0-QM$$VI5/6 M44@RJ(#H^THQT25Y5Y[A1H[_FWN-4L)0]#QID052X3BV9V28$7&4UD3DQT7! MP0Y$1Q)'
95\^,Q6=#"V$1T3E%!Y\4 ^?: MTOX'WHYB!88>'@9.V3DII0,:R4%Z"N0XG!;)UA/+3I@M<)L)?- J>+@VT*@; M3_#%6\,7R[&U[[13:O_MN^!X)Z/Z#7#WA M*H!T$I0:BAYH4R2\.S
EW/)&TJO0IHRW!Y @K#X*Y7+MM623$J%:_YYPM!Z_LI5Z%OQ5F:_ MV8?U_4V.C0*/VSG4%>.T57)29P&/RU]_'PM>M'!LVV4U0Y:[8IK5&ISNDH0[M,
[!8L:@UAY:G1ZYK.L64]%T(\VY[J:#1-$.7QV*^.G#]:/:07@*!2NO29FH M,=('G?YEVM2?N>5I#;ECFOJPUU/=-GNOG?OM<,S0Q 3H>KB4S+BOWH3UH1X M?\'MGD67F]E[,WGU1?
%\C/!G;O-X:H0OKO0V7]BUM+\Q2J18NU!,+S!#62_@ M%MU<9E+D"M^ UP\6KR6@>X,03J-7N3AY8@=_M,5X#+.%CZH3 $ MH"N9NT1K\D?L\#QTF
+>/6!%"*6VX66%Y4[XE?;J"JTP5P M16BF+H?5]5P5:*DNAY7T547ZCH6/WWEKO&F AA"T0M?)VP[)+WKQ\$D&7N3R M3SJ)?JNWQRP* BXH6G>=5L$1!J-B_!1_:[Q:.?L>
<&'24*RH&F$^W7;T07_X MJH9WDDK.:B5G(WW4Z2DYJP(O&BUG TRT4')6!5XT6L[,GM[KFF<7M&MH6O5@ M9RJ\MAQ;#SIAJ>?/__Q5]6.::IF%-1YAB&;@Q' MBCO5Y X>9KL7S!
<^W@&LQU[Z;4,JWI5U,C7:NEEZ'U7M\|[%G:[>[0\5=ZK) MGWK[5Z_CE'AIC-FH/?Z M(\68ZC'&;.O#;BTO4IK.&0-.G]WS7]E?U<'SXTI!UY4=.$V]K7SFZC)G:%[(M95;,V<6<@=X?
M15SJLF3J_/ZCX^Q MIIJL&:H[T9S@JD;:L&'.^;+S.A0('5W4V_5B GW5E)T^S739;13G1YPH?]B_D1"O6 M[$SSTLV^2I>N+'/J?ORL]*:Y MI6UD')XX. AZ#9?HPX:R4 0II6\GA*TE1; M-
WMZIW/@>? 4U+G0<47IA-*)S33IZ]UVV4L&I1-*)YJL$^90[PT/K')12J&4 MHI%*88ST8>_ XJ)+*47U6YKT6L.=T&CF-F@T8U]LM)-.>[07D+?VE851$$^B M. N)MDW$S^,>#-[QZ,^"
(33CPAT_^6+]N\KQ[S:M!+?2HYO&.X5:.'9YO#P MT5HW#DX8[=9YM?:=[3/9B1[;8;C/V%/;99-(FUA+[&FBA4OFH=Z(OAV321S@ M6Z;RY:)S0XBM-ZB7!W9;F$Q
<2."-9_&4'[6&)O,+UUK M(E#<-U)!+AZ&#%E" KJ.MAU>MSZA M"W9ZP'/@H[%HHP(?/R=#;NX](AH$A19P&D37@[&L$-NAI(\0W+U$MB>)1&8X MP
EXSS1VJ3*]NF0TZ8V'>*)EO8QUR-EY?VZJNS'LOL'+-QZLF0C&3$S(65/ MV)?#=5$H@70BC2"4I)&H_+Q[RB+MWN2$LB< R1DG?/:3(K5:;T8"YBGI1>)X M4^ [-@I)^MV(.
<*PL0MOIHF.472MZ13$!1X=/PO)2V8N6I?$7ARBYL_4?Y! M1>(@X/1E"VP<,V]-@ZRL:@+H=B.6J+BF)Z3SI_=K]#>)C6H# MLW.H*^ZX4LE)'=<&YN37E&?
5"_&E7^7&*!W60/T31Z[5NQR,8AY0J$F=G-1 M'7!4!YRJ]2"Y.J*.[(URB4N/3QF'7]/*)G1=YY58N<57 M^])K,-"'[;(0!Z4(<*$L3"6Z31?=H:'WN@="PRK1K0@3KU-TS>Y0[[>5["K9
MK:'L=H9Z9U"V?N[%9?<::@/>8>?VE2C]NM/>\.I-LPO;_H$)O17(06PZ=WKZ ML*]*TBO*G4%7-P[-^U7<>7'N]$%W>O4O3.\.6V:OXEOI;P&F!2T#?^H1)K-'IGK M+ZDFYL#
(47V12TSS@*I7A2MSMKBRWNX>>!.MN//BL8F>WC$5C'95N0.Z,[J0 M[IP2$[@.6^DWR\5"LX45_&#D(?*BBN72#P[>4^L;LP2KW1^I_C55Y8ZAM_OJ
MKJRBW.F/5.^GZG*GU]&'[;) AQ6\C:G#GOH;\UA@N1Q0)M6FW;'U3-XT#>T%4XO;T1/YYX_@ZT,W2P63%U\KSU1@-],ZA\2;%
MV"HSMJ/W!E5D[+5E1A)$Y33P%UGTH.-.X4T3UMNA/NJ5Z.RETJVJSU+#T'O] MKN)IDWAJFOIHT%<\;1)/.Z;>[H^JQ=-KR(C*#&#.;;R^:^Y7P8:9N\F(NW> M6>NFQ&KK8,8.=
<%R9M?=@]:U&;XDZIGA>C[H$]+X[ESC7 M:R6[IHB_7]]U]JV)22ZE_;6:N=GU9,S0-!1CJL>8@=X?M15CJL>8H=[IE3]Z MOO#I4B*C>[ZWQ>FYQE]=P['\,S4U$?
V.;H67\4HGB*"K2T8W]*YYX&5^S:[_M:L@<\#C#T87RG!5S=L>[=;-3PAD\$6.N\M)[S*9^D#0/ MC*R?+%2WWCE1[/7+GTO4;5J%63K2C4%'L;1)+.WI([-B]Z.*I4=ZSAU]8%3,
M\E[#X?ICX@D@4N"C$V+7U2L[4YOMLUX/J;-!&;Q0=6RK*&L,W>PKG-W*,F?8 MJ7=A=Z5WS4^BZ?:![HKH8-@!ZMI^C+UAY92/\^LJ1Z=#VT><@D#55M!;\'?[
MPT/]W1/0YT*'*4A2D/V#MR,.CVE(4I#E(9LS*(Q1DI#E(8H#=D85NSIO>[! M98P74A$Z0;V.+'BA["0/?\A)+ZQ@YGCTZE%>,/\5AY$S?09:T[/)*OE<886N MM0S9&_F7MS*9R/&
(:J[,DU[(OW][Y-C1'&G=:A.]Y;E/O%E\ MW8*O7J]_WNVWS/ZP*MVRRC\?--0AM'J&Z-20VW^O#/LJDF=?5)F9^M0YX[% MD]:]K,DJ;M']SO=L3'"S-?@;V14K@G]\B^
_B&D>8G>\STG9NJY9H69I\&_L M-F[-V$KSO,3RT8+6 OJCU0[G0N_S1FT;%8N;G+^,U=^OR?GW><"8]CO\;AYJ M[X&:0#VV!.J-6:!UVOJQ7>&;2+-/\,F^)-
NABEMIUUFEW>XVF;L)]S+E1?L1 MSFR;W7W:9NQ<[=60JW.L_C61*$J&CI"A:[EQ.+(?[O'MJ:MWP(,_*]6E^3)4 M^/-
!C9M>.A5)R9.2)R5/2IZ4/"EY>DEYNH8TS7=^&*U$=JZO]O$B&4U5D'"5 M[Z9$0XG&H:)QB7)I)1JU$(UKM1K7$#'CK#W/G[\%6%R[#/RI$ZGH7 HI6;:N
MIOF"%77X5>*DQ*D2E!RH4(H2)V6=JN1FUC R]WFM_]B;%SN%]>?/__RU]:G] M$OAV/(DTFSTRUU]BRN'U(?J:9;'63Xв+?68'H(ZB<> VKT2C\:)QD9;6 M2C1J(1J7Z E%#G2A6-
4J)QJ&A<:\A!B8:R&F>(1M6AY\=W/P(?RE^[HCXR M$M6HO(WA@3&J!N=MG/DB),4#N[XK<5+B5&2=RAX*FB]. M5]D';AKX"^D7^M[!_F
3\WAOC8/Q0INH'BHE_!A1ZBI14J)T&C1\)4E*DDYC ME$[8#;/^HG0--2H?$<*1A9'H^WME26@JFT1EDQ33Z\#8BI*,QDN&LAE*,I1D M7!MD3.(GB7O2ZTLUNRU_-
JB]9*M\$2452BJ45"BI.(E4E]YUUXJ=OA&LL^: MYWML,R3%-?[J&H)OGZ,Y"T3D3;L5GN4KG:"A)**:Y$* M92^49&RZQKP^>W'*5+7>H":I:F,V]0,F':C(^LE"E:LFE>#@[N]-O,I762"
MF-,2]E2)DA*E+:*D\F>5))W(*+65*%U;JIIT\["=QJ,3.KYW;4&R__.GH6F8 M;]715QU]"^EU8 V7D@PE&4HRE&1(BS&U_&F ZRV_7CL M,NXZ-^M4<7#0["CJU%)]+G-
ZO0HI/+S,6(FA$L,+)O$I*5126)W;A^L30W)I M7T<6K!7^:SN/]W^!/S3'_NN-,^ZT>\/^H#MMC_M=J\O&AMD=M+L=LS^T^L/V MZ'^-3OLF^Y18R<(*9HY'Y!J!L+[8,FG$-
TX$1)WD%CY87;@I/=NO[)%Y,4N# M@-OGGN7DO^(P?S)M$@ KQ ;"#BP&7LOQ6> EC\Z$:5,&WR$0\M)ZIGYYH?!]K2M:*I'RQ:VF?X%_]2C !D".))% =,BYZ7
M*/4PA8GOA4Z(ST\U2YO"T]J2R0?I*<)FQ@\G,"EK1F_&6< R)O0/9DWF\@'0 M0%L;/\,#DX!9D1^T$LXZ(9!@XL\|H*2M/C&^#B,Y\'[X$0V)7XFYP$()U6! M)F H_
6L/&!3X&6H:Y,Y6!6& M[.5C6PNDZ[\M25LA9%H(=F9=1-9LE%A,%S-NEG[HX#!O N82HOG;)\>.YL+6 M9Y\2>UL[?<0:@^#&T>9',M8/M9(%%[)T9C=/B^R?
\T#.9@E6XVX,I/QQ9TUA MLF\L]\EZ#M%9RAIXL.Y9 JZN?>,*I],76R'?4VPP6QQ"ZPV(#0OP5S GJS)S MT>8@T7^]^=-NQV!P<_\=70H4[G?P0A">\"^OK?LB-I;9?
($R/_\E;6!C@>K8\>>BN&%XJ S%_QR^B%_.M4+EIM+ALB[B?>++YNP5>O M"SX?M@;#3N%7[991_,B&H8:M;MLL-=+FSSO#KIJ3FI.:4WWG9/2VCK3CAF)[M%,%
(PPBYX_#V,^_;-2]AU:PN'-MVV:E]A^'*9K9VZ..@Y;!G,>UW^-T\U-Y[MZ,U]8\N(+<;@H'7:^AXQF>LCVB?X9%^:'2-QG57:[8ZP5)MP9COCJFZ)\NU<
M[7[D*A:UYM"RHVAY&EK^HKV;6]YL,UB;HFOYY?WHJJBGKJ*QCI6FIK.,9 MK.,Q?F*WUS1'\=;!.P0_AB'L$(/0X%]G+C_"5R^1=T:WDX/=^678(Q57"Q-F3*
MBSEM3EU+,B>=Q4P+@\E?;]CX#]]"VJ-.^W]G1NM?R]F-9KG17V]&@T$B,F(F M9MM8_CPD>4U++@"1IL/4%#0T*#'5HLK4PJ^SY/=3)E S:\'AZUDCEH&+1.4OV3 M&?
3=>L#0W'U/D]Y_I:(';.JR211B#K4WPPQM7_.#F87I M_0$E2NN(YN?&MB2.[828\.]X<9)?C1]_<-E/+%OP1*4!$":>T]@Q"^!S[_# M:@,8J-6$^I"L& &)UL7(PS2?LE*TQT-%0N0E4T
IRM8$B"G*"@M1*0+C N/R MG-9<*_8F<_@*AOB/&.9!+R-^9DH/TB*#[W,G3-_[9&'YR30$LE#IR+%B?;B, M5*8DZIT?4O%"TTJCY+HRUTBY$J1'$$[*(Y_X^ G53G
1WU05A4(V=7YB>()6=0-8H/K%QZ$1,F\-+<^M)9NMXT\!*R[9H=OIZE8JU),'"NJK0 MGT9/8!9 B1Z9ZR^)9N(YW[NC]V4Z@O/UXCN3XI@P7F)U$?^JI15QC#8 O@XT
M_+#^W)1D7Z4,*Y $UN2/V$&#)::&W[#)W /1FSTC51E.DAN;A?6LC"BD&"A M(5C3U7H]+[?C\.V"6<$=:8ECWX$?O,CN#5AEYJ$QQE]F-0,KDX(E<5G6-='^
MLWHWS,O,@.DSYL\":SE'YS#YB0P"9@.Q&-9+,Q_&UB!4GA M'DP%6)YJ,]\,_#@*'3LI4?R'YZ"(?(N +&&Z<7@Q;8KPHZDUB?P@YZGP@>A5 ML)XG/_B1ZJ7X#AD #C(+/$X
N0KQ>U(:D/_8JH A<&GR+ZD$'2!0,[(5'\I=^$P MX65.$& -L6=-IS!39NOT?9%D[A!&FGGH@.Y8 1;$2B$^1G]5+5)5:B+4G-2<
MU)S./R=5BZ1JD50M4E4)I[+M5;9]%6FILNU5+=+EJ::LH[*.5:2ELHZJ%NG, M)+I<+5)_KZYQ%\T!*;J76&^TJ_++ZI1?9G;U7K=3V_PR)6RU$K:>/NP/E+!5 MAB%-
%K9;0^^875635#W&J)HD97V:;GT&7=T8]M565QF&-%K8^N!7]92P588A M31:V6U/O#T;*KZH>8\Y<@%\%O^I$G7LY@T<5MRI?"C(,M\?B]I+XHWHO7I0@ M'?.*C-& 88.(1;! T70)
*D MA@6A[WG,%=7SXD&< 0T9, GR@1A'C<"N0'B'6?9L$S"$12$ 0XDY$7[0F?M MQ<1]>,=1)W+3]\9=V3.4(*9H#\7A79IR6%46!,XX3))LU6";@)ZC$
M0K4CSLBHDUA7\76#X"-0[4#T8+.,".?$E+^]4)$!J' M>KU[-O_'RN::!?,)(W_RXVY,G@.::A@E!U&E$XX-&NX%>AW4YGT*_JV'K@=" M3W&,G<72]W"[0BROM94W
I*P)"20+O<[F#\1!E&*UF4"B>OYD<;^B#GD6@XN MJ.B!]&":L*"C<:CF"E?UO6H$=:C:%UK=B2/O;=8NOXS8W<2]8V[T1E%MT D M'!3,L>_%)*%CL"=31Z#;;3($.GT;S9W O@-
'+GI>A=Q+YI6%HA,37P,7S,Q' MPO"%\3BH6P;C30-L)$?@ZI4SIEFHUP5@'ISA,BN4YBT%6P<-[< M\B;2T,(H\!_IWTZLI35V7/#N6+@*4"B V;;-)/'D4_BUC$__C,!R"%EVAW_; MH=
(*YZL)>$-J3FI.:D[GGY/"^9*>A\+Y>C&B*9POA613!5HJ)!N%9%-)>BJ< M+V4=+TY+91V5=:PD/17.UTX2703GJ]])T0418H7L5>PJ!HD(,:;2P M=?1VUU#"5AF&-%G8;KN],T-(J13Y?
=AB7A_^A+(]5V9[!CV]8RH(R^HPI-'" M!E[52'E5U6%(DX7-U,U.?8^+#?>M+H'0707_ZJ3X7IV*6Q>%[[5]DD8*CD0A MU12+1MFB6R4:U4":J=+SS50-A>^E1&.3:)0]3"K1J)[5.AC?
JPE0!5L+F;97 MR>Q9^:X=5/0NG^KHV3+SP '/71L_)Q@$R0R6L'S?UJPP]"<.U5<].=&^5-4<%F72KW#V2YK MM/8%-C,X3T>*H 12-\OB^:T7-'H))P"Q[BH=(6;"$X@$",&F0C4J
M,_. AXS1NOU@9GG.OSG[>7$:R'_D>'QH4:@&@SG>(^-"A,./8\=-"M6FL4?" M!X(0/>M:".:<%ZX]\ZH^K-'%?ZS5L-5$S&C$_0M"OVVIH:[)B@]>WXX*46[3 M5BT8"H54 U3-
1]]]Y"6<(7-=^8;T?1G9#D61N;:,Q\ =KD0@BOQST)9%[(%[MP:4;A/21JBEU*LV$_8X^3Y [<&P8=Q98BU +81UV2_O@!_0^*HS7(L3RT+$2
M%5[@AK[04EKN8N&$(;ZZI>U'(2P\3O;C2'/]D*8 9FHK3D$*1*#*5NM? M/J?FI.:DYG3^.:FR556VJLI6JTHX59BE"K.J2$M5F*7*5B]/-64=E76L(BV5 M=51EJVL+Z@LUU[.JRBQ5F;7)
(I:%7E"B M48W*JBH]WU#54*7>2C0V71 IT;BXU5'UK"]>?U6YPE9>4&AY:7|\,=1D#K1G MR$A9!R1J@@I*B*BZR,9Z*7H2)^4E8\^PI A>GQD0!YH&5FS+ZJ_G7&%LTBN3
M%X21\E)G<*K^$DU.K[%X=C\9*UM%>ZJVW!L*IBD5B*K19#U9MES-TGX9MOH: M$,OEA=*"\V6$ATN$]DNW-4@&XJ^5LB%*UFQ1LQ8F(KVZ6%B!'U ;QI;V?9ZV M<,W5%=HY?
8&%'5,M7$[N<\WN14],U<,\Z6'>5SW,*S"7B_0PKX)]SONP+S0# M&G'_NO??-K8&;*.N'EUQ=W5R[<[Y\7;R\"?,BHDAY=-F:B)GCH>;BOPDPDA M/<
XNN:RF>7J6N"$/W1M'L,2T6K#+H0UV3B6#QL-.BG!$E4G!6H(>?O@/7]Y MYW8C?'D0PR;P@7(N7TP"X@1LH>5TP5]B?:,]T?6]V!W9T047K%I!AXBQQ8?NL!%X! M-
@09NZN!.8?!$!V?92T^;NZ9'XF&U7#28_25I$&K6CJY5P5\7U7 5[H25\U) MS4G-Z?QS4A7PY4I-5 6\JH_'^%4C:>J\:PB+56-IZJ OSS5E'54UK&*M%36 M457 GYE$J@)^E2)
[1.I5\7L]*QA&I1.&JU/!H(2M3L)F=G2CH]I:5HJ@W/U&-,Q5 MG97X:;GYZICX:*J"7ZC"DR<+6[^O]87V17I2PU4G8 M;@T$3!LJSZIZG#&OT+-2Q>
[77.QNJF)W5;:I*GI5V:8J=B^%0JI40XF&LIK* M:C:PV'V?LBM9S&JOE[7C8X<7))845A6*P4L#!VJ;"L=#UZ40MI MK V#!Y_\X =UBTX;2%/Y-
%^[$]C:'[$58%4TO)@H1"713A!&*]]TCNRU>>YJ MJ;5,$1*VCYBZPF!Q'SV@9"/*%I,E.;0D6:(8YOOR.O)7($2(&2':RDZL<*[3 MGQK[(W8>+1?%3L("\.(PWMS9$05QU@*K$T-
MSEQ[I=^K:$2[I8I<-66M36F, MFI.:DYK3^>>D2M)429HJ2:LJX531A2JZJ"(M5=&%*DF[/-64=536L8JT5-91 ME:2=F42J)&V5(JMQ2M6'M=YYA7V]W2O;GZ
ZJ85*UNHD:P.]UQ\I6:L,/YHL M:[>&WC,Z*EVZ>HPQV]>7+JW,SY69'[.M#[L]M==5AB%-%C9CI(^ZEVB[J(3M M^H1M.*HOED3#7:M+=/NN@G=URF*T0<5-BZI%6[5'*G-
>%544TJMLJ$E)1C5J M(JKT?#,U0]E,)1E*,I3-;& =VNK]]):LR-*S0ZL,+,TUW]B@3:V7.P2AAY\ M./>#B'IEP8P?F:P8T[3CX.GK6QX[K'E.14ET.5:$[*^3.':0)[MDBHK;,:6%-I-XB#
EFB\%6B3JNC>BP+$9DB7]KL53.;(8H/:SXE6Q+^8AMD: M]))VL-9L%K 9-J4#,?"P/YTKJN+H8 T,AQ'ZVB<_DEWQ/.T_8H\^;N<&-GKM ME@!$*35XCP]^C"Q5B>ZR,E$(4W$!
(]4H.BN_U9$VX!G\F]?#PL]L-HXTVPFI MAR+OMXC4)J-));FR\O&=[Y%3@<6&G)]J:K'^U5-J3FI.:D[GGY.J6E15BZIJ
ML:J$4W4YJBZGBK14=3FJ:O'R5%/645G'*M)264=5M7AF$JFJQ8U5BS(ZJ

15DB]E718O*^#3<^ ST M_DAU):X./YHL:T.]TU-8$-7A1Y-E[;;?'RFGJGIL.7,WPRKX5*I4\8I+%Z,;_8IA'U#K)$K^'> ;5[#S0GRC$?>OI/L<8=D@ M;T:GW8IRNEM0*26(TH+* M61D6N6HSR_%X:9WKA]@?,F 33, !\0_\!0V,"3A6A!*#Q5YA/ X=VX&7P(^9 M-
9F+/HEW(,Q;JNC$4KI8D[7T0P>+S-X$S*7NE&DI%I9A99X2253M]!%K#/.) MH\V/K"4%78A=YB!/B^R?\R!-BIJQNS$8G!]WUA0F^\9RGZSG$$UL5DI!1+,$ M7%W[QA5.IR^V0JX8-DH+50R^@5V#!?@KF)-5F;EH8'BG?[WYDS/NM'O#_J [
M;8_[7:O+QH;9';2[';_M/K#]NA_!S?WWZGR$#3G';P02\#_\MJZ+V)CL07I MJXK&2E=6J3FI.:DYG7].JJ*Q7.JPJFA4%8WG(YRJV5$U.U6DI:K9416-EZ>: MLH[*.E:1ELHZJHK&,Y-(532N4F1+2%Y5-M8Y6=70NZ9*PJ\./YHL:[>FWNG5 MLMY,R5F=Y*RC#P:J:U!%F0-
VDH>UEG>W75%8ZY2^K"/G^7*W ,'/#-M?%S M4JK&^_M-GGFI6K90;>K&DRBF\AY>KV9IOW1:HZ25'!:R:=:3E=:N69KK1,Z, MJS,+612Y?*1,#[EN0WH($F^_6S^U+X'_Z(2PX"94/(IU1;"NI5S7AE)'ZM,Y M938+L/#50_N, N0D(R3] S,?
@"!,P/ZBX$CY^Q=H16@[$RYF\,73W)G,L=$@ MO-<&"=3&<0@3#<.6]AW$WG:F4X82F[:HS$]7%A'S(DF<-0LQL\>FZ> WN:GC MM./(#X0"..%Z?TPYU60-\+*IPTO,\M.7;^ EG53 .06MF,:NJSU:+EL#I$'GAEUL+8I!+P!4X+.R$&+.+#
MPC(7F5I9P7H^X_ULBBH6K';1DIJ3FI.:T_GGI(H%5;&@*A:L*N%4.8PJAZDB M+54YC"H6O#S5E'54UK&*M%36414+GIE$U2X6W!@//W^DN[,ITKV".Z;J"&N8 M%VJVA[7-"E625B=)&_3KFW^L)*U.DG;;ZW7K6%'1\"SWVT&)I,ZF)+@KXW-E MQL?
0S7Y?;725X4>S96W844Y5=?C19%F[[?7/W-Q8.55[% M<='@__G3T#3,MZH41I7"%#M%2C)]6>59BC-4)*A)*-.-NNJ2PBITDGT M11051]L*>"Y84Z@]6=F2*2N* F<<|Y(:&-7Q0B"P,P5]\2+-\[T[8&2$@^/5 MNP#PS=3UB"+)L1_-J8*
(UP7Q;GJ\X,OZ26,G%44+Y^=Z,T7.M?N_C(/7]VM? M:H[]UYO=[F6E6*6VL2_\OY(W9L)WHFBKVSEEC-J'UEH1\'6"S7A/K$ MAQ /C1ND6<>BP;D%TF*%QVCU99%K+H6SOT@NL-B M-Y"N1Q9&B^279K@\UI U&%N):B:,GC,
M=3V%29)]@C6Y4@CY)-9H%3!1CAD27>Y0[@(0""<2W2_!&,'?)U9 8X+_G43<1DZ081D[R2T[->M,C#-L!+R_K"SSS+TUMVN'4 8H"4OD+;-E/3%63N.^:F>ZR6(A+^<-F :&%<8P\DD_\0PQ 1CJVV_V74$Q9@.TZ MH!>6,*[4O]K#U=/+ JS=3E44",DW$*2N_4CTAL_0*
(#RSYE'$Q36H>$ V)!A()K$%[8M%AGL"WAC^ M%-@4N\1'6$_6U(!K%$27RRJW#F7A>G-O0K?362\DV9UXH=(X)OP&EF5-!<)7+ MY9AEC8]$Z! N'6U(!#(3I9)!XO($5E] /M"ODD-@\E*!\C"-B8"D5U-T1;CS MAPM)90W;K_/?
4_Q?!PF&Q(J*)H@)")Y+IF=24D?:B:M%=@+N=LTEYUQ_QCBD[5IOW< 1=, M^ +P64_[Y$#9W_0&(& MI4]G?IT6R1L]^GV_!2=*])6D;YISE\";\5WX-B23%Y+5Q1_#^$Z .PNWDR"' M0"]Q/\.V MY&R.U:QB= S!]P$9'UPA4'TPZV$2:PY*A0XC&=;W)BYN2B2I]#
M&%R,LL"I@=[]SD7O_%#CPM$"8O\R0]A>^&C,;C^R9%!'C)W/6SQ_8#1(14/ M\K]FD=8<\$C ;PK0JL,02:2(K"#?$V&7!1@<#8D!OUUTI&96D/A"F7EMWF5JI(R?I8(9W4O4S_(\/Z:# M OFHM/O[> 0! MH.;,+D[E& !J-#%A>9#$NDC\=]0"N.YG#._#<7-8QJR9]Q
MW_H7PFC*A_X$J]YAQ-Q[IJ2-P=MP@T1RH;!]H NZ<^"NX1HPY.-P4RPTZ?L< M?*W9?&M$,RM7]WL=G1SV,GH!!*C:!8D-%96_%*A^Z4S:G73>&6IP-FOIRQ/]%! S^UV&7^Z,7@KCBP]0>XNK%,B9.B'5P25+O M"_MR.!F.)/"+@W%[NK X":%\IE^\0B M[I&(^S'*
<;B->>#ZU9N#%'Z?2II+/'_*DH_.'C4?E^/J9WZ^@1-1QL=PTU"]?@'I983.[>K_;/6<5>GG3=M'ZX(NRY[8_MU'O&N2JWCS #M?77/O!8[DG,P%$51)>5,Z/?UPUS=*8V9"?U;IK.FHX^&I5H M,:X<@9($?D_]?/!*D/WDE3>\J8^LPO'EK?Y:]C=/B),)P?3]E;D/MZ;>&9Y_
M>U*.PT[&C,Q>7;V&_4Q%YOY-/'^'/WYC&!3WNQ#0+@;U9)]F@^TC^7(.AW[M(?*6"@LW]%R_Y^*KK:Q=0Q_T!H<=^/>^%*ABX$F);MU%UQSJG?ZH:J(K-J*5 MM'.#;PNG:K/4@8G9?HQI'67N4E_@11MP /:M^^Y7K.Z;1MR_.RWE* 9.R+,6 M=Z0E<"
W'YSU[K53FPJ2Y D<8NGW*574@]IB*,F2]]98^H5W:+Z19=PF @Z M[+7Z23*GS/3:'T B#_X@REHQ-Q!G@35"]))!6AROBX(?D1B*@! T65Y5Q7_> M[[>&F5];9/2D=S7EM]]QR+-J!9Z$O@H:@3/*D(!WV,7?N(XU=EQ. M#DKAI-OF7\Q^"A&0.JU%4XFXHRVD6'O'B*G
M;8 :V21M0(]>*7$S4_$\2-QRTB9FM)^T)03[I9^M^;YVB3O2O*<760TS[X4) M,D[1M1TIFMD]RK:GPB= 0IC-]:L_REC'I#8(OBK&4M'AJRGH $[V%W"N,MJ/ MR$:R(F#S ,W ?TB8)Q*:-C.N/TP-6&F^=3;S;=!9Q;/9C_Y9!EHPCF&4XG]M
MV'>DV4DOSIIJ=J3D3HNN",GD@.N6;F-V6H9WI$=)%=@PF8Q>9&J[UJKH="IP MZN1E/?_QJHIW#=_6;%1'(Z'X 8R, ;H=/ Z,U[NR $PIA36Q.J:)RNPM]0Y M75_I]TB5?E=@+JKT^Q#+ULUL>0?8M0UGEU\R1Y4C#4W.RVJW1CD?2P+C2- 9 M.+FP8.)P4\CMGL\+
1MZ1#CIE78C-G4\N+.34F4[^%B('@)MF)2>"B!@<(L MWI;8G_G).7L*IL<2B#D.MY?!LLN@3N'I&C4&IN(O$%1 H!%0%>]$M)K*WDFP"CN<\Y1I@+:<.ES7")Y]G_. M(]O]NIPAC6*GR M:/A%(."A/G,&+M= KF,4D7)X_<9,(R-(@E# LZ4G1+ MAWX51WNY3?
&_\]"](*=+VL Y:->?@^;C9O9(S]BR8,\?1*S3X*29 MQO0+[%M;8V[(GCCZ&-I?)]3^SC%:0+N_,H3G0MW[X <+S6C?_9UC'-@>![M&5]/+Z"HY & M_S0!K.*(B8>]&?%6'43TB(INH9^?V IY MR-^%/V<^@6I:L",3X"0N@*!QGRR.QTE&]Q9!,,5(*CH1V;>+>9,V#>"1SAV
MO$1>RKTP T*97S#!F@'-.5BD<'4G8*$(@SR!;Q5G"P1+S=P06F0+;T+\2WA M*^E1[]HQY>%E,Y40\D:\%*T%^30YTWA'^8=82$:*@BI\GCF/)<=Y(D?BO"O/DN-D&6ZZ^0H@##PZRU]*<3YOKT M3$0C]+WZ]<@7$;,%Y'J6V]1]07!8-"$+4V&7]X9?\;,)3U#*-
N^"Q7#X2U=S MP:M$X/55F1$_6^F;\P!NRY]7W-5D!#'%E8&XTYX&"%)/189[N:O$3B")(\RA-==C>W1IES84F3H_\9#F>3%)NYBN2$:4'OOZ M* 33C[U\DA-,1AO326.'"]E;@-@%WKX_X?C%'"YTDZ)F($+I'& Y0:ZY1.&L M\/PP=6-T\<'H/6%ODQ4."';Q_A'4'D.*!?
T:7R58!X(WV9Z7D;R)'^7H$+4A MH K^Z=2:R/88U#P&O-$%0OXC("TB=M/1#ELD)$*0#34EYTW9PFB%*%.2"3H, M9@_,&%U%MN !U'T^XBQSH5WL@^@6]4[7-B[93YFARY)^ M76M&1Y?0[%SWQ)X!#^V=YENT I7ZE"S.:R
,0%>QF^BDWV0YO1R1.XR*^D[L#H$X@ MN8C//A/E%D:$HRC&A,* 00BAB&07),^=,"*/-=]""V]UT#\T2$"8 TN!8!(_OA.NS M_MU_3.XRDCFN+CG(7,3BM2!%PL2&>2NX\$]GQ XGN37?=%>>W7+^*40P#;GQ
M#C@$'#VABQI^#YN)R6UB6#)I8A!/4"_JU2.WC/PBJ3-3IL?<74+7K'!M"T+2 MUI]J(I*P1UD4KF((=5W876.!.F%'"1 *XO[&Z7I[ODK_6%9&X-!L ?I<@^=M^ MXA-(QR.I8"8@_O3F'(P;N#YVG)6KE7=M=D/R 9.VMI!0+$ M/A,23P\G[">;Q.*
(@W?:@3BNR.\SWB[_7B=?/2;EQQ8+.5]GN1U8/@F608M$P;IO+G>E!H?@!7X&N/N;W2L.Z-WR_@]O=&SQ;_2 M2XWWTC(\$*Y^,AOFV0DE"&1=HPYPW)Q1])]?\#0B//XW>8-$@>247]SP'R$)
MR"V178!#Z[M:9^[':PZ'GP@1/UOSPW/FX@KO58+TO@@YF;T820X+U,@E?:?C M"+?#V^N!!])PH@U2(YK@DF>ARPZY^-TWM*',A9Y/6DVF=*.,CO"%6D#$QS^!"_V \| M@+KV@%Z. /63^H_>G'>4_*^T$R]N(>]7]_;K<*X^>L*!H4Q3/-B+752(X!Z[M&F]FM[?
&I':L>]F/;UI-TYRT]XSU$U[LV_:SR2E:YMB?PAR\.7A MZW?MX\>6]OG[_WO_5?OXZMRA.5!TW -#1DO[+W#J M7;ZG,_3M&[&I5S\)?WV'X)2Z_\LX>'U_N- -:A><-!Y:_'+L ^]07Y>TZ8TU M"'L?NI+@M3Q]]26E/!U$T .+X*8@/Q@XT+Z 3&D?=4V03I>!MGQ*(EXY3>"T
ME!1E\?Z#='3/#LU/3F$,/A%WEM9>OL2,6S\.J1<]^7G"VPSGLET]6;8HO\O M_NM?XH(H#51N7D]1.N7_^+$%R7L9,M%3I2FB\XI9/ M&:=IH*MDR;<0Y=WJZ8?R6BD3F2D:07B8N[0[&Z"A*C[>35F+'&KEC!UOS?;; MWQ,G-
6F!^RO/8Y4I,@_@+S^'#OFB:3#BG4RHH-]\3:\W/B?7&_0&XRT_%YPN M@Y1'LCBM;'\BTHMD*CJ&W5*>TTW?-S9!1).D-D(>^\DDTSKYG6(YAI;@!-US MX871F-]*TW'(]R@629D-=/?&BV2RHD7)UOA3C$KH*[DMA3=*A2DO\KQ =9XR
M:7N,=B!88&+WQR1T2V&]4ED<(@.<3=#8<,X\@^;PCU%1Z7Z HA]:!'F#%Q;)+T7%]3']9,Y-V(V@^JDD[+BK$LEFX4\0*5=X>7A<8U M(=O..R5>)I)$D<_#]7CITTT;$:POP)Y*:"=G&Z;T#:!'#.F"6'K-U*A)&\>59
M93*N@,P8P\&;1;R"!._'0WEGM95=&]\/WXB+;WY!#TH(;BR"PO(UY"#)9$CK8'@4'XMO, 9("'=[S4G,A8]#+9\W#(1YF!/JV;VRG(5O,[<1T@1F MC%EH@=/:>I5GV1Y M+*P?E!Z;!QZ4+TTYR#TTG#<&?."_36'??\0>2[GG8+0+R$;8!UBUE!-9F9J: M_HA^ C0-2?^TZ'DI-
GQ, 8(-G*JD4O5%,<@;GVPNDCA24=E9,+,P/!KP83.0 MC'A1$9 [Z&O+>.PZE'LLZ\ZX87J/_QB#^R$W59@B;?A>!@TB26'F96CVNH9R ML5I@/_=X"0+@123,X&-C1)7$)H'*2"<3>R[&U_%D^"BSCZA$#I9#X?9DZ+'!>\H0#:CP/?
PE6BSYPDYW)U$D:7,KTB3%F2L)7^DM)W80LK)#]M M;I,)!?EC\@U !N]\CV5&#V,D&D7#I1Z!6QKY"YP*G!;P_ES[E85+_!ELCW% MX7-ZIW!NIP'GF*"'=$B)HD1OD8 4>W+><#S1R')3%%8X6Q1@QLI0\ET3:9&[M,PI>0OUTJV8_'8X&F,K+5*;%I2_$^\S,OBZ<<
V4/8SXA@%7.R;.YMGY16D*J3;"?0-/\)&288*B[@B_ZI MP)\%UB+D.PLJ(13E=Q!X+9&[A/5&-#5 M):H5LC2O6$(I@%NS 'B8H0T:0'R=.$S%8281-.,6%TQ/YAVVM(>D?A5S3S?L MH-R0TL2%% MHZ5+[!SN&1/T?+B)%5L,]2S>8Z].A)?);)B'J"0(63&3Y\XR%$3(" Q, N.7
M=.><\0OE7B?SRI/7:#R63]8U)"$C;U_[CG]F/WL6%@9)4F?]/RY?E%:=%U>$ MH> N5\(J^I6U7#++%>Y36EGA^S_$9V2T.=TPB(?'W*2^::?6B9.4)_)%PR@] MKZX %>#&19GFXEW\4AJ6 25VZV.E3LNSYL!WENB^&F6A,#(YTVPYS+?9:H& MJ+I-Q 'YJR)R[
RBH;*K$@R*TR% 5R!N5P>_A"\I=8 M8!'4BU,T\.2KG%..AF5-Z],=5V1U28C,E>TI=YX4L0-QB]($%RZ?7^>+0]N(MW\F"=?_-]V>X>>!)B0RRRRR.A8KUSK!Y3^8>3'7V3 B3M) MSNT_D@)ZW 1"2M0#NCI6E-UXDIA=)K=.G%]Y_(Y?K(X);H[)%%[8=M%#Q$D% M;
([U[8]BP[F;^A."BL8_;F_7')\@F6FN,VGX4"]6! (E$;;-B^ZL7;X)D]O MG5]//EXQ)&X/E\D%>)>/+-W:Q*:>OX>39]4#CXAU$;^2)[U_LN1XQV4QATM& M_XR<5.-!H/ F)B,;$;,6.LD6"2='-P,/R']FXK3.63>'E\)[PA^.BW?C,&Z(MYS]7^OGD<@K\!![)P,I?V-
2IX#A(G$P)=2C.!FDU89C$ @@\188XRB 7U)_[MNU&V8NY@\R-UJ!%<*A5V)HZIO-7;RG(BU0:NYTJI5\(IV8);>=[G5*>C1 8E M30C,'PB!0U4WB9 #S1873<;6R\N/27]:3I MR41$*C,7N8W".Q77[A;>5DF*B>L,#K6]O<>#HO@F50PNJ^EA#+U\&&O.BD]D
MV2,+3Z60O;NH9(C?<6QGF,]W@'3N/(28+PJVX=T4AUL&(G8 K^+IXRQ[7-0B1B,>4 7G@%FRD(]A<$"4LF/!V4_"*83'#>//4GPP?$>/ MR# /U<=%O#G2LS:/@RBK+T"3@ *$(KZ"@7H*JN1"]:C263G).I:T$$(XR2'V M9<0/Q2TAG9Y 7-(M/UUD>B!1#'V.+)"
LUI6(BP*D=?U8UO$T1-/60;T&R&[MOV<2JE)_E$Q6@@S :@,@RAD_'B]![FUGLP1R"<,H#BC,X?^ M)_]&HJ,^,7X'!8RR5W<;\7.164 8&MG;AGR;0CZHJ!"1=P\KY3$RWTN"M26W MD:D,^G 4]_(YC5F,H'P[$AY\X:T'F[I^+=(W-."6(<;YB2+EA@; M3(0\SR U #H?%'T^
M >[@E,2<"GFA"AK/4U8R>8PRHD=VC3!E$VH"'R<_@&',XW%T'UP %HF^GHQX MFR2F4@\'[M0B?W*K3.;?(I,P=S+Y71I56TF[%]'9I8R8,8?5(F$5GH&&N;O2 MM'$0/QE]YFNA0!]U\Q$_8=Q%%#>:,LJ9P2I)+?N,NGB28S-WIOQ25INZ(&,4 M,,2+($K7F>,
[>*Z5N(250>SL%2/WBF@X6"VNC@C&J\C)D^1YR*GOYTG"\. $ MPWDYA%I"6U*]\0"I,T$=LYU)SB12UB?A6?\-7HEM\CR6C.,NBL MR[93_A0+&SK*VBRVP%6(F'!&N-CPD%/2R$$D"?"M J_0(^#AO[DIX2X#?,X-
M)WDPCSQZ00,Z$7],),QDD@'(4LU]%PT]/5P76N\|,XY]L-?\MA7C*SY=-X%5 MB2,P'T2X[%G#SY*::)\K;"@-32V$1")F\AD 4 M=<;;:BX8S,TNS#C+LN9-E'182+E_TNQHZ7@*=0G%1,MJ4]R/N2[%]EE-)BUQ(3L_!? M8E'DBTA0P^P^AC6QX-
&BV72I'$Q8^K0*@(=]X)#&'M$_%]4<_,)3/(([9 W M4R;C1]#Y24*P#1R[!(M4I]>&WLB#BKR]U.1';,M"GC)2@:M:V%- K^ PQR*9)UDB?^219H4&4_2IX&5 MN?Z8;R)3D!*9.@YX,0]V!)?+G5QN;'9/KN,EV'3>1D3'NCF M7QAY&9&Q\[?

$*5.$*X4QHARN&>'%!)9L2C39;O96$ZKPZ8^)@_DU.5L_\!Y; M9MLT\^FZ<)AF/ZD?(8H:#KN]?@FV;))+S<]I!&VX G.:/$9Y>#N-=HON@S'; M*O\Y[<6B!0:OX0=ISMQ'H3X7;1?YP' > M0XY//L\X/?7@Z0SE(UMP&:(?XX&X!M! MY&+6$0_"
Q/;K)%^;4M'M]M0\)=C6L[(9RYGM\X']V< M'GHKAA?N"6ZN!&0_L5SQ%GHA_UKLNZ-1:]CKX-8;!?#_MGRQV)5;0,G7ZY^; MPY8Q- N_:K>,DI]WAKU23VR:E-%M]?I]-:D])M5O=?NCJDUJV.H,!EN'>DTR MRN44- &5[*\WG9O4_[11E=^8RY^:D5]HEYQ MUB)
[U\+;N&Q!P'+TX8O=2*$+D."[CTUF/L4R=^,;/W;+?**@B)_[K#UXGA_37?T7]L7T M SQM\"":(O5& 4US7F0KDO^6 4I!=@KX_&X]:__#Z*(W9<,_$N3<-9)O]+@J MLNY;"H'Z<8@%8Z_D;$\Z$?*U=TZE(,]%WNB=V1]NNXMX[<"#(+?&]P*AWK$? M8QW[+, V-
'=B=1,XC4^G;X572VWWEI%& $P:+OWMH9)^4DJ.6KU=)PQBZG_$ MF+89E"ZC&*#X[R&5<(4=I(%Q"R+J:8 MTN',MR5EN5AR7LS<;N'/T3RIGHCO;U2+UJCD[47EK>GVX%#7K#H<4A:A7A;A M(&?]1.)V:/"M5BY3"E&:>DWI9_+"_9+!MCH:RL,VLF+Y]>
(YM=%FLFB-2MXJ M$^V]HSTX,J95 0XIBU OBW!,%*INL:;,;;08X@Y__\9X@=S(?>E/*0][IRF\ MV"E3!!1%PF('F&G[,:8_4E"Q61<'A]UCGI!0%3W3OI@,U-FDGY(V5=>+\C>D M]5<*921?)(178XE09E*9R9<*-5Y*+KOIKZY.6FRTRJHL/X:!@,"'R"8",?UE]A-
FU$2V3]0=A,_@998"#CN#LJ':<[;6TSP2^\S&MIZT72XL7]ZO8 \G0?T8\ M.[Q];(][=X;V70"A\/J36_$I_>M5O=:^3S7]$QA>1.B4\"]6$& C&0Z(1:@4 MVM<8O$A!!H'4 L_^Q?GYQO.]3]B)A6,PX0]_(G;%Y*Y_HWG6 A;%)O8;?!X? M-QZ"X,'VEQ&S/[C6[$;C(@6Z\S-
Z,W5^,AL6[(;LAA1]>C?]M&_N+?[7U[G M7G>O'_C^[\'"B_9]O7%SGX(AKQ<2! 5I%("J=1=N4@Y#%)IT'LQ2"7Y.UCAY ZHABCI M;\)X 29CBPMQ<;REW'39S[DS=J*W%Y_@BX,P%7'I;<:Z&\.*^(*#KO0%^RWM M/>?/:O%S;3,-:$8[GSOF_\-^ "V^PGH75/'9<' ;!Q6[#T
M.?ZI;.##6\>$U*&'H^4YH?;W&!L[8^/XKXR#UWG8*V\!V^'=WS?;V1WTZ_03 MZFV*)N3YDD&-R7"]7Q%9([;DR'WB]9P7=@=L60UO9_/FH M) +,ICGUS)9AG KA9FAV3C*I06MH#$\TIUZG^!UEYS0$.I4;Z>7G9("5'6R7 M
Y$NL^+>&5TR+R>!M=CTL\!_6KTDK0B$S6Y[1;K]*TM[KR/,FMA1CD6N,7HU MIV%5FOC>Z@9QB]US!5PQAU#+-G#,W>]-,S7MOPG\&@ M#4?ACMF:1V!;.BT*+UWGXHV"T-]YD?>4V%^"\P\+?DN!%[9?61C1\>(=<@9; M5$84?
_W_[5UM<]HX$/XKGNN7I),82S;@=.;NAI#TFEXFR97KS'T51@F>.C;U M2POWZT\KV81PAD 2D!WOIY!!&%;2\^Q**^WSL/10QV[V.E7*(P(U673$YX-C MTNKMI7YJU2RW3=I(N_-*,]2%[!UQRZ) I$!]%.A/?Q]%W]^E5 @4N,"&ZB5U MX#4]:?'A,:1CK8[5]7\,\
(K=0#$::/P<6 H!9)A0]#!N'3-4(F2X]T>C@&OR M(>[QGQI]IU;3;9,TU?3/6<@-0DL*K6#Y0:#3T^NS^XQ[ZH O5876 M*+KZ.G(><6G'[5"W->H0UW%9P43B'GEV][ZM+M0%ZZ M75CU-MWK-7=CW&FHWWNXV=+%K7'=W >7G:);/X1) GP']!3)XY-YBM/,-
M1!]B%UO6!U$95H*;SF]@&/N+[ZBZ!5!V4:SO_8F@T_,I]S*YBB_*94VR.,F8 M.FEU/O7&4,;'Z'FIK!>5&,1FQ\0Y8()6)S&9M]%GA% ?E+/_P&*DZ(5$2]5]2>G7]$I"XC]0PT M('P$*@*U&B8"4"][IPC49:!>LB$/$*.(4?TF D9OOIPC1I'A/S1$Q'C'L1 MJA4QD5A.LV!*VL+J?
B1^BG'#[KAQ 5..>3+!<\92)NLV&P=*""Q5XF>+J(;D M#VB+L4(9K2B6+4CO$!%<,P1OHI;=*3-Q,ZT?#5(^Y0I+[T#$1]XY3PP05!+^ MB*51/#,F 5LM(UJ9G_\>%*(>96\3XS:+0S\9/P*A4D* I+P<\S22(E$C.&$^
M@A3K7$UJO124>@SH04FX__2#0"I=#^?/^D4*3TF]0,CA3])$&!O=%CG<_'N M/(\[EU5^?,Q'O$U.;$>EA%5UG".#3ST^D1GA5.IBI;*&'JA]PO\QO_.3-(:< M<2&MS0)AP8(5F((.EK4P-I6]SH?W;U)"Y9*L%5&;[#].G]#[L[T!]LK*:C] MM^QA[/9L77]*B,2>+-
P5$81X??,CW-YY.?P M[!*;CD'P-A-,ZK$L 7#^1/2Q4B8$G<(A'[/@%G@6'B2G7-X M9+IY%HH/R>>Q+!U'L;!T](2ZX,O&1GU]O]IZ)R=FU^IN*ZO7%M/(Z:I+M>%V[#-5]I]-QY[B))KQ#0#S&UA@)1_B*1YAE2^"E:(&T M=Z]4MZK9ZR[*M6IZ78D5ZD.='+K-
(KT.YIW./KPQBUI)R_BAN.L"*=6'-D[5U; M<]LV%G[OK\#]I=V9R)9E.XD]<7;D6^I9Q_):2M,^=2 2E+"A"!4 ;:N_?@&0 ME$B!) A*BI6E,Y-$(G$^')SOX'9PT8=_/4]]\(@HPR0X:QWL=5H !0YQ<3 ^ M:WT97K??M_[U\:>?/ORCW?[]_.$67!(GG** @PN*($,)\ O@$@:^$?L./
M$-S]D'N$3MOMCTKL@LSF%(\G"0[W:,D6?*6GIY KSLZ['3:G@=/VD>CHU$; MGKQ#2B[:YW]/[D",)1!\$WX]/C;O>=UWU]U'8/7-@6SX_;)TMI[.MPC=+S?[70.]G__?#M0 M25MQ6A\'WS*IGT?43](?[LO7(\A0DAR-,HG1HS#,B&*.]APRW9?%[9P<=I+4 M$@N7H..
<1@X"W27TS:?SQ [R!<2[_?E>YE1I]TY:'#HCE(- $_8@&RFE&>5*K 4B>F^) [GR6IF2B:2]?%KZ?>1S)K^U MY;>]9^:V]JOG&K+V&,*952?)Y8?:>2+'M;:E%R(XP/\'9??AR+;L0@3Y/WBQ'>C;%EN(.*%?Q]^E^%"\!]@] M:UT0,3R^AV.AG'S^Y>&F;&"C)+=Z[[=U=7
U^O;H:#BQ,;\8]X>3DY+A[<"PY&0ACHH24!!.D04&,_M"B+85[Y2-KZ'5!1O@C@6"F^2O"RPD_G]]OAH'_= MO[]ZZ UOQ-LU62T -3)Z6(W1)3SH7X-E!]]<+LT^&/8O_OUK__;RZF%P]9\O M-\,_-LAI#KB1VZ,ZW*8S^AE$6;VRO"3BHC?X]?]V_W63%7:):>3TN ZG$A^H
M#!K$9%^,_!XQ>H*!>PX99L2[3Y6G.GL&'"-C;^6(%#/')RRD2'Q) (% ! H2 M$ ^D01O$T@-BG(8.#RD.QM5)R8H9.7BWRD%&OE'F%L8,Q;S-(>,(U,;FF]S1 M\.]UPRL0D$)ID/DO()O(OU=_A?@1^](@3#0"RAFQPY$KWUGT*U70C!2=K%(D MQ=ZH?
T$*6;562VSUOD',#2:$)I@,)KQSY%A&D54&C[0]6;:\0P!*B05;O.6IE(V6_.\2KVSY? MW,A =Y6!!"=%PAL@H!K$A-HD0.@ BZXS&%\CQ*R8R!NZC MU<&YL(]J.YM2EW)-@@ MRWXBQ'W"OB_,:8OH;]$/T67BNL))1L'2RF>GG2)F[>:7-M"0,4#D@!-8B%2S2RL+I* M;;2R-
JN68@VRZ0693G$4M1%5_H($7$R?4.!@FXZ@#,3(@#:K3]&I9BB#UR!] M!IPXWR;$=Q%ET0'8LQN,6-8 M%31:7IM)"P0@(8#_JD07:_"80ET1_^VS1!:2&CO;7I6F#,1(3O%ZQ\I*;!/IR5U3M6[Y M2D",].B+'D7+LPWF)[766I,<'<'(C+;RD;MFVT16"A:3;*DIAS'RHRV5E*Q,
M-9&E:.7(EI2,E)$#;5$D$F^BN:NM,]G2885]HNN]MDYBLX;51%+E"HA+>>P!0A&$G0X@-YP?PFDK(2G+=E)%_<2(" M;-V=E(8B=&F^?G!Z":24QY%OD0<8G]C0>D$SDB8-O6O$I..T9O$7B8>? 0K2?*B.C?T$?$RCR\(XVP]WJH@&ZDL/[$H
M1QAQ+K+Z9=^IC%X)SM @-_OV'.'Y8ARV07;S8(W4YIR)+*569@*27!K*Z^K) MTQH<%D$8^=(B%#EG6!M)2Y7UNOI]82UT$YDG6OS"8EVPZ?UG%4;2S:-# @?[M6&E-//E6[EI&^-^*1D8?TC<+%_E0N@6)-?R9@86.(*5D0_L!0E<%(B,Q0=&?.S*
M7SXYA[[<$S68H!I-^G?1QNAE6F2OS,NRVJGQ6IYOB5?2!Q=*@K26(%83*#V; M[(>IW7EUG2<'PLBX?GE:_@Z_!A)3<+U*[=%: 8Z!HN..%O$KOJVED3R5W;AB M7Y4]@!D9TV-HY;>X-)*V@]VOV?@$83CJ^@I26_.[T5R-C]"%SLKVY^]QCUB/ M:(-"R<;>5^_)X1'.,
(<^_EOM%D4T@/X7A@9B1/X$]:C*C\@G2]K>@OF6\C=Z ME!9(L_"HI48@4:DM= *)4B"E58,7X:/]VRLM0B #CL3K"UM#>;V$2B1M9.TY M]>"-CJ'%V^)MZ#FMBLI,?EMD%R56G#>8\OI1G@)Y(VE:*&Y!6K-C.*MUY#.4 M>TOD+T.MUI%;#$?
85Z_6KHE6N1BYU4)VN15RF6=>A4SE^^H'E@S]>?!]/$'D M\^H+W\$7]AT#]M^&U\0WI7)ZK"Y910CO]66E\]SV38^@'Y,E[-R(2^F*=N3$.3VQZL=Y@WZ[9* M:Y"H#2*]\YW9D^LCKUZ))[6XCV9%'JI?U\Y8$
MXR&B4_G4FB,SE)$I+2]N3GQG:Z,$;DOD^#AXXTE3S9,*VR+&XX9H3?+*((TD M:H'H'!*C)C7)8=%\OI(I[RBFT.$A].56]_[(QV.EH%ITQ.-)C5ZZ=@Y&]K70 M<@[5]?RBW?NI'*,E3Y5G8[FO'Y?(E39RID668\Z:'4THN7G &::^(;V=6" M< 7LIKL^E01$&3;[F+.1E=X3I.
[V2,^%-W*NQ;X]Z6\E)-SR.3&Y*D< M^]?#/YMGWY23R1&Z^L_55G2$MLH:I/-N]&1GY=:K[%Z7D,>[V>69/$<,$^X*!6& MOC]7)A-#]X$\WZE6Q*^>'3]TD>M1,E4G(E*4;]N_M]28T0>U,)K1!U.:@D15 ML-05),H"]6U\:B/CM:^^6N:K]2/Q!/D1^NJ
MDELT^G/EOHB+D%(D?_T4CIA:(#AK>=!G] 4".$7:]12+Y('<;R >G+4X#47] MYQ'U\>D,44Q)9"P>,0YDT>C6*#I*>M5PTPN(I"T6&F(=2U4^4A+.S5I10 M>,^T!;C"B)Y,22"(I/,;\49BM_8+RG9' DQ:TY_XWC*]DB3?N#,G*(5/]+'(O<'N^3Y[DZVM"10(7]V$-BGZMN,
^6\EK M-\T]!@!4LG^)HO]O@A7W+S12! TNN8'+8O% M+"QBB?O#V$L_/RPR)]3&-,40/TI%29V@[:V>R[7QD5*8'\48A4<2+"Q1@K&C M->.>XL#!,^@_H!F0$37I G"%NV9_!RM/0C: M'L1LPY'9]CVUU:+O?6'1=LK+$ W)9^(NKNHP#54VF=-N5]FD?_B*^>1"C#[$
MM)Q&C8$H^;E/G&^%MEL'TL9(E4I$=*%+FBG7A M.H?WHI4T.5R)R,M[7!P0NZ9DFM=VWH52T;XGE8[V5A3W[G6@+ (,%CT0%NW9 M&%%S!Q3-:.5.R7(2]VUN'F8ME;Z8SB.FT+-9CD-K-H<(0.Z)-8 /B MN_W@'$V@[_63B]A8.7>51'> S9500E)=SD.&
\38)9RSF^!+X"+]S^5OC]MB MR0\4!@PZI4/*C6!OW$;1DT3(7%OS(PMR*8'XONC-Y3Z@PAI<37A+9917]@?C MNB7LN2XN;WK-@KM9K0OT_BH7%_]>)Z,#?3Y!-!6=+ MBUH7;3>,D.]IN@CO" M$;LEHBZFYX++^ES!_VN"O6Q]R-&NYXFI2G[0^8:Q4
6]BYO!NGB]Z2!VQ1D@ MSB/Y31DH@]BC81N[$B4MA5S86+81&S)7$?B.6FXE6OTEH&B*N5P84J,#.543 MTT\'(5@CHEP>K!Z@ !.]NH_+4 9.WL]_ZGOY"+P.T@X,R'O'>YU.J=K' M\F\5]1 V@$#K!Q*O8?8E>M[;%*RP%$HL9M=Z(K"LFE.7340K4XDXX!D&5-N
M4%&-6%4SV*+NI]G2A\R3 BX7;]Z%^M#_T$:WY\U[\6V*:H4]?%>=E!:KG>A M3YC$=K,3*-8!R?;$E2&%)6\U+6'_)'-)$O0#XH7RBU1?G13#)_(!DRA M4';3%)\?/HD^WQ%]/KOEKO@FFGFA.I^@IT]X-"(!B_\K'SU8P^S T*'7[1R\ M3Q\!#<1 P)'"AZ1>_'1L+B5
MGW@'BJ$.6VAG$7N4PF"L$I[/ETGNH\THZB!IO#35"X)07LN2;-1)0N9*B/4> M(58E%!/\9"!WCZAT43@N;N!?5]EMLC*+\MDZ+;)%XG MR]B7B]Z><'GI=H2]Y+!4TS-/#"P)BU,4Z>;B9;Y^$]0D:Z$DBL2EKMQ1;6NA M+PXRST4N2"3^^I]?3T?//N-T-IR,?WG.?
V+/G^$X3?)P_/&7YW_/7? /[[UP\'SUY/TN(4Q_-GKZ88YIB??1G.3Y[-3_#9/R?3/X>?P[/W MHS OD^DIP-^6_^S5Y-.WZ?#CR?R98$*=?^S\M].??2@B2L:@E.!!114A>(L@ MBG)>A1 9AO_X^+,6PA9A%&2>]#/-7CEZ6,8A2P^H)1N^=#17YR7S^Z><7+[Y\^?
+3US@=_329?GPA&),OSC_]_.SC7V]_HM< M?II[[U\L?WOQT=EPW0?IL?S%?_]V<)1.\#3 <#R;AW&J \R&/\^6/SR8I#!? M2OU>7,]N_43]#LX_!O5'P 5(_M/767[^M[\|>[82QW0RP@]8GM6___CP[LJ0 M^)G4&:?#.?Z4)]O#K_?6;WX_>O*8OC@X/WKU^>?
SF]:\O#U[^_NK- MT3_>O#D^HIDLGSS_]@E_>3X;GGX:X?G/3]98?GF.$:K"F9>LHOGW#9[YXCOB M%$9I,5H*Z("^/WMR!=<+ M&7P,X=/@:#Y)?YY,1IE>IC?_6@SGWP8F1FVE"Q"LD] 8B21F#&"2#TIPYH1D M5X56IS:CN2VU7,(L+E5]-
L2+*L\7.)K/SG^RE/!2NK>C6$EU^WF])V XG6)> M/O]_PFB! Q%9$5(P$-X9>AF10Y3*@ M1.">YC-8VGM@:&%=G=HDQ+Z?IV61* M(] 5[?FS+UA7G[/%;84I3-,-*EU]LCH97T+A"N<%@P&AO #E30+O18),;WK1PF7TK3E]'<,F M>A=/4^\[B;N9TE_F/*QS#Z/W89C?
C5^%3\-Y& U2Q*!*M*"D)C"!.?"&_M"6 MH8W%:-;O_;W0-F$ O)I4]"%\)LQX0/.PW",^4V8CLDEG+U,Y/Y546-^C668 MAO.!MT7)$CTP0]Z'4D)#T!$A18M%%9:]$XU)<3^]3?BAGB8_&]ND&56.*2"8 M+:;?EM-=K6.K)0P3NFRB &-+
J63!A=M@:*5*U:D(G5L3)#;L&Q""_V=%O"4 M>-%$_NU_R&R&\]FK!?DPX_E %2,#TP:L=C0OYVCM0]& 8C8L65HEBF]M."X# M:. #?Z+%^,W73SB>XY_X/EA]\I&WY\0:][BI/MJYRRMC/?P_S*\FX_DTI/FKR6S^.\[/8>7L./-! M@@TQ
B&AMS$Q>L\=#\Z1]^>QN?]\'Z@^.=3M2-)6%\THV(L+/$VUG% ME"8+&OT#V>3AYQ!'>(F-GI&]=S%!(&\>%.8 45"X[R6+1B;KDL;61O(./'UR MH=MQH9D&&IJ,V9WXT3(CL/72S,-7$2' ;+4 M"$ISBKA%\B#18\Q%U-16>P=V/9@^A;2-2=%& @I9&L-
9N[1UP^A3=MN=$$R4T8\7A)YR2',8?#S#,_M\.;*5;).R,GH:\%!RKPY_32: M?$/\@,N-JS4SUB6QS(J@98PE4")05&Y$!FF--M'J'*][Q3LSY%Y0?0]7&Y.D MK4*Z,BY_C$G&7VJYUW3VGD0RJ5]0C'>.?K:.C, K3X3(_&?X^'T6 M*8]8L@P4Y E:#)--%"FD!"(Y"A928-
YT;)%VGD.?PO5NS=A^U=W.]E54:R03 M8@[,. '"&T)@=V9<)WSVX]\:97H<+6Q1K.KNZWD;N(X54"&158B MYR!]**ILX$!1AP!3BD0>E7"IM:M_!YR>Y@7:]^<7\IDA9TUH#(R M\BL%Q:@]6DC!!2N3S,:T+IFY;[WK35:@/2-V5$ 71G&@&9<^:@?(>:3Y!$%6
M.3$R_)A%-%)FV:']ZRC)\?MDG,Z\#I-8(5?#@41=]O]9:#5.'$K"PIDS1EFY MGSS'=U]-8L/XL*&.8XM-='E%E$2VHN"'&H5&BBL-4>2C'1"S8*7*H?0I9-G>"UN'HJ:W;3>^]RKO#G;%+ZX\T243D"#;D&M.B F>M I1:.&5C#+DU M ^["T]-
\]TY,:";_SC)!E_#HF&@IT@IR\=7_,C11)20(:87/1B9N6Y<*W(ZF MIXGMW5R"-K)O?")B0#9'V.@3./(Z0#$O("@,()4K]&AR)3??)%^.W(3+]T== M$F6(6M)_#&RL9;3>68@E* I(4":1D*O8>CIK@?3)]=U"TVO)NY.PF_'V[7!, MTST8?
]XKZSR,/P[C",^@(6&2CNN:4N583Q=EI<$74?U]*XQ0*@O,C0EP-Z(^ M^;8-F-!0_,TH\??))'\9CD8#08ZUXB'7Y9,(]7P$QR(MI)$S+(S0Y-;*/Q^[M3ZYL S5O)=*.]C4^5)$=EC]F*YX-))9(#A,9X%C-I57U."GA"MEB3+E8EEO7 M+-\)]$^^:XNUOIGPF_'A_71"H.;?
WH_">%XW7/^U&'Z]N>2ZY,1:6ZBEI*B: M!5#&<8@<+>@HE)71!XVMZ7 7GC[YK@W8T$ST'1WE]0&%1T2(F%7=7PK@.<]@ M?&21U2]0YAG;!Q]HW>]AA9W4O;UP]W!F]9+K6>=A4$70:+!NGR,XD0VD*)*) M'G7BK4]P;X*K3X4,#=C07!772/+7%]?E=$#?-
^X3=G1,?_[VYO?CH\.WA^_? M?'AY_(Y^>Q71U@W#;GEXAYW#-IE.HQ9B]\S5P60V>TOL6NW9+L@Q./,0)N/9 MKU@F4[R4X7KSE5A"1!^.P_3;.^+G,EZLW)F,:)B/%#/@%&?5='"GE&.0>#WQ MQ&V!0$L-<.-+"K)HM*7Q"]SA=)HD,^C1DW/?:X7AK*'
P$7.B^0!V+)E!KH M#I.GT,IIS0-+7+9>[>Y&U*?T1E]8NC9GTD:GS6SK]Q/G*S 7$R5+GQU2F)=" MLA2W:PKXG!0@ TK-N8HZM$[_WH:E3PF3OG*KB1X;LFHU^AFU+W-^((KMG!? M=S=,[?WD(7]I@*%"AE](4%KO+]\!YX%9FFX;+O677&W4V3X=]%UB@^Q\\LH)
M,"@H]"R9@A0;',2 IH08?/'-3>)-&'U*_?253KM]KSV-SH@]&W 1A16*Z&L% MA2Z>$0SG)2ACI98Q952DZ3 M 2-%INC/&5)<$, 5LUQ;Q[AOW2+S3D!]7]S->QF$@A*<<]FB$\&)UFFSV]'TR>-K2XI&&FBW4X9C MFMZ(\+S,I\/Q<#:OD_U\$908+:V5(D+Q]:2+R82G*
(3"N9=&,26;I]7N@=2G M?;6VW&BIBW8$F9)Y?C^=E.%\0/P4RA4'IFA'DY,.0@@TN9Q0I\"RE*#E[#:>;<6%[47HFR>'+L"8/?\3'>1H?.&WD,*!:V/B1Q;1I&AY4CO M9'%8CS2[W/K,U-[R^(^[M&[/P9L]G7[HOV'"\0SHF:_T*[E2==5AT?OL:X E M5:Z%M FB(C 8,D81R%
[HUA[++5!ZM3"W9M]N@N\T+<@M^H!1@0SU6]Z"1,?$ M+4BC,7H1E!:M&7!O6G W+SPZR9.M%59!B7I0H$"T,4-23I&+XWD*K;LTW.]% M]R1?LZ6^;P1@6T]YPX1D2CE*5\+]B) RQD#4M1=E$=Y%H:+5K=-U]R0D'WGI
M:]WSW43^V.4KKUX>_>/MP>$_NZA>^?[L/16OW#*91K4KM:]NF)W0Z_UY2$_[M]=L?LU]Q_I8,2 >G&CEX'"#,XX+012M.\3 MN3FZG4MGP[=ETX6WD^D'_+28II,P]^<2OU_L59L2<1.RI!6/&U""UZ\B@R2R M+<5SE4SK79#[43W0\'3N0'5!IANUMFUUU;+\.B'F9?
2PA''X:1DUO/F*TS0D M40R24BG$(" G4V]#933A]#1D%FU QQ)K?E_$O:#ZM*NP+P(U553+(UOUMMGE M>8+WTR'-^%.]36Y%]H&1F(NR"1*Z"(HG3<&CD^ *H$FN/9MR.X$U*L:D3T1 MIYV&VBTZ9Z.?=8 \GE#465/"M6,,39S6R*.3,,5?"7&F%;)Z M@8=4]+"
(:"1(!"]"I+^)YI??+4EU@>6C_P05-N+7EM!7+B[_?+-!NK518$=$Z4# MT7?B";V;S19UT;S]H*'C4:M2H!A>$PF*0_3DI:&-+A@NL^*M@XE[0?7IC-(C M>$*[*ZKEOM*ZV:_*>:_./B;CF>!D:@/CH&H+Q8 Q@95&],!9[3BQGZAT#;I6 MQOUX\C+]:S&-T?(S.1P O-
P:9ZF;5+"INW M0]H5:<9R8568+#.)R-L0]-:IVXW1]>@4*1>0X^OS=$N'9!S*K; MZV0Z&RBMI:VG?%RP A06":%(042UF!$#*RQMP8C;QNO3*8G'8$83/71#D5MZ M]-2&^F>[+M\9/1ND:+.3Y)L(]+6<4B2(.>K:6TFX9(4DBFS!FP>!>]]$IVR M]3N5M:R
O0;Z_10_A6%^C06G1/^S^B:"?*EWY\ P6ZQE%]0@.:EEV2?+$;C6 M/F+D*'7K\UW;(7T*&Q[=.S_-==]VD_0: 50YO1U-OAS- XET>=UG#]7>]0HF M!7HI8D"*?]A(A\"C%[X]G>N;@SN"6R,M"99-XIKU]SOE$+HX?^%54!]L2MT MOOR^'LY6AG[M25^U][#M?
Q)\;KJRAI@4[2M2\Q:V-;;(YMBZU,3N#VQ]A.U M=>2/G83I1XPA_5F1K6XRG]7#^]//.+"TA&:3!/" M;S."/ IU7U'M+7)NXW7 MC[QNYG[=,>8F;'$_!ENZU4>'OM7*W*ZN<[A\'X!(S@;M?#V1:&M;%((G:UM< M-,&4VOW:M-Y?
VAC<)KSR/P:ONE5LC2]M7HW'V8U&F@4Z:\>,U?IIB&BX1T-.EV_":Z-N+/'D[/[X$YS?75HP6Z_3WV0BG69* Z" MG+/]YP<@=GLPC FA>!#"M6X%]!!\&S'KD>OXNS=DC?37P]6N!\%)!E>O"3AO M6E.43QR)D+7(EVG!(1H.# M0\Y)IN#*O0[T72-L1(4*VESW5Z\
VHL\C5R_L95-U)XVU M.QDTF9*@QZO[!M*WXVD@#VQ93?'W,!S7T[Y_C GS,A4_(!R.*R\A>1M ,9W! M<:&@A,1]+I@];UTF\Q!\&U'K1\M9=Z; %I;]9?[?Q5D9SL5IDU>$AO[!R_RY M[N/,SKX]HCG4PR>XO.CZY6@T^5)_3;-;;276B>#R@]LH4&-1!4*HW3-]#!D=
M>78I"5\D"T%'<:^!ZP#81NS[07+9/5!M-[G)]==&5S'9$EB*+D),GK#9>@Q" MFNKDD>^GN(KL^AGMC1*3MPZX$9WL#[*8=:B+;MVNRS4/@Q(*F>A4P!NLE_58 M!DX]#=%C+,&X$%GWRY&4QVUM&/.<1YXAA)K#5TF#KN,"9!' M)X(B@^SVV-
+N%F+\8.GI[370]$KP59KJRH;=Q?X<6[DC+E MI4C)&(DA,TO @@!/RR)]FTO2*O+2O-WF!K VHM8/EN%NK:V6IVT^#V5"]D#>7"B=2^U#6!M1*,? M+)W=6EO-:'1 8M!8"+[I!@P1$*38]VP<4AHF,]&FAA8 M:^[^% /AI!;>:DBL MWH]CB<G3FFN5*]/H85TL4 M/
M)V*);)Z6W/5W^N*#22)I*RD]!X MMN!X,L"RRE8FYEA]W2.Y@VGT]77'$R+\8Q.]Z[;S-R<2KD,_2B>8%R.AJ/9U2EMU+A^G^@:M;Y_-($V:IZ_&[45TP)U M5(!,US*?>]D]#_4V#D,O,^19\-;N"]].!:L;FLAIH/3,S9]B"!Y%%H MS=$,0B9!F"B<4?5V"=O:-[\-RP\3*#Z(76ONZ-
U=4TV30@/$5-!KA%*WXF@Z MG#PD2=\R]7,H$2.V=BS]N#],9+83'QZL@8XM\;H&8M\-13VA%,;?9F=IBC!Z M-R:A+):?^HW\G\44G"8?QQ74 M/U8MZ)?E.0:QOO^*7'-.D6MT&;SE&IC/@>>B0VE^$_;V:/MDW1^+O=?7]CWI MOIDWL!W>Y::H,DTPX2R\1ET75NZ
):_:Q5@AY13]2(;$]V]#K^/]4!>X+ M'SO3;\<.],UNH;_C?&NG]\ZGM7%4-P?6X#XSP*"";5]]%$ B=X M!N!D2"ERQU/SCE(/ =BK?L#-:'2CF+DSG;4LHK\&9WF3\,5RR#C+&A,D7LM@ MR0Z#TY8!TRZ&++,UIG7#N[L1]2G7TQUOVBFEZ^V6&^<2]PA&838;EF$ZWP2X
M\:')>'Z"KR9D L;+;C7CV60TS-4S_#6,Z@MS=(([V+]]H&]TO;)W 3;;5EE; M3E_/GH;H973) H^]7K$8-7GQ,D'0T1#QHZ7]+;%*Q1O+V>XOW@.]3?=T]9;913,<&]OQFH'#I4B!'">C7_M/YD-5X;BED]O;4B;CM[&8'8GD$:&\=:[G)9M&32S2.X;H*ZGS*3R]8 9K40^
M..VSE^]VDT^#M]Z$%'Y020H/-1M/"KP-$56]O,&U, MS*9XUWI[H!7V7FT6=,:^1]%TQT9X><;SVI[[9%QWV"?E:FN5ZDAL;6VW&Z:- M66TPQ4;V\V*007',!!(0"&MBO5?30/26@9!>%,F$B:IUO?W%X#O?*7%#9@.9 M7):N!. Y6YI.G.! L)Q$\K5=*TI20>8C&4N
IF4_+0Z&RM:&ZB]!7Y]:-]G<0\9XMQ-G^ MXA!O+)^7FF\U,Q0/&]T;>[']A)N9C=D,DMC4VP[MX"X:YP_QOFLB4Z]?"G11\D/H^\&,6;GA;5@ M7+WI2P=!;Z3F4'))B@7/=-FK0&X#VB_3U0';;C2.Z%R=[:[06@]RP%16-F>$ MF'EUXED&5YP"ETN,)EM17.N*\%N@]"FQN1?
VM%!)Y_P0QF1MO 4F?6T<%S-$ MQP-8Y%92C)=$;GZAVB;\;#;\Y2R<8(+73RD>O>8TI*#XZ6 "U[9(5WV']' MZ&Y$?5I-6[!C0_IOHX^NWX)+.U6)$B9"EK-TTE:IU;O4^8/*6F;6)-[_MYUY0?5HY]\B4+;72XT!CP/<;:M!XCQ]L7)_TOL,-0R3Q6M:]9UE]UP#BCF*"
M5AORSP0Q!WWK-[H7X<;Y.!_P-_Q)X--ZE>*,2/_&*8#'P)WH3C0+HMZ1M&3 M0&($X[5!-%YZU=H<;H^V3Z:R$]X]*/!HI]AVK0\W%$I%>/QE,I VD 22!6?K M"5D;%?@B(P3DVG$>&2WSC_1.GD'LD\WM#^6V5.'>>?8[&9GC+SCZC+_50KW9 M('76<1$[N6R7$5F"%
(%X!A*D Q=T:V[&^+M4\G2'K%O)V4VK%7^/?))'\9 MCD9AG%^F?RV&T]K#:![&'X=QA*NKU:_4R-SVH:TST]T!M/$;.Q5+(T?R[7!, MF ^&G]=B&Q0F&:, S0+9$\-0W"2XIQ@G,M&8_3-.S;>C6CG6[)N?_]]/L4* M%8H)F=YE3]\5O;H0K:_73:HB79"%F=8E4O=AZI,#V) O-
^Z_;JF:=M>]W8[J M4]W)E3;N4="JSU.=OZB7VE2_P-4S?4E;2PZ]4:QU5O'A*'NU/_LXK&JAOYY9 MUN/)/(SJG9:UOPY>3PAR;GW_=#7&?$D>]X>-..:NW8P5AVI[BP:@>3\<=CG)[6GV[M"=S_R#8F M^X'06^V\7!IG8')@/KH"/-9^=]K7(V
P83@MJD=N.)K/7YPP2<4;9>>^["TR=+MS4'UO6& M::* AMV("D[)75WU\UO6S"Y72RY*2(D["K;KH?\0"] BY2"B*RP]E$6W;F=R M"Y1>!:X-F;"[W/=]*I8!$!D_G.)L?F;H&IF,NQ[=A>G8>"H[FI#EWE:$N+HE9CC,PPI*#'A,886AZ1M',A.0@@O V!>VB:MXRZ0X\?;
X>Z7, MC;-TK935YH;W*V)X'X;D>B^;#C./&(RV8%CM5A^@DZ[>9$MQ;M;*)W'_ZWCW&#LL(W<_^+PO MXRT9I-H'/61ZBYRKO6PMO4",)HK6%YDX^7MLUYG=": G!JFA_B^M-?M23 M; MM!G6"NUPC(, G"%FWH@V9T/VQ&8])E&V$?Y^
MJ5'+R&Q&M)KFG&RBZ$X%75OI64A:6).YR(*;AM38L+*OZ_JJ'E#CH<)OVNWY MUHR/2T129+SVGR[DIND(#E4!Q^KQ@I =^O9)EDU3;KNE2K_7S'_3V=5;8?E M_71((<6G&GW?2)(+(>CM5*R>-]-%764#C@<%WHMZHL(SF5K?&K 3X#Y8Y^8L
MNU&MN#>5M]N:W1SR>N]"(T99$V\R! Y*N@)!&0.,%6*0=#B[HI]##]^&Y^;]B*U8_5>)>,I:E>6PFVGL6Y86LME3#K+Y@7<6^#L@W/1 M)]IMI\ -\R5G/Z]_Q###O_WE_P%02P,$% @ _8!G6>"0RVR(2@ ,DP# M !, !E8BTR,#
(T,#DS,%]D968N>&UL[;U9EUNWDB;Z7K_"]IS?&S;FX:R] MZ]7)+[VV);4D5W7=%RX, 8E]F*2*9,K.^O4=8&8]Y+) 7N32?FL8RD':N\/ M$1^ F!#XY__QY]GHAZ\XG0TGXW_Y&_^1 >T"'*=)'HX__]#/-7CEZ6,8A2P^H)1N\=#1HS/X71B! OGC"_M^(+_\K?
9\.S+"*]_]GF*927ZZR%74+K"^7_KTW[:&]-G C)-YQ&!?HKC2O&&M&)<]?7 ,WYX%&4LX'\T;(G[X[*9X)V=AV%+ #Q[= .WB07"&9Q&G+:'>>>XM MG-<@[R.LC\2OM([&Z7"./Z;)V4]+@"\FM!:_"Y_P<7 8H2ZHS$NVP'#S3V^] MGQ0]'_KVO$K?7OU[^N;=D6"?
\YQG/%RQ;A^RVB2[GQH5->KR3*G M@XS#P?46\GI@TX"M;(^2"8?*FEV MK?09IA_3;[^1_YJ4]G?K$0TZ6:'GG[I>2:C>ICB",<)":EYUF!5#Z!LBG1 MV#R-+3B15"S1>=MZ1(LWWQW-#1.>3:_'=34MMEK=RW1RUH$NYY/&HKS4&0W@ M;S],IAFG9-S0KQ;S]N]I-
)EA_I>_S:?G>//#R7A.['XUPOINFG/X]7ZQ*R?. M9_IA"^##W,RD^]#7HS";/:V?)A/TC^>_3F<#1"3+D89T%J019.M!Z=UAAB" MRR)D)IQ80XP29G&AK*LW7;(#1_/9]4]N:/(HF(9<6;/K/L]='=0\Z4+3*[*@ M)'CZ"0@ALP]!\$]7^'8OP@,K?1L1=*'UR=C89+W
]^VUA(@Z05RC"@=+< M@$HQ@"L\$JR":)+@5B^Q1?=3^@,4+96^S+!^]/%]=7-?U?L)]J&]64-5/[]" MI&5@01>R@C39/BH4!PZ3 YDS*NV3MIQWI^KGIZ?]703;<%;?-ET^TF<'#]V+ MQ2GPCGPRE7.$*+0'2XN4THI'QU,3 [^^K3]%=F[>;RV\AO/U-
H[_=1ZF%).NB3[OO?B$5+N/2#N:]N]P M.ISD5^/\DHR. 29#-D:PM#EHVB:B+N!H;0*I'7D?FGZ=?1,=WWGM"6EX=W$^ MU*]HLA1/ UF==9!7G&/.:YE00L3,0:'W$*VRM/G0VL)MS,DV6I;OO?F$M+R7 M4!\J6NZCZ%?C^7!^\?-
PA&_.%_L_SU9Y0>.2@6P*E94'KT4!98HSRFN;RKKX MR>,*OO_&$U#L7D)\]%"UOT+?XZ?A;$X\F[\)9S@(MKB@0@)=,!'!F 7= > M#0L8931YG6.T]5+OOO5D%+N',!\]5^^OW-?C-)G2PK$8Y,+=?S$Y'\^G%R\F MF78-B<(;0]R3M(XHQLA-8S]"),@"O8YDPS?
0]5H0)Z/Z=])^R 2S/Q,^AC]? M9QKYL PO<]E7ZX]C3F%1"$5R2:N.J!2-$;@5V7CM&9/[94?6OOYDM-]"O_U M;O?7^[.N"UV+ >4)4"G+,M,4HAQ"X]6"D23$%HB"+[31]\^)3T_..(ET2 M-MDK.G8"T'*>>#M]-YU\'8X3#E@FZZ$("UP6HI\W$AQZ"R$%QWAB@K&&*_B]
MMY^:PO<1]A*M]Q4MNP/LW60V#Z/_? AE84(68Q09$ HLB^0I&HW?MBQ=@;=2, M9VU0[5>9L_K=IZ;QW06]1-]]1<_]8O-LBF$!1&-QR:8,7C!:;C13X*UA0$-& MD[A0W.PW]V^_[01TNK/PEFAQK]!8K0]>O?L\&5]'=4]TZ"-M'#)R12.B)83&
M1ON(S=F7Q*-3^X6W[]_Q!+2YEQ"7:'2OV-@'3.=3HA<7\>-P/L(!3SPPSS*0 M,UUH5(6#1,]A> ;&/TU /57RX.(N3T4"% MD+.V%IRKIQF,Y.!1:E"I:*F1!2'V,Y;OO.X$=+F[^)8HHVMBOS#6LK>>@%KW%N82[3:(6KTX
MGTYI])=)KTH[,M'/9P.A8W2%'+!2:#-0+!HBH#9 PT4LD/G;3T#; MS82[1.L-XE>OQW.* [)D:NVY@2@D M@@T2:R6#5'%=M=XV2>5O+ST9'>\NRB5%(0VB5Q_.PFCT_'Q&PYO-!C0P8ZPD MY\R+:OV1L^U2"
<"]PQO5T$ZW"%#>>>G)]'9W42Y1;8,0U:LSG'ZBS>.7Z>2/ M^><7D[,O87Q!=F$6W @/R>6ZFF@-T>1Z?(2I*#":8/A;#=YZ,@G<6Y!*] M-BCINBSM7A2*?_@SZOQ^6KOS= '1RS6@(KF381)Q,X88A[TN?LDR S MH;0PN==@.!F]-Q/T$A[L%>VZ'O//PUF-
P2U*2W^FG\T&/!LE]RM@=* !*\(M%40.,3@IT!EK\WZV]\I7GX#6VXAUB;+W"H0](TAY 6L4/@VXMS(E'PA$<;7^ M7X%'42-T7$F5T2]_W_R^\[H34.KNXENBR+T"87?I]9\8II?DDE(%#(:,!*SG ML(06$#C3D$HLUC!9>-C/A5KQXA-0;@N1+E'S7A&Q*T_]!M)UT7^-RV
]E2F9 MDD1 G$:QI&K\<9__R?>#$@ M [!8,O#!%D<.7_",M@DNP.0HN,O(R$YL88'=?>T)Z'A_<2Y1%7 ZY]_NB<7 M@ON//=K.O'WS\M6;#Z]>TA?OA(?_[VZLW'#V]__O#Q@]8O_M^6]O?WWYZOV'5__K]] MM&%E*2O7&8)A%'..JUTSNM*X/?]_?(-1,6)Y?M.P0RXVT]
<" =[5@F$\,Q MD:T9F"G>8W1^W;ZPUYAZ:7S32)\K6Y=L+\:C:W;SZK_.+QW.+Y,Q?3M;=;'5P M*)7CQH,D%X,64I3@B@HD(9ZL=,GEM34,>Q%C&:"^F]ZT4/0]SNPM\ [Z7MS# M=-4%8!-0'76]60KHP(UO)E?9 M!H4F07 I 8V>Q]@D,Z]URE>".075MY%T![/]6XYS&
MA_E5F(Z'XT^S*U0N.F6+%)!=(I+&HL!K@N9XD1@MD\A;=T-;CN04"-! Q@T[M=SS>Z\])=*44 [GV=">7F=P?1Z..&%PQ+N5D.@N!'+H-:I<>X5Z"[F#N+VD(MMPFB[[8!ZE;J>KP'YBZR[JD!*G]=(AFH]18=*,T\1"8-N*1LC"@*B^L2#,>L M_9T;H#96_C8B[J3/\
(TSS0DB?&E0>3.-*:9C,Y MI9*#(:M4:"*G<.M.S^S"@RTA]D^2QBFD+E72V6*QHB Q:,^MRZF>]NM!K&0 MEQHC)&.E8I[+,W[HA]%%6@OREP=.]Q/$QVL,P]'/7_J&1Z8I:5.TAP1Q8$/ MV@$OQI+?Q(U=6S6XF\]X'\5I,V)/J7?@0"X):!*
<%Y52WEP%T]9FPA:#*D2K&9,ZNR\>L:VNR\B&R%K3I MU+'6&C:L?03QOX?1.2X'S'G@T1D$;70&Y3*"@+ D;)(F]FZ>\^U[9-0'^7).Q(IPU[^.X\@%^FD]EL4)=DI@-Y"[40017Z M(]962B*)*)6WT]2#,W&!]"_Z[:F]AOV#OZ%>P*N);)+!Q_#G?PSGGZMX"#_]
M8/';YR2X7/.G.)XM"O<'7 L?E2E0I/:@N"0+0:A"\]2;F'+4TN=>7'ALV5MYHF7XQ&7\E81',M^7RZ_DPCO"[A]:03(3 M7,Q%Q7];1^W+80-X&1@-QHC"R3=BLI.XV,Z(3YN(/6]S9?OGC>"_.OLRFES@ MI0/U[GR:/I,PWXW"F(P&'Y-%S%"8KS?)A
PQNP@L&UW7<.5"ZW+N':%^Q_1K MI+^6#:@W\==7PAY8IE,LY*X;7DL;2^ 0D!-TY1@O/H6D6Z>9=P+Z77*NH>Y: MML!>&M:^G!_/$LEE6@..*G$M70 GZA4]PG'P%:"*46=,TO/8::WZ73BGS9Y6 M>FC98'LIM@6?KZ&]F,SFO^'\X1 !B:S#1]\]=!DO=@44Z'U$T-
AM&H=?U] M]B;+"ES?$6M::*9E-^\E3LG'R8HB_07CXWV?Y#W28&;#.9F&TZ_#A)> TYX&&")&63%#,"G"LEO;K'*3DZ'-H'?;H>DRG3=NC8D3+=N?7 M WR#\WHKW1G^6D.))A5#F[P%+)XF8.$":%O78+RM%X/37Z7U(8\[$Z;3+O+ MNF5_]
(W*B1RW0I@@@1MAZQVR1%!##]Y@7#(;$'59UQ^]V*N)N5)0=!.$ZR! MI&2LCKN#*) <=QI9<)ESTD#/Y4DMRVV8](IG7AN QFI_!5>[@)(YEHW39*:5 MR%]?V'FDW*9Q.YQ%/N0\S1<.S)LPK9=]?]5I/_#T>SNO-FD\T]Y=-GS.*84#8^"]D*"%W[<&M!
M^[P6)#%/,LO.V.679 M'P^V$71#_6,D1)GPD#1>C\F;3%@5-2:/>WRBL*WY=UD-KRL71T-SX;C^NO+8!#] MF>K].I&5*%+A(#@+-6K.P 6A &D3]"08RV2G%L)NL],JBX,U+Z5V2\?7_WY M!6O]X)]A#(3(T]!B$'*]X,O+0"NNR2!DTE*$PH/IU!G<&O'WQ<+6*NS:P'GQ
M.4P_(6WD144IA:V72SE05@2(M6+52L^4LS8:WCKEM@S']9-E%W&O/ 389;SN MVB>@KZ#,AC$RC5RFA2$'LID<.=?>BY"8F&>%R6%L,W+SI]HH&\;MNP3Z-M&)4<9 MZ+LKP(7?RC/WRBH/A-W5.@9:?RVMORXX'T*.R:36Q96/0'H*P;^MF+!V&]Q/
M(QT811_I<_=$<.40;P*LHT#@2E!'$ K<5X7W]X^:RK]7@@@6,H\^0TZU)Z0I M!F*0"(JYQ)5EWNK6F?B>B;%-:+ W7FPC]BYZL%^7X9+).0WCA-?MI%(Q/&4- MGHO:R-/6DK^00A/2@R6*R3I001>M>W"O!G H%VDB[@U9* MEZ6"-
\WGZC^H\EVT'K6"9U<",..4*"U#/0$I028CK"\E1M=Z&U@#Y]2=BU:: MZ(\DU_V$-P#7D7.Q%MAA'(QF:MR,'GOHH)M&H&M 6AUY+"@A65474&<@Z-K; MG"SH)&]CL-@Z WD @CSB:!R&']N(OA-C8S9_6SZ$$5Y?0A"RE4%;#9CTHH,@ M!^^1/*N00U+*>MU!U^=[(
YR#]"5DAX8&/M(N*%K@7'P;C]IA10OR=<93;[4 M@5[?/*&89%(E,$'2 %,F;R>R!(QEGM'E%/F]_NY+"E!6/?T4M-E*>&U+BBY9 M%:;_P'G-/IU_^3*9?D,E68G<)A"BUE(*2:.,N R0:POM_R\ZV4MFG9\0X2[['\W(O"K*\7#VH" MI41&"(4F @_6*!,<%Z%U:
[3C+S_O@@?;"+JW\O/@:&E3A,(750\U&P2G,",M?]14? KEYUM)?Z/R\VU$U]:7NS-&0B3K.*]0,5$">]:)R. /$H& MP=&PF4W**)V\-ILH=.4+3D"C;8375P%M$-ZS>O1%Z&]9A)@AV"(!C8^>)ZV4 M;]V@_D5T.Y3][:WN%?.ZMX*:!>E$+0^?
1W.+S]HGEWV^(Y+9Q\=49]ULRHR ME2RM+B9^ZTI4KWR-F46O7.)&G_H!><=Y-'E14"YHE67&@*MWW::-WL-FS9IVYV&Y4<9=WL-S,[<)UBQ +"8CTQ90,$KA@-3/F<:KL9T[]] MX_()R,H]\,X-L]$KGSTA?/@"TNI#'U9BZ5ZA4AS$113)&^]67QCT Z
MTKC%/KY"2R5TW8?@"MZ+\^FTMD@0*2*-SD+BM66'C Q"U PPF\)BT(2[#WY< MP3DP-_95W0:TV$7N?04V(TIE#;DQ+$@::[VTU@A8M%&V4:WQUX@URBC#K0R*PI9)](<&3YXRTYZ'S&$IH;=BO MPG):+&@B\:Z+$][&_
'G\Q'F>OW3Y'S^(LP^BX&,H5B&OG;HS63E"+)R1"+K MM;9[,L5XA9WFI%=#.RV>=*&/#F[U7;>SZ4*\5?6P5G%U;2-')Y*!##D[]S&F MX%VGZ;%E%D7C]$_50?VO-H[^&D9U8H>%27EU*V3]W?YMD'=Z2Y-DT/[C:Y03
MJB\B8_T>EANC/6+DJG@!A686>7%,TPRP%GA&';1)+/G6O8P>@=0N$[3\19>A M9R$X*EVKX;2J-YU)!M$I#:)$ LRY";'UF;.-@/65_6G)B]6)GU8:.):4S_+Q M+(*716KA2O+@=#"@A++@-0_F(NT7H><>YI(QY'\::;Y^^=/VFB@*X?PV^+^ M$./RGU[%P#;!WF6":$?+
,LNQ3P4>&PESBDRYA)"0EGL5$ZWY3+$: MX$5T9'R1S=8S0],W! MQ23!RL!%0%N,=NN-]F6//9"+VHM")HVDV4'8NR(91&^,B=* -5&!4HO^(4Q M"-Y$[;RPNO6]4-_;O\]I-(FWEF1?=9@?/D^F\SE.SUZ/O^+5W7 WQ8OU"K@P MOIC]/!R'<1]&T>MQC1.<77*]WH^$.
WLR"P6#07!90KM9X\ M97"UO2\+DH4B3!:YN]N%'H77+GBPZE579^MDU%IS!T;1N]ZB=#25LP9=8L@F MF9":7]&[(;2^ @A=<69U,*&=1HXEG/ \C&]/M@^?$>\VZ)!)!RFD N2"!A-J M3X40';"B:8447)G<>L]=A>7PH82&>I]T(/\.O+AEN*[J;S9!UE&@8#6]PX0!
MVFAO TKL(?I^R2$\!L_)+LU>.5!%U";\.@-7 LFV9)F9UJ4H?9/B$?>\;TYL M(_$N^ATM=3^UTL&%4("IPFH@0H#SS$%F:(5.!0MK?<2G\P#-9BY<*TTM\=[V M$W,'SOG"X_AXU^.X0A:1*56A%)X"*%:+\)(+(MY]BYQ;MO;Z"O1G P+&@F\
M@V5@B5MYV>>-.*@R2I#&K!%,^-RR3]UW@]60#EE*[*%]#LH4?LX M#>-9P>GLV3A_P.G781]./[TMRT(0M1?M;/FOKOL^;C"6KAK[-QS'80S5)@2Y MW^O]T-KMXMJ EF-B+*7BI !CH]_=SCS$;#*$X)CE1GE16M]:M[%\$!NI8?
M3)N39]KHP!;__C^8X)TTA%G:PJ<7Z#Z:Z=^NR,?([A?U^>FG]6YCA]-AI-_]CNS<^3Z8LI MYB&Y.+/9=>DP!FF%,P90UKL#ZF%:AR+7+DXV1&Y<5*VOA&L(OW]Z]I7%.)2. M.UCK5@G]64KG9^>+%@^_U]SEY-.X#NK?)]-,4_Z7Q?R5VB4?66U&2=YW5C1U
M8RK@E4E.ZT*K=.L[&W='>[ID[$F#'2R5NR&ODV<0K2K!*03.7 3%A8& U4*(MPI ,I8Z\]=&\W='^Q;T]-=A!/&7=$OZM;>HN#6 V/UWG2N5#52%(G(M%^DS%^Q^R\).]^'[^$Z77YUI:>71P<8%63^?C_/L/28/H?5(9\F!])K)V=@;B.Z"AUM@]FS U8/ M\1PF$=6?5A\
<;VFDDK[HXB-YM#H*B (SF:#.0O2V0+'%)AZ\P=#Z"KG^;/)(M%NBX6+*-)MH>;OHX3/_^>P#N:!OQ_QQWSYMYC\-+U*VL[TMK4\MM[;UC+8F*>F NR9IZ5X8'V/%\@ M.AXBHY5%Y=8W$CZ.JEU(:>6[+IW(Q'WR:"4D5]^-I[V8]GXR $QF-F!46KC6
M;4TVQ=97T*@Q1U:'BQ]]XECB0RN']/SBF\Q@HPNB1 F%\QJG0 M>&#(JC6&E M,$Z&8?.6B8_#.GRTIR4=[C=3;*R6#MSRU:_[8X\#K&CH,X&\ X3XVFNVDVI MLZ=>#D0A@RIPYS7PVH%C>;T*-%(\ET3+*K\^^3"=?\?:94&^X*B9'X+D&M*WRX'.]
M]<9[1!^&*X2L^"0*3#6:LPH9&E^CW(K["='N8,HM4^G^0W.!\A\ M[6SIH-86@0H56]8")$IFA8BEN-:'M?A.3D2-1/^2ENG<<+KE\DD_S$<$=S\ M+!'8*>;7XWD8?QK&$3Z;S7 ^NY/O6?6AG7->K0$T27MU*I5&F:^?Z]CPU^'7
MAZ^]X7()AOQKH8G!G+@L>&UQ0]9VH$U2UH/?EK4^3K@)KG;9KS5ONXRR'% M\$6#U,R 0I* UPYI-F(?/BK4E MR,-6/ITH]IN>3ZN@W@!]$\ZN7>U-X':4*]L2ZL&:]'2C^LTIUDQO1T WIC)/ M*6/UKLG%#DE!D/2'X-%YGYG1HK6G[S#SE&R;!MU==("8Y'WP?
P1T^?Q M9#3Y=/%^^.GS33S/IZ*<2N!M/7NN"X?@@P.MHW!1.R9%ZR]D1R#U[WIV]M(' MIVC;Z:.+RG.9_)&4[?XV@13)E]'GZYAI;0>L]KHU=E-2A%LR;H5$"H(%(0 MS-K2NEQO#9S3IDDK/7332RYC'>8U'LE%\((K2*'>SH.1R&N"AY**"XSGX.Z?
MU&C1#^X.AM,FPUX2[R WMV;L;W#^+,[FTY#F \&SQ\(9Z&!HEV7)@*/10N2V M"%5$8]QU#'TS9$?%EC9N?R-3"V7UOH$-!-E0CI$_F+,A RM)XKTNC-Q#);4R-L?F MANYZ1-\;;;950E\=A+;./MWB_*L_O^!XA@N#'O-\?" M? PA-J_O?IIYOFVXLD>>;QN%'$N>
[_68E@W\,*?9O]@)N7T!D9;>2'0,LJI= M6V6TY#)% :R@PAK-M]$B5PQ9*P LN!!<9A;7I. M;X]V5=SD^GTOA[/]0]:3]67M<'5,,3A:#B_>#.97Z')S^;?_L$M0GEM2A8) M$A?U6DAEP3-M(!O,1G!AT+8^ M@]MYQZX<0WI8-05QUKD7G1;$&!-H"*F M MX4PD-
Q:T4CPGJYL7C^T+NK<83<^\?! 0[U6[QQ+9]=<*W+L4+S,O7$@,C%6" MAN$U>)4R!!YS3%+6U&3SFK3[* X5Q^F9!4LN>=A#&QW=X76#Z%9%S2:X.@KH MK,)TF%C.OCI;2X$]!=XG(0+]XEP]$)3*]8837KV$))+8V2]P\NVOI.Y7R(\
M$K/IBP?;R+EMW^AG[$>KV8O)^"N22T!KW0<<#R?317O4E^=(ZC'UO\7W5_XC MMRBS]>1Y8&UY++6$Z!P""]%;$94]):VWOW=Z;_]^6!MU3?]2==MFP,_TCXRM M!:OK?[?!TAX9;0P)L'B:&I@9Q+I+1]LL*R'X[/SCQ-CZO2= C&YEW<&.\>MD
M_&F.T[,JB6_]U@+L,:'G9)HG"XH["R%;!B4'E](R6)I[D,MP?)]FYMX:Z:+C MT#U,U[-D U0=F9G+$1W&R-Q?8X]08]Q][!D7*%+183(BP:K.*MQ3$[N?8Q@ MT2$FXWUIWE^H3Q(\8F#VQ8%MI-Q)&O#;UE:!72>]O D9F:"!D86CBC'@BF$@ M4@Y*9F6%;-
W.="F0_@V(%EIZD ?<5\0=Y +O&D]OQS1FG,W?A_EEYBN_H]V5 M?A$^X:!6*$?I8CTQRNMM+0@Q!0LB:"-RB$'K+BXAW0S= 7) !XZ<=]2YOM)% MBYM5OY6YUNGV\6]Z[9PT>OR135)'6R)OE$"Z]^X;"BD?%$?4P+SWH'(@#\,%
M"9ZC4[ZV_K*M*TU70&F[%%W:VTSFY&UT-$&2KPVB'01>$CENW#&I-"NV]=FH M)3#Z2L:TT/'Z96)[]1Y+RF2I'<9RX4D1/=2M-+:9=[*+N/LC0PPI0T-7VB$5S MJ'>6F%0BCZ;U+G'L'FH''-A&RKUY]!R-\UY;X):;6BIGP0FNH?8*,"]59$OK
MVH[C]E"WTM)&'NHV(N[<0UV06S%2"B,#R)+?#4]D"-Z8 C[&3$-/:)T[V5]) MUIO^GO+M("B],GFS":[OM?IA*YUMFO7>1>!]5C^(+'V6(@$:74#%7/'5BUTX M6L^Y$1Q;MU,]]N]'3GBPC9P/7OV 7&:FK0,,JD942P!GC *C(G+E,*=\XM4/
M6ZEKK^]';61]\.H';YD(Q5M0/I--['F!8'DFQ-8X&E@,63Y.C*=<_; K,;]5 M=><[QHLPG=;;O)^=U9NE!R4;%[7VP(H.H*Q79-!F!!;$.SZ'Y MT46<<0^)=^)"%)Q.,?\\'(=QPGH@;]%NQ0B93-$)BHN<5B_N:W6.AQQD<4(G MJ47KGC5U+P526Y"ZSYO?L
MW7[_:2AZ9XGV=9'(W1P=[5R+UDWG8?0BS#Z_C:/AI\L.HV&<+SO1-DHZ;O&F M#G*1NXZS48KR[?PS3E],SLZ&\|7M:3=3^P^^:B^B4@F.J"^#)$/8HH*0HP6T0FND%8XU/V.V%$A?]GPD@$_>^4A+IC#? MVZFM3GBPC9P/'[?4G
9:$N2L%7E)3(.K5Y6[6#+7H]!B;KTM^N3CEMNH:[^X MY1:R/GC<,A&HP@R#[!R)A9/G' 2K43L5O"]-Q;RGW=Q)K$U3?:YW;5AK; MK,9I%W'W5^=&>Q4M6%:]?6LL2.(,0@.Q=#R&'TATK>^=.;8Z]PZX, V4NZM MSBTP-
(QQ)%#UBBQ!VR!M[@),D@*+Y;:6EC>KGG?_'PZG%_.UHZA?96IZ":GX18CZA_)G0323/.ZY^-*9+?4W7;Y[,T%WW%" M\VK00YR]QR_A8C$QWI9WT^$X#;^$T7NL@]37UA;ILQ1&_XEA.BC.&R=2 9:8 M!.69!>]HUS11AN*D4R:WKIO;%_-)D:M7!7;DK&R(__7X#?
XY__@'CK[B;Y/Q M_/-L(+V7L2 #2;L];;3%0I $7I9H5!"12]]E"GYKP-\K]?94W4/>R5YY5R?* MQS\F@TAD\,AI=3;17%TQZ$*&X+!>">&+<5V$3[;%^?VR;!=%/227VB,H>QON M]4GZF^])FW7W@8QLB9QYHX&9G&@=M@6\4@A"T!(LHN)E@UKC7=_^U"WPO@3? M-
K.S'O(@RQB-2.27FCIK6 S@/1F)+IH24^'*(-^3$?WIO3<-;T4T]".WAAU M!?EVC ,MM6/U^G.A:%%5412(0DE(P]+@@7G&6Q'HZI5_468GX3K?"6>TG M*P1R[R*93I&$$$8*'0*84Z.B*D3(P%G5#DO1]LQXU2;85?D/C=7FX:FTW*,NC MR_5(.,_9@C)$[,A3!H8]I5
RR:1UTY1C[N/5352Y(WWT63__)DRG1/6ON%=M M_(.G-*M[7X^OX[9;SH=D* M&0?!E !%\.BS%1)#Z_L!CZ>.?6^]/E[%OHU\^RQ:W@37]UK%OI7.-]U>WD7@ M?1)"9]E\B0%L8(0O6P-1"0E6"DT+9=!=-X0]OBKV3GBPC9P/7L5N++?*D./C
M$RZN/1#D;.5:3YMD$<'*?+];^*E5L6^EKKV]V+>1]<&KV)FWZ!F3@F0@YQ+ M!$<#)FO*D)O%,WWS>'3B25>Q[T];F7=5Q6[3M8X8S-$+6I;$)_!"_*F2U(A M9%XXYM8^Q3%5L;6<7\U]N@^EYKV+?2V&;UR[N(N[\:=NT"LSQJU!9!6CFCO=&FZY;-
QU;#W@4'MI!R;S7LTG,7DU+@T610! A"S@:X MX8%;F1AK7O=UW#7L6VEIHQKV;43<0;7RMRLNGE]\^+?ACBEEWR^^!6_XFA! M>$1KK2?"B]]A6$FT$',B:T^@U5%$S+SUG06;(3L5XZ #/710S;?L#O;90[Q7 MDV43L!U9$5L!/8QQT87&5Y&],W5UL!-
M!]HDDX1RN];BZCEC07LRCPJBY05U MYEK=/VE]"MQZQ&8Y.FIMHZ4N*?5Z_.5\/EM(0%SMOU&4%!$-)",6+KZ X,CQ M+DPR&1AG7+<^6+$&S@$OQ6JOR%64V5,+G9_9NIW[?U4*II]ROI7^E]PPC"6 MK=?2]BP\!&8"1&:+U*A3*T/]6X%\- !M"
[RL2UUTC:P>HWLU9]?:'G&=V&8 M7X]K,[]!4LG8>MRL1$)"+D(")[4'F3Q!999%KQZ-GZY_-/6?%LU1!T(6:XPL(,/B%#.IS)4<@(40O)8Y"FR=2U^' MYVFSH+G$.SXY]VT+&P@?2E >P>1:AAPM GVKR?5S.;@2"U&XPR-*WX"P/Q"IT1FI-A4F_U]5=Z18D0I?-
@;=+U7@_E9;>&XGU$ MITV,':3^D!-Z7T[\0F*9_3]9S7#V=OS]SSGM8^?#V><*]6VIT ?>.],-,Y = M85,B:PCDXX!F2):?D+;]'9B/@CH-9K25_4-RF$Y*MV^5LH=QKBW!"3>2!82[M-SG?X)E-RKJWQ=ZHR+O]^,[+;OA3%&IR&R)(6@?($\3]"7(#-
MND;$A2^>49IQ=U&ZRQ7=KZA&.<@Y?UW]!B!$0?:#V-QFLG MF55Q(].#'G^+'?3=#3.6O_E0";D6]IPT$VG#],1#-+?RT9M@VB;%MI6Z#U6> MTT(_*U6]IW#[4KS5(MMB)+B:9E;960B:"3)R@]=6T=(7VL_O Y7B]*7O;63: MMFK[M_>_T-]5<#]?_3K/]-VS?\8]?
AC%.QK.KOZXO^ UH:+P9[O>/MS^I?UY".V4-.E%PEVTEOPV_\XGU^:"I?N[;,__M KTC_TS26IR#?1>F\XM!<46IJ +81/Z2DDQ!*(:!9R0.SE/]H[5!N!W$0Y1P M=6,S=]B:3IJ4WI;"Q7M,./RZ,(T0"ZI"G(Z:T4SB/) 0@@%)D\B9C$&7UIF, ME6!.AQU-Q-U%
<>\2VOZRN#$Z\RR4]$3(6LAH3:@WD=,?GDL7I A!-*?!"BRG MPX(6PNXDEW6'G<]2FIZ'T;-OS5(O\RXQ1%K&L@*!N79L"AX"$*=ZR M]KU&-P!V.O1HKH8.TE^OQVERAA_#GZ_^#&?#\8+-[W <1K4O(%E/U^G[!7K, M \,4(4Z<7&M>U[=%:;32$(PHUAEK<_-C
EM"/!G^=*F:E5FRQD'O#_-)^L?G MR8A>,7OU7^?#^<7^W4LV>&:3H/>VV!L%O5^,PFSVMBS>?D.D3*,WVA4@25A0 MN@CPFFO@+!F/W' ?FI_16 9DW_7F^E+4]^<^OUB\Y3**%Y)1I9ZRL='29+&! M"&RS!(\QL,R5%[)UM<4:.'T%O??
7]_V%HY6,#QWTOA[/NU$8U^.ZBWB0+ZA3 M#@B^KFW*A +DQ ?0W$G#C//1M3ZCKK%8H!F#:Q)!E+Z&Q:'_(M1UX4W.C=_7O#^RCC$F7DFS<:X0 LEL ;X'"VB\^<@E2U7LA13+@ M0FV DDOQB?- [LA&ZEW^_*>LT@82ZV
U7C2_7%RH<\L:7:Q*%AER5<@0];QV MP21,M#P9\%E]EB29'KYUF&@EF%,SOMI(O8,(XFT\UQFY#1!U9(T]1',8BZR1 MNNXW#&@CZRZZ13Q$II(N2NAZ_?=BRQ$>7$XXGEUGR6V(/A8&&!+M39I'<-+35E7-5:\9;4ZIM=(?H.A_MS]]7-P\:@^PEV Z2QHM,]K=N-
R+G&!4-2WI$4-%QB+2)@2Z]R&:%@/8H9+T4[#^-/E8?#G%S>?>7=Y&]1B!#?# M&.=[5O F8^K().AB/(M?-P(C1@C/R8*H_<54 M(5LB%FY T?=2:FE=;GTU\$HP_9M4A]?UI M%M8VKO?_P^^S]AV1D2#X>,5WZZ.^8!DVDW?@PP(**-\==WTTG MGZ;A[-GY_/-
D.OQOS)=5]'S F*148!UI48,):VY.BC(T<4HA4]ILT]<1\X& M; CGL.[9KWOES;N2>@T.+(P[T!:5A-?(:CN5WY!XFP=*66=+ M+&"]]K6/5P!7D]0MS3+Z0B5:U[IDQ I<)T>-%O+O(([_?$V[O'!S./YTL[C= M;Z[!T5(865$\+SV9DHU\!&\IV\3,UEK)N[?
EML@Z[,KVE/@4T^Z:AA:(MOI M43MNE1EW:6F3S34^KQ>-ISJ9\/7XS7D5.\GU3)]/9N=AW&Z MW0LNDZ*%%Q$L\[S> EA/W+ "GB'CAI7D[L MAV97]CO:-V>\D-"+\&4X#Z/+1?P]SG#Z%3.MX3^?S\^G>+V2#]#ZD)5AM&HG MLEDB*K*,HP=1>WHIF8-
WK9.-6X,\!:IU]YF'5+('6_46?_P[SNHI+#(4AI/, M!*&;&-!B.1[@7*>D>1,@F P.:DLHFQ]:*8E_E,@X,'T^9";K@DWX^-CB??' M\NK/+\/IU?F].I)!TH+'8@J(**O+E@1$089LEM]3L+G.S6LMFH$_&5;VKLF' ME/3-$HVTF@\3+I]M;^]51+,Y7LZIV<<);0.W?
U\C5F\F__$^7M,DT_C&F:X ME1";#6*0.1M.HRK2@\HDY8C"D'G!=2HBL!1:T[67@9T"E8^/ 4NBW7OG/3H; MY>4T)C/HZD?UA+KT\ED[PC_8GZGG%@R M!;HO@7K$:_R%/CB?O;[:N'Z93F:S 0NUVZ[3@,5P4(H7B*D8\$E+S4+.MCG/ M.QC&*9#YT-
I=PMB]\T^3=3="!TMP%KAA(6>^!\4S2H&("EHI26<2@TY,Q2$Z! MO<>AZ24].1/1LM'C2LUYKOGKR7!^!F%R=:EK$7^K=6_2[AFUZ M-GE-1YU[MAYAHV8^.V_K-[P6*MKL= 1K,]V)&!PC'AM#,;@6.16M^X"OS_J MAFV"=]X5O3S"PX.,ED4!'%5M\4I;B4\^
49ALQ#>&FQ=%=<,?%\MB'IFZ9I^ M13T]^UBZ&]T]29%2"H3=T2Y&TE/>*XBH"@CO36TM*Z56C>EZ;*?P^N3 VC-[MV^CBJ9QYVF1,?YW9V^K,WE8TZ>/PTRXZ?BK\9;$8G@L'+],"52\ \U;%>DZ# M,>5E<:IW:^AH>+O5F;VCH^TV]FW;M&KY&:
@K/4I<:C5A(MS7^ 2!O#5H,F" M>1/8>A?HQ$\<;:6PQTY<;2/M#@[6[&P"7_J7-U?L1-SO 1Z MFM/EJK11>I90:P.&.08]E@Q!R 0UU]W@GM DZ8&E_4^H'2AV M"#MYYX'>30H..-WAQ]+DC:Z# H7W1.3(IO;13 6E=#12;_9%;9',9<> M#.^OZ720Z;0?S1H>&.W?
F(W.>:8X)UTX4D@)''R]3RI'T@53Q6CS=/:FM?Y2 M@V.[>Z[7S\;U0 F^O+CI/YHP),M K4 KPJY$L4G"#Y)<-YF)U1,+L5'8X;] M8'U"2]-^$9KCU/Z314'@ZBD@I+0>RUCDD\Q=+.-"+Z;.7:D\M^*@D_*(]U<',36(XZ M("09%V=W(@2E$&0.HC9L]+@C' M1-29*XBDT]K)
M$[!2B+Y\(I*W(GYX6/8?!_S>/CG,==/"*F M',D1D""]$I46"GQQ#IBQ3/L8R,]R3V8R;SGXOR;S<4[F+CG\% /4YU.-8[!MT/.:XGM,AV%*!_,JQZ4B;.LYP7/ JCE\-9/>E6MXMG MD3X?TGR0DA'2V+H$2@%*>@O!N01>I8+:IU+\T_%.U@[UNYE?3XE23\K0N-6(
M]=YZ\JUQ^XO)>"&$\S#ZB%-2(*84E3(>R+RR9'61_46F1@(N&)D?CBEFG\[\ MVD$ 3VC6]4G[W]9[UYQM>S)K,O5+K&$0 M11X@!._JW:W.<7A_S=)UL_28-;<5,;N*LZ\3S,K6JH_J\=.G
M*7XB&_TUC7@XG@W3Y;T[UY],TGIK>0*TDDPC797(O(*4Z&4A6BS<=+&S'F*P M3VA^-K1=CYY675T#T>? ;QD(_)Z_=&0:PMV)2)!D(0) K/N')&(K).*K@. M--X#S:KCI_6A)^.NG'PJQNB*8:^],Q6N&%Y;C7M)N[LJIMY.*CF4D*3BR6AO M^
%MS^U&\]>D6S_ICDA56Q%OI6W9=SO#!T9+'=1XAMUU-GSLC?TT.=QJW(WZ M';9II'EC,N8D31&%@RPBU\[;"$$@!T\^FV0RU68UC0V0QD-HUPFQ#;#+)FF, MYZ!L2I!-)]\W6 -.A$ [:4B16:U1-*] M&]KB?2]T4HK:9%$(2?,KD_?GL^6Y=B66.6A%KN2H%B- >
M@HRU]XFP(IN4A&B=D-D(V"DQI;TF.B@/O?+4,"]WY*ZP#N]A.B^+AF(*I]VQ MAAB8*CP6C!IZ]OY-3@"B\@Q1X\,4X%4WK1KV' M8=ICMR@]5:)MH\!.DB/CKSB=#VG5?XEQ?@/Q*]#BDC(B90F^AMZ4- CDTGDH MY&='F[D]K+6M^@BD_F,4;77X('?
23@$=9%*^Q6=]]=IE>>)UBD>039U9 &8P M@3**0V3.@V1(MG;M.1U;,V,EF!/C1!NA=[!:O,?9?#]LI:<+:+^3E&?O/_Q^ M!<[S(*1%"3]Q2%0M-&1I.3C/DD<5N"NMFURO!71BK&@G_X2)7WUYG$-O M3+VWI[AZYBUD\,8%$%P)3)R;?^T>86N#2E M> ,LUCN*,)"[P
4Y#]9HH:(L2C:_3>[[SBULP]VN\AM[-27O,+6Q#ED-$>C?!]U=NX1!DV#;D MNXLF#\&XHH+VY*)"B8MVTC1=@]0*,]<1)"$(M#H)IATPM] IT;91X %R"UYZ M3YYGA!!KSXC@"@G"[B4#&:K2C2M/?ZGEUO82H=;YA:V44 'N86*Z:8+PF(Z M*&361ZP=['T")5P]02("N.

