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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Form 10-Q "QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended September 30, 2024 OR "TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from Commission file number: 001-35362 TRIPADVISOR, INC. (Exact name of registrant as specified in its charter) Delaware 80-0743202 (State or other jurisdiction of incorporation or organization) (I.R.S. EmployerIdentification No.) 400 1st Avenue Needham, MA 02494 (Address of principal executive office) (Zip Code) Registrant's telephone number, including area code: (781) 800-5000 Securities registered pursuant to Section 12(b) of the Act: Title of each class Trading Symbol Name of each exchange on which registered Common stock TRIP Nasdaq Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes " No " 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 (A\$ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes " No " 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 "large accelerated filer," "accelerated filer," "non-accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. Large accelerated filer " Accelerated filer " Non-accelerated filer " Smaller reporting company " A " A " Emerging growth company " A " A " 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. " Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes " No " Class Outstanding Shares at October 31, 2024 Common Stock, \$0.001 par value per share 126,535,867 shares Class B common stock, \$0.001 par value per share 12,799,999 shares A Tripadvisor, Inc. Form 10-Q For the Quarter Ended September 30, 2024 Table of Contents Page Part I Financial Information Item 1. Unaudited Condensed Consolidated Financial Statements Unaudited Condensed Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2024 and 2023 3 Unaudited Condensed Consolidated Statements of Comprehensive Income (Loss) for the Three and Nine Months Ended September 30, 2024 and 2023 4 Unaudited Condensed Consolidated Balance Sheets at September 30, 2024 and December 31, 2023 5 Unaudited Condensed Consolidated Statements of Changes in Stockholders' Equity for the Three and Nine Months Ended September 30, 2024 and 2023 6 Unaudited Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2024 and 2023 8 Notes to Unaudited Condensed Consolidated Financial Statements 9 Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations 26 Item 3. Quantitative and Qualitative Disclosures about Market Risk 42 Item 4. Controls and Procedures 43 Part II Other Information Item 1. Legal Proceedings 43 Item 1A. Risk Factors 44 Item 2. Unregistered Sales of Equity Securities and Use of Proceeds 44 Item 3. Defaults Upon Senior Securities 44 Item 4. Mine Safety Disclosures 44 Item 5. Other Information 44 Item 6. Exhibits 45 Signatures 46 A A PART I FINANCIAL INFORMATION Item 1. Unaudited Condensed Consolidated Financial Statements A TRIPADVISOR, INC. UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (in millions, except per share amounts) A Three months ended A Nine months ended A September 30, A September 30, A A 2024 A 2023 A 2024 A 2023 A Revenue (Note 3) A \$ 532 A \$ 533 A \$ 1,424 A \$ 1,398 A A A A A A A A Costs and expenses: A A A A A A A A Cost of revenue (1) A (exclusive of depreciation and amortization as shown

[illegible]

or other inputs that are observable or can be corroborated by observable market data. Level 3âValuations are based on unobservable inputs reflecting our own assumptions, consistent with reasonably available assumptions made by other market participants. These valuations require significant judgment. Cash, Cash Equivalents and Marketable SecuritiesAs of both September 30, 2024 and December 31, 2023, we had approximately \$1.1 billion of cash and cash equivalents, which consisted of available on demand bank deposits and money market funds, with maturities of 90 days or less at the date of purchase, in each case, with major global financial institutions. We had no outstanding investments classified as either short-term or long-term marketable securities as of September 30, 2024 or December 31, 2023, and there were no purchases or sales of any marketable securities during and for the three and nine months ended September 30, 2024 and 2023. The following table shows our cash and cash equivalents that are measured at fair value on a recurring basis and are categorized using the fair value hierarchy, as well as their classification on our unaudited condensed consolidated balance sheets as of September 30, 2024 and December 31, 2023:

	September 30, 2024	December 31, 2023
Amortized Cost	\$ 816	\$ 816
Fair Value (1)	\$ 816	\$ 816
Cash and Cash Equivalents	\$ 816	\$ 816
Amortized Cost	\$ 816	\$ 816
Fair Value (1)	\$ 816	\$ 816
Cash and Cash Equivalents	\$ 816	\$ 816
(in millions)		
Cash	\$ 816	\$ 816
Total	\$ 1,112	\$ 1,112

 (1)We did not have any unrealized gains and losses related to our cash equivalents. We generally classify cash equivalents and marketable securities, if any, within Level 1 and Level 2 as we value these financial instruments using quoted market prices (Level 1) or alternative pricing sources (Level 2). The valuation technique we use to measure the fair value of money market funds is derived from quoted prices in active markets for identical assets or liabilities. Fair values for Level 2 investments are considered âLevel 2âvaluations because they are obtained from independent pricing sources for identical or comparable instruments, rather than direct observations of quoted prices in active markets. Our procedures include controls to ensure that appropriate fair values are recorded, including comparing the fair values obtained from our independent pricing services against fair values obtained from another independent source. Derivative Financial Instruments We generally use forward contracts to reduce the effects of foreign currency exchange rate fluctuations on our cash flows for the Euro versus the U.S. Dollar. For the three and nine months ended September 30, 2024 and 2023, our forward contracts were not designated as hedges and generally had maturities of less than 90 days. Our outstanding or unsettled forward contracts are carried at fair value on our unaudited condensed consolidated balance sheet. We measure the fair value of outstanding or unsettled derivatives using Level 2 fair value inputs, as we use a pricing model that takes into account the contract terms as well as current foreign currency exchange rates in active markets. We recognize any gain or loss resulting from the change in fair value of foreign currency forward contracts in other income (expense), net on our unaudited condensed consolidated statement of operations. We recorded a net loss of \$1 million for both the three and nine months ended September 30, 2024, and a net gain of \$1 million for both the three and nine months ended September 30, 2023. 12 The following table shows the notional principal amounts of our outstanding derivative instruments for the periods presented:

	September 30, 2024	December 31, 2023																									
(in millions)																											
Foreign currency exchange-forward contracts (1)	\$ 34	\$ 9																									
Derivative contracts address foreign currency exchange fluctuations for the Euro versus the U.S. dollar. These outstanding derivatives are not designated as hedging instruments and have an original maturity period of 90 days or less.																											
(2)The fair value of our outstanding derivatives as of September 30, 2024 and December 31, 2023, respectively, was not material. The notional amount of a forward contract is the contracted amount of foreign currency to be exchanged and is not recorded on the unaudited condensed consolidated balance sheet. Counterparties to our outstanding forward contracts consist of major global financial institutions. We monitor our positions and the credit ratings of the counterparties involved and, by policy limits, the amount of credit exposure to any one party. We do not use derivatives for trading or speculative purposes. We did not enter into any cash flow, fair value or net investment hedges as of September 30, 2024 or December 31, 2023. Other Financial Assets and Liabilities As of September 30, 2024 and December 31, 2023, financial instruments not measured at fair value on a recurring basis including accounts payable, accrued expenses and other current liabilities, and deferred merchant payables, were carried at cost on our unaudited condensed consolidated balance sheets, which approximates their fair values because of the short-term nature of these items. Accounts receivable, including contract assets as described below, as well as certain other financial assets, are measured at amortized cost and are carried at cost less an allowance for expected credit losses on our unaudited condensed consolidated balance sheet to present the net amount expected to be collected. Accounts Receivable, netThe following table provides information about the opening and closing balances of accounts receivable, including contract assets, net of allowance for expected credit losses, from contracts with customers as of the dates presented: <table border="1"><thead><tr><th></th><th>September 30, 2024</th><th>December 31, 2023</th></tr></thead><tbody><tr><td>(in millions)</td><td></td><td></td></tr><tr><td>Accounts receivable</td><td>\$ 220</td><td>\$ 177</td></tr><tr><td>Contract assets</td><td>\$ 23</td><td>\$ 15</td></tr><tr><td>Total</td><td>\$ 243</td><td>\$ 192</td></tr></tbody></table> Accounts receivable are recognized when the right to consideration becomes unconditional, and are recorded net of an allowance for expected credit losses. We record accounts receivable at the invoiced amount. Our customer invoices are generally due from customers 30 days from the time of invoicing. Contract assets are rights to consideration in exchange for services that we have transferred to a customer when that right is conditional on something other than the passage of time, such as commission payments that are contingent upon the completion of the service by the principal in the transaction. The difference between the opening and closing balances of our contract assets primarily results from the timing difference between when we satisfy our performance obligations and the time when the principal completes the service in the transaction. During the periods ended September 30, 2024 and December 31, 2023, there were no significant changes in contract assets related to business combinations, impairments, cumulative catch-ups or other material adjustments. Fair Value of Long-Term DebtThe following table shows the aggregate principal and fair value amount of the 2025 Senior Notes, 2026 Senior Notes, and Term Loan B Facility as of the dates presented, primarily classified as long-term debt on our unaudited condensed consolidated balance sheets and are considered Level 2 fair value measurements. Refer to Note 6: Debtâfor additional information on the 2025 Senior Notes, 2026 Senior Notes, and Term Loan B Facility. <table border="1"><thead><tr><th></th><th>September 30, 2024</th><th>December 31, 2023</th></tr></thead><tbody><tr><td>Principal</td><td>\$ 500</td><td>\$ 500</td></tr><tr><td>Unamortized Debt Issuance Costs</td><td>\$ 4</td><td>\$ 4</td></tr><tr><td>Carrying Value</td><td>\$ 504</td><td>\$ 504</td></tr></tbody></table> (1) Principal (in millions) (2) \$ 500 (3) \$ 494 (4) \$ 499 (5) \$ 499 (6) \$ 499 (7) \$ 499 (8) \$ 499 (9) \$ 499 (10) \$ 499 (11) \$ 499 (12) \$ 499 (13) \$ 499 (14) \$ 499 (15) \$ 499 (16) \$ 499 (17) \$ 499 (18) \$ 499 (19) \$ 499 (20) \$ 499 (21) \$ 499 (22) \$ 499 (23) \$ 499 (24) \$ 499 (25) \$ 499 (26) \$ 499 (27) \$ 499 (28) \$ 499 (29) \$ 499 (30) \$ 499 (31) \$ 499 (32) \$ 499 (33) \$ 499 (34) \$ 499 (35) \$ 499 (36) \$ 499 (37) \$ 499 (38) \$ 499 (39) \$ 499 (40) \$ 499 (41) \$ 499 (42) \$ 499 (43) \$ 499 (44) \$ 499 (45) \$ 499 (46) \$ 499 (47) \$ 499 (48) \$ 499 (49) \$ 499 (50) \$ 499 (51) \$ 499 (52) \$ 499 (53) \$ 499 (54) \$ 499 (55) \$ 499 (56) \$ 499 (57) \$ 499 (58) \$ 499 (59) \$ 499 (60) \$ 499 (61) \$ 499 (62) \$ 499 (63) \$ 499 (64) \$ 499 (65) \$ 499 (66) \$ 499 (67) \$ 499 (68) \$ 499 (69) \$ 499 (70) \$ 499 (71) \$ 499 (72) \$ 499 (73) \$ 499 (74) \$ 499 (75) \$ 499 (76) \$ 499 (77) \$ 499 (78) \$ 499 (79) \$ 499 (80) \$ 499 (81) \$ 499 (82) \$ 499 (83) \$ 499 (84) \$ 499 (85) \$ 499 (86) \$ 499 (87) \$ 499 (88) \$ 499 (89) \$ 499 (90) \$ 499 (91) \$ 499 (92) \$ 499 (93) \$ 499 (94) \$ 499 (95) \$ 499 (96) \$ 499 (97) \$ 499 (98) \$ 499 (99) \$ 499 (100) \$ 499 (101) \$ 499 (102) \$ 499 (103) \$ 499 (104) \$ 499 (105) \$ 499 (106) \$ 499 (107) \$ 499 (108) \$ 499 (109) \$ 499 (110) \$ 499 (111) \$ 499 (112) \$ 499 (113) \$ 499 (114) \$ 499 (115) \$ 499 (116) \$ 499 (117) \$ 499 (118) \$ 499 (119) \$ 499 (120) \$ 499 (121) \$ 499 (122) \$ 499 (123) \$ 499 (124) \$ 499 (125) \$ 499 (126) \$ 499 (127) \$ 499 (128) \$ 499 (129) \$ 499 (130) \$ 499 (131) \$ 499 (132) \$ 499 (133) \$ 499 (134) \$ 499 (135) \$ 499 (136) \$ 499 (137) \$ 499 (138) \$ 499 (139) \$ 499 (140) \$ 499 (141) \$ 499 (142) \$ 499 (143) \$ 499 (144) \$ 499 (145) \$ 499 (146) \$ 499 (147) \$ 499 (148) \$ 499 (149) \$ 499 (150) \$ 499 (151) \$ 499 (152) \$ 499 (153) \$ 499 (154) \$ 499 (155) \$ 499 (156) \$ 499 (157) \$ 499 (158) \$ 499 (159) \$ 499 (160) \$ 499 (161) \$ 499 (162) \$ 499 (163) \$ 499 (164) \$ 499 (165) \$ 499 (166) \$ 499 (167) \$ 499 (168) \$ 499 (169) \$ 499 (170) \$ 499 (171) \$ 499 (172) \$ 499 (173) \$ 499 (174) \$ 499 (175) \$ 499 (176) \$ 499 (177) \$ 499 (178) \$ 499 (179) \$ 499 (180) \$ 499 (181) \$ 499 (182) \$ 499 (183) \$ 499 (184) \$ 499 (185) \$ 499 (186) \$ 499 (187) \$ 499 (188) \$ 499 (189) \$ 499 (190) \$ 499 (191) \$ 499 (192) \$ 499 (193) \$ 499 (194) \$ 499 (195) \$ 499 (196) \$ 499 (197) \$ 499 (198) \$ 499 (199) \$ 499 (200) \$ 499 (201) \$ 499 (202) \$ 499 (203) \$ 499 (204) \$ 499 (205)		September 30, 2024	December 31, 2023	(in millions)			Accounts receivable	\$ 220	\$ 177	Contract assets	\$ 23	\$ 15	Total	\$ 243	\$ 192		September 30, 2024	December 31, 2023	Principal	\$ 500	\$ 500	Unamortized Debt Issuance Costs	\$ 4	\$ 4	Carrying Value	\$ 504	\$ 504
	September 30, 2024	December 31, 2023																									
(in millions)																											
Accounts receivable	\$ 220	\$ 177																									
Contract assets	\$ 23	\$ 15																									
Total	\$ 243	\$ 192																									
	September 30, 2024	December 31, 2023																									
Principal	\$ 500	\$ 500																									
Unamortized Debt Issuance Costs	\$ 4	\$ 4																									
Carrying Value	\$ 504	\$ 504																									

99.75% of par and is required to be paid down at 1.00% of the aggregate principal amount per year, repayable in quarterly installments on the last day of each calendar quarter, commencing December 31, 2024, equal to 0.25% of the original principal amount with the balance due on the maturity date. The Term Loan B Facility has no financial covenants. In connection with the issuance of the Term Loan B Facility, we incurred \$7 million of debt issuance costs, comprised of the initial purchasers’ discount, lender fees, and other debt financing costs. These debt issuance costs will be amortized over the remaining term of the Term Loan B Facility, using the effective interest rate method, and recorded to interest expense on our unaudited condensed consolidated statement of operations. As of September 30, 2024, unpaid interest on the Term Loan B Facility was not material and \$10 million was recorded as interest expense on our unaudited condensed consolidated statements of operations during both the three and nine months ended September 30, 2024. 2025 Senior Notes On July 15, 2024, as noted above, the Company redeemed all \$500 million aggregate principal amount of the Company’s outstanding 2025 Senior Notes, in addition to the settlement of accrued and unpaid interest. As a result, we recognized a loss on extinguishment of debt of \$2 million, which primarily consisted of a non-cash write-off of unamortized debt issuance costs, and is included in Other income (expense), net on our unaudited condensed consolidated statements of operations during both the three and nine months ended September 30, 2024. As of December 31, 2023, unpaid interest of \$16 million related to the 2025 Senior Notes, was included in accrued expenses and other current liabilities on our unaudited condensed consolidated balance sheet. During the three and nine months ended September 30, 2024, we recorded \$1 million and \$19 million of interest expense, respectively, while during the three and nine months ended September 30, 2023, we recorded \$9 million and \$26 million of interest expense, respectively, on our unaudited condensed consolidated statements of operations. 2026 Senior Notes During the three and nine months ended September 30, 2024 and 2023, our effective interest rate, including debt issuance costs, was approximately 0.35% and 0.40%, respectively, and total interest expense incurred from the 2026 Senior Notes was not material during the three months ended September 30, 2024 and 2023, while this amount was \$1 million during both the nine months ended September 30, 2024 and 2023. As of September 30, 2024 and December 31, 2023, unpaid interest on the 2026 Senior Notes was not material. Capped Call Transactions In connection with the issuance of the 2026 Senior Notes, the Company entered into privately negotiated capped call transactions (the “Capped Calls”) with certain of the initial purchasers of the 2026 Senior Notes and/or their respective affiliates and/or other financial institutions at a cost of approximately \$35 million. The Capped Calls are considered indexed to our own stock and are considered equity classified under GAAP, and therefore included as a reduction to additional paid-in capital within stockholders’ equity on the unaudited condensed consolidated balance sheet. As of both September 30, 2024 and December 31, 2023, The Capped Calls are not accounted for as derivatives and their fair value is not remeasured each reporting period. Refer to Note 8: Debt in the notes to consolidated financial statements in Item 8 of our 2023 Annual Report, for additional information pertaining to redemption, conversion, repurchase features, and other terms regarding the Credit Facility, 2025 Senior Notes, 2026 Senior Notes and Capped Calls. NOTE 7: OTHER LONG-TERM LIABILITIES Other long-term liabilities consisted of the following as of the dates presented: As of September 30, 2024 and December 31, 2023 (in millions) A Unrecognized tax benefits (1) A \$ 77 A \$ 153 A Deferred gain on equity method investment (2) A \$ 24 A \$ 25 A Long-term income taxes payable (3) A \$ 15 A \$ 15 A Other A \$ 4 A \$ 4 A Total A \$ 105 A \$ 197 A (1) Refer to Note 8: Income Taxes for information regarding unrecognized tax benefits. Amounts included accrued interest related to this liability. (2) Amount relates to the long-term portion of a deferred income liability recorded as a result of an equity method investment. Refer to Note 4: Financial Instruments and Fair Value Measurements for additional information. (3) Amount relates to the long-term portion of transition tax payable related to the Tax Cuts and Jobs Act of 2017 (the “2017 Tax Act”), which was reclassified to current income taxes payable on our unaudited condensed consolidated balance sheet during the second quarter of 2024, reflecting its anticipated payment within the first half of 2025. NOTE 8: INCOME TAXES Each interim period is considered an integral part of the annual period; accordingly, we measure our income tax expense using an estimated annual effective tax rate. An enterprise is required, at the end of each interim reporting period, to make its best estimate of the annual effective tax rate for the full fiscal year and use that rate to provide for income taxes on a current year-to-date basis, as adjusted for discrete taxable events that occur during the interim period. Our income tax provision was \$27 million and \$84 million for the three and nine months ended September 30, 2024, respectively, and our income tax provision was \$37 million and \$115 million for the three and nine months ended September 30, 2023, respectively. The change in our income tax provision during the nine months ended September 30, 2024, when compared to the same period in 2023, was primarily the result of an Internal Revenue Service (“IRS”) audit settlement for the 2014 through 2016 tax years, and an adjustment to our existing transfer pricing income tax reserves for subsequent tax years recorded during the three months ended March 31, 2024, as discussed below. Our effective tax rate for the three months ended September 30, 2024 differs from the U.S. federal statutory rate of 21%, primarily due to unfavorable stock-based compensation tax effects. Our effective tax rate for the nine months ended September 30, 2024 differs from the U.S. federal statutory rate of 21%, primarily due to the result of an IRS audit settlement as noted above. A reconciliation of the provision (benefit) for income taxes to the amounts computed by applying the statutory federal income tax rate to income (loss) before income taxes is as follows for the periods presented: As of Nine months ended September 30, 2024 and As of September 30, 2023 (in millions) A Income tax expense (benefit) at the federal statutory rate A \$ 18 A \$ 20 A State income taxes, net of effect of federal tax benefit A \$ 7 A \$ 7 A Unrecognized tax benefits and related interest A \$ 4 A \$ 7 A Stock-based compensation A \$ 13 A \$ 21 A Research tax credit A (6) A (3) A Change in valuation allowance A \$ 9 A \$ 9 A IRS audit settlement A \$ 41 A \$ 31 A Transfer pricing reserves adjustment A (4) A (24) A Other, net A 11 A (1) A Provision (benefit) for income taxes A \$ 84 A \$ 115 A Our accounting policy is to recognize accrued interest and penalties related to unrecognized tax benefits and income tax liabilities as part of our income tax expense. As of September 30, 2024, we had an accrued interest liability of \$21 million, which was \$18 million included in unrecognized tax benefits in other long-term liabilities on our unaudited condensed consolidated balance sheet, and no penalties were accrued. We are currently under examination by the IRS for the 2014 through 2016 and 2018 tax years and have various ongoing audits for foreign and state income tax returns. These audits include questions regarding or review of the timing and amount of income and deductions and the allocation of income among various tax jurisdictions. These examinations may lead to proposed or ordinary course adjustments to our taxes. As of September 30, 2024, no material assessments have resulted, except as noted below regarding our 2014 through 2016 standalone IRS audit, and our 2014 through 2016 HM Revenue & Customs (“HMRC”) audit. As disclosed in our 2023 Annual Report, we received Notices of Proposed Adjustments (“NOPA”) from the IRS for the 2014 through 2016 tax years relating to certain transfer pricing arrangements with our foreign subsidiaries. In response, we requested competent authority assistance under the Mutual Agreement Procedure (“MAP”) for the 2014 through 2016 tax years. In January 2024, we received notification of a MAP resolution agreement for the 2014 through 2016 tax years, which we accepted in February 2024. During the three and nine months ended September 30, 2024, we recorded an income tax benefit of \$4 million and an income tax expense of \$41 million, respectively, as discrete items, inclusive of interest, related to this settlement on our unaudited condensed consolidated statement of operations. Separately, we reviewed the impact of the acceptance of this settlement position against our existing transfer pricing income tax reserves for the subsequent open tax years during the first quarter of 2024, which resulted in an income tax benefit, inclusive of estimated interest, of \$4 million. During the three months ended June 30, 2024, we made a payment to the IRS of \$141 million, inclusive of estimated interest, and during the three months ended September 30, 2024, we made various state tax payments of \$18 million, inclusive of estimated interest, related to this audit settlement. We anticipate a competent authority refund from a foreign jurisdiction and certain federal tax benefits, net of state tax payments due, associated with this IRS audit settlement which will be substantially settled in the next twelve months, resulting in an estimated net cash inflow of \$50 million to \$60 million, inclusive of related interest. The anticipated competent authority refund is reflected in the current income taxes receivable balance of \$46 million, as well as a lesser amount consisting of anticipated federal tax benefits, partially offset by anticipated state tax payments on our unaudited condensed consolidated balance sheet as of September 30, 2024. As of December 31, 2023, we had recorded \$153 million of unrecognized tax benefits, inclusive of interest, classified as other long-term liabilities on our unaudited condensed consolidated balance sheet. As a result of our acceptance of MAP with the IRS for the 2014 through 2016 tax years, and its impact on other ongoing IRS audits, as described above, we reduced this unrecognized tax benefits liability by \$79 million during the three months ended March 31, 2024 by reclassifying this balance to current income taxes payable on our unaudited condensed consolidated balance sheet, representing a short-term payment obligation to the IRS, which was subsequently paid during the three months ended June 30, 2024, as noted above. In addition, as disclosed in our 2023 Annual Report, we received a NOPA from the IRS for the 2009 through 2011 tax years relating to certain transfer pricing arrangements with our foreign subsidiaries. In response, we also requested competent authority assistance under MAP for the 2009 through 2011 tax years. In January 2023, we received a final notice from the IRS regarding a MAP resolution agreement for the 2009 through 2011 tax years, which the Company accepted in February 2023. In the first quarter of 2023, we recorded additional income tax expense as a discrete item, inclusive of interest, of \$31 million specifically related to this settlement on our unaudited condensed consolidated statement of operations. During the first quarter of 2023, we reviewed the impact of the acceptance of this settlement position against our existing transfer pricing income tax reserves for the subsequent tax years, which resulted in incremental income tax expense, inclusive of estimated interest, of \$24 million. The total impact of these adjustments resulted in an incremental income tax expense on our unaudited condensed consolidated statement of operations of \$55 million for the three months ended March 31, 2023. During the three months ended June 30, 2023, we made a U.S. federal tax payment of \$113 million, inclusive of interest, to Expedia related to this IRS audit settlement, pursuant to the Tax Sharing Agreement with Expedia. During the three months ended September 30, 2023, we received a competent authority refund of \$49 million, inclusive of interest income, related to this IRS audit settlement. In January 2021, we received from HMRC an issue closure notice relating to adjustments for the 2012 through 2016 tax years. These proposed adjustments are related to certain transfer pricing arrangements with our foreign subsidiaries and would result in an increase to our worldwide income tax expense in an estimated range of \$25 million to \$35 million, exclusive of interest expense, at the close of the audit if HMRC prevails. We disagree with the proposed adjustments and we intend to defend our position through applicable administrative and, if necessary, judicial remedies. Our policy is to review and update tax reserves as facts and circumstances change. NOTE 9: COMMITMENTS AND CONTINGENCIES As of September 30, 2024, there have been no material changes to our commitments and contingencies since December 31, 2023, except as discussed below. Refer to Note 12: Commitments and Contingencies in the notes to our consolidated financial statements in Item 8 of our 2023 Annual Report. 19 A In the ordinary course of business, we are party to legal, regulatory and administrative matters, including threats thereof, arising out of, or in connection with our operations. These matters may involve claims involving, but not limited to, intellectual property rights (including privacy rights and alleged infringement of third-party intellectual property rights), tax matters (including value-added, excise, transient occupancy and accommodation taxes), regulatory compliance (including competition, consumer protection matters and data privacy or cybersecurity matters), contractual claims (including related to our material agreements or other contracts), defamation and reputational claims, personal injury claims, labor and employment matters and commercial disputes. Periodically, we review the status of all significant outstanding matters to assess any potential financial exposure. We record the estimated loss in our consolidated statements of operations when (i) it is probable that an asset has been impaired or a liability has been incurred; and (ii) the amount of the loss can be reasonably estimated and is material. We provide disclosures in the notes to the consolidated financial statements for loss contingencies that do not meet both of these conditions if there is a reasonable possibility that a loss may have been incurred that would be material to the consolidated financial statements. We base accruals on the best information available at the time, which can be highly subjective. Although occasional adverse decisions or settlements may occur, we do not believe that the final disposition of any of these matters will have a material adverse effect on our business, except for certain known income tax matters discussed in Note 8: Income Taxes. However, the final outcome of these matters could vary significantly from our estimates. Finally, there may be claims or actions pending or threatened against us of which we are currently not aware and the ultimate disposition of which could have a material adverse effect on us. All legal fees incurred by the Company related to any regulatory and legal matters are expensed in the period incurred. We are under audit by the IRS and various other domestic and foreign tax authorities with regards to income tax matters. We have reserved for potential losses that may result from examinations by, or any negotiated agreements with, these tax authorities. Although we believe our tax estimates are reasonable, the final determination of audits could be materially different from our historical tax provisions and accruals. The results of an audit could have a material effect on our financial position, results of operations, or cash flows in the period for which that determination is made. Refer to Note 8: Income Taxes for further information on potential contingencies pertaining to current income tax audits. As of September 30, 2024, we have an accrual in the amount of \$10 million in accrued expenses and other current liabilities in our unaudited condensed consolidated balance sheet, as an estimated potential settlement of a regulatory related matter within our alternative accommodation rentals offering. This amount was accrued during the three months ended March 31, 2024, and is included in general and administrative expenses in our unaudited condensed consolidated statements of operations for the nine months ended September 30, 2024. This accrual is based on our best estimate of probable loss; the ultimate resolution of this contingency may be greater or less than the liability recorded. NOTE 10: STOCK BASED AWARDS AND OTHER EQUITY INSTRUMENTS Stock-Based Compensation Expense The following table presents the amount of stock-based compensation expense and the related income tax benefit included in our unaudited condensed consolidated statements of operations during the periods presented: As of Three months ended As of Nine months ended As of September 30, 2024 and As of September 30, 2023 (in millions) A (in millions) A Total stock-based compensation expense \$ 31 A \$ 24 A \$ 92 A \$ 72 A Income tax benefit from stock-based compensation (6) A (5) A (18) A (15) A Total stock-based compensation expense, net of tax \$ 25 A \$ 19 A \$ 74 A \$ 57 A We capitalized \$4 million and \$10 million of stock-based compensation expense as website development costs during the three and nine months ended September 30, 2024, respectively, and \$2 million and \$8 million during the three and nine months ended September 30, 2023, respectively. 20 A Stock-Based Award Activity and Valuation 2024 Stock Option Activity A summary of our stock option activity, consisting of service-based non-qualified stock options, is presented below: As of A A Weighted A A Weighted A A A A Average A A Average A A A A Exercise A A Remaining A A Aggregate A A Options A A Price Per A A Contractual A A Intrinsic A A Outstanding A A Share A A Life A A Value A A (in thousands) A A A A (in years) A A (in millions) A Options outstanding at December 31, 2023 A \$ 3,927 A \$ 35.56 A A A A Granted A \$ 45 A \$ 24.96 A A A A Exercised (1) A \$ (80) A \$ 24.36 A A A A Canceled or expired A \$ (1,131) A \$ 35.76 A A A A Options outstanding at September 30, 2024 A \$ 2,761 A \$ 35.63 A A A A Exercisable as of September 30, 2024 A \$ 2,193 A \$ 39.12 A A \$ 3.7 A \$ A Vested and expected to vest after September 30, 2024 (2) A \$ 2,761 A \$ 35.63 A A A A \$ A \$ A (1) Inclusive of approximately 67,000 stock options withheld due to net share settlement to satisfy required employee tax withholding requirements. Potential shares which had been convertible under stock options that were withheld under net share settlement remain in the authorized but unissued pool under the Tripadvisor, Inc. 2023 Stock and Annual Incentive Plan (the “2023 Plan”) and can be reissued by the Company. Total payments for the employees’ tax obligations to the taxing authorities due to net share settlements are reflected as a financing activity within the consolidated statements of cash flows. (2) The Company accounts for forfeitures as they occur, rather than estimate expected forfeitures as allowed under GAAP and therefore does not include a forfeiture rate in our vested and expected to vest calculation unless necessary for a performance condition award. A Our stock options generally have a term of ten years from the date of grant and typically vest equally over a four-year requisite service period. We amortize the grant-date fair value of our stock option grants as stock-based compensation expense over the vesting term on a straight-line basis, with the amount of compensation expense recognized at any date at least equaling the portion of the grant-date fair value of the award that is vested at that date. The weighted-average grant date fair value of stock options issued during the nine months ended September 30, 2024 and 2023, using a Black-Scholes Merton option-pricing model, was \$13.37 and \$10.32, respectively. The total fair value of stock options vested was \$6 million for both the nine months ended September 30, 2024 and 2023. Aggregate intrinsic value represents the difference between the closing stock price of our common stock and the exercise price of outstanding, in-the-money options. Our closing stock price as reported on Nasdaq as of September 30, 2024 was \$14.49. The total intrinsic value of stock options exercised was not material for the nine months ended September 30, 2024 and 2023. 2024 Restricted Stock Units (“RSUs”) Activity A summary of our RSUs activity, consisting of service-based vesting terms, is presented below: As of A A Weighted A A A A A A Average A A A A A A Grant- A A Aggregate A A RSUs A A Date Fair A A Intrinsic A A Outstanding A A Value Per Share A A Value A A (in thousands) A A A A (in millions) A Unvested RSUs outstanding as of December 31, 2023 A \$ 11,520 A \$ 23.06 A A A A Granted A \$ 5,677 A A \$ 25.80 A A Vested and released (1) A \$ (3,684) A A \$ 24.17 A A Canceled A \$ (1,029) A \$ 24.35 A A A A Unvested RSUs outstanding as of September 30, 2024 (2) A \$ 12,484 A \$ 23.87 A A \$ 181 A (1) Inclusive of approximately 797,000 RSUs withheld due to net share settlement to satisfy required employee tax withholding requirements. Potential shares which had been convertible under RSUs that were withheld under net share settlement remain in the authorized but unissued pool under the 2023 Plan and can be reissued by the Company. Total payments for the employees’ tax obligations to the taxing authorities due to net share

settlements are reflected as a financing activity within the consolidated statements of cash flows.(2)The Company accounts for forfeitures as they occur, rather than estimate expected forfeitures as allowed under GAAP and therefore does not include a forfeiture rate in our vested and expected to vest calculation unless necessary for a performance condition award. RSUs are measured at fair value based on the quoted price of our common stock at the date of grant. We amortize the grant-date fair value of RSUs as stock-based compensation expense over the vesting term, which is typically over a four-year requisite service period on a straight-line basis, with the amount of compensation expense recognized at any date at least equaling the portion of the grant-date fair value of the award that is vested at that date. The total fair value of RSUs vested was \$89 million for both the nine months ended September 30, 2024 and 2023. 21 A Summary of our performance-based RSUs ("PSUs") and market-based RSUs (â€œMSUsâ€) activity is presented below: A PSUs (1) MSUs (2) A A Weighted A A A A Weighted A A A A Average A A A A Average A A A A Grant- A Aggregate A A A Grant- A Aggregate A A A A Date Fair A Intrinsic A A A Date Fair A Intrinsic A A Outstanding A Value Per Share A Value A Outstanding A Value Per Share A Value A A (in thousands) A A A (in millions) A A (in thousands) A A A (in millions) Unvested and outstanding as of December 31, 2023 A 519 A \$18.45 A A A 572 A \$10.35 A A Granted A 602 A 27.31 A A A â€ A â€ A A Canceled A (149) A 22.40 A A A (81) A 9.26 A A Unvested and outstanding as of September 30, 2024 A 972 A \$23.39 A \$14 A 491 A \$10.53 A \$7 A (1)Represents PSUs awarded primarily in February 2023 and March 2024. The February 2023 PSU awards provide for vesting in two equal annual installments on each of December 31, 2024 and December 31, 2025, if and to the extent the Company achieves pre-determined revenue and Adjusted EBITDA metrics (each weighted 50%) established by the Compensation Committee and Section 16 Committee of its Board of Directors (jointly, the "Compensation Committees"). The March 2024 PSU awards provide for vesting in two equal annual installments on each of December 31, 2025 and December 31, 2026, if and to the extent the Company achieves pre-determined revenue and Adjusted EBITDA metrics (each weighted 50%) established by the Compensation Committees. The estimated grant-date fair values per PSU were measured based on the quoted price of our common stock at the date of grant, calculated upon the establishment of performance targets, and will be amortized on a straight-line basis over the requisite service period. Based upon actual attainment relative to the target financial metrics, employees have the ability to receive up to 200% of the target number originally granted, or to be issued none at all. Probable outcome for performance-based awards is updated based upon changes in actual and forecasted operating results or expected achievement of performance goals, as applicable, and the impact of modifications, if any.(2)MSUs shall vest three years from grant date, generally with 25% vesting if the weighted-average stock price over a 30 day trading period during the vesting period is equal to or greater than \$35.00 but less than \$45.00, 50% vesting if equal to or greater than \$45.00 but less than \$55.00, and 100% vesting if equal to or greater than \$55.00, subject to continuous employment with, or performance of services for, the Company. A Monte-Carlo simulation model, which simulated the present value of the potential outcomes of future stock prices, was used to calculate the grant-date fair value of our MSU awards. The estimated grant-date fair value of these awards is amortized on a straight-line basis over the requisite service period and is not adjusted based on the actual number of awards that ultimately vest. Total current income tax benefits associated with the exercise or settlement of Tripadvisor stock-based awards held by our employees was \$2 million and \$9 million during the three and nine months ended September 30, 2024, respectively, and \$2 million and \$8 million during the three and nine months ended September 30, 2023, respectively.As of September 30, 2024, total unrecognized compensation cost related to stock-based awards, substantially RSUs, was \$275 million, which the Company expects to recognize over a weighted-average period of 2.7 years. NOTE 11: STOCKHOLDERSâ€™ EQUITYOn September 7, 2023, our Board of Directors authorized the repurchase of \$250 million in shares of our common stock under a share repurchase program. Our Board of Directors authorized and directed management, working with the Executive Committee of our Board of Directors, to affect the share repurchase program in compliance with applicable legal requirements. The Executive Committee will determine the price, timing, amount and method of such repurchases based on its evaluation of market conditions and other factors, and at prices determined to be attractive and in the best interests of both the Company and its stockholders. This share repurchase program, which has a term of two years, does not obligate the Company to acquire any particular number of shares and may be modified, suspended or discontinued at any time. During the three months ended September 30, 2024 and 2023, the Company did not repurchase any shares of outstanding common stock under this share repurchase program. During the nine months ended September 30, 2024, we repurchased 1,366,385 shares of our outstanding common stock at an average price of \$18.28 per share, exclusive of fees and commissions, or \$25 million in the aggregate. As of September 30, 2024, the Company had \$200 million remaining available to repurchase shares of its common stock under this share repurchase program. During the nine months ended September 30, 2023, we repurchased 4,724,729 shares of our outstanding common stock at an average price of \$15.85 per share, exclusive of fees and commissions, or \$75 million in the aggregate, which completed a previous share repurchase program. For the three and nine months ended September 30, 2024 and 2023, any excise tax on share repurchases was not material. 22 A NOTE 12: EARNINGS PER SHARE We compute basic earnings per share ("Basic EPS") by dividing net income (loss) by the weighted average number of common shares outstanding during the period. We compute diluted earnings per share ("Diluted EPS") by dividing net income (loss) by the sum of the weighted average number of common shares outstanding including the dilutive effect of stock-based awards as determined under the treasury stock method and of the 2026 Senior Notes using the if-converted method, as share settlement is presumed, under GAAP. In periods when we recognize a net loss, we exclude the impact of outstanding stock-based awards and the potential share settlement impact related to the 2026 Senior Notes from the Diluted EPS calculation as their inclusion would have an antidilutive effect. Accordingly, for periods in which we report a net loss, such as for the nine months ended September 30, 2023, Diluted EPS is the same as Basic EPS since dilutive common equivalent shares are not assumed to have been issued if their effect is antidilutive.Additionally, in periods when the 2026 Senior Notes are dilutive, interest expense, net of tax, is added back to net income (loss) (the â€œnumeratorâ€) to calculate Diluted EPS. The Capped Calls are excluded from the calculation of Diluted EPS, as they would be antidilutive. However, upon conversion of the 2026 Senior Notes, unless the market price of our common stock exceeds the cap price, an exercise of the Capped Calls would generally offset any dilution from the 2026 Senior Notes from the conversion price up to the cap price. As of September 30, 2024 and 2023, the market price of a share of our common stock did not exceed the \$107.36 cap price.Below is a reconciliation of the weighted average number of shares of common stock outstanding used in calculating Diluted EPS for the periods presented: A Three months ended September 30, A Nine months ended September 30, A A 2024 A 2023 A A 2024 A 2023 A A (shares in thousands and \$ in millions, except per share amounts) A Numerator: A A A A A A A A Net income (loss) used to compute Basic EPS A \$ 39 A \$ 27 A A \$ 4 A \$ (22) Interest expense on 2026 Senior Notes, net of tax (1) A A â€ A A A â€ A A 1 A A A â€ A A Net income (loss) used to compute Diluted EPS A \$ 39 A \$ 27 A A \$ 5 A \$ (22) Denominator: A A A A A A A A A A Weighted average shares used to compute Basic EPS A 138,915 A A A 138,190 A A A 138,862 A A A 139,841 A A Weighted average effect of dilutive securities: A A A A A A A A A A Stock-based awards (Note 10) A A 604 A A A 422 A A A 1,435 A A A A 2026 Senior Notes (Note 6) A A 4,674 A A A 4,674 A A A 4,674 A A A A â€ A A Weighted average shares used to compute Diluted EPS A A 144,193 A A A 143,286 A A A 144,971 A A A 139,841 A A Basic EPS A \$ 0.28 A A \$ 0.20 A A \$ 0.03 A A \$ (0.16) Diluted EPS A \$ 0.27 A A \$ 0.19 A A \$ 0.03 A A \$ (0.16) (1)Interest expense, net of tax, related to the 2026 Senior Notes which was included in the Diluted EPS calculation for both the three months ended September 30, 2024 and 2023 was not material.Potential common shares, consisting of outstanding stock options, RSUs, and those issuable under the 2026 Senior Notes, totaling approximately 13.3 million shares and 12.3 million shares for the three and nine months ended September 30, 2024, respectively, and approximately 14.2 million shares and 21.6 million shares for the three and nine months ended September 30, 2023, respectively, have been excluded from the Diluted EPS calculation because their effect would have been antidilutive. In addition, potential common shares from certain performance-based awards of approximately 1.5 million shares for both the three and nine months ended September 30, 2024, respectively, and approximately 1.1 million shares for both the three and nine months ended September 30, 2023, respectively, for which all targets required to trigger vesting had not been achieved, were also excluded from the calculation of weighted average shares used to compute Diluted EPS. The earnings per share amounts are the same for common stock and Class B common stock because the holders of each class are legally entitled to equal per share distributions whether through dividends or in liquidation. In addition, our non-vested RSUs are entitled to dividend equivalents, which are payable to the holder subject to, and only upon vesting of, the underlying awards and are therefore forfeitable. Given such dividend equivalents are forfeitable, we do not consider them to be participating securities and, consequently, they are not subject to the two-class method of determining earnings per share. NOTE 13: SEGMENT INFORMATION We have three reportable segments: (1) Brand Tripadvisor; (2) Viator; and (3) TheFork. Our Brand Tripadvisor segment includes the following revenue sources: (1) Tripadvisor-branded hotels â€ consisting of hotel meta revenue, primarily click-based advertising revenue, and also hotel B2B revenue, which includes primarily subscription-based advertising and hotel sponsored placements revenue; (2) Media and advertising revenue â€ consisting primarily of display-based advertising revenue (also referred to as â€œmedia advertisingâ€); (3) Tripadvisor experiences and dining revenue â€ consisting of intercompany (intersegment) revenue related to affiliate marketing commissions earned primarily from experience bookings and, to a lesser extent, restaurant reservation bookings on 23 A Tripadvisor-branded websites and mobile apps, fulfilled by Viator and TheFork, respectively, which are eliminated on a consolidated basis, in addition to external revenue generated from Tripadvisor restaurant service offerings; and (4) Other revenue â€ consisting of cruises, alternative accommodation rentals, flights, and rental cars revenue. The nature of the services provided and related revenue recognition policies are summarized by reportable segment in â€œNote 3: Revenue Recognition.â€ Our operating segments are determined based on how our chief executive officer, who also serves as our chief operating decision maker (â€œCODM" manages our business, regularly accesses information, and evaluates performance for operating decision-making purposes, including allocation of resources. Adjusted EBITDA is our segment profit measure and a key measure used by our CODM and Board of Directors to understand and evaluate the operating performance of our business and on which internal budgets and forecasts are based and approved. We define Adjusted EBITDA as net income (loss) plus: (1) (provision) benefit for income taxes; (2) other income (expense), net; (3) Depreciation and amortization; (4) stock-based compensation and other stock-settled obligations; (5) goodwill, long-lived asset, and intangible assets impairments; (6) legal reserves and settlements, including indirect tax reserves related to audit settlements and the impact of one-time changes resulting from enacted tax legislation; (7) restructuring and other related reorganization costs (benefit); and (8) non-recurring expenses and income.Direct costs are included in the applicable operating segments, including certain corporate general and administrative personnel costs, which have been allocated to each segment. We base these allocations on time-spent analyses, headcount, and other allocation methods we believe are reasonable. We do not allocate certain shared expenses to our reportable segments, such as certain information system costs, technical infrastructure costs, and other costs supporting the Tripadvisor platform and operations, that we do not believe are a material driver of individual segment performance, which is consistent with the financial information used by our CODM. We include these expenses in our Brand Tripadvisor segment. Our allocation methodology is periodically evaluated and may change. The following tables present our reportable segment information for the three and nine months ended September 30, 2024 and 2023 and include a reconciliation of Adjusted EBITDA to Net income (loss). We record depreciation and amortization, stock-based compensation and other stock-settled obligations, goodwill, long-lived asset and intangible asset impairments, legal reserves and settlements, and non-recurring expenses and income, net, which are excluded from segment operating performance, in "Corporate & Eliminations". In addition, we do not report total assets, capital expenditures and related depreciation expense by segment as our CODM does not use this information to evaluate operating segment performance. Accordingly, we do not regularly provide such information by segment to our CODM. Our segment disclosure includes intersegment revenues, which consist of affiliate marketing fees for services provided by our Brand Tripadvisor segment to both our Viator and TheFork segments. These intersegment transactions are recorded by each segment at amounts that we believe approximate fair value as if the transactions were between third parties and, therefore, impact segment performance. However, the revenue and corresponding expense are eliminated in consolidation. The elimination of such intersegment transactions is included within the â€œCorporate & Eliminationsâ€ column in the tables below. A Three months ended September 30, 2024 A A A A Brand Tripadvisor (1) A A Viator (2) A A TheFork (3) A A Corporate & Eliminations A A Total A A A (in millions) A External revenue A \$ 213 A A \$ 270 A A \$ 49 A A â€ A A \$ 532 A Intersegment revenue A 42 A A A â€ A A A â€ A A (42) A A â€ A A Total Revenue A \$ 255 A A \$ 270 A A \$ 49 A A (42) A A \$ 532 A Adjusted EBITDA A 87 A A A 30 A A 5 A A A â€ A A 122 A Depreciation and amortization A A A A A A A A (21) A A (21) Stock-based compensation A A A A A A A A (31) A A (31) Restructuring and other related reorganization costs (5) A A A A A A A 1 A A A 1 A A Non-recurring income (expense) (4) A A A A A A A A (1) A A (1) Operating income (loss) A A A A A A A A A A 70 A Other income (expense), net A A A A A A A A (4) Income (loss) before income taxes A A A A A A A A A A 66 A (Provision) benefit for income taxes A A A A A A A A A A (27) Net income (loss) A A A A A A A A A A \$ 39 A A 24 A A Three months ended September 30, 2023 A A A A Brand Tripadvisor (1) A A Viator (2) A A TheFork (3) A A Corporate & Eliminations A A Total A A A (in millions) A External revenue A \$ 246 A A \$ 245 A A \$ 42 A A â€ A A \$ 533 A Intersegment revenue A 44 A A A â€ A A A â€ A A A A (44) A A â€ A A Total Revenue A \$ 290 A A \$ 245 A A \$ 42 A A \$ (44) A A \$ 533 A Adjusted EBITDA A 111 A A A 17 A A A (1) A A â€ A A 127 A Depreciation and amortization A A A A A A A A (21) A A (21) Stock-based compensation A A A A A A A A (24) A A (24) Restructuring and other related reorganization costs (5) A A (8) A A (3) A A (7) A A â€ A A (18) Operating income (loss) A A A A A A A A A A 64 A Other income (expense), net A A A A A A A A (4) Income (loss) before income taxes A A A A A A A A A A 64 A (Provision) benefit for income taxes A A A A A A A A A A (37) Net income (loss) A A A A A A A A A A \$ 27 A A A Nine months ended September 30, 2024 A A A A Brand Tripadvisor (1) A A Viator (2) A A TheFork (3) A A Corporate & Eliminations A A Total A A A (in millions) A External revenue A \$ 636 A A \$ 655 A A \$ 133 A A â€ A A \$ 1,424 A Intersegment revenue A 109 A A A â€ A A A â€ A A A A (109) A A â€ A A Total Revenue A \$ 745 A A \$ 655 A A \$ 133 A A \$ (109) A A \$ 1,424 A Adjusted EBITDA A 248 A A A 13 A A 5 A A A â€ A A 266 A Depreciation and amortization A A A A A A A A (63) A A (63) Stock-based compensation A A A A A A A A (92) A A (92) Legal reserves and settlements (6) A A â€ A A A â€ A A (14) A A (14) Restructuring and other related reorganization costs (5) A A â€ A A A â€ A A (1) A A â€ A A (1) Non-recurring income (expense) (4) A A A A A A A A (4) A A (4) Operating income (loss) A A A A A A A A A A 92 A Other income (expense), net A A A A A A A A A A (4) Income (loss) before income taxes A A A A A A A A A A 88 A (Provision) benefit for income taxes A A A A A A A A A A (84) Net income (loss) A A A A A A A A A A \$ 4 A A A Nine months ended September 30, 2023 A A A A Brand Tripadvisor (1) A A Viator (2) A A TheFork (3) A A Corporate & Eliminations A A Total A A A (in millions) A External revenue A \$ 707 A A \$ 576 A A \$ 115 A A â€ A A \$ 1,398 A Intersegment revenue A 106 A A A â€ A A A â€ A A A A (106) A A â€ A A Total Revenue A \$ 813 A A \$ 576 A A \$ 115 A A \$ (106) A A \$ 1,398 A Adjusted EBITDA A 279 A A A (15) A A (14) A A â€ A A 250 A Depreciation and amortization A A A A A A A A (63) A A (63) Stock-based compensation A A A A A A A A (72) A A (72) Restructuring and other related reorganization costs (5) A A (8) A A (3) A A (7) A A â€ A A (18) Non-recurring income (expense) (7) A A A A A A A A (3) A A (3) Operating income (loss) A A A A A A A A A A 94 A Other income (expense), net A A A A A A A A A A (1) Income (loss) before income taxes A A A A A A A A A A 93 A (Provision) benefit for income taxes A A A A A A A A A A (115) Net income (loss) A A A A A A A A A A \$ (22) (1)Corporate general and administrative personnel costs of \$2 million and \$6 million for the three and nine months ended September 30, 2024, respectively, and \$2 million and \$5 million for the three and nine months ended September 30, 2023, respectively, were allocated to the Viator and TheFork segments. (2)Includes allocated corporate general and administrative personnel costs from our Brand Tripadvisor segment of \$1 million and \$3 million for the three and nine months ended September 30, 2024, respectively, and \$1 million and \$2 million for the three and nine months ended September 30, 2023, respectively. 25 A (3)Includes allocated corporate general and administrative personnel costs from our Brand Tripadvisor segment of \$1 million and \$3 million for the three and nine months ended September 30, 2024, respectively, and \$1 million and \$3 million for the three and nine months ended September 30, 2023, respectively.(4)The Company expensed certain transaction related costs of \$1 million and \$4 million during the three and nine months ended September 30, 2024, respectively, to general and administrative expenses on our unaudited condensed consolidated statement of operations. The Company considers such costs to be non-recurring in nature. (5)Refer to â€œNote 5: Accrued Expenses and Other Current Liabilitiesâ€ for information regarding restructuring and other related reorganization costs.(6)Includes a one-time charge of \$4 million during the second quarter of 2024, resulting from enacted tax legislation in Canada during June 2024 related to digital services taxes, which requires retrospective application back to January 1, 2022. This amount represents the one-time retrospective liability for the periods prior to April 1, 2024, while all prospective periods are and will be included within Adjusted EBITDA, respectively. In addition, this amount includes an estimated accrual for the potential settlement of a regulatory related matter of \$10 million, expensed during the first quarter of 2024. Refer to

Note 9: Commitments and Contingencies

(7) The Company expensed \$3 million of previously capitalized transaction related costs during the first quarter of 2023 to general and administrative expenses on our unaudited condensed consolidated statement of operations. (7) The Company considers such costs to be non-recurring in nature.

Customer Concentrations Refer to Note 4: Financial Instruments and Fair Value Measurements under the section entitled Risks and Concentrations for information regarding our major customer concentrations. Product Information Revenue sources within our Brand Tripadvisor segment, consisting of Tripadvisor-branded hotels revenue, Media and advertising revenue, Tripadvisor experiences and dining revenue, and other revenue, along with our Viator and TheFork segment revenue sources, comprise our products. Refer to Note 3: Revenue Recognition for our revenue by product. Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations The information included in this Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our unaudited condensed consolidated financial statements and the accompanying notes included in this Quarterly Report on Form 10-Q (this "Quarterly Report"), and the consolidated financial statements and accompanying notes, as well as Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our 2023 Annual Report. This Quarterly Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect the views of our management regarding current expectations and projections about future events and are based on currently available information. Actual results may differ materially from those contained in these forward-looking statements for a variety of reasons, including, but not limited to, those discussed in our 2023 Annual Report, Part I, Item 1A, Risk Factors, or our subsequent filings with the U.S. Securities and Exchange Commission (the "SEC") as well as those discussed elsewhere in this Quarterly Report. Other unknown or unpredictable factors also could have a material adverse effect on our business, financial condition and results of operations. Accordingly, readers should not place undue reliance on these forward-looking statements. The use of words such as anticipate, continue, estimate, expect, intend, may, plan, will, believe, among others, generally identify forward-looking statements; however, these words are not the exclusive means of identifying such statements. In addition, any statements other than historical statements of fact are forward-looking statements, including statements that refer to expectations, projections or other characterizations of future events or circumstances. These forward-looking statements are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. We are not under any obligation to, and do not intend to, publicly update or review any of these forward-looking statements, whether as a result of new information, future events or otherwise, even if experience or future events make it clear that any expected results expressed or implied by those forward-looking statements will not be realized. Please carefully review and consider the various disclosures made in this report and in our other reports filed with the SEC that attempt to advise interested parties of the risks and factors that may affect our business, prospects and results of operations. Overview The Tripadvisor Group operates as a family of brands with the purpose of connecting people to experiences worth sharing. The Company's vision is to be the world's most trusted source for travel and experiences. The Company operates across three reportable segments: Brand Tripadvisor, Viator, and TheFork. We leverage our brands, technology platforms, and capabilities to connect our large, global audience with partners by offering rich content, travel guidance products and services, and two-sided marketplaces for experiences, accommodations, restaurants, and other travel categories. Brand Tripadvisor's purpose is to empower everyone to be a better traveler by serving as the world's most trusted and essential travel guidance platform. Since Tripadvisor's founding in 2000, Brand Tripadvisor has developed a relationship of trust and 26+ community with travelers and experience seekers by providing an online global platform for travelers to discover, generate, and share authentic user-generated content (UGC) in the form of ratings and reviews for destinations, points-of-interest (POI), experiences, accommodations, restaurants, and cruises in over 40 countries and in more than 20 languages across the world. Brand Tripadvisor offers more than 1 billion user-generated ratings and reviews on over 8 million experiences, accommodations, restaurants, airlines, and cruises. Brand Tripadvisor's online platform attracts one of the world's largest travel audiences, with hundreds of millions of visitors annually. Viator's purpose is to bring extraordinary, unexpected, and forever memorable experiences to more people, more often, wherever they are traveling. In doing so, Viator elevates tens of thousands of businesses, large and small. Viator delivers on its purpose by enabling travelers to discover and book iconic, unique and memorable experiences from experience operators around the globe. Our online marketplace is comprehensive and easy-to-use, connecting millions of travelers to the world's largest supply of bookable tours, activities and attractions over 350,000 experiences from more than 55,000 operators. Viator is a pure-play experiences OTA singularly focused on the needs of both travelers and operators, with the largest supply of bookable experiences available to travelers. TheFork's purpose is to deliver happiness through amazing dining experiences. TheFork delivers on its purpose by providing an online marketplace that enables diners to discover and book online reservations at approximately 55,000 restaurants in 11 countries across the U.K. and western and central Europe. TheFork has become an urban, gastronomic guide with a strong community that offers approximately 20 million restaurant reviews. Our Business Strategy The Tripadvisor Group operates in a unique position in the travel and experiences ecosystem: a large, global, and growing addressable market including travel, experiences, and digital advertising; a large, global, and engaged audience making meaningful contributions that reinforces a relationship of trust and community; and a wealth of high-intent data that comes from serving our audience of travelers and experience seekers at different points along their journey - whether they are engaging on our platforms for inspiration on their next experience, planning a trip, or making a purchasing decision. In our Brand Tripadvisor segment, we offer a compelling value proposition to both travelers and partners across a number of key offerings that include accommodations, experiences, dining, and media. This value proposition is delivered through a collection of durable assets that we believe are difficult to replicate: a trusted brand, authentic UGC, a large community of contributors, and one of the largest global travel audiences. Our strategy in this segment is to leverage these core assets as well as our technology capabilities to provide travelers with a compelling user experience to help make the best decisions in each phase of the travel journey, including pre-trip planning, in-destination, and post-trip sharing. We intend to drive new traveler acquisition and repeat audience engagement on our platform by offering meaningful travel guidance solutions and services that reduce friction in the traveler journey and create a deeper, more persistent relationship with travelers. We evaluate investment opportunities across data, product, marketing, and technology that we believe will improve and diversify the monetization of our audience through deeper engagement, which, in turn, we expect will drive more value to our partners. The Brand Tripadvisor segment plays an important role in our portfolio. For over two decades, we believe we have built difficult to replicate assets such as a trusted brand, authentic content, a large community of contributors, and one of the largest global travel audiences available. Our long-term strategy for the Brand Tripadvisor segment builds on our heritage and the reasons hundreds of millions of travelers come to Tripadvisor each year. Fundamental to this strategy will be: (1) innovating and enhancing world-class travel guidance and planning products to help travelers make confident decisions in a world where it is hard to find advice you can trust; (2) prioritizing deeper engagement with travelers, increasing members, and repeat customers by leveraging our rich data and technology assets to provide more relevant, curated, and contextual content throughout the traveler journey; and (3) driving a step change in the value we can deliver to our partners by accelerating and diversifying the monetization of our valuable audience across key categories, including hotel meta, media advertising, experiences, and restaurants. As we continue to focus on offering a more compelling product that better meets travelers' needs across their end-to-end travel journey, we believe we are better able to drive deeper engagement which drives more direct channel growth, including via our mobile app. As this direct engagement with users improves and scales, we are able to collect valuable data and create more relevant opportunities to monetize, which we believe will result in a meaningfully higher average revenue per user over time. In our Viator and TheFork segments, we provide two-sided marketplaces that connect travelers and diners to operators of bookable experiences and restaurants, respectively. Within our Viator and TheFork segments, we are investing in growth, future scale, and market share gains to accelerate our market leadership position, while working to improve unit economics on both sides of the marketplace with the goal of sustainable future profitability. This means driving awareness and higher quality audience engagement, which we believe will drive greater repeat bookings, more direct traffic, and translate into improved unit economics over time. Our investments on both sides of our marketplace, as well as in our primary offerings, are intended to deliver a differentiated value proposition that we believe will drive sustainable market leadership as our partners, operators, and travelers find themselves in an increasingly competitive marketplace environment. We are focused on continuing to grow both our supplier base and our user base by offering innovative tools and features on our branded platforms, and through continued awareness of our brand through marketing efforts. We are focused on executing initiatives across the Tripadvisor Group through organic investment in data, products, marketing and technology to further enhance the value we deliver to travelers and partners across our brands, platforms, and segments. In addition, we may accelerate growth inorganically by opportunistically pursuing strategic acquisitions. Trends The online travel industry in which we operate is large, highly dynamic and competitive. We describe below current trends affecting our overall business and segments, including uncertainties that may impact our ability to execute on our objectives and strategies. Public health-related events, such as a pandemic, political instability, geopolitical conflicts, including the evolving events in the Middle East, acts of terrorism, fluctuations in currency values, and changes in global economic conditions, are examples of other factors that could have a negative impact on the travel industry and, as a result, our financial results in the future. Prior to Google introducing changes to its search engine results page (SERP), we generated a significant amount of direct traffic from search engines, including Google, through strong search engine optimization (SEO) performance across all segments. We believe our SEO traffic acquisition performance has been negatively impacted in the past, and may be impacted in the future, by metasearch and search engines (primarily Google) changing their search result placement and underlying algorithms, including to increase the prominence of their own products in search results across our business, most notably within our hotel meta offering within our Brand Tripadvisor segment. In response to the large underpenetrated market for experiences, Viator continues to invest in marketing to drive awareness and grow market share. Over the long-term, we are focused on driving a greater percentage of our bookings from direct channels. We are doing this by continuing to focus on increasing our brand recognition and improving the user experience across products on our website and mobile app, providing high-quality customer service, and offering leading customer choice for online bookable experiences supply. The global experiences market is large, growing, and highly fragmented, with the vast majority of bookings still occurring through traditional offline sources. We are observing a secular shift, however, as this market continues to grow and accelerate the pace of online adoption. Likewise, the global restaurants category is also benefiting from increased online adoption by both consumers and restaurant partners, particularly in Europe. Given the competitive positioning of our businesses relative to the attractive growth prospects in the experiences and restaurant categories, we expect to continue to invest in these categories across Tripadvisor Group and, in particular, within the Viator and TheFork segments, to continue accelerating revenue growth, operating scale, and market share gains for the long-term. Recent Developments As disclosed in our 2023 Annual Report, in August 2023, we received a NOPA from the IRS for the 2014 through 2016 tax years relating to certain transfer pricing arrangements with our foreign subsidiaries. In response, we requested competent authority assistance under the MAP for the 2014 through 2016 tax years. In January 2024, we received notification of a MAP resolution agreement for the 2014 through 2016 tax years, which we accepted in February 2024. During the three and nine months ended September 30, 2024, we recorded an income tax benefit of \$4 million and an income tax expense of \$41 million, respectively, as discrete items, inclusive of interest, related to this settlement on our unaudited condensed consolidated statements of operations. During the three months ended June 30, 2024, we made a payment to the IRS of \$141 million, inclusive of estimated interest, and during the three months ended September 30, 2024, we made various state tax payments of \$18 million, inclusive of estimated interest, related to this settlement. We anticipate a competent authority refund from a foreign jurisdiction and certain federal tax benefits, net of state tax payments due, associated with this IRS audit settlement which will be substantially settled in the next twelve months, resulting in an estimated net cash inflow of \$50 million to \$60 million, inclusive of related interest. Refer to Note 8: Income Taxes in the notes to our unaudited condensed consolidated financial statements in Item 1 of this Quarterly Report for further information regarding potential material contingencies related to ongoing audits regarding income taxes. 28 On July 8, 2024, under the Amended Credit Agreement, the Company issued a \$500 million Term Loan B Facility maturing July 8, 2031, with an interest rate based on secured overnight financing rate ("SOFR") plus 2.75%. On July 15, 2024, the Company used these borrowed funds to fully redeem its outstanding \$500 million, 2025 Senior Notes. The Term Loan B Facility was offered at 99.75% of par and is required to be paid down at 1.00% of the aggregate principal amount per year, repayable in quarterly installments on the last day of each calendar quarter, commencing December 31, 2024, equal to 0.25% of the original principal amount with the balance due on the maturity date. Refer to Note 6: Debt in the notes to our unaudited condensed consolidated financial statements in Item 1 in this Quarterly Report for further information. Employees As of September 30, 2024, the Company had approximately 2,890 employees. Approximately 60%, 35%, and 5% of the Company's current employees are based in Europe, the U.S., and the rest of the world, respectively. Additionally, we use independent contractors to supplement our workforce. We believe we have good relationships with our employees and contractors, including relationships with employees represented by international works councils or other similar organizations. Seasonality Consumer travel expenditures have historically followed a seasonal pattern. Correspondingly, travel partner advertising investments, and therefore our revenue and operating profits, have also historically followed a seasonal pattern. Our financial performance tends to be seasonally highest in the second and third quarters of a given year, which includes the seasonal peak in consumer demand, including traveler accommodation stays, and travel experiences taken, compared to the first and fourth quarters, which represent seasonal low points. In addition, during the first half of the year, experience bookings typically exceed the amount of completed experiences, resulting in higher cash flow related to working capital; while during the second half of the year, particularly in the third quarter, this pattern reverses and cash flows from these transactions are typically negative. Other factors may also impact typical seasonal fluctuations, such as significant shifts in our business mix, adverse economic conditions, public health-related events, as well as other factors. Critical Accounting Policies and Estimates A critical accounting policy and estimates are those that we believe are important in the preparation of our consolidated financial statements because they require that management use judgment and estimates in applying those policies. We prepare our consolidated financial statements and accompanying notes in accordance with GAAP. Preparation of the consolidated financial statements and accompanying notes requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the consolidated financial statements as well as revenue and expenses during the periods reported. Management bases its estimates on historical experience, when applicable and other assumptions that it believes are reasonable under the circumstances. Actual results may differ from estimates under different assumptions or conditions. A There are certain critical estimates that we believe require significant judgment in the preparation of our consolidated financial statements. We consider an accounting estimate to be critical if: it requires us to make an assumption because information was not available at the time or it included matters that were highly uncertain at the time we were making the estimate; and/or changes in the estimate or different estimates that we could have selected may have had a material impact on our financial condition or results of operations. There have been no material changes to our critical accounting policies and estimates as compared to the critical accounting policies and estimates described in our 2023 Annual Report. Significant Accounting Policies and New Accounting Pronouncements There have been no material changes to our significant accounting policies or new accounting pronouncements that we have been required to adopt that may have an impact on our unaudited condensed consolidated financial statements since December 31, 2023, as compared to those described under Note 2: Significant Accounting Policies, in the notes to consolidated financial statements in Item 8 of our 2023 Annual Report. 29 Statements of Operations Selected Financial Data (in millions, except percentages)

	Three months ended September 30,	% Change	Nine months ended
Revenue	\$ 532.4	+ 0%	\$ 1,424.1
Cost of revenue	\$ 47.4	+ 9%	\$ 128.4
Gross profit	\$ 485.0	- 9%	\$ 1,295.7
Selling and marketing	\$ 271.4	+ 27%	\$ 755.4
General and administrative	\$ 51.4	+ 4%	\$ 161.4
Restructuring and other related organization costs (benefit)	\$ (1.4)	n.m.	\$ 18.4
Total costs and expenses			

[illegible]

[illegible]

previous share repurchase program. Our business typically experiences seasonal fluctuations that affect the timing of our annual cash flows during the year related to working capital. As a result of our experience bookings, we generally receive cash from travelers at the time of booking or prior to the occurrence of an experience, and we record these amounts, net of commissions, on our consolidated balance sheet as deferred merchant payables. We pay the experience operator, or the supplier, after the travelers' use. Therefore, we generally receive cash from the traveler prior to paying the experience operator and this operating cycle represents a source or use of cash to us. During the first half of the year, experiences bookings typically exceed completed experiences, resulting in higher cash flow related to working capital, while during the second half of the year, particularly in the third quarter, this pattern reverses and cash flows from these transactions are typically negative. Other factors may also impact typical seasonal fluctuations, such as significant shifts in our business mix, adverse economic conditions, public health-related events, as well as other factors that could result in future seasonal patterns that are different from historical trends. In addition, new or different payment options offered to our customers could impact the timing of cash flows, such as our "Reserve Now, Pay Later" payment option, which allows travelers the option to reserve certain experiences and defer payment until a date no later than two days before the experience date. Usage of this payment option may continue to increase, though it is still not used in a majority of bookings to date, and affect the timing of our future cash flows and working capital. As discussed in Note 8: Income Taxes in the notes to our unaudited condensed consolidated financial statements in Item 1 in this Quarterly Report, we received a final notice regarding a MAP resolution agreement for the 2014 through 2016 tax years in January 2024, which we subsequently accepted in February 2024. During the three months ended June 30, 2024, we made a payment to the IRS of \$141 million, inclusive of estimated interest, and during the three months ended September 30, 2024, we made various state tax payments totaling \$18 million, inclusive of estimated interest, related to this audit settlement. We anticipate a competent authority refund from a foreign jurisdiction and certain federal tax benefits, net of certain state tax payments due, associated with this IRS audit settlement which will be substantially settled in the next twelve months, resulting in an estimated net cash inflow of \$50 million to \$60 million, inclusive of related interest. Additionally, as discussed in Note 8: Income Taxes in the notes to our unaudited condensed consolidated financial statements in Item 1 in this Quarterly Report, we received a final notice regarding a MAP settlement for the 2009 through 2011 tax years in January 2023, which the Company subsequently accepted in February 2023. During the three months ended June 30, 2023, we made a U.S. federal tax payment of \$113 million, inclusive of interest, to Expedia related to this IRS audit settlement, pursuant to the Tax Sharing Agreement with Expedia. During the three months ended September 30, 2023, we received a competent authority refund of \$49 million, inclusive of interest income, related to this IRS audit settlement. In addition, in January 2021, we received an issue closure notice from HMRC in the U.K. relating to adjustments for the 2012 through 2016 tax years. These proposed adjustments are related to certain transfer pricing arrangements with our foreign subsidiaries and would result in an increase to income tax expense in an estimated range of \$25 million to \$35 million, exclusive of interest expense, at the close of the audit if HMRC prevails. Although the ultimate timing for resolution of this matter is uncertain, any future payments required would negatively impact our operating cash flows. We believe that our available cash and cash equivalents will be sufficient to fund our foreseeable working capital requirements, capital expenditures, existing business growth initiatives, debt and interest obligations, lease commitments, and other financial commitments through at least the next twelve months. Our future capital requirements may also include capital needs for acquisitions and/or other expenditures in support of our business strategy, which may potentially reduce our cash balance and/or require us to borrow under the Credit Facility or to seek other financing alternatives.

40 A Our cash flows for the nine months ended September 30, 2024 and 2023, as reflected in our unaudited condensed consolidated statements of cash flows, are summarized in the following table: A A Nine months ended September 30, A A 2024 A 2023 A A (in millions) A Net cash provided by (used in): A A A A A Operating activities A \$ 147 A A \$ 254 A A A Investing activities A (51) A A (47) A A A Financing activities A (55) A A (97) A A During the nine months ended September 30, 2024, our primary source of cash was from operations, while our primary use of cash was from financing activities (including repurchases of our outstanding common stock at an aggregate cost of \$25 million under our existing share repurchase program, payment of withholding taxes on net share settlements of our equity awards of \$17 million, and financing costs related to the issuance of our Term Loan B Facility of \$7 million) and investing activities (including capital expenditures of \$51 million incurred during the nine months ended September 30, 2024). This use of cash was funded with cash and cash equivalents and operating cash flows during the period. During the nine months ended September 30, 2023, our primary source of cash was from operations, while our primary use of cash was from financing activities (including repurchases of our outstanding common stock at an aggregate cost of \$75 million under a previous share repurchase program and payment of withholding taxes on net share settlements of our equity awards of \$14 million) and investing activities (including capital expenditures of \$47 million incurred during the nine months ended September 30, 2023). This use of cash was funded with cash and cash equivalents, and operating cash flows during the period. Net cash provided by operating activities for the nine months ended September 30, 2024, decreased by \$107 million when compared to the same period in 2023, primarily due to a decrease in working capital of \$144 million, partially offset by an improvement in net income (loss) of \$26 million and an increase in non-cash items of \$11 million, primarily due to an increase in stock-based compensation expense. The decrease in working capital was driven primarily by a net increase in U.S. federal and various state tax payments of \$80 million, combined with a decrease of \$13 million in our income tax provision, both related to the IRS audit settlements, discussed above, when compared to the same period in 2023. Also contributing to the decrease in working capital was a decrease in deferred merchant payables, reflecting the timing of when cash is received from travelers and then remitted to experience operators. In addition, changes in working capital related to accounts receivable and accounts payable were due to the timing of customer payments and vendor payments, respectively, and contributed to the fluctuation in working capital. Net cash used in investing activities for the nine months ended September 30, 2024 increased by \$4 million when compared to the same period in 2023, due to an increase in capital expenditures across the business. Net cash used in financing activities for the nine months ended September 30, 2024 decreased by \$42 million when compared to the same period in 2023, primarily due to a decrease in net cash used to purchase shares of our common stock under share repurchase programs of \$50 million, partially offset by financing costs related to the issuance of our Term Loan B Facility of \$7 million in the third quarter of 2024. Contractual Obligations, Commercial Commitments and Off-Balance Sheet Arrangements There have been no material changes outside the normal course of business to our contractual obligations and commercial commitments since December 31, 2023. As of September 30, 2024, other than our contractual obligations and commercial commitments, we did not have any off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of Regulation S-K promulgated by the SEC. Refer to "Liquidity and Capital Resources" in Part II, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations of Operations of our 2023 Annual Report for a discussion of our contractual obligations and commercial commitments. Contingencies In the ordinary course of business, we are party to legal, regulatory and administrative matters, including threats thereof, arising out of or in connection with our operations. These matters may involve claims involving patent and other intellectual property rights (including privacy, alleged infringement of third-party intellectual property rights), tax matters (including value-added, excise, transient occupancy and accommodation taxes), regulatory compliance (including competition, consumer matters and data privacy), contractual disputes (including breach of a covenant or disagreements as to interpretation), defamation and reputational claims. Periodically, we review the status of all significant outstanding matters to assess any potential financial exposure. When (i) it is probable that an asset has been impaired or a liability has been incurred; and (ii) the amount of the loss can be reasonably estimated 41 A and is material, we record the estimated loss in our consolidated statements of operations. We provide disclosures in the notes to the consolidated financial statements for loss contingencies that do not meet both of these conditions if there is a reasonable possibility that a loss may have been incurred that would be material to the consolidated financial statements. We base accruals on the best information available at the time which can be highly subjective. Although occasional adverse decisions or settlements may occur, we do not believe that the final disposition of any of these matters will have a material adverse effect on our business, except for certain known income tax matters discussed below. However, the final outcome of these matters could vary significantly from our estimates. Finally, there may be claims or actions pending or threatened against us of which we are currently not aware and the ultimate disposition of which could have a material adverse effect on us. We are under audit by the IRS and various other domestic and foreign tax authorities with regards to income tax and non-income tax matters. We have reserved for potential adjustments to our provision for income taxes that may result from examinations by, or any negotiated agreements with, these tax authorities. Although we believe our tax estimates are reasonable, the final determination of audits could be materially different from our historical income tax provisions and accruals. The results of an audit could have a material effect on our financial position, results of operations, or cash flows in the period for which that determination is made. Refer to Note 8: Income Taxes and Note 9: Commitments and Contingencies in the notes to our unaudited condensed consolidated financial statements in Item 1 in this Quarterly Report for further information on other potential contingencies, including ongoing audits by the IRS and various other domestic and foreign tax authorities, and other tax and legal matters. The Organization for Economic Cooperation and Development ("OECD") has been developing its "two pillar" project to address certain perceived tax challenges arising from digitalization of the economy. Many countries have implemented or are in the process of implementing the Pillar Two legislation, which will result in significant changes to the international taxation system under which our current income tax obligations are determined. Pillar Two of this project calls for a minimum income tax rate on corporations of 15% and has begun to be implemented by an increasing number of countries. The OECD and implementing countries are expected to continue to offer further guidance on the impact of Pillar Two on their respective local corporate income tax rules, however, such impact for the Company is not expected to be material at this time. The Company will continue to monitor developments to determine any potential impact of Pillar Two in the countries in which we operate. Pillar One, which would reallocate profits from the largest and most profitable businesses to countries where the customers of those businesses are located, remains under discussion at the OECD, and its implementation remains uncertain. If implemented, Pillar One would potentially result in the removal of unilateral digital services tax initiatives, such as those enacted in France, Italy, Spain, and the U.K. In July 2023, more than 138 countries and jurisdictions agreed to refrain from imposing newly enacted digital service tax initiatives or similar measures before December 31, 2024, provided the Pillar One negotiations have made sufficient progress by the end of 2023. In December 2023, the OECD Inclusive Framework reaffirmed their commitment to achieve a consensus-based solution and to complete the multilateral agreement by June 2024, thereby extending the standstill on new digital service tax initiatives. The June 2024 extended deadline has since expired, thereby enabling countries to introduce new unilateral digital service taxes. For example, in June 2024, Canada enacted tax legislation related to digital services taxes, which requires retrospective application back to January 1, 2022, resulting in a one-time charge of \$4 million during the second quarter of 2024, reflected in general and administrative expenses on our unaudited condensed consolidated statement of operations. We will continue to monitor these developments to determine the financial impact to the Company. During the three and nine months ended September 30, 2024, we recorded \$7 million and \$18 million, respectively, of digital service tax, while during the three and nine months ended September 30, 2023, we recorded \$6 million and \$13 million, respectively, of digital service tax to general and administrative expense on our unaudited condensed consolidated statements of operations. Due to the one-time transition tax on the deemed repatriation of undistributed foreign subsidiary earnings and profits in 2017, as a result of the 2017 Tax Act, the majority of previously unremitted earnings have been subjected to U.S. federal income tax. To the extent future distributions from these subsidiaries will be taxable, a deferred income tax liability has been accrued on our unaudited condensed consolidated balance sheet, which was not material as of September 30, 2024. As of September 30, 2024, \$556 million of our cumulative undistributed foreign earnings were no longer considered to be indefinitely reinvested. Item 3. Quantitative and Qualitative Disclosures About Market Risk There has been no material change in our market risk profile during the nine months ended September 30, 2024 since December 31, 2023. For additional information about our market risk profile, refer to "Quantitative and Qualitative Disclosures About Market Risk" in Item 7A. in Part II of our Annual Report on Form 10-K for the year ended December 31, 2023. Market risk refers to the risk of loss arising from adverse changes in stock prices, interest rates and foreign currency exchange rates. We are exposed to market risks primarily due to our international operations, our ongoing investment and financial activities, as well as changes in economic conditions in all significant markets in which we operate. The risk of loss can be assessed from the perspective of adverse changes in our future earnings, cash flows, fair values of our assets, and financial condition. Our exposure to market risk, at any point in time, may include risks related to our borrowings under the Credit Facility, outstanding debt related to the 2026 Senior Notes and Term Loan B Facility, derivative instruments, capped calls, cash and cash equivalents, short-term and long-term marketable securities, if any, accounts receivable, intercompany receivables/payables, accounts payable, deferred merchant payables and other balances and transactions denominated in foreign currencies. We have established policies, procedures and internal processes governing our management of market risks and the use of financial instruments to manage and attempt to mitigate our exposure to such risks. We expect that we will continue to increase our operations internationally. Our exposure to potentially volatile movements in foreign currency exchange rates will increase as we increase our operations in international markets. The economic impact of foreign currency exchange rate movement is linked to variability in the macroeconomic environment such as inflation and interest rates, governmental actions, and geopolitical events such as regional conflicts. We regularly monitor the macroeconomic environment, which has seen some volatility as a result of geopolitical tensions resulting from Russia's invasion of Ukraine, the escalating conflict in the Middle East, as well as increased cyberattacks, military conflicts and sanctions. Developments in the macroeconomic environment could cause us to adjust our foreign currency risk strategies. Continued uncertainty regarding our international operations and U.K. and E.U. relations may result in future currency exchange rate volatility which may impact our business and results of operations. Item 4. Controls and Procedures Evaluation of Disclosure Controls and Procedures As of September 30, 2024, our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended, or the Exchange Act. Based upon that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that, as of September 30, 2024, our disclosure controls and procedures were effective in ensuring that material information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules, or the SEC's rules, and forms, including ensuring that such material information is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Changes in Internal Control over Financial Reporting There were no changes to our internal control over financial reporting that occurred during the quarter ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. PART II OTHER INFORMATION Item 1. Legal Proceedings In the ordinary course of business, we are party to legal, regulatory and administrative matters, including threats thereof, arising out of, or in connection with our operations. These matters may involve claims involving, but not limited to, intellectual property rights (including privacy rights and alleged infringement of third-party intellectual property rights), tax matters (including value-added, excise, transient occupancy and accommodation taxes), regulatory compliance (including competition, consumer protection matters and data privacy or cybersecurity matters), contractual claims (including related to our material agreements or other contracts), defamation and reputational claims, personal injury claims, labor and employment matters and commercial disputes. Periodically, we review the status of all significant outstanding matters to assess any potential financial exposure. We record the estimated loss in our consolidated statements of operations when (i) it is probable that an asset has been impaired or a liability has been incurred; and (ii) the amount of the loss can be reasonably estimated and is material. We provide disclosures

3. Information disclosed in Part 1, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, Item 2. Unregistered Sales of Equity Securities and Use of Proceeds Unregistered Sales of Equity Securities During the quarter ended September 30, 2024, we did not issue or sell any shares of our common stock, Class B common stock or other equity securities pursuant to unregistered transactions in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended. Share Repurchases During the three months ended September 30, 2024, the Company did not repurchase any shares of its outstanding common stock. Item 3. Defaults Upon Senior Securities None. Item 4. Mine Safety Disclosures Not applicable. Item 5. Other Information During the third quarter of 2024, none of the Company's directors or officers adopted or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement (as defined in Item 408(c) of Regulation S-K). 4.4 Item 6. Exhibits The exhibits listed below are filed as part of this Quarterly Report. Exhibit Filed Incorporated by Reference No. Exhibit Description Herewith Form SEC File No. Exhibit Filing Date 10.1 A First Amendment, dated July 8, 2024, to the Amendment and Restatement Agreement, dated as of June 29, 2023 by and among TripAdvisor, Inc., TripAdvisor Holdings, LLC, TripAdvisor, LLC, the other Borrowers party thereto, the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent. A A A A A A 8-K A 001-35362 A 10.1 A 7/8/24 31.1 Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 X A A A A A A A A 31.2 Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 X 32.1* Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 X 32.2* Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 X A 101.INS A A Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. A A X A A A A A A A A 101.SCH A A Inline XBRL Taxonomy Extension Schema with Embedded Linkbases Document. A A X A A A A A A A A 104 A A Cover Page Interactive Data File (embedded within the Inline XBRL document). A A X A A A A A A A A *The certifications furnished in Exhibits 32.1 and 32.2 are deemed to be furnished with this Quarterly Report on Form 10-Q and will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, except to the extent that the Registrant specifically incorporates it by reference. A 45 A SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized. TripAdvisor, Inc. By /s/ Michael Noonan Michael Noonan A Chief Financial Officer A A By /s/ Geoffrey Gouvalaris Geoffrey Gouvalaris A Chief Accounting Officer November 6, 2024 A 46 EX-31.1 2 trip-ex31.1.htm EX-31.1 EX-31.1 Exhibit 31.1 Certification I, Matt Goldberg, Chief Executive Officer of TripAdvisor, Inc., certify that: 1.I have reviewed this quarterly report on Form 10-Q for the period ended September 30, 2024 of TripAdvisor, Inc.; 2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4.The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: a.Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; b.Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; c.Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and d.Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and 5.The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions): a.All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and b.Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting. A Date: November 6, 2024 /s/ MATT GOLDBERG Matt Goldberg Chief Executive Officer A EX-31.2 3 trip-ex31.2.htm EX-31.2 EX-31.2 Exhibit 31.2 Certification I, Michael Noonan, Chief Financial Officer of TripAdvisor, Inc. certify that: 1.I have reviewed this quarterly report on Form 10-Q for the period ended September 30, 2024 of TripAdvisor, Inc.; 2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4.The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: a.Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; b.Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; c.Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and d.Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and 5.The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions): a.All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and b.Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting. Date: November 6, 2024 /s/ MICHAEL NOONAN Michael Noonan Chief Financial Officer A EX-32.1 4 trip-ex32.1.htm EX-32.1 EX-32.1 Exhibit 32.1 CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 In connection with the quarterly report on Form 10-Q of TripAdvisor, Inc. (the "Company") for the quarter ended September 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Matt Goldberg, Chief Executive Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that: 1)the Report which this statement accompanies fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and 2)the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Date: November 6, 2024 /s/ MATT GOLDBERG Matt Goldberg Chief Executive Officer A EX-32.2 5 trip-ex32.2.htm EX-32.2 EX-32.2 Exhibit 32.2 CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 In connection with the quarterly report on Form 10-Q of TripAdvisor, Inc. (the "Company") for the quarter ended September 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael Noonan, Chief Financial Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that: 1)the Report which this statement accompanies fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and 2)the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Date: November 6, 2024 /s/ MICHAEL NOONAN Michael Noonan Chief Financial Officer A EX-101.SCH 6 trip-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA WITH EMBEDDED LINKBASES DOCUMENT 100000 - Document - Document and Item Information link:presentationLink link:calculationLink link:definitionLink 100010 - Statement - Unaudited Condensed Consolidated Statements of Operations link:presentationLink link:calculationLink link:definitionLink 100020 - Disclosure - Earnings Per Share - Reconciliation of Weighted Average Number of Shares of Common Stock Outstanding In Calculating EPS (Details) 2 link:presentationLink link:calculationLink link:definitionLink 100030 - Statement - Unaudited Condensed Consolidated Statements of Operations (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 100040 - Statement - Unaudited Condensed Consolidated Statements of Comprehensive Income (Loss) link:presentationLink link:calculationLink link:definitionLink 100050 - Statement - Unaudited Condensed Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 100060 - Statement - Unaudited Condensed Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 100070 - Statement - Unaudited Condensed Consolidated Statements of Changes in Stockholders' Equity link:presentationLink link:calculationLink link:definitionLink 100080 - Statement - Unaudited Condensed Consolidated Statements of Changes in Stockholders' Equity (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 100090 - Statement - Unaudited Condensed Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 995455 - Disclosure - Basis of Presentation link:presentationLink link:calculationLink link:definitionLink 995465 - Disclosure - Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 995475 - Disclosure - Revenue Recognition link:presentationLink link:calculationLink link:definitionLink 995485 - Disclosure - Financial Instruments and Fair Value Measurements link:presentationLink link:calculationLink link:definitionLink 995495 - Disclosure - Accrued Expenses and Other Current Liabilities link:presentationLink link:calculationLink link:definitionLink 995505 - Disclosure - Debt link:presentationLink link:calculationLink link:definitionLink 995515 - Disclosure - Other Long-Term Liabilities link:presentationLink link:calculationLink link:definitionLink 995525 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink 995535 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 995545 - Disclosure - Stock Based Awards and Other Equity Instruments link:presentationLink link:calculationLink link:definitionLink 995555 - Disclosure - Stockholders' Equity link:presentationLink link:calculationLink link:definitionLink 995565 - Disclosure - Earnings Per Share link:presentationLink link:calculationLink link:definitionLink 995575 - Disclosure - Segment Information link:presentationLink link:calculationLink link:definitionLink 995585 - Disclosure - Subsequent Event link:presentationLink link:calculationLink link:definitionLink 995595 - Disclosure - Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 995605 - Disclosure - Revenue Recognition (Tables) link:presentationLink link:calculationLink link:definitionLink 995615 - Disclosure - Financial Instruments and Fair Value Measurements (Tables) link:presentationLink link:calculationLink link:definitionLink 995625 - Disclosure - Accrued Expenses and Other Current Liabilities (Tables) link:presentationLink link:calculationLink link:definitionLink 995635 - Disclosure - Debt (Tables) link:presentationLink link:calculationLink link:definitionLink 995645 - Disclosure - Other Long-Term Liabilities (Tables) link:presentationLink link:calculationLink link:definitionLink 995655 - Disclosure - Income Taxes (Tables) link:presentationLink link:calculationLink link:definitionLink 995665 - Disclosure - Stock Based Awards and Other Equity Instruments (Tables) link:presentationLink link:calculationLink link:definitionLink 995675 - Disclosure - Earnings Per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 995685 - Disclosure - Segment Information (Tables) link:presentationLink link:calculationLink link:definitionLink 995695 - Disclosure - Basis of Presentation - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995705 - Disclosure - Revenue Recognition - Reconciliation of Disaggregated Revenue to Segment Revenue (Details) link:presentationLink link:calculationLink link:definitionLink 995715 - Disclosure - Revenue Recognition - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995725 - Disclosure - Financial Instruments and Fair Value Measurements - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995735 - Disclosure - Financial Instruments and Fair Value Measurements - Schedule of Cash Equivalents (Details) link:presentationLink link:calculationLink link:definitionLink 995745 - Disclosure - Financial Instruments and Fair Value Measurements - Net Notional Principal Amounts of Outstanding Derivative Instruments (Details) link:presentationLink link:calculationLink link:definitionLink 99

link:definitionLink 996035 - Disclosure - Segment Information - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 996055 - Disclosure - Segment Information - Summary of Segment Information (Parentthetical) (Details) link:presentationLink link:calculationLink link:definitionLink Statement [Line Items] Statement [Line Items] Weighted Average Remaining Contractual Life and Aggregate Intrinsic Value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Additional Disclosures [Abstract] Weighted-average interest rate Debt Instrument, Interest Rate During Period Debt instrument payment percent of principal amount per year Weighted average effect of dilutive securities: Weighted Average Number of Shares Outstanding, Diluted, Adjustment [Abstract] Debt Instrument Debt Instrument [Axis] Summary of Changes in Allowance for Credit Losses Financing Receivable, Allowance for Credit Loss [Table Text Block] Plan Name Plan Name [Domain] Income tax expense (benefit) at the federal statutory rate Effective Income Tax Rate Reconciliation at Federal Statutory Income Tax Rate, Amount Derivatives Fair Value [Line Items] Derivatives, Fair Value [Line Items] Withholding taxes on net share settlements of equity awards Other long term asset. Other Long Term Asset [Member] Other Long Term Asset Entity Address, Postal Zip Code Entity Address, Postal Zip Code Seven point zero zero percent two thousand twenty five senior notes member. Seven Point Zero Zero Percent Two Thousand Twenty Five Senior Notes [Member] 7.00% 2025 Senior Notes due 2025 Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Table] Fair Value, Recurring and Nonrecurring [Table] Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Restructuring Charges, Total Restructuring Charges Charges Restructuring and other related reorganization costs Costs and expenses: Costs and Expenses [Abstract] Cash paid during the period for interest Interest Paid, Excluding Capitalized Interest, Operating Activities Unrecognized compensation expense Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount MSUs MSUs Market Based Restricted Stock Units [Member] Market-based restricted stock units. Options Exercisable, Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Income Tax Authority, Name Income Tax Authority, Name [Domain] Senior notes redemption amount Payment of 2025 Senior Notes (Note 6) Repayments of Senior Debt Repayments of Senior Debt, Total Other, net Other Noncash Income (Expense), Total Other Noncash Income (Expense) Fair Value Hierarchy and NAV Fair Value Hierarchy and NAV [Axis] Option Indexed to Issuer's Equity, Type [Axis] Level 2 Fair Value, Inputs, Level 2 [Member] Share Based Compensation Arrangement by Share Based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Estimated net cash inflow Estimated Net Cash Inflow Estimated competent authority refund from a foreign jurisdiction and certain federal tax benefits, net of state tax payments due, associated with this IRS audit settlement to be substantially settled in the next twelve months Percentage of beneficially ownership of shares of common stock class B Percent Of Common Stock Held By Related Party If Class B Converted The percentage of common stock owned by a related party if Class B shares were converted to common shares. Long-term Debt, Type Long-Term Debt, Type [Domain] Percentage of notes receivable due in June 2028 Percentage of Notes Receivable Due in June Two Thousand Twenty Eight Percentage of notes receivable due in June two thousand twenty eight. Capitalized stock based compensation as website development costs Capitalized stock based compensation as internal-use software and website development costs Share-Based Payment Arrangement, Amount Capitalized Schedule Of Capitalization Equity [Table] Capitalization, Equity [Table] Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Restructuring Cost [Table] Product and Service Product and Service [Axis] Deferred Income Tax Liabilities, Net, Total Deferred income taxes, net Deferred Income Tax Liabilities, Net Stock-based compensation: Share-Based Payment Arrangement, Noncash Expense [Abstract] Investment, Name Investment, Name [Domain] Capitalized Transaction Cost Previously Capitalized Transaction Costs Non Recurring Expense Previously Capitalized Transaction Costs Non Recurring Expense Base Rate [Member] ABR Spread Collaborative Arrangement and Arrangement Other than Collaborative Collaborative Arrangement and Arrangement Other than Collaborative [Domain] Payments to Acquire Productive Assets, Total Payments to Acquire Productive Assets Capital expenditures, including capitalized website development Document Information [Table] Document Information [Table] 2026 Senior Notes (Note 6) Incremental Common Shares Attributable to Conversion of Debt Securities, Total Incremental Common Shares Attributable to Dilutive Effect of Conversion of Debt Securities Concentration Risk Benchmark Concentration Risk Benchmark [Axis] Interest expense Interest expense Interest Expense, Nonoperating Interest Expense, Nonoperating, Total Stockholders' Equity Risk [Text Block] Beneficially ownership of equity securities Related Party Voting Rights Percent Current The voting rights percentage assuming the related party voted both common and class B stock. Revenue Recognition Revenue from Contract with Customer [Text Block] Sale of Stock Sale of Stock [Domain] Cash and Cash Equivalents [Domain] Outstanding Principal Amount Long-Term Debt, Gross Term Loan B Facility Intersegment Intersegment Eliminations [Member] Intersegment Eliminations Additional income tax expense as a discrete item, inclusive of interest Additional Income Tax Expense as a Discrete Item, Inclusive of Interest Amount of incremental income tax expense recorded during the first quarter of 2023 as a result of an IRS audit settlement and the residual effects to our existing transfer pricing reserves for future open tax years. Entity Central Index Key Entity Central Index Key Increase (Decrease) in Operating Capital [Abstract] Changes in operating assets and liabilities, net: Common Stock, Shares, Issued, Total Common stock, shares issued Common Stock, Shares, Issued Basis of Presentation Business Description and Basis of Presentation [Text Block] Total stock-based compensation expense, net of tax Total stock-based compensation expense, net of tax Share-Based Payment Arrangement, Expense, after Tax Income Statement [Abstract] StockOptions and RSUs [Member] StockOptions and RSUs. Stock Options and RSUs Entity Address, State or Province Entity Address, State or Province Fair value Debt Instrument, Fair Value Disclosure, Total Debt Instrument, Fair Value Disclosure 7.000% senior notes due July 15, 2025 Senior Notes Due July Fifteen Two Thousand And Twenty Five [Member] senior notes due July 15, 2025. Income (loss) before income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Derivative instruments not designated as hedging instruments, description of terms Derivative Instruments Not Designated as Hedging Instruments, Purpose Risks and Uncertainties Risks And Uncertainties Policy [Text Block] Risks and uncertainties. Amended 2015 Credit Facility in May 2020 and December 2020 Amended2015 Credit Facility in May2020 And December2020 [Member] Amended 2015 credit facility in May 2020 and December 2020. Concentration Risk Type Concentration Risk Type [Domain] Current portion of debt Current portion of debt (Note 6) Short-Term Debt Short-Term Debt, Total Revenue recognized Contract with Customer, Liability, Revenue Recognized Customer Customer [Axis] Before July 15, 2022 Debt Instrument, Redemption, Period One [Member] Customer Concentration Risk Customer Concentration Risk [Member] Adjusted EBITDA Adjusted Earnings Before Interest Taxes Depreciation And Amortization Net income (loss) plus: (1) (provision) benefit for income taxes; (2) other income (expense), net; (3) depreciation and amortization; (4) stock-based compensation and other stock-settled obligations; (5) goodwill, intangible asset, and long-lived asset impairments; (6) legal reserves and settlements; (7) restructuring and other related reorganization costs; and (8) non-recurring expenses and income. Trip Advisor Experiences And Dining [Member] Trip advisor experiences and dining. Trip Advisor Experiences And Dining Credit facility, maturity date Line of Credit Facility, Expiration Date Expedia Expedia [Member] Expedia. Options Exercisable, Aggregate Intrinsic Value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Intrinsic Value Restructuring and other related reorganization costs (benefit) (Note 5) Restructuring and Related Costs, Incurred Cost, Total Restructuring and Related Cost, Incurred Cost Pre-tax restructuring and other related reorganization costs Payment of financing costs related to Credit Facility (Note 6) Debt issuance costs Payments of Debt Issuance Costs Treasury stock, shares Treasury Stock, Common, Shares Stock-based compensation Effective Income Tax Rate Reconciliation, Nondeductible Expense, Share-Based Payment Arrangement, Amount Basic EPS Earnings Per Share, Basic, Total Basic Earnings Per Share, Basic Finance Lease, Principal Payments Payments of finance lease obligation Payments of finance lease obligation Deferred revenue Deferred revenue (Note 3) Contract with Customer, Liability, Current Consolidation Items Consolidation Items [Domain] Net of tax from purchase of capped calls Net Of Tax From Purchase Of Capped Calls Deferred tax asset recorded in connection with purchase of capped calls. Investments, Debt and Equity Securities [Abstract] Selling and Marketing Selling and Marketing Expense [Member] Unrecognized tax benefits and related interest Effective Income Tax Rate Reconciliation, Tax Contingency, Amount Effective Income Tax Rate Reconciliation, Tax Contingency, Amount, Total Share Repurchase Program, Period in Force Repurchase Program, Period in Force Total stock-based compensation expense Stock-based compensation Stock-based compensation Share-Based Payment Arrangement, Expense Total long-term debt Carrying Value Carrying Value Long-Term Debt Retained Earnings (Accumulated Deficit), Total Retained earnings Cumulative effect adjustment from adoption of new accounting guidance Retained Earnings (Accumulated Deficit), Ending Balance Retained Earnings (Accumulated Deficit) Plan Name Plan Name [Axis] Segment Reporting [Abstract] Options Outstanding, Beginning balance Options Outstanding, Ending balance Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Current assets: Assets, Current [Abstract] Unamortized Debt Issuance Costs Debt Issuance Cost, Gross, Noncurrent Revenue refunded due to cancellation Deferred Revenue, Refund Payments Federal tax refund Proceeds from Income Tax Refund, Federal Net cash provided by (used in) operating activities Net Cash Provided by (Used in) Operating Activities Weighted Average Grant-Date Fair Value Per Share, Cancelled Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Product and Service Product and Service [Domain] Accumulated Other Comprehensive Income (Loss), Net of Tax, Total Accumulated other comprehensive income (loss) Accumulated Other Comprehensive Income (Loss), Net of Tax Debt Instrument [Line Items] Debt Instrument [Line Items] Tax Period Tax Period [Domain] Property and equipment, net of accumulated depreciation of \$576 and \$551, respectively Property, Plant and Equipment, Net, Total Property, Plant and Equipment, Net, Beginning Balance Property, Plant and Equipment, Net, Ending Balance Property, Plant and Equipment, Net Operating activities: Net Cash Provided by (Used in) Operating Activities [Abstract] Type of Restructuring Type of Restructuring [Domain] Not Designated as Hedging Instrument Not Designated as Hedging Instrument [Member] Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block] Schedule of Cash Equivalents Measured at Fair Value on a Recurring Basis Common stock, par value Common Stock, Par or Stated Value Per Share Stock Options, RSUs and MSUs Stock Options R S U And M S U [Member] Stock Options, RSU's and MSU's. Repayments of Notes Payable Senior notes redeemed Income taxes payable (Note 8) Taxes Payable, Current Taxes Payable, Current, Total Statement of Cash Flows [Abstract] 2026 Senior Notes 2026 Senior Notes Two Thousand And Twenty Six Senior Notes [Member] Two thousand and twenty six senior notes member. Antidilutive Securities, Name Antidilutive Securities, Name [Domain] Equity method investments Equity Method Investments Income Taxes [Table] Income Taxes [Table] Income taxes. Derivative gain (loss) on derivative net Derivative, Gain (Loss) on Derivative, Net Derivative, Gain (Loss) on Derivative, Net, Total Description of ratio debt additional indebtedness. Description of Ratio Debt Additional Indebtedness Description of ratio debt additional indebtedness Common Stock Equity Components [Axis] Entity Address, Address Line One Entity Address, Address Line One Percentage taken from outstanding shares of common stock Percent Of Common Stock Held By Related Party Current The percentage of common stock owned by a related party. Extinguishment of debt Extinguishment of Debt, Amount Reconciliation of Weighted Average Number of Common Shares Outstanding Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Employee-related Liabilities, Current, Total Employee-related Liabilities, Current Accrued salary, bonus, and other employee-related benefits Employee Severance and Related Benefits Employee Severance [Member] Employee Severance Member Unvested Shares, Granted Unvested RSUs, Granted Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Hedging Designation Hedging Designation [Domain] Subsequent Event Type Subsequent Event Type [Axis] Total other income (expense), net Other income (expense), net Nonoperating Income (Expense) Borrowing capacity under Credit Facility Line of Credit Facility, Maximum Borrowing Capacity Borrowings On Same Day Notice Borrowings On Same Day Notice [Member] Borrowings on same-day notice. Unvested outstanding, Beginning balance Unvested outstanding, Ending balance Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Amendment Flag Amendment Flag Fair Values Derivatives Balance Sheet Location By Derivative Contract Type By Hedging Designation [Table] Fair Values Derivatives, Balance Sheet Location, by Derivative Contract Type [Table] Operating lease liabilities, net of current portion Operating Lease, Liability, Noncurrent Domestic Tax Jurisdiction [Member] Domestic Country Debt Instrument, Name Debt Instrument, Name [Domain] Additional paid-in capital Additional Paid in Capital, Common Stock, Beginning Balance Additional Paid in Capital, Common Stock, Ending Balance Additional Paid in Capital, Common Stock Net income (loss) used to compute Basic EPS Net income (loss) Accounts receivable excluding contract assets net current. Accounts Receivable Excluding Contract Assets Net Current Accounts receivable Options Outstanding, Exercised Issuance of common stock related to exercises of options and vesting of RSUs, shares Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Options Outstanding, Exercisable Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number Variable Rate Variable Rate [Domain] Customer Customer [Domain] Non-marketable investments (Note 4) Non Marketable Investments Equity investments in non-public companies where there is no publicly traded market prices. Summary of Outstanding Debt Schedule of Debt [Table Text Block] Percentage of notes receivable due in June 2030 Percentage of Notes Receivable Due in June Two Thousand Thirty Percentage of notes receivable due in June two thousand thirty. Equity Component Equity Component [Domain] Statistical Measurement Statistical Measurement [Domain] General and Administrative Expense, Total General and administrative General and Administrative Expense Other income (expense), net Other Nonoperating Income (Expense) Other Nonoperating Income (Expense), Total Term of stock options, granted Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period Treasury Stock Treasury Stock, Common [Member] Disaggregation Of Revenue [Table] Disaggregation of Revenue [Table] Net Income (Loss), Including Portion Attributable to Noncontrolling Interest, Total Net income (loss) Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Debt Instrument, Variable Interest Rate, Type [Extensible Enumeration] Preferred Stock, Shares Issued, Total Preferred stock, shares issued Preferred Stock, Shares Issued Derivative Asset, Fair Value, Gross Asset, Total Fair value of outstanding derivatives Derivative Asset, Subject to Master Netting Arrangement, before Offset Cost of revenue (1) (exclusive of depreciation and amortization as shown separately below) Cost of Goods and Service, Excluding Depreciation, Depletion, and Amortization, Total Cost of Goods and Service, Excluding Depreciation, Depletion, and Amortization Provision for expected credit losses Accounts Receivable, Credit Loss Expense (Reversal) Payables and Accruals [Abstract] Number of operating subsidiaries. Number Of Operating Subsidiaries Number of operating subsidiaries PSUs Performance-based RSUs Performance Based Restricted Stock Units [Member] Performance based restricted stock units. Stock Options, RSUs and MSUs Stock Options Service And Performance Based Restricted Stock Units And Market Based Restricted Stock Units [Member] Stock options, service and performance-based restricted stock units (â€œRSUsâ€) and market-based restricted stock units (â€œMSUsâ€), Interest expense on 2026 Senior Notes, net of tax Interest Expense of Senior Notes Net of Tax Interest expense of senior notes net of tax Consolidation Items Consolidation Items [Axis] Vote per common stock share Number Of Voting Rights Per Share Number of voting rights per share. Prepaid expenses and other current assets Prepaid Expense and Other Assets, Current Collaborative Arrangement and Arrangement Other than Collaborative Collaborative Arrangement and Arrangement Other than Collaborative [Axis] Class of Stock Class of Stock [Domain] Other Comprehensive Income (Loss), Net of Tax, Total Other Comprehensive Income (Loss), Net of Tax Other comprehensive income (loss), net of tax Comprehensive income (loss) Comprehensive Income (Loss), Net of Tax, Attributable to Parent Common stock, shares outstanding Beginning balance, shares Ending balance, shares Common Stock, Shares, Outstanding Options Outstanding Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Preferred stock, par value Preferred Stock, Par or Stated Value Per Share Sales Revenue Benchmark [Member] Income Tax Expense (Benefit), Effective Income Tax Rate Reconciliation, Amount [Abstract] Eurodollar [Member] Eurocurrency Spread Antidilutive Securities Antidilutive Securities [Axis] Other, net Effective Income Tax Rate Reconciliation, Other Adjustments, Amount Transaction costs non recurring expense. Transaction Costs Non Recurring Expense Transaction costs Summary of RSU Activity Share-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block] Debt Instrument, Conversion, Period One Debt Instrument Conversion Period One [Member] Debt instrument, conversion, period one. Significant Accounting Policies Significant Accounting Policies Policy [Text Block] Significant accounting policies. Entity Interactive Data Current Entity Interactive Data Current Percentage of EBITDA for capital leases and purchase money debt. Percentage of EBITDA For Capital Leases And Purchase Money Debt Percentage of EBITDA for capital leases and purchase money debt Cost of revenue Cost of Sales [Member] Debt Instrument, Redemption Price, Percentage Debt Instrument, redemption percentage Accounting Standards Update Accounting Standards Update [Domain] Document Quarterly Report Document Quarterly Report Weighted Average Grant-Date Fair Value Per Share, Vested and released Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents, Total Cash, cash equivalents and restricted cash at beginning of period Cash, cash equivalents and restricted cash at end of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Balance Sheet Location Statement of Financial Position Location, Balance [Axis] Statistical Measurement Statistical Measurement [Axis] Number of Restaurants No of Restaurants Number of restaurant partners operating with TheFork. Related Party Related and Nonrelated Parties [Domain] Reconciliation of Disaggregated

Revenue to Segment Revenue Disaggregation of Revenue [Table Text Block] Selling and Marketing Expense, Total Selling and marketing Selling and Marketing Expense Weighted Average Grant-Date Fair Value Per Share, Granted Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Weighted average period remaining (in years) Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition 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 Income Statement Location Statement of Income Location, Balance [Axis] Cash and Cash Equivalents [Axis] TOTAL ASSETS Assets Restructuring Type Restructuring Type [Axis] Tax Period Tax Period [Axis] Debt Instrument [Table] Schedule of Long-Term Debt Instruments [Table] Unvested MSUs, Vested and released Unvested RSUs, Vested and released Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Restructuring Reserve, Current Restructuring and other related reorganization costs New Accounting Pronouncements, Policy [Policy Text Block] New Accounting Pronouncements Not Yet Adopted Entity Address, City or Town Entity Address, City or Town Accumulated Other Comprehensive Income (Loss) AOCI Attributable to Parent [Member] Equity [Abstract] Restructuring And Other Related Reorganization Costs [Member] Restructuring and other related reorganization costs. Restructuring And Other Related Reorganization Costs [Member] Income (Loss) from Equity Method Investments, Total Earnings (losses) from equity method investment, net Income (Loss) from Equity Method Investments Deferred gain on equity method investment Equity Method Investment, Difference Between Carrying Amount and Underlying Equity Segments Segments [Axis] Other Restructuring Costs Other Document And Entity Information [Abstract] Document and entity information. Unvested Shares Cancelled Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Unvested RSUs, Canceled Redeemable Noncontrolling Interest, Equity, Redemption Value, Total Redeemable noncontrolling interest, settlement amount Redeemable Noncontrolling Interest, Equity, Redemption Value Payments for Restructuring Payments Payments Cash amortized cost. Cash Amortized Cost Cash, Amortized Cost Principal Debt Instrument, aggregate principal amount Debt Instrument, Face Amount Long-Term Debt Long-Term Debt [Member] Restructuring Cost and Reserve [Line Items] Common stock sale price Closing stock price Share Price Numerator: Net Income (Loss) Attributable to Parent [Abstract] Total fair value of RSUs vested Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Fair Value Schedule Of Segment Reporting Information By Segment [Table] Schedule of Segment Reporting Information, by Segment [Table] Stock Based Awards and Other Equity Instruments Share-Based Payment Arrangement [Text Block] Shares Issued, Shares, Share-Based Payment Arrangement, after Forfeiture, Total Shares Issued, Shares, Share-Based Payment Arrangement, after Forfeiture Issuance of common stock related to exercises of options and vesting of RSUs, shares Seasonality Seasonality Policy [Text Block] Description of seasonality of business. The Fork [Member] The Fork [Member] TheFork Number of Countries Related to Operating Number of countries where operating. Number of languages supported worldwide on our website Fair Value Disclosures [Abstract] Options Cancelled or expired, Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period, Weighted Average Exercise Price HMRC His Majesty's Revenue and Customs (HMRC) [Member] Liberty Tripadvisor Holdings, Inc. L T R I P [Member] LTRIP. Capped call transactions. Capped Call Transactions [Member] Capped Call Transactions Member Current liabilities: Liabilities, Current [Abstract] Credit facility threshold Trading Days prior to maturity Credit Facility Threshold Trading Days Prior To Maturity Final scheduled maturity date in respect of any indebtedness outstanding under certain Æspecified debt". Cash paid (received) during the period for income taxes, net of refunds Income Taxes Paid, Net Income Taxes Paid, Net, Total Document Type Document Type Accounting Standards Update Accounting Standards Update [Axis] Title of 12(b) Security Title of 12(b) Security Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value, Total Cash and cash equivalents (Note 4) Cash and Cash Equivalents, at Carrying Value, Beginning Balance Cash and Cash Equivalents, at Carrying Value, Ending Balance Cash and Cash Equivalents, at Carrying Value Number of languages worldwide. Number Of Languages Worldwide Number of languages worldwide Balance Sheet Location Statement of Financial Position Location, Balance [Domain] Debt Instrument, Redemption, Period Debt Instrument, Redemption, Period [Axis] Estimated range of income tax benefit inclusive of interest on settlement of 2014 to 2016 IRS audits assessment Estimated Range of Income Tax Benefit Inclusive of Interest on Settlement of 2014 to 2016 IRS Audits Assessment Estimated range of income tax benefit inclusive of interest on settlement of 2014 to 2016 IRS audits assessment. Statement of Stockholders' Equity [Abstract] Document Fiscal Period Focus Document Fiscal Period Focus Total intrinsic value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value Payment of withholding taxes on net share settlements of equity awards Payment, Tax Withholding, Share-Based Payment Arrangement Carrying value Long-term debt (Note 6) Long-term Debt, Excluding Current Maturities, Total Long-Term Debt, Excluding Current Maturities Impairment loss on equity method investments Equity Method Investment, Other-than-Temporary Impairment Income tax benefit from stock-based compensation Share-Based Payment Arrangement, Expense, Tax Benefit Research tax credit Research tax credit Effective Income Tax Rate Reconciliation, Tax Credit, Research, Amount Options Outstanding, Granted Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Accounts Receivable, Allowance for Credit Loss [Table Text Block] Schedule of Accounts Receivable, Allowance for Expected Credit Loss Asset Class [Domain] Subsequent Event Type Subsequent Event Type [Domain] Term Loan B Facility due 2031 Term Loan B Facility Due Two Zero Three One [Member] Term loan B facility due two zero three one. Customer invoices due period Customer Invoices Due Period Generally the time period for which customer invoices are due after invoice date. Transfer pricing reserves adjustment Income Tax Reconciliation Transfer Pricing Reserve Adjustment Income tax reconciliation transfer pricing reserve adjustment. Reportable Segments Operating Segments [Member] Schedule of Restructuring Reserve by Type of Cost [Table Text Block] Summary of Restructuring and Other Related Reorganization Costs State income taxes, net of effect of federal tax benefit Effective Income Tax Rate Reconciliation, State and Local Income Taxes, Amount Third-Party Third-Party [Member] Third-Party [Member] Financial Instruments Financial Instruments [Domain] Sale of Stock Sale of Stock [Axis] Investing activities: Net Cash Provided by (Used in) Investing Activities [Abstract] Maximum maturity period of outstanding derivatives are not designated as hedging instruments Outstanding Derivatives Not Designated As Hedging Instruments Maximum Maturity Period Outstanding derivatives not designated as hedging instruments maximum maturity period. IRS audit settlement Effective Income Tax Rate Reconciliation, Tax Settlement, Amount Effective Income Tax Rate Reconciliation, Tax Settlement, Amount, Total Repurchase of common stock (Note 11) Payments for Repurchase of Common Stock 2018 Plan Two Thousand Eighteen Incentive Plan [Member] Two thousand eighteen incentive Plan. Earnings Per Share, Basic, by Common Class, Including Two Class Method [Line Items] Marketable Securities, Current, Total Marketable Securities, Current Short-term marketable securities outstanding Total Revenue Revenue (Note 3) Revenue from Contract with Customer, Excluding Assessed Tax Total Revenue Statement of Comprehensive Income [Abstract] Contract with Customer, Refund Liability, Current Contract with customer revenue refunded due to cancellations Income Taxes Income Tax Disclosure [Text Block] Reconciliation of the (Benefit) Provision for Income Taxes Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] Short-Term Debt, Type [Axis] Credit Facility Credit Facility [Domain] Term loan annual principal payment percentage of aggregate principal Term Loan Annual Principal Payment Percentage of Aggregate Principal The percentage aggregate principal that is required to be paid each year to pay down the principal. Depreciation and amortization Depreciation, Depletion and Amortization, Nonproduction, Total Depreciation and amortization Depreciation, Depletion and Amortization, Nonproduction Short-Term Debt, Type [Domain] Other Accrued Liabilities, Current Other LIABILITIES AND STOCKHOLDERS' EQUITY Liabilities and Equity [Abstract] Document Period End Date Document Period End Date Net cash provided by (used in) financing activities Net Cash Provided by (Used in) Financing Activities Cap price Debt Instrument Convertible Capped Calls Initial Cap Price Initial cap price of the capped calls. Estimated range of income tax expense inclusive of interest Estimated Range Of Income Tax Expense Inclusive Of Interest On Settlement Of 2009 To 2011 IRS Audits Assessment Estimated income tax expense, inclusive of interest, recorded in the first quarter of 2023, related to settlement of 2009 through 2011 IRS audits assessment, which was accepted in February 2023. Antidilutive securities excluded from computation of earnings per share, amount Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Schedule Of Capitalization Equity [Line Items] Schedule of Capitalization, Equity [Line Items] Debt Instrument, Redemption Period, End Date Senior notes redemption date Settlement of non-income tax. Settlement of Non-Income Tax Settlement of a non-income tax APIC, Share-based Payment Arrangement, Increase for Cost Recognition, Total Stock-based compensation APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Class B Common Stock Common Class B [Member] Equity method investment, ownership percentage Equity Method Investment, Ownership Percentage Accrued liability as of September 30, 2024 Accrued expenses and other current liabilities (Note 5) Total Accrued Liabilities, Current Accrued liability as of December 31, 2023 Provision (benefit) for income taxes (Provision) benefit for income taxes (Note 8) Income Tax Expense (Benefit) (Provision) benefit for income taxes (Provision) benefit for income taxes 0.250% Senior Notes due April 1, 2026 Senior Notes Due April One Two Thousand And Twenty Six [Member] Senior notes due April one two thousand and twenty six. Income Tax Authority, Name Income Tax Authority, Name [Axis] Trading Symbol Trading Symbol Description Of Business And Basis Of Presentation [Table] Description Of Business And Basis Of Presentation [Table] Description of business and basis of presentation. Variable Rate Variable Rate [Axis] Total Stockholdersâ€™ Equity Beginning balance Ending balance Equity, Attributable to Parent Income tax receivable Income taxes receivable (Note 8) Income Taxes Receivable, Current MSUs outstanding RSUs outstanding Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Mutual Agreement Procedure Mutual Agreement Procedure Consideration [Member] Mutual agreement procedure consideration. Other long-term liabilities (Note 7) Total Other Liabilities, Noncurrent Expedia and Booking Expedia And Booking [Member] Expedia and Booking. Derivative Instrument Derivative Instrument [Axis] Restricted Stock Units Restricted Stock Units (RSUs) [Member] 2023 Plan Two Thousand Twenty Three Incentive Plan [Member] Two thousand twenty three incentive plan. Goodwill, Total Goodwill Goodwill, Beginning Balance Goodwill, Ending Balance Goodwill Option Indexed to Issuer's Equity, Type [Domain] Short-Term Debt Short-Term Debt [Member] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Amount of Stock-Based Compensation Expense Related to Income Tax Benefit Accrued Liabilities Accrued Liabilities [Member] Deferred Income Tax Expense (Benefit), Total Deferred income tax expense (benefit) Deferred Income Tax Expense (Benefit) Geographical [Axis] Accounting Estimates Use of Estimates, Policy [Policy Text Block] Debt Instrument, Conversion, Period Two Debt Instrument Conversion Period Two [Member] Debt instrument, conversion, period two. Non-Marketable Investments Non-Marketable Investments [Member] Non marketable investments. Customer concentration risk Concentration Risk, Percentage Accrued Marketing Costs, Current Accrued marketing costs Technology and Content Technology And Content [Member] Technology and content. Summary of Balances of Accounts Receivable and Contract Assets, Net of Allowance for Credit Losses, from Contracts with Customers Contract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block] Security Exchange Name Security Exchange Name Class of Stock Class of Stock [Axis] Unrecognized tax benefits Unrecognized Tax Benefits, Interest on Income Taxes Accrued Unrecognized tax accrued interest liability Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Total Property and equipment net, accumulated depreciation Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Beginning Balance Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Ending Balance Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Investments, All Other Investments [Abstract] Weighted-average grant date fair value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value Subsequent Event Subsequent Event [Member] Maximum Maximum [Member] TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY Liabilities and Equity Booking Booking [Member] Booking. Operating lease right-of-use assets Operating Lease, Right-of-Use Asset Supplemental disclosure of cash flow information: Supplemental Cash Flow Information [Abstract] Diluted EPS Earnings Per Share, Diluted, Total Diluted Earnings Per Share, Diluted Total Liabilities Liabilities Foreign Exchange-forward Contracts Foreign Exchange Contract [Member] Right to voting Common Stock, Voting Rights Fair Value Hierarchy and NAV Fair Value Hierarchy and NAV [Domain] Increase (Decrease) in Accounts Receivable and Other Operating Assets Accounts receivable, net, prepaid expenses and other assets Financing Receivable, after Allowance for Credit Loss, Current, Total Net of accumulated allowance for credit losses, Carrying value Financing Receivable, after Allowance for Credit Loss, Current Total current assets Assets, Current Net cash provided by (used in) investing activities Net Cash Provided by (Used in) Investing Activities Derivative, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration] Cash [Member] Cash [Member] Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Vesting period Entity Filer Category Entity Filer Category Accrued penalties Unrecognized Tax Benefits, Income Tax Penalties Accrued Unvested outstanding, Aggregate Intrinsic Value Unvested RSUs outstanding, Aggregate Intrinsic Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Aggregate Intrinsic Value, Nonvested New york fed bank rate. New York Fed Bank Rate [Member] New York Fed Bank Rate Debt Instrument, Redemption, Period Debt Instrument, Redemption, Period [Domain] Zero point two five percent convertible two thousand twenty six senior notes. Zero Point Two Five Percent Convertible Two Thousand Twenty Six Senior Notes [Member] 0.25% Convertible 2026 Senior Notes due 2026 Net income (loss) used to compute Diluted EPS Net income (loss) used to compute Diluted EPS Diluted Net Income (Loss) Available to Common Stockholders, Diluted Other income (expense): Nonoperating Income (Expense) [Abstract] Other Noncurrent Liabilities [Table Text Block] Schedule of Other Long-Term Liabilities Foreign currency exchange-forward contracts Derivative, Notional Amount Current Fiscal Year End Date Current Fiscal Year End Date Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Total fair value of RSUs vested Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested in Period, Fair Value Total fair value of stock options vested Stock-based compensation expense (Note 10) Share-based Payment Arrangement, Noncash Expense, Total Share-Based Payment Arrangement, Noncash Expense Legal Fees Legal reserves and settlements Options Outstanding, Aggregate Intrinsic Value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Related Party Related and Nonrelated Parties [Axis] Term Loan B Facility Term loan B facility. Term Loan B Facility [Member] Term Loan B Entity Registrant Name Entity Registrant Name Brand tripadvisor other. Brand Tripadvisor Other [Member] Brand Tripadvisor Other Number of reportable segment Number of Reportable Segments Schedule Of Share Based Compensation Arrangements By Share Based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Earnings Per Share Earnings Per Share [Text Block] Entity Emerging Growth Company Entity Emerging Growth Company Money Market Funds [Member] Money Market Funds [Member] Weighted average shares used to compute Basic EPS Weighted Average Number of Shares Outstanding, Basic, Total Basic Weighted Average Number of Shares Outstanding, Basic Finance lease obligation, net of current portion Finance Lease, Liability, Noncurrent Common Stock, Unclassified Common Stock Unclassified [Member] Common stock, unclassified. Other Other Operating Segment [Member] Estimated potential settlement of a regulatory matter. Estimated Potential Settlement of a Regulatory Matter Estimated potential settlement of a regulatory matter Earnings Per Share, Basic, by Common Class, Including Two-Class Method [Table] Common stock, shares authorized Common Stock, Shares Authorized Share-Based Payment Arrangement, Shares Withheld for Tax Withholding Obligation RSUs withheld to satisfy withholding tax requirements Stock options withheld to satisfy withholding tax requirements Unpaid interest in accrued expenses and other current liabilities Interest payable Interest Payable, Current Schedule of Aggregate Principal and Fair Value Amount of Outstanding 2025 Senior Notes, 2026 Senior Notes and Term Loan B Facility Schedule of Long-Term Debt Instruments [Table Text Block] Income tax benefits from exercise or settlement of stock-based awards Income Tax Benefits Associated With Exercise Settlement Of Stock Based Awards Income tax benefits associated with exercise or settlement of stock based awards. Beneficially ownership of shares of common stock Common Stock Shares Held By Related Party Number of common stock shares held by related party. Maturities of Time Deposits, Description Maturity of term deposits Concentration Risk Type Concentration Risk Type [Axis] Increase in income tax expense due to proposed adjustments related to transfer pricing with foreign subsidiary, estimated Estimated Potential Income Tax Expense Increase Estimated range of potential increase in income tax for potential adjustments related to the tax years 2012 through 2016 based on a closing notice received from the HMRC, if at close of audit HMRC prevails. Level 1 Fair Value, Inputs, Level 1 [Member] Other Liabilities, Noncurrent [Abstract] Debt Disclosure [Abstract] Options Vested and expected to vest, Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Exercise Price Options Granted, Weighted Average Exercise Price Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Unrecognized Tax Benefits, Period Increase (Decrease) Unrecognized Tax Benefits, Period Increase (Decrease), Total Unrecognized tax benefits liability Financial Instrument Financial Instrument [Axis] Options Outstanding, Weighted Average Remaining Contractual Life Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term General and Administrative General and Administrative Expense [Member] Represents a one-time charge resulting from enacted tax legislation in Canada during June 2024 related to digital services taxes, which requires retrospective application back to January 1, 2022. This amount represents the non-recurring

retrospective liability for the periods prior to April 1, 2024. Non Recurring Payment Related to Canada Digital Service Tax Canada digital service tax Share-Based Payment Arrangement [Abstract] Accounting Policies [Abstract] Summary of Stock Option Activity Share-Based Payment Arrangement, Option, Activity [Table Text Block] Performance based and market based restricted stock units. Performance Based and Market Based Restricted Stock Units [Member] PSUs and MSUs Long-term Line of Credit, Total Outstanding borrowings Long-Term Line of Credit Income Tax Disclosure [Abstract] Marketable Securities, Noncurrent, Total Marketable Securities, Noncurrent Long-term marketable securities outstanding Stockholders' equity: (Note 11) Equity, Attributable to Parent [Abstract] Two Thousand Fifteen Credit Facility Twenty Fifteen Credit Facility [Member] Twenty fifteen credit facility. Credit Facility Receivable Receivable [Domain] Statement [Table] Statement [Table] Denominator: Weighted Average Number of Shares Outstanding, Basic [Abstract] Options Vested and expected to vest, Weighted Average Remaining Contractual Life Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Remaining Contractual Term Tax Years 2012 Through 2016 Tax Years2012 Through2016 [Member] Tax years 2012 through 2016. Weighted Average Exercise Price per share Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] Preferred stock, shares authorized Preferred Stock, Shares Authorized Other Long-Term Assets Other Long Term Receivable [Member] Other long-term receivable. Entity File Number Securities Act File Number Segment Information Segment Reporting Disclosure [Text Block] Reclassification from Accumulated Other Comprehensive Income, Current Period, Net of Tax Reclassification adjustments included in net income (loss), net of tax Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Net increase (decrease) in cash, cash equivalents and restricted cash Payment made to internal revenue service. Payment Made to Internal Revenue Service Payment made to internal revenue service Revenue from Contract with Customer [Abstract] Earnings (Loss) per share attributable to common stockholders (Note 12): Earnings Per Share [Abstract] Contract with Customer, Asset, after Allowance for Credit Loss, Current, Total Contract assets Contract with Customer, Asset, after Allowance for Credit Loss, Current Cash equivalents fair value disclosure. Cash Equivalents Fair Value Disclosure Cash equivalents, Fair Value Statement of Financial Position [Abstract] Interest expense Total interest expense and commitments fees Interest Expense, Total Interest expense Interest Expense, Operating and Nonoperating Non-recurring income (expense) Other Nonrecurring (Income) Expense Other Nonrecurring (Income) Expense, Total Operating income (loss) Operating Income (Loss) Number of countries related to The Fork operates Number of Countries Related To The Fork Operates Number of countries where TheFork operates. Deferred merchant payables Increase Decrease In Deferred Customer Prepayments Increase (decrease) in prepayments from customers. Corporate and Eliminations Segment Reporting, Reconciling Item, Corporate Nonsegment [Member] Letter of Credit Letter of Credit [Member] Entity Shell Company Entity Shell Company Accrued Professional Fees, Current Accrued legal contingencies Weighted-average interest rate Debt Instrument, Interest Rate, Effective Percentage Debt issuance costs, Percentage Brand Tripadvisor. Brand Tripadvisor [Member] Brand Tripadvisor Entity Tax Identification Number Entity Tax Identification Number ASSETS Assets [Abstract] China CHINA Related party transactions Related Party Transaction, Amounts of Transaction Entity Current Reporting Status Entity Current Reporting Status Net income (loss) used to compute Basic EPS Basic Net Income (Loss) Available to Common Stockholders, Basic Net Income (Loss) Available to Common Stockholders, Basic, Total Options Exercisable, Weighted Average Remaining Contractual Life Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual Term Chelsea Investment Holding Company PTE, Ltd Chelsea Investment Holding Company P T E Ltd [Member] Chelsea Investment Company PTE, Holding Ltd. Aggregate Intrinsic Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Aggregate Intrinsic Value [Abstract] Specified debt outstanding prior to maturity date Specified Debt Outstanding Prior to Maturity Date Any date that is 91 days prior to the final scheduled maturity date in respect of any indebtedness outstanding under the 2025 Senior Notes and 2026 Senior Notes and/or any indebtedness that extends, renews, refinances or replaces any indebtedness under the 2025 Senior Notes and 2026 Senior Notes that is \$200.0 million or more then the maturity date will be such business day Long-term Debt, Type Long-Term Debt, Type [Axis] Subsequent Events [Abstract] Adjusted libor. Adjusted Libor [Member] Adjusted LIBOR Deferred revenue Increase (Decrease) in Contract with Customer, Liability Geographical [Domain] Document Fiscal Year Focus Document Fiscal Year Focus Preferred Stock, Value, Issued, Total Preferred Stock, Value, Issued, Beginning Balance Preferred Stock, Value, Issued, Ending Balance Preferred Stock, Value, Issued Preferred stock, 0.001 par value Authorized shares: 100,000,000 Shares issued and outstanding: 0 and 0, respectively Options Outstanding, Cancelled or expired Share-based Compensation Arrangement by Share-based Payment Award, Options, Forfeitures and Expirations in Period, Total Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period Tripadvisor-Branded Hotels Trip Advisor Branded Hotels [Member] TripAdvisor branded hotels. Intangible assets, accumulated amortization Finite-Lived Intangible Assets, Accumulated Amortization Receivable Type Receivable Type [Axis] Repurchase of common stock (Note 11) Aggregate cost of shares repurchased, common stock Treasury Stock, Value, Acquired, Cost Method City Area Code City Area Code Letters of credit outstanding amount Letters of Credit Outstanding, Amount Total current liabilities Liabilities, Current Derivative Contract Derivative Contract [Domain] Proceeds from the issuance of Term Loan B Facility, net of financing costs (Note 6) Proceeds from Debt, Net of Issuance Costs Federal statutory rate Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent Media And Platform [Member] Media And Platform [Member] Media and advertising Local Phone Number Local Phone Number Preferred stock, shares outstanding Preferred Stock, Shares Outstanding, Beginning Balance Preferred Stock, Shares Outstanding, Ending Balance Preferred Stock, Shares Outstanding Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Cash fair value disclosure. Cash Fair Value Disclosure Cash Fair Value Hedging Designation Hedging Designation [Axis] Income Tax Jurisdiction Income Tax Jurisdiction [Axis] Commitments and Contingencies Disclosure [Abstract] Treasury Stock, Value, Total Treasury Stock, Value, Beginning Balance Treasury Stock, Value, Ending Balance Treasury Stock, Value Aggregate cost of treasury stock Treasury stock-common stock, at cost, 26,260,252 and 24,893,867 shares, respectively Average price of shares repurchased, common stock Shares Acquired, Average Cost Per Share Remaining debt instrument, issuances costs Unamortized debt issuance costs Debt Issuance Costs, Net, Total Debt Issuance Costs, Net Operating Lease, Liability, Current Operating lease liabilities - current portion Document Information [Line Items] Document Information [Line Items] Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, Total Foreign currency translation adjustments, net of tax Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax Income Tax Jurisdiction Income Tax Jurisdiction [Domain] Debt instrument, interest rate Debt Instrument, Interest Rate, Stated Percentage Retained Earnings Retained Earnings [Member] Over-allotment Option Over-Allotment Option [Member] 2009 through 2011 Pre Spin-Off Tax Years Two Thousand And Nine Through Two Thousand And Eleven Pre Spin Off Tax Years [Member] 2009 through 2011 pre spin-off tax years. Debt instrument max total net leverage ratio. Debt Instrument Max Total Net Leverage Ratio Debt instrument previous total net leverage ratio Document Transition Report Document Transition Report Repurchase of shares of common stock authorized Share Repurchase Program, Authorized, Amount Schedule Of Antidilutive Securities Excluded From Computation Of Earnings Per Share [Table] Antidilutive Security, Excluded EPS Calculation [Table] Conversion of Stock, Description Conversion of Stock, Description Description of user-generated reviews and opinions across broad base of global travel-related brands. Description Of User Generated Reviews And Opinions Across Broad Base Of Global Travel Related Brands Description of user-generated reviews and opinions across broad base of global travel-related businesses Options Exercised, Weighted Average Exercise Price Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Other. Other [Member] Other Term Deposits Member Term Deposits Member Term Deposits Deferred Income Tax Assets, Net, Total Deferred income taxes, net Deferred Income Tax Assets, Net Minimum Minimum [Member] Numerator used to compute net income (loss) per share attributable to common stockholders (Note 12): Earnings Per Share Reconciliation [Abstract] Common Stock Common Stock [Member] Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Options Vested and expected to vest, Aggregate Intrinsic Value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Aggregate Intrinsic Value Schedule of Derivative Instruments in Statement of Financial Position, Fair Value [Table Text Block] Notional Principal Amounts of Outstanding Derivative Instruments Investment, Name Investment, Name [Axis] Unvested outstanding, Weighted Average Grant-Date Fair Value Per Share, Beginning balance Unvested outstanding, Weighted Average Grant-Date Fair Value Per Share, Ending balance Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Additional Paid-in Capital Additional Paid-in Capital [Member] Deferred merchant payables Deferred Customer Advances Current Prepaid advances received from customers. Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Technology and content Information Technology and Data Processing Other comprehensive income (loss), net of tax: Other Comprehensive Income (Loss), Net of Tax [Abstract] Income Statement Location Statement of Income Location, Balance [Domain] Other long-term assets, net (allowance for credit losses of \$10 and \$10, respectively) (Note 4) Other Assets, Noncurrent, Total Other Assets, Noncurrent Accrual for Taxes Other than Income Taxes, Current Non-income taxes payable Segments Segments [Domain] Performance Shares [Member] Performance-Based Awards Payment of financing costs related to Credit Facility amendment Payments of Financing Costs Payments of Financing Costs, Total Remaining authorized share repurchased amount Share Repurchase Program, Remaining Authorized, Amount Cash Equivalents Amortized Cost Cash Equivalents Amortized Cost Amortized Cost Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Financial Instruments and Fair Value Measurements Financial Instruments Disclosure [Text Block] Accounts payable, accrued expenses and other liabilities Increase (Decrease) in Accrued Liabilities and Other Operating Liabilities Disaggregation Of Revenue [Line Items] Disaggregation of Revenue [Line Items] Cash and cash equivalents amortized cost. Cash and Cash Equivalents Amortized Cost Cash and cash equivalents, Amortized Cost Basis of Presentation Basis of Accounting, Policy [Policy Text Block] Income tax receivables/payables, net Increase (Decrease) in Income Taxes Payable, Net of Income Taxes Receivable Finance lease liability - current portion Finance Lease, Liability, Current Common Stock, Value, Issued, Total Common stock Common Stock, Value, Issued, Beginning Balance Common Stock, Value, Issued, Ending Balance Common Stock, Value, Issued Interest income Investment Income, Interest Foreign currency exchange contracts maturity period, maximum Foreign Exchange Forward Contracts Maximum Maturity Period Generally the maximum contract length of forward currency contracts. Cash and cash equivalents, consisted of cash deposits Cash and Cash Equivalents, Fair Value Disclosure Cash and Cash Equivalents, Fair Value Disclosure Tripadvisor Core Tripadvisor Core [Member] Tripadvisor Core [Member] Maximum dollar basket for capital leases and purchase money debt. Amount Under The Credit Agreement Term Max dollar basket under credit facility Schedule of Accrued Liabilities [Table Text Block] Details of Accrued Expenses and Other Current Liabilities Viator Viator [Member] Viator [Member] Commitments and contingencies (Note 9) Commitments and Contingencies State taxes paid Income Taxes Paid Income Taxes [Line Items] Income Taxes [Line Items] Income taxes. Weighted average shares used to compute Diluted EPS Weighted average shares used to compute Diluted EPS Diluted Weighted Average Number of Shares Outstanding, Diluted Significant Accounting Policies Significant Accounting Policies [Text Block] Description Of Business And Basis Of Presentation [Line Items] Description Of Business And Basis Of Presentation [Line Items] Description of business and basis of presentation. Summary of Segment Information Schedule of Segment Reporting Information, by Segment [Table Text Block] 2025 Senior Notes Two Thousand And Twenty Five Senior Notes [Member] Two thousand and twenty five senior notes member. Accounts receivable, net (allowance for expected credit losses of \$28 and \$21, respectively) (Note 4) Accounts receivable Accounts Receivable, after Allowance for Credit Loss, Current Total Options Outstanding, Vested and expected to vest Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Number Weighted average common shares outstanding (Note 12): Weighted Average Number of Shares Outstanding, Diluted [Abstract] Concentration Risk Benchmark Concentration Risk Benchmark [Domain] Entity Small Business Entity Small Business Segment Reporting Information [Line Items] Segment Reporting Information [Line Items] Debt Instrument, Basis Spread on Variable Rate Interest rate Debt Debt Disclosure [Text Block] Repurchase of common stock, shares Repurchase of common stock, shares Treasury Stock, Shares, Acquired Tax Years 2009 through 2016 Tax Years2009 Through2016 [Member] Tax years 2009 through 2016. Credit Facility Credit Facility [Axis] Revolving Credit Facility Revolving Credit Facility [Member] Other Long-Term Liabilities Other Liabilities Disclosure [Text Block] Financing activities: Net Cash Provided by (Used in) Financing Activities [Abstract] IRS Audit Settlement Internal Revenue Service (IRS) [Member] Options Outstanding, Weighted Average Exercise Price, Beginning Balance Options Outstanding, Weighted Average Exercise Price, Ending balance Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Accrued Expenses and Other Current Liabilities Accounts Payable, Accrued Liabilities, and Other Liabilities Disclosure, Current [Text Block] Purchase of capped calls in connection with 2026 Senior Notes (Note 7) Capped call transactions cost Purchase Of Capped Calls In Connection With2026 Senior Notes Purchase of capped calls in connection with 2026 senior notes. Stock-based awards (Note 10) Incremental Common Shares Attributable to Share-based Payment Arrangements, Total Incremental Common Shares Attributable to Dilutive Effect of Share-Based Payment Arrangements Asset Class [Axis] Credit facility. Credit Facility [Member] Credit Facility Intangible assets, net of accumulated amortization of \$201 and \$208, respectively Intangible Assets, Net (Excluding Goodwill), Total Intangible Assets, Net (Excluding Goodwill) State and Local Jurisdiction State and Local Jurisdiction [Member] Other Other Sundry Liabilities, Noncurrent Total other comprehensive income (loss), net of tax Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent Subsequent Events [Text Block] Subsequent Event Other long-term assets, allowance for credit losses Financing Receivable, Allowance for Credit Loss, Noncurrent Change in valuation allowance Effective Income Tax Rate Reconciliation, Change in Deferred Tax Assets Valuation Allowance, Amount Term loan quarterly principal payment percentage of aggregate principal Term Loan Quarterly Principal Payment Percentage Of Aggregate Principal The percentage aggregate principal that is required to be paid each quarter to pay down the principal. Accounts Payable, Current, Total Accounts payable Accounts Payable, Current Tax Years 2014 through 2016. Tax Years 2014 through 2016 [Member] Tax Years 2014 Through 2016 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] Total costs and expenses Costs and Expenses Allowance for credit losses Accounts Receivable, Allowance for Credit Loss, Current Secured Overnight Financing Rate (SOFR) [Member] SOFR plus 2.75 Long-term income taxes payable Accrued Income Taxes, Noncurrent Estimated income tax expense, inclusive of interest, recorded in the first quarter of 2024, related to settlement of 2014 through 2016 IRS audits assessment, which was accepted in February 2024. Estimated Range of Income Tax Expense Inclusive of Interest on Settlement of 2014 to 2016 IRS Audits Assessment Estimated range of income tax expense inclusive of interest on settlement of 2014 to 2016 IRS audits assessment XML 8.R1.htm IDEA: XBRL DOCUMENT v3.24.3 Document and Entity Information - shares 9 Months Ended Sep. 30, 2024 Oct. 31, 2024 Document Information [Line Items] Å Document Type 10-Q Å Amendment Flag false Å Document Period End Date Sep. 30, 2024 Å Document Fiscal Year Focus 2024 Å Document Fiscal Period Focus Q3 Å Entity Registrant Name TRIPADVISOR, INC. Å Trading Symbol TRIP Å Entity Central Index Key 0001526520 Å Current Fiscal Year End Date --12-31 Å Entity Current Reporting Status Yes Å Entity Filer Category Large Accelerated Filer Å Entity Shell Company false Å Entity Small Business false Å Entity Emerging Growth Company false Å Entity File Number 001-35362 Å Entity Tax Identification Number 80-0743202 Å Entity Address, Address Line One 400 1st Avenue Å Entity Address, City or Town Needham Å Entity Address, State or Province MA Å Entity Address, Postal Zip Code 02494 Å City Area Code 781 Å Local Phone Number 800-5000 Å Entity Interactive Data Current Yes Å Title of 12(b) Security Common stock Å Security Exchange Name NASDAQ Å Entity Incorporation, State or Country Code DE Å Document Quarterly Report true Å Document Transition Report false Å Common Stock, Unclassified Å Å Document Information [Line Items] Å Entity Common Stock, Shares Outstanding Å 126,535,867 Class B Common Stock Å Å Document Information [Line Items] Å Å Entity Common Stock, Shares Outstanding Å 12,799,999 X Å Entity Boolean flag that is true when the XBRL content amends previously-filed or accepted submission. + ReferencesNo definition available. + Details Name: dei AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli:booleanItem Type Balance Type: na Period Type: duration X - DefinitionArea code of city + ReferencesNo definition available. + Details Name: dei CityAreaCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItem Type Balance Type: na Period Type: duration X - DefinitionEnd date of current fiscal year in the format --MM-DD. + ReferencesNo definition available. + Details Name: dei CurrentFiscalYearEndDate Namespace Prefix: dei_ Data Type: xbrli:gMonthDayItem Type Balance Type: na Period Type: duration X - DefinitionFiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY. + ReferencesNo definition available. + Details Name: dei DocumentFiscalPeriodFocus Namespace Prefix: dei_ Data Type: dei:fiscalPeriodItem Type Balance Type: na Period Type: duration X - DefinitionThis is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006. + ReferencesNo definition available. +

Details Name: dei_DocumentFiscalYearFocus Namespace Prefix: dei_Data Type: xbrli:gYearItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: dei_DocumentInformationLineItems Namespace Prefix: dei_Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFor the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD. + ReferencesNo definition available. + Details Name: dei_DocumentPeriodEndDate Namespace Prefix: dei_Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as an quarterly report. + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Form 10-Q -Number 240 -Section 308 -Subsection a> + Details Name: dei_DocumentQuarterlyReport Namespace Prefix: dei_Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as a transition report. + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Forms 10-K, 10-Q, 20-F -Number 240 -Section 13 -Subsection a-1> + Details Name: dei_DocumentTransitionReport Namespace Prefix: dei_Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'. + ReferencesNo definition available. + Details Name: dei_DocumentType Namespace Prefix: dei_Data Type: dei:submissionTypeItem Balance Type: na Period Type: duration X - DefinitionAddress Line 1 such as Attn, Building Name, Street Name + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine1 Namespace Prefix: dei_Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the City or Town + ReferencesNo definition available. + Details Name: dei_EntityAddressCityOrTown Namespace Prefix: dei_Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCode for the postal or zip code + ReferencesNo definition available. + Details Name: dei_EntityAddressPostalZipCode Namespace Prefix: dei_Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the state or province. + ReferencesNo definition available. + Details Name: dei_EntityAddressStateOrProvince Namespace Prefix: dei_Data Type: dei:stateOrProvinceCodeItemType Balance Type: na Period Type: duration X - DefinitionA unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2> + Details Name: dei_EntityCentralIndexKey Namespace Prefix: dei_Data Type: dei:centralIndexKeyItemType Balance Type: na Period Type: duration X - DefinitionIndicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument. + ReferencesNo definition available. + Details Name: dei_EntityCommonStockSharesOutstanding Namespace Prefix: dei_Data Type: xbrli:sharesItem Balance Type: na Period Type: instant X - DefinitionIndicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesNo definition available. + Details Name: dei_EntityCurrentReportingStatus Namespace Prefix: dei_Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionIndicate if registrant meets the emerging growth company criteria. + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2> + Details Name: dei_EntityEmergingGrowthCompany Namespace Prefix: dei_Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionCommission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen. + ReferencesNo definition available. + Details Name: dei_EntityFileNumber Namespace Prefix: dei_Data Type: dei:fileNumberItemType Balance Type: na Period Type: duration X - DefinitionIndicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2> + Details Name: dei_EntityFilerCategory Namespace Prefix: dei_Data Type: dei:filerCategoryItemType Balance Type: na Period Type: duration X - DefinitionTwo-character EDGAR code representing the state or country of incorporation. + ReferencesNo definition available. + Details Name: dei_EntityIncorporationStateCountryCode Namespace Prefix: dei_Data Type: dei:edgarStateCountryItem Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Regulation S-T -Number 232 -Section 405> + Details Name: dei_EntityInteractiveDataCurrent Namespace Prefix: dei_Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionThe exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC. + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2> + Details Name: dei_EntityRegistrantName Namespace Prefix: dei_Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2> + Details Name: dei_EntityShellCompany Namespace Prefix: dei_Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionIndicates that the company is a Smaller Reporting Company (SRC). + ReferencesReference 1: <http://www.xbrl.org/2003/role/presentationRef-Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection d1-1> + Details Name: dei_SecurityExchangeName Namespace Prefix: dei_Data Type: dei:edgarExchangeCodeItemType Balance Type: na Period Type: duration X - DefinitionTrading symbol of an instrument as listed on an exchange. + ReferencesNo definition available. + Details Name: dei_TradingSymbol Namespace Prefix: dei_Data Type: dei:tradingSymbolItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementClassOfStockAxis=trip_CommonStockUnclassifiedMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 9 R2.htm IDEA: XBRL DOCUMENT v3.24.3 Unaudited Condensed Consolidated Statements of Operations - USD (\$) shares in Thousands, \$ in Millions 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2024 Sep. 30, 2023 Income Statement [Abstract] Á Á Á Á Revenue (Note 3) [1] \$ 532 \$ 533 \$ 1,424 \$ 1,398 Costs and expenses: Á Á Á Á Cost of revenue (1) (exclusive of depreciation and amortization as shown separately below) 47 43 128 113 Selling and marketing 271 272 755 761 Technology and content 73 66 224 205 General and administrative 51 49 161 144 Depreciation and amortization 21 21 63 63 Restructuring and other related reorganization costs (benefit) (Note 5) (1) 18 1 18 Total costs and expenses 462 469 1,332 1,304 Operating income (loss) 70 64 92 94 Other income (expense): Á Á Á Á Interest expense (13) (11) (35) (33) Interest income 13 13 38 38 Other income (expense), net (4) (2) (7) (3) Total other income (expense), net (4) 0 (4) (1) Income (loss) before income taxes 66 64 88 93 (Provision) benefit for income taxes (Note 8) (27) (37) (84) (115) Net income (loss) \$ 39 \$ 27 \$ 4 \$ (22) Earnings (loss) per share attributable to common stockholders (Note 12): Á Á Á Á Basic \$ 0.28 \$ 0.2 \$ 0.03 \$ (0.16) Diluted \$ 0.27 \$ 0.19 \$ 0.03 \$ (0.16) Numerator used to compute net income (loss) per share attributable to common stockholders (Note 12): Á Á Á Á Basic \$ 39 \$ 27 \$ 4 \$ (22) Diluted \$ 39 \$ 27 \$ 5 \$ (22) Weighted average common shares outstanding (Note 12): Á Á Á Á Basic 138,915 138,190 138,862 139,841 Diluted 144,193 143,286 144,971 139,841 [1] Our revenue is recognized primarily at a point in time for all reportable segments. X - DefinitionCost of product sold and service rendered, excluding depreciation, depletion, and amortization. + ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Name Accounting Standards Codification -Section 599 -Paragraph 2 -Subparagraph \(SX 210.5-03\(2\)\(a\)\) -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-599-2](http://www.xbrl.org/2009/role/commonPracticeRef-Name Accounting Standards Codification -Section 599 -Paragraph 2 -Subparagraph (SX 210.5-03(2)(a)) -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-599-2) + Details Name: us-gaap_CostOfGoodsAndServiceExcludingDepreciationDepletionAndAmortization Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionTotal costs of sales and operating expenses for the period. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 2 -Subparagraph \(SX 210.5-03\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-599-2](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-599-2) + Details Name: us-gaap_CostsAndExpenses Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_CostsAndExpensesAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe current period expense charged against earnings on long-lived, physical assets not used in production, and which are not intended for resale, to allocate or recognize the cost of such assets over their useful lives; or to record the reduction in book value of an intangible asset over the benefit period of such asset; or to reflect consumption during the period of an asset that is not used in production. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(b\) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28) + Details Name: us-gaap_DepreciationAndAmortization Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6> + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItem Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6> + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItem Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6> + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItem Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6> + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItem Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6> + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItem Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6> + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItem Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6> + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItem Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6> + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItem Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6> + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItem Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6> + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItem Balance Type: na Period Type: duration X - 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DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6> + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItem Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6> + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItem Balance Type: na Period Type: duration X - 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-Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480175/815-40-65-1>Reference 9: [http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7](http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7)Reference 12: <http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2>Reference 13: [http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B](http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B)Reference 14: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4>Reference 15: [http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1)Reference 16: [http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \(SX 210.5-03\(25\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 17: [http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.9-04\(27\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1)Reference 18: [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-04\(23\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)Reference 19: <http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7> + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareReconciliationAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionThe aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \(SX 210.5-03\(4\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.6-07\(2\)\(a\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1) + Details Name: us-gaap_GeneralAndAdministrativeExpense Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest. + ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22>Reference 2: <http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48>Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph \(f\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30)Reference 5: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1)Reference 6: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph \(ee\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-32](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-32)Reference 7: <http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12>Reference 8: [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-04\(11\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)Reference 9: <http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31>Reference 10: [http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.9-05\(b\)\(2\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1)Reference 11: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \(SX 210.5-03\(10\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 12: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.9-04\(15\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1) + Details Name: us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncomeStatementAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph \(ee\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 3: <http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12>Reference 4: <http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9>Reference 6: [http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SAB Topic 6.1.7\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.1.7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1)Reference 7: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8>Reference 8: <http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10>Reference 9: [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph \(h\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-04\(9\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph \(a\) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2](http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2)Reference 12: [http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.4-08\(h\)\) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1) + Details Name: us-gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionThe amount of expenses incurred in the period for information technology and data processing products and services. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \(SX 210.5-03\(6\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2) + Details Name: us-gaap_InformationTechnologyAndDataProcessing Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount of interest expense classified as nonoperating. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22)Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \(SX 210.5-03\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2) + Details Name: us-gaap_InterestExpenseNonoperating Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount before accretion (amortization) of purchase discount (premium) of interest income on nonoperating securities. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22)Reference 2: <http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48>Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \(SX 210.5-03\(7\)\(b\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph \(ee\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-32](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-32)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph \(ee\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32) + Details Name: us-gaap_InvestmentIncomeInterest Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(g\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(g\)\(3\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \(SX 210.5-03\(20\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3](http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph \(f\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28](http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28)Reference 9: <http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3>Reference 11:

-URI https://asc.fasb.org/1943274/2147480097/4/10-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B + Details Name: us-gaap NetIncomeLossAvailableToCommonStockholdersBasic Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities, and addition from assumption of issuance of common shares for dilutive potential common shares; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40 + Details Name: us-gaap NetIncomeLossAvailableToCommonStockholdersDiluted Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionThe aggregate amount of income or expense from ancillary business-related activities (that is to say, excluding major activities considered part of the normal operations of the business). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap NonoperatingIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap NonoperatingIncomeExpenseAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionThe net result for the period of deducting operating expenses from operating revenues. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap OperatingIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionAmount of income (expense) related to nonoperating activities, classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap OtherNonoperatingIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionDiscloses the amount charged against the accrued restructuring reserves, or earnings if not previously accrued, during the period for the specified type of restructuring cost. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1 + Details Name: us-gaap RestructuringAndRelatedCostIncurredCost Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionThe aggregate total amount of expenses directly related to the marketing or selling of products or services. + ReferencesNo definition available. + Details Name: us-gaap SellingAndMarketingExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap WeightedAverageNumberOfSharesOutstandingAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration XML 10 R3.htm IDEA: XBRL DOCUMENT v3.24.3 Unaudited Condensed Consolidated Statements of Operations (Parenthetical) - USD (\$) in Millions 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Stock-based compensation: A A A Stock-based compensation \$ 31 \$ 24 \$ 92 \$ 72 Cost of revenue A A A Stock-based compensation: A A A Stock-based compensation 0 0 1 1 Selling and Marketing A A A Stock-based compensation: A A A Stock-based compensation 6 4 17 12 Technology and Content A A A Stock-based compensation: A A A Stock-based compensation 13 10 38 30 General and Administrative A A A Stock-based compensation: A A A Stock-based compensation \$ 12 \$ 10 \$ 36 \$ 29 X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap ShareBasedCompensationAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - Details Name: us-gaap IncomeStatementLocationAxis=us-gaap_CostOfSalesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap SellingAndMarketingExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap IncomeStatementLocationAxis=trip TechnologyAndContentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap IncomeStatementLocationAxis=us-gaap_GeneralAndAdministrativeExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 11 R4.htm IDEA: XBRL DOCUMENT v3.24.3 Unaudited Condensed Consolidated Statements of Comprehensive Income (Loss) - USD (\$) in Millions 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Statement of Comprehensive Income [Abstract] A A A Net Income (Loss) \$ 39 \$ 27 \$ 4 \$ (22) Other comprehensive income (loss), net of tax: A A A Foreign currency translation adjustments, net of tax [1] 17 (10) 7 (7) Reclassification adjustments included in net income (loss), net of tax [1] 0 0 3 0 Total other comprehensive income (loss), net of tax 17 (10) 7 (7) Comprehensive income (loss) \$ 56 \$ 17 \$ 14 \$ (29) [1] (1) Deferred income tax liabilities related to these amounts are not material. X - DefinitionAmount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -

Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(22)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A](http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B](http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-04\(20\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-5 + Details Name: us-gaap_ComprehensiveIncomeNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6)Reference 2: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(g\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(g\)\(3\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \(SX 210.5-03\(20\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(c\) -Publisher FASB -URI 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<http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3>Reference 11: [http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(b\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1)Reference 12: [http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(f\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name 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210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A)Reference 23: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(ii\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A)Reference 24: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(iii\)\(A\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1A](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards 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https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax and reclassification adjustments of gain \(loss\) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature. + ReferencesReference 1: \[http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph \\(a\\) -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10A\]\(http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph \(a\) -SubTopic 10 -Topic 220 -Publisher FASB -URI 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of other comprehensive income \(loss\) attributable to parent entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19\)Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-20>Reference 3: \[http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph \\(c\\)\\(3\\) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A\]\(http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph \(c\)\(3\) -SubTopic 10 -Topic 810 -Publisher FASB -URI 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FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-17>Reference 5: \\[http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph \\\(d\\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20\\]\\(http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph \\(d\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20\\)Reference 6: \\[http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \\\(SX 210.7-04\\\(19\\\)\\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1\\]\\(http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \\(SX 210.7-04\\(19\\)\\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1\\)Reference 7: <http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-4>Reference 8:\]\(http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A + Details Name: us-gaap_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax of reclassification adjustments of the other comprehensive income \(loss\). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14A\)](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax and reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (a) -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10A)

Paragraph 11 - Publisher FASB - URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef - Topic 944 - SubTopic 40 - Name Accounting Standards Codification - Section 65 - Paragraph 2 - Subparagraph (g)(2)(ii) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef - Topic 944 - SubTopic 40 - Name Accounting Standards Codification - Section 65 - Paragraph 2 - Subparagraph (h)(2) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef - Topic 210 - SubTopic 10 - Name Accounting Standards Codification - Section S99 - Paragraph 1 - Subparagraph (SX 210.5-02(30)(a)(4)) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef - Topic 944 - SubTopic 210 - Name Accounting Standards Codification - Section S99 - Paragraph 1 - Subparagraph (SX 210.7-03(a)(23)(a)(3)) - Publisher FASB - URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef - Name Accounting Standards Codification - Topic 220 - SubTopic 10 - Section 45 - Paragraph 14 - Publisher FASB - URI https://asc.fasb.org/1943274/2147482790/220-10-45-14 + Details Name: us-gaap AccumulatedOtherComprehensiveIncomeLossNetOfTax Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionValue received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef - Topic 210 - SubTopic 10 - Name Accounting Standards Codification - Section S99 - Paragraph 1 - Subparagraph (SX 210.5-02(30)(a)(1)) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap AdditionalPaidInCapitalCommonStock Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef - Topic 280 - SubTopic 10 - Name Accounting Standards Codification - Section 55 - Paragraph 48 - Publisher FASB - URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef - Topic 280 - SubTopic 10 - Name Accounting Standards Codification - Section 55 - Paragraph 49 - Publisher FASB - URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef - Topic 270 - SubTopic 10 - Name Accounting Standards Codification - Section 50 - Paragraph 1 - Subparagraph (i) - Publisher FASB - URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef - Topic 280 - SubTopic 10 - Name Accounting Standards Codification - Section 50 - Paragraph 32 - Subparagraph (ee) - Publisher FASB - URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef - Topic 280 - SubTopic 10 - Name Accounting Standards Codification - Section 50 - Paragraph 32 - Subparagraph (d) - Publisher FASB - URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef - Topic 280 - SubTopic 10 - Name Accounting Standards Codification - Section 50 - Paragraph 22 - Publisher FASB - URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://www.xbrl.org/2003/role/disclosureRef - Topic 810 - SubTopic 10 - Name Accounting Standards Codification - Section 50 - Paragraph 3 - Subparagraph (bb) - Publisher FASB - URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef - Topic 810 - SubTopic 10 - Name Accounting Standards Codification - Section 45 - Paragraph 25 - Subparagraph (a) - Publisher FASB - URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 9: http://www.xbrl.org/2003/role/disclosureRef - Topic 235 - SubTopic 10 - Name Accounting Standards Codification - Section S99 - Paragraph 1 - Subparagraph (SX 210.4-08(g)(1)(iii)) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef - Topic 323 - SubTopic 10 - Name Accounting Standards Codification - Section 50 - Paragraph 3 - Subparagraph (c) - Publisher FASB - URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef - Topic 825 - SubTopic 10 - Name Accounting Standards Codification - Section 50 - Paragraph 28 - Subparagraph (f) - Publisher FASB - URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 12: http://www.xbrl.org/2003/role/exampleRef - Topic 852 - SubTopic 10 - Name Accounting Standards Codification - Section 55 - Paragraph 10 - Publisher FASB - URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 13: http://www.xbrl.org/2003/role/exampleRef - Topic 946 - SubTopic 830 - Name Accounting Standards Codification - Section 55 - Paragraph 12 - Publisher FASB - URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 14: http://www.xbrl.org/2003/role/disclosureRef - Topic 944 - SubTopic 210 - Name Accounting Standards Codification - Section S99 - Paragraph 1 - Subparagraph (SX 210.7-03(a)(12)) - Publisher FASB - URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef - Topic 946 - SubTopic 210 - Name Accounting Standards Codification - Section S99 - Paragraph 1 - Subparagraph (SX 210.6-04(8)) - Publisher FASB - URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef - Topic 210 - SubTopic 10 - Name Accounting Standards Codification - Section S99 - Paragraph 1 - Subparagraph (SX 210.5-02(18)) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef - Topic 470 - SubTopic 10 - Name Accounting Standards Codification - Section S99 - Paragraph 1A - Subparagraph (SX 210.13-01(a)(4)(ii)) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 18: http://www.xbrl.org/2009/role/commonPracticeRef - Topic 470 - SubTopic 10 - Name Accounting Standards Codification - Section S99 - Paragraph 1A - Subparagraph (SX 210.13-01(a)(4)(iii)) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 19: http://www.xbrl.org/2009/role/commonPracticeRef - Topic 470 - SubTopic 10 - Name Accounting Standards Codification - Section S99 - Paragraph 1A - Subparagraph (SX 210.13-01(a)(4)(iii)) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef - Topic 470 - SubTopic 10 - Name Accounting Standards Codification - Section S99 - Paragraph 1A - Subparagraph (SX 210.13-01(a)(4)(iii)(A)) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef - Topic 470 - SubTopic 10 - Name Accounting Standards Codification - Section S99 - Paragraph 1A - Subparagraph (SX 210.13-01(a)(4)(iv)) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 22: http://www.xbrl.org/2003/role/disclosureRef - Topic 470 - SubTopic 10 - Name Accounting Standards Codification - Section S99 - Paragraph 1A - Subparagraph (SX 210.13-01(a)(5)) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 23: http://www.xbrl.org/2003/role/disclosureRef - Topic 470 - SubTopic 10 - Name Accounting Standards Codification - Section S99 - Paragraph 1B - Subparagraph (SX 210.13-02(a)(4)(ii)) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 24: http://www.xbrl.org/2003/role/disclosureRef - Topic 470 - SubTopic 10 - Name Accounting Standards Codification - Section S99 - Paragraph 1B - Subparagraph (SX 210.13-02(a)(4)(iii)(A)) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 25: http://www.xbrl.org/2003/role/disclosureRef - Topic 470 - SubTopic 10 - Name Accounting Standards Codification - Section S99 - Paragraph 1B - Subparagraph (SX 210.13-02(a)(4)(iii)(B)) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 26: http://www.xbrl.org/2003/role/disclosureRef - Topic 470 - SubTopic 10 - Name Accounting Standards Codification - Section S99 - Paragraph 1B - Subparagraph (SX 210.13-02(a)(4)(iv)) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 27: http://www.xbrl.org/2003/role/disclosureRef - Topic 470 - SubTopic 10 - Name Accounting Standards Codification - Section S99 - Paragraph 1B - Subparagraph (SX 210.13-02(a)(5)) - Publisher FASB - URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 28: http://www.xbrl.org/2009/role/commonPracticeRef - Topic 852 - SubTopic 10 - Name Accounting Standards Codification - Section 50 - Paragraph 7 - Subparagraph (a) - Publisher FASB - URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/disclosureRef - Topic 280 - SubTopic 10 - Name Accounting Standards Codification - Section 50 - Paragraph 30 - Subparagraph (c) - Publisher FASB - URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 30: http://fasb.org/us-gaap/role/ref/legacyRef - Topic 942 - SubTopic 210 - Name Accounting Standards Codification - Section S99 - Paragraph 1 - Subparagraph (SX 210.9-03(11)) - Publisher FASB - URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap Assets Namespace Prefix: us-gaap

Paragraph 6 - Publisher FASB -URI <https://asc.fasb.org/1943274/2147482525/740-10-45-6> + Details Name: us-gaap_DeferredIncomeTaxAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionAmount, after deferred tax asset, of deferred tax liability attributable to taxable differences with jurisdictional netting. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-03\(a\)\(15\)\(b\)\(2\)\)](http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(15)(b)(2))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-4>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-6> + Details Name: us-gaap_DeferredIncomeTaxLiabilitiesNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from finance lease, classified as noncurrent. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1) + Details Name: us-gaap_FinancialLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49>Reference 2: <http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24>Reference 3: [http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100](http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100)Reference 4: [http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 1 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-100](http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-100)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(15\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 6: <http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1>Reference 7: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1)Reference 8: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(h\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.9-03\(10\)\(1\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1) + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionCarrying amount due within one year of the balance sheet date (or one operating cycle, if longer) from tax authorities as of the balance sheet date representing refunds of overpayments or recoveries based on agreed-upon resolutions of disputes. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.9-03\(10\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1)Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(3\)\(a\)\(4\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(3)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1) + Details Name: us-gaap_IncomeTaxesReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionSum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges. + ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(a\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2)Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2)Reference 3: <http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-1> + Details Name: us-gaap_IntangibleAssetsNetExcludingGoodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionAmount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(22\)\) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(20\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(24\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(19\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(25\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 6: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(26\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 7: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(23\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 8: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(21\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3](http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25](http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(bb\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3](http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3)Reference 12: [http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)Reference 13: [http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3](http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3)Reference 14: [http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph \(f\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28](http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28)Reference 15: <http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12>Reference 16: [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.6-04\(14\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1)Reference 17: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(i\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1)Reference 18: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(ii\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1)Reference 19: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(iii\)\(A\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1)Reference 20: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(4\)\(iv\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1)Reference 21: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(5\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1)Reference 22: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(i\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1)Reference 23: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(A\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1)Reference 24: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(B\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1)Reference 25: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iv\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1)Reference 26: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(5\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1)Reference 27: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7)Reference 28: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7)Reference 29: [http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30](http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30) + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-100>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-03\(a\)\(25\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1)Reference 3: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3)Reference 5: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph \(f\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28)Reference 6: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.9-03\(23\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1)Reference 7: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(32\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(32)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1) + Details Name: us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionTotal obligations incurred as part of normal operations that are expected to be paid during the following two months or within one business cycle, if longer. + ReferencesReference 1:

https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap LiabilitiesCurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap LiabilitiesCurrentAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap LongTermDebtNoncurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479041/842-20-45-1> + Details Name: us-gaap OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479041/842-20-45-1> + Details Name: us-gaap OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of noncurrent assets classified as other. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap OtherAssetsNoncurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liabilities classified as other, due after one year or the normal operating cycle, if longer. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap OtherLiabilitiesNoncurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(21)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1> + Details Name: us-gaap PreferredStockValue Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer. + ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap PrepaidExpenseAndOtherAssetsCurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount 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. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482099/360-10-50-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478964/842-20-50-7A>Reference 3: <http://www.xbrl.org/2003/role/exampleRef> -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478451/942-360-50-1> + Details Name: us-gaap PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480016/944-40-65-2>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480016/944-40-65-2>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480990/946-20-50-11>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>Reference 7: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>Reference 8: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480008/505-10-S99-1> + Details Name: us-gaap RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionReflects the total carrying amount as of the balance sheet date of debt having initial terms less than one year or the normal operating cycle, if longer. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(13)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>Reference 3: <http://www.xbrl.org/2003/role/exampleRef> -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(1)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1> + Details Name: us-gaap ShortTermBorrowings Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 4: <http://www.xbrl.org/2003/role/exampleRef> -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 5: <http://www.xbrl.org/2003/role/exampleRef> -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479168/946-830-55-12>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>Reference 7: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-2>Reference 8: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 9: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 11: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1>Reference 12: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481687/323-10-50-3>Reference 13: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482907/825-10-50-28>Reference 14: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480418/310-10-S99-2> + Details Name: us-gaap StockholdersEquity Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap StockholdersEquityAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionCarrying value as of the balance sheet date of obligations incurred and payable for statutory income, sales, use, payroll, excise, real, property and other taxes. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap TaxesPayableCurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe amount allocated to treasury stock. Treasury stock is common and preferred shares of an entity that were issued, repurchased by the entity, and are held in its treasury. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 50 -Paragraph 4 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481520/505-30-50-4>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481549/505-30-45-1> + Details Name: us-gaap TreasuryStockValue Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap StatementClassOfStockAxis=us-gaap CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 13 R6.htm IDEA: XBRL DOCUMENT v3.24.3 Unaudited Condensed Consolidated Balance Sheets (Parenthetical) - USD (\$) \$ in Millions Sep. 30, 2024 Jun. 30, 2024 Dec. 31, 2023 Allowance for credit losses \$ 28 Å \$ 21 Property and equipment, net, accumulated depreciation 576 Å 551 Intangible assets, accumulated amortization 201 Å 208 Other long-term assets, allowance for credit losses \$ 10 Å \$ 10 Preferred stock, par value \$ 0.001 Å \$ 0.001 Preferred stock, shares authorized 100,000,000 Å 100,000,000 Preferred stock, shares issued 0 Å 0 Preferred stock, shares outstanding 0 Å 0 Common stock, par value \$ 0.001 Å \$ 0.001 Common stock, shares authorized 1,600,000,000 Å 1,600,000,000 Common stock, shares issued 152,675,707 Å 149,775,361 Common stock, shares outstanding 126,415,455 Å 124,881,494 Treasury stock, shares 26,260,252 Å 24,893,867 Class B Common Stock Å Å Common stock, par value \$ 0.001 Å \$ 0.001 Common stock, shares authorized 400,000,000 Å 400,000,000 Common stock, shares issued 12,799,999 Å 12,799,999 Common stock, shares outstanding 12,799,999 Å 12,799,999 X - DefinitionAmount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)(b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(14)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482099/360-10-50-1> + Details Name: us-gaap AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of allowance for credit loss on accounts receivable, classified as current. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(4)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479344/326-20-45-1>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481962/310-10-50-4> + Details Name: us-gaap AllowanceForDoubtfulAccountsReceivableCurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of allowance for credit loss on financing receivable, classified as noncurrent. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479344/326-20-45-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481962/310-10-50-4> + Details Name: us-gaap AllowanceForNotesAndLoansReceivableNoncurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of common shares permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section

S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1> + Details Name: us-gaap_CommonStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItem Type Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItem Type Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2>: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 4>: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 5>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6>: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3> + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItem Type Balance Type: na Period Type: instant X - DefinitionAccumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 10 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(16)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionFace amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-13> + Details Name: us-gaap_PreferredStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: instant X - DefinitionThe maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1> + Details Name: us-gaap_PreferredStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItem Type Balance Type: na Period Type: instant X - DefinitionNumber of shares issued for nonredeemable preferred shares and preferred shares redeemable solely at option of issuer. Includes, but is not limited to, preferred shares issued, repurchased, and held as treasury shares. Excludes preferred shares classified as debt. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-13> + Details Name: us-gaap_PreferredStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItem Type Balance Type: na Period Type: instant X - DefinitionAggregate share number for all nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer) held by stockholders. Does not include preferred shares that have been repurchased. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 3>: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 4>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 5>: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3> + Details Name: us-gaap_PreferredStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItem Type Balance Type: na Period Type: instant X - DefinitionNumber of previously issued common shares repurchased by the issuing entity and held in treasury. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481549/505-30-45-1> + Details Name: us-gaap_TreasuryStockCommonShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItem Type Balance Type: na Period Type: instant X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 14 R7.htm IDEA: XBRL DOCUMENT v3.24.3 Unaudited Condensed Consolidated Statements of Changes in Stockholders' Equity - USD (\$) (\$) in Millions Total Class B Common Stock Common Stock Additional Paid-in Capital Retained Earnings Accumulated Other Comprehensive Income (Loss) Treasury Stock Beginning balance at Dec. 31, 2022 \$ 861 A \$ 1,404 \$ 261 \$ (82) \$ (722) Beginning balance, shares at Dec. 31, 2022 12,799,999 146,891,538 A \$ (18,844,614) Net Income (Loss) (22) A \$ (22) A \$ Other comprehensive income (loss), net of tax (7) A \$ A \$ (7) A Issuance of common stock related to exercises of options and vesting of RSUs, shares A \$ 2,289,663 A \$ A Repurchase of common stock (Note 11) \$ (75) A \$ A \$ (75) Repurchase of common stock, shares (4,724,729) A \$ A \$ (4,724,729) Withholding taxes on net share settlements of equity awards \$ (14) A \$ (14) A \$ A Stock-based compensation 80 A \$ A 80 A A Ending balance at Sep. 30, 2023 823 A \$ 1,470 239 (89) \$ (797) Ending balance, shares at Sep. 30, 2023 12,799,999 149,181,201 A \$ (23,569,343) Beginning balance at Jun. 30, 2023 781 A \$ 1,445 212 (79) \$ (797) Beginning balance, shares at Jun. 30, 2023 12,799,999 148,642,645 A \$ (23,569,343) Net Income (Loss) 27 A \$ A 27 A \$ Other comprehensive income (loss), net of tax \$ (10) A \$ (10) A Issuance of common stock related to exercises of options and vesting of RSUs, shares A \$ 538,556 A \$ A Repurchase of common stock, shares 0 A \$ A A Withholding taxes on net share settlements of equity awards \$ (2) A \$ (2) A \$ A Stock-based compensation 27 A \$ A 27 A \$ A Ending balance at Sep. 30, 2023 823 A \$ 1,470 239 (89) \$ (797) Ending balance, shares at Sep. 30, 2023 12,799,999 149,181,201 A \$ (23,569,343) Beginning balance at Dec. 31, 2023 \$ 871 A \$ 1,493 271 (71) \$ (822) Beginning balance, shares at Dec. 31, 2023 124,881,494 12,799,999 149,775,361 A \$ (24,893,867) Net Income (Loss) \$ 4 A \$ 4 A \$ Other comprehensive income (loss), net of tax 10 A \$ A 10 A Issuance of common stock related to exercises of options and vesting of RSUs, shares A \$ 2,900,346 A \$ A Repurchase of common stock (Note 11) \$ (25) A \$ A \$ (25) A \$ (25) Repurchase of common stock, shares (1,366,385) A \$ A \$ (1,366,385) Withholding taxes on net share settlements of equity awards \$ (17) A \$ (17) A \$ A Stock-based compensation 101 A \$ 101 A \$ A Ending balance at Sep. 30, 2024 \$ 944 A \$ 1,577 275 (61) \$ (847) Ending balance, shares at Sep. 30, 2024 126,415,455 12,799,999 152,675,707 A \$ (26,260,252) Beginning balance at Jun. 30, 2024 \$ 857 A \$ 1,546 236 (78) \$ (847) Beginning balance, shares at Jun. 30, 2024 12,799,999 152,027,428 A \$ (26,260,252) Net Income (Loss) 39 A \$ 39 A \$ Other comprehensive income (loss), net of tax \$ 17 A \$ 17 A Issuance of common stock related to exercises of options and vesting of RSUs, shares A \$ 648,279 A \$ A Repurchase of common stock, shares 0 A \$ A A Withholding taxes on net share settlements of equity awards \$ (3) A \$ (3) A \$ A Stock-based compensation 34 A \$ 34 A \$ A Ending balance at Sep. 30, 2024 \$ 944 A \$ 1,577 \$ 275 \$ (61) \$ (847) Ending balance, shares at Sep. 30, 2024 126,415,455 12,799,999 152,675,707 A \$ (26,260,252) X - DefinitionAmount of decrease to equity for grantee's tax withholding obligation for award under share-based payment arrangement. + ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsRelatedToTaxWithholdingForShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 2 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480483/718-10-35-2Reference 2>: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 13 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481089/718-20-55-13Reference 3>: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 12 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481089/718-20-55-12> + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2>: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 4>: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 5>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6>: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3> + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItem Type Balance Type: na Period Type: instant X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5>: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17>: <http://www.xbrl.org/2003/role/exampleRef> -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23>: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24>: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards

Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01 (a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01 (a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01 (a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02 (a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02 (a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02 (a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02 (a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02 (a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax and reclassification adjustments of other comprehensive income (loss). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-17Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-4Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 55 -Paragraph 15 -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482739/220-10-55-15Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A + Details Name: us-gaap OtherComprehensiveIncomeLossNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber, after forfeiture, of shares or units issued under share-based payment arrangement. Excludes shares or units issued under employee stock ownership plan (ESOP). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap StockIssuedDuringPeriodSharesShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-09(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionNumber of shares that have been repurchased during the period and are being held in treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap TreasuryStockSharesAcquired Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the cost of common and preferred stock that were repurchased during the period. Recorded using the cost method. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481549/505-30-45-1 + Details Name: us-gaap TreasuryStockValueAcquiredCostMethod Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 15 R8.htm IDEA: XBRL DOCUMENT V3.24.3 Unaudited Condensed Consolidated Statements of Cash Flows - USD (\$) \$ in Millions 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Operating activities: A A Net income (loss) \$ 4 \$ (22) Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: A A Depreciation and amortization 63 63 Stock-based compensation expense (Note 10) 92 72 Deferred income tax expense (benefit) (24) (8) Provision for expected credit losses 5 5 Other, net 10 13 Changes in operating assets and liabilities, net: A A Accounts receivable, net, prepaid expenses and other assets (76) (36) Accounts payable, accrued expenses and other liabilities 42 32 Deferred merchant payables 106 130 Income tax receivables/payables, net (87) (5) Deferred revenue 12 20 Net cash provided by (used in) operating activities 147 254 Investing activities: A A Capital expenditures, including capitalized website development (51) (47) Net cash provided by (used in) investing activities (51) (47) Financing activities: A A Repurchase of common stock (Note 11) (25) (75) Proceeds from the issuance of Term Loan B Facility, net of financing costs (Note 6) 493 0 Payment of 2025 Senior Notes (Note 6) (500) 0 Payment of financing costs related to Credit Facility (Note 6) (1) (3) Payment of withholding taxes on net share settlements of equity awards (17) (14) Payments of finance lease obligation (5) (5) Net cash provided by (used in) financing activities (55) (97) Effect of exchange rate changes on cash, cash equivalents and restricted cash 4 (7) Net increase (decrease) in cash, cash equivalents and restricted cash 45 103 Cash, cash equivalents and restricted cash at beginning of period 1,067 1,021 Cash, cash equivalents and restricted cash at end of period 1,112 1,124 Supplemental disclosure of cash flow information: A A Cash paid (received) during the period for income taxes, net of refunds 195 128 Cash paid during the period for interest \$ 48 \$ 38 X - DefinitionIncrease (decrease) in prepayments from customers. + ReferencesNo definition available. + Details Name: trip IncreaseDecreaseInDeferredCustomerPrepayments Namespace Prefix: trip_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap DepreciationAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) from effect of exchange rate changes on cash and cash equivalents, and cash and cash equivalents restricted to

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

ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 230 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1> + Details Name: us-gaap EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash outflow for principal payment on finance lease. +

ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph \(g\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4](http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-5](http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-5) + Details Name: us-gaap FinanceLeasePrincipalPayments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after refund, of cash paid to foreign, federal, state, and local jurisdictions as income tax. +

ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2A>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 23 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-23>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-22>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2> + Details Name: us-gaap IncomeTaxesPaidNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in receivables, and operating assets classified as other. +

ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28) + Details Name: us-gaap IncreaseDecreaseInAccountsReceivableAndOtherOperatingAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in accrued expenses, and obligations classified as other. +

ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28) + Details Name: us-gaap IncreaseDecreaseInAccruedLiabilitiesAndOtherOperatingLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in obligation to transfer good or service to customer for which consideration has been received or is receivable. +

ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 912 -SubTopic 310 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478345/912-310-45-11](http://www.xbrl.org/2003/role/disclosureRef -Topic 912 -SubTopic 310 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478345/912-310-45-11)Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28) + Details Name: us-gaap IncreaseDecreaseInContractWithCustomerLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the amounts payable to taxing authorities for taxes that are based on the reporting entity's earnings, net of amounts receivable from taxing authorities for refunds of overpayments or recoveries of income taxes. +

ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28) + Details Name: us-gaap IncreaseDecreaseInIncomeTaxesPayableNetOfIncomeTaxesReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. +

Details Name: us-gaap IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount. +

ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-17](http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-17)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph \(e\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25](http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25)Reference 3: <http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2> + Details Name: us-gaap InterestPaidNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. +

ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24> + Details Name: us-gaap NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. +

Details Name: us-gaap NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. +

ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24> + Details Name: us-gaap NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. +

Details Name: us-gaap NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. +

ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25> + Details Name: us-gaap NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. +

Details Name: us-gaap NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of income (expense) included in net income that results in no cash inflow (outflow), classified as other. +

ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28> + Details Name: us-gaap OtherNoncashIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow to reacquire common stock during the period. +

ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15) + Details Name: us-gaap PaymentsForPurchaseOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow paid to third parties in connection with debt origination, which will be amortized over the remaining maturity period of the associated long-term debt. +

ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Subparagraph \(e\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15) + Details Name: us-gaap PaymentsOfDebtIssuanceCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash outflow to satisfy grantee's tax withholding obligation for award under share-based payment arrangement. +

ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15](http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15) + Details Name: us-gaap PaymentsRelatedToTaxWithholdingForShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow for purchases of and capital improvements on property, plant and equipment (capital expenditures), software, and other intangible assets. +

ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480060/805-50-25-1>Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-1>Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-2>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph \(c\) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13](http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13) + Details Name: us-gaap PaymentsToAcquireProductiveAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow from additional borrowings, net of cash paid to third parties in connection with debt origination. +

ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14](http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14) + Details Name: us-gaap ProceedsFromDebtNetOfIssuanceCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest. +

ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(g\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(g\)\(3\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.4-08\)\(g\)\(1\)\(ii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08)(g)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-50-1)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3](http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph \(f\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28](http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(b\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(f\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)Reference 10: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8>Reference 11: <http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11>Reference 12: [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3](http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3)Reference 13: <http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7>Reference 14: [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.6-07\)\(9\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-50-9](http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07)(9) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-50-9)Reference 15: [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.6-07\)\(9\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-50-9](http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07)(9) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-50-9)Reference 16: [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph \(SX 210.6-09\)\(1\)\(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-50-9](http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09)(1)(d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-50-9)Reference 17: <http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19>Reference 18: <http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6>Reference 19: [http://www.xbrl.org/2003/role/disclosureRef 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https://asc.fasb.org/1943274/2147480097/470-10-50-1)Reference 21: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\)\(a\)\(4\)\(iii\)\(B\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01)(a)(4)(iii)(B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-50-1)Reference 22: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\)\(a\)\(4\)\(iii\)\(A\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02)(a)(4)(iii)(A) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-50-1)Reference 23: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02)(a)(4)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-50-1)

Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 31: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4J -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4Reference 32: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4K -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4KReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-2Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_ProfitLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionAmount of expense (reversal of expense) for expected credit loss on accounts receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_ProvisionForDoubtfulAccounts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionThe cash outflow for a long-term debt where the holder has highest claim on the entity's asset in case of bankruptcy or liquidation during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_RepaymentsOfSeniorDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SupplementalCashFlowInformationAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration XML 16 R9.htm IDEA: XBRL DOCUMENT v.23.4.3 Pay vs Performance Disclosure - USD (\$) \$ in Millions 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2023 Pay vs Performance Disclosure A A A Net Income (Loss) \$ 39 \$ 27 \$ 4 \$ (22) X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 402 -Subsection v -Paragraph 1 + Details Name: ecd_PvpTable Namespace Prefix: ecd_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI 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https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: 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https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration XML 17 R10.htm IDEA: XBRL DOCUMENT v.23.4.3 Insider Trading Arrangements 3 Months Ended Sep. 30, 2024 Trading Arrangements, by Individual A Rule 10b5-1 Arrangement Adopted false Non-Rule 10b5-1 Arrangement Adopted false Rule 10b5-1 Arrangement Terminated false Non-Rule 10b5-1 Arrangement Terminated false X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItem Type Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItem Type Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrTrmtdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItem Type Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph A + Details Name: ecd_TradingArrByIndTable Namespace Prefix: ecd_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration XML 18 R11.htm IDEA: XBRL DOCUMENT v.23.4.3 Basis of Presentation 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] A Basis of Presentation NOTE 1: BASIS OF PRESENTATION We refer to Tripadvisor, Inc. and our wholly-owned subsidiaries as æTripadvisor, æ æTripadvisor Group, æ æthe Company, æ æœus, æ æœwe, æ æ and æœouræ in these notes to the unaudited condensed consolidated financial statements. Description of Business The Tripadvisor Group operates as a family of brands with the brands of connecting people to experiences worth sharing. The Company's vision is to be the worldæ™'s most trusted source for travel and experiences. The Company operates across three reportable segments: Brand Tripadvisor, Viator, and TheFork. We leverage our brands, technology platforms, and capabilities to connect our large, global audience with partners by offering rich content, travel guidance products and services, and two-sided marketplaces for experiences, accommodations, restaurants, and other travel categories. Brand Tripadvisoræ™'s purpose is to empower everyone to be a better traveler by serving as the worldæ™'s most trusted and essential travel guidance platform. Brand Tripadvisor offers travelers and experience seekers an online global platform for travelers to discover, generate, and share authentic user-generated content (æœUGCæ) in the form of ratings and reviews for destinations, points-of-interest (æœPOIsæ), experiences, accommodations, restaurants, and cruises in over 40 countries and in more than 20 languages across the world. As of December 31, 2023, Brand Tripadvisor offered more than 1 billion user-generated ratings and reviews on over 8 million experiences, accommodations, restaurants, airlines, and cruises.Viator enables travelers to discover and book iconic, unique and memorable experiences from operators around the globe. Viator's online marketplace is comprehensive, connecting travelers to bookable tours, activities and attractionsæ™'consisting of over 350,000 experiences from more than 55,000 operators as of December 31, 2023.TheFork provides an online marketplace that enables diners to discover and book online reservations at approximately 55,000 restaurants in 11 countries, across the U.K. and western and central Europe, as of December 31, 2023.Basis of Presentation The accompanying unaudited condensed consolidated financial statements present our results of operations, financial position and cash flows on a consolidated basis. The unaudited condensed consolidated financial statements include Tripadvisor, our wholly-owned subsidiaries, and entities we control, or in which we have a variable interest and are the primary beneficiary of expected cash profits or losses. All inter-company accounts and transactions have been eliminated in consolidation. One of our subsidiaries that operates in China has variable interests in affiliated entities in China in order to comply with Chinese laws and regulations, which restrict foreign investment in internet content provision businesses. Although we do not own the capital stock of these Chinese affiliates, we consolidate their results as we are the primary beneficiary of the cash losses or profits of these variable interest affiliates and have the power to direct the activity of these affiliates. Our variable interest entitiesæ™' financial results were not material for all periods presented. Investments in entities in which we do not have a controlling financial interest are accounted for under the equity method, the fair value option, as available-for-sale securities or at cost adjusted for observable price changes and impairments, as appropriate.The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the U.S. (æœGAAPæ) and include all normal and recurring adjustments that management of the Company considers necessary for a fair presentation of its financial position and operating results. We prepared the unaudited condensed consolidated financial statements following the requirements of the U.S. Securities and Exchange Commission (æœSECæ) for interim reporting. As permitted under those rules, we condensed or omitted certain footnotes or other financial information that are normally required by GAAP for annual financial statements. Additionally, certain prior period amounts have been reclassified for comparability with the current period presentation, none of which were material to the presentation of the accompanying unaudited condensed consolidated financial statements. Our interim unaudited condensed consolidated financial statements are not necessarily indicative of results that may be expected for any other interim period or for the full year. These interim unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2023, previously filed with the SEC (the "2023 Annual Report"). The unaudited condensed consolidated balance sheet as of December 31, 2023 included herein was derived from the audited consolidated financial statements as of that date, but does not include all disclosures including notes required by GAAP.As of September 30, 2024, Liberty Tripadvisor Holdings, Inc. (æœLTRIPæ) beneficially owned approximately 16.4 million shares of our common stock and 12.8 million shares of our Class B common stock, which constitute approximately 13% of the outstanding shares of common stock and 100% of the outstanding shares of Class B common stock. Assuming the conversion of all of LTRIPæ™'s shares of Class B common stock into common stock, LTRIP would beneficially own approximately 21% of the outstanding common stock. Because each share of Class B common stock is entitled to ten

per share and each share of common stock entitled to one vote per share, LTRIP may be deemed to own equity securities representing approximately 57% of our voting power. We had no related party transactions with LTRIP during each of the three and nine months ended September 30, 2024 and 2023.

Risks and Uncertainties Our business was negatively impacted by the risks and uncertainties related to the COVID-19 pandemic and our business would be adversely and materially affected upon a resurgence of COVID-19 or the emergence of any new pandemic or other health crisis that results in reinstated travel bans and/or other government restrictions and mandates. Following the lifting of restrictions in connection with the COVID-19 pandemic, travel demand increased. In addition, the U.S. and other countries have seen elevated and fluctuating levels of inflation and decreases in discretionary spending patterns by consumers. If macroeconomic conditions deteriorate, consumer demand and spending may decline, we may not be able to pass on increased costs to our customers and any inability to navigate the macroeconomic environment could harm our business, results of operations and financial condition. Additionally, natural disasters, public health-related events, political instability, geopolitical conflicts, including the evolving events in the Middle East, acts of terrorism, fluctuations in currency values, and changes in global economic conditions are examples of other events that could have a negative impact on the travel industry, and as a result, our financial results.

Accounting Estimates We use estimates and assumptions in the preparation of our unaudited condensed consolidated financial statements in accordance with GAAP. Our estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of our unaudited condensed consolidated financial statements. These estimates and assumptions also affect the reported amount of net income or loss during any period. Our actual financial results could differ significantly from these estimates. The significant estimates underlying our unaudited condensed consolidated financial statements is accounting for income taxes. Refer to Note 8: Income Taxes for information regarding our significant income tax estimates.

Seasonality Consumer travel expenditures have historically followed a seasonal pattern. Correspondingly, travel partner advertising investments, and therefore our revenue and operating profits, have also historically followed a seasonal pattern. Our financial performance tends to be seasonally highest in the second and third quarters of a given year, which includes the seasonal peak in consumer demand, including traveler accommodation stays, and travel experiences taken, compared to the first and fourth quarters, which represent seasonal low points. In addition, during the first half of the year, experience bookings typically exceed the amount of completed experiences, resulting in higher cash flow related to working capital; while during the second half of the year, particularly in the third quarter, this pattern reverses and cash flows from these transactions are typically negative. Other factors may also impact typical seasonal fluctuations, such as significant shifts in our business mix, adverse economic conditions, public health-related events, as well as other factors.

X - ReferencesNo definition available. + Details Name: us-gaap Accounting PoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrl:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for the business description and basis of presentation concepts. Business description describes the nature and type of organization including but not limited to organizational structure as may be applicable to holding companies, parent and subsidiary relationships, business divisions, business units, business segments, affiliates and information about significant ownership of the reporting entity. Basis of presentation describes the underlying basis used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContentReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 275 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/275/tableOfContentReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/205/tableOfContent + Details Name: us-gaap BusinessDescriptionAndBasisOfPresentationTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 19 R12.htm IDEA: XBRL DOCUMENT v3.24.3 Significant Accounting Policies 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] A Significant Accounting Policies NOTE 2: SIGNIFICANT ACCOUNTING POLICIES There have been no material changes to our accounting policies since December 31, 2023, as described under Note 2: Significant Accounting Policies, in the notes to consolidated financial statements in Item 8 of our 2023 Annual Report. New Accounting Pronouncements Not Yet Adopted In December 2023, the Financial Accounting Standards Board (FASB) issued new accounting guidance requiring entities to provide additional information in the income tax rate reconciliation and additional disclosures about income taxes paid. The new accounting guidance requires entities to disclose in their rate reconciliation table additional categories of information about federal, state and foreign income taxes and to provide more details about the reconciling items in some categories if the items meet a quantitative threshold. This guidance is effective for annual periods beginning after December 15, 2024, and should be applied prospectively, but entities have the option to apply it retrospectively for each period presented. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. We are currently considering our timing of adoption and are in the process of evaluating the impact of adopting this newly issued accounting rule on our consolidated financial statements and related disclosures. In November 2023, the FASB issued new accounting guidance which expands public entities' segment disclosures by requiring disclosure of significant segment expenses that are regularly provided to the chief operating decision maker (CODM) and included within each reported measure of segment profit or loss, an amount and description of its composition for other segment items, and interim disclosures of a reportable segment's profit or loss and assets. This guidance is effective for annual periods beginning after December 15, 2023, and interim periods within annual periods beginning after December 15, 2024, with early adoption permitted, including adoption in any interim period. We will adopt this guidance with our Annual Report on Form 10-K for the year ended December 31, 2024. The Company is in the process of evaluating changes which may be required to support our future reportable segment disclosures in order to comply with this new guidance, including evaluation of internal reporting, operational processes, controls, and other areas.

X - ReferencesNo definition available. + Details Name: us-gaap Accounting PoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrl:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for all significant accounting policies of the reporting entity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContent + Details Name: us-gaap RevenueFromContractWithCustomerTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 20 R13.htm IDEA: XBRL DOCUMENT v3.24.3 Revenue Recognition 9 Months Ended Sep. 30, 2024 Revenue from Contract with Customer [Abstract] A Revenue Recognition NOTE 3: REVENUE RECOGNITION There have been no material changes to our principal revenue streams, revenue recognition policies, performance obligations, description of and timing of services, or customer payment terms since December 31, 2023, as described under Note 2: Significant Accounting Policies in the notes to consolidated financial statements in Item 8 of our 2023 Annual Report. There was no significant revenue recognized in the three and nine months ended September 30, 2024 and 2023, related to performance obligations satisfied in prior periods. We have applied a practical expedient and do not disclose the value of unsatisfied performance obligations that have an original expected duration of less than one year. The Company expects to complete its performance obligations within one year from the initial transaction date. The value related to our remaining or partially satisfied performance obligations relates to subscription services that are satisfied over time or services that are recognized at a point in time, but not yet achieved. Disaggregation of RevenueWe disaggregate revenue from contracts with customers into major products/revenue sources. We have determined that disaggregating revenue into these categories achieves the disclosure objective under GAAP, which is to depict how the nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factors. As noted in Note 13: Segment Information, our business consists of three reportable segments: (1) Brand Tripadvisor; (2) Viator; and (3) The Fork. A reconciliation of disaggregated revenue to segment revenue is included below:

	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W	X	Y	Z	AA	AB	AC	AD	AE	AF	AG	AH	AI	AJ	AK	AL	AM	AN	AO	AP	AQ	AR	AS	AT	AU	AV	AW	AX	AY	AZ	BA	BB	BC	BD	BE	BF	BG	BH	BI	BJ	BK	BL	BM	BN	BO	BP	BQ	BR	BS	BT	BU	BV	BW	BX	BY	BZ	CA	CB	CC	CD	CE	CF	CG	CH	CI	CJ	CK	CL	CM	CN	CO	CP	CQ	CR	CS	CT	CU	CV	CW	CX	CY	CZ	DA	DB	DC	DD	DE	DF	DG	DH	DI	DJ	DK	DL	DM	DN	DO	DP	DQ	DR	DS	DT	DU	DV	DW	DX	DY	DZ	EA	EB	EC	ED	EE	EF	EG	EH	EI	EJ	EK	EL	EM	EN	EO	EP	EQ	ER	ES	ET	EU	EV	EW	EX	EY	EZ	FA	FB	FC	FD	FE	FF	FG	FH	FI	FJ	FK	FL	FM	FN	FO	FP	FQ	FR	FS	FT	FU	FV	FW	FX	FY	FZ	GA	GB	GC	GD	GE	GF	GG	GH	GI	GJ	GK	GL	GM	GN	GO	GP	GQ	GR	GS	GT	GU	GV	GW	GX	GY	GZ	HA	HB	HC	HD	HE	HF	HG	HH	HI	HJ	HK	HL	HM	HN	HO	HP	HQ	HR	HS	HT	HU	HV	HW	HX	HY	HZ	IA	IB	IC	ID	IE	IF	IG	IH	II	IJ	IK	IL	IM	IN	IO	IP	IQ	IR	IS	IT	IU	IV	IW	IX	IY	IZ	JA	JB	JC	JD	JE	JF	JG	JH	JI	IJ	JK	KL	KM	KN	KO	KP	KQ	KR	KS	KT	KU	KV	KW	KX	KY	KZ	LA	LB	LC	LD	LE	LF	LG	LH	LI	LJ	LK	LM	LN	LO	LP	LQ	LR	LS	LT	LU	LV	LW	LX	LY	LZ	MA	MB	MC	MD	ME	MF	MG	MH	MI	MJ	MK	ML	MM	MN	MO	MP	MQ	MR	MS	MT	MU	MV	MW	MX

The consolidated balance sheet at September 30, 2024, which approximates their fair values because of the short-term nature of these items. Accounts receivable and contract assets as described below, as well as certain other financial assets, are measured at amortized cost and are carried at cost less an allowance for expected credit losses on our unaudited condensed consolidated balance sheet to present the net amount expected to be collected. Accounts Receivable, net. The following table provides information about the opening and closing balances of accounts receivable, including contract assets, net of allowance for expected credit losses, from contracts with customers as of the dates presented:

	September 30, 2024	December 31, 2023
(in millions)	\$220	\$177
Contract assets	\$23	\$15
Total	\$243	\$192

Accounts receivable are recognized when the right to consideration becomes unconditional, and are recorded net of an allowance for expected credit losses. We record accounts receivable at the invoiced amount. Our customer invoices are generally due from customers 30 days from the time of invoicing. Contract assets are rights to consideration in exchange for services that we have transferred to a customer when that right is conditional on something other than the passage of time, such as commission payments that are contingent upon the completion of the service by the principal in the transaction. The difference between the opening and closing balances of our contract assets primarily results from the timing difference between when we satisfy our performance obligations and the time when the principal completes the service in the transaction. During the periods ended September 30, 2024 and December 31, 2023, there were no significant changes in contract assets related to business combinations, impairments, cumulative catch-ups or other material adjustments.

Fair Value of Long-Term Debt. The following table shows the aggregate principal and fair value amount of the 2025 Senior Notes, 2026 Senior Notes, and Term Loan B Facility as of the dates presented, primarily classified as long-term debt on our unaudited condensed consolidated balance sheets and are considered Level 2 fair value measurements. Refer to Note 6: Debt for additional information on the 2025 Senior Notes, 2026 Senior Notes, and Term Loan B Facility.

	September 30, 2024	December 31, 2023
Principal	\$500	\$500
Unamortized Debt Issuance Costs	\$4	\$5
Carrying Value	\$504	\$505
Fair Value	\$500	\$500

We estimate the fair value of the 2025 Senior Notes, 2026 Senior Notes, and Term Loan B Facility based on recently reported market transactions and/or prices for identical or similar financial instruments obtained from a third-party pricing source. During the third quarter of 2024, the Company issued the \$500 million Term Loan B Facility and used these borrowed funds to redeem all \$500 million aggregate principal amount of the Company's outstanding 2025 Senior Notes. Refer to Note 6: Debt for further information. The Company did not have any assets or liabilities measured at fair value on a recurring basis using Level 3 unobservable inputs as of September 30, 2024 and December 31, 2023.

Risks and Concentrations. Our business is subject to certain financial risks and concentrations, including concentration related to dependence on our relationships with our customers. For the year ended December 31, 2023, our two most significant travel partners, Expedia Group, Inc. (and its subsidiaries) and Booking Holdings, Inc. (and its subsidiaries) each accounted for 10% or more of our consolidated revenue and together accounted for approximately 25% of our consolidated revenue, with nearly all of this revenue concentrated in our Brand TripAdvisor segment. Financial instruments, which potentially subject us to concentration of credit risk, generally consist, at any point in time, of cash and cash equivalents, corporate debt securities, forward contracts, capped calls, and accounts receivable. We maintain cash balances with financial institutions that are in excess of Federal Deposit Insurance Corporation insurance limits in the U.S. and similar government programs outside the U.S. Our cash and cash equivalents are generally composed of available on demand bank deposits or term deposits with several major global financial institutions, as well as money market funds, primarily denominated in U.S. dollars, and to a lesser extent Euros, British pounds, and Australian dollars. We may invest in highly-rated corporate debt securities, and our investment policy limits the amount of credit exposure to any one issuer, industry group and currency. Our credit risk related to corporate debt securities is also mitigated by the relatively short maturity period required by our investment policy. Forward contracts and capped calls are transacted with major international financial institutions with high credit standings. Forward contracts, which, to date, have typically had maturities of less than 90 days, also mitigate risk. Our overall credit risk related to accounts receivable is mitigated by the relatively short collection period.

Assets Measured at Fair Value on a Non-Recurring Basis. Non-Marketable Investments. Equity Securities Accounted for under the Equity Method. The Company owns a 40% equity investment in Chelsea Investment Holding Company PTE Ltd., which is majority owned by Ctrip Investment Holding Ltd, a majority-owned subsidiary of Trip.com Group Limited. The Company accounts for this minority investment under the equity method, given it has the ability to exercise significant influence, but not control, over the investee. The carrying value of this minority investment was \$29 million and \$30 million as of September 30, 2024 and December 31, 2023, respectively, and is included in non-marketable investments on our unaudited condensed consolidated balance sheets. During both the nine months ended September 30, 2024 and 2023, we recognized \$1 million, representing our share of the investee's net loss in other income (expenses), net within the unaudited condensed consolidated statements of operations, while this amount was not material during both the three months ended September 30, 2024 and 2023. The Company evaluates this investment for impairment when factors indicate that a decline in the value of its investment has occurred and the carrying amount of its investment may not be recoverable. An impairment loss, based on the excess of the carrying value over the estimated fair value of the investment based on Level 3 inputs, is recognized in earnings when an impairment is deemed to be other than temporary. During the three and nine months ended September 30, 2024 and 2023, we did not record any impairment loss on this equity investment. The Company maintains various commercial agreements with Chelsea Investment Holding Company PTE Ltd. and/or its subsidiaries. Transactions under these agreements are considered related-party transactions, and were not material during the three and nine months ended September 30, 2024 and 2023. Other Long-Term Assets. The Company holds collateralized notes (the "Notes Receivable") issued by a privately held company with a total principal amount of \$20 million. The Company has classified the Notes Receivable as held-to-maturity, as the Company has concluded it has the positive intent and ability to hold the Notes Receivable until maturity, with 50% due June 2028 and the remaining 50% due June 2030, or the date on which there is a change in control, whichever is earlier. As of both September 30, 2024 and December 31, 2023, the carrying value of the Notes Receivable was \$9 million, net of accumulated allowance for credit losses, and is classified in other long-term assets, net on our unaudited condensed consolidated balance sheets at amortized cost. On a quarterly basis, we perform a qualitative assessment considering impairment indicators to evaluate whether the Notes Receivable are impaired and monitor for changes to our allowance for credit losses. Other non-financial assets, such as property and equipment, goodwill, intangible assets, and operating lease right-of-use assets are adjusted to fair value when an impairment charge is recognized or the underlying investment is sold. Such fair value measurements, if necessary, are based predominantly on Level 3 inputs.

X - Definition: The entire disclosure for financial instruments. This disclosure includes, but is not limited to, fair value measurements of short and long term marketable securities, international currencies forward contracts, and auction rate securities. Financial instruments may include hedging and non-hedging currency exchange instruments, derivatives, securitizations and securities available for sale at fair value. Also included are investment results, realized and unrealized gains and losses as well as impairments and risk management disclosures.

+ References: No definition available. + Details Name: us-gaap-FinancialInstrumentsDisclosureTextBlock Namespace Prefix: us-gaap- Data Type: dt-type:textBlock Item Type Balance Type: na Period Type: duration X - References: No definition available. + Details Name: us-gaap-InvestmentsAllOtherInvestmentsAbstract Namespace Prefix: us-gaap- Data Type: xbrl:stringItem Type Balance Type: na Period Type: duration XML 22 R15.htm IDEA: XBRL DOCUMENT V3.24.3 Accrued Expenses and Other Current Liabilities 9 Months Ended Sep. 30, 2024 Payables and Accruals [Abstract] Accrued Expenses and Other Current Liabilities NOTE 5: ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES Accrued expenses and other current liabilities consisted of the following as of the dates presented:

	September 30, 2024	December 31, 2023
(in millions)	\$67	\$70
Accrued salary, bonus, and other employee-related benefits	\$67	\$70
Accrued marketing costs	\$4	\$6
Interest payable	\$1	\$1
Finance lease liability - current portion	\$7	\$6
Operating lease liabilities - current portion	\$6	\$10
Restructuring and other related reorganization costs	\$2	\$4
Non-income taxes payable	\$24	\$16
Accrued legal contingencies	\$10	\$5
Other	\$58	\$53

Amount relates primarily to unpaid interest accrued on the 2025 Senior Notes as of December 31, 2023. Refer to Note 6: Debt for further information. (2) During the third quarter of 2023, the Company approved and subsequently initiated a set of actions across its businesses in order to reduce its cost structure, improve operational efficiencies, and realign its workforce with its strategic initiatives. These actions taken by the Company resulted in reduced global headcount. As a result, the Company incurred estimated pre-tax restructuring and other related reorganization costs of \$22 million during the year ended December 31, 2023, of which \$18 million was incurred during the three months ended September 30, 2023, consisting primarily of employee severance and related benefits. We expect the majority of remaining unpaid costs as of September 30, 2024 to be disbursed during the fourth quarter of 2024. The following table summarizes our restructuring and other related reorganization costs for the nine months ended September 30, 2024:

	September 30, 2024
(in millions)	\$4
Carrying Value	\$4
Accrued liability as of December 31, 2023	\$13
Charges	\$1
Payments	\$10

Accrued liability as of September 30, 2024 \$4 (3) Amount relates primarily to unpaid digital service taxes. (4) Refer to "Note 9: Commitments and Contingencies" for further information. X - Definition: The entire disclosure for accounts payable, accrued expenses, and other liabilities that are classified as current at the end of the reporting period. + References: Reference 1: http://www.xbrl.org/2003/role/disclosureRef-Topic 720 - SubTopic 3 - Name Accounting Standards Codification-Section 45 - Paragraph 1 - Publisher FASB-URI https://asc.fasb.org/1943274/42147483384/720-30-45-1 + Details Name: us-gaap-AccountsPayableAccruedLiabilitiesAndOtherLiabilitiesDisclosureCurrentTextBlock Namespace Prefix: us-gaap- Data Type: dt-type:textBlock Item Type Balance Type: na Period Type: duration X - References: No definition available. + Details Name: us-gaap-PayablesAndAccrualsAbstract Namespace Prefix: us-gaap- Data Type: xbrl:stringItem Type Balance Type: na Period Type: duration XML 23 R16.htm IDEA: XBRL DOCUMENT V3.24.3 Debt 9 Months Ended Sep. 30, 2024 Debt Disclosure [Abstract] Debt NOTE 6: DEBT The Company's outstanding debt consisted of the following as of the dates presented:

	September 30, 2024	December 31, 2023
(in millions)	\$500	\$500
Short-term debt:	\$5	\$5
Term Loan B Facility	\$5	\$5
Total short-term debt	\$5	\$5
Long-term debt:	\$495	\$495
Term Loan A Facility	\$495	\$495
Convertible 2026 Senior Notes	\$206	\$206
2026 Senior Notes	\$289	\$289
2025 Senior Notes	\$495	\$495
Unamortized Debt Issuance Costs	\$8	\$6
Total long-term debt	\$503	\$501

Credit Agreement. We are party to a credit agreement with a group of lenders initially entered into in June 2015 and, amended and restated in June 2023 (the "Credit Agreement"), which, among other things, provides for a \$500 million secured revolving credit facility (the "Credit Facility"). The Credit Facility has a maturity date of June 29, 2028 (unless, on any date that is 91 days prior to the final scheduled maturity date in respect of any indebtedness outstanding under certain specified debt, the aggregate outstanding principal amount of such specified debt is \$200 million or more, then the maturity date will be such business day). On July 8, 2024, the Company entered into the First Amendment to its Credit Agreement (the "Amended Credit Agreement"), which implements the Term Loan B Facility (discussed below); and among other things: Does not change the aggregate amount of revolving commitments available at \$500 million related to our Credit Facility; Makes certain adjustments to the definition of Consolidated EBITDA; Increases the Available Amount by the portion of excess cash flow and asset sale, casualty and condemnation mandatory prepayments declined by lenders under the Term Loan B Facility, which may be used to make restricted payments and investments; Adds a separate dollar basket not to exceed the greater of \$195 million and 50% of Consolidated EBITDA for capital leases and purchase money debt; Adds a separate covenants basket for additional indebtedness up to 3.5 times pro forma Total Net Leverage Ratio, subject to certain customary limitations; and Adds customary extension and modification and refinancing facility provisions. The Amended Credit Agreement includes certain customary restrictions on the ability of the Company and its subsidiaries to, among other things, incur additional indebtedness, grant additional liens, and make investments, acquisitions, dispositions, distributions, and other payments, with certain exceptions as more specifically described in the Amended Credit Agreement. The Amended Credit Agreement contains customary events of default and modifies the cross-default

unaudited condensed consolidated balance sheets as of both September 30, 2024 and December 31, 2023. The Capped Calls are not accounted for as derivatives and their fair value is not remeasured each reporting period. Refer to Note 8: Debt in the notes to consolidated financial statements in Item 8 of our 2023 Annual Report, for additional information pertaining to redemption, conversion, repurchase features, and other terms regarding the Credit Facility, 2025 Senior Notes, 2026 Senior Notes and Capped Calls. X - ReferencesNo definition available. + Details Name: us-gaap DebtDisclosureAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants. + ReferencesReference 1:

alleged infringement of third-party intellectual property rights), tax matters (including value-added, excise, transient occupancy and accommodation taxes), regulatory compliance (including competition, consumer protection matters and data privacy or cybersecurity matters), contractual claims (including related to our material agreements or other contracts), defamation and reputational claims, personal injury claims, labor and employment matters and commercial disputes. Periodically, we review the status of all significant outstanding matters to assess any potential financial exposure. We record the estimated loss in our consolidated statements of operations when (i) it is probable that an asset has been impaired or a liability has been incurred; and (ii) the amount of the loss can be reasonably estimated and is material. We provide disclosures in the notes to the consolidated financial statements for loss contingencies that do not meet both of these conditions if there is a reasonable possibility that a loss may have been incurred that would be material to the consolidated financial statements. We base accruals on the best information available at the time, which can be highly subjective. Although occasional adverse decisions or settlements may occur, we do not believe that the final disposition of any of these matters will have a material adverse effect on our business, except for certain known income tax matters discussed in [Note 8: Income Taxes](#). However, the final outcome of these matters could vary significantly from our estimates. Finally, there may be claims or actions pending or threatened against us of which we are currently not aware and the ultimate disposition of which could have a material adverse effect on us. All legal fees incurred by the Company related to any regulatory and legal matters are expensed in the period incurred. We are under audit by the IRS and various other domestic and foreign tax authorities with regards to income tax matters. We have reserved for potential losses that may result from examinations by, or any negotiated agreements with, these tax authorities. Although we believe our tax estimates are reasonable, the final determination of audits could be materially different from our historical tax provisions and accruals. The results of an audit could have a material effect on our financial position, results of operations, or cash flows in the period for which that determination is made. Refer to [Note 8: Income Taxes](#) for further information on potential contingencies pertaining to current income tax audits. As of September 30, 2024, we have an accrual in the amount of \$10 million in accrued expenses and other current liabilities in our unaudited condensed consolidated balance sheet, as an estimated potential settlement of a regulatory related matter within our alternative accommodation rentals offering. This amount was accrued during the three months ended March 31, 2024, and is included in general and administrative expenses in our unaudited condensed consolidated statements of operations for the nine months ended September 30, 2024. This accrual is based on our best estimate of probable loss; the ultimate resolution of this contingency may be greater or less than the liability recorded. X - ReferencesNo definition available. + Details Name: us-gaap CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap Data Type: xbrl:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for commitments and contingencies. + ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef-Topic 405-SubTopic 30-Name Accounting Standards Codification-Publisher FASB-URI https://asc.fasb.org/405-30/tableOfContentReference> 2:

[illegible]

Section 50 - Paragraph 32 - SubParagraph (d) - Publisher FASB - URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 - SubParagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 - SubParagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 - SubParagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 9: http://www.xbrl.org/2003/role/exampleRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 - SubParagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 10: http://www.xbrl.org/2003/role/exampleRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 - SubParagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 - SubParagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 34 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-34Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 26C -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-26CReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 26B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-26BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-15Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/280/tableOfContentReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 26 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-26Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -SubParagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-21Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -SubParagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-21Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -SubParagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32 + Details Name: us-gaap SegmentReportingDisclosureTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration XML 31 R24.htm IDEA: XBRL DOCUMENT V3.24.3 Significant Accounting Policies (Policies) 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Å Basis of Presentation Basis of Presentation The accompanying unaudited condensed consolidated financial statements present our results of operations, financial position and cash flows on a consolidated basis. The unaudited condensed consolidated financial statements include TripAdvisor, our wholly-owned subsidiaries, and entities we control, or in which we have a variable interest and are the primary beneficiary of expected cash profits or losses. All inter-company accounts and transactions have been eliminated in consolidation. One of our subsidiaries that operates in China has variable interests in affiliated entities in China in order to comply with Chinese laws and regulations, which restrict foreign investment in internet content provision businesses. Although we do not own the capital stock of these Chinese affiliates, we consolidate their results as we are the primary beneficiary of the cash losses or profits of these variable interest affiliates and have the power to direct the activity of these affiliates. Our variable interest entities' financial results were not material for all periods presented. Investments in entities in which we do not have a controlling financial interest are accounted for under the equity method, the fair value option, as available-for-sale securities or at cost adjusted for observable price changes and impairments, as appropriate. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the U.S. (ÅGAAP) and include all normal and recurring adjustments that management of the Company considers necessary for a fair presentation of its financial position and operating results. We prepared the unaudited condensed consolidated financial statements following the requirements of the U.S. Securities and Exchange Commission (ÅSEC) for interim reporting. As permitted under those rules, we condensed or omitted certain footnotes or other financial information that are normally required by GAAP for annual financial statements. Additionally, certain prior period amounts have been reclassified for comparability with the current period presentation, none of which were material to the presentation of the accompanying unaudited condensed consolidated financial statements. Our interim unaudited condensed consolidated financial statements are not necessarily indicative of results that may be expected for any other interim period or for the full year. These interim unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2023, previously filed with the SEC (the "2023 Annual Report"). The unaudited condensed consolidated balance sheet as of December 31, 2023 included herein was derived from the audited consolidated financial statements as of that date, but does not include all disclosures including notes required by GAAP. As of September 30, 2024, Liberty TripAdvisor Holdings, Inc. (ÅLTRIP) beneficially owned approximately 16.4 million shares of our common stock and 12.8 million shares of our Class B common stock, which constitute approximately 13% of the outstanding shares of common stock and 100% of the outstanding shares of Class B common stock. Assuming the conversion of all of LTRIP's shares of Class B common stock into common stock, LTRIP would beneficially own approximately 21% of the outstanding common stock. Because each share of Class B common stock is entitled to ten votes per share and each share of common stock is entitled to one vote per share, LTRIP may be deemed to beneficially own equity securities representing approximately 57% of our voting power. We had no related party transactions with LTRIP during each of the three and nine months ended September 30, 2024 and 2023. Risks and Uncertainties Risks and Uncertainties Our business was negatively impacted by the risks and uncertainties related to the COVID-19 pandemic and our business would be adversely and materially affected upon a resurgence of COVID-19 or the emergence of any new pandemic or other health crisis that results in reinstated travel bans and/or other government restrictions and mandates. Following the lifting of restrictions in connection with the COVID-19 pandemic, travel demand increased. In addition, the U.S. and other countries have seen elevated and fluctuating levels of inflation and decreases in discretionary spending patterns by consumers. If macroeconomic conditions deteriorate, consumer demand and spending may decline, we may not be able to pass on increased costs to our customers and any inability to navigate the macroeconomic environment could harm our business, results of operations and financial condition. Additionally, natural disasters, public health-related events, political instability, geopolitical conflicts, including the evolving events in the Middle East, acts of terrorism, fluctuations in currency values, and changes in global economic conditions are examples of other events that could have a negative impact on the travel industry, and as a result, our financial results. Accounting Estimates Accounting Estimates We use estimates and assumptions in the preparation of our unaudited condensed consolidated financial statements in accordance with GAAP. Our estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of our unaudited condensed consolidated financial statements. These estimates and assumptions also affect the reported amount of net income or loss during any period. Our actual financial results could differ significantly from these estimates. The significant estimates underlying our unaudited condensed consolidated financial statements is accounting for income taxes. Refer to ÅNote 3: Income Taxes for information regarding our significant income tax estimates. Seasonality Seasonality Consumer travel expenditures have historically followed a seasonal pattern. Correspondingly, travel partner advertising investments, and therefore our revenue and operating profits, have also historically followed a seasonal pattern. Our financial performance tends to be seasonally highest in the second and third quarters of a given year, which includes the seasonal peak in consumer demand, including traveler accommodation stays, and travel experiences taken, compared to the first and fourth quarters, which represent seasonal low points. In addition, during the first half of the year, experience bookings typically exceed the amount of completed experiences, resulting in higher cash flow related to working capital; while during the second half of the year, particularly in the third quarter, this pattern reverses and cash flows from these transactions are typically negative. Other factors may also impact typical seasonal fluctuations, such as significant shifts in our business mix, adverse economic conditions, public health-related events, as well as other factors. Significant Accounting Policies There have been no material changes to our accounting policies since December 31, 2023, as described under ÅNote 2: Significant Accounting Policies, in the notes to consolidated financial statements in Item 8 of our 2023 Annual Report. New Accounting Pronouncements Not Yet Adopted New Accounting Pronouncements Not Yet Adopted In December 2023, the Financial Accounting Standards Board (ÅFASB) issued new accounting guidance requiring entities to provide additional information in the income tax rate reconciliation and additional disclosures about income taxes paid. The new accounting guidance requires entities to disclose in their rate reconciliation table additional categories of information about federal, state and foreign income taxes and to provide more details about the reconciling items in some categories if the items meet a quantitative threshold. This guidance is effective for annual periods beginning after December 15, 2024, and should be applied prospectively, but entities have the option to apply it retrospectively for each period presented. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. We are currently considering our timing of adoption and are in the process of evaluating the impact of adopting this newly issued accounting rule on our consolidated financial statements and related disclosures. In November 2023, the FASB issued new accounting guidance which expands public entities' segment disclosures by requiring disclosure of significant segment expenses that are regularly provided to the chief operating decision maker (ÅCODM) and included within each reported measure of segment profit or loss, an amount and description of its composition for other segment items, and interim disclosures of a reportable segment's profit or loss and assets. This guidance is effective for annual periods beginning after December 15, 2023, and interim periods within annual periods beginning after December 15, 2024, with early adoption permitted, including adoption in any interim period. We will adopt this guidance with our Annual Report on Form 10-K for the year ended December 31, 2024. The Company is in the process of evaluating changes which may be required to support our future reportable segment disclosures in order to comply with this new guidance, including evaluation of internal reporting, operational processes, controls, and other areas. X - Definition Risks and uncertainties. + References No definition available. + Details Name: trip RisksAndUncertaintiesPolicyTextBlock Namespace Prefix: trip Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration X - Definition Description of seasonality of business. + References No definition available. + Details Name: trip SeasonalityPolicyTextBlock Namespace Prefix: trip Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration X - Definition Significant accounting policies. + References No definition available. + Details Name: trip SignificantAccountingPoliciesPolicyTextBlock Namespace Prefix: trip Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration X - References No definition available. + Details Name: us-gaap AccountingPoliciesAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - Definition Disclosure of accounting policy for basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). + References No definition available. + Details Name: us-gaap BasisOfAccountingPolicyTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItem Type

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consolidated statements of cash flows.(2)The Company accounts for forfeitures as they occur, rather than estimate expected forfeitures as allowed under GAAP and therefore does not include a forfeiture rate in our vested and expected to vest calculation unless necessary for a performance condition award. PSUs and MSUs A Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] A Summary of RSU Activity A summary of our performance-based RSUs ("PSUs") and market-based RSUs (aéMSUsaé) activity is presented below: A A PSUs (1) A MSUs (2) A A A Weighted A A A A Weighted A A A A Average A A A A Average A A A A Grant A Aggregate A A A Grant A Aggregate A A A Date Fair A Intrinsic A A A Date Fair A Intrinsic A A Outstanding A Value Per Share A Value A Outstanding A Value Per Share A Value A A (in thousands) A A A (in millions) A (in thousands) A A A (in millions) Unvested and outstanding as of December 31, 2023 A 519 A \$18.45 A A \$72 A \$10.35 A A Granted A 602 A 27.31 A A A¬ A¬ A Canceled A (149) A 22.40 A A A (81) A 9.26 A A Unvested and outstanding as of September 30, 2024 A 972 A \$23.39 A A 514 A 491 A \$10.53 A \$7 A (1)Represents PSUs awarded primarily in February 2023 and March 2024. The February 2023 PSU awards provide for vesting in two equal annual installments on each of December 31, 2024 and December 31, 2025, if and to the extent the Company achieves pre-determined revenue and Adjusted EBITDA metrics (each weighted 50%) established by the Compensation Committee and Section 16 Committee of its Board of Directors (jointly, the "Compensation Committees"). The March 2024 PSU awards provide for vesting in two equal annual installments on each of December 31, 2025 and December 31, 2026, if and to the extent the Company achieves pre-determined revenue and Adjusted EBITDA metrics (each weighted 50%) established by the Compensation Committees. The estimated grant-date fair values per PSU were measured based on the quoted price of our common stock at the date of grant, calculated upon the establishment of performance targets, and will be amortized on a straight-line basis over the requisite service period. Based upon actual attainment relative to the target financial metrics, employees have the ability to receive up to 200% of the target number originally granted, or to be issued none at all. Probable outcome for performance-based awards is updated based upon changes in actual and forecasted operating results or expected achievement of performance goals, as applicable, and the impact of modifications, if any.(2)MSUs shall vest three years from grant date, generally with 25% vesting if the weighted-average stock price over a 30 day trading period during the vesting period is equal to or greater than \$35.00 but less than \$45.00, 50% vesting if equal to or greater than \$45.00 but less than \$55.00, and 100% vesting if equal to or greater than \$55.00, subject to continuous employment with, or performance of services for, the Company. A Monte-Carlo simulation model, which simulated the present value of the potential outcomes of future stock prices, was used to calculate the grant-date fair value of our MSU awards. The estimated grant-date fair value of these awards is amortized on a straight-line basis over the requisite service period and is not adjusted based on the actual number of awards that ultimately vest. X - DefinitionTabular disclosure of allocation of amount expended and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock Namespace Prefix: us-gaap_Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the number and weighted-average grant date fair value for restricted stock units that were outstanding at the beginning and end of the year, and the number of restricted stock units that were granted, vested, or forfeited during the year. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock Namespace Prefix: us-gaap_Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure for stock option plans. Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock Namespace Prefix: us-gaap_Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher 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https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI 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https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/7

months ended September 30, 2024, respectively to general and administrative expenses on our unaudited condensed consolidated statement of operations. The Company considers such costs to be non-recurring in nature. (5) Refer to Note 5: Accrued Expenses and Other Current Liabilities for information regarding restructuring and other related reorganization costs. (6) Includes a one-time charge of \$4 million during the second quarter of 2024, resulting from enacted tax legislation in Canada during June 2024 related to digital services taxes, which requires retrospective application back to January 1, 2022. This amount represents the one-time retrospective liability for the periods prior to April 1, 2024, while all prospective periods are and will be included within Adjusted EBITDA, respectively. In addition, this amount includes an estimated accrual for the potential settlement of a regulatory related matter of \$10 million, expensed during the first quarter of 2024. Refer to "Note 9: Commitments and Contingencies" for further information. These costs are reflected in general and administrative expenses on our unaudited condensed consolidated statement of operations. (7) The Company expensed \$3 million of previously capitalized transaction related costs during the first quarter of 2023 to general and administrative expenses on our unaudited condensed consolidated statement of operations. The Company considers such costs to be non-recurring in nature. X - Definition

Tabular disclosure of the profit or loss and total assets for each reportable segment. An entity discloses certain information on each reportable segment if the amounts (a) are included in the measure of segment profit or loss reviewed by the chief operating decision maker or (b) are otherwise regularly provided to the chief operating decision maker, even if not included in that measure of segment profit or loss. + References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> - Name Accounting Standards Codification - Topic 280 - SubTopic 10 - Section 50 - Paragraph 25 - Publisher FASB - URI <https://asc.fasb.org/1943274/2147482810/280-10-50-22>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> - Name Accounting Standards Codification - Topic 280 - SubTopic 10 - Section 50 - Paragraph 22 - Publisher FASB - URI <https://asc.fasb.org/1943274/2147482810/280-10-50-22>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> - Name Accounting Standards Codification - Topic 280 - SubTopic 10 - Section 50 - Paragraph 30 - Publisher FASB - URI <https://asc.fasb.org/1943274/2147482810/280-10-50-30> + Details Name: us-gaap_ScheduleOfSegmentReportingInformationBySegmentTextBlock Namespace Prefix: us-gaap_Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration X - References

No definition available. + Details Name: us-gaap_SegmentReportingAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - XML 41 R34.htm IDEA: XBRL DOCUMENT v3.24.3 Basis of Presentation - Additional Information (Details) shares in Millions 3 Months Ended 9 Months Ended 12 Months Ended Sep. 30, 2024 USD (\$) Vote Language Country VotePerShare Sep. 30, 2023 USD (\$) Sep. 30, 2024 USD (\$) Vote Language Country VotePerShare shares Sep. 30, 2023 USD (\$) Dec. 31, 2023 Country Restaurant Description Of Business And Basis Of Presentation [Line Items] A A A Number of languages supported worldwide on our website | Country 40 A 40 A Number of languages worldwide | Language 20 A 20 A Description of user-generated reviews and opinions across broad base of global travel-related businesses A A A Tripadvisor offered more than 1 billion user-generated ratings and reviews on over 8 million experiences, accommodations, restaurants, airlines, and cruises. The Fork A A A Description Of Business And Basis Of Presentation [Line Items] A A A Number of Restaurants | Restaurant A A A 55,000 Number of countries related to The Fork operates | Country A A A 11 Liberty Tripadvisor Holdings, Inc. A A A Description Of Business And Basis Of Presentation [Line Items] A A A Beneficially ownership of shares of common stock | shares A A A 16.4 A A Percentage taken from outstanding shares of common stock A A 13.00% A A Percentage of beneficially ownership of shares of common stock class B A A 21.00% A A Right to voting A A one vote per share A A Vote per common stock share | VotePerShare 1 A 1 A Beneficially ownership of equity securities A A 57.00% A A Related party transactions | \$ 0 \$ 0 \$ 0 A Liberty Tripadvisor Holdings, Inc. | Class B Common Stock A A A Description Of Business And Basis Of Presentation [Line Items] A A A Beneficially ownership of shares of common stock | shares A A 12.8 A A Percentage taken from outstanding shares of common stock A A 100.00% A A Right to voting A A ten votes per share A A Vote per common stock share | Vote 10 A 10 A X - Definition

Number of common stock shares held by related party. + References

No definition available. + Details Name: trip_CommonStockSharesHeldByRelatedParty Namespace Prefix: trip_Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - Definition

Description of business and basis of presentation. + References

No definition available. + Details Name: trip_DescriptionOfBusinessAndBasisOfPresentationLineItems Namespace Prefix: trip_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - Definition

Description of user-generated reviews and opinions across broad base of global travel-related brands. + References

No definition available. + Details Name: trip_DescriptionOfUserGeneratedReviewsAndOpinionsAcrossBroadBaseOfGlobalTravelRelatedBrands Namespace Prefix: trip_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - Definition

Number of restaurant partners operating with The Fork. + References

No definition available. + Details Name: trip_NoOfRestaurants Namespace Prefix: trip_Data Type: xbrli:integerItem Type Balance Type: na Period Type: instant X - Definition

Number of countries where operating. + References

No definition available. + Details Name: trip_NumberOfCountriesRelatedToOperating Namespace Prefix: trip_Data Type: xbrli:integerItem Type Balance Type: na Period Type: instant X - Definition

Number of countries where The Fork operates. + References

No definition available. + Details Name: trip_NumberOfCountriesRelatedToTheForkOperates Namespace Prefix: trip_Data Type: xbrli:integerItem Type Balance Type: na Period Type: instant X - Definition

Number of languages worldwide. + References

No definition available. + Details Name: trip_NumberOfLanguagesWorldwide Namespace Prefix: trip_Data Type: xbrli:integerItem Type Balance Type: na Period Type: instant X - Definition

Number of voting rights per share. + References

No definition available. + Details Name: trip_NumberOfVotingRightsPerShare Namespace Prefix: trip_Data Type: xbrli:integerItem Type Balance Type: na Period Type: instant X - Definition

The percentage of common stock owned by a related party. + References

No definition available. + Details Name: trip_PercentOfCommonStockHeldByRelatedPartyCurrent Namespace Prefix: trip_Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - Definition

The percentage of common stock owned by a related party if Class B shares were converted to common shares. + References

No definition available. + Details Name: trip_PercentOfCommonStockHeldByRelatedPartyIfClassBConverted Namespace Prefix: trip_Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - Definition

The voting rights percentage assuming the related party voted both common and class B stock. + References

No definition available. + Details Name: trip_RelatedPartyVotingRightsPercentCurrent Namespace Prefix: trip_Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - Definition

Description of voting rights of common stock. Includes eligibility to vote and votes per share owned. Include also, if any, unusual voting rights. + References

Reference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> - Name Accounting Standards Codification - Topic 505 - SubTopic 10 - Section 50 - Paragraph 3 - Publisher FASB - URI <https://asc.fasb.org/1943274/2147481112/505-10-50-3> + Details Name: us-gaap_CommonStockVotingRights Namespace Prefix: us-gaap_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - Definition

Amount of transactions with related party during the financial reporting period. + References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> - Topic 850 - SubTopic 10 - Name Accounting Standards Codification - Section 50 - Paragraph 1 - Subparagraph (c) - Publisher FASB - URI <https://asc.fasb.org/1943274/2147483326/850-10-50-1>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> - Name Accounting Standards Codification - Topic 850 - SubTopic 10 - Section 50 - Paragraph 3 - Publisher FASB - URI <https://asc.fasb.org/1943274/2147483326/850-10-50-3> + Details Name: us-gaap_RelatedPartyTransactionAmountsOfTransaction Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - Details Name: us-gaap_StatementBusinessSegmentsAxis=trip_TheForkMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=trip_LTRIPMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 42 R35.htm IDEA: XBRL DOCUMENT v3.24.3 Revenue Recognition - Reconciliation of Disaggregated Revenue to Segment Revenue (Details) - USD (\$) in Millions 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Disaggregation Of Revenue [Line Items] A A A Total Revenue [1] \$ 532 \$ 533 \$ 1,424 \$ 1,398 Intersegment Eliminations A A A Disaggregation Of Revenue [Line Items] A A A Total Revenue [1],[2] (42) (44) (109) (106) Brand Tripadvisor | Reportable Segments A A A Disaggregation Of Revenue [Line Items] A A A Total Revenue [1],[3] 255 290 745 813 Viator | Reportable Segments A A A Disaggregation Of Revenue [Line Items] A A A Total Revenue [1],[4] 270 245 655 576 The Fork | Reportable Segments A A A Disaggregation Of Revenue [Line Items] A A A Total Revenue [1],[5] 49 42 133 115 Tripadvisor-Branded Hotels | Brand Tripadvisor | Reportable Segments A A A Disaggregation Of Revenue [Line Items] A A A Total Revenue [1] 151 181 460 524 Media and advertising | Brand Tripadvisor | Reportable Segments A A A Disaggregation Of Revenue [Line Items] A A A Total Revenue [1] 40 38 114 110 Trip Advisor Experiences And Dining | Brand Tripadvisor | Reportable Segments A A A Disaggregation Of Revenue [Line Items] A A A Total Revenue [1],[2] 51 55 135 138 Other | Brand Tripadvisor | Reportable Segments A A A Disaggregation Of Revenue [Line Items] A A A Total Revenue [1] \$ 13 \$ 16 \$ 36 \$ 41 [1] Our revenue is recognized primarily at a point in time for all reportable segments. [2] Tripadvisor experiences and dining revenue within the Brand Tripadvisor segment is shown gross of intersegment (intercompany) revenue, which is eliminated on a consolidated basis. See Note 13: Segment Information for a discussion of intersegment revenue for all periods presented. [3] Corporate general and administrative personnel costs of \$2 million and \$6 million for the three and nine months ended September 30, 2024, respectively, and \$2 million and \$5 million for the three and nine months ended September 30, 2023, respectively, were allocated to the Viator and The Fork segments. [4] Includes allocated corporate general and administrative personnel costs from our Brand Tripadvisor segment of \$1 million and \$3 million for the three and nine months ended September 30, 2024, respectively, and \$1 million and \$2 million for the three and nine months ended September 30, 2023, respectively. [5] Includes allocated corporate general and administrative personnel costs from our Brand Tripadvisor segment of \$1 million and \$3 million for the three and nine months ended September 30, 2024, respectively, and \$1 million and \$3 million for the three and nine months ended September 30, 2023, respectively. X - Definition

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. + References

Reference 1: <http://www.xbrl.org/2003/role/disclosureRef> - Topic 606 - SubTopic 10 - Name Accounting Standards Codification - Section 50 - Paragraph 5 - Publisher FASB - URI <https://asc.fasb.org/1943274/2147479806/606-10-50-5>Reference 2: <http://www.xbrl.org/2003/role/exampleRef> - Topic 606 - SubTopic 10 - Name Accounting Standards Codification - Section 55 - Paragraph 91 - Subparagraph (a) - Publisher FASB - URI [https://asc.fas](https://asc.fasb.org/1943274/2147479777/606-10-55-91)

FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8 + Details Name: us-gaap_ContractWithCustomerLiabilityRevenueRecognized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - Definition Amount of cash outflow to customers for refund payments of revenue that was previously reported as deferred or unearned revenue. + ReferencesNo definition available. + Details Name: us-gaap_DeferredRevenueRefundPayments1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - Definition 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91 + Details Name: us-gaap_DisaggregationOfRevenueLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration XML 44 R37.htm IDEA: XBRL DOCUMENT v3.23.4 Financial Instruments and Fair Value Measurements - Additional Information (Details) - USD (\$) 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items] \$ \$ \$ \$ Cash and cash equivalents \$ 1,112,000,000 \$ 1,112,000,000 \$ 1,067,000,000 Derivative instruments not designated as hedging instruments, description of terms \$ \$ We generally use forward contracts to reduce the effects of foreign currency exchange rate fluctuations on our cash flows for the Euro versus the U.S. Dollar. For the three and nine months ended September 30, 2024 and 2023, our forward contracts were not designated as hedges and generally had maturities of less than 90 days. \$ \$ Foreign currency exchange contracts maturity period, maximum 90 days 90 days 90 days 90 days \$ \$ Derivative gain (loss) on derivative net \$ (1,000,000) \$ 1,000,000 \$ (1,000,000) \$ 1,000,000 \$ Derivative, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration] Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Net Income (Loss), Including Portion Attributable to Noncontrolling Interest \$ Earnings (losses) from equity method investment, net \$ 0 \$ 0 \$ (1,000,000) \$ (1,000,000) \$ \$ Maturity of term deposits \$ \$ 90 days or less at the date of purchase, in each case, with \$ \$ \$ Short-term marketable securities outstanding 0 \$ \$ 0 \$ 0 Long-term marketable securities outstanding 0 \$ \$ 0 \$ 0 Other Long-Term Assets \$ \$ \$ \$ Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items] \$ \$ \$ \$ Redeemable noncontrolling interest, settlement amount 20,000,000 \$ \$ 20,000,000 \$ \$ Percentage of notes receivable due in June 2028 \$ \$ 50.00% \$ \$ Percentage of notes receivable due in June 2030 \$ \$ 50.00% \$ \$ Net of accumulated allowance for credit losses, Carrying value \$ 9,000,000 \$ \$ 9,000,000 \$ 9,000,000 Chelsea Investment Holding Company PTE, Ltd \$ \$ \$ \$ Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items] \$ \$ \$ \$ Equity method investment, ownership percentage 40.00% \$ 40.00% \$ \$ Impairment loss on equity method investments \$ 0 \$ 0 \$ 0 \$ 0 Chelsea Investment Holding Company PTE, Ltd | Non-Marketable Investments \$ \$ \$ \$ Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items] \$ \$ \$ \$ Equity method investments \$ 29,000,000 \$ \$ 29,000,000 \$ 30,000,000 Customer Concentration Risk | Sales | Booking \$ \$ \$ \$ Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items] \$ \$ \$ \$ Customer concentration risk \$ \$ 10.00% \$ \$ Customer Concentration Risk | Sales | Expedia and Booking \$ \$ \$ \$ Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items] \$ \$ \$ \$ Customer concentration risk \$ \$ 25.00% \$ \$ X - Definition Generally the maximum contract length of forward currency contracts. + ReferencesNo definition available. + Details Name: trip_ForeignExchangeForwardContractsMaximumMaturityPeriod Namespace Prefix: trip_ Data Type: xbrli:durationItem Type Balance Type: na Period Type: duration X - Definition Percentage of notes receivable due in June two thousand thirty. + ReferencesNo definition available. + Details Name: trip_PercentageOfNotesReceivableDueInJuneTwoThousandThirty Namespace Prefix: trip_ Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - Definition Percentage of notes receivable due in June two thousand twenty eight. + ReferencesNo definition available. + Details Name: trip_PercentageOfNotesReceivableDueInJuneTwoThousandTwentyEight Namespace Prefix: trip_ Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - Definition Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - Definition For an entity that discloses a concentration risk in relation to quantitative amount, which serves as the "benchmark" (or denominator) in the equation, this concept represents the concentration percentage derived from the division. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 825 -SubTopic 10 -Section 50 -Paragraph 21 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-21Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 825 -SubTopic 10 -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-20Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-18Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-20 + Details Name: us-gaap_ConcentrationRiskPercentage1 Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - Definition Amount of increase (decrease) in the fair value of derivatives recognized in the income statement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4A -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A + Details Name: us-gaap_DerivativeGainLossOnDerivativeNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - Definition Indicates line item in statement of income or comprehensive income that includes gain (loss) from derivative. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4A -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A + Details Name: us-gaap_DerivativeGainLossStatementOfIncomeOrComprehensiveIncomeExtensibleEnumeration Namespace Prefix: us-gaap_ Data Type: enum2:enumerationSetItem Type Balance Type: na Period Type: duration X - Definition Description of the purpose of the derivative not designated as a hedging instrument. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 815 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-1AReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 1B -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-1BReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4 + Details Name: us-gaap_DerivativeInstrumentsNotDesignatedAsHedgingInstrumentsPurpose Namespace Prefix: us-gaap_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - Definition Amount of other-than-temporary decline in value that has been recognized against investment accounted for under equity method of accounting. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481664/323-10-45-1 + Details Name: us-gaap_EquityMethodInvestmentOtherThanTemporaryImpairment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - Definition The percentage of ownership of common stock or equity participation in the investee accounted for under the equity method of accounting. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3 + Details Name: us-gaap_EquityMethodInvestmentOwnershipPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItem Type Balance Type: na Period Type: instant X - Definition This item represents the carrying amount on the entity's balance sheet of its investment in common stock of an equity method investee. This is not an indicator of the fair value of the investment, rather it is the initial cost adjusted for the entity's share of earnings and losses of the investee, adjusted for any distributions (dividends) and other than temporary impairment (OTTI) losses recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481664/323-10-45-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-25 + Details Name: us-gaap_EquityMethodInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - Definition 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. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3 + Details Name: us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - Definition Amount of income (loss) for proportionate share of equity method investee's income (loss). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481664/323-10-45-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(13)(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromEquityMethodInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - Definition Amount of investment in marketable security, classified as current. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_MarketableSecuritiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - Definition Amount of investment in marketable security, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_MarketableSecuritiesNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - Definition Description of time deposit maturities, including certificates of deposit. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_MaturitiesOfTimeDepositsDescription Namespace Prefix: us-gaap_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - Definition Amortized cost, after allowance for credit loss, of financing receivable classified as current. Excludes net investment in lease. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_NotesAndLoansReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - Definition Redemption value, as if currently redeemable, of redeemable noncontrolling interest classified as temporary equity and the election has

been made to accrete changes in redemption value to the earliest redemption date. + ReferencesReference 1:

<https://asc.fasb.org/1943274/2147481139/470-20-50-1>Reference 16: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1)Reference 17: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1)Reference 18: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1)Reference 19: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1)Reference 20: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1)Reference 21: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1)Reference 22: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1)Reference 23: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph \(b\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1)Reference 24: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph \(b\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1)Reference 25: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1)Reference 26: <http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2>Reference 27: <http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1> + Details Name: us-gaap DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after accumulated amortization, of debt issuance costs. Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs. + ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1>Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2>Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1>Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D) + Details Name: us-gaap DeferredFinanceCostsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(22\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1) + Details Name: us-gaap LongTermDebtNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel2Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap LongtermDebtTypeAxis=trip_TermLoanBFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap LongtermDebtTypeAxis=trip_TwoThousandAndTwentyFiveSeniorNotesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 50 R43.htm IDEA: XBRL DOCUMENT Y.24.3 Financial Instruments and Fair Value Measurements - Schedule of Aggregate Principal and Fair Value Amount of Outstanding 2025 Senior Notes, 2026 Senior Notes and Term Loan B Facility (Parenthetical) (Details) - USD (\$) \$ in Millions 3 Months Ended 9 Months Ended Jul. 15, 2024 Sep. 30, 2024 Sep. 30, 2023 Jul. 08, 2024 Debt Instrument [Line Items] A A A A Senior notes redemption amount A A \$ 500 A A \$ 500 A A Term Loan B Facility A A A A Debt Instrument [Line Items] A A A A Debt instrument, aggregate principal amount A A \$ 500 A A \$ 500 A A \$ 500 2025 Senior Notes A A A A Debt Instrument [Line Items] A A A A Senior notes redeemed \$ 500 A A \$ 500 A A X - DefinitionFace (par) amount of debt instrument at time of issuance. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B)Reference 3: <http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69B>Reference 4: <http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69C>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2> + Details Name: us-gaap DebtInstrumentFaceAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8>Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.4-08\(f\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph \(SX 210.12-04\(a\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3](http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B)Reference 5: <http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69B>Reference 6: <http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69C>Reference 7: <http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69E>Reference 8: <http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69F>Reference 9: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B)Reference 11: [http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B](http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B)Reference 12: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph \(e\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B)Reference 13: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph \(f\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B)Reference 14: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph \(g\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B)Reference 15: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D)Reference 16: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D)Reference 17: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D)Reference 18: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1E](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1E)Reference 19: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1E](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1E)Reference 20: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1E](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1E)Reference 21: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1F](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1F)Reference 22: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1F](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1F)Reference 23: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph \(b\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1F](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1F)Reference 24: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph \(b\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1F](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1F)Reference 25: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1I](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1I)Reference 26: <http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2>Reference 27: <http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1> + Details Name: us-gaap DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe cash outflow for a borrowing supported by a written promise to pay an obligation. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15) + Details Name: us-gaap RepaymentsOfNotesPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow for a long-term debt where the holder has highest claim on the entity's asset in case of bankruptcy or liquidation during the period. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15) + Details Name: us-gaap RepaymentsOfSeniorDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap CreditFacilityAxis=trip_TermLoanBFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 51 R44.htm IDEA: XBRL DOCUMENT Y.24.3 Accrued Expenses and Other Current Liabilities - Details of Accrued Expenses and Other Current Liabilities (Details) - USD (\$) \$ in Millions Sep. 30, 2024 Dec. 31, 2023 Payables and Accruals [Abstract] A A Accrued salary, bonus, and other employee-related benefits \$ 67 \$ 70 Accrued marketing costs 74 67 Interest payable [1] 1 17 Finance lease liability - current portion 7 6 Operating lease liabilities - current portion 6 10 Restructuring and other related reorganization costs [2] 4 13 Non-income taxes payable [3] 24 16 Accrued legal contingencies [4] 10 0 Other 58 53 Total \$ 251 \$ 252 [1] Amount relates primarily to unpaid interest accrued on the 2025 Senior Notes as of December 31, 2023. Refer to Note 6: Debt for further information. [2] During the third quarter of 2023, the Company approved and subsequently initiated a set of actions across its businesses in order to reduce its cost structure, improve operational efficiencies, and realign its workforce with its strategic initiatives. These actions taken by the Company resulted in reduced global headcount. As a result, the Company incurred estimated pre-tax restructuring and other related reorganization costs of \$22 million during the year ended December 31, 2023, of which \$18 million was incurred during the three months ended September 30, 2023, consisting primarily of employee severance and related benefits. We expect the majority of remaining unpaid costs as of September 30, 2024 to be disbursed during the fourth quarter of 2024. [3] Amount relates primarily to unpaid digital service taxes. [4] Refer to "Note 9: Commitments and Contingencies" for further information. X - DefinitionCarrying value as of the balance sheet date of obligations incurred and payable for real and property taxes. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(20\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 2: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 720 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.f](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 720 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483384/720-30-45-1)

one year or within the normal operating cycle (if longer). + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap_EmployeeRelatedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from finance lease, classified as current. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479041/842-20-45-1> + Details Name: us-gaap_FinanceLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of [accrued] interest payable on all forms of debt, including trade payables, that has been incurred and is unpaid. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap_InterestPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479041/842-20-45-1> + Details Name: us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of expenses incurred but not yet paid classified as other, due within one year or the normal operating cycle, if longer. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap_OtherAccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_PayablesAndAccrualsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionCarrying 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. + ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479823/420-10-S99-2>Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482017/420-10-50-1> + Details Name: us-gaap_RestructuringReserveCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 52 R45.htm IDEA: XBRL DOCUMENT v3.24.3 Accrued Expenses and Other Current Liabilities - Details of Accrued expenses and other current liabilities (Parenthetical) (Details) - USD (\$) in Millions 3 Months Ended 9 Months Ended 12 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Restructuring Cost and Reserve [Line Items] Á Á Á Á Á Pre-tax restructuring and other related reorganization costs \$ (1) \$ 18 \$ 1 \$ 18 Á Employee Severance Member Á Á Á Á Á Restructuring Cost and Reserve [Line Items] Á Á Á Á Á Pre-tax restructuring and other related reorganization costs Á \$ 18 Á \$ 22 X - DefinitionDiscloses the amount charged against the accrued restructuring reserves, or earnings if not previously accrued, during the period for the specified type of restructuring cost. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479823/420-10-S99-2>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479823/420-10-S99-2>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482017/420-10-50-1>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482017/420-10-50-1> + Details Name: us-gaap_RestructuringAndRelatedCostIncurredCost Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479823/420-10-S99-2>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479823/420-10-S99-2>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479823/420-10-S99-2>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482017/420-10-50-1>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482017/420-10-50-1>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482017/420-10-50-1>Reference 7: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482017/420-10-50-1> + Details Name: us-gaap_RestructuringCostAndReserveLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_RestructuringCostAndReserveAxis=us-gaap_EmployeeSeveranceMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 53 R46.htm IDEA: XBRL DOCUMENT v3.24.3 Accrued Expenses and Other Current Liabilities - Summary of Restructuring and Other Related Reorganization Costs (Details) - USD (\$) in Millions 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Restructuring Cost and Reserve [Line Items] Á Á Á Á Á Accrued liability as of December 31, 2023 Á \$ 252 Á Charges [1] \$ (1) \$ 18 Á \$ 18 Accrued liability as of September 30, 2024 251 Á 251 Á Restructuring And Other Related Reorganization Costs [Member] Á Á Á Á Restructuring Cost and Reserve [Line Items] Á Á Á Á Accrued liability as of December 31, 2023 Á 13 Á Charges Á 1 Á Payments Á (10) Á Accrued liability as of September 30, 2024 \$ 4 Á \$ 4 [1] Refer to áææNote 5: Accrued Expenses and Other Current Liabilitiesáææ for information regarding restructuring and other related reorganization costs. X - DefinitionCarrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap_AccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of cash payments made as the result of exit or disposal activities. Excludes payments associated with a discontinued operation or an asset retirement obligation. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482017/420-10-50-1>Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-17> + Details Name: us-gaap_PaymentsForRestructuring Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount 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. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479823/420-10-S99-2>Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482047/420-10-45-3>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 5.P.3) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479823/420-10-S99-1> + Details Name: us-gaap_RestructuringCharges Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479823/420-10-S99-2>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479823/420-10-S99-2>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479823/420-10-S99-2>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482017/420-10-50-1>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482017/420-10-50-1> + Details Name: us-gaap_RestructuringCostAndReserveLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_RestructuringCostAndReserveAxis=trip_RestructuringAndOtherRelatedReorganizationCostsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 54 R47.htm IDEA: XBRL DOCUMENT v3.24.3 Debt - Summary of Outstanding Debt (Details) - USD (\$) in Millions Sep. 30, 2024 Dec. 31, 2023 Debt Instrument [Line Items] Á Á Current portion of debt \$ 5 \$ 0 Total long-term debt 832 839 Short-Term Debt Á Á Debt Instrument [Line Items] Á Á Current portion of debt 5 0 Long-Term Debt Á Á Debt Instrument [Line Items] Á Á Unamortized Debt Issuance Costs (8) (6) Term Loan B Facility due 2031 | Long-Term Debt Á Á Debt Instrument [Line Items] Á Á Outstanding Principal Amount 495 0 0.25% Convertible 2026 Senior Notes due 2026 | Long-Term Debt Á Á Debt Instrument [Line Items] Á Á Outstanding Principal Amount 345 345 7.00% 2025 Senior Notes due 2025 | Long-Term Debt Á Á Debt Instrument [Line Items] Á Á Outstanding Principal Amount 0 500 Term Loan B Facility | Short-Term Debt Á Á Debt Instrument [Line Items] Á Á Current portion of debt \$ 5 \$ 0 X - DefinitionAmount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-10-S99-1>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-4> + Details Name: us-gaap_DebtInstrumentCarryingAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482949/835-30-55-8>Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-3>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1>Reference 5: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481568/470-20-55-69B>Reference 6: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481568/470-20-55-69C>Reference 7: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481568/470-20-55-69E>Reference 8: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481568/470-20-55-69F>Reference 9: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1>Reference 11: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1>Reference 12: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1>Reference 13: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1>Reference 14: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1>Reference 15: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1>Reference 16: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1>Reference 17: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1>Reference 18: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -

SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19:

https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after accumulated amortization, of debt issuance costs. Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D + Details Name: us-gaap DeferredFinanceCostsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of interest expense classified as nonoperating. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap InterestExpenseNonoperating Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe total amount of the contingent obligation under letters of credit outstanding as of the reporting date. + ReferencesNo definition available. + Details Name: us-gaap LettersOfCreditOutstandingAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe carrying value as of the balance sheet date of the current and noncurrent portions of long-term obligations drawn from a line of credit, which is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap LineOfCredit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionDate the credit facility terminates, in YYYY-MM-DD format. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(2)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap LineOfCreditFacilityExpirationDate1 Namespace Prefix: us-gaap_ Data Type: xbrli:dateTimeType Balance Type: na Period Type: duration X - DefinitionMaximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(2)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap LineOfCreditFacilityMaximumBorrowingCapacity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe cash outflow for loan and debt issuance costs. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap PaymentsOffFinancingCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=trip_TermLoanBFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=trip_TwentyFifteenCreditFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=us-gaap_RevolvingCreditFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=us-gaap_LetterOfCreditMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=trip_BorrowingsOnSameDayNoticeMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 57 R50.htm IDEA: XBRL DOCUMENT v3.24.3 Debt - Term Loan B Facility - Additional Information (Details) - USD (\$) in Millions 3 Months Ended 9 Months Ended Jul 15, 2024 Jul 08, 2024 Sep 30, 2024 Sep 30, 2023 Sep 30, 2024 Sep 30, 2023 Debt Instrument [Line Items] Á Á Á Á Debt issuance costs Á Á Á Á \$ 1 3 Interest expense Á Á \$ 13 \$ 11 35 \$ 33 Two Thousand Fifteen Credit Facility Á Á Á Á Debt Instrument [Line Items] Á Á Á Á Á Á Interest expense Á Á Á Á 1 Á 2025 Senior Notes Á Á Á Á Debt Instrument [Line Items] Á Á Á Á Á Á Senior notes redeemed \$ 500 Á 500 Á Á Term Loan B Facility [Member] Á Á Á Á Debt Instrument [Line Items] Á Á Á Á Debt instrument, aggregate principal amount Á \$ 500 Á 500 Á \$ 500 Á Debt instrument, interest rate Á 7.60% Á 7.60% Á Term loan quarterly principal payment percentage of aggregate principal Á 0.25% Á Á Á Weighted-average interest rate Á 8.06% Á Á Term loan annual principal payment percentage of aggregate principal Á 1.00% Á Á Á Debt instrument, redemption percentage Á 99.75% Á Á Á Debt issuance costs Á Á Á Á \$ 7 Á Interest expense Á Á \$ 10 Á \$ 10 Á Term Loan B Facility [Member] Á Two Thousand Fifteen Credit Facility Á Á Á Á Debt Instrument [Line Items] Á Á Á Á Interest rate Á 2.75% Á Á Á Debt Instrument, Variable Interest Rate, Type [Extensible Enumeration] Á us-gaap:SecuredOvernightFinancingRateSofrOvernightIndexSwapRateMember Á Á Á Á X - DefinitionThe percentage aggregate principal that is required to be paid each year to pay down the principal. + ReferencesNo definition available. + Details Name: trip_TermLoanAnnualPrincipalPaymentPercentageOfAggregatePrincipal Namespace Prefix: trip_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionThe percentage aggregate principal that is required to be paid each quarter to pay down the principal. + ReferencesNo definition available. + Details Name: trip_TermLoanQuarterlyPrincipalPaymentPercentageOfAggregatePrincipal Namespace Prefix: trip_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionPercentage points added to the reference rate to compute the variable rate on the debt instrument. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentBasisSpreadOnVariableRate1 Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionFace (par) amount of debt instrument at time of issuance. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(2)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap DebtInstrumentInterestRateDuringPeriod Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionContractual interest rate for funds borrowed, under the debt agreement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(2)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B + Details Name: us-gaap_DebtInstrumentInterestRateStatedPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name

Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9:

https://asc.fasb.org/1943274/2147482949/835-30-55-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef 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Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap DebtInstrumentLineItems Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of interest expense classified as nonoperating, + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap InterestExpenseNonoperating Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap DebtInstrumentAxis=trip TwoThousandAndTwentySixSeniorNotesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 60 R53.htm IDEA: XBRL DOCUMENT v3.24.3 Other Long-Term Liabilities - Schedule of Other Long-Term Liabilities (Details) - USD (\$) in Millions Sep. 30, 2024 Dec. 31, 2023 Other Liabilities, Noncurrent [Abstract] A Unrecognized tax benefits [1] \$ 77 \$ 153 Deferred gain on equity method investment [2] 24 25 Long-term income taxes payable [3] 0 15 Other 4 4 Total \$ 105 \$ 197 [1] Refer to aNote 8: Income Taxesa for information regarding unrecognized tax benefits. Amounts include accrued interest related to this liability. [2] Amount relates to the long-term portion of a deferred income liability recorded as a result of an equity method investment. Refer to aNote 4: Financial Instruments and Fair Value Measurementsa for additional information. [3] Amount relates to the long-term portion of transition tax payable related to the Tax Cuts and Jobs Act of 2017 (the "2017 Tax Act"), which was reclassified to current income taxes payable on our unaudited condensed consolidated balance sheet during the second quarter of 2024, reflecting its anticipated payment within the first half of 2025. X - DefinitionCarrying 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, + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(15)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap AccruedIncomeTaxesNoncurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionDifference between amount at which an investment accounted for under the equity method of accounting is carried (reported) on the balance sheet and amount of underlying equity in net assets the reporting Entity has in the investee. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3 + Details Name: us-gaap EquityMethodInvestmentDifferenceBetweenCarryingAmountAndUnderlyingEquity Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liabilities classified as other, due after one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap OtherLiabilitiesNoncurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionNo definition available. + Details Name: us-gaap OtherLiabilitiesNoncurrentAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionObligations not otherwise itemized or categorized in the footnotes to the financial statements that are expected to be paid after one year (or the normal operating cycle, if longer), from the balance sheet date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef

Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 - Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap IncomeTaxExpenseBenefit Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount, before refund, of cash paid to foreign, federal, state, and local jurisdictions as income tax. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 23 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-23Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-22Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2 + Details Name: us-gaap IncomeTaxesPaid Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionCarrying amount due within one year of the balance sheet date (or one operating cycle, if longer) from tax authorities as of the balance sheet date representing refunds of overpayments or recoveries based on agreed-upon resolutions of disputes. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(3)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap IncomeTaxesReceivable Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionAmount of cash received from federal tax jurisdiction for refund of tax on income. Includes, but is not limited to, national tax received for non-U.S. jurisdiction. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-22 + Details Name: us-gaap ProceedsFromIncomeTaxRefundFederal Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount of statutory penalties accrued for a tax position claimed or expected to be claimed by the entity, in its tax return. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-15 + Details Name: us-gaap UnrecognizedTaxBenefitsIncomeTaxPenaltiesAccrued Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionAmount of interest expense accrued for an underpayment of income taxes. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-15 + Details Name: us-gaap UnrecognizedTaxBenefitsInterestOnIncomeTaxesAccrued Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionAmount of increase (decrease) in unrecognized tax benefits attributable to uncertain tax positions taken in tax returns. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-15A + Details Name: us-gaap UnrecognizedTaxBenefitsPeriodIncreaseDecrease Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: na Period Type: duration X - Details Name: us-gaap IncomeTaxAuthorityAxis=us-gaap StateAndLocalJurisdictionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap IncomeTaxAuthorityNameAxis=us-gaap InternalRevenueServiceIRSMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt MajorCustomersAxis=srt MutualAgreementProcedureConsiderationMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt RangeAxis=srt MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap TaxPeriodAxis=trip TaxYears2014Through2016Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap TaxPeriodAxis=trip TaxYears2012Through2016Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt RangeAxis=srt MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap FinancialInstrumentAxis=us-gaap AccruedLiabilitiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 62 R55.htm IDEA: XBRL DOCUMENT V.24.3 Income Taxes - Reconciliation of the (Benefit) Provision for Income Taxes (Details) - USD (\$) in Millions 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Income Tax Expense (Benefit), Effective Income Tax Rate Reconciliation, Amount [Abstract] Á Á Á Income tax expense (benefit) at the federal statutory rate Á Á \$ 18 \$ 20 State income taxes, net of effect of federal tax benefit Á Á 7 7 Unrecognized tax benefits and related interest Á Á 4 7 Stock-based compensation Á Á 13 21 Research tax credit Á Á (6) (3) Change in valuation allowance Á Á 0 9 IRS audit settlement Á Á 41 31 Transfer pricing reserves adjustment Á Á (4) 24 Other, net Á Á 11 (1) Provision (benefit) for income taxes \$ 27 \$ 37 \$ 84 \$ 115 X - DefinitionIncome tax reconciliation transfer pricing reserve adjustment. + ReferencesNo definition available. + Details Name: trip IncomeTaxReconciliationTransferPricingReserveAdjustment Namespace Prefix: trip Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.1.7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap IncomeTaxExpenseBenefit Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap IncomeTaxExpenseBenefitContinuingOperationsIncomeTaxReconciliationAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionAmount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to increase (decrease) in the valuation allowance for deferred tax assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12A -Subparagraph (a)(6) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12AReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12 + Details Name: us-gaap IncomeTaxReconciliationChangeInDeferredTaxAssetsValuationAllowance Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionThe amount of income tax expense or benefit for the period computed by applying the domestic federal statutory tax rates to pretax income from continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231 + Details Name: us-gaap IncomeTaxReconciliationIncomeTaxExpenseBenefitAtFederalStatutoryIncomeTaxRate Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount of reported income tax expense (benefit) in excess of (less than) expected income tax expense (benefit) computed by applying domestic federal statutory income tax rate to pretax income (loss) from continuing operation, attributable to nondeductible expense for award under share-based payment arrangement. Includes, but is not limited to, expense determined to be nondeductible upon grant or after for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12A -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12AReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12 + Details Name: us-gaap IncomeTaxReconciliationNondeductibleExpenseShareBasedCompensationCost Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to other adjustments. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12A -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12AReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12 + Details Name: us-gaap IncomeTaxReconciliationOtherAdjustments Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to increase (decrease) in income tax contingencies. Including, but not limited to, domestic tax contingency, foreign tax contingency, state and local tax contingency, and other contingencies. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12A -Subparagraph (a)(8) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12AReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12 + Details Name: us-gaap IncomeTaxReconciliationTaxContingencies Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to income tax settlements. Including, but not limited to, domestic tax settlement, foreign tax settlement, state and local tax settlement, and other tax settlements. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12 + Details Name: us-gaap IncomeTaxReconciliationTaxSettlements Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration XML 63 R56.htm IDEA: XBRL DOCUMENT V.24.3 Commitments And Contingencies - Additional Information (Details) \$ in Millions 9 Months Ended Sep. 30, 2024 USD (\$) Commitments and Contingencies Disclosure [Abstract] Á Estimated potential settlement of a regulatory matter \$ 10 X - DefinitionEstimated potential settlement of a regulatory matter. + ReferencesNo definition available. + Details Name: trip EstimatedPotentialSettlementOfARegulatoryMatter Namespace Prefix: trip Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type:

duration XML 64 R57.htm IDEA: XBRL DOCUMENT v3.24.3 Stock Based Awards and Other Equity Instruments - Additional Information (Details) - USD (\$) \$ / shares in Units, as in Millions 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2024 Sep. 30, 2024 Sep. 30, 2023 Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Á Á Á Capitalized stock based compensation as website development costs \$ 4 \$ 2 \$ 10 \$ 8 Income tax benefits from exercise or settlement of stock-based awards \$ 2 \$ 9 8 Unrecognized compensation expense \$ 275 Á \$ 275 Á Weighted average period remaining (in years) Á Á 2 years 8 months 12 days Á Restricted Stock Units Á Á Á Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Á Á Á Vesting period Á Á 4 years Á Total fair value of RSUs vested Á Á \$ 89 \$ 89 Employee Stock Option Á Á Á Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Á Á Á Weighted-average grant date fair value Á Á \$ 13.37 \$ 10.32 Vesting period Á Á 4 years Á Closing stock price \$ 14.49 Á \$ 14.49 Á Total intrinsic value Á Á \$ 0 \$ 0 Term of stock options, granted Á Á 10 years Á Total fair value of stock options vested Á Á \$ 6 \$ 6 X - DefinitionIncome tax benefits associated with exercise or settlement of stock based awards. + ReferencesNo definition available. + Details Name: trip_IncomeTaxBenefitsAssociatedWithExerciseSettlementOfStockBasedAwards Namespace Prefix: trip_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cost capitalized for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsCapitalizedAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionWeighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionAmount of cost to be recognized for nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAwardsOtherThanOptions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionPeriod over which grantee's right to exercise award under share-based payment arrangement is no longer contingent on satisfaction of service or performance condition, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, combination of market, performance or service condition. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionFair value of share-based awards for which the grantee gained the right by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodTotalFairValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of accumulated difference between fair value of underlying shares on dates of exercise and exercise price on options exercised (or share units converted) into shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisesInPeriodTotalIntrinsicValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe weighted average grant-date fair value of options granted during the reporting period as calculated by applying the disclosed option pricing methodology. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionPrice of a single share of a number of saleable stocks of a company. + ReferencesNo definition available. + Details Name: us-gaap_SharePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionPeriod from grant date that an equity-based award expires, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardExpirationPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionFair value of options vested. Excludes equity instruments other than options, for example, but not limited to, share units, stock appreciation rights, restricted stock. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsVestedInPeriodFairValue1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_AwardTaxAxis=us-gaap_RestrictedStockUnitsRSMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTaxAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 65 R58.htm IDEA: XBRL DOCUMENT v3.24.3 Stock Based Awards and Other Equity Instruments - Amount of Stock-Based Compensation Expense Related to Stock-Based Awards, Primarily Stock Options and RSUs (Details) - USD (\$) \$ / shares in Units, as in Millions 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2024 Sep. 30, 2024 Sep. 30, 2023 Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items] Á Á Á Á Total stock-based compensation expense \$ 31 \$ 24 \$ 92 \$ 72 Income tax benefit from stock-based compensation (6) (5) (18) (15) Total stock-based compensation expense, net of tax \$ 25 \$ 19 \$ 74 \$ 57 X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-599-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, after tax, of expense for award under share-based payment arrangement. + ReferencesNo definition available. + Details Name: us-gaap_AllocatedShareBasedCompensationExpenseNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of tax benefit for recognition of expense of award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationTaxBenefitFromCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 66 R59.htm IDEA: XBRL DOCUMENT v3.24.3 Stock Based Awards and Other Equity Instruments - Summary of Stock Option Activity (Details) - Employee Stock Option \$ / shares in Units, shares in Thousands, \$ in Millions 9 Months Ended Sep. 30, 2024 USD (\$) \$ / shares in Units, shares in Thousands, \$ in Millions 9 Months Ended Sep. 30, 2024 USD (\$) \$ / shares in Units, shares in Thousands, \$ in Millions 9 Months Ended Sep. 30, 2024 USD (\$) \$ / shares in Units, shares in Thousands, \$ in Millions 9 Months Ended Sep. 30, 2023 Options Outstanding, Beginning balance | shares 3,927 Options Outstanding, Granted | shares 45 Options Outstanding, Exercised | shares (80) [1] Options Outstanding, Cancelled or expired | shares (1,131) Options Outstanding, Ending balance | shares 2,761 Options Outstanding, Exercisable | shares 2,193 Options Outstanding, Vested and expected to vest | shares 2,761 [2] Weighted Average Exercise Price per share Á Options Outstanding, Weighted Average Exercise Price, Beginning Balance | \$ / shares \$ 35.56 Options Granted, Weighted Average Exercise Price | \$ / shares 24.96 Options Exercised, Weighted Average Exercise Price | \$ / shares 24.36 [1] Options Cancelled or expired, Weighted Average Exercise Price | \$ / shares 35.76 Options Outstanding, Weighted Average Exercise Price, Ending balance | \$ / shares 35.63 Options Exercisable, Weighted Average Exercise Price | \$ / shares 39.12 Options Vested and expected to vest, Weighted Average Exercise Price | \$ / shares \$ 35.63 [2] Weighted Average Remaining Contractual Life and Aggregate Intrinsic Value Á Options Outstanding, Weighted Average Remaining Contractual Life 4 years 6 months Options Exercisable, Weighted Average Remaining Contractual Life 3 years 8 months 12 days Options Vested and expected to vest, Weighted Average Remaining Contractual Life 4 years 6 months [2] Options Outstanding, Aggregate Intrinsic Value | \$ \$ 0 Options Exercisable, Aggregate Intrinsic Value | \$ 0 Options Vested and expected to vest, Aggregate Intrinsic Value | \$ 0 [2] [1] Inclusive of approximately 67,000 stock options withheld due to net share settlement to satisfy required employee tax withholding requirements. Potential shares which had been convertible under stock options that were withheld under net share settlement remain in the authorized but unused pool under the Tripadvisor, Inc. 2023 Stock and Annual Incentive Plan (the "2023 Plan") and can be reissued by the Company. Total payments for the employees' tax obligations to the taxing authorities due to net share settlements are reflected as a financing activity within the consolidated statements of cash flows. [2] The Company accounts for forfeitures as they occur, rather than estimate expected forfeitures as allowed under GAAP and therefore does not include a forfeiture rate in our vested and expected to vest calculation unless necessary for a performance condition award. X - ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsAdditionalDisclosuresAbstract Namespace Prefix: us-

Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe number of shares into which fully or partially vested stock options outstanding as of the balance sheet date can be currently converted under the option plan. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber](http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber) Namespace Prefix: us-gaap_Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe weighted-average price as of the balance sheet date at which grantees can acquire the shares reserved for issuance on vested portions of options outstanding and currently exercisable under the stock option plan. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice](http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice) Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionFor presentations that combine terminations, the number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan or that expired. + ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iv\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriod](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriod) Namespace Prefix: us-gaap_Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price of options that were either forfeited or expired. + ReferencesReference 1: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iv\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriodWeightedAverageExercisePrice](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriodWeightedAverageExercisePrice) Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionGross number of share options (or share units) granted during the period. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iv\)\(01\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross](http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross) Namespace Prefix: us-gaap_Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount by which the current fair value of the underlying stock exceeds the exercise price of options outstanding. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionNumber of options outstanding, including both vested and non-vested options. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(ii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber](http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber) Namespace Prefix: us-gaap_Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingRollForward Namespace Prefix: us-gaap_Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees can acquire the shares reserved for issuance under the stock option plan. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(ii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice](http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice) Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePriceRollforward Namespace Prefix: us-gaap_Data Type: xbrli:stringItemType Balance Type: debit Period Type: instant X - DefinitionNumber of fully vested and expected to vest options outstanding that can be converted into shares under option plan. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(e\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingAggregateIntrinsicValue](http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingAggregateIntrinsicValue) Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionNumber of fully vested and expected to vest options outstanding that can be converted into shares under option plan. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(e\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingNumber](http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingNumber) Namespace Prefix: us-gaap_Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionWeighted-average exercise price, at which grantee can acquire shares reserved for issuance, for fully vested and expected to vest options outstanding. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -Sub](http://www.xbrl.org/2003/role/disclosureRef-Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingWeightedAverageExercisePrice)

[Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(e\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 24:](#)
[http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(f\)\(2\)\(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25):
[http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(f\)\(2\)\(ii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26):
[http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(f\)\(2\)\(iii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27):
[http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(f\)\(2\)\(iv\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28):
[http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(2\)\(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemBalance Type: na Period Type: duration X - DefinitionThe number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date. + ReferencesReference 1: <a href=):
[http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(2\)\(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemBalance Type: na Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemBalance Type: na Period Type: duration X - DefinitionPer share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesReference 1: <a href=):

Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other Than Options, Nonvested, Number of Shares (Roll Forward) Â Unvested outstanding, Beginning balance / shares 519 [2] Unvested Shares, Granted / shares 602 [2] Unvested Shares Cancelled / shares (149) [2] Unvested outstanding, Ending balance / shares 972 [2] Weighted Average Grant-Date Fair Value Per Share Â Unvested outstanding, Weighted Average Grant-Date Fair Value Per Share, Beginning balance / \$ / shares 18.45 [2] Weighted Average Grant-Date Fair Value Per Share, Granted / \$ / shares 27.31 [2] Weighted Average Grant-Date Fair Value Per Share, Cancelled / \$ / shares 22.4 [2] Unvested outstanding, Weighted Average Grant-Date Fair Value Per Share, Ending balance / \$ / shares 23.39 [2] Aggregate Intrinsic Value Â Unvested outstanding, Aggregate Intrinsic Value / \$ \$ 14 [2] [1] MSUs shall vest three years from grant date, generally with 25% vesting if the weighted-average stock price over a 30 day trading period during the vesting period is equal to or greater than \$35.00 but less than \$45.00, 50% vesting if equal to or greater than \$45.00 but less than \$55.00, and 100% vesting if equal to or greater than \$55.00, subject to continuous employment with, or performance of services for, the Company. A Monte-Carlo simulation model, which simulated the present value of the potential outcomes of future stock prices, was used to calculate the grant-date fair value of our MSU awards. The estimated grant-date fair value of these awards is amortized on a straight-line basis over the requisite service period and is not adjusted based on the actual number of awards that ultimately vest. [2] Represents PSUs awarded primarily in February 2023 and March 2024. The February 2023 PSU awards provide for vesting in two equal annual installments on each of December 31, 2024 and December 31, 2025, if and to the extent the Company achieves pre-determined revenue and Adjusted EBITDA metrics (each weighted 50%) established by the Compensation Committee and Section 16 Committee of its Board of Directors (jointly, the "Compensation Committees"). The March 2024 PSU awards provide for vesting in two equal annual installments on each of December 31, 2025 and December 31, 2026, if and to the extent the Company achieves pre-determined revenue and Adjusted EBITDA metrics (each weighted 50%) established by the Compensation Committees. The estimated grant-date fair values per PSU were measured based on the quoted price of our common stock at the date of grant, calculated upon the establishment of performance targets, and will be amortized on a straight-line basis over the requisite service period. Based upon actual attainment relative to the target financial metrics, employees have the ability to receive up to 200% of the target number originally granted, or to be issued none at all. Probable outcome for performance-based awards is updated based upon changes in actual and forecasted operating results or expected achievement of performance goals, as applicable, and the impact of modifications, if any. X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period. + ReferencesReference 1:

us-gaap_StockRepurchaseProgramRemainingAuthorizedRepurchaseAmountAmount1 Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal cost of shares repurchased divided by the total number of shares repurchased. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481549/505-30-45-1> + Details Name: us-gaap_TreasuryStockAcquiredAverageCostPerShare Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: duration X - DefinitionNumber of shares that have been repurchased during the period and are being held in treasury. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-50-210-599-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480008/505-10-599-1> + Details Name: us-gaap_TreasuryStockSharesAcquired Namespace Prefix: us-gaap_Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - DefinitionEquity impact of the cost of common and preferred stock that were repurchased during the period. Recorded using the cost method. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480008/505-10-599-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481549/505-30-45-1> + Details Name: us-gaap_TreasuryStockValueAcquiredCostMethod Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 73 R66.htm IDEA: XBRL DOCUMENT v3.24.3 Earnings Per Share - Additional Information (Details) - Stock Options and RSUs shares in Millions 3 Months Ended 9 Months Ended Sep. 30, 2024 shares Sep. 30, 2024 shares Sep. 30, 2023 shares Performance-Based Awards A A A Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] A A A Antidilutive securities excluded from computation of earnings per share, amount 1.5 1.1 1.5 1.1 2026 Senior Notes [Maximum A A A Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] A A A Cap price A A 107.36 107.36 Antidilutive securities excluded from computation of earnings per share, amount 13.3 14.2 12.3 21.6 X - DefinitionInitial cap price of the capped calls. + ReferencesNo definition available. + Details Name: trip_DebtInstrumentConvertibleCappedCallsInitialCapPrice Namespace Prefix: trip_Data Type: xbrli:decimalItem Type Balance Type: na Period Type: duration X - DefinitionSecurities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482662/260-10-50-1> + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Namespace Prefix: us-gaap_Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems Namespace Prefix: us-gaap_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=trip_StockoptionsAndRsusMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_PerformanceSharesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=trip_TwoThousandAndTwentySixSeniorNotesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 74 R67.htm IDEA: XBRL DOCUMENT v3.24.3 Earnings Per Share - Reconciliation of Weighted Average Number of Shares of Common Stock Outstanding In Calculating EPS (Details) - USD (\$) / shares in Units, shares in Thousands, in Millions 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2022 Sep. 30, 2021 Sep. 30, 2020 Numerator: A A A Net income (loss) used to compute Basic EPS \$ 39 27 \$ 4 (22) Net income (loss) used to compute Diluted EPS \$ 39 27 \$ 5 (22) Denominator: A A A Weighted average shares used to compute Basic EPS 138,915 138,190 138,862 139,841 Weighted average effect of dilutive securities: 139,841 A A Stock-based awards (Note 10) 604 422 1,435 A 2026 Senior Notes (Note 6) 4,674 4,674 4,674 A Weighted average shares used to compute Diluted EPS 144,193 143,286 144,971 139,841 Basic EPS \$ 0.28 \$ 0.2 \$ 0.03 \$ 0.16 Diluted EPS \$ 0.27 \$ 0.19 \$ 0.03 \$ 0.16 2026 Senior Notes due April 1, 2026 A A A Numerator: A A A Interest expense on 2026 Senior Notes, net of tax [1] A A \$ 1 A [1] Interest expense, net of tax, related to the 2026 Senior Notes which was included in the Diluted EPS calculation for both the three months ended September 30, 2024 and 2023 was not material. X - DefinitionInterest expense of senior notes net of tax + ReferencesNo definition available. + Details Name: trip_InterestExpenseOfSeniorNotesNetOfTax Namespace Prefix: trip_Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI [http://www.xbrl.org/2003/role/exampleRef](https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef) -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef> -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef> -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef> -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef> -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI [https://asc.fasb.org/1943274/2147480175/815-](https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef)

Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities, and addition from assumption of issuance of common shares for dilutive potential common shares; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 40 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-40 + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersDiluted Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_WeightedAverageNumberDilutedSharesOutstandingAdjustmentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasicAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_DebtInstrumentAxis=trip_SeniorNotesDueAprilOneTwoThousandAndTwentySixMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 75 R68.htm IDEA: XBRL DOCUMENT v3.24.3 Segment Information - Additional Information (Details) 9 Months Ended Sep. 30, 2024 Segment Segment Reporting [Abstract] A Number of reportable segment 3 X - DefinitionNumber of segments reported by the entity. A reportable segment is a component of an entity for which there is an accounting requirement to report separate financial information on that component in the entity's financial statements. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-18 + Details Name: us-gaap_NumberOfReportableSegments Namespace Prefix: us-gaap_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SegmentReportingAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 76 R69.htm IDEA: XBRL DOCUMENT v3.24.3 Segment Information - Summary of Segment Information (Details) - USD (\$) - USD (\$) in Millions 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2023 Segment Reporting Information [Line Items] A A A Total Revenue [1] 532 \$ 533 \$ 1,424 \$ 1,398 Adjusted EBITDA 122 127 266 250 Depreciation and amortization (21) (21) (63) (63) Stock-based compensation (31) (24) (92) (72) Legal reserves and settlements [2] A A (14) A Restructuring and other related reorganization costs [3] 1 (18) (1) (18) Non-recurring income (expense) [1] [4] A (4) [4] [5] Operating income (loss) 70 64 92 94 Other income (expense), net (4) 0 (4) (1) Income (loss) before income taxes 66 64 88 93 (Provision) benefit for income taxes (27) (37) (84) (115) Net income (loss) 39 27 4 (22) Intersegment A A A Segment Reporting Information [Line Items] A A A Total Revenue 532 533 1,424 1,398 Reportable Segments | Brand Tripadvisor A A A Segment Reporting Information [Line Items] A A A Total Revenue [1],[6] 255 290 745 813 Adjusted EBITDA [6] 87 111 248 279 Legal reserves and settlements [2],[6] A A 0 A Restructuring and other related reorganization costs [3],[6] A (8) 0 (8) Reportable Segments | Viator A A A Segment Reporting Information [Line Items] A A A Total Revenue [1],[7] 270 245 655 576 Adjusted EBITDA [7] 30 17 13 (15) Legal reserves and settlements [2],[7] A A 0 A Restructuring and other related reorganization costs [3],[7] A (3) 0 (3) Reportable Segments | TheFork A A A Segment Reporting Information [Line Items] A A A Total Revenue [1],[8] 49 42 133 115 Adjusted EBITDA [8] 5 (1) 5 (14) Legal reserves and settlements [2],[8] A A 0 A Restructuring and other related reorganization costs [3],[8] 1 (7) (1) (7) Reportable Segments | Intersegment | Brand Tripadvisor A A A Segment Reporting Information [Line Items] A A A Total Revenue [6] 42 44 109 106 Reportable Segments | Intersegment | Viator A A A Segment Reporting Information [Line Items] A A A Total Revenue [7] 0 0 0 0 Reportable Segments | Intersegment | TheFork A A A Segment Reporting Information [Line Items] A A A Total Revenue [8] 0 0 0 0 Reportable Segments | Third-Party | Brand Tripadvisor A A A Segment Reporting Information [Line Items] A A A Total Revenue [6] 213 246 636 707 Reportable Segments | Third-Party | Viator A A A Segment Reporting Information [Line Items] A A A Total Revenue [7] 270 245 655 576 Reportable Segments | Third-Party | TheFork A A A Segment Reporting Information [Line Items] A A A Total Revenue [8] 49 42 133 115 Corporate and Eliminations A A A Segment Reporting Information [Line Items] A A A Total Revenue (42) (44) (109) (106) Adjusted EBITDA 0 0 0 0 Depreciation and amortization (21) (21) (63) (63) Stock-based compensation (31) (24) (92) (72) Legal reserves and settlements [2] A A (14) A Restructuring and other related reorganization costs [3] 0 0 0 0 Non-recurring income (expense) [1] [4] A (4) [4] [5] Corporate and Eliminations | Intersegment A A A Segment Reporting Information [Line Items] A A A Total Revenue (42) (44) (109) (106) Corporate and Eliminations | Third-Party A A A Segment Reporting Information [Line Items] A A A Total Revenue \$ 0 \$ 0 \$ 0 [1] Our revenue is recognized primarily at a point in time for all reportable segments, [2] Includes a one-time charge of \$4 million during the second quarter of 2024, resulting from enacted tax legislation in Canada during June 2024 related to digital services taxes, which requires retrospective application back to January 1, 2022. This amount represents the one-time retrospective liability for the periods prior to April 1, 2024, while all prospective periods are and will be included within Adjusted EBITDA, respectively. In addition, this amount includes an estimated accrual for the potential settlement of a regulatory related matter of \$10 million, expensed during the first quarter of 2024. Refer to "Note 9: Commitments and Contingencies" for further information. These costs are reflected in general and administrative expenses on our unaudited condensed consolidated statement of operations. [3] Refer to Note 5: Accrued Expenses and Other Current Liabilities for information regarding restructuring and other related reorganization costs. [4] The Company expensed certain transaction related costs of \$1 million and \$4 million during the three and nine months ended September 30, 2024, respectively, to general and administrative expenses on our unaudited condensed consolidated statement of operations. The Company considers such costs to be non-recurring in nature. [5] The Company expensed \$3 million of previously capitalized transaction related costs during the first quarter of 2023 to general and administrative expenses on our unaudited condensed consolidated statement of operations. The Company considers such costs to be non-recurring in nature. [6] Corporate general and administrative personnel costs of \$2 million and \$6 million for the three and nine months ended September 30, 2024, respectively, and \$2 million and \$5 million for the three and nine months ended September 30, 2023, respectively, were allocated to the Viator and TheFork segments. [7] Includes allocated corporate general and administrative personnel costs from our Brand Tripadvisor segment of \$1 million and \$3 million for the three and nine months ended September 30, 2024, respectively, and \$1 million and \$2 million for the three and nine months ended September 30, 2023, respectively. [8] Includes allocated corporate general and administrative personnel costs from our Brand Tripadvisor segment of \$1 million and \$3 million for the three and nine months ended September 30, 2024, respectively, and \$1 million and \$3 million for the three and nine months ended September 30, 2023, respectively. X - DefinitionNet income (loss) plus: (1) (provision) benefit for income taxes; (2) other income (expense), net; (3) depreciation and amortization; (4) stock-based compensation and other stock-settled obligations; (5) goodwill, intangible asset, and long-lived asset impairments; (6) legal reserves and settlements; (7) restructuring and other related reorganization costs; and (8) non-recurring expenses and income. + ReferencesNo definition available. + Details Name: trip_AdjustedEarningsBeforeInterestTaxesDepreciationAndAmortization Namespace Prefix: trip_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe current period expense charged against earnings on long-lived, physical assets not used in production, and which are not intended for resale, to allocate or recognize the cost of such assets over their useful lives; or to record the reduction in book value of an intangible asset over the benefit period of such asset; or to reflect consumption during the period of an asset that is not used in production. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_DepreciationAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 9: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.1.7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -

Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionThe amount of expense provided in the period for legal costs incurred on or before the balance sheet date pertaining to resolved, pending or threatened litigation, including arbitration and mediation proceedings. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(6)) -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_LegalFees Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(ii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionThe aggregate amount of income or expense from ancillary business-related activities (that is to say, excluding major activities considered part of the normal operations of the business). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_NonoperatingIncomeExpense Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionThe net result for the period of deducting operating expenses from operating revenues. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_OperatingIncomeLoss Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionAmount of other expense (income) that is infrequent in occurrence or unusual in nature. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483613/220-20-50-1 + Details Name: us-gaap_OtherNonrecurringIncomeExpense Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount 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. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482047/420-10-45-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 5.P.3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-1 + Details Name: us-gaap_RestructuringCharges Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_SegmentReportingInformationLineItems Namespace Prefix: us-gaap_Data Type: xbrli:stringItem Type Balance Type: on a Period Type: duration X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_IntersegmentEliminationMember Namespace Prefix: Data Type: on a Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=trip_ThirdPartyMember Namespace Prefix: Data Type: on a Balance Type: Period Type: X - Details Name: srt_ConsolidationItemsAxis=us-gaap_OperatingSegmentsMember Namespace Prefix: Data Type: on a Balance Type: Period Type: X - Details Name: us-gaap_StatementBusinessSegmentsAxis=trip_BrandTripadvisorMember Namespace Prefix: Data Type: on a Balance Type: Period Type: X - Details Name: us-gaap_StatementBusinessSegmentsAxis=trip_ViatorMember Namespace Prefix: Data Type: on a Balance Type: Period Type: X - Details Name: us-gaap_StatementBusinessSegmentsAxis=trip_TheForkMember Namespace Prefix: Data Type: on a Balance Type: Period Type: X - Details Name: srt_ConsolidationItemsAxis=us-gaap_CorporateNonSegmentMember Namespace Prefix: Data Type: on a Balance Type: Period Type: XML 77 R70.htm IDEA: XBRL DOCUMENT v3.24.3 Segment Information - Summary of Segment Information (Parenthetical) (Details) - USD (\$) in Millions 3 Months Ended 9 Months Ended Sep 30, 2024 Jun 30, 2024 Mar 31, 2024 Sep 30, 2023 Mar 31, 2023 Sep 30, 2024 Sep 30, 2023 Segment Reporting Information [Line Items] Á Á Á Á Á Á General and administrative \$ 51 Á \$ 49 Á \$ 161 \$ 144 Estimated potential settlement of a regulatory matter Á Á Á Á 10 Á Canada digital service tax Á \$ 4 Á Á Á Á Viator Á Á Á Á Á Á Segment Reporting Information [Line Items] Á Á Á Á Á Á General and administrative Á Á Á Á Á Á 3 Á 3 Á 3 Brand Tripadvisor Á Á Á

À Á Ä Å Segment Reporting Information [Line Items] Á Á Á Á Á Transaction costs \$ Á Á Á \$ 4 Á Estimated potential settlement of a regulatory matter Á Á \$ 10 Á Á Á Capitalized Transaction Cost Á Á Á \$ 3 Á Á X - DefinitionEstimated potential settlement of a regulatory matter. + ReferencesNo definition available. + Details Name: trip EstimatedPotentialSettlementOfARegulatoryMatter Namespace Prefix: trip Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionRepresents a one-time charge resulting from enacted tax legislation in Canada during June 2024 related to digital services taxes, which requires retrospective application back to January 1, 2022. This amount represents the non-recurring retrospective liability for the periods prior to April 1, 2024. + ReferencesNo definition available. + Details Name: trip NonRecurringPaymentRelatedToCanadaDigitalServiceTax Namespace Prefix: trip Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPreviously Capitalized Transaction Costs Non Recurring Expense + ReferencesNo definition available. + Details Name: trip PreviouslyCapitalizedTransactionCostsNonRecurringExpense Namespace Prefix: trip Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionTransaction costs non recurring expense. + ReferencesNo definition available. + Details Name: trip TransactionCostsNonRecurringExpense Namespace Prefix: trip Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrli.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1 + Details Name: us-gaap GeneralAndAdministrativeExpense Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap SegmentReportingInformationLineItems Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap StatementBusinessSegmentsAxis=trip ViatorMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap StatementBusinessSegmentsAxis=trip TheForkMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap StatementBusinessSegmentsAxis=trip BrandTripadvisorMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap IncomeStatementLocationAxis=us-gaap GeneralAndAdministrativeExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: EXCEL 78 Financial Report.xslx IDEA: XBRL DOCUMENT being 644 Financial Report.xslx M4\$L#1(0 (" 9ED'04UBJ 0+ 0 9&[C4']0=,0871P+GAM M;\$V,/OL',!\$ UQO'=!P4B0-I2L+>?>QLOD&1#LD)'OCG!CVX?>QA&WP!M*N*1#BV&5(C(I(/!47BK9 7;=N')=H!6-Y' #OGDK7A.YNJQ=>4&GPZ4A!OW]=0U!R;UEA 6#m7!E+! P04 M "]@&99,(<->> K @ \$0 &108U!R;WIS+V+0&ULS9+! M3L,P# (=?!>?>.NF@ACZK91,GD)8!)=X&6K?FQD<?Y!6K1.'! " 8-Y?/ MGR4W.DH=&KZB&#3'017PWN,YG;=>'8FB!CZB\$!EF3 M.B!M4?>D)J11!& %6&ALQ8Q6N!\$BD*ZX(U>V\$S=3/, .7K* (SH!KJTF MQO/07 7#3#9'Y)W M[(=M(:QU 92C1?/KY+?59KMJ[9&W9\$ #KZB+7NTI(BIY 3&Y Q'!M.@=[C28-K.O K!BMHOP!02P,\$ % @ JH!F69&UL[5!; <[HX%][OK]X9 9M*8V@;:T\$W-I=MNTF83M M3A'\$5\$B;:EDD81 IOTV23;J/ 0LZ?0.14?GZ&AY!^XN8NB&B)3R M> +J06N!I3+ MUES@60HO[!J]M-O=5H1!;=8\$18V1@? 5XL.\$05%;=U!M@.M.4? ,@5RU2-9.;! M\$U=I!)KF(M+Y, 7VMX<9< I.ATV@6XP&U@>?YOI<1.6HCA5,+SP&IG/U9K MQJ'22('"R7V4!;J)]/3%0&R4#3LZG5C.=GSVQ.V? C,K,=#1M&N#C7@XML02 MBW A(5M>5 TR M6!VULS2 Y9>*?IU!EK9;O=05SP6.XYB1^>QL4\$UFG2.98T1G\$=D 4. #? \$ MT4Q0?J!IMHK@P!T+?>6\$SRFU4!H(FLB!J4>="(<7K;YH] M5%62=&j\$#!&N&*<^<9ST6\$!Z5T!795O-RCEU@5 9<8WS2J!25\$UGB5P/M MG#P=^Q+&I& L&08:7"82J3E^JN43 2 BNEVOZKR2.FJW'23M'/F(9 M AIRM1!IM&A!M!;\$L;1-\$2M!J=6.PUDSY@R.S-D77.U!\$ 99->T'8LZ+ MD!& 'H8X21KMHG8!N/0>7L>P>B'RV;JN'Z&U3+L+((W1!072NO)]> Z2T M!Z-.60F!A%9JGZJ'-ZH'C(*?&Y'C[E>G@*-Y;&O%N[GL!]>:'K<@+M.T7N?<^E[!GT7'2MSAD6R4J9339?># M\$Y!&V!14 5E=>?EKIDHNP@Q.Y.FOHO7+<+ Y% GM,T+,T.WF&Y) M.M-2D& ^>G%>IKB.=D\$N7V85VWGV-'1^?4;J.'C!SR6!<J>[(A)]J&F, # M0X=Y>U'89Y7&4#04;6RLQ)'Q&MV'XU 1.\$D8'V@>I.X.O40+RAE5\$ 50& RN0 MHGQ,C57H<.>77% CT9+CVZ9EM6Z0?>7.2).<J!F! GJX<9>I51W/550R ML+VJ/053L <6-W(GPP13&4>DACE!>F2J+&S.5.YRMQ!Q4XOT&ASMA*7&+&3C MYL=Q3E.X\$G.V#P(RN;LJ]Y7!E.6=FMMX(D L6X&9A12J?>W5YYNTN42%J]3W' 4A M!R>+C!^?<3.G;U. HL=&6V\$5#DU1?>X0GJ(3-ROJA4)? NVB8+&A=OB5,VJ&KXF M8\$O>?FZ=+2? VU!4?014;SHYG@<K' MYA.LO21>P7V#BH 1J^<N!>J?>26<.[1]8&F S6VZ3PW> ,? -2K6J5D\$Q_ M2P=>V'(M8DQXJ1#12CQ1BK<:OK<.;>OQY@%CS#%6F.-'19H.]+&K#F.'F!J MU4&E!J]O4#6CV30.9FVJ/D3@HW/O#;=>'Q([A!8N 5!+ P04 M"]J@&994?IV&'P&'](P & 'AL+W=OB2F'F&E!<M.PDXQJ3VTC5R>=>U9JKT&A\$TA#=>Ic2' M&S1+&AN[F]Q!P@8M]7Y-UJ'2'(ODZ3J[9DB 0B;Y,*A5'I0W?U]=4*N!F MXFU3KS8\$.7*+ <^OY9P@<N&UICP^/7P!2E;NVNG?&[(U[N#]/[7;7WY 5 M5@<L2+>L759'MFV1^Q!P(E!L24^&O&N]8%J2 TL.PPY HVR5] M&THW,)]> ;61P6N!TWR!8(5%9\$Z5)5(':- (809TUU,YC8FN'Y&68'K'AL MJPC5+&ZQ^<V'>41TX=XB-2)PKK+<X3R.M! (U'03E!J6?0_.Z!2 0D1G!M! MX>A.7@<]<9%< C JH! 9*O [XBMVYEQ!> 1L2&1-1;Z+DN') %MQZ7FB MCTA(3A3H4FLH3Q>7X73TR8WV;3AZF\$% 8;5AP656N'9-P)CF@OAJE7(W0L,KLOZ \$,9#*##'22L6M6R5\$QM.#3.#7W^!4P#G58/Q#6;+FYZKA44K*P*;<@3!0VBW\$%#M]Q=-BZSD2N)M]J#B1^MXJDJ@U=5Y3QJ(R4G#>13!ER%>[&J]LPCK<1UBUYK3>.>5%4&GBJ4) GY+&F2U Y1F>Y]>Y]>Q] MZB0.S:@GTD'N'DWVDZ0>:G);>6X? [8. .&6%?>G@<A4B=&G7744#M9DBM U#\\#D6W'0<:J!^T!5U\$.159F.%<'&CO&AD!O4X^B9K5,K+Q&QW3VEF([D5 MM XOPD.;&PRT&U!E!N'L-4H^<N!>J?>26<.[1]8&F S6VZ3PW> ,? -2K6J5D\$Q_ M2P=>V'(M8DQXJ1#12CQ1BK<:OK<.;>OQY@%CS#%6F.-'19H.]+&K#F.'F!J MU4&E!J]O4#6CV30.9FVJ/D3@HW/O#;=>'Q([A!8N 5!+ P04 M"]J@&994?IV&'P&'](P & 'AL+W=OB2F'F&E!<M.PDXQJ3VTC5R>=>U9JKT&A\$TA#=>Ic2' M&S1+&AN[F]Q!P@8M]7Y-UJ'2'(ODZ3J[9DB 0B;Y,*A5'I0W?U]=4*N!F MXFU3KS8\$.7*+ <^OY9P@<N&UICP^/7P!2E;NVNG?&[(U[N#]/[7;7WY 5 M5@<L2+>L759'MFV1^Q!P(E!L24^&O&N]8%J2 TL.PPY HVR5] M&THW,)]> ;61P6N!TWR!8(5%9\$Z5)5(':- (809TUU,YC8FN'Y&68'K'AL MJPC5+&ZQ^<V'>41TX=XB-2)PKK+<X3R.M! (U'03E!J6?0_.Z!2 0D1G!M! MX>A.7@<]<9%< C JH! 9*O [XBMVYEQ!> 1L2&1-1;Z+DN') %MQZ7FB MCTA(3A3H4FLH3Q>7X73TR8WV;3AZF\$% 8;5AP656N'9-P)CF@OAJE7(W0L,KLOZ \$,9#*##'22L6M6R5\$QM.#3.#7W^!4P#G58/Q#6;+FYZKA44K*P*;<@3!0VBW\$%#M]Q=-BZSD2N)M]J#B1^MXJDJ@U=5Y3QJ(R4G#>13!ER%>[&J]LPCK<1UBUYK3>.>5%4&GBJ4) GY+&F2U Y1F>Y]>Y]>Q] MZB0.S:@GTD'N'DWVDZ0>:G);>6X? 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[8. .&6%?>G@<A4B=&G7744#M9DBM U#\\#D6W'0<:J!^T!5U\$.159F.%<'&CO&AD!O4X^B9K5,K+Q&QW3VEF([D5 MM XOPD.;&PRT&U!E!N'L-4H^<N!>J?>26<.[1]8&F S6VZ3PW> ,? -2K6J5D\$Q_ M2P=>V'(M8DQXJ1#12CQ1BK<:OK<.;>OQY@%CS#%6F.-'19H.]+&K#F.'F!J MU4&E!J]O4#6CV30.9FVJ/D3@HW/O#;=>'Q([A!8N 5!+ P04 M"]J@&994?IV&'P&'](P & 'AL+W=OB2F'F&E!<M.PDXQJ3VTC5R>=>U9JKT&A\$TA#=>Ic2' M&S1+&AN[F]Q!P@8M]7Y-UJ'2'(ODZ3J[9DB 0B;Y,*A5'I0W?U]=4*N!F MXFU3KS8\$.7*+ <^OY9P@<N&UICP^/7P!2E;NVNG?&[(U[N#]/[7;7WY 5 M5@<L2+>L759'MFV1^Q!P(E!L24^&O&N]8%J2 TL.PPY HVR5] M&THW,)]> ;61P6N!TWR!8(5%9\$Z5)5(':- (809TUU,YC8FN'Y&68'K'AL MJPC5+&ZQ^<V'>41TX=XB-2)PKK+<X3R.M! (U'03E!J6?0_.Z!2 0D1G!M! MX>A.7@<]<9%< C JH! 9*O [XBMVYEQ!> 1L2&1-1;Z+DN') %MQZ7FB MCTA(3A3H4FLH3Q>7X73TR8WV;3AZF\$% 8;5AP656N'9-P)CF@OAJE7(W0L,KLOZ \$,9#*##'22L6M6R5\$QM.#3.#7W^!4P#G58/Q#6;+FYZKA44K*P*;<@3!0VBW\$%#M]Q=-BZSD2N)M]J#B1^MXJDJ@U=5Y3QJ(R4G#>13!ER%>[&J]LPCK<1UBUYK3>.>5%4&GBJ4) GY+&F2U Y1F>Y]>Y]>Q] MZB0.S:@GTD'N'DWVDZ0>:G);>6X? [8. .&6%?>G@<A4B=&G7744#M9DBM U#\\#D6W'0<:J!^T!5U\$.159F.%<'&CO&AD!O4X^B9K5,K+Q&QW3VEF([D5 MM XOPD.;&PRT&U!E!N'L-4H^<N!>J?>26<.[1]8&F S6VZ3PW> ,? -2K6J5D\$Q_ M2P=>V'(M8DQXJ1#12CQ1BK<:OK<.;>OQY@%CS#%6F.-'19H.]+&K#F.'F!J MU4&E!J]O4#6CV30.9FVJ/D3@HW/O#;=>'Q([A!8N 5!+ P04 M"]J@&994?IV&'P&'](P & 'AL+W=OB2F'F&E!<M.PDXQJ3VTC5R>=>U9JKT&A\$TA#=>Ic2' M&S1+&AN[F]Q!P@8M]7Y-UJ'2'(ODZ3J[9DB 0B;Y,*A5'I0W?U]=4*N!F MXFU3KS8\$.7*+ <^OY9P@<N&UICP^/7P!2E;NVNG?&[(U[N#]/[7;7WY 5 M5@<L2+>L759'MFV1^Q!P(E!L24^&O&N]8%J2 TL.PPY HVR5] M&THW,)]> ;61P6N!TWR!8(5%9\$Z5)5(':- (809TUU,YC8FN'Y&68'K'AL MJPC5+&ZQ^<V'>41TX=XB-2)PKK+<X3R.M! (U'03E!J6?0_.Z!2 0D1G!M! MX>A.7@<]<9%< C JH! 9*O [XBMVYEQ!> 1L2&1-1;Z+DN') %MQZ7FB MCTA(3A3H4FLH3Q>7X73TR8WV;3AZF\$% 8;5AP656N'9-P)CF@OAJE7(W0L,KLOZ \$,9#*##'22L6M6R5\$QM.#3.#7W^!4P#G58/Q#6;+FYZKA44K*P*;<@3!0VBW\$%#M]Q=-BZSD2N)M]J#B1^MXJDJ@U=5Y3QJ(R4G#>13!ER%>[&J]LPCK<1UBUYK3>.>5%4&GBJ4) GY+&F2U Y1F>Y]>Y]>Q] MZB0.S:@GTD'N'DWVDZ0>:G);>6X? [8. .&6%?>G@<A4B=&G7744#M9DBM U#\\#D6W'0<:J!^T!5U\$.159F.%<'&CO&AD!O4X^B9K5,K+Q&QW3VEF([D5 MM XOPD.;&PRT&U!E!N'L-4H^<N!>J?>26<.[1]8&F S6VZ3PW> ,? -2K6J5D\$Q_ M2P=>V'(M8DQXJ1#12CQ1BK<:OK<.;>OQY@%CS#%6F.-'19H.]+&K#F.'F!J MU4&E!J]O4#6CV30.9FVJ/D3@HW/O#;=>'Q([A!8N 5!+ P04 M"]J@&994?IV&'P&'](P & 'AL+W=OB2F'F&E!<M.PDXQJ3VTC5R>=>U9JKT&A\$TA#=>Ic2' M&S1+&AN[F]Q!P@8M]7Y-UJ'2'(ODZ3J[9DB 0B;Y,*A5'I0W?U]=4*N!F MXFU3KS8\$.7*+ <^OY9P@<N&UICP^/7P!2E;NVNG?&[(U[N#]/[7;7WY 5 M5@<L2+>L759'MFV1^Q!P(E!L24^&O&N]8%J2 TL.PPY HVR5] M&THW,)]> ;61P6N!TWR!8(5%9\$Z5)5(':- (809TUU,YC8FN'Y&68'K'AL MJPC5+&ZQ^<V'>41TX=XB-2)PKK+<X3R.M! (U'03E!J6?0_.Z!2 0D1G!M! MX>A.7@<]<9%< C JH! 9*O [XBMVYEQ!> 1L2&1-1;Z+DN') %MQZ7FB MCTA(3A3H4FLH3Q>7X73TR8WV;3AZF\$% 8;5AP656N'9-P)CF@OAJE7(W0L,KLOZ \$,9#*##'22L6M6R5\$QM.#3.#7W^!4P#G58/Q#6;+FYZKA44K*P*;<@3!0VBW\$%#M]Q=-BZSD2N)M]J#B1^MXJDJ@U=5Y3QJ(R4G#>13!ER%>[&J]LPCK<1UBUYK3>.>5%4&GBJ4) GY+&F2U Y1F>Y]>Y]>Q] MZB0.S:@GTD'N'DWVDZ0>:G);>6X? [8. .&6%?>G@<A4B=&G7744#M9DBM U#\\#D6W'0<:J!^T!5U\$.159F.%<'&CO&AD!O4X^B9K5,K+Q&QW3VEF([D5 MM XOPD.;&PRT&U!E!N'L-4H^<N!>J?>26<.[1]8&F S6VZ3PW> ,? -2K6J5D\$Q_ M2P=>V'(M8DQXJ1#12CQ1BK<:OK<.;>OQY@%CS#%6F.-'19H.]+&K#F.'F!J MU4&E!J]O4#6CV30.9FVJ/D3@HW/O#;=>'Q([A!8N 5!+ P04 M"]J@&994?IV&'P&'](P & 'AL+W=OB2F'F&E!<M.PDXQJ3VTC5R>=>U9JKT&A\$TA#

