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STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549_____FORM 10-K_____(Mark One)xANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934For the fiscal year ended JuneÃ 30, 2024ORoTRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934FOR THE TRANSITION PERIOD FROM _____ TO _____Commission File Number: 001-39149_____BILL HOLDINGS, INC.(Exact name of registrant as specified in its charter)_____Delaware83-2661725(State or other jurisdiction of incorporation or organization)(I.R.S. Employer Identification Number)6220 America Center Drive, Suite 100, San Jose, CA95002(Address of principal executive offices)(Zip Code)(650) 621-7700_____(Registrantâ€™s telephone number, including area code)Securities registered pursuant to Section 12(b) of the Act:Title of each classTrading Symbol(s)Name of each exchange on which registeredCommon Stock, $0.00001 par valueBILLThe New York Stock ExchangeSecurities registered pursuant to Section 12(g) of the Act: NoneIndicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No oIndicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes o No xIndicate 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 x No oIndicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files). Yes x No oIndicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act.Large accelerated filerxAccelerated fileroNon-accelerated filer oSmaller reporting companyoEmerging growth company oIf 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. oIndicate by check mark whether the Registrant has filed a report on and attestation to its managementâ€™s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. xIf securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the Registrant included in the filing reflect the correction of an error to previously issued financial statements. â˜Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the Registrantâ€™s executive officers during the relevant recovery period pursuant to Â§240.10D-1(b). â˜Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No xThe aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant, based on the closing price of the shares of common stock on December 31, 2023 (the last business day of the Registrantâ€™s most recently completed second fiscal quarter) as reported by The New York Stock Exchange on December 31, 2023, was approximately $8.3 billion.The number of shares of Registrantâ€™s common stock outstanding as of AugustÂ 16, 2024 was 106,685,275. DOCUMENTS INCORPORATED BY REFERENCEPortions of the Registrantâ€™s definitive proxy statement for its 2024 Annual Meeting of Stockholders (Proxy Statement), to be filed within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K, are incorporated by reference in Part III. Except with respect to information specifically incorporated by reference in this Annual Report, the Proxy Statement shall not be deemed to be filed as part hereof.BILL HOLDINGS, INC.TABLE OF CONTENTSPagePART IItem 1.Business3Item 1A.Risk Factors17Item 1B.Unresolved Staff Comments55Item 1C.Cybersecurity56Item 2.Properties57Item 3.Legal Proceedings57Item 4.Mine Safety Disclosures58PART IIItem 5.Market for Registrantâ€™s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities59Item 6.Reserved60Item 7.Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations61Item 7A.Quantitative and Qualitative Disclosures About Market Risk78Item 8.Financial Statements and Supplementary Data81Item 9.Changes in and Disagreements with Accountants on Accounting and Financial Disclosure125Item 9A.Controls and Procedures125Item 9B.Other Information126Item 9C.Disclosure Regarding Foreign Jurisdictions that Prevent Inspections130PART IIIItem 10.Directors, Executive Officers and Corporate Governance127Item 11.Executive Compensation127Item 12.Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters127Item 13.Certain Relationships and Related Transactions, and Director Independence127Item 14.Principal Accountant Fees and Services127PART IVItem 15.Exhibits, Financial Statement Schedules128Item 16Form 10-K Summary130Signatures131uSPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTSThis Annual Report on Form 10-K contains forward-looking statements. All statements contained in this Annual Report on Form 10-K other than statements of historical fact, including statements regarding our future operating results and financial position, our business strategy and plans, market growth, and our objectives for future operations, are forward-looking statements. The words â€œbelieve,â€ â€œmay,â€ â€œwill,â€ â€œpotentially,â€ â€œestimate,â€ â€œcontinue,â€ â€œanticipate,â€ â€œintend,â€ â€œcould,â€ â€œwould,â€ â€œproject,â€ â€œtarget,â€ â€œplan,â€ â€œexpect,â€ and similar expressions are intended to identify forward-looking statements. Our fiscal year end is June 30. Our fiscal years ended June 30, 2024, 2023, and 2022 are referred to herein as fiscal 2024, fiscal 2023, and fiscal 2022, respectively.Forward-looking statements contained in this Annual Report on Form 10-K include, but are not limited to, statements about:â€¢our future financial performance, including our expectations regarding our revenue, cost of revenue, gross profit, operating expenses, including changes in research and development, sales and marketing, and general and administrative expenses (including any components of the foregoing), and our ability to achieve and maintain, future profitability;â€¢our business plan and our ability to effectively manage our growth;â€¢our market opportunity, including our total addressable market;â€¢our international expansion plans and ability to expand internationally;â€¢anticipated trends, growth rates, and challenges in our business and in the markets in which we operate;â€¢beliefs and objectives for future operations;â€¢our ability to further attract, retain, and expand our customer base;â€¢our ability to develop new products and services and bring them to market in a timely manner;â€¢the effects of seasonal trends on our results of operations;â€¢our expectations concerning relationships with third parties, including partners;â€¢our ability to maintain, protect, and enhance our intellectual property;â€¢the effects of increased competition in our markets and our ability to compete effectively;â€¢the political, economic, and macroeconomic climate, including economic downturns or recessions, inflation, fluctuations in market interest rates and currency exchange rates, cybersecurity events, the U.S. presidential election, and actual or perceived instability in the U.S. and global banking systems, and their impact on our customers, partners, vendors, employees, results of operations, liquidity, and financial condition;â€¢future acquisitions or investments in complementary companies, products, services, or technologies;â€¢our ability to stay in compliance with laws and regulations that currently apply or become applicable to our business;â€¢economic and industry trends,

projected growth, or trend analysis;â€¢our ability to attract and retain qualified talent;â€¢the increased expenses associated with being a publicly-listed and regulated company; andâ€¢the future market prices of our common stock.We caution you that the foregoing list may not contain all of the forward-looking statements made in this Annual Report on Form 10-K.These forward-looking statements are subject to a number of risks, uncertainties, and assumptions, including those described in the section titled â€œRisk Factorsâ€ in Part I, Item 1A of this Annual Report on Form 10-K. Moreover, we operate in a very competitive and rapidly changing environment, and new risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all 1factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties, and assumptions, the future events and trends discussed in this Annual Report on Form 10-K may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.You should not rely upon forward-looking statements as predictions of future events. The events and circumstances reflected in the forward-looking statements may not be achieved or occur. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, performance, or achievements. We undertake no obligation to update any of these forward-looking statements for any reason after the date of this Annual Report on Form 10-K or to conform these statements to actual results or to changes in our expectations, except as required by law.In addition, statements that â€œwe believeâ€ and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Annual Report on Form 10-K, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information.You should read this Annual Report on Form 10-K and the documents that we reference in this Annual Report on Form 10-K and have filed with the Securities and Exchange Commission (SEC) as exhibits to this Annual Report on Form 10-K with the understanding that our actual future results, performance, and events and circumstances may be materially different from what we expect. In this Annual Report on Form 10-K, the words "we," "us" and "our" refer to BILL Holdings, Inc. (BILL) together with its wholly-owned subsidiaries, including Bill.com, LLC (BILL standalone), DivvyPay, LLC (Divvy), and Invoice2go, LLC and Cimrid Pty, Ltd (together, Invoice2go), unless the context requires otherwise.2PART IItem 1. BUSINESSOverviewOur mission is to make it simple to connect and do business.We are a leading financial operations platform for small and midsize businesses (SMBs). As a champion of SMBs, we are automating the future of finance so businesses can thrive. Our integrated platform helps businesses to more efficiently control their payables, receivables, and spend and expense management. Hundreds of thousands of businesses rely on BILLâ€™s proprietary network of millions of members to pay or get paid faster. Headquartered in San Jose, California, we are a trusted partner of leading U.S. financial institutions, accounting firms, and accounting software providers.BILL's purpose-built, artificial intelligence (AI)-enabled financial software platform creates seamless connections between our customers, their suppliers, and their clients. Businesses on our platform generate and process invoices, streamline approvals, make and receive payments, manage employee expenses, sync with their accounting system, foster collaboration, and manage their cash flow. We have built sophisticated integrations with popular accounting software solutions, banks, card issuers, and payment processors, enabling our customers to access these mission-critical services quickly and easily. Our integrated platform also includes BILL Spend and Expense, our spend and expense management product, which provides a solution for businesses to have smart corporate cards, build and monitor budgets, manage payments, and eliminate the need for manual expense reports. As of JuneÂ 30, 2024, approximately 474,000 businesses used our solutions and processed $292Â billion in Total Payment Volume (TPV) during fiscal 2024. As of JuneÂ 30, 2024, approximately 7.1 million network members have paid or received funds electronically using our platform. See â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operations â€” Key Business Metricsâ€ for definitions and a detailed discussion of our key business metrics.Our SolutionOur platform automates the SMB back office and enables businesses using our solutions to pay their suppliers and collect payments from their clients, acting as a system of control for their accounts payable, accounts receivable, and spend and expense management activities. As a result, our platform frees businesses using our solutions from cumbersome legacy financial processes and provides the following key benefits:â€¢Automated and Efficient. Our AI-enabled platform helps businesses using our solutions pay their bills efficiently and get paid faster. We provide tools that streamline the transaction lifecycle by automating data capture and entry, routing bills for approval, and detecting duplicate invoices.â€¢Integrated and Accurate. We provide an end-to-end platform that connects businesses using our solutions to their suppliers and clients. Our platform integrates with accounting software, banks, card issuers, and payment processors, enabling businesses using our solutions to access all of these mission-critical partners easily. Because we provide a comprehensive view, customers can more easily find inconsistencies and inaccuracies, and fix them quickly.â€¢Digital and Secure. We enable secure connections and storage of sensitive supplier and client information and documents, such as invoices and contracts, and make them accessible to authorized users on any device, from nearly anywhere.â€¢Visible and Transparent. With our solutions, customers can easily view their transaction workflows, create budgets, and manage spend, enabling them to gain deeper insight into their financial operations, and manage their cash flows.3What Sets Us Apartâ€¢Purpose-Built for SMBs. Our platform provides SMBs with core functionality and value-added services generally reserved for larger companies. Through our cloud-based desktop and mobile applications, SMBs can connect and do business from nearly anywhere, any time. Our platform offers a variety of payment solutions which enhances the experience for both buyers and suppliers in a transaction.â€¢Diverse Distribution Channels. We leverage both direct and indirect channels - accounting firms, financial institution partners, and accounting software integrations - to efficiently go-to-market.â€¢Large and Growing Network. As accounts receivable customers issue invoices, and accounts payable customers pay bills, they connect to their clients and suppliers, driving a powerful network effect. This aids our customer acquisition efforts by increasing the number of businesses connected to our platform, which then become prospects.â€¢Large Data Asset. We have a large data asset as a result of processing millions of documents and billions of dollars in business payments annually for businesses using our solutions. By leveraging our machine learning capabilities, we generate insights from this data that drive product innovation.â€¢Proprietary Risk Management Expertise. Leveraging our data, our proprietary risk engine has trained upon millions of business-to-business ACH, check, card, and wire transactions, enabling us to keep businesses using our solutionsâ€™ funds secure and to manage our own risk exposure.â€¢Experienced Management Team and Vibrant Culture. Our management team has deep experience with SMBs, software-as-a-service companies, AI, accounting firms, and financial institutions. We have built a unique culture that resonates strongly with employees.Our Platform Our purpose-built platform leverages our ability to see both sides of a transaction and can easily connect both transaction parties. This promotes the rapid exchange of information and funds, with strong network effects and greater monetization opportunities as more customers adopt our platform. Our platform also expands the ability of businesses using our solutions to real-time budget for, monitor, and approve employee expenses across organizations of all sizes. In fall 2023, we announced the launch of our â€œintegrated platform," which incorporated BILL Spend and Expense into our main accounts payable and receivable platform, and which we have continued to augment during fiscal 2024. The integrated platform enables businesses using our solutions to navigate our product offerings easily, and to gain more visibility and control, empowering them to better manage their finances.Accounts Payable AutomationOur accounts payable automation service streamlines the entire payables process, from the receipt of a bill, through the approvals workflow, to the payment and synchronization with the accounting system. Here are some highlights of our service:â€¢Visibility at a glance â€“ Through our platform, businesses using our solutions gain a comprehensive view of their cash inflows and outflows.â€¢Document management â€“ BILL automatically assigns a dedicated email address to each customer to provide to its suppliers. Suppliers use that email address to send invoices to the customerâ€™s dedicated BILL inbox. Alternatively, scanned invoices can be uploaded directly through our application. Once uploaded, we store the bills securely, linking them to the associated supplier. With a single click, customers can use our search feature to scan documents quickly and resolve open questions. Our document management capabilities help businesses using our solutions make payment decisions, answer supplier questions, and provide support to accountants and auditors. 4â€¢Intelligent bill capture â€“ We have automated the capture of data from bills by leveraging our proprietary AI capabilities. Incoming bills are machine-read, and critical data fields, including due date, amount, and supplier name, are pre-populated. The customer's Accounts Payable staff can review the result and make any adjustments required, and our platform routes the bill internally for approval.â€¢Digital workflows and approvals â€“ Our platform speeds approval processes through policy-driven workflows. Much of this activity takes place while people are on-the-go: one of the top three uses of our mobile app is bill approvals. Our platform proactively suggests payment dates based upon a billâ€™s due date, helping customers avoid late payment penalty fees. Businesses using our solutions assign each user a role: administrator, payor, approver, clerk, or accountant. Each role has its own entitlements to ensure appropriate checks and balances in the back office.â€¢Collaboration and engagement â€“ Our platform promotes collaboration. Our in-app messaging capabilities make communications between businesses using our solutions and their employees, vendors, and clients, easy. For example, BILL allows administrators and payors to remind approvers to act, or delegate payment authority when a key employee is unavailable. Our platform creates a clear audit trail that becomes invaluable in the event of an audit, or for tax compliance.Accounts Receivable AutomationOur accounts receivable service automates the entire process, from the creation of an invoice and delivery to the client, to funds collection and synchronization back to the accounting system. Here are some highlights of our service:â€¢Easy invoicing â€“ Using a simple template, customers can easily create electronic invoices on our platform and insert their own logos to customize them. If required, our platform also enables the printing and mailing of paper invoices. Many accounts receivable customers take advantage of our recurring invoice feature.â€¢Digital workflows and visibility â€“ Our platform automates and simplifies electronic invoice creation, delivery, and collection of funds. Using our progress bar, customers have complete visibility into the accounts receivable process. When both parties to a transaction are in our network, businesses using our solutions can see when their invoices are delivered, opened, authorized to be paid, and when payment was received. Invoices and supporting documents like contracts are readily accessible and notes can be entered for future reference. â€¢Collaboration and engagement â€“ To make paying an invoice easy, we offer a customizable, branded client payment portal. Clients receive a link to an electronic invoice accessible on the Bill.com site. From this portal, the client can make a payment via ACH or credit card within seconds. For reference purposes, the client has ongoing access to bills and associated payments within the portal. Just like our accounts payable service, our in-app collaboration tools make communications between the accounts receivable customer and its clients easy and trackable.Spend and Expense ManagementWith BILL Spend and Expense, spending businesses gain robust spend and expense management tools, helping them spend smarter. Our spend and expense management product provides businesses full visibility into their spend, by giving businesses the ability to issue any employee their own BILL Divvy Corporate Card, a charge card for business expenses. Every card provides access to charge card lines originated through our card issuing partner banks (Issuing Banks) and is linked to proactive spend controls. Managers control their budgets by team through the assignment of individual permissions. Employees can request funds from their phones, and budget owners or admins can approve or deny spend requests on-the-go from a push notification to their phone. Spending businesses can leverage a single, centralized budget or opt for a more sophisticated scenario, where budgets are established by department, team, or project. Rather than building a business budgeting strategy using outdated numbers in a static spreadsheet, our budgeting software syncs automatically with the employee's Mastercard or Visa cards, while also facilitating reimbursements and vendor spend. The intuitive web and mobile applications enable budget owners to drill down into spending by department, team, 5project, or individual. Whether on-the-go or in the office, an SMB can view up-to-date spend against budgets, so they always know where they stand.We market BILL Spend and Expense to potential spending businesses and issue business-purpose charge cards through our partnerships with Issuing Banks. When a business applies for a BILL Divvy Corporate Card, we utilize, on behalf of the Issuing Bank, proprietary risk management capabilities to confirm the identity of the business, and perform a credit underwriting process to determine if the business is eligible for a BILL Divvy Corporate Card pursuant to our credit policies. Once approved for a BILL Divvy Corporate Card, the spending business is provided a credit limit and can use the BILL Spend and Expense software to request virtual cards or physical cards.Payment ServicesOur suite of comprehensive payment services includes:â€¢ACH payments â€“ We enable ACH transactions for both disbursements and collections. Our network makes it simple to make the switch from paper checks.â€¢Card payments â€“ Through a third-party service provider, we offer businesses using our accounts receivable solutions the convenience of accepting credit and debit card payments. In addition, we enable virtual card payments to vendors of businesses using our accounts payable solutions. Virtual cards support faster payments to suppliers, which includes the data needed to easily match incoming payments with open receivables. Through card issuing partners, BILL provides both physical and virtual Mastercard and Visa cards to companies that enroll in its business spend and expense management program.â€¢Real-time payments (RTP) â€“ Through The Clearing Houseâ€™s RTPÂ® network, a real-time payments platform, we offer an instant transfer service to allow businesses using our solutions to disburse funds rapidly to meet urgent funding needs. We also facilitate near real-time payments to customersâ€™ debit cards via a service offered with a partner.â€¢Checks â€“ We issue checks if our customer prefers or needs to pay via this method. By design, we protect our SMB customers against check fraud by never disclosing their bank account details to a supplier and by reviewing every check presented against a check issue file to help detect and prevent check fraud.â€¢Cross-border payments â€“ We simplify cross-border disbursements by facilitating electronic funds transfers around the world with our International Payments service. Payments can be issued in either U.S. or foreign currency, and our platform synchronizes with customersâ€™ accounting software for a consolidated view of domestic and international outflows. We offer our U.S.-based customers the ability to disburse funds to over 130 countries worldwide.â€¢Pay By Card â€“ Our Pay By Card feature allows businesses using our solutions to make payments using a credit or debit card, even if the vendor or contractor does not accept card payments. We process the payment with the business' credit or debit card provider, then we pay the vendor or contractor using a method they accept.â€¢Invoice financing â€“ Through a relationship with a third-party bank, we enable businesses easier access to cash by allowing them to finance outstanding invoices. For a small origination fee, businesses using our solutions can receive cash immediately instead of waiting for their invoices to be paid. Value-Added Servicesâ€¢Two-way sync with leading accounting systems â€“ Our platform automatically synchronizes customers, suppliers, general ledger accounts, and transactions with an SMBâ€™s accounting system to automate reconciliation. We are integrated with several of the most popular business accounting software applications, including QuickBooks Online, QuickBooks Desktop, Oracle NetSuite, Sage Intacct, Xero, and Microsoft Dynamics 365 Business Central. Our two-way synchronization capabilities virtually eliminate double data-entry, as our platform and the customerâ€™s accounting software continuously keep each other updated. Customers who use 6other types of systems use our advanced file import/export capabilities to minimize data entry activities.â€¢Purchase order (PO) matching â€“ We sync POs directly from accounting software systems, including Oracle NetSuite and Sage Intacct, and QuickBooks Desktop into our platform. Users can compare POs and invoices on one screen, then route bills for approval and payment seamlessly in the same workflow. This eliminates the need to switch between systems for two-way matching and reduces the back-and-forth communication between PO creators and accounts payable managers.â€¢Frequent status updates â€“ We provide timely status updates of financial inflows and outflows by providing status updates of all transactions on a regular basis. Through our workflow progress bars on each page, businesses using our solutions can see who has approved an invoice and what approvals remain, the status of each payment, and the date transactions are expected to clear.â€¢Cash flow forecasting â€“ We empower businesses to optimize their cash flow management with dashboards that showcase key metrics, including Cash In and Cash Out, Net Cash Flow and Cash Balance, and to generate cash flow forecasts for up to 13 months.â€¢Treasury services â€“ Our platform integrates advanced treasury services tools that are normally either not offered to or are costly for SMBs. Examples include:â—¦the positive pay feature we employ to ensure only authorized payment transactions are processed;â—¦a streamlined void and reissue function when an in-process payment needs to be cancelled; andâ—¦the cleared check images we make available to enable businesses using our solutions to confirm payment receipt and facilitate research.â€¢Custom user roles â€“ Our platform enables customers to define custom user roles. These roles can be used to expand or limit each userâ€™s access to the platform and core financial operations functions. For example, a customer can temporarily enable its auditors or tax preparers to access our platform using a custom role that allows them to view source documents in support of the services they are providing, but not have access to other confidential documents or information.â€¢Document discovery â€“ With our advanced document management capabilities, a customer can easily search for an uploaded document and search its data elements, regardless of how old it is, or how long it has been in our system. Businesses using our solutions utilize this feature when deciding whether to pay a given bill or re-issue an invoice, or in determining who authorized a certain payment. â€¢Integrated, robust mobile functionality â€“ Our mobile-native apps, available in both iOS and Android, are easy to adopt and use. Through our apps, businesses using our solutions can manage their transaction workflows, send an invoice, make payments on-the-go, and manage spend. Partner Integrations Accounting firms use our platform to provide financial automation, bill payment, and client advisory services, or â€œCAS,â€ to their clients. Our platform empowers accountants with a purpose-built console to collaborate with their staff and clients across multiple workflows enabling them to be more strategic and serve more clients.We provide our financial institution partners a technology platform that enables a white-label integration with their existing business banking services. We deliver single sign-on, multi-factor authentication,

integrated provisioning, and entitlement of new accounts, as well as integration with required compliance systems. Transactions are synchronized automatically between the financial institutionâ€™s platform and ours, keeping the customerâ€™s view current and consistent.7In addition to our white-labeled solution, we support a broad range of partners and customers with our platform application programming interfaces (APIs). These APIs allow our partners to integrate our platform seamlessly into their solutions, create web or mobile apps that integrate with ours, or leverage our payments capabilities. Through our APIs, developers can:â€¢interact with business entities, like suppliers and clients;â€¢obtain summary-level reports, such as payables and receivables reports; andâ€¢interact with accounting details, such as the general ledger codes of the chart of accounts.We are also developing embedded technology that will enable us to deploy our platform offerings, including accounts payable, accounts receivable and spend and expense management, as a set of embeddable capabilities through third-party platforms, allowing partners to seamlessly offer these services to their customers while expanding the universe of businesses using our solutions.Our Unique Data AssetBILL's TPV and number of documents processed for businesses using our solutions provide us with a unique data asset. This asset has allowed us to build powerful AI capabilities. The data provides a view into customer transactions and operational status of various payment processes, which enables us not only to effectively manage risk exposure but also to provide businesses using our solutions with enhanced tools, such as automatically populating drafts of bills, to save time and simplify their operations. Our system continues to learn with each payment made and document processed. This virtuous cycle of learning powers a network effect that facilitates customer satisfaction, offers intelligent insights, improves trust and safety, and fuels further growth.Our NetworkThrough our AI-enabled platform, businesses using our solutions can easily connect with existing network members. The benefit of being in the network is simple: customers connect with others to pay and be paid electronically, freeing them from the need to solicit or share bank account and routing numbers with each trading partner individually. The process of adding bank account details to our platform is easy and secure. For example, when a supplier of an accounts payable customer receives an invitation to join our network, the supplier can accept and securely share its bank account details once with BILL. From that point onward, all payments to that supplier will be electronic.Once in the network, other BILL customers can easily link to that same supplier without the supplier having to repeat this process again. This approach to connecting businesses has allowed us to build a robust and growing business-to-business payments directory, which includes approximately 7.1Â million network members as of JuneÂ 30, 2024. We define network members as our BILL standalone customers plus their suppliers and clients, who have paid or received funds electronically via our platform. These network effects promote greater adoption of our platform, higher levels of engagement, and increased value across our ecosystem. Payment and Risk Management ServicesOur payments engine powers our payment services. Through dedicated connections with banks and payment processors, we issue checks, initiate card-based transactions, originate ACH-based payments, including real-time payments, through our instant transfer feature, and execute wire transfers. Our payments engine handles all aspects of payment file transfers, exception file handling, and required payment status reporting. We have redundancy across our core payment methods such that if there is an outage with one payment processor, we can direct payments to an alternative provider.Through our risk engine, we use both proprietary and third-party tools to assess, detect, and mitigate financial risk associated with the payment volume that we process. Throughout the transaction lifecycle, we monitor data and payments to ensure that we are safeguarding our customers, their suppliers and clients, and our company. When a bank account is added to the platform, we validate that the bank account is held at a U.S.-domiciled financial institution, is associated with the organization adding the account, and is in good standing.8When customers use our services, we monitor key activities looking for signals that would indicate anomalies that could create risk exposure and need to be investigated. Our risk engine analyzes many unique data elements to score transactions. Those that score above our thresholds are routed to trained risk agents for manual review. Agents have the latitude to contact customers to gather further information, or if a financial risk is imminent, to prevent funds from leaving our system until any suspicious activity can be resolved.Once a payment transaction is processed, we continue to manage our exposure. We have extensive contacts in the banking industry, and we utilize these to reverse payments when possible. If a suspicious or fraudulent payment cannot be reversed, we follow a rigorous collections process to recover funds.This risk management process gets progressively more insightful as our data set gets larger and our AI-enabled risk engine gets smarter. This is an advantage that we expect to continue to grow over time. Our success in managing the risk inherent in moving funds for business customers is proven. As a percentage of our TPV, fraud and credit loss rates for our BILL standalone payment services were nominal, less than 0.01% for fiscal 2024. As a percentage of total card payment volume transacted by spending businesses that use BILL Divvy Corporate Cards, fraud and credit loss rate was approximately 0.35% for fiscal 2024. See â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Key Business Metricsâ€ for a detailed discussion of our key business metrics.Security, Privacy, and Data ProtectionTrust is important for our relationship with customers and partners, and we take significant measures designed to protect their privacy and the data that they provide to us. Keeping our customersâ€™ data safe and secure is a high priority. Our approach to security includes data governance as well as ongoing testing for potential security issues.We have robust access controls in our production environment with access to data strictly assigned, monitored, and audited. To ensure our controls remain up-to-date, we undergo continuous external testing for vulnerabilities within our software architecture. These efforts have enabled us to certify our platform to SOC1 Type II and SOC2 Type II standards. Our security program is aligned to the NIST-800-53 standards and is regularly audited and assessed by third parties as well as our partners, including some of the largest banks in the world.The focus of our program is working to prevent unauthorized access to the data of our customers and network members. To this end, our team of security practitioners work to identify and mitigate risks, implement best practices, and continue to evaluate ways to improve.These steps include close attention to network security, classifying and inventorying data, limiting and authorizing access controls, and multi-factor authentication for access to systems. We also employ regular system monitoring, logging, and alerting to retain and analyze the security state of our corporate and production infrastructures.We take steps to help ensure that our security measures are maintained by the third-party suppliers we use, including conducting annual security reviews and audits.CompetitionOur primary competition remains the legacy manual processes that SMBs have relied upon for decades. Other competitors range from large firms that predominantly focus on selling to enterprises; to firms focusing on adjacent products for SMBs which enter one or more of our market segments and offer products that compete with ours; to providers of point solutions that focus exclusively on one of the many aspects of our business: document management, workflow management, accounts payable solutions, spend and expense management, card issuance, or accounts receivable solutions; to companies that offer industry-specific payment solutions.We differentiate ourselves from our competitors by offering a portfolio of financial back-office solutions that handle all of these core cash flow activities end-to-end. Our extensive investment in building a fully-integrated two-way sync with popular accounting software providers is well-regarded in the industry. With 9respect to the domestic payments that comprise a large portion of our business, we disburse and collect funds on behalf of our customers through our proprietary payments engine. We manage the associated financial risk of processing billions in total payment volume through our proprietary risk models and rules. We believe that the key competitive factors in our market include:â€¢Product features, quality, and functionality;â€¢Data asset size and ability to leverage AI;â€¢Ease of deployment;â€¢Ability to integrate with leading accounting and banking technology infrastructures;â€¢Ability to automate processes;â€¢Cloud-based delivery architecture;â€¢Advanced security and control features;â€¢Regulatory compliance leadership, as evidenced by our money transmitter licenses in all required U.S. jurisdictions and in Canada;â€¢Brand recognition; andâ€¢Pricing and total cost of ownership.We believe we compare favorably with our competitors on the basis of these factors. We expect the market for SMB back-office financial software and business-to-business payment solutions to continue to evolve and grow, as greater numbers of SMBs and larger businesses digitize their back offices. We believe that we are well-positioned to help them.Research & DevelopmentWe invest substantial time, energy, and resources to ensure we have a deep understanding of our customersâ€™ needs, and we continually innovate to deliver value-added products and services. Our technology organization consists of engineering, product, and design teams. These teams are responsible for the design, development, and testing of our applications. We focus our efforts on developing new functionality and further enhancing the usability, reliability, and performance of existing applications.Sales and MarketingWe distribute our platform through direct and indirect sales channels, both of which we leverage to reach our target customers in an efficient manner. Our direct sales are driven by a self-service process and an inside sales team. Our inside sales team augments our direct sales capabilities by targeting potential customers that have engaged with us on their own.We also reach customers indirectly through our partnerships with accounting firms, financial institutions, and accounting software providers. While these partners sometimes require an initial integration investment, a go-to-market flywheel takes effect as our partners accelerate the delivery of our platform across their customer base with minimal incremental investment from us.We focus our marketing efforts on generating leads to develop our sales pipeline, building brand and category awareness, enabling our go-to-market partners, and growing our business from within our existing customers. Our sales leads primarily come through word-of-mouth, our accounting firm partners, and website searches. We generate additional leads through digital marketing campaigns, referrals, in-product customer education, brand advertising, public relations, and social media. As part of our marketing efforts for our spend and expense management solution, we offer a card rewards program to drive card adoption, incent card usage, and drive card loyalty with spending businesses. Under the card rewards program, spending businesses can earn rewards based on transaction volume on the cards issued to them and can redeem those rewards for statement credits, cash, travel, and gift cards.10Customer SuccessSMBs have unique needs and customer support contact expectations. With more than a decade of experience supporting our product, our customer success team has a deep understanding of their needs and has developed our support model accordingly. We recognize and understand deep customer spending and behavior patterns because we see the aggregate â€“ millions of transactions per month. We use what we learn to continuously improve the platform and the customer experience. We provide onboarding implementation support, as well as ongoing support and training. We periodically contact businesses using our solutions to discuss their utilization of our platform, highlight additional features that may interest them, and identify any additional tools that may be needed.Regulatory EnvironmentWe operate in a rapidly-evolving regulatory environment. Payments and Banking RegulationIn order to conduct the payment services we offer, we are required to be licensed to offer money transmission services in most U.S. states. We have procured and continue to maintain money transmitter licenses from the states and territories that require them in the United States (U.S.) and actively work to comply with new license requirements as they arise. We are also registered as a Money Services Business with the U.S. Department of Treasuryâ€™s Financial Crimes Enforcement Network (FinCEN). These licenses and registrations subject us, among other things, to anti-money laundering and anti-terrorist financing requirements, the U.S. Department of Treasury's Office of Foreign Assets Control (OFAC) sanctions obligations, record-keeping requirements, reporting requirements, bonding requirements, minimum capital requirements, limitations on the investment of customer funds, and regulatory examinations by state and federal regulatory agencies.We also hold a Foreign Money Services Business (FMSB) license in Canada that is administered by The Financial Transactions and Reports Analysis Centre of Canada (FINTRAC) and a Money Services Business License administered by Quebec's AutoritÃ© Des MarchÃ©s Financiers (Financial Markets Authority). Global Affairs Canada and Canada's Department of Public Safety administer Canadian sanctions programs and oversee our compliance with these regulations. We are contractually obligated to comply with consumer protection laws and regulations applicable to our product offerings and customer base, as well as with Visa, MasterCard, and American Express rules, as a card program manager for our card program management banks (CPMB) for our card product offerings. As a card program manager for the CPMBs, we have implemented compliance programs designed to ensure we are in compliance with applicable regulations and card network rules. The CPMBs oversee our compliance program and conduct periodic audits to ensure compliance with applicable regulations and rules. In addition, by partnering with regulated banks for the provision of business deposit accounts in connection with certain of our Invoice2Go products, we are indirectly subject to certain regulations of the Federal Deposit Insurance Corporation (FDIC).We maintain loan origination, brokering, and servicing licenses through our subsidiaries in a number of U.S. states and actively work to comply with new license requirements as they arise. Our services utilize ACH transfers and require compliance with National Automated Clearing House Association rules. We are required to comply with Regulation E, the Electronic Funds Transfer Act, which regulates certain funds transfers.We are procuring additional state lending licenses to support certain lending products. We also partner with an FDIC and state-regulated bank to offer lending products originated by such bank and may originate loans using our own licenses in the future. The lending products and services subject us to state and federal lending regulations including, but not limited to Fair Lending, state specific lending disclosures, and Unfair, Deceptive, or Abusive Acts and Practices and Unfair or Deceptive Acts or Practices requirements. 11Anti-money Laundering, Counter-terrorist Financing, and Sanctions.As a Money Services Business and a licensed money transmitter we are subject to U.S. anti-money laundering (AML) laws and regulations, including under the Bank Secrecy Act, as amended (BSA), and similar U.S. state laws and regulations, and as a Foreign Money Service Business (MSB) in Canada we are subject to various AML laws and regulations in Canada. In addition, we are required to comply with U.S. economic and trade sanctions administered by OFAC, as well as similar requirements in other jurisdictions, including, among others, the Canadian Proceeds of Crime and Terrorist Financing Act and the Australian Sanctions Regime. We have implemented an AML and sanctions compliance program designed to prevent our platform from being used to facilitate money laundering, terrorist financing, and other financial crimes. Where we rely on partners for payment services, our partners have implemented AML and sanctions compliance programs. These compliance programs include policies, procedures, reporting protocols, systems, training, testing, independent audits, and internal controls designed to address these legal and regulatory requirements and to assist in managing the risks associated with money laundering. Our U.S. compliance program includes the designation of a BSA compliance officer to oversee the program. These programs are also designed to mitigate terrorist financing risks and to comply with sanctions requirements to prevent our products from being used to facilitate business in certain countries, or with certain persons or entities, including those on designated lists promulgated by OFAC and relevant foreign authorities. Data Protection and Information SecurityWe receive, store, process, and use a wide variety of personal, business, and financial information from prospective customers, existing customers, their vendors, and other users on our platform, as well as personal information about our employees and service providers. Our handling of this data is subject to a variety of laws and regulations. In the U.S. we are subject to privacy and information safeguarding requirements under the Graham Leach Bliley Act and state laws relating to privacy and data security, including the California Consumer Privacy Act, as amended by the California Privacy Rights Act. Additionally, the U.S. Federal Trade Commission (FTC) and many state attorneys general are interpreting federal and state consumer protection laws as imposing standards for the online collection, use, dissemination, and security of data. We are also subject to foreign laws and regulations governing the handling of personal data, including the European Union's General Data Protection Regulation, the United Kingdom's equivalent law (collectively referred to as "GDPR"), Australian and Canadian privacy laws, and the privacy laws of other foreign jurisdictions. Regulatory scrutiny of privacy, data protection, cybersecurity practices, and the processing of personal data is increasing around the world. Regulatory authorities regularly consider new legislative and regulatory proposals and interpretive guidelines that may contain privacy and data protection obligations. In addition, the interpretation and application of these privacy and data protection laws in the U.S., Europe, and elsewhere are often uncertain and in a state of flux. Anti-corruptionWe are subject to the U.S. Foreign Corrupt Practices Act, U.S. domestic bribery laws, and other anti-corruption laws in the foreign jurisdictions in which we operate, including, among others, Australia's anti-bribery laws, the Canadian Criminal Code, and the Canadian Corruption of Foreign Public Officials Act. Anti-corruption laws generally prohibit offering, promising, giving, accepting, or authorizing others to provide anything of value, either directly or indirectly, to or from a government official or private party in order to influence official action or otherwise gain an unfair business advantage, such as to obtain or retain business. We have implemented policies, procedures, and internal controls that are designed to comply with these laws and regulations.Additional Regulatory DevelopmentsVarious regulatory agencies in the U.S. and in foreign jurisdictions continue to examine a wide variety of issues which are applicable to us and may impact our business. These issues include identity theft, account management guidelines, privacy, disclosure rules, cybersecurity, and marketing. As our business continues to develop and expand, we continue to monitor the additional rules and regulations that may become relevant.Any actual or perceived failure to comply with legal and regulatory requirements may result in, among other things, revocation of required licenses or registrations, loss of approved status, private litigation, 12regulatory or governmental investigations, administrative enforcement actions, sanctions, civil and criminal liability, and constraints on our ability to continue to operate. For additional discussion on governmental regulation affecting our business, please see the risk factors related to regulation of our payments business and regulation in the areas of privacy and data use, under the section titled â€œRisk Factorsâ€”Risks Related to our Business and Industry.â€Environmental, Corporate Governance, and Social (ESG) Oversight and InitiativesESG ManagementWe are committed to helping build a more sustainable future for businesses using our solutions, as well as for their communities, and stakeholders. We take this commitment seriously and will continue to provide transparent disclosures on the progress of this work through both our internal and external communications. Our executive leadership team sponsors and funds our ESG programs, with our board of directors exercising ultimate oversight. Guided by best practices, feedback we receive from our stockholders, and third-party frameworks such as the Sustainability Accounting Standards Board Software & IT Services standards, we are focused on the initiatives described below.Our Culture and EmployeesOur culture

enables us to attract and retain exceptional talent. We center our culture around five values which are core to who we are, guide how we operate, define how we treat each other, and help make our teams strong, cohesive units:â€¢Humble â€“ No ego;â€¢Authentic â€“ We are who we are;â€¢Passionate â€“ Love what we do;â€¢Accountable â€“ To each other and our network; andâ€¢Fun â€“ Celebrate the moments.As of JuneÂ 30, 2024, we had a total of 2,187 employees working across three offices in the U.S.: San Jose, CA, Houston, TX, and Draper, UT; and others working remotely. We also employ individuals on a temporary basis and use the services of contractors as necessary. None of our employees are represented by a labor union in connection with their employment.We know our success is tied to recruiting, developing, and retaining our employees. Our Chief People Officer is responsible for creating and implementing our initiatives around our employees and our board of directors has ultimate oversight and receives updates on these initiatives periodically. We leverage data and analytics to align the recruiting function to business growth and revenue drivers. We are committed to providing a fair and equitable compensation and benefits program that supports our diverse workforce. BILL offers market-competitive base salaries, semi-annual bonuses, and sales incentives. The majority of our employees are awarded equity at the time of hire and through annual equity refresh grants. We also offer an employee stock purchase plan to foster a strong sense of ownership and engage our employees in our long-term success. Our full-time employees are eligible to receive, subject to the satisfaction of certain eligibility requirements, our comprehensive benefits package, including medical, dental, and vision insurance, family planning support and fertility treatments, and life and income protection plans. In addition, we provide generous paid time-off policies, access to free mental health services, and offer a tax-qualified 401(k) retirement plan. Through the self-directed brokerage features of the plan, participants in the 401(k) plan can choose to invest their contributions in funds that are focused on their particular goals and preferences, such as ESG matters. We develop our leaders and high-potential employees through intensive, cohort-based, key talent programs. We offer training for new people managers. To facilitate ongoing learning and development, we provide employees with an online curriculum of study, linked to business needs, leveraging a third-party platform. The curriculum includes coursework in inclusion, change management, and decision-making. All 13employees are eligible and participate in developmental reviews with their managers. We conduct performance review cycles twice a year.To keep a pulse on engagement, we survey our employees semi-annually. Employees respond anonymously, and we take action on the areas flagged for improvement, reporting back to the employee base on progress against stated improvement goals. We closely monitor employee turnover, conducting exit interviews and surveys to alert us to any issues, as well as to make improvements to the employee experience.Diversity, Equity, and InclusionThrough an equitable approach to hiring, compensation, and career growth, we have built a company that fosters inclusivity, authenticity, and action. We seek to embed a sense of inclusion and social responsibility into our culture and how we serve the businesses using our solutions. Our Vice President of Diversity, Equity and Inclusion (DEI) is executing on a strategy that helps us accelerate our progress across four key pillars:â€¢building balanced teams with diverse representation throughout the organization;â€¢cultivating our inclusive leadership capabilities through education, training, and mentoring;â€¢fostering a culture of belonging to engage and celebrate our employeesâ€™ authenticity; andâ€¢growing our diverse customers' businesses through our products and services.One of the ways we strengthen our workplace culture of DEI is by supporting employee resource groups (ERGs). ERGs are self-organized communities that bring employees together to raise awareness and belonging for under-represented groups. Through a grassroots effort, BILL employees have established seven ERGs focused upon the following dimensions of identity: women, Latinx, Black, LGBTQIA+, disabilities and mental health, veterans, and Pan Asian and Pacific Islanders. These ERGs support the career development of their members through customer chats, skill-building workshops and community engagement. In July 2024, over 40% of our employees were members of at least one ERG.We also offer employees learning opportunities to increase awareness of DEI issues. Unconscious bias training is available through our e-learning platform, we regularly host speakers from diverse backgrounds to share their lived experiences, and our ERGs host safe-space discussions on issues important to their members. We also recently launched a quarterly DEI Speaker Series, where we invite internal and external subject matter experts to speak to DEI topics in which our employees have expressed interest.We partner with organizations like Codepath.org and ColorStack to support Black, Latinx, and Indigenous students interested in technical careers. Through Codepathâ€™s Internship Connection Program, we have placed underrepresented students majoring in computer science into technical internships at BILL. Last year, we also sponsored the Black is Tech Conference, a platform that connects Black tech professionals, students, and entrepreneurs, and provides access to resources for growth and development. Other partnerships we are developing include Out in Tech and Women Impact Tech. Our ERG Ambassador Program gives candidates an opportunity to connect with an ERG member to learn more about BILLâ€™s culture and our focus on DEI. We are hopeful that through programs and partnerships like these, we can both help local communities and build a solid pipeline of future employees for our company.As part of our focus on community outreach, we sponsor the Adelante Program, a partnership with a local high school in San Jose, California, to expose underprivileged, low-income students to technology-focused careers. The programâ€™s goal is to prepare these young adults for academic success, college acceptance, and early career growth by offering work study opportunities, internships, and mentoring. BILL also partnered with the African Diaspora Network to launch their Accelerating Black Leadership and Entrepreneurship (ABLE) program, an enterprise accelerator program, now in its fourth year. The program is designed to strengthen, energize, and support startups and small businesses led by Black entrepreneurs in the U.S. Last year, ABLE graduated 11 entrepreneurs with impact-oriented solutions at the local and national levels across multiple sectors. 14Environmental MattersOur San Jose headquarters building is LEED Gold and Energy Star certified, and our Houston building is LEED GOLD certified. In San Jose, California and Draper, Utah, we also offer employees free electric vehicle charging stations. Further, we embrace a hybrid work model at each of our office locations, permitting employees to work remotely several days a week, in addition to having a significant number of fully-remote employees who collaborate via videoconference and periodic offsite retreats. This flexible model allows us to minimize employee commute times, thereby reducing congestion, the consumption of energy, and pollution.Intellectual PropertyWe seek to protect our intellectual property rights by relying upon a combination of patent, trademark, copyright, and trade secret laws, as well as contractual measures.As of JuneÂ 30, 2024, in the U.S., we had 25 issued patents that expire between 2028 and 2042, and seven pending patent applications, two of which have been allowed as of the date of this Annual Report on Form 10-K, along with five pending international patent applications. These patents and patent applications seek to protect proprietary inventions relevant to our business. While we believe our patents and patent applications in the aggregate are important to our competitive position, no single patent or patent application is material to us as a whole. We intend to pursue additional patent protection to the extent we believe it would be beneficial and cost effective.As of JuneÂ 30, 2024, in the U.S. we had two trademark registrations covering the â€œBill.comâ€ logo and three trademark registrations for DIVVY or the Divvy logo, along with registrations for Divvy slogans. We also own a U.S. trademark registration for the name Invoice2Go, the Invoice2Go logo, the name Finmark and the Finmark logo. We own a pending application in Canada for BILL.COM plus design and the "B" logo, along with a registration in Canada for the Invoice2Go logo. We own one registration in Australia for the Invoice2Go logo, along with additional registrations internationally for the mark INVOICE2GO or the Invoice2Go logo. We will pursue additional trademark registrations to the extent we believe it would be beneficial and cost-effective. We also own several domain names, including www.bill.com, www.getdivvy.com, and www.invoice2go.com. We rely on trade secrets and confidential information to develop and maintain our competitive position. It is our practice to enter into confidentiality and invention assignment agreements (or similar agreements) with our employees, consultants, and contractors involved in the development of intellectual property on our behalf. We also enter into confidentiality agreements with other third parties in order to limit access to, and disclosure and use of, our confidential information and proprietary information. We further control the use of our proprietary technology and intellectual property through provisions in our terms of service.From time to time, we also incorporate certain intellectual property licensed from third parties, including under certain open source licenses. Even if any such third-party technology was not available to us on commercially reasonable terms, we believe that alternative technologies would be available as needed. For additional information about our intellectual property and associated risks, see the section titled â€œRisk Factorsâ€ Risks Related to our Business and Industry.â€ Available InformationOur internet address is www.bill.com. We make available free of charge, on our website, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (Exchange Act), as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission (SEC).We have used, and intend to continue to use, our website, investor relations website (accessible via our website), and social media accounts, including our X, formerly Twitter, feed (@billcom), our LinkedIn page and our Facebook page, as a means of disclosing material non-public information and for complying with our disclosure obligations under Regulation FD.15The contents of the websites provided above are not intended to be incorporated by reference into this Annual Report on Form 10-K or in any other report or document we file with the SEC. Further, our references to the URLs for these websites are intended to be inactive textual references only.16Item 1A. Risk FactorsInvesting in our common stock involves a high degree of risk. You should consider carefully the risks and uncertainties described below, together with all of the other information in this Annual Report on Form 10-K, including â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operations,â€ our consolidated financial statements and the accompanying notes included elsewhere in this Annual Report on Form 10-K before deciding whether to invest in shares of our common stock. Additional risks beyond those summarized below or discussed elsewhere in this Annual Report on Form 10-K, may apply to our activities or operations as currently conducted or as we may conduct them in the future or in the markets in which we operate or may in the future operate. Summary of Risk FactorsConsistent with the foregoing, we are exposed to a variety of risks, including the following:â€¢We have a history of operating losses and may not achieve or sustain profitability in the future;â€¢Our recent rapid growth, including growth in our volume of payments, may not be indicative of our future growth, and if we continue to grow rapidly, we may not be able to manage our growth effectively;â€¢A significant portion of our revenue comes from small and medium-sized businesses, which may have fewer financial resources to weather an economic downturn, and volatile or weakened economic conditions in the U.S. and globally may adversely affect our business and operating results;â€¢If we are unable to attract new customers or convert trial customers into paying customers or if our efforts to promote our charge card usage through marketing, promotion, and spending business rewards are unsuccessful, our revenue growth and operating results will be adversely affected;â€¢If we are unable to retain our current customers, increase customer adoption of our products, sell additional services to our customers, or develop and launch new payment products, our business and growth will be adversely affected;â€¢Our BILL Divvy Corporate Card offering exposes us to credit risk and other risks related to spending businesses' ability to pay the balances incurred on their BILL Divvy Corporate Cards. Certain of our other current and future product offerings may also subject us to credit risk;â€¢Our risk management efforts may not be effective to prevent fraudulent activities by our customers, subscribers, spending businesses or their counterparties, or other third parties which could expose us to material financial losses and liabilities and otherwise harm our business;â€¢The markets in which we participate are competitive, and if we do not compete effectively, our operating results could be harmed;â€¢We transfer large sums of customer funds daily, and are subject to numerous associated risks which could result in financial losses, damage to our reputation, or loss of trust in our brand, which would harm our business and financial results;â€¢Our business depends, in part, on our relationships with accounting firms;â€¢Our business depends, in part, on our business relationships with financial institutions;â€¢We are subject to numerous risks related to partner banks and financing arrangements with respect to our spend and expense management solution;â€¢Future acquisitions, strategic investments, partnerships, collaborations, or alliances could be difficult to identify and integrate, divert the attention of management, disrupt our business, dilute stockholder value, and adversely affect our operating results and financial condition;â€¢Payments and other financial services-related regulations and oversight are material to our business. Our failure to comply could materially harm our business;17â€¢Our debt service obligations, including the Notes, may adversely affect our financial condition and results of operations;â€¢We may not have the ability to raise the funds necessary for cash settlement upon conversion of the Notes or to repurchase the Notes for cash upon a fundamental change, and our future debt may contain limitations on our ability to pay cash upon conversion of the Notes or to repurchase the Notes; andâ€¢The market for our common stock has been, and will likely continue to be, volatile and the market price of our common stock may fluctuate significantly in response to numerous factors, many of which are beyond our control.Risks Related to Our Business and IndustryWe have a history of operating losses and may not achieve or sustain profitability in the future.We were incorporated in 2006 and have mostly experienced net losses since inception. We generated net losses of $28.9 million, $223.7 million, and $326.4 million for fiscal 2024, 2023, and 2022, respectively. As of JuneÂ 30, 2024, we had an accumulated deficit of $1.1 billion. While we have experienced significant revenue growth in recent years and achieved profitability on a GAAP basis in recent quarters, we are not certain whether or when we will generate sufficient revenue to sustainably maintain or enhance our profitability profile in the future. We also expect our costs and expenses to increase in future periods, which could negatively affect our future operating results if our revenue does not increase. In particular, we intend to continue to expend significant funds to further develop our platform, including introducing new products and functionality, drive new customer adoption and expand partner integrations. Our profitability each quarter is also impacted by the mix of our revenue generated from subscriptions, transaction fees, including the mix of ad valorem transaction revenue, and interest earned on funds that we hold for the benefit of our customers. Any changes in this revenue mix will have the effect of increasing or decreasing our margins. In addition, we offer promotion programs whereby spending businesses that use our spend and expense management product can earn rewards based on transaction volume on our BILL Divvy Corporate Cards, and the cost of earned rewards that are redeemed impacts our sales and marketing expenses. Our efforts to grow our business may be costlier than we expect, and we may not be able to increase our revenue enough to offset our increased operating expenses. We may incur significant losses in the future for several reasons, including the other risks described herein, and unforeseen expenses, difficulties, complications, delays, and other unknown events. If we are unable to achieve and sustain profitability, the value of our business and common stock may significantly decrease.Our recent rapid growth, including growth in our volume of payments, may not be indicative of our future growth, and if we continue to grow rapidly, we may not be able to manage our growth effectively. Our revenue was $1.3 billion, $1.1 billion, and $642.0 million during fiscal 2024, 2023, and 2022, respectively. Our TPV was $292.4 billion, $266.0 billion, and $228.1 billion during fiscal 2024, 2023, and 2022, respectively. Our revenue and TPV for fiscal 2022 includes Invoice2go from the date of acquisition on September 1, 2021. Although we have recently experienced significant growth in our revenue and total payment volume, even if our revenue continues to increase, we expect our growth rate will decline in the future as a result of a variety of factors, including the increasing scale of our business. Overall growth of our revenue depends on a number of factors, including our ability to:â€¢price our platform effectively to attract new customers and increase sales to our existing customers;â€¢expand the functionality and scope of the products we offer on our platform;â€¢maintain or improve the rates at which customers subscribe to and continue to use our platform;â€¢maintain and expand payment volume;â€¢generate interest income on customer funds that we hold in trust;â€¢provide our customers with high-quality customer support that meets their needs;â€¢introduce our products to new markets outside of the U.S.;18â€¢serve SMBs across a wide cross-section of industries;â€¢expand our target market beyond SMBs;â€¢manage the effects of macroeconomic conditions, including economic downturns or recessions, inflation, fluctuations in market interest rates and currency exchange rates, and actual or perceived instability in the U.S. and global banking systems on our business and operations and the impacts of global geopolitical conflicts;â€¢successfully identify and acquire or invest in businesses, products, or technologies that we believe could complement or expand our platform; andâ€¢increase awareness of our brand and successfully compete with other companies.We may not successfully accomplish any of these objectives, which makes it difficult for us to forecast our future operating results. Further, the revenue that we derive from interest income on customer funds is dependent on interest rates, which we do not control. If the assumptions that we use to plan our business are incorrect or change in reaction to changes in our market, or if we are unable to maintain consistent revenue or revenue growth, our stock price could be volatile, and it may be difficult to achieve and maintain profitability. You should not rely on our revenue from any prior quarterly or annual periods as any indication of our future revenue or revenue or payment growth.In addition, we expect to continue to expend substantial financial and other resources on:â€¢sales, marketing, and customer success;â€¢our technology infrastructure, including systems architecture, scalability, availability, performance, and security;â€¢product development, including investments in our product development team and the development of new products and new functionality for our AI-enabled platform;â€¢acquisitions or strategic investments;â€¢international expansion; andâ€¢regulatory compliance and risk management.These investments may not result in increased revenue growth in our business. If we are unable to increase our revenue at a rate sufficient to offset the expected increase in our costs, or if we encounter difficulties in managing a growing volume of payments, our business, financial condition, and operating results will be harmed, and we may not be able to achieve or maintain profitability over the long term.A significant portion of our revenue comes from small and medium-sized businesses, which may have fewer financial resources to weather an economic downturn, and volatile or weakened economic conditions in the U.S. and globally may adversely affect our business and operating results.Our overall performance depends in part on U.S. and international macroeconomic conditions and a significant portion of our revenue comes from SMBs. These customers tend to be more susceptible to negative impacts from economic downturns, recession, inflation, changes in foreign currency exchange rates, including the

strengthening U.S. dollar, financial market conditions, actual or perceived instability in the U.S. and global banking systems, increased fuel prices, and catastrophic events than larger, more established businesses, as SMBs typically have more limited financial resources than larger entities. In recent periods, we have observed SMBs reacting to the macroeconomic environment by tightening budgets and selecting lower-cost payment methods, which adversely impacted our operating results. In addition, the rate of growth in the number of businesses using our solutions has been and may continue to be impacted by current macroeconomic conditions.More broadly, the U.S. and other key international economies have experienced and may in the future experience significant economic and market downturns in which economic activity is impacted by falling demand for a variety of goods and services, restricted credit, poor liquidity, reduced corporate profitability, volatility in credit, equity, and foreign exchange markets, inflation, bankruptcies, and overall uncertainty with 19respect to the economy. These economic conditions can arise suddenly and the full impact of such conditions are impossible to predict. In addition, geopolitical and domestic political developments, such as existing and potential trade wars and other events beyond our control, such as the ongoing global geopolitical conflicts, can increase levels of political and economic unpredictability globally and increase the volatility of global financial markets. Moreover, we may be impacted by any turmoil in the global banking system. For example, in March 2023, Silicon Valley Bank (SVB) was closed by the California Department of Financial Protection and Innovation, which appointed the FDIC as receiver. First-Citizens Bank & Trust Company then assumed all of SVBâ€™s customer deposits and certain other liabilities and acquired substantially all of SVBâ€™s loans and certain other assets from the FDIC. While the closure of SVB did not have a material direct impact on our business, instability (either actual or perceived) in the global banking system may result in additional bank failures, as well as volatility of global financial markets, either of which may adversely impact our business and financial condition. If challenging macroeconomic conditions for SMBs persist, or if additional economic or political factors create greater pressure on SMBs, our customers and spending businesses may be disproportionately impacted and, as a result, the overall demand for our products and services could be materially and adversely affected. We expect fluctuations in our financial results, making it difficult to project future results, and if we fail to meet the expectations of securities analysts or investors with respect to our operating results, our stock price and the value of your investment could decline.Our operating results have fluctuated in the past and are expected to fluctuate in the future due to a variety of factors, many of which are outside of our control. As a result, our past results may not be indicative of our future performance. In addition to the other risks described herein, factors that may affect our operating results include the following:â€¢fluctuations in demand for, or pricing of our platform;â€¢our ability to attract new customers;â€¢our ability to retain and grow engagement with our existing customers;â€¢our ability to retain and expand our relationships with our accounting firm partners, financial institution partners and accounting software partners, or to identify and attract new partners;â€¢customer expansion rates;â€¢changes in customer preference for cloud-based services as a result of security breaches in the industry or privacy concerns, or other security or reliability concerns regarding our products;â€¢fluctuations or delays in purchasing decisions in anticipation of new products or product enhancements by us or our competitors;â€¢general economic, market, credit and liquidity conditions, both domestically and internationally, such as inflation, high interest rate and recessionary environments, and actual or perceived instability in the U.S. and global banking systems, as well as economic conditions specifically affecting SMBs or the industries in which our customers participate;â€¢changes in customersâ€™ budgets and in the timing of their budget cycles and purchasing decisions, as a result of general economic factors or factors specific to their businesses;â€¢potential and existing customers choosing our competitorsâ€™ products or developing their own solutions in-house;â€¢the development or introduction of new platforms or services that are easier to use or more advanced than our current suite of services, especially related to the application of AI-based services;â€¢our failure to adapt to new forms of payment that become widely accepted;â€¢the adoption or retention of more entrenched or rival services in the international markets where we compete;20â€¢our ability to control costs, including our operating expenses;â€¢the amount and timing of payment for operating expenses, particularly research and development and sales and marketing expenses, including commissions;â€¢the amount and timing of non-cash expenses, including stock-based compensation, goodwill impairments, and other non-cash charges;â€¢the amount and timing of costs associated with recruiting, training, and integrating new employees, including employees acquired inorganically, and retaining and motivating existing employees;â€¢fluctuation in market interest rates, which impacts interest earned on funds held for customers;â€¢the effects of acquisitions and the integration of acquired technologies and products, including impairment of goodwill;â€¢the impact of new accounting pronouncements;â€¢security breaches of, technical difficulties with, or interruptions to, the delivery and use of our platform; â€¢the impact of the ongoing geopolitical conflicts, including any related economic sanctions and countermeasures taken by other countries, and market volatility resulting therefrom; andâ€¢awareness of our brand and our reputation in our target markets.Any of these and other factors, or the cumulative effect of some of these factors, may cause our operating results to vary significantly. In addition, we expect to continue to incur significant additional expenses due to the costs of operating as a public company. If our operating results fall below the expectations of investors and securities analysts who follow our stock, the price of our common stock could decline substantially, and we could face costly lawsuits, including securities class action suits.If we are unable to attract new customers or convert trial customers into paying customers or if our efforts to promote our charge card usage through marketing, promotion, and spending business rewards are unsuccessful, our revenue growth and operating results will be adversely affected.To increase our revenue, we must continue to attract new customers and increase sales to those customers. As our market matures, product and service offerings evolve, and competitors introduce lower cost or differentiated products or services that compete or are perceived to compete with our platform, our ability to sell subscriptions or successfully increase customer adoption of new payment products could be impaired. Similarly, our subscription sales could be adversely affected if customers or users perceive that features incorporated into alternative products reduce the need for our platform or if they prefer to purchase products that are bundled with solutions offered by other companies. Further, in an effort to attract new customers, we may offer simpler, lower-priced products or promotions, which may reduce our profitability. We rely upon our marketing strategy of offering risk-free trials of our platform and other digital marketing strategies to generate sales opportunities. Many of our customers start a risk-free trial of our service. Converting these trial customers to paid customers often requires extensive follow-up and engagement. Many prospective customers never convert from the trial version of a product to a paid version of a product. Further, we often depend on the ability of individuals within an organization who initiate the trial versions of our products to convince decision makers within their organization to convert to a paid version. To the extent that these users do not become, or are unable to convince others to become, paying customers, we will not realize the intended benefits of this marketing strategy, and our ability to grow our revenue will be adversely affected. In addition, it may be necessary to engage in more sophisticated and costly sales and marketing efforts in order to attract new customers, and changes in privacy laws and third-party practices may make adding new customers more expensive or difficult. As a result of these and other factors, we may be unable to attract new customers or our related expenses may increase, which would have an adverse effect on our business, revenue, gross margins, and operating results.21In addition, revenue growth from our charge card products is dependent on increasing business spending on our cards. We have been investing in a number of growth initiatives, including to capture a greater share of spending businessesâ€™ total spend, but there can be no assurance that such investments will be effective. In addition, if we develop new products or offerings that attract spending businesses looking for short-term incentives rather than displaying long-term loyalty, attrition could increase and our operating results could be adversely affected. Expanding our service offerings, adding acquisition channels and forming new partnerships or renewing current partnerships could have higher costs than our current arrangements and could dilute our brand. In addition, we offer rewards to spending businesses based on their usage of charge cards. Redemptions of rewards present significant associated expenses for our business. We operate in a highly competitive environment and may need to increase the rewards that we offer or provide other incentives to spending businesses in order to grow our business. Any significant change in, or failure by management to reasonably estimate, such costs could adversely affect or harm our business, operating results, and financial condition. Finally, we seek to accelerate our growth by partnering with businesses to offer embedded payment solutions directly through such partnersâ€™ platforms. Such partnerships may require significant investment and personnel resources to build, customize and enable. If our strategy to offer embedded solutions does not lead to the customer acquisition we anticipate, or on the timeline we envision, our business, operating results and financial condition could be adversely affected.If we are unable to retain our current customers, increase customer adoption of our products, sell additional services to our customers, or develop and launch new payment products, our business and growth will be adversely affected.To date, a significant portion of our growth has been attributable to customer adoption of new and existing payment products. To increase our revenue, in addition to acquiring new customers, we must continue to retain existing customers and convince them to expand their use of our platform by incentivizing them to pay for additional services and driving adoption of new and existing payment products, including ad valorem products such as our BILL Divvy Corporate Cards, virtual cards, instant transfer, and international payment offerings. Our ability to retain our customers, drive adoption and increase usage could be impaired for a variety of reasons, including our inability to develop and launch new payment products, SMB preference for lower-cost payment solutions, customer reaction to changes in the pricing of our products, general economic conditions or the other risks described in this Annual Report on Form 10-K. Our ability to sell additional services or increase customer adoption of new or existing products may require more sophisticated and costly sales and marketing efforts, especially for our larger customers. If we are unable to retain existing customers or increase the usage of our platform by them, it would have an adverse effect on our business, revenue, gross margins, and other operating results, and accordingly, on the trading price of our common stock.While some of our contracts are non-cancelable annual subscription contracts, most of our contracts with customers and accounting firms primarily consist of open-ended arrangements that can be terminated by either party without penalty at any time. Our customers have no obligation to renew their subscriptions to our platform after the expiration of their subscription period. For us to maintain or improve our operating results, it is important that our customers continue to maintain their subscriptions on the same or more favorable terms. We cannot accurately predict renewal or expansion rates given the diversity of our customer base in terms of size, industry, and geography. Our renewal and expansion rates may decline or fluctuate as a result of several factors, including customer spending levels, customer satisfaction with our platform and customer service, decreases in the number of users, changes in the type and size of our customers, pricing changes, competitive conditions, the acquisition of our customers by other companies, and general economic conditions. In addition, if any of the accounting software providers with which our platform currently integrates should choose to disable two-way synchronization, there can be no assurance that customers shared with such providers would not choose to leave our platform, adversely affecting our business and results of operations. If our customers do not renew their subscriptions, or if they reduce their usage of our platform, our revenue and other operating results will decline and our business will suffer. Moreover, if our renewal or expansion rates fall significantly below the expectations of the public market, securities analysts, or investors, the trading price of our common stock would likely decline.22Our BILL Divvy Corporate Card offering exposes us to credit risk and other risks related to spending businesses' ability to pay the balances incurred on their BILL Divvy Corporate Cards. Certain of our other current and future product offerings may also subject us to credit risk.We offer our BILL Divvy Corporate Card as a credit product to a wide range of businesses in the U.S., and the success of this product depends on our ability to effectively manage related risks. The credit decision-making process for our BILL Divvy Corporate Cards uses techniques designed to analyze the credit risk of specific businesses based on, among other factors, their past purchase and transaction history, as well as their credit scores. Similarly, proprietary risk models and other indicators are applied to assess current or prospective spending businesses who desire to use our cards to help predict their ability to repay. These risk models may not accurately predict creditworthiness due to inaccurate assumptions, including assumptions related to the particular spending business, market conditions, economic environment, or limited transaction history or other data, among other factors. The accuracy of these risk models and the ability to manage credit risk related to our cards may also be affected by legal or regulatory requirements, competitorsâ€™ actions, changes in consumer behavior, changes in the economic environment, policies of Issuing Banks, and other factors. For a substantial majority of extensions of credit to BILL Spend and Expense spending businesses facilitated through our spend and expense management platform, we purchase from the Issuing Banks participation interests in the accounts receivables generated when spending businesses make purchases using BILL Divvy Corporate Cards, and we bear the entire credit risk in the event that a spending business fails to pay card balances. Like other businesses with significant exposure to losses from credit, we face the risk that spending businesses will default on their payment obligations, creating the risk of potential charge-offs. The non-payment rate among spending businesses may increase due to, among other factors, changes to underwriting standards, risk models not accurately predicting the creditworthiness of a business, or a decline in economic conditions, such as a recession, high inflation or government austerity programs. Spending businesses who miss payments may fail to repay their outstanding statement balances, and spending businesses who file for protection under the bankruptcy laws generally do not repay their outstanding balances. If collection efforts on overdue card balances are ineffective or unsuccessful, we may incur financial losses or lose the confidence of our funding sources. In addition, we have in the past and may in the future tighten our credit requirements for customer or vendor eligibility for such solutions, which may limit the growth and profitability of these solutions or result in customer attrition. We do not file UCC liens or take other security interests on BILL Divvy Corporate Card balances, which significantly reduces our ability to collect amounts outstanding from spending businesses that file for bankruptcy protection. Any such losses or failures of our risk models could harm our business, operating results, and financial condition. Non-performance, or even significant underperformance, of the account receivables participation interests that we own could have an adverse effect on our business.Moreover, the funding model for our BILL Divvy Corporate Card product relies on a variety of funding arrangements, including warehouse facilities and, from time-to-time, purchase arrangements, with a variety of funding sources. Any significant underperformance of the participation interests we own may adversely impact our relationship with such funding sources and result in an increase in our cost of financing, a modification or termination of our existing funding arrangements or our ability to procure funding, which would adversely affect our business, operating results, financial condition, and future prospects.Several of our other product offerings whereby we advance funds to our customers or vendors of our customers based on credit and risk profiling before we receive the funds on their behalf, such as our instant transfer and invoice financing offerings, also expose us to credit risks. Although these offerings are only available to customers that satisfy specific credit eligibility criteria, the credit and risk models we use to determine eligibility may be insufficient. Any failure of our credit or risk models to predict creditworthiness would expose us to many of the credit risks described above and could harm our business, operating results, and financial condition.Our risk management efforts may not be effective to prevent fraudulent activities by our customers, subscribers, spending businesses or their counterparties, or other third parties which could expose us to material financial losses and liabilities and otherwise harm our business.We offer software that digitizes and automates financial operations for a large number of customers and executes payments to their vendors or from their clients. We are responsible for verifying the identity of our 23customers and their users, and monitoring transactions for fraud. We have been in the past and will continue to be targeted by parties who seek to commit acts of financial fraud using stolen identities and bank accounts, compromised business email accounts, employee or insider fraud, account takeover, false applications, check fraud, and stolen cards or card account numbers. We may suffer losses from acts of financial fraud committed by our customers and their users, our employees, or third-parties. In addition, our customers or spending businesses may suffer losses from acts of financial fraud by third parties posing as our company through account takeover, credential harvesting, use of stolen identities, and various other techniques, which could harm our reputation or prompt us to reimburse our customers for such losses in order to maintain customer and spending business relationships.The techniques used to perpetrate fraud on our platform are continually evolving, and we expend considerable resources to continue to monitor and combat them. In addition, when we introduce new products and functionality, or expand existing products, we may not be able to identify all risks created by such new products or functionality. Our risk management policies, procedures, techniques, and processes may not be sufficient to identify all of the risks to which we are exposed, to enable us to prevent or mitigate the risks we have identified, or to identify additional risks to which we may become subject in the future. Our risk management policies, procedures, techniques, and processes may contain errors, or our employees or agents may commit mistakes or errors in judgment as a result of which we may suffer large financial losses. The software-driven and highly automated nature of our platform could enable criminals and those committing fraud to steal significant amounts of money from businesses like ours.Our current business and anticipated growth will continue to place significant demands on our risk management efforts, and we will need to continue developing and improving our existing risk management infrastructure, policies, procedures, techniques, and processes. As techniques used to perpetrate fraud on our platform evolve, we may need to modify our products or services to mitigate fraud risks. As our business grows and becomes more complex, we may be less able to forecast and carry appropriate reserves in our books for fraud related losses. Further, these types of fraudulent activities on our platform can also expose us to civil and criminal liability and governmental and regulatory sanctions as well as potentially cause us to be in breach of our contractual obligations to our third-party partners.The markets in which we participate are competitive, and if we do not compete effectively, our operating results could be harmed.The market for cloud-based software that automates the financial back-office is highly fragmented, competitive, and constantly evolving. We believe that our primary competition remains the legacy manual processes that SMBs have relied on for generations. Our success will

depend, to a substantial extent, on the widespread adoption of our cloud-based automated back-office solution as an alternative to existing solutions or adoption by customers that are not using any such solutions at all. Some organizations may be reluctant or unwilling to use our platform for several reasons, including concerns about additional costs, uncertainty regarding the reliability and security of cloud-based offerings, or lack of awareness of the benefits of our platform. Our competitors in the cloud-based software space range from large corporations that predominantly focus on enterprise resource planning solutions, to smaller niche suppliers of solutions that focus exclusively on document management, workflow management, accounts payable, accounts receivable, spend and expense management, and/or electronic bill presentment and payment, to companies that offer industry-specific payments solutions. With the introduction of new technologies and market entrants, we expect that the competitive environment will remain intense going forward. Our competitors that currently focus on enterprise solutions may offer products to SMBs that compete with ours. In addition, companies that provide solutions that are adjacent to our products and services may decide to enter our market segments and develop and offer products that compete with ours. Accounting software providers, such as Intuit, as well as the financial institutions with which we partner, may internally develop products, acquire existing, third-party products, or may enter into partnerships or other strategic relationships that would enable them to expand their product offerings to compete with our platform or provide more comprehensive offerings than they individually had offered or achieve greater economies of scale than us. These software providers and financial institutions may have the operating flexibility to bundle competing solutions with other offerings, including offering them at a lower price or for no additional cost to customers as part of a larger sale. For example, in October 2023, Intuit launched a native bill payment solution with integration to its QuickBooks accounting software. In addition, Brex and Ramp, 24firms primarily known for offering spend and expense management products, introduced bill payment products in recent periods. While we believe our platform offers much greater functionality than these products, there can be no assurance that QuickBooks customers will not opt to change providers for certain accounts payable services in the future, or that our ability to win, retain and expand our footprint with BILL Divvy Corporate Card customers will not be challenged by these competing offerings. In addition, new entrants not currently considered to be competitors may enter the market through acquisitions, partnerships, or strategic relationships. Many of our competitors and potential competitors have greater name recognition, longer operating histories, more established customer relationships, larger marketing budgets, and greater resources than us. Our competitors may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards, and customer requirements. Certain competitors may also have long-standing exclusive, or nearly exclusive, relationships with financial services provider partners to accept payment cards and other services that compete with what we offer. As we look to market and sell our platform to potential customers, spending businesses, or partners with existing solutions, we must convince their internal stakeholders that our platform is superior to their current solutions.We compete on several factors, including:â€¢product features, quality, breadth, and functionality;â€¢data asset size and ability to leverage AI to grow faster and smarter;â€¢ease of deployment;â€¢ease of integration with leading accounting and banking technology infrastructures;â€¢ability to automate processes;â€¢cloud-based delivery architecture;â€¢advanced security and control features;â€¢risk management, exception process handling, and regulatory compliance leadership;â€¢brand recognition; andâ€¢pricing and total cost of ownership.There can be no assurance that we will be able to compete successfully against our current or future competitors, and this competition could result in the failure of our platform to continue to achieve or maintain market acceptance, any of which would harm our business, operating results, and financial condition.We transfer large sums of customer funds daily, and are subject to numerous associated risks which could result in financial losses, damage to our reputation, or loss of trust in our brand, which would harm our business and financial results. As of JuneÂ 30, 2024, we had 474,600 businesses using our solutions and TPV processed was approximately $292.4 billion, $266.0 billion, and $228.1 billion during fiscal 2024, 2023, and 2022, respectively. Accordingly, we have grown rapidly and seek to continue to grow, and although we maintain a robust and multi-faceted risk management process, our business is highly complex and always subject to the risk of financial losses as a result of credit losses, operational errors, software defects, service disruption, employee misconduct, security breaches, or other similar actions or errors on our platform.As a provider of accounts payable, accounts receivable, spend and expense management, and payment solutions, we collect and transfer funds on behalf of our customers and our trustworthiness and reputation are fundamental to our business. The occurrence of any credit losses, operational errors, software defects, service disruptions, employee misconduct, security breaches, or other similar actions or errors on our platform could result in financial losses to our business and our customers, loss of trust, damage to our reputation, or termination of our agreements with financial institution partners and accountants, each of which could result in:â€¢loss of customers;â€¢lost or delayed market acceptance and sales of our platform;25â€¢legal claims against us, including warranty and service level agreement claims;â€¢regulatory enforcement action; orâ€¢diversion of our resources, including through increased service expenses or financial concessions, and increased insurance costs.Although our terms of service allocate to our customers the risk of loss resulting from our customersâ€™ errors, omissions, employee fraud, or other fraudulent activity related to their systems, in some instances we may cover such losses for efficiency or to prevent damage to our reputation. Although we maintain insurance to cover losses resulting from our errors and omissions, there can be no assurance that our insurance will cover all losses or our coverage will be sufficient to cover our losses. If we suffer significant losses or reputational harm as a result, our business, operating results, and financial condition could be adversely affected.Funds that we hold for the benefit of our customers are subject to market, interest rate, credit, foreign exchange, and liquidity risks, as well as general political and economic conditions. The loss of any of these funds could adversely affect our business, operating results and financial condition.We invest funds that we hold for the benefit of our customers, including funds being remitted to suppliers, in highly liquid, investment-grade marketable securities, money market securities, and other cash equivalents. Nevertheless, our customer fund assets are subject to general market, interest rate, credit, foreign exchange, and liquidity risks. These risks may be exacerbated, individually or in the aggregate, during periods of heavy financial market volatility, such as that experienced in 2008 and 2022, that may result from inflation, high interest rate or recessionary environments, from actual or perceived instability in the U.S. and global banking systems, or from war (such as the ongoing conflicts in Ukraine and the Middle East) or other geopolitical conflicts. As a result, we could be faced with a severe constriction of the availability of liquidity, which could impact our ability to fulfill our obligations to move customer money to its intended recipient. For example, the sudden closure of SVB in March 2023 introduced a potential risk of loss because we held certain corporate and customer funds at SVB. Although we were able to move substantially all such funds to large multinational financial institutions and to redirect substantially all customer payment processing previously made through SVB to one of our multinational bank processors, there can be no assurance that we would be able to do so in the future in the event of a similar or more severe, systemic banking crisis. In addition, cash held at banks and financial institutions is subject to applicable deposit insurance limits, and in the event that our corporate or customer funds held at a given institution exceed such limits, or are held in investments that are not covered by deposit insurance, such funds may be unrecoverable in the event of a future bank failure. We rely upon certain banking partners and third parties to originate payments, process checks, execute wire transfers, and issue virtual cards, which could be similarly affected by a liquidity shortage and further exacerbate our ability to operate our business. Any loss of or inability to access customer funds could have an adverse impact on our cash position and operating results, could require us to obtain additional sources of liquidity, and could adversely affect our business, operating results, and financial condition. In addition to the risks related to customer funds, we are also exposed to interest rate risk relating to our investments of our corporate cash. We are licensed as a money transmitter in all required U.S. states and registered as a Money Services Business with FinCEN. In certain jurisdictions where we operate, we are required to hold eligible liquid assets, as defined by the relevant regulators in each jurisdiction, equal to at least 100% of the aggregate amount of all customer balances. Our ability to manage and accurately account for the assets underlying our customer funds and comply with applicable liquid asset requirements requires a high level of internal controls. As our business continues to grow and we expand our product offerings, we will need to scale these associated internal controls. Our success requires significant public confidence in our ability to properly manage our customersâ€™ balances and handle large and growing transaction volumes and amounts of customer funds. Any failure to maintain the necessary controls or to accurately manage our customer funds and the assets underlying our customer funds in compliance with applicable regulatory requirements could result in reputational harm, lead customers to discontinue or reduce their use of our products, and result in significant penalties and fines, possibly including the loss of our state money transmitter licenses, which would materially harm our business.26We earn revenue from interest earned on customer funds held in trust while payments are clearing, which is subject to market conditions and may decrease as customersâ€™ adoption of electronic payments and technology continues to evolve.For fiscal 2024, 2023, and 2022, we generated $167.4 million, $113.8 million, and $8.6 million, respectively, in revenue from interest earned on funds held in trust on behalf of customers while payment transactions were clearing, or approximately 13%, 11%, and 1% of our total revenue for such periods, respectively. While these payments are clearing, we deposit the funds in highly liquid, investment-grade marketable securities, and generate revenue that is correlated to the federal funds rate. As interest rates have risen in recent periods, the amount of revenue we have generated from such funds has increased; however, these interest rate increases have ceased and we anticipate that interest rates may decline in the future. If interest rates decline, the amount of revenue we generate from these investments will decrease as well. Additionally, as customers increasingly seek expedited methods of electronic payments, such as instant transfer, or potentially migrate spend to our BILL Divvy Corporate Card offering, our revenue from interest earned on customer funds could decrease (even if offset by other revenue) and our operating results could be adversely affected. Finally, in addition to the risks outlined above, any change in laws or applicable regulations that restrict the scope of permissible investments for such customer funds could reduce our interest income and adversely affect our operating results.Our business depends, in part, on our relationships with accounting firms.Our relationships with our more than 8,000 accounting firm partners contribute a significant portion of our consolidated revenue. We market and sell our products and services through accounting firms, including via "client advisory services" through which the firms manage finances and make payments on behalf of their clients, in each case through our platform. We also have an exclusive partnership with CPA.com to market certain of our products and services to accounting firms, which then enroll their customers directly onto our platform. Although our relationships with accounting firms are independent of one another, if our reputation in the accounting industry more broadly were to suffer, or if we were unable to establish relationships with new accounting firms and grow our relationships with existing accounting firm partners, our growth prospects would weaken and our business, financial position, and operating results may be adversely affected.Our business depends, in part, on our business relationships with financial institutions.We enter into partnering relationships with financial institutions pursuant to which they offer our services to their customers. These relationships involve risks that may not be present or that are present to a lesser extent with sales to our direct SMB customers. Launching a product offering with our financial institution partners entails integrating our platform with our partnersâ€™ websites and apps, which requires significant engineering resources and time to design, deploy, and maintain, and requires developing associated sales and marketing strategies and programs. With financial institution partners, the decision to roll out our product offering typically requires several levels of management and technical personnel approval by our partners and is frequently subject to budget constraints. Delays in decision making, unplanned budget constraints, or changes in our partnersâ€™ business, business priorities, or internal resource allocations may result in significant delays to the deployment of our platform and its availability to their customers. Significant delays in the deployment of our platform to our partnersâ€™ customers could cause us to incur significant expenditures for platform integration and product launch without generating anticipated revenue in the same period or at all and could adversely impact our operating results. In addition, once we have successfully launched a product offering with a financial institution partner, lower than anticipated customer adoption or unanticipated ongoing system integration costs could result in lower than anticipated profit margins, which could have an adverse impact on our business, financial position, and operating results. Moreover, if our partners or their customers experience problems with the operation of our platform, such as service outages or interruptions or security breaches or incidents, our relationship with the partner and our reputation could be harmed and our operating results may suffer.We may not be able to attract new financial institution partners if our potential partners favor our competitorsâ€™ products or services over our platform or choose to compete with our products directly. Further, many of our existing financial institution partners have greater resources than we do and could choose to develop their own solutions to replace ours. Moreover, certain financial institutions may elect to focus on other market segments and decide to terminate their SMB-focused services. If we are unsuccessful in establishing, growing, or maintaining our relationships with financial institution partners, or if any of our financial institution 27partners elect to terminate their relationships with us, our ability to compete in the marketplace or to grow our revenue could be impaired, and our operating results may suffer.Finally, we are subject to oversight by our financial institution partners and they conduct audits of our operations, information security controls, and compliance controls. To the extent an audit were to identify material gaps or evidence of noncompliance in our operations or controls it could violate contractual terms with the financial institution partner, which could materially and adversely impact our commercial relationships with that partner. Our spend and expense management product is dependent on our relationship with the Issuing Banks, Cross River Bank and WEX Bank.The extensions of credit facilitated through our platform are originated through Cross River Bank and WEX Bank, and we rely on these entities to comply with various federal, state, and other laws. There has been significant recent U.S. Congressional and federal administrative agency lawmaking and ruling in the area of program agreements between banks and non-banks involving extensions of credit and the regulatory environment in this area remains unsettled. There has also been significant recent government enforcement and litigation challenging the validity of such arrangements, including disputes seeking to re-characterize lending transactions on the basis that the non-bank party rather than the bank is the â€œtrue lenderâ€ or â€œde facto lenderâ€, and in case law upholding the â€œvalid when madeâ€ doctrine, which holds that federal preemption of state interest rate limitations are not applicable in the context of certain bank/non-bank partnership arrangements. If the legal structure underlying our relationship with the Issuing Banks were to be successfully challenged, our extension of credit offerings through these banks may be determined to be in violation of state licensing requirements and other state laws. In addition, Issuing Banks engaged in this activity have been subject to increased regulatory scrutiny recently. Adverse orders or regulatory enforcement actions against the Issuing Banks, even if unrelated to our business, could impose restrictions on the Issuing Banksâ€™ ability to continue to extend credit through our platform or on current terms, or could result in the Issuing Banks increasing their oversight or imposing tighter controls over our underwriting practices or compliance procedures or subjecting any new products to be offered through the Issuing Banks to more rigorous reviews.The Issuing Banks are subject to oversight by the FDIC and state banking regulators and must comply with applicable federal and state banking rules, regulations, and examination requirements. We, in turn, are subject to audit by the Issuing Banks in accordance with FDIC guidance related to management of service providers and other bank-specific requirements pursuant to the terms of our agreements with the Issuing Banks. If we fail to comply with requirements applicable to us by law or contract, or if audits by the Issuing Banks, or regulatory audits of the Issuing Banks, were to conclude that our processes and procedures are insufficient, we may be subject to fines or penalties or the Issuing Banks could terminate their relationships with us.In the event of a challenge to the legal structure underlying our program agreements with the Issuing Banks or if one or all of the Issuing Banks were to suspend, limit, or cease its operations, or were to otherwise terminate for any reason (including, but not limited to, the failure by an Issuing Bank to comply with regulatory actions or an Issuing Bank experiencing financial distress, entering into receivership, or becoming insolvent), we would need to identify and implement alternative, compliant, bank relationships or otherwise modify our business practices in order to be compliant with prevailing law or regulation, which could result in business interruptions or delays, force us to incur additional expenses, and potentially interfere with our existing customer and spending business relationships or make us less attractive to potential new customers and spending businesses, any of which could adversely affect our business, operating results, and financial condition.We rely on a variety of funding sources to support our BILL Divvy Corporate Card offering. If our existing funding arrangements are not renewed or replaced, or if our existing funding sources are unwilling or unable to provide funding to us on terms acceptable to us, or at all, it could adversely affect our business, operating results, financial condition, cash flows, and future prospects. To support the operations and growth of our spend and expense management business, we must maintain a variety of funding arrangements, including warehouse facilities and, from time-to-time, purchase arrangements with financial institutions. In particular, we have financing arrangements in place pursuant to which we purchase from the Issuing Banks participation interests in the accounts receivables generated when BILL Spend and Expense spending businesses make purchases using our cards. We typically fund some portion of these participation interest purchases by borrowing under credit facilities with our finance partners, although we may also fund participation purchases using corporate cash. We may thereafter sell a portion of the 28participation interests we have purchased to a warehousing subsidiary which funds the purchases through loans provided by our financing partners or to a third-party institution pursuant to a purchase arrangement. If our finance partners terminate or interrupt their financing or purchase of participation interests or are unable to offer terms which are acceptable to us, we may have to fund these purchases using corporate cash, which we have a limited ability to do and may place significant stress on our cash resources. An inability to purchase participation interests from the Issuing Banks, whether funded through financing or corporate cash, could result in the banksâ€™ limiting extensions of credit to spending businesses or ceasing to extend credit for