,^F1=TJTK8Q^B^,O0VEPJ\@]UE);[DT:90$OB8."CO%3AI&1B'7A=C3+#R21/A M$7.E+QYL(^>V+9^>Z1|98[=VMP\X'DZF;R9SG+T\1U*/KO\MOK].D0ACC?<: M2 ZRIEPT;:/U')%2.:24G3#W;-DES9FV?V__!D4;=4WZDG5#LZ*"93]:O1:L M]?_=!NNR-
[Q$"S*4>@4U4^"]K%:XB5Y+C"*SQXFQ]7M/@!C=RK]#'>/7R?C3 M'*=G51(?Z=\LED:C9$F*S*)ZLPHH&VO[2T_6L,QH5 E89.MCP,MP_&5S[J^> M#E+;]S%=)_W0-61S;D,FI<,B)$>>SC.!R MX,!C<4X+5-:T3KGU28)'K,V^.+"-E+N/95UM: 9=X63;T! #+7+,28A(YH[(
MB('S@+3X=1O!.I0UT4)+ZZ-5.XBX@QA5FS(7$05:4V@^J!!J=UP+(98,1H;@ MZCC(6CZN1.23KVW:)RW?O[([CZ[>FER77];%_=UTF) /"*:SB:2$]K9*B,:" M5T$!FN"D%%*)U/H,R<;@OE,&=J.\E?MBXPJZ7W#R:1J^?!ZFU^,RF9XM1'5S M>OX-SM_7?
W:.SR^N/WJQ<7_S',>/7>W|+_F4Q? MG,_FDS.S.>_^%SR_N MO'+V_.(]?IE,:^.A#Y<%35?=- 5-GY(XF1R\]JIQWD-TV8"U*+6,SG/>72'= MSK![Z[S; >#;YV3;A:5,%]X5)'3.&11D 62,1Q* &HP]JX#T&XQ]J*A)5U+NC0)!1]D#%Y!:OCJFQL%W[RO/^>KH> G>TFM T?
|S63\^[<,F.?D]UFL M=[-$@H(*G"?'T) IY(),P?+6-SS<>OU3UN>^TNSD-/3"#+D,"5S>]_@?P_GG M:WOD,F10NYO.9DC_SQ_#GP/+ZX%,)<%%2_:(%<1%I8B52K)LE36\M':Z=H!Y M@#Z0/3@47>NKKP.*2P,.^Q]3W.RQW85,>CFRN"G/3)"6,5O;;A@D;5'0]P9%M.-9%
M<&0;+1XZ.'(K29APO.C]/!F_'\[^|?SB6]99]A2<5P9XEKKF"SDXK9'L/!%+ MML)XPQJS<@VM-H'54TK,&UF']>I]I\#%] M["G_GBFBG9.&L$ 2O-"L$)K\R.0@<2]])BLTL@ZJ/?JEQB/5/H=@QC9B[X 1 M-[;J Y!7;FCMK\,LTW7C)L] *H08F(!8= XJ&>YTZ[Y7CX+JWX-
KIL('%S^T ME'\'|9TE<^(YCM/GLS#]QV7_2&NC9CF!MK'ZK#:3SZH#9!E+D-DP(5K75SR& MZ2_CI(&N.CCE]A#?-;KKT-D&^/HR4^YA.QI;90^-/D]7!NKHPVJYC]-G':3R M 1*&F@P1EO9F1#"$WYM,2V1H?:[V,'39WG[ID2W;:*'_>/75;I]53E(QK"DS
M^H,+!DYH!02T%(Z"HVL=^=H(V!%8-'OI<[M@] [*:&C:K,^LBH"+FX8!(R=# M/]7"1N;JG7T\^V)EL-+^58K2SGAIIXV&)Z369_@V ?6]E:)LI:B-"A)VD7)_ MU4B,*<[(W0N\A@-B*; X@NZ3%25S[?1F5>7'I?]=2E'::WX;X790BO++\X%U MT1:1(O#B].59WH"TI,6<0Z)?
H5E[A^%VI2B_/#^6TH6M!#_92VI]A"K>T>Y' M/PB?D]X\!Z+=)!3YO7$;H(038'$9$(RB5.VG?L(M_<;PW"/GF[9AIH76QP M9U9BRC\]^R-,S^LP/WX]UC"12:Q' :E-; Y0:]:T]#E&"Z>WA>5[?N621AM+']W_2M$E M)VZUV-A?D"L-_A6KQ-6/ZQ^1H/_K/_U?4$L#!!0 (/V
9UFRHIXNV8(M 60 2 96(M,C R-# Y,S!?9S$N:G!G[+MW5%-?URX:>B=T%(&@@* T M19H(1*4)"!1!!BH4=$*1(P$ 3I34! 0(@T08HH$) BH:,BO?_W???<.\X?]YPQ[GO_.2MC[I&,O7;RS#7G>N8SDYVC]2,\2,#(".MD'\5UQ]
[[N!W$",P70T"S($,3/],_XY,O\S6%G^.;*QLK*P MLK.QL__+.+@X&<;!SL[)P\G%_<]@/./EX>;]Y\4_;_+?+V5F8V%AX^9@Y^#^ M7QY';2!!3]8TYC 6IE,@9D$F%D&FHRX0A(&1[5_PF$#_,9B865C9V#D8,'@8 M$["#/@L+ S0; S$C+.AC/,@5D$VH9/GK[
+6]_C./5$1/UY:@&G[-5/[:(W MATER%^[[17!QBXD?.RXA?UI!\T?$/@T"!D<$ODB*CHF-BX^+?U51F;6Z^RE9>_+:VKK ML/4-GQN;.CJ[NGMZOW[[/C(Z-CXQ.34]0R N+:_|_+6ZMD[>_;WWA[(/_#WX MQR\F$ O3?X[_J5^"#+^8_XD!QS]^,3$'_3-
!D)7MY'EVH2O6'/>>")]2?\XI M.1?QO>?9?COU?LV >%F8 M&,%C$01!08>TPGA%T/_$6!(!+-4$Q01PJ6+ /3M)TN*DA/4%7XHC,N5.Q(_Y MO_T!I7-^W"^K[-[GGP)-?8SI7/S4;EC,B]0[]*TYKFWL]&$"[4_'GQPVG\3 MIKFX#N6A256@K$8-U+Q#[@]6KVC@F?
6495_&96ZNNV: MD;H;<5[XVFK2C"<4BXFCW7,CI' !#_!:[\%=*L\ZO(A\]NTN,F-IO73!61-_ M >W)$Y(]+C?6).1@L]_\K)DOW@![%[9PX'UI(B<(65VY:G$Y0=WZ[$N$(U!L M*__77T3IA(KYD@X'I]@%X^9HY.?/S].T3D94/&:R;@QZ@+IW!(J(6E^L[8U!
M72#'+*5L;I1]0OE0EN]GI]$=5H%?W5N'Z4-<$4Y4-MA<$5/F[DI&>I'B?:%P M@ZS"5"FY*W*/CM]V<["Z(HW]K1T-Q1>&R0"1Y 2B;QLD!E,#35)K<28MKWT] MT/]94CI[6/5A*=-:+HO9HZ$^]I1)6[:+F1ZA7KDB"G3@'?\73H#21')[(-*M MTH@@./L1Z
'ZF#==GX2)5=/P/09(+]G7UJ:8-M7+Z'ZA;7XROYU7]JGBHIO/ M]W*6_%X"C":BAH=UP:8Z?&>#X&F_.UTD1GVVH0V;@3K[=];V;UR_^^QF!;W& M),O[K23N]1OFQR#]A?B_D\28K44B='K#D'0$Z@;/&%*"QE!G\! !^.R,)5$'
M.U6MBC+8E[P::"+F*];OEMKJ$PXP6UUK1^3 F_XF4""4-)(D,VU,IH V;U: M(07?FF4T&8"IM?0-HB_+R8O:&24I%W]J3B8\[&GU=./*OH:%,IBBTWRN$:B M9#SYL"%0\B4IHUA%97QE;D/R1D^1_/Q4^%O^XC?VD2B>PT;L8ART3B'N".2& MB^JF\M5U.=, NT!K
M&9Y34FN-_$@%#[F],-\C4+O^$<@S)1;.#/6H3MQ'B&ZHYY-.4!");UA]!R M=GL7$A?R#E.,-#5NRKD4[#ZVO>*9.>-P[%6L"];GO2_V*9_GWVSO@OT+6V8) MO3WHV(/][D,;_&378]0%8>,+]'*D;?V$QB'*6R*L0#)=S_AD:D&TY:K-+["$ M8.-
CSKOCXS1K(!N/BX2#-3'Q&$'-C-$]2_8.BW[SK9>?K@UY<)=S/57@+G^; M>1_$^E*1)23^;R<1M[7_@3[0A(L,Q,Q *2%C>F?PU2 M#72/UC<9%^$);9?,C'<8UY+,T;,\ K'QI!L?5@563_TV8] &XCTRRXKDOS$# M3]6/=;X7-
BXB&/O:ZD&$V*)L]K9KC,>K6P5/C>^"BS8XB![=:C%P]I83P60> M8G62QA:+T<>K^XZ9[_T^&46R+BE4"/"+N+YYS!?LNYE"]9]ACS15I[2P+<&C M0F+"]3Q(@[;1@]UTB7&LHFKF].FDXHB SPG+:=K7YI;O\C4N"\#>T(>@V,$X MND98-U0X3(EV$N#SKZ;I8#I"YI-
PL:X32Q'[-^N=@O&Y-["?/+]F#M^^Y&Y6 MF#K,(_>0>QMT "<$=1V!F&E>P+-BE"W@5LUG6=*9LE6$PK-R-!+H2Q+WB'^"R4OM^8$6,$%W%EM#ZTZ!;NU;5O MW,>/6X.,TDR#[KZ7M.HB1\X :,I\TS#4.TF!8G3X-DP(&MEB2LP[[6S8'I*1
MV923F5=9>3+'D[7UEAKO:GGO],(#K[OCT#[4N@N"?&H 1&$,AUP([64742 M&X(F&WA$;KQ=_[%YV7K;TA_"@O:$1.+]2B/E@#B2=]\6_=3PJ3'WC[H9Q>K% MEGI&7*+7XYO;OOZ=/.O?KMG92;T-Y!(A<:A[1?1^'(.(")]?2-(EI[.(?(Y+ M7=9KPW?6K@Z;IC-
>Y[C;N%50Q]R-7#R= %[%57$V[&]ZL7$ M)V?4].2[,OGHUEK#N)W?0%EA0@#+2"+\BTF!3C27% <9%DS MLFF!0L,'T-% MZ+]F^!0)ST5.FCC!0<]L"2;@<&=A[>"42U6='>7&L0E$W_LI[510\/U$43.I M?&/N1):,W[
8..F&!40(&"2:M],E:/R3==6Q1R#>2N&;XRCQ=]Y:657OU[;+ MUX(>/)%ME_R&75*N";[^SOB.F!P(7.A9'7^?4;$ZO.FRASEU.S.UA)1-PZ5% M(:3QO:9&LDL1(M1'R+.>--3$2;'X_5H=/U;:^EQI"7Y36R]68 M 4_(*12K8?8B
BYN06%XTY4LUY3F!/,1V8=HIAE_<|!\S^22S/NPC^2P51 MO>-W%P7HPX[[+P*.0#R ;Q>:6R&E=^%\7"*^/6XLZ3]_:1?,=@1X%3;9"D;F4&T >R=_^ MYMB3_J1RVB'7LXHYRSUCJC+]I9,8B2MV^K?Z3LHS+!HX^_!@ M<'/8@^I$$SQ,;W%; K-
T%DG!NG5KU\5R@BBWK--4;VID]RVTG(QZ*ZIZ? M= N\#'X*-%.MPP:/0$PT8X9RX$0Y "7O5@]P\5@+'VCGP?6HE:8O^<%&Y]GB MY3VX72^A.IAY)3^"EE]KH]#X"HBHGNC23CBF5KP7S?O-/[!@?;%.(3*PRL"S M,M]L80#AU#@I*./AH6B_[\TCAF=&#&OL
&TE%"?M= 4/*4(ZO-_-D;5=XZG0_5.G'^@NF99UFQE;G,K$:I/%]S MQR#RZ73N;M+$+XH667PKZ"W[&-G];2O?N/L(RHMP>Z4V>><*+FXIJ>BSU^D; MP]N9>F:<+PDU-WP>OX78VT(%@)C+I,RH8&***"(SQSVW=/9+-[V@[$[E.2>C M(A6YY.6SBJ T,Q
W>7":2FDB]_:FQ-U (L/Z#-2&4+)E@(%4D!'P_+T%UZ']8O/;,?"[U1F8U BVZL[>,T MZT:,,U,&$FDUY:W3S)_/2FL|=+L"DBQE3)YEH;@.A3&0WOA?,"[_>LP M]8,^|S';G_%Z4;^U),]??ZD=;B_'NZM4!]20[0F]'5+|4$':=7)&=(*'_HB3 MX[=G.G:-
>;]KC]7O6,C>)0B(Z>A(2@"#G;K5FX'D/CH/#Z%:[)^$$-%3\I MTR<9E'#$]=2=$=(B:_9WU%D[G;PLM.S8Y99I>K/;+,KD]796(P%]#(YZR-B> M!&16A\O)!UKII <$/<1;AXO?G=9#TAW[-&\9AX\<96F@++]]03T29,KQ(%^'PF>_+9R1D[M'6]
2FEB&,^:\+$]-88XX]]DV3R[&R/XH1IQODXX:K62=+7]ZTI\P<59N-L0 M&X-D4F'OQ+TX-737HXN>8]&%]<=DT:NL-69[P_*)5\M?/Y-+EPI I"G MNM*_+]9%UP83!I^CI6D7B*$F'1?D)S EZYZCE7?#707?7)"1XUOG7DX.%FTF M1^)+G]-
UUW+LHUOEUKZ]]\P)PXJ5!!+0'FLUK08I<1K;<&HSU(/U) MB0UG0R,_*IU;GMO\]A7$L@EFD*-HF"3]Y- 2&=(U>/RV9[W_O#RV,]LV"I&] M>.EDG,%>C1:_(-.#R.?M[\,@M&LD\6Y??K6$5DED?:_#:([B_G;5I*F9Z5] MC/!^:;*/O[:IIT8P5:>U]"WQ["1A2'?4A
"++F7WD3!>E$)2 (_"18M0V$V$ M@WOSC9!K$[^/F='7GV]D A[=NKT=BX"*>'(8.Q)Q"R&E0"QMI*%82+7CJO\ MR?62Z'^4 >YK?!O70/Z=83G=#7HV&,_@OYVIT3:<")1@ ?12LDGNN<3 SV*[M:^(AR]=(/Y""U[JVX]\O+?N=2.T]]
<55P.3*5WW.ZE=0'[6I/HH6R90FO$'D MB-$!S M3!?[02$]#60$H3]:?LH3S:4Y*#'EA,SM>GEGL, SS9*>&BS:M),]S'')-E@. M'CSQ%DT[-D@QP#3;O&<^6+[TTZAIT5KW>I' M9?1YGZYV70C7FW;Q0OYF3AF*!RD6_J^9$GYQ*KUK06H,C:_%89VKHAN]--+7
M9CBC3GVV4S^F.5U7]]/_^BBIN"1P3'[P;]=7,!.FL?D0$].WQ=XREM=3L%^JE M#?Q,I4]7.!F-H!Q3BWXKW"'X?OZM;/X5CRL8.Y8OH3[$E!@H&.6K9V^@09). MJOC&+!IA:6,13RBZZ7VYUC@[K_F:)DZPA@\TS]B.$5_UL/NWF!AN M;33DOYGDH*
67S0)H.LV&R;R(-;M:0=4QRCRE\B_(F*B6:H+36P*=]C>/WI MS:\2\PD]]!MN+VO5D_6FOOT-4C_\YD/RP/]F5N8<8CI2^(S1HFWY2E-U2H'9 M\GR?KTF>QK<002:#E1@IAQK91PON0P6MCT_.O] M=;^*,[)KER$B84,&0H=O<%Y'H*FEI:P8'#X/PTX[HSQI('C-
5P^.3^%K=|^9 MG[-1:1\]F7;LUH).M&PSKZTC\N4C][NOCT"L4 04D$/W^CX/D=N'U.YW6AH2 MV;;>:*6A5+((6[GK0;H#0SBW^-,-)S-*UK0/L#:-WWWNXIX!09UA4J3H!%\" MCFM5C,%RGKDJRAH;MR(X[2_.Q(:?34QO$\THH#;TQO/<)D$)7OR>+7P8;]&#'MHM_
MK,L-+%&4)O80@X"2VA;:QZ/ZK65-HZ\Y*L-!3+2B,V9 MGP\->%"2(]7\!>]0ITG]V'8S@4'VR$?)MF-%'_#9G4KJJ7/G.2(O0Y08&74F M<(N?2ORU=?LA-L'A:MB08^7F@\]VS.H@<#NUN"AQ[R^LH#]]#LR"7%I2HPFR M]+XG.4#K?5NTR14W)M7]]O1;)IOJ&EH=\IY^"
(EUBXU]::F)](K'5#"@.:[MRHU2E!RIB_DG"]_7F"L-<"WU*XI3L&PS$)[Q(X$,8I0VVX_-**%I\AS MYW'!(XC%Z*D&]>=OV,^7S;'#X(Z@OQ?HW*)D',%^RYD1H<_C[P#CRAED_&]B M5'*V&_X+=P]!OOG+6$ES0T#][?;!/&$EC83P!P*-#]DT^VB((0)@2T73.] | M-&.B1?
?"#_R05=.X-Z.SH\:U1BVFHN#T)8T+1Y,BQ^')B4HFLY-.T'RC5=% M^1+ +UJ/CV K^A;:%K6NX |KO^WUJ/%YI^,S?-FO!D70V?&C:MA^W98O81=UI^B7<>]Y4?O M>SW:(J>)4-UPZ)%,L?":^E^&G*5W)U%MP@;0]Y$T2P1W^P(*#5U0;IK:\/(8
M]G559>"Q@*\%ZIK+3X,H^WY= G[+O3P$=@L!$9:RQ& M._Y*^C,LXNC;>4:/Q7WFY3BC/R]ST_HAFW3B":+R6)]F%U?;]29]84T*"F2H/VBQ39X]9]! MG+2=7;5^$E>GF08-1OW6Y9WT;]_TA@P$40H2^S1Y0T),#!IK,$FI MWE+;O&TP_&M[\>??7&W?
^=^/!OP'/%D(<.[5@]ZN(]#,#IU;F#1)R*_B 5*Z MI-F'-C44\8TW=@(/GP?ZAONW.^0)II!]>?&C:#?H+!C/7L+8D\'C!B+(2*)8 M^EMD9SNCI=#TY47D"XQOC\Q:Q].5O A&8@-&R6Z7KLV4*O_!=|&-P= 7L"Y M:$KEIA^0#QC
F:G##E]E35NG\S09B[EC^7*B5400L@3WIP@ZRYDZ3& M]%+W0SUN8I\YF]KE7]Y'Y)9)<>O=-+=Y5G3RK&T-!Z3@A(DE3I:H.-U^5H$X55OA&>_(>32VZ9O# L]_L Q*!?*\]CZ M0RL'S9ZAFN_3X$ 5P1=P38G"\-&LB=4Y?P(9REYKAB>%;SIVZLO<:.@;_??* M-
T43,U(7[IX3N:0V2LF7)/V)CF@5_33TL&!D9'9S[5VW=|*CCTN^F;(LGM>? M-!SK]D *$SPZ(5'U61+H3DB,+CA&ICFKORGRRLC)6C,,=>"4+>]>">E_J;EKRZK7U#YT%FC\& 4-@/%]PA9+<&::,"DYH7*_]=N!*6-| F4 MT0^RD+PW\&QYB*,+4N^;H"=/U0U;/
(QM]4G=#:!T)-12=,CVW>(DL(:*KQU MF;VU=*5;LY*0HZ\4"2R/.#F/*[K*GM+J;4()D]&;%|@<<+)+,_4X2HFD,CA% MDPH"Q])ED-J==A/OA:&90VN+7LFB%VK+-:HE&@6#!7U!7S/V8/%Z"@3?$ZO^ MP(.>?(G1/Z'J:U?
GO69*4:22T2Z@6>CKD^$B8#R+D8:3I[6(Y6]XI8E,W?Z9K8O]%2"3*S MD3UK*/Q\H;5],H"/IUO7B XA:R5XE4TYG^[+5:*ZY1S/NM@I&U&ISL'Z]"V8 M$6W\VR/0,3HW@*#D U)4#^#WY9$6-$G'<<- C"R-%7N54Y]7>L=J^-B',=& M#-17RDY*D(!YN45XZ3S4
P)!M^O3Y6BN$4<@B@X)^W;CVL^WZ-0-[4FF=,SO M96\6/7-_ 6)U/Z4E F)].$8L_P)]@P)R@%8P9F0IH36YR6>-MN_ZYPOF4;P MF&GS:JU:7Y4,9_KZ2X2)/$@3.M&U((FA: #-Y9T?IK%5N&ZTF*5^VV?GU*YV MR4N2^#-73R@D^M\)V@RN7"4S1,#GG-
EOY4Z*,033I*T5%?6D=+V#M]<&]2Z(M7U>S^?)DS'Y^8I'-@,]AYLYMQW]4U0V74R5SYU>UUM/+/[KQ,]\+OWN,92C< M$Q:!9B\<+1Y> LP(474YKCD(VR&5+M]3[)PK3^_6Q#SF6N9X&*C!]'>1O 0? M5D;CLW"?((G5F@AD79(P,:MS(^^!3?#EB)YC#S\
(.9Q.W^XIZT2(R;"T__PR M2.=V*E]#8,&QK>ST01RWYB7+!UTPLH_''!D#8(E'3"!H9SS85MN*HN=Z3GMT7#"$.0]8$]7T ;GIA]#*=5@+(%[I*4KI'GLCU:W_M;(HG;W--Q^]GU;WF]C".(M1AT*DZ5_1]=JTT34EGP[4@!%A7]%1]P,LJ0(]Y &ICL<3D1O3ZQ/F'AFFQQ
M[XFRSPKGCWLFURR_R\>@1:L,VXK?3XHN38S&(G0W6='E4)@ D"XB9CRI6W M>)0LMM3/W&]@>AH>^_WJ8Q">GUV1A8."&_H]Z<\)4E7%WD+S#O.(2]=1Z]] M+/.GG<&FO#1EKV34)3()04$//]0S(S<075((/E";<=G12E]L\WA#M$6IO5O* ML\?
\8_YIEYG,Y.SV8_14""D<:XM3="22G26I^1G[&CE".>^=!46=%QGPQK9 MV4;G 6(*H=$M: *?VIU1U\!@C<,'L.2?[/>&7B_?+$[NE;S!\0V-Q72]1>'J M[+=R21P]BTR^=7FFO=*BY+0-:<5)&E3#+]>7SY2E+B%(PXA6_U4M*A_YF_W
M*:TX3EL2"E?;0!.S.P(1%^./^[1H,M1[5XA[;L7UV?O.86UM;.GG"/0O'1K%)6DL0S]$_3HK;,EDO&@OQ#\3N3L4@Q-=)0(MWH(77\^2%@">D2BS[;IAM<(LOL'E+3BOIMO%$*6$P*#DZZ&3+_G?QA^ *3Z' M53@/],Q.IVY*PA'(QZ7V2KW<23P]* M+@KDP-*8/16UF^3
/>%%K];C'YT0/,<*$HMO&(G:],O4U>C]*!_1&WA:N&4, MRJ44'+YOY0_["N?>;E5!>9#UM,2L/T=TC/U(,"@*6/1;$.ABWII+$Q6YT&AK M=^]W0SL&4 1O*KP#"G>(6?%H+Q@8V4#,2IR9M(PQ(W4,!LD)9C_Q*O1:?W#S MAH5"O^S#W^]22]]3^7@=X"BME9.-
SB4XAY=CA],G1,"XQNH'5],E>:/X MI^G/WX38/_^?K[O)WME;/B-U0ZRUPL?45R MB*-O_|7[>$+*#/V4S=.1'T6B5A"=|;N]6O;9==W-1T^#^>:R,Y-, M(Z^(T+L"P(90X9L()=EA8G'8/ZT%CQ@J;9;P0YJO?O+'=Q5535F%F0\4B[S*
M^]\CIF<&1.>8_2HY)O//D%*B]/P++0F8$\@'5A,:LXFA1;#QAT6?(^Y()@U_MY6[0VU6L(:6\V%OD36'S8F1)U9X;5]NOV-!-PC&64Z9[A:GV'FO$YQZP.0CH MA3,*6'I8&[2.H^M5.M%CZQ(! 68&H(X.=4G\VRL)0()- ZHW5#=*QO&*S#RK M1[:;]070I\[F80-
%)*P+2K*&L0$\2S&;J51[%^2):Z3M9G1P,4((R;]X*](A M^PK6HCCBSZNS7<;?>S:SY?O*0+*81XQ<82')TF-+7Z!)N=@CT%+@R)]N2?I; MKX^K,V)9OFX>CW)5MGQD;B_%A8K> A5-W>#X">U9G)ZE,*0V_AV.M46\&MUN MK*]I)NKM(DKF;0(G@3N23HL-%R3/91>
(Q:,J4C10S9A7Z]B#9SZ2PTZ]HEWT MA_'A>LU7=W26\0&#)7:-I)V8'E%]XQ6I MR[*:?N'_963X+F]$ 9X-0^.TQF;]Z^KB2QJ;&5Z:2UX]4?_RX M?(-#+I\-94&U0[=WPDG7T=./$'G\X$1UFN&DRFY5,>IBO?,50WX0HF8-,1DA M9GB_UH/)_7ZUG*GS:O%--
^=K=^](K^L9\[^FM.PQS=LL3!46 !]R.!D MFL\EBNOA:STU0L)]\]XRH/D&QK;1;9.H$S8HZ;-Y_>VSR=XCD!@.WW($(MFI M)0K]T$R997$:KEI6<"M]45D54""PYZ!2: 8;?X,)H?(]Q#C03[I4]T#M@XY M:>]PPN7'N'<7OM++/:N7$#UH[. 6G"QMAR%"MBZ1P2Y!
_L3+8C0 "=]/[>, M6MAA;F 5W.ZPL$7]=%7YW+PV3>Y<_4;<] !Q#O,ZWS)H"76QXGG?.M$C#I:F MGO$]:,5RAC;O\R69)F9.1C8%2&X-RI^8H31C]TTIQL9A[%,;.0N9WP_@GKWM@U+$WZ#-?#WL+<:=0/$<@-O/#6IK0 M:A9$Z.VDRM 1]+>^N<10$>H@>-
/F"!0Z^06ERB#)N:N#4I@>3$2W>(KV#5+W M]I.]"/\C$!8QT_%DPC#NZ9L2RR-0L-=^!5W+0$V+I)2B/M5H_4*IY AD*MZ M7I-CU]Z 5MA2A*_>:]2]HU#(2A03V;S+^R9>-:5@]:AOJ0E 7OT\[O[@%5&*U^?XS1SJA80$:@X<:6TLVM@A M8FT,^O_/7!2HC$5HO_S/'3>
0E:'!U!%-0;&'(.IHX:DPUB'0"GWP..[505? MYQ.3!KH?6';ZJYH\+8BIC]^2N'5_1:'0PJ[W6.,EE4'W,:S*)=/17^-_G@$^ M/BKWO#X\^N#&)7F^3#XO.Y;[+;.9'DAI=Y_.+<5(=6C8#UQMY>01B_WX(O$ M(K$T0<8]WO+QP#
0]OU*CU%%3&O[%O_45SW+']7="CJW+R.^V,,*1BM5K-L] M&:6I8@=CIVDZ100<@9@\LWQ6!MZNN!S<%:V6PTL*G+K)='ML):6G+$4I=NG] MCU[N]73#_ZFA\57:K!RUN%=-"V&SK[U"^,I+C3=@L MNB&Y6G-P2Y0\> LWXN)#H8N,NFJ%&-?SWU(I-I(5W9++7?
[C[\+AV'J!I)W4 M*KFQ0X#%NO"/!TC=5#R98ZGM,+J,_7QM)]TM+3/4(O\LZ,'#6VXMWXAQ1=?Y&^_% M'YY,/'=;6>^!F8G &D*>[I@?<>-%P+"DBL@J,U!,:*6&9_X4U(C.C/;C*"SI,R<:,=1SCD=@5;O-PZ": ;DR6[8L=LH M?<
#OP7KD]!4:*>_6YW13,S2MK]YMWZ*F"CF'VX%6N7:G/;5S]HZ03AA M499S\3Y9ONE:XD4[(= 5&N+[X(IX*G$I-/35$6@O6SK3TG<+!04(1Z 2V;VF M>,7]W[Q'H*L=\8IO04+\5ZI##_/1^&)H76\;E\RH>+<*T8=;^9.##.,WN[Q9 P7*\4
MZG_H=ABQ=^+;3^+Y'6];KEB;X^&%4TM?;;V3[S?"?U?AME9&Q[V64WY:Z9(D MZH6$>DA+_O'CP^DM68 \!=>I]JPV?>CP0F$-[?@2C(MF1.K&)-+ 1!YG&_.Q MDT+3BP[?I2^*K^L*^'JR$1PL@HZ9AP8N1WO-E==P_1CSXP568^6Y:0]]5H= M=7K7I,'8O-
9,QB(W_KTFNHRNAVXA\$>@:04"*E]I_(5]SCR 1%T]S.IT'N!0 MGEHVRF:;G5-,8S0IUD$ MJ[Y,')>,S+;9Q?L_T#?"%%"6Y(8>-[IC,D:G M*T]:%%F2;AA[]NZGO7%-VQ*KBOF Y=SI,_HV=K4C]G:(Y98/:'NQ_O\ABRW/RD:&833SPK-3Q@$KGE/5YP]CF M; &
BE2=BJQ]8\BFH'^4L_K6ZT,0*UWT4#^_1_C;D[,6,_]HAS+M9HU58O5T MGC9-TOL>'%".Z3;YG)1S'AS34&XP8DH1P[SDXN!8Y%B#VS)*)A!L#4X;'4/ M;':C'?]I ^G?V83ND+*W:AW=@S"O-HD(*D2KJ"A[-$81&V\)7^_|:IOZR^,W M;_*4W3WX6<;U7\5^=S*
Q0"E]2Z&,B#(MP6DB%7CQS=! W:9;L M&2?3>'AR7]/V&ARL]$9DD%*YH$>IKUP5GVY![^$B6Z6]^7>1Z ZS);S^W5M M#$<8[Y1A*%$I>.=._2>_'|8Q,5L6PO46C?8(G[9DD9RK]IZ:TW'?SXTK#O68 M-#]^<::D9*Y1KD1 M;Q)&6D]?!?
="5N\.T]+=W_WBGY,+E_),^7B5V>VFW0+O_8S_^XOBMD1Y0?(] M3+3#'9RS7U.C"18YDB:W^]DF]%%,?<,63['GP6)7"A]-)]>>Q)X2Y"99WV2V M6VKTS"*(S=9'Z(0%\K.!XU=H;*0-?1+-VRH.Q%!X#F..0(A]H6G'7K)OU\&8 MA'MCI2C/,Z(29U?,EK;/_@?7Q-
Y'>K_Z,'5Y/_S.=^:Z]_%%]]SS;F]*?_&] M.'\DXTR_L1+]?#QV;V)[ICXD6,7ES@Y8#!MX\F_I_]D0Q4+4NX$8?M@9P1^ZQ^]#=[_?U3V'Q[.S,]5,#$8P M%BA,&A4&H#W(2H3\SPU-@?A.9]T^'T66 /52TK7&Y6<17*S"@)-+,U4];#), M^S M3$XA3B,H_?5UH"4+MWCZ5Q!
M!0_X[OV?).ZV!>Q):.4WSYB]881&#' M^)#\V\5YLA^!(RZ<0=I&$>?T:GF:SAZ;]C:V5:M5VT$KM]X<&8#6[ME!.GUC MZ?Q]Y'FZ@='AB[LY=G-V7I]012>K52M^(]FP-,)@)L/E<]4Z!S*^*-U.BX MP2I=L]N$Q,(9KPJ-B23-X=+/# 5I/)U MP2K]7]]9L7>WH=T*(
M06%:@V,R=/Q-X.U;2Y!%]Z_?6>#'])?N^&*TPE3P9;CYT9 C4(ASF(7;KZ I M^@^2:7A!JAN/;H_A86'3OF_+F2_V VCAW15'A!]#;;R (@UN'S8<@1X0/E3] MZEF,"H$?/.;3CJW+96C6C(E-3Q#T761R 5W2SK_;_H+|U!_1@NG&?U#]>]FL2
MP]RJ"_2U^\UY#&9UN"@TCSI>#^=?\CTEW,:",3^\Q/J>MS@"S&K?NUB_LQF@ M45V/>@A8%A-'?^9V.6K6H"MQ3YOB3&FUZ\X</Z+]Z@%84>G>H7N1@ER MV?]+TB;"MPRIUU%>8YN:N$1T'2RYQ>%9R8^TM:RPT^3 +5]]WQEY%X5\N_,?
MY5[>BN#Z,$B79H@@-H;D+@Y'^1R!.]L]T;N6R S10TUE:2%KZP#BR*QQ:0%M M_YOXT#0023Y!%.^N/N9",P0JEKYX="W(C&6?L)[4,RRW>!8<8"VFJ6YYX4(C M9WG1$QU;EK>B1:'D6F)R$W\]:OQ M$EYZ6,ZJDSX)&_ST=K;O"1;#EP@=Q)W-LE+L_!X"*O! MR?
7\8Y-;@DLQ-B./$F\>F[M'O#=R;>KQU[8*?D[-50.APT(##?H0KBZK,\]T M2;SK1+^G9TA2=.[;Z:9BK1S;G&L%*E4^!;>B9TX^WS6*;QTG9LR&]9="ZC@B MP8?7Z]$'%Q&]@ZO6P09G*^)_4FSL:[XTPIT'317BZ5.=S8A!\.$9R+LQ:V/T MZ]Z#8__/-BG4[
C$VG]8]^XPW^!4=2=$VKL8>:$KR[RF97!W+2LIRN)Y/K,V MCT+!)T9O-YV,MSM(D>!*, !?[](,D?/U,.2,)RY!+7$0#7MKGS^YZ>2S>!J MP:6A4\47UXUZ<0:WZ?>(.X_3:AS2?LW]G_W*&))2P];#H"=?5SX VRGN5:,@]236\E M.44&Z71Y=XZ?
9(JI^]FB*O=CP>;5K6KQ'1\(0U7A4O==3I ZB -]G?ARI1%8 M?BD@6P&G_*Y#;RT1^V$WQS3SS)=NCU?+?6Y]SOO9^#F[0:_FO/*/KC]R:6;[M98R"@#GA,X]9-8^/-U.28T2+A9M)9EE"\5VNU:KEZ)P/>@I \C]+2<#Q
M:%1Z^ALNM>-5LQ%4SO_7X9GJ/TYQU2IBG"P]E,Z';)U;3N ML^SV-_=BFQG%>+41RR!9Y0H("!*O O!1-4&Q&W(H]5Q@7+8FB&-7(_/C;7- M]1_L=W)C(O["P?"-E)W:QE<@[Q$7+Z08_WM0GEFE[%CGAF4*$]Q79RUJ)YU MHO8MT.W(L$[8IL.@]G<"?
>#/&W%:LV\Y?>D(] V^[^.;C5A58\A1+@0UD#[O M)_]KCC9H1;A M^"B/7$2ACU;J^2PI&'W&DE0)]DE%VAP^/?Q]/Z4XH9\Y'O.HBID?NHQ]]&L; MC[X=W@LUX+&PN&UWPLG)\|633HG$LV?+F&Z!0"SA;*'T8*(JA$_;5#4^%^Y%
M@\IAPQHLL,.TOTZ08\TV\K^A_*ULZ/8"Z4LX;(SU80GZ(9_:]5=E%[P,N$BT MK#?Y;YWOM.CT'CZY2$>;TY2/0)&WCD!WX=$+:"[7-W!"\4]L'G^]I8$B MQLZ]#0P3IER_+9D61/RV=/7ZE[C*E6//>5)EW.EUI95CWQ7^]T,XWA,.:5% MT:MN<8)7X5CVKC?TP
1]UN/A3I2$O]XFZK!?;FI-UVAG@2+2 V)#NZ4_77 P M?H%YK.Y2#>Q5P\3*S;NZKY>/F]G/T/7 M[6M7?4A4T]<7E'N8IDZ]<^U25T3_3E,?H=O/8C%1]?88D2.0AW'S>!VGZ+LQ M/7VEXX\V!?Q<9">0X>O@@;>N.|=E\?X#G#UN0X$?]V>N/&H=^1OH@GE"/0*Q M(
GI9%'/N[6WE?6#/?..0$$*,SNWM8?--ZB37A!QAD(@E6X7_&<-=XFA*J." MQG'N1Z#D'""WS\5BQ+--+!6)5#V/H!@^+_[JG2 V,-OH/9\"\?W]7F% MV6)*EJ"6W>T\0Z7(.8K,=/#',OP>?B/FK][-/,
MC:!LAH*D70UG!.$W)_<>.25%NX67QD6/FAT85"QOI_Q.B/,SIVEC[OM]GQU M3Z)6+:E10U2@KQDNS2'_':J'1555I]IA6<7]3)W"]]O7?C'=XDV#O5,BC2XM M=E%WDB 2>I9D<]K)@RJ$\)VK)RH?;W>9[=WN4!M&_)FDK .1VIV0:4AOV%EL
M;M^;55^W1WAI\9=;U^N^=<\>#PD2!1G@&D)3X](KW].H;S*#Q7V@+_?W!15=R MLKA4SC?O.2]C2LVOK,5^\&?%PGC:#WKN?]*Q7%U=$ZXIO]=GQ]PTQSCYV/VK M_;+IX6_YS>3P3/!** D&F;(Q/7Q-.RZ>3 LL-88F_WEVUU?^X;D1PD-(34_(MH[6?
Y];#;I@G8K+1^)?06KZ&+GB<.*:.(R'@3Y8%Z4V'E/1%&R6MXKYF=,'N MC6B*EZSL]N1:4MC[MD964;6ML^M;-)Z:#37[FMW)][3W2]6QHK_B4=K/\PI$ M\MQ;1T/*P^(<^I]] H(8]_/T=W_QT("O83&OX=_M,UZ,;%!R08T"V/K_KHO
M$N=/39^K'^BE&RQ9#Q]/EC*=ESN'KU^,0NR/VH\$]*/-FX:PS9P?*G=\%GB: M'8;4+87VYEP1'#*">[_$XY_];Z;.X'4_0AB<%.5WL?E=_+2D,7AP\GZ&9@DFB$]O#K]O%&9O+&+_Z]>>@+6Q"(AA3'^@-"$(L1G@H93!6.?O MB-:2PS(TTT_]6#\1N-#5N\AU"GRP 2_'
M8DWUY_FA])6!B)W;5\\#.V"\^ MN*Y/WRO[MKDC./YWUO%I /7%,# MSF!Z<=<>YNM8R7>Z"]C9KDW__9Y;BP9X"UL-_ZG\('KHOZ/J&Y@SJ/4[4&,) MIMA_)&WR&R+"E.JCK?,_F8J,0FBALM5]\8="C"GX]2UP1"O$4^;-G?6L?5;T MI X!?
E@!S\,"09+C@3K13^BVH@#\#[11C[>C%TQ8D8A#"P7*[YMU'H%\&)_3 M>ODP_+_?IMX$B\P72^B%B].4|-FC?@AIV4^? F4O"LW)N:*7Q@,(9S-$Q+9F M=\YWV45+O-B >;Y;++3WV(1L6I*BP1&0FB/0"SU!RCVI)2^OT"+4YP>!3ZAK
M+"$9:A\A1]+K=2!0VS&6MR+V>_4GP#">F*AC/B)I?Y4@/\,]4]IS?FI^PL]_MLKN9^R?=A\[@%;M?G/\]17^9?3>:Y A](8 X G&V0,GY/>-ADX0MFTW[FK.[MPTL;#'-84@Z%I%R.1,QC*Z(2O])#EK,YC,8Y8C0P3S6Z(*8DS]3RU#VKI= MH +W9).^(4;0WV?
^.%9W0QX0Z#XV.(AYL??WW<7!';XF7TBD*X-.GL!KX"2K M*E.J#46)Q#:PN352$D,_G.N#T/O@!4"@;64/UH"$FQLYA/WR+787NT#8%).M M]/Y\!,+?\#T"/33%,ECU8(T6^^_XV0$%9K0EWR!D-< =O59?3:O:O<^+V-,T'C M&V8N#)(VVL)DN'9G-H*>KGSA_5C$=
1Z"5N!OQD'["6Z/\A54LN.0&N*]&V2 M5;$'H95/-;D<#6CY[C+"9O|=4L$F8GV9+02RF:2A=03"PC]#/>Z*(#?,O^G7 M!@E]H)7O 'QKE%]6<&FECU*ELCSVZ!]68.VE_' M7T^/'.P3(KCP^)5]18+ICKXH>_9[!X2$3VOUNSO*$Y,WY"9V2TU-F#)B/K%*
MY./>"5LZ0W[>2D_PVF:X=_Y?(/[3'].QRD.S]!\80??//=TDU0^WI9]AI]*^/R]=;3",[.X/'WV4->$&27S&R1 NS=OF_LF030A.6%H^D2)!.791[M[3N+,2R;2Z5MD'=Q[C@\9D:YB6/3BW30F5O(#XYY^\6':-X!7$G8K]:GPU MW994@[Z_?
@WV@U6&\|18)%=*_F;5*F+U+"V:P7Q/Z..I83_0DFE0$?CK%B6B MFX4*,GUW]]/"MR99>G:M 'H]%#@C/@R*OUT:YQ%A'!#(FYSTLFU/9E^4VLOY M&QF!-WJ3179W&8KB MLWBJ[Y)X=PH'C1_PJ4!9D\>!2*L1G^LU()._F$*CR.9F@;/$][I7-
MH0LFF#H9/B=OKTE4>#.1LOUX!YKZ7ITTF$OA/'19YZ5HU<.*@*TZ!_AX"+@5*J M.5*VK7"Q/WZ_ZVG_TW /+?+G3-_O]_?IKN] M(Y?4$ZK"^XA_S ,A_66]NR_(;,GM*Y_!YF),L"ZTTZBGR_6+2;0(=T^*P[= MY5\F,ID)8=^@.X4LD]Z?#;>C<0@E_
Z@HMT6K+8'!X<-.ZKD.[8QFL2-Q(3! M5YN#OBK=+EL[D0_JD 1A2<:B:RO'Z]5.]R@;9,*4V75U?8^KQ0NMR1]4Y0QC<.$1ZGRB?Q]0I1@[]&:K+(JU#@N@R>X3 MO[I=1,.5GP[^3&E8&TYF[MGJ*N.X-I?X6/05K_UJ5CMTQA?ON\57PF=!@'8I M29E?SBT=S:95?-8/Z@
"I?X;>^\9U534QGL&&](%I/>N%!&DET1%0$2D@]0H MO4=$)$)(5'H7%% 041%I M(1(A%"$6G2(=0$ >D):#B:-O&==6?FWG5GS5KW MSKIK/LR'\R$A";L]Y???9Y]GMW@'JAV;WIG5Y?-],2C4D*_ZMV=O?Q<]/=Q'
MXA$&0KOG13RM^2V&DZ[5676O%SZ2BV=]IL]>_]1V(_T0\IZ@TA!N^F 4(M.^B5U)Q6:UQ0MWXX%(;.;=>8]X=+|TS\L$SF@?FVF]&Z$44]+D<-I+ZMWM6C. M/=E;;507!R(Y079($_.NAONK?F^4Q,P/E7NU0UDX#'D!Z*&X!,L@G.%ML*2= M]^IE* NDQ]7HEF?
$/V>2O7.[&TUU$;81O#D]W\)@#CP-S)3.Y.*3T.YB MD=]+Z<[D=SC_QI%[5FZ'L6C7T[ZL/OL&CIC5!F"N)O7S:D'J'E:ZD) M3.32_[# M/*[_([6^E^IN*]FX$G)#L?"S'L2?AXBUK#UK66 YP;3%O_P'W_]O"@#]OWK5 M1! .L5+<5'_MP:A1G)W^Z]!+8,O'GN^G4S.|
<1DEQ"^.[;-@-E9?L$US!^ M9RN7FHW"VUM37=,)09]K+UT#J\=O;-2:(7D1=@",@(J7XM7.2O34:-R/5!.D M[=0X'&U]+LZ=-G;,YRQK^ZC]"%]R1'3.FE6$"@-^ZCC8EP)/FOF5EE/PM\+V M:Z^^Q@ZD<[^7O=-'?_#DQK'(/UCHR .RO;WB8-EE*#AB+8,T)P(\'4-
(HWW0>V- WQCU.0];H8 ;_COS;:_B- M/F70[,;]XBW*5D.$0*7ZWVM+K?WC+?]#L EXK;3TU]S\]R M3=/-,EM?W<*PZ3\|EQ=[];_B_,V*// /E50 *6<$K623<_:@)1V)""5^C! M3Q8"8H=.ZW4'XB#S>RXG-SR%2C>B,UL]YG[BC--;G*,BWNDT?Y?QSS.3<3S-
M5,H/62M]9QB@&3>R>STMM^.$"V!'/C/7;?!":%'ATW7Q^?KTRV)M9]V79H]& M>E>@CEWZ*D,-VF=K%]\:G/&-+#F+^*"(="7NBV/A6OWL_O\V\O'PGZ5['! .T M_&+?N#IW\#,/I0ZJO3_RIT\IC&^_A4N V5!@G4C,",K<>+U1SE7;B#R:=LY)Y[V8_=: M,\1#Y2700/Q7&4
,P5).U0)22JIW\RNP]3Y&1]&3/AF8A E\;CLOX#Q"DC2Q M-.Z\&VIGT/.'C+2N7?I.X\"^,F)"[OV]+64!UX^\TF6UO?%L3=3E9[MA-D,M45QY7LAH""X/C3Z#-E M5?O&L$NT5# G?(3\C,2ZG?0:WM C"%88W5[5]92=F#K1\/E3]O9]LZ:KW4]Z M+RE
A^]>9(7)&;5\@)=*R>6&9ZKHU?!XB!:J4X\:3,I:-BH^':F>6B"N3F2 3#XQ-6#\ M[H'ML\;O0>%A9IG'63I&55[*O?G2>?FF."OEVZRDBZ64V86,C:&)QA*D0\ZA M0^X>W/# 6&OAS\=*G=MW=E9Y'[#H5.30&ME8'0 M1>2V-_P GOF)H@Y
>]#UCDL[P<0XITFU[5_&$90+W:^DIOU2'TC[!3@]I!+. MK/#Q_$]^^UY;[L'ZZGH#$$XY 9>%'D.H376H "4N6;9 0V531ZY@)DD^VO=3 MP]NS/GQF:_>]O!0<^A(B#OA49C!AQ0D&6]@Z;4PZQH;C MWK!?_8]YO'[2.ZGEI@=WO7KWP]-
KG@%9#Y0E"Q<#L>+%VOE;0 M_]>@);FL"X'7F6Z05LR"]B:6K72442!HST4>>[>K=Q0*!2BZT)G2POPB01!(DQU@G_O7AS0GQEKYT[FWEW7!1 MKT7.'_GS\]M#]I.HY<(EP>K?QM:=YX$6*S1I.!]_E6I>#GC*/WD:LJ\IG(-J M5_@B[7O^]*Z81X.GU?6ZB?
0IOL+|"VU[PH:MZB0+E3FD0W4[N(6K>Q0[\?H@ MY$K@ODF>$Z[4IT2T?C3PVK-BA862$:68NV8,D#[370_6?\]8"OS&4/F?TMD. M8DDK-YN!(5*,!1PAX O>4CG[K"KX;@7E-6KDN-P:C"!WBR[[>3;,(W4H/!R+ MG_Q!_]'6\@-3;EC'=___YV5K&J7/V6TIB&AP\3?
=KE9S>*B1;,X)X: M;!)*<4#8C[&WRX YQW?MG[R[M:19;',URS@%^3-XK\#W,UKPB4+U![;3MM)7 M5S(N5YX1!K%\ =TOF]Z;!3LF]7_4P(YM5,4N.=,]\I*(K,+AGMZ]+JO7^X1* M?Z5'7^8(J!WJ]&[YQS]_>?+_5V]1UD>E0T_0)1$/B +K6%1*VQ'H1G[:2TGY
MQY>*ZKMI=]8CG,:=7^6E^O?FE,C\P N*(OS1WE]]![1+UWYGC&K*Z7XNVO0. MZ]*"&FZU^&W(RVE,IH!2OJE+O"SQ5.,I),56AYX^/%YS7:MM(OL"QY'WUN7 M)'L[(I+U8*ROQM"?<6F!R*PV:ELDYB=="GCZ\HZB>IX4&FNQ>&]NG&J+\H/& MS5874'G>=I!HM?
(WKU!A.HL!\O6:OM_=F"]YJKWXL(Z[;'OLTY\^VH6(M]DR1% XH9W"T9!.^VG7E(DDP.^)V;.#9S,WA_1.I-]TCG'<[8[W5*DMA]3P6V&^V"]%5/;]"]OY#$/]9 M"%^1^]'-7(N-4CU>4@1ED'5/L ?5N2=FI=R3.J/T-Y.G\JVY.%KNK_)KNP[Z^O"5QCQ_U_[EQ M0K\7L*
($POV= %V2X3*D+QD6ND.7W=(UF$=*CU8+>ON7#Y*^TGU4-UUE269(MIWGP[;B7607EM5;^K3^UWOA*19.:LXI:N1DQW\1-9M7\AV A%C.Z']*;+(V:2A;:RXE7WQZ'9XHOV*A]).EWG7;@M[=6E\Z45G]H@\5$ M3='JZQY]O?,@3(S7DNNLF>/JV>'HB$]#+@-
A#F/7^LV^#5CM+5*O 8>U< 9H MQ1C3_S>C.J;L;#0?&R!*F)NH]GI W@H*(Y267DA/?_)37OB]H-5!-!) MW>IN)OT/Y6+60\'C<^V<>M5:M+6P> M.N-W7*LL43%.*@V&^=XY-RS>U13C=3NS4A@@<;2C5!Q8 *YYX()!"%D&T*^> M?@G+,TE(@>"\CB.?('L9(**E5!
(#='2U"8@CO;6$\@/OC>O=<]B/FBMBS]. MQ1Z.':6&@5AWRZ6U@Y_>(7L73= &0[GK8]0/D);KWOGI5!/\(AM6-ZU8V^\S MSK:A< >UFG58NM_^G5@\HTYG>U2-N%XP0#C]X57G]2E2?.:9B=NV#G=>_^=. MKI4I0+"N=O15'O43]N]K8=OMTTM9WU M-
";,,/09SW.>73UFP/?[K)S:VR&9J/RTU%79-E:TS?"\2**A2H\Y?UR5N2/+B.M95)F*@!82;1KO6-9X9VUBT%?2658!N@(MPGR,^Q&)M;/-L\7G!G*@ZJ9YN##XM9ZT5/@00M$73S_2'M%E-1Y;_%GJ !H# MB<)CW@FB'J8'^OWR3DZEV!XJ;6Z_]#TT'RJ.XNEF@
#YENV,%7+.'A:G M6(&W+--?>A,DW^VV>+8[E;4^M):'U$+E9>VVV2O$]_45]KRD#83"S.$Z%!'9 MJ!$:466%Y,Y3C)_[\;A@3Q"CY](U?EZZA%/> OL!%^++[[V!/52?^6P$2%A M&FM?B^J4A 0O2&N,CR1$7K]'.=$\4$RAG8XWTIJOK4 MM5I9!.35I5E\V7X:*@?
M"+6&^L-/)(EL!FCT;E,D4I0YYEK(B;]H+"6F&\PWYB4%'ZJP4]%SB,M+]208 M(Q?3=Z_&4@E3*]]:4C*$A4%=(V^I;7L#VLR0&-N8(NWF,M&' S0L4NC,D7G MP K4Z+;6++]K:X"K0==2_%@[_2S[1"3*$6TLI[9PR/J/"%4E2PW=/+C(28,T),M7-<=Q9AD%-
KV/7IA:4&,K@-6T2&M/-($FA*?D?CH/T2= M#R)6*6/^JU%=6;-;*[_^,;PWL02?5UWM2S8>:]H0)$F1UT+,BIGM(T.W#Y@- MNO44(2E-*T6'M)N)T7F7N/O[]YK=$L6C!3*06=#8FS=O;MP/W\#Y/M.9(KZ^ M>NOQ^131S(=GEGENVTWC?
%^RYM["O9)I]S\8@]Q=6L/M0P0),$EXE5YZ^>KH MS9O@JL4*!NB15@X#U.)5L!NQQ$GGI^H"NOCG5"DBIC-/5+%("N)?%W\VNRYC MMV\M&X/SNOEWVL14@#RQT?7LM'2.I4_C5:K9YVB@3___K_T*6217MC9%\#B"T+91H%XX/WZC>C(7&_#7<,UK\Y[_NG
M3EG(Q=:P-XMFQB)S4CNFP;W3S MVZ;(2RCL*"8,_<<]$_(1C$UPYQ]+$;>8H#>KC) ><,O&*"ODTSM1SJU#_US M:+_+)#-%)/,O?'N]F%^\S'SV91.U7_*;G$JMI[UB\EL]IAF6B00#4IV>9X%^ ME:L+[]W M"+_'1A_SY$!W3)T4-
7X+3SR>0WWU^+C?">_M%]H[4]>C(_]]=YD$UJ!"]!#8 M+';9='NJ6 IEW'.T' @QLK>1M1]M2DCS\):N^T]Y3(CL::R<>K)P-D"X73KCD.6EG(9[QAA9%*5 *WQ+0OCW?H?[P!]]\&R/[7IH MC9##(2\:!A@@MX2Y=I3^7&;_?]O*_XDEX:/DCPS04Q<@GP%B$H(+,YF(5&'^
MN^_F2]!7G:F:U!>;/U#[AET,T/17U,95ZN6W]2I_WC% EB,7:4\9H!\;':*H MV8NCF%]MHC1T;3=D%D*_48@OHSWC$F-^Z$WMW#=:,+;X4)D!(D"S]4]_93! MV5.L],_,_ETSDJ.S(U.9I&BMGGY[@I!?Z1LF ZC@8S!"B-N3=''XC;TK8V;Y:BUD63?3P/4@6,2=%/%PY7=U,',%
M=-<)Y_#:^G_/Q+7!D]GV%#Z]&?!@N9@UV(#<3H!R> 2V@?/?!MK-]VOMUWSG M[E$13?_1D"O,F@.OY28I;;\@B1%&MK6)P01(YPZ_/3&KK_81G7LL'YOD,K;: MD!-<&"SLA1[S.[B<4KT^_6D IO<&OO8T;\:5$(L&TEJQ2-K.Y2B!]AM$?92 M0B-#[]0\Q;>J:TO8AN
GM1_(W1QL_HYT78,$,H<1!R&WTO(0O*0T/),)>>'!A.*N)?% L.93_&'JKPTU4^K4 MZ,AI\IUY/=X;-4^O.E3!E%*?2E]V_H <6FJR[H7@O-WK#S_^Q9*("V.-,XO6 M_L(_&2QN"4])")"*X-O"$?(#:^>S:T3D;.I"V:_'!1R7FH62)TCF?9!$!H@? M[4BRQ-.3EF.]\:CDWQ)B'F-
2W78+I0VS/6O&W6.% =^^?(M2]6Q>=9++3C6R MH(1N@D*$*.QG7<)P A[""NP1% MUW@AF$-2%.4(AILVI>C]R=\/>)8B\,]'2 M2,XQ0MD,0QS6%.Y?V M5X:#/Y"R>K/2EA]3MFM)AE#KV;(^*FQWU*@35?G1(0V(99'4GKRMUA:H#=G MJ-JB?
2A[W15[N2.]YGZ\;\^B^(AXB%AN(GI(+F ,=':%%!;4<$(!>B"3Z$O[XM9=Y M8]0+^;VB_BEJ3651\"E:2 ^Z>>=(?$B>UX <)TBCOT^;^*^:VG$O!(0TTKTD MCA8(Q@^H/\)MYXD6]3ZMTB9.9(=.^<*Q/6S.L=_21$8&OX3MN6?U_D'$$,OH M[+;+([@E:T!F!24(-_$
="/P(C[$XB2?3VWCL!OO\NN:!KGJEC.>KL[C+S=' M>9] MYC3GJ,"4#B.3D@S3Y=:S/)B^_(<)@6LE.9(3*RNZF>?'=+2N$BZM,8Z M_Z.?7<6"STA.+44*])&U,EB*Z*!F^ 4JV"$!V/?5$M?M1L%R6W4!V?W+T.3P MS1:Z)*;PR$(8X>:D3\KS[4";1V+^>^F"?
['0?,\DD_;\KBFG?(.<.?V/+1/G M"D[*%[)Z]W/4W(0K1X2+)5>%X!AH\923L'W.CTUZ_,6 M(:) 6;?3]1[\S-N,_)T+KM9KL+8<1R?>'E'-JJNE+]*0FR6/$W*9]U0=W+J M3<0,/YPRJKDH(F/+X@].??WT^]&+4FP,4"?DMW4Z78VHOB/:H0WH+F.$ G6E
M)*D>M$_O@CSELNF3D:>:K>L^1-QLM'-3[A-5S1$(K83<.|^RA_&3 LZP]M9F MHCB,%"A7@XL;=%[@L^+S.R2GM*4$X34H(3G+MPKYKQQ+FC141MA.)1^F:| T MFI5EM5[\B[X]I'PL)&E)DK4;%H_4'O4G\?2B^('BRXWMQ%Q\#N7&9PVQ]'1Y M_W/=I[SUPM.?
L&I;D_27E(C5C" W#(MHT,6\'W!4ZY] T]YY<_1Q3)+ SGZDC-7=52D%NOL5.P)23NC! PG]9PW]K'^SZN[)M6 M6FWFHC8SP ;,([LDS]"*C5R\23<@1[..-#H;'.\C7ZCL5AVW%RTW\?M^$E3T M\.G0_(V$8&L>=\O0 M,-^QG1TU#@,93H_7?
YK#V%K#E#4OLMH3]\BCM$IT*,F-P+/]*9RB"7CRI"#9 M+<5:=_G[-(MYK&]'B1E%-/4W4*[>5]'. 7SQ$?1 MSY.D'IDGHDWP(P)!8%'2C12)0]S;YHF0=VQG4CVJUF0X/[#99G1'9/0-(CDW M%E5'(;0EY:K14^K2[T@7'ZW<)XL_V#WNVSTFPG MNP2_K?
51^::QDKI$YT3ZN8U78. !08K'N@813N));HR?UG+904Z^7[3@OZ29 M;Z-YO]G><%I*,SW]H3,-@]1@8N4QVMN.(PA]P!:&W]N&" "K8W_53)Q:6PIM M6EN:\QQ:2/0":&#ZR"[,4(-F%.;B(%0IW[+BPM_*3+ MQVT?NGK2SBX0BMS$1/19]39>]>@N0])0 4N
TDBO>DKQ69.5!^)!#YAE_'9[BBDE*<9P.N_FV+CW0Z-^8">C64K(6O@MK^78,?7>MN+3=;C.?O5X<)&H92 MS(M.ZH^T(P[OLZ;Z;A_N28<4C/NG";$&+FTHG M)9I!W.\I*^L[%PA2@')-+K&VLWF1OX.81#TSD'7]9W-$<(O3EG'U5+4OQ^+U M@2!*#>CA2?
QYNMC_S[1MD,HP$U744LYP-%:2S;D&/(WP#5[CNHDYCWP'14$Z/V+<_M-C6'R:5W$[X]68D(Z^)-E),SP#1>",))?8',^OD!QTE\#% W72#8.0=U;",; MU66-_Q/R*];D.C@^]GB<= MR;71W++(U=",F4!8E0'IS\]]..?EW_)*S#\>O+-L*N\[W*O/2?C,02X$QC\@
M1Y:_X:F@B4 [RKX@&U##HX+@BU0#?%K?Q63O)PNZ! A'C1V(HI]SO9F@A<(MS$H11P0#NI7TT>BU4H+Z8XP86HTD1+AB>W:Z0P,N<*]]XFU]RWTK\-!.W^QW M4[X!];SSNT?;+V1G_RPFV@Y9D]/&(+ZTRX?DVZ.1A;20(/+1F\W$_J..L=+#
MF!!!I?)6C57'_'6;P8%$]HLLRU!<55\>]1\ =F[)(06)>]-3Z0& /@+LCC%%#W$DKK># MHZEEM?+]VK?'5+N=N-=O;0_@(N](@Z M4T]'X?=Z48G0N]1TM/YRK G>EYRDMK#X A:JY7P7:GIA(4CD.=KJ(Y^KGRY? M_4LY<7Y+LCRI;|>:P@]71;"==TSMK1N_90#
M+R"3+01"4M$?W&1FU%DXSG"SX!#W !K%WIV^A#F.%<8Q?C8/@A5%=T1[OO M&WB<8UO=I]962P5GR@/+0$1BO+OFNS/U1^9>S$B\,;YPA59.=:M$+AHL;:?$ M$N.LZ@]M 0\FX=\H(GA7B[C2+R":Z[J^RIPXO;3V]$!_69R3@#XD9Q-;>O=. MT.>@#4R>7P-
L:P#"R!5BS:>W\+?KGQX=CK MDHIWVV*K5[N]AC>Z\RI'9#AKO'#O-1W"ONKUTRI0OEEIKL4[[?B]Y&)6K35) M(:)_P A07I_A9./0\Q/2&.!#YWBV^*6)O!D628/O-8,6:X&!7LA-9F8V6D^-4R#N+.UY-C>V9@1ZIYR98A$!\'/P)K*P@D:5&3"\4 M5VC&#$%9"'E
@TBY06Q<%)] 0&]"FEUCZ9\B0G)@SIO=7,VK^Z\V^_V\N,U M2\6G] ZR.5I?(?;MF!+4G,FT28R/6@Q>(?.E*EB$Y[0K\-88.I)'/H&Q=$@; MV,__9M/KU'G_IYZ(]A?D1)MS=[4*>1?@I5R'&RYC4JDN^"$(=E%ZK,GTN]8H MN5!D3R9INQ=>(RK'KG%,Z&G
=8FYF(%W/_^;Z>+[?YHN'L(252 -N\@/>%YF7)RW\?.!8 M[;4X,FZY^ M[]?9V7]BBL-71#OD92E)M2V'-Z/%H^.I)RF7B)])>Y61;%B:\6!:XNL8]K& MX. 4Q?@E#TM9A6Q[&-/YNZ&#!V)6#D>12B4Y/E5W%GK1 P MTE?,I54K0+U"U*7*&:Q.P&@5K],:[JCZN4B(:IR][Y7B
MCY()E$N /]F2F!='L0G6;4M*5WO=:EGUV3;.TR*8_+93\X1>52]O7B#FC-7 M+YS':5WW_7_Z.3'WLKZ,*#P]H8,5SM2,8KOHK.,;BZ#RM_"33PCGW9G0-:Q25?OOP9E\!NB;'B: AR+K]<(C1M/AB:]L>9/3A"A M:@9"S+:'S@S?
J1*YU#ANI5UBW18K"F8R2B*3_.)NH7Y6H%;Y>S%4KRP@K!C0 M8:6GYM-MC8(9H%Z5/\2W&&<&*%GC"P-TP/STLA;FC\OATA9$"/5]G/D+<9NH M??-?D40I\B#SQ3V$/:FO\Y4(($.2&R&]+R%\-ICN.H7R!CXAANPLGX]-1H2?
M3/;S%AZ,EZ;+I4]O1**DBXE6/'^N[FTS0 R0;TM7\5]X4^W6;H=ZJIZE$E[Y MU\]5TFKZ..QJM7W+;#J*?ZUAOD]K,*CKYK;5M2$U"8MOH>?Z^]NEWZ+CR$2@ MB&2XC-HN6X%F++%%#G!8>7>YGO[[OQF 0Q7O1MO$IXQ87#^Z[$3G.>M3<;0 M/ 3_G4A*.
(8+0%QEH(,EI0A*]7?BZGE"8@>24-+(M3"W[N;AI9S(-(LF]"Y M4;V')S'HE+@S:IUBU@.2O.0%@2SB7N]?Z^Z1I+]"W;%']'.PW:+:-:4^^6S- MIHGP/ =.0YUI$4VA]MQ!4E'!,S3F=97)1 MJ+Q<9E)KX/EB<*P9&Y_,"PE%NU/1.3P27'*;;>[W^8+J@YRV@OD$\U;?VX]>
MV;3T!W'_8O%*K7T?]/=&RZV"FHQ*MP7<5[;,M:G(%W0,O[9DP74T@/OI=08\.9E^Z_#HK(SKXH%%#N/:&]4+3C]3FA]*)E;_V1 M@'O9P_N2N>N!--7T0 M*MZX=&P3P]-Q=A%PQAJ'OAZ]5W8DUD PX0A.X#D^Z:-!/ M7)Y698 :KWC>_DBY]F .\KG!L&XOW>'
@WD#59C(&15Z?E!7<%PUNW584\2"]4FT@ZAS"EJW9M[=Y2=2I@Y=,-]\ M8!IX/T=+[2LV0;YB^?>OUQP3CI9#],OC"RN8[6KI)QVMM\G1^4Q<3-NZ^/) M,K'6U_ZLD\' .]FV#]7$L\-&K%KAR535-C;$[V)*W.!PEP#2K&DHU]#3>3#2 M_[[1:X4?]$_9+?(VK&-:#D[34]\
[E/@WH5$?]Q(!WG*RKCHTC_'"86T.A[2C: MQ#L*%C;8,!)\/T?>A_/)X+N'%W^LEX(\:P5I;R ^2P)4>Z#N#0()7*)<"5[B M,?)_$] B]NGI&CCU-S=AK5BK0NO)D/]=G1R?3)W%](Q]S]=-]W\O,1T]H#:Q MN#$K01T=0<2X)5(L&J=AC3/J7D4NYSH&-!+6+_-
H7*@*#4MOO=TI,&U*@/!8 MQYPH//'9YU#7B?G=IA;+=^I:T(-19WU?YLOPB^*L70S0([#>]/8 1(1Z%U@O M!Q@@UW&CD>W[^:9-XR'WUK(Y85I.4UM/+Y@-2;V0SQ$PC[1Z;*'[UQ>!)PFM M1/7Q<* ZKS,I['@+]32+*KVH3'1]*)__^?WGUP;:VTF;LS%)?
GYBQ=+2Z>&/ MQ:ICC\828%P;!:4=217PQ[V+Y#VZ<+4\ M9N).3-NAQ*VD'4_$> M:=W1RD59R6A(Q::N@5EAS>R\Q^R3[2_2Q5HY5UF[OHOZGW&P@21[$?^\()7'>9R._#VWV8 M?_94E/%I03DEW,-SMNY*?5(X)7SME^/$04G#]3>IASUT52;ZX&F08<>\W;4U
M@E[:&6,[^0B55X_L10;.])-V,TCFSD#1LC4O7&K%-#$)7ZA2-4HHYK8]P=ZA MR[NH,4"C*ZGXY]]?4B9_@#TMT]<3.D&[9_X3V%[0AV#EG?)Q^AF*=O.1RZ)= M0&$H 7.:]DLZ$4WEI63\+!>]V3IZ)'DHV<*W\N2M2AFS,-O6N"A'@X-1=Z MV',J3LT?#74N]JQ?
IO,M3F6/F'IT M^U#8GSL,-E9S=UG9NT[L;.]X@08B(C7[1'V6?9_U)>V.9ZJK&)(D3!3AUA_M3KVWLIYX$9O+]2]9>>GOJ9B)QO_QK2LI]$Y+!FA5'-K(2LM6%V" -EYM?FY& MMY!7F$)#/1U29]W+$U_?0^V(W4**,/#DK4R6*TI5^[0*LGK5]V))]']+K:Z M5S?;BW+-
[EX%%6Q^^7:^=^Q94!O6<@.#UO[^G].4VE*T]O^$0R]TS(P6!]EH](+D'T%'5Y%6A'.& MQS-[O^>)?O![YO'IS0T>K9AH&^8_^4#CY&3S/:]8G*/$5V# 9IY5,X_2R! M"E#-B Q0*E6; D8.&M3N1*W$VO= &@1;EHNYYN M5^H354Y_;U*L;PD6]7W7
M8I]W]D5G4GE8IW[7:VBU"IE"_[[$0M6G7$.H3(*YX-/=!4.)235NVLUU@BE& MMA911[WOF9FGS#]L%!5:B(AT]O@!460GP+<4.;1$[*?+Y]N0=!_W)4V;I&*[M-4WELSO^BW$')PWTH<+:VVP(L094%H'@>GN " MIS1\K0C"[3M:O]9S8?;%O9^-%7*O;$^/]]CJ-
V4O)^]?OIHZ>N&-X2]24_7&E)Q?9:D&Y7Y?!MIO(-F MBWA9BR=O.!K.=1XY;B.D[$=C8N4M)BE"ZQ=+:"WOJ-> A!5#2HR<;\D"U81T MK^W-:+5P17",WK=W]W_.G>*K:(T'->N]YBE 'K,J13+C\FFP,;*3+DRLR3V^ MG@+;H5H2[RX&']-8FMOB4TANS@ZG#,2H-
+,\6DB^\N%.E8=_+_)0"EV!B@0 M-7M YB<*]"5]]9\HBVN*]5;$=M/%0R]C;TZ&C,W*'E2OM#;SW\@N3,%>:-GS M671H-8.6(6Y3]!%G2=-]T)/(T0[9[]<[SA*-$]\$OO8\P>)MV7WEVFY55 MQ]8YUBTZ%W]%=@(I(@@^6@-5]@SN3* EEG -
IY1S['$#29&_]5M67):C81NA(\]SA]U[&8)>]]8_^R,B?8-XIE2AYG&FR[O01]<;I M1,39XYAN"1T&Z$N4(%)3=:2\MX9H%M]];9EVI^;B0RG56[.#H\DW>-2HG/D+TI3K=AT@MIF_6]A];$)PS]! " \2^D;-1!R_LBIZ_+^2: MD1ZOE3=M>/O,:$,&8'KY@X4=VDLJ ?
*1=7N+F&8+)$2^W2@8+@DFZ2_1^3Y+ MN4^M?:IO-4_]=F_?@GTUW[#T*6+0)>7)KCYHW]]>+ GEWUPZ^>\4:!8$@]D- M.2#'@\@&B=DU<#G\RZF[6[C(_@SN8FWLYMB#.@]6TP%6KS'_G#Z(9W"T8AK! M0W(+NR@WIA;)P3CRCG-A>9)Y;_';VZ"-G.
[9CIRZ=Z(C^5V$T?PF$\1L1 MP 6_XB'M=8]>Y)>/J?/*L3PSJ,\QR/AF+AXW]A LPC204"H(D*H% MCI+3#(J[(-Q&>4S69#!^?O,B@.8ACG0?OA(D2?1TUZIE+Z"$+PG#U-Z8SB^Z MV+$$"M_^<1_B316DI:+%B!S8CO/$$6QQ:H=V(H]X<%3!<+O"PL[+?0FSK8#6
MMHQ7$]M1)UF._I"X'#<4AAP]KI_&CLQ&+7_&;-.60ZV=)]AG_9Z:>[\'4@/" M$,GOHW)NQIU\UG;AZH^DA8P9X?_W1X7?"^O;NSYFM=;[Q_O):@RG$RDK,02LA\1!ZE]RD&] MNV++RE+\WYV1C&K;5[R1ZF2%#[4PV0]I=AZMRE':E)//+8(I_B-#W[)4G3I9N"-' MQ+:,
<@(\]'94[LQ%[U;01;EVY@0;N[U_1'0F^&-CU8]TH*S4:!(S_K<+/]F_M.6,:+F9^Q.>E[OQ1YN]GU%=F'KK>*H$Y2)00LX?I;-[-C"]E6_97-Y6FT/R&SM *FE(8=0P[Z](O#:[M3F5;]@;U^YY]C>SF<^D78G^SM%:H*M:'D0_R%6.CNE$G&* M>-A5)'6#"$E&^5]M8H!.P55N-
-[4RK"WB?.@:$6XS_8E^W>'(,WM2CN\."*@ M-HA[M&=H(1(#U$?G +((M2) #C-5?!%],X'6ELR*A(G;>&0W#F]<_LJ@#T^ M7//6L[%0O$!1!"[2QU?(K6 PR9R]$(>%$#,3**:ULY!ZYMPVQC[]1H$L'& > M8,!^]"RFR7U%L8:">1&R@#DE$*%(4L_ZS9.$XC*"K%2L-+
<21V?^BNOFV?Q) M\1<^IOA'Q-;+Y@0T:$6_V@6ABR+NT=EE*)2/%2QCT#L^TVZ,"GL24%DTR * MYXR+;<[B_-Y7H88.9F^S].N^>]#\R1NC='1Q%])E_M\^F7VI)#- 1"NIQW;!BR!2 M4C)=GGIMZO=2DOH=+:L8)U+W7I06_T7I')SSQ==7O,6N=\8!^^W-
P::SC\8'P@\O99+S/J M#Q6#=-5,L1&P+")H LE+GY5]S,Q=49-?*+TS%:X?/_;8XU6G1,:6L4S*GBSHDJJS60M]38AU+;C M_&P:2L*D/^11I7U:(0IM,T>E:AG3 M"8TS0"6@)9:M1:F.8XW&G@YCQPH\EHQV7'1+U?[>]\FVG:PSER M"B4ZTVRBUPK9_D1=.&[[$11?
@:&:NV>V[Q6* -JX]9!OL;!;.>E4,WZ M*'*NF',[]%YQFB<7,3]>>TBIE^3Y;7I\<,N;=78A#3%ZK# DG*5)1[:CI.D83(87$?X"FK]4V?.UIR<8N]\|LG M\FQ:H47#YT\>?X2C9:#\&* DC #$!Q77 *\EM"2C7? [/-AHR3>L<4T<% NM M+>-KBU-*-U?
WE]U2D",ZU^9&+E1]GCE+:61G*2*YKM$/Z.PCQ"-[#HVG/"R) M#=VU$4S-GW=7X&$]G546[4S^2)S&9G0OQ4W0=+ I^!1='X]#/[L1"W5G"35 M*Z3Q 7>_+"1O.1!G]O7Z&-;/R\'L?@IO4;,1YKQ4('R$;$WTSV "(@\W?:(@ M*0-A"2-8W