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\$.CJ\$#1606RL+ M)~UR7KJNUS~J M&=1UE68KAYKOM~BDEN6P;\$< 8RS ISO@*DYM6N7IC:9-5#HC:~9T9IOXIL/U8.5=VSC) MLTIN~I:K%~6 JIRKIV+\$9GXR~HNT:~2<~"~F8F<18SVT~+~:~4S1~R~)~(9EEFOE)~@&0 M.8C9 >P=VIR-W-H965T.MMD=5(J4L+~"~DJ~(I92*7)30GH>CIVIV9UFK7IOBWT~<7~"~QO6RHE~#U7R9 M~>~:~FV~<~K2~+~1PG.IUEA:7K81R.M~2E.9:H22.7.F26~JF56S6&GEF ME4H1)YV.IAD7S.3D3~4T7.IJJS@SNITP~HLF7XYOZSVXZ@:0.N~"~PIB~> MC: 9LA0IOHOZ.O.WBIB7O4K#EO2~3B:=H=G22QO7YWPW=B-3A/EDK1~)M9.M-HXZCA*3*U&B/3WA.=?%DBR@~+=.~\$6XRC MDP@RS&DEI+W.2.7:GX#2Y4P A<= MA:162\$S08.BS0K~6349.4.1.4)S~"~IUR9R7+JD(MA-MYSTL36)IAAKN3J MTPU~I7.FEOPR1&8DL&G&B1~>LJ.S9JE.(Z.H.O5D)XPE\$ITW~J.L~#N.S1~Y~.~\$OIP6XN%Y=P M/(3:Q=?+>YC?WOSI:7%Y?PWSV?7ILJNM9I4~F-F>9L54KR2IGV8YIPQ(EYMP...@>PEIP?SP W4SO=8\$Y4@HS6-\$K1.3K M~AQ~P(EVD)EP.43&ENZ%~!DAT~6DT%KWOC&Y%~< 8<~"~F@+AH~<C~<~M-WDE\$RTUCSTZ&ME&7~"~V>T.W.78T FWCJ JIQ.CTFI4L9 B5<+~WPV/ZN M~>TKOTFTO?CA:5LOG.GX5>IYW(I92DKA-465\$SUDF?W3.DI/DJ\$YJ~) M&S139.RELW~KN74B9(X4Z&UTIL.IU YIZUS.~Z.@T6.Z.FMNEFM.T.OG M~>+>+QOMZ2<4.EDREFG>.XD=5IEI E69G6%N(823DIOA.I3<~LH:89IUEW MESEI)YIMGH I~U8ZGKN9J/USSMP?P6SAI~N&MEI4J~TIOIGZ005.1)~)~ MTA7T?>\$1.~>~%K~A2~*1&~.~YSP@:F~<~TO.T:HTTU~KRS2HG+~L.~R&E5&~ M9YI9D@F~(D8WEFE704Y(=I~(CQ63).SE632W(4SU I#S\$N>~\$1M30098-OW MOX93F~E~>S&NVITCP<1Z~I5P.IJ9MJD2V5I+OIEO1I)BT W>~>~"~IO>~.~ M1WPD~U~I~ P04 " "J@<~99TT~P~D~+~>)0.&0~AL+W=OU/O9R1~#ETQ5(=VIE.D23S)C~"~EQ:2>~F:53~E2D1L~.UGAX74 M9>~T=^I~J>O3>5S7:HK~UQ5%~(NWJK3#W=.#QI9.3=^I MEIF50=5ALT~I~U4Z.4IA5?F=59X~?~(QO. OVLU=IYW?<C09&~.5+BI2~IT~"~M~:IRE7A:0>+?K3I7>4X~08Q0<1R5/~I~N5~<~8~"~APB?~?AMG#~>? BSM3~J~D3I~MAJ~.~I/UOMS~MRXRIQO~(OLY:1.2 UJD<5CO. MORIER4LWDXEZT.F.6&505>~ TUUI&S JOMIAU.AIM&WMI~I~VQ2?~3Y~?BY.7 MXN+C~?~ +1~>SV3 >WXCW.I~D77IE=2%~F&~M2H9U(=I(K55:E0I:~)E&F.2 M>FSRX~?~I~N~"~O&~<5TB~Q~O~A4EY~I~D F2A1~LC5-93~Y?~P~I~H~#8~@~F~H~A MM+9R7B~>~"~ +4&69XF3D1~I~.109O&I~.ZLO~)~)~I~W~E~Y2. 2~I~(EP517 M~:MFQOG~JPBY~I~U~I~G~S~M~)~D2.79N~E~I~J~KX.~C~(I~JST6&~.6PA9(64U)H M@Y%3B).~#LUVBL&~\$JON=9~"~YI.UNG~K~?29R0Z9I(65B M9J28RBKA~4~XAZ:WF.K~#~B~:4B~M~*~E)TBUJ~D16K8~B16<~<~3~P3.5.C.MSQD H<83<~7~4W~<5~E1E.K~#~I~N\$~B~"~FM~*4%\$M~K8IOLDY7IL+~I~>~>1~ MLUVIT~H0~@~V~Q~Y~B~M~S~"~"~>~"~DHIO(KH5C~F3<~30AS<~(A. EKIRO MBI T~#~I~UO7~"~"~"~TK~#1~I~VMX2PL~LRT.D.ZD5~I~C~>Z~O~E6F~>0~ X4JXZ~M.15I\$YFIHK~"~"~R~GLW~O~IAT:KOZU5~IHB~>9.NZC&~:1@=W4IG. 2TEI?P~M7&CD~4990A:1%ZSL7I>M5I~PO~I~K~I O4X(M6/LI~YZNN~X~OBU~Q4T~DT~I~Z~>HJIB~>~B~<~I~T7TIOZ34 R9<~<~I~Z3FFK~@5SIO~ H~I\$WLYY~X~"~"~3D6 MEBS~Z~>23H~"~XZQO8F~M~(T~D~TIG>~U~I @S#<~#MOM@~1.3S~<~00K~Y~2P0~W~MIQ~BZC~IOE4J5 F.E.R~<~#~L~NR~:7R8~B~W~4~)~&~*~I~K~&~I~"~SKY3KK.F~ MOIWLGG~%EHRI~*CR2D~WRH05D~I~GEZ.F.G&~>~J~4I~U5? %K#~<~9T.0GE.1O1~GP~M~+B2B~@~I~VRZN4IVTIGZH>V5ODIIPQ2K~D~@~HF%~6J9.IR~"~#~RA~I~8~94S.1 M6.8<~M~QO1A~2FEHXYI~Q~U~N~.~?~N~YL~PA585&I~1~M2HBP<~B~%~%~2~>~"~OIM M~(QIGG<~<~M824~L~+~#~.5.3 OS~A~)~@0~*~!OZD56~6TE&~.~U7MGL~#9#>~<~5HT MID~>~7~W~>P~>O~DMB MW~+~OSX6~\$~L~I~>~@~CF~Y~\$42C9J~AH~>~L~&~6~J~N9QWJIO8~?~K~I~I MOI~KRO~@~UHNRO~.~(ETI&62IAT3W)~TE UIS:6P2ML~U~"~YTIE&B~#~K~&~D~F~MMX~@~#~77>~>~"~UOW~W~I.~S46.LN~"~3U9V~?~(WLO~D~R~JF15~#~00.4&~(EUK MPUZ>735V782~>~"~ OS09~I~\$5VW~\$~S08DIGNHU~"~.~I~6~R~M~2~:1I~>~L~(P~V~M~.~L~Y~I~4V~"~I~XAWJ23T4U~.~#~UPU6VZ~&~"~HJS1~M~2YI~(L~8.86~"~NU~I~M~>~>~>~(=> KHQ~"~CDBD~>P2H1KI~>~>~N4GZ~&~>~>~K08.~83~.0~?~FY8~F~2~P~M~N~I~2~60~+~8WV~I~G~?K8WA0~?618S>~.~C~O~F~I~\$~ UFFP66~#~CIDI~I~4I~I~G~(MM.4FW~I~T6(E) >~>~S~+~#~I~UK~+~06.05&~5~.W1O~M~T9?~>0~"~FED~I~HPK1M~1~A~40Y~MD~2~(BIKUI~Q~T~>~>~8J~B~I~5~0RRK5~6%~.60.I~@~E8N~RG~R~"~*~O~I~N\$~H~.~I~4~+~40TC~+~3~.~I~J~@~R8%~"~I5~ FC7~>~3~Z~F~C~FY~.RC\$ZY6~<~KXZFNG~V.6BBX~>4Y6Q~!~H~.V~KJ~(I~AQ~+~N~EOAUCN~&~P.K.DR&~)~I~M~Q~<~N~PH4O~*~F~ UCD~>~L~S~I~G~(L~>~B~>U~J~3F4X~MTU1.W~<~G~XJR.~I~>~J~D~C1&~>~L~2~P~.G~(DFB~<~@~I~7CN~&~U8K~\$~6Q2I~MB#&~.~I~L~@~R~AP~LY~7~I~)~XMI9J~I~U~I~X~.26~V~I~U~UO~X1.9Z~(I~?~J32K~MQSD7~>~B70DNQ~PCA5RGL~>~4D MF:8CVI~(I~4673M~W~HXCMA~I~D~)~AYW2N~"~XV.MPIR~I~N~I~U62&R~AN&ASMYIC~M~J~OT~>~>~2.9&8~2P~D~4U~I~7N4%~&~M8WGRM3QI~>~M38~<~<~KZ0ZRC~25I~I~R~ZK?~(=3~I~T~>~D~>~I~X~>~I~C~>~M~>~>C~O~(C~M~>~>C~>~3~K~R~2~"~ISW4~>~P~>~"~AUQ~*~GLK~<~NDBV~J~S~"~U~J~K~<~I~<~B~>~7~>~I~>~I~MTU&H~HRVD~>O~"~W~P~H~&~UIG~NOT~\$~5&P~?~>~X~C~ 8TE\$~I~Y1S~\$~5AF?~I~>~X~>~>~>~K1~M~Y~\$~*~I~T~"~5P~I~U~.~05~>~W~I~TP~>~A3X~36~Z~>~<~5~E~\$~Z~L~HDBG~ZH.TN~%~Y~I~>~W~M~Q~>~O29K4~Y~U~CQAOX~S~.1~<~>~L~H~>~?~40TDQ~L~%~KGG~&~AS8R~H~I~D~>~I~T~W~I~>~Z~4~I~I~Y~G~I~PL~M~7~>~5~M~I~4~\$~L~I~I~(I~9EF~(P~E~A~P~.~\$~\$~4~>~>

[illegible]

M/*&.\$1"?VZ\$570ZWPCKH3'4\$">Z>34'99&?HF*X)2;:VF0X B*9,^#/4(W MJ,73^,HC+ZV,CR,/0#L/O,H,Z>0%VBD'3IU"307IY_D\WJ8;QN#)SYP,M)X&3XV%\$89-R/MOD,WGX\$'ENMQ 02#%R+PD@>BD\N\O)QW9N9#2R(EPEK7U<+&RCDNDCIU,M.C5;#>NVU^MI'>YK\GMA72HLKJ-K6ZQT#;MJ6RM*VZEB9W2N,FM.UG&TL MUX VCI'&WC%'S5D0>_0&H\I>N-JOK7N<^&-6&J\^XIK51@OAO'X8GJ3KSX00 M3&VYT#%#@ADRP>P>C,U4 V27\$SR)UDHD0\INF-7#BJK0/L;25EDC9 ^IVT M^102P.% @ JH\F64';WYIXJ,0&LJ,IX;'IW;WK&ULY5E9,^XK\SY5E9;16\$#6=LZ2,'4'DNP6S;)(SFW#T42 M;(FVY5'DEJIRL=WALIDY7&KP5NEKL3,DKM,2/4 M7EJ;L 2DEFRCJ)>RIF\$? ^9*9I3"K5IT3:X93=V@/33#P6#4SRB7J>#-1^R3 M/CY4A155U1'1%#K,J&#G2OS'4JL;D,^J&5S6@AJH6Y M9&4I0I27&'"MF>YAWX(%E,LGL93KRU1-N4O%? 2+@UY*U.6KH O@>U>V'EWFFX4'SERWLD M&NRI1X%RY6V7\|(KRIJY5TM&6&'XAI MF4&O*9(EX=(R;4H+D IJH,.(1Q^,A\$%U)@:9=<\$M*OGU'U)I(&\$1X' @&\$ A/@X'X0% <#>,P=1.4&4#FNI MZMSIAIWMJN6, 1J\|ANJ52WALY2I'ND, WIZ2-7ITY9,OYU,^5I+>+ M,;9PGWL'TTQOC,42(6X@U,M2ZM'TY2HT=>X4R9-#%3246>3\$M2X8P+I M;'&1\$;A30;DTA'DH>J,9='P'ON),M05K1+@ISGK0I'O@;:"NV4 &94QDB M*W*1UJ9B->HLV/8,;46%J9+OH/61V=4>D3 0;I@V/G:DID#1KJ M@*5W@* _J-7YI6 I3Q&#XJ1UX0=0>I"R2;:N@T=:I9SOR MIT0, &8=G=\$CZ(RWH3>A@I8-UW*~^;*(S" (2C,NJBK Z2BF(AK\$7B\B\ MHATR4IYQW#4 _JL@, (HW@G\$*L4@,^7A&#T&1#%UOI& RF6I"(3Q^XJ@IL6FJ&E&9VH1D&S1 LMSQOV@3%I Q MY+&IUIUPG(9.#\$^MGIC")<7-J8I-U%7X7J+VG5L M0Y2>TY*L, \$JDS#%VGDI&S>3")^%I _P:2)N&I/L2V,D0QI-R@032= M\$;#T58:C;08,J6)DU3U8C^U _;C*;W2 C1J1I94MJ80=K &S7JITG9 M/BY3%N*JI;KE^:ZZS7XNNE@7- ^GOF?>14P(L'JPT8N1^, YIIUKOYIXG7'1+8= JST& MWX17VU<:UF 6SS&4L9>6PY-/%E2Q6~^I%M+;1AFDWPIJ9 M'P5KT;'S4N,.\$P"5+##AT3LBV(GX"@SVXL\$I5 "\$TSP5/O)D93;Y1T3J\|Q>^ARB M0BPM,1B<*>R206UHX7H6(ZMSI^Y6E-6XKYD&2,\$-22'DROO'5R)TD;LOI2N MZB\$2DIUBFK/@%O(+>JH< -J8ZF\$R=-S%(@*L(8H@1"-:A=34D \$CQSR;0(M;ADJ30 4%KN^A-7IHT' M;8,NB-AVVB M_1<)Q?V-5IKX"S)2U*G.72TBA\A08(K8 A.4-&J@ "OW "5I+ P04 " "J M@&99\$>#8&?&\$& ^,0 &0 ^AL+W=OIQE,B;SDJH^K7D, Z*Q51V M>

+/@(J8*{L6R)U/!:) 9Q5'/I0?'O9B&26=RG3V\%Y-KOE91F+!|I0>0Z MCJEXGK*(;V\Z5F?WX"%4(\$6)IQT M;JTKSOYI@^R+KR';RH-KHKLRY_Q)WIP%-YV^;A&+F*TI'(4 &S9C4:21H!W? M"M#_WJH7M9YZ\$S0#K%V)=IF@8 MR7=\$KBA8D# AG\H(G?RNJ>@01JVYQ?.IJES^XCS ?G\$S\62Q\$T"%C38.V;I MRU/VGMG>L@T/1C)_7#;N^&V88A_D M8Q4PNQ8^,*GH6M!\$&;@<I'?&(,Q..I"^\B),L|C_O"#3M80/I"2W24#R?:.Y M-FW^^0A? D#O#8OEOTVS(0V; >DUY\$JFU&4A@%;Y& M>|Y&K?DJ6JQSV A-O(Q>C)-=Y17HO"TOI VYF(X)I+ *+^,J+V,C+X>9%,A9 M _ID)4N8H'H>";.1I2*AD%=Y&B:ZEH""4W#(M7/I:9"5CMIP&?&\$Y%"1*T V+ MW@L69?;S(C\$WKD938\O:YEQ,, <3S,4\$\\QL_@54TF 32JZGVH)X"#F4!^H M%4V(1>9Y?B"9E@CDV5.\XYR'0\;F+\$74- KE1NQ\RD3(\$I_),P@G\I'Q?GG7+T.A6Z;O -\$7ZQ BH&N(UO-J)M;Z^I=BL&EY:@HFHV';8,(#13H,N&,W"5^MY%" (YAK"C'1%0T%Q7-Q-PT*KDEFV79-N >"DN&%(M B.B;@XKFHJ)Y6&C50:A5-31\VKCFHBII M6&A50DM%RS)+6E|WW;W,R*SOL+R>^"R6H!7BO^&-&[VWYK DPY=5(<>)EJ5 MGE*ELHP2B*\$D8M_6(>R0)//7(E3AD2((591"17,*M%KZ')W7Z405G+ #0JG26 MDI-EUIP>"GDBI7IWJP1-),W.T6AQXDTC@SG@^""0ZC/LY"?Z4_TZ* 5GCR6H+,\G3V>*R\$-/MJ.S-0T1O4-!<5S<-"J]9 *0S9 MUB_6"FQ4T0@5S4%EA/3.SC>'3.OS |BR SWT/PXZ _I|K# ;7:\$O?9\;EW- MK(GCG7EYD?Y2 C\? Q9\HF(9PKXE8@MPU>^>0\=\$2E@_OU\$|S0Z7S|E2\,XN M5XP&3.@/X/V"0Q@4-JK!_KJ,3/X#4\$L#!!0 (*J 9ED "-2J5@< %,Q M 9>+PO=VJR;W-H965T+ _?@E*5FR9%I.:OI|7Q)= MYAR2,^CC3@^7U+V@|| /J9)AF_Z,R\$F)JUNWP\@S3B)W0.F;PSH2R-A#QE MTRZ7,XAB4J3KNLX_6X;D:PS.M?7/K/1.5V(A&3PF2&^2-, (5\|0I<7'=Q9 M7;@GTYE0%IJC\WDTA0<07^>?F3SKEBPQ22'CA&:(P>2B MO%S,8\3AFB9_DEC,+CJ##HIA\$BT2<4^7'Z%8D* XQC3A^B\;K9,!\XT77-"T M,L9I"3+ T< "T>L;"W!> 6 +<)|+< O +@-0&|+8!> >B|= 2 _/O':%? M/K;|JFSM*=O(A&-SAE=(J:L)9LZT.'2;.E@DJG,>A\,WB42)T;W\ 39 M |MC.DT(SK:I_59-B8)B?0%.D\$WAS?3*8-D)'!&*Y2@Z &F,M%\$>>GM#8B0/R= MI/GZ<(< />'KU#1XADZ(XDB23CYUTAYZU& |XZ+.5|GPW>OC+H|>< MX949Y&D^;PO?6F;H7/DI*5/A^^ 2%-T*2/E?IJCGO#TSKY+4,SZ/QG#1D9K) M@3U/9_3F-IQW/IA<;L,LL\$D66B*KI;=7|J?7QC\Z0D64K)BF-Q5,_PI-@8N M_4U2'UU/8U\SSWO/JW'PV3CU6V'31O<4RFJ;A0:C+SAH#2JN<4OW>*WKNLY M\$|XH5QI0J2PZNPUBE,KU603U"998).LM\$16BT>_C\$? 0IK2MQD.1GV\$ MC@O*UPQ:UW:%HBO&7QB91_\$3X92A? Z6CYI2)Z#&|U;:1455:B5^;N#;) IMD MH26R6G2&972&!U*5HJ\OPZ _J^R>KK-8K23O?>K+7*%EAE M"VVQUO/C5H%Q#ZOKI!&M\$-ED"ZRR;:8ZB&J;E+<6E6I0%O:5L;>N88>INR M<>HTM<5@U)2-PZI4;#R3|<|MN"J+,0|ZL(9A)3|>(6XM/*I.G-ML@56 MV4);:/7(5)4I|@E+E8+5;ML@56VTI9;415L8L;RZT7B\$L|7HN+;XYA?^/3 MWALVM<5@XS:E9=,&- U^A"8C|&^1EJL;Q#O*Q:H:>J_K(XC11RH@X5)MJB8 MVH=|=7K;9 NLLH6VV.H!K&I;/#B4 EDM;JVR!5;90EMLJ1!5A2UN+H\$#M M^"WO=0M431\W)0?@|J\$ - 5GTZC7=YKZLVGDK|W^K6_-5&6EVUX6WD%, (J1D M1DH,.\$\$XR;|Z4 _JB* _;ZML@56VTI9;/795R>OB TF;/I7XMG;@MTA/@:H)1K.H,MAX@X;P&PP;FXI&8V<+ <)>3U9SNCII3 M2@N2+>0E^H'D'1B ; T>74G=N2+; #%G=,+7*%EAE"VVQU2-95<=NIU R9+5, MMLH66&4+;:'50U25R6|I#NYN&6K'M^Q*%BBQL5H16V4+K+*% MMMCJ|HJ8K=JFW>WV+3CMSWS# RM+4VA,=CTFT*S:>/UFSJS;=/#6V1&E:'U M5K"J^/)VJLFA3PN&6)"A,M#W5GX#1HSD@;:9\HTB@",TIR81J#10D!321 MZA0EB;00I;GHT.\$G- 0F#M4'SDO/J/+&\$T9 MY5PU.)+UEJ'W^FQ,TWF4;J:41^CY8R.9PH,1<^07)1JCT5CFG&:D%?>8PX MD7-^ \$!O? ANXKO/A#RH 8>^LD);S?F8/6)US:X0^X N1H^7G!>M%W69K5: MX%"WB!/H("9ADDE>8>F1ARA? GFNQE/N%# FEZ3N9DJ8TKRI\$00;O@>82YUZE-VZ|J\$ M8SE?/@? =.9P\Q>LS5'\ 4;Q4'8)3IOWJ%K'OM!-6FQEZK3H=CZJ)+K-ALG MBUAE4PD; XH;XRFB,KLWYYWVM.XX0/OOYNCN+;I23_Q6U|CK+A-M,74G>M M?SL%- M6=|ERZ9Y&)O*FOO%IV\U_I'O;&|6M|=H,-UP-|%IJN7|K#LT#JO>&. MYYP%^0\&NM64|I;W\$5L2C*.\$IC(Z3DGI_+IE>4= /F)H'/=YCVX":'\$#6QF6V@VZ^?|80,; \$BIFA?PY;O8/L>QW5U3 MJLCG (I92GA/6.NQ*)CFCR<0X;Y&5T D3TSRC(L9)7%)E|PP)\$F9;G9LBS? MS'!"C'Y7MJVR?I\$))8C|K&=4ZZAF6&A"D M\$ JE@.7?"IX@3960';O0M,H+15QN|QI'^FYR|D8 Y7-/V11&+>.\X-%,\$. M+U,QI>L)>|/QE%Y(4ZY_T3K'MB\,%ZYH%E|EB/(\$I+_XZ=B';8(4J>:T"H(MK7V">X#@% 3G6 >W(+C'.G@%P3N6X! <\$ _X"NR"TCR6<%X1S'=T\#J6 1:X MWV5TC9A"2S55T FAV3"\$5&I>R>8|TD3_2GL *R!#2%>D,8DT?GT"5U&D2|B M"%V3?^HCM, !SY2_D%'IN\='KR 9V@A*");TE@'=-(<>DE.VP\|_D JT# M_@ZZH43..1J2""*"? E#/OZCAFW(MR@5L;19DT*H5O(/%&7*LCZAE M=R*5P= M3W>JJO,VJ^';W\$?UJ|^8G"+/N@^KJ<'\$\$IW^Z# |Y'AWIR;23IG:CM9S#@TG MX3B.&<1Y|GZ;H4VR_PJH>A:0,9 5:5LKNM6ZZK#L,7.(2>4)+#FP%1O _J M.INW/E?E2Y-B09-BPR;%1DV*C9L4FS0DMI.#;IF#;IVZW!(S8 PB>R\XSQ'N+B+(\$=XVPM;10H1:QFI>P F_VPL63. M,^3,<&;X6#J; <_ \$D4|84>2GR4|I|W4|5FIX.IC%-64+G'9ZR\$;R9<%%3|I9@. MY\$PPEABA(A_XP^AH*9V;LX_? NQ,49KU2>E>Q.\$%D5!1605RSG\ _>UWNJ M<9I-4Z50#"J.9G3*ICZ-KL3<#58H"19P4J9|9((-CGO77JGT<@ (F!&_9VPN MESX3O9I'SI_TQ75RWAQJ&T03-VV"-Q)140 M&F&809&5J5_ZTAAB2>#H:(V WPCXVPJ.&H'1BL#;*>TW OO::CAH! Y6!, 6 M=H'#1N#0V+XVEK#&T0!6\!-13H0>#6CZ@W&7D08#9Z6.K S@H:(Y;DV#N)G/53T??|U\1N26ERJ5)"P3EECD |? MB4-^ +99&_A _J'5|P1|8+;I,AKVB3_TJRS&6|O(K(MY_NTAI^G/G?+IRP& M<<|FWK'E;!%L(X,W6A=L;4A=2LD@F"XAT&XR^ICE\$%%,OD5:0GXMR3V+*R&R M=IU3ZZZNVUYOB*DWLN@='AZMZ.V8_6|A M|@.GV0,FP-"ZP)-LJ0:47\$&)EMFTI HV))4D9G H(4ZHR QD@2Q:"2JJ8 M\$94RPB83IN^",6 H=#8ET6F+E?\$K82|Q2LLI(P)L2B9Y%:O*%\$18#N;K1\WZ M\$^CWD)8V@&\$E.'EF0E;27'_>|@C <|S*O9(U_Q2J6#;)Y2\B6B+H).%T\$" M50\RY",3BTIB|NJDW C=*WRIIS@1;\$P&L;@L;HZ0T@8Y\$5;J.X;#NG\$D15J2 MDR%)Z*O,":0'#+0\$CYJH _;GCA66/MJ1LG_S'F/9&F|9/A2D M\$%TQ='JX+F->, *9:P+F\$6J#ZI@N;^G^&+TG<> <|A|)=0985*DM<5S3^<7 M.)DWH&|3@ MZ1FEKB,^ORZ5G+S;T*LY9..(X/V(-=ECVX&1<^T?M*PW;- F(H=,VMV|ELFDE M(2\N,SL1P WUJX)2I;L1&E=3674= T2U29+B1I;2\$L?58)Z" D9X'(H8S& MJ>X+X6J>J=2V&5'G'F&A=6-@B9'RG+9Y2"\$?#7>+ZAX8G5^D/KPWW28E9(* M>E#8A->PJ.\$/'!O+/8.=? >UMVJ|G'Z/T?W-1G=. M8>>C;U08HBJ.G J|1F_Y.._JUS"IM>\$&/ZW|3I;U;.:EJ4,@L5+4!%"U'1 M(BRTKH-;1LO:_TR,IX=).8U1T0)4M! 5+<)"ZT9)2\Y;H|IGB6,%2;CEMT> M.&MZX#ZD8J7R^@A%"UZ5UL;RT;.0*|C-L609G8.W+I-*OE?I706'_K'5HIA\$2&-5S'1 M@@;-Y9+WM|JD |ARH^^\SS#1 E2T\$!4MPD+K/DW1.CS^\#-U MQ#XJ1UX2*%J"BA:AH\$19;-TI:#LAW8T&WL6" M;QX2;X2:AX2N9?Z45.V9)#O)H-VJ(|D;Y+@OJZV3-WU!C.CTD>H;

\$J6HB* M%F&A=4.BI8 \3T4?^:CT\$2L:@(H6HJ)%6&C=*&GI(I|-ZTKEO9.8%*JL,<7
MMJ:= ,>MWA!5.V31.UJEIKIV: ^D?WTW C.WCV4P.QE#J3J1^3H'<9_0)\$00#
MS6%_DVN.'!Z.)W_G_89*_J"BA:AH\$19:U^M2>0??:JLC\$HHH:(%J&@A M*EJ\$A=-:DI9X\MW\$TR(IQ)WL("'
[6+V,R=J,4=&!"FEWE7..MYFU4W@D+K>N\ MEISR-Y!36^7V!&7&DHR:V)=>1Z5JD)% "U#10E2T" NM^D)*2U6-/A55-
4*E MJE#1 E2T\$!4MPD+K1DE+58W<5-6.>=Z-MK.743?7KD96 \E= 'T)5&F&AU>X: M++T**4Z9FI=6)?
BF*E7\HMKBN+V\$OS.NC* 200=.Q9I@?>:5B \MK"UV_A MWE(QS4I)= E\$G%DP*L&20TS;)JT*(8#?
J@\$!2!X#VC7 %H% MH'4JH%T VE:9\2KPY@H.NP+O@%AK+4W\V#%M&@=/DW->YJH5>IQJGA'4U)
M&E'"X#Z52F3ZE2H)) (WACE !7PC+\$"9(9"8P7_L-JCKYXHPA\#E,B%\$S" \R MNB;,+G\9G >X6)_+M*G)Q-NYJ-
MN1>NY8I\$.'#TP9<#?BFX0+1? 1.3+B4E6QSEUWFEE7&-6R\I2L.=9/T\PF:&HU+.1_J,9
M>29G>Y&G:9.3A3W64PW,*=R9G> \)U2^&Z1U/DE\SN'J1GSP_?I?"A3=CK5&=P MKZ37.YI\!VY=;=9\$T.ZBY2'HGA'-
H4QO.51G.U?%PL/J^K*)YXU+>-0YM:FKZW M+2:1J/(N\$8&/OP+Y\B*TR(>-
&UZUY6QK+Q1FGV^Z.GY0S>IE78*:GIG^I6 M*>B<2\PS>=I7:UM<^8TER/#XG5(XV\$W=X.IJ>E<8M7I!37YO"QC_A
KFI(-X M> \1=S2U3H(X\$>+A4'^^V70%/+C^?XDV*K8(F^D?&M73-X7+ _LSV!\YO_!DT M\$L-
7A)C&D'(%2I)&'= \K9/J4\$6:S;*&[X_R\$ZIBD/IP"&5%Z07'@F3BHW>"R
M*M'=G1XL0:&PO:R\$B&>IRDODY7WJP4JH5VR+I6ZWR!MT M?=N3!@.YWH\|I|*K\$T/D/6\^4'QEN|
95\JGM(I+)\$#*8Z#7YYRKM9H/SG M8?@?4\$L#!0 (*J 9EG-*> \IRO_<) 9 >&PO=VIR:W-H965T MP^K M/TAX(%8=
[4=6*3\I3=V0@H4N'08%I'='^3I/?I\|>+31YKO-\$!T\Y5+9<90Y M5PSCV*89YLRV=(&*OBRUR9FCJ5G%MC#(>
#E.NZVVX,X9T)%DU%8NS>3D2Z= M% KO#=@RSYG97J/4FW'4B78+7\0JY\$)5_ ^RIUF\$/T\$G. +HUH'L,Z)T!)#4@^>^
7@WHU66J M4((,^>:89&3T\HRW)C8 "&(-&(4OE#_VN3/T51#.36Z\$8BH53,*MLLZ4=*+. M E,< ;I@P\7)\$N\$.F2T-
5M_>PE?%QL_:'QO!\HT@?%&C#IDN08%>PI^ELXY(MA%K!#
(U8,W^Z\UN\GJ^C0MHW1/@PG\KEV_@)0@%=T)*HK:CV%%\WLLXK6.9 M5K%TS\0RQZ(%2?
L*NNUN\PI|=AD^PY3@G0!/#N\$QJ=I(VVVD\0: ^WAD^DHB" MMV*EF\$..S,(GY"LOR4|=X!^@)*7D5/#Q*?
6B.VB_ /Z7+Y\$=J)0T*B6\I/3FK^BX\I\I*?Y! M=G#K,+??3L6?/&?
 \ST1V\$^ ^OB:JW.4MVOY^6QJ*MX#>9\>R(KR^2/G6\7 MCI\3 E: 00#ZWK">)'1GUONR &KRKK\$XB+4?'2T,FN
' ^7?2GUH(@7&4EM M87E.'5C*.G4E\U4HF('+\$#Z61L:C2UMF#^TYBW@6DIF6O!71H<'>J\T:W<
M8P9\T8WE!S!\.4:D3%;:JUV99J%8^QT8'"<:B\$JJW=Q+T9C_04\8KW6EV.9A6> M#)98R+VJZ#2KS:OD.G3OX_7^<-
H_M3X8W)C\QOY)7SV\|B\AL\9TF&O:JMZW MK1^IJ9X5U<3I(C3:4J\4ML,PHY<8&F\ WY=>N\W\$;J\|V2:_ El+ P04 M"
"J@&99NX"=C8P" !U!0 &0 'AL+W=O^1CR(U6!O\Y\$!\$@I=*.3>_2\+Z,HY=7F(EW*FI4?)PMA* M\$" M.G:U15\$4*7B-
\$G.XTI('66#L#>UV< TI*3&J0775)6PKV-49CV.SJ+M MQH-):I=C@U> MR=R8)\^X*X91XA-"A3EY!L&_%5ZA4IZ(TWC>
<\$9=2_P0%+D2CZ,&L?^)&SU?/EQOEPA?6& \D@KQO9*H-F#.HI& \XF53 MAQT \^P\!M &O)N X4LKP6);&#-
&JSW9C9O!*D\!S.HNY5: MZ%P*!7?:D6VXWN1 Z)NA:3P*%2#.\$A&HOMV1>XYUZY-IZH#)M:R?B:K5%F
M&N\@%O^K(4=(.042KM*E?"U?Q?B:"HL&R62S(4ZAJ-K)"&5.Q\[\$Q+I|=G&^ MT3\N:~0?:+B B6\$F!S>ZP.
(I\N9Z=\$5)MT49IP<)9UB?0B\Y@31)^P?X>EV1 M>X&OJP?G5ZAHZ#A.IQIU#@F^=&TBO_&^L)
(D_ HJF?"INU_ \BM#&Z.^ \MX8?WTM4BQV\$T^G0KC#*/G\Z.T\|^%#0\Q3T#I%G\$ _\$BJZ:BSB.?I"O4?NF
M\|=M=NZZZ.Z: > \B:\$_.Y\Y^12" \("A,2BZ7WE&^ML\$ _KX6PN\$BC\$JING*IX9
MA0KM,@R\@JRW9CL5W6\WIHS:47IS:Q^DB;"W"!^A>VNP_4\$L#!0 (*J 9EFB*VW1I@ (M)(& 9 >&PO=VIR:W-
H965TICVXR6UKX=C!=EKX\|MV0E1HJ\PE\0?IQR? M"B'-.%A96YZ'H#2YX=+=XLOJVN6\$L^DEETOFG FX
MDL:JBB\(&F RATO&-=PS42%<(S.5QGKO\$RHE)/*(*@%C+-,56\Y%C/D:S87 M> QC0<5!M
A49C#1F'+\Y0Q<#A%R\@P1T1S-YO"X<\$1' "7<_V%6H&LUP\2 M*Z*VZ?8899I\GE: #W>\$[YIBK^TV6Y/J/?8:I MLL]-
R3(> MQ#6>=9HDT3!<:I08C8G\SMJ85^KZK:K^7G43)?T= #,&:6?QU02#:66\-\)V
M0^)!MZY\JVNPS|=99GH4C/8S5\ _K9S=F+A\|D9/N-4Q7+>^9GK)I0&!"T") M)V=\$HNL.6\$^L*GT3F2M++*=%*
M4P/WGV^ROS'B45 MK3LA42\$53RLP>I"RK/RG/ZI \&8_#@5P#_ \$!. ((%\$/PJ(*P H8E,*<7\$ M84T572X\$OR="6R:;?
C#1-&B4SS* \IS=*X" I#G%J^81G-(D83C:32A2XI4H2 MFL7D#66"?*)>014%D(*=>DAL)?&1
.\$:GJ\%:"E"LBUS\$B4(I,|^G7* MBTQIXS\+)16NLFQ+?->?DAO(&!D#ZY GNBI66O*/T%(B7O..W("EDCEC#U
M0)ZO05&6R!HSL>:-7G^ \ 5Y2EA&WK,DP?,D%X\^ZB&-3E1%XJJ,A#\0B1O(M3TG@&C?"OC:#EI#A#/P(C.VW.\$IJ3?
&KS?&-WS\(-^MVML3N4=&I"W"E+Y MM4\%!\+3RPL2^QJ\ / M^H3Y\6IY7G@+YR\205_-
O:IN586#L66AU\!W>0\$) \TSVH M?5Y:R1Z\I(4UKJG1SV)TV.*Q)92 BL%CZS:GB=T2I4EM#IW@\$+PNG!
MC:3:M^PZJWZL_KT.:I%XK\#3%>:I@Q3,H".SB0B\$O5>Q#/_EZV/Q:>DR" M?C_/:S_/_^=7?-X3G.#
KSX:O\^Q>>W8W.J8NBP&G%K9L5^ \W@_ \WK\T:X MQ\8-^Y5X:G-WN\^8D?HNR=XKT\$KXV(_S6&QM^7NEBW?
4Q%31^40ID=C:XIOR MP+>PM;DM\K\2O\IX^W^NG4=0\."ND9#@IJ2P+>O"-9= 2,:1D M2-
"T1\#4%#7:\$A0< \5\IKN^5=Q-1XL\JNC4\F1V-K:FY+ ".SMN'K66*(\6 M?
R2VMOBF30'LA8H\JCJJ00X>X6\9TLFC79#_5MK4TI8UGKT_ ^2QX=J7@&%';+
MF8\ "KLE03>DW!8\O+WC&\^@ (P8">"F73TV,2SL\&!#4EC&^M\$D;RZ_C8DD*:U^7)>V9YG+W1ZYB\ROY#
2D8JGN\$ZD=D\$TM6\>%)L.ROM(-.MAOM\NO47\$|. *C#""%)0_XD_.G@).I%=1 \$25H)JEI-IJ^DH.LN6 12++\1Q8C
MC\$4T(3B0+&4)%613-\?87G..WRJ*&F.R\$3PE%-UG(GZ94X%^>:9\B4O1 2G M9%T(=0*C1GY7J="U:JYE.S-
(53W.:9C/7G UUU.. " ^8"D93>K7_.1B%+ M>PGDE@O<^&U6D<62*(XAB_0PROYH*
UTRYOFG9UEV\H\I0K:UG=TH^P;5 MX,N>3GW?>5GB\$S^V+N%#GO3\IWA0"B3'06=FL1C_^Q*XL\?+3\$%L3418
M8O@%\HFA4CU:JYU7ICUL_ \J@U>^WIL2X(IIN^K-*I\IWL\MKC9\)(-\$OLX\ M/<_/7I2\XW*^@>ZZJ;=<*9Z:QQW0&
(0VP/4-QPA4_V"NH_ !=02P,% M @ JH\F65?Q@WG\$ P)Q0_!D \X:"JW:W)K&ULK9AK:ILV%(_RH%6# G01?
(UE\D&DLC",C2:4: =AV\$?&G8)DJ1&DG% MI\|22F*GA^1YF2.*DZV07\0&4A/AB"P_9-(CLC)!AJBV"F)IGO\$?
&+,G.XY\:&C1C6N'N M\PL\<8LWBWDB"N\% ^Y-F>C_-K@+(<\$5^IC^*2\8+VAD>:E@ROV%:=TW"B M
ME19Y+38SR'FO2LG7.A \@MIP@!?" IO!:_#@D\$M&!PK&-:"X:%3&M6"T:&"
M<2T8NJA7P7*1CHDFLXD46V"VMZ'9\I>74YL 4VYWUE)+TTJ-3L2R@E/*6'P
MP)66I=DT6@/A'&2Z20A.6(GPB\$25\$JNVGV\IMG=6,@2Q@MOU6N*:(2%I 94 M&-(:J6TN2JYMY\|+K:1I\7P-
_:@_B5R*B3)C2J\I9J0?E2^_@S.&#(SN M#6EC.IO<+&8\TLQF@YJEA)W#68R:4*:.S?0^+6,X>W<.
[X'R>*2,F1VL)\\$V MT:)K#M,Z.O=59/H'(C. 1V%&4#&#G&68M^AK&?IVA#XU+C571%ZON^IW 7TMV M
:V1B\ P:3W= \B46\$S" (#LKC_R>?'R\?M,B3\8>7:6-OA?+0:/M\XXW.. "+ M\4GO\CXZX/I \:
<_5WR^SN*MJPG6:S_XTJ2(K3P*1WA?(9@JF/_ 3&T< \M M/OF\$Q3YAVY,6K<&'6ZT9;"VSSH)S\@4\8\I,V
M\PE+,\Y?ITWOHZ\9M&Q3W\I\PF*?L+E/6.OMN?Q9>/Q9>?_K?7-OZ^ \J< M\HK7T\I\|E-H)\7NR_@.0\$1?>8^)Y5T#
I@7\ZLFYE>=,?_N7-P6V4\J9'U M"8M\PN8^88DGV)ZIUXXVIUUX3Y:5?WW"8I^PN4\8X@FVYV\O>OV.CDX\<)JQ
MY:./QKN:TYFD\H_I%?'Z%00O-(27\3*C7#G?B-'N78W40I2^ ^*IOI^:VN:V
MZ\|= \RICWLW\^K.ZA537:\$J\$KDV:SI@N0#+(Z.+2G*MD=2M5%;0HW"W^D\!: MY.YQ@R1#:3N8\I4PUM<%T\!S-
SCI%U\+ P04 " \J@&996?1\B+L% S M\$&+&0'AL+W=OWJ:(DITQV9H: O>P5\O\RT
M+Y_C2Z\G\$6&"D:\$F&UIQADFB:5\$.)Y*HUZUIU7/ MS?
+2&WLOXYSEB:F3J\^Q)2T\B*9:/<75J5LSX.HUT:FI3(A2+DH_K.7\B\I V M%/S^\$86@5 @.%09%/JE00^U"H-
2P1UUMZ#BSN&&&3;=+>D"9:7)FGUPA^FT MB3X7\|M\OC:*OG/3,\J*5(XQ_9"GJ11 Q.Q?#-+5##+E4)AX_.0IYPP^GK
M*=R@83S1(.?PB\KO2\4/9.7_0V\?_L\W@(\7\4G"?F GGO_.*XNE&)?E:@ M#XZ@Q\>L_W>"02\8-"@?M.N2H,1J?
M.O: ^OWJ5SK XSJ XSH9O>F_-ZH\I&) M\OJD:(\OR+?;[->>9)F"260\$PBER/6).PKI? +3+)%KQ%.%"3,D&:+.3>:-

MIU(JL-7)IV=SU/IV=3;K/NV3K(F>I2F2/PJ"B.'@5!;ZA' \$H\<5Z'\$KZ#OR%I5')E<6^#86-R&H
MD%&H&)O@_S%7A8^Y^W;I+OJ#H5>.:G<,OJ4OX_6;"YO7A\U8H7Z4XY2*2*8)A M+WOU+;2:NFAWTCJO 8Y.&15% &/^)
I?VY:IWJM24X(+EM J">N)"*+ROB9J M_V'M8=#(K=OZXH!E1:W+/'%1?Z<'\=M#R_ID(R" MMEP? BH0>:(\$_G:ONZW
MELKI=VE8TH@HJ#6=8'B8+I/N%@B.8;'W=7JF6*!^I7E\$VAZM4Y1WBH F=U>< MJA=UF
DY")C/'86JRP:K'0BBG0Z=<OU#.\$>I9<*ODJFS5Q?1VT1IB%EB4UK MU(\$G<.
[F7SW9AP\$08]6'\$87)J:8LW_#"2%P#Q7+L%P4*"TJW+6PPT MS42DSMSX0,@C):4&ZB8@S#6=DJ8-*3674L4%&J+TII?
1GQ7Y_=M3?0M!0-.&:\LAWM\>+AGU<2(FU9J3G%C% MU9)'2U+WQY7ZBNDMQ'C7\$Q0BI)3)EKJT2>V*8WV-
D8IU6FN7=W=^C:MM.DF MR1&>Z=9L)U%BI7S"WQ?*3\$+4PM.X9#@G+;K=ZMB0BI>C,S\2A@,H*
M#"U7.I3RQ6Y0_4XR_1=02P.\$% @ JH!F68P@XNAC P % \ !D IX M; "JW;W)K&ULO9=1;JLV\$,> "J\$50P(LD27;74J0>#
MP,TQ84XXLW-+\$=;H/PP=SSG.%/MCME)MQP5N MK\$|J M*)9"CIR&DI\$QC\UTVE<&N\TY&>V-
AU+&LL8<I7R13N\GSVD\$9;!) MU3T_O(4ZGK'AI9Q^XD.M>W 06DI%<JL5Y!3ECUC1_J)P(-==X-<"[_% @ MJ(1@6
N&+ 4PJ@6CEWH8UX+Q8TPA""H18^294LF^D(*QS.!#|@8:PUS3S8 MNTA&=:I!U!XEBED'6HH^ZJ6^>TR?= M>L_O
+BZ-\$UJ_&-J:OU.X@J*:S0< (J|@3JJ6=#BY?)A6SZ^SWO\?=Z3;GD\$ MJ99J?*'S7
Z:O3ZTO.\$30'N02I2I* @5A6\3@4MD=JZ=|! %|?*_ MT3L%N?R\ M; >M51%\$|W%P 4UG@%.:/N\$MT0E_<4+!K^WE:U/6-
0G+.X3EO0\$.ROWJ"GW MJ(L>+@5<?*R@KJ_3LG\YHP10K\3Q)4#?RYB1?I&|ZU*J+UJ/GLL8+V9^WH?
M7GDS=W\U:J-O-?G)E&+R;E%_#PDZOS\?Z9UW*1UW)G6."H_PR_5K_'@5D* MZ IR-
8BVG'6BOO4WTRH*=%3=HBAO\|R",RZ+/\>@|C: DKJ MY)9.57JFMFFA:NOG8:\$E3"(*&^UJ<#W1
M9XZH>K\JH'AA>X8U5\H#L8\|W;.: ,Z_89S=1P8\TTC'X'4\$L#!!0 (M *J_9EEY\|C33,00 #X5_9 > &PO=VJR:W-H965T?
Q#8IUGI'R94_1307Q+AL:C1@OIQ\$)18/GW""&DJ6*2X_B\|+4JFPJX M^<S"/M'.2V?FF\$-(TSJ)(E9#JIV>A\!9XDXXHW?
X'I4.\XHMIRO40V19\00'M&RYH5H+E#"2%_XJ11B\|^#Z1P\|>"?#V <\$1@%|" _U YPB@4P(ZIUH(2D!P
MJH5N">AJ\|0NQM-)C+/\HP.@6,=5:LJD'2Z-E@*37&763##YE4B<&-W\$=M M@J(GF:L<.,)Y@GX7*V HW#
&N4#?"9Z3E @BOWY%LR(%\$5V@*7#!-K'8,)(O M=X\32+&OG%.0&8|S\|@_62112+CCZ/ :!2W<:\$#!_Y^=>ONC@^|
MN+UZEZCH\$NOVV=,LE:2F1+=2HONF!)1+D2@S\AR%G8/1NP%^XZWVC\WL4XP
M.#%DL":G927G9:N<|17WYK1\|^>.*IV86:WFSIWC)LDBDV030V2UF\6JF7> M;Y=LI3XW/B;)HJO#|=I?6L,V:NI\|CJO
M%Q3GC=MDV(X\5U:C:%)UK:1FC)8%W;GYN>V"GN/GS-YOVM6MA5ZMK(FV:*2
M+;@=)QJ;0V9K&OKO6KKO>.)IB3?/6)U\|XTI?;/EO0_#4Y;@P+JBZ1J9;7 M2XO;?FN1IV"Y/2ZDE(*B3Q\ZGN=
<_T8H*"/SJQJ+1|C1:4(9(7Y;JB*=5D(JT-?02N\Z_'|+K6Q:4Y%8)F^G\$%&.F.LCO"RI#4KXH U7)=/004\$L#!!0 M (*J
9EF&B_\^#_0)05_9 > &PO=VJR:W-H965TELWU8\8-)#%A-I*SM M0%OUQ|=,TH1 <
?) +Y"/>X_OL8_M\$T\|C\6.XPE^)*E5.RN*>(:EN^=85.<RW4GIP)U/<I3%*RR^D>NIMP&)2\$9IH(P"CC>S)PW
M\A^SJAC/B'X(XN@::RHQS_KF/IDYGYX(ISB6&@*IOSU>X#352*J_-VM0 MIVE3)OY?_T1_6Y)79-9(X_5+/Y%\$|F;V
\$)WJ BE1_8X1VN'84;+V;I*!_!MH8J-
)@Z("R"95B>K"C)"JW_TI>Z(HP0XO)#@UPG^F+LF*_6&4#V_*|G56Z+RY'R)UO+<@%4UBH\MP-^%\$!+1A-M M*_
^&6F*)2"i>JHBGU1*!>O\$;O_ "\$@08371'2J&S;5#8W5_M'602I2\|E='LC.<|NEE:AA\$<-CP/_I+B^F\$E_>6%37F@L;
f5307;S45>VO%"9 M\$>L:H5@| "ZW""&JZ1U1D2V21N":O#?_00\|F(;,SB9W.D/;"S-DW%0W-E-W
MH>.&48'& &LPA)8A^JDH3JQL'J3>*6P#K\$H=NT9YQE)HRK3ION&DVT'O
MA2@0C3%8,"IMU_O3&HWXQ_UIL5\$_7J\$1W8"FM=L+<8'ABBX_V\13%(BOX*D_MP&JK#B#X#GZM6'_#UXZ<+;1N=
f3& MIU%M"JM; "%UB7?F@MH=A?'30*1\$QJ3_M7.WG:S)6T/Z1#\X\$.9R:HV&O\7EE\K\Z_M0IP26K<;6N?
D0IN'\$%9JDBVT+OFC_OBC%;GF,ZM&,IU\$|(2&ULM95M_YLP\$,>_BL74J97:8\$@"4T>0UE;3*G5;U.SA
MQ:07#ER"56.S^TBZ;S_4)1(5Y;5X\$/ISHW<^55ZNRIP0_6L.S)BZ3I5(;&G);S@+J@\$!_@4ZIV<<&KD\$)Y0Q_O2;
MP1#2.>Z_GI0_^MQM+DMFX%J)G\SS:A_!T@)*J8*0%?;3I#G.W5ZA1+&-Y-M M9YM:XZ(UJ.K>V1+47'9JMB?PXY#-
'G(&X=8L_=?*4_PQ9GFFU)=I96S4W_M'EZ;PO'I2O* K7=Y=8AQM8(KD@BZXF1*W(UO8_-EERN29^JW3-.\$BL_'G!
MQ\DY00%D7)@SZW>GY\KB&^C:FV8A6B0G'19\^*LN?Q_>4T(S*FYR2F\63?_M;29#G.\$0SJQUYL\HY>.*#UQ8E.R
f5)E\4@B%E"WFU\$;%11?>2JH&%3 + M*TWH#<OY&_21_EI2X1W\|".O?KXV\?2H.ZM3<=R;f:TIN\$6KS^Q#K^!58
MDP\KY.C9>E8^L)H;8(-@T0SA\$.TG5\4W3W7'C8Y'=&4IOVB+-PM/K)*|'F_VOZPM7OJ*)X
MO_K^)=PK>+C3O=R'X#;/3:QN("A91SI*8ETUUR\|:K&-f2E0ML>_-"RWR/0_MSL#NKY2M>C\O/7+XPN7_%!+P04"
"J@&99IR&I_1D(62 &0 M_!AL+W=OOQ\5!/\|AIB0CQAYIDW;4+X?K\|@_MQ_C'8^#R111?Y9IS15ZS-)=7@f52FXOA4"
f7/&R3&QXKG19B2)C2G\MGH9R_M4W_6ET%9.O1'H^DP8TD^F%<6VVZ+^;78Jc3)^6U!Y#;+6&VX*EXN\HX@<-
M=|G36ID_P_GEACWQ>ZY^W=P6^MMP1XF3C.13BJ_ER\$U-1N;(>_J7RB'8_O?KWF:&I^CCJZ&"7TP3N?WZG
MT+D\|A0&*^8MM4W8F7?'ZA"&MQ2I+/\>2EWK?T8_L MMU*)K\61Y_E>?6?O=8%L1?@^T<=" #K\|S4@J
_5LXJ_3TPJ0.F MIP9_ZXH6295894E'3+%YI>%> "&%Y5O3S(=2K):%W"2FYIUKPK\Z+CU#SD
MCXK\|@SRJ\/*P%EO)\IC09*4XS\|EUP>_-\$50FKZJU MJ\X_AERO)4_D1\|DL029KJS?)RJ\01FCS#97TTB^IH_"-\$Y
O(E=K2:(\ MYG%'?B.GSGBA\|D=L7COQ?/PG<^|_GFC_2C#10?^6/RZWU(?OSAIX\|CNCX=
M\$S@PX5\X&A*RMZZBCC""1-V8D"\UQG-AK((=O4R*+F\|JU|>Y% (56IV.*??. MSWH^ONI.40\$O3BC
M";.2)YIP>7P>5^ICET\ M>Y?P<)=@8N\2=>S22D2=9_7RVJR*ZN\LZR^)^F2;N(G(&JHWV2%B(A\$5(M&
7!+"FG.RFGT&9MBM07'0N1L @)HR'8I>_ 'G;X?W9R6Q2%-6CG>_ZIG!
M5HJ|\$"K"LAE^K>BC5);43W%=J)"RL8)/1G;6;D*1'2D(9BEXOE/PW*G@_RIR_MIEFPG"RZ5'(&JU4)"0N1L
@)HR'8I>=L>^;VN#.D/HB82\$2%B%A%_2S\5&-MS01V\TCR1IA-6&CUE#2G::O6C5MZL@803-
2%.V68<f\|)PRM.R'3A6_MJL2)6)%HN;).HEP\4\DE.O\A9ELLU_H;R43.WTBL;TAG38"Z_M,E!;6-
+Z^%IVUA\70G\1!LQ5N+!2/f\F\$7"Z+9%-.MEKBPBWI7;\$-YN
MDILM\ZY\|9P04Y(K2F2%G\|C_ (S'5%)INOPIA"DM*)_@S\5^V<f4?O,GWEA
M;O^=9?RQUYL\1%LRM#XREY;E/IE/X;ZBY!;2&4%D%I%\$6SE6TL)@_K_7E0
MDPE**Z&T"\$JC*JHM<^T>6ZKZ;1Y#114@M+^FE-D_JH+1150M%LOH?RZ;
M2^W5U#_)7\6Z7_2/f576CNEA#f14%H(f450&D7L;4;^G#^D\>U("TD(H_M+8+2*
(fFWR70F%"^VX1.B\$+F\$M9SY;T5;RO\|KX/\^*J|@_J2A8_M>3&FYDZKL@_CJWEM'G\|T^U&J;?
OMQ:P\QH5FI;B;K6_C/ENA^66O96C_M'+B\JR1G^+;L\$854DA0U9=O_%3=|Q_UMDR'Q";L4\|QXDA06@2E_M413-
5K>QC_RW973'S;W*1M'R#TUVHH))#RJ^7FLE*14G\|@>9+CMD0BZBF_M38\GC*)8IFRI\X/K\3<)C_LC>F>7P?
CW9+;3V0XF_4_f5Q:MKT>.(fI_Z
M\$JKEVO@NOMMPZ3&|U\Y;MISY^G=94%=&2@M@M(HBF;KWQ@X_CET*N\|1LH_M+832(BB-
HFBVS(UCXSNM@DKF)%<fG766YTL\H1ZZF+6BG"N2QJf5%4?6BA;N_M)+W%A_HX_JP&\=J?Q
M+>2AC=3.&\$\$\$S4ON\$.fVQVJFDUIVLWZ8;3\3"6B6VW_1L<>D7MAS#=-MF7N7IS<31M"\$M"/A^\$A\UY1T-0E-f46)3
MOC3E42@ELO+CFC_ML-E\|X20KU_0EVKP*_P\02P.\$% @ JH!F668? M;OZ\|@_ ^34_ID
fX;fJW;W)K&ULK9MM_B\;7N6EGDACP4Y)S\;.\$Q/FFN>O4;?LBU>UOA7;J2/^@;8;+fF:4HF>HI
E5YVUE%EMYO.US0BR1f/5-7_MEEQ*1#fL>HFL;DD1E%8=>OQ&\$W(@_K3;9N<fB;N;f#-&/PN4I%\$%Q\,U_M#?
GFIJ-W7DY\59KJ4IT)^.8K.B.RJ_Q9Z&-NB5E\$424)0%G2-#E5>>C?>Df M_VV0M?
@6T\$VR\1W16WG@_(<^F"ZN.LN\$0WI7&H\$41^/fC&H2;f?OPH)W2 MIS;<-OY"QIG_JYMY(
FIx>'W8""75YWS#EK0)4E#^85O_J3%#64=G\PR?Y' MFZ*MU4'S)\$*HO5#Z* Y9_DJ1B(+0.fO\?_0R8=|K>ACL,>@7
M\OU#NS0H#_>A@6L_#f8P* @U\$6K'QTL\X1)+6/- \$KJUHNDO67PS:Q61
M@_E4G\$fAK@;*3DY<^B#1*JC(D*?.&H&F\$R#f)/J03'Q>+0&<,"=&4Y7FO

M1^>I2R4)PN2#:O)UYJ+WISZ@=RA@Z#8(0I4@&7>EZIOVT)T7_7#S?CAI^M%#MMYS)=8(MJ"+%GMLMK|PV?5F)0#X|P.S+5C|/Z5AF?(|P@QW+Z+?VY.<#<M.MJK|HK-9S0^0SUKK|EWN'FO:3#?YMW_9>^U/4/3*.UEO)XI1ZVC|T19F2)@+M"?.@81^2Y@/!..LG2+Y.E;Z+GR1(D24K8G*(Y3V1;-HV0H|-\$4B8"PGS(&\$XMAPTSF|B/|H)H0M\$#76DE*&.@15X#R@M6#"/UV&|PEQ(F<)|PY P'PA62YI1F30CT?U"#)9 M(&\$N).R#A&%(F1\$JR7>9DLYVANI4."L0D""7.A81XD#)O/"Z:3YD@=|6H M7Y1I0S|&72T|EA&6<.%^IM+VCHY,R*.#3LDS(6\$>9 P#GS@6"U#+&M2I*P.M0|C|0XH7T|I+BC-Z5A4)H/1:LG59:.91L+2U%3F*XI2,U3*8U:=.3K@K.|M61Y85KU\$WIB='9T\$|DY-WG'I@:K\$H#0?BE:/K5/%UC\$O1MK4R?M;CU0T5X1 MC+RC*P(DS06E>:T#\$KSH6GUK*E40QM6-K1!=4-0F@M*TH&)3F0|J25.I MA_8A|F&9.">(K%:"KHBD*!8!FP.ID:PZ|ZHKYK|ZV|IOP#VGD@?8+M'^+2AW)9#V0E'-IFY7 GD.'+>E.H8+;.&#E1(!*6Y|J="I-M7J5+4M06EN06OFU|FU4R9)4E0F@|%JV=\$I4K.9EFR*B:\$L537#Z!.*JIE M%C3:KD?.;M814)D2E(9!;3X4K9XUE:HFV7-QEKC)%.@HCA|6Z9*E|!|4| M"UJC EQ|F"GI|@0HS06E M>;T7-"VER6CQDP5RF\$|_2J1TC&+E(?)SO+6+|D=G2;|UY>F.EK(&J%L/E(9!M:3X4K9X E?CI""^;B|OA5|D|=058Z7U/BB4M.\$W3W%-U|3U)O+M'7:8L M1/:?WMJ15)7|F-#E=\$1)?SN@|5<+?QZI8%JOP0%3.^B K?1-S/A2E%>F M;.\$&?9AL2ZROY(|BU\$D'>A0=*PZ T'XJ6)V)W:Z.)2I-5MH&ULO9E= M;^(X%(C_BI49C6:D7?)%(@) .H&0KK:KJIWN7HSVPI #6)/\$C.V4|M^O'4)* M0DB+;NT-)(I?Y|@^QR>Q/=A2HLO-01ZC|.\$#XVU\$)N^.:?+%&F+;6W0#B7RR MI"S&0MZRE+(="RK8:8).9HD)7=L=&IB(B"=PQQ-XQNSE&B*Z M'1JVL2^X)ZNU4 7E+;#1*W@+BY8 +.+"@AB2'AA".(P7)H7-G|P&XK05:C M:P;?G"%5%?FE/Y4-S?AT+!4BR""A5 (+/^>8 Q1I\$BR';IRJ%'85.+#ZSW= MSSHO.S"/.8T^H>\$8CTT>@8*88G32-S3:0IYASS%6I"(9|H|F|>U#+1(N:|Q M+I8MB\$FR^|?/^4<"&SWA.#)|4Y5X)T0N+G ?.^@600:54|A.#+!=Y|+71R DA#>|%KJYH|M>02|7|#+O|MR1^7*||1X-&TBFI|FKK(B)32Q>21,7N@V#R M*9Z,9K 7#?T?4-).(%^3*HTT_10#>+T?Q7_9.YK."0JYG"\$M;I+=S%\$1^4" L.(2Y-5^A|FZ.OG:@S(|FZ)5\$D*_."|61CE4SD3?>LLEN8 MC'G|("NA\$0|W|K6C?>T=KU-/5VZ|_7L#0D.F? WL"8_3ED|VO+NO<MK|,VU0GS=<)|F.F&|)E@I6-I%L+2;Z*/9(-)*.1D7*BOAQ8*E\$")XEA M7"8VE?6H6_.3*95D;5/Z:X7F7@CRENQ5"@J6.E@>|4 |H|'B9|W29T3=R#-SH^"Y*L4L+76:.*@2Q3*W%G_4;.N3GBXN@E|%3>Y#K-^6^:F^DT%VB" ME1QJ6Z_|#|9Y|SG>9%L*(1:UWVAOX(I5^LEE>C/@W\$FOE>9KILVC/WFI@BZBFDJ9R6# M""MTOV\$DQH0\$+TA0E%8F^YVRW>|G-+H:|F).%&PO=VJR:W-H M965T4HEBNHB:M7FR1FG.&N9MC2DN?%^G6|BI|4%"RSEBJG|H=JX^M"/4S=VH N>"IWAC,|XKH79Y3|?T* N-S/O(W;/&1;;&3OCQM*./6(Y7-PH/DU2|9R M\$)I)012L9|HFX&(QL?;X N#03YX)C:26RF_V<\$REWF7|1:P2(|UEH/AW|W/@ MW|+A.OZK.+W:I04>|C^POW.Q8RRW5;.<|JL|N9=^Z1#_9TO|U'N?;JGA&MEB^57+M?LJL X^D.VUD7H%Q|3D3Y3<|KW0X""|/R.'L_.\$Q8/@\$(*H T7_|M#^O|+D>1A7 A>Z7L3OA\$FIH/%5R3Y2U1C|X-1W:.2+^5LG*Z/P+4.0M^;27Y-6|C05&0Y F.IDQ>D"@23BGR0!C2:7689L_FEG"Q%6:0VVZ|2 M.)1Q_1|/J|2|NKD-3DA3)!KQCD:Z*EO<*W6HY|6Z|HJUO4^L:Z(7\$MAMIHL M1-99"SHQD|Z|XJ5 L5|@AU%782KJ|X)5PAH1!&Q9S_SY|*@MG_-SO0AE M|PTQHKH|L<7=57-4FBC=KAG&|/|>S0@2P.Y KJEZ?9.GDYV=13_Y*I?V#FW8:.N:."Q<3ICR^E3/UEW4 M|6L>CN:O!A?S0&ULK5?;MLX\$/V5 M@5H4'9!MGR-8QM.C_3M|HND&N70?@GV@L:.%E"=(DHJ3_?H=4H|J.XIV%|B7M6"3G#.|9SI'3R5|IGR9M M/"<6FF06KM9AR&)DXQ8Z:E-BAI9:5TOBP-|3HT M&XTL|.;A%&|/0@SQF4PF_BY:SV;J-P*+O%:@|ESC.F7"Q1J.PTZP>O\$%5^G MUDV\$|LF&K?2|6|VFW6M.HK+PD|/\$-IN)*@<34-SCOCQ:FSJPR_&L-SCRSC|M#K=P|1"8@.;UW-T2T/VW@%X)Z/G(%)|!;LME\$JRUH9TW>W(3 M?"I=L=1:3:N<<VNTU1PS@=8K>X:4&W?0)1 M.^K5P|?+7&!.|X>""^:73UT:D-5@_8>Y&ZL|HEP. F?=@/PUJ33 M|U8V>|IZE:Y>(YD%KI_.H\$UW9-MQ\$^YMR^0(8V50GE|1;2W>=K=|9|/HA MJM59@/H|ER2|^FL>G7R^Q7.ON-7\$M6E>|7.8J0W>\$5+P;|L*6 NNT-?M|MZ-9JZ|AWCZ0|M:B|XZT025MT\$C%EV<=F<&K0|CW&2QQV58<1DV8+TPLK_16?61Z8|CDDLF8.T\$QHLL^=|D5B9PR:B&TSD^0%?(M3*ZQ6-L'TL2|B@3?">2 TDI/3#4.?F1BW19MOMA|"<|IQD|H|M&CB/O>BH MW1G"D3;).*RX|JR'65B57KHM^K>NG"G2&=OHHB\$M M:E9M?(NV5)8:/O^94@^/VAG0^D|I\$18*MTU7|L;U|+P04 ""|J@&99 MO=|5JRT*#R=&O^AL+W=OUO MFTH600^5D>_552NUL0^<=(D4|K M^LJN9V5ZQJ?B|E;+7@^|P).UJ_@= M.#\$>3*:F25;.+XE?+.|SF.?@8>7BZ>_YFO&!/DZSD|O|2HC-^7"8SU=L M'>8GV8:E|H M%QM>AD&_Y4*%ZS M- (^SE""VN|Q<&^?|>%0&5%|V69/^=YK4L|*0Y;|6;ZAT>5@5(ZO6PN2D0H M_SVR&Y8D)4F.XZ|.;MCE+ /W7S_3G6KFY?67/-73C@9D7N0B6I?|<@3K_-W^#|_6A1>@&&|\$ M_68|8|)"@%4'6.V|0L|XSI@?&S I Z8'ILPK0.FQP.FTBI?BM.R MLX%E|&.DYK1GY?S*%W(92A MQHOASO&#MSK"W>_WQ7N'3_XKG#Z<|_|W/S'NC#;|G|I<\$K.K)V%655/N8 MBOKR07Y+J&#K (^N&MFBQM V\$D:1.|)"T PI2#&NX(8Z^A7KS|RI#\$N>|I#7Y(&E;|\$+(C\$D8/M|S;JX/W#RO@7H|9F|I4|&E|A:OE M|BT\$).Q|PEPDS\$"/Z|>7D8_.*QSE.R:6+J\$B|=.M\$^UZKN>SWDAE:QA"J7)PH|E=*,V#TBB4YD-I 8JF:G_/3*T MVJ?>=D-6-8L?PX>D|TA)S=C?_HV GK:Y1177GRG/K6XWFM C).V& MTAPHS872/"B-0FD^E|;@:&IY_#ZC 30:#:C3""794)H#L|E0F@>E42C-A|(" M%\$VMC<9R-/2>XW:345F+9|/7>>7W-2(C_8VD,6NW,U""\$4ISH#072O.@-JF M^5!;@**I0F|L3D/O<|)/|^2ZB&)|HD0"5NSM//@C|I3>_T/M4.A-=V: <-29|"#IJ10F@^E|2B:*N#&MC#7T,NSSN5W; (Y:+(NV6_-1|A=)|L*TQ#CW'<>M(OPO-Z\$%I%\$KSH:0 15_E MWKBUAMZNO2M\$(95^O>2L:NW)1Y|651P1OY#CN|H|HXWM^\$.KA0F@VE.5"."Z5Y4|J%TGP|H+4#1U-IHO%Y3 M|_7^Z+489H>AV#I4JL<6_M0YQ=*F#% T5=*-2VSJ_M7>?(2C=3S^V|ZH?:Q35-.8VP57.-*+I7DU;5^&|3.E*32C#Z4%*)JJZ<.;M:7VY)=BW@="BEJ'J;+^LS+W4?6:F|EMOI4/-7RC=@)=<*YK:LCD#>DUO:QE* LZ\$T|TISH30/2J|0F@^E|2B:6AN_M'6WJ36A9&YR%U0&GKL-042'9V3#LTV6R|8C/Y5Y*(THW/"65*U6_)|P<_T M7S N)XSG<_HD3|F8E>8#BYU S&TJSH30'2G.A M-|HS5-.5H;7=E4(L:15/O\$-A8U);^5 :A=)"U T=3: M:'QO2^|H|S|J6I6?UK@VHUPVE.5"."Z5Y4|JU#CWV:2M8%C1C@*IBM^|L;+> M%7^A_ K^L2P|M|?ZL?>=9QMYH&7NG9>RMEK'W6L;>|E|M^7_A5-N-4ZY-09V M35|W'\$JSH30'2G.A-|*HU".#Z4%*)I:&XT|;GWG>NG_IV-9^K^VKCVH^PZE M.5"."Z5Y4|JM:2M=F=4^E@7-&*|H:D4UGKJEH22;^2H;Y1W@LW|_53>FL=MZJ9#;0Z4YD)I'1I&H30'2@M0-+4J&M_=@7V8%"O'4JSH30'2G.A-|*HU": M#Z4%*)L&XW7:NFOV_ZY9QO<6(>7.O|KD_@MXU/74H3072O.@-K\$DO*A M&0,4355VZ92KCSYJG+|Q#S@D7XP-R?R|J5R7^>W7V.F.7KWMTPP,CLGRH:C M^LYX5U^BUSR|G|ER*ROZ_XZ<.%)^1ZG17E?DMUF4C\$RBJK&K5=E>WOT*SB M05L=GY"N7V.XIY3|>+/ZD&8.9F76;8YME|NGO8YOOJ\$9.MSV^,<|_H^)|P:MYW|7Y|?6V:E0G75LQZ=^|OG>0Z;(6V?|GH7|F6&PO=VJR:W-H965T|)9I+X%Q^2 C.)IM-|R%P&+M>3A|4>PUN;(E*G+I MZRO)QAA;^\$+KE|0VNU^M|KN65QKM*OC*P"|WK.4|+&U\$F)|;|L|7\$&&^0U= M Y&_Q|E6.A;MK3YF@&M%.6V|HC#.P.)2:C/2S9S89T8U(\$P+/#/%-EFV M_1%2NAM;KK5_.\$^6*Z\$>V)/1&B|A>)E_4(:QV'IP|V>N MKORTQ;<\$=KORC=147BE|4S>?H|'E|(@A5-H"2S_6\$*;.J49|Q_%Z)6:.9R MK%|OU7_5DY>3><4HF-/=:U|J_*T0HR_1?M'EO' M0N&&"YH5SC*"+|Y? Q>@*X2|VS@U'6'W@D'OW#P/SI"KW#H?72\$?N&@ MIV|G<|?@ BSP9,3H#C#E+=74A::00260A*A"60@F?TVDGYA|B'-W%|1#1 M-9I#2\$F8I G6::0Q\$BM %X|(\$|S)7|F=)|OH(|\$UBHZ<+P|O.\$GYI91Y603H MXM.E^H02@I22-|4>2&0+&.:U@Z+X|SX+P3P?GHB1*OXFA&(H@_D&|_UV+ MORU|E;2V;U'KU5P>L;Y#M7R'|GB&>ZO%.H5FL4OZ\$6@4B5HC@74:NP*/61T0P3ZX^&5"R87CC|A9*|MTC.'HE;3>|H&(8PMN5QR8%NP)C_Y Z<7TQ9ZE(LZ%)LUT|843Y|93Y|>K| M? J9)|CG|W7_XF.A5X(8(F X15Q@L1&4?4=,IM24L_:QSDU8EV)!+C;08NH| MNIVXPY&|K::A:>(YIA;1W|7+1=B@6Y6+_"|:9&MLWB".R@|!#MH|?M'F%Q/EB3Y|Z|F(XPB60K MDTKND0000.90Q-F?JRL+L6"00-6KX:S:7\$"YVY)_8'=4K#MVO5>D5(UJL M|O0R:0+7JG0NN"/%@ML&%M>OD6N:>*X9W:|/\$-VQ%-Y=Q81:N=|6&#"|SV|LJ M<+A#>RUA '(5*0FSACV;7+G,NM

M4I6@4#M:Z-P:~H-?^%*=2N;I<5WE>&"8^IH35+PH0L41&L_'A\$?G-UTF8 MK;)GP^Q2+2C4CMJ1^F?
#8-/U3L#T#C"15IA?9((==%C1-;J?#:R+M6"0NWH M>J&HOZ;-I:GZ-^R@W-;&?
G+83AIZ;:6QKO:)11A^LTM&M=5I3@XU?LPD;-L- MK31M7+=?FJE=.8'("@WUT0^7'834[RO]I>;STH 15:L?W?
NI:W@>J;H M?>)QD-/LIXP6R:SHQ1B.91S&PO M=VJR-W H9652?VUN"5K(UY)9-/@TBGQ JS,@C"/YM<8%*>2I;
MXU>/&0R4/G!-8D+^1=7.6M;"X<"HIS*G"1)I8LP/K MO1G+UJL30G/H6-E159/I4<1^G"5)4DKC(XE.D<%D:3U
7J3**#CS#+<^G+ M)Q3-LE(7%.'CG,>OYYQQ^_P7)M)Q8.KC6 M.>9_QX>L91_40PB:QP5N^E: 3J2R>LD?@*O7"TRG
8!8@fM%HT-/O1>?3Y M@ (3)(&%R"#V]=B3Y_C"VA +D7RI#HD4>EE@-B!XSHI&"3+VF;N;".UK(CJ: MY;&3_TV'45)N-
U/+ =OKR0IMT0Z>@VPTFEKKN":V9YU+?W"O7L8;H4MI: @ M<.,AT>G%60"V&f;.(%W#;XVQ;/2+DM^GI!Z!SI?
&);:XX@>/'2WU!+ P04 M " "J@&99WVW<&\$% #@'0 &0 'AL+W=Q99SS/3,8S!262LE<^ Q#H+4TR?M;."9%?0Z/
M9I!BWJ8Y9/+A+(4"WG+I@f/&>18*Z6)XIMNWTDO50K#;-WL@0VOZ5PD)(.' MAO@133%;C2"ARYN6UUH->"33F5
/G.%UCJ?P!.(Y?V#RSJE08I)Q@G<f) M3>06NPJ!Q9+5M;+1/G6-5*NO%#ZJf[NXIN6JU8\$"41"06#Y;P%C2!*)->?Q
MHP1M53:5XO;AUOVS=EXZIX(YG&GRG<1B=M:Z;*\$8)GB>B>Z_IU*AWH*+ZQ MUW 11I1U6RB:7X*T,FG4_0).8C/;
..2(G>R+XF7PHK^D)DD@M?NT(MZ81:BA.5"QX5" 8/+B#fFDF9AR%60QQ@WY@UA8!U)7L6@OV9PY!L!GR!O
MHXYIAGS7fS:L9_QO!4Z3.->OBOK=? (Z%3IU-%XG4-X*MIE.HUI*LL9+I+C MEC<34\$E\$1JMT+;<
UHQSKIT)1_2\$AT)R#E?S5E1V&-VVQ?E=4KGN;.(EJR M;G)@ "V@-?_W%ZfN_-87&)EA@ \$RRT!%8+8K<*8M>\$ /ASCG
B0ZB!EHO&K+DSVM4FU>RV&ET7V!8E_#K\$&L^ MA.261<)ID?78D#240K/OI&/XS!A&=
M9CHI:AD!^H:FGSMfWMRT=OOUFCVV&-Q P9#2P9K+Y4+Y% X86?RN&QB5'PM@_MLB%#.3!"8IEZJ>.:9%-
T(G?)%6#&3YL(-:(?6P5M@5FO_W")W2)TF(7fGP4 MXU73fQ):6E8M/I=5?"Z-ZWP\$V?02\$6HZ)Tf(4"2/L9&P"1;8!
LM@=6" M;B";?C3>7_9A!M@4VP4)+8+4>NYFTG"-WfOW^4VIRE:4NL;WPAP;RL MH@70.-SQXV;O3IE6TP"t;:
NM'LK_O.F91YUWR^H>G;H)"MMH9RO-R4KL80&8;#f% M*\$NfI@>6#OMSL5NN6H0<fL= T#%VDRNGGET_<"&
M:P0XFCR;.\$fSIDV7\$OKJ.^&9 fX0!3BA7M!<-G>1RC&A.WY^U+OMfLY> M-C8;YK4#OD-;fFM;
f@9CCWSE%BT+"23(UC&263X^*W.P5;fA)MNP69_-^*
M%*+G;C.X>N;f)2NPM/H1"E'=f?"SHIX>Z;fLCK!6T8)WG/5<0Q7X/T96;S.S M>L9fJK'MKL7\$U!fG4>MH@4FVG;fG?
3VB12T.fELG5BEP*;ZP)"CB.XS49PV M5\$^KXfA:70BWfWSD78VfAN>f.Kf4)V0;.^+fLQZSf2PK*(&)-.6V+^1NP8KC
MQ.)&T%R?EfU0(6Bf+V> 8V!f0+Z?4"K6-fI =;@fI_ =02P;\$% @ fHfF M61D?NUA_P D0H fD fX;f"fw;W)K&ULK5;:
M;N.V\$fV5@;HH=H\$DLN5+JDMP+=% S2(3?2M0f\$'6AI91"A12)QfJ_OD%*f
MMJP809L7BY=S9GAFQ2=-E(fZA3fP;FRP)QV\$fJDR M9FBf-KXN%+&8D3+A;YWT;f8SfUPY-
:6*AS)Kf1\$QZ4"OfT86Kf#;.%QfI ?& M8)6Lf7RTDYMXf"7L@5f!@9*P%1HGG*\$0UA =XWMETZM=6N+^&^7Z-Z>=M*R9
MOID4?+8fI&/QfP=\$%2\$H\$GHOfT'H583>>SWT*fT+_O1X&%<%)fTOM+GfS9E@X4G(f
MRJ+)FAVXZ#LVQ8OGMDY6fM\$N)YX)5T9&CS"E4;-"?R&W#ZLY?/fT:3XfS^&6"V&A(fH0 M#*P2/ZKT3DNfP1MZ>W
KfTS#"HfO^4fL_?3>YUR_fWQ7_V?A"7EY-/6>OfX:f158(f8(f(*Uf1/f)O MRAf"2XE-A)f!;Q+J- BNGf2f\$U;
(A\$>X8UYfAP XF2V9MA;)->ACLG>fV)f?2ADf MY+= NEf;^MLP@_8_#fI
#f!@ZV>0HWM)%;M(f1@>H>A;W8;Z5XU0G_N6P4 MR>(8.KAL;f#?>V.S5fO7W&B218fA><'5fJW7_-%M0V-
fVKV>=506Yf10E>W1 M#-ELW;+U(f3NR@P(5>=BTM*f2H;H')B9.%>^+4fU" ^X84Hf(RH+H/U\$2O;Z
M0fJ+&C3%Uf+ P04 " "Jf@&99fY;7O&BY700Y2\$8 F M\$5%U/f4KTCHfHfW14\$%;.55NDD."7N9
QU=B4BXY*)=#0"l6fXSF.WXDf2UKC M2fMW*!>7(M.<)7 KBf MfZf;""0MTfR9f?6f;Cf^E&)%f!f-
VLR+M8V5fC8L6ZfTQ*_.f33XSLM@E_D M&@TfDfL*fRE fFH3DBXY DfO?&=-
KfBEf6F;H.ZW(>W*7.YR(f.W=>UUZCP M#M(fVZ3fGO;f^OEVfX&f??UNfT_&)Bf6SfJfV?JHfDI-Y4B7S*M-fJ#)8LZ
M_Kf27KT2\$P;f54H#N&KfA)E<@Ef;fOWGE^LY%_f1>";7fI+T.XAfYA@5+\$GS% MW<5f\$@#YMf8H;?
Qf@KZ=P\$2f;8_@Z8 M7Kf>BEf"14^4R0-LfKML7+?KUEMW6\$(fL.ZfJGG4XAON@/(f&_AY.HQ+3Z-D>fS/>
M#&BT" \@==>L;N4X5X9W3(7T?9;#B?7HARfV-""f+&f\$6(QUUZCY00S_**?
M7M#+=REfJ8(W_8)TRUO(fDCK*K45N)4fGIY<#f)5)fNf_#fI=Kf+NG>Z5 M X2VH^MUN<"KfI%-+X.YQ&fN+^f
V?XN65Q M@WV.J9C^XSL>' +f13X^CfI603^OKf;Y47WN;2X%>Q P;.#&K2CMNOM05NE M2O>X7-D0fUf_;
NUFR9NM@5S5_/9(WA53O>>D=-/(%Q?Z<"4 M;f(&*A7Q26S05\$fTfJ@SN-6;9(S?
1B3R:f1^P6/(8%#^)Z)*3Kf1CY55O>.R^JG M;.;3^35#;/93O@;fJ&C>@5YUfO"..R;f6J5fMYD)+f5fTGfK;CBU(=#KSH3
M> ">=?")U=SJRW>OK/f15+O>.R^6-*^ATfT&fQ9KHAG7@35ADOfCGBfJ1>HV)
MM#Y6XM\$(N04f4VP)IM9\$fTU2*f!Q8C;XF N#;<1RB;f5%)%"9;fU%fP\$;2HB^0
M5@GH/fD1f!5fS;f4LTZ^H9fJ^A)^9_ff"ILJE:8/Nf;f42&C&f&f%+7VUR*S2^ M_-R;f1;%G%;\$@ (A\$-R0P@ (8%(<\$-
K9fJYf1*;RfEW;O7AGY0(<0;\$5fF!>G7;+5GGTB M2#E;f!O?YQ;fJYUCO; H4f!"@0;3H=QNAf#;O%068N;\$M"9-
*&@GU7^<#R M(f6QOC@5fX4Z(<"fJ=P;Mf1SYUZ_JfAVG=^<GGXP>-fJM@fOM"IX*4_P+Q MF4J"RO"88fPG/8
XYO;B_fY0X04UL5G0FLfVf<(*+K%#;#OH7_UVEG+Hf!Xf=40F5;Y"3X%&D&A5HH>f;8;=GHfP4PKZY^PZ7RC+*5
M)5UUP2U(fG1&S#;f1^5Y)VfL)M;NOLfH9"X.^Y9(A/f%\$ZND814fC0)Bf1fIO&'6L9NfUf.(# Mf#
f#G68D"S=UCOGK^)"5fG+CG=Q9?1P@ (KRKREMRC;&X+VTC;fP\$&\$6SfJf#fVfP7GTY0C)44fRY-&
MAf0fM5YKkW3%8VU%VSEC1+U\$UV"8;6?2RZVWNQ_#2CfG2^AEK"R?fY2_-Hf/MZL;fNO^f1K25UfHREH>
(RA)5#fJ3f;f3%MK5IE>*7PfVfV;fN6FC;? MV.=SNVfV=GEf\$492\$ZWV;X=fL56B6?L-8R/2fJG8>VN_Q*MIfYS;S?@G3f+
MR>05%AP;G5UP;M-NE?9"NO&3_*B)fX(fEKR(T3@_fEYH3+N+2f"OfO004\$fL# M!f0 (*J9EE""7;K04_P2_9
> &PO=VJR-W H965fAY2(DV=KfJ7ZH5-f W>9Rf59)S6F.GU
M=)QBQG17fIC3FZ54&3fTfJ8f172ADB5/f1!"*@E\$08SS03\$=V)6:GLK2"HC ME0)=9AE3FW;4'(13JR"D_C*
<;WWfL%264CYPSY<)f>=P")"@;fQ)AA=;O\$A;"6"/? MRFBGGM;fMfIOK7fTY(G;@FFD;f3TOZUIET(fE*fX6YENfL_L"
(fM/9B*;3f MAW4E&W0@+K616;5;"#*>^RNfHJQROIS Xf!f5"M\$A;f!_0*0?2*70=48_f7K/
M#)N>*KD&9;7fFKUQOG;Q(fG-HQSH^@M)STSGfL9_XfSfF_AY>OWRS#fU?6F;J MUHONYGZfV8BfVf@K;4-
N9SGJR;RWf*@V8+=XR>Z8#&>=6@3;U2WVf)F^>A&_ M@GE?DMQfCN83R"-&CR;#N;fU&;9XfK-
L>M>_V;JR"JOYORO MRZZ-f< #&^f%NfW@U'S^@KW2E_8RNCfV'=fYA'\$5=\$-fB\$f/NY;#B*_=XN@_MfMR"12 MNf
(9/f=VfW"Q@WSW")f!fTU;9(fA<_-CfVEf?N;G0X;\$UZF15"XY" ^
M_6/fL%Z;f%GK;5?P"67fUZF=I&#fT4C%3S7;+SV3fX;BGHf3&P%?W7
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^;0"Y*0Wf"DDfJf;=BQ;@fZ;.;5;4;74F;Z M+fL5<^+Cf1.ZD%GfADT70DA#f JVfN;BC3Y44O! M\$V;E;
<&;RA#%/V8ZA25U^12;+SM;9;"6Y98_9;(36E#Q*\$_D?K";f5\$2CF M6D@*20ZTL?Q"PKO"8fNGR-f1-A-MH?9K-
KfOIK04D48f\$DF N#46+UfB"EEEM MPLZ%-HZR5""f*WCU;-0P.TR<1%P*YV;2fFFQC3Q?;SE@^# f4f(f)fEKR3
M<f_88#OC+CfMR-Y>fYVA6KDC"0W;2;Z=fJ4?K8X^9;_OC9_XY" f!>CDHDE^
M%HY)8=SX9K(f6>GM(fESF<fI;T>?7fH+@A=TOYfUE3_fJ f&%NZT8">D9Ff M39%16*P
Q5f!VfO5@YV@G;f_@M02P;\$% @ fHfF620;^&^3 @U@4 M fD fX;f"fw;W)K&ULM511;H #XK5B9-K;0U M(4"f=A
fVDZKM&f(B.UAVL_U>34Y"ZfL_U#^_7R7D#&fI+;7Y;ZQ/W^?7NT MU>;9%H@f\$KU6H#&@HB;f;+19@96P%
fH&Q5^6VE2"^&f6H;T-BMP'5648f1% E M6 Ff@F3D;3.3C/2;2JEP9L"NfJTf8Wf1+O1fT'06fOF;M50P0fEEAC?
3H?W#CfD;NW!&9R2)ZV?W>4A'P>1(X0E9N00 M!+fV>(MEZ8"8QDN+&70f7>#A>8_&O6MG+4_"XfJN?fJ99W
M@D0R;GH+QGDfSfCMXfJ3Z;R4GEff2X;^2XRA)26?;f&5=-4RVPN06A;KA.Q5H MXfYE+6D#fVJ267;GR;f2)QV@5f!f/%W
Q)75>9W-A&&7 DEFHCR'LSLD(4Mf M;@fD;B;fT8=;2FC;DXB;DKN%1;Y%*>Y5C_fAR(fE?%>Y30^"9AB?0fZ/f\$ M43P

6S!3>P*VWQ6OIV\$1V#GR(61&7'MFCHNE"3IEMZ3.&IP:FPM,AP'/%D6 MS0:#Y/VWF7T^03+0<=RX-
!QI0IN6V+;W7%XVR%GXB),4*MT#46ICLX)N) MG3?I7P)^26-(>"LL^WU W^@HAIYXN@?IPO+,4%%@F0-
I<.+L&ULW5K;# P15QDW/350N38,U4ZXQ8?I6Q@%EKP MQ EEZ8 %P7B0<9EWSYR7*V;.,J^(O<(&.2.AQ75B@<.)
&K60L4;KX2T.WB?&ZL&C)TU MT(,;W!04SBG&-(3">XOKGULA HQ^LK8;E,S1MXI0,P"GL
RA%4+!F=&WB;JR*Y\$S1 MMU2^81O?7+!&A3=BT8R AIFFB*@JIFVGXP\$SDLGVM&Z5HA1^;I8 %>0>7L!%Z*3IG__Q'
Y^;K;I6-DT=JCAI 3N)I/C\$N58=TP MW*V!6G2.CX0OX.%3Y-.08MIO2<,"2QFL<&.ZH=EX%VFS2U;W(1-
K.+Y75ITI2BQ.B?2DIBG;=T&Q!BQ-J M-A,VTYGSV4R+&8%IGULM1P2>X1I37I)4A'6K")#JUX\$ %%8B!*/MX*P 'MN!
I'F81UM0B;-IFKQ_@MUBS_5S31O"@_+BALVTI#GNJGF)^%S",K36&YX MGZ2,PJ/=,&QA*:PQ&VN:\$C:RB.25.>Q'*=+
MI7<C:SCW"BRQJYP#/7 M.*LY OMI.,+3F2_0Q.,^+=YMMB?TLH:YK&K?V%V2^Y<1W."\$IZ\$>DI46 M UN
UAR#-6 M+TE_RZGIL%)#9?WA+M(6IM&M'8?D)\$O-OY>^EM:M9W7+.I' MJ^IMRPN29B?45(I\$.,/>I^2TQ&Q5V
8%3"4B<=)J+N/Y
MIATSEZ3=VL#YEBY)E0_20EELDP@!DSM6&4Z'!=/"OI.P)"5KKB!@HXP)1*536*#C1E%7IWDI_3SB87)5_M:
7FF#1XM.&46CU*8KHTPR\$NG\@6C0&1I+T.GC^;U*(@X#)Y!(MZ(DI M0J%2DN2QI5#FU7FH-"C:.%
(O=68I/Q3V/GP4I3I)->=\$@U\$9>BOC6N(XF<I M,=\$%74ZQ@\$7^,HIK# Q=X'AOW!UO7?D*!BE3(2IRJK2#0U=J3+E>)
I3/RP\ M%I>A/^H\$A\$L%1/OI_)6+A@\$1A>6%\$T^VCKJ4PI2#024GB&^4#W>R#15*#@290 M
Q42@0F>H=I3I12YI@PDCI?>I3MQ?M/5^>0"2RIL8'7SIQ-)I:5^<82@I\$2 M:>84@'4U5778Q8=.6BN\YIOR?
C4<:W4@/HEP+Q2ZRH&5&H>.I7T?C)5T_VNOZI?^RZO^W5@VM+>>YE_DHI=KIB6ZYF@NUQRRDKB
MC81/ZIRI,OK:&=&622XM55FS@PMJ/0N02;.W@Z8RAS-HL):JL:UGQT+LSY MTE=-/I\$IO:I!6F?:Z:O-&<0KC2G0
MU%PA/0KCNK#M583=)O85'B7UUN>Z_EPU>6V6"2KHX=-CRGIT_N@GSC ?0R M:A QH0(%7*W4K
J8K\$T0)/XMLEI2;H\N1+VTSQE(*&%72Q2&5.EOH8\$G2) MZRIY.KBOR2EVER@PW)9I_>QH<'6UP>90-?I1QD&<.
M.^T7X?%EN*^=5_N&W_.CK#C:%I/%&R^+IG4)ODO4I_&83P-THTIFA?T#_4
MHOW"OI;JH7I7F*BK%69^SD7!/:F#_5.\$"*QIH@NJ3FI_ %I+ P04 M" "J@&99'"CFQ^A;2IN%Q-O7IP^"IQ
MYQZMP2Q9&G/G-S?Y/\$H(528D4<0_/>5ZB4IV;ISUF-!SI Q^O#^CO@W;6
MLA4.KXSZ)G;JYM'K"(L1*OHLIEIP%Y/O@9Y<(OFK2)(*L=63JH@9U%)W
M_)GGX<_4CI@#3PI@X*+!%B<7.FAU8I\UH?A&DAF@F)I6_E U9_BHYCA8; M.MD=K%A7#LN=L+D#H7/X1!5:>'??
2MK#C79D6IX)+6E@&.J)D)M1+>^&')1R+V)SU%=<Q?0)BF_@UC"2
M@WA)P@IYCI).I\$DZ.8\$W'G(X#GB3)_ "IX&R3D;Y M;KMT_C W7Q*GEI@M-DX#0)Z..G-%;<I/N7J)S3WL1&B#
ML:5"E^AO\$9I>..RW%OM@#G4 WSR)P0UN'I_763_T'==% W/9Q0*Z;TIG! MP&48;G@\$U^@R*QNOAC?
TXBA:%TEE(C'=146438HI_."FMJ*#EM!+D@'\$&) M&BV[IKE9J8)T^BP\$25V"+#@481>F>9G@GGR<_7^JRQ.D.P;
/!%R K M;S_+AK#&\.KGIP!?)PJYR?+*3#%I'0^V/%\$S!;?S7;.@QYOR>VFKI)
M.%B'=V39C<_W+M'Z%;84FK^@L.3<[X;JOW6#O-F2;.\$RWAG@TAV7%;R%; M!#?"V/HL/\$*#_KXA=02P.\$% @
JH!F61I)2.K;P_FAS_ID_IX M;"IW;W)K&ULK5A=CZ.V%/TK%EVUNU(;"3RT0IHM)B';D3IJ-&T#U4?)"#U@I;E;2?9V5I?
&P@E<(F6Z0HV.;>^UH&OLV8&R M5OX!"/0UB5_^UR(ALJFN")A)%2#ILXR'(&Q'.V M9K*F5RP!22#EA*;
(P7;NW0VFJXERSPW^)"#M3)2(WFAI)555'H*Y9J@.00R^ M4 Q8O:P@#A61+G;7TLK7*I@/7RD7V5CUV.Y05S6-#X+Q*
(KZ_-13%NJB M40/GZ\$4 ">?I&L/I)++I+I8_2 F+*6;*J0RY6C M98I)JB:61C#YEDB<#>"^JIC0-@_I2D?
=D189^17=I0)3R.\$8/3%IUSX MN 2I2:BH@C+PT@;_HI?A)"UZ7\$;K"9I!#=&^V\$FX@ZR-CU\$.F M85I-XID";ADY?@
7UX/_+N_3_OJO_V?A)+JYIR5LYG7>*3R3'8Q8#^V*(% MSHC_?E6S*I R OWINX2@!P\$)_Z>AO<% I"97Z7B*^<P#W-
YEH.;^<^/M I?XK4FY+LF679)Y79*M.B(I47Q8*3YL8W>?(-LO/Y(;*+8I*0)9IFB52= MJQR\$!Y\$E)%OC>OIOG#@Y
I49KEW3=N8Z?NZDJV=N%7)+LF+LE6'9&=*E7 M2MK7*KEF-&0XZ;\$U.\$(#E?#E7N1#DWKMI"9Z
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M)/%LE%=(JG?")U6IEIVMRGL@TKFO:ML4A@Q"+!JP<6/ZM3JXU;=NB1; M=DGFCIOVW#.1WIN;+B@TJ12:?"
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M3)>#AG9O.%T5IP3_T1>W%H^8A23E*(M=&7T1S(KL^(FH*(FN4GUQ&ULS52;CMLV\$/T50@6*%DBL MFR_KC6W
MA1D@6ZS6"/M0Y\$ KC2VB:5(E:366Z_77Y*2%V7*18:6'8N?7*!. M+2BC;N\Y8S?
#A#F+F9UI\$(L9+Q0E#IX\$DD668?/"B@_S!W7.4XIDMU>F0EW M.)BI#"BYG@IR2,M68S#S;I%JWS
M19@Y)QLEI"K1.+6(L6"\$I21Z (\$Y>RP_O47+^5&IDS1'2O/H\$UEP@4)E3^ MJDTVBB?Z&-
N%B3"+\$6/FT22<.@6'HGE!JUF:NTFZ:S=RDO\$E_K^<^I(5UH08UG(+7MX08XE4R0EM#"E M&T@*82^U?IVQJ)+?
350.%SI'9WFA Rao<8M;"L)?OVB=*@DY_!HSV M*66?9%&?9%/9 TIH64HZ;U9I2I\$2CE)NC93)B9IAB^
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M@IX(^AWKG1^_D7W^)^5D1=86<2?9MYI/LFB/LGBGL@:BDQI128_1 F;I"EE MGV1IGV1Q3V0-*6IJ*6IZ+I<:YR@7)
(&V_="OS7_?9%)9D?GM89;S((QV?U MZ.MVC:Q-ZZO-OW?AGK94TG_0GE7N-JOA(#@KW6U6P3E7W&
(5^/(S3+DG74D& M8F?;0:ECU7&4WY3U;-UQ+FVC=3;_IF_?7LM!#O4LI^0E^VM_=8I(CN2RAL M)5;>8*+?_
JL&_E2\$IX&B93;2I<1 M48(S)'I8%E.ULF\$!0U(U^;CMARCV AEJ>.Y;NIDB_#I2&ZIOE!QG*9\$HKO M.1YEB'^[PU.V>YJ
>O'5_(8R)UAS.?:=\$C7FY=7O/5D_+EGXCL4RN!L!B/\$Y;G!PG;_X5*AD>+ M6"K_7I KI>X
1+FO+ "NHU0HR0H_QZ4TO(\$ I@(>*6_U008'1'P2P6_ *3+M(C L8;OG66"4HS>.T
0"@3&IH6QC*672*+YC+=XIMV/2^<9>15&8F5\$26 M6G(U2I24T(?!;C""P3Q#X!U!PO&A\$4H*;JD&?#,>PC&X?
L9<I1SX MG&D/OI(GPHM%6.24N;9PO9H5U6 MG;78HLB?#50IZW_!DAYK_!I
/W5YM9^R0+^R1;I416<"P;@#@#PRYOMB>Y YTYCP?VKT_M!<9U2-B&#_N(51MQIGD5H;YJ-)H\$'_ER3-I3EXI/?
1VHJW(2W=VY!10_(QYML.ED".TA.;GL,>D.R98I M)&C:E*=_I'Z'ZJ<% @R&I>FE9>FG9&K+UVF7SO.I ME!T?
S.I>>).FK@5J4D@^G8;=>^;I;JLCIN7X.Q#D&UUM.4#@#_PRPFJ"3IWMO MKUI9PEI95GVQU3VT3_OAZ_-/3MCY;AN-
3)%O;*MNJ+K>Z&_0L\$=F:7ULJ ML>*5+IL;148;I:5^@9H-BD@!I6'2X>6..O^#25A_W^KSIE2TLV0Y?>ZVK
MZ/4XMD#I;JGW!#-WV)ER:C.#ICL//7<=&.\$Z1+.YF>"VG!\$N(5\$)=D@7_Z(T MCQ664C;IN#E I%I85+&R4;
(/3'8&)!...34E+F\$ MEYO0E^DM_==P?IDJ?IA&)FK\$5/;=_9**WP7N\$ID5(4;I3RW(NQVMZ)*+47 M#;S_U!+ P04 "
"J@&99 M5XMEW"<" "TI_&O 'AL+W=OQA4=4;"_3C)K'7L8Q0-IN_Q1QJZ4K=<
MDAEIWLWDYDD@U0/N@SPZ+E0I>X;9;\$*+!EJH9I#86IJ5HK*MIHCL%MM/2@ELXBIY)2YG
6>+/MBI+9&IX\$I52/=M2I6?#7 YI/@*PIVK&Z..R;9 MTM\$;IF""^=5ME/3*QE*P%H9D42&5XO75;K-P!3I@X-
!GIC(59)+^>"&_=\$5L;OD1_*/1WPU#ZR?_!UVUIRJN%&IA^L-\$V*WV-4 M0D5I;G9R^)/C/4O'5TBN_1-
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MPR3^"P_I2\$I5S81&"H+C6;O;%X5=B0X1G9^+G-ID1IL&_%5 NP-Y74JIC MXQ)/ZKL+U!+ P04 " "J@&9998U#D\$;
2<<^&O 'AL+W=O! M^%K*.*W(MT6:E>I^ZL;GIZV..A?I*(DFOP?E9?UB;GG#I<IK M)!6GBES%Y5TFJ?_2F;5_/U@/"
S>A^MTNI3_A325B/XI5Y6M;_DJ=6=C@M_XI;JL4D7;F(U@D63_I&WUA!;#2RGIX=-K#EIEY/ Z=MX.S:@JLV<.4&D!#
MKYV@I3HDOVB@ISJD4=M@M.N0QFV#I;X13_H&DSH<O_5SK^JNCK;B?2;&E M&1K_4\$=0W9KY;EXL-I4!?
MKPMI5YS?T@85N1:ZSYL;A 7A;IK0) DI@03> M7M(I2M+RIR;ZOITE>?OF!_*)!GY-
4E3)E">G51L;+R'DI@=QI09AITS#H?I MFF?5O"17V8S.@/!OOU\$T_Z\$V61C&'MMF*FM!;RARW?
\$&IX1>VBIP'BN=F_N M0.JIKO?PQ;UWC.%LHL2A1Q#E'RBR/RHDNRA\$PZWOS!Q1YJM*#"X"WW56PMT7-
/KQOOI^CN>289R>IV_Z 9)RN3*#*6"XZVVA M\$!IR)N_4.L(R8PD'549 MV_1F1N)P7*^LE?5D=JI(ZL*R,B1&0-R
M\$RE\$0D!F9_JCC>JCK6I_D(CV#W=SA5EI=R25E5*^50_/6(OI'BW-CB3:QOM

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-62)3MO2I(G56T):LF"RH MH+;YOID0*EJ_BA9BH74=(5)X:W3 U01+2Q#V=A,F6H""F*A==TDZ(>EYPNF M-
86H2;HRI/=!*814*M2%<ID;M;^K3Z!SPI9LH: \$J6HB%UG63R/AM?<90G QL-?=6%PM!(7FU M\$!"E@LAJ=
IU0EMD^I8^YV _;+I+Z:KR49+ D(N"L O/L;*9BQ S O0 EKD MO6.1SRU
10NOT+H^\$A3%/F0UPD8M1Z"B!;AH(19:UTV"4IFOK\$D8VM!;7XYN M?=B"*@^R/4^>; "AB9QI
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EI@JS44.30& MZK#K^<F;U!;FL5W-#-K=/O/U1&;_E"G9")!10**0Z=I:4#);3IG@I:3/
M)*IZ4A+4X@XJ6H""F*A=1TCV^0I.61*(DHV4=\$"5+00"ZVIBT6034=? S"F M)(V=4HR@C>YJ-496RET0\$)RMA\$
0KZ!XCIZC MP0G)YSD-!N(K:HMWMZFP40+4-%"++2N9P2I[=+P#9B2.EGCN!29,M 5+<1" MZID)%Q3TO-&8F!UO*,9
S!4*6.KERPA61L>6Y192QYT3:\$A H?NH);.GK2 MMTL^8J"-;91V9F! ? 2(R!N: C-
_";+T;IQI!%TL<&@&#K;^35J@D\$A4M M<;S%0ZP.NYX2S-#Y9S8)&KJHLY\$>_YFW"@ (BOTKJO<->03U.=V>
I<VNGG3! M;<;V;HY=*S3ZCO:-9%2T !4MQ\$+KNDSP2-0\$PTJ&45%"U#10BRTKIL\$&77UA4KS
M1&H=,+K+*Y:>I07%1V51>U;
(F*%J"BA5AH73<)2NR^;KOJA:%!#WMRS9MLF07"JUVV"O3"TI V%.GEJZM.7ZYA4DY\$J_M@H (=I?H!_3:09fW&
M\$ZS2>D6VNZDTT^=I.HAS!JL1,5+<1"ZID4%\$OD+MH/52&BXH6H**06&A= M-PF&Z!UR%ZVA?0JUH#-
LO2I8QBUR(F*%F*A=?TDJ*IG"W*!026ZJ&@!*EJ(A=9UDR"ZGKY6:YJ7E1K
MJ=0*%*AF3D.C0@HJ:AG&^_K0GN*6GYX;30&*1U6T+N!=IK@!7!4 MK@?;V!1"Z:H:"\$66M<=)E% K-(J!7IZB>(G:AG
M=ON?08<4^>-K;#44)J<->Z86Z6@>Y.M+>?N<;9#>RP5A0\$AY,PIPX>T!?:=_Y%10ME: ^H9XJA==GUDV_OHG!
MX.PL.G33<-Z8;ZIF44"LTBH>F;N01!WM;2_CQWS=^\$Y/X#%#ISW^C^E; M!VXP#CEX!>=>X00L!\$S.A:X!2P51!?
5\$HSI=ERJHH="1"W*H: \$J6HB% MUO62(\$W^^(#9N8J*HE#1 E2T\$ NMZR9!HGS#03C&!S8U*EFYY"0DM1-6TC5
M!R4ZLG.1X*%C/OL1#MI&\$X#TD/O&XRH: \$J6HB%UG62H%"C0VX<!:N^!\$5% M"U#10BRTKIL\$ \$QRI/N/HM&V_?
9JWGIV:10*S2*^@5Z6K^&5_WBJ!\$(P.#L;Z0 MWU<IM:XU)DG)/L;Y TNN6:~!+))%5"3LXDJ\$I%EGF3V/52)2RKY*=(1BG6
M4YM:19NEPWB.=1!4#YJQ?>)\$^YK&3O&R\$!H&81^HGL1S)OC7*F!L015 MD9=+6K^RA\$3+99K\$33=W4?R5
_T<920^*^@FK?AF!_8Y/M25?5@Q(Q6T#DI> MM^&;6S0A4V3Z"Y)D^JY-B877-(BR6<1&(!1-MJ_M"-
F+^@X2!3^Q8I9UHPK>J%HI E!N"; MGD:UX=01ELS!)&>WT2J+5LR !8)*_FL489_*/\$UFM=IEQ?Y;R9O#AMF?J2
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(3=TR80QVQ:Y?G\$Z8;N\$32NZWIOE#!^ MHD41N^?Q C%09LH135J6 0^GI2;90%+S%(@_6KGIE6V3Z!
I@NIDYB*7E7FQ< M2 ^_F.V502AF@W+LDZUW="THR_#X"Y*9AZ6.33O!-E6+^N.<1FQ&Y (>3T:8 M(HPC080
+P_+I02P,\$% @ JH!F6>9A(F!;0_# !D !X;"JW M;W)K&ULM9MK;^HV&_>_BI4=33W2UEP(EW: U));
MIU6J2L_9BVD07&+_BI_-M#MTI^Y_"\$A=6%I^J:0X/_O<>Q_:/@/IGB?LA>^ M)D2@USA**^\$1;"
I&YUG6^6);8!MT0Q+YR3)E.1;RDJUTOF\$ \$AIDHCG3+_9Z MC&FB3D4):4P23M,\$;,*<;#2F=6
9F2!O!9V2/3IXC!>4I3E^SB+IQH M1M8C\$I&R!!8ONS(C\$111I+I^*N\$:E7.3^CX_HWNY0!O^!89!6LY\$ <"MR>D66*7
+@OL=P2I4M !56"7 OM40;4I\$!5#\$K!X-2"t:"X:D1Ij5@E;I N
M.1WY7#I8X.F8I7Q\$LM:2EKW)#9&KY132)/N7#9*Y94Z.9V3E72B0=)!7N0 M^>EG-"^RKUE\$?
5VZL:HE_5.OWKH/I41.*3D(0=>E^MOU+H=3E&U4!9:P-U M:RF!
<I*Y1#WC)V09EMW1GYE:_NLV4.RDWY6!FW>^UR^W3H_>)??_ MWI %_IGSC9GL59;OY;S>Y9_))N4"9JL&MI^XS?9:-
T)\$O:_NVQ;L.UN=I9I MKOD&+!A\$DZF\$ \$I8CVO3"R!4N79R!A#B3.A81YD# ?\$A8 P1H^M"L:VBKZ MU"<)>83A";
D1#N7:3KE@.\$OE7:XK6C.U7.H7SJC+I97+!" G1A5RB:%R=CD1 M(B+Y@B.S*Q;
!O=4VPB*5V54V*81U3:8RS+F+#"3.@82YD#/_\$N87LZA.8R6 M?X#B-8PVJ(PV4!IMAA;
<8A32%16YQJB.+@>2^+7+34K6N6X:/AJ-P?&@0SG_M0L(2)/@/0N 8 TS#2LS#95F^DZSY:C+.\$K=N<:!A#F0;!
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MAY^9YD-KXJ T!Y3F@M(4)H/2@N@:\$U#UH5Q4UGOG#D) 3I^Q4&^1WL!EK7!J6YH#0/E.9W#*W=3H2?
4;\$VZY*UJ:Y9@YTJ4_4^K7V7 MM(;\$6!^XNZ 1/5":#TH+H&C-DXYU7=U2UJ5G>).=*Z#_D*P24;I;ID^=1E+ MC3O76*
T!Y3F@M*DG9H^E:)R0<-&\$#1"E_I!>.8)6^1%T+K/8-A'%<>V;?=<^#HI#I#6^%_-C!F*)AQ%9"E#&9=#^<***XZI
M%"Q2^GH3!=(X?HLE_"0L:R_7Z9R+2TOL@#5/PM_P502P.\$% @ MJH!F6>_STB)" P RA0 T
!X:"!S="EL97.N>&ULW5A=3ILP%/TKD1D3 M2!-I&TB;T5:.*B%-VB8D>-@;0XF>.REF!_7SM-/ #M.AX&72J(28-/
MN&I;?WR3ZX2#_&TX9TBM&I+V^#"1U+ #NLR&?S0JZK)2(N8-1I MSH)*@9D1 4?PZLC.9<+%VX X%)
(0H5:*)FET;(M63@!NN!Q5QM5I68KE)!&G.F=N@Y1<I&KJO
M9=E^J^P;IGJLWIEOW>35.9B.C!D4=1D!QA;)D=@LOMJWY!FXS>YD*&I4EH MX!BU==AJH@\$<;@?
D.QR1Q3H;YSH;FL>S.>IDP^_W.9>4W^Y@^U+7TS/F49 MG0MIWX_#LFY_8RF?
YTDSZA86HAZU;G^%Z;7CYD1MV&9B& MR5I?0-A%;NSE1S".P_P(8%>S '<<2PLS_!TGQXZ'X=AWGI>I(=R>BC'L7S(
MR'ZP/Y.8B!_3).DBN(86!IR.M@A^U;:/7PWS!@PL#Y3ZNI7&=QNOD/UU M@_WIO@K!9HI7(C93?
*T!;L;)+\$OIM8F!@NX#5#N3WYX&+G.B"85!X8!MP3B2)!@ "M>BOT3A&5B>&CW!_L*8?20\$3;
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\$;L!G?2+1-1")=DLIC?_Y.I4RRFH^O4QLB71J>Q8R!SY.F3=0_WUCZ(-MYZHT?C;+A+
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31^HI=^)(RLU&RT:R*D*<25"1 D M<6.Z6T;YDGAJV^*JD#X*(8NA_%IQ-T8+S0?YK9%WHH IQ84VAC._>>5OJ M
H@09\$1 1GN\$_HAR)B C/<)&2/(A(L!@F9C.B4@\$SW"9DBR(R S/8)F2(-M0P+R<)^0APCRB(!XH6-Z)A"/>1%OC->%
M2.2;-6S:<I!#^G/3)E%E.F5N%.Y!>#W\$;3L.F76R!4V MT#6T+&\$X8-
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MXNH_+/VFW!\$ONZ/%W=@2;= ZX:P9^84DG\$K!+"P TPQJ1D\$K%G(6!6HIA M3^DD @B%_IT_1H-
99/XPVTR&\$E**_!_V60D:QU;?ME_-D4!^*)I!&-2 M?HGWX)>#I@A&I%)C3\$HQ;_-BAC%_Q-
+@>2>F%!_S*X8V(YPQI1B8F.%T)BX MQAE3THF9I4-CXBIG3\$DG9I8.C8GKG FEGX19/S0FKG0FE^X29OW0F\$<8DU)0
MPJP@&O.88U(62I@M1.IY>TLNY)K+/FMB00\$IH2R4.%N(QL0#4D)9*&&V4)M! M'(A%7572O31SD-LZ
(U!*_7&).R4!(1B-#E"/Z)66AE-E^0I%< M/L%G7B"HCSB:*66AE-E!L.9"/^_UA)2R4;L(2HMAYZ%;2D+I
M=AD8Y!XT9@L-8KZ9'6-2%LJX+310T1ZN;V:4A3)N"PUBOF9P&).R M4.9M(OJSEUD>4A8Z;"TT.AO!L!-
"K;11Q3_P%1L.YI+YTXT+IVNK"1M-E*L MZK*!@N.W!K?P8K>M>K&P07W)E;_O=VJR.V)O;VLN>&UL+G)E;/_VDMNHT
4A>&M6^N.Z+ MH5GU)_HVP->6^8AM\$T4JR!<@?7U0#WHL2^4:H0%\$E^T0<""E_RH1WWW:GL
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<3Z.VHMQ/HI:BW\$^CMDX^5!^HIZNT\$>COJH01Z.^KM!^HI^MZNT\$>@2^01Z!^H=!'H^ZAT\$>@?
J^01Z!^H=!'H^ZAT\$>L^D9Q.^O0/U#*!^M_4_KT#10X^O1O4N_E)O^Z^MMJ(^_0502P,\$%@_JH!F6:3(PW?Z^0^M"@_!^
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A(*E^"IN)M&K=VY\$XJT5CV_>_84)INN!>_!6*7DSQB+U8HZL&TOGJ<K2QTM)LV3:ZV^>?8N^Y>!&IC;G8
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M?9R"!,%G*(V@B,I12.4HIG(45#F^JAR%58!B^M^D>^!E:/(*E!D%2BR^A19!8JL^M
D56@2*K0)%5H,@J4&05^+)^*%%DEBJP215+)(JM\$D56BR^H9)4HLDH4626^MK
I%5H4BJT^15:!(E!D52BR^A19%8JL^D56A2^K1H%5H^BJ4635^+)^J%DU^MBJP:15:-(JM&D56CR&I09#4HLAH460V^K
9%5H,BJF&1U:;#(E!D-2BR^O^G^MK?^K?X?GR6G6WMPV_EEQ)02P\$"%_4_"^J@&99!T%-8H\$^"O^M^\$^@^\$
9&J4^O<^,087!P+GAM;^!+^0(4^Q0^M^(*9EDPAQWYIP^"I^"1^"_:!D:V-0&UL4\$!A0#%@_JH!F^M65^P=A@L!@O2,
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M;W)K&PO=VJR:W-H^965T&UL^M4\$!A0#%@_JH!F64^)!H,="^@U5!^!@(^!_RH^M^!AL+W=O^8^"@5(U
!X;^!W;W)K&PO=VJR:W-H^965T&UL4\$!A0#%@_JH!F^M60!ZCZM#^@B@8^!D(^!5C^!AL+W=O&PO=VJR:W-
H^965T&UL4\$!A0#%@_JH!F63%XBI?+!P^T1^,M^!D(^!%<^!AL+W=O&PO=VJR:W-H^965T&UL4\$!A0#%@
JH!F6&PO=VJR:W-H^965T^M&UL4\$!A0#^M%@_JH!F68+^B6\$^",10^!D(^!7)<^!AL+W=O^M&PO=VJR:W-
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M>N@^!AL+W=O&PO=VJR:W-H^965TU?P.^@^9^M^"@>3O^!X;^!W;W)K&UL4\$!A0#%M@_JH!F68.H^F1!@JB^!D
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H^965T&UL4\$!A0#%@_JH!F67D&--,Q!M/A4^!D(^!9\$8!^!AL+W=O&PO=VJR:W-H^965T&UL4\$!A0#%@_JH!F6?
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M&UL4\$!A0#^M%@_JH!F61PHYG,V^P:0<^!D(^!Z;^!AL+W=O^M&PO=VJR:W-H^965TK^M0!X;^!W;W)K&UL4\$!
A0#%@_JH!F6275^MUQ!|=!0^!@!D(^!+Z!^!AL+W=O&PO=VJR:W-H^965T&UL4\$!A0#%@_JH!F6>9A(^!F!0^.#^!D^M
(^!Z<4!^!AL+W=O&PO^M&PO7W)^E^M;^,O=VJR:V)O;VLN>&UL+G)^E;^02P\$"%_4_"^J@&99!C#=_H!^"T^M*\$^P@^!UP\$
6T^O;G1E;G1?5^EP97=+GAM;^!+!08^1^3@!^,%D5^#^V0\$^!end XML 79 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)
fa.textContent=p+a.textContent.substring(1)}else {a.innerHTMLText=p+a.innerHTMLText.substring(1)}} XML 80 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, sans-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, sans-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 .re { 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 82
FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3.html2973341true720false11 falsefalseR1.htm100000 -
Document - Document and Entity
InformationSheethttp://tripadvisor.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformationDoc
and Entity InformationCover1 falsefalseR2.htm100010 - Statement - Unaudited Condensed Consolidated Statements
of
OperationsSheethttp://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedState
Condensed Consolidated Statements of OperationsStatements2 falsefalseR3.htm100030 - Statement - Unaudited
Condensed Consolidated Statements of Operations
(Parenthetical)Sheethttp://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStat
Condensed Consolidated Statements of Operations (Parenthetical)Statements3 falsefalseR4.htm100040 - Statement
- Unaudited Condensed Consolidated Statements of Comprehensive Income
(Loss)Sheethttp://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsO
Condensed Consolidated Statements of Comprehensive Income (Loss)Statements4 falsefalseR5.htm100050 -
Statement - Unaudited Condensed Consolidated Balance

[Sheets](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedBalanceSheets)<http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedBalanceSheets>
[Condensed Consolidated Balance Sheets](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedBalanceSheets)[Statements5 falsefalseR6.htm100060](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedBalanceSheets) - Statement - Unaudited Condensed Consolidated Balance Sheets
(Parenthetical)[Sheets](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedBalanceSheets)[Statements6 falsefalseR7.htm100070](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedBalanceSheets) - Statement - Unaudited Condensed Consolidated Statements of Changes in Stockholders' Equity
[Sheets](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfChangesInStockholdersEquity)[Statements7 falsefalseR8.htm100090](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfChangesInStockholdersEquity) - Statement - Unaudited Condensed Consolidated Statements of Cash Flows
[Sheets](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Statements8 falsefalseR9.htm995410](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Pay vs Performance
[Disclosure](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Notes9 falsefalseR10.htm995445](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Insider Trading Arrangements
[Insider Trading](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[ArrangementsNotes10 falsefalseR11.htm995455](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Basis of Presentation
[Presentation](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Notes11 falsefalseR12.htm995465](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Significant Accounting Policies
[Significant Accounting Policies](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Notes12 falsefalseR13.htm995475](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Revenue Recognition
[Revenue Recognition](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Notes13 falsefalseR14.htm995485](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Financial Instruments and Fair Value Measurements
[Financial Instruments and Fair Value Measurements](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Notes14 falsefalseR15.htm995495](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Accrued Expenses and Other Current Liabilities
[Accrued Expenses and Other Current Liabilities](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Notes15 falsefalseR16.htm995505](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Debt
[Debt](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Notes16 falsefalseR17.htm995515](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Other Long-Term Liabilities
[Other Long-Term Liabilities](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Notes17 falsefalseR18.htm995525](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Income Taxes
[Income Taxes](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Notes18 falsefalseR19.htm995535](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Commitments and Contingencies
[Commitments and Contingencies](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Notes19 falsefalseR20.htm995545](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Stock Based Awards and Other Equity Instruments
[Stock Based Awards and Other Equity Instruments](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Notes20 falsefalseR21.htm995555](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Stockholders' Equity
[Stockholders' Equity](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Notes21 falsefalseR22.htm995565](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Earnings Per Share
[Earnings Per Share](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Notes22 falsefalseR23.htm995575](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Segment Information
[Segment Information](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Notes23 falsefalseR24.htm995595](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Significant Accounting Policies (Policies)
[Significant Accounting Policies](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[PoliciesSignif falsefalseR25.htm995605](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Revenue Recognition
[Revenue Recognition](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[TablesRevenue Recognition falsefalseR26.htm995615](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Financial Instruments and Fair Value Measurements
[Financial Instruments and Fair Value Measurements](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Tables falsefalseR27.htm995625](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Accrued Expenses and Other Current Liabilities
[Accrued Expenses and Other Current Liabilities](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Tables falsefalseR28.htm995635](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Debt
[Debt](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Tables falsefalseR29.htm995645](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Other Long-Term Liabilities
[Other Long-Term Liabilities](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Tables falsefalseR30.htm995655](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Income Taxes
[Income Taxes](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Tables falsefalseR31.htm995665](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Stock Based Awards and Other Equity Instruments
[Stock Based Awards and Other Equity Instruments](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Tables falsefalseR32.htm995675](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Earnings Per Share
[Earnings Per Share](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Tables falsefalseR33.htm995685](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Segment Information
[Segment Information](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Tables falsefalseR34.htm995695](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Basis of Presentation - Additional Information
[Basis of Presentation - Additional Information](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows)[Details falsefalseR35.htm995705](http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows) - Disclosure - Basis of Presentation - Additional Information

[of Presentation - Additional Information \(Details\)Details34 falsefalseR35.htm995705 - Disclosure - Revenue Recognition - Reconciliation of Disaggregated Revenue to Segment Revenue \(Details\)Sheethttp://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureRevenueRecognitionReconciliationOfDi falsefalseR36.htm995715 - Disclosure - Revenue Recognition - Additional Information \(Details\)Sheethttp://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureRevenueRecognitionAdditionalInforma falsefalseR37.htm995725 - Disclosure - Financial Instruments and Fair Value Measurements - Additional Information \(Details\)Sheethttp://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureFinancialInstrumentsAndFairValueMea falsefalseR38.htm995735 - Disclosure - Financial Instruments and Fair Value Measurements - Schedule of Cash Equivalents \(Details\)Sheethttp://tripadvisor.com/20240930/taxonomy/role/DisclosureFinancialInstrumentsAndFairValueMeasur falsefalseR39.htm995745 - Disclosure - Financial Instruments and Fair Value Measurements - Net Notional Principal Amounts of Outstanding Derivative Instruments \(Details\)Sheethttp://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureFinancialInstrumentsAndFairValueMea falsefalseR40.htm995755 - Disclosure - Financial Instruments and Fair Value Measurements - Net Notional Principal Amounts of Outstanding Derivative Instruments \(Parenthetical\) \(Details\)Sheethttp://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureFinancialInstrumentsAndFairValueMea falsefalseR41.htm995765 - Disclosure - Financial Instruments and Fair Value Measurements - Schedule of Accounts Receivable, Allowance for Credit Loss \(Details\)Sheethttp://tripadvisor.com/20240930/taxonomy/role/DisclosureFinancialInstrumentsAndFairValueMeasur falsefalseR42.htm995775 - Disclosure - Financial Instruments and Fair Value Measurements - Schedule of Aggregate Principal and Fair Value Amount of Outstanding 2025 Senior Notes, 2026 Senior Notes and Term Loan B Facility \(Details\)Noteshttp://tripadvisor.com/20240930/taxonomy/role/DisclosureFinancialInstrumentsAndFairValueMeasur falsefalseR43.htm995785 - Disclosure - Financial Instruments and Fair Value Measurements - Schedule of Aggregate Principal and Fair Value Amount of Outstanding 2025 Senior Notes, 2026 Senior Notes and Term Loan B Facility \(Parenthetical\) \(Details\)Noteshttp://tripadvisor.com/20240930/taxonomy/role/DisclosureFinancialInstrumentsAndFairValueMeasur falsefalseR44.htm995795 - Disclosure - Accrued Expenses and Other Current Liabilities - Details of Accrued Expenses and Other Current Liabilities \(Details\)Sheethttp://tripadvisor.com/20240930/taxonomy/role/DisclosureAccruedExpensesAndOtherCurrentLiabilities falsefalseR45.htm995805 - Disclosure - Accrued Expenses and Other Current Liabilities - Details of Accrued expenses and other current liabilities \(Parenthetical\) \(Details\)Details45 falsefalseR46.htm995815 - Disclosure - Accrued Expenses and Other Current Liabilities - Summary of Restructuring and Other Related Reorganization Costs \(Details\)Sheethttp://tripadvisor.com/20240930/taxonomy/role/DisclosureAccruedExpensesAndOtherCurrentLiabilities falsefalseR47.htm995825 - Disclosure - Debt - Summary of Outstanding Debt \(Details\)Sheethttp://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureDebtSummaryOfOutstandingDebtDetail falsefalseR48.htm995835 - Disclosure - Debt - Summary of Outstanding Debt \(Parenthetical\) \(Details\)Sheethttp://tripadvisor.com/20240930/taxonomy/role/DisclosureDebtSummaryOfOutstandingDebtParentheti falsefalseR49.htm995845 - Disclosure - Debt - Two Thousand Fifteen Credit Facility - Additional Information \(Details\)Sheethttp://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureDebtTwoThousandFifteenCreditFacility falsefalseR50.htm995855 - Disclosure - Debt - Term Loan B Facility - Additional Information \(Details\)Sheethttp://tripadvisor.com/20240930/taxonomy/role/DisclosureDebtTermLoanBFacilityAdditionalInformatio falsefalseR51.htm995865 - Disclosure - Debt - Two Thousand Twenty Five Senior Notes - Additional Information \(Details\)Noteshttp://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureDebtTwoThousandTwentyFiveSeniorNo falsefalseR52.htm995875 - Disclosure - Debt - Two Thousand Twenty Six Senior Notes - Additional Information \(Details\)Noteshttp://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureDebtTwoThousandTwentySixSeniorNot falsefalseR53.htm995885 - Disclosure - Other Long-Term Liabilities - Schedule of Other Long-Term Liabilities \(Details\)Sheethttp://tripadvisor.com/20240930/taxonomy/role/DisclosureOtherLongtermLiabilitiesScheduleOfOtherLo falsefalseR54.htm995895 - Disclosure - Income Taxes - Additional Information \(Details\)Sheethttp://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureIncomeTaxesAdditionalInformationDet falsefalseR55.htm995905 - Disclosure - Income Taxes - Reconciliation of the \(Benefit\) Provision for Income Taxes \(Details\)Sheethttp://tripadvisor.com/20240930/taxonomy/role/DisclosureIncomeTaxesReconciliationOfTheBenefitPro falsefalseR56.htm995915 - Disclosure - Commitments And Contingencies - Additional Information \(Details\)Sheethttp://tripadvisor.com/20240930/taxonomy/role/DisclosureCommitmentsAndContingenciesAdditionalIn falsefalseR57.htm995925 - Disclosure - Stock Based](#)

Awards and Other Equity Instruments – Additional Information
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Based Awards and Other Equity Instruments – Additional Information (Details)Details57 falsefalseR58.htm995935 –
Disclosure – Stock Based Awards and Other Equity Instruments – Amount of Stock-Based Compensation Expense
Related to Stock-Based Awards, Primarily Stock Options and RSUs
(Details)Sheet<http://tripadvisor.com/20240930/taxonomy/role/DisclosureStockBasedAwardsAndOtherEquityInstrume>
Based Awards and Other Equity Instruments – Amount of Stock-Based Compensation Expense Related to Stock-
Based Awards, Primarily Stock Options and RSUs (Details)Details58 falsefalseR59.htm995945 – Disclosure – Stock
Based Awards and Other Equity Instruments – Summary of Stock Option Activity
(Details)Sheethttp://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureStockBasedAwardsAndOtherEquityInst
Based Awards and Other Equity Instruments – Summary of Stock Option Activity (Details)Details59
falsefalseR60.htm995955 – Disclosure – Stock Based Awards and Other Equity Instruments – Summary of Stock
Option Activity (Parenthetical)
(Details)Sheethttp://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureStockBasedAwardsAndOtherEquityInst
Based Awards and Other Equity Instruments – Summary of Stock Option Activity (Parenthetical) (Details)Details60
falsefalseR61.htm995965 – Disclosure – Stock Based Awards and Other Equity Instruments – Summary of RSU
Activity
(Details)Sheethttp://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureStockBasedAwardsAndOtherEquityInst
Based Awards and Other Equity Instruments – Summary of RSU Activity (Details)Details61 falsefalseR62.htm995975
– Disclosure – Stock Based Awards and Other Equity Instruments – Summary of RSU Activity (Parenthetical)
(Details)Sheethttp://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureStockBasedAwardsAndOtherEquityInst
Based Awards and Other Equity Instruments – Summary of RSU Activity (Parenthetical) (Details)Details62
falsefalseR63.htm995985 – Disclosure – Stock Based Awards and Other Equity Instruments – Summary of Activity for
PSUs and MSUs
(Details)Sheet<http://tripadvisor.com/20240930/taxonomy/role/DisclosureStockBasedAwardsAndOtherEquityInstrume>
Based Awards and Other Equity Instruments – Summary of Activity for PSUs and MSUs (Details)Details63
falsefalseR64.htm995995 – Disclosure – Stock Based Awards and Other Equity Instruments – Summary of Activity for
PSUs and MSUs (Parenthetical)
(Details)Sheet<http://tripadvisor.com/20240930/taxonomy/role/DisclosureStockBasedAwardsAndOtherEquityInstrume>
Based Awards and Other Equity Instruments – Summary of Activity for PSUs and MSUs (Parenthetical)
(Details)Details64 falsefalseR65.htm996005 – **Disclosure – Stockholders' Equity – Additional Information**
(Details)Sheethttp://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureStockholdersEquityAdditionalInformati
Equity – Additional Information (Details)Details65 falsefalseR66.htm996015 – Disclosure – Earnings Per Share –
Additional Information
(Details)Sheethttp://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureEarningsPerShareAdditionalInformatio
Per Share – Additional Information (Details)Details66 falsefalseR67.htm996025 – Disclosure – Earnings Per Share –
Reconciliation of Weighted Average Number of Shares of Common Stock Outstanding In Calculating EPS
(Details)Sheet<http://tripadvisor.com/20240930/taxonomy/role/DisclosureEarningsPerShareReconciliationOfWeighted>
Per Share – Reconciliation of Weighted Average Number of Shares of Common Stock Outstanding In Calculating EPS
(Details)Details67 falsefalseR68.htm996035 – **Disclosure – Segment Information – Additional Information**
(Details)Sheethttp://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureSegmentInformationAdditionalInforma
Information – Additional Information (Details)Details68 falsefalseR69.htm996045 – Disclosure – Segment
Information – Summary of Segment Information
(Details)Sheethttp://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureSegmentInformationSummaryOfSegme
Information – Summary of Segment Information (Details)Details69 falsefalseR70.htm996055 – Disclosure – Segment
Information – Summary of Segment Information (Parenthetical)
(Details)Sheethttp://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureSegmentInformationSummaryOfSegme
Information – Summary of Segment Information (Parenthetical) (Details)Details70 falsefalseAll ReportsBookAll
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year or within the normal operating cycle if longer)." } } } }, "auth_ref": ["r69", "r981"] }, "us-
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Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": { "r72" } }, "us-gaap_AccruedLiabilitiesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesMember", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureIncomeTaxesAdditionalInformationDetails" } }, "lang": { "en-us": { "role": { "terseLabel": "Accrued Liabilities", "label": "Accrued Liabilities [Member]", "documentation": "This item represents obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered." } } }, "auth_ref": { "r72" } }, "us-gaap_AccruedMarketingCostsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedMarketingCostsCurrent", "crdr": "credit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/DisclosureAccruedExpensesAndOtherCurrentLiabilitiesDetailsOfAccr", "lang": { "en-us": { "role": { "label": "Accrued Marketing Costs, Current", "terseLabel": "Accrued marketing costs", "documentation": "Carrying value as of the balance sheet date of obligations incurred through that date and payable for the marketing, trade and selling of the entity's goods and services. Marketing costs would include expenditures for planning and executing the conception, pricing, promotion, and distribution of ideas, goods, and services; costs of public relations and corporate promotions; and obligations incurred and payable for sales discounts, rebates, price protection programs, etc. offered to customers and under government programs. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": { } }, "us-gaap_AccruedProfessionalFeesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedProfessionalFeesCurrent", "crdr": "credit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/DisclosureAccruedExpensesAndOtherCurrentLiabilitiesDetailsOfAccr", "lang": { "en-us": { "role": { "label": "Accrued Professional Fees, Current", "terseLabel": "Accrued legal contingencies", "documentation": "Carrying value as of the balance sheet date of obligations incurred through that date and payable for professional fees, such as for legal and accounting services received. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": { "r72" } }, "us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment", "crdr": "credit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedBalanceSheetsParentHe", "lang": { "en-us": { "role": { "totalLabel": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Total", "terseLabel": "Property and equipment, net, accumulated depreciation", "periodStartLabel": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Beginning Balance", "periodEndLabel": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Ending Balance", "label": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment", "documentation": "Amount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services." } } }, "auth_ref": { "r39", "r201", "r764" } }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedBalanceSheets" }, "lang": { "en-us": { "role": { "totalLabel": "Accumulated Other Comprehensive Income (Loss), Net of Tax, Total", "terseLabel": "Accumulated other comprehensive income (loss)", "label": "Accumulated Other Comprehensive Income (Loss), Net of Tax", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source." } } }, "auth_ref": { "r17", "r18", "r90", "r210", "r760", "r805", "r809" } }, "us-gaap_AccumulatedOtherComprehensiveIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeMember", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfChangesIn", "lang": { "en-us": { "role": { "verboseLabel": "Accumulated Other Comprehensive Income (Loss)", "label": "AOCI Attributable to Parent [Member]", "documentation": "Accumulated increase (decrease) in equity from transactions and other events and circumstances from non-owner sources, attributable to the parent. Excludes net income (loss), and accumulated changes in equity from transactions resulting from investments by owners and distributions to owners." } } }, "auth_ref": { "r1", "r8", "r18", "r607", "r610", "r673", "r800", "r801", "r1121", "r1122", "r1123", "r1134", "r1135", "r1136", "r1137" } }, "ecd_Additional402vDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Additional402vDisclosureTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure" }, "lang": { "en-us": { "role": { "label": "Additional 402(v) Disclosure [Text Block]", "terseLabel": "Additional 402(v) Disclosure" } } }, "auth_ref": { "r1047" } }, "trip_AdditionalIncomeTaxExpenseAsADiscreteItemInclusiveOfInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://tripadvisor.com/20240930", "localname": "AdditionalIncomeTaxExpenseAsADiscreteItemInclusiveOfInterest", "crdr": "credit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureIncomeTaxesAdditionalInformationDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Additional income tax expense as a discrete item, inclusive of interest", "label": "Additional Income Tax Expense as a Discrete Item, Inclusive of Interest", "documentation": "Amount of incremental income tax expense recorded during the first quarter of 2023 as a result of an IRS audit settlement and the residual effects to our existing transfer pricing reserves for future open tax years." } } }, "auth_ref": { } }, "us-gaap_AdditionalPaidInCapitalCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalCommonStock", "crdr": "credit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedBalanceSheets" }, "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "periodStartLabel": "Additional Paid in Capital, Common Stock, Beginning Balance", "periodEndLabel": "Additional Paid in Capital, Common Stock, Ending Balance", "label": "Additional Paid in Capital, Common Stock", "documentation": "Value received from shareholders

in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital." } } }, "auth_ref": { "r83" } }, "us-gaap-AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfChangesIn", "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": { "r820", "r1134", "r1135", "r1136", "r1137", "r1231", "r1296" } }, "ecd-AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": { "en-us": { "role": { "label": "Adjustment to Compensation Amount", "terseLabel": "Adjustment to Compensation Amount" } } }, "auth_ref": { "r1060" } }, "ecd-AdjToCompAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAxis", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": { "en-us": { "role": { "label": "Adjustment to Compensation [Axis]", "terseLabel": "Adjustment to Compensation" } } }, "auth_ref": { "r1060" } }, "ecd-AdjToNonPeoNeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToNonPeoNeoCompFnTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": { "en-us": { "role": { "label": "Adjustment to Non-PEO NEO Compensation Footnote [Text Block]", "terseLabel": "Adjustment to Non-PEO NEO Compensation Footnote" } } }, "auth_ref": { "r1060" } }, "ecd-AdjToPeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToPeoCompFnTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": { "en-us": { "role": { "label": "Adjustment To PEO Compensation, Footnote [Text Block]", "terseLabel": "Adjustment To PEO Compensation, Footnote" } } }, "auth_ref": { "r1060" } }, "trip-AdjustedEarningsBeforeInterestTaxesDepreciationAndAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://tripadvisor.com/20240930", "localname": "AdjustedEarningsBeforeInterestTaxesDepreciationAndAmortization", "crdr": "credit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role-DisclosureSegmentInformationSummaryOfSegmentInformation", "lang": { "en-us": { "role": { "terseLabel": "Adjusted EBITDA", "label": "Adjusted Earnings Before Interest Taxes Depreciation And Amortization", "documentation": "Net income (loss) plus: (1) (provision) benefit for income taxes; (2) other income (expense), net; (3) depreciation and amortization; (4) stock-based compensation and other stock-settled obligations; (5) goodwill, intangible asset, and long-lived asset impairments; (6) legal reserves and settlements; (7) restructuring and other related reorganization costs; and (8) non-recurring expenses and income." } } }, "auth_ref": { "trip-AdjustedLiborMember": { "xbrltype": "domainItemType", "nsuri": "http://tripadvisor.com/20240930", "localname": "AdjustedLiborMember", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role-DisclosureDebtTwoThousandFifteenCreditFacilityAdditionalInf", "lang": { "en-us": { "role": { "documentation": "Adjusted libor.", "label": "Adjusted Libor [Member]", "terseLabel": "Adjusted LIBOR" } } }, "auth_ref": { "us-gaap-AdjustmentsForNewAccountingPronouncementsAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsForNewAccountingPronouncementsAxis", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role-DisclosureRevenueRecognitionAdditionalInformationDetails", "lang": { "en-us": { "role": { "terseLabel": "Accounting Standards Update [Axis]", "documentation": "Information by amendment to accounting standards." } } }, "auth_ref": { "r190", "r191", "r192", "r193", "r194", "r195", "r245", "r246", "r247", "r248", "r258", "r322", "r323", "r362", "r363", "r364", "r365", "r366", "r367", "r368", "r369", "r370", "r371", "r396", "r397", "r406", "r564", "r565", "r566", "r567", "r568", "r576", "r577", "r578", "r579", "r580", "r581", "r582", "r583", "r584", "r585", "r586", "r587", "r588", "r589", "r590", "r591", "r592", "r602", "r603", "r604", "r605", "r606", "r607", "r608", "r609", "r610", "r611", "r612", "r615", "r616", "r617", "r618", "r619", "r620", "r621", "r622", "r623", "r624", "r625", "r643", "r644", "r659", "r660", "r661", "r668", "r669", "r670", "r671", "r672", "r673", "r713", "r714", "r715", "r798", "r799", "r800", "r801", "r802", "r803", "r804", "r805", "r806", "r807", "r808", "r809" } }, "us-gaap-AdjustmentsRelatedToTaxWithholdingForShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsRelatedToTaxWithholdingForShareBasedCompensation", "crdr": "debit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfChangesIn", "lang": { "en-us": { "role": { "negatedLabel": "Withholding taxes on net share settlements of equity awards", "label": "Share-Based Payment Arrangement, Decrease for Tax Withholding Obligation", "terseLabel": "Withholding taxes on net share settlements of equity awards", "documentation": "Amount of decrease to equity for grantee's tax withholding obligation for award under share-based payment arrangement." } } }, "auth_ref": { "us-gaap-AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue", "crdr": "credit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfChangesIn", "lang": { "en-us": { "role": { "totalLabel": "APIC, Share-based Payment Arrangement, Increase for Cost Recognition, Total", "terseLabel": "Stock-based compensation", "label": "APIC, Share-Based Payment Arrangement, Increase for Cost Recognition", "documentation": "Amount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement." } } }, "auth_ref": { "r49", "r50", "r507" } }, "us-gaap-AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows", "lang": { "en-us": { "role": { "terseLabel": "Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities.", "label": "Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract]" } } }, "auth_ref": { "ecd-AggtChngPnsnValInSummryCompstnTblForAplblYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AggtChngPnsnValInSummryCompstnTblForAplblYrMember", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": { "en-us": { "role": { "label": "Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member]", "terseLabel": "Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans

Reported in Summary Compensation Table" } }], "auth_ref": ["r1093"]], "ecd_AggtErrCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AggtErrCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Aggregate Erroneous Compensation Amount", "terseLabel": "Aggregate Erroneous Compensation Amount" } } }, "auth_ref": ["r1019", "r1029", "r1039", "r1071"]], "ecd_AggtErrCompNotYetDeterminedTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AggtErrCompNotYetDeterminedTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Aggregate Erroneous Compensation Not Yet Determined [Text Block]", "terseLabel": "Aggregate Erroneous Compensation Not Yet Determined" } } }, "auth_ref": ["r1022", "r1032", "r1042", "r1074"]], "ecd_AggtPnsnAdjsSvcCstMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AggtPnsnAdjsSvcCstMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Aggregate Pension Adjustments Service Cost [Member]", "terseLabel": "Aggregate Pension Adjustments Service Cost" } } }, "auth_ref": ["r1094"]], "ecd_AllAdjToCompMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AllAdjToCompMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "All Adjustments to Compensation [Member]", "terseLabel": "All Adjustments to Compensation" } } }, "auth_ref": ["r1060"]], "ecd_AllExecutiveCategoriesMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AllExecutiveCategoriesMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "All Executive Categories [Member]", "terseLabel": "All Executive Categories" } } }, "auth_ref": ["r1067"]], "ecd_AllIndividualsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AllIndividualsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure", "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure", "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements", "http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "All Individuals [Member]", "terseLabel": "All Individuals" } } }, "auth_ref": ["r1023", "r1033", "r1043", "r1067", "r1075", "r1079", "r1087"]], "us-gaap_AllOtherSegmentsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllOtherSegmentsMember", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureRevenueRecognitionReconciliationOfDisaggregatedH", "lang": { "en-us": { "role": { "terseLabel": "Other", "label": "Other Operating Segment [Member]", "documentation": "Operating segments classified as other. 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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": { "r81" } }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedBalanceSheetsParenthe", "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfChangesIn", "lang": { "en-us": { "role": { "terseLabel": "Common stock, shares outstanding", "label": "Common Stock, Shares Outstanding", "documentation": "Number of shares of common stock outstanding. 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Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r81", "r759", "r981"] }, "us-gaap-CommonStockVotingRights": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockVotingRights", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/DisclosureBasisOfPresentationAdditionalInformationDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Right to voting", "label": "Common Stock, Voting Rights", "documentation": "Description of voting rights of common stock. Includes eligibility to vote and votes per share owned. Include also, if any, unusual voting rights." } } }, "auth_ref": ["r43"] }, "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": { "label": "Compensation Actually Paid vs. Company Selected Measure [Text Block]", "terseLabel": "Compensation Actually Paid vs. Company Selected Measure" } } }, "auth_ref": ["r1064"] }, "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": { "label": "Compensation Actually Paid vs. Net Income [Text Block]", "terseLabel": "Compensation Actually Paid vs. Net Income" } } }, "auth_ref": ["r1063"] }, "ecd-CompActuallyPaidVsOtherMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsOtherMeasureTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure" }, "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Other Measure [Text Block]", "terseLabel": "Compensation Actually Paid vs. Other Measure" } } }, "auth_ref": ["r1065"] }, "ecd-CompActuallyPaidVsTotalShareholderRtnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsTotalShareholderRtnTextBlock", "presentation": { "http://xbrl.sec.gov/ecd/role/PvpDisclosure" }, "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Total Shareholder Return [Text Block]", "terseLabel": "Compensation Actually Paid vs. Total Shareholder Return" } } }, "auth_ref": ["r1062"] }, "us-gaap-ComprehensiveIncomeNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNetOfTax", "crdr": "credit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfComprehe", "lang": { "en-us": { "role": { "totalLabel": "Comprehensive income (loss)", "label": "Comprehensive Income (Loss), Net of Tax, Attributable to Parent", "documentation": "Amount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r19", "r216", "r218", "r223", "r749", "r772", "r773"] }, "us-gaap-ConcentrationRiskBenchmarkDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskBenchmarkDomain", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role-DisclosureFinancialInstrumentsAndFairValueMeasurementsAd", "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Benchmark", "label": "Concentration Risk Benchmark [Domain]", "documentation": "The denominator in a calculation of a disclosed concentration risk percentage." } } }, "auth_ref": ["r30", "r31", "r64", "r65", "r321", "r911"] }, "us-gaap-ConcentrationRiskByBenchmarkAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskByBenchmarkAxis", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role-DisclosureFinancialInstrumentsAndFairValueMeasurementsAd", "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Benchmark", "label": "Concentration Risk Benchmark [Axis]", "documentation": "Information by benchmark of concentration risk." } } }, "auth_ref": ["r30", "r31", "r64", "r65", "r321", "r811", "r911"] }, "us-gaap-ConcentrationRiskByTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskByTypeAxis", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role-DisclosureFinancialInstrumentsAndFairValueMeasurementsAd", "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Type", "label": "Concentration Risk Type [Axis]", "documentation": "Information by type of concentration risk, for example, but not limited to, asset, liability, net assets, geographic, customer, employees, supplier, lender." } } }, "auth_ref": ["r30", "r31", "r64", "r65", "r321", "r911", "r1102"] }, "us-gaap-ConcentrationRiskPercentage1": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskPercentage1", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role-DisclosureFinancialInstrumentsAndFairValueMeasurementsAd", "lang": { "en-us": { "role": { "terseLabel": "Customer concentration risk", "label": "Concentration Risk, Percentage", "documentation": "For an entity that discloses a concentration risk in relation to quantitative amount, which serves as the \"benchmark\" (or denominator) in the equation, this concept represents the concentration percentage derived from the division." } } }, "auth_ref": ["r30", "r31", "r64", "r65", "r321"] }, "us-gaap-ConcentrationRiskTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskTypeDomain", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role-DisclosureFinancialInstrumentsAndFairValueMeasurementsAd", "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Type", "label": "Concentration Risk Type [Domain]", "documentation": "For an entity that discloses a concentration risk as a percentage of some financial balance or benchmark, identifies the type (for example, asset, liability, net assets, geographic, customer, employees, supplier, lender) of the concentration." } } }, "auth_ref": ["r30", "r31", "r64", "r65", "r321", "r911"] }, "srt-ConsolidationItemsAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ConsolidationItemsAxis", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role-DisclosureRevenueRecognitionReconciliationOfDisaggregatedH", "http://tripadvisor.com/20240930/taxonomy/role/Role-DisclosureSegmentInformationSummaryOfSegmentInformation

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Includes, but is not limited to, change in contract asset and contract liability." } } }, "auth_ref": { "r1179" } }, "us-gaap_ContractWithCustomerAssetNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerAssetNetCurrent", "crdr": "debit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/DisclosureFinancialInstrumentsAndFairValueMeasurementsSchedule": { "lang": { "en-us": { "role": { "totalLabel": "Contract with Customer, Asset, after Allowance for Credit Loss, Current, Total", "terseLabel": "Contract assets", "label": "Contract with Customer, Asset, after Allowance for Credit Loss, Current", "documentation": "Amount, after allowance for credit loss, of right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time, classified as current." } } }, "auth_ref": { "r480", "r482", "r493" } }, "us-gaap_ContractWithCustomerLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiabilityCurrent", "crdr": "credit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureRevenueRecognitionAdditionalInformationDetails": { "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedBalanceSheets": { "lang": { "en-us": { "role": { "verboseLabel": "Deferred revenue", "terseLabel": "Deferred revenue (Note 3)", "label": "Contract with Customer, Liability, Current", "documentation": "Amount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current." } } }, "auth_ref": { "r480", "r481", "r493" } }, "us-gaap_ContractWithCustomerLiabilityRevenueRecognized": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiabilityRevenueRecognized", "crdr": "credit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureRevenueRecognitionAdditionalInformationDetails": { "lang": { "en-us": { "role": { "terseLabel": "Revenue recognized", "label": "Contract with Customer, Liability, Revenue Recognized", "documentation": "Amount of revenue recognized that was previously included in balance of obligation to transfer good or service to customer for which consideration from customer has been received or is due." } } }, "auth_ref": { "r494" } }, "us-gaap_ContractWithCustomerRefundLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerRefundLiabilityCurrent", "crdr": "credit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureRevenueRecognitionAdditionalInformationDetails": { "lang": { "en-us": { "role": { "label": "Contract with Customer, Refund Liability, Current", "terseLabel": "Contract with customer revenue refunded due to cancellations", "documentation": "Amount of liability for consideration received or receivable from customer which is not included in transaction price, when consideration is expected to be refunded to customer, classified as current." } } }, "auth_ref": { "r1181" } }, "us-gaap_ConversionOfStockDescription": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConversionOfStockDescription", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/DisclosureStockBasedAwardsAndOtherEquityInstrumentsSummaryOf": { "lang": { "en-us": { "role": { "terseLabel": "Conversion of Stock, Description", "label": "Conversion of Stock, Description", "documentation": "A unique description of a noncash or part noncash stock conversion. The description would be expected to include sufficient information to provide an understanding of the nature and purpose of the conversion. Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. \Part noncash\ refers to that portion of the transaction not resulting in cash receipts or cash payments in the period." } } }, "auth_ref": { "r24", "r25", "r26" } }, "us-gaap_CorporateNonSegmentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CorporateNonSegmentMember", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureSegmentInformationSummaryOfSegmentInformation": { "lang": { "en-us": { "role": { "terseLabel": "Corporate and Eliminations", "label": "Segment Reporting, Reconciling Item, Corporate Nonsegment [Member]", "documentation": "Corporate headquarters or functional department that may not earn revenues or may earn revenues that are only incidental to the activities of the entity and is not considered an operating segment." } } }, "auth_ref": { "r13", "r309", "r310", "r311", "r312", "r315", "r1143" } }, "us-gaap_CostOfGoodsAndServiceExcludingDepreciationDepletionAndAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CostOfGoodsAndServiceExcludingDepreciationDepletionAndAmortization", "crdr": "debit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfOperations": { "lang": { "en-us": { "role": { "terseLabel": "Cost of revenue (1) (exclusive of depreciation and amortization as shown separately below)", "totalLabel": "Cost of Goods and Service, Excluding Depreciation, Depletion, and Amortization, Total", "label": "Cost of Goods and Service, Excluding Depreciation, Depletion, and Amortization", "documentation": "Cost of product sold and service rendered, excluding depreciation, depletion, and amortization." } } }, "auth_ref": { "r1103", "r1104" } }, "us-gaap_CostOfSalesMember": { "xbrltype": "domainItemType", "nsuri":

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 term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities,
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Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt." } } }, "auth_ref": ["r16", "r130", "r461"] }, "trip_DebtInstrumentConversionPeriodOneMember": { "xbrltype": "domainItemType", "nsuri": "http://tripadvisor.com/20240930", "localname": "DebtInstrumentConversionPeriodOneMember", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureDebtTwoThousandTwentySixSeniorNotesAdditionalH", "lang": { "en-us": { "role": { "terseLabel": "Debt Instrument, Conversion, Period One", "label": "Debt Instrument Conversion Period One [Member]", "documentation": "Debt instrument, conversion, period one." } } }, "auth_ref": [] }, "trip_DebtInstrumentConversionPeriodTwoMember": { "xbrltype": "domainItemType", "nsuri": "http://tripadvisor.com/20240930", "localname": "DebtInstrumentConversionPeriodTwoMember", "presentation": { 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 changes on cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; held in
 foreign currencies. Excludes amounts for disposal group and discontinued operations. Cash includes, but is not
 limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general
 characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid
 investments that are both readily convertible to known amounts of cash and so near their maturity that they present
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 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": { "r72" } }, "us-
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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": [] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureStockBasedAwardsAndOtherEquityInstrumentsAddition": { "lang": { "en-us": { "role": { "terseLabel": "Weighted average period remaining (in years)", "label": "Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition", "documentation": "Weighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDtnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r541"] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAward": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAward", "crdr": "debit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureStockBasedAwardsAndOtherEquityInstrumentsAddition": { "lang": { "en-us": { "role": { "terseLabel": "Unrecognized compensation expense", "label": "Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount", "documentation": "Amount of cost to be recognized for nonvested award under share-based payment arrangement. Excludes share and unit options." } } }, "auth_ref": ["r1209"] }, "us-gaap_EmployeeServiceShareBasedCompensationTaxBenefitFromCompensationExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationTaxBenefitFromCompensationExpense", "crdr": "credit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/DisclosureStockBasedAwardsAndOtherEquityInstrumentsAmountOf": { "lang": { "en-us": { "role": { "negatedLabel": "Income tax benefit from stock-based compensation", "label": "Share-Based Payment Arrangement, Expense, Tax Benefit", "documentation": "Amount of tax benefit for recognition of expense of award under share-based payment arrangement." } } }, "auth_ref": ["r537"] }, "us-gaap_EmployeeSeveranceMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeSeveranceMember", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/DisclosureAccruedExpensesAndOtherCurrentLiabilitiesDetailsOfAccount": { "http://tripadvisor.com/20240930/taxonomy/role/DisclosureBasisOfPresentationAdditionalInformationDetails": { "lang": { "en-us": { "role": { "terseLabel": "Employee Severance and Related Benefits", "label": "Employee Severance [Member]", "verboseLabel": "Employee Severance Member", "documentation": "Termination of an employee associated with exit from or disposal of business activities or restructurings pursuant to a plan." } } }, "auth_ref": [] }, "us-gaap_EmployeeStockOptionMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeStockOptionMember", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureStockBasedAwardsAndOtherEquityInstrumentsAddition": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureStockBasedAwardsAndOtherEquityInstrumentsSummary": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureStockBasedAwardsAndOtherEquityInstrumentsSummary": { "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure": { "lang": { "en-us": { "role": { "label": "Employee Stock Option [Member]", "terseLabel": "Employee Stock Option", "documentation": "Share-based payment arrangement granting right, subject to vesting and other restrictions, to purchase or sell certain number of shares at predetermined price for specified period of time." } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine1": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine1", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation": { "lang": { "en-us": { "role": { "terseLabel": "Entity Address, Address Line One", "label": "Entity Address, Address Line One", "documentation": "Address Line 1 such as Attn, Building Name, Street Name" } } }, "auth_ref": [] }, "dei_EntityAddressCityOrTown": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressCityOrTown", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation": { "lang": { "en-us": { "role": { "terseLabel": "Entity Address, City or Town", "label": "Entity Address, City or Town", "documentation": "Name of the City or Town" } } }, "auth_ref": [] }, "dei_EntityAddressPostalZipCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressPostalZipCode", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation": { "lang": { "en-us": { "role": { "terseLabel": "Entity Address, Postal Zip Code", "label": "Entity Address, Postal Zip Code", "documentation": "Code for the postal or zip code" } } }, "auth_ref": [] }, "dei_EntityAddressStateOrProvince": { "xbrltype": "stateOrProvinceItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressStateOrProvince", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation": { "lang": { "en-us": { "role": { "terseLabel": "Entity Address, State or Province", "label": "Entity Address, State or Province", "documentation": "Name of the state or province." } } }, "auth_ref": [] }, "dei_EntityCentralIndexKey": { "xbrltype": "centralIndexKeyItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCentralIndexKey", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation": { "lang": { "en-us": { "role": { "terseLabel": "Entity Central Index Key", "label": "Entity Central Index Key", "documentation": "A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK." } } }, "auth_ref": ["r1012"] }, "dei_EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCommonStockSharesOutstanding", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation": { "lang": { "en-

us": { "role": { "verboseLabel": "Entity Common Stock, Shares Outstanding", "label": "Entity Common Stock, Shares Outstanding", "documentation": "Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Current Reporting Status", "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r1012"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Securities Act File Number", "documentation": "Commission file number. 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This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r1012"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "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://tripadvisor.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { 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 This disclosure includes, but is not limited to, fair value measurements of short and long term marketable
 securities, international currencies forward contracts, and auction rate securities. Financial instruments may
 include hedging and non-hedging currency exchange instruments, derivatives, securitizations and securities
 available for sale at fair value. Also included are investment results, realized and unrealized gains and losses as well
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tax expense (benefit), and income (loss) attributable to noncontrolling interest." } } }, "auth_ref": { "r91", "r134",
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documentation": "A document typically issued by a financial institution which acts as a guarantee of payment to a
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and when specified merchandise is accepted pursuant to the terms of the letter of credit)." } } }, "auth_ref": { } },
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of the current and noncurrent portions of long-term obligations drawn from a line of credit, which is a bank's
commitment to make loans up to a specific amount. Examples of items that might be included in the application of
this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under
which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of
specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would
normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term
obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a
financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis
and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the
lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3)
the lender has entered into the financing agreement is expected to be financially capable of honoring the
agreement." } } }, "auth_ref": { "r16", "r130", "r1262" } }, "us-gaap_LineOfCreditFacilityExpirationDate1": {
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Facility, Maximum Borrowing Capacity", "documentation": "Maximum borrowing capacity under the credit facility
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"Local phone number for entity." } } }, "auth_ref": { } }, "us-gaap_LongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebt", "crdr": "credit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureDebtSummaryOfOutstandingDebtDetails" }, "lang": { "en-us": { "role": { "verboseLabel": "Total long-term debt", "totalLabel": "Carrying Value", "terseLabel": "Carrying Value", "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": { "r16", "r130", "r447", "r462", "r947", "r948", "r980", "r1262" } }, "us-gaap_LongTermDebtMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMember", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/DisclosureDebtSummaryOfOutstandingDebtParentheticalDetails", "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureDebtSummaryOfOutstandingDebtDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Long-Term Debt", "label": "Long-Term Debt [Member]", "documentation": "Debt arrangement having an initial term longer than one year or beyond the normal operating cycle, if longer." } } }, "auth_ref": { } }, "us-gaap_LongTermDebtNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtNoncurrent", "crdr": "credit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/DisclosureFinancialInstrumentsAndFairValueMeasurementsSchedule", "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedBalanceSheets" }, "lang": { "en-us": { "role": { "verboseLabel": "Carrying value", "terseLabel": "Long-term debt (Note 6)", "totalLabel": "Long-term Debt, Excluding Current Maturities, Total", "label": "Long-Term Debt, Excluding Current Maturities", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation." } } }, "auth_ref": { "r206" } }, "us-gaap_LongtermDebtTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeAxis", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/DisclosureDebtSummaryOfOutstandingDebtParentheticalDetails", "http://tripadvisor.com/20240930/taxonomy/role/DisclosureDebtTermLoanBFacilityAdditionalInformationDetails", "http://tripadvisor.com/20240930/taxonomy/role/DisclosureFinancialInstrumentsAndFairValueMeasurementsSchedule", "http://tripadvisor.com/20240930/taxonomy/role/DisclosureFinancialInstrumentsAndFairValueMeasurementsSchedule", "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureDebtSummaryOfOutstandingDebtDetails", "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureDebtTwoThousandFifteenCreditFacilityAdditionalInformationDetails", "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureEarningsPerShareAdditionalInformationDetails", "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows" }, "lang": { "en-us": { "role": { "terseLabel": "Long-term Debt, Type", "label": "Long-Term Debt, Type [Axis]", "documentation": "Information by type of long-term debt." } } }, "auth_ref": { "r16", "r1162", "r1163", "r1164" } }, "us-gaap_LongtermDebtTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeDomain", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/DisclosureDebtSummaryOfOutstandingDebtParentheticalDetails", "http://tripadvisor.com/20240930/taxonomy/role/DisclosureDebtTermLoanBFacilityAdditionalInformationDetails", "http://tripadvisor.com/20240930/taxonomy/role/DisclosureFinancialInstrumentsAndFairValueMeasurementsSchedule", "http://tripadvisor.com/20240930/taxonomy/role/DisclosureFinancialInstrumentsAndFairValueMeasurementsSchedule", "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureDebtSummaryOfOutstandingDebtDetails", "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureDebtTwoThousandFifteenCreditFacilityAdditionalInformationDetails", "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureEarningsPerShareAdditionalInformationDetails", "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows" }, "lang": { "en-us": { "role": { "terseLabel": "Long-term Debt, Type", "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": { "r16", "r41", "r1162", "r1163", "r1164" } }, "srt_MajorCustomersAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MajorCustomersAxis", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureFinancialInstrumentsAndFairValueMeasurementsSchedule", "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureIncomeTaxesAdditionalInformationDetails" }, "lang": { "en-us": { "role": { "terseLabel": "Customer", "label": "Customer [Axis]", "documentation": "Information by name or description of a single external customer or a group of external customers." } } }, "auth_ref": { "r321", "r954", "r992", "r997", "r1180", "r1263", "r1267", "r1268", "r1270", "r1271", "r1272", "r1273", "r1274", "r1275", "r1276", "r1277", "r1278", "r1279", "r1280", "r1281", "r1282", "r1283", "r1284", "r1285", "r1286", "r1287", "r1288", "r1289", "r1290", "r1291", "r1292", "r1293", "r1294" } }, "trip_MarketBasedRestrictedStockUnitsMember": { "xbrltype": "domainItemType", "nsuri": "http://tripadvisor.com/20240930", "localname": "MarketBasedRestrictedStockUnitsMember", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/DisclosureStockBasedAwardsAndOtherEquityInstrumentsSummaryOf", "http://tripadvisor.com/20240930/taxonomy/role/DisclosureStockBasedAwardsAndOtherEquityInstrumentsSummaryOf" }, "lang": { "en-us": { "role": { "verboseLabel": "MSUs", "terseLabel": "MSUs", "label": "Market Based Restricted Stock Units [Member]", "documentation": "Market-based restricted stock units." } } }, "auth_ref": { } }, "us-gaap_MarketableSecuritiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MarketableSecuritiesCurrent", "crdr": "debit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureFinancialInstrumentsAndFairValueMeasurementsSchedule", "lang": { "en-us": { "role": { "totalLabel": "Marketable Securities, Current, Total", "label": "Marketable Securities, Current", "terseLabel": "Short-term marketable securities outstanding", "documentation": "Amount of investment in marketable security, classified as current." } } }, "auth_ref": { "r1117" } }, "us-gaap_MarketableSecuritiesNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MarketableSecuritiesNoncurrent", "crdr": "debit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureFinancialInstrumentsAndFairValueMeasurementsSchedule", "lang": { "en-us": { "role": { "totalLabel": "Marketable Securities, Noncurrent, Total", "label": "Marketable Securities, Noncurrent", "terseLabel": "Long-term marketable securities outstanding", "documentation": "Amount of investment in marketable security, classified as noncurrent." } } }, "auth_ref": { "r1117" } }, "us-gaap_MaturitiesOfTimeDepositsDescription": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MaturitiesOfTimeDepositsDescription", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureFinancialInstrumentsAndFairValueMeasurementsSchedule", "lang": { "en-us": { "role": { "label": "Maturities of Time Deposits, Description", "terseLabel": "Maturity of term deposits", "documentation": "Description of time deposit maturities, including certificates of deposit." } } }, "auth_ref": { } }