our cards altogether, which would interrupt or limit our ability to offer our card products and materially and adversely affect our business.We cannot guarantee that these funding arrangements will continue to be available on favorable terms or at all, and our funding strategy may change over time, depending on the availability of such funding arrangements. In addition, our funding sources may curtail access to uncommitted financing capacity, fail to renew or extend facilities, or impose higher costs to access funding upon reassessing their exposure to our industry or in light of changes to general economic, market, credit, or liquidity conditions. Further, our funding sources may experience financial distress, enter into receivership, or become insolvent, which may prevent us from accessing financing from these sources. In addition, because our borrowings under current and future financing facilities may bear interest based on floating rate interest rates, our interest costs may increase if market interest rates rise. Moreover, there can be no assurances that we would be able to extend or replace our existing funding arrangements at maturity, on reasonable terms, or at all. If our existing funding arrangements are not renewed or replaced or our existing funding sources are unwilling or unable to provide funding to us on terms acceptable to us, or at all, we may need to secure additional sources of funding or reduce our spend and expense management operations significantly. Further, as the volume of credit facilitated through our platform increases, we may need to expand the funding capacity under our existing funding arrangements or add new sources of capital. The availability and diversity of our funding arrangements depends on various factors and are subject to numerous risks, many of which are outside of our control. If we are unable to maintain access to, or to expand, our network and diversity of funding arrangements, our business, operating results, financial condition, and future prospects could be materially and adversely affected.If we do not or cannot maintain the compatibility of our platform with popular accounting software solutions or offerings of our partners, our revenue and growth prospects will decline.To deliver a comprehensive solution, our platform integrates with popular accounting software solutions including Intuit QuickBooks, Oracle NetSuite, Sage Intacct, Xero, and Microsoft Dynamics 365 Business Central, through APIs made available by these software providers. We automatically synchronize certain data between our platform and these accounting software systems relating to invoices and payment transactions between our customers and their suppliers and clients. This two-way sync saves time for our customers by reducing duplicative manual data entry and provides the basis for managing cash-flow through an integrated solution for accounts payable, accounts receivable, spend and expense management, and payments.If any of the accounting software providers change the features of their APIs, discontinue their support of such APIs, restrict our access to their APIs, or alter the terms or practices governing their use in a manner that is adverse to our business, we may be restricted or may not be able to provide synchronization capabilities, which could significantly diminish the value of our platform and harm our business, operating results, and financial condition. In addition, if any of these accounting software providers reconfigure their platforms in a manner that no longer supports our integration with their accounting software, we would lose customers and our business would be adversely affected.If we are unable to increase adoption of our platform with customers of these accounting software solutions, our growth prospects may be adversely affected. In addition, any of these accounting software providers may seek to develop a payment solution of its own, acquire a solution to compete with ours, or decide to partner with other competing applications, any of which its SMB customers may select over ours, thereby harming our growth prospects and reputation and adversely affecting our business and operating results.29We depend on third-party service providers to process transactions on our platform and to provide other services important to the operation of our business. Any significant disruption in services provided by these vendors could prevent us from processing transactions on our platform, result in other interruptions to our business and adversely affect our business, operating results and financial condition.We depend on banks, including JPMorgan Chase, to process ACH transactions and checks for our customers. We also rely on third-party providers to support other aspects of our business, including, for example, for card transaction processing, check printing, real-time payments, virtual and physical card issuance, and our cross-border funds transfer capabilities. If we are unable to effectively manage our third-party relationships, we are unable to comply with security, compliance, or operational obligations to which we are subject under agreements with these providers, these providers are unable to meet their obligations to us, or we experience substantial disruptions in these relationships, including as a result of the closure or insolvency of banks with which we do business, our business, operating results, and financial condition could be adversely impacted. In addition, in some cases a provider may be the sole source, or one of a limited number of sources, of the services they provide to us and we may experience increased costs and difficulties in replacing those providers and replacement services may not be available on commercially reasonable terms, on a timely basis, or at all.Interruptions or delays in the services provided by AWS or other third-party data centers or internet service providers could impair the delivery of our platform and our business could suffer.We host our platform using third-party cloud infrastructure services, including certain co-location facilities. We also use public cloud hosting with Amazon Web Services (AWS). All of our products utilize resources operated by us through these providers. We therefore depend on our third-party cloud providersâ€™ ability to protect their data centers against damage or interruption from natural disasters, power or telecommunications failures, criminal acts, and similar events. Our operations depend on protecting the cloud infrastructure hosted by such providers by maintaining their respective configuration, architecture, and interconnection specifications, as well as the information stored in these virtual data centers and transmitted by third-party internet service providers. We have periodically experienced service disruptions in the past, and we cannot assure you that we will not experience interruptions or delays in our service in the future. We may also incur significant costs for using alternative equipment or taking other actions in preparation for, or in reaction to, events that damage the data storage services we use. Although we have disaster recovery plans that utilize multiple data storage locations, any incident affecting their infrastructure that may be caused by fire, flood, severe storm, earthquake, power loss, telecommunications failures, unauthorized intrusion, computer viruses and disabling devices, natural disasters, military actions, terrorist attacks, negligence, and other similar events beyond our control could negatively affect our platform. Any prolonged service disruption affecting our platform for any of the foregoing reasons could damage our reputation with current and potential customers, expose us to liability, cause us to lose customers, or otherwise harm our business. Also, in the event of damage or interruption, our insurance policies may not adequately compensate us for any losses that we may incur. System failures or outages, including any potential disruptions due to significantly increased global demand on certain cloud-based systems, could compromise our ability to perform these functions in a timely manner, which could harm our ability to conduct business or delay our financial reporting. Such failures could adversely affect our operating results and financial condition.Our platform is accessed by many customers, often at the same time. As we continue to expand the number of our customers and products available to our customers, we may not be able to scale our technology to accommodate the increased capacity requirements, which may result in interruptions or delays in service. In addition, the failure of data centers, internet service providers, or other third-party service providers to meet our capacity requirements could result in interruptions or delays in access to our platform or impede our ability to grow our business and scale our operations. If our third-party infrastructure service agreements are terminated, or there is a lapse of service, interruption of internet service provider connectivity, or damage to data centers, we could experience interruptions in access to our platform as well as delays and additional expense in arranging new facilities and services.Moreover, we recently migrated our systems from internal data centers and smaller vendors to AWS. AWS provides us with computing and storage capacity pursuant to an agreement that continues until terminated by either party. We have a limited history of operating on AWS. Any service disruption affecting our platform 30while operating on the AWS cloud infrastructure could damage our reputation with current and potential customers, expose us to liability, cause us to lose customers, or otherwise harm our business.If we lose our founder or key members of our management team or are unable to attract and retain executives and employees we need to support our operations and growth, our business may be harmed.Our success and future growth depend upon the continued services of our management team and other key employees. Our founder and Chief Executive Officer, RenÃ© Lacerte, and our President and Chief Financial Officer, John Rettig, are critical to our overall management, as well as the continued development of our products, our partnerships, our culture, our relationships with accounting firms, and our strategy. From time to time, there may be changes in our management team resulting from the hiring or departure of executives and key employees, which could disrupt our business. In addition, we may face challenges retaining senior management of acquired businesses. Our senior management and key employees are employed on an at-will basis. We currently do not have â€œkey personâ€ insurance for any of our employees. Certain of our key employees have been with us for a long period of time and have fully vested stock options or other long-term equity incentives that may become valuable and are publicly tradable. The loss of our founder, or one or more of our senior management, key members of senior management of acquired companies or other key employees could harm our business, and we may not be able to find adequate replacements. We cannot ensure that we will be able to retain the services of any members of our senior management or other key employees or that we would be able to timely replace members of our senior management or other key employees should any of them depart.In addition, to execute our business strategy, we must attract and retain highly qualified personnel. We compete with many other companies for software developers with high levels of experience in designing, developing, and managing cloud-based software and payments systems, as well as for skilled legal and compliance and risk operations professionals. Competition for software developers, compliance and risk management personnel, and other key employees in our industry and locations is intense and increasing and may be exacerbated in tight labor markets. We may also face increased competition for personnel from other companies which adopt approaches to remote work that differ from ours. In addition, the current regulatory environment related to immigration is uncertain, including with respect to the availability of H1-B and other visas. If a new or revised visa program is implemented, it may impact our ability to recruit, hire, retain, or effectively collaborate with qualified skilled personnel, including in the areas of AI and machine learning, and payment systems and risk management, which could adversely impact our business, operating results, and financial condition. Many of the companies with which we compete for experienced personnel have greater resources than we do and can frequently offer such personnel substantially greater compensation than we can offer. If we fail to identify, attract, develop, and integrate new personnel, or fail to retain and motivate our current personnel, our growth prospects would be adversely affected.Future acquisitions, strategic investments, partnerships, collaborations, or alliances could be difficult to identify and integrate, divert the attention of management, disrupt our business, dilute stockholder value, and adversely affect our operating results and financial condition.We have in the past and may in the future seek to acquire or invest in businesses, products, or technologies that we believe could complement or expand our platform, enhance our technical capabilities, or otherwise offer growth opportunities. For example, in November 2022 we completed the acquisition of Finmark Financial, Inc. to augment our financial planning product offerings. However, we have limited experience in acquiring other businesses, and we may not successfully identify desirable acquisition targets in the future. Moreover, an acquisition, investment, or business relationship may not further our business strategy or result in the economic benefits or synergies as expected or may result in unforeseen operating difficulties and expenditures, including disrupting our ongoing operations, diverting management from their primary responsibilities, subjecting us to additional liabilities, increasing our expenses, and adversely impacting our business, financial condition, and operating results.In addition, the technology and information security systems and infrastructure of businesses we acquire may be underdeveloped or subject to vulnerabilities, subjecting us to additional liabilities. We could incur significant costs related to the implementation of enhancements to or the scaling of information security systems and infrastructure of acquired businesses and related to the remediation of any related security breaches. If security, data protection, and information security measures in place at businesses we acquire are 31inadequate or breached, or are subject to cybersecurity attacks, or if any of the foregoing is reported or perceived to have occurred, our reputation and business could be damaged and we could be subject to regulatory scrutiny, investigations, proceedings, and penalties. We may also acquire businesses whose operations may not be fully compliant with all applicable law, including economic and trade sanctions and anti-money laundering, counter-terrorist financing, and privacy laws, subjecting us to potential liabilities and requiring us to spend considerable time, effort, and resources to address.Moreover, we may acquire businesses whose management or compliance functions require significant investments to support current and anticipated future product offerings, or that have underdeveloped internal control infrastructures or procedures or with respect to which we discover significant deficiencies or material weaknesses. The costs that we may incur to implement or improve such functions, controls, and procedures may be substantial and we could encounter unexpected delays and challenges related to such activity.Given the complexity of our platform and the distinct interface and tools that we offer to our accounting firm partners and financial institution partners, it may be critical that certain businesses or technologies that we acquire be successfully and fully integrated into our platform. In addition, some acquisitions may require us to spend considerable time, effort, and resources to consummate and/or to integrate employees from the acquired business into our teams, and acquisitions of companies in lines of business in which we lack expertise may require considerable management time, oversight, and research before we see the desired benefit of such acquisitions. Therefore, we may be exposed to unknown liabilities and the anticipated benefits of any acquisition, investment, or business relationship may not be realized, if, for example, we fail to successfully integrate such acquisitions, or the technologies associated with such acquisitions, into our company. The challenges and costs of integrating and achieving anticipated synergies and benefits of transactions, and the risk that the anticipated benefits of the proposed transaction may not be fully realized or take longer to realize than expected, may be compounded where we attempt to integrate multiple acquired businesses within similar timeframes, as was the case with the concurrent integration efforts related to our acquisitions of the Divvy and Invoice2go businesses.Acquisitions could also result in dilutive issuances of equity securities or the incurrence of debt, as well as unfavorable accounting treatment and exposure to claims and disputes by third parties, including intellectual property claims. We also may not generate sufficient financial returns to offset the costs and expenses related to any acquisitions. In addition, if an acquired business fails to meet our expectations, our business, operating results, and financial condition may suffer.If we fail to offer high-quality customer support, or if our support is more expensive than anticipated, our business and reputation could suffer.Our customers rely on our customer support services to resolve issues and realize the full benefits provided by our platform, as well as to understand and fully utilize the growing suite of products we offer. A range of high-quality support options is critical for the renewal and expansion of our subscriptions with existing customers: we provide customer support via chat, email, and phone through a combination of AI-assisted interactions with the BILL Virtual Assistant as well as robust support from a highly trained staff of customer success personnel. If we do not help our customers quickly resolve issues and provide effective ongoing support, or if our support personnel or methods of providing support are insufficient to meet the needs of our customers, our ability to retain customers, increase adoption by our existing customers, and acquire new customers could suffer, and our reputation with existing or potential customers could be harmed. If we are not able to meet the customer support needs of our customers during the hours that we currently provide support, we may need to increase our support coverage or provide additional support, which may reduce our profitability.If we fail to adapt and respond effectively to rapidly changing technology, evolving industry standards, changing regulations, and changing business needs, requirements, or preferences, our products may become less competitive.The market for SMB financial software solutions is relatively new and subject to ongoing technological change, evolving industry standards, payment methods, and changing regulations, as well as changing customer needs, requirements, and preferences. The success of our business will depend, in part, on our ability to adapt and respond effectively to these changes on a timely basis, including launching new products and services. In addition, the market for our spend and expense management solution is new and fragmented, and it 32is uncertain whether we will achieve and sustain high levels of demand and market adoption. The success of any new product and service, or any enhancements or modifications to existing products and services, depends on several factors, including the timely completion, introduction, and market acceptance of such products and services, enhancements, and modifications. If we are unable to enhance our platform, add new payment methods, or develop new products that keep pace with technological and regulatory change and achieve market acceptance, or if new technologies emerge that are able to deliver competitive products and services at lower prices, more efficiently, more conveniently, or more securely than our products, our business, operating results, and financial condition would be adversely affected. Furthermore, modifications to our existing platform or technology will increase our research and development expenses. Any failure of our services to operate effectively with existing or future network platforms and technologies could reduce the demand for our services, result in customer or spending business dissatisfaction, and adversely affect our business.If the prices we charge for our services are unacceptable to our customers, our operating results will be harmed.We generate revenue by charging customers a fixed monthly rate per user for subscriptions as well as transaction fees. As the market for our platform matures, or as new or existing competitors introduce new products or services that compete with ours, we may experience pricing pressure and be unable to renew our agreements with existing customers or attract new customers at prices that are consistent with our pricing model and operating budget. Our pricing strategy for new products we introduce and existing products we continue to offer may prove to be unappealing to our customers, and our competitors could choose to bundle certain products and services competitive with ours. If this were to occur, it is possible that we would have to change our pricing strategies or reduce our prices, which could harm our revenue, gross profits, and operating results.We typically provide service level commitments under our financial institution partner agreements. If we fail to meet these contractual commitments, we could be obligated to provide credits or refunds for prepaid amounts related to unused subscription services or face contract terminations, which could adversely affect our revenue.Our agreements with our financial institution partners typically contain service level commitments evaluated on a monthly basis. If we are unable to meet the stated service level commitments or suffer extended periods of unavailability for our platform, we may be

contractually obligated to provide these partners with service credits, up to 10% of the partnerâ€™s subscription fees for the month in which the service level was not met. In addition, we could face contract terminations, in which case we would be subject to refunds for prepaid amounts related to unused subscription services. Our revenue could be significantly affected if we suffer unexcused downtime under our agreements with our partners. Further, any extended service outages could adversely affect our reputation, revenue, and operating results.We may not be able to scale our business quickly enough to meet our customersâ€™ growing needs, and if we are not able to grow efficiently, our operating results could be harmed.As usage of our platform grows and we sign additional partners, we will need to devote additional resources to improving and maintaining our infrastructure and computer network and integrating with third-party applications to maintain the performance of our platform. In addition, we will need to appropriately scale our internal business systems and our services organization, including customer support, risk and compliance operations, and professional services, to serve our growing customer base.Any failure of or delay in these efforts could result in service interruptions, impaired system performance, and reduced customer satisfaction, resulting in decreased sales to new customers, lower subscription renewal rates by existing customers, the issuance of service credits, or requested refunds, all of which could hurt our revenue growth. If sustained or repeated, these performance issues could reduce the attractiveness of our platform to customers and could result in lost customer opportunities and lower renewal rates, any of which could hurt our revenue growth, customer loyalty, and our reputation. Even if we are successful in these efforts to scale our business, they will be expensive and complex, and require the dedication of significant management time and attention. We could also face inefficiencies or service disruptions as a result of our efforts to scale our internal infrastructure. We cannot be sure that the expansion and improvements to our 33internal infrastructure will be effectively implemented on a timely basis, if at all, and such failures could adversely affect our business, operating results, and financial condition.Failure to effectively develop and expand our sales and marketing capabilities could harm our ability to increase our customer base and achieve broader market acceptance of our products.Our ability to increase our customer base and achieve broader market acceptance of our platform will depend to a significant extent on our ability to expand our sales and marketing organizations, and to deploy our sales and marketing resources efficiently. Although we will adjust our sales and marketing spend levels as needed in response to changes in the economic environment, we plan to continue expanding our direct-to-SMB sales force as well as our sales force focused on identifying new partnership opportunities. We also dedicate significant resources to sales and marketing programs, including digital advertising through services such as Google AdWords. The effectiveness and cost of our online advertising has varied over time and may vary in the future due to competition for key search terms, changes in search engine use, and changes in the search algorithms used by major search engines. These efforts will require us to invest significant financial and other resources. In addition, our ability to broaden the spending business base for our BILL Spend and Expense offerings and achieve broader market acceptance of these products will depend to a significant extent on the ability of our sales and marketing organizations to work together to drive our sales pipeline and cultivate spending business and partner relationships to drive revenue growth. If we are unable to recruit, hire, develop, and retain talented sales or marketing personnel, if our new sales or marketing personnel and partners are unable to achieve desired productivity levels in a reasonable period of time, or if our sales and marketing programs are not effective, our ability to broaden our spending business base and achieve broader market acceptance of our platform could be harmed. Moreover, our BILL Spend and Expense marketing efforts depend significantly on our ability to call on our current spending businesses to provide positive references to new, potential spending business customers. Given our limited number of long-term spending businesses, the loss or dissatisfaction of any spending business could substantially harm our brand and reputation, inhibit the market adoption of our offering, and impair our ability to attract new spending businesses and maintain existing spending businesses.Our business and operating results will be harmed if our sales and marketing efforts do not generate significant increases in revenue. We may not achieve anticipated revenue growth from expanding our sales force if we are unable to hire, develop, integrate, and retain talented and effective sales personnel, if our new and existing sales personnel are unable to achieve desired productivity levels in a reasonable period of time, or if our sales and marketing programs and advertising are not effective.We currently handle cross-border payments and plan to expand our payments offerings to new customers and to make payments to new countries, creating a variety of operational challenges.A component of our growth strategy involves our cross-border payments product and, ultimately, expanding our operations internationally. Although we do not currently offer our payments products to customers outside the U.S., starting in 2018, we introduced cross-border payments, and now, working with two international payment services, we offer our U.S.-based customers the ability to disburse funds to over 130 countries. We are continuing to adapt to and develop strategies to address payments to new countries. However, there is no guarantee that such efforts will have the desired effect.Our cross-border payments product and international expansion strategy involve a variety of risks, including:â€¢complying with financial regulations and our ability to comply and obtain any relevant licenses in applicable countries or jurisdictions;â€¢currency exchange rate fluctuations and our cross-border payments providers' ability to provide us favorable currency exchange rates, which may impact our revenues and expenses; â€¢reduction or cessation in cross-border trade resulting from government sanctions, trade tariffs or restrictions, other trade regulations or strained international relations;34â€¢potential application of more stringent regulations relating to AI, environmental and social matters, privacy, information protection, and data security, and the authorized use of, or access to, commercial and personal information;â€¢sanctions imposed by applicable government authorities or jurisdictions, such as OFAC, or comparable authorities in other countries;â€¢exposure to liabilities under anti-corruption and anti-money laundering laws, including the U.S. Foreign Corrupt Practices Act (FCPA), U.S. bribery laws, the UK Bribery Act, and similar laws and regulations in other jurisdictions; â€¢unexpected changes in tax laws; andâ€¢cessation of business of a cross-border payment service provider or other limitation or inability of a cross-border payment service provider to make payments into certain countries, including for the reasons set forth above.If we invest substantial time and resources to further expand our cross-border payments offering and are unable to do so successfully and in a timely manner, our business and operating results may suffer.A substantial portion of our revenue is derived from interchange fees, which exposes us to potential variability in income and other risks. Certain of our products, including our BILL Divvy Corporate Card and our virtual card products, generate revenue primarily from interchange fees paid by the supplier accepting the cards for purchase transactions. Interchange fees comprise a substantial portion of our total revenue. The amount of interchange fees we earn is highly dependent upon the interchange rates set by the third-party card networks and, from time to time, card networks change the interchange fees and assessments they charge for transactions processed using their networks. In addition, interchange fees are the subject of intense legal and regulatory scrutiny and competitive pressures in the electronic payments industry. For example, in March 2024, Visa and Mastercard reached a proposed settlement to pending antitrust litigation that would have provided savings to merchants by reducing interchange fees on card transactions by setting a five-year cap on interchange fee rates and permitting merchants to pass along surcharges for credit card use to cardholders or reject cards altogether, among other changes. This proposed settlement was subsequently rejected by the court in June 2024 and the matter may proceed to trial. While the impact of this litigation on our business remains unclear, any restrictions imposed by a judgment of the court or one or more new settlements may reduce the amount of interchange fees we receive from transactions using our card products, which could negatively impact our revenues. In addition, if customers are deterred or prevented from using our card products as a result of merchant policies, new surcharges or reduced attractiveness of rewards programs, our business, financial condition, and operating results could be adversely impacted.Interchange fees generally involve a variety of risks, including: â€¢fluctuations due to the variability of card acceptance practices at supplier locations, and the resulting effect on our revenue;â€¢changes in card network interchange rates or rules which could dissuade new and existing card-accepting suppliers from continuing to accept card payments;â€¢unexpected compliance and risk management imposed by the card networks or resulting from changes in regulation;â€¢declines in the number of active card-accepting suppliers due to concerns about cost or operational complexity; andâ€¢unexpected changes in card acceptance or card issuing rules which may impact our ability to offer this payment product.Any of these developments could adversely affect our business, financial condition, and operating results.35If we fail to maintain and enhance our brands, our ability to expand our customer base will be impaired and our business, operating results, and financial condition may suffer.We believe that maintaining and enhancing our brands is important to support the marketing and sale of our existing and future products to new customers and partners and to expand sales of our platforms to new and existing customers and partners. Successfully maintaining and enhancing our brands will depend largely on the effectiveness of our marketing and demand generation efforts, our ability to provide reliable products that continue to meet the needs of our customers at competitive prices, our ability to maintain our customersâ€™ trust, our ability to continue to develop new functionality and products, and our ability to successfully differentiate our platform and products from competitive products and services. Our brand promotion activities may not generate customer awareness or yield increased revenue, and even if they do, any increased revenue may not offset the expenses we incur in building our brand. In the fall of 2023, we began phasing out the Divvy brand and renamed our spend and expense products to feature the BILL name. If this rebranding transition is unsuccessful, or if we fail to successfully promote and maintain our brands generally, our business could suffer. In addition, our ability to protect our BILL brand is limited as a result of its descriptive nature.Changes to payment card networks rules or fees could harm our business.We are required to comply with the Mastercard, American Express, and Visa payment card network operating rules applicable to our card products. We have agreed to reimburse certain service providers for any fines they are assessed by payment card networks as a result of any rule violations by us. We may also be directly liable to the payment card networks for rule violations. The payment card networks set and interpret the card operating rules. The payment card networks could adopt new operating rules or interpret or reinterpret existing rules that we or our processors might find difficult or even impossible to follow, or costly to implement. We also may seek to introduce other card-related products in the future, which would entail compliance with additional operating rules. As a result of any violations of rules, new rules being implemented, or increased fees, we could be hindered or lose our ability to provide our card products, which would adversely affect our business. In addition, we are contractually obligated to comply with card network rules as a card program manager. As a result of any violations of these rules or new rules being implemented, we could lose our ability or rights to act as a card program manager. We incurred certain costs in connection with a reduction in force announced in the second quarter of fiscal 2024, and the reduction in force may result in unanticipated costs or consequences.During the second quarter of fiscal 2024, we announced a reduction in force (RIF) impacting approximately 15% of our global workforce and the closure of our Sydney, Australia office. In connection with the RIF, we have incurred and may continue to incur additional costs in the near term, including cash expenditures related to severance payments, certain retention payments, employee benefits and employee transition costs, as well as non-cash charges for stock-based compensation expense. The RIF may result in other unintended consequences, including employee attrition beyond our intended reduction in force, damage to our corporate culture and decreased employee morale among our remaining employees, diversion of management attention, adverse effects to our reputation as an employer, loss of institutional knowledge and expertise (particularly as it relates to our Invoice2Go solutions), and potential failure or delays to meet operational and growth targets due to the loss of qualified employees. If we experience any of these adverse consequences, the RIF may not achieve its intended benefits, or the benefits, even if achieved, may not be adequate to meet our long-term profitability and operational expectations, which could adversely affect our business, operating results and financial condition.We may require additional capital to support the growth of our business, and this capital might not be available on acceptable terms, if at all.We have funded our operations since inception primarily through equity and debt financings, sales of subscriptions to our products, usage-based transaction fees and interest earned on customer funds. We cannot be certain when or if our operations will generate sufficient cash to fully fund our ongoing operations or the growth of our business. We intend to continue to make investments to support our business, which may require us to engage in equity or debt financings to secure additional funds. We may also seek to raise additional capital from equity or debt financings on an opportunistic basis when we believe there are suitable opportunities for doing so. Additional financing may not be available on terms favorable to us, if at all. If adequate funds are not available on acceptable terms, we may be unable to invest in future growth opportunities, which could harm 36our business, operating results, and financial condition. If we incur additional debt, the debt holders would have rights senior to holders of common stock to make claims on our assets, and the terms of any debt could restrict our operations, including our ability to pay dividends on our common stock. Furthermore, if we issue additional equity securities, including in connection with merger and acquisition transactions, stockholders will experience dilution. In addition, new equity securities could have rights senior to those of our common stock. In recent periods, market interest rates have increased and the trading prices for our common stock and other technology companies have been highly volatile, which may reduce our ability to access capital on favorable terms or at all. More recently, credit and capital markets have been impacted by instability in the U.S. banking system. In addition, a recession or depression, high inflation, or other sustained adverse market event could materially and adversely affect our business and the value of our common stock. Because our decision to issue securities in the future will depend on numerous considerations, including factors beyond our control, we cannot predict or estimate the amount, timing, or nature of any future issuances of debt or equity securities. As a result, our stockholders bear the risk of future issuances of debt or equity securities reducing the value of our common stock and diluting their interests.Our ability to use our net operating losses to offset future taxable income may be subject to certain limitations.As of JuneÂ 30, 2024, we had net operating loss (NOL) carryforwards of approximately $1.2Â billion, $1.0Â billion, and $134.9 million for federal, state, and foreign tax purposes, respectively, that are available to reduce future taxable income. If not utilized, the state NOL carryforwards will begin to expire in 2024. As of JuneÂ 30, 2024, the federal and foreign NOL carryforwards do not expire and will carry forward indefinitely until utilized. As of JuneÂ 30, 2024, we also had research and development tax credit carryforwards of approximately $76.5 million and $53.1 million for federal and state tax purposes, respectively. If not utilized, the federal tax credits will expire at various dates beginning in 2041. The majority of the state tax credits do not expire and will carry forward indefinitely until utilized. In general, under Sections 382 and 383 of the U.S. Internal Revenue Code of 1986, as amended (the Code), a corporation that undergoes an â€œownership changeâ€ is subject to limitations on its ability to utilize its pre-change NOLs and other tax attributes, such as research tax credits, to offset future taxable income or income tax. If it is determined that we have in the past experienced an ownership change, or if we undergo one or more ownership changes as a result of future transactions in our stock, then our ability to utilize NOLs and other pre-change tax attributes could be limited by Sections 382 and 383 of the Code. Future changes in our stock ownership, many of which are outside of our control, could result in an ownership change under Sections 382 or 383 of the Code. Furthermore, our ability to utilize NOLs of companies that we may acquire in the future may be subject to limitations. For these reasons, we may not be able to utilize a material portion of the NOLs, even if we were to achieve profitability. In addition, any future changes in tax laws could impact our ability to utilize NOLs in future years and may result in greater tax liabilities than we would otherwise incur and adversely affect our cash flows and financial position.We could be required to collect additional sales taxes or be subject to other tax liabilities that may increase the costs our customers would have to pay for our offering and adversely affect our operating results.The vast majority of states have considered or adopted laws that impose tax collection obligations on out-of-state companies. States where we have nexus may require us to calculate, collect, and remit taxes on sales in their jurisdiction. Additionally, the U.S. Supreme Court's 2018 ruling in South Dakota v. Wayfair, Inc. et al (Wayfair) allowed states to require online sellers to collect and remit sales and use tax despite not having a physical presence in the buyerâ€™s state. In response to Wayfair, or otherwise, states or local governments may enforce laws requiring us to calculate, collect, and remit taxes on sales in their jurisdictions. We may be obligated to collect and remit sales and use taxes in states where we have not collected and remitted sales and use taxes. A successful assertion by one or more states requiring us to collect taxes where we historically have not or presently do not do so could result in substantial tax liabilities, including taxes on past sales, as well as penalties and interest. The imposition by state governments or local governments of sales tax collection obligations on out-of-state sellers could also create additional administrative burdens for us, put us at a perceived competitive disadvantage if they do not impose similar obligations on our competitors, and decrease our future sales, which could adversely affect our business and operating results.37Changes in our effective tax rate or tax liability may adversely affect our operating results.Our effective tax rate could increase due to several factors, including:â€¢changes in the relative amounts of income before taxes in the various U.S. and international jurisdictions in which we operate due to differing statutory tax rates in various jurisdictions;â€¢changes in tax laws, tax treaties, and regulations or the interpretation of them, including the 2017 Tax Act as modified by the CARES Act, and the Inflation Reduction Act of 2022;â€¢changes to our assessment about our ability to realize our deferred tax assets that are based on estimates of our future results, the prudence and feasibility of possible tax planning strategies, and the economic and political environments in which we do business;â€¢the outcome of current and future tax audits, examinations, or administrative appeals; andâ€¢limitations or adverse findings regarding our ability to do business in some jurisdictions.Any of these developments could adversely affect our operating results.We use artificial intelligence in our business, and challenges with properly managing its use could result in reputational harm, competitive harm, and legal liability, and adversely affect our results of operations.We currently leverage AI into certain aspects of our platform, such as prepopulating invoices based on the historical behavior of businesses using our solutions and aiding our evaluation of businesses' creditworthiness to offer them and their counterparties expedited means of payment. Moving forward, we anticipate that AI will become increasingly important to our platform. Our competitors and other third parties may incorporate AI into their

products and offerings more quickly or more successfully than us, which could impair our ability to compete effectively and adversely affect our results of operations. Additionally, if the content, analyses, or recommendations that AI applications assist in producing are or are alleged to be inaccurate, deficient, or biased, our business, financial condition, and results of operations may be adversely affected. Furthermore, the integration of third-party AI models with our products and services may rely, in part, on certain safeguards implemented by the third-party developers of the underlying AI models, including those related to the accuracy, bias, and other variables of the data, and these safeguards may be insufficient. The use of AI applications has resulted in, and may in the future result in, cybersecurity incidents that implicate the personal data of customers analyzed within such applications. Any such cybersecurity incidents related to our use of AI applications to analysis personal data could adversely affect our reputation and results of operations. AI also presents emerging ethical issues and if our use of AI becomes controversial, we may experience brand or reputational harm, competitive harm, or legal liability. Legislation that would govern the development or use of AI is under consideration in the U.S. at the state and local level, as well as internationally. As a result, the ability to use artificial intelligence and machine learning may be constrained by current or future laws, regulatory or self-regulatory requirements. The rapid evolution of AI, including potential government regulation of AI and it various uses, will require significant resources to develop, test and maintain our platform, offerings, services, and features to help us implement AI ethically in order to minimize unintended, harmful impact.Natural catastrophic events, pandemics, and man-made problems such as power-disruptions, computer viruses, data security breaches, war, and terrorism may disrupt our business.Natural disasters, pandemics such as the COVID-19 pandemic, other catastrophic events, and man-made problems, such as terrorism, war, or economic or trade sanctions related to war or other geopolitical conflicts, may cause damage or disruption to our operations, international commerce, and the global economy, and thus could harm our business. We have a large employee presence in the San Francisco Bay Area in California, Draper, Utah, and Houston, Texas, and our data centers are located in California and Arizona. The west coast of the U.S. contains active earthquake zones and is subject to frequent wildfire outbreaks and the Houston area frequently experiences significant hurricanes. In the event of a major earthquake, hurricane, or catastrophic event such as fire, flooding, power loss, telecommunications failure, vandalism, cyber-attack, war, or terrorist attack, we may be unable to continue our operations and may endure system interruptions, reputational harm, delays in our application development, lengthy interruptions in our products, breaches of data security, and loss of critical data, all of which could harm our business, operating results, and financial condition. In addition, data centers depend on predictable and reliable energy and networking capabilities, which could be affected by a variety of factors, including climate change.38Additionally, as computer malware, viruses, and computer hacking, fraudulent use attempts, and phishing attacks have become more prevalent, we, and third parties upon which we rely, face increased risk in maintaining the performance, reliability, security, and availability of our solutions and related services and technical infrastructure to the satisfaction of our customers. Any computer malware, viruses, computer hacking, fraudulent use attempts, phishing attacks, or other data security breaches related to our network infrastructure or information technology systems or to computer hardware we lease from third parties, could, among other things, harm our reputation and our ability to retain existing customers and attract new customers.In addition, the insurance we maintain may be insufficient to cover our losses resulting from disasters, cyber-attacks, or other business interruptions, and any incidents may result in loss of, or increased costs of, such insurance.If we fail to maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable laws and regulations could be impaired.We are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley), the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the listing requirements of the New York Stock Exchange (NYSE), and other applicable securities rules and regulations. Compliance with these rules and regulations will increase our legal and financial compliance costs, make some activities more difficult, time consuming, or costly, and increase demand on our systems and resources. The Exchange Act requires, among other things, that we file annual, quarterly, and current reports with respect to our business and operating results. Sarbanes-Oxley requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. It may require significant resources and management oversight to maintain and, if necessary, improve our disclosure controls and procedures and internal control over financial reporting to meet this standard. As a result, managementâ€™s attention may be diverted from other business concerns, which could adversely affect our business and operating results. Although we have already hired additional employees to comply with these requirements, we may need to hire more employees in the future or engage outside consultants, which would increase our costs and expenses. We are required, pursuant to Section 404 of Sarbanes-Oxley (Section 404), to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting. Effective internal control over financial reporting is necessary for us to provide reliable financial reports and, together with adequate disclosure controls and procedures, are designed to prevent fraud. Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could cause us to fail to meet our reporting obligations. Ineffective internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our common stock.This assessment needs to include disclosure of any material weaknesses identified by our management in our internal control over financial reporting, as well as a statement that our independent registered public accounting firm has issued an opinion on the effectiveness of our internal control over financial reporting. Section 404(b) of the Sarbanes-Oxley Act requires our independent registered public accounting firm to annually attest to the effectiveness of our internal control over financial reporting, which has, and will continue to, require increased costs, expenses, and management resources. An independent assessment of the effectiveness of our internal controls could detect problems that our managementâ€™s assessment might not. Undetected material weaknesses in our internal controls could lead us to restate our financial statements, which could cause investors to lose confidence in our reported financial information, have a negative effect on the trading price of our common stock, and result in additional costs to remediate such material weaknesses. We are required to disclose changes made in our internal control and procedures on a quarterly basis. To comply with the requirements of being a public company, we may need to undertake various actions, such as implementing new internal controls and procedures and hiring accounting or internal audit staff. If we are unable to assert that our internal control over financial reporting is effective, or if our independent registered public accounting firm issues an adverse opinion on the effectiveness of our internal control, we could lose investor confidence in the accuracy and completeness of our financial reports, which could cause the price of our common stock to decline, and we may be subject to investigation or sanctions by the SEC. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on the NYSE.39Our reported financial results may be adversely affected by changes in accounting principles generally accepted in the U.S.U.S. generally accepted accounting principles (GAAP) is subject to interpretation by the Financial Accounting Standards Board (FASB), the SEC, and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported operating results and financial condition and could affect the reporting of transactions already completed before the announcement of a change.If our estimates or judgments relating to our critical accounting policies prove to be incorrect, our operating results could be adversely affected.The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as provided in the section titled â€œManagementâ€™s Discussion and Analysis of Financial Condition and Operating Resultsâ€”Critical Accounting Estimates.â€ The results of these estimates form the basis for making judgments about the carrying values of assets, liabilities, and equity, and the amount of revenue and expenses that are not readily apparent from other sources. Significant estimates and judgments may involve the variable consideration used in revenue recognition for certain contracts, determination of useful lives of long-lived intangible assets, present value estimation of operating lease liabilities, the estimate of expected credit losses on accounts receivable, acquired card receivables and loans held for investment, accrual for rewards, inputs used to value certain stock-based compensation awards, benefit period to amortize deferred costs and valuation of income taxes. Our operating results may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our operating results to fall below the expectations of securities analysts and investors, resulting in a decline in the trading price of our common stock.Our estimates of market opportunity and forecasts of market growth may prove to be inaccurate, and even if the market in which we compete achieves the forecasted growth, our business could fail to grow at similar rates, if at all.Market opportunity estimates and growth forecasts, including those we have generated ourselves, are subject to significant uncertainty and are based on assumptions and estimates that may not prove to be accurate. The variables that go into the calculation of our market opportunity are subject to change over time, and there is no guarantee that any particular number or percentage of addressable users or companies covered by our market opportunity estimates will purchase our products at all or generate any particular level of revenue for us. Any expansion in the markets in which we operate depends on a number of factors, including the cost, performance, and perceived value associated with our platforms and those of our competitors. Even if the markets in which we compete meet the size estimates and growth forecasted, our business could fail to grow at similar rates, if at all. Our growth is subject to many factors, including our success in implementing our business strategy, which is subject to many risks and uncertainties. Accordingly, our forecasts of market growth should not be taken as indicative of our future growth. We rely on assumptions and estimates to calculate certain of our performance metrics, and real or perceived inaccuracies in such metrics may harm our reputation and negatively affect our business.We calculate and track certain customer and other performance metrics with internal tools, which are not independently verified by any third party. While we believe our metrics are reasonable estimates of our customer base and payment and transaction volumes for the applicable period of measurement, the methodologies used to measure these metrics require significant judgment and may be susceptible to algorithm or other technical errors. For example, the accuracy and consistency of our performance metrics may be impacted by changes to internal assumptions regarding how we account for and track customers, limitations on system implementations, and limitations on the ability of third-party tools to match our database. If the internal tools we use to track these metrics undercount or overcount performance or contain algorithmic or other technical errors, the data we report may not be accurate. In addition, limitations or errors with respect to how we measure data (or the data that we measure) may affect our understanding of certain details of our business, which could affect our longer-term strategies. Further, as our business develops, we may revise or cease 40reporting certain metrics if we determine that such metrics are no longer accurate or appropriate measures of our performance. If our performance metrics are not accurate representations of our business, customer base, or payment or transaction volumes, if we discover material inaccuracies in our metrics, or if the metrics we rely on to track our performance do not provide an accurate measurement of our business, our reputation may be harmed, we may be subject to legal or regulatory actions, and our business, operating results, financial condition, and prospects could be adversely affected.Any future litigation against us could be costly and time-consuming to defend.We have in the past and may in the future become subject to legal proceedings and claims that arise in the ordinary course of business, such as claims brought by our customers in connection with commercial disputes, employment claims made by our current or former employees, or claims for reimbursement following misappropriation of customer data. Litigation might result in substantial costs and may divert managementâ€™s attention and resources, which might seriously harm our business, overall financial condition, and operating results. Insurance might not cover such claims, might not provide sufficient payments to cover all the costs to resolve one or more such claims, and might not continue to be available on terms acceptable to us. A claim brought against us that is uninsured or under-insured could result in unanticipated costs, thereby reducing our operating results and leading analysts or potential investors to reduce their expectations of our performance, which could reduce the trading price of our stock.If we cannot maintain our company culture as we grow, our success and our business may be harmed.We believe our culture has been a key contributor to our success to date and that the critical nature of the platform that we provide promotes a sense of greater purpose and fulfillment in our employees. Inorganic growth through mergers and acquisitions may pose significant challenges to assimilating the company cultures of acquired companies. Any failure to preserve our culture could negatively affect our ability to retain and recruit personnel, which is critical to our growth, and to effectively focus on and pursue our corporate objectives. As we grow and develop the infrastructure of a public company, we may find it difficult to maintain these important aspects of our culture. If we fail to maintain our company culture, our business and competitive position may be adversely affected.We are exposed to foreign currency exchange risk relating to our Australian operations.We are exposed to foreign currency exchange risk relating to our Australian operations and Australian subsidiary. A change in foreign currency exchange rates, particularly in Australian dollars to U.S. dollars, can affect our financial results due to transaction gains or losses related to the remeasurement of certain monetary asset and monetary liability balances that are denominated in currencies other than U.S. dollars, which is the functional currency of our Australian subsidiary. In addition, we expect our exposure to foreign currency rate risks in the future to increase as our international operations increase.Risks Related to Government Regulation and Privacy MattersPayments and other financial services-related regulations and oversight are material to our business. Our failure to comply could materially harm our business.The local, state, and federal laws, rules, regulations, licensing requirements, and industry standards that govern our business include, or may in the future include, those relating to banking, deposit-taking, cross-border and domestic money transmission, foreign exchange, payments services (such as licensed money transmission, payment processing, and settlement services), lending, anti-money laundering, combating terrorist financing, escheatment, international sanctions regimes, and compliance with the Payment Card Industry Data Security Standard, a set of requirements designed to ensure that all companies that process, store, or transmit payment card information maintain a secure environment to protect spending business data. In addition, Divvy is required to maintain loan brokering or servicing licenses in a number of U.S. states in which it conducts business and is contractually obligated to comply with federal consumer protection laws and regulations, as well as card network rules as a card program manager. These laws, rules, regulations, licensing schemes, and standards are enforced by multiple authorities and governing bodies in the U.S., including the Department of the Treasury, the Consumer Financial Protection Bureau, the SEC, self-regulatory organizations, and numerous state and local agencies. As we expand into new jurisdictions, the number of foreign laws, rules, regulations, licensing schemes, and standards governing our business will expand as well. In addition, as our 41business and products continue to develop and expand, we may become subject to additional laws, rules, regulations, licensing schemes, and standards. We may not always be able to accurately predict the scope or applicability of certain laws, rules, regulations, licensing schemes, or standards to our business, particularly as we expand into new areas of operations, which could have a significant negative effect on our existing business and our ability to pursue future plans.Several of our subsidiaries maintain licenses to operate in regulated businesses in U.S. states and other countries. Our subsidiary, Bill.com, LLC, maintains licenses, as applicable, to operate as a money transmitter (or its equivalent) in the U.S., the District of Columbia, the Commonwealth of Puerto Rico, and, to the best of our knowledge, in all the states where such licensure or registration is required for our business. In addition, our subsidiary, Bill.com Canada, LLC is a Foreign Money Services Business in Canada and the regulations applicable to our activity in Canada are enforced by FINTRAC and Quebecâ€™s Financial Markets Authority. As a licensed money transmitter in the U.S., we are subject to obligations and restrictions with respect to the investment of customer funds, reporting requirements, bonding requirements, minimum capital requirements, and examinations by state and federal regulatory agencies concerning various aspects of our business. As a licensed Foreign Money Services business in Canada, we are subject to Canadian compliance regulations applicable to money movement and sanctions requirements. In addition, our DivvyPay, LLC subsidiary holds brokering and servicing licenses required in connection with our BILL Divvy Corporate Card offering, and certain of our other subsidiaries hold loan brokering and servicing licenses as well.Evaluation of our compliance efforts in the U.S. and Canada, as well as questions as to whether and to what extent our products and services are considered money transmission, are matters of regulatory interpretation and could change over time. In the past, we have been subject to fines and other penalties by regulatory authorities for violations of state money transmission laws. Regulators and third-party auditors have also identified gaps in our anti-money laundering and sanctions program, which we have addressed through remediation processes. In the future, as a result of the regulations applicable to our business, we could be subject to investigations and resulting liability, including governmental fines, restrictions on our business, or other sanctions, and we could be forced to cease conducting certain aspects of our business with residents of certain jurisdictions, be forced to change our business practices in certain jurisdictions, or be required to obtain additional licenses or regulatory approvals. There can be no assurance that we will be able to obtain or maintain any such licenses, and, even if we were able to do so, there could be substantial costs and potential product changes involved in maintaining such licenses, which could have a material and adverse effect on our business. In addition, there are substantial costs and potential product changes involved in maintaining and renewing such licenses, certifications, and approvals, and we could be subject to fines or other enforcement action if we are found to violate disclosure, reporting, anti-money laundering, capitalization, corporate governance, or other requirements of such licenses. These factors could impose substantial additional costs, involve considerable delay to the development or provision of our products or services, require significant and costly operational changes, or prevent us from providing our products or services in any given market.Government agencies may impose new or additional rules on money transmission, including regulations that:â€¢prohibit, restrict, and/or impose taxes or fees on money transmission transactions in, to, or

from certain countries or with certain governments, individuals, and entities;â€¢impose additional customer and spending business identification and customer or spending business due diligence requirements;â€¢impose additional reporting or recordkeeping requirements, or require enhanced transaction monitoring;â€¢limit the types of entities capable of providing money transmission services, or impose additional licensing or registration requirements;â€¢impose minimum capital or other financial requirements;â€¢limit or restrict the revenue that may be generated from money transmission, including revenue from interest earned on customer funds, transaction fees, and revenue derived from foreign exchange;42â€¢require enhanced disclosures to our money transmission customers;â€¢require the principal amount of money transmission originated in a country to be invested in that country or held in trust until paid;â€¢limit the number or principal amount of money transmission transactions that may be sent to or from a jurisdiction, whether by an individual or in the aggregate; andâ€¢restrict or limit our ability to process transactions using centralized databases, for example, by requiring that transactions be processed using a database maintained in a particular country or region.Our business is subject to extensive government regulation and oversight. Our failure to comply with extensive, complex, overlapping, and frequently changing rules, regulations, and legal interpretations could materially harm our business.Our success and increased visibility may result in increased regulatory oversight and enforcement and more restrictive rules and regulations that apply to our business. We are subject to a wide variety of local, state, federal, and international laws, rules, regulations, licensing schemes, and industry standards in the U.S. and in other countries in which we operate and in many of the countries in which Invoice2go has subscribers. These laws, rules, regulations, licensing schemes, and standards govern numerous areas that are important to our business. In addition to the payments and financial services-related regulations, and the privacy, data protection, and information security-related laws described elsewhere in this "Risk Factors" section our business is also subject to, without limitation, rules and regulations applicable to: securities, labor and employment, immigration, competition, and marketing and communications practices. Laws, rules, regulations, licensing schemes, and standards applicable to our business are subject to change and evolving interpretations and application, including by means of legislative changes and/or executive orders, and it can be difficult to predict how they may be applied to our business and the way we conduct our operations, particularly as we introduce new products and services and expand into new jurisdictions. We may not be able to respond quickly or effectively to regulatory, legislative, and other developments, and these changes may in turn impair our ability to offer our existing or planned features, products, and services and/or increase our cost of doing business. For example, the State of California has adopted new climate-related disclosure requirements, and compliance with such rules could require significant effort and resources. Similarly, the SEC recently adopted climate-related disclosure rules, the effectiveness of which the SEC stayed voluntarily pending the completion of a judicial review in the United States Court of Appeals for the Eighth Circuit. To the extent these rules become effective, our efforts to comply could require significant expenditures.Although we have a compliance program focused on the laws, rules, regulations, licensing schemes, and industry standards that we have assessed as applicable to our business and we are continually investing more in this program, there can be no assurance that our employees or contractors will not violate such laws, rules, regulations, licensing schemes, and industry standards. Any failure or perceived failure to comply with existing or new laws, rules, regulations, licensing schemes, industry standards, or orders of any governmental authority (including changes to or expansion of the interpretation of those laws, regulations, standards, or orders), may:â€¢subject us to significant fines, penalties, criminal and civil lawsuits, license suspension or revocation, forfeiture of significant assets, audits, inquiries, whistleblower complaints, adverse media coverage, investigations, and enforcement actions in one or more jurisdictions levied by federal, state, local, or foreign regulators, state attorneys general, and private plaintiffs who may be acting as private attorneys general pursuant to various applicable federal, state, and local laws;â€¢result in additional compliance and licensure requirements;â€¢increase regulatory scrutiny of our business; andâ€¢restrict our operations and force us to change our business practices or compliance program, make product or operational changes, or delay planned product launches or improvements.43The complexity of U.S. federal and state regulatory and enforcement regimes, coupled with the scope of our international operations and the evolving regulatory environment, could result in a single event giving rise to many overlapping investigations and legal and regulatory proceedings by multiple government authorities in different jurisdictions.Further, in June 2024, the U.S. Supreme Court reversed its longstanding approach under the Chevron doctrine, which provided for judicial deference to regulatory agencies. As a result of this decision, we cannot be sure whether there will be increased challenges to existing agency regulations or how lower courts will apply the decision in the context of other regulatory schemes without more specific guidance from the U.S. Supreme Court. For example, the U.S. Supreme Court's decision could significantly impact consumer protection, advertising, privacy, artificial intelligence, anti-corruption and anti-money laundering practices and other regulatory regimes with which we are required to comply. Any such regulatory developments could result in uncertainty about and changes in the ways such regulations apply to us, and may require additional resources to ensure our continued compliance.Any of the foregoing could, individually or in the aggregate, harm our reputation as a trusted provider, damage our brands and business, cause us to lose existing customers, prevent us from obtaining new customers, require us to expend significant funds to remedy problems caused by breaches and to avert further breaches, expose us to legal risk and potential liability, and adversely affect our business, operating results, and financial condition.We are subject to governmental regulation and other legal obligations, particularly those related to privacy, data protection, and information security, and our actual or perceived failure to comply with such obligations could harm our business, by resulting in litigation, fines, penalties, or adverse publicity and reputational damage that may negatively affect the value of our business and decrease the price of our common stock. Compliance with such laws could also result in additional costs and liabilities to us or inhibit sales of our products.Our customers, their suppliers, and other users store personal and business information, financial information, and other sensitive information on our platform. In addition, we receive, store, and process personal and business information and other data from and about actual and prospective customers and users, in addition to our employees and service providers. Our handling of data is subject to a variety of laws and regulations, including regulation by various government agencies, such as the FTC, and various state, local, and foreign agencies. Our data handling also is subject to contractual obligations and industry standards.The U.S. federal and various state and foreign governments have adopted or proposed limitations on the collection, distribution, use, and storage of data relating to individuals and businesses, including the use of contact information and other data for marketing, advertising, and other communications with individuals and businesses. In the U.S., various laws and regulations apply to the collection, processing, disclosure, and security of certain types of data, including the Gramm Leach Bliley Act (GLBA) and state laws relating to privacy and data security. GLBA requires financial institutions to explain their information sharing practices to their customers and to safeguard sensitive data. Additionally, the FTC and many state attorneys general are interpreting federal and state consumer protection laws as imposing standards for the online collection, use, dissemination, and security of data. For example, the California Consumer Privacy Act (CCPA), which broadly defines personal information, gives California residents expanded privacy rights and protections, including the right to opt out of certain personal information sharing, the use of â€œsensitive personal information,â€ and the use of personal information for automated decision-making or targeted advertising and provides for civil penalties for violations and a private right of action for data breaches. Many aspects of the CCPA remain unclear, and its full impact on our business and operations remains uncertain. Following the lead of California, over a third of U.S. states, including Colorado, Virginia, and Texas have enacted laws similar to the CCPA and several other states are considering enacting similarly comprehensive consumer privacy laws as well. Accordingly, the laws and regulations relating to privacy, data protection, and information security are evolving, can be subject to significant change, and may result in ever-increasing regulatory and public scrutiny and escalating levels of enforcement and sanctions.In addition, several foreign countries and governmental bodies, including the European Union (EU) and the United Kingdom (UK), have laws and regulations dealing with the handling and processing of personal information, which in certain cases are more restrictive than those in the U.S. Laws and regulations in these 44jurisdictions apply broadly to the collection, use, storage, disclosure, and security of various types of data, including data that identifies or may be used to identify an individual, such as names, email addresses, and internet protocol addresses. Our current and prospective service offerings subject us to the GDPR, Australian and Canadian privacy laws, and the privacy laws of many other foreign jurisdictions. Such laws and regulations may be modified or subject to new or different interpretations, and new laws and regulations may be enacted in the future.For example, the GDPR imposes stringent operational requirements for controllers and processors of personal data of individuals within the European Economic Area and the UK, respectively, and non-compliance can trigger robust regulatory enforcement and fines of up to the greater of â‚¬20 million or 4% of the annual global revenues. Among other requirements, GDPR regulates transfers of personal data to third countries that have not been found to provide adequate protection to such personal data, including the United States. The efficacy and longevity of current transfer mechanisms between the EU or the UK and the United States remains uncertain. Violations of the GDPR may also lead to damages claims by data controllers and data subjects, in addition to civil litigation claims by data controllers, customers, and data subjects.The scope and interpretation of the laws that are or may be applicable to us are often uncertain and may be conflicting as a result of the rapidly evolving regulatory framework for privacy issues worldwide. For example, laws relating to the liability of providers of online services for activities of their users and other third parties are currently being tested by a number of claims, including actions based on invasion of privacy and other torts, unfair competition, copyright and trademark infringement, and other theories based on the nature and content of the materials searched, the ads posted, or the content provided by users. As a result of the laws that are or may be applicable to us, and due to the sensitive nature of the information we collect, we have implemented policies and procedures to preserve and protect our data and our customersâ€™ data against loss, misuse, corruption, misappropriation caused by systems failures, or unauthorized access. If our policies, procedures, or measures relating to privacy, data protection, information security, marketing, or customer communications fail to comply with laws, regulations, policies, legal obligations, or industry standards, we may be subject to governmental enforcement actions, litigation, regulatory investigations, fines, penalties, and negative publicity, and it could cause our application providers, customers, and partners to lose trust in us, and have an adverse effect on our business, operating results, and financial condition.In addition to government regulation, privacy advocates and industry groups may propose new and different self-regulatory standards that may apply to us. Because the interpretation and application of privacy, data protection and information security laws, regulations, rules, and other standards are still uncertain, it is possible that these laws, rules, regulations, and other actual or alleged legal obligations, such as contractual or self-regulatory obligations, may be interpreted and applied in a manner that is inconsistent with our existing data management practices or the functionality of our platform. If so, in addition to the possibility of fines, lawsuits, and other claims, we could be required to fundamentally change our business activities and practices or modify our software, which could have an adverse effect on our business.Any failure or perceived failure by us to comply with laws, regulations, policies, legal, or contractual obligations, industry standards, or regulatory guidance relating to privacy, data protection, or information security, may result in governmental investigations and enforcement actions, litigation, fines and penalties, or adverse publicity, and could cause our customers and partners to lose trust in us, which could have an adverse effect on our reputation and business. We expect that there will continue to be new proposed laws, regulations, and industry standards relating to privacy, data protection, information security, marketing, and consumer communications, and we cannot determine the impact such future laws, regulations, and standards may have on our business. Future laws, regulations, standards, and other obligations or any changed interpretation of existing laws or regulations could impair our ability to develop and market new functionality and maintain and grow our customer base and increase revenue. Future restrictions on the collection, use, sharing, or disclosure of data, or additional requirements for express or implied consent of our customers, partners, or users for the use and disclosure of such information could require us to incur additional costs or modify our platform, possibly in a material manner, and could limit our ability to develop new functionality.If we are not able to comply with these laws or regulations, or if we become liable under these laws or regulations, our business, financial condition, or reputation could be harmed, and we may be forced to implement new measures to reduce our exposure to this liability. This may require us to expend substantial resources or to discontinue certain products, which would negatively affect our business, financial condition, 45and operating results. In addition, the increased attention focused upon liability issues as a result of lawsuits and legislative proposals could harm our reputation or otherwise adversely affect the growth of our business. Furthermore, any costs incurred as a result of this potential liability could harm our operating results.We, our partners, our customers, and others who use our services obtain and process a large amount of sensitive data. Any real or perceived improper or unauthorized use of, disclosure of, or access to such data could harm our reputation as a trusted brand and adversely affect our business, operating results, and financial condition.We, our partners, our customers, and the third-party vendors and data centers that we use, obtain and process large amounts of sensitive data, including data related to our customers and their transactions, as well as other data of the counterparties to their payments. We face risks, including to our reputation as a trusted brand, in the handling and protection of this data, and these risks will increase as our business continues to expand to include new products and technologies.Cybersecurity incidents and malicious internet-based activity continue to increase generally, and providers of cloud-based services have frequently been targeted by such attacks. These cybersecurity challenges, including threats to our own information technology infrastructure or those of our customers or third-party providers, may take a variety of forms ranging from stolen bank accounts, business email compromise, customer employee fraud, account takeover, check fraud, or cybersecurity attacks, to â€œmega breachesâ€ targeted against cloud-based services and other hosted software, which could be initiated by individual or groups of hackers or sophisticated cyber criminals. State-sponsored cybersecurity attacks on the U.S. financial system or U.S. financial service providers could also adversely affect our business. A cybersecurity incident or breach could result in disclosure of confidential information and intellectual property, or cause production downtimes and compromised data. We have in the past experienced cybersecurity incidents of limited scale. We may be unable to anticipate or prevent techniques used in the future to obtain unauthorized access or to sabotage systems because they change frequently and often are not detected until after an incident has occurred. As we increase our customer base and our brand becomes more widely known and recognized, third parties may increasingly seek to compromise our security controls or gain unauthorized access to our sensitive corporate information or our customersâ€™ data.We have administrative, technical, and physical security measures in place, and we have policies and procedures in place to contractually require service providers to whom we disclose data to implement and maintain reasonable privacy, data protection, and information security measures. However, if our privacy protection, data protection, or information security measures or those of the previously mentioned third parties are inadequate or are breached as a result of third-party action, employee or contractor error, malfeasance, malware, phishing, hacking attacks, system error, software bugs, or defects in our products, trickery, process failure, or otherwise, and, as a result, there is improper disclosure of, or someone obtains unauthorized access to or exfiltrates funds or sensitive information, including personally identifiable information, on our systems or our partnersâ€™ systems, or if we suffer a ransomware or advanced persistent threat attack, or if any of the foregoing is reported or perceived to have occurred, our reputation and business could be damaged. Recent high-profile security breaches and related disclosures of sensitive data by large institutions suggest that the risk of such events is significant, even if privacy, data protection, and information security measures are implemented and enforced. If sensitive information is lost or improperly disclosed or threatened to be disclosed, we could incur significant costs associated with remediation and the implementation of additional security measures, and may incur significant liability and financial loss, and be subject to regulatory scrutiny, investigations, proceedings, and penalties.U.S. regulators, including the FTC, have also adopted or proposed enhanced cyber risk management standards that would apply to us and our financial institution partners and that would address cyber risk governance and management, management of internal and external dependencies, and incident response, cyber resilience, and situational awareness. Legislation and regulations on cybersecurity, data privacy and data localization may compel us to enhance or modify our systems, invest in new systems, or alter our business practices or our policies on data governance and security. If any of these outcomes were to occur, our operational costs could increase significantly. Failure to comply with applicable laws in this area could also result in significant fines, penalties, and reputational damage.46In addition, our financial institution partners conduct regular audits of our cybersecurity program, and if any of them were to conclude that our systems and procedures are insufficiently rigorous, they could terminate their relationships with us, and our financial results and business could be adversely affected. Under our terms of service and our contracts with certain partners, if there is a breach of payment information that we store, we could be liable to the partner for their losses and related expenses. Additionally, if our own confidential business information were improperly disclosed, our business could be materially and adversely affected. A core aspect of our business is the reliability and security of our platform. Any perceived or actual breach of security, regardless of how it occurs or the extent of the breach, could have a significant impact on our reputation as a trusted brand, cause us to lose existing partners or other customers, prevent us from obtaining new partners and other customers, require us to expend significant funds to remedy problems caused by breaches and implement measures to prevent further breaches, and expose us to legal risk and potential liability including those resulting from governmental or regulatory investigations, class action litigation, and costs associated with remediation, such as fraud monitoring and forensics. Any actual or perceived security breach at a company providing services to us or our customers could have similar effects. Further, as the ensuing adoption of remote work has resulted in a significant number of people working from home, these cybersecurity risks may be heightened by an increased attack surface across our business and those of our partners and service

providers. We have heightened monitoring in the face of such risks, but cannot guarantee that our efforts, or the efforts of those upon whom we rely and partner with, will be successful in preventing any such information security incidents.While we maintain cybersecurity insurance, our insurance may be insufficient or may not cover all liabilities incurred by such attacks. We also cannot be certain that our insurance coverage will be adequate for data handling or data security liabilities actually incurred, that insurance will continue to be available to us on economically reasonable terms, or at all, or that any insurer will not deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could adversely affect our business, operating results, financial condition, and reputation.We are subject to governmental laws and requirements regarding economic and trade sanctions, anti-money laundering, and counter-terror financing that could impair our ability to compete in international markets or subject us to criminal or civil liability if we violate them.Although we currently only offer our payment and card products to customers in the U.S., UK, and Canada, Invoice2go has international subscribers in approximately 150 countries, including Australia and several EU countries, for which payment activity is conducted through third-party payment providers. As we continue to expand internationally, we will become subject to additional laws and regulations, and will need to implement new regulatory controls to comply with applicable laws. We are currently required to comply with U.S. economic and trade sanctions administered by OFAC and we have processes in place to comply with the OFAC regulations as well as similar requirements in other jurisdictions, including the Australian Sanctions Regime, the Canadian Proceeds of Crime and Terrorist Financing Act, the UK Office of Financial Sanctions Implementation, and, to the extent we expand our offerings into the EU, EU money laundering directives. As part of our compliance efforts, we scan our customers against OFAC and other watch lists and have controls to monitor and mitigate these risks. If our services are accessed from a sanctioned country in violation of the trade and economic sanctions, we could be subject to fines or other enforcement action. For example, we recently identified gaps in our IP address blocking controls and believe that certain U.S. domestic payments were made through our platform by U.S. customers while traveling in sanctioned countries. In addition, we identified that one of our acquired subsidiaries, Zipbooks, onboarded and received a limited amount of subscription payments from certain subscribers potentially located in sanctioned countries. In March 2024, we submitted a voluntary self-disclosure to OFAC related to these issues. We have implemented additional controls and screening tools designed to prevent similar activity from occurring in the future, but there can be no assurance that we will not encounter similar issues with our sanctions compliance processes in the future. If we are found to have failed to comply with U.S. sanctions laws, we could be subject to certain penalties, including monetary fines, as well as reputational harm. We are also subject to various anti-money laundering and counter-terrorist financing laws and regulations in the U.S. and Canada, and around the world that prohibit, among other things, our involvement in transferring the proceeds of criminal activities.47In the United States, most of our services are subject to anti-money laundering laws and regulations, including the BSA and similar state laws and regulations. The BSA requires, among other things, MSBs to develop and implement risk-based anti-money laundering programs, to report suspicious activity, and in some cases, to collect and maintain information about customers who use their services and maintain other transaction records. Regulators in the United States, Canada, and in many other foreign jurisdictions continue to increase their scrutiny of compliance with these obligations, which may require us to further revise or expand our compliance program, including the procedures we use to verify the identity of our customers and to monitor transactions on our system, including payments to persons outside of the U.S. and Canada. Regulators regularly re-examine the transaction volume thresholds at which we must obtain and keep applicable records or verify identities of customers, and any change in such thresholds could result in greater costs for compliance.We are subject to anti-corruption, anti-bribery, and similar laws, and non-compliance with such laws can subject us to criminal or civil liability and harm our business.We are subject to the FCPA, U.S. domestic bribery laws, and other anti-corruption laws, including Australiaâ€™s anti-bribery laws, the Canadian Criminal Code, the Canadian Corruption of Foreign Public Officials Act and the UK Bribery Act 2010. Anti-corruption and anti-bribery laws have been enforced aggressively in recent years and are interpreted broadly to generally prohibit companies, their employees, and their third-party intermediaries from authorizing, offering, or providing, directly or indirectly, improper payments or benefits to recipients in the public sector. These laws also require that we keep accurate books and records and maintain internal controls and compliance procedures designed to prevent any such actions. Although we currently only offer our payment and card products to customers in the U.S., and payment services in Canada and the United Kingdom, Invoice2go has international subscribers in approximately 150 countries, including Australia and several EU countries for which payment activity is conducted through third-party payment providers. As we increase our international cross-border business and expand operations abroad, we may engage with business partners and third-party intermediaries to market our services and obtain necessary permits, licenses, and other regulatory approvals. In addition, we or our third-party intermediaries may have direct or indirect interactions with officials and employees of government agencies or state-owned or affiliated entities. We can be held liable for the corrupt or other illegal activities of these third-party intermediaries, our employees, representatives, contractors, partners, and agents, even if we do not explicitly authorize such activities.We cannot assure you that all of our employees and agents will not take actions in violation of our policies and applicable law, for which we may be ultimately held responsible. As we increase our international business, our risks under these laws may increase.Detecting, investigating, and resolving actual or alleged violations of anti-corruption laws can require a significant diversion of time, resources, and attention from senior management. In addition, noncompliance with anti-corruption or anti-bribery laws could subject us to whistleblower complaints, investigations, sanctions, settlements, prosecution, enforcement actions, fines, damages, other civil or criminal penalties, injunctions, suspension or debarment from contracting with certain persons, reputational harm, adverse media coverage, and other collateral consequences. If any subpoenas are received or investigations are launched, or governmental or other sanctions are imposed, or if we do not prevail in any possible civil or criminal proceeding, our business, operating results, and financial condition could be materially harmed. In addition, responding to any action will likely result in a materially significant diversion of managementâ€™s attention and resources and significant defense costs and other professional fees.Risks Related to Our Intellectual PropertyIf we fail to adequately protect our proprietary rights, our competitive position could be impaired and we may lose valuable assets, generate less revenue, and incur costly litigation to protect our rights.Our success is dependent, in part, upon protecting our proprietary technology. We rely on a combination of patents, copyrights, trademarks, service marks, trade secret laws, and contractual provisions to establish and protect our proprietary rights. However, the steps we take to protect our intellectual property may be inadequate. While we have been issued patents in the U.S. and have additional patent applications pending, we may be unable to obtain patent protection for the technology covered in our patent applications. In addition, any patents issued in the future may not provide us with competitive advantages or may be successfully challenged by third parties. Any of our patents, trademarks, or other intellectual property rights may be 48challenged or circumvented by others or invalidated through administrative process or litigation. There can be no guarantee that others will not independently develop similar products, duplicate any of our products, or design around our patents. Furthermore, legal standards relating to the validity, enforceability, and scope of protection of intellectual property rights are uncertain. Despite our precautions, it may be possible for unauthorized third parties to copy our products and use information that we regard as proprietary to create products and services that compete with ours.We have been in the past, and may in the future be, subject to intellectual property disputes, which are costly and may subject us to significant liability and increased costs of doing business.We have been in the past and may in the future become subject to intellectual property disputes. Lawsuits are time-consuming and expensive to resolve and they divert managementâ€™s time and attention. Although we carry insurance, our insurance may not cover potential claims of this type or may not be adequate to indemnify us for all liability that may be imposed. We cannot predict the outcome of lawsuits and cannot assure you that the results of any such actions will not have an adverse effect on our business, operating results, or financial condition.The software industry is characterized by the existence of many patents, copyrights, trademarks, trade secrets, and other intellectual and proprietary rights. Companies in the software industry are often required to defend against litigation claims based on allegations of infringement or other violations of intellectual property rights. Our technologies may not be able to withstand any third-party claims against their use. In addition, many companies have the capability to dedicate substantially greater resources to enforce their intellectual property rights and to defend claims that may be brought against them. Any litigation may also involve patent holding companies or other adverse patent owners that have no relevant product revenue, and therefore, our patents may provide little or no deterrence as we would not be able to assert them against such entities or individuals. If a third party is able to obtain an injunction preventing us from accessing such third-party intellectual property rights, or if we cannot license or develop alternative technology for any infringing aspect of our business, we would be forced to limit or stop sales of our software or cease business activities related to such intellectual property. Any inability to license third-party technology in the future would have an adverse effect on our business or operating results and would adversely affect our ability to compete. We may also be contractually obligated to indemnify our customers in the event of infringement of a third partyâ€™s intellectual property rights. Responding to such claims, regardless of their merit, can be time consuming, costly to defend, and damaging to our reputation and brand.Indemnity provisions in various agreements potentially expose us to substantial liability for intellectual property infringement, data protection, and other losses.Our agreements with financial institution partners and some larger customers include indemnification provisions under which we agree to indemnify them for losses suffered or incurred as a result of claims of intellectual property infringement, data protection, damages caused by us to property or persons, or other liabilities relating to or arising from our platform or other contractual obligations. Some of these indemnity agreements provide for uncapped liability and some indemnity provisions survive termination or expiration of the applicable agreement. Large indemnity payments could harm our business, operating results, and financial condition. Although we normally limit our liability with respect to such obligations in our contracts with direct customers and with customers acquired through our accounting firm partners, we may still incur substantial liability, and we may be required to cease use of certain functions of our platform or products, as a result of intellectual property-related claims. Any dispute with a customer with respect to these obligations could have adverse effects on our relationship with that customer and other existing or new customers, and harm our business and operating results. In addition, although we carry insurance, our insurance may not be adequate to indemnify us for all liability that may be imposed, or otherwise protect us from liabilities or damages with respect to claims alleging compromises of customer data, and any such coverage may not continue to be available to us on acceptable terms or at all.We use open source software in our products, which could subject us to litigation or other actions.We use open source software in our products. From time to time, there have been claims challenging the ownership of open source software against companies that incorporate it into their products. As a result, we could be subject to lawsuits by parties claiming ownership of what we believe to be open source software. 49Litigation could be costly for us to defend, have a negative effect on our operating results and financial condition, or require us to devote additional research and development resources to change our products. In addition, if we were to combine our proprietary software products with open source software in a certain manner under certain open source licenses, we could be required to release the source code of our proprietary software products. If we inappropriately use or incorporate open source software subject to certain types of open source licenses that challenge the proprietary nature of our products, we may be required to re-engineer such products, discontinue the sale of such products, or take other remedial actions. Risks Related to Our IndebtednessOur debt service obligations, including the Notes, may adversely affect our financial condition and results of operations.As of JuneÂ 30, 2024, we had outstanding $167.3 million aggregate principal amount of 0% convertible senior notes due December 1, 2025 (the 2025 Notes), $575.0 million aggregate principal amount of 0% convertible senior notes due April 1, 2027 (the 2027 Notes, and together with the 2025 Notes, the Notes), and had drawn $180.0 million under our Revolving Credit Facility, as described in Note 10 to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K. Our ability to make payments of the principal of, to pay interest on, or to refinance our indebtedness, including the Notes and our Revolving Credit Facility, depends on our future performance, which is subject to economic, financial, competitive, and other factors beyond our control. Moreover, our obligations under the Revolving Credit Facility are secured by our BILL Divvy Corporate Card receivables and certain other collateral. Our business may not generate cash flow from operations in the future sufficient to service our debt and make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt, or obtaining additional debt financing or equity capital on terms that may be onerous or highly dilutive. Our ability to refinance any future indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations. In addition, any of our future debt agreements may contain restrictive covenants that may prohibit us from adopting any of these alternatives. Our failure to comply with these covenants could result in an event of default which, if not cured or waived, could result in the acceleration of our debt.In addition, our indebtedness, combined with our other financial obligations and contractual commitments, could have other important consequences. For example, it could:â€¢make us more vulnerable to adverse changes in general U.S. and worldwide economic, industry, and competitive conditions and adverse changes in government regulation;â€¢limit our flexibility in planning for, or reacting to, changes in our business and our industry;â€¢place us at a disadvantage compared to our competitors who have less debt;â€¢limit our ability to borrow additional amounts to fund acquisitions, for working capital, and for other general corporate purposes; andâ€¢make an acquisition of our company less attractive or more difficult.Any of these factors could harm our business, operating results, and financial condition. In addition, if we incur additional indebtedness, the risks related to our business and our ability to service or repay our indebtedness would increase. We are also required to comply with the covenants set forth in the indentures governing the Notes. Our ability to comply with these covenants may be affected by events beyond our control. If we breach any of the covenants and do not obtain a waiver from the note holders or lenders, then, subject to applicable cure periods, any outstanding indebtedness may be declared immediately due and payable. In addition, changes by any rating agency to our credit rating may negatively impact the value and liquidity of our securities. Downgrades in our credit ratings could restrict our ability to obtain additional financing in the future and could affect the terms of any such financing.50We may not have the ability to raise the funds necessary for cash settlement upon conversion of the Notes or to repurchase the Notes for cash upon a fundamental change, and our future debt may contain limitations on our ability to pay cash upon conversion of the Notes or to repurchase the Notes.Holders of the Notes have the right to require us to repurchase their notes upon the occurrence of a fundamental change (as defined in the indentures governing the 2025 Notes and 2027 Notes, respectively) at a repurchase price equal to 100% of the principal amount of the Notes to be repurchased, plus accrued and unpaid special interest, if any. In addition, upon conversion of the Notes, unless we elect to deliver solely shares of our common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), we will be required to make cash payments in respect of the Notes being converted. However, we may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of the Notes surrendered or the Notes being converted. In addition, our ability to repurchase the Notes or to pay cash upon conversions of the Notes may be limited by law, by regulatory authority, or by agreements governing our future indebtedness.In addition to the Notes, we and our subsidiaries may incur substantial additional debt in the future, subject to the restrictions contained in our current and future debt instruments, some of which may be secured debt. We are not restricted under the terms of the indentures governing the Notes from incurring additional debt, securing existing or future debt, recapitalizing our debt, or taking a number of other actions that could have the effect of diminishing our ability to make payments on the Notes when due. Our failure to repurchase the Notes at a time when the repurchase is required by the applicable indenture or to pay any cash payable on future conversions of the Notes as required by such indenture would constitute a default under that indenture. A default under one of the indentures or the fundamental change itself could also lead to a default under the other indenture or other agreements governing our existing or future indebtedness. If the repayment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and repurchase the Notes or make cash payments upon conversions thereof.The conditional conversion feature of the Notes, when triggered, may adversely affect our financial condition and operating results.Prior to the close of business on the business day immediately preceding September 1, 2025, in the case of the 2025 Notes, and January 1, 2027, in the case of the 2027 Notes, the holders of the applicable Notes may elect to convert their Notes during any calendar quarter (and only during such calendar quarter) if the last reported sale price of our common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day (Conversion Condition). The Conversion Condition for the 2025 Notes and 2027 Notes was not triggered as of JuneÂ 30, 2024, but had been triggered for the 2025 Notes in several prior quarters. In the event the Conversion Condition is triggered, holders of the Notes will be entitled to convert the Notes at any time during specified periods at their option. If one or more holders elect to convert their Notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation through the payment of cash, which could adversely affect our liquidity. In addition, even if holders do not elect to convert their Notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding

principal of the Notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.The Capped Calls may affect the value of our Notes and our common stock.In connection with the sale of each of the 2025 Notes and the 2027 Notes, we entered into privately negotiated Capped Call transactions (collectively, the Capped Calls) with certain financial institutions (option counterparties). The Capped Call transactions are expected generally to reduce the potential dilution upon conversion of the Notes and/or offset any cash payments we are required to make in excess of the principal amount of converted Notes, as the case may be, with such reduction and/or offset subject to a cap. In connection with certain repurchases of our 2025 Notes, we subsequently unwound and terminated the Capped Calls related to the 2025 Notes.51The option counterparties and/or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to our common stock and/or purchasing or selling our common stock or other securities of ours in secondary market transactions prior to the maturity of the 2027 Notes (and are likely to do so following any conversion, repurchase, or redemption of the 2027 Notes, to the extent we exercise the relevant election under the Capped Calls). This activity could also cause or avoid an increase or a decrease in the market price of our common stock or the Notes, which could affect note holdersâ€™ ability to convert the Notes and, to the extent the activity occurs during any observation period related to a conversion of the Notes, it could affect the number of shares and value of the consideration that note holders will receive upon conversion of the Notes.We do not make any representation or prediction as to the direction or magnitude of any potential effect that the transactions described above may have on the price of the Notes or our common stock. In addition, we do not make any representation that the option counterparties will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.We are subject to counterparty risk with respect to the Capped Calls.The option counterparties are financial institutions, and we are subject to the risk that any or all of them might default under the Capped Calls. Our exposure to the credit risk of the option counterparties will not be secured by any collateral. Past global economic conditions have resulted in the actual or perceived failure or financial difficulties of many financial institutions. If an option counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at that time under the Capped Calls with such option counterparty. Our exposure will depend on many factors but, generally, an increase in our exposure will be correlated to an increase in the market price and in the volatility of our common stock. In addition, upon a default by an option counterparty, we may suffer adverse tax consequences and more dilution than we currently anticipate with respect to our common stock. We can provide no assurance as to the financial stability or viability of the option counterparties.Risks Related to Ownership of Our Common StockThe stock price of our common stock has been, and will likely continue to be volatile, and you may lose part or all of your investment.The market for our common stock has been, and will likely continue to be, volatile. In addition to the factors discussed in this report, the market price of our common stock may fluctuate significantly in response to numerous factors, many of which are beyond our control, including:â€¢overall performance of the equity markets;â€¢actual or anticipated fluctuations in our revenue and other operating results;â€¢changes in the financial projections we may provide to the public or our failure to meet these projections;â€¢failure of securities analysts to initiate or maintain coverage of us, changes in financial estimates by any securities analysts who follow our company, or our failure to meet these estimates or the expectations of investors;â€¢recruitment or departure of key personnel;â€¢the economy as a whole and market conditions in our industry, such as high inflation and high interest rate and recessionary environments;â€¢negative publicity related to the real or perceived quality of our platform, as well as the failure to timely launch new products and services that gain market acceptance;â€¢rumors and market speculation involving us or other companies in our industry;â€¢announcements by us or our competitors of new products or services, commercial relationships, or significant technical innovations;â€¢acquisitions, partnerships, joint ventures, or capital commitments;52â€¢new laws or regulations or new interpretations of existing laws or regulations applicable to our business;â€¢lawsuits threatened or filed against us, litigation involving our industry, or both;â€¢developments or disputes concerning our or other partiesâ€™ products, services, or intellectual property rights;â€¢changes in accounting standards, policies, guidelines, interpretations, or principles;â€¢interpretations of any of the above or other factors by trading algorithms, including those that employ natural language processing and related methods to evaluate our public disclosures;â€¢other events or factors, including those resulting from local or federal elections, war or other geopolitical conflicts, incidents of terrorism, or responses to these events;â€¢actual or perceived instability in the U.S. and global banking systems;â€¢the expiration of contractual lock-up agreements; andâ€¢sales of shares of our common stock by us or our stockholders.In addition, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. Stock prices of many companies, and technology companies in particular, have fluctuated in a manner unrelated or disproportionate to the operating performance of those companies. In the past, stockholders have instituted securities class action litigation following periods of market volatility. If we were to become involved in securities litigation, it could subject us to substantial costs, divert resources and the attention of management from our business, and adversely affect our business. Further, volatility or a lack of positive performance in our stock price may adversely affect our ability to retain key employees, many of whom have been granted equity incentive awards.Anti-takeover provisions in our charter documents and under Delaware law could make an acquisition of our company more difficult, limit attempts by our stockholders to replace or remove our current management, and affect the market price of our common stock.Provisions in our amended and restated certificate of incorporation and second amended and restated bylaws may have the effect of delaying or preventing a change of control or changes in our management. Our amended and restated certificate of incorporation and second amended and restated bylaws include provisions that:â€¢authorize our board of directors to issue, without further action by the stockholders, shares of undesignated preferred stock with terms, rights, and preferences determined by our board of directors that may be senior to our common stock;â€¢require that any action to be taken by our stockholders be affected at a duly called annual or special meeting and not by written consent;â€¢specify that special meetings of our stockholders can be called only by our board of directors, the chairperson of our board of directors, or our chief executive officer;â€¢establish an advance notice procedure for stockholder proposals to be brought before an annual meeting, including proposed nominations of persons for election to our board of directors;â€¢establish that our board of directors is divided into three classes, with each class serving three-year staggered terms;â€¢prohibit cumulative voting in the election of directors;53â€¢provide that our directors may be removed for cause only upon the vote of sixty-six and two-thirds percent (66 2/3%) of our outstanding shares of common stock;â€¢provide that vacancies on our board of directors may be filled only by a majority vote of directors then in office, even though less than a quorum; andâ€¢require the approval of our board of directors or the holders of at least sixty-six and two-thirds percent (66 2/3%) of our outstanding shares of common stock to amend our bylaws and certain provisions of our certificate of incorporation.In addition, our amended and restated certificate of incorporation and our second amended and restated bylaws provide that the Court of Chancery of the State of Delaware, to the fullest extent permitted by law, will be the exclusive forum for any derivative action or proceeding brought on our behalf, any action asserting a breach of fiduciary duty, any action asserting a claim against us arising pursuant to the Delaware General Corporation Law (DGCL), our amended and restated certificate of incorporation, or our second amended and restated bylaws, or any action asserting a claim against us that is governed by the internal affairs doctrine. These choice of forum provisions may limit a stockholderâ€™s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or any of our directors, officers, or other employees, which may discourage lawsuits against us and our directors, officers, and other employees. These exclusive forum provisions will not apply to claims that are vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery of the State of Delaware, or for which the Court of Chancery of the State of Delaware does not have subject matter jurisdiction. For instance, these provisions would not preclude the filing of claims brought to enforce any liability or duty created by the Exchange Act or Securities Act of 1933, as amended (Securities Act), or the rules and regulations thereunder in federal court.Moreover, Section 203 of the DGCL may discourage, delay, or prevent a change in control of our company. Section 203 imposes certain restrictions on mergers, business combinations, and other transactions between us and holders of 15% or more of our common stock.We have incurred and will continue to incur increased costs as a result of operating as a public company, and our management is required to devote substantial time to compliance with our public company responsibilities and corporate governance practices.As a public company, we will incur significant legal, accounting, and other expenses that we did not incur as a private company, which we expect to further increase. Sarbanes-Oxley, the Dodd-Frank Wall Street Reform and Consumer Protection Act, the listing requirements of the NYSE, and other applicable securities rules and regulations impose various requirements on public companies. Our management and other personnel devote a substantial amount of time to compliance with these requirements. Moreover, these rules and regulations will increase our legal and financial compliance costs and will make some activities more time-consuming and costly compared to when we were a private company.Our management team has limited experience managing a public company.Our management team has limited experience managing a publicly traded company, interacting with public company investors and securities analysts, and complying with the increasingly complex laws pertaining to public companies. These new obligations and constituents require significant attention from our management team and could divert their attention away from the day-to-day management of our business, which could harm our business, operating results, and financial condition.We do not intend to pay dividends for the foreseeable future.We have never declared or paid any cash dividends on our capital stock, and we do not intend to pay any cash dividends in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of our board of directors. Accordingly, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments.54If securities or industry analysts do not publish research or publish unfavorable or inaccurate research about our business, our stock price and trading volume could decline.Our stock price and trading volume is heavily influenced by the way analysts and investors interpret our financial information and other disclosures. If securities or industry analysts do not publish research or reports about our business, downgrade our common stock, or publish negative reports about our business, our stock price would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for our common stock could decrease, which might cause our stock price to decline and could decrease the trading volume of our common stock.Sales of substantial amounts of our common stock in the public markets, particularly sales by our directors, executive officers, and significant stockholders, or the perception that these sales could occur, could cause the market price of our common stock to decline and may make it more difficult for you to sell your common stock at a time and price that you deem appropriate.The market price of our common stock could decline as a result of sales of a large number of shares of our common stock in the market. The perception that these sales might occur may also cause the market price of our common stock to decline. We had a total of 106,645,577 shares of our common stock outstanding as of JuneÂ 30, 2024. All shares of our common stock are either freely tradable, generally without restrictions or further registration under the Securities Act, or have been registered for resale under the Securities Act by us, subject to certain exceptions for shares held by our â€œaffiliatesâ€ as defined in Rule 144 under the Securities Act. In addition, we have filed registration statements on Form S-8 to register shares reserved for future issuance under our equity compensation plans. Subject to the satisfaction of vesting conditions, the shares issued upon exercise of outstanding stock options or settlement of outstanding restricted stock units will be available for immediate resale in the United States in the open market.In addition, we have in the past, and may in the future, issue our shares of common stock or securities convertible into or exercisable for our common stock from time to time in connection with financings, acquisitions, investments, partnerships or otherwise. We also expect to grant additional equity awards to employees and directors under our 2019 Equity Incentive Plan and rights to purchase our common stock under our 2019 Employee Stock Purchase Plan. Any such issuances could result in substantial dilution to our existing stockholders and cause the trading price of our common stock to decline.The timing and amount of any repurchases of common stock by us are subject to a number of uncertainties.In August 2024, our board of directors authorized a share repurchase program pursuant to which we intend to purchase up to $300 million of our outstanding shares of common stock (the August 2024 Share Repurchase Program), providing for repurchases from time to time using a variety of methods, through open market purchases or privately negotiated transactions, including through Rule 10b5-1 plans, in compliance with the rules of the SEC and other applicable legal requirements. The Inflation Reduction Act, enacted on August 16, 2022, among other things, imposes a 1% non-deductible, excise tax on net repurchases of shares by U.S. corporations whose stock is traded on an established securities market. The excise tax is imposed on repurchases that occur after December 31, 2022. Although we do not currently expect such excise taxes to be material to us due to our anticipated issuance of common stock, any excise tax applicable to the August 2024 Share Repurchase Program may increase the cost of such repurchases and may cause us to reduce the number of shares repurchased.Item 1B. Unresolved Staff Comments None. 55Item 1C. CybersecurityCybersecurity Risk Management and StrategyOur management and board of directors recognize the critical importance of maintaining the trust and confidence of our customers, partners, and employees, including the importance of managing cybersecurity risks, and we have integrated these policies and procedures into our overall risk management systems and processes. While everyone at our company is expected to play a part in managing cybersecurity risks, our board of directors, as discussed in more detail under â€œâ€”Governanceâ€ below, through delegation to the cybersecurity committee of the board of directors (the cybersecurity committee), and key members of our senior management team, are involved in the oversight of our information security program. Our information security program is based on recognized frameworks established by the National Institute of Standards and Technology, the International Organization for Standardization and other applicable industry standards, and is integrated into our overall enterprise risk management program. We utilize an overarching framework to address enterprise information security governance, which seeks to protect information assets and systems against attacks and incidents while establishing appropriate security as a priority for our information technology infrastructure and throughout the product development process. Our information security team, including a â€œred teamâ€ of dedicated engineers, and certain cross-functional employees routinely assess material risks from cybersecurity threats, and assess and update our cybersecurity risk management program in response to emerging trends and changes in our operations. We also engage third parties, including consultants and auditors, to evaluate the effectiveness of our risk management program, control environment, and cybersecurity practices through security audits, penetration testing, and other engagements.Our information security program is managed by a dedicated Chief Information Security Officer (CISO), who reports to our Chief Technology Officer and oversees a team responsible for leading enterprise-wide cybersecurity strategy, policy, standards, architecture, and processes. Our foundational security engineering, governance risk and compliance, product security and security operations teams report into our CISO and provide regular updates on significant or potentially significant threats and incidents. Our CISO has over 20 years of experience in information security, serving in roles of increasing responsibility within several public companies including companies in the cybersecurity and software fields. In addition, our Deputy CISO has nearly 20 years of experience serving in information security roles in healthcare and technology companies.Our information security program includes an incident response program that coordinates activities across multiple teams in responding to cybersecurity incidents in accordance with a defined Incident Management Policy. This program is designed to detect, analyze, and escalate cybersecurity events, and includes a cybersecurity incident response team responsible for containment and recovery activities, and a crisis response team to liaise with business stakeholders, secure priority resources, and validate completion of any post-incident activities. In addition, we have established an executive security risk management committee composed of senior representatives of our legal, finance, information security, product, and marketing teams which meets on a quarterly basis to review our information security program and any noteworthy developments in the quarter. Finally, we coordinate internal simulations of cybersecurity incidents periodically to test the processes we have established. We maintain a risk-based approach to identifying and overseeing cybersecurity risks presented by third parties, including vendors, service providers and other external users of our systems, as well as the systems of third parties that could adversely impact our business in the event of a cybersecurity incident affecting those third-party systems. We conduct initial due diligence on the cybersecurity profile of our vendors as they are onboarded and provide continuous monitoring of critical third-party infrastructure and monitor any known breaches of those third-party systems. We deploy technical safeguards that are designed to protect our information systems from cybersecurity threats, including firewalls, intrusion prevention and detection systems, anti-malware functionality and access controls, which are evaluated and improved through vulnerability assessments and cybersecurity threat intelligence. We also provide regular, mandatory training for our personnel regarding cybersecurity threats as a means to equip our personnel with effective tools to address cybersecurity threats and to communicate our evolving information security policies, standards, processes and practices.Although we are subject to ongoing and evolving cybersecurity threats, we are not aware of any risks from cybersecurity threats that have materially affected or are reasonably likely to affect us, including our 56business strategy, result of operations or financial condition. If we or our partners were to experience a material cybersecurity incident in the future, such incident may have an adverse effect, including on our business operations, operating results, or financial condition. For more information regarding cybersecurity risks that we face and the related potential impacts on our business, see the risk factor titled â€œWe, our partners, our customers, and others who use our services obtain and process a large amount of sensitive data. Any real or perceived improper or unauthorized use of, disclosure of, or access to such data could harm our reputation as a trusted brand and adversely affect our business, operating results, and financial condition.â€GovernanceIn light of the critical importance of cybersecurity to our business, in the spring of 2023, our board of directors formed a standing cybersecurity committee. The cybersecurity committee meets quarterly and

is responsible for reviewing with management our cybersecurity and other information technology risks, controls and processes, including the processes used to prevent or mitigate cybersecurity risks and respond to cybersecurity events. These reports include updates on our information security risks and threats, any notable incidents, escalations or third-party risks, the status of projects to strengthen our information security systems, assessments of the information security program, the emerging threat landscape and company security culture. The CISO provides reports at least quarterly to the cybersecurity committee as well as to our Chief Executive Officer, Chief Technology Officer, and other members of our senior management, as appropriate. The cybersecurity committee also receives quarterly updates from our legal department and third-party experts. Our cybersecurity committee provides regular updates to the board of directors on such reports, and coordinates with the audit committee of the board of directors with respect to any risks with implications for our financial reporting, accounting, internal controls or other matters presenting significant financial risk.Our information security program is regularly evaluated by internal and external parties with the results of certain reviews reported to senior management and the cybersecurity committee. We also actively engage with key vendors and industry participants as part of our continuing efforts to evaluate and enhance the effectiveness of our information security policies and procedures. Our cybersecurity committee will also receive prompt and timely information regarding any material cybersecurity threats or incidents, as well as ongoing updates regarding any such threat or incident until it has been mitigated, resolved, or otherwise addressed. To mitigate the impact of any cybersecurity incidents, we maintain cybersecurity insurance in amounts that we believe are appropriate of our business, which provides coverage for such incidents.Item 2. PROPERTIESWe lease our office facilities, including approximately 138,000 square feet in San Jose, California for our corporate headquarters. This lease agreement expires in June 2031. We also maintain offices in Draper, Utah, and Houston, Texas. Our leased facilities in Draper, Utah consist of 155,000 square feet of office space for our employees located in Draper, Utah, approximately 26,000 square feet of which is being subleased for a period of 5 years expiring in December 2025. The lease for our Draper, Utah property expires in March 2030. We believe that our office facilities are adequate to meet our needs for the immediate future. We continue to evaluate our real estate strategy to accommodate expansion of our operations.Item 3. LEGAL PROCEEDINGSFrom time to time, we may be subject to legal proceedings and claims in the ordinary course of business, including patent, commercial, product liability, employment, class action, whistleblower, and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. In addition, third parties may from time to time assert claims against us in the form of letters and other communications. We are not currently a party to any legal proceedings that we believe to be material to our business or financial condition.The results of any future litigation cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources, and other factors.57Item 4. MINE SAFETY DISCLOSURESNot applicable.58PART IIItem 5. MARKET FOR REGISTRANTâ€™S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIESMarket InformationOur common stock trades on The New York Stock Exchange under the symbol â€œBILLâ€.Holders of RecordAs of JuneÂ 30, 2024, there were 162 holders of record of our common stock. This number does not include beneficial owners whose shares are held by nominees in street name. Dividend Policy We have not declared or paid any dividends, or authorized or made any distribution upon or with respect to any class or series of our capital stock. We currently intend to retain future earnings for use in the operation of our business, to facilitate strategic acquisitions, to repurchase our common stock or other securities, or to repay indebtedness, and do not anticipate paying any dividends on our capital stock in the foreseeable future. Any future determination to declare dividends will be made at the discretion of our board of directors, subject to applicable laws, and will depend on our financial condition, operating results, capital requirements, general business conditions and other factors that our board of directors may deem relevant.Stock Performance GraphThe following performance graph and related information shall not be deemed â€œsoliciting materialâ€ or to be â€œfiledâ€ with the SEC for purposes of Section 18 of the Exchange Act, nor shall such information be incorporated by reference into any future filing under the Securities Act or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing, or otherwise subject to the liabilities under the Securities Act or Exchange Act, except to the extent that we specifically incorporate it by reference into such filing.The following graph depicts the total cumulative stockholder return on our common stock from December 12, 2019, the first day of trading of our common stock on the NYSE, through JuneÂ 30, 2024, relative to the performance of the S&P 500 Index and S&P 500 IT Index. The graph assumes an initial investment of $100.00 at the close of trading on December 12, 2019 and that all dividends paid by companies included in these indices have been reinvested. The performance shown in the graph below is not intended to forecast or be indicative of future stock price performance.59Recent Sales of Unregistered Equity SecuritiesIn connection with our commercial relationship with CPA.com, Inc. (CPA.com), on AprilÂ 2, 2024, we issued to CPA.com warrants (the Warrants) to purchase up to an aggregate of 150,686 shares (the Warrant Shares) of our common stock at an exercise price $0.01 per Warrant Share. The Warrants, which were issued as a result of the achievement of certain performance milestones under the commercial relationship, were subsequently net exercised in full for 150,662 shares of our common stock.The issuance of the Warrants and Warrant Shares has not been, and will not be, registered under the Securities Act of 1933, as amended (the Securities Act). The Warrants and the Warrant Shares were issued in reliance upon the exemption from registration under Section 4(a)(2) of the Securities Act. The Warrants and the Warrant Shares may not be offered or sold in the United States absent registration under or exemption from the Securities Act and any applicable state securities laws. CPA.com represented in the Warrants, among other things, that it is an â€œaccredited investorâ€ within the meaning of Regulation D promulgated under the Securities Act, and that the acquisition of the Warrants is for investment in its account and not with a view to the public resale or distribution within the meaning of the Securities Act.Purchase of Equity Securities by the IssuerNone.Item 6. RESERVEDNot applicable.60Item 7. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSYou should read the following discussion and analysis of our financial condition and results of operations together with our consolidated financial statements and the related notes included elsewhere in this Annual Report on Form 10-K. Some of the information contained in this Annual Report on Form 10-K includes forward-looking statements that involve risks and uncertainties. You should read the sections titled â€œSpecial Note Regarding Forward-Looking Statementsâ€ and â€œRisk Factorsâ€ for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis. Our fiscal year end is June 30, and our fiscal quarters end on September 30, December 31, and March 31.This Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations focuses on a discussion of fiscal 2024 compared to fiscal 2023. A discussion of fiscal 2023 compared to fiscal 2022 can be found under Item 7 of Part II in our Annual Report on Form 10-K for the fiscal year ended JuneÂ 30, 2023, filed with the SEC on August 29, 2023, which is available free of charge on the SECâ€™s website at www.sec.gov and on the Investor Relations section of our corporate website at investor.bill.com.OverviewWe are a leading financial operations platform for small and midsize businesses (SMBs). As a champion of SMBs, we are automating the future of finance so businesses can thrive. Our integrated platform helps businesses to more efficiently control their payables, receivables, and spend and expense management. Hundreds of thousands of businesses rely on BILLâ€™s proprietary network of millions of members to pay or get paid faster. Headquartered in San Jose, California, we are a trusted partner of leading U.S. financial institutions, accounting firms, and accounting software providers.Our purpose-built, AI-enabled financial software platform creates seamless connections between our customers, their suppliers, and their clients. Businesses on our platform generate and process invoices, streamline approvals, make and receive payments, manage employee expenses, sync with their accounting system, foster collaboration, and manage their cash. We have built sophisticated integrations with popular accounting software solutions, banks, card issuers, and payment processors, enabling our customers to access these mission-critical services quickly and easily. We efficiently reach SMBs through our proven direct and indirect go-to-market strategies. We acquire new businesses to use our solutions directly through digital marketing and inside sales, and indirectly through accounting firms and financial institution partnerships. As of JuneÂ 30, 2024, our partners included some of the most trusted brands in the financial services business, including more than 85 of the top 100 accounting firms and seven of the top ten largest financial institutions for SMBs in the United States (U.S.), including Bank of America, JPMorgan Chase, Wells Fargo Bank, and American Express. As we add customers and partners, we expect our network to continue to grow organically.We have grown rapidly and scaled our business operations in recent periods. Our revenue was $1.3 billion and $1.1 billion during fiscal 2024 and 2023, respectively, a year-over-year increase of $231.7 million. We generated net losses of $28.9 million and $223.7 million during fiscal 2024 and 2023, respectively. Macroeconomic and Other Factors Elevated interest rates and recent inflation in the U.S. and other markets globally have increased economic volatility and led to tightening in credit markets in the U.S. and globally. The SMBs we serve are particularly susceptible to changes in overall economic and financial conditions, and certain SMBs may cease operations in the event of a recession or inability to access financing. The macroeconomic environment has caused our BILL standalone customers and spending businesses using BILL Spend and Expense to moderate their expenditures and, in certain cases, shift to lower-cost methods of payment, resulting in lower payment volume growth and lower transaction fee growth than historical trends. Moreover, there can be no assurance that, in the event of a recession, demand for our products would not be adversely affected. We intend to continue to monitor macroeconomic conditions closely and to take appropriate financial or operational actions in response to such conditions.61In December 2023, we announced a reduction-in-force (RIF), impacting approximately 15% of our global workforce and including the closure of our office in Sydney, Australia, designed to right-size our organization, enhance our profitability profile, and reallocate resources towards our most impactful initiatives. We incurred the majority of the charges related to the RIF in the three months ended December 31, 2023, and it was substantially completed by June 30, 2024.Any of these conditions or actions may have a negative impact on our future results of operations, liquidity, and financial condition. We are unable to predict the full impact that macroeconomic factors, banking sector dynamics, or ongoing global geopolitical conflicts will have on our future results of operations, liquidity, and financial condition due to numerous uncertainties, including changes in central bank policies and interest rates, rates of inflation, the impact to our customers, spending businesses, subscribers, partners, and suppliers, and other factors described in the section titled â€œRisk Factorsâ€ in Part I, Item 1A of this Annual Report on Form 10-K.Our Revenue ModelWe generate revenue primarily from subscription and transaction fees. Our subscription revenue is primarily based on a fixed monthly or annual rate per user charged to our customers. Our transaction revenue consists of transaction fees and interchange fees on a fixed or variable rate per transaction. Transactions primarily include card payments, real-time payments, check payments, ACH payments, cross-border payments, pay-by-card, invoice financing, and creation of invoices. Much of our revenue comes from repeat transactions, which are an important contributor to our recurring revenue.In addition, we generate revenue from interest on funds held for customers. When we process payment transactions, the funds flow through our bank accounts, resulting in a balance of funds held for customers. The balances may fluctuate based on volume and the type of payments processed. Interest is earned from interest-bearing deposit accounts, certificates of deposit, money market funds, corporate bonds, asset-backed securities, municipal bonds, commercial paper, U.S. treasury securities, and U.S. agency securities. We hold these funds from the day they are withdrawn from a payerâ€™s account to the day the funds are credited to the receiver. This revenue can fluctuate depending on the amount of customer funds held, as well as our yield on customer funds invested, which is influenced by market interest rates and our investments.Our Receivables Purchases and Servicing ModelWe market our BILL Spend and Expense software and BILL Divvy Corporate Card solutions to potential spending businesses and issue business-purpose charge cards through our card issuing partner banks (Issuing Banks). When a business applies for a BILL Divvy Corporate Card, we utilize, on behalf of the Issuing Bank, proprietary risk management capabilities to confirm the identity of the business, and perform a credit underwriting process to determine if the business is eligible for a BILL Divvy Corporate Card pursuant to our credit policies. Once approved for a BILL Divvy Corporate Card the spending business is provided a credit limit and can use the BILL Spend and Expense software to request virtual cards or physical cards, establish budgets, and manage spend.The majority of cards on our platform are issued by Cross River Bank, a Federal Deposit Insurance Corporation (FDIC)-insured New Jersey state chartered bank, and WEX Bank, an FDIC-insured Utah state chartered bank. Under our arrangements with the Issuing Banks, we must comply with their respective credit policies and underwriting procedures, and the Issuing Banks maintain ultimate authority to decide whether to issue a card or approve a transaction. We are responsible for all fraud and unauthorized use of a card and generally are required to hold the Issuing Bank harmless from such losses unless claims regarding fraud or unauthorized use are due to the sole gross negligence of the Issuing Bank.When a spending business completes a purchase transaction, the payment to the supplier is made by the cards' Issuing Bank. Obligations incurred by the spending business in connection with their purchase transaction are reflected as receivables on the Issuing Bank's balance sheet from the BILL Divvy Corporate Card account for the spending business. The Issuing Bank then sells a 100% participation interest in the receivable to us. Pursuant to our agreements with the Issuing Banks, we are obligated to purchase the participation interests in all of the receivables originated through our platform, and our obligations are secured 62by cash deposits. When we purchase the participation interests, the purchase price is equal to the outstanding principal balance of the receivable.In order to purchase the participation rights in the receivables, we maintain certain funding arrangements, including warehouse facilities and, from time-to-time, other purchase arrangements with third-party funding sources. We typically fund some portion of these participation interest purchases by borrowing under our credit facilities, although we may also fund purchases using corporate cash.Our Business ModelWe efficiently reach SMBs through our proven direct and indirect go-to-market strategies. We acquire them directly through digital marketing and inside sales and indirectly by partnering with leading companies that are trusted by SMBs, including accounting firms, financial institutions, and software companies.Our revenue from existing businesses using our solutions is visible and predictable. For fiscal 2024, over 89% of our subscription and transaction revenue from BILL standalone customers came from customers who were acquired prior to the start of the fiscal year. See "â€”Key Business Metricsâ€”Businesses Using Our Solutions" below for the definition of BILL standalone customers. We expand within our existing customer base by adding more users, increasing transactions per customer, launching additional products, and through pricing and packaging our services. We make it easy for SMBs to try our platform through our risk-free trial program. Should an SMB choose to become a customer after the trial period, it can take several months to adapt their financial operations to fully leverage our platform. Even with a transition period, however, we believe our customer retention is strong. Excluding those customers of our financial institution partners, approximately 83% of BILL standalone customers as of JuneÂ 30, 2023 were still customers as of JuneÂ 30, 2024.Net Dollar-Based Retention RateNet dollar-based retention rate is an important indicator of customer satisfaction and usage of our platform, as well as potential revenue for future periods. We calculate our net dollar-based retention rate at the end of each fiscal year. We calculate our net dollar-based retention rate by starting with the revenue billed to BILL standalone customers in the last quarter of the prior fiscal year (Prior Period Revenue). We then calculate the revenue billed to these same customers in the last quarter of the current fiscal year (Current Period Revenue). See "â€”Key Business Metricsâ€”Businesses Using Our Solutions" below for the definition of BILL standalone customer. Current Period Revenue includes any upsells and is net of contraction or attrition, but excludes revenue from new customers and excludes interest earned on funds held on behalf of customers. We then repeat the calculation of Prior Period Revenue and Current Period Revenue with respect to each of the preceding three quarters, and aggregate the four Prior Period Revenues (the Aggregate Prior Period Revenue) and the four Current Period Revenues (the Aggregate Current Period Revenue). Our net dollar-based retention rate equals the Aggregate Current Period Revenue divided by Aggregate Prior Period Revenue.Our net dollar-based retention rate was 92%, 111%, and 131% during fiscal 2024, 2023, and 2022, respectively. The decrease in fiscal 2024 when compared to fiscal 2023 was primarily due to the change in spending patterns per customer, continued softness in the SMB economic environment which limited payment monetization, and the migration or churn of certain customers of a bank partner. The decrease in fiscal 2023 when compared to fiscal 2022 was primarily due to the change in spending patterns per customer, driven by the challenging macroeconomic environment.Customer Acquisition EfficiencyOur efficient direct and indirect go-to-market strategy, combined with our recurring revenue model, results in our short payback period. We define â€œpayback periodâ€ as the number of quarters it takes for the cumulative non-GAAP (as defined below) gross profit we earn from BILL standalone customers acquired during a given quarter to exceed our total sales and marketing spend in that same quarter, excluding customers acquired through financial institutions and the related sales and marketing spend. See "â€”Key Business Metricsâ€”Businesses Using Our Solutions" below for the definition of BILL standalone customer. For BILL standalone customers acquired during fiscal 2023, the average payback period was approximately six quarters.63Key Business MetricsWe regularly review several metrics, including the key business metrics presented in the table below (as well as the additional metrics described in "Our Business Model"), to measure our performance, identify trends affecting our business, prepare financial projections, and make strategic decisions. We periodically review and revise these metrics to reflect the continued evolution of our business, and anticipate updating our metrics, beginning with the first quarter of fiscal 2025, to distinguish activity attributable to our integrated platform, on the one hand, and to our embedded payment and other solutions, on the other, rather than attributing such activity to specific solutions individually. We present our key business metrics on a consolidated basis, which we believe better reflects the performance of our consolidated business overall. Our key business metrics are defined following the table below and track our BILL standalone, BILL Spend and Expense, and Invoice2go solutions combined. The relevant metrics for each of BILL standalone, BILL Spend

and Expense, and Invoice2go, respectively, are set forth in the footnotes to the table. As noted above, we intend to discontinue reporting these metrics on a solution specific basis. The calculation of the key business metrics and other measures discussed below may differ from other similarly-titled metrics used by other companies, securities analysts, or investors. As of June 30,% Growthas of June 30,202420232022 (4)20242023Businesses using our solutions (1)474,600Â 461,000Â 400,100Â 3Â %15Â %Year endedJune 30,% GrowthYear ended June 30,202420232022 (4)20242023Total Payment Volume (amounts in billions) (2)$292.4Â $266.0Â $228.1Â 10Â %17Â %Year endedJune 30,% GrowthYear ended June 30,202420232022 (4)20242023Transactions processed (in millions) (3)103.8Â 85.1Â 62.9Â 22Â %35Â %(1)As of JuneÂ 30, 2024, the total number of BILL standalone customers was approximately 222,000; the total number of spending businesses that used our BILL Spend and Expense solution was approximately 34,800, and the total number of Invoice2go subscribers was approximately 217,800. (2)During fiscal 2024, the total payment volume transacted by BILL standalone customers was approximately $273.9 billion; the total card payment volume transacted by spending businesses that used BILL Divvy Corporate Cards was approximately $17.5 billion; and the total payment volume transacted by Invoice2go subscribers was approximately $1.1 billion.(3)During fiscal 2024, the total number of transactions executed by BILL standalone customers was approximately 48.2 million; the total number of transactions executed by spending businesses that used BILL Divvy Corporate Cards was approximately 54.4 million; and the total number of transactions executed by Invoice2go subscribers was approximately 1.3 million.(4)Includes Invoice2go metrics from the acquisition date on September 1, 2021.Businesses Using Our SolutionsFor the purposes of measuring our key business metrics, we define businesses using our solutions as the summation of: (A) businesses that are either billed directly by us or for which we bill our partners for use of our core BILL accounts payable and receivable platform during a particular period (BILL standalone customers), (B) spending businesses that use our BILL Spend and Expense product during the period, and (C) Invoice2go subscribers during the period. Businesses using more than one of our solutions are included separately in the total for each solution utilized; as of June 30, 2024, this included approximately 11,500 businesses. Businesses 64using our solutions during a trial period are not counted as new businesses using our solutions during that period. If an organization has multiple entities billed separately for the use of our solutions, each entity is counted as a business using our solutions. Businesses using our solutions may exclude certain network members which receive a bill from us in connection with limited use of our platform. The number of businesses using our solutions in the table above represents the total number of businesses using our solutions at the end of each fiscal year. Total Payment VolumeTo grow revenue from businesses using our solutions, we must deliver a product experience that helps them automate their back-office financial operations. The more they use and rely upon our product offerings to automate their operations, the more transactions they process on our platform. This metric provides an important indication of the aggregate value of transactions that businesses using our solutions are completing on our platform and is an indicator of our ability to generate revenue from businesses using our solutions. We define TPV as the total value of transactions that we process on our platform during a particular period, comprising transactions from BILL standalone customers, BILL Divvy Corporate Card transactions, and transactions executed by Invoice2go subscribers. Our calculation of TPV includes payments that are subsequently reversed. Such payments comprised less than 2% of TPV during each of fiscal 2024, 2023, and 2022. Transactions ProcessedWe define transactions processed as the total number of payments initiated and processed through our platform during a particular period. Payment transactions include checks, ACH payments, card payments, Invoice2go subscriber transactions, real-time payments, pay by card, invoice financing, and cross-border payments.Components of Results of OperationsRevenueWe generate revenue primarily from subscription and transaction fees. Subscription fees are fixed monthly or annually and charged to customers for the use of our platform to process transactions. Subscription fees are generally charged either on a per user or per customer account per period basis, normally monthly or annually. Transaction fees are fees collected for each transaction processed, on either a fixed or variable fee basis. Transaction fees primarily include processing of payments in the form of checks, ACH, card payments, real-time payments, pay by card, invoice financing, and cross-border payments, and the creation of invoices. Transaction fees also include interchange fees paid by suppliers accepting card payments. Fixed transaction fees are set at a fixed charge per payment transaction, while variable transaction fees are generally calculated based on a percentage of the dollar amount of the payment transaction.Our contracts with SMB and accounting firm customers provide them with access to the functionality of our cloud-based payments platform to process transactions. These contracts are either monthly contracts paid in arrears or upfront, or annual arrangements paid up front. We charge our SMB and accounting firm customers subscription fees to access our platform either based on the number of users or per customer account and the level of service. We generally also charge these customers transaction fees based on transaction volume and the category of transaction. The contractual price for subscription and transaction services is based on either negotiated fees or the rates published on our website. Revenue recognized excludes amounts collected on behalf of third parties, such as sales taxes collected and remitted to governmental authorities.We enable our SMB and accounting firm customers to make virtual card payments to their suppliers. We also facilitate the extension of credit to spending businesses in the form of BILL Divvy Corporate Cards. The spending businesses utilize the credit on BILL Divvy Corporate Cards as a means of payment for goods and services provided by their suppliers. Virtual card payments and BILL Divvy Corporate Cards are originated through agreements with the Issuing Banks. Our agreements with the Issuing Banks allow for card transactions on the Mastercard and Visa networks. For each virtual card and BILL Divvy Corporate Card transaction, suppliers are required to pay interchange fees to the issuer of the card. Based on our agreements with the 65Issuing Banks, we recognize the interchange fees as revenue gross or net of rebates received from the Issuing Banks based on our determination of whether we are the principal or the agent under the agreements.We also enter into multi-year contracts with financial institution customers to provide them with access to our cloud-based payments platform. These contracts typically include fees for initial implementation services that are paid during the period the implementation services are provided as well as fees for subscription and transaction processing services, which are subject to guaranteed monthly minimum fees that are paid monthly over the contract term. These contracts enable the financial institutions to provide their customers with access to online bill pay services through the financial institutionsâ€™ online platforms. Implementation services are required up-front to establish an infrastructure that allows the financial institutionsâ€™ online platforms to communicate with our online platform. A financial institutionâ€™s customers cannot access online bill pay services until implementation is complete. The total consideration in these contracts varies based on the number of users and transactions to be processed.In addition, we generate revenue from interest on funds held for customers. Interest on funds held for customers consists of the interest that we earn from customer funds while payment transactions are clearing. Interest is earned from interest-bearing deposit accounts, certificates of deposit, money market funds, corporate bonds, asset-backed securities, municipal bonds, commercial paper, U.S. treasury securities, and U.S. agency securities, until those payments are cleared and credited to the intended recipient.Service Costs and ExpensesService costs â€“ Service costs consist primarily of personnel-related costs, including stock-based compensation, for our customer success and payment operations teams, costs that are directly attributed to processing customersâ€™ and spending businesses' transactions (such as the cost of printing checks, postage for mailing checks, fees associated with the issuance and processing of card transactions, fees for processing payments), outsourced support services for our customer success team, direct and amortized costs for implementing and integrating our cloud-based platform into our customersâ€™ systems, and cloud payments infrastructure costs. We expect that service costs will increase in absolute dollars, but may fluctuate as a percentage of revenue from period to period, as we continue to invest in growing our business.Research and development (R&D) â€“ R&D expenses consist primarily of personnel-related expenses, including stock-based compensation expenses, for our R&D teams, incurred in developing new products or enhancing existing products, and allocated overhead costs. We expense a substantial portion of R&D expenses as incurred. We believe that delivering new and enhanced functionality is critical to attract new customers and expand our relationship with existing customers. We expect to continue to make investments in and expand our offerings to enhance our customersâ€™ experience and satisfaction, and to attract new customers. We expect our R&D expenses to increase in absolute dollars, but they may fluctuate as a percentage of revenue from period to period as we expand our R&D team to develop new products and product enhancements. We capitalize certain software development costs that are attributable to developing new products and adding incremental functionality to our platform and amortize such costs into service costs over the estimated life of the new product or incremental functionality, which is generally three years.Sales and marketing â€“ Sales and marketing expenses consist primarily of personnel-related expenses, including stock-based compensation expenses, for our sales and marketing teams, rewards expense in connection with our card rewards programs, sales commissions, marketing program expenses, travel-related expenses, and costs to market and promote our platform through advertisements, marketing events, partnership arrangements, direct customer acquisition, and allocated overhead costs. Sales commissions that are incremental to obtaining new customer contracts are deferred and amortized ratably over the estimated period of our relationship with new customers.We focus our sales and marketing efforts on generating awareness of our company, platform, and products, creating sales leads, and establishing and promoting our brand. We plan to continue investing in sales and marketing efforts by driving our go-to-market strategies, building our brand awareness, and sponsoring additional marketing events; however, we will adjust our sales and marketing spend level as needed, as the spend may fluctuate from period to period, in response to changes in the economic environment.66General and administrative â€“ General and administrative expenses consist primarily of personnel-related expenses, including stock-based compensation expenses, for finance, corporate business operations, risk management, legal and compliance, human resources, information technology, costs incurred for external professional services, losses from fraud, and allocated overhead costs. We expect to incur additional general and administrative expenses as we explore various growth initiatives, which include incurring higher costs for professional services. We also expect to increase the size of our general and administrative functions to support the growth in our business. As a result, we expect that our general and administrative expenses will increase in absolute dollars but may fluctuate as a percentage of revenue from period to period.Provision for expected credit losses â€“ Provision for expected credit losses represents the amount of expense required to maintain the allowance for expected credit losses on our consolidated balance sheet, which represents managementâ€™s estimate of credit losses. In the event that our receivables outperform expectation and/or we reduce our expectation of credit losses in future periods, we may release reserves and thereby reduce the provision for expected credit losses. The provision is determined based on our estimate of expected credit losses on acquired cards receivables, loans held for investment and accounts receivable on our balance sheet, changes in our estimate of expected credit losses on these receivables outstanding as of the end of the period and the net charge-offs incurred in the period.Depreciation and amortization â€“ Depreciation and amortization consist of depreciation and amortization of property and equipment, and amortization of acquired intangibles, such as developed technology, customer relationship, and trade names. Amortization of capitalized internal-use software costs paid in cash are excluded.Restructuring â€“ Restructuring costs consist primarily of employee severance and other employment termination benefits, including commission, as well as stock-based compensation expense. Additionally, these costs include contract termination expenses and other costs related to the execution of our restructuring plan announced in December 2023, which included the RIF and closure of our office in Sydney, Australia (Restructuring Plan). Refer to Note 16 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for additional information on the Restructuring Plan.Other income (expense), net â€“ Other income (expense), net consist primarily of interest income on our corporate funds, gain on debt extinguishment, interest expense on our borrowings (including amortization of issuance costs) and the lower of cost or market adjustment on card receivables sold and held for sale.Provision for (benefit from) income taxes â€“ Income tax expense consist of U.S. federal, state and foreign income taxes. We maintain a full valuation allowance against our U.S. federal, state and Australian net deferred tax assets as we have concluded that it is more likely than not that we will not realize our net deferred tax assets.67Results of OperationsThe following table sets forth our results of operations together with the dollar and percentage change for the periods presented (amounts in thousands): Year ended June 30, Change (2024 compared to 2023)Change (2023 compared to 2022)202420232022 (1)Amount%Amount%RevenueSubscription and transaction fees (2)$1,122,733Â $944,710Â $633,365Â $178,023Â 19Â %$311,345Â 49Â %Interest on funds held for customers167,439Â 113,758Â 8,594Â 53,681Â 47Â %105,164Â 1224Â %Total revenue1,290,172Â 1,058,468Â 641,959Â 231,704Â 22Â %416,509Â 65Â %Cost of revenueService costs (2)189,894Â 151,010Â 105,496Â 38,884Â 26Â %45,514Â 43Â %Depreciation and amortization (3)44,722Â 42,967Â 39,508Â 1,755Â 4Â %3,459Â 9Â %Total cost of revenue234,616Â 193,977Â 145,004Â 40,639Â 21Â %48,973Â 34Â %Gross profit1,055,556Â 864,491Â 496,955Â 191,065Â 22Â %367,536Â 74Â %Operating expensesResearch and development (2)336,754Â 314,632Â 219,818Â 22,122Â 7Â %94,814Â 43Â %Sales and marketing (2)478,540Â 515,858Â 307,151Â (37,318)(7)%208,707Â 68Â %General and administrative (2) (4)277,662Â 249,054Â 221,030Â 28,608Â 11Â %28,024Â 13Â %Provision for expected credit losses (4)60,105Â 32,224Â 20,144Â 27,881Â 87Â %12,080Â 60Â %Depreciation and amortization (3)49,072Â 48,496Â 45,630Â 576Â 1Â %2,866Â 6Â %Restructuring27,587Â â€”Â â€”Â 27,587Â 100Â %â€”Â â€”Â %Total operating expenses1,229,720Â 1,160,264Â 813,773Â 69,456Â 6Â %346,491Â 43Â %Operating loss(174,164)(295,773)(316,818)121,609Â (41)%21,045Â (7)%Other income (expense), net147,845Â 72,856Â (13,861)74,989Â 103Â %86,717Â (626)%Loss before provision for (benefit from) income taxes(26,319)(222,917)(330,679)196,598Â (88)%107,762Â (33)%Provision for (benefit from) income taxes2,559Â 808Â (4,318)1,751Â 217Â %5,126Â (119)%Net loss$(28,878)$(223,725)$(326,361)$194,847Â (87)%$102,636Â (31)%(1) Includes the results of Invoice2go from the acquisition date on September 1, 2021.(2) Includes stock-based compensation charged to revenue and expenses as follows (in thousands):Year ended June 30,Change (2024 compared to 2023)Change (2023 compared to 2022)202420232022 (1)Amount%Amount%Revenue - subscription and transaction fees$1,831Â $188Â $â€”Â $1,643Â 874Â %$188Â â€”Â %Cost of revenue - service costs9,309Â 9,111Â 5,144Â 198Â 2Â %3,967Â 77Â %Research and development103,382Â 93,364Â 54,907Â 10,018Â 11Â %38,457Â 70Â %Sales and marketing *49,070Â 130,421Â 60,237Â (81,351)(62)%70,184Â 117Â %General and administrative81,209Â 80,619Â 76,869Â 590Â 1Â %3,750Â 5Â %Restructuring3,574Â â€”Â â€”Â 3,574Â 100Â %â€”Â â€”Â %Total stock-based compensation **$248,375Â $313,703Â $197,157Â $(65,328)(21)%$116,546Â 59Â %* Fiscal 2023 includes $52.2Â million of stock-based compensation expense related to separation and advisory agreements with our former Chief Revenue Officer. ** Consists of acquisition related equity awards (Acquisition Related Awards), which include equity awards assumed and retention equity awards granted to certain employees of acquired companies in connection with acquisitions, modified equity awards in connection with the Restructuring Plan (Restructuring Awards), and non-acquisition related equity awards (Non-Acquisition Related Awards), which include all other equity awards granted to existing employees and non-employees in the ordinary course 68of business. The following table summarizes stock-based compensation recorded for the periods presented and as a percentage of total revenue (amounts in thousands): As a % of total revenueYear ended June 30,Year ended June 30,202420232022 (1)202420232022 (1)Acquisition Related Awards$15,474Â $107,815Â $100,698Â 1Â %10Â %16Â %Restructuring Awards3,574Â â€”Â â€”Â â€”Â %â€”Â %Non-Acquisition Related Awards229,327Â 205,888Â 96,459Â 18Â %19Â %15Â %Total stock-based compensation$248,375Â $313,703Â $197,157Â 19Â %29Â %31Â %(3) Depreciation and amortization do not include amortization of capitalized internal-use software costs paid in cash.(4) Provision for expected credit losses was included in general and administrative expenses in fiscal 2023 and 2022.The following table sets forth the components of our consolidated statements of operations for the periods presented as a percentage of revenue:Year ended June 30,202420232022 (1)RevenueSubscription and transaction fees87Â %89Â %99Â %Interest on funds held for customers13Â %11Â %1Â %Total revenue100Â %100Â %100Â %Cost of revenueService costs15Â %14Â %16Â %Depreciation and amortization3Â %4Â %7Â %Total cost of revenue18Â %18Â %23Â %Gross profit82Â %82Â %77Â %Operating expensesResearch and development25Â %30Â %34Â %Sales and marketing37Â %49Â %48Â %General and administrative22Â %24Â %34Â %Provision for expected credit losses5Â %3Â %3Â %Depreciation and amortization4Â %5Â %7Â %Restructuring2Â %â€”Â %â€”Â %Total operating expenses95Â %110Â %127Â %Operating loss(13)%(28)%(50)%Other income (expense), net11Â %7Â %(2)%Loss before provision for (benefit from) income taxes(2)%(21)%(52)%Provision for (benefit from) income taxesâ€”Â %â€”Â %(1)%Net loss(2)%(21)%(51)%(1) Includes the results of Invoice2go from the acquisition date on September 1, 2021.69Comparison of Fiscal 2024 and 2023RevenueTotal revenue during fiscal 2024 and 2023 were as follows (amounts in thousands):Year ended June 30,Change20242023Amount%Subscription fees$257,143Â $253,316Â $3,827Â 2Â %Transaction fees865,590Â 691,394Â 174,196Â 25Â %Total subscription and transaction fees1,122,733Â 944,710Â 178,023Â 19Â %Interest on funds held for customers167,439Â 113,758Â 53,681Â 47Â %Total revenue$1,290,172Â $1,058,468Â $231,704Â 22Â %Total revenue increased by $231.7Â million, or 22% during fiscal 2024 as compared to fiscal 2023, primarily due to:â€¢a $3.8Â million increase in subscription fee revenue primarily due to an increase in customers as compared to the same prior year period;â€¢a $174.2Â million increase in transaction fee revenue primarily due to increased total payment volume driven by the increase in customer adoption of our products; andâ€¢a $53.7Â million increase in interest on funds held for customers primarily due to an increase in yield earned from investing customer funds as interest rates remained elevated throughout fiscal 2024.Our revenue could be impacted by fluctuations in foreign currency rates in the future, especially if our revenue through our international operations and international payments grows as a percentage of our revenue or our international operations increase. In addition, interest on funds held for customers could be impacted by changes in interest rates.Cost of Revenue, Gross

Profit, and Gross MarginCost of revenue, gross profit, and gross margin were as follows (amounts in thousands): Year ended June 30,Change20242023Amount%Cost of revenue:Service costs$189,894$151,010$38,884Â 26Â %Depreciation and amortization (1)44,72242,9671,755Â 4Â %Total cost of revenue234,616193,97740,639Â 21Â %Gross profit$1,055,556$864,491$191,065Â 22Â %Gross margin81.8%81.7%(1) Consists of depreciation of property and equipment and amortization of developed technology, excluding amortization of capitalized internal-use software costs paid in cash.Service costs increased by $38.9 million during fiscal 2024 as compared to fiscal 2023, primarily due to:â€¢a $31.2 million increase in direct costs associated with the processing of our customersâ€™ payment transactions, use of software applications and equipment, and data hosting services, which were driven by the increase in the number of customers, increased adoption of new product offerings, and an increase in the volume of transactions; andâ€¢a $12.3 million increase in temporary contractors, shared overhead, and other costs; offset byâ€¢a $4.6 million decrease in personnel-related costs due to our RIF announced in December 2023.70Gross margin increased to 81.8% during fiscal 2024 from 81.7% during fiscal 2023, primarily due to the increase in interest on funds held for customers and a higher mix of variable-priced transaction revenue.Research and Development ExpensesResearch and development expenses increased by $22.1Â million during fiscal 2024 as compared to fiscal 2023, primarily due to a $22.9 million increase in personnel-related costs, including stock-based compensation expense.Our research and development expenses decreased to 25% as a percentage of revenue during fiscal 2024 from 30% during fiscal 2023, primarily due to a higher revenue growth rate but a relatively lower increase in personnel-related expenses, including stock-based compensation, as a percentage of revenue.Sales and Marketing Expenses Sales and marketing expenses decreased by $37.3 million during fiscal 2024 as compared to fiscal 2023, primarily due to the following:â€¢a $85.3 million decrease in personnel-related costs as a result of higher stock-based compensation expense related to former executives in the prior year period and a decrease in sales and marketing personnel from our RIF announced in December 2023; offset byâ€¢a $45.8 million increase in rewards expense in connection with the rewards program through our BILL Divvy Corporate Cards as a result of increased transaction volume. Rewards expense decreased from 49% to 48% as a percentage of revenue from spend and expense interchange fees primarily due to lower rewards redemption rate; andâ€¢a $2.2 million increase in advertising, marketing initiatives, software subscription and computer-related expenses, shared overhead, and other costs. Our sales and marketing expenses decreased to 37% as a percentage of revenue during fiscal 2024 from 49% during fiscal 2023, primarily due to a higher revenue growth rate and decreases in personnel-related expenses, including stock-based compensation, recognized during fiscal 2024.General and Administrative ExpensesGeneral and administrative expenses increased by $28.6 million during fiscal 2024 as compared to fiscal 2023, primarily due to the following:â€¢a $7.4 million increase in personnel-related expense, including stock-based compensation expense, resulting from the hiring of additional general and administrative personnel and higher average cost per employee;â€¢a $7.7 million increase in provision for fraud losses driven by the increase in the volume of transactions processed during the current year;â€¢a $2.5 million increase in software subscription and computer-related expenses and shared overhead; andâ€¢a $11.0 million increase in professional and consulting fees for outside services, and temporary contractors who provided general and administrative services.Our general and administrative expenses decreased to 22% as a percentage of revenue during fiscal 2024 from 24% during fiscal 2023, primarily due to a higher revenue growth rate but a relatively lower increase in personnel-related expense, including stock-based compensation, as a percentage of revenue.Provision for Expected Credit LossesProvision for expected credit losses increased by $27.9 million during fiscal 2024 as compared to fiscal 2023, primarily due to an increase in balance of acquired card receivables and loans held for investment during the period.71Depreciation and AmortizationDepreciation and amortization increased by $2.3 million during fiscal 2024 as compared to fiscal 2023, primarily due to higher amortization of capitalized software during fiscal 2024.RestructuringRestructuring expense increased by $27.6 million during fiscal 2024 as compared to fiscal 2023 as a result of the Restructuring Plan announced on December 5, 2023. Refer to Note 16 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for additional information on the Restructuring Plan.Other Income, NetOther income, net increased by $75.0Â million during fiscal 2024 as compared to fiscal 2023, primarily due to the following:â€¢a $45.3Â million increase due to a gain on debt extinguishment resulting from the partial repurchases of our 2025 Notes and mark to market derivatives associated with the 2025 Note repurchases and unwind of the Capped Calls; andâ€¢a $32.2Â million increase in interest income due to higher interest rates earned on corporate funds; partially offset byâ€¢a $4.0Â million increase in other expenses mainly due to interest expense primarily as the result of higher interest rates and increased borrowings under the Revolving Credit Facility.Provision for Income TaxesProvision for income taxes during fiscal year ended JuneÂ 30, 2024, consists of a current federal and state tax liability as a result of the mandatory R&D capitalization by the Tax Cuts and Jobs Act of 2017, which became effective for us beginning fiscal 2023. R&D expenses are capitalized and amortized over five years for domestic R&D and fifteen years for international R&D. The requirement increases our current year cash tax liabilities, however, the cash flow impact is expected to decrease over time as capitalized research and development expenses continue to amortize. The current tax liability was offset by the reduction to the net deferred tax liability.Non-GAAP Financial MeasuresTo supplement our consolidated financial statements, which are prepared and presented in accordance with GAAP, we use certain non-GAAP financial measures, as described below, to understand and evaluate our core operating performance. These non-GAAP financial measures, which may be different than similarly-titled measures used by other companies, are presented to enhance investorsâ€™ overall understanding of our financial performance and should not be considered a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP.We believe that these non-GAAP financial measures provide useful information about our financial performance, enhance the overall understanding of our past performance and future prospects and allow for greater transparency with respect to important metrics used by our management for financial and operational decision-making. We are presenting these non-GAAP metrics to assist investors in seeing our financial performance using a management view. We believe that these measures provide an additional tool for investors to use in comparing our core financial performance over multiple periods with other companies in our industry. We also periodically review our non-GAAP financial measures and may revise these measures to reflect changes in our business or otherwise.72Non-GAAP Gross Profit and Non-GAAP Gross MarginWe define non-GAAP gross profit as gross profit minus depreciation and amortization, and stock-based compensation and related payroll taxes recognized in cost of revenue. Non-GAAP gross margin is defined as non-GAAP gross profit, divided by total revenue. We believe non-GAAP gross profit and non-GAAP gross margin provide our management and investors consistency and comparability with our past financial performance and facilitate period-to-period comparisons of operations. The following table shows a reconciliation of our non-GAAP gross profit and non-GAAP gross margin to our gross profit and gross margin for the periods presented (amounts in thousands):Year ended June 30,202420232022 (1)Revenue$1,290,172$1,058,468$641,959Gross profit1,055,556864,491496,955Add:Depreciation and amortization (2)44,72242,96739,508Stock-based compensation and related payroll taxes charged to cost of revenue9,5949,4285,599Non-GAAP gross profit$1,109,872$916,886$542,062Gross margin81.8Â %81.7Â %77.4Â %Non-GAAP gross margin86.0Â %86.6Â %84.4Â %(1) Includes the results of Invoice2go from the acquisition date on September 1, 2021.(2) Consists of depreciation of property and equipment and amortization of developed technology, excluding amortization of capitalized internal-use software costs paid in cash.Free Cash FlowFree cash flow is a non-GAAP measure defined as net cash provided by (used in) operating activities, adjusted by purchases of property and equipment and capitalization of internal-use software costs. We believe free cash flow is an important liquidity measure of the cash (if any) that is generated, after incurring operating expenses, purchases of property and equipment and capitalization of internal-use software costs, for future operational expenses and investment in our business. Free cash flow is useful to investors as a liquidity measure because it measures our ability to generate or use cash in the ordinary course of business. One limitation of free cash flow is that it does not reflect our future contractual commitments. Additionally, free cash flow does not represent the total increase or decrease in our cash balance for a given period. Once our business needs and obligations are met, cash can be used to maintain a strong balance sheet and invest in future growth. The following table provides a reconciliation of our free cash flow to net cash provided by (used in) operating activities for the periods presented (in thousands):Year ended June 30,202420232022 (1)Net cash provided by (used in) operating activities$278,771Â $187,768Â $(18,093)Purchases of property and equipment(976)(7,589)(5,377)Capitalization of internal-use software costs(19,917)(23,614)(10,259)Free cash flow$257,878Â $156,565Â $(33,729)(1) Includes the results of Invoice2go from the acquisition date on September 1, 2021.Liquidity and Capital ResourcesAs of JuneÂ 30, 2024, our principal sources of liquidity were our cash and cash equivalents of $985.9 million, our available-for-sale short-term investments of $601.5 million, and our available undrawn Revolving 73Credit Facility (as defined below) of $120.0 million. Our cash equivalents are comprised primarily of money market funds and investments in debt securities with original maturities of three months or less at the time of purchase. Our short-term investments are comprised primarily of available-for-sale investments in corporate bonds, certificates of deposit, asset-backed securities, municipal bonds, U.S. agency securities, and U.S. treasury securities with original maturities of more than three months. Our corporate deposits held at large multinational financial institutions and U.S. national or regional banks, may at times exceed federally insured limits. We monitor the financial strength of the financial institutions with which we do business to ensure they are financially sound and present minimal credit risk. We further believe the associated risk of concentration for our investments is mitigated by holding a diversified portfolio of highly rated investments consisting of the money market funds and short-term debt securities described above. We have a total borrowing commitment of $300.0 million from our Revolving Credit Facility and have drawn $180.0 million as of JuneÂ 30, 2024. Our principal uses of cash are funding our operations and other working capital requirements, including the contractual and other obligations discussed below.We believe that our cash, cash equivalents, and short-term investments will be sufficient to meet our working capital requirements for at least the next 12 months. In the future, we may attempt to raise additional capital through the sale of equity securities or through equity-linked or debt financing arrangements to fund future operations or obligations, including the repayment of the principal amount of the Notes in the event that the Notes become convertible and the note holders opt to exercise their right to convert. We may also seek to raise additional capital from these offerings or financings on an opportunistic basis when we believe there are suitable opportunities for doing so. If we raise additional funds by issuing equity or equity-linked securities, the ownership of our existing stockholders will be diluted. If we raise additional financing by incurring additional indebtedness, we may be subject to increased fixed payment obligations and could also be subject to additional restrictive covenants, such as limitations on our ability to incur additional debt, and other operating restrictions that could adversely impact our ability to conduct our business. Any future indebtedness we incur may have terms that could be unfavorable to equity investors. There can be no assurances that we will be able to raise additional capital. The inability to raise capital would adversely affect our ability to achieve our business objectives.Our principal commitments to settle our contractual obligations consist of our 2025 Notes, outstanding borrowings from our Revolving Credit Facility and 2027 Notes as further discussed below. For additional discussion about our Notes and Revolving Credit Facility, refer to Note 10 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K. In addition, we have minimum commitments under our noncancellable operating lease agreements and agreements with certain vendors. For additional discussion about our commitments, including operating leases, refer to Note 15 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.In January 2023, our board of directors authorized the repurchase of up to $300.0 million of our outstanding shares of common stock (the January 2023 Share Repurchase Program). We completed the repurchase of shares with an aggregate value equal to the full authorized amount under the January 2023 Share Repurchase Program by December 31, 2023. In August 2024, our board of directors authorized a share repurchase program pursuant to which we intend to purchase to $300 million of our outstanding shares of common stock (the August 2024 Share Repurchase Program). We may repurchase such shares from time to time through open market purchases, in privately negotiated transactions, or by other means, including through the use of trading plans. The timing and total amount of stock repurchases will depend upon business, economic and market conditions, corporate and regulatory requirements, prevailing stock prices, and other considerations. The August 2024 Share Repurchase Program has no mandated end date, may be suspended, discontinued or modified at any time, and does not obligate us to acquire any amount of common stock.In addition, in March 2024 and May 2024, we repurchased $748.2 million and $234.5 million aggregate principal amount of our 2025 Notes, respectively, for an aggregate cash repurchase price of $711.0 million and $221.6 million, inclusive of transaction costs, respectively. Depending on market conditions, our liquidity requirements, contractual restrictions, and other factors, we may consider initiating additional share repurchase programs or repurchasing additional Notes.74Cash FlowsBelow is a summary of our consolidated cash flows for the periods presented (in thousands):Â Year ended June 30,Â 202420232022 (1)Net cash provided by (used in):Operating activities$278,771Â $187,768Â $(18,093)Investing activities$(409,374)$259,285Â $(1,127,302)Financing activities$(742,599)$235,110Â $2,878,566Â (1) Includes the results of Invoice2go from the acquisition date on September 1, 2021.Net Cash Provided by (Used in) Operating ActivitiesOur primary source of cash provided by our operating activities is our revenue from subscription and transaction fees. Our subscription revenue is primarily based on a fixed monthly or annual rate per user charged to our customers. Our transaction revenue is comprised of transaction fees on a fixed or variable rate per type of transaction. We also generate cash from the interest earned on both corporate funds and funds held in trust on behalf of customers. Our primary uses of cash in our operating activities include payments for employees' salaries and related costs, payments to third parties to fulfill our payment transactions, payments to sales and marketing partners, payments for card rewards expenses, and other general corporate expenditures.Net cash provided by operating activities increased to $278.8 million during fiscal 2024 compared to $187.8 million during fiscal 2023. The net change was due mainly to the increase in our revenue during the year.Net Cash Provided by (Used in) Investing ActivitiesOur cash usage for our investing activities consists primarily of purchases of corporate and customer fund available-for-sale investments, purchases of loans held for investment (loans held for investment represent funds advanced, through a partnership with a third party, in connection with our invoice financing product), and capitalization of internal-use software. Our cash proceeds from our investing activities consist primarily of proceeds from the maturities and sale of corporate and customer fund available-for-sale investments and repayments of loans held for investment. Additionally, the increase or decrease in our net cash from investing activities is impacted by the net change in acquired card receivable balances.Our net cash used in investing activities was $409.4 million during fiscal 2024 compared to net cash provided of $259.3 million during fiscal 2023. The net change was primarily due to the decrease in proceeds from maturities of corporate and customer short-term investments.Net Cash Provided by (Used in) Financing ActivitiesOur cash proceeds from our financing activities consist primarily of proceeds from line of credit borrowings, employee purchases of our common stock under our Employee Stock Purchase Plan (ESPP). Our cash usage for our financing activities consists primarily of the repurchase of convertible senior notes and repurchases of shares. Additionally, the increase or decrease in our net cash from financing activities is impacted by the change in customer fund deposits liability and prepaid card deposit.Our net cash used in financing activities was $742.6 million during fiscal 2024 compared to net cash provided of $235.1 million during fiscal 2023. The net change was primarily due to the partial repurchase of our 2025 Notes and repurchases of our common stock.2027 NotesOn September 24, 2021, we issued $575.0 million in aggregate principal amount of our 0% convertible senior notes due on April 1, 2027 (the 2027 Notes). The 2027 Notes are senior, unsecured obligations, will not 75accrue interest unless we determine to pay special interest, and are convertible on or after January 1, 2027 until the close of business on the second scheduled trading day immediately preceding the maturity date on April 1, 2027. The 2027 Notes are convertible by the holders at their option during any calendar quarter after December 31, 2021 under certain circumstances, including if the last reported sale price of our common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on and including the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the $414.80 per share initial conversion price. If the note holders exercise their right to convert, our current intent is to settle such conversion through a combination settlement involving a repayment of the principal portion in cash and the balance in shares of common stock. For additional discussion about our 2027 Notes and the capped call transactions, refer to Note 10 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.2025 NotesOn November 30, 2020, we issued $1.15 billion in aggregate principal amount of our 0% convertible senior notes due on December 1, 2025 (the 2025 Notes). The 2025 Notes are senior, unsecured obligations, will not accrue interest unless we determine to pay special interest, and are convertible on or after September 1, 2025 until the close of business on the second scheduled trading day immediately preceding the maturity date on December 1, 2025. The 2025 Notes are convertible by the holders at their option during any calendar quarter after March 31, 2021 under certain circumstances, including if the last reported sale price of our common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on and including the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the $160.88 per share initial conversion price. If the note holders exercise their right to convert, our current intent is to settle such conversion through a combination settlement involving a repayment of the principal portion in cash and the balance in shares of common stock. In March 2024 and May 2024, we entered into privately-negotiated transactions with certain holders of our 2025 Notes to repurchase $748.2 million and $234.5 million aggregate principal amount of our 2025 Notes, respectively, for an aggregate cash repurchase price of $711.0 million and $221.6 million, inclusive of transaction costs, respectively. Following the repurchases, we cancelled the repurchased 2025 Notes and, after such

cancellation, $233.2 million aggregate principal amount of 2025 Notes remains outstanding. For additional discussion about our 2025 Notes and the capped call transactions, refer to Note 10 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.Revolving Credit FacilityWe have a total borrowing commitment of $300.0 million pursuant to our Revolving Credit and Security Agreement, by and between our subsidiary, Divvy Peach, LLC, Goldman Sachs Bank USA and the lenders party thereto (as amended to date, the Revolving Credit Facility), of which we borrowed $180.0 million as of JuneÂ 30, 2024. Revolving loans under the Revolving Credit Facility bear interest at a rate per annum determined by reference to either the SOFR Rate or an adjusted benchmark rate plus an applicable margin ranging from 2.65% to 2.75%, based on the outstanding principal amount and the date that principal amounts are outstanding. Obligations under the Revolving Credit Facility are secured by receivables generated by our BILL Divvy Corporate Card and certain related collateral. Our Revolving Credit Facility matures in June 2026 and the outstanding borrowings are payable on or before the maturity date. For additional discussion about our Revolving Credit Facility, refer to Note 10 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.Off-Balance Sheet ArrangementsWe are contractually obligated to purchase all card receivables from U.S.-based Issuing Banks including authorized transactions that have not cleared. The transactions that have been authorized but not cleared totaled $27.2 million as of JuneÂ 30, 2024 and have not been recorded on our consolidated balance sheets. We have off-balance sheet credit exposures with these authorized but not cleared transactions; however, our expected credit losses with respect to these transactions were not material as of JuneÂ 30, 2024. Other than our expected credit loss exposure on the card transactions that have not cleared, we had no other off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our consolidated financial condition, results of operations, liquidity, capital expenditures, or capital resources as of JuneÂ 30, 2024.76As of JuneÂ 30, 2024, we, in partnership with the Issuing Banks and the Originating Bank Partner, had approximately $2.8 billion in unused credit available to spending businesses and borrowers using our invoice financing product. While this balance represents the total unused credit available, historical trends and current expectations indicate that the unused credit will likely not be fully utilized by spending businesses and borrowers using our invoice financing product at any one time.Critical Accounting EstimatesOur consolidated financial statements have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, as well as the reported revenue generated, and reported expenses incurred during the reporting periods. Our estimates are based on our historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.While our significant accounting policies are described in the notes to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K, we believe that the following critical accounting estimates are most important to understanding and evaluating our reported financial results.Business CombinationsWe account for acquisitions using the acquisition method of accounting, which requires assigning the fair value of purchase consideration to the assets acquired and liabilities assumed by the acquirer at the acquisition date. The excess of the fair value of purchase consideration over the fair value of these assets acquired and liabilities assumed in the acquiree is recorded as goodwill. When determining the fair values of assets acquired and liabilities assumed in the acquiree, management makes significant estimates and assumptions, especially with respect to intangible assets. Critical estimates in valuing intangible assets include, but are not limited to, expected future cash flows, which includes consideration of future growth rates and margins, attrition rates, future changes in technology and brand awareness, loyalty and position, and discount rates. Fair value estimates are based on the assumptions management believes a market participant would use in pricing the asset or liability. Amounts recorded in a business combination may change during the measurement period, which is a period not to exceed one year from the date of acquisition, as additional information about conditions existing at the acquisition date becomes available.Expected Credit Losses on Acquired Card ReceivablesWe acquire card receivables pursuant to our contracts with certain Issuing Banks. The acquired card receivables portfolio consists of a large group of smaller balances from spending businesses across a wide range of industries. The allowance for expected credit losses reflects our estimate of uncollectible balances resulting from credit losses and is based on the determination of the amount of expected credit losses inherent in the acquired card receivables as of the reporting date. An estimate of lifetime expected credit losses is performed by incorporating historical loss experience, as well as current and future economic conditions over a reasonable and supportable period beyond the balance sheet date. In estimating expected credit losses, we use models that entail a significant amount of judgment. The primary areas of judgment used in measuring the quantitative components of our reserves relate to the attributes used to segment the portfolio, the determination of the historical loss experience look-back period, and the weighting of historical loss experience by monthly cohort. We use these models and assumptions to determine the reserve rates applicable to the outstanding acquired card receivables balances to estimate reserves for expected credit losses. Based on historical loss experience, the probability of default decreases over time, therefore the attribute used to segment the portfolio is the length of time since an accountâ€™s credit limit origination. Our models use past loss experience to estimate the probability of default and exposure at default by aged balances. We also estimate the likelihood and magnitude of recovery of previously charged-off loans based on historical recovery experience. Additionally, management evaluates whether to include qualitative reserves to cover credit losses that are expected but may not be adequately represented in the quantitative methodology or the economic assumptions. The qualitative reserves address possible limitations within the models or factors not included within the models, such as external conditions, changes in underwriting strategies, the nature and volume of the portfolio, and the volume and severity of past due accounts.77We review our assumptions periodically and the amount of allowance that we recorded may be impacted by actual performance of the acquired card receivables and changes in any of the assumptions used. In general, we charge-off card receivables after the balance substantially becomes 120 days delinquent. Spending Businesses RewardsOur BILL Spend and Expense product allows spending businesses to earn rewards based on transaction volume. The amount of rewards that a spending business earns varies based on the terms and conditions of the rewards program. The majority of our rewards are earned and paid based on fixed rates and are not subject to estimation uncertainty. The remaining rewards are earned through our reward points program and may be redeemed at varying rates based on the redemption method selected by the spending business. Redemption methods include statement credits, cash, travel, and gift cards. Determining a liability for the earned and outstanding rewards is a subjective process that requires the use of estimates and the exercise of significant judgment. We estimate the ultimate redemption cost of rewards points based on historical redemption trends. Our current assumption is that substantially all rewards earned will eventually be redeemed. We use the weighted-average redemption cost during the previous 12 months, adjusted as appropriate for recent changes in redemption costs, including changes related to the mix of rewards redeemed, to estimate future redemption costs. While the rewards liability is sensitive to changes in assumptions for redemption costs and involves significant judgment, we believe historical performance is the best indication of future rewards redemption behavior and therefore, it is the primary basis for our estimate.Recent Accounting PronouncementsSee â€œThe Company and its Significant Accounting Policiesâ€ Note 1 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for recently adopted accounting pronouncements and recently issued accounting pronouncements not yet adopted as of JuneÂ 30, 2024.Item 7A. Quantitative and Qualitative Disclosures About Market Risk Our overall investment portfolio is comprised of corporate investments and funds held for customers. Our corporate investments are invested in cash and cash equivalents and investment-grade fixed income marketable securities. These assets are available for corporate operating purposes and mature within 24 months from the date of purchase based on the effective maturity date. The funds held for customers are invested with safety of principal as the primary objective. As secondary objectives, we seek to provide liquidity and diversification and maximize interest income. The funds held for customers are invested in money market funds that maintain a constant net asset value, other cash equivalents, and highly liquid, investment-grade fixed income marketable securities, with maturities of up to 37 months from the time of purchase based on the effective maturity date. Certain types of investments may have effective maturity dates different from contractual maturity dates. Our investment policy governs the types of investments we make. We classify all of our investments in marketable securities as available-for-sale. As part of our customer funds investment strategy, we use funds collected daily from our customers to satisfy the obligations of other unrelated customers, rather than liquidating investments purchased with previously collected funds. There is risk that we may not be able to satisfy customer obligations in full or on time due to insufficient liquidity or due to a decline in value of our investments. However, the liquidity risk is minimized by collecting the customerâ€™s funds in advance of the payment obligation and by maintaining significant investments in bank deposits and constant net asset value money market funds that allow for same-day liquidity. The risk of a decline in investment value is minimized by our restrictive investment policy allowing for only short-term, high quality fixed income marketable securities. We also maintain other sources of liquidity including our corporate cash balances.Interest Rate and Credit RiskWe are exposed to interest rate risk relating to our investments of corporate cash and funds held for customers that we process through our bank accounts. Our corporate investment portfolio consists principally of interest-bearing bank deposits, money market funds, certificates of deposit, commercial paper, other corporate notes, asset-backed securities, and U.S. treasury securities. Funds that we hold for customers are held in non-interest and interest-bearing bank deposits, money market funds, certificates of deposit, commercial paper, 78other corporate notes, and U.S. treasury securities. We recognize interest earned from funds held for customers as revenue. We do not pay interest to customers. Factors that influence the rate of interest we earn include the short-term market interest rate environment and the weighting of our balances by security type. The annualized interest rate earned on our corporate investment portfolio and funds held for customers increased to 5.07% during fiscal 2024 compared to 3.51% during fiscal 2023 due primarily to the changes in the short-term interest rate environment during fiscal 2023 that remained elevated throughout fiscal 2024.Unrealized gains or losses on our marketable debt securities are due primarily to interest rate fluctuations from the time the securities were purchased. We account for both fixed and variable rate securities at fair value with unrealized gains and losses recorded in accumulated other comprehensive loss since we classify our marketable debt securities as available-for-sale. Our investments in marketable debt securities are generally held through maturity with minimal sales before maturity barring unforeseen circumstances, and thus unrealized gains or losses on fixed-income securities from market interest rate decreases or increases are not realized as the securities mature at par.We are also exposed to interest-rate risk relating to borrowings from our Revolving Credit Facility. As of JuneÂ 30, 2024, we borrowed $180.0 million from our Revolving Credit Facility. Because the interest rate on our borrowings is indexed to SOFR, which is a floating rate mechanism, our interest cost may increase if market interest rates rise. A hypothetical 1.0%-5.0% increase or decrease in interest rates would not have a material effect on our financial results. In addition to interest rate risks, we also have exposure to risks associated with changes in laws and regulations that may affect customer fund balances. For example, a change in regulations that restricts the permissible investment alternatives for customer funds would reduce our interest earned revenue.We are exposed to credit risk in connection with our investments in securities through the possible inability of the borrowers to meet the terms of the securities. We limit credit risk by investing in investment-grade securities as rated by Moodyâ€™s, Standard & Poorâ€™s, or Fitch, by investing only in securities that mature in the near-term, and by limiting concentration in securities other than U.S. Treasuries. Investment in securities of issuers with short-term credit ratings must be rated A-2/P-2/F2 or higher. Investment in securities of issuers with long-term credit ratings must be rated A- or A3, or higher. Investment in asset-backed securities and money market funds must be rated AAA or equivalent. Investment in repurchase agreements will be at least 102 percent collateralized with securities issued by the U.S. government or its agencies. Securities in our corporate portfolio may not mature beyond two years from purchase, and securities held in our customer fund accounts may not mature beyond 37 months from purchase, based on the effective maturity date. No more than 5% of invested funds, either corporate or customer, may be held in the issues of a single corporation.We are also exposed to credit risk related to the timing of payments made from customer funds collected. We typically remit customer funds to our customersâ€™ suppliers in advance of having good or confirmed funds collected from our customers and if a customer disputes a transaction after we remit funds on their behalf, then we could suffer a credit loss. Furthermore, our customers generally have three days to dispute transactions, and if we remit funds in advance of receiving confirmation that no dispute was initiated by our customer, then we could suffer a credit loss. We mitigate this credit exposure by leveraging our data assets to make credit underwriting decisions about whether to accelerate disbursements, managing exposure limits, and various controls in our operating systems.We continually evaluate the credit quality of the securities in our portfolios. If a security holding is downgraded below our credit rating threshold or we otherwise believe the securityâ€™s payment performance may be compromised, we will evaluate the relevant risks, remaining time to maturity, amount of principal, as well as other factors, and we will make a determination of whether to continue to hold the security or promptly sell it.We are exposed to credit risk from card receivable balances we have with our spending businesses. Spending businesses may default on their obligations to us due to bankruptcy, lack of liquidity, operational failure, or other reasons. Although we regularly review our credit exposure to specific spending businesses and to specific industries that we believe may present credit concerns, default risk may arise from events or circumstances that are difficult to foresee or detect, such as fraud. In addition, our ability to manage credit risk 79or collect amounts owed to us may be adversely affected by legal or regulatory changes (such as restrictions on collections or changes in bankruptcy laws, and minimum payment regulations). We rely principally on the creditworthiness of spending businesses for repayment of card receivables and therefore have limited recourse for collection. Our ability to assess creditworthiness may be impaired if the criteria or models we use to manage our credit risk prove inaccurate in predicting future losses, which could cause our losses to rise and have a negative impact on our results of operations. Any material increases in delinquencies and losses beyond our current estimates could have a material adverse impact on us. Although we make estimates to provide for expected credit losses in our outstanding portfolio of card receivables, these estimates may differ from actual losses.Foreign Currency Exchange Risk We are exposed to foreign currency exchange risk relating to our cross-border payment service, which allows customers to pay their international suppliers in foreign currencies. When customers make a cross-border payment, customers fund those payments in U.S. dollars based upon an exchange rate that is quoted on the initiation date of the transaction. Subsequently, when we convert and remit those funds to our customersâ€™ suppliers primarily through our global payment partners, the exchange rate may differ, due to foreign exchange fluctuation, from the exchange rate that was initially quoted. Our transaction fees to our customers are not adjusted for changes in foreign exchange rates between the initiation date of the transaction and the date the funds are converted. We are also exposed to foreign currency exchange risk relating to the operations of our subsidiaries in Australia and Canada. A change in foreign currency exchange rate can affect our financial results due to transaction gains or losses related to the remeasurement of certain monetary asset and monetary liability balances that are denominated in currencies other than the functional currency of our Australian and Canadian subsidiaries, which are both in U.S. dollars. If the value of the U.S. dollar weakens relative to the foreign currencies, this may have an unfavorable effect on our cash flows and operating results. We do not believe that a 10% change in the relative value of the U.S. dollar to other foreign currencies would have a material effect on our cash flows and operating results.80Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATAReport of Independent Registered Public Accounting Firm (PCAOB ID: 238)82Report of Predecessor Auditor (PCAOB ID: 42)85Consolidated Balance Sheets 86Consolidated Statements of Operations 87Consolidated Statements of Comprehensive Loss 88Consolidated Statements of Stockholders' Equity89Consolidated Statements of Cash Flows 90Notes to Consolidated Financial Statements91Note 1 â€“ The Company and Its Significant Accounting Policies91Note 2 â€“ Revenue99Note 3 â€“ Business Combination101Note 4 â€“ Fair Value Measurement102Note 5 â€“ Short-Term Investments and Funds Held for Customers105Note 6 â€“ Acquired Card Receivables108Note 7 - Loans Held for Investment109Note 8 â€“ Property and Equipment109Note 9 â€“ Goodwill and Intangible Assets110Note 10 â€“ Debt and Bank Borrowings111Note 11 â€“ Stockholders' Equity115Note 12 â€“ Other Income (Expense), Net118Note 13 â€“ Income Taxes118Note 14 â€“ Leases121Note 15 â€“ Commitments and Contingencies122Note 16 - Restructuring123Note 17 â€“ Net Loss Per Share Attributable to Common Stockholders12481Report of Independent Registered Public Accounting FirmTo the Stockholders and Board of Directors of BILL Holdings, Inc.Opinions on the Financial Statements and Internal Control over Financial ReportingWe have audited the accompanying consolidated balance sheet of BILL Holdings, Inc. and its subsidiaries (the â€œCompanyâ€) as of June 30, 2024, and the related consolidated statements of operations, of comprehensive loss, of stockholdersâ€™ equity, and of cash flows for the year then ended, including the related notes (collectively referred to as the â€œconsolidated financial statementsâ€). We also have audited the Company's internal control over financial reporting as of June 30, 2024, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of June 30, 2024, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2024, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.Basis for OpinionsThe Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the

effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Companyâ€™s consolidated financial statements and on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.Our audit of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.Definition and Limitations of Internal Control over Financial ReportingA companyâ€™s internal control over financial reporting is a process designed 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. A companyâ€™s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; 82and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the companyâ€™s assets that could have a material effect on the financial statements.Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Critical Audit MattersThe critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.Revenue RecognitionAs described in Notes 1 and 2 to the consolidated financial statements, the Company enters into contracts with small and midsize businesses (SMB) and accounting firm customers to provide access to the functionality of the Companyâ€™s cloud-based payments platform to process transactions. The Company charges its SMB and accounting firm customers subscription fees for access to its platform either based on the number of users or per customer account and the level of service. The Company generally also charges these customers transaction fees based on transaction volume and the category of transaction. The contractual price for subscription and transaction services is based on either negotiated fees or the rates published on the Companyâ€™s website. The Company accounts for its annual and monthly contracts as a series of distinct services that are satisfied over time. The Company enables SMB and accounting firm customers to make virtual card payments to their suppliers. The Company also facilitates the extension of credit to spending businesses through the BILL Spend and Expense product in the form of BILL Divvy Corporate Cards. For each virtual card and BILL Divvy Corporate Card transaction, suppliers are required to pay interchange fees to the issuer of the card. Based on the Company's agreements with its Issuing Banks, the Company recognizes the interchange fees as revenue gross or net of rebates received from the Issuing Bank based on the Company's determination of whether it is the principal or agent under the agreements. The Company enters into multi-year contracts with financial institution customers to provide access to the Companyâ€™s cloud-based payments platform to process transactions. These contracts typically include fees for initial implementation services that are paid during the period the implementation services are provided as well as fees for subscription and transaction processing services, which are subject to guaranteed monthly minimum fees that are paid monthly over the contract term. The Company also earns revenue from interest earned on funds held for customers that are initially deposited into the Companyâ€™s bank accounts that are separate from the Companyâ€™s operating cash accounts until remitted to the customers or their suppliers. Interest and fees earned are recognized based on the effective interest method and also include the accretion of discounts and the amortization of premiums on marketable debt securities. The Companyâ€™s revenue was $1,290 million for the year ended June 30, 2024.The principal considerations for our determination that performing procedures relating to revenue recognition is a critical audit matter are a high degree of auditor effort in performing procedures and evaluating audit evidence related to the Companyâ€™s revenue recognition. Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the revenue recognition process. These procedures also included, among others (i) for certain revenue streams, testing revenue recognized for a sample of revenue transactions by obtaining and inspecting source documents, such as user agreements and third-party bank statements; (ii) for certain revenue streams, developing an independent expectation of revenue, generally based on transaction volume and historical or contractual pricing, and comparing the result to revenue recognized; (iii) for certain revenue streams, confirming total revenue recognized for the year ended June 30, 2024; and (iv) for certain 83revenue streams, testing the collection of cash receipts during the year and accounts receivable balances as of June 30, 2024 for amounts not yet collected./s/ PricewaterhouseCoopers LLPSan Jose, CaliforniaAugustÂ 23, 2024We have served as the Companyâ€™s auditor since 2023.84Report of Independent Registered Public Accounting FirmTo the Shareholders and the Board of Directors of BILL Holdings, Inc.Opinion on Internal Control Over Financial ReportingWe have audited the accompanying consolidated balance sheet of BILL Holdings, Inc. (the Company) as of June 30, 2023, the related consolidated statements of operations, comprehensive loss, stockholdersâ€™ equity and cash flows for each of the two years in the period ended June 30, 2023, and the related notes (collectively referred to as the â€œconsolidated financial statementsâ€). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at June 30, 2023, and the results of its operations and its cash flows for each of the two years in the period ended June 30, 2023, in conformity with U.S. generally accepted accounting principles.Basis for OpinionThese financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Companyâ€™s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.We conducted our audits in accordance with the standards of the PCAOB.Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion./s/ Ernst & Young LLPWe served as the Companyâ€™s auditor from 2018 to 2023. San Mateo, CaliforniaAugust 29, 202385BILL HOLDINGS, INC.CONSOLIDATED BALANCE SHEETS(In thousands, except per share amounts)Â June 30,Â 20242023ASSETSÂ Â Current assets:Â Â Cash and cash equivalents$985,941Â $1,617,151Â Short-term investments601,535Â 1,043,110Â Accounts receivable, net28,049Â 28,233Â Acquired card receivables, net of allowances of $20,883 and $15,498 as of JuneÂ 30, 2024 and 2023, respectively697,216Â 458,650Â Prepaid expenses and other current assets297,169Â 170,111Â Funds held for customers3,704,907Â 3,355,909Â Total current assets6,314,817Â 6,673,164Â Non-current assets:Â Â Operating lease right-of-use assets, net59,414Â 68,988Â Property and equipment, net88,034Â 81,564Â Intangible assets, net281,471Â 361,427Â Goodwill2,396,509Â 2,396,509Â Other assets38,568Â 54,366Â Total assets$9,178,813Â $9,636,018Â Â Â Â LIABILITIES AND STOCKHOLDERS' EQUITYÂ Â Current liabilities:Â Â Accounts payable$7,447Â $8,519Â Accrued compensation and benefits34,158Â 32,901Â Deferred revenue17,006Â 26,328Â Other accruals and current liabilities299,506Â 194,733Â Borrowings from credit facilities, netâ€”Â 135,046Â Customer fund deposits3,704,907Â 3,355,909Â Total current liabilities4,063,024Â 3,753,436Â Non-current liabilities:Â Â Deferred revenue4,167Â 410Â Operating lease liabilities62,847Â 72,477Â Borrowings from credit facilities, net180,009Â â€”Â Convertible senior notes, net733,991Â 1,704,782Â Other long-term liabilities574Â 18,944Â Total liabilities5,044,612Â 5,550,049Â Commitments and contingencies (Note 15)Stockholders' equity:Â Â Preferred stock: $0.00001 par value per share; 10,000 shares authorized; none issued and outstandingâ€”Â â€”Â Common stock; $0.00001 par value per share; 500,000 shares authorized; 106,646 and 106,550 shares issued and outstanding at JuneÂ 30, 2024 and 2023, respectively2Â 2Â Additional paid-in capital5,233,037Â 4,946,623Â Accumulated other comprehensive loss(1,890) (4,488)Accumulated deficit(1,096,948)(856,168)Total stockholders' equity4,134,201Â 4,085,969Â Total liabilities and stockholders' equity$9,178,813Â $9,636,018Â See accompanying notes to consolidated financial statements.86BILL HOLDINGS, INC.CONSOLIDATED STATEMENTS OF OPERATIONS(In thousands, except per share amounts)Â Year endedJuneÂ 30,Â 20242023202232022RevenueSubscription and transaction fees$1,122,733Â $944,710Â $633,365Â Interest on funds held for customers167,439Â 113,758Â 8,594Â Total revenue1,290,172Â 1,058,468Â 641,959Â Cost of revenueService costs189,894Â 151,010Â 105,496Â Depreciation and amortization (1)44,722Â 42,967Â 39,508Â Total cost of revenue234,616Â 193,977Â 145,004Â Gross profit1,055,556Â 864,491Â 496,955Â Operating expensesResearch and development336,754Â 314,632Â 219,818Â Sales and marketing478,540Â 515,858Â 307,151Â General and administrative277,662Â 249,054Â 221,030Â Provision for expected credit losses60,105Â 32,224Â 20,144Â Depreciation and amortization (1)49,072Â 48,496Â 45,630Â Restructuring27,587Â â€”Â â€”Â Total operating expenses1,229,720Â 1,160,264Â 813,773Â Operating loss(174,164)(295,773)(316,818)Other income (expense), net147,845Â 72,856Â (13,861)Loss before provision for (benefit from) income taxes(26,319)(222,917)(330,679)Provision for (benefit from) income taxes2,559Â 808Â (4,318)Net loss$(28,878)$(223,725)$(326,361)Net loss per share attributable to common stockholders:Basic and diluted(0.27)(2.11)$(3.21)Weighted-average number of common shares used to compute net loss per share attributable to common stockholders:Basic and diluted106,102Â 105,976Â 101,753Â (1) Depreciation and amortization do not include amortization of capitalized internal-use software costs paid in cash.See accompanying notes to consolidated financial statements. 87BILL HOLDINGS, INC.CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS(In thousands)Year endedJuneÂ 30,202420232022Net loss$(28,878)$(223,725)$(326,361)Other comprehensive income (loss):Net unrealized gain (loss) on investments in available-for-sale securities2,598Â 5,729Â (10,117)Comprehensive loss$(26,280)$(217,996)$(336,478)See accompanying notes to consolidated financial statements. 88BILL HOLDINGS, INC.CONSOLIDATED STATEMENTS OF STOCKHOLDERSâ€™ EQUITY(In thousands)Â Common stockAdditional paid-in capital Accumulated other comprehensive lossAccumulated deficit Total stockholders' equity Â SharesAmountBalance at JuneÂ 30, 202194,504Â $2Â $2,777,155Â (100)(247,467)$2,529,590Â Cumulative effect of the accounting change upon the adoption of ASU 2020-06â€”Â â€”Â (245,066)â€”Â 29,000Â (216,066)Issuance of common stock upon public offering, net of underwriting discounts and other offering costs5,074Â â€”Â 1,341,122Â â€”Â â€”Â 1,341,122Â Issuance of common stock as consideration for the acquisition, net of issuance costs1,788Â â€”Â 488,263Â â€”Â â€”Â 488,263Â Fair value of replacement awardsâ€”Â â€”Â 26,710Â â€”Â â€”Â 26,710Â Issuance of common stock upon exercise of stock options and release of restricted stock units3,283Â â€”Â 34,024Â â€”Â â€”Â 34,024Â Issuance of common stock under the employee stock purchase plan82Â â€”Â 12,849Â â€”Â â€”Â 12,849Â Purchase of capped callsâ€”Â â€”Â (37,893)â€”Â â€”Â (37,893)Stock-based compensationâ€”Â â€”Â 201,573Â â€”Â â€”Â 201,573Â Other comprehensive lossâ€”Â â€”Â â€”Â (10,117)â€”Â (10,117)Net lossâ€”Â â€”Â â€”Â â€”Â (326,361)(326,361)Balance at JuneÂ 30, 2022104,731Â 2Â 4,598,737Â (10,217)(544,828)4,043,694Â Issuance of common stock upon exercise of stock options and release of restricted stock units2,703Â â€”Â 13,872Â â€”Â â€”Â 13,872Â Issuance of common stock as consideration for an acquisition40Â â€”Â 3,375Â â€”Â â€”Â 3,375Â Issuance of common stock under the employee stock purchase plan182Â â€”Â 17,879Â â€”Â â€”Â 17,879Â Repurchase and retirement of common stock(1,106)â€”Â Â â€”Â Â â€”Â (87,615)(87,615)Stock-based compensationâ€”Â â€”Â 312,760Â â€”Â â€”Â 312,760Â Other comprehensive incomeâ€”Â â€”Â â€”Â 5,729Â â€”Â 5,729Â Net lossâ€”Â â€”Â â€”Â â€”Â (223,725)(223,725)Balance at JuneÂ 30, 2023106,550Â 2Â 4,946,623Â (4,488)(856,168)4,085,969Â Issuance of common stock upon exercise of stock options, warrants and release of restricted stock units, net of shares withheld and retired for tax2,754Â â€”Â 13,002Â â€”Â â€”Â 13,002Â Issuance of common stock under the employee stock purchase plan225Â â€”Â 16,495Â â€”Â â€”Â 16,495Â Repurchase and retirement of common stock, including excise tax(2,883)â€”Â â€”Â â€”Â (211,902)(211,902)Unwind of capped callsâ€”Â â€”Â 9,657Â â€”Â â€”Â 9,657Â Stock-based compensationâ€”Â â€”Â 247,260Â â€”Â â€”Â 247,260Â Other comprehensive incomeâ€”Â â€”Â â€”Â 2,598Â â€”Â 2,598Â Net lossâ€”Â â€”Â â€”Â â€”Â (28,878)(28,878)Balance at JuneÂ 30, 2024106,646Â $2Â $5,233,037Â $(1,890)$(1,096,948)$4,134,201Â See accompanying notes to consolidated financial statements.89BILL HOLDINGS, INC.CONSOLIDATED STATEMENTS OF CASH FLOWS(In thousands) Â Year endedJuneÂ 30,Â 20242023202232022Cash flows from operating activities:Â Â Â Net loss$(28,878)$(223,725)$(326,361)Adjustments to reconcile net loss to net cash provided by (used in) operating activities:Stock-based compensation248,375Â 313,567Â 197,157Â Amortization of intangible assets79,956Â 80,205Â 75,977Â Depreciation of property and equipment 13,838Â 11,258Â 9,161Â Amortization of capitalized internal-use software costs9,369Â 4,215Â 2,366Â Amortization of debt issuance costs6,238Â 6,964Â 4,777Â Amortization of premium (accretion of discount) on investments in marketable debt securities(55,062)(37,194)11,386Â Accretion of discount on loans held for investment (9,209)(127)â€”Â Provision for expected credit losses on acquired card receivables and other financial assets60,105Â 32,189Â 19,879Â Gain on debt extinguishment(46,654)â€”Â â€”Â Non-cash operating lease expense8,642Â 9,493Â 8,601Â Deferred income taxes(361)(1,361)(4,075)Other1,756Â 1,254Â (726)Changes in assets and liabilities:Accounts receivable69Â (4,482)(3,032)Prepaid expenses and other current assets(6,825)(16,844)(12,970)Other assets7,528Â 320Â 5,105Â Accounts payable(1,125)(1,686)(3,771)Other accruals and current liabilities20,992Â 34,465Â 7,460Â Operating lease liabilities(9,839)(10,303)(7,877)Other long-term liabilities(14,580)(3,097)(6,749)Deferred revenue(5,564)(7,343)5,599Â Net cash provided by (used in) operating activities278,771Â 187,768Â (18,093)Cash flows from investing activities:Â Â Â Cash paid for acquisition, net of acquired cash and cash equivalentsâ€”Â (28,902)(144,349)Purchases of corporate and customer fund short-term investments(2,682,659)(2,743,763)(2,801,697)Proceeds from maturities of corporate and customer fund short-term investments2,512,107Â 3,283,961Â 1,902,474Â Proceeds from sale of corporate and customer fund short-term investments1,539Â 11,607Â 55,744Â Purchases of loans held for investment(359,654)(5,878)â€”Â Principal repayments of loans held for investment326,172Â 4,472Â â€”Â Acquired card receivables, net(185,486)(234,256)(129,178)Purchases of property and equipment(976)(7,589)(5,377)Capitalization of internal-use software costs(19,917)(23,614)(10,259)Proceeds from beneficial interestâ€”Â 2,080Â 6,699Â Other(500)1,167Â (1,359)Net cash provided by (used in) investing activities(409,374)259,285Â (1,127,302)Cash flows from financing activities:Â Â Â Proceeds from issuance of common stock upon public offering, net of underwriting discounts and other offering costsâ€”Â â€”Â 1,341,122Â Proceeds from issuance of convertible senior notes, net of discounts and issuance costsâ€”Â â€”Â 560,075Â Purchase of capped callsâ€”Â â€”Â (37,893)Payments for repurchase of convertible senior notes(933,187)â€”Â â€”Â Proceeds from unwind of capped calls11,442Â â€”Â â€”Â Customer fund deposits liability and other353,964Â 204,390Â 941,003Â Repurchase of common stock(211,902)(87,615)â€”Â Prepaid card deposits(17,901)26,584Â 29,886Â Proceeds from line of credit borrowings45,000Â 60,000Â 37,500Â Payments on line of credit and bank borrowingsâ€”Â â€”Â (40,000)Proceeds from exercise of stock options8,114Â 13,872Â 34,024Â Tax withholdings related to net share settlements of equity awards(3,862)â€”Â â€”Â Proceeds from issuance of common stock under the employee stock purchase plan16,495Â 17,879Â 12,849Â Contingent consideration payout(10,762)â€”Â â€”Â Net cash provided by (used in) financing activities(742,599)235,110Â 2,878,566Â Effect of exchange rate changes on cash, cash equivalents, restricted cash and restricted cash equivalents(240)(38)(149)Net increase (decrease) in cash, cash equivalents, restricted cash, and restricted cash equivalents(873,442)682,125Â 1,733,022Â Cash, cash equivalents, restricted cash, and restricted cash equivalents, beginning of year4,224,840Â 3,542,715Â 1,809,693Â Cash, cash equivalents, restricted cash, and restricted cash equivalents, end of year$3,351,398Â $4,224,840Â $3,542,715Â Reconciliation of cash, cash equivalents, restricted cash, and restricted cash equivalents within the consolidated balance sheets to the amounts

shown in the consolidated statements of cash flows above:Â Â Â Cash and cash equivalents$985,941Â $1,617,151Â $1,596,542Â Restricted cash included in other current assets174,101Â 87,322Â 85,252Â Restricted cash included in other assets5,297Â 13,810Â 6,724Â Restricted cash and restricted cash equivalents included in funds held for customers2,186,059Â 2,506,557Â 1,854,197Â Total cash, cash equivalents, restricted cash, and restricted cash equivalents, end of year$3,351,398Â $4,224,840Â $3,542,715Â Supplemental disclosure of cash flow information:Â Â Â Cash paid for interest during the period $12,611Â $7,440Â $4,867Â Cash paid for income taxes during the period$5,628Â $1,266Â $â€”Â Noncash investing and financing activities:Â Â Â Payable on purchases of acquired card receivables$105,406Â $â€”Â $â€”Â Fair value of shares issued as consideration for acquisition$â€”Â $3,375Â $488,494Â Fair value of stock-based awards assumed in acquisition$â€”Â $â€”Â $21,724Â Fair value of earn-out consideration for acquisition$10,762Â $â€”Â See accompanying notes to consolidated financial statements.90BILL HOLDINGS, INC.NOTES TO CONSOLIDATED FINANCIAL STATEMENTSNOTE 1 â€“ THE COMPANY AND ITS SIGNIFICANT ACCOUNTING POLICIES Bill.com, Inc. was incorporated in the State of Delaware in April 2006. Bill.com Holdings, Inc. was incorporated in the State of Delaware in August 2018 (and renamed BILL Holdings, Inc. in February 2023). In November 2018, Bill.com, Inc. consummated a reorganization with BILL Holdings, Inc., resulting in the latter becoming the parent entity of Bill.com, Inc. BILL Holdings, Inc. and its wholly-owned subsidiaries are collectively referred to as the â€œCompanyâ€.The Company is a provider of software-as-a-service, cloud-based payments, and spend and expense management products, which allow users to automate accounts payable and accounts receivable transactions, enable businesses to easily connect with their suppliers and/or customers to do business, eliminate expense reports, manage cash flows, and improve back-office efficiency.Follow-on OfferingOn SeptemberÂ 24, 2021, the Company closed a public offering in which the Company issued and sold a total of 5,073,529 shares of common stock at a public offering price of $272.00 per share. The Company received $1.3 billion in net proceeds from this public offering, after deducting underwriting discounts, commissions, and other offering costs of $38.9 million. Basis of Presentation and Principles of ConsolidationThe accompanying consolidated financial statements include the accounts of the Company and were prepared in conformity with U.S. generally accepted accounting principles (GAAP) and applicable rules and regulations of the Securities and Exchange Commission (SEC). All intercompany accounts and transactions have been eliminated.ReclassificationCertain accounts in the prior period consolidated statements of operation and consolidated statements of cash flows were reclassified to conform with the current year presentation.Segment Reporting The Company operates as one operating segment because its chief operating decision maker, who is the Chief Executive Officer, reviews its financial information on a consolidated basis for purposes of making decisions regarding allocating resources and assessing performance. The Company's long-lived assets are mainly located in the United States (U.S.) and revenue is mainly generated in the U.S. Long-lived assets outside the U.S. was zero and not material as of JuneÂ 30, 2024 and 2023, respectively. Total revenue from external customers outside of the U.S. was less than 3% of consolidated total revenue during each of the years ended JuneÂ 30, 2024, 2023, and 2022.Business CombinationsThe Company accounts for acquisitions using the acquisition method of accounting, which requires, among other things, allocation of the fair value of purchase consideration to the tangible and intangible assets acquired and liabilities assumed at their estimated fair values on the acquisition date. The excess of the fair value of purchase consideration over the values of the identifiable assets and liabilities is recorded as goodwill.The determination of the fair value of assets acquired and liabilities assumed involves assessments of factors such as the expected future cash flows associated with individual assets and liabilities and appropriate discount rates at the date of the acquisition. Significant management inputs used in the estimation of fair value of assets acquired and liabilities assumed include, but are not limited to, expected future cash flows, future changes in technology, estimated replacement costs, discount rates, and assumptions about the period of time the brand will continue to be used in the Companyâ€™s product portfolio. Where appropriate, external advisers are 91consulted to assist in the determination of fair value. For non-observable market values, fair value has been determined using acceptable valuation methods (e.g., relief from royalty methods). The results of operations for businesses acquired are included in the financial statements from the acquisition date. Acquisition-related expenses and post-acquisition integration costs are recognized separately from the business combination and are expensed as incurred. During the measurement period, not to exceed one year from the date of acquisition, the Company may record adjustments to the tangible and intangible assets acquired and liabilities assumed, including the fair value of acquired intangible assets, an indemnification asset related to certain assumed liabilities, net lease liabilities, uncertain tax positions, tax-related valuation allowances, and pre-acquisition contingencies with a corresponding offset to goodwill. The Company continues to collect information and reevaluates these estimates and assumptions quarterly and records any adjustments to the Companyâ€™s preliminary estimates to goodwill provided that the Company is within the measurement period. After the measurement period, any subsequent adjustments are reflected in the consolidated statements of operations.Use of EstimatesThe preparation of consolidated financial statements in conformity with GAAP requires management to make various estimates and assumptions that affect the amounts reported and disclosed in the consolidated financial statements and the accompanying notes. Management regularly assesses these estimates, including, but not limited to useful lives of long-lived assets; capitalization of internal-use software costs; the estimate of expected credit losses on accounts receivable, acquired card receivables, and loans held for investment; accrual for rewards; benefit periods used to amortize deferred costs; reserve for losses on funds held for customers; and valuation of deferred tax assets. The Company evaluates these estimates and assumptions and adjusts them accordingly. Actual results could differ from those estimates, and such differences may be material to the consolidated financial statements.Funds Held for Customers and Customer Fund DepositsFunds held for customers and the corresponding liability on customer fund deposits represent funds that are collected from customers for payments to their suppliers and funds that are collected on behalf of customers. Generally, these funds held for customers are initially deposited in separate bank accounts until remitted to the customersâ€™ suppliers or to the customers. Funds held for customers also include amounts that are held by or deposited into the accounts of payment processing companies and receivables from customers. The funds held for customers are restricted for the purpose of satisfying the customersâ€™ fund obligations and are not available for general business use by the Company. The Company partially invests funds held for customers in highly liquid investments, which include money market funds and marketable debt securities with maturities of three months or less, as well as marketable debt securities with maturities ranging from more than three months up to thirty-seven months at the time of purchase based on the effective maturity date. Funds held for customers that are invested in marketable debt securities are classified as available-for-sale. These investments are carried at fair value, with unrealized gains or losses included in accumulated other comprehensive loss on the consolidated balance sheets and as a component of the consolidated statements of comprehensive loss. The Company contractually earns interest on funds held for customers with associated counterparties. Cash, Cash Equivalents, Restricted Cash and Restricted Cash EquivalentsCash and cash equivalents consist of cash in banks, highly liquid investments with maturities of three months or less at the time of purchase.Restricted cash consists of (i) amounts restricted under deposit account control agreements, (ii) minimum cash balances that are required to be maintained by certain banks, (iii) cash collateral required by the Companyâ€™s lessors to satisfy letter of credit requirements under its lease agreements, (iv) cash collateral required by a bank in connection with the Companyâ€™s money transmission activities, and (v) cash in bank and cash deposits held by payment processing companies included in funds held for customers. Restricted cash equivalents consist of highly liquid investments with maturities of three months or less at the time of purchase that are included in funds held for customers. Except for the restricted cash included in funds held for customers, the current and non-current portion of the restricted cash is included in prepaid expenses and other current assets, and in other assets, respectively, in the accompanying consolidated balance sheets.92Shortâ€“term InvestmentsThe Company invests excess cash in a diversified portfolio of highly rated marketable debt securities with maturities of more than three months. These securities are classified as available-for-sale and recorded at fair value. The Company determines the appropriate classification of investments in marketable debt securities at the time of purchase and reevaluates such designation at each balance sheet date. After consideration of risk versus reward attributes and liquidity requirements, the Company may sell these debt securities prior to their stated maturities. As the Company views these securities as available to support current operations, including those with maturities beyond 12 months, and therefore classifies these securities as current assets in the accompanying consolidated balance sheets. Unrealized gains or losses are included in accumulated other comprehensive loss on the consolidated balance sheets and as a component of the consolidated statements of comprehensive loss. If the estimated fair value of an available-for-sale debt security is below its amortized cost basis, then the Company evaluates for impairment. The Company considers its intent to sell the security or whether it is more likely than not that it will be required to sell the security before recovery of its amortized basis. If either of these criteria are met, the debt securityâ€™s amortized cost basis is written down to fair value through other income (expense), net in the consolidated statements of operations. If neither of these criteria are met, the Company evaluates whether unrealized losses have resulted from a credit loss or other factors. When a credit loss exists, the Company compares the present value of cash flows expected to be collected from the debt security with the amortized cost basis of the security to determine what allowance amount, if any, should be recorded. An impairment relating to credit losses is recorded through an allowance for credit losses reported in other income (expense), net in the consolidated statements of operations. The allowance is limited by the amount that the fair value of the debt security is below its amortized cost basis.Concentrations of Credit Risk Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash, cash equivalents, restricted cash, restricted cash equivalents, short-term investments, accounts receivable, acquired card receivables and loans held for investment (collectively referred to as Financial Assets). The Company maintains its cash, cash equivalents, restricted cash, restricted cash equivalents and short-term investments with large multinational financial institutions that may at times exceed federally insured limits. Management believes that the financial institutions with which the Company does business are financially sound with minimal credit risk. Management further believes the associated risk of concentration for the Companyâ€™s investments is mitigated by holding a diversified portfolio of highly rated investments consisting of money market funds and short-term debt securities.The Company performs credit evaluations to verify the credit quality of its Financial Assets and determine any at-risk receivables. As of JuneÂ 30, 2024 and 2023, the allowance for expected credit losses related to accounts receivable, acquired card receivables and loans held for investment totaled approximately $25.8 million and $15.9 million, respectively. These amounts do not include the immaterial allowance for expected credit losses on the card receivables that have been authorized but not cleared at the end of the periods (see Note 15).There were no customers that exceeded 10% of the Companyâ€™s total revenue during each of the years ended JuneÂ 30, 2024, 2023, and 2022.Foreign Currency The functional currency of the Company's foreign subsidiaries is the U.S. dollar, which is the Company's reporting currency. Gains and losses from the remeasurement of transactions denominated in foreign currencies other than the functional currency of the foreign subsidiaries are included in other income (expense), net in the accompanying statements of operations.Accounts Receivable and Unbilled Revenue Accounts receivable, which consist primarily of fees from customers, including accounting firm and financial institution customers, are recorded at the invoiced amount, net of an allowance for expected credit losses. Unbilled revenue is recorded based on amounts that the Company expects to invoice to customers in the subsequent period. The allowance for expected credit losses related to accounts receivable and unbilled 93revenue is based on the Companyâ€™s assessment of the collectability of the receivables. The Company regularly reviews the adequacy of the allowance for expected credit losses by considering the age of each outstanding invoice and the collection history of each customer to determine whether a specific allowance is appropriate. Accounts receivable deemed uncollectible are charged against the allowance for expected credit losses when identified. For all periods presented, the allowance for expected credit losses related to accounts receivable and unbilled revenue was not material.Loans Held for InvestmentLoans held for investment represent funds advanced under either a term loan or line of credit agreement, through a partnership with a third-party bank (the Originating Bank Partner) in connection with the Company's invoice financing product, with each invoice financed having a repayment term of 12 months. The Company purchases loans or lines of credit draws from the Originating Bank Partner pursuant to the terms outlined in the loan sale agreement between the Company and the Originating Bank Partner. The undrawn lines of credit are unconditionally cancellable. Loans that the Company has the intent and ability to hold for the foreseeable future or until maturity or payoff are classified as held for investment and are initially recognized at their purchase price and subsequently reported at amortized cost. The loans held for investment are recorded net of the allowance for expected credit losses. The Company accretes discount and interest income using the effective interest method over the life of the loan. Accretion of discount and interest income on these loans is included in subscription and transaction fees revenue in the accompanying consolidated statements of operations.Property and EquipmentProperty and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the respective assets, generally one to four years. Leasehold improvements are amortized over the shorter of estimated useful lives of the assets or the lease term. Expenditures for repairs and maintenance are charged to expense as incurred. Upon disposition, the cost and related accumulated depreciation and amortization are removed from the accounts and the resulting gain or loss is reflected in the consolidated statements of operations.The Company capitalizes internal and external direct costs incurred related to obtaining or developing internal-use software. Costs incurred during the application development stage are capitalized and are amortized using the straight-line method over the estimated useful lives of the software, generally three years commencing on the first day of the month following when the software is ready for its intended use. Costs related to planning and other preliminary project activities and post-implementation activities are expensed as incurred.Acquired Card Receivables The portfolio of acquired card receivables consists of U.S. based commercial accounts diversified across various geographies and industries. The Company manages credit risk based on common risk characteristics including financial condition of the users of the spend and expense management application. Acquired card receivables are reported at their principal amounts outstanding net of allowance for expected credit losses and represent a revolving line of credit. The undrawn lines of credit are unconditionally cancellable. Acquired card receivables are deemed to be held for investment when such receivables are not acquired specifically for resale. As part of the onboarding process, users of the Companyâ€™s free spend and expense management application are provided with a credit limit subject to a credit policy and underwriting process which is periodically re-performed based on risk indicators and the size of the credit limit. Spending businesses may over fund their accounts through payments in excess of the outstanding balance. Such over funded amounts are recorded as prepaid card deposits, which are included in other accruals and current liabilities in the accompanying consolidated balance sheets.94Acquired card receivables represent amounts due on card transactions integrated with the spend and expense management application. The Company is contractually obligated to purchase a 100% participation interest in all card receivables from U.S.-based card issuing banks (Issuing Banks) including authorized transactions that have not cleared at the Issuing Banks. Acquired card receivables are recorded at the time a transaction clears at the Issuing Banks and generally payment for the card receivables is made on the day the transaction clears at the Issuing Banks.The acquired card receivables portfolio consists of a large group of smaller balances from spending businesses across a wide range of industries. The allowance for expected credit losses reflects the Companyâ€™s estimate of uncollectible balances resulting from credit losses and is based on the determination of the amount of expected credit losses inherent in the acquired card receivables as of the reporting date. An estimate of lifetime expected credit losses is performed by incorporating historical loss experience, as well as current and future economic conditions over a reasonable and supportable period beyond the balance sheet date. In estimating expected credit losses, the Company uses models that entail a significant amount of judgment. The primary areas of judgment used in measuring the quantitative components of the Companyâ€™s reserves relate to the attributes used to segment the portfolio, the determination of the historical loss experience look-back period, and the weighting of historical loss experience by monthly cohort. The Company uses these models and assumptions to determine the reserve rates applicable to the outstanding acquired card receivables balances to estimate reserves for expected credit losses. Based on historical loss experience, the probability of default decreases over time, therefore the attribute used to segment the portfolio is the length of time since an accountâ€™s credit limit origination. The Companyâ€™s models use past loss experience to estimate the probability of default and exposure at default by aged balances. The Company also estimates the likelihood and magnitude of recovery of previously charged-off loans based on historical recovery experience. Additionally, management evaluates whether to include qualitative reserves to cover credit losses that are expected but may not be adequately represented by the quantitative methodology or the economic assumptions. The qualitative reserves address possible limitations within the models or factors not included within the models, such as external conditions, changes in underwriting strategies, the nature and volume of the portfolio, and the volume and severity of past due accounts. In general, acquired card receivables are charged-off after substantially the entire balance becomes 120 days delinquent. Assumptions regarding expected losses are reviewed periodically and may be impacted by actual performance of the acquired card receivables and changes in any of the factors discussed above. As of June 30, 2024 and 2023, the allowance for expected credit losses on acquired card receivables shown on the consolidated balance sheets totaled $20.9 million and $15.5 million, respectively. These amounts do not include the immaterial allowance for expected credit losses on card receivables that have been authorized but not cleared at the end of the periods (see Note 15). GoodwillGoodwill represents the excess of the purchase price of the acquisition over the net fair value of identifiable assets acquired and liabilities assumed. Goodwill amounts are not amortized.Intangible AssetsThe Company generally recognizes assets for customer relationships, developed technology and finite-lived trade names from an acquisition. Finite-lived intangible assets are carried at acquisition

cost less accumulated amortization. Such amortization is recorded on a straight-line basis over the estimated useful lives of the respective assets, generally from three to ten years. Amortization for developed technology is recognized in cost of revenue. Amortization for customer relationships and trade names is recognized in sales and marketing expenses.ImpairmentGoodwill is tested annually at the reporting unit level for impairment during the fourth fiscal quarter or more frequently if facts or changes in circumstances indicate the carrying amount of goodwill may not be recoverable. The Company has one reporting unit; therefore, all of its goodwill is associated with the entire company. Management has the option to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of the Company is less than the carrying amount, including goodwill. If it is determined that it is more likely than not that the fair value of the Company is less than the carrying amount, a quantitative assessment is performed by comparing the fair value of a reporting unit with its carrying amount. An 95impairment charge is recognized for the amount by which the carrying amount exceeds the reporting unitâ€™s fair value, not to exceed the total amount of goodwill allocated to that reporting unit. The Company also has the option to bypass the qualitative assessment and perform the quantitative assessment.The Company reviews the valuation of long-lived assets, including property and equipment and finite-lived intangible assets, whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. The recoverability of long-lived assets or asset groups is calculated based on the estimated undiscounted future cash flows expected to result from the use and eventual disposition of the asset. Impairment testing is performed at the asset group level.Based on management's assessment, the Company did not recognize any impairment losses on its goodwill, finite-lived intangible assets or other long-lived assets during the periods presented herein.LeasesThe Company determines if an arrangement is a lease, or contains a lease, by evaluating whether there is an identified asset and whether the Company controls the use of the identified asset throughout the period of use. The Company determines the classification of the lease, whether operating or financing, at the lease commencement date, which is the date the leased assets are made available for use. The Company uses the non-cancelable lease term when recognizing the ROU assets and lease liabilities, unless it is reasonably certain that a renewal or termination option will be exercised. The Company accounts for lease components and non-lease components as a single lease component. Modifications are assessed to determine whether incremental differences result in new contract terms and accounted for as a new lease or whether the additional right of use should be included in the original lease and continue to be accounted with the remaining ROU asset.Operating lease ROU assets and lease liabilities are recognized at the lease commencement date based on the present value of the lease payments over the lease term. Lease payments consist of the fixed payments under the arrangement, less any lease incentives. Variable costs, such as common area maintenance costs, are not included in the measurement of the ROU assets and lease liabilities, but are expensed as incurred. As the implicit rate of the leases is not determinable, the Company uses an incremental borrowing rate in determining the present value of the lease payments. Lease expenses are recognized on a straight-line basis over the lease term. The Company does not recognize ROU assets on lease arrangements with a term of 12 months or less. Lease expense for such arrangements is recognized on a straight-line basis over the term of the lease.Accrued RewardsSpending businesses participate in rewards programs based on card transactions. The Company records a rewards liability that represents the estimated cost for rewards owed to spending businesses. Rewards liabilities are impacted over time by redemption costs and by spending businesses meeting eligibility requirements. Changes in the rewards liabilities during the period are recognized as an increase or decrease to sales and marketing expense in the accompanying consolidated statements of operations. The accrued rewards liability, which was $67.7 million and $55.4 million as of JuneÂ 30, 2024 and 2023, respectively, is included in other accruals and current liabilities in the accompanying consolidated balance sheets. The rewards expense, which was $219.8 million, $173.9 million, and $95.2 million, during the years ended JuneÂ 30, 2024, 2023, and 2022, respectively, is included in sales and marketing expenses in the accompanying consolidated statements of operations.Revenue RecognitionThe Company enters into contracts with small and midsize businesses (SMB) and accounting firm customers to provide access to the functionality of the Companyâ€™s cloud-based payments platform to process transactions. These contracts are either monthly contracts paid in arrears or upfront, or annual arrangements paid up front. The Company charges its SMB and accounting firm customers subscription fees for access to its platform either based on the number of users or per customer account and the level of service. The Company 96generally also charges these customers transaction fees based on transaction volume and the category of transaction. The contractual price for subscription and transaction services is based on either negotiated fees or the rates published on the Companyâ€™s website. The Company accounts for its annual and monthly contracts as a series of distinct services that are satisfied over time. Revenues recognized exclude amounts collected on behalf of third parties, such as sales taxes collected and remitted to governmental authorities.The Company enables SMB and accounting firm customers to make virtual card payments to their suppliers. The Company also facilitates the extension of credit to spending businesses through the BILL Spend and Expense product in the form of BILL Divvy Corporate Cards. The spending businesses utilize the credit on BILL Divvy Corporate Cards as a means of payment for goods and services provided by their suppliers. Virtual card payments and BILL Divvy Corporate Cards are originated through agreements with Issuing Banks. The agreements with the Issuing Banks allow for card transactions on the MasterCard and Visa networks. For each virtual card and BILL Divvy Corporate Card transaction, suppliers are required to pay interchange fees to the issuer of the card. Based on the Company's agreements with its Issuing Banks, the Company recognizes the interchange fees as revenue gross or net of rebates received from the Issuing Bank based on the Company's determination of whether it is the principal or agent under the agreements.The Company enters into multi-year contracts with financial institution customers to provide access to the Companyâ€™s cloud-based payments platform to process transactions. These contracts typically include fees for initial implementation services that are paid during the period the implementation services are provided as well as fees for subscription and transaction processing services, which are subject to guaranteed monthly minimum fees that are paid monthly over the contract term. These contracts enable the financial institutions to provide their customers with access to online bill pay services through the financial institutionsâ€™ online platforms. Implementation services are required up-front to establish an infrastructure that allows the financial institutionsâ€™ online platforms to communicate with the Companyâ€™s online platform. A financial institutionâ€™s customers cannot access online bill pay services until implementation is complete.Initial implementation services and transaction processing services are not capable of being distinct from the subscription for online bill pay services and are combined into a single performance obligation. The total consideration in these contracts varies based on the number of users and transactions to be processed. The Company has determined it meets the variable consideration allocation exception and therefore recognizes guaranteed monthly payments and any overages as revenue in the month they are earned. Implementation fees are recognized based on the proportion of transactions processed to the total estimated transactions to be processed over the contract period. The Company allocates revenue to each performance obligation based on its relative standalone selling price. Interest on Funds Held for CustomersThe Company also earns revenue from interest earned on funds held for customers that are initially deposited into the Companyâ€™s bank accounts that are separate from the Companyâ€™s operating cash accounts until remitted to the customers or their suppliers. The Company partially invests funds held for customers in highly liquid investments with maturities of three months or less and in marketable debt securities with maturities of three months to one year at the time of purchase. Interest and fees earned are recognized based on the effective interest method and also include the accretion of discounts and the amortization of premiums on marketable debt securities.Deferred Revenue Subscription and transaction fees from customers for which the Company has annual or multi-year contracts are generally billed in advance. These fees are initially recorded as deferred revenue and subsequently recognized as revenue as the performance obligation is satisfied. Deferred CostsDeferred costs consist of (i) deferred sales commissions that are incremental costs of obtaining customer contracts and (ii) deferred service costs, primarily direct payroll costs, for implementation services provided to customers prior to the launching of the Companyâ€™s products for general availability (go-live) to 97customers. Sales commissions paid on renewals are not material and are not commensurate with sales commissions paid on the initial contract. Deferred sales commissions are amortized ratably over the estimated life of the customer relationship aligned with the pattern of customer attrition, taking into consideration the initial contract term and expected renewal periods. Deferred service costs are amortized ratably over the estimated benefit period of the capitalized costs starting on the go-live date of the service. Service Costs Service costs consist primarily of personnel-related costs, including stock-based compensation, for the Companyâ€™s customer success and payment operations teams, costs that are directly attributed to processing customersâ€™ and spending businesses' transactions (such as the cost of printing checks, postage for mailing checks, fees associated with the issuance and processing of card transactions, fees for processing payments), outsourced support services for the Company's customer success team, direct and amortized costs for implementing and integrating the Companyâ€™s cloud-based platform into the customersâ€™ systems, and cloud payments infrastructure costs.Research and DevelopmentCosts incurred in research and development, excluding development costs eligible for capitalization as internal-use software, are expensed as incurred. Stock-based CompensationThe Company measures stock-based compensation for stock options and purchase rights issued under the Employee Stock Purchase Plan (ESPP) at fair value on the date of grant using the Black-Scholes option-pricing model. The Company measures stock-based compensation for restricted stock units (RSUs) and market-based RSUs based on the closing price of the Companyâ€™s stock and using the Monte Carlo simulation model, respectively, on the date of grant. The Company measures stock-based compensation for performance-based awards at fair value on the date of grant. Awards that are classified as liabilities are remeasured at fair value at the end of each reporting period.The Company recognizes compensation on a straight-line basis over the requisite service period, which is generally the vesting term of four years for stock options and RSUs, the offering period of one year for purchase rights under the ESPP, and the requisite period of one to three years for market-based RSUs. The Company recognizes compensation for performance-based awards over the vesting period if it is probable that the performance condition will be achieved. The Company accounts for forfeitures as they occur.AdvertisingThe Company expenses the costs of advertising, including promotional expenses, as incurred. Advertising expenses during the years ended JuneÂ 30, 2024, 2023, and 2022 were $43.6 million, $39.0 million, and $29.4 million, respectively. Income Taxes The Company accounts for income taxes using the asset and liability method, which requires the recognition of taxes payable or refundable for the current year and deferred income tax assets and liabilities for the future tax consequences of temporary differences between the financial statement carrying amounts and the tax basis of the Company's assets and liabilities, net operating loss (NOL), and tax credit carryforwards. A valuation allowance is established to reduce deferred tax assets to the amount expected to be realized. The Company accounts for uncertainty in income taxes using a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. The Company classifies any liabilities for unrecognized tax benefits as current to the extent that the Company anticipates 98payment (or receipt) of cash within one year. Interest and penalties related to uncertain tax positions are recognized in the provision for income taxes. Net Loss Per Share Attributable to Common StockholdersBasic net loss per share attributable to common stockholders is calculated by dividing the net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period, without consideration of potentially dilutive securities. Diluted net loss per share attributable to common stockholders is the same as basic net loss per share attributable to common stockholders for all periods presented since the effect of potentially dilutive securities is anti-dilutive given the net loss of the Company. RestructuringThe Company records a liability for involuntary employee termination benefits when management has committed to a plan that establishes the terms of the arrangement and that plan has been communicated to employees. Costs to terminate a contract before the end of the term are recognized on the termination date, and costs that will continue to be incurred in a contract for the remaining term without economic benefit are recognized as of the cease-use date.New Accounting Pronouncements and Disclosure Rules Not Yet AdoptedIn November 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2023-07, Reportable Segments (Topic 280): Improvements to Reportable Segment Disclosures, which expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses, including public entities with a single operating or reportable segment. The updated standard is effective for the Company's annual periods beginning in fiscal 2025 and interim periods beginning in the first quarter of fiscal 2026. Early adoption is permitted. This ASU will result in the required additional disclosures being included in the consolidated financial statements retrospectively, to all periods presented, once adopted.In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which expands disclosures in an entityâ€™s income tax rate reconciliation table and regarding cash taxes paid both in the U.S. and foreign jurisdictions. The updated standard will be effective for annual periods beginning in fiscal 2026. This ASU will result in the required additional disclosures being included in the consolidated financial statements, once adopted.In March 2024, the SEC adopted final rules related to climate-related disclosures in SEC Release No. 33-11275: The Enhancement and Standardization of Climate-Related Disclosures for Investors. In April 2024, the SEC issued an order to stay the effectiveness of the rules pending the completion of judicial review of multiple petitions challenging the rules. To the extent the rules become effective, they will require registrants to disclose certain climate-related information in registration statements and annual reports. The disclosure requirements, as initially adopted, would apply for annual periods beginning in fiscal 2026. The Company is currently evaluating the final rules to determine their impact on the Company's Annual Reports on Form 10-K.NOTE 2 â€“ REVENUEThe Company generates revenue primarily from subscription and transaction fees. The table below shows the Companyâ€™s revenue from subscription and transaction fees, which are disaggregated by sales 99channel, and revenue from interest on funds held for customers (in thousands).Â Year endedJuneÂ 30,Â 202420232022SMBs, accounting firms, spending businesses and other$1,098,644Â $901,602Â $603,171Â Financial institutions24,089Â 43,108Â 30,194Â Total subscription and transaction fees1,122,733Â 944,710Â 633,365Â Interest on funds held for customers167,439Â 113,758Â 8,594Â Total revenue$1,290,172Â $1,058,468Â $641,959Â Deferred revenueFees from customers with which the Company has annual or multi-year contracts are generally billed in advance. These fees are initially recorded as deferred revenue and subsequently recognized as revenue as the performance obligation is satisfied. During the year ended JuneÂ 30, 2024, the Company recognized approximately $22.5 million of revenue that was included in the deferred revenue balance as of JuneÂ 30, 2023. Remaining performance obligationsThe Company has performance obligations associated with commitments in customer contracts for future services that have not yet been recognized as revenue. As of JuneÂ 30, 2024, the aggregate amount of transaction price allocated to performance obligations that are unsatisfied (or partially unsatisfied), including deferred revenue, was approximately $86.8 million. Of the total remaining performance obligations, the Company expects to recognize approximately 35% over the next year, 19% between one to two years and 46% over the next three to five years thereafter. The Company determines remaining performance obligations at a point in time based on contracts with customers. The Company evaluates its customer relationships on an ongoing basis, and may selectively renegotiate certain terms of its agreements with financial institutions, accounting firms and SMBs. There were no subsequent events that would materially impact the amount of the remaining performance obligations as of JuneÂ 30, 2024. However, actual amounts and timing of revenue recognized may differ due to subsequent contract modifications, renewals and/or terminations.Unbilled revenue Unbilled revenue consists of revenue recognized that has not been billed to the customers yet. The unbilled revenue amounted to $16.7 million and $14.0 million as of JuneÂ 30, 2024 and 2023, respectively.Deferred costs Deferred costs consisted of the following as of the dates presented (in thousands): Â June 30,Â 20242023Deferred sales commissions:Current$8,142Â $6,523Â Non-current15,113Â 12,317Â Total deferred sales commissions$23,255Â $18,840Â Deferred service costs:Current$430Â $904Â Non-current1,930Â 2,221Â Total deferred service costs$2,360Â $3,125Â The current portion of deferred costs is included in prepaid expenses and other current assets and the non-current portion is included in other assets in the accompanying consolidated balance sheets. The amortization of deferred sales commissions, which is included in sales and marketing in the accompanying 100consolidated statements of operations, was $7.9 million, $6.6 million, and $5.2 million during the years ended JuneÂ 30, 2024, 2023, and 2022, respectively. The amortization of deferred service costs, which is included in service costs in the accompanying consolidated statements of operations, was $2.0 million, $2.5 million, and $1.6 million during the years ended JuneÂ 30, 2024, 2023, and 2022, respectively.NOTE 3 â€“ BUSINESS COMBINATIONFiscal 2022 AcquisitionOn September 1, 2021, the Company acquired 100% of the outstanding equity interests of Invoice2go, LLC, and Cimrid Pty, Ltd (together, Invoice2go). The results of Invoice2go's operations have been included in the accompanying consolidated financial statements since the acquisition date. Invoice2go provides mobile-first accounts receivable software that empowers SMBs and freelancers to grow their client base, manage invoicing and payments, and build their brand. Invoice2go has operations in the U.S. and in Australia, and serves a large global customer base of SMBs. The acquisition of Invoice2go will enhance the Companyâ€™s ability to provide an expanded product solution to enable SMBs to manage accounts payable, corporate card spend, and accounts receivable all in one place. Additionally, the acquisition will expand the market opportunity for the Company by offering Invoice2go's product to its existing customers and network members and vice versa.The acquisition purchase consideration totaled $674.3 million, which consisted of the following (in thousands):Equity consideration (1)$510,218Â Cash164,087Â Total$674,305Â (1) This includes 1,788,372 shares of the Companyâ€™s common stock issued with a fair value based upon the opening market price on the acquisition date. This also includes the stock options assumed to replace stock options that

were outstanding on the acquisition date under Invoice2go's 2014 Equity Incentive Plan. The fair value of these stock options was $21.7 million, which was the amount attributable to the pre-combination requisite service period.The following table summarizes the preliminary fair values of the assets acquired and liabilities assumed at the acquisition date (in thousands):Cash and cash equivalents$19,738Â Accounts receivable and other assets4,518Â Intangible assets91,219Â Total identifiable assets acquired115,475Â Accounts payable and other liabilities(26,618)Net identifiable assets acquired88,857Â Goodwill585,448Â Net assets acquired$674,305Â The preliminary fair values allocated to the identifiable intangible assets (in thousands) and their estimated useful lives are as follows:Preliminaryfair valueWeighted averageuseful life(in years)Customer relationships$61,269Â 10.0Developed technology15,908Â 3.0Trade name14,042Â 3.0Total$91,219Â 101Customer relationships were measured at fair value using the multiple-period excess earnings method under the income approach. Significant inputs used to measure the fair value include an estimate of projected revenue and costs associated with existing customers, and a discount rate of 12.3%. Developed technology was measured at fair value using the relief-from-royalty method of the income approach. Significant inputs used to measure the fair value include an estimate of projected revenue from existing technology, a pre-tax royalty rate of 15.0%, and a discount rate of 12.3%.Trade name was measured at fair value using the relief-from-royalty method under the income approach. Significant inputs used to measure the fair value include an estimate of projected revenue from the trade name, a pre-tax royalty rate of 2.5%, and a discount rate of 12.3%.The $585.4 million goodwill is attributable primarily to the expected synergies and economies of scale expected from combining the operations of both entities, and intangible assets that do not qualify for separate recognition, including assembled workforce acquired through the acquisition. None of the goodwill is expected to be deductible for income tax purposes. As a result of the adoption of ASU 2021-08 Business Combinations (Topic 805)â€"Accounting for Contract Assets and Contract Liabilities from Contracts with CustomersÂ on OctoberÂ 1, 2021, retrospectively to SeptemberÂ 1, 2021, the Company recorded adjustments of $8.0 million to increase goodwill and deferred revenue, and an immaterial amount to deferred income tax liability. The amounts recorded as measurement period adjustments were not material during the 12-month measurement period.The Company recognized $3.7 million of acquisition-related costs that were expensed during the year ended June 30, 2022. These costs are shown as part of general and administrative expenses in the accompanying consolidated statements of operations.The amount of Invoice2goâ€™s revenue and net loss, which includes amortization of intangible assets, from the acquisition date of Invoice2go that were included in the Companyâ€™s consolidated statements of operations during the year ended June 30, 2022 were approximately $32.9 million and $32.0 million, respectively.NOTE 4 â€“ FAIR VALUE MEASUREMENTThe Company measures and reports its cash equivalents, short-term investments, funds held for customers that are invested in money market funds and marketable debt securities, and contingent consideration at fair value. Fair value is defined as the exchange price that would be received for an asset or an exit price paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs.The fair value hierarchy defines a three-level valuation hierarchy for disclosure of fair value measurements as follows:Level 1 â€“ Â Â Â Â Inputs are unadjusted quoted prices in active markets for identical assets or liabilities.Level 2 â€“ Â Â Â Â Inputs other than quoted prices included within Level 1 that are observable, unadjusted quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities.Level 3 â€“ Â Â Â Â Unobservable inputs that are supported by little or no market activity for the related assets or liabilities and typically reflect managementâ€™s estimate of assumptions that market participants would use in pricing the assets or liabilities.In determining fair value, the Company utilizes quoted market prices, or valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible, and also considers counterparty credit risk in its assessment of fair value.102The following tables set forth the fair value of assets and liabilities that were measured at fair value on a recurring basis based on the three-tier fair value hierarchy as of the dates presented (in thousands): June 30, 2024Level 1Level 2Level 3TotalAssetsCash equivalents:Money market funds$522,618Â $â€"Â $â€"Â $522,618Â 522,618Â â€"Â â€"Â 522,618Â Short-term investments:Corporate bondsâ€"Â 298,202Â â€"Â 298,202Â U.S. treasury securitiesâ€"Â 180,983Â â€"Â 180,983Â Asset-backed securitiesâ€"Â 59,363Â â€"Â 59,363Â Certificates of depositâ€"Â 38,370Â â€"Â 38,370Â U.S. agency securitiesâ€"Â 24,617Â â€"Â 24,617Â â€"Â 601,535Â â€"Â 601,535Â Funds held for customers:Restricted cash equivalentsMoney market funds1,319,609Â â€"Â â€"Â 1,319,609Â Corporate bondsâ€"Â 89,082Â â€"Â 89,082Â 1,319,609Â 89,082Â â€"Â 1,408,691Â Short-term investmentsCorporate bondsâ€"Â 937,198Â â€"Â 937,198Â U.S. treasury securitiesâ€"Â 342,041Â â€"Â 342,041Â Certificates of depositâ€"Â 119,616Â â€"Â 119,616Â Asset-backed securitiesâ€"Â 116,475Â â€"Â 116,475Â â€"Â 1,515,330Â â€"Â 1,515,330Â Total assets measured at fair value$1,842,227Â $2,205,947Â $â€"Â $4,048,174Â 103June 30, 2023Level 1Level 2Level 3TotalAssetsCash equivalents:Money market funds$1,131,621Â $â€"Â $â€"Â $1,131,621Â Certificates of depositâ€"Â 2,578Â â€"Â 2,578Â Corporate bondsâ€"Â 45,301Â â€"Â 45,301Â U.S. treasury securities44,856Â â€"Â â€"Â 44,856Â 1,176,477Â 47,879Â â€"Â 1,224,356Â Short-term investments:Corporate bondsâ€"Â 479,483Â â€"Â 479,483Â U.S. treasury securities408,368Â â€"Â â€"Â 408,368Â U.S. agency securitiesâ€"Â 57,967Â â€"Â 57,967Â Asset-backed securitiesâ€"Â 51,193Â â€"Â 51,193Â Certificates of depositâ€"Â 46,099Â â€"Â 46,099Â 408,368Â 634,742Â â€"Â 1,043,110Â Funds held for customers:Restricted cash equivalentsMoney market funds713,469Â â€"Â â€"Â 713,469Â 713,469Â â€"Â â€"Â 713,469Â Short-term investmentsCorporate bondsâ€"Â 433,920Â â€"Â 433,920Â Certificates of depositâ€"Â 233,291Â â€"Â 233,291Â U.S. agency securitiesâ€"Â 27,458Â â€"Â 27,458Â Asset-backed securitiesâ€"Â 70,661Â â€"Â 70,661Â U.S. treasury securities81,074Â â€"Â â€"Â 81,074Â 81,074Â 765,330Â â€"Â 846,404Â Total assets measured at fair value$2,379,388Â $1,447,951Â $â€"Â $3,827,339Â LiabilitiesContingent consideration(1)â€"Â â€"Â (12,035)(12,035)Total liabilities measured at fair value$â€"Â $â€"Â $(12,035)$(12,035)(1) The Company used the probability-weighted discounted cash flow method to estimate the contingent consideration. The significant inputs used in the fair value measurement of the contingent consideration are the probability of payout and discount rate. As these inputs are not based on observable market data, the liability represents a Level 3 measurement within the fair value hierarchy. There were no transfers of financial instruments between Level 1, Level 2, and Level 3 during the periods presented.The fair values of the Companyâ€™s Level 1 instruments were derived from quoted market prices and active markets for these specific instruments.The valuation techniques used to measure the fair values of Level 2 instruments were derived from non-binding market consensus prices that were corroborated with observable market data, quoted market prices for similar instruments, or pricing models.The Company had $575.0 million and $167.3 million in aggregate principal amount of its 0% convertible senior notes due in 2027 (2027 Notes) and in 2025 (2025 Notes, together with the 2027 Notes, the Notes), 104respectively, outstanding as of JuneÂ 30, 2024. The Company carries the Notes at par value, less the unamortized issuance costs in the accompanying consolidated balance sheets. The estimated fair value of the 2027 Notes and 2025 Notes, which is presented for disclosure purposes only, was approximately $489.1 million and $154.9 million, respectively, as of JuneÂ 30, 2024. The fair value was based on a market approach, which represents a Level 2 valuation estimate. The market approach was determined based on the actual bids and offers of the Notes in an over-the-counter market as of the last day of trading prior to the end of the period.The Company's financial instruments that are not measured and recorded at fair value, including cash, restricted cash, acquired cards receivables, loans held for investment, interest receivable, incentive receivables and borrowings from revolving credit facility, are carried at amortized cost, which approximates their fair value. If these financial instruments were measured at fair value in the financial statements, cash would be classified as Level 1; restricted cash, interest receivables, incentive receivables and borrowings from revolving credit facility would be classified as Level 2 and the acquired cards receivables and loans held for investment would be classified as Level 3 in the fair value hierarchy.NOTE 5 â€“ SHORT-TERM INVESTMENTS AND FUNDS HELD FOR CUSTOMERSThe following table summarizes the assets underlying short-term investments and funds held for customers as of the dates presented (in thousands):June 30,2024June 30,2023Short-term investments:Available-for-sale debt securities$601,535Â $1,043,110Â Total short-term investments601,535Â 1,043,110Â Funds held for customers:Restricted cash779,838Â 1,793,088Â Restricted cash equivalents1,408,691Â 713,469Â Funds receivable11,870Â 12,822Â Available-for-sale debt securities1,515,330Â 846,404Â Total funds held for customers3,715,729Â 3,365,783Â Less - income earned by the Company included in other current assets(10,822)(9,874)Total funds held for customers, net of income earned by the Company$3,704,907Â $3,355,909Â Income earned by the Company that is included in other current assets represents interest income, accretion of discount (offset by amortization of premium), and net unrealized gains on customer funds that were invested in money market funds and short-term marketable debt securities. The Company contractually earns income from these investments, which are expected to be transferred into the Companyâ€™s corporate deposit account upon sale or settlement of the associated investment, and are not considered funds held for customers.105The following table summarizes the estimated fair value of available-for-sale debt securities included within funds held for customers and short-term investments as of the dates presented (in thousands): June 30, 2024AmortizedcostGrossunrealizedgainsGrossunrealizedlosses Fair valueShort-term investments:Corporate bonds$298,628Â $140Â (566)298,202Â U.S. treasury securities181,225Â â€"Â (242)180,983Â Asset-backed securities59,340Â 68Â (45)59,363Â Certificates of deposit38,370Â â€"Â â€"Â 38,370Â U.S. agency securities24,669Â â€"Â (52)24,617Â Total short-term investments$602,232Â $208Â (905)601,535Â Funds held for customers:Corporate bonds$937,989Â $23Â (814)937,198Â Certificates of deposit119,615Â 1Â â€"Â 119,616Â Asset-backed securities116,542Â 11Â (78)116,475Â U.S. treasury securities342,202Â 1Â (162)342,041Â Total funds held for customers$1,516,348Â $36Â $(1,054)$1,515,330Â June 30, 2023AmortizedcostGrossunrealizedgainsGrossunrealizedlossesFair valueShort-term investments:Corporate bonds$481,658Â $207Â $(2,382)$479,483Â U.S. treasury securities409,586Â 42Â (1,260)408,368Â U.S. agency securities58,166Â â€"Â (199)57,967Â Asset-backed securities51,321Â 8Â (136)51,193Â Certificates of deposit46,099Â â€"Â â€"Â 46,099Â Total short-term investments$1,046,830Â $257Â $(3,977)$1,043,110Â Funds held for customers:Corporate bonds$433,936Â $18Â (34)433,920Â Certificates of deposit233,290Â 1Â â€"Â 233,291Â Asset-backed securities70,993Â â€"Â (332)70,661Â U.S. agency securities27,484Â 5Â (31)27,458Â U.S. treasury securities81,309Â 1Â (236)81,074Â Total funds held for customers$847,012Â $25Â (633)846,404Â The amortized cost and fair value amounts for short-term investments include accrued interest receivables of $4.9 million and $4.3 million at JuneÂ 30, 2024 and 2023, respectively. The amortized cost and fair value amounts for funds held for customers include accrued interest receivable of $6.8 million and $6.9 million as of JuneÂ 30, 2024 and 2023, respectively.106The following table summarizes fair value of the Company's available-for-sale debt securities included within funds held for customers and short-term investments by remaining contractual maturity as of the dates presented (in thousands):June 30,2024June 30,2023Due within 1 year$1,699,009Â $1,543,379Â Due in 1 year through 5 years409,309Â 346,135Â Due in 5 year through 10 years8,547Â â€"Â Total$2,116,865Â $1,889,514Â As of JuneÂ 30, 2024, approximately 340 out of approximately 580 investments in available-for-sale debt securities were in an unrealized loss position. The following table shows gross unrealized losses and fair values for those investments that were in an unrealized loss position as of the dates presented (in thousands):June 30, 2024Less than 12 months12 months or longerTotalFair valueUnrealizedlossesFair valueUnrealizedlossesFair valueUnrealizedlossesShort-term investments:Corporate bonds$130,469Â (333)60,576Â (232)191,045Â $(565)U.S. treasury securities152,004Â (156)28,979Â (86)180,983Â (242)Asset-backed securities24,149Â (39)2,155Â (7)26,304Â (46)U.S. agency securities24,617Â (52)â€"Â â€"Â 24,617Â (52)Total short-term investments$331,239Â (580)91,710Â (325)422,949Â $(905)Funds held for customers:Corporate bonds$506,540Â (814)â€"Â $â€"Â $506,540Â $(814)Asset-backed securities68,629Â (76)5,546Â (2)74,175Â (78)U.S. treasury securities327,340Â (162)â€"Â â€"Â 327,340Â (162)Total funds held for customers$902,509Â $(1,052)$5,546Â (2)908,055Â $(1,054)June 30, 2023Less than 12 months12 months or longerTotalFair valueUnrealizedlossesFair valueUnrealizedlossesFair valueUnrealizedlossesShort-term investments:Corporate bonds$213,373Â $(1,421)$83,189Â (961)296,562Â $(2,382)U.S. treasury securities199,440Â (976)14,286Â (284)213,726Â (1,260)Asset-backed securities35,719Â (103)2,707Â (33)38,426Â (136)U.S. agency securities57,967Â (199)â€"Â â€"Â 57,967Â (199)Total short-term investments$506,499Â $(2,699)$100,182Â $(1,278)$606,681Â $(3,977)Funds held for customers:Corporate bonds$34,530Â (34)â€"Â $â€"Â $34,530Â $(34)Asset-backed securities59,128Â (258)11,533Â (74)70,661Â (332)U.S. agency securities22,494Â (31)â€"Â â€"Â 22,494Â (31)U.S. treasury securities74,888Â (236)â€"Â â€"Â 74,888Â (236)Total funds held for customers$191,040Â (559)11,533Â (74)202,573Â $(633) Unrealized losses have not been recognized into income as the Company neither intends to sell, nor anticipates that it is more likely than not that the Company will be required to sell, the securities before recovery 107of their amortized cost basis. The decline in fair value is due primarily to changes in market interest rates, rather than credit losses. There have been no significant realized gains or losses on the short-term investments and funds held for customers during each of the years ended JuneÂ 30, 2024, 2023, and 2022.NOTE 6 â€" ACQUIRED CARD RECEIVABLES As of JuneÂ 30, 2024, approximately $189.7 million of the acquired card receivables balance served as collateral for the Companyâ€™s borrowings from the Revolving Credit Facility (see Note 10).The Company incurred losses related to card transactions disputed by spending businesses. The amounts were not material during each of the years ended JuneÂ 30, 2024 and 2023.The acquired card receivables balances do not include purchases of participation interest in card receivables from the Issuing Banks that have not cleared at the end of the reporting period. Purchases of participation interest in card receivables that have not cleared as of JuneÂ 30, 2024 totaled $27.2 million. The Company recognized an immaterial amount of expected credit losses on the card receivables that have not cleared yet as of each of JuneÂ 30, 2024 and 2023 (see Note 15).Credit Quality InformationThe Company regularly reviews collection experience, delinquencies, and net charge-offs in determining allowance for expected credit losses related to acquired card receivables. Historical collections rates have shown that days past due is the primary indicator of the likelihood of loss. The Company uses the delinquency trends or past due status of the acquired card receivables as the credit quality indicator. Acquired card receivables are considered past due if full payment is not received on the bill date or within a grace period, which is generally limited to five days. Below is a summary of the acquired card receivables by class (i.e., past due status) as of the dates presented (in thousands):June 30,20242023Current and less than 30 days past due$706,026Â $463,704Â 30 ~ 59 days past due4,277Â 2,507Â 60 ~ 89 days past due3,393Â 4,544Â 90 ~ 119 days past due4,093Â 3,196Â Over 120 days past due310Â 197Â Total$718,099Â $474,148Â Allowance for Expected Credit Losses Below is a summary of the changes in allowance for expected credit losses (in thousands): June 30,20242023Balance, beginning$15,498Â $5,414Â Initial allowance for expected credit losses on purchased card receivables with credit deteriorationâ€"Â 10Â Provision for expected credit losses52,327Â 32,015Â Charge-off amounts(51,805)(24,120)Recoveries collected4,863Â 2,179Â Balance, ending$20,883Â $15,498Â Purchases of acquired card receivables from the Issuing Banks that were held for investment during the years ended JuneÂ 30, 2024 and 2023 were $17.6 billion and $13.2 billion, respectively. The provision for expected credit losses related to acquired card receivables and charged-off amounts increased during the year 108ended JuneÂ 30, 2024 due to portfolio growth and an increase in delinquencies during fiscal 2024 on accounts, which were subsequently charged off prior to JuneÂ 30, 2024.NOTE 7 â€" LOANS HELD FOR INVESTMENTLoans held for investment are included in prepaid expenses and other current assets in the accompanying consolidated balance sheets and consisted of the following as of the dates presented (in thousands):June 30,20242023Unpaid principal balance$44,491Â $1,579Â Less: Discount at loan purchase, net of amortization(1,120)(47)Less: Allowance for expected credit losses(4,700)â€"Â Loans held for investment, net$38,671Â $1,532Â Credit Quality InformationThe Company conducts an eligibility assessment prior to loan origination by the Originating Bank Partner. This process is performed at the invoice level and involves evaluating the invoice repayment likelihood by the respective network members associated with each invoice. Subsequently, the credit quality of these loans is monitored based on the delinquency trends or past due status of the loans held for investment, which are considered the credit quality indicators. Loans held for investment are considered past due if payment is not received within the terms set by the loan or line of credit agreement. The outstanding balance of loans held for investment considered past due was not material as of each of JuneÂ 30, 2024 and 2023.All of the outstanding balance of loans held for investment as of JuneÂ 30, 2024 was originated during the year ended JuneÂ 30, 2024. NOTE 8 â€" PROPERTY AND EQUIPMENTProperty and equipment consisted of the following as of the dates presented (in thousands): June 30,20242023Software and equipment$20,802Â $20,971Â Capitalized software81,582Â 53,950Â Furniture and fixtures13,361Â 12,598Â Leasehold improvements39,103Â 39,068Â Property and equipment, gross154,848Â 126,587Â Less: accumulated depreciation and amortization(66,814)(45,023)Property and equipment, net$88,034Â $81,564Â Depreciation and amortization expense, which includes the amortization of capitalized software, during the years ended JuneÂ 30, 2024, 2023, and 2022 was $23.2 million, $15.5 million, and $11.5 million, respectively.As of JuneÂ 30, 2024 and 2023, the unamortized capitalized software cost was $57.5 million and $42.7 million, respectively.109NOTE 9 â€" GOODWILL AND INTANGIBLE ASSETSGoodwillGoodwill, which is primarily attributable to expected synergies from acquisitions and is not deductible for U.S. federal and state income tax purposes, consisted of the following as of the dates presented (in thousands):June 30,20242023Balance, beginning$2,396,509Â $2,362,893Â Addition related to acquisition during the periodâ€"Â 33,441Â Measurement period adjustmentsâ€"Â 175Â Balance, ending$2,396,509Â $2,396,509Â Intangible AssetsIntangible assets consisted of the following