SXZ.KAEJ87^E[XU07^BSW=1;///^KAG(^*'S^D\HV381V- M0!)^A0 1Q^)'4ISS\W'K<3L(%]5H!Z%#N<.6)V[EH&LWQ-DXLQ,=9,!7<"SK M+2@^%-Z'Z2L-M5]0Z?EIL?@%^^7!1:7F\=^R\G%N)/8^D-D+*15#DR/SUQ\] MPNUAQ'*O9I&_$J7B,;=0LVGD>*",8@
LW1QK@@F#GU8&17-]V")#N4LGM^\+ M"37;7"Z?VI&'ABNJQY@UZI/U[_%]]Q4+])?O>PN9=SD4C-WM:DN)G M((.83WY"3.J#)8%YFHA.50%34:^. ($*#TF"+^#$'E]AZKICMD]J[&9Y#Y3G MW#*;$N0*!^;;2\R.?0.$*)KPMR/NQ+)NJ63<6E')]7T VH54);V;;M.)
MDSLAZ5OZ7D"@]^%XU.) ZY-+:Y^K"+58]>/4(""TAJH I)7&ME\F2>;K%%?B M4MA%9'*O-8M<59[1Y]0_=L3 AO5+05EB*/HHR9)\?KI#'*$CN5Q!PI)$,="_&*5P%)"I(=)GSVM#L_B M+_ITG1&5$L8L%Q0?H:O^.XP\,?X[-7R% 0+!*]>Z#-4B_A4,V-#*FZHNL:D0
MF.KQ6E:NW+7+2'!O^=8*^L, D?MHA71VJBX HYQ!*(Y,T#QN(&+M+>-UIP2 M,3W9\[-R2RD?%/._V9#D4[TT;DGO7\[.K5DGEP/ARY!C_S(\RD>EF!5^ M#7NM9SKM0YZ:P>SMC%#"Z*-,A2LLCLX1MT"@^<7WG[&$PVU+HNX*:^<>)X(?
MW339]':A,WHAKQ9ON,2UF06+*5URW=NOD7O1DO?T,"L.;,BY+^>WU'1M3,; MLY"69",97@&*4Q1U'GC%Q2GS "9C&E9'Z,&$7NFT@@2SMN!IZ,],7[OUU0> M+R.* Q]Y:@KM??VP\]09$X!Y!.9K84923VH \(B 2=(Q0"4;!>-CO7L-NCG\
M/@Z%WB/O6_AS%H(&YB[*Q/\^OG)_:!CP"8UTR%$-@6 ME=Q("\))?^&-"#3X]O"'5/87^$MO-?$:%CL3#I0$G1.(8;]S=35"A)385.D2 M0)>ICS%VW^ W%Q^?,\C-4=L3VW%B/5;.E1EOP]HMU22%98!8@&+R75KB;QX^ MN-+5":5V(&M937,S9D?GK&?
P6:U^EQWWMISO#:#K_JOR1TRCA79LB2M?D&S, MWCRC?W4&I+# M;:&66"6I24L#2\+'";K8O53=14,20K0,RWN724=!=5?E,U*(N"Q?X&M9R'+FD<3SA(/S#[I#MZ23>1.H+4 MI88Q'25M_']W%*!W;50MLAJ&KTWS&5.8DKXHX/WIS ?WXX[N-5/*E6R&SA)Y
MU119."OL,12_ET:U6OZ$9O%]$/C:'1YLD]R O7];E^/N.4)16$OCR>VQ*KX? M_]M.>-88,#S:#VRXB=JQU03_*'STU_O!]<.RP0?*-U:|>O'C^@&IHTVW?1>| MYN5AJFC28#Y=-"|C@2W*_:&'QG[7<,D/^0_BF^LX#Z^+]:AZ!FS+A7YTV_)K M>^?
6MV$>M]X'[TGQ^'/29HG'%9W"8UT3%RFM^K!@DG\ZS<^\HNEY6O]O @!0 M2P,$% @ _8!G69BB'*^R@ 0HX !(!E8BTR,#(T,#DS,%]G,BY] M<&?LNV=44]'6+AR:=) N"$2:*(B("DB1B$@7$%20&NE-FM()B8!4Z0@(*+U* MB5*5%CHB(M*E)P&D2$DH84-"N/&\
[SG?=[]QOS'N?<>XY_ZY*V/ND8SLGT9NC-G_F'TC P4HS]SAH&9@9'I[Z \8V%F8OG[MXN^_,>EU'0T-'1,]&?HF?Z7QVD'B(.!*I4:3D,E"]+FH*+AH#KM 8$I/M+] MPST]T'\.*FH:6KHS]!0WF"DG-)REN$]#0W&:CN(QY=U0ROL@6@XZ3A$Y]3-<
MQK;THC[SLC$RW>.7T#BHN2ERU(WY144;RDI M:]S3U-+6T=5[^.BQ]=D3^?OX!@4'!$:\BHZ)C8N-2T]ZD M9V2^SCV,@?MN2L&G3D:Q&R8X'KOG(TR\XC6/ B6 0F685_GS*41V^HC>(\GJ;U>?3%]KY7)O,Q$IDBLZX07Q* M4IAGVLY"8&[4?;>OL3Q\!Y=?W(
PDX0]889C:K)NP7;#U6LSFI,Y)7-Z<5V3 MYV-%@^(<',V_=E\:_M5-?BA-?(+X=:,; TY=Z/]AR/(-##SDRQ58_0)&'NEZ4$@5^],39'+'X0/K9V&(.&3BJZ3M@8X6XHV@L/8D[VAC7M'49BYA^V(6]#4@XV.%=4V/S"#'XU-3Z
M2:,]/YT#EE]GK,UX=]LA/64W7(Y+9RUAQ@72D!=+LG7$)#$"]FB%"O8>F9 N M5RRK6:?-A?'4?C+'K-:+LXI3YP7[;!ZL"X@;B;UY;DRM](#=K;"5'NU%XCZ/ MR>S)D8W-#NB]?68)5 M\9< >YCM*2@\>#"X059E Q.XWH,O3[ZM0^0O[)&&Y) MI#.:*Z+*V%U)3RNZ9,?
Y4BVS,$5(7%WIT#A)?,ZN]2M)L; M+RBWD38_Z3UY7_ZI4LG1X]L'FMQ^C!&)6Q9MU&/T]\MK-@":NM=M(S#FL0UI MVO2[=6BU?OC@_M,0DTIRK5:F6[X@ZNT[:F_0[86XHREL]-8B%C+]1P-W"NIE MG]$@!(S#+]/!9Z&S,P;86PV_D%=A:H>"=_WT'VD2E=-
VZS2N8,XS&>H,Y25! MFWZ_QH$)]3CPYGHYZ2S>"2F9A&[/O#?EFU=GX!5 <-=02ERXF5Z2>O?WI>'L MCWWM+L^)/&]!H32/&Q*<=7"$=)^:/\C,?IO3$ES]\ =(]:G^8I'82!G&#SKQ8:MIBQ^<8 #FX#.E0B 80Y:O(VRX1 MIP-3X:FNF8A\4.Z>$3#8&OO2XN%+;A!
(+1'@)]XC\9Z4D.1"EXS";-0:\,)I MI7^X7 ."(]^87+F[(:[M:^IG?(%95&C]"UN@)+U0-=SK%-1Y^Q3DDA0#I88X M(^,/$8RG(">OLS"-/&U@%=NF81IM,"Y33W27OG_W3/R]LU4)D4>- M7DF(B49$$[)K'D&PQX&W+F-DI+9WP;'!I7G%@=J:S=DJ04[CVRLN&3/FY]][$
M:.$'V_]V13W"!AX_97]1V#]+Z>]#Q!P?]IX\1$_U+$;H8_ZT0>Y$/&ZEO)GW1^.C-]8/279/J0GV$'HDV^1!,<=]2-16T=UI!_-*,B_/)F((3@ M<=7+:.3Y/\GKO&J2PA?"-SPN[OHY1=W6FN!F#NT4S(@SGU 0S%8U. 71,:=I MGE3[(7_MZ5)@P[TB,-
,0]^+/##3E=HRU+7R"FR/FK:%]..^B6-:V0[3SFT<% M_II/V8O^T&.=>V6CH6=:SP?AF;'(A)M;-/<^WCVTR*AX_NE>!.V29.59-FZ' M=]ZL05Z;2437&?)H,S*IE6X)&AD<_5+5&3?\.&]XERPPT7#I:L;TQ83B<-_/ MKY=3%77FEI^R?ED^:_2._!/2,!Q+O@GOA7#!I4DB
.L+).E67E?P? (JQF%R M*?S0I-$R")WSH.&3R]>,D23>[HCO,NZ$3VR(P0]#[\>>?K>*;IS_+.KX=+1M'M3)0$N0$_L^ 6 M[+%05O%GAI>RN.[J8XVA18]0;W0&F/CYC4'W4K4#GE8(&O;@(V8 !&&^>03B MEB!)N'>2#^>$1+1]8]]?M-;H#$[/:,
[.>%I5)9+M0MO^2)9E[4._O78X/>LW M3]"A$*)'@"_2USV/ \@Q;QBK)]Z*;P]8:F+F?I"_\7WSCO&VP0LP#<(%'(&] M+XL0!V)QBOT*9-$1T7&GC\KIQ=>+#53O,?+0A% 6(,/*?<,(E%S.QK!9+/<;K(U8;QA_J)WE5"M.V;O3P:V2QR-$_M+;RKX8%'
B(7"\Y4$[G=+*]K7TU^LH;=GRI)G/Q]+?5NM7)R?/[[*]I.H9A\ M=B3)##O,#/!U9[9?PS?%;/HF2!]&E8W+WS;<\W,%I-CX%\+E3 M4"U?3 U=;AY1'7"]*]X98FDYNUAGX%_5^3@_\6FU=TG6';DHVMKCN%TOX(ID MN)H"D$GPQBTFP)D 'I(-
C!XOIHO7CE7ECH$20PSK7(6VLN5IO[?;QLY<.R_" M#-)[^1Q&3WP$[T'@S%"1O L@'*'-M0P8UAM_=O#:B"4PE>?UHU'9:DG=UE]: MB. \$:U W2/!:.;/U:#0!$UO"#=961N=)."RR$#BPYBKZBX9G36W6E@_%K6I MKC M&7,*8]GB,IF \96Z*6165ZQO?
U@/L/<1ZQ0<:%BZ4AMTOU33BE<F#I.T];&TR!FH:=O\!6]3Y![]P>G2B)L;Y!!##/EC;[T: M#=*SB[G%>O5Q8S\QF+PHK)!#T 5\|\$DPYS11A4[(+DR*8#7KPYU=+(@_L0 M+)^J.6">]RV#4?#])QC:4YP'1'2+VUT\2QZQ.'SE>PIB!KQZ$$R22?
T+"WZTGRJILUS7*]I,YW2?U6E M)5ORXAACIO>N[R2%-"]6?'PYLCSD1+$L=)6]OC$CM-=Y&04:]RW09O=@#A MD7']59.;68,+K>?!0;&P@OHP$4>_.^S^0 O1&#Y\"J(B:5*4 P/,'"@I73M& MQ37H>T"ZC^]'KC2WY0;=DZ.+DW!FL_BVDG+/ M<3Y".8])[0[]^+A9.M!-
B,8;#">V]N.ZT>"NGQIT;:11PO.W.P/W9EZV(N M1.&\W WMRR&9,54YU+3W4IB_YHR#)=+(3+VXR56" IYO*R ?=@[OE-_..N$T M"G/%/%FI2]Q11\4N)11]=KWX8&0[0U67(1E3^\##.Q]L]AAR%HB^@\N(#,(F
M\;AG9#OEE,VV]9(+R]V]KEG>*Y(13UR6N@1*U04QX8>GB81F?'[_4NR#P$#X MH)KL3YA8.: F%' /"*O09_PTSORV,^RQX;YDR'6^F>T8]%VE--@$B,3]Z3@% M/:F8D_8@GU7YHGZ;^+"5\|YFC.DBPC'+R M+ W!Y]1$7N6$"PWIA[("I8?WC:X?#^]-/_X=IQ]YIR
H=S]9\:69.,NN=#F0 MA#?#]'<)L4$X2/?QZ5&OG6^/6EH,A-PR_?)^K_92F'WZ0S,R,0?+^30AN54G7&M)MG%H)?:Q,_65.!;S\4%>]L:7('/V*U>AKI39!=6^V6[=* /S!]WU-NH_./=F.K%C2YOK-*#K51) MFC*W*M"G>W\^M*7('2+-3Q)QT%9'*Z>8XL;%@FC
MZG3U>M>'Q1/O%H8-B+^4#@R8;+ M6-73EPX<[VY<$&?=8%I.#.)IP4>@R\+(RNO99E'MXNL#%2[9\ ;>D] ":RWQ MAO$%\61-GAZ/GD_B56G/+H3C^@SO7"#E$.W(W\E48PAT/J0.$H=P1M"Y+@CA MR_$&6\,QSKB#5(M8DI([D_RL5<1N$L,,D$7V9))?U0(Q-
W6!\$ZDWOG=,D;87\R .=>Y?ZN14"&+Q%^ M)M#]D;N0)+:LDPCE,N+6X9*&X+1!_H)63BG'*S?9][==;[@91W<]T .G9ZMN/M+R_/I_2+MBGV"(M2 M,N+5_GD4-U!F53?F.\CL_+E]W&O;])P,QOA+<9!@I":(\TDR")D)\9#]-4A0
MP&F3N/Y@Z:/EAU]EL_!:2(;O(&7\OO@"LR;*]7>V>*:_2/\>]!,GZC[O+7%E M:D0O"Z\23 "^\D5R-X*IG9\|KFP\X2?#U:ULW5=7ZLYBK3;"HEX8M7)^Y4V7 MGB-4['N896K^3WIK'(30<9*)((*DT1@ M0]$L#\59T3P#-*IQ^W& T7^]B
X=0=S&FO]+QH/SVM3%>K%M0'#FBS,UD]U6 M]=FZ^UNT=U.LI/E9>#]I7P,)^RO-+,ZK"A";-R8GCR?UI6==?D>Y?#-@*>>W MUNDT8:?EZ#SS94@1G=?Y_OR#:-,1,F>@W>C&S./4A=^S=YH2==X)1ID^HM-1 M#5?
BIMH=)O&!S4;K\Z:=.U*CNWM5C^XNB]>]<.1V]DO^9*&D>6GV M[UA[XA/XUU/0LXG]0ESO M\RT5,P7V-;]Y%WT49 (=0;N$17_RD9F'L$.7&R]-7TANXMVI[SA;;TEM^.C9 MTR@MB(D0#F:'#=VC3LI('C@5@C,%HS[,!ZX2IH& HD72+0HY'W=U=\.E\7S1
M1:BZ43^5RPZLGKU+B$O7OYIG:0L_/%D$O@<XYS4*^;*XK2C MT'4&GMN7,]#KR0,L4EZ"&ASS45+5]C]*-Z[=1X2#&_)(G)"EIHXVSI"D:2*F MM !/3?AQ7E>-=Q!'&#I0>>_L]WMY;),_C:ZGW-B43&WHO 1VD92P:#8 W- M)MSBJWUF&5G#>H.,#
&_#^]TTN^V]MWAT=)%,WT;)9^%?7Q) M?@I"OVDF1(?B7Q"]%"QZ]PH@+C*F_G)STE3\('KTR:AQ7S"L[.?4P Q]6*L/ M/I/,$+8T#ES)FU5<.],E+MGSICF+KC/6U@N7OG18];R4LL]/V/1LS0ZY&*M&ZNP5LOR:-TGJ M!'4*LH5$DD7Q$]W'2=&J.
=T[F?!KATX*K>0NZY^F&%Y1HLHD]W0@Z M."N@V,NGIHB+[H*RK%M,_-YI=#OVC/"B&RY8==PA)*0:\8R*^37M*/M[D=YQEO@:C2.JA?]CV(?@A@L#TH2&DS(U[L#*7H*" MFN2DV]UY:U<;<.Y3V:M;"]18%PQQZ^P])U?0S(?K/=2LH7 X!TQ2^9 DH8V)
MCD8T]$T1D%NRFT_41E:W%W\?Y2AZS>]Y_GCQPVU^L9NB/Z$;F3,KA^$W8Y%^ M*I!:-[/4]4\WF_R!_C3I].^Q21@[[080S.P41%N(EXSV1#@,)QV_L5C)F=7$ MI_4IY;.[^[-G4$2IP^2+2!(M$QKED F/ &**%= 0E<"*&D_0E,!:O(
M8[V6T3PND#TS4+BQZ#'AW/CN_G/1-%]1^3F&BWXL3'+T^]2+Z*3.U_]NFUMP MCD";2Y])$N/&:[S?ZBX][;C&&$7UYAK]9_J&VW!FDI"!*)0=V85@>Z]N MFI5I<2"E]_:,PW1]V>%!EL"NB@HQY(L=@])S^TABLE_N0.F)UT]]8"@DQ?K MH=T>9_YTH.IVNF5>]!VOQ
P'W)P_.+LX(_,@K5&>=^&%HE"5U(6!@>3G7!PT+OX"W-Y6Y0'-Y([FI@XE=-6/F'[_/,K;%56;MQ6-HS&A5*7] M1AZ3]C]>6?>G]BWZ%!25W10E/\S@=NCJ4=Z+X*G'%3([BVI??U_L\3##"=I: M13_?S-XE^XK,,R$VI2I'<:S98U/DE6*&P)6SWW+"'D;?HW7@9&._D/)@ <8)
MR)4'9A_V9?ZE*3FUN@]+MIJB2H-\2_FA<;9(XL(9:>U>0]]) M(P0 L_L4CUZ0!\#UE8!;=W\[_"P6@+5*W1F@0$Y^8-Q:[DA51?]K-PE]I89 MS6]]6EB3V124ABQ]"NJ4@\N23'%-I.O:7<-1Y$MXLZ'@9F04Z;P'77_49L\S MFVW7]A_"XQF7F?
KTONY<.\HG0#!)W>_INY.M!W_/]^>OGYTN'CY9Y9"* M\C22S'6AP20!8]M;[+A%0C!@OC0\+4O(2*+ 0TL>UAKZ 0D7L][F(<'8A1!X:A2UG]?KM1EI[])V=1H[[5C[IF2K.\ MGGLLN\H,]4B1']9[\3M^/=+5]A7W,[/]F?T;)DF$D.AQ?+$E>&08G!'0UIQT
MIC6H=%4[W]#8G"S<4I)X;?7VK@L-EGU6L3>7\^0]Q.L4%(FH!V_UXI;T)N'" M@948)@!B.=$@1"5_7H@=]M_7ZOJ-VSNLB9:6Y%WV-0S+]F+2I5*]CL[X[+R P5.*Z[P!=GA:P713#+$;_Y8.EZZ9-T#Y_R^;GR-\+V4FE] M@H(_A?VH,:4A9-&.$P YD3Q0+
[.O/KHS>Y25\A9&*>L]$!-7>GZ5":3Q+AG MC9U[2+F-*4B\(B5=)+9C!VKZI_E,)/:]*((=R-&L'W]V-P91PE1A$!$E2]F6K&&[QSFC] MY<.@F:OOBSKIBG.BSOM>*F"[UI^$0<"5LF,K)3>P8@H +.>L)UZ-C.YB$6] MOIB+MKKZ%?LT42C1F[N -:U/J4:%H#KI&TA1
',&'LL3,F\T<$5]A-V,+*V! MW- 'XLZY_*]+^2H6/F](;__Q"L\[4[5U]8],&D5279+E,-D^MW_>3W?BR?5H M]FL=UUBHUN[*XKAF#ZP;R']9XL8HI-+3/6ZZ9:WRFW:5I M5,X&D78 /'(M X+37_R5U&>6W=!]H16+U\<<_/A4T9]O;L^B8,9X)4WWT/Z1 M;?
NY^[1*VVQ,?/&0]]KYRN%8E?7$[F9)N?AV[E8<'3.:84R'Q(>HX/V.S' MH;IM^'&>)2S7UF<6(@]Z2RV!#+259>5<7RPWW(V1,=)1Z?I-$X^CNW6A=4O# MD2B6]LO3G64P0^!%/I"X, E5F&$-T8G"BR!VI+Y5\7P63'3S\,+\%5U"B,FM<:Y5;L^&?ROI?T%Q;N__\LHFV?>(E
MFF74S# FLVMQ1IHP!- L>;ULFC$L6DIB @;\DKC=R>!L)8.F]**P&]Y>E<4& HMVQMV\83)1Z?+]*>O]4 M>N MKH:0S'='YZH&'6T%L]H5C#:BA:F.TD>3]-#STAH?V9X\63OV-?T9==OP MZ_A5!%-:KQH'KBS15[?UQI(7B^M,7XY/4KWKGH =MO +GGF2_-
J=NZ.6GF&3=[??%BL*/R MW]9EBN.?^U!Y[6@6/4SBIB=PC<&, _#ZO9#ZLNA62[Q^GX=[:7\D6CXRHK[:5^=70[);M M:T8MZI-:]*FBV_'CMK2B 2")<]<:%YFH1[S*/5??W)CNT/2E\:?'4]HDO4AZ M.I4)^X5$%Y]5
QP,5==$X]44$W8QCM^C51Z/PO0$.^54WI^ULX9W=-"ER6&L MMRY8&]#NRE4:N8@;3FB5*W,7\.A3&RG;:#2> M4[_*IK6V3&>9&\1M']C=%>P5I1U>O\/B.GE\?2;'<52D-D'F'NU9N]V7TQ_# MU:WLZ4M ,'LDA;QT44_!,S18/5W\#<)[7$-T& Q2])LV*VW;[]
M_=UDF0O)GN$WOM>69[U\@IG?OYA#]"4/\N4QU"!TD2QP0A_8P]_BU/WYP?W'-O736\'D"Z!P\#[F]IBIZ!7\Y2O/E\M MY(Z)[H9R!N]]TF!EH[.%R)&\B[*;:;.V&2,*[VI$'"_)S5(*< 7R7RW T!1S M&W:<9+B:L"M--
QF$\TPO^$5_Y8IO]+*TBX9PF8,;'R32[2>5)O>#_VO_U_YK MINWGYV[O(;&U]=V[FY,OP]Q*]C!15QP'.D F(IZA %DPB:N.(#5>C"N+5Q-W M4Y/""\S&%OU4Y2II6&KF?*0X8]7OGO"M VNG-=;/,_*]"^L#1&]PTRLUA,A8 M9^R,6%MO>K#<#DY^\G#>-P$U+7-
!N*P$%HKW(C,O462+'= 9(-Z53 MN6:ZDR*4^&K$!$6>19AG9>P&((RE$5NLUGI7V MZ -]3<1YLN+)IU.0.S(V$_(,2" ^A&E-E$BL M_/ ,N'-Q%B[2WGH*BCWX? K2:PE25@0'9F_W 2\L:3(G>H8Y\|0=I2_M?,MI M.&]>#1$"K]1C\;YK2K.Y>HH-6P'NVTF;P7$DMD]3?
FTRZ?OS3MMSY4?W^5A> MA5YS_X!;W!(C4H1Z>]L0WS6D%_S:!"=)]AGIR#:9IG^GG+YKUSG M&J=\RQWI-]8]1$Y![7\6VGDIV.@IZAPWO&34:1?GL^]F=J[MAUK&7MY)I!N^7@Y)_7*XPK,"ID-X M+$XG+2UI.])EXTRERX=>-BN4&Y1,VY.D4I>^0PZ^?
SQFB_=&.]?S7#1^/' MB^9O3]'A#]\Z9B4^C/&5]W?4<]_\<55VVY6.V]CRGNVM&[@< M@BW.,K ?"V\5O7Y&P#_3*[H9E M'$@PU7W9:": (EYP.1A8IC /<-Z6+][O[6Y">9:>:[(B<>GWY_Y"6R-7%;.^ M4U!#V181GT%WY\-]#)ZMYE,DSS%=LW9,_K=A0NVZ@-]/-!,
M9UB(:9%O[8HC:EML";GE0;P#'VE*D.P%QP0$*#@>:A;--*4X\I6*W+\L5]?P^U >UT_B[L=D M$IHBZHU>F_+.EHUZLN65U_;IGW=]CI>[SE;3D0%N/$(MU)H\A?HTO$D1;[3HYB9 $C_6*X#J029 IW'SP.ON=MX)L3$2!*.5+2?N/\7'
MRITI\&]%WZH*ZO28_+"/%O3IC7E2AS@BA$IQ'9]#%B+0G_)P!HMG M_F[T(DL%7B5BP"R,OH=E*ZU54*X!?.K88!CQY=P!/MC;G-3\XULUODK88^2 MB3K?>-UF$)NSN$6"93UPN0AVEV^7Y(;O:W/&&FCH\%E>P#5%.])L7K/2C,^9 MK3K)C[)=T5@)SRG^NO<"-
L;X&M/-K TVZ^U2,[P MB'*OUD&LZQSWQ5U"[NF<@C3"XR[E@SC9U)&A)[D(=#&DOG^3C'-UQ9;B%:*% MN=?:15-*&2+]'SI_?TV33YM/7D=2%S9_?#MG0XVL[Q[]LS':VUD;EE48N!Y/ M9,)-1S),1*Q+A 25-<-=2^&=\$$4SAC\$E$_'=%-R$[![<06@\#L[IP?ZH?7
MO629(3]M@1\=T@N5. XAK(^XY^,W*^:&#&H-!,BF!P7*K?%-W8P><#!YY,9\ M8'1WT3/3X]7CP9/;P:S+>S[G#D_00LQ/9>!9*3[+4@W:6(-G&YO#6?!EK\BB@7;#?7!Z M/%U-18G;V=AG.U4K[(*O#S;5OUY AS-0XK]@Z&@].0!"/-B;W!M?U#UXDYT=[,<
M['Q%QT].8$S:A9:02,&/57)/LL^I]E9.IA?Q^/\@U5WI=U:*5.5E8_-S4]&\ MBMS7]U^(M6YCV9G5(/S"\6V^1],/[]XVZE6.O^)[F\]AT[-H^&VBR=F0 SLF MI);TD1P^>DFV!YHDK-P,Q.(A/<\WE--'.][X"'*$^_=R^B;P]5XZ$%].-8#& MHKA4/?
#1_0+1/="8X,WFQ.]*^PY?/K_!]4A=6BLOHGKD#0*9LL+Y>]QT8X>E MIT/],[O!$X>(C,%*Q+R-4*!7AO=5*MV2ASSR.^-;)[^@+LAV([,144]N9D/T MF8ZGR P3&"&N'G##U0*DVR?QM#4X]^AW!QUZAF@DT98V(TA0_RZ"6]Q]7 M$#[D,E75]FM D8R0&7Z[=!\I]-Z[]
9-N'^ER;LB(8\ 4M/Z][9YWZF'$S?9 M?\T2#$]!X;GP46A]V>8)?I#@@5L(PW[VS+/ !?0LLI[4WC9VR,#^GC1M#I+T M>X_-9<@;[$@:_,S H5"!'$!.)Y&9^+#(Z6B"!_")2_3 4).08P!W4DQ>S25 MKHT"Z#&D[[P>;SQSBV5&N._])BY:.[*;X2&=TORQ!U$;T:FI*D&4#515?
640]'Y\X]Z$9 M7_+H)/ZY55IC=E,A).X6,GK#06GEOFK%M[.IKY;XK>4#2T=WXX_RZ M_&50=L9+@DG."V3]4GDRKU,6D 3W(F:XL)*=P[-(0M])D?.HJB51AZ2; :5? M;US@)P;E/7MN)=$[%_6;PY7FR*>7VT>\12Q#["5W"2R3Z $?)8. //97*&?4 M=-?4@X^
)FY07P'.TS2>_\2SX?51>!NY(3#N.UWO]Z+(N7O>_=SVYPWAXR?) M$'05"]0F 9PGF ":Q#NN"Q='80^)]H$CAED7HXM[ ]RQ*NRU U[N9YUR;WA< M5YR>.#QS-Z4E:NZ>_=H>[*(D<]HWWX(!@SZ?5+UM[B_BHY/'WTQ?A,Q/H_Q7 MAVWA3?I<>D\>[^Q=?
=R.GUE%X)TQ27%P%IC.I!HO,,DP]G#$RV)A=2#T M*XFZYM5+O=ITVV2VT9&D*?%))P?:/::+S2[<86ZWW'%?1Z208U92^XUDB]ZX MZ=6]"A]=-AS,DI60_G6I,*YC^Y\PA*>^N6Q M&5WF^*[,;Z=Z9!(V$DT/NG:!!=X(.P>,X/:6=KJ)D%@HRT%OVQCRS#EPAJ7K
MG?,%Z9!PS:]?#VDY&21QC6TA!.63&I(749RD8\2QMB/S.P*V#H[QO0[HEZL3 M_^3R/AJ06GP0:]U[9I[;':Y_",0'2R[DY2]N]WN3B%E7KQ^5Y4L+V;EK>/(M@[[>8*F*T"Q$R)'C;D:&STENX4?R>9@V+]!WF,85Q=%*4]6/*-YH['+7CP&6
M"DR%'K\)KRI+5]O!.2MV0;7TCSQ?!/5EDR6KQZ$-OG[''S8EL=ZWL MM;$YRDP47?C_^7_&_PZC8<8&]"0QPD1P9RKQTOW*R0VC]2%:GULR*RYX28*N??LAT O40C^ C\^DD9668#S-5]*:8MF+"\KNR2]OR)Q645$2A64)U6G\N)(G@C?,L-
DS"5/0T$WM.03*3!8EBMS8^5O1!VK\S M?*.!\DTM67GD]?K+H,M1\V/!1X.DC,$?9&V"<[@]'?@A[*Y)$3+TDRS40**81$C&^]W0S9658A:*U7O*&1(9;M7DFC W_,L5+56]XK[M/IEV.$^1X!&P2G_4?P"%B!TA^A.IHR6/!\(B<^-]H;YN<.-,A-^A\|2XL2:\ M$"$3R6U\A^[?
84%E6P'X[6'",X &"3,.T BE0TWO/P&GR&^BKF@(=2CY@^>U MD/K(H6'@RBFH7Q+/US//A;Z8%I)CQ#;#]F&:8!D1I$S>>A)>K&[WDXQ(#0BQ[59%3&1O*S2ZT\ F%78 Z12R. 4UO2\Z!7F! M>3>",PJJWNSQEK93BQ$X7?^L-G!DFO?<[
M#]H14/+'XDWXL)&Y<=PMU^4.Q+QJD9NG2B.^%YX!]X?B=%&T,+7Z>OSAEH2[M%_+/IT*=5F6=$&:N*4[_+SZ+D!;!>#4:LVG_#/_LT"I_!=Y/G;1RKZ+./9 2 M#7N9SP:B^8B<#)2-JKN?=[,@YP?\A^]RR;GMQ32 M^%OF^$<.3XM./+^NYD>9^,2<8X$3Q4*4>Q|>
<78)<^EQS9%#M]MX>FZ"" *P M[BB#/^KZ^\Z15+S:U,>!C0V1WDN9 X, I*&@<(75RI1!U MO0<7P&YG[V7_C=C;< JBP4'N#<(<\,Q7RTL.4"ZHC&)[<;*_";$X]0L9!Z4C M2\.XIHRBR-*!S"8_MP?4+!9FD].HQOLO?--K7],YK+%#!9*"<(<=?_<.RD,B MVD4
TW[SL:O:.U4-S#ZB7--1\#\LN&Y:/UJS5:^M+Y3.\,-D.]^,#(-]1'4D?)39CY"ZO]$Z M-0<_!74LW'(@:5]=<6/9F;I)&!Q$[;NBL\]R^*]HYO:/;I-[M]/]D:.0B]T2.@6=-6 MN-#_PCGD629O)H=@U2?E*#/ZSQ?"U1]=\I86RK7OLW4"BU2DN+.[.Y%]+Y24&40]JY%5HT
M+%5WGQK%0E8A&;0!0_C,GD5N9%;LY$'6M]W9'T&)F#@(P&++1Z:!UB":\GKH M 5>B2.!>3_)0K:NOUL>FI]Z=VUD>8<)+0_. $^]<]"Z*PR=AHB#2R&&9'"P[M<+)Z8#8R+!GO_79N4M]<[V8A4?S+RN&>QE\!A;H!*?TG1S#*>'@B:XH^?6I, M=2U-
%K_6$YGUZQT=Z+FN*DCZ(K,N$1D6].0DV2$*XQL7[-4S6@BU+_Y])N9RAHRP MTL/+"L6#+0A5L 2#EU/]=;4M>);9QCOF9'43\W0_?S+=M%\F4G,%^?#H83_T MK/0P-^!%HW+WLO)0:.G!HQ/.NDS_T;5M8TV>8UO2]__WCE^ZQ+SV"'AB6N-
/X:2&O]*"N5N^8%]D[O#9^$\R$4#2]TQ^2VI M58W)*M'FNM:FP*M;SG<&;GJ6F)\39KB0K-T&ER5/H^K:IC9[\:>@)X!;N-88 M?^1VF&K61)4>L3\.H&PC90 M"$L'VZ._DG8M3]Y-"I>V\&@R07&BVR# !S'O<63-;0S-R_NI_I]WZNC'3T$X
MG:2X';3L3(D]CY^WZ7#O\:/)^\48S9X[PUQ@F+8H^_$?Z(<&P CWHO\%Z1I0 MAT'&-.Y>;XRNF5EH7/@C^.%[.[K\0B)Z:KO>I%=57Y637OO!UXWGYX1?F6T* M"R\)6366"]'"S6Q2*76310K9CQI8>H6]KV!/YVCS/N]=10OT%$3UQNRK'\6O M?/!PP;_A[B3]UT6<.9*
[,8%X=1TN%&4"?H+W:'U^%;YOW*T:?0H"/_FSNXO2 M0*$_!^?T8]#1P=>\,D(UC-\F/13TWX#LVY+^[/6A6)?B:LK.CB?MEB,[(>/D M%=P-9D%(]N+])7E#5U2*27S&BGR BH*;_^//+&6[$0Q]2XA7R_PX.Y_Y9=/
MXGSRJSFEDW-.W)E"NI5EC(_*]YL\%X,21>NOC4M:A&@]G'"V0)Z>@NR@K\[" MSIYDDL30$<_$6CUD9!ONUYR;MX(?WPGUS_QU.]GLPT_0 QXMT!H=SXE,5/=8 M%Z9 Z[RF>+M>_U%>UM*?WU\2GGD$!$V*3UQF$6\I23PEZ[_;L,V'DKB3<+0
M"IR"NF392S^61=SGBTRPT9&E3>5CH&@3!AGZX/#.-;Q7 MIV;ZXY5/0F$H%1=Y,2^]# MV#XTO)TL6^ C9D,K2/C]^*X^F%)$CU^"&9C$Q(D@VF[]57S-")%_A]H#4U'P MX/E(/)1%'(16]&<\A%!$&PTT[^!8[A1$USZR@(B&T^!!T(PIB]8F2:&5R'.(MM33HNP/
2*"W/U9:C80ZOF>VA@@ +IO*]RIV]H9F/D:LF*/^$M[1PX,'?Z$< MJ7&24AK%/E.&J:];]_&<9#84APTP1=Q;E;$]>9[DP6" M/#UMO8ETV"DH<1*PB$N\R",\4'9X(_I&]S!?QF2!T"]C9G#]"'%$4[W43<&B M+\>KA3D%N0 M;03!#DB0[_@F&R; O'L\-,Y&NA7)1BGYY$
L.S6YST:^)8B@7_&DO]2R)LC_M<[K84\A6UHO]AU9*[Y_\''1_E/&-$Q%Q^P=_UW@?_B([.^N]:394]1BN3,E7 MT@RBY%_E"_T(QMWG]CV)4F42_U-G++;F)UT(T2,AD-,(0+(]<89OTQY''AAS M#>6>>WIL<#,U M@9"CV,]O%2K)0]IB#U?ODI*
5@'[U8;,9@6W"@AR5O^$&^ M$RPHA&0'2;S[_VE:_G<8>\8I"(U<8*50;2WMS/(U3S4P7BA][Z/@!P6B/>'$ M<=_-17DC7$]!T:O8O,V=)2.0MM?OH8K Y^M7QOB'NOILP*28N@>B\ M15G=KR@GHT1=OCC9&5DF(,MDT%[9]"08QGB>*8 M69
V>3YM]L@*:DRITE#U(^_:#S^P\Q6#TF\=4N^7+]8I.D=G3:6$;G)AO*? M)Z,:FL_*A'!.=NQVT9^1C60YF#D.T;$3-=/4*RNT&"3@F>;FF'Q5\?L)ISA] M9.TE[=XD+M)SH*2:9(9_U8)L])S,6C*5L#7DO94)Z8KAH:^- M]14APHB!]O+Z'?&%[]=)B.-]//:
EF['K^P$0T:S6]1G_7C8@7)/,00:$7@BRBW6_$: MNW$D2]((J6X_\7OAQLH1S*;"L,BF,1YQ^2^]E(&__UM^YH/&Y35&=_&KT9/' M3+3*XE][\$EAO3[G M\%-$K?R4YCKSIY @]GPVA[NACNI0GG[S%WT.Y!GIA>*=W6#(""EIAL2(O;1,
MLC]0KOG9]YU&7K395SL%!4O_T"'M%\9)XS6(#O^2^SL(X"*"Q*W7K?7IX\D[M^&WW2KK6)Q%="R*MF8R<^Y:ZOTXFA,1>=)S3>,G;SE#8IE]DT+O\]S-QGKOKQW-IZ]T/[])?WBS(U&=RTXF9KAZTVSE:3-OUNY]8 $ M'.?D5 >85\83]ACSY+%]
(^)F*,HPWIO6W]T'V"9RIQ*?94H+C0 21;2O<"29@,A:E%HA])S M.X.GORTL&4VTF@NW('O3C=A=3*K&I(_UT)L1]/QS ?;)U:,H!8C;*6@V8(EO MR[D]$F^-76\'-[YM?X^I9&1/X5@3UD(/780D?.97>:PNVFZFBIUKN13Q2N] M=,7("Z^6FT-VWIACQI!^"LK!6,^.
[.9IM]RTSV+(&:,#*4;5^^/5VY&GP)V2OW:\[0 M/BY#M!5Y&6%]HU]P\BEE.KZ*I_]I;0 M]__X"\5=L@0P5D.R0S5CQS=P"T"DEX= M 0 =\:I+L$*%D^W$P4>_!$=S[\$K&R5BMSMU,FZ*$;\M-&P_)IZ"F!V'KPQ< M?IA:7[(#,7<'I&53R'"@I,<8ZZG0@W5M&8L@>%-
TS,WFW3=?BMLH9($L@-S^ MM_Q>M:HF"[N&^V_MO6=44U'8+A@417H3D"[2% 2DHT"B(DU$FH#4*+U($X$(M@8CT+BB@("("TH1(1XA$"$5 "+T$*0D"TB1!#4?3)GYWW35SO_6M-6ONS+HS
M/^;'_G&2DY.]]UN>YSGG/7MO#N0D.V_V8H5-.S&N4\LX!P[.:WW>\]X,D(">MH]2VR?LM%Z=7_VP<,!7@O/B = M5,:^2/M2\T_3OZ*?X"[):V#QRIR$ZU486\B(=NT@K M!4<9,A'M,M75OU#3*AQ*\NPS9K=\]?K>*X<"G&?5)C]%+Q^'>OYM5N2Z>%F
MD'LYR<3*5Z6D['V[MLML"]0KK%$?CM*+KK^U&M]9_+4"]"CNF?KSI3//!;-U MG4:\"]+9.U5]U[8I_43H0$AHUYK M<\KY0Q+6YQ!CVU^]D2!5U\.E-= U2]^ M'09P]/SMP#% FCL],73.G!.%Q=57N5]=C! Z*D.+-Y=GV1* MG]35Q&E M).7:%G%'6"HD!:XS5+.S/G?
N3'G<]M>_?[)!LI0,F3UWD= M/M\?]=F<>7C6:OGFMSK/W[,?L!E0#@->4CN>7D]$$A2RVSO=]WB&GI8/+#F8 M+0)N-T5=&B4'A7Y^-7TRB0UU+;Z5W1@76_ITY_ 7Y"IQ,T<=SEE2^W>$UW;X MG8C]I 5E8BG*T=E]AUB4_KL4MT\V92KWW4(2/U63H/?
]IPD],O:HNUE].EEF MGFSN>%HCY7!/XV M6D=FZ\|HT4[0WLMTTG);]Q>PF-+C^SY3#PSUK7-_.%H]&2AZ6;9;X*2XV%=_ M1O];&RSW$0%53N=8(FKV,D#<#)!?O2:4R),A60M@;E LQTI]>8ZZOZN4G! I M"_648QGY8>C<_?0"?ONYF)
W]]%M]*T#'?:V*&H6:S7XF;]20C4]>^7Y_EF) MU'58QVS^N7 W^D:PAIV#0[#R"ZUD_R?@H)1 RD=X#N)ZI(\6&<9S.0FIC=" M(.+6-^H'M:KBR/:GXTI BL6\C[;?^/ULX0>O2_:P>P]M7XV-NPZMN RZ]<++ M:[:B7V7$*A2^\Y_"N?;.%RQO"&=? R?=/@(1BWB;4[Y" V6D
MV*>]_?:U1_ O-Q(3L7(OU)=1=>1',P]6'B^SM='R]**Q)^=T"L_%D]1OM88Z M4!R.?ULT.39Y_E51RE-I=N79DY6P?J-5^KNIP?H[#=\S(N)EP-5 M(-1LZAD8U-BT.N<5A868]3[[]FA+GE4=,K+TEFNSS2-%GWV#"M_];PI(>2<' M4)2F"FY0UKH;@TBE!'(>$5
:B)W5T:RQ]Q^N>BW]L\?L3S&0.@])14:Z%'HT MN][& A$/(1]4Z_^H[=CU$F[*#G]^.F=R]BUUQI+L5I!#93H6Y>PXXK=\8 M%*G\E1E]E=,/.=I=W_Y/,O_F+?Q?75QR9)/4Z7@C\D"FUB$&F=K%%_O5?' M>$?D!+CV"A2W\U1A=
[>O?):3'F)R,&6R(/""HA"X7VUQLA.=&%RU^!:6?]K# M]5?R*N]O6\0:S6)^HC+\(_+Z:1V1]"_TZ6!IR]#%=0*I%$8\^4'BU-4&X0/ M-&&AOHC*\Z;[@/8>LOKD;T&IREP. ^0=-.?0UU(HQ=M5>MC(4[4[^>'/($TS MO"M;-(T3RKE3)-R.+W%?
NTR2RHVX&^M_+GM[F'P_;9KA(,)]](9\!BT\]@" M*-;ODBZT^T[\A4S%?:?/X(/5\?0+/;&>*N\]YOK9*O#K9W]\M"?\U;%GXO\(M^/4_[*?PDB\#AZ0Z\K-IU#FB)@&28*!,D.: *6Q+FE#Z7\E-56CZ%>BLR;WH
MJSGED;%>$W&/Z!)]:Y+2'[(H3H8!K91P+.DH01A9V[_*)&:PX"#-WNCNC& I M?$C[-ZC)NXKCQ\UOW!L.6^\#N/3^6#@#_20U=V(3(+S?_Q135I=R2;5$S-FI M*V<-=OI6U@KM[;&/.R^0Y7"CU&3ADY[[N.N66*0:1EPU=\5A,;;>\V_+I@HHQY2]F>Y/;-
/9=7,4[&QLI;"HL0:X1G"82LE<'L6S7Z&,IF M31G+C-T:@T/#&Y1B;_5&*[]^Z&5="3G_X9MTL="UNK]X#IX"$.W1O""U#@ M4(#+7#.:%E@OZQ)>G#?Y,M22*I(Y67A"',8:!< 70NHF+V?LM'-?>T M\MGS]2]9NTR,1'ESQ^R?QW+?
SW]5^'+]RX7GT:%O7V]5Q2@KM\=]1\=567$0 M@V53?KIB^*'\2N-]>DZ6/_5-#)"E2^;=Z;C["U(_B?LNLW'<5' IN06(K_NZ M#=:C-]-]R$6?K'K0B]MG.GLKWQ_5+;IO-@"^ :21 M=/L9H).M%I:._8=;YZ9^?=;:N[2\?"Q=W.*VX[TP4S%0=?G33^LOTH;D9N.5/V2;<-
L7]@.)300S>[YQIY07B,A\|EZH;/=66Z2S[DPDOF$\K2>F?Q+N3B; M(.V?T"F(.M]/%Y ='$"SH/ZN]*@$K R(>>2->)YS";]]_0LW.%)XM/.]YX*^ MX["4&M$TLUMZQQ86,N@N-/T@Z*K:[P+GDN(>)*(_A7\=]8T]@$;_YB"ZW MQ7892%H=57-INL< O=ENXQ]
[]&I53P^\5@3<&,%0CT5N)A2_I4"B(1O=Y#@2 M!F%VGL)R:G+T^[MKCKB<#Y"2IYG=W_\T$X/3:6X DR*QYM#R#!XIP>#/&\/\9YLEQQLD)ZDP=&VY-F MMX':[]P03?<7.4TCW1+]T8Y6:1[4C>D&H'" MFZ<8H.Z&8P\%\=2#XF:,U;HP R07&R'-IR>&"I$83AE[)\L
56K!_QC'\E'\,V;KD+KZ(6:.8 MU&@U@!^?O2W(!T1N@5$&=;NOI_ZTX\'YU8I+55_Y:QZ@\::?I+.D)5IE*IF)(AVQPI][REND9_5E%YT8SX; M @AR4-3(#YD6N7 #RY8*\0\15Z]6R4F!ZRN8[[>Y)M"V59-:=3=FY,_AH5 M[E51-IEZW=(:KW,E*
(AC4"+P>^UKD&&2%=2_(%3*,2$ 5K]@C6C+<4%+YL2 M4)9KV),;I'R)-F5.R]_NOZVH[!6%M*Z3]OWV19>+694DX_10.UDO7.P MW=.NH+;%'XLS[]^D*WWYST5!_W_[_TI3S]&5&=@U .*K(MD&@?C_;M:$C" M;_V]2YO#C@>^Z;/FLK$-
'&VB5S!'>"ZR.D0$F&2=NU4PI'LH>>]&%NEY[8/3 MD^%YZ=USP<-TT[O&<5<0F ET,/]O*O3/O:U2:I8IU5"BV MD.PX,"#=XWX.&"+7:]XF);_PK%Y$]!I6*9:PMML,G@FV"!W)]]"HX']U0OMO M,=0X;[/C!OG9]MTUN3>[?_*@3WTW70,_O4 ?\:BQ'AQ[66+V05%\2=*
+#UYYK1E;<#]/PXDKT>ZG^-N#9WFRLT+ M'_,Y[KG[0GM/^F1T MQ'\%,$(;4!'$O9 %S*KQ[FRI4)QLEJ]^_DB,I9VUF.5Z?T&A ?Z&^K*;$6>/ MU]B[3-9]*?OQ7]Z*D_@B\51;PK)]GJ[UY^\+7+RG'U]*!_WOUW>4)_!FHSD, ME$D(S I+!
,D,AA"6!&Z[;:\7>QB6W[1#\X[8E$\U9Z6KS>Y/K7QC(>&LLQ. M&(>!#6CE<2>H&D .OC01K >D>'L20DZYB2-X_)*\|F(&.6Y3&^ONN9[[LQ) MRMQXI!_P'P*GP0*#E@2?!)"$P]3NHS!$/^DKK+TWT]$P[O1$?TOM[).E?%DK2UQVI&M07V]\0!_]]#-#<9\26&?4]4R'][6"
M++"7:4\9H&];W6*(A0I7/$I3- 1"NUS+O3_S0B>.O0TW#^,]T MZP$_2>+XPSV;?_@%,#O$R@ !RO@8M C\[@Q= G9S_]]D2:%*._F,B['_9D!(M>&B:1)A216.(]3R]][AC&/+?&DP5G2&I5#N* -4$>+A:RA9XB=Q%@'*Z^7>" M"]_XVWX=TCIH&.?I5Q;+_-
:77:#8_+H7W4](9:=)+WF MEK,;1-$#;'<(^VE!$4&A#4_Q'6K:DC;W\#/:#V5O?VEV'3]Q^(RMT[?\>&6Q MBQR[1W2+]89,W,S4344$%(\&DB)(NGK.JKZ^7L M@WEW#Q7RI)+))!L+YO38>)SS!L2?.8TX"+F#5@#G)V7@(9\0_+! 0FGOBH0_M6.,I_C#]UY:*,75V
GN2'/I5C_]FPU.S6W4A2]_Y,E<=W\6-KK1:#4!PG]Y- M/]%>I5)PS>$3];TEQMTGI/MNERN:%_@W#OLEBO^%/ MPU'*M6WK#K*YZ0;FE*!M,(@8A?FH2QA+PD/8@'V"0K%.F7 60>T49Q#$N"U= M[UO^C^"*)-$*(RWUU#P#5,.M"\8/'9.8"1.&N^XQT_DO "[&6 M
1]V/W, VR#0MMZV+ MI8.Z&/ 5T6,>I_<=P08^29]:/D][\: +D@(V^#!Q_G?=!&$25Y+8F6K=KNYR M@L.P21_$>5T^],K!VEC@.U+.0$[&2DO*+I*D#[5:]!H$\TW^E@9M.SLFP[4) ML;Q2IV=^BV?X>W(%]2S;!7$T7K.3/3)@ZL/_YAQ" !@E'A+&6ID!DL^4OE;&
M@,J:,EK$3Q=\,L.12 6?ZORY=[-$CO?!Z#/.%E9]%STXM>M]*,NO]:H]"\)W M!BB$'>TIZ8O?>%DP2=4L'!#S35-IK8]"S=+N]:/:]HXDWBOP&)'E JD/#6HS M09'.<-QN@5C)P-,Z;>)T;M"L-PS3S^X8.YPABOWR M*7C?-6?@#SR&6$7GL%G%XE:L)DUA##,R W0#
<>+>A%+4[P^=$Z%W*PH;&S] MPMVXFO5T_2O^:EN4YW%4NRGM.<(/@>/L@;3Q]]K$K"YWK2ZBT\"*&?;$Y/JZ M(8Z%42WURZ0K&VQ?OPUQ*)L+&,BJI$F#WK/5!DH3;ZGH?X(*=TL"=H-(XJ;M M!%AVI]$O=V@5FAJVW4Z70A/%]^[1]T0FY8C:/H3.R3>?
T1E@]V&2LKO]Y2@Z@-4$"I3,;_=#L MU%@*'VR_QUVCJ6 9(@94]3GP]>/GWV05[FDZ6VV$=.;9._#WBVG4F56^?",, ML5YQ-ZI:L2YC49B>N_XS-HN"PJ8\/B"TY__73\Z&5I=J98@/RVRJ2K$-7V MQ+]U =U5M(B_KK04U8WVH2+ 73:7/A/!UV;5^"
[\=HNMB]*@V/D\H:!:R(,+ M+/MH'VG@+-L ,AO!:2!/,0LL;=9Y@<])+.R6FM66%H8U($1D+=[(%[ZR+V]5 M5\:R\Z4>9]]']+/SU O+?,*F;44^1WM)#5]# [*KM*SN,X"O,S$D[8>! MY+OOCN.!G:ZS&Y,Q+WX4B5Y13BOORVV$%D'Q4[2W$&T_
M*HG'QT*2"]MF.TO(Q4$-78&SSBHCBOG5SU&E,BLC>1>EYLUTE*67&VV5[0@I M>Q,$-%?TI$=PN&+!L1E\&],,B1KO#VM,/'<7_T\/G M6?,%RW[/2%S5L%8&,GM9FYE@_;[&]4]=I94:.'F2;D*.YAQI<;QT;)"L6=MW M?LI.K-
K(9_P$].31T]&O[S+$U:UQK\X"ZH20).DVT]U*_#XG3+KO[V!2MP", MUY%(]R($6O&Z6@0%>T_N[:EP7I+A,RFQUQGSQ!]T4%D5P(MO+L?PB@:@#MO6AR'A7C'#\%!C5)>]J[M1X@;AK4/-%+,[CKX%;=^ZI&[<$3"4 M)LO1:M08H$#>Q"CZ!9)TO&DRR@B/%0H
BY%NIDD>XMZT3=^K8#^;[E:W(M6+$O-V_7$>XL,']K;Z]X9FO01%*+L(G+HCB+E3A#8N$ BV?F572XNE ADGV+8&=N&B2H]44==RG82FFV>"X+.":? M62[:&6'L$M#Z RV7=7:&_:-4LW-_OTZT?<_Y_GY3E_FFRNE?\7K+5UD&"1;R M_,XXBE2_JU
>Y[$\W<<1SCC+<(B,7.2S<3KSFC:^.9M_:O2VU1\" *^1X,<)11\%^0>),K_,Y[]4 /DHW*YCP\<)6I9?Q,]-7\G;#;NE MM-SBM6F1\($1YEO@.Z+-7<..["SUOC7$0>-^#=B&RV''LTO1W1^:SZ<0FM;/R!81>S M^,=%Z]O_&D_;!L!4W]ZMB]]5]TOYX_O-
$Z^:BON]CG*'ZON'GL3[K8/@)/5] M%@(?!M+H#W$$LBSA]D0%1C0409 9.8ZG,C3S:I=L@:;Y6[YCK-F8Q(XUZ]8> MDR=";P]?$EXSS=+4:56LM6URU6_OCS#>\]=O_-%OCCZ#3> *+F=Q.!/963@\ MQPUXIU$[CL:U\";>W]>OOVWN/V^]C33*WV^^;A\>6EU/:[+^
MS[++-M)U.9H./+=?\OZ^Y/>XYM[K;^K@(O6=]UD^K\[-S6E$W4I) W#[L%UC ME<']BF^XR&M/%*5WNUY[GZ5!T(3 R6$K:2H\%F7==/#QE&3XI=70U)$P<'4: MSX.&/W3.*3!TFEX#?8?)9Y/@M'/;&E-;SK=K"\21]AZ$-LLB*\/>+U^M:WR M#:\]R0,1* X02#.4 IC*?
S($8Y! SD,>L"0-0K.TAZ/Q9]9F751_0]+;T33- M:C@&9%B?.!#33&.826B1I7!6C@EI"\">^+AXY MN^/TVZ98%_?/;1.";G]"D&:0XQC05)V>8HX!B3A5O1]X"! 2@AH5^!NA-_." MVU/WZCUYL_/0&%YZQQV'*)BMQP, !\I=UXD9DKPUQ71T"AFCMN@A0U/TEV<(MW=?
L%KLTS903K.JNF=%A(_83Y:09HC$,5-@4!#E@(:("" MF$&191G1;=!VD>3N&]YT<3M[G^UQU,[^ M?B[$+)4&O.I2)@2 /E,A_RD$ 8H#X8>4)\3H@'\U21:[>!ZDZYWU/B7F$HS)>D@+K-K#->3KBO55$OY#E&;A^_+BY#-62Z$ MKSY5+]_,[KR+'\M&?
UYRNL]&A5V7(HO<%)MLU+C_D5?VBL:UN XQ+ \R\E71T M/47XQO2*^;+4XZ=)P*;*=R^K+.TXM62RZ[QQ<51E^M^,2;840N,T8<7SLSY ML"\DDY*8)VD,0:9#],D,\HKG<[2S$N\WP5SW,X@IW;& MA"Z8#N;+P#Y<;!86-O1FZG7I#K-KY]-\N$Y'2W<
.LN0.1W94M'R];J-%_P% MEW_G*G:PZ\C:72X'$0XR%B,0"08!%"@"A%$...&AR%@:IHBOGGA)"FU%.D+2 M9('V">NO4[Q6U2,>=M2;VZ-J^Z@BPPS5WAAZA&",4LZ!"%6)5)\D ,O/0(*1 M+](L%(&OU3MM#NQLMICED-/<#ASB8:CL6\H- GO:NV[&,\0UZ$KJ2D6/D5M6
M 6L*?Z)>==\S/PF^_4?]?/M[R2IW@<\&0R[F>/R+W(EJ[XWZ\1W.RT/(;>>2 M:NV6]H[-?6RS"/QC:OV]EP M'X]J4C5;I7;C&_KU]]Q63[+#]NZ!S *:"0@ F'3=X,+7U68S 5$8_" ME$59XIN8(EI49]93B@>/'ICP<,N%F2VBAY^>0>(<%3/MT@#2H[]+$W=GAQ@)
MZ,@8T:.Y]$5B!,-+L\3L9"' 4U@1I#@9BU@?B867$HAK"<:+7= MTK:!05-OMLD:"OT@\W:LM8T/O!US31]1]]/;KY___'PH:H'W_1Y-;Z.M9PE MS=/1_-@;'IH:+%N.O):EKC#\KK/$S2#P#M(X'&'CZIAER<6RIZ]I4)T![P<@14@]O2Q!($O# % 6)!@F M
H;4]%S7$+&YCVY=%'2MJ-YXFSU=XX#RRW#I:1]7(!B>KSKY6[+>70O#QW$8 M;$*_1^5S%]]]F=320=RC0I^)U!Y_QW)52R.*Y>MMG3_QKUR.V81]O_U.UUO& MV3O)OCIU;>NNG/1;7*K.+I74.(VZZ8]X2U/'#Q(: T8BN?PC*FV>-,9)"B*
M$D12%D=F/FXG?,WN"+\K:KSN#!=E"3T6M9R2'*_7S]Z.>Z_:LV]OYKB9)I$E MC',1 Q*G',! 3AA*,Q^D@? 1@YP8A@TN/DD6ZOSSR)3PCEM/+56O_L:;7@D= MSVI.FY?DWS>\]M;J=/C(RW82KSV=FKO(TI-DN-WTV/,._'EOC^;E]?&<[)A4 MMF]K]XY6N#7?G5SBYFH;
<|+3LON=2QA/-D:G@UO70FQBZ-X5Y5$3[A5F62:R M,)']%6, .6, 9P$'$20Q%9RG(<.K3>/*9G?Z2O<2/:TEBMHE>D)5>[DVE94> M.Q;,E-Y%H/3TV"2Y;3)?"2,^W5\(K?YYNFK;,R=(>;$#(\PZGB;S?-OQX_D&Z" M4\H]8\W?EYP'O9UQ,73-ML_7#:2-
P="C=^,=6/':1Q3(+S[LO^&V N-DH!R6 M7[3G9?':BY-A.U=XZ_E]">A2K@T/$C*GTO^D&\?]K;,;7.V M6OD1BIE@,2$T69L&_ZQ:.AQUD3^5LW)KO]WU?Q6:N+_Y/6A+>X] M)#SV,QH"&+,(P,A' 6)-.^P\'T:"4$P<]XXW(;3F>>T=6'1_+38[FDMV%[?B\|?K
M+SX%;]L.XY,(6E]W5<7KZG4;]+*OB8,9CGR61 ##& ,80@BR*(@!RS+&&9,V M;&@6=W:.RLR*MZ/FX8:VH>%Y%A5-NW*]K(9F8T-.:]I.W#D]Z@R*Y,K@.TMC M67MN2,P3B8+_GZ_4]P4F0")("'@DF+2A* &(9 R(B(?$3FL9(M]][@RX%G7G([,F:+;2]U0-,$81R
A!%I**K>!20E1!Z9N9\2'$2,(;-P-QNY MK2+6)D]NIUELI#%3)]-B&*N.ESP[TA;[81=5$"^%>:D33OX^U8_^O_F:W16_M8'4_7S\?0G$^[*N3<(@(C[(0"#\5 9Q '!&&4A1'$8%G?WA3=M]^Z*._S];WG][5NQ5]TMWQ7E^;/+BI-$[MX(@Y0)>69(M?1^@-
&0@##@)0Q+X!*,)<7FF_"SC\FZR!KQ'G*MXAK;/5UTT,MU M6V!)KD;>)M#CYG1G%^5G/"UZBFM6E*=$":]:@-^]'BLWY\M4';PX[H,(;4%Q M'&1HS,95@A!MP;H4I&@]GDW]]X+^_0M_W&7WE:]L]P83.(5'9>C]*"1>B-1#\N26_V M]F%Y);+]NB"IN*E=4[B4LS#D%+
TI0 R& !"$E6,#K$8AX*3(-(]M'1F\+D] MI"V]C)C)0L_;1.02&U^]4N]][[9UR]I4W*M M$SOO Y?AC*0T12")_1! [&. B-2E 4U#@2..B:#FZ1].X'.0VD'P6L5XWGCU M$:YS !DE]<^S) 8)]^5^1%$"<"2!##,1A3'A4;C/H]%.Z' (HTVRQL((ZIV8
MG6!BMKGM%^77=E&V5'<5:MR=>T=%.)6_'D\>V M7'G.7K*EO&;* ;3C;/20Y0;8$9-V 4S--,-L#E"3B"!W$*_1@PKGP!:1*"C(<1B((DPFD4I1DE9@$,3N"Q*T;? M %2T "E=LO=]]>L2ND).S^9R@H:%YV\H9+1E8X;"Z]/"NH[H/*%SG8C,2^)>
MC*B\^,+"+7Y&VW_]M8GM?+]IZPK^C:MF]IS=RN6)[WE3=5L5W58UM]O*OBS, MXCAF##"!"8)HR##\E>?4122B-($!XMT"G(MV)_;N+(5696VWU6#W8GM=7*?KY;__1(FFLZK]UJ MR;E<_QH=F^::3F>-GV9CT&X7?\,?2T[S]MXFCB*<(98" C.BTADR@/V$ YQ%
MB/]8^;XP"]?N#S[S7M8GY?&V1XS9!G:$A-X>8BN?F1KO4W&G,,_Q[DAG'0V] MJ-HX)]3+E7OV&;O%LU^$*OET751;.8N&63!#0\SH!SOT]^G1G24G1D= 1]^[M05*+?@]UA'[YO=1ZQ[+!#*\]SC])TQZKGA4?E-7_(<V)['0F1# MY72V-_K^1OSO%ZH*_K'Z,ESVO3?
CPO7[!,:92P^BYV=]='Y\"! M?=3D&)1Z2]PA0&8+_8!-%T+9TO9ZQ!VF#^I)Z2I+<(3:LLF >]*?Y/QIOF:< MMO.AV-S?\?+A#2?U^XU<5+RJ/Y%U?M\8";MD:G6VET?[%:0DPUCNWTE,?%6' M) 59E@;R=,55,S[(@E@KB-^4_C#3)&;'C9SXF#H;='L@$4'YYB1-7/;%GQ
M#KS<>#MN-)P]TU#33BZ:#3V]Q"/7*)]D)EE!<3%MR6RTI5*:K&3LI3O9O6^F M5!G/5[MCO#Q[?5/7PQ_Q U^%4D%F/*: 9%D,((TP()PF((M\AHE .,ZT[EHO M$9C;F]21]'8T/4543P%;4*PR2#&#&0] Z@D*2^7&%Q"@B+_<#' M* Y@:.19Z(\^MS=!T?
(4,>\W1<[0L7H,A*87P58\0\^!MF3FWH)SKCR!R- MO:Q7X)Q8)YZ LP\9F_WO-U2E:O$WO/W_^\VN<^/1-A%:TZ-GAN#H M&6 >7,S6ZXX'[Z<=%W^4Y]NW1^KS#]D]+W- I6WXSP.9G=7O$#H3@]\<@HO6
MOL%02YGZYM+U['R+EW^TE(A]Q>LOQ7K]KBC52RO"L1^F*0:)")C*>Y"F3DH% M@&F6P4A]91]KZ>+KL+^S4N_YP[PO7W]5C=^^WG9]0>2O/TIRP]F)U3/=?MSI M,CQE+9:FL)=+_KA5*5]K*%S;?^F9/4Z85W>IU]EEG[X[(.SS/\W23$8FICE M\@@&N;"]
("P>>5D_?Y;KM[[=-#P*N(?>2U/]Z+)$@!Q%L8 LHP"'.((Q"+, MHCCB&$&C7@A#Q&:_&FQ)-[L%W]&]4?5*3:\!!P!#(6(T@"$@21 "B.0>CN.4 M2\!\!E$*2<@#DRZWS@ S;V*[#&"ZEZ9N8#"],6VIWG@-W0:(MP<@/@X 87%A M.BZAL]O2 5(+7Y6."WUZ3ZKQCF5(?1?
\F]M24KYXK04S?#V4D,>_#S4\Y=193W M1EXV2/Q4I).X[S./3 WE[KHKO^BIW,0;WO'O]2O)XM]7/H6(A%D*4*+<^!EG M *G.#0E,,BSD/HDBK7*A=N3GOCSKA6*KQUDW=2K5_J'=B=P%X)IG MSME@-#PS]A"\B%<7'.TI?KR&H5GBI$V0J^(XSB)!)!"(/41
6=I3*SING1 M]+[R35Z47M,+VDR5G,='3V-,EML,,?0%5O1F*#@T*)&C!7Z>Q]+K>%#,E\MU M^&';5=E4C%0ACI]Q^:G\6]L&!TV*["Y)8250RI*09"!E609@P!@@)"(@#5(< M1WZ4IK7EMB9SI@G.+"&D$;@E/]H/_JY**P;[_RN]+E]?T_N%1 M9=#GM$M6/5B\=E5A]0:?
64F\K&.J$@3W;"F;^"5CUG5@-;$(R9"X* 2K2?%:E6#- !DH!6LXD)VY\H577+ZDSBIO^!-?%XVG\6U; MBFC%8HI]PGP@2 !C*(9&E& /6#D"=<(!895=(8I#;_]0C;TMIC!\)F=L@P M5'H6B#, S/3&CFSC<.@1]MZ.U)PR-CBT!'1D:@S36M3(T!+[I7FA]])4Q^7H
M76UUZ;*VK53_2 **$N SSA634\$(A3P$62\1A%C)',S]Y#3:8VK1B:FS:.HH77!N['VH.C$XU6 0SIR5*!Q!Z-SY.I6O*_EE M'<%YV67KBH#Y2?"N9)*,5/QYV=!4I3)U#WKGWIU9,QZ(-95Q]4]I9^4:TN6]2% M_Y0SSEX]_UJI0A/OFU R.9>W\N#TU%P'[^M<9I@)P2$&E$-?
6C4I 9A$'# 1 MI%E,A8\BHRAD MVAO9'3?*?/A),2015"D1.Q0/3,U2@-0>$T?V@@4#BQH&]@"]M FC&2GKOY2 M%.SW?+V6Y[[WFUI^^]0%U&U5\;HZ5%'=KZ&(,#]!L0 A)0& B&&];K011'T ML8C]F!C5KS&B/K.2VO'2^"4.W'@M.[T]OSIKS '6>OI]-@3-5)53\(P5E!4(
MCG23&>U%U9(5+"\UDMT@=LKH0G74756W,.(D#5 &8 *E]A%A"'#B,^!3Y".> M0HXBK:.*'KF9U5U!/2$>:=838HJI4 M3_"7NE/S+0LGC8HZ;_P_WXJU?.5+O3'HTGK^[9GU71LHWZ/J?>'UMMP8MUF] M(+N&ZV:RV(;.&TN)S1PW@T+9N6[.#
[F<\V90I"/WS?"3DX/FVL36]U6UY6SE MDS3V4U5K-Q;2!(DD;#B@$0@$D59)$D50& :SG]6S:'!<5[S;RC;U^]\!)G> MSND "+.%>1S]UM*\|5]]LX2[G1/+?8C;$95KA;6=$W4@E.WLXS,6W;S[O5B% M21I $0G
0^0#"'D(,DP(H#Q+*!,T$]&6$\.4\,PK6WXUDAG*1RK$1O;6&7$P M6]@VY2(E0S.A-D/134/TEBNZ.83B/$4W>U X*+]I1OOQBF[V9+0]NME_W_R0 M\?8?]?/M[R6K;ME_O=L81_U>>'WN^^"VCDES%5YYDO2VJIO[\AOO75'4F\+D MCO@2 N-
G#0?"FZD^#;EGB+\=$=/J^'%IS,7.'R-"]0\@8X]:)]-1.77ME?27 MO/K[9UZ]#_]#U8X9BKD+0"14"%P+ X!C@,?1(BA5'X$!=$]&:Y#;/:S2(^T MIVC?> ?]Q@EVES'3/8>X0<+T,&(%@DW.W:AT[E+O+I-:.@-O5.@SB7CC[UB[M%AZW:#"QP&)> *RA @ <1 !E)(
$!KX81QEB(:IF8_^]79G?,[MNFV9.-K]=BAH8^Q7.(N7ME]A*@;&?H56W#W%67)G!Z5RYU8X2V5IM*0]&?< M"H./VZW9T]*739FPKH-0OWX+2W&21'+M9H+Y /) [LQ,Q$!$.,%IPGV4&?5& MU*8\]TUE4P<0=YVKK.\I]8'46]ZSP&.VX,\5]LTW7>'$7:NO66KI&
OO2"_H MTUU44QC#\5)WF]@?IY^OZER^>1=R3X7ZYS*P3Z7!;UEQ6/-V;LUOM<]68\. M-+-"Z.A[N^CD'1=M:5C)"F=-_2.(WS]CA"XR=OI^"8]@,C7+S?%#N.3N+: M8EN=R<='7^QTKBUH_YRN_Y)UF\[M@VHHR]D;_EARVM:BDC^O>9.XL6&W#T59
MY_]L/K]856\5$HY4XV#9PS (,A %B0(P#"-2,!81--LM>'WBI*>%>&*-:UE M@]IETV=0W^W,J^K/7H]=C_7X;=80[C%]W"K4S03IV2:+@F[;B'2/:J;H=W]*Y@]MO]S A M/"*, 8RB1/4$2P"". "0B)11C*E(#:,=U;#SNTUV!?BH^H';%BQL(A"@1G, M.*"0"P!]3%5'-(E#1'SY
TD#:I1-9] ;7Z0(_$U?4.&0ADZ@N3H#CT^/5Y= MN7?4D,OZ@O)'0YF2VRD6GA?78R%ZX4=2SETQO"7V8]0, M/Q)8W7^3]5=IS<<39X_6O%OQ:B_AV7O%?!Y'51G13] MI2Q*1!@SD"8! 3"%#* @I8!S)B(_#00)M/HL..-HYNWUN-3OGDUOQR>0C'H[
M3H]*\C2\:H=.9]>$1_/-4 WTTU[O#]9X6U2='FF*= .75M^*NQBVA:<$I-P M-[?P78R#?<:"Q23HV M/PD#(4!@%1P@*@\G$>0)YSB,,DBHR[C%^C,K+B: OD'LMYOBK#74#8L#G$) M)SVUXT!Z,]UB);BQ8A@1R]']OT1ET24^(NK+=3SVN'EXPD?\P)E<]71;YT_2 M1!
(YE>O!(O!_=*"9UV1#W]LSX.TXL,D & =EY+3]&@^S53H.Q0Q) =KR6H4B MC(^^6"B"M]#]4 3]EV8HHKWKR^,GF"=)"#"/592!+W\B00P8)'+,,(6"&YTG M-&C.O.;G+:AM%';L& RS!3]67'N&@&0#>9>HM7V-0&4#"(SJ;CL)8+;NC]P= M!'IMX/_&_MO-
6>W3[S$]WQW1/A<2AWVI5BO1==]G8948)HE@"4X A#'/L@R MD@)&LH1$*8T%,RO3O;@(,ZNK'1<>;MDXN#@>%2.&OHSE)UC3%_)#3]OU?"D] MN6Z_5>A$VWO:?$:X6:IEW>]B7'EKUE>@&7]/5>;H!-_T?4X<52^YW9;?RM* MY>E?X2SDC 4!@"E2_2@9
8C('8HAQG# !1&A66C495IS1TR=*^.#]]0=EO+I MP:>G]1V!8]:>SY7T\0Z$9ZS]I2N6]WG5.31"C]G7K%;WE+/Y-4G M<4NI]]&F_-F1G M7O0-$^H2[+-\:'<%;K:\->'36^GN03%;]'L\#AS0X"%P""*PH0SGM(L%!U2;S>:"4DN<-H1,T>) M;YA#?/3TY#2)S73BNWPC!57?
@@/!&P\+59;@=KTN?F_"+*2I[;TN.%65K,"A[81>N6:U\2H((^QC03$6FID0]LPC% #+.!$U0%".][H'6 M+,SM:"NY6@4>9D\-.>\1Y[H5+>QA'59$RX#EPNZ\?6%WOCNV.]NBVPUGLT.] MG=*P +1V.0RS06R2L3 1G8LI"K;C+I63,%'N7A+"U)',(_M^V3SF]E?37?[
MF1I=6EU_Q6N3DD,#0\RL@'_Y^/E]OW]8PT%[@.U?PTIFM@9Q?4.0C"A?=VB8 M:5@3()R6%M*0UB]2;VC(':7/6/"H(M]*6/?29BLU*LYXC,K-F:+ASUH0N'(NO]I@@; M)A:=!4A/84T5VTP#O>P[HB.QL3H9$LF1?CA+8M$%/R3DRQ4\^.R$#.>V(UO5 M]]5818%/DRQ!
(($9 3"(,Y"Q@(,@22*4,4R3 *Y]UDC!:CGM"^H9& MT\ROZI']?_YG%@;I_]M4WZF?+=*/CQ$*(,P@10)D(4H #+D 1&5GX#B($DY@ ME*69^:7T-)SL+Z7W=]&DO7B=#]+,XF"WBB9!8U3C4 M$-1A^<,A:HM71M00_5S11)W7S!1 5=:K#WG=]9*3@[?'!2QWV!"1%
0^%@"R M) :$"@3\@+,X9CP,!=%9[^>'G_LDM2>HOLUFAZ@+> ROWNE2&AZ^_J-_]#0EQET:BO$H\$ MY]$($_$5)"F#LC3&9G86@7R"S<-#Y ML+"G8>8CS]LVAFI;KW:^S8_%1A4]Q2]:;267,D0!PH#"5%W$9*G<+PD&Q&=< ML"Q+
(ISLVCCGRY06[MLT*O)IIZ;Q5QS7$#]#]&PVUQI2D@S%V;_!SI'Z-2^0 HVG7+A\9PU.-9W;V*=3]Z"].493R M$($D1*%]78( )A$#"""'"TB0-4[,PC@%:79NXRZ26;OTV*O29=F[C[[BH!2WU\).TME3$6/MCU72'RRD/ M5BA 88;DR8JA1+5HB7UYLDH9"' L2)@&