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"http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureIncomeTaxesAdditionalInformationDetails",
"http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureStockholdersEquityAdditionalInformationDetails" } },
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"http://xbrl.sec.gov/ecd/role/PvpDisclosure" } }, "lang": { "en-us": { "role": { "label": "Measure Name", "terseLabel": "Name" } } }, "auth_ref": { "r1059" } }, "trip_MediaAndPlatformMember": { "xbrltype": "domainItemType", "nsuri": "http://tripadvisor.com/20240930", "localname": "MediaAndPlatformMember", "presentation": {
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"http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureIncomeTaxesAdditionalInformationDetails",
"http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureStockholdersEquityAdditionalInformationDetails" } },
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This amount represents the non-recurring retrospective liability for the periods prior to April 1, 2024.", "label": "Non-Recurring Payment Related to Canada Digital Service Tax", "terseLabel": "Canada digital service tax" } } }, "auth_ref": [] }, "ecd_NonRule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Non-Rule 10b5-1 Arrangement Adopted [Flag]", "terseLabel": "Non-Rule 10b5-1 Arrangement Adopted" } } }, "auth_ref": ["r1086"] }, "ecd_NonRule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Non-Rule 10b5-1 Arrangement Terminated [Flag]", "terseLabel": "Non-Rule 10b5-1 Arrangement Terminated" } } }, "auth_ref": ["r1086"] }, "us-gaap_NondesignatedMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NondesignatedMember", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureFinancialInstrumentsAndFairValueMeasurementsAd"], "lang": { "en-us": { "role": { "terseLabel": "Not Designated as Hedging Instrument", "label": "Not Designated as Hedging Instrument [Member]", "documentation": "Derivative instrument not designated as hedging instrument under Generally Accepted Accounting Principles (GAAP)."} } }, "auth_ref": ["r10"] }, "us-gaap_NonoperatingIncomeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NonoperatingIncomeExpense", "crdr": "credit", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureSegmentInformationSummaryOfSegmentInformation"], "lang": { "en-us": { "role": { "totalLabel": "Total other income (expense), net", "terseLabel": "Other income (expense), net", "label": "Nonoperating Income (Expense)", "documentation": "The aggregate amount of income or expense from ancillary business-related activities (that is to say, excluding major activities considered part of the normal operations of the business)."} } }, "auth_ref": ["r96"] }, "us-gaap_NonoperatingIncomeExpenseAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NonoperatingIncomeExpenseAbstract", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfOperation"], "lang": { "en-us": { "role": { "terseLabel": "Other income (expense):", "label": "Nonoperating Income (Expense) [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NotesAndLoansReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NotesAndLoansReceivableNetCurrent", "crdr": "debit", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureFinancialInstrumentsAndFairValueMeasurementsAd"], "lang": { "en-us": { "role": { "totalLabel": "Financing Receivable, after Allowance for Credit Loss, Current, Total", "terseLabel": "Net of accumulated allowance for credit losses, Carrying value", "label": "Financing Receivable, after Allowance for Credit Loss, Current", "documentation": "Amortized cost, after allowance for credit loss, of financing receivable classified as current. 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 stockholders. Does not include preferred shares that have been repurchased." } } }, "auth_ref": ["r80", "r846",
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 100,000,000 Shares issued and outstanding: 0 and 0, respectively", "documentation": "Aggregate par or stated value
 of issued nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer). This
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shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": { "r80", "r758", "r981" } }, "us-gaap_PrepaidExpenseAndOtherAssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PrepaidExpenseAndOtherAssetsCurrent", "crdr": "debit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedBalanceSheets" }, "lang": { "en-us": { "role": { "terseLabel": "Prepaid expenses and other current assets", "label": "Prepaid Expense and Other Assets, Current", "documentation": "Amount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer." } } }, "auth_ref": { "r1120" } }, "trip_PreviouslyCapitalizedTransactionCostsNonRecurringExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://tripadvisor.com/20240930", "localname": "PreviouslyCapitalizedTransactionCostsNonRecurringExpense", "crdr": "debit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureSegmentInformationSummaryOfSegmentInformation", "lang": { "en-us": { "role": { "terseLabel": "Capitalized Transaction Cost", "label": "Previously Capitalized Transaction Costs Non Recurring Expense", "documentation": "Previously Capitalized Transaction Costs Non Recurring Expense" } } }, "auth_ref": { } }, "us-gaap_ProceedsFromDebtNetOfIssuanceCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromDebtNetOfIssuanceCosts", "crdr": "debit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows", "lang": { "en-us": { "role": { "terseLabel": "Proceeds from the issuance of Term Loan B Facility, net of financing costs (Note 6)", "label": "Proceeds from Debt, Net of Issuance Costs", "documentation": "The cash inflow from additional borrowings, net of cash paid to third parties in connection with debt origination." } } }, "auth_ref": { "r227" } }, "us-gaap_ProceedsFromIncomeTaxRefundFederal": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromIncomeTaxRefundFederal", "crdr": "debit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureIncomeTaxesAdditionalInformationDetails", "lang": { "en-us": { "role": { "terseLabel": "Federal tax refund", "label": "Proceeds from Income Tax Refund, Federal", "documentation": "Amount of cash received from federal tax jurisdiction for refund of tax on income. Includes, but is not limited to, national tax received for non-U.S. jurisdiction." } } }, "auth_ref": { "r1128", "r1217" } }, "srt_ProductOrServiceAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ProductOrServiceAxis", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureRevenueRecognitionReconciliationOfDisaggregated", "lang": { "en-us": { "role": { "terseLabel": "Product and Service", "label": "Product and Service [Axis]", "documentation": "Information by product and service, or group of similar products and similar services." } } }, "auth_ref": { "r162", "r163", "r164", "r165", "r166", "r167", "r187", "r317", "r712", "r787", "r788", "r789", "r790", "r791", "r792", "r793", "r925", "r952", "r991", "r993", "r994", "r998", "r999", "r1115", "r1170", "r1171", "r1180", "r1263", "r1267", "r1268", "r1269", "r1270", "r1271", "r1272", "r1273", "r1274", "r1275", "r1276", "r1277", "r1278", "r1279", "r1280", "r1281", "r1282", "r1283", "r1284", "r1285", "r1286", "r1287", "r1288", "r1289", "r1290", "r1291", "r1292", "r1293", "r1294" } }, "srt_ProductsAndServicesDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ProductsAndServicesDomain", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureRevenueRecognitionReconciliationOfDisaggregated", "lang": { "en-us": { "role": { "terseLabel": "Product and Service", "label": "Product and Service [Domain]", "documentation": "Product or service, or a group of similar products or similar services." } } }, "auth_ref": { "r162", "r163", "r164", "r165", "r166", "r167", "r187", "r317", "r712", "r787", "r788", "r789", "r790", "r791", "r792", "r793", "r925", "r952", "r991", "r993", "r994", "r998", "r999", "r1115", "r1170", "r1171", "r1180", "r1263", "r1267", "r1268", "r1269", "r1270", "r1271", "r1272", "r1273", "r1274", "r1275", "r1276", "r1277", "r1278", "r1279", "r1280", "r1281", "r1282", "r1283", "r1284", "r1285", "r1286", "r1287", "r1288", "r1289", "r1290", "r1291", "r1292", "r1293", "r1294" } }, "us-gaap_ProfitLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProfitLoss", "crdr": "credit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows", "lang": { "en-us": { "role": { "totalLabel": "Net Income (Loss), Including Portion Attributable to Noncontrolling Interest, Total", "terseLabel": "Net income (loss)", "label": "Net Income (Loss), Including Portion Attributable to Noncontrolling Interest", "documentation": "The consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest." } } }, "auth_ref": { "r197", "r214", "r217", "r230", "r239", "r245", "r253", "r256", "r257", "r361", "r423", "r424", "r426", "r427", "r428", "r429", "r430", "r432", "r433", "r583", "r592", "r594", "r597", "r598", "r625", "r646", "r751", "r768", "r819", "r866", "r883", "r884", "r966", "r967", "r1009", "r1123", "r1174" } }, "us-gaap_PropertyPlantAndEquipmentNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentNet", "crdr": "debit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedBalanceSheets", "lang": { "en-us": { "role": { "terseLabel": "Property and equipment, net of accumulated depreciation of \$576 and \$551, respectively", "totalLabel": "Property, Plant and Equipment, Net, Total", "periodStartLabel": "Property, Plant and Equipment, Net, Beginning Balance", "periodEndLabel": "Property, Plant and Equipment, Net, Ending Balance", "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": { "r6", "r667", "r752", "r765", "r981" } }, "us-gaap_ProvisionForDoubtfulAccounts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProvisionForDoubtfulAccounts", "crdr": "debit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfCashFlows", "lang": { "en-us": { "role": { "terseLabel": "Provision for expected credit losses", "label": "Accounts Receivable, Credit Loss Expense (Reversal)", "documentation": "Amount of expense (reversal of expense) for expected credit loss on accounts receivable." } } }, "auth_ref": { "r225", "r375" } }, "trip_PurchaseOfCappedCallsInConnectionWith2026SeniorNotes": { "xbrltype": "monetaryItemType", "nsuri": "http://tripadvisor.com/20240930", "localname": "PurchaseOfCappedCallsInConnectionWith2026SeniorNotes", "crdr": "credit", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureDebtTwoThousandTwentySixSeniorNotesAdditional", "lang": { "en-us": { "role": { "negatedLabel": "Purchase of capped calls in connection with 2026 Senior Notes (Note 7)", "verboseLabel": "Capped call transactions cost", "label": "Purchase Of Capped Calls In Connection

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 "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureIncomeTaxesAdditionalInformationDetails",
 "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureStockholdersEquityAdditionalInformationDetails"],
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 "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureIncomeTaxesAdditionalInformationDetails",
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 Interest, Equity, Redemption Value", "documentation": "Redemption value, as if currently redeemable, of
 redeemable noncontrolling interest classified as temporary equity and the election has been made to accrete
 changes in redemption value to the earliest redemption date." } } }, "auth_ref": ["r113"] }, "us-
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 for which investment is accounted for under equity method, trust for benefit of employee, principal owner,
 management, and member of immediate family, and other party that may be prevented from pursuing separate
 interests because of control, significant influence, or ownership interest." } } }, "auth_ref": ["r324", "r503", "r674",
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 "http://tripadvisor.com/20240930/taxonomy/role/DisclosureFinancialInstrumentsAndFairValueMeasurementsSchedul",
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 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": { "r200" } },
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Excludes expenses related to a discontinued operation or an asset retirement obligation." } }], "auth_ref": ["r5", "r411", "r412", "r1166"] }, "us-gaap_RestructuringCostAndReserveAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCostAndReserveAxis", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/DisclosureAccruedExpensesAndOtherCurrentLiabilitiesDetailsOfAccruals", "http://tripadvisor.com/20240930/taxonomy/role/DisclosureAccruedExpensesAndOtherCurrentLiabilitiesSummaryOfRatios", "http://tripadvisor.com/20240930/taxonomy/role/DisclosureBasisOfPresentationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Type", "label": "Restructuring Type [Axis]" }, "documentation": "Information by type of restructuring cost." } } }, "auth_ref": ["r407", "r408", "r412", "r413"] }, "us-gaap_RestructuringCostAndReserveLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCostAndReserveLineItems", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/DisclosureAccruedExpensesAndOtherCurrentLiabilitiesDetailsOfAccruals", "http://tripadvisor.com/20240930/taxonomy/role/DisclosureAccruedExpensesAndOtherCurrentLiabilitiesSummaryOfRatios"], "lang": { "en-us": { "role": { "label": "Restructuring Cost and Reserve [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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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": ["r1118", "r1167", "r1168"] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "totalLabel": "Retained Earnings (Accumulated Deficit), Total", "terseLabel": "Retained earnings", "periodStartLabel": "Cumulative effect adjustment from adoption of new accounting guidance", "periodEndLabel": "Retained Earnings (Accumulated Deficit), Ending Balance", "label": "Retained Earnings (Accumulated Deficit)", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r84", "r117", "r761", "r804", "r809", "r817", "r847", "r981"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfChangesInEquity"], "lang": { "en-us": { "role": { "terseLabel": "Retained Earnings", "label": "Retained Earnings [Member]" }, "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r192", "r242", "r243", "r244", "r246", "r253", "r255", "r257", "r365", "r371", "r397", "r564", "r565", "r579", "r580", "r581", "r584", "r591", "r592", "r605", "r608", "r609", "r612", "r623", "r660", "r662", "r800", "r802", "r820", "r1296"] }, "us-gaap_RevenueFromContractWithCustomerAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerAbstract", "lang": { "en-us": { "role": { "label": "Revenue from Contract with Customer [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerExcludingAssessedTax", "crdr": "credit", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureRevenueRecognitionReconciliationOfDisaggregatedData", "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureSegmentInformationSummaryOfSegmentInformation", "http://tripadvisor.com/20240930/taxonomy/role/StatementUnauditedCondensedConsolidatedStatementsOfOperations"], "lang": { "en-us": { "role": { "verboseLabel": "Total Revenue", "terseLabel": "Revenue (Note 3)", "label": "Revenue from Contract with Customer, Excluding Assessed Tax", "totalLabel": "Total Revenue", "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": ["r137", "r138", "r283", "r292", "r293", "r308", "r314", "r317", "r319", "r321", "r491", "r492", "r712"] }, "us-gaap_RevenueFromContractWithCustomerTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerTextBlock", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureRevenueRecognition"], "lang": { "en-us": { "role": { "terseLabel": "Revenue Recognition", "label": "Revenue from Contract with Customer [Text Block]" }, "documentation": "The entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts." } } }, "auth_ref": ["r150", "r483", "r484", "r485", "r486", "r487", "r488", "r489", "r490", "r495"] }, "us-gaap_RevolvingCreditFacilityMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevolvingCreditFacilityMember", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureDebtTwoThousandFifteenCreditFacilityAdditionalInformation"], "lang": { "en-us": { "role": { "terseLabel": "Revolving Credit Facility", "label": "Revolving Credit Facility [Member]", "documentation": "Arrangement in which loan proceeds can continuously be obtained following repayments, but the total amount borrowed cannot exceed a specified maximum amount." } } }, "auth_ref": [] }, "trip_RisksAndUncertaintiesPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://tripadvisor.com/20240930", "localname": "RisksAndUncertaintiesPolicyTextBlock", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/DisclosureSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Risks and Uncertainties", "label": "Risks And Uncertainties Policy [Text Block]", "documentation": "Risks and uncertainties." } } }, "auth_ref": [], "ecd_Rule10b51ArrAdoptedFlag": { "xbrltype":

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These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the entity, if longer." } } }, "auth_ref": { "r16", "r43", "r44", "r67", "r115", "r116", "r947", "r949", "r1133", "r1250": { } }, "us-gaap_ScheduleOfDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDebtTableTextBlock", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureDebtTables": { "lang": { "en-us": { "role": { "terseLabel": "Summary of Outstanding Debt", "label": "Schedule of Debt [Table Text Block]", "documentation": "Tabular disclosure of information pertaining to short-term and long-debt instruments or arrangements, including but not limited to identification of terms, features, collateral requirements and other information necessary to a fair presentation." } } }, "auth_ref": { } }, "us-gaap_ScheduleOfDerivativeInstrumentsInStatementOfFinancialPositionFairValueTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDerivativeInstrumentsInStatementOfFinancialPositionFairValueTextBlock", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureFinancialInstrumentsAndFairValueMeasurementsTa": { "lang": { "en-us": { "role": { "label": "Schedule of Derivative Instruments in Statement of Financial Position, Fair Value [Table Text Block]", "terseLabel": "Notional Principal Amounts of Outstanding Derivative Instruments", "documentation": "Tabular disclosure of the location and fair value amounts of derivative instruments (and nonderivative instruments that are designated and qualify as hedging instruments) reported in the statement of financial position." } } }, "auth_ref": { "r57": { } }, "us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureEarningsPerShareTables": { "lang": { "en-us": { "role": { "terseLabel": "Reconciliation of Weighted Average Number of Common Shares Outstanding", "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": { "r1139": { } }, "us-gaap_ScheduleOfEarningsPerShareBasicByCommonClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":

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 operations for the year to the amount of income tax expense that would result from applying domestic federal
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 payment arrangement to statement of income or comprehensive income and statement of financial position.
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 value that are classified in stockholders' equity, if any, that are measured at fair value on a recurring basis. The
 disclosures contemplated herein include the fair value measurements at the reporting date by the level within the
 fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements
 using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2),
 and significant unobservable inputs (Level 3)." } } }, "auth_ref": { "r1233", "r1234" } }, "us-
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 disposal of business activities or restructurings for each major type of cost. This element may also include a
 description of any reversal and other adjustment made during the period to the amount of an accrued liability for
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Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value." } } }, "auth_ref": ["r11", "r12", "r118"] }, "trip_SeasonalityPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://tripadvisor.com/20240930", "localname": "SeasonalityPolicyTextBlock", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/DisclosureSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Seasonality", "label": "Seasonality Policy [Text Block]", "documentation": "Description of seasonality of business." } } }, "auth_ref": [] }, "us-gaap_SecuredOvernightFinancingRateSofrMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SecuredOvernightFinancingRateSofrMember", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/DisclosureDebtTermLoanBFacilityAdditionalInformationDetails", "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureDebtTwoThousandFifteenCreditFacilityAdditionalInf", "lang": { "en-us": { "role": { "label": "Secured Overnight Financing Rate (SOFR) [Member]", "terseLabel": "SOFR plus 2.75", "documentation": "Interest rate at which bank can borrow U.S. dollar overnight while posting U.S. Treasury bond as collateral." } } }, "auth_ref": ["r1230"] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Title of 12(b) Security", "label": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security." } } }, "auth_ref": ["r1011"] }, "dei_SecurityExchangeName": { "xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityExchangeName", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Security Exchange Name", "label": "Security Exchange Name", "documentation": "Name of the Exchange on which a security is registered." } } }, "auth_ref": ["r1013"] }, "us-gaap_SegmentDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentDomain", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/DisclosureBasisOfPresentationAdditionalInformationDetails", "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureRevenueRecognitionReconciliationOfDisaggregated", "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureSegmentInformationSummaryOfSegmentInformation", "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureSegmentInformationSummaryOfSegmentInformation", "lang": { "en-us": { "role": { "terseLabel": "Segments", "label": "Segments [Domain]", "documentation": "Components of an entity that engage in business activities from which they may earn revenue and incur expenses, including transactions with other components of the same entity." } } }, "auth_ref": ["r137", "r138", "r139", "r140", "r283", "r288", "r291", "r292", "r293", "r294", "r295", "r296", "r297", "r298", "r299", "r300", "r302", "r303", "r305", "r306", "r307", "r308", "r309", "r310", "r311", "r312", "r314", "r315", "r316", "r321", "r384", "r385", "r386", "r387", "r388", "r389", "r390", "r391", "r392", "r395", "r410", "r414", "r776", "r777", "r778", "r779", "r780", "r781", "r782", "r783", "r784", "r785", "r786", "r934", "r937", "r938", "r944", "r996", "r1263", "r1267", "r1268", "r1269", "r1270", "r1271", "r1272", "r1273", "r1274", "r1275", "r1276", "r1277", "r1278", "r1279", "r1280", "r1281", "r1282", "r1283", "r1284", "r1285", "r1286", "r1287", "r1288", "r1289", "r1290", "r1291", "r1292", "r1293", "r1294"] }, "srt_SegmentGeographicalDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "SegmentGeographicalDomain", "presentation": ["http://tripadvisor.com/20240930/taxonomy/role/DisclosureBasisOfPresentationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Geographical [Domain]", "documentation": "Geographical area." } } }, "auth_ref": ["r154", "r156", "r159", "r161", "r168", "r169", "r170", "r171", "r172", "r173", "r174", "r175", "r176", "r177", "r319", "r320", "r716", "r717", "r718", "r719", "r720", "r721", "r722", "r723", "r724", "r725", "r726", "r727", "r728", "r729", "r730", "r731", "r732", "r733", "r734", "r735", "r736", "r737", "r738", "r739", "r740", "r741", "r742", "r743", "r744", "r745", "r832", "r833", "r834", "r892", "r894", "r897", "r903", "r910", "r913", "r914", "r915", "r916", "r917", "r918", "r919", "r920", "r921", "r926", "r953", "r983", "r984", "r985", "r986", "r987", "r988", "r989", "r990"] }

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 operating segments b) the absolute amount of its reported profit or loss is 10 percent or more of the greater, in
 absolute amount of 1) the combined reported profit of all operating segments that did not report a loss or 2) the
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Includes, but is not limited to, combination of market, performance or service condition." } } }, "auth_ref": { "r963" } }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeited": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeited", "presentation": { "http://tripadvisor.com/20240930/taxonomy/role/DisclosureStockBasedAwardsAndOtherEquityInstrumentsSummaryO", "http://tripadvisor.com/20240930/taxonomy/role/Role_DisclosureStockBasedAwardsAndOtherEquityInstrumentsSumm", "lang": { "en-us": { "role": { "negatedTerseLabel": "Unvested Shares Cancelled", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period", "negatedLabel": "Unvested RSUs, Canceled", "documentation": "The number of equity-based payment instruments, excluding 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4/'A/>_Q5|>^~^/_9Y&_%?_M25SA&2|3LYZ|_V6Z>B-=[1:|^G%|38"2ZT>G&_|RCMLOWG^#_M|J&+/_|ZL-NT?
YR>+605%WNG^Z=F|_L_SG?W9:Y^W^Y<6Y?2;1YQ_|NkW5P^Y^9:;_9+61=TJO\$W7_XN;_#Z_MSU"%YGH:G62ES:9UX,@
#Q+>B05%PM_"Y|R^K7W_EMP_LS#*YOU>_J|TQY_MSDW3|TWW:8M@|B@/_|2K|_I'N3WXH|U|DS
7%)GW#YU|FN7*|LZ6E>^PEF2_M\$|_#3H^M0"T6?ZVPZ|UHQ0#I7NV^HK4XPK(LRX^V3|S:TOOW|L_V+|CQ|MGN\$
MV//K-WOYR6^2A@4M2\$^|AL8*-BT+6S2*=<@CZ\$:3|_*X_4BNGUVNEHSX/_Y
M+2Y_XG|=T6ZS_+V+|S(VX|>G"Q)9|WHUBNMA3T(<(|:|6^C|K9655L&R;#%_MC-&323'_JBI_Y?
X|K|G+|ZM_ZPM6H7G;/_|Y6?<|V7OWX#<-^&S^ZO3?|S|
MZ&|V6|_#>4\$>\$VBLT%FAR%=M12Y|Q>^R(LGZ\$;_S|R&BV1)K"@8GU21@AVMT.S_MMK-JQ;E#?DC/_YWM'F|_Y5|H
|_RMGB6...>3N|S_UZ?_?_MGZT?_WQ_P=5|_MZ_NN|7UZZ_3LUF|2H1B19H\$T*1,%0_8MDM4|VJS2_\$4|_?8'5V^+;XNL|FF;
M|B|F%_*C6%|F@L66KDH=N5;RM;1Y?;=90T%<@R|H>H8+GV_JGS|/U;K|J8;|/_<10W/M|L_OG3Y5?OZ?
GJR=G3SY3SEF4_MQ_E8>P|_J_XHG_\$/#5<4F1%M%PRUF5_%>YWUN^YN6|OSY9/5F=0Y5|>)_E_M0|_#QPQ
|H_KB)H/Q'E;_%0XJ90:*U|J5-4'KS@Y2JW7FLNTEOD^GP@>7@2_M#V4#_7SKY03VBXN?7->|Q|>_>|01&+34?
2E*N1-B>:K7*NG6EM80%5^?R_MF|;FWF=A^VT'S|%^=&=SNA_G<9Y|I?;*_/K)TY/_X:7>8;EN6X|TXAN?F|
M#U%6|K|GEX_CP_A|R;_>)_A4HEJ|_GP|KG>_2_|AL|YR=|N|_MA=M|Q=GNS_Z_MN?5HRXMUO|?
=-_YG6Z&2IWCH=|L_9'+_J|\$6WNU-GT_OD:S*-6KE+6@PQ1_5_M^Q3PF_VNN-GTZ=A@R>=8WIZAM&Q-M|R*7(\$-
K*#X<=&_Q>Q=33Z"-DX_I45Z_MDD_-STX8/_G_GBUD'D:H?|M^|A>WJ_?/_LK|QCZ=1P_>|DITYOO_'5STA?'
M^_0IK\$<_>_CU=|L/A0#GB_YUKYN)K)RT|_D\$H564|%)_G_K*VYF9X-CG.8'NN_M9B?
P2&EUQX(/9:A;F|_#J%25;2%CW7?_O_|TG2VX+1=EQQ:5^&*W/_/>?N2_MPM\$SGS281K5?_U\$#N<456/P+B|=
(N|C^W|BM%I4_H_CR&RHZ+2M\$8/8L_M|G1_I06N|ZVV_THG9WS|Q>L?_XH|TK8|?O\$=<_/_|
|LDKR|Z=OWT;_>Z7&'W_MA4^_@+Y\$1*(NVP(C6&'1+|MO7S|_BOM-
16;W9KR+;9&B#K|O|CFQ%&'DA_-'CRK5#|/<8%|K:5|93W9'F|QODP7_M(KR_-'X;|_#|6&3:C?>B?^
)&5XGHBG^~+NYR)D|_SD:B@#D3)992.?)N4
M5Q\$7^W@4|"OAO|M_X_~^|X|^|H/^W|MN.CCAC|N7X>F+|_HM_/_IT_2;#C=K7D_MX@-7WEW)WOSUU^L?2S;-J|E:S|Y
<55&RC+>%D'|B/XN)TZ_._C\$JNY/5Y03C-/M7KP|_?)@CD'\$6--'2A\$))B4-TRJY-A4BL_Q_*-&U,X)|X#|O"(:BO|J4
MN5+>?>7KBE^E-S9JU_T|W0O4|66K|JF^YPHA2/DWA?_H4=^""(&74NM5@5>_MHFY#3@=K@_4'^YCT_'PB?
8'RLQC'A5";|K7S^_LL>VN|L*)QJ+RE>_TX^CKCQ>G>_>_M_B1G3VZ_N_TR|_@);=|YAO*3OCT9<+_*_R|SSS^:L+2|
MK4G56C&0;_'?G(YN3\$?@_G"AO3D/VQ^",61-23.09_2RW9^L5.5A56|)@SG0_M|_-%@CX7;#BXSG
FGU4;EZ|HET)=_#E|_|&OPB9TL=E(%|@%HXR4RPM:C&_M7_"9V>_C@67OXN_M5)-DO>7SVU>
<5*WCOGP=U=&|30HN;ZD8"1%0S4H+UZP|>A|"+YW;|N2_EZ_M;_<\$:4|ZR2W5K;U|HKBCOQS_NZ&'3M_OI"EW
LQJS2V5+EI77P\$7P4^8_B0ZK_MNPF>Z|7OL_Z&F?7GZFXKYGJ4?=-2\$5C_M0^B@/|K%|HGKCT5;_)T|U"/^S#?
M#"7;6|=-|4:5|S|QG_*L_V"@JV1:;?</_<118|S25|SE2HF^M|_S|7L^~^@_|\$I2U5CED6Y-M%'A_|#+|+=|C
M'|_?)QTBTT9OKL*+)|?ME3_I83@U3*-1K?9U3)M_|J3G|?@;|1|:|)\$7?9=A_W/M/Z15A4E;=3G6,>_NVWS|WE.?P3F\$%?
#>#*H_5*18CG673H6.<?7_YIGMS(-LX4FX_94L#2F(#_M<*ZR00|>_NT=(R4^I2FW)"_*<_?JBZ1R_I""M0|Z08*(U=;|X
MX)_JG"CRIG)1XT(:ACKLGP_M455AY|B85021E_F%RP53PUPQ07%J802G0%VF1_P'K_V2_H*GLL^(_HG4P
M68V1K/(|_4S;|5<G149763?P4A#|2LLG'BE;BIRM:55%K>7_L_9_M-2|V*&IC1LE63Y|)T@%_HE%RFF23
MBY%*^\$*JBKA&%:SS<_062A@W=-AVE3B^~U_63T|RTB>Q_#P|RV_M0PIN5.G#6AAP+_W5
*DY@|YE_MW>PW'55SR(^G?G72M*_W?EB_VBZ)/T3#0Y_M@7\$S_SLP|=B"RPIFA|S=ZW6D%1/9F"1&2WIFD4-
E|P8H7MCYX^3Y\$WNS^_MW|EW&Z0CBEB_#_-72XZ|6-U<#ME;_>_W?T80R/VFKV7TJOS'42F|@3%K*U!<+
M\$&S2EP;HKZ&TVFTFE783|/^-?N)Y_G\$UK:5A%DKOE_6AR_M|_|JP:6_N3>YNTJ_FU\$>V^
K&_O|>A>=8A#>2U;1REW99_-M;_&CMM|E|S_MB>Y#5*XP/YF+;8NY0Z=>
#O>:C|@&%)#+_F&|S9UYNO>7+Z#Q_5K=2'_W#H_MQCL(L4DV;S)&Y|X|=-^N#&=_)?_
ID"DTHOLO:0WF\$&R)PY2FBB#T23GO#?5_M|FG;LU<|G0"R|ZT&5;|I(N5@D44;5GIRAR|R>&D|+|_#QD><()<'W3-F6F
M|H(9V0=+MNRH^:~4VM5IZBXFFRT&|_O_|&""D87Q(TQ23|U7%*K5|=8;WH>H4_MUTH=|J9KGW:CZ#+AA-
=9""^LX\$(SR?&0(V^E_%3V"F@P_"|_TKVU2M_'Z4#E_M|BS=*2FYR_ZVDN5|+3<0U\$^>4E9_I"16N+<@F9W|>W|?
@:_O'@0ZH_H|_VE_MOVNFK/59PKV+15XU7W6RV=88IX_4'POT>U^)^M0/5KU;I=WZ_EJ_MIR?
7T^=;Z+4N\$Z%W/G13))F1"6UDK/+K|X;PC|FWG;_*CF=;FV>8AV;16N_MK2+9-FZ|6=>P?
&N;K=|KK%XZ|J+!_+|CD/VF50/R2LO)<3@4EBE/K|I4KO=_M3'LB=R(0=2"#_WG%D;KJS@HTH"+_P4Z-
6G\$S<#;T7SV/SUEE|D|DSD|P|_MF@(&@>NF?_1R%_2Z\$F-/#(|9T|W+|H|_FJ%R=4U;7|AYE8|;3EBV?F2U=D+B)Q?6
MUG#"*L%|U6V_I2;F>Y46(%_NDP_Q|5S#J_RA^=<_J|2=-56BLHTB;|!_MZ>G_XV=\$_HN(7
YV;E>|_BR|E>^NUA|NVGFDP#PWEMJ2BI|NTN_H_H15K6*2_M8X;6C3&FT|IM)3WGNL8MR*X5&|5T:4D7_CQ#A'FQ2O=
<6(CX99;JZ|K/N^"UW-MX;%&H>50X\$&68AQ80JJD.E2S?@S=>Z_X74?_ZQ&+O_1K?@XAM\$IZK%T5;9A*_VG?
-0S)*KF6L-_%QHA:<_%|!|W8SL0_MCAJ|(#^"QJ_UQ3SVIPC6HF(TDW+H+C^"K_|E|T|J:_0_-K:|AS|M|L3>/=XY
MW|QFXQEO=ZMZ|H^Q>+T%\$R|HJB45T+12<H|L;|0M)3|42YR4_Q'K
M/7NC(EF=FJ=1Y|TYF>_HY6%VJ;L=)|J>:L2>5UY+WN?C2HZ=W8D%=7F/^4T_M2?Q|G&Z:F|92>GNLO(A
T|3PG^TJ0\$G|<#H_0'TG\$7P|@>*?&07|1R>*UKY
M|+L"186UYBA|33|Y|_GTICGT=BC#X6LFG;6*NL|P6|T4<>@J\$|/|&9VZG=9P_MS|U&_8@P1Z44M#(D|>Z"CHIBDL-
R+6;0K^'FK9_|5_~""6)B/2K8;+1PY#9)_M|H*NRDA:50X_T&VYFVE7YF?S^DJ(9)*#O)14A%"^2Y2;\$ZG(+2?=-H_-CVE*I
MGWNFSZ_|A|ECZ57;_)\$5&;HE9THT^#T_Q=;76JH/9MX*)|_DSEY14*U1XJ"M
MLG4TT>357'PI"%YXWQ1.4B|!|C<2(\$:Q>FB_M@=?_SUSJA6=_T#X\$1A01D_5|=1L;_E|MS|!/?
Z5RMEOX7CQ;K68K|OWZ>3LYZ|_V6Z>2+3P_M;+Q;_OOWB_3>XV_U|S_QFB?+_FM|_/_NE;_*DWIP=T&K|
M_A2|0%*LS^*<4N_S@L|G3\$|&)-LOW">%&|64_P-27*MQEE?2W4E1+I9104N2K_M1S"8;_9AQ8;2SK0")

(=Y%2Q'H\K\U>#!#7 G/5LAQJL<#N/MCAG MTQA&#=- E?N0:!!L>T+4W/6E'/&\SK6EV\B?(A>*0R>O:5-(=+)(D(H=C
YOK M)AL#!',.76fJZTFT/Q>9@JW5.144?/&-KF\$D=7HJ5#.NG4W\6F!\&0YAS\# M\$K.S-JKJ12ZW9#?ELO !HWW(J:~?
+F/MZB,D:PT 7>-Q=DP\4H6A3\$%5C%Z"3%D:..R=BTK1&B\6LH\Q5H6YU=KF#(O)9\$(BX!7'H-M+TAZT?
WN?J&=43ED2-5S^_8JR7_..71Q:~74TE)\&M-8I5T+4EL82-8W MB^7><@3(E;+4LTGO,FOO,*FVATF-XFH3Z'Y71H-
68"15E>2HMR+B;G&G\+ M<+.P+A:PH57Q(\3JH&=Q:)QP M3&.TH4SL7M(-7!(HRE/"DY%(C:M+T22S
@>@+)Y\JZJ2H(750?X\$""EP2\ M)A6938RC3)=7?AZ\ 8_-H\9Z6\\$.! "#I8@;OV>Z,3FX\VO(BU7O:38.IV+*@
M+3QTN)=&3^?ADH?T_-893,T6D_/&RKP%X\9TQ5TP M!;+GX:N03E@LIZ^\$K9NS\OZ>=C:1UVC6,XAV\$?P\A&-GI%
M2:(O:H8AE942K\U\$U\$U_5A_.7SRK+8)4.PP(V>FH:HK+#+%;Z2\ %N+&H#!; M25E\W.F.(OR@PR=Z\YJ5G%
(YG^H4Q_\$O:1)=!;P)?J3U'!;@Y86FB\JP\ MPP'O:SM4RP6HL7\7Y\$>O1N\YS&R\>>*35%
(F#+\$2(EDI2KD6M_(-H2V"C M6(>H?>PEANEJ\JP&3P=5F&RZEDX^RW8W#+FJ\<(JC,2<3:\$)F%&;H\ /L?
MCD@Z8:E+=4%B?5(FYJQZL23U2K7Y:S/^O MGM\;7O7B2J3G_+T\95JZ \2;S=GCQ\CO\B\!/?^;E>/%\$1\$YH.0Z4D;XY
MJ29IESH:=B0X*S>FU8K9Z \!?!>\$\{4L6=ML &1L25\$*5J56V*L\^Z5NY> M3X=K\NO09%"CN_L:JQ_VM)U\$U7-
>:;@8K8DIYM+"M&F\GRNH7U7@IX\:)2H M:4 *A^O 61H\10FA3HR73UD^=B7WUNOIU&DG400JO5AE/?12K:(5I&&-
B96 M;=NT3' BFI+BS3ADB\RXJ6_R\RIZ\Q\J\A0%SE\5@210I@Y9(N/>;J\U MANMHSW
=R(=39J_! *WLUL% @C2T4TP,+OC.DZV_#+M&>X?F%C%U*6MHSGZ620 MJF>MFU#KAO13*:K5"+\$E#MMJM.
<*^N)3SM\$&J.W3Z&+*J\ C^V#Z^?G6 MV/>;:XWZ3^YFS=J<:;P\5+!S1(\$DY)-C(*&- %+8>)@57=<7:UD?)J6
M7ARR8B\M5T(6D:0>JH^U7#T:NE+CJM9_2\CU*G*KW- M&>3^#TZ*FNLJ6V\I-
*W\!6:5V^M&BZ\..!JZ+C' #E9:;%L\FZK)*LHU*CU_ M-YESH'G+/- IPBJKUOL\$ _#S>+=GS.4Y@B3^ MQHM3"-
)TH@QVH\5XJ78V4M6\05S_ _CSK\^!84HNZ3A?\$_ MN&XF\SB7C3:ZYN^D%XH<*G8T5-94X+N=-
X&#S2EAW-6G\GXFS8_ W(Z5-O M) #.5&X4E2G95#*1RWS56&H93U\T3-M7B\?^/3RH3%+)O:E4GRJE,VU\BM;
/ <.: '3TQ _L@OROKK R^>W MKWAG9&^A%^UL2W\$ PT\$V@9H
M93H;I\$=#>EY*B'6C7_-JF4SW\$0VJH7(HXW,U4^;SG#D)GH_ \O#3%G<^E)(" M1V:3E?
9>4KAS4+6'IHS6T=@6H:33QA=F:#UQ_+DW.E3XZJH5KQ4D,4C)\I&S MX MHU7C%D\I)K";IEC 1\$4D
MC\24IFRZA8\OG"32SP2"&(HTS)50^OC"?F09N,5\$_.?L.O)ZUY&G.Q\R*4HQ7LJ<
M7&E%RB/U# #60L\!;HP9IH>..JK(ST#K%4*L/7*!G/7\@;XK\!9"PF&D)IU
MS,I3:8H<@Z'&#S2R1D\;0SBD F\$S4W>AVV-Z@S%IC.2K"LU*;D>33O.45^QD M>\JF:W9?
QT;*#6EA+8JEXJ\5V3G:8Z?+IK7SW\ZWJZZEVS VTPA2AGX0L*770Y4\$;Z*JB7F9&N>
MMJ7:9L+HKX2)=+!5J\7=RA\ZL=G1R-L;2C\!9"JH4+Z@X=B'5.NT\N2A
M@FW3)8=I/E=Y\;=Z5:;@T62(H/> &%*57%"97,ULBVX\7:#A\$KLZ#X2-W-NL MUKM_Y^U&_@?9-IS^PG;/:IGKN?
387G;\HI-WSY\</S#EX_ EB,#QKG6-%?5 MO)3K&#;"G4@=4^ # "M8XBGE699G8B>R1(IE77&HTE E\$(\$A^J-
Q\5N!%OO6J M;I730? YX\Z'2=8Q:I3\$&6M66\ TDE8/SH!"\!<_#C\$;>3KDK>YWR?" UPI<I
ME"/\$<+MBX\!\$7=7@D*N)XPQGL?LFILLP> \?6/O:FJ*6@;X'T-"N;^AB^IN\! -D&LXCP,\$523/3<0\3*5ROE\3T
M="U_.8XV)7;#Q^F\QXRIGAYX:5^L/L9D*K.RUO\$Y(*M9#KWI44NCV*P\=L X M^!X<^R,XL:9>6E96TJZ6VNW9-
AC^QJF9D\KTV\6_0H;7OBOD&P7^&+!DP M0-LSWN\Y6TH'Z75A-578YF'%>\RU_ A)ZRL^CZF,P\)/9=YC M.@\>;+!
I\!^0&?N1AZSVIP5OC>IH@B-IV_..5^RDC*F/667CH\YZ\;D>^H M#<+!^+3 Z72VX>R:60DS*P\=YA_7\!+N?
W#K0,%IWZ\!^0"895M@+2+!2BTI M->I:IS-4MYTA\JMP<\$JM^H^!62U4T3\$:F37^*N@PYAVB^JC* @UIE&\4C+9
M8J'FAK)C9.4-!)H\!>4YWUV/O@%-S2K+&B"K5)ZW8.8:NE35RK7D<%ZIDL3 MGU0D^!K\!38Y7SFI0AEXP57\U
C<+>^A%3MF+?QZB4MYWW>T6K_ =6V_+7T M@;+! *K1@L2*BU+PDT*2G_ B2G L% ^Y\SR2F?+9D(;+D-
*0@E@J.D794S1 M;HN_5!GU?CWM\J^D\7R'2L-7PU\LO)R: R8TDD-GNE+5&& \Z\&+ MB/(R\IV=M=
I9=3H^<[B2\AT\Y^ ^RBM-ZZ"E> 4' MB*YF \#&Y"N\$H:@;Z>=7-) %Q7:L,D&9\E\FWX\<;/L%:L2V-9%4TJFI
M\$ZO:"?W5V=;B*75Z1;0=(U/I R\3WW%<'XWH/9%=Y<7;('BS\ =*_1N! M*Y/B1E#4S\5^G+32E;7A4KJO5YZY=
I6<^<%_G16P?%;&R\I4E4*%;J@X_-6NI MA49RS\<>N3\,CN/^ "FWF(U*X>DJB2U-
*7T\6GG8C#3/M1LE6L(AT*M\8DE:(D,R3)8PA= M* *_A;+22,U/T 3EC(V3ZPR?5SU.1)\;3.1%*7"B6U)55Z)7#.8-
B3 MYFZOO.?1V \$N#V93:>#3<5DU?3H4NFA*Q (HZRD8#(' ^+3/K.Y@AM/9:ENW
M4JVA>^AG@WM+ND+!M72\$ _Z=V?O#UEA\3#A_ ^@+I6"JZDX<;2\UM) ^&+>DBM9ATLB<=[K\$VE67@X_>X=
I\DE\Y67I=6A\;EVUS\$O/3=@G\Y\;FJBZ'\$8-TW:2/&1EZ<^<<(S2\X7\$Z0A
M4FE!>I7(3QU+UU=J9#_5FK*0HHW>J%HEYY4< MZU\$*5?_ AI392U?9/H5FO_ ^I2K:C*4;#5\$;F\!RU-
2CK&GQSZDN? M8Y+VFT"<@)5\WBYXET*6#_ CDY#R\!7O_ H/%3G^RJ\2')DY5 \CJ7HEX0<I M*!N\J=Y;J-T7U_JT\ISO?
>XFTU;=?)ASX&F:96ECE&_>7H\$SS;=D M=796 M22=M)8V\L3HD@H\5?JTM7N.)7 R<;>B(PW45\8V<@!
>D7YT+TJOA-<[\$Y M\1#JFE)Y^OKLSAR"" 7;BI0U3-G* @;1@;&3APYXFVP;HRI0?%+Y:RSW\J MWLW(U.O
TL6BIZZ("ZF>LV.6L\$>:H3K==LCVH^' B/TN'.#GO-0\(* %2,G MX\@V.U^W>-I9/O)%Z?70A3J4K(>0O3-2*?
SWE6G/FPO,0XS\>+!* ='VO/#9MU?O:!(ZN7?NA=3.ZSI6_-&TAQ?W7Z3NT,%\ONYR\ MTXH>((/?C.P2AA"SJ\$W*.*?
+JHX4ZQWJKO?4\=L.2A07H^1,9"U\;3B>M@ M'B;E8Q?
A(0Y5\O\$DN_ =UE,I%V>0;")GQ2DI^OU6HUT\%4YRA7.W5U\$7S?H\Q M6ME#8JE PT.5\JVB5@ \O>&2IW46_ ^! ?WE\ _>
(IVM.\$)E3E'55GCI#KFFH M!"S8"DV<;K8PN=I" \$91"LV4")EJ\2.^22D\I@ \>@Z%F"/.IV#^'Q0\B\! MT8?
3HU&3AQ4"E".U-5%*U18;2N:=16QG2'6/9OSH\4LO02\Y6B,FE0T18* M4%4C<%P*L2=+B2<'0K-\$?0\BO&Y3TUT-
YZIE:B^J8"DJ)V@BF4%UWMIWDQ5' MW\MOY\9R\DUU(SU2L\J_)JQ*)MU#Q\$925-IS_-8G,QF%VN#VS\AV"24

VW%>[5UO8\U;M2;8Y>29)"F\=M JE02\1YO.G MR_?K\K)V=
[*P+WJWL\FY\LD8\> \JCW.M)0* @^;2ZE*,ZRF=U7PR"BJ\RN! MN!\!O U<+V%8N#U>;TXVCUY(B2UY\6O:)=2/4+HTB?
N=G(@/ /<\$% -KBHQOY^V""V,@SEI7DZ6HYRN\$ _KFSU"RT_@= MM/OW 65GD>VJQ(20R4&W\!#3@XD;^\$R&AK\A
M9\KP7*?-H\F4 /<%UT >)X "M J3U7IUNMLN&937^8QU2;%9_*2VWOD\B MPMV\H\JHFCTYT.%1W.B^\$"&
40QEY95-8 \$WD&'5MTZH_+8>.\?N>JIS M+>G/@;%#!X8.\$5!HU:>8A^I27MN;&N3(9529\J
M#LW*E6\J8XCE"/\W\F5;U\$;5VZEM)*4ZW*BKG_<8U@JEZ:S\A;+DV7\#ZQ
MASP.XO:QZA35=HFIWRBIH.46GJ.50#9>*2AEB&C=+#+#VSEK/"MU_UO@FC28AS0D;
<&KDH\A5M#6GUG3W;EHD.5G(M_U-"9-U3(4_10J:C288U"-3Z.ZO# T_J0CPH.?=H.&H3_M:ISM?/8\$4?
=H.37BIFRK6)LM\$!F<IH\XUCC\SAO M==S9=V\^2 <>#Q.CC" \U+K5:QAA>>3VB\JZ"JH53KS6DZ?*5WFER@JZFP",
M.8\$X\ID464O^-? #IA2UR2\;#@\$P\VA^!6S+=\R#0?EQG%\SWOZ>7\$V%I5C8
MCJ*\$S&L&Q\B,%55IO*I&WW5@.KDVK"Y2%# =NA;C^BZQ>I"DI>LS0GTEBY
MY%3WR;E8K"!#&D.FZ'S<;#I8A0IW^4I>ZROP_&*)XR60;)ALL>W#ETETV@ MZ7;SYB71AX ZO:'QA90%E88-
#1&KDHVJD4)O51M\H*7-/BG4V_>2NPHH; M%:=R4PX 6F+SROGL.6GNWD\;=F/ZCC&'B%)&R=;Z\=9Z
M*7UH_O<>6;Z@G+R?I7/\^C5.L^P2NYO;GJ6%Q\HFR\OW6)5E@Z_@O\$8I7 M5L<6S B+C\P*FQ;UE;NWG+GU+S-
TYJ@*!&IEW\Z^_;(SX.6F^UV\Y,LEQ_7#^@) MWZ47;) *K=CR&+3AC3_%M2-%"T/_ 8J\>6FW\PI2;
MS=FCQ_@Q7DL6FV(9K@U2I4AQ7>^=HCJL;J*P8A68YG.R%^WV\1QQA63\+0Q
MQ:A@C\N"\$81PQ5X%GSKNB\J_U_OC"!7=[1Y)\54'\$M'56I2;H(L*87^*^RP MJ5R'FY9V_)F^MB6T'NPPP=
(84FMMM9B42%)HTI67LZJ6@+A'=Z\X'A_ =916* M8\+ #EWKA7ZEF(\$^Z=?ZDYNA!"A2*;0%P<\$5EH.*OK9A MK
55G+9X\FTZH77C\X^9W\2\^!F2;XS""&G;I?/^2W%\45\7F%^YG)_SC M.
^O2_ ^\YO^YB\$ _ROSFTYTR_#N/(9;WYSE\W>.[ZD41\;AWBWL.OO\MI]

MJ.OM/(2R=Y.CG%)8FCMHJK6VM6P("YC3CZPGE9_-"I15#X?2IO.OI^M5^>R_M_-O?ITC\?0O0BM;B>+"V2^:7I:?
_PU5U>??:J=[G->VfY%-2\XOAX4?/)N_M_PK'"MJ^X#&IYZ\GD9P+5WSDS;^Cl;.S>00+-W\UZ4?>5)+6)"\|@#AN/4\$
MHFA=W-R0M03MU^CKYY\IR>XH>S)X*B-MMW\P2HX:U)7_WMP=U?&\H/OBJ_
MO,OKS7+BJ^>W?;EH,JK37\O06\>X^?;H?WTV7H*U\|_PRP\<7-06VGOQF;S6XN
NPV\Wf<-OF+;WYX^->D\!>P7*6=D:;U)BHR M%!\LB8X7Q/U+VZ,|>.)R^_!G4/PW7NC&OBQ\I4Y7"P4+
13P\|ZEGKCF\|_M"AI@)"LS2*IX&BFD)2>|TP@|4T\I%UR6;(\QX\ZZ45<^=MFV\5Y1"3QB:IY:
MD\N:89)=%6,T*6\Z\,K139*JRB#:HH1EV49L88CE40M.9B2Y%R#5J&,QCHM_M^2>XK&O#3+&K,*)3GN7X
Z2OK\G.O%+36"\3W>_6@U77\$L#G6("84U?&NF(B_M,9N:<1F9^&SO4LR.@Q0A\J147Q0UC\G5SL/_?
G%S"FE3RCW\B&4(8<+JE,U_M:@\,I4:"Z.NP\6UI^QBCCS:HT65CEE0\Q-SAA!+8^J2<18>7_E9U0\I"4JA
M>U4E=;,H2H:\R"A9N6P,&APQ04W\|M625_E1.K-J\$IA&TV7RYJM7\$0BI56_M9IZ\H@&EB.0<7B\$X(I\$/Q\Y.)J^H??
J2HL_-M2B@X\XDH2:6>CN*K5SF.X?1_MY3+!(KY:4K7(KQZZ8W3C&\$3%M+;ZX=U4S9@5Z?
0&371#+04OG^M05)FW^FSO_M#NRR\IR:(LD\A:W#8#2-A_7S7-MRPK&*V6+52(U^R"LT\$A(RC34^<#J6K%#2^YN#
(AOD@E6;Q"3O(2-MPZ;4V\ED;QI^I_W>_6KLO0\|EJ35_M(-;K%^\VZ@|\CD2G#P_7,MH+0^LA&Y67WJ+6=,Y-
UO^R9+KFWIA4TEWZQ\+P_M8JV1ZC9*:=ZJOI7(\)#39-47%9A"77HA)L1*8N_M8_30=ZA?C)B1092B*==
M&B&K.B26WAU6_7L#LR1W,Z6GCK\7*THNQ6+*R_XK:T\$&=A_Z.6R6KK\?22_M;-)">P>_3M+.M4\%CSIPF?
%11U.Q9)8%81,4"9,JU&3;0S)=;DS2<2_I3_MX'"W\|@15\I9A?:=E99D.>Z*14Z^Y19L2+M;.0XVCE%B"+WD2CX&U'"X*
M/OZB\|MZ(4PYPRKV@7G+7#I\U;8\Q27MP2=VYL?8KU)<=J%?SD\>QF;-(FT=MDPX11L&8AK+W4^841BKYE
M\7.Z=9TZE;)\$F=%AO*HZ:Q4M9@883KL8%E<-R-AP(ZA.D^I<6\$G.9)5&@H%M)_1EY.+
_C063Q_D4+F3N\0DAL\!S_PMN+GL*0K(M5A1?>A<,DW\!VTY\$7_MG<#CY&X:<
\$Y3HD2H8&E8(0CIZQ\!)XV&Q?")@)\I+V\K&4,7*++Y7_#M_G>Z\I6DWVG=5H1A7\$AY=,@D.T;&+;)/@EA1Q2@Y5,YI
_74T\$!(\N)LEUP(QI_M%X<:C&FFA"2GV0.8)\$RB3N/5E2I_9HOC"7WX3R4\,E2K_L<.&AY\$FV\=L22
M;@8\$IX=5%KXRP\A8"+)>WYP".2L:CK\$X#(X3U\N\J408_P%2@3E&?(BRM9SN_MH9L#TO?22P68%"2N-
7AE\$#>|F#1HGL:W)&I;!(9>@P7P\@5X_T95.Y"6S"C6_M6.PE2)\J7\,00)QE\MD*K<-P4Z_P\BKA,HI\6U@(@D)("I="O
25O\>|!E\TX3M_14=0IY\$-2+EB-\$%9372XG<_FNJ\^C*_MA\FH\U6?S%F4_#IE_M28D2&V\<1@HXR\|
(\FTL=P)\@PJARGY=AX4XJ-V#5V,E57EAUP>CD?"VF1L@W_M)%BP0E4U14:#13S:Y55,9P\HKJ6%J3"C
=Z=\$\^WJV2>KUXL\2@TZ5NIR"PLL096#D))-6%@(M\)/0:BR3Y9VJ5-
J7\CHE@ICK&FT\$5RC@U9.LDF\$R5#N\JUA8(L\Y^H^D1\,T_M16:D4+_J\J3&GH>+|\@.U^G;#X_M0C2A;
5K^8HRZ)Q>^V@5\$4Z0)FPMDDQ\|W@S)G^CD\H^_M_C3_L%:=#VC;PO2\$7@417#|H+MZOEFF^Y_5LHCE\J+-P#-
F9:08=/4)_M2U*B:%6_M\LMDFG.%/_.'#2P4_-H.6I\$LO\$LEV%?_*Q\@GP2):S_QD3_M\:"F)4?
\$PTT&66,A16MSRR\|XM&3MY02WB.P=+Z5F\$7_/2H;#!:NKN"._IVU_MP&-4DF9GT36);0"N6*\$I4"3RE"BS%7-K.52?
\$^/OTDS:8\G\X(AU@:6^M3<@_M;)/_2PMQ(WM^H&"K<""Z&\$T7\|E0\5O<==N.;%*8\;M)4_IP03,%3'_M<@>
|TAT43.QUC^U0/A%|\^*9-IFM\$,ID8XGP%&S;)_0+772+L/E2\;S\O)3_M"7_U.8_I&9WF%@H\$NR@J^9P1_T
*.@FY8\$LY6/%E8Z&#XRO&"W258_MGS'#0-'PEE7<:2/=1HD#DSN#9P+_.1D6;PH)EU4U@-<#9-9O>M0?9&LC
MJ5\$UH^6^&C&=X\$FIPV-7BT\|2&J8^:0N_\$G*30%1T#140\<>N\$ZRI_RP_M>#IX^F"";30Q7(#TRD7FQ\|UJ>S?N
O;_!@W_U4,M%89#<0E\$(J28\MOH+2_M_!WA\$-V?R@^""OR_3^MPA_-XM2B"D)HL0;YA+8^34X%22+Y_MJ;O%8-
^QB:DS4.@21_5(\$\$*@\$?A.Z);3-2\$L_U)DUI^F\LG-K\$BK9_MZZE\|9S7UBRQIP1_*G\$Y*P68?#(=-@90,P-
I_#^TS,O^PE*^<N;N@&4PHX.E_M?G&7.G=_.Y8%2&N6&:T5Z\$!K^_PKIU&_AV_2HY-HIW1<_WJ\;V&!P.%7L&2&
M'\R1FMU+#+N>_MK0*_Z8,@A+_MUY;_%ODM02Q>Y?_?4VBV7@C,+@(:NC@8^AL^O\!P@/F>1^DL+^R++\$%
(QM2_#B&\M&5SU4+)_O).NWJ\ID:|B=C*_P_K\$N5CEK_A(CIEEUQ2\6_O8L^F)\QM_B3+_MOD%AJ0_L3@J5>PI\H;4P-
TM%C3WZ\;M9ECT+IX^E%6.=H*BR#%7@X))KRK(+2S<3-K*12P<".1^M8N(1_I^V^\$R;A<X*9);_C_WVHV")MI+)\$\$/
_3&*P^H2O!%_CA&MKL\@PUTLMB\$J7@*IY3;A4R>)_RW\$4;_#/\T_MECK^CAT6X3M&-3)K+_H5JNP\!SB6^BXL<@
OXX2U^R=YN3(BO+V6\>R:Q1@_MMY;-I2+FJ+V2C>UW_K14\|@^CIS0;0<\$E@J@DUH6&<|MV%&AIA(X.B2;)
M^A0&+X^N.U@)_.91%NV1-A^1JLT_VM(#?2001QF>P99@N^T7WUQI5EGTF\A\I
M"%G9BNFR^5@#8',O4N(S0.M%1SNT5VHD2_A-SKP(RP("A8;M_..B'6L@WX_M_/A\6"19&^IY0\SB&N^UP<+,6+(P"Z
A\$5ZO>+H8\$4_MV\+D8^39KS

8BT58-106=Y>|7>F)%F7324.H^#^F#(GP0DE\3TM

L\5W=>^B@DJB.9;_G)FU9A:P25K(+XO1E#;SNQ5@'YANDAT_!F.IJ25>H59APT\$|2P:A&22%;R\LD@VH;O3\;R\I
M1(F2TP7W&CH\J3P\@IV^5;)C#*(HDYL "847BO\DO/Z*!N<_2=@\$8)&XE_M+;2SRHS"DP-B\&V_!0\$6?
T\$!&2L='Q9:|@)@R40%^NQ\|DX\|+*=;LEHTQ"<=M;|!*%N(+>YJ\!S*0B25O2@RBB>#K8#X848NR^V-34L7D)7NE
#SI#IZ\."/K_MX4FE-8XP?@.2#60%A%)@>J\$1+BZN#0B^8G7!
&@)D@50+1J8*EAQ.SP;@OQMR(O\O)L59"&4"153\$X\1\GVOTZDP0\G>QY>#;R^""90RV%
M966X99\|5T<23>2R\#E8Y0RO#M\IC?;_P8H6P3)@(:PH(+O&P_@&)*B2(8
ML0%\C_**U2+04^7FB3Q8&BX&\1110B/8+2K72^5X\%&"7C1@*4479%K)4B_M\S5\3K,BR*3E).H_\$X&JE2@_W-
4B.SPQ*18+C<@K@%L_K-SH+USTB_L_MH2VXI9=4LL4Y5\&8:"%*Z7)\$\|_E+^E-2><."+FXZJ0\|M_(!2VOQFDDV7*?
EJ\DZ<\$|U7-IL^3/2%("R;5XKURP&K#;|2P_*IY_K\@ZN\;E-T^|9H2<=#2N;_K6;&'#&&_M\>YV^I\2IS\|P0X_V7C_@
FC0^_R\Z7<29(N^OO+|<F**_7#%#QNE2\6(KU_8\&U9YSBWB^_M6\$H^G*|<_E#^B3D,RCKB6AW";0J>K0^IL@2#4;
(CPSDD)Q\|VK8&(1F2AR-5_M(\$X&_5@XAA0&0#>&."I;^F&7B@BYUQR)MLE*0\F\$Q@BP0WH&(H>|=HFI"
MC=0\PIE;"Z8:P+&N_-A=>>A.#_4S_-!;(L.D59PPH1>*U_M_("GF-IB;%_0%1%_NY^_2^L/MM(FLG\W;O;_1"%GP7=
1M8\UHAUL&\$0%6^_M2Q9(YKQ"!.*ZOO>K;UV.FH4P=C)F@GV+_?V_P2#0>?;6!_"S@KB900
MY\$3,9KPPSGI&XPG0_JP,D^L0*DD_"V9UV:CS3Z^1H1E&SWE_MJA_9M4HR!"<3U:V)\IHES1KF#W0RQ%@4GD,CZ(@|B
E(QPI#D9+C^_7_JMAGZ#_D^HAB\$JMY9)SD7_O\<FQ3AL%+(YI3;_\$C4_S\3^6L@XV_7H-MAHQ_?JD;
9D1BT0\$MD+GGKL@X\+LW\8LEI^O0E@I9%04_KUWC/5\1/M^I_ME."2TGS#86(.VP>LLK;@P?>2+!\$M^V5^
M8@PXF7(B^!FMJ_!(M\$.O\$)P_M.H@\$OL);ML73_Y#/_!+T+.DVARK\QX.9&5BKK%7SEW\T@>O/>\$P7G(J;PQ_M_H)
90LOA*1KXOKLXA\$)<\$\!3+.25@62^PSNK0.4_)T5;#_I=Z\$87H
M^\$X^>=9M*&N;PV=+_Q_U357^O:CGZGFG\|W5Z(7\;16SOO_-#9\^S^6RT_MBW=\$H=WT1_6U;/33?
T2\UY<^9*+V5>D?F^\$AIT_XR\|!%Z_I=|SBLCN+7ZE/_W/9E-W3\T:A_#N_I-W(=CN?>|NY&VD<_MY<+VQOIB#?
I_8^N^&Z_VOIYU1A\ZS\N7@PB^CJP%Y/G?9T0X?K=L^E_M<1H6=^=Z8%#?.V%TMLZ(U37VO9&L(;?CPY\#IY6)Z?
HPI?#TV\#TZJ;_WU<^_!^8_I_X^?E^I\;FMN;3DV\CHW)*MS1%#R3HORQ<_S\I-
I7;W>;-340RNR\).9M\$%WGHRTQWNQC3;Y?@O>Q^CIOM5<_SI7_P_X7_GNFI\WO?H^8YKZ^Q_-R+VE_MHB*L,R\$|S?
Y%-6W_(9#;M^1=4\$EBMR_-?2>@U6K@*;&>=LLV@%IDR\J^HV_M^<(L;/MN_K5MNYNVH\A2=GDI(UV\$=I1
MW/S8N,E_I@C&_G+'SCT\3O(#KF_'(O3)+<)K=3#"FMP1*<=<<^FK#LZ^EY@=M@61Q%*XIX?W^V_I@3+O?A;+_F
\$G@2_DAW\^J(#1_ZC\Z\O=YWM=OLCU_VME)-?6*W^|W\SX_LK4ZP%UWH_K^I_L?
3P\^OO_OZN\|A^_H6^WS^>+_Y_M=%J^E=@9)Z^5D15AU_K(AX&5Y5Q^>J^T\|J^I8GY>VY_Z;T_PR_8RWB_0-MT-
9X<6U=C_V^Q>=%K\W7O^CAQQ_7X12>;L4M?%K+L>\$<|C@8G*L=9ZY_M)SS8<%3FJ<<."ZR4U+Q\VOQ@>Y/
L^N+X.1MSIQ_VCD\;5^M6W%5XW>OL_MK@D;0\H^F@;=#N\IV_B^WO\?FT!^_MU&-3;MJTEK^W-
QP6P@N1A#YUA\@E#IQ\|_V_>7AR_/%U=7CT9F=EDKK3PDI?Z9X)HEX>?+_5+5+5_MU4_5X)*=*CNLAA?
1YZ\XH>KTJLYH6/FS.G+YJF\LP=BG1\$>>AQ-GD(PWH&K3C^I_Y_!%A_X.XP7%GRU_M^/_9U_(C?%C^8?

U+9IAOI2"JW=GGIV^="=X79NR:/DW2"TORX:WDI\MJF M.)N?IM|=6!^WVP&*MYFIG.IT!32+Q
MWA(WH(4"D1L:8&DCLBH7\$EI%D:O:2&.FC*=24.97C H.-6MOU+=.HOX5C.WAL2J/ZCZHLXJ/IGRB0ML'NO
MGLQ:TJFYJ@9J<@>?::S9_W05RLVZ8V:E.P=GT8Z>7ASL>=DYWJX/RBV_^>M)Y-
MB(3IK2JH_L.C6(OPV7X_LI(SQZ)6C1.K\$/(K6YR2U^OD7"
M8RU9D%HTHW#W0QC\$X7#ZU_M+Y)YA#@XOA5!F)Q#0^&XPLXM2N^ZHY:<)7# M49N"*OM?8F-
)M17<4B=T1,F",D7.XIZDOF<>WR_"LL*"B(8G_+MR7<[BC&I_UIFH05*MV%LN>'5(UC@<=O^W'KB::NZ:'7.R^EY
MY_N4BP(>N?"=JOX+?IOKEB&7X/U&5!5+X\$5JLP+2[A.66%IZ*9DY_^X2?W?
M_Z8I470#:.A2I|>*LWYLE<IRNX#2[X^S!5780+!:#B+MMA,HU%:G%KS&7I",D M5D%X@XQT
7&:9ZQ2K5!N7N23X<%1U0=D2W#?6"FF@%I4G[K8)7RS(+&(XA M-IC,1Y4:P*DI?
1>.:7&!)0^Y_VI3C_Q!SS(#QE8V118I3'.PIQ^|I^..7?^MCT/'S:_Q?YQB9_#N)F_HTT+O:60RX!G5\$'WCQ)9HF#&*J+16
XSEDMHWX% MJZA#?X2^=^*RD9:SN?2!/??:MV+:R#_!HAL:WO3!9X4FH_%3MG:XO:JMDWB|N)3!Z:JG?
JY<^I3O[KIGP]!Y6 MXN:0_VI?2L.W7%GX^U%IQRV>6X+L:.\$OI>O/*M^UP^%I5R://8&R MTY.=^MC:BSCY?
@Y*L6SR4C:Y:)K46'S_::S_*)7P:2_WZHAT=>S^+ MOMJ*5RN+YN>_O2U@KWT>5)
(C!D^41I3Y4C.C=95;N1*A(I3AR9F@I?74U M\$C:B;DVT)^J_#6_1JB7"W@9>P-H+.#I"B,X=2D,B2.>1.,HZS6A,45'Z
M5%Z8_O0\$G00\$_8^"PH#/#D,N?*<@>>1ZM0CC)PT%S/U\$N%,ZM!M"@P.MIGJC+J^8RZ!,6F71%,K:U=8PV^MD\$-
Y8Z!["U:KX53POTO#J=65I MH7I)S0Z8\$MXW2T/4)#?27I5/I7.?V>7/P_KI=1+I(1Y7I5;#?ASNW598^M_1N:VS
^O"JZ)&2-H_XR7.OLM*2JFK:%R@=IU_)^T>#A=4OZ"&M/OJ\$U:-(4GW>&8T
M!V(7I'O0IV5EW_U>15#WZO*%KJMKZ;WJ1K7(1IW6\$^_#5Z-C\?P3HY% M!K&A?-XTKNZ.D&GU
M2%#B*4LAYMDH>>8:UT@;&U_GLA0QZ9T53EQN59Y::8E8IJ34\$;^#F@0I MV9+0^N-@H#15ET@)%:6>X^T!M>
LHURXV4K8#HTXPO#<+W>J@HLO!M^YAHZT SE89?W8.GG3/E>?I_VOHL9RSM@I<5Z:2&F3JNV%*G9N1:2HKW
M;EMA_3+9F|WMWC?>A51;M+ M&XG>T?>6&HPL<= 1(=@+14SJ>|_@V21^GF-#.2AT9AM*#-R-7G_N#I#;:&%^DTU
MV/CIFYH,,IR_&?C:4J?9U*W"@MKR(?I JS?B>D_E+=^JC#&="2V;T64+=^8
MPB&W=^I)V*TKVY&MLU;HFM2WPF'E5WYI05^402A!429B6;D>*I|LP;V8Z%_D^B_^OW_
MYH@E7FEP_S>@A"E+9^=PKIA?YMIKH="BQAZ>./0VMB3_/MV10I/MV8IH)V7FU_GX,52I?IU./OY.DD^!
MRLF4Y00&!O8!;ZW_/#OW;@T?#8J@?+|N2XY92.L+Y/Z=F>|IAN3MG*K?WS_MFX=I/4VM+74-SSR
9TE=AN84S/HGITNZ0Q9) M&5!JHZH|F3TCD7D6JX2OGJGU?6I;=4N|K6HFIOL(-F(8UPGK:'JO^?LQ;
MPUE@K8QU*W=VU:"3L?C46VWU?U_SNP%FTU;^I1U8'(RIKBBF_&QPE5_MWGKZF3U_1%I.K2<>Q:??S M#
Q-9JFI22ZN+NX%WJU'0!4;Y18KEY#;8*:68UPF!@)YI4^9+V>22LFL ML\$|BKB@AFA(E*118,M<|C;&|H?U"Q=
<_0\$9JX_SXMJW.M.OO|W3S5C#U^ M&^_|YV"H_H"-VS#I;G*/3KQ>5;^Q8./2L%%1V7\$>8J)H@3RI_.0CJ&4^\$F:"E
MNXZ-1/(8A-18=#0A'IQ_OAF&1)14_4_F+FFCV^AXI.Y>='RMC'EMC&D+_.X8_MUOVHJZ02A39VV%I^>7HOZL0Z#?
M=A':2IWX#87.8I)9S5&\$!7EO+W2&%UW|?3>_>KWI-D5=3RHJ9I?;*+_QD/M1YWT??:^J,HJL+>17/2'MX=Q-
QIY4N|&ABXI^N^/8_(WW.TA#85_/KK+I#_MTS_S89U=*O2IFCN|J<^2QG9P33+_.+L)637I=G.U^I@%)NLIU7X?3N;J
M5X_Y9TC.AW3EX.<L"7GM\$|TK^E3VJ)Z\$Z>#0#)E|ZP/WA=?;SE-BR&7I_MIS.\$OP-U7I&_.E\$X_D)?S?
M)OB/L:TI?W4IYXG!6(4S^L(%_XYPM6")2JP_M50>#Z?J_J_Y2.#RG\$W|WQI#7@ZS_&H&Z^N*FGZHWDU-U_0\$5NT:-
JPKU_YMIE=HNS(>R^XENJ^Q;8^MZE>8IT#;L18.780=3CW2+>Q*W5_?ML1%?
MLV/%\$B3X:AI4#>8+LO'5|T'U%_W\$%3_T1'L4V_..C"J#NNQB73OW66BVF%O_M\$B8#P^3&I?%7=^JN\$DVQJ2;
'C/S07++>#7?H-UHPIW4=L+4K:F=X&|69*?Z MO6?H9-S;K-W#<9V)A'LLDOEWAR'Q!Q#F^_Q19Q|I8I(==
5:Q:6A_!@ZK?^G6'_M_JM"?4;X0=VR72V2.\$J_.E&AVV9^U_0<\$-8@6F6@A3OG_>0IC*|2>#>;_O MRW-/#GNPREBI?^I?
#EI5W"JXM5+<:D7^=L&M3IYVP:>+GX9G,8IN&VU0M#Z_MVV1)U4FIDS|?
POPO(U^MM)34!!H8)"C|L@45"H%2ATS7HZLZT_HFO64UVE_M/Q%\$S5>
|F%F_"T8UE%|M5<=_&O<&7TO=E1:L)4BF"P(U@H\$W884I?_M8W
M98=GU3M8VX_H5;&D@DG+PR1=,FY,.FR^ZG7G45^+!/>4Y6XZ3IM^+I2 MP.4A&V3:"Z;RWXWWNNO_L_@D>?
T\$W5Y1Z15/H#|UX_00^@26"/P_EPXN M^|JK_BZ4_UVN9*IAS=LWEZNI+;_IF%WX>=VL;Z_6T9^R;MR_)H/L;AN'OI
MDK!@7L&|VTO;867US|^PD|V*=_Y;Y^G5%=_%AC|ORB_LWP,G^X(MY.*>
MR|742|/"VNI@:3;X|KUC:N/OX|V@S^B*/J8V?X1T&^@Z/NTJC|1WN10>> MPS6C0;|
(K)'A8M#W:60/7I/DH)VZ3BPOH0:\$#Y=+*)?)YQ\$M^*K)_Y;I5_M.T%+I|Z!)_GVYW80K%ND+IR
M8XCL5_SPR=6T.3AQ0PJ9E_Q@YJ6D_\$?AITAGH2M;^H.5BOC^3AW/J-Y_MES\$NXCWXI2I%3G"
I>_..U2;CVEJW\$GTXT%GU(F3^?OPHWSM0_*/I0X* PQ(N14)-EI?AI? MI^N|IU.?
YIA82J*JIP3>3M=2O7I16XE7R_E"BH4!"@4!"@8L/V+X(AD&* M8_&\$S>J|SX^"WGFY|42IAZ^5DDODAID?
Y5Y1ZN<_Z2.CP#_RF1=I%2W_MWRX4*2I27J2(2F7G^*WLX|KK*9HMQ9NN5,=3)I99+K(I_-DNA6EMNWGOTN9
M'L)O|6A5AQO)Y=.*I)=?IPDWYE?..DG16=^GU=QA?MI7(CU_YM)X|>_V;H M=OH6FYW3*(5EN^C#^AQ/?T7:Z?
LYG+E*,RY>A)>KY^6L/#-3IL?SRM#JLZ MG9+L5>|C_/_WASNOZI.CIX=?_QM_3P^&A-YFTO#-|11^GH%*Y.8K9IW
M=/KQ\|^VW|>GAQ_?T2(F;);X+5PSR?WNUVE=OT>XN.|&C_H>^IP=OJS?" M1V/CDXF/YTBSEYU>
M1I_HYBKHUU7YN;%Z=|YJ>I?^J^V|*C*^TGSM\$29HT44^I?B/MJ)T%YG4M)Q"4"%HJ03=,R#.#6?
_YP%@>4I3_\$KU?T^+Y|<9+W9L5|F%+0% M)I#?%U+>1+@Y/KO|Z0+^XFX8U+9'LY<|EFI3^/_7W?
5B|JZWV|W85|* MKQ=>OXO7ZOT:2A=4?J5=5&_I.BI?Q<^33G%N/7EMUFD;)*=)0/FI#^UBO""
MIDUD#;-6%L1EB(L15BV5CMOT^N^I'&7H\$0+*%W/W^M^TQOSM@D4/WQ:8I*9H MI2(@-PC(C8U+BH
TN2\$M8IXB5T7QM(CZ1BN+9I@SIBN>7F^=I#O)GK8@N1O M<1-O2%>X:9V/"=X|=|
I):7OZ,7Z)O7&L7N:L|5|=1^|M7LCEH"W5|^RUV|7 MN3^?^VUT_GN#9|KVQ5!_I7R#8^RI&JBZ)*1.I7SWR26AM7
\$41,8XM(Y9#7# M2%*A#;8!|1>5/6W?|MIS.5_?SY9SS"-5"&6E\$><\$8LTMAQA'IQUGB29Y(NJ
M9IAP>_A^FSMQ>Y4VMX^N=U:W%8Q^IU1F=OOD,@/X.OOGN.-4*4\$0TEG8\$M2
M(Q>20XP8@36EUJDY8"-6.;R10|HGBKBF!FDO!=+.*4YR&H_@\$.*"VOAQ? M@*T VR+1A0@F:(4!<"W;+%%9(PV2
@O?:24:S<!)1AE:2UR-%D\$/#2.\$'<<2AY% M;3BC3E@AXW5H"-9 TXL\$DPY<\$8=1X89@|PRQ@BC9#2N3=#&C-
YR+L19/G| MN;K%IW:2-H>?"/2#/@!CIRD:2"VV^OSMC7CWB.U*J_^Y_V;PQQ;(^05OFN^I?6L_2;)HK|B|&>YES+>5
M0WAT|CQ\$!)COU+;U.A_GO?AU/^<_F8#<_Z7^ATZZ&W>^5BJH^UR:3WQI6_M7\$<I9W-P-
AR_)&D|P%BFY(Q#BEF>| 266L^4661HZ|ULI|QH.6J8F|_9-6V^R:9O#Y:1,3?5EMZMHT2"+ N=KO-W74,M%)HZ|I
U_*N=|>"B|392V(NV^ZD>^I'DF/7(;)IKNYQ!!D<?P@GE+)|BZLF_M0JQ3P0<-IMM,I^F>6P-.3&JR)9KL;5FI
)FWRZC<6%U%(@QUBB@%L,4&1 M3H@JJSU7&HE0B-M1#8_6Z4-TAHS=H&M33I=YIN\$\$(RCU@Y):ACB@FEDC4Z(
MZLBQBXQ|J9N(DRX=MI00!;6E|\$+;&WRZ38.6Y)::|5)"_+(QXQ1T9\$C_Q
M\$A=!"OE)\$R^IY<_6W'8GL22IKBK4>1K|60|^_OEF>VL|S\$V4\$#SY!PB_4GMK1_#H_C M<B:K2F5MNV7=P6NMOTH-
Q2N\$L/>=DM1\$CE8X"5#6H+5G21+/.9 L_--Q#A7 M^E=2%KA:7QXO^+)|H|@IG_K2;9_<^W-
HL+#!L1H1=,XOP^KA15PRS")QSM7B%=IV MJY2I2WKFEJF.??8R!;=2XA|@79WA:% '(40*=<3\$J5I"@C|D(,"
MV")#A4\$|^>4-G/50H_7RZS=WABVZ_P"DDY^U^N*\$YA&ZDD MO^X:38A:\$9AD:4-4=6\$R/MW^W.(@/U>4-
P6GUI>Y"WIMNDV#EU42\$9C MS!4T\$2.>Y#I9"BR*GFG_Z^SW4J6B32N1KH(EN?)E5LK&T_R@T%I98B,D) M@!H!?
IVV#;FF&6)61BVP_W=O#J@6"7&N^CXMM_%E'S.5<4VW|H5PI/HD(V6 MLJ)#?JIB,ER|/K
L@B&JZ0*66LLN.W)*LL\$EX\$V\$4^G^+7U"BYU;,&J|MCW)#,8I)
<_@Q88A&_8YC6#GNJ@1HYI)YZ00P34I2RP851B|Q!&W|72:OZHE_MFAGB(U+2_@19B9\$U7"\$I(4L*)"
(P7BRXI2BFFUW4>YH1BE%<>21(*M#4X_->EY/D,FB;M^..)=(@LV!4^Z.^)3-R,5^Z&(>CP=B/QH-9^O^Z"P.

MJC19.0;XNS X'NSD4'^GO;ZTL5>A.IY5;T;ZHIB)Z(MBU\$U'<[H9J=\\%K\\(\\+?S_U;Z^~7C8\\V>N6K"41?4S:(FJT0CS
'V!^~@VHS_M1F/%@P0KO(EHZ\$\\(OKPXP0YPY_#3?5=LRU.1=[#@_MY)(*L^~<0P9\\YY#9F*"GD!7@+\\!#X&*!5.(AH:D9&1
E"2~"Q2"5"%M5!).*=M M\$R'9QH'R;GOX<!)QG8PZ)\\B08IVN:14\\LF!B<>=149@C3#5AD?MC:;!SE0:+Q&j7!(KD-
6/%,"R& M8<'@H&+MS^!7& I/0I6:~0=_*2%<,AA8B2XR!+!0Q<!)#"\\! S\$2VPDL#\$8
MN!1TX78#ZQ\$YO@BYOX7@151^?YI%ZY>TAR6';+3Z!2:E6!<20B"L6.\$
MHN!R+#+09@ASH#22#=#E(+G8.K3<1/+V7ML!;UIR!H3+!+6#%W@:I-/MM_DR-Z.YY@ADY)"G:-
K#81146)YY')AL80+0^NY+8WQUIKABYPM7)DEAB\$+0Q>X*J?;(KCR MT5C&' HR!5 !F/DE"
H2H<=,9PP'IJ(&"X1KK;=NFHX)?&HH/\$;9FPYX2_M#;Q+_V>1P&E"YJO=^JBG-.0WB?6PC?F57U_0%W?
3V0X@7(*,~^1N)+F%L0NY M&TEN8>Q"ID:26QA!"@M+<16Y>4<9E;PI&LXJPD.VQT.&!;XUNKZ3+F%);-) MYTM%(7-
")Z0SI>3#JOHHS+>|\$.2)V9".1VP.^KW^K.(6E!)=IO5='UW<+;
M(3\$%#PL>/B>+4BZ%CO<.1ZRW"^^>HR\$R'BH\$IB&>1YM=\$(\$ ^8A#HUT#%L^'C)1\\' #)*;@
M8<#Y_27^27.68V8!@>88T^GTPH=7YEB893SS5H6R2I9_1X6?IG.NGVNT.TD M1Z5\$;M=
(P(HF>IKF2\$DGOJ1"7F=+FB6%+<&V41\$DD0C.IH=[%(ZQ>0L^8_MRB0U<29S)'E1@XR9"D6.2YW8.(5+OC!_SQ1^+
M14,+9A6N+IBUA.?:.&81P)ADP=%.GH+-%#E&6NB\$&*&=J'6>5T6X19SE*&8W!L=. 688\$Y+R4R\$FNJ-6>.-.%
(U=JR,6NSKEA* M\$FAI(XDWE\\JHKGIQ5***B\\I8Z;*XX5T65W-'EB(G3BJ&E\$H:<9(L,IHP9(@- M*5F^9L;H-00ZZ,
5=QQB9*;7IEUO3_VNUKY%A2#_H\$%PA>2PB60AI&!48V
M9CC%4H.OD=Z)0V.16F53XTT&5LI!&I?/ \$"P06""P2O)00IGI"0Q"/%4D)< M*8)R6
9YQG2(CA(1YRJK\$FJ8C+~YD%PF>_ [M/F^_1)G+^JMJ+>6JC=P\$FC, M\$S_9DN!A.*;0I!AF&'8E0Z8B\$-
P&P3<>^5H>126EYM'OJ6.X.D.YI_U;(Y M>=HEL'R#;Z.!!;CJL.S@^~^HG@!!.>65#/#K=;JV>&JUTDG++*YW61Q\\4C"L8
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MG2LQ.M\$H-88(CAPL!5A"P>?E!6YA*RO";7FP>Z)1EY42\$ZBJ/+OAMU0G)) M/EZ62J!-\$M.Z(I=-
SZG4GN8H/WTK3;S1NQ!OKMEK@+99PQ%9%RH(4X=B+' M4#32Q
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MY#!) GKG%-B>&GQP)P0RU%FK%"-SCGB"!6K6_Q;'SB;9&7#25J\$!@T'AA^9_M=7TCZ!U'B#<9MS>2-
CCL_JO+^B+N^EL!|ZNI@+>N6M.;F'L0NY&DEL8NY"! MD>06QMX"&8'L;*CT:#CQB.;?=11 M'P3I_+R?JGW?
XSUN^#.SJH^~7VU6JR?JMRBOJEAQY<<@T6O.Y=-IUY%_D [H&4)HR!0BJS/= KP8PPG(SN^P^T?QX^<A0
M^!VN'0SKCUS>_..K_!TGGM^O\$+@+@!UYO";_78%@=V3PWF20=D!5&(2RZ1 M3=(A\$K@.6#G#&XB0?
XY@0T78%M?CB_5H!MH<I?VA%OC4)82X.XC@%I30)B_M.(@)X4<9XF.N^7"2S_1F!#6|HNINUYO@";
786I&F3K4325NP^RBXMC%EOPY< M6^UHY6.&"(^<91=%@Q3@#FJHL)6XZ%;H5!1B66*A?I/!BAQ=H M.R.T&:
(D\$S@B^&A\$G(O;(\\#R-B40I!4.3H!4U\$3E<*,62)#9D*M!5H*!#6
M1FBSEE)/6"95@!MBH")S!#5F9L4V#1.>D1B2)JS6BP3"XC>MHL5);X.70I?;P%4M_G)+SY#2.Z3DOI=4
M@Z6F!D019+(\$ (R\$919SZA"OF!|DN8U*2.N/FLJB>/(AS_XOM='DX.3_IHXS MG%P).!Q0PEXM\$(Y+SCB&LNDf:8
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/7+'CV'5'X^&(JL+G=IGTMJC \$DA=P)+8Q=R-U(<@MC%W(W MDMS"V%M;FGM45HE+SUDA2RC-
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MQ#SE.'10\$=")70B:(W06+BB5%G>4F+P0_&W+I@ESKR^X%\$#;Y=IL^X\$ MEQA'Q&Q(B(M@D^<(938HSA;/SI%
L(LTYR@U%+B!535@S_M1&E.J.;1(LI>)&\$82T\$IX;S)M+GPNY_YRY"ILTK?C*(^BOI8COK0GE+-M#44!?'#\$DR=
(*TV1ID1YP)69\$YI!A_G(K@XK.2.K#\$H.2JX_S5N!L?1F^P-DFGVISM=^: M<&L20<)2@#/G!7(*4^1HLHS(7/H)=!?
28%AR%7!6>F2L<7.1-ODTVU^? W@_M&55Y7HV_O'&1A9&OZ90"141";U7%OT!F.5JX"\$S\$JTLK2M^ZXJ26UURJPNY
MA;W_2WC_S"V(7S1A:X++8#H+;>M)6^~!0EN;20!66AK
M.VV%/I>;MM+W854.Q)O^<%3U4S6(7V)O'\$L&IAK=\$9;!\$0W=CA.12PY#1!83
MBKB7&!FM.,+2,\$V\$EYS.3<2503H9L\$%)HZXHA\$9A15*,401|L>LOWXIO@^~MMI>SB_"_94?IS14_6#BIB\\V
B=UOL6_HR#?F9M30G=V_(!+8);+3W*~EM_ MU4!Q(+F6\$G).*)D#RJ1B#LDI+4BYQ1?1VW!;<"I^C!+-.;!&
<\$X!^97B64S2!*\\W3Q6P_9"14_!X!@7T63K)%T%4W2D"!IGB6F@.@;+VL2_MX4&3).IS6&Z;5!;AQ#G.MBXIAB6'H4P6
&M!@D0"Q&\$=\$Z8<%8P&*N3GJEL%7ZUJPOBQ9<&MAG#+!1=CM!3YZ;!QU#\$B(T_FEE.J)#"1S6'6XD18K!#2@;
FX(MRFVXD5=4.(TTP+V!1+<>MD@&YJAD?1G?CXY^JU&+Z0M\$E;R1>1903)MSS.?\$T7!H/&@?1!2!OV3+
(X&Q*K_M2#<6X"N2.0A)2M_&ENM;J'6TWUTL8_6V#KHNY_WLV2&2%"_";T=EH.; MYIEK^B)H-
L8A^V.7#J#G\$H&!4&C2S"!1YXY>VC.YJM_8!7*"M0ME_8DD?J_M)5A?C%&7!W0Q.D\$&Q!W7G)(^OO<6
"CN\$!1G'@EHX+/&_10IEDVQIAR.6IA MY_IHKQ3*RD2_8H*U!R@+;C46AF1*.1(1XP@CD-"SH-U9;225A-*;.#SKF.R
M.D2.O.&5@';G#U)42*!.P46G,+A>7%KVTVPD@JYJC#DWV,O#FRWCD:_.JM#\$<#8.DOI29IG42LZ).F.NLE4(IAF+
&\$S?_"BF\$>61!"*.%MLQ%%9^\$S*GJD@^;@X9/(B\$!|EZN8H=7"KX;2KE_2P=0PAX)Q>0Y63L<6
MN4U\$^YCR(8I=PS7Z%LNQVUCQ> MH*Q_V2)0)D.RDDB"E_!<6K^DL#4&3A/\$\$SAR)+34HQP5IYE_6W&KM"
2>0.3"~+?%Q%~F MD.9"D3H989FR2'GP'SGC"ADE%"(B29<"%T8\\RB2FBW'K5DH\$OZVKAOK'Q^P_MZOK?"R!AU
+DE^O+>2.Q!^6EG@6*~MS&W?^YKYI^O\$7P0&*V"173@;9IS MN!/#"NK^C.;S.(S_78<8#UU&F/(W%?
..QW.R\$S;14Z/=OS?2C@<2=(G M#7=FNJUZ(ILK!YW\\W2^5+YKAR.0%_9S1+U^B+.WPRGDEZ?K^!_.!7!16PQ
M=>_W%#J#6\$0%+IQ!?-I!"YWA1==^WVO!EW8D.?7!IRCNA.%C6_94!^!3_C
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N9_LR8\$IV*BY!FRZX'_)RS!VDO_M3WZ=)KK=T.CE/GQ!/_VW!>GAQ_?%T='KUY\$K(UO+;K4+>*0ZGMH4N=!.FJ
MDOCT_!_H!=-Z.(RH14=VM/!V/3@!25F^_CMP=)Y.23H!2'H=SH^_M.86_?
CLX.CVICM_!2|H^_CPG_"^PW!>9.X!_NV@>OG^_.3DU3.ONFBO_!4W68UY*U(RP^OQV!I=023|MS_MIDT>13#>P7^9?
0#K.FLOAG%W&.(\\3"9f4+MY\$V^~!7UW(\$OG6"=;J=T?=? MV=>02_J8\$!P";!7ZZJHBEA\$JWJRRV?
(SN,DP4^!OBZ!TLY4J>5&@J^Y& MICLR?03CZPYOQ+FGC6+3ZQ5Q\$W\$32+J>KR(+\$Q/EZXI/M2^~UPNMW!?
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HIKS@3".RLFG\$%JFY2VI8D9JB68J.%_U2-\$N1FJ)9VN3W=-.B MH-U%\$D_(GC^*HZK3!_WS6+WLIH?#5_?
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M.;>I!UJH9MOVJI_3RTIR@/C<&3_L(I(CAQ)_G'B\$G*&8!1)HDS(&&.&.&).
MK&"8>X>AST>-.35(>RF0=D8ISYD/8.X*=QGPI.OXD0/K3S^DI-0G0_\$F!_M@NDC"5A/6&!D2.(H46IP4D0)3*
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^JJK_@PB#W_O1H.-&K5O!53;DYEQUYIKCD5UO!1241!VIS M!3IQVT_V">YH^!+YVD;@U
D^OS)S;KK+F&IF7"!RY;#=-HGV!+;;FP9%@Y2".82IS4V.@T;9AYL%F^U)."GAZENW_V.L!U5T\$M!Y_M/42=-V&ZXQ
#_%!JV_-C"D!^T-8-!T+S)2OY1Y=SK;0;<4LP3"%72(&!0)9X@
M+@1Q(E'L3"/EG4"74_P++WH%I6WT_!=(JO^8ZI^B_8JVJMHK!<\$GXE(%FN, MA_O@_C"9DVL"1E)
!%K&)">SZ96=@S!32A_Z@OAH>C08=-ZY'CHV!BLOM8@_MU7IC%;!RX*7!2!7E=+M*0G2;D0(P^C7D2_#V(LP-
E*90+@T:=DIW8WB!/_G_M;K<4B\$M^=T'D@LC+Z(4J+;;2(9E80IQ\$A!0&Y2^OC\$3B0IEITCOD(+>ON

MLUBP!2!+7K;7@HV81BT\$BB&"-6J=0PYCC9R@E=I<9JV5GGSV#!;E\DHNO0DPXBRH)P/(@4@:FXA)+Q;5W?2?
5Z"Q0&.!QHV!1D2PT%Z M%!G+5B/8C\Y%CX0*(4897)ST+A(L'D%T+C\$03<%&@LT%FC<6&A<35R9!;E\$ MY
&PE8.S!9A&QE*/K&7>*8(!'8W\$E1N\V@<.V5GB9;68FX#86/X.X?RZQ!; M&+N\LA*!GSX;>07UTE'U@DI?NC7G\4)
(P)=31Y-8@YA1H'S+9'(<@L!% M?RA*<@VLLN%!)>V\N\SD@<^ OH@H/O);>TU^(\@!^-=A;.\$<2_9>I"QM"
M!-=YICZVP+HEMGSTHEMH_-3-70C19LG\$G7VFGLGJR-1>NU?TVIC@8U*UO MZON+V.2FV!NT^V..O-
=1L:>'G4KT9G<1@K>IX?YXY=A K\$(*(#4..K;I M\VPD)\UGGLZN-31>8>'XN'J'0I)\ZP4%9/\^D9<(+/E1^V!QU*;- "G#
% M+*4#;_L\L-WJP@XFY!UZXQ!>APZF9O@BP#;AI.?ZOO3FLE2IV=I'I@)B(=?
MU.V9GLY7C9QN/L_0^5+5A5Z_OKBPGR/JH4.2HWX M#87.(9&Q2ZL?'S>VPN=X477?M_KUX"^X!;YV#I M411\X8:64;
L+9..WFEI:7M\6I;A9SLR'^20SB(Z9_YU.X&U_1LH?M!&5 M(V#;73L>I?>^?@'V=+/K^I G=ILV 6VIMOO52A_NO?
CEDAVFWSP!P7H#Z!;Z MP@%S)H?F2 WNPIJ \$76#4SLIG;RY?)H;E^S2'F1V/\^R_>?AR?'U!7A MT9LG(50#;
IL.=LXE;J_0M0)GZYJ@D_.@JWLXZ?A68RC830;L<6G=?1_NJO M#T\WE9OCH_>AR=3'XZ;7Y_'^8__IO^ ^WCIX<5"?
>7!P>M*BA3!H'6")>=7@4Z2+N#U!7!9N;I%ZJ-SYW<9 MI.\$9V\$Y@0/5"=0&_J!Y\I{6?Y)A\I
MW/FM3\$4!ITCC/N*;I* T.W-P4@ZB-GZD=DI>2S!8>7X!J.UYIV&IB;I@_MO(/_OL
!&777@SCIC""!0!@/MN".M0Y^>X7UO..OW2&G=KE_+X!^_Q-F83U MXQ3988K\Y;K--"5T8C3!S3V\4 MH*?-I#8YRW>=
/H8VDIA%YG?;UK14PILS;V\F1.P%6)M*3#|^LE3/HQ4PJS M%V:_CIG?1C_E=5)XO:C'@A@-
I:CJNLV!%;HIGPQMGGA(P5<I\JM(2I&41B2% M%4E9CF;^LWG@8IH9=N=9Y+%)EML_..D2HRY8!0Y;V12F-
JXLJ43%*WI>DM MO+T5!+!;06VQ&KRU>I"D^7-EA;X&NX6!;=%(K-M\$+&5!L>W@IZF_4"YK@_M>ET?7KW=OW;
9W05I1V>U=DQ/O!O_S7N?+=G;I\MO"5 M"PQ-7B4OK*(L!W%?=?WM_'B/_^MMCX11 SFB!-
*D#7<(:)T;HHG5BX7IRG MF+)'48I4XAAQS@/27F D><3;L\$0;3W/%>2"(\!VO_SKX(8I\HS=V..@E ?^T MW7%LJB+Z-
2%TU4!#E!O_RZHW?BZGJ"!90;)EQC(\H Q!+IX3@VYFA>0!^2(GE\$CO?K>2-1LR M>FZ;N3TUSM-SONV>Q?
M)Z>8@^@A<[KIO;I_H>UV^UISO47FW2I^NXB^KM(G_MQ_-95;FC)9#03I4EAJT4!J0EC\$274
(+!G\$<%;+8<2L"BH8I\B;@X%#%)K! MV2Z\ZP_>JL=NE;.=V9Y!O-RR;=RN(3B@^E8L6!;73*0R>U+XQT=
9IQ:Q6+A#;I3!@_BRG259I\HJH(F=97#M?8O?J^J^;XL*+9;C MG2J#@V!042*;A\$>SC39>SHE/NTBF:8FF\$D\$B3W+
(PQIF68>8U"DE@B6+C=C' M\$S\$!S5+X0ZTTH\$SX\$F!N;89MU%=1:>_C#(%[83]CO=GK#...A M?A!;5_F?
\$I&+8;SRH9UM\$!D-GJJY=.5DA376!H;2B1QQ;2S2FFJD5"#;\$NB5
M)\$T8UU;9/IB(I'XOU&XIVLO;C9N(Y<8MEE\HN:&R\$TQOPMR%N2LD5;H(G;PP
M\$BF7YI7C)!#5@O&1A6;XLS;1G(#5H><I\;CH*=<PN*MSE;I@E"=-H?V6ZQ MWI?+82Y!H3LUB"&<.;*0D!@TB-
8)60HA(N@)6@*IYIK)/%C";I"O..RYH4 M(H<I\;"EU@L^9);L0A3A1%%"(2@9(4PB/A(R_EH5R/I<7_:6R8;I"
MV>M2V?I\AT+I DK_74>U<WR11P=-BAOZ*0\I^I^D\W.L0H1O!QU;"IVSE30P MG31C42\$GQ\$3(1Q^IL;I
IB^ ^ ^=I8)8_MZ!_!O%#U_9&I_K!;"L;@BA;K^S7Q)K">Y0XR)>Q;I8T+;-"11L50IYKDK&_9;)@")AVOAD MI9-W0JM
MN_XNVA=-+<1*IH;.@97!TNHJKKK1#F-5BR!DS3;YS+5=\$V MB%I1*WD.U0%\$49Q\$R;RI22^SX+X;=-ZG'X?
MOCH&VY1>66*0>'U8B)O_/FN.98Y9Y/#SB\$=?\$"<8L REW%)XNA\$TCKYN60Q M14SDE6"9V'8L*Y=(SW&)=@;V=
IG3JX2GMC-I\X?V2M!;I>I/S+I>^L\$1SKG MF7-A!;.*;&0)D0\$+%SF.3=@N\SH@T?
%IYTL;/I9GDD7JY9SS3E3<I*W="6Z4XBY%X M9UT2H8P@7.9K;YU2=E<5_9IDC%OA
EISEU%+U;T_S;J;71P3?2?0>P&_>MIX>OG6ZWJ?23ZW&+&2V\!Q@QH;W#QCDE.OA0N;I\I(C) M;I<"7L3T;I\WJ-
EYVW&KE\CG-%7I@9N MC;05+7*7%DF*)FRH_17@..06V1-.AIK)WB;C\$S=^GT&MW.-A<I((8_G8I
MA8<_A+I(/#6Y\062\B<I_9BF(M"1.LM#Q_#MBG?Z&\$;\$)<"3L9%!_L;?3\$6DSG>H0I
M=5#VYIYF&91=NO:7KOW+43LF>0VBC2RKIY"!I19X@8+P/G_B2*ZD4+Z'TWZ M&P>D96;=;DZ?
_N)4%ZPL6\DT\$SU0I(5%"HQUOQ%6R8-2I@4.P-5(2Z4@SPIR7 MB15+S#S=*PL.TWNMIN_30;#I;OA\B\$GOZ?
HZOIDY.#TY-BK#AZ<5/M'M;ZN3T^_W_<C!^_/2AXIG^J@W_!GCZWT4=;I%@;1N0;"6JA;>W@MYF\$R@W
M3DG>MJ'3X;I5MV=I\J9=>)PM^C+9*;;<.)K;2WV\96T-O*XMK-ZFX\I\UL MXFA87=CO.6^ZY"NL57'.ZJ_P MHD;N+I/H
JY=9*Q\$GVH(\$1;9W"!<^R"L_0*+I*06XW6#LIGTO1D/@>PXV_I? M\$;\$#;2(I"
;^(3_YOSJCLYE>3_-8/G>K%*1I>UX;0=1SG=K(OWP MS\$6C&)+8.L2I2!<@Q&5"4\$HLDK9;ZD>#P"B&-
EID\I)52\RN3"BSQD'B2JGX!_MW6AJ+69J9;3 M.Y" TS@X UM_..A_I?0^U6+7'(EBFU<(&S2YB8VL&Z
MV;.&+F1%C=S9G\IP3*70R2_OA\$B0\8=5(C'FQ;%7!@C\$5 MUP>/G2I&G%K(H%G+I25\ZTC\Q6\$;B3R%X)%6N MSE.&
(J>9128IZ4V@*7+94'5>EO#W/Z2XX2P_L<2.C.U13%);I@*8!3"? IB2 M*.(#(X@H&1"GD2&=?\$+!RQ)4(I")
<I\EL"Y8%+ADPEQB=V!S+);I%I*=T_I(C M=F^RW8O)ON\$>*(YF0Q=8B2Y-RBM%@Z%Q=S2+F\I\+4
MAC(EJ%ULZ"*^6XM@0F*?@/(THP!&C&#K#4">>T(ELKZQ%(3I\N_2\$SRHK4>P
M\$M5>B1^_G)!?;EOWB;Q*=@KDSKR.1"-V0B*KO\$;\$!\$8TL\2PE%\$DPCFB'32;F M;\$A?S@Y!"
I+7^!A4S;9>B10SN)SOJH(8HX8H31RRH(CCYE%T;+;%Q-F2&1 MBR@;8.7BV*EYJ\J_!"%I7Z>76+E4WVF&L^@Z>83;
!O;YZ<90K_/W/18% MIMYPN2O;Y4X;F1GG=0#+F.N(>')&2\XF="ZR5;ZZ1GLE3L7R?I?*RK+QQ_M<_W/HVPV;KE?+
<7S;(624<_R"0P0UQABTPP&D616""4\$ZI4\$;R;M!LF8EF MZ\!M)7R\!IOY^"(P\$CN?9Y;S5>R*(K97!1-433S01FO)*?
2(S"\$!>+)"V2M_-@196!A;:<F\$V7TKFDE4-8=NN:HKA7,YW>_\$.QOD4Q1%AE1)@DP1LDH8C
MX@\$^Y=30>;P;I#>55XMO5Q@)M7FTCYLZ5_AJUS5P.Y V7L*0!E(HWGHJ M/+%(6)7-
F(C*\$26;LC22Y%@AOI+3<3P\$E_FU/H4HVWU%LS#S>=G52K_-R MOML+9DQIS)C_2.M22;4!6_?
>R022RP8915H)*Q4D81CQO.=;X*Z4@Z MB_-5A=1X#I\HOL9WSYM2)%U;I(&9!S"?%)B3E5@Z<(>=XM%RI
D.R!+CC@H MF3!7%I)D0\OIB&F6;"P-IZ6C1E\$!14T!XP#X09A&A7"* MJ0;U(O_0BNP0+* YK=-TF*-C4B
MCQI@W!R#>6D4PD*1RDH&O;) 8^*QD)1RB;DGFP-2_YGDCXR\W\AH\I9Y M2^SNP>#J9EK6"G\JC3<;PYOT@37
MC^K;RV@8/>I0V>=\$&)OHTG_H8>9KHJXKW%G!UWJB@)N3<K"C%#1*D;0..K;2WV\96T+M9-89+I8L?H\$G
M3O^6\ @PF-4<#K-V?5W\^ ^QL5GI)\$R;)G&J.I%0"<98W_ _C\H0Z\YW+GEAOIQ)G"T2+)-R#SQI(P11%HCC7S_2!
M>1.75>W9;HR#I4TU)+?<>BU)#";P=&\$'U9>I 24W<;.+>DJ%VIT5;B(\$OPU! M6.41HP(9"-7B GF'+A=3JBY)L%/1^.;>A;
I.D^=;S&@/^_@GP!=/\$_ZM^UE M;25Q)SOI\B)8BA(31@_BR0;48-B!1%AA\$9H_48NT8ZT!0\$;U&B2!-1TJO^M'TR
B'D&Z"0I@_IWU!_ ^V))LU0\WJV?Q")R_.(2(Q;2V)"#\$.J2CR'6) M(G)#L9*ND98?TMP\I<@;?^S!3I\V8^K4GQX\&XA-
HGUJ3@3D;GB\G7B#; MP/%5&NM@<0PQ58U3?H_-4X%5Z-U0>@MO;P6\SY* MMO5VY\$195YWA<
RF6;X;ZXI'PQ^T.EI?B#;S(6(Z<Z=\$DN"">P-K;E1A2U M4YY+9UK9_KT36;+8;T12I+;\$N;8LBA0S*98_AG9)
W26A#GD@S;PK(I_ YO MK\$^FIA%FV%(>#Z9E=GX5#>33)>^R0%I8CKL%2-@G;2IJ9E/4R!-I(L<_*30P
MP8_"#I6.Y>F31B&KI43"!4.U38I\H&V61SZNH)%7T1XUI?8_5ZIDBVR9+;-
M@MO;P6\I5V<5V\DERMTN\I80EQ0B)R3)#_GIUW;6IC M2-.*_TH'=V9?3P224_>+;-
)X(69+/ZAROY"/LW\$^>HJ\@X(<-"@3.VO?ZL;_MHD0!\$B!3;+12\$>8X@4-
=&E\I3V5E9H&66W(5HJ.^E5FAEZZ;7R%SMA+(@_M<5QK_5F2IAQ?FL\$OXK0-9KHI/GI\I;I G8)70L_7E;)I
XCA;_#P9;1S M+QEXX&IC%V U=J#DTP98;5U?J/I1UY&I^PIU\XIX;Q'=4_I2GN>D?-%
M)E6017Z8D5+"D%9DB)YY_I64A?CUH?A_ ^E1E02!4@7+N"ON<"B%B0;H* M\$ C11L;D#>I-I^I-
I*#@IR)*1@ZM8\$HMEP5EPJ2@L\$!P/+=\$!<;#J#I2 M4_501.%M4&8J<1.Y;
I;B!&I%_9BC?;CUP8IDOI\BU.28BWCB3A#JRXMY\$3=J++R%U M=-ES6#N"SO;I&@OQC;-68;!Z5;!U#&SHW)E*PC"
<0C\$KPLH@9EG+T12@35"YZ2#"&)"#(D8F0XD0FI/22@RUK;95P/<\$9TUSB#?
%"9J8I00!HY&*;43TEBZ\@07>?!>;HC%8A"1/I+; M.5MAHGG;.@K*!\$"=@(70PQ;6XRRUPDK";_&P#2G+Y!PD77A(.*)
+4A"\$EH MX%GGL-&JZ(XI)C6\$;Q3>NZ\$G<7SWE+Y2#LE%)4\$*PEL9R=MT*(\$8@LN1>.?R M1KWA!44TA<60N_Z2G
HA=I9Y;"M8_6^A18%D#M>74<..&.>4J3W>Q=FV%=%F;Y<I\$E/OE@DL@V9I>8KH5> MC.V\I!?

!~#H(+)1)IFW=2J9P/IF@6H\J)"-.*@AS+OG-QO-JJ+J%|H3Y' MM).><ON&T**!)%03!%=.Q.\$ANCN7>
MJ^!.ZZ6;8G7\$R)^_X./%:RTVG-8I6F8A^.#.1:8)E)?OV<88QY+)G\1|Y*EN;#%.08I @8N\$T
MKPL>6(358YI97LY7O(1.4U8ON<^JZ*^L\$JY;=IZ>I9BE5RBUD|>|^@0|XY ML'R^=9D0@(/;C *)+;RF13="XX8
90&H.*R;%>MB-?X.IE)H@I|^L^Y&S; M;F.XD7(=ZF5/DPG3UV)QHA>8SC.W)&LYQ0IPIJ=AU;#42?"2%X(C20DI
MW->K&WD\0.RVO6MIO8DXC&- #IY^A7.V7QVGIHC0M5QVCG65- 2%4I*S^G.MZH?
IO&G@L)YY*#;Z6FFOQ*#QZE3"9H;4R;GB9MXHP9QH.YO)R4>;9.Q:Y.MXKUDKKI@_DT+^>>7\$?>J_PO!>ZOT)-?
N?.;S^G-65LRG#;)I.TVJDBWRH M+1+;;UP!SX=5T9I5^KBWQ67-6>+CU77G0;^;E7CE@5AS7+R.)7^UO-.O&FK M;
(EONX83|^4*0#E72L.TX6ZC;_@VDNK^!:=TSLD@/RSY5XIZQ0)>I^5-DBP3; MLZ+Q4+B71^(@H;S^T#D%1G
VE+.%N.T^\$-\$.>|^CT(F)L7QBU"-U2%=|^>5 M5>;2_EH?9D3TN+SK;9V5LU6L2J8LO&+4IO-AIE.TIGC5F58U#@>%Q
QKP\$ MIPL/9J53\$LJD9#;VH=JYSKI^AXP-WC/B^LO5OA&&*S%^'^*ZI5LP^("4C)0^9 MDFU.BC(JP\$?>+B-
<62T*8T!+!\$2E1\$BYD9FILO;ME9+9|UAQ|2L9_H;#T*+P*#7O9Q#?IG\$*_#V-159+I?O^OV2_7+JV<_O?
KEU;M7+X^J9ZJ25\$2OWCS/_QYI<7 M+H>_7_5R_IVZMW_P!%>T^P8X>LQ5VM3IZ7.KXC=VSQUM2?V9*9*
M96|B60B@.1EFGYMDLWMN|Q2;..W^_V.MSF&SHI-7;LRSR|E(F4.BC(E5Y9|H 86|1I2(4R3=L|CYN84DN>.;?QS;B
M_L\$H4 (->SRZVY1Y(??+OZ|^I^WG+&|^I^T^V?7|W|^|=^FN-4E67K M_*1|L=ZIKZ;S9?E0K7_<+3EPJ8I&^RD?%9S>.;?
RHYZ-K^X=.#N>L2Y0A2;NOV|M3MW|I+_Y3;K|Z3<=>G|H&FLFI
M^_BD>O34Q2;_IB75KWUZJ8^M3K1=7O_COLV99YX|7^IA="FD6GY.FZX1QI-% MFKJVWT^QECY_?
N\9CO(K2);!^/2U';7CS|003S=?SZ;UK-5% ML@3G\$W>VG#_|^@_%IZM?>X.;6H2I7&Q|XJ9_N(-TX_?@Z^3^H.8*=-|O1
MNA0|&R.YD &[M.*Z|_ELRP&Z@C@OQF>X;7DY;/\$^VQ%FFI?_?KLO3I>;UY
M.ZE>O7Y^YVKK^>6R>XAAJ5339IGA=|OSP6_?YD|?I_GW|;Q&|@@_C;D07QI_M|+<7K|Z|?%\$I?
_ZQ;@Z)7S53DN=OTTT.4WULYIA2#;ET-11?S3T>9/5UI_M^B7DD;SYXH+0GA-
IVJ0G32KRLL#Q;AV2H5>Q^L9IX_U\$W=K9@/^/KFX_H<M>O=QG|U^H_Y|+5+^9-.J5OIK=-?
HOC9+2H_DOD(3^27OK00Z95^M^LH)> M&L\$NVZRB9D_M\$F226QI(OS;P/N;Z1SF#ZHL>K>_64Z+O.ZR(%PW7|
MIF&XCFI.VS.WH;K\$ SO.Y5XJ0\$KIL+>&M388^CC.9B2;_H|YVQJ\$5WV#1|MPHCA@0?
^PB.V#0.3C1ML*9A<*)I@S4_@W/4INWM.G.(AO>_X^QVP^OIA@(_M>VYVU^X^HGC(*LW.GUA|HAORI_MJR/4.XR^O3-
V;T/^;5JZ>H9|CO;OV+V-^?9XBD4Z3K.F_I P%O;V)T^?OE M-|9#&D=Y|X5%D;ZYL?@D^U/_O65?^HJO#NKF.?SDY-
Y^|H\$|_C&|S\$WRS_M5^2*Z+DQ;X#H0?3T(D#W\$#WNM%YNNTL^@8/_V5?@)+>8U;W#2('D8/(^1FD
MU+;BV5+UPW3>?#G=\$N&#|_USJU.*EHDUYPM/E9^N;|_&#*?3I^&5/NF^)'M#;KU)'K4G;V.DR?
2*N+FN_KZG)0Y98FX0=P@;G^0=P@;G^&5(H(6|VP7_T
M=JS&8DBCL2,S%D;C1V9L2C8<;&+N\$=QJF#E6+|^Y8L!>63\$0_MB@=RN*9B8+;XX.K;'\$K%0)AIY;NEE(E6NJ>;
|^HDL59Q;D:8N^D0|^PC M2G;DIN^MYS;Q42_1EVPTA>"?#|^M%&|KYG|MU#|Q|+>ZO(SM|;.>%"^V1_M+U4=?
SSX^72^I|;3D)1L;|^;B;J.FHDX2E@ZHE/VEY1/_C@NPN1_M^QXLD)1BN28)
<\$HX)%0HZWF*95K9NZDV/6P^OG3I^L-DIVM9^KM<;LV6S_M=+8SIX?5&>S>O7FO_W>=^HJ&(*18F;-
C)>O^K|T&5YXL3M_SQH#Y?/IF=MG4^<+^32P|^3B6;\$*8G@IF_25K_^.H3|HMA|O#OL.QK=&D|>@=WZ^I
|BT2|QBZ=A&B^|N;N1R9=\$N_M^H&AQ_#51;FDE*DV8EV|^*KEN-Q?6C00_W56+SI^I5A^_WIO4#5E3%*W5?>+M<
%UDVZ92%*0LB^G#6X@D=;B=RT.H0HR\$27SC-2_9N6Y#JFC?68_M\$X))P(P214(0CA80Q.(%4D8N@I8-
Q&N/(&#NKT)_DH+DMJ&UM2&ZQE<_M7/CJ.3E59.^2XAJ(\$S^7ST>C_\$4D@9RH2D\$%D=3;"+W.MPX+;D2E3\$Z;
(A\$F&I(QD.OXA1MVZ8W3+M?^9<0?<4PZ^QT^|.4A0R2EA.TA MD#|H|OYUJO\$;_97CL5TP;Z_OAH|EIXN.&.)
R^""^V+*(QSY""^FZ+1+10_M(FSD1^U3EC\$6@%11^J0^IRP_FQAT&BRY22;|N)&CDJ^GN_?I?I-0XOGT7
MUWGT=516W14?>GIV5URO^PRG3W3I?;KCL_08\$1@2Y_4&|H L0%|@1Z(\$148\$ MNF#W_TJ_?754?=%MW*L-
2(*@38%6T0^CB5F3^B+KV=;\$.=;Y4|@B_M^! Q>S^"<8A\$T*@)=TFY|6SKZ|H|U;6V?IDW34^5HX;)&S<+"B\$_7("P
M(M%"J;|^O!+OEPR??-#3);V\$^V=E|H%3_^E|FDD3R9K%@W?I%/"^4M;M^|Z@.#4@2%EK4A\$|X^FE56N.0;8&G-
GK4TO@|^I_5&+H_M08\$1@2I^|Q/X8+?I_Q;INR25S6^4.VO1+&O/_GN(M;).V=67|P\$2FUUK_M.M+8=D^PX^5.\$%-
Y/6%4JVC7^TQTR>#GEW/!7YY3O\$|^+F=^<^KY^N>;P5&_M^L/Y^2;"78"@P(A_%Z#H1=&|T>XF1YYX3)
|82^D46^EE|^|D#HFSU;Z+^X_M334.BM|A%NE@_YO.HZ^;YJPI9WB>VU^*=DWG|H|PSVJ|HFZ98K6<5^D|+4+=
ML.XD|XOEI&UQ_Y6-Q^I;93UIW_|Z|^|^%O#=#;PC|EA.*%+KU^TZ?>QU4+W^|K3ZY)L9URRGSCVCN|H%_2I@)TWM>
X|^&=<VB&|^M|R;#|_UY;Z@Q^X0I\$0|@#&C.EV@F|P50^OKT9;IS;D-C110@*C_AT8^M(P)=@*8AC00|>@7^|;6PQ-
8|M?1Z@8NB_ZN5Q>X1.6 BS=;M5="L_<33 M%1=435HNI^FDO+8K%TK=*6^5^L.M(A8(H;8%>.B^Q_4&|^H
@0%1@2Z\$&M\$8\$N&)0+=GZ1OM;.#FY|OL7OU_CGQ|N7/YW>^L814^68G07+5G@MO-5A+M_L2DI-
:6.LK9^L&P(A)7C.@@7(0FG&P5 @PA/^/|^L24M#<_B?Y|URRY?
M|:UY>C=)T|OY1E^T^N.76ACOTMQ|3UH.OX^"Z|^_SE/|12B^"XP(=&^M_B;"78"@P(A_%R
H;|^0|9B;P=S;.(SP9@0HDV01%_@0M1@I3_*26<6A)T_MW&C;N4W_(LS-#"4W@^V_ML/_US
%?|N=W4ED^&)&E4CIR#5?PBDM/M_XH3Q= M5LU6L2J8KCV82K?WDDKF|^;AJAZ\$-H(2&X;1N0^AA=
^A|MS^Y^\$D^K M&&|^I;Q@^T5Q;YA&G?^LCTEVNK6L<9I+IC0D+AR(W|Z|P|D^0EA@PL0<6>ZY
M#N0=_%E=7L;|QJK^KV7_W6B=M\$OU^254W|WVCU=3#^U^BPHU2^N>M&I3 MF+^?>
=>_R#S<|2WTE|;7I90100|LC|MSHZ|;5#"J98;AI="Y_-&TAN&FT;D_MH870&H;1N<"A|9^QANV@<78&H+4UO?
3&W);(6T+@3(H+@WH\$Q/H)-OD<M+|=;J5S&AJFMW4YM8=.N6I2L_K%RB)|X|6(-E_NV/_7>EZR8=+M;)3XN^
MDTG%|^I-8(NTIGP9)9LH+2>_W;..|L|^H9V;KW9F;D^&_/9L>VOL
M_VF@7K8K6=O|<|^>|^BF2^9#|J9H/QZ=|EHTY|JPA<\$E6D5_%3QFH|_IF0-M68Z6I(TSFD6.3
<2(7>0(AHP;IL@#NBLZ;9>;Y12^_H M-M+43;^_O/&

M"VYIDQ.C.43HS22*I+J^(<8=>N.T6U.UD5I*&@B/0@7/'@L.T1#):.6."9IY M"W1I JK5.(8Z_0^V7H2<20YIL ?B
M.H^~^3LOJNHI%I_ FBBQVA.TB2I8;Q<@*# BT 4("HP(= &" B."78"@P(A M%XPI,3NXL1U8^07ILJU!*)=89*_AR"
(46"I_."8DBQIGXEB&U7U3/ADP;K M# /!??FNO ^82(25VK_ ,K*MKI/R59?^F7>#TE6L5^IUF1LG >QXA %R H
M,"+0:0@*C AT;IX<,5WTXJ/<=>J6;A)Y+00A93 IC8YP%JAMZFTI%,-9M70#Z_G MRU11BD?=>HG 8\$I.B"Q 4&!"H
@0%1@2Z \$&I\$8\$N0%,Q!WH.G0!@<(C.EV.MH,!(0!2@8ZL=VYUYBY<1.WZ.QC|_7+CFKQ?
|Y/JEA(B1L(1C\$02ALPAEF0 M5":MJ):.9.303\$)0H9X4\$(0.%X94:IP^0YT01!&>A%W?^ _END5QSMOC8I0%= MI?
A!%OYU5B|2O&&)/FI=|"S\$7A1HYIA^?7XWS=D:/YG IY\$GD2>?);GC3& M^!Q% BN3+9QG-%AM/!
G2":&.4V3D"Z,T_ ^PTW/T@5_/AWR_L,R^YI*GI
M"D/&L;GE\|_ &MNV4THVW;EFW3%RW%G;MR.4TGY;5=LZI4PGCYL7)_ MN\$7\$I E28%43A@BY 4&!\$H L0%!@1Z
(\$!48\$N@!37YCZ&ECJBDL0@@4DE0< MA.D9K%*IS80%09+..L3UU)=.7D8B!5"5/8A(%)C.RI=(N52:."O,>NKK6?SO
MLV;9Y00>KAI>OYN <^>7L@P_SQ>W:*QIA;M&C-B2*2H+C BT 4("HP(= &" B.B."78"@P(A
%VIRH.S@TO.4\$MCRH:#2+\$I2@0L#1S(69SGIG*DEFD9I;I M2!+DS&"2,I@J:SL =25UX-OP;ME?8Y/K\$7J1Z_Y\$DYH?
G&#^7ILFKFTSI6 M%)_U#WYJIDY:P91P=-.(51I""Z\$U#>-S@4(+836,-PT.A<@M!;PW#3/KC@ MFRF*F\$TXD1A?
TRRTT>;NYBRLB)! "CR"X,R#MRI:B,%+YI6V<>-HISM68KV;
M/XNQ;N_!37IU=7PU>^Y.ZZ6;=KD^OYIK>ION\FJ*H4=A:\$.:74F^ML4YNIG MW;MT6QKIR@>2>GHP=OP\H@1-
SJ^12F#4F88;AJ="Q!:"*UAN&ET+D;HC;2& MX;:1N0"AA= :AIOVP068V!+%C;MN4;ZQ\HA?CZ-UT+R)S=ULY
JUW7L.DJGRW3BTZ+ B9%(Q MP@26R/4#-7;(6IS%^9F?IOV;W*XV?T>GMUN#ZYKY3K|/@\$G<0M/?M?*"16Q;!
MYJ2#95IEQI;G.OF\T*K.A(YD@F3PZF;#|>G3Y%9.C)D(1.LBI30MRBOH!(P13I,2 MP?F-?7,B1J8#B9 Y#R!\$M&!= -I
=T5G3I#QG#RN_V\$1;.I'6HOI"PAPQ8;+Z
M0Q6%9(D@F0R=ETF&.&);P8N;@""Q@#>#08QFRRU=BRF#5VF\$I5_.P>NK8@6 MBDMPQ%\$PE
8=19)\$AW5=UBFRMG-!6C00NY,I^GIP,RFWB7C.&109%!GT45;V M3% M+05F!_1C0!+
(44@PQ>&1I8QH,%%4.BPCI@44L062IP)E^PRLD8;/%\$ MB =C4*;O|6
JY\$ _D3^3/7>+;/1AS;1B0!6<_ ,KN^AS8T&@CX>"R;O?T!;); MHT@_V=&
<9I_*UZ_INN@))>E1>QV\Y&2" T8SSD4I1P\$54P9LG\$4ZUWHNBF# M4IZI@;?5@U4L#8>VMT1RGTW7D=?
GI#Q@WHVZ(F)DR1"9_ ,M*1PI?"I#4YDOL%N1=F-I%;#4KX!\$*Q#(Y& L0X4U0Z%8RY/LC|_C6Y\$7N8 MBQX
HP_B23"2")|+B6N8Z;6J@!9!&"!0!>_./1RMB|,3KS7/FN;2LP_Z M"P)"B @F&.).(M+VHH.EKJT0^T>VV^_.*O^Z^!
<4 M;_B5CYL=|E|_ _O!<2I XU2YT^8<=I;_9=E6S>;+YGKE9J,N%93FX3-V& MQL+|FZJ&NL/59BZI@3OJ7N?
8#;Z>+&BB_;/WIRQ?I 73IE GPIWF;SB'6 MB10%)/BI+;3V=-8-Z=3I_%)^!>GIRZVZ|+&PCKE?F?M^M?
M^NLZSSQXL/M|"Z%-(M/3^=-MU_RR;
(I2:#^D\$IPGI=>+N_YY://>QD_W7PIFI;SV9Z^VK7Y^|<^>KHS=O)I6KU\|KUJ/7N
MY8OJ^907+UZ^/EH=_3FEU_|>SU_KY5\$9 MP/*_|_ SW^|<^>7%RI!=76VG?
EJ|_+^_07KW_9H9^FY=+IC6_U0SZIRO;30 M;3.ITGE(I><5J=ENQR|H8)7F KS%)^NWI02MIT>|/+EH MI(HI_-
V;NOUOQ^PFA6USV_9?(0V*DO?3?@WPJ;0/ M9\I-()=MD|_T;B_/:S267)R?AE^|S(#_2^ELC1V;29N#QHVW#@D_V4AX(I
ME\$W@).@DMS20?FW@?2*5@N;OL>AIV_=-GUB=E?2M5)^?FXJ=(LIKC9^HIO\$S;?V?GRT=S94ZA@|XL;
M8=P/"2.&IPI)"_X8M.P_&TP9J&P8FF#=#8T#;YIF;IWRPA&-YK M#OSS89P6&-I9@Q;13R;AJ+|8VCQ?2&
M8DB/W%A|C(D+;5Q*CWT\$1VP;|N>H31015/MUN*H=\$%1HYGF>MVU_JYAP"O;_ MV)U;0_09|>NCE#/.KVSMBI#?
FW;>GJ&>XYVD-CIS;FVX;4%NDXS9KZ0)8 MV#MC=RKP<9316 QI'.6I,Q9#>N3&XL;L3#7WEGWMJ_?
PIJQB5N=ZEW>>AW|_M=HOAG>;_02)71,^_.0!\$#Z*G%P&ZA^AQI_5RVUTZ"!P\$SKX")I(G%K)Z|;Q_Y
MB!Q\$SO<@IYX5R9;I'Z;SYLOAE0@?A _N=VYU4M\$BN>9L;|ZPA4/X@=3IOLY
MRIARQY0I;M"M)|&C|NATG#R15A\$WWI77YZ3_*4O\$#>(&<8/S#>(&<8/SS9I"
M"7&S#X;CL6,U%D;:C1V9L1C2::S(C\$7|C@M=Q_WB|A>ZB|O\$S>-6PIRQ>OG_ M%0V^RL&HL#KKS-
H50;|HER|FIEX54N::Y^L GU2Q;Z4I< ">-4%T!;>L B^HD(C'4S|LH_K>Y7SY-N4?#YI_SHWT MPH8,T3L.PD<#CQ
_03IH|I|Q^0Q5=Q)L>>L@?2.G3Y9;9L;B?7;X|W9|ME FZ6;OGKT_IYFI>K-2_NIZ?YZ4,44ZA,W;7X|>/7ZYX;JSQ|7AWT-
XULCID^/P&YIN>%* MC N\$|GBC1+ E7B;*BS)E*#MI\$ L*.;#)8% DZIH%-2T;2X
M+E<UQG7U9\$6@>@0CI5K>%1@C.W2;LN);@K4=A\$6SNQUJ)"00H;W\$ "B0D&%
M@O!&>#|<O_>E76QBG"N7P";VJ53+?FOLWKYI2O%|MO1BX;J*6.2NJVZ7X0+ MJ)MTRT1@4@4Y;8
#B9SV2)S&"O"1GN0QBRK!*,2#<2N/5*Q\$)QSH5U3E-<
MOVBI@IQS68^1W&:8RS7>)AVIEUJ)C93QO7%;467(+NJT)'DH+DMJ&UM2&Z
MQE<_7CJ,3DU)FV5HQZT8!\$D@0!P&LUH21J_T1&SDNSJ+5-A&@UJBB\$XD! MT_Z8=>)*LDMUWUR;E;IHWQW
IGJ426XML3?C2V24\$<OMK|39I|I<@TB|O MM0Z9EF5VX""T6"4#E HT?<5*A2?IU(G58Y*FX@4&U;<1K_!(<^;J".L>2"
MLZGOAP6W(U&)U+9"1<<215)=?Q#C+IUU^C6).LD*T*5:P8BDD;"1>0@F+_ M"
(.VI"MV| #M0^A6C1S;*_|=BNF|71GUM/O0)BLI5Y2!H;F# \$+XLA9G0H"D ML?RI+--
GLI|2+QFG%\$#VBIDN3;KZ/W97""%?C"8L6ZZI\$^09 M5DVU;T1I(+9I4B7::Z05P(@*DF:9C/3KV=;7;?
FJ2VWI;F^;OHI|_1_68;7IQ MO3.8MS8((+O@&4UNQ92I/K
M//F>9P6);9/RBN/TZRI/Z2O2VTFU2PMV^ZF2W>_.93>HEU LH L0%!@1Z (\$ M!48\$N@!!@1&+D!08\$2@"Q 4&!"H
GPPL7!&BYWV;|BU+|A-@ M;1-9\$8D!*YP#2EP4PAK-B%I_|!&8H\$K;-JVO_0PL&9K_J8(WAAGL=UAH
M=#GFYY@KH.RS?YGC30ON^")6-Z+/+UT&-I=03.)FB"Q 4&!"H A39 MCS^V*+*O%=DDA;AIVWPWL0!"%WWWMC3?
LB4L1_#V6AHODUM\$8KL1Q39V-IG M;B;|H\$IASE>6Y+D4HFI90.PS^K19JZ98K5I#;L;U!^WIZI="OS58H|0I4-
NS">R>IQCIDN7I)Q_!Q"!B?;_90*_.|B89 M3I&C;7_.!N;.4|@!58N-#("I|DM@C51"7%E?I|@6LBF^_%L4Z/V;%O4|
MKEH4=U|_@X-M7%8"";V^&&NH&/JO>GG<'E'7%OXLW7E;%33K&A5UQ055DY;+;3HI MK^W*A5)WBEWE_G"+B
5""*A&Q;CH @0%1@2Z \$&I\$8\$N0%!@1*+!N6"G5^D MI_2F@YW>;-<(C8S%#%I("R)F SZP"(3GJ"D-4;-UA2^IF2D-
I"XB(<#>"B MS. SM9DIPX4PZUL;GL7_/FN67;H@I6K+T;OY.W=^*VF)NY-C=#*>9 M1-
)F02"\$@%&9P/_.!3<_.\$QTD="I(S-#"4W@^V-ML-/US %?!N=W4EK%^&) ME4CIR#5?PBDM/M_XH3Q=5LU6L?
J8KCV82K?WDFKFD^"T4TC%T(+836,-PT.M.A<@M!;PW#3Z?R T\$)H#<--
^<"";Z8H;@;3B/;_3)3K>6I=Q\$22%*F!@_ M8;P\$SX0|/R(C@)IHNNY#N0=_%F;=7L;OJKJ^_KV7-W6B_ =M\$OU^?
54WIMV MCGU=3#*#U*BPIU2*N>M&|3F+^?=>_R#S<I2WTE|/7I90I00LC!MSHZ!;5#"J9 M8;AI="Y;"&TAN&FT;D
H870&H;:1N<"A!9";QANV@<78&H+4UO?3FWES%3T M\$;Q_03A&:S1&H07GNCL35C;IR;=L8P-
4UNIG=K"IEVWJ%G|8^40/Y_&:O^Y MDYMVO_ZYKDO743I=IA.?%A4GDXH1QK% KA^HL4/68BW.S_PT|= _<=K7Y;SJ|
MW1HVOL_VF@7/K8K6=OI< ">|S BF2"9/#J9H/QZ=/G%J;H| MZ03;MD4Q.5-P|LKRQ>61Z\$2HS.ORB|_4A=81C!6LO%
(4^>68_-MT|S2S9"AY M6(G%)MK;B;46U1<2YH@)\$I47B|D\$R03);QZS*;3)9)%S5&*0>1RQ2+;"E
M/&^&T!BM7==EP5J7?9%Q.=MJTC=0%)G\$@N&5@B#>@D^62*688HP_&H(SCS;_%|CSWZ; M==V1KHG+QF7KP\$B?
0(20P2BA(7/#C_ VINOWG@;K|E/"2CCY1HG.GA#5B2 MO0U;|<9CGGW3=E;IHWV V8+7M+)?/29<1T)_?
\$)1_H|HM.QT+05;))% MOB5;"%Q1D%YI3QWAE(IUVDI2.\$&*M7D M.NL*X;|U17PS+0*(2\$5AZBB_4|>|=)8XU2OK?
CL!PO90/F^_Z0I|ZK=|=|_V M^R|7'HEB&ZDOTM;|I?%?2LS;VMZ;V%GZ|5?QK;IK/+JYU;?S%)^NWID2_?B;VM?
3\$M5/+EH MI|J=;=V;A_WJI4R?B_/7I2Q5)^7^XZ9*LYCB%OT@>ND&I6C>|I"G2 MOD%_%JGH?JG(I(AI5_2@&Z;9-
HNFH;|B;8-UC0,3C1ML*9A<(I;M-LM4OHR MI5X7*1BNXS<-PW5|8SIBT_8V7(=@>)^9Q&1QF-MQ9#&4=XI8U%+
H|H^ (01PP;|/081+^I&S)QHVF;P^!\$TP9K&@;GJ\$W;VY7F M\$ SO-0?^<8!|#(2I,Q9)>M2FI6VX#L P|DEZOCQ."XR!O3-
VIP(>1QF-Q9#& M4=XI8S&D1VXL/L;\$A1@NI<<^@B.V#8-SU*_*K|;ES5#@B|J/O_!SZ>N;:J? M_KVSMB=6D/T&?