as of the dates presented (amounts in thousands):June 30, 2024Gross Carrying AmountAccumulated AmortizationNet Carrying AmountWeighted average remaining useful life(In years)Customer relationships$259,269Â $(78,410)$180,859Â 7.0Developed technology215,958Â (116,126)99,832Â 2.9Trade name48,042Â (47,262)780Â 0.2Total$523,269Â $(241,798)$281,471Â Jun 30, 2023Gross Carrying AmountAccumulated AmortizationNet Carrying AmountWeighted average remaining useful life(In years)Customer relationships$259,269Â $(52,483)$206,786Â 8.0Developed technology215,958Â (77,178)138,780Â 3.8Trade name48,042Â (32,181)15,861Â 1.0Total$523,269Â $(161,842)$361,427Â Amortization of finite-lived intangible assets was as follows during the years ended JuneÂ 30, 2024 and 2023 (in thousands): June 30,20242023Cost of revenue$38,948Â $38,269Â Sales and marketing41,008Â 41,936Â Total$79,956Â $80,205Â 110As of JuneÂ 30, 2024, future amortization of finite-lived intangible assets that will be recorded in cost of revenue and operating expenses is estimated as follows (in thousands): Fiscal years ending JuneÂ 30:Amount2025$61,234Â 202659,570Â 202756,909Â 202826,606Â 202925,927Â Thereafter51,225Â Total$281,471Â NOTE 10 â€“ DEBT AND BORROWINGSDebt and borrowings consisted of the following (in thousands):June 30,20242023Current liabilities:Borrowings from revolving credit facility (including unamortized debt premium)(1)$â€”Â $135,046Â Non-current liabilities:Convertible senior notes:2027 Notes, principal575,000Â 575,000Â 2025 Notes, principal167,314Â 1,150,000Â Less: unamortized debt issuance costs(8,323)(20,218)Convertible senior notes, net733,991Â 1,704,782Â Borrowings from revolving credit facility (including unamortized debt premium)(1)180,009Â â€”Â Total $914,000Â $1,839,828Â (1) Unamortized debt issuance costs balance for the Revolving Credit Facility was $0.6 million and $0.2 million as of JuneÂ 30, 2024 and JuneÂ 30, 2023, respectively, and is included in other assets on the consolidated balance sheets.2027 Notes On September 24, 2021, the Company issued $575.0 million in aggregate principal amount of its 0% convertible senior notes due on April 1, 2027, in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the 2027 Notes). The 2027 Notes are subject to the terms and conditions of the indenture governing the 2027 Notes between the Company and Wells Fargo Bank, N.A., as trustee (in its respective capacity as the trustee for each of the 2027 Notes and the 2025 Notes (as defined below), as applicable, the Notes Trustee). The net proceeds from the issuance of the 2027 Notes were $560.1 million, after deducting debt discount and debt issuance costs totaling $14.9 million.The 2027 Notes are senior, unsecured obligations of the Company, and will not accrue interest unless the Company determines to pay special interest as a remedy for failure to timely file any reports required to be filed with the SEC, certain trading restrictions or failure to deliver reports to the Notes Trustee. The 2027 Notes rank senior in right of payment to any of the Companyâ€™s indebtedness that is expressly subordinated to the 2027 Notes and rank equal in right of payment to any of the Companyâ€™s unsecured indebtedness that is not so subordinated, including the 2025 Notes. In addition, the 2027 Notes are subordinated to any of the Companyâ€™s secured indebtedness and to all indebtedness and other liabilities of the Companyâ€™s subsidiaries. 111The 2027 Notes have an initial conversion rate of 2.4108 shares of common stock per $1,000 principal amount, which is equivalent to an initial conversion price of approximately $414.80 per share of the Companyâ€™s common stock and approximately 1.4Â million shares issuable upon conversion. The conversion rate is subject to customary adjustments for certain events as described below. Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of its common stock, or a combination of cash and shares of its common stock, at its election. The Companyâ€™s current intent is to settle conversions of the 2027 Notes through a combination settlement, which involves a repayment of the principal portion in cash with any excess of the conversion value over the principal amount settled in shares of common stock.The Company may redeem for cash, all or any portion of the 2027 Notes, at the Companyâ€™s option, on or after October 5, 2024 if the last reported sale price of the Companyâ€™s common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending on and including the trading day (Conversion Condition) preceding the date on which the Company provides notice of redemption at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus any accrued and unpaid special interest to, but excluding, the redemption date. No sinking fund is provided for the 2027 Notes. The holders of the 2027 Notes may convert their notes at their option at any time prior to the close of business on the business day immediately preceding January 1, 2027 in multiples of $1,000 principal amount, under the following circumstances:â€¢during any calendar quarter commencing after the calendar quarter ending on December 31, 2021, and only during such calendar quarter, if the last reported sale price of the Company's common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on and including the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;â€¢during the five business day periods after any five consecutive trading day period in which the trading price per $1,000 principal amount of the 2027 Notes for each trading day of that period was less than 98% of the product of the last reported sale price of the Companyâ€™s common stock and the conversion rate on each such trading day;â€¢if the Company calls such notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; orâ€¢upon the occurrence of specified corporate events.The conversion rate is subject to adjustment upon the occurrence of certain events or if the Companyâ€™s board of directors determines it is in the best interest of the Company. Additionally, holders of the 2027 Notes that convert their notes in connection with a make-whole fundamental change or during the redemption period, may be eligible to receive a make-whole premium through an increase of the conversion rate based on the estimated fair value of the 2027 Notes for the given date and stock price. The make-whole premium is designed to compensate the holder for lost â€œtime-valueâ€ of the conversion option. The maximum number of additional shares that may be issued under the make-whole premium is 1.2656 per $1,000 principal (the lowest price of $272.00 in the make whole).The indenture governing the 2027 Notes contains customary events of default with respect to the 2027 Notes and provides that upon certain events of default occurring and continuing, the holders of the 2027 Notes will have the right, at their option, to require the Company to repurchase for cash all or a portion of their outstanding notes, at a price equal to 100% of the principal amount of the 2027 Notes to be repurchased, plus any accrued and unpaid interest.2025 NotesOn NovemberÂ 30, 2020, the Company issued $1.15 billion in aggregate principal amount of its 0% convertible senior notes due on DecemberÂ 1, 2025, in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the 2025 Notes, and together with the 2027 Notes, the Notes). The 2025 Notes are subject to the terms and conditions of the indenture governing the 1122025 Notes between the Company and the Notes Trustee. The net proceeds from the issuance of the 2025 Notes were $1.13 billion, after deducting debt discount and debt issuance costs totaling $20.6 million.The 2025 Notes are senior, unsecured obligations of the Company, and will not accrue interest unless the Company determines to pay special interest as a remedy for failure to timely file any reports required to be filed with the SEC, certain trading restrictions, or failure to deliver reports to the Notes Trustee. The 2025 Notes rank senior in right of payment to any of the Companyâ€™s indebtedness that is expressly subordinated to the 2025 Notes and rank equal in right of payment to any of the Companyâ€™s unsecured indebtedness that is not so subordinated, including the 2027 Notes. In addition, the 2025 Notes are subordinated to any of the Companyâ€™s secured indebtedness and to all indebtedness and other liabilities of the Companyâ€™s subsidiaries. The 2025 Notes have an initial conversion rate of 6.2159 shares of common stock per $1,000 principal amount, which is equivalent to an initial conversion price of approximately $160.88 per share of the Companyâ€™s common stock. The conversion rate is subject to customary adjustments for certain events as described below. Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of its common stock, or a combination of cash and shares of its common stock, at its election. The Company may redeem for cash, all or any portion of the 2025 Notes, at the Companyâ€™s option, on or after DecemberÂ 5, 2023 if the last reported sale price of the Companyâ€™s common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending on and including the trading day (Conversion Condition) preceding the date on which the Company provides notice of redemption at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus any accrued and unpaid special interest to, but excluding, the redemption date. No sinking fund is provided for the 2025 Notes. The holders of the 2025 Notes may convert their notes at their option at any time prior to the close of business on the business day immediately preceding SeptemberÂ 1, 2025 in multiples of $1,000 principal amount, under the following circumstances:â€¢during any calendar quarter commencing after the calendar quarter ending on MarchÂ 31, 2021, and only during such calendar quarter, if the last reported sale price of the Company's common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on and including the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;â€¢during the five business day periods after any five consecutive trading day period in which the trading price per $1,000 principal amount of the 2025 Notes for each trading day of that period was less than 98% of the product of the last reported sale price of the Companyâ€™s common stock and the conversion rate on each such trading day; â€¢if the Company calls such notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or â€¢upon the occurrence of specified corporate events. The conversion rate is subject to adjustment upon the occurrence of certain events or if the Companyâ€™s board of directors determines it is in the best interest of the Company. Additionally, holders of the 2025 Notes that convert their notes in connection with a make-whole fundamental change or during the redemption period, may be eligible to receive a make-whole premium through an increase of the conversion rate based on the estimated fair value of the 2025 Notes for the given date and stock price. The make-whole premium is designed to compensate the holder for lost â€œtime-valueâ€ of the conversion option. The maximum number of additional shares that may be issued under the make-whole premium is 2.9525 per $1,000 principal (the lowest price of $109.07 in the make whole). The indenture governing the 2025 Notes contains customary events of default with respect to the 2025 Notes and provides that upon certain events of default occurring and continuing, the holders of the 2025 Notes will have the right, at their option, to require the Company to repurchase for cash all or a portion of their 113outstanding notes, at a price equal to 100% of the principal amount of the 2025 Notes to be repurchased, plus any accrued and unpaid interest.On March 6, 2024, the Company entered into privately-negotiated transactions with certain holders of its 2025 Notes to repurchase $748.2 million aggregate principal amount of the 2025 Notes for an aggregate cash repurchase price of $711.0 million, inclusive of transaction costs. The carrying amount of the extinguished 2025 Notes was $743.6 million, net of unamortized issuance cost of $4.6 million, resulting in a $32.6 million gain recorded in other income, net in the accompanying consolidated statement of operations, comprised of $35.7 million gain on extinguishment of debt and $3.2 million loss on mark to market derivative related to forward contract to settle the repurchase.On May 29, 2024, the Company entered into privately-negotiated transactions with certain holders of its 2025 Notes to repurchase $234.5 million aggregate principal amount of the 2025 Notes for an aggregate cash repurchase price of $221.6 million, inclusive of transaction costs. The carrying amount of the extinguished 2025 Notes was $233.2 million, net of unamortized issuance cost of $1.2 million, resulting in a $11.0 million gain on extinguishment of debt recorded in other income, net in the accompanying consolidated statement of operations.The shares issuable upon conversion of the remaining outstanding 2025 Notes at the initial conversion price is approximately 1.0Â million.Additional Information About the NotesAs of JuneÂ 30, 2024 and 2023, the Notes consisted of the following (in thousands):June 30, 2024June 30, 20232027 Notes2025 Notes2027 Notes2025 NotesLiability component:Principal$575,000Â $167,314Â $575,000Â $1,150,000Â Less: unamortized debt issuance costs(7,496)(827)(10,188)(10,030)Net carrying amount$567,504Â $166,487Â $564,812Â $1,139,970Â The debt issuance costs of the Notes are being amortized using the effective interest method. During the years ended JuneÂ 30, 2024 and 2023, the Company recognized $6.0 million and $6.8 million, respectively, of the debt issuance costs of the Notes. During each of the years ended JuneÂ 30, 2024, 2023, and 2022, the effective interest rates of the 2027 Notes and 2025 Notes was 0.48% and 0.36%, respectively. As of JuneÂ 30, 2024, the weighted-average remaining life of the Notes was 2.5 years.The "if-converted" value of the Notes did not exceed the principal amount of $0.7Â billion as of JuneÂ 30, 2024. Capped Call TransactionsIn conjunction with the issuance of each of the 2025 Notes and the 2027 Notes, the Company entered into capped call transactions (collectively, the Capped Calls) with certain of the initial purchasers of the Notes and/or their respective affiliates or other financial institutions at a total cost of $125.8 million. The Capped Calls are separate transactions and are not part of the terms of the Notes. The total amount paid for the Capped Calls was recorded as a reduction of additional paid-in capital. The Company used the proceeds from the Notes to pay for the cost of the Capped Call premium. The cost of the Capped Calls is not expected to be tax-deductible as the Company did not elect to integrate the Capped Calls into the Notes for tax purposes.On March 6, 2024, the Company entered into agreements to terminate a portion of the Capped Calls previously entered into in connection with the issuance of the 2025 Notes, in a notional amount corresponding to the amount of 2025 Notes that are repurchased. The Company received $10.3 million in cash, and also recorded a $1.7 million gain on mark to market derivative to settle the Capped Call unwinding. The gain was recorded in other income, net in the accompanying consolidated statement of operations.114On May 29, 2024, the Company entered into agreements to terminate the remaining portion of the Capped Calls previously entered into in connection with the issuance of the 2025 Notes. The Company received $1.2 million in cash, and recorded an immaterial gain in other income, net in the accompanying consolidated statement of operations.The Capped Calls associated with the 2027 Notes have an initial strike price of $414.80 per share, subject to certain adjustments, which corresponds to the respective initial conversion price of the 2027 Notes, and have an initial cap price of $544.00 per share, subject to certain adjustments. The Capped Calls associated with the 2027 Notes cover, approximately 1.4Â million shares of the Companyâ€™s common stock, subject to anti-dilution adjustments. The Capped Calls are expected to generally reduce the potential dilution of the Companyâ€™s common stock upon any conversion of the 2027 Notes and/or offset any cash payments that the Company is required to make in excess of the principal amount of such converted notes, as the case may be, with such reduction and/or offset subject to a cap.Revolving Credit Facility The Companyâ€™s Revolving Credit and Security Agreement (as amended from time to time, the Revolving Credit Facility) was initially executed in March 2021, amended in August 2022 to finance the acquisition of card receivables and increase the borrowing capacity, and further amended in March 2024 to extend the maturity date and further increase the borrowing capacity. The Revolving Credit Facility matures in June 2026 or earlier pursuant to the agreement and has a total commitment of $300.0 million. The required minimum utilization was $180.0 million, or 60% of the total commitment, and the Company had borrowed an additional $45.0 million in March 2024. Total outstanding borrowings were $180.0 million as of JuneÂ 30, 2024. The Revolving Credit Facility requires the Company to pay unused fees up to 0.50% per annum. Borrowings are secured by acquired card receivables. Beginning March 3, 2023, borrowings bear interest of 2.65% per annum, plus SOFR (subject to a floor rate of 0.25% and benchmark adjustment rate of 0.28%). The effective interest rate was 8.28% per annum as of JuneÂ 30, 2024. The Company is required to comply with certain restricted covenants, including liquidity requirements. As of JuneÂ 30, 2024, the Company was in compliance with those covenants.The debt issuance costs and debt premium associated with the Revolving Credit Facility is amortized using the effective interest method over the remaining term of the contract of approximately 1.9 years. The amortization of the debt issuance costs and debt premium is recorded in other income (expense), net in the accompanying consolidated statement of operations and during each of the years ended JuneÂ 30, 2024 and 2023 was not material.NOTE 11 â€“ STOCKHOLDERSâ€™ EQUITY Equity Incentive PlansOn NovemberÂ 26, 2019, the Companyâ€™s board of directors approved the 2019 Equity Incentive Plan (2019 Plan), which became effective on December 10, 2019. The 2019 Plan authorizes the award of stock options, RSUs, restricted stock awards, stock appreciation rights, performance-based awards, market-based awards, cash awards, and stock bonus awards, as determined by the Companyâ€™s board of directors. The Companyâ€™s 2016 Equity Incentive Plan (2016 Plan), which was adopted in February 2016, was terminated concurrent to the effective date of the 2019 Plan. The Companyâ€™s 2006 Equity Incentive Plan (2006 Plan), which was adopted in April 2006, was terminated upon the adoption of the 2016 Plan. There were no equity-based awards granted under the 2016 Plan and the 2006 Plan after their termination; however, all outstanding awards under the 2016 Plan and the 2006 Plan continue to remain subject to the terms of the respective Equity Incentive Plan until such awards are exercised or until they terminate or expire by their terms. The 2019 Plan, 2016 Plan, and 2006 Plan are collectively referred to as the â€œEquity Incentive Plans.â€ The Company initially reserved 7,100,000 shares of its common stock, plus any reserved shares not issued or subject to outstanding grants under the 2016 Plan, for issuance pursuant to awards granted under the 2019 Plan. The number of shares reserved for issuance under the 2019 Plan increases automatically on July 1 of each of 2020 through 2029 by the number of shares equal to the lesser of 5% of the total number of outstanding shares of the Companyâ€™s common stock as of the immediately preceding JuneÂ 30, or a number as 115may be determined by the Companyâ€™s board of directors. In addition, the following shares of common stock from the 2016 Plan and the 2006 Plan will be available for grant and issuance under the 2019 Plan:â€¢shares issuable upon the exercise of options or subject to other awards under the 2016 Plan or 2006 Plan that cease to be subject to such options or other awards by forfeiture or after the effective date of the 2019 Plan; andâ€¢shares issued pursuant to outstanding awards under the 2016 Plan and 2006 Plan that are forfeited or repurchased after the effective date of the 2019 Plan.The total number of shares of common stock available for future grants under the Equity Incentive Plans was 18,041,434 shares as of JuneÂ 30, 2024.Equity Awards Assumed in AcquisitionsThe Company assumed and replaced the outstanding stock options of Invoice2go upon its acquisition. The assumed equity awards will be settled in shares of the Companyâ€™s common stock and will retain the terms and conditions under which they were originally granted. No additional equity awards will be granted under equity

incentive plans of the acquired companies.Restricted Stock UnitsA summary of RSU activity as of JuneÂ 30, 2024, and changes during the year ended JuneÂ 30, 2024, is presented below.Number ofshares (1)(in thousands) Weightedaveragegrant datefair valueNonvested at JuneÂ 30, 20234,184Â $140.41Â Granted3,452Â $90.90Â Vested(2,048)$136.74Â Forfeited(987)$124.82Â Nonvested at JuneÂ 30, 20244,600Â $108.24Â (1) Includes RSU, market-based RSUs and performance-based RSUs.The fair value of the RSU grant is determined based upon the market closing price of the Companyâ€™s common stock on the date of grant. The weighted-average grant date fair value of RSUs granted during the years ended JuneÂ 30, 2024, 2023, and 2022 was $90.90, $120.25, and $202.79 per share, respectively. The RSUs vest over the requisite service period, which ranges between 1 year and 4 years from the date of grant, subject to the continued employment of the employees and services of the non-employee directors. The total fair value of RSUs that vested during the years ended JuneÂ 30, 2024, 2023, and 2022 was approximately $145.1 million, $197.3 million, and $118.9 million, respectively.Performance-based RSUsDuring the year ended JuneÂ 30, 2024 the Company granted 102,411 RSUs to certain executive employees that vest based upon the achievement of designated financial metrics and continued employment with the Company over a period of three years. The fair value of the performance-based RSU grant is determined based upon the market closing price of the Companyâ€™s common stock on the date of grant. The weighted-average grant date fair value of these performance-based RSUs was $102.04 per unit. The Company recognizes expense for performance-based RSUs over the requisite service period. For any change in the estimate of the number of performance-based RSUs that are probable of vesting, the Company will cumulatively adjust compensation expense in the period that the change in estimate is made. The number of shares that ultimately vest vary with the achievement of the specified performance criteria.116Stock Based CompensationStock-based compensation by award type (in thousands): Year endedJuneÂ 30,Unrecognized compensation (in thousands) Weighted-average recognition period (in years)202420232022RSUs(1)$217,696Â $251,456Â $134,222Â $434,623Â 2.6Stock options10,719Â 37,882Â 55,667Â 3,989Â 1.1Performance-based awards13,351Â 17,914Â â€”Â 13,411Â 3.3Employee stock purchase plan9,129Â 11,280Â 8,918Â 4,143Â 0.6Market-based RSUs5,912Â 4,308Â 2,755Â 7,106Â 1.4Total stock-based compensation$256,807Â $322,840Â $201,562Â $463,272Â Stock-based compensation was included in the following line items in the accompanying consolidated statements of operations and consolidated balance sheets (in thousands): Year endedJuneÂ 30,202420232022Revenue - subscription and transaction fees$1,831Â $188Â $â€”Â Cost of revenue - service costs9,309Â 9,111Â 5,144Â Research and development103,382Â 93,364Â 54,907Â Sales and marketing(1)49,070Â 130,421Â 60,237Â General and administrative81,209Â 80,619Â 76,869Â Restructuring3,574Â â€”Â â€”Â Total amount charged to operating loss248,375Â 313,703Â 197,157Â Property and equipment (capitalized internal-use software) and other8,432Â 9,137Â 4,405Â Total stock-based compensation$256,807Â $322,840Â $201,562Â (1) In fiscal 2023, the Company entered into separation and advisory agreements (the CRO Agreements) with its former Chief Revenue Officer (the CRO). Pursuant to the CRO Agreements, the former CRO will serve the Company as an advisor through September 2024. Upon execution of the CRO Agreements, the Company recognized $52.2Â million of stock-based compensation expense related to the former CRO's RSUs.Share Repurchase ProgramIn January 2023, the Company's board of directors authorized the repurchase of up to $300.0 million of the Company's outstanding shares of common stock (the January 2023 Share Repurchase Program). During the years ended JuneÂ 30, 2024 and 2023, the Company repurchased and subsequently retired 2,882,634 shares for $211.9 million and 1,077,445 shares for $87.6 million under the January 2023 Share Repurchase Program, respectively. The Company completed the repurchase of shares with an aggregate value equal to the full authorized amount under the January 2023 Share Repurchase Program by December 31, 2023.The total price of the shares repurchased and related transaction costs are reflected as a reduction of common stock and an increase to accumulated deficit on the accompanying consolidated balance sheets.117NOTE 12 â€“ OTHER INCOME (EXPENSE), NETOther income (expense), net consisted of the following for the periods presented (in thousands): Year endedJuneÂ 30, 202420232022Interest income$122,298Â $91,279Â $6,691Â Gain on debt extinguishment and change on mark to market derivatives associated with 2025 Notes repurchase and capped calls45,272Â â€”Â â€”Â Lower of cost or market adjustment on card Â Â Â Â Â receivables sold and held for saleâ€”Â (1,545)(11,460)Interest expense(19,182)(15,203)(9,419)Other(543)(1,675)327Â Total other income (expense), net$147,845Â $72,856Â $(13,861)NOTE 13 â€“ INCOME TAXES The components of loss before provision for (benefit from) income taxes were as follows during the periods presented (in thousands):Year ended JuneÂ 30, 202420232022Domestic$5,312Â $(199,452)$(304,508)Foreign(31,631)(23,465)(26,171)Total$(26,319)$(222,917)$(330,679)The components of provision for (benefit from) income taxes were as follows during the periods presented (in thousands):Year endedJuneÂ 30, 202420232022Current:Federal$1,650Â $572Â $(247)State1,251Â 1,583Â â€”Â Foreign19Â 14Â â€”Â Total current2,920Â 2,169Â (247)Deferred:Federal(262)(995)(1,115)State(99)(366)(2,956)Total deferred(361)(1,361)(4,071)Provision for (benefit from) income taxes$2,559Â $808Â $(4,318)118The items accounting for the difference between the income taxes computed at the federal statutory rate and the provision for (benefit from) income taxes consisted of the following during the periods presented (in thousands): Year endedJuneÂ 30, 202420232022Expected benefit at U.S. federal statutory rate$(5,528)$(46,813)$(69,443)State income taxes, net of federal benefit9,134Â 8,087Â 13,509Â Stock-based compensation (1)24,300Â 4,253Â (93,705)Research and development tax credits(24,039)(19,974)(22,061)Change in valuation allowance related to acquisition (2)â€”Â (126)(2,831)Change in valuation allowance (3)4,943Â 48,321Â 174,477Â Restructuring(13,769)â€”Â â€”Â Unrecognized tax benefit(628)(390)(10,975)Acquisition-related costsâ€”Â â€”Â 553Â Foreign rate differential6,658Â 4,942Â 5,496Â Other1,488Â 2,508Â 662Â Provision for (benefit from) income taxes$2,559Â $808Â $(4,318)(1)The rate impact during the year ended June 30, 2024 and 2023 relates to the impact of non-deductible stock compensation and shortfalls related to tax deductions being smaller than the associated stock compensation expense. The rate impact during the years ended June 30, 2022 pertains to windfalls from tax deductions being larger than the associated stock compensation expense. (2) The rate impact during the year ended June 30, 2022 pertains to the income tax benefit recorded as a result of the acquisition of Invoice2go, which allowed the Company to release a portion of its valuation allowance due to the net deferred tax liabilities that were recorded as a result of such acquisition.(3) The rate impact during the year ended June 30, 2024, 2023 and 2022 pertains to (i) an increase in valuation allowance due to the increase in deferred tax assets associated with losses, capitalized R&D expense and tax credits generated during the year and (ii) a change in deferred tax liability related to the acquisitions of Invoice2go.119The components of deferred tax assets and liabilities were as follows as of the dates presented (in thousands): June 30,20242023Deferred tax assets:Accruals and reserves$13,966Â $12,537Â Capitalized research and development120,882Â 75,694Â Deferred revenue1,084Â 1,084Â Stock-based compensation17,093Â 24,998Â Net operating loss carryforwards360,592Â 379,758Â Research and development credits85,910Â 62,299Â Accrued rewards40Â 1,855Â Operating lease liabilities19,139Â 21,616Â Other598Â 1,257Â Total deferred tax assets before valuation allowance619,304Â 581,098Â Valuation allowance(494,424)(479,449)Deferred tax assets$124,880Â $101,649Â Deferred tax liabilities:Deferred contract costs$(5,868)$(4,772)Property and equipment(15,853)(13,078)Intangible assets(68,218)(67,455)Operating right of use assets(14,992)(17,155)Other reserve(20,399)â€”Â Total deferred tax liabilities(125,330)(102,460)Net deferred tax liabilities(450)(811)Accounting Standards Codification 740 requires that the tax benefit of net operating losses, temporary differences, and credit carryforwards be recorded as an asset to the extent that management assesses that realization is â€œmore likely than not.â€ Realization of the future tax benefits is dependent on the Companyâ€™s ability to generate sufficient taxable income within the carryforward period. Because of the Companyâ€™s recent history of operating losses, management believes that recognition of the deferred tax assets arising from the above-mentioned future tax benefits is currently not likely to be realized and, accordingly, has provided a valuation allowance. The change in valuation allowance was approximately $15.0 million, $95.3 million, and $276.3 million during the years ended JuneÂ 30, 2024, 2023, and 2022, respectively. The increase in the JuneÂ 30, 2024 valuation allowance is primarily from the application of the Tax Cuts and Jobs Act of 2017 effective fiscal year 2023 and thereafter, that requires companies to capitalize and amortize research and development expenses rather than deduct the costs as incurred, offset by a reduction in a deferred tax liabilities. The net deferred tax liability is included as other long-term liabilities in the accompanying consolidated balance sheets. The Tax Cuts and Job Act subjects a U.S. company to tax on its Global Intangible Low Tax Income (GILTI). Under GAAP, the Company can make an accounting policy election to either treat taxes due on the GILTI inclusion as a current period expense or factor such amounts into the measurement of deferred taxes. The Company elected the period expense method.The Company does not currently operate under any tax holiday in any country in which it operates.The Company does not have foreign earnings available to distribute. As such, there is no unrecorded deferred tax liability associated with an outside basis of foreign subsidiaries.As of JuneÂ 30, 2024, the Company had NOL carryforwards of $1.2Â billion, $1.0Â billion, and $134.9 million for federal, state, and foreign tax purposes, respectively, that are available to reduce future taxable income. If not utilized, the state NOL carryforwards will begin to expire in 2024. As of JuneÂ 30, 2024, the federal 120and foreign NOL carryforwards do not expire and will carry forward indefinitely until utilized. As of JuneÂ 30, 2024, the Company also had research and development tax credit carryforwards of approximately $76.5 million and $53.1 million for federal and state tax purposes, respectively. If not utilized, the federal tax credits will expire at various dates beginning in 2041. The majority of the state tax credits do not expire and will carry forward indefinitely until utilized. Utilization of the NOL and tax credit carryforwards may be subject to a substantial annual limitation due to the ownership change limitations provided by the Code and other similar state provisions. The annual limitation may result in the expiration of NOLs and tax credits before utilization. Below is the reconciliation of the unrecognized tax benefits related to federal and California research and development credits during the periods presented (in thousands): Year eded June 30,202420232022Balance at the beginning of the year$23,300Â $16,724Â $22,185Â Add:Tax positions related to the current year9,134Â 6,642Â 7,354Â Increase from business combinationâ€”Â â€”Â 160Â Tax positions related to the prior year2,714Â 226Â â€”Â Less:Tax positions related to the prior yearâ€”Â â€”Â (12,761)Statute of limitations lapse(20)(292)(214)Balance at the end of the year$35,128Â $23,300Â $16,724Â The Company had unrecognized tax benefits of approximately $35.1 million and $23.3 million as of JuneÂ 30, 2024 and 2023, respectively, all of which are offset by a full valuation allowance. If the unrecognized tax benefits as of JuneÂ 30, 2024 is recognized, it will not have an impact to the effective tax rate due to the Companyâ€™s valuation allowance.The amount of interest and penalties accrued as of each of JuneÂ 30, 2024 and 2023 were not material.The Company files income tax returns in the U.S. for U.S. federal, California, and various states and foreign jurisdictions. The Companyâ€™s U.S. federal, state, and foreign tax returns for all years remain subject to examination by taxing authorities as a result of unused tax attributes being carried forward. The Company records liabilities related to uncertain tax positions, which provide adequate reserves for income tax uncertainties in all open tax years. The Companyâ€™s management evaluates the realizability of the Companyâ€™s deferred tax assets based on all available evidence, both positive and negative. The realization of net deferred tax assets is dependent on the Companyâ€™s ability to generate sufficient future taxable income during the foreseeable future. The Company does not anticipate any material change on its unrecognized tax benefits over the next 12 months. NOTE 14 â€“ LEASESThe Company has non-cancelable operating leases for office and other facilities in various locations, and certain equipment, which expire through 2031. Also, the Company subleases part of its office facility in Draper, Utah under a non-cancellable operating lease that expires in December 2025. The Company's leases do not contain any material residual value guarantees.As of JuneÂ 30, 2024, the weighted average remaining term of these operating leases is 6.5 years and the weighted-average discount rate used to estimate the net present value of the operating lease liabilities was 5.0%.The total payment for amounts included in the measurement of operating lease liabilities was $13.9 million, $14.9 million, and $13.8 million during the years ended JuneÂ 30, 2024, 2023, and 2022, respectively.121The total amount of ROU assets obtained in exchange for new operating lease liabilities was zero, $2.0 million, and $5.3 million during the years ended JuneÂ 30, 2024, 2023, and 2022, respectively. The components of lease expense during the years ended JuneÂ 30, 2024, 2023, and 2022 are shown in the table below (in thousands): Year ended June 30202420232022Operating lease expense (1)$12,877Â $14,081Â $12,983Â Variable lease expense, net of credit2,461Â 2,251Â 2,909Â Sublease income(581)(586)(712)Total lease cost$14,757Â $15,746Â $15,180Â (1) Includes short-term lease, which is not material for the fiscal years ended JuneÂ 30, 2024, 2023, and 2022.NOTE 15 â€“ COMMITMENTS AND CONTINGENCIESCommitmentsThe Company has non-cancelable operating leases for office and other facilities in various locations, which expire through 2031. Future minimum lease payments as of JuneÂ 30, 2024 are as follows (in thousands):Fiscal years ending JuneÂ 30:Amount 2025$13,425Â 202613,292Â 202713,226Â 202813,590Â 202913,974Â Thereafter21,945Â Gross lease payments89,452Â Less - present value adjustments(13,614)Total operating lease liabilities, net$75,838Â The current portion of operating lease liabilities, which is included in other accruals and current liabilities in the accompanying consolidated balance sheets, was $13.0 million and $14.1 million as of JuneÂ 30, 2024 and 2023, respectively. The non-current portion of operating lease liabilities was $62.8 million and $72.5 million as of JuneÂ 30, 2024 and 2023, respectively.In addition to the minimum lease payments above, the Company has multi-year agreements with certain third parties and financial institution partners, expiring through 2029, which require the Company to pay fees over the term of the respective agreements. Future payments under these other agreements as of JuneÂ 30, 2024 are as follows (in thousands).Fiscal years ending JuneÂ 30:Amount2025$29,468Â 202615,051Â 20279,414Â 20285,491Â 20294,250Â Total$63,674Â 122Purchase of Card Receivables That Have Not ClearedThe Company is contractually obligated to purchase all card receivables from the Issuing Banks including authorized transactions that have not cleared. The transactions that have been authorized but not cleared totaled $27.2 million as of JuneÂ 30, 2024 and are not recorded on the accompanying consolidated balance sheets. The Company has credit exposures with these authorized but not cleared transactions; however, the expected credit losses recorded were not material as of JuneÂ 30, 2024. See Note 6 for additional discussion about acquired card receivables.LitigationFrom time to time, the Company is involved in lawsuits, claims, investigations, and proceedings that arise in the ordinary course of business. The Company records a provision for a liability when management believes that it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. As of each of JuneÂ 30, 2024 and 2023, the Companyâ€™s reserve for litigation is immaterial. The Company reviews these provisions periodically and adjusts these provisions to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular case. Litigation is inherently unpredictable.Unused Credit ArrangementsAs of JuneÂ 30, 2024, the Company, in partnership with the Issuing Banks and the Originating Bank Partner, had approximately $2.8 billion in unused credit available to spending businesses and borrowers using the invoice financing product. While this balance represents the total unused credit available, historical trends and current expectations indicate that the unused credit will likely not be fully utilized by spending businesses and borrowers using the invoice financing product at any one time.The Company manages credit risk exposure by limiting total credit for each spending business and borrowers using the invoice financing product. The Company periodically reviews credit lines to assess different factors, including account usage and creditworthiness of spending businesses and borrowers using the invoice financing product. The credit lines can be terminated by the Company at any time, and they do not necessarily represent future cash requirements. The Company does not record a liability for expected credit losses for unused lines of credit as they are unconditionally cancellable.NOTE 16 â€“ RESTRUCTURINGOn December 5, 2023, the Company announced a restructuring plan (Restructuring Plan) intended to right-size the Company's organization, enhance profitability, and reallocate resources towards the most impactful initiatives. The Restructuring Plan included a reduction of the Company's global workforce and closure of its office in Sydney, Australia. The Company incurred the majority of the charges relating to the Restructuring Plan in the three months ended December 31, 2023. The Company has substantially completed the Restructuring Plan as of June 30, 2024.During the year ended JuneÂ 30, 2024, the Company recorded restructuring expenses of $27.6Â million, which includes $3.6Â million of stock-based compensation expense, as a separate line item in the accompanying consolidated statements of operations. The following table summarizes the restructuring liability that is included in other accruals and current liabilities and accounts payable on the accompanying consolidated balance sheets as of June 30, 2024:Severance and termination benefitsContract terminationOtherTotal restructuring liabilityBalance, at June 30, 2023$â€”Â $â€”Â $â€”Â $â€”Â Charges22,817Â 480Â 705Â 24,002Â Cash payments(22,492)(480)(703)(23,675)Balance, at June 30, 2024$325Â $â€”Â $2Â $327Â 123NOTE 17 â€“ NET LOSS PER SHARE ATTRIBUTABLE TO COMMON STOCKHOLDERS Potentially dilutive securities, which were excluded from the diluted net loss per share calculations because they would have been anti-dilutive, were as follows as of the dates presented (in thousands):June 30,202420232022Equity awards6,641Â 6,772Â 7,137Â Convertible senior notes2,426Â 8,534Â 8,534Â Total9,067Â 15,306Â 15,671Â Shares issuable under the Notes is subject to adjustment up to approximately 3.6Â million shares if certain corporate events occur prior to the maturity date of the Notes or if the Company issues a notice of redemption. As of JuneÂ 30, 2024, the Conversion Condition was not triggered for either the 2025 Notes or the 2027 Notes.124Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURENone.Item 9A. CONTROLS AND PROCEDURESEvaluation of Disclosure Controls and ProceduresOur management, with the participation and supervision of our chief executive officer (CEO) and our chief financial officer (CFO), have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of JuneÂ 30, 2024, the end of the period covered by this Annual Report on Form 10-K. Our disclosure controls and procedures are designed to ensure that information we are required to disclose in 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 rules and forms, and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure. Based on such evaluation, our CEO and CFO have concluded that our disclosure controls and procedures were effective at a reasonable assurance level.Management's Annual Report on Internal Control over Financial ReportingOur management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Management, with the participation of our CEO and CFO, has assessed the effectiveness of our internal control over financial reporting as of JuneÂ 30, 2024 based on the 2013 framework established in the â€œInternal Control-Integrated Frameworkâ€, issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management has concluded that our internal control over financial reporting as of JuneÂ 30, 2024 was effective. The effectiveness of the internal control over financial reporting as of JuneÂ 30, 2024 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report, which appears in Part II, Item 8 of this Annual Report on Form 10-K.Changes in Internal Control Over Financial ReportingThere was no change in our internal control over financial reporting identified in connection with the evaluation required by Rules 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the fiscal quarter ended JuneÂ 30, 2024 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.Inherent Limitation on the Effectiveness of Internal ControlOur management, including our CEO and CFO, do not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or 125procedures may deteriorate. Due to inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.Item 9B. OTHER INFORMATIONNameActionDateTrading ArrangementTotal Shares to be SoldExpiration DateTitleRule 10b5-1 (1)Non-Rule 10b5-1 (2)Alison WagonfeldDirectorAdopt6/5/2024X3,921Â 8/22/2025(1) Intended to satisfy the affirmative defense of Rule 10b5-1(c). The Rule 10b5-1 plan included a representation from the participant to the broker administering the plan that such person was not in possession of any material nonpublic information regarding us or our securities subject to the Rule 10b5-1 plan at the time the Rule 10b5-1 plan was entered into. This representation was made as of the date of adoption of the Rule 10b5-1 plan, and speaks only as of that date. In making this representation, there is no assurance with respect to any material nonpublic information of which the participant was unaware, or with respect to any material nonpublic information acquired by the participant or us after the date of the representation.(2) Not intended to satisfy the affirmative defense of Rule 10b5-1(c).Item 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONSNone.126PART III Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCEWe maintain a Code of Business Conduct and Ethics that incorporates our code of ethics applicable to all our employees (including executive officers), independent contractors, and our board of directors. Our Code of Business Conduct and Ethics is published on our Investor Relations website at investor.bill.com under â€œGovernance.â€ We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding amendments to, or waiver from, a provision of our Code of Business Conduct and Ethics by posting such information on the website address and location specified above.The remaining information required by this item is incorporated by reference to the definitive Proxy Statement for our 2024 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after JuneÂ 30, 2024.Item 11. EXECUTIVE COMPENSATIONThe information required by this item is incorporated by reference to the definitive Proxy Statement for our 2024 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after JuneÂ 30, 2024. Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERSThe information required by this item is incorporated by reference to the definitive Proxy Statement for our 2024 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after JuneÂ 30, 2024.Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCEThe information required by this item is incorporated by reference to the definitive Proxy Statement for our 2024 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after JuneÂ 30, 2024. Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICESThe information required by this item is incorporated by reference to the definitive Proxy Statement for our 2024 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after JuneÂ 30, 2024. 127PART IV Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES (a)The following documents are filed as a part of this Annual Report on Form 10-K:(1)Consolidated Financial Statements:See â€œIndex to Consolidated Financial Statementsâ€ in Part II, Item 8 of this Annual Report on Form 10-K.(2)Financial Statement Schedules:All financial statement schedules have been omitted as the information is not required under the related instructions or is not applicable or because the information required is already included in the financial statements or the notes to those financial statements. (3)ExhibitsThe documents set forth below are filed herewith or are incorporated herein by reference to the location indicated.EXHIBITSIncorporated by ReferenceExhibitNumberDescriptionFormFile No.Exhibit NumberFiling DateFiledHerewith2.1Agreement and Plan of Merger, dated May 6, 2021, between the Registrant, certain subsidiaries of the Registrant and DivvyPay, Inc., a Delaware corporation.S-3/ASR333-2567092.106/02/20212.2Agreement and Plan of Merger, dated July 16, 2021, between the Registrant and Invoice2go, Inc.S-3/ASR333-2594192.109/09/20213.1Restated Certificate of Incorporation, as amended.10-K001-391493.108/29/20233.2Second Amended and Restated Bylaws.8-K001-391493.202/17/20234.1Form of Common Stock certificate.S-1/A333-2347304.112/2/20194.2Tenth Amended and Restated Investorsâ€™ Rights Agreement, dated December 21, 2018, by and among the Registrant and certain security holders of the Registrant, as amended.S-1333-2347304.211/15/20194.3Description of Securities Registered Under Section 12 of the Exchange Act.10-K001-391494.308/29/20234.4Indenture, dated as of November 30, 2020, between the Registrant and Wells Fargo Bank, National Association (including the form of 0% convertible senior notes due 2025).8-K001-391494.111/30/20204.5Indenture, dated as of September 24, 2021, between the Registrant and Wells Fargo Bank, National Association (including the form of 0% convertible senior notes due 2027).10-K001-391494.508/29/20234.6Form of Warrant to Purchase Common Stock by and between the Registrant and CPA.com, Inc.X4.7Form of Warrant to Purchase Common Stock by and between the Registrant and JPMC Strategic Investments I Corporation.10-Q001-391494.102/09/202410.1â€ Form of Indemnification Agreement.S-1333-23473010.111/15/201910.2â€ 2006 Equity Incentive Plan, as amended, and forms of equity agreements thereunder.S-1333-23473010.211/15/201910.3â€ 2016 Equity Incentive Plan, as amended, and forms of equity agreements thereunder.S-1333-23473010.311/15/201910.4â€ 2019 Equity Incentive Plan, and forms of equity agreements thereunder.10-K001-3914910.408/29/202312810.5â€ 2019 Employee Stock Purchase Plan, and forms of subscription agreement thereunder.10-K001-3914910.508/29/202310.6â€ Form of Change in Control and Severance Agreement for executive officers.S-1/A333-23473010.612/2/201910.7â€ Offer Letter, by and between the Registrant and RenÃ© Lacerte.S-1/A333-23473010.712/2/201910.8â€ Offer Letter, by and between the Registrant and John Rettig.S-1/A333-23473010.812/2/201910.9â€ Offer Letter, by and between the Registrant and Raj Aji.10-K001-3914910.108/30/202110.10Third Amendment to Office Lease, by and between the Registrant and US ER America Center 4, LLC.10-K001-3914910.1208/22/202210.11Amendment No. 5 to Revolving Credit and Security Agreement, by and among Goldman Sachs Bank USA, the lenders party thereto and Divvy Peach, LLC, dated as of March 15, 2024.10-Q001-3914910.105/03/202410.12â€ DivvyPay, Inc. 2016 Equity Incentive Plan.10-K001-3914910.1408/30/202110.13â€ Invoice2go, Inc. 2014 Stock Plan.S-8333-25942099.109/09/202116.1Letter from Ernst & Young LLP, dated September 7, 2023.8-K001-3914916.109/07/202319.1Insider Trading Policy.X21.1List of Subsidiaries of the Registrant.X23.1Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.X23.2Consent of Ernst & Young LLP, independent registered public accounting firm.X31.1Certification of Principal Executive Officer Pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1994 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.X31.2Certification of Principal Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1994 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.X32.1*Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.X32.2*Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.X97.1BILL Holdings, Inc. Compensation Recovery Policy.X101.INSInline XBRL Document Set for the consolidated financial statements and accompanying notes in Part II, Item 8, â€œFinancial Statements and Supplementary Dataâ€ of this Annual Report on Form 10-K.X104Inline XBRL for the cover page of this Annual Report on Form 10-K, included in the Exhibit 101 Inline XBRL Document SetX_____â€ Indicates management contract or compensatory plan. + Registrant has omitted portions of the exhibit as permitted under Item 601(b)(10) of Regulation S-K.*The certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany this Annual Report on Form 10-K and are not deemed â€œfiledâ€ for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, nor shall they be deemed incorporated by reference into any filing under the Securities Act of the Exchange Act.129Item 16. FORM 10-K SUMMARYNot applicable.130SIGNATURESPursuant 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.August 23, 2024By:/s/ RenÃ© Lacerte(Date)RenÃ© LacerteChief Executive Officer(Principal Executive Officer)POWER OF ATTORNEYKNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints RenÃ© Lacerte and John Rettig, and each of them, as his true and lawful attorneys-in-fact, proxies, and agents, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments or any abbreviated registration statement and any amendments thereto filed pursuant to Rule 462(b) increasing the number of securities for which registration is sought), and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact, proxies, and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, proxies, and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.Pursuant to the requirements of the Securities Act, this Annual Report on Form 10-K has been signed by the following persons in the capacities and on the dates indicated. SignatureTitleDate/s/ RenÃ© LacerteChief Executive Officer and DirectorAugust 23, 2024RenÃ© Lacerte(Principal Executive Officer)/s/ John RettigPresident and Chief Financial OfficerAugust 23, 2024John Rettig(Principal Financial Officer)/s/ Germaine CotaSenior Vice President, Finance and AccountingAugust 23, 2024Germaine Cota(Principal Accounting Officer)/s/ Aida AlvarezDirectorAugust 23, 2024Aida Alvarez/s/ Steven CakebreadDirectorAugust 23, 2024Steven Cakebread/s/ Stephen FisherDirectorAugust 23, 2024Stephen Fisher/s/ David HornikDirectorAugust 23, 2024David Hornik131/s/ Brian JacobsDirectorAugust 23, 2024Brian Jacobs/s/ Peter KightDirectorAugust 23, 2024Peter Kight/s/ Allie KlineDirectorAugust 23, 2024Allie Kline/s/ Allison MnookinDirectorAugust 23, 2024Allison Mnookin/s/ Tina ReichDirectorAugust 23, 2024Tina Reich/s/ Scott WagnerDirectorAugust 23, 2024Scott Wagner/s/ Alison WagonfeldDirectorAugust 23, 2024Alison Wagonfeld132 EX-4.6 2 bill-20240630xex46.htm EX-4.6 DocumentNEITHER THIS WARRANT NOR THE SECURITIES ISSUABLE UPON EXERCISE OF THIS WARRANT HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE â€œACTâ€), OR UNDER ANY APPLICABLE STATE SECURITIES LAWS. THESE SECURITIES HAVE BEEN ACQUIRED FOR INVESTMENT AND NOT WITH A VIEW TO, OR IN CONNECTION WITH, THE SALE OR DISTRIBUTION THEREOF. NO SUCH SALE OR DISTRIBUTION MAY BE EFFECTED WITHOUT AN EFFECTIVE REGISTRATION STATEMENT RELATED THERETO OR AN OPINION OF COUNSEL THAT SUCH REGISTRATION IS NOT REQUIRED UNDER THE ACT OR APPLICABLE STATE SECURITIES LAWS. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.BILL.COM HOLDINGS, INC.FORM OF WARRANT TO PURCHASE COMMON STOCKIssued on [Â Â Â Â] (â€œIssue Dateâ€)This certifies that that for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, CPA.com, Inc. or its registered assigns (â€œHolderâ€) is entitled, subject to the terms and conditions of this Warrant, to purchase from Bill.com Holdings, Inc., a Delaware corporation (the â€œCompanyâ€), at a price per share equal to the Warrant Price (as defined below), at any time prior to the Expiration Date (as defined below) (â€œExercise Sharesâ€), [SHARES] ([SHARES]) shares of Warrant Stock (as defined below), upon surrender of this Warrant at the principal offices of the Company, together with a duly executed subscription form in the form attached hereto as Exhibit 1 (the â€œSubscription Formâ€) and simultaneous payment of an amount equal to the product obtained by multiplying the Warrant Price by the number of Exercise Shares so purchased in lawful money of the United States or by an election to net exercise as set forth in Section 2.6 hereof. The Warrant Price and the number and character of Exercise Shares purchasable under this Warrant are subject to adjustment as provided herein.This Warrant has been issued pursuant to that certain Warrant Issuance Agreement, dated February 9, 2022 (the â€œWarrant Agreementâ€), by and among the Company and Holder, and is subject to the provisions thereof. Terms used but not defined herein shall have the meanings set forth in the Warrant Agreement.1.Â Â Â Â DEFINITIONS. The following definitions shall apply for purposes of this Warrant: â€œActâ€ means the Securities Act of 1933, as amended.â€œAffiliateâ€ has the meaning ascribed to it in Rule 144 promulgated under the Act.â€œBusiness Dayâ€ means any day other than a Saturday, Sunday or a day on which banks in San Francisco, California are authorized or required by law to close.â€œChange of Controlâ€ means any of the following: (a) the reorganization, consolidation or merger of the Company with or into any other entity or entities in which the holders of the Companyâ€™s outstanding shares immediately before such reorganization, consolidation or merger do not, immediately after such reorganization, consolidation or merger retain stock (or other ownership interests) representing a majority of the voting power of the surviving entity or entities of such reorganization, consolidation or merger in substantially the same proportion as their ownership immediately prior to the 9reorganization, consolidation or merger as a result of their shareholdings in the Company immediately prior to the reorganization, consolidation or merger; (b) the sale, transfer or other disposition of all or substantially all of the assets of the Company; or (c) the closing of the transfer (whether by merger, consolidation or otherwise), in one transaction or a series of related transactions, to a person or group of affiliated persons (other than an underwriter of the Companyâ€™s securities), of the Companyâ€™s securities if, after such closing, such person or group of affiliated persons would hold fifty percent (50%) or more of the outstanding voting stock of the Company (or the surviving or acquiring entity), other than an equity financing in which the Company is the surviving corporation.â€œCompanyâ€ shall include, in addition to the Company identified in the opening paragraph of this Warrant, any corporation or other entity that succeeds to the Companyâ€™s obligations under this Warrant, whether by permitted assignment, by merger or consolidation or otherwise.â€œConstituent Documentâ€ means with respect to any Person, such Personâ€™s articles or certificate of incorporation, association or formation, deed of incorporation, bylaws, limited liability company agreement, partnership agreement or other constitutive documents, as applicable (and, in each case, such similar instruments or documents as applicable under a relevant jurisdiction).â€œExpiration Dateâ€ means 5:00 p.m. Pacific Time on the third anniversary of the Issue Date or such earlier date and time on which this Warrant ceases to be exercisable as provided in Section 4 hereof.â€œPersonâ€ means an individual, corporation, limited liability company, partnership, association, joint-stock company, trust, unincorporated organization, joint venture or other entity or any governmental authority.â€œSecuritiesâ€ means collectively this Warrant and the Warrant Stock issuable upon exercise of this Warrant.â€œStrategic Partnership Agreementâ€ means that certain Strategic Partnership Agreement dated July 1, 2017, between the Company and CPA.com, Inc., as amended by Amendment One thereto dated February 9, 2022.â€œWarrantâ€ means this Warrant and any warrant(s) delivered in substitution or exchange therefor, as provided herein.â€œWarrant Priceâ€ means $0.01 per share. The Warrant Price is subject to adjustment as providedherein.â€œWarrant Stockâ€ means the shares of the Companyâ€™s common stock, $0.00001 par value pershare (the â€œCommon Stockâ€) issuable hereunder. The number and character of shares of Warrant Stock are subject to adjustment as provided herein and the term â€œWarrant Stockâ€ shall include stock and other securities and property at any time receivable or issuable upon exercise of this Warrant taking into account all such adjustments.2.Â Â Â Â EXERCISE.2.1Â Â Â Â Method of Exercise. Subject to the terms and conditions of this Warrant, Holder may exercise this Warrant in whole or in part for Exercise Shares at any time or from time to time, on any Business Day before the Expiration Date. This Warrant shall be exercised by surrendering this Warrant at the principal offices of the Company, with the Subscription Form duly executed by Holder, and by 10payment in a form specified in Section 2.2 hereof of an amount equal to the product obtained by multiplying (a) the number of Exercise Shares to be purchased by Holder by (b) the Warrant Price as determined in accordance with the terms hereof or, if applicable, an election to net exercise this Warrant as provided in

Section 2.6 hereof for the number of shares of Warrant Stock to be acquired in connection with such exercise. Holder may deliver the Subscription Form duly executed by Holder in order to exercise this Warrant in connection with a Change of Control, with the exercise and payment to be contingent upon consummation of such Change of Control.2.2Â Â Â Â Form of Payment. Payment for the Exercise Shares upon exercise may be made by (a) a check payable to the Companyâ€™s order, (b) ACH or wire transfer of funds to the Company, (c) with the prior written consent of the Company in each instance, cancellation of indebtedness of the Company to Holder, (d) by net exercise as provided in Section 2.6 hereof, or (e) any combination of the foregoing.2.3Â Â Â Â Partial Exercise. Upon a partial exercise of this Warrant, the number of Exercise Shares issuable upon exercise of this Warrant immediately after such partial exercise shall be reduced by (a) the aggregate number of shares of Exercise Shares issued upon such partial exercise of this Warrant and (b) if applicable, the number of shares of Exercise Shares deemed surrendered in connection with a net exercise as provided for in Section 2.6 hereof.2.4Â Â Â Â No Fractional Shares. No fractional shares of Warrant Stock may be issued upon any exercise of this Warrant. If upon exercise of this Warrant in whole or in part, a fraction of a share of Warrant Stock would otherwise result, then in lieu of such fractional share of Warrant Stock, the Company shall pay to Holder an amount in cash equal to such fraction of a share of Warrant Stock multiplied by the then current Fair Market Value of one Exercise Share.2.5Â Â Â Â Restrictions on Exercise. This Warrant may not be exercised if the issuance of the Exercise Shares upon such exercise would constitute a violation of any applicable federal or state securities laws or other laws or regulations. As a condition to the exercise of this Warrant, Holder shall execute the Subscription Form, confirming and acknowledging that the representations and warranties set forth in the Warrant Agreement as they apply to Holder are true and complete as of the date of exercise.2.6Â Â Â Â Net Exercise Election.(a)Â Â Â Â Holder may elect to convert all or any portion of this Warrant, without the payment by Holder of any additional consideration, by the surrender of this Warrant to the Company, with the net exercise election selected in the Subscription Form duly executed by Holder, into up to the number of shares of Exercise Shares that is obtained under the following formula:X = Y (A-B) AwhereÂ Â Â Â X = the number of Exercise Shares to be issued to Holder pursuant to a net exercise of this Warrant effected pursuant to this Section 2.6.Y = the number of Exercise Shares as to which this Warrant is then being net exercised.A = the Fair Market Value (at the date of such calculation).B = the Warrant Price (as adjusted to the date of such calculation).The Company will promptly respond in writing to an inquiry by Holder as to the then current Fair Market Value.(b)Â Â Â Â For purposes of the above calculation, fair market value of one Exercise Share (the 11â€œFair Market Valueâ€) shall be the last reported sale price of the Common Stock on the trading day immediately prior to the date of exercise of a Warrant, as quoted on the New York Stock Exchange, as published on https://www.marketwatch.com/investing/stock/bill.3.Â Â Â Â ISSUANCE OF STOCK. Except as set forth in Section 4 hereof, this Warrant shall be deemed to have been exercised immediately prior to the close of business on the date of its surrender for exercise as provided above, and the Person entitled to receive the Exercise Shares issuable upon such exercise shall be treated for all purposes as the holder of record of such shares as of the close of business on such date and shall be entered into the register of the Company as a holder as of such date. As soon as practicable on or after such date (in any event within ten (10) Business Days), the Company shall issue and deliver to the Person or Persons entitled to receive the same a certificate or certificates for the number of whole Exercise Shares issuable upon such exercise, together with payment of any fractional shares pursuant to Section 2.4 hereof. In the event that this Warrant is being exercised for less than all of the then-current number of Exercise Shares purchasable hereunder, the Company shall, notwithstanding Section 1.3 of the Warrant Agreement, concurrently with the issuance by the Company of the number of Exercise Shares for which this Warrant is then being exercised, issue a new Warrant of like tenor exercisable for the remaining number of Exercise Shares purchasable hereunder.4.Â Â Â Â EXERCISES IN CONNECTION WITH CERTAIN TRANSACTIONS. If the Companyproposes at any time to effect a Change of Control, the Company shall give Holder at least twenty (20) days advance written notice (each, a â€œTransaction Noticeâ€) of the anticipated closing date for such Change of Control. Holder may, in response to the Transaction Notice, elect at its option, to exercise this Warrant in part or in full in accordance with Section 2 hereof, conditioned upon the completion of such Change of Control, or affirmatively elect to not to exercise this Warrant altogether in which case this Warrant shall automatically expire and be of no further force and effect immediately prior to the effective date of such Change of Control; provided that, in the event that the Holder makes no election with respect to the exercise or not of this Warrant, whether in response to a Transaction Notice or otherwise, the Holder shall be deemed to have exercised this Warrant in full on a Net Exercise Basis in accordance with Section 2 hereof, effective immediately prior to, but conditioned upon, the completion of such Change of Control.5.Â Â Â Â ADJUSTMENT PROVISIONS. The number and character of Exercise Shares issuable upon exercise of this Warrant, and the Warrant Price therefor, are subject to adjustment upon each event specified in Sections 5.1 through 5.4 hereof occurring between the date this Warrant is issued and the earlier of the time that it is exercised in full or the Expiration Date:5.1Â Â Â Â Adjustment for Stock Splits, Combinations and Stock Dividends. In the event that the outstanding shares of Warrant Stock are subdivided (by stock split, issuance of additional shares as a dividend or otherwise) into a greater number of shares of such securities, the number of shares of Warrant Stock issuable upon exercise of the rights under this Warrant immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately increased, and the Warrant Price shall be proportionately decreased such that the aggregate Warrant Price payable for the total number of Exercise Shares purchasable under this Warrant (as adjusted) shall remain the same. In the event the outstanding shares of the securities issuable upon exercise of this Warrant are combined (by reclassification, reverse stock split or otherwise) into a lesser number of shares of Warrant Stock, the number of shares of Warrant Stock issuable upon exercise of the rights under this Warrant immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately decreased, and the Warrant Price shall be proportionately increased such that the aggregate Warrant Price payable for the total number of Exercise Shares purchasable under this Warrant (as adjusted) shall remain the same. Any adjustment under this Section 5.1 shall become effective (i) in the case of any subdivision or combination, at the close of business on the date the subdivision or combination becomes effective, or (ii) in the case of an issuance of additional shares of Warrant Stock as 12a dividend, as of the record date of such dividend, or in the event that no record date is fixed, upon the making of such dividend.5.2Â Â Â Â Adjustment for Other Dividends and Distributions. In case the Company were to make or issue, or fix a record date for the determination of eligible holders entitled to receive a dividend or other distribution payable with respect to the Warrant Stock that is payable in (a) securities of the Company (other than issuances with respect to which adjustment is made under Section 5.1 or Section 5.3 hereof) or (b) cash or other assets of the Company which dividend or distribution is actually made (each a â€œDividend Eventâ€), then, and in each such case, at the election of Holder (which election must be made within 20 days of receipt of notice of such Dividend Event), either (x) the Warrant Price in effect prior to such record date shall be reduced immediately thereafter by the amount of cash and/or the Fair Market Value of the securities, or other assets of the Company to be so distributed in respect of one Exercise Share; provided that, in the event that such distribution is not so made, the Warrant Price then in effect shall be readjusted, effective as of the date when the Board of Directors determines not to distribute such securities, cash or other assets, as the case may be, to the Warrant Price that would then be in effect if such record date had not been fixed; or (y) upon exercise of this Warrant at any time after such Dividend Event, Holder shall receive, in addition to the shares of the Warrant Stock, the securities or such other assets of the Company that would have been payable to Holder if Holder had completed such exercise of this Warrant immediately prior to the relevant record date for such Dividend Event.5.3Â Â Â Â Adjustment for Reorganization, Consolidation, Merger. (a) In case of any reclassification, recapitalization or reorganization of the Company or (b) in case the Company shall consolidate with or merge into one or more other corporations or entities which results in a change of the Warrant Stock, in each case other than a Change of Control and other than resulting from a subdivision, combination or stock dividend provided for in Section 5.1, (each, a â€œReorganization Eventâ€), then, and in each such case, Holder, upon the exercise of this Warrant after such Reorganization Event, shall be entitled to receive in lieu of the stock or other securities and property that Holder would have been entitled to receive upon such exercise prior to such Reorganization Event, without the payment by Holder of any additional consideration, the stock or other securities or property which Holder would have been entitled to receive upon such Reorganization Event if, immediately prior to such Reorganization Event, Holder had completed such exercise of this Warrant, all subject to further adjustment as provided in this Warrant. If after such Reorganization Event, this Warrant is exercisable for securities of a corporation or entity other than the Company, then such corporation or entity shall duly execute and deliver to Holder a supplement hereto acknowledging such corporationâ€™s or other entityâ€™s obligations under this Warrant; and in each such case, the terms of this Warrant shall be applicable to the shares of stock or other securities or property receivable upon the exercise of this Warrant after the consummation of such Reorganization Event. In determining the kind and amount of stock, securities or the property receivable upon exercise of this Warrant following the consummation of such Reorganization Event, if the holders of Warrant Stock have the right to elect the kind or amount of consideration receivable upon consummation of such Reorganization Event, then (i) Holder shall have the right to make a similar election upon exercise of this Warrant with respect to the number of shares of stock or other securities or property which Holder will receive upon exercise of this Warrant or (ii) in the event Holder does not make such election within fifteen(15) days upon notice, the consideration that Holder shall be entitled to receive upon exercise shall be deemed to be the types and amounts of consideration received by the majority of all holders of the shares of Warrant Stock that affirmatively make an election (or of all such holders if none make an election). In no event will the Warrant Price be reduced to less than the par value per share issuable upon exercise of the Warrant.5.4Â Â Â Â Conversion of Stock. In case all (a) the authorized Warrant Stock is converted, pursuant to the Companyâ€™s Certificate of Incorporation, into other securities or property, or (b) the Warrant Stock otherwise ceases to exist or to be authorized by the Companyâ€™s Certificate of Incorporation (each, a â€œStock Eventâ€), then Holder, upon exercise of this Warrant at any time after such Stock Event, shall 13receive, in lieu of the number of Exercise Shares that would have been issuable upon exercise of this Warrant immediately prior to such Stock Event, without the payment by Holder of any additional consideration, the stock and other securities and property that Holder would have been entitled to receiveupon the Stock Event, if, immediately prior to such Stock Event, Holder had completed such exercise of this Warrant. In determining the kind and amount of stock, securities or the property receivable upon exercise of this Warrant following the consummation of such Stock Event, if the holders of Warrant Stock had the right to elect the kind or amount of consideration receivable upon consummation of such Stock Event, then (i) Holder shall have the right to make a similar election upon exercise of this Warrant with respect to the number of shares of stock or other securities or property which Holder will receive upon exercise of this Warrant or (ii) in the event Holder does not make such election within fifteen (15) days upon notice, the consideration that Holder shall be entitled to receive upon exercise shall be deemed to be the types and amounts of consideration received by the majority of all holders of the shares of Warrant Stock that affirmatively made an election (or of all such holders if none make an election).5.5Â Â Â Â Notice of Adjustments. In the event the Company shall propose to take any action of the type described in this Section 5 (for the avoidance of doubt, including any Change of Control) (but only if the action of the type described in this Section 5 would (whether or not at Holderâ€™s election) result in an adjustment in the Warrant Price or the number of shares of Warrant Stock or a change in the type of securities or property to be delivered upon exercise of this Warrant), the Company shall give notice to Holder in accordance with Section 10.6, which notice shall specify the record date, if any, with respect to any such action and the approximate date on which such action is to take place. Such notice shall also set forth the facts with respect thereto as shall be reasonably necessary to indicate the effect on the Warrant Price and the number, kind or class of shares or other securities or property which shall be deliverable upon exercise of this Warrant. In the case of any action which would require the fixing of a record date, such notice shall be given at least five (5) Business Days prior to the date so fixed, and in the case of all other action, such notice shall be given at least ten (10) Business Days prior to the taking of such proposed action. If at any time the Company shall cancel any of such proposed action for which notice has been given prior to the consummation thereof, the Company shall give Holder prompt notice of such cancellation.5.6Â Â Â Â No Change Necessary. The form of this Warrant need not be changed because of any adjustment in the Warrant Price or in the number or type of shares of Warrant Stock issuable upon its exercise.5.7Â Â Â Â Reservation of Stock. If the number of shares of Warrant Stock or other securities issuable upon exercise of this Warrant that are authorized and unissued under the Companyâ€™s Certificate of Incorporation shall not be sufficient to effect the exercise of this Warrant in full, the Company will promptly take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Warrant Stock or other securities issuable upon exercise of this Warrant as shall be sufficient for such purpose.6.Â Â Â Â REPRESENTATIONS; WARRANTIES AND CERTAIN AGREEMENTS OF THECOMPANY. The Company hereby represents and warrants to, and agrees with Holder, that, as of the date hereof:6.1Â Â Â Â Organization and Standing. The Company (a) is a corporation duly organized, validly existing, authorized to exercise all its corporate powers, rights, and privileges, and in good standing under the laws of the State of Delaware and (b) has the corporate power and corporate authority to own and operate its properties and to carry on its business as now conducted and as proposed to be conducted. The Company is qualified to transact business in each jurisdiction where the failure to so qualify would have a material adverse effect on its business. 146.2Â Â Â Â Authorization and Validity. All corporate action on the part of the Company, its officers, directors, and shareholders necessary for the authorization, execution, and delivery of this Warrant, the performance of all of the Companyâ€™s obligations hereunder and the authorization, issuance (or reservation for issuance), sale and delivery of the Exercise Shares has been taken. This Warrant constitutes a legallyvalid and binding obligation of the Company, enforceable against the Company in accordance with its terms except as may be limited by: (i) applicable bankruptcy, insolvency, reorganization or other laws of general application relating to or affecting the enforcement of creditorsâ€™ rights generally, and (ii) the effect of rules of law governing the availability of equitable remedies.6.3Â Â Â Â Corporate Power. The Company has all requisite legal and corporate power and authority to execute and deliver this Warrant, to issue, sell and deliver the Exercise Shares and to carry out and perform its obligations under this Warrant.6.4Â Â Â Â Validity of Securities. The Exercise Shares issuable upon exercise of this Warrant have been duly authorized and validly reserved and, if issued, sold and delivered in accordance with the terms of this Warrant for the consideration provided herein, will be duly authorized and validly issued (including, without limitation, issued in compliance with all applicable federal and state securities laws), fully-paid, and nonassessable.6.5Â Â Â Â Compliance with Law. Subject to the accuracy of the representations and warranties of Holder set forth in Section 8, the issuance of this Warrant and the Warrant Stock will be exempt from the registration requirements of Section 5 of the Securities Act of 1933, as amended (the â€œ1933 Actâ€) and the qualification requirements, if any, of applicable state securities laws. The authorization, execution and delivery of this Warrant will not constitute or result in any default or breach of any term or provision of the Companyâ€™s current Constituent Documents, or any material agreement or instrument by which it is bound or to which its properties or assets are subject.6.6Â Â Â Â No Impairment. The Company will not, by amendment of any of its Constituent Documents or through reorganization, consolidation, merger, dissolution, issue or sale of securities, sale of assets or any other voluntary action, willfully avoid or seek to avoid the observance or performance of any of the material terms of this Warrant, but will, at all times in good faith, assist in the carrying out of all such material terms and in the taking of all such action as may be necessary or appropriate in order to protect the rights of Holder against wrongful impairment.7.Â Â Â Â REPRESENTATIONS;Â Â Â Â WARRANTIESÂ Â Â Â ANDÂ Â Â Â CERTAINÂ Â Â Â AGREEMENTSÂ Â Â Â OFHOLDER. Holder hereby represents and warrants to, and agrees with, the Company, that, as of the date hereof:7.1Â Â Â Â Purchase for Own Account. This Warrant and the Exercise Shares to be acquired by Holder hereunder will be acquired for investment for Holderâ€™s own account, not as a nominee or agent, and not with a view to the public resale or distribution thereof within the meaning of the 1933 Act, and Holder has no present intention of selling, granting any participation in, or otherwise distributing the same.7.2Â Â Â Â Accredited Investor Status. Holder is an â€œaccredited investorâ€ within the meaning of Regulation D promulgated under the 1933 Act.7.3Â Â Â Â Restricted Securities. Holder understands that the Warrant and the Warrant Stock are characterized as â€œrestricted securitiesâ€ under the 1933 Act and Rule 144 of the U.S. Securities and Exchange Commission (the â€œSECâ€) promulgated thereunder inasmuch as they are being acquired from the Company in a transaction not involving a public offering and that under the 1933 Act and applicable regulations thereunder such securities may be resold without registration under the 1933 Act only in certain limited circumstances. 157.4Â Â Â Â Ownership Limit. Holder represents and warrants to the Company that the acceptance of this Warrant will not cause Holder, together with its affiliates, to hold more than 9.99% of the equity securities of the Company.7.5Â Â Â Â Further Limitations on Disposition. Without in any way limiting the representations set forth above, Holder further agrees not to make any disposition of all or any portion of the Securities unless and until: (a) there is then in effect a registration statement under the 1933 Act covering such proposed disposition and such disposition is made in accordance with such registration statement; or (b) (i) Holder shall have notified the Company of the proposed disposition and shall have furnished the Company with a statement of the circumstances surrounding the proposed disposition and (ii) upon request of the Company, Holder shall have furnished the Company, at the expense of Holder or its transferee, with an opinion of counsel, reasonably satisfactory to the Company, that such disposition will not require registration of such securities under the 1933 Act. Notwithstanding the provisions of clauses (a) and (b) above, no such registration statement or opinion of counsel shall be required: (i) for any transfer of the Securities in compliance with SEC Rule 144; (ii) for any transfer of Securities by Holder to any Affiliate (as that term is defined in Rule 405 promulgated under the 1933 Act) of Holder; or (iii) for any transfer of Securities by

Holder that is a partnership, limited liability company or a corporation to (A) a partner of such partnership, a member of such limited liability company or stockholder of such corporation, (B) a controlled Affiliate of such partnership or corporation, (C) a retired partner of such partnership who retires after the date hereof or a retired member of such limited liability company who retires after the date hereof, or (D) the estate of any such partner, limited liability company or stockholder; provided that in each of the foregoing cases the transferee agrees in writing to be subject to the terms of this Section8.Â Â Â Â 5 to the same extent as if the transferee was the original Holder hereunder.7.6 Legends. Holder understands and agrees that the certificates evidencing the Warrant Stock may bear legends substantially similar to those set forth below in addition to any other legend that may be required by applicable law, by the Companyâ€™s Certificate of Incorporation or Bylaws, or by any agreement between the Company and Holder:(a)Â Â Â Â THE SECURITIES REPRESENTED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE â€œACTâ€), OR UNDER ANY APPLICABLE STATE SECURITIES LAWS. THESE SECURITIES HAVE BEEN ACQUIRED FOR INVESTMENT AND NOT WITH A VIEW TO, OR IN CONNECTION WITH, THE SALE OR DISTRIBUTION THEREOF. NO SUCH SALE OR DISTRIBUTION MAY BE EFFECTED WITHOUT AN EFFECTIVE REGISTRATION STATEMENT RELATED THERETO OR AN OPINION OF COUNSEL THAT SUCH REGISTRATION IS NOT REQUIRED UNDER THE ACT OR APPLICABLE STATE SECURITIES LAWS. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.(b)Â Â Â Â Any legend required by the laws of the State of California, including any legend required by the California Department of Corporations and Sections 417 and 418 of the California Corporations Code or any other state securities laws.The legend set forth in clause (a) above shall be removed by the Company from any certificate evidencing the Warrant Stock upon delivery to the Company of an opinion of counsel, reasonably satisfactory to the Company, that a registration statement under the 1933 Act is at that time in effect with respect to the legended security or that such security can be freely transferred in a public sale (other than pursuant to Rule 144 or Rule 145 under the 1933 Act) without such a registration statement being in effect and that such transfer will not jeopardize the exemption or exemptions from registration pursuant to which the Company originally issued the Securities. No opinion shall be required for transactions under SEC Rule 144. 168.Â Â Â Â NO RIGHTS OR LIABILITIES AS STOCKHOLDER. This Warrant does not by itself entitle Holder to any voting rights or other rights as a stockholder of the Company. In the absence of affirmative action by Holder to purchase Warrant Stock by exercise of this Warrant, no provisions of this Warrant, and no enumeration herein of the rights or privileges of Holder, shall cause Holder to be a stockholder of the Company for any purpose. In addition, nothing contained in this Warrant shall be construed as imposing any liabilities on Holder to purchase any securities (upon exercise of this Warrant or otherwise) or as a holder of the shares of the Company, whether such liabilities are asserted by the Company or by creditors of the Company.9.Â Â Â Â GENERAL PROVISIONS.9.1Â Â Â Â Replacement of Warrant. On receipt of evidence reasonably satisfactory to the Company of the loss, theft, destruction or mutilation of this Warrant and, in the case of loss, theft or destruction, on delivery of an indemnity agreement reasonably satisfactory in form, substance and amount to the Company or, in the case of mutilation, on surrender of this Warrant to the Company for cancellation, the Company shall, within a reasonable time (and in any case, within twenty (20) days), execute and deliver to Holder, in lieu of this Warrant, a new warrant of like tenor and amount.9.2Â Â Â Â Attorneysâ€™ Fees. In the event any party is required to engage the services of any attorneys for the purpose of enforcing this Warrant, or any provision thereof, the prevailing party shall be entitled to recover its reasonable expenses and costs in enforcing this Warrant, including attorneysâ€™ fees.9.3Â Â Â Â Transfer. Subject to the restrictions on transfer set forth herein, this Warrant may be assigned, conveyed or transferred, in whole or in part, without the Companyâ€™s consent and without charge to Holder, upon surrender of this Warrant with a properly executed Assignment Form in the form attached as Exhibit 2 hereto (the â€œAssignment Formâ€); provided that this Warrant may not be assigned, without the prior written consent of the Company, to a Competitor of the Company, or an investor in such a Competitor, or an affiliate of either of the foregoing. As used in this Warrant, â€œCompetitorâ€ means any operating company that engages, directly or indirectly, in any of the following businesses: accounts payable automation, accounts receivable automation, cash management automation, document management tied to the transactions, closed loop payment processing, financial workflow management, spend management, debit or credit card issuance, card-related lending, and/or other expense management services, business bill payment or business to business payment network. The rights and obligations of the Company and Holder under this Warrant shall be binding upon and benefit their respective permitted successors, assigns, heirs, administrators and transferees.9.4Â Â Â Â Governing Law. This Warrant shall be governed by and construed under the internal laws of the State of California as applied to agreements among California residents entered into and to be performed entirely within California, without reference to principles of conflict of laws or choice of laws.9.5Â Â Â Â Headings. The headings and captions used in this Warrant are used only for convenience and are not to be considered in construing or interpreting this Warrant. All references in this Warrant to Sections and Exhibits shall, unless otherwise provided, refer to sections hereof and exhibits attached hereto, all of which exhibits are incorporated herein by this reference.9.6Â Â Â Â Notices. Any notice, request or other communication required or permitted hereunder shall be in writing and shall be deemed to have been duly given (i) on the day of delivery if personally delivered; (ii) one (1) Business Day following deposit with a nationally recognized express courier service (fees prepaid) with instructions to deliver no later than the following Business Day for deliveries within the United States; (iii) three (3) Business Days following deposit with an internationally recognized express courier service (fees prepaid) with instructions to deliver no later than three (3) 17Business Days later for deliveries across international borders; or (iv) for deliveries inside the United States only, three (3) Business days following deposit in the U.S. mail by registered or certified mail, return receipt requested, postage prepaid, as follows: (a) if to Holder, at Holderâ€™s address as set forth on its signature page hereto; and (b) if to the Company, 6220 America Center Drive, Suite 100, San Jose, California 95002. Any party hereto (and such partyâ€™s permitted assigns) may by notice so given change its address for future notices hereunder. Notice shall conclusively be deemed to have been given when personally delivered or when deposited in the mail in the manner set forth above.9.7Â Â Â Â Amendment; Waiver. This Warrant may be amended and provisions may be waived (either generally or in a particular instance and either retroactively or prospectively), only with the written consent of the Company and Holder. Any amendment or waiver effected in accordance with this Section 9.7 shall be binding upon Holder, each future holder of the Warrant and the Company.9.8Â Â Â Â Listing. If at any time the Companyâ€™s Warrant Stock shall be listed on any national securities exchange or automated quotation system, the Company will use its commercially reasonable efforts to list, and keep listed, so long as the Warrant Stock shall be so listed on such exchange or automated quotation system, any Exercise Shares issuable upon exercise.9.9Â Â Â Â Dissolution, Liquidation or Winding Up. If, prior to the Expiration Date, the Company (or any other person controlling the Company) shall propose a voluntary or involuntary dissolution, liquidation, or winding up of the affairs of the Company, the Company shall give written notice thereof to Holder at least ten (10) daysâ€™ advance written notice. If Holder has not elected to exercise this Warrant pursuant to Section 2, Holder shall receive the securities, cash or other property which Holder would have been entitled to receive had Holder been the holder of record of Exercise Shares into which this Warrant were exercisable immediately prior to such dissolution, liquidation or winding up (net of the then applicable Warrant Price) and the rights to exercise this Warrant shall terminate on the date specified in such notice as the date on which the holders of record of the shares of the Warrant Stock shall be entitled to exchange their shares of the Warrant Stock for securities, cash or other property deliverable upon such dissolution, liquidation or winding up, as the case may be.9.10Â Â Â Â Severability. If one or more provisions of this Warrant are held to be unenforceable under applicable law, then such provision(s) shall be excluded from this Warrant to the extent they are unenforceable and the remainder of this Warrant shall be interpreted as if such provision(s) were so excluded and shall be enforceable in accordance with its terms.9.11Â Â Â Â Termination. This Warrant may be terminated anytime by Holder at its election effective immediately upon written notice to the Company.9.12Â Â Â Â Confidentiality. Holder agrees that any confidential information provided to or learned by it in connection with its rights under this Warrant shall be subject to the provisions set forth in Section 8 of the Strategic Partnership Agreement. The Company will treat confidential information disclosed to it by Holder, except such information that (i) was in the public domain prior to the time it was furnished to such recipient, (ii) is or becomes (through no willful or improper action or inaction by the Company) generally available to the public, (iii) was in its possession or known by the Company (as evidenced by written records) without restriction prior to receipt from Holder, (iv) was rightfully disclosed to such recipient by a third party without restriction or (v) was independently developed (as evidenced by written records) without any use of Holderâ€™s confidential information, as confidential and shall disclose the foregoing only to its directors, officers, employees, attorneys, agents, underwriters and consultants or other representatives as reasonably required in connection herewith and the transactions hereby (the â€œConfidential Informationâ€) (and shall direct such recipients to keep such information confidential), giving it the same care as its own confidential information, and shall make no use of any such Confidential Information except in connection with its rights under any agreement between the Company and Holder or any of its affiliates, and except that the Company may disclose such 18Confidential Information as required by applicable law, regulation or listing with a stock exchange or other self-regulatory organization; provided, however, that the Company will provide to Holder written notice of such requirement (to the extent permissible under law) as soon as practicable after learning of it.9.13Â Â Â Â Entire Agreement. This Warrant and the documents referred to herein, together with allthe exhibits and schedules hereto and thereto, constitute the entire agreement and understanding of the parties with respect to the subject matter hereof and supersedes any and all prior negotiations, correspondence, warrants, agreements, understandings duties or obligations between the parties with respect to the subject matter hereof.9.14Â Â Â Â Counterparts. This Warrant may be executed and delivered by electronic or facsimile signature (including without limitation transmission by .PDF or other fixed image form or any electronic signature complying with U.S. Federal E-Sign Act of 2000 (e.g. www.docusign.com or www.echosign.adobe.com) and in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.[Signature Page Follows] 19IN WITNESS WHEREOF, the parties hereto have executed this Warrant to Purchase Common Stock as of the date first written above.THE COMPANY:BILL.COM HOLDINGS, INC.By:Name:Title:AGREED AND ACKNOWLEDGED: HOLDER:CPA.COM, INC.By:Name:Title:[Signature Page to Warrant To Purchase Common Stock of Bill.com Holdings, Inc.] 20EXHIBIT 1FORM OF SUBSCRIPTION(To be completed and signed only upon exercise of Warrant)To: Bill.com Holdings, Inc. (the â€œCompanyâ€)We refer to that certain Warrant to Purchase Common Stock of the Company issued onÂ Â Â Â Â Â Â Â , Â Â Â Â (the â€œWarrantâ€).Select one of the following two alternatives:â˜Cash Exercise. On the terms and conditions set forth in the Warrant, the undersigned Holder hereby elects to purchase (i) shares of the Common Stock of Bill.com Holdings, Inc. and (ii) shares of the Nonvoting Common Stock of Bill.com Holdings, Inc., pursuant to the terms of the attached Warrant, and tenders herewith payment of the purchase price for such shares in full. This exercise â˜IS â˜IS NOT conditioned upon the completion of the Change in Control that has been described in a Transaction Notice, dated Â Â Â Â , delivered by the Company to Holder pursuant to Section 4 of the Warrant.â˜Net Exercise Election. On the terms and conditions set forth in the Warrant, the undersigned Holder elects to convert the Warrant into shares of Warrant Stock by net exercise election pursuant to Section 2.6 of the Warrant. This conversion is exercised with respect to (i) shares of the Common Stock of Bill.com Holdings, Inc., and (ii) shares of the Nonvoting Common Stock of Bill.com Holdings, Inc., covered by the Warrant. This exercise â˜IS â˜IS NOT conditioned upon the completion of the Change in Control that has been described in a Transaction Notice, dated Â Â Â Â , delivered by the Company to Holder pursuant to Section 4 of the Warrant.In exercising the Warrant, the undersigned Holder hereby confirms and acknowledges that the representations set forth in the Warrant as they apply to the undersigned Holder are true and complete as of this date. Please issue a certificate or certificates representing such shares of Warrant Stock in Holderâ€™s name and deliver such certificate(s) to Holder at the address set forth below:(Name) (Address) (City, State, Zip Code)(Federal Tax Identification Number) 21WHEREFORE, the undersigned Holder has executed and delivered the Warrant and this Subscription Form as of the date set forth below.HOLDER:CPA.COM, INC.By: Name: Title: 22Exhibit 2FORM OF ASSIGNMENT(To assign the foregoing Warrant, execute this form and supply required information.Do not use this form to purchase shares.)FOR VALUE RECEIVED, the foregoing Warrant and all rights evidenced thereby are hereby assigned toName: Â Â Â Â (Please Print)Address: Â Â Â Â (Please Print)Dated: Â Â Â Â , 20Â Â Â Â Holderâ€™sSignature: Â Â Â Â Holderâ€™sAddress: Â Â Â Â 23 EX-19.1 3 bill-20240630xex191.htm EX-19.1 DocumentPolicy Name: INSIDER TRADING POLICYPolicy Owner: Chief Legal Officer and Chief Financial OfficerPolicy applies to: All employees, independent contractors, and the BILL Board of DirectorsAdopted:November 14, 2019Amended:May 19, 2021; February 27, 2023General OverviewBILL Holdings, Inc. (â€œBILL,â€ the â€œCompany,â€ â€œwe,â€ â€œusâ€ or â€œourâ€) is committed to high standards of honest and ethical business conduct and compliance with laws, rules and regulations.Under this Insider Trading Policy, all employees, independent contractors, and the BILL Board of Directors (collectively, â€œService Providersâ€) are prohibited from trading in BILL securities while in possession of material nonpublic information about BILL, and prohibited from giving material nonpublic information about BILL or others to anyone who might trade on the basis of that information.Capitalized terms are in the list of defined terms at the end of this Policy. You may also wish to refer to the list of FAQs about this Policy following the defined terms. The FAQs are part of this Policy and the rules articulated in the FAQs must be followed as well.Neither BILL nor the Compliance Officer (which term as referenced herein includes his/her designee) is liable for any act made under this Policy. Neither BILL nor the Compliance Officer is responsible for any failure to approve a trade or for imposing any Blackout Period. Scope1.This Policy covers all Service Providers, as well as the members of their immediate families and persons sharing their households; it also covers venture capital funds and other entities (such as partnerships, trusts and corporations) that are affiliated or associated with such persons. These Covered Persons are responsible for ensuring compliance with this Policy by members of their immediate families and persons sharing their households, and by entities with which they are affiliated or associated. 2.This Policy applies to all transactions in BILL securities, including shares of BILL common stock and options to purchase common stock, however acquired, and any other type of securities that BILL may issue, such as restricted stock units (â€œRSUsâ€), preferred stock, convertible notes, warrants and exchange-traded options or other derivative securities.3.BILL may impose sanctions for violation of this Policy and may issue stop-transfer orders to our transfer agent to implement it. Sanctions for individuals may include any disciplinary action, including termination of employment or service relationship with BILL, where applicable. D&O Persons and/or Access Persons may be required to certify compliance with this Policy on an annual basis. Notifications and approvals required under this Policy may be provided by electronic mail.Â Â Â Â 1Statement of Company Policy Prohibited ActivitiesA.No D&O Person and no Access Person may trade in BILL securities unless the trade has been approved in advance by the Compliance Officer in accordance with this Policy.B.No Covered Person may trade in BILL securities while possessing material nonpublic information about BILL. It does not matter if the personal decision to trade was made before coming into possession of material nonpublic information â€“ once the Covered Person comes into possession of the material nonpublic information, he or she cannot trade (other than pursuant to a permitted 10b5-1 Plan). C.No Covered Person may trade in, or make a gift or other transfer without consideration, of BILL securities outside of the Policyâ€™s Trading Windows, or during any Blackout Period designated by the Compliance Officer.D.No Covered Person may disclose material nonpublic information about BILL to any outside person, unless required to do so as part of that Covered Personâ€™s regular duties for BILL or authorized by the Compliance Officer. E.No Covered Person may give trading advice of any kind about BILL to anyone while possessing material nonpublic information about BILL, except that Covered Persons should advise others not to trade if doing so might violate this Policy or the law. We strongly discourage Covered Persons from giving trading advice concerning BILL to third parties even when the Covered Persons do not possess material nonpublic information about BILL.F.No Covered Person may:Â (a)Â trade in the securities of any other public company while possessing material nonpublic information about that company that was obtained in the course of service as a Covered Person; (b)Â disclose material nonpublic information about another public company to anyone; or (c)Â give anyone trading advice about any other public company while possessing material nonpublic information about that company.G.No Covered Person may engage in transactions involving options or other derivative securities on BILLâ€™s securities, such as puts and calls, whether on an exchange or in any other market; provided however that a Covered Person may exercise compensatory equity grants issued by BILL.H.No Covered Person may engage in hedging or monetization transactions involving BILL securities, such as zero-cost collars and forward sale contracts or contribute BILL securities to exchange funds that could be interpreted as having the effect of hedging in BILL securities. I.No Covered Person may engage in short sales of BILLâ€™s securities, including short sales â€œagainst the box.â€J.No Covered Person may use or pledge BILL securities as collateral in a margin account or as collateral for a loan unless the pledge has been approved by the Compliance Officer.Trading Windows and Blackout Periods1.Trading Windows. Covered Persons are permitted to trade in BILL securities only during the Trading Window. Â Â Â Â 22.No Trading During Trading Windows While in the Possession of Material Nonpublic Information. Even if a Trading Window is in effect, no Covered Person possessing material nonpublic information about BILL may trade in Company securities. Persons possessing such information may trade during a Trading Window only after the close of trading on the next full trading day following our widespread public release of such information.3.No Trading During Blackout Periods. Even if a Trading Window is in effect, the Compliance Officer may designate special trading Blackout Periods that apply to particular individuals or groups of persons (including all Covered Persons), for such time, and with respect to such persons, as the Compliance Officer determines in his or her discretion. No Covered Person may trade in BILL securities outside of the applicable Trading Windows or during any such Blackout Periods. No