89&RE*;\OP&44>NK?36Y#:R8KW& M92_UT3#-41]6/3TQ"UAF2N-%>6FI#PY<['YI4/P\6"]O8L%I#=%G*4$]1/>* M1:DUX!@N4ZTSP'6*7/Y%/EA7[S=M-?RV 9H?\$RP" ,58@1@'$0@HXP!B G* M!)>',PB7K&)YAL>9M55#<4H"]AS3H]?
#K@RVX062P^*2+>.'+AW.>^'-B.P/ M4AWR'(?_4N4?!R!V7=]QB)2M9ZR]/XFO>,VKKNYV$,2,^B0 *5%-?1EB@&0X M 4D6B! R*N*$K>2!2M<;]F)\LZLSPTA814U="ZN"(R5_XAO=+,7+<) HD*8Q M%$!5:Y>V<12"#&8]8B"+:9@RFE!AV./8"I))#8_=PY*)& H4<$
H4B7_&%)' MAA@$*<$1EE\8&AL6]YP BM71P#DDND[1"8*:ND);&1MB,]2BORB*,[?GR_$7 M=G9>$._4Q7GI04O'Y];.FVH\^1/_RNFVS.N<5V^_T_6633;!Z? MQ-NNF(_<%)K-X\,^[#63"BIDL0!IFLI%]B+X21Q3X(<\3'T2!Z%997A7C,WM
M,.VQZ1WX]';,>F]NO1ZK:I'LF%6&7&OZ38A'=C:#F][&*\R+H5MRR2DQ]U8Z MQL^59],56\MZ01V#>>(Q=3V^3L-^T9-9"T!=:N?N1" M<+OR1F< <%*Q:$RBBR6)+KZX5,VA,]K=Q6CVU55VE%]+:7T9LOOBE*EHN\S5Y:92E$6/@(9 @G:)#1*[)*.%QQE
4QH&F@>6=H#N\K*Z$U7P[+Z03+= M%I;SWK2SU6?\BK.D;0A>=;;LS,-KS9]V3@;K!>-2?<4ES(Q9\.]9WC.1\.\ MBO'G3;6Y9?]5?2[+KT_T=;5S;6E6,+[P^MS>2[YIPA0EY6U5/S055#Z7N=R/ MOO+R206]JLZ_;K%ET 8V5[$EL(:45G6*+XVY6(WB$:'Z]8G'
M'C5;=HSGJS?=9M,>*=LPGW?R,U6Y(HB3V!? IZDT0JF/ 4&)!"\B(?:Q+S(: MZZS.02HSK\\=W9T#I*7L-:3U5N4P1L/KTIGD9BO32FCM9:@EU,!"E.^W"U'^ M<%B(PZ,NLA2U!-LM1KV'S7?!V_7Z[7=.F[O&U[CF]T69[^-]-+?"H3'F#H18 MK[T];>] 7'\"
1@?!MT);O9BKLDMN/=3TB.(H"D,$]C]3X=AI I#A(C&B4\"<(LC];E>O;)S;UFS^4O2BU6 M%P]RL*E9C$>XZ3E3W:%AN(K/93(2+H]27SF5\9S\LR4S'A&[HC%;9.:!9SE@:3*[LM4L7A4FTW]R(. M X#IK7XW,)BM?(L*;\Z+.XS+/6.5MVN4=A@76*?2FY/"#KW$1745=
CRVZ5D MD"A(48+DV3=& *8H567<*6 9QEP(DH70L)/K"$63K[I5@D;70+3D:U4]3CE[M>QQY36]CX^(M@Q#]+7Z'L)AI@+[T37)R+V1XCCP&+3'=%7,9I+9T01<=T<\4 M==%ZS3*]F'[C;+OFG\07KI*9]8]X4!W*EX^\5?/]H+,)Z'\F8>"9]DO]WU. M&&
TRP"D&08(!C&@7,)"**:Q6:]#!0\SVP4[CII+HCY/34&T3_4W+BUA]4?N M376*#=QZ^F-F$ VMBHOX=?RHG-^F5)1\H'66WS7=%&:I*C2FRF11N@>S9N>=\)E M!-B(8,["P2[163@V;$3 M1Q9EB1:>3LWSR8\]28;G&X=EC7]"W7@[T;Q.-F\OG->3SE/B.:Y[=)VI<5D7
M:6$)E]^;=)TI.EM7Z4]L6%YIMUV;2=4,NA)1F@10$! WF>,DI2!+&00"AUA= M8@=)B(RNL(^&G_O*NB%F>#5]++_F5;2U5(97SVUNPV\[2BY+39P5P=7M\?'@ MR]X6GQ7LY';X_%/&23ZW\9]\W^^YH;_R35Z4S4W)FRV7R,3]O^;W[LK#)SQ" M 8OD$HL%@!0%
%4@)!F(4VEZ2?_KYG%8TY]YA6H])E<$]DAF*$$HB!F &8! M!M#',2 A1@#':1C$<1+' HY7AIL//]NJ<'\TKZ!A :-VTM"\<-IE!5G!ZB37QQZ-B\D\%D,NE:UC+VTO M'6?"(,;[V6O\F-=XG?]36;"MH:EN(S[R^DNQ7K\K2F6LKG#.:<" A0R"]!@ M&. D0R -B2](%&"?
8\TM3(O@[*&.34[3LR]?2TNNOKQ>E=\W)TO!>?5G;3VB M!]^H!G8.B]$S\T!^?[)N;B*;;F#>;XH)K^-"7\?]8:.M5IUC9*=)W6!EHD&- M!+^H-/5&64I/&LG44XUF[]FG0:E[V56$292H4$Z8]9Z]/(2 I+X/:!"D$0X" MQ)!65;67 \^LW?
9Y/XJ6>793(_]PQIHBD)EFTI/%*FFIS_BD/*5FH,53D_KL MG\M&.O][BSXNNXHT7W#-WPK!U1[*/_-2-=G"]WQ%?5\$C&,0!TVK3,(!RF(N M;8000I$QFF)FW\MEA/K,2VI/45H,7;6E4C+B_80K#ZN&+HJ-2>U-&$9;O2B.XA=%8!7 M&U%7M^R_+
(B+KP^LY;8I<*_XALN\KK]Y\3;A$5< F'D..%&?K,5KR?Z#($1 M(Y):5P(X-^:BE0 &A'I9"6#H4?.E=Z?*KC675M^*M7SE2[WY:[4/MC!>BIK# MS;PT&RZ\'AO>%UYORXWWUZH7P]._-'5!&E^],^!CMG3UH)EAZ1I*;K64=6DL MMK0-
A>XO==-7+6.@:CG&^ZK:'N2&5RD& MFF3@BM?U>I\]^.7KK]6$AFIVDZ!W2)@?6C,%U!#R6H:\EJ-]4[.6]1OOP);7 M/MX%#KEN>C8)&E?Q.W9,+!N",PFHDRB:::,MW$OR[3^V>?U\. 5530K4W3>\ MZ8)Z_BHYYFS7+&TE> 3#E <@0[$/("$!0%C^ZOMI$+
0Q@+3U8;?]PS,NP7Z M3!KR;W8#_D(*;27PA:]Y$QFX?!-*T_G4U+(_TO1<*ZZSE:7G"]]Z?,%:BG.(M^FPE.C2S_ &Z6%K.PK5;6Y]R_;_1[])R,IPUP;2E;QY==O":?&E3\N^*U^T% M]2U[4]9GU?WZM;VN?L=Y=;MA^[(T[X]R+4]C,I5X]9'7]RBD0>)',6"1ZF\L M[7.
,I*!C$]F:VV-M[N ML]Y^5]8!_XQSN:>_QM6W52PRP4/$.,B #"*H#S-)1%(@B 0D0C#+-6]]#=$ M9.ZM4%6%WU]?\Y:ZMEZ\#,WH7N1$8+,=97_?W-&\\115>0[Q%%T'0FNK="?" MVREF2Q!,=.JH=![II! ']:( ]]/!(BQ0"%]E@9I00& MF+,D@S:5B%PP]_]S]Z6_D>-
(OO^@ 7>=@/F/!W4M?O)74>0\:K+A2KW# ;] M(<'3SIFL3(^4=I?7_](9G@0Q*#2M]CIM0E3>QC53ASNU@7A[R3R;NC*GK](PQ/1*+P@81NJ\FYI/ M5#%Z"OC5X,N:HRF22R0==TMRPMJKM%%R"6I??R6G-"P+:SOKW\IC'A89%R&6 M.$048Q_AE*N?
(A8B'$N!!99QDL,*;0?)36QO#Q14Z35IC>ARK]/$ICAW&$,S ML^@.&6 8XP@4\PT%7LQK)**KXMYA8O,6^QH)?E+\:_84/%>]#@S_E:R>ZE!R M63Y]KR+"[Y=2*H]1GT_AV8NP5:=.?:ZO<';<>'MVO#T_-NF-0/!&SIF3X@8S M!%#
()LBMLH/"*L4*2&]V3"L["+H)5Y8KV+D/'Y]*Y8UUDX>>PMM/]Q"!:8=5Q>D>ZBOS*ACC,31C MRLQ%<",_S"H<"MY2G:"K]+APCAR# 4*S.@7C A\[! 9/6&IQ_RE$WP2Q(M# MK)28H1!NADG70@W2/#Z#PO"&& MA];1&3)
\S@2&G)R#0@3TI69'"8VKZDTOS7)H]96[-TX3[C<1RP#C>OMDB]7U;R[_0",#S_8ZHD+ M_E$QI]/;GK9-N.,#*?2]>?E%%'5VV\OY!:Y_+,M%F C?SWF,8A]F"),L1L37 M6 PK"G?F&%,]&V\!V! U>X5P*.I MTX/C*A0[(:?SQG&GA_PD"#P#2].LK?LD 8.[AA RLP0.I(?9LCV
MHG>I3N!:&4CG:H+' *5Y9WB,BWPRQK_QELUJR ME_J_^]N,((I"3 .,9)("""">I1'D0,"1H&)"81GELUEL*3'EB+==\5#S8#W1_/G),DM8/%=Q3V,ZIZ$1]V":[DA]F_EO]WETBQQS)2KF*,EHI/142I3Y)$ 2XU1D2<1(EK5%WZ:>NP4?1E_IP^)M MJ%=?
EO^EW=]GNH*WSI.&>O4V")OZ^U.A9GD2T.SH@3<-0U[%T96WX^G*ZW+E MU6QYU\-3#BT."A? XNP(8+"V Z/79E+U2;"8X]PS37S'@] N]I45P MX*I](>TX$-#EV^6QOUIW_D-^5YRS1_J##]@VA=D46SUFZ6;]+)]ZQ$6:Q%CD
M>8[27"0(9[H/=,AU+3U)A,B"*":@L_HY(A/[W!5)I![\KO;H'=$KCVS;O .U MU["AKZ Y7&::=2D(,"6KY=?DO X]EWU&^]5QUA/D#(F9^W?T"WG::V/@LQ;] M8,7F,_ENE!O5^?C$2O7EPZVGR0 ZNC9B#*N(I00PC1AE'M:&]9!=N[:KS1KS MM5D]9/J@K>K1K^#?
V,^;]=>GE0A\Y5==%\5=\7V]Y1]7Y-[T.]R[P,3?:IWW MH0E[FC(*#KH]:85>KO4IT?P[WP_$N!8XP0"F%V;B>W]H+APEZX]*::5._;O. MIF"C@G55;OS#=B[=S9IMO@O=':*^X]73VY_42:(YB&W6Y2]";@I1?^Z._-"7 MPMN"*!KJ716[,G-+W\@;@-FLFAGO
M)\WVSY[606_/N;=GO7U!S>&%GGY_!":L\=/6_=OIY'0D][,0Y'!8V M1\/(%;L8"+@G=CD&4$]L4$A;1^S\HG/Z88-B';EAPY^=]-MRV==\L_]/GF9U MO>9?U!=$G\O>;_1P]$7(>1X0D2B\!4:8B@CE@@8HPYA3%O$@\T$CIZ9@F'1?/RL,96'8V'V=QJOH_-%GDX"YAD#4G-
M"'\9B&I[K;\'/YET]G MR?K%:[EK2R#,?3H0?N->WE30P8RC)6H3= NSP(1&L&>I\NP$;2W"TD:EG!<*91^$=E>O.2#"92'F.2LP!X0X&U!V4F&I M[Y4*PK9_6VX?WCV5V\UW4:@3G%@^:Z_P_%2(19*GL3HM4>0'F2[&X!CE3& D MRK7SO1_7;JIO2:FA< MICO S4XR4\,
(W8YK;KP_%3M>RX\>/=IR=-4_],;=$>024!P=,]Q8F/48<0E(MQP>%B]:R[.##U3I5IZAVDL3C['A/"571+(SYFR5GX0H2P*8Q3G <\I MPWD0@*S5(+6)S=*>=N78HFKX2$4>V$%G$#$S<^,,!^"MT1$$RQT$$S2 ,)+1 M53.:05KSMI,Q$?
ND(8S10Q>'@5E5U55^WFQ%^6E#UF759@SLMKQU]EOK@"P8\A1' M&4MP@@A)8UVMR]1/D4"2A'[L^R(460;KL#P3Z%8MF]AWRZ?=0:!-DM'(_OF MPQ\<^9X2TPM"W U;.]=R]U,K*]::?2L\-LP9R\5G#:%K*! M*+3UDO!(49U \/W^BW)8M\7W-:CNY.S#4[N)=6;-
\KM6$$U8;*M2"TB=R7FA MQT-)%\L+= =[175:4S(HE56,Z?R*LT6:!@7]QIN&/V@9=:I=0UTE6]\5B>+; M1FX5I8.Q4L%"!%&:8BD0H7I.*(L2E.$X0MP/?"89SW(1@B)-AH2GUL^CT49L MSU;=\T,YT>BI%%[9,.=Q\2Q6F\>];*HJU@=&G4P!-XPT30 C,+K40:QEP6MY
MN#]8>.DZY"C[;\8)DA'N<482&5/Z=<.>79A22E$H=5UR2 /W>.RM3V5-/4 M7EM%U?M#T_4]PL!"D?,0&7I@EPH.=+$/=;1T<];[]"[R_-57>_]L'QLF_.G6>)G62Q1AB,]\UK/P68B1E&:)$PI M+RY#STRS'6 " MT^K3$INKMDC*G4:/2.5(F_NHS*K)
(Z(>:_'8QRWS3[9D6Q49=_WQ:EY8@"DG M<8Y1P'RI=N(L1GE$8Q3&E(>,XD DH!&TO91F/M5:C&7K!\E,59V(?MFYUO$D MM%&)7*4$]-*9]\)_3-R3Z_S1!YR/C?[EY3?RCTU1$:R^FY00&C!URE5ZC!$. M@FHB&$&2Y@GWF2]XS!S-D#ZF/;%*#X\
]NB+5['CU4I@H_$0G,ULP$3HP:R" M4^!<#E/N@V#ZR)",!(H&?()Q'A&1Q0&0* M*N&#,C"UZ=$,H(VL4CZ)YN&]'2-3IXB*F@V8/0*C;&:1IL0.9I-.AK[M<%3L MU![2E8["+C=\R91=YT_,K6MD"X4C]P0F/ZM=L@7GV#)9K^/^]'9*[.ZP[HH] M_XA0EB/"A40X2A.4,?
53$"1<&2TADB\$S$L:969BFW50I]6U50TS]:6F.I5L M-^]0\]^G97'N ./NQ#?Z;BX_^[E$W&E ZBS^4Q;#N4!IAM/A*"MOYIQH"AKD MQ&B\)KP@KNG"!.EVVWEDZOMH4'O;KBC#)N("*6#:WC8F<]>G]@S;5C5KW75F MJU0[PWRW/NW8)$G"4]4$LL@%D3I+\0)
[Z4TL;I6@Q&4=WU V7(F13]:9FZQ M$PQ@^FHI/MB7'17-D:/;3V=6+W14W&,7<_P!<&'F;U]_?:>Y+;;EIRU7?[M> M\]_(=OL@_OQU2>EF739_-#F\A/D!U_UCPIC]\)^?($I#C)(PH")0:AV)W+ R M$TAZ8A7_[2]?__*K;DU;<^0IEO[B_:2X^KFJU&P8\QJ6O)^:'PP3*"V0'O&
M)\4/Z"1;0C>>7GTIAL85G!-B:5?"Z?SK""GBM$2CMXH3NMY<99R6;X3NM?-55*&\=L@'N,NZ^8]37_?N&/&XXL1;;[9>4?.R&QMC M'D8 (#4>99@&))A)][>*CF= MN+RO1_A,T#L=+KM5) - 9K9 !UST;AS$XND+ M1@_2@4%CR'Z_:Q*]OY]V)4<&6S=%125\W=;?0_??
@A"K8L=8CR;T+? M\]C/U%,]OPKM;B]_L[V9?B(K/3H\6,1!F+,@SU @>GGE-=)>>9TO22NQOLW3_WSE=:2^\E]Y=W-E=Y)['=$]+;OC"8]O MZG6ZG OY-@2;?YKDVY"[)Q;R!CFTV\,_/^F3P:W<)5=\$_?5#,T%33(_HTF* MHE2D" >2())D
VPMQA^XH']+&XNM^C95F3;O M-N6V)?EE4U89S.6'E>Z,]G]=)*I_S)]2R=$1EC ,2)1'B/,N4$#$#S(DPY2(M),<$,U!&I0.>9C,(CRTC55YEZ]90X8D=8U>Z6EVQYOU$2H_HOV@.@87K+MZ3 MF8F9&7UX)&%_@4.]'G!U:ICF[\K;OY@=C]Z'SINHV?0:/AWWM'$#FLOV-
Q=R M-'^G'#<0GFV]XVAI.S/[1;U4412"5U7)E5]7WI3ED^"+.(ERP]2/0]X\)9Q@ M'V62^8CB# O.9>9'H#S/?E(3&\4=8:_4E*_J!AVEMZR(5^T[ZG\!FKX![,PL MFAM$8(9]#\:W&HR:K%?3=6=XQF5S9$\&",U])L8%/M9^@RL< M%/9RITYN):G*
GY5!RT]B^KW=2']ML0+AB.>^7F(N A"A$G*48;57X. 1'X< M,ZGL@$U9+H 'HV_[Q06Y>WK>3_>*AY_KACZ;M9[+IGGU6,.LU['D=_]Z4KZEQ]>[(#X-^?: I23'&N;-2P;A7U_7&U>A/@F=/A'2=BD%.21GT5)1E#&?8]P3&-$ M S?9!>?WUL(XZ1$W%6L@E-#S3AYF9
M%7& !,Q@M 2]/1KN&_Z-2.6]/5@/E7G;@PV+>M(>;.3C%[8'NY7-""*R:D\G MU[2L(K<+Q@.2IRQ#A.<,X5A*1$2B0RY!R(.$]82#E-B$Z-0:O4L14*?W'1.[M<[SW1\N';2>Q(3P-+_T(Z@(E2.XI0.C>?%.3->;*,07(T\DKA3SE].:]&9]Z M%.7[9 YFM=4&"
MZR_'63Z+B*5QS'B&4]];-&)ED7*6!BA)LBP6012*''1E?I[,Y"$ID_@R^ M7D'/9M/U?QI\LCHP%0]?Z(MZ_XW_RQ(]>CZ,$=%Q%RPSBD@N$A1+Y<1)$D]9 M&CD1PV0F5EY-S+/P%4:P&3TQ.9+XDOV^$EV3A1^/AD0W/A8Y@L#N.-0#A9.C MCX%@O4>>H6?G.NH8\-
\YXIA\VM)I$*M5[:'\1@IUC%(_MWWU:$PDEM)'0L8A MPA&F*L0SZ/TT3]3TB:@!R'7E)3.P]D)S MW"_UE>2"<2;\+.&(,9PA3"E%-(@3A$40X-"7,0Y G8][Z$RLOS55;TM^>(_% MYGE9@GL<]^'CIS0*TI2A/!,$X5"=DFB>2"32D J,8YH*OG@6!=W,B%"7G@U&
M5D>B/H3,S)H#]6$VK1%74=PU#ORI(>]@K-]0+$?VK(_*K,9L1-1C2S;V<3LS M]E[0[2YX[(.B&N:DY]B;YMZRX< KU%\O2N<'@&]F[-- !=-_S8.W9^+*:]GP M-!]77H/BGA5W1@$NOB,[2 \]^F W)L32Q6 $=93]?(?ZRGQC.Q?-8EC N<
MAX1+1A'/E#7!5%D3RB5!'"">"^V&*\T "TF9-:!HIR,5ILA51K]A1-0Y!C&,V M&H-Q X&MCU"1]'Y]B?^LS(17H_%U"C2,PS).4;$+SER*#B188RQN;\AF?(6Y M C?&LG3"-^;/N+SY.:WO_J6GOOOCII!BN7U27Y>ZR'M9U*.$;]9U9=*"9SP/
M@E@90^)'"&/FHSQB&!%!PB#E./#3W**D8'+&YS&P[W1&YN]2P]/IW^ EEUMS MOY!7;R'2$:/M(]("HCSSIK1SZHNV"5"?],[.);]OX/IO OC-;A*G(&RYKSP] M/]X]1LC]'2D?/]XV?]ZLY:;X3@Y2FC-]&^!S@I(XS=1AG#"4!YGZ3\P37XH\
M"!ELF+09W:E/XATNO.J&72H^/$ZV!&C<#6$T--'NP0$:VBXNF@-/L^!U>)@F M/QPFMRM39TAU7H,%@^+$[?O\ I?=BLU!/EAW\]+;)"& M?AHC(;CNBH4+, YZ_C8K'-I?6KQO&3BO-OU>;-^ MKON<:0^KO-MHZ]CY?=7"8[/]N]@VHU;_;]NW0[EAG>FKP2+A!(?
Z+I'E,D8X MQ '*+/>VV>Y':BKRG=;'CL^[R M<2[]4Q^X7P0IH.?MF;\19H;X[;YG^Y-X7]\9]+4-[\-9,5YV:7\36V_.]:Z*D MOQ F XXO]#B>$W+GA>,"<*IT8BP"WB8>+_Y+'1__(HKIW/1 MS\+):193R0GRTSQ3<(8Y(GF"D9](7Y"0I1%/8?E$$P-]E6M4?<.]]9S FFV@
M$X,%VP4-1L_K=M0-2U[+D]ON.A<@,L\,^K,UP" S,TEV$"-BFF@C]R'Z/D9C46IL(?6P;C MYVQ[?FZ8$+S4ED=7._Q&=*E(%55YMUFM1-7VZU9^>]@46]VZZ];R6.MNX"*4 M]?);E,]"!468D!SE(E%^H$PP"S/))0'U][F EXF-1\.)+KC>2*_4#"#-@;?<
MLP#M%V]/NYE9F0E-F,5IF:I]&\W6E=]])/8@^-.]&C2K0PUD_?*?9:=1USZ9MO2: M0>/<(UOO(UD6WE_)2AU+E&H2'8A#A>:^]M#\A91+H $H40$3$]L4(Y+RBB282)PF]G?2 &Q+6=H3&Q$ M-(GZG- ,M-
JL@5;B'"YFYN!":6%ZOQ]9U12GUCW5W>GV@#2.E/@%7#Q[#6N=$2IC.'5@R\>=-*KLLEMBO?@DL.*=@:E]]W M2]OGL;E*LX:Y[M1CC7P0;#[.YP7T)>_7"6^=(_]M'BEP]T#6P^,V%W&4!4&> MA2@5NIM'%(:(!LHF$=]/@B".0G7V,#1'\W
\L7GK#/]M)T+OI^)IWPQ>C37? MJQRUI&_O!<$L MWANWVYG>WIN'['SSOH7>G70F-N;:F>=%M;/3STSXL]G67X7N2*<]DMVH9I)F M69C0"$D_]/7Y/T8!HE FES(%2YC3S443B2":)R+%NYFL>S!LC.'%DKTX#7>V9 MJ/MJ=MCX7_^1A4'ZWYZP*'8;1=-,UUUB!-
/X3T? C%3\@57=5#)'"C]*;E:U M-Q7^6/F-G[,,X6M_81>9W-\,M%6VNQ%-"Q^'(L9*^;-('>AQF A$69@@D4B< M4-^/(\8A&[LQY8GW^8H/8'S?*#]/\44 #O]]3R_Y&8,_$5:=B?L>(PSL" MJ.RN;@Z,Z'YH#%[.]1L4[H[>E M8'^YWSS_;_5PH[*,[S5U8,EYH@"C(NV.[>.?
A"O9]6IUS?]QM]%A@&:(@]&" MG3XYL7(I@IZB^-0D1^IP=C=X8:Y99V0>UZK+Q(5IU(BD+H?E#4IFI4QGEIM- MD?I%Z2K1P*?LW%N=/EIEC_[RLOOQ?Y9]TT":(\1$DF M),*'K$&P4HCEG*"(GS"#9QRHSLU'?I^]39'>W]7/?Y^]_>'YH!8-V1(9AF M/]][B&":? DZ8"
<7)]PC#]>0Z*SN+0R(8]\6^+2#CLL[1_]3_GOG++[(0I(D MC&/D"RSTD#IU'"9$Y]S$OB\%S],L;?N+CFS9(,)&&G'8'Q1X'MZ= 5=5M]U. MN.R"QL/]0(YL\.[!<=F:>0]6Q8KW:6*P+NC7[0TIYV:;<"[K(GS* : =L[] M:[U>8^=1^09;/(_?5DS]V:B:&?A-GE-3ZY)0AX@%E'M?
TF"E'45B'#U]X#Z M@3I:V?2?Z]4X]8&(L>+IN/.3=BYH/74$>'\X#]"9S^44%]IC];$FCHIDEW"'N M,!,0+*GCQD;]]%ZE%]&H^'WM@\8?M![[=61TOA3BD2SY>R&%(L";Z3S7:UX% M,G7?B6VYD!DA+*418C()$*;:V'IHO2D8@,\+#.
[,B&.SIPUW02]@;2=OZ41K>\]KH<1M1G#=0$@ M[]9TV3 Q]Q"O"X Z,^/KDM7L3-HUYU4S-++ZHBC=K-^1Q^66K!9)D,5Q) @* M]X.B!D)$"'*L0DI23@1/!(8-(RTA\[4GLR.]]>!1$]-6$T89G_Z4#(S, YD M!\9Y]V)KBMIZO!L1&VPD1H1R9
7Z],R]YB.B'NOQV,=MNPUV1A*_>R#%O3I0 M!TE,,B9]E',<(IP2AB@)8D1%S-4_AU$F0)'?.D[0V+F-GS] M0I[VV1OXK&TCO>_?E_4U9-6P9]TC-V+-U%GM_;)D]XWNH;*;U(&5,R)D+!'Q M(Z['884H9T]9I?9&1,)H'%-85ST]8D-8(>7II=3AQMOSX[)D \'4)OI^V0
MP@R!2^PL&O-98."L2Q^$]LPM^RQ@.>W?9[.(;52G;8Q5E[:W\U 7(<,AT;-) M:80#[4(0E&LC1*,T%#RDH3([L&GNYPE-;&!VHW]7%55HY*4''-/8RN4B0Z,G M+<6F+\1^5K'+",FP6,YB(#UD9HYR# M[&L<8^;QE,LQRO=R*3\MGW0UFJU[Y MD]Y$'0/YC?
QC4[Q;D;+\3+Z+IHUL1/Q8RCA!RE&($$ZR#%$9!RAEB: DCV,9 MY*"L&!C]]=-C*FY0Q8ZWYZ>)!>KVD(HEK^+)TTQ9-NN%@FYF%2:$$F8LW*,(M3ZZQP\)5E@V0^KSI-G;0G.3=6"YC>;"IHSUZZ$3;DUP/I*A:&NZ[-(8Z!D%\ MAG"6]P.-OA?*XH@A07$BHS@,&^T5?
SP@SWH^HJ/F^)\&LW+@N?$3]61!_FQ M$ BS)$*9CR.4Y#F+0Z*<*@%*)N&76W; M1,-P-35K<- $.[+=B*K=H-\VX[6'_H8MV7@>>PZ-F:YSI>QZ085OC0DR@ 3F5 M<+RNR4Q4X_3EBT6V2U2&O%Q()O*@.+TYQ^>?FBN[>)#G3A[Q\.?@=8^_KWFQ
M>KEO&J2__/;/[9=BR<2[A_7]%[8UK8$<7F5B&Z&("T5=[ZLM]YOI/BGVHHK M+O2%][*YYG61(YB,6!"G<,!LB2$2U=A4Y]87]+&T5C64(TO/5D]I)F*WMM+P M";C"W]SY\GG)GTA=_F>HH(=/37Z!TQ+[+W.E.Y)K7,GL18)>T+1TG!4]]K-O
MI25'2\VF%>=%Z&I!SR=L4S]WE>]-POS=YH[\T!,4=8\>9?646WV^H=^"Q"3E M0:!'V,H X2C+4A7['H=?KU;NEK>#S=] ML,AMO1@F9_FO]IS,G"-[,62G>;27+VG967'SOM$Y MBGB>(\RB$%$NU%^S.*>YSU@F05/-SI.9V)G01.LIC)KLE:<)6UX.]\!D9HHN
M%QYF92]Y[Z!RP[L$#HKEJC?@>2+S=@0<%/2D#^#PIV%]RL5R\6&]U;,..5>O MO*RZ@MT6U<@@Q?R"AMQ/I'),8E\W_DS#&&5API6B]B0@)&($&Z5^C!&:6%5K MTEY#^ZKN7Z<0\EKZ9NHZ"M>PPKH$ ::R]O(;]ZVI< /G"+5$K;/]A[V]CBX\
MB[*:BM>]]_'GK<:M[NK]KZ?EH]](@/RW7XF8KOI>* QDG,8M1 M$G.),$DEHBRG2*0DC'D2"TQ UXSC)"=6XI:!*Z]B8=>:MF+"^T.SX55\ #=? M RS--F*W",$TW $X-M.+#>5U-Z1XC.#(Z' M"0I6W'Y9'"G]&0*S*F:_@,>*./!)> 3\0U'HL_/UF]Q>RF5GE+1A++SO^:F]
MXZ+8K,7F]3SL8=FR81XI]Y5_/&;N0G2@3SPLM?>'TP0_$QFM0NR]B\X6;!\3 MJQMV'_VL90">LEM^(2]5EE]!^&X@8I(&C&DK;ZN) T/C U 9AK[= #3UIWL7UK9*[H3M(PR M$,]52'J TKPAYW&13T+*!H]83]]HT\^:)BWEK] V#D40,\Z4_M((X2C/$0GB M#
(62$L)$SC(.FSS11VEB/=YG6[9-G2S'2I\@9*; 3N2&]>]>Y);F)(7$HY*Y M'C=]0N=UAD[WB=L[>KKW W3;,IE6W33\G88A;GR/D/K:0QPO3 T-8.C/1*:FK": MQES]]0-4KU1'8PZ <8#]4I==GP*](P#;/I'5ZD5W=OIK64UD]VZ@ZZ%67[=K M\.D9MNK$UN'P3-EP5?
<0>R[_XM43Z#]L>5_%]]D C,@ 8CA^ I\./IBYL$1N M@O.Z'2)6IW@@]=G.]G80=$_\EBO8^2'][&+(NI=)6/2)/%,]+IGR=6_EQN29K MMB2KSH!GO]5DWT1XH G6&9(9BE%.B,?43_P$8O#5'?VSS !M3UPR=S$ MUFM'^&"]M5UNB]-W8N;MO!;2,$-G"3+8"YH"#4?
^DE/69O6LI@#UV >;A(;E M=>(37=6=='4?FH7,*/-C]FUA5;LG):*)2-1A3A(I_123-# ;>G*>@)'273+< MI"5GU;*MQOI\V2M._"B:6S_HT_&EW-YT1S)B?4Q2E3/D@B5*TC&**XC14_DB, M0\)!B;*FA&>ZR;CR*D:NO(]/*C+0F+#UO;=GZX+[?F.D87C^ H)?/XN"W(M?
U=+;]VIWWDUI6RB_(0BI M)"B.9:@,FA_6$WZB/,X$H4P70"T>1;'<\&];4FP-O86K8NG/H9Z-"\ ?@6(0EBGRLG,HW\#.%,!"@C MA*!$L)1' 1=1+)IOQH>U]5?Y!@2#?R]:\1!G]<3=;):K7R*K]B4;:*Z^5UVL$]B])/2VR
MMQ^8ZO!L\89>H:L3S5L0:=YSU%N0N._T]I9XLRREW/<_T_&@[8;]LXZ?ES6/ M^S09(FFN)]6E^R8Q#FB41RC,/8#/TMRB24HS]N4\,1GQ@X;U6FGR\C_^H\L M#-+_;BP=L/;2%>SW6@*M& [QC%0C?F?(M\&*]RKJDU3LO/6<0+!.*GLA#YO
M>0S[TFZY<,A)^)F6"L,R)LAXB0ADF 9)^'N0Z6S:2H!2= M7DI3W[UW6K->" T]5A? -W(5O0.S?%N M;G!';DPR5]Y5+YUY79XQ<4_\D-$'])1:5X,W'9V4^?@?L>)WF]_(MNKPM'- MVC3OE(=9&N2Z]!OKB^T@0$1HM?>3A/IQ$C$](7H.(3YU8/G^OJCN@SRICRG/
M@\>4RY$T4_>I\(%9 ,V%MV?CRM.,H.T&M:Q<=8YV$^35VZ#@R%] 2,]]0&Q M.;8I5FN F[B>SE3MZ;.MG9?Z)D+L8]CE0OI!)#,2*F]"EZ,S]DXE<2R5AY%F M?]A^%XL T.?]W8])S)S8?UL9];F?$W*XC[O380_KH.H*KM^/NI>O/
MU9O7$0Z=+KZN5H0GA>O1F$TM]GNA.QRIQ?575,?03%/ A]:8V//LD/8.:%=1 M<_.\[D$81FRW0P1@EME2>% VMHED5KG7@PO/EFEM(EXWK]KH\S,G"C0A\;]6 M\7!=-/+C4;"]VZ#^I]NGK6*YN]K_%0'G((T#$F2(A&Q&&$:4$1RR1#E22)9 M2/P8$U# :2;&)S8E-
1N5ER@:1G1;5'W-4-WM5O>YY5P7NM"7.O&E[82O:O:+ MV=W5:^>-?^B\^W85RO:_QPV]Y/4-_P],FI8Y$-*: #>$;"<;?O,N%@AD_W>M"AC*Z=,Y,5Y._U MBV3EY9U9;C;?KE^4KD^__W'S^]?WM;V;?_HZ\P]]].RE@WWQ# 8R_X]<\#WS!FP_77_+F+_LO>F>I M6;
[FIZRW7_(SO[$[EM>51W?DQX,%4^"+[)8\)3[M(1)4]0*."$99PC/$]R4935M7-G< MTB/;;;&D3]N]_$6=HAXW6^6BZ#K;9<-A==!Z;%F'G:.A;\'L.#PAMN [%L5(M-1NDPX]>R]4P4V'7LN,U_+@[CUH"X">A8":4^Z^G0$IKC0Y[M,I:QQ*9*+T]WL M[RA3>7(\27+" F6H8C]
6*8!RGCBHS 1L5"_$%$.2SXS)#RUPVO0_C:PM@4 M4L-(W 1 1WHBS""A[R KL*69F2G3?D! 3C)&0$??YUKB0Z(:BC//T//T3! ME]6HAB NXE#F1,1,SSL)$<;21R3.8Q0SQI6[1"3/R8SEB3#N(1KZ_TL%(O#] M4I9%RAN.41)F%.% ><1R$>
<9#Y*S37#80*31UM9%4Z0S0#MGV]ST)G9K&= 0*SLWLL*KI7WM<6#$7;]XA/T+5Z M2$;7G:O/TG]=[M5#8O=VL!Y\R'ITRU?!-L]&O(#NSLX].W7TLQU>LG]I]_5C M?Z!E!CR\Y1"!\?NU2X6'Z:6QW&[OW8:$O&1]R^&"YC3@,:(!P3Y27A-
2DP3%49S*D(>9#%XW]@)_38[C)V_D M144DEFDB)/]I1A!6KP5E*18HCJG(TR"7(9ZO!Y.[U^0B$/)&W#L<8Y_IS3: M-YTI^]938O_-R[XWXNFSX3I2 S+]2<^O;Q[T%A[R]KN*\X]4NI4#ITO MK$WO^R:UXXNRWX7W=T&*MH]-]2[*-F5>K?%..Z?
]1_TAP/P,6^C'CT1SH XS MLM,![K"'B OH[(9OV!*=;PS'A; <#.2X="V[@U]/<]O/8KL;U"GR(*)9@GRA M8ZEAD]$LSC.DL H#/XV"W#<*R1A3G-K*'57X7WEKZ/RO<=#,_$&G4,!,S[FF MU%<>D0I0[W]UVOQ9>=A2X:3PXLNM]VE3EA.T'S&&P)$[-DYO5O?*6/QC=\G\
M0<>C W=]]PBAZMA)!])S-2A5#)$LIPA(466^"1D60Z]$AVE^+HI8>-M^BQQ M-#,53M&!F8]+@7$W('"BQH7C]-[&>,"Q5H7F#]]W,]OW7'U'BN)%[2#7WW4] M_2))>4:E$,H Z!;R*9>(R(B@4&8\R9(X8SB&MB_K(S;UE6LG7OM8+-4^^4A6 M;=@)WK>L%
[*1&ZP8.>3]CM\A](H2_"RB^B]"*N^VFU<1:(D$],HMS'".I1A[@/WQ]7FQI&EN,XD,]:!E56VW QL1)=]]+ MI(W4&_)WM167FH7]8BGT@VR_WU2L>2UO5:C9^^G#MR]?M[](S#)R^]MF&WA MDV,-,PHU=C4_7LV05W-TUI*I+8#I)G+IH,?<6
MK_I=DY35!G3XPL>"QI0F*"%ICC 7%%$_]1%F.9-^I'XMFK/Y(FUN_XVD>*S8(QPP6[#S]-V.] M!N&!6*[AA>RLU]^;#?]SN5K5W734MTXWIZHJU,I]9\!]+"])6,1E%"B3%0AE MLE*&2)+'B.=Q2,*K]J84H^?A29' M 5$VLU#380PG:!UV&!RBNBJ'0Z.
[!*0^*Q&R0Z88XMDN8KMY-CM\KXZ M?WX3V^V].LO_2I;K!0Y%$B9YAAC7(]?#D"$],$6!C&@4Q D-LA PDVF,GI&V M7#QQ25/RE"NTVG'AE3LVH*-A>X!C.*,D"2@*\YPC3%.",ADS)'SI$T)B%DM0 M"LI%B%U@FV> RLSLN@ 9F#W%+T]R2M/$W4Y'W=8+&?
S<'O(S#S_=EC8TWFW M(Y^_X,AX?H*S3$,_#\,01=2GZD3(E-H2Y],T\9,H(AF)0Z,.P>.D)E;<<[.O MA<7LZXNG7;_&?.N:SI5W?=3G]0LIILH3G6VR]5N990V?7CW=O&K;>KV:BWW> M5GF[?1#%W0-9-\>]7]42V_)F79\&CWH(5;_415&[$9H+G@=$]9IRDA*A$]$3
MB7(1^2BD>91SGV4XA(66WHID4]^0-8TZ7K6?G/-O@Z&!?"O\3AA)N[R"NZDT M[$CK5>)Z6R7OOKZ[%EEG#[21NI.V==5'ZF+&?:GC&R@"G^IUOG;QN'.Y_CV* MS]=ZG674\YH2 7E MH/S.P^6G=K[)]SN,XKRXWH?XC:=]=2_Q,2]HRE[%6FOH7WE?=QL MMNL-
9$+:$ 3#^N10>IAB#0GN.()O**/=Z*B!=>>;)C4NW,& *8./VVU]>@1O M\<2V]96B>M_7/Y;E @LIF,Q]Y%.UHV%".2))3%%,I53G1QIP 2I7/DME8CT] MH%FG2/VAR0)KDL\#9+;E72PV3$'A$H-WP$&)'&V$YVG,NA\.BGF\+0Y_&+X[
M_K8M5KI@LKR5=>8E>'/L7V%BG?M-N=N%GE)54=<)/&=2<,TWR0$DQO=(-R# M--!(_@GVRG%9K;*@65GVRG'1>MNE :?=E'-_U4\-OF!304VSO(XR@E&8:Y. MA#A/?#VG+D"$X-P7/J<\!]W*#).;.M9Y?U]45]<>(^6#5^RHZ_K^RVKZ3X S M/3NZ@@-
ZE]3;3D3ORMN3]FK:4U6R]\DX22W[";%7K&;O$WRXGKWW*8N*]M7] M9LV7STO^1%8EK%*AN6>G5M;5RNO0!)2WGY-S?%N]5$28 AY)Y[A3WY L=D7O MYQ:ELO-^N.FT%VV]LD&UVM>16QU];@H%VF2!E$L M N3C2.V1<9]@+.T$)^V<]8%1]
M@9[6'!A:-0'2;,]T# \P5G2 C"9_U4XAT=#4%V,U$TX[89E*[*X7UBC%N;MA MF4)PIA^6\:,V(=\-;"O=/3"U#G^XA41M-\8;I94 0"W[<.MX1SQAVC+$NIE[M[SMA_#!\>OQ+NUWN?\2*WVW4(?^I6&Y?O@FF_]03AQE[^OY4E8S_OBX$V]RO
ME_]7\/_9K/397^O.0LI0<.)'*.&Z>UD0!HBF@[HR,-0_0USWR9-V9XCHV_E MY8G,NMN7]]1AP7NH>2BK0>?0R>47O &S77-B0.U/H7M6KCS-)-IN4,OFE==A MS^OR5^VQ[G;8R]%QM/%>P,BL^_'E@!UOTPY6M.Z94\]DY0T*:=&+YDB@"UK1M"O-W(GF2(#31C3"["
< MB:N/M9\WZTI[C+-6L@_=(;B6' 9QU)PAF@H8X33F*(LBS.4TXBG@+60XCH)EM:>Z@@&EBC4*7L-=L=#\UM/OS^.'S M<(V$=#40=YC8O!-QC00_&8EK]I2=]BO76-\)Z0D0BH3:-KG8#X'8IQ1P'\LD M2=69/(Y3G?24HCR.0Q3&]1299"3*0?%I,
[(3]_Y"8+NC"V!Z;LA2H0Q7K"](AQC#%G(@4->3*B.K&=V/&@DY:Z7/QG6]AD>P8V MP]3,A#A'"F9!G(!D4;@+$-I9#:\)S9G+>0$PG%;V0AX&G]7I8C<@;&^2KO5T ML-UPL(^;HAX-I@-Q?RN66W$KI3)EU_P?3^6V*FY:4)Y0G"04R4@$"-.$HRR(M,O5R.B,P3EG*Y\
[$2B6E&9\7R@LSYT!1+2IY>H5Q M5L=S2F'F*IY>$4]K>/H_ZG@FZ"\O=VK%]HHLX!D609"BC(9*(3,<(Q+$.8K\ M*"<1%4&2@4K(#6A.G4TU-/[RRM-<6%7AF:!IIL2.,8(I=34,[]/R67#O[] ; MIO-"/8"84\\%[5!\&Y-!3R$PG@UZYE$'=:?]+Z)X%G4+.?ZWY?9A\[1]1\]'
M<$'"E$=4^@CS)-=[-D4D#GV4"I\FA,8AD5&;-V:Z:QM1ML@/@YF*SYLU]N]+ MR./C:CG0DOHB_$QW=G>8."C=;3BX:KHZ^XU%.4]PY0?;V" MWW$H!DN #1ZWLQEW>DK14_%21;#>57WSZS9>L2 \C'RAW'F>(+H*LRBNOE:>3)%
M@%3_]$V]]BKI]W_]1Y#X_QWY5Y[^+E8NR7K3/EM_]KUR_SH?#:]/1C"+U/MV MS$S016!;9]8T '^K :Z)7KEN-S8FF".STDMF5CLR)NRQX1C]_,S])IO&6G]5 M]DQP[?C\>!1,Z^]&_U,S6T ?DSX_5640&4DP27-U@I%$((Q]BO(H(4C*-**$ M2.)GR2SM)
(&,3WP,]MFH3(W8DZZ:1]9V9ZZ.D=#W:7@-]P;?$O F[_)^C[N. MCIV7W;54;Z"3H^5[>.U&C5"V_SWZ,%]"#&=M%FWI6\;% M:LKEW>:]>!:KS>.WC=PJ-L0B$3+-XI0@7WUA$ X81SE)*,HB/Z$X#S,24PLO MMI?@/&[L._*XW))558RS7*N]9$U6Z*D47MFPX?&:K-
B7L2Y!I]P')4RV9]KWOPZ+*U MIDYI* MKKQ](>2.$7VLKUGQ-"\.YZ$X0L75W)1+V9EWOHHC\$[FL+A:UZ)?D/:ARG>K M32GN-K^M'Y>Z2.ON,$':M'W0^%(3VZ*: Z]B0?>HOUM^K^:2_/;YRTVG%E"= M>N[,L\E-41]V2A, !#,ZIMAX?U0<>9+#^?,V,S(4]Z&T$>,PR
MML8>!']:B5NY&Q@LBNAALZ99--N5 =:RE<["Z M:IKQ-9H'35"?Y(4:1M)>^S79A\VF>4/P&-B4"+H*>$W"X[S1K2EA/@EE34K, MSNS7ES/U/4W]O:Z8*9O;7OYQ4WQ\4HZG:(>;+YA,8AGX#*5$$H1YG" 2L0CE MF<\XI3CR*:B$&,S!Q.;Z7??.M6B8]/]]R8H-
;]F.>;>^]X"#;F9V)X429E(; M%-L[V)];^MZA;!-!:E1KCKR6)7B+-^3E_)F_;L^!:]>ENKHO&3_%+KL^D[MY25A51$&(8*] M_^=(9(0B')$ $49\%/EQ)BAC"8V-FO]X86=B8U;721>=8HVG'3O>MN7'V^X9 MJDN39GD/H.(D=[#UUR8YH#%;:9(]/+]520Y7A8=*/^HY?-
=5,+;X M>_%AS96#_Z_MR_6?!2]_+=9;?K.N?E-^7/&_EMOU_;N-8O=]H7YX+OC?"U@' M63?4)MYWO]A#2E'=4'B*P\Z\3WU_T125-X'':]!A=8OL7:]?O,Z3VP>RU8^N MJG"D$.I0KG.]616&U)?X6F&U=,OJIM][7Z<9O]L\BT(M.'@_,M5+'_VSO_^ M@+?8;^35.6X!
[!9V]T"T(Q9FBU6[A:P;SG:\LL7MUOW]]D-1Z'#+]?>M\476 MP5-3WUGMQM4HDINUV#R51SE]PY-:QF0VN):R%A=X W6AI+#;IK-"V5TL'2XU MWQW261$.KHO.?\)!39<./%ZO>7.V_Z3:C"_PT7WA^:#Z]BY)+9BWV FD7\7,,$
M4UP7"%U6WC4B\A2U77TD7Z^P:P2$P:]NL6=A)H.+Y>*3>H.K+P_*CC?)]RQ) M>2(Q1HSK!D!1EJ!<1!*%)(^E2))$Y(&):3BW^,0FH"+G5?3&LMS'<1C6Z$NE M@VDN0#!C!1V28&!_58_5.]A^V*O>V<5F4;$A,5I5&OP,.*I]S9]U6/P+>=D\
M;3\M"5VNU"'K72$TT.5"!%(*F42(Q$)MK9*KG_36RH(@SH12I2 P&L(X2FE] MA]8F[CU6U$M/_V>K]@MEA8Q#GB-0C4:1W0$ ='$;V6O"WH[RE=?2=@6!<4#7 M'11VL=H+(($$8,W$[(VMCCP^5]C43(I.1-3P@8M.SI\WV[^+[7NA;,%WY3AP M>&*HP5]O?
G"$TP"A]"P:6'^7X"KW'$ M'Q6WY^__ISEA(&VEWF3%*>V'#^D::A._#C)U']B)A#A68Y\/V9IE&8R]M79 M?[,E*[.S_PD%D W8T3'^AM_I1[Q]^_QFD@"P8.T4%[,C_$72PE1Y1ZI-:'0X M0ZM7#%?# $[6G[?_?Y]X)RW_>S_X.CT/KGE]QT)6G5S^78? .(XP%DF&,I(3
MA',I$?]0E;P_]U=X+[RB*]G1ZL*] MUNQL]R?;:'O]_?0B2#%WNX/A5VEF;=[,"X)9+I>-#?8B'):W3-'C? ZTWTC[M@F%>_ZUZ%AC![KI1@1E1ZR&'NB./>"_]/V_6NVV]2=G<[PB,IC'+?$3\($/8 MSQ*4A1%'/$VC.&4^2WQ0ZQMSTA.;]W#^U7/RLD=M[D&U*]T3CX
N)NF:$IX[N&*0$#.S%]$ MKF U#;TZ2P'3*HX>FSHU[<.M5Y_X+L]F.)9U/(QS@9@PW;63$#I0_9PLMF/5 M#]::<[CZ.2&.1]R?_8CCYMFZ^^][C3YM+((XSB(1Y(@ED3]1^:&/:$+53RSD M8=3:4]]\%[NY3I^:"M"]$WP]HS F0:A')S&$@TPBZM,(
M12&)$^9GC/B@01<#M"8V"4K M[Q>R]]Y'77?0-Q#5Z6CR\Y1>833YH,CG1Y,//_*F>MC>[I,IVCCF=1W&;#H= MBB_%DHE%FN=^AI4-X5L,ZR7'2+&\[WAUPLI#_;*[4AZY>TN&1IA MVTZZP]O$?3NA9S>O[8W$IB\4YM\]>.WFQYC[?N,')EPF44X08DO(-4
M)C8FFF[=XZ?QA:H0GWD]5LF M28)X'@4YB0,LP@CBWYPG,['IT40/MF'+N;D]&)DY*Y=+#C- %D*#/8]AF1QY M&#U$9O4DA@4]]AA&/@WV#-XU*85ZD-Z[IW*[^2Z*KT(^K?4AZ9TZ2MT+2M@_ MRUWMQMZ1CM* 7\3%]-DZ+>VFIE@V MO9V]0E7CK?
8"F$==D'G @QY;:IZ]V9I>R]55@U]]DNE NV/-[!CC$%UC1V<> ME.T<(5NTG7A(EP/3ZT%=L/1<'M;ETG<\, >+7=Q^MSD A+&(ZVC=5 M)\(L$"'*B1 1ICP/N%&U?"^%&>)+;>-7ZZZX1H=)Q+"@T*M< Z/.Z.2N.](M.^=Y:%2\@8ZR%W=Z^]V:1%K--C?-1^P\,K&R-
)3^RSSML"O.B(-B+PE,*1HB MSC(5>ABWRBWLKC-;7N$9YKLYA>=^?4$N 1V_E*'ES)U&[^;M6X$4P\2VCZ(MXNZ!K-MBA+;H]T9MC,MUN615"\#.=8 M"S^#EXZ]DC 3]WF3RV.1'/!:+]=LY_UW>64P>^8@,:!ID]D1T*LDU'TQUYU* MM%UI_4[,NM7F0=* XYR
5WY?+C,"7DN4^?,!7OFEG&V>;'/PA11%(7CE M7M:3"]Z?M@^;0D]764B9AR*.4W7\TMT+97#732CRR8\!^ALD(CF8;B#MT8"9^#TPSH*093+*G[3+CWD1&9\GV M@\1FSK,W$?PTQ=[H*8LN[4].S5KH24K/HGAY_R3N-DV/AEOY82TWZ]M2V2GS MPC7 DA-
K>L.)U[+B\:=]B&/#3=6Z>_/%;C:#0+>^+%T(MQ@-L Q9+!FY' M[#]. ^C,UU8<+OQ![W"+Q^U8 "68 ;D((+ ; 137D3]A2G56QP((Q;&' 7TU4380S*]C\M"ZLS57-A"NVV?9Y./@ M])O/BDU2/NQZ8'S2/3$:+V*1")DS3"7*B4P0CH,,Y7E>S;!.L._+G*=&+7!&
MZ$RLHHHTTK0[W6Y654<76'O#,;!&O'UW$,"TM*'::5A3T6V]>S>R&^>PN,+ M+DO%%@M(,HJ)A+WI)H,/SY508B)!)V7$Z..6UWKB7K_DK^)Q4^BE=TFI(I*! MSR,?Q4&:(\QRAC+=&X2'/ X(36A,0;U!^@A-;)D:LMZ.KG7R;B]2AO=7#N0' MWBW9B
Z_YQF1R]4=3!^9>>]'1H0]N;L8^_P%=_'E%[+4\X[OR ^=2O:P6>D; M"_4/Y\LG%[&?L)AR'2_/L)Y)!'A4B"62#_*\P"'C"_6U7T(-U1I"S:,ONYY M_77O,@.[42VK),D'L>)>(5:D*9%>BVU]_^"58KM=U9>KUI<25B_!T%9,!>S% M=]2[N^?]]=ON0N-
O+>1ZTKKBVNNP[=W2U?*>N!EUZP(FEU?#4!;FO]*U!.GL M5:SM6K:AC7="Y\NN;M9<_/@_XF61AC1,,IPA%DJ.,_TP(DP(E-(TR8F.@P89 M+*AQ1&&><$9#U*NH>HHL-)!QC(MI".,"::V"%^:"6H0M>H2Y(&!QO.+,H8H> M@4Z#%'T?M/,H?A5K=;987:_Y-?
^^7"^UF[)=/K>'C"9'VO?#U%>G)1SQA#V MDU"[$#F2G N?\%Q07RZ>14$WI]<"([]0KVB7NO$WM>&B]]$@!WS 7)#%",A MLD2Y7TG$N6ZMY]N3E1$T\Z*S(!S*C.:O3 X+AV,N!/0Q/#OF\6?^]Z#2IV>]%R8IEE9 &GFDU MOM(,<=]?KZ^_>&U>?H<'\X0/ T!&
(K_.L0 '@'MAF& ^E;FH5HD@YM M #9KL=ZV,PQ(P*.$)B@):8XP3PG*!$D1"9B0A/@LR(U:FPU2F3HD6)=P[8A: MCB@X#Y#98?EBL8&Q0;#$\"3&(8EI3%O@N*0F"?IB(,?=E'D](44MT75 MRYQ7Q51?1'TOL(@E2RF/0Q0G-$4XDP)13A)$HR2.XS)
<6@4MH>1G5AQ3X]> M'DGA/6L&G/3L-H363,/= P93^9,Z*,6"^]+5@QEX78O]*3;]Z\2I:]+&Y)ZD M-]]7Z"O62(T!,5PK-?]TG2WYN%R3-5O]:XVV:K/]/N"'29)*SE$6RFI048RH MSP7R0Y)%49K[E*00X]%#9V)KL:/:*=:V&D+2!Y.9(7 @/$SS;>0&]_F(5([T MNH_*K(H\
(N]QYHY]W$WBX+DNW!'/&>9*63.?APA'PD,T)[_GVMP7Y/%AR=1W66Z*[\,I+=;(F6FR8SQ@6GV:7CAYHW* O!.E';YZ M2W(!&/)B Z;C^NC_VZDL-]>G\]]ITVC:6,+31U0VX_L5@S\]/QSYWL-B*6- MPF$03G.)!#"B-@#"%,$T4TGMXFFC]\74C,5]""]9OR0W59^S?_Q5-
8#"NXV M>V(ZO'ZS;B;VGN_"\E7\ZVE9+K?BFRB>ETP? Y8;KLNE[]?5*M7A8!&$<8HI MP8B'28PP%LI]#V*.<"CS-,]"C/F@)N!3,SRQA:E.4*CBS6,=YF!NQ.1OS4OO FCCOMR\NSK?6:N;W;R;3][3FM]MR]W78=&=;S,7CHXG[Y M]>]8ZFSDB])M[?@!&L/F\7(9@1W\T?
TXUYQ$DN(M) &9DYQX0 +CS-P V/.6Y],^!.A^E.W@$'T& M_2RV"YH&D@>8(.(3@3#FL;X>]5&6YV$01DP02A>/U;E V;1B:V@V>@E"5.*8 MK+%V-.W+KSP][I?KM;Y6V$BO7@YH./]12[AD,HA"))(X5<@E&)$\2% :IM2/ M\U"?9QKD/]P-
B^%=XM82A:,FUGP"O((HHGZ>]Z\6IC'"+,(H$X&/PC"0+.?, M#P.^V&[4TW-BM2=HC-.=?L33\1QE*;UR>5]]P:0 3R/NQ\IP&W*" '#CV=/T M=L.D--4K3]%UN,V,RN9]8^DG-.]6,BKPR>8Q_L0E,Y[>K4A9_M(42PH218%4 MQHXK !$.>()HD
9ZFX@B/X^ST*Q>OI_$U!ZD)N7]XETZ[>D %;U3XC)=1]5 MA0H.!*)"",1DGJG_BZ,P#F&ES)?A8E6WW4-3!=C(RQ'WV!M&"/68O9?@^F MFH5U3ABGP[."+S"-*QS IX?AW7VD_"<@+N"7Q?%S9K?+;O*9<+ =.2N(%6?G:.K*[Y\7O(GY?,,RPFZK#\ODM7-_-%2LUW#
MGQ>A>^?>\PG[V=C[Y+NOXE&]Q =]H_.1,%%7$"YR&I$0$Z]<:A$AS(F/6.A2NOV#/A2<6%1P!EI1 LS;8PQPC!]+4" MYZ8#3H>^IQEP5EE](:[#P=MC%&>?PFT(P;F1W*:/6B;4ZKBS7OR.4+6UY#'. M<9@'RFU7;BG.HA1E,]2(Q3R. D))CADH=_9@^^)GZF
L,"*IB&.A%$YPT"B-48H3*UTG-_V 4]S &W# M- :>F4XZA02FIH-H3-)YR5!49UV7QNC-W'')4/S3;DNF#*3+]XMMR_7A2!5 M>@ 549Z'58)%IH/^RK>FL?IK%%'B1P%+T\#HB']\-31+YTTH&D!,R8.9!_6 MUDLD D9RS(0!I3F,L#9+QL@-.N^-B[P\89F\ 1XA,PUVRZ?
M]T2ESYNM*#]MR+]\7O.FLG-]_U4PL7S67O/7S6KU<5/H/BP+G]2)C%F.$A_G MZ@B9QH@$5"*1Y+H; Z-A8%0U;\N3=K+V*]RNOXLM3C'D[SKP]:]X? MFCFOX<[P3&]-_DAL> 9,83;DC<-I//]F(1#I:Z$>^ MS[-(1-!;_1Y*$QOQ>CH4H63--^L]]];[);=#.]@#*>
[!R3F]H)DY<$Z@)Z+ MVG2<#LU)[KE')-VW=U'9^9;[Q%Q3R^_QQZP4^.;M=(,46YU75>53Y<(27R9 MH92R*O+HHSP4"?)EGDL_P@'&H'8V1^M/K+(M->]1D8.IYC$09@IY@7@P-=Q) MIBE=>1]^L-53=:O>39UK/W35F7'7[U#ATVPLO9([4A%CU>?53%
[1#M6Q[Z/ MP1-1;NI&H'<%K[*SU7OZ4FR8VL>O^>91;33@)A7&"TZNBQ4?7IO^T7)3[:*: M)<&?]&PFQ9G7L&:>[&*.VLA99RK H-H-QF]"5A=@(*P2:\RIS)9S Q:\FXX# M?]BRF67= 4!78[-_/2T+\>UA4U3^P,WZ632EVHLD(+X?^@'"(B;Z*H$CRO1<
M;4EIX*=)&C#:CM*[[2T-"%NI!^' _3NX';E2Y/>4.I]@E*S@91U^NXM]XP M6UD: 6OF#[C#R:Z194->CQ1L&/]#!I!FP;LQ@ C>Q!(BL]L>ED8TYVUA"8'A MI(,EZ&'K_OA'>8O+[^(-7OX3HI_5BT:(QPFT@\D"E(_0SC)GN7#],;N[C MO9'P9T[Y9L^!KVG.&)2;[^]47.B?
%DQ&- HCB3+&),(!]TI."/(SYN.4)G$B MC>Y8QPA-K/+?SGD#WG)'WO@>8!BMT>L39QC]+LBZQWM]-Z-:_&-KSN$YQ]GL/5@<9(^N"WB;C@524@6WT#K P\RZL)829FIK, M+J'#8:^Y<_R[:@QWL/:\7=S.B772U2QF9VE5@#X(_K80.(M2: MNHNP-XS971^
\8;=,TR)HN6%1,U2%:D\AO"P,V^5.3!)]YA+T7%\<0%FXU5N M.&S!ZKL*L5[OPI]D6_F.E \?5YL_RUTZ9)K(*,<Q5UDQ1*.&YFQL@5&L#3C3T0]M5. Q*ZKGTZ M1^IU*]$&A.ZMBQIZQM:#]9L;OQ?UGS?K:\:*)\'OR]1?B$O50$>30,A\RQ% M@5)KA&-UR*(BCI$?
$4%]D3$A09IN1'5BE6\H>EM-$N]&F(!FZG,XA@+]8#3- MK7]]&?C96^H9MS4X%1->PX5+5P(@M#._P83FS$X" (93CP#R\&6WH1\WQ;[B M61FA]D=(U75FD7 FN!0$<1DPA*-8.0&^^HED69Y[T#UQ MO2&RNA%->]
9("DF;UP!,QE%Y^Z$_XA,D:]F:QO/<>%=7SE.4#P5>X[QP'H MN^PT>!)>5_F^"15W1F!]6]][%C?)2R@65A$D<^<DCB2"*<*F>!I")#DC,_86F M66K"4;B&U=XE"#!EMY?@ MPK-5=Y](UZWV-/]\BR9$=6<-3 -",RZ1$#Y!F(31]UU2KLV).<0,]NE+\0!>&8_AN#."H(+&PI-
T;+D'(57 M;!@TV+QDZ*.6P3<]^.67X\$OG09OO[SL/]+L]]>ZZ*B>\MUY][?;!U'HOR\]>X4!?^;6-X_J#^OGT5![L6O:NGM>^4]?R3+HAH@TZW $S@341Y3 M76,D$,ZE1)F@&6)QBM-<9"3/,2C>][;DF]A0M:P@4O/BW6MF/*['/TC%3C,V M?
#,=47MMFOTZ,OY862:M2NO%OG HE=">ULE MM=>(?>7M!+_R6M&]1G:O$M[3TGM:_&;D^B2AW;?Y8EU%D]^8=/,&L-^8\'TQ M\S?*IITK<*;(N-S?;G,21R+)!4K23)VX!8\0E0%&>90'21+%/B:@5H&#U";> M)M\UO?FO^;.>:% .]Z:W ,ML9W(& 6R?.-
<'H)QHF+:1B(XLYC"M6>V7D=C' MUL3L(3O=_B]T]6'(]Z):OQ3%\X$K]?_*^;]>N'&DW>_G5P@XMPQ@OM"%NNT+ MO(G<78-)+%/XMG%GOG0X$U.S[:[O9+L&>^O/Z2D[E:[U1*+HN3.GL5.QN-(MK M5Q6*Q^!2)L(A]Y]/(\ZGV=HY\F-??Q^:#0':?FP^^8F?
(5R54W]>)6Y-7. M8E?O)02E:8I=1+DG%W"?8[EV>[Z/-))$(F,A#:QRE"$YOPE]PCZ=:)"N/R MN).]TK-G&P] V;*9[& S'A+,D@F?)#.K^0X)^]IT!Y\W--MJO[_[K/(BUF< M1.HRC(]P*E=?$E(NEV_3E/7(UX(,]:#X:#SVMBG8(=&5;W4Z:[V9(LUX)OK?62L:>'IPK-
[8/(EFQ9+G@8 MB#1(!&*^[\]P-N8HI1E%F2="WTU"3[B@RR_#)")R[,E*&2PG$K3@IC"ZGBF,"\V0G!3Q"HSC]I.D* M_"S63^*CY&F+9_FW9?G]_5-1R]UOWD"ANIXO5UXO0"Q2W3!H'"."&4$<^R+E M+/7<-(,MPAI4)\M5SPX:CKV'8Y_EVPX6SZ<'=('=
(764:KN(FU95=!U&]"E M"4!H0>);6[EU:,Z\> /4<+Q^0UZ>N?RL.2?_N,DSL2P5I.+EFE_]\;BL$7>* MZ_5MU9[^U?GYU1\B9\M"W.9+)A98A"FE0@8*$5<-2>1/]1!IE?OV@R @ O-9 MBLUL2#-U8*).REA&Q@"]B5>FAGKE@<@!?6_RGZMZ2T;%G4!<^QM-
1R2'L3!,>A#]26DM2Z4 M_=1F[D&I)?IQ!T]]UPR;[FW6]^I"CKH?\IFH,A+5)N"K>&PN:-YDT]VLV?*1 MK*[7?Q(GKPFDX>KEP%&E'TK;8T&^$Y+9:_9FP,&\3P!%* M.FH/.&8L,Q=TD]^3]?)?58SS7H8YF]62UR'3FM_*[W +^GF3-76N9+6#G&G!
M/7&.F]IR'"#L1UAZI\A#H1>2%&>'!Z=#'\[EP^;)"M*UGM!'ZQIVM!9"&<.VF/SJ/P\WQ MZI_ER^7O.2\N^6]%';,?4(TS:BOL<,MQ/;MH=5[]97N5)55Z^\X5?I(F]%KAIM M+"+F1;'K9RAS?:9NL E$N!NA+.&92Y@74B9 .P<@ Q/;Z!&R V]8<'*U3]B(M=-
T('5K[D#F%"IP&!_IZV*E8Y#]BT[CN+GPFDX MLAC5&^K"5@ /)3]OK&ZHG*.PW'0<&U[KTY+0Y4HN.HN $1R&$459C G"A!!$ M:!]BP/5IXK(L\D0*Z7YQ@@[(!YGVP7CE9YQ50[VO+RU(62:NQ$@%(SW&CN94 M/N%(]$E,?T_E#2W\2-1^0SY^W,Q>OXA2@5W?
YIOG)1?\YY="L&OU[N;^/N6 MRXN4^=1+.4$)\7R$<8I1HM#H6>*ZGNO%/!8QQ(3U24]LU9(1ARD0]B=5ZK%< M.]D.'X(,=YP>]U8]8Y]&63#[5W]]P.]W7*@]F7>_U$K[R=FC:DS1IQNN $N^ M D!X5O).-K2GY:P4)5)>3"*; IC?]5S=/95&2M4HI
MO6X!%!+"N9\@P2A3C81#E&8A00'Q*&;<3>,(=)SR=]),O+U]PUO6]Q%]/K?& M?']-/[8=:O++MPDAHF+?>8A3$,7 M83]-$,%R[^PEV(V").4)I3!D]6D8G3]TW+>R;DD Q:>::([THL5ST#S,-;4X M5BF-"]=>Q7)[KK=8QRV?]4X]T;#N[,[H*^9_F@->:UHE6X/FFHC-
F6&]IE7V M,238Q/2 01:M[[?0GG"0ONP?&<8N+O?8Q2<"Q5>'+U^%NH8N9=O>+7TB*U6R M6BQ(S&)&(HH\PM75S"!!5+ ()7'@LC2*PYAKG>2>LY 3KSFMW:MH[5[5-Z@9 MC9ZQ[H:"X3-F?>KD!]6\UDE'@/\WW]9E.S-RM\V,')VB[U3AM'3A5,KX-_@2 M>=-
)]6+HW_Z+/)#V_\LO4W_;^@-,>1T0"EK%>&X:N/76^)PYGV=G?LX:>)T8 M^!%XA?=^O)3\<,73QQ6Y7U!,_5CP#/F$NZK9HT)#V,48(;]("$IT;NN?#3R MU&7M6U].(]:?RO%0^OYH9Y1,P'2?GCB@SHR=K!NU8CP<:;;>BYT"M)LM=C\P M_IKOK@',0]0\$*'GH3#T
X19%* D]3C"89BD68"S5!C?X]U1F;H$O2B7#Q6$ M8ZM-V29S5KMNBUQR8WZ5=Z\MO8S7:!W 3.OU9=Q]YZQI+N$>B33!+=L]C3>[M1GLD9M\]V>.'X>O6U;]42'I7<5_=[U^77\B#M,]8>-0- Y2&3.4S4AGEAG&$ MA(C2A.$X2<- =_G](C"U:58DG3U-
1Q'57\TZ=3*\](V5%&: 0"%!:UR?)$9+ M7>> LZUX?>*T%[[>Y\S6OTM6U6L7,HI5:=/]Y/'W?*D^ZEO)XT;]H,+5A\?5 MYD6(?5>U;V1%\C]Q^C<9LA;OG_)AC(<]!;]M]0V,'3>*OIV]^@VLQ?. MCMV+NN)HR_&%T[!F+PR82FF6(@CK[,T:?$REW-
=QRV1TS(Z1)FF!]9=].&Z(MN4A#(;R$",0RA6L4^CY*]<\1CPE)_9#Z"=&].SA+Z=[NX&@4\.=9ZE+S(.FL M>'[;\EGG9]/VT73)I4 S.?[O;?-FL;\7FB]@H@3ZN]P6,N@7A?8-,O08VH M4$HR@6ZO;IPO\I\#!_=QLRG7,G('E(OW:F8@N+&I%.!F&*8/R^66VH*;%97W
MCCQ?8;F.@ ?%Y5HO&-Y_5/?I+A\?<\&6U=1^57 M]L,.#4'SCO)0P'M@S"H&KU,F%6M +<- P]9H+F+MK2V;]\-TIOWDIFN^$=W MP;1?-#/T#V(_M/QY)1K\P\N'35XVV(B+E.,PB#/5;SP2"),T092P$'D>%7[M0I]*!.(0=(A.[!/:+-0H]"W:,
(>@I4(]GV!;,3"WT*9^X>SHU^CT.NH!>P6(MO)8<@Q;)67T#1 FOW0/H7X8@I%27GL2(%;#'1DE_/B@VE@AEK+=!MOT#P)A" MK-M]"-$:>=[F#\AYFVY6NXP MN2N 'K7&[-FM?F<*WZ&O>+MM]4<HF!)"3"WW2/_! =1&B):\G9]E&;U1QHBO_88.]^8
M'CAE(L\%KS%[Q?M-419?1+F@8>:Q, E1['-UQN3)4)5Q@M(P9-R+O2P,_,6Z M\C'\#G+4U$E.ZVM.ZZ_YB*CVE_U)%.6?:B"K95$*08ZZV\%;T+1U*T>6S4*Y*UDZ)N*C,?#O6*>GP>U/^X] P[%^ZD,_E1,/26\BE]Z!KD:"D-#')R M++P!L:P993>5F8VR5]1CH^Q_?
&1P_%D0-6Y5^[G]Y5^6(I=#?G_YL%%0'XN8 M,,;RC*.0^C["GNNC)$WE\]H*-Z09(;X+,E40]?F2OSO"U<[]R^5?G5]K%H M M=F'*!0;7ME5F&FZ;:,L\WH9(;3L"UZ+]-C$Y1"TGHW30(#!W4^3EXINX5T/_M66SN<_+X?9=*M5!UVTE3^Y#'7=;&7<2V1?
YRDUWEN3H_V6_E/BW7XKH4P_#&FL-,6396 M4U=F+NEOUF+S5*R:SMJOCTO;J0+%FU,Q9^D>%T0/1E4F6@1F*SF!B-NN/P&] M9PIZ=LFY_&:*6VDL9/5_EX_O-UPLN.>%+ HX"JB/$<8\0H1E'"51&A,>4LP$ MAT&?=9&9.&!HL,$:RA=.3=N1Q!U%'8]$U]FH?
INW)S[,TDTE-X!'ZQ-L!$A: MY[S0Z7UB78,F-;[]-A"\BT@T#>1/R^9.'&6OZHF3/ZDBD391@9P['P6,P+S6ITE6?OZE(OM1/"FUGT7\%TT7?2*'6 MB^)M_E&I?,3]?MT@?U4!*W<)GIBY5.NB]W6_*M8]4U_34U]^(L@"01FH8?< M1&0(9]&,![ZVKA3%0?
6,O0BD(^@T%X!Z*;_EQ1\=E0Q<^-$:PB2Q(XEGXY7)W8"+8K.!Z'0Y9?K)ELA?_TG_4L^75+K9&]&"0PWW-.R.K\] MZM:R,2?E,DR^'(\W8Z[EI#"']973C\$S*4T'P!?/IW?+4]X0?DA=Z@F*8D(B MA*/(1<3C%*4>
<8D?"I&D1#=_\GKPB8VLH]&66<]_1W_:MME\T<^6'"EC.$+6G0FMBT#B@[BK2C* \Y<[#& M-$_7[.@!>*IFI@+X8=]P<+8.T7HHS7MX-BSRT:&9QBNF!OWPL%E7*;7Z0B(- MPM 5'D%1$'"Y(K(0D=B/4!HS'M$@2))$]TCH%(')35>19@?]TTN@B2-.+R$NW?ZON
S39 MK,W^&E5S>?V;G/+]KL7_^N]>Y/YGX%XXZMN3A%SOPH^C"^Q%6@-]$*P]CE>- M$T"]S:OIU'4QYI,$]2O5_'RKYV=[D:A2BTVGTBV.-4_R:OB9W4>W<,<^X\1S MX!8$]?T$^:%^E5_H\EGM9"\S:9L]M?:[NKGP<9._SP5?EI\V1?%-E#+.]*H; M%[Y+53
@D)O&!&'LN:HH)T3@AT?/Q8\\?C^^_K^>OU1 M5:G?9.H2.:]RF[^LGXN27_VS?+G\/>?%G_-UR:_7MWG^]][S0!QT>16#B2/+O M@N1(E?4@]9/S_KLZWW26ZQ9Z3U6@53=#]&]SBAKD1T9X\K';?"GM2KU;],8(
MI2,CP#88114%2BFKZ_KZ*5'S^1A.G,XR%;"E8M99L'B#W8HZC;*ZYE1GR_V. M5DP[0SQ^,'! ?.G^1QRZD_]G^NS$^ M' A?4,%0('>=",=^C!+BNR@3'".0E*C&12@T*C!(/\RS@49C@<"&'HYLWUV&;BS/38L"P8![SY3Y,I BK M-M9IG+](16Z8N%$H_"B4.
[+RK32XVX:5YZB]PRDBM5K91YMHXN7\R&'*NC9.YM*T= MTXA!S@HT\NH/D;-E4>WX3B)NH$O!$X9PI0%39.)HY0 T!%:LRR7C[_AY@[V&HV&UYD2\@?&2]2?Z[.&R]20XY_M![Q(_>F:"2\2P) A),YRO2S%I^6SD/OR4C*KEN?+HA!E\6EW53/C29B*E* L

```
M<-4!$I&;/C>,$4_CS*=^0%P!0\+1(#KQ^E.S@"H>G#T33LV%WB5.R11G5\RA7Z98!^E;I0A$;HN9BK1)]Q9(FVK8DU=F*/.IU;2H,=TN3\O MC4T=C+_9],X>F9_L*%X>=!1OR3M?!_'SG,:W#MKM"O5C1/"33*2U<'X:[@S; M$!*Y35
U"**X65_]42[7]T_+XKMBZR93")N+P$LCQKT(I6%*96"?>BBA/D>! M%PKFDRP(,VP US1(V* 6S 1+6K7[DQZ0*S!7<< &L)_AH"*C)!(!(QX*]8@1 M]CE%21BE*.-8> %EB>?Z>B5V4^KP;-6GMX3;48D9!* D[;Q3M']R*HR#-O&Z M;+@'$1G>4U)74EN=)@?IS=M_4E?
|HZZ4VB^:>=0OHE3MXV[SS?.2"_[SRR^% MVF?M*L(N6;E\7I9+45S2HD+56@0BR8@7>\@-,J)_^K':L,B]2A2G5+@"4PS: MIL!9F'Q+47QWLM7F]\)1,^EDNVI'LF,%YB\,M*SG0*;5'C?\ZLU M;^JQ7M=?O7_.^=_SUU5:L()1T_'G]!<5:ZY;F?
A>537*'ZNZQM)>@:BQ^@>* M6V;2/,R73:MTR_6@8]5G5 YJ3'2V:M"Q:FD7@XX>RRPZN\V;5BZMFW=Q%+MQ MXF:(!C1$F%*YUW6%CQ(N6.")+./"@X1?'30F]F@[BKW7*?LN4UXXZ\VKNX^; M7/\.966,-JY%=LV/7N V4NLP;[97^+3W(WN$LA1:=5&8-7;J$?
%U<-3WJ)D[ M^+19W]^)_$&=>]UD]8V:(BX@@ M'!)ER\)#S'.)ZWN!EU 0WLDT;$[L$MJA\Z;F8]Y2RA.3,_'1K#65SW[4NCM, M;<_1_DB00GBO2+ V,PJ]NIX79A"_MU4%C8G=T]>WV%N9PNO2@YT=&2@=S#UMB==;6XJ&1AC263+V+PJP6W"/B:\/L
M>]30WDBN>B@6MR+?[EN6;)&&,8NB.$(9CP.$"7,1"0.Y;1!9FGIRUR!$"K*X M+BH3VYRJ]5BI:KI=I?V%0Q5=*V7XW7K3M-"QV@#::$/.D?3]],B%4Y&T:*5] M$MFRTTX:\UIJGYA'MMK[L)FU7]]5[]-"?!#UOZ_7EXRIMD+%+7FI^GXD(HD3 M1F/$9)
O8_PPE$8K5\TD%4$]?\?\((18[B#%B:UX2\UYK,G!K'187WH6:U4+ M,.O=DG;>;8G_I*HY=GJY'= +V):U9;5DU\/T9K5Q;?%?V[O^BV#0K5.-8SE? M5DG%A2<"X@P*EV T1]],T\' H!-&*D#5H3;UQ[^CM+&U_J8\G M.ZBL?I.WK +H;OMT0^]BVP?
N=I+97HP),$PPK5"V^L]@GF M\0XU=-W24!LNWV;]EZ:HU]K!ANC-7!NF*?YQI9CNB_"J^4O^V]WF5FS4B>K' M];Z+K&91_(G7I]Z8\-^>BK(J+[C;.+=7-P=5">K"]J9<;TK-#4N?&@;B%3L: M@%FMKO#.KU;[W&K(:E0H?FK,V>K !X1JEWD//6I@?JH"X>[A_O/ZH1X\,?
CLFZ)5;=S7OC"E9%SP) ?, 6R MG87]C,Q#A&:F\"K&-E+O2"[C?1 M,,S7V("WV<]/S:WE"DN;"K195&F%K_GK*&V]L[-TTBH!>/>"PXSL+^MR$MN-SA=1WF0?A2@NU_R._"&*11)FU',3#WD>2Q%V5=&[H SA M('%%R%B 7:S;QV $'S,?N%PX3SONG+)BSRDD?
|YCP^"%LQ85&D>5]E6E0]5B MLSYE)2^Z;GCL[ QF=>?2.3"<>W6.<^'L&7-[SAS%FG.[4_>76MT?M^]N.)Q' MR?KH]3,IVRR;/+G20=#V%E1U&N1^S."SP=U;T$ ;^-[&<,; OBHQ]DF=_]WF MRS5;/I)5LY05B\S'@8@BBN*(Q
@32E$:A!B%2<(C@0,LL@"&5]5+3\N.QF!5 M[2B]M:*&+I1A7@U%(YQ5=6]]H:OE/3&X'-6O2KT0>[QZ1O1X%$Y%]\+9]VE+ MVBIT[["$]C!]>VC-#=8[+'8'2]_&2P;YL_O[\G9=K"_Y;\6W9_:^*&&@+]?> MGSK0V^'[W\I8O-K5[;*ZA?--Y,]+^0VK\S] +NV4*C12:1:T
R]M!5@&0QE M2%2SE-]I0>?+] V(=9!0&WH6OK7S72^I3]+]FW9R1;^N.L*A*;ZNN:BBTQT?CF)$ M?V^@I\/AK99US< L^U@IET=*,>CVI:<=_3V2=2V9[89T/B&;'A_]^>G-C=XP MLVUC0%*U-RRP%\^M@4#K2O,K<.6O0MT0D[_?5A,]D96Z&EDLO(@&F$N_RS%-
M$18T1B3S D1HF.*$X\R+067*9R7=Q"[_9])2<>RYM TPF7[ "IRQZ M301:8GS(*H(!%R^HSG=KV'$4/\YS\1^-.VMXTD](Z*I] M.#\Q@99@RP1$01,4 @'E-\IAZ-*8+:4!%+]=X8"^:AC5L^^"/ZW$35;M'WY^ M>;\B17%776V+4S\129HAS%R,"P(B[(P <78IVE-[!NVE"N\
MU&JC*L.ABKK\T!5]()I'G]8T0U,[N@ &BC4R:BWX3A5#&H"';,.RV0]8>BC- M&[X,BWP43&B\8KT[Z!=1[M"]],"N"#!&@1MPA(GP$!&AAU@2RDUT$,:81I;Z M@[;(3EY](D.MO (LW_6^)!4/59G)GZRU!6UK4OLPT;)^P*>*/:U!ZP]%*>"_M8')/WQ^T3?1<.H1V*
+0([3K;4,@P"6ARU75S>)]#=>[\#.?>S2(49S&,@I@ MJ4!IFD:(QR['22!(P,BBW)1DI><1KT86>U)P_$_CM6 MC9[=CQ,89N,M6G*=MPZX?%(26^!]QP3F!>P[*> 12-_I)^'[\;\6Y?K^0]G9 M>^%R+2/_?0L&6&4 >.")5V?5'%WE!U\U&CW==D0=)-5-UE]W(-'?PL.U.[R9
MGU2Q,).WJ%/+90K&2C+:^\.IS98%,%9$.Q]@/LA((+VZCJ4[]_EET[3[J;^Q M:JEM_[T]?OFR*?\NR]^";>[7"AF@=5!9+ A+<1@R#W%70?.)-)'111#).(,$ M- U\S#RMFOA9N9XSDRG^4#\+9[TIG1<9H><[C@SQ ">=3KV(Z.PFR?R\;7>. MMC\$])I=-
$VP#H#C+^I:L" -3.]9OG N'U3%\02HAW-HV#:.XJ0\OPTRXQS3 MO5WX++30EWFRW6Q9-6&H [Y9:1X)2,*!IHRE$?(Y ME1%8+# B).#()8%+292$B="]I#HCF6;8Q3;[*-'0=ODCZ MA_W(('79YS:=)RN_SX;1N6K+ST;@X^KULV/-^]F[W-WGY?)?E5Q7=3[GB_BC
MO/M=K)[%Y\VZ_%XL4NY2KGKK,!)G"(V./]&WK#.+)_<7>U?>9O*BSNC?K"TB>]O1S_0G_#K,G,O)/T!Q M@(H R*CG=AVH.]5K% MQJEPF,HPB'G*8DHR0*S2G=3EF8LB-^5S![5A)H6Q1O/@^92,:MV@8M EV+[ M*V_5FE#Q>' CP;%Z
<>^ZJQ7\!LS]$:%_F,5>/H^P.B1S?QH=U-.8)%[_R#3 MV5U/F]D)2MKUI+1D(@/$9OW]]01__6EKOF78%*8!X+K;-'9SFV]>15Z^*.2+ M4F7YY&\?U2,++^!1',8*U#].Y3(?I8AZ+D/"B[!/N4=$N,//NP,TB='F0.O[ M/T34NX,O[K?R]]]E3%;=\7IL>*F/*[>, -
O$Z*M8STM8UIA9XY@MY&"YV:[4 MSI:-BP]SIKRHE'8U]#1X$QFP_+:ZR>@3GK>M#%@A1_UEX".8^9M]+],_\B M)6SN@T2)W$<$6+J6RK]D<8"HCP.4B"S@) RYST 79D^3FGA[4"<=C*_*]*A(
MSS_8$1SF#V]9#R[0[,G:,_UAT2R9>@^A64U[6.#7I]SQ!OR.S4?)_V8M5!7C ML\A?/CR)N\U?EYM5E=.XR?ZR>1#O50UN_O*)_'[Y4.I>L8&..['E-NPX6WX< M_B34"K=C2<4$BBFGXEC4$K-KR;-;J;%P!.I/M5I9A_L* 28 M>GBEBP.R%G,.P[+92CCT4)HWVS
L\E&J0>,5>*TV68GB,\G_(=1HWYX>'S?Y M%I@Z"%G",8Y0G/@APJ$T9\HP01F)W"Q,,QQBIEL^?9K,U,^=?M'[A%]!F77-B+]VW;"R[<2S MX^9"Y0.H]- SFTI;R9%%I!TS5=B"X0%2GQ>CQTPU1P ^AL,8.IS-^EZYL ^" MEI])^917B%RG!"2)!+.0>0P%Q!EZ"6!8QN<_
M*8E!2'VCN)G>&0&O!HS3K:9KFDMC0$LB*IDXFD,:-/E>*R8H.6DDH.^.9Q;M?Q;-8/XF/4KZK M/R0;:[)Z_U24FP<9$/[\|F>QN<_)X_>'X$N?(W@9>]T>ZM8_$N%"%9QZOS\XFS9>H'%PF/TKA<) MSZ1-V/*Q59RR)V?+EK/C2U78[SES*M8F+;.WH"1+D?(83F:-
DRVH['64;&-( MF/OC8KFX6I=R!W;)N?Q>B_?RQYO\;O/[>H%)1$B8^8@S46&<$43].$9^Z%(6 MQ81DD:OCUGIH3.RN:]I.0_;"482E6AQ%6L]-]>FGW_U8DAKF5HP$UG86&B+U M)/;EV[7]RQ_V9M\WYBSFK"'4UDQU'C6+/]K(9G?[\/*/9;$0:9(D*<\0]GB(
M<$9QYTA#.R**L@2[!(1UHT=VZF!>H:(VP%VL \$9"!&JITD]\[6O'YA) M#P(F7PVH" Y""I+8%DBI'M%Y04Q!BC@".86];>8TY,[W>BTM1GS:%,4")]R/ M?)>@(%(.PDL3E,CU&7$_D#%R%"0D9A HX(/1)T[]]CW\2I*!F?]A_#SP/4^& M(\CS0XPP5G"L2GY"
(TX%QR%EWN)9Y'2CZQV--="F M+!LB+GO%.Z -8 'RI# MN$$D$I>B5*T1.'1C1#P<2"]+O4"N&Q[3*ZX<_S' UP,;'T,6\,0E(D"!%P>] M Z-"AN01"FD0>7Y"N)^H"ZOE5-+OK]*6\|NNM[09SRAL!5,"73=?M:+TDW-9 MEOF2/I55$]G,UJ*#K+BB0<@=+V+ PL>V^G6_,L
MB2%^Y XALN;XPJEY?IMI@34!>(/I&0/D/^LT@2'X+2NS'T;?%K%9H? M;^@U MG+WMX4= U;1NQ%9GW M.?.)SGJ(HH1AAD:0HC2.,1,@I<2,6>134,K%A5/QHI^H M.!9[.%^'3Z@K=MN.*RRIBT[C6]]K1;5AU2MCN*_ZKX=2]&
M@>NLC6G36Y5GG@R8FYES'N#-7>QISE:'%PLD7O8R>I> M!FTW\EX%**OS[/UR/)=Z?OO8TRR8@BT4Q0'R6YW686&@D\C,@ 1]@AXC#?0^;6:@ M?Q$K?K?9@E6T3G<9>WIX6JF(Z)=U+MCF?KW\E^!_V:Q4'<2?R7*]B!*:XC") M41:F'L*Q_"-)4Q>EQ)<;^3!+,
,A,9FS,K&A_SE7'_U3B[;SO2;NW$OJP-*Z M$1K7\Y+R[Y;\75'VQU+[?D7Q_S4H8ZWYX>'O(7%4L5 MY?].KAJP4,WC /C($_NK9N-217R%([EZVA5F*?:>*L]5YZ^^"@6'6>]=#K9) MP$,% ^T.GSI,]UB8 S/4]0RO._0ZC&D+.L.:\N,GE3BR_RM?
WQ2V_6>\8^%*]W_]>?,U63%&_*U>*M-RFO7_.^=]S MF*>R0&IBU_5A^;SD8BU-;),WV98KD]^E<145P*,C3>C0%->;LG[P]V6A;"]; MU0W8I?'5\$\'YI>IUHZ]^8!\0N&RZ7LX&],T[/)FGB%@$#?SY%AVDQ9U:^0W M;="?S9%:5%;;L]H<%EQOO /BVZ'SU%$4,$3C0-
UQ9C$BB9>A2 @_"(3ODHC"H)#V@T^] MS:TA@10]4'%]IQ[Z'=58Z8![37W!#!".CB48 6W4&FQF3*-C,8[!C#]>L=]/ M6UWTC&CB!Y[OH9A@#V%7"$2P[R+!PR2(O20+!*B$[32IBH 9GK$*;'4MMX^ U$/H'+]5]R B;;PQ&A!5':>I.XQ_6Y;?MWB$^[KH M(/*"(/%3E H>
(,SE-H"&08"RP"6>-&N7IQB&_Z%+&O*)&T&#;%$ZO]99=A56 M&*.;]BLQ"3C/,.HAGR+B$"4,8+BQ MXPD/JQZ80LM94:.(MC]+H4"V [=VTUZCG-*90#]]SY\*_*AV9!^7!:,K%2^[Z/\3;' ?N(F09 A+^0*9LFY@!H=I[F:%'34%(%*K/MY*45<7@#G'$RY(DH1%#"8G519R0
M(J*:J :,\8BD)/2%%H[" )V)3; !B-J1U8$= :E);SVV(#S,%DWD-H!;Z97* M&K9*-Y69@51Z13U&3>E_?"2$>?.O3\NU\!:41:G/XPCA+&-R=X(CE 1)@ESA M>I%+78]EOA&(>9O*/"F\':IW\X.C:/>VS +H23>S-U)ZHQ0?7'!S2/,NP<:# MFA^,^C:PYEV"G00V[WS8;
6]RZL;7B\5VG!5^G/)_OFTS%55?E%^%N5W=7V* MJ Q"F""6!K[<_H9R(QSX'A*8N8'"* TYA5V?TB%K<* (S1\RK_Y3H]J88IT M>@^;M5,HCF#+JY8.(QF1!"&3@8C@ F$692BE88R\),R\A+N"!%KM&JQKT-SQ
MS:H_O5C%ME9@#G%+W:G(7]2E=*HHN&;AHFIWY=1IQBVQX B[VGI M2F]EM]$!8$K/3/B1#6".)9ND#4R+S!LV@SD6MK\E3,?SUG![;C)- (OZ9]I' MJ5Q[8X)"CRNH55]:>!!Y*(S2#$=<+/QTZ3F962LS4IX'08SBPF8N]RC+!RIOL MZ@^YQ5_?BZ^D%#=K5_:#VYR+
KXLSU$?'B!.'$ M\^1/'D99YG,OBD*>$% 29 (>I]XN51PKNQ<-STXNF7;JGPMU^X1)ABZJ/QW1 MJMY2'B+?<5W]/F[YC:<)N*_;S="674?QJV;F?34SK^OJ+IP]E\TC M:JY>_?+PC1H"X4D5W=P\BMQ6 ?H,"K?DY:?@<%:_/Z&*7Z\$4Y(RK3Y4$3U3 M=]_7]][?
2?)]M8)KB6% 2(=_S8H0I42?P 4$9=;,(![&',6C;?(+.Y'GM%E5' MD37<,I]2DY[7M" \S/.9R&U0X=8KE;6"MFX],]>O]8IZ7*[6_SC\5O9'R?EF M+51][+/(7Z[77&W =2]:=[\]L>TI$OKWF4\(V&]?=F0#[OY]>LZ6X(4C2:]; MR$]DY?3*#+H=W"^6T87?
$T/.=H>W7Z3VM=R!)PVQWX3<<8DF1EO??Y)[+;'; M?#6H='+=588]![W])O5M"T_(S0X3&-&(>PA[8:CZ3')$LS!-!$X#%H":39]S M,K'-WGV7FY@M714XJP\("!]GKF:]Q70>Y<&<0LW3A;/CRJG8NFC#-I<;AXH* MF$!M,UHZ;M6I6@2M&ZTE6\!VYHS,"WXW6F%'
'GC1S1L[G) \F]B>?]=[ALN MI2LEPYM2FS W=^3>MLPX M#3?.CIWZ"4S:=PHRZ97,XXNQW;#H%ZKIAT_T@/'E0H5_=/=Q_7C\N MWZ\+GO./*W*OFSSH?GMB&Z](.G?+![64?/YR>ZWR[,62*S N_:3""<&'DPKC M98994I^XS]^*MB70L7[!C-(*)X:
<+:W0+U([K3#PY(1IA0]/8H%)DKC8PRCP M,XHPX0*E0L;WP:_I0RC[7S[_7-KIO1E4S51 MWW5ACH2""DH(\M,@1CA@,4JBQ$,BR:CP*&.<)8O'*@;Y5I*\U'-+L_$/,=?7 M4FA;[L_B?KFN]K.4K*KNCV?86>GUQ#+*8S%K/D/-J-Z"]U9SA%LI9RO3]9.)'L]UM]L'LZ^1]9K
MOO]-.F2=F([Y^F.=8@">([BNMYMW.5&^4?+V2;.]:O_+TWF*AJ;3$&T[B,)R M'U0]$8TVSSW#SK:!'A:MO8G6>-HF].6^9'H//N:G:1BDD=Q$1[Z/<"9<1/V4 M(8\1QJC@7B #U]$8EQV4)TYZ=1>E=I6@V@"_[-*L7IPQB;Y@UG\:&K-U)6,: M8#>P])-"9W;1/0,DS1YUZ
%K]@T 7]UNGLJB)%78?WE_7U[EN5J)+Q]*W23X MR0$F=@DMNHXDG%?@&(XDOUF+S5/Q*D9^V#RM-1$?^[4RO.1;40CP]-FB+D!K M_Z"L1DO_Z5%G6_D'!6LO_,,/P^WR5FPN6?E$5]L7E?D$&F7WVQ-;Y.W5C;.E M6K>9&66#)S0P;
(#CA8=9WSBY0?;6+Y]1L9T8I;68#3X*[S!AO/ILM MYL[37]]E!"J#?U;CJFR1!P-*DX#3!%&2I0BST$Y/DG7]9M@G&':!AS,64W&!"G$GWM3B+LDX7Y. M=U)L+V\# 3QGF%+M5CYG-+5F;8#.9HHA_81FTOK)7D13TY^KC]%,>FSU0)]+ MHF'>;%.4-UF#D+Z(6)]Q(".
(?.O^E M,/4VF;.6I9/7%(&)K@-5:":S3 4$)]P:V;X.R 5/1W7Q;ROE=##VO&FE+K&. M4D>=#QD42/+?[C95I*T: NG61;9?FCJVW#5X5G5";2_T)T UY(&4PSM,8P%A MEG%:-FMMCDY*8U;P>##2?'6.70(;5R6.% M65.\?\IS.5L+CW#N<==#'JA7BFGKJRH&;AP&A;L+6X
M>2TM>3H49UT( 2IXO3Q"7C6_O',GP^"B:MGU53QN,18911K"/L)=2 M1' H4)9&E*48AR30"D'[B$SL"'8W6_9TG9HP_!+/D7[Z3=V6U##;-A#8Z#+/ M*8E&W>5N,FN*FC=ORVY:"+BGU\^D]\V M^;9+5O'S2TUQN;[_)NZK2ID:DI$*D7 ?1XBZB9 6ZPJ4QCR6/ZE28)
M7]MI3U>V]C M<#1O?:4]%1Y53EH*T<_NADALF%PHRVM46QS0IY1 MH/;$X(U178G'H4?&3]:;.^5] "->*X'%(4Y0U=+>*KK- >)N4S40AK MY19OR,+'A;EEQ-CM>-),1 M8_0ZD"N<1ULPFU<<(<62HWA2(&V-XO9L71QT"-VR9G*R:ZQ8[2/;.11L=A9K
MK&@KAZIC]7+RM-1XX+F.0<=*WCK?'#T4S,,7,DKX)#? ]?#O%8Z,'&#;KB5V M,\$BU9;.$ZK GR":DA#)[6A 0RX#+]8%1=5'9&(?O2>K]M.A35IZM=/OB&W) M#/2T4'&U[5M'GKY-EWR_M>&2_[6/L7]'GL6$=83;VJC6LZ;MS)I,\'[W)!> MIV(AT@1'%>
(S5ID@G*6(9!Y'/N8!\T(O#DD ZVC636AB8ZQ);T\FVBF%BCJT MI]D)90UO>FRI &:;IM(;-#;K%VU$;[,3 \_5BB5V,"'?EFLE=%Z6<4Q0D:>C'PHT9!C5 ZB8S=8D#D]'G MTTKU?I619+9D2\UDQ(!R]%*FXT6&&>:6GK,EZ/Q:D[2*S]XGDS5X]DXB,Z.S M]PEZ#,
[>^[2995X^*#/_5[4^*R37-5DS.;@]4"H6*4UHDO@)XDF6(.P' :*" MAL@5"LR01YB$'L0^^XA-;:4MTB]#SU5GOF51/%5(&DQQ +/:7L7IV:XM=< L M^+4FZAZ%6TV\[]4$V)1U1+1DT+VD9C5K':%?&[?6.P;WU-;%^I+_5GQ[9N]5
M'^%]9=&]I=;Q[M1U3&)=5.7PN]*ZPODF\N=E\V4"KJ=U"3Z0#K0@,\P4A\2U MN+8."6=V.:UKP/FNIO6(\YLU7S%;AP#6)RDU7%]$7KONG/I%BRA9]2 M'+A)A$3&7(0#GZ(D23GR9/A+64"BA,60911$?6*+/8(H7U?OMP^-3*:]"^=6F*)Q'^4KU_(5#%=?
FV%:PJ4DII4%$.,IDI(-P MFL@(Q^<)"HE(>,@RQF2$(T>BFS>?G#87YM/33$HU$5+%]42HJ1';>/ZMID(O M9II,O3#/?80?_V7WV=>L."U>+IR*&WM1E9$2+(59,-JSQEU&:GD=B)D- H_, MOI7_N,W937Y7Y%=%N7RH(K_/HOR^X7M8&\U(36>L]>O22DG#N-.2
M#%LZL%17<1;5$S/428RLACB3F@=P9<.(H]-MS=OU.MODM=.K*[1)D. HY!2Q M,";2)<4"49YXZ^&^OV3+;EAKLE( M9*,BT5,RC:H2/1IT]C+14V)UU8F>?'9$!^L*&K.*%']9+\OBZ[=?FEQED 2) M8 H&'>-(_A&X*"4B0FF49#'F7L!) ,M,]-*;/!/1
@(MJL#X2=$W:&9]4F-Z M"01K6H 9:DO\>E]0$7;>2=+%3Y.['A*[L^OUX$OVSUX#1UM>#(H(3?XMR5-\2K MF]A3'<(>:%?/-TRA,YB;T#BH]HNX6S9'N%W*@!SG=KYO MYEVNURQ7[7P^B/K?U^O*@WW?K.0818W"_W6S6GW%3G' <^LCWDQ3A
MQ$\1E7$&BE/73]R NJ$/ZI<+I#^QK]ERXJS;\O.3.N-HL_2_MUTV?E5L.0U? MP NQ4*WK.9\)=0GS01.H$>R,#)5AR2=!]<_]F@Q5\]I#F0X#/^FX^D.PIW+Y M+-Z34MQO\A<(6%7GRQ/[D1U-9TL4 %;5+>WP6<5H06%&?BRC5="J7FF,3AVZ
M1YSMF*%7H/:Y0O^#ACUPB_&^VZ@&H"IVN%[S+^1!"]IB:(R);4F1 /:] M/27LL W9DA,8LU=4G8]L6BCOE@]"%;E4[7#W[2 *E23GR^Y+G+S*ZK\!1Y;]Z>E(% E6,ORZ7 MZR?!F^:;"E)U=^4[XKY'(Q5["N8F]@EU MNR"F&N"
(5^V"\GV:C%E]%V0X/WI!^UMI'>:A3C8=NG!(Z6QYK=&CE9=]V'7: M_#I[AJT"3$^IR4D;&!FR=@8]CL8I5:\-TD@:ABW-=U=-OXFR7%40UW5_CVI5 M$/RCU%"%)7A+\O)ED1#&E)]%F72Y",@YS0A7!?&+K]O>>DXNF'8S3,.,HDVJP0BM^++8X-U.$K4[G M0.KS-
CPW4\U1WW/#84SOHW].3]42+]_L" F, $"DM#@7GFG'".NDQ^. M-_,M\DYACB^/=S\&KI[\*O@34X9[O?ZXD=.GM-$<\F,61K[P.4]91Z19Q3ZB MPO.1FS'!0S<1;]QU@M%+96+C4H2<'765,]CH:]<0]]AG($=B2VB8]>U%O6Y$ M=2H5#%8]
37+IRTHP"SHLD3BK!2*#DLU\DBR9Y7YR]0'.:^51RI\;#Q<>KF M02C$BRI8^*3T+F$/' HDKKT# MS1Y:H_"-', 5M0 W.X; M:@"^KQ\4SM86_C2A>7?K@P(?;"3K%V=+V6E(]Q\-:LH]L ^P(3+P",)(6M!!:*]$1B>@W2/.=O39*U#[ MS+/_P5.VU-:ZM,!__-=_V_Y&_D%)(?
[KO_T_4$L#!!0 (_/V 9UD0Q]'B M)9H +U&!P 3 96(M,C R-# Y,S!?<')E+GAM;.R]69,;29(F^-Z_(K?V M=;72[[.ENT511AIGDD,SNZ7V!V*%&8@H$. ""2?:O7S4@[@! '.9PCYPM MJ22#B AW-=7/]#(UU7_Y;]\^3W[ZBO/%>#;]U[_PO[*__(33-,OCZ<=__:?_A@O/_VT_(0_
M_<=L_H_QU_#3VTE8EMG\,\"_K7[MV>S+]_GXXZ?E3X()=?UCU]^=_[,/143) M&)02/*BH(@1O$411S]L0(L/P_WS\9RV$+<(HR#P'H,\U>.7IQS *67Q *=W] MH9/Q]!__7/^(88$_T?*FB]4__4OGY;++__\|\]]__/"7[_%^>2OL_G'GP5C M\N?KG_[++U8]_>_3S?
\C53W/O_<^K[]\Z&*\Z0?IL?SG__GKZ_?I$WX.,)XN MEF&:Z@L6XW]>K#Y\/4MAN>+Z#^GZ:>M/U'_!]8]!_0BX,G_^FV1__)O__33 M3VMVS&<3?(?EI_KW[^]>W7LE?B5QQOEXB7]-L\|_UQ_Y^=F,(/$V?*P$KQZP M_/X%__4OB_'G+Y.;SS[-L?
SK7S!"E2OSDM67_M^WO_KS[?N_S"%!;UFM]S5] M)D]>DHXWBT>O)%7"SG M(2U')48KLK:@O"R@3$K@&'TEF1?.IA0L%_>77@E?$.4KD2PP_?7C[.O/]."? M*T/]%RO.K+CRZ'5K[AQ']_4>?#6M^VS%U \A3G"4F)2>9P52^02*B(9@O*#=
MXD12L43G[4E+V/;F^ZNY*^V+>?II-L\X)^5R_>HP3X\D?Q_65S_Q\YY.O?+O/9YQ8R7,X:+]X]% MQ>4"/H;P9?2>F(YU(<\F8;%X4]XO9^D?%]_&BQ%BTL4H UH+4I_9>G!:9X@A MN"Q"9L+M0G<)B[BB^NI-:WS@9+FX_N06*#\DIC^TM)'SK NF#P ]=^E_/OL<
MQM-1$D&(7,ULKBL(2H*G3T (F7T(@@?#&L/F,17]X*6Q>&=->3T$M,P^?YY- M5^NX^!4_1YR/D%?2A0.EN0&58@!7>*1E%$23!+<:6Z/E$17]HN54N3Z$R6E, M'A9,?KE:@9:!!5T\!.TU,:0X<)@(4>$=QJ,HY0A3:@R7+J[3BT?4!!SU;8-R6X^4W09 ',S( M@0#@?
UR&.3UQ\OT=?IG-ER.+): +&30)$!1#!I%E4GC,Y<)Y4$RZ)EAX\.)! MZ8AVL#B%O0-!R%N4N:_*:H"S@RN""U(YVJZ=O9 M-\"O=?NA0[YY-!Q/&L'@HT/\S!=C"M3KO#-G-VU1.RPT_?.->H-!/!A0G,7008'B'"\SM?OA1SWQ)#3@M6#P,Q%SB21Q=5?E3U\%$-
T0<@$W$0'JA@"?@X%K)39 M8[&QE-P +QM>O1=6_!/#RJDL'BA.Q(AS$9C) 0KZ#$IG!5$K TS[%(,UH<30 M"4[$?EDT]N2!#^0/)U<:PO^#@DB*X?KS?SM?/9U/$TX8IG6IY.!;<;I(2'F[6RQ#)/_=_QEY9\78Q1Y6 HLBQ3^
M&XW@BQ=@;=2,9VU0G7:HM_W=^Z'EZ61D&W&Y9ZQ4G7@QQ["B6V-QR:8,7C#2 MBIHI\-8P( ZA25PH;D[3]G??MA\>GD[^]6A.]HR 6@X]>?MI-KU.$99HT4>R MC3)R10P@34>L(%-I<_8E\>C4:>3M+U)(]VC(;WF"[GA&0NXH?Q MV("86#1,]A/$2
X>I0:5BI8:61#BM*#DWNOVP\'329\>S\N! MJ(07W]*G,/V(J^,"Q"PEF3C(CI&+XT,F=SARX,$&QFN:5YR6']WTUOT@\73R MHB=S=A"!QK/+>>7>^K2Y(IQ$5(G M(637V_=#RE/+BC;@]" 0\VI*3PMI.?Z*S\,R7"UKA(Q+'@MYR4:28>3TE1=6 M4^SD-.KBLMMY56;_,
[M-;]^OFNRII4<;<'H0B*D5#/-G88D?9_/O(^%]YE)Q M0)9,+<4U$(5$L$%B+7N2*NZ]8S^D*N3FI?OAXZEE1H_GZR!@\?YSF$Q^N5P0 M-Q:+$?'!&"LIWO:B.M81P:42@'N'.:]@G6Z1-+_WTOU@\=1RH,?S=1"P>/$9 MYQ_)/OYM/OMC^>G9[/.7,/U.+G<6W
@/R>6]]+2&:'*MXF\ M?#^8/+7DY^E\'@12:>G3:RL@8"&U9U8&6.)(0=")>*E<.K&:_?$[ M]P/'T\F$GLC506!B?;%K=4WL_2=BX^+-Y;*VD]@A_AU<,QJ":QDLI-.)G#" M$,RES]DG05Y4:1':[*!A/\P\G9QI8ZX/I-CJY7A14\&KFOV7]-EBQ+-1LD9H M1@?BCS*,HGOD$(.3
IVQ-I\6XVQ]]7Z(>3IYU38\]ADH%[2"O%K%)'P<<6]E M2CX0S<75RV */(]:*.9*]HQ6^=/TRKW7[0>(IY-@/9Z7@](6_XEAOL:QE"I@ M,.1#8;UU+K2 P)F&5&*QALG"PVEA[I87[P>,IY-F;<'?OH_IUXF;VQ5ANM*RYB'R:MI
MQF_';^/R+WYB]_>OWA.7[Q_\_K5\XL/+Y[_E)?C:9BF,7FAL_7-RYN^:(Y; M[FO+Q)(4Q;WDAH++)A%R5+#]G8*1!2]V&:%C5GF?@H$T]F]%A(==9DY@]P :$:VIO[*O MMQT#=6!>E0"%M&3UP (XQ358S*F0+E886_?%VTA(O] Y1;(;07(*FP> E6=A M\6G$F:Q=F$+-
'9/"%8GFH+V$7(RCS:)4RKM]2XY]4T7O'0(23A+?P]Y4A_+R M:/E_Q7F(<)QU]KQZ7KPVK!,'%EZH&DB:"2X>2 VP#)*.F$ MBQ3@A]V^R-9G]]N+K)W(VS!O /O__:?9?/D!YY]?3;_B8EF-ZF*DHBI1) NE MWBQ67I!"S(Z!UY+$G+4D)
[RU$[6!CGXZRG2G'T[F]0#PSZ8HWSV:+Y9T%!:Z55LF!S8[7TZ<(T=D,WI>"F(KV;M?-]>.?YAT3UT^ZF.UBUE<( 8/5VCE_".+_X]@6G"Z25O5E^POD]QHUT\LS: M;$#&8$$QG2 R6[L]%5^RY\:*UD[3'F3UTQ*G.VBUEL0 P'6?^"0T1R4T8*K= M)Y7)X++@M
(T"V(86>]PLEIFGXZX73H-!W-W>.A,2.;VK&7]-MLFJ[6Y!6S M+)4(J91"GI^SI$;IGR8F9;@A7D,K"?5*U&L,"WQ7IYZ]*;^31:[L&@6KI".#G2I(XH2 M)WXAX\ I")5!6^9$:R.VDZ A9 *:0*@=VP> H;_-9OF/\61"#IL20<=ZP:%: MY9BPCI?!@N=!:(THC=]72' .-W10-(59O
IB& MC!\ C.Z$@7>\LDBN/F:1"?PR@C*6@S.D%1VO]W>CB5:T]F0V$C*$*+R-_3F9 MS0/ RIK^D2'=J +Y68Q' TI]!=XX!3)I6:RVA/'6,[S6;QY"B-VP N(@1@X@ MJ'X]#G$\&2_'JQSEZN[+I]F$F+ZH#OGR^PUKC$7F?*TP+%&#XK(0:VA=HG"G
M5739]UW76X\!R+ZT]1M<=UY_U8F(!]!Y[]SK88[+!@R1EP1.L=]5!NDKQPP8 M6Y)3'".%A=V!;5 U6MU(?SO$3A'% $!U?2S\-GROIRR_3XE3?]2*W?GB+?%V M5K^HV8;/7R:S[XB+E0W_\"E,WX=)F*^9_! AXPT?1K157=*T:3/C]2C9UA(6 M1:Z?
%ZQP&QG/NP;$G'*,WVH-@P'P2=C: I&>7B^7L,\[?8;F< MYFM^7;=[&K$2R7\==)A-T7]IL [PE-#(0P M4M=:]QU.R#G.CWDVF=LD7Q#5BF/%"T8*FUA_=#HOI-C'<$ MK+:B& "V2//.+VN:+M%^^1"^W2Z$6G=&KP'K!X"A^R='C[2M,R%X[1 ,MP(4&@.Q]L2D?TE-
WXAV MY]R_TT_LCC)YG>79.T)30R$, 5(UOMB@7I=4'*%E+ZS;MW!:(&;!\ >C:L@!1](9=/0ZECIB@>C1"S1<[PLR)S!Y UOZQ;YS "6$CCD[ 4PB*4XM27'Z6OM98G$< ]K8 M6N/LHF\LB,E,VI,Y4*ZV)*F;,":*2H,/)]--0>E= M0^0:>D<'@NP<.8'N0-96, - VNO9]&.]
/AZ/,4WY1D1,%Z.O+.V&'+S4B = MK!@9;PI/*2S-QAM$GC.V;EFQB8[!I (Z//,YE?T#@-!#[^_.9N F!NU$[?E9 M3UR9=>!\' MM#%,Z*H_2Z(=@K4^37@#GGO-I/=<8^N/^AS3T7>G9"59.8O0 M@'*1\ZK8-4S>AG%^-
;VZ(CIB/.A8R]^38QFG\7(DDRK**06EY#H(F07R!,D4EVB,C$Q:A:V#LA]3U6]]]"-L M-1;& -348T:-3&0]I&@@:%]&,M( !10.M$"%0[2QR-;E1H^IZ#=%U!%\3F3V M ')#/XI.1R%'3PO(4%83F$N.M#(M@&>9,D/K?-XU7:.+ZU1[0:GY2(6^LHVG MBZ49S'KH]/]V)9-
/N!PG_W[+SA;K_T=ZSIGXWVO,!L3)+E0K(#R M/(.7%-"1<<,4G6&V^47]OY_5(%Z_F:]>FU>.XUNU_U5K0?S75PN/\WF MM0G5"!62]T&!BF:\%M608^!+E, H\O51\N)MMTG,AQ3UG:,Z*\A.$L= P?5] ML;BDE40E:2DND .K#:A0>U'S6$?*NL!K1L4WCQ:W4]-
W!]L'4!TAAH$"ZNX8 M49=24*&VH2HJU;"(0ZC#F[AB64?,@L*;,Z#]T%FN'2:W>H#6L0(9 +[N'!9L M-? N1$ZVW8!%LX]0D-CE':W09!F< M535K4F=[B^B=)+OM0VQM\+82TV^FOG- M1'"$QMX^_X#_?GKB]\^O'_S\LW;
M%^\N/KRB[S9*S6]Y>)=I^7W6TR@EO[YW=P/+&PSR:-%*9,!=370:I<%1] <2 M9FZ:U#]W*:@!6 MLDY]>%.N%CKBW&5A2=77/C)DXLFZAR!2G?O (P^/Y M.P!P_&T^6]06?&6\'-4.ZS%D!I% 7&]^%7!,&S"2.Z(.>6H.C3NO[S=IW@4P MCN7M
"IB;JXO7TVK6MQAB"!=QSE@B*7V#I*D_(2%G#![%E%8T]]SWDI,O\GP M+B#3AN\#T"OO2!9$P*>+:7Y.FG$R6TV+N5K5B)6 :((!ZW3M%L0-Q%B/B2P7 M$7U)@K=N>;F3H'[]FD9"?^39M)+ .#T'B>3ZH5-\Z]A_@^\PZQ15L]+7&<\
MY$AFEI'5]2PE,,]3E^:5C\W[R&VGIE_OIAL@->+] %#T-YP2@R:TDHO\>3P= M5^8LQU_Q>CDE\6""-Y "8Z!45+0IB&E.JIRY"I'GUC,W?D!2OTY1-WA]*84! M@.H1DT9U5B=#M&"QZM:02+=]$\%:86P(2'NEM49Z1$2_KE$WP#F-TT/RJM>N MXVL*#T;H#/F$*@
SAA/:)2E3QF@=/ 7K$QH;.P/++1G]'O=WZDD?R>L!P.75 M]"LN5ET2UFMX-26M19^,@L;LO*EC:D0 );.%4"3M*1N*9X(V%6L=@VVCI=^S M_"Z TX3K [!+UW1?*;9 8([T9F$Y2H?!-)|? MM8.O M:2<'H7@R]74F8@LI^Z5&V=/#WVE,'X *_0V7=V(;EV3Q,0C(+-
>AMQ8AA.Q MR]RC+MFXT-JENT? ?CAY4K4!QS-X )KENIG#=3G[+V$Q3B-5>$0>%)CL:W,] M11%P80@1@_0\QB!+ZR/>C83LAY8G509P.L,'H%,>+N+Y>'*YK/>ZK(FQ9 G2 MU )!K2GV#4Q"E@:CS4BFM77&80LI^R'G2=4)M&#Z +#S'SC^^(GHOOA*;MQ'
M_.WR<\]3YF_*HRGB],;SR+O"D@8RN]FT^+;CD- @AH]08LE:MKYT?1.!^.'M2 MQ07"=6BXZ+O:2X]+W5616 13P#22.:<_H=YY!].-$9DSZ9H/;#F0Q/T0^*22 M\ET*Z0E7D+__\.;9?__[F]?/7[Q[_^)__/[]PW]V4$F^X27G]BC_T?K:-WO9 MT9$(M67DR0M +3(H+!%
(U5G0RMC"6$Y7;WD0QUQ.Q+(C+>8 M0,F:9C:U]!"3 1.8*=YC=+[UR,[[% RF?4LC+#QN>W8TOP=@+F^H7W/DV>SS ME]D4:S_V;V.*=5$]QXTGI5['B0B4X(H*X#)/5I(;D&5GX-E$T$"P=(2DMX'F M9+8/ $,/UO!\]CF,IR-E5;:,M[/!L)&0AF M3A?TPVCQ9*X/
#IW;]'^BM4)'&DNK9;@;)THB29!<"D!<8MXHB0SS>_+ M;26FWZ+?]K!IP_4!P&=+T_6KQ<2,FMM BQ&FWL^]-[62,A -\RQRPXUN7;.P MDZ!^:WW;PZ@=]P< I8<]L]]6X:)3MD@!V27:$+$H\)J6XGB1&"FXP.83QS93 MTF^];WOP-.#W %!SXP4^FX3%XBH477N
ETIQ4 .H38"BA1$..)2Q."*<2DG MT[X=^19B!M(#LV%T=1*[!X";N_1?;::$7]=:NYR<).9HYB&RVE<]*1LCBL)B MZ\ZICZD82$QUFG@?.LFG\7H(:%FY:*MU7%SIR:Q2QMK(1T!%!N-.UK\L%6Y98C%4) %SUH7XL1 M)'WE,DL@C'+6::5S[LQAN:%B((V5&WHJQS%X
$;GU335- $^Q_7?KZ:/SUG> MS2:3E[/Y'V&>1UKRQ+CR8!)'6H-X*SD8,B;%YKTI7"M*\|.)'$@SLV1B'A< MX]]9> : OIU=#(/VW+]<*$BL_9D0"T03(R1CI6*:>RRL$YMV0D/)+@MCNP/" M(;TE#Y'*T0C[@O/Q+-->FB\;&<)'0X><2H8'9LEZ2]]5HCCP0:_;0ENR!MQ8
MW[Y^X*CI3UV6SYX-4R=*8#!(VMXF4VCKLQ0.F(V&P@B?P*./=:"CL#EYH<2P M>I5V65Q[-ERUD<=@X+5:QKHY]//+.>G;M^L7K):T^N:;+ZNK52^^X3R-%YCK MX&+G50U? W>@?+"UC:&$4FSFS*IL?.N1K8=3V7N+K_,JNNXD. "G;<+R\K+8CH1(J\
#%&PL]4]P6?:G3VB2+])FF MO\^I4_^=0X8+W<,E.02\KI93RT6(9Q_"M]]*N[*3UDL?7%^KQ%PK#7"Z6$EZ MQ+7P49D"I8[345R2%R14H3WI34PY:LF:%RL?06?O'4G.A]6NI7AJ6YQ&Q67_MZW+=)XKVWV35;6>V[V*%RRHYZ0&#Y=6,
<(C1>@A9HT+%D^6M0Z3R.V] \G9 MD'LNF0ZGKJ-.N_)L-OU*;Z+5O2GKKY?C,'WF.A'ZUCV4>UG6)3M'$=]_CY>^\=I0D - MZ[T3DZO)HHG8.*^9:)6XEG7NM^ 2E' Q[E/3O\]8OHY MQCI!*$/#UVKK7*^D3ECZ%9>?9K2FP&2V08,W=272*?"8"]EY# $91]-:3\O>
MAZ[^N\7T@[@68AI:-/]AMN7FTFI]Q8>!WSNDU2_&2_*=YU_'"=>]_QVFV<@)4>?0^LL5==KZK]!31^)@?[A,0!= M?;\UHDG%D"=C 8NGW5ZX /)=-!AODPB"_BH#Z#WYISC".I[Q@R@LWUDAZ+@5 MHDXAY].VL$9/N\'X3,+GDMF_]
MO#*/3ZS;_%*=+S<1R8CW4BVD;:[ZA:# ( M\D>"-9"4C#6=Y2 *9%"I#RYS3KME&&6;_,]Q"'2:" 8"I!W#S:57/'-=BYAK M2!4);+6]V%.]]KD?XH3FC8":8]N\_<+?';Q_N\O7[_YCRX& MSM\^^US= ;>LIGU3P&=A\>GE9/;'[32RHK'PY!""X D43X1$G\G2:5ZR4/6]
M7V=]SC;0T\ KK\]\.Y]]'1/G?OG^.P4CKZ8WH[ NTG+\=76Z<\,!4;1UA?:* MJ"- :T4(>$)+G>5(0;OG-O'6^93#]1S(S:Q3$;3!E^]27(,+$U4TC,)&O"">%4\13'HF!.E ZP=&B9V!:.NI;TS4#R$]0/ S;UT2\V53--X@O>6 M]&%V*#>=,B:;4B#(U8%V"N
Y"D#OD8>,3I<.BVZ:K:/?]U]G1G'O0!C 9GB. M].8T7HF8OI[@2M;3?/%Y-E^._VM=?22U2@R+!AYL;>SG&'B)$G0NBG&?E,FM M#^#VH:M?E=L_>F8=BW( \-Q2#I="E#Y&"L)*/7P,B5RDY&E1/KFLF=2F^3RB M$ZH7.].7@X-@ W$- '1W-\R;\G(\#<37Z<=Z KF@_?
1\O$BS2^)YG2 0$]=U M\53G30LF(1AE(#"MH@N:Y=C\V&U/VO]]:SLX8'8BT@% ]6]A/%U4=N+BS?3% MM\]YR_'BTS]@?(YQ.2*_/"D>/""/M7N9B>#*ZBOE:".R4$+KN.B'1/5[[W9P MX&PKQ.&4?[^#WHN4YFL7^I[MN#$5 M9#;>SO'S^/+SXG:J^V+$'$\$\^: 3I
G'5$D,CLP:X":H4F[(RK6^5'T=IOS=S M!X?H,XB[?VQC'-71QL36&S:^KH=JUW.^R3\W*$0"'XT@1STBN*0I1#22&Y%S MB.Z!0_OP".@';^CW3NU@0-=2#@/P0]]JU*JRKP.W*UNJ9WTO\1"MO?DQ6O_=F!X/'K@39(S9IBVVZ3R>R/^FWR@CU=K\ .#J3=2'4 &O-Q">S-
*]\<]AO^^<*3SYE<3NDMU#&0 M$ +S(,A-5YI, 9;6)_7[4]?OF=29BTLZ$MH@X7B1UCDRT@(X_KJ:7T#^[?L0]?0VJ6WP<0/H7>B@/JWW!37/5[5R\MI MOKND5'B=:. @)JYI2=S5)DD66);>"*T2/KSBM2$V_^%KAM8=O2F$FO-YH-#9 MDNB]>8!U<0#>KG.7.,
[/K\BZ.A&X#ODO*.)?+D8"BRS&%C"UE?PJ!^O(/0;A M(S>^R#KY]7/KN@^E0^NP?B9[VUR(_2-VXQ:]]BO>AN]U%Z[3IK/Y8A2+<;R4 M!$()!LJ:VJPC41SGF->*96VU/4)C;GO?T-JD=Z\WD+G#^%4=HI Q!"O#:UA%\-:5NI0%,16/.0;-P3"2QZYU#ZS9^!O^N
ME00&J<:N._-=G4&^'HU);47 H1T6'KH[=# MZ!M:+_$S*;=& ALD&&MQVR5Y@>$;WBAO;404W&60SOH:Q9/R3LX1=I25,KD2 MTUDR= \)&UI#\//9UI-$-#3]>K^P[>YN"A3S*&<<,(YUS$F6$(UD8)-$XI\/ MV:4CC.O6%PZN*W?WIK4-\P?
1.W"#XE8Q]'][W%V:]@*1,08H5,VZ@PB!L4R+ MU)Y4=C"HNU=H6X@;7'OM,VFU%K(:@$7=_^QP1)M+8,JTE%"(?UY0_(T\*>] MI6F'<&M;5PSL3UV_Z;CS-ZGH0FC'PW%&^ZQ+.*[O)6QFI"F*Z6 "E-69C2VU M73-Q,Q2N+9>HG'?G@>4.*OL]6CMW*YY6XA] ?B2'];H]
[;I=\_M/L_GR \X_MW[TKHT1 SIT U)R3:8GDSF9/:S2%.939I](:@WL1-LC6/SR033^D[7:L7+!RL6C$>?&>UHU(YX MJ@UX;BPPS#8*'P.*U@U\3B!WD'UZ.H/LF<0Z1$5*:R=_9?F]SO18TH)KP\LO MJR)&'P5GBB*YHA.MC)<
3M61]1BS0]^B4YUKTZW4#;+4[VPJM8W0!]17;Q;X M'+_B9/;E_:PL_R!1C)S*04FC0<;$0!6IP 61(2G:6@RM9\5T!L('Q PRN.D> M(9#@0VY]](Q3,>F$%T%\2E$%%;&-U%F+,PFMIHF]](+P_=?U6(IP9A!T) M;;@1]DWCH$V,C :SJI46VAA0BEMPY'L 4S;7'BW:V#-
%V#NH[-+QIDJ-Q,S+/.>#X<0WOM.+R"BM@XQ]N]:.G0ITF#]SC@&N M-U_NVP+A$:W6HG8F8;5I:0:*M>K]:<:+YMJC:7T=Y(=$#3(0/H?./%U$ ]"9 M5Q>L5N5#-[[P];X;94']7IL(R0H*YF7@$',1D#6Y'4]7Z!_>ASN]5^0RS*\!PX\:UUW?3^U/5;OW]F M#'8DM
$D_EZ4@HF"_1??*.:;?L1W!/0WT[K8^E\]R/D:)FOG@_@X3K0-ZC=6 M%QCN?G#G)T5GFEQ69_PN6]>LIO!11%&8(1-E:S,]Q<%+8U?#(4RQ/F3= MND/R>5?8K^O;V4X9,$P&8#BN&/!@V1=D)^?S[[3"U23VF_6NVDI/E^/I)>:K M@M39]%9,5F3CHM9@0Q"U.$""BYE,-
<\NH-.!7+$.MD@K^OOUQSO=_+V(^*G; MB!&B*DGF BDX!\IE!=Y)#YA,L!R3MJEU<5WWODYGQUS]X:REQC](Z"?.3*8M M/U\. .>"&U82+;E8B62S0@$G509&[I]163+)6D>HW>.\LT.U/PG.#Q'Z0";/ MO[_\|F7=Q35,KFWDJVF9S3^OA7_-U!AUG4-
6S@G\L%0)O!,"^(L=\ZFH$IN MC><]2>LWW=*9B]&%8 ;@/;R:TK-H [T-XUS[]4LO8@PV RJ_:AQBP2<6 44H MVC.1M6G?T^4>"3U/_>Y"S(\N8Q[/\T% IG81OKH.OUY!D4A%SW?4S@*IUY\![*>KJ6$QF MB\LYWK"/QVB*=K6T*]2)YL3(*'(&H2/C(?
F24A=^W"DT]]NUI=.8^VRB' !T MWXT_?B(F_K[ 59? -W$9QM-ZMG*=(7LYFV_N[O!]5$R0LC9B%;$>-+-(&MZC M W7O^?B5?B?.QTO\*[E,ZQ>\^8KSKV/\ M(TSS+V$Q7LS*VSO/OD__8OR9O+G=B/W!\WZ^I?3A&]X>^PAMIU*-WY8XS9C_M@W]>A3GQ_.C
3A]8F*X&GF5N24K=#DGTW2X K[_MZXWT[0Z:&]G7>V]8Y:]7Q=(;9RY%U%DET-H74%I]B*FVSP^2/O#*(XK68<.^ MQ)T<3OWH19M@SRQW+-$>%$PA**<"..X\,21GQRL9Q] MQOGMZ9\UP3B*A9.O9W#!%/!Z9OHQA8TTT9WGU^865YW*EM_?8ZH-
]NXZ\=GI8KUG M$ .+M7H@@SU#?^CM])F MP7D]LODP#[4R;3W/:V,"Q00?M.#D0V!M;FW(VM8,[+U2/.NUM+W MY-1.D/]X]&$ 0!BNZGPX"?5@K;EQE.KI"G,G7]\D7A0@0!N&Y_MH1QXZ5M@=K%8V/Z:1 MQTUK.0[<[X$1%:
[H250954@K3TXEWFT1T54];]>LR')/!"]81"]NS'KQCX&/1X#!' M)\GFN>:CMSKPE6ZJ*.\|^XZ=C3$GZ2N$L<[%K7:VD*'G43&3>7#6Z\9KW$E0 MW]KE-!1L[]W5@O?#51^/)\=70!Z1 M_VH,9QUTXZ&VF3]W?4H'LUK#!,[IRM ME"+(E960?:]=ZSF#6"R#+%-
D(AB!S4L+=I#3*MES]8KK-]R;SKBQIL;I1$Z] M!&Y* %4]?1^\A&)RL%P6&V/K3/:1I/:KD5HA:5M:]$NY#5=GW1D5'QZ.BC_" M^=GUM%9NT-X4GSE8"YGYQ&K7^]05.=I>@T\:9]M6>GP1K&T:;' MKGE>SVAN17%SC>].44\Z9UHWI-HR0O%,&R1:0S%!X<+'Y
QWN^%TTOO[]I_: M@^;.':$SB66X>NMZ$%BX,P/LJ'AMVX,:::N]Z&SE:VT;CG9K)QERF5D"%NKP MR93(>=?. *^#R[UU011L[7']B*@&3;PWOV"3T38N..&$AL!E]#.XZR4X)B * M0RQ!QQEKG5 [A+Z>/:RF^-G0R;L;.0U72:TN&!\1_UW]7B,5M(F*1AIG_>@;
M>"CC#%F/ E)S0?#@%CQGNM;Y8O2B>%MRX]UUGX*33]-PL4"\?T'\3H"(9,R MYPBA>$_K"W68N2(C&BP3R4O#;/OU[:*H7WUQ@O0?'8VU8_QPU<'?9K/\QWA" M^B]?C3/-K^C!TX_C&G>N*IR."-/X$1*]ZKD.Y#5?WO0SC^:KKY*^DVFE]JU'6AUG;TU
M$\)P]4LM*3]$Q!(WU1'[S!!,5D@N$^01&>0N3B5+WO],!)DEEA MRGELW9-L,R6GZHC[3[WC]';,H]<%_JR.?.L?B7!EB)4=$ISU;HIY192^M4+ M#>3_4".T8/EP=4&=#C=>WS6A(.79]K7U1YRF\3&YF%T/:W6BM2^]K:[)WK[O MXL'[-
N#,!K()&AU$2U9!6!DPC3X)!4PFQ(+TB:! MK0MH[E-P\LR .E/W'ML(T+>#=]\G4-XME^-!.I/ R-IP7 @!3AL-B67/DR\\ MA=:NWZ$T]]N%3D#(H[D!70IGN(KF-UR^GBWJ<+'56@_7,@\?T$C%[*2KE7X)
M\WH!Y.8EMUF_Z+D*3(-.CH&J;=N=]!&,"SE+M%*9UB7"VV@Y>1KG@^?>N^8 MG7 E<^#9UHX7NA[C\!I72*XI/K!2M,X3;R6F9RW2 @>/IF(V8?QP%<>=&0>' M*XV[O]Q(86REIUFGCZOG;W!O)8^E]N$#]W(=&9T4A%(L!.0Y4'R.1K?6%SO( M:38W9)-[G5E.T:
<"B<>POI@=A#>0@PH.650B=39!9'!'4"M,;)T?_Q8OX9Y%H$H]RHY6#U M2#0,Y#YRIDKS@.?'9/4\Z:H%-AY%.XV%,5Q%L[LO_]O99'QL4),ADR!RR8NIU0@G"HDX$I^1\ZY*Z04P96$GK3;FZ?$0[;26K M[^L_[QS(1%.*E 9DQEKX5AL#8O)@)183BPQ9M*YAVH^R/\-
$@$.P]U!1=B"_M M.V%0/GG16 G,AP -A\ZNEO4MT 4DL)I[YBB71<+1$]KU#)(#";[ MTGQTSUZ$[85*]>=%97OI#0"2/[@R^MBU2"DY$0%Y](TS2H8@G0 E'-?2EO V]\BE[+L&Z6]B&]8IS]>.QE14]8K)2 MMD[>[$W<7A@U?UZ,=B/%X69][DT]^K#]]W)XBF?
30[J87K:)OK//,)/T/VV5 M HVQSCMW%';@SY"C5^55,Y%?OG^@Y[PI MSV:+Y9WLIT2?M4;P*WXDIR%];B'KVFS9MCJNTGF>.U<-/47I&9 GHT(&]7$%IE5-CZ ML.@(,ON?6M\Y(+L1V7 -[J:Y4<<:.V!W/ZG#*58<&]( )0C:4G$4VD'B=;E8* M PI/%5"DFAWG0:;F8^C.-
^OJ[SC)'V:_ANJ&WGW^[69 RZ,KVH/F-4=>1YA0 M,%TKTJ6(VB9G1>N4W0^)ZKM2KA/L/-1<;44S7#VU<:+*L8IJU\.ZG #3:=KC M<5?K6)SDWFALGXOS!?OV:5U;N_&V)*V25.%KS>H5%*"?"FCJ@L6(H/&K5] M?C%[*\+ZUE?MT?-XSG%K^0Q>6]T9PG*BJGK\I,
[&Q9S9L0KD/^>@$%#+6K)6 M(@1& H\F6^5#X:V#89-$.DB:3]%31 M$&LZDWG!#4^B\-1\4$UO;=/O=(9#$W5.#KA/'E1($B(M&5(4B6#!3.!G:Y8^ M$"W5%BM[MT@_3B8]GO)@O'=\=>,?OIK2LZ=A\OL"W\_*\@]B^G/2 I/9:IG5 M:WQXK"532"6@AR@]*609!
<2"$KPPB);S](7?K;::T=+OP4XWT.M'4,/U[Z\Z MCQ]I(>_]=M/V_1W:OP=MW'U"P=$*0*8B].@)19P;*#;PZI"E@]VU?NLF_O2T M#0&H-"B<80Y*<*[VIV?@K'60,3',PF54S8=>;R9E4&W[#Y'WX[;]I[-Z +4( MFZ8/W$Q.NCXU>K!$9QW:6I\MM:_*EC1NS()!\CZR)!
(7H75L=P29_9]LIDCK M5D3#M4C[S5LXUF(=]/2S3I#HT.(=UNL_2SU^.MCP?Q"F^U_S>;/)F%QM^>=LYQH@!UJ9.! M8VT)82@T05M,E4/Z5Y$X=@<%]7E\O*VQ^N7;DBF1(10KV=K9BRX*WAX)F6EAN3DF_='K MP#^_ECZ[S(?
K^=:*P&/]VCN_VW"^1X<^Z98I#]+KVK><@8BA3NOE$:*2&5"& M)$N1///0>/=V,^7CU@NISW\UK3>V'G1.+BE*72?,%&X(M1D9.!8B%!9]2$)Y MR;N[6K>-JD'._C@$%=O=P2:"&("Y7.6]<;%W7S>L AF<16H_@7,R7-U/:+\/D M39R,/Z[D]9(6%B;_B6%^4X]^M2,?
+-2]G#USA8RXK,.6ZZW5G TP4Z3G-7LE M][KM1)3<02;]ZQ:5)Q/9KW?6$);G%==P?:['(SR.ON>T[4F=#1OIT#M[,% B MVB*M8K+FKS4Y^B1FGZ6&I"T&;YT-K/514N.1(S=.P.THB]KJBS3OU>Z=4^"Q M:@?
RR_='TRXN_@CS_.9+_<'%OY/*QES/HTEOUQN!'V;UHS>7RP7%+OFZC<6= M-O?(A#3>@A11D/ZNN:12=PPS$HV64OGFK8M[6^V@QJ <@MKM7N.@ 3, ;_26 M4[_-5K?;\$XO@Y72^IWB^\55,XR'9U8QH/:U5VC1-H*2)!Z7A0,;LL5L1'"_?FDG .];;(/"Z
LRY+/OB.]K'^F$6S;W9/7(52>]=YAF'Z>U1.@M MSL>SO"X%NKU'J45&+@T45=M$B6PA&$]>D' MKM/[8*C4L1[OYL=T,_BJ2U[WV]@CGC.WG,QO9C:!(D&##TI!]$[S4-5?\XG# M78V_NK,C'KRA-O9.Y)T\'T\NJW/RH+!)"&91,_"^[D(E$"(F"2G7<2XL:&6[
MZX9S$*D#'9UU"(9V]+'.A#8HXWPQ78YS7=+X*]XV+7CQ+4TN:9NO[_1]_G)Y MW21R^V@QFZ5-M?Z)&![7M_N\-P*2=X;%;(65K>^&ME]%SZYFMXCN1=3#M<@; M1RP=7>.VXV%=CH3JT$9O'?X3N!!8,Y[:U=[!=4Z M\00;932118=FE]5ZFHP
MU)VKRR^^K6\C7%];7OSR_9;C%W,,#R\C6%]88ID!3]'7GK@!G/<2G%))9HW2 MZM8U>R>0.]!!4H=@:4?SZTZ%-UP5MGLTTW->9;S4QC4,:KJ4 M);8EJ1,8%3.HR"(X6^>JHN#2%:&E:7V791#3I7Z[_!QQ_J;OO+WD/$I:AQAT_)D+1=8Y*7"BWB3#B-RBB+IYYO,
|OINW-(% MFO9L]G^RM 9@/>\MJ-[NO_@V7HRR\5%(54!H0T?9*50"OIB]G\X15DK]B=1-'NK!B41GP M*C-0C$L(BG2V#(H%#%%]9+O]IYW/'Q@6CI'?8 M==#Z=K88KPH(7TS&GRE 7EZ7I-"?B<0SBJQ$D0H'P5FM17$,7! *D%CL:?M: MUOSB;@.R!Z0&FV!I%UC/(-
AA8_FZY'7'TD="9&E0,0BYCG/T,F_0O&2D$E+ M49M>FDYUZ\$4]ZMU^T1P:W$.#;S//H7Y1R07N:@HI;! CK(#946 2/8+K/1, M.6NCX:W;>VRBH]]ZS/,"[1C6/Y&\[.U-]T[SABZRMP>O[/P)W>1R M0%_)"0X!>\@<,: 9QNB2X$YC/\G)'2E2-S;V]"NM@%1B
F\LQYB89X7)86P M'4^2^U,D=_] TRD)W4.D-3@;>L]2K#).'.OK/) 9-=.]8YT.C&,G-HZ\MZCJ)Q4+FT6?(*1&33#$0@T10 MS"6N+/-6MV[YLY68 >FR4T4^ZX+_P#2[:6@KSBOPT*N,I&#%I)18:QAM(:5?$#42]*P]UP< GI+6(I'-T M=4MQZVT=,QO J2!]P\#L"[G(V0P M
$#5+?:FO \37%PIVY"M#-I]P*0+*%$X>+_*HN20E+)>Y].%^(^(&"1PCA'P M(Q-W"KN[H9KD*Q$;A,( M4>M'A"2N1&D!BV>L!*YRM#^$PXX7].OX=H*(5NP<@#7Y&TYQ'FI3ZHM,/ORX MIN/KI8&KUIG7$:$O,J9D0,I,[KQ3==9N,"!,SKG4AM2\=0R^%V%[84L]'6QU
M)Y6<5;EZ>+F#$+SD&C(_8PLJH19 6>29X3ZBA#;_?E^/+TSA15+R<71\E@ M %IK6\FM%X59;Q+M-")>B=K0MQ"?>+!&F>!]Y]3_<\O3#Q+RGN7IAW!\L.7I MP=&6442U+PI!28/@="[TSV*T-\Q(RW_H CVU\O2#)+=7>?HA;.P;"W=X0BN0 ME2]7JV"BCAYE"G@R
BB>8Q ?3KFMT)D?/("BB^,D-#C4755] M!N$]JQ?'A*Y,"C%#L$4"&A\]3UHIW[K7R-%%LOW>)SA(VOL4R1["^]=8)+L] M5[E]/-Q!A>RFQW=>'OO#-9V]-A9Y*,524"Y^XRGTH MM;&.\VCRJN1-D#@=::/4#XGR6PPG9:E/[UF!P>)?:]LTB$R&"*0KF(BS$*7
MP&MW]!AK!M>"EVA!1>%5R$Y%WCF4AIM-.DC(>V:3#N%XWQF$K6D0(UQ *PSY MI+77)=$-/A@.W(EL/&?""K_;OW]"V:2#)+=7-ND0-O:-A1U)$-*LRA4+-O.5 M7\|KJD4@1B1L6$]_-B61D M$*)F@-D4%H.F=9X#6U?D# A7IXI]#T@=(X.CX?
1EU5'E_3+,3ZM1W)F'C2B5 M-:3/6:A-9(,LY/UQ 9G)+"CR<+:TGHYS= K\/.Y5ES ZANN#]"BZ&@]Y((< M6] HERBC#L0+:PI%#U) \!&A#H!$YS&4T#IVWT;+@'J--,90$^Z?4"/]L;J# M'SJU;N]QN9Q@_H_Q\M/L4AT%K9B@4$2D7"=:*&.*\0H[
MK3+:3E]_Y\#GMGJGRN94Y'7N4NE"FT75.YC%577L!$2*@2%G9RF\2<&[3L^! MCW"I])\%7,?(X$27ZL7T+J0Z.!1>S=&Y&L-YTN28[8]J=MB[%ZW-#G9O)@Q= M7VFM2N5ZRM#-05SB/L9 6!"&F]I_-4+440'RI+F.!D-J7_VS%VDG92]WON&F M(=TD3*_&;H]HJ3:
(>K$WB-I)S&F(=<)#%B:5.ADN2KD;0$>]M^^8KCU([N4^ M.Q7#<&M5]MVN_]4AQ5_#I/J387IG8';]WNGS-XYZ2R-E=OH*&^FY^]*+:7Y MRPUR7?')"B4AIS]!V68+D9'7S]*3"4/6K+16;[LI:E>]LOD]ZR2R$!R5KC6( M6N7:5I-
!=$]#*)'HY=R$V/]"_UZ$]:ON&F)E>TU**[$,(#6ZA5_UI+Q(+5Q) M'IP.9!&$LN U#\"8B^0AIQ]ZVJP[=0,I2ZEF>@?7MAN(X)Y&! M &P4O3$F2@/64)RMU*I?'1,0@C=1.R_:3^BN[QVBS3I2D!M YE MDC2;UI:
(JS?/5KLP/&+RHP=TFI5H1MT9LQG=OY?)LBU4L!I=;=ZD?]HX\ M2M(;5>0A3!V L7R0<:1]>77&90V/$2TQ E>-K-"!YTF %9]9:$6PHL,.+!MH MZ=?_ZA P39@_!!M4/^/0]/[']SYR1&/:(I #^CK-/I@%00E'$AIO7,E%%9: M]
[L\B>!^:W/QF)TMPZ1+W_#]I]E\23OC\ZOI5UK]]I3I]).FO9[: MR!<[? 6-?*@[[WN.L99-5W@LO[]'4FOW;Z]:@UP7$:!H2UC)64.P'L&8$)16 M04K=>D3)_M2=TE.Q\O[#/=Z_^OPEC.?U]U%M/,".?O2*OCNN=@* NTT6F_%WN-'HOU[&SL]F]%ZI]\7+\?30#%4F+R:
MUCJES^O$8EA< M/+\V-3]IXCF'@BR"0H<0/%K:6]Y]+"'RY]YZ]]KT2]F24\B$XVGY^WTY, XAL M?@F3.COG_2?$^ZWG9=)!"EE+N 2M(]2.WR$Z(">7-*;@RN36^>5MM SE]+ZA MX&<=2&&@:+H>N>(Q>,XT9*_((2]BSGC5&;@2:+5DF9G6-^6V4],OHMI(>P\(
M'<'Z 8!H\VFR5C]X$ HP55BM21#@/'.0&5]A4\'"6E\;'V#11BLI;TB,G,;R M >!F0^QTO9*(3*E*>]F):\7]1>;D LB"M,3$N^TE9I^L[T=(:@1\P< MHPWATGH6#^%=990@N=/KX#MX:\ 6S8S+)>O4VH!M(64HY1K=^4,M9#_*'V8
MA^F"WKR@H.0]SK^.$P76;\]F@+S.JEML_M;5[F0U[>VD &.BKS,V/,1L,H3@ MF.5&>5%:IQ1;TM^OW6P"J(?S:_N2[@"0_1R_S!;C&Q4O,"E.)(+4)H'*GI'E M2!]06F,*YAQ+ZXOG]RGH>\HXMN:XE+29;E>LX M5L-IGPI1>WQ(^BH%ZYE5@K5VX+93T_-0W*&
K9&X!@"\'[LTKV]*# .+17.Q M.GZI#?Y3!A=2]LU#6"C"9-$^E-B?O*&,\^G.->Q*5@. 84U?WR[C_O(N/E-\ M-?ZO=2.XBT(OO9A,9G_44.[E;/Z,B!U3.+=87-_@QR"M<,8 RCKAN+8L=2AR MG4UB0ZSGA:IUZ5M#\H>>\3T28H^L=3_R;E:<KCH>_U[/(
MV@B!F/#WV223E?O;RF1)[9*/K,[1]"?KBJQ53 6\,LEI7&]'[D?T MB=N#I3F<9E^[+,Y-('>HN#6 V,LT!*5]F&(L[Z(GWF@CV<"=.I"_&0 MOJ&,?^K/1SA)8L.M#WMY.26K?][=/0\[V MX+L[>0W R]MW<;]\O[-0->O;J2"$S1*V=!V,=)X_6>/!>1BC2:":EC2RT-ING
MT#N44+M@T,UZDNX D'Q_!==C3R-%5SH*B )S;:%F(7I;H-AB$P_>8&A]'VD3 M'?TB[WPH>'0G[D21]-OXY,_X_0.7B_<4"[V9_H*?PJ2\*5<].V[.G91VSF<# MN4@*Z@WYNHYG6I?F$7V6R!^.^-AP#V2/%PW%N!XKR%EG7!V ZKFWP6AOK?;8 M+<]NPZ-<^\,D%4
CK_?J9 #/L]P7BKVB;:6SZ]1@[J!M*.F[GHQC*ZGUJ[$> M1&K7345_N5S08A:+Y^'[XM7T=XK3YI/OQ,WU5]Q?U(/6L!K4-3*I.!$L!R:1 MT8Y+D9QF^F'R.HE#FCSX$CD@8[PN M@(/G)H!UVEOGDTZ,'PJU0U)FG:FS,Z/G&'X.-REVS;P[NP.71Z?&=CZM48)L M?
XH[3),9KAP/(H.6]O]K[\V6W+]5=.'[\R[H'_-PF]B"&]\C.IBU^3/1?EK_.-W"\.T6@)T8CE,N?0*B?2C(DF758L^"L+MV\ M9S]%K?CE_7"PRR4](/T6W/*-,H*?9]=NF:XGSSF\8TX;RB@1>>)D6$V#\,@Z MS9!73L1D?/3%7P%V(K#V]*K"2!M,-^VD(+<>"W8H'+5L
M]5:#W7DX\T08R8G#8%Q0P@(,#R4&.9-"@<1';$AQG!A$V$>WD%^'P-$;^ON M;C^S]K^[+<9;]?/C:FK1"%O-.,<"$9I<'O$LD-46?FFM)9I;Y57YYZA'$E?; M_2J/HN?O58?04[O1WU:;\-#I9?DUOO)@'<;+F_'T^=\M:_QQ1 M2@PV>_,6(\:46[R%8R-D>']6#SV4Y=A_+I
8;,W?G%A-Q"1[F9]I#W#@G.* M@C8"<0EAM69>9\;@I)!>!E_ZS>MN:NH@:QBM'W>>=E5!]>G:NX7U*H3Q[0 Y MS*4(C'#$2![B9)5!EH]$M' YJQ\HEKRO*;K_2IU[B4&Q4E]V[5]>33<2'$A) MC; >,0\ -3-"]+,7&E2PV/(*O.S41-6]1;*?6OOG:+[7^RB_LA MI9P.^P >
[/Q5^-_KNY:V8'R]-C*_TD9@:?,3F;1ZT*61R5U3I.,,]EE?6W7@ MVW7*ZRM9L))Z:->N94Z25C:QW.LBY@??T3MDF>1($!,8"%4I>29S=BS&B@_7 MKNU1=5%!V\.UMX;DKR=VL1BGL;\;?O+L+X$\OD:02HC3Q4H\B]ED'+*MW6Q. M5?;6HC150UY]#"K!,]]Y&
(FQ5)P@&30$NL1Y9)PUR 2#60*=>5PZ@]M[5[R1 M4W%!XTB$1(I:BK@ 2^*X#4APL"=>6R)U^;D/!XBZC.N1+J@YWO+VT4MO_PC MSMUL\/-\8Z2*L\G1(!02,OLH 5BSWDN4O/4TV,"]*S_LZ#!=M3/T-0'74SN- M8V[D]?"Y@122V*YZ^FCPAHU&/FJ/#8_6N-
+MV$_T(0?,T=?$5R=--)^U?Q5^ M9-=E<4IAX^ZERCILAV@=L*0QA. QR6U9@X^(\^20-H[G!TC,2YI,^:%V!4L: M(?BZ2].]G1YZSK 9C%D;C6)6(*ISZ&0X1CIRBIBP(]8DE7\Z[W3+54BO3]=V MF4Z#P,;EQ_"";^#N8\7:HQ*GD0DB!D$X\D9*Q*4%?R\?Q89X8
(35OZ]XW,] MJF6/SJ#U65$5M)!%VB*=/4VXWBX6UZOC8(23CIHHB3QF<,[+])!E@B+)9/(L M!6R".VBE>GZ\6L]I? @[DV8JOPOJQ.'GN%Q.XNJF>D2PE9@FCB++)55!):2E M-/GQ*;.4">?4$4^'^GZ^6DZJ8?SUUP5[SB'IE0'X0 M'QL"6\
```