*GKHY0SS *JL!800WYMGIZAGN.=I#8 _N^JM5Z>'=6.:0#+LLI MS\ _'IO%\$!PS5Z1*Z+GOAP H@?1TXL W4/TN--
ZN>TN'00. F=?@9/<8E;/ MWC>(' \$0.(N=[D%//BF1+U0_3>=/<>)/@PPF> X8/KG77/O5LDUYPM/E9'N.)! M_&#*?
3!&5/NF')#;KU)IT!H!)UVY(JXB;I^OK9807SGB@/I9<5 *!(X9J*^@5^7!|>#GWQ.C226JP6>50\$0KP(9 P1-->6#.&J8/
MJNY=SI=04 IQX/GOP83G65*0 (D@>./G.>\$! Z>"J9+S/P;LV6S=+-8S!X?5&>S>O7FO_W>=\\J&!(^J8F-CI>O^KJ
MT&5YXL3M_SQH#Y?/F=G4"<+^32PI^3H6:&LGDIN_25K. ^H3!\$LMIO M#OL:QK=&D)!>@=WZ370 A2
K908B2+3*.:6M7%LW+?YW5RX! ? M*9;?CEX<5\$T9D11MU_TB7\$#=-I%LF@B4+AI@QM(Y+3'2ADJH07U90&6HP=-!
ME %'K.CO*(I>*&36.YF.,L ^.;4I@U.^NX%<#1L3MVZ)OQM!)J&. M'(RU@YL^D4C00*1>*VFC,V!B-
B'DIV")Y^"5CQ08%J7RZT1*@M1\$%DG>="J4 MZVP QXD"3:6DFFA.2>S!8<'MR)2:B1%BHNBNHEN!
(JL.G5=2M^T&W)H52H82 M3!+MLUFGP.H0BX*5/G-3?D#JH2IVJ&0K7?CD6TP6L.NKCHITFEYV9FT"8 M
FIR68L+EL\$E.T%0%GAT/B09UGDPYQ!DH1H+-AJ0.K3"[K=T&%9!))1*AXL M)VKV/2?
ZW7LOOMFM<7Q!+ZISZ.NTK+ZK7?3^:"ZX8D!83I_H@OUV 8(" (P)= M@*# B\$ 7(" @P(M %"
J_ "3!N!S@Q0:83SU>J""7-!BQ4TLUH 44J _"%J! MT4D!UXGJ8#ECFJWG:G6?CP"H4#SIKH @0%1@2Z
\$&:\$8\$NP"7FX.86EYC7+C&E=#P. M:8!(PT&H0.'X(#27%:7W'.?Z?H2.V;K;2!72*X!'.X%6&XMA'8ON;1.)>MQ MB?
D82TQLVH=-MXLCI.B1/E)>>5QFC7UA_1U*=-&DFJ5EVA%UZ)GSD1@A&P='LVFL(>.T.R*@(Y%X)Z%?V37>I
MYN>7;U?GHN3LLW^9THHVC!#X>0>9\$.8\$1@2Y 4&:\$H M08Z/&?@2-K9+E
M(D0#61\$.PFL%UGH4(AEDXF77FP<L.E-L1%JHITJ0<+N19TS7S7-67=21#RW MA4@G!_9-Y^&?U2)-
W3+%.CFOTGE:A+DW5G2\L.VRIK*S6+U(37+>O: ^_??: MH!K%#':CMV?OUSS_.8E:D9 FXK*9+9(#YI%*)(5WF3&E:-
XXY4A&EMJC MD(SMLCC.MF=-).V ZYMR>%B(RO!+I7009%>^<+0KT?DV+>AY7#9B!KS^Y)L5V M#BH3D&OO,X'-
!O).W:B!P!_33#.X!\$=IGF-I7H@-!%N%N%X@H7(8%;6B?Q 4H!H @0% M1@2Z \$&:\$8\$N0%_Q!WH G0!@<(C EV H."(0!?
>JCMPEM>756?C76;U(A89-GN2&+9YBHEG!QQW3%QDHLV4(B3PYO!D M!)AVALNLM"=* P'UD@".
&45!/:6!\$!3 !#3< 2!4T^GS?+ TS+XWF?1N6 M;W=?D\$IP XE+!2*UI^2))\$!ZJR75+*I@^VA\$6\$?M38580A0NZ
\$&:\$8\$N0%!@1*+\$.08\$>@ "3'UAZFMHJ2!_*.TR@JBRFJCHVYDF2H=#1#B!0B2!!AA*%AB8N+.:1OI>NKK6?SO
MLV:9Y90>KCI>OYN_<^>7L@P_SQ>WZ*RI?4;."LR((9&BNL"(0!<@*# BT 4(M"HP(=&"
B."78#)&4S.#"XY8Y5.4OL.+B8&(BD)3AH%T2B7".4TZMA'7!F M9P:3G,%>6=LJ"NI I^&9ILIZW-18BU2/WK-
EW!B!W?BA/EU4SGI:ONABN M?9C+MW?2HJ0<'33"%420@NA-0PWC@:4Z_-LE%XLSW7(GU:OXLOKJH
M!S?H=7QU>RY.ZV7;MKE^OOZKN!MN!NK*88>I<6'.J35H>AO4YB_GW7OTFUI
M!DC;.Q190100LC!MSHZ!;5#"J98;AI="Y_."&TAN&FT;D H870&H.;1N<"
MA!9".GANV@<78&H+4ULW.#)T3D5'(&O!H6NE8!.)X"*SEEI2%(HUI%A:FNW M4UO8MNL6L:M K!SBIY-
X+2)_LQ5J=R?"7FI3_N9LV2S=K"W8 MOJ%3^:O7/H8D6TGU-) (2A9JNU&-H^6IGYA9DS&_/MK?&-R&RJ6/??+Y
MK1W8IU"H2"9OH!)BB _EU^91&932%!IKS=-6SPH!ND2Z?+1Z1*U
M%(VHO)!D\$R23L:LR+P(+3\$C01@00C&BPC*8BN(JTLMHKS_FZ* @O6NNP5@9QM M!IE
B>9AAA!D*K!)5N^KLHZ/=9V+4B+YF5W*D5?+0HF0C_8@QMD4&109%!D MT*^ZP<2@K&<\$M".6!"DTZEC(8*1+I9-
TY0#B1P1OJP)+V39P*C,<^Z;HI@U.^ MNZE>:0H>TLDJHEP'0G!0D=-^?L&VUIRX2Q+ \$"2O#T).VJP.DI03GDMHR=4
M;-2)DFF<(#Z)H\$5YJ8&K%\$!@<I44"J#8KT7HR.NAF?2&4G7"D<3PO:1P MU.1(IA?DGE2*WHJBKZ.A(CWX#)+
(WE)*081_Y(OFI#I@O>OR:75R.B# M>!*.) (IDOT.)ZY"D9:XP&&4%P;E15)4B2U%=-SQ#DW&V?.">&S!L;_H&@;
M%;/R8;M!MN??XTGWAVGRH6VVIB;?2S+MFHV7Y8+RW*M*O=2EY>I7!AI=>H6 MRW;OU?X-
D\$!#N+Y8;3>JSF&:KAN6S;H!>VWF_RO7,S4)=+BS+P67J=C,> M7G)WZ!58?ZC"U#4E>\$ _=^P2S>4P7-U9IT?
{YDRO^!^KR*>=/(@#_TW0.L5ZD M+H"?%>=GQKHYG;J3H_/CUUL5U_7MH^6*_ _!3U;O6+=I-EG3!>?&IW
M*.19?HZ;IK-DD!6!2D"J8=4@ON!7)YSR>?X_S!ODFOAZ#HIF6:F-!2_.. MQ*>OI: @=2!
I)^.GFZIFTGI6!6)8(>>+.EO.G7_ ^A^3UZVZ05_L972ZV/7'3 M!S'YNG!7S^PZ=WOAC!SH'=: %V*@(V1'.B
W7HA>^FS;R2-VI/7Q?@._R:O M7FYM:30WK!Z!F+?|PZ>O-V4KUZ_?SPJK79(IU:M49U#S\$HG4!Y3.R_7Z;C MWX-
K4H_OG&R/TVH)Z>RW%Z>O7Q17_S^L7+UT>K!X!>_+/JQ;AUT?O MRC_ ^?+UNZJJS<_5IV='U!_N;_SH:D
F!6R#;/R>E:5"Z:%^YN_I.F M;#K!#M+19U(GE_5%3WMD)KRAV^I:VTDW&Y_!E4*3;_*Q(KOH!Q:>KCZ*\$ M')
(_7UQ0!FH3IOTI\$E%>:8*NW!!MO1F>%#W53^WI:5DQ+JY->D7/ MA:
ICE#VTI_ ^7A<(G.U=*X: 77\$8/E=GBJBTNH8=^VI?-HOF.IO MOW\$EJC;CZVX9-I C&;
<;K;W@IWN!T!>HYZ5XZL;F#;QO^7:V2'LTU?2;+7I>J^_D8B3ZT!QP@32\$9W0TVY MZ7NVH!&.CT2 ?; (C6W4\$"#?
GJVI5?UWGFZ!W7H!13O_;/09)"!_4UE9=I^ M<6H?1GZHEW5JGFP7@4)!_W*!T.1?><H!N8:D-K!VHM1O7HK?
W^J?"A&JP^ M!FOX;=HD+MZXN8GJ!A.F^: ^Z_7WIG9!M+COYIX!^B+F!8-7>HU1W.L: MK8=,A 9A"0//>0 N\$U/;
(9X?>7LW4+2TR-2TY6;_OJG.AJEX5E#=-R MR%ZO+%D!;2GX1)BQ4?>Q?;0V5'?
+;7AL5*1W.Z1<=HJY;H;_O< C*XYK@Z73HSV0+^Y:=WO(WX7)_I+I<=>=FJR^5W)>E7G_?"%ZF!
M)3=05Z5F!7*G!+9W;_YR%\$/MN&HIV1.3 KV"@_NO.3M6AM=VQM M%2Z=6UNE!_!5/WP>KY.%27X-3-Z;
(!2%^D)Z6EU\$IVDL_R_%:CDVXH M@8!77("7#E!M*!YXR2Z;:3NO=*3WG=Z&F86=XPJIT7*;'HGE)V3S27IOR+
MP/5IELK+4>".&VWL;H!3"F-82G90 1(VAXP8%OH*(&+FBRB>@<Z<;1!-LE MB%=(?M4!^9TH?
IF""4K\$>=>7S.NHL(HU-<@\$PYT3)\$A!6\$W&JN!7\$0:8B% M'6."QSD'E8.G3G\$IU\$93TNW2T_*A_) \$/3#ZO:?
VY+#!)L6624R.IT>NO:F M)>CK9=46):8&IZH=0AU.57>;6ACE+B=N((5_02@?P7IF@>I@710ITIAQ!M>6 M6W-
6P/MYOG@Q/_/+?#9!D+AM&5?FW7DJ*833\$TC1R%K5+3E)BL(H'(@VE/ MOBE!0T2&JB198F-F?
O.8JRWRWU""!87YZ*\$KWS?X+2;MJAJ<*T8_>?PKOCIX M/(3!)40LY?M(>(*;8>?3.)^(TL;UL->_@!7H^:I>NK=(EGW(E?
2)=*_GS M*0.I.M'^=#U"GIM_N%W!FW8.@UTYH8; M!B+43S*81V5N0^%&
(D878+DZ=%IG.MBE+JC^TI_1T4^2D*I>>NCI>E#^"N M9M)YJOP_3:VX-INU=MW7I=G#%/"HK)A3*H)5KEVV&0-6\$M-
V!2-62<>2Z*64 ML2SO"@IVZ45: _?MJ=H'XMY! _VP6NQ7AY!>".!) "W"445#>)&^9%(K/O)@CT^:GQ;2H>4?*WDO_4?
5SI M?1?"XBQ=*24OIVH/A.CXOA.9HLX??+_25J\$8S=;7@AJ5,KCAA._%IUL?+2 M1NX)2!7+I).M I
(+S!RGOQC2CEI%Z6!7-17S2X7Z'M^UA3#T^+7IG_5Q^Z;
M@9ZF\$DK&E9Q!48R/GW3D8!@S("EM.A=0XI8MESPNYW)WB< MQ?>I!SSR ^E?
UH!7/U!7BD^>N%":=1N.'VH.*@_S&-0&PMIY!;+1HLPX MA((SJ?I6"BIG+ISGO>Q2_2AS0!2SAK;8LP7R(M+3!ZJ\$!75;-
?%K'ZF)@QCROW6S!SLA M5HJ4*7#E3T1N5?U(^N?E=MI^:JZ>7R1?HX M_/JQK^S3/3Y!_4;(K-
B<I%#%#!OD1^7! _\$BJD8D!&?&7%0Y5V1N%,_*Q*N M#_OBGI3!0 CN!2D &CX!<X3^+?!X7J+A.(A^I3_ECYP!^G!5J
E85HU3;X MJ\$!)G:QB;_L?KAK.D.J/C+Y48))1(-8(7WKBV8.0EUMZDF\$)YELD562Y;_MXXT.&
(R*.8.MYD21S9;J&CQ0L.GQ<8_OH)A3H_*UI^ZE_V4_T&7YH7 Q MK@PZ2FSD+.2LCK.\$B'8S/H\$3V1H8
FX)\$7;IS89361VIA=Y_""2XSL#I M!_9^9^+ZENW!AB%UL=JIS_Y.=MQ.M&TW;N!_ZZ::KKC"Q7IXMVJ+^>A:F9!&=
MZ+JH6\$6V1?%>NBSY/Z3!_+3=TH*).7SVC<^<^!\$!5J:4O"A_4 M;.(4@LXR.>D<-IR7@_P^6%I-
W!6_G56+!^OBWD;U5PZK57FJ3_/WMOVARW MD:6?K^_J\$9SVM;-FY W=8@;4RF5^G6R"2Y;(W:+)
M<_J@.YD#\$RA.H+AS4*2V-H.4I3" "@072DE%I;...MJH&%;>88G4'H/C(MTD-WK+A/.5=/.KPTA0BGN>W!W";Z?-
!SFW*N=N.O>EW-S=Q_5<3(\$QSV^>Y M323YH.69C;KIUW:QY^EUE3CZ M/3+TSBH)Y>A(%IO:<3!NX7!E*?
>V6")50)/_O:J^E+4@1@S*4.Q?T5N>+ MFV0KW3H&EA;&WL?H!T!4 ^UJ5T(OLUB4QIGBZ.056VI-'_7
/LR!FH?0F'02:C<30@7U!N20)YX7DDC_ M+3&ESHG*3&D5*J\$A1F;8FRDI.R9!;@2T2UFZZDMX55L?H2!EW:&K<<49
M?_ '\$H6KR;-^9GMP9@:CWJIC2YHSI?FGI@R+" M<#SA76FB:5\$2D9>J5)9QPVYT_!@G7Y;_5;Y+G9!K=I&INX7A-
A2"E%9BIU(>B8J>DTB#5+GD3LH!%YKT+H%J4ITG%_>J.YG M7<9-F)E%)-FBSEXUP5>+E9=YTH?;AL^5=%R-
SJUCXP5_24ISX'455RHJ2. MQ++1111M^&6GBI@)^S;ISV=L&^_L_!LA"!B(B#T0601'C MG".^YI

!P%1ABUVFAIP>ICVN@-Q#-2'WTCKIV1*DOZ2P?ZX61T?U+#+7*7. Y MT!GP% ^9_ M\$>F"5D:%HM92.2/5X=+_5%U-YI-
XZ>>-(^)*2?AM5_ "2Q>Y l6=-M@Z;N(Y&YL10J@GG)0^&!2NMW*7B_EMGB^'H/Y@O?U_S_.NZ>8^_J-I@W15
M'Y^>6MPF+O2ZJ<>#A,R/O>>3LBX7l@87"&Y%88PC8UMN "U/C>@HLB6!,< MM7XGWO?l1L;'=9#8Hl%?ZQ*?
[MVTX=L%E(%IX7W)=J>I=-U66YJT#PU;-Z% M/H:F@/FSSJ+>%W';.@:TD2?D'^_l6lYJXZ;!!
M(7:5*K/U9H@PEE)Y3=-Y2ETEC&9@B2N(S\$M%K->.Y*FWIDB4JIV86). M*+MG*OK!86L SYVP(G-#R;A-
X#LN8GGIA^".SHJ)2*16)RQ@G;l2HGFOA(M8L!+';C16Z'N'7; 7S4PO,4.^%-KA D4lWM/U#<+U L;.&I+O\$PD,"(-\$52
M8ZP@M)#**^>=95LAU!UVP+|4-13l'2*\$=QEC.#G&(->4'ABSLR\XlA;lPB M9-WO*3<(U?Z#3OG*;*l/O-
l85#!SGS6A7325PWQ_ 'X2;l;w)S7:7G(Z6Y Ml+H@40H0:*HHB'8&?@C)<_5Q
M*X;&+UL_>8'HRMWU9QFR3FSINXU\$Xl.\$+JW-D99.FLHQ@OZl@8lPK)ES-&H-
VIT# #000:JKEK4H2lT'^+Z3<l8W_9\$G-OOU*PDXRlLB|>5YlA,AXFV)M@KRL&+EV9%Z"9LX 0QA'E%.\$
MlQ<+QPRWV^=E7\$=1?Y"PB^CCJC#>PV9_#UL?OVA!7UU:Ql,(K;!AC7'M)Z M9B>)UB<9-#FP)@?
6510.M% "Y+ #EQ2DE0Q:TBMB@HD8\$"(O&^+7:FCY"ZlB M\$R"l0(YQ08R.6#D@J59.L5*YGVWYVRSYG
M61l7=RKU.O"5#HO@DN5)^" R'SRR9US3X*O<+l33,5JV/Ol=+>W62>A.B ML+4 ^A)9GKl"l:l.TJ?
TE#8Z@=1>;N4\$4KO*Y6EH0*l.V#)%)392ED92N,"Y7 M,l=J) FCMP=27#UOD-K'lA&/6QV^2 <&7
CM8A(E#XCA)E&R(U\$BN*#JBZMP%0XJD#U*#GPK_&SD+Zl39^O2;l;X+ /MZ.T;lO8A/#F4U2DY_4";L23%V\$HJ\$9_
M;P.5.TFN9%IS6X#<)%9^BIE7M9H,l3=-RE3-QVYWK=2AAO;l7R0NHT?7K=-
MR@XFF9W93%HRMS.M.#L)^9C(/:A^%RV 7lNA_?OY-l1.4Y\$2_B+'PAOFI" MXOCG,l+El?
R%KHJ3F3E1CM^ ^.#\$>JRA'^.P^ ^.>R753Q='AANI6\$ MN7lQ4K=5>G8ZlHlZ%#l8^@M.'9lY?)4%l>6V,>(^R5%MP
ULlA3^=4H95AW M@Z;FLVH.HU@<3XWRT7l8O,+6-NXl3)G6%M(LSMN9El-J?MBV= 6l%#_ ^1A
Ml"lMT:4^<63ND)AEU;_lL<=<S03HJM3BZ^7lZ#>+>X&Hl5!RNVDI5lClCQ7_ B/A Ml0lR;_O&_?
W03B=SR8#SlG'lGVXlOW;lYGlUYGO_lVl N?WWYX^>' Nl=[M_-lQ9%l3T=@)PlS(;HBDNN^-.K;R='ZV;S_GO
B'1HLD6=?0l>-?Y3U=-M0?9Fl@Y3>4>l;+ +/l_5L=DKJSW/O*='JE;2M?F:9"_ .3_ NL_%.?TQ?CNl;l%l
M<GERl@)T&KHJ5)^S7RW;LYl|J#JM/<'SHS#;X=-JWJM'G0H%;V/G M/Vl=Z3*XQM3lT-
^.&7\$D.U#/'43)!!7W#A5HH6OO-L M_lS9lD;ENYC L@\$MK4L+K>=S5-
[lR#D)l!>)L6U(#X<;9Al9GY4OVNRX;A<9Zl\$MSCK;lE;0A(RM M9JF1;ZR7l;TlPQ((OOD'V>U;l:1"2_-9=-.N.ON\$|-
"T>P5-'0'5<8E#_CK) ^M%P^<?BX!-#^#^TZ:VBl=7lG7AN93Y4(BL7G&B@&3_0;l%.;)YSMB M1=2lF2YA+C;l.ERUA?
F2XQ_ ^E'W?JOV_ ^55KW;lT.L=669,0T.0MQ0(Nl M'lTYO_ 'ZlJl-QR4E? **2.9_B5KHlZlLWl?#P@R0RG&N650lT
6"/66;G M;=H5"&KWM?K;ZQB8(B9\$3B2BMB@Ml'JY*P0_ %*VE6lQE;+&!5#/<l^>6C> MQ5?U&0^8N82ERl_VlC;l\$@
MP;l^ ^Ul?9>/Y7FW;l)C@6F_lH?@P>YG.^;Z_P?T47;lMR_0lR#CEXOZ&3R"+9)2.R;l;3TQ"lDJM L."FH=UOl1QR"0;!
lJMG;lB M1.?*\$@_/RjTLK#9N@Zl'lM&l^#L(Hl,lNFW3L;lG/MW)l4S&G MLN/^lBN(RZlHE6%3<*Z4TS)Ml/2?
GZCBV;DV69BC#>2>KTFEY;-U_4=6P8V5_M.T"(=Y*Hl24Ll>0F4'l+AlU;l7_ :0.T:62*H MJF*XK_F@J:75)l#?
lH;EQ@AQ4.G="l"@\$CD.QW2EL9G%HH?Pl&XQ_ @+l0E6l_MZ;l7lF)G;l "F/?TVQ>9ZN&,TG(>l6_AT^42+l+>+Al-
BQNCI>5UC+Q8K2_M?#6_D.SZ>S>+T'Sj6!N;SY@3>;\$7D_+;.#O=-lT';C5"Z4
*6VHBRl/l^*NM/lHCZl";,lTUWW_99*5E&A;JM;K0FQH*.\$;#)7N;l^ZTC" MJ^_SA09.SVOO>G?
63)l22.M\$)+=-.0l133V0l_93+FZ5H@0 MU)FtJDI#l9N9XNTV9T-V.D;N&3)7>Sl_WQF@&C.ElET6JZ8(3UQM7E9K)
MAlT(Q5>CN9T%A'l/I!M_#@D=FGH&lV\$!lR)P03X_ BT:QCP)l@M*=8KWV72 MlYLN*G/2@/H3C,+lENL8'C-
:7>>Z\$E8=PL\$70UVl<47S #).lHSSlM>7^&l8D, @Vl6^-; -23'UWlYX+ +#l-Tl9YPlAOAZZlK MKF(^<-
^K(W@&+/+7=GEOZWl18S;KTEM4ZK6Y#9ROF&G4QF^,34#l37_ :Q7CT MS'P>S_:/RlE 'VB#ET440X#>V/*WR?X"+
<2GYL&@27D@P.Z*=\$l\$E;l\$&FW M=(NC>ODQl9&O,0">P3;GW0#PKl;00@"_URF\$PlA6\$;_lA3%YX875FKl-(HOQ
Ml'"W0MC>;DlQ=U<;:/SY;)9C2&M4MK;l)(4C\$@V &;H<lZ&^YT_ ;SUW;#? ML_';SOlVK_l/C-AFF'lR)Z4-9&@l-/@>NP-
\$&17Tl3Bln /LS>K'4HT,*; M%:/TF;l#S2l;_P2;l7P1?5-AE1N%RP Ml6YlSFJR)_75DV;:/<*M+ #@,EBC)VS+
lDlVK;+lG=BF@Zl;_%Q5+&^%6 MJA5N#CSD;lWCSB,&2(l?AY;>^#l^WA*HKTEYDP"
lDDlXXXPN@lF@2(%_+3B_?>L+ER5'BT4?@V+l;MLC^B6,ZXCP9*3QX M*+_l;*PBR
R^FP/EJ5;Z=P0/#F8&\$'4H3&^2ClO^JGTQ;KO=K'l'A#>P MX\$R/lS8;l;"BlWl>Q_Q6-8l5<9lED%(67K8(&_?5
HGR%DI7 M>1l(5\$E>=0;4l0!#+l3RP-<-F\$-O'W:UED26NR\$13H).6S<l0C+l*)BH'Q, M?_'JUS*0.YZO7l2l6Al;L\$WZ6(-
+;+l\$OCT)_@FZ8)M MN.&H6l/9AY'T@0Sj\$K_7,XlWl5JVT;_ M8R).Q6;H<^X;X'F/lPU+A>=L3W M6V(U'1?
8X2<42)_5Y/\$^6'7;+AIRT(^0lKX5-7+%A88l#Q M<#FB/*SGH&(>(^LNW_AlG_l;FW/YJ8*DWG(lIGZ;lH
Q_Y;l;L3Bln)_lM/3>A^lB-ZG;lHDRQQ7EO6.T@O+S'l'N)"l8l3?4;l&9(XlQ"B1"F?l%***W> MJO+,>;!%ZlPQC
%A6lZ)#l0lP;FP)3<%M>8>"8.27ESlN3>\$l0HUL.S'#0(9 Ml'V4\$&
Q+l&^WFlAB3J7O(@%X87\$1'lT#6.&Y))9.G@O5"RV_E97Hl520X.>
M>HODK*AHFWY>=;KD;lAF=@%Q<\$l'A8RKBWR*BBXl"O'l2^NX>J;=7J^OE_A24
M>5(OUH2l^@6?.""PRAY@5@&A;"1AXX58/5AFORJTXOY7l17X(=*lBKGM+
MH>?l+)K@l?)X_/OA49l"lT_8V)&K5;l*W4NlREl'_El=1D@3_ =GGWM;lE-9
MW'=.05RSE""S@&&0Nl;J6JW;l.O8EKO'U^E+8)/=4l M7SD?ZlDSSR;K_lB<6;8A"l8=10GP%D)lV FYT0l?
U+>3lQFl=|&"DBK+l/&_0 MF@ (X&lCl;l;lQlT8SX<00<0"D%\$0*QC# M;TXG;7"(-BNKPWS9W^&N>TlH>?DK?
F)#0=>WTC MN?0>H@ "OOOl_Q6VOZ7;l;ZHL(6Dl)4lC%;G0)&+lKNE49ESlV59;AUX>Q6A M=#6^OU_Ql\$ XYR4lC?
4@GH,EAGM_0JEAlB*ZR,Q669l+BR+FEJ@BYX"."F M;l\$&+JW55N;_El=G00475V#>A'lVC0GWF<^A;
l(/%@0CCMNlVl(M^UCP**\$;_MA#Y.DN)W>ZUZ2lA5A2**l(45#UlQ8KlAP.6%54HH5?B>;RG""N89^D;5=-V
M6GlQT=5/3M-\$Oj>GNHM58H&"N,>F3UT&P@;_V.4E\$4A0<'lC@""2N*M9JXT MLKl&;2DXG&N=;lR_l9B-
(*Q:M%\$3H3&1&YY8"Gl6VHQ)l<,Z=>EE%U%l%T>? M;?%NRA#>PMJ+Y CD5\$1K3U(*W,9,X&l+DU8N=T8'D#VE
M"UC% A^9A+D^V""Z;ZW26T?(W^<";\$)+l K;4%;ZC(>^\$A4Hl75)F= M;
WW.4>AM(3_PDI8M%25L;0B;+FX7"F\$T583JCB84M\$1%12P MK5Ql6G(8_7" l/X_ /N^<'35-0lS?4LV-
2/6CM8U_#OOTZFmX#ZW%=13 M6l^W'W;PvK9^Wl /C ND+MO3;Z=%,=)(F@M;\$lX4 PU_@M;G34Yl_4l D;lPT
MPAMU9;_lCZKl^NP?Y_WR7lHHWVlN9lQV+lC;R_0lO4D;3@lF>5-*DA4W" M;6-IGVK2\$^8P#MG_*lJM'CXFG;).Q&-
XW;+ +\$N)KZNE6XZ7;l7+l.F6KHl Ml\$6?^Q>_ /U=?8D;D;^>Otl_4HF;lGH5@XF404E4^987Jl_4l M9=?YH;&0-
2.TWS^MGO_lRX2G*8UYl+l;H;H;3Z.>^*QUXO9O*O^OB4;^<4^7 M-SD9l(FMY9OU7\$+_ Nj3KT%.M5WY0&;ZS-
N#>1lRNF'6NlE+RKlMNR*7l_D_ MO93B;.D6RRYl&CN.S5+TlIK'KK0D70_*>7l?&C%F\$C8Al?HVIUEl\$Kl@T(G!
MlDlSU#8.TU(0.&\$AWD18%=?4_3ZK<2LP?;+JlN#;G;=M4T;lAGFF-HH#0l' M;Q8, @5V2GO&OS'#\$>FG*F'lH>l+JlU-
JD^(15H_0J@*#Z>_CZA_12S8@B;7Ml>7(J9L;Z>=SLU@VW4G2;lMXl476TH+Hl_&#(%)l44YJ;3G M4EX(l\$'l&-
C5JUY_R^+lB?)U'lFl#G4SU+lWPl3L)H2_ABCE-)lD@ MXOU^_GE;lLl%40#PO?XGM7=@'N0
6H#9FE.NP&DCHP=>7>%?UOU3AM=3L94 M9lM'Fiy5lS=KZ*W/#MV.E;Wl|= %l8;/@34?_lBH2Z MU3.HB&;GE+)V8L-
7V%<K;X^J@BR<+l (J^<7&4RlY69G3;_*l@&V6JlUN M_ /MN(HQl'G8AlEQ0QOROACC+49KU2,
l)lVE^*3GV.%=4N9)RNR_XLG=FY M2Q;0lRZl/>K>&Z%K lW;#QPRZ MW*lTl;_l3lNU/A&PKJ=%\$R8FV(l;l;V(l-*
M092C2lDR6)UOQ=NNl'EY#_8#;l*^ DllP9Z&2W*)'SO7?B^&lSE7F?'@E"lT
Ml'E)l7l+RCRHP>!lT7!"KDSL"A4/6lOLX&.R^V;L;l(lVl\$ZF_El_3/l1N"= MAV91M8@)ZWx20WlO+&3\$;A_lYO(P.?lF?
>M;l+YlPT?O?J#@NOSHWfV8'/#; Ml%6H_FK)MO^lF\$P?POM_09N2DV3,&AG_5&HTB47J?#8JTW;^C^MSl_A/E!
M7_>lJ#%jNGlH\$185!lTAE&O.WT_6-60X0U;lMlGW\$+C0l5l9Yl9&9Q4%6Z MJ8_8&-7O-0:B^SO6&S(l^<R
M=@G;lBKB6*2VlU7L-L_Y^AQl>5@<(R>9^l_RYNlNJO.9DDA'0lYlP.Q9lP' MW\$Z+RG#FJ;

(D4G1(>2Q6S5TDPA6%5UP76NW\$%G^WK.S'W;UZ>?7R18?LY.M7IWX^^^VHDOHHY%8Z>JK?
6R9)8K(\$1EB8Q%!*W6&@+ZKK.%BU8%<7/5IFN\$?&EEIPE\$ MQ3Z@7CJ5#*OUTU%IHU8-IH5Q)'D7TG6(3\$+IH?
=M5-9FPD)TRMDD>\$FHT<@.IWKO=?##H:OCP2IEP'H#OV=J<W=;W+49J.3RUGRYT-7:FVD MW#E2&H9HD\$3C?
FPN>"4:44+W3A\$^T+C;F%VG1UP%O UL:\$QF68SOI\$XHPZSGS9YK MF/R<[*IC>^?4HW;U'VC3UP7C\$ICP/R-
TI#HU*N>XN'F8X,T/+2/I-S3)4N M6JH'0=N;P^>B2K08!L M>I/%>9#?<8EZD8X(G+LPI?.\$G=>Z[2X6S\$5M/Y=?
>IUF_K3UMH#0#I+>#M M7& ARTDZE;+WP9SM!IN?LBI;G?9T!J;8<4=U!;+FMD-
G823>KMP0W8)8=MG+5;+;H358:VG'&5.3<I+J'E03^4K@OA>*V2 M6W;IK,SU(8;HOGBHJ&+F>X28L7F&
(?:^E6L.EZGB'78Q,X5<(X=R6MDG?>9 M;N,1)I3?7%I#Z_K,&I-HOB2F_+=E(2W;+RB0G%_Q^ZTE;MUT7&X 7H0*&O
MMUVU4@3N;+H)H\$U.8^D)H;H2CF(1?%7%C@S\$I'15B"OS*T3.2(UZ4BTD0@_QHY*7+
M%#=#2;UUDN)U(B=-0D*KYOZ^!5.\$@R^O;ZONJK RIK;S;=#+JCF:9R%+6\$5^J+;PW'IYGVZ.G?Z)'UDT.KM1JX&"
M8701/68M-NF(R?G%#1IGUE/JW=J08NP+0@3.O:MXROPN#WZ IE63FS<=#3I
M.3H12"IDHN&L?.\$X&F306@T;DE3WZY3H2A;2I83J.P/L=A=8)*=U.I MT@I'(B1'S\$6OIGT8P\61PI4R-
1X;L8Z'2HELW>OZZ8W6N\$NY^ 85.GS@>N(MF5DI^K;I^>TW;FLETCQ (;^7^EGH%;
CI31OGWAB(IPDRX=+I\$4W-(Y MPP>WLT'V;?@'I8#IHK'"#7QAO)X_*EJS<>/3?BXXH)>>7O(JW;CDAN_7I6P
M@L_\$OJH79_OV;>N"UI1T^C\LSL^S2_ADC^M)#MPL LCW\$LUN?#^E.YI%N/W M=<E9W;9DZ-
P6.I37>KLV,UM_IH83L1C64JW3;+B083O#8NJ/Z ML'X3#UI;N;#7ELX.%Y?
MH55*J3CD>IG>D4M*&"W)ZNLRCI5.ATNA+*N20\$ MOCH#\$WNF-
<2&Z)MUP/>VPL.FL)&OJKK3CKORYI0<=&HINTR ON_9HDAW8 MX'Z-3E;C_D/4GM+I)F?
BI^R/H#B,IW1MLY5^WUV= ID,\$8I,R'25^4I^2I M0I+144V.^ANN>12336?_7E7^9CG^,NN>37VBG^#I;TB^
I JVRRX;1%&=-Y M8'MG\$X;^D;IG\$S;LL;U=N57X9I MJ#5);J=GK18 @UBXB/% T*H^ 2GPC-&%<5?
>4K3;X4Z+^+W=BIVY+YI' MTU?N98=Y<IN<8%';R;+ K M-\$5HCX+|0F")2 WZ;CNR%ZO WO %/EEDR?
^4#2K;.2_9WG47@1T MOQ;RO6Y9U)8OIFY=@W"O98=2U*Q%ZNY!|RTJPE.O'2OO/3VZX|BB96N0&N3 MJ-
I7<I8\$US;\$Y @ZS,BZ1AH"S(*P4,0@\$.+I;J9.15A"7=MUV5< M-/3OV0_7YYY'QAF;4,OD-I'V'V;_2RK^OHG,*H99O5-
I'\$SN'0@;+I6GIY MT2IN)0DIGXCK6LK=N2.I34(2.WHH/4 XZB=IRM>M\$XQ.-350^T2A\$XQ.-
M3S3^1&G1%CO%Q%V0@GS?FOV#Z=LI_CDR@V!U3.IO;H78=9>AO NLU"/V%(Z MYI'S^BMK<,\$H><C'+^4?
=Y=\$PR94FI9"12Y8I8'2D)U)6% MCMK8TITMI(E;I*%UR0Z+.-9'6&V/*** (BQ7IG)?QNKMA.XN1I"IL24D(?JFXI-K/V?
YX1^<LKJ J29I67I9YI3WRJ(I'5S_I_<Z;_<I#=#X%0TKJO)/T MKI%7IC_9'5HZ>0?2OORYKZ4B4);@QLZ09
M2U<>2)YR8@5E'I-J'VY'I+P6T&2G FE6# D6"U!>?;,*D+XGOIN+4N1+I' MSE"A)G2;T&W;Y>C;M9O&
I301'/OV*0.GI@H)2F,\$*94N3"&H5ZG.66@YYH MRC7H;D\$3(IDE/CK/F#&Y57) T(VQR34PP=NTR42WHH0"OID)
(E"J,U ?4V ML#1543AGHC&EV%+>C*?;L\$A8:0#>N*-\$1R;(+WRP7GAEF=LG>)MLTYMXJ?T
MT\$NFAZ;30HJ5\$U_V+'OCF>XG6KBZQ4ATQ5B4Y>V<(<)/HV|L8S0Q%)%H M)P*15I=\$YT5)E.(RSW7@I?
G19)6OC2R1*6^&L@AONU+2BA.0I*4H6V/Z(MOBE7=5+LITU^FNCFO17.838#"Y1(70+.6<5(A&41.9I3HF!;
@MEIVB#)X)A M^KI6FE)BJ"*=*8(-I@V;2)31#>3.RFI9'2G-"=2YI"VH1?#
M;O+HO'6.7D6W9CB(11F4)1R@#7#07<3K"1%+D-T1G)JR@QE8D)WB9XFS;Y M2<*;HZJ4U'I2!*
S(RV)@S8CQH9CY(YD(X"V)4JVO<%(HBWG44A.51TED MD8M8Y@W.T+5A#;%U&_BE9WR4_FEFVW_K-Y.GV'+TG-
AMW)8HY;<@8I=%AY\$4HGE8IFG MQ(#"4;L&%L4>H6@QH>B\$HA.* M3BAZ>RBH73IYH\$(6>9\$24%1.'HA*
(3BDXH>ILHRDL%T<J(P%D90K4"EI3E0AE8#_MV|I^+((H9"!>.\$JDDIY8/X!10MO72Y+6>X1BL;SGI'Z5"@Z90??
E,T^ MU LSR|9.SYC|T%-873)C|>,M=;IRTE"JT,4@ M;IB;1%W9;RJH"R8+7BCU/JRM)R\$7
4B2PW@6;..N)AKKIL'@&GW"-IT5\$LW MP=NTR4I2WI@W45(I2.ZPBU4I06AOE!+-BZAUH7.YW221.FJ5%HYJCU
HHE\$ M4;-)U\$*R/1<^3WJ8E7*27N;X&W;Y"<);R634G\$02,\$.&(FIV!HOIPP7^J@
MO/YV"XJ\$FPD5#M)8%D5+BL261\$R6)OI_8AC^*.4)'#=#U/RM M,HLI7V-RB4TNL;Z'4,ZU%\$\$3|OU6JVA+E-
6""#X67"6>|NL04EY&6N2"" M4B'.464I(P\$ZKD5,K=,I'GY=30;T.VJ4W3)C|>--*,UY;2@0M"^R3 MX8AVW!/M
:Q4X\$YMMW;GW @3I26E8XY(C\$S6QQ@+&^A*ITRIW!XU\$>)30." MMVF3GR;I!>%RSZ4CC&_#H.@D,
<I|D)+K@65X\$7_"M#I""6^X|X"&7A*9.TY4 M"7HL>D'\$^;I31S2I;I)I;_CHM*+J% M3;T=/%%%Z52N!<=EG)
<1!P,X2+)N8S1%TSE-|C=,,3NDWH M-FWRDT0W82FGTI#" (E+A<0Z66T=R5;+U\$71.<);J92C0G>IDU^DO F?
0A;H%R|M3FA@UZ8A-2W0I/>+U8H")W1YOT<+ZPV_W MI#G9TZZ8FR1S\$77<#TP_<'K"Z0FG'R!;I29I MZ7-&-
Z>CY)T'W3@I09B.RCK%*8I;M17I.LNCYH0*EQ-9"\$N4=IQ\$150I@B^MV\$><9Q26\$RTFH)Z>@+I";AO)XVZL;FS!;IC
%0VANB+2U)CN?1R5(7NTEFX-SG5@O&IK8(IK)_31/5;HA4\$)US?EO'/1 MU-TA(3TW3#&I'W8G&GC(V>9?
R:UVKL8)R@.OB8BEPR'ZP6I5DE#IK;&. MQ2+NT4FKN;@M1_YEJ;A'7 U&1P3JDZH>D-K(==@#WC0_&4T@);4\$VL=6
NR.M*+6).BBIU1&(F5Q0ZPI7>1@9GI-E'MR;"54EDX*YI%EOS^H>EN9EQ.J3J@Z MH>J\$JN'DLX>(I8;E)A#
(BDZRT0/B"EDR"E749=;LH%+6 A#\$&7.9% X;EX
M98XGL19E,";V*>\$SP);RN<.>JA*L3KDZXNHVKT=B<*3#@;2I;I\$12@CW/ MH.Y&_0JL)5Z^9 M<^_&YC&G_5YIR-
S,M+ #FLRC&95>V"A G G/\$>">A6770IH>)0WHNOWOA MJ_9D9DZ?QUGX,IYK 5/)U!
%4^T.5K2+LPS>)%FA?IM|7K6G#K)JK158 M3US<"B&^VX&/>KTY&@;XU>T8O5R63)4Y'?Z#D8P<^W^<=
*&FJV6HIKC;\$A: MD;LP;_?I640?<@H\$TTTT9I=^=>6+/Z+&N%-Z\$3HN? OA'Z94OI'6\$Q91
M%<^6\$%M02?)21W\$;NGF5?CF?9V;^17^>A3GY ?U-EDY=>NDV2?/=LLF; M#BRRJH5?7?UQ#@_TV4D##-W
L\$*SR\$QV4E?S15-LP4&2\$@_6%ZT)I)P%L MUA<M(4LY7I@>F|EMLN=F.U;S;OS&SC MZ5Z>1CHN'6I+X^
D%+D3A*K) IYCY51.6)4=\$7UD9@_ X'OX#I.95Y9PN2M)LYCT'1FV" @5R&GIHXI*.1?H7C#YAZ8Z,2Y3U0+77C.\$2_-IA"-
0U68.IC;MS'T&Z@-'OS\$6P!N0@.\$%\$%*T7#TR? AE5IF+T/(?NO_U"< MTQ=O<,>9>|HBI9=B0I^7BV
P=V%R_B^G^N;,>,>2W?VY.F96(O.FD &HJZ M9=LB>PN71;,*NY96UQU'AI'&OFU+<96
MBFT2"-7<((I3*POQEQ.6Z+N?&MR&_ \$%U<4<"YW.7F&'KF3|OMUPQ4AAJ8! MDCXOC;&S1=XNP?"I7+^\$H&_?
S2IN&_VI+Q8D'US22Z49&5NG*&ZFT+O_+B)IOCFVBS9GL\$"\$S665L;L6%=SV;?CG\$C;K2<+?"#0IF6&_'?#
M6J;_H5H"O>.WX";6%>D6<%%W3^J_XR1EX)LV5L\$/PN-S&_*^8' M@)@'FO09>3)+;VJ/0E@<I-_\$D6>.ZR7;,
IAKJ(=S I2-5 V IQMNIN9 8@&ZO)H> MGCV9?4.NT4T08I/I'8EY\$8JR,I& 4ZSXJMPGZ.OE!7R7H7G| ^MO(#
I;H@^WVD M;I09\$P&N#U<@_B?I'DI&K;HUN=I\$ROI8M'ZL#L+H)IT'7SEWY;XN+/9 M+I+5!;_%I70,5D<=2
38K\$A9SR(IA,4=@R|X1DI^DT4XMJ"U" #KH"J'G MG 2'W3IHI4M6F "Z1 @&RY(I8QFCGBA"E-\$6Y9;_5PTIFU
M5\$0BN2+1LP71W@\$C%)2!1AZ5D2>J4%P\$IR83QHISP0+.TBI9;%
M\$.)K56R5W%XGVGT_'CO.8V/2J\$09Q6*GIX^ZIL*27H1/NC^EN>@=[&O(&5 M6-290IDQF_5MV>QI'00#LPM-
"X1I\$D)YOK>07=L7";FL H.64 PI13'D9FSHG7GIF\$D&7=@%@Q-WQ;&XWK_V7D&V M(I:10%2R8**AH#I
IU/&D7"RLV 52W+ M-HM-?<PA) 8UIY>I D(X3!W;WV;ZIK5W3GGCY-HSG? MJ;V9AG#N0.D>IGX4EL\$
S"CKXL1#&1>^S!<_FPC)@#?3SSY3D1+U(&@;^
MD"@9IC9;LWDSI.C\$=^ZCLN>H&U1<(<Q^<1M^UH57#<CIV/^\$AI<_A>#"%5_0%94>:(H7V%+V MS12'G9?
>WR3P?<FOWWWX>=,LI/OWG|NYK-RJ R=Z!2? AMI_ ^O;#^&S MEVI REZ_?/;IK>7Q_S^<_7GU^&_ VWGI-
W8SIY^I#WC7/5KKU@KS'AI&U# M+TS'>@F&M9H10'7=Z&L13;9%%DW59)_#.' O+RY;|@X.M/ERH M"HUIW-%I%
IX%T5W;I PY?5_&2)8=TW=O'EH,IFE?_6L+7RI9IV7\$PR:C MMV"R3-T;4I;I#0P4-(M9^WP_1/4U*;9XB
3S"RYQC"SB?&7?QOVL4UO>DS4 M3)EC_UK62"HP@SI"H@'4ZS"YJ<*EP8SUBZ@.4OJ2)=W?O;3IF6/I)_'>\$
MY I<6W;T'Q^J@BV/2B;F I&EI2WTM/I0=8N064WI7#B%9;_UF MYD)VT*4@W.>L;W2SV2P(ZIP3I'U;#O
I)WOP"ILN&JT\$7.-@^A;S;HFMIM6J<I;?CB_J5I6;A9FH^YZH6WR#NI?S;?IN IA O Q@KZ)AB7FV0\$K+XY-T

M TS*OU0MOB9EZV*F550/X0FGF?ED@/3P6:J@!12+21R&1@%H,U/16L"X!/? M:J9X&I;RC,JZF+O,*JCBIS/P77?
WHV4FJ.O 0J M4J?07&AANBC*M.X#P8\$7D)?%<&B)C5\$0YI^#/D\$M-A0AL*V^J%"78EMR1,DI*
ML0&W\$Y18F2@0H0(P.3_OG1.80%ZJ,TYP":+4A@M=N^K#A:NN
MY:66RBJF5"!Y1/1/^156Y>3PGJ36U,6WFS9IP),HL %Q'NI, 8G8)(1?EA) MM=**E6KKA."IG"D19'OMKK9J8.W^A@"
(X1:;DTL?2PGK1G2DP21I!%?2UL(8 MQNWN#=#YHS2P/^-#TYRCH/HGX700RBFR==")==BKJQC83?DJF?G>Z*8\$B#P
MR8DO.,6N/0711C@28ZFDMJ^+?L.^CJ>J+^NYO(NXM!^ZE?@H"ZIDJHRKT(M
DU1/3YM49^>A:9%IP,Z^C&U):6Z+QMW!*H:9HUGP> &IHP?9^_8VRAON+ MZ)A_PCP^SFH+=D@:
(Z.D#")2S")W1/*@B*\$Z M\$*M=2;55AKFMD^VN(SS6BM!;#JHPUVL-GV_>OMJ 3I(&AQB*Y9=MF%)XJZ"C
M+0#J(S41I&+0L./"/=>.906GM;K-I6EV)K8+ M.IS7EY'B>RSG:!" %R 7T?
JMYI"N^ABL"D^66\$I\$'IQ0I5.V?;H:A9D\$9KC MA. UJJKPC^UN=.NEA?ONT"0WLW=(
M4S'STPNFVF>^X/(0/77U.55+LSAV\$H)B19WKUN(I'N=X=!:^Z28ETRW;(Z!K=08H%"2"/?PZS65JH"%<.N.&Z M.-
"UTIKW\$CKJ5(AW\$SLZ#KJ!=+NTI2E+J0J5JZC\$%Z^B)=3E;F%) 810\$E
M^!>K3A""I+OA(HCWS)RTX7D:3@QZGP>230VJK;J.T.?#UY<MT/4I09:K0RKD=^_
.@GY=NE2"/WWE7G8HU#700.9M1#/#7=-S*:8Z!Z\$Z%/DC MGV)YF#/(N*=8'/+D4_QM@GU&T=J*L?0GZNB#Q?
%SE!/=G5UQZ=RQFW>M M?*\$S3 RK;_ G&://OC17*YW5=&'EUPGP'=Y1>[ZE'*90X7V8?TFHG89T?L MLV7P3-
QSS0ZGDS"?T.A*.*OG.#J17)<-XODE7I5MXL)B7:*8JQPA,O75P@ M@-
I&GBI:ORTJLA#;V%71BJTFYFYAH4NING7.>XX0G7H4
MNXF7)EZ:E+L'0&63)W12EJ/2M'I7U@EEUBSO=8LMS5W10W\$-JL"QWAR\$I MUVA;1;S
^707@, @%>7"?3SWL^NO+ZH(CA2FG^D)9Z"J.-V7;_UTJW M!>.QG45*J>:1SQ1%/L7*B:))PK,QQ)6*AJQ8H=C6>0-
E+!+&K&1\$%GEA"#+8 M?YMXJFWSDL+>T2\$2M%422GIX-) C!;>API5MS2C;AW1HUW>BSS!%&38#TP
MP(JEM,%I3G1(YRV*2\$PL(K%:&!DD,%#%\$ (BEH;(KQ0\$0NJ *M\$Y'9.[481038\$V M>J;.@'6#@'+T'B5=
5ANI#83442)8P@7);*JZ8R+=4 MKFL!UNWI61-L3;#U +9T@JT=PI:4I8I.4E)2JXBTQA!M"DTBSYEC%,Q%OW5@
MWI5@ZTXLQ0G;A:QO8^TCWV-V;MU)_O.@_D08F#2V>G|0<|WE= MI=-3K^EHH) ^NG54RA2KN*GSJML5E _&O70-
3;12 M#>FC"C,HG@N+&&T8\$06L2 F2\$TT+7.K65%*MW6,E9&216/A.L** %@7
MF226*DH*KETAN**BV.X5OB\$TWEX\$>+("(2 G@)P Z(I6:4TE=-:0=I(2 MXP,G9?
1&25AHH8.CKP*0'J"-0)A!TUTOQ.4'ETX%*:0JCSDET3\$#P*6 M!)3(#^4.)8'Y?*M<^ZBB3*45!-GX4H9>
!XY9YXHTLPT46IU%>S'6 _#S!.*M3J X0>,\$C1,TH@P.2UT*ORQUCDB!9JZ7((JR4JCA8R%=-NM3VX*C;.>G.TX M.O'D!)
30.X0(44-DO"DIACO; WE"C-%2FUMBR4DNQ%*Y"D#>EYD|0>4I MUZU.I-|C30\$S3C/(+>.)LFU6RIDAQS9T-
=+!)#Z'F77_11+7F8QJD8 M4I(Q2ITGA3242%LRHJER))=YR%EN:#1.C2M*4=K<J76&TI29U!46?D@C
M!+&1E@20+P^RC)0?A/(O"_?)+."3LG)RPI\$;QDUFO-"E8:' /FG!\$BT! M0'/F/*/&.EE,V#EAYX2=\$W9.V'FVN3?
E@-E"\$UI&13A(+5%1:2*,L|QSZG6I MSV*GD+(JPGKBO81H!<FQ%<6\$FUTHJ5RMV;J4Z+@+@?_PLE!/%R!;
M%E1B80";ZHH1&H2DP0L1RJT\$APD|R-VCL 3F5=C|/*2 MBO%_Q7?CA(|_0CB!0#+297LKH:&D_+I
M">MZ.;+7H6/NMQ_ ^4Q |X(YPI@S1!H#(Y.1>-RHP@55&E.89JF7XJGSF9E_M_)JG84Y^?<
WW21)=FWA/F:J|H/CLRGD)GY*0 !+.(.#=+LHZGF;3IV&5"B MA2'3 M%4B,4W7D88ZT?
3%N/ZM<>X19>2.8*ZYV1_#/#3&:<=O?2_#UAVNZY0B" M4=8&MVRJ117:@ZR*2"V>#=#J<53-
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@)M WS_TAJYO,S\$#HS|VB M NK\$|_&N%FAO=" X3#|<-2JU"0ANPCN:%|I"X8_8UG"&(!>CX!08>#RB((
MP'Z=K"?;9C8XDR9X!%/_FVNJ_*8=QHT\$?1(256^MWN:8X0I7Y^8)FWZ:*<. MLL; TOMX!1"LKYK@%O"6-C2?^C'
\$GYC?0ZS=X 6)TWM@H<|P"O<.;G35!=- M/6MQ@|*WQ^SR\$#".34|#UMSZP'M:Y M:P*\$24.W"?67WE\$
6C|Y1@_IE02P|&/_S1'+<^>.S9@M!1% M&4Q.NY.L_#% 6I^#(BA!*39 MTBT&Y 8QM5*AXJS^W \$R/O#G95-
G8/RTRS;J_?OA^/LIWHV,PT(D?ZBQ5\$3 M0I*-U;ZKKU4;3T(.4RS1\$^\$7\$|JGH6V|63B>3.I.8+-81\$T4@!5?""\$8+=
H3A!>> E\$;PC(FB)*&BJJ=-Q6,1B M(R+UNB;8GWLR?=VMT.MAB?YJOE3'R^_#A_16&5_L#P!J?YR?2TOMHP
MOPAMJ;1*\$D\$5X V!=-/SL-P08Z_-ED7/W%:VU70YB|G8I@N.96&.%12C@.E MF&7|B3>V"ZSK*EH35VJMG|C;W#
FK_KW?6'AX84SN*1)=.@7B|;12 NZN(@X)9S.* 6 M.U2YMU |64BF;2I\$Z|6&*==)U.7<@%& 8 XW@7;6=K^EJB\$|=;0
\$%R_8H MA,5A!+@_8MOPPH'YE6(SV+*#.3=Z0#4_6:(%U1G%J\$R8E_UB|0U|XUQ#I.^=?5Q#IN6W#UH
M!"13M6|10I,N9PL<7K)UTBBZ!)%FRMS?Q2S->MM(L\$H58:F(8A^SY|.4%* M^.\$@FX.1?UE*(@;U?)*=K(H43T
62IG;A#OL'QK 0\$PXF9NK^_J\$6Q)I84< M51Y6Y/GK?Q1>CSXGA2@YP+>1FLHX:4UO.R;0S3J_YD&@E*!4!487*-
MR#X:DC#A/>."Y2|>CU_,R7Z%B>?IE(4'(T'3|H/8=X(MT)D9H&H\$>R)W8!L%HPD/IF2>*JWN"QI1,YB@|3)-0L-FP@F8
G&H#0YD\$&. M1G:0Y0J)=P)LOC^6;BP8GQ:#2-6E4W73H@W=|^<^&XV%+>TJMDK/3A/G MV/|@7MOZ"BPK/?+Y*?
ERYWD>ZYRCNZ ZE(W;=M2&Y M62J|Y%YM?P*YVZ=|EIBF B3>VYFGUI^+>9GU:TT#IYV.*T@FF|B2PM95|
MLE.7SOH;O?N;0;?+9_.;V"KA%Y # (R M6U)5YB)8^X|>8,"MP;|<7/HVOLFR_!"6QW7%O3@ANA
M9:|Q)WKP>W<4_ (6WL5S(T9OYN|4_Q=7 40?^U);I7/I@&\$|>_L=G|RP((MA9/D@ER&9Q='787M"N&?
B_WG>:J1"QGLWJSRD>WB5Q'&& "67(O.85,S/T M0!\$BGF"ZPC&ZG-K.W;7IBUM|N3:2-X9(U4ERUK;PK-B40KQ"
(*C'AEP&1 H@)?Q<@R;I.8;_L2 (MNEHH>TN^&ZQV&PTI|+P.F+P6*6J MI?S-|M'K9C^CYD&?JK9**1FGSX=G7-
5J'MK#F 5WXVOK%_I#LS^D)5;^.\$L MKGZ4H1X&24T<=V<|U-P/<Q@XW|G(CA M;MZ:KK"\$B|:=I!>R_LA^YY?
BA'V>^ON MN^3ZWJGUKLJ|VFI(O6%I1&8LMTAH*&U51)>YRDM'A5!;2.4E\$*7|26E MY
61W%IBG3)\$<V613\$<M@N<3>T3F\$U@ M=A,P\$Y%5G!)BH*51I9<\$\$M%3@IO-6.Y7FY%4Z35&IM?
\$Z4R3V1CGFBM;# M+7P\$/"N*R.X:S/2\$95Q^VH0L+|H03+JX.V"A\$ &K9H>_+ M^C^D40|S0|-
=3<_YA71XY3ARC.E+?>.)K;_K3 4W1?6G2;QY(NJ"RZ_7|BNK=>H_7N?+ODI4|+H*Y+
M;M^J@KIANMOUAY7*5X#B+I\$%Y+; F4J0_"UHYCN|9DZE,B6WL;8A^"T(89A M.8F/0@JFG,"4TCV
Y@_GU))=E%R3BKMV45-UW<%>4+=|89#HS@=X@*5)DR\$5 ML|VP PTL&\$H< \$=813/K.L"LDINZE"9<4K-
5'8;-7<;E=2BL5I=ORC:&5LT_U;-J7T<9!94&=AU()J9=5QA!2C>LJ;R I'ARTG= MU9W6J|2SGH<_WB;1N7K1&58-
3I&BJ2N-6:H2\$6F6;IZ_DA=VXQN4D-?KV0I MJ|6E|I-UOXF##71J4KW.NA|J@M"FO Y|_W;*#X8WAX?JDLH/>_J_\$I@?;
M>^==JH1=MJUYV:6G2EVIUOV'TGP'GCUMK70SNGYY\$?^=*YX/+FBVEB1E5^~^
M3M&|04D&@X1!=33JAFUUNKKT5O I5-T;QS@)T2'M-75=TIU5;#V7HZYG
M736>#S\$T^&X09"A(C%|CX/O44654T_ HOC\$VAL21I|V5+FCXGL8F%.IAY& M|I=J;_>J;U2-X>UR'V
ML>C|OAE'L M>ZIK(XPI'P=ER|YJ%616HKS>LN_L@&=/CS3+#+0#>TJ3JQG.6 M+|/6C ?
(TF/F=%@4E!>Y24G%ZD=/W<;S6^J*8ZC.|NU3RL|ADVNHUG;J\$F=7I MI_-;HMTFW^XP#?_646U%5|^~Z
I6=;QH.ZWF;+('@&>,%GE1I9*H;D1,<| MF|B%4GKK0,KK5;,\$UO/Z^5_E;_KYE4B1;SL^X!7;EH8V!)9O=U&X|CGRJ?
M|O.\$X2A!&-|TX<6,\$)Y0&3;I&SAV")Y9-5H-P00"MQ.S#99Y)G.++#VL^4Z%&U/AOKX6:GR5S?;U<_P|@-S**8-X
MEZ=NNI"(DFH2>2&)U\$(3:I@EE-HHRR(D=*;/*>@!1 ?-C>&|%CFCAlKBL+=1)5>'<+<_W? MJ|71JSY GF3-
|K5G<9=G+Y_O#G|H|/(%>P)(X|H|:6L<D)0\$>#DMJ|51>
|^2@^CO#2)9&#EYL>I.8^_6M_OYH5Z8V;2S7Y_M?^CEOLA_ MY.ACOEYB\$N\$|2J0I=@I=83\$>I7"*RCLIO
_UG0<03@'@IC"21.6<,*R0KM@Z MDN0Z"ORV|VCWFKN|+=7|F3R|_33I+Q/8#F|Y97ZJ|E5YF7\$ YNPIPD-);&4
MX2\$BGLJ'46'YUBE5U|DIP LF>836-ZT3=&5BL?;E G/?
GP6+Q80UOFPYQQ*ZJNL_<+JTEOU"!A*:RY7H#>9WV405^&OG9G5:PCNKXNZT_ %|I" M.-SN\$=7|XV%V)O30S0|7I-
U>E&H^ZC6\$1>JA^91&DHXL ARZ%D#PN'G;%X9B M=2
IZY/VBP|7=JE>IK|87;Q>.;&ZQ5&J@4JEE!QMTTG,#SSL:OAA\$D<9.T2 M*T+Q_/PE<1YA=PKVU8? X|*7VK;

M+||6E<+!@ (F N/LS MFCM)"POH-ML=I*U?4?UZCOUR=!6U MJZ4X;^8 +5,1?B H(L.ZIRHC!GW:
'2EP2,ZG6Q:18!IV)Z.JM@SV>7*/74 MI6M0!4AN+(B%4=MJWDWQ(*N.3TS5I+T_&H!AHG.+P!V1YTF);@XZ@AL8B
MF?8UB;=,U6S?JV:%4_AROXV+OYI9Y_)!^PJ/JG8,16M)Y?GC'EP75:*>/8KM,@/!YL*6#<.'C,? M/S8!P&.,*,@00Z0,:^
H_6"RPYA8^*,Q_A(Q*9_5+*#?), M7AN7*CN\$W<23I
MPM_/K^A0^?2:\$2Q.W2_2V8V097E7)YS+KR7OGF3=14Q!@\$.+I(XQ_I-K&Z M
%>1((D2+9W0T."C>ZNIJLPGIYEUBKJDI@7.I.%5BMB^|D|NWHYNJH?73 M#A%|9WOTTU3W?
IKJ>A54/TWU.4U3Y3>|IBI>7-1_@YU;X|^|^@?T*D&_ '4Q! M\$2:@0! *YXG9|I?KC_LQI>M'G?QLD^D;X/_!;-#
|OM^V"/M22KQQWOT_O M5|NOME|MOJHK5ZOTZFJNM_EJHMI"G2|3Q7|E|_='U_ C2>^O&7U/I-IY&^
M&T_//CWH.UXIH%|>F'>HU'?&VQG8/3|O:6@H=|S2)_@ONV>C"W?MS=-.5 M'>.BS;OI=%Z#P&_&T^O59??,U3-
7SUQ;FQ\$XRX>044TAJ,E/2STOL;QT4UY; M2P6W2)|WNXMM^?%R;WEU@O\$
MGHUZRUV?;*UGKIZY>LNMVZ6>EWK+K>?M/H;9QS|WBXR"IO-\$>G%Y(89|8_>U M.P*:QJA|YFN|H*U7YTNGDH);I?
|F->X MY)ZBG_3QIDM^@ (DONB;O?<@_S^5XG^&2>XI^TL?|Y);15W,3XZ;M\$2;:!
M8#|7X1%;>VGINYP'H"3D5EF+|+%,>B*CH.0&6TB,|3AFA+^VZU7D*CA+ M=\$Z92"H||3RO|Z#S>QV)
MLA_DW;-9CV;7_ SO;|B#^_00D4=;BF;.), <9D:9P0,|LZE23PX;K|!"|HDJYD88EB_MEA+I2R+6&DY" (PJOJMD\RX_#.
<|8|JU5/_^&X_B3@<|B3N;BO=,E+L>N^K@ M>F3
Y1@5LFA+O&\$404@3+Y(AG)?2*4LFE|UI7NMVZ6|2BRUVA5S|Z>E>/7+U MR-
4CUR7(1.W)T5"2L:HJER.;)80B|W4QOJDSR-7YD)| "QB<(6.9I#|OCB'N/VGY#UWZ0=X|F/9KMDT?-1^V<I6.AJ2(M#I2\$
'XA'2. MZJ@XRQOQAINAXUUZU)Z>/_HUI'I_ 'O&@ "61+9)14J.H0R,3/2H)2GA?358 MJBE2GNTN.R./6J|7=H#U|X?;0|
<.P2N+|E.3CF25)%\$JF(TTH3)5/FVJ<@ MLH+NW3"C4J>^|H)W>C=,|+VP(LW3 K0.CKJEE|QYJZU;_4Y>VW*G|H_=
MMS78X?>D;L_&29ZV=#47J|U_55^;L_3|Z|EMZCV3|Y6V7|(M2MEH2->\$^F_)IY93D(V1I40@Y8;6Q_=
T/\$N_ WZR4%CI_V_M;|\$Q&L 6/|| MBD_+2H|@*E<0+V+DU#\$@G0_7""|C4CW+NS2W?I;I7,H'VB/7+CUJG'L5
MM22,)D9DMH;8|!*1NC 3M/!9Q(W9TEQ8*ZD",S|H(KF3Q M/"3_,R&0_ MU7G#|743X-JEXZO'K1ZW'N&1|KBURYXI6G';
^9C;\$_.D2XFX\$CF)TFIK8G'6 M;E;N|L|ZO)7?JP>NONO@'78=5&M=|YJECF\$OLGJ1M;|BJY@8C1_@J+W1%);
MB/R(T8S1XE_*QM|A^;B4|2V@_M|A|>C'I#9A%85)(U).H\$P'3E)D\$&S*QT16ODQ_PW%|LZ|6P'K@> M&7#EZ#03'\$
H.T=DX8YX*33)HA3IHLAMW968J\$TS91) M0DVD1_9CB*7|D>AMT2(DF=B=6(^|PL_KAZX>N'Z,7
9BQDP8|A+|'3)7#B MHZML|FVDU|G'-E-C5 E2EO6?<1JL20|94*1;|S"LEO+C.XK9Q|7=,T'?>=H MUJ/9/E7.4LL8-
S209.6:H|1+|P94'(B|45L^)| (5A0E_+U0/7 MQ<#E8K*|<\$6BB*Y)2M)X-X2B-W6B5+PTZ_ZVXK9Q7M>ZQVBUM)
(82?2ICF M|O&ELV=,>|2E3|OVRM|@>Y.ER6G>W""SA ME_*|5VDP|1GZTY=EF+^N|I0_YM|9HDPNGERO(-9G|Q>U343?
_T9?#3|/R_ML;NG+V_.|1'?+>#2,;>);XXE(99H^CB/WB3E231OW(^@9<+;C=B_,+5D+H? MEVP|V(1LJ?'C 2P.O3Z44?
K=N3MVV%&X|EH//LM|SV|>|B2V-DH,3'F(D4 MVD) "R<|%;CM45*|Z+Y>CQ|.22C3_^(H_(GO_N9^O6Z>Y_#*#
M#X&V_LJS9C;QHVD+;.,6N37WX?V2KSQR|\$.R#9>N#|7R*Z|HS.;|O?P;|S) M9|!#A>A_.0%;P%T3N|GZ9#N|N?
M*4:N@X_/!40A.FW&8>2#,U3)^+CQ<(0# M8(L3H.
|3>L?|Z%;S'<|G_1NT6.%;@N\$WH/O%OST&/0@&|9U@D"_%^BP2\$<%8 M4&42(TYZ3|*2WQJ09-
H+S#H|D\$J1+|IE)K|IY;\$2>(- (U;B#^J\$2L4D\$P2+^2; M V@,YZE@N0U&8E+XOAH2@WQ4B6B=39,Y!
9WZ"6/*|ZW"X7VTOH?XJZ MY.FW^X2M|Q_0T|A|Y(R1.0D|XRR4*OZ?#DWT|DSF<O_.\$(+2A|1P^G|HP
M|WKTDP8@QL8+35_@^C7YY|RT?24)D>C|H=N"W M5_.0RG|"A|J8T;HD5;.-"
M_>|^:7+Y'BN%;X37C(8S7W';O7SI3E;=9K|'!6_E_)0H9ISL87+^%7OMO,J MM7,O.|@#8*
|G56RN_6IU;*HE(U|D3C)N)6Q,BG8G>T?|?M'@Y-I M|V4P.ZH?1H"(QL=Y_@+W9V|ZE-
"G&;Q<_/867KRUT+GQWAW4UYUI&3?'X^D_MK?%/HT\$|VWQ4|1D(-FALCV E|W;KR3>*ATWS/6|E8%9W M?3J|/T
V7ZH&_SC>/P7;N= 5W#7403#Z/4_P_||LS5%|P3\$QU+3)7Q5U>57;+KL#A3=&Y/A M=R@;C|>3Z|>K#_0L-
1X.4N6|'4B|T3Q7H|J/_^6J&ZU3BC|YF8R_5L_?D&=4L49EHA-0B^14@;_*#4EUZ&HFC2A/J MDP83*|ND-|H_W?=|
(LG(#|W5Q_+P(\$F&BNQA)(B_5|G0\$|?&00 M(OJ'D^K|G8"1E3X|NBB\$)_0X'S\$M/M-OGG';Y9V-RC
0#VR1BO@C_*%B\$ MHPZ*|E*%O!%;5W_*L2^*#YE\$&HU& AT0VFLP/4@E%7|AD/O/K:C/|\$&@"|3Q_W%K|@Y3/OH
*T85|5E|Q=?>/X<4P MJ\$%;_IG#0|'D@%=%*1B_'OSH+|1|L.6K 3-#S|7R@|HA4V G7..Q_P=<|&DX MAOVZ8)
<.T\$SYDH\$7X7^/QZ_!N@B<5"?7 3HXX_@3WC&; PDN># NK(T'L(N M=&<'...;(>PS2_/@S|IR3M_/)&|/Z(1+ %
(FSO2E>_H4.GC) 7|/=Y?NH\$ _A M|H_SM)+<\$>CHPU/2_L(EM(4W1+|HO|D>|!|!/%V<'Y|F8>FH_S|%78-D+>^M.5
Z|+|U_\$|0^TSX@J<-MHPY;4^NY@S%T^Y SIAG526|H"51\$P9_!4.2OU4
M+P^G|T6|4^08X_&DQGLP0R_!R7)X.OXB>0RZ3|PM955JUVG;DZ6COCKTIG MBV@8?%;@H:60-69EC"KE7T@H|?
17XN5+|Q;TRU/|H"HH"KIL_#UO2>G9Y@_MG D6>N338IFX_W F2#C(LZ;.@M+H?);(-D\$#N9KY+312A+(@?
5305;L M|T31\$ T*<49K/RWPNJ"G>?>Q)X<41 G5D6>N38IFX_W F2#C(LZ;.@M+H?);(-D\$#N9KY+312A+(@?
|Y;POGW3GI"*>_T|>@LB\$"3BAS-Y^GK-X 3%(K>_G>|*7|L^>G MOH'7|7Z/OX#XJGMGA.<8
D='3\$H)!;*1.Y&"1>V.PYU85O5"0G3D\$.9^*%0 MRT0&|8BE41!M|0A&ZE L.V^\$M_30DL;9;
|W_@DZTH)|F4F^*XM<|H5%6CWJ|18)625F87-OI?W"VIB7T2+6>D5@WX MZP;Z*S*X-
LG3\$S3|T.YK04;#;1=H;+U;L+/D^\$P5/X/NZ2+^!_Y>1JT_BA4 M6.?M3V?>
|LXY"69D|C|L.D2\$\$\$_/*K"8S08972US8ZF7?SQ@IW#S0+AB|9I M'(\$A=XU9Y|Y-6U&>=8.Q|JQQ|WJ5RXNL|C
&O/\$B|)VOOXK M&7TZ@_IL*\$TXY.|3%V |0|SJP5V3N>+%^+^9%W0KI37@1.PMD"J<10#S-\$
MZ6"=C|Z&30/1P'Z%0A/40S00F>#># O"94I"!!9 8/NCNGXO+<42!@3XX\$8
M+E0SHRH^&\$@R) YM(8P|@1C"_.F<|DL=3?
+UQ=^Z+9C1P/+8F|ZRUHI=5EL"TIQ5(&|!#\$3<_"AD5(-VFTM6&^Y2W18|S'&O-)
M;7AKU=0|BR6=^QK&K|H#*W81N=TC6&^JV^(&+1P5GU4C5-#78OM0F.#+J)R,XK1|YM?>\$B|&_/6D0X+
M;I&S0FC@P#;_-3E=ZC=GA_NPEL;46DUH82S.)R>>0C)/BFNZY9#\$/@*% M?
5P0V+LE/6XBYQE>O0OMYYM(E#;E"9\$.15P?H8_ZP51A(-_@_+FD)&T%| M;G^C)*\$6VQ=S9(DWC)*8H|*)<-4%M=T0-
SS8I4UA5\$0|4P4\$VO(PX0T*3D M".^>A18HTM87*X1A);!"6(|URL2QS(LJ8K0-|&5#;=C06_=_BL8\$;KK\$R/V;L M?
X%C(AZ=3|H"P?KL)|ND#%V>U;#_)FV<&6X|G|/UFM;3WQ"?_HRO2H|NW+=J.- MV@^V5GR"|
LR8R>_O^*6P#U|CB(|%;?|WK_@UGC3_N_P2970C"LS(9|+;+G
MR;E0=%='6ZME7_KY|QJ_0^P|>W'!93>5&^P.)>^N\$7?SH|>)O2WKH|KPX MPKJ#|A62&#C*?DO&
|0G>+J2.GU&W.LLM5-4X|6.77ANK\$ZJ) X 9T\$Y#WS MA00 =N)8_-0;)7((?Q>M7("OY01Z=NVOR1"U=X0K3?X"UQ5S;?
S|NNZ=?--L;.^*|<Z6;|2JD;L|@6CM3B M|S;KZ6'S1?&F8|@VZV2%E9KA;?/,K.NJYGI8=%& M(9PV'C.
(|I=EG_#TJ28XXR,J#OAF-H9CVEI&O7>A#C|B98P436&=B'0.9Q9E M2K|TWLKB68;U4;&46E"CH25;#
|8HF+1A+MLE2_*?SAF7|1^TJ@/N)C0K; MY_/0/3Z|0QT*X+(U_?"IXQ_1Q5WV_^|I&&|<|P*B8ZYTVH.RZ%IUG*=#C\$@B
ML0%#DD4R=|G255=5XBS7?HGM^_N|E#|<^7| CT;M0?C%|CX|'TB_M_JZ2L-0^\$?)WH\$;D|A>-
&H%=_N|G&4FU'_VC4H.R|H(4CP4A+)|A0"-EV*J MC0T_!<^H|QW*CD;@;_V| D\$-@6:3P4;IV>N^>L+T(&_S\$ZK
MUV#E#U?;7;#/#D\$M09E;0V_/_SRKIL>L51=^OE@X;9Q6\$1QCA&6|G&>XS4.M M5M;XX?
#|9>:Z(3|UZ|Z|MVXBW|P9|MDR| M&*+%58L6VR8LW#H|_YC_4G7XVUXVG9KJ<&VDSS! MHVC_"LI<=:
|5EYA.JP=BX2= Z%F-@K;Q8PPE8|)P%X/&>D7#MVF?R).UUMT MP>/C,5 +=A+"O:K87>^&|YD(?
%=7")WWL_BBKNS3=;W#",H)4N|H|VD|3E^ C|&D=0;\$_VCMH_+M6ZV35P" MHA|FA72.E#R;B0^71Q8:5GG|
H28#K'02;.D: *22.KG<@TZC;Z2895 MO*|6)\$P;X%TV'S U;SQ&MVL/#<=;%E|H'S+|O/G'U;%_M&E.TSUKOD
G\$)HW4YSHCGS!)ABJ6FY,3*1D;_M3=)|N^*01;=|^4RS^F7LV9>(+LKUZQ|_@&H>UX+N3X1_A'7X>MF|?O/FCS_?

_M2_7^_O_WMPIL/S>O?M2FK>?_ROMWIT:_IXX^WOWUL?GGW^L=WOIS/^_IMAP=HO^4M0;536@:_M_1JC_M*7&16"
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P1FK0=@_U_VD;Y:/43^K_7+_I+Q4 MDQ^I#.2<7NX^F.]==BFBHJ(^R_&K1%&5O"6#4BWP7^7TP5@ZOCY>3H3|=
M\$IM9LJ:QUEZ2+1;7%<^C^73_*;3SQVIEAL0U6\$VEN_.1L3;5MF#^P>3>M M6_GEXAXK%ZY-
RZA/5>10V;16P_G+=DMMX_MIN^2H_E/FEW3N4-_PI\$=*(2)ME=2YZNK0C=6MH3(B4.0&-'_""BRC1#J6*O6_U6H;1H&?
K"=T;:2RK<,+&/_M;Q+1LUS>_D%FD2UU.FNJIJZ/9/(&6M^W##;E=XM.JIG1^W^J]=I%I+=%3LQ?U M)'6G)'5AR>9E_Y-
Z^-JA^SK+RK O_H"_BJ4^-:IZ?C!:_2G%PY^O8*C
MJDHR5(1D+G\$^V6I>YQ4^\$TDN+^#WIGY8O81A^HO^W5ZLO^)\Q:TQWS96/<7SE\$QWAN#5:N_0;+1;%)82H3\$6(F51
JL11TH7HC M.&F\$^2KP2\$R1%+XC\$|^14N)EIL+!J9S<:"O)M/^@UH"7G\$7I38XJ6^VU;:G MD9Y^N813ZEWQ1-J
Q:="T<^59P;*RCG_6K-NNR!^P^4I28MM@^2P1X%-M@J3..LN,W>S#:.^I&7L+4"IT=I\$?
QUX>0X|CM-1CR3#^\$N=4TY&DD+DV^T^4;5K36)D!8?(!;Z91^F=F=A1X")I(@ MG MU^F.3=5>,CYW:A:A,,,S4^/F0)FN;:
(RM41H;B3&4A2)Y.J/5^SI@W5>O./M|^5F^PFW/8BK^F2DR.EF^Y^1Q;B%NK2?;.\$B%9LEQ;L1&2.@F(G))A?L!
M*STI/U%ZSIKH#0CO.2""50H^Q%\$71_6\$-E5F\$G00)>Z/F2L=2I&_EK.2E'
MOGF<^=;V^#M+65ID^DWR>+/)CP_-NM6;_!SKYR^O^?Z/C>T8IE+Q34ET0B! M9=.66(NSU+\$C5A04_KI13^@FTGN-
^7/F/8XJ9^XEHL3LA=#,AD!8\$J\$E M9B=IP/DN7I?D(NBINQ#=#T_3/3V^W);1S@V@V4F?FO6!JZAP%9T?3R7W;:_P?
BU_IV MBVZIEI7/GK@CIE_P4@IY&C2SBR3!>T!8S(S**#UEFXTL;YHU=9_\$S>I:-=V;_
MW)LIQ2PG>2D^UB\$0F)DC@0A/EHDK<M>)OYAA_Q%EG.OT_&)4^G|^P NIOS4+N^I\$GZ"=+T^I(S)0_4E5;J0V)9Z
MDG5TW\$?%_MH#G\$+/->=\$G1M^T/^E2=C/%I+&7_5&|CW0^T!&L;O^BYVTJA^*MB)*RIEQXG^F+<+^H6H";_"9L|
<4^@H+^+22C^D&QSC;I8L1F|_Z;1*#OA2B^NVN|^W^X MM9EB?>35PFBUAUWJRNHJZ^6I&/=%;_'\$3V^I8+X>
O%#CA^40G;_#3P9#+J2 MQ@&_#^*5_ID>DR.21T;^QD\$N#2L;0_&2ZMXA3N#;ZYY66%T^8\$14T^7LJEM MV\$PRK9E.A.L
&G6(DE@+^G82D19-BV=D_TY|H-^W4!O@9(I?_L3K0%S;U MF_P^TQG)PJ^OFIL29ZV^;^W;^
/LIK4WQ7Z\$D#>6T=UUM\$SKZJM\$/PB=.7 MV-P>A^YN4-
G9D8KV8;OLM^QE7_5AVNCJ762;R;99X8S^ED)_^CWPJS3RH!-R)A
M,N,H>^!*"28KJEDQ^NM10QX/7PHZ_-O!@C^N>^!^JFZ_53CB^F3F MB*^*E&
(-94KL15;IM#H0>3!)BUE+^#IG;IP60S;|^!^CSIT0)!S?G^YSW5^MRP"D_*=)-5;_%^_EVEG;/DI&TVF=^!SF4|^TG(54)TA-
4HM@DYSF;==_DTL9Q\$%;U6U;O<^A(P76.P_9_5<#O>K SOKH.D9 M-H+^*_@VM<80S;E<7#|^@|^I|^:~5?M6Z;FTW {2}?
W;S^JU5^I;=@?MP;:~^JX^;LX3^#;J>=?M;O^Z^W58G7S_B5\$UV9V=7CY;2;3;E;YEK&+0";M MB;E|
(Q;5)6)94Z(TI6!;H#^*7+2<^9>%^LJS0C20?;P3U&BXPURT0GX;F MB@NI2XS;8OW-
0Q(+N|C3_W#\$@O;TE_"S;2;^FGW0\$+=X|3|UIG^"G2U;+<+^M(-&>^V2T+P>O/=P^9_JB8;)HL=MY0|O2T^|^_7AZ
G|^M-D)(?I;\$(-UPB-^|MGC.R;TV|J@;0C_1AK_%|P ASC>2#B7;B8>D/95#"9? MKC@O=CT.OZB^&
(<=CY%1UYH2LYTTC9/LA@_O.OA\$%L%ZHN^L^/H9"D_?2P\$ MUK>MO1>+^6O\$X85T;+M=W2VCSX-XJ+?">Y;-)9H5;!E*
I?2\$2IX)-4Y3IYGW;L^/);.16F\$!_"X^FL5_M^49YPK@H0F4H@V?WG;_P#67|CX7;|U-Z7^J#^/C/A>8^I6O-1QEO-?
@&8J\$&72HA3^DHU\$.AU(1#(0^_AXGVE@/&ZXTV4J1A^N^0"&2\$8%L3P) MPCFC3;94I+@|SM@QW8/VHG|ZA-
V;^K=ED=|^*8^J+=@UDQSM2/UT;#5#0_1M&915?7^ON;^*T>)Q5^A/4F&?R0V1H VGE-I@PQ);_2&OXF\$6C#_S^)^FK|Z
M4+^77#<0U8X7;|^W_&DYH N=HIMAD|Z7>;GEP>X7-@U/?2?G0G6YT7;1
ML-33A5#3;T9>4Y<8POPHQ*&NRLH;IFTRT7K^2>\$LED(C)*05P.C)3;I^7! MT;^IL2P+O7_(<%R%_4AY_=H;_K?
M5;=O6;OM-#;WJV/^O(K&:\$H<+Y;(S^T)H.V1Y%@L5@\$&_5W^H(OIGC_8@^Q
MDV/(IEE@/(7DX7Q;)U%F1D#;CPD;M613;R?THJKA&85H;?^*BK@;31P>Q;X|^MC83;GH@?
C(CE3HC8@#@WIDBBLBIB\$BH^5PDD3KEC0G_P5;5>\$&R|O%#K7ATM>U7Q^&9?#R85?_I@V_&|^TH^RPHH
7MRB^O*-7VE;U^+=S@O329^W07U9! MY1_RF0T3GGQC!<=K|^OVH7EZTLB7E7F28-)KHHB)C?CT?K^/^B4X)36_%1
M#-J5=-9|^|^%6KLRCM^4/Z\$J^|^%7_K7"N/M;J6N5_MPT?SRM;9|GATR^MO1-MY)P@Z+^N(EJ;DK|^|C4|N-
ZRJV+Q!=8W\$|_)/IUBW|^J+XZP|^I^KA42 MV#C^3FQ&VHG;C;J_5UEJ^TE+;YHXXVR1@<8<);(3;_Z6>-
M24^J9+8;!=O M4M^*==>;_#;9Q;|^I_ FBL16NO2_8E;IGUWV|B;2^XPC9E;BV<|^_81G|B^MCP
MM_OCQUM+GOF_17&ED;7;NUO_V!O8R3;_<=C#UHRD!;710+BJT MXEQZ&:(FOCH<64;E@=|M82I^Q;S+8;MMM
*Z?;CFLW7J^A;_0F#17E=O/5 MW^RG%54W/N&/9S7/M9NJ>85U5#;_!&B<)-@PQ8EA=CLHG35>XLBK;_3BY^E
MSC+)^4Y1>Z2|KI^Q|B#HH10|MOVF9E^3W7^9%#Z6U|^O<=UDY MX\$?4X^HB%9SF0^XXYJ|^|4!;RPM>_#
(T.WJ_VX64^Q4P>P|Z|O;|^S^XJ;_MU;|^5_9Z/^+693XL;G_T&+_%^H6=275G/^DU@DV^X|^DQF!4S|NWHZ7/2P|
MF>+RAQH6U2_XL2ZX)^|GLN|^I2_M>#2<_)#RVR;4J;/S<|^M5K|^_2#^/RGON;_C7WQ63Q;MOB3+)^?;GBM>=&|
<_;\$=0^*#B<367B^<=<XEA MKX98B;YX;\$PIS;ZV^P;26S|^+>>H?0NF69O_M7&O/K#^T3B5LIN;MEYP|56B?
97H0G6^A@E=7+9\$;Q^Y_%+0VPA7|JM=;|^M;|JK5\$R^*A<_H^#;ZR&SA|P_M0R8WQ81B->%66U#7_VAQWEMB
F^FL;#;ZXV1W8ER%HSC1>H_3+AV|8S2BC7_M/L^44M^WYROY8!7_T6/F15K^GB3O^)|J^XXWD4/7Q.69/FN>%4L#
L|^0;O3#>G8Y MF4&7R;F.2^(4WDZ^|^/AH<9_)^SQ-\$+|^HK|^9
MR7R2EWQ&^"JCR2N4^GK(+|8J=K2GWV>4HZ&#_EE.OF0QX-OL&FZ1..W.& MZU|V.B#!M#R9@;:;D(%Z7\$L)&N
M(I9^IT+)^C)EE4@|K#T^BZ6/\$.R6M;|OD2_P_V5^30&E8A/UA%;_14XE=;9 MC6|83_8HC"\$%H&|BID^=A3
7UX\$FIFC\$8MH^IB;8?TXB&_I-8P|^Y16ZT4 MU8OSNQ/GQX.4AOG08-VWGGFWOB2U+;|^3% MICB_->8+^O?C4Z?
P^M4>OP;7&REKK45RS!0+#!^W7DLCH);&_!^HS=PGAJC MYU^_@+
|^@C%\$%86&C4G\$158(^|H8+P|^X7)L;_%+4)9K3R+Q|JQROT;^GT^K M8UCDOW)JD_-;|^I^W^B3N;8SJ;H-G;1B|
|R+Q/O;|^+=CL^QW;P=LE(G4T MA&QOFA(I_9EB;E#K3BTI00LIN^ANKBO\$S^B-D(4YG3ARU.C%N3+|^I
M4R^6)GDI/-@A%!1D>*W|2BVTYC_HH\$W^YKQY@|2#2|5A_J|Z>*MO(9K98V|9=*WI>G;TMO/6YK M)_Z
M>LD4D4Q^8H5Q1.68.4W>J|^V^&W^!|5X)*_V)-2)F|^MA\$O.Q5;_.9D.2_'^ML&X9RZK0#|^K^T^POB%_U7HT;-
'SX="3U|LR3EHDIS@V-2+|^L>L!@6?>>>C MXDFZC;Z|4E^"/R4)%@.@@L S@+|^!\$F==989NY%+=2?HZ7KTO&^P
GI&\$=+^ML=C;O|HX^X&GZ^W3?|HOGKO>|^H&|^I|^H|^F;=)SAA^6IV^>YEXOK^EK?;MA_)C9_DYL1/9J?;_
SX)K8|XQ<|FWP9S(|@>""MPL^F(-|^G<83;|^N|^A;E/3#5^E X;@_3X1L)?&DSXPE2OEF8_M2|^H_G4S|FKWXX;&
/XA>#^E^E<^<7)LWL^!L%C^CGD^_G08(5_W;_N|^O;M#;Z4;|BMW>?D>V%-D;H%|^V1.BKB!;6FBBGZ%&-05FQT463;A
2;JD^HXG(>_MB/^D^<^4XX;JN.&#_R7P2B+|^T6+CH_-J_#HIG9WT5WWA8^7Q^<#W^B^Z?G
MQ43\$9IK&^ERDC@/AY|AV00+^HO&^%N6K^E^YH;|^I^->?^V!SY*=8|A|^M4ALL
#TC7|IR2YI;DTZ%R1SF^R\$|R&9O8B0RBT(L=M741;88B@L;1F>A9+ MBB(0^HT@()X+|^0I\$=6^1E|^I#\$5?AW+>?
CT93#R>Z\$^P1K9;+|^AL JPX;|^G MD>1/R6GV\$Y)^#P)D+9BX;J?7+M^|O)Q|^+|^CX;YBD@%9^F^W5\$;SORLV8P
MO2WE|^Y)K+5C^*=B0\$DD4LD^&"0;4Q(R|RW(6ZHAH)^<|^X;3E;JE|^|^+)^M<=
3^">|^\$)^#6G_S|H/?8#SY;ZU8|0UO.*_K|^4Q09^E^LGD|^FF8+^PGQA MD)B(0V4PPLD|^2BG^1!@;QU=0%C^HSD;\$.@0?
HK22_!T!437C^0RDZ@CW M#^28(A;30;7U|^T.WO^K@S^*^<^W#CIXJP_VGT^0?JH0MG(7>+|=1^)^S^*F;M4X2/G<|^C4;-
^R3>O9.OP9;B4C D^@<^&BN^9A\$#|^PI\$YJ^2">=K;0<1M96ZOV^MV3?(\$#^*H4M4ZZ7^H^Z)N26>L)|J@4M^PP
PK5YCTH@C)"^VPK;L_VG>CQ|D.37M\$K|P|^#R1040I0FV|^*RN9LYV7 M&=<^<^M.HQ;JWRX701|MADCK|^HJ
MTYN;|^IC13#^FCCT4Z_N>/UC.AQ.9R2W#ZM+_.F390>VU;0QL^6X^>X5//1D_MZ\$|^EF^<^NFKIH%7WC_ET-
BBGB|74;P@PP63VJHT|^)|X?1G|^_AR#>;G|^_M0;8+3T1L;^TNW-W?1@+|^*?|CFA<;_XKT^/AX&M)
MUG_V@R\$Z%1H09?9.%^AD?|^\$V Z(7\$ 4^Y(5_935^&+@/^>YI7E|^W;=0AQ_MAK";|^X#-
X_GDO.GT;JG|MAZG|J^M^|PBG;H|230;E?_5IPW4^MJ0E7U0G_5CE|^MN52%*HD96G6CT-05TMU9S
UUNUDP|^P_P+W;_!^T/_P/_M2OEX5^TNH\$F@/^3^DU.PQ_*)^VT)^D0+^C_ALQ;^V;JNTA|^%RG<+|^35;7G</p></div>

#9Z:~EVI3G&::ENR5ZYZ753N159T:4&%BEK(7GO)-@=J<4C4I@>K7G/+S
M\$Q1N=Q,4+&#EID0&\$#&#T&,\$D&\$CP/!\$!VJ"9U)O-\$!X9DWI*TPC_BVM!7_I
M+4#,>U<|KN5U3|f:8E#U3<8MP39N6_1ND2|,.*=D14<0QY-%ZK6_M3@-RB"VOF";G5-
JO0YZ>9=Y&C6W|K|S/=Q&A<|16PIS02Z**'ZQ^\$|K7BI_MSK9|863C)F(&0/6QAW9|0=M9C7I5VQML<\$""Z2_&2
KH:Q|K2G_194722!_M#L"<|O!>~W|>#N#T#|J\$1^-_Q|>IOL(P|W|&|f|O_MLO_9'+1|8HNEHTUWTB|73VN_KD9
B'&="#A7XE|!\$A)B'2|&HFP07WWK|JXP#_M|1QNVLV^JC>|/VO@5_)R_@JTUF_9_UV#2U(3K_M:8=^&^\$TW4|
(4RT=1'19S.!@ARTIKKSC==X)MV21BA9.*U?#SG1YD_!ZPE\$
M|CG*+4/!T2"OPEGYT:2:|NV:|S:~P#3#PI|P+P#AMJ_5WD%1U,=6!^%MSMFW
|X2:OE/XUA:R\$P/F|=PLUK*AGZ92C9?<|N|8QV^#>+|G8_!\$|UD?<M1@J/LQ_A.?L%|>@_)5_IMG?<
B:Q@>N>:B/RZ008'D!KY. "5"MKFA%3Z_M_BG|E-6/Q4/J:=_R4#^>GX;>2,)X""ZH%
1G|9LT:WK21HS6TTD.@+=+9*!6%D8X=%3KH*(T>3SZRE. M*,\$S)0+S#V4"0S=@>T&M.=
&6Q>5N/|OUC_9:W&E|XU|DIYAD9UPB3JP/0D: M=F)|I@_MG;<^B.R|IH%
(X27|0QE067L2_Y4F&V^4WO"0E!19R,!5@GX3F8U_M<=
09IBR214XE=^#S(|+>OBRG|)3E)+B\$A_3)UOM\$|@2NA598;'|9*&Q>=M(|X7=G|JKVE@7A-
F2V66YHV.L|P|(+9MEC%_O#3_A.RG+&\$3.JKK%JPD2&S_M<|)AG_!2|X=I%G0V(M|WC'B<"BS0
|C+LM6YS(8X"H"BC2\$*WD+O@N|5<=W.=A'IKHHG0Y<22ZZ_M9*CP1_!/:@Y_<^UH\$M_CX|/|<3L:)KB'IV&U:|H(%&-
S"IL(K-D)APTZ#T_M|?D\$U<%KOH|L|F*2(|_8@2_-X6ML|N0|J|>_.W\$*4)8A\$X_XU>F|CT&VU_MHDH&&Q*W&|WO=
(DJ*R5(YMR#6|L=-LD_|M|KV1A5(2-MA>+R29OVP/|3P: MG|30P.C3KDRBRWM@;&OO|+^:9C5B?<
(_93(|HS8M1=K8O#X|&-H+J=+4(|VLU0. M*_"^L2"=SSY;(Q|>|K|OUN'E_GF%K0^T/(NOXK\$=3f)
MB7U:\$Z_VY5=ZQZ_?9F6%K2KB=#\$XO|9H|Z.SR1+AL7R_A-KYF!%KK"TI2)6\$
M_GO7J0R^FM|KV:6_Q|^WNX|S'K#486M+D7_2L|/"Y&?@|C+7=K|:-K^>|)8Y_M6'N-
"=QTPZ#X>|)Q(O#V=OC|E|C_G@+|39CYML_8'H|8(|GZLGH_3QCE
M&>A67=|3F)V^ZX4NR|BRK28|BQ(F+CO@<#XA_7:4M.21_0)S,*&V1>-|D#_M^5OL+5!
|OLH\$H%KP8B,E*,"SJ6NK8|/^5_K6EAQ^79(BE|YH1=G#Y+5X4Q_MNTH-/IRK7_K;)QW>P9E3:P4.HPUXY@KL?
1>H(SJ%(|B4UK&-9HTR9RDC=Z"K_M94ZD#8H\$(<\$""SS8XKG3(CW:/6IWI+|WH8LGS):?99)BHTF8(M8:E6:I7:?
AQEA|8L:7W7E;J9%4H_M|3&0|J:,"P0R|OC-"S6NL=|OM:OR/#\$J\$J^"QA&8@CAN/-%&>K:&\$N>MGC?S?
N|RW|Z7GQ>|4ONG\$VQ_NG9.LW90RN9+U+YUN|VT&":G_9|F\$MIG:EG1E"M3#G.MLZ_Q.NCR%I?
^PIV:2GVFWDKV|Y>J7VQT:KHZ\$W8=;KN_ZHVZA06|H*\$M|^=(C=CHV|_?M28J%VU#C|LEXWB*F:|
|LV|)QRE61Q\$MKB2D|JN"!|/F_M|AF.0%#YWN8W/B#L:DW|:EN&>2=T11&T-O.LZ-ST(=51ZE9:?)Z#F"3E|!
M|WKE|RI^O/_YCQ<~?#^1YV62Q%T108*!Z_LTDAPDSC_3C0\$=E2J?~:\$0V
MA68K03FM1>@8RPA>69*%SE0Z:1BE|/9CWXFZ'Z_5_!>B_62_N4E_M.T|M=S-SG1^:??*
(?>X;#?U#;%KYV'4>5WFW6";@#_6?6VE3DFZ@.5_8:5NIS5_ML|F|@RY>%-
)9J|)QAI|M61&7E2;".EOP%/8|_M.1|M@<63AJY*.PKLB'|V|:S+2DA|N56S3ID_M=M'AK=B+D>M|HV-G+LF%!(M)K-
:P#JO_2E9|+1XYGER&ST7,F:~*L|)1E^A_MC_4HFCI+1+0F:"NUV|OR:%R\$;1\$-/|0NY6=M&78%CN90|Q_M?>+;+5(T6BU
M)R(|V(7CYMVE70L.HOJHP3U45%&K_,"*5_YB5R9S=HUWAM*(UOQZ^X|_K
M^46\$29N=ESD4<87ZN\$H|U5="FAW:\$Z|HEM|2">M/>|Z+9|2TK2X0|FWWR|_MC&W&I=3NNGZV=QQD-!6.
P>%\$(&-/:WP|S11+V.P7|) (-3B|*28G**I"CA_M.YE'8J/7A_\$G|L|T=GICMM?20|IR>*<:H|YSXR.*"MN(|S|ZZ_|L0/4|&7T:
|2")RZQ9HJ_11|J?J?&^>(2=93^(|:~X|%ML_M|H11-Y!UGD|&LW|V=.%2_3.
f:~LNGUHE_N|J)=S0TIW"M=^+N|R_*L0_!&_M|_@3@#^~VL+MC3X>-7A.HP1|T7WOH"9;YM:O<#
|f#|1M8|M8_!Z&W5WRWQF0:P=01_U|M_MM|K(8A7W.0%(|T0R?^WV.2'X1-ZR/<.6Y&ZQ|/HSK:88-
EK&\$11@+FQ6_MM|30:W.&M@KRHYUO'!P.V7L\$%W<|WE|EPN:).Z\$@3?^<.S8D;MK0+AMJ!2FF:BF
A\$_|68#|QGO|'.@67EL_Q:)>|DZ4_M"D9|L(RIS|EOD_1&MP|7_@W>|R+IUKIG\$RQ_M&Q0SK|!+3D3>/EC-
H#BX(H5B\$30<|O!OCR1N)^L|B?N8>4>QJZJLKM<|f%4N_MAI5"CH&ZIP+VHA
G<.^@EA)H|F3D=-LLK<|E#=:MM*&|B_KC|&HL+E\$|C|M:5|3|\$J\$Y1@79+(_9?Q.&ICEDN-|P|
T'A>Z@A>1R#P+~6.AS4SC?C^ZJR:QO4IOHB-4%MD|2:1*Q+CA@;G:&*&KN|H05G_A.ID9@*H)/4G_1*=&^4.9TH#SF:
|O|J@/Y_M|2BUO|SV>O:C2G|W#SN|MBH#PE<-6T|>MR&EA^T-O_V=-L|/<*5&+0'2K;_M.6R=+XE+"72%"(5QKF0-
FJU:T+ISS4|9G|KV|8&?K:<|&-_YO|O^XPN_M: @^F>38;+FT'^DW@V|/j=O/W_4W6/11"UBZ&JO/XW:E.5F.)Y6-
R0&0'Q|MA|@+>+593C:5|S'VG\$86&"\$29D\$|H4\$;2RQ@=#D2RK1|+)T@EX|51V(3%?
MWG/B:="\$@>|/;+*AXW8R=NU+6E=|3M_7|M@>H_U9L+^I(HODH*(F:#Q>2\$N&\$J438Q'Z8UW&XD!=
|X|_AAT|/7<(|_M4+W@#E6A'DOGK3/\$@U0:D3K8Z_L\$WV1<2MOPXS%_ID6ST'G|U\$6|H|:7AJ^OX6J|7F*EO#_M|
%HHP#DT0L&%4:&X_MM_N%|AZHS>TCN8&"<-YA?+Y%V4:CKF"4M\$#Z47:B+)|XE0JX1_4<>ZV=R&1MS|1+;?<
L|\$:7|S|1@S>*\$N8Q|4|C@:B7%16V|C7D(|(U+RNZ|=|UC">>ML\$2H<|)(C*Y>6.S:J7E*+^!>DUJ_UQMCK\$OK33
MCB:CKX/C=G31ON&K8B#%C<%J56R0HAPE3H_|H(Z:F_H6SD=0A%00|Q3JC"
MC#4J_:6_6/3:9EJ<"Z|_:1J6>7VB#@AN:X&|S-(MD_?PB.W+LHV_4V3+SK8WMK(|Z_|M-E_M^08%I8?/5/T&6*ZUN_7*
|@WZ+T-|X'SKY)|OD_3GCBK|L_M3"AXN+W|M@EZV|V8|PVDV|_2YP9.WYV5T+41O|OX|'_O?E@?77QAE<>%+<
|HR+Q<~MRBYUF_L=8@OM|HRC?^=6UMA0>)|@N|E)<P>>JX#6N06X-L)^5XROH5"V_M19S.Z-
N(5W92@YYM|S:YN"WR/M:6_A|M_?O2WML|=3>C=X|J>E_X.#P_-K3_MJ(>Q|W\$^>V0+|J3BL|T|J0.H5SBWCE6NN4BI
X64O|1>?3"C.NTF7|VXJ^_M<|=BE?OLM|V#@2/!%V.1_/UZ|>7#_|F4|W|=-I@FD>%QF.*U/548S" _M
9"NWVF#DT'W|D<@9E8JQ+J=Z+VNL'^/?&+_NWH^|803O)Q|M:|P|VGCID\$R;|OW|>/%MY_M_P>V8T8IVVGMJ-
DU|N4|H&-27_/06?QP@KES73#1L+|JAT"&|F|S9&2LA_M5_G_|BYL37X"MH24G?3|KAI_J@4>-
2|H&QBURC)"R4EK)U5/ZKB6+|7E_M8

IN9354\$? M+3%)V\;S6*#T&6BY=I <) ^6=H\K\|V\R7KR=&J4KM" ^21(?%#-XSXJ.RQ+H MO1<4+K1B?
0F.OO;B@_5AAXMT2\GP9U? \HYA_S\|S\$O.HS=^,CD=C#ZU34I? MC\?F-0^Q<_..UQ?YDUAS\$&GJH4R%
IV\4C7^G31H4.C>T&!(3\N2ROA\O MN",V% "U"J#06LPM%?F^1\N)2L.2%#KU+_K8,ILLR!;#K=#U#JH19S*K<)>J5>
MJ*KJ\^L7N"MM1+_3#4A,V%.;R* S<1H(8GS05F.37JY)^[XSANUAXZ2Z6^MF8NJ)O*2?^7)N*T08?Q5+IMZT,JH\F%G
LHJ3\$FJO8-09RTCC\$8LK*,M4H++7ZWWH+7%KJZ#5N16WPFQJ;7B;M<;HO%J67BIS^J-Z26%J NBSG_\$;M'JN-
HM%)#CFR8QG_03R@P'J8 M\OK;83E5V.R12DS\2* \Z*(%850I1+GNK,DO6\I0)N;.%N?Y=2B1\$|=AE= M2B2/3W+U4-
E#90^5WY3NOYQ.410B(HD)#3I@ (KLCF6FALDE>|KXS-?I.H=+= M<2G.\$X/*524??
L8\|C?I8;7<+NW),AH\|C.1A\;7J>LD3UYLTFK=H<65VLI M;E?
6BOVKMC;SK0U97\6U\$7SB\&7PTXPM63=VX6R9HGWW+EM@7=DH;N7AVFAJ
MG>2@93#+E\UNU>;Y*^<3>*GA:5WG(4J_.W?^CJ/+M>#S#)HDM. _V\>|ESF\^VR*V^K\|I%TV<+M\|")E0L
6:&V_UAMN\QGJ\$%|S+@* M_A_,\$SGSP5ED2I96+161(8(9A(-:X^+V?B\PHR7GCFBGBZ\U9PT\;YOA
M=JBG\^6A*SWJ7)QTV%_%*[A5>_SLBWLVI-WM M\|SJFC^HJC^=>V-7\YVUZ YO9^O<HNPQ\HB=X
ZS8'HHQ8E5%HP/H26H M*322R+AB7LO(C7ALN%,GI S;1H@BAM8(8A3 M9MK\|B JCW@A_.G%#W567SRJ0ZL O\ZF?
&|S\;2V\Y)?=WIO=U.CJ.VDE^= M*3C-^(WFGW,X>T# ^D)<8BMLH(E8V\H/ZDK :|J\^L4Y\^PZS58;1^>_/^ MUI?QI?
_W_7-^L\;^C\$_.WN)(AVI #(|@0XX^&%E%!\\$?HTZ0.\$9K, M%NV>?=N,O_W.JSI?
HEHP.13U2VZZH1\$5KLZ@;#D;=3ZMS;-1P)=%QOIKOA MV7\JO\H.8/E.VI\JYU.M.ZF&*JAVW0'.O.WR;FSJO+N?
H(H#A=C M_U>N\$!J;N.Z><6M?D.5.FIT#P^D Y\|S ;(G@YP _;T)YW4WJ.\$;WE6OU\%O/Y< M%<'ZN'&\$6ZW"^D
|MVI^J?3^_7R;W2P;2.%(2#W;L\>2,&I. M\$5^X(3'D)-0-
GL=T7I3Z"C/<)>|H)H>?QSRQI\$M90H^1%;TMH&XG2CM)L9V M_4IVY"WF%SN+X#P%|A\$1?V\H" E*3G#01&?
>"&2&TMLA%|C*2" >PM;DMRI MJG0G\|XO3@|ZP_-22(AV;#<>_W7F6^>)SY^5"
BI.%>"2IC("863J3%2NVH%;\$!2"N"JR2N5^: \$CV(7+N*)RA6 ME,M@Z0N)U@TEW@5\$N.TZ&B4R!M=15*!XJR1
D30&H\$29QPCD2#I<'Z.S" M_1XXNZ2"YI&AB%A'D78,7#SRHT^H\$EZ,)RN:X_6PZLM1QD\OQV (G/D_IG\J
M2\MAU+T\0A6HZZ"DP3;4R\9KN_-L8"%TSP7EX^*SI\|S|RJCW6#S@S.FLG/M2:UMW;|_ G9(MUY5=5J4>I?
CY%|TU(O_7PX;U\0OL3.VW^7+%;14&T _T_&O_5K?QY^&Q* M\|M.M&Z@VGXTGI^VM8>?
W#4HR#84G+L\$|@_#@IH**96&%BMD8JJS>2NVZB M@+Y=;/024_Z_?D#G6&Q3K^&5WH\^|G=MP^+;5N\>
UV3L"T7>(.X:O_PZ_2 M5MD>P,S;:RL9YC@5)J=>"5\2KX^)6\^G3\^; H67^>< MH@JC#_GM=&_.YUWA#<8MY9
02@B\$Q@=GNJ"U%<@>),M0LR(X)"L2CG;# M+Y\+V\$RWF-Q9PV_N2D MJG\YU;4EEBW%54ZJ1R(W42?#1?
3Z0<@BPFO9\|E G\+>#^*9+K&W5L\I; MPl;QO\H\WAH^+&_JDO>I9>=3>Y8RZ25BC/G3\+F<_M.HGN-12L-
106ZHP6*Q MQY9G_G07>.UQ/<I0=MAOEROE_22Q1SD\ EQ\Y_78#_A_+=ZX>#WA/\KI M>SV_.;&7?
OKGDY39C\%R\5D,?^P'@08#0?>Z^_C#P;A-J MW6\|MG1;L^WA"=OD=|C^P;|=X_.UMO#X\|-
Y\|Y1H0\F\DFR9)E+4YE%; M\$1;LT4*R(*7>::KB'@\$@IST
WD(IQZ.Y8I2*4E%+L1\FLCJ>@D MB/%%&6"^+M#KLI3\$*P_ M\J5?QK#A*V.Q=B\|HKA;US.B^5\5?@:'_)2+43EO;.
%AE(EU)Q&HCB;\$Z M*ZXXRV;#Q;|:#;L'MCU6H7N_1MG^_GE17|=L\3H^+_HY=8KSKUZ>5+59R3
MD4\+22^SDDBI)|\$J16=(Y3)BS82Q=Z@XPP=OQMC;YU.&#WE=NJ30"!Z1;GW>_*U\RIY+A7
MB7L\TDN0VG\J>AYBS"10!=(@D\H798DQ.0R=I25L-L&F.L2Y#<=L.9KF\$9A ME+O YH" C=0R3_1JMZUN6TD
M61/_Z00/B=WC\J#>H5 \$H2'LF0MWNGO'N;=MKN\ \$^3115PO3%,\$A2-N; M7\^9\8
\$15*B*\$JBQ.J8D242E\HD/OED5E86899;PG,1\$^5<0HR)8RF%46<JL2;D903;TANCM\$=K^%UI_5\LD?9BS-'V^79;K6U
M*?#P@Y_M@)6'AY4Z9S03-"4R20SP>@H^K0#_J_ E^E<-94YM.8N4W\4GL/E@H8\0JVW*"D8\OCC+T
MHY@L8HC,C")908456<9U\I\Z0?3=;^G;TICVL\$ "XXKVLK?^K4IKS3F=W.S6^M^+_YMYU4S;E\|_#E\|<8FA,4#Y
6PVP+L')#E L\B0A<X)=F1+!|@JUC%; M.IK\$#TB?^QSL5GAU\$; NA,3W4V\ID31WPP**80F&Q=<=VJ=%'\@HAP\&.&-
M;TX2>#/)%)>+N*W'L(CWR;.:^7>#JH>#FH@RF&2CQ+/_J=D+E"\$JLDX2EN M(4G2&)AOPG3*"A'3%3S;YQY_WC&
IZ%V^>E;S\1\1Y\>@+8Y1^>0X&)-C M,R;LPB;J\+7"7089\$17L2<")E0PG26ZE@6E\|A:RGDW\$S96HU_T.C^L;
MO3^?; WVMJH&"8#2GFI78T@B"?@9_-VQ_C\4N-B3CVA+N3 \S6BH\$B=@R MD>Y\LYBW6#(2)JO; \^PH*10<.
M"FUS3.Q+5YG_O0-R'@=R/D\|^DBIH4H2"JT(RJ@DA*X3=1Y\+^_J*|S< MN3L2;Q?R.\$Y\$#OGB3^PW?
CBP/+>4>S/+K9"LJR.R2!!?335#(J;?T\+^_A' M2MQA_)Z\D=R0AQ\GJYBINA?+YTOLR9T0 M#Q7\VD9 @D-Q% Y%_X
G#W@M#REFAM;\$L4UX=Q(8\8IP""C><+R0EB;|-4; M>|#@I#0-R+GC.@\+J\$;?^D&|-
WLTDY*#7^_AFNO0\XAY3%QO&(RZY4_ M\ 7\$0;CE<%K";IK*XG#H.82Y_O7(+26(&#L^7=326\$W_357K.Q#=\9R#
MZ+S&;S_9|=1>*CN)6'P2\<I0?_R1.XF^V>A"&NC8ZOATO.O"50H72\OT(+M4T=C+|PQ3.FR%|^-
)6CR\H1G&)\3M0>=MJR^B;f)^PF%8@N9UR_OP_+@WT@/90VS)9?+!E5QG8/7G&K\|M6_1M\|=3
MPL\IC:4Q@""J;3M+4-^#0?8(RN M=?=" VMO(H_Y;BJ2_JLCW7E5\2\WW% X)FG\QYVIM_RKG
MTW8Q#Z"UK2\|PW(\$S9@L) *V;0Z6_X"IK7YV.JR\$T63^CIW*H??Y%5H\NK/MXRS2BC1^&);@T_L8T85ELE;7<"JK_0;
<;VN=)G("D#&<&;/3_6HYNH%N MP9<5KCM\$PPI5ODXNER@7S"12K=G;U'T9;"1YS8%L4<^O.\IG9)#W%T;U1?6
M3D\B3LT-F-4 KQ\$@S.F.+9S221)J7\$J0B0N4L3E=*_3@QJ4JT21W/8?
MD\|BM(B)Y#9F\7.TP(S8+=E.RV\$^='SX/E2U%8CG<\$%A=J.70UE5\T2DUEP_M_FJ
X3K>_WC""BVQBF/RW/X.PP\3H&>3"7PPO_)IY_&A_19M1@M_J* (B MW(E,"S/X>Q)3#K\JMF7" PC\RH-
OP@/'U=63A\7\4)^M=%7.2FK&+%EPK= M0P\6M7\8_1^L\<+6\IONMA8RHW_@/Q#^H_Q_"(G M;C>.+?BVAU^
P84.GY;-(SQ>7D)IBE^TK\AVW*Y^13\Y_18D6ZZ7GQ MYDMH+PCV+A_SB9E;%(IDP DA\96V%8YN0(P
MF4VP7XLU7;P4=6O>FUV5T^B406\|S@N\Y1+WMK6=7_ _V_PBF9#@_T3;(^MFI\$E4A^A^VP^M8?
+WC7ZES"1(R.L10)MV/>P;|?7)\O5_ ^RWZ;+ _TCL^BGZ\$ _U64=O<+*TE\|K??O\H\Z5G/S;/>TI=/U95\VD"7T8/O1R6
MHW8R\$Q=CX"6#6\$.Q\5DZ@;28*(L<%T3O:NFI;9>#/#IT(MS+08A>OWKW_L\Y MJQ\|C-
ZDNMX")!3HT?ID\$1>VIE40HNFU_ =WRJ M+DT)2HG*|G;\$@C\&S;_M'SQ"=&=SX"" |\$TOJ@D&5\$H2I1S("4-XF%|?
YM_M<2#.OTRL?R?V60-" \$!VHOS;^8>Y)&_13=^L_RUA?S?&I7M#R\H9>G*!<K(M')Z\W0#7LZF<-F_*B^#9S?
^N3>IB\I^GG^U;C)_ R\Z\|"%PX\H>_%\|X\H\ M FU8/JEC>9)S*Y)ICH1E"K;"TS0CRA6. M\Q0IA.J"KYRC%%
<,"H7*3;6\|V&55\$(P1;G-I'B4\$ _IQ(6;5SB>+A35 MV-
71FE#K00\5N@BH;)&G8FTATLP4.3)W@5ARSUJAQF=1!#&"I7.JPZ0>J\1@>H'%"I_10 M*4_@;OB^X5=-/>D'_Z?
7\IUK\H_UFZFY9#-2ZJQC8B6W&8&A#H\B#V+^C\M6W#H\+&(QH\Q@X\VP7^RW)
N&@2X#;JGOIFV>|@23RD7C=?2URVW;G< MX3@;+1\0V%B0DIYE_N
=N4\$70(O0&\8)6Q0B\>YCN:AQB_%HVO#372Y\8W" M8&=NFEJ_.RFW@ MXEDK;?5!RABWE#(N&GP9#-N)
<"5AM^H283.YL90D;F_"T%N(KQ_M2#2E#%)EEB1@U@R^4@R\IZGB%UG"J=KY TBC&R_P\LMQRA&95SOH(?
VO&RW\FGSH*G" YB/T3NMSQB*|>(JYE99\$|U14Q26_1^N:N*^O7 M>6\P\O\T3Q"FV_Y%ZUEWE;CRHU
EF*IM_L\&NG6"QO>STA_G(f.O\$-#F MHXV>4N@D+N_-<1T";C0UN#H=HLMZ)VWSC%&-
WNB\MJZ48OY>8^JY\#DX=I3 M_ZYUE""7)6ALZHJ5E<\$1+P\ @+P\|D6W&@_KQ8//TQ^G<|_ TFQJ;H1RX=*H9
MAFI%1HH<6+6T4M\JLX)9EQ4H;(F2)X\PS;1^+>_M%5(|^*%X#_Z=H\|EJ>/2I
MTA\|NOFZ4I<0;CWGUOBUTQE2X6\3.#EF\ZNL+1\$ M?_O5JL;E\|O;_2PRXOIUK3GA+YN8IZVUI-282\5\;5;D#
(S\8_..8%PW\HPL MDGX\ _Y.VR2+M4Z9)\$F;2<*=_*>4T_LYF)\$R\$2NQ)#3\1+K;*26"USH/96
M\$9'(F;3*QM06A0\$VMZ6V?;"3LL*(W<3*V@)<^7_WI&?Y\YK+|3ZAF-P=2?O/G MI;9PS5%D8-P;M\|@-
AZU0\$EUK7<3@PH\I9C_-;%C#&\WN?2\TFFT? MNS\|A\|N8*#UL;C>)OP>|WQ\H0 MS%=>|K3<+R-
FD4BS58+|QN;T&D"7H;G=,01U<85?;NVEQB%U;I&^E=J_9HW6\$ _E MU;F-9OL073J39U(HG8\$|RL&L_)L2*03\4.8JD_

L,2N!5P^G?.\$!\$R2I@N M4W??N^F+1VVZ!N."2Z*+IW..V?YSOMY/Z MW#.\$\WG"UL.7VY"PX7+P#ZH?VYAUS=?
7/S@BDIQ#7?%=WOK^:6R& PY6OU MHDNZ!9<BLL(Y9I#NH:@XO&KC3(KE&2Y#;EEL08FH0NV8[SN?6I+HOGI?
F;UNZ^A3%; M8T3VM2:Q>7OW\$UJ#&@!0!V?877(36#_X?7!1V2C^NB1R@,"8T9X8J2E1*
M">@)RHRD5!+HJ#%;9FX%61D3H!<4&H+CTQ3@11J;P9R%4ZFA;I DCK2#3 M0XQ;62R0\$!0"
<36.\$DZQ9E3Z+Q;.%&A^!>?<80^G0A05@N,H6I/J,^>/"\$ MN|ENUI>5@/>*LW/#DM AJHY0-
BY5B3A#G^<4B)S'9/\$Q:F.6:8-S5=(19/P M-\$L*HB4N!6DG2(\$KS11COP;NM/%*2J=!!+>F_A7F8C#%/A-HLVRM#/
M) 6);R14?VT/4B^K^~?I!X&[LB%3J)"0(O4!4.+*5P,2C+VH2-? *S?HJRV'M MDR%-6?
N@!&+QNHRC>AFH;ZJNJ&HHJ%#|HY_M_B4J3J.?W_VV!O/O_WRI0.GZ/S=&_CIW>>W!_IZRIN?W_IRZ3Y*ON?VIH\$!
M9L^1*&|>XHH%;9T*ZL'2UM>6^4?;Y=7B^4J4&&OCI%=8F1_36I380=|,@(-M-JOK;H?A(J(061!>
+OMJQU8HH@FIX>V3>7XI/RRE,CIXX=C|?Z_82BCQA
M2;MV@_0!5QW&KC=508@QKJR.O\$F8QXYR!F,B4-B2HJ97;1>0?E0^QYU0-K M0@VP4-L>|*US\$V.(WR"R'F!4@P
H@*8-2,NLF*0.)*= -7B*Y#^T4,1GK MRPRMDI<.;OSEVDY6%!0C"XITS2A8M-8+ #V#JK9RX#=.RKHI#H/+)2>1/XP!
M@704@.(B(-?A&^B+NWS?>V.E%. M#&D&Z*;' WCB08RN!;V7?97#F24_%FTQG1+!+A!M*OT|MOZ!;AVJ#7RD;JF
M>6ZX5/+CTGQ@;'U8^CR#WCN;B'N;M(7F\$0T9-G';#G?7+K^K4DIE? A@8005
M4)K;ZID/U+=7_NB?;T57%GO;CG_OE;T0&\$[CHD]0MYQ1^SI%/L&U>Q(^%5Q!
M>2GGV^(F=CR;RC;_J'G+200#6I<)>1_<^8:2;SX<2D+?9F\$4JF8UKM!U_#PI_M!6P_S>ULB@YBD^_9Y)#TTCB;;
IX|S31_C6!+VV28X+!IKV&\$?>U>@9%\$ MGW<387;5N(LL!#@(->Z_+>VPK|;V\$@;==WB;Y|_8V^4_PCC4
M*P3.AQMNI)7_8I&V;L\$3#?9=-Y17_\$0=@.1>+/(3.*F@;:_M="WY+YM<[K8' M%N;/=-D.23."S8L0;1;.0C=&S25-
%;9A910VQ\$+_ICN+Y G1SZG'2!536+ M TU,R6L#AEF;_BTJSMFNAR>=B8N &MP(^=;_ICS&(SH?3"QJ' 2"1=-;'
MTCQ%0C2;AJH!GYCT#C;SB+P3+P^M_*DMIO!9RU21"C5I%ZF(V?@/_U6+M_!7P^TWJZ,D>\$K2ML,Y9/4_16AB?
UG7"J>Z"Z'^JF!+52BZ%RR<*[BJ|T^) MPW*GFB|C|+E_XM#CF_Y!YSW|K?H&_SHYZ4TGCX)IOXLH<_B_D7Y\$J|_0L TO
MM?B\$M5;Y0;I_Q6VHZZH7L;I BQH V";Y!W47!J MJ8@@BJ3|AHU5?
5P9S^*_H(MBKBVW^!\$;ZP*;Z(J^HUIM;L4=OFS M/!07_+E\$BYH'S,W/Q'9AU?
EFQ!&W//!VU.>5L@LDFL;L++O8*0.);S!HZ> M+Q@04) UL_!5LP0#K|_E_V\$QEDDSWM#=-) UH+-^"T=01P)W5|35-
P>KHT M=K3T2QWW;/_8#8&U8-C6NN"-?IE4F<3KUQIS@'_6VC#;M4;-R;YVY"QLN6G M%<*CQ;3-
0>=O+>ATIW%X/^8:Q3X1=E\$;_Z*(L4=5BQJ&"DX*DAU\$HF3)'; M3*T<3J7;-L-B|+!70[G^?V!3MOYSJV_!
MS;SECH72Z^7\$D(7"J_=-.ES?E-QWP;2^K-6_MZ;80/1NT"[5*T8N\$SOU\$M M_)X!-]BH?5"#WNT.LZ?)?
MB">=ISDQ>Z?S)T>O^C>3@&^9N|(\$P4Y6V;W01U@W5;2!31?=5S|BV?3 M6-G;UTM_@IF
S,+CH!9PW7M!;^9%IFR;\$JLO0U)(120%;4^TC O+G2W42H;D
M+@O;BU7K|PXY;_R6;^/'1AI_KNHIC6FS|B<N_UI"@)/O;Y\$?56)VNRFOYVA^ZS|K."2H3:S5!JB)&6\$4Q<3
M(6)+8L\$MU_"W;_H U?XYR694EQ?#<<;U>YV MX1F;@NO0_9X.1G*JVHVA;=_M^!L>1_XT!0W<#|&|LBH?
\$@>^0W/G/(Q2#.7G0"U_@^V?>IQ&@S9%!_JVD_N/+ M!_#?D!8NFZ-!S_JB8EY|!S.\$/UH/H>BA9?
ZKP>J(O^CO!YO!^CK_4H\$4 MX+<^W'-C5|<[4WY??;J?TEN?6V_F1==C(KN+P2&S>)/(?=->(/?5^!770^T
M!;\$Y/C.8SX>&D7GV<9>?/Y&W@F..K4^!&W;)_! LO>JWEY\$;JH!09@=Q_-% M^QL4)RA.L_OSL2|;I_@2@)0'1M|_#
/_!T/>+@UOK"POZ\$HANT!)=@7X)I_M"ZH2!\$OP!U^>070AW30A;4?Y;C+FZ|_#
(M"0>0/<>N|/^X;=;DNGW4;@MAFB#H?6BLA# #H/0!WC MJ\$71-
B/2TMBV(-0*Y^<_<53=,%Q/+E&_AN%/>OZ\$ERXVZ|=0DYD9)I;G+W,I1#>TV M!&O6IU)H-
XH|_/!NPC+W.T!9*6Y/VT|;#/\$0%PUP&2_R6V.Y4BI\$E@>;VU_JOP M><.17P\$FIT\$U TP>P(@\$F'P!F-0FM|!\$1&L!C
E7"2_*R;*)695KG1^RDV M_Z@P620!)@;_## 98)?_*D_"K_!\$P1/B27<"CRV\$WZS+DEBG0+0JB|Z(HTB+!;*&>";S
)/&CB^<;WUR_+'S?B^72VK MX.L;@HHAT#R+H'DK?70JD239Z.A.TK\$G5)MCJ?_O-ZOHL C=#"3CX#;(#+O
MECD:2("0A1\$V-PX(UR>V!53^7;)2F!50>>S_-X>M8Z!3Z< YP#/CPW/UEG%#P6>51(+DZ4)L5K\$A,>%(HKFDA2;XG"'"
MW.1);RT2Q3^H_9BH#/_9!#/@=|GA!MAQ(KW,I#;\$?"ZD(L+;@BACF6)_M+GBZ4L#E_#_8>%SX_|
IX/_7^<%.3;2;XP;EH|;|(C+!;D@04TUU0Q+ M0S^A*=WC^O?_G7!8#Q!5!0!=-;K%V>9V%_X6SBG+G'_MRSQ_9Z?
O^=C"?56/JJUNR8W3VGO0N+08|HA_3V/%3T++7*!?"72&DLX%8"> M16)EF6%YC*)T!AXO(3T/_;G+0)ZANST@)X!/1|
(/6G.F312\$J9S"MQ3.^"> MC|;\$5.X+Q9V,T!+4|S>N;|;L)Z!FX9T#/(@)ZWHV?.)%>%R4@B"TFX9(")
MS.6DX)3'YCEEW\$KZQ|_EK^!9/=-;|H>_N>SP.Y|8H=N_OS\$?_2'.KZ*,<)_ M'LAYW"WD99C?RK!OZUYA+/@;T6|_JO0-
SI9_+3.6")L2E&6_RPI29 & MN8VCM7KH.PK_-F>KG^")Z&_K!7CWX=5)4)IK=3*\$LI8;1O)\$ +PH8CD
M("=)S#-59)+#EX^6&?QD2K-Y)V2_!T.1U_3\$)L*373B.(?=-!1C@%42!>X
MFAJ9!L6).6Q)W9PT^822NBLXLV5P^COA5Y93)M;Y0^O_S^?/G!5#6.%C^<62 M465L|Y172!>
3_!0!2H!/"3MS0_N=F)B_7SAR=6SRJ!&9*>0Q4%Z=XK=G8VD_MG&O&_HVMJF#34?_'.63TMWU;W0WTI@;_&%5A-?
+8_OQS&LG^F!MQ_?I0 M3NK|ZIK>;P*3>&D^O?ZGI;+>1!6V_IR_3D/543MKSQI>_@\$M/O;SW.1B
M20>=.Y7#;_*J;@G|DIX-X7MOGB8KIX(K\$SE@_M|/'BZM_?X82(-4*_>|!03YY>TL6G7^3\$_B)N%M.KSQ<_Y<_*
SX|!TUR*KSku!EK?>(I'Y\$C_V(|_V'WLU(W>V_F2!0#J#B^;4!#6 M K;ZF!6.)=-!'1:4BN8Y\$9(G1!3:QC97#ISH?
3C8G_2%_A?>_6DR|_)V4 MU_Y42.9 YF=X|T!S!YX%5E@5V_74YFIM6NHG8);M" MOIN;31K?_ZH;*9;MD|W@5-4E<_
K@;NB@_X2W==%A!F_9M_35UJS|(#Z)"KK M"-L;H|TWD0)7_0I\$W*WGL!W@6T?UIYF!\$^&JO>&EAL"ML@_"2!G
=JV9_MJ!KOU!PU;Z)Q/(A_Z&Z_@SEN+;GM1W+B9S;3@#;D|S!%?KLK^_EG6IRB;_M^FGWC\$UIW?ZU/!J0!4.??
\$!3=;4C!GV^XE0Y8LN=NIU6#(K'?2\$=|H!T;X6 M#I)?N-CSZ\$8I/Q\$SV\$QX#SN_-=KL|>Y!9_YWDQIV>|;I.=?
CG8C3F_SZF!KH MH7O/N7M;GV)VW"&?"/(-G;_!ZP!_D\$6#L!N0W2K!D)!CG!G@?200S%Q3_
M"!17_&+IWM'SL'+HIOVQULN+A#DA_Y2#L0=@#L@<_*D*!%WR/8.6"XA^AXA|#
MIXZ6COWRW4YTN=VOIH<|(@&6@!1O(^T?;4L1^7H2Q#W_Z';=|;6_?)G8_M+W(;T#TX,<%;!OBX(WRT6?
@!/(M;RYW;>P?YB4VD8?)"2(>|VVPYS;78K! MS_;;C*?R6\$0^(#OASFW^Q3XMR#OY;@N=1#WX
L%>_G0!&GXZE>L;"GTWK MJ!R9>T47MSDWZ1_+EC=H#;|41M?2 H3+ S06&V4YC_+%W0EY!@KYLJ2!8
M^R@H3'_@V-X\$!T"J+R3WAY78ZBZ44U|_U|J1^>??U="I MY|RIHP;G*RLG_9@#;_! JW.Y;WMNZW4_DM_5G?
&W*58=&@V0G!;9D-!QX_& ML.X>1?Q;3+^H6J0Q1^C;O&Z+?E.FY+OX52_G0!D>|HN/^HC6OU_OD?PJ?B M-
F998074A>"TZD3!G)XM4KZ;H>HNG5Q1XZWU M/_*MG1X;OE! IV4B0/=5K?2U>.&YE7P+N'MG!/?
D+IRP;^3+!4Q<(2!O\$C_M)0!H+&4T4+!4AC+^Y!E_L^_KQO=6XFBVP!\$X"7#_*!7ZWY_!536HWHY!;
MOGR#);XGM7!9_Q_?000U-H!;VD6_/*9\$<)_;RUVA%(>R@>P5;\$3K|(-M5A!\$_-<@Z05O(Y<8UY";+N?P5F.V6-
7H/>PR.T,(\$97!_08QTU+0I!"!&%1A6 M48Q((6*BK.1%)D5NY(ICH6/JDMCE)(T+<\$;BQ!%E!_R86>.LY= /G?UG?
#NJ6(I"14(9;RW*A@B*4\$!S/\$4D(L)8AZ2%|Y3_/!T!S M-R*_*XSM)GR0B;+ 7PH=VYR;Y3N?
#7*X;_7LIXVY6G2K#*W#GI3@!0!0Y!8Y M?HWCT=%W!YYDRL%;2@H2YT83/_R6B"(ITG)U#BM9>)6#B_?R7O"D|+?
UO7_MFC>S23GZTGA!WH&I^R>7SQ%G?I\$@_!X?V>|3(R!P>3+X8#/_8&X#3-X?UC1+ M'9!>RN;\$=-B2J4YY3
0UBO);YT3PV!&KA;T9/C?_@5A!1"!17UP=(:G&T-47!H0ZQHQ!|"J(>_HH.MH"#.)SN>MA5Q8E!1AP>YVZ!#F@P2!\$A-
5-#>Z0Q!25C!\$=(&Z4="VQ!L_M\$Z=(U)"18K4!907>!IS3<_>_NX3N
R+ ">\$^CMIA\$>F6)H*H8D2DA_N'/SFE"4TL;FE M5&8TYP<&CT8X,+F'A)=O@%Y0CWOPMIYEB4FSTEN%<";
M3001!P66YX8J;FT7.MK*UNAS=U9WC|;"IE.8+!>R>N?K;3R^4,1E);26IF M\$RQ6O3\%X(-T+B+HQM0+!#"0Y020
QW2_OSM*"9*8#3Q1G@9FELB!&VHM MC'.I.M.M9(X_2V<|^#K#VQ;)_H*?W!Q=YVS)=TUCB."L*P*#.80AA3\$!4XBS)
MBDR!7-J4%Q\$AV^T>&_P_VDN+!PY3A&AOH/6!UC!#>.R=8-(5;.%&_#SF1A)9_M%(!
()7"!I(6DA!\$8UH")XOV%@;_!/+_S.AGB/8><|0W\$SQ+.&|3*M*\$<)_%D_M1%\$JB6-"ITPG2DIY"-</p></div>

>S?^V*=I+R'RP9YB/8&60@IC30PGV>/H8:H2R0MP=SR&%QGQX'=PCAWI#ANOC?I(U MF/5(C@ON#K<:YA6T5?
X.)C.H&--^/>@R@LFH;Q@B\$;:/2IPBU@>EAN\$XU*9)8\$9'GC&FFA:7YIT#D*G_'#S4\$DQ*Z/*W8M*59
M0B5AB@%7Y,H1H1)6*{3- \$|3.C*1HRGB%W?&?6>J0=\$I@#B7PV4QI(Y#I/ME4^SO,B\$(5F:QX0I)"#H3\$RD8+\$V-
F5Q<1)S+?#Z?F7+Q/H9AA2!'^K@W M (YK#>=>HMW"WCUC6,,NN>F !KHH:Q!1."EV18UE-BAUYB_5O^&.WI!K3I
MI#;XM!@PQGXX,Y4!LJK4S^TWY=>XY^S>EJZJ^IM @H"LCR9G6E^\$WQ?28KT M8EB.LH(+2K FE?
=GS7O,H!LD.59+J>9)1305/Q0W]=XPIKQI"HX7P@RA'V MAOCON&\$(EHMP4GHD)MZ_E;Q#I>>V*??Z'S8QP.LX(C3-
M=,6*!C9-"0.?V0&XQ5KI5!WR^!\$)#H/U!9\$?G!T^,,W;+LO1WIX;PNOUK, M>>YFE3?
9NF=GBU8Q^0^S=H3++IH_=?XD**XS-4TN*7"#US^ WS1EAA9%Q M8>-4F_VIMY;IY*KSPHM07T84TD;)Y
MA^J\$2&I&ID-/HFX7VS%Q:7+VH1/O:47PO^F%>1L>E%-8+#+@ M7;I3L_=R@:5I6P?
0I>JGE2CJ7Y6M;5Y"0"91W(2B2+&%\$?07R?#0"CPV_ MPJZ_G\1(E>XIW(O+XS^G_J Z=F/ CX-5RD+C6K?
JZI^U"XY.AJ\$VN MIO#8<4.):A0C_WTWL6G)_F9^0%?I+=DPJ?QU!(LF;V? M\$PM0I%=B)7P0N7(D1IH_!
<3R;SFHL;C;TZ@ZO&MH;GFDU_"G5IX_@*=178^0 D5U?BDADB8S6G;M?) ME6"0_3 V#Y-
ID:WYSWS+2IA^D!7^"!%I3^SZR;TBQW9"0CN M%5C=KRB04SNY1!" F03>VH)7ZL;X<4JY3B4G0F6;<
SH2JH,T2(&#%'&ILG^ MCMS;)8R!*)G<%9=?\$X5%*^WMZ\$FF\$/Z), I@+ M'F;?8.#5&(.?(&8>PH
%^CJH'<@X\$&""2)X49 BX3J& M_QF:RXQ/6+/-\!PUORDR_5!_Z<4-P?6B*"!9ZX>5^BAH<#D9U!+<'4C?T@_M#J*_
Y!=5N X_-MZ>?1R2+Q4.EF"=<4((0IH=0T/ERN!,??ZV
M>%3;1C;QZ5^&6R1\$PLW#N1&.8ER)LB>\$99GWCNW'@>ET@I/%%>HR)U=67
MD7=,)"K/5:-\OORDYW_/O@66/L)=P.#INQH_ZI*&Z-SU36!#I
M@,N^M>M31#8+5*!T6KWGLB5I_1CC#VHU+WPZV1CAN_"GQ=U9,&SG13T.)<_Y)@I<*K_D-7\$!
<6M_,@9IQZLN^V.,)L@D(70S =M\$S'W'Z-1M<98!H;I<N6TM4H0%UXTPI7N1Q3-DAG(C_P5Z_?&PY#I%^^3G_M%
<1S2K"PYRE2<&[S/GRJQU>->9NZN-L-QFVUE(&Q%I&?
&%H09D@W(=ITIP3>%I&4F\$PIJ3*;BO^_6J!417S\X<9(H3FU!_"!23W2D?!. *M+1OI*^KV(JE
MIK1CL!%>2H%)E(Q3DV7\$V803KD%@"@63+PI%I//PYE_1+D7M(MK_+Q+)"X13QK!3@5G+HL3RP!54D)Y!L5
(F460Z!;NJ&.VR0R#DTP66"2IC=ZO4SR3R,UBI"+1YQ8=FM!7J819H!#@"FCEZ_ ^OCH_K5C!%YFP5PG!EH)XLI?3H
M+6O??SG!4*_R;BS)**PIUP3I7E.F*.)%9*JO*SL5DU8G+M;2JRR"/9>"T>*M/\$!);+LMS(%&4Q78\$E26#;VO=N/4
MILG/DI^D9CFA9_/F)SY&1KQTO^_ M?Q59@)PO+FY. (IV7>R!F^3CU0>QX'D>U;+/2UP8;UDURO(G^7\$9I&43?@>
MV42SCM!&?MQ_?H8^8MH=L'3NLOIHW9U+^C?69L>025>1L6G6;;K&?I&0\$ M"+R<#;45T!@F^ALGH QB'_H;M#
(Z!;U;WM6&*0#?>)/EN!>2-K=04IOI9U MJ;F2A^M;P8"(JO_8X#CYVLQQ)FI0Q9JS_?<"L=Y-F.=^YX6S+(
MB_QQ7SD0R6/WL0AIO.FWLM7*W7JIOD_8OGMV/HI79OS:&M=IG\ MI9RZ>I3=6IW>U;7E;NIV\$VM*)I0)W?Q7-8-
#;=FE<0AP#4QX-D+Z%I@:\$% MQ0^*?X2*?YPF^6@96IN-%*0AX/3Q_-E+Z%X@:\$'Q@^(?H>(?0_>.EHYK'2 MV%@
Y<_HSAU4)RA_H+R!AX" IV" MKNP37E!H"N#5K_926VIU"O+ACDO@JRI7YD.::@#P%R/_^P;PMOA5P.IM.: O M0;!*
C708.\$!T>Y!D;7N)Q5HMA>%R*PIJRJB_B3B2Q3.DL94I&>N4.IQBS1EA MB+-93KCBC AA"F(RG4LCA-
(JVUN)JU_^-2NG5V!7I70R!^?ZO,=33#Y?R%%;_M_-I=U2KINQFJI-ISL-I25^QNIW-3>I(FF_ \$"FH33J0ID"D-
H)+N\$1(M+5)+ MG2**JS@EQ9\$2<.)S9W@_O"0Q^DS@<2IUIY^AL^_)&P0KRNM^IRUZ5%YQ0L MR#7NZW\$-
P+U>C<I<95BB-S4?T2;U*/M;I\$)4;_Q.6)8_&G.7\$=8IE*_RR3B1N4X)3UU.BE07),IYD>6&*F;4XW&L
MY4_-INAUIB=9OOD4GJ TP>D\JBEIV3B84*H5(!<>V_) +P#3E(O!;Z0I\$P4>
MLRQ7*O\$?,@X>Q&%/23H0(6QW!\$PR>*5'UNFP;I?&_5?B!/>)Q;/>+7;G+^(
M/2!D(FB_U!^7;REEGXVR.&B<57I0^%/X942S\;G"U MAH1_.SI"40Q\$;4; MY_SUCJ>:W-\$!CTV2XM)&
(J7<0ED6G;29;R(E5IEL7ZPIWPY1_#I^B IY_ M!="I=;(MP;P_9// #L@0+LAH-2*9?2\$N<%C%XXBPE4EE*8FL*8V..3S?
MIOD XF%XXGO_0RSSV"EJ;2/K-A?B^NIG.=+@@@8<%XGO;A!LWW;YT"W*G M;IYX&;X#!T^IV@.6H?YR%EN<)/F/K-
A!J^MN>V;^?I^C.;OJ_-?2 M?E!KVTE8VJZ\$Y_ \$G003#530WNDWOI;Z;7BA/-;YB@W*;&4+I+S0A)1)1(C M
PZZ5JY8H5GYCC5F;8IR80#GLD;(T5B)\$NX4RG;:>R^C?7L94Y_\$.O:MH M>D_IH(DI)Q?
GEX>=SWL\$3B.%U9E5)\$I3I!@1*1\$9TTOH^# 7F\$COT4^OECR45Z=N;+ W M^YM!H\YJZ>EN^H;Z\$A!51.IF>^;P3?
6)^BZ S+D5T9A44W6?R^X=JEFOO MW3@EO9=G>1;#WY;@IC=I4_#%/IUA!5C;1P/A3E" M# (C<, 1+NP=P&CK!
MAR^EV6;"J:CJHK8!@G>?_Z\$4M3*..8D3W+!#"=%G#&2QTRRE-'8 M9;#6WR^IT-0VOIX94?DIT^/W37CY/1PUE=?
K48_+)FE3?04<7IPX^>H.& M5VL#;ML_>/ %SS)&>6,,"DRPC5S1,1%3!1@M\$QUN8JC_(TOQ:33I+
MIWQIQ<7U1"#D_#I>E;AUO=?(")Q#G17X"HI01C!HIC\$^L^V0OKZ-O_!V M;"(SLI&TBD9V&OE1C6HIG38(C)_CX-?
N*H8L*(@3R);.1Y65Q9NDM^;IS03 MUUWAK>T@^E#AJTHY;X*+IPIH45T(4VDK!VA\$F#AK&0V)LL07BQZK6-
Y&QZ44U@6.5LRF*2UW/X(IQ50W;I^!E6-XR M@^!@Y!U=:A?A767A2>
I&Z!A>AY.G1U2\$Z7VA#&_&6M0H8_H;A3J_G BX3F M9WXT*?7&P0MKC4_U!"/N+>.&U;PD#
<_!UA!^/+. "TIAO/X/(E2,YTOXI M(+)?@=;XL6D!#>/H.SXD7E^CXJ8!"#!.R_HB@L_?@/O=SX>R MQ'&PPI?
9X60O=C@QC,O"29(75A'N-"2HHD1J0B49GF17X0=OCS0KU HG4U MZ_3*+9(*4)!NJ^B2NO9Y"2.2*3OB
ZC".BYMIN1_3YNU.3:C3+U3?; <=? MS!_>\$W)UBXU\$F@MAI X@!(8BTHV?P2^RR^D5+)_I^6Q_73^M!=_!C4
M;ZAG0Z_N!JAK>&95L_C?S M<9CNTSG=IWI00B=IHO@@1=78I_0Y+;I6E(I)_#IU#?G%VDQ5L%1.5+^*L9 M&B
P\$Z6.#?^&"+O^455 X; FE4X0V;8+<_R<IU=7E98;_K_0?>BI.OHS0E=*RM=^/0%G";@IF=9H@D7 M!;!5*AG1"<IJK
I;J*=-/(_JL9HR8!DR!O);26IF\$P3;VHZ>1 (=2!&Y
MLG+25I@EM;PGB=NY90WEJN'AP" F7UHQWX04!DM&4B;1I\$T&R@HI3UB;<.
M#5NZ1.3U/!&=&\$^LKKZ;D^D!4&LJOH O^_&^&D\$;P9H0.F&9XU1>>I?>-B- M^N/?BU/>| #Q0A Y@ITG>
IP+BI.CG>M4;_VCF^@AD\WG^ZIH>P5=;IM F MSXTL/09I@B0;TIXY3F1(F;\$& \;Q<I!N/5# MER--<@66'+@L92\$>'
!Y3G1N59=)<7WH9&;!FM%LC@N"#=6\$JFY)H)F M;6N\$FL7I30B769I/MVI7<'PO;,\$\$^I@,T"/=T!1DAX+KF%
I4D06"9M8E M6R&H1%IT(3CMA2LA>G\$K!K13+;SB7SS?T11WSD!6G);_NT) MZ?=3PLZ!DV*,"0^XPMZ+L<+?
N)8VDP=-#;P% VC6VS_)H/UGL;*QKLE4 MJIV^I)YY.D^&^/H0;+I^0MSOOE;Z-(4+IP^G+;+R36^O25)O>=Y*F23ZFSY
M"QC4YE_ RTWJI30N5_Y_"OZK-7?YI+0_OD;@KJ"/KIZHG RE0>R(QMO23;_M>_>M_M/VJR)M=I5Z_?_2);U MI?
X^H1ZG,LYE3FR;.#"?J2*Q9(D+A=YCC:5F^OF4SRB;5K9O<"U6TCJUGVZJ?28!_7OWH MK15<_X>+=GVX<^D/O!-
_O"TK;2%Y%XA/20YAKA\$;^P^K;4/NK5_0Q2X M+K+HD:@@!IP;Q A08IR<@ FI9F
*RN_6G;UC98XA^X&C4DKXJ>UG8L;33 MS81?(&^>_6I=@OE7^*A4.83VGW;V)0YWL0%T""TQ_Z0-8.%\$
MI&NCA^;U7IYJ_R6H38X)NVUFQ7-G+?6Z#P+X(@?WM"01V!UZP8(V"-0HG M@1_MR<#/H/V!A-
IN/T=0X_4X)?>O>.804_HZ/K<(#?H;!3H2O(E@SHY(M&YX'NAI=A_ =SMI=X4%_CU_7VKWCF/V#&@&CJH#_7V#_@9?
XK#\$Y85WIR5H MP_ %YIX7+EH(B@1E/9+IGI?+I^3^9/CUPKOW004UP/-13?>MI!R!D>_"O#&- M"@;P98!0>|8#9+VL^
V;^&7I_S Y^2_+ MIMJIXINPI7YO!M?NEO0XMOT%R5D;_5I *OI@Y\$ON1\$VC0;IN:OT!D);A-L M59"<8*N"!RZ!0?I% \$!
(5WIZ5ISVM_#D4UJ!#RU_>H+1.F_86\$W!+I/E-65T>#S.OVXKLPC'@5)I!M?
=0I\$JH:1*OP5*#16^L;IO4U_EG^U_ YICJ!=!>3)RIET:YP4GJA;"!RU MI!)X(7-4FU3IFUANA)UQ0R0HM;U(X(<31.6I
006L!K4-/302/KW!&%V/2RIJ 4&@<E#F>I!E!O M%<>_I#3.*5>IHIG^R8!&0"/I2422A)."TN\$=8X4,N4FS1)-
BT<I#^!A;\$B> MI'PI'OUX^!HBG4Q3;5/BLI2!IL@.&I6\$)IP_Y2720V?B;Z=A@T)!ZP0\$;.
MI7^IQ:6>8HG!4_-27DOW7Y;VN0C0\$=BOI78G2;URQH%;9_I CJ;.*);EA,DB M2P2E25;DU^V.2G)%);B_K-
4I\$XNB7I(*_&8K8LD.SVG^B(?7>LFMN!_KIT?S MLCC00*7#T6%21*.\$*JH!C<(U\$/25)^4)9PE+<%<H!H)/OZ"FR7Y@-
&@6Z%_M+IU_+R42QXDZ?%*(XXQD+DD(MSHEDEE.LMQI:1RGQIP%F4HRP@P# M8BW3#
_H.0%EXE)8VO4RCKN(6O^WIG#0I_BH\$!F_XGD!2C!;C^S>P#X_MDP9S_-O3J3G;9)>AJ;:9-

QSEV:\$YX4&@F@).*8A\AJ1%Z(C\I.VSG^=-J MXBQ:JOY'CRG?G*RTIUEYDE.87PX./LM7Z^5.6>QU8D #.:%9BAI
L2Q("ZC M#"AED6J9\NMG('R'4:1*AGP.%#0T+|CZ5|@2'N"8B>=B065A(DB(SRF*5\$J MT<1F2KC4)L;G*P3IL&(
#TB0Q.8E@."/#@&\$GKV2KU?*U*32Q2(#I> O@)SN>MGL 8|D\^K MJ-W53">#|.VTJ69J.%.5|VPOD25*
1XZTELP"09QXC2.B?4JY920R5*ZNO MB4N3.)<) 3H?*?1S8/IT(<"6&4T9%7 C?P\$)^L5>_1OE+.%H+>%CU2&C|3
ME.B=2T(*DBG- M7VR)5.-WJ;.*%900L.*MEH(Y\$S0Q.\$% !"...*LD4:B)2|0+8** VF>L/TH-OTLPCP>B:|NU
6|V|V9:;CR45Z=N:|+|OC|8_ M9_6T=%?=V T5D|*R?3.IYO@^ ^I3E)AA.;(K(I3H VM>=?^P^BX#R 99GH%2 M|2CG
J:BA_Z:Q%_6#N&1@WG U&.L#?S<|-0_#J+Z_I?)\$9)Z&;>/12&L<_
M7'MB"P&NJJ:C.FH;_7_W^1^6Y3S6L2;&8"4'E3NB'.>DX"HKJ&99C%MIOE|. M3X>@J_QRHI(IY|>9^B69>^CA8?5"
_1AT^_UY%\$>+ F&D|_0R?PI*(@<L|: M-9C)R9408.A7.7Z3\$WWAUS(&T><+>^T*>+SHJ>4WTMC448B!
Z<%D\$Z|M^ MJR+|KYDO^DD JNH9T/_|MF_X M?=2|3CD>"VWIO)\$3P:<_.B+G=8G?E"^E<-A|&"
+BN<J_N6B\AA1.)XT\$0 M@K'9)4P<#;_!E;_ED#62UG7S*UHYJHL|@1^IS?XR)O)0|!_.O!>JZ526
M(|_B87A*._3GZ:8A<_.8+Q*.*5A). (GLY'E97.*01A<3KX6*IRB\$P&:P7 M5.?B8V9C_ "L|K:A|3UQY_.
406<\$IX|!&C|TM3(C\A|X8Z+*N9|48"06 MD)Q2N&D1/_FX?)I5"HH-KRB|JC2.W9(4T MJH.C.;&R|I*G>_.L+Y((U*GXW
M|!|7|_2KI5>W"AXH/3:_9@_ \$0(FH.-C ")=J.YZP3U2P4<|P37N(&.#.%7 M@)8V4HMC7H+F:W_/965*!U|
|7MF"Q=5<&/_ (?HMY_S0_BZAZ3XX9D* A3F MI9Z4_F^N9^J? (QX"0YU.9I5L|JU2QXCDC)8|@:XIK1_Z3/C?JX^!" M>'=-
G+V.W RB|^@W_(O|+?"2*#JK+2Z0OR*H.R.WP|((7 R%K|I<-VK<^1\$.G M.K.|K0"9.%;^ ^6SH=P.|QSH@-
&X1M8D1G:|+IS8CC*YAZPE;|W ^FU.=K?B M>6W#:MLSF?M@5EZ6X\$) OTAV.:)/+;FMV.@KFL "_
C:9H+B7(T_+IO(I<_>1>=>C_6&I@+;B'"@P:5PB.|\$ER|T OVVG^T^&4^T& M\$R_U|+&;U EECG=A1UZ#P>%?
<=>^45ON+1 |#|:\$.H=GKO_&N>6.%#_9=M<=>#7"9CKQ"4\$:%&F9))PF: ^DZ'_B|;YXJ9:DZ>WQ9 MZ
X8|0@81|)124<:0Q3.&N6\$|H|BL@BMH|*IGE|D9|0\$%.PN+<95(2E:B" M<"T<*(?|):_1MS*.\$Y8>|BN;>-T?
L4R|I0;.@ORN@ (S?HE7_P|M&V\$@<|5 M|P3|)(31_RV_6HS !=E>DFU;.*72(B6BR|7A)D^(C"F(ND@RD1:;,"MU2F
M+_:9:D5P#;'.1%\$3H#!ZA0.0U9JH_ \$|E.|#MX8LD2&*29X"55J(-A TX71*
M6H_AGE_5TW_VT)+.JE8*FYZ7L.Q|X.8KZY#/_3X4|7E^HO.S:K M&'6|_-2,4A>L7 EHMJ\$4&*5+I"LE1;
MN7H|U1U<@<@<7KZ9U2&|_G3X_D>B?|KH' 7CW_O.O\$;6GT:3|W_ ^WH_Y|O?OGXR=?A
MS_@B7_|O|V|_>QD|HWHQ|CRCL^BM'6-3DY?S6K>/91%-(VJK
M'R=52|)_|L%H2R70\$U2T'9'@=BX|F<=DS)E1U1.A5QDH1S#%YE:>Q)2HW MG%@'WRC*._+C^G0:6DVFC?
1_GX_!A4GY9R.OS^3B=7U:|T93NBWBDFVMV|_C M4XZB9C0)VJR@&>@A@U_25JFOLU@#;+WMTH;>E+&?
P%_0)MDD|P+E*>:.(%_MUWRA_9Q0/2?)_ \$M)9NL%&CV+2#KG\$S3AYDU-Q|ZBPS\$L_6JF2|DBY2;VB_@
MGOBUL8EO5|L8MZXM|HIG@#6+AT"2X&FE|#)EQ_P+XV7FS9+.(I7\$L=?O&S#6"VS#C|U?!=W3+_.|IEO7%T.^)Z
M@8DT\$3;DX3AHG-H|9K\$F11*#NY)G"JVR(31)J1*9RC;+RY4"B|FMC7=2AVJLO?
IA:E4TEKAU8S:4D|Z""V6_UK|XWT9EJ_D|3MP31>AWQ+X"&@J#?29Z|N9Z3.V6E0L_O0V'Z?|NC:HU'.M@2-
>T:T|1M/O:;UW:0T#FIYD@P=13|V6R+|UG_ M_J7SIV_-2?Q:A(A|O)THP3R4TJLT*_-2LBN_C?
^Y+#+5LS3UB6G3|Q4_&M9:.*_4>2|V8SFD<5NR|#!^8@_J3%(B:4.HH^8DH*FAK_9 N0RIE3Q5YBDDM2
MTLE'N_70XW_#M-O(JRG'UR4 MHN/?\$R|5)9+ _KX:Q&MP:3)6W+UU"TRKIN
MTN>|H|V<#&"D0HBOA@L|)FC+022HS8G(19HGUH\$56UDYN:<8^?VHG2RA\$WF MW<6|Q1H.241ZH0:?
3=IMSAU\$-ZP:|@C@A32')S6|LH)KFA.:8H41Y'4BYHSD MTJE\$2IMC;B5':I?UMO7.Z\$=|*4LP|5|6T:K%-7N.6|4'&;>:=",
ADJ60Q_+M|2MEJ0@;#(A':4NV\$S\$FC)9>%)4Y(|Z0P%D1Q)8A_%7?2*L7\$RA&+|Q;@
MAR62|YDL|X0MN\$YAN^4/O|D_99CW\$WVM<2=-1N|18A%/WK'?ZTF.^32|JR+2 M34:6WP:;%&Z;JT|_5=|Q%N"9I_.R?|?2
NH36HE#7\$R1D)4L3N-A(B_-V M.3JHH&U|NT'=T_ E_I=:;|0Q|H|&2Y>A>F@U6>O GPIDZE_M0C^"?K|Z(K
RE0HG_14O'SZ|^A&W\$8-&E|ZQ'MGYYN77PZJN?'\$S**WK+^5^|B*#H'/&6V^| MYZ;WMGZT|8:B7O-
_9SA\$|GM\$R|HJ2SH-R9K-"_Z_GYAT'T=M0._"G"SMJXF==MHKOT0XA#YP-KWADU|E|QGOI
K.MW6|UG4#WM&\$Y|MF@E" SCZ5LV&IBGVA*\$?;_&UZ1H\$YUJ#78;EXT|_MCZ2'Q|P M-
|K/H@DJ5|ITHCXE#+|ZW"<(4#9;WM9<^ (Y@U""98|P2KE43.C_L* M#B0.69>+ P|2T:4?FIQZ'Q7E86I_ M1->578%|!|
<2*0;UAV&:WU#|!#Z|^ M"/@|TUV'VYG.L&Y7M*#11*(X|T-W.D|D<-O\$AG5|_D*|ZJM_ |BQID87|8# M|!F9A6.7N-;
(TZB<|&R'7DM)KXO^G9C|N%3|BT^1&_HS5|PS|_OPV|6JU MTRS4|*|_FMS_HB35E6N6OW
A.6^3\$1_JFY9@)63M@+80#+11E|!"5&DKY_@N M@7)SH3MHJ|6F;ELY|C(X0006=2Z:RUULVGLHM10Y1S_2-
0D*&3X07SWM^ M|W^&UL"KXMM6:SPMC<(7W*=-YUPIRE"*|; <4S@0J|H|H|?2G"QNUA*P3B3
M1|2<\$9YD@BAF+7%;Y**OP-G92FER45#X2H(=-)B9KE5.BJ0PI%!.**6Y*K1> MVH|OJ|K|HFIQ4W-K6JJA:23-
|H|W|HDA#|)QS;I3C>>+9KG'G#BI_15.8.
MD|RL(9Q+;+LP.=SVR5|&8Q|+;6ZF0FTU81Y7).Q^>"2.XS+% "6BD2|V,E# MZ32-
|P%;=Q+DX40T%RI_O7|RWEQ7RZBOB&HY\$0\$.TL2%;-"9CK=
M2R|5)WUAS6QHW|OK3JSG%N.2AX.\$_C)#JMOWEY|HCO2 MY: "
<6|U;G(3%RN,2W/9)L:|*AAL@.G.;G_598_ W\$0_1#="H"|;ES;TJ. M)1"@>:U,7|>_>?K=8>+?BWKLBG=>MH|XVS|:~
:WDZ*)(?^N&XMKM_/_|_M_1Q*|H_ ^YV6S\$HQ*_^| @ZR%Y|U|4|V|Y4E@|YHG"C;W:.\$+(7S_Y@EA?3 M/9 "_
:OK|_8U>4#L^(|GI=55T-PD=8W1SG#;IT|UD+9CY T|0E_1HNIXL\$R<|X,J>
M|>4E=CAHT\$T:Q(|&:8L3|)"58G&|Q@&@8%BW-P A5|QF#|=|8?RF|H\$-0EGW"
MR^MVA=KOFJFM1RU29E_PH_W5RUWVEH_3L6F:5-&WZQV#(ML_=O|_ ^CP: M|_
CIOP6>|U&LHMP^D<|JZN)SLX|1G(S<&8FX^L73KDZ;YAZ_ WV#P&:WH| M20W|>H|"I|_O=<^A=D_23ON?
00R.J+Z-IN|L_-<8OUGD(9|L_=6TG;A_B M?HJO?T|_P2\$>>"/|6YL|!"6-ES_#XAN_Y;=|QM(Y00:UP?2/ICQU56X|H
MDXC2K26-MNWF+5_-D3QD%WWB2_|5*_-AX/P0CAE#;FYH(0SRX@R+B)8D1_M|TOEV4K%SEVJ;X;2-|V>|_3O_M5|?
O@'\$#RU|(|J\$7F1."|?2C'97>KN/PV@_M)7D M |HASZE=#VNIT^2|B5"7\$T40!:>4)4:@JBLXRG3|HJ-K|N.G_30>
M|!"S@V:%;<"SG?#L|8X;W^&^&CZG;=1P7G"0_%;>8.F0@C&2I<(Z\$;L|RU?P M<9=2P0^&CS6;/?QV&_-+7AQ2;J=6&S-
7'B"18XM(C+|GB&Z#"Q:Z|5RL+2 M06M*2"W*9VU1TAS|_|@&T7_OXVCO|BD;)|#1:N%6C>B\$=T|!R|J\$A_>)*K?G M
_|TAG:G3.CG:>?|>+)HPG;/"Z|8O.\$9+|@|!+P(>|PXA_WV;6 MQCP|2*JL)3QE*5\$)U809I@6S>9&O5MQ04;1HG
D2*ZSMK|4C@F_HO+|3|^ZG2^A|6A^&0 R"0+Q;@_Z\$* M29L%BJV|6FS5SLWQ.6>UBPD@P35YU0S+
W|A(G;L;MAE;9VICU|HR;E6_M1<8(+3B0%-<%U9Y0K15:1%;GA5V|+YPZ9 MK#P3|);O2=YVB\$TP"@ 4 #
M@!XQ@*8|+C3-<^F|_J7\$KD_V|O79O:;)TX>_G5R_"0&^&^% MCZ.LQ|18-%SFC*UBI/MEM_ ^,QX/HZ|VL_@|O+);
D|VWRK|E'9_0X|J#VX M>|HP8'Y7G8;9|O\$3H@|U|>(YPRB?A7\$XS>"/OKM?+!9JY@E>ZMO@(R0L0.7JP*B?
@/(6:>4A;.*2GVP|1C%J" M:(9HADMZ^&BF74Z;V5SL+&E|;"_+1DZ
!F0%)S.BUU@:=@38XJ*+VV@^0Q|2|H0S|PHAGWIN| M-ZR_VH/MO@3Q-ADB3;E8#WU_M5CKHL;?TJA+X; (=S;I>U"-
R_Z2\$;|MF-W|?5R'-(T|O>U_MFXOT*8)GT3Q@|_|L_E|O|XRT;IG\$TJ9D+4(%)!2|Y>42EXX'2NS:D3&/ MJ2<9\$KR)
SQ_|N\$-X0WA;7T+|^61&>I|HNO N*AJ-Q4-4N04J""<>|J) L_A MP1M|3C6_R/X9(>%,_11V?
K05GTG|QPM_|OKR>PV|HA=H08H<+0(9Y(96)<|H8Z\$00>)9 M4J>X75L@Z|FGB(BB|R-0B**(HL>#H|1H0XFFX
75(+3+8\$4Q+B4QWE.E9&#;_ M"Z8BBAZ_0"&*(HH>(HKB681#+_G=T986V@SAB<2#D8Y#.8|@QVJAP.IQN|N
M.SLZYJC) BR-\$D0RQ7B.@0#5@M&VR0M@WTY|^8 M48B>B)Z(GHB>FT5|+Y..P7E0Q\$00-A.P06MPP8E\$/
O4KZ'G|ANR;B)Z(GH>'WHFZS/C7 *SS(-P@H|3PD|T3|"LW^_10_0\$|H|S"IL#0
M=>3%L*NQ:0>U|X;=U#_Z|AC(|I<24C%\$@MW6HE^M_E8|U.S MKPBW0IA@-
Q&SW26|X9D6B&J#7U)\$M4V6RZH'6|H8\$'EQ\$3Y8G<5? N164J| ME|ZM'3SVF%CI#E&-