Covered Person who learns of such a Blackout Period may disclose to any other person that a Blackout Period has been designated or that one was previously in place. The fact of the Blackout Period is confidential and cannot be disclosed internally or externally. The failure of the Compliance Officer to subject a person to a Blackout Period does not relieve that person of the obligation not to trade while in possession of material non-public information. Trades Pursuant to 10b5-1 Plans Certain sales, purchases and other transfers of BILL securities otherwise prohibited by this Policy may be permitted if they are effected pursuant to a 10b5-1 Plan that: (a)Â complies with the requirements of RuleÂ 10b5-1 under the Exchange Act and this Policy; (b) is approved by the Compliance Officer in writing and is entered into during an open Trading Window and not during any Blackout Period; (c)Â the first trade under the 10b5-1 Plan does not occur (i) for a D&O Person: until the later of (A) ninety (90) days after the adoption of the 10b5-1 Plan and (b) two (2) business days following the disclosure of the Companyâ€™s financial results in a Form 10-Q or Form 10-K for the completed fiscal quarter in which the 10b5-1 Plan was adopted that discloses the Companyâ€™s financial results (but not to exceed 120 days following the adoption of the 10b5-1 Plan); and (ii) for persons other than D&O Persons: thirty (30) days after adoption of the 10b5-1 Plan, in each case, following our Compliance Officerâ€™s approval of the 10b5-1 Plan. These waiting periods are collectively referred to as the â€œCooling-Off Period;â€ (d) the 10b5-1 Plan is not a single-trade 10b5-1 Plan adopted during the 12-month period immediately following the personâ€™s adoption of another single-trade 10b5-1 Plan, subject to the exceptions noted in Rule 10b5-1; and(e) the person establishing the 10b5-1 Plan has certified to the Compliance Officer in writing, no earlier than two business days prior to the date that the 10b5-1 Plan is formally established (and shall not have withdrawn such certification prior to such establishment), that (i)Â such person is not, and to their knowledge, will not be, in possession of material nonpublic information and all such trades to be made pursuant to the 10b5-1 Plan will be made in accordance with the trading restrictions of SectionÂ 16 of the Exchange Act and RuleÂ 144 of the Securities Act to the extent such SectionsÂ are applicable; (ii)Â the 10b5-1 Plan complies with the requirements of RuleÂ 10b5-1; and (iii) all trades to be made pursuant to the 10b5-1 Plan will be in accordance with applicable rules; (iv) such person is adopting the 10b5-1 Plan in good faith and not as part of a plan or scheme to evade the prohibitions of Section 10(b) of the Exchange Act and Rule 10b-5 of the Exchange Act; and (v) such person will act in good faith with respect to the 10b5-1 Plan throughout its duration. The person adopting the 10b5-1 Plan must notify the Compliance Officer promptly via email and withdraw the certification if any changes of circumstances prior to the adoption date of the 10b5-1 Plan have or will render such certification to be inaccurate as of that time. Â Â Â Â 3Because D&O Persons and Access Persons are more likely than other Covered Persons to be in possession of material non-public information in their roles with BILL, they are only permitted to sell, purchase or make other transfers of BILL securities pursuant to 10b5-1 Plans covering BILLâ€™s securities (subject to meeting the requirements of this Policy) or where such sale, purchase or other transfer has been pre-cleared by the Compliance Officer. The Compliance Officer may expand or modify this list of permitted individuals.Approval of a 10b5-1 Plan by BILLâ€™s Compliance Officer and/or an acknowledgement of a 10b5-1 Plan by the Company shall not be considered a determination by the Companyâ€™s Compliance Officer (or his/her designee) of the Company that the 10b5-1 Plan satisfies the requirements of Rule 10b5-1.Once a person has an approved 10b5-1 Plan in place, such person will need approval from BILLâ€™s Compliance Officer to make certain changes to it. Modifying or changing the amount, price, or timing of the purchase or sale of our securities underlying the 10b5-1 Plan (or a modification or change to a written formula or algorithm, or computer program that affects the amount, price, or timing of the purchase or sale of such securities) (any such modification or change, a â€œPlan Modificationâ€) will be deemed to be the same as terminating such personâ€™s existing 10b5-1 Plan and entering into a new 10b5-1 Plan. As a result, the approval process for a Plan Modification is the same as the approval process described above for initially adopting a 10b5-1 Plan, including being subject to a new Cooling-Off Period. We discourage making multiple Plan Modifications, as that may give the appearance that a person is trading on material nonpublic information under the guise of that plan. Plan Modifications can only be made during a Trading Window and not during any Blackout Period and only when a person is not in possession of material nonpublic information.Other Trading ArrangementsCovered Persons are not allowed to enter into â€œnon-Rule 10b5-1 trading arrangementsâ€ (as defined in Regulation S-K Item 408(c)) unless otherwise approved in advance by the Compliance Officer. Priority of Statutory or Regulatory Trading Restrictions The trading prohibitions and restrictions of this Policy are also subject to prohibitions or restrictions prescribed by contract or by federal and state securities laws and regulations (e.g., contractual restrictions on the resale of securities, short-swing trading by SectionÂ 16 Persons or compliance with RuleÂ 144 under the Securities Act). Any Covered Person who is uncertain whether other prohibitions or restrictions apply should ask the Compliance Officer.Reporting Violations; InquiriesThe Compliance Officer or his or her designee will review, and either approve or prohibit, any proposed trades in BILL securities as required under this Policy, including proposed trades by D&O Persons and Access Persons. The Compliance Officer will administer and interpret this Policy, and enforce compliance as needed. The Compliance Officer may consult with BILLâ€™s outside legal counsel as needed. The Compliance Officer may designate one or more individuals who may perform the Compliance Officerâ€™s duties in the event that the Compliance Officer is unable or unavailable to perform such duties.Any Covered Person who violates this Policy or any federal or state laws governing insider trading or tipping, or knows of any such violation by any other Covered Person, must report the violation immediately to the Compliance Officer. Please direct all inquiries about this Policy to the Compliance Officer. Trading by the CompanyÂ Â Â Â 4We will not transact in any BILL securities unless in compliance with applicable U.S. securities laws, rules and regulations and applicable New York Stock Exchange listing standards. Effective DateThe effective date of the Policy, as amended, is February 27, 2023. The amendments to this Policy do not apply to any existing 10b5-1 Plan that was entered into prior to February 27, 2023, except to the extent that a Plan Modification is made to such plan after February 27, 2023.Defined Terms in the Insider Trading Policyâ€œ10b5-1 Planâ€ means a written plan to trade securities that complies with the requirements of RuleÂ 10b5-1 under the Exchange Act. â€œAccess Personsâ€ means persons, other than D&O Persons, who have been designated by BILL as having regular access to material nonpublic information about BILL in the normal course of their duties. Special provisions of this Policy, such as pre-approval of any trades, apply to Access Persons. The Access Persons are listed on Exhibit A, provided that no such person listed on Exhibit A that is a D&O Person should be considered an Access Person. The Compliance Officer may update and amend this list from time to time. â€œBlackout Periodâ€ means any special trading blackout period specially designated by the Compliance Officer. It may apply to particular individuals or groups of persons (including all Covered Persons), and last for such time as the Compliance Officer determines. No Covered Person may trade in BILL securities outside of the applicable Trading Windows or during any such Blackout Periods. â€œBoardâ€ means BILLâ€™s Board of Directors. â€œCompliance Officerâ€ for this Policy refers to our Chief Legal Officer. In his or her absence our Chief Financial Officer may serve as Compliance Officer. â€œCovered Personsâ€ refers to all Service Providers, as well as the members of their immediate families and persons sharing their households; it also covers venture capital funds and other entities (such as partnerships, trusts and corporations) that are affiliated or associated with such persons. An affiliate is someone who directly or indirectly controls or is controlled by, or is under common control with such person. An associate of a Covered Person is (1)Â a corporation or organization (other than BILL or a majority-owned subsidiary of BILL) of which such person is an officer or partner or is directly or indirectly the beneficial owner of 10% or more of any class of equity securities or (2)Â any trust in which such person has a substantial beneficial interest or as to which such person serves as trustee or in a similar capacity.â€œD&O Personâ€ means any Section 16 Person and any other executive team member (i.e., the â€œE-Teamâ€) of the Company.â€œExchange Actâ€ means the Securities Exchange Act of 1934, as amended from time to time. â€œBILLâ€, â€œweâ€, â€œourâ€ or â€œCompanyâ€ means BILL Holdings, Inc., a Delaware corporation, collectively with its subsidiaries.â€œPolicyâ€ means this BILL Insider Trading Policy, as adopted and amended from time to time by the Board. â€œSECâ€ means the U.S. Securities and Exchange Commission. Â Â Â Â 5â€œSectionÂ 16 Personsâ€ means the officers of BILL (as defined in Rule 16a-1(f) of the Exchange Act) and members of the Board, including the principal accounting officer (if separate from the principal financial officer). Special provisions of this Policy, such as pre-approval of any trades, and special SEC reporting requirements, apply to SectionÂ 16 Persons. â€œSecurities Actâ€ means the Securities Act of 1933, as amended from time to time. â€œTrading Windowâ€ means the period when trading is normally permitted under this Policy. The Trading Window covers the period beginning after the close of trading on the first full trading day following our widespread public release of quarterly or year-end operating results, and ending at the close of trading on the last trading day of the first full week of the third month of the then-current quarter. Â Â Â Â 6Â Â Â Â Â EX-21.1 4 bill-20240630xex211.htm EX-21.1 DocumentExhibit 21.1LIST OF SUBSIDIARIESName of EntityOwnershipJurisdictionBill.com, LLC100% owned by BILL Holdings, Inc.Delaware, USA6220 America Center Drive, Suite 100San Jose, CA 95002Â Â Â Â Â Bill.com Australia Holdings Pty Ltd100% owned by Bill.com International, Inc.Sydney, AustraliaLevel 27, 161 Castlereagh StreetSydney NSW 2000AustraliaBill.com Canada, Inc.Â Â 100% owned by Bill.com International, Inc.Â Ontario, Canada40 King Street West, Suite 2100Toronto, Ontario M5H 3C2CanadaÂ Â Â Â Â Bill.com Canada, LLCÂ Â 100% owned by BILL Holdings, Inc.Â Delaware, USA6220 America Center Drive, Suite 100Â Â Â Â San Jose, CA 95002Â Â Â Â Â Bill.com Capital Holdings, LLCÂ Â 100% owned by BILL Holdings, Inc.Â Delaware, USA6220 America Center Drive, Suite 100Â Â Â Â San Jose, CA 95002Â Â Â Â Â Bill.com Capital 1, LLCÂ Â 100% owned by Bill.com Capital Holdings, LLCÂ Delaware, USA6220 America Center Drive, Suite 100Â Â Â Â Â San Jose, CA 95002Â Â Â Â Â Bill.com Capital 2, LLCÂ Â 100% owned by Bill.com Capital Holdings, LLCÂ Delaware, USA6220 America Center Drive, Suite 100Â Â Â Â Â San Jose, CA 95002Â Â Â Â Â Bill.com Capital 3, LLC100% owned by Bill.com Capital Holdings, LLCDelaware, USA6220 America Center Drive, Suite 100San Jose, CA 95002Bill.com Capital 4, LLC100% owned by Bill.com Capital Holdings, LLCDelaware, USA6220 America Center Drive, Suite 100San Jose, CA 95002Bill.com International, Inc.100% owned by BILL Holdings, Inc.Delaware, USA6220 America Center Drive, Suite 100San Jose, CA 95002Bill.com International, LLC100% owned by BILL Holdings, Inc.Delaware, USA6220 America Center Drive, Suite 100San Jose, CA 95002BILL Operations, LLC100% owned by BILL Holdings, Inc.Delaware, USA6220 America Center Drive, Suite 100San Jose, CA 95002Cimrid Pty, LtdÂ Â 100% owned by Bill.com Australia Holdings Pty LtdÂ Sydney, AustraliaLevel 27, 161 Castlereagh StreetSydney NSW 2000Â Â Â Â Â AustraliaDivvyPay, LLC100% owned by BILL Holdings, Inc.Delaware, USA13707 South 200 WestDraper, UT 84020Divvy Credit 1, LLC100% owned by DivvyPay, LLCDelaware, USA13707 South 200 WestDraper, UT 84020Divvy Peach, LLC100% owned by DivvyPay, LLCDelaware, USA13707 South 200 WestDraper, UT 84020Invoice2Go, LLC100% owned by BILL Holdings, Inc.Delaware, USA6220 America Center Drive, Suite 100San Jose, CA 95002Phlo, Inc.100% owned by DivvyPay, LLCDelaware, USA13707 South 200 WestDraper, UT 84020 EX-23.1 5 bill-20240630xex231.htm EX-23.1 DocumentExhibit 23.1Consent of Independent Registered Public Accounting FirmWe hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-259681 and 333-259419) and Form S-8 (Nos. 333-235459, 333-249935, 333-259178, 333-267008, 333-274255 and 333-259420) of BILL Holdings, Inc. of our report dated AugustÂ 23, 2024 relating to the financial statements, financial statement schedules, and the effectiveness of internal control over financial reporting, which appears in this Form 10-K./s/ PricewaterhouseCoopers LLPSan Jose, CaliforniaAugustÂ 23, 2024 EX-23.2 6 bill-20240630xex232.htm EX-23.2 DocumentExhibit 23.2 Consent of Independent Registered Public Accounting FirmWe consent to the incorporation by reference in the following Registration Statements:1)Â Â Â Â Registration Statement (Form S-8 No. 333-274255) pertaining to the 2019 Equity Incentive Plan and 2019 Employee Stock Purchase Plan of BILL Holdings, Inc.,2)Â Â Â Â Registration Statement (Form S-8 No. 333-267008) pertaining to the 2019 Equity Incentive Plan and 2019 Employee Stock Purchase Plan of BILL Holdings, Inc.,3)Â Â Â Â Registration Statement (Form S-8 No. 333-259178) pertaining to the 2019 Equity Incentive Plan, 2019 Employee Stock Purchase Plan and DivvyPay, Inc. 2016 Equity Incentive Plan,4)Â Â Â Â Registration Statement (Form S-8 No. 333-259420) pertaining to the Invoice2go, Inc. 2014 Stock Plan,5)Â Â Â Â Registration Statement (Form S-3 No. 333-259681) of BILL Holdings, Inc.,6)Â Â Â Â Registration Statement (Form S-3 No. 333-259419) of BILL Holdings, Inc.,7)Â Â Â Â Registration Statement (Form S-8 No. 333-235459) pertaining to the 2006 Equity Incentive Plan, 2016 Equity Incentive Plan, 2019 Employee Stock Purchase Plan, and 2019 Equity Incentive Plan of BILL Holdings, Inc., and8)Â Â Â Â Registration Statement (Form S-8 No. 333-249935) pertaining to the 2019 Equity Incentive Plan and 2019 Employee Stock Purchase Plan of BILL Holdings, Inc.,of our report dated August 29, 2023, with respect to the consolidated financial statements of BILL Holdings, Inc., included in this Annual Report (Form 10-K) of BILL Holdings, Inc., for the year ended June 30, 2024./s/ Ernst & Young LLPSan Mateo, CaliforniaAugust 23, 2024 EX-31.1 7 bill-20240630xex311.htm EX-31.1 DocumentExhibit 31.1CERTIFICATION PURSUANT TORULE 13a-14(a) OR 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002I, RenÃ© Lacerte, certify that:1.I have reviewed this Annual Report on Form 10-K of BILL Holdings, Inc.;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:a.designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;b.designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;c.evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; andd.disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting.5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):a.all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; andb.any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date:AugustÂ 23, 2024BILL Holdings, Inc./s/ RenÃ© LacerteRenÃ© LacerteChief Executive Officer(Principal Executive Officer) EX-31.2 8 bill-20240630xex312.htm EX-31.2 DocumentExhibit 31.2CERTIFICATION PURSUANT TORULE 13a-14(a) OR 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002I, John Rettig, certify that:1.I have reviewed this Annual Report on Form 10-K of BILL Holdings, Inc.;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:a.designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;b.designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;c.evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; andd.disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting.5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):a.all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; andb.any fraud,

whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date:AugustÂ 23, 2024BILL Holdings, Inc./s/ John RettigJohn RettigPresident and Chief Financial Officer(Principal Financial Officer) EX-32.1 9 bill-20240630xex321.htm EX-32.1 DocumentExhibit 32.1CERTIFICATION PURSUANT TO18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002I, RenÃ© Lacerte, Chief Executive Officer of BILL Holdings, Inc. (the â€œCompanyâ€), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:1.The Annual Report on Form 10-K of the Company for the fiscal year ended JuneÂ 30, 2024 (the â€œReportâ€) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and2.The information contained in the Report fairly presents, in all material respects, the financial condition, and results of operations of the Company.Date:AugustÂ 23, 2024BILL Holdings, Inc./s/ RenÃ© LacerteRenÃ© LacerteChief Executive Officer(Principal Executive Officer) EX-32.2 10 bill-20240630xex322.htm EX-32.2 DocumentExhibit 32.2CERTIFICATION PURSUANT TO18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002I, John Rettig, President and Chief Financial Officer of BILL Holdings, Inc. (the â€œCompanyâ€), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:1.The Annual Report on Form 10-K of the Company for the year ended JuneÂ 30, 2024 (the â€œReportâ€) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and2.The information contained in the Report fairly presents, in all material respects, the financial condition, and results of operations of the Company.Date:AugustÂ 23, 2024BILL Holdings, Inc./s/ John RettigJohn RettigPresident and Chief Financial Officer(Principal Financial Officer) EX-97.1 11 bill-20240630xex971.htm EX-97.1 DocumentBILL HOLDINGS, INC. COMPENSATION RECOVERY POLICY (Adopted September 27, 2023) The Board has determined that it is in the best interests of the Company and its stockholders to adopt this Policy enabling the Company to recover from specified current and former Company executives certain incentive-based compensation in the event of an accounting restatement due to the Companyâ€™s material noncompliance with any financial reporting requirements under the federal securities laws. Capitalized terms are defined in Section 14 herein. This Policy is designed to comply with Rule 10D-1 of the Exchange Act, shall become effective on the Adoption Date, and shall apply to Incentive-Based Compensation Received by Covered Persons on or after the Listing Rule Effective Date. This Policy shall supersede the Prior Policy, which shall be of no further force and effect as of the Adoption Date, except with respect to any Incentive-Based Compensation Received prior to the Listing Rule Effective Date. 1. Â Â Â Â Administration This Policy shall be administered by the Administrator, which shall initially be the Compensation Committee of the Board. The Administrator is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. The Administrator may retain, at the Companyâ€™s expense, outside legal counsel and such compensation, tax or other consultants as it may determine are advisable for the purpose of administering this Policy. 2. Â Â Â Â Covered Persons and Applicable Compensation This Policy applies to any Incentive-Based Compensation Received by a person (a) after beginning service as a Covered Person; and (b) who served as a Covered Person at any time during the performance period for that Incentive-Based Compensation; and (c) was a Covered Person during the Clawback Period. However, recovery is not required under this Policy with respect to: i.Incentive-Based Compensation Received prior to an individual becoming a Covered Person, even if the individual served as a Covered Person during the Clawback Period; ii.Incentive-Based Compensation Received prior to the Listing Rule Effective Date; iii.Incentive-Based Compensation Received prior to the Clawback Period; or iv.Incentive-Based Compensation Received while the Company did not have a class of listed securities on a national securities exchange or a national securities association, including the Exchange. The Administrator will not consider the Covered Personâ€™s responsibility or fault or lack thereof in enforcing this Policy with respect to recoupment under the Final Rules. 3. Â Â Â Â Triggering Event Subject to and in accordance with the provisions of this Policy, if there is a Triggering Event, the Administrator shall take steps to recover the Recoupment Amount applicable to such Covered Person. The Companyâ€™s obligation to recover the Recoupment Amount is not dependent on if or when the restated financial statements are filed. 4. Â Â Â Â Calculation of Recoupment Amount The Recoupment Amount will be calculated in accordance with the Final Rules. 5. Â Â Â Â Method of Recoupment Subject to compliance with the Final Rules and applicable law, the Administrator will determine, in its sole discretion, the method for recouping the Recoupment Amount hereunder which may include, without limitation: i.Requiring reimbursement or forfeiture of the pre-tax amount of cash Incentive-Based Compensation previously paid; ii.Offsetting the Recoupment Amount from any compensation otherwise owed by the Company to the Covered Person, including without limitation, any prior cash incentive payments, executive retirement benefits or deferred compensation, wages, equity grants or other amounts payable by the Company to the Covered Person in the future; iii.Seeking recovery of any gain realized on the vesting, exercise, settlement, cash sale, transfer, or other disposition of any equity-based awards; and/or iv.Taking any other remedial and recovery action permitted by law, as determined by the Administrator. 6. Â Â Â Â Arbitration To the fullest extent permitted by law, any disputes under this Policy shall be submitted to mandatory binding arbitration (the â€œArbitrable Claimsâ€), governed by the Federal Arbitration Act (the â€œFAAâ€). Further, to the fullest extent permitted by law, no class or collective actions can be asserted in arbitration or otherwise. All claims, whether in arbitration or otherwise, must be brought solely in the Covered Personâ€™s individual capacity, and not as a plaintiff or class member in any purported class or collective proceeding. SUBJECT TO THE ABOVE PROVISO, ANY RIGHTS THAT A COVERED PERSON MAY HAVE TO TRIAL BY JURY IN REGARD TO ARBITRABLE CLAIMS ARE WAIVED. ANY 2 Â Â Â Â Â Â Â Â RIGHTS THAT A COVERED PERSON MAY HAVE TO PURSUE OR PARTICIPATE IN A CLASS OR COLLECTIVE ACTION PERTAINING TO ANY CLAIMS BETWEEN A COVERED PERSON AND THE COMPANY ARE WAIVED. The Covered Person is not restricted from filing administrative claims that may be brought before any government agency where, as a matter of law, the Covered Personâ€™s ability to file such claims may not be restricted. However, to the fullest extent permitted by law, arbitration shall be the exclusive remedy for the subject matter of such administrative claims. The arbitration shall be conducted in Santa Clara County, CA through JAMS before a single neutral arbitrator, in accordance with the JAMS Comprehensive Arbitration Rules and Procedures then in effect, provided however, that the FAA, including its procedural provisions for compelling arbitration, shall govern and apply to this Arbitration provision. The arbitrator shall issue a written decision that contains the essential findings and conclusions on which the decision is based. If, for any reason, any term of this Arbitration provision is held to be invalid or unenforceable, all other valid terms and conditions herein shall be severable in nature and remain fully enforceable. 7. Â Â Â Â Recovery Process; Impracticability Actions by the Administrator to recover the Recoupment Amount will be reasonably prompt. The Administrator must cause the Company to recover the Recoupment Amount unless the Administrator shall have previously determined that recovery is impracticable and one of the following conditions is met: i.The direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered; before concluding that it would be impracticable to recover any Recoupment Amount based on expense of enforcement, the Company must make a reasonable attempt to recover such Recoupment Amount, document such reasonable attempt(s) to recover, and provide that documentation to the Exchange; ii.Recovery would violate home country law where that law was adopted prior to November 28, 2022; before concluding that it would be impracticable to recover any Recoupment Amount based on violation of home country law, the Company must obtain an opinion of home country counsel, acceptable to the Exchange, that recovery would result in such a violation, and must provide such opinion to the Exchange; or iii.Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder. 3 Â Â Â Â Â Â Â Â 8. Â Â Â Â Non-Exclusivity The Administrator intends that this Policy will be applied to the fullest extent of the law. Without limitation to any broader or alternate clawback authorized in any written document with a Covered Person, including the Prior Policy, (i) the Administrator may require that any employment agreement, equity award agreement, or similar agreement entered into on or after the Adoption Date shall, as a condition to the grant of any benefit thereunder, require a Covered Person to agree to abide by the terms of this Policy, and (ii) this Policy will nonetheless apply to Incentive-Based Compensation as required by the Final Rules, whether or not specifically referenced in those arrangements. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other legal remedies or regulations available or applicable to the Company (including SOX 304). If recovery is required under both SOX 304 and this Policy, any amounts recovered pursuant to SOX 304 may, in the Administratorâ€™s discretion, be credited toward the amount recovered under this Policy, or vice versa. 9. Â Â Â Â No Indemnification The Company shall not indemnify any Covered Persons against (i) the loss of any Recoupment Amount or any adverse tax consequences associated with any Recoupment Amount or any recoupment hereunder, or (ii) any claims relating to the Company enforcement of its rights under this Policy. For the avoidance of doubt, this prohibition on indemnification will also prohibit the Company from reimbursing or paying any premium or payment of any third-party insurance policy to fund potential recovery obligations obtained by the Covered Person directly. No Covered Person will seek or retain any such prohibited indemnification or reimbursement. Further, the Company shall not enter into any agreement that exempts any Incentive-Based Compensation from the application of this Policy or that waives the Companyâ€™s right to recovery of any Recoupment Amount and this Policy shall supersede any such agreement (whether entered into before, on or after the Adoption Date). 10. Â Â Â Â Covered Person Acknowledgement and Agreement All Covered Persons subject to this Policy must acknowledge their understanding of, and agreement to comply with, the Policy by executing the certification attached hereto as Exhibit A, as may be amended. Notwithstanding the foregoing, this Policy will apply to Covered Persons whether or not any such person executes such certification. 11. Â Â Â Â Successors This Policy shall be binding and enforceable against all Covered Persons and their beneficiaries, heirs, executors, administrators or other legal representatives and shall inure to the benefit of any successor to the Company. 4 Â Â Â Â Â Â Â Â 12. Â Â Â Â Interpretation of Policy To the extent there is any ambiguity between this Policy and the Final Rules, this Policy shall be interpreted so that it complies with the Final Rules. If any provision of this Policy, or the application of such provision to any Covered Person or circumstance, shall be held invalid, the remainder of this Policy, or the application of such provision to Covered Persons or circumstances other than those as to which it is held invalid, shall not be affected thereby. In the event any provision of this Policy is inconsistent with any requirement of any Final Rules, the Administrator, in its sole discretion, shall amend and administer this Policy and bring it into compliance with such rules. Any determination under this Policy by the Administrator shall be conclusive and binding on all parties, including the applicable Covered Person. Determinations of the Administrator need not be uniform with respect to Covered Persons or from one payment or grant to another. 13. Â Â Â Â Amendments; Termination The Administrator may make any amendments to this Policy as required under applicable law, the Final Rules, all other applicable rules and regulations, or as otherwise determined by the Administrator in its sole discretion. The Administrator may terminate this Policy at any time. 14. Â Â Â Â Definitions â€œAdministratorâ€ means the Compensation Committee of the Board, or in the absence of a committee of independent directors responsible for executive compensation decisions, a majority of the independent directors serving on the Board. â€œAdoption Dateâ€ means September 27, 2023, the date the Policy was adopted by the Board. â€œBoardâ€ means the Board of Directors of the Company. â€œClawback Measurement Dateâ€ is the earlier to occur of: i.The date the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an accounting restatement as described in this Policy; or ii.The date a court, regulator, or other legally authorized body directs the Company to prepare an accounting restatement as described in this Policy. â€œClawback Periodâ€ means the Companyâ€™s three (3) completed fiscal years immediately prior to the Clawback Measurement Date and any transition period between the last day of the Companyâ€™s previous fiscal year end and the first day of its new fiscal year (that results from a 5 Â Â Â Â Â Â Â Â change in the Companyâ€™s fiscal year) within or immediately following such three (3)-year period; provided that any transition period between the last day of the Companyâ€™s previous fiscal year end and the first day of its new fiscal year that comprises a period of 9 to 12 months will be deemed a completed fiscal year. â€œCompanyâ€ means BILL Holdings, Inc., a Delaware corporation, together with its subsidiaries, or any successor corporation thereto. â€œCovered Personâ€ means any Executive Officer (as defined in the Final Rules), including, but not limited to, (i) those persons who are or have been determined to be â€œofficersâ€ of the Company within the meaning of Section 16 of Rule 16a-1(f) of the rules promulgated under the Exchange Act, and (ii) â€œexecutive officersâ€ of the Company within the meaning of Item 401(b) of Regulation S-K, Rule 3b-7 promulgated under the Exchange Act, and Rule 405 promulgated under the Securities Act of 1933, as amended; provided that the Administrator may identify additional employees who shall be treated as Covered Persons for the purposes of this Policy with prospective effect, in accordance with the Final Rules. â€œExchangeâ€ means the New York Stock Exchange or any other national securities exchange or national securities association in the United States on which the Company has listed its securities for trading. â€œExchange Actâ€ means the Securities Exchange Act of 1934, as amended. â€œFinal Rulesâ€ means the final rules promulgated by the SEC under Section 954 of the Dodd-Frank Act, Rule 10D-1 and Exchange listing standards, as each may be amended from time to time. â€œFinancial Reporting Measureâ€ means any measure that is determined and presented in accordance with the accounting principles used in preparing the Companyâ€™s financial statements, and any measure that is derived wholly or in part from such measures. Stock price and TSR, are also Financial Reporting Measures. A Financial Reporting Measure need not be presented within the Companyâ€™s financial statements or included in a filing with the SEC. Financial reporting measures may include â€œnon-GAAP financial measures.â€ â€œIncentive-Based Compensationâ€ means compensation that is granted, earned or vested based wholly or in part on the attainment of any Financial Reporting Measure. Examples of â€œIncentive Based Compensationâ€ include, but are not limited to: non-equity incentive plan awards that are earned based wholly or in part on satisfying a Financial Reporting Measure performance goal; bonuses paid from a â€œbonus pool,â€ the size of which is determined based wholly or in part on satisfying a Financial Reporting Measure performance goal; other cash awards based on satisfaction of a Financial Reporting Measure performance goal; restricted stock, restricted stock units, performance-based restricted stock units, stock options, and SARs that are granted or become vested based wholly or in part on satisfying a Financial Reporting Measure goal; and proceeds received upon the sale of shares acquired through an incentive plan that were granted or vested based wholly or in part on satisfying a Financial Reporting Measure 6 Â Â Â Â Â Â Â Â goal. â€œIncentive-Based Compensationâ€ excludes, for example, time-based awards such as stock options or restricted stock units that are granted or vest solely upon completion of a service period; awards based on nonfinancial strategic or operating metrics such as the consummation of a merger or achievement of non-financial business goals; service-based retention bonuses; discretionary compensation; and salary. Incentive-Based Compensation is deemed â€œReceivedâ€ in the Companyâ€™s fiscal period during which the relevant Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, irrespective of whether the payment or grant occurs on a later date or if there are additional vesting or payment requirements, such as time-based vesting or certification or approval by the Compensation Committee or Board, that have not yet been satisfied. â€œListing Rule Effective Dateâ€ means October 2, 2023, the effective date of the listing standards of the Exchange on which the Companyâ€™s securities are listed. â€œPolicyâ€ means this Compensation Recovery Policy. â€œPrior Policyâ€ means the Companyâ€™s pre-existing Compensation Recovery Policy, adopted on October 11, 2021. â€œRecoupment Amountâ€ means the amount of Incentive-Based Compensation received by the Covered Person based on the financial statements prior to the restatement that exceeds the amount such Covered Person would have received had the Incentive-Based Compensation been determined based on the financial restatement, computed without regard to any taxes paid (i.e., gross of taxes withheld). â€œSARsâ€ means stock appreciation rights. â€œSECâ€ means the U.S. Securities and Exchange Commission. â€œSOX 304â€ means Section 304 of the Sarbanes-Oxley Act of 2002. â€œTriggering Eventâ€ means any event in which the Company is required to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period. â€œTSRâ€ means total stockholder return. Â Â Â Â Non-Exclusivity7 Â Â Â Â Â Â Â Â EXHIBIT A Certification I certify that: 1.I have read and understand the Companyâ€™s Compensation Recovery Policy (the â€œPolicyâ€). I understand that the Companyâ€™s Chief Legal Officer and Vice President, Legal - Corporate are available to answer any questions I have regarding the Policy. 2.I understand that the Policy applies to all of my existing and future compensation-related agreements with the Company with respect to Incentive-Based Compensation Received after the Listing Rule Effective Date, whether or not explicitly stated therein. 3.I agree that notwithstanding the Companyâ€™s certificate of incorporation, bylaws, and any agreement I have with the Company, including any indemnity agreement I have with the Company, I will not be entitled to, and will not seek indemnification from the Company for, any amounts recovered or recoverable by the Company in accordance with the Policy. 4.I understand and agree that in the event of a conflict between the Policy and the foregoing agreements and understandings on the one hand, and any prior, existing or future agreement, arrangement or understanding, whether oral or written, with respect to the subject matter of the Policy and this Certification, on the other hand, the terms of the Policy and this Certification shall control, and the terms of this Certification shall supersede any provision of such an agreement, arrangement or understanding to the extent of such conflict with respect to the subject matter of the Policy and this Certification. 5.I agree to abide by the terms of the Policy,

including, without limitation, by returning any Recoupment Amount to the Company to the extent required by, and in a manner permitted by, the Policy. Â Â Â Â Signature: Â Name: Â Title: Â Date: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 8Â Â Â Â Â Â Â Â 9 Â Â Â Â Â Â Â Â EX-101.SCH 12 bill-20240630.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Document and Entity Information link:presentationLink link:calculationLink link:definitionLink 0000002 - Document - Audit Information link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - CONSOLIDATED BALANCE SHEETS link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - CONSOLIDATED BALANCE SHEETS (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - CONSOLIDATED STATEMENTS OF OPERATIONS link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY link:presentationLink link:calculationLink link:definitionLink 9952156 - 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Available-for-sale debt securities Available For Sale Debt Securities [Member] Available For Sale Debt Securities Expected benefit at U.S. federal statutory rate Effective Income Tax Rate Reconciliation at Federal Statutory Income Tax Rate, Amount Cover [Abstract] Cover [Abstract] Thereafter Lessee, Operating Lease, Liability, to be Paid, after Year Five Net increase (decrease) in cash, cash equivalents, restricted cash, and restricted cash equivalents Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Provision for expected credit losses Acquired Card Receivables Provision For Expected Credit Losses Acquired card receivables provision for expected credit losses. Discount Rate Measurement Input, Discount Rate [Member] Summary of Future Minimum Lease Payments Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Income Tax Authority Income Tax Jurisdiction [Domain] Current and less than 30 days past due Financial Asset, 1 to 29 Days Past Due [Member] Percentage of outstanding equity interests acquired Business Acquisition, Percentage of Voting Interests Acquired Trading Symbol Trading Symbol Debt Instrument, Redemption, Period Debt Instrument, Redemption, Period [Axis] Non-NEOs Non-NEOs [Member] Goodwill Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block] Debt Instrument, Redemption, Period Debt Instrument, Redemption, Period [Domain] Accounts receivable Increase (Decrease) in Accounts Receivable Benchmark adjustment rate Debt Instrument, Benchmark Adjustment Rate Debt Instrument, Benchmark Adjustment Rate Net Loss Per Share Attributable to Common Stockholders Earnings Per Share, Policy [Policy Text Block] Capitalized software Capitalized Software [Member] Capitalized software. Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] 2026 Other Commitment, to be Paid, Year Two Fair Value Measurement Fair Value Disclosures [Text Block] Proceeds from exercise of stock options Proceeds from Stock Options Exercised Net unrealized gain (loss) on investments in available-for-sale securities OCI, Debt Securities, Available-for-Sale, Unrealized Holding Gain (Loss), before Adjustment, after Tax Award Timing Disclosures [Line Items] Financial Asset, Period Past Due Financial Asset, Aging [Axis] Summary of Change in Allowance for Credit Losses Financing Receivable, Allowance for Credit Loss [Table Text Block] Offering period of purchase rights under ESPP Employee Stock Purchase Plan Purchase Rights Offering Period Employee stock purchase plan purchase rights offering period. Lease, Cost [Abstract] Lease, Cost [Abstract] Segment Reporting Segment Reporting, Policy [Policy Text Block] Proceeds from sale of corporate and customer fund short-term investments Proceeds From Sale Of Corporate And Customer Fund Short Term Investments Proceeds from sale of corporate and customer fund short-term investments. Revenue from Contract with Customer [Abstract] Revenue from Contract with Customer [Abstract] Charge-off amounts Acquired Card Receivables Charge Off Amounts Acquired card receivables charge-off amounts. Plan Name Plan Name [Domain] Short-term investments: Debt Securities, Current [Abstract] Other assets Other Assets, Noncurrent Leases [Abstract] Leases [Abstract] Preliminary fair value Gross Carrying Amount Finite-Lived Intangible Assets, Gross Antidilutive Securities, Name Antidilutive Securities, Name [Domain] Research and development credits Deferred Tax Assets, Tax Credit Carryforwards, Research Accretion of discount on loans held for investment Accretion (Amortization) of Discounts and Premiums, Loans Held for Investment Accretion (Amortization) of Discounts and Premiums, Loans Held for Investment Receivable Type Receivable Type [Axis] Net cash provided by (used in) operating activities Net Cash Provided by (Used in) Operating Activities Cash flows from operating activities: Net Cash Provided by (Used in) Operating Activities [Abstract] Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Award Timing Method Award Timing Method [Text Block] Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Restructuring Type [Axis] Restructuring Type [Axis] Measurement Frequency Measurement Frequency [Axis] Revenue Recognition and Deferred Revenue [Abstract] Revenue Recognition and Deferred Revenue [Abstract] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Insider Trading Policies and Procedures [Line Items] Use of Estimates Use of Estimates, Policy [Policy Text Block] Deferred contract costs Deferred Tax Liabilities, Deferred Expense Acquired Card Receivables [Table] Acquired Card Receivables [Table] Acquired card receivables. Adjustment to Compensation,

Amount Adjustment to Compensation Amount Compensation Amount Outstanding Recovery Compensation Amount Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Entity Small Business Entity Small Business Company Selected Measure Amount Company Selected Measure Amount Debt issuance costs Payments of Debt Issuance Costs Unrealized losses, less than 12 months Funds Held for Customers, Continuous Unrealized Loss Position, Less than 12 Months, Accumulated Loss Funds Held for Customers, Continuous Unrealized Loss Position, Less than 12 Months, Accumulated Loss Tabular List, Table Tabular List [Table Text Block] Multi-year agreements expiration year Multi Year Agreements Expiration Year Multi-year agreements expiration year. Level 3 Fair Value, Inputs, Level 3 [Member] Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Table] Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Table] Organization, consolidation, basis of presentation, business description and accounting policies. Stock-based compensation Effective Income Tax Rate Reconciliation, Nondeductible Expense, Share-Based Payment Arrangement, Amount Other accruals and current liabilities Accrued Liabilities, Current Potentially dilutive securities excluded from calculation of diluted net loss per share (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Line Items] Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Line Items] Organization, consolidation, basis of presentation, business description and accounting policies. Credit Facility Credit Facility [Domain] Goodwill Balance, beginning Balance, ending Goodwill Money market funds and marketable debt securities, maximum maturity period Funds Held For Customers, Money Market Funds And Marketable Debt Securities, Maximum Maturity Period Funds Held For Customers, Money Market Funds And Marketable Debt Securities, Maximum Maturity Period Tax withholdings related to net share settlements of equity awards Payment, Tax Withholding, Share-Based Payment Arrangement Share repurchase program, authorized amount Share Repurchase Program, Authorized, Amount Proceeds from unwind of capped calls Proceeds from Derivative Instrument, Financing Activities Proceeds from maturities of corporate and customer fund short-term investments Proceeds From Maturities Of Corporate And Customer Fund Short Term Investments Proceeds from maturities of corporate and customer fund short-term investments. Lower of cost or market adjustment on card receivables sold and held for sale Lower Of Cost Or Market Adjustment On Card Receivables Sold And Held For Sale Lower Of Cost Or Market Adjustment On Card Receivables Sold And Held For Sale Stock options Share-Based Payment Arrangement, Option [Member] Line of credit facility, minimum utilization Line Of Credit Facility, Minimum Utilization Line Of Credit Facility, Minimum Utilization Debt Securities Available For Sale [Table] Debt Securities, Available-for-Sale [Table] Depreciation of property and equipment Depreciation 2025 Lessee, Operating Lease, Liability, to be Paid, Year One Restricted cash Restricted Cash [Member] Restricted Cash Schedule Of Antidilutive Securities Excluded From Computation Of Earnings Per Share [Table] Antidilutive Security, Excluded EPS Calculation [Table] Comprehensive loss Comprehensive Income (Loss), Net of Tax, Attributable to Parent Award Type Award Type [Axis] Net deferred tax (liabilities) Deferred Tax Liabilities, Net Corporate bonds Corporate Debt Securities [Member] Cumulative effect of adjustments Cumulative Effect, Period of Adoption, Adjustment [Member] Unwind of capped calls Adjustments To Additional Paid In Capital, Unwind Of Capped Calls Adjustments To Additional Paid In Capital, Unwind Of Capped Calls Amortization of deferred sales commissions Amortization of Deferred Sales Commissions Summary of Deferred Costs Summary Of Deferred Costs [Table Text Block] Summary of deferred costs. Amortized cost Funds Held For Customers Debt Securities Amortized Cost Funds held for customers debt securities amortized cost. Property and equipment, net Property and equipment, net Property, Plant and Equipment, Net ICFR Auditor Attestation Flag ICFR Auditor Attestation Flag Total liabilities Liabilities Long-lived assets outside of the US Long-Lived Assets Number of shares subject to adjustment Antidilutive Securities Excluded From Computation Of Earnings Per Share Amount Subject To Adjustment Antidilutive securities excluded from computation of earnings per share amount subject to adjustment. Number of reporting unit Number of Reporting Units Common stock par value (dollars per share) Common Stock, Par or Stated Value Per Share Schedule Of Share Based Compensation Arrangements By Share Based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Weighted average remaining useful life (In years) Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life Foreign Currency Foreign Currency Transactions and Translations Policy [Policy Text Block] Expiration Date Trading Arrangement Expiration Date Cash flows from investing activities: Net Cash Provided by (Used in) Investing Activities [Abstract] Less: Discount at loan purchase, net of amortization Financing Receivable, Unamortized Purchase Premium (Discount) Operating lease liability, current Operating Lease, Liability, Current Issuance of common stock upon exercise of stock options and release of restricted stock units Stock Issued During Period Value Stock Options Exercised And Release Of Restricted Stock Units Stock issued during period value stock options exercised and release of restricted stock units. Total Shareholder Return Amount Total Shareholder Return Amount Less: unamortized debt issuance costs Debt Issuance Costs, Noncurrent, Net Number of consecutive trading days for conversion of Notes Debt Instrument, Convertible, Threshold Consecutive Trading Days Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Current and less than 30 days past due Financial Asset, Aging [Domain] Net operating loss carryforwards Deferred Tax Assets, Operating Loss Carryforwards Property and equipment, gross Property, Plant and Equipment, Gross Debt Instrument [Line Items] Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Research and development Research and Development Expense [Member] Statute of limitations lapse Unrecognized Tax Benefits, Reduction Resulting from Lapse of Applicable Statute of Limitations Loans held for investment, net Financing Receivable, after Allowance for Credit Loss Diluted (shares) Weighted Average Number of Shares Outstanding, Diluted MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Total stockholders' equity Beginning balance Ending balance Equity, Attributable to Parent Number of unrealized loss investment positions Funds Held For Customers Debt Securities Number Of Unrealized Loss Investment Positions Funds held for customers debt securities number of unrealized loss investment positions. Total deferred tax assets before valuation allowance Deferred Tax Assets, Gross Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents Cash and Cash Equivalents, Unrestricted Cash and Cash Equivalents, Policy [Policy Text Block] Debt instrument, aggregate principal amount if converted Convertible Debt Instrument Face Amount Convertible debt instrument face amount. Due within 1 year Debt Securities, Available-for-Sale, Fair Value, Maturity, Allocated and Single Maturity Date, Year One Business Combinations [Abstract] Business Combinations [Abstract] Schedule of Goodwill Schedule of Goodwill [Table Text Block] Concentration Risk Type Concentration Risk Type [Domain] 2028 Other Commitment, to be Paid, Year Four Fair value of earn-out consideration for acquisition Noncash Fair Value Of Earn Out Consideration For Acquisition Noncash Fair Value Of Earn Out Consideration For Acquisition Payments for repurchase of convertible senior notes Payments for repurchase of convertible debt Repayments of Convertible Debt Line of credit, minimum utilization percentage Line Of Credit Facility, Minimum Utilization Percentage Line Of Credit Facility, Minimum Utilization Percentage Purchase of capped calls Payments For Convertible Senior Notes Capped Call Payments for convertible senior notes capped call. Cost of revenue Cost of revenue - service costs Cost of Sales [Member] Sale of Stock Sale of Stock [Domain] Document Fiscal Period Focus Document Fiscal Period Focus Acquisition-related costs Business Combination, Acquisition Related Costs All Executive Categories All Executive Categories [Member] Balance Sheet Location Statement of Financial Position Location, Balance [Domain] Convertible senior notes Convertible Debt Securities [Member] 2026 Finite-Lived Intangible Asset, Expected Amortization, Year Two Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Goodwill expected to be deductible for income tax purposes Business Acquisition, Goodwill, Expected Tax Deductible Amount ASSETS Assets [Abstract] Document Type Document Type Effective interest rate Debt Instrument, Interest Rate, Effective Percentage Cash, cash equivalents, restricted cash, and restricted cash equivalents, beginning of year Cash, cash equivalents, restricted cash, and restricted cash equivalents, end of year Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations Amortized cost Debt Securities, Available-for-Sale, Amortized Cost Schedule of Future Amortization of Finite-Lived Intangible Assets Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] Revenue - subscription and transaction fees Sales [Member] 60 ~ 89 days past due Financial Asset, 60 to 89 Days Past Due [Member] Maximum Maximum [Member] Short-term investments: Debt Securities, Available-for-Sale [Abstract] Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Net Carrying Amount Finite-Lived Intangible Assets, Net Furniture and fixtures Furniture and Fixtures [Member] Antidilutive Securities Antidilutive Securities [Axis] Accounts payable Accounts Payable, Current Shares issued price to public per share Shares Issued, Price Per Share Non-current assets: Assets, Noncurrent [Abstract] Statistical Measurement Statistical Measurement [Axis] Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Loss before provision for (benefit from) income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Fair value of stock options Business Combination, Step Acquisition, Equity Interest in Acquiree, Fair Value Property and equipment Deferred Tax Liabilities, Property, Plant and Equipment Name Outstanding Recovery, Individual Name Disaggregation Of Revenue [Line Items] Disaggregation of Revenue [Line Items] Proceeds from beneficial interest Proceeds from Divestiture of Interest in Subsidiaries and Affiliates Variable lease expense, net of credit Variable Lease, Cost Summary of Potentially Dilutive Securities Excluded from Diluted Net Loss Per Share Calculation Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Net assets acquired Business Combination, Recognized Identifiable Assets Acquired, Goodwill, and Liabilities Assumed, Net Award Timing Predetermined Award Timing Predetermined [Flag] Amortization of capitalized internal-use software costs Capitalized Computer Software, Amortization Restricted cash included in other assets Restricted Cash, Noncurrent Customer relationships Customer Relationships [Member] Diluted (dollars per share) Earnings Per Share, Diluted Schedule of Amortization of Finite-Lived Intangible Assets Finite-Lived Intangible Assets Amortization Expense [Table Text Block] State Tax State and Local Jurisdiction [Member] Domestic Income (Loss) from Continuing Operations before Income Taxes, Domestic Deferred revenue Increase (Decrease) in Contract with Customer, Liability Total current Current Income Tax Expense (Benefit) Other Income, Nonoperating [Abstract] Other Income, Nonoperating [Abstract] Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Other Other Nonrecurring (Income) Expense Intangible Assets Intangible Assets, Finite-Lived, Policy [Policy Text Block] Deferred tax liabilities: Deferred Tax Liabilities, Gross [Abstract] Redemption price percentage of principal amount redeemed Debt Instrument, Redemption Price, Percentage of Principal Amount Redeemed Preferred stock issued (shares) Preferred Stock, Shares Issued Customer Customer [Axis] Capped call, initial strike price (dollars per share) Capped Call Initial Strike Price Capped call initial strike price. Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Asset-backed securities Asset-Backed Securities [Member] Research and development tax credits Effective Income Tax Rate Reconciliation, Tax Credit, Research, Amount Other reserve Deferred Tax Liabilities, Other Sales and marketing Selling and Marketing Expense Fair value of shares vested Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Fair Value Net loss Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Provision for (benefit from) income taxes Provision for (benefit from) income taxes Income Tax Expense (Benefit) Market-based RSUs Market Based Restricted Stock Units [Member] Market Based Restricted Stock Units Short-term investments Fair value Debt Securities, Available-for-Sale, Current Weighted-average period over which unrecognized compensation cost is expected to be recognized Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Deferred Revenue Contract With Customer Liability [Policy Text Block] Contract with customer liability. Total revenue Revenue from Contract with Customer, Excluding Assessed Tax Other long-term liabilities Increase (Decrease) in Other Noncurrent Liabilities Fair value measurement input Alternative Investment, Measurement Input Statement of Comprehensive Income [Abstract] Statement of Comprehensive Income [Abstract] Net cash provided by (used in) investing activities Net Cash Provided by (Used in) Investing Activities Income Tax Authority Income Tax Jurisdiction [Axis] Business Acquisition [Line Items] Business Acquisition [Line Items] All Adjustments to Compensation All Adjustments to Compensation [Member] Accrued compensation and benefits Employee-related Liabilities, Current Prepaid expenses and other current assets Increase (Decrease) in Prepaid Expense and Other Assets Additional paid-in capital Additional Paid in Capital 2014 Equity Incentive Plan 2014 Equity Incentive Plan [Member] 2014 Equity Incentive Plan Schedule of Other (Expense) Income, Net Schedule of Other Nonoperating Income (Expense) [Table Text Block] Charges Restructuring Charges Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Revenue, remaining performance obligation, expected timing of satisfaction, period Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Period Operating lease liabilities Deferred Tax Assets Operating Lease Liabilities Deferred tax assets operating lease liabilities. U.S. agency securities US Government Agencies Debt Securities [Member] Long-Term Debt, Type [Domain] Long-Term Debt, Type [Domain] Entity Address, State or Province Entity Address, State or Province Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Add: Unrecognized Tax Benefits, Additions [Abstract] Unrecognized Tax Benefits, Additions Financial Instruments Financial Instruments [Domain] Deferred Costs Deferred Charges, Policy [Policy Text Block] Beginning balance (dollars per share) Ending balance (dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value LIABILITIES AND STOCKHOLDERS' EQUITY Liabilities and Equity [Abstract] Acquired Card Receivables Acquired Card Receivables [Policy Text Block] Acquired card receivables. Over 120 days past due Over 120 Days Past Due [Member] Over 120 Days Past Due Unrealized losses, continuous unrealized loss position, less than 12 months Funds Held For Customers, Continuous Unrealized Loss Position, Less than 12 Months Funds Held For Customers, Continuous Unrealized Loss Position, Less than 12 Months Issuance of common stock upon exercise of stock options and release of restricted stock units (in shares) Stock Issued During Period Shares Stock Options Exercised And Release Of Restricted Stock Units Stock issued during period shares stock options exercised and release of restricted stock units. Restatement Determination Date Restatement Determination Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Schedule of Short-Term Investments Schedule of Available-for-Sale Securities Reconciliation [Table Text Block] Operating lease right-of-use assets, net Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Participation interest required to be purchased Acquired Card Receivables, Participation Interest Required To Be Purchased Acquired Card Receivables, Participation Interest Required To Be Purchased Property, Plant and Equipment [Abstract] Property, Plant and Equipment [Abstract] 2025 Other Commitment, to be Paid, Year One Number of customers exceed 10% of revenue Number Of Customers Exceed Ten Percent Of Revenue Number Of Customers Exceed Ten Percent Of Revenue. Net Loss Per Share Attributable To Common Stockholders Earnings Per Share [Text Block] Issuance of common stock under the employee stock purchase plan Stock Issued During Period, Value, Employee Stock Purchase Plan Convertible Debt Convertible Debt [Table Text Block] Granted (dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Property Plant And Equipment Disclosure [Table] Property Plant And Equipment Disclosure [Table] Property, Plant, and Equipment Disclosure [Table] Income Taxes Income Tax, Policy [Policy Text Block] Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Reconciliation of Unrecognized Tax Benefits, Excluding Amounts Pertaining to Examined Tax Returns [Roll Forward] Unrecognized Tax Benefits [Roll Forward] Deferred Costs [Line Items] Deferred Costs [Line Items] Deferred costs. PEO PEO [Member] Name Trading Arrangement, Individual Name Schedule of Future Payments Under Other Agreements Other Commitments [Table Text Block] Long-Lived Tangible Asset Long-Lived Tangible Asset [Axis] Entity Public Float Entity Public Float Capitalization of internal-use software costs Payments to Develop Software Line of credit facility, unused capacity, commitment fee percentage Line of Credit Facility, Unused Capacity, Commitment Fee Percentage Auditor Information [Abstract] Auditor Information [Abstract] Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Provision for expected credit losses Acquired Card Receivables And Accounts Receivable, Credit Loss Expense (Reversal) Acquired Card Receivables And Accounts Receivable, Credit Loss Expense (Reversal) Number of shares of common stock reserved for issuance Common Stock, Capital Shares Reserved for Future Issuance Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Cash equivalents: Cash and Cash Equivalents, Fair Value Disclosure Current Deferred Costs, Current Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Acquired card receivables, net Increase In Acquired Card Receivables Increase in acquired card receivables. Local Phone Number Local Phone Number Revenue Disaggregation of Revenue [Abstract] Valuation allowance Deferred Tax Assets, Valuation Allowance Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Total operating expenses Operating Expenses Other Other Restructuring [Member] Changes in assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] Non-current liabilities: Liabilities, Noncurrent [Abstract] Debt default threshold principal amount percentage Debt Default Threshold Principal Amount Percentage Debt default threshold principal amount percentage. PEO Total Compensation Amount PEO Total Compensation Amount Prepaid card deposits Increase (Decrease) In Prepaid Card Deposits Increase (Decrease) In Prepaid Card Deposits Business acquisition, common stock issued (shares) Business Acquisition, Equity Interest Issued or Issuable,

Number of Shares Long-Lived Tangible Asset Long-Lived Tangible Asset [Domain] Unrealized losses Funds Held for Customers, Unrealized Loss Position, Accumulated Loss Funds Held for Customers, Unrealized Loss Position, Accumulated Loss Income Statement Location Statement of Income Location, Balance [Axis] SMBs, accounting firms, spending businesses and other Small To Midsize Business, Accounting Firms, Spending Businesses and Other [Member] Small to midsize business and accounting firm customers. Debt Disclosure [Abstract] Debt Disclosure [Abstract] Common stock Common Stock [Member] Impairment Impairment or Disposal of Long-Lived Assets, Including Intangible Assets, Policy [Policy Text Block] Loss on mark to market derivatives Derivative, Loss on Derivative Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Schedule Of Business Acquisitions By Acquisition [Table] Schedule of Business Acquisitions, by Acquisition [Table] Other Accruals and Current Liabilities Other Accruals And Current Liabilities [Member] Other accruals and current liabilities. Redeem On or After December 5, 2023 Debt Instrument, Redemption, Period One [Member] Line of Credit Line of Credit [Member] Stock-based compensation expense Share-Based Payment Arrangement, Accelerated Cost Entity Central Index Key Entity Central Index Key General and Administrative Expense General and administrative General and Administrative Expense [Member] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Stockholders' Equity Equity [Text Block] Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Financial Instrument Financial Instrument [Axis] Borrowing from revolving credit facility Long-Term Debt, Current Maturities Stock-based compensation APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Title Trading Arrangement, Individual Title Components of Loss before (Benefit from) Provision for Income Taxes Schedule of Income before Income Tax, Domestic and Foreign [Table Text Block] Unrecognized tax benefits related to federal and California R&D credits Balance at the beginning of the year Balance at the end of the year Unrecognized Tax Benefits City Area Code City Area Code Current liabilities: Liabilities, Current [Abstract] Auditor Location Auditor Location Contingent consideration Business Combination, Contingent Consideration, Liability Revenue Recognition Revenue [Policy Text Block] Non-cash operating lease expense Non Cash Operating Lease Expense Non cash operating lease expense. Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Gross unrealized gains Funds Held For Customers Debt Securities Accumulated Gross Unrealized Gain Before Tax Funds held for customers debt securities accumulated gross unrealized gain before tax. Unused credit available Line of Credit Facility, Remaining Borrowing Capacity Repurchase of common stock Payments for Repurchase of Common Stock Convertible senior notes: Long-Term Debt, Excluding Current Maturities Weighted average grant date fair value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Restructuring Reserve [Roll Forward] Restructuring Reserve [Roll Forward] Aggregate amount of transaction price allocated to performance obligations, percentage Revenue, Remaining Performance Obligation, Percentage Net loss per share attributable to common stockholders: Earnings Per Share [Abstract] Equity [Abstract] Equity [Abstract] Accumulated deficit Retained Earnings (Accumulated Deficit) Repurchase and retirement of common stock (in shares) Repurchased and retired shares (in shares) Stock Repurchased and Retired During Period, Shares Derivative, Loss, Statement of Income or Comprehensive Income [Extensible Enumeration] Derivative, Loss, Statement of Income or Comprehensive Income [Extensible Enumeration] Fair value Funds Held for Customers, Unrealized Loss Position Funds Held for Customers, Unrealized Loss Position Unamortized debt issuance costs Debt Issuance Costs, Gross Schedule of Debt Schedule of Debt [Table Text Block] General and administrative General and Administrative Expense Deferred income taxes Deferred Income Taxes and Tax Credits Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Total operating lease liabilities, net Operating Lease, Liability Underlying Securities Award Underlying Securities Amount Performance-based awards Performance Shares [Member] Short-Term Investments And Funds Held For Customers Investments in Debt and Marketable Equity Securities (and Certain Trading Assets) Disclosure [Text Block] Amendment Flag Amendment Flag Restricted cash and restricted cash equivalents included in funds held for customers Restricted Cash And Cash Equivalents Included In Funds Held For Customers Restricted cash and cash equivalents included in funds held for customers. Accounts receivable and other assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Receivables Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Purchase of capped calls Adjustment To Additional Paid In Capital Purchase Of Capped Calls Adjustment to additional paid in capital purchase of capped calls. Debt and Borrowings Debt Disclosure [Text Block] Fair Value Hierarchy and NAV Fair Value Hierarchy and NAV [Domain] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Debt instrument, aggregate principal amount Debt Instrument, Face Amount Entity Address, Postal Zip Code Entity Address, Postal Zip Code Advertising expenses Advertising Expense Number of consecutive trading day period in consideration for conversion of Notes Debt Instrument Convertible Threshold Consecutive Trading Day Period Debt instrument convertible threshold consecutive trading day period. Accrued interest receivable Debt Securities, Available-for-Sale, Accrued Interest, after Allowance for Credit Loss Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Restructuring expenses, stock-based compensation expense Restructuring Charges, Share Based Compensation Expense Restructuring Charges, Share Based Compensation Expense Other Payments for (Proceeds from) Other Investing Activities Restructuring Restructuring expense Restructuring Charges And Other Share Based Compensation Expense Restructuring Charges And Other Share Based Compensation Expense Certificates of deposit Certificates of Deposit [Member] Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Auditor Name Auditor Name Number of trading days for conversion of Notes Debt Instrument, Convertible, Threshold Trading Days Forfeited (dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Current: Current Income Tax Expense (Benefit), Continuing Operations [Abstract] Gain on debt extinguishment Gain on debt extinguishment Gain (Loss) on Extinguishment of Debt Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Borrowings from credit facilities, net Long-Term Line of Credit, Noncurrent 2025 Notes Two Thousand Twenty Five Convertible Senior Notes [Member] 2025 convertible senior notes. Employee stock purchase plan Share-Based Payment Arrangement [Member] Estimated useful lives Property, Plant and Equipment, Useful Life Stock Options and RSUs Stock Options And Restricted Stock Units [Member] Stock options and restricted stock units. Depreciation and amortization Depreciation, Depletion and Amortization, Nonproduction Accounts payable Increase (Decrease) in Accounts Payable Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Deferred revenue Deferred Tax Assets, Deferred Income Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] 2025 and 2027 Senior Notes Member Two Thousand Twenty Five and Two Thousand And Twenty Seven Convertible Senior Notes Member [Member] Two Thousand Twenty Five and Two Thousand And Twenty Seven Convertible Senior Notes Purchases of loans held for investment Payment for Acquisition, Loan, Held-for-Investment Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Weighted-average number of common shares used to compute net loss per share attributable to common stockholders: Weighted Average Number of Shares Outstanding, Diluted [Abstract] Total assets Assets Total cost of revenue Cost of Goods and Services Sold Advertising Advertising Cost [Policy Text Block] Purchases of property and equipment Payments to Acquire Property, Plant, and Equipment Other long-term liabilities Other Liabilities, Noncurrent Service costs Cost of Goods and Service, Excluding Depreciation, Depletion, and Amortization Potential percentage of additional number of shares reserved for issuance each year Share-Based Compensation Arrangement by Share-Based Payment Award, Percentage of Outstanding Stock Maximum Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Cumulative Effect, Period of Adoption [Axis] Cumulative Effect, Period of Adoption [Axis] Commitments and contingencies (Note 15) Commitments and Contingencies Stock-Based Compensation Share-Based Payment Arrangement [Policy Text Block] Difference between Income Taxes Computed At Federal Statutory Rate and (Benefit from) Provision for Income Taxes Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] Termination Date Trading Arrangement Termination 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] 2026 Lessee, Operating Lease, Liability, to be Paid, Year Two Due in 1 year through 5 years Debt Securities, Available-for-Sale, Fair Value, Maturity, Allocated and Single Maturity Date, after Year One Through Five Summary of Preliminary Fair Values of Assets Acquired and Liabilities Assumed Schedule of Recognized Identified Assets Acquired and Liabilities Assumed [Table Text Block] Debt Instrument Debt Instrument [Axis] Net loss Net loss Net loss Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Accrued rewards Deferred Tax Assets Accrued Rewards Deferred tax assets accrued rewards. Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Initial allowance for expected credit losses on purchased card receivables with credit deterioration Acquired Card Receivables Initial Allowance For Credit Losses On Purchased Card Receivables With Credit Deterioration Acquired card receivables Initial allowance for credit losses on purchased card receivables with credit deterioration. Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Subscription and transaction fees Subscription And Transaction Fees [Member] Subscription and transaction fees. Entity File Number Entity File Number Debt Securities, Available-for-Sale, Accrued Interest, after Allowance for Credit Loss, Statement of Financial Position [Extensible Enumeration] Debt Securities, Available-for-Sale, Accrued Interest, after Allowance for Credit Loss, Statement of Financial Position [Extensible Enumeration] Unrecognized tax benefit Income Tax Reconciliation Unrecognized Tax Benefit Income tax reconciliation unrecognized tax benefit. Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Federal Current Federal Tax Expense (Benefit) Effect of exchange rate changes on cash, cash equivalents, restricted cash and restricted cash equivalents Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Lease arrangements term Lessee, Operating Lease, Term of Contract Other accruals and current liabilities Increase (Decrease) in Accrued Liabilities and Other Operating Liabilities Name Forgone Recovery, Individual Name Weighted average remaining term Operating Lease, Weighted Average Remaining Lease Term Other Other Noncash Income (Expense) Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Adjustment to goodwill and deferred revenue Increase (Decrease) in Deferred Revenue Tax positions related to the prior year Unrecognized Tax Benefits, Decrease Resulting from Prior Period Tax Positions Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Adjustment to Compensation: Adjustment to Compensation [Axis] Deferred Sales Commissions Deferred Sales Commissions [Member] Deferred sales commissions. Accumulated other comprehensive loss Accumulated Other Comprehensive Income (Loss), Net of Tax Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Acquired card receivables, net of allowances Balance, beginning Balance, ending Acquired Card Receivables Allowance For Credit Losses Acquired card receivables allowance for credit losses. Basic (shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Unrealized losses, 12 months or longer Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, 12 Months or Longer, Accumulated Loss Increase from business combination Unrecognized Tax Benefits, Increase Resulting from Acquisition Unamortized capitalized software cost Capitalized Computer Software, Net Acquired card receivables, net of allowances of $20,883 and $15,498 as of JuneÃ 30, 2024 and 2023, respectively Acquired Card Receivables Net Current Acquired card receivables, net current. Short-term investments realized gains or losses Debt Securities, Available-for-Sale, Realized Gain (Loss) Amortization of debt issuance costs Amortization of Debt Issuance Costs and Discounts 2027 Other Commitment, to be Paid, Year Three Name Awards Close in Time to MNPI Disclosures, Individual Name Revenue Benchmark Revenue Benchmark [Member] Unrealized losses, less than 12 months Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, Less than 12 Months, Accumulated Loss Marketable debt securities, maturity period Funds Held For Customers, Marketable Debt Securities, Maturity Period Funds Held For Customers, Marketable Debt Securities, Maturity Period Entity Filer Category Entity Filer Category Aggregate amount of transaction price allocated to performance obligations Revenue, Remaining Performance Obligation, Amount Cost of revenue Cost of Revenue [Abstract] 90 ~ 119 days past due 90 To 119 Days Past Due [Member] Financing receivables 90 To 119 days past due. Proceeds from line of credit borrowings Proceeds from Long-Term Lines of Credit Customer fund deposits Customer Refund Liability, Current Addition related to acquisition during the period Goodwill, Acquired During Period Statistical Measurement Statistical Measurement [Domain] Gross unrealized losses Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Loss, before Tax Components of Lease Cost Lease, Cost [Table Text Block] Alison Wagonfeld [Member] Alison Wagonfeld Principal repayments of loans held for investment Proceeds from Principal Repayment, Loan and Lease, Held-for-Investment Funds held for customers Funds Held for Clients Acquired Card Receivables [Line Items] Acquired Card Receivables [Line Items] Acquired card receivables. All Trading Arrangements All Trading Arrangements [Member] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Vesting term Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Follow-on Offering Initial Public Offering And Follow On Offering [Policy Text Block] Initial public offering and follow-on offering Research and development tax credit carryforwards Tax Credit Carryforward, Amount Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Debt initial conversion rate Debt Instrument, Convertible, Conversion Ratio Measurement period adjustments Goodwill, Measurement Period Adjustment Pay vs Performance Disclosure [Line Items] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis] Debt conversion price per share in make whole Debt Instrument Convertible Conversion Price In Make Whole Fundamental Change Debt instrument convertible conversion price in make whole fundamental change. Debt conversion rate in make whole Debt Instrument Convertible Conversion Ratio In Make Whole Fundamental Change Debt instrument convertible conversion ratio in make whole fundamental change. Operating lease liabilities Increase (Decrease) in Operating Lease Liability Deferred: Deferred Income Tax Expense (Benefit), Continuing Operations [Abstract] Restructuring and Related Activities [Abstract] Accrued rewards and promotions liability Accrued Rewards And Promotions Liability Accrued rewards and promotions liability. Funds held for customers: Funds Held for Customers [Abstract] Funds Held for Customers Other Performance Measure, Amount Other Performance Measure, Amount 2027 Finite-Lived Intangible Asset, Expected Amortization, Year Three Leases Lessee, Operating Leases [Text Block] Common stock shares outstanding (shares) Beginning balance, shares Ending balance, shares Common Stock, Shares, Outstanding Documents Incorporated by Reference Documents Incorporated by Reference [Text Block] Operating lease expense Operating Lease, Cost Card receivables acquired during the period Card Receivables Acquired During The Period Card Receivables Acquired During The Period Number of common shares available for issuance Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant Operating lease liabilities Operating lease liability, noncurrent Operating Lease, Liability, Noncurrent Deferred revenue Contract with Customer, Liability, Current Entity Tax Identification Number Entity Tax Identification Number Schedule Of Finite Lived Intangible Assets [Table] Intangible Asset, Finite-Lived [Table] Tax positions related to the prior year Unrecognized Tax Benefits, Increase Resulting from Prior Period Tax Positions Money market funds Money Market Funds [Member] Debt Instrument, Redemption, Period Two Debt Instrument, Redemption, Period Two [Member] Summary of Acquired Card Receivables by Class Summary Of Acquired Card Receivables By Class Past Due Status [Table Text Block] Summary of acquired card receivables by class past due status. Federal and state net operating loss carryforwards expiration year Operating Loss Carryforwards Expiration Year Operating Loss Carryforwards, Expiration Year U.S. treasury securities US Treasury Securities [Member] Gross unrealized losses Funds Held For Customers Debt Securities Accumulated Gross Unrealized Loss Before Tax Funds held for customers debt securities accumulated gross unrealized loss before tax. 2027 Notes Two Thousand Twenty Seven Convertible Senior Notes [Member] Two Thousand Twenty Seven Convertible Senior Notes Plan Name Plan Name [Axis] Equity Components Equity Components [Axis] Research and Development Research and Development Expense, Policy [Policy Text Block] Accounts Receivable and Unbilled Revenue Accounts Receivable [Policy Text Block] Trade name Trade Names [Member] Deferred Costs [Table] Deferred Costs [Table] Deferred costs. Property and equipment (capitalized internal-use software) and other Share-Based Payment Arrangement, Amount Capitalized Business Acquisition, Acquiree Business Acquisition, Acquiree [Domain] Receivable Receivable [Domain] Fair value of shares issued as consideration for acquisition Equity consideration Business Combination, Consideration Transferred, Equity Interests Issued and Issuable Developed technology Developed Technology Rights [Member] Geographical Geographical [Axis] Summary of Restructuring Liabilities Restructuring and Related Costs [Table Text Block] 2029 Lessee, Operating Lease, Liability, to be Paid, Year Five Change in valuation allowance Valuation Allowance, Deferred Tax Asset, Increase (Decrease), Amount Sales and Marketing Expenses Sales and marketing Selling and Marketing Expense [Member] Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] 2019 Equity Incentive Plan Two Thousand And Nineteen Equity Incentive Plan [Member] Two thousand and nineteen equity incentive plan. Schedule Of Available For Sale Securities [Line

Items] Debt Securities, Available-for-Sale [Line Items] Lessee Lease Description [Line Items] Lessee, Lease, Description [Line Items] Issuance of common stock under the employee stock purchase plan (in shares) Stock Issued During Period, Shares, Employee Stock Purchase Plans Total lease cost Operating Lease, Expense Cash payments Payments for Restructuring Gain on debt extinguishment and change on mark to market derivatives associated with 2025 Notes repurchase and capped calls Gain (Loss) On Extinguishment of Debt, And Derivatives, Net Gain (Loss) On Extinguishment of Debt, And Derivatives, Net Basis of Presentation and Principles of Consolidation Basis Of Presentation And Principles Of Consolidation [Policy Text Block] Basis of presentation and principles of consolidation. Fair value Debt Securities, Available-for-Sale, Unrealized Loss Position Service Costs Cost of Goods and Service [Policy Text Block] Total cash, cash equivalents, restricted cash, and restricted cash equivalents, end of year Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Accounts payable and other liabilities Business Combination Recognized Identifiable Assets Acquired And Liabilities Assumed Current Liabilities Accounts Payable And Other Liabilities Business combination recognized identifiable assets acquired and liabilities assumed current liabilities accounts payable and other liabilities. Amortization of premium (accretion of discount) on investments in marketable debt securities Accretion (Amortization) of Discounts and Premiums, Investments Foreign Current Foreign Tax Expense (Benefit) Current assets: Assets, Current [Abstract] Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Product and Service Product and Service [Domain] Vested (dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Goodwill [Roll Forward] Goodwill [Roll Forward] Fair Value Disclosures [Abstract] Fair Value Disclosures [Abstract] Funds Held for Customers and Customer Fund Deposits Funds Held For Customers And Customer Fund Deposits [Policy Text Block] Funds Held For Customers And Customer Fund Deposits. Acquired card receivable as collateral Acquired Card Receivable As Collateral Acquired card receivable as collateral. Preferred stock outstanding (shares) Preferred Stock, Shares Outstanding Interest on funds held for customers Interest On Funds Held For Customers [Member] Interest on funds held for customers. Security Exchange Name Security Exchange Name Debt instrument basis spread on variable rate Debt Instrument, Basis Spread on Variable Rate Recoveries collected Acquired Card Receivables Recoveries Collected Acquired card receivables recoveries collected. Fair value, 12 months or longer Funds Held For Customers, Continuous Unrealized Loss Position, 12 Months Or Longer Funds Held For Customers, Continuous Unrealized Loss Position, 12 Months Or Longer Number of Shares Outstanding Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Non-current Deferred Costs, Noncurrent State Current State and Local Tax Expense (Benefit) Payments on line of credit and bank borrowings Repayments Of Line Of Credit And Bank Borrowings Repayments of line of credit and bank borrowings. Short-term investments: Debt Securities, Available-for-Sale, Unrealized Loss Position, Accumulated Loss [Abstract] Allowance for potential credit losses for acquired card receivables Allowance For Potential Credit Losses For Acquired Card Receivables Allowance for potential credit losses for acquired card receivables. Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Total Other Commitment Summary of Fair Value of Available-for-Sale Debt Securities Debt Securities, Available-for-Sale [Table Text Block] Research and development Research and Development Expense Goodwill and Intangible Assets Disclosure [Abstract] Goodwill and Intangible Assets Disclosure [Abstract] Common stock issued (shares) Common Stock, Shares, Issued Purchases of corporate and customer fund short-term investments Payment To Acquire Corporate And Customer Fund Short Term Investments Payment to acquire corporate and customer fund short term investments. Line of credit facility, maximum borrowing capacity Line of Credit Facility, Maximum Borrowing Capacity Concentration percentage Concentration Risk, Percentage Funds receivable Funds Receivable [Member] Funds receivable. Unrealized losses Debt Securities, Available-for-Sale, Unrealized Loss Position, Accumulated Loss Unrealized losses, 12 months or longer Funds Held for Customers, Continuous Unrealized Loss Position, 12 Months or Longer, Accumulated Loss Funds Held for Customers, Continuous Unrealized Loss Position, 12 Months or Longer, Accumulated Loss Payable on purchases of acquired card receivables Payable On Purchases Of Acquired Card Receivables Payable On Purchases Of Acquired Card Receivables Less: accumulated depreciation and amortization Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Other Income (Expense), Net Other Nonoperating Income and Expense [Text Block] Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Derivative, Gain, Statement of Income or Comprehensive Income [Extensible Enumeration] Derivative, Gain, Statement of Income or Comprehensive Income [Extensible Enumeration] Common stock shares authorized (shares) Common Stock, Shares Authorized Unpaid principal balance Financing Receivable, before Allowance for Credit Loss, Fee and Loan in Process Cash paid for acquisition, net of acquired cash and cash equivalents Payments to Acquire Businesses, Net of Cash Acquired Other comprehensive income (loss): Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent [Abstract] Long-Term Debt, Type [Axis] Long-Term Debt, Type [Axis] 2029 Other Commitment, to be Paid, Year Five Entity Voluntary Filers Entity Voluntary Filers Interest expense Interest Expense, Nonoperating Balance Sheet Location Statement of Financial Position Location, Balance [Axis] Total deferred Deferred Income Tax Expense (Benefit) Property and Equipment Property, Plant and Equipment Disclosure [Text Block] Contingent consideration payout Payment for Contingent Consideration Liability, Financing Activities Notes issued upon conversion (shares) Debt Instrument Conversion Issuable Number Of Share Upon Conversion Debt instrument, conversion issuable number of share upon conversion. Other comprehensive income (loss) Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent Fair Value, Recurring Fair Value, Recurring [Member] Accounts receivable, net Accounts Receivable, after Allowance for Credit Loss, Current Initial conversion price per share Debt Instrument, Convertible, Conversion Price Fair value, 12 months or longer Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, 12 Months or Longer Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Net carrying amount Net carrying amount Long-Term Debt Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Operating right of use assets Deferred Tax Liabilities Operating Right Of Use Assets Deferred tax liabilities operating right of use assets. Restricted cash included in other current assets Restricted Cash, Current Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Document Annual Report Document Annual Report Number of days delinquent to become charged-off Acquired Card Receivables, Number Of Days Delinquent To Be Charged-Off Acquired Card Receivables, Number Of Days Delinquent To Be Charged-Off Restructuring Restructuring Charges [Member] Acquired Card Receivables [Abstract] Acquired Card Receivables [Abstract] Acquired card receivables. Fair value Funds Held For Customers Debt Securities Current Funds held for customers debt securities current. Vested (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Software and equipment Software And Equipment [Member] Software and equipment. Amortization of intangible assets Amortization of Intangible Assets Non-US Non-US [Member] Accounting Policies [Abstract] Accounting Policies [Abstract] Leasehold improvements Leasehold Improvements [Member] Fair Value Measurement Fair Value Measurement, Policy [Policy Text Block] Business Combination Business Combination Disclosure [Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Less - present value adjustments Lessee, Operating Lease, Liability, Undiscounted Excess Amount PEO Name PEO Name Income Taxes [Table] Income Taxes [Table] Income Taxes [Table] Equity-based awards granted (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Shares Issued in Period Award Type Award Type [Domain] Income Taxes [Line Items] Income Taxes [Line Items] Income Taxes [Line Items] Cash and cash equivalents Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Cash and Equivalents Stock-based compensation Deferred Tax Assets, Tax Deferred Expense, Compensation and Benefits, Share-Based Compensation Cost Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Non-PEO NEO Non-PEO NEO [Member] Estimated useful lives Weighted average useful life (in years) Finite-Lived Intangible Asset, Useful Life Total identifiable assets acquired Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Assets Financial institutions Financial Institution Customers [Member] Financial institution customers. Short-term investments: Investments, Fair Value Disclosure Additional paid-in capital Additional Paid-in Capital [Member] Summary of Loans Held For Investment Schedule of Accounts, Notes, Loans and Financing Receivable [Table Text Block] Other Effective Income Tax Rate Reconciliation, Other Adjustments, Amount Unbilled revenue Unbilled Receivables, Current New Accounting Pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Finite-Lived Intangible Assets by Major Class Finite-Lived Intangible Assets by Major Class [Axis] Accumulated Amortization Finite-Lived Intangible Assets, Accumulated Amortization Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Type of Restructuring [Domain] Type of Restructuring [Domain] Number of operating segments Number of Operating Segments Cash paid for income taxes during the period Income Taxes Paid Summary of Fair Value of Assets and Liabilities Measured on Recurring Basis Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block] Disaggregation Of Revenue [Table] Disaggregation of Revenue [Table] Severance and termination benefits Employee Severance [Member] Restructuring Restructuring and Related Activities Disclosure [Text Block] Stock-based compensation Share-Based Payment Arrangement, Noncash Expense Deferred tax assets Deferred Tax Assets, Net of Valuation Allowance Remaining weighted-average amortization period Line Of Credit Facility Remaining Weighted-Average Amortization Period Line Of Credit Facility Remaining Weighted-Average Amortization Period Debt instrument, interest rate Debt Instrument, Interest Rate, Stated Percentage Supplemental disclosure of cash flow information: Supplemental Cash Flow Information [Abstract] Capitalized research and development Deferred Tax Asset, In-Process Research and Development Other income (expense), net Nonoperating Income (Expense) Debt instrument floor rate Debt Instrument Floor Rate Debt instrument floor rate. Concentration Risk Benchmark Concentration Risk Benchmark [Domain] Auditor Firm ID Auditor Firm ID Operating loss Operating Income (Loss) Change in valuation allowance Effective Income Tax Rate Reconciliation, Change in Deferred Tax Assets Valuation Allowance, Amount Total liabilities and stockholders' equity Liabilities and Equity Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] Fair Value Hierarchy and NAV Fair Value Hierarchy and NAV [Axis] Shortâ€“term Investments Marketable Securities, Policy [Policy Text Block] Amortization of deferred service costs Amortization of Deferred Charges Interest income Investment Income, Interest Finite-Lived Intangible Assets, Major Class Name Finite-Lived Intangible Assets, Major Class Name [Domain] The Company and Its Significant Accounting Policies Organization, Consolidation, Basis of Presentation, Business Description and Accounting Policies [Text Block] Right-of-use assets obtained in exchange for new operating lease liabilities Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Accrued Rewards Accrued Rewards [Policy Text Block] Accrued rewards. Underlying Security Market Price Change Underlying Security Market Price Change, Percent Measurement Input Type Measurement Input Type [Axis] Individual: Individual [Axis] Accumulated other comprehensive loss AOCI Attributable to Parent [Member] Acquired Card Receivables Acquired Card Receivables [Text Block] Acquired card receivables. Product and Service Product and Service [Axis] Redemption period, start date Debt Instrument, Redemption Period, Start Date Property Plant And Equipment [Line Items] Property, Plant and Equipment [Line Items] Statement [Line Items] Statement [Line Items] Measurement Input Type Measurement Input Type [Domain] Allowance For Credit Losses [Roll Forward] Allowance For Credit Losses [Roll Forward] Allowance For Credit Losses Operating expenses Operating Expenses [Abstract] Net identifiable assets acquired Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Net Schedule of Property and Equipment Property, Plant and Equipment [Table Text Block] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] IPO IPO [Member] Sublease income Sublease Income Total Business Combination, Consideration Transferred Less: unamortized debt issuance costs Debt Instrument, Unamortized Discount (Premium) and Debt Issuance Costs, Net Minimum Minimum [Member] Less: Allowance for expected credit losses Financing Receivable, Allowance for Credit Loss Adoption Date Trading Arrangement Adoption Date Deferred revenue Contract with Customer, Liability, Noncurrent Due in 5 year through 10 years Debt Securities, Available-for-Sale, Fair Value, Maturity, Allocated and Single Maturity Date, after Year 5 Through 10 Borrowings from credit facilities, net Line of Credit, Current Grace period to payment on acquired card receivables Grace Period To Payment On Acquired Card Receivables Grace period to payment on acquired card receivables. Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Payments for underwriting discounts commissions and other offering costs Payments For Underwriting Discounts Commissions And Other Offering Costs Payments For Underwriting Discounts Commissions And Other Offering Costs Principal Long-Term Debt, Gross Summary of Funds Held for Customers Summary Of Funds Held For Customers [Table Text Block] Funds held for customers. Exercise Price Award Exercise Price Components of Deferred Tax Assets and Liabilities Schedule of Deferred Tax Assets and Liabilities [Table Text Block] Arrangement Duration Trading Arrangement Duration Net operating loss carryforwards Operating Loss Carryforwards Goodwill and Intangible Assets Goodwill and Intangible Assets Disclosure [Text Block] Stockholders' equity: Equity, Attributable to Parent [Abstract] Fair value, less than 12 months Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, Less than 12 Months Federal Tax Domestic Tax Jurisdiction [Member] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] Repurchased amount Debt Instrument, Repurchase Amount 2028 Finite-Lived Intangible Asset, Expected Amortization, Year Four All Individuals All Individuals [Member] Invoice2go, Inc. Invoice2go Inc [Member] Invoice2go, Inc. Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Deferred tax assets: Deferred Tax Assets, Net of Valuation Allowance [Abstract] Debt Instrument, Fair Value Estimated Debt Instrument, Fair Value Disclosure Total other income (expense), net Other Nonoperating Income (Expense) Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Intangible assets, net Intangible Assets, Net (Excluding Goodwill) Loans Held for Investment Financing Receivable, Held-for-Investment [Policy Text Block] Receivables [Abstract] Total funds held for customers Funds Held For Clients Gross Funds Held For Clients Gross. Gross unrealized gains Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Gain, before Tax Reconciliation of cash, cash equivalents, restricted cash, and restricted cash equivalents within the consolidated balance sheets to the amounts shown in the consolidated statements of cash flows above: Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations [Abstract] Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Assets Assets, Fair Value Disclosure [Abstract] Schedule Of Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Table] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Weighted-average remaining life Debt Instrument Weighted Averaged Remaining Time Debt Instrument Weighted Averaged Remaining Time Liability component: Debt Issuance Costs, Noncurrent, Net [Abstract] Restructuring Cost and Reserve [Line Items] Restructuring Cost and Reserve [Line Items] Proceeds from issuance of convertible senior notes, net of discounts and issuance costs Proceeds from Issuance of Senior Long-Term Debt Depreciation and amortization Cost, Depreciation and Amortization Summary of Preliminary Fair Values Allocated to Identifiable Intangible Assets and Estimated Useful Lives Finite-Lived and Indefinite-Lived Intangible Assets Acquired as Part of Business Combination [Table Text Block] Unamortized debt issuance costs Debt Issuance Costs, Line of Credit Arrangements, Net Summary of RSU Activity Share-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block] Vest over requisite service period Share-Based Compensation Arrangement by Share-Based Payment Award, Award Requisite Service Period Other assets Increase (Decrease) in Other Operating Assets Cumulative Effect, Period of Adoption [Domain] Cumulative Effect, Period of Adoption [Domain] Federal Deferred Federal Income Tax Expense (Benefit) Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Thereafter Finite-Lived Intangible Asset, Expected Amortization, after Year Five Measure: Measure [Axis] Tax positions related to the current year Unrecognized Tax Benefits, Increase Resulting from Current Period Tax Positions Preferred stock authorized (shares) Preferred Stock, Shares Authorized Issuance of common stock upon public offering, net of underwriting discounts and other offering costs (in shares) Stock Issued During Period, Shares, New Issues Entity Emerging Growth Company Entity Emerging Growth Company Total liabilities measured at fair value Liabilities, Fair Value Disclosure 2021 Revolving Credit Agreement Two Thousand Twenty One Revolving Credit Agreement [Member] Two thousand twenty one revolving credit agreement. Debt instrument, maturity date Debt Instrument, Maturity Date Lessee Lease Description [Table] Lessee, Lease, Description [Table] Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Equity Component Equity Component [Domain] Preferred stock par value (dollars per share) Preferred Stock, Par or Stated Value Per Share Accounting Standards Update [Extensible Enumeration] Accounting Standards Update [Extensible Enumeration] Number of investment positions Funds Held For Customers Debt Securities Number Of Investment Positions Funds held for customers debt securities number of investment positions. Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code 30 ~ 59 days past due Financial Asset, 30 to 59 Days Past Due [Member] Restructuring Effective Income Tax Rate Reconciliation, Nondeductible Expense, Restructuring Charges, Amount Repurchased face amount Debt Instrument, Repurchased Face Amount Statement [Table] Statement [Table] Measurement Frequency Measurement Frequency [Domain] Sinking fund Debt Instrument, Sinking Fund Payment Restricted cash equivalents Restricted Cash Equivalents [Member] Restricted cash equivalents. Contract termination Contract Termination [Member] Total Deferred Costs Cash paid for interest during the period Interest Paid, Excluding Capitalized Interest, Operating Activities Level 1 Fair Value, Inputs, Level 1 [Member] Concentration Risk Benchmark Concentration Risk Benchmark [Axis] Total current assets Assets, Current Statement of Cash Flows [Abstract] Statement of