[%H(WF3CE1NLZNI[\W1&ZK"7^OBPK:SG'=O9KX:&]6CV_6/1E.?G]Y M8[W"CR^/H;K07<7Z4QEK\/7YM9T\!*R.YV9TU",K7487M>DNXM'V4I!(^TA9T7&,'&ZH/GX2D4U+W)* 601S<:9U)'W8A@?=L(M7,ZNE^_&UHTG8.#O-O4(1[#7 BAG' ?$'9A=FRA8W&"UH-
(E&\5A7.W]1MTL MSA#(*2?2AI^-?+7S]^BL__?"YLGVZ;9#PB+.3WD,=\2BI2[;N]) YN*&X!V8 M"6'!51*Y#)$*<'#RY$8?MV-M! MX]_SOHHD@$K&QT75)=NDG0L;94CU]*XV=U,NZ!^&LC [^3FIYO[!KK&
M:4N38R@1DEM41H4,E0DE*7%*F'"A2S=Z.8*L5GIAE\3#;%CEM(RWC;:\,G)+ M\@-6HE/.O67W.#]19"Z!K^PQ"*[TLY9:6?X)P M?P8W:#);,7/?G%EKH11'6(:47X@EY'PP2%NB/-':B5BZ4=I.8AJ%55^U/STV MB^B@
3"]N9Y/Q\OK>5QEY_[*/[MK]9V\QD$3V&?)T]S:+3\UI H19R)3@J1(M2N=+=E-3^>YW8#@5TD(C=RK?OE\#0.]EM&:$>6XB9@YIF3CB@FF(],%KP#%0 MK'%,MOC(Q!VDU*W6'QI+)>3?!)#>1;N(7V>3\/;:]_GLQVT!TYH9(PE/,CA$ M0AY#H'A^Q2)
(L;$:*SFHOA\FSWDU)T"-S2@2NFA@=-NIZC>W??]QB -XR-& M+$\DYY)8Y(R!0UP3ZJ!/@H?2?8P/4]7*"(@:,6$_U;0,ME7GYI$UFDOI&0H^ M#Z7'L#FU)KD9E^2P6:V/WI\+:"N*&O78>^K_6'AU5T83A^/&=-B?(Y#AQRM- MP<\G<:6R:7C4B'(7^R-
)%29.&>0Y&&_NL4(Z8HZD4KF3+V7)\,(P+$5[HS%! M&'Z82Q.RT]C< M#M$[YVBRK'0$L_G]1MW(7OI_/@B]IYP;"$<>=7"XO2*ZVZ";C@09&8TU^ 86 MV<)\.5!5"1%9 E56GOK"!^T]_P>VAKU^(I@:Q#]M%O!M+I56CPISYGFJZ59 M^@!BMGFFWNHOY3.C]\':
[S.%SLT"/!8Z%F\IN<>I<(H9(14R$/0B+KA'1N11 ML32I9+&.I/BTT\<4G&K,GDMO)!*PX/+,*\N $YW[46"5D(@B$.UCT])T =%S M*NH>?B=H^:DU.E' #9QWGZ_=)-/^=@K[,8ZDDXKSX! (1"/NF$$F"8\@!I)$ MRB.7U>UXYUBKH69YG(]00K 4=I+2,H:BH1#P8\
M3Z3;EP%=8.:V#[^?Q8O6._1,X6A_CW.? MQL'#F'KEC$+$TAP,Y%GB3&"4'.?,L>0=+_V^=4@';T.('^W-JGCMY^MXSZW6 M44>G. J!AKRK'K@HS]Y]V@4AHX5]]%\$[C M=@YO[OB[]1] 7Q_2&[#F=O*O:.>CF"SQCF'D9)ZE39Q#5BLX0)0E(C*?I"X? M3?
6EMBX8AT/0LQN-LZCS4H +8GT/)\V7/^/D1_PM3WU9C#@+2>>&-"[F5RX. M&V2H\RA82S!-CEA2.HG>E]:ZT4E;H#U5E1<$V;P=O_PY&P%#TGDOQ4(Z6KF_L2&+="*8Y@/91W 7A/MQ**:,#V[6#CKC,=D];IE"TY MR:TT4W+()
).;@J1.2EQ-.8\L.K2*U"]5'3U44L3SZYV\+,Q8X]338@@!FE. M0%]P49##%!P'+"3G)$13/#U^D*BCP*9?*MAZ*J=EO(V<\49ZS9!3^3TW3Q0Y MD3R*0AD)A[V6Q;NE[3TFBZ>%?IW-PI_CR<3F;LO_N1[/5R]+[/1]G%L[YF* MW$S[]"J=GM\IE HJP66A)- =*:^FSTC(RI65<
M+C^/R'.ON">YB6;IQ\N="#QUW]U[;.2!T4B50,FE7&R?=$ZR!H25I())&MW\/3S>_V?^= MS5]/[&*QZA<9B50B=S>2V.>]/ %1I;7P2T$X%B1ZH8HWKCN>O%;ZNY9%R-.& M=@.I]VTD/C#VWGZ[:[V%>2#>AYB[RC#$K>?(,OB!$]>-"5@*6M]#[$AB740.
M!I7C(7FRWA] Y;K)0@Q?HO\ZG4UF5S>KZOG[3FW&)Z[SDQSE,.("/&QKK$9" M.*J=T)C1TC<&!TA]%G:GP^%9VX!RNFD :@^S-B8K=2V^CK_?L>*C,H8PCB*' M0 Z<%0@$A4^(1I:Z8843VFH6Z-S3B"=)/T&T+-'5N_NNV(E*T5< MS1HRX-
5R"C]HPV!;6&*9#BDH7#IN/X:N5MI\U@H-^BFH;="]CP_M82@))B:" MD; 2W%?L)=*P)1'$]8GR1#W&I8L;C].L65>L)R*.AUQ?];0-NMNFIM%X&P-8 M;DH%S9T?3=Z@#'Q+B3477O#B(\@/T=0LT'KCX'BH=5=*VR#;Z%"Z^3![I#$X M&)HSE-N@(9ZB1"[BB RS-%FO
_S9^6"W@\IF(X,S +&$XDXM(OQRIK-W1"&^ MT=A:%(*$X,%M-LEIG,N\WGKBE6H M'L-R5C__>P)QM7+#I>19)6]LDQ08!X.HH0JV5\@=(Q5&!,(JZN'W7/J[Y(V% M\4Q9G^_P1LR$D;)RUKOC,LA>9-^Z"]1/RQEWTU8#_>MND[C,H M;36WYEW^!UE].9LDF)$L:HQ"
[J'*F5,033]*<(H\YFR2*IZ9VT/.Q>2%.R%@ M-HPZVD76^@K6$8XCQ@E%; WB1&*D(_R,8L^25IK9XK-E]Q)4%UW%U'XLS(P71&B(LI 4-B M-D%V] M>9!&$_DFD#>-+%5=0 V?@9EC_(3UE:R3@?R9JA10!(7'' G(4:Q1"L,I% M(CPK_>QD/T7-YC-Z(N#I$+)RZFBW
V"7]Z_C.'-]6IL_/;]#2; M5[_7*T9H4N^821=Y<8/FRB\LQSA_*)IU4K$@5N"6&[]] MZ:9M5[7;FJ=9;\ 7X@E)HG,3BSS31C,&-BM$80R(,*;S.1/'DGU)=X1=4-@E MH3B$AAOP1KJQ_*RS6L(B)6LD(ICF,CP1_G43/"$OC^5?'<5]N\5]%\ MDE[;1G'.QX841/1.
(VS!=>,*F1X[L%ADE26"XB#2S\,:#E!W@0*N^JEW3SY M&SN>_V$GU_&W:+/D\K5+;_]WWV*%7-2CZ2WD1=Y_[P%<#_V6E0C&,*D0";G+ M!TD$.2,$\A%C93W#S):^_]U'S\F&Z/G:']+M8(]IV&C7LES+/KQ:WO^3V^N2 M$+6A24E$HTI@>6.N._82!6Q%
[M_BE2C^ENY4HBM?$93"US/K=59E-G",_AS= M\NT4)'>]&OF94U%K2!@\ M>UAWDDZ:0]7&&QX;1=+:)V0Y7TU;S&T C$7@7TK)M A*E6[+N8N6N@@[5<=[M(=-3X!6!$]WH%?XO)?#KV?1'A%@%]M#G.!W/YK#)8NZE!G]5^;_5K]?9)Z(B
M"\I@9')K4,X$0T[K"+ZE,XHZ",F3W^]J]?IN2\CI]^K9N>1>&53BOS#>RYS(M_VTR!W;;*6<]BLG0W'06(Y&L36>B_ZW(R.)($4)SCG/ DRV#FDHH[12V.2+YTGWDY)Y?%-)VOX &1Z MB+L!T&P8V\S(7?F7D39$3$$$0<%[S)"7226)$?;"<93HG6B,>,")U6Z(\86,NK?
BIVH]_W6IKNH&SCV MMH9*."3B.1!-F*.(BSS-DT>/7+(>V!.]+BC/=HO90[C"7#ETDW2!: M[AZ06.\(809932-P81(P(@25%/IDX.=5'R8[Z5<.W32\''7#EW$W0!HML?! M)$IMC%"(*"+SNR"%-"4"Y:9[DOOD52I=TG YUPZ=-'S4M4,7<3> F2W)3XY!
MH=@RI!2874Z]0T;*A(QS 43EH])Z4!^F_KUYZ2/I1"DWAY.-K!0-S 0&0624 M(D]W#IF//.>91&4(@3@REJY!OI@R@DXZ/K:,H(O +ZZ,(!(6L% :10N$]YC\.%O5$;02=4GE1%TD?O%E1$8A:E-1B%N GB&AB1D%0G H9(: M!.%L8(=!]5+*"/]":EBY-W?
$/5R3HG[^9@\]K.YS>Y3\/MV.P4I'9"&(23L(@KPR$:"!QA#?%% M)#ZZXAFY??2T=,[U5/A>$)T@_2:0=/O9-^.IG?]8&\BL'NI(RKQ,PJ.D'8'# MF9A9P54[A+M<[OIQ:J'LYKZE M!\ER'LW+P-E.IZ0+'-SK? _B8W(.:1CBYY%B2.LG2&IVRV$US_)U+\:,?A M[?2U77P=@5T4
?R_?,D>\R-[C)QE&BG!.*%,>)H.1U8[EZ_OK9RHT(WP]8P, M&W!2'G?LN3TVP>-:'9RC9 UU!&Q]2-PAS]7)$9]%7B6=NP1QE4H_]=Y'3WUW MI1" B@N_[AW.D\WP:AH>,[8ZO!>+ZWN/#/Y&EF1VZAE&0GW79C##-* N+L4+>CV;KB1Z;2?90']PD_'5[<@[
M.PVW8Q4+.44=OC2(C]27TV%=IB#!>\YI$AN40MQ1AARU%$6FB>)*IV!*)ZR' M*1#[L/P:YZ]GW[Z-ESD(N>O(R'VR&L(%9AE&7$4.C#]%H])"1 @L)NP+W:DD5,WN:V^QC%57VYRBU@5+2(4>9C2B3?S@CWT7.S2%E,\%#K5!1:A1]?B<*3.7'P189;
[1QPE(J_[8/^SOI^.B, M? >!7UY&7A 03/(H!,$13U@@K?*UETN!")HBQ_J@M_UR,O)=5'U:1KZ#W*NV M\^Z7&_; 1L(2HZ!S7S/"(5BE.&>AN34&!)M". RK%Y.3[PFK8>7>P"&WM=*7 MDLP%S0^56![H87-/\'XQ=?.=-'Q$-HN$$T1"P5%1R4CQ'GS
M<),N+/R/=3U%;US\]U;ZGG.-$'32 J .% M<%%K$\#7=]@A[A($DV"E(0@ +H--7A9_-]AN&6))O7>K1CQ>"<5R965.U%I(MX[CX%+_;F]4F_) ^SL=3/_YN)]MG,21MI*8^(>PQ0]Q@A8P&QU(Z9I-FFLM0 M^F70]337#>D&!.99E=F ->S
[]OIL_D+S!CF4L2(@>,)OFA2R#)@-@]>X)8Z MPLR0E9.=":[KYK4!VQ/5>&F8S9ORRY^SD0,@F4C@%)%. H^$(JUM0%;'//C/ M)*F'N OK2N=1".4O':%]E%8W8;3)WEVET$.9R,/Y\$RF*CF"C10(R^#AO%) M&1G(BF.C')V;1[+)HZB;IBE'*0D3MQ[9@3EPMBHS>
(:@P[,7](Q2*) MR!HO8](Z&4I/!-1> NI8],;05DY)+9NO.RXS4Q^F<228T)@PCB@'X|\=3D6@EP8+Q M8:N8VWTDT47OQW32[2+]YDZI50V3C_E_'CPW)B4$K5(C*Y-%B1)G@J(L%I]C MVMH3B9,5>_B!1!3C6I;%A@WR5FD+ 8^@I+(<]Q PP\D M.NGXV
<2701^<0\DI"**2W#]C8^K86D4 HF0"ZP]2]0[%IZ.@GK)#R0Z]?]D M!Q)=Y'YQ+0NQ4=$ %2AZ"X%C2 YI$! *3$((00+\XG $_V*>1_0%U;!R;^"(MVUK0+;R26]] G*"Y]Z()R%"(,I/GU@:22 RE/>?VGD>4=H=.EG2#:%GO+J$M M5L0)9$D>=DR-0,
[(W+!3<"V%D:)XBZ*+>1S128R+5TA=SN.(3AH^ZG%$%W$W@)G[66,_W=S_]+_' M<0Y$?;UY%W_$R6ISQ:B4,K"Y:![;P5E4R 4/?@R-2CCJ8B"E&^L>1UG]_CXE MCZX!M-$2QM8C[E97[<_Y6V])Z:6G7(M\)9X?V%*PZ,1QY!1)400B^-/GQN6@ M=@R!C0P3+(B072
LKJZ6L/AV^OUZN5A)C*Y-MZ/)NQ@E\I*N8A>*K(:((F&& MF<4$$U&Z"GX/.8W@K#P(=L'M1(TT *Y=G6RUL5Z&G%$FFH-X#$80"T<(5>$L M8,0$P8=HD]6W+?U@Q;W#7GSWDW=SL-G,%_^24O0Y9;F1,F9$XNB214K[!'N" M
IM86N2P2DQ$X:TI_4"^$X$MW7;VA,31^?Q3]=-4;\^-1K>>>ZGRT[?D@'((MACS23!C$O '6L,+.=.[;V;%9\-E;T_=!2#$A-F"%]C:LI2PI*5E"S*Z:"("Z M=0H686NM$2PX&DMG;4_N%GSVAO6GV)ABTF\ 29N%=_?>W8@:FRPW$#LH0(E+ E1I730,KS4WD@H"
MCEN>AI4G$CL6D6/:(*6\R,,?N6'#.M5/*3H*5/(E@*]'!AK TZ|V/%V\FRT6 M+KYFUVT;L(Z.T%!)+%#3PPFD0R%I,D, 1O&3*5/F!\0>) M.@I5ZI)0558/IXZ'&K+(>]-,W4Y#[@>V/#A] MERN5T.=.:/04;MT;Y]\^_0H[Q!78&A_L\OEU_CGKV/G9M/%^O^M
M\W_$1@GR(4@S#4:61PH_\QZ9A#6G(A@2U'X/I_M'6\%*7P7/SB+M!D*P9Y;W M(:)(/ HGK4,,HDH06,PY&#BF50!9*>L)?=HSHKQ'\ZY3SG7 3G7%SJ?"@F\! M0O<[[G-<+B>K*H?;^XA7?UI03'@#\EP]$OYHY\N;4=*)<\L01KG(:
(Q&DUERN_=AS5(VPFKW;3R',:I@$H:P-G;J9]] MBU_L7[_\9;^-IRL=?8Q3.\G-,"% N:NG67$;PTAB#AQZ IYI[]! 5B\TN$!6 MTJ2T5"H4?_+4D<2Z^=^!L#>DFMIM9/-Y.?/__CJ;@,H6O_SG>KR\.;VMS1%K M%LJQ=*6^4([E]E/W%^,^.LQH"HBD/&=:Y]GFPBM$E2
DDRF,*3K50 M=T.7/Z250'^Z>3VQBW78;+WD*3\M5$[!EE(68*X"0R8ZBP/AAK+214Q[R*D; M[)V@]Z?6I13(&SC?/D[L-+^'7UWUFA2%#WF\>[:%7-J$; 1'4!#-));:.%WZ MV=SF]^OBHYA29X4DW! Z[F9S4>.9YAPIV!VP9W+;>^\LPD*ZY)E+=C!\M/"8
MK;\F=T"BAU@K]QNAF.C5]OCP?27U[%GEEP3Y30$P=3=Q+9K(G7)Y##(#AK1$ MEEN,DM/*,L+_]AXQV?>H;[6!B#Z*G TIU?HPP1L,;3 1\W@"1QAB/,^CI5XB M;7-OG9"2\818<+Z/@L;V]>O>^I6#0P'I-7!\K/J'KN95Y:-T?;"NK*>*.!*> M$L*&Y$:BP .848E,8)
[!L>M*7TQLY.8NI@9RNTH(_L&0+1)_WIC<2\2I\(B M1E?FD!JD P3SRF"]I2.>F=+YTN=45/96RZCW:8^0TV3= EIFW[[-IBL^7MW5 M"2CKC$L81>O!: KBD&8&;&CVWXS 8#5];;0\HZ)RK>")>GW62N8D(3< DU4B M]F%0=0C.<1
#,S$B[C1!#FPL$HD0%;AUO'@GA4<$U,TT#74"]9=Q P#Y_!5D M[U-^1 1@ST]EU^J8V^G5;7>)GVX>_L['VYE<*XX?V)Z&)PZA#L9Q0AD*$0)' MKO.H0^? @Y>2QLBU];CT .= MP0!*U! X('+#,9[@]' IUX[#KQD33.E0>K+O3F(J^UK5<3(;0FEU[P@^??Y]
M\>GSJYR<^P@_7=//*>?>2(*(R;?R)-=T2]&0");)"+&O.>+F:.O2E:.\5B!4 M1/(-V*U-C_8AA1P !5)HB'THA]A')(J,((1(*6)1!)CB[^(VD9(W?].H1RZ MTV5>^;W'BO*'I[P?Y[.KN?WVZGKY=38?_[\8;HLTR0C;&!-S%"F=\C4; Z=" M6(Z"T\XQ:KP_KHCCP/./(\EI)W3L]?
39L!IHP!I]F:_:SMVLV%O9\<4K_Y_K M,5 RPE1*P0@#!I0%406#G#<*I6A8U,))")$+VZ0]Y-0[!LN!J;3D6P/1JECN MCI/<5N>W"'LDC#A76B67D#+"Y-:%%NGD&?A["L-/N(>#>T@T[:"K[@W&P+ J MH8L&\+7=]MX.2!U/KQZ,\--F%V24**.*N8@,R;W!?/8:K#'P2X]E$
+3IU.2 M"Z1K^E);U_DJC\4SZ:UN.'@P0-H5']V&OQ#,3*_MY.W4YXT,WT[?7^>H!O1P M>R3\L.-)]G_?S.9O%XMK._6;/1!#B(D:ZI#"AN3IB?D!#D[(X(B)Q,GKI_>_ M6Z+.FAS4K>DM!_E+ L)E[Y?,? RWPAG1R)SWW" 9+,Z/AR32A#ADDN!!8A7$ MTQ[F_^!_DZ*Z[:2:PG-
O1;7@<9S(^X?KY6)HP%.N;4 #(W!<1 8SC'A3R M (Q'0L= 63 8=O"Y,RA=F:C;U6H_Z2]EGO#_$> M-Y] M_,?,3V/=V?.*"IC Y<8SA4X"];HTBGG MSD0>!51].4 =5DN7;&]7/_P1%_E9%KA#XUD@(ZIL4"Y%Y""R15P;#)*6'ED9
MO698=_>4]U_^^CZ>KQ\#9LY'7E#BDDR(M.I8#8D^1H^#]!R8,*(>(4+S2IQCQQ^4!\(5!^NQ];0#/]_E[.';&/F[?VN_S MO+;%,MYNX,67&9Q7FW^>+R+?SY;_BLM/T<^NIOD&:*,@8#%REH4@"4@A,8-X M *VX2"5X443X1"WVMC36S\+8^16Y,!OM[ZM_+?
(R,'WAQW M5-P&U=Q3CTQ0 3'JE'-!8,Y*YU7.R^%QN^:",G\- Z2![7-J4/XK_,7EXNWZ M@/UU/ELL1MCF!M=:H)@D09R3A)Q/$ADOF, V!%5\CPS QG$;X8)RE;55W0#: M![,%(RZ(MH1CQ%@>CV4P QDXC[!/G ?]K/ 7XT0=A_P+RHRVH?9+P?^KR6]A
M<9[8]/2T6PUN6E^*/=1AC:Q+B3"ID+,>E!,CF %)#4H:K $+6+A8NIO10*P< MA_T+2)&VI/)+ZHQT5Q0[2YLO[?,T1/C#@MV2COK.8!V4NG,Y3%8]-XGWU<.S^>EG2^;V"V@ MBA3'.=.<'V$]9#/N@_"1\<8'#Q8-O+ /L[]>)$KI=>R\<('L!D> MD6 \X@J4Y
BV**I@)94$1UF\E>R9>*M[,#44RPP"AA<0W>R0RW,#8@76GFN" MF*?@S09#X+RE 2D%CJRW$IS9UC)DQ_)6]_AI?Y..#^7 M=9\C-K1Q!@;(WV<+C1*77G 2$&4.O&8E)'+>!F14I%%9HI-KS1<[DK47<^,V M",+K;,A.4"/7"],9VZ$D,OYB[
MO4O8M^>#YM_H3!4F.&K %3)$T=QQ2"(CE4&$$&VP(C&&L_?F/..9>@D7AY>P M-X> V]_FJG&OQ)2*V%K"D, *PND$@?4]4^B-%SAJDYAJYCUB$8[K-O5H*' | M(W!>P(%W^Y]K[1HT@X,44(R2)F-9^X6)$%:P7EL.9/*EVY75Y?CNKU&VM]F
M0P#G!6RS5R&L7@;9R<_CA9_,%BMW_$Z/3N*@E'&(8<- CS0@S21%6@DX])F2 M#A=OF#8D0W5[EC2T28!4%>ZLG_F1#W C9E9V]YE^3(M*'H(E@.7?:79[A:NA,^7N[.[VT0R M4KF_FLQSR;]/ M%A8WILY:P]DP=Y+)"1("H8;1+"+H)^!
[HO=P]NF'#=@DJ4MG[F7!U>#O,X3(,7BQ,C!(C8\[V MFEQC)9D']"?EE)%4"U[8>A5N\/(P)//0/MPYF_5VI":QS"GL*"*1@R@XAQ// M&X^BHRI0:I2,Q2LF2A'?5!N7+IAZ9DRK]+,!!^;Q.'3OO06R-<(4?"XXCSAR MD2=$C9'*&\Q8\6WYB(#*><\Z()B5TD@#
<.HON#V#]K%+DH1$$&&.(TZD1T:! MYT&,PI@;EC0_>S>3'GS4!?<)L.K]> ZMXQ8GSUNJE/&>H#SD#7%&7,XJ6F2< MU3A0;*3%^QW%DR;/UZL%&5S9AR;/=Y'\)5C(7?)\=]_WDW*G@A8.*1D2G"[8 M((UA&TL9,\^.*-%,=Z=WG6;:#U1LC0H1S+H$9E;E>A<#/3,
8*:.#!%MK@F[FP55' MWBZTA/8E[<43P/:BC\3;Y-F]7#RA$+0ZBQ@3^?&:H4AS:E#@.I%$2,2TF8BL M(V\76NWZDC;A"6![5UY#XIGW<]D0T(N<::<#HA'HA"7GD.0H1V2*G(JG&;& M-3/FO3M[=3O"_;,C3X;YDD* M>3F'8Y]P<; F&__LQ1/A5KDUSLX*LQ-
=A6=%72/B5:)14&1XRDU,C$?6>(:T M44%3[KQ^VL'^Z&<@I6F]T*COM"O.-I'PHD.X>[OQY%79*N3]&<[9-W8\7Q4\ M/IHX@)G',6@4+2-9?!@YSCA*/AHCF//L$N\^NXC@0@/"BTE!# ;'?W;S;?FR MM#@X82/RS*TFV3MD.8^(!6L3S%6H OG+SZ9]),P&!(?M'[OT,L
MI61BA$,8!1X3]#VRE85CI]$)W?])7NE#<;7A1[Q R74+@9A M+_IPWM^%TGM)F539=#&*.#,*6:T],MRG*(Q/[9WQ9Z>Q>]%'<.O)M'+P>M&[ML'MKU<4H>I][JQH$@82"^ ()' O/"(4@\NA,BGO%UNRZ[^RVX9IH2U%LHBER\:.<1*R!K-$!-$J0!B3$][
MS^URE%MD[Z6FQ\KO\):UV FDK9SR^P2YJWOZ8;T?:D+(E%&*>!05 Q=.9*5C MPY'W\#'K5$Q/6X37:^9_*K-UI[6UX&\W#[&_XU[<<&1&7$5+C.3($8X1ETXB M:RF(SF#"M60QXD$]3"OQVX_W?Z6]+V1^^+SI3K0.\2T]^:>ZB2)]Q09!EX(M3WF@BF0$)>L9)UX*
(TE%?[D;-PVXQQ>S81M26R<07G#7YF?N51;#=!&':^!\ MZ(OGZN7K98+FY[QF$2+%?>HR # MB,4]B32U%LY-ZQU60D1:O+IH"$:::O?PF]"\1B:C\.3CUTT "@ M\A;[D#[;2;QK$!PY-432@(Q/L--H[G5-*4/@_8 7;X(BH72'M&=$- F ME91V W#Y!)H KY"O/0S>-V3V?
053<.'PY2I372 ,@^Q\DDSU.:AM_L_-]Q"3]_S$\"?C@6.DN) M(4ZP02[(A(*W!-Q9$)DNWK?X $UUWP8-!Z^BNF@ 6[_&:9S;"?#S*GP;3\T=%+A*,+JU]8.A[+R6FD M:F7"GX=<9O!,)IH@9$_@+W!"(K(4PGA#F63@L.9A)*5OB\JRT,I0@U8"TYH(
M:6"#K#F+83OCZ\T_RF^Q#4L")0FL\15#F&MD';7*!V)I\=&=QU%6^7ZO)GB> M#N$JK\EV[K]U?R6>-#;).HFP"Q9QYARRWDA$K?/)!$9,*-UI MM=Y:%.](**^TY1H'&/ (CB,-IQ1X2S%A(E+TH71#WT<$5#:, M)?3]U,+U%_)[6O+=!%Z4@)ZV_=S/=EILR9\M4-'5A'8#
=!GP>!NTBL>]ES3@P645(3*'PJM=O-)!57 62#;.[L MRA,PI(.P2'FJHL.6PIX:V 4XWJH-=K$S"*).%W@#(>I3)M;[8222 ?!SA806 M!G&/";)8*F2ECYP;YV,8&C=K4NH^B3T+68SN9W*PX'O^ MV-Y?P[\>Q\4O?_G)-9S[607+K_%1:'6N$',@ H<.0\|AUZ%#50@]"(T4(Q)X
M!*VV]QG6>6R;@4G4#$YSQ%\!8Y:C3REEB3I.9.EKZ@.D1371PW YZC0-U3 MDPT@\W7N+3=?CF&S_QS=\H&E=7F"]EQ2'_(=" 8#P""T!9?:H.19'O9)>,*E M/9$#)+6(R[[Z?U9)64X9;=Q/W:5S\]NDVR=K=R6B5%@5L$581@^>&"?(86T0
MP]$JG>>*N=*XVDE,W=OW01%51@%-8.E3!"=^G!\SKICY?3I>+CY]_GW-CB&6 M,A49$AX[V!H)A,040=I@;R*W1*?2:<^]!-6]31\44^44T02N'FV1-1-61R-E M'C*?=.X;8P,R4EM$":?1$R+3TU%Y9:U3"X61Y[-+/83>@.=THH?Z[KY&23]P
MQ!K"*V4QO[U5=E9YY"&XPD+ZH%WINMQ2M+=2^WCIL6X_,%S^)GCU;78]78X" M#AKS;$DT58CC/#C9!H*B9S%YKT3@M*T=<$MXBZ'(T)@K"_P>-"CH- R=!GMO MY[G ->[2$"8K_IFDA
MPF1*)N>?!4@F6HC_"86S2B9!N6.)L]*O6/\6::$NB!LZ+=1!Q9=__N^]IL5: M_B^%3$^!U^T5_$K\%\9XP]I^ MCM/Q/Y^MHR+GZ\CZ%7D_U:_OLM94*FD,0*!W%C.@0@PZ[E1".?!>A\TE4\< MM"U=?;M_MR7D]%7U[%QRK_96,;.&_TN)O:S)_-\F:SH829)3B-
FDP%ICCHQA MV1>5S@@6'0WX,*0Z?[?NV5<<4L/*O?KSUW>SZ178O&]9;E_@WZS,M^0L>0Y' M?![PB[AR>2Z$ 8^0A2AYLC&QTCW*MM%1>:)\.U[4R4IJP(]ZRL-Z6T(HG()/ M! 6/02R!N?Q6G"#BDM:"1]YDZ9OH[934/0E/U_!R/00=P.@>1*PK@VLC#H1
M.*5!)!8V$-8,N0@'-PTQ6D)LA(TU[)U!"\Y3"0WOOQ_H(>X&,%,LF^U,BB9] MC$P*$7%-\PQO;E!,\+N66A&>#MJHG39XUZF<9K@IS>VI1IY;9#]ID.&6HRBM9HPR3GWI9U)'$]?B*X(SHW<8 M1,;;;]>"V>=87^U=<\]*[PVK)&H:*N0]05]N.Z_\S#1-G[PAK*.6-6*)0"\8B3
M9)&QGB%O%8Y!,P<.0>']NH><,G,J8.EUZ\>?XC2F\7(DF,4]LH1,R/63Q,/F M@6 /\108\9(Y]O3&KAR7CTEI8<3 Z4C8/IOB-+FW7#7Z:YQ=S>WWKV/_=IIF M\V^K)1]:?,R/RT_YGUW'GV[N_NI-;WMSRL<*&:9B_!:R8)_C53ZO/L7OLWGN
M!?]0%XA)L,X*I))@$$)'AC2#\#Q(#6$Z95B%TN9K%RT%AY]!I["\^9]QB/=2 M_LW^[VS^^GJQA&TV7_QT<__U-37KKM 4SN;D"81P)#=#U\8@IX-$"C:A8$X; M0H8K/^U-=N7"NQ+8VC.Z["S*K!@C+.;+T7US_@?#82>KJU9'@ 66>&Y9F@MW
MX531,A"$*;!A38S,')7Q@*]LH!%^]8#$O02T4M1Y)AC,2NND-K!N1;')POHZ MUH+S("RAR&M"\DM[C+1R%!$IDQ A$N:/,G6'@+6+@#K *]C866DI5X2*SYSZ:_WU<(&&)%4#&/2W:Y>QA'VE",I%5!6P:A M#"G=PW?C\W7NE\ICX53)-@"*9\?MH\/VX2Z- M0%
X13FPMS0X0 E>4Q*L(Q M,)D]2%.ZUO!(TE]I=#VOXS*D_A] Y9]9V\O>Z2K,^)_Q\NL=7[>7P3D&62PB M_%_X8O\:*9);*W (/IP"62H*YIAS,,R,R2H]E7T;^W)!QKW5ADM$ A.Y6(L@+42$@(BZ%!251I;.'NTAY_)O
MM#!XWDE71$]M0BYC6)#H3630#/RE"00$140@WN-P)UF)H#+XO E9B[R*D+ MN6(J/P2EGO)O $H/OLTSIM;Q>^[-AA46"&,/_B?C$3F+*7))!,N])%]4[KYX MD*C&8-57_<^&"I?410/@VK+_?HI3__6;G?_[MENS4D[@X)%0+D=5*D!4)2P*
MS"7+@L24E]Y.D33Y=^>%#XD^VNL203><;>KR8(R[BQR$>;$Q]4P3$0(Y+ MIY$!=I0M709PB*&C-M)"#@(KQ/4T0"#MSLK*UVX,(SCF/.]$/! (J305' MP*%A*)%(2=>E7"T=1UAK03L%"MRNW"HJIG<[>F;]E-JX&NJ/H"#BR/A?U8@UB M(B28I)A5[*BKH$'K),
[P)/2\!V8YG=0&ULX$H,.8$PQ>;&Z2A[A+*:T:2!BO M: I$:'%<0?Y+]I/HI-BCZB2Z2+F!.HE??QHI[52BWB&2M+A]3&\C;!P7@O7P M1U&Z?2Y3MSJ)7W]JL4ZBD])F)TFP 2_GV!R9M$QAK%8S=>$XY2[_3(<'5/1A]OE7_UIY^'+^!ML MS8
#2]B]T3&+W)O[$E#5\:G3[E6^K3SS8WK[BV+UB MWYY-&PO^-OT^SHM^ ;9_@C_\=Q$RGZ].9=\?U,5]-Z5C)%*S<=LF?7'Y=18* MZ^O)FE7N?OMI:[LT&M'51_CLLH3E95W1%2:6'C+5Z#FQR_S.[)S8%XP=UW8/UC M]*CJ;\'CI-
2L/@=2XU':TXUJKQ&EO9V&\8]QN%ZGF4Y1U).EZ@9E^V4^.R2 MVEMI,GF@Z^[YVDF;:-N"U32T0^:SXP30P*WH[?Z_J_@M>\/Y>.VZP?)1NVBO M4!I0UNW@&KN((?M <;I8RV]NIU>K!.3BIYN'O_/1WJS:^6=F'CB:AH\3.]V8 M/%!6YX.06+
<9X%8P/'W(,*!F&@#>SMGQI?-S.[]3]RW"D-K=-PY[FZ@;@,.* MME??X?-^O$[@7'U=+CZ_^O1Y$%@<_E[=*MPSPN-HT=>=G_+I\^^+3Y]?+3)? MGW_?ZO=M&56Q_5_5+1@[@VX/R:NW*B>#!,+@SF9>RH?"=PL?HW SF*?8.QA^
M(I?:@5=4#C^EK;)Y(65/;+7W._ZHQ[NIX> MECI*.0WDE9\QWX)&?@5;O_S9+N,;.Y[_82?7!52S99O0-+'Z6ZN@GFXX33:C'5+_-5UF>@0]KG]Q"$+;M>]>XSIZ=8MBY8[7:XBWXV-^L^
ML50VLI_BXNZU0SX#3DZU;%NOFK[VRGUVE!#^UDFP0;R38Y7R3_KKG_17)]V\ MGTW?QUD)I3Q>]5ZZ>)^L9P<8;^AY_S#_LIC_LEB.;YM+EGSK<-0']M7[]M5]%[%5UO"'ZR78^.F] MPVLY4[I[U6H%P'UU>5! [1R [V?+?\7[DS]6*L8_Y@/5ZH$+')8'Q599PV]@
MT=DTWG%:(B&Z8\E]=<%]M;A?-&WI]>?K^&6V'B27']NGV=RO7.M3C6V7[U1+ M=A?2\#%";%#M?XQGD_4 U/^>?8NO;[MMO+-_#]'[O1^KES@OB8!CY-D@#(#C M_US;R3B-_9KZ+_;O]5#)DXLE>GVP7]J^)!R.E6M;D S-K'3-<%OOWW/?>" M
3>>C)2FKKZZR[#5*]"//X:] M'J\M5?>U4QZR:?R]K[&&<%]2P2LV:DL.RGNUAO'Z1#Y#TOH@ZGJY5 M[T5[1Z7L$,(_M8KG/&G^J4_\ISZQFV["_WZ9K+>Q4[?'XY6]E5'MVQU;F:VM M@,GDGJPR6^/IVVE7%TMS5Z^6IHOI'Q8V['^X%]]N[ZT6R^D7 M-WDSF[_Z/G&3?
\U+Z*SSUVIZ:KLT-BL@O@;4GFD&%A>??_C7BV4A[6Y=M*9G M=Z02]PFC=O!36D^]=33,1CLD_=EQHFA$2Q_G\^**>KIFO?W40U<[!%+[ENX_MRYM7?\[#(I-80%7;UJO7)_LHL[='!*TH9V!WI,MWZMWC[5'3-FU>C_RB+%? M_O*3*_"@/GV?+\-
S%DKOT.,^5^^19D>==Y9@9=7_;_[+-+S)[2X^I'LF?IU/ M,^&O?\S#O^8YEQZF5Z^FX??IC\4R% ! [X^VL?6[Z7=63MB5L9+#]J?3-?U/ M*7W*#S@;_Y]7.,_[?[4-H]$;+2>+NS)<_@ &KWY>;L4[\ %_?_[C#I_K5] M3F$9>/06;SM6Y-
7B0UJS\2&M$'S/1F%T]/YHM6>>Q6U(+V'7+F.^(_R6WFEX M?F[>&KXWD[#B[?5L&A8_S^$GI9!3B(1]#TO+X*BL(BJCZN7Q+*4@5>+[U1ZWEL%30174'FT4 M;:Z+.SF5N;E.M4-G7R)S"Z.U+WK7U):IE7Z^6KU]B]/*+UM[=O]Z]CE.HE_& ML,;0R2].M]]8+__?3U]
[Y5*[O Q("?>U6!]2&GM8]\VTS%X[O'H]$]A/ET?+ MJ[;-C''^ZWQV_?WM8G%=4*/[UJWF^_:UHX=E5-NB?LU=^L,]H:6TN&_=:AYG M7^MZ6$;5]^+LRVQI)R6>[SU=]UJ7E-Y[;]LLZFOHE5]>\GDYJ,=AT**VK9D MM7XH_?6U1S*U:ZIRRATH7$6-
A4SCKC6KM3GIJ;@#L]GM=MX5]+_Z<57,-NY< MM%Z'DKY>Y@'Q-*2]%64,%]*D$K>M7:^]2 %=[A%6"Z;TGM3B!G7GRO4:@YQB M5P\)]GJ=S_5X>9-'F]R*$L*,;ZM!?#^/$Q 3@=M2VNWX[7]0GJ]NY\H:X>- M3\S,'XO5(;(;_9U-@$I?U]6BB2[?.I>BY'>=W=]1-
F<_M_'Y=NIGWTK=(=^ MU ?J=1HINO=8FM.P\|NF8?2I)X/':7QINZ.>HBQLN:WF)_,^?KR]XS2C_W& M4?INZ?:IH_":V^0?EE_C?.#]O?T;1ZFZI8NKCL*KO:NMNY[8^;OQ8EDPU;U[MU:/4V=)UUD$!U5;@<\MRZDW(CB6/JE9HZ3)KOVBJW_S?&?_R"CRT]E&:;.D]
MZTAA553IW=3S>\?]W6RQKUXKV85;$;'^AVM-3I:+N]]Y4.GVM8]28BL76'O% M4M[W;>>)YG[K]MBYXE+I:NH#:)Y;:'6]S0Y4Y*J2P;>L=I:^6+HSV"*6%*_XB M4\TV%SI*02W=\FP30W4G9'9RJ>3=&D?IHZ4[F"?,MU'F?;(ZNM:KTI:N21HL M4YU-?
P7'94W8SW'AY^-5&J90G>KAY8]28DL7(,>+K/]Y%,:9+COAF/YXX*Y4 M^OG0ZD=IM]6]D*,%5OM8FRZF/TW3,C\A*E9_O&/-HJX$M'0KS7YW+GO*#?3]Y:MMH>Z^0B'!5/=4\A4 ME9C<^'BE:N_IP6]AO125?QLN3W>M'2U5[''-]3*8\$4%DKGZXGD6 G2/9]
MPNS[,H8W$WMUDGIVK5GMD7LW/1T02?WK_"%TMF?9;]_;NZGML&";(KNO(C M&+LL800?+5?M17L?0[A-$ T9PR_S-]-E65NXL62UM^S]3>%S@;1E"0LL;/>] MU9ZQGV0'FU;?< P_S:^'0I?R!(^7;'>R_4^UG"')K0U2]_?1_/2ZK]R8+U
MWJ7WT=1V:32AJ)^O;PDKH*+[I>]],N^CG*<2:$(MGZ._GH^7X[AX=77UZH<= M3TY^W!GW7KOQ/LH;*]L+B,=_'$V&7M@X.-\Y@=,!S_ZS #IX-UL%$\';W[] M&48*Y(6WKW]2TF2]?-A_7V.--RI+RJ)\.VT?E^MER36N:^ M__BO-'+]?Z*>]\AO>
(N^_H/\@[.+^'__S_\/4$L#!!0 (/V 9UF=6_N+ ML@<*XF = 97@S,3%C97)T:69I8V%T:6]N+7$S,C R-"YH=&WM6EUS MV[82?>^O0)5I:\|(LCYLRY$=SZ1)[MSGC'9!<6AB#! N DI5??\|" MU(L1)DB<-"B]V#FFEMU-?%BT!LM-
2H+Y/A*.F?'9_DQSWJOSZA;#1,AH.1'/1RV?MO MOP53=(\VSL\UO6D5]NQ,B..PGE8T732G1AL[?M4+?^?^?# M?K=_V^WM#]<(+]G6O8O=P>IKK_,=6:]RE4]O3"E,+GZQJDQ5);7X<$-I[=64 MQ,\Y>I
5O]36U1).>H/6="++*Q)O4R\^U1HN]8>RTS\^D(Q^)MTZ\S4S%.VQ]G;]1R]%I@-.;<(S\A,1OTB:R)-?Y^4;3/$0!+8->,[^Q MTH?P\'>O]7CK6C^VQ7]]K:3XM[3^YU?&1D?I@!W8I6G MMOA8IEV$^?6^K&ROPCSHBA^E0W 1OF(NKDLSTY1=(6PAVC;&.#.8L31010PH
M52ED.1=UZ6U-BP"^K0&BYY$UJA2E4V-JAWT:'DE)R3MHY=RGD M-87MOAS3X5H&9S"E#GK;\$&J+/05W4J8PY,.?#F;J'0B7,T?*_L966H&X044 MRFD(,6OZ3/D)%N@J< [/SN-6<,UD6.849IE(YNMA>_'1/ZOD#D&'8-1ZQ6JFH2Z M.U,#N)GB@=O)T/3]E:&;+X\C-
M1#DFXA7?A2AZL&0^@Z+B5CVJP-^E'P^.NZ.3ZN_@VQW=%E)OR>'\A@)"5+R M.&[:K'*IK-WN)BPW"2'SS4Q1P$QM,0 X9:I<8"KTHC*,PZ7BBN/6>=*2E@%* MC8*MX-!N.)0,%?@.OCBC51::M:Y.G,J4M(H7H*+.!N8N>:3:L?.%O>B"4 9> M,X[@$ ZTP:A"
(:;26DNF8RPK.+'24%A$15XO)/ M(>X(QH0]9=L9\G%T['#'> MVP]4]8?B-]!\V)H<-7.U.*SO#"Y"0\IP/XCA$H3C?K(66 M8KT#T\6?V\NC $D8@J5<+,(24_O[/=B%B^6R-W&%F3]>UHMD4;N&748QNN
M!!#%$[R@ZHFHRA92&A.VF7@^/S:E3FC9BJXG\W+HTG3VG)ZU[1HRZB%<1[7 M^>X7QG(I!OHSWE,0!_>8Y, IF.A.[\9Q'HH"WY5%S62[\.HU<3Z9;"S1P6 M<$U9(/<0CX9XYSC@7I-NSL%W^K?_"9;_&6=-_NII)-RGRA9@;Z\8A0EN M'7 K6+=4WW !0Q.%\I[H ?
I.#/2=VS,%_\[@!X E MV-(Q&^,_UYF+O41_U@KNAWU3E^$^+4?AY:CQY4>-MQHU$6[T\$P ?O!1,%6$ M[#*N2SY9R2O6OICC13$,%1WX0[;XB[&DS#55.?Q(+V%A&0&0T=+#KH7?TU-M"!. "*5;.^]Q@QB[NBAPQ/A,83$-]V^]W_,^&D/L90LL 1)S2TV?QN9I[N
M=Z+_&6?>(U.!4<5/B%N1D(WNC=KA0?.>>+E^]/;AS-@XD&#WD^W #RTK1^/% MEW-(8Z7E?*S*,%HP.@4(9-%IN;1]QGH^[H M]8A=\'#!9XN)FP?@W>#=D<\VVP:GW;/3TWN;>]W^%[7UNV?#X1=:WN_LZ5GW M=6\WAXY"(&(P$&Y7R?)-
:]A:&%0RXP/\>%#=B#XBO/;X5U.^&7%3?7T:Z\5M M> SZ")_K#TN7B&_B\, 2>[S UM.[/A+!!M.(S!A&(MQ!$XMX/)OP[E5(GTW4 MWDT4Y9MO9KQ$<.<('CSP@LOAUXKC4=";'5\160S7+&-XBG56QH5GA^-XLWU* M&V]>4FK^8SOBQV%]]3^!U!+ P04 " #]@&=9
MD!(J]ZD' #\)0 '0 &5X,S$R8V5R=&EF:6-A=&EO;BUQ,S(P,C0N'1M M[5I1<]LV$GZ_7X%%-&MLV*VLK(1(E699LV%=U,%%%D=:-R%((G%9@Z=UTV_%27> .22Q-CDF !4++Z MZ_LM0$$]JR]G*=Y@-&3&I4Y2/@J0 W?V\&4!8!,-1AJR
BMX3LG>AVFUEO=;4PZC9S8M@?CL1OVMRIF0SC3KF<,EH] MUZ?A^_6I7^0ZTLGBYCI1,Z&2UT=]'/>'\61\>1Z/QJ-AFEY?[KO+$7>G)54FO_8,A&O[_/5*3<=Z\& MX_[5V: W?&CV=H-CN)?,T<[-[B'UM??YEHQ3[8]E4[H4.A4_&57&]I*Y>!/' MNBX=@TV6B?
A!E1(C&/B80H",^*DVMI:PV6GQ_C[.9'E+D'+B4YW#PL&9[Y& MQ_(D.)%U#,Z3*AS\(YY8\6;1%=\X-;W^0O%[*D&%_TAN\QE)'Z1)I(EV>[' M^YP6W@L8&?;[F\!Y"AY_]5Y'6_?ZH2/>9M)PT/XM[\AT1.QAL<#6),[_^<75 M@5@:_'X@Q@QZXH/(Y(R$H9FB.:#B,F7%S[4T
&Z^$)^HT@9(*,4/VA3!^$&_M^S-CX_T,\(Z,%1L3 M2HK)6FD6/*7 ^? '?]G3XED"8[!D[A-PPPBQ,DBXF%9"')8D8,QYIN),V)K_MK.3G9*A1PALHE,V1F9EWY\IEV*"MP#]\.NNM8)I.L,T9Q!(1+=;=\ U$.XPY M>P)$)-)E;EN%I>.SGL:P61M798]3'+(E$F5>)]")T*_%H /8*#
[]%2+'H&,P MYOD*54U [..E =Q$L>(.SZAS3 "4-.+ME[/>GEC:3*2YGML69X9NE76&\Y/D MA\%N6-E9@XMMC=FP]AMB=A@SZHE?'[CWNU<7P\'DRC:8:%(D'U,=")CNU;J M?!#2D \U0]>BG#@D@H"O*%O&C$Z]3<6E5!M3Q2H+I9 V, 1QLU;-+ MBF:U-
&AN%DJQ$._X,40Q@U/F"R@]'E2D"OQ=NNEPU)N<5W]4[+=T&4M_8XL M"F0$Q*>2YW'3X2P7R]KN+\|+I)B)$OEDI)#!=&R@ I\R4]4R%651Z/5PJKCAN MG2<-Y=)#JWGD(0E!L)0-15BD:[?;@GVX6"YGU>8Z?-EO8C:VM6? M,@J>\/<00!0O\ U5GXFJI$VE(6";@>?
^L2EU_A6='T&WW%ZU"%<&P[O6B[: MHK70UN$YWW]!EXVAZ/=PIR".=XBDP"F8Z-'LQG T#>1;7^Z*RWIIUTFP*I-V MF;B9PSRN*?'D[OW1$.\"#>X=Y4T?_&A^YXM=]$*P_/<8<_ZEW8B_ITI:L'=6 MC,($MPZX%;DP9#ZC%-BH[I8F2E1X3AN[S+[^ 506A7*.Z
GZCC3R.X\G"O9Y M)<>)=C2,AOC?ZXSV[-$O]<*YOMS4Y?^II:]*W5^.];C3S@ M5C!6A.@WF7-9\L])WG$]##623X:^NO,W;.TMQF=AJ]G.0R.]A81D D%+2P[: MB;^F)H0(0(32K1/RL44RMG51H,7X@_QF&N[?>M_S0OCI +$4M5A"2DT-#G\' MD27/6\"&O_-L0-
0)&4F5,YW/B--2*6^;]UO34!T55:X7A-%YI@.OR0<0!:3^ M)SF[=]B!_GN,>8=(>485/\)O140FF#?I^#?/+^!MUT-W.M]1-B9$X 8R75B2 MR\K2M/UPA<19Y7(Q5:77YX6NP!NW]NQ&VCE=3'&^KF:@V4U5F>B6$A^E2KP'*\''X2\YG-6CRNN,CQI_4R/ZNOID5ED&HIX
M<3*-^1QX?-SA0Q^9ZWI#9,.DAVP41I'?1QSW<#R*'1S\XW9H*IG7/QAZA9K<\%BE@>LX?W2,W=R, M710HR9ZXK>^]X#G+(\ZRUO+1Y_RZDF7%:%TEP!W!>_O2/K/A$B.-0;UOKM]W M'GT>IR6W47ZI]+.6U$1CA(,[[>KM M&1K1DO._JXPS>,FD^M3=6LW([?
F<<@\I*>S"7WEDK\5])F8%RQ?K(5.(,]/E M_V37*+M?5PW;!!]'74 6I9"BQ' !45U]R:5*F>]V>Q-B:9!-.55D]8WA.A?K,'B M.G9?P_#NCAV:;NYP4L*;BNB+,EO 6RQ(F4!">2'D#%S'>]. U:GCR<6E%'.0B MAEI_ETA"FH4HFT.1TS5G34.OFY03_91FUEKK!
[K!E")ND@.F16Z.5:!/5&O" M>&U6XE$3V)U DBJC0")*)-.$ON$]O5]HS/GB3O<'[%#3>WFC?Q OZ\UZW>B/ M)UI=_]/^NV/V;*"/IAK/B3ZS>M,CFL?(-M:%7\-^;WOM%72Z;P^9*9;0W87V$O7[7 MP3PGH$W)AU=BOB+J8:WI;S]1G$P5"ZFK-BF$0L8H+*D>>
[0]=_6"I*!H5 MMPLWSYRV>>8\4O'F6&]@C_N]K<..[6X=^Y+;OF./>H.OHH_MD>#[7WCNWO*T![[XU^VIZP]$N^Z MJSR=EK(+F)X0&-_R+_(O"M)*BSF-(E'EVZ%ZD([SY3\U5U\A%:(T3W]!Q(SI M3KCQ4NE.R*;0.W=36$AJKM3FE/[X#]5\UZ_$CLRKN"\!4$L#!!0 (/V
M9UE7G/(YXF$)+# @ > 9F]R;6]F9VQO8F%L)WK'.D6I18UV);=G2I:DM.Z;:!,54Q;D7I,K/U<@KLC"^\7X9]>RSM[,C5YTDL_LTO)GDWO[>_J'W M2Y)^#F]]_CX/\TC]H._S][QWW__&SWD[\-D=/_#WT?AK1>._O$L?'DP/'CY M,C_[?^_@I7,Z_R?+[2/WCV32,=R8*
MG__ZY?XL?W,7CO+)Z_[>WO-GI>MR]27?\;/P)GY-JX5OQTF M?X2?WL!3ADF>)]/7^X?P%.=N ;R92N5V^B=!$B7IZ^_VZ#]O\)N=L3\-H_O7 M_W4=3E7F7:@[[S*9^O%_]3(_SG8RE89COC +_Z->]_$I].>=O!S<)PICI5^V MWS^"-_SQ_<>W@_?>Y=G5]>7YR?
79]7=U_?'D7]Y/%^?7WN"7P>6I-_CQ\NSL MP]G%-[[INX^7WLG'#Y\&%[]Z9Q\^_XZ]G9%7[QT\7IV:5W_<\S[^QGN/;M MY?GU6<\[OSC9Q6_W_]JOY,X?/UV??SP?!?SP[3P(S5%U_/J@\"BO[H@&OF[FZE_=Y(^Q@QQ
Z]\9.S]F/IPA.K[[XY>O?G^N_Z+ MO8;_??[\W?GEU?5O%X,/9\]WGGO/G[\?V#_7\-V+Z5"E^/:7*LO3,$#^_BD. M\^R!;;C^>#UX_]O5/P=_<[_]>#FX *);RQV@4_=.0;]\,9,\;^=#H COO_N MU7[_Y9L/)=WK.\WZ%_\B'B^\"K5 ^RI.9(U)6ORV?BC0K<&?RQ,LGRCN[MA04-
TS!7([B8-=C69 GP6?OXRP/D]CSXQ%^!=>%M\K[%/GP4>8!<\'+C. F M:5+<3.AF(JAM;Z)2!72WA1_@UNWOO<'?T#_[;[;I=ODDS+P?HV3H1RZ!\F.1 M3+W!G9^.O,%-JA3JEIX7QD%4C%!!^?&]%R1%G*?W.]E,!>$X##Q_-H/UA%\| M/_]8 (WPW7
2V[ER8V"M:0]SUF1N;%>5]^^$^X;G"33&3S7O 3>?'COW2"1 MP5[CM!ZX;WQ1W$3]]F7R[PHS/ C?YC CF[!S_6R\"[F(7)$(K^\&+96?PEBU[ETW*/)2%>%QP$V26.%G*4G#D\C/,F\ >GTZA<.EG_6\F9]ZMWY4 M*.]_<;_\6;P!OPK=R/H>K-">5_9G=UE^&/U_$
:MF\6_>V?_F;FCY"B=R(U MSE_OO]2[,E)!DOK(>Z\+V* 4?_?L!WW6\'$&1^I= UED8R8SHIO5O[(5@E *(V\KW'9'M3#_Q >FOU4L 3)OEB:W(4K2,/8^^:D/,F4V\?:9MW!+ MM:BB]]T*X>;5%Z8[#I6*Z=51*)9CENI;- MYJ'KR-/[:\/3/P,5H$IKU10KYVF%_&/E#A)
(D("B%3$TMB3+]E2_@6Y9'T7^ M#'@'!!=2FWYQM,^0B?#_,T^T.?,"7C9.HBBYPPLSU.E%A.S]10E: 5F)Q%,U M]4-:H*>FLRBY5ZJBG? QOG=5#+-P%/KI/2XE*T")TK-WO?,Q?(U;Q9SEKC # MOK*+(T."US=O;UQVUGM3WHGHOE%"/6@]V&V"31!!HE\&3;
ZS[8ZPPX_EPCW M8&]W_X@8."=)*M<,08:H= 1CXD?C6Q!G\M3CVQ\>[+UX>HV^?PU+SD7ZPN/V[Y;_+1_5OSMZN7NXW_[U MWFZ_];MYMSW/9BPD&1>0@\ALE6B-[/IF0QLD-+@I*8E8<*., MQ^\R>;=.N46<__<313"U,O6]Q:-.7>'JW!_ORH= M-
L6X'S[IA]>Q["&VK6/#Q?.Y>'_#Q5^%B_=H96N^Q6/(I\#Q]%OG^C&$!#G$%G\X]V,5LX2S**E[RF=$5XJUHS M_+*A>-8G_C!+HB)O_XF3@[/QR7J1P%?;WU+<+I>#Z+>&9;[R,%R^.#_K]5SNW M1]]_=[S_YL>SJ]].[&U8VD[?UO^[O[IEXX\ +^3U'+O
MC=H9ILK_O../@85>^]&=?Y\]6ZJH9/'D4W0;-V#9NNGZHXV]NZI5-W1QE)[MAWR=+XNYM"/CI";@]0=_/@)^;!G'AH"7(.#N9-O_? 3< MM0S\GY* NY.5__,1\"93_PT(>).]?SH"?ERN?D/ 2Q'P)@W= 2\R MI."'>CH ?EX-KK9::CZ_0W]L]6AF4 #8'#D;3,
ZS//7S)*6N6C^GGMPS*_Y>TO7X]VWU+OU5KZM.)RJ^[V M'!^L3<_QM4KA0.AC[#$]HVY9QF]:U0M0K_%C&\V1I%9TZ%O^=F=.?7_W)>[# M^=AMBQ;%DTE/-'5C@YR&Y]V&@6*($&Q6GH0S"PN@^Z6QGQG[\TS+-'9&YT(] M\,\Q-E3#=<#]&=#2ED5H&2D?
[L78"/XPC,+\?MN;I2%\(CW.&3PW&_N!ID)7 M/3@]U]G*\3%PLPHX J&@].CQ+5V%^00T0C[,Z#A5N AYE&:>G'J@L@+)_L ME(A?&_Z3>6GZE8A3E!1, G,?Q[HM(R6HOL#CP/%1O\A5? MHP.594F:]>#O$/^/,2;@'W#)3*6PE3ZE"M\Q2E6%G)RJB#!8$Z\1G*!*S_&)X
M^W&1TJ-)B=!C0C2&X'6I YU>M8CE]9NW:DUY;]@EWMNCC7B'1UBD" =B<#6: M][SW$)?2@0.E 3, \Q'6B*%"3<<&9]H*W>T"7'.A,"6\';(=PA!E,+514R@ M)$/$(KD%LV?$E.JAZ0!W@9M'P-(I_.]=IL$$??B_2,!LQN@+>-ZVJ]"]T,U] M@"9S-
M=W8*7&R$;;S,=%S*]]D5Z^(!MF9@,=2]7"6Z"<4[P/\+V U,BV-I\S MXRG"?B!?ZM=MD6.DN0U"BUYP3R2"%4P5R<92#"X1E!M@6L;K&MZ3W!#)!@(G M3$;>UA.S$MWQ=9C#R0<+\+;:O5FI,=)\:K)7N,VB/^^2(AK1#K/N4X)-%H,_M%.2%'U6V652"O9&
:B&3]=B+%$AUP=8B-1W"R_FIOA[>:\0XG402]V48 8-3%+8FKAD??3<*(@&Q\/C%\//A_*@[4MM=$MT,_^'R3H@S<$1(>TW_>?"N" M-L+ [OPDN8/UKY++JGMG,+8,W0<3'^C TR>=XL'*9XAH-8]@,S"&\J=@#[X+/X4 MF2DEU*JM84&Z&^250NA(L77
[P"1=I>0!D]P47XT]]88:$5ZS$7ZJ-B@1=XK MGVPAD"O!I $=*PB*--ONE:PUEK2$]E8%>RM#2%6AXM2_42W)3_R;&[3P\@4P MIZP[);[$S $2G0];YT)3"<*<72V_2,VSX<^,5T/07+B:21*->)WN;E11M.AQ M_.:[C_9M5LC11^O#T3%\.I,O" X.C-05_)%DB-!@ J(-5XL4"3\
XDLC#7Q MLYF6DHG>-%>'R)#%\'>A*"3;F^16I6+B:P)E ZJ.BN?8Z\;XP,]FR1VX^/J* MBO7D!CNN%)MQ^^#GNC>$]SOQ9V1)_T=\PJS!)ZE88E/EQV3#5 'V>(WB]_A@ MIX'"3/$&^A6&&5SD,Z@!;LAU,MFX*]\[] M,-;R1R_"A73F#(!*+10V?
EE$>3A%C1V%$L+E@"^:'2#TIR!8_"\]L)]"T,>/ MLB)%TPZAI._3!,4C?CU.0S37ARI68S(C\$.X0AL&"$M;< R%;7^X0)"K,?BL M0+CIO\IFCO7*?CGXE>,!*L<'C3_%%;?R& P0" 3I1435RI%UT M?3KB<.MEZ[AOC9]J(?
SOOSM\^:9R+T(HG@)MH?']AII)>Z7M3/^73Y@>K'W" M=$5"F304/.Z8!,FX8L4UC8$8Y_SX8(R!C+(Z57]5 @'RS%##PKLKS\2#4Y7G[P[R), M*XX3.RKV4=H[2E6@PIG9$#C0$+3]*;9^E0^],[@QK?P5/CI)?E+WW]W=/S& MHH6/$GIGD-
GPTMJ815Q_CB.""$B&P%>^#L_!:Q8@G"1Z6 H1TC[L,.8BNX_W M@Y=QN;4=Z1NB9?]+V1<)$R,=]: MY^!0Y: KY(1N&[$*Z61_A$$:C)6D*08[43)D-F.>@(57R=VU41PR,_V,'=8: MQ0"WG(OKR"*YLJXBGR0I;%BVR--Z8K&$J0[%8.0?U%V,4I)Y)$R=5$"OM+ZX
M9*2Y&VBE4Z8C/;A6.H.FMT)#"]F?\-Y!Z@V=:I<2]#P-!O+(&'*?-TZ3:: MNO.1WXVI&OC9!._4W'&#YCY86WV0L6J:]D\%MDDKFM+F:4)6I%&"#^H88H9 MAMP65&">J5W@.3Z^=PN&&5B#0&;\)/<[SD$E^CNAT)KMNI7$C3LX5!0-G96& M$%*%Y+91&V[AM-J-I-
ZIO+5GEQKD72VU$S^1X>Y@= ;:ED4% N'5%XIOX3/\% MW'4D5Z#S8+'BAN)\)!CERF3 M*G9_%5P!B-\.]@'^!%5Q,A;N.X3/(_LHP"42XY5 I%_1^4M\$AT&-.0/:X1 M;&"FM,J2PAZVD@)%9IE$O(&/1" Z=DBSAA/UR$(C9+IK8W5^GXS8V]A"5#?$ M])6@&W2[S44ZQ
*R_!;=U]:<_MTUQE^E^<2%;3;!)NREAHWZ)+&I=C)]:+) M7]@(F O]1-M;1,02\2QN3 WO33*8@LCV:#%F.RVFG&,D6>BNB/U\1TVT:#6L MBG:=$UC>%[JM:9:EKW&UA?JC$4+44-[D4])#A7^."LT]$^L"F.R8& MP:LG?
PNUFTD<2R&=AT/@M#058:NL^V%_71%A:&B,%V/Q,"NSM[MG]1OWZ"XH MDWO0Q0*\]JT<8$B?54!^3A-9 @44RK?DRQV702>360KH>^EFEU .I#]^Y/>GO M]MY.<6@>!H!\?& 28= M;RB7*PD7$CQ,_G!4=;*N>8E-
TFE!SP]UN_B[;4[[5%16DC@QWKZF!F$F;*%U["(M:M#47 M?NR'$1T(6MUZ>I)37>MZ"@TAHR4YYR\?[#Q<^V!G5]*/+]HJ=B=Q!6.:>TR:DA+S7F4IR<0@3DV&4D%IA[48U*(T+- M.^0!D:B4U14V'B"RF>,Q**1:]@H%M&25,G!K\QUT($ PXGA)/]*));S*
MR%8WY=^Z]6M$*_6AN O$N]C*?Q]D]"W6]CN=$9=V\C[W$@.A]\B58]V0T\5#IE),YD]#X*&]Q>0[MU:%B"$=<2^=M&H9/EE>" LB4[]LW=461L41M3^TZ"H/CM1$&Y[#=-_SQRGF^ M1'?$16%>Y!*+1S\|5;8N'S@OU,26"3C7V6ULLC<3F@F-
BVPW4R!#A(EB8D- MN>^L$]][JWLFZF]IK4CV:[42%Q5#U/S9KR])_B#6:Y538O2O@U]5U$8 M#YY_3-7RY"Z/BE0UQ+:"R$]-I&E"'G@V,;$+HY-&2"IT"V!FN%R*W)5K@DIY MK!2S9B0#3*UL%"E)A#MWH9XY#DY]TIVK1)1;9-N..6BNHN1NNREVSL4?=HI]
M^1[RZ%0%X2RDQ:!8@B68I;K14^>R* E\|069$F,P47;YF8;IS$.S_M7NUNFXW5O\%D"(I5R7_V MJH&\^H:O9>CNR4LLE^*VIL3!7,%);&,R1=]&="XI/RKU?K1ZBBM++-%A]IAB M:51IDI);F #M/VE0W>(7>TF!,=6H MNK6SAG"ZM<,E,EY+-?3D]6%_3 WM[2]DP)?
LJ?=8L>Z]];,PZ]*[&86D.5!, MPJR'%B [BQ8W042HJHI*JW\ZR:<=X\^:Z8@I^XC,6W*X]WEDQ.L!%4QZALJ= M?>DODQ(&:DJ(_1OMD4@_V?7F.!ZKD,(J@6-25+ @>@9%B*K-_5H9<;)A;7T>CL. +6?Y>DOMWNQBPU9&WZ/=R/V;]IKM'N:SJ;&4
MB]%\K&GO>;\G0X^*9[A?RW(O-38S6A9XL7F2(AQ7QB4A8;E4L &DIX<%:I07 M9^G0%F?0<%3TSJUL"07GL=2#IV;1)-;Z9DI]/9+$"$U#I':C[2YO;-JBN03 M@05JOR%) _RTTH%&Z%\:)8R+O>:$RRFJ/*]CTRRQM@ RF!(0"90K6ETBN$N]5^5T_N+B;
JLW+&^YZZ\53L4QA) 37B1!@ M*%?&ILH1O];*E2Z0K:F^% (Q+Y'&6?(0G:9HVF[7<;S^#; M-"2@U MSGT\0*^S>\UKM96[A39V[:P"3">86S_S\.9R4V..!D*Y#->"<,!!1]ZD #&) MC)D4*5H293CZK?<\L)F+V^=PR^JVU;&0X4R>"J7*N?"J_4U*\B@
M+K)%'!-661EA4'NDR;Q8(1]*S;8Q,=STFF-9--?2M+7CV:)VV]#&?$30;3=% MQ&@+3F>;6_4FZLO_PKY7]2??H'N@R,)]7*?1_H^Y24N%Z=O\/X).I_X >/.0 M%&89,&1@11YW4S6%X>,@X0.7'SS5>RH9R0-U%6EXDXXH/&?_
M$GVY&+!W7+98QKW!U['ZB0;S@3CS38,D_Z@*Q:VG6>AE80!* #/;XC[-F)0U M$AD1P>-"[DKT/N^\[&P-!O%OO%A@_K$.EE+NU!JON]J4\I)FCR, UU>4=CWV M1L^=JE10&'#.$UV0S+!.H(A#'7K D@+TB4H5GYMV\M9@_8NU#]9W1D7>=%E%
M+ECW>"6M8HQ9N5Z^!?GGNM=-S,,R]&G9'B[AVY14HV]L$;E$(,13KWRE8UC M?3@0R3U]);B:RBB]I##3ILI/*QN;]&$1*Z>]@DU>&9Z"Z%IA3+D-,UV'YX#! M-GT.&6>HTMCC*$*$-\GJ9:%T"QQ1$^8"2$;EI#)N#Q,B-$:/70.PK#(_ M9/97*$G:&%!1Q]: L5?
AO1M=*R9862Y&FD &M"GZA"B52$K:LBBV*6W@A*L8 M1;0\3.N;9]/$E7BGZC:Z]$SN]0O6T&.D-_?\37T!VGE<,/;LM&]-S;QV$:5!;,VH'S']:N\MKK?N6 M34=D.&CKUN$(M&QTFF^AUZZ931CT-_.Z] XCR]SA71:F M(6=P".Z/YX:J$8,F<;R%P-?@V=
(9/=>/K^PAC<^.LL3.[3# "%$RNE&,<3B+ MT)BW5B=Q"J5 .'9;[4@4;,W\WL5&=G+6U$%JZEPMSH(N[900Q9Q)AMGBKYA- MR+R6(/3C(]#K&->8K+?1-H@XX:RX.85X8C!B\P)35-(RW#E#[AV(V"BZ7X /
MRVDL3BZY!2_M$<]T3A]SZ!;6N*V15AU5F$0D)ES+3GXI?VO;%N>DH#1T"=Z9 MT&/UL^]H))3.,Q#.)4\XU-!)M!84"$%!:5P;)38#4!N62)@SU#1M"_+23C= M9KY=/X-Y()Z(Z%@.RHN15$5N;D)1+/?$+!>\HD[/>KBZGE]O]767Y'Q/8R[# M+LH<7$LA#Q4R.2<[,1W
[]37!V(VF#VW/S2(>O:<UEM.LK1HHP(&35"X38= MUUH"@/2[U?S #(A9^+/T#DLF+(FO.X@GAA,*L6F(%=2CWUYI$]H;:OH_[O MWE@]*Q/ VH7='D9AABDQ'7]'5=3F6;-';E'\40*C3^9SW:B>?(2":$H3I[&T
M*IOQ\&D4#W:*>56&N!'Z1$#HXU:+$KOA'2Q<9$LH7XG$T M<'K.K !] [^V%SD"I3M6L7X(2?^G!L4X9CW!SMDXBQ1"O*YDF0)+7M:11C M4<6\RQ$<'Q5@R]M9@&AZLJUW F\VGT]N?_GH_LM-=']M6K:65A0^S0X/!$.U M6K4IW-
K>>,IV_+&@SQT4W95UE;8=Q#DO)(]<+6]X_O8]NJU M5K9/7H#W**NKA5:=17X@D]543)7$MN]G7*TMI3PY'5%BU,"5Q%AZR,/? X$3FF@9U.".O"C MH!"4=WH9'.7%LXD1M^,FUHEL\43I#QQ2&8_@*N U,$*P_!_]&Y"/F,,U[0<\
MN1BX9IC$!55I8N+5?,^558A7$H4CI&T?;]?%*0CEIPD%4.I:$Q]1-J#P:"< M[6]406OZF6O+ D^>]W@<"XC5:HBS2816[KXXQHV($TQIAE,2*&64M77/*U:94-Y,E/'Q0U]-0.6HN MU:;CI. $/F'_6&DB7WT'<.)OC,R!]2=:K-1+C#PIHKB*1FBU280$ELS4)
ME8J"UV@.4$G74!#S1VR:MLP0#Q*P++BE'M?@2]$$U1QKN5]5"PVA"=S#=:3Y MS]VA>:V<8V<.1S.^<%P#%EXE[/U*4>_-)"2<0W,-3E /X)%;.1#N8OY-(EH^#JFHJETR=;IEXRJ.7'!L3,W#Z15 MH:J=#.5)P4WCFMKO3M<#A5#K36Z&S#7Y-VVCD],468TGD(K:
,97ZZ&KOC*&D[!N95(-[\!.&*NFC:\7GF$;ZNP+"Q, MI?0;Y $H/!E7I/?=#H4QZKT";E,O76$C#W;M TB8A.S4L+I_C!9 =24TG7DL MA8IZ&(.4>EH$>+V>46&J["R"B#BE<\-:RZI]E8,:=?%#6_'5+M9)';CJ]JZ\<;5213*]7-PK8R"/D]#@2M14Y@$_&-UV2QQY
MF#*ZC)$@X^";F:USM;S>5NHBX.5BPX#38^+BIE>5D%(:0P)8DQ%1$7GH)X,Y]XWXF ?&-4E M@5D6SD"%<"88P=.+S*(8+')+9V"E&*:$V(Y)'/A-TV11BLN(P_X) CYB!I0 M"L8UZ'M&IB2C01$@I?'LL$^[2&/D %D&_Y2OA=O?(2A*?+.6K'"T-JSP(1F9 M-
B*FF%]\I([5,X>=_US7(Y9T_HQD'CGZ]XSC)].@#@(*8XBL22\G3>5]]/2 MU02LR9E\1 PR%,A\!*9Z#7:&OL&6,M.O]1]<-2I5"YYE.NOUNYB=O,P#<8C8A-QF#DC)X. M&;TW'3ET[@9G\-\4@&%XG@CS^(J 2$D5T668]6<@RI$>0XV%S BSF1.1LP4(MSYVI%%N?
G)'T=&];K*$V^B=FPXDK&R-6PT*](SHY7Q<&)'X6P"7'H MVTXD?EV6#;(?F#=P--^HH"43F]#!0RA2[F:X L7]#DN2P&!(X%R+& <$V0?U M=/IBK+"\+M(_U<'9<@!:?]W]14'-W[)V& FA06KUMDX=MXUX/^ =AT+H415E5 M(\%8D,:)T=BXCK440Z_61@Q=4;T:HS&L7-
4]1_TTV'^H%+F^#].0$N @"R^F M4-,T24MW(,QI'54W92R1"5U:N57$"@?7!HKKJ-"(GF"' ->Z()\+% WA.C/P MO7D,?^9R"1S)8'#%6Y9Q\-;_*]CZ/I:NZI:;*YB%X2PQ)B)SV$)2 , M\3@&8>N!9@B,248)PL:51;%YAKA9-/?BR@*
((PN949R@6>6<=]^M3"W8=]=V'OVIAG.B)$@]:>$4AE @^DN+I0$KQ\V']@R8GE4(NW@<__0QT-QCB>(KW M_MV]+:ZW]Q44GV7!>QH]38;4LX*".XH>]. ZH3YL(90]SV<-9$H4!(7V+*K,< MQ1%&V! R_3 KU Q07EMNKP['6X,K35T),$R3SR]M3=WBZ1,Y?
I"6I)&Z8TA%O%?ESN](I$-\$@X%AI]GST>F MAX]0IG3X)$E'E5'!7,R"DV8PP%#^)LDRC2E9-;$-'V/8M2!KDGC)$BDW[AT5]%U826J($C0XNVDM[;3U:41Y)]U2 Q '.:G4 M 0_[[;E.,!54TJ%>^U] BB-J-CQBQ0;;Z4.6BVG=<$FQ;FGHCC'?][(&O]\ T MD4E1:8]&CJ5Z QP@-