!2'U\$-40U14>HIL2C(^*DLIG*5FPX\$DOYH0A#+QE M!(AVQG!A1=I.H1G/B9)=(?I_?=2A4OZS%GIP+;)<4 M<6W
05*=/1'&2@0EZN/FL%%RH%&I9EUQ7&5:UWZ-Q\$DW2Q.8IAT\$V'2!KEV MP/G;7^/XTRA,7%>(6R9^!I-Q-
X.TZ3OGI\$QVGMJK<I56=I.KD!)&W!/^*X^Y! MXCZ_S)-TN3IQ5>CPSXMN-LZ?EV/KKX%NYMK9JWZ24-
_80:QG2TW&T!1&CNL9 M!A/./?<./?<KY0I_SBVJRL7S!C**"&^<\$EL=^O!HW_2.F!C&ER18GQM\$X&
M>H)!(0)%ZNG54M556#)@_TY*R/>WGKB0ZJPLVGMH=L+I2!_?_C2Y("5SLCIS M#&2KWADMSEI*
C/%\$W>FF#^79Y.7\$S<I_8_OTA3^^_?M4.XF8I(ZOT)RZV2A= MGJ=IEUZ.HJD->'GF+E^_VC1QLWG_B-G-
%KO'%Q&%3Z_ G3=:#P-DXM8KAU/ M^VM7HM>C(J?AHCRIPEY!B%AIH_!1:/4JCLS*:CITH3>OMOZ?SPH ^M2-
M7M0WB1&:QOJH!^H9!X5B"G8Y"8G5U*UL@;EMDR5S_G@<1J M%PIQ(BL_WX!;E'V-R#=#D12V!7&Q!&KA/&:_I
I4#X5>M0E(C?B-&/47>EZQ<^_OO_UU^UG6876RZPN9==U&A!FB/6%;J M3MYX4:AF5J9>GE8
JVTNQW79)H!^=^G5:YCEQE5P_!KQ&GA)BA17Q?"B3K5B MH!*OC+N4V!J>_NF4.&4*O+^#E'E?
TL"DJN2IP(QJ1.0EZ6P+&FNP;/!NJ?9 MN!NYY/S-C=F=O^QXMO9S!FFIKI=-GS<5THJ4=^K&C@_YU1T?)>
I+JMGTEYJM>C*^8LZ>V8;&*2993\$SAD(KY2*.C.*9B@*!11W%,IF0IDC5_!<8ZER%\$JH3 MZS589B-8GXWW3G@;PM
YA0V:4ZI&N58FE6*_*ZJ5:IRZY3J!#2>?)Z#V!Q M2DGO" N6!%71%.Q1"5QF FCACJ%Y\$A.@2 Q&=I2G<3M*.9?C?
YL+B9OY7%N93%/1N_+V(C.V\$.9E+%M8"4@.C!CVY MZV"U06/) +2_Z<T?
F:G6IEK/AL;RHZHF5JSP8@>QVOA)A74'S4KBK?<9)5 M!59N_*0^0A&>-6/1KM7^#(PEI_-6@S=49U#<%!3^4*,4!
(I)1R.%IDNF8% M9E2\$.JHBTYI2HML!V_*B.M.:222R6@!YZV>W-6:X #E/X_0IQ1>C/U_!1C!
MFCLLAU5KH>CK/I^!F>S)#HE_(IA^5!#O_XQ&VXGYW9LNZ*6Y#GD!O7"K&R23 M<9H%!S%6IRI3XIN97-
2M!%\$E1ESF!G_I3L*^PI?I(585^MNS@0CUTMV<7S: MWJ <=04V>B9=VH9JZ+!R^!N:PABIN?
G%BBTZ^MA,8FH"\$S\$5!WG/H^3!) MX?/HVIVSB9SIBL<7R0ZX'<3<-J#&*(N(I+^!F&WS<7IQ_+MIW%9XFI_
MMC4F!D7?&8D1Z6I9M!U%6!1E"5!RIMJK!,2P^JHET^K@QA_*OA5*!B*9:E MVG!WN8^+@+E!XF-
N@O_SVHJSYIYFFVF94H7YX462U%M!HO^ACZ..OGT#JEGXUS!7Q!1G!V^8* M!40_+SKL_IU^L/IW_IY2FM^%A
MWE"LN!6?VY7"?Z1Y8&1HGE",21/*!/"F"0C+6#D.0>IA?=")TE%V(30+_N. MS:6^*I!%#-P!@F?
QQU5#OC#R#4L>BBZIUQG-SG=I^MW?>F_X2)9!>S7"(<)^MMR#ORI\$!7!F!9J_PIMTC!B/H_!9NUG!7+_!@?
!X*@::STW! MO!GHUV+!K-TS6COSF9GO>@6=F!FD^;JXK9X!06D1UVQ?T):O'GE?O#UB<Z!
M^=C.TJ0:16>>T%>WDL;IEU79N^4#7XS.V!C:9E^>C&X8!E-#V-3O=RKL7 MP8?JDLR?X:IN?YN;EU=C?
!ZJ<7FZ\$>9:6<.QY>GSE_7%=K3*3!OWY!*Q8 M3^E!^"W+!\$<_J).K!EQJ%Z:FU.2D5=S G MAW=?W!7_G;
!Z!:=5!:=5>6!A9CM.T#8N\$0YQ;4U!89QG=C)9V5\$-33^?/NA_M6!\$GCU=WKA1XN)S'D)AQ4%U!1^I?
TJUW:=UQO8U72KE+PB0.!7H^L^+O_M!JUMUIN,18C%G.C.^Z5(=?V;QW;&?NHK#5K*Y,
I:=%>'IY8S,=AN%UOQ.Y4IEU M7OQBF#8Q+1_RW8V2H7_U*O+R)?!778%1+-YZCW7%R)UKIR
M^L!X/M3%=MGY^ZL7"J6_ZOSINN=F9?I>A;7X)5O+BM!RC-?7G5=O'SN^KCK M0L_MKQ_C-
Q;PN@2H+MO'J^W'B!\$OZLZJH^7!F+60+KY12J_!J!_W!C+M<MO223?YTG!M7W_WEB!63UXN84_!?
KE66&!M*0>R8@!ND=Z_5W5'-?6*6-T7 M^C@!_H!X.IT.G82QOV+E6^_WCL_G"!OU=,;X<3&WW/EYIV*4+R9%!=0X
MB_!^!"BZQ:6S>UPZ?7.)4W&Y6V!^BKCI0TA M\$;53-IG2?Z=IFMK^AEZ;K>K<%6555=6X:+@F%SU>-
=7"!A_CG!M@TY?5L2A MO1AWM2#.3?K7UZF,7.C#8O.(5'E/L.S4F-206)1;#?_ZRBXJLH:ET*=>Z MK#C@?9EFC<#-
AU=I*;&@N+BYKEJOU;UH3F=SDEQ7N@4^O!>4HW<58U^K_F M*!B#E!;D\$N3H;V!C8K;<OQ!-
+^T/OGEN%81AGLYZ!/?_!Z!GM.8!\$+&VX@_M=LPO^>S5"6K.JS3/0YASAZKG!&4\$B078\$BA3W55&2^R
MU%:@>:N2160*BK=RO77+ZJN:S60B!7!1T&""O:2!O:7G_JKNQ_+Z'7%(@)C? MZ2^*D5\XHHHQ<3UO8;NJ!-9%K^?
3<:>XCTE5!TRT!%WPM7B9T":G-W!V3T.E9SLB9OWKS_!/_KT7@^ MRJ70%RPH!V>G:NQOKF+/_HC?;
!Z2Y!+^H!1;ZJSI2YTBV#_K^U!N!30&N M KM!+=NO+XQM1ZKF>S.L^!^/E.9(OH^95+N\$!Q?Q!9%CI MH;(@^L6*
!P-MR):!H4IGH\$^41DAUPS<I:G7LO+4.K-6?9)DW7_5AKF!F33:X/E!_DPTA9* M>_ZZLWGFXYJ_"JCT2UW)
<^W#JE!9KINMWKVH(T_!6T_V: DO>LR'F1KC*R
M_O!N8M)SQ=S+G)8+Z^!K0QMUD23#I8Z^HVXM0_+2^V!62GFI)OVU\$T7 M1"XTK4SRPV(A?
URHJ*GAPKM,Z%>4&Y*EZV-WL4 M2!JNC<:UB%XE5N6Q6*A4A5#;_!%1399Q&!JFJBLMQ\$*D_JFNDT3>9O7MI^
M*R5K?)YQXR/R870TUM MOECAH17TG">TNH(!7T3-6&ZM9YY_?9DB"S%#Y.ZS:X>DWKEG*0EMI?3V2^=MW%
M^2*_TR_JKE!7H2EOEF9^SWP1^!T?LXINMI(!7)V!NJ).XIM6:%V'G;J\$Y(U M5WNE2ZZ1_2JLURV-Y'K!G^_
%J42!YW+5>#ZAJFG75C4H1<N%CA*!(6>C5? M"H?_HZ5KZUKDZ/1S'54-9S6QTK2FGQ>::JY*SM\$G!4-
I=CAN!8Q2:@1O^ZE MIOH!9?D+!T!M33?8Z\$!;ZWGRIT0<IUKO>G"JM.QE?&U6VSHLCX+!?-BIYU MZZW%3/JB,?
#B28; BR!8 7?: *LFP(NOJO^>=E!3E!W9<I_AOU%VM%RA.PW
MWG/_!NV5EOAW=W;@:O1NX?7&7YWJXKC&JF7##?78P<MB52"RKTMEB%=E4*!6+H.=PK5_!2!6=I=S@NK
MEM&O.N!R AI+;9:7)2%Y!^=#ZG(>_?I@7V5D_M@83W<>IX92=ZM2H7#LHR*O.%A*(W(WFZ;FE9!P.@I#-
W_N#EQO%,G=2\$Q> M8^X77+!Q+3Y2AC!SU<;>9\$V'X5M^(-O-%@3!?)V@5R??#H&DVY&I!W/94.J?_
B%T!DR=P#4>+*0!#<-GN%8%3=QS#! M#:+(P!3,0*J"!!H2U.O>XBY"@_!>N"F3A!\$!1/L#5>LO.5;1Z9.=+EKO;SW
MWC:SI!>H&A4;%#:-S5!E/4AR?HBJ\$S#H 69!J>18PQ&L6O9&PK.YD)RFTJFK5/M
MX:NRYQ0^C@E>)!2.5U!HWS'FA_%TV?>P>X*AN^>+_KA0?B@0FL/&3SC_HFH? MZ@GGIVYMOWZ^(!@.04!>UHE8>-I
M=&7BJ9WV_1U/3U_7W!<=#?V!K(<\$*PZ>>0LAJ1RM4YP%/1R@\$Q9Q#NVY_5MDA+D-PESV
MID!4C!44L5OH!)^N:=,B100PSW:NV8&FDHB40!D\$!7@UA3!H.4!;M3%\$;+ MJ.3N_-9^@R+!\$!7-
O.D;9!0YA#F!F^1\$>8V""-6.6ER@3EK201!;@?B M06=
MLQ+%6..IT=LP)Z)5V5D+OI\$^/&>+JOL<<.ID.0"9T!D.OYJ3_/I35_=#!>S M=>/(CWOI^B#@CF?
C2N50>XCVZIM4UE/X>DCS1CV>:8"WZ!8G93;L!%|X\$| M*9WCEDCA;NLCQ5)1/RD
^^5*\$8P#&SD2BA/!RXNM!MGN,+CRS.AKH%D0T MS1%\$46WA*),QR2I2Y""X2"4(N +(&GU!7'GV::UPX<-
B"!JP#X!OE@D4% M3DD%26A9QF.>6WX!P0M\$T:&XO_BCN^:#HX51Q;003#N(3%@0/+@:RDU@O58Z MBNQX7C^JG-
3C>:B&&_Q1HMM"C9K"89DX9T1/+J_!JD.(K&*&+H:/H#X!H
M/AMJ*Q.#)F;"+O&G@75'HPIJ\$Q3*j:M*B@=V!HJ*X#D1FTMJ8MR&#=#Z! M2H%E;:/G>;L%""VA?
_F\$!8+9W@>M#\$#<1HQ&G'Z0;A*J\$^~0Y.;0/%6-50
M@1\$(C!XD1B2A:Y7Z6029A(N@J&.%5VN=OXX\$DM*!NJRT3!ZMW;VT=G%WV%/% M;\$!/?<I^5_/H-TP9;D5OL1-
692!V%|6A^PXUUVYJ51Y"C-58I(I%7W.0)(E M18D5:HQQB-IJYS57#&IYAP4%).!6_!4<
TBQ!J2!;5@HHH!B%I'M(V#^FW MJ<5N<<_Z3^T!A!5\$56?&)Q7GCM;C;FY0!7"22> I1R^JS;>JH:)F?I M@\$?
B0=I@P(A(I9'(!22TUK).1A4?>I_8BJF%)\$6\$587855\$VVF3G*(!E: M3;K11&46I!>?J?F>C!?
BH%>3D7""*6K6:NF(!"YS3R!Z'T!(M6N_Z*P/"\$):!9UU@EE^AC@!1\$30?%!9934<6_C9-RG.%EYQ
MN^!N\$!OXS!+6ZO?F_8>?7F!<7!/:W?L!W/!+R>QM=G35F\$?_6_!DCI&U..N?0!0!M!#WL<+768F-HQQE+)*H
M#&BB6=V*TG>CM!!5.MQ3@Q_V!H+5F!X: 80YAF5D#++\$;RQ MR:BC(\$CR8"QWU3H36DI"2"9/R:(!>N?
#KB/!>?;DC6.1# CD5""9&6:"<MR8)TC!1.CGI!@!#2M(Y6/BD+M3.0PL4B"*!PG!D396F56T=N&D=NA5OZ2.8PUCW
M#HJWH""1#L=K?Z&(H(@@!5!&D#<0C:~?V#;/O@2?15\$1XW"4!D1M-D2_#LF_H-Z#!<9! M!5#+K%""H4\$^&-
YQ\$>MP^/6_3_5)GY?=\$A!"+E47!>P!33L.C)>VQ: M;/%T!R3#44\$103I@#*"O(%J!#W_V/V/?#!>7 J)!&*)A
B:_!2^!^!61A6(M(YN)##Z>C!H@INE^/M^UZ8WU9=ZN^)*O;NL!F-O-@\$ "1\$@9 MC+,R&P/E/P4!2'@#+/!
60B.T&2H7:N?2TR.%)%R#!E6\$QZ3=K?4C=K!+!L MHAU/3_MJTF.V:6C-DTJ6Y?_
NVIFR!B_D5BNEDW^KH(URF""%&KOZ3A09W MCNZ:3NI\$EXO.FVYR!X4!H?3N1NU"A&=H_:%44Z")JAB2""

(HDT0&=L M U9Y\IORM&16&0&)U1:X|<1-3Q@%9J2EM;1\$1J9\N4KMN2?XD"=IF13/6X/MSV5"58\PAC#VD#)BH@QJF
PV,P9"<%L^0)XA1V.R|#:N-XIV7"?OI 8-D= M^\$+X00A:/H0QFA\$P8-(@&1E0:3B-0NI&'<6.721D+8:(4-O?D!EO=>T->7
M9@IM"A=M'Z1>3T-SED8-IF>Y<=!:1.8%1J8Q!9,*G!0=#@<>P1%!\$4\$Z8-R M@KR!:@3#!@?&{(.OI+ ,Q!DN\$ 9Z9!B%3
I^!H9(5HTEY\$O5:K|,1%Q_ K65' MQ:N|H|=9BOH#B!:@.7&P/(F^>OD9-Z_%K73,9QEP<9;A5"OTX!!-F'
MG0QN@O\$FE7CK2@812-83DPD)B6">F!A-Y\$2LJO!|@M,M! =GRF(EU,EZ!2S-MU+K9:E1XTG0=QF#1>3XF?
V)0=#@:K&W/RV3D/EM;1(H^F>B1!|B5B9MYDZ!-F(E|+J_!TO6?3?2?(MVNRU,)?)&0XB?<KK"HL:5T%6-Y?YV,>.+T33-
-R%X:LCTC.#HL/A&%4H(B@B M2 >4\$>0-5",H(L-A#:3#H8D(%I%A\$=F.BLA(=LK2K,!S+4\$(8<\$DR8\$00WPR M0NO-
A-1^+;;-S:C;-|>/6S7L,!"BPDVWXT|OUJ^=C(H^C:1FT<3QU|>?W|W36_=),ZTC:9C+I@VAE%5(WVU!AFE)8
MF/:\$4!@6HJFSKQ->-I-76&A&@B:IO)MY3V,AF\$T#(T3)/P!-3=Z3#@=(M901Y-14(B@B^"(H(UJ=A?
=K>U:=%\$XG3PD",WH#(G(A(D#6E%D?X_-,"Y" M|!%+=LK2WLP#%QN^KC&-56E8E;:#@R_2#!N;8=P-S2-DPP
%!!T!L!;!T@%E-M!D^U0B*" (H(BLBNXF|LA-4X0&PN_"3M,O+VL## OSUK".YN8@Q#>C8>-,M9 M&4%,!\$&Y!^&X
"%\$@12|DTPKXOW:2N\VM299A00D;,M-D-EM|ABE&R|Y>K ME<^N3&10|/^396|^XNO>_C4"VN\$>?
FD6-!&^"Z|^&^,^M_OV%B>L*YV| MTP33)|E_!HZM>+.?P+OM,8+E!"?Y4GZ1+BN\$TH|Y9?3RL|J_BN#N?N_!O
MZ|>OSEV,X^GI2M!U/)_ (CPY_|_+|K9.'|>OK"%=(TWG\$FK&|N*[|W*,U|> M,>GE;A39-Q!|O+Q(VEG2-D?
NU7=_N>*Q9.721A3L%^N%1986|J|K-AC!)!M M3@17Q*K7/JM2MU_05)&B&(@:30@#+'+@
HWE1_:2L.D|!%_+Y@JHW)KBZIF# M;^_SD;WOU2Q17W1> BV,12\$9IZ^4 N|Y#%SFD--=KW|O;?P|>?#7'F=O\6==
MESD#+GBA+D=EC;)Z|7(HR-%<%087Z;X:DYM2L@)^7YY0Y&ZB30OTLLNC;O6 MS=*2#7JK8?|L|^Y*B-
1J6S^>C&>?7RZ?<5^FHWMMR>"L^|7^7>QYG,&_LL7 MJ|4GY\$W/NXVD/=W#71#GGN%7,K_FV_=@W*DA-M|
(TG|ZHJWZY?2WHX7 G>153L-!>V;|F^*=G>6V^VJ_ SF7"J|XKWD
M^-@Q36ET5G|_V(Y^!L9SBZ|=T|DMG/K4C3EZ,&^!\$>SS#24H0R#I=F1JR(5P
M6PCD'S\$UGBPD^TV#9|@^B:K|&".X01091"|H;K|E@Z|AYAO6C>-HP-M^S%
MXODW|>CKE;AU@B!E+\$WW+ #REF=F3K1Y;|U6-B|9<+T046:;%04=HW-4&4 M|2')^O^_W6SH
LY0P#=#K)1|BA%'D'RKR'SZFGYOVCV'+/\$>91Z6^8PG?G|#!
MVZ8|_V|_3O|NS|U5H^Y>_O9N,R^75YD|H2RA+*SL/#&_W,S=!@=E<2&Y3
MR_1UJCU|52:ODFOD*NT|QOPPGH|^J"95-S_!T-WS1|NP^2BU@* _|K|4-A<-N,M-I?X0V%IW"S!WX%N|\$.?
V&^<TUX373#+M4%=PCEMPA\$;PP7;.E4BRMLX%YP,1EH!A#D#@CL%5OL,@8EB9,4HG1H4SDG\$ MN?WG?
OZ!+HG|3TU-FMK,3B7" B6,QA1+ #0G|>?2FD\$GB;6910CF^B8 M)V|B!A!-,#3(|(TTP\$ZP1#GT)|;OT5&F-L@S-
'@;)3!0W%0"|PE\$|S)DB#Z ME+,.D7T;UQQ60YPF#8-5(A5|3C/P+?"PRI|G-DS3".(A2 MBP*
D8)A=6|US,6;JT\$Z,B|K3G*..#>?)Y|1409ZL|DZ|+I6?D5((7B*)#<7D11G?_!T<+HRY+ MDGQ-<")07|CP5EK@&1|O:2\$*
<|NPRCW4DDK1#X_-!A0?+!05#\$D|V6)(C M1Q@|4AA%8Q11H(|1=#LGOG%EC+=,@_=%'<_:7
J6.#"|LQ,EC|OA:REEH)Q M9D|9I4|87>YQQ\$(D@2;NG:|DNZC<%?J73Q@K>(9CY1"G\$:<1H|^|@I53P3V5
M06W('20X"E-0(6+BJ?(G+1KJ<#,"14F@L_Y6,C!"C#1\$1#>ZT2Y#:#AM;MK
M_7=8;O)M|L_9|VH>_88IPZWH+3P9YUA/QHG&)"ND|(BKTJ,0P%^I39
M3*^6R>>UDW\$(15%KSR!)D|H|MMRC98"018U6AWJ;9,;J|Q>PHLO\$&@H|V0+WGE3-(L M=Q.F|&A*K/O;D-
4153B@BK^*LWB|JEX8%!"<5"K89GJEOH|8EDY><4)O6-MC5650!1>|"HJE,0F8(OX
JR|AF,BADY"!@LFWTB&JHJV^H^J|DH+J==",K MUH|/5M7-0 'N^.'|7B6B_D=K++!)1&M>-(7,&H10!)S+\$.
(66JA'(MKA=W? MDB6/SETOI>^?;5\$HW9M4U\$/JMQ"G;E;T2NI^2F4"8=P?<O!Z&E^?641-M_M7_NB&E0RE|)J5SZ!*<
1OH>MCC8Z|3\$YBNEM4S,%TLZUW)ID54-2WR|K!"3 MI8%PY=9%"^2MAL0S&GL|^_>AZMN6-8Y<%?'&-(6=;7&S-
FX9+^U@&),3 MUFIM75@KA/Z6M-Q68?AD=_#,Q(Q|O6(E|+WY3HRL|CZ"1P'CR(R"(8S@N\$
M2>ZM3|63S/H|B;Z=6808^1)1#E\$.4.Y'>&SE|904(E+\$"83<%HGL\$84>XTY M3|0ZRGU#GFE
/C#%IW@Q.=S^|D196N76D90&D50A5|PK/>_!U|V#XBTH7*3# M=I?*" (H(D@'E!D#50CZ,8?&+/,|N>C_@I^V0 NQ0
V,N!\$#=:Q MN(DJ_-@W^|ESY7)V\$S"8RT%|X1C<|)3PF:8-S@H/|=;J30R,3@2|ERE;G8)P M?A/5^0B/VX='K+
JLS|FO""^!=EZ|^+G>+IAT&1M&C|38M-B@Z'(DAB*"M(H)T0|E|WD-U@|H@3|X#U_1H7UD1E@DZVD,M6("'
K_S_K@P|L|_6#/^8 MP.CKR:0);L|B|Q|=F|Y47^KMBBOU|K)^3|OK|H=! \$3*/5YM1,KA(25)G@11 M|#Z4E!/4
_6)0E>: ^*HS,YYLHD8*2+E'H9+L9CTFK2_16|67H3913N>GO;5 ML,WL8V|;9I4MB|_|=I3-UW\$ _8O\$=+
N|41KE,\$<*,?7TG"PWN'-TUG=2) M+A>=-|VXON|E/XSQHW0_G.C=J_!BNSN 1*%@AV@%A611BTS,\$U5T8C:%W^#
M\$1"4L^R|3UGSS1S@L)"_XLF/4W=AG2F096)SL4>KS;"XO!@T64F,E>I^T M^BNLP=\$@P%B54G*4*
|_B_X|Z@>_98&9NQ|>(RP>=I1^;N-N#@17*0N|Q5X M,1)S|;L2A-7+DX.XB.8BPN) 8?&>LW=- M%BP4-Y>07#-FE(|A-
6C>KR;GO-#1G:23|L.DZ3|A>HQ>F#HL|AF(2/)%!M3#>(6L@8Z
M#B@CR|NH1E;\$4\$101#|W<%ANQ<8#7=81Z2QGP%,"**&18(Q10+W*TDDNK7M2 M1^EH.LJ*O"^#PK|9|
M*LEZ#J_(!H5|RATU5>2+|6;X7XL<7HVF;8?@* MPU=I&<&18?#;.101%!\$D
XH(|@J\$901(;#&DB'0Q,1K|W#VK&'GM@J' O" M_ A-A"2&? V!!#\$VYP4Y3ZD383?FFFS-?'|(W3)V-
JN^U&'(;N&W\$&K;B3#T9(|/1WT=).*"|(&ZA&4\$2&
MPQI(AT,3D8,MB|EK9M|H09>4PKD^V|4B"LD|PE\$&L2"|Y|)PF@EW795X_MMW9V_*||?
1B/#U=U(\$UTZMC|>MU_:'V|RYGK6O:.)ZZ|O/163KK?FFF=21M-M,YGT,;R"JE:8=W8\$)A6#>VLB?
Y|VWS:=P5%J|L&DJW|>PV@81L/0.\$SR M#\$1 T'Q'.APH'5!&D#=0C:"(H(B@B&#Y&);/=-+WTKKL;BY|RE8H-)*\$)\$F
M,(PXB#;L:(1-'1>@^N,M%#=#J>+|B4_VZG|DQ|4"+T;#|V(Y#<;^D&?8= MP|@;FD%
(A@&%"H2*(<#10/*/(&N\$4\$101)%#=Q=W8";MQ@-A<^G:9>3M M86&2W06\$-
S=Q|B&|P|_*;HCDHS#UF(!\$*2!"XF"9.*K)6W&6WD3V<,,,Q M|F9LJZ&R6VROWSLWRV=7IK^H=-)LC?C|U|VT-
GOIQG|AWERQ<+6M|^G|H6 MP=908>(^-Q>+?<&OYD^GA)R0|Y<<4*1NXLZ|!+)+YZYU|02%(P)-M9*-C^> MC&>?
7R|ON""^V+^\$VQ.C57W+99U|=)B1H6UCTN|RR|P|NW_?G7"Y|XGW9|S&TS0Z*|H^M|\$9I&E;
<-9L9^G,|W;\$R8L1(TP|@GN^(<|H|(N1Z2&7&VRA6C9\$5/CR4*R MWS1XAL((U-S_,\$HL@@JZ/T=RW=;
|Q'S3NFD.3)WH(|O|0D?_P.?WI@L?6AF;H("L|F0 MW*9R;>M4>_B|H#F%CV."U|DU|Q54VG>_6\$|9513;IN?
H^AN^>+CNW&GEH" M^>ZRK-#4349M^I2F%PFW.'Y"=|O=U P?;#UP3@4N(I?_9_|7"IPQ,0403/
MF0B)KIWIPE.DV7@;LE;Q M|457|H|=Y=AY|_|@3BWYS@7:74 M|B>4A|I+<_G_@AT^W9,V>41*(;@B?
%C*!@V4^0H\$9,MYT|IM@Q<1VMEB MU \$/O-PC?_*3 \$ZJ\$5.V200^" CG*,0(<&W?XM,N+<1@CY<4U=1X|45!
M.\$F*^VH8)"|)H_4=<6L6P9==%|9C|RYPLV|@!>)%F>7;.X+UBDJE_@9SFW| MF%*\$.80YA+F|PQS-PNK@\$B=&
(B0BFEF;01*A;2E6|NOOT-S|H5@>,+8G+8UO*)4M2??=2ET|/R^Z9|MM1_ M9B!;R;"_!U8;
|@R|XY#BK|HEV)1@X|D@4X|"\$HH,RI?UDC14"9)-OZ""XF\$*3|,"0: M4\$&\$9Q@1S*_%;0,GUK_@0-M0H-<0|LZ7>T;C
<;J?Y>.(7B*)#|7H11G?_M!T<+H|H|D|POEB6|UJ@J|US@&2CE6M0HBC6Y%&8FG_6M<@;#"F*)S|G8Q#V|
M8+USQB6:&<+HD<(H&J.(H@>,HELZFL(0|PUP&OI@;#9@A_.%7^?92Z5(DF0 MVZALHB"|J@1<0>"9U_P.0?
0M2DM8|Z\$6HFZ153N"OW+)|PP6;->#6|) X2\$13,5UE_\$L+7#H1E.7"B^#6S%WK@V0T%<.8I6HB,PJ|V>>\$
MR|ER23+3;LW=O31W<8084|5L3M_YSWYK|^@W3|H16_A&13">@8%M<05BSZ" M*7A?+U7%+1A_!R3L2ZS'E;VW-
&*/&|@""V%COR6"*AP&Y;#T|DVOF#BB# MJ_4S|4XL*_|T|M 5\$542;)KD*TB|T6K(R2H044HPB5K0Q!&C8RI>P%I^D3|/|
M0F2D>51@)!@=\$ ^%\$>QMU^1F'|@ZK/OL_415SB@BK"*LW\$HR*964*1!+^ M)0A-(SAM)5":W=21)O\$;5C-7.?
L"A3SH JV%F^&Q.%1*0B!6JMDML-9>|V M/QW""AJKB^I^BJK;23C:8&@|NA(B8<6055*#IR8"3=\$I29/R8J|V|I?;2U)!
MG7_@FH"AK 7BEME-#ANWN|AODPG%<(T|11MQ.V=6L-<"4M5LJ|I+98M M%0ZL.P&(D92Q
L&2K|5V,\$YT5LZ|9|F""";#U5H"205H4|F#<3D@:_CYMR_ M%F|QT^)^NDI"OX\$|+8ZO?F_8>?7F|J<7/Z;W?

!L!WG<*PI:9K+8<."4(%#C YQ:SK)2J_OZEE3:<&..&B+8>+?)0@ER/7PFM3 MFX87IU-
'#DJH8M!%GZ/(Q655ZBF9J)V!/:G1)1#E\$.4ZU%.\$B.-C 925@Z\$ M4ZH G+/-:23&QR@%"4) PW'E&.*CXI93
XWFSU1EE:Y=>2F<>16^!6S/HY MEG7OH'@+^A?I<+SV%XH(B@C2 64\$>0/5"+KQ!A;L@R_#=#U2S\$&T")2, #H:P'
MSYD\$:GE2TC":[4,*!) ?15>'=#88ELIG/"(A!@>DV %!4 1!PIX;.,YTFM MGK>.&I 4UG\$3U7,(C!N'1ZR"?
ZK_#YKPA_@79>JBW9VGJ8=ID;1HSTV+38H M.AR.R88B@B""=\$ 90=Y-8*> X\$Q^~1?Z%HL\$3(-
D4+YI!""*^BM+6BBE M#/6;"(R^GDR:X&8I_OI1M>E-I:7>KKA2IRIKOI2A((E& 1-I SCU4:D'IY2
M!BJDIHH""U2#T%Z#49:04).N)!<;R9&BDBYA^%2+~;)NU_IE,W&;6I2^VG M,H1:3MJEV6R2ZM'GW>CKPEHG
)\$&;OZ3Y;9WCF.;XJH\$UTN.F^Z<>7DEVV;
M%)'YE.X'#K4;A;E2.=PID'G4EQO8.2\$9RI0+D\$58\$EE<)>D8X.6C.L8+G18! M@<<INX9^I_O/(-V:6\$ P1#+
<+AB0FEX.J9B"MP"9B!..9 FH(53%) M8M8-PL=DEA_AYD|PEK!-I+^EKI9>Q%F%~UX>MKGCIK9QI2.^EQ.BN6_37OJ
MHM-(T4HNH&EE'2FE%+1IVBO&=>6=8L)E!&PR(<?7RHGKTS,0\$GM?B^=IY=#N?I)HIKGMU: M6^C"5R-(6
M%|ZNPAP.#@XQ?(NPB+X+3!F @E!;@DUM@3%@PU#-.05*0HE'6>K!9XXYD M1K-N^>R+4\$B(R?+6EUGC))99\$
.9MM="R RN\A*QB|HS\$|>#=(A.LFM MNF'GH7 3TS5I?VFFT*9PT?9YJ/\$T-&=H\$.;|H<5
9)X\$9)^P@/Z<|I"1I."B\$Q#^4V""@0^G4*(.@^K.=E.;)G_XI4\$H0L\$2&L%109R)F5JJ-O'K/020_0+3 MS0OV"=I#
(.8="D^5K%_/4^MFJU'A2=-U&(-%Y_F8_(E:IT>%P;.-BL@'2(^>M-9.IT'E'D#50C*"
(H(B@BF*8X++=B|UN0F7I2YPR<1PHBV52|MC.(E# 3 M25)\$;1K^U548|H^L^FVU1QXP&V:~<8V-1XY-
#5WTKC=O%C"|&TS3#|6& MKXY(SPR*#H=C5*&(H(@@'5!&D#=#0C:"(#(|M)4H|6+|6%NLO(5?FFES.ZKVS?
5C7:%R^82%9%A(-KOH MW/O5|K&13X5'TS(X-W.7J<-.8W/8LQ8.V#).1TL&=*70E4(ZH(P@;Z:.01\$9 M#FL@'0Y-1
ZVIF:OF7WS1PH|;ES!.*0Q&02E.PD 9C*Y;G)"F77CDE_3/3K MNHLY|8Y>UN>-
YY>C*>GBT*S9M|JZ2.&^L^U'CINM9OZYHVCJ>N_2Q^LEZZ M7YH'4G;3'9I\$*VLONIF&RL.P8+TYX0"L"/M)7
I=-.YM.X*RQ4 V'35+ZM MO(?I.(R&H7&"9!B>@*#YCG0X4#J|C"!OH!H!\$4\$101"!^C2L3|N|^C2>*#E. M\$? L\$A
Q.C">)W F:1))H*9S47H/KC+15G:FWG@8E/1-.Q*PZJT71Q|D6;8 MV SC;F@&(1D&*#H*"
=#10.*"/(&ZA&4\$101%!\$=A5W8R>LQ@%B<^G:9>1 MMX>% ?IM64-P=Q-C&*S; 9(XQ'JAU8'6(H?
L6#*8\$"#5JX3(7AFID4V>_M;:Q#VE8C9;>X8I>OLJ=7JY7/KDQC^T_DV-OAG^^^+;SGPYSWZ:RYMOYH_G1)R0KY?
##>?7ZY0..^(+&_FY/!&?U+9=UIG5(BOD5C*HJ_@CN^8;DIA HNAV1&G*)R19"9\$=.C2<+ MR7|3X|FJ(5!S^.\$-
X@B@XBR/D9SW|!Q#S3>NFW37O>U.S=Z_-=V?FKO_KV+WJ|QF7R^=M55"64)90EAXF2Q^F9N(P&PN M)+>I7-
H7U1Z^~GM.X>..8X'5NS7P%?8=8WX83T=E5).JFY|@Z|YHF./L:26 M#Z|+^LT=9-1FSZEZ47"78V(T)R-
XZU!UH\$|GUC.D\$4>@.@AL+AH%WGC" MBP37@_@.J+3\$;=#0P' -I?96/+HA_C&?I?7<9)A=Q/#UIW76L "I^<^<
<;*A761&/3RN>'N0/?-(\$XM|X|H@W M0J@_084\$@FD-EAH"G&@;'61.GD.YT0*P9@8(+ (01C.P\$@G("M+F")*)JFV
MV6%W.">U0IS;?Y'H\$.@>PK0R> X|H9#L%2!R-K69N4.I+ R.N95RNPVT!5H M)"Q"=\$72U_078Q
;2(PS:1PPK(>'(<=")*)#HTZ?9OD1'G-GDH0TZ<2&LA M2U%PKH,X%DOTXC4)&NCG4YKAS*8PD7!;PV19
_.0F>%F=7!1YUCLY.;7>& M< TF1A7:IO*IZ9@|BN\$.82Y_5MDA+E-QN>4LRS\$@E9\$.A"RV'36<@=#6>UM
M)-8R<1OFDG^|N"XQFS!1Z%YW.X?/'!#;=#%XXV>#|B<>|S'M'BNSF|SVLGRB M%/4"G7H'S|BFF?+?60&&
M9LG=;8W\$A:Y=ID))A\$0Q5H'(T2 3)SSW,CL)1V01B+/'D=Z#9\$M,X11A%& MMP2CE-LH4S7-
%3%2>?FOB(21)Y\$T=G)-;UG_AJ=0R@_VR0&^JGVY&F(H-MZ3AQWN7=P>C6XQ>(HD/Q>A%&=T'1PNC2;
HA6)@E78U#.S!)\$|>F.S=22X M=1@U@2@?HX1\$1"1WE!ND|C&!.D"
MZ*QC05A;C%M>\$VT|'9TT\$S*VZB<#6&&L@3.ZIK0\$PQ_.*&8N<(0IU,4)&5 ME;M"-_()@P7/<6H3
C4"-0+UMU=W&6E4X@*4-;\$L@\$OCR2G1D04T= ?2W,4M8D|5LSEIYS |K|V/4^AYH29,4U(F"
MDH12^J1E.SMY972"U3(-;IKD&H2,I={N}74AV1L"EXXJ|KL.JP053&GB+~*
ML+H*JT88RRA/D\$34(+T8!ASH#E+GD@M\$EE+,"9+K5,->4@>"T&*OIQF\$K MK-6*<&>.:3|=PBH:JXB|JXJ|VTDX)A-
L%(R!C'6;C\$H,O;DX#7)VJ=8X^:W M4=HRZ;/6#DC,\$H10"P!;M"DMK#)7"E..X*KC'EB+B-N+U3:SBZ|(AS!)PW
M'D2P'(P;|KS/CEJ,Y=K08.8K;=9&I!8^IQ<_IK=RP">=R;I#53>1Y\$BU M
>Y8**HC|O#?2PCA4I&EDCRO'5"+9G"63L^?IF40G>NG1:5TKU)14&D2B-Q
MZF9%LZ3NIU0F\$;1:0&OI 'U65.6X5 |KOM2.TS:9U(ZARX!;*8?P2(?^LQM
M)QIBB=52;EN;^M("FTJ"U=2"458S)ZA5,C|E%;A5V'Q@5.2Y8MA#_2B?/=PQ M*!%#(\$4@'0'0)B^BE#"\$I:YNN+V@**
H!FK&I&=*UCYE.3?\$(%40)"B07IT MG;?VNE9F|TL;3:JW6YP8\$@BH-EQ90D0C/O8XQ*KO7X^99TVL|FRRB2B' M*
(30Q:4%93+V0805CEP3E*H%|H*09FLUZRL;TEF#2BZ* G"W'QRN&N MB;*TRJTC_XTCM)*OF+IZS-FR>P2%6U"X2(?
CM;101%|S\$D_XH(|@;J\$;0C3|P M9A|TL>:>N^9M)"* PPB\$.6F0!NFR5C3FKM;.B'1.7X/G=?07,70AV|KAB M+@?<
A\$>%QN_HY3R/#3(H!+E!^ZENT6VGN?;HJ5Z\$UL \$!ZW#XJ8ROJ4F?E| MUH0_P+LN51?M|Q-Q.PR.HD=
L%|H4'0X';-101%|F,H\$|@6H\$?I#8_-I M>_XA|FKKN3EL,F"90M.10I29&L-I5ZL=QA|3&#TJ632!#=#+?>KDUQJB_U
M=L65>G=9/Z8-!0\$TPR (N4>KS8BY?"04A+NK!2R8!TMJ;=U14H=@&DK8V8T M6T(V\$2-%I-S#<"D6DUZ3|K?
4S=J+;+MHQ|3OJTF7U;I:A-D|K6Y;I->^JF MB|A_D9ANUHV^+L)UBB;E+&K_V2AP9VCNZ:3.M'EHO.F&I?WO>R'?<
Z4|H<3 MN1LUNE^1W3U M2BPL.BGH2LZX8;W71HC1GL\$1HX,PYZ9EV;+VIX^/.B5@!
MH;=%DYZF.E_0:#*1.=BCU<;87%XL,B=42HZ|M9Q|R+X|LG'+\$X"=Q%R1Q7 MFSGHX=E@\$0LO#DEB\$!<1%P>
BTOZEZ6U=3NO!2&3 A.CAV|HL#7>C.3.V9B/ M.ZGAV7!1(RZBN:C'IXVPN(8L2@XIA***PHD*2+>6<9!R9H-
+S0T>LU^YQ M1QEL" L:PJ0K""|+7T<'7=JRZF7.46C0414X|F#F3J(7YS?9%*TT*6|DE2;.
M5AW%"#N.IAPXNR79@IM'A=MGS@;3T-SED8_I'G"U=H<@TILBP:O68=J@_MZ'X|B2""(H(T@%E!D#U0C&
(OZ.V09MDUDW'0P#9+S#=# M'A_2C5LJGBI9OYZGUL6H|3INLPHO.S'Y\$X.BP^8AH4D4&=.K=#UD_Z M' \$=4\$;0-
U"-H(B@B*" (8)KBL-R*S4>|5!1640^")@LB;@4^*P\$Y_L;HHC:9IA^ K#5T>D
M9P9%A|QJE|\$4\$20#B@CR|NH1E!\$AL;2(=#Q\$L(L,BLAT5D1%MD^ N0J!2 M@")@8I>@L T6VTSDV8C(5?<
FFES.ZKVS?5C7:%R^?2U_<82(;%9-N/OKU? M+1;^51X"V#A+0%/8%;? -J>Y=|WD3TZJH.I.>Y
M.7M;GC>>7HRGIXM"LY;:O>DC|O/K/MIXP;O+6>N: HZGKOW!2L;NE^:1U) MVTPF?1"MK\$+J9HJ3#N7>Y8F+;4-
@/2V^;3^NL%-A\$U3^;R'D;#.J& MO@F287@@"N8|TN% Z8 R@KR!@1%|\$4\$103KTI ^;> JTYAB5"?0"E2SQO+
M&AP-!A271|/#1(IVW@Y(LTP|YF&A'M.P.C).\$ 104|Z7"@=\$ 90=Y-8(B@B*" (K*KP|L|834.\$)L+TF|#+T|+ SP
M;|@;|N;..0GL% X23CSB>5> 7/03ABP5+00&F_0.2L<@WLDLTS1|30**A3RG,%DW,T@3=19>5C/8>>I
M05+KB_6L:T4W|^*X^YX CZ_S)-TN3H56CPSXMN-LZ?E^|JKX%NYMK9JWZ" M4_6O?2N2Y/Q-
V1XGIV (1S_OT&8FLWXUA?7)>5EPM-C99D^.;^9^4@^4= MYV50DRM2C*=U-M!3Y
LD*).K|I+L&21_N74D*^O_7\$A43GHE-FUF;B_ O M' [79A5X(FL\$AF\$#&5D65*PB6<7LA/"%*OL\FSRM*X_31-
4^LF(S>-(Q?+|87CYOXTW5'AM:Z93M.D0% WZT9_?L"9 MO|ITX^|ZIT/?
<S&H5L9:8*S&3*U!@3C"ISUI908DZ@43G"Y5N+L+?-.PX| M>PU" I
R>*P="2>.ER=ES>ANZ_~^|>5Y/X^L;B|/98V+NA_ "M+ _2H7#VI=*X;
MB>RVK*=@W/BKI/7|M(@)O)9CD&224A*1&V;6+ 69@K7|N"1I7)/= "BLA"% M3\$DRX|A6NV\$W-4|VJZ74LX^I_+I-
J6>^:0'ZT5FYF.W2M.8XNCW=?|4IS_M MB).7(T:8>#%J4W>>0J71Y/+9-H:284-22Y% T23 (+J7."QL*+*.IE(?\$^
MW&.:G+244A>3F\$M5-*CP8(R-D+4A|JC;..(D8B1=|&Y#K&X 75@%ABXXU
MREF0(5N=K>+"BC5O2@D5F&+@"|JF<4(-FL"/LGDG6 ITK;=KN_LF/.)+O M;-RWP?G/U)913R9-*(9O';V:?
C+;W:S;JZFP|?T|H_~>H2Z?5X>I.KGRW M%6-_%PMP-8|BG"Q_/H>K2+1-)JCR#;B*)HI\$0%1XR<^HJKP>K;'4%*)>1
M^Q7'HM.^\$QOF-NEL-1<|&_WK2H+7C0MIVV?2W M|ANTU|WTW*2+@N.D5X8P)%8SB+KB7CH"
(6@6LD^1Z;7^<9)2(XS,M=UMZ/+IF>AZ;3(\$PGPA0IKJ0"0I6\$PBV;/4*E.OZ

MVAR)4NHVNZ5(DB"%*)N^V.= "LW*/D0PLR8SE2(6-#2L=O^>ZSTSG="|_!+3
MIN\B8I8#B984S4DX^%B8EE\$KHB%>F9QN,ZV6G%):%.WFHN(JI7TY?*C@.8T^
M4\5VY%X.%.2.MNI^CT7O@RJL(^\$%0DFY^+TB2!#DCZIJ->@*BE=KLE03SH"
MP04*6U8.,G6ZB)DN("IKQ3">J9N3QZEN%KL MCJ>G*YIJQO)++82S/PIQ-66.#5>=.-^V>W:=(+Y"O?
7%:*E6>^O.H57^ZF.M4.6;%K@>2RY-6F.D:.>7K9:1+JK&JY2.O7-O>@7WI+FE-JYM?*+,.JRO\GO\MA\ME2B?Q>IH7)K
MBJIG#IY-W\3SAT\3O-EB7K*20(MC"W*F%RLF6W\$M@'HN Y=%1:;3!^J(*19VMF!-B.L*1:93UPK#&[MC^V]^>
6M)S4LOQ:7PQ MOPU3X)(4081\3K)L@A?NM@DO@LM&PE2Z,)37GMPBE\$HF!&)RS\80%:V=MR.
MV\ZRV^C!%\$:.9DDM@=#%!\41%ZQE6M)X563AO4V1JS6.TSN<@F;K7-&/G-74 MM3= 1%%&5(Q4M-B*15SR3E)@&
M_?LO7MSXT:N_Q5NF;>V:>DA3+=+O/M5DDNP\Y\DD:I\$MB1F*M5-BD:>73OT!?.*HN6;+ \$"Z9V8UOBI8\$&?D"C?2
1M:!"=^@:IDP1}|.Y:J2N M#|N|SJ#7ONVW" IN\$49NW& JM.Z:@XY;X.Y!9?MMEGG=PXF*=[>|3A\X\1N MU|
(91YU\RVUV>_41^?OCCK@S-1P3B\H48M.YXIRD(TN1.|\$E\$8+2\$Z^
M8NN>9>76\CI0>VZ_66^UL^C0^ALYWW5Z=7B\$XXA6C|=X*QW.NV@E*/1;7=8\SGM-HB*
IY@C|_6^T/>=MU!;JLWEYIVKLY MG'8W03I7C&VN|H"Z.3'S-JH<%<2\3U_P"91LPT\UR%+H
M"V8J%C;^%:9=^1LLB^-XA^>*2*9.!.#V#*0H6 @6/7(2BX#B |XG\$2"W)&| MNB.|H|@CMR\8OK9;%WU<3PR&O?H
364'S-ZPU^I\UW7X^W!" 3H\BD_6_F70 M;CO>O\$S;Z2GSP01>#_#A:A_C|<:(\$5/%J\NHU!"\$;L(^@5ZN8_
M3IT?"_V%@<(7)R3BH&M\W.B@:8YVH\.)\$VMT1R!"187UI!"(1
M1E>>^J&O6.\$%#D%2CZ9P&*D<_='Z.6KX|&+A.0IWOU.Z?9OPHC%^2)NVW! M'=\$S17DM@B-RI=QWX;2!
<|&Y!/:;@IN&=TE)S7KE|F<|2WW\0J M?PT_H"|"=OC.#V142/GH-1*OAM\$J\WA3|(P%5 7P#^4BCY8F\!WWK_481
MP_"QC(4_U^/;>F;G?;:;99_YW@XH/B*%2C\8KN8MO\$PQ5^KS8VH.Z 0? M+!) :|Z|WZ)HJ_ZB S_\$R-?
@TV;"4_3;M=P_?2HFB8DB M;R26\$JC*\$M%?2_FQOK\$|S1(CHKA.YD.BAL L^TW\BJ4?JJE>N6\$S_MWL4C|2_
6_1B_2T\N\$|038||%;\$*^/VGKS|6.WC^@0K1|=5*2O@&\$>H M\5(E#A@8(Q F? A' PN<3,<>XMOZBK=QI*?
N+T=;EOA8;#1/9P(>8>8X;QC0 MY\$.WW>VVZP-W!- Z?U\NWPMM/L.X\V8" T^T;P=M%QT!*.*X)517--_U*)!!LE MD?
(9.QZF6HM*89:="V1 %=%02M@Q256PWE."7W^"KN|>U9W...P/KBGJ M_1962"!L)W.
<0=V\O1\MJ|Y.OQV;PSKY|TBCOK\9L\9\NJ=5A>|XG|H MMCYL=EUWA:W3?=-V!ATW%6+V\|VNI<|M(-
=3\$#AG6:=#WBG\G9O.YW^7;M\ MYXZ6+.;+G2#QZ82+|^4<^4TC)SC\$%XOGYG^G%!.REG%*.0NVI-CPV6-#.^4) M=&
|+|3J14T8G8V@>RW1T4.TW)Y=O3_C^>P|H|H (@C|!"0T#:<8XP#3-4W MY'-R"XC@XZ*4W;/X#;><^R92V#UP-
4^1010VL<8G^Y#<#/? MJ:AQ5U2O5*GW1@ Q-YL.8V&SX *4079K=/#=\$^%"?@V-7(MI?%L:=8 M^4Z2SR8!&--
|ZTL LF")K<3KYL CIVL?"#L>|EU6MZJ\D5M K(2LOHX=QR M=4;2B_K=L' MR7Y(V:20X.P.P\A:BU-G O=\$A\4K?
FJZ|M:;% M9YPICEYQH|G#%;-<|)_=#S G|_9V\$4XTH?C-R4M9KU V'OU#7&.*U>:E#Z M?2UIX6%#6Q\6/
&|!>|^/UV8ZSS\U TX\5C&0#T& &U>:JD8.#A6\9C\XG"B,4|\$#XU3BGY\CIQ'+6;|@
M=\$GE^+|_PH^Q5GYPT5#H/S@J<-6ZN^O9_9#MH0:).KQCYX4M*FUZM6A#.+ M6<=D&.%+ZL1&
(%%4P:7Y72^X>|AE.1LE^BZ'78W4&_L1= !?UTSP)^.0? MN>=CQ_SEG1P@ P4Z.CK@**QQO1&ZH:C-&(&^P-
UJ^SR>A&K7)Z.8\3|"T2_C M) QW/D6@_0G#KQE|@K.J9EYF)! =6EACGT\$6V*^<_M^X0&N?6A9F4@5TFS)
|^QG|@#"P19N\ZIC*R4R5""Q(4M)GPT3H99B2T7U MOC2R\H"|>_S.^!6 5GIY|V'=XL6'WEQ|_6IS/@O3J1+Z3#Q-
L^H-L2 M^..EV22 M^H|@W0%7X(+K>K;S;22(3UEPR-R\$XX)END(JN7>_!>9+LQ#8H M/4Q@_2)%FLW
M:;#Q9^|A#Z7#7\IR>^I0&:P=AWFC-B/D(7FXR&P 6H<3F?XFI9+;%A LQ6 M
DRZA|*;&|UWL.D!%O9A+ "H9CBJ6850A|Q'(13/_"<2=R(OS=4\$V@>K9R%7 MLWQ?2EG\K88;..EE?@S2SD
^0=3PB)6E" T9*!M4 MH\Z@W'9F^&Y"/9FH9_ %M^H2P..*5@T\$LIXP<2DRB9KZ_40-CS%/+W*2*;P'(Q@'F"2N-!
54=D'0(/? ME84*08Q>1"J\HA|&1#5^B^5#YHFR8)XB6PW_@_Y1F4;|H\BG2H= T5^ MAT?2
FE3\$>Q5R"=4U6A\5H|\$KG)@>_D.746D\$>U_.?4(T9!%0P3GX3B(IKD7M\K*KR?T7BX.DPW<-R.*MDYD\!15\$>?
U(Q\$HU.Y OK.=)=\$LW/Z6@PV)+6=;|A#|Q+8X M-@!X&7"7 M!;+US18-C/AOR2LXY0+|F\$!PZW&|&3;B&DJ
Q4AGSNK00\YCYDTG\W>UC*K|X<7XX1^;W\QE%Q6C\$24# M=)&|. ?@Z:B=%\$E<AIK%D>C\|/5|36T8Y\AF_T3<3*
MV=9+RPS|:CI_-U=ZTRA">O\$|G+|!>3.VKQ|#:R=R:4\$J\$%5=\$M4;ZR_ M:M4'YP*^<PCK&@>|L*H&X?
_J\$Q/P_9_P"PB;\$ARL=9+|U%\$IGYOF|WQ^HT> MP"+8P\WC7(4@C-K#/E\$^H<"SY M\$4%J8IK;)J9\ F):V".FAZP-
"@GC:;QD79N?"R#QG+%O0%H%M^_2P"V_M%\$ M=4TJ"Y4X6C_" F_&3!%;5/F5=\$(\$5 M^AH\CD9*!|M8@
;S'4\|D&TZ*ZO<2U M#@=|9)2_K(DHPO_J21B:YK&*@NJEI@|3XS|<#*%@%:8@FA.6MK(>CNEWF
MIL ^_LGN\WPOG:D;^)\$B2=U_6I9-TF1C:#.+A5_AB&D9"AZ7:38;YYPD? M9SU\$8_&PR\1L)DY@DM-C3)PBL_V12%T
QJD&88'T&<%^\$+Y.Y88BI734" MD4H"CV..?^\$7PL81E@VI
MU;H;C=AK3"1:HV)JTT3N4+94U*I(6H*TM6P3W#AZ;@Y@5KEQ0MZ-1A% (-7 M6?
B;D\$|:QB&WY@'S\XSN4<)*Z>8'0TLX\JM<2#=#N55B:SE5FJ_VF*
M@AC6EPI6P&M8|!#9+^"YP*WV@V)*H>L@72ND\W NEY/79\$2GTX%%JHB_T4=
M_2E1_SZ\0/#9.\$\$QHD:H*3F#U5)"40\DI DU9M7OJ:VB+JL(8LS#=#).6 M66:2VJ@P-
IC@Q19P.*H\$RZS93.D=ADG'9#QA?K1S\19G*MA%I6?_9A\$(+&G\$!A2@P*BW+(F&\$!OS&4>@A-
/L_B.+R|;O3:@^TE MR)|@L=KXB9\2QV_6(1_P6\CM@?V9-
#OWK4|M\W;=N\5.R=Z'(5/RN*Y+FY0*S=\$VSR92630FK"ZNE7U\$KH\2J:08A\$)68Y5
MD8B2B.X7T0_+6TO:RD0PYF_.I=OJBE7>1(FA7.4J(0N)F&B7:V3+-2O50 M+O:V&S"FWG(AN1)>\$EX7R"3X+
(F)L_8A/PX2P\$|QDE|=M M<=LU%>RE?266"H1N2JXJ-U8-(4I8'3XD7L=WAB(:LGF9\I6\$.I4CH3K7 M)WY-
06V\BJZ90)/K<=.S^U.GK3+LSCMHMO MH\W3;TW#;--*0*0%38A\$@|VF2.KB<21D(W41/W2M+T\J*7JAE O__L= '
M^_.\$W19+6)WHH2V""LJH&TBE&Q#.V8#8C6&K-BTJSDTF0Y6\BIXQ\I6D5L M&B-
%*7&93&B<|DRNQ6IRA8XYB.QTFE5Y1@|@P5H% KAM(OR93CY\$;H9(BM4W
MM:81W)FPV83+E&)#H@&')8JRCEJS>OKTMR8_XA#VB9S M(XP38H9ENC?/G3\23V;SK&<"XR 6\1=U^U
E@%I*8+2HE% MDSYM_JT\$B@|! MM0(2X06/P#E-TP5S=E @_!\$CT?!"M:3Z9VV^ FCFWA<
MMZPM3;W0I0|Q0/C+2AIH<=6\$NS S#0=Z^RXN8AE:P1%KZ0>"|G%\$MM^!2M MC\$JW;2E\$/@OL
(T>RHJFUC7\$FW=X%L@J0J_H^6"OX1&.>"1\|V>#-R(A MH4%U\$TS3\$->O6OAE\$0/JH=4K,&P>)F:9
CWE#^Q=^|UN M^OK(HP\BJWJ_F*""C=RBYP*FWD_V\VB=O*X;JTKQ4R(N"H)92|^P
M<@F(K6;EHD&KWN6;SUE&K\$UV=HT#7P\;6O&U";EUYJ\57J&4=D\|XF>F M9,\$"OLM)Z\$X9#2J>VV
MV\$E<_-1OW2M>AH\5ELS_6734V3=>70GV*1G>S@:O3-%#@I;EBT2IEJ!8F
M0_66.E0I0S5OL*VB5@J\3;+H6'6*P1^Z^<|TXQ\7>3K^FYBQJ\$;B(B&Q@U&(&%.6.KW8E7+D
M3?DA#2&63/&*!;A&52@O@B.NZIO-8|=--817-D.R79%4.MF_+% M4\8+;E:F<%D3Z7P"TV.09\986%W7G3-
8T\UTO2@.D%EH\74F""VX M_488T6)K=NK.#GCI!%;\$8-1/K=L3XT*J3\1;N@2437_1<Y0Q733E=M
MK|=2'F9C278)X\$;TDRHNC.L_UQ85|&+"JNB\|5W^O8\B\7|^ ^U\JDL\$RJO=:(\$^IC^<)9%.)F" M8 S*!Y@JG MH7V-
L^_A97KJSH\1^5>FC@P^T N@JDMG-06FN00*%:99_T12\9\CS@F\YI MT@(\0BLD\GOE1-Y0&OZ_7=NM*58\WT;\$.0.#2
>NE.3PYB* M(-5FX);>^*E)&H\ 6GD\5NL+PQI&7#SZK-JH.\$F.C.Z;CN^ZY85M4R\$ M>(8
/T7K/@MO2PH;GH"39^T0++H)%H@C|(>NTR!ZL+R&K*/S%_4S<|6?/ M=<&2_LAEK-
*ZM6.DHBB;/#F%A;./H29\%C/MJURYAJ;G(HON(B3E;V/1
MP|^<2LTJCTN>JL=0P*Q%A/AOH82_5&ATW'S10J2F&+ _H(F1; M4\B2HF2I%_WUU\Q5TOW\I@BL?
X3A6&VSQ_H"JM9J\HC09\4M\$LS C4_PDTY6_MMH\$7&^F15U?2OSM^Z^H"S\ C42K%P7D=IQXXQ1@-'\$=>X?|VDL-
LFLYB;C#Q4^4F*T\Z8;"_DJ\LH#+3^D^DR/(76H|^ M#7A%(\$|JHUZ_78;2_=G8/Q++USV<=(6-;J\ BQ*^<|V|=Z\$=I?;-

N`M+FN MLDO12143S #`A2T:TMN2:G9GH'AQ9 Z:4VNRM180)M1P%R1:SY5+K.HG4_K950V5 #+5E,MDEI(P*
(S\$<7U+`1 MQ2'3)9XN:.,&9*+5.0H|+9*0A/6C!Y%N876(K|HAFU@TM|7D.D| S35"-=[8Q
MMJW+L|A|7LUUM@Y69DZ,6BP|99,07DLC4*I!%0<@ACNY:.*K\$4R\$/IC#Y!6D MF@+.:!1H6-
A:.\$F\$+1<`W,J0C92@F):YZ>.*@[39A]XE@C6Z8'.>B.P1FFS M0&ZV!,W8EV!!Z;H,FQ7GMJ@:8M@Y).!:'HQ=_&?
WC>AV!`%PYE:L:,%N|<=ME15B:|HA(OP-CU U-H?=-7A|HJ>H,=VY*!75QG"JL6L2;54-JG30947\$24;
|#+M:.,F2TAFXIX6;&V)Y6.Z""|T8#/?2/L6U-(6|R)W M2+
<-2K>H%VAL:.%#G\$K,CU:.)A<=<+3SQ|^S)V|2YD)K(YK#C#\$G"MU0K+9MIP|5P8 MF\GW9!Q<+KT...!EF7T01(.96:C|)
(91^OX&^V%Q%HNX98\$*@(B8)CNB61Z MN^\$+W|HJRSO-VM+0<=>_0:.%^E7H&|S?60)U8U32PQ2
MYV@O|49U',5PDSJHW-H=E'(DMY6E=XF""|T)4QL3.JV^9(#4(VP|5T:88 M;P8E|5 &1XQD.XNUNY+V<+;9W"OJ@|U;
<=L%M9ZG"OD|T"9=D|*LB|RU8H^\$
MJXYAS\$@53#|LCM1VXCHJKJL2,K0T5MAQC.#@2+CU=QGI<)>HB#D*!&\$!4U9U M(WA|6;JX5R4A|1-
N:AG.9P|=U|J="X:A""TN:,0 PL@|HKEWJ""|KWM-|>P MW;+8.GW+64F#?2)V5|)\$FKJ5<|*?
|Z7= MI*GS/4S:X|O.#8\$GZ6|H.C:RZ42& M+8='9XXY6!S|GK9MUZZ:?.2DZJU;@:.*F%L1JLS#QD
9QB:;^'\$H5RFR@TH\$2A MXB<*5<"|_Q5"E2HQ 2|

&.G9>(HRD4T|>94J"(IX@5C"UALASN-M GT.T@T+ M9+0#">YNJD0!W6;>|7+5)DJ8Q.@A*#C.4JF>W.G+.,#|/IL?
Q1NJ?.*M& M9>Q@JR=V=X<#52=9<|VV5RWJ TB|2%N\$(89J|/PTX"G &UJ-9O/&)ESQ|1A-M1(QA?K
0X'OY=G|&LZEQ*8".GA(YD@<=>|HUBJD -:Z?9BG!*#26U7\$5O5)U M(Q@B""P>V?04B8Y3H=G^ZQ=M-?
9LMP5&#%83<.:|5XZ3/<0.2Q|>J*./@ MV9#|:EF%)XN8P6@Y 9:A@=|B|_7SY0?|!(90.2V?K:>C;?%JALM^G\$Z|:Y
M..T|HG9(YXQ7 0QM6B)G3<=&\$NZN=OVJ#NR9VY=:SV6 ?EK|N-V|JK-.|T>OS M!:=9|Z:=W-
)#SNR#.,B>7|6'M&K.G42V.#E0V4|^7Y+O|7OAOO_YGL4N_7 KQ MP:6:.;XN4TK4&26NF
DUP;K.T9Y'\$NK=|Q.@P2VQ/JFFH<_B/C|1V#HNB/49.J6:KWT^|H#Q7T^/97@^6%E8= 5(ETF-H>SF:;>?;+EH|SF2?
IV@2X6F.M8NGHZ\$4/3U.NJ<K.E|M_4_|VO2SEBV=0:==>*.<6/M?;8"-T>0|!^#%PS M5B|RK;^*J=E36V|K|1HU9/J
MH.LS7T|J7VZLR|H|UUU1FMDPY|"*Y.OZ51B-YO.FH|RA35%D/\$<!"N8+K MU|_=:8W:K|CKOY28G
DM:XHFW|J9.Z:9GLFG2/>TX.G.B(9X=H0PY^NFN6'(M+%^H).QLXL|2T-24|NG.L@^89 ML:H5|:(KU*
(2%K90_L6L)|JBI\$^P MM(>=[P<4QF2O|F".|>+;#TYRQJ520."GH MLRJW1N3|ET9W.HB|YD=M&|. #74-
@92VW3QU002VE=|N0!="" L4=8?-SD1 M.NOGH<4NC*EIL%^7C %XPA21:<7;F7CO/-(C)|F@|M(?":N"2'A.WQD8O
MMO*M15_W(%)W+;8&5L|B73ED'T|<|2Z/T|A:.%^PJ*E8_.M.JW9?7%E&Z%N
M|E'WJ^KMA%)E,ST=B4AZ#2ZW=N|UEVKKVLU^YV|VZHUR_7BA6%+ M9&K04.92-\$Q|@&PN">X9XHG8BW-
3N.D/|F|6YVNG#4XQES=6H1.C0)&P2>M|MZ>72W4|!"7V0.VJK<9R/VJMO8=V%T|@|F1>V2^21)?
%HG/U+)F|0M%="F|US\$ _M4|D*.ZS/E4=00@=-<:=FD4JUJ&==KE1-G0A|V>X3U2O|J)!-!RGIVIPKK?!^G|4MWW|L4-
(|7^..0O5TG2GB+YX6S:W2=6%+9I MZ*VG8 727Y.Y(M5YUJL92IW:..C9AF&0!.7HFDTO:N MS&26?
3^E|N("G:..FNL3.@X|C)3|VHJ^6.69H R/E=7|HP|1<&.|9N H^C10+&W8)|X/I/B7NKH>A|OB|1< MJ6>_P??#
%+SCHZ.ZYXJ|_9+^.;ZW M7G#;+<.&JUV-R|S|R|001QIMXV|HNV%:&HV+T53K|LK|9R572:015^9Y//_M?
A="J|L% C_HQ ^YVT+|"#S9:|75.5XG(#O>-6=2F M|_L)C="|O "-+A|*H#K%NW8=2OR)CS M.<7;
Z6|..V|3%QV|%&K7|3"TZ2_ARG/VW2GQ7.W:."/CN|J(3TA.S.=CWY M97?'+5(?
4A|R.V1FSB)..5H2EHBKU2.6|&C|GBSW24L.DUK8-|DL\$NL(|U2 M\$')J24=V&Q'V*!N,E(5).%(?V|'(R,%
(1L5P|"/EC1=81|L'_%%U6>Y7IX MT0\$6C)PMX<4-"8.;QGF.6EZ|?FO|&4.J"|@^*|FUT MOCWCG&|4X|YUVD6?|?
+)QVC/_XQ?29C%|MIK+P.MLL|C0?AM\$WI+JEFU.RNOEFM&K=_0'N/|YQ>".-)HT>|J&=^X&19YS M|J5+H|X5
<^3M+;0T:P3?E-@?|KEY,6#0*2=O!&XKY4/YK9|J5@5R2XE).
M:7(K8H4%YQ.HJV8M|!"\$KDDQ66=UHJ16Q4|+CB=):7MS*F718O.G!##^QA*
M<|*./7|M0FK^0Y;.R"4|+O6T5HSDDVHD&Z\$LD4M27-9IK1BY59'B M@M-
94MJ.#|SL3*M9C|S|H.LOYAN|)+RU.^Q1|XJHYV0?W%PIKB6G@1X|ZBDZ MK-.V7'RC%\$9*8=S(D>XMS3-E'>>
7%+9@U66BFY)9?-+JGLH7-J5^1HOGS1 M|6\$|D:YQ=B.L,RESJTV5>F2|T NZ>S!.MLBIYET-@_DDLX>K+.%5MDSE|>>
MM8|FEN6+)|XC8%^|7C|6Z9_PUF|BAKH9X#@E^#W|AW:%DUT82:..U+C.LWN2 M&A>Z2PFM?
\$AG*Z>SU*.35#=-7Y)+|'CK7M|T>371A)IK4N.RS>XH:JVGQ2Z8W M#^22SAXZU^|*K:.*N*IV#.P7M&- \$P_/?;
M0F_8DL|\$*ELYE>WW:9Y)97-+JGLX:F.19YGVAT@W:VNIK:IV"|2V5R02SH
MLXV:4>/=8M|Y+4.KWMZ:A>9*^H<4Y#61RE9.9:N%=IM(94EEJZ>R19YFV@L@U:VNZK8HQ9AT-A?D
MDLX>K+|=0AMK|.*KWR^Z&415_23L1|\$7.XX/|"0.(3\$.@D U M>T'\$ P3#|/|3:L=|ISR0"Z1*DLJ2Q-
92E5ECH'T4\$#.9|E4N:#B_HGL:L M:Q|O94EE265L:DLIB(A%PN>Q@+^B M.O_..@%S0AE+JFXH @%/>4^|Y<"Z2%
(L8C2H39ZLYC)T/=<9B>|S#"^G_K" M_T9^V/MX);>0VUV|FL-|F(*.7*\$%17%B-YCG;.*4:0&N|P@D&(!)N_O6F-
MJ>*J*&A.&Z5;);ZRZ:#-|K*>U:;>9\$S)>!(R\$#*07TW04-R@.NV='!Q2NRMT M/52NSUS(-R2<RL+K=77/LR/E)
<_AOWOK5JG0VX_H0.A Z'#1G1H MGB_Z2NA0*70HU067K.I8=4K5:3D&P|D)A?29P(GPGC&S N<<"K8.S^4DA*|
MBZ0XA(^S05MH4OY*C;/L5EGMU32N4+G3I""Q-2V280+|+NG:#YS&1X|T NJ>S!63R%-KPYJ|8R/7U&|.67=-<.%^U
MA|A*2%.:?|Y0?41N2'_E/@QY1H|L-\$;BG))
<\$FSI+11#_%^+A80^<(90)&=MN&=07G+K%K%W_^[M6H0|Z2_FA19I3TMV#6#^G5^2))D>:
M|DGT>4F2:6%.QCA7Y)+R'EP:6>|HOE@#B"-|JR56W&1C4'E|HDV-R&HL8"\$=.&_9WC0>=XG"=3H_2'>>%!R
M%L\$&P49^X|H1-#RKFP(4C|C5I4X24EPQ|=0W+1EX6A<0:!!L'%GX0:!! MZX*BN8NT+C@|N|'0Z8UYK@|D)-R*<(#-?
PYC|+'SY=DZ<.4/^%|E3M#U3(|J M'T):L\$&P|6JP|=>_#JMJD4\$YIK809EW+^YS6SBV/\$\$;@L:T0?:#%((.)AE;
MK|)SR:8<@X\$VR|ZH1YGGF52V.%_9 M>+6M:OK5Z? M|_2:1"|DBI29E'GO7 ^H>Q79WSR02RH<-^;0AM@4EE2V,7V
M.U2>3OE:A|N\$&+>6IQ-N4.)6X=8 M-|AF.06^6H(>TE\$T|F?@L"#B4@Y8& MA|N\$&+>6 M|HANM-
\$JNF\$R|4UC:C#L KMJWE3FOE1>+3MG.^\$DWAHOXSA|2\$%5&BE?;
MRR6D*#U2E'DJ"Z_8W4*7EU@Q"ME|LONO'0|D|LGL\$U 04.PW+|6:8.Y@|@K;
MFZ&FML=PAYK:|>3=L=|J:Z:|S)^KY*36KS+1M0(C**3.^25R'TXN"3:1 M6R%X+CB=1%LQ:2.4)7)+22X)-1%;
(7@N.)TEI>W:..|L%B^<&\$ W|59VN^L7 M|. #QN.|^X#& KYKXD"\$C"XXG41.6DCE"5R2TDN"3:16R%X
M+CB=):7MU1O2YCO|H80 SP?W|T3&PF4_?O_IZP|V+L6I0*6KYKDG*G|^3|L
M|XA|ZXQIOV7_<_!').^DS|OT^="|U^A6|H2*&_%H/F4TIL*E|N;IE\$REOH M227+F^VP06S'0|&P?41BS
MJ>|"1%XQ'B9^9|P%UWMDCL^E_L&ZTIGLRK@M?3.#>.:29B)-=L_O=:A<
M|^-|!>3.Y_|D2^>L|/6AZ'C1H4WFMMAJ&M@N#R*|0\$U?%MAG|(|?)"|0*Q- MY8*83J/3Z=Q<.:6X|C>YM:W#:.|L_)+;_
MOW(68P*#|EA1<@-77%D1TLP\$|C MZ=8-3H%5?_725K-YL_+|JXCROS|0_"16(D(A:ZHN_F70:C\$G '&.)#Z/MX|TP0L?
S/76M&^;AC*&A*WL3'|J8S\$B\$J,37|49H^:0AH+K|^* MZLSX6-2#T!66>V^6IO5/=7#B|WV|Z"\$0+|7YM"
|*YL=A1Y|S|BX|YQ4W|2C"|+ RL|E7|08C2|HM "U%5M|>8 IE0S+VNPC=^E=0#_. 'PYZ%^Y|:SP;83W,#3*S/9U+
<2X\$P'Z>> MAG+M|:/?K&CX"&^0|_!2
S>WK|S41|")U&KW^3U5A#IU:9|H:..9IMO&W<5H:C8O15.OV|O+_"09G)51#B|)4YGD<\$<*X.#X M#."7E7A./=?
UQ1:GZA9;RI2?+"KGZR7N8US M7R>1P+5L\$|D@R6*0 IR%HOI\$+5G6;M95G%AYQ9E@=.7CG-^ES\$Y293OGKZ
M<|_<3G@P%|J0GKZ@GA=EE(T.S ? S+R |0W:&| S9F5?7\$UH7TK|0|.8DO&DW MVW03M0EK3M
2LLEET)\$Z0A9\$M*2?9:\$/-F6@/OV_O*=@N=\$ MFW=OF1/Y1%|6XGEERD4|3B;Z2T)H41<48DC-
"8TK|H\$QH7D|@S'U7T MLDZVA5Q|?|AR=O7R)MOJ|&3871 P3R.OIYM| ?9XH0|%),|96K|QBULDNW-

...V2XXSV=XID\$O*>|3R#EHLRKR/..DO*517G*<M#W:YUAYEPSP.(UJ+!%\$E3"!\$/#O=4OB/O)@|D\$LZ>|/#.M4MB
=#87Y)+.CK7K4*.V1..ZR G.:^32LI|H%\$|E.!"|C<7Y)+.CK7O=M" M'Y!%.DLZ6SF=:57@<.@S1>*A<|V|HWFDF)R8'
MY)+*JRR4<|>94EE.V^!YTD_ZZ@BWM:Z* #H""0*)+2!QOLP-HEJ@D29<.#X"E|H M> TU""(33R;^1 1H-
<^7BT0VOHVGE"B _AQOC QH40U4+:+,%&|X#2|TLD6> M2S34T+W A3'H|YPM6%8@N3KYV0?
WRX"J">/*^D(8^ZS2|H1TNR.YG|=J- MJM-DZ\$OKNEN7;|5Y"<.*#PNISJOM4^SPK|KNEZ4>\$-005!Q.E2PJ|A8
ME'DJ'Z _A6Y(D9-"G8T|7|_*4/AS@?W|T3&PF4_?O IZP|V'#.ON@RGOM|
MLE3.E1:P\$K_YVVOFVRV\$Y@HL7L\$4\$+G%M^HDO40N27%9H4JY))+4&@|R,>N.OKY.VX^A).@VUC"%4.MPIPXQ!
MH3O"TBX7Z6YU=,:5:A5YODEY2Z.|M\$5|<-UPNP*;U-1@I(RS2K8WFK2/5|2
M69D|FVPO*6 _E/>63ALCY0X'YYPH"+W5,<9^K+ _E*A^:28PKB%TM3 M"!(!E!4Z"18|F)
(92NGL4^@)%4EE2V.&+|W<63 M|V|L:54|EVQOCRTIEIMFGIZ172=R#QK11.O6G1/9KMY:>B) "Z|NY|72"!YW@
ML:4Y;-F|Z#5 R\$#(<.+5B|EAP9:I-BA18IKVM#R)|FEUJTG^-E*0@9" MADW^|&MU9|I-|H#30XU.=37BOH?
F>ZNZ*.*.T|E"LIJ&F-OR=|T\$D2A^06 MG;4G;Z1*+|_0U|4+|+LZ7|T|043&H*/4%EZSWYTM0%);N*=V|E3HR=?
MUEFD?|Y|J(3+T%3/T|!65@HK>^25.C.R M9_7FS&F4S)|^PN1GGJ|WT1<9? UMFUO+9C2;|S"1-0>K\$7@C8(G|>H|C1
MPO;| M\$<13Z=M;F%T%PAXBO8.R*W^X+23&16R\$|+CB=U;.-G(52XTI%R"VX MBI(4\$|D5DN*"TUE2VJB?-
IV/22%|N^OF.M.!=)ZSI+54WAC4)0Y)=T|6'^<+ M?
3(7Z6X%*PFOU(J">\$#>)UEFP%|P0G>M)@M&NEMAW:658Y5TE|S/+=+*NONN NMQ|NG|IR^:RE-\$F4Q8F>3Y!|
&.8Y5.F% MF%-2W8.|SQ.YGY727G(RZ'S9PXIPT^|I(7Z|0!..O#G92.|B|\$.|KU|"O/P MD\$7VMP-.|Y|X?
GTE|OC>BX%F9_N(P|A-|0^|8#Q* _STX"RXWB-S?*"|EW|H M<*9UWY Q7?@"^|J(|!|^!ZO#T+&UK#>:
MVV&H.V"X(H?U 35|6WR?|BE|^+U K\$WE@IA.H|TW%Q|C:N-|FUK< MKVG|P
MDLPVQSAE"P<.|0|ORU| 30WEA%.@2|>WEYC M.'|GPCS|0 A#0%|RI\$8LAC@A:|/ %^T)4.)=HY|Q&.|?@6:8 |X65#4)
M|/8|53O_0&4 86|#!U0C)' %2#AR MK7U#AW40EUYNYEWA |(K0A0.ST&S<1W/'&M_U|^K>:1.|E*G.33R(AU 7@ M>
HVA==P.X'J\$Y?Q Q=0C60-.LL7:SW:W|N^1.. '@&@#|'OT \$3/D+\$5P/ M1@L?*"E4|8"%|MN|-3<'C 5B
8WB|P4|Z.%R|":S#QSS"086\$U? M| L|820P\$T|R;>5N?>?W|>_MC8T*"|HJ4|KN;|>?9;EI=Y?EIM.Z|MP-EWRQ
M|OZ|9F1= %.7|C\$.3PD|_|PM&UUCZ_ A4-JG4BE@|VE9XG+O=I2.J-PZ7H M)|01'(;|^?@;E"1E:05T|T|_O.\$1=?"(<-
>YXGH17^DP0-@^/A N.6:6"(N^Z09|W#Q@DX0BR.^ M&GD.X|X?B:>|. \$Z9"P/9"JP/S+L0R# "(^|X|^|E|YH*|D4F
7-MAQ>^D@)@%|5&4H0S"0"HQ.C.U.H.K.VG|7S>WO_I EQ90;|K-VZ; M?7S2.
|X")/Z _/FENRWMIK=NL%MQU_RZ#1;P|N|J9+TM0.#)|J+?Y=Y M:ZMQJ3?U@;|T|T9R2?)X7?
|AD&Q|F+W+F=.RC6(FZ)24LWJOM| M3E58|NVVB2EP3(7+QT.;?2|BHQ9; J?&FC;|HWA8F|&N%EXK*#C^F9P7G@
MY.7TIV\$S|ON2TG5+HRPW|.!'6) 8D.VHJLWX97=8B4P&F0PR&60RC|JDIY4:
MF=WC4*)Z9A=W:|BVDFTek3E2;_9V.B*M(G:TAK5FU->Q1-ABI#SEFI"SDF)&) M(G:TAQXRTAK3FZEI#CAE%'2GJ>)W-
QCSHQ3GAY-U;3*PV""23R/9F?RA%|J&TY MFF7";L|NPF|2:L+N^A|YD-?7V'QCY5KUV|TYC661>|:57HLJ|1G5
M(Y9\$FH@M&.\$DTI4GMB2+WI6OR?|J|D+U6D6?8J0>D MO*2|>2"W8J?JG'22UFV1) K 8_#V9J|ROIN:
(7#*|1ZMQM_HL|3)|+R5E=Y M>_MK.O.|XZ2|I5%>|IOH|J|O.9.T77(U|L:|P@A8>#?|C#|4?WXU7.R M#VIN:
A*|FEZ0)|YTW=X.\$%ZZ<3F*^@^:8;D;M;VY7K0NRORS^SX@CM M_ TNT"R3?
K|*|T'YN"0ZA9H3DEU#RX6:Q4ZAD:FEg2Y@C|+ MJUK2V3R02SH<""JR-|@HM.6>J4I4Y(2TA|S32|5K_(T|H|J3Z|_|
H700 ML7AYGGG2;TH#HC0@(|C.5U7-5XFV\$|A|D7Z3?J_H=XEB?Z3?Y)Z2MT99ZA=M MOL|\$|TQ\$G@@<&|U&LUTO|
((Q|U.P?0Q(8KW;Z_NLO^V|A(L^1OW,)%)LU|Z ML1>"D1^C|U'L.;/\$?6V+))5(W_FX-P^;B9-
IL^4|!|^W0P:7=#8/Y)+.JZS5&9.IL'F2_2;|+OG?I=HAURTF|R3E;HRSZU^B_S6>B(BDJD"6@GR\$P|P M:9Y)97-
+JGLP2|Z\$Y.|+*DLI53V7=EVA>BU'32WDH|X<.+JEL'L@EE3UT
MKKM4<\$TJFP=R264|Y\$|YTRTRDSO2Q@.P11%\$ZU-("Y.A|HG.SER9X7@_M|84|L-
UZ7P5O#08L_K"3!".(\$P0C!"#G;Y'L6KFI@X2.B>:-B&:-R*VS<'7\$-!GP|H# M;WK?
89|TEHN|^7%YVHTVFBW3(;^N%;3<|AVXMM7|WXV;Z(P_L_6_CMG;_N|
MDV'7|C(T|4%42%<#15WY^O515!L.;@H|U067K;KG&E&VDN&G@S|L_NN|0F
M(*@@|J""HV"LI@S.V2R"H|A4E'DJ"Z_9|TK4^?EQ2?PDPV|J%|SH98K|HY MND/E'(ESO4?
F^%S*O|V9|;H;Z\$K|TP+OS:#.M/M1/R?%_O/(O|5QW04@X MZBQC8'@R#1Y<3|YV/K_?Q|FW'6|8)S9/?
TR.P.FOI@|T3&WFAN7ZANK8O MW7|.|C|10KAF?>|L7A^;?%;J.^+4@Y.F|H.?^%P^O/DNE0?S9#N%BH-JNC(B
ML#;5.9FOERA4^UP*M9B?+9X6XQDL(?>P|_| LIG\$:&.@\$Q)-N5S%HOQB|5N M;ARR5K-YPIQ\$X.HGQQ\$H;\$=?
V#.T|KOR@N?#&@^IZIOST3T9D76U09M|V89 M<#*<|0-|&Y%<.<=>#XF(=WR;OAUP*U|U?
B|H|C0ZG<|12<@|_|N;6MPVVO: M?S'23'K|_R'E."@_9871=L61'2Q8.EX^H_|Z|3A0*T^|)\$+DK:0&95_#Q#(+@
M<";L.S%-&|O|E6K|(G+YX8LG8D.;@11C%"?E228GX5|OE\$H)98Z>@CO M|N|MWZB|GG_*|=|?
VT34&U#D30|DD|8;*8^&R.&F)D| MP^X#=@7|A%+ IZX'C(7KG=|(50"YZ/8#8"OP.T;&.%69(2-(G^)|VU|_-A
MWOXG_9D7D3^V9F%41@M6|%%+YN|?IZG|B)FNB|LK+O"@=L#.K<<|>=H|7N"C|B"|ONUWT|_M)\$ (H106-
)Y\$0Z@) 9|&F|+X)X*9Z_|" MD@0#J^F+?2&E0*N" *BMW*WO_|H<(&*&D&|U\$;!Q8#R|2|JH"J?P.GA
MF>"N\$*U*WS|G N1G5XT/G"UY@WV=B\$&NL5O"%&WK\$V_ KXC3WB@E'_U12MLX>
(&L.D|HQA#|0|"CKI_P\$IC7_MCY|_&@L"!AM.#P3R|D)_\$Y KXQ*_J?D)XPI3XN/XON VC 5=*VG'H@9Y MC-
3B33|F43@3/APXP8M>0*G\$|H@BBER7JW4|)|A.HVR(R\$B|BS?9|Q#_|=7 MG.#1-Z'FU4J|FL|S2\$V&Z5*@M=>B;?
\$BE_VAS;=RV#3'CY"QU?7&^WSWB5B M>SSS|+UN&+M|U?%ZR1R<#W-
MF+6<.\$6GF&+U3|T.6%5JN0O=0P1|T2|3Y4 MBL|H1WXCOA|OK9BR|3O.*7H: %F=7* ^I?*.P8-C|X;|/?
@%HK|MKUL MH<|BH\$|RR4\$Z.@5Q.'CT|_4_|R>#|.O@02>X&1#|<?7|'8>E|L<)<\$5RQ|7 M%N_Z
5XY;C|"!%&DEO)E#9_46|P40?S+T_2KXX&_?M|: ^AX8|P.M#J=3 M3RUC09%Y% @WHXH*IQ;#8L_P_8WR>U.;|CD;4_
Q|55.+JNV@5+;X3?-RT> MGL00'&#|S0<<C| S&P&%G^4^#|H7Z|C_@V#QS4U1F@FXJ#;U9&|S|F\$|H41RY-
GFCC.93L6:0Y|ET3@*G^+).@LRGMO"<>| MW_4P2W7X8J|YA;B+&|TX|=S)J:S'4?>Q+5*"K0:B|>|2J>|LFHS>_@7
MFRFI0F7@PSA=K/H>LZ1Y&6(D9=6|&_64ZE6 OP-..UW3_%=LOZJM<^<(P# M3SYU|H"HW7(CFHV9-Q;2.Y#Y(3J
U%<)|C1UH6N%M (IYW^C"RO6_2U#-S@_MFVN4V..Y+SGXB%5.E^2G|C|<|/3Q"STN|154)M;B*:=QJ\$AMLF=-&*5<
M^<|X.8VP6RPZ>&-S-DJ_#S(8C|DB^113|%>|^!PM2Z^YB@T|C|W|G?E|AZ+NO M UK&CS;
|287FU6ER8ABQNG&T6)9C|+S=6L|KV|NK*O92P20 M|2|QR<@|F'L98|0DX;X>80UP6979*|L>Q2V%#M^O;M+
(2E43T\$|PB|_MHR.CA&AVL98U?L_K4=
M@R<"|47\$HR1DXEG\$B1>DO8/+F93@|S|^V|GKS|L|"!%>WWIK|2>31*WUHQ
MYNW|595>|WV7J="L7A|V%|^T*3U_|H3_TMOP>4K&14A0&SBXE-&C33?|5XEZ
M\$|9|8|UT6@.P+|\$2.K5|B'405?DPD;@=8|1D7)LO\$1%QR5LD"@J_%C22(A2 MU6FHW|;7L_|@2.S@!N;_D
#S(K|EQU|J(C|W|2.9SI=HH7| H9;|D*%DODK&>6 MW9XQFRD_VG^RZK|8-
PVT|2Y#J@O6+&|MC|>QO01FIN.U+;E);YHS48IKF MUOC@ NDS^#D*G42M|T.5_?>\$OQ|34|_M0T.BH%L
K4_RN|>8_OU+1.L? MX ZT|Q|_WV:1%\$J&7>#".2(|>YX|H|MOYPNWQC4|P5P.E.);*G).3ZP'C^_VGH8 M8#76(O\$7SB_<
01B MK_/HXO/4|F|TA7LBK5|P/V9A*E.ZX3TUM8H(Q)AKRV|2|.2.5Z(3-299>>.Z M;#;VR_D
4H#790(V6T3Q1CEO<.=>F8S-A_|VY|GLS.|YE|BEU?|WOUN(#9 MU*|_0.J)W9&|V^4U0NN;X3MKNHB8)#-
\$UH'|9C|>7B>3DO*IOMDZ;|L0=H| M_H|DA16|J|T;P(|8Q|W-7/W7ZG:'2BW367/*IUC&+V+\$^:8-(P# M|S|P
:03KC.\$<>-V|CQ|5J|^6|LWEER0V MDCM|OH.&85V;3:9_XJ|H|LOU5_5)6V.>-C-H<%DZD"*621MWM?W9?|&*
M@GS.K?%B&A/+B4T9J<*(DM|P.P|O3_#|+YVW>"9.7XHT?PJS6-FNM+P*S' MEB|PU\$))|LX\$;2;

I/%0HI:RC4^G"R.X"l+9Q2G:~5EO&.=/1J\$96TKX+A M):I9C03ZIX#T"U5@8V/4G6=E>F8PN5B@"RG6\$?@-
M<(J&@B?C@6 M# #T"/RNL G81+XY^%Y#6OS:- 8&4'&SZ2XEP+<#5=RP/5=4, ^\UJ
MG_!3WHZ7>W>WO^PW@#)H:91QUV9\$?JBHPY:97/P,G\$H:A/O MICV")5-H9L:YI;Y>|4FC4#?
LXX<<X|YDU>4&616R*J?IP"^\8_ED5,BH MD%\$AHW+>P_AHN4>&^3B4*
(9%>2>X"8Z65^ROJ179)>K08<@%)E7I%>D5!>R M5^Q1A@IV 45C-R '\$D&N7!%U:*R.83TBMP_TBO2*W+>!)U?
IEQ,T,M&:*&V#VF6",L)NPF[2:L)NZM_I(ZU MBRI.6U^\.*-1<^1L6:QLJ+*+I2^<)QS3_\$.F0)-.(M!<#%/J'Y+1Y)G>L_=
M%7G"+W;T/.DNZ6|^+=+?Y DGW2V-[EYL*@NOLH,B3_-A\$'WSZJH:E.A2:::4
MK&Z&&:TFF5TRNWD@EY3W::6I:Q=YPDEFW2Z.FY#(?&H19IG\$WSFXP/X.I./ M*A3
IRQV2#AXTOU9G.7YD1I*B.QV)B/G"\$B0J+RL&(NRHFD"4!3MN250(M.VA=5KUUV=I*QSS/, ^UED-
DGLW^>^K?%TDE62&{3P}1*?HD:P0>-"BH7*+
M!MKD+>:5B#5TN(+5R:&)>IX'_6<I(,:PXXRLO>S|@%7AW@BN((\$YPVRR#8=O\$_-8:19Y
MHLVDYD?65WG)L:R6IDC61&::P9?O*A+J2O*2G9R&2WT>MT;G:\$)UMM^/NR M8=V5P>Q\^1:~?%RN-
V!>X\$2"2^&RMUUIS(YJ106VU4O=I/("18LG@CX?R2\$ MNB#P L&F.L")9)XYK(O8A:+Z5!\$K-.LXZ\$H|>/?
&RPKY/%X/#3E4*)J3'M<K-^+O!1E\$X9?"-Z|G/'/+9C, ^GP&MX0.@(*7&0(P%\$S
MHSAP2LC2T(I\$CZ/<2@1#R0^H6!>2B,) \$PBI F^/QV"\$I:BK)|*GZ:LC=3/>
M!>3%\$T5*EEOF%34&E*1/B1YQ&%)=H61_&^82D1SV4CN\$BQ!"34&X'2PI=3 M_GL8>?\$<+_-@8.(9>24"1H/A&Y3,I
8O3QIV@X3H*+FIH"(O!^#H U%/R M)'P??M:6AV?Y-!|B'CFX>EK0^:RF#/M5YDO<913(GC^_UDPZ""^C_".KY\$W
MX^ZC)Q?C:UB4O*P6L0Q %P^LZ>7'<\$_.22F^ZMZ+813.509! 2%!<2) ^YE' MWT0,?YTR6Z\^XJT3>DT?
(?NO9)RJ#OO<0!P-O#1'-@KN?_XDDO<^FIQ?_. ^/AS M.I?WW?F^QNO!<.&>99Z&M^/U/F"UR% %AF:J ?P#37I;Z'C<-
+JJB|HJ'4_M1:18F8G,P&A^P!P!ZT*9I8U&H"9>VH(@-/34-E>=DL&8)B,6O4P9!^@F>X MKJ^CIA:R)C;S2W+U2W
MUL&->)B%>O:O-3,?Q<,P?;\$2X9GW:5:8!VN084X|&O.TF>HL9Q+!3)C_XK1- MTAP:,WI/*1
@/(B>YI\$XN@R<2;H*L\VMDA.GY U M,Y+|X/OC9TLP/@2K X-!0(I#YUMIJ/QM7%+ \$I@&V&\$8)#>7 /!8_-9Z@<,
M8S8+(- #B'<";%9-1I-5\$<5@R%IZ>+J3I(KXKH;\$H|4^AE@ 3'^@K@ " M0!?
+ZVIVP@3A_VIM@IGP^D^)>"EB#@KM@>:BSOK9;U:3 M%1\$+&OW\$<_OI?T:A+UZJ=1J_5O7V\JRPWI
M..!>&JU3'ZY0\$:#,9I.O# +IHU9.AED.LADD.DXIHZ7EFID=H|B>J97C:K?-=7E0FKH.D MO*2:53>0A|820U|..7_T
TWPCP@DR\WEC=S"R)2H1SR,HUST9KS80-A0T%<0?+X#JY(J8+!+M?Z:-E"/K(=38S4DXZHD0A C#\$W6ZC'L|L'-
>W_M|4O?|ASWYXIMWR6T3|A M*Q*WY*5)Z@>J"?@35/0I M=D:041Q/D18\$5#5S!J9T!>N9A&L&NPNSE9OMDH
M=%|>"L60JE98>UL_"H627LW=,*M*O%<\$>4)SAMDD?ZSO Z3C!-I|H0>TI MO.%XWPM%DA|Z^IY%16A&
::X:??.@+!6M*2C8ZV6WT.IV;2'5AO^?B&! MOR?"PP<@SWJU(P'@O7 MAI'9\$US8;=TP_XGP9B!UPN*)@/I'OK
IO'(BF0^&NNR+F.5B.A01ZS1K3)UP MB&_&\$PX;I(AN<*)!)?PI&_17Q*&Z5_*I M0(JIT,4#>W!8-
3:+/!@&I):YD0<4XZMY.A*!#IM5<=I?&RU|7V\$9'R-O!EW M'ST91LC%MP,I<^@ZH6"F^?
PQ4B*6#Tl@%L/>GR81.S?'H AN5*IS!IZOG= MO?/Q(MSD11(=HN32*A93*.PF2M 1%R\R/\$3%YILWXOT/PH9IT<^>?
%D|H&M& MH9/@Q3 %XRA|PB?H43(Y <;6&'?^2#PU-P&())P.6B B65.SB_Q4\$J.8Q)_ @ MCD!(VT+-TO/H+2;NQ>NB?
+U91_N2IP87PT7XNB<_ %1B(2Q, >B(*" M(ZXO+IW"5)Z@>J"?@35/0I M=D:041Q/D18\$5#5S!J9T!>N9A&L&NPNSE9OMDH
M1|HH9DIBP<6-6I54UQ/GP|X&M=MI>D@N.ZW^E!QYDG LE1E18+R|KK+Z MDCVO\ AFZ\$OQ5?=>#*
PMM>C"F<2P&#& (:;\$ &&O &L|X%W^Q-62LN MN0^WP8/PRB\$857@I7+-
P^PSM%4>AD&"@OBAG=UN#GH_##&7H)-1:#)P'CJJ64&BRN&2_/PTIYX"@/%*W'
M#&P)O'_ :8+_"0Z/4XT\$":0,5@N&J!V;NU=YF\$LE^C?0YI\$PA?PI>+.,Y M^HL?+D?.B -?ZH:I8XF?@+1^M
=^2"2GD=|Z")MRL7@2AS8%&(OIUL+3HM;KXOF=D" I.T C)?GYX|V6^UJ;K_U@MN. MO^6NT1 <7N1-
Y:2IV:P.38/&7;=AT0TE4CV=F1.#XY/F-YHBM:|N<1M-LM(M6KJ=U=IS90A1#?
*N=M#V2U9I6QWY/9L\$+Q.70SKGY8&3%I:2LA&I88,XOX2? M4U|NV.
<)>#I9I2:RRPVR&60S3M.17W9'Z6F*6I0X4VFFE*QNAAFMNT)W M-B:S2H;8>6I+?IY5:2I5%>|ID/G>M"KW)A)E?
_63?./!"1*C&N@1&KY4 M3?;G2)89+X_*\$TFHK9>ZOCTS:FA9986@@"(AC)!P_F<+4*&2B%#F:>R1%K=
MJ>H:BO8=R*B34>^<|R15LNJ5LNH\$#26'AG:2H(&@H2".(#G\T?X>D6>YXMN MFAQ9_Z"&DI_44|I(4(8EJC39-
15L@JNYNA8G:U|X_.8^RS>>*S3/N\$K%Q/S MXZ"U^VVTNFZ8X+E%5W31+I^:<@@"@_KMWL;>)Q^<A?
(Z0@I" @R4O1?:UU' M2%%ZI"CS5:9>L<^8NY%:M' JK9S2ZBY9^2I9^?;^K)DY@DJ""H(*MK-X6\$
M"2HJA5EGLK"-W:A*JKR7H3KEY*\$R3LAH4C%HE'\$2HSZ0K%L(=ET-X=A
M.@WJY4\$N4ZI@>Tj6'O:C4(WA2#M;WO:76()X(K2#>((N.T^&YF^1.DO:F MBUS2WH.UMTO:6RGM)=>R(@3;>#AY\$-
?J|34K+1R6ZCU^G<I A1MMKPIV5# MNRN@Q?GR+9SYNC'5'W1*6#(O<"+I7#9VUM|PHRZ|&WK+OW;32(O<+
X(N#_ MD1#J@L+!)O"PR:2"6"@RIZ(62RF0Q&V3K&QQ9Y:RP2@F3LQ<62%
|RFINZ#RICK>OB>6H:UO@*HU:L:5DHO+PLLHR GZ,^GJ0?2OI"&H2_%5|UX,HW"VLN <4=00|CTOV)'P??V|?7C-N-
@)PC2>A7(" 'D"#98C.#TJZ MWB-S?"|EW|L.@#_U'(2%O1Q\$ |VX_M3">3S?;WS,/+<|WU(K1^:(R*0C^9
M!@^N)V<^G|_CMP|S!;!.%Z|>E|F>UP_<OB8R|T=R^4-U::XO| NE,C7W M:HI!+AZ&X3.2#L^13W-
IGE_:=3OM_+O39JJSO'T_Y'^B|V2=,+S.BIP >G M!3"51_\$I3^+P8?D+8*K^6.VRSC'@(R#NGOM?'X?WGR7RH-
YLIU"Q4\$U71D1 M6)O*G.S853%|.3YI\$QZ|H%<@6KM9G-2A@9Q!J/(R\$ER \$ G131(IB'_"3@ MZF/T0.Q89?
9MF2=82Z>5^@GMYC:MA?2J9>ZF?R%;09F<R(C:TO+P.1BE.P+AXS)|T*JF-9N-YHV|>.:YS.I MJ6
Y1M.M6:BL3I9H9\$>N")94W|POGM_^S.A+TDGD|L:1NLR+RK?%%Y(FMM!_/O0@I ME/CU&W?
=5WC1CGS9P?ILALMT3HDE|B_8AE).AH|*_-HY7B|2O*F*1/5#I M.G\$YI&E'CAY?Ti&
I&%G'IG/IRPSY.>##>6S"07VZ0S2";<9H_+)|Y- M!ID_.AED.HXI:2E&IG=XU"B>F874X;
(MI)M):TY4FOVMA.M(:TYN!0XX911TIZGB=S;X|Z,4YX>3=6ZQF M.96,|CV9G|H16ZAM.9IEPF|;L)NTFK"|BH0^>KG?
N:IOG!+(W|).D+>#RI4JT/W^RS&AZ5;9H,?&V=3X7Z9"TT3)+ "T\$#00-I M
T\$#04.9H|+P:EW5%L:M29I1)Z/>|U"\$|GU2AEU@H:20T/W?D*! V5@H8R M3V7AU;I3U7-Y7|TV0@W=G(>CGOA"A#
L46?J.=D'IS.T:E|6WO\$AWB|T7CK M@7OI!+!\$%(04A?Z:75WL&(7>9KSLIM36M4E(UAE(|JTWJ H(*@@|B/U|T
MS^J/E,UE7=#5|Sj\$|\$5Y#>@O\$56V::#E_.M1J%;MI)Q M(NVML/8V27LKLWD6E:\$8|MMAI|Z OU:TI*-C;9:20ZG9L= S6
M6"3D3#A8:N#/:^QI@(|8R73&(|@^#M4C)9!*-H-7ABX,4V/6&.SR /V N', MC>#N<,K+0\$X|4R#IUO!\$B|QJ
LECH*;&2)>8">*+1R.I8G4KC,1-/P.M;T66;&2Q/O#_2JP2"+I=-X3DC)_% !NWS+IX=/'>.(?1A(IY&WHRI MCYX;
(R:%> K3T.@(9N7D;W_7KXW"V+I-I3\$C:X=)V3ZYVBA6B< K@3U"QMY4
M"0%WG"B|88|@*O\$1LQ")\A0A<>P+G%O<8D%I&B<@.&\$T3R4'(@&*@U^_34W MT3+R(A"P/O(>F>OTX)\$M.!#F
IO@"YA\$>\$U-LP??*HWO;\$79_@9V?#1'O= MS|XM2Q^J7N+!^A)1%\$Z|>|O1@>ZW^F+L29I:;?C(
^YR-I3_3H#E.+14BB|O ML.P|C2XC@)ECP|@AGZ4GS5/4ZVYVOESP!"7NAX>@)I?CY,0I#B?ZH/KH\$| MZO)=16!#
M6-98Z,D"KP8C\$(-30LJ8GI3|MTXJ#%>K^!\$239+(G &I/J4#1).L"QA MG_Z0#S3@*7:K-DIV7YLVB7D2AS8U">)C%,Z:-
P-3T#JH-VYHV|F3(YS,HJ4 K>ZK1PJ;NE'OUG-0#3I TIWXOG|_>#4D\$^FV=3J/? MZ^#|GE\$0<6Q&MD#4GQ_>?+?
EOE9CT&VIX+87W)-NW'|EWD5\$45\$78HH.NSI MO(OI.DV|Q1S6%*<61LE_5PGS|2NEEXG)
(NY@:15MZK(JP@K""L(*P@K""L^N/L(*P@K""L(>3G?6>REP0I*
M17FL&F>ZO_J(C=U8X|?/'GNKV|:ST0Q@|4|@N|XQ6J|^"-EO0L91XL1-!:'7ID# MJ2(11F,>+ Z?PI.GW@U%(
Y|Z_!WGY>#BD|C77V"*_87_AB(GIS_GH)52 M_%K_|#4,6+FD>9FF2.5HA|/"KGMA41(D MTAK2&K(UM!*DE>
U@E%YT(NSJM\$AR15FE@2?I+W3:26CCMY.G9LILH<@<M^:IT+\$69<_77R6W\$TY*7+XY)27.GCM&)Q61|N:17-
+=XW6WR/-JDNJ6V'5 MK9C9K7K-W=>)8!^QV"8S,RIPD@B+WO_%,7_&PKCCPPSAB+UM#6R8RQ;G'5V7

MUVDP&)L4YJFFJD@-l@5U1>PW.8)GOR\ZU\&f7:5X9D*|NW:|\"Ql/:CA9=G9 MZN2+GU_\$>(l^Q2.PFBZU.S)>DSS
J4+3!HCR&2<22@>NAP(+U|LX|&HW MM3VJY'CD!2#:'O=AS/-!4J7*4#-|fZREG^E)IC)C\#F&@K)F9A%#..@&10L
M\$G!R@)0CC&/7%3*%<EWBA+.#.1/#XB+7YL_JF@_OF^WGD8^>*Y|GH15@6'9;=)/@P?7DS.?S
M>_SV8<9=Y&F0I03HS(1;W|fXf.O=^YB%TE||5KSV'D6V7^C= M^*W|<2-ZV|<5/56:|SAYDP_15IFZ0I
E.T7N^#T0#*Q'7A9+!+7P!3|<=J ME06V_HJNLA-NIU!Q4\$U71@36IG(G.W:P6Y|Y|U|Y^\"WR<|/
M\"WVDP75|U%C\$R;_B_|C&7|G\$GX/O|TIK.\$7YF2_/O-EHP7W#P MW1HK\$D#EY-6NU24\"B<\"
<\$TCYAI102.605\$Y^|=R^JB2OD491.3D5\$13\$I68 M-\"I6HA(_MRD-
53B1UI#6D.VIA\"\"1%I#6D.VAE:~M!~*DJMK3482J;JM-+ D^M\"?
YN&TGEY#MYNHP0T4N!:fYH\"*7H^7I7>MfV7G=L:IOKQIR0M+M^HJ%Y\"O%?MX@1-A\"8S+WK97J\"\" M+SNB!?
S66N96B.W\$?:2M'HH\"F\"VTWE0/B(T|@/GTH/+/#F;_)E)S1M=?^ M/\$:./D15(L\$#\"3|f#ZC!5K\ZF/..? UVJO#->?
X&%PK20\$5!59 M+>9E2R%/_U^%YS^<(85S!20-1\$JGR!6RQ.?S/GM1L%879HG-ASG+6C0Y6UE9 M\$FK:%R)I(:TAJR-
840)-(TAJR-02D4@51B>CB4 M85AM8DGP2?|WYT|JK3VLM-9:RH5ZM3J HECA7B2640E!02X0EZ:KY YS3GME8G
M4V2.V73;B\$EG#4| G:&fY^\"E_5C.ZNL|U|U@OLL\".RE8<\"ZS?20)3 MVRO\"KJ3'5?|\$I M7P(1L|\$(0.3)E?HU_&841C!A
1//NN:4C:D7Z (R/Y02\"|f@DB<>J7K8..). MO.\$2+(#_9+?O=..?O->U<./!\$N^IR*>*!U!^5:5LS7U#\"WU>_4D#W3+BW19
M+>AK\$;U3;:UEO44LE|IT>01S\";TC6;)@&XGI@*I?\"%;\$P\$T|U%F:6#;G
MAG\$M<|0SOC@|\$I>9XX2HWY7NJERMVS1+1|f^WJZ7=;2_)@HW2P6>QYZQYI\$T M3YU=_9Y15+>ZJVRWY-KN:WY)
(\$FB#(L))80W|CR 02/\$1*HB20S-J=ZI(\$ M)#(BXXI(\"N3O2^W&SF2703-WNZOI^5LI8:E*\"M2;DMHS\"IUJH1M;:IPV-5
MM^4:>X>ADH1DN<9RC=4UEFLUUA=8SW|ZKM+PR:039DKPWM);6|\"WAWZTC
Mf7VY.W%Z1W6/O3NW/06>Mj+WWI3_=J73OOTOLDY6+900ZJG;-G:9.OVIA^X M960+UOO&UD>[?^\"6K2U;
IQM;_65|VT<8UFQ>T4JXL#7B>XJ.X:9.GVL;W:HS MOXS7>Q:2IEDX3+AW U2|^&W!A1%D0;#O.OB
@L>)>DDB51SO01>V4(88?2 MNP-XO-J\$ UM@\"CXK@\"7I(E@T&\"23G|ZUS6P2%RE@&-CG<@LH\"7UXSP\"U)T\"
M9JYY)N*+7%|<(*|f^?7%MU_C\".HJ1>&|Uz&\$OY*0R+5A<9OXE8F6S49<&NO MP!WV'G0%|KC|D\$M%#
|N'U#UHKM5%B@+U#;I9>LD;|V\$0;1CK|5%)5*Q|FEW MRU'V&IPM?MP2S;?#H-
DB:WLUP2INRS7V:H+E&LLU5M=L!2%9KK%<8W6-102M MDVAO VW@-M!KQIX'VFM@+>E;TK=7X1Y7BVA4T/2-
\"AIU.2XU*VCLG;A=J_.\$5N^+I796|ZV?+T3IVSYVN3K8WN)W?+U3IRRY6N3KUNM MK9XWMX&+
<>O^+^X;I_+P+0f3B WUVTH\"K6,NW+SC\$E)5XAV?|@.>1(>A M#08Z+J=TK?;?)QLTFO)WW?
6&ZWV&ZY_>JH!963>JUV MW&ZYW7+|NF=JTFOL@6>UDMNG<2UW&NY=R&6NU.8PIR&009|4Z|FULA/LC
M^P5EL2/G0A9H;6%V;R#\"V&%..\$QXOC;XVKAC.0'HXQ|WASfJ5L!6EHX'3 M;KU9T%;G\"P2B.HI5@Y+(-5'04XL2?I-
CPT1@\"QW:(>|7.P=O?EUN@ -|N|S MK78\$|@-R8PG/PGF-X2|N%AI|9G.B@1GJ?-)F*0%;0D=2.\"E3P)|H>+PO
M@^AFMCN/YU|B\"2Y*=7\$S&4I3#RI#Y*(!fLZ*=/XE|T_KG;-((&-KGAIC MDJ(06ZUDX_ NO8%8G|*?
SV;\"_<#S1E%SSX3C(H0BI^SY+4'TSU|^G5.J#U M;!
(E/|T=RT#@29@M?)ZZMN7R0H#Q=U#DNR!4Y\"_1N/;13/6/%^&-!EUH&V M8M4VMH%B M?NED%U?
Z^OSV2=Q_VI9B\"3X=E&\$|R)-E>EQ\$|*CO*T.=C%)?5RT62NK!OSK M>MW60\$A.6%('TX;S#590S+Q.4/\"AH%
MY94C;L|G42F.4\"MU\"YWQTY-TL1K!K8\$7JK;+&fVFO0M:HX6M!EB\"X|+2/ MDB0!\"I M8-!f%W
P(&I2VCH?2.W+&P8|<^+MY/S_ANG 4(G0E Z;A\$RV(\$\$=|%(^
MZUL_20FZ6(0)*&>\$&-N1F=@\$A.CX&FA>DV.2|I/Y1T;H|4330U.I0+.OOA4? M'9^Q)#HH'YVJ6YTY%\$@2.
Y^09|0':X^VX;S|5XT\"I2^+.(T*B&0X9|+-MT MIU:F--T5<1&Q|7HY|OI\$|L82.B>/T8|)#I4^_AC?N?R|f&F>3'T7 N);X+\"_fW
M?QVWV|TS;H\"_FG>J>3BKRH|CRJK9Y9G|_VF;K|fFWM|2'GR*\$\$/MA(N+6 MXMZ|P+;^ M\$YF72KOT;
fUDR;N;@J_28O/0@|<9/FLIM !6 M\"4H6=E>5K;=|VPORJ4|^_JK5?+4.87I>U LB6;X=|LYV;|PH@MUIC^ M8)9K+
=87;_5A&2YQG*-U376\$|2>H&W(|W@I8AOR|3NPEO0MZ=M>E(^ZZ+*T ME.8VGIQ?DIWOC(?L:SI)(TH!_Q-
+ZN#XNM7.6Q_9 MW9C6:RZY;MNNAG.OQL9A1;<;HR?2C8RE\$P#\"#);BOUK6+;_Q6Y%;9RY*>_) MC1)ZT0G(T&\"2
_I4H_UA5@\"^C/H#&6H>HJHQQM MJ3R1\"H?2G_HC;5AZOL^V<%fF&N^MVFU-I?Z;R|4FO_/YVEH1RJM7G ^\$WJ
M)I_P<9:KH@I9R\"F>6NMB/HJ*0S4L#253.PV0Y5>R+Q.1ZM98&f/Z?2;A(XJ_5D7=|M M2@2IM5)) 6N;3;K\"XIS
+UA6<ACGL_+TOZ=SL)?CR1U(EC#U#R|=EGWZ Y;=>|f^5AMZ.G\"FO>J| M#;DU#*)E9B+(V\"0*0QFPN0(&Q\$@*|HX&
(GPA2^+L2)D^+V=I(M^\"F\$^?D JZ|2)NO66)XU^E.QOSO\"9\"49|f.CJ.HQOXPC*K.Z1NRD7'7>&Z
M<2;\"O/OO)\$*^fE;G1|_C ?7FV;|X|;^\"F980G72-3RGE6V\"K4W|0C;UWV_@ MZ10;LQVWW|+UW/J^ (QD|fBYA?S\"C>;?
9B+=;B-M:WB#OB>RATKT\$(1B\" M2\"|K\$P'DGM&J&64>2'^49BA.BT.0W.\$H=|ADY1BH\$NEN7.T3-\$H&T:TV% M;
KK?SL_VJL@9)G|48<|#\";?E#BK5A)S1T!^N0.V\$V|BWB@^@QX\"8/;)SB M&ZVCL|09^0@X/4<=JE-LO@_*I\"
\"BCFOEKU6&AB^Y(ADY@R\"Z@2^/1 KZ MRPTRD-K.VRCFWN|PPX\$COE&|@4|@X)=_8GD.CZJWO-(X1Z0RAB#0E-
Z\$ZP|_MJEZ|_*&?;M9JH.FBS\"39*#W6W>12|N%.3?#I6PAW|LD f;_X6-37NXK-MN?<@I#\"*#0AR%;
(=+^A^265P6DC.=\"1f7C3B(C=2ANIK\"5K=*;D;+&.Q=2Y%C%Z%9Z<2*)N0fX MC-B+0'1H|fMG_*1F|P>\"J8D@/LR|\"4-
.\$\$LXL-A8E\$(^4|K#_IC|).&6#FW%%^#G8(f@S\"O18P-Y|HX@f089L%-8(YPI6 M)T>f|UH\$QX>6M&fYQ0(=
<1(ADZ|S :H\"E MX0Q3/2|&Q#?0Y9_T\"WBD>^ LG296^\$7|\"#LA+L^2!;=>@ (K| Z<811Y^_H MU;|U#8?UP.6 E09Jf+;
f6I4)26PDIJ%BB-!4\"1HIO@7YW20Z\"< 29ZB>|EO1!S.)?3/LQ<(S-MEE\$|*2#DJHYRKHC-YX>WQ
;@Z(IBRF=7C1JL?V^\"_\".@O.^DT:SL|8(MTFW^V\$|9;U-<& 6|\"*945_1J.PI85T^CS\$E&419PB|Y=7Q|C5\"\"/
M*.;H.\$ZQ2OTT4Y=.;XKJHED4P.8WJTJH\$+J<^I8K4;5I?VE'JOL+640;Z(=;
M5N;.#\"/IQ6\"9RD=39.X@\"QZC0X2R0\$*=Q>-AKJWK=9K0=;G;WICW'7I(.8\$|H3DF ME\"U\"+D# RHR?
IB;\"X;A14;H)M09E;M1F3\$B^_U3H@\"0\"X>|JP.E6<&=0 M8f!O5C^D8%SP\$;\"@&)W\$TQCS#U|&4:P\"#;|;(-
F\$;Y7#G5EJU>2IV6>A|_MO=HT|8VX|BS%UHC&-7\$_*#\"DR#>4TK|\$.8GS\"8F3L_0D5;f+DO(-)2N3|*;
M9V(f7L;7OFN|&1&\$5f O)VA@f*GEDRMF2|3+.G9|270=6^G|T=_*|@RJ5ILY(8)(H@F.C;T|HJ=4MONX4/?
+A9.LT6CEP|Y/N*V1%2H ML@)5;\"Q5N175 ^O\";R|(-9THKH4?4*T6%M> K;S%+H!DO\"LI#J-91Q9_HY
MF+%;|HKQZ|&YY#IU).RK^G|4R7M\"!(M)&=9-9AD0\$C;8A\$4AH> M+7FMU3@Y2;|;#WBEW3@I2IX069
>_*&31KMI_0.005880*TP;+F<;757\")HJ M..8FQSF=VWL=\$ZVF22>;521Y6|+W5O(W>VC;28)RIV6NRUW+|2.R@AF
ME2G\";K=E;LO<=P1|VNT|H(D|fTVN'P%Q|XfP-UH|&3L>UX@7QZ5Y|Y(MYYYW
MZGQ=HP6QE;=;Q%MV0.^Z9YV|NRE0#7LNRZ9|VQ+&M9M@K@6I9=JZR;2#\"
MLFP5P+4LN^Y9MUJH_3KH2E1L|&X78#H|K.7|I MLSYNM|KVL\"W25=%YBQ5;VJ|CMO4'CXH=2%XT8C*/(>3=*Y=;
M\$B&J=QN'OR?F/ST>44SR6M?1>C; MK8XOE &-U14TR|L5/5+NVN'!H M.5N6K0\"XEF5M--IRK#W*G>38/5.RMF3B
M44&&7^Z.98_VC&5M1<2CP@8?)3SG M^GRI NLAQ#@\"T/ZTL8-'L<|J&>5;P5P//Q|36C?3C';WES|89T9|;M;+58T M6-
%@18.5#58T6-&PXZ+A<-WXJUHL*+|B@8K&G99-2B).3EY.VG8CN_9PFV MS?CT_N+;QW;K=S?
#2^U&&YG)BD^C%|2|H76F&3DZ#70<36\"^6|H=#WXP M|9+5E1846%%Q;RHY-Q_52LJK*BPHF)G147|f-
\"*\"BLJK*BPHF*EJ.@UK.A8 M'@B\"_Q6P?I|S|fVW\$ DR4^O \"C>N G:5UR*PI\"D3&K_)A@YQ-Z?=-V>>
MGTP\";3T=|+6|f;B3^8ZGW1_4D7%7Z1B#5|6O)*=ZT\"?Q0S@%?0=I M=#J=;
QN(A3G<@P.O|DC(HWCUK1fVF_@=V8H3%2D@Y@4T%.2K|*\$&I\$T;N M0\$%fF
L>@:9*^FBKV7PSL^ (S@5NFI&|CZ7R(QO#9J|Z.XSDN<(GP0R>-19@(- MUV@C&PV&'Q^)^2= M%WT9.YUFS6DWV|T-;
H92|fO 33FI-&SE\"&A8!%UIYL'N@V9@;P>AMPF9\" M)|B)PM%YODIW>.\"#S \$44AQ7&J(\"^>1JKXULA
(f)UJMI*&LQ#ZUYT<(G@< M<WM1UD23|U73/P4R/-/>&@>-0;T SL4N>/#;@ H(1%_C.DT%U%U#XA@^R
M+7&2S|fVIG<)&^M02T.1X+1#D6;Q.12I6A6_?NIA\$C3BI|5(J1=21%R\$;f MYF&3*!|=64_A-
<<=<P4%)\$A<+Y4.BD;IG6(3E0|D^-0@CL8@.(#%D-O\$K1/(- MH9|\$7X)U|fA;

<@>LU-9"!E<(F!"S8ON">@6>IG6/UMVMNG M-EP+ ^!HH:VIA#9TREW-2P?VRB>T4=*)D/P159&IV5_P!(Y5_3^7,^5-P
 MN%,1W(AIV&3ZT?!=XFR/12""X(>F_BEIH\$N92.*61/R\$EZ_SRI?+BJH@_MOI^**AK0G09EX,%7CC T7-"9X"!\$-Z-%8P,>#
 \$S2S<?)V%#6 LWNF(JJ0R7M M^R_TCMZ0/H(7T?TITET PI2D)I:1#4-)D.V:EW3S!# K_:9VNT9WSL8CD
 M1W^E4W*)W*6H22!2GP#XRG"7KLL!_TD3HEIG:.*%*1(^QL@A6LMP&/BA""TR MB H3 E:Z@/IV6KPF /LOMFS@2"_E)
 (K3AO-OZ8P\$^_)!_BY-2!(87F1B\$@>V MEH!)1HBZ^WO4J!"ZG8UE3+WS,I?;O+RG-B!/?K1YJ<
 6IUCB7BX476#-!_03Y(=-D\$A@QFUV#C\$(PC*DU?_FRZO?E-24SC,F>C\$ M7H,1-Y3.\$\$1K6D<-(G8^P0:6*(,.
 1+07;Z;_N@Z_K7QI5\$KLO_C_Q0?2 M8AX@_T^F*9.0,@NA&A:URF(1LX@U!=P^6\$S>^@D9^_02_I^+X4FB^R2
 MQ7FIH&AL_/COXD_AE1Y^*W1SD%!(?RQ3M!_C:#ARO%C<>,"#)*_/D!00^Q MA#>=GX5+H<^59FRU+Z=:O1N5B+!
 QAD^I^(-.3MIS_13!"_P^H9DAT& MEA4HJH!_A.E(I!0E!YRB,(A?\$WG^G0LPD%D@W^G\$R7"&N&UQ/3_7<0^QP+
 MH^WX/I2E@,;3(^)P_OH+ #D1DZ:6!?:K2@_3@-_4f6G+\$!GS,"N.:2_.LU=C-O>56CG7#RAWZD^1:@W39D!=
 M/&874VU#4&,@YJHS*\$AV0I@f6:>I@+RN(Z":U)BO/1_::S!TS.:3^1NS-C MS,7C!^3_2 M%G^ZSOB
 ^H^#%+&L^")23Q_(-X3/D_9+@>=<0!%(&ND)\$08.O@KI^!^15=^N M^*Y8#_&K0X+^6^4PH51&\$CY+!%0KEE1".RG
 M1(A#"^1^A/_IU^ADM(C_OX5_A,\$^_OOMWAM6!(_%K\$K@U9PARFP%552W41/OH#",1!:D9&6^1XHZ_"@C^+DX^AY\$
 MRY3BTA&@<3HO.F(R:946!+HR&-ARB)_W\$! VM M435G\$FDCIB4Y^W(Y?O--
 *,MYD&#14LWAX(^R/72D",3OITRX^4^K161<^!&7@_MPZIJ?U@_D=L:3NPG/K;PS<>#S^J^44P5R@_-&H
 &=1\$8^1:NXT=(P^UZK M8H-GV64,1Z\$.7O?*=8;G7;^"SB=9_2^K@Y_:8_HI7&Y\$&FBDHG#!WDHG(M^A^V>
 A!#E%_%?J9P*:[R#1?X)8)!OC?DADI#*_*@6_1<6%_%.12^1^N P^I)^%?9"%EAE&:1>\$8561(-V!&(L 1I",*Z60A M^E<^QR1
 XPI!=X^E^"P-A?-I,"J48W7Y#SU,?E:PYB&UD_EO7--ZH%GE:2^M6W(RJYFLOX1@<@..C14L^U3@_J^A3/QH-
 9\$+77(,%@D814)4Q:B_B)J:78%9 M^LZUTXZ<_0A!K-U(@<6HB>UJW^UY>?+W+^8!&#HM!M:%AJB<5%H NUT^"W
 M>HLD_IER*17I#0_:9"!_LH^!8:R!>8LNX(56HJEHVFI4#ES:@_E+T+^4Y@\$D^M(QU,1L_E4LR^9(C,
 LP*7(A8*+040/=J>JY\$M*_DH9HTO0^IL^+9_9GR! MEV!SBOTA.6ESN!PM<1U^3^I-U-R?RH4B!
 EDY4MF3RQ)9/7S^Y!R1XB?FT MQ\$Q?P7!TX(9^DI+J_KN!#5V_O\$YY36^@_=?81+2,L0ZF4^%=18)BB6*;D MBE*8!XL
 *3A#1?_H77Q_R0#YHOAT13VIC3Q_ETHER#@+8!O(DX5OP#_&2!M-4A_60-
 (5R&*4^7WTPAK@BV0EW_@):/JHYL/Q@H^Q?MJH_!\$CY#U@5> M>Q^P(!@ZJNY!0DO%4E(V!0X_@\$?
 #GCV>%H+M&ML_10^!8I!^?^!O^QD M#2MK-
 K:3+C\$E%M@=NC:N?")JBD/JU61H!&FN7HB<@"ITXI@fF*!^65N!&C(-@1 MQ&*O;3!O^K-!1#M8A"(R:.#>1&1H
 YMYD>3\$G_)Y9?CI%75E3=4S4UZQf=430X! M!\$:N\$%+4!N>A<"2YM;1_1N:=B0<H MU3JfAfZ,
 <<_8&CH2VTO(*O8)"X4C_ZI9QHWU_!A^!C%>Y7^>,8(-?QY(M=0(4MD)2U@N-N=
 MY=CNUH!_!^!G#!)VKP""=1L^RW^MN;\$(@PG!MO_R_#1^1=RKR0!2.\$!79E_M)IBC(N
 fZ;\$00IR^FDB14#2(C.OPF+^BNM_.\$M#TLP?(S4KP8X13G@CKT2^TIDV)!KJ0L^WV3 M#_,8R#W
 K*!(IRBY!HQ60#HNY:HCE^!US50T<E_FZK\$;I^P7?#IEJ7.T_M4!<8_2^ER^5H^M
 *!_0*_P%MB:EL5>ASEBCP!^L!_A@^TI5P5_9Y^6!>XIK!B#U_:D)!YLN^(!_=I^F4F:FA1^E.M*_5^798_Q MO^G-
 &X36^+Q!&1M%D^MI4M^*GK!)/K_!PG2@_)!2!7!L%6\$ZPM\$*+BY3S08<ME):S!:8/"@_YE-!8S,TUKEM_E!H M \$Q&_H!
 Y;^(-C3R>)(MM^ZP9A6A@@6^"%M/WB#%+_O&L*;P6R^9 MN8X>@DPD\$TV_153-
 %!PG_@TRT+5LG.C%Q#I*\$=Z_QF=)YA7^5J_27U8>W:7\$ M^P02^+Z_FQ.53N87S_5KKZ+_TIX721"@HA1A**F%#A)?
 4^163+9^02+^#D_M2W/B2^"M^M:8^984(-/00J:RG3Z)AEGNIO^N^ULBAJKPE+6QH;)U+2YBUOS
 M0S>&XZ)B&0HI^%1/DZ0ZU4T!^57K4-28%LPL_3;16!02IX MTKY.T8_\$.2^WGQWJ95NL=[M8C9YZ\$R8L2)VI2J(*-
 <9>OX^OLQ+!1NJX^4_M871!X0)\$_68QTL5!(-)%9CM-0H!3S^PN15Z+_#O_F7@<.&5;1^D671&-M^/-<1/D50^M@-
 ^+4(8G2>1R>#BE\$V>_!BS6!>_D1=2!C&2D?*=GXLODP M7P53C4WCZ@_O7A!TEAZ_1KH!@GZ."YUY1-T)FG)7Q
 M.R7C#5XL)'OSO)3LK:62O_:ENQFE6DO\$=^XCXCNF"-=US!\$#POZ5F<)3Q?B
 M%+#"4Q=SQ=SDG61B\$+!)L_:Y%RK_\$DY5R_!N!S12SHU,+W#OEY9L_L#@E_M:9DDSB:1"@4S/M4^K&H;Y^M
 M^H6Y&B53E%>96S%YN1?C1<=,;+;#D0!\$IA^QROW!268EL\$*+"GC!."KR*!=< MA!VMOP^V,U+V_!LZ1;)E+3(C*
 <-6Q"@?DOT!^0#1YK4BCO/>3!K&\$^!G;1^2VTN+^>FB M=1H8F(?)
 +B_1Q(47!;Z33=%E^LH3!YD<2F;I8S=>S61HRA#J1WO M_KLFKD9N@.3C0%A5^DJRHCS+7P/7XP+4ZKUV/F67OJ\$!
 f6=50G;,\$X%O>^M#_Q@Q^K(^C#_2T?RN!_f4<:/1?*=!%R^21XF<"+00_-IH/@99W2!7>.,=A\$T.^G^RT^O#E_=#>+!
 MIE/K73IA8AYG/HHY)Q!O>=>O9AU++V.HJ(C)#-&9%DI5!;XN@MA5!LY2 MP)2W*
 MQ1(7^P>L>D=+!_&O!:_WE!\$E_L?_!0\$9RO^_24Q_#(9ORBO^B=1?#5
 M0!43<)>Y9!A5^!PR92R#_!_4&SW0ARS!EV)1AW2!^M+!^VWSBFZ-ER!R6>,>-
 M>=NJE3Y^!_XB_O^UO)1_fZ@.236!MDC5MI7F?FVUIKF@UY/2ZZ,\$EOFK1^X
 MEGG79M!MIE8>P.PYVO.TEL_/Q04E:_EL(TI9X;F^Y=;YH.VEHJEWGUEFWI+MMWS@?_%RTE!>XJH_O;1ST?
 #>7;LC^J4^QMX>Q2#U?+SUS_!TW?K3?_OL7)!_M.EA@%CIOBYF*QO0#?
 >5^::MNU:TY^R#D1DDZVU"#K1271KDO(XUN=.:9F5LL
 M;_X0LHCBMXXM)/_DVA4(-#KJX\$;&7<!=H2^1!U\$SF^G2;E5C/E29ZXX,(! M%+ANONR!;1L
 P^V.T4;JHRP.WJYH9W:FJH6^!CJLZ=^*@^LW/G75&+U_?E>6-
 M+^*@CQ(*F(8NL=-F!)SG/>Y1^6IVZ!OL!@XFA4;_W1D)OK>M-SH;HC!NT>/M9?#.HQB!JA
 WT.N6U@&BTHFKE7@P#LT<=J6B!UZUF00XW.*;>Z;)N%! MB1CKT!+_!S0S)8XPMKCQL4B7Q8?FFTPQ/3;+10?>
 JFGCC18_#DCUO:9EEC MA)4P?G_(-IGUML@2H(#UN_!2&S9HM?"<^Z!RQ\$@!7G&.T+9W?>/EU\$@9U
 M^MA(W>/"^A\$<Y:/_#Q+EB1#!R8YE^7^T/P_#CYFZ4>? C*4U/\$8YCH!F MI^TI^WIX?YGC@C@CCE@
 L6)T7F,I^FA16A(HRIL:BS^39VROM5BCZ<4&UM M6L\$68TC\$4Z^!J;N:5K8+%,4!O_-=TGXN!5V#>
 f9IW2>

+//2A R>?%)I() AI -L2HAR MJ4IH^PC:+X@F%,-=JUCRRZ:/E%V/\$35O:~55RX2GYHXPFDIY/AWX)27I^4/BSSIS!4M>
(D\$P:3B- MHMJG&B0:8\$D:T!|V.M00:A8YBHLCE\$< HZ@:KJ92& ME5!#W*2>9*QOC%%1-
0+0P5C!..N:j^+,'613<+2!DXL\4JOWAHZ>3W:8T:3- M?
AF)JK"1:W<07V%>5"LZM*H9!L\$B84K>TWT%N>#&!"ICZN^EI*0X\$J."(VC M7+H,,Q!55#!1Z>G;0Y*.*" ^,%1-
0:>M\$O2A!&4)1QD5&DWTXY:DL\$H(5U M(8N>70R8122)W*SI2)-
"L^@@@R@ZQ>)4DRXOE^HIQ@&+YB+B"4 UYD8!\$)(-M%0\$7F,2R-^W,,1/OM=6E4/4EE^G^JCFVP!9
\$2DQ/XZN5Y63&&,'0# "-@00Z MQE)Y?H+B^SI&P^Q=H/V&7"(Z"E7/F# GXIQ:XR4D=/ZNAU:V&^UQ?Q&K^
:Y<,1YL1S\$J#+HZ #TB*60 MO,&4B-K!+# RS(%#IR0>; D2-08Q18+ OT:~3* GHUHZ=4,U^ZUATD;)&U# MP!B-@;54-
H9*1ADVD@=UJW)Y*!*,NI S,L25?=-SSNF@X@X RA3IMPQOGKTT>=^,NZ7!JTS-BCV
M!+!"YE9A)I5E"STPR\$#\$T>V/FU5H9!F8KZN6P^..2PL- BD>KKP!68N),^/- MZ&V7%0BG#N;
(1M#BJY=3,0<0&L!44P!@PDZ!CC7NLP#R@PB%)W(2PKT;NML MXEO\$(3+1LD;-O,6R!A;KHK\$9
*!,-^W39P(3U5G"FMK5UP,J3@N"MLDY1 M5S K8C5&NZBY-2Z7)&@#S54&YG7DS)U@?N>5^3,I>^49(-A@?
7!*BZ(NB!5 M>AQU6:IZ="""G1&E^I0EI3!JPS^N:F&@DX:6ZUT4R9,-!>CN!(7>-TZ+FHZ MRV7G,
"8M)WNKP^JUTIK<=-1-/H!W \RF^JF! @ (W,W"8P-) 9U<4+!SDG63WS/1PDD10Q\$.V3-JXTC M*K1N^5&)H="V@W*Z!
!8,W+.W905UUC\CDXXI6/TA4)0R5F8WT+!/U+DM53J MB,5JZ?
Y08;J#VF#825^D>BAZ#A&I7VW(876W!HO#UCQ%GTOBM,*XN*XOTL
M*V@0"MZC60R3*E&S<|L:LA: ^PI^STKL+2U!U>(1YT#5!VSC@SON1PB? =75*\$R!J%"M.M4<-
S!"F"...F "L110:O.P9_W ML8!O5Q_ D*ESZ2<_*@3+/NL977B?+*NIUR488SXZ<-!^L+8H6T)K70!:6F&/M-
KJ^DWB*P*A)(,9L@,R=TOIEH<3H!0YU+N\X91WZV%<+G<O&8^6Q!K6:!
MGWD<0IR6:%@^E1K3;T\$!+!L\$;4DX=KZ5=PME2 4XH\Z^H&XX8LWQ>;Q:@!
MUCC2BP&DF/\$!HJ^PIHNNL^*BV*N!5!Y>JHN975L4^4R?IV+SZ;\$>52GA:K MGU4ZA97X6)^=QN!..\$-77O
M!1/N4BD6LY<#/-!<\$4 @^FE^!E6NCGAR7XZ>ZL9#)I#,-" M^PR?SY^6@8ON-N/I#KQ^0KC#\L0X4U<973&9H%N-V3
@ (TNUP3!*)\$*76=OFPJ^*HG -%CI^O9^0QEQ/X7\$)!V6N/VR10 MR0R"P*=U89?#R,@R9 O3:&IK&|@JY5!(R)ZI-
O:Q03^V^6 M & IAM5&.@JH,J1C;\$&2KR #;S^..0GI3YT#!.PV*FIFR%U!3/\$CYVT^7:K-T
M^H(F9G;JSKRFN^QX0RR>1!#4^=U;E16L9=JK^HT^%P.P-<,-H53A0U"8)^2N6<
M/H9I94G0^6QKD!QE "M/RI^9H4!2SAD#5 >!0XQO?@Q3Y>D83.YQ4&*V% M!3(GC39:~7#|CT^-
WQJL+EOIETSL@!;DL(VN\$A@/F12!HK!C5L-ZOKD@KK> MEPVR=K_3_=\$H2"C
6B@S&UM=%OM,MDA0NA0^XJM!&EZK:RG4GV3#@G!& MSU-M15AQF!JLIYO,W-"I60NU CF" EIV.O)H2?
Y6>~3.T: ^#B?;L:((?F M^Q: X+T:|+ROOK75\$256!ZWDIJJMGJ=^,GN^%&|>5>XD-0A*PYRS#=4ZZ70Y!3NF M^~7-
41:~^6#>4J.YM0 AK,3)ES0^TQ^\$& R6?E^X^UI8G3VKJ8HCQHCF:* M&(2)SED((T5K)AQ4,8 _E:K/L-
/A&)708^DIR^YLR(5A=EO7!L3(O7<(N!VZD-MRH!IK%Y6%@WOHC0GWAEB?L>P.*J)Z9N >;GC=# K
/KWA_XQ7:,XR0+0W^4 MKBU0F:\$VW?+3O/KTH?@=%<7JX/6X5^E2!A:9J@LQAO=,796=5G!@H5H6^JX.
M%|PRF'\$=X#\$A:0ZP:X:6/C->""(+HAE&\$0:/H6AAK^?6!%-9W7WN^P4 M8:,+!%9-5H%-
E,5W^~7*P6>:6S2O7WYS+BY48!4OW _!^Z=^Y^/SSE!MSH!>?/F74?RZ+ABIE&WOM,U-W:E M)2HWZTLO!\$5;#>
<7NA#XM:T7PG&>PW!UM,%J7M9ZC=@08^U:IO:E^8,N@&"U(F^10MO:ZUHV MNFR-*K"H/018%,-
..R,2!+&H;BSH=RHLE2>1R6!#TK6B2H6\$=;>#B\$1=09?U\$ _!\$AH#J!+F6>ZKSYIT-,C9,+& L3LMH0,
MLZ:588;6*2!#1D8>:)|OK!>4.INETLNKF(KF(N^NZTA),5G)G.O4%!.R VT7LI+J8M6PO?5J<,K!,'><)6SD<,*X,..T
M%T.MJ<:Y7886H!)@^P>SV!L(39P_855XQ_7SZ=H@U5G=-.8&|R@*)%)7FD17 MQ6.WF%*G^B!E5-
Y8T.D?^QNG#KKM8IBY902!<+!T_ P4)4WLB IE\CP:2 M>?
!N!T2Z5N!OTOOMA0:,@3CG^A&^!6)!Q?/5%!\QH^IE4/8^BNA!TY31*J6>FOJ&&+!>E^K!FCY3+%647+7,4ON M7E*+..?
M;8G!%TS!O^!76R\$S=LWC<-0_..#O2L=S!FZ!YTLZN!&=4!% ^!F9J=POI#!?QO6B&MR
M3.T0!Y0LNP63!F6LX54@GKX5%EH!JYMORAA_1H^+(-G^PHH;17PX->PF<- M8T\$WBD\$O_Y>A63HK-DV;JY*33JG?
!O6H!^VH4/9H6!TUY+(I24>D/ MX/52^GMZ!)>Q!<#O-MFP?U3N#(!?>L:1\$;,@IN05FU^N+OML: X,7SDAN^H_
MO9*N=XJWMUK-2J!U^L?G7@1FK?S((C^O^84X+3;,%!!X^SW8?)#05N5S;H M!5M'=>\$==>O=
(f=3%X>MXWK0Y/"D(JJB(WON8!<*=L0#OO!"9X8SF^E?"U MX.<7DIY P4!#N,>R+XZ,7 &*H%PA=NKGWA
N"?O7:/\$YT3H,5-\$NZW>|RE M#Z+;,\$!K#MOVLI\X;O?@JIVC>KH?%3ONJYWTNLA1-
Q+!/:9\$PCXGBX50^<Q9HY:\$7+R2/2W=Wf5OW M %7)9<48S#MJ0! UNBM#4E2EU;HF1+E-
:R(PZ_RIN1W=3&PY8& XX;#B? M%(JM+;HO^!_90Z\$2?;)&:"\$S5^@.P,-T#M!&R6=TS14A;U748*,"!7GZ
MR<!"J=H^EMO.IHUBA+ON V4^ #/EX@R#^E&EQEH-9N-YAO!L 2B\$DB M3Q,)QPW&FT8&7;?
BM5_AIV\$#N=+#P:YM>-4QZ!>@J>|7.13YPX;Q!=O3&6D M(6!M!&D6ZW!O!+K-8!S-*E5J!W@
^!*.D^S_!N TJGSMN=)Z^KK/ M179^C29^U/WE71K!A!RWM *N0%69)OPE^U#_5BN3+/9=1^ W <8EP,) MJ^)??GK5?
C7KIY%.!Q7= J!N,1+TD!R_<C1)^?X#7KFZ_#!SVB!|@.1!.. M:S#^"T0,8(8!K;)7DT-U*1V!R+Q@%
A&J0<\$TY!@N;C0E8MP_OR6R^HSV7C M^!PU^L;12Q\$UH^:G9WA^1WA!Y4F2VI!&=5D^R>69H!90)7K"S ME&:-
M-U9IZ=U-!BL 4TI0&C/G(6Z8^EO-1FN3!NCS^P'=HDG-6Q/MIK?6XU!LZIU#JL!H^G=IZGJE9C.>D;HM)
MA_!N87M,*D\$U88P6)!V!T &2>JGG+ G>K^D053YSB J*;<^V LG)U!A&7_8%M/ SIQ M_!L120M;U6!A!ES7/_GUH!CW
ALUFJH=0!6P.L!4CK4E09MD>(M2Q#!6Z+146.(98@T?
MA+BP;W9IG79^6SR=F5FK;2;SKF0B!HM0)O4OMX&>F7* MABL+Y18HHH ^S!<L!>59V"QL%G8+FX7-
P09(P?Q0BTW:~.^/8\$0:TO M7C\$BG/?%VQ7PQ8LA!M87M!ZX!<6WQQ>W%&RA?#B?;AF0^P^E7@"Y^U#N!9#!M
:7U!^007&W*PV!W6O^!%T1M7?QG6A??;C;KXN (V>X^!>| ME^L!Y^Y N1=|@>4>P^D?D!H7?SJ.U>;
<-;UL6W+O!&7/SMR>);%HJ-NOB M!|9!@<%|P>4>P^D?D^Y^T#N!Y!|>1^0+P?+OXC+S!LT0&WFJW&Q>>KK:"E
ME^R99REN\$Q1W0=-?G?^!O _S%N0B3%#QPZ7R,W(RZY-7)S_!UISW!>R^"I891 MZHC)1(H8IPKC@Q?H 0F7TO0?
12JX!6!2NB)+8)DTX>^D8IG0;\$!H^7P3C+\$!L^F?>=..U(+FX7-PF9AL!9V+8/-NMB!X!#@R!V
MU8>_!QL)6XJKA(O!3=Q&832>..HNX:))K2OW)\$<"W*!G4_-(?!%#W T10(! M FAIX^V\$S?K.W>D%G8+FX7-
PF9AL!M^VS6!JX=CZ357-A!Y?)UU+;BU^ MAP@0!GP5PV4)XK?KYH\$/W@/M"^ERAI!BY#XOPK\$S\$86!4N923
M*\$Z=*1^CN^QTVK6 T5KW?A!0#6K 7RY_ ZOXW8;Z<=(<_NW7F#^*Z=SJ) M_/D6#2!)H2WZ-
H=+/83WWX^Z=;=R1^<&S4W=|62;=+TY@%#IZ67LV1MZZ< M!H>M<2L^ PT\$BGI?^F+(92!=-!\$N("O
&W0CV\$(L4OB(G^(@ZE@.9^Q# M5S!4!JK "3IW?OH8_M_*3Z^DW#4M36YY+GIWWL@F!_%E4_!%#J+H7!+-WX
MW5^?_L37W!<,,/3VQKQPU\$DOST:@)^?CV;^G? 1CPSVK;2!9!8(S;TWKG M;.!#(V!KGO!Q@IP!O-
@!H/#<9!&)ZBG!JEP@/AZKGH3H^4PB^O+(Q_@!2T^F M3/4^Z=4Z!-!9_+!%+!%#!\$>|MPFJO7!Q-
OP7B!^!OG!VV^7GZZ6:2!"*I(TB)YNH!2IO)GH-; M;E^1AQHM3RCPP\$^9DD!Z-
HAF#9P1FDI>!L4.W@SPVXV(VWMC.OZJ\$/X#Q MA49A7XY\$,\$!3"!>B3B/J@1\$81ED(H!R!)&40S@>E6PE+;"7-
F4449.S(Q^MP=VQSE#B&|>!TAQ@P;2K!RC#)2V?RN!_Y^MJEHOM^/RB!F^3R-)53@1:Q MRA!>D&2D=
<^!1!TRMHL!AM2)NR5OMQ>=..FDUFBM? MNRNOVGP7A70@>?STZO.J!6N-D";08G=8/QDHOTZ!;=5^Z6^P#%\$
645QS M+D*WL2IUUIYJHZ_GO_*!@\$Y.#4>H>B#AF.O4:2^!DF)0@Y5FKC>3U>%J=9F MM=RB5>
!-46^2.DD4^ZCMW8/;CRN)KY6)EF?%W;GO=|E!OS?O7!H!^!SF* M0A%602KLK/8^!N\$?2!+!_K;%>
<|RV4(LWSZXEFB;6//)2!Y4I5@!X MP^BZ!&E9TK^D9;/!>VCBVS5LM\$W!8>M5;R.SFNZYX;96\$* MX^!CN>Y%-
>GGZ!JOC<7.8^DI+U!<^XT2!_WX^O/L;KK/VM/MGLPDDSS^OG6 MXZS=|E.DYODO">_%B&+TQ2ID)IMY=-
O50\$@P3LIDB#5XYR3:5D""BA<"W7Y MU7_ ^!Y>5RYXX\$#J^!Z=OCKY!_PWCWMRW">_Q3H!OCN>*G3CAW_7

3'AT=00_A_NCH#^?^&I'H|_G<_/'TO^/C^05;-7V\#YW\$9L3?S MMPQK0=N>QUV7;JFYXUG>W+!%<=J=;/6-7W0Q;-
G==HO50G;+00X|=-^D:R\$@7.VK*?G-/B_ELI?V/W|'@61'V|K")M^+D?
K\$|YPM|XT9^~V7C_VEBNLW"X#>/KB=-I&95;3L*#J/MFH=Q%1QOJN8'C^_@YW?X;I;Y/_^Z-W_O;H4*T45=AWO
M2W?H2QW|_#G;ROD;_<=>X\$)#N|/QH1^FRDNKW|/2/>E&GH@^P=B-83G\$?MN+=9?
2BB_-J_X2<2T'EQ^B_5X0&L|/R-6T04QU748D\$)PE&0|+"PP@=J'M';X;H)#Q|MYTO*|(#TQNO_7|/WXXX_OZ-
=O_0S?&*_X;S62A_OL2|N_M_3EQ4S%4^>A&J|#.KPZ_LNF^|V#?R^VHBL%~^UZT3;N'LU(EXU>W;";7\$
ML/7OR|HM7)-.6@RKC@;UQR'^4=EVX<&R6P?4&:!.CN:-IXZ:QHUG!KQZYS68
M@)JMVVY0C\$/^J')|_MYM+M11B|^:ST|@.I|JW|6"IE+UX3AU5-MNRV#@LN_@X;?RBJH*'O=|F'W3<
I^|FUON?-.2L<C;XL/O#"S|_UM_Y8_MGN=|_~I_YL|"/2>DB^;%53=5IVT_LJA#++|V|Q_~!MP*HK?
%R|_9H,8TU&HF:RCW"RXZKP_6Z\$Q:TP09FD<C;|4M:>ET'5>L@>2">68\$'!KP_MA@=W2RO@MWSNPV/_=8BIZ|5?;|
|N%N#V#MZCUR#|M5@|N%Y069C\$;W^~U|KV|
MR|_N=Y\$*|GB"-7"U\$#XSV>K<-3'EE&WX0*VBLQFO6W@SK8TO9K%|EUO|QU|DVKX|>N*Z7G%P,Z%85KBR^.)
M7WA-G%ZX>ZW81F|FA7SVXXK)M4L\$^VR-|CRZY+I8|D<6RYJ1>Z6G\$?M%D>Z-M9LFR^+
|U,I#DF:;#_M=|S_7N|T@%F9I5|\$/'5?|Z:0Q|:2PM|Y&%'T(Z7?JN_MS8/P|%'>*WN?G%4T*Q9+
|_K>GF(HDC)5C9^&^8:/YU^9A;/OV(K8T;J%E8_MOQ|V8;V>4T_O-"M.8^>LX|!#SHMFL\$;-/%Z0FT*-'\$OH,47P=3);3.8M?
^+>AM29CZ);A3-8_M4*QFVGZ7FS9)@VE\$7|>JQ53%CD@77A@%9%D*9Y|Y|CG|SY;|X5?&D_MMB)0_IV_STUQXB>ED2?
3%\$S;_J_6F_- \$Z^/N>F6M)DB3C--Y)FDS|0&7N>ZQ48_Y0|H_MX0:F'ZIGZOOWN9C"6J_CWVROT0*^|+W'B>K|JU57K|F?
HYR|R,V#=(ZO=B_MK|MFOVTC#_7WUDN)%*K_7C_)/W*3)*T05/MU5EK,"EJ3G4C)&O;H1EF=>Z5O_MK:KR;_V76|6-
&|T/Z7(O4YCFTO=C5Y|G|L+Y+E1XYK8|N6ZEF#O/ZCQHE^NC/KU;_M_KOIH^~M|?DK5;L'NV^CK2_ITT^R-(8Z?
T_H2M?=@U|NT5EB_-MKHBA_-?Z2MB|>LT*8|N_MUVNPF7Z=-5Y5VQ4;72JZ9OKQV|_N^3DI&N|B+5A3
MNF;*|MJ:"EWVWZTRVG\$E-GUT|>?D"-2.55|OH;N_7"1|4<5|O2+;E43/_!XU_M|92HKR|NA#PU=Q827%*V9U|P_J'
L|'7|>E';5>W6LL(UTU>@)|JK|%'|GK|MG_MZ;|=Y/5*A/RJ^3>)6TM_O_FY?Y|^35BD;OPUE_MK6M=>7OJZKOJ28-K_.F(CV
MQN4BX_E?;T^6BS^4B#B|TJY957DEWBZK2O4BCK72.O*ZM@8_LSIQZ),O=O5-MX\$"MM>7.5F@;|1921|##FE
NE\$S6K-ZR|W6;W04Z;ZRN*~M,ME9@DC10;2_J8U+|J^K>L|JK_A7|XDE7MBCFO6>U_~.MH3T=2OZ|^,Q"-|
M64)X'7"8E@>7SUS7?T8|CG;_-DXB'_(Q-K*~&VT9I5G%=O=Y4Q5=9TL;#_M%O>1@5S+1"|9=O-
UK1|JTJ1D1R_6AUQW*3.2>C'JW?<<_P_CB<>P|_T)|_MK>+>NE_SOO-J_L|K6W5=-ZXSM47_LXW"/8,
M5%\$EA8@9K_MDK_9)+@AN|I4|0>@10GLE>I2%#GFAR\$DH;55C9^>UW5NL_M6?
U=8|)PXL|DC)0*U^YUQ4ZF15;_C@=K_GJM?O|O|6KCI?7|;H^U9W+N|JZ^_M=E|/6T_K^6ZS6EG|HGIOR_\$VGD<;N%4?
5?E;|@L|J1|6H5;QJ2\$S|LU60;_M;|F|>_M;JU7K^PAKMY4'|6*LILLW4|&'7U=L5L|'|K(Z5A>XBJM'I-ZM6L
MF;R|C=R;4RLAK3=#Y^?766YW,E5-5)-KLG7|FEDO<6JOF?77^ZFOP(1G_W|H_M;T(8W7-
G\$7"N"3V>>GBUMLYW)EJS7O(6*~E>H%&F6F6R6;64C)^1K_~X/L|1_M?GC0_VX^6K|O|F9>1M-
VIE%"D47E?"D&?_3_0Q;<>*>VJKK6=*~;V*MR=M)BLX2T2S#=-M/*JM>E|+6C6+*"|C)B_4&SK^MGE,NH+\$@O
M4;F7E2BYG+H3K%DY><5|56|@6@5?&4+XNG2Z>>U/F*;UJU9\$E==2KR|V6L_M&"H-
|N<+>_DQ|H^GD8W@0|DX61CW2_4X'|_MD8V_97'SY*R1CFH74+MEE_%0F;_%|"N9&J62E|WJH-SK(@D*|2|^1DDU#
ME5O?_I|UOKED|>2ULY|H|HU_74&H7XPEF7+B-4X0\$K8_9|H7\$O32Y2&O)O9^4_M\$F|O
F=E|8Z|%=E9UU@_V|KAB(W7M#(7++F-65)UDLI=-,)/4#|11PL2AKB|H.A^?.\$Q_MK;OLL;N=0GW!
C;_BIK1Z)F016H_PO_0U/V|H%70;*AS/W4;BTT(%2S(@K4_MZX4K0E=@%N'-
QJZ,H5=&4A<+_U@|=WGA>|LYW5_UGFG>6ZW|_7HK_~^"N|S|_&U<_MZO_|9HB\$'1WBVY|?
00L_MDH1=/_=AWX3;_NWR;HUU#XS#UTJS|L;V;K|C_M/T0I#_UK?V4Y7O=-.R@_TV=|XG#%4=K;M<-~;_H1*(|O/
S^_IVG|E=0_MZM)S;|B'^*~M;O@G|_?Y#++;_#%\$V<1<_LV#PX|*P@)|^;#H;|!%=)'XH_P|N_MCGY->'1T^.&(>)'JFNS;
|H3X3<#U|%WR\$^7?938L6@8U'8_MTM0&|AVS_K|\$4_%)>F\$C_MP_U/3TA0&YMAR\$8SO;LEYU<0%~<+~#|KZ
M|J8P*~DENK2|1QY>>5\$)R_O?5/6M|=\$_#7VNMFEUZY&C-TAZ4_M^UEFHG#Y|N_7|Z4/S4A_YW&C;:DF8"4MF++EX|?
V4-GOB0B_MEHPH&3T3FKJ\$M7V?FI+USC3K;3NQ@L_LPU\$6C)1%UEQS.1LP2UG8E2_H;_MZ+O-
0|C_M8\$^G(|4GNGU%8TU>TJ^;_I3+HCN7%4I4_M;_PFB8S51%U)V9W_M;V|JXFHS|CL3-BVX|C2K^8HC"|%M)Z<9'4-
_%>2S;|F'=5)RGTIK;4=J8|I_M;W\$9S61<06IW2;NALQX^KYJE|4_JL_FA,>56#JE?^XHYO30|KB#UV7=|S)|_MJJ)ACP/3=
|&3IE^|H0V/8*&_6J;ZR?Y*N#K<4^N_=53D&QL^|TYZ_JKY_~M4%JGL1SVI_FQ_|>XOZR+PX|^UW|_
OH33J4B/4OK61K7|M_M|GUT-1"V;FHDE|@>UTA+JN;-IKOG<|C|S_JU_4#LW_N@J9#TK&I2=JG>|PT_MO;9IRHIK;-
SYQAYBT^CH)-=P(P#T899RBZ;W;NAZL;X;WHH#VH1+/7_XU?>_MY-X_U2CKKF|4|N6FL|JW|_M&MXSX;MF|
|*1"~&?H6VAL37Q_3|<>F=;~M*~M9;|~L^G6&J-7X|J|AKG5=B(^+OM;_8|8#D+S)B8|%'U(3'VUM|L@+;SP
M@5"~L'N_AHY6MQ9AP;J>G;U\$B\$7SX|(S#^|_0&+|A=F8RA0|5HX>|OZ_NU&|
MWR#QD(;#A@*;Z=;|++>9CZ+_GO#SO;0>>-4/X04TZLA_J|AT8Q^F>8H;#;D+L|_|7R2I7\$@2Q?=-V*+;_@0(@=|_O-
BER8VT)|_I?'\$IQ%|_OR=(+9P_P_M+'F41G_@|8YVE"BU2|Y>EUX\$8=N1;TQ<_MBD7@WSV3_Y7J#^I(ACNH*=DY_|
(VN63R4@|4OM|GTICA|NWVPK5R|_MU;5&F^4_-8)G%*/O.Q\$+RPZ6L?);1SAP97G>;5\$7%I1/E#O\$5N+;?^Q_OZ
MG2TU6G?5F07WW(XGX(G|R&'BRXTV)YPWT?~?;OPT&M_XZS_\$?;WW@D0|G_M+=|CFLV+J;
H>7)5VG)P(S7GYYOG^L^K^_(C;HVF#_GZ%DOY#H3E1OKS2K_MN+
<;2+7N"6=\$_WS'-6_H(1;2.RN|54Z^_7V;::D<_/4OKPJXQX_ZW%_M|=(HKT#A1X<;S=U|A85'ZSP=#G#*S*UP*8977C
E-D|O|Z4=|R_|_|DP%(|_MYLOM)9G+=|_G_|=JE&~YB;P7;#%7|6J_JX|_A;?>1"\$-M|8?"NZ)C?V|)&IM
=T|HWS|GX61LT+U_(AO|I3|Z|_72QEQY3LN3_R\$9HR_M2P7\$M?X\$7?M?X\$148-U8_SY;%B6N%X2\$)2E(|?%O4X5U)C;L5"
_11|_Y779DGA_M8;8#|!(SK|;W^\$ _WN*>|9OVP|GE_8G*%D4C\$CNU";|@L#%>-S;6I-9'9AQ;\$W
MWHFU=D#*QV^%|WV7|_K8UWE&J(2;|3(FY_W%@5>I@F-4=|YY=&|B16RCIS_M2DLB\$YC#;|)2|V\$AIT36;RWH*~
(9|I&(OR5L=-_F|&WHS74@_UR|Y5;_M;3\$3QX|_?CEY.FH"S7V=35FHTM9-7P3#ZLYI%)\$ZD*PI/5QA=4NWPTF=O
M@PHW^\$!2W+@1G6WVKUP#R)G""E_"T^~8E&N_BQV(W6;*L+UPC;*2M?9E"MXID|DY=*P\$5O*~
LS%~K==J8QGF9=DWM_H00L+;5%Q|35"5PMT|C|C"XE|<&81|/2'343>&|YX%|H4":Q:Q4W|C
MTYU1K|K1'5\$D<|#QXDPA=TZX9?C|3\$(8|N5%7R|4,C45AO=E"_.8#@&?)&B
MU'NL>L4U1A|/;@%|_3L;F4W_Q^S>NKF7XY<=|O;6G;"A2P1*JNB6;5AS_M1_4X_2^?|_X*7RTH<_%CRIG**N.>|*~&
(ICES_MG97CT12U4.675=|_L^O5XL+1SX2R_?K5O_A;|A5;2GQWK*PI#V_4_>PTAV|>_9|3DTZF|@0B-ZL<^MR+=|;8
@.83_MC^~RM5XJ/-=;\$|G9?R(&~K?_M62CHF&AQ_C\$&FP)+_XB)Q'#P_H6?@3MQ^|LTDJB4VPIDN|E|K1|/O1|X1?_M|_
S|#=;'\$%|+UO|=EEW+S>GU+YRL*H?WP_NCI-KOA7=E;|>^@0B'.T_MJ?#AOV*ZGL/MJ'2ZJ;HQH_.#@BP^|H/?
|80|*%#6;|DF*24_LH<^0V_MG=-;KWQ7B>2LB1DY"5|8O?J_Z%998E0L*343@N_4V7Y\$;H|Q*KKUJ^UG3VN_M
M.#G*N4U_"6OEZD|SWHIR;6RRE(_M(\$=E_M|K^%9<+YR;4#WZ)ZOPXT9K;0F4!'95UI0GB*~%#MZH|'4|0HUI|\$%_-2J
PU>4I=#4N+|BQ6*-4YZJIN-L%|=-/GMMKM_V|G;Y_*PTXH&&IDRL>Q#A#';_MY#N2>"K5ZN8;\$QA/QN^D*D1X8(K;3?
M*Y|Y|_M=6F@=W!%RGO^G873|VN^Y0_MMWPMH|X#|&UDH|BLP9|@_"N79&C4P<+S6|'\$4_M%9|;'\$=C<~_=\$|
|8+>C0SGCG^GFK2QER9L*+RXX>A"3E217X_12|CQX_M83D&6WW-T=F*|0>+G;
<645AVN=94&N_L"PYYS89D#7A|GLC_?W*3L3ZB|Q_M)2RD2LF9>UH*~%I<=3"%LOXF56Z9"0+37F-O-
G9|1%.5H|M8XE.7|R)55_MIN|J|9'5=B_TWF(#VIFX_~IE5UI^O'E#4X|R|H|47165G_"N0EO_T01DM#;Z_MK=F""0
M_VN#5^|38H|58UN7E1Y3KQ0#(#7|42|O/ZG8A"OKQ5EMDD"P\$VL_OT19D(J=-M2|0LH"3;M?>'3ZH+\$10^NE84T
MR_|^|BA^~J&62_I9>Q^G2B-E(Q%2_WQ-MP|X|P;_E_6|4|EH5E)V)2K560E1823|_7JS4P_MA14FNB;\$|NT56Z;KJZX|ODR;
<*76R;U;GT'L|GN#XU6/^SE|FI04|=-P(C_MXQ;1N5"KN0&=V?);_E1S4U3/?SFA#_M|K;5;-