Cash Flows [Abstract] Noncash investing and financing activities: Noncash Investing and Financing Items [Abstract] Debt Instrument [Table] Schedule of Long-Term Debt Instruments [Table] 2016 Equity Incentive Plan Two Thousand Sixteen Equity Incentive Plan [Member] Two thousand sixteen equity incentive plan. Intangible assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Intangible Assets, Other than Goodwill Loans Held For Investment Financing Receivables [Text Block] Entity Well-known Seasoned Issuer Entity Well-known Seasoned Issuer Income Taxes Income Tax Disclosure [Text Block] Repurchase and retirement of common stock Repurchased and retired shares, value Stock Repurchased and Retired During Period, Value 2028 Lessee, Operating Lease, Liability, to be Paid, Year Four Debt convertible date Debt Instrument, Convertible, Earliest Date Fair value of stock-based awards assumed in acquisition Noncash Fair Value Of Stock Based Awards Assumed In Acquisition Noncash fair value of stock-based awards assumed in acquisition. Total Acquired Card Receivables Gross Acquired card receivables gross. Weighted average discount rate Operating Lease, Weighted Average Discount Rate, Percent Net cash provided by (used in) financing activities Net Cash Provided by (Used in) Financing Activities Accruals and reserves Deferred Tax Assets, Tax Deferred Expense, Reserves and Accruals Gain on mark to market derivatives Derivative, Gain on Derivative Provision for expected credit losses on acquired card receivables and other financial assets Provision For Losses On Acquired Card Receivables Provision For Losses On Acquired Card Receivables. Fair value of replacement awards Adjustments to Additional Paid in Capital, Fair Value Credit Facility [Axis] Threshold percentage of stock price trigger in measurement period Threshold Percentage Of Stock Price Trigger In Measurement Period Threshold percentage of stock price trigger in measurement period. Entity Registrant Name Entity Registrant Name Cash Payments to Acquire Businesses, Gross Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Depreciation and amortization Depreciation, Depletion and Amortization Number of business day period for conversion of Notes Debt Instrument Convertible Threshold Business Day Period Debt instrument convertible threshold business day period. Gross profit Gross Profit Less - income earned by the Company included in other current assets Accrued Income Earned Accrued income earned. State Deferred State and Local Income Tax Expense (Benefit) Fair Value as of Grant Date Award Grant Date Fair Value Foreign rate differential Effective Income Tax Rate Reconciliation, Foreign Income Tax Rate Differential, Amount Customer Concentration Risk Customer Concentration Risk [Member] Customer fund deposits liability and other Increase (Decrease) in Deposits Level 2 Fair Value, Inputs, Level 2 [Member] Geographical Geographical [Domain] Schedule of Subscription and Transaction Fees Disaggregated by Customer Category Disaggregation of Revenue [Table Text Block] Issuance of common stock upon public offering, net of underwriting discounts and other offering costs Stock Issued During Period, Value, New Issues No Customer No Customer [Member] No customer. Summary of Stock Based Compensation Cost Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Schedule of Restructuring and Related Costs [Table] Restructuring Cost [Table] Restatement Determination Date: Restatement Determination Date [Axis] Title of 12(b) Security Title of 12(b) Security Concentration Risk Type Concentration Risk Type [Axis] Common stock; $0.00001 par value per share; 500,000 shares authorized; 106,646 and 106,550 shares issued and outstanding at JuneÂ 30, 2024 and 2023, respectively Common Stock, Value, Issued Restructuring Charges, Statement of Income or Comprehensive Income [Extensible Enumeration] Restructuring Charges, Statement of Income or Comprehensive Income [Extensible Enumeration] Document Financial Statement Error Correction Flag Document Financial Statement Error Correction [Flag] Issuance of common stock as consideration for the acquisition, net of issuance costs Stock Issued During Period, Value, Acquisitions Schedule of Gross Unrealized Loss and Fair Values Schedule Of Gross Unrealized Losses And Fair Values On Available-for-Sale Securities and Funds Held For Customers [Table Text Block] Schedule of Gross Unrealized Losses And Fair Values On Available-for-Sale Securities and Funds Held For Customers Issuance of common stock as consideration for an acquisition, net of issuance costs (in shares) Stock Issued During Period, Shares, Acquisitions Other Deferred Tax Assets, Other Finite-Lived Intangible Assets [Line Items] Finite-Lived Intangible Assets [Line Items] Less: Unrecognized Tax Benefits, Reductions [Abstract] Unrecognized Tax Benefits, Reductions Restructuring Costs Associated with Exit or Disposal Activity or Restructuring [Policy Text Block] Cash flows from financing activities: Net Cash Provided by (Used in) Financing Activities [Abstract] Convertible senior notes, net Convertible Debt, Noncurrent Preferred stock: $0.00001 par value per share; 10,000 shares authorized; none issued and outstanding Preferred Stock, Value, Issued State income taxes, net of federal benefit Effective Income Tax Rate Reconciliation, State and Local Income Taxes, Amount Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Change in valuation allowance related to acquisition Income Tax Reconciliation Change In Deferred Tax Assets Valuation Allowance Related To Acquisition Income tax reconciliation change in deferred tax assets valuation allowance related to acquisition. Cash and Cash Equivalents [Domain] Total deferred tax liabilities Deferred Tax Liabilities, Gross Basic (dollars per share) Earnings Per Share, Basic Proceeds from issuance of common stock under the employee stock purchase plan Proceeds from Issuance of Common Stock Lease expense paid during period Operating Lease, Payments Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Property and Equipment Property, Plant and Equipment, Policy [Policy Text Block] Intangible assets Deferred Tax Liabilities, Intangible Assets Total current liabilities Liabilities, Current Unamortized stock-based compensation expense Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount Debt instrument denomination of principal amount for conversion into common stock Debt Instrument Principal Amount Denomination For Conversion Into Common Stock Debt instrument principal amount denomination for conversion into common stock. Percentage of revenue from non US customers Revenue From Non US Customers, Percentage Revenue From Non US Customers, Percentage Concentrations of Credit Risk Concentration Risk, Credit Risk, Policy [Policy Text Block] 2025 Finite-Lived Intangible Asset, Expected Amortization, Year One Borrowings from credit facilities, net Long-Term Line of Credit Granted (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Rewards and promotions expense Rewards And Promotions Expense Rewards and promotions expense. Total stock-based compensation Total stock-based compensation Share-Based Payment Arrangement, Expensed and Capitalized, Amount Business Combinations Business Combinations Policy [Policy Text Block] Debt instrument threshold percentage of conversion price Debt Instrument, Convertible, Threshold Percentage of Stock Price Trigger Deferred Service Costs Deferred Service Costs [Member] Deferred service costs. Entity Address, City or Town Entity Address, City or Town Leases Lessee, Leases [Policy Text Block] Total amount charged to operating loss Share-Based Payment Arrangement, Expense Investments, Debt and Equity Securities [Abstract] Investments, Debt and Equity Securities [Abstract] Forfeited (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Cost of capped call Capped Call Cost Capped call cost. Business Acquisition Business Acquisition [Axis] Schedule of Intangible Assets Schedule of Finite-Lived Intangible Assets [Table Text Block] Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member] Foreign Tax Authority Foreign Tax Jurisdiction [Member] Cash and Cash Equivalents Cash and Cash Equivalents [Axis] Pre-tax Royalty Rate Measurement Input Pre Tax Royalty Rate [Member] Measurement input pre-tax royalty rate. Liabilities Liabilities, Fair Value Disclosure [Abstract] Revenue Revenue from Contract with Customer [Text Block] Document Fiscal Year Focus Document Fiscal Year Focus Total Debt Securities, Available-for-Sale, Maturity, Allocated and Single Maturity Date, Fair Value Acquisition date Business Acquisition, Date of Acquisition Agreement Capped call, initial cap price (dollars per share) Capped Call Initial Cap Price Capped call initial cap price. Debt Instrument, Name Debt Instrument, Name [Domain] Equity Incentive Plans Equity Incentive Plans [Member] Equity incentive plans. Total assets measured at fair value Assets, Fair Value Disclosure Foreign Income (Loss) from Continuing Operations before Income Taxes, Foreign 2029 Finite-Lived Intangible Asset, Expected Amortization, Year Four Document Period End Date Document Period End Date Sale of Stock Sale of Stock [Axis] Gross lease payments Lessee, Operating Lease, Liability, to be Paid Beginning balance (in shares) Ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Insider Trading Arrangements [Line Items] Accrued Interest Receivable Accrued Interest Receivable [Member] Accrued interest receivable. Acquisition-related costs Income Tax Reconciliation Acquisition Related Costs Income tax reconciliation acquisition related costs. 2027 Lessee, Operating Lease, Liability, to be Paid, Year Three Funds held for customers: Funds Held For Customers Debt Securities Fair Value Disclosure Funds held for customers debt securities fair value disclosure. Summary of Acquisition Purchase Consideration Schedule of Business Acquisitions, by Acquisition [Table Text Block] Deferred revenue, recognized Contract with Customer, Liability, Revenue Recognized Prepaid expenses and other current assets Prepaid Expense and Other Assets, Current Reclassification Reclassification, Comparability Adjustment [Policy Text Block] Document Transition Report Document Transition Report Reconciliation of Unrecognized Tax Benefits Schedule of Unrecognized Tax Benefits Roll Forward [Table Text Block] Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Table] Fair Value, Recurring and Nonrecurring [Table] Customer Customer [Domain] Entity Current Reporting Status Entity Current Reporting Status Accumulated deficit Retained Earnings [Member] Proceeds from issuance of common stock upon public offering, net of underwriting discounts and other offering costs Proceeds from Issuance Initial Public Offering Allowance for potential credit losses related to accounts receivable and acquired card receivables Accounts Receivable Allowance For Potential Credit Loss And Acquired Card Receivables Accounts receivable, allowance for potential credit loss and acquired card receivables. Schedule of Revenues from External Customers and Long-Lived Assets [Table] Schedule of Revenues from External Customers and Long-Lived Assets [Table] Restricted Stock Units (RSUs) Restricted Stock Units (RSUs) [Member] Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Executive Category: Executive Category [Axis] Components of (Benefit from) Provision for Income Taxes Schedule of Components of Income Tax Expense (Benefit) [Table Text Block] Authorized transactions but not cleared Acquired Card Receivables, Not Yet Cleared Authorized transactions but not cleared. Beginning balance Ending balance Restructuring Reserve Income Statement Location Statement of Income Location, Balance [Domain] Company Selected Measure Name Company Selected Measure Name Accounting Standards Update 2020-06 [Member] EX-101.PRE 16 bill-20240630_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 17 bill-20240630_g1.jpg begin 644 bill-20240630_g1.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ #_VP!# ," @," @,# P,$ P,$!0@%!00$ M!0H'!P8(# H,# L*"PL-#A(0#0X1#@L+$!80$1,4%145# \7&!84&!(4%13_ MVP!# 0,$! 4$!0D%!0D4#0L-%!04%!04%!04%!04%!04%!04%!04 M%!04%!04%!04%!04%!04%!04%!3_P 1" &. D<# 2(A$! Q$! \0 M'P 04! 0$! 0$ $" P0%!@<("0H+_\0 M1 @$# P($ P4% M! 0 %] 0(# 01!1(A,4$&$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@D* M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BX^3EYN? HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D- $149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#]4Z*** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BL_6?$6E>';?S M]5U*TTV'_GI=SK$I_%B*X6^_:/\ AOI\A27Q3;N1_P \(99A^:(17-5Q5"AI M5J*/JTOS/0P^7XS&*^&HRG_ABW^2/2J*\UL?VC_AOJ$@2+Q3;H3_ ,]X981^ M;H!7=:-XBTKQ%;^? I6I6FI0_\]+2=95'XJ312Q5"OI2J*7HT_P @Q&7XS!J^ M)HRA_BBU^:-"BBBND**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ K(\6>)K3P; MX2?W_\ P+_@'\] PV1X" YXZQ_X M"I_\71_PV1X"_P">.L?^ J?_ !=?$-%'^M&8?W?N_P""!_$.\D_O_P#@7_ / MM[_ALCP%_P\=8_\!4_^+H_X;(\!?\\=8_\ 5/_ (NOB&BC_6C,/[OW?\$/ M^(=Y)_?_ / O^ ?;W_#9'@+_)XZQ_X"I_\ %UU_PU^/'AOXJZQ6<08W%XRG0J6 MM)]CY[B#@G*LMRNOBZ'-SP5U>6FZ\C[)I"P7)P2<#WI:XGXQ7UQIO@2ZN;6 M9[>XBFA9) (SAE/F#H: 1:]54*4JK5^57^X_"L+0>*KPH)V4_#CX MU6^N>7I^NO':Z@3MCN<;8YO8_P!UOT/MTKU:L\-BJ6+1^TI.Z_+U-<;@:^7U M72Q$;/\ !^:"BBBNLX HHHH **** "BBB@ HHHH **** "BBB@ HHHH ***H MZYK5EX%-)GU/5[V*PL(1EYIC@#T [DGL!R:^2OBE^U_J^M32V/@^,Z/8;_&?XR:G\7/$##32E[71K=B+*PSP@Z;V]7(ZGMT%>=U^59MQ' M5Q$G2PCY8=^K_P E^/Y']\,\"X;!4XXG,XJ=5Z\KUC'Y?:?>^G;N6]4U:^U MN\DO-1O+B_NY.7GN9&D=OJ2VD:-U^A!S52BA-Q=T*45-.,E=,^C/A;^U_J^BS16/C",ZQ8<*+Z M)0MS%[L!Q(/R/N>E?6OA[Q%IGBO28- 3TB]BO["892:$Y!]0>X([@\BOR^KT3 MX,?&34_A'X@6:(O=:-<,!>V&>''3>OHX'0]^AK[;*>(ZN'DJ.+?-#OU7^:_' M\C\EXEX$PV-IRQ.614*JUY5I&7R^R^UM._<_0^BJ.AZU9>(]{L]3TZ=;FQNX MUEBE0\,I'Z'U'8C%7J_58R4DI1V9_.$HRIR<)*S04444R0JAX@UJ#PYH.I:M M=+(]M86TEU*L0!!O\ H'Z[_P" T7_QVC_A MM#P- P! _7?_ &B_P#CM?%%%'^M&8=U]P?\0]R/M+_P M+_@'VO\ \-H>!O\ H'Z[_P" T7_QVNB_M+^%OB-XHM=!TNSU6*%N%=E>ZA MC6,!5+')$A/0>E? U>O? LH_\ENT7_KE<_P#HEZ[<#Q%CL1BJ5*;5I22>G=GD M9OP-D^"R[$8FDI*T/>R'!TLPS.AA:_P ,Y6=A_P#PVAX&_P"@?KO_ (#!?_':/^&T/ W_ M $#]=_\ :+_ ..U\445^8_ZT9AW7W']"?\ $/!O^@? MKO\ X#1?_':/^&T/ W_0/UW_ ,!HO_CM?%%%'^M&8=U]P?\ $/!O^@?KO\ X#1?_':]!^%OQCT3XNPZC+HMO?0+8M&L MOVV-$R7#$;=KM_=/7':OSGKZS_8=_P"0;XO_ .NUM_Z#)7LY/GN,QN-A0JM< MKOT[)L^4XHX.RO*E>745^5X;%5<)/VE)V?Y^I M^ZXS!4,? 2='$1NOQ7FC[0T_4+;5+.*ZM)TN+>4;DDC.015BOD[P/\0M3\#7A M>U;SK1SF6TD)V/[C^Z?O?LH_\ );M%_P"N5S_Z)>O(:]>_91_Y M+=HO_7*Y_P#1+UZ>5_[]0_Q1_-'SW$7_ ")\7_U[G_Z2S[UHHHK]Z/XS"BBB M@ KP#]M3_DE>E_\ 89B_]$3U[_7@'[:G_)*]+_[#,7_HB>O%SK_D75O0^LX3 M_P"1YA?\1\5T445^&']@A1110 4444 %?6?[#O\ R#?%_P#UVMO_ $&2ODRO MK\ 8=_Y!OB__KM;?^@R5]+PY_R,Z?S_ /26? \=_P#)/U_^W\ TN)]0444 M5^T"\H!1110 4444 %>?_'W_)(WXL_Z\F_F*] KS_X^_P#)&_%G_7DW\Q7% MCO\ =:O^&7Y,]:*/^1EAO\D"]? L$&Y[K3[B!1ZEHV7^M?F/7YEQ>G[6B^EG^A_07ABX_5\4 MEOS1_)V_4**** /S]K"BBB@ HHHH **** "OTP^&]TU]\._"URYR\VE6LC'W M,*G^M?F?7Z<>!]-;1_!>@6#C:]KI]O P]"L:K_2OT#A!/VM9]++]3\3\3G'Z MOA4]^:7Y*_Z&W1117Z:?S\%C^WPHHHH **** "O7OV4? M^2W:+_URN?\ T2]>0UZ]^RC_,ENT7_KE<_^B7KT\K_WZA_BC^:/GN(O^1/B M_P#KW\]])9]ZT445^]'\9A1110 5X!^VI_R2O2_^PS%_P"B]Z]_KP#]M3_D ME>E_]AF+_P!$3UXN=?\ (NK>A]9PG_R/,+_B/BNBBOPP_L$**** "BBB@ K MZS_8=_Y!OB__*[6W_H,E?)E?6?[#O\ R#?%_P#UVMO_ $&2OI>'/^1G3^?_M *2SX'CO_DGZ_P#VY_Z7$^HH**** :#^4 HHHH **** "O/\ X^_\D;\6?]>3 M?S%>@5Y_\??^2-^+/^O)OYBN+'?[K5_PR_)GK91_R,L-_CA_Z4C\[****_G\ M_M_M<**** "BBB@ KZ* 8F_P"1^UW_+!G_M5*^=:^BOV)O^1^UW_L&?\ M5*] MS(_^1C1)?T9\?Q?_,B+%?X?U1]DUP7QP_Y)S?_72+_P!&+7>UP7QP_Z M+-/6\TVX6>+ MHR]'C/\ =8=C7QY6KX;\3ZCX4U!;S3;AH)>C+U5QZ,.XKZ++.(1"<6>J*N7M6/WO4H>X] MNH_6NUK]$HUJ>(@JE)W3/Q_$8:MA*CHUX\LD%%%%;G,%%%% !1110 4444 % M?F_\8O!S^!/B3KNDE-D"7#2V_'!A?YTQ] 0/J#7Z05\]_M;_ GD\5>'X?%. MF0&34M*C*W,:+EI;;))/U0Y/T9O2OD^),#+%X3VD%>4-?EU_S^1^E9Q#,\S]C1=X45R^LOM/ M\E\@HHHKZP_-0KEOBM_R2_QA_P!@:_]$/74URWQ6_Y)?XP_[UY_P'B'KGQ M/\"?H_R.[?[W1_Q1_-'YJT445_/1_;X4444 %%%% !7KW[*/_);M%_ZY7/_M *)>O(:]>_91_P"2W:+_ -GE?^_4/\4? S1\]Q%_R)\7_->Y_P#I M+/O6BBBOWH_C,**** "O /VU/^25Z7_V&8O_ $1/7O\ 7@'[:G_)*]+_ .PS M%_Z(GKQ3?S%<6._W6K_AE^3/6RC_)&6&_QP_P#2D?G91117_G]KA11 M10 4444 %?17[$W_ "/VN_\ 8,_]JI7SK7T5^Q-_R/VN_P#8,_\ ;J5[F1_\ MC&CZ_HSX_B__)$6*_P_JC[)K@OCA_R3F_\ ^ND7_HQ:[VN"^._' "3F_P#^ MND7_*,6OV+,/]TJ_P"% D?ROE/_,*'^*/YGS)1117Y"?T&%%%% !1110 M4444 /AGDM9DEAD:*5#N5T)#*?4$5[C_CN*\+HKOP>.K8*?/2?JNC/*S#+A^B+>XBO+>.>"1)H9%#I)&P9 M64\@@CJ*_3,#CZ6.I\T-&MUV/Q7-,JKY75Y*FL7L^C_X/=$E%%%>D>,%%%% M!1110 4C*4JP#*1@@]#2T4 ?&?[1'[-QX5NKGQ)X7M6GT.0F2YLH5RUF>I M*CO'_P"@_3I\\5^]=>&?%+]E'P[XVFEU#1''AW57RS")-UM*QYRR?PGW7]C M7YWFW#3G)U\#UWC_)?Y?\,?N? #/'\:5..$S=O313W_\"6_S5_-=3X?HKT_Q M9^S;X_\ "4C[M$DU6V7I<:6?/5O?:/G'XJ*\[OM(O]+D*7EE<6CCJL\3(?U% M?G];"U\.^6M!Q]4?M>%S#!XZ*GAJL9KR:94HJW8Z1?ZI($L[*XNW/18(F<_H M*]$\)_LV^\ Q;(FW1)-*MFZW&J'R%7WVGYS^"FBCA:^(?+1@Y>B%BLPP>!C MSXJK&"\VD>85]#_L[_LWW'BJZMO$GBBU:#0XR)+:RF7#AZ@L.T?_H7TZ^L_ M"W]E'P[X)FBU#6W'B+54PRB5-MM$PYRJ?Q'W;(]A7N=?H&4\-.$E7QW3:/\ MG_E_PQ^*\2\?QJTY83*&]=';_P%;_-V\EU$50BA5 50, #H*6BBOT0_# HH MHH *Y;XK?\DO\8?]@:_]$/74URWQ6_Y)?XP_P"P->?^'B\KGQ/\ GZ/\CNP M'^]T?\4?S1^:M%%%?ST?V^%%%% !1110 5Z]^RC_,ENT7_KE<_^B7KR&O7O MV4?^2W:+_P!GE?\ OU#_ !1_-'SW$7_(GQ?_%[G_P"DL^]:***_M>C^,PHHHH *\ _;4_P"25Z7_-AF+_T1/7O]> ?MJ?\ )*]+_P"PS%_Z(GKQ M87_ !'Q71117X8?V"%%%% !1110 5]9_L._\@WQ?_UV MMO\ T&2ODROK/JAW_D&^+_\KM;?^@R5]+PY_P C.G__26? \=_\D_7_P"W M/_2XGU!1117[0?R@%%%% !1110 5Y_\'W_DC?BS_KR;^8KT"O/_(^_\D;\ M6?\ 7DW\Q7%COJUJ_P"&7Y,J;*/^1EAO\GZ?$);J1XR MJLP48#@GD^PKJDQT93PM2,5=N+_(_E3+)QIXVC.;LE)7? S/E.BN_P"%'^+O M^?"+_P "8_\ &C_A1_B[_GPB_P F/\ QK\N_L_%_P#/J7W,_?*/\ %W_/A%_X$Q_XT?\ "C_%W_/A%_X$Q_XT?V?B_P#GU+[F M']K9?_S_(_^!(X.BN_X4?XN_Y\(O\ P)C_ ,;:/^%'^+O\ GPB_\"8_:/[M/Q?_ #ZE]S#^ULO_.?\?_ D<'17>-\$/%X!/]GQGV%S'_C69>_"[Q7IZEI= M#N6 Z^2!+_Z 34RP6*@KRI2^YEPS+!5':-:+?^)?YG+45-=65Q8R>7D_"'XFMX4O!IFI2L='G/RLW/V=R? O#_9/9]K*RR*&4AE89# Y!%.KQSX% M_$!KV+_A';^7,L2YLW;JRCJGX=1[9]*]CK]7P>*AC**K0Z_@S\&S# U,NQ$L M/4Z;/NNC"BBBNT\T**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ K MEOBM_P DO\8?]@:_P#1#UU-?^B'KGQ\"?H_R.[?[W1 M_P 4?S1^:M%%%?ST?V^%%%% !1110 5Z]^RC_P ENT7_*Y7/_HEZ\AKU[]E M'_DMVB_] ?MJ?\DKTO_L,Q?^B)Z\7.O^1=6]#Z MSA/_)'F%_Q'Q71117X8?V"%%%% !1110 5]9_L._P#(-\7_/7:V_09*^ M3*^L_P!AW_D&^+_^NUM_Z#)7TO#G_(SI_\ ])9\#QW_,D_7_[<_P#2XGU! M1117[0?R@%%%% !1110 5Y_\??^2-^+/^O)OYBN+'?[K5_PR_)GK91_R,L-_CA_Z4C\[****_G\ M_M_M<**** "BBB@ KZ* 8F_P"1^UW_+!G_M5*^=:^BOV)O^1^UW_L&?\ M5*] MS(_^1C1)?T9\?Q?_,B+%?X?U1]DUP7QP_Y)S?_72+_P!&+7>UP7QP_Z M+-/6\TVX6>+ MHR]'C/\ =8=C7QY6KX;\3ZCX4U!;S3;AH)>C+U5QZ,.XKZ++.(1"<6>J*N7M6/WO4H>X] MNH_6NUK]$HUJ>(@JE)W3/Q_$8:MA*CHUX\LD%%%%;G,%%%% !1110 4444 % M?F_\8O!S^!/B3KNDE-D"7#2V_'!A?YTQ] 0/J#7Z05\]_M;_ GD\5>'X?%. MF0&34M*C*W,:+EI;;))/U0Y/T9O2OD^),#+%X3VD%>4-?EU_S^1^E9Q#,\S]C1=X45R^LOM/ M\E\@HHHKZP_-0KEOBM_R2_QA_P!@:_]$/74URWQ6_Y)?XP_[UY_P'B'KGQ M/\"?H_R.[?[W1_Q1_-'YJT445_/1_;X4444 %%%% !7KW[*/_);M%_ZY7/_M *)>O(:]>_91_P"2W:+_ -GE?^_4/\4? S1\]Q%_R)\7_->Y_P#I M+/O6BBBOWH_C,**** "O /VU/^25Z7_V&8O_ $1/7O\ 7@'[:G_)*]+_ .PS M%_Z(GKQ3?S%<6._W6K_AE^3/6RC_)&6&_QP_P#2D?G91117_G]KA11 M10 4444 %?17[$W_ "/VN_\ 8,_]JI7SK7T5^Q-_R/VN_P#8,_\ ;J5[F1_\ MC&CZ_HSX_B__)$6*_P_JC[)K@OCA_R3F_\ ^ND7_HQ:[VN"^._' "3F_P#^ MND7_*,6OV+,/]TJ_P"% D?ROE/_,*'^*/YGS)1117Y"?T&%%%% !1110 M4444 /AGDM9DEAD:*5#N5T)#*?4$5[C_CN*\+HKOP>.K8*?/2?JNC/*S#+A^B+>XBO+>.>"1)H9%#I)&P9 M64\@@CJ*_3,#CZ6.I\T-&MUV/Q7-,JKY75Y*FL7L^C_X/=$E%%%>D>,%%%% M!1110 4C*4JP#*1@@]#2T4 ?&?[1'[-QX5NKGQ)X7M6GT.0F2YLH5RUF>I M*CO'_P"@_3I\\5^]=>&?%+]E'P[XVFEU#1''AW57RS")-UM*QYRR?PGW7]C M7YWFW#3G)U\#UWC_)?Y?\,?N? #/'\:5..$S=O313W_\"6_S5_-=3X?HKT_Q M9^S;X_\ "4C[M$DU6V7I<:6?/5O?:/G'XJ*\[OM(O]+D*7EE<6CCJL\3(?U% M?G];"U\.^6M!Q]4?M>%S#!XZ*GAJL9KR:94HJW8Z1?ZI($L[*XNW/18(F<_H M*]$\)_LV^\ Q;(FW1)-*MFZW&J'R%7WVGYS^"FBCA:^(?+1@Y>B%BLPP>!C MSXJK&"\VD>85]#_L[_LWW'BJZMO$GBBU:#0XR)+:RF7#AZ@L.T?_H7TZ^L_ M"W]E'P[X)FBU#6W'B+54PRB5-MM$PYRJ?Q'W;(]A7N=?H&4\-.$E7QW3:/\ MG_E_PQ^*\2\?QJTY83*&]=';_P%;_-V\EU$50BA5 50, #H*6BBOT0_# HH MHH *Y;XK?\DO\8?]@:_]$/74URWQ6_Y)?XP_P"P->?^'B\KGQ/\ GZ/\CNP M'^]T?\4?S1^:M%%%?ST?V^%%%% !1110 5Z]^RC_,ENT7_KE<_^B7KR&O7O MV4?^2W:+_P!GE?\ OU#_ !1_-'SW$7_(GQ?_%[G_P"DL^]:***_M>C^,PHHHH *\ _;4_P"25Z7_-AF+_T1/7O]> ?MJ?\ )*]+_P"PS%_Z(GKQ M87_ !'Q71117X8?V"%%%% !1110 5]9_L._\@WQ?_UV MMO\ T&2ODROK/JAW_D&^+_\KM;?^@R5]+PY_P C.G__26? \=_\D_7_P"W M/_2XGU!1117[0?R@%%%% !1110 5Y_\'W_DC?BS_KR;^8KT"O/_(^_\D;\ M6?\ 7DW\Q7%COJUJ_P"&7Y,J;*/^1EAO\GZ?$);J1XR MJLP48#@GD^PKJDQT93PM2,5=N+_(_E3+)QIXVC.;LE)7? S/E.BN_P"%'^+O M^?"+_P "8_\ &C_A1_B[_GPB_P F/\ QK\N_L_%_P#/J7W,_?*/\ %W_/A%_X$Q_XT?\ "C_%W_/A%_X$Q_XT?V?B_P#GU+[F M']K9?_S_(_^!(X.BN_X4?XN_Y\(O\ P)C_ ,;:/^%'^+O\ GPB_\"8_:/[M/Q?_ #ZE]S#^ULO_.?\?_ D<'17>-\$/%X!/]GQGV%S'_C69>_"[Q7IZEI= M#N6 Z^2!+_Z 34RP6*@KRI2^YEPS+!5':-:+?^)?YG+45-=65Q8R>7D_"'XFMX4O!IFI2L='G/RLW/V=R? O#_9/9]K*RR*&4AE89# Y!%.KQSX% M_$!KV+_A';^7,L2YLW;JRCJGX=1[9]*]CK]7P>*AC**K0Z_@S\&S# U,NQ$L M/4Z;/NNC"BBBNT\T**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ K MEOBM_P DO\8?]@:_P#1#UU-?^B'KGQ\"?H_R.[?[W1 M_P 4?S1^:M%%%?ST?V^%%%% !1110 5Z]^RC_P ENT7_*Y7/_HEZ\AKU[]E M'_DMVB_] ?MJ?\DKTO_L,Q?^B)Z\7.O^1=6]#Z MSA/_)'F%_Q'Q71117X8?V"%%%% !1110 5]9_L._P#(-\7_/7:V_09*^ M3*^L_P!AW_D&^+_^NUM_Z#)7TO#G_(SI_\ ])9\#QW_,D_7_[<_P#2XGU! M1117[0?R@%%%% !1110 5Y_\??^2-^+/^O)OYBN+'?[K5_PR_)GK91_R,L-_CA_Z4C\[****_G\ M_M_M<**** "BBB@ KZ* 8F_P"1^UW_+!G_M5*^=:^BOV)O^1^UW_L&?\ M5*] MS(_^1C1)?T9\?Q?_,B+%?X?U1]DUP7QP_Y)S?_72+_P!&+7>UP7QP_Z M+-/6\TVX6>+ MHR]'C/\ =8=C7QY6KX;\3ZCX4U!;S3;AH)>C+U5QZ,.XKZ++.(1"<6>J*N7M6/WO4H>X] MNH_6NUK]$HUJ>(@JE)W3/Q_$8:MA*CHUX\LD%%%%;G,%%%% !1110 4444 % M?F_\8O!S^!/B3KNDE-D"7#2V_'!A?YTQ] 0/J#7Z05\]_M;_ GD\5>'X?%. MF0&34M*C*W,:+EI;;))/U0Y/T9O2OD^),#+%X3VD%>4-?EU_S^1^E9Q#,\S]C1=X45R^LOM/ M\E\@HHHKZP_-0KEOBM_R2_QA_P!@:_]$/74URWQ6_Y)?XP_[UY_P'B'KGQ M/\"?H_R.[?[W1_Q1_-'YJT445_/1_;X4444 %%%% !7KW[*/_);M%_ZY7/_M *)>O(:]>_91_P"2W:+_ -GE?^_4/\4? S1\]Q%_R)\7_->Y_P#I M+/O6BBBOWH_C,**** "O /VU/^25Z7_V&8O_ $1/7O\ 7@'[:G_)*]+_ .PS M%_Z(GKQ3?S%<6._W6K_AE^3/6RC_)&6&_QP_P#2D?G91117_G]KA11 M10 4444 %?17[$W_ "/VN_\ 8,_]JI7SK7T5^Q-_R/VN_P#8,_\ ;J5[F1_\ MC&CZ_HSX_B__)$6*_P_JC[)K@OCA_R3F_\ ^ND7_HQ:[VN"^._' "3F_P#^ MND7_*,6OV+,/]TJ_P"% D?ROE/_,*'^*/YGS)1117Y"?T&%%%% !1110 M4444 /AGDM9DEAD:*5#N5T)#*?4$5[C_CN*\+HKOP>.K8*?/2?JNC/*S#+A^B+>XBO+>.>"1)H9%#I)&P9 M64\@@CJ*_3,#CZ6.I\T-&MUV/Q7-,JKY75Y*FL7L^C_X/=$E%%%>D>,%%%% M!1110 4C*4JP#*1@@]#2T4 ?&?[1'[-QX5NKGQ)X7M6GT.0F2YLH5RUF>I M*CO'_P"@_3I\\5^]=>&?%+]E'P[XVFEU#1''AW57RS")-UM*QYRR?PGW7]C M7YWFW#3G)U\#UWC_)?Y?\,?N? #/'\:5..$S=O313W_\"6_S5_-=3X?HKT_Q M9^S;X_\ "4C[M$DU6V7I<:6?/5O?:/G'XJ*\[OM(O]+D*7EE<6CCJL\3(?U% M?G];"U\.^6M!Q]4?M>%S#!XZ*GAJL9KR:94HJW8Z1?ZI($L[*XNW/18(F<_H M*]$\)_LV^\ Q;(FW1)-*MFZW&J'R%7WVGYS^"FBCA:^(?+1@Y>B%BLPP>!C MSXJK&"\VD>85]#_L[_LWW'BJZMO$GBBU:#0XR)+:RF7#AZ@L.T?_H7TZ^L_ M"W]E'P[X)FBU#6W'B+54PRB5-MM$PYRJ?Q'W;(]A7N=?H&4\-.$E7QW3:/\ MG_E_PQ^*\2\?QJTY83*&]=';_P%;_-V\EU$50BA5 50, #H*6BBOT0_# HH MHH *Y;XK?\DO\8?]@:_]$/74URWQ6_Y)?XP_P"P->?^'B\KGQ/\ GZ/\CNP M'^]T?\4?S1^:M%%%?ST?V^%%%% !1110 5Z]^RC_,ENT7_KE<_^B7KR&O7O MV4?^2W:+_P!GE?\ OU#_ !1_-'SW$7_(GQ?_%[G_P"DL^]:***_M>C^,PHHHH *\ _;4_P"25Z7_-AF+_T1/7O]> ?MJ?\ )*]+_P"PS%_Z(GK

MNR9RO(4C;VR#N])^(7@+5/%GC?P1K&G3VD5OX?OFN+I9W8.ZEXFP@"D$XC;J M1U%9GC+P9\0=8U*_@M;OPIX@T6Y/F6UOXDL/GTYSN!$1B3#8###MD\8QP2P MGB_XDZUX9^%>CW\+Z-J7B#6+A;*"XT^8S61(YA:&1;&.UDLYJ!C9@,I+KR>P/"][+? V+_A3UAX13 M6'34M/N?M]MJ 3Y4N,D_=S]W!(ZY{^U36?P_\9>)O&.B:U\3=2T=X?#["6QM M-&23;-- D'S)#(!@@JAP...-O.0#%L]?^(GBSXL^,?#.B>)[;2K#3&4PS2Z=' M.\/(PBCC.[G);=@#BNH^!WC;5O'7P_DO?$#QRW]G?26# _'J?A_XI>+O$E[/:/9ZVT9MHXG8R)MSG>"H _FD^#7@+5/AYX2 MO]+UJ>TGGN=2DNT:T=F4(T<:@$LJG.4/;TYH J?$KQEKUKXO\>'! !T\%CJF MN%I)-1GC$OV6%.250\,Q"OUXXQU.5S=%\2^,M,^(FH?#CQ+KT%_>7VF/=Z3K MT=BDCDQD@8W<@9^8CN"L'A#P#KR^/KGQQX^U"PNM9:V^QVMKIB.+:VBZD@O M\Q8\]>FYN3D;0#B/V<=.UE-0\37,FN^98PZG#+#<67V-!]HFX_?;\Y7O\@XYK M4^/P;5=?
^' A:Z=UTK6=7VWBHVTN%:)0, 25OQP>U=3*? >I^!8?$":M/:3 M'4M3>\A^RNS;4/0-N48/TS]:T?B1\/+/XB^`XK&>[ET^\M9A/9WT*[F@D'?& M1D>V1R <\4 4M:^"O@/6K:RA.@6VGBSF259-.1;>20+ .ZCF?M >$?#%E?&/1]0LY)+FW,;,9&59<'>06'W%Z'M7,?*I^* .B:Z MTZT\>-'+/8Z19S)/C3"5G+(01AA$GS<<.Q;:><$UU?Q ^'OB#5?&OA[Q=X*O= M/BU31HW@\G53(8I(R&&2RY8GYF'OG.1CD H6/C;Q!-\9?'FA2:ANTW2=+%Q9 M0>3'^ZD\N,YW;=S"2..:X"'X@?%$!N+X@2>*K/RK6[$#6/]F1$W:^;MW2 M/@;3D[<(%^49SFN]\+? #'Q7IWCKQ7XB\1ZII=Y+KVGM IM@Z>7(P7Y=I7A%Q MM!W%B ">2:II\'?$" _L\X#-YIO]J-<^<)O-D\C'G! O;-V<#^[UH K/XS\> M^'?''@>3Q!K=E?:=XP;:VF0V*Q)9$^7@+)R[8\U>2? 7CH:Z/PQXOUS4?V@0% MOAJ\OO,TC3K2*2UMO)0>6Q6(D[@NX_>;J3UH\4?#76-;UOC<7=K M]DC@R >3_]*< _ZINNWJ/P@U3X>>,-.^+>H^,? VIZ/&FL6R6]Y%JD.@!QS^+M;\6?!#XEMX@O?M9L;Q[:W_=(FR,,N%^51GZG M)KH+74=:L?@YX&32?%NA^$K26PB^U:CJ15I>(P0L,;C8YZYR0>F*9H/P=\1Z M7\+/&'AJ]U+3KG4- =N3+!7'$^VSM/L49^ MS2?:$5WWL#OW!B,$8':O3? WPV\1Z%XT\4ZQXDU+3$TO-NH=[17C:..3^)0A M&-@W$ [B2%!(R3CG]-*3C:R^$FN^ IKW0);.X(>PN4>99"WGJY\WY2 -J\! M0<'C)ZT 7W\=>)-(U+X8ZKJFI^;H7B2P@M]10V\8 NY(@5DW!05W,X. =H"- MP*2P^)FM2:E\1?$\EP9_#/AT-::?9") LUPH +>8%WXW =R,2]:!6[XE^&MY MK_P0TWPB+FWBU?3;2T6WN0["-+B%%4L& W8(# '&>KZ?KRGPKX.^*6B0Z3H,WB?1;?P_I>#3IN@:79F[UQ([@V]G M''YRDC*O@?,#Z&MWQ+?W6D_$;3?AU\+K72O"]QJ-O]NO]2@T^(^6B[L!8P K M-A#U'\0P1R:Z#XI>]3\;S>>J>TA&DZFEY/]I=EW(,<+M4Y/'?'UIGCKP! MK&I>,=+\:>"K^SL_$&G1&V,6H*QM[F$D_*^WD8WMR!SDP-WI^OPV2 LAV_?A^[D;Q@>QR3P:Y;X!1^([#X0ZSJ^EZ]I M\5NCS+;V>IQ"*VMY1L+3R3C+;0N?EQCCJ.M>C^"?A]JMCXJU;QAXVO[6\\0: MI#]F,>G5PJM[6$8PJ%OF.=]\D>O7.3Q6G?!/QA;_#77O EQJVC#2KB0W-A" M 'J[\;-/:'39M,%HL0=O.#)R1MVX^4_Q? A0!0^#?C#Q!K]WXKT+Q5>1ZA>^ M'M1-J+Y(5B\Y=SKRJ@ GUY}\.? 6J>$/%OC75-2GM)8-?U(W=JMN[M,R)YDK8<%0 <2#H3WYKT&@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH I7^C:7JLUM-JFFVE[+9R>;;/ M<0+(T#\'!R/05=HHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ KSJ\^-.@67Q'C*/:WK)YIMIM3$?[B&XW1J(R?3,@#-T4 MLG4,2/1:^>_$<.O6?QYA_P"$2\.:II&K3R2N9[>;S;&_B,EN'GD##:@,88.H M&0XA.2Q% 'I%Y\7__9>+VT*2SU9TCO$L)M4CL\V4- PW2)I,Y#9('3GGN=2&0R74_B.&\MHXH@=#DME" 2S=O-VJ23US[U-$\)75G\2-).C=2# $6BZS; MZI-/K6KWEP9+6YM26)19 %23<2N $!'Oq@D 'IVD_%SP]K'C!/#]M;ZG&9Y98 M+349K7;:7\L=4U.[GB>?[-I=MYTD M<*?>E8$@*@]<_P C7E7AK2/$-G<^%/"ESX8U:(>$]4O-0N]3^SXM[B+,(C((G MS^\9O,"
[1S^1(WO%>HZK;>+K'QS9^SM>OK34O#A/.?{% '5^(/BYX>T+3=,O(+?4]9&IVAOH(M*M?-D6W !,K@E=JC(!SR#G MC@XZ_2M4L];T>TU33)A/9WD*S0R $;E89'!Y!]CR*\+BT/Q#\.X #NIS^'-3 MUHGPG)H\]OID/VB2VN&D\T;@#PO)4L,@8/7C/K'PVT2\\.?#70=)U=-EY;6: M+,FX-L8\EL7_'Z/_P 50!+146VX_P">L7_?H_\ Q5&VX_YZQ?\ ?H__ !5 $M%1;;C_M)ZQ?]^C_P#%4;;C_GK%_P!^C_\ %4 2T5%MN/\ GK%_WZ/_ ,51MN/^>L7_M 'Z/_P 50!+146VX_P">L7_?H_\ Q5&VX_YZQ?\ ?H__ !5 $M%1;;C_)ZQ=P?]^C_P#%4;;C_GK%_P!^C_\ %4 2T5%MN/\ GK%_WZ/_ ,51MN/^>L7_'Z/_M_P 50!+146VX_P">L7_?H_\ Q5&VX_YZQ?\ ?H__ !5 $M%1;;C_)ZQ?]^C_M_P#%4;;C_GK%_P!^C_\ %4 2T5%MN/\ GK%_WZ/_ ,51MN/^>L7_'Z/_P 5 M0!+146VX_P">L7_?H_\ Q5&VX_YZQ?\ ?H__ !5 $M%1;;C_)ZQ?]^C_M_P#%4;;C_GK%_P!^C_\ %4 2T5%MN/\ GK%_WZ/_ ,51MN/^>L7_'Z/_P 50!+146VX_M_P">L7_?H_\ Q5&VX_YZQ?\ ?H__ !5 $M%1;;C_)ZQ?]^C_P#%4;;C_GK%_P!^C_\ %4 2T5%MN/\ GK%_WZ/_ ,51MN/^>L7_'Z/_P 50!+146VX_P">L7_?H_\ Q5&VX_YZQ?\ ?H__ !5 $M%1;;C_)ZQ?]^C_P#%4;;C_GK%_P!^C_\ %4 2T5%MN/\ GK%_WZ/_ ,51MN/^>L7_'Z/_P 50!+146VX_P">L7_?H_\ MQ5&VX_YZQ?\ ?H__ !5 $M%1;;C_)ZQ?]^C_P#%4;;C_GK%_P!^C_\ %4 2T5%MN/\ GK%_WZ/_ ,51MN/^>L7_'Z/_P 50!+146VX_P">L7_?H_\ Q5&VX_YZQ?\ ?H__ !5 $M%1;;C_)ZQ?]^C_P#%4;;C_GK%_P!^C_\ %4 2T5%MN/\ GK%_WZ/_ ,51MN/^>L7_'Z/_P 50!+146VX_P">L7_?H_\ Q5&VX_YZQ?\ ?H__ M !5 $M%1;;C_)ZQ?]^C_P#%4;;C_GK%_P!^C_\ %4 2T5%MN/\ GK%_WZ/_M ,53T#A?WA5CZJ,?U- #J*** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****

HHHH **** "BBB@ HHHH **** "BBB@ H MHHH *\)U'QEXSM_V@(=/OM:M]%L//D@M-.U'"%HI:^M\P\K, 0TK@N5/\+1[. M-Y4^[5Y9K_P@U#7_ (@)[5UXJO)/#[L\LVG3?
O)%8R0R>5&YSMB+0HV!C:LP M!\Y($\3ZGX^T/X@Z9ZK%:QZ9]D_=&V(P\DETZKLES]V,,2OQM# M8(/->$OB/K^M_$Y1]?B+4K'0[K5;BWL+=¡"B-G=*K,$B6[!W;^,]V,\UUFH M_!S[=XIN;]/O)/?
&%YK7AKQ%J M6]V\WA_Q1J5S81:0+-4:T"%UC<2CYF.8^<\%O!VL1: M')!HLVL3W;VB7!E"OY:O /PH)Y)P3T^A;I7P0 M.3Q[XP\:V^@V?A?5;?P_=S>&WUR]N19K.)&5_*\I5? M.U2X)SR0".N.?3O ?
B&7Q7X!T;7+F-(Y[VU6298P0H?HV >@R#@<_4URFL?! M\M8Z0GA@'<>'[O3=,;26NC:I<&XMFY*L"5PV[YMPQ@DX XQW/AW0[7PSX;T M_1=/+FVL($@C:0Y9@HQN/N>1202ST :#NL:
[I&51ZL<4S[5; \)XO^^Q4M% $7 MVJW_.>\7_?8H^U6_P#WSBB_[[%2T4 1?:K?_)[Q?]]BC[5; P#/>+_OL5+1 M0!%)]M_^>\7_'V*/M5O_P)XO\ OL5+10!%]M_^>\7_?8H^U6__/>+_OL5
M+10!%]JM_P#GO%_WV*/M5O\ \]XO^^Q4M% $7VJW_P">\7_?8H^U6_\ SWB_M[[%2T4 1?:K?_GO%_P!]BC[5; \/>+_+[%2T4 1?:K?_GO%_WV*/M5O_SW MB_[[%2T4 1?:K?\ Y[Q?]]BC[5;
_//>+_OL5+10!%]JM_\ GO%_WV*S/$7B M?3?#6@76JWTZ&.W3(17&Z1NRCW)XK8KY_P#&6IW?Q<^)%MX6T*0_V18R$RS* M/E)'$DON!IU?7\ M5Z& PJO-7WW:$=9/R_X)A7J^SCIN]B7X8Z-
/XZ\:W7C MGQ4Z-%%-FVBD/#2#[N ?X4&,>^/0U[M\]M_^>\7_'V*ATK2[31=)MM-TZ(1 M6UKK&(XU]AZ^I/4GUJW4X[%/%5>9*T5HEV0Z-+V<;=>I%]JM_^>\7_?8H^U6_
M_/>+_OL5+17";$7VJW_Y[Q?]]BC[5; \]XO^^Q4M% $7VJW_.>\7_?8H^U6 M_P#SWB_[[%2T4 1?:K?_)[Q?]]BC[5; P#/>+_OL5+10!%]JM_^>\7_?
8H^U6__/>+_OL5+10!%]JM_P#GO%_W MV*/M5O\ \]XO^^Q4M% $7VJW_P">\7_?8H^U6_\ SWB_[[%2T4 1?:K?_GO%_WV*/M5O_SWB_[[%2T4 1?:K?\
MY[Q?]]BC[5;_//>+_OL5+10!%]JM_\ GO%_WV*_^+@_%[PWXCA=?+/E MF4J;6/HCJ0?U5:],)YJ..C&6T MKI_-'+BDW2;734]5^U6__/>+_OL4?:K?_GO%_P!]BLCP7]?!L^!]&OR=SS6< M9<_[87#?
J#5;QKXYTKP/I/VK4G\RXD!%Q:(?GF/[!ZGM]>*X%0J2]^QBKRO8 MWYXI'.]BQXG\8Z-X3T:34=4NDVCB.&-@7E;LJC_('>O%;&SUWXV^)!J&MW'] MF^'[5R(XPV /lE, ><]V/3\A4_AWPCKWQ?UX>)?
&,DEOHZMB"%,KYB@_K=7TCY+S.1*6 M)=Y:0[=SC=>^&WA+6O#(TF**WLFC4>1=1$>8C 8!8]7]P3S]>:\%*^,]7^% M&O?\(OXPS<:1N_<7$9WB)2?OH>Z>J]1]<@^_UA>+O"&E^,]$?
3M6B]6AG42/ M"_\ >4_S'0URX7')]T<5[U-_>GW1I4H:\]/22_$T[?4[&[MH[BUO()895#)(MD@(8'H0:E^U6_P#SWB_[[%?/^A:_KWP5\3'0O$J/=:%,Y:,1 2 ,_P"LC_\ M9D__
%GWVPO[75+*&]T^=+BVG4/'+&+_OL4?:K?\ Y[Q?]]BI:*K^\ M7_?8J6B@"+[5;_\/>+_+[%'VJW_P">\7_?8J6B@"+[5;_\]XO^^Q1]JM_^ M>\7_'V*EHH
B^U6_P#SWB_[[%'VJW_Y[Q?]]BN8UKXC:'H>JG3[C[1/*AQ* M8$![6,^A)(Y^F?SKI;*\M]1LHKNSDLRAT<=Q6DJ4X14I*R9"G&3LF.^U6__M_#WB_P"^Q1]JM_\
GO%_WV*EHK,LB^U6_P#SWB_[[%'VJW_Y[Q?]]BI:* (O MM5O_,]XO^^Q1]JM_P#GO%_WV*EHH B^U6__#WB_P"^Q1]JM_\ GO%_WV*E MHH B^U6__/>+_OL4?:K?_GO%_P!]BI:* (OM5O\
\]XO^^Q1]JM_^>\7_?8J M6B@"+[5;_P#/>+_OL4?:K?\ Y[Q?]]BI:* (OM5O_]XO\ OL4?:K?__)[Q M?]]BI:* (OM5O_SWB_[[%/1UD7=&RL/53FG44 %%% !1110 4444 %%%% !
M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 445D^*/ M$=GX4\.W6KZB?W<"_+&#AI7/W4'N3_CVJH0E.2C%7;$VDKLX3XT>.VT'1AH&
MDR$ZKJ2[6\LG=#$>,C\'\3=!^)]*U_A3X$7P7X85KM! ;M\!)=-CF,?PQ_AW] MR?:N%^%/AR]\:^++KQ]XG'F]LQ-HK=&D'0@?W4& /?Z5[I7LXZ<<+26"IO7> M;[OMZ(Y**=67MI?+T"BBBO$.P****
"BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ KD_BA81ZE\.]:MY&13Y'F(6(&75@R@$]RO!^_M--=97)_$?1;[7"ODZ8IDFAF68Q \R* 00/?G.:/:NC'RY\:\)7M9HSJ_PWH>:.^
M#_B5!X%^$JVM_$TVIV]O)':VO8JWSAF87_B&&?7M)=+"V)D=+N(J)''W0%/7G M!],.&O:.G2O:Q6.AAY3^KKWYZN7:_1=OZ^7%1I2]).ILMD-CC2&)(XD6.-%" MJBC 4#H .PIX%?.GHA1110!D^\)?
#.F>+-&DTW68!+"_*L.'B;LRGL:\1L[_M ,0_SQ+]@U$/]'AR[?3-7MUN+ M:8"I[,#V(|:]+!XWV*=*]N:F]U^]\SGJT>=\T=)(?I&L6&O:7!J.DW*7- MK.NY'4_F",Q'0CM5VOEV&&;0[GRH/,M)
[5RORG:R,#@\CO7T?X;U,:QX8TI4 M!-'.UQ;([O&007Q\W3WR,4L9@UA_>@[Q9-"O[?1ZI-.BBBO..H***** "D9@] MEF(R23TI:\C^-/CJ:TA3PAH#.^IZAM6\K[R(W C'^T_\ +ZUU83#3Q594 MH?\
#+N9U:BIPYF<%|)>@W$DPD(VJ5+@YKT?X;^'H?_AA+>15;4KG$EY*#G+= MD!]%SCZY>NPKU*V8TX573IP4X+3WNOGY>1R4*W'F::D^QXIHG[0>FR2"W\ M3Z3<:?,IVM)!^\0'W4X9?
IS7I6A^+= \2(&T35K6[.,^6CXD]T.&'XBC6_" M>@^)(RNMZ3:W9QCS'3#CZ.,,/P->:;Y^SYIDKFX\,ZK<:=.,IW+'/^\0'V889 M?KS6?_";B.|)_P#@2_S-/]HI]I+[F>PDX&3THKYUUK3?
&/AVTBTKQ9JK\R.V,;1(SY9 V[.!V'RCVSFL M*^]E2=2,U)+L$,3S3Y'&QZ51117F'6%%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !111 M0 4444 %%% !17+>)/B1X6\+;DU/5(WN5_Y=;?IY)GT('W?^!$5YI>_&?Q3 MXINFL?A_H$B'IYS1^=((/IP=F]>R/8O$.M MP^'M#N-2N%WB(?+'G!=B< ?G^F:\)\2:GJ'Q.UO2-.U.Y2RM?
M2H(X$.T:V" MECDG+8X';\S6QI7P@\6:_J46]^._$#I(IR(5?SG'JN<[$'^[FNR\/ "NTT:6 MXM0N-0>\$#[X8_*V ,.A)RG3YG--5]JERVB M=KING6ND:9;Z?I\2PVUM&
(XT7L! 7WJS117@MMN[/06F@4444@"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** SN8-
3L(7>XC,.;3J@$]^A#XSD?YXKO30M:U; MX*>,GT+7 ,N- NWWI* 2,'CS4'J. R__%L 0E8/C'PAIWC30)--U)<-]Z"= M1\T+]F']1W%>I@L9&G>C7UIRW\O->AS5J+E[\-)(VK>XAN[6*XM95FAE4/'(
MARK*1D$&I*\$\"^,-1^&7B63P9XT)73]_P"XN&.5AW'A@>\;?H<^]>]*P90R MD$$9!'>L<9@Y86=EKWB]4^Z+HU54CYK="T45%=74%E:2W5W*L,$*&221S@*H&
M237$DV[(V,#QWXQM?!/A>;4]]LEPW[NU@)_ULAZ#Z#]?8?2O. @"UX,N=3OYO M'GB;=-=73LUH)1R2?O2_T7VSI5A0QW?OO^)OFE$D?AS33@<8Q'G@?[ID<^@'
ML*^@H88[>".&!%CBC4(B*.!5 P !7N5VLOP_U>/\?2Q>2Z1_S.*[^I[1_"M MO\O]%%%>$=H4444 07EC::A!Y- ;0W,6<(]HPXSZX->&>-O"^]_"WQ4GC+PB MSOITCXN(&)819/*-
ZQGL>QO[&O>]BNK:"]M9;:[B2:"9"DD;C*LIX((KNP>, MEAIZ]\7HUW1C6HJBNXG\ _"'B[3?&>@QZEI:X_AF@8 /"_=3_0]Q6[7SUKVB M:Q\%/&*:[X>\RXT&Z?8\3$D 'GRG/K_=;_Z^?
>_B6W@MI5D+>8&+[M3D '^>*Z<#4H8FC*I*ZMM?2_FCAIXVI7:E2@U'S6_GZ'IE%%%0>]%%%% !7 MSYX@E\0Z-^T%;ZAXFUW5-)LWED_L^YAC%Q9&U,ENHBDC4@H'9BCLP&',+=MU M?
0=>/QXDDN;U()':XN=*24BWN)RT;>81Z$QJ67HS*AXVX(!SGC M"T\5P_$2"2T\67G]LW>HPG2]#L+DFVCT]2!++S9=ZKM!^;(' (&*[^[^#]E<^,K MSQ+%XK\56=[>R]\R6FH+%&RJ?ECP(\E .
"3Q4FD?!WP[HOB:#5K:ZU62&TF M>XL]+FO"UG:2OU>,/'!Y/4GK], 'GWA'7'$,FI^#_&-SXCU.Z'B25[JRN])D MFWVD.0:14\N/'R%?+!R.3^)ST_Q$_J^:P2B-'X6L_$&IZ%:6OA^25 ,TRX\F2
M:82>6JL1R5'7;D9Y]C6U8 !WP]I_B=M9MKS5@4:>2TLFO,VUE+,,/)"F/E;D MGDD G..!AVN_"72O$&F::;WFMZ_'=V%N]K_;<-]MNKB%_O)*Y4AP>_']: // M(M<\0 $/2/P[ID_B/4]%()R:O/<:9-
]GDN;A9/*&X@7-FC3/M"[V']; X&<9XXYK,\0?"/P]KNFZ99P7&IZ,-,M# M8P2Z5=>5(UN0 8G)#;E. 3GDG//)SU^E:79Z)H]II>F0B"SLX5AAC!)VJHP. M3R3[GDT 6G=8UW2,%]QQ4?VJW_Y[Q?]]BI:*
(OM5O_,]XO^^Q1]JM_P#G MO%_WV*EHH B^U6__#WB_P"^Q1]JM_\ GO%_WV*EHH B^U6__/>+_OL4?:K? M_GO%_P!]BI:* (OM5O\ \]XO^^Q1]JM_^>\7_?8J6B@"+[5;_P#/>+_OL4?: MK?\
Y[Q?]]BI:* (OM5O_P]XO\ OL4?:K?__)[Q?]]BI:* ,/\ B)XBN-&\ M+>;I,ZK/-,L)D1@3&I!)(!,9]ZBAF\4>+I$T.U\0W>Z<)M];<> M3C';N<5T/QMUR[U3Q%HW@W0W;[3)*LLH4_QM\L:GV
+$^Q%>H^'?"6E>&H%% MA;C[08PDMRV2\F.IYZ9(S@8%>]3DL#A85&ES2NU^C9Y\HNM6:3T6YP7AOX'^ M%-*V3:W>'6+@K)O^NQV0I0IJT58B^U6__/>+_OL4?:K?_GO%_P!]BI:*Y30B^U6_
M_/>+_OL4?:K?_GO%_P!]BI:* (OM5O\ \]XO^^Q1]JM_^>\7_?8J6B@"+[5;_P#/>+_OL4?:K?\ Y[Q?]]BI:* (OM5O_SWB_[[%'VJW_Y[Q?]]BI:* (OM5O_P]XO\ OL4?:K?__)[Q?]]BI:*
M(OM5O_SWB_[[%'VJW_Y[Q?]]BI:*(OM5O_SWB_[[%'VJW_.>\7_?8J6B@"+[5;_\]XO^^Q1]JM_^>\7_'V*EHH B^U6_P#SWB_[[%'VJW_Y[Q?]]BI:*(OM5O_
/>+_OL4?:K?_GO%_WV*EHH M B^U6_\ SWB_[[%'VJW_.>\7_?8J6B@"+[5;_\/>+_+[%'VJW_P">\7_?M8J6B@"+[5;_\]XO^^Q1]JM_^>\7_'V*EHH B^U6_P#SWB_[[%'VJW_Y[Q?]]BI:*(OM5O_
,]XO^^Q1]JM_P#GO%_WV*EHH B^U6__#WB_P"^Q1]JM_\ MGO%_WV*EHH B^U6__/>+_OL4?:K?_GO%_P!]BI:* (OM5O\ \]XO^^Q1]JM_M^>\7_?8J6B@"+[5;_P#/>+_OL4?:K?\ Y[O?]]BI:*
(OM5O_P]XO\ OL4?:K?__)[Q?]]BI:* ,OM5O_SWB_[[%'VJW_Y[Q?\ ?8J6B@"+[5;_//>+_OL 4?:K?_GO%_P!]BI:*(OM5O_SWB_[[%'VJW_Y[Q?\ ?8J6B@"+[5;_\]XO^^Q1]JM_^>\7_'V*
M]1UD7=&P8>JG-+10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !5?4;^WTO3;F_O7\NWMHFED;T51DU8KR3X^>)6LO#UKX= MLF)N=3<-*]-]43(CD80 \@2..@_W$P/\
@0KW6N=\!>&5\)>"K#2]H$ZIYEP1_%*W+?D> M/H!715KF.(6(Q#E'X5HO1$X>FZ=-)O5A1117GFX4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !

/M+^; XU+10! UPR(6:WE"J,DY7 _!IWG\ \^TOYK_C4C*& M4]PR",$4M $7G\ \^TOYK_C1YS _//M+^; XU+10!%YS \ /M+^; XTU+AG M0,MO*589!RO^-3TB]%4*HP , 4 1^< __#[2_FO^-'G/_P ^TOYK_C4M% $7 MG\ \^TOYK_C35N&<96WE(R1U7J,/6IZ15"C"C'}- $?G\ \^TOYK_C1YS _M //M+^; XU+10!%YS \ /M+^; XTT7#,S 6\N5.#RO'&?7WJ>D"@$D#!8Y/O M0!'YS \ /M+^; XT> <__ #[2_FO^-2T4 1><_P#S[2_FO^-~^T,7*?9Y=P) M&5Z?G[5/2;1N+8Y(P30!'YS _//M+^; XT>< P#S[2_FO^-2T4 1><__ #[2 M_FO^---PP<*;>7<02!E>WX^]3TFT%@V.0, T 1^<_P#S[2_FO^-'G\ \^TO MYK_C4M% $7G/_P ^TOYK_C36N&4]#;R@L<#E>3U!?:IZ0]"02,[3D>U $?G/ M_P ^TOYK_C1YS _//M+^; XTUKAD7+6\H0.]]SCUJ M>59PPPR,YH C\Y_^?:7\U_OH\Y_^?:7\U_QI6C.?PH B\Y_^?:7\U_OH\Y_ M^?:7\U_QI6B@"!+AG0,MO*589!RO^-.\Y \ GVE_-?\ &I%4*H51@ 8 I: (MO.?_)]I?S7 .!H\Y \ GVE_-?\ &I:* (%N&<$K;RD D=5ZCCUIWG/_ ,^T MOYK_(U[JA1A1CDFEH B\Y_^?:7\U_OH\Y_^?:7\U_QJ6B@" 7#,S 6\N5.# MROIGUIWG/_S[2_FO^-2!0"2!@L<__/M+^; XU(K!E#*001D$=Z6@" W#!PIMY=O!(&5[?C[T M[SG_ .?:7\U_QJ3:"P;'(& :6@"+SG_YJ]I?S7 &CSG_YJ]I?S7 &I:* (&N&4 MJ#;RY8X'*]>OK[4[SG_YJ]I?S7 &I"H)!(SM.1[4M $7G/_S[2_FO^-'G/_S[M2_FO^-2T4 0-<,BY:WE R!U7N<>M.\Y _^?:7\U_QJ1E####(SFEH B\Y_P#G MVE _?\;/.?\ Y]I?S7 &I:* (6N&1"S6\H"C).5_QI?.?_GVE _?\:D90RE6 M&01@BEH B\Y_^?:7\U_OH\Y_^?:7\U_QJ6B@"+SG_P"?:7\U_P ::EPSH&6W ME*L,@Y7_ !J>D50JA5& !@"@"/SG_P"?:7\U_P :/.?_)]I?S7 _!J6B@"+ MSG_Y]I?S7 &FK<,X)6WE(!(ZKU'"K4](JA1A1CG- $?G/_S[2_FO^-'G/_S[M2_FO^-2T4 1><_\ S[2_FO\ C3HI?,W? *R%3@AL>@/;ZT^D"@$D#!8Y/O0 M M%%% !1110 4444 %%%% !1110 5Q_BO74U6WUP[PAX:U1+;Q6--,MO$Q.,#< # MM*L>,\=1]W0]'OKXUU31/$&F:!X:TBWU+5;Z&6Y6.ZNA C1QXRBG!RYSP.@ M)-@ K'O\ O/I-CXAM M/#UQ?OV^]ZA"\MI'(IQ)MX.#T)YSMSG@UE^. %]UX7BT]VTJRAN]2U>[%I:K M=3^3"K;2O+O@]A@ =2:XJ+3M"+^L7T'BBTO=$\5:3:"U>Q,PW6;>9O6Y@< M;N)M,.]QK&JZC?[!'654,RHNY_G9L ! M0HVC/<6Y'TCI-] ;>BV5^8FA-U;OS>6W5-R@X/TSBN7\/^&K_ %70X;/XGZ=I M6KWNEW)%[>M&LGGH -LQ4CY&/0CU&?2NSH *Q/$7C+PIX2%N?$FKVVG?:FVP MB9L%SW.!V&1D]!FF>- _%,?@OP7J/B":W:Y%FBD0JVW>S.4]AEAD]ADUY?_ M &@FI>,M7B\>Z8MAKE_X>DM+&%9%N+*^A&YRT,A&=_/*>@SZ8 , [3XDF\8: M\UCXGN[3QA:74EW8:?=W&=/U73SS&L2<+PHZ@YSDD]2OLOA#Q)#XO\'Z9KUM M$T.=])/*:DHW1ESWP01GOUKR?X9VMM\4?"&D67B/PG;W/A_1],BMH=0O2PG MFN5 #B+'/E #!.>2![@>UV=G;:?90V=C!';VT"'*.%0)0HH& !T H_FK*0 M^)]%*:;]O\ $6HPZ?:%PBO*?O,>P Y)X/ JQK6J1:)H.H:K<(\D-C;27,B1 MC+,J*6('O@5Y!:>++#KOCSP?K'CS2UTJUN8)?[&N;>X6YL[AKA%_=2DK\DH P M.=2<=!R 5=;O[[7/B5=?9_&-YI$U[!# <^$;N*Y_XEUVH7]Y"ZXVLQ>*KCQ;X36[U&V6UU*TGDLK^%#E%GB;;^T]U/4=<9QDXS7E?PU1/%VG M'P1=>%+>^\,Z3?7OV^ZO056%S,YBBM\<[@"">F >W&?;M'T73O#^DPZ9HMG% M964 (CAA7'KDY)]R2165R ,R33-5XYP/O)XQ5 MVQ"=<\?'Q+)HNN^(-&DM?!]CKN^,_MIEF>*6)GC NH2ORJQ.,, M_$%MXD\8:3=+^[_ $SPQJ%F8M*U?3+GRX(-0#DD7 QSE0H 8@8STR2.[^& MB;5M8M=3T;Q2L)UW0;A;.[FM_P#57"LN^.5?38]R3P!R>U &K4%]?6VFV$][J$\=O:V\9DEFD;"HH&22;GKQ;O7 M\0O^$@T?7K?6 #DLO@F\,DT]^OK*Z!N[5HV ,KQ8.$W#COCD[<$ K^/ !;H MWC_2+2ZTV*]U;1-%NA-KVC^7+;336TB$).!\]94/S@ ^F<=:UOA;XA%KXLF\ M*Z9KZ^)?#\UB=1TN[\WS)K--X4V\OZ\$_ +NYXQ[#/\3:EKL'QFM&^`UE'?S: MUX9AAMM0D.^WA07#L9W;^+"E<>I9>O0^LZ/H.FZ*CO8Z;86ES<8:ZEL[58?/ M?NQ Y/.>I/7K0!!4$X&3P*"\N\?>-=7GU'7_ KH&@MJ45GIH:4FBNO*NO+G M5ANMTP=Y4<_7 H N^*?$]GX[\ (ZUH?P[UV,ZUM&BC)LKC8\"F9 \@;(RH7.= MIYZ=ZD\%>,]2@UH^"O'RI!XB@0M:W2C$,JPC_EI' MX'S+]3Z@>*=*T#5 M_&K>![&;6FGT2YTRTABB6.6XE4Q!4EVX" [6RS>G)IZ]VTR&YGT^PN=>M;1- M6CA'FF ;EB=@-X1CS@D?H.M &A117$^-?&NJ:)X@TS0/#6D6^I:K?0RW*QW5 MT($:./&44X.7.>!T :)H DUWQGI&IV^O>&O#FKP77B:.QC6&R@GV2^;Y;8"M M P7/?!ROX5SW@SQ/KO@W4=A&?$]T9S;I%72=:_@NC@?N)#VE!X!/WN.^"?/ M1XAT'P]X/\%W^G6FH2WV@Z_+!?
6DT2_;DFECE8PM@#=N:.!/WMO/((^O/AM] M5U?P[8W?B_2K2SU(L9_LL9\P6YR=G)Z.%."1WSB@#I:O=BTM5N]_)A5MI8EWP>PP_I-%Z_\;^&M+\1V^@7^LVL.K7./*M&D MP[$_ ='H">P)&>U>;>$_ $7BOX:Q6%K\3V>71)5;.I22&1M-G=B?(G?)ROH^> M/I]WEM>U+3I?AYX[DO[.YT[Q3!]UKJ5[8W.UY+7]_"N^&0 %X]H.#V/#8Z'}] ME\&ZQJ?C+0[C4/$.A16&GW4P?
3K:X^;5X!@]JG@.2-P Z#'ID@'5&@Y&1R** M*Y?Q]XND\'Z+9S6EK'=7FHW\6GV]3R^5$LLF<(_.% 4]NN!WH.3O7\1_#'@ MN[AMM=O)$GEC\XQP0/,8HLX\OU.\9/7G& <5P]WIWC'PCXFUXQ]HL@UC2; M^[$MSHUN^\S68BC"SQ'__)ZC#97N,>U%MJ=KK]WXT@UG2;C2?&CZ$]M%O"NI:Y? Z>WUH 9XC\6Z#X1LXKKQ)EO\,S(<$*> M7;T
')]_2O)_$UMKEE%/\0+G7+A94UZW72Q-WVZTFTUY$508Q\OS*Y))R21G MBK6F:XFL_%'2)OB%I<>GW%_IP;$^%\=$ M\2_AE9^#=2TB9/#5E,>5>ZC+(8Y9+E9MZ1P]
<9'!]*VJJZ,IMEHVF6^G;7;1VMG;((XH M8QA4458DD$43R-DA%+' R>*<&NZ_I7AG29-2UZ^AL;,,@-+*V!D! !U)!AS M7DOC:#4O$FE>)&!AXAN$TG3;"Y\-SZ9?%4+HI:8R(.K;UV_VXQO52;Q\O MB35_"/BGO;I)T[PP+V1]/OX+A9XT=@T2I=H1B,]!P^[R/4AG@NYO-:U'Q5\/ M=.T4OHK:WJ2ZG>2,8X[6VD9ECCAQ_&3\P&, ?7(_/4_"7C?2O%;SVFG7!N;] MQAA-
X\49\E9'7)0/T+#'(SQ^>.FK)\,^&=*\(Z!;Z-H-LMQ:0#@=6=N[,>[-`MN:UJ-(+Z^M=,/L)KW4+B.VM;=#)+ *P544=22:\QUA1\5M2-UH?B*5O"EGITI-M$VEWIAE74 W&]0-Q 3! .!GUS6)XV\=2^)M-U .EHDR^#1.UE;6[OF[299;B! M5)5;6 @<@Q.1C'.!@=D= 2#0+=V'QE\2Z7X)TB'59/$$>FW$3[MMI';B)O-G9 ME]0R@$=3ZD8(!U_PN^(EGXDT+1 -)NKU[W7O[*2ZO&2,L$Z+ ^\8<*!=<'K^(K MT.N=\%>!=#\ Z)_9GAZV,:,^^6:0[!D]F]6;OCH!T%=%0 R>>*UMY)[F1(H8D M+R2.V%10.DD|@!7EVHZUHOQBO+#0!%U R6%[=+>.:I8W44M0]NM K!60X!=/, MV^QX)[9K^.?'UW2GQ1HX\ /]7AS35^PZS);706\C62/+2Q0Q9U>I/.">@-9 M/B#6+RW\;^#[WX;67]L-]'AV6OTZXD8F-%#Q_O)F/,$ R0> K6,\O9H_$=W:V51"/.-E9A4;>)X1>.P%3D[LXKV6L#PWX3L=!EN MM1^S6W]LZGLDU*[AC*B>4* 2 22]D@>G;GJ2:WZ "O\ Q'XDM?&BS>%O_B: MV75([J-1%O<;)H[4/B;RWP?F XR,X]4SQKXXUBT\33>&/#&A+]MU'IIOKI M&O!!*\+,4VP<'<_!/H..I-
>:,#Q'H7AS3_AEK'A;UNM3_+/-]I[VZ0+'=23M M#M$$BKT/F.IYSQ\W/4@'<>'=3\4> M>T_P_^(+S:@9[N%< M%HUD!'*E5)SDD \XX%>K5Q_A;P.9K>0^+->T*SM?%MU%NNY(9I)5B<@*=FXD M*=H4$KZ8R1784 %<3XQ\86LD=_X4\,>(+"\V83P%;2"63!1SCO@=@-M)(TQ[M^]7QSXRU#P[J.BZ/H.G07^K;T\PMUNKCR80(D#."V#\QK H[\\5Y!J.L:+ M_#^\U"6VN[76M+\?PZGEG=(IN;)WF!
(1@ 70KD*YZ_D* .PCG\4?"C4;E[A M9]:\+7-.VZ2W^]&:[A,@5&= 5Y4R'H2#QP ..]@KS_POX>@\7W<'C;QEX5@ ML=8WYL(Y9I'>* LTT].XUF&_U4D?:=Y,K6Z[<* .W P0!DBO9+.Y6]L8+
MJ,,J3QK(H;J 1GG\Z\U\-6%K\6(X?$'B[PL@TZUVC16NYI/-G3@O))$#L*LR MJ0#G...`!/ &!@<"@ KF_%OC[0/!0@&NW,BRSAG2&WA:.0(OW!"[@D*.Y-\ M=>*T\%>#{O6WM_M+0E(XXBX12[N$7+ ML'DH=5([GS;/4>73<9.\ W^.3P><9\\ &?<>"[Y;ZT>:5XFTI=4NKZXN8M 0U8T]R9+*1&^SV^S< 0 5/;!\??TX>>);KQAX!TO7=0MH[6YNT?S(X[{"5 M=DW+GG:VW<.O!')ZUY0\
(+'5/&?@S2[+Q3X?L?\ A%=-M%A@AU&V$LMU9 MEW?<51N4<U0PQV*0V\;111]%1$4*]@=. .@H ?65XA\3Z+X4TWI?XB MU&'3[8N$5Y3]YCV ')/!X%7-
1OH],TN[OYU=H[6%YG5!EB%4D@#UXKQBV\9? MV[XU\'^(O'&E#3-,NHIET>Z@C6YM9&G51Y<^5_=R #]J.IR.@-"_ %C7;S3_$ MOAKQEX6\16\%K_9MT\1DD+6MYL,;^4P!QEU+
8YW(HX_"/0_AUXW_P"\$\\R MZC+I[:9=074EM/92,Q>%EZ!LJN"00WN=\\ZG>33 MW]ZN%MIC-(8HX!W8!@3G@9[&?=@JKG;H&XY.!U- "U4U35;#1-,GU'5[N*S ML[==TLTS;54?YXQ5NQ"?
$'CX^*;?2]5\0Z/+9^#;;75=-1M9EFDAD@D9 MU" M5PJ,3GQCY>I(H TOBGKD7B/02"_B3P5XJBL[>WU5H_[020^3$[0QCS0>BY4* M=PX#G@YYZ/X4?$N:XA6%X-1TY=.OK$0[XPS?OE=.B50RC";
<[>3Q^O#6=R+_ M_)WBKP;I7AFUUFTOM8MM0NC5&S2\=7<_=QUZG(S7O"QHGW$5> .! MC@=!0 ZBBB@ HHHH **** "BBB@ HHHH *XOXCZYJEE]J: H6;74M:BEM]/U M!W"QOW(
*QD]FI9?,VGIE1ZU%XSU^?6+762"7@S44C\4POP%X2_DND,C+O=`8 M8R$]Y&=[{]X%\&^+[O2[_6=3L8XM(M]5TZ>.X>YNH=0,S1GR:U!8N%*9> < M9..H(]8\">$-5TS6=0\2^)-3AOM4U2W@A?
[/9_9EV1@X9T)R9#NYZ8QBIM\'M'0:QJ6C>+/&.F1'Q386AM2RMNB!5VQ*]JBFXC\]\UL-0\0^#M-DT_XM0M>^%?$$DT:W$K^:VEO)(P$4S9.8 MV!!#Y^-4GTO0!@^)?"6F>&+SPY%X\U:
[B&MZ;=S:Y/)?/+LNX5C=)HB>D@=RJ MA1T.T9R<]_\ #SPMJ]]JFF>, $,MMJ!33#:6/F6'V6Y>)V#9N.3N8 #`'). M3G)OZ9X!BUROT=?'=NNJ7/AJYD73;II ZWD)"^7)
(OPR.>@S7F6M7/B_PIXB\IZ_K=I>]J @F^NC!=Z;6\U[>\V\%M-T QC)^0Y8.G& ,^X , 5M,US39M%UOQK]MTI;[KDFE.GI<IV'L#92"7;M0<* M
D:L#G.223FKOA#P2WB&/1KC2/%IU/P=HVJ?:]6>S(NHVB8]5F_T6>^.1 MQQCC2TSP59>// L'AWQ!++]&@Z;>Q76D:C#,/]-M=I\M6/7*I[1MT/ (.>GI-M]I:6]A9PVEE!':\\"".**-0]HH& !T%
#K>WAM+>.WM88X(8U"I'&H54 Z M < 55UK4UT70[S4WMI[I+2%IFAME#2.%&2%!(R<=]BUWQ'H_ABQ6\\0:E;Z? M:LXC62X<*&8]AZFO' $5QJ6]_$Z\A7Q=>.:<7D$-SX2NH[D?
V;=IL&^)UQM=_MF8YYR2"N,, @#O%S>(3I>]_}$)M;0$M[34+3^QK6VN@;*L)"B7YXOU+>:V2W M/ '0"BS\ VGBB/6?#W@GQ6A\'I]"BZL9+4RFRF5A9B5#<$\=]O/7/+QA_I M-SXZ\!:]X^ $-C);:,\
]>NM7&+,Y2;,L"9S\HD42)U 5RN?EY]@T/0]\;Z M+;:3HMJEI96R;(XD'3U)/0V5G" 9)IG"JN3@<^YXO7C_(ZU MB/6 &>D7#>+-[2 #&I6132-8T]ZVV\5^':?/OPV0 &..&"') >)KC7/&ND
M:]XMLM6U;1=*T?2#=:7%:W(4D7<0D,\=Q&,DLK1A,'@ \9R:AL-%C\5:A]*> M _$=M8WFJZ;#+XDTN:R-Q9F2>/EUY 27DY7//&>AJ3P+%KFIZ_XF\^(+5)8 MKY9+'7GLV C69X@EB^5@.0ZJ<#
<0/4//W@[2/WAR'1M!@\N&/Y]&Y M>=^[N>Y/Z=!@^ QW9' H$$Q\0C\5:A]*> M_$=M8WFJZ;#+XDTN:R-Q9F2>/EUY 27DY7//&>AJ3P+%KFIZ_XF\^(+5)8 MKY9+'7GLV C69X@EB^5@.0ZJ<#<0/4//W@[2/WAR'1M!@\N&/Y]&Y M>=^[N>Y/Z=!@^ QW9' H$$Q\0C\5;A]*> M _$=M8WFJZ;#+XDTN:R-Q9F2>/EUY 27DY7//&>AJ3P+%KFIZ_XF\^(+5)8 MKY9+'7GLV C69X@EB^5@.0ZJ<#<0/4//W@[2/WAR'1M!@\N&/Y]&Y M>=^[N>Y/Z=!@^ QW9' H$$Q\0C\5:

T+&CCW%A$#_Z#7J4ZN7J"4Z%%8@Z=K((X/[B+_XY5G_A3D'}K;_[2,[! MOW>5Y?[S;_=W9Q^/Z5V'_"#^$_\ H6-'/N;"(G_T&M7/+8[Q;]';\S**Q+W:
M1RNB2"PQKVMVFEVUJD,UW*L4;30QA=Q.!G:Y/Z5Y-=Z?X6OOC!X[/BKP/X MA\5,E]%Y#:-!+(+?*G<'V2)C=QC.?NFOHJT)^'!"Z2YL_TNVG0Y26&SC1E M^A R*X6;X6^*:/QAKNN>%?'_
/8JZW.LT]O_&_%<8V@A1N=^V3T ZUP8F6' ME)>PBTO-W.JFJB7ONYY9IVI0V?PAN()K6.]M+?QDL%KHVIR3^=I4>3M1PK(P M88)QDKG=G)R!VNH?\EA^)_\ V*R_^B16JWP-\[P[*
=_M3; ;_^EC3O(^SY\C";=^[=\ MWKC_^M'OB'\0_%Z?\)'X9\.Z/=>%VO3!':-< M,FH21*0K2!F81#G)P<'C'/WCU?A7P7J_A6Q\V;;;^)?,TO2,9X;]T^P(/MK' M<5?
>6+1[21P"+=1^(E[X1^'=AI#3Z3;)(]%WK+2",_(_4C18^<[2#GD=1 MQCGG&^_GB'4-A,+HFAV*:MJ.K3Z1]%G=R,4AGCV*Y1?A9B?Q_)_;'_(Y1+'C[+_QYX21<_?^?_69_AZ>]=7X M5T+_
(1GPCI>A_:/M7]GVJ6_G;.GF;1C.W)QGTR:_261887D?[J*6./05B_M\)98_P#/*X_[Y7_&MP@$$$9!Z@U6_LVQ/6RM_P#OTO\ A7GXRGC9M?59J/>Z MN.TI45?VB,;J3Q,:"_^5!,S]@P 'YY-1V_BV$J?
M5O(I[>7@Y_/%:%_H5I=V MQCBBCMW!RKQO@?GCJ*K:9X;ALW9[HI?+$QBIQY>]E;YK M>_\ 7<[5+!>S;:=_Z^0G_"66/_/*X_[Y7_&KMGJ<>]VT_P!B+QR*,_R*,"0<_M'O4W]FV/_/E;_P#?I?\
"E>PM'LYK4V\8@F0I)&JX#*1@@X]C7K8;EF,:J=>_MI%OJ)69RU)8=Q]R+3]3Y9M-*7P?KMA)X[MM:\+^*(=7$C>,5,EW:7X;>QC<[_MU4!EP#C<< {@!N%;WQVOJ/O_(CR27-G-XDTS2M-
^RW<"23QP:-<2O\).[Q_MJ1D\?+SG9@] !W_^!5\^EQ>&KGQS>S^#HKCS5T=K*,2%0Q8(;@'=C<<],>@'_M6K^N?"'4I],IM!M?$,>W4[*33H[M)3M925+$% 0QX'.2><8]8Y2G MJ_:7'[,^L6-
OXAMO$%SIVD.;7=W;R^8#($]>I&.C']!FO*+/PQ8ZGX/T%?A M_P## P 6.:XO9+61=>D26&T+[09)1(TA78W)! 7J,>AJET;X*6WA[P7XE\+Z M3XAOCINMQXB2ZB23[.Y0*SY4+O)P./E& /K7>^'
(_X1_P.*Z5HWG_:/.LH M;3SMFSS/+0)NVY.,XSC)H K>*KF^L? NK7%C!-=ZA%82F&*VC+/)+L.T*HY^_M]BO ? =KIGP]OM(/B'X?W.@^(Y]+N)=-U:74FF%S*D)+AX0<1$]V-I!() ('
M6OHCQ!H=GXF\.WVBZFK&TOH6ADV'# $=0?4'D>XK@O#OP?N++6=,O/%OBFX\.M20Z+;/;.5:R6BP+;HR[&W%6)D.T 9/IWXP>8;'8+X?
_#OQ_:3WX=C>12R.&1E)QT08XZ\]AC0\1Z/!XQUCXIZ[K4UT]]X651HSQW#H+(.MQHSY0*0.ED!.>^3UYKN="^"C:3]VDI=^*;K4/#VAW.7FEZ/):HOD2EBREI@< MOM)) P.?3D&:QA !Z?6=?
UB\T7Q5=:)8^(%C36;&.U24707CY'8@QDKD$@' MDGMQ0!T_A75+C6_A5I6IWQ+7.WI$NQ%7;H_.5YSX2^"O_"+;EX2N_[?^U?\(V+P;/L>SI1]H##KO.W;O\\X M[4 1:%\6.9M-)\.\3ZQX
MXUF^^&=]XRT_1H;6^\0V5S;/LDF^(%E(257)R2&R"I(&T@]17IT7PLLY-3\ M;S:G?-=6GB]85D@2+RVMA&K+D/D[CEL@X&".AKGK?X+:X]QX:.M?$"YU.V\-
MWL%S96K:%!QGKMY6W^#NHZ=J5S;Z)XZU32_#5U?&^DTFTB$PTZ.'8+:1QAIB^X[V[@8 M&%ZXY .K\+RZY/X9LIO%<=I#JTL8>XALT98XB>0GS,QR!@$YQG..*UJP_!VB
M:CX,*V>D:MJ_P#:.UHGEK>& Q.Z#[H8;FR0..YYP.)W*_(E^*^A13/']G MOWVG&Y8DP?S>FK\5]%DRL.G?E\' 9$ S[G<:ZA_#NBRR%Y-'L'=CDLUJA)_2 MJM_X0T6\L98(M.M.5W'RS06Z*R'U!
KAI4\7[6+J37+?73H>1[+.E*[J1MZ' M.6_Q2MTWMJ6GRJ@&5 NP8_B"1^>:D_X6UH7__#Z:C_W[3_XNIM%^'=O8WWGZ MG.'?(H(6%HOE/NP.
<_2NA_X1K0O^@+IW_@(G^%=>80J2JIX224;=5U!T\QEK M&:7JKD'ASQ58>*(9Y-/2=/((#K,H!YSCH3Z&OFF31W\)ZN)OB!;.UX>\31ZJ MLL?C> 27=M&(_'-ZO@QK@3'1391F0+O#[!<9W
;^>F;/_*DIJ"51W9Z5 M%5%32JN\NMCCOCQJ>GWWC^V>2SF\4:9I>G,E_80RS1PZ;+((=5U/P9XOF\.IK4*0ZC:O\=W'*$78-N\@K\I/J>3R.E-\/?!2V\+^% M?OA_2O.\VGZY:&$1W,2\
9Y&0HTORA2V01A>.!SG@C0U/%;'PSIFJ^ =(M3P7\//%MMXPD2W>'7@LL-KY@(+2K*9"H4@'!PO8Y%?4FKW-_IO@R]N4CDO-1 MMK!W6.VC+-.,L9("*!DDL.!CO1X5T+_A&?".EZ']H^U?
V?:I;^=LV>9M&.[< MG&?3)]QK6D6GB#0KW2-15FM;Z!X)0IP=K#!P>Q]#0!\Y_#K3]\":OXPUJ;4GD\^<1DE9(_0{LJ^W!&02..I%71K0Z9X#\%_$V*YNY/%
M&J^(EAO[MIW8W,+2RHT17.W!$:I!_3'JOAWX/7&G:SH]QXD\5W.OV&@1M'I% MA):)"MN"-HWL"3)A0 ,XZ#MQ4&E?! .;J6FV\OB>ZNO"^DW_/:.AH;VR#RI MLDJ6FSN=068X([_7(!R'B31K?
QUXS^*.[KTMQ)+X4L8SHP2=T6S?R??>H4CD MM&"<^OL,>O\ PXU;ZUSX;>'l2U!VDNKBPB:.1NLC;<%C[DC/XUS7BOX1W&M^_M(M5U+0?%-QH46O6ZV^LVR6B3+=HJ[?E+$>6=N02,]?
KGO]'TJUT/1++2M/0I M:V4"6*DY(55_&3W.!UH.\(^$G@3PWXU^.]FWB;3OMIL+B\>V_?R1["Q&3\C M#/W1USTK1_9T\">&SX)TGQ@=._XGHDN$%WY\G3.E>@_#WP#_P.(
M'X"_X1K^TOM_SRM]h\CROO\ ^SN;I:L?#GP7_PK_P $6OA[?\ VA]G>1OM M'D^5NWN6^[N;&.XZT_<7\6',?Q?^%[KU6ZO2,_[L52:.+X= M_L>&X$ U'OF$TX\T)NC&2$'(7DL<@G&.*]2\7>
_^$!\6^&:_M'[+_8$D[^ M3Y&_S_,"#&[<-N-GH%_%=[-9V\&J:GXNN(ER[26]HY_+M(8QN=4_V1D]A7K/B7X9WVH>)K'Q M)X5\43>'=9M[+[#_<+9I<\!!Z UAVWP'2W\/W=H/%%VVIG6 MCK-
C[IMQYMO-@#YQNQ)TR3\N3V'2@!_PS^*VI_$"+7=*CDT=M9T^)9;6]M8I M_LF<\>\7@#XI>*_'/BZ+1'T.TTQM(C<>(Y)E9MDP=E2. ! M^,[!@&*V#;%/.3@X) M R.H.)X9^'"T7@W7M$U?
PYKLL%U;0 #J_G0&0:L&:<6(WCRSDD@_C"]<'< > MH4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ' "_]D! end GRAPHIC 19 image_0.jpg begin 644 image_0.jpg MB5!.1PT*&@H -24A$4@ 'D V" 8 #C]#;P "7!(67. [# M .PP";ZAD
#@DE$051XVNW<6T@481@&8*\[4D$$7041=-=E]YUNHJ"" MR!1+.D!E%IAET,&DS"PSRDZD8E;HI8A62I%E90?-HM+22LI,$4M-U#)3W^9S ME!2=^7?=77=G?#]X;V3_V8__87;F=PY^8-
F^_#@%1+97-7P&.I_<:N!V!7 ME3U_52F17;JN3N#X*N#H.N/ZY7O(3@*"I@/^XP5D[4COW6V^=BP><9C9;MF8R6U%6.(.35[HUJ;@$TS
MU1.M>_2G$B*/"O*E.7!D[_O[Q_4>"E/5DZS:FXGL(61)5C30TN!.#ZF['4>6 MXR.11QE9(G^K?C/R'BZ':XXY7O^G[!$=A>RMD?>.0_.(D8N(;'OD@(E XS
ML""R[R$GK%=OYVL9L&66>K+DWFHB6Q192BY0]"8KYP21+8W\\C:1[8^<1V0B M$YG(1"8RD8E,9"(3F:5%-EMR>2V0?1)8WZS35 M&:?N W!MK_K%+I*[%XGLD\CNS-L"(ML:6;
[G5PN1,8U*L"X#R+; %GN[_KR MFLBV1KX:8=X'D2V.+$]%JAY;);)%D?M??-K9H>Z#R!9##IRLOUWWW4/'^"R'R M!ZOWV>$,X'&:.ZY'MR((/FK8W.]R'O\BI(-H_9>Z^+TLW'/L\R'EOY5/W=[3\M ?
C.SRB2(RD5EVJ'_D'Z6K:(95N !)14Y$KD)@@@$! end XML 21 R1.htm IDEA: XBRL DOCUMENT '

Document and Entity Information - USD ($) $ in Billions	12 Months Ended Jun. 30, 2024	Aug. 16, 2024	Dec. 31, 2023
Cover [Abstract]			
Document Type	10-K		
Document Annual Report	true		
Document Period End Date	Jun. 30, 2024		
Current Fiscal Year End Date	--06-30		
Document Transition Report	false		
Entity File Number	001-39149		
Entity Registrant Name	BILL HOLDINGS, INC.		
Entity Incorporation, State or Country Code	DE		
Entity Tax Identification Number	83-2661725		
Entity Address, Address Line One	6220 America Center Drive, Suite 100		
Entity Address, City or Town	San Jose		
Entity Address, State or Province	CA		
Entity Address, Postal Zip Code	95002		
City Area Code	650		
Local Phone Number	621-7700		
Title of 12(b) Security	Common Stock, $0.00001 par value		
Trading Symbol	BILL		
Security Exchange Name	NYSE		
Entity Well-known Seasoned Issuer	Yes		
Entity Voluntary Filers	No		
Entity Current Reporting Status	Yes		
Entity Interactive Data Current	Yes		
Entity Filer Category	Large Accelerated Filer		
Entity Small Business	false		
Entity Emerging Growth Company	false		
ICFR Auditor Attestation Flag	true		
Document Financial Statement Error Correction Flag	false		
Entity Shell Company	false		
Entity Common Stock, Shares Outstanding			106,685,275
Documents Incorporated by Reference	**DOCUMENTS INCORPORATED BY REFERENCE** Portions of the Registrant's definitive proxy statement for its 2024 Annual Meeting of Stockholders (Proxy Statement), to be filed within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K, are incorporated by reference in Part III. Except with respect to information specifically incorporated by reference in this Annual Report, the Proxy Statement shall not be deemed to be filed as part hereof.		
Entity Central Index Key	0001786352		
Document Fiscal Year Focus	2024		
Document Fiscal Period Focus	FY		
Amendment Flag	false		
Entity Public Float			$ 8.3
Insider Trading Policies and Procedures Adopted	true		

XML 22 R2.htm IDEA: XBRL DOCUMENT

Audit Information	12 Months Ended Jun. 30, 2024
Auditor Information [Abstract]	
Auditor Name	PricewaterhouseCoopers LLP
Auditor Location	San Jose, California
Auditor Firm ID	238

XML 23 R3.htm IDEA: XBRL DOCUMENT

CONSOLIDATED BALANCE SHEETS -	Jun. 30,	Jun. 30,

USD ($) $ in Thousands	2024	2023
Current assets:		
Cash and cash equivalents	$ 985,941	$ 1,617,151
Short-term investments	601,535	1,043,110
Accounts receivable, net	28,049	28,233
Acquired card receivables, net of allowances of $20,883 and $15,498 as of June 30, 2024 and 2023, respectively	697,216	458,650
Prepaid expenses and other current assets	297,169	170,111
Funds held for customers	3,704,907	3,355,909
Total current assets	6,314,817	6,673,164
Non-current assets:		
Operating lease right-of-use assets, net	59,414	68,988
Property and equipment, net	88,034	81,564
Intangible assets, net	281,471	361,427
Goodwill	2,396,509	2,396,509
Other assets	38,568	54,366
Total assets	9,178,813	9,636,018
Current liabilities:		
Accounts payable	7,447	8,519
Accrued compensation and benefits	34,158	32,901
Deferred revenue	17,006	26,328
Other accruals and current liabilities	299,506	194,733
Borrowings from credit facilities, net	0	135,046
Customer fund deposits	3,704,907	3,355,909
Total current liabilities	4,063,024	3,753,436
Non-current liabilities:		
Deferred revenue	4,167	410
Operating lease liabilities	62,847	72,477
Borrowings from credit facilities, net	180,009	0
Convertible senior notes, net	733,991	1,704,782
Other long-term liabilities	574	18,944
Total liabilities	5,044,612	5,550,049
Commitments and contingencies (Note 15)		
Stockholders' equity:		
Preferred stock: $0.00001 par value per share; 10,000 shares authorized; none issued and outstanding	0	0
Common stock: $0.00001 par value per share; 500,000 shares authorized; 106,646 and 106,550 shares issued and outstanding at June 30, 2024 and 2023, respectively	2	2
Additional paid-in capital	5,233,037	4,946,623
Accumulated other comprehensive loss	(1,890)	(4,488)
Accumulated deficit	(1,096,948)	(856,168)
Total stockholders' equity	4,134,201	4,085,969
Total liabilities and stockholders' equity	$ 9,178,813	$ 9,636,018

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CONSOLIDATED BALANCE SHEETS (Parenthetical) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Statement of Financial Position [Abstract]		
Acquired card receivables, net of allowances	$ 20,883	$ 15,498
Preferred stock par value (dollars per share)	$ 0.00001	$ 0.00001
Preferred stock authorized (shares)	10,000,000	10,000,000
Preferred stock issued (shares)	0	0
Preferred stock outstanding (shares)	0	0
Common stock par value (dollars per share)	$ 0.00001	$ 0.00001
Common stock shares authorized (shares)	500,000,000	500,000,000
Common stock issued (shares)	106,646,000	106,550,000
Common stock shares outstanding (shares)	106,646,000	106,550,000

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CONSOLIDATED STATEMENTS OF OPERATIONS - USD ($) shares in Thousands, $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Revenue			
Total revenue	$ 1,290,172	$ 1,058,468	$ 641,959
Cost of revenue			
Service costs	189,894	151,010	105,496
Depreciation and amortization [1]	44,722	42,967	39,508
Total cost of revenue	234,616	193,977	145,004
Gross profit	1,055,556	864,491	496,955
Operating expenses			
Research and development	336,754	314,632	219,818
Sales and marketing	478,540	515,858	307,151
General and administrative	277,662	249,054	221,030
Provision for expected credit losses	60,105	32,224	20,144
Depreciation and amortization [1]	49,072	48,496	45,630
Restructuring	27,587	0	0
Total operating expenses	1,229,720	1,160,264	813,773
Operating loss	(174,164)	(295,773)	(316,818)
Other income (expense), net	147,845	72,856	(13,861)
Loss before provision for (benefit from) income taxes	(26,319)	(222,917)	(330,679)
Provision for (benefit from) income taxes	2,559	808	(4,318)
Net loss	$ (28,878)	$ (223,725)	$ (326,361)
Net loss per share attributable to common stockholders:			
Basic (dollars per share)	$ (0.27)	$ (2.11)	$ (3.21)
Diluted (dollars per share)	$ (0.27)	$ (2.11)	$ (3.21)
Weighted-average number of common shares used to compute net loss per share attributable to common stockholders:			
Basic (shares)	106,102	105,976	101,753
Diluted (shares)	106,102	105,976	101,753
Subscription and transaction fees			
Revenue			
Total revenue	$ 1,122,733	$ 944,710	$ 633,365
Interest on funds held for customers			
Revenue			
Total revenue	$ 167,439	$ 113,758	$ 8,594

[1] Depreciation and amortization do not include amortization of capitalized internal-use software costs paid in cash.

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CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Statement of Comprehensive Income [Abstract]			
Net loss	$ (28,878)	$ (223,725)	$ (326,361)
Other comprehensive income (loss):			
Net unrealized gain (loss) on investments in available-for-sale securities	2,598	5,729	(10,117)
Comprehensive loss	$ (26,280)	$ (217,996)	$ (336,478)

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CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY - USD ($)	Total	Cumulative effect of adjustments	Common stock	Additional paid-in capital	Additional paid-in capital Cumulative effect of adjustments	Accumulated other comprehensive loss	Accumulated deficit	Accumulated deficit Cumulative effect of adjustments
Beginning balance, shares at Jun. 30, 2021			94,504,000					
Beginning balance at Jun. 30, 2021	$ 2,529,590,000	$ (216,066,000)	$ 2,000	$ 2,777,155,000	$ (245,066,000)	$ (100,000)	$ (247,467,000)	$ 29,000,000
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Issuance of common stock upon public offering, net of underwriting discounts and other offering costs (in shares)			5,074,000					
Issuance of common stock upon public offering, net of underwriting discounts and other offering costs	1,341,122,000			1,341,122,000				
Issuance of common stock as consideration for an acquisition, net of issuance costs (in shares)			1,788,000					
Issuance of common stock as consideration for the acquisition, net of issuance costs	488,263,000			488,263,000				
Fair value of replacement awards	26,710,000			26,710,000				
Issuance of common stock upon exercise of stock options and release of restricted stock units (in shares)			3,283,000					
Issuance of common stock upon exercise of stock options and release of restricted stock units	34,024,000			34,024,000				
Issuance of common stock under the employee stock purchase plan (in shares)			82,000					
Issuance of common stock under the employee stock purchase plan	12,849,000			12,849,000				
Purchase of capped calls	(37,893,000)			(37,893,000)				
Stock-based compensation	201,573,000			201,573,000				
Other comprehensive income (loss)	(10,117,000)					(10,117,000)		
Net loss	(326,361,000)						(326,361,000)	
Ending balance, shares at Jun. 30, 2022			104,731,000					
Ending balance at Jun. 30, 2022	4,043,694,000		$ 2,000	4,598,737,000		(10,217,000)	(544,828,000)	
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Issuance of common stock as consideration for an acquisition, net of issuance costs (in shares)			40,000					
Issuance of common stock as consideration for the acquisition, net of issuance costs	3,375,000			3,375,000				
Issuance of common stock upon exercise of stock options and release of restricted stock units (in shares)			2,703,000					
Issuance of common stock upon exercise of stock options and release of restricted stock units	13,872,000			13,872,000				
Issuance of common stock under the employee stock purchase plan (in shares)			182,000					
Issuance of common stock under the employee stock purchase plan	$ 17,879,000			17,879,000				
Repurchase and retirement of common stock (in shares)	(1,077,445)		(1,106,000)					
Repurchase and retirement of common stock	$ (87,615,000)						(87,615,000)	
Stock-based compensation	312,760,000			312,760,000				
Other comprehensive income (loss)	5,729,000					5,729,000		
Net loss	$ (223,725,000)						(223,725,000)	
Ending balance, shares at Jun. 30, 2023	106,550,000		106,550,000					
Ending balance at Jun. 30, 2023	$ 4,085,969,000		$ 2,000	4,946,623,000		(4,488,000)	(856,168,000)	
Increase (Decrease) in Stockholders' Equity [Roll Forward]								
Issuance of common stock upon exercise of stock options and release of restricted stock units (in shares)			2,754,000					
Issuance of common stock upon exercise of stock options and release of restricted stock units	13,002,000			13,002,000				
Issuance of common stock under the employee stock purchase plan (in shares)			225,000					
Issuance of common stock under the employee stock purchase plan	$ 16,495,000			16,495,000				
Repurchase and retirement of common stock (in shares)	(2,882,634)		(2,883,000)					
Repurchase and retirement of common stock	$ (211,902,000)						(211,902,000)	
Unwind of capped calls	9,657,000			9,657,000				
Stock-based compensation	247,260,000			247,260,000				
Other comprehensive income (loss)	2,598,000					2,598,000		
Net loss	$ (28,878,000)						(28,878,000)	
Ending balance, shares at Jun. 30, 2024	106,646,000		106,646,000					
Ending balance at Jun. 30, 2024	$ 4,134,201,000		$ 2,000	$ 5,233,037,000		$ (1,890,000)	$ (1,096,948,000)	

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CONSOLIDATED STATEMENTS OF CASH FLOWS - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Cash flows from operating activities:			
Net loss	$ (28,878)	$ (223,725)	$ (326,361)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Stock-based compensation	248,375	313,567	197,157
Amortization of intangible assets	79,956	80,205	75,977
Depreciation of property and equipment	13,838	11,258	9,161
Amortization of capitalized internal-use software costs	9,369	4,215	2,366
Amortization of debt issuance costs	6,238	6,964	4,777
Amortization of premium (accretion of discount) on investments in marketable debt securities	(55,062)	(37,194)	11,386
Accretion of discount on loans held for investment	(9,209)	(127)	0

Provision for expected credit losses on acquired card receivables and other financial assets	60,105	32,189	19,879
Gain on debt extinguishment	(46,654)	0	0
Non-cash operating lease expense	8,642	9,493	8,601
Deferred income taxes	(361)	(1,361)	(4,075)
Other	1,756	1,254	(726)
Changes in assets and liabilities:			
Accounts receivable	69	(4,482)	(3,032)
Prepaid expenses and other current assets	(6,825)	(16,844)	(12,970)
Other assets	7,528	320	5,105
Accounts payable	(1,125)	(1,686)	(3,771)
Other accruals and current liabilities	20,992	34,465	7,460
Operating lease liabilities	(9,839)	(10,303)	(7,877)
Other long-term liabilities	(14,580)	(3,097)	(6,749)
Deferred revenue	(5,564)	(7,343)	5,599
Net cash provided by (used in) operating activities	278,771	187,768	(18,093)
Cash flows from investing activities:			
Cash paid for acquisition, net of acquired cash and cash equivalents	0	(28,902)	(144,349)
Purchases of corporate and customer fund short-term investments	(2,682,659)	(2,743,763)	(2,801,697)
Proceeds from maturities of corporate and customer fund short-term investments	2,512,107	3,283,961	1,902,474
Proceeds from sale of corporate and customer fund short-term investments	1,539	11,607	55,744
Purchases of loans held for investment	(359,654)	(5,878)	0
Principal repayments of loans held for investment	326,172	4,472	0
Acquired card receivables, net	(185,486)	(234,256)	(129,178)
Purchases of property and equipment	(976)	(7,589)	(5,377)
Capitalization of internal-use software costs	(19,917)	(23,614)	(10,259)
Proceeds from beneficial interest	0	2,080	6,699
Other	(500)	1,167	(1,359)
Net cash provided by (used in) investing activities	(409,374)	259,285	(1,127,302)
Cash flows from financing activities:			
Proceeds from issuance of common stock upon public offering, net of underwriting discounts and other offering costs	0	0	1,341,122
Proceeds from issuance of convertible senior notes, net of discounts and issuance costs	0	0	560,075
Purchase of capped calls	0	0	(37,893)
Payments for repurchase of convertible senior notes	(933,187)	0	0
Proceeds from unwind of capped calls	11,442	0	0
Customer fund deposits liability and other	353,964	204,390	941,003
Repurchase of common stock	(211,902)	(87,615)	0
Prepaid card deposits	(17,901)	26,584	29,886
Proceeds from line of credit borrowings	45,000	60,000	37,500
Payments on line of credit and bank borrowings	0	0	(40,000)
Proceeds from exercise of stock options	8,114	13,872	34,024
Tax withholdings related to net share settlements of equity awards	(3,862)	0	0
Proceeds from issuance of common stock under the employee stock purchase plan	16,495	17,879	12,849
Contingent consideration payout	(10,762)	0	0
Net cash provided by (used in) financing activities	(742,599)	235,110	2,878,566
Effect of exchange rate changes on cash, cash equivalents, restricted cash and restricted cash equivalents	(240)	(38)	(149)
Net increase (decrease) in cash, cash equivalents, restricted cash, and restricted cash equivalents	(873,442)	682,125	1,733,022
Cash, cash equivalents, restricted cash, and restricted cash equivalents, beginning of year	4,224,840	3,542,715	1,809,693
Cash, cash equivalents, restricted cash, and restricted cash equivalents, end of year	3,351,398	4,224,840	3,542,715
Reconciliation of cash, cash equivalents, restricted cash, and restricted cash equivalents within the consolidated balance sheets to the amounts shown in the consolidated statements of cash flows above:			
Cash and cash equivalents	985,941	1,617,151	1,596,542
Restricted cash included in other current assets	174,101	87,322	85,252
Restricted cash included in other assets	5,297	13,810	6,724
Restricted cash and restricted cash equivalents included in funds held for customers	2,186,059	2,506,557	1,854,197
Total cash, cash equivalents, restricted cash, and restricted cash equivalents, end of year	3,351,398	4,224,840	3,542,715
Supplemental disclosure of cash flow information:			
Cash paid for interest during the period	12,611	7,440	4,867
Cash paid for income taxes during the period	5,628	1,266	0
Noncash investing and financing activities:			
Payable on purchases of acquired card receivables	105,406	0	0
Fair value of shares issued as consideration for acquisition	0	3,375	488,494
Fair value of stock-based awards assumed in acquisition	0	0	21,724
Fair value of earn-out consideration for acquisition		$ 10,762	$ 0

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The Company and Its Significant Accounting Policies	12 Months Ended Jun. 30, 2024
Accounting Policies [Abstract]	
The Company and Its Significant Accounting Policies	THE COMPANY AND ITS SIGNIFICANT ACCOUNTING POLICIES

Bill.com, Inc. was incorporated in the State of Delaware in April 2006. Bill.com Holdings, Inc. was incorporated in the State of Delaware in August 2018 (and renamed BILL Holdings, Inc. in February 2023). In November 2018, Bill.com, Inc. consummated a reorganization with BILL Holdings, Inc., resulting in the latter becoming the parent entity of Bill.com, Inc. BILL Holdings, Inc. and its wholly-owned subsidiaries are collectively referred to as the “Company”.

The Company is a provider of software-as-a-service, cloud-based payments, and spend and expense management products, which allow users to automate accounts payable and accounts receivable transactions, enable businesses to easily connect with their suppliers and/or customers to do business, eliminate expense reports, manage cash flows, and improve back-office efficiency.

Follow-on Offering

On September 24, 2021, the Company closed a public offering in which the Company issued and sold a total of 5,073,529 shares of common stock at a public offering price of $272.00 per share. The Company received $1.3 billion in net proceeds from this public offering, after deducting underwriting discounts, commissions, and other offering costs of $38.9 million.

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and were prepared in conformity with U.S. generally accepted accounting principles (GAAP) and applicable rules and regulations of the Securities and Exchange Commission (SEC). All intercompany accounts and transactions have been eliminated.

Reclassification

Certain accounts in the prior period consolidated statements of operation and consolidated statements of cash flows were reclassified to conform with the current year presentation.

Segment Reporting

The Company operates as one operating segment because its chief operating decision maker, who is the Chief Executive Officer, reviews its financial information on a consolidated basis for purposes of making decisions regarding allocating resources and assessing performance. The Company's long-lived assets are mainly located in the United States (U.S.) and revenue is mainly generated in the U.S. Long-lived assets outside the U.S. was zero and not material as of June 30, 2024 and 2023, respectively. Total revenue from external customers outside of the U.S. was less than 3% of consolidated total revenue during each of the years ended June 30, 2024, 2023, and 2022.

Business Combinations

The Company accounts for acquisitions using the acquisition method of accounting, which requires, among other things, allocation of the fair value of purchase consideration to the tangible and intangible assets acquired and liabilities assumed at their estimated fair values on the acquisition date. The excess of the fair value of purchase consideration over the values of the identifiable assets and liabilities is recorded as goodwill.

The determination of the fair value of assets acquired and liabilities assumed involves assessments of factors such as the expected future cash flows associated with individual assets and liabilities and appropriate discount rates at the date of the acquisition. Significant management inputs used in the estimation of fair value of assets acquired and liabilities assumed include, but are not limited to, expected future cash flows, future changes in technology, estimated replacement costs, discount rates, and assumptions about the period of time the brand will continue to be used in the Company’s product portfolio. Where appropriate, external advisers are

consulted to assist in the determination of fair value. For non-observable market values, fair value has been determined using acceptable valuation methods (e.g., relief from royalty methods). The results of operations for businesses acquired are included in the financial statements from the acquisition date. Acquisition-related expenses and post-acquisition integration costs are recognized separately from the

business combination and are expensed as incurred. During the measurement period, not to exceed one year from the date of acquisition, the Company may record adjustments to the tangible and intangible assets acquired and liabilities assumed, including the fair value of acquired intangible assets, an indemnification asset related to certain assumed liabilities, net lease liabilities, uncertain tax positions, tax-related valuation allowances, and pre-acquisition contingencies with a corresponding offset to goodwill. The Company continues to collect information and reevaluates these estimates and assumptions quarterly and records any adjustments to the Company's preliminary estimates to goodwill provided that the Company is within the measurement period. After the measurement period, any subsequent adjustments are reflected in the consolidated statements of operations.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make various estimates and assumptions that affect the amounts reported and disclosed in the consolidated financial statements and the accompanying notes. Management regularly assesses these estimates, including, but not limited to useful lives of long-lived assets; capitalization of internal-use software costs; the estimate of expected credit losses on accounts receivable, acquired card receivables, and loans held for investment; accrual for rewards; benefit periods used to amortize deferred costs; reserve for losses on funds held for customers; and valuation of deferred tax assets. The Company evaluates these estimates and assumptions and adjusts them accordingly. Actual results could differ from those estimates, and such differences may be material to the consolidated financial statements.

Funds Held for Customers and Customer Fund Deposits

Funds held for customers and the corresponding liability on customer fund deposits represent funds that are collected from customers for payments to their suppliers and funds that are collected on behalf of customers. Generally, these funds held for customers are initially deposited in separate bank accounts until remitted to the customers' suppliers or to the customers. Funds held for customers also include amounts that are held by or deposited into the accounts of payment processing companies and receivables from customers. The funds held for customers are restricted for the purpose of satisfying the customers' fund obligations and are not available for general business use by the Company. The Company partially invests funds held for customers in highly liquid investments, which include money market funds and marketable debt securities with maturities of three months or less, as well as marketable debt securities with maturities ranging from more than three months up to thirty-seven months at the time of purchase based on the effective maturity date. Funds held for customers that are invested in marketable debt securities are classified as available-for-sale. These investments are carried at fair value, with unrealized gains or losses included in accumulated other comprehensive loss on the consolidated balance sheets and as a component of the consolidated statements of comprehensive loss. The Company contractually earns interest on funds held for customers with associated counterparties.

Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents

Cash and cash equivalents consist of cash in banks, highly liquid investments with maturities of three months or less at the time of purchase.

Restricted cash consists of (i) amounts restricted under deposit account control agreements, (ii) minimum cash balances that are required to be maintained by certain banks, (iii) cash collateral required by the Company's lessors to satisfy letter of credit requirements under its lease agreements, (iv) cash collateral required by a bank in connection with the Company's money transmission activities, and (v) cash in bank and cash deposits held by payment processing companies included in funds held for customers.

Restricted cash equivalents consist of highly liquid investments with maturities of three months or less at the time of purchase that are included in funds held for customers.

Except for the restricted cash included in funds held for customers, the current and non-current portion of the restricted cash is included in prepaid expenses and other current assets, and in other assets, respectively, in the accompanying consolidated balance sheets.

Short-term Investments

The Company invests excess cash in a diversified portfolio of highly rated marketable debt securities with maturities of more than three months. These securities are classified as available-for-sale and recorded at fair value. The Company determines the appropriate classification of investments in marketable debt securities at the time of purchase and reevaluates such designation at each balance sheet date. After consideration of risk versus reward attributes and liquidity requirements, the Company may sell these debt securities prior to their stated maturities. As the Company views these securities as available to support current operations, including those with maturities beyond 12 months, and therefore classifies these securities as current assets in the accompanying consolidated balance sheets. Unrealized gains or losses are included in accumulated other comprehensive loss on the consolidated balance sheets and as a component of the consolidated statements of comprehensive loss. If the estimated fair value of an available-for-sale debt security is below its amortized cost basis, then the Company evaluates for impairment. The Company considers its intent to sell the security or whether it is more likely than not that it will be required to sell the security before recovery of its amortized basis. If either of these criteria are met, the debt security's amortized cost basis is written down to fair value through other income (expense), net in the consolidated statements of operations. If neither of these criteria are met, the Company evaluates whether unrealized losses have resulted from a credit loss or other factors. When a credit loss exists, the Company compares the present value of cash flows expected to be collected from the debt security with the amortized cost basis of the security to determine what allowance amount, if any, should be recorded. An impairment relating to credit losses is recorded through an allowance for credit losses reported in other income (expense), net in the consolidated statements of operations. The allowance is limited by the amount that the fair value of the debt security is below its amortized cost basis.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash, cash equivalents, restricted cash, restricted cash equivalents, short-term investments, accounts receivable, acquired card receivables and loans held for investment (collectively referred to as Financial Assets). The Company maintains its cash, cash equivalents, restricted cash, restricted cash equivalents and short-term investments with large multinational financial institutions that may at times exceed federally insured limits. Management believes that the financial institutions with which the Company does business are financially sound with minimal credit risk. Management further believes the associated risk of concentration for the Company's investments is mitigated by holding a diversified portfolio of highly rated investments consisting of money market funds and short-term debt securities.

The Company performs credit evaluations to verify the credit quality of its Financial Assets and determine any at-risk receivables. As of June 30, 2024 and 2023, the allowance for expected credit losses related to accounts receivable, acquired card receivables and loans held for investment totaled approximately $25.8 million and $15.9 million, respectively. These amounts do not include the immaterial allowance for expected credit losses on the card receivables that have been authorized but not cleared at the end of the periods (see Note 15).

There were no customers that exceeded 10% of the Company's total revenue during each of the years ended June 30, 2024, 2023, and 2022.

Foreign Currency

The functional currency of the Company's foreign subsidiaries is the U.S. dollar, which is the Company's reporting currency. Gains and losses from the remeasurement of transactions denominated in foreign currencies other than the functional currency of the foreign subsidiaries are included in other income (expense), net in the accompanying statements of operations

Accounts Receivable and Unbilled Revenue

Accounts receivable, which consist primarily of fees from customers, including accounting firm and financial institution customers, are recorded at the invoiced amount, net of an allowance for expected credit losses. Unbilled revenue is recorded based on amounts that the Company expects to invoice to customers in the subsequent period. The allowance for expected credit losses related to accounts receivable and unbilled

revenue is based on the Company's assessment of the collectability of the receivables. The Company regularly reviews the adequacy of the allowance for expected credit losses by considering the age of each outstanding invoice and the collection history of each customer to determine whether a specific allowance is appropriate. Accounts receivable deemed uncollectible are charged against the allowance for expected credit losses when identified. For all periods presented, the allowance for expected credit losses related to accounts receivable and unbilled revenue was not material.

Loans Held for Investment

Loans held for investment represent funds advanced under either a term loan or line of credit agreement, through a partnership with a third-party bank (the Originating Bank Partner) in connection with the Company's invoice financing product, with each invoice financed having a repayment term of 12 months. The Company purchases loans or lines of credit draws from the Originating Bank Partner pursuant to the terms outlined in the loan sale agreement between the Company and the Originating Bank Partner. The undrawn lines of credit are unconditionally cancellable. Loans that the Company has the intent and ability to hold for the foreseeable future or until maturity or payoff are classified as held for investment and are initially recognized at their purchase price and subsequently reported at amortized cost. The loans held for investment are recorded net of the allowance for expected credit losses.

The Company accretes discount and interest income using the effective interest method over the life of the loan. Accretion of discount and interest income on these loans is included in subscription and transaction fees revenue in the accompanying consolidated statements of operations.

Property and Equipment

Property and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the respective assets, generally one to four years. Leasehold improvements are amortized over the shorter of estimated useful lives of the assets or the lease term. Expenditures for repairs and maintenance are charged to expense as incurred. Upon disposition, the cost and related accumulated depreciation and amortization are removed from the accounts and the resulting gain or loss is reflected in the consolidated statements of operations.

The Company capitalizes internal and external direct costs incurred related to obtaining or developing internal-use software. Costs incurred during the application development stage are capitalized and are amortized using the straight-line method over the estimated useful lives of the software, generally three years commencing on the first day of the month following when the software is ready for its intended use. Costs related to planning and other preliminary project activities and post-implementation activities are expensed as incurred.

Acquired Card Receivables

The portfolio of acquired card receivables consists of U.S. based commercial accounts diversified across various geographies and industries. The Company manages credit risk based on common risk characteristics including financial condition of the users of the spend and expense management application.

Acquired card receivables are reported at their principal amounts outstanding net of allowance for expected credit losses and represent a revolving line of credit. The undrawn lines of credit are unconditionally cancellable. Acquired card receivables are deemed to be held for investment when such receivables are not acquired specifically for resale.

As part of the onboarding process, users of the Company's free spend and expense management application are provided with a credit limit subject to a credit policy and underwriting process which is periodically re-performed based on risk indicators and the size of the credit limit.

Spending businesses may over fund their accounts through payments in excess of the outstanding balance. Such over funded amounts are recorded as prepaid card deposits, which are included in other accruals and current liabilities in the accompanying consolidated balance sheets.

Acquired card receivables represent amounts due on card transactions integrated with the spend and expense management application. The Company is contractually obligated to purchase a 100% participation interest in all card receivables from U.S.-based card issuing banks (Issuing Banks) including authorized transactions that have not cleared at the Issuing Banks. Acquired card receivables are recorded at the time a transaction clears at the Issuing Banks and generally payment for the card receivables is made on the day the transaction clears at the Issuing Banks.

The acquired card receivables portfolio consists of a large group of smaller balances from spending businesses across a wide range of industries. The allowance for expected credit losses reflects the Company's estimate of uncollectible balances resulting from credit losses and is based on the determination of the amount of expected credit losses inherent in the acquired card receivables as of the reporting date. An estimate of lifetime expected credit losses is performed by incorporating historical loss experience, as well as current and future economic conditions over a reasonable and supportable period beyond the balance sheet date. In estimating expected credit losses, the Company uses models that entail a significant amount of judgment. The primary areas of judgment used in measuring the quantitative components of the Company's reserves relate to the attributes used to segment the portfolio, the determination of the historical loss experience look-back period, and the weighting of historical loss experience by monthly cohort. The Company uses these models and assumptions to determine the reserve rates applicable to the outstanding acquired card receivables balances to estimate reserves for expected credit losses. Based on historical loss experience, the probability of default decreases over time, therefore the attribute used to segment the portfolio is the length of time since an account's credit limit origination. The Company's models use past loss experience to estimate the probability of default and exposure at default by aged balances. The Company also estimates the likelihood and magnitude of recovery of previously charged-off loans based on historical recovery experience. Additionally, management evaluates whether to include qualitative reserves to cover credit losses that are expected but may not be adequately represented by the quantitative methodology or the economic assumptions. The qualitative reserves address possible limitations within the models or factors not included within the models, such as external conditions, changes in underwriting strategies, the nature and volume of the portfolio, and the volume and severity of past due accounts. In general, acquired card receivables are charged-off after substantially the entire balance becomes 120 days delinquent. Assumptions regarding expected losses are reviewed periodically and may be impacted by actual performance of the acquired card receivables and changes in any of the factors discussed above. As of June 30, 2024 and 2023, the allowance for expected credit losses on acquired card receivables shown on the consolidated balance sheets totaled $20.9 million and $15.5 million, respectively. These amounts do not include the immaterial allowance for expected credit losses on card receivables that have been authorized but not cleared at the end of the periods (see Note 15).

Goodwill

Goodwill represents the excess of the purchase price of the acquisition over the net fair value of identifiable assets acquired and liabilities assumed. Goodwill amounts are not amortized.

Intangible Assets

The Company generally recognizes assets for customer relationships, developed technology and finite-lived trade names from an acquisition. Finite-lived intangible assets are carried at acquisition cost less accumulated amortization. Such amortization is recorded on a straight-line basis over the estimated useful lives of the respective assets, generally from three to ten years. Amortization for developed technology is recognized in cost of revenue. Amortization for customer relationships and trade names is recognized in sales and marketing expenses.

Impairment

Goodwill is tested annually at the reporting unit level for impairment during the fourth fiscal quarter or more frequently if facts or changes in circumstances indicate the carrying amount of goodwill may not be recoverable. The Company has one reporting unit; therefore, all of its goodwill is associated with the entire company. Management has the option to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of the Company is less than the carrying amount, including goodwill. If it is determined that it is more likely than not that the fair value of the Company is less than the carrying amount, a quantitative assessment is performed by comparing the fair value of a reporting unit with its carrying amount. An

impairment charge is recognized for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the total amount of goodwill allocated to that reporting unit. The Company also has the option to bypass the qualitative assessment and perform the quantitative assessment.

The Company reviews the valuation of long-lived assets, including property and equipment and finite-lived intangible assets, whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. The recoverability of long-lived assets or asset groups is calculated based on the estimated undiscounted future cash flows expected to result from the use and eventual disposition of the asset. Impairment testing is performed at the asset group level.

Based on management's assessment, the Company did not recognize any impairment losses on its goodwill, finite-lived intangible assets or other long-lived assets during the periods presented herein.

Leases

The Company determines if an arrangement is a lease, or contains a lease, by evaluating whether there is an identified asset and whether the Company controls the use of the identified asset throughout the period of use. The Company determines the classification of the lease, whether operating or financing, at the lease commencement date, which is the date the leased assets are made available for use.

The Company uses the non-cancelable lease term when recognizing the ROU assets and lease liabilities, unless it is reasonably certain that a renewal or termination option will be exercised. The Company accounts for lease components and non-lease components as a single lease component. Modifications are assessed to determine whether incremental differences result in new contract terms and accounted for as a new lease or whether the additional right of use should be included in the original lease and continue to be accounted with the remaining ROU asset.

Operating lease ROU assets and lease liabilities are recognized at the lease commencement date based on the present value of the lease payments over the lease term. Lease payments consist of the fixed payments under the arrangement, less any lease incentives. Variable costs, such as common area maintenance costs, are not included in the measurement of the ROU assets and lease liabilities, but are expensed as incurred. As the implicit rate of the leases is not determinable, the Company uses an incremental borrowing rate in determining the present value of the lease payments. Lease expenses are recognized on a straight-line basis over the lease term.

The Company does not recognize ROU assets on lease arrangements with a term of 12 months or less. Lease expense for such arrangements is recognized on a straight-line basis over the term of the lease.

Accrued Rewards

Spending businesses participate in rewards programs based on card transactions. The Company records a rewards liability that represents the estimated cost for rewards owed to spending businesses. Rewards liabilities are impacted over time by redemption costs and by spending businesses meeting eligibility requirements. Changes in the rewards liabilities during the period are recognized as an increase or decrease to sales and marketing expense in the accompanying consolidated statements of operations. The accrued rewards liability, which was $67.7 million and $55.4 million as of June 30, 2024 and 2023, respectively, is included in other accruals and current liabilities in the accompanying consolidated balance sheets. The rewards expense, which was $219.8 million, $173.9 million, and $95.2 million, during the years ended June 30, 2024, 2023, and 2022, respectively, is included in sales and marketing expenses in the accompanying consolidated statements of operations.

Revenue Recognition

The Company enters into contracts with small and midsize businesses (SMB) and accounting firm customers to provide access to the functionality of the Company's cloud-based payments platform to process transactions. These contracts are either monthly contracts paid in arrears or upfront, or annual arrangements paid up front. The Company charges its SMB and accounting firm customers subscription fees for access to its platform either based on the number of users or per customer account and the level of service. The Company

generally also charges these customers transaction fees based on transaction volume and the category of transaction. The contractual price for subscription and transaction services is based on either negotiated fees or the rates published on the Company's website.

The Company accounts for its annual and monthly contracts as a series of distinct services that are satisfied over time. Revenues recognized exclude amounts collected on behalf of third parties, such as sales taxes collected and remitted to governmental authorities.

The Company enables SMB and accounting firm customers to make virtual card payments to their suppliers. The Company also facilitates the extension of credit to spending businesses through the BILL Spend and Expense product in the form of BILL Divvy Corporate Cards. The spending businesses utilize the credit on BILL Divvy Corporate Cards as a means of payment for goods and services provided by their suppliers. Virtual card payments and BILL Divvy Corporate Cards are originated through agreements with Issuing Banks. The agreements with the Issuing Banks allow for card transactions on the MasterCard and Visa networks. For each virtual card and BILL Divvy Corporate Card transaction, suppliers are required to pay interchange fees to the issuer of the card. Based on the Company's agreements with its Issuing Banks, the Company recognizes the interchange fees as revenue gross or net of rebates received from the Issuing Bank based on the Company's determination of whether it is the principal or agent under the agreements.

The Company enters into multi-year contracts with financial institution customers to provide access to the Company's cloud-based payments platform to process transactions. These contracts typically include fees for initial implementation services that are paid during the period the implementation services are provided as well as fees for subscription and transaction processing services, which are subject to guaranteed monthly minimum fees that are paid monthly over the contract term. These contracts enable the financial institutions to provide their customers with access to online bill pay services through the financial institutions' online platforms. Implementation services are required up-front to establish an infrastructure that allows the financial institutions' online platforms to communicate with the Company's online platform. A financial institution's customers cannot access online bill pay services until implementation is complete.

Initial implementation services and transaction processing services are not capable of being distinct from the subscription for online bill pay services and are combined into a single performance obligation. The total consideration in these contracts varies based on the number of users and transactions to be processed. The Company has determined it meets the variable consideration allocation exception and therefore recognizes guaranteed monthly payments and any overages as revenue in the month they are earned. Implementation fees are recognized based on the proportion of transactions processed to the total estimated transactions to be processed over the contract period. The Company allocates revenue to each performance obligation based on its relative standalone selling price.

Interest on Funds Held for Customers

The Company also earns revenue from interest earned on funds held for customers that are initially deposited into the Company's bank accounts that are separate from the Company's operating cash accounts until remitted to the customers or their suppliers. The Company partially invests funds held for customers in highly liquid investments with maturities of three months or less and in marketable debt securities with maturities of three months to one year at the time of purchase. Interest and fees earned are recognized based on the effective interest method and also include the accretion of discounts and the amortization of premiums on marketable debt securities.

Deferred Revenue

Subscription and transaction fees from customers for which the Company has annual or multi-year contracts are generally billed in advance. These fees are initially recorded as deferred revenue and subsequently recognized as revenue as the performance obligation is satisfied.

Deferred Costs

Deferred costs consist of (i) deferred sales commissions that are incremental costs of obtaining customer contracts and (ii) deferred service costs, primarily direct payroll costs, for implementation services provided to customers prior to the launching of the Company's products for general availability (go-live) to

customers. Sales commissions paid on renewals are not material and are not commensurate with sales commissions paid on the initial contract. Deferred sales commissions are amortized ratably over the estimated life of the customer relationship aligned with the pattern of customer attrition, taking into consideration the initial contract term and expected renewal periods. Deferred service costs are amortized ratably over the estimated benefit period of the capitalized costs starting on the go-live date of the service.

Service Costs

Service costs consist primarily of personnel-related costs, including stock-based compensation, for the Company's customer success and payment operations teams, costs that are directly attributed to processing customers' and spending businesses' transactions (such as the cost of printing checks, postage for mailing checks, fees associated with the issuance and processing of card transactions, fees for processing payments), outsourced support services for the Company's customer success team, direct and amortized costs for implementing and integrating the Company's cloud-based platform into the customers' systems, and cloud payments infrastructure costs.

Research and Development

Costs incurred in research and development, excluding development costs eligible for capitalization as internal-use software, are expensed as incurred.

Stock-based Compensation

The Company measures stock-based compensation for stock options and purchase rights issued under the Employee Stock Purchase Plan (ESPP) at fair value on the date of grant using the Black-Scholes option-pricing model. The Company measures stock-based compensation for restricted stock units (RSUs) and market-based RSUs based on the closing price of the Company's stock and using the Monte Carlo simulation model, respectively, on the date of grant. The Company measures stock-based compensation for performance-based awards at fair value on the date of grant. Awards that are classified as liabilities are remeasured at fair value at the end of each reporting period.

The Company recognizes compensation on a straight-line basis over the requisite service period, which is generally the vesting term of four years for stock options and RSUs, the offering period of one year for purchase rights under the ESPP, and the requisite period of one to three years for market-based RSUs. The Company recognizes compensation for performance-based awards over the vesting period if it is probable that the performance condition will be achieved. The Company accounts for forfeitures as they occur.

Advertising

The Company expenses the costs of advertising, including promotional expenses, as incurred. Advertising expenses during the years ended June 30, 2024, 2023, and 2022 were $43.6 million, $39.0 million, and $29.4 million, respectively.

Income Taxes

The Company accounts for income taxes using the asset and liability method, which requires the recognition of taxes payable or refundable for the current year and deferred income tax assets and liabilities for the future tax consequences of temporary differences between the financial statement carrying amounts and the tax basis of the Company's assets and liabilities, net operating loss (NOL), and tax credit carryforwards. A valuation allowance is established to reduce deferred tax assets to the amount expected to be realized.

The Company accounts for uncertainty in income taxes using a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. The Company classifies any liabilities for unrecognized tax benefits as current to the extent that the Company anticipates

payment (or receipt) of cash within one year. Interest and penalties related to uncertain tax positions are recognized in the provision for income taxes.

Net Loss Per Share Attributable to Common Stockholders

Basic net loss per share attributable to common stockholders is calculated by dividing the net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period, without consideration of potentially dilutive securities. Diluted net loss per share attributable to common stockholders is the same as basic net loss per share attributable to common stockholders for all periods presented since the effect of potentially dilutive securities is anti-dilutive given the net loss of the Company.

Restructuring

The Company records a liability for involuntary employee termination benefits when management has committed to a plan that establishes the terms of the arrangement and that plan has been communicated to employees. Costs to terminate a contract before the end of the term are recognized on the termination date, and costs that will continue to be incurred in a contract for the remaining term without economic benefit are recognized as of the cease-use date.

New Accounting Pronouncements and Disclosure Rules Not Yet Adopted

In November 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2023-07, Reportable Segments (Topic 280): Improvements to Reportable Segment Disclosures, which expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses, including public entities with a single operating or reportable segment. The updated standard is effective for the Company's annual periods beginning in fiscal 2025 and interim periods beginning in the first quarter of fiscal 2026. Early adoption is permitted. This ASU will result in the required additional disclosures being included in the consolidated financial statements retrospectively, to all periods presented, once adopted.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which expands disclosures in an entity's income tax rate reconciliation table and regarding cash taxes paid both in the U.S. and foreign jurisdictions. The updated standard will be effective for annual periods beginning in fiscal 2026. This ASU will result in the required additional disclosures being included in the consolidated financial statements, once adopted.

In March 2024, the SEC adopted final rules related to climate-related disclosures in SEC Release No. 33-11275: The Enhancement and Standardization of Climate-Related Disclosures for Investors. In April 2024, the SEC issued an order to stay the effectiveness of the rules pending the completion of judicial review of multiple petitions challenging the rules. To the extent the rules become effective, they will require registrants to disclose certain climate-related information in registration statements and annual reports. The disclosure requirements, as initially adopted, would apply for annual periods beginning in fiscal 2026. The Company is currently evaluating the final rules to determine their impact on the Company's Annual Reports on Form 10-K.

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Revenue

12 Months Ended
Jun. 30, 2024

Revenue from Contract with Customer [Abstract]

Revenue

REVENUE

The Company generates revenue primarily from subscription and transaction fees. The table below shows the Company's revenue from subscription and transaction fees, which are disaggregated by sales

channel, and revenue from interest on funds held for customers (in thousands).

	Year ended June 30,		
	2024	2023	2022
SMBs, accounting firms, spending businesses and other	$ 1,098,644	$ 901,602	$ 603,171
Financial institutions	24,089	43,108	30,194
Total subscription and transaction fees	1,122,733	944,710	633,365
Interest on funds held for customers	167,439	113,758	8,594
Total revenue	$ 1,290,172	$ 1,058,468	$ 641,959

Deferred revenue

Fees from customers with which the Company has annual or multi-year contracts are generally billed in advance. These fees are initially recorded as deferred revenue and subsequently recognized as revenue as the performance obligation is satisfied. During the year ended June 30, 2024, the Company recognized approximately $22.5 million of revenue that was included in the deferred revenue balance as of June 30, 2023.

Remaining performance obligations

The Company has performance obligations associated with commitments in customer contracts for future services that have not yet been recognized as revenue. As of June 30, 2024, the aggregate amount of transaction price allocated to performance obligations that are unsatisfied (or partially unsatisfied), including deferred revenue, was approximately $86.8 million. Of the total remaining performance obligations, the Company expects to recognize approximately 35% over the next year, 19% between one to two years and 46% over the next three to five years thereafter. The Company determines remaining performance obligations at a point in time based on contracts with customers. The Company evaluates its customer relationships on an ongoing basis, and may selectively renegotiate certain terms of its agreements with financial institutions, accounting firms and SMBs. There were no subsequent events that would materially impact the amount of the remaining performance obligations as of June 30, 2024. However, actual amounts and timing of revenue recognized may differ due to subsequent contract modifications, renewals and/or terminations.

Unbilled revenue

Unbilled revenue consists of revenue recognized that has not been billed to the customers yet. The unbilled revenue amounted to $16.7 million and $14.0 million as of June 30, 2024 and 2023, respectively.

Deferred costs

Deferred costs consisted of the following as of the dates presented (in thousands):

	June 30,	
	2024	2023
Deferred sales commissions:		
Current	$ 8,142	$ 6,523
Non-current	15,113	12,317
Total deferred sales commissions	$ 23,255	$ 18,840
Deferred service costs:		
Current	$ 430	$ 904
Non-current	1,930	2,221
Total deferred service costs	$ 2,360	$ 3,125

The current portion of deferred costs is included in prepaid expenses and other current assets and the non-current portion is included in other assets in the accompanying consolidated balance sheets. The amortization of deferred sales commissions, which is included in sales and marketing in the accompanying

consolidated statements of operations, was $7.9 million, $6.6 million, and $5.2 million during the years ended June 30, 2024, 2023, and 2022, respectively. The amortization of deferred service costs, which is included in service costs in the accompanying consolidated statements of operations, was $2.0 million, $2.5 million, and $1.6 million during the years ended June 30, 2024, 2023, and 2022, respectively.

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Business Combination

12 Months Ended
Jun. 30, 2024

Business Combinations [Abstract]

Business Combination

BUSINESS COMBINATION

Fiscal 2022 Acquisition

On September 1, 2021, the Company acquired 100% of the outstanding equity interests of Invoice2go, LLC, and Cimrid Pty, Ltd (together, Invoice2go). The results of Invoice2go's operations have been included in the accompanying consolidated financial statements since the acquisition date. Invoice2go provides mobile-first accounts receivable software that empowers SMBs and freelancers to grow their client base, manage invoicing and payments, and build their brand. Invoice2go has operations in the U.S. and in Australia, and serves a large global customer base of SMBs. The acquisition of Invoice2go will enhance the Company's ability to provide an expanded product solution to enable SMBs to manage accounts payable, corporate card spend, and accounts receivable all in one place. Additionally, the acquisition will expand the market opportunity for the Company by offering Invoice2go's product to its existing customers and network members and vice versa.

The acquisition purchase consideration totaled $674.3 million, which consisted of the following (in thousands):

Equity consideration [1]	$ 510,218
Cash	164,087
Total	$ 674,305

[1] This includes 1,788,372 shares of the Company's common stock issued with a fair value based upon the opening market price on the acquisition date. This also includes the stock options assumed to replace stock options that were outstanding on the acquisition date under Invoice2go's 2014 Equity Incentive Plan. The fair value of these stock options was $21.7 million, which was the amount attributable to the pre-combination requisite service period.

The following table summarizes the preliminary fair values of the assets acquired and liabilities assumed at the acquisition date (in thousands):

Cash and cash equivalents	$ 19,738
Accounts receivable and other assets	4,518
Intangible assets	91,219
Total identifiable assets acquired	115,475
Accounts payable and other liabilities	(26,618)
Net identifiable assets acquired	88,857
Goodwill	585,448
Net assets acquired	$ 674,305

The preliminary fair values allocated to the identifiable intangible assets (in thousands) and their estimated useful lives are as follows:

	Preliminary fair value	Weighted average useful life (in years)
Customer relationships	$ 61,269	10.0
Developed technology	15,908	3.0
Trade name	14,042	3.0
Total	$ 91,219	

Customer relationships were measured at fair value using the multiple-period excess earnings method under the income approach. Significant inputs used to measure the fair value include an estimate of projected revenue and costs associated with existing customers, and a discount rate of 12.3%.

Developed technology was measured at fair value using the relief-from-royalty method of the income approach. Significant inputs used to measure the fair value include an estimate of projected revenue from existing technology, a pre-tax royalty rate of 15.0%, and a discount rate of 12.3%.

Trade name was measured at fair value using the relief-from-royalty method under the income approach. Significant inputs used to measure the fair value include an estimate of projected revenue from the trade name, a pre-tax royalty rate of 2.5%, and a discount rate of 12.3%.

The $585.4 million goodwill is attributable primarily to the expected synergies and economies of scale expected from combining the operations of both entities, and intangible assets that do not qualify for separate recognition, including assembled workforce acquired through the acquisition. None of the goodwill is expected to be deductible for income tax purposes. As a result of the adoption of ASU 2021-08 Business Combinations (Topic 805)—*Accounting for Contract Assets and Contract Liabilities from Contracts with Customers* on October 1, 2021, retrospectively to September 1, 2021, the Company recorded adjustments of $8.0 million to increase goodwill and deferred revenue, and an immaterial amount to deferred income tax liability. The amounts recorded as measurement period adjustments were not material during the 12-month measurement period.

The Company recognized $3.7 million of acquisition-related costs that were expensed during the year ended June 30, 2022. These costs are shown as part of general and administrative expenses in the accompanying consolidated statements of operations.

The amount of Invoice2go's revenue and net loss, which includes amortization of intangible assets, from the acquisition date of Invoice2go that were included in the Company's consolidated statements of operations during the year ended June 30, 2022 were approximately $32.9 million and $32.0 million, respectively.

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Fair Value Measurement	12 Months Ended Jun. 30, 2024
Fair Value Disclosures [Abstract]	
Fair Value Measurement	

FAIR VALUE MEASUREMENT

The Company measures and reports its cash equivalents, short-term investments, funds held for customers that are invested in money market funds and marketable debt securities, and contingent consideration at fair value. Fair value is defined as the exchange price that would be received for an asset or an exit price paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs.

The fair value hierarchy defines a three-level valuation hierarchy for disclosure of fair value measurements as follows:

Level 1 – Inputs are unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable, unadjusted quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities.

Level 3 – Unobservable inputs that are supported by little or no market activity for the related assets or liabilities and typically reflect management's estimate of assumptions that market participants would use in pricing the assets or liabilities.

In determining fair value, the Company utilizes quoted market prices, or valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible, and also considers counterparty credit risk in its assessment of fair value.

The following tables set forth the fair value of assets and liabilities that were measured at fair value on a recurring basis based on the three-tier fair value hierarchy as of the dates presented (in thousands):

	June 30, 2024			
	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents:				
Money market funds	$ 522,618	$ —	$ —	$ 522,618
	522,618	—	—	522,618
Short-term investments:				
Corporate bonds	—	298,202	—	298,202
U.S. treasury securities	—	180,983	—	180,983
Asset-backed securities	—	59,363	—	59,363
Certificates of deposit	—	38,370	—	38,370
U.S. agency securities	—	24,617	—	24,617
	—	601,535	—	601,535
Funds held for customers:				
Restricted cash equivalents				
Money market funds	1,319,609	—	—	1,319,609
Corporate bonds	—	89,082	—	89,082
	1,319,609	89,082	—	1,408,691
Short-term investments				
Corporate bonds	—	937,198	—	937,198
U.S. treasury securities	—	342,041	—	342,041
Certificates of deposit	—	119,616	—	119,616
Asset-backed securities	—	116,475	—	116,475
	—	1,515,330	—	1,515,330
Total assets measured at fair value	$ 1,842,227	$ 2,205,947	$ —	$ 4,048,174

	June 30, 2023			
	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents:				
Money market funds	$ 1,131,621	$ —	$ —	$ 1,131,621
Certificates of deposit	—	2,578	—	2,578
Corporate bonds	—	45,301	—	45,301
U.S. treasury securities	44,856	—	—	44,856
	1,176,477	47,879	—	1,224,356
Short-term investments:				
Corporate bonds	—	479,483	—	479,483
U.S. treasury securities	408,368	—	—	408,368
U.S. agency securities	—	57,967	—	57,967
Asset-backed securities	—	51,193	—	51,193
Certificates of deposit	—	46,099	—	46,099
	408,368	634,742	—	1,043,110
Funds held for customers:				
Restricted cash equivalents				
Money market funds	713,469	—	—	713,469
	713,469	—	—	713,469
Short-term investments				
Corporate bonds	—	433,920	—	433,920
Certificates of deposit	—	233,291	—	233,291
U.S. agency securities	—	27,458	—	27,458
Asset-backed securities	—	70,661	—	70,661
U.S. treasury securities	81,074	—	—	81,074
	81,074	765,330	—	846,404
Total assets measured at fair value	$ 2,379,388	$ 1,447,951	$ —	$ 3,827,339
Liabilities				
Contingent consideration[1]	—	—	(12,035)	(12,035)
Total liabilities measured at fair value	$ —	$ —	$ (12,035)	$ (12,035)

[1] The Company used the probability-weighted discounted cash flow method to estimate the contingent consideration. The significant inputs used in the fair value measurement of the contingent consideration are the probability of payout and discount rate. As these inputs are not based on observable market data, the liability represents a Level 3 measurement within the fair value hierarchy.

There were no transfers of financial instruments between Level 1, Level 2, and Level 3 during the periods presented.

The fair values of the Company's Level 1 instruments were derived from quoted market prices and active markets for these specific instruments.

The valuation techniques used to measure the fair values of Level 2 instruments were derived from non-binding market consensus prices that were corroborated with observable market data, quoted market prices for similar instruments, or pricing models.

The Company had $575.0 million and $167.3 million in aggregate principal amount of its 0% convertible senior notes due in 2027 (2027 Notes) and in 2025 (2025 Notes, together with the 2027 Notes, the Notes),

respectively, outstanding as of June 30, 2024. The Company carries the Notes at par value, less the unamortized issuance costs in the accompanying consolidated balance sheets. The estimated fair value of the 2027 Notes and 2025 Notes, which is presented for disclosure purposes only, was approximately $489.1 million and $154.9 million, respectively, as of June 30, 2024. The fair value was based on a market approach, which represents a Level 2 valuation estimate. The market approach was determined based on the actual bids and offers of the Notes in an over-the-counter market as of the last day of trading prior to the end of the period.

The Company's financial instruments that are not measured and recorded at fair value, including cash, restricted cash, acquired cards receivables, loans held for investment, interest receivable, incentive receivables and borrowings from revolving credit facility, are carried at amortized cost, which approximates their fair value. If these financial instruments were measured at fair value in the financial statements, cash would be classified as Level 1; restricted cash, interest receivables, incentive receivables and borrowings from revolving credit facility would be classified as Level 2 and the acquired cards receivables and loans held for investment would be classified as Level 3 in the fair value hierarchy.

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Short-Term Investments And Funds Held For Customers	12 Months Ended Jun. 30, 2024
Investments, Debt and Equity Securities [Abstract]	

Short-Term Investments And Funds Held For Customers

SHORT-TERM INVESTMENTS AND FUNDS HELD FOR CUSTOMERS

The following table summarizes the assets underlying short-term investments and funds held for customers as of the dates presented (in thousands):

	June 30, 2024	June 30, 2023
Short-term investments:		
Available-for-sale debt securities	$ 601,535	$ 1,043,110
Total short-term investments	601,535	1,043,110
Funds held for customers:		
Restricted cash	779,838	1,793,088
Restricted cash equivalents	1,408,691	713,469
Funds receivable	11,870	12,822
Available-for-sale debt securities	1,515,330	846,404
Total funds held for customers	3,715,729	3,365,783
Less - income earned by the Company included in other current assets	(10,822)	(9,874)
Total funds held for customers, net of income earned by the Company	$ 3,704,907	$ 3,355,909

Income earned by the Company that is included in other current assets represents interest income, accretion of discount (offset by amortization of premium), and net unrealized gains on customer funds that were invested in money market funds and short-term marketable debt securities. The Company contractually earns income from these investments, which are expected to be transferred into the Company's corporate deposit account upon sale or settlement of the associated investment, and are not considered funds held for customers.

The following table summarizes the estimated fair value of available-for-sale debt securities included within funds held for customers and short-term investments as of the dates presented (in thousands):

	June 30, 2024			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Short-term investments:				
Corporate bonds	$ 298,628	$ 140	$ (566)	$ 298,202
U.S. treasury securities	181,225	—	(242)	180,983
Asset-backed securities	59,340	68	(45)	59,363
Certificates of deposit	38,370	—	—	38,370
U.S. agency securities	24,669	—	(52)	24,617
Total short-term investments	$ 602,232	$ 208	$ (905)	$ 601,535
Funds held for customers:				
Corporate bonds	$ 937,989	$ 23	$ (814)	$ 937,198
Certificates of deposit	119,615	1	—	119,616
Asset-backed securities	116,542	11	(78)	116,475
U.S. treasury securities	342,202	1	(162)	342,041
Total funds held for customers	$ 1,516,348	$ 36	$ (1,054)	$ 1,515,330

	June 30, 2023			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Short-term investments:				
Corporate bonds	$ 481,658	$ 207	$ (2,382)	$ 479,483
U.S. treasury securities	409,586	42	(1,260)	408,368
U.S. agency securities	58,166	—	(199)	57,967
Asset-backed securities	51,321	8	(136)	51,193
Certificates of deposit	46,099	—	—	46,099
Total short-term investments	$ 1,046,830	$ 257	$ (3,977)	$ 1,043,110
Funds held for customers:				
Corporate bonds	$ 433,936	$ 18	$ (34)	$ 433,920
Certificates of deposit	233,290	1	—	233,291
Asset-backed securities	70,993	—	(332)	70,661
U.S. agency securities	27,484	5	(31)	27,458
U.S. treasury securities	81,309	1	(236)	81,074
Total funds held for customers	$ 847,012	$ 25	$ (633)	$ 846,404

The amortized cost and fair value amounts for short-term investments include accrued interest receivables of $4.9 million and $4.3 million at June 30, 2024 and 2023, respectively. The amortized cost and fair value amounts for funds held for customers include accrued interest receivable of $6.8 million and $6.9 million as of June 30, 2024 and 2023, respectively.

The following table summarizes fair value of the Company's available-for-sale debt securities included within funds held for customers and short-term investments by remaining contractual maturity as of the dates presented (in thousands):

	June 30, 2024	June 30, 2023
Due within 1 year	$ 1,699,009	$ 1,543,379
Due in 1 year through 5 years	409,309	346,135
Due in 5 year through 10 years	8,547	—
Total	$ 2,116,865	$ 1,889,514

As of June 30, 2024, approximately 340 out of approximately 580 investments in available-for-sale debt securities were in an unrealized loss position. The following table shows gross unrealized losses and fair values for those investments that were in an unrealized loss position as of the dates presented (in thousands):

	June 30, 2024					
	Less than 12 months		12 months or longer		Total	
	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
Short-term investments:						
Corporate bonds	$ 130,469	$ (333)	$ 60,576	$ (232)	$ 191,045	$ (565)
U.S. treasury securities	152,004	(156)	28,979	(86)	180,983	(242)
Asset-backed securities	24,149	(39)	2,155	(7)	26,304	(46)
U.S. agency securities	24,617	(52)	—	—	24,617	(52)
Total short-term investments	$ 331,239	$ (580)	$ 91,710	$ (325)	$ 422,949	$ (905)
Funds held for customers:						
Corporate bonds	$ 506,540	$ (814)	$ —	$ —	$ 506,540	$ (814)
Asset-backed securities	68,629	(76)	5,546	(2)	74,175	(78)
U.S. treasury securities	327,340	(162)	—	—	327,340	(162)
Total funds held for customers	$ 902,509	$ (1,052)	$ 5,546	$ (2)	$ 908,055	$ (1,054)

	June 30, 2023					
	Less than 12 months		12 months or longer		Total	
	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
Short-term investments:						
Corporate bonds	$ 213,373	$ (1,421)	$ 83,189	$ (961)	$ 296,562	$ (2,382)
U.S. treasury securities	199,440	(976)	14,286	(284)	213,726	(1,260)
Asset-backed securities	35,719	(103)	2,707	(33)	38,426	(136)
U.S. agency securities	57,967	(199)	—	—	57,967	(199)
Total short-term investments	$ 506,499	$ (2,699)	$ 100,182	$ (1,278)	$ 606,681	$ (3,977)
Funds held for customers:						
Corporate bonds	$ 34,530	$ (34)	$ —	$ —	$ 34,530	$ (34)
Asset-backed securities	59,128	(258)	11,533	(74)	70,661	(332)
U.S. agency securities	22,494	(31)	—	—	22,494	(31)
U.S. treasury securities	74,888	(236)	—	—	74,888	(236)
Total funds held for customers	$ 191,040	$ (559)	$ 11,533	$ (74)	$ 202,573	$ (633)

Unrealized losses have not been recognized into income as the Company neither intends to sell, nor anticipates that it is more likely than not that the Company will be required to sell, the securities before recovery

of their amortized cost basis. The decline in fair value is due primarily to changes in market interest rates, rather than credit losses. There have been no significant realized gains or losses on the short-term investments and funds held for customers during each of the years ended June 30, 2024, 2023, and 2022.

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Acquired Card Receivables

12 Months Ended
Jun. 30, 2024

Acquired Card Receivables [Abstract]

Acquired Card Receivables

ACQUIRED CARD RECEIVABLES

As of June 30, 2024, approximately $189.7 million of the acquired card receivables balance served as collateral for the Company's borrowings from the Revolving Credit Facility (see Note 10).

The Company incurred losses related to card transactions disputed by spending businesses. The amounts were not material during each of the years ended June 30, 2024 and 2023.

The acquired card receivables balances do not include purchases of participation interest in card receivables from the Issuing Banks that have not cleared at the end of the reporting period. Purchases of participation interest in card receivables that have not cleared as of June 30, 2024 totaled $27.2 million. The Company recognized an immaterial amount of expected credit losses on the card receivables that have not cleared