S]GU "9+4RR:V")AD02NND1- M ;%-R6=G- [YZ#C,"S/;I2YOW4U66G#X@XMJ-1XZUMKJYSS3 MV_S(U,J*(\'-(%0H"XQYUA@_K130+2]3&/>@ M%K7-P%G#$E_^>(D2@@/B.-9+#/'RH;YT.TTC2HU=OV.[_X_][=@L';4PI MF'P>!XONR[?9ED5H?)Z5V/;2*S(
Z1#;UN2U_>?M/1VX9Y*;X?0&RP'_\2Q$ M,)S?^KN_SVZ>>5D:5#\I:8_#%[,O;\J'> 0+QH(;4$*1"'G:3/Y:B[^CX]F7 M9QTAB+V%MOCY\W?GEU?7OUT,/IP]WWGN/7_^?F#_7.7A-YWO-6*Q\!&?3$(U MIOD7<8#S%S]R.T$K3W9GPS]^NC[_>/';Z>#ZK"?
B^P/\;.*=GO:\7^$_\N&* M]W]IYEO&BZ^=AFL]_5YDF*![UFI#=#'WO=3KUU^V%-?8V3\X-"_2_/Z+[,W& M%NZOB2W\.$IW=SF@1HTGI_TF8VLN",JG3V<7I^?_O>!;[1]^D[=ZT(0DCO[Q M_<>W@_?>Y=G5]>7YR?79]7=U_?'D7]Y/%^?7WN"7P>6I-
_CQ\NSLP]G%-9[< MNX^7WLG'#Y\&%[]Z9Q\^O?_XZ]G9%7[QT\7IV:5W_<\S[^QGN/;MY3E(?N_| MXF07O]W?Z[^2.[-F\ 87I_@M7'K^\YGWZ?W@HM/BCUCMQ)]1D@H[^]@K*FCD M8I$3HIK.I802^#6@*%P^8]"E.^L=I#C'W$[(_,ZT.VW8[17Z,DB&8 8T1 M(&^
T*5.9WTG]K,UM=?LT5P;7_/$^)]=>(\'G&KWM"7WDSV(ZD-1*>YYFU=$ M4@'GN4O2SUDY&&?0CAJQ>CA)[0U5E-S5X1;0"_8"6-%_E #<4O8[GXMXA,^A M>GZ,#U?SDX0YANU"N%*IUB^M%3_;8M EM\-46O6HQ)G2BSA$5SQO#K#S8AJ8!O*._$&2_
Q548:9G9SOS:=KL/0 MS!]AEA4<@:]SAL2)APPQK6HC.)HBXZUS["36[:[)'8M*2L:DA.O9'Q[U0TO6 M"7])N\HS9%TT7-3($9_>[)T:I@4V (!*/X9U7)7::Y,Q%K#Q#.4O3.[\Y'&J MH1[@-P.4.0R\6V:P#(.$-Q&F0> >6!?PU,54BY>>L+^^2F>U-F82C0X]YC*O MT -
|9^6*5)%0+R//8^6229>DRR7W5/F()Q8P0;>/5!PJK%%0M05(?M*=H2W+ MY[2^\QZW2]I(YPAE*77('D!_+*42=Y?RUU%8%2(.BGF74]CQ]#/=@9OC<]8*A6,TI@N6'N= MN*O.<$78* MR0GM>=N$78:WX0@GG-EM6@-*6F/+KF+D?D/C+BX9*9;A:EZR4() MZ;&+Y\?
Q#WRH%<1WWKVP^#R1PS&7 R6"L-VQ=58*"'P MRDU?-E79CZH1K![\"@M=2L#\(=Q*&4Q'SR4Q_$ZVSB]?NFWFF)]%7S M;."N'1Q;;5]G5')M*/@"=S.X'Y7NLBW43_B!AI39UM&*ZFQ&TTI5*D_'>RQ> MM]=B==L&-,9OHA$.6&XGW>QW-
+%%P]SKP>Y\CT%Z@\,H8]] JC6,Z;%0W/&% M==IX!YZ5X@R1->V4.C!+[90RE^+6%YQ>FNR$]=9P()B8Y 7VRB-FG(FTW)6% M)<$Q&H8T/HJZ,Z4 DHN%(X517MS*848])';@%"R2*K^I;-P=,9/: 5/1F>.A 5MUFO'3$MQ<%;.H.A%LD?U; M@N7*HTP$:CP(T@+-0X9
L0$,-I:)APPQ^%EH2N^[<6A_)%37C3=XI.)T6]#? M@YMQ;KWIE>I0#^YDIZ*T"-E8#[UHZ#6;%4,X2@SVD,]#);$2VD]X*$!&UYI@ M'\@N+4X)^*K' QH=/_^>, M4W8)+"S_KO]PX,WL7?A!QQ$ -7YLP]K6AGP+T<3X0BE#ZACNW;Q\VJKJ87G48C#@FLF-SQ_V\
<@]#B6$LV *#ME]MS_AE%8<]T6Z?N%RJU0;3T?"R; MS:IDRG1'1?O]ENVOJ/2ZN.^P'!]T+/*[<%^< !9(9YSM?^L0WS0)R6F1Y;H# MJBG[0Y8,BFSJ.P/:.E6!F@Y!:A[T&6*$$+/OE2]-F01]PI8[M\'E11H+"B>P M*E[8LI06V@R=;A^\XP*]/I+H-[38Q%F;T/%7#QT?
K$GH>$4QX)^NKB\'[_7 M,P;\5_!A5]60+=T*J*?)KGQ@>&.8$?A2/-)0Z[;?7KIR2XBT.;'Q$%?Z; "6 MS_[>7K_G#:[.3^ 99"GA*/4?"S1?#X\9\!"_/(G\+/,^(FR$=_+1ZQ^2C@-6 MVS-0"+8,;Z1R/XPTV($S4P^7\)'>2^,F&E!F\[HMKPJO-R@0A!/%.U[$2=8S M#?G0HV3K[-
Z6!6%B-L]!)5E716%!CK3#96)(X0+,G=%W7]W1SZU^!LOOB]=? MJ=VPULR.4 2NZ%]Q!7:M/4VJ'YA)XS93[E4QQ,H("O2\.ACLG&CV/8^!Q16A M*@P(DX58"/FX?WS\TMLZR2?;WA9>*?$.^$I[^3*3(?.V*E,QW;EY,9MF\+/M M=JNHK:A^8Q3--
XH.U\0H>NB<.]02O3/GCU'J-WSO)4VOC^_>G5UZ MIQ]/?J)&D;5][;DO66UL\;QZ6TOG7V*)OIOU/BTFR8_OFGN;KC]__NN/GG'' M+O ESD_AT)RFJZ[;/ PVX922SB@F2C8O.0!E#!WM'2" "IG<[=B\&IZ5KV-H MFR)O*=%?I)RB;,.;0DD+VU:9WT;0:/
[L(>PZM%/0Y65%Q5F^AUK$,#PL(TM MTF]+'*V)+;(:CJI'$X4RR6(G#G((N8(&?AYCH3W"[-V,K3;)P9TV-KGK5CL^ MM:0!I-AZ03>^^^Y9]0I?NQ^N.,%@ 8L83H*79U:Y%=?8-#14ID!NI'/G03(+
MK2"Q970&R)D1'QZ5AR@!#1R9]F+=:+\2*);]@WUDYQ7%J_#I%0#!E[@)VKF% MS3Y^,Z<[H+L[NBI(QH=VU/N4)M0T5F2\N2 IUG![5S6NOFU[=1C1C0&#V:$+ M;LM!PH[(TBUX4,3M@[KC1ZL8&XH]M7)/BCW60$L@L3>]@[%G-3YY!2EXH])9 M25-,_<^*IQB8.:-:-
WLC%E:CU[QTK[MD'('[0F<7B/]W$VH;9;K7\EX:"V6Z-1A+!L7]R2VFL+>G7BO-B/1,&D8U\H0 M@(63"&=Z^,#"-&,4APF$V6<@)"$B+OBBV2CS1L\(J4T3<$Z94<.T0A%Z&BKA M:=-P$GB0-_8#^$%F+72-\(HE9G:$WP, O-BOUV+OSJ7B;I%FNYQH;K#5_7[& M?
[=]MO9R9'S$T,AU:ZQTHR85D4^=%2#C,YDI+14W365,">4\%VVMZ&.BZ@T&>8RY],!R4WN8N>M04/AV%VJ]P)#3T7]V(1)$*%4 M9T-\%"*V20 N,<=8*!T,FXV#=4R7<%6%_IF$]<.#E\C]]X3[2S:A34EWOR2B MD7ZH1-W.6V^5Y29U,Y,32\<("+TF'8'=WR%
]!")MI[-0;6_XM, 2FWQ?_8@;) MRE ,9H8@Z$":&X^D;7H0Z$.!R,]973@W!@?;H"Y1@?00-' MT>FXC2MU28K3"KB?PSRH6]>YK-V"N0>,8N&A=.I%6EO(S*YPX8H(K"A$@JO M.,E-TE!BH5Z3K/@^4'T,\<+9MY6(F>1TPBB-%R MBXTE-+@"?UNY?]*B4;=
(I'EG3\VX%FFXFOFA!3"K<"\:\L+8/'.DDI.E+A T M\GBFJ73!C.Q$&)893@^\W.!M MS? +#7O?U"Z]A0Q&+&I0@?3'-3SIOT!KSX M8 I+"'S']<_NI\,DTI':L[>[$IA=DWUILK^Y]U_#]##E<'P6;+V('27IS^T\-@.1?%O.6,GCHY:5_EEPUV,"1$+*=-*B/?BWVE'3&4'I\6A M$W!
M54DIQ"O3 LD>&-%U2>S\OEM,O+1_FHF6TV48,BGUD_8HKNC,.O6.#[NEY!YE M9D;11#?1Y=JK*3E,0HR+LBN.*$],FXCRH9"Q[&GR# M1CQ^HTK$33GX?#_^Y5KY\=W1A<]^>'OV_L?SGSYTQ);\R[;/M0X#[63+<\FX MJ+8ZVS!VQX!55CB$FYY?FW?
9!D=&4[EI@&>2VK&>9C@F!LYBF78W!?-'3""- ME/%613=A,6V;S%KK(L?D(*+EFE'*?)BU.D%I\^:4!I^W:-0+'<5[2VL>FR60 M]RH-C)BF0+6YW%OH$F6])C!+[W!\M%^:55#.=S+$KK1P*DQ4PP_%8!PGZ.[(MUMRI(>@]8V^TO4;/(VMV.-
P=]IYS5/]"4T;EJ*C!:H5S9:R"$_,W@K 'Z??? M[1\#_SE_WXV%+]P5N"!N"6#-[BB +H%G"L_]M>$R MW]ZWP66V-Y'/P>\CWQ7Q'RM2=>H++'53/5V/X1?G=*V3=T2U7?ACC4E]*YZ1 MTXZ*?M!4<34,]NE8X4A1"OBJ% L/^)(4:Q92FTDPSM*M"#W'+=)/X7G'#"8)
MZY4%F[S& \!5XAF.PR]&&;0DE[$H'4.]);C+RM"1-2"L=QS06QSKLS53WD -B1GEZD7]+SCJF:%K%D'OEVC>OI/BD] MD+ J@?>\]^\Z 7>P"E/&6^D(E)JOY"*+.-+T;>K_)Z38)X^FP0J4^M#WF7^O M 64U-)]+[.]_432>+0E"XFX#7S)/7Z6@"L*92569_),4#MEL
WZK$V#>F0W- M7G)*0!=:9O!I4\UFV\B3;C#:'PD]="1Z\I>(/0P,-]GI("E6;H%"B+@HEEG) M1(Y=QS4KAM,P=W"084LB/S4(W9@[$U*61!=FI]U72G=VR[J6F.UC*O?$0[1^ M)J]7C#?_Y@9K!W/'A&+'N;8T>"_$.:12OP#K;;V?KOY7?V^O!X<._7!!8%V M\-
I<7W]Y9]:>1$]]5!/@)F[];]WBUMT168C: PQKQXQ?X_0=/RCY^BL,C@*S M^3E.@A*Q JXTLPW9F_4I.YR*FM=6Q,"W\]1P52Z+^)$]V,G=V_8>LHA..=R M*O'1T*I2VU(!-Y][Z;M/;F4M&>UMJ>LW&)B.1] (A$D^5PV'K2/&RES3Y&1P M,3A=3SS$/]U,' Y^??
+OR3[_B($:,%#*520KDE,7E1$8(&?R27F>(E@I*2]8 M /Y>;?G;+GY#;UYLBH=2Z!]YAO8SBEOA88\2=M,;(%90!)*:YMP#N"O8+^,% M?C;1DK);C+FT/G.'@\#V< BB XJL:7@2*+?(QX"A#04?; VWOTTPN+$?OX_F MEOXDY;=XM;*AAN\JDV >\K]'OLU!5:-
>>9DPG$B5X2YS"PHQAQP$5'Z* (6Y MGCIDG],P*;$I,!?:9^/801,!M$]RN51X,I.10_0VY97/?YP>-51^2"E0'B=> ME,0W6-\H??HB+RBHK&/8VL/2?0<\?<& 'MWWI"\KPCX#,:YDS1S&QI_H?^$, MV7MWH!(93W*Y<:'8R7/+A>PNNK,]?R_2,-.U3W?
4"U5Y10%OXC74WVUK[IPH MZNDNJ/6\'!E$YK4 XN]*9>QEP=3A\NJW-33.+X0&J\'"V*# =:=[EP;P1"6+Q M7LY#MX RJT4,L-Z[01R*MQZU"%7AR[-T49V]_!YN<8@<&LD MLUPB!LY8ISPA#59_-'!1Q%5IM0E:70&&>(3%;.5]8T#?S*"U.&,F"@-D_G\+ M-
53!>F3XYJGC]WY\4X!GW0$%3*D.#.K.!)$(>BWK0PS_S%(4:'=A-M'"&>? M6FYUZR;@_PR$4T_$62:CX&ZXI1F=52 ":N(@-D!/L4=]RC%WCLN0/*,M8H]>]BKY@A]9S%-Q&\P-<:;.'&>'XO8+WC M^Z]N$/0?R6KO569.%@?'Q[$?9AE)V-
N$#C2\X;H1$-.>+B%A5]NCL5P.\6F3NP!-[^&T4ZF_XT!F)@7[F?@ 7 M[1^^Z>$[SN0E<1/]RQ:A@P_B&C'R MXA$.^B0757;!9,&=02H2,I(,&'FH23I]WR"\[+-2,[8GW6]:QL!K;>N-P>9H MKSG?Q-./UR]>WA5S\&L75Z]6)_])IW%N*BC$,YRAUYAKIQ>-VD6G/.>3-"EN
M)E*6G $14I$$5UBC;Y.@55-/V^]:(@./RE432]8Y"+H2Q949]*8!C2N@8DT1TH?E4VOS Y+9C5_%G3:I*! MU?/[<@6&,(P3S6F)]Z"1M7"_!1>#$$PBKF3]7??[!T?>EMYQ&1;S,VZ&J$3N M3$0)]F('26:J(N>\E2ZD.-%U%+H;D?H0P2G3=
<[FQ\:&^EUA=],Y!O!5KC+9M*!6Q#W2("7VXY4%58 M$AJ'O ';NUXU#$[&KJE"6;@91B>CS2,Y]$QF-YH0:L1[,/0S1+2_)M>A\D6H M16D-L,(NGXII=/QX#(ZP[DDM5\3P+23\S2VC8Q>LD)&$)\D=SG&T#[W9/G,0FB/,VS2)PX#T@]@J09ID&;BT-&9"
M:@\HQ8=JEW.*WW_WZN#%X9O^?N\(%+1N4.%GO /-;$H_.R;RW^)I9=AWNLKS MV.:Q0[5@/]!QJ5-KP[Q=IN/RS6Z#]2MFP*]5,%N_0>UCL'* MGE^IUU8]OZV+ZXELM.%$^-UB;QW!@D?^O0'0PS=V$W#FLQ*DGJX,O/,SG78? MF6(-L%P1P9F?]:>D=(O*!E%T
V8S(OUY'\#ZI+4"1UP)&,I*B<\,DY%V8>P MS!"L]S;T:?^.5IK4W%YWF^DK6DNKV/]V M+-BNFP_K%?LX;ZZD60[4/E+^*&,XY2S902L$!!%ZJ>+#E]'U.7A (4PW>A"@ MJAOY*841RCVGU!^#..TNHL.D#+U?*\W!#%3FLH8%DC C.DS22T(7@]95RUQI
M1K.WE6JEWN'6.(&.H&A[ZX@C(EQ)MJUS:44]6O,,:5WU)8 MGD$AN::QC)N!E=2?#0YQ#\3\)9U6M7X%!\^^=SA0QB._QMG,/V70.6G2W M>+0%[[Z,7YT6L?00VGDXHW \QD$E9H0K'.P=@6X5LP;STR)H8P8)U0F5304(MK97KDBK&&<^XD5(!A:#U)]M'$?
VA4C'=I^%0]((K2QC;$^]=1@.QJ#OK< !X MF_]1?D3%NOX=#L^;2G12P%YF*IE%BH8-,3/51A5E9N)09>0?;P5N^E!ARA!/ MZUX^U9A0I6*U3*HH!$8&)P;:>\ GM9&!&M=(CJG(,.66%H25QBU@IL#<&6PU M5(%?9$HJGBF")CT7L:V,X[Q<%DS4%.
<9##+B0O3CRU2\')($/ L+C:F8D"CA=E=K9(542Z-S27]&ZL[DY\R%=0YAR7UW$+:.D-IW<>+: R,^-EG+"O. M9+8-F("CR=?#;])GTK= TC79F +V*W8P8AS]>[N=C,5(+Y_J=TJ:5YIB,WU ML5H/6P#)8XIZVH#YQD[;:#/H7UO',UBGF,@MG;+3J&:BW[HMPQD!S>=7'?
TP MEKFU<%PIU\<2Y%&64]).36'!W!X+B_C^NQ>';R@0/(2CIND4Z\"> VJLQMJW M(9@0C5QC+"\VRRAY[,/YA(@090]7Q=S2H*-V<+=IB6T=\=L\6YJL8)I(&^35 MK, F"-L:A.UO@K!SML>%X#'1S,H(Y$"E-*2GFF(K8?G8D<0DZNU(5I(PI514 MM\1 <\CNZM/@_*
(;Z_RKX_ILX+H[=50\BK,9KGL1J&XL^:#MFC/BGHR_&J2W MM?\G3D$6@A,E,U/:U:_B98(>RFS<"HZL(JW*N(0$9]I.+V';Y,7(39S"V02 MK(PPEI*HA*N!"GW$KBUO0(MG7&U-2IS]_XRBAU)V;X$>*L,+:] JNHD)(;KQ MPKLDC73DS-
@9&.8WH"7F4XU$Z.Y"L#Z'8;G_N?XVV,""1$'@F7@"^4.'UQ:#2(46;?O5_!>9=R^- ML%O#4*=X!NU8IO(\4AH\<,[-&*:%8Z'4W6(!O7$K'-071@(# V]+A60E&L?) MV3Z[==LZ[F)N[P*]^$!9\8B!:02WO(,4R%"T]@,FEI3
M&CQ9XIX%L*TT'2#N/QEOZ$H78/O#Q,H:FTKTY-%P_1A($S4R94:2+&N).%0Q M+0N*-F%=$M.0V2UI2R>>:[.QB+"<"I^FQQ*05"L-);) ^#IF7I,H]>#^TQ8L MMT *./ %CT,5TTFY #DMTD$2?#T9YTM7FK)9*$N,#!,C^C1, TM@UT ME6"N@1LK(4X-
#14D8P=WN0D!]T<5_#>QC"A'C9A*5 $U9#B+>,(Q_($!'4I" M_%Z,;@S*$XDURC4]_ N"N0F2FYB*Q>WO:4 %I:LZ5MT?[JH5-W0YK.=[G:Q- M'ZEL%HX2#'=B/P"FK%9:+]W+T7N.=>81@EN$S2F"J2:DB2Q"&XP?!'67]P53E ^0AFZ:%Q.'Y)TL\@Y43^4*E_
MD2MDT2B1NU9^NO?03QT\._VCHP=_9&U]>E4$GX)_BJXZ8TLW)3%<7DY_;_? M"-[D'GYSBD-IX(N#5_NTC/[QJR.GMKW#CA+"-T<+&+38',OF- 7ZQ)"C['ME MD"I*8EWZ:TW;6ES85&Y0K4"J0NF5S:FQN52!4QV&@R'>2,]CDA7] *08[Y&I MRG67@"L.J9PG9C?-
_H8O=M:GWU!5[0]:7+RHI62!.6/*%<'R;Y.P*\/MGZ3U M&YWQ-$:XO @<+:.V7DRYHM-WJ&W_8@@LUM/SS7VLE1I3OHI5RQ7X M18C62%BM&.]A(27H,"D;XE2'R!^)IZ-_!B228H&+"I&XN%%PV\%F^_V[_\.!-[%WX@<:_C[P/*@W\$2*W>C_[ML-
WHH+N+>ZMH@XJ]1UPU]/22;7]T"&@E JQ/$6W M1FN;SVVL2UWBI%H,VY/9?3G"J0P9/%*O7:W,L]+<6@K/;3 Z9 0"-@IP.S M9*8P.Q'6ADG3!_DPQ?^B 2YO0$B *-0YKVX!QYLX<&59$"_^JM8J% M9:@\QP !-,B?1C^E%)/<+M>-E?BF/*B:TRWV=;6&+;-
*Z249(*0X@(R52BZQ5/3DM2TL53G);!T MU)AFQ)[N4#F:_;[IK^?:532)3:&B1'VFVN:WH5)1?C!Q@M4@B_W]U :XHP%#(=Q>>L'/X53AM,N0Y @9DJ+ MC!J,13=VY=L"@'1"M3?'_7ZZ.+\^._7^=7[QX^G'#'U8\%^]Y.Q2CX)&=&!V
M0]]QWG,'K*>&*6&94X7F%*&]^+93PC:1Z8.UBDQ_:_K]I;%VHT:NY5DZI525 M4Z[A?DZ0W+Z>VHX)(>#5G4ND.R#U\UR);)(I'4%RJV+?%"#>TR_("VWX&?^2 MD'FDTT&-*LXMJ*T>=Y]C*-6LVJ0XN4+GG_"O#_[O< /;EW*)W1$%U]&<@!69 MP!,UD-P_/UR>F!#
<5]GPBB:G\LB-_+Y2DZ6M1O/]=L7IHB8"O9.)]1.YMX,R M3.F(JI7ME5.W-SC\ABMGZCNG3^F^!D2-6R[Y;X)11]V/H7/N39>H.5X$U^(N M_*&WU^&&:E7.4$W\:+P.OC\E!DO#0Z4*"QQ,*LZIF,M4]VA[(]O/@>368HX8U#\PX+C95K"7)R?9$;"2"QFQL-SFWKP*1@J5I&
(6FMR M$ZRG?Z^CA943(QY$NK2+UN]GYI1I9K=Q2VQ'WT&7+LO(L,$$VI2%);GN_+CZ M$$I72%4BTCVGVA;>"W?@@07V"#30-D$H':QP]*F=.>X$0IT2".ZO=]LS@.+F MJL E>Q;;Q\%T#F7P_Q!\WEDD8H9L;(SK2IKW/:AT:WV;S;[0Y'UNR/O$)>\5 M6^C-
1;^UQJDR,)]M?&@V>!*IQB$SQ^X)Q?^Q[GZ$B;*3'"C%ZS-1,]&6F;I6 M>]6 Z4OLT23WZ@H^C&7VH*W!;9L&ZF06[3DZT@?V31N'LU31=#PC;!U%U[PU MK-Y09OY.!*4B]X7F\>V6J8PLDZ*M!)0%3$V>HD*S0X5[--; , 9V NT]$&8]
MDW410'WN?"&E'&G,$M136TC6:K[1.]!Z_'+L+/ M:@DO$5QP.<+R)FE5TCH!N]+:='6:A%:I6Q@X)XP+$^6DAG6=+VYAD?)./_!V MU9Z>MK6QFB4-W+"A"\GNC$O6&"GZ 'O/!XA]R2AY^R)-D74K7$88 MW-F)U#A_??!"B\V0L-Q>[_1?K>REOO_N^,7+XZ?
N'IKG1);VIK^W^_(%;D9; M:!@9HI%L7>7[E0E7&P::2=.:=4#5@YO3?YK3YW!OIK)*A+K2>"[CHF\9SE)" MAQ1@$+C:L!_&#,.LK'4!T/FGY<;90!_6/A&\9"S(S.MD6, M%/80[.898)+5D9P6:/];7CW61I*-PYE,,N ,*4(L^/ZHRI(1PTE M0G-DG^/*!F3I;7SOA7SOH_7VO>
<=_;5Z-VC]FCFMWT='NT>/E>_T@/A3 ;%&)U1'ZGU*IZ M!6A-\[WEA7-VS_N(/*":D,#5.#!FO\KI$,;S2)"VLK.A;0MWF_9A*O,NQ]2%KG%7$G0PV] M(]/C3<^N?(R664 &-/:B1&&66_@GDRC"&0RC MS$CNUSVH5]EM(]WFK@>:I; M<:;)7Q-!R&!*Q41 MZKUK4Q_H]?
I'1S11^BKO>2_A_]]%"18!7^'0<;08PRQ(>M[)P#L^[.\=K)*V M.L-D$@OJ!I_9\JAE@%MEPE8UP^.:.U03A)7%U9*=.=FK%B[NH7:_T96:A,1 M5:S4E[@)YXCQ(>'VQ7;XY7[C#B\4R%FSH^IWQJ/HLSOAL@I%OZ2Z,6I3LH, MFF_%[ZX!:A 4!
<^T&Q0W6&JUO]]C,Z28Z5^[4)PN9"=!1F^HIT(]^]VBGO.X M(FOS4C/<'<9RN0Y]DE([,C65E"^2[H9LB51\?^_55SKQ%M+IS(EO^=N=.?'] M79+N7;!;:-(-U4^3Z=H! T8J45MKM2]U&]2910L]IXZ,!87<7XCFAUVB^;W] MCA#]^?79IT%W*!V%.!,P]B%X6V<^S:-
A$R]'?&G4;EF20:GY:#_D?61;2]1VM@_//SK$%"'**B_RSOQM2CHX!5^ M+T04) @CFE-ZY0]2$7CQ&T*]$U)W**G_:G?O@"GIWKLAK#Z9)Y6GBKI#:3+7 MM$"D5^F.3VE*ERF%98KZK^KDD=LPS0414E/9UN$V.*7>U=7)VX$+V5>? K., M#OMZE--RI^Y0SJ
[=',L$H@[%QT$V1*@=S6QV-91W(Q880CGY%) MU/.G>5 #;5ZD7-6HL3M9C2S&\L-5L/R:$=!)-PF(JG)F#)5CX&%:&K/:YN8) M0A3BC]H[".& 0X>4B&:YX/0L1E*!0U*+1I:^FHG1^QE\JX0!T=.@F.Z$:>=;I%$"ZD,8 M"YGM"U?)%"G)%> %V(9)%KE,AG*Z,IOC-
6^W]HGD9'*UH;6>[@!=0@EM722$ M\11[Y_BF\6A[HY=:2?=HC4A7U!/LG=)AZ#!WE9=!<:W'I%G0A@^'JTOT>3+Q M9U@8=C# OSXA5_Q\?NX$L&MWX]BU$Y=B<+R4!C1RP_-(S8!WL/5EZJ>?52-5#C!& M%9=0T)T;S<_W9? 5G_ZAZ5-
<]&RC1P=P.XBGX#:8DOEX(T?M QX?.)05Z];-/NU6S.4:&Q[PN,50O2>TZ2XF7@^ M^GGIB&*O][VRV"-O4LS$_RAV@^DZO)$9AV1+-(T2T]*)L<\SA?.JOIVPY0'- M4C5]W[A!DA)^,9LUBUG 4_^S0A>]0510^% M,!C8G&3-:%'P@[]00*-SE02.O#8C8U#Q%:($4S4-
I@6M&AO]29T MD5;_D.>T6:?7'=7V+YHH-H7WFX!Z(P.9SI7Q2.6,6R$5]OO_O*KWST<6^AF M- G(=2@'FCC2*91@>%ORA=<*]I-/_G#-/%I6]E,HW2A_,K",79B=W'=0&\2 METZKYD9V5 FQ8Q;<(+[G>8X]MD/K'G)]L@E"WG!#DSB"Y*/9,),9NT95\>2^ M\3
Y*K.GEKT9HMGD@@I931K6@, -@I4=DDN#O_W2N#*7*\A=E=%M9"Q*[4\] M'T%WTLYGJF:1'Z@'ZOR#, V*:48&1280]]:.Z-6!+G^J_)!YRS(M16B'/0DIU,%S-9Z$ >GAVIO%3^DKYYTZ<+;8]= 6")BK2]HT(4XU1A^02AVX MWD] \P/JRLD3!DOB0WJ@;V;-
MG+IO=1;)UXX;ERN8E3RB$B95.(D!E(,\0!! MM'V5+5QUL_$2.T9N'6]<4>K?93(!U8]]-I;N[O[3T-7M$KO4$X\30YI+!%![MX1FNO[)U5RWJ%4-"0LY-_0'46L<30R(S.M/."5$$GE86"4T6!@&1W,5L9?Q) MXH.'W2X"KVG5<9(&:A'WQ9[J4-%@0?U%%:;TD4,?-
AW2RZ3Y7JU_FF\%=:S+ M3OP8V %*9:?\L9--5OFBU8A'=8H8%;@&"TZ>]N0E;P(\1)@Q_XN>8#""?WQW]D5(G!*AN M$M_4CC2;@7O'5%BJK*ZY)LM0W3=038TSSL+IC>='^3^>A5,0N[_U=W^?W3SS MLC2H?E)2;XE.]W! LCH*3
CV1QM$[^6LOG5WNS+\|67=LWME(>X*,V M@_BI_W>554](3U>&.<8)3QU-8OR\G.M:7]9T[H!/)]$:>^_ X8VID>\CC6E(MU^V\/HD!NF16QVVW]MFF MU?%?]P\%=,(6"--NQ,!AO_CV<'SRJ;1Z&9O5W8#@_$3SCR-$G(]RAMFKZ6T,[K M_=D7KU\F.+QE;6^3V;/V*-
K^[LNC676\H7S8!4JF4-J%/ZWXV?H('K^[_*:; M[5]@^^V8+2QL>L_3Z1O.8T/V7W??+^T,,S:.&T3SAA&^X8$<[WG_A#^]?R81 M[$W<\]XG\0B4YR\G_9^]%__]WSU*FL!Q_0O>891.-SSRY$>B(T#,*U)[=U%, MA^A);KAEE4?S\L7AX=[AX88)O@$3I#.)L-
!0DTM=0[9A@=4>S(O] ^_EWLM^ MW^OOO3QX\6A6T"&+]CW?,,NB9_)]\.O9'^20/WX<&QY:O([BY1'5O;X?O-CK MOVKEH;]1].'KA2G_\M"%@[VUCRZN*);XT\7Y]=FI=W4]N#Z[6M?08;JH!RE. M>+!+>K\C3:*!Y%0Q-84@L$3DMSVS:V_W[_"ERG;I,=V95DQXGM-#-
NK'0]M[$SMF][M[Z<,2$(2&HK@$]05[5^_YQP ?$E^9=G(VB(S22R1>)WS.V\ ?C/-9_';-U/! MH[?_]>:_=W;8[0]+F4AR%F:"YR)BA9;)A/T>"?V9[>S8M]ZI=)')R31GP_YP MG_VNLL_RAIOGN#]Z M^2K#?G]][_%>+K[D.SR6D^2(9@M/QRK)8189]&I^-
)TO#\&S"8P2J#Q7 MLZ/A/HQ2ZRV$E8G,=N>:A"I6V=&S/OTYQB<[8SZ3\>+HAVLY$YJ=BSF[5#.> M_-#3/-$[6F1R;%[4\I_B:("CT,>Y71ST$\M$N,4.!B]AA6?G[T;GUV>_C=C5 M]<6[_V$7'Z_/+L[9R2^7H]$'>(*K^]_ST]$EN_[]B(U^@Z]^OCR['O48M-S% MI\/^X'6K\?
DI[_K]^.O)>9,^MU)F@/2W7^4J/=KKIWGG=!FVZ++?ILL0.7\] M%>PBS:5*A&!3KED@1,(F&4\0QSD':LX5G/$LZ+W6*Y86F0AO"R8GO(,)]/& M].I5KL+/^&%T [P.,ID+H%\2[G[_[.7KXP<2Y\"A1B81]'*T=[VXISSF<#E M. +1,KY_-CCHK_AW>_O]V>75]:?
SDP^C[9UMMKW]ZTGU<0,77\P"D57+9U?$ MZWMH<'UQ??+KIZN_GUR.KC[]'C8LW]_V$ABC+Z(+)0 ^(^9 M# 5+@3!$CGNH813IX^79^]&O>^?O1X.!\??64+L'A[B-X-?QX@6YFCRYZYN M23G2ZIX/!OUMY#1G[S_\QB3^@-]X 9 M'Z#W*3L]
[;'_AS\5AQZCVE,>1: P=V(QSH^&@S9E=@:OUZ?P?Q,Z1V7^3LW MU0@%^2T(-5O(U!F/F%*,OJO &E M&G/X2C,PM[8=#LR54RFU%D$5&=3D0E03_Q"U*C_6-L8S7]B][RD/57 >HI M3Q;N;>HM6!@G1[M)ETY0 K.(& \43 RF99V>>G_UE92=UKTB>%]E+,TD_.MH
MTL01TZD(Y5A6(\4QM>%9[KRII#3 E9?U+N9:LQ.27C3).),>MF(W/"X$^ZZ_ MB\P>D(6B9LLSKZAF![+T69Y37[,,N\T$+C731?"'"$LT@,_T\3P4"61Q+XT MTR('QS(#B4!F2 ,(^\;(&=W'R,6ZQ<#"C$&N]_&A]\:O:5#7SFJ1")4!G9' M!1 HPW:E+\,#&,< MG)8- ?(@2%,.,
Q@Z;/R=1[$ L88?0E%F].NJ1 8"(AO>H3 M%G0CJ2&BKV8DVD8;34.= 4I/4Y]!.),2R&P'L%3?'=H7L;D4R:@8>AB$6& M@H_?BR;]M:4_R0*Q];=B^69I06-%;"YA : ;TM]LJX M6>W"HWYRJE7#Q",9 M4M9"*Q8K: :K:FC$3,RX3%"&F9BEL5H(T58=0 S.KHI RTCR;
(C%]H"%!0 MF;]1H-EQ7:A55B$MX.'G">C])-JQH!O3G^-O!<$E]M; 9+@6QH5&>U7#!= \ M$JCBH#LV57,@PSK%*!8X6_3D XW>'3)&P>1A,1*& SL!%B]9T/=@KE!L@/'V M.U3#M5B7/!1M64YNHLYY7@ .OF. FZZ%_,X6KHKRW[)":J.S2H#@".+8YY] M<>1^.
:BIC%?',F$ED6-CIO;_B70X$: I(<\MDDETG+F<9710AN(6:T\@[^1 M&]D^WJ5'/^;1\K/]P]V#_OZMC_N[@UN?W=GMZ]W!X<&#NOV1IFRF#931(%P_ M;>UMN096RQ\-TR]LT,RNH>)?(HY*MQ[G?.^^>EG[CO)_]LO;TX#=]/\-,H4/ M,]0/-
YOHQ[42HI:]3Y)S3X>.X*!G%'?RF+6S3)J-*O/VMQ7D_9,EY G!M?\@ MC6\"\Z^/./]$S&X>+;=MXK)%R5KZ\DXR>FRVZ=D&Y]"#LR-P#CTXNP;GG@=G M1^#<^RIP_D@^_PJWLEZV3I6F'-)1)F*.V<-;"]G65^I732 H4G&1+S>YR[>] MI_QM_IUF%>LF8B?(!/^\P\?
D",>S_E";SVJ%G]_R=U'54\G]MI :6VKOGVO M^CI2??O>+G<-SI<>G!V!\Z4'9]?@//#@[BW!V!,[7'IQ=@_/0@[,C/H29&?P]#7([N'I MBY"=P=-7(;N'IR]#=@;/KZM#>GC>!4]?*NH,GKY6U#T\?;&H,WCZ:E'W\/3E
MHL[@Z>M%G6\=]O6BSM#I"T;=*T]?.>H,GKYDU#T\?^-0]/"W1J#-X^J)1]_#T1:/.X.F+1MW#TQ>-.H.G+QIU#T]?-.H,GKYH MU#T\?=&H,WCZHE'W\/1%H\[@Z8M&WO&G4/3U\UZ@R>OFK4/3Q] MU:@S>/]J4?=W(OF]46>7(OF]4??
P]%6CSN#I[T;=P]-7C3]#IZ\:=;W=<\|7 MC3I#IR\:=:\|?=&H,WCZHE'W\/1%H\[@Z8M&W MOFC4/3Q]T:@S>/]B4??P]$6CSN#IBT;=WR;OBT:=72?OBT;=P],7C3]#IR\: M=0]/7S3]#)Z^:-0]/"W5]#-X^]I1]_#T5:/.X.FK1MW#TU>-.H.GKQIU#T]? M->H,GKYJU#T\?
=6H,WCZJE'W\/15H\[@^755HW7_"N'N]#:\CVI#'/G[9X.# M_O'RO\,-^37&94^-WTA,BR=@RB0"4![M':1YY[A\&(7_QC[P+[M,C=EWL+ > M#,92D;%%MKM$X]>_F(LD%$Q\$5DH-0I*C^53]=E5KL+/[")%A#,]Y7$,*BG) M95((EBL6--
HPGC.>+%@.$V,JH_\U2S.)/ROH4+ P5EH@R8)"PQRT9M O/AA] M267&:9A3GL/PN@C^$&'N&J.9NI$:'FLV%9F 'G@284?X\&/,DPTC.FFV83GI M;S_Z<=.,O')4B42H#"..'B!0ANVVWG[@20+8!GJ/#+_%^F:^]?:K>8VZ:$V\ M?LY?/!EF@X%'.ER#Z!C1%H+-
^,+)LE@A^RJ)%TP:61VK.%9SZ X:(2R^?_;R M]3%CXTS-C.RCS)(.2% --!1 2\Z-!+<&Z]&;C9E-P!:S>2;S7"0L4>#@"-?C M203&1NH<>E6$4.P.?@(UP40,*@3'@G?3(@NG'!:GE5%/],RL K&+O)KR##66 M>=.I-'S!+&<,6BFQLC'+4]0CE>$%MDF(6&)EI=F_THM.M&&*
MBZS%1]Z8P10<^4K2]M#O$>V@]K(Q@"Y&0D6+ ;Q(29RH3KIH8KD4]5I"VP MGLL7QG GRD'[8"@%OR'!?0P+BU@B]%MX#MGT5.!A2;0X_0.A%C&4] V(*& M7.X!S2&^"G#$!TG=@*)1AGGEP)V<3"AI=OKZG9]E^'*)I3ZH#&)@G/4!!I6
MJP'0^,Y4Q:A$T,N1P!W&2Z9FXA^%S*I9K2 O+ LFQM'T MPX@QJ:<0'.RHTE.E)I@(XOE<0FPELTSV2$&ND)BZR4+XQ*0$HO(1HL.!$_TN()S6\=DZ.!%VBE=AUMC._-Z!Q#H53]^JD1W$$_PE- +_'9M$*R. 6A5E$(#3YA+5* 83DMP4*X@82]B/5>,2W<:?
L:$(#A#S.4ZIQ)VE M,"W6*KF2PF8Z95\0XX M*;LU(PF488S%2#G4FZ.JM8M UCK%+';MXG'UNM2Z MX-A!982:_@;^A*^4H56I35 U-U(5.E[L&(.Y M;)LK*U\W[,;WZ+55B)!'&LR:W5R8] W,GYKU2Q-'Q-0FRW1L1YZ.S M-2?1I=%]BRX)/(;&,?
4.1IX<3DO66T7A+Y;"W=OX%.Z.%).34PO54FP-]#!R M"A# //(6DV$'88]9 1ZS.0Q**"S%IV$ X<@:>?N91(<4#:I<2M[QFZV]$\C MQ=G6-T4H8W4Q: 'RN^5255X:538,LF'D72R6VOK9-6**1:SPUU5RG1EN;K ME7&&^Z9T_1(^$\M3Q0
#>K2Q@L9EE72V^M.)?:#4Y[8N-1S,!&K.5L!3&X]< MRAN%'F]/ 2#1M8]04L9O#16MMAF=%2+;1MID<.G9)'+Y";.A5DQ6W:SVGR8 M3R6:IB4)L.F'"OBV H'))4K9E48%]];MO.=$:Z6#]]"1X7,@T#958TO39:YR M,%]+'=>$O70TG'_=[KR6=-Q(M$5/"6W&_SM7.;
(6G'SC4E2Q717.6;^FF!76 IQ)]E.W.K9]@HA:%=79GQ-J-L6':!^+]W,>6]ZZ8+.@(G4U$>:*U5 M*XAIQZMMI"@GN)0TP/SC%03<,I(-5],E6O\HB5ZK2NJCA0%(%<(V@C_Q*(6,UW;W?-G["6>FH%N8<"^M34WD\% MSZ=/\\E*#5"&V(.786%2^TB7)-
QEN]4N:K(2TV.&AC=M(BV#90YK1P'KVMD MZTU&MNIHAYJ9!!+,BQ1VPYEH%2G*6<9BPC'DQFPVC$)1)@HJ?I+D[?D3OI@ MJ,&0S8":4UVE/QNSP+;.QU^Q$T*.G1@"Q4_N(XTI*E!9\M[E6]-5LHC)&80^ M$GZ*36X_H'?!
(Z+C(PE+"VDM8KQ&%3$1GHG3RX[]5C!1X[*6.:+_S3I+Q=F MS9QI?4M9\<6WT1,F*=;T)ZH%/DJ!/$HQ5+18AW:H1O]+]HBG%BX_5$,@P-[Q M8LV[LQZK&+<[A1@H8*9)7@Q&$2'!"TM!VG5:IM\&MI M:T59[';;B.C;4"4WTM5N>KAI
CY19XAW1%HLN,%DK*@B+5"HQ=)D:-O*&.(L M%PZ&&::V9'*CXAO:+05: : /P)5Y$8GF?IOF>H$LN.FB"*GDC/79<6%]+;@) M)A 9BDZBDATP4C#-&55FGIM$"1 \:5KQRDR\6$7"U4:^R&65/W;IWTTD\N MRW67E;@@%M9LQ<99"+.)S4"OPN-
=8>0]3B:5;3#'?,&J?2UTO-O_N^7OIUNE.AD%?&<\6MQ\|:U8F$'(3 M=2,R:YY)&Y1;'?!IN;NXW#Q@ZGD2(4U3H2*)FHNL?*.U:;DL<\ \K^Q6]>'S MX$5KW],[#IXWCX$ND1V?2C.PC),R@]AO]<#2-\2.. 5S8$0V]SEE4 D!H 1M ME6$'K@7T6C4R--Q$H7JY,4)U;7?
/(VDZW435O !O#]0\Q@!MO?DD$5-=KC6 MLG;E%&5WC'FN&A+31UVXE,IL- ML<*@0TIZ8'")(B6#@O;5VS6TMU,T#I]&1>8$=+G\(L<"MT;TS*&T5N!9[D2R M&=G5;SVTEK.)DG6P,9)U!?0N2MU;!\13$+(V0*7)T-#6P"\4H.[Q6!2:&IUK'Y0S-9A]G1?:'0[?N,]P+A_)
[B7O="TR*1.2\#@Y?']!Q M!SXS S_'UUT^4D4N'?D"!+9H'A:(E#!27B*;\CT\RVA7H$F=M==H%H79&2SQ M0ZRZO$]2%3$95DJHT5ZIFMNGYF#"^!?&HQNI58:G/B8*RTM/C*^MUX=!;A\ M6F.S<2)"L(2X]0'(K@(\ML'&_$8YO17B:4[L.@>!-
_FU!J5M"%B1&PE7/3>0X[U4[1>OVX(7+ MF+9/"='.$QP:AMU90$3H*!H(TJ)+9:@&>:-54-,V[LPL3MMW)F$==C=@^\ M'22?]_L&6=3&F) PK#Z!/"6*Z*DPM@TXAV<-Q\W-.7,HO3YVK&W)LE#5)0; M>
(Z,5."KC3$AUR#YOP,;K,"NW6ZTRQ$]HUIX7D]8&]R3%G3[2]N'A=HZ)!"H MZ# B %U'JL\.R:?X89H#686#U;'C91 M6=F@&0WA4&EU\!M[LB/;DVS&]8I5B+XH_R)TXUPP^I!&6:'83$5,&[QY&*K" M=&@]I?7568]Z>;="*%[D4Y5AC1K/;6(>UT16=E-Q.3;28UY!!
(Q(+"?E(>[MG;.1F(6E?7(J%O8$8,]SO&<PH1XC?@S M5[4+@9HN1]/R#8HAJ4V'>DN6NS,BCNY)AFD/%Y?.^:)V%@U7N>)L76M9*(1E M=I@4;#6=5@]T?G'1'6+S%RN;O-SXLLE3T6]'&Z/5,!:=9$^A0-S*\9VLK(7,+!K1?=ODJA9?
KH*\4D6*GR3@AS>4V1X5%&^@]]6G!X*7+5C9.< M/;P)@]YF(/LG[4TN?#R6L:1-%03$1EE4.B8IS9I4MP7Y6[0,5W:M,2EB,4- MALAF".C2)9QH_P+=T4)'5$W%E83'Y:+-/1EC03(#GR'DX?72RW+2A5TIO. (M\S9%9O>]VIN<4!;D6(;&US*^-.9H(-
@!G&3NG&P.\TVG>/;/O>(*QX&DNT+* M@Y\RHO;[F=YE %KZ&ZT8$_&I#T=BW9O<(GWFNEUQX]F%E1D-CGU M,OD\XS(V5^_9R].JK$>YG3DGBP003T*9@F)/8QXV[WXE[^L!7=;C-*.+C=+' MS2W0] H-]VB04CDVX PY;?&S:L'>Z.3LA];#XNC'F2N6]LN-0$#&!?
AT>EI> M]D=-S;LHZ&"F@*4/%8XU;QP"!2 F"LU+HW],S,7M$W2AG8A*-;-R'X7S%UPC M[,B4($Q&BE""Q681 7Y&E<:U]^79>ZE:5K)6T7[\K#V)7XM2UC;SF%N=.)T M72D0H3ZL-85T4+:ZO6^MO-N_;Y.]N9FY+%F_?+TB2O^Z?T>87@T OR 89TGX
M4#*L"\%WZU?Y!^.6[R#*_R;_]. *2F>>SR+:_[Z9>MI53/-[SJG^BVO?W^ M[/+]^M/YR8?1]LXVV][^]:3Z>$L^ZMM/\N+C]=G%.?U^AX?^6H>-0.&US&-A M+]U]-Y5BS-[+!+0GAF47$$A"]/AX?;DB=7=76N_6WU2QMW]/EW_1-.W!UZ5I M?PQ4M(#_IODL?
OLO4$L#!!0 (/V 9UD5R.C;WA@ !;U > 9F]R M;6]F;F]N+7%U86QI9FEE9'-T;V-K;W N:'1M[5UM4]O(EOZ^OZ*77#+)EB'8 M(8273*H8@<.92FP +W)F=3ZF6U+9[D-5:M03X_OH]YW2WWFP(R6AB/-.I"L&6 MU"^GG_.BX@56B9C]FLD
M]#7;V+!W':ETELGQ)&>#K<$V^U5EU_*&F^NYS&/QWK7S[I7Y_.X5=?(N4-'L M_;M(WC 9_;@FHU'P=FNGOQ.(K=UM$8:[KT74#\1VG_-(#,3@63_?[6UOH:W??^W4@E.726P7)#SW-$[VA129'YD8M_RWV^]@+?;RU3#R?"875Z='?
TW.SN_.CD[98<_7PR'GX:G5SC##V<7 M[.CLT_GAZ6]L^.G\X]EOP^$E7OC7Z?"P@EW]<\B&O\"]/UV<7 U[[.3T:!.O M#K;ZNZU63X_Q*MQZ\LN0G7\|/&T*[UZQ]7$-[%>Y2O=?;Z5YYT(;M(2VW1;: M %?_:B+869I+E0C!)ERS0(B$C3.>()9SN#I2<:QN$=.*
[F.Y8FF1A7"S8'K" M,QB,&M&ME[D*K_'#\ : $&0R%R"_)-Q_NS-[L$CA;/C("63"%K9?[VS-.&< M\[G Z3@!T32>/^OO;"WXN;[^X>3B\NKSZ>&GX?K&.EM?_WA8?5S!R1?30&35 M]-DEK?479'!U=G7X\?/E/P\OAI>??[XX/+T:'O=^V-O;Z]F_/ZRD,(9W(@LE M
/X\DZ%@*0B&Q/$%:1BB^'Q^<7(T[#U_MCL8]_^806QN;>'W_3?'B!:5D\D M/R-'L&.P>8\3PO'AE9$!S/@3M#YAQ\<]]AO\]<3P-?R9\B@"5M](Q2C?'_3; MDMGH[RZ/57\1.D?&/%)3L.FA(?A$:+Z90B,\=/AY=!(BY%D=O[RXAK>I3+C M1#*/$-+P?
\]/+HR$/I\/+T[.COM=XJIFEROW9OG]=EYDND"-_.+MK9M8IGQ M3\@"6\+F2827X#YY \P5<_A*,[!I,!FT[9DJQA-J+ *ILXG(!+#]"_R"N&KK M)^QM/6R-]]E_5: >L]3F;N;6@MFQI/0;M"EIY' *"+& P4#@V%9SZ+>7GTF M9:-UUP/N5QE+,PD_G4R:.&
(Z%:$)8[ER4IK5SERAS%7&MV2-J+ M=@]'TL.GV V/"\'^L;6)B]TG,T"/S8^\'++MQXIG?DAY33#L/C,S]Y@N@M]% M6((!G.ZHO4.51));$LS+7)PWC)0"%P+:?_^ #N+";C%U-I&YB!CXG*H?; MKO[>[T:K#<_!I57;YJ4N#1+P?]_7MO\?I;)Y5(A,JHPCXM"CY7NC$\D+\',
M9^PRG(BHB,7RAK_V'E!X"EH-.$7($%S:F)SR&8)06.6 $!L0&(,.A)/R05!# M4.X)!V &,/5I>3L/8@%]#.]"D>8(M$HM @&!38_4H]5/D=00SEA6N)8L=>"1.Q_D:1A_)D/(66K%8P6,PM9*F,S'E M,D%F86*:QFHF1)O00!]<71:!EI'DV0Q;IX6AYH$U,W4C0:]Q3LAUBZ 6\/!Z
M#,8HB38LZD;TY^![87!N?6MH,BL6QH5&T]L! ^0="21>:(Y-U"V(89EZ% L< M+2P.#S2ZG+@P"@8/DY'0'1@O,)O)F+X'&XIZ XMNOT/C4(MRR6W2=LG)=]4Y MSPO P6@$4-.U8-\9Z$7Q_?MW.<'4+;/* -RXQ#%/M=AWOQR 4-.8S_9E0M.B MAPZ:=/\&9' C0-
5#'MM<$]&Y ML[5][^6MS?Z]UQYL=G>SO[?SJ&9?T9#-L$$R&I3KQ[77:^X!2_/[@_2.]9M) M-V3^.>&H=.WK(H+-MV]JWU&NTGWYYR?X'F7I'F_7T/EKY3&M^)^69)^<';&K MSRA8!4^MG?_1;%B9GO]:(-X_&<%/"*Y;CV)D$\U_>YCZ)V)V]62Y;E.*+4G6
M$HL/BM%CLRW/-C@"IP=@7/P3>!\16[/@KBW7K=+E:;@?C\3,<H./0.C[/+[E,[W6<<'1.X]/ MQWE<08ULT]MK3V\=T=MK;WN[!N>V!V='X-SVX.P:G&\|.#L"YQL/SJ[!N>/! MV1$X=SPXNP;G6P_.CL#YUH.S:W#N>G!V!,Y=#\ZNP;GGP=D1./<\.+L&9W_+
MH[.K.LZ6AV?G\/1EQL[@Z>N,WW51H]/!^"IR\4=09/7RG]'IZ^ M5-09/"VMJ'MX^F)19_#TU:+NX>G+19W!T]>+.M\>[.M%G:'3%XRZ)T]?.>H, MGKYDU#T\?-.H.G+QIU#T]?-.H,GKYHU#T\?=&H,WCZHE'W\/1%H\[@Z8M&WO&G4/3U\UZ@R>OFK4/3Q]U:@S>/]J4?
=OK?%5H\Y>6^.K1MW#TU>- M.H.GKQIU#T]?->H,GKYJU/5VS]>^:-09.GW1]'OR]$6CSN#IBT;=P],7C3]# MIR\:=0]/7S3]#)Z^:-0]/"W1J]#-X^J)1]_#T1:/.X.F+1MW#TQ>-.H.G+QIU M_S9Y7S3J["7ROFC4/3Q]T:@S>/]B4??P]$6CSN#IBT;=P]-7C3]#IZ\:=0]/
M7S7J#)Z^:M0]/"W5]#-X^J]1]_#T5:/.X/EM5:-E_R^LW4GMB_\5^ ![?OZL MO[-U,/]ST!10.3[_O\3Z_R7V+T09WU87O=<_M:-H2LK[V*Q"=^4R2DD4MA_O9/FG0OB<2;_+ D%$W8J MO&9G*7HI3$]X' -LDEPFA6"Y8D'C&<9SQL9RV%@3&7TKV9I)O%W!0T*%L9*
MP[41"PH-8]":0;MX87B7RHQ3-\<\A^YU$?PNPMPJF&;J1FJXK-E$9):XF M#>'%\Y@GFW.^R0.+L'RA$_H&Y:"_?^'35U]ZZ02B5"9A=@O0$ 9/K?V_A-/ M$I&AO(=FO<7R1K[V_IO7&OW)):WU"_[RR2PVD##*X0I4QZBV$&S*9TZ7Q0+=
M5TD\8]+HZ@C\9W4+S<%#"(OGS][L'C VRM34Z#[]+'% @C30(("6GAL-;G76 MHSL;(QM#/,5N,YGG(F&) B,D7(N'$00,4N?0]B*$8G/P&] $$S%0"/8%]Z9% M%DXX3$XK0T](9I9 ["0O)SQ#QC)W.DK#&\QT1L!*X<3VO\G8%79E1V/(4:!!KK9.X!>7#?
Y)%/%>$(W1B(&Z&4S]@(1 M_#3.7>(PNO]%A1 3V3ZDN!AI@]_&3SG$\#/A -V P' +=<<)]# N+6"*H6[M8-FO14X&%!^'%N'I1(QD* %B,^IRO@4TAW@KP!$O)'4#BD89QI7#ZN1D0HG9 MZ>LC-4WQ7XB#$VJ#^B0)WB(3:)BM!D#C/1,5(XFP%$ #]\-
XN:B9^+]"9M6H M%HO7R;<]="MC;-I*U8V*H]V'[F+BIK#(H8N2I$H:& M:\%L)SJ_,,G&C0EIK M@P [910#"S)U+8B+H-UIFD.[MO-VSX@S(@D+JY3/#!^@F.?@Y)["AOG,+B7! MI*D:/>/'1,+*V1*]N$&4-F023A1X2O]++>(B:%4VVYL'!7YAY^T$/YO)S*<-!;J5L* + %
JC!U6T5EAJ:P:4N4AA]"3Z+X1@H&A0+ M>E#Q@E9(QIQ]X#)CGXQ:_\)C])UQ]2,ER'Q JZ$09]7X&&0Y1LM8=D7K;$0! MLGSAA($2G 8RX4Z&0),]8K&>439:(!0>XX&Z07OE:+NB1FTD02H<"E"$],X; MF"@S!G05C12Z-P# 1(\]]6X3;H;>;J2=!7+P,(Y$7F^
CVL&KVG9G A-9$3W M$5A@0>]MVCA2&U&GN768&].RAK! =7F$4>V1^@.]X"HB#=?98,"U,X*Q.5-- M,R.%M7QM$(##YA)M"D96DGPV2TP86-F/U<.EMAOGSL9EV$';;W%(!#LW!C=9 MJS"EA,UPRK8@X /#6C9K>A+(:4EHU:7^.-H=.PE<6F>E9*Y%/*IN)^7%!BJ+
MW'2^&C1!5.RTKGS""-S9S%(J9 A@)* N&@:"XX8%X7&YB&TB<2A!)P896-+ M#$.D\-'8+!0AM0TL4,2DVQHT]^1K#$4+.2!YH-X;J0H=SS:,]S#OJ%0N3]W+ M,8Y8[PLD%D Z2.ON!M.+&0ZUO))Q7_"4XKZM@0O\ MVFM8J433T"T*T*KE>FCEOY%BJ?M[%_IO5G%
[O2(5M_OU<$EJ5Z-8BTMC(WCH MW*5Y-]5P,3F&-?-H8Z461:NLSM"&U)/$9ALJU[K"-E Z?6U4HM;^/>E,S"Y@ M: 1K-JTY>?.CYL3]U%MMTJ6&CN#AF%H'7Y'"-ZN73D]M3Z7:FB?1+0VP?QAE M9*TF/H4Q(!F!'C-)'8INK46GN>$BD+9S=S/-&\@F-6YES]C-
%O\T\KUMOBF2 M&'/%.(L"?*SX7DJ]8FU'8/,F'B7JQ-YK<](("0]JUW*"[BD1;S-GZ M)7P]YH>* 1>T:&,GC=,JY6SYTZU:H-1UFTO-"F8"F;,5 -:Z(J?R1J&'VF.@ MLNA:1;4@KLQDN"5L+9N!6&O95M(BAT_)(I>96-3I:3&])XBLK8.+9ML:8',Q M%?!M.08S;92_+#D!F-
TVWG.JM=#!>VS/\#D02"U5W](TF:LNX9]REXZ& M\Z_;C=8:,NB)['PO2_Z67%L@NTKJ]7IG9WU?0@AN C*,H#+;6$!S'M:+&-%.4 MYY(&F(^]A(!;1I)C3AXL9B1&E+NH92Q>$OO86;N>BW!.QE=^D"%5D9=$C@2,7EI$6RC*E%:.G=<)V3J3D:W VJZF)G\$XR*^
M;O@2K9I-.(R2E$/A)^BTVI(Z![P?Z-BHQL M)4PMI+F*T0@88B7U_LDEI[Y6\7%%92SSV5]-^\N)62MGGKZGQ/KR^_"$26DT MW8EJ@E]%(%]%#)4LEL$.5>]_2XIX:M'R8QD" 7;$BR7O5/M:9BA'_0@>[J6 3]08KCM*/!;< MK$VL]# K$-
QB;C"TFV4$X8:+BL(,SPRN5'Q#>V@ NT ", "RKR(:ML'[,Z MVGQ!++@7HPBI\HIERE%A,L:X-R80&4(H47/S!3?YC]C4=G;]*]SFFMGJS?F]^23#/<[WN+X-9_O[M^[[U[I?F_"YY"UEK+VN)UP6%68MUVJHU?_4AQ2G=%+#$85QH>2,>JMG2M=H^ M]V;^1=
<2,'K%Q$YDL[TRN?63!+Y-[05<;,P_+YFG%U1W,.<]=MO[W%$L:"OC MV>S^DU[-[#=";JQN1&;9E=B@+*?CU7)';UF@-C4CB9"FH5 B7MV*K+RCM5&X M3*7#."_M;HK!B^!E:VO$$0>WEL<@E\CV3^E_F,9AZ9[7R_987H4 !8=@3FC(M9L6@C%P@RI# 5ADVX)Z
5]N'C Q74:G>K(Q27=E=%D\CLW?5A!5\ .,--(_A M57O?!UG49(-K+<=>)>5[VMF\G!:=3;!!&!Z@H@,M>,ZAI)&8WY;;8-&SZ;%F MO$6;2>UV%;,?"=/8.]3(&B,W5"D9%+1WV\ZA7;)OG/:,BLPIZ'R.7XX$EM][MYA18*ZHK=[O8M-
_BNQY;,%A%S=I9':I@R[2]MC,^Q4/4\AS=R&<6H)=^5A%<[V[,EIS BL[SIY"[]_E! .(=2[S A-]!!; =";N MJ8V@69 +=I,NV.J9X/%#=*_!4FIF#HWBRP/J!TR-=QL6VKP-9%%/F$2!.)7" M/=JT;*/8*9XERE81LWLK@]ECGG-VGLD;'N+I\D0OG]E/D(HCM?92O MQ:STE6(22+
\DV@.DQ<9;J6G?]!E G*-!2 V3A)T,.3B'0TD.A5VI/5?#2" MB);2XY0O$1D>O#3'#+0)H; @Z4ZTFR9MS?5"Q.(&3S&8+J!)6X!]2:EI.C-- M1R1,-I9TQ\6IYISF2)#*P&?PJ'D]+0-QHG&\Y52:DW;L4N';!C '4V0V\6Y? MJX"J($#>+2RH'DLZJE@ M6N!LT#!!Q[X0:'Z^6?
E"X)+8$XR)-&D7=XJ:5[%:+4/OV.#YL^VW!_/NUHM% MZGA2H=>&0T5;$$Q\FK46MOE+"G'M.QWMX M\LQ0&"E:ZXC[/%$0&2P><+D[X993X8#J8Y:\[3&@QDB1:BBDG#?FXN$NYJ>X M8*!XRBC'-*4$P-";C:\SA+H+:-(,I7($-=T:KJI7GC0[*D4D5WG10-U[TGY
M'?A.1W:31K53?/%XT0^2]GA@ID!P0'&+S].98W(A<;0Y A?5W'-S9A14 ML#!"J\JBSI3+V+PWR;[\IDK"E/NOU&OP.V!)7VL+BRY" WZ+L8*K4FC$H&+BZ4X>B&1B$I665B3 M<_ZE>P@;,D=[38*,4(*%"Q$!?H85P=KW'=GW:+2,8OMT;?ME)^V7,+4,7ZTT M:-Y
P>E=K?6\M'!GNKM2TM=N^W6VKU=_%K-LOSQ9G>!1_=M/X>8[0T MOZ 8)TGX6#$L"\$/<>5]4UP2>3[H?K/[_OPT,R^JDLG/NJ$<=L[Z1WW_3Z\=VM]&YM*>O_Q,?LDD37US^<7%Q>?3X] M_#1]?4_+F2>6QTEQU-I!BQ#S(!0L+(^ QB>0C@[PG)
MOK^$S\ZO3LY.Z;W0CWT=]$HHU]=S_(+0](_]C=+->Q\6ZKA5:"B&?PSR:?Q M^_'4$L! A0#% @_8!G609O9O!U2@$ O9 5 \ (! M &5B+3(P,C0P.3,P+FAT;5!+ 0(4 Q0 (/V 9UGJHWSE9A(O6 M / " :)* 0!E8BTR,#(T,#DS,"YX&UL4$L! A0#% @_8!G M6;*BGB[9@@
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9250004175700028369000489200000540174000530957000568543000534600053360001229000517000111200000391 7000Overview and Basis of Presentation <div style="margin-top:9pt;text-align:justify"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:120%">Description of Business </div><div style="margin-top:9pt;text-align:justify;text-indent:27pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:120%">Eventbrite, Inc. (Eventbrite or the Company) operates a two-sided marketplace that connects millions of creators and consumers every month to share their passions, artistry and causes through live
experiences. Creators use the Company's highly-scalable self-service ticketing and marketing tools to plan, promote and sell tickets to their events and event seekers use the Company's website and mobile application to discover and purchase tickets to
experiences they love.</div><div style="margin-top:9pt;text-align:justify">Basis of Presentation </div><div
style="margin-top:9pt;text-align:justify;text-indent:25.2pt">The accompanying unaudited condensed consolidated financial
statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) and the applicable rules and regulations of the Securities and Exchange Commission (SEC) for interim financial
information. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements.</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The accompanying unaudited condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements
and, in the opinion of management, reflect all adjustments of a normal and recurring nature considered necessary to state fairly the Company's consolidated financial position, results of operations and cash flows for the interim periods. The condensed
consolidated balance sheet at December 31, 2023 has been derived from audited consolidated financial statements as of that date. All intercompany transactions and balances have been eliminated. The interim results for the three and nine months ended
September 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024 or for any other future annual or interim period.</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">
The information included in this Quarterly Report on Form 10-Q should be read in conjunction with "Management's Discussion and
Analysis of Financial Condition and Results of Operations," "Quantitative and Qualitative Disclosures About Market Risk" and the Consolidated Financial Statements and notes thereto included in Items 7, 7A and 8, respectively, in the Company's Annual
Report on Form 10-K for the year ended December 31, 2023 (2023 Form 10-K).</div><div style="margin-top:9pt;text-align:justify"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-
height:120%">Significant Accounting Policies</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">There
have been no changes to the Company's significant accounting policies described in the 2023 Form 10-K that have had a material impact on the Company's unaudited condensed <span style="background-color:#ffffff;color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">consolidated financial statements and related notes<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:120%">.</div><div style="margin-top:9pt;text-align:justify">Use of Estimates </div><div style="margin-
top:9pt;text-align:justify;text-indent:25.2pt">In order to conform with U.S. GAAP, the Company is required to make certain
estimates, judgments and assumptions when preparing its condensed consolidated financial statements. These estimates, judgments and assumptions affect the reported assets and liabilities and disclosure of contingent assets and liabilities at the date of
the financial statements, as well as the reported amounts of revenue and expenses during the reported periods. These estimates include, but are not limited to, the recoverability of creator signing fees and creator advances, chargebacks and refunds
reserve, certain assumptions used in the valuation of equity awards, assumptions used in determining the fair value of business combinations, the allowance for credit losses, and indirect tax reserves. The Company evaluates these estimates on an ongoing
basis. Actual results could differ from those estimates and such differences could be material to the Company's condensed consolidated financial statements.<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:700;line-height:120%"> </div><div style="margin-top:9pt;text-align:justify">Comprehensive Loss
</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">For all periods presented, comprehensive loss
equaled net loss. Therefore, the condensed consolidated statements of comprehensive l have been omitted from the unaudited condensed consolidated financial statements. </div><div style="margin-top:9pt;text-align:justify">Segment Information </div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The Company's Chief Executive Officer (CEO) is the chief operating decision maker. The Company's CEO reviews discrete financial information presented on a
consolidated basis for purposes of allocating resources and evaluating the Company's financial performance. Accordingly, the Company has determined that it operates as a single operating segment and has one reportable segment.</div><div
style="margin-top:9pt;text-align:justify;text-indent:25.2pt">The accompanying unaudited condensed consolidated financial
statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) and the applicable rules and regulations of the Securities and Exchange Commission (SEC) for interim financial
information. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements.</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The accompanying unaudited condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements
and, in the opinion of management, reflect all adjustments of a normal and recurring nature considered necessary to state fairly the Company's consolidated financial position, results of operations and cash flows for the interim periods. The condensed
consolidated balance sheet at December 31, 2023 has been derived from audited consolidated financial statements as of that date. All intercompany transactions and balances have been eliminated. The interim results for the three and nine months ended
September 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024 or for any other future annual or interim period.</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">
The information included in this Quarterly Report on Form 10-Q should be read in conjunction with "Management's Discussion and
Analysis of Financial Condition and Results of Operations," "Quantitative and Qualitative Disclosures About Market Risk" and the Consolidated Financial Statements and notes thereto included in Items 7, 7A and 8, respectively, in the Company's Annual
Report on Form 10-K for the year ended December 31, 2023 (2023 Form 10-K).</div>In order to conform with U.S. GAAP,
the Company is required to make certain estimates, judgments and assumptions when preparing its condensed consolidated financial statements. These estimates, judgments and assumptions affect the reported assets and liabilities and disclosure of
contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenue and expenses during the reported periods. These estimates include, but are not limited to, the recoverability of creator signing fees and
creator advances, chargebacks and refunds reserve, certain assumptions used in the valuation of equity awards, assumptions used in determining the fair value of business combinations, the allowance for credit losses, and indirect tax reserves. The
Company evaluates these estimates on an ongoing basis. Actual results could differ from those estimates and such differences could be material to the Company's condensed consolidated financial statements.For all periods presented,
comprehensive loss equaled net loss. Therefore, the condensed consolidated statements of comprehensive l have been omitted from the unaudited condensed consolidated financial statements.The Company's Chief Executive Officer (CEO) is the chief
operating decision maker. The Company's CEO reviews discrete financial information presented on a consolidated basis for purposes of allocating resources and evaluating the Company's financial performance. Accordingly, the Company has determined
that it operates as a single operating segment and has one reportable segment11Restructuring<div style="margin-top:9pt;text-align:justify"><span style="background-color:#ffffff;color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-style:italic;font-weight:700;line-height:120%">2024 Reduction in Force</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="background-color:#ffffff;color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">On August 7, 2024, the board of directors of the Company approved a reduction in force designed to reduce operating costs and which resulted in the termination of approximately 11%
of the Company's workforce, or approximately 100 employees. The Company incurred $5.4 million in connection with the reduction in force during the three months ended September 30, 2024, which consisted of
costs related to severance and other employee termination benefits. The actions associated with the reduction in force and the costs incurred were substantially complete as of the third quarter of 2024. </div><div style="margin-top:9pt;text-
align:justify;text-indent:25.2pt">The following table is a summary of the reduction in force related costs for
the three months ended September 30, 2024 (in thousands):</div><div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td
style="width:1.0%"></td><td style="width:56.940%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></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:12.496%"></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:12.500%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align: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, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-
align:center;vertical-align:bottom">Severance and other termination benefits</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%">Computer equipment disposals</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-
align:left;vertical-align:bottom">Product development</td><td colspan="2" style="background-color:#cceeff;border-top:1pt
solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,424 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">3,424 </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"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">Sales, marketing and support</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%">535 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
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%">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">535 </td><td style="background-
color:#ffffff;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%">General and administrative</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,395 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-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%">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">1,458 </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</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">5,354 </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">$</td><td
style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">63 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0
1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$</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%">5,417 </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-align:justify;text-indent:25.2pt"><span style="background-color:#ffffff;color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:120%">The following table is a summary of the changes in the reduction in force related liabilities, included within accrued compensation and benefits and other accrued liabilities on the condensed consolidated balance sheets (in thousands):