@/20)=5@6%#3JZ21P*U/8!*6>3N5E^PXO\CT1.R+!..LL&=5E)Z"Y MHVPMI=1S!55&30*R=(+<8!\$#H9&M8!\$YH")7%IG5L+ 2G%(A? M^2HK+S>RPRDG0!P:(KJL?X,A2_U):TX:WTI
M*JJ_Z#L91M>+C(YO:Q\$)!8M:QW^"SRZOAY:JD?"8Q\N3@PE(SGUXLFP>HL7& M57J!@.GO,J8&#AX0N
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I=I#1!Q9...JHM7="PU0Z&Y6:FUFZ M)9%.S>N-#A/2 BE94G"(9.W)35/DAEI22DRI96TYMDH@X8F8ME28=;GX4EMS
MY'@>I=U5X7%17'8!204S.5W+ G:&TXP<14 M2Z#"KZ:'4M:V?^,=2U:X5.1>SF5L3G^AE2P|PCK1'&THBL(?IX3I<7
>WR5 M:/J3WWIWM13H3M:&HB"/+2S3149\$J4F"S"L5Q@4%)^FB4_=\$:%9W@H#R98=T
M>860\&)+QQ5/IV)KYI!)!Z3!;IX1.*H1&(^O/=G\$XJ+&S(KI!<&>JOX4Z-
IB+!9 #L^7L!9Y:L30">W:&T^V&*&ED95W,29, Z&C MJL:ILB0,<&98*|BHI# RSGJ9ZEC.* (0HT%IXGD@UC.
<*E5@ "76UQ@>OK?(! M2)69B ZDTP>ZH.17**"D7I8C/ZPGLB/E|JKV""JJ.6(!+FM@Y)#S!N?V1@^MJC/.90CUK.K+Y
M2VFHI":E@_EB?IT.CB6&Z^VHW0R)(G.I&AW;L=!FBSNA,#-#UUX.\$08%+H M8QXJ
(0N5ZL(1^/B8QYO00A.F2>J\$3YF M89UQ2MS8FX9\$V6E^S:"2S_YBR0IE7R?Z_P1&I/IRN4*&5EO&%RGP/110K
M,3N3 MLD(\$!6F0B!)&\$7ZIDUYY4PMJ7%Q,CU#)=5HJX!06G\1Y,ZUHN:W(+ -HZ MIKE//AM5OI(HL_U8J_K\$.P5EO))I-
!TJG(!'5!PB,IV9@M.F)E>DGL!S^+! M*NW?+I3&-"/71^S^1 JN^8!2N!5DHIS|QPV,#QWHCI1?+;" +5'Z3&I/J6^!
M5FZ%B#T(VI&)^VIYZ;YIOI<+>+40%;E74@4&"D<5X)@.AK?0HKSWXS#R0B^6 M:M7&!XU-EI=W5=99?
^NP'Q^4PIQUA!96X*"AVQ5JH9K4CPLD'5!80<%=O M50-8VFD)MR_+Z>KVI%(>UBYYZUI>7H<5-
^K.@_1 XR7* 1F!UM?7BX=Z+<8Z2PR-3<@B)E&JEZB#:K.Y"0> EW_NY!"O?N#:SXY=B5A2 M4T2+NR53L!5%2:BP-
0"A^I+X1DD) MV8)7-"1BX"S>H:OB#X/85ENO\$Z06S!T;?O_!1P"^3J129*IX+C+54G#+_*J|M@S8VW MZ?
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I&%RH2G>V\$IT1O3B2 MW&I(-M>J>38BYU5XB;3+34U5(15#NH:AG8JBB(!>H(4Z0FGMGA!8+I62Y14Q0>
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MT+3V1/U,B|_C=G5J#^U+=M,GWXMW8-%V+2T|!>W|FVX19BF*L X>_7"+% M">)0.2R9T(F4KY 89
WYM,JK"XUQI7%/\$@U=| P!AM M|YR7BB3%.Y 9?R)F&UCQ:+CZ9*VJ5#,5%0PI:V1@W=UVI>|G|1GYWWN7|,Y
M_"OD*855!A-*7F#7BOL02_%XB!50Q>)12QJCK8Z?K<#1!J!6L6)-Y(I-BI20 M>G27:OMS!7:@-
M2?T)_#D!P*.:0=6^8%+;JMV E025TNHR1^UX1D5%?I6=(!(83L6^K^_P7N MC?A+BLZX@_3N:=H3T4GK)-
JPR+K9)JOD!=WGRD='9WA_#B\$Z\$9.Q>U= M.6HJCS8!WW?2?G;7K->+BX|X!8FL!T>I'6U M^F6G)L=I/CSD?
N/@;5>G,0J(HSWI67'6TSJ+HS>E%W|F4&(S%)Y:F6X M_G;RIQ4!1N)V3BV(-/0Y40|VA-
C3&IP5".\$(^2G)AK(L:5AEE;&PC@_M'QW1C12;Q55Z=|J9+SW?I1^WY!2H1=:&53A::>E)^0U26.),< OKY("V"R7# M
\$8J?1LDPMTA(7%QG=@)1-*@_B2TO+CW4)>\$(M825!HF%CI-<65W+9E5!4. ME*:01\$2W+H//+B|P,IL)_#4/HBT^~2@-
SQ!UA5@#KV1^U&W&=^4((^36D?_ MJMJA|F'E_=-^3B,7Z|YE7,U\$HE<_E O+&GU7J("PHF|F?Y^LT^..SHY|RU^U
MYMF)Z&3C>)+#OOM%G?3I0*>7R0?E>JGJNJ,N_6:~^B@WZ&X?+<I9_K4PVU
MK3V9"+93=*0K%40*2DIAWI90T!^O6OP_A1!="-KJZ5!Y>%?2&=D?BHZZGWW<
MKK132W,0EY0>'SE'@MB(4%CUY4.G\$!?'D=WM*.QI@6!0"/TE,N_KWP"F". M9 !% ^/"M3-
#)XG03H@T2P.Y:G!1/XR0U*O7UQGMP9#6J(529:86QU" ME_NCI&(P 1,T|AQR-06"Z,IKHH-
252X1_PJHXS8KZ:90/LNHXUIX;JK MW6B3_OOWT*7_"P6IGA)EJF?>YV"D%KQC|EGCLN#TY@Z3WZ0?
9=5%9I>AHY MJ3V|X9|ETO-M-W5<&9EOEVL.R3Z_KAY:NX'%8:HK_8.ZQIH8_3H;I-92SY
M;W|PY1PN(%8:RLK(3C<_IE'<5>UYL!&S!,9WO.C^V3I'_R|AG=' M'_.172.B^9U7CXW?9\$>4Z,2VQ)+53U:
|X|G1&%>_I7#PHE MUY"SI!U05VV|<=U!\$Y=-.34_1R/S8N/H\$!&+8-10.5LBMZ2X(>E&A5\$EH"
M<2LHCQ40+3J^6D,1^S03+^EY?ZHO"LG2_%WWM9\$VK:;OODR\$5YEB-IZ52
MT!^BN8F|CEJY*5.#;C22\$;2!01%=Z>7JO^+2XT&:^A|?"@_9XUG5!<7
ME!0>K?_99R2U|46Z<^WR)1S9\$H:T1CO&4/H5)P!0&(2VMHXR,I:2>[2-0C MG|TY.IZ"X?;%1F)*RN,9T64WH2-
_D24%|X<^&0&1V=QQW)UA)T9!"H!^H' ML#VCJ!^M26)"5R5A8^0QU" ME_NCI&(P 1,T|AQR-06"Z,IKHH-
M2G M!MP2#.Y\$;T:.\$N)^#(4+J:H:3P!9;VH!N^RM.)0B8N4H7\$6ACZZ
MO7,_%XA*P:D?+1%:*F0C)ML_1&=KB|5&R%G|AKIO_9-3=J:41%,F>3:H.9T8.Y\$|J4*)4E5C<,&A_#F32-
::R0REMC5*O5)(ZIEY^OL0=3Z92|FA6MW|LB|CQ0_Z^? W<^R>69JG6J?-(*,0"+<\$ MT'D7,N,);\$40>G:-
\$AEZC\$!0>269%VX<4>B8P;AH|<0SIOO.O/Z'(X5%2:@ MHRB^ANG%JHQ?1>!#.
I"*!@CWQ&AGJ0P2'@B"OV")R%,Z*|B7+MR!2O.M\$;_ M6_1P2
U&>I#)!%+W(^+"LC=IW535&U.GD,Q76VI5J^DT(W|CM:2O MF!.*CK+'QK#^J|UTL.^SRGI^W^WPP_NC#_?+P-
H+N^C#Q7G5&6%Z>J.FOMO M5FEK\$/U!OP\$^>X=&6W0:P*)WMG&FEU3J>+U+33FOO>(NR>YG@G^ETOJG)KHC\$J-
_L^14JHLEQ,2AGIMX@|PIZ6_T\$H6:XHIPQ!>@0KX M!8_18KC.C.KV4|TK0<0H"592-
|GWQ&/N5F=>EDIWPR=^@VHC(HS)Q?(T\$ MV|3V9#R8: @I+3X|\$A:4)@F-2MVD4EOV-BJGIP8A1XRL7&2YM>+V)
|TPTZ MNC3_4VM2=73_&G|J'&4Z5&CT".0S13\$=)5?ACEE<:"\$Q"VLLX*"C9MS5* M:AU.T.(0.)BF2AJ1|H?W ^~B#
|DHA!;5N|?|3 C!:@4!>JH@P?;6EI2AP, M6Q 8!>@/0.J&\$81E+.7PFLR>9>5'#&-%YW5E'JCL?6%1HX^YNR5WW;J(H52A
ML?W:P)_P<_04 @P&+@1 G|9I8E O|AK)Q'E\$^R3IDRPI6@_'.9/)*SC&4. M+I\$+&JU^U9NV1H%15GYD6.\$ZLWFZ4^C3
Y8"OZ*O|(NBF~^)!ITS7M!^F M%G\$N(\$S0G3OYKO39UYR"T74MS|*8584R^~9|_1<6WP.TI*H RK94IM:@)%7M MR-
W(EJ)=>M+WVQN\$DI,2;Z%GT1LEI13;N|/+JJP_!6U?>OP>P*T%?WQ!^M M/STOGKLUGU.@+|V0FFWK)G#|X-Z7P3L;
HRIUM?>X?XWF.S;6!_5%IU* M&HTZJ;>T>_JK9F_LD%|~7S4"7N%A6;\$YXD98T#LPO=QMK1<5H%A/YZM?S
M!Z E67-22UG2IS.O2>+IS^*9(8"LK;1K>A5H55^O27_./#?172@/"2 M^~.7M2-B)N.HFH\$<+NK;
I=OE!OX\$SRIT>K%\$^R<_AFIPN>FNL:8835.Q"^= M)|3F@YOY\$7%CY=LX,6/K>=VB.X5 M^!0A)Z^+,-Q@I A%-
Y5*+45Q_/(4+KX./@_228|U#|/WHA%D3GW,+/%(M(0)2JG"9T8/E'L6(JY@/UMP2|S S8AA/^7"0TE)0Z?
K)=!P;Y:~5^D)F"LR M\$!)%CHV@I;RD^="LQ=T:~.V<*U;K3<1K=|V7&NE(N)87*#Y.3|MR5X,(EA4>%97-D
M.F&I|V&EGL8\$MLXZJ=C0D)HHW%I(ET6KT6I"D\$!0IUK#1A!KZB.*EN\$4D MD"<)4Y|*\$|66E1!2I2R-0%HMW-
=4.JPKU+2EMUIM<7!6.L"!9 4ZW.HBJ& M=9XRK*#"/SEBNN#_.K(6TW@PD"-3>CFJGS4E1:2H)
<3.00;5R<<@1&="^ M8)"YK23)2H^_DL+C|4^X.V:NZ|. %ZKGR0Z7E^|J6CW.|X7):F#,9%AG^HT/FF"\\M#&)%R^
J?"P4"LEL&TV;FA, MK.GX)&Z&<U+(V.&^<%Y;.EK+^UB+^557H_V+2UXO/(0!\$D%>\$^I#&G MAJFU"%0"(R@
>>N)L|&5Q@C.G,+!T7 UF\$F MJOCV48\$;VW5BB&^UFM#T@80_DD20.O5N98RI49+!>R)G+ZU_+16;7H17
ML*57FV*%??IWR<2W9JP=I)=2RI/(0=#3=I3MMQX|I%:N_Z6J|CNDH/I<I M2KF_@5G%048JHCJ=?
M^M3/18VJC#C82AT>WOM*7N*IB"M\$7PZ7_X'Y;!#_W@+CT88X=B&(B%K&X#^ M#M'4B+K|V
QSS^=+SW?IQ^V.A%33*)=";+MLK4FOMIT9VS,0FEE3I2\$T:(2+6.2;JJPUP-J"SXPY'
M1%VUT88>T2Q@9LDD1|F*_LMM(5)|31-(%+YJD581W)UTG86>MUHKHR(L/\$\$LMTQ.9P)?S9)AV8R.=I*
M'UMD7FQ%;5!7=Y5Q#;UH/<71H4F2EU4MEG|EE?US"6CL+5.8 MC6Z!^E=|F:|HJ<|<^/;#%\$2PO@E>UTZX1?
GD%|H6JZLX\$NE;>VFED,|97E MNKJ*%5?ITN_3HK.NGK=M-BJDXDUHZN|H|MP"W|V009"API0S%NKLRLTICZ MJ
PVMRR4E9Y&I+G+R<#ODM8!KIMP@2ITH_V/+2(M%6%<8I3U.9:BMP@H* MCAA
^N2I3V@JKD_*VZS.N(XCFC:E^7YM4G_-G(BQI/8QM_8QVT'0N-F3,IE M;KNXO:M=A\$(A5#?FUKL8I5QMMNA,?'="<-35
M&E?N|MX=K#53N!F+L15U;_MZ(I: \$3:U.^E&ZN.WPY4)Y.9H5;7EI^/#G% M=?UGD)0YESNU'8WQI9_I_<3=X
<61M,1?G%N0IJ&CJTQWHO\$@@0HZGH1AZ3&A0HU"!U)3D42;V9H MR10>3+UTL-
N6ZJ6B"OOWANPQV/+6=UWIM|7W6W.@7HYH70DCF3T#&R"7.ZID MBDWB"03WQ0?%3E)M:X!;
MAJ:ANC20@BNK|P@GX61LR)0)SP3-/IGN0?@;W>#&BG^)%Q:K|T|D6NQ'R@_M@|G;_DB"&?PFH(=I'=I&*Y*

(HP:K%H?+IUHK)RX9/W^*=ON?X^>Z;U)!! M* XF*%?:Q7&9RKS3W3_7Y^_I86"ZZ3#^_??<.?WZ?:2IX M)5+IY\I Q-?
8/L>(X/_G^_2EJ2)@SMJISOJ39/_T0/&.O6N\RFN@&9O)_9 M' "M,R7I-
)9<&9Y4\$Q)B"P&OF%T4_ZJ1E"M)6SPD>ID>J^8UBWVL&5Z.=DU M1GTI8+)W!RSI'I,ZR/ZANCCX\$BW'J#W=!:.*%2/
IT:4<*5M6GUMMAY9<8Y\ MAB\$TWWYR<"\$F<W\I)0.FZ#-I@ (D6F&AB/QG5CPWBUHF;8&NYJM?B, T-
S7VAYU29LVZ"UMK%:K6-Z?<C@<"E,4A3&HZ!\^LIP M.M2ZX4IT2X.@FB4.:T>.-D2/
%5!T8I=I4T7E).2FW_GBPP0&'V@-/O;Z\$T8 M:EIS#(O2*IC.EXEHZ23!;E8K*ICB@A2ZOA".A;WABW\@ (G^_/
&AKVD@Y(S' MA%E"^\:!\#-@_J%6&S3)J=_#5<0,5\$3Y-N(VF6^DQ)#4M+OL9GK+_B'H##I2 M)7KPI-
/VF\M\X40UJ=BZ3)0@Q"+KA7'I)GOS(%HRZR(14M8F*)O%JK6C8B.MHPZ17IAOGCPFQPG(">\$RW2D<*=D^BSN0K0-
IG:2RX\H!1N9!*SVHH;0"#.D M+%ZA1A_UO?+FYM@Z&(LO#<%_HL_?^I\NT%UGZ;LHM<\$I5?P>:A\SUCX)KCW0)
MMA*?DQ:P\$("9A=7L\8B%V\A(SDJ_-N+=S4G-SRQ\2_I_11L8DW+E0JPT2/0* M(#A+-BZJW%?Z\W->Z J3D*QJ9U%-
K>FLE@9&_J+U^+R2W5CH\OR:L N M(B(?JY^)+_IY\8(PLI?IL7G,CU+#A>@P),J+(_B%H#G:FI:(G=49HE MW_&BO_/
Q_I+OPHML+4BJK7CZ4"MLSAS_X:80_*&5<I.R#Z"SZ_I@)IA" MJ**P&S#2K
5=638(7P**F,E\$;FF78IOB/)E!TTRUS43C#%MGHGE&I9LY MIPP/CWX._J!^_! OP_L/W;:YMD#WQVZ&EB%B
%JY6Z(F6N%!)>40_9MZ^I M6U2>H@H;NB-U M)H.+ZZ_-G9L=M0-M3*SLF P\LF_@B_=-8.V+J&(RIYI@2S?8IG17IN@?
T!.; M,U27B58,W9N\,L@SN-M RIN:10IT/^T'7@?.EZHH4B//YQ/KT# O'RA7^AMN4Y_Q::N#FZY W-9=;O
MKPI#)M\$D_J0B=GAC95ILN%D.%\$D5EM MI78UJHORUS\$K6JFCY@&%W9G\$MCOB28^_.
JW04_*"KIPB/I=Y*#0\$B\$ L'9 MB_-'=KNDK^X^#ZJL'80'252L)P=RA0K:3"S1A#HC\HSHFI%*#.)D1H\$EVCA\ M(&:#A-
F0F-U@.X-HOKR,)4(OC*K<(VZ*1T%BTOK;D#EO.W4LTQ;N\7.FP% MYWQ7%ITIC7J29U4#(XS?7+DUC%CS+?
FEJ_C7#I'L8J^M=IVUW2E7H\FB.R\^@P,T'&F9%6)E5>7; MJ482?KLW4U/D(5#&E#\$SRO\$V_OB3 W=I,%JN+_D3=
IMZAVOEIFBPL)!.?MY/MIG(6H#QACGS)A9VX=G\IY0+L)P.R.O(L'O@4_I@1DFFSR>""^FI_B#Z2 ML_V@!4.,QK-
WX:TW44A3IZ\I4YGH\I\U/L"ZZ,@>L D.X_ CSL_@2YI'<@E MAI>.)\ZQ?.*P@B?_?D3"ICQ62;T\$C0Q3.LA>_O7?
^YDNE84R462IE>' MB.X'\VZ6!:#&3H2(L'3'7% M?M'PT>ANG?,@A=L'!"41.R6"
(DP1;E19;L\ A3+,7;>%)>8>G/>K"LQ.M M6;1T0G9Q>P?>P)"?Q'L6KIL'SL+- T;L18IENE0YLXU14VB\ C H*"KFIA-G
M*!^+ELJ7:5U/5"2I2V\$W?MXZWTHZQ@FAH2#PP>_3U.,\&VG""(8PD'
M58SR7(R%_Q\ P:6SIN\$6\8WP:4YID_K+.:?.\$7\H^*F\H1=+YAH3ZJEL46\ M:V2;C;HE%U1*#
&+&_X:;B.SK>^%959;*.E5@_O%QAO&BMT'UC0\3C\(<@\$I M<[BIYZI;N<5)?H
<%4XNC6CFSE^I U&V\Y7I(1Y+DN=0=^3^X<#4&[M;_M#*Y%U\H#U/17,B*9,ZI%LBAR.R>CR>#5R-G!(QUGL=I
MG)7Q7D!CD\OYI(B#/K=W@_2_ O9Q'O4;9I7P\3 R?T0&2S\0GKKTDS,^)% M-I\$QR_@)-APU1Z+U'VY"D%7H?
2,3UU<=I_V2OQ_!;ZNPCJNAO6X(J_&M= MW"B-A-39=?
7E5^1)1\$TU(+5VIMSS!^#3S>P.Z:AMEJ^*7*D%24^Z;:/&+=&> M3K6UWVRZ#3C4\,!@;LT!<"0+_
^7U#*._@_U%T0G59P!EO=G2G&WCQAD'TSYO_MMZ'1ZT>S5W-I(>39PD.??NNZ4I-V3#4-
C:L=.#IB_@_.T9AI5I'7\$ "XWZ M_H/#1E(^8R!7\AN7IBS\0>&K%G\IR4VWS61C)-!!;00JHP[SL_GA01;L M-14FE0E?
FNX-!%I@P2C\$GRL;TY8G.2\ S?MRBD-JDKZY(M9L"0XBK@
M3PZ_I VMJHRXAW426G/EIH_@T"OZ^Z.,27O;*TI\$BZ^"F:CJULUQZI8#G\$O M:E&Y9I-
&@Q@=B:QF;I(CHK@YB/"T1=ZN3KP,2\$8A?ICP;NG5;WYBSXULE.O\$. M#DBDI4X3L>Y6\HVY"H(.#GQ76B<(J6?
>,J1@+"RM;^%;UNTM' 5;I7V?##< MOL;I\$F.V%<C">U\F(9;/(.B#P\$ H\O90Q-%B)\FSA+X\$E3#T^_B=4;<%C_O#
M7*%WL+Q_1"/D\40(Q7Z_3RT9_3C7+I@#"#2.OZ^G\ M;3LK9WUI4JEDPC;@*O MHR\>W/8T*)7ZK-"D>#D-3I;\$6^BZ'
N\N>IE=>)V;"/-2;LU'7N@(") MO74\HY+VT6))2=)%PR=Q88^RFTI\J<*G/XLOJNO'+;AE>X>6ID% LVM\$WXY MWAYS;
IY<6<&7KNK;%&V&O%E,>I_XP M'RV5\IR\Y_2L_8=Q9@_O1W2(>Z8;?I_Y*)8-#V.V3#32_XD\$OYY)L0^GF\$ L M'XHM-
I\I7"H\ID28A6K"K!\^A3X<=I:C\>=ZH;GINMO&D#I%AB/I_6\%>+="# M(#B\$ KK!T")T+X)-\%)
I@NYXZ/U7I&TW32W:935IU80;I% MKZ+_K9:4C\$6IRIWEN6D/YID1&7C#3X&?CCXN\ M/M*O,O)YJ&R^O0H
M=N\$#8<3^M8%GBLC^>_JA^_ \$F\$+7-B\IA8.^)R88H\HL1_Z.F:6%AE2R9H(M(P4_.R\$EB*4I;0P\HD)\H\9
'E.T+46)7&(3).1I22?WJ^O+!#A44FJ.LG MI&9U"00D_!M#VCRDJ*%V%<.)N;/T/V5+L4*NTI=>#%L#3;=G105_VP
M-Z)MQC3EF_1^*NP23SIH7A.64;29*BQ"E0DFA)1";INC^OQR-D>!RI+0Q7 M!+S3/I)24_CIT>H'TAQV(
!;\$/JWKZXR3D(J#CS_Q5\$IA#9/>^&K9^>P7W= MX(IU>_B>Y7MS@I2/OSUIT7B)%#-R4.N7I9U'.HVJ(2W1 M&5+
(ME%UF(RYU)'%==IX96#BT?4")+(N9PV=)F)3%OC^*QDKQFH!.6;_><^I M^JEW" M-8EUP1&QIM;8H/H/SI=X7E
;T+3ZBP>X2LA)F= #I+)T7_E^0*+ M&6.0PTW'K!(3P^JXI%T>_??5)ZWQEC)I@ \$L8FG@C'YIL9*S5;L(9R4=+2
MO@YN_O)GL2\HM>,FY^3L)Q'G^_1 M3LV^J#K8.#OZ_F#0;)PFF5;7L.ZX?H8E2VFT95FF02MAG*R&AF-S\$U>/?V#
M.WX(&>_2#T/E).%X&=I\$E% HGN)6\O)3QHIK\IZI@ SH\I;C6<6&6%(Q^AB\ M'WP7FGC%;ID!=2_7_XK&)2V-
OHEID(8E=3D2W6-(O-5J) M-82"ZE= &=SLD=P3@?_ \$85_!0I#S\WRT^CT(4V"W_BJB_-3US@9A.L_6fI
MP4G#L&OBPKC-F\VWC;.,I6A=+W6_16)=!KY8>; R8)\$W.%1N;I0TFI3H#0U
M2K)AO=0;DVT/Z\GGA%_PN?'9DRBXJ).^I5UGONW"*0WIT\CU<+>I>3JLRR MI#!W;#_I_L9B\I.8V>B/#/H)GT
&VQ>'WU_ \$G#;B92^RX5W96WAQGX/M3)_R.4D&^&#!AQH%T6%IS04JFGZYFL8"3:8>;?T@PCH(H("X6+OFN5;.-"S-
="5.I-M(=6#WRDUE^RE.VL.Y%7I\J_&J2H%OO&U MUX.V5*A;4MJQP7-8#<16F=8I;.>" B288M&_4UNMF9RTP-
ZDEJ.>GGJ;7I%PY)Y=V)+B>EGE^I MF_/L.W16_9FC<9AA)YIS)4D1.WKKG_(WOSX2WS"1U.T>%Q.E./1U#@NI<@
M>6NCBT\82V\BOSV;G\$187#8@B*HN5_^ZCT)@A2^?IL>=?=I^=EP78R4B MF_D'45+(#_9^,%B;):K)\$2-
\$3&5V0+"4C_"11^>,M< FBYB<YU:4:3-)^F41=Z")OYC0=A,EL>#@R M;TEFN<8LSJ1-I>SA3.HW0XIT^P1E-
A^H64%I^YZXHC^12VVU\$G.2;M9CM@ M^PMW=;1E-I#>0^;D1D3! 655JV2"Z.DSTXY%
D8(058SM6I\W4H"4VWL VZJ MGV;.N\$X=SF;U%+0&UR.3A^U#?0;9AVP&6>E0>;/"@ID3(O89"\$=P?X;_G+R*
M.AT"REM1HW\ 9H^/<% L;@EX<#TZQFC6/?8.?ON@?(/4@/L>*&!O2U/A7+A MH3@F/G=3!+87#-D;*5B_E7KHP?
72P\U\$IK*_S\2"CJ(D+PI);<HK\:-80' MXXMMMPG*&XSUE-6TENH\ICB&INR'3,\$,"T!.\$S0'2EQ=<#E=;2!+=1P/
MB!J.L_UDQ2I'EY9LVJ9.3GVP7>AH\15")2VY))&(&_5JBHBJ@XDX9FZ\IC M?
S?IED(D="S9;D\T030=0+HWK+@9+F3TJ""IHDC-N(>6RIHQ?)PPI(YI?>14;RG(?
96;J<2@4<(148Y8,29*0I0YZN27>2&+R& M>3\$'3O8J5;8W%;CY.RI7;M\$@IW=W.U%WW6I+U:P_T4Q00<4-
GPW).#UPU F MU'N^%IUV;Y9@;.,21;BEXAO\$6.XJ\MW1V8D349\$#S1H.\$5WKYA*)9I41)&% MY-(EY)+\$I+\$?
S%7)R*.R5^DBLR_/_J;D#0B\W'9L6/D42I>(A\I D+I+3\CL_&67!+>V\FLZ"" MB_HL\IHM(13B)IKQ*U74I'>N?8D
,\$<^UE@W@EW-J_OZ!_O:+0S=AIGI! M!&\$C/O=65YW&1D9_.E+O-A#FJ=* MAJC*F'FV0-
1/\$KUTO@D)&S@0VA+4ZTG8_J05@TAJ=YQ""8'5*ROXPJ_D_60/ ML!6"-O\$84\WAMP*7I*\$OL9@8@MU"" """)IY/I-E-
JW79RION*J#@TIP@_# M*6_.QDD=F.6ZA+(6EQ;TH/M1Z\H%KF_@;BG,+5=WPTW@/P;62C@_7WCG
M/M3L9(ME"6TFBT9IX4J@;%TW_LXA2T MI_PIAIT#;#PIG>I\U'#IQ#"/2/K48.P_C_8"2>L4004I"W.IV#&4>93KW6 M-
11\TVNYZ-).X9WT4"(@I3I'S:'E^B&A_93RB36T0%'4\$^""MYH#3#9PEMC MGC>I\YH2%B207)+?W;6)-
O<1580J=FC***X*#VF45I(G04DW;)LOt8T<;C MS;R:SU*Q1WWN%LRP'FWU_#<?;9;=?QF<@?=&RY^IEXYXK?
P_UOH^+TZ>H; M9(MT&I*^B4PW-3I0^COL;^3DC,3V3NKE"330M^QC_*0_!^\$1_8F.L+AT6>G;^6,2EXXW1U M;,\$I-
I^C5X.+2N\AK9>D)!&1<"DB;C@*4)ZZ;^<2D\$KMN4://F4P4AZ4Y G M*6(SBHY0ZKINBI/G@R4I=O?N-
=JG_P5P27HS.A4B0+<I(E44D6<"Z1KS"OK)O#GG-L\$ MY*J9'/YISF@>5VPA07))@C\$B^>/_\$F@E8?%)SV;&>-
Y9NA.^!IH@I34&\$=TO+4I*6>=^L_.9@;_ M_HQ(3NW9T_X"/_.0CC&?N);N (LXD=4;D#Y&^#F2O>=B>B#-I>-
RO_1S<M_N1MZ7^B8QL3(RP"3A)I7&F@I5)IM.YY'^<I_Y_7X\H1GN>/#DS'D/ G^2 M*DZ2*HP8-
;VGUC<F;0HU6#R\&@("JA/I)8MP**[R.1F*Z\ \$RLUUIA+@<#" MX" L<"*0.10XKYH8="QYG2AD+\$A\Y30Y""(-

ISOMV.LV16"-2!2A.*?=-,^701P"8&\$'&U1|Z|H M:-U82,&BP6__?O? 4#5 00WWO|=8&C|6CB| MN8.G9^YU-+0|4-
\$|8\$0Y=B26@*)FW+,ZY|!O,&A"9N) <&O&.) EA-30A.& MS5IE^ ^36;.)6|&\$\$.3&|\$ A4|H3NP29-LC'M
4MN8P13KHPY@RJM.&T4ZL?2?)45M>F_B@|AVY10DA>H?NL+4/L;@?@RDTQ)(%<#BF(!;D
MLWKU89,;#;@FW;^| ^8Q>W>?>|U|?B,3D^C@W8|;LOOEQ"UAAM^R.??;@WROZ M9"
L>C|.%>5;3|W3;(^*)^LWPX;NW?|W'FU&"VAMKBT?GSDZC:PUQ0R3DE13W MA9-T*Z60A>.>#>5|&(C9;H'
M8#I23-/ (!T'"RG|KZO|+7|Q8B9%SFVXV|0|!|@|D4Y; PX.!+- MT3=C;@.>C*F3A|/+%8>59&LP*YTR)
B_F|719\$Y"=\$|X<5-L'" +L8G@VZ|/"(M?2ZYT% T(8)B4.H;X8|^|VWMW3?F=.9EW<'OS8/>6!T2AF1_AO\$#GC6LQ
M^;ZC|3@AQ|Z|NLK)Y7Q.3G|QAC<|HN%|>X9P@US+8=,IR+SR\$0^"VQ|N"<^00U.*F|'E" MR89\$VF4K;@YNJ*2|89-
D#PMP^ESJN4|&WMH"RD" M/>U|X6'SHF"-97U7C&1E|H26@/'-|O<^><92-K1%E8=E GE/Y>.UPT42A|E
MDMR|^L"0.&6W0N&W^WYH3/BA@=SH9%*|P#_<=<^WLH;3=6T_NDL&P(O>XC
MZPOW1"22GP3+RH05A)^IF;KFEWLWQ3AAHVK'|^VV|^V3@U\$30VM5AV>ZZR> M9.G9.IGZS.0R_ID3GC=6C-
*XQL8"%|S|7M"Y9^&2Z&0I9N1H^&|H24J2W-MX^K^N^N/%+6.#29K"CTP<#PK3(5|64W<#2Z4_%X.T:B0RG
L5\$|!|H&:7NU@< M5UJX U"*EIN/9(5#8P;80N-XQ'CS M'L"K%4D6TTOE'SS>+|<4J9;.1^VQ\$C.G%G CR"
|OR'%%\$<7G@B;*;<DC=J M^F&MBNOU0(3H|G.X=;>Q22^=>'30F^Q7/S9*4#*\$63"ZZB| #39J+H|NT|JG&
M3|/"=C;G*)5LCNB|LN*4<#&8WFT>0OZO#6KEGN_&(S05;>8D&1\$DR'1|>#
MK6#|\$3B|)^+|5R\$Z6|7(&=38P0HH5|J(+1)0+|V.P.3)K2^N-(#NKX"?N2*MT^G%L2.2Y.^E:B805Z(O.X|K?5|>*L-
JMC/PC|9^C4B;6&7Z)ME_F*B6%" M;(+&\$#|LR*.4WF=^Y7R2KAMU*VG.#IALAR5CH5H.5\$4.-Q=>>W?H.V1M/_F1
MT|<+2'-KCV&Q|E09X+|C'E-N#^C.|?SXQE5-@;@ZBW|O|'C#H40N#*Z|'M\$|HA#|60B;YP=N/7B;^?
0+MF|B7R|FB|>KSU|X|UZL(P_|N|^#HW;BS;D&?3# MQKZ7F#4'90|XQ|0
M.6+Q|"7;3S|=-.N%)E&JH>;%2|@#&8|8ZIK;"6_#C|+;TPH+?^A_#PSIM
M3FIXW%|0|OVZ659DB7DOK;!!&MZA(8B%)V@G|!|=Y&I%BV|Z_|O(G-|V1+Y9 M4|;/7KA).0HJEB1%LV|P_03#9"#AS
3|!6(6|&#.#1\$YD MN9HS4B>|*|\$Y70/Y0TS5+!K8|/R3RR-.VP\$31&RF8.4=|D(^&)|L9^|EYHS
M;Q9KK'_W78,&P#E2H|0NUDP\$78K|>_*")8=LR' ZVX3<>E7='9S-VFNLG#S M1B|K2=DU\$|G=PEL^YR"Z@|H|Z|C)W-
|C@E00K<'H02JT7'T|5(@OBAE7;<*& M2;%9)(LAN5**6|V/&3=(&&="G;@|NO ?XSCE3953|H M" 0<|@7AMNGA|FS.
|"-41^A#E|X<'<@8.D6X*=XHQ8B08>S"&6U."Q.9.CKF?K<#|H|A<.C^BE;4.\$1R M|700>MN0;|?RICK@UF%|OK|Q?
_!D^?SB@?|=|U|VHN.N^D^#S|J)%|H M|KTQ'_C"(YSMGH Y@;A*B;J(W-(+?#OMNZ(LG-V:)?2.(73TQ47FB2-M
MA|JDP&WMP22M-P|NO\$?Q=6|YB+ZO.0|9Q'JUX'GCL|'\$72+0.9&(dQORVP= M8&JLL=<6HJ<
M@B.FK|;3#2SDOVP|KD%7W2^=H)OSV\$TJZ%(!*.;/5TQ|'20^%VB6?7C_W?O|M9|XMXEL CVG|E|/!-|
(4L|EHM|^X;P=9B&40Z|E\$C0|?A|O&-N@NVV01 M#O:"
>X|T8DS%M|>_2|=@P+ #FU|EJLPN8<\$K^_8<|>RT|8L81^YATE79YX| MLU>.YR|D)|HBI.#|+DF3MB9-
G\$G|AB|7^<^916W.ZCU;*^&)XQY3;=L|&|U" L M =IB#_IERM7Y&34.H>?)T@Z|/LR9@DQ&9=A#O?+N(>>>^K)V"
(B|AYC4>QZL M4'|2D"5*"?=H|/RC""H3V^9|L14L*^O.MV02\$LR|B*.(FK&Y|;."6|3| MV"
F""^9\$UJ/CP&:VP0<'7_BWH9W|J9-TT60)4G9E-GGXRYA3SYQGFZ"?R% M\$ _7A%I%):PM_2J/YC7 W9;.
(GL8/&Z%8\$C'SRU43CM>^ZXMJ|R>:AP;20NS*N M:WT^-8-
TH;_U29|854)AG5.E|FT_|H"?S.KH%;%|07^|H4N&N15^MD M\$#J0CN')TTQKV|FY0L>|RF
U|8Q(6MO.LFC|F|>T"?7@G*QK9E;ZRE4O.J MUF1.+0E Z|!#E>);3)3YA"4X|0U-
ZK+|D1J|09>%F=9!|JA>#)F2=>=J=:PF|X|')ZF'GV M;(4WYK|WNG+2;..AA>@\$40H|<_0652?0>HCC1NB26LIP4H-
I36;"SG#I|WLL MY&L+;B'N;F'X7|Y<(%DA"3S@HU;M0^#80LP8'FM:EWXH#%W1#(<|/#!TH MYH?;6*T#
(BZ3TX(#9W|P;F_>8@6&U=YIG83|B1=H<+0_WD^|T@YP*/J7X MX8_/GF3DUO@N7R@0#90T%>*9?
8&GYA|+G#|U9\$|C5AU(.9|Z&|B|J(VN%OMRD?+W%Q.@.GE|T#OCL.5\$06?ANALY;QPC M&A8URL;B')?"R?/ M;?J
Z;.%V;#8-Y8CC*ESG#N/B'_^/V'^#_B.N7|A|H|2U1\$+ZV MS2I?94|/DYD_3"4KJ^7FC|I|S|Q>.?6R_=<@M*O;-
T|S|@LEQ.V|CB(|D>|M|HY;^H>J<_ZF74| MU42+|TB|Y+39| M|?O N+;|E|K|/KXE;C\$529SKHU/8%<9P*&CO@DN|?
>M)|_I20J3%|!-|I3L#4.EC_XGP5@&B;-IHYD;W"GDN (G2+|I2R|H|Q)+W MD0E.D?>G7*CEXE!@5)*8_Y=;
LJEL+;11.=8*ZL=0J;)&^7F@&E.Z'N0M-M^-(M57&L9BJM!#3UZ|D9|'4Z?CSQ|0%9F9V\$ YXV;B#KK)-(P8;L54|P|I
|C|R MF7>+GZ>83;F.F7C\$)2;C)H|K-^3|7?O>R%VE|+|I3|LDZ|JEX.HMP4H\$W_;"5H>6D<|7WDR\$VMO917VX'1
MO)L=\$62TKMZ";CN|_ACS|Y@ZOXY|4#K|'K%T="^?V#7F.R;88|=N""N TKZ M;I.G71_ZGIR+Z|H27H7|R9N;94L>"D"?
^0\$3+0BGT.\$50?_L%P.Y2K#9(<&|Z+6<#Q6>!O8TM+7_W9Z M7#2=|+FC|Y&4_!&C.W:ED|F
@?|LL>#S2).4L1R|1Z4|H5|K&W|;BH\$+H%O_MHZ8BZ);<29C+BEKQYZGX"*EE ZSN&V.G>&MQ3?@9+T|;V;
L|C@T3GC|MPM62V>|OSH|)%P93Y9+|T;M)M;5L=390G97|H)N)4#84B15W)"*|Q3H4O903Q*
M|O'KTE&W|Y@K+0AC;(EKKP<|J5R8;=+|*?<2-8-#0/K+I%G*H;CQ9|9K<"|&
M.Q<4,>QH4SK7IE0H+>GO#7Q|W3F/GK-PYI87R7_81 |W76<.8AW|N^WG/\$O: M84E#3+6TMSRZC=@3'_!
<.G0B#9P|.9%OG?B#S|% R.G2TOH'; M2_A|O2'|O+8_Y.CH@Q6WEHO|?0)1O#F5-_5_-P 1M?=
MWG).KMMIN4F2+*);-|X|_=-B87A;|S_3.GB+^2;^|<_?2Y8;'+NS|CX@. M"C)H |W390\$HXDQ29T3^\$.EK0\$B)S?N
B<|I|H|PNO2GFW9J|)\$NT.GMBG0|M-(PU5G3A-CG1\$Y.G|!#L@|5;M;|.BCA4N|?-(QA.OY1=4.DA|0<05|?
M;"4|^8@|"J0.-V4.Q906E'|Y9S|+E7|!#%:/R6*NRN*P9HC|SRA*|=Z#;T MNP4+G9N|DES;01^=X3Q2?
P>VXT.Q|BCKW)\$W4KH5;W3&P3L|= #V@|F|!#.#RDW=,S6@4IW/;"G M0IQZH^OLC)4RI.-<%"8,.1
2|".V=|A9&Q0>H(KT@A.N?R|H_Y>|3GTJC>
M(*)WKB1|O.CP48L|&2W2_YN|H|&3S0|U^D^KV|;FR|HPU*;HS(3;-K;KK7 M>|U|KU
8X*|O@P%\$5;|R=BG4S|1%\$;O*1)|@K 1/KR1S^|X(YU|MV;T|H.P MKK0.-5#Z)OPGXN|G*25
6HDZ)K;=3CYS|H'&V4K1W1|6 MW;SL|;&5)|A|/5?7TTF)EG'T?7N+Y+|#_I?=?9;NWZ6|XE;EKQ4|'R*2LP MC#_R'-
)JO^.|KQ/?00W"N\$=^<@Y_<^V8|;\$/D5ECOJ91-89 MW-NO%VCFC350OX*Q<|/# M|OHB0A30|TGS1PYRLIP-
Y;S|NYD)|HBU4WWH|&0L1Z+U;J6VZY&?(L V=Y.NT MMDY7|3O?7H+KN|IN_FV9OY5#|C""A
MT0FSF4<.#&W|NU" S=V"0+7 MLR1|H#&JU1W|*9;<\$*E<9J@(.=2U/Y7PS\$D3|B3|K(5>|!|".2U%&7C53|09 M-).*
\$LU=|^G.E_#5IRAN8_G4RX8A|(?74W#EL='>'.RR3J*V9;4.9|0^ M7@?W_G.GB|&VI(T8?B7W|D.X>L*QT7|KIS/ZL-
G01E4\$5|Y|2FF&U M^*Q|RI_Z;E^?7)3= YK#*(JNR.VE;SX#27?2UU4"DQ=>E?#8BG|78
ME5<|60KP._G|SVZ(3|HE.W7L@4THH1^T0S3VC'D\$C\$S|KLO^|D(T5WQ\$MP?=>*|.W\$;1G\$N^J9;2|!)NYG;*"
T2X_#SB"&BLY>.>"F^VY(U2VOY(R99-?J|M6-MOX5/3*@B>F(CAX|X+/B2E-@#%|8*)0&L0<|VCC.%F6@&|4E|F|J.3
\$AUEL M*^4I'F%<<.HDK0SN/#^%08@D2ZW|XY8GH('R%6|Y|/DC87@1=@W*/<)/&H8\$0V0W;V;MK98T MR-
(M.M6D6DX|5|JUI#;S12Y.O?H-B|H|D?|H;XH M|L_D|Z%D-QR-3EK5|@N24ZZTVH\$|X61%-
R6|G|YOA>>N4/WGD|H|CQ<^4&\$ MSM0HG>4^X3CH2)(V|QAE9F=&9_KGSH>Z+GT;3|G<);(T|D;T|O|E;ZM^9<
M""VZV;|N8_-G?7PUVA?W<|YE.FNG\$%)ULKO@S=CWVQYVJ*^B M*#\$@|H|HDR^|H8#"0'_QA+
|HN1QR3J*_-766^&_9R99GR\$77?2|QTT2)+3"0 MEM+|R20;(1^EM M7;|4'P0^%F|L|O&84#6F|FA^4">=P(V|&(AT
ASRF2\$| M6FZ7AOVDRB)|0&PE\$1L.DIG8_G|D6-1.&Y4Q|A.B231F+0AE8NPG##|5;2 ME|4|8Q%Q;=Y|)
:8802#28YG6MCH|T%K")E1MD\$QO!MAA|=M|^!^0|&)|44 M#BU1L#2IYZG E"PZ)7\$MXDBC;#|H|5-|T4M|HUPIK
M8QD&=..W:SA&(D)|OM|H8"=|YC-9Q|/>0+6.>S6'H#%8A|8|W&0@R? M<+|&MPE.Y+;?N;S8Q-
0#721/?T|D^#4C|ED|\$|J|Z) TB3B.Z#JCM*_-M#85GG|VLG3BC?
2\$^W)D4A#KK;V7B;81K5Q;|7G;BI=LUH2_=J5/O3-&5| MR6@M|HY2K<5")LV=VEG|BP97U"PC@VU
"KR(TO;\$|U7XT|7M2??+%*GL)Q=R M4?SDA\$Q2_TT8P|2LDH@;W|_MZ;\$7(N|V|O;G|P@3|3A>Z|H4|."""? M3|YK8|3.

:KWA/TL.W"AK*LGMVR"W8S^6"/R"U\$.6B'F/4.12%<5TM?WD\H MHR#-YD",11KQ_6%(KA_-)
)D.E\$SRZE/AM>0"5<="*#^SHXUH,##VP0AB6R M1A\F4DF*N0GUP0VF_7&BSJN\$8(QX8BK8XP3D00<1@+
#V_LEE*W"60\+!_!M4VL;@JSA!_?^E86^&.T#W5*S18VQA6R-1:HY)MMCv"!Z%!"5_1E6QsOT?
M33&O&F+WQ9U=7!2.9.P)SX+@LE*8U.YYA1AD>0?%.#JPEZ*KE85_0 M9K;E-FKCX"T;A9@4\$!&J@W&;
Z""@:0_L_ ^/V#^_B?6=A0-TL=8W@X<1 M"5>>^N%AS>68W_BG=TTV1KHL#_!+&(L&6*
MCA;)218P*H:P8\LP+3>\$=!0A2@Q)!;!IN*!_!U9/GH_PV\BTIP2<"679S M2XMC\8;\$\NS:9==@7V.L&ON7C0S*AP=
!6Y4U4CG\$5/W#LJC6\O>P/2N.KN M^)QNF*;/#_=U.TQA@C@47OTXLGE5"U&Z\$S#Y90P&83*ZLS)0T6RR-
YH!"!^_SA"V2 L%N>! M;3ZYQW\$>6(D\O!>CD\IVVGP.SH3@O\#X+;GVXB9\!E)9\$?^J3(>1&6_3_Y5L
MEC1C>NW.DYPMRQ%J08^IQ MA8_10.X&.5CQ)X%<.:W=Q_-UXL/IX!>^_#?W^X",+9QC;@_D3HOA!_!H0%
MJ'K&R(R.2S_1;K\$T3W\2O1"/YZB/XM&K0\$_(#11_4QH=-W.XQBWK*K+BK MOZ)1=K_#?L&_-%;=DS=J\$A(4VP"?5
RPZR6;Q'_"#V&5+P(GJ.KI> MD,LX&@9@X_8";YRZ3GJOU\$A);OW2=Y+D3SBU7Y3"<;[K=9TI+*;BJ8Y\H
M\4S66YK03\FZ09T@Y*9BC8H\SLU>F(G;[KB^TC%(SBY)K_-XK M;O*EB@N\3GPI*QBU\F%DH?
X&8X#7JNB5_E2EGAG(I(8+&+81NHHBZ.S.=?UG M_-O!_TRL=X3@ (CR;KA@_JC&6M_8\2+5+JG201F;E" X)K,ZFAF-0I
D>'TW M&!Z!_>H&L;R5A_KDA"?4M#)_UK\U;=/'OV)8V4\XV?;?%41NWWAK3=1 M^@_!WE+U\$!
<*PT\F32+*B(XQP^7= !EC\UP;V\=F3=#WM;FY.B#*B:L0;M3=, MW HF\A7<8
K\Y+W_*5=S\Z8;?/ M_YX&/\$0C\YMLQ"61*08M\6VR%?2"E#WAWZY<3_, M*(?T.(?UX^B7D";NEQ!@6E_R;
MXIR&79QE#R!_5SP_*\$#DB3GB?I_H-6TB9<8%0A!H(Z\$#)_VO@V4VIB^C! MF6J/Q0.A6XSQJF=?
U3AD\H>F/@02XQ&5+ QM70SNQA_C\H@D?7UDK\$6H'7KC MF;L.V\7KM("2&HLR5QH"#_<
7"JU2>Y9HJ(8BL)8=09N\$Y\H;7BG/KAH\$!X+6RE.Q3K@J&FF\IP.K425R_U.8_18_5K) MNH/W_U#
(G;IKNY\H"2>S6IQS\$HIG^J_YC\T\$!A/E.SC>KA>Q_IV&3(UG M;UC\4W<=4>*^&Q+>TSEW0J^C;K\N!_!^<L
(HOX_!V3DOM21\X)+8W'+@% MG3>4GOH3CS"R\2;PGOR;V\?;SR&F?1!_!YA\$!_!>@@S81XR@/GR4*(\OSD1Z<!=!X\I
ME")GX4_<28(OEHQ4SB"4N(888R=I)-V.YT?P MG>HILT*V%'W58D03*+=HOXV@5S4EY+YFJ_5C""Y+V3/F8
M##.AFBMLUP\$PY\Z;RK;IAH)+*Q1)85;X@&ZC.BEQ#E_-\$_V> M(G;D\Y\$;H9\IOBNH,T6>Q?
2);T!@D'8S.H0GM&J\IGEBETGQ>I@5<_9%2#X M2@A2@W)0<_X?>^_6W3B.HO^%:
!9L^N6LO9G9E=7=T\Y^P'^9;E'F=*8RMK M5L\!S*)%2&(71*DRK;ZUQ\;\$;@1)@*1\$SH0L/U1E\!T"\$8%;("Y?+_X\5C@5
MG8+2Q+-(?*=)\$SKB?%-1Z-E+EA V+M4S0\XLA('K9?W*Y%0+=T>/?*V\!U0OP4C""K_.E87LPFYR^50ZA/KJ%9Y'CK
M+/PIHB\>2\380_RHX5E>*_."?=@F=9TBD08\2D^_!J8_B0%;F7T^0E/6JOK5X\$8;I&@_-*JL\$K5\$G_C\I
MIST""12Z%X15>+5B=;%X0\$%Y!<+WOMN-8EJ\;H\CF+MDA\F.XTD7(%M&6F5_M\W<@H\!E2TP06.D;5D_%VN;
!KT_4BZ=>I;_>\$@^X3+Y2N.EN550962'- M%(FAA)P996-7WD\I8@P\$;I_-RH@JPD5K.X>BN.MR*.;?
WS)"2+>DO^PDQKY)D/1@L?<"LFJU5";8NR4>=4!QH7\I.1(=J2\>IM>=+; M5@Y.*RN(X?_6;T8P6)\$)39)@@WJR0YG(-
RO(1(Z;9IW9\06ZE+4.2/76,"^!_&V3 M_-@MN#Q^AN&M3Z8+H*)O8R)QISFTKCEURTG4ZTZ6@L=H_-/
DL4AV**C6^#HV MP((5?>5VEK\BJU!C%GJV6&T-HA\I Z(L@%;=32\O\N_F=S>AWN3;M?
I^=I.E4^#17N6.Y2FE5%/#P<_!+8NMRT\5+(I&7\+,<"IKG(Z_T.7./7 M"/O-H.?+TF\IG)#%
<%A9#HH6D.@Y90H2_51\HH6.D.BG)#^!2\O)A5(=-F)?A0!&Y'HJXOQ0K\+VCJ=A+0;^CV7H8)D?L_=GZ2
ML7\QGS\^_@T8_FA65Q\K"<3DJV3>+=YI_2@_V_X(C)+SIYZ6*!MHQ.I08I
M)3O(385A\K\12LL(@\EUW;R\J<"^&_2\!\$80\78S\;7RBH_MXYO07"M(8@O:>B<.PF=A#;("IU'<8;_S2
9\+J+;VYU40X6QS)B\OCG5NL MDQ/%T8?IAU6.^Z+G^A"HR0#C_D2MD\)%%<92HS?FE>+97GL>3(*!EW,#'
M%P9W\$3_Z-WT5_9%70"_6QIF @*;;3L(E%A%M)?U64GL\LK44^AR0SV3&8A M09_(0C\$^21%(<*2A\@Y,19P1;.!""=
)KBZJFH@Q&M7U?!\BY!;09;H+KNG M%+%DC\$LK65+I<<"G2\TR(3S8
NDP5#UXB8A62T8+1RH6X<6070WP%F\!H'5M_-#Q DP(YT.MBP6K_&>V\J8JRZF+F1>[45R#B]\@EJOQQ\%S-?
KCM9R<#*4X^(\$C>_(!WE3_MJ=7H3=OJ&BWXXOI\$=I4?K(6B?!\SHJ?9XWM_XON08?0GPDEVX\$RYSI8V9);QKCA M
\$Q\I,8\GFR34(Ac9"2GCZ)@OD+2CWC^%K=XW_X^!^_C_>X 8L.2U./MZ,>RA_/G6&I3%(8?);@G0\@4@
C*@QF;TR)\!K(C) "6T#=-+W=I&\$*4@BAI M=9OI<@;@XWP\T\2R;F'E6K*%EU*E.T-!A6UMKF\3V_Q=1W@H*^&./;
(&N\JW> MKX_?K<)BN2V; E; &NV1T29"=;I_R9Z_*UUZY5A)-_KJC9G\PI\$&W MJ??P(C'.1E6?_ ^ZRW8^GJP21F)?
\$";L\$71\$BPX_6*H\H\YDPWAR\$!_M=*KHAOOGW)\U;RO5_&H"&.PMQ2U\!M6BI^Q;#?1 MBL\$M5AV_?
QI<9>B1\IN>W_Y(Q^I%IR_>9_#Y\I;E\$0^F#2B./PR#W9_3#D M75*C\>_T% C 1>HG;.25V#K>>V"BGZU0GPP*
BJA7H\$1YAVGG8CEYQXKZ<4K; MX\H^+F6J T7PC5XJE\X^L49BEIE?NH6RDZY06;-!EKKNQ?^L\I_L
I8WR\KPA>DNHJFYFC5*!9MIY?;NN@Z\DI\F4HS^_K MMS;@Z_\$"SDWGE_.;3YW8R(W MF>WZ7\IEK\+GLJQEO
12FW?+8XWB.1F.P@V(<+W@_-T_!^2<*6^H0_M+?_<@0VX*2V(1R6R_"J9\ OV29;Z\6J\HHE6\$@38_(093UUQF(1,?
N0PS4H M45"7=H195R\6NY\F@C\4Y\$#&SFP=B16_-E;/9?Z=U8V4\9SX??;J+9D8JR(;=R4"GR".60&W)NW\!T)
#V4RG1*WR2\$)\$!>I>I^S(?IDIK4_@3BFQ_MER>P#P>V)D1U @_EK/2U\%V6\$ MA^Z=JXK,Y&P?
D^\$55SA89+S8.GUTOLS95\<6(6K&L;!W6E_AZ@B&83IO)? M?I7-G>;#4!T\$NV>F_5IL@M_J:B\P')YTKHE"2(ET'4:
5&LA?XFL_L%)_MIS%A%X4JW2FQ4J^@H_+@SOSRTI1R+;E/^K11W!_DJHK9G%(7<0\N;IY M7:S!<@M9E-
T0VEA_GNAPT\33OCC_8Q!;?;Q*<9NF2VH\$!A\XPS"@A\$GY9%G
M.NIMV7JB1)KXY_XKMY"E=ZSDG'!=9!NF03J@-3PR.V-PIN%AN<4;UA47\7I M18X%3GV<20X)'_\$_"\$'=D)7)JA?
DL*&9RX'B=9C03?;7;4D;36H9)5J\$HE MKF9)0M5)MH=(&K@YP?F\0H7\6KS&GPVA?
#\$J1L)M\$!0*#!1"!DN\$KL@T4"M^J8+0_6_.L+NM1/,*M_#3-X_X\484C25+M)P(A\!PE39*L;C"1JCH5_%-ZNH
G)H\!QAI\ZIFUCF3D"?222F_2\$-075@ MKHO_1%J329Z0M0!2X7H+P%?_=8/D\X(Q;+S#S\Kw5M\!Q1GW5N2;QG&_!
M\2;><IUS+V5V);.82IL('Y!MZ=0,+370JN5\RVJTDX-J?+
M\RFB1O%.2=6B8P_3^@;)=/TA7G\8D7_XU\$UQ4KSA.ENTTPOO0?_%P5BTY^%O MY>V655J\RI/I^A;'+W?1,DXV3-
/KH4RS.H07A.D^QRED^!+=5FQV288D^I8< M\H.E&>L89=6EH7^/64 BP^>S3OQ;F;A)T*_J@KH2LSQ;BT9
M%OMB2@UH9%V<".6X<28L;F'= 0 MYC1TH+I\N*Y-I&V76'D_M'4OWI8B;Y-<8\!JCW3R3\;>((WIF79X
M(ASP&5&+0UUXK\$.FHPV_P(1)\O1#(FV1"VE\H>_A\$1Q3\;K_7&)IX6I)"U8
MGNR50B"-37X\;29Q_W_64FI%X;1KQ/Z\BT3P51X0-(D":AJ7CP(6?G4\TB;K MU?;#&/_
'L&F;8KZ843Y_CTRLO*ELB\$5;^T*\$(5\$P_*E/=9N@K1J25G9>6?2 MP@@0MQ;
ID2*&;RCKH7C3;1CYT8*>8@KC_A)*A10#^V0@L27UN")J^D4+)91 M=9WH!
<87C".XOJO_"39@|\LN%MZ9QWW,>^#NVSIONJK-IDLN69GOW8BGD^/M"+2U)&I83GZZIO5_
A1<I^K^GD)(/*7+)PPBZR\+GSVPAV&K7O;/DXX(\89?2 M4*=?>6(+&E?#G>ZC..<9VKRF;D\?
Q<IRX&B36>LN0*U4\<13\3L/QZ\I;98;AY\4.1CZEKNWL@M4C_VXH^3YTY/G&UH?(2
MP\$.9BM,7E\UOGJ6\!T.LC\9K1+Z^KZ+LB0D_-B"FF.DC'W7Y_K6BUJ0@)S&
M8DQ/#FHI3.MDQ@A.6N!"+=V>)>D526B904(XYPH0&6&15!+W^+DJHNR10*
MCWZ#^EWI8">@%V\!O66\B/7M\$5Q<#0W;TQ(I_YXT)\.02@1U\=S JN M14^L%.UE.GZ&?I2JD#\$/%\$
NO;9KMK=Z5\!!F'N+DNP_(I\!W">#IH@ M_PLE\2P.HVS^\$M\!1C.#V6_00\FY"N@SH_AJU(@N)=3\;CPMD-&+?>I
#_.MC!(G.D1)*=8"SNL>ZE2/GC8LV@D>?%E0^5\$AZ?84+<4WIO+22\!T\&"0_7H M0M%I*P?
>2/(J5Q7_WP7Q0!GO;I7Q(8N+*^9-IH(Z\KDV0\QA3R(%?;?<%^CQ)D-SI-BK^>/M;F;2IN1@.)MJ_BMM"!#C^0;_\$_D
M\975*!B\O4C&W(%%;G2B5\887GW\$<3(Q+?8>Z@H8*;KOIY\$EZ;"N5(H^2Y/TW\$.51J@8_:D>5(2Z+I+
(SS2)+U;EYXIOOZ-M MR=SD^BLUJ8HT=CD;ISM-B\!(%JZ4)/#)4<-!<:%T32G_FC M\4JUH?";8#
(62IYYN#NYVS.6P3HX\$UWQ9;YJIKHS.V6;<L.Q*DI?G_71#3 M5V0L&6Y\A);_S_)IG-

">0IQR(2JRWZFFZIXK**0%~WL=%G"16ZD2H5IVU0 M@^*WW_H*":!
[GPBDIXM2<1'KU+CW1REP44\$S)VQ@QL:2=SRL MPI(G/K/Y&FP/S/?"1Q'S7S(S?#\$#I UJ%8...LJZXWCRL-.IP<%SO/CC
8Q#/'M8'H2<~'V3Q_G!5V&1%:QP=SY)'85@9J(H)=#2W.#C)W/P(4_*H(HE'DL>Y;'MAW4*W6!=<_37^
F*UXY(6)X+B(BG1^~'Q50>F85%[GD8+1*Z;BIZT&?RTIX MI?~H_6YPF6(@A!0#PI:FK?
L_/KK)2X_2_1-7EDH6)Y:RF9HW0_*T MJ#LBGNK=EXP5BTP_9&.%8#6#C7=J9UW=P%FXH2ZB&\$J@ACY^E%
I@Z7+R@%: MEA4G1-W,LLXK38Y&#FP^G.)UI@!=7B*!#9TS&\$MGP,+0#Q^).-R&.^QQ^@^ ME,?
&.F6^~Z_88V;=GN6I;(:@2M/EGIV*M%)E%PN3#NR8ZJA/>Y%IOD>A.!!X M1XMFS5_B#ZO(YE>4K6-
KEB7EFFZY&1'AD1 LZC/8#?;/SIYIU_3ZEJ7%7VWK_O3 MX "7B.>164/=S:6-(O1#VGNB7!ZJ.\$O":!%NB9X%2U!-
@*96#2K+K<309+Z M'PNIZQ>:~'J^K88.#6<_#2^OSRIL_2B83/!DNKE\$G9,P(-TC2&8J(H@&A
MYA4EBS!%JK).#UIZH%,O9*>H-)Y%JU8KJY9)O'&^AL8<#J+RGNJA.+IE("W
M)B!;E@U.%QQ/#JZ^J:ASSJ2HR9N44>FEKUMJ2BXXT::EI2G+JEA MC0"5A(O1'L1L1V5J:J&32
M4>5B)5O(\$S+KTV1R^H4N0=O4UBLAIA/@S^OA_5U_490WX/<< IDAQ+VR2D M%1_H%:OD8!/HBD-
@!;/IA<> \$ER=J.QJ3.J*AL8^<0H)JLT8%"+7!P6.4V MI5" _D_ @ES?/W=C&Q WX,ZGK#_HC@+
M%XB7TB&_L!\$Z.>7KPI7%UZXL/R_ J9D^CNH+P*_ @EHI@+8TG\$Y7@4^XBI;D MN7N/GA^U-W%2/OQ/IT017S+J%_K-
+CS-C+>:~>CL5)(@IQ*\$C&!2!""GQ_M*)V1^ZN7-%X!:@%V*1IH_4)R8!OO\$H@E7RXT_?
I6LJ8.6K%*=JW'51W%O*!Z6"\$4"D@H0B@8>X6G4_74J^+@IDIWP_/KO/O8.^5_YO M_.2GC\$T>&TOG8<4LB'
I?~8V0#;AYZ+^1X2WQ.%.!L"\$DI-0N^2SPC+O;_M%O@_5#\$N#G&2K.\$FKJ2=SDZEE#C'RN1+C_N%YO&5'_F!?'
QVNP@QB89-GHJ61 MN!CP>X!;0%C"Y1#WXLCL"\$#;!J'(\$5F,I2':8QWIS%'OGL'43N40Q8%ICM M'Z)5,N*!8\$>!--
/^ZBVAE@9I4"UI_*/=2IGH*W8_1Y&4+=+M8BW_IL?ED2I_#B M NGIVRT.%VR8)W_O&W3T5S_^^T2C0#
I_SINO0T(IBQQ)P2BWYTV7A":YY* M)21B%1EYI_2ES!_14Z@+! H>R3OY%. UYMFUR M)E.YB%KN>'
M3JDDQFKHE'-2^WU_WB(IOMO_OC^T_#_HTQQ=PTIA5S6*VBR4?AA/XE#.*^<^<.,>C7 MQ)(E/-
^^>2LC+3,>EYS!>!/1\$N9RW/P5C#5V%F_6_XQ@_292IWK^N<|W<* ME_.RT8-79JRN5!>;^A!CS,OZ=EG0#
<&DX%AGZ;?08AO@9#TD'-VBSC%+T!(E M"?=B!_G7)7L>#;&K7IYPF2W;N%WT*&693W&T@HLU?
_SU!'FIO)BP*KVGPPLN ML!%P9M3WL8VKKE>>2E<=XPU+BW0BNO_LIHM1_&1#S!G/=0B@,|XX|MERL4U
MD)ODXO.!O'RIF0HKJP<#;DYOUSA(O,R*X++D0+ M_26*=8JCI'.3R-LDWD69"?
O:.08W<6@321H312*!DQKR= '\$F/I%=10-ET> M'SU8)H&\$#I:1:3)XXK0\$)-92-183/J
H86CBDY;V;8B037E!;00JZQ& M.&#(SSY!AB2W^4L/(6@A2O_0_ X'3ZJG'0'P>EP*_F\$1!A0=*2WTBCX2/ MO7E=K\$)?
2!2N5DNT=%6-QB6+!L:ASD?_4*-[6%P.I0^FQB|H4|SV5A#N_M>4>(V)T(-1/C&UBL78" "\$MY06>!%LQ&.75T61H-
/CIL'%7I_7UUO_0 M/*.(BY&/! SBG:(1Q5W#;_C!0-&0+6R\$?A+!)1Q%QQ@-V_7/IWBC=ERSD<_LJBPI%-
)>R>@ (YW12X+^~1R.;B5|EB|.OT@ID4R#6_)//O33".7VCH+R3V!-"!^Q@0 MI*^L1L0-(8PBA!H3AC^H065
:G"OLSHL;&-1L9+@1_E+L&N5FDRM_0TI<&* MBOS(00:&&>V=24515Q5N%?.YI_S\$>"MFDQ5GFI+AT%KHR70A^IG@
T)KH^_M66.R((6).O.D?=&[O8M%X*/S?-QN3W)MLY!#%TE7A^A"5=7#NPO_+TA7=E0-=^8'36%38)/>!TA
M(P/*C&UF@^MERWK9((+LOJ?JL%CT7OB3>_04GOU?F#_L_BAF|3X4L^~%LQ9 M.B+D?F##@|K9B3&YO0J VW1/@
I<9X#E5/JP/R0#?!N'OFU>0Z)V\$*)7(-/U MNHV3W0A1!LDHJ;SH=1_2S(2!X;Y<5K-DV)>9E2-(#(BYPNST)FM0<87
M3+^0B>?OL\$;3GP0!>P.QY10KH\$4|LCL31X28_A M^").*_1)J4)4QG8=%FN%B_1.5FY>0#_JKO@ (P^/9'T5)JL8-@ZY
ML+FWO(JS+Q3%C2,0YHX_#%O)...>\$:7_PC_1:F(1AF@GN40+\$OO)Q=,FIJ ML/D@8V)D6AEU"TL%
TLEAB3|@N|O"%|G-B*8#5^6JHYE-!%)_!^D@M;2X MP1E|THOBH1P62@E>>-(6!.-<>'(D+Q_JI/DN:L:\$^3!-=12EM
#_M0L+?%)= M!3(A"LV<_T/GL,T3GH)X:6=>DJOPSYA^N&!K!0*[78BJOOAH5!)K!S(+?N
MW^!J"|@RD/&\$O8520_Y3L6MK@=4I,87'Y4=>Q=0_WT=(R^3Q!6;^Z#;10@_B
MG5CP\$#)3SOY_KKYU>FRNR>/2/1*Y,*!N?LV&3|>+!"I.8=R;636P(5,D76A
MJF^LVY@&\$KA2587CG4ZN/8X((.XR!L=PE/ZN^"EK5F1ROS6PQ^E7.&7I@=P_MZ>|Z&17Y<2IB^?.L"-
+UJ;"\$1^5&K;EO*,L!A.H.T?16V*E3"R/2*28\$=W>_M--*07>+F7.#?
*S|2Y#)CB9C;X'3.PWP6E##HX<7YP/H\$%KYLGAZ+(W4J) M85X_QOHY<_J/F8W! M_5&NU@BGR+^+&D'R/Z%
I"V/VJHG/G/WJ/*O1(-^/10J3G_Y<^>GOR3JO5)ZT6N&HH!L2_*P1R_TSR5-M80!PI01*16%-03LI?
7TX'4(^_TI\$^;N/WB;\$&X8|OM_G(#X4\$3!*XKFA33S_MGI"7IA9KIVF7AG1T(N#!HR7B:4X+|!">V;T'*,H<>B3O+
+G*?"%?+G_M1?)M5:/40I5GFIW'NO/UL4SH1@6*+@/GWKR9XH>/0Q=#NO_MI(%ZX7405-.NI.CL/5!?'
T"LE"W>7TP<+E3Y*~9.Z/-14:NOEV!8GL=_XJSQ_M%:>!+*\$5&0TYM?=#USU.DTQ_7U!A2KOM^MPX>-.4.IJ1X.#D8.?
X9J?1:=A_M2H8\$A-%;I-NH=B!2X_U24%3/=KK"3""Q^)!#IA(WU1=;.@5J\$7:XX5WEZ8!_M%#@R%/?
\$ZM8^ICY2:=2LTNT"B.J.KST,>C8)/E312TY/&&2=,AT"/BX_L/X%&E+FZ;M+>2O^F>1 M_NCCA7A=AL
(#U_NLB.^!Y<+~%%(WH_H);#N8<(R&NXB!M75+!T)Z /X MQ5K)>UC\$>?*"00NL-&>*(@ESA#NH4*G\$G;Z@7?
ML;Y/B"&<|^+Q7KTB,Y8*_M_3*5;DR0_ZY|296|N!W=5W891F%|!;4^8<0#-G.XTD&@IC^_MZ7>-U4HOS_M?
>Q'<\$IS3)YHE0."7^Z+1<"Z&G<5G';:=EV;.&(MAY9,OW,PUNR2?YN3Q;_MV(%V=A6GV5=\$E...ZN
#VNX@|3M%+.4!SFT5X6S5RYKO>"OPP+|F(0B62>_MZ_|JZ?(L;Q56=>EJZ'H'W*(B0S8\$&-
+E;Z@F"JAY2H.NJ&F@2L_.O*(@)UQ_MAI>GYRK|58;WQ@M.>SCOVWTVQ*3D'5E+?|XF+!%G'ZQ"PA,"5WOW4JYYOI+%
M>(^MSY_S%=:LJ(X.GG.9YX0CI2@_)%.BQ_47Q.57-8^>>G-R.;2@;U8J>AG7JD_M5TIT;2XU_1S?
#9/FPEU'S).P&SK|HR<)T0%1T/KOXX6/9^LXZJ&^&_W+ MHYU92(O2CFV371=941%!1^BI*/R>#DQIEJX|I75P!?'
UX??\$=HT_7!TF\$H_MSASCUHP;EZ-LC (A0I4@|SZX,TK*SO&:LU_*C"10;?+Y4-Z=?
R7G6QJ@&T*DL|L(KN7?TIQKG>R60GAGZLY|4EAX;?Z(Z(OWO)W@X\$SNR^%
M|FSA&F|9)ID9RO7<+H@/7J/^@1A%0VREP>>%|_OGB||?+S|_13/+ M#OWIXL|_8Z<|H_-#WB(8H"JJ"
(^_LZ3QKMA(\$V%|QWU*EG24IB2-8P3395PE"!#S(XA4(G#@MJ*5(0IR+P_M2=\$;R|V29G;J'1LQ5K6-U_X9'X*I>'
OF@-8I2Z0<R+!L.\$A*F+K15W;VD7(&DI
@32!PCQ!F0K5ZC%H;TF)HH13)4EPW1"KT4EDV!+JOMX?!AHUK*%ZG7_U7^G8ARN0! MXAC90&Y'5DL:@L:@D>[94Y
JYV(\$CPYQ@EOJ_M=,!_DK6|G(-HYQ7FU83^C*%(0UQXIX|&C.RCOE!4%.@9.R#<@:.\$Q3!#7PP_M>>KQ+ _LMDT_IL-
R!#K5+@F_HLPX%*LR|/'\$%N5<>3H#+^|J0P)_L934^ ME8!7 M.VYHLB2;JS@B5T9*V:7;ZAJE"W*A=04QR?
N%);X'5RAIGQ)?>#R6N'XAQYDN MOZ@%8L^F1D&EB/Z+!)\$13RR3V_P|VEBZ_X/C)Q^1>?D:8
M5TNC^#P^SDJ2J8D"D2R(V16_FZ /\$5"&;HT>4I/G/?\$+Y,510H_MUX3_#PFOYT9!>?>7Q5T0JU1F(ON<\$21ZCR;-
\$0<\$E>CPS_MNCQ&F"?*XS'2SD":1:5YT!7*X>.'AP5HA)E+&W#F>&TC)"E2G69Q_IG\$%W4
M8VVDK4)4JH93\$ISPZVGG+3E4Z&_#ZT@,+6:\$") (LT /NJ%Z!6\$0WL;IDIH_M0&S!Z6C%K-!V,*NA6Z&M?_1LA;F#R)>|
(#9+4C6A>ZD)Q#H3QJO0H+T!F_MJN3;BGW+W<84\$;!S0!/"57BC5|XU<%D3-CY_*O>6H4I%Y
M2ZYK;M'T_(R<%REV=XFW&Q00\$?H\$27/Y_E@>"AA""X0136QRH" SA!5=#H!2L^_M0H\$%*1ZGA2|CW8-
(T@_VCIPB_MIA>U6HVV"/J/F!2D?AOGC\$5Z%0_POZW#E
M;T.BXJB^#*LRZXJ;RN"J07*@>"5&K;WD4TRI&\$ARTY!+/_M9S%S(4L(B3EZS2D)2?+;L4(7;KQXZ2F
E&J1W3#R)"G03!+C"6HN5"-_YJCR M@#"/4E!1GS>*)_M*9@QI@FC(4EJ\$6_(W=IA2UIA;LU8OI\$&IX%).K)(R@ZC;
M2W17?XK0-W_3&L^X&TDA_X5'K&?5M'28T_WQ@+@WV(FF+)9^POL.H." MQG++=,=%^_Z'4O'C-
9L.O0^&%L!:>0|1052>+#. "'ZXL^A&_H2/L=Z>)>| M!0V'.5&XGYEW(2_Y/J/9,4TGUYI@>';@N"D%V-
_S!D1R|_11*5=TI\$/'_M'Z#L*NOH% C"3=S8<1)"ZNH53L)GBG!0_9R!)X2H=K&\$);OTH(I#OR#F
MRE'9\$BVZ|42_OZ>9#1%4R9_V21'6+ #X_"&8L);0VCP_X7!|AZ^SE2=7IO-8 MV"+1_Y3E".3S&.#09DG!_8HN-Q_3!?'
(#/E)P#X0H/Z^C_A*_3:S(1%&DL_MR.37!;.%8/-M.75PM/4_C<|A|*,7RVQ^7Q(CN_9!8EBK3_E,312OY"2"/^F M(2I^</p></div>

\$8;K;H".7CA(U\$3I MP4\^!/+ JAAJL_+SY\JK>QMHD.:C>VZQIRW9/K>KB:Y/BB/OK%&M@YPST?&% M@ "TEH%/UQ*/-
" W2@^P.W1QXCA.?<@U\$44X82^-0-D#;.10 LB\BIYPXY\&KVS3CSPJ\$ "XR\D+V:1-TI2L_N)X5" 4UDYV/M;^<-
D#M\$XTA A(V6ZOD_X '11TNY4*Ts>/6.Q%MAP+!7M\J\$-1="9%6NU5+4.)51LC\IE3O%G:J\9J0-@*M.B)D4)AEKQ+
M;CFDNL/1%Q*W3Z;2M1:MMN>/XS933TXD6H\3T)VV=(2G;DYW3A4XR M;"/>ROL%\$RU5E@ O(B;*-
XUSSNLW.AJF>4;5Y)33MWU;#0FW6KJ\&1>P\$ M;.*XES%BELU+Z+12V\0^G2ENFI!-*XU+I2 ^5DY0\$P\$.^XGEVU;
(G%+^"R ML?(NHH11%"@UL2\$3&9ZD.7IS_KM.Y\BP<* ^\$/TPO/9V#12-(S\$W7%;2Z;PZQEKG8+G-2J8#;2P-
K@-09\W\!BNZ4USJ !^OP%?%Z MYE-5^5E>P+BZ8<_L5>KFZ>;PPA*38B->^FE(WN#\JB#GW"S&X6+/_M^+ID%'
M@*TX(Z2(57R;;.\$21WGW%QIKVOMQ_N>H*H9BUYZQJY\Z4)4?/!"HFJXX7'22 MVLW#=#&A(U>I%;)651% ^\W-
>K\$JSPYL)H8MCPN_S"FPHVNCW@N"Y+Y4#V
MIHJ\#;\$@+O(V6AT7Y;G:N9QA\8'+2^1!S1VPA5DQBG;FHH/:Z6H6%>ZJRD' MM7-AO2\C/_SE.?VUW-DMRMB5-=S(T?
#WFDCM81>(*\$0\;HF10R8F_146)"7 MKNB.WZ5Y;89\GP*)LO-*T2.KQ#Y)S@WH>PMQ(&E7_U7BGCA9Q1&D\6HJ5I'
M\&1:20E'=-\&1&+424VC J3EXON"@.#.9;/_D:IX2SA/C9SIDY=Z:7/M8
LOWGO9&HEIEBN\J% 1*EM3;S67D%PV_V0FG)(7&1_?O 8<> M\@ ^\5A/N*5J'7UP4
L&X43%GGP/0H@!"O&*+)*D'4ZP90=AVY\$E=B\$&/L M)P 8^QO*6'
P3^2CKW7FWY#A\$D3#17M:'7=8BW"OW/-5R1%C;.<>Z5D\$9\F^ M/>C\M%&KH+;YKZ49W5%6>
<#W\$F+0B+9A\$;F^XJYCL\MIPIH'HG)G@GOTS7(Q M.37S0YRJ;.^H EF>H.*M.A;G.F.&(YMN;H7F^S\"-
K46PM>Z(G+G?A/BH'2 M&7NGI\0.;DDIH\J\V\&Y/EU>0\>%/0>(8B1&M74RIU?JKPD1J2UEECD
MT;082V9Z=K4A"OPNA<;B9J+6\$WU5/(EHM*TR\."*2FX.X9FXK*XHV:(*O.KE MGO^RG_-
NMJGXR9Z>ZJQ;3QGKC3"LL84)9N6_*MI7%+/_MH\G(=4T9Z_!+V
MMI2:913&"3S;.>RFO OE"/NOIHUY>JDQ"@U*NALZ&(Y9)+0928FU^<^6<\$E+AZ4*?.7&<"Y%.:8.Z(M1-
H")\#+MM<5%ZH?"HK*G#<*Y2\$[K;.+45&.DCV330AW@[6*@(8?K;)8H6;-)>
M^:T\+E.A;P\ZIV3OI\87;F9I<\$BG%;@<4.4.O&\$\U0RBH\$)T/ZDL<)Q^O\$(MI)
<@P'1OZ%Z;.+5O9K0%I0;@%+O&Y#5ZRG*P\6H(>JPF^FT;I^\$H(6^N\G MZ%B\$'^A> 7.XX\9-
H1">!6#>#*#J3*K5=1(+ #4_0(="DB9*MK;"20D'E" MP5?V"K\9/&74B>CZVY^0OC)J+UQ\$1&E@**!9^Q2N\+9&V).
MV_9YCT4LH@M/= #NL)=!_1ORDQ16TGR=Q+O5^O"/3S_W\$.SNOWJT9P^ZIC+6
MMP>=GPY#N.0+947IU9*UMD^6RA9;PMI>/TW#IP\1.IDMCV/N6O)-A>:T\$!:= MG7BLI=M2*;<!\SC9P#?+/#1?
==+CCW+\$\J(K1B\&6NAMS0(7(GJHE?8S'F M\X S#<^D*L&N\N,%YA24A&ATN_J^I.R.A:ONM%)0CWUHL\G;BWQ2
4VE MIB\SOQ\7G(3\$0^YK\CO KWW<-C\I.P.5=-.)=G#X/(LP\@&W'3\I&#E<0ME
MY@0XFZBS_@/I^4=K1VI7MXEB<2Y9P6\>4;((?N8<-4=-43K;ZI8Q.6@'AUU
M\#@1H^69HY0<)\T3J3,ZK"@<.=.@NV7.<*(+2ZWTR#L> /&.6ZJFRRM_NR5;VLR+@>#%R;/&X\$-F0T MO%
(F)2\$!Y1\LF9M6_7P6)H+%;O.+2S\$^7F>8CN;=15X^GB<&M\!=8.4.& MY5*RA^X"1!Q<*7A9"DU&
(.5L9LR\DIU\NHIGE&)E M06BM'A\$S\G'PX.(1.%?BV)31)28 BR\1"8"@(\.^/75%4*2^B)H6%#Y44 M#;,>I4-
Z;Y9+L*AF54\1%)H&1P45D\$27>UIB\PK\=K\DL\6@O_UMF&?QT M#
I+;FQX\$2YD8'3P_FROMBVNO=\$_HE/BCLQZM_H66?%E%V\K.WAF78GC MX"7\$N&-X
N^<4)&4F'M_0\;=CM5)XW#T\$HQ_7S_.0CVS^1C1C;2\I("*=PJ M4B"RHB?\$_M\/#*C\;NC?
XYQ@^_FF+5<9&EP8ZW(0+OE5A1ZC?B1FA V:&GZFJKT
M)\T\+GO7U>R_FKP>I>W\#BE)%\R05^5>\KBE5\%UVC)2)T!*0!4IO@?+A\!#6W+Z/\$D M0?
E2LE^I%)J)H(0\Q\Y/R&SB_2PA%VZX\J3&WV\Q0 IDZ_@I0;'EM-20;=8H, MA5,#D\&I?
XC\O:WH&&H64J\15HY\GY>"@KSE6Q\5B0#PWIR7\$ _V*#YRW>DF3*X;IKI*X.S;+PLK6?>2&DFK/P;="GA
%/200UB+50<)>XO-M'^*7B&+LRRZLH1\PEV8/6=I5+RGOU)+5H2>.:HJ8G@8'1J?UP"@_I3CQ3S_-
M\$2=8Y>@S\$.V5VHVTO& MG*A-/J(-+/-/_%/TA72=79/37SI\F";>7&67C+N13P2>D#*#76H9B\ MX098>A>MI?
QOD^AOC=(C\+A\J#RR17FM_RRIE7GDJ;@_I\$19H6(5\=C6<0 MQY*)+(PGN*P_"PR<)O\%N&HHN(YW3JERAZO
_7UH+VX80WKGL:S2M+2% M6.)>D2+^1EV2K9Z\ M>VFS@82X&I\O5"N\>D\>F OOO>)>S>/EB.8Q^&
MVX(1DS#D;?&.J_.^L?+;C@\$_BI8'GW8\&E\;*4.'TMOBPZ(VK?/O1^0%@5 M;IV&P9'JKC=I%FI S\+E\927YD?XN3?
9,&\$S_17#;U@&N6I*!E57IC4\$GO MDI1FMJ1@#\$03S1\$2*3U3)"*5(MK\0)^QD@#DU+(B8_A\$6?
H\;D+;AB+Y7LL% ^7^Q&0L^_3SJAYG+%VX;VLP\7;>_3")= M6T;F=XN>DAT G;
(PPSZFW)H\84J5UHM+^=C\$=P(F@1D8LA?)SG M0LA43*TSBU9<=>U\=TQ?E_.\$WSMICI4)U.C;H>\$
M0&;DCOF;Q#=#=2Q6&SA_\$&EW594[A\$5\$J&V22\10\$4@H;I:9?%R3\ GIP\ M.IY\<)>D5V3<_79\VH7G*X\IC*O<
)EO+S;7U@ \IXY32O.V5#K&;.)2C:E M_B\6;N7CNQM5^1H9CFDY)\$.OF4.%\$L%RJCM0U^92%Y22J#ID\$TUE,+D\1
M7^+Y*%X&I\2^Y?CS\BP#+.8J/V_A98_N_?25<0\$VM@;IT=>S/B7TJCP\6 MKP.197E;JE<*W(:"?0 MCA0
4F#;W&4B\I2E\$AZ<^IV;6^=;I(CX.9(MC%# M\Z4\JBLP\$R=I\TZH<2)%?" 0!%<9%3#OR)'Z
H\HQ=-R<8*MKZG1\4ULG M&!\+BC\^0UIZ2\U<8+LFT6QWLD43TM\!T6=*W=\$H\>^K086+(V?@WE(%6
MMXK"?)% ^V?)?51V\NH\$:HQU\O7_WD-Y11\$NE>#:&* \$V\AZ%F>D2:_65 M\$^NLJ^6&@Z\?
5(C'G.\$T:GET\$Z(63Z\KML'2?D#J\ M;U=X^A\!IC;E.H M<09*&@_J%>_2=(>2E.7WS.GOA;?<\$@W("J+M+DNI
M\#17IY@6S9U@Y^@3OM9.TI\W7\=4*Z5CC4)AWT1+^+Q4I0MIL?+YDWRZY" C MH-G\@G\PN>>&DF?
D&?;DD)@7%Z\9IB0GU;X;I(?)Q8WF)0@/0\N.SA\$S)>Y MOJ4SLTB3+J@))3?
<7\9M=A"i6EQ00M\$P3>4173LQEIJP<.>#X6\JODESJA ME/N;H/O_&U^CWP4Y;=?
1;ZO"AG\!Q96TD>9X#>MR;+5XC.GV(<#F3V M\DES\YH\$6&4?10H\#K;.>4'##\$TSGDU.P51'R^1%-UV.+N6W\?
%1VTR3\GUD2 M\X3;.<+W9EF=-+5Q8IY\$GJA\;IX\$WH5\G3K\E;I\CT5QP28)"X@=;E\1 M>=83P5.+&=+;
H;Z\").@Y'8^_L@LGV.8/PG0>\U))_0\$G\I#31L1 MTO31Z+ZT;Q\2K\3UJIS=>V5#2C@=Y9\;D-JERZ=\$\$NU
MK;I>UC\UF;R:OG&";>%XXVD<1&>PBV? M\JT_0_25VTSO\8@_@=XR?<";#SMBI7?+O/G)A)7FODEOP0'FF@.\$)4U-
4N MS8BFG-1.9-MOG6#TF8>G&5U\H'9.EJ\ M;39H-7_E\Y.ZO5LI_#(G)_WGHE M\\$=@1-
'JU*\$SN=.G\8\$40Y2OB+*VA\>XT595UIX)ANB-D+^+QC=NEL\U61;H=455&\$PI=^_ M\JOIHL%(C1Q;F
@JTHFO\$KR+ID)5X>_A-&Z^=8%9QWC#MFCI8M<+F>\$5I\$Q6GO\JZ+\$\QSCX;DJ6:SX3*S9%; MM<:
@WIP@FEV+LHDOH8MJ6LZ_I5\JU+;T^BBX'"=&2.K32T=>QY?#N5\32A M%1NG17TL?
FMSXNJ\#3)\$\UF_4HV=6\IY6\UUSOTUQW>WX;+#%()%U#A\ M8S#_4?TX.8\Y?K_XRH71CMS
_"HFF^@2+>.\$*1@-Z_D4(B3@&B5R9Y&FD" M&#P"8TQ&6.E4-00#.2./+M*6(B*X/>/G_Y8+(UR M%WWUIY\ ?
OY(6""Z+=WK\\$_#Z7%D\TXL\XK\ M3Y\$J*;Y\$^P\KN;D@P2ZRSA)
MXA>RIPRA>95F3I^O\0)9>>&^SR;IO#;\!W0P^A>YJ_ ^W^_ \$T)GJ AFJ+9R8 MJ;)*H(
"M*\$;.*XMFJ8U/M.6GSK\IA\!9=^_V6OXQ(%CGZ83H^#&3Z"2M-17 MF\)"-99KM\$W0@I66DI-
(HM1\TIBONG0WOCFFY^3X#E.XP3>ODF(2^NXO*!# MX;=PY\7ZRHDE?I\&+ %7N)@)R2%;F("5^4FWC%M_-
O\<@>B#T?2.4>W3ZLP M;D\8?;\$S6G4H-EH11&BIH4U0\A<_YH0P;P(5\QA8^OV\T4/4_*D3;YD M5A;I.-T\Z@N-
Z\+@1&TIP)=N8)37W>2ARN7&NJA8\8V_E6#%#LY%?7D.0
M=40V#C>GZFYMIN792\=-B\$@H\42W\$Y2&"QW+VH9.L.#@DM\I.'C*Y3#TB7IU M'SC\4NTC2L6AX3W3\43S_G_1E.P
MM\I)PA^9!%H9#N#Q8JT.?@S@A.I8XP\K7; MN@6@;>@S"R^!D+L1(X6+RCP)8E3_I\FXV=.L2?
=.M=)-97JKVDZ\HP@BFB M."P0"FB4@:(W:.\$8;I %\J\$FERC_(2JL<17KP=VKY2;C'@28+@O>'9X@;3@;&A\$^M.4?K;
M5+G77F&=>\$S\$VT5W\GTIR<8;G^YU.F"A_?B\;0S51" *E9CJ;&3K\I"G24BPM\I\2H.1QW>KA M\3M8B\^_U^4Z-
LZ.4\JT"@-.>=UM/6&+7U;)QBAL4W%DN*&.\O(K2\2V.7^J+116T'W^Z#(5'L/7YD(&3\T8LXF418&4)6)UE00C\JZC.*F

M;YQ@K J@9/20&YJ.OP25E(1*HNV@1.2S ,SOI#%,^1.93 S A)UO#1^+A M)'82+14L&11MK"1!^3?*(DT.L? *Q\$!H#V>V.^#A'D<4IG@:ZGIP*U, M0_X'O-<+UMS:AN.OP':@N284EH.^=F(WKS"RW87IFNF)-=8!97:9V@IG! M>:2-3!WK0XXB\$OK8.ZH17J!0>J^N&13WHD9'.XDE.6Z!HB!73PT9!%-<8G!@OP !6?FE\$ZM" M6M9316;M18!A7A<(Y3=1^H/E N!@0BRA/V'7.FM1174.W6"BXUNL-DJ.V3C"2VWB@S.1= MQ(XUL;^!)43S'U#611%82!HPW&5Q4FBP6!=*5\$S.;&XQ!81+!%@!J5LL:5!KQZIM.MZ.02RBV6M!3: 1;..00QY^30FF? K."D^LX_OQ8G9+ #EXS&>"MN'HQ!(#G.95 ME;CT*R?RWSI!;/^A+U10 14&JBB8H6Y>,T@X@=(=1!HF%=BQ'KIS0ARSA*>AM8)D M-!-V@IG/\$="F- X>#6#8.0')A(1S*M:ST^,T0OHA7Q2"MJE|F+ _=!S!7L4ZDH# M'?CI^&RJICE1PC8*VG @T6.,% <_P0XXOUE)INNE2"?6)4.V FCT9W(5SDJ' MJ)QO-?Z!B\$.G5&^NDK33V-B-RR-!6S!1!6GB"73%O A#H>TV=-.L,<2_Y37 MK'E!2-00'1.NL!^FO#1>#=-H!943Q!^;W7TR*=T&NOXJFCN"CO%8EH*T(V! M'V-D)QCJ\$>CG(<:80 '@ET.XZ/0C.2'\$XGO^D(S5=E!ZP214(\$VYT8SLR1KH M0U#)U@H%V611!%;AMF510*/ =PN5Y9'IT(!R;71(9*Y24TT?F-X3K MDR29(08%K-339K@N!VXDLEQUW=@THP&'.X)<1K6*E-H:<\$(8WIGRT"? !LH.MQ90%)K\$2-#XQMI^X!3Y1Y! 0VLM0+ U5&3!NK)1%SD643TFS:13XJ1-LUH06:-J-2E1-0"73PE#R? D/US^T*!T>4BD<3J&47D@<4Y,%0#OP_ W#.YK6A< MN!3X!>TF)'Z Z6E!N#KTJ\$3(M%E).F>7:VHWMO:"2CSF\$C? S&^*O\$M9FA_ M_HXF9U?=-.L7?.\$X5*P.LYV_VLH)XNN"SVJ?5JT^=0%<143!5U@;.T&Y;@ M\$!R!IPDSHFIRA\$!:)R#7C@R^YG*(9W'+*.O4&7M6Y\$!#65Y16\$F!/(XXC^" M=EH(>KL4N""TYI(MR#/KYI4!\$FJ@PC:-=2!2C/.\$Z(COE&)6Y7DZY3TIP) M=KC.2Y(V<6-N!00S+\$A#:^FGOW&"R)4.QP=-.F3 !@(-/PB1-L25AT8QB* MVL)DHO6&7V0:69\$^3;>L:0!P0M"%IY@^"J*")O%("K MQ." MDJ^=RUT: C8S+!K8C(*L^!)EOA&+GA6F8.3<<_HH3S""KJ<^!YS2DQ!<>U M_LB)&1ABMI8"G%E">? \$#:YLM#&C.Z0Q#%C#U"HLLW0H6IG'YV@1!HC!T@ M'E52(Y^RW75BI2X.0EY4"IG+JB 1'VY2^_AM.CNG&">LP7> 8"N!1NAI*+ #1 MB%-UOC+U:5.L0)7N:4#1U(HUC)?D!V^CG% Y\$YQO_Q!2K9SG.SCKSX!536 M?WX.0.*B4P-M-2G? 4%ZRVFIT-ZXP1T.22MEWJ_!."2DK>;+D-JEQF1OSDP_I8/2YX0G0^T^? MG^9AABOS4_Z!\$W-DB&C+A*?- :YH!>'X)YQ0B.^)VK.C:DKZGW&"@Y?YC'Y !HW23K9!9!PGJ8H33=(4U=DV.&< M6"M*Q7=J.P!B5I^ RM&E(+ LW4!XSKA!("%451=-.@F !P6!D)OG9"2.8\$(O(#!N:&Q"%\$^EO7/EV;/G:"U:YG>#WITMB!\$PP#!.B*! M6VZ"/R&%S!H\$?70KCY/4. M2F/1%TIB.%B.Q16ZR_9U)4GB.7?TSNN_2:(F^68C3K6X!A.FR NO_\$B7@ M4QM^K^A!Y7MPJ_19GUR@-5Q'8@B-I M+RA8T1A!N0R_!J_A9K<1+ER#AM%GYTZL\$.C.C>@'W*&%S!T@L5"7L:6(V?2 M\$.VZ.O/7XV_U)4JN#G(O!NJR# M^B^<8.JK+>=XXG78 W4->""!X^QNR.\$T%P.XN'F.RQ!YSN:' 4%ODB&Z< M8%_OP+\$\$S2(&JIGW+9UX;:IP@FW='#V@Y8ZH!SP8;%^SIMM_!02S!K++0W-K MWW9U!9U@*!J!@PON<;@0B>+L7RIMX>8/!P_-P2RCI.^-'@M6)4^W4-G6"A M&*984VM+TX!788;)"=1M//Q+ G)X\$.Y5-4V-MUS=U@U@U6&06JSJ*#@&O*LM6/6?N\$4PI98.HT60X!>_T"#3YUB*GL9SHE-T!REQEJ MHI>.G1!1KK.S"C<:6"G=ZV=I>6G3K!9'U.MN0T.^G#!LT/=E!B2.ERIXW M-71BEIL.F'D!^0**IPU*>T@N*H(Z 9ZJA8P(XLN#3.1\$!>F!T'E-D:6#CVF M\$X)E-FL@W-95YBIW.H)X@WAGR!43+7X;.^E/KCYU@!:"7A=N"/D.OU5L M6;&F'Z=j%,:)MSBC@423;1+B:804YPEYLO?B.3WC^&KP=5R1!NS=J!D1_8. M^"R_!1NC302"T_2? =QOGN*K:CRR_\$7W#5%*^1HC5>?@NW9;.%EP%IKWCLJ9&^3G M41-M M"8:X8?M5E:&F=T>S750;?OP%- T>+=13C>+6G6!11J@R9MB:FCHQ+!H(7)JK M/5%B<)L#X_H9G2:L "ISV5KP5A=- @WKVC@O;*.DZZIAPU4V.G6/D>)5*Q MS/%*TCS>1+!\$!F!->^L>WHT3!OE^M3X3?)WC#2!G+DWJ(DV!#F)9J(@^R MK0DTIZ^G1"4E\$TSV"!QBMW#1"9>G+X%IU_@0=U' M?UJ)Q-(V95?B'MIGAAG>."OAE?*.PWJ!MG3)?@&O> (!0'V*3)7F!4KU_ M;O&L^<)EAYWVRT+;G.8WG1B^_7AM*!W!H!OE4-)KB\$+5.T6&IDZPH6SI MAAWO!+FW<4+NLD@!<23QWQ7U!@!\$M*&ONO>QLNJFULV%HZ@0;4I?@!&0L M8U_!)>0%O)8EV3"W=0!TZP3!XS"9S"UXC!>1=I.UX56EY.C;.-T.XQ!=-M.2\$.&E!8A2"\$94E!J-&CYQ@C4FYSE2F- G""Y/9X=H:7YU\$!SF.09? MR.\$ D)&5/YIHDGCOWG-X)JDP=U\$NPV/?*D/8NAA "=\$!M;\$X\$N?^L\$!4<_MA^G_? F5KEKV%M;.!Q!P!W:9Z0PN-WX88)5=DC!BI!/"8.S1Q8IZ-ID-N-9RA MR.T?T?7F\$#+=0AQ;ZQ- J@OPZ>#P19E57!28EU&-QNTP"C7C6Q"^H9>_Q1T(- MHU\$XM?B*31YPIH!3_(9L4!T^P2.ONM\$XSF"C? 96#01U)P\$;FHNB;&WX.L M@L!P!D)!8T"Y.[9R8B1+ZO!);0*/U*ECTI%99\$D!FOZ^+GV!UP<=<\$G1^I.V M8KV4C_G!L!8!@BR79ESAPL(\$847WR*#@5W!T@E2N!H=%4S>X4MI&0=S0!2! MUA4%(E<+ "U_NU=^8HH7:7SV^ EZI7!&VSH4#VG)N#E JQ_402C3Q:#IVHPO M^=X!H!&V-B10^1F@Q+ F_2Q" 9&B;%CP5&5VU3)V;D M:QRA/0OZOMU%04WVCKZE\$TR40M!\$>4%7C:HY4\$QR'6! '=>\$RPO\$\$. '(GO M79!KW?#)^#><8FCZ'BT@K!% (+M_4D36/(&\$!)!+#!%1/5P!NEFHXXN:09IY<3MH<_Q M!5.Y6'Y!."A:0^K4 =.W3BQG7HLJA+)L!W"#KLFC-B7SI&" (;7OY!<8*2 M%!(L**H_7S7-QU^&5>U@=@J9.HS=;*ZF3YV8- >D)H*6\$TWOTC/"GFCAK#8L8U*%L8VB8C=9Z" X9T0MR%VD5%?S@_0">R@#IQ@65.'UJ09 M&)HZIP497-!SY4'A \$'1X3=8!M+.Q^!^!SQ\$_. 19#@A_B!DH2<^AESZ8\$/(M3*G^"QBQ.NQZ2ZL/Q!<10!5Y_N?OZ.F<=7? N0'_G6XH@CY#\$A.5W'@B#Z< MF-M<7Z\$U7Q78?TH1:6I+I:+(ON/3HA%)X:IE.9XW#14#S:W-H)9IHFOO) M+R+ (6>91"SR<(KY.O^_)Q4W3GTDK9HZ)!P3_9<B-3@&CFV(R26QWT8P4ZE MQ1*U053*Y!T@6%- TM!X;Q=C<?7:~LH>USL6Z!HP@JG#RNLY6E"/P_9")L!M MN(3RX<62HD:@WX8OG)BA!VX'B57U!X)!F2.J-DI6&CA! ^!3!4:9FC.G) M!W\$5!H@^#%\$!K@;.^Z#.@>./O!5B72SQ!_?9ZODWBW6L_!FPZ!N!N!R M^HF)KC-V/<08+P/8QHN ^XNT-OR#7E MD!T&@^175S4!J_3)YV9-07J2!L@91%HUH5FV^X!D6D)=YZ2V4A29.D"WP M&0&OF> &VPIG-8 S"#;.*&12 NZ'E!L_!_6BNP>4A%"EDK!LYVMT&R> M;H1-42UI92C.VE5!D3-"W\$TDT? AEKL*XP>J+43" (J3L@CA.B>!IO^+*DK M7&YH!_0KIP@R2H2CR.R%KITCS!_!<*X-J!0>=&\$U#G.VBR)ERA-*3P+X!TT MUYTQ?.\$4!4. G\$!YN^>'#S*7VFOHH.Z&/_4*V>/MTPR=VKOS/W7NP BKX4U MH6N/3V?_ASZP'R? 8!NH!Y%X88'1.1^01 M9(Q_UX1_2I%?EZ!Z!>6!LE5KMG!YCXSYJ>W_!TUIFO.+ "UYI2QB!E_S3UN MT8(B&8#6J#A79TD8)_8)P+NR!""AW!KQ)H#_V/&ZT/7!0GJVCG!0'DZ5:V> M9FHH_!\$!_!_209C(?? ADU/8U:9R8@J116=EW@G>GOG05V.7GR.&U048LW5_M>+G:AJ.KIM?Q@A!_0KJ+?E)12SG-DZ6*"3W M".WHGJ&6- =5_->&L;.&J!S\$=JW2*R!+B+UKE M<5.-*\$&)HLTF2!L.2&0>4)!FO?Y<399\$)T!89E47U&VUF_!M^?BU=0:@_M(? QJ#JHXWM"4?2-Z.E-WIC!6(H!4.XJ+9R@O @MBE97\$PIR6Y1 'G#U!8*~6%QMK!L=(CJ)_?"4GA\$!NIQFYF2&=T*#!Z)N- M2I3?Q^3%Q'O'D2&"N/QDY:C+L!<...;WQ>53YQ@_Q!E80_U8!B-R;S%;UXA MDA0%+"QQLIUE=%14(L/OZPI*!7W^/N- %D%N&4GG:OC<+R@ G.-KE(:KB!US M!D58W!O)N0YS+!S.C!^I9.. \$NK3!C6_91+H%D3:* Z@79!R01TXP7+U MB='N(>(>!)IQ#UDH"^) ZN1!9IOG6!4Q;!Q.&JJ"Q+M4*!;YLZP88.RBSB M:= <16.J_&%UA\$K:6NXAB1")K+UXFHJZ.3N&9""P^_J4SNBT(!A0SD7!A M=A!1CP>P69>U_ .Q(3@BQ>KN9GI&FMDXP8HZ_HV!P!_1>^60G6#V 65\$!B@0 MFJXY!%7?T@DFIN3RFF QQ=-.6- H5_G<>9C<@0"H"R-#(+3L<!)N!^5VX!N909LDM.R2Q=J+!P(F_RC'=F.2X\$BQWPF1/3(X-MUM&T* (01!R.&T*UHA;54TLEN@Z0:~"(22)F2Z_IRAAO\$9X*0!A^@M 'M'K!3P'X*&>+K_@^G.9<.<@ASC@JD7MYH+ PP3JR'SKB! M.B=D).3!&@R@82W6E2YS!22K (!A74%(!L-G%B40030_ZNH:\$*#8.*N01 M_&OY\$S9!#3.F!HOG9! !^=HK^~W%@_ MQ^Z>QM24.S'CMZQITKH6D+!AET.ON!H!NIR8H\$D0T(USMI0?DC5TY6!Z+ZF M^F;=!^_KT670B\$GP#-XP76Q*3S6&AJF)">"74*TO4LB9_#@+QW MI^313.9&.M\$XB'L3%OX XS@A0.7S- D>+=13C>+4G5S+9CCZ-O4M30!0NR^= M8++MR8!97J4N!8Z7YUZ=4(XC&BI2=Q5=;C)16?XP F6Z.SPIW.MXKRVH!L M4#&3!_L2B_2J5EH!D.I=773C#++!O.2Z!OP_F2E=(8+%;2K!88FKK!HD>- MDN!R"LWA6C_VCK!B-Y;) "\$!V_AJ7@D@D6="L?28BHY7UWAT MSR='\$BD7Y#4\$.K?I!PHG%JFE!8\$>6!YJ1-

L50.A.4B7DG(#[BJXG?*@MOOW M\N6C4YI."(9.F\ M6ISP2%U:ZV93=^XD\$D|6H>B+Y/:R &6?
Y7..|N;=:#^G1".PF.6T;EU|9U@ M2+D=C3;A.G)A# 7G2D*UT|. ?CS|("9WE%YJH&M*2:GSBV5F>Q2-T0"Q#.)
M43U8S3&4;J;-[AQ.]38N@J.N.AE4&OAY !G|_VPE|MVZ8VT?57;<N.G MOYD=B4W?..+S>-SX&
(NK2N_D*#1Q8CXY;A;MY7S(=TXP6\$P8LK#XS9?|C"- M2O63\$ YAR;5>A3;?
NL.HRW|48;F3K|1@+|/@=78YJ(6.E9KE#NA|L@KQH<=MAK-T|J|N6\$VHEM_0>WC)ER<:BLGB'I SS%^AOB' GUU&?
(U'SC!\$BOCG%NT M6F|_%IYP1XHOYKH3|G(TBX*|/!>G&!>7XSV|N'1O&-/G&"+4L%YX=X8+0<
MV@DQBY:PRVTOPI!_DM8>(OV./Y=/>A8=EE;_ =0CULC%-:#"! "%+4' MR@%)_OCY9|444;G"C^G\$B?5"?ZPX'W.WJ
+J'V'1_4@1.LYS#D|02%*QJRE->PEB@7<-7)G\$S*.JWK_A>Q|H(2|G& MYNX_=GY"WEEX3|1|PLH6\$D>|W|)# 4Z7.@=>-
H;>|KUY|1J*3T"6KB^BBT= MF%5I=/OTTR\$F.DUK|Y:\$A43PAQAC'MW8ZSM&!*#F#::D|5|EU%|J\$JMG&" MA
(|'(UAF>0\$G0(6-EYH0@=_=8)- M;M%1XL<:=)V:|N.2|S=I%FXHXAZ<.DKN-M|Y-|X|PHW_(J%G4^C|Y|EF\$.U
MT"-AM/^+DDGY/5(|B+15=)THX-A&^ZLCC_O|_GTKPK?U-^0W^Q+49+_-<I M+8@VR|..?T=H)=+|_-
/Q_SAX^|S_6G.XLW^|U3.Y.|\$K54_F\$050*UY@ M2(P@U*)Q+8TV#_V5_"|@>%)!&L'.65/=CZ8U*62/M&US#
<1HQ?A M+!4_R0DOO/F!)&I9XJB:JC6*4|J.N;H.5?5XJD.V^ZV7ZCH|L|^7(DOH-ES>W M3#(48ZLAD?YZO\$U\$%R+=
(9?:Y5K3T)(<)T1* 2WAB_V51I#%WUN>7)9@=4.Q M;^IFN=C..I&=&LD;LLM1R&4R:H=J6|2|2RL_!K4(X
J..H.4T=&j;62)Q MGOC@F'C<:YYBK*&M^NKA>0 X>FG(\$:WD"GJ;U5HB=:D\$B&/L#^@Z?C 3KVHY!+06GR;S
M^*7|JYK.0:AU|(P36@DI>+H.U%;CX&R;.8|&O|7^%6+>IN(KC8V);HJ|DZ MKZHJZJMD62JGJR056EB=7*IR=2G-
:8|N+3D7:A.KZ&Y9)YN9 |H|<| "%M:LBL+%;FH-D.;R'M.TL3_@B3HC>2^|5>JY<@8.HV==NZ JO+#+^0I9N_6 A;
MSPNM|1M|*4+-_9P.I-;2JAO|>/#U;&NKT8;\$L70OUQ8R-9?G.EO2XR1 MR2_JEX_XFV3D%:T+_ _|OE?O%U**
(RW#";8WJE=J'U;H^A&B>4Z4.RVC^D:YF0
MTGF=UXU2JCCLN)S^|+6ZKZY%7\$X_OE=1K7N8BZF|H^+J=%5S47UEW=1F5SD0N5^UR5-3GHAH;?Y*CE20L4X 2&B
M7I7M\$Q>1(5)!B.I=WVX;(R\$DUJOF?<(ON6I@AI#0N^+=(CI\$".M=\$V^(2A&" M>E?':R-
BA)C>U?F>!PAJW=|O"D02%@OW|7R:@R2D.V|0JX/AA+R>=?&FR.R
MA*S>U7%|J)B0S|O9VQR)F3TKGZW#H@3(GM7PFM#|(28WE7P^@! (2<+.CB' M,BC#|0R(;"#C|Y'/N L "Q-%|(!
PEC7\$8")#;)9.EIQ&+2FME%UE(C M4H;+"*#&%|/+&YB/F/*29= FHC4 7|SB6:(|7B.A P;#%R!QHLL"GAEV@(|
MA8;5CAV/A2&+2+79|.DFEJ|1CY|JXE9Y;HA0DHN5>|"-.)G(2@P)|8DS ML'9.3Z.Q_8T<0;+4-
9L3OLT:YJ_YNO\$7(D.RX02IE|H7H_F+T=BX9;(\$)#. M4\$+Y0T38FSN#-0N&31DGK6UAG2BWB1|Z\$X>/QMCS*JOAG
MUG\$EJE9-V:|CG.N|26N"KO>W WSC-<|N|3\$>|7" &0>15_JY#<|S8_MPPU|U7PPXGU57YN|L8.||>U(Z*IZ&V|0|+8
MRX@|+L|T08MU%.XM9_00#M_ELO+HH;7*8>M/AZ-N6E182?9^!\$UW(AL@ST
MU_B*_%0_1%HS'Q!\$2\$(PUL|V(01#9<&)T0|_TU?N?VE M|HN1C2JP4X4Y(8QV1JYZ>|2D>.) *7"W-ZID<&4).7|9\$|MK"
"X:(F.H^ MC>K%<"..-P|L.Y%MDN8|O> L\$|MK"E EI|W&G3:73WR*LEA?2_)P;G
MZV>XVG|4>|JXW|3>>8M|=-ZE4IZ^VYC/
M0HBMS="50L.F0V^O8OL+\$UM\$;Y|\$+@FNR4JLR|LM@D#V+|7.81;=4N/4P<^E9 MR/-8JZHJV0-
E6A:2.O)^-1FFST)F7.Y6:2D^M2TD-<F>ET0'O%|_1OZSD.PA%VQ:O|\$0(#3.">Z RU;KDAAS2"F8Y>\$=-0|
MV^0*.8OE=18B.V|H-N_?H7FVIEVR,ZL=;N|6RM M(W;EH,Z|081|RDNSM0_P3>.;:U;=|f%7@55-
+|79/7H;ZSHG|5%@XUS;C MC?
I(T8'Z+IYZ:U)%2WN;F8(|2.ID>7K38'TR.UP^Y(IC+T3R|V|X5K;-169Z_9N0D|4G'U1M?L9|^"Q\$IM?_6DCIC&KWM=+7
MJFD%|:WH+ 35O)AT=^591.0V.MIYS:A TPK#%"XG0Y|U|9_M03?R|P211|\$U8G|V3%8'/3LIE-LX0>\$J8E#
(BSU%U02\$9|J?0_ ^%V2D<_W' M@OT%MT<(JL_@(^:&BX+2|(\$* 6)S)8K';|&A|B(E=CBW-ED2#R'H=PLE5)G<(
MQ'N1^:P|J>-N/N_XN MI4I8^ "G^EE.20|KN8|9/8N'Z##+O|H|N=>)48?#KP")JFN"|U&IE8?B6THKG<=KSG
MA9^N06WVZI-G=M9\$|MFH9C/O#SFN|Y 90X"9Y|YT_U%+;Z9+P+(8Y6HRT^=<.VV<F.1Z|5|5I9;|1
MM1ROA@A|0TA2K'&F/7|J_&2.O.U.4|55Y7YW7=0+^/EV-5O;@Q 6?>Q|59.ZUT.IC:|9_MP_BIR;UEIH?8C/
M\$+|)Z1LE3D|TVNE7|6\$S)FY==*R#)%.9R&XPT15C:LZ\$R&J|@R=(K2K4A|= MD9|7'Z&Z+FSP*TZS*;0+ECOW_1W-
W7&|IX%A)L#|DOK#R;.5|(|Z7=O>5S MR-HJZ=Y%LNK^8YLB|X|RFU./E;Q9>>19G_PZY;0#KN4LI-E;4(=7O;Y|_-
#TM(@ MY=Y/&%GXO)GO M>)E|0ZE<(W+|S^J_/WC'@1ELD&"B+D_|<&*IL.KCZZGY;#ORK|Z'S_"0
M+|IA%>94)@RB.*(C)^ZL;W%&=:O|V(_4G(NFU/O#^G \$.)DH1|.\$|MB &GIG
M**\$UR0T|MOS8\$>8H; >EDEZV)&OQ/%+1BJO*14|SGN(\$:X|TXO;=UF*3D0 M0SC \$|4KUR
T3UPZ|3YT@6V6FZ;NB <8;-VNYA;NT-^T;I_<0-7"Y.(J7.MP6Y01L&FY98*H<|?;B_@=->0=I>=I<"Q#\$5
MWO|G\$6;33E;MK'|G\$5ESL+R.1U6|2)O1\$ZE<^K3NY|59*44DGI_^-2.0868
M+>QPG(W2DLW(L^9J3=ZC%9+1%9ACN|Y"M 8D^P1(%4H"\$,\$\$BRC";O|TBT|D;|
MS6B6*BI#273MW7|9|4BF\$QM|QZU=SY1>UR(AQ4;_/M^*R=0D#BEFW\$L&P"TM:C=\$_3?C+Z#3#1+|AK(H?
&X|8"-J.CG=J&_%D 9|5N| MJ??CJM;C""|2|AJFB'RW@08F4K_?^G3=|&L-
OJXFF/ZG1|3;8X.NOVE^*MA@.@4IF&&'E'R'"X0.T|> MT")>1;27NHJ:@PHBL:0_G+FI'Q_?^3QY.RM=9DPO9JM-^R2S?
SD|Q)@W2= M,4R5E|D=:9A00?A2;_MV//V*D|+|+0@G.PF.8!)I5#71=GD2/0>NG5N\$.0E!|Q\$D:
M2UG@D|HA.C*|Q>LRL.75*=W\$2|YER|(4D.Y&EZ3|EH=RX-DJQO_|W;MNM
MX|;Z+OL^ZR5V7_22>|Q_@OYU.ULV_*R|3LCZZ8)PE)3%.DPX.GU4^_9"2 M2 I'\$B0*)" 2.|8|\$/@_%
I57Q5**|JMI."*E#FAHG;X/F.M5^"JE2P5%- MR4S^Z3A|J.M_E4Q+5;>T.K_OG(O5W6&CBR?'>W_'4>5'4)M0I5@*V?
54|)*J0 MC.<+<&G>|IGN+DJ^9XYNU@OI#CA(|J)_O=SFGR\$+&RKP|>.)+0X08:Y|O/P MHTS;+18W'1JR-NB)-
|B_&_0= R-P=8;P\$H|AP?GV/7G;)46&C_E5+O| MQZOC|H^Q|XK|C_)JF&>G6M 7X?^>1JAVY0^6|M750JMF1U:30
:) ">=*. MKQB?MT7U1(#BJ-5;M)@;_IF\$N8_7RM@/TZA=MJHZU.75>P/Q(6^D@\$FY^>3U|K\$RLA(YG>?3)
|+|T8:LHL;/ M3G+BW86;*&X^4'1H2FK9&|/%^ _O\$=VO7G04_??Q)DGWGDJF>L7;-L_)B4O M|G|Q&-
"7O'C'7|L@D"4OB&AC% 2CYPJZS2P*@_Y/+*HOAA.UF"IOB9E|RR"? ML@9&=95K/51|CU"0\$;LXT3FHE9S0R6"6P-K-
H>9^@YO4W_A6DUG/"MYID-Z K%*-R-OSLEH6 M.T UD|RI#_ \$E0.DXZ)|H#FAJ50|_IL+U963;0:M7E. M?
(09/LH8SY/P3Q|^%>O_ WI#-J7222BH8<|TF=/E0RJRZ7H1P4AO|1W;|FC M>3.8<3L|2|*0)|D)+980_8_*Q?
\$"P8OXUVW%;L8@DNT>3U@IAJCF#;P?GGK MN|QO;H_.S;D|X;8|E;?) "4""X'LN>Q_+&*I'2*FSDSTCEY7?Z&V-
XL473VN_AR^U2Q@&^NK|7NF@7|9J| PQS^MAGC_&W%9TAC M5Z";S@+;7OJZ\$/19Y+|LIGAVH1'/DXS*J8.
<7D06.%L.M'6MMGM|H|G@NT MS1S>|)*|40A=-|S-0J;?12^J*HP%F
;59#P2<*+EH0E30N&W'PT_1@\$Y9;V9M:D3\$C4\$M. 4 M7.7G\$E0|U49?|
"60/PFS/PHR0JZH3X1OI<:_O+"38G4H17M@CRZE02A;Y"
M=CI^!60QC5=%AA=MEMV@S;=36+%M&9\$A0&^BOAYRSHT|&WRJ>QOHN|X#7E M%P%>|'|^._JUW
;AY00|^+|M=E>X|^".%|R+;T8F47M|S|J+C;NB_H|4% MJCUY=9^K2|/2\$S"L"Z%D|ZK6M|@<3 A|V5Y6K@YC-
VM.9M|K K4C#9W=3GS MHOL8(U=0.P+66^Z|.4|VSW2MO|H(JN)&|N^I#Z7_XHB;J^N_TKV\$HE29L01HJ0OUO+
N""?2XYH(%L%3F&+>8SK_9'M;5YI&)M4|/%-5BUGU/> M;.2S(J=*31@;57WB+@A|F2F MO(%);V6-
"-S6OCYU7/G4%_6P_Z8^A855H&Q-Q4FAYG;NZ|D21M"2.C=8N8 M_|)XBV+WG\$^>2C05|ITV|4;5NFF;\$|K-
@)CEW>;Y;S21.Z&4D'FKB|TFE7 MW|TT.WU""24K/10.A6DA=KU85/G"5>|8AK309G\$WC0CX1|V76X7Z/VKLVJ
M;_ZJHUMZO>|9* @S98F:A_*|K?=&>F_0AW|GT86YLL|D%W&|E6Q|G%| M)V6K1QIGI\$)-&M2-DF-++YEZ#|%;O?V
_L8W9|+SLOLLM M;F|CMGHDW8|<|D_VH61"FG%1W+|/9.N)N.A+|H2|T* @RJ*?5M4/Y7VDXE%IE
MPZ^;OX39|H34^37V49H89P?EQ'WP^KUK\$W\$5Y*_S;+0ZPT1KC2E.J.W.TFN>*R0;:E.2C
CCO|Y4';8SI>"Z5ZAKD>G\$ M_)R|;(K5CE,"0Z6|=FD)ACCK\$=BKN#)FH=CV@+3*AQ/H|5^2NB\$2KMX?IP& MOL TY%

M&%J\$RE'0<-69E;BST-2Z8VQ(5,_"9*F+9%2R9:A|-=4N!T:E#NOJ83KR^)^97Z)T(+K';XOPS81(4"^\G;OFB;%18G M?E)QE::D&58RJJO#1<(*!L-#^QVGIH;JWS \$^-) CY(#0J X,AGZB#.HB':C M(MQ0XMP?>\$ST=3..D-#^!C^!@ (I0LAX'ZV\$M+!<ED?>=NWT2F?<?6'V& MO%W4+ _B|<4BK)EAX|+!T#;RJ=-|4&(L&&@+ROEQ23J*KW&(IY(L;J:(M71X'ER=A=99(L3!<^3%3A)X>W21|+XRF!L1=^F4X1^@773?1>R7O<??32 MWU%..2V+ZB?;?T: E|CIVH*A09M3R#C*OFF-9A9..">|J3C;T%0\$9@&H&=QI M!F=HB!F((\$ M(SIKA?@H@UJ# Q;:=#S.*R_K55X%D0Z9BW8*T%W4E5/F+| M7L^_9H>|9YPBDKMK|T=>XQBS8-V.?)'@T\$%SL?;9-FL7H5;?"/W>QTOW)HP* MO%AUO49:K<\$0#CK9.3OC-B='T47N3A>WN/L9;|Z6*MOM9G!QUIY1PV3HU9K M,+X5J;/KKA->8N?>W>5_-JY/HE!\$);#JR#T@W(OC!S;|!5+ML&@%1J5^>7M MYWIE!N1D%KG;Y, MC,I>FA^\$2#.*&O9I/+R|W#_S71GU/UN\$J|)B5T6ZWH5NU|@N);5LQ@21A4: M>E5D88RRK#K/L%@Q'5LIRH7>_!;90POWQN4^?C?TDITQ 9/_..H9'\$YNK4! M0FZRX3;CPWH4L65?>|_>X)Y0;#C(+|H|_4_GP>\$?SLO|9Y1L4^H%_I> MQ|B'N_X72Z7=;_T3S&T@+FL|>0;BC'4/UP|G|UB|_N MGUK=K/W/L(AVYK& (Z= Y9V2S@#T!|!#A0W90Q_!8G@J"\$&VDKG"*Z@2.F_) M^AVKP&1ML;JN4LW^85Y7BE4.|HOR X'IX,7;PMNB|)I)&@?7PX|Y!@I*#|F@ MOV)U|&<4DUDD90J/\$VGY.W,"YIM&F"U?4T|<@ZQ=>|GZ/DFQ?AD^L#1=4J MN,+6"!2N;^9J>DO(6ZQ6X^9PYD;1T;9E)=G*;7.1TUVS|D"|LD|D)% M&(1>&H|JRJY@N?E;9-N;FJBSCY!4=#4LEA!5*EFGOCF(Y*FIO;MRZ!6B1PX M;#>_JST_GY3WONOD_@#I?BWW<=QV91ETP?MYZ!)6= OX79W(4%DI0?;EO5O MM)_R8^U*9CG3|V|4YK'U/3+S@C6N6!/:Q7"UI^F3UIO;|_1NALP68#@6L;C MQM-^/_L+*B.;2,MN^YWRMBEU#O#PS;\$G@DG#3#H34)2,K04%)_B1LX!;R;#M>-EP2) @D|Y!66KK>_G8/R>|X1|L|@0YB;5RJBNN&EMUS^AIF107|!442T\$=OQ)1P297XPL MA|,"H9IZ* IERS2(<1^H|_|@L&)_B0?6F-NQ0|GB|KU,S9X&O!\$ G7(5S_-M#|XX;<_H/4IUYW\$!O!\$G)H;_>U|WDDW|SM/=* |#\$EX|V#Z@|P|J7*(4V%F?|B;L(-@WK202|5ZNKK'ND_68B|O6F M|L8WM171|H34|PV_1E.\$+((D;T>:_H;|<|X8EYIT|%(^#^KY1*0B|5:OL6-51:O)U5"+Z(X92\$)EHNU\$U M7*N|G7|W'|Z41&0Y#KD0=^_L#Z|+6F"U9&_9|3%5DNH5OHW? QG1FA>P MN(|A+?*(@M KTO/F)/T.?XMP2AKNSZ|A*/OPVDFY|G@-\$2Q3|_0O E) MMC8E|450<5)1W6V|25_S49>O|>+V;@A\$>V'DG;_*6P85@F)F 3+X|H|H%|I)DPQ5;K*)PMY%?)HR0U49P)OY) |!#2ATKD" MMS9?;X_-&B;Y1?L(#G|W3CW"!6+;_&9@%U/Z78=+O\$5G@9XX-F9B M>=|T;4T;D;XW&|!;|+!\$5TN-CP-? PB@0&GN'O)B|H|H;9T'8ZZ1"0KH>: M7\$N=;6S<#2>S;\$!;_W-Q|H|TXQR4133;+O_>|_@ 9 M.YTT2V!0E'5|=|_B MRZE0PUK%\$ I>R_"2XKDMQ!HJ8P'IM6%MJ&42LE5O;C;A4Y)9%"K'PS);_*< M%|BWM|JP^|_@CH>=@@/I 7 F&S|A|O=-|GF2A M6NFEDMF(VTK K;|O%WJN74D^D;|?S|LAR8)8JG9Q<_>%Z;|>5*!Y)%B MY|G8V\$|)8P?>B C|LG1%DUY&|_K#Q7B'DH#AX2N+T^"->1>9(VU;^V; M^L*MN0E 92%VY+F(S!2<@/|&AMZ^Y|);|!E.^2 *N\$*;L1>O+VB!OZ+*E@ MVL*U0U&&O)|#9#O|DD0!33BZ?_?BP_/_|4>|_8=*K;M)^0M!@I70\$O8?;| MU>\$*Q? YN|Z6BQ_FDU0-Z_@O|4O=LFIP;D2NZWICJ=6P-XQ*|G|HG|@M).%OO&KW@BE^68N|K\$=IF=V@;R2O(? 0*2AH^I@F';_@|D^<+&-M"LO M(N^IO>X0RA_%)0*%K'_2%;CBPW6P&LB@+|H)#6L@6SB M'G)QDO|@KO_@/I? #M9?M<-(?T3&?W@1O?+FUUZ;'G_Z1|YBH5273A*W|6! M^%Z&OFIAD6FAH|PMGB'29569M\$AHMX? DGC|AM+|_8.2.'AN!7LDI=+!ESTE M.\$B^FH_2+!|OS_TDR4WKJ(HX2WV;'%7!??5W*"@BK+A>6@-HE!/'1L#1 MUWLU9R^C\$Y97664+24*Y4 5CES6=IR_)2?F+FD6L\$BE2'BS</_5+>XD5_ MY)QF8R|VAQ&&R9|F53PBMJN\$=W28HP#K>? LZ+MR18 MX|N7!D>O2;H?8;|8O_HD=|=|@_?0!;F0+ |6=|DCTD6;..S|_#^U"ZF'CU M WI% 2XWMS?'K)'ZY18-U.T0W%&|P/Y2WQ'60A/C%N8|SV2Q5%>?A|OF\$- M*O99LOX>HS3;A>|5,F)ORQ;IZO6!#9&G7_!6S0TD65%#A@A_@-1JTNL)FA MNNP;%IUO/_<@I%YZN^_XXO@GL^_I_"0Q:M&@->|J*7XJN|30R&)(GKB|YBC% M2_'0DKM|J3M8=#GLUL;A8_!O|<|J6?%>^_DN!2Q0Q>ON>O.Y2(B-Q?MIQ MX<_MR77..CO|M&9Y7+N00A|2?TAE0Q9MICD-|VSP&L02DA#%5\$C4DP|M;8&|T*H M=-5OEFL3Q'+HYD/B<^|F 50)G@;S02Y+;|G_4XUD5L|HEZQG-3+)GC+4QF M5)G@E.*VGDR&6S=&=:UZ"F3>\$1/>F0>+VK6(L"-&ED1M.6>U+ (EDD88>W M;_23SD70R1ISR0><-\$;#"X;_>S,8%"^X"@;_M10Y|'XN% X=YB\$F!8\$(818_C.TTJ6/^ZK/4^:UV#A+X WG|*|P;+&->|H^HVVHJY/^^(|_8Z4/17X/RW@ M=S9P18E!|MJY%\$?7>A7L5)'Z!;V(Z)_|F.("FQUX@ M*P6Y;_%>S(P|L19\$WATQ7JPMQC&NAP4>81|AUC|^3O!NZ<#/'H@6UW=)|4Z| M;F4X*7\$.%|JK|!/*_/% ER@BE6MC^X^A*_|DP|9Q>&Q;S6^"| M?'HY"MAC5I->>C.&/TN<"2Q-A"|DU|ADI^!|LBI!3Q#*%I?C7 M;F6H? 2GC\$)Z|+W+R| T^=*.0GHU7!UK!O*R3\$W;F/Z#W@YX|C ME+(_D12OC)Y.7X2'0E3#_C FG_V7|^9&2SKLDS0G|TM=)QD5KY&PO|UK&|5 M-4VK5=Y>T|4D1H?2RBG57Q?C%8E^4MH|_6_H"T-? A@F'R8|H|U76M9G%+C% M;=#GVR2O+ZRBPVY|C0#TZ_ Q!|5-64%JVDVG2_4W*NA.32/=7X MPV|&R;".C?|J0-IXO;? CO>?53#BI/H0%|H@<|YQ7|D%|0|9|N07"G&"*6'I+X"ZY,JV12XH" MF/%21AFP|UKG;@ADM|N\$RB(L"- \$HTI9A=>0!&0.6K&"^X>GP?|@O_S6S;_X>V6CY(M<1T;O?>Y|"<NDH6L47CN H/(RLMHQ8;3^N#N<"Q_Q9)#O^U>\$R?;L29=O| M!ZV!*"N6H 4!M|C%E||8;R4P^|X|'0AW 8.+4QB_?#P?6B2P3C_\$814 ZEO M4^\$.%\$;Q)PN;R0*/71.5TH1U8"BX2DH%.P57^>^B>A4/'\$!>A@!-UO^O"#?;0' M'\$K#*VZV7BH\$! |7*2|%3A|73#6<4(YF).C?ZZ"D|N^_3CS|O.P M;IR6_WIS_B7UW4BM#8*J_"1MMZOG_MH%HI\$OXN^VHH<3T%P+|7-2|S_7;_M*HJ2|T2MP!>".PO'F)/3|1W>?T;_<9>_M)&C5HW^&^>|X> GM'7>..C6M#>MR#J3C\$59Q67!W7|O+2@|I#97VSRQNR UP M%&_802Z_2>Y%4|FMML4;:&>> |H_UNJ4=^&51CWXZ^O*8XTCRR^_HIU;H+OVM8 ML|FW_"O%1<0L5DD@W7Z0_B#9I8%T_| |SD83|R"EN7^Y;3<|D7*83D)FT0&2 MH|4I5=XB@F_"#.W;J*L'2LX"M;|> M"H8B. O<|+HD'Z2ZWC84@|CX037|2CY||"MKU#R|DP;0I&>7D>*=W#;_B\$1! MKC#F)6.(XSMX\$281YPI|C5&H?B|ABJEM.H +%5?;LW?G+'PY|315SCUT%HD| M-/8@|XH|!\$|@I96_ \$|L!>E.8@W^9'08+WO(C#VG7|QRC3KB; M1EC%HLD=BTE|NZT6CG@ (G,+V A%*.L8#|K"@KU;'03P\$815K UF_H|OCBT)G M*))%NUEY.SR2(M_O.F'9%V);MC=XEYTEZ10WB?Z+GRMO/B^QB?98C^ M3F#J\$5@6XXH|D&91G5(;Z0TL#XE>SM(H)PU3GE0T92R2;*(I#;P@6E%|9% M7;..N!"OH#+_P#VK")M9+9G%1UT2,IP#_XD;JB958WYK%\$TR;B;D4NR%>47(= M;Z'^_YC2.X H;I5OC|N."GK;|>? O;@IFRVGS|_|+9BHJ^A&NGZ;=NFE M^Z|H28K;C.O&_8B'7-V|J"XOXHOJM_#.#D0Z1+M'#WD;H4U6RHPB".JA;>0 MXL@O;|T|_XH^L+**|7MAA=>=:60=GXB31+#"R1D;Z6J;_6E\$7W9417|BX8_D- R59SXA;Y6NSW7G|X|N6KR!_07BH7AS^ M03M)Y"V|B|7QIE<"SEA_3%XA7NPE)|3ZG.<+QVHQI'R& M%.N&%+GGV"AD|_2=QI?<2W-(^W0ZYA;'ER;:YU)VM"NH/\$U9J/T4KA)1+L" MQ|749T\$R- 7Y,8(5_*\$H>5#9_48K5FQ2A=B V%_7DN:TJO|+|\$XIN1D#;X;|W;28I7E>T)4WF>4^@2D|Y_1YB::F M'_N|K&N|;5A/29Z>?O@Y33^_BVO;7@B"24TIG_3W"GV)=X7("M?B_HV"6)_ M*>R|J3Q'2#AXY+&UW2;..N;- >28D5<4L=9SK|M0|>\$)%5IQC>PS"*_5>>G%=JV MFQFBM;QB.KY&R|*(S0)81?EFS!@XBXQU? 1|P;EL29|+4A2#7*UP%FM+<DDU|C\$M!>1#TNW|P<(<=^FS0AY\$??1_41|F0BQ|P M;J3)9H>_V;.%? L\$+WEA.MKH|%;ZM&2A0V_20SE_LG7T#>2%8_B;I+X>VS_M21&DX"K(|JZLTW9(=+;LB|6\$&6*W/&..Q<0^_54'S- _;=U_RLD?5B(C_GW(M^<(SD^|JV|&0#V>RF2V6Y55X^)|KN^HNW.0(Q;UGRP|QWO?Q|CWMQF(K M-G.W/=ZS&+B+(A1DE>QE|4NQZK!%|S'RL;37C;GWU"U JMD>'6P|^1=6S\$| M*^L|7;<_/_G+7YOHWL>AW@&7_S/NU WRZ'H7/+ M6QO"KUX;\$K6"V'F\$?6<4_"VP@G|7&7T8|UN2"H01HYA9^+(TKT&'?SK#AG_X M|87(<&;_VG|=M5N/84QV-|<CS;|3@|>.OL%&YY=UEK7K|RL.Y>=PCE#^0+ MY"'+|SVW.*@!|"#>|H;+X6XX!>?_00-2-Q??<3?|3|'E'N^|JRO#;72HN" T47 M\$&2289;UUO6FEB@4".RB%M;?R31|H%DY7=-M3H@|I#>|KPHMC_ \$^J|X=Z; M@O*..AC!|XC|JR\$*" S6Z-C/A,SXUORZ)%\$GUA X&7*9_)J5>+H+65TGP6G M2;O0N|I>9_G;_R-

0IM3,U".58>C,4).@6(5-6X7(I&"7^..O"B/RB^MMBDJ MS7)8G6L;P&25I+UU6Z1)D\$21QIXS7_ZM&1X/\$_H
M^[\^2I]/<[%%%OY]>I<224N.YT.B)P>W:.#.Q^2F^MZ(T)NL&0NZNZ@/^..@AA=
M9.2KV_OIH%K%>%ZP^4QN%VEU<>TWA+^5O)1BP;5&L;GAI53Q\$13?V;85F_M_7P/TI(Z@A\HF&3;I
<<=&27"#)J5^PEGHT>,8I9"V52XZ_2B/&I\W#:=;H+5 MFK<\$2)HGE#_0=Y*WB.Y+JNY5JFGI_.\$3)TC\?A>W.*SJA#@<
M8(PT)_2B4G/Z-YYYTCX19P"WSCFE%F^ILLUEGLX(54HK.-%FD219339?NQF_8ZB2&)HG+/
M1R:/U,B1LX!*52YU)6K.(G^T@LN-3PR=I4(2B=5R%LP"\$B4A)7MC;=H0J0HG
M/3IQ>,G9P8HD;8KR+#!35*OXGM\A4(+DR50264)'RIP6\$%->:3'6*I#^..B/0
MN+ONTDDU0W3X1V""H(((*OOIGAI_ F6D>M7 (D""")='452RW MGI-(PL_0'W%3(2?W/2E):\$!%U\$|+4*I!1\$>WP/2=ZAJ0"
<.4CFC-WDO#CH8Z MPC."L=CVBV\7)JDEC>^2QE#*4QZI5H;WI^IE(1I?>LW<0'.#M
C.BP.TYIH/I;.@FK^Y(5:4"FW\0QZOI M;=EL)49HR9-%U*J!\$BX_R2_D>B_D2(.\$#+3<")&R6M C#DZIA;.@S1*Y;
MOK*9O/ZML:PT+>>CO!:(.ID=J\O!,@!\$N,+Y/8H;1@9U9V\$9!""%/ M#?'C\$IK20FL)3>F\UL2C4UFP?
WYKA B<;6%;0IAT(E8<#Z=PGIOF>9*F'6_ M*0VI^T*J\ID"7T1!*YB4;+6I(Z,>ZSM+DIT#^*Z,CTX-GI^2SHKDTI/F1)G
MXE2;G1%L8T9!OVN*>#TJ\<"&9%H(2V^J2F;1M;GCK57T^7=J_SVR==;V.S6&R='.DS M>IY0_8ZEY\H7&)F
>#R;J&1E<:/3/ER-AL4@9'106)DBF8V)\>;0.E8&-@& MU KVZ3I#O-34BOIR/#)C_VN17
H&FAF^IM,Y^_5"ME:VDRW;:TO;.^ @="<6 MSU YI/G:3>JF#A%L!+XU3);3;_@Y29+3FLX=>
<3IS\$P5O^2%+XEFY_4I\7KH0 M.VZ4IEJS\O;.) SO14M>;MI2+WP1)M02#*25IOW M8UA\KJ(HR:E"26= Z/?FEP?
B\+N0MEFY1!NMA#I>;#<*+Y\$.W&96L#7LIB\$04 MD1Z6F_HZV;\G;.'#B"B&PCKV7.7-W@CW/HLLD
4'E&"XPAIM(X1RP:U0)5 M7=ZP M9+VWWMJ1<.U%44WQ%#5A.4-JZTYI==)C/7+3,K"U*JZ4#!TK5,\$S&;Q@I
M'B:SH@K'?>JZTH_5S71O)3GB1"=A_CH>(RH1_AOD;5_NQAAVK M^YW;@6')T\^4U,UZJH;0J1;U+TF#?3X1HF%RZ";-
(%I/9@%?2IEAH9;E7V9 MGP58?2FG0?S64 HM_4U\CU>70=G=#"QUWXN(S<857IP8Y1\$>GF05J>MZZ_MTT\$@-B2;
CE=6K;>J6.V\$ "Z"3?YSW0PYT'\VXI?A@A(MG.0%0;TYS+ _&*?3;1S^@;.>I\WF%8K0)\^OX.5MC48#7 L)_0MG*H_"\1Z%
M\=*292+D(IW27"/=N;..NUNP@W>D"CVT17*OY/W(+TT/>#+;FMAN]=7_*\$ M3"/RJH(%(7?20//6
IFJ#9GYU7+&;2PBCVJ_.EKT4Y"N")83/\NE"2>Q& ZTHK8K_~\$PF,O,TJ%6!93>9\VE\C+""*7?HN MGI 7H('B KVB)"/TT?
W+JS#.1%;+I"R_*\!2IT'@;^X;='HD>EUD.88W M986(<0J-
VLF20=#H!7.UB.M:6R9XV2K\$7;1+F69S>Y_0EZ;\$0WE;9I[\$?SDFL\$.S\$*VT80N^*4#D*//Z'- M J-
NX\I/8E1G0&&3L/XE%ME\V+;AU91NH1K#+6Y1'6,IB8(5*JA@ M?Q#*06VB&O:<8)6:QZ S,QA)I/YJ7\$IM;F?*<
(L#IZP*U'_RC2, M"7YIV1)9K M.)WO@9-/A%_..MJH2("5(5>V_%JEK77_%Y3BNQ^!D-6W3_QA)>7I>R7QY=K
M(00)1K#QH_H37+@+5=;3YAIN(-.DYI;_O8;S>;(I\W%14@U:X&QJ\M8Y\$77K3;_MIH@2_6-3Q\$LJ_-MK)9I
Q<6*GOB4Z7VC_6F_5G\BU66H2S;7I(1QO@B'/RP:"2I_7\$!\2\$1?' N?;KV.B(^9+QK&I^Y@;.\IC M*EL1VT**[4&3_.4E\$_.:=8
MNY2UIM*!#_JRNS39G\5BM"GBH*..2-0J#B4J'E"^^;67I>IC391\%XJ(9DD(M:P)?
35#X(<@IR"X1%)3/28Z%7G@I38X;2@BOO+;IO\$IEZS>/7H#>\$K;+GI5A ME6HP>#TJ+
(Z+X%D166+2T<9BK@7I24)TF#0Z\$J;..I83&*8-\$9"GD1\HW'9 M'5/_@Z9\$3JMH19/8M)KAL;I
(J;%OIA'E"PY&X#HTG#("1PU*7(A2B>!RP# MD\$489H&QV(6;H9&DV-4;IAS@('P"=.PL6&-+MVIZ@H;-
)N3QG"I=,UBI8DI M;..JM_*J;+763X\$3%3)MVH8E/?#7%5M9I2D(>IJ7E\$E\LPB 9+4CF"&4C\H M+*7VAM;-
M)@ZID8M#A\$AC9I\N>DQPEVRSBV-7 M7Q2E\W:0Q4CKN6I/Z<6;\$B%Q%I4IQ.\$IX&XJ%G)QTG@AEQY;
(>#@KA+IM0BYW M=5;8;..RNX7)'@D5'N+*D).%90<5=2"W/VGBY-0& PEP_HY"W9P7SQ=H3S\$;% MS(^S&0I2>;M=
IEC&+6W;PI(7U+ZI>T+;.(M2&.'1R_/_JU:38!0QYU6DVG^+_3V;_J MNY<&!%ZJ)0/0-?2WTQ'KCI'7BQI5K55;+B'6VI#
{2Y'B&OILC8_\$/FRTLLL MHIKVWE=B6FI6;4JNNV0A71W.12JN#5UY#YR'C@PV;_IE/UJE!S0D3_.\$&4IS_ M/TI9-
2IGIFU)N"76K^S;>P^Q(0A^6H85D%JJ* _92V\=-I47;V\F-(086OH#_M01&A14;Z6C/>W\A#AS=
<^G+=TEEIT3\FJLV<^X(FI+87-/Q\$IQH+5\IZ;_O'IXPV> MM3LO3(DME+L71NZ%O<='Z;I%'Q"
(OV89IU8&_<@O)/M(O"TCY(OI:6=I BYO M7I/%JGNDX4%)D\ F47>"
(%5DH%LH"UCKY^E<9I@6) _1VJ34F7K77K^GX<1U M^X"Y4B92I_42I\Y;H)C?B"WS/L9CC;/0'U+*WW;_I6
S;98^ZX>WNS:~@R2?H6WN";C_?PI+T7DZ;_ \$8;=IJB"HU3_XKDE:B;=)&1\$>CD_\SCWY_S@S%#@#W&I^ZR+/%#
MS=J7QB*3R5;2?I\Y*GM+9ZE-47I^IG^A_&O0;=45FI/?\3SB#IF=X45;(L M2;M?D7(\ 3IR)V
X5IC7""%9&8*&M>A;_*/F149.TZ'LPI.8\$Y9YN)%UH+6^ M9P&*<5,T"IA'L"AZ<9NW7CO0-S,S2+&5
_IF16IUG\$3@QS4HUN^Y_7 TI MK%O^@WD "FOQ;IT:LX@J8CJOM##MY DY8OM?TSX2IY4)O;0+;X@_F\G3-
M(NQM2)H\5B)=^Z(I=1%!ZP34LM=..ELVF-O\X\$C\HCSLA6Z;@4SWM%9A^" MFP6I W86D;+
3HF>3MU9O)B;G3)S'N-9IU;=I XYV>=%YO1V>-XJ>.<^X MS=IC\8_UZ@.M1-&%"E#%;5?NFI?
D7*IL M^JUX;1H>;7DR^Y5;HVY2B+8!\$ M85WL^4&BKQIL\ZU5?;R?SHP-Q M(4*L>RV<-1H8("ZX TU#GSFGQ
6KI?9 M\#HY D;3_ E-RYT9N"K\TA4-JRBBN M;+PI/28Q(N^F9*YK1\$;S%;%D@7I*8;_I M;/C/NLBSW(N#;_ZVJ%
(OB/AS;I) +APRR_*+WE"Z_V&@R*N/7\$O;\$AVMS/0 ML'N@7*X +JCNR0E?QQH/W;^@7PG@HE*2Y/IRRY4.#F0G\$HL+
B2!Q&&K0. MTZ,KC?^*B;3;C"5F53LR==#M(NVNJEH_@PA4105QI"#V+CUQ=E4WXRE^3I/
MN.XJ^I)ZS\("I3=%>HHPH>/.ZMJKXZ+B:A/Z#3DH)8\$6OWDU@5%VX;PU.L\$7+ #5 MM<914F;QOV??
4>IXGJP>LW*7H\4YM2D'=2HX;2%/IJD\JWNI;N"+VZY.S M.F+MNM;4.2/<#IL?='816I_O_728
&UR+D.L#RV15JNTTAV(4I;9I?YR= M@HP&U0P7'YG"1I9\$ NJ7W<67ODF"2A*GI^P@;I;6-8I.P6#D3<*;IDJ&HG M_M
L";F*\$ (FO_Q.P.#;+E/OF* TT3<>S:H@9>B_-H\F7YJ#F;?QD9=->^MJ M2=LS8(_O.Y;8\$FMXK_5\$LFZ6F3&K?W0@8;J=
K@Q\QZ>T>6 MN\$VU09-1NDBOP32\$B;J2_RGH1TO73-2^9R*(8%!)>NT;T15PIPYO;EC6\ MR\$&(5UX1_WAY;
"4/6QCP>9HI*9=1LO.M26OV296N\$^G\$JFRNS9"D;I)V_>I WEC;=\$9/_@7I')H\I\MZDE9>*2.G%)F3BR MH%OR\5C(?
^*2IBNMUP/G/?*.)%>AS.&Y0U.^15N.2QKI>8.QN//E.(0I?1ZN6L MIPOP\$UO8HIT;.#W_K\Y
&&M_ QU^S?;*2K9;=;V0.OS< %>/%V5R8\X;_ M\VM3I((HFH;\$^4;-J5_C;I>7K)*=;B.A-<;544F451>-F#Z<).0B'@I6BM
MSDUPMT'VU\$!TOXZ;Z;>CMVD>I\ K+KR1IW7)/+T0V18BF^LS M8-V%9225@/@%GSGQF&Y+Q;D)I;".SNE0
D2GE:0\I)O_93;IY)**<@<@A_I^JNM=#V%MK>M&9@ M805 F(7%I2X&1S/0=?"G\$TIF#IXCDK2(5'_JBC9B4-
6)TF_22B6I\L8Z+ MD6DQ;BU&IB&DA\TP'MM9T&8X\4LF;IC\I"TFB43W01R#TQQ8I9;="B-.S. MP"SWP)*I;?&/.K
^9YRZBEA\W0TF5+4R6I>=32WU%._\RRC&=TQH5)IB4 M@IF??
OL_DP89WF15H(VGQK;L4GVR9)H\JHPY;5J.V(C_XRJ(D:506DM%".H6E++I3YAR6C"(668_*
(#VGTIE;=@DI,DE;=BLM,XO M\$H/I\Y\$H#;4B0Y)BI+;=D!O\P+2CBB_9;I\ P_&OGY589("O8&;6J7^ S' M-
PI<\$I\3"IN9'I*>I3HZ'M@E-YCS9I>EYW:03%I+UB\HHE7+9;RL;/_B5<=E M?LS79%;&HSC4PB-7+
(V33).\IH(K#3#_5UOZ%*Y09F/UQ@9_6>XPBI+@_P2_M(+<\$R"TL8Q,L8S!\$5H@:4R=
[K%C;SX*;XSK7"9(??;.\$Y374A+U\4F5GH(0\$[I
M5V;LC+3;)/\$BIEY^U@%05@.I3ZFOA7R@YNW_Y.XO/>PIR+PCIH5\MOJMW\ M^#7-W@VR_*I-"2IT'@I^X;<7L@I8=
ICFW;O\$E/S;OIU&X\>I_AOMAS;I\ MNI4+7K77Q+?75B\$ AA;6=I#-RA1KCHJ-Q\O>I%ZN_P@?"<) MO4VZ^*?(?E
M_1H6.V3(LZ;_I;0;LUQ5WT8BU=JX^_V% A(3NY+K<1_2);F\VIK5;4VL+<4 M>?@X/!=>4D4E6_EX?>?<=#>B&C"&
<>Q.Y<I\B5SL_~\VJRIA\$U6\$.L^2/5=TD M_7M\$>I.K31BO*K"=I8*(AS&VI-X.I=ABS@#I#0Y4JAK?^2&T_*R)FT8XZAO
M1QA.*M14K2LO;JO%*.;.@%@991OI\I)MITGNFHRY7\$_*^N8"XJ5LUL9^TOOQI MF?1N7@6FI+ML;_U;B.37DL&4;1>?
>;I) #8\$GO#"-8IG10TAR;W9#?%HXY10 M\I_ K+#!ZPR)K=>2N#(CMMS.CZ3AR3>8M#W^A;3KQJ0NH0H\A\I;_I^1M
MEQ29%P>K.C\CM\$IO(.?KRC&J^PIR9&_Z-2ORBO.(/?0JEXP_ M^I(1ZR\U58;!!N06=15_72A>9N5-
@^I>F8B7\$+Y>O./I MEI=%V3T^4D.OPKJYQ@=M>P5W;F9+88\3X^5;X+O=+BBWQ?^X\H;Y+;.(ZJ
MI2^64U^E)XF#EZRO*./PDMXT\I.QAPM=M2;9T5ODC.*PW#LB6V3IR(ONH6