</div><div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.303%"></td>
<td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.497%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance as of January 1, 2024</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-
align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td
colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-top:9pt;padding-left:12pt;text-align:justify"><span style="background-color:#ffffff;color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Reduction in force related costs accrued</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,417 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td
colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Cash payments
</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,409)
</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Non-cash applied</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">(63)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance as
of September 30, 2024</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">945 </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:9pt;text-align:justify"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:700;line-
height:120%">2023 Restructuring </div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">In February 2023,
the board of directors of the Company approved a restructuring plan designed to reduce operating costs, drive efficiencies by consolidating development and support talent into regional hubs, and enable investment for potential long-term growth. As of
September 30, 2024, the Company has substantially completed the 2023 restructuring plan. </div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="background-color:#ffffff;color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The following table is a summary of the 2023 restructuring related costs for the three and nine months ended September 30, 2023 (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:25.800%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:10.595%"></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:10.595%"></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:10.595%"></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:10.595%"></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:10.595%"></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:10.605%"></td><td
style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align: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, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" 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, 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">Severance and other termination benefits</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%">Lease abandonment and related charges</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-
align:center;vertical-align:bottom">Total</td><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">Severance and other termination benefits</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%">Lease abandonment and related charges</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-
align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px
1pt;text-align:left;vertical-align:bottom">Cost of net revenue</td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">237 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">237 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,259 </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">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">426 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,685 </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">Product development</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">140 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="3" style="background-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%">— </td><td style="background-color:#ffffff;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">140 </td><td style="background-color:#ffffff;padding:2px
1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,385 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-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%">1,346 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,731 </td><td
style="background-color:#ffffff;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%">Sales, marketing and support</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">94 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-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%">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 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">94 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">1,406 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-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%">1,041 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
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%">2,447 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">
General and administrative</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">279 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td 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%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">283 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,778 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">1,491 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">4,269 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-
color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total</td><td style="background-
color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</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"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">750 </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%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">
4 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px
0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</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">754 </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">$</td><td
style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">10,828 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">4,304 </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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt
solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15,132 </td><td style="background-color:#cceeff;border-
bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="background-
color:#ffffff;color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The following table is a summary of the changes in the 2023 restructuring related liabilities included within accrued compensation
and benefits and other accrued liabilities on the condensed consolidated balance sheets (in thousands):</div><div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-
align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.497%"></td><td style="width:0.1%"></td></tr><tr><td
colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance as of January 1,
2023</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td>
<td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </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;text-
align:justify">Restructuring related costs accrued</div></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16,294 </td><td style="background-
color:#ffffff;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%">Cash payments</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%">(9,770)</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">Non-cash applied</td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,388)</td><td
style="background-color:#ffffff;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%">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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-
align:bottom">2,136 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-top:9pt;padding-left:12pt;text-align:justify"><span style="background-
color:#ffffff;color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Restructuring related costs accrued</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">242 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Cash payments</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">(2,378)</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">Balance as of September 30, 2024</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%">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>0.111005400000<div style="margin-
top:9pt;text-align:justify;text-indent:25.2pt">The following table is a summary of the reduction in force
related costs for the three months ended September 30, 2024 (in thousands):</div><div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-
bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:56.940%"></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:12.496%"></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:12.496%"></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:12.500%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3"
style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Severance and other termination
benefits</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%">Computer equipment disposals</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px
1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3"
style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Product development</td><td
colspan="2" style="background-color:#cceeff;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%">3,424 </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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2"
style="background-color:#cceeff;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%">3,424 </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">Sales, marketing and support</td><td colspan="2" style="background-

color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">535 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">535 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px
1pt;text-align:left;vertical-align:bottom">General and administrative</td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,395 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></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"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">1,458 </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</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%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">5,354 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">
63 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px
0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt
solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,417 </td><td style="background-color:#ffffff;border-
bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="background-
color:#ffffff;color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The following table is a summary of the changes in the reduction in force related liabilities, included within accrued compensation
and benefits and other accrued liabilities on the condensed consolidated balance sheets (in thousands):</div><div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-
align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.497%"></td><td style="width:0.1%"></td></tr><tr><td
colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance as of January 1,
2024</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td>
<td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </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;text-
align:justify">Reduction in force related costs accrued</div></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,417 </td><td
style="background-color:#ffffff;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">Cash payments</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">(4,409)</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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Non-cash applied</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%">(63)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-
align:bottom">Balance as of September 30, 2024</td><td style="background-color:#cceeff;border-bottom:3pt double
#000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-
color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">945 </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:9pt;text-
align:justify;text-indent:25.2pt">The following table is a summary of the 2023 restructuring related costs
for the three and nine months ended September 30, 2023 (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:25.800%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></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:10.595%"></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:10.595%"></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:10.595%"></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:10.595%"></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:10.605%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-
align:bottom">Three Months Ended September 30, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="15"
style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30, 2023</td></tr><tr><td
colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-
weight:700;line-height:100%">Severance and other termination benefits</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">Lease abandonment and related charges</td><td colspan="3" style="border-top:1pt solid #000;padding:0
1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total
</td><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%">Severance and other termination benefits</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">Lease abandonment and related charges</td><td colspan="3" style="border-top:1pt solid #000;padding:0
1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total
</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cost of net
revenue</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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">237 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">
— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">237 </td>
<td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,259 </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">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">426 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,685 </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">Product development</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">140 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="3" style="background-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%">— </td><td style="background-color:#ffffff;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">140 </td><td style="background-color:#ffffff;padding:2px
1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,385 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-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%">1,346 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,731 </td><td
style="background-color:#ffffff;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%">Sales, marketing and support</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">94 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-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%">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 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">94 </td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">1,406 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-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%">1,041 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
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%">2,447 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">
General and administrative</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">279 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td 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%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">283 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,778 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">1,491 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">4,269 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-
color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total</td><td style="background-
color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</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"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">750 </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%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">
4 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px
0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</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">754 </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">$</td><td
style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">10,828 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">4,304 </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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt
solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15,132 </td><td style="background-color:#cceeff;border-
bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="background-
color:#ffffff;color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The following table is a summary of the changes in the 2023 restructuring related liabilities included within accrued compensation
and benefits and other accrued liabilities on the condensed consolidated balance sheets (in thousands):</div><div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-
align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.497%"></td><td style="width:0.1%"></td></tr><tr><td
colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance as of January 1,
2023</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td>
<td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </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;text-
align:justify">Restructuring related costs accrued</div></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16,294 </td><td style="background-
color:#ffffff;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%">Cash payments</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%">(9,770)</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">Non-cash applied</td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,388)</td><td
style="background-color:#ffffff;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%">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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-
align:bottom">2,136 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-top:9pt;padding-left:12pt;text-align:justify"><span style="background-
color:#ffffff;color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Restructuring related costs accrued</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">242 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Cash payments</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">(2,378)</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">Balance as of September 30, 2024</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-

</td></tr></table> 342400034240005350000535000139500063000145800053540006300054170000541700044090006300094500237000237000125900042600016850001400000140000538500013460006731000940009400014060001041000244700027900040002 Recognition The Company derives its revenues from a mix of marketplace activities. Revenue is primarily derived from ticketing fees and payment processing fees. The Company also derives a portion of revenues from organizer fees and advertising services. The Company's customers are event creators who use the Company's platform to sell tickets and market events to consumers. Revenue is recognized when or as control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to receive in exchange for those goods or services. Ticketing Revenue For ticketing services, the Company's service provides a platform to the event creator and consumer to transact. The Company's performance obligation is to facilitate and process that transaction and issue the ticket, and ticketing revenue is recognized by the Company when the ticket is sold. The amount that the Company earns for its ticketing services consists of a flat fee and a fixed percentage-based fee per ticket. The Company records ticketing revenue on a net basis related to its ticketing service fees. Costs incurred for processing the ticketing transactions are included in cost of net revenues in the condensed consolidated statements of operations. Under the FPP option, the Company is not responsible for processing the transaction or collecting the face value of the ticket and associated fees. In this case, the Company records revenue on a net basis related to its FPP service fees. For payment processing services, the Company provides the event creator with the choice of whether to use Eventbrite Payment Processing (EPP) or to use a third-party payment processor, referred to as Facilitated Payment Processing (FPP). Under the FPP option, the Company is the merchant of record and is responsible for processing the transaction and collecting the face value of the ticket and all associated fees at the time the ticket is sold. The Company is also responsible for remitting these amounts collected, less the Company's fees, to the event creator. For FPP services, the Company determined that it is the principal in providing the service as the Company is responsible for fulfilling the promise to process the payment and has discretion in establishing the price of its service. As a result, the Company records revenue on a gross basis related to its FPP service fees. Costs incurred for processing the ticketing transactions are included in cost of net revenues in the condensed consolidated statements of operations. Under the FPP option, the Company is not responsible for processing the transaction or collecting the face value of the ticket and associated fees. In this case, the Company records revenue on a net basis related to its FPP service fees. Revenue is presented net of indirect taxes, customer refunds, payment chargebacks, estimated uncollectible amounts, creator royalties and amortization of creator signing fees. As part of its commercial agreements, the Company offers upfront payments to qualifying creators entering into new or renewed ticketing arrangements in order to incentivize them to organize certain events on the Company's platform or obtain exclusive rights to ticket their events. If an event is canceled by a creator, then any obligations to provide refunds to event attendees are the responsibility of that creator. If a creator is unwilling or unable to fulfill their refund obligations, the Company may, at its discretion, provide attendee refunds. Advertising Revenue Advertising revenue represents services that enable creators to promote featured content on the Eventbrite platform or mobile application. The Company considers that it satisfies its performance obligation as it provides the services to customers and recognizes revenue as advertising impressions are displayed to consumers. Organizer Fee Revenue In 2023, the Company expanded access to its comprehensive suite of event marketing tools to all creators and introduced new pricing plans and subscription packages to creators when publishing events on the Eventbrite marketplace. Under this pricing plan, the Company charged an organizer fee under two plan options. The Flex plan was charged per event and the Pro plan was a monthly or annual subscription to publish unlimited events. In the third quarter of 2024, the Company discontinued the Flex plan and returned to a model that enables creators to publish their events at no cost on the Eventbrite marketplace. Creators continue to have the option to subscribe to the Pro plan, available on an annual or monthly basis, which offers enhanced event marketing capabilities. The Company considers that it satisfies its performance obligation as it provides the subscribed services under the plan and recognizes revenue ratably over the subscription period. Organizer fees are nonrefundable. Creator signing fees, Net Creator signing fees are incentives that are offered and paid by the Company to secure exclusive ticketing and payment processing rights with certain creators. Creator signing fees are presented net of reserves on the condensed consolidated balance sheet. The benefit the Company receives by securing exclusive ticketing and payment processing rights with certain creators from creator signing fees is inseparable from the customer relationship with the creators and accordingly the amortization of these fees is recorded as a reduction of revenue in the condensed consolidated statements of operations. As of September 30, 2024, the balance of creator signing fees, net is being amortized over a weighted-average remaining contract life of 4.0 years on a straight-line basis. The write-offs and other adjustments for the nine months ended September 30, 2024 include a reserve release to reflect losses recovered from a litigation settlement in June 2024. The following table summarizes the activity in creator signing fees for the periods indicated (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:1.0%"><tr><td style="width:1.0%"></td><td style="width:59.572%"></td><td style="width:0.1%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.622%"></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">Three Months Ended September 30,</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">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="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">Balance, beginning of period </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,154 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,569 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,937 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,748 </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">Creator signing fees paid </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,195 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(375)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,046 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 </td><td style="background-color:#ffffff;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">Amortization of creator signing fees </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(375)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(275)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(777)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(742)</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">Write-offs and other adjustments </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">349 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,117 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,274 </td><td style="background-color:#ffffff;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">Balance, end of period </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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">8,323 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,310 </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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">8,323 </td></tr></table></div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">Creator signing fees are classified as follows on the condensed consolidated balance sheet as of the dates indicated (in thousands):</div><div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:59.572%"></td><td style="width:0.1%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.622%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Creator signing fees, net</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,390 </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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">634 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">915 </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">Creator signing fees, net noncurrent</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,924 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,303 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,397 </td><td style="background-color:#ffffff;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 creator signing fees</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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">8,323 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">1,937 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,310 </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 Company derives its revenues from a mix of marketplace activities. Revenue is primarily derived from ticketing fees and payment processing fees. The Company also derives a portion of revenues from organizer fees and advertising services. The Company's customers are event creators who use the Company's platform to sell tickets and market events to consumers. Revenue is recognized when or as control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to receive in exchange for those goods or services. Ticketing Revenue For ticketing services, the Company's service provides a platform to the event creator and consumer to transact. The Company's performance obligation is to facilitate and process that transaction and issue the ticket, and ticketing revenue is recognized by the Company when the ticket is sold. The amount that the Company earns for its ticketing services consists of a flat fee and a fixed percentage-based fee per ticket. The Company records ticketing revenue on a net basis related to its ticketing service fees. Costs incurred for processing the ticketing transactions are included in cost of net revenues in the condensed consolidated statements of operations. Under the FPP option, the Company is not responsible for processing the transaction or collecting the face value of the ticket and associated fees. In this case, the Company records revenue on a net basis related to its FPP service fees. Revenue is presented net of indirect taxes, customer refunds, payment chargebacks, estimated uncollectible amounts, creator royalties and amortization of creator signing fees. As part of its commercial agreements, the Company offers upfront payments to qualifying creators entering into new or renewed ticketing arrangements in order to incentivize them to organize certain events on the Company's platform or obtain exclusive rights to ticket their events. If an event is canceled by a creator, then any obligations to provide refunds to event attendees are the responsibility of that creator. If a creator is unwilling or unable to fulfill their refund obligations, the Company may, at its discretion, provide attendee refunds. Advertising Revenue Advertising revenue represents services that enable creators to promote featured content on the Eventbrite platform or mobile application. The Company considers that it satisfies its performance obligation as it provides the services to customers and recognizes revenue as advertising impressions are displayed to consumers. Organizer Fee Revenue In 2023, the Company expanded access to its comprehensive suite of event marketing tools to all creators and introduced new pricing plans and subscription packages to creators when publishing events on the Eventbrite marketplace. Under this pricing plan, the Company charged an organizer fee under two plan options. The Flex plan was charged per event and the Pro plan was a monthly or annual subscription to publish unlimited events. In the third quarter of 2024, the Company discontinued the Flex plan and returned to a model that enables creators to publish their events at no cost on the Eventbrite marketplace. Creators continue to have the option to subscribe to the Pro plan, available on an annual or monthly basis, which offers enhanced event marketing capabilities. The Company considers that it satisfies its performance obligation as it provides the subscribed services under the plan and recognizes revenue ratably over the subscription period. Organizer fees are nonrefundable.2Cash, Cash Equivalents and Restricted Cash The Company considers all highly liquid financial instruments, including bank deposits, money market funds and U.S. Treasury securities with an original maturity of three months or less at the date of purchase to be cash equivalents. Due to the short-term nature of the instruments, the carrying amounts reported in the condensed consolidated balance sheets approximate their fair value. <span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">Cash and cash equivalents balances include the face value of tickets sold on behalf of creators and their share of service charges, which are
to be remitted to the creators. Such balances were $327.6 million and $259.2 million as of September 30, 2024 and December 31, 2023, respectively. These ticketing proceeds are legally unrestricted, and the Company invests a portion of ticketing
proceeds in U.S. Treasury bills with original maturities less than one year. These amounts due to creators are included in accounts payable, creators on the condensed consolidated balance sheets.</div><div style="margin-top:9pt;text-
align:justify;text-indent:25.2pt">During 2023, the Company issued letters of credit relating to contracts entered into with other
parties under lease agreements and other agreements which were collateralized with cash. This cash was classified as noncurrent restricted cash on the condensed consolidated balance sheets. The following table provides a reconciliation of cash and cash
equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same amounts shown in the condensed consolidated statements of cash flows (in thousands):</div><div style="margin-
top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:56.940%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:12.496%"></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:12.496%"></td><td
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style="padding:0 1pt"></td><td colspan="3" style="border-bottom: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%">September 30, 2024</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"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">December 31, 2023</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">September 30, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-
align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">530,957 </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">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">489,200 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">567,646 </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">Restricted cash </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height: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">897 </td><td
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family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Total cash, cash equivalents and restricted cash </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid
#000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">530,957
</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
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New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">489,200 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-
align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid
#000000;padding:2px 0;text-align:right;vertical-align:bottom">568,543 </td><td style="background-color:#cceeff;border-
bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>327600000259200000The following table provides a reconciliation of cash and cash equivalents and
restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same amounts shown in the condensed consolidated statements of cash flows (in thousands):<div style="margin-top:9pt;text-align:justify"><table
style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:56.940%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
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colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom: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%">December 31, 2023</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">September 30, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-
align:bottom">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px
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align:right;vertical-align:bottom">489,200 </td><td style="background-color:#cceeff;border-top:1pt solid
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align:right;vertical-align:bottom">567,646 </td><td style="background-color:#cceeff;border-top:1pt solid
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serif;font-size:10pt;font-weight:400;line-height:100%">Restricted cash </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%">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td>
<td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">897 </td><td style="background-color:#ffffff;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 cash, cash equivalents and restricted cash </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-
align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid
#000000;padding:2px 0;text-align:right;vertical-align:bottom">530,957 </td><td style="background-color:#cceeff;border-
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bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
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align:bottom">568,543 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid
#000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>The following table provides a reconciliation of cash and cash equivalents and restricted cash reported within the condensed consolidated balance sheets
that sum to the total of the same amounts shown in the condensed consolidated statements of cash flows (in thousands):<div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-
align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:56.940%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></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:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%">
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align:bottom">September 30, 2024</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">December 31, 2023</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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-
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weight:400;line-height:100%">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
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weight:400;line-height:100%">567,646 </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">Restricted cash </td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">897 </td><td style="background-color:#ffffff;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 cash, cash equivalents and
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align:bottom"></td></tr></table></div>53095700048920000056764600000897000530957000489200000568543000Short-term Investments <div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The Company invests certain of its excess cash in short-term debt instruments, which consist of U.S. Treasury bills with original maturities less than one year. All
short-term investments are classified as held-to-maturity and are recorded and held at amortized cost. Investments are considered to be impaired when a decline in fair value is deemed to be other-than-temporary. Once a decline in fair value is
determined to be other-than-temporary, the carrying value of an instrument is adjusted to its fair value on a non-recurring basis. No such fair value impairment was recognized during the nine months ended September 30, 2024 or year ended
December 31, 2023.</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">The following tables summarize
the Company's financial instruments that were measured at fair value on a non-recurring basis (in thousands): </div><div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-
bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:22.291%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.783%"></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:12.496%"></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:12.496%"></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:12.496%"></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:12.502%"></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="21" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-
align:middle">September 30, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-
align:bottom">Description</td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Classification</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px
1pt;text-align:center;vertical-align:bottom">Amortized cost</td><td colspan="3" style="border-top:1pt solid #000;padding:0
1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross
unrecognized holding gains</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross unrecognized holdings losses</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3"
style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate fair value</td></tr>
<tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Savings
deposits</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash
equivalents</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">26,834 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">26,834 </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">US Treasury securities</td><td colspan="3"
style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash equivalents</td><td
colspan="3" style="background-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%">49,634 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td 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%">49,646 </td><td style="background-color:#ffffff;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">US Treasury securities</td><td colspan="3"
style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Short-term investments</td><td
colspan="3" style="background-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%">24,665 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td>
<td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,675 </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:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-

align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">153,751 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td 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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">205,233 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">(96)</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 style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">(12)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accounts receivable, customers</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">4,144 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">3,524 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Allowance for credit losses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(920)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(710)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accounts receivable, net</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">3,224 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,814 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>The following table summarizes the Company's accounts receivable balance (in thousands): <div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.976%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.498%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accounts receivable, customers</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">4,144 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">3,524 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Allowance for credit losses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(920)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(710)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accounts receivable, net</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">3,224 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,814 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>The following table summarizes the Company's accounts receivable balance (in thousands): <div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.976%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.496%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.498%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accounts receivable, customers</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">4,144 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">3,524 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Allowance for credit losses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(920)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(710)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accounts receivable, net</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">3,224 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,814 </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:9pt;text-align:justify;text-indent:25.2pt">The following table summarizes the activity in creator advances for the periods indicated (in thousands):</div><div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.268%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="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">Balance, beginning of period</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">5,154 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">2,569 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">1,937 </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"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">1,748 </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">Creator signing fees paid </td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,195 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,046 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-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%">30 </td><td style="background-color:#ffffff;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">Amortization of creator signing fees </td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(375)</td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">(275)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-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%">(777)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
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%">(742)</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">
Write-offs and other adjustments </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">349 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-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%">3,117 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,274 </td><td
style="background-color:#ffffff;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">Balance, end of period </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">8,323 </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%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2,310 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td>
<td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">8,323 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-
top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,310 </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:9pt;text-align:justify;text-indent:25.2pt">Creator signing fees are classified as follows on the condensed consolidated balance sheet as of the dates indicated (in thousands):
</div><div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:59.572%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.622%"></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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-
height:100%">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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:8pt;font-weight:700;line-height:100%">December 31, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" 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%">September 30, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Creator signing fees, net</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">4,399 </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">
$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">
634 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">913 </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">Creator signing fees, net
noncurrent</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%">3,924 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,303 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">1,397 </td><td style="background-color:#ffffff;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%">Total creator signing fees</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%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">
8,323 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt
2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double
#000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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%">1,937 </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">2,310 </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>5154000256900019370001748000319500004046000300003750002750007770007420003490001600031170001274000832300023100008323000231000083230002310000439900063400091300039240001303000139700083230001937000231000000Creator Advances,
Net <div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">Creator advances are incentives that are offered by the
Company which provide the creator with funds in advance of the event. Creator advances are presented net of reserves on the condensed consolidated balance sheet. These are subsequently recovered by withholding amounts due to the Company from the
sale of tickets for the event until the creator payment has been fully recovered. </div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:120%">The following table summarizes the activity in creator advances for the periods indicated (in thousands):</div><div style="margin-top:9pt;text-
align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.268%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td
style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td
style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px
1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0
1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,
</td></tr><tr><td colspan="3" style="padding: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">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:top">Balance, beginning of
period</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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">6,852 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">695 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">2,804 </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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">721 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-
align:left;vertical-align:top">Creator advances paid</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">827 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">722 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-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%">4,502 </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">822 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Creator advances recouped</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,617)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-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%">(110)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td>
<td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,222)
</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">(528)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Write-offs and other adjustments</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%">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 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%">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">1,073 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">649 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"><div style="padding-left:23.25pt;text-indent:-9pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:130%">Balance, end of period </div></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-
align:right;vertical-align:bottom">6,157 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-
top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,664 </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%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">6,157 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td>
<td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-
align:right;vertical-align:bottom">1,664 </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>6852000695000280400072100082700072200045020008220001617000110000222200052800009500035700010730006490006157000166400061570001664000Accounts Payable, Creators<div style="margin-top:9pt;text-align:justify;text-
indent:25.2pt">Accounts payable, creators consists of unremitted ticket sale proceeds, net of Eventbrite service fees and applicable
taxes. Amounts are remitted to creators within five business days subsequent to the completion of the related event. Creators may apply to receive a portion of these proceeds prior to completion of their events.
</div>For qualified creators, the Company passes ticket sales proceeds to the creator prior to the event, subject to certain limitations. Internally, the Company refers to these payments as advance payouts. When an advance payout is made, the
Company reduces its cash and cash equivalents with a corresponding decrease to its accounts payable, creators. The advance payouts balance at the end of the period may fluctuate due to the timing of events and the creator's payout schedule. As of
September 30, 2024 and December 31, 2023, advance payouts outstanding was $131.5 million and $115.3 million, respectively.131500000115300000Chargebacks and Refunds Reserve<div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">
The terms of the Company's standard merchant agreement obligate creators to reimburse attendees who are entitled to refunds. The
Company records estimates for refunds and chargebacks of its fees as contra-revenue. When the Company provides advance payouts, it assumes risk that the event may be canceled, fraudulent or materially not as described, resulting in significant
chargebacks and refund requests. See Note 10, “Accounts Payable, Creators.” If the creator is insolvent, has spent the proceeds of the ticket sales for event-related costs, has canceled the event, or has engaged in fraudulent activity, the Company may not
be able to recover its losses from these events, and such unrecoverable amounts could equal the value of the transaction or transactions settled to the creator prior to the event that is disputed, plus any associated chargeback fees not assumed by the
creator. The Company records reserves for estimated advance payout losses as an operating expense classified within sales, marketing and support.</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">Reserves are recorded based on the Company's assessment of various factors, including the amounts paid and outstanding to creators in
conjunction with the advance payout program, macroeconomic conditions, and actual chargeback and refund activity trends. The chargebacks and refunds reserve was $9.1 million and $8.1 million, which primarily includes reserve balances for estimated
advance payout losses of $5.9 million and $6.0 million, as of September 30, 2024 and December 31, 2023, respectively.</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The Company will adjust reserves in the future to reflect best estimates of future outcomes. The Company cannot predict the outcome of or estimate the possible recovery or range of
recovery from these matters. It is possible that the reserve amount </div>will not be sufficient and the Company's actual losses could be materially different from its current estimates.9100000810000059000006000000.0Property and Equipment,
Net <div style="margin-top:9pt;text-indent:25.2pt">Property and equipment, net consisted of the following as of the dates indicated
(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:72.145%"></td>
<td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td
style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.622%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt">

</td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom: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%">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Capitalized internal-use software development costs </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">$</td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">71,182 </td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt
solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">62,615 </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">Furniture and fixtures </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">179 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">179 </td><td style="background-color:#ffffff;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%">Computers and computer equipment </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">3,935 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-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%">3,617 </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">Leasehold improvements </td><td colspan="3"
style="background-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%">924 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">924 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Property and equipment</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">76,220 </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">67,335 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: Accumulated depreciation and amortization </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(62,671)</td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">(57,951)</td><td style="background-color:#ffffff;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 25.75pt;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%">Property and equipment, net </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid
#000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">13,549
</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">9,384 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td></tr></table></div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">The Company recorded
the following amounts related to depreciation of fixed assets and capitalized internal-use software development costs during the periods indicated (in thousands): </div><div style="margin-top:9pt;text-align:justify"><table style="border-
collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.268%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-bottom:1pt solid #000;padding:2px 1pt;text-
align:center;vertical-align:middle">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td>
<td colspan="9" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:middle">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:middle"><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:middle">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:middle">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:middle"><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:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:130%">Depreciation expense</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">154 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">241 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">549 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td>
<td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">962 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-
align:left;vertical-align:middle">Amortization of capitalized internal-use software development costs</td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1,679 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">870 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">4,344 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">2,493 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr></table></div><div style="margin-top:9pt;text-indent:25.2pt">Property and equipment, net consisted of the following as of the dates indicated (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:72.145%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.622%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-
bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3"
style="padding:0 1pt"></td><td colspan="3" style="border-bottom: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%">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Capitalized internal-use software development costs </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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px
0;text-align:right;vertical-align:bottom">71,182 </td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-
align:right;vertical-align:bottom">62,615 </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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Furniture and fixtures </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">179 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="3" style="background-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%">179 </td><td style="background-color:#ffffff;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">Computers and computer equipment </td><td colspan="3" style="background-
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%">3,935 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,617 </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%">Leasehold improvements </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">924 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">924 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3"
style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Property and equipment</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"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">76,220 </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"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">67,335 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3"
style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: Accumulated depreciation and
amortization </td><td colspan="3" style="background-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%">(62,671)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
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%">(57,951)</td><td style="background-color:#ffffff;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 25.75pt;text-align:left;vertical-
align:bottom">Property and equipment, net </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td>
<td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">13,549 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-
align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid
#000000;padding:2px 0;text-align:right;vertical-align:bottom">9,384 </td><td style="background-color:#cceeff;border-
bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
</div>711820006261500017900017900039350003617000924000924000762200006733500062671000579510001354900009384000<div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The Company recorded the following amounts related to depreciation of fixed assets and capitalized internal-use software development costs during the periods indicated (in thousands):
</div><div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.268%"></td>
<td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td
colspan="9" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:middle">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:middle"><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,</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:middle">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:middle">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:middle"><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:middle"><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:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:130%">Depreciation expense</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">154 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-
align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">241 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">549 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">962 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px
1pt;text-align:left;vertical-align:middle">Amortization of capitalized internal-use software development costs</td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1,679 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">870 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">4,344 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">2,493 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr></table>
</div>154000241000549000962000167900087000043440002493000Leases<div style="margin-top:9pt">Operating Leases
</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">The Company has operating leases primarily for office space.
Operating lease right-of-use assets and operating lease liabilities are recognized at the lease commencement date based on the present value of the lease payments over the lease term. Right-of-use assets also include adjustments related to prepaid or
deferred lease payments and lease incentives. In calculating the present value of the lease payments, the Company utilizes its incremental borrowing rate, as the rates implicit in the leases were not readily determinable. The incremental borrowing rate is
estimated to approximate the interest rate on a collateralized basis with similar terms and payments, and in economic environments where the leased asset is located.</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">The components of operating lease costs were as follows (in thousands):</div><div style="margin-top:9pt;text-align:justify">

<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.268%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td>
<td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td>
<td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-
align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9"
style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td
colspan="3" style="padding: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">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:top">Operating lease costs
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">190 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">86 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">463 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">5,088 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-
align:left;vertical-align:top">Sublease income</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><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 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(104)</td><td
style="background-color:#ffffff;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:top"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Total operating lease costs, 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">$</td><td style="background-color:#cceeff;border-bottom:3pt double
#000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">190 </td><td style="background-
color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-
color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</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"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">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><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%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">
463 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt
2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</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">4,984 </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:9pt;text-align:justify;text-indent:25.2pt"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">As part of the 2023 restructuring plan, the Company closed certain offices in April 2023 to align with the geographic distribution of its employees, resulting in the acceleration of
$3.9 million in amortization of right-of-use assets for the nine months ended September 30, 2023.</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:120%">As of September 30, 2024, the Company's operating leases had a weighted-average remaining lease term of 1.5 years and a weighted-average discount rate of 4.6%. </div><div style="margin-
top:9pt;text-align:justify;text-indent:25.2pt">As of September 30, 2024, maturities of operating lease liabilities were as follows (in
thousands): </div><div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td
style="width:85.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.497%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt
solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Operating Leases</td></tr><tr><td colspan="3"
style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">The remainder of 2024</td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">547 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-
align:left;vertical-align:bottom">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">2,142 </td><td style="background-color:#ffffff;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%">2026</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%">372 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td>
</tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total
future operating lease payments</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%">3,061 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></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%">Less: Imputed interest</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%">(95)</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 operating lease liabilities</td><td
style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">2,966 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">
Operating lease liabilities, current</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-
align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2,010 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td
colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease liabilities,
noncurrent</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">956 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-
align:bottom">Total operating lease liabilities</td><td style="background-color:#ffffff;border-bottom:3pt double
#000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-
color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">2,966 </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-
align:justify;text-indent:25.2pt">The components of operating lease costs were as follows (in thousands):</div><div
style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.268%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td
colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td
colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine
Months Ended September 30,</td></tr><tr><td colspan="3" style="padding: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">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"><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:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Operating lease costs</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">190 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">86 </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%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">463 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">5,088 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-
align:left;vertical-align:top">Sublease income</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><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 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(104)</td><td
style="background-color:#ffffff;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:top"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Total operating lease costs, 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">$</td><td style="background-color:#cceeff;border-bottom:3pt double
#000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">190 </td><td style="background-
color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-
color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</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"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">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><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%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">
463 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt
2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</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">4,984 </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>1900008600046300050880000001040001900008600046300049840003900000P1Y6M0.046<div style="margin-
top:9pt;text-align:justify;text-indent:25.2pt">As of September 30, 2024, maturities of operating lease liabilities were as follows (in
thousands): </div><div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td
style="width:85.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.497%"></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">Operating Leases</td></tr><tr><td colspan="3"
style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">The remainder of 2024</td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">547 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-
align:left;vertical-align:bottom">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">2,142 </td><td style="background-color:#ffffff;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%">2026</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%">372 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td>
</tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total
future operating lease payments</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%">3,061 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></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%">Less: Imputed interest</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%">(95)</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 operating lease liabilities</td><td
style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">2,966 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">
Operating lease liabilities, current</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-
align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2,010 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td
colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease liabilities,
noncurrent</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">956 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-
align:bottom">Total operating lease liabilities</td><td style="background-color:#ffffff;border-bottom:3pt double
#000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-
color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-

height:100%">2,966 </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>5470002142000372000306100095000296600020100009560002966000Goodwill and Acquired Intangible Assets, Net <div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The carrying amount of the Company's goodwill was $174.4 million as of September 30, 2024 and December 31, 2023. The Company tests goodwill for impairment at least annually, in
the fourth quarter, or whenever events or changes in circumstances would more likely than not reduce the fair value of its single reporting unit below its carrying value. The Company did not record any goodwill impairment during the three or nine
months ended September 30, 2024 and 2023. </div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:120%">Acquired intangible assets consisted of the following (in thousands): </div><div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-
bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:31.940%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></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:9.572%"></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:9.572%"></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:9.572%"></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:9.572%"></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:9.580%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-bottom:1pt
solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3"
style="padding:0 1pt"></td><td colspan="15" style="border-bottom: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%">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"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">Cost</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-
align:center;vertical-align:bottom">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid
#000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-
height:100%">Net Book Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">Cost</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-
align:bottom">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td
colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net Book Value</td>
</tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Developed
technology </td><td style="background-color:#cceeff;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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">22,396 </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%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">(22,299)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">97 </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%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">22,396 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">(21,679)</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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">717 </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">Customer relationships </td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74,884 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">(67,964)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,920 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">74,884 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(62,287)</td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">12,597 </td><td style="background-color:#ffffff;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%">Tradenames</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%">1,350 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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)</td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,350 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-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%">(1,350)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 2px 13.75pt;text-align:left;vertical-align:bottom">Acquired intangible assets, net </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">98,630
</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 #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(91,613)</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 #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">
$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-
align:right;vertical-align:bottom">7,017 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-
top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">98,630 </td>
<td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(85,316)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-
align:right;vertical-align:bottom">13,314 </td><td style="background-color:#ffffff;border-bottom:3pt double
#000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The following table set forth the amortization expense recorded related to acquired intangible assets during the periods indicated (in thousands): </div><div style="margin-
top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.268%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td
style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td
style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-bottom:1pt
solid #000;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="border-bottom: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%">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"><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%">Cost of net revenue </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%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">208 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">208 </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%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">619 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td>
<td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">617 </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">Sales, marketing and support</td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,906 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">1,906 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,677 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">5,862 </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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Total amortization of acquired intangible assets </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-
top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,114 </td><td style="background-
color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-
color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">2,114 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-
align:right;vertical-align:bottom">6,296 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-
top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">6,479 </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:9pt;text-align:justify;text-indent:25.2pt">As of September 30, 2024, the total expected future amortization expense of acquired intangible assets by year is as follows (in thousands):
</div><div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.303%"></td>
<td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.497%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">The remainder of 2024</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">
$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,003 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td
colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,014 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-
color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">   Total expected future amortization expense</td><td
style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</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"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">7,017 </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><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div>1744000001744000000<div
style="margin-top:9pt;text-align:justify;text-indent:25.2pt">Acquired intangible assets consisted of the following (in thousands):
</div><div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:31.940%"></td>
<td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></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:9.572%"></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:9.572%"></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:9.572%"></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:9.572%"></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:9.580%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-bottom:1pt solid
#000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3"
style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-
height:100%">Cost</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid
#000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net Book Value</td><td colspan="3" style="padding:0 1pt">
</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Cost</td>
<td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-

serif;font-size:8pt;font-weight:700;line-height:100%">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom"> Net Book Value</td></tr> <tr> <td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Developed technology </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">22,396 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(22,299) </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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">97 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">22,396 </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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(21,679) </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">717 </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">Customer relationships </td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74,804 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(67,964)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,920 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74,884 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(62,287)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,597 </td><td style="background-color:#ffffff;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">Tradenames</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,350 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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 2px 13.75pt;text-align:left;vertical-align:bottom">Acquired intangible assets, net </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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">98,630 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">(91,613)</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 #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7,017 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">98,630 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(85,316)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">13,314 </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>
</22396000222990009700022396000216790007170007488400067964000692000074884000622870001259700013500001350000013500001350000013500000986300009161300070170009863000085316000133140000 The following table set forth the amortization expense recorded related to acquired intangible assets during the periods indicated (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.268%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-bottom:1pt solid #000;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="border-bottom:1pt solid #000;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">Cost of net revenue </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">208 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">208 </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">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">619 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">617 </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">Sales, marketing and support</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,906 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,906 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,677 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,862 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total amortization of acquired intangible assets </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,114 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,114 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,396 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">6,479 </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>
<20080202000619000617000190600190000756770005862000214000262900047900 As of September 30, 2024, the total expected future amortization expense of acquired intangible assets by year 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:85.303%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.497%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">The remainder of 2024</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,003 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,014 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total expected future amortization expense </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">7,017 </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><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> <20030005014000701700Fair Value Measurement The Company measures its financial assets and liabilities at fair value at each reporting date using a fair value hierarchy that requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's classification within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Three levels of inputs may be used to measure fair value: Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets. Level 2 - Other inputs that are directly or indirectly observable in the marketplace. Level 3 - Unobservable inputs that are supported by little or no market activity. The Company's cash equivalents, funds receivable, accounts receivable, accounts payable and other current liabilities approximate their fair value. All of the Company's financial assets and liabilities are Level 1, except for debt. See Note 16, "Debt," for details regarding the fair value of the Company's 0.750% convertible senior notes due 2026 (the 2026 Notes) and 5.000% convertible senior notes due 2025 (the 2025 Notes, and together with the 2026 Notes, the Convertible Notes). The Company measures its financial assets and liabilities at fair value each reporting date using a fair value hierarchy that requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's classification within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Three levels of inputs may be used to measure fair value: Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets. Level 2 - Other inputs that are directly or indirectly observable in the marketplace. Level 3 - Unobservable inputs that are supported by little or no market activity. The Company's cash equivalents, funds receivable, accounts receivable, accounts payable and other current liabilities approximate their fair value. All of the Company's financial assets and liabilities are Level 1, except for debt. 0.007500.05000Debt As of September 30, 2024 and December 31, 2023, the Convertible Notes classified as long-term debt consisted of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:31.940%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:1.0%"></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:9.572%"></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:9.572%"></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:9.572%"></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:9.572%"></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:9.580%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:middle">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:middle">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:middle">2026 Notes</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:middle">2025 Notes</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:middle">Total</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:middle">2026 Notes</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:middle"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:8pt;font-weight:700;line-height:100%">2025 Notes</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:middle">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-
align:middle">Outstanding principal balance</td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">212,750 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">30,000 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">242,750 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">212,750 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">150,000 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-
top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">362,750 </td><td style="background-
color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Less: Debt issuance costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:middle">(2,080)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(275)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0
1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(2,355)
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0
2px 1pt;text-align:right;vertical-align:middle">(2,864)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(2,218)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">(5,082)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px
25.75pt;text-align:left;vertical-align:middle">Carrying amount, long-term debt</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:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">210,670 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-
align:right;vertical-align:middle">29,725 </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:middle"></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:middle">$</td><td style="background-color:#cceeff;border-
bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">240,395 </td><td
style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">209,886 </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:middle">
</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:middle">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-
align:right;vertical-align:middle">147,782 </td><td style="background-color:#cceeff;border-bottom:3pt double
#000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-
top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-
color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">357,668 </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:middle"></td></tr></table></div><div style="margin-top:9pt;text-
align:justify;text-indent:25.2pt">The following tables set forth the total interest expense recognized related to the Convertible Notes
for the periods indicated (in thousands):</div><div style="margin-top:6pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%">
</td><td style="width:46.268%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%">
</td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%">
</td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3"
style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><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,</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"><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%">Cash interest expense</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%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">1,628 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">2,274 </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%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">6,176 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt">
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">6,801 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-
align:left;vertical-align:bottom">Amortization of debt issuance costs</td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">456 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">548 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="3" style="background-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%">1,512 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,557 </td><td
style="background-color:#ffffff;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 25.75pt;text-align:left;vertical-align:bottom">Total interest expense</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">$</td><td style="background-color:#cceeff;border-
bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,084 </td><td
style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</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"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2,822 </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">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-
align:right;vertical-align:bottom">7,688 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-
top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">8,358 </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:6pt;text-align:justify">

</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">The following table summarizes the Company's contractual
obligation to settle commitments related to the Convertible Notes as of September 30, 2024 (in thousands): </div><div style="margin-top:6pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-
bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.268%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:11.623%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td
colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-
weight:700;line-height:100%">Payments due by Year</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:middle">Total</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:middle">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:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-
height:100%">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:middle"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">2026</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">2026 Notes</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">212,750 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></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:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$
</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">212,750 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="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:middle"><div><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Interest obligations on 2026 Notes<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:6.5pt;font-weight:400;line-
height:100%;position:relative;top:-3.5pt;vertical-align:baseline"> (1)</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">3,192 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0
1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">—
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px
1pt;text-align:right;vertical-align:middle">1,596 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1,596 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px
1pt;text-align:left;vertical-align:middle">2025 Notes</td><td colspan="2" style="background-color:#cceeff;padding:2px 0
2px 1pt;text-align:right;vertical-align:middle">30,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px
0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">30,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td
style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="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:middle"><div><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Interest obligations on 2025 Notes (1)</div></td>
<td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">2,250 </td>
<td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:middle">750 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1,500 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><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 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="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></div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:5.85pt;font-weight:400;line-height:120%;position:relative;top:-3.15pt;vertical-align:baseline">(1) The 2026
Notes and 2025 Notes bear interest at a fixed rate of 0.750% and 5.000% per year, respectively. </div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-style:italic;font-weight:400;line-height:120%">2025 and 2026 Notes</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:120%">The effective interest rate of the 2026 Notes is 1.3%. The Company recorded cash interest of $1.2 million and amortization of debt issuance costs of $0.8 million related to the 2026 Notes during each of the nine months

*ended September 30, 2024 and September 30, 2023. The effective interest rate of the 2025 Notes is 5.0%. The Company recorded cash interest of $5.0 million and $5.6 million, and amortization of debt issuance costs of $0.7 million and $0.8 million related to the 2025 Notes during the nine months ended September 30, 2024 and September 30, 2023, respectively. The fair value of the 2026 Notes and 2025 Notes, which the Company has classified as Level 2 instruments, was $184.3 million and $29.6 million respectively, as of September 30, 2024. The fair value of the Convertible Notes is determined using observable market prices on the last business day of the period. Note Repurchases On August 21, 2024, the Company announced that it had entered into separate, privately negotiated repurchase transactions (collectively, the "Repurchases") with certain holders of the Company's outstanding 2025 Notes, pursuant to which the Company repurchased $120 million aggregate principal amount of the 2025 Notes for an aggregate cash repurchase price of $120.5 million, which included accrued and unpaid interest on such 2025 Notes. The Repurchases resulted in a $0.3 million loss on extinguishment in the third quarter of 2024.</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">Gains and losses on extinguishment are included within other income (expense), net on our condensed consolidated statements of operations and included as an adjustment to reconcile net loss to net cash provided by (used in) operating activities in our condensed consolidated statements of cash flows.</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">The Company had previously entered into capped call transactions with certain financial institutions in connection with the issuance of the 2025 Notes. All of these transactions remain in effect notwithstanding the Repurchases.</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">As of September 30, 2024 and December 31, 2023, the Convertible Notes classified as long-term debt consisted of the following (in thousands):</div><div style="margin-top:6pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:31.940%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></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:9.572%"></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:9.572%"></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:9.572%"></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:9.580%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:middle">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:middle">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:middle">2026 Notes</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:middle">2025 Notes</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:middle">Total</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:middle">2026 Notes</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:middle">2025 Notes</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:middle">Total</td></tr><tr><td style="background-color:#ceeef;padding:2px 1pt;text-align:left;vertical-align:middle">Outstanding principal balance</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">212,750</td><td style="background-color:#ceeef;padding:0 1pt"></td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">30,000</td><td style="background-color:#ceeef;padding:0 1pt"></td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">$</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">242,750</td><td style="background-color:#ceeef;padding:0 1pt"></td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle">$</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">212,750</td><td style="background-color:#ceeef;padding:0 1pt"></td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">150,000</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ceeef;padding:0 1pt"></td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">362,750</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Less: Debt issuance costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(2,080)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(275)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(2,355)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(2,864)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(2,218)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(5,082)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ceeef;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-align:middle">Carrying amount, long-term debt</td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">210,670</td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ceeef;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">29,725</td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ceeef;padding:0 1pt"></td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">240,395</td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ceeef;padding:0 1pt"></td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">209,886</td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ceeef;padding:0 1pt"></td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:Times New Roman;sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">147,782</td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ceeef;padding:0 1pt"></td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">357,668</td><td style="background-color:#ceeef;padding:0 1pt"></td></tr></table>
21275000030000000242750000212750000150000000362750000280000027500023550002864000221800050820002106700002972500024039500020988600014778200035766800000 The following tables set forth the total interest expense recognized related to the Convertible Notes for the periods 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:46.268%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding: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 style="background-color:#ceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash interest expense</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,628</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeef;padding:0 1pt"></td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,274</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeef;padding:0 1pt"></td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,176</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeef;padding:0 1pt"></td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,801</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="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 style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Amortization of debt issuance costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">456</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">548</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,512</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,557</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeef;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-align:bottom">Total interest expense</td><td style="background-color:#ceeef;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:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,084</td><td style="background-color:#ceeef;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:#ceeef;padding:0 1pt"></td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,822</td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeef;padding:0 1pt"></td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7,688</td><td style="background-color:#ceeef;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:#ceeef;padding:0 1pt"></td><td style="background-color:#ceeef;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:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">8,358</td><td style="background-color:#ceeef;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
16280002274000617600068010004560005480001512000155700020840002822000768000035800 The following table summarizes the Company's contractual obligation to settle commitments related to the Convertible Notes 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:46.268%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:middle">Payments due by Year</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:middle">Total</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:middle">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:middle">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:middle">2026</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:#ceeef;padding:2px 1pt;text-align:left;vertical-align:middle">2026 Notes</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">212,750</td><td style="background-color:#ceeef;padding:0 1pt"></td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ceeef;padding:0 1pt"></td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">—</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ceeef;padding:0 1pt"></td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">—</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ceeef;padding:0 1pt"></td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ceeef;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:middle">212,750</td><td style="background-color:#ceeef;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="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle"> (1) Interest obligations on 2026 Notes</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3,192</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle"><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 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1,596 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1,596 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">2025 Notes</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">30,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">30,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="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:middle"><div>Interest obligations on 2025 Notes (1)</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">2,250 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">750 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1,500 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="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></div>(1) The 2026 Notes and 2025 Notes bear interest at a fixed rate of 0.750% and 5.000% per year, respectively.2127500000021275000031920000159600015960003000000003000000002250000750000150000000.007500.050000.0130.01312000001200000800000800000000.0580.0585000000560000070000008000001843000002960000012000000012050000 300000Commitments and Contingencies<div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">The Company's principal commitments consist of obligations under the Convertible Notes (including principal and coupon interest); and operating leases for office space, as well as non-cancellable purchase commitments. See Note 16, "Debt" for contractual obligations to settle commitments relating to the Convertible Notes and Note 13, "Leases" for operating leases for office space.</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">Other than as described in Note 13 and Note 16, there were no material changes to the Company's contractual obligations from those disclosed in the 2023 Form 10-K.</div><div style="margin-top:9pt;text-align:justify">Litigation and Loss Contingencies </div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">In addition to the litigation discussed below, from time to time, the Company may become a party to litigation and subject to claims incident to the ordinary course of business, including intellectual property claims, labor and employment claims, breach of contract claims, tax and other matters. Future litigation may be necessary to defend the Company or its creators.</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">The results of any current or future litigation cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact on the Company because of defense and settlement costs, diversion of management resources and other factors.</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">The Company accrues estimates for resolution of legal and other contingencies when losses are probable and reasonably estimable. The Company's assessment of losses is re-evaluated each accounting period and is based on all available information, including impact of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to each case. Nevertheless, it is possible that additional future legal costs including settlements, judgments, legal fees and other related defense costs could have a material adverse effect on the Company’s business, consolidated financial position, results of operations or liquidity. </div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">The matter discussed below summarizes the Company’s current significant litigation.</div><div style="margin-top:9pt;text-align:justify">Commercial Contract Litigation </div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">On June 18, 2020, the Company filed a Complaint in the United States District Court for the Northern District of California against M.R.G. Concerts Ltd. (MRG) and Matthew Gibbons (Gibbons), asserting claims for breach of contract, breach of the implied covenant of good faith and fair dealing, declaratory judgment, unfair competition and common counts under California law, arising out of MRG and Gibbons' termination of certain contracts with the Company and their refusal to make various payments to the Company required by those contracts. On June 28, 2024, MRG and Eventbrite executed an agreement for MRG to pay Eventbrite the settlement amount of $8.3 million. The Company determined that the gain was realizable and recognized a loss recovery of $4.4 million as a credit to general and administrative expenses and a gain of $3.9 million to other income in relation to this verdict during the second quarter of 2024. </div><div style="margin-top:9pt;text-align:justify">Tax Matters</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">The Company is currently under audit in certain jurisdictions with regard to indirect tax matters. The Company establishes reserves for indirect tax matters when it determines that the likelihood of a loss is probable and the loss is reasonably estimable. Accordingly, the Company has established a reserve for the potential settlement of issues related to sales and other indirect taxes in the amount of $0.5 million and $1.1 million as of September 30, 2024 and December 31, 2023, respectively. These amounts, which represent management’s best estimates of its potential liability, include potential interest and penalties of $0.1 million and $0.2 million as of September 30, 2024 and December 31, 2023, respectively.</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">The Company does not believe that any ultimate liability resulting from any of these matters will have a material adverse effect on its business, consolidated financial position, results of operations or liquidity. However, the outcome of these matters is inherently uncertain. Therefore, if one or more of these matters were resolved against the Company for amounts in excess of management’s expectations, the Company’s financial statements, including in a particular reporting period in which any such outcome becomes probable and estimable, could be materially adversely affected. </div><div style="margin-top:9pt;text-align:justify">Indemnification </div>In the ordinary course of business, the Company enters into contractual arrangements under which the Company agrees to provide indemnification of varying scope and terms to business partners and other parties with respect to certain matters, including, but not limited to, losses arising out of the breach of such agreements, intellectual property infringement claims made by third parties, and other liabilities relating to or arising from the Company’s online ticketing platform or the Company’s acts or omissions. In these circumstances, payment may be conditional on the other party making a claim pursuant to the procedures specified in the particular contract. Further, the Company’s obligations under these agreements may be limited in terms of time and/or amount, and in some instances, the Company may have recourse against third parties for certain payments. In addition, the Company has indemnification agreements with its directors and executive officers that require the Company, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers. The terms of such obligations vary.8300000440000039000005000001100000100000200000Stockholders' Equity<div style="margin-top:9pt;text-align:justify">Common Stock Repurchase</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">On March 14, 2024, the Company announced that its board of directors approved a share repurchase program with authorization to purchase up to $100.0 million of the Company’s Class A common stock, which does not have an expiration date. During the nine months ended September 30, 2024, the Company repurchased 7,243,283 shares of its Class A common stock for an aggregate amount of $39.4 million, which includes amounts accrued for the 1% excise tax as a result of the Inflation Reduction Act of 2022. As of September 30, 2024, approximately $60.6 million remained available and authorized for future repurchases.</div><div style="margin-top:9pt;text-align:justify">Equity Incentive Plans</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">In August 2018, the 2018 Stock Option and Incentive Plan (2018 Plan) was adopted by the board of directors and approved by the stockholders and became effective in connection with the IPO. The 2018 Plan replaced the 2010 Stock Plan (2010 Plan) as the board of directors determined not to make additional awards under the 2010 Plan. The 2010 Plan will continue to govern outstanding equity awards granted thereunder. </div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">The 2018 Plan allows for the granting of options, stock appreciation rights, restricted stock, restricted stock units (RSUs), unrestricted stock awards, performance-based restricted stock units (PSUs), dividend equivalent rights and cash-based awards. Every January 1, the number of shares of stock reserved and available for issuance under the 2018 Plan will cumulatively increase by five percent of the number of shares of Class A and Class B common stock outstanding on the immediately preceding December 31, or a lesser number of shares as approved by the board of directors. </div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">As of September 30, 2024, there were 5,270,216 and 5,955,438 options issued and outstanding under the 2010 Plan and 2018 Plan, respectively (collectively, the Plans). As of September 30, 2024, 7,770,415 shares of Class A common stock were available for grant under the 2018 Plan.</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">Stock options granted typically vest over a four-year period from the date of grant. Options awarded under the Plans are exercisable for up to ten years.</div><div style="margin-top:9pt;text-align:justify">Stock Option Activity</div><div style="margin-top:9pt;text-indent:25.2pt">Stock option activity for the nine months ended September 30, 2024 is presented below:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.268%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Outstanding options</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted average exercise price</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted average remaining contractual term (years)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate intrinsic value (thousands)</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 colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,318,335 </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">12.06 </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:right;vertical-align:bottom">5.4</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,845 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Canceled</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,092,681)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10.55 </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="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">Balance as of September 30, 2024</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,225,654 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12.21 </td><td style="background-color:#cceeff;padding: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">4.5</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13.75pt;text-align:left;vertical-align:bottom">Vested and exercisable as of September 30, 2024</td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,359,394 </td><td style="background-color:#ffffff;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12.24 </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 colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">4.3</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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13.75pt;text-align:left;vertical-align:bottom">Vested and expected to vest as of September 30, 2024</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,187,681 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">12.22 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">4.5</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">The aggregate intrinsic value in the table above represents the difference between the fair value of Class A common stock and the exercise price of outstanding, in-the-money stock options at September 30, 2024. </div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">As of September 30, 2024, the total unrecognized stock-based compensation expense related to stock options outstanding was $5.0 million, which will be recognized over a weighted-average period of 1.6 years. There were no options granted during the nine months ended September 30, 2024.</div><div style="margin-top:9pt;text-align:justify">Stock Award Activity</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">Stock award activity, which includes RSUs, PSUs and restricted stock awards (RSAs), for the nine months ended September 30, 2024 is presented below:</div><div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.268%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Outstanding RSUs, RSAs and 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 per share</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted average remaining contractual term (years)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate intrinsic value (thousands)</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 colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,478,798 </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 #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">9.40 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;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">1.2</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">104,315 </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 13pt;text-align:left;vertical-align:bottom">Awarded</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,025,636 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.24 </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 colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Released</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,398,539)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-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%">10.02 </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 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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Canceled</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%">(3,594,313)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8.05 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">
Balance as of September 30, 2024</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,511,582 </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;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">7.13 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding: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%">1.1</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">36,887</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt
2px 13pt;text-align:left;vertical-align:bottom">Vested and expected to vest as of September 30, 2024</td><td colspan="2"
style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #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%">12,636,979 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;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%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">7.15 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-
color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1.1</td><td colspan="3" style="background-
color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</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%">34,499 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">As of September 30, 2024, the total unrecognized stock-based compensation expense related to stock awards, was $57.2 million, which will
be recognized over a weighted-average period of 1.6 years.</div><div style="margin-top:9pt;text-align:justify">Stock-based
Compensation Expense</div><div style="margin-top:9pt;text-indent:25.2pt">Stock-based compensation expense recognized
in connection with stock options, RSUs, RSAs, PSUs and the Employee Stock Purchase Plan (ESPP) during each of the three and nine months ended September 30, 2024 and 2023 was as follows (in </div><div style="margin-top:9pt">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:46.268%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td
style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td
style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"><div style="padding-left:9pt;text-indent:-9pt">
</div></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-
align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0
1pt"><div style="padding-left:9pt;text-indent:-9pt">
</div></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">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"><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%">Cost of net revenue</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"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">151 </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%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">213 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">430 </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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">637 </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">Product development</td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,732 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">5,635 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">17,766 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
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%">15,143 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-
align:bottom">Sales, marketing and support</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">1,484 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,018 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-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%">5,768 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td>
<td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,037 </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%">General and administrative</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,879 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">6,602 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,520 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">18,344 </td><td style="background-color:#ffffff;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</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-
align:bottom">10,246 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid
#000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">14,468 </td>
<td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">39,484 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-
align:right;vertical-align:bottom">41,161 </td><td style="background-color:#cceeff;border-bottom:3pt double
#000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>The Company capitalized $0.5 million and $1.6 million of stock-based compensation expense related to capitalized software costs
during the three and nine months ended September 30, 2024, respectively, compared to $0.5 million and $1.1 million during the three and nine months ended September 30, 2023,
respectively.100000000724328339400000606000000.0552702165270216595543859554387770415P4YP10Y<div style="margin-top:9pt;text-indent:25.2pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:120%">Stock option activity for the nine months ended September 30, 2024 is presented below:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%">
<tr><td style="width:1.0%"></td><td style="width:46.268%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%">
</td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td>
<td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td>
</tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:8pt;font-weight:700;line-height:100%">Outstanding options</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted average exercise price</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid
#000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted average remaining contractual term (years)
</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:8pt;font-weight:700;line-height:100%">Aggregate intrinsic value (thousands)</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%">Balance as of December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">12,318,335 </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">12.06 </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:right;vertical-align:bottom">5.4</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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">2,845 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-
color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Canceled</td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,092,681)</td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">10.55 </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="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%">Balance as of September 30, 2024</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,225,654 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12.21 </td><td style="background-color:#cceeff;padding: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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">4.5</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td
colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13.75pt;text-align:left;vertical-align:bottom">Vested and
exercisable as of September 30, 2024</td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000000;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%">10,359,394 </td><td style="background-color:#ffffff;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;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%">12.24 </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
colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">4.3</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%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13.75pt;text-align:left;vertical-
align:bottom">Vested and expected to vest as of September 30, 2024</td><td colspan="2" style="background-
color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">11,187,681 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">12.22 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-
color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">4.5</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">—
</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
</div>1231833512.06P5Y4M24D2845000109268110.551122565412.21P4Y6M01035939412.24P4Y3M18D01118768112.22P4Y6M05000000.0P1Y7M6D0<div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">Stock award activity, which includes RSUs, PSUs and restricted stock awards (RSAs), for the nine months ended September 30, 2024 is presented below:</div>
<div style="margin-top:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.268%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td
colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Outstanding RSUs, RSAs and 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 per share</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" 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%">Weighted average remaining contractual term (years)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">
Aggregate intrinsic value (thousands)</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 colspan="2" style="background-

color:#ceecff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,478,798 </td><td style="background-color:#ceecff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td><td style="background-color:#ceecff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceecff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9.40 </td><td style="background-color:#ceecff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceecff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">1.2</td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td><td style="background-color:#ceecff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceecff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">104,315 </td><td style="background-color:#ceecff;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 13pt;text-align:left;vertical-align:bottom">Awarded</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0,025,636 </td><td style="background-color:#ffffff;padding: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 0 2px 1pt;text-align:right;vertical-align:bottom">(3,594,313)</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceecff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Released</td><td colspan="2" style="background-color:#ceecff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,398,539)</td><td style="background-color:#ceecff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceecff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10.02 </td><td style="background-color:#ceecff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Canceled</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,594,313)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8.05 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceecff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance as of September 30, 2024</td><td colspan="2" style="background-color:#ceecff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,511,582 </td><td style="background-color:#ceecff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceecff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.13 </td><td style="background-color:#ceecff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceecff;padding:2px 1pt;text-align:right;vertical-align:bottom">1.1</td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceecff;padding:2px 1pt;text-align:right;vertical-align:bottom">36,887</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Vested and expected to vest as of September 30, 2024</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,636,979 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceecff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.13 </td><td style="background-color:#ceecff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceecff;padding:2px 1pt;text-align:right;vertical-align:bottom">1.1</td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceecff;padding:2px 1pt;text-align:right;vertical-align:bottom">$</td><td style="background-color:#ceecff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceecff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cost of net revenue</td><td style="background-color:#ceecff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceecff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">151 </td><td style="background-color:#ceecff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td><td style="background-color:#ceecff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceecff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">430 </td><td style="background-color:#ceecff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td><td style="background-color:#ceecff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">637 </td><td style="background-color:#ceecff;border-top:1pt solid #000;padding:2px 0 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">Product development</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,732 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,635 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,766 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,143 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceecff;padding:2px 1pt;text-align:left;vertical-align:bottom">Sales, marketing and support</td><td colspan="2" style="background-color:#ceecff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,484 </td><td style="background-color:#ceecff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceecff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,018 </td><td style="background-color:#ceecff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceecff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,768 </td><td style="background-color:#ceecff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceecff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,037 </td><td style="background-color:#ceecff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">General and administrative</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">979 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,602 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,520 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,344 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceecff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ceecff;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:#ceecff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10,246 </td><td style="background-color:#ceecff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td><td style="background-color:#ceecff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceecff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">14,468 </td><td style="background-color:#ceecff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td><td style="background-color:#ceecff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceecff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">39,484 </td><td style="background-color:#ceecff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceecff;padding:0 1pt"></td><td style="background-color:#ceecff;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:#ceecff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">41,161 </td><td style="background-color:#ceecff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
<div id="i1500021300043000063700047320005635000172660001514300014840002018000576800070370003879000660200015520000183440001024600014468000394840004116100050000160000050000110000Net Loss Per Share Basic net loss per share is calculated by dividing the net loss by the weighted-average number of shares of Class A common stock outstanding during the period. Diluted net loss per share is computed by giving effect to all potentially dilutive securities outstanding for the period. The following table sets forth the computation of basic and diluted net loss per share (in thousands, except per share data): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.999%"></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:0.1%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:0.1%"></td><td style="width:11.622%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom: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%">September 30, 2024</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">September 30, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-
align:bottom">Shares related to Convertible Notes</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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">10,011 </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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">19,538 </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">Stock options to purchase common stock</td><td colspan="3" style="background-
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%">11,226 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,446 </td><td style="background-
color:#ffffff;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%">Restricted stock units </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px
1pt;text-align:right;vertical-align:bottom">13,284 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,610 </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">ESPP</td><td
colspan="3" style="background-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%">182 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">136 </td><td
style="background-color:#ffffff;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 shares of potentially dilutive securities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">34,703 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44,730 </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>For the 2025 Notes and 2026 Notes, the conversion spread of 2.4 million shares and 7.6 million shares, respectively, will have a dilutive impact on diluted net income per share of Class A
common stock when the average market price of the Company’s Class A common stock for a given period exceeds the conversion price of $12.60 per share for the 2025 Notes and $27.89 per share for the 2026 Notes.<div style="margin-top:9pt;text-
align:justify;text-indent:25.2pt">The following table sets forth the computation of basic and diluted net loss per share (in thousands,
except per share data): </div><div style="margin-top:6pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td
style="width:46.268%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td
style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3"
style="padding:0 1pt"></td><td colspan="9" style="border-bottom: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%">Three Months Ended September 30,</td><td colspan="12" style="border-bottom: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%">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="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%">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 loss</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">(3,768)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">
(9,935)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(7,195)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">
(25,542)</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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">Weighted-average shares used in computing earnings per share, basic and diluted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">96,498 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-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%">100,540 </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">95,571 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">100,030 </td><td style="background-color:#ffffff;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%">Net loss per share, basic and diluted</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">(0.04)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-
color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-
color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(0.10)</td><td style="background-
color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">
$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(0.08)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">(0.26)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>-3768000-9935000-7195000-
25542000964980009649800010054000010054000095571000955710001000300001000300000-0.04-0.04-0.10-0.10-0.08-0.08-0.26-0.26<div style="margin-top:9pt;text-indent:25.2pt"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:120%">The following outstanding shares of potentially dilutive securities were excluded from the computation of diluted net loss per share because including them would have had an anti-dilutive effect (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:71.999%"></td><td style="width:0.1%"></td><td
style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td
style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.622%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-
bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3"
style="padding:0 1pt"></td><td colspan="3" style="border-bottom: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%">September 30, 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%">Shares related to Convertible Notes</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">10,011 </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">19,538 </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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Stock options to purchase common stock</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">11,226 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,446 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td
colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Restricted stock units
</td><td colspan="3" style="background-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%">13,284 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">12,610 </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">ESPP</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">182 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">136 </td><td style="background-color:#ffffff;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%">Total shares of potentially dilutive securities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double
#000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,703 </td><td
style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2"
style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">44,730 </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>10011000195380001122600012446000132840001261000018200013600034703000447300002400000760000012.6027.89Income Taxes<div style="margin-top:9pt;text-align:justify;text-indent:25.2pt"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The Company recorded an income tax expense of $0.2 million and $1.3 million for the three and nine months ended September 30, 2024, respectively, compared to
$0.8 million and $1.8 million for the three and nine months ended September 30, 2023, respectively. The increase was primarily attributable to insignificant non-routine tax expenses recorded during the prior year and changes in taxable earnings mix.
</div><div style="margin-top:9pt;text-align:justify;text-indent:25.2pt">The differences in the tax provision for the periods
presented and the U.S. federal statutory rate is primarily due to foreign taxes in profitable jurisdictions and the recording of a full valuation allowance on the Company's net deferred tax assets.</div>The computation of the provision for income
taxes for interim periods is determined by applying the estimated annual effective tax rate to year-to-date earnings from recurring operations and adjusting for discrete tax items recorded in the period.20000013000008000001800000Geographic
Information<div style="margin-top:9pt;text-indent:25.2pt">The following table presents the Company's total net revenue by
geography based on the currency of the underlying transaction (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:46.268%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td
style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3"
style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="12" 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"><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">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"><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%">United States</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"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">56,335 </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%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">59,963 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">181,431 </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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">175,836 </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">International</td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,466 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">21,581 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-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%">67,173 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">62,534 </td><td style="background-color:#ffffff;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 net revenue</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt
solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">77,801 </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%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">81,544 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td>
<td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-
align:right;vertical-align:bottom">248,604 </td><td style="background-color:#cceeff;border-bottom:3pt double
#000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double
#000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-
color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">238,370 </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:9pt;text-
align:justify;text-indent:25.2pt">Net revenue for the United Kingdom represented 10% of the total consolidated net revenue for
three months ended September 30, 2024. For the nine months ended September 30, 2024 and 2023, no individual country included in international net revenue represented more than 10% of the total consolidated net revenue.</div><div
style="margin-top:9pt;text-align:justify;text-indent:25.2pt">Substantially all of the Company's long-lived assets are located in the
United States.</div><div style="margin-top:9pt;text-indent:25.2pt">The following table presents the Company's total net

revenue by geography based on the currency of the underlying transaction (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:46.268%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%">
</td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%">
</td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3"
style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="12" 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"><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">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"><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%">United States</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%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">56,335 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">59,963 </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 #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%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">181,431 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt">
</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">175,836 </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">International</td><td colspan="2" style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,466 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">21,581 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-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%">67,173 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">62,534 </td><td style="background-color:#ffffff;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 net revenue</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt
solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-
bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">77,801 </td><td
style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td
style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</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"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">81,544 </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 #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-
align:right;vertical-align:bottom">248,604 </td><td style="background-color:#cceeff;border-bottom:3pt double
#000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double
#000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-
color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">238,370 </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>56335000599630001814310001758360002146600021581000671730006253400077801000815440002486040002383700000.10falsefalsefalsefalse'''

7^+Z^,>]/D5BP2;4U![31.+9L5R!<=!Q$&Z4[X@@57RL!"8, MM[>=R$I5BQR'S*XV/Y*,@9<$*8^2#!_WF-YAO66$;

/ M.?!]]^)W6O7:CPD_G6A5]-GT.8QL^VLRXA+X*JSW0\/=^,R:6YF!EQ]?K46^ MWKIB;I+NKSLBY:V6/%FJV60[]9$!>IQ-E0)BB:;DJAFJ#'%L4M]2(T8_<.)M M[X+%.?D;+1:TF<_+(N]#V4".B;.%&=2[A!QIH.AP($YK+CC"T-'FY6A,;)3" MEGSXU]([(% H"'2'Q:GUVUK=1-
]:@'VEU.UAR\H%W<;?+X0Y10]^=< 5E)"M M-3?Y,]_2I\P5?L\L_8[N[DP2F][J IHDR%IA>CG1MQ=Y?#E0=__Q5I#T$,?3 MK(//H8UJE!N7D1,,T/PBG=USE3?^ $>] DS(5Z51[:065/8,/LZ*A6=?,;Y+ MV6*AZX".'M[B$_MXOCBE6>)'9?7 ^(YB$P.D^ZT[$AR2237"+[-C=#-
J1IV0 MD<\BBO<0ZSF'E0==XT3DO#*=/;X>?J-HA'"X)UB!K0+N"17?(/YZ/1A6RU.V M+NGQZ&_HV*4@5V&:_%3+'L3L?<+UR7=W6UO;DCS:VMHSY<),RCG2RY.L02 > MD)"V$,7=,N].TPW=IM<-RP

<@IF)W-=$ZZ2L049&&]+5X]!E;NQY_^,,GT>;_%6;8[!CR. M= Y9/&\:&P'Y22TK[@3@AH0UWR0]]CT,1AG?Q1>KASWD;B&'G'CA<;XR_W;6 MH(&73W.WRA8#Q(H_'_X MS+6N?_ZFD>^;V2EC\%[T]-%6DLB>-\EW(!K2ER-(9V+JB5\K0OX,$%>K^*C&
MGK:D@U\PW*C6J4^NL[$Q^Y17S]5KRLJ;\,4G"C/+\$+R>R ;+0!6CAM "[>B M3VS'"04Y#FJN+'VGRR7L'C][T\XM$4I,@IZI5I SOBSWXPR]3=KC1C2DJ,_ES![X"O5P MMV96%O?Q(MEH/VDA.(A8U;^?X(Q.O:>",HV-(EWBY?[>[NC@;)^U]/+)]6ND MTQI_?-SBUVCX
]1H30<'Z*\L7G?0*A5]LG4OL']KU5+$"KCK*RMY=$#WTK?> M39?VV^V&7R/K@X7U@RCY\OYA2LCGCP8^CZY*"_XK">L6(8KT9DCCH"89GYP' M'RM.J_1C4X+@L?PD6__F+V\'0D)&PX*:''K:LP;*RH4J5 M?Q#S*VMS>Z440^]%"0;H[K\5[]\?9D5
3\&NSOO%B9'&7G!!B>GN"\8'+FZN M*_HU\0*GBW.%S6\KGI!L__&\I:QM[FD2I &EAGPBLJ=M6;";F$(].Y+#][TM M/+#=8<>P?K;>FW/YQD@ I0'TZ 1^L='6%!Q\._U72!*3"V7"8RBWX?-[I71FI]]4@S\-B<[AO)A'-_V\K&/P@50C2
MNR*ETLT'R^COY&DD*EFQ@9&OG4V_X;83'%UZ#XV_+_4?!<3A0@X3KD-R0R4Q=Q.&G@U/HI)]"Z1PVS?><_F!&'KC]!,HYN,]1 M4MRDP3+B#R':(7%6_0Q0DTDKQ1V D(V8$]0(EZD),.]/="[,S@P7=]$O2#=N M7@A8A]>GNRU?X>"ZRYIR.L:W;V51S7A<$3#"
(U+BI,1>H4E-MLO\";8=.D07 M9U,?-575!E%[[_^\5]]UC1_;7<^\![\P.8PDU7D"O9H+%::S[4"/P;W]U[CO M(TYB*H!H*)=;[)MOVQICY,K0I.M/UL*#>_F3964OH5LT W#2GR +/C[,9(M]1'%PITS$.P;N4B>]WP?^[]RK=(76U$X0KYS<]4V&G68=:S]^14+DMM$5/(
M**!D#8+;[$AI^&654#F<]5WJAZ^[:_$?1/!>ZO&Y"!\YR<7 U+LX[,]QW]!TL"3@60<;L6G.PW%#,$7G[_ETO8I)79VD@<(S$:1@ <"NK7TB>B-2H+:8[0X2H4D0KAFZ0E>'1O<&'<6&!$K>#"CZ-=FKFYWTN)-]-6Y)Q)B#?MZB'Y[D1$,>U> M /GH[3;BT%'[V--
CZ'O"BM4=ZNOVA9O67T:2.2ZSK$)Q=8,%#%";9MS B@A* MO*R_U@TX 529S1EHUXYH]8BY9CP,\DGWFUE[(LS3P.YH-V$EA 42R// ("'D MH+"V_" G2JF:!=_\+7 MK+AQO0\,+:PZ/N3!BLAD%MC;V?98Z?7-EX^O/B MJ@07 75(SB6V#^P?IR]"FYE\?@.P:0
(V&O$A@]O8&\V>]L;:'!2ZF"L]YLL MSIQX_5"('GFGFNV+]>B'"K^XBR' >>Z5_CIT/!#D.WTL+E97SC P]>Q1)>X8.7)&"1Y'4^A$L5"L@] S0A0*.!,'* M;3%XG'S>GD]6V<_7W:KDB8>14PI.XL?:R@78KJ_':=&_K@C%"=&'Z+RT-U1' MRL7O<_X$++]_
>:&E,+]SMCZ]3Z/L:V^@E]L#%>#!^ZMQ]W@SWI#M!]$=TZ& M<^E>%WX_M91-:T-*!&C%/X1+DMY>XQ+@%/<145\20*5YM[MD"#U9E2D ;[1! M5NO!W*3V;+2/I>PG-"==(O#5F>F<[!:+F2D]I,(\U*.UI2O;WRU==9I%!"3
M*9C$Q@8276E!T!QQ2;,%)0#EP/4B92;Q)9EB6DXI"&@S3F6_B'\B[IB\X; MW;QML[V*@SX/'WZ3='S:^2_L]E;7B(-[Q@051S)M!NVE$H.7SWYY'BS*>](9 M>&,(Q1:0CZ,M;F6,'!0.6P\X]$1^UQ/5_A0WW>G85Z],_@'P4V[_]%?1Z50G
M_"@$LWQZLM5X7&N"7"RZ+Y.R.P!K$)/E4&<5>>IW0W(Q9]3B^W\RE\# F;EX M"2M4H0S,LB#@60^/ 4)T,?7A&.?C55I]^,65U# 76(9#2_*WQ=&(D !9[\P? M#GEZ+PL*3I]Z/L**O)Y QDW1Y>$.Q,%>M?@@_"::9(I1ADCZV\';?.F]L@B M-
W=8=4@#V5@%V6B(]@G*1>(7TF_JB+ M8L,@)8#KRVR3VH;@P#2%Q!4WBS/RN78R7#VOU>,6"@/$0W4"PO%9)H08;O_*#I?/,@5C%[T3SZ4O^TU>]|,^ MCX+W:+#*NU!B@#8P5)N+:00]1I1ERI[:7TZA%;S.],Y]+R/DZ28^KEK/R\O M8O:L/WT#<3_XO5;Z7B])
<@7P)5L0"Q(HUH&ZG2F9*]\[+.H^VB2XFP>27\0- MD?-$XTMWEV]2\Q:;3A5P636._]^NBW*M&LR*PB.2NME@3,TH_@.51T M, H*'EH&"*Y-TC2G7(9FP\;B0 1K60_OQ4LZX*S- M4X8S02EE5H*I2:)4#7^(R>[HV;'0.M$K+5.6VN56G;%B8"9'268ROX0[B.\U MB'7!
335(P<(+@5TV.CIA70;@T &:$#Y#_$-VI$!2E7_Q_#]9)Z]]H7^XW2X ML@,108Q/,:^0L(TX,/T5090F?V$>/(#;D09[7HD",B19+.EM.>'CI;E>/H0G M\ $^:FOQ?'(F/.Q$]H_G]2^)I^FRF7-;$8C3I41+WC]F^[L,$ /DW=Y;^A?6 MBMSYT:V6KF>AB%?
Z]7V=M)XY%6)6;]>^D(D0W&C^.]CU):#W]][E]5$52?/A M(-6AH:[3;U)9")00M)?1>Q6K4&S5M@C1C@M/7N=3_ZMN+!=%(*K_Y%H%)8U M?>G"9"];C7!>LC"91O 3?O0A*()R5E@0_1XD+E)(A*F8^B$'R^D5C,U!2<)6P MMZ[&0=6<\
R+5E1^U,#A"30]+>&L2H^XU8@4/WE)*(>X/_#7]@^;\E>D+_;(MQ3Q,GYAV0Z57(7N;<3*LX!:7OLZ;X<&&O"+B#S0E+!EB\ZCU>26W:[TS52(* I MP&$G4$"X8/VMC=C9;0M?$,\O%H]TY-N OS?;[Q0U9-6Z+.$^LV=OS$;DZ8)6 M\<^>/#S^)]/OE611C,7MB!W%
KJL?&;@@Z0&:ZZ"3-]-4'AN[F41OVK/Z?/R M)7L>'Y,J+UL,-!T9R?X@::Q2_SO_H+)E7ZGBLOCR04VXFMVO]K(5V>(-'I- M6-E\8%OX,@X4_[?:5+ %QUR^3XZMY9< 1=)L M+M?CO+ VGR:**>FC&;_=^>]L]C%L8]9^W>&APXUKD' =\('/OV>NQZW6AL9>D M_([0A&[
4BY?&B*NSIUG@%]NN=]]3[G^(E^$S#+@O8V'Q=7EAXWK_T MU>;A9"KAIQSG1ZRQZ/9-7]F98PWH,]C\=('S3,6(MZQI](1K'6>438%CSY\3 MDE<&SAY9$CK^HM:_:"8S^FU.=4]4T(4ONL)3YW,[QC1$S=F>1-\2LUY[2]Q2CBZM32&G]V_K0?3CO7
MYX.]T]2$"8_5L5296*OK?S;)8&"3A!Q$M/+NL1/KUGBSSVL;ZN-_H,M=8# G M/]*"<1#WZ-.OX#C?2(7|M\0'W+;Y:S9)K5N.V2_2]XV-;M M6[""L!"7YF*;"9219U1(\)=F;&!DGIP7UY,O%8\N?]NL!+DCA6EE$*\5(:H= MT%@&CP.N4*X%KO
:^);YM8MIN#O[S_[-3]HHU:K1>C+]>U\GSRM;9SDSZX#K M:6OD[Q5FH/LADTM;T0]:?,]K[IF75!P M9L?='J$Y8P*$URKF>/'QCUZ'N@[,W[:V6U2H:4%_3CA>]&8>AEV68.ME@.+! M>A/:(Q!1ZGU@LQI@@)RG#+"[D87&K5/W'FSDS16$((]U9197=*#>SQP#)YGVYX;
[/K6D%PV(',Q>#8 M8R#W-^4H5/-4O1QZ6K7\|0EKU)3EZ5O&$GGF]RS;_D4^=94[D>K;13]5(5%! M9[\X"C?_2DHB UV[]73(H;%KZZ+3Q1W;O3:9IW)#K$^CXZ MR_7UD?3RN\R W^[,'\B]!!X/;!R,,T"5N"N1.><-UC:M[Z/^ID(7*?W9LO3#?OKY M?VN#T2!C]@4_-
C8(>AEG#6WEPI5?Q=N)CIQ5(_W((IDZ B6K5OPPZ37CY!1\ ML7+=!*&4Q[(<$T]7C!,\="V CY$;%T=V=5+047,F"5.AN-335PK/V^+-F(M:LO6]VP($.'ETEC]Y\BKX?MZR,6BE*]3D/=AX7^RV[71@TP3X+^E6R+YY@$;"(S0&Q;Q6O9_NGC: M^EBZDK(^1=)$#6+U,?
W!VF;R94P^UT6IVBM_^6*F6T#_Q_>@_J\TQS1$CP4# MM"X!;6&CY:H),4!;K[8_MJ':R6M,H:&6"6FT&N!-+.5Y$+(GS0=4X4-2M;+8 MK"C70FFUY$W+CN03]"$G&UVS[:Z2?)/[9]"B[4_#%P8FGY7D/4-HW=(J@F07 M*>\A@10C.].K$>9TE0U3^6/3!>
(/;.YYG;'Z_*H.B%YI'!,<&7#]VP)_XM M-\7D/09T=09H/KZ: ?I>#A6BFA 9H'2]-@4<]^42EU<&GU\A85ZD7(=KCP# MYH;-]16-)]E7&C M*\0ANERA-4GW\6#*G%$ZID_#6"YW:XLO78\UUU147\@Q\&5G/EOD9=F?Y8\. MH, Y9)\Y6))Z!H#B>7D#BQPR\$A1N,LXZB+2?
6GAQ8/O+36RKVQ.3O2?O]B: MNYI\|:19^H1FF?[MQS $6>0C$;H7548?QZ'[D:S^#M'(E :X.A+&V8OF$;_1 M1/(R85]/\^6MOIDC=T6TYV!(O=&*R.^+? (U'8F@-KW7O$5QK):5 M< M>Q=:Y^8[P'O"7Y]# ?)'+/PD"Q*%!I.UU(Y7);3&U"M@^N@205#.W. VCV;
[OM7RKPP1:!;]+N0@_1YH;A)Z(F^@^,WZC^QS1,+G, M_[7[<19/B[YKS]X/W*ZM8]WDW#3O61H0V?.GB,(%:,U4Z2]8(X&67,X]EE;- MN<\#I%Q!ZQ05Y-Y7IRP^?*1O_NFSS+-\N\S:)RP_T=GHNY20>*;@0/M+>O9! MA.&0ZBUIOCB);;%AN#;Q,!%Z?
>I7W8X%F\ETT%K@XN/,'_:E+%%F]LT'(-? M@FF/=++4L7_[]]"QTBUSR?!SQ]!]DCH,T*S (5K>P$A8OZC54#Y@+LBZ>)TZPC%2'Q M972T]T*VMKFW_>V)]P^S1Y(]9BSZH40K:.*R!NTE2INBO /E,_""R^+U,\P? MI,L]]A&"'=9UFKU+H:?-[[BO@EDW+ES=
R;\H!;DYQ2CF0+S8 M%K;BL]P.Q*^]/=V)<.N3@W&1.+8RMMJA!7W1G^-%".RDS4*IC3OWMVHCD+,+[ZSMP6Y2&=!'G/MKM#S+ ! MDB+>;!6-E0>2+]]0!3Y*N\YN?&C],,T8?G!@SK%>]%_Y%/[%*>W)CXN@ TL[MLA14<'OEQ+\MA%G@<*8VY(0<"R!?
2LYM@,GB7\[>W\%%#&7QE&ICMB4SZY@U"W .C%3((;E([F&79294(3LYY,,M%H_-!5T6 M\(Y?W/K]/GMY*X;]/[K]R_XW:B[2SGEQQ2+@P&2X\ *K&K\LR[-+37F7LH9- M)1(F'X%%F0X21 4!TDC@*#GC4FDOA,>@@,EUV;(>U+D\FR@SK]^]U2L\>U'(M:/ $:[S8D]
<"Z],/#W?MB"EX-(87D N.ISR$!>(/MB%"*%XBMN_PE3!)LK\/ MJ9*[A#AUY52(2IGQUV4G6Q;_4W>_14(\]<*T=)0XD1/3?8&(Q92F=VLG\TH$ M1A6-=OHS'HUO1MU@N7H-\FK":/!<:.E37,8[$+4ZD?T+FTU
MR,IAFGK.YZFIYUL@W2\8GOHV*N]VPHEGG9IFWU*6LN9/25BS#2'XZ%Q459((_ME3_P!K"%?TYH)[W-(@Y@!W6D^52>]S9T4B.'HL(>!_NWYBTW!CXX_ED/8;+ M@923? ^L%X>#-+;GQ*D K@KM:RN)? >P6?4VK_@CU,CR[Y A9V]DNWBU:B=H
MLPY>=VX]B4LCH]F"R-6Y1)2@;D^6[L"R^E/\2UPNB@%*T'Y M%'B![*GV)6BT)^T#5Y+3L]]\(/K37"BO5!*#A>7$0.U)IVOG?#-"1Q:4K^.=: ME&*OEM;L#76AX>=%QW^RIH+TTV2/!D^R@*0O4(_1\A&^I-1U^ M5"29]OYN<%6Z48U\]CM/U*:*\7IYYH5$_/;
1T0ONLD]D2I)N0R4DPLG MZ&=@=72!$)&MQMN!)H$9)FU^,E?;MG-CB]G7?95,Y6BT/ <6:$5,*1W"&C<2 M^4KN/9$WG6]8NG6H03N-U5[F^SMP$;8GAGI$ M&P(M:040WU$V.@>E%LY'/.PMD;Y)A*0B?,U:&2 ^F/+-EMM:67;6"6X4K7#7
MA<%4W[Y[<::VE=T>G.%0:_@#VC.4"(D!&]1S CD$I"B0QX2*3V)ETRAM]9R(M$ EKM]R6+SMR/-[R8+=WUSWUK,T5-"D*P&7ZU!]Y PPFF5+E$S 08G82Q1BY M &EBVK8E]NDP!;+T$_T0#?9!Y#!=[C."+0C,#S\#F%+\X0HDM9S?O"D(;@/(
M6LU:6P=Q8OZOA&Z!]9\TWU.L"G]$;3RLCT,#UB[6.\%U$<1].H<,14Z:ERK^ M'HA]NTT_10I^4A31^@6!<\3%MN5PC0_6]* ".3K-&_O,?BI]\$0K'EW^ 5DM M7F'YC>"EVA"1&:@KA*QP*P!SZ2N F[.=/LVIC=-H<;SPQUKFL=FPPGB5[_' MDT^U9 :
(:"G]V#9P&41*2:7+4:_/_EY)40O5LHQQ(/7M1VD)7CZ=AW.\ /]: MI_CU/EF5@]\NX5Y'>]"^B'D,^1Z I_C19\ L0#UQ5M+SZB35&]]5HFM:= !; M;>N(U1]].#42O!>)F^R!?80MP^8$B1A^FN(@4 M1*DAQ,T< YN8=S Z@9U]+UP7=8]\>+]'-
)OMQ!/%9S:G]@^&'ZMWZ!Q7UR]= M5\;E-12K6>0U+N$(ON"PL9"$FCVE%?+=V8.WZR#W)V>SR\LH:KK47*O#U> M/^(]3_NP1A399[+:[-X3('CG2B].H7=?!6-PRVN8=/ YX S; M+ M&?)UN)[82RM.F>].9_$'I*+:/EQ[/^VR&R4'NQ"'H&5NK8G]'?SD43(P0GO
M8&GK3:T?N]OS</%UAW0$O&+IPX%H^C92%\&* 4M!#$"Y'0#$,2VE-1 M3O@]7DRT5!E;0BLGQ5QKQ_#Z\]SB]?6#59>T.*S.]46L9]W&V7.4%@Z6$I+S M!OTGG0-+/+)_]X7/S8+8W(<,9VK^@OM"CYKH;&=0CN3WQ#E,CA!]N+05D@'F M@T71!?70^'/32*HI27I
1/T=+K+]7L&]/\[D\XU)C(_'+9/(-/Z2-@/T!6E_M&)9L1?3-8A)$7A[Z=%%*%MPBA&#%Z?_SMM][9S>7#+V@MZ=>:0I>[N\K67C^ M7@_G>%3BV"%58(H]C^Q*4: M=/VF!#M7;O(M&? U',MF.T(@?=BQDHS\A,BLS C%K]DM_IE6;%MZO<9N007
M$L<@R.2%M+*^T9&O-^+C2IG=B-%1-]LKU;/[LF%A,D$45[L]3A U7+L_V,7P6E:2;<* M7(*(Z+7B#WBE]GCSDVH>S&B #%;(CZ!I6%>_-=L_IN2OE'&0_7QS# MFU+:>-C# !V%*\UU"^P,.I,]VS-4<+PB N22-=NGH]KD(-11D@7Y MPERW!%PIH=?YS
YZ_]]"782!!3+PTH-.FR6%,DF4AJZ7'F$'*PT'%9GSLD$C M[HT4S=M4,.U]MPY]RET:8(#*%@*+VM+67]!D?=\&A,H-7B>NMEQ+V-TY#39[M9=7R9>QU2"C[6/^@6PAS3,T %]QP-9;7%2@F0>R+\-FK]ZR8]"GT:E'I$?KY?SM9)R>.4\/6&" 0K':C M5U\EW!8((6QI%ZP]U?
ZPS4IR;1_N /UA@,B#M&(Z!U47"*&< MA2M-^C) B;B1R[0W+59I@7'/7UB]OSO!5MXS6U^6;\9A98%@X&RF/7T"(]M7!U$<7>$.&ZDX\O]GKR M+UEH6G'EA,M]OK"GK&MK,FE^6H]=I'\-*0P15'/S5]0G!(#9#2I9<5*#2#V MSV80)!UW_4]&NZ-
]WFXH/UZ%E_K'NVN([']^M _?4$>V'C@<+M#,S]3O5#X@G MH%-T+B%2#0+QL9X#E_HX?=Z/!CT@'YC[_-/SHFW3N)A+3Q6)!A9;(TZ$ M))T+B&&&LU4]7)24W%KKY$>7:8HQ=-T2-)686KR4GZ>R+[[GP,9:S9V=:,W6 M)]T]_6^C4:"4?)^6_)M7 *9H-
]W8!>2L]FALQ^SIG',//*[UOM,UI= M&2?5<9^?#O+9#HF>^_DC\=<);E.2H.6 9:"31%T,?OINLOZ)+A8%8;_/I,= M!32:R>9M[$M.-VL1/Q]]W$C@F6R.D N2RV/YN8^!L ="VP;[&2"<;F^W]FRW MM)O;]V[##F([&9))/:]#C*CZGN'+2@N.=+/"P_[@G:ADLQ D3X2ITL-
9@9*QM1 "Q1@8&-"):(^!(_,)]4GSU]6/CMQ Y?7GN+,IWNPLVMA1E!BR"DV(8\&ULW+U[D]LXDB_Z_D4O'/BWNB)*$SS 3XP=W=/E%]S'.&V M'7;US-GHN*' L\P=E5A#4M6N^?07("F)*DDD (*49_]H=Y6*1&;^("02B7S\ MV__Z_K#VGGA9Y<7FW_\0_,G_@\%__??
G@O2GH]H%O:N]UR7'-F?=[7G_SZF_<^UM1_CU_PM[G-:Y%43X_\!_-_M:Z^+Q^Z$?PMUCN[^6?T98A"3R?2_$1@_22_!&*0>A@!F"&!.?XYO[_M/\=AF(HP@8_%#_/Y>0P01/(Q3L)((,RC*&L&7>>;O_]9_4-PQ3TIW]9[?OWW_M/WRKZ\<__SS[[___]?OI%S_]2CO?
PY]/_IY]_0?NL>_GSS_>]0\2"$?F[^_MNG^TRL\]*(<-?OX_OWSX2K_Q!PSR357C#54$]OS/5?/AAX+BND%]E"_OXA/J_M-[![#*B/0!""*/C3]XK]X3_^A^>U<)3%FG_APE/___7+^XLDT<_]B9\W_%[- M[6=>Y@7[6N.R_H_)7TONF]'JYT?^[W^H\H?'-
=]]]]WDXORPZ[(\&E5QB127 M0:*X_)^7B/T\@7U'_-:GO#I@KA'WHRL>AS#]Z(S=.ZDA^/P,]\A,9KG]0KW= ML*6^NWM2DUF?GV-77XNBQNL%OA8',CV6U^]##_*GCHP::$"9-G0ZU=UCE7^O M^8;Q5EL>#>WE[-__(']:;2MPC_'CZ@NOZG)+ZVTI=T?Y"R^?
^.MM6GRAXU9\ W[]NN.G(:I-\0\&4K^D M>XQ R:MB6])V]Y-P_7O'[?+.1M#V"UVH#^[>?#ZQ. RP5D8^XST$6 MX0C),0 D<0'KK-USR5]*Z9*^+AT>^]1]C];8LY?>]Y/]^?#(Y_Q ML_KH]G=?A+-2]7M$\XEH35_5Y3O
M]VJK5H[<3:D_[E..*^1[L;KY+OQNF 33D3Y@_=Q__5IQ?1NC[XQ.TEOO(.L_QI? M%]9Y,Q]: QV^-D<"_7?\^FB;#C_(I+5F"2>-I>&CR&^LC6LSMX@EWF_H,B_2'')%_G="P0C8DZ M29- FDT9 83&#"2 S&C(_C;&)9OMQ1)M9;[:,-L<]WK&]%,*3 -A, MA?
XXB&DJZ!^'X;G/?Z\T#?A7@P9\[YORMO=-41_+IPY2WW@[N;U.<&\ON=<3 MW5.RN]M0?KSI=+1= 4""+;H9_D!R7]A]?T .[3;R6_9?VZINK(.[X@M7$Y2O M^4=>RR--\<_%)7_#6NOGTNBZ><S,Y83A! M(>> 1(D\;$1<)1P'V :X930($]$T6%C#B;G=L
>6%:]LMPQ[6UX[:TEP^I3 M]3.5;'N/'=]*(1=[>QWOF?ZSV88\RZ3];:W7GB]S3?+%+.WY]23#7LNQ]Y/B M^8_]SXIM[W-O]GY2K'OYYH^]0]:!_5D.3W/BZVC7FH7%1?>?.4%^N9/,2LMN M3W@M&9*DRR]<;#=L[R[87],3(1(41R!&O@\@RV* A^"((LAQ#SF092::/=A
M]78MV7#Q/XVS$SOC@ 703]-4(9!B@,*8!!30))(GE0# M0;,DX8+&V4IN]Z18'KH^V1\2/+WMQQT@9AO)C][7$N[(V]Q'/NC)Z$B9CQ!; M5"WK"?Y2P6]^9>D'JPOZ]R_\47XMODE37^KH^Q(_[(WUVVW]K2CS?W)V>.;V MH=ANZF#ETY#%B8@!I6DDM0&+ *(T!CB)
(6&)+[),*Y!A.BLS]]B#"P#O>9 J M8L>$AQLN#%U.]KAKNH@60=/"I>,="H=5S<]+\N!L1OO=AA8<>_UZ^DI']?^7X:^8A1D/F4 6G^ MI0!!* A:^8IULQ4 MU27D]/20 SQ,KPV;2T)%TONM(>HI]EY#UN%!=D0P1YKB$I5%U<"(]"_7^-CC
M9@N8\7SUNI#FO:8CY^3Y&8UF1<:IE^0B\V>^3A6G?[HOGGZ6[[3?)/G#X0MT M.M(B7YF+ NR^))_&I_L;+NV]XLXN,82Q7 M/^#UF[RBZZ+:ECUO(LOD!I%$">"A"N--8[EOQ#@#$LT.?*#]],SQV6E&91[[>DWN*?]L2=U\4O95C2O)YO7 M".?
54KI>S.5>0*\GX2PNZ2O/DLN[UBM(L?S%ZO6FZNPMZA79L72/X^];^D\Q M\837BGR39I.K>USUA]L-._Z@]V2;%[]+%WW#=W&C=+U5M[YOO\LSFQ3^"Z[Y M6R&X5)51ZM.,10$0:9(!&(?RK!4B"A*:9&%(890H/]$^'7+<1;HH^T8;Y(74
MT0&%]N[I^IDMZC;UIKU3Y0>N.^?T3];F[X;.Z67G7-/9_.+#X_?:(4Z9!K\M)/KCS?>7C1O)YNGA/-:Z1RZYZ\R*Z[< M_F7##9U^X\!A M3+(H31G@@B$!88 (4) G":Q'Z8AHX@97@:[A,[N/G@I\'3W1X> F&YI>]+[MP-?&IW]C0HOFN!36E=791C%&;V'=KBG^]3K6?
=%.@QXEX#>]?:W*ER@:N]#/ M7TCS(3"/?XGI<)Q33,IT%/WRP'KIDR.B[)T1K1#6>=1MK']!\F M8,^?]W8<\6FU.ZR!F].\ASDSUZL 8@W<8)$0^U%M+Y95FN+YU+7G71[BBZM3 MCA,>IQP!06$*8(8R' 2 X:1$&&<$#\UTHH6/"QX(=TQH"**SUQ(]]+\3.^E
MS8'7O;.>%4[3^VRS--A#ZNNLE]_6"#F[&#?G8.%+R3,U7[NC> MRMQ' $I+;/O*X>5#,78F5 MS^SK\P,IUBN<9@A2'P,:AKZ*1P@!B2D#\NP5!DG(HQC%.BOS9.29UV)'RVN) MZ2W 4^F'E]PDF;0@#TW'C6.V78Y WKF[)5P-=,TBDGOP.6-
MI_@$=0%VG#8Y)QW]K6\1*W:]/;]-=;^68T^Q/(,-/0.2CNQNEYPM:]O/ .E+ M^WX.$I81T9WK[9/H;N-?W,$WCH)5&B$,61 "Y(L4P"CS 18\!6$HPBB52A=! M812_K$-U0:=C$UNCK@I>!MET?K'+1L4$4/54I7.H3*]VSR,S"HQY8*V)H*["
M8+5H+ANT:@+#28BIT732&6ON\)>C MH/2.E\8S[CU5?^]51=$_4VDA-'ZV<@V.X:+7Q45] 9<7![:26QW M @L=A S M$;=_(#-ZSWRA?RPV'WEAZ PY>FGNZ(EB SZ^_63@[3@6:7P)6DMCMM9V@CCV M7YSEWF]]'(^TV,(X*T!_!9Q_8*H5_!:7*IA/Q9[NDC%R*C?2-
_EZ]PK7'=\0 M4T1CC'@ *&8,0.@+0 0+@;27HT3$B%"F9Q,W O-U$ MM1S_%G! S!>.]7W'&O_&OF[Z Z2\H=HF%^WOHB57_@DSB0E&]9\2@5_;LU MOM<]>5UX?6:MIZAZBBP(CA9BQX'^T>R2]..'- >"FVFB$9F]WQ1Y1V>X$>&L M3G.7QESL7#8I=
XBO\PUMPPO^RVCIK4HG&)@M3DOQ[8+ZAT1S&=9_EL[R@?U#XIX-[1]\P;*U32](MZ$VQ);78KF\I5=5PJR^<\OQ)[=2[,+TLS 2%<0:P0#& 08@ B<(0$$*$+Z(0 MI:&_VO![E?)X9]"ZQH0)K>\Z:K_K)ZSH&XU'P7BT#<93+6E,$WC, -;3 ^[Q MLC.L.Y+>@>;-
HE&,5CBX:N!B1'O9SBPVL)RT7+$:Q+*"CM1KQ>;U&E?5;7?1 M+C@*,A9"D$$? \A#'Y @A2"B1$#"81)B:E0RYX3$W$%"BI1WZ[6$O:8FN6&% MEU-4$,$L2'@$2!I& #(< APG\A\YU(6'R.Q5$!!$*O6P='GZL:S:H0PO?*<-C]Z MVF(YU,TT2\.7US+FM9QU-
Y,W[56FLK6.)^7 8"\UQ7'3D\E(N6Q\8L_,\LU/ M)@-WM@'*]%'-+TH^X^>_]@@4:?H_*-OQX%W7=75HCC+?XI+$O:)+RWGYE[+8/MZI_,EFD7PKUO+=+_7F M]]'6O>(;&6;F35A1]QKR7D/?ZS$@S^?UMMR,M;HR!D9C);O#Q' 53X?#;!7K M"6]W@D?
&7F[UZ@EYM'(U7[&-0RS*6C7X?B^WL:X_;'<>3 BC),HR$*01!##Q M(2 HBD (D<\#BE/"C5IN728U\|)N"(.F>4E^(&T:('@1)TU+V(GTAE9N([@B MZO6HSG".'A?.64C=14(+!\B-"7P:[C;ZAGV;B%ZB8?>ES$*,0YQP$,A%#& M"2 ^)H!&W(>YS^X]74,2 M.2S]?
TIC\=K[%\4\5R+_\L/6$34O:N:?>OQ7$448I7X P@@) 4+Y,Y*.4A" M%/(P"!,_A19W@#]T%[KZVUUKE7O"QE$WXS#]K65G]-A&YKQL$:("Z,[<^SF- MUM&6V%W\SCC)I2-ZM$$X$^.C_ZYEU$]YCS?Y/YN8]]?%IBK6.6L#X#?LL^IK MOVE3_3Z)=_E&'MAS:?K+3]KJ3X?
#>Z]!+O4Q94D HB24&WXD#74"LQ!D$8LQ M5;T.@\@H6,@Q@W/'&#WQ\BGGOS<)>RIQ]REBW&?4,,[(]?SH*:MKHFZFV/]< M-K[R Z_-'/2Y55.QY]<[,'SD%IPEK7(N/%V%4KEF;]D(K)G /0G864.]<@?.\H8&2PU1E(+GM4I665&6I:'R:+* 1\,VC@"W*3[SA!-
H38>F'W5)D W=K1I! M!;VVDNWC79+TQS9%I4, S/%U!/_.%ESCB.7EHR.-,DPK46UA);8+S6 WDMV MJ_MS65#.6?5.LMJHD*YE^=OOO*1YQ=F*A"),6!("&@0,P)B]"UZ"04B3",F5 M'PL_-5GAHQ3G#N#HZ'MJ=CS>457;:FOB%"T[9LM^'$:]I>\4'+/E?XQ+:W9T
MU+T]>7<*0%M21TI@G-ZBBD!;_)?*0/]%IRU";VF=/S51B[>D:A]33FM#>3K> M?-_LRQTG#UQXO^WX<+C)&Z[LB8AO1^>W9&^,8YO/2?W^(]:*++A196UM$9K:4 F MJY5T;KS%UM&_,/U5-/38U'+_'XLF3HZS%XZ07S=Y777[PLNVL3"@C(8^!2DB M\D"#5'.]E/@
0YKZ.!51$(=V18$MN)EY$??+U_8\B3O#Y]FV]]\-[I]>VZ70 M-/3:]H#<,W;]IVUXVZ.[4"W@"4 YKPALP\N5Z@)/@.UR=> I@[IK6=YS.68X M@U$]4A!0$@!(& 8H"N4VDO]^U'\0Q[%1"?1AW,,]NFVC?*H[WK^;2M]QIO5)/'%0MI'/MI M!G@49P R[@-"6
+BA.,L13Q"&3&OVG&>V,QK^G4O3_VFNU7VB@-Y^\OF002% M" ,FT@1D(0Z57B0 !V$ 6)C%":$)A!%;M?7"O]:XK)?%\25A;31?\?M\H^K3 M>P2OFW/,// %B"4HY@F@,$GE%S @JOZ< &.,Y^C)*)P!P!]_;#;L&>#NRVM"]
M;;]N\^*FM]VX0L)LL^G7BSG$(O1(NRZI,BR@T^(J%TA=H'B'T A E#! ..7 #V! 4BQ8&A@59M.D._," M'6W:/+6CZS"HICXH9U"9+>_I*$UP)VG)[-QQ-$SU2BXB+2@N.X/T7G>Q>W_(M,'(Q + -. @R\((B!C3".&$!,@LUVN,XL)[^[KC MH%D@FST74W;[":57O]-]
['<5@FVED#HLYB=IVC=T4K;$#\8:-LZ$5+&XW?]]#? M+_RQ*)L&4L4ZI_MOSW7>I A@5 XBQ616)C!%""" AHEK(@1)E(C*IG:%&= M^*PY<%[OVDNPLU38O6@T[3#7 -BI@UV6.SIWW@M;>^W[O_S7.R92.W*#M.B
MN:P59@+#B0UF]+)MI.03WVRY"L1\76R:N+._Y?6WU]N]+AYXN8^39$%_,4VE MF] PD08$S*0=EO] 14G*5*<CA.=F,I) MR.IID1GP,M,CC]"R"#\U$MQ9*D>U85#3XV@. T\-7O=,A=#?FL^X@?^IGC M^68513%$D8@DQ#&6Y[>,
8P%5%Z@./'EF00G1@Z@X^%G5@^*F*>H>;^U] Q5 MP LL]%:ZO81F"]I ./\B+,RN$]".!Y\V8R'LX*=I#>,KGU:]? M5VG(?8%("CB'1'E1?9!% 0$\H] 7H9^P2"O8[S#DS M'!0HUX62XUHUTZ8D[MO$[LA#!;&[]^?'_W]HWW]>[V[NW7ZL M[[[L9_XRH2O<57QNN]Y65
692Q.0Q!27P (TP00PB% .*-8A8,A1BGE(9:BW&4TLP+L]6MFH=ZQ]2]EKS>(AW':WBA.D7!;+%: Z"]:+6% M&]@"Y1CMFI4_');]^,B++%=M 7=+5O\%V\AI%;&Y]R=$Q(\0#Q#P(9X"@RU]+B^@T-LO[04T6WOZLEF$/)\3P5F(M\]'@"XH+3 $#],T
88X#&0NZ,,0E$:%1+8HS@S$MN,.C*#B&]=>=2;K.5V%(GO M0'MOQ#;D'9:)T1345:68,7++%HO1%/ZD7HSN>U,#V 8(M>%6/$O2.!4QH(+' M #*! *%8&K\1DD:PPB0R:PZB37KN:])>.N#PDI@:SS:*L9[&F 9 M#SC!$8
!B4%&I,D>,!&)*)86!DSLE,LED@LJE0_%YK[MR:.8L54>%[$S51HN M$#%3%I?!\'],+)1A/2:^<[UQD>"5],48)?UQ.B;=OKAKFR*23SW,F-NZ3^V M>1$0(J0XR!& :8X"I_"=A"%&*,8(S+_(^ M^:.DCPGA$Z,8Z]UTE\B8+?>)H!@O>EU)':W\47*++G]=X5_]
.WW++WS!=Y4 M'XN:5W MEG>-D)E2[U$_A-4K^LU>.$] E8G$SAKF:I!K\IF]8'S2E8:QY"%T+03/D8@F=^('4@M:O#ZA16 MECW(.@#MY)#K8DP[12:5HNH^_KDLGG+&V:OG7RMUV[;/?CX4OE_%..0D"2#@ M*MD!^@@"(O45X"*@
0I\CE67ND)]7CVUI4_:2$GM&=!>9ZKE&96<>(\=*QYY M]HI]GC[>\V&FMPR@U=-2\P!FII,45HH)[W,/]Y\4(UZ^^6.OB.CM.&K&"LL< M $?]R8#PHLK(')"7]L=B!,.F!&0LM;$-L_TD5%Y6UVEF%40Q]6%, 2.< $@Q M D@P#+!(.:4P\A.BE=!L17UFFZCK(LQ+=="2YZR&
77Y]]AR_HQZ0]F!.ZQM M9H?,U AJ,YO?'64V_ZV?V7S3A<=[GX37Y$U^FA]#5M#FMKD)%+\>ED=L7!53 M_1X54S!I];E4"4I%^RCRVS855D,NT\1BBK3[%A>3!IG;,-P']"?"CWW.!$!) MR@',2 Q($LI?,R[2+()QYAL%19BS,+??41D^8EW\WG6P6])&-$R;F!>[V6W& M6?
(P[#%9W(R\3CZ'/4#V9]6CO)"C6)&VHO$OO,GVBV@2BR3!(U"'\"(I@ ' M$ *!! ^2%&.8&"6$7*0TL_(YCDZ:$)!UA(Z>-G$BLYG2>!F,U54._ZVEZU K MC,HV1R36$9WKQ6&=$WO^Y'W<1W=EY+#..(1\D'F8PP@X@X@D@ MF3S]91%E891BF#
(C!_EE4C.OV5^_>OOO<;4G;;9V!W#26[QNI#=;O7W!#U1G M6+WCPCE:O@.$%EV_XP*_7, :;TPK)M5)10QDZ/S_8H>>"V:MMMY_??=,OX3)^" MX66^*+!F.]&/XX$OE26I./,4:]Z+!@!N$Y^<83.D;R21GJZ1OQWTS'3ZBR@E M9S#M-)B[2V3+56Q.>6I?
ON/K:0ASQ&/Q49E:S7;IH_3, E#]<-")(T'+(_G MV$<,1&D0X9 @0:%9$O<0M9G55DO2.]"TLBJ&\=(S,YRA8*9CC $PSYK4$XW*C#O<]- 3X7E51]V;>]7@1\S:=@TM[X]OE8P@),@!0)E M,,:BXQAD YE]]O?<CH0U4T!GY'2<.Z8AUD!-2/EVIQ$H.RB"H3&7B;X8%VH?
8Z'Q]&7) M.DR;UD&OUT4EIZ_SW9,0AR')** >5@$ I*FB9\$TM8Q\I>>I3)W M/(3445OYGL>E;?G8[(HLKQZ+"]\-+SG.8Z1G14R6W&PI[LAY';T9+C4&)7)5 MA^XLC66+SPV)>5)Q;O!A\^U.96FJ0(2R?/7\?L/:0F>:>]VY=V>__6](]W.
MZD;%T4CZ^5/.MGBMO_&=E7U\UYLJMMDZTY#873VW,?&LMKZS RZV[PV]T]_T M!I^S=/:=MV(/$_G]^?!(=YY]]MXN=/&OO*HYN]TP=:RB\L>[0GWT]CLO:5XI M!O_&E;]?/O/$2WS/N[_PSZ6TH5<()C1*0P00803 U"> ^)B"D&V]XLRL6%KFFG,K/S#4U'YBQ7]-
R\I[E#M\4P?*L S4E;\&FD[2?YG)M7=9 M]"7KZU.E3<^Z-I1\-[N0[QNO]QW92>G51?.QA M"_B'F#97/N;K"K.L$_N'F+@3+_F/P95META5^Y"]V[O-O?('23[D9[Q\ZD)S M?*3*R__I+=S+44OTTQZ.>]_9AKACQE7TT2[\$R/,4(8AH#R5 M=FXBC5U$Y0K/&$=!HDI,0*-
U_9+ D=:OE'D3(/97^"@MU2G2&=^^(-VH)U,P6_4"EJ!Z6M_N"@#V^#.HJV@.JG;_\/[!V2V64N],M*?MG552[TFS;150%,< MDBP #$)5'S%) $ZC!%#"XBB"41PFPJQ[XA"YN8,/VPZ"7;+<41USK\>%:2?% M00"'5;5[6,ST\E1$+%HKZ@@ZH;_BX/ +-UG4$?
6TTZ+66TY+HMX^%&6=_[/9 M<=]XF15,N4\R>6:*DHC+TY,(0*9:IW)$@R -81P2HR+.VI3GOI0_6\T3]]A0 M#GW)1^/C?^:X-&WOH(^QWLEL%N2<66]]-KR6C]EK?5X6?=Z"GV?H_@A5/R_# MH5GZ^(]^< M]10/G&W5!NDV:M50;*L[=YWQ%[N"-Q"V?R-O\MHU_=
[BZV-OOT#S ;]G?@9\/VN^#\'DL_6FS^1;1^]!C]4R[_!6/U+T(]3\S^97*6]50] M_DF\K>K\ =>\6I$X33!-."!QE@!(@DQ=^@:]>*\?(DAH$AH%01T//[,&_;7M M1K5F+Y^93GHIVDUK?#U[OW7_GZ4CS'GI7)5&.1Y\V7(H9P4[M*8%R_BG;<(M^#>ZNV1DD'$LK)P"$Q &
B8\ CF.H+)\4I3Q($H',8BQ.B

'''