M@YGDUR0U,IP0'.Z\VE\WV*!1@H1KR^~P*SI&M^TJC;9;>@4'5PL'F&9BY MS,|~8-&EO@XN|PB?;4BF#0BG|
[K3%7T6D-ICF9,?-C.M5G,42_U|,*,VG" MCGWR%Q@HAA2JABU:LYB'X24M6|>8!;C=1"3;-
#D+4MZD007\H3O<7F?X4Q\ MK0Z=-4|J"YI+MGA|P+,,,\$!S(>T"O6\$|7 2&C,#_M9D M W ~_*3V^CL_*H
ME:FVS\$A<)17*%ZG?1*7=ZPBSW(O#G:K|_&U%_E%_A-N(M|?OF9/T5N;(+C2 M0D\$U_/.(5)&_BRRGLE,1^K;JC7?
X'WL 2_)JTL0XC1PON6|X/^(^~)9<MGGCR@XF&B&I26B;-C2I-YB;G'37(.S|_*F0"LL0Z)UC#BN3@\$+H4,SU;B
M"6%HL>\$OM*~Y*V 87#2|ER85B0| MSE8E &Q.9@^O#B7|UY&796J\$3=5V@_@|1V(4=!:A5ZS/G(I6AW.<.E;;DQ
M=|.#AB:-G".*RE#|3R|9(=|SE|5"Q|JX;5D_L8WX-0EM|~\$@,&25%Z5C3P M*;;>O'F?+~U\$J1ZT;<:3!?
4V&K<5|Y26JN^|U99G.V"DBTA@LLN"Z;IX3GBE M81B1#%W,ZU8C\$Y?;6;C?91?>LT^IRO5T%A
+ZKU1;E|+9P|0UGM_LA'LOT(MI+276^<+;AU UI5OZIG;>MT8Z^HWK|FNHO56+;.WB6JW,\$)4ATIYP%NT9Z_M?
&M<<6Y;\$JFG@AP_&L;T9A*V48-D_-;7R705|I7> MKID,T%O21D\$%&_M4 M-B6-(UL MNI#E>UR0PD0MO-
+V2%.NR|7;ZZJMM6VPM6A~J|BP_*+8V;3^QR|7-R0W(*MVJ32X-O2*Q8ZU*CY0#Y" SAD^7TU4
JHPA*QC<1Y+~#T|5;HJ,JP89|E1~|GF M*3%M@03Y9PKE+&X@*A>0?
MR&X7L*+07ABB-N83MHJUDJNDY2=|UA0T/8; M8 GLBWN?Y\$1C5K4VL!T@>("E<%2,3UJ_0GFN^LBR|082D"BX
MI.OU:;)KU(N# MV@;DIX13TG|_2KL<"HY&E"N\$=Q_ZNMWP.D+9#<+7#K|,9%O%Y-DLO-?YRU8_M_>
|9HN"Q_1J2HGR4&W^W&J@~"K%*#>;/;!MTEZ>^B/5,O8^~S:D3;K8S/%|'=ME0N9@Z=B97L)O-
'6B^X0EYI^_K0%XXZXGOR|2&VO|8P;KFI91;U9P7(=RC% MAT|*!@I52;
(WBI>.)*)JDT:9R^7S)O1*VG/OIK\$2;_8OCYY2W?_F.1STM MC OD6'7ST@/55O&X?~+A)5%\$1U;>FL+|Z3!~MM
PC|FPUH5|T%"@I M*5.G0BL?;QS/PSP6FE#~|UPAQ*~|C|5"(7HRUQ9H"SM"^5)J">60!%M^NFF|_.2&B03|57<=&002|
M53O"6'-2&XV|F1Y2;~|Y|=I?%|'8H;G|I5|RIPL>%C.0;JS/XVZ=C6KH@) M2 D5;G|?
GE.N96@)D2%\$+BN4BSR|/*_*^9FS TO,+=K&\$2ZSIA+FG;K M+O&9SL
_Y:'O17""%)>@.3>#YI8XM"4;8E#T^KJS_A(3|V(F!&#?1B'1|R1 M5YJ|S\$U8;J-6=Y8A&)-.0I|>;>5XFB,"3=RTHLS?
*~C";M.LIQ|\$7>#?A-LP)1NE'Z"/."PI=FC\$|DN<4?81) MD46';^~=?"K| W^|VT;KW!;..^E"&E|XT8.ON843#8H(-
|F%HLV+5KR_S&~! MZA-L9@&(MOE6>LF9;WIC4M|FSB+LP*V9|2)ZC%4EA7|>|%F@O|V"C-F-73X+
M;3VJK8M9TY0=@IA6|B6%X|U;G MJ_\$RP';8.6|H6|H<09Z
MDQX2ORAW<_DOOB_<8DF7'VI@&R\$F9;C_KVWR|=|!DL?#?X_9|<_N'4%04 MD|2X\$=|2IRZSV 7"HO:=U?
1)ZRR'D9<~5|S5%~7M)5;L|43HJ684_S=S+K|V6 M|C7VR>?"38@~O0=\$7,%%2'_# LLK(D-
\$(7=|X9%~PX^F>+N3|KV9=29)~ M7A0<~<<51BD@2_U#700U,N_CSRYP@?QOA,"FZPI!";Q0DER2KP>_MIM^2B-
&WYM|Q>T;D208T3U6#S_/W3@_M25|73JR#_TYE5_Y|K^Q=NAUEE;73V M&O_?~2J6?&|B\$0E;724WM/7Z7:~?
(2Q5|><_.5M=|DYP?LZ^M_P_3H)I!UN M%AY+;2'3Y"Z6#CSR-UB1!+HN==~\$O-%TT6142>71B@2J^L'PFJ;5VE&W.GE
M%|^IR|5S|X%|FY;|>?_LZ+MXAS'V(6&WG"_2J|_F9(W+E M.BGP+>,@W~;B6B~D/^G|)%*~#J<+KL?
MDE;08A+@SH'I#VJ*~KHZMG7 MP'3NG D)DM!_O^22\$D4\$%-F@G73(Z3|B!>
(+%=7N#;Z8S*GR|0V7C1F;>M;P=;CGUBV_H3_BW M"\$_9^_T3(0QRVM*EA|1R#@&U)O|HW|"6-EV#?"OUR1\$H;D;
H&_PD_!3X;8O_ MPAMRS\$WQ*C_!F_4'_?\$/_!S|UV*OP#P\$SP
Q(|*090=+~HMT_H#&=MH,,J"^)W0(#P("O*5/Q;|J\$ C-
|F|_*G5%BBR+&7|>U'OPK3A3<+V>LLY\$F61YW<25K@U%|>HHY M*~7*T)*~+SG;IS;4LV'0W6*~LWR|>?
4BE\$E"CMOE+~8;IX_K;+@T4M_1_DY M;8=P|~)JIG;C(W|7)U&R>!/DF=|T/FE|(\$8'9;6A)C|?)ED^~;Q7\$|ADFH=
M8|0KD;@4|RUL,%P'04E_ZO(^)FA@E&C&9K_-X*B'-L\$A-W",C2P_3QI4DY
M,S|D#|2DB;B9X;>YB@SN3,\$7WMI>L#GS;|>5/#6BEI=%Y/US3@C7I=~/X3>MS#"9P-2W 2""O8VL>|3
M|VCV|V(Z&G9) 4AC #>\$72E;Q+|JS%9&1GY@?U^17MW|XN9N/57M6C|I# M|S#.^YD*Z"#Z+E
M9NP>*E6Q|XJ2>|N&TOT^I8~);\$O|)E3V/+Q*UW%;4L|L?D';7YX1E?BVA^M(1_\$86G|>|X#ZNWD"H;6;>42"O:&U0
M%9|IWE*|7|+M+E|OOF:(WC,YXQ'7L;E;O&~|Q.6EDSK?(3UK0W|!;|~#F7KP~|O8KKG=|BM|^~E%!
OM^3|+@>QBUDW|K585A_M55.QIMGK*E5E P'K|+6NGV|0YSTJ9H=@*|_RFK90.0==R65_X1SD*
(=|7Z\$WK45>V0E|>8&L%|RU0<&GLXR/!#6_O\$~0KH+Z|I;Y@U>85EENKXE5@|0_/G_!B&K8%=45G\$|2
M^J*L94U7J_*~D|I,WU|E|+~A*~OJ|!R?D-C\$W"(I_~!08EB4(=\$!~!H6)9">~>
M);>'~+S|IQ)PFOT.>E"4DAQ#E^/~#UKE)JS*KI0*(M(J4,+<>QT4_#A>#E."!R
MZ2DAA#D>~*DL/I7(9(Z#H2=,F3RTZ2"@+3L5"~Z;HZ;'APH|SG%_Y)3C4WG_MZ'-1^K?TX<7EB;/6\$Y=,3MIT\$-
6EU*RH;/8*~J;NEQ#QI&I2YAI>.(R;0I M>_MX).2IX*~O6PEXDX|H@<\$BWOL_!42"A>#KZRF(WN3'60+~#0!&@/X
MZ(V9M9J#~!M)E#^\$&N\$DW/3&UPI4%PH.C0\$ AI^93D5#~X2+RX3I;4I;C|MO\$DG1Q6|I8I MW;8!_94|HY2^C;
9HY)E(C;K7IU>%?D.*W1_G'4MX; N*H\$;S'V6%5H#J2J M&D3C'73ED=1K09J<'6YHCM_M(14_612N|8X3Q-
0P4;W0.T7I20>Y&Y57<99=Q%~%R7'/>+=6A4Y>~5 M1ZAR>Y)C1<2^Z|2)>+Z
<~;YY6\$,@1K15C|6_4B>P23+~U&^2W@|~%*6J_96 MF<>|HJE,IU7#XD'Z|Z(*BWU|5_~)5B;D31GY*~!
|A=DFKML#XM0H#A+>\$H M"K3|W|H?D%X"K,P1Z|H_0A|5;J3%^0GV|*>(WKF90#|+CPA,+P(8P;|L<~)X M+7%B1#;
<.@P<XK|1H5"7@^H& MT5E073M93QU'1GFO"~RLLZ#^JAEH9T\$ %HT9|\$ |F4-G@4|>A#~;1)A5ZV MNXN2|HE"
(9PLA9|GX;G^3E-/D*~P|X;7S;2D'5ZY&~EY^%~F6FLE9#LDO6@_MVY"IMZF3>)M7+X2IX>|J5B|H0?
M'Y0Y;PO1&^Y|6K28+~79A+F_U4K \$WLE7FG#8@|44/V9L8|'6A4E/&O0X* MTD\$D7C;R>O8XDEC=#_!SZ=O|
(@IM;RBQJ4XD;UWX29*~Y^4'2^997LJ3+% M^WO)&O'BHS9X'V^2=\$^U9;G>4*UM4V(?WTHD=P*~9IHGB-L%~2QY
~6941",MQB7H;K;HF(YW4|7M1TH|L'D\$AOC-8\$;OH>WQ;PU8|/60.NGLBCE;^#;WY1 M#2_B0_N4M+^_516^8RI 75-
U|U=>TN25_0>Y.Z.WP%6&~;SY[*|35|Q1%N MKW=8/>Q|?657AG6U;|W?=\$1;
IQ=HGZ_TVD6VH9D7'MZWYMLSCH^S'%W9+IA_MLY0|95TKM
(8IQLO!~^A(+M+\$ZH^44)F&;&E|KQ;'JY>3OMD@'^^>VT^?IK-X|7*TCLD2(O|C)(\$/+RK=G5@W
M"WWBP|)_P"=D|Q>UDIR1#_\$E0.DPUQ'7Z(MI>+YUV?|L;~)JHM6HS7/D(R2, M1\$9>5OX)P|JB7?
M2~BF5#H|!37L73WH*G2ZWZY%~N'M>N|MIS10\$OMN)T M) G(6W'D%DM((4?EXO1DO?+6%I=B-TBH8Y@R;7|
|Z+C<4SMFY M.3?EPQ#;W>JC-41@/Y_HYR&L1^~\$ZX2|OZA5@?~U8%A9NMMIUNB9N\$52ID, MB|V1S@_C-
C1='HF6YTG|Y#>~^I2A^@+JQ<5Q'+GNE+YF~N\$SC6>~@~B0?1J MR-DSCN,D>AJ<>TBWDKC16;~.MZ>T|
J(\$%_T@F\$QBBR\$Y_48A903T|@J;2@~^>XTO3";FE;H?S;J3N7AZ6_ MB<~@QD';H#~U5%B|WC@/3XZK;(24Y#L@
=V4MET^6W0UR\$0_0FR+RB0|P_HNC'F?@#|L|F7DBF\$TW@~ MNNE470BBC@-
E1GO2(9LZ#MAXEB0)M=5Q_W(>~!YCUO~!~VIR?1#&K>/(F;Y_MZY%Q'0=O+~
DFIODZ#)P9"RF30.OXPD#%1,,CRLK|@_QV\$V8\$X2)%E+A CZK5=R|_3F|7,D'V78P'6)32C-P6+>9E91ZI MJS0E*C'IX-
7A7*3;UG1\$%_KE)9 JV%|~1?~OJ*~*TWTE%DO&\$ (4|8;~Q| M1+?HR@YH&~^9XG=3CCS|~DURRSKMMNGI=|
DXE_NBK75,~)*M7P0;6|NI#L MW#|84%B;MIQIDPCI;L7=D%5C>E|~KS>G.#G.C1X;7^~;U|3Q|G\$HG>@~W544
MT@JA7LP%10Y_ZSO#~@~"G"A2Q IR;@29J'_3= (~WSOY@0Y3IBT<|~KZ~R_MLY3L_*NM|
HC;CU;2~&HPVR>4Y11FS"~?3(UAUP_>6TTZFPMY\$>~;E#F MXW|+>FJR/!T9<1@R^~@5S^K9O1W#5A2-/K LE-
W;L'9D\$*~;+~!\$FNIGD)-MH3V|7Y>JLR3(O~|4D)9;JU;LM+VLGXQ7H|GHQ1T%ZG;6PH=^5\$&Y&08L)
M82DMXME+~)8G_&04-"YF'MY?|9HUM?YGBW#5-CFYD;T""Q=%IE89;7P-I>R%V|<~*~.5^TOE+H@>~.G7>~Y|YQ=;C-
M1;B;E1LP.|@LS6L#Q#^~!X=_*_FGU&R3;WW7>A|\$6,2 MN~Q|7;~."TX+H*Y|J8C*B_(@~K*FZF(6_PSY_|5-
/OZ;AA>DAI+OU0_G;E>_M^_WZJ=7-VA|/INS0W=)^KO@;9U& <~?RI(JR3G"AE?B,X4W|YD=4GE6H# M|?
3|B|>%MT79/X.T"KZ'?B*R@|Y+7|~87?T8Q@8|X|3Y"~D)WROH#N#2/
MI0F^3Z2)1V|46\$O|4J^>1\$^H#Y05\$%XA4^K0&YD;5;N;)1#X^AMH"Z_>EVD;O?P.C2U2S;E";

lAMA9PQ:N>.#YU1'3SNB8>S&/5PE\HZB;.P^IX(MX@>.(DZ. M24#/DI& M?0*+Q"IM" *Ll6.&
C>VCZ8LY1GN&VH60QES'P)H#QY/=CB&B5CW. N*(WN& MKYL(IG7'C*-C%;KCSPG/F^X@1|=JSD"AY""S-
L>3^2G#J0 1HU&.& MAY#)Z6.JZY)l.6281EE#0WEZ(3E.HV:22R=D M<"SK313F9G'BD.l<#21F3E|E.@?
CF80,X>2)0%D" +S^/CVI&%27(9#l MR1'DI'P.R906YZ3EH.V(R=0?lQZBJLRAH.l" E7+GR=B\$CNOQ^W4E;B^RN""U0F
MBB%?>);9#;L<.KBLMJVF.%M=+TGOMZ2ZHE4 JPS1HDT.J 4Q+//>T&Y=S&^+ M*2.M9HT%Q^F9*+^DLJH.3C;l(4?
KY.JSQ%G" G9C\$;.'272H>I#Q@T6XI=U MKL#Q3=)NHlUN"R)PH"N3lJ_N#WG%K6V(<l7Q.HV)0PAYV4V'4"\$ _l,l13ZU
M**+@ER1'D2:l'J2&Y?7 \$12<@JXM7D:lA4L0=N^l1?/VUGGXN\Y3DF+ #^NJ M&);.7.5EOO-Q^5F_DK+
(.3S<*WKQ/#L!=6K(V;/J^;L7#OXW""1C3#2J4X^ (Z MAE?4(Pi"KlSIEH/D1_P5Q2EIN#^_AJ0HOQ>-
OPiWLi'WMGRA3PZHBZ-Z<7N9L*.(lD-)N^ (4-@RKl;\$83L D6?S4YUTG*MS@TE*.A<3)N+;
lQ2JKPH@R.0R4E%XONT4=J.^Z.C@>;SB7J.?!#U2=N=H MO#/'NYZ/'ZIK>-.G915H69"!#lD8:.YQ4;3<3.%_+7/RKR
M('WA+ZO?;H>CC4>+ #lB _lJ) "#Z+5A^>Y 55:N.::\$_ C5G4U8lW9MGPTJ;6 M5H/l/^_AATNlRC<568XY?F&+*380+2
H?23E2MJC "UCPQ_KAEHJQ M\$5""#?4&.(@YzS"6G_70#=#H=W(7@A#OI7O6V6O.%=-^"RU. <2>=>\$DZl?
MOP88HJWH?K\$ED*5Z^Q.\$>lTDG;Y D&Y.NN8 MV6l8NlN8&C.(E:N?6L0_8""+<2/\$)!5.6ZYV"\$MQK_P0\$2*_)%%,
lWMWlWXl/QV^Y_?)*Y M3G6;=A&2P2 M7TVl/L^O#EMlFA QWZ)'UR659O:@.P'55lT MD%P/l
<94lV%O&?)7">=\$Yl509DEJCRN%lHH>NP1+YB846C43A(YOIXT>L\$!M)_AEW>NR_8UZJ2H(=RFWN+4;8\$4MJ'J#V
>Y?l1AK8*POH+0X^L_S0+60+OR M(O)T^L.H2R;l?&L3W*+@QJ<..\$**DOA\$\$.Y>|&>><1J;Y*XlO/6=L5)-_0
MU+!WE^O9#M_KR#_DlO^A1=1RD%lH.7K (HW>#WD^NE)=..K6U8\$H3WHJ_JD& MG&'TT1GMGZPOR\$=XJ>!=
(l'l^@0D=L/2;Ql0^G^_%)>#>W@CVV4NF7RlZ2 M^4/B1=3JV;l+(RWYWZ2M)EU5\$7Dl3Y-
NKJ^l&l00ZJGG;Q=K_X.l46\$U?l+ MNQ4_')8LS@7L%l-N6S7Ll;7_%lGE7NDR>4"Zl0l+^F4Y_"=l^_A89
M22D6*GGX@6HN&BQ#;T7ZK%56;=l.@>l AOM@>_N35D0S lVY;@?_00L92XR'M).06l?EW>J%Q.O^l AG4(-
UYOlv\$ _V;)T29T**=H2^0_8#^>4M<_lF(3D) M;V;lDO_5WGX?YA#2KV@;C^_J.TVX7059lF;l3*>KU@0Vl1ZlR2EM,
(D>6 M#5E@) *l<;S;lJ=8^_# +T.O6^1^8;VlTGJH8?l_ _l7lG62JlHJ%#5Dl68l(+0G_MUX4G?.\$FAT(2l?
3\$S5&*>UZ.A93;4RZ)R'32K2W#Q^9YCZlW))WOA#=%%CJ M_+;
(T=OWY&V7%lD)@/R."QlN2l9XUN'9HS7+XlJ#l&F2_DJ&DlH;lH6#;_l MJY^lBDlT.<l?7@^_l>L)3OROl" *M8%42F.
(R&L_)(lF(R:AWE6>X&_QZ5_MFA;'=;lHQO):\$.VF>+&):H_!A'.VB.l57(VBF00AEZ=G&F0UP;90*l0@XR<)^Q?
S=9V^CK0X;2^AD4lF\$>5WM9BBDL(5Xl@ (HKE&0*8R83R M* @9&lC(&@&@X9"FC^2SPXZY?P0)lT>&SLL=V6/LDlD-
AJDU5l@%G/#\$=B^_NA M(B_-(Q=%?4V(T>HBM8U_?70T3;_l)(&D;CXC(U4l3Q&6R@ (5# +3F& VM9_ MJ%:"
Ml;R9%U_+l%QHEH;F=;9+&S(R?)@N#YVYB1D^ (Q99UKD3\$?^JULR=M%W*6 M)K_lJN5^@8RA::D7O:T=\$/OD%
l+PAYP6SNREYCA(lB.\$Z);B<>|C9UNPO MNGlW;lC8PER>O>(GAH#lKY_8RG(W&63L("Q5C?B5(.#l
<5++l)_E%\$S^<?)?J M0.#;l4+ *49_#0^CWR<\$8Y=HJR\$P_6E" F'8.YAK\$BC8%lD;O@+):DlV"@);/ M2-
L@H\$;lJ*0l.C<(AE.RB8ACl_+;lTW=J7(P\$%0G_)U4AB(.AZ4lKAR.C?
MW7DNH=M+^6>K9(MVnKR6L+R68+Ql^Q!='4l_ lY<0X;NCOSlH_l4"=(l^E;V
M/lCZOKlJ3"9GEX;lQFJ_7lT+_A.GH9^C@)V?_#lM^*L=;V.M)JP5YQF_UP M6E9A0>9=?H5ERlEZK-CT"5FF)J%.;?
lYPNB\$2=W&Ml%3(3)*V9l(BE=&#^lOPH4KJF'Z;6#-@G M;4Z>^;M;.F;>*6%Y^Q#7UY^=M4J;Wl
(.FJW^W+S.8G1H;QBWQ5Q(#XB.(7M MKX+;SOH6U;+)_Rl4l(09J2"H!>G09l_.\$+R^l(H_*T.U.B>H4RCE_l.O_X0
M2_12LU5;M)lJ2X;Q)<8_/*HE4).Dl;_ZlC.FlFH6&T>@ \$D65CH359*(# M35@_VFDlH_#0&Y0;D)
l^F#l"K"7lJCP369_3?T;?=\$Y6&9BZ;."G8X_@BGR M60;HJ8_S"%%;?*_l #9VNRL6VHPG4?H-
lVl\$@%l4R>T@.>UQ_*X6;8.(@V=! MU^496;lV'9;C;l8>l@3/8L3K"63JQ#_ ^6P=Dl\$ "L_J8l>PG'5U=HlP-P2NlS_M#;?
*\$M_L.RlD7AYW6_00^#^ _=:2/Z^l*2E'l8R!_ _W(HP#B4Y>_lJ98"lFJ
M_*l)!GyEFS3K<^= _N^lBTGGOB?)JF/?Y_5.LA*5WlU.l%7A MT_MCTK;_l;?l>Z7%-ETM9NA1.Q5U_3-SFFW;_UQ68?
6>5;l(2l@/O%*0Q@U9l% M_XGK\$PQ;l6_7_0.lRlK@#A%6F.A#lE+A6/K=C%l6l.F\$=9lDP2CH'TZHSP.D.
MYLXM5_*UL>0?l(XC;_D7G/3-78.lP.8*R)EF\$!K) M4"A4M)3&0296_D"CX?0#\$_l^l?*(8?^F=;
<*US>7P6HJ3=\$6^lIG0URM3JGH M#&QRN!l_?44OQH?FQ<\$ _DA M&B/^Y;2ARRWQ+%%6lRVU3LD.lZO2MHW'2Yl_M
B1CA)TF@#P*EE.VX3>Y08;l3V'2Ll#E^V>J8_XU_*P)4\$ \$K6l=(O)lSO.l MO%\$.*6Y_Q%'BK*(6E_0&l2FJD@DC
MXLC;)HSHlFEQYlBMQA=;^S&&%7MKl^WZl%64_#Q5WlC;)@A&E^QlEX+&T MP^9^/D_M F^G2(>5lZ^M-TZ# #QY
lG";%";_HlPOX>O)34YNCOQD"\$P+3?9N<9R>WD.5_MX_R;_'=\$8U?P+EN.<^H;%.G&lOB^M%VE7Q9?_6S;l4X8F.?
DGZ>2Nl+?2_T_M_RlL6^D;lZ;_+5SJS**+79T#l2@SlE5;lBQF1WlT#;/3FK5XB>08_4'_+@QA M*=(QE+H?
JWP8lF;."F9RAUl;?^M;.>.9SH8<16(SG0lQK/%>CIR;CVN^M*(M%&>N\$;B60lBD*_l0;_M ADK97YF
lYZl+=K*5lV M;lC)2;?+@KZ;l2l4 MKMlJ^_5&j&+RUQOE&Ll>^<4.Y;^0l;9#^FFNJ<(G;RS&6^+RP/W&OT/lAS2R
M7ZlJ M;O;lV7C9Z?"M8T0BN;A_1Vl(TVG;HBl;lSD0W)HEM;P_AZ@+_+R%=A1^M>6M#N_V_lD;lXlO;lTJ)(U%
(\$.65AK&@FFOlOO3^L)+RZl9VUDJ@ (R_K9Z.6_M_(*L-
NK3;lT\$;l\$7699%@ @PR2@EXEE7lU+@R;l30(2M&Rl_ _Z;lDE0&+3KXHH.O.C@ @'9SC MT-
3&K\$U(O0;KDNy;.&+/_+P lDB^Rl)=(O4lD55U%K^GRN+UEV2-CK& MZ3RWN+4l5&NlD6MXX/_*+_>UY;ZVW->Dl
l4^QQlH?)KW%A7.<%A#lE3_M;E MJH0l.Y6ZPH&7QlQG) #?2^1"N2N_ _l;53lPX34^FC\$9*l^&Y;5;/%PJ*WT>V%
Ml3lZY^<^D.T)K^lJ2=^D.lY^O\$7_*FF_VPKD>799>V;GU(NS#4l)@?<5B_W0_MQU"N_ZR_)=+9C/TGL;7*Y"= @S+^0N;Rl-
_#l0lHlX2_MV^H"(NN7_l1C#%2;l9LC;lB?XDHOGFNBMSCU"5))_ (2;l1WA9J&lY?%T533_ML#+BG?(&_)PF&?^V**H>"
lGR;FR9M;_<l3#l* 8&EJ\$90;l)7<9&\$KVN^V0+;B_MXN^CK;K^&_lLOS^Rl^K3D)4JF%X6l7%)FP_SlT)H>P8W0B&.
HJl>@CG;= M)l5F6?SVU@VlTHY_P23FZYS>D%QUP0Z(l_6_0Q;A"l"2^+YlY^SE4U5/_M@S\$S"Q@C3K^lV_H6>_Y9
_R;ZQ=6S\$;*_lLl50_/_G+7YOH MWL>/W@&7_S/NU WRZX+HlY600?^E/_lV
MCDX3lJ))BVl9^D^l%l3M;lUE5DDAM3FE(Wl>'PW+_+NS;l^Q&5OWH2.XV8@40
MCH%lT+3P"OY=9#E)7_0M206"B5'_+Q9FM>@PS^=8<_ _/9"Y#FS?^V_CMJM MlZR^8D"%l5CSlY8SA-
+28'l8l>=EXl@7Tl<>^lA+l;WN\$;H2R;l?+9C; =SB MH_8@E'6""N_+&@;4S;_!%lVURVP9
\$TV=C1;KK*_l1V/8K+0E%YQ*ECF&6!_MO<[WM.ZlA(??R3l;lESR*_7;G5_JF"?7A1# \$2^_25B^Y+l/O@O;N9ZXW&^
MWl\$?;D(4D_AQE)lO;D7E^l0*K\$VQC_MGRZ02?lBCO)DBCVR'8;l;C#lL)X3(SC5V^+;KP#EC;AYX4Vl2J&>WAF;ZPW
F0Q#;lC0_40NU0^;75-D7E;l0*K\$VQC_MGRZ02?lBCO)DBCVR'8;l;C#lL)X3(SC5V^+;KP#EC;AYX4Vl2J&>WAF;ZPW
MMJ_""#ND03>PlS+lWl7OGZS7_l^CO^l_Q^3&lT8V5KZM&1X\$ _H^l^2l/<lM%QYl>l
<224N.YU<>9P>W;#_Q_ ^2&^lZlT)NlF0NZJH#/_^_@AA=Y\$;2KV_O_MlH^l @NEl0=*XW"lRRN'^<+REY*5D(Y8-JK4-
3XVJ4PR6lOl_)(M&L."C\$)9lYV212;lHlZ-*?\$.64OEDN.OTHCO/5QW-6.UYBW;lDO8) MY0_TR;XMHON2O7N5;El_>?&?
1*_ _M#BLC> (G/V27MJR;9L==6;N^")_X M2JM9&l^lM%HlZ>4Q.Dl(@*&^Zl2J_8((L@3l<_ _TA;l;@03RF7QG\$@.KK.
M3@AU)K8XCIM.K+06_P4T+FK9V.0TF\$8J.CY?PQ\$H^FUl(FD;lA;9lX#B"C4@0#_6.(l);0^R"QU
MF\$2l\$7>18l)@C@*C(4L<2_K2Z@.THVE000^lS;lP^l4(G=//LMR+_NHX M/_l^ (CX!%?
+83l#@XR""2D0GKWKKZ;lA;9!#(XJ8;W7UP00OX1R=2_#/_J_M_2_M63JWl.l.G.R%;?MS\$N6-l-
E<_lUZ+^O(7O)T_77C/WD&@HW^+_YE^+_7Zl_P" MMSB0_O4T")>T\$;lVE/K#>Z;CS0W;lV
M@+0^M^M95lQ.N9PAB6HLR62;#D.MZTM*^9^A+4M^F24URO2)35#CHL?B0@_*MAQV?
^+A\$P2XAH\$L(*lOM80D;lE6B-(C.E9\$S_Z9%#XD;lF+l.Vl^M\$V<&^l_O19THF_ ^D3lPVX%.;\$K%9T
M.LR(2WT5"PDZlF1K"l))>lpK%_P?WYKD;W/UW?FW7WA7B_<_V9G;l\$0WlD\$@ MG7XB63l\$ _\$QN<=<'8/l4>
<949(D^>(7C^l3/H?HOG_ElF@&R^FL)_lV?*_l99\$>B@_ _07l^l4;lV9?2lCO^l+l8X^4L_M2Jl8M?
9L"=\$SC3>X_23WVR+_=@3.T@0@5%L\$%8!NC=LX8#Q"KE?7.G&Q6Ml7_M19HBlMQP"EOO_&#DT86-

Z0;+A^SY@^~2A-T!%100U^\$#B2=HA)^GR.)E MM7!H^3GGG.IZ@88.D&E."40 0!Y EY-#9#10
MDY991WV=U\$P.D\$F>+K/7K&\$@.(PGPH<>IOAE2V+(%>SVT1D5H*.@M/Y36'R M?16<_A_).>O.A AI@6KG"-GH-
/O>RT4(V6LA&,,A&:R!R",=GRAX2PC9 M%:79!7!*DIQ=S'=1J@IV8,)Y4JP\Y<\$!H"9X\$5IO7O/\$ YWLE/7F+?7BS//I
M\$2'D,DA^47NN\$IVTE,,!TB&J"PCCU>0!,WP@W\$+CLH"7""M=QH"2.6,06KC"H\$ M0+5FL6-3?;
D*:22;CK+!LIV>T+7Q\$V7Y&85!(@!-)#1"4<):9Y:=X!16 M:3BB!-H?T?M1=%M4!*:#"H;
I/EROUTE,%8LRI+4JCI=.I5IHF33^*! MDV36"76QX%YU72SGJH9!?'OD=KTY:ZKL/L.?CQ'=50!|QVNI E..U:W:I6S M\$/
@NG\7 IX2 CJ6GSHFJK8'1Q 2D4F&A6@ZA!)EC:T!\$M!2XC@>1K)V.&TI MH(%1XWFJ6%0:CG.VW0(T\$H,Q/16M)(Z#
(S15-:(P7H3(HG:@N!%<3/FA M@:=!ME\$XFI V1*2F&<9D.GJ9GI?P_\$*WT)KE,"ZS%|!&OID?BIX497H(WCA'QX-
ME#8-@Y!%TEG&+V,RZ(WIW,89C#AU3IZH7(ION(E,4,^!JWV Q=|EE+#!@ MJYZLBGQ'EYR4 BNL8M>3C-?:"I
<8%>4?H1^NC^Y55(TY'5.CN<+,UK0!\$ _MG8>!?_CMT?MWDEX768!A35D\$-4ZA43M97KD;O6"N%G%9:|L\$+UL%BE"
|E&B M@?Y+?2EV0!_O-:/!T*:985?KRHX!-(Q@#/#&63==I_W5.(PO?I(L3P:IOEK'? M51W)9S^&@%HP-^2HXB/R>
|C|7K#\$"8949|SH_\$8S;Y"6MK7P+5#P\$K2'MR)-
F(8>=)BT.3!45;"Q!;6"#Z*Q/V|_E|W3FA%HLZ\$Y\$|8WM:.\$!V%|&U*2,
MY>L#;CWZ1Y&&61#ZTM@I62W|U)Y3ZY0C#8A/XDEN|2U|O^"4GPK0UE^R*j; M+P:YO*)EOSR^7
LG1:'RH&3LIS!&U46H^8?;B'3L46O|V&WFR.-R=5IG;7 MA@V/HK'('R!;5-\$ 3#/:>*CH\$C1=1)G85 L,@?
DTUD4T2^6PK?*(Q"||B)"JL||.#0** M.P2V+BT--RD_Z\$X*HP*2:D ?\$;Q%Y&+4|<9X35C;.827X)3%:@!D:|LU|
M6*CLR6:.U|SWK0_BW^..B@P+6/*CXZ_17E>AN*L_I2&FN %|N4>W B+.,_ M*MLM0EM4#=!KVPF& _"?+!D;W|
<#Q_1%|??"IUJO(^)CYHN&:EL:90SN,I6 M0_^;HIPZ3AG=9HV^5W009|H&L4J39&7H1M4_JLG^#EMV+_^DL2?
(?+4:Y>R MUEUEZT"?|=IR="!FS*#A1=I"3B3X<@GI3QXW/6 \$-G).D9-9 MFOJ>2#|T!_W1'C^AR.
|2V12/BS#1EZ="^Z#YV8EB1>3(ZAH+!>O=&%P9#IU MN6;+WL22L9\$WZMK;%E0SD.B|3P8(9@!1FE_@:*UF4AF"-
MF2.TN&@.(R(R5C1L:XX.4NMT,\$*!@QSOA!)PN".8Z"NL6:2<*#/'HS!P++ MG0%YU*9\$1"76(N24%V8W
XO)"GTYMPW(FL/9 0&WQA5N+!"1^#S)R.)J#H %*|55BOCN;YI(F+|W"4QFLOGMI0%@9ZWR'TC*/9XUQ
M,402S//).9>BFCO26IGO#)+:WZ;\$@V1=|OJ<"Y2320=Y15TM _U|&_87H82 M?X>"@F:FE8TBXPV#E?
#3?/OV8|B+Y:E,VH5&BX-R&VXW>4(\$2LS\$;*IG62Y=FUIQ|F7D1^N|H3 M-O1GEH;ZFO6U*QEV#P!|_BS7+#+?"|RY
MPB|SRF<_XX+\$RU0*Z|B>LH%JPI|H=XB^L<?#VY||+T5R|JN'K*R+VP?^~2
M3=9|OE|)9%Z4=V_%T/|2L@J;:DXOPZT9:=R;S6KGW7ZB MU|S=-I;TE:HU8_L59Z^YZ94^;128;_+1?
6N/4O;2(SYX>6H1.@9:=| MB*H%0#8Z<6Z7XSA)=Z%4&@)S|FW>"Y,1-22|;R8.5:ZL08|P_MU9JB75(X,
M|566)7Y(3\$SD=;FCS*G|*MMV.98F,*9^TJ+Z-I^D)XC(-4|L.4OWOY,I^
ME.3_00GY5G|NJ:S4GO@^=H1!^C.|*B\$69)6OR+E>)TY\$XXEVS&O*FI\$3|F
MSE;L:*29V)K%"BH2FFL=1V&853:811@TVDKAORQK;X.'T%J6CHQ8%.JK^3) MA/4:.7FNPR!;GRF|?1(+P1(*Y|1(Y&I
%=M@UK^*4=#PD: WHP'R|&C;#X2MU?CL:7_94D|9UECL;J#3,9YGQ|CL:X;#>M#N.I2<M |L&R!;?<-IQO-YP1C#?
M-93MFZR+/-\$.M2Q<_#\$0WZ|C39U=P;_#X8(CPN4;^..#2Y7P;+GA+H.O"H>OY:="I"JH>,
M("8(TNRVSH#C)9G:CHD4VXPE,E4L.G70|2+MKH95#8-HW(IZS5"\$_BX|<795-M|WP/Z=)9ORR?*@27-BX"H|*>|&
(0#8 V>?0FE")ZG^/H1<?>17^G>@ M88_-C30WB01M?<@RPH4W|3IR3=|QYW5=.3TY2K3>@WY*X N/ @VY
|>IV M"|L:Z|C.***G >|Y">)>D&Q3FU|H7UUSQIY43\$)3RITX74@O7A'Y|C|@10HWX^S4U|5H:|2Z_P7(+A;U:|I
M"Z|H\$PZZ4)4_/V&+2SKGIU:0K27\$&VS^..HP&DR2:3OY>)-.158.I@ MNQD5!@G|7AR3@9:P46D"C?
T2RIV\$;DYPEVM2)@:2 &*M'G*D|A3UO\$|L@|E.MTEAZGO)&G>M\$C*|L_-DB" _JCG"PF"2ES36M@ZW0Q26.9Z|P-
>NA(5L1<,<=_ M7SI0B19P(1P?FG2FN69MZ76"#..FOE4C*?|*E"HEKD 8&3IRE#_9CY5XQU##(|8@CV
8T>9B#;7K&>C|Q|U|IMHR)0_V4%F MW+R3'#UC9&-<*PHK'XL&8^X#2|9CX|G|J>O9'D.'OS/DG>OUT2D;V/?\$>
MEFBEZ#8%ET6|Y|A S>|7"J&\$IL|LFTZ 1?LY6;&|DIRBB\$3_7\$=N&N@ M_UH?)H|: ^ MN7X*)DRN1S@:'N:J2LMM*?
^8S!:=| F4.SAV:LE240@H)0D_1 MZN6LIPOP\$UO8IHQ(:.#W_K|Y &M_QU^S?!"6J^PC;Z#+0^/WF X>T!W?Y-
M<(HJ1K3;7#9@^G"3\$BZ+!;5N<6!/_B8!L:P3RB070JDV#(-2VQX\$X=Q4&|
M*",O^R7|U\$|E\$@E@T5!;KWC836&3!S3V>_ 9EH8A_A6O(7+/WV%9(I5;/_M7&2) 5VK;61?
ILI=P:EMSY|K|AJY|+2C0|UU/AR0DVU'S#)5|LD:9_/7|C M.+O&Y-R|W)V7O3Z+!)7I^ M5GO?1WE..L'08YDU,HR+
<:5X"Y\$<>"<:G;T\$R%N? M@B5 'E;\$-0A59_F0GW./\$<7>D;D)DGW7NRC#@J11NT)+J@EL!;\$=#J#"?Q!
MS4M0,PP^B9T96(*.%P|@3_@B';&J4|"3|^ACQUMZE ZS%9=(H79R|H9R|L MJ6#3*KM\$-KLBW>&RVY?
(9OA:Z1+9;%IMU3&53AU/AW7Z)5)|.@2|\$BEN|!#2R MHY:=-3XX7_)IFAY6E>6U(^*2S?
E7D.RSE_D#!:A4J:FU@;RGR|&%SH+VD|VVV|K&2KG1 M9:(.;(9Q|YE^:Q.LAS#3;NJ.B91=1@#+-
TK53=)_QX1WL1*\$|K'FOGO2"B MJ8;QJBR>SF78(LY@^X:&_1T,+9%0.#?3.S2(=7D"\$ MC0DR!(*|T?).@ZP MI>B
_J3P5L4:QO3Z,08%8PX^EM=2VW|_IMT|N9&F/_2LK24_&N'2=Q):^* MNFREM\$|JB6M7WA?7B
2\$P|GF#DD; ^=6/N&0"#.4@TM|BKT@_1#> O@|+ M
V7Z|GE3S+04R#G(O98@:WL(P'C|^5AVVMUSX06I7Q|"AQ|Q^..I"+Z*?#S M9ROP.T72M|;
(>^U\$"%Q)|P>V3H%3'LLOGY=^RE@XP8N M |KGTX10=KEIP|1GXYUM>0)&X(FPZ-F+9_D18|BZ"X-MPJ+|%7M*T
YCC:;0 M#)XYGF+U\$JYV81H|@:L(W-4+*_ _1^UD05_5CZ""5.\$5&C/-1=5C;PNO8\$P MO=-F/@1._XQ4<6/7MK|M_4R+?
D+VQ\$3%G^5WCXE9C|E|G-GI\$5=|)E6 MLQD(|M-C\$1J<|2+HW@|51C;"7^1&|HG'GCI4T(\$I
M=BP<.K.@6M7B0:92%_B@4P,*NL|R+^C^\$ MJH".#Y< U=OB^2CESFAR(0! MM4 BD?20Z1W^|M6?
G2MDUHG3T/H5/Q\$5CNIU);J|H MM;J& 'KO4|<\$!E69@_-2Q72%MR^W1B6|^R94R).I607|2>3OTAC8*P8-4V"
M^VTH(\$;7&1/E|O_V#X,.\$B\$3."\$!^5^&X"ONDY16"/87A^..PWNB%|*T|W*QE M_NF91" "4+C#BV-
V)I>^\$|=Z07ZZZQ@#67@)K_!L S>_B=7E6|C_3N.\$Z^#J M|I%35S6&CMM@'7'# RB V?
O+L@,2>/U/0,7@K%9AUR)1,UA(#+#PL:0TM2: M%7Y_P4 BF^Z-7I\$.G|LY6_FKE*V+|F+P,F<9
HW+8CEC%V%)9H|98)KL+ MX|B'O(53=BV@^E>AQ0U*D:0BV7R;8WA |UIV@#X' MR,297+U(&A+'2KB?
PN\$4|Y;:&|!#4-I9G%R_HE|BU!5)!/>XW*SY4=>XS^93ER ME|7_7H,UG8L|HQPBBU|)64|C#=#J#
|1^RBF,U5659E&*Z|@9J&)2|H|2904J MQ=5RE/82|@&:K^6H&\$ZZ1SYCRMVM,ZIPL W"0 PJ-6/+43/3*QQR'RG'
M3YP\$8Q*2.4EN*J;8>;HA;TJ|GUF@:C6BRG9FW;L|WKD.WI@AS!*"!*" MN;7.L;7#
(72F\$@CZ4.SSXIA;C=EK3'NELY9L|V@0=|M_U0QJ8"@# M0=1S#%90SS=FD<9,^,XN->*.U'/0=*M@MU7:7&&
&7"%3IW%T|7M|+^~7 M04EYU/FKGE7"1Z7820N&&88: ROQ^@R9|2G+XH;#+MK_ZB6|2Q#WX?5%6?PP
M:@!Q#/>6N5UG_925#+:RC\$ _B@%?Y&62H(HH|Y)|_SW:.=%|KT3)42%6J/
MF7D/%Q%H?;5!M^")9.3,^|FT3^86BL<% R&.%=8UN\$IBV*=&;_&W831K^KWDO|@+D:2#Y? M-
S>Q=|*N#97P(CM|+=^H>: M4|JPZSHPGPB=*|79%\$|5E^8GDGF^,=+2^ H=BV0= M-U(#(&GX>XL|J8V\$10:Q'%V0C_
YMB*E%9|>S'AY:MKT\$UFA8URA@8TSU|
MJ#M&_F;_>1#R:EE6|^6"45DS+T2\$T)U>E1|4&TKN5.@Y2|6H\$7DVSL%+OY*Q<*A^\$L/(W^A@YJ?_Q) J0 M!<8DJ3?R)
@AK!)_*M?1U|!/*>5QE#KC?WJXPMD^..(L&F,L33|Q@MA9 M(^FY#,,A>""00,4HTE|VAM|^B.\$V^/9JW|\$"0T;"GTR)
(DBSA;A8&|M\$ MW/H^-E)\$O%&AR|Q-I^+)+N|7Z&B-L#|Q\$|J_#2"1S7N?^V7H(XXGTT)24|
MORPS,R3W\$7OVPC3VCY?._7_*^R_1^KB'-G|MH|*ZL KWX/KWH/KOJY8\$.H M=IHRNN5H,>W/M|
NVJM54(Z8^0JB|A\$5)W!_4_8JZO7KZ-N!@'876\$@X^ MJBE3E?8TM|Z.F&)|MMS/9|X4;+U%DXM8&&-OD+T|DH>3X
&A3^FD\$ PWZ ME>|M,7?YS*(BYW>>(\$3K.&MX>8>PTU4?G,+3^U|<4YX#=#)|ZT-6W0MGJ>
M4UUGJ?=&J(HBQ*V+X&3NEZ"8:ZP9L#C78L)|>:6P^+E|HI|\$I"Y MYGZ%9R@XHA^2+#+|H3BC"" Y?
Z(VQLKS|BBDU9QT QC|Z|G"Z|GS:6=7A9_M=H0)"QYHA5|U ?PC20@5)56:N77 J1>|FX,9VP/@F>^|\$)^5+D_!MO?

5J>GD-M)%=-"NIS10#30IR;L M\$M>2.Z%)(D:E)EN"@BIY\$Y/(Y>:G,'1Q9*|EE#7
M8T2<#1FFR1OOD@>:9GTGLZTPF*YJM4*PGY MUYOHAALY,LECOSW-
L*IVAW;CQ@8\$VL_#)E1MV8=U/KGEIK#7H;7;8-M)\$_Q'GF^4<*?M(1?6-%WD_M1?*&H#;Z1(P=::1Z8H
MYFO>=>6BJ>00"FCO46R#25P#9(2)"M 61D7J>-"LN1-&\$V@DL4IX+UL19H MN@BRL_<^+*1=X=4?HP&LS^0
L)>&X**1Z.@IH JNO"55#BTWB 4ZW:=<M8_,CL\$P/706)N(8Q-R9'OS6R35U?
MNOY/ZB5'<:@IVS"TE 'AOSA^:D\$|IWG/'F^EWB,NS^TX^W-L1-'I|LNZ,M MEI6%
[=*]=W"V^#||TV?'Y^GCR:4314IPHH>THP8JOU)JE#UTMG"YH#HBD#*@MD:|YDF_)0AU)-M7KFM|BJ7=HI
D87IC%)HAW%2|U5.9,M JSOFQ.P|85ANOL2,S|FO%ZA"Q<MU|LV?>|X+GH->5|C?A;_8NBL:91^X(LBR#&C&KW
Q|"B@NQ:|H1)R|1%L M)=1MRD0=9#EEN@T2|HABF8=L#"8,E8-8|A>/*P*;4EZB-X+?<#A:|D5>S M|@ G|M:>2/E
/2^VR794;Y8ZH+VR4BVA%\$4OB|CL0;"^+ODL:H|F4=U(2ZLPZ0HNZJEU>K1H%0%W3*.CP##TYX&^
M;KTKA7ZC.HWTX@#4TA @HH@-VYVFL5WJ3W,Z:(E|F+IWF4SS%\$CB4M83)'\$@XT_M7;&_5_F A5-
F3L7I==,V=J@UQ7R-#1+%#5HAKJ|QSMT;WVRJ^_T3C0'5ZVL4 M0M0WRR|UU7\$F2LBLEQ23-5
TW(="P+2F&HPX|W<2"L'2F\$B\$ZNF_J_YYVFLU M-2U^DALG&FNN>(3Z29A_X_==#(19=
J|LM#1#CGA.#US3)IQ^EWP+BS\$G|0+Y=|*7E1AYR2>8P|S(M725&O6-D'0I9|T?I\$<=J@DFN)O.UR?B79+S9-
H|U*LK0F*C2V|^>=,|2|WV|OXXE&442@,LV23T M9RWE,|GY@1W2+:+USL\$B+*\$B^+UU:|
<+@XLT>|NOFTJ">03'M:P.)S+E?48<('M)@+^G;\$->D|'^3#C@(|RHS0#@N:CFG8/MBKKK:UA"W#WK+V|;
5W"THVX*1PDU9)-O?VO7R&*6A;3#HIS%9 ^9B<|Z4%3 M7HVXC;-V9|3WN;6(RP=+30X#A9>|3|J|"D.HUPP_AHF
^OI49H^D+>)(S?VR M:A\$N4|HLU(HDY_O&W-NHLE99\$*.G^*6WUT/J|RXU|DEX|Q|\$PV&|HK5|2\$@DL\$&M_|
|/%A+AYB6#Z02&:77.19MEG+<*>S>I*KBJ;8?*1*ZRXLN00BXJNVHIFUNM|AVP"Z_M1=K_C>-%/'/"D\$|I0R4\$S'|
<|YJ8^6VX\$9-SWPQ=DS/'|^H\$&9%:~^O)%\$<+4Y|_+UK^77QNV|UK>_PRI/+F.M.W=*::,3E\$F8W.8R7R|KEP)?
OO.:N)=33DYJ|T@0FO5J5B-V|HP0^/C.42 MEW@'05RT;I:4Z0>USH(5F'%\$ML*) ^6%) +MPK|BK4-@YGZ,=)VD\$<-?
|H#HN7.MR18K)*EE"BD1B-A(-).%|T:Y8HU"K?J4&I6>207>Q0J20^(SE,P^ M<4U|0?
|@|H8P3<>DTH"*DLDF&:X|,I?|DPB;(C)J@>%P1:(KZV|6YKKS-!M@Q<+,+EKPP M%AIEOA=|_*N O<+7+;(QX|:
|1X 4,1.&C(?+T\$UN\$V|/+7?"K>9!.7(@K MRSK)S9^Z-3;:89C(H:O!|VCWGOQM&%.F3'|35-'JVV41ZSAS;6|02-
M(CU"7(Q9R;3<***\$S*JE1/(6PF-4_X MP-/DO|O*S9BHH=5%K.N"7/#>@@"XKBT5B>\$D&21\$Z8HW::S16,L7)
M_7?:KU(7*:Y25D 4*8%|+@MW?VE#29#KUDA45RPP%CH^-%-@-<=JOI,P M:UR&TQ*\$X&'E'(K>O<0-K/(C34?
9*Z3RW#T>Q<-7\$4>5HAG<&D_C'2C MV<'(\$B>C|NA%3+40|L@X@T&5'OKRLA;L8^QCL|/(PTO-
WS"4_M>YI>VS'BK1F7+FKV3N3Y61N9)9#UNYTU7*::U@C4%O.D**P+)>C>6D+*+*AL%|H(6RH M-5)|OI1:&H;
|8EW%+KAY%B?;OXIVE_W%^Y6|7 M6.\$SB+=;|CG=|/\$(.F.C1MUPY9I\$B=.@EIV).V|R#87A|H>7HD|0QY?EK<
M|:@&B8A JE%2S86+XJVM81PS((:G3:/ 438CYK,6"=S*IY3WSP/IHGQ#>:K|M(HK0:M JH?J.+8XMD*|A%V+^%+% "S2-
:H&D?@'GH9P(<&D1>9IYS-KQ|8|UX-CKE^3R&'|04 WBVL MS.-|<H'TN.66|3,*XWB*5H?I=;Z0*4|JNY9Y
D^\$2TN0)#S@END+K&2@YO%4_W@J*/BS\$+|H9-Y"O.%R0|HOG Y(V6Z\$>|H|'6Q@/(T2K M81UHLR3?
|T|3|NVS9*H DHTX2LD>-W"8>ZK0'Y_1L|LB)&:&\$&DD|H M#6 M3.=TCYV4.0E=;J?Y1?YO-VK(DO@K8TTV9F@=|/-
7.7\$9LH_G7|H1-7-^<4 M9=|78&S+V14OIOVBM6\$Y6\$^Z^~IU\$)H91YA+L5#C5>"EPFOX C9
MF7J2MJDN_Q;_@R\$;V<=___Q/L|T?GQ83XAWN*J=0=WZGT)O"3^Q-4_.*%)FLX.|O_A"G3W"B)2GN|;

+Z/%E"\$(\$X6E"%@)"T?F?_J) 7)F.?|DN&P5V9|6CAZ2UAUAF9 M9GO=AP%+P|ODI9UOJF M_%@QH YFL<>S@*F IW"2_!
(B>W|K:'T9|<@J,5D+L:SA:/I29##7SSB*(#8T1=Q7 M70-|Y,>7|Y?(D9GH\$5@K|
T4.@\$ _YLZ48)%%=H=:8|8KM%|N16B^=MM!&)U M4K6M*9 R>9DV<3EDXPUSJO|C47@? M='KY8|<(T=@)W
M|0)?'1^|UZSOU>*/W|H|=|6_C5|>|CMQ|^.*@ M9Q!)P'CCK#+6O |R.3&9<";(&H)/PGLP@6*P4W1;:/
(EY@9\$*\$H9|Y+TC M8|C%V""EL-/F&)BVOL\$44YL.C% VG^A7|AFIHCY*54/V-
14(>^6)51YU38THHYPRJTJ#64@ZHZ>_PAG_9BJ1^<^U^|PDSD M'ZV(D7|HJ29LWX*&ZCD^?(<+Y;4S%@WNG-
NP_:_WM=7|9|MLZ5>28-4I5"RW"9_L6YJ|A%\$4QJ|+>AD|PO:OG"/<3'B"+9CZAI\$K\$C#&EMH|
M1|B%YWL.Q._@FO9;R:|Y3::SO+E6F/|<"4GUKOV=Q|K"7^&LF>"Y62T\$R?|/#;1004C>SV|.SVI?TG5/
M"AGS=R^IGQIT5IB|H|U"|E|:7I+|.5UBN0T45JHNTCMLG/M|M)M%T)1V-"?2> M8VQN;AQUKRY2DN GEGU-
DB/4HFA765_LEJ.O_P\$|W:3'W=-%%G2)|X43@4\$ MBIA2V=-6@;-V AT92OP=-|FIK7|*9';E\$)(OYG,89*\$1+VJ3HRZO6-
(@D: M+PH%(|VL:|=&T3|4<7MEF%|AYM<82H:%|3ZV4OC|=LM_-&Z#C1^<=\$2CUK?V
MP"=GN*6OH9|WUX;2X|H|S"0LBW0|Q*DHZDL|@.9CW'E1YGUHR1>=STEN/|=X M-
\$KE_Q|J^8=ZS<:BY)|XXO'1|7ZTIWW MU+9C'|B>>N1|F>T|Q^ZT.2&|H;|=S>-|?=(CDIE'5 ATZC#O|JZ)O:()0
M_=D6.L%B^N^@|ON+AXD|39":GY^<=BD W@&_0"/ZQC/&BX(S)JS+""IM^\$ M\$?VP?
7KFE<|AS|QI|=S="9^)/SZNW3_2<^Y:28S/%8MS=2/;%8L|K M GW|L.?L|K@A:7G%G2^X|=O/WX+3_*K?F-
QCI;W&SL=)|/(R-!|XFP9YL M#7C:E*MW(\$T V7H7A'ZX/<*QX'5%7TB+VK>HV|9B7H H^:G+^Z|GY"AKWX#J?
C,H;-14 M:TR.N?&|K6V/B1YH2_"|_@4W|X:Y%T|P.S:4_E8I=^3;|NK<,T=Z<DKD\$B1'Y?
M5OE;Y*N4KG>ML>0_DWMY+L7L#RJM/G%M8^IQ/<1>SQXP7*S*<)05:K.Z.5(MWH4:"#RJ\$D0BT =047AF|_!
DA0CB8)|DHFM\$@.+|SWN?&I3I+JEK5RR^L M=3ICR5|BK82|1>?X_XZYOX,H/CM|HHSBN2Q-D|H%
(U\$|1DDHBBH7=&KE/TS|0M5361OPC3%EG=EI'22R*A=97S#D8=|Q1%K=.4% M'3E3.OX
>?9228J;5RSVM@'2YD7|W.WO|A1V2M*::N<=TV* M-LW6X?2DK_+
M.:R='&|K;^_Q%O.U:B)JRP=WQ;L|YVKZD'E4I+A^SM0XUB|QBWX"YAOE M9IAGC|WP%K\$'4.%G.C|_*=-
=OJ*GV2)R7.P;SG.HF M|7/H9|'\$^X.3'.|7UW=)^|T.F4+RPC>-RXM#Y/G+1GV2>BBDRBZM.94H\$M#-MB74"L6
@+QJ8:0(=DP2:UZ4|D).7(8D' M%DS:>34N/|(R4X#O"S|=^'JH"G&N M>B4>@S) MVZVN"0Y.9D@)|=IPHL VFVDLW&
<|_GE>L=1N5A5U;|K.M4O-ZOO?_P|0 M2P.\$% @ JH:'F660|HUY" *#T|!T_\$5E;%>EGY0R2Q3Y2@1
M|ZK90*N2NF-2H|%/T^<P\$|HD:M+V|7=7E1G-DN|AH%|E*|G;-U+EH#).>67*MQ)*67DT(S4_VT3AT4K5=Y*;T7:??^H3?
J_P@6M7UIDIZ@W OEX72|^1"=3\$ M:S05GTPARU9P+PW|60|S7Q7:C6"0K:"M7|5D|HJ+)|JUIX&TS'RE/753*E
M|+4G5I91773.(AT=G@AFUWF@-|HBKXSR17OIM"DDJYX7PV5D/E1?0(|_B MS!*M+?O50|W1|A/UWJ|I-
|JH6XY>R7N4JE8S;JRG|1?717N_|I&QT^<Z|? M6_*EB:*H0|G|DOVH.@R>XSK'6&#&NQA>CWNG^AW%B(D0
TE.D\$ (9IF MXD^|X&_P0QSV.N*=@=|F)1\$&"P|R5%W\$UBT00R(0#S8 B#_!(1D#K9B+R|), M-64CZD0-BC,#'HJC1?
<2H2R'(NZM+;FF"K| \$L#/#L|"ORR2FJ1RQ27L"H7 M2&B|B7*W!|\$I*R3EYRQ2R\$L*
+JT^%:|F.@4G/X9|TLD"J;U@7\$2C2')1G@ MC_E)Q|+5_&_1?DJ6FDYX (5R&NDM74')<0V_%I
M%\$<^&_8<:N#L|JB&I5G87G58HM80)\$S;8|G4N6|/*MU8Y-L7LW2+E.?CR9@XQV@IU%(2P'D
*T::@HIS\$H0V|HS"U8K\$"(XC#%OS'<5!M7 MHQWKMT9'M%?6D)3ALA_|'=&8\$M\$|DL%3K2'1Y3= M\$N12OZ
M1UG|7|VJWV6D67VZ.#XX/CX|<'?|AN|H|\$I%0;@+WY/#=_.+(6>ZGR@=3N=26;N' M-^&|D@?;I9FJFMN@Z,/^)
0E2%9^N%<=B^<+8?6\$|@B|YI|&<&3A.N M^>9:"(MSEB521|_3J5*6D5#T#%A#(\$Z9)|JATG>6'=<2\$C#"";O)'B&3
M&U5P|4K+3GR8EC|B\$6RB|8QI5S.F%M2"P(AZ\$|943#+.|0|. M-K?(<O P|6#.@N<3E3\$5I3.EY@;-
>6=V7.3VFSEBM@KY)#I96?S/F@%5M:W 6|>RX30%.(187|WHA))K@9Q<8;T?('T3#> GN<3J>L0:1B|E.28?
J|D)4.=6*6F>X#0F?| MN7IK%>B(A@A|+F|@AJ-VZTUX2""75|+\$N|A_H*(&+;|WK#"4)P*V#.(G6|9 M|>(8E6T H|YK-
|&|/=<FQU3N+;:68^(QWM&DMWE0=S|JLIBR\$ M|3 E3C|K?|VZ4|T5^0>&J2U+)|I6|AZ MV04G@73'@1B?
O&=MEQ+ZJU880%@UZC(-U=;7VXK-"PR-FU"Q.=8|6""PX\$4 M*_=B8JH(T&_RQ:O*R123P0E@W|6%##L|Y|
(3N;_N_RA"-46.6(|=\$7QDAH_-MKF+|>O(UVT" T 8'@NDY.0QUR4%<7P|WF*(RFB?LK'Y%L4|P7RJ--JF<(9/ M+1;|#E|

(5:1%^Y<\$@.3LS"5#DQ>D*3>\$V9K/+!#J_YQ:W#CB)0%:45+.5#J(A MP\$HV,(G4&\$ZBWR\$T?V,LL\$5J/8
O*8!\$*9EY2AOLB5URVDK9I(P2H!#K*CIZRKAG/!"O6#)I3/ MG6GVVIEU_\$YJIZ3VD_M_:I8FU/8/!<-
!%P)H7Z75)_SO!H45LSSAK!(J@:FP#BK_EISX0\$+U=H+D"7 MB-!JG!LZSB>VEH"_KYOS'L_:>:D:J
fF0,7QCSCYKGV12A5KS8K+VM=4@!M*IC"#^E\$^!F,7KZ!8M?SRXNQ(??_7^!_/"U9-RG89W)EN^)^MO?CRO7CM
M#80M4K8EP5<>X!_1_R=C7&Y!1DM8?%>:/7K7^!_1_:=,878L=/KFF"(K+9I_ M^EI9:5FJEU9R1-W29-
2VV3E=|PYOJ/K%AR#|XBZ<5!7EC=+IS=|=|5U8_J/IW4>P:7T6>9BZ;FF2H/;,"S?4;Z#A>#H.*
(4CFGFPB)53.70A%)_O|GO/I M=R?IXOWI_P)02P,\$% @ JH!F6258ZEIG" 2#T|
/T^OP#K3CC,CV9(=,UG*S8PW=;>9V3JSW3SL*TI>_M6EB#I_N^NBOWW,4D)MR5\$:96TUAH-MDA>X%|
YN!\$+T:~T&^_\$Q)>%--!UI5U!VINAGY1/0!T%+!L9M"WIT59G1_-F>#@!5MI*!MHS-5#BKCE%>F3"QIZ=68T/SB&
(U#)U7:16Y*WW7J#TKZO=\$+M/X)2'GJNDJFE%26NA,KJZAN\$LERI\$|^!6O|BJ302O:9+,D|LE|E^I6,SFIW333E M?
YHD7S:0IQWOJTI DK2J:494>|&RG*Q<|^%ZD26GS(L4:DA_VFO(TYZ)Z)I6\F"P_"!HU85OW0/Q*P+Q9>M^~L2,9
V;BMC033=D=2(>@QIF:CV5Q)M9)54I9D#>=EM3:15^@_6AIT4M#;XL:VY3\$+FW!|@:;*/= H*24G)VQB*%O*4
+F?#OI3"\$2^3Q*68"R_Y^('MTG-58G!O0R)U_=M|^X.X"AL/2*/8_,XOY9B*6B|XU<#9W5,-2I.07G58HM80
)\$;8!G4N6!/_M*MU(Y-L,LR2S=LD6B)R3?C';G!%(69'M,0^LW?/E*?CR:@?X|O\$.N^YX M,3WH?|^<
TEFHB=IV@3(_M#IS)|HV0E@+(-5HUU!1"(L+0A!#0B%NP6_\$7 MQ6Z*K\$'<5!M7HQWKMT9"M%?6D)3AMA.'
'=&8\$M\$|-44V49Y0^((2?N&W6D.B M2RJ|_#BE;TSD)X%2!59ZME9!GW+IAY+)|ODH%MV5A!D=1#D5MZ+=,24AP
M")ELA68--1CU+1R_#>:J/CLY/SD_?WW2IY^~Z9UNB85R!UCX\$SE,-I 88J9/_M\$Z7#X5PJ:|=Y\$XZKA@30-YIBI&9JBPZ
/N0GP2E|BLK0#V?I"W>V!|C8I_L M:D*U!1,ZC;ODAPJN#;8XHU4F?3!TZ%2FI%4!_!4#RN"D2^ZI=ASDA7W'A8@P
MN#C" 9YN\$Q5&%)55IKR9X7PPI&+()M#(BAYW+|C/^&QO8,+2G;#O.<,_2
MK:)TN_LW=C9!"#KYFYJ8Z"YV.5,16E,Z5D2PP.0*O_F\$CZ,ZI+65UP^!F0%5M*S#6A6@X30&,8\$#(IVZH1)"K
M05P|X4I)%D20NT9R8N=0%3SOGH/D)H#M#S:BOU'3P-8Y?R'.F7&@-U;D4:MM8AT-
W"=|7)U:A7HB(9P>RXF<\$-3^_4F:;+4<^4=D...JGB-6'F.>B8Y,QA2>KF?49?HYC39.FM65H+P5VJHHM MC/
XP.|FT9E+T5-3K!>Z|KD8"EIT#WQQO84& PE4ZZFE07/F5 MM53O+)%P>|9ELBV|"K/E,^+?!WGBPCR)9-
\$;Z^8Q9|B!|HM">4 TE.<>&H2U M+!_!6!AZ.00G@73'CAA_6=MMQ+ZO5880_@UZC(-U=:7^XK_-W2-NU"QN=3(
M@C#AX4_*E'=7.4\$Z\$?OXXQR,L%D<8LZ(0 H9|+KR1:~O^GT6HIL@1"!K MG(-,T-#1W/>L)U^3!J(-"
(2EZ!0PU"\$&=74!W&&.PF@:O|_R/#!/7\$ _#X5:~K6G7WX5FKWJ;M...JOX4 M-N=^
TY7(FAI&PJ_NWQC02R!;_Q\$9M7@-6*8M3!5JQ=H&I1R#^,_(UWD| MP:6\$ _Y5+!|#DC?_!RZY.
<;GNK!>1?R&;3;@U\$;Q!6OXM9UHS=BMM3YV MQ^+7I^!^N;SZHC^|.Z|GK5Q.PWQ#UEIGO??B?W;"O?
GVQW|2>&B=|+OQ% M!KE?R/I7-8+)%\$^714|K^O|_5Y4IMM_A+Y<;GJ02|H5*8S^|Z) W!NL_5JOD
M#75+DU";YN#MFFH|0U4POB3A#WNO6'51WBNMWOL>&5ED^#%|6PT=SY M-'9U"Q#93+6<^X^0,?
Q=AA4!\$(RIV03J2=RYH(WNCCFIZ#??G=Q'+Z@_A10 M2P,\$% @ JH!F68AR6IQ6!0 LR0+!TT@ITZ\$|C G8&&:
(IZC8)+>WNMHQI?76W+B#-!MO8RR:69""*(I9R5AY|6.KOX3"5V\$7B?*F:AG^LT#)D)"F:8%*&BG!AV3E&|
MVT)AIZ2H5:12&\$^SKS0,_)\$)2K/R'+T(S>6DISQ93AF.=5P2N=P)G,BZHD3 M:8S;
<;ZA""_1SJ9HT**PUJQ|2>67*KPH>|~HGG&#;DI?T06(%HIZI)=P78C'.0R9XC)PI09+!;95%@,;@T7&)LQ
&L&K82M@08VE57QO.(+V MMVQMCDB,5JG;D#T#TIV?CDIC3IV3LV:O>Z6#D#3^!S_P%0?I8CK|HOWT?
N86VI86PH1/FP>=SJ.KYFI8.(T M_>%*X>=|VQ& %X+&MD:"_3,9F(S"EQE12"R^!\$5M208X^%H'+?^Q-D"F/%
MBEYRSK14#3@1<1.>6+G'#Q=M/XBCOLP+(L:E91+M0RK5NF*(N^H)C&AA;#I! MZXI?0%JTG\$:
:;\$@9Q|\$5F!&-9PJ+.'2(B 0&BS@C8DH!C>1;.PL M-0#0&9;BEV*FI QK53#20G0+.*E?"8R(FA!M3=<<+J\$7FSLB*5^
L.ETK0 M'2)H1TSX.YEQNXE@2^R8\$ZU?H'IW.-&XIRFE;A&BTH&JOAI@P77"R#%-.
M%^MY<8A@_IYINV:U*3?TP:IS+D\$|*QZ'4Z(IK:6_U>|7 "V:~CLT5WE3F5J
M+E7B310EG//E!8(A\$>U^TRXIQ6W"C>XC27&?KW::TRI9G_I0J=47@WNX/E M<9DZ@~9BFX,Y(P1,,|L!
('LTL'F9CKCN\$W8:VXO5JFKZ)<94VZ^MAEPP?@G M9;JP6P@.GB3IJZRYR/55GE>I\$|SHE-
L#R=WN\$;G=8\$59^TAW6"WH^XOI&H MGE"7"3QV)(1_-M+I=I/(LNM^V?;
(+|LKL'L'T?L%_IV!&ZA4T89V89UO+5))R57&TP3-K:V\$7PP*K_..UM7KA.DDDVR
7W0>RI_SUR^\$5=7<*JR>9X>BV#UG8:|H>S-ZY9Y7-,3!6\$5WPM M.6RM;V%6;_*+Z,?(NA%-
Y7A:SAV4MN!;_T/P7SQ_OIV.PVWZN*W1O54G?Z! M5IMP#;#YI*!_) *S!&H8|RO6+=V"HWQ&-
X,WQV_&IR|N6Y==OOA+F-V6|N MD;Z;LH:YILDN%W3)72#_KUZ\$G1XR@YKBS?I3OIZ?I^AY^VT7 G M?9A?U?
MZ_#X|*/-S?R"3*DG9\$)KF;VC#:_3N+9?PE39L|7-DEDNHLO|TJMO MW%\$S;J0BN>%5G(M66+8Z?
*JUK)J2KO58=G,N#Z#B|K9SJCR%2&JH"@F?DZ5V MIU+W95Y.GK0;F7E?X!4\$!#!!0 (*J_9EE;8:6H5_4+8D/
M=)I<"UE>#;R7S(N:'1M|5I1<|HX\$|OKIA+IYUEH.I)FUMFAF.D&EF6N@% M.M-!%8ZZ"J;KB0"-
=W)=N\$Y\$+;+L+Z9#)!&SM:K_5?BNM^Y,32I.'D%G MBBRF3^@8;@0>|3|Z|5:IU6D4ER30**4Z\$QDO09NEP=|*5/G/N
S8S|@Z>Y M5(9E)LO9//L/("7^2(4/\$_OBOQ|:@)HAGO.2LPOJCF^>#R+<1%X|3#E627I MUP|X%N92<|_E%B@4S/
+)|5.@Y3=)"DU12(SXVG^!8.FGYNP0.49F0=^Z,82 MEG*Q#,8!0T#G,.93%E6"4ZD,3(E68,+XS"!SIF@16&M6?
W*3B2%5,%CW_V\$ MARDWZ.F<11CD"KVY8GEA;E|X.)\$B#HANQ4.89GSV\$R#A!LO(DG,+G^8LHG MW\$
1\$30#5L""DLC_IYP-O?LK4Y(A%91:4E(>GUS!G)Z>HOAT.(#W^|Y&
M|H#_8R#_SL^/YPN6Q6W48I7LN0.WV@5_!A>;^>^_H'L!#_N M'^^29KLB4Z7**_!0ABH)KXZ' M%&T6DM\$8Z%VP9)
(7ZXEQ2&#^F6FI9I4!)~I0UP(709X=GH=3)A& M6^S_*UXXE;A%K>IQMBO M5GOM4:8PT_3)I|K|%7X>
<:5DIHT7I6+ 8&E:OL(MW7:PH|Q|HKMLMMI|Q=2M_5
J.LS.G=2YNAF1QBAB>DNK/\$Z8=R>;_.'M!4=#DIJ@N"2I.5LZFMG1WT367IE MB?CS'/MF8?=-IXEA\$X%7^SZ>11?
8WD|X(6*BT4C.B^Y|00F_MHEB=2%8JD"^YI1H#C3FC=5IEH.N_%'.ICA\$!4)5U*ESXA MNED&E7PJ15'R5 MT0MPOD
PKDU7;7;E:|Y|L9V?L|T XML_87 trip-20240930_htm.xml IDEA: XBRL DOCUMENT 0001526520
trip:StockoptionsAndRsusMemberus-gaap:PerformanceSharesMember 2024-07-012024-09-30 0001526520 us-
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srt:MaximumMembertrip:StockoptionsAndRsusMembertrip:TwoThousandAndTwentySixSeniorNotesMember 2024-
01-012024-09-30 0001526520 us-gaap:OperatingSegmentsMemberus-
gaap:IntersegmentEliminationMembertrip:TheForkMember 2023-01-012023-09-30 0001526520 trip:LTRIPMember
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trip:MutualAgreementProcedureConsiderationMemberus-gaap:InternalRevenueServiceIRSMember 2023-01-012023-
03-31 0001526520 us-gaap:OperatingSegmentsMemberus-gaap:IntersegmentEliminationMembertrip:ViatorMember
2024-07-012024-09-30 0001526520 trip:ChelseaInvestmentHoldingCompanyPTELtdMember 2024-09-30
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30 0001526520 trip:RestructuringAndOtherRelatedReorganizationCostsMember 2023-12-31 0001526520 us-
gaap:FairValueInputsLevel2Membertrip:TwoThousandAndTwentyFiveSeniorNotesMember 2024-09-30 0001526520
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gaap:OperatingSegmentsMembertrip:TripAdvisorBrandedHotelsMembertrip:BrandTripadvisorMember 2024-01-012024-09-30 0001526520
trip:ChelseaInvestmentHoldingCompanyPTELtdMembertrip:NonMarketableInvestmentsMember 2024-09-30 0001526520-us-gaap:StateAndLocalJurisdictionMember 2024-07-012024-09-30 0001526520-us-
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gaap/2024#SecuredOvernightFinancingRateSoftOvernightIndexSwapRateMember--12-31false0001526520Q3
http://fasb.org/us-gaap/2024#ProfitLosshttp://fasb.org/us-gaap/2024#ProfitLosshttp://fasb.org/us-
gaap/2024#ProfitLosshttp://fasb.org/us-gaap/2024#ProfitLoss10-Qtrue2024-09-302024false001-
35362TRIPADVISOR, INC.DE80-0743202400 1st AvenueNeedhamMA02494 781800-5000Common
stockTRIPNASDAQYesYesLarge Accelerated
Filerfalsefalsefalse12653586712799999532000000533000000142400000013980000004700000043000000128000000
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id="unaudited_financial_notes" style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-weight:bold;font-size:10pt;font-
family:Times New Roman;min-width:fit-content;">NO<span style="color:#000000;white-space:pre-
wrap;font-weight:bold;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">TE 1: BASIS OF
PRESENTATION<span style="color:#000000;white-space:pre-wrap;font-weight:bold;font-size:10pt;font-
family:Times New Roman;min-width:fit-content;"></p><p style="text-indent:4.533%;font-size:10pt;margin-
top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-
space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">We refer to TripAdvisor, Inc.
and our wholly-owned subsidiaries as "TripAdvisor," "TripAdvisor Group," "the Company," "us," "we," and "our" in
these notes to the unaudited condensed consolidated financial statements.<span
style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">
</p><p style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-
align:left;"><span style="color:#000000;white-space:pre-wrap;font-weight:bold;font-size:10pt;font-family:Times
New Roman;min-width:fit-content;">Description of Business<span style="color:#000000;white-space:pre-
wrap;font-weight:bold;font-size:10pt;font-family:Times New Roman;min-width:fit-content;"></p><p
style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-
align:left;"><span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-
width:fit-content;">The TripAdvisor Group operates as a family of brands with the purpose of connecting people to
experiences worth sharing. The Company's vision is to be the world's most trusted source for travel and experiences.
The Company operates across three reportable segments: Brand Tripadvisor, Viator, and TheFork. We leverage our
brands, technology platforms, and capabilities to connect our large, global audience with partners by offering rich
content, travel guidance products and services, and two-sided marketplaces for experiences, accommodations,
restaurants, and other travel categories.<span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;min-width:fit-content;"></p><p style="text-indent:4.533%;font-
size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span
style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-
content;">Brand Tripadvisor's purpose is to empower everyone to be a better traveler by serving as the world's most
trusted and essential travel guidance platform. Brand Tripadvisor offers travelers and experience seekers an online
global platform for travelers to discover, generate, and share authentic user-generated content ("UGC") in the form
of ratings and reviews for destinations, points-of-interest ("POIs"), experiences, accommodations, restaurants, and
cruises in over <span style="font-size:10pt;font-family:Times New Roman;color:#000000;white-space:pre-
wrap;min-width:fit-content;">40<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-
family:Times New Roman;min-width:fit-content;"><span style="color:#000000;white-space:pre-wrap;font-size="font-
size:10pt;font-family:Times New Roman;color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-
content;">20<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-
content;">languages across the world. As of<span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;min-width:fit-content;">December 31, 2023<span
style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">,&br/>Brand<span style="color:#000000;white-

space:pre-wrap;font-size:10pt;font-family:Times New Roman,min-width:fit-content;">Tripadvisor offered more than 1 billion user-generated ratings and reviews on over 8 million experiences, accommodations, restaurants, airlines, and cruises.

Viator enables travelers to discover and book iconic, unique and memorable experiences from operators around the globe. Viator's online marketplace is comprehensive, connecting travelers to bookable tours, activities and attractions—consisting of over 350,000 experiences from more than 55,000 operators as of December 31, 2023.

TheFork provides an online marketplace that enables diners to discover and book online reservations at approximately 55,000 restaurants in 11 countries, across the U.K. and western and central Europe, as of December 31, 2023.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements present our results of operations, financial position and cash flows on a consolidated basis. The unaudited condensed consolidated financial statements include Tripadvisor, our wholly-owned subsidiaries, and entities we control, or in which we have a variable interest and are the primary beneficiary of expected cash profits or losses. All inter-company accounts and transactions have been eliminated in consolidation. One of our subsidiaries that operates in China has variable interests in affiliated entities in China in order to comply with Chinese laws and regulations, which restrict foreign investment in internet content provision businesses. Although we do not own the capital stock of these Chinese affiliates, we consolidate their results as we are the primary beneficiary of the cash losses or profits of these variable interest affiliates and have the power to direct the activity of these affiliates. Our variable interest entities' financial results were not material for all periods presented. Investments in entities in which we do not have a controlling financial interest are accounted for under the equity method, the fair value option, as available-for-sale securities or at cost adjusted for observable price changes and impairments, as appropriate.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP") and include all normal and recurring adjustments that management of the Company considers necessary for a fair presentation of its financial position and operating results. We prepared the unaudited condensed consolidated financial statements following the requirements of the U.S. Securities and Exchange Commission ("SEC") for interim reporting. As permitted under those rules, we condensed or omitted certain footnotes or other financial information that are normally required by GAAP for annual financial statements. Additionally, certain prior period amounts have been reclassified for comparability with the current period presentation, none of which were material to the presentation of the accompanying unaudited condensed consolidated financial statements. Our interim unaudited condensed consolidated financial statements are not necessarily indicative of results that may be expected for any other interim period or for the full year. These interim unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2023, previously filed with the SEC (the "2023 Annual Report"). The unaudited condensed consolidated balance sheet as of December 31, 2023 included herein was derived from the audited consolidated financial statements as of that date, but does not include all disclosures including notes required by GAAP.

As of September 30, 2024, Liberty Tripadvisor Holdings, Inc. ("LTRIP") beneficially owned approximately 16.4 million shares of our common stock and 12.8 million shares of our Class B common stock, which constitute approximately 13% of the outstanding shares of common stock and 100% of the outstanding shares of Class B common stock. Assuming the conversion of all of LTRIP's shares of Class B common stock into common stock, LTRIP would beneficially own approximately 21% of the outstanding common stock. Because each share of Class B common stock is entitled to

content;">ten votes per share and each share of common stock is entitled to one vote per share, LTRIP may be deemed to beneficially own equity securities representing approximately 57% of our voting power. We had no related party transactions with LTRIP during each of the three and nine months ended September 30, 2024 and 2023.</p></div><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Risks and Uncertainties</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Our business was negatively impacted by the risks and uncertainties related to the COVID-19 pandemic and our business would be adversely and materially affected upon a resurgence of COVID-19 or the emergence of any new pandemic or other health crisis that results in reinstated travel bans and/or other government restrictions and mandates. Following the lifting of restrictions in connection with the COVID-19 pandemic, travel demand increased. In addition, the U.S. and other countries have seen elevated and fluctuating levels of inflation and decreases in discretionary spending patterns by consumers. If macroeconomic conditions deteriorate, consumer demand and spending may decline, we may not be able to pass on increased costs to our customers and any inability to navigate the macroeconomic environment could harm our business, results of operations and financial condition.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Additionally, natural disasters, public health-related events, political instability, geopolitical conflicts, including the evolving events in the Middle East, acts of terrorism, fluctuations in currency values, and changes in global economic conditions are examples of other events that could have a negative impact on the travel industry, and as a result, our financial results.</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Accounting Estimates</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">We use estimates and assumptions in the preparation of our unaudited condensed consolidated financial statements in accordance with GAAP. Our estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of our unaudited condensed consolidated financial statements. These estimates and assumptions also affect the reported amount of net income or loss during any period. Our actual financial results could differ significantly from these estimates. The significant estimates underlying our unaudited condensed consolidated financial statements is accounting for income taxes. Refer to "Note 8:Income Taxes" for information regarding our significant income tax estimates.</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Seasonality</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Consumer travel expenditures have historically followed a seasonal pattern. Correspondingly, travel partner advertising investments, and therefore our revenue and operating profits, have also historically followed a seasonal pattern. Our financial performance tends to be seasonally highest in the second and third quarters of a given year, which includes the seasonal peak in consumer demand, including traveler accommodation stays, and travel experiences taken, compared to the first and fourth quarters, which represent seasonal low points. In addition, during the first half of the year, experience bookings typically exceed the amount of completed experiences, resulting in higher cash flow related to working capital; while during the second half of the year, particularly in the third quarter, this pattern reverses and cash flows from these transactions are typically negative. Other factors may also impact typical seasonal fluctuations, such as significant shifts in our business mix, adverse economic conditions, public health-related events, as well as other factors.</p></div>4020Tripadvisor offered more than 1 billion user-generated ratings and reviews on over 8 million experiences, accommodations, restaurants, airlines, and cruises.5500011<p style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Basis of Presentation<span style="color:#000000;white-space:pre-wrap;font-weight:bold;font-size:10pt;font-

family:Times New Roman,min-width:fit-content;"></p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The accompanying unaudited condensed consolidated financial statements present our results of operations, financial position and cash flows on a consolidated basis. The unaudited condensed consolidated financial statements include Tripadvisor, our wholly-owned subsidiaries, and entities we control, or in which we have a variable interest and are the primary beneficiary of expected cash profits or losses. All inter-company accounts and transactions have been eliminated in consolidation. One of our subsidiaries that operates in China has variable interests in affiliated entities in China in order to comply with Chinese laws and regulations, which restrict foreign investment in internet content provision businesses. Although we do not own the capital stock of these Chinese affiliates, we consolidate their results as we are the primary beneficiary of the cash losses or profits of these variable interest affiliates and have the power to direct the activity of these affiliates. Our variable interest entities' financial results were not material for all periods presented. Investments in entities in which we do not have a controlling financial interest are accounted for under the equity method, the fair value option, as available-for-sale securities or at cost adjusted for observable price changes and impairments, as appropriate.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP") and include all normal and recurring adjustments that management of the Company considers necessary for a fair presentation of its financial position and operating results. We prepared the unaudited condensed consolidated financial statements following the requirements of the U.S. Securities and Exchange Commission ("SEC") for interim reporting. As permitted under those rules, we condensed or omitted certain footnotes or other financial information that are normally required by GAAP for annual financial statements. Additionally, certain prior period amounts have been reclassified for comparability with the current period presentation, none of which were material to the presentation of the accompanying unaudited condensed consolidated financial statements. Our interim unaudited condensed consolidated financial statements are not necessarily indicative of results that may be expected for any other interim period or for the full year. These interim unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2023, previously filed with the SEC (the "2023 Annual Report"). The unaudited condensed consolidated balance sheet as of December 31, 2023 included herein was derived from the audited consolidated financial statements as of that date, but does not include all disclosures including notes required by GAAP.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">As of September 30, 2024, Liberty Tripadvisor Holdings, Inc. ("LTRIP") beneficially owned approximately16.4 million shares of our common stock and12.8 million shares of our Class B common stock, which constitute approximately13 of the outstanding shares of common stock and100 of the outstanding shares of Class B common stock. Assuming the conversion of all of LTRIP's shares of Class B common stock into common stock, LTRIP would beneficially own approximately21 of the outstanding common stock. Because each share of Class B common stock is entitled toten votes per share and each share of common stock is entitled toone vote per share LTRIP may be deemed to beneficially own equity securities representing approximately57 of our voting power. We hadno related party transactions with LTRIP during each of the three andnine months ended September 30, 2024 and 2023.</p>16400000128000000.1310.21 ten votes per share10one vote per share10.570000<p style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;"><span style="color:#000000;white-space:pre-wrap;font-weight:bold;font-size:10pt;font-family:Times New Roman,min-

Risks and Uncertainties

Our business was negatively impacted by the risks and uncertainties related to the COVID-19 pandemic and our business would be adversely and materially affected upon a resurgence of COVID-19 or the emergence of any new pandemic or other health crisis that results in reinstated travel bans and/or other government restrictions and mandates. Following the lifting of restrictions in connection with the COVID-19 pandemic, travel demand increased. In addition, the U.S. and other countries have seen elevated and fluctuating levels of inflation and decreases in discretionary spending patterns by consumers. If macroeconomic conditions deteriorate, consumer demand and spending may decline, we may not be able to pass on increased costs to our customers and any inability to navigate the macroeconomic environment could harm our business, results of operations and financial condition.

Additionally, natural disasters, public health-related events, political instability, geopolitical conflicts, including the evolving events in the Middle East, acts of terrorism, fluctuations in currency values, and changes in global economic conditions are examples of other events that could have a negative impact on the travel industry, and as a result, our financial results.

Accounting Estimates

We use estimates and assumptions in the preparation of our unaudited condensed consolidated financial statements in accordance with GAAP. Our estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of our unaudited condensed consolidated financial statements. These estimates and assumptions also affect the reported amount of net income or loss during any period. Our actual financial results could differ significantly from these estimates. The significant estimates underlying our unaudited condensed consolidated financial statements is accounting for income taxes. Refer to “Note 8: **Income Taxes**” for information regarding our significant income tax estimates.

Seasonality

Consumer travel expenditures have historically followed a seasonal pattern. Correspondingly, travel partner advertising investments, and therefore our revenue and operating profits, have also historically followed a seasonal pattern. Our financial performance tends to be seasonally highest in the second and third quarters of a given year, which includes the seasonal peak in consumer demand, including traveler accommodation stays, and travel experiences taken, compared to the first and fourth quarters, which represent seasonal low points. In addition, during the first half of the year, experience bookings typically exceed the amount of completed experiences, resulting in higher cash flow related to working capital; while during the second half of the year, particularly in the third quarter, this pattern reverses and cash flows from these transactions are typically negative. Other factors may also impact typical seasonal fluctuations, such as significant shifts in our business mix, adverse economic conditions, public health-related events, as well as other factors

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES

There have been no material changes to our accounting policies since December 31, 2023, as described under “Note 2: **Significant Accounting Policies**”, in the notes to consolidated financial statements in Item 8 of our 2023 Annual Report.

New Accounting Pronouncements Not Yet Adopted

In December 2023, the Financial Accounting Standards Board (“FASB”) issued new accounting guidance requiring entities to provide additional information in the income tax rate reconciliation and additional disclosures about income taxes paid. The new accounting guidance requires entities to disclose in their rate reconciliation table additional categories of information about federal, state and foreign income taxes and to provide more details about the reconciling items in some categories if the items meet a quantitative threshold. This guidance is effective for annual periods beginning after December 15, 2024, and should be applied prospectively, but entities have the option to apply it retrospectively for each period presented. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. We are currently considering our timing of adoption and are in the process of evaluating the impact of adopting this newly issued accounting rule on our consolidated financial statements and related disclosures.

In November 2023, the FASB issued new accounting guidance which expands public entities' segment disclosures by requiring disclosure of significant segment expenses that are regularly provided to the chief operating decision maker ("CODM") and included within each reported measure of segment profit or loss, an amount and description of its composition for other segment items, and interim disclosures of a reportable segment's profit or loss and assets. This guidance is effective for annual periods beginning after December 15, 2023, and interim periods within annual periods beginning after December 15, 2024, with early adoption permitted, including adoption in any interim period. We will adopt this guidance with our Annual Report on Form 10-K for the year ended December 31, 2024.

The Company is in the process of evaluating changes which may be required to support our future reportable segment disclosures in order to comply with this new guidance, including evaluation of internal reporting, operational processes, controls, and other areas.

There have been no material changes to our accounting policies since December 31, 2023, as described under "Note 2: Significant Accounting Policies", in the notes to consolidated financial statements in Item 8 of our 2023 Annual Report.

New Accounting Pronouncements Not Yet Adopted

In December 2023, the Financial Accounting Standards Board ("FASB") issued new accounting guidance requiring entities to provide additional information in the income tax rate reconciliation and additional disclosures about income taxes paid. The new accounting guidance requires entities to disclose in their rate reconciliation table additional categories of information about federal, state and foreign income taxes and to provide more details about the reconciling items in some categories if the items meet a quantitative threshold. This guidance is effective for annual periods beginning after December 15, 2024, and should be applied prospectively, but entities have the option to apply it retrospectively for each period presented. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. We are currently considering our timing of adoption and are in the process of evaluating the impact of adopting this newly issued accounting rule on our consolidated financial statements and related disclosures.

In November 2023, the FASB issued new accounting guidance which expands public entities' segment disclosures by requiring disclosure of significant segment expenses that are regularly provided to the chief operating decision maker ("CODM") and included within each reported measure of segment profit or loss, an amount and description of its composition for other segment items, and interim disclosures of a reportable segment's profit or loss and assets. This guidance is effective for annual periods beginning after December 15, 2023, and interim periods within annual periods beginning after December 15, 2024, with early adoption permitted, including adoption in any interim period. We will adopt this guidance with our Annual Report on Form 10-K for the year ended December 31, 2024.

The Company is in the process of evaluating changes which may be required to support our future reportable segment disclosures in order to comply with this new guidance, including evaluation of internal reporting, operational processes, controls, and other areas.

NOTE 3: REVENUE RECOGNITION

There have been no material changes to our principal revenue streams, revenue recognition policies, performance obligations, description of and timing of services, or customer payment terms since December 31, 2023, as described under "Note 2: Significant Accounting Policies" in the notes to consolidated financial statements in Item 8 of our 2023 Annual Report. There was no significant revenue recognized in the three and nine months ended September 30, 2024 and 2023, related to performance obligations satisfied in prior periods. We have applied a practical expedient and do not disclose the value of

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Total Revenue	532
	1,424
	1,398

(1)

(2)

Tripadvisor experiences and dining revenue within the Brand Tripadvisor segment is shown gross of intersegment (intercompany) revenue, which is eliminated on a consolidated basis. See "Note 13:

Segment Information

" for a discussion of intersegment revenue for all periods presented.

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

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44	109	106	532	533	1,424	1,398
Total Revenue	Total Revenue	Total Revenue	Total Revenue	Total Revenue	Total Revenue	Total Revenue

Our revenue is recognized primarily at a point in time for all reportable segments.

family:Times New Roman,min-width:fit-content;"></div></div>Tripadvisor experiences and dining revenue within the Brand Tripadvisor segment is shown gross of intersegment (intercompany) revenue, which is eliminated on a consolidated basis. See "Note 13: Segment Information " for a discussion of intersegment revenue for all periods presented.151000000181000000460000000052400000040000000038000000114000000110000000510000005500000013.420000004400000001090000000.106000000532000000533000000142400000013980000004900000070000004500000044000000400000040000000030. style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">NOTE 4: FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">For assets and liabilities required to be reported at fair value, GAAP provides a hierarchy that prioritizes inputs to valuation techniques used to measure fair value into three broad levels:</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Level 1—Valuations are based on quoted market prices for identical assets and liabilities in active markets.</p><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Level 2—Valuations are based on observable inputs other than quoted market prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.</p><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Level 3—Valuations are based on unobservable inputs reflecting our own assumptions, consistent with reasonably available assumptions made by other market participants. These valuations require significant judgment.</p><p style="margin-left:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash, Cash Equivalents and Marketable Securities</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">As of both September 30, 2024 and December 31, 2023, we had approximately \$ 1.1 billion of cash and cash equivalents, which consisted of available on demand bank deposits and money market funds, with maturities of 90 days or less at the date of purchase, in each case, with</p><p style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman,min-width:fit-content;"> major global financial institutions. We had no outstanding investments classified as either short-term or long-term marketable securities as ofSeptember 30, 2024 or December 31, 2023, and there were no purchases or sales of any marketable securities during and for the three and nine months ended September 30, 2024 and 2023.</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">The following table shows our cash and cash equivalents that are measured at fair value on a recurring basis and are categorized using the fair value hierarchy, as well as their classification on our unaudited condensed consolidated balance sheets as ofSeptember 30, 2024 and December 31, 2023:</p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:28.034%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.598%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.598%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.598%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.598%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.598%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.598%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.598%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.598%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.598%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.598%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.598%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.598%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.598%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.598%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.598%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.598%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td>&lt

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(1)<div style="width:100%;display:inline;">We did not have any unrealized gains and losses related to our cash equivalents</div></div><div style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New

Roman;margin-bottom:0;text-align:left;">We generally classify cash equivalents and marketable securities, if any, within Level 1 and Level 2 as we value these financial instruments using quoted market prices (Level 1) or alternative pricing sources (Level 2). The valuation technique we use to measure the fair value of money market funds is derived from quoted prices in active markets for identical assets or liabilities. Fair values for Level 2 investments are considered "Level 2" valuations because they are obtained from independent pricing sources for identical or comparable instruments, rather than direct observations of quoted prices in active markets. Our procedures include controls to ensure that appropriate fair values are recorded, including comparing the fair values obtained from our independent pricing services against fair values obtained from another independent source.

<p style="font-size: 8pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: right;"></p></td><td style="vertical-align: bottom; text-align: center;"><p style="font-size: 8pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: right;"></p></td><td colspan="6" style="vertical-align: bottom; text-align: left;"><p style="font-size: 8pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: center;">(in millions)</p></td><td style="vertical-align: bottom; text-align: left;"><p style="font-size: 8pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: center;"></p></td></tr><tr style="height: 10pt; background-color: #c0c0c0; word-break: break-word;"><td style="white-space: pre-wrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;">Foreign currency exchange forward contracts(1)</p></td><td style="white-space: pre-wrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;"></p></td><td style="white-space: nowrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;">\$</p></td><td style="white-space: pre-wrap; vertical-align: bottom; text-align: center;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: right;">34</p></td><td style="white-space: nowrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;"></p></td><td style="white-space: pre-wrap; vertical-align: bottom; text-align: center;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: right;"></p></td><td style="white-space: nowrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;">\$</p></td><td style="white-space: pre-wrap; vertical-align: bottom; text-align: center;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: right;">9</p></td><td style="white-space: nowrap; vertical-align: bottom;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;"></p></td></tr></table><div class="item-list-element-wrapper" style="margin-left: 9.333%; display: flex; margin-top: 6pt; justify-content: flex-start; align-items: baseline; margin-bottom: 0; min-width: 3.333%; text-align: left;">(1)<div style="width: 100%; display: inline;">Derivative contracts address foreign currency exchange fluctuations for the Euro versus the U.S. dollar. These outstanding derivatives are not designated as hedging instruments and have an original maturity period of90 days or less.</div></div><div class="item-list-element-wrapper" style="margin-left: 9.333%; display: flex; margin-top: 0; justify-content: flex-start; align-items: baseline; margin-bottom: 0; min-width: 3.333%; text-align: left;">(2)<div style="width: 100%; display: inline;">The fair value of our outstanding derivatives as ofSeptember 30, 2024 and December 31, 2023, respectively, was not material. The notional amount of a forward contract is the contracted amount of foreign currency to be exchanged and is not recorded on the unaudited condensed consolidated balance sheet.</div></div></div><p style="text-indent: 4.8%; font-size: 10pt; margin-top: 12pt; font-family: Times New Roman; margin-bottom: 0; text-align: left;">Counterparties to our outstanding forward contracts consist of major global financial institutions. We monitor our positions and the credit ratings of the counterparties involved and, by policy limits, the amount of credit exposure to any one party. We do not use derivatives for trading or speculative purposes. We did not enter into any cash flow, fair value or net investment hedges as of September 30, 2024 or December 31, 2023.</p><p style="margin-left: 4.533%; font-size: 10pt; margin-top: 18pt; font-family: Times New Roman; margin-bottom: 0; text-align: left;">Other Financial Assets and Liabilities</p><p style="text-indent: 4.533%; font-size: 10pt; margin-top: 12pt; font-family: Times New Roman; margin-bottom: 6pt; text-align: left;">As of September 30, 2024 and December 31, 2023, financial instruments not measured at fair value on a recurring basis including accounts payable, accrued expenses and other current liabilities, and deferred merchant payables, were carried at cost on our unaudited condensed consolidated balance sheets, which approximates their fair values because of the short-term nature of these items. Accounts receivable, including contract assets as described below, as well as certain other financial assets, are measured at amortized cost and are carried at cost less an allowance for expected credit losses on our unaudited condensed consolidated balance sheet to present the net amount expected to be collected.</p><p style="text-indent: 4.533%; font-size: 10pt; margin-top: 12pt; font-family: Times New Roman; margin-bottom: 6pt; text-align: left;">Accounts Receivable, net</p><div style="font-size: 10pt; font-family: Times New Roman;"><p style="text-indent: 4.533%; font-size: 10pt; margin-top: 12pt; font-

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(1)

We estimate the fair value of the 2025 Senior Notes, 2026 Senior Notes, and Term Loan B Facility based on recently reported market transactions and/or prices for identical or similar financial instruments obtained from a third-party pricing source.

(2)

During the third quarter of 2024, the Company issued the \$500 million Term Loan B Facility and used these borrowed funds to redeem all \$500 million aggregate principal amount of the Company's outstanding 2025 Senior Notes. Refer to "Note 6: Debt" for further information.

The Company did not have any assets or liabilities measured at fair value on a recurring basis using Level 3 unobservable inputs as of September 30, 2024 and December 31, 2023.

Risks and Concentrations

Our business is subject to certain financial risks and concentrations, including concentration related to dependence on our relationships with our customers. For the year ended December 31, 2023, our two most significant travel partners, Expedia Group, Inc. (and its subsidiaries) and Booking Holdings, Inc. (and its subsidiaries), each accounted for 10% or more of our consolidated revenue and together accounted for approximately 25% of our consolidated revenue, with nearly all of this revenue concentrated in our Brand TripAdvisor segment.

Financial instruments, which potentially subject us to concentration of credit risk, generally consist, at any point in time, of cash and cash equivalents, corporate debt securities, forward contracts, capped calls, and accounts receivable. We maintain cash balances with financial institutions that are in excess of Federal Deposit Insurance Corporation insurance limits in the U.S. and similar government programs outside the U.S. Our cash and cash equivalents are generally composed of available on demand bank deposits or term deposits with several major global financial institutions, as well as money market funds, primarily denominated in U.S. dollars, and to a lesser extent Euros, British pounds, and Australian dollars. We may invest in highly-rated corporate debt securities, and our investment policy limits the amount of credit exposure to any one issuer, industry group and currency. Our credit risk related to corporate debt securities is also mitigated by the relatively short maturity period required by our investment policy. Forward contracts and capped calls are transacted with major international financial institutions with high credit standings. Forward contracts, which, to date, have typically had maturities of less than 90 days, also mitigate risk. Our overall credit risk related to accounts receivable is mitigated by the relatively short collection period.

Assets Measured at Fair Value on a Non-recurring Basis

Non-Marketable Investments

Equity Securities Accounted for under the Equity Method

The Company owns a 40% equity investment in Chelsea Investment Holding Company PTE Ltd., which is majority owned by Ctrip Investment Holding Ltd, a majority-owned subsidiary of Trip.com Group Limited. The Company accounts for this minority investment under the equity method, given it has the ability to exercise significant influence, but not control, over the investee. The carrying value of this minority investment was \$29 million and \$30 million as of September 30, 2024 and December 31, 2023.

family:Times New Roman,min-width:fit-content,">, respectively, and is included in non-marketable investments on our unaudited condensed consolidated balance sheets. During both the nine months ended September 30, 2024 and 2023, we recognized \$1 million, representing our share of the investee's net loss in other income (expenses), net within the unaudited condensed consolidated statements of operations, while this amount was not material during both the three months ended September 30, 2024 and 2023. The Company evaluates this investment for impairment when factors indicate that a decline in the value of its investment has occurred and the carrying amount of its investment may not be recoverable. An impairment loss, based on the excess of the carrying value over the estimated fair value of the investment based on Level 3 inputs, is recognized in earnings when an impairment is deemed to be other than temporary. During the three and nine months ended September 30, 2024 and 2023, we did not record any impairment loss on this equity investment. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The Company maintains various commercial agreements with Chelsea Investment Holding Company PTE Ltd. and/or its subsidiaries. Transactions under these agreements are considered related-party transactions, and were not material during the three and nine months ended September 30, 2024 and 2023.</p><p style="margin-left:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Other Long-Term Assets</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The Company holds collateralized notes (the "Notes Receivable") issued by a privately held company with a total principal amount of \$20 million. The Company has classified the Notes Receivable as held-to-maturity, as the Company has concluded it has the positive intent and ability to hold the Notes Receivable until maturity, with 50% due June 2028 and the remaining 50% due June 2030, or the date on which there is a change in control, whichever is earlier. As of both September 30, 2024 and December 31, 2023, the carrying value of the Notes Receivable was \$9 million, net of accumulated allowance for credit losses, and is classified in other long-term assets, net on our unaudited condensed consolidated balance sheets at amortized cost. On a quarterly basis, we perform a qualitative assessment considering impairment indicators to evaluate whether the Notes Receivable are impaired and monitor for changes to our allowance for credit losses.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">The following table shows our cash and cash equivalents that are measured at fair value on a recurring basis and are categorized using the fair value hierarchy, as well as their classification on our unaudited condensed consolidated balance sheets as of September 30, 2024 and December 31, 2023:</p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:28.034%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.598%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.598%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:8.358%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:7.519%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:6.259%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.38%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr></table></div>

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382

Total	1,112
1,112	1,067
1,067	1,067

(1)

We did not have any unrealized gains and losses related to our cash equivalents

8160000008160000008160000006850000006850000002960000002960000002960000003820000006 generally use forward contracts to reduce the effects of foreign currency exchange rate fluctuations on our cash

for the Euro versus the U.S. Dollar. For the three and nine months ended September 30, 2024 and 2023, our forward contracts were not designated as hedges and generally had maturities of less than 90 days.

	September 30, 2024	September 30, 2023
Forward contracts	34	9

(1) Derivative contracts address foreign currency exchange fluctuations for the Euro versus the U.S. dollar. These outstanding derivatives are not designated as hedging instruments and have an original maturity period of 90 days or less.

(2)

The fair value of our outstanding derivatives as of

September 30, 2024 and December 31, 2023

", respectively, was not material. The notional amount of a forward contract is the contracted amount of foreign currency to be exchanged and is not recorded on the unaudited condensed consolidated balance sheet.

The following table provides information about the opening and closing balances of accounts receivable, including contract assets, net of allowance for expected credit losses, from contracts with customers as of the dates presented:

September 30, 2024	December 31, 2023							
Accounts receivable	Contract assets							
220	177							
23	23							

(in millions)

220

177

23

23

[illegible]

[illegible]

[illegible]

343

322

345

3

342

Term Loan B Facility

(2)

500

6

[illegible]

font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">500</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"></p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(3</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"></p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">497</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">502</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr></table><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p><div class="item-list-element-wrapper" style="margin-left:4%;display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:3.333%;text-align:left;">(1)<div style="width:100%;display:inline;">We estimate the fair value of the 2025 Senior Notes, 2026 Senior Notes, and Term Loan B Facility based on recently reported market transactions and/or prices for identical or similar financial instruments obtained from a third-party pricing source.</div></div><div class="item-list-element-wrapper" style="margin-left:4%;display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:3.333%;text-align:left;">(2)<div style="width:100%;display:inline;">During the third quarter of 2024, the Company issued the \$500 million Term Loan B Facility and used these borrowed funds to redeem all \$500 million aggregate principal amount of the Company's outstanding 2025 Senior Notes.</div></div>

[illegible]

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Roman;margin-bottom:0;text-align:left;"></p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">53</p></td><tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="text-indent:10pt;vertical-align:bottom;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total</p></td><td style="vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">\$</p></td><td style="vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">\$</p></td><td style="vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">\$</p></td></tr></table><div class="item-list-element-wrapper" style="margin-left:9.333%;display:flex;margin-top:6pt;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:3.333%;text-align:left;">(1)<div style="width:100%;display:inline;">Amount relates primarily to unpaid interest accrued on the 2025 Senior Notes as of December 31, 2023. Refer to "Note 6:"Debt for further information.</div></div><div class="item-list-element-wrapper" style="margin-left:9.333%;display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:3.333%;text-align:left;">(2)<div style="width:100%;display:inline;">During the third quarter of 2023, the Company approved and subsequently initiated a set of actions across its businesses in order to reduce its cost structure, improve operational efficiencies, and realign its workforce with its strategic initiatives. These actions taken by the Company resulted in reduced global headcount. As a result, the Company incurred estimated pre-tax restructuring and other related reorganization costs of \$22 million during the year ended December 31, 2023, of which \$18 million was incurred during the three months ended September 30, 2023, consisting primarily of employee severance and related benefits. We expect the majority of remaining unpaid costs as of September 30, 2024 to be disbursed during the fourth quarter of 2024.</div></div></div><div style="font-size:10pt;font-family:Times New Roman;"><p style="margin-left:12.667%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">The following table summarizes our restructuring and other related reorganization costs for the nine months ended September 30, 2024:</p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:75.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:71.754%;box-sizing:content-box;"></td><td style="width:2.941%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:23.305%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Carrying Value</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td></tr><tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">(in millions)</p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td></tr><tr style="height:10pt;background-color:#ff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Accrued liability as of December 31, 2023</p></td><td style="white-space:pre-

wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">13</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Charges</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <tr style="height:10pt;background-color:#eff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Payments</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(10</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Accrued liability as of September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table></div> <p style="margin-left:13.33%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> <div style="font-size:8pt;font-family:Times New Roman;"><div class="item-list-element-wrapper" style="margin-left:9.33%;display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:3.33%;text-align:left;">(3)<div style="width:100%;display:inline;">Amount relates primarily to unpaid digital service taxes.</div></div><div class="item-list-element-wrapper" style="margin-left:9.33%;display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:3.33%;text-align:left;">(4)<div style="width:100%;display:inline;">Refer to "Note 9:Commitments and Contingencies" for further information. </div></div><div><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Accrued expenses and other current liabilities consisted of the following as of the dates presented: </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:80.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:55.38%;box-sizing:content-box;"> </td> <td style="width:2.46%;box-sizing:content-box;"> </td> <td style="width:19.66%;box-sizing:content-box;"> </td> <td style="width:2.46%;box-sizing:content-box;"> </td> <td style="width:20.04%;box-sizing:content-box;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-

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Unamortized Debt Issuance Costs

Total long-term debt

Credit Agreement

We are party to a credit agreement with a group of lenders initially entered into in June 2015 and, amended and restated in June 2023 (the "Credit Agreement"), which, among other things, provides for a \$500 million secured revolving credit facility (the "Credit Facility"). The Credit Facility has a maturity date of June 29, 2028 (unless, on any date that is 91 days prior to the final scheduled maturity date in respect of any indebtedness outstanding under certain "specified debt," the aggregate outstanding principal amount

of such specified debt is \$200 million or more, then the maturity date will be such business day). On July 8, 2024, the Company entered into the First Amendment to its Credit Agreement (the "Amended Credit Agreement"), which implements the Term Loan B Facility (discussed below); and among other things:

- Does not change the aggregate amount of revolving commitments available at \$500 million related to our Credit Facility;
- Makes certain adjustments to the definition of "Consolidated EBITDA";
- Increases the Available Amount by the portion of excess cash flow and asset sale, casualty and condemnation mandatory prepayments declined by lenders under the Term Loan B Facility, which may be used to make restricted payments and investments;
- Adds a separate dollar basket not to exceed the greater of \$195 million and \$50 million of Consolidated EBITDA for capital leases and purchase money debt;
- Adds a separate "ratio debt" basket for additional indebtedness up to 3.5 times pro forma Total Net Leverage Ratio;
- subject to certain customary limitations; and
- Adds customary extension and modification and refinancing facility provisions.

The Amended Credit Agreement includes certain customary restrictions on the ability of the Company and its subsidiaries to, among other things, incur additional indebtedness, grant additional liens, and make investments, acquisitions, dispositions, distributions, and other payments, with certain exceptions as more specifically described in the Amended Credit Agreement. The Amended Credit Agreement contains customary events of default and modifies the cross-default provision so that the Term Loan B Facility includes a customary cross-acceleration event of default with the Credit Facility under the Amended Credit Agreement. If an event of default occurs and is continuing, then, among other things, the lenders under the Credit Facility and/or the Term Loan B Facility, as applicable, may declare any outstanding Credit Facility and/or Term Loan B Facility obligations, as applicable, under the Amended Credit Agreement to be immediately due and payable and exercise their rights and remedies against the collateral. The obligations under the Amended Credit Agreement are secured by substantially all assets, whether personal, tangible or intangible, of the Company and the Subsidiary Loan Parties as granted under the Security Documents. Any term not otherwise defined herein shall have the meaning ascribed to it in the Amended Credit Agreement.

As of September 30, 2024 and December 31, 2023, we had Credit Facility

width:fit-content;">no outstanding borrowings under the Credit Facility. The Credit Facility also includes \$15 million of borrowing capacity available for letters of credit and \$40 million for swing-line borrowings on same-day notice. As ofSeptember 30, 2024 and December 31, 2023, we had issued\$3 million and\$4 million, respectively, of undrawn standby letters of credit under the Credit Facility. For the three months ended September 30, 2024 and 2023, and the nine months ended September 30, 2023, total interest expense and commitment fees on our Credit Facility was not material, while during the nine months ended September 30, 2024, we recorded total interest expense and commitment fees on the Credit Facility of\$1</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">million to interest expense on our unaudited condensed consolidated statement of operations. The Amended Credit Agreement, among other things, requires us to maintain a maximum total net leverage ratio of4.5 to1.0 solely in respect to the Credit Facility and contains certain customary affirmative and negative covenants and events of default, including a change of control.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">In connection with the Amended Credit Agreement, we incurred lender fees and other debt financing costs of \$1 million under the Credit Facility. These costs were capitalized as deferred financing costs in other long-term assets on our unaudited consolidated balance sheet as of September 30, 2024. As of September 30, 2024, the Company had \$4 million remaining in deferred financing costs in connection with the Credit Facility. These costs will be amortized over the remaining term of the Credit Facility, using the effective interest rate method, and recorded to interest expense on our unaudited condensed consolidated statement of operations.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">Term Loan B Facility</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">On July 8, 2024, under the Amended Credit Agreement, the Company issued a \$500 million Term Loan B Facility maturing July 8, 2031, with an interest rate based on secured overnight financing rate ("SOFR") plus2.75%. On July 15, 2024, the Company used these borrowed funds to fully redeem its outstanding \$500 million, 2025 Senior Notes. As of September 30, 2024, the interest rate on the Term Loan B Facility was7.60% and the weighted-average interest rate on the Term Loan B Facility was8.06% for the three months ended September 30, 2024.The Term Loan B Facility was offered at99.75%</p></div>

of par and is required to be paid down at 1.00 % of the aggregate principal amount per year, % repayable in quarterly installments on the last day of each calendar quarter, commencing December 31, 2024, equal to 0.25 % of the original principal amount with the balance due on the maturity date. The Term Loan B Facility has no financial covenants.

In connection with the issuance of the Term Loan B Facility, we incurred 7 % million of debt issuance costs, comprised of the initial purchasers' discount, lender fees, and other debt financing costs. These debt issuance costs will be amortized over the remaining term of the Term Loan B Facility, using the effective interest rate method, and recorded to interest expense on our unaudited condensed consolidated statement of operations. As of September 30, 2024, unpaid interest on the Term Loan B Facility was not material and \$10 % million was recorded as interest expense on our unaudited condensed consolidated statements of operations during both the three and nine months ended September 30, 2024.

2025 Senior Notes

On July 15, 2024, as noted above, the Company redeemed all \$500 % million aggregate principal amount of the Company's outstanding 2025 Senior Notes, in addition to the settlement of accrued and unpaid interest \$2 % million, which primarily consisted of a non-cash write-off of unamortized debt issuance costs, and is included in Other income (expense), net on our unaudited condensed consolidated statements of operations during both the three and nine months ended September 30, 2024.

As of December 31, 2023, unpaid interest of \$16 % million related to the 2025 Senior Notes, was included in accrued expenses and other current liabilities on our unaudited condensed consolidated balance sheet. During the three and nine months ended September 30, 2024, we recorded \$1 % million and \$19 % million of interest expense, respectively, while during the three and nine months ended September 30, 2023, we recorded \$9 % million and \$26 % million of interest expense, respectively, on our unaudited condensed consolidated statements of operations.

2026 Senior Notes

During the three and nine months ended September 30, 2024 and

2023, our effective interest rate, including debt issuance costs, was approximately 0.35% and 0.40%, respectively, and total interest expense incurred from the 2026 Senior Notes was not material during the three months ended September 30, 2024 and 2023, while this amount was \$1.35 million during both the nine months ended September 30, 2024 and 2023. As of September 30, 2024 and December 31, 2023, unpaid interest on the 2026 Senior Notes was not material.

Capped Call Transactions

In connection with the issuance of the 2026 Senior Notes, the Company entered into privately negotiated capped call transactions (the “Capped Calls”) with certain of the initial purchasers of the 2026 Senior Notes and/or their respective affiliates and/or other financial institutions at a cost of approximately \$35 million.

The Capped Calls are considered indexed to our own stock and are considered equity classified under GAAP, and therefore included as a reduction to additional paid-in capital within stockholders’ equity on the unaudited condensed consolidated balance sheet as of both September 30, 2024 and December 31, 2023. The Capped Calls are not accounted for as derivatives and their fair value is not remeasured each reporting period.

Refer to “Note 8: Debt” in the notes to consolidated financial statements in Item 8 of our 2023 Annual Report, for additional information pertaining to redemption, conversion, repurchase features, and other terms regarding the Credit Facility, 2025 Senior Notes, 2026 Senior Notes and Capped Calls.

The Company’s outstanding debt consisted of the following as of the dates presented:

	September 30, 2024	December 31, 2023
Senior Notes	\$19,887,999,999,999,999	\$19,887,999,999,999,999
Other debt	\$1	\$1
Total	\$19,887,999,999,999,999	\$19,887,999,999,999,999

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Unamortized Debt Issuance Costs	Total long-term debt
8	832
6	839
500000005000000049500000000.00253450000003450000000.070500000000800000060000008320000008306-29912000000005000000001950000000.503.5 times pro forma Total Net Leverage Ratio00150000001500000040000000400000003000000400000010000004.51100000040000005000000000.0275500607-1550000000020000002000000160000001000000190000009000000260000000.00350.0041000000100000035000000	07-1550000000020000002000000160000001000000190000009000000260000000.00350.0041000000100000035000000
NOTE 7: OTHER LONG-TERM LIABILITIES	Other long-term liabilities consisted of the following as of the dates presented:
56.491%	16.563%

[illegible]

Other

15	4
105	197

Refer to "Note 8: Income Taxes"

for information regarding unrecognized tax benefits. Amounts include accrued interest related to this liability.

(2)

Amount relates to the long-term portion of a deferred income liability recorded as a result of an equity method investment. Refer to "Note 4: Financial Instruments and Fair Value Measurements" for additional information.

(3)

Amount relates to the long-term portion of transition tax payable related to the Tax Cuts and Jobs Act of 2017 (the "2017 Tax Act"), which was reclassified to current income taxes payable on our unaudited condensed consolidated balance sheet during the second quarter of 2024, reflecting its anticipated payment within the first half of 2025.

Other long-term liabilities consisted of the following as of the dates presented:

	September 30, 2024	December 31, 2023
Unrecognized tax benefits	\$77	\$153
Transition tax payable	\$1.3	\$1.3
Long-term debt	\$1.3	\$1.3
Deferred income taxes	\$1.3	\$1.3
Other long-term liabilities	\$1.3	\$1.3
Total long-term liabilities	\$3.7	\$3.7

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wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$ </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">197 </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table><div class="item-list-element-wrapper" style="margin-left:9.333%;display:flex;margin-top:6pt;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:3.333%;text-align:left;">(1) <div style="width:100%;display:inline;">Refer to "Note 8: Income Taxes" for information regarding unrecognized tax benefits. Amounts include accrued interest related to this liability. </div></div><div class="item-list-element-wrapper" style="margin-left:9.333%;display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:3.333%;text-align:left;">(2) <div style="width:100%;display:inline;">Amount relates to the long-term portion of a deferred income liability recorded as a result of an equity method investment. Refer to "Note 4: Financial Instruments and Fair Value Measurements" for additional information. </div></div><div class="item-list-element-wrapper" style="margin-left:9.333%;display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:3.333%;text-align:left;">(3) <div style="width:100%;display:inline;">Amount relates to the long-term portion of transition tax payable related to the Tax Cuts and Jobs Act of 2017 (the "2017 Tax Act"), which was reclassified to current income taxes payable on our unaudited condensed consolidated balance sheet during the second quarter of 2024, reflecting its anticipated payment within the first half of 2025. </div></div>77000000153000000-24000000-2500000001500000040000004000000105000000197000000<p style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">NOTE 8: INCOME TAXES</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Each interim period is considered an integral part of the annual period; accordingly, we measure our income tax expense using an estimated annual effective tax rate. An enterprise is required, at the end of each interim reporting period, to make its best estimate of the annual effective tax rate for the full fiscal year and use that rate to provide for income taxes on a current year-to-date basis, as adjusted for discrete taxable events that occur during the interim period. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Our income tax provision was \$ 27 million and \$ 84 million for the three and nine months ended September 30, 2024, respectively, and our income tax provision was \$ 37 million and \$ 115 million for the three and nine months ended September 30, 2023, respectively. The change in our income tax provision during the nine months ended September 30, 2024, when compared to the same period in 2023, was primarily the result of an Internal Revenue Service ("IRS") audit settlement for the 2014 through 2016 tax years, and an adjustment to our existing transfer pricing income tax reserves for subsequent tax years recorded during the three months ended March 31, 2024, as discussed below. Our effective tax rate for the three months ended September 30, 2024 differs from the U.S. federal statutory rate of 21 %, primarily due to unfavorable stock-based compensation tax effects. Our effective tax rate for the nine months ended September 30, 2024 differs from the U.S. federal statutory rate of 21 %, primarily due to the result of an IRS audit settlement as noted above. </p><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;"><span style="color:#000000;white-space:pre-

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Provision (benefit) for income taxes

84

115

Our accounting policy is to recognize accrued interest and penalties related to unrecognized tax benefits and income tax liabilities as part of our income tax expense. As of September 30, 2024, we had an accrued interest liability of \$21 million, which was included in unrecognized tax benefits in other long-term liabilities on our unaudited condensed consolidated balance sheet, and no penalties were accrued.

As disclosed in our 2023 Annual Report, we received Notices of Proposed Adjustments ("NOPA") from the IRS for the 2014 through 2016 tax years relating to certain transfer pricing arrangements with our foreign subsidiaries. In response, we requested competent authority assistance under the Mutual Agreement Procedure ("MAP") for the 2014 through 2016 tax years. In January 2024, we received notification of a MAP resolution agreement for the 2014 through 2016 tax years, which we accepted in February 2024. During the three and nine months ended September 30, 2024, we recorded an income tax benefit of \$4 million and an income tax expense of \$41 million, respectively, as discrete items, inclusive of interest, related to this settlement on our unaudited condensed consolidated statement of operations. Separately, we reviewed the impact of the acceptance of this settlement position against our existing transfer pricing income tax reserves for the subsequent open tax years during the first quarter of 2024, which resulted in an income tax benefit, inclusive of estimated interest, of \$4 million. During the three

months ended June 30, 2024, we made a payment to the IRS of \$141 million, inclusive of estimated interest, and during the three months ended September 30, 2024, we made various state tax payments of \$18 million, inclusive of estimated interest, related to this audit settlement. We anticipate a competent authority refund from a foreign jurisdiction and certain federal tax benefits, net of state tax payments due, associated with this IRS audit settlement which will be substantially settled in the next twelve months, resulting in an estimated net cash inflow of \$50 million to \$60 million, inclusive of related interest. The anticipated competent authority refund is reflected in the current income taxes receivable balance of \$46 million, as well as a lesser amount consisting of anticipated federal tax benefits, partially offset by anticipated state tax payments on our unaudited condensed consolidated balance sheet as of September 30, 2024.

As of December 31, 2023, we had recorded \$153 million of unrecognized tax benefits, inclusive of interest, classified as other long-term liabilities on our unaudited condensed consolidated balance sheet. As a result of our acceptance of MAP with the IRS for the 2014 through 2016 tax years, and its impact on other ongoing IRS audits, as described above, we reduced this unrecognized tax benefits liability by \$79 million during the three months ended March 31, 2024 by reclassifying this balance to current income taxes payable on our unaudited condensed consolidated balance sheet, representing a short-term payment obligation to the IRS, which was subsequently paid during the three months ended June 30, 2024, as noted above.

In addition, as disclosed in our 2023 Annual Report, we received a NOPA from the IRS for the 2009 through 2011 tax years relating to certain transfer pricing arrangements with our foreign subsidiaries. In response, we also requested competent authority assistance under MAP for the 2009 through 2011 tax years. In January 2023, we received a final notice from the IRS regarding a MAP resolution agreement for the 2009 through 2011 tax years, which the Company accepted in February 2023. In the first quarter of 2023, we recorded additional income tax expense as a discrete item, inclusive of interest, of \$31 million specifically related to this settlement on our unaudited condensed consolidated statement of operations. During the first quarter of 2023, we reviewed the impact of the acceptance of this settlement position against our existing transfer pricing income tax reserves for the subsequent tax years, which resulted in incremental income tax expense, inclusive of estimated interest, of \$24 million. The total impact of these adjustments resulted in an incremental income tax expense on our unaudited condensed consolidated statement of operations of \$55 million for the three months ended March 31, 2023. During the three months ended June 30, 2023, we made a U.S. federal tax payment of \$113 million, inclusive of interest, to Expedia related to this IRS audit settlement, pursuant to the Tax Sharing Agreement with Expedia.

During the three months ended September 30, 2023, we received a competent authority refund of \$49 million, inclusive of interest income, related to this IRS audit settlement.

In January 2021, we received from HMRC an issue closure notice relating to adjustments for the 2012 through 2016 tax years. These proposed adjustments are related to certain transfer pricing arrangements with our foreign subsidiaries and would result in an increase to our worldwide income tax expense in an estimated range of \$25 million to \$35 million, exclusive of interest expense, at the close of the audit if HMRC prevails. We disagree with the proposed adjustments and we intend to defend our position through applicable administrative and, if necessary, judicial remedies. Our policy is to review and update tax

reserves as facts and circumstances change.

2020	2021	2022	2023	2024
27,000,000,000	40,000,000,000	37,000,000,000	115,000,000,000	210,211,211

A reconciliation of the provision (benefit) for income taxes to the amounts computed by applying the statutory federal income tax rate to income (loss) before income taxes is as follows for the periods presented:

	2020	2021	2022	2023	2024
Income tax expense (benefit) at the federal statutory rate	18	20	20	20	20
State income taxes, net of effect of federal tax benefit	1	1	1	1	1
Income tax expense (benefit)	19	21	21	21	21

Income tax expense (benefit) at the federal statutory rate

State income taxes, net of effect of federal tax benefit

Income tax expense (benefit)

[illegible]

[illegible]

</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Provision (benefit) for income taxes</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td><td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p><td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">84</p></td><td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td><td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">115</p></td><td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr></table>180000002000000070000007000000400000070000001300000021000000600000003000000090000000410000040000002400000011000000-1000000840000001150000002100000004000000-41000000-4000000141000000180000005000000060000000460000001530000007900000031000000240000005500000011300000</td><td style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">NOTE 9: COMMITMENTS AND CONTINGENCIES</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">As of September 30, 2024, there have been no material changes to our commitments and contingencies since December 31, 2023, except as discussed below. Refer to "Note 12: Commitments and Contingencies," in the notes to our consolidated financial statements in Item 8 of our 2023 Annual Report.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">In the ordinary course of business, we are party to legal, regulatory and administrative matters, including threats thereof, arising out of, or in connection with our operations. These matters may involve claims involving, but not limited to, intellectual property rights (including privacy rights and alleged infringement of third-party intellectual property rights), tax matters (including value-added, excise, transient occupancy and accommodation taxes), regulatory compliance (including competition, consumer protection matters and data privacy or cybersecurity matters), contractual claims (including related to our material agreements or other contracts), defamation and reputational claims, personal injury claims, labor and employment matters and commercial disputes. Periodically, we review the status of all significant outstanding matters to assess any potential financial exposure. We record the estimated loss in our consolidated statements of operations when (i) it is probable that an asset has been impaired or a liability has been incurred; and (ii) the amount of the loss can be reasonably estimated and is material. We provide disclosures in the notes to the consolidated financial statements for loss contingencies that do not meet both of these conditions if there is a reasonable possibility that a loss may have been incurred that would be material to the consolidated financial statements. We base accruals on the best information available at the time, which can be highly subjective. Although occasional adverse decisions or settlements may occur, we do not believe that the final disposition of any of these matters will have a material adverse effect on our business, except for certain known income tax matters discussed in "Note 8: Income Taxes," However, the final outcome of these matters could vary significantly from our estimates. Finally, there may be claims or actions pending or threatened against us of which we are currently not aware and the ultimate disposition of which could have a material adverse effect on us. All legal fees incurred by the Company related to any regulatory and legal matters are expensed in the period incurred.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">We are under audit by the IRS and various other domestic and foreign tax authorities with regards to income tax matters. We have reserved for potential losses that may result from examinations by, or any negotiated agreements with, these tax authorities. Although we believe our tax estimates are reasonable, the final

determination of audits could be materially different from our historical tax provisions and accruals. The results of an audit could have a material effect on our financial position, results of operations, or cash flows in the period for which that determination is made. Refer to "Note 8: Income Taxes"> for further information on potential contingencies pertaining to current income tax audits. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">As of September 30, 2024, we have an accrual in the amount of \$10 million in accrued expenses and other current liabilities in our unaudited condensed consolidated balance sheet, as an estimated potential settlement of a regulatory related matter within our alternative accommodation rentals offering. This amount was accrued during the three months ended March 31, 2024, and is included in general and administrative expenses in our unaudited condensed consolidated statements of operations for the nine months ended September 30, 2024. This accrual is based on our best estimate of probable loss; the ultimate resolution of this contingency may be greater or less than the liability recorded.</p>10000000<p style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">NOTE 10: STOCK BASED AWARDS AND OTHER EQUITY INSTRUMENTS"></p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Stock-Based Compensation Expense"></p><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">The following table presents the amount of stock-based compensation expense and the related income tax benefit included in our unaudited condensed consolidated statements of operations during the periods presented:"></p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:47.18%;box-sizing:content-box;"></td><td style="width:1.8%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.4400000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.8%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.68%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.8%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:8.06%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.8%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.4400000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td colspan="6" style="vertical-align:middle;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three months ended</p></td><td style="vertical-align:middle;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td colspan="6" style="vertical-align:middle;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Nine months ended</p></td><td style="vertical-align:middle;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td></tr><tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td colspan="6" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">September 30,</p></td><td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td colspan="6" style="vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">September 30,</p></td><td style="vertical-align:middle;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td></tr><tr style="height:8pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;"><td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="vertical-align:middle;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td colspan="6" style="vertical-align:middle;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">September 30,</p></td><td style="vertical-align:middle;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td></tr></table></div></p></div>

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[illegible]

 <

[illegible]

Exercised

(1)

24.36

1,131

35.76

Canceled or expired

80

[illegible]

Vested and expected to vest after September 30, 2024 (2)

2,761

35.63

4.5

4.533%

(1) Inclusive of approximately

67,000

The Company accounts for forfeitures as they occur, rather than estimate expected forfeitures as allowed under GAAP and therefore does not include a forfeiture rate in our vested and expected to vest calculation unless necessary for a performance condition award.

Our stock options generally have a term of ten years from the date of grant and typically vest equally over a four-year requisite service period. We amortize the grant-date fair value of our stock option grants as stock-based compensation expense over the vesting term on a straight-line basis, with the

amount of compensation expense recognized at any date at least equaling the portion of the grant-date fair value of the award that is vested at that date. The weighted-average grant date fair value of stock options issued during the nine months ended September 30, 2024 and 2023, using a Black-Scholes Merton option-pricing model, was \$13.37 and \$10.32, respectively. The total fair value of stock options vested was \$6 million for both the nine months ended September 30, 2024 and 2023. Aggregate intrinsic value represents the difference between the closing stock price of our common stock and the exercise price of outstanding, in-the-money options. Our closing stock price as reported on Nasdaq as of September 30, 2024 was \$14.49.

The total intrinsic value of stock options exercised was no material for the nine months ended September 30, 2024 and 2023.

2024 Restricted Stock Units ("RSUs") Activity

A summary of our RSUs activity, consisting of service-based vesting terms, is presented below:

	Weighted-Average Grant Date Fair Value of Awards Vested	Intrinsic Value of Awards Exercised	Aggregate Intrinsic Value of Awards Exercised
For the nine months ended September 30, 2024	\$13.37	\$6.0 million	\$6.0 million
For the nine months ended September 30, 2023	\$10.32	\$6.0 million	\$6.0 million

[illegible]

[illegible]

Vested	and released
(1)	
Unvested RSUs outstanding as of September 30, 2024	
(2)	

RSUs are measured at fair value based on the quoted price of our common stock at the date of grant. We amortize the grant-date fair value of RSUs as stock-based compensation expense over the vesting term, which is typically over a four-year requisite service period on a straight-line basis, with the amount of compensation expense recognized at any date at least equaling the portion of the grant-date fair value of the award that is vested at that date. The total fair value of RSUs vested was \$89 million for both the nine months ended September 30, 2024 and 2023.

	2024	2023
PSUs	(1)	(1)
MSUs	(2)	(2)

The Company accounts for forfeitures as they occur, rather than estimate expected forfeitures as allowed under GAAP and therefore does not include a forfeiture rate in our vested and expected to vest calculation unless necessary for a performance condition award.

[illegible]

[illegible]

[illegible]

[illegible]

content:flex-start;">(1)<div style="width:100%;display:inline;">Represents PSUs awarded primarily in February 2023 and March 2024. The February 2023 PSU awards provide for vesting in two equal annual installments on each of December 31, 2024 and December 31, 2025, if and to the extent the Company achieves pre-determined revenue and Adjusted EBITDA metrics (each weighted 50%) established by the Compensation Committee and Section 16 Committee of its Board of Directors (jointly, the "Compensation Committees"). The March 2024 PSU awards provide for vesting in two equal annual installments on each of December 31, 2025 and December 31, 2026, if and to the extent the Company achieves pre-determined revenue and Adjusted EBITDA metrics (each weighted 50%) established by the Compensation Committees. The estimated grant-date fair values per PSU were measured based on the quoted price of our common stock at the date of grant, calculated upon the establishment of performance targets, and will be amortized on a straight-line basis over the requisite service period.Based upon actual attainment relative to the target financial metrics, employees have the ability to receive up to 200% of the target number originally granted, or to be issued none at all. Probable outcome for performance-based awards is updated based upon changes in actual and forecasted operating results or expected achievement of performance goals, as applicable, and the impact of modifications, if any.</div></div><div class="item-list-element-wrapper" style="margin-left:9.333%;display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:3.333%;text-align:left;">(2)<div style="width:100%;display:inline;">MSUs shall vest three years from grant date, generally with 25% vesting if the weighted-average stock price over a 30 day trading period during the vesting period is equal to or greater than \$35.00 but less than \$45.00, 50% vesting if equal to or greater than \$45.00 but less than \$55.00, and 100% vesting if equal to or greater than \$55.00, subject to continuous employment with, or performance of services for, the Company. A Monte-Carlo simulation model, which simulated the present value of the potential outcomes of future stock prices, was used to calculate the grant-date fair value of our MSU awards. The estimated grant-date fair value of these awards is amortized on a straight-line basis over the requisite service period and is not adjusted based on the actual number of awards that ultimately vest.</div></div></div><p style="text-indent:4.8%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total current income tax benefits associated with the exercise or settlement of Tripadvisor stock-based awards held by our employees was \$2 million and \$9 million during the three and nine months ended September 30, 2024, respectively, and \$2 million and \$8 million during the three and nine months ended September 30, 2023, respectively.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">As of September 30, 2024, total unrecognized compensation cost related to stock-based awards, substantially RSUs, was \$275 million, which the Company expects to recognize over a weighted-average period of 2.7 years.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">The following table presents the amount of stock-based compensation expense and the related income tax benefit included in our unaudited condensed consolidated statements of operations during the periods presented:</p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:47.18%;box-sizing:content-box;"></td><td style="width:1.8%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.440000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.8%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.68%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.8%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:8.06%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td>

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[illegible]

[illegible]

[illegible]

Remaining	Aggregate	Options	Price Per	Contractual	Intrinsic	Outstanding	Share	Life	Value

[illegible]

[illegible]

[illegible]

3.7

—

Vested and expected to vest after September 30, 2024
(2)

2,761

03

4.5

67,000

 stock options withheld due to net share settlement to satisfy required employee tax withholding requirements. Potential shares which had been convertible under stock options that were withheld under net share settlement remain in the authorized but unissued pool under the Tripadvisor, Inc. 2023 Stock and Annual Incentive Plan (the “2023 Plan”) and can be reissued by the Company. Total payments for the employees’ tax obligations to the taxing authorities due to net share settlements are reflected as a financing activity within the consolidated statements of cash flows.

The Company accounts for forfeitures as they occur, rather than estimate expected forfeitures as allowed under GAAP and therefore does not include a forfeiture rate in our vested and expected to vest calculation unless necessary for a performance condition

A summary of our RSUs activity, consisting of service-based vesting terms, is presented below:

Grant	Aggregate
Weighted Average	Average
Grant	Aggregate

[illegible]

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space:pre-wrap;vertical-align:middle;"/>

</p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Canceled</p></td><td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,029</p></td><td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">24.35</p></td><td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr><tr style="height:10pt;background-color:#c0c0c0;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Unvested RSUs outstanding as of September 30, 2024(2)</p></td><td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">12,484</p></td><td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">23.87</p></td><td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">181</p></td><td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr></table><div class="item-list-element-wrapper" style="margin-left:9.333%;display:flex;margin-top:6pt;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:3.333%;text-align:left;">(1)<div style="width:100%;display:inline;">Inclusive of approximately797,000RSUs withheld due to net share settlement to satisfy required employee tax withholding requirements. Potential shares which had been convertible under RSUs that were withheld under net share settlement remain in the authorized but unissued pool under the 2023 Plan and can be reissued by the Company. Total payments for the employees' tax obligations to the taxing authorities due to

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bottom:0;text-align:right;">972
</p></td><td style="vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">\$23.39</p></td><td style="vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">\$14</p></td><td style="vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">491</p></td><td style="vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">\$10.53</p></td><td style="vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">\$7</p></td></tr></table><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p><div class="item-list-element-wrapper" style="margin-left:9.333%;display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:3.333%;text-align:left;">(1)<div style="width:100%;display:inline;">Represents PSUs awarded primarily in February 2023 and March 2024. The February 2023 PSU awards provide for vesting in two equal annual installments on each of December 31, 2024 and December 31, 2025, if and to the extent the Company achieves pre-determined revenue and Adjusted EBITDA metrics (each weighted 50%) established by the Compensation Committee and Section 16 Committee of its Board of Directors (jointly, the "Compensation Committees"). The March 2024 PSU awards provide for vesting in two equal annual installments on each of December 31, 2025 and December 31, 2026, if and to the extent the Company achieves pre-determined revenue and Adjusted EBITDA metrics (each weighted 50%) established by the Compensation Committees. The estimated grant-date fair values per PSU were measured based on the quoted price of our common stock at the date of grant, calculated upon the establishment of performance targets, and will be amortized on a straight-line basis over the requisite service period.Based upon actual attainment relative to the target financial metrics, employees have the ability to receive up to 200% of the target number originally granted, or to be issued none at all.Probable outcome for performance-based awards is updated based upon changes in actual and forecasted operating results or expected achievement of performance goals, as applicable, and the impact of modifications, if any.</div></div><div class="item-list-element-wrapper" style="margin-left:9.333%;display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:3.333%;text-align:left;">(2)<div style="width:100%;display:inline;">MSUs shall vest three years from grant date, generally with 25% vesting if the weighted-average stock price over a 30 day trading period during the vesting period is equal to or greater than \$35.00 but less than \$45.00, 50% vesting if equal to or greater than \$45.00 but less than \$55.00, and 100% vesting if equal to or greater than \$55.00, subject to continuous employment with, or performance of services for, the Company. A Monte-Carlo simulation model, which simulated the present value of the potential outcomes of future stock prices, was used to calculate the grant-date fair value of our MSU awards. The estimated grant-date fair value of these awards is amortized on a straight-line basis over the requisite service period and is not adjusted based on the actual number of awards that ultimately vest.</div>51900018.4557200010.3560200027.310014900022.4810009.2697200023.391400000049100010.537000000MNOTE 11. STOCKHOLDERS' EQUITY</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">On September 7, 2023, our Board of Directors authorized the repurchase of \$250<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-

family:Times New Roman,min-width:fit-content;"> million in shares of our common stock under a share repurchase program. Our Board of Directors authorized and directed management, working with the Executive Committee of our Board of Directors, to affect the share repurchase program in compliance with applicable legal requirements. The Executive Committee will determine the price, timing, amount and method of such repurchases based on its evaluation of market conditions and other factors, and at prices determined to be attractive and in the best interests of both the Company and its stockholders. This share repurchase program, which has a term of two years, does not obligate the Company to acquire any particular number of shares and may be modified, suspended or discontinued at any time.

1,366,385 shares of our outstanding common stock at an average price of \$18.28 per share, exclusive of fees and commissions, or 25 million in the aggregate. As of September 30, 2024, the Company had 200 million remaining available to repurchase shares of its common stock under this share repurchase program. During the nine months ended September 30, 2023, we repurchased 4,724,729 shares of our outstanding common stock at an average price of \$15.85 per share, exclusive of fees and commissions, or 75 million in the aggregate, which completed a previous share repurchase program.

For the three and nine months ended September 30, 2024 and 2023, any excise tax on share repurchases was not material.

NOTE 12: EARNINGS PER SHARE

We compute basic earnings per share ("Basic EPS") by dividing net income (loss) by the weighted average number of common shares outstanding during the period. We compute diluted earnings per share ("Diluted EPS") by dividing net income (loss) by the sum of the weighted average number of common shares outstanding including the dilutive effect of stock-based awards as determined under the treasury stock method and of the 2026 Senior Notes using the if-converted method, as share settlement is presumed, under GAAP. In periods when we recognize a net loss, we exclude the impact of outstanding stock-based awards and the potential share settlement impact related to the 2026 Senior Notes from the Diluted EPS calculation as their inclusion would have an antidilutive effect. Accordingly, for periods in which we report a net loss, such as for the nine months ended September 30, 2023, Diluted EPS is the same as Basic EPS since dilutive common equivalent shares are not assumed to have been issued if their effect is antidilutive.

Additionally, in periods when the 2026 Senior Notes are dilutive, interest expense, net of tax, is added back to net income (loss) (the "numerator") to calculate Diluted EPS. The Capped Calls are excluded from the calculation of Diluted EPS, as they would be antidilutive. However, upon conversion of the 2026 Senior Notes, unless the market price of our common stock exceeds the cap price, an exercise of the Capped Calls would generally offset any dilution from the 2026 Senior Notes from the conversion price up to the cap price. As of September 30, 2024 and 2023, the market price of a share of our common stock did not exceed the \$107.36 cap price.

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Weighted average shares used to compute Diluted EPS <table border="1"><tr><td>144,193</td><td>143,286</td><td>144,971</td><td>139,841</td></tr></table> Basic EPS	144,193	143,286	144,971	139,841	Weighted average shares used to compute Diluted EPS <table border="1"><tr><td>144,193</td><td>143,286</td><td>144,971</td><td>139,841</td></tr></table> Basic EPS	144,193	143,286	144,971	139,841
144,193	143,286	144,971	139,841						
144,193	143,286	144,971	139,841						

Diluted EPS	(1)

Interest expense, net of tax, related to the 2026 Senior Notes which was included in the Diluted EPS calculation for both the three months ended September 30, 2024 and 2023 was not material.

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family:Times New Roman;margin-bottom:0;text-align:left;"></p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.19</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.03</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.16</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr></table><div class="item-list-element-wrapper" style="margin-left:6.667%;display:flex;margin-top:6pt;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:3.333%;text-align:left;">(1)<div style="width:100%;display:inline;">Interest expense, net of tax, related to the 2026 Senior Notes which was included in the Diluted EPS calculation for both the three months ended September 30, 2024 and 2023 was not material.</div></div>390000000270000004000000-22000000100000039000000270000005000000-220000001389150001381900001388620001398410006040004220001435000467400046740004674000144193000140.160.270.190.03-0.16133000001230000014200000216000001500000150000011000001100000<p style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">NOTE 13: SEGMENT INFORMATION</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">We havethreereportablesegments: (1) Brand Tripadvisor; (2) Viator; and (3) TheFork. Our Brand Tripadvisor segment includes the following revenue sources: (1) Tripadvisor-branded hotels – consisting of hotel meta revenue, primarily click-based advertising revenue, and also hotel B2B revenue, which includes primarily subscription-based advertising and hotel sponsored placements revenue; (2) Media and advertising revenue – consisting primarily of display-based advertising revenue (also referred to as “media advertising”); (3) Tripadvisor experiences and dining revenue – consisting of intercompany (intersegment) revenue related to affiliate marketing commissions earned primarily from experience bookings and, to a lesser extent, restaurant reservation bookings on</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Tripadvisor-brandedwebsites and mobile apps, fulfilled by Viator and TheFork, respectively, which are eliminated on a consolidated basis, in addition to external revenue generated from Tripadvisor restaurant service offerings; and (4) Other revenue – consisting of cruises, alternative accommodation rentals, flights, and rental cars revenue. The nature of the services provided and related revenue recognition policies are summarized by reportable segment in “Note 3:Revenue Recognition.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Our operating segments are determined based on how our chief executive officer, who also serves as our chief operating decision maker (“CODM”) manages our business, regularly accesses information, and evaluates performance for operating decision-making purposes, including allocation of resources. Adjusted EBITDA is our segment profit measure and a key measure used by our CODM and Board of Directors to understand and evaluate the operating performance of our business and on which internal budgets and forecasts are based and approved. We define Adjusted EBITDA as net income (loss) plus: (1) (provision) benefit for income taxes; (2) other income (expense), net; (3) depreciation and amortization; (4) stock-based compensation and other stock-settled obligations; (5) goodwill, long-lived asset, and intangible assets impairments; (6) legal reserves and settlements, including indirect tax reserves related to audit settlements and the impact of one-time changes resulting from enacted tax legislation; (7) restructuring and other

reorganized reorganization costs (benefit); and (3) non-recurring expenses and income.

Direct costs are included in the applicable operating segments, including certain corporate general and administrative personnel costs, which have been allocated to each segment. We base these allocations on time spent analyses, headcount, and other allocation methods we believe are reasonable. We do not allocate certain shared expenses to our reportable segments, such as certain information system costs, technical infrastructure costs, and other costs supporting the Tripadvisor platform and operations, that we do not believe are a material driver of individual segment performance, which is consistent with the financial information used by our CODM. We include these expenses in our Brand Tripadvisor segment. Our allocation methodology is periodically evaluated and may change.

The following tables present our reportable segment information for the three and nine months ended September 30, 2024 and 2023 and include a reconciliation of Adjusted EBITDA to Net income (loss). We record depreciation and amortization, stock-based compensation and other stock-settled obligations, goodwill, long-lived asset and intangible asset impairments, legal reserves and settlements, and non-recurring expenses and income, net, which are excluded from segment operating performance, in "Corporate & Eliminations". In addition, we do not report total assets, capital expenditures and related depreciation expense by segment as our CODM does not use this information to evaluate operating segment performance. Accordingly, we do not regularly provide such information by segment to our CODM.

The elimination of such intersegment transactions is included within the "Corporate & Eliminations" column in the tables below.

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023	Total
Operating Segment					
Brand Tripadvisor					
(1)					

Viator

TheFork	(3)
Corporate & Eliminations	
Total	
(in millions)	
External revenue	
\$	
213	
\$	
270	
\$	
49	
\$	
\$	
\$	

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Table 1

Year	Month	Day	Time	Location	Description
2023	September	30	14:00	Brand Tripadvisor	(1)
2023	September	30	14:00	Viator	(2)
2023	September	30	14:00	TheFork	(3)

Corporate & Eliminations

	Total	(in millions)
External revenue	246	42
Intersegment revenue	533	44

	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	

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707

Intersegment revenue	106

Intersegment revenue	106

[illegible]

[illegible]

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Includes allocated corporate general and administrative personnel costs from our Brand Tripadvisor segment of \$1 million and \$3 million for the three and nine months ended September 30, 2024, respectively, and \$1 million and \$2 million for the three and nine months ended September 30, 2023, respectively.

(3) Includes allocated corporate general and administrative personnel costs from our Brand Tripadvisor segment of \$1 million and \$3 million for the three and nine months ended September 30, 2024, respectively, and \$1 million and \$3 million for the three and nine months ended September 30, 2023, respectively.

(4) The Company expensed certain transaction related costs of \$1 million and \$4 million during the three and nine months ended September 30, 2024, respectively, to general and administrative expenses on our unaudited condensed consolidated statement of operations. The Company considers such costs to be non-recurring in nature.

(5) Refer to "Note 5: Accrued Expenses and Other Current Liabilities" for information regarding restructuring and other related reorganization costs.

(6) Includes a one-time charge of \$4 million during the second quarter of 2024, resulting from enacted tax legislation in Canada during June 2024

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	Total Revenue	
	\$	270
		49
		42
	Adjusted EBITDA	
		87
		30

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(2) Includes allocated corporate general and administrative personnel costs from our Brand TripAdvisor segment of \$ million for the three and nine months ended September 30, 2023 and \$ million for the three and nine months ended September 30, 2024, respectively, and

(3) The Company expensed certain transaction related costs of \$ million and \$ million during the three and nine months ended September 30, 2023 and \$ million during the three and nine months ended September 30, 2024, respectively, to general and administrative expenses on our unaudited condensed consolidated statement of operations. The Company considers such costs to be non-recurring in nature.

Refer to “Note 5: Accrued Expenses and Other Current Liabilities” for information regarding restructuring and other related reorganization costs.

(6) Includes a one-time charge of \$4 million during the second quarter of 2024, resulting from enacted tax legislation in Canada during June 2024 related to digital services taxes, which requires retrospective application back to January 1, 2022. This amount represents the one-time retrospective liability for the periods prior to April 1, 2024, while all prospective periods are and will be included within Adjusted EBITDA, respectively. In addition, this amount includes an estimated accrual for the potential settlement of a regulatory related matter of \$10 million, expensed during the first quarter of 2024. Refer to “Note 9: Commitments and Contingencies” for further information. These costs are reflected in general and administrative expenses on our unaudited condensed consolidated statement of operations.

(7) The Company expensed \$3 million of previously capitalized transaction related costs during the first quarter of 2023 to general and administrative expenses on our unaudited condensed consolidated statement of operations. The Company considers such costs to be non-recurring in nature.

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“(1) — Deferred income tax liabilities related to these amounts are not material.” Our revenue is recognized primarily at a point in time for all reportable segments.” TripAdvisor experiences and dining revenue within the Brand TripAdvisor segment is shown gross of intersegment (intercompany) revenue, which is eliminated on a consolidated basis. See “Note 13: Segment Information” for a discussion of intersegment revenue for all periods presented.” We did not have any unrealized gains and losses related to our cash equivalents.” Derivative contracts address foreign currency exchange fluctuations for the Euro versus the U.S. dollar. These outstanding derivatives are not designated as hedging instruments and have an original maturity period of 90 days or less.” The fair value of our outstanding derivatives as of September 30, 2024 and December 31, 2023, respectively, was not material. The notional amount of a forward contract is the contracted amount of foreign currency to be exchanged and is not recorded on the unaudited condensed consolidated balance sheet.” We estimate the fair value of the 2025 Senior Notes, 2026 Senior Notes, and Term Loan B Facility based on recently reported market transactions and/or prices for identical or similar financial instruments obtained from a third-party pricing source.” During the third quarter of 2024, the Company issued the \$500 million Term Loan B Facility and used these borrowed funds to redeem all \$500 million aggregate principal amount of the Company’s outstanding 2025 Senior Notes. Refer to “Note 6: Debt” for further information.” Amount relates primarily to unpaid interest accrued on the 2025 Senior Notes as of December 31, 2023. Refer to “Note 6: Debt” for further information.” During the third quarter of 2023, the Company approved and subsequently initiated a set of actions across its businesses in order to reduce its cost structure, improve operational efficiencies, and realign its workforce with its strategic initiatives. These actions taken by the Company resulted in reduced global headcount. As a result, the Company incurred estimated pre-tax restructuring and other related reorganization costs of \$22 million during the year ended December 31, 2023, of which \$18 million was incurred during the three months ended September 30, 2023, consisting primarily of employee severance and related benefits. We expect the majority of remaining unpaid costs as of September 30, 2024 to be disbursed during the fourth quarter of 2024.” Amount relates primarily to unpaid digital service taxes.” Refer to “Note 9: Commitments and Contingencies” for further information.” Refer to “Note 8: Income Taxes” for information regarding unrecognized tax benefits. Amounts include accrued interest related to this liability. — Amount relates to the long-term portion of a deferred income liability recorded as a result of an equity method investment. Refer to “Note 4: Financial Instruments and Fair Value Measurements” for additional information.” Amount relates to the long-term portion of transition tax payable related to the Tax Cuts and Jobs Act of 2017 (the “2017 Tax Act”), which was reclassified to current income taxes payable on our unaudited condensed consolidated balance sheet during the second quarter of 2024, reflecting its anticipated payment within the first half of 2025.” Inclusive of approximately 67,000 stock options withheld due to net share settlement to satisfy required employee tax withholding requirements. Potential shares which had been convertible under stock options that were withheld under net share settlement remain in the authorized but unissued pool under the TripAdvisor, Inc. 2023 Stock and Annual Incentive Plan (the “2023 Plan”) and can be reissued by the Company. Total payments for the employees’ tax obligations to the taxing authorities due to net share settlements are reflected as a financing activity within the consolidated statements of cash flows.” The Company accounts for forfeitures as they occur, rather than estimate expected forfeitures as allowed under GAAP and therefore does not include a forfeiture rate in our vested and expected to vest calculation unless necessary for a performance condition award.” Inclusive of approximately 707,000 RSUs withheld due to net share settlement to satisfy required employee tax withholding requirements. Potential shares which had been convertible under RSUs that were withheld under net share settlement remain in the authorized but unissued pool under the 2023 Plan and can be reissued by the Company. Total payments for the employees’ tax obligations to the taxing authorities due to net share settlements are reflected as a financing activity within the consolidated statements of cash flows.” The Company accounts for forfeitures as they occur, rather than estimate expected forfeitures as allowed under GAAP and therefore does not include a forfeiture rate in our vested and expected to vest calculation unless necessary for a performance condition award.” Represents PSU’s awarded primarily in February 2023 and March 2024. The February 2023 PSU awards provide for vesting in two equal annual installments on each of December 31, 2024 and December 31, 2025. If and to the extent the Company achieves pre-determined revenue and Adjusted EBITDA metrics each weighted 50% established by the Compensation Committee and Section 16 Committee of its Board of Directors jointly (the “Compensation Committee”). The March 2024 PSU awards provide for vesting in two equal annual installments on each of December 31, 2025 and December 31, 2026. If and to the extent the Company achieves pre-determined revenue and Adjusted EBITDA metrics (each weighted 50% established by the Compensation Committee). The estimated grant-date fair values per PSU were measured based on the quoted price of our common stock at the date of grant, calculated upon the establishment of performance targets, and will be amortized on a straight-line basis over the requisite service period. Based upon actual attainment relative to the target financial metrics, employees have the ability to receive up to 200% of the target number originally granted, or to be issued none at all. Probable outcome for performance-based awards is updated based upon changes in actual and forecasted operating results or expected achievement of performance goals, as applicable, and the impact of modifications, if any.” MSUs shall vest three years from grant date, generally with 25% vesting if the weighted average stock price over a 30-day trading period during the vesting period is equal to or greater than \$35.00 but less than \$45.00, 50% vesting if equal to or greater than \$45.00 but less than \$55.00, and 100% vesting if equal to or greater than \$55.00, subject to continuous employment with, or performance of services for, the Company. A Monte-Carlo simulation model, which simulated the present value of the potential outcomes of future stock prices, was used to calculate the grant-date fair value of our MSU awards. The estimated grant-date fair value of these awards is amortized on a straight-line basis over the requisite service period and is not adjusted based on the actual number of awards that ultimately vest.” Interest expense, net of tax, related to the 2026 Senior Notes which was included in the Diluted EPS calculation for both the three months ended September 30, 2024 and 2023 was not material. Corporate general and administrative personnel costs of \$2 million and \$6 million for the three and nine months ended September 30, 2024, respectively, and \$2 million and \$5 million for the three and nine months ended September 30, 2023, respectively, were allocated to the Viator and TheFork segments.” Includes allocated corporate general and administrative personnel costs from our Brand TripAdvisor segment of \$1 million and \$3 million for the three and nine months ended September 30, 2024, respectively, and \$1 million and \$2 million for the three and nine months ended September 30, 2023, respectively.” Includes allocated corporate general and administrative personnel costs from our Brand TripAdvisor segment of \$1 million and \$3 million for the three and nine months ended September 30, 2024, respectively, and \$1 million and \$3 million for the three and nine months ended September 30, 2023, respectively.” The Company expensed certain transaction related costs of \$1 million and \$4 million during the three and nine months ended September 30, 2024, respectively, to general and administrative expenses on our unaudited condensed consolidated statement of operations. The Company considers such costs to be non-recurring.

~~in nature." Refer to "Note 5: Accrued Expenses and Other Current Liabilities" for information regarding restructuring and other related reorganization costs." Includes a one-time charge of \$4 million during the second quarter of 2024, resulting from enacted tax legislation in Canada during June 2024 related to digital services taxes, which requires retrospective application back to January 1, 2022. This amount represents the one-time retrospective liability for the periods prior to April 1, 2024, while all prospective periods are and will be included within Adjusted EBITDA, respectively. In addition, this amount includes an estimated accrual for the potential settlement of a regulatory related matter of \$10 million, expensed during the first quarter of 2024. Refer to "Note 9: Commitments and Contingencies" for further information. These costs are reflected in general and administrative expenses on our unaudited condensed consolidated statement of operations." The Company expensed \$2 million of previously capitalized transaction related costs during the first quarter of 2023 to general and administrative expenses on our unaudited condensed consolidated statement of operations. The Company considers such costs to be non-recurring in nature.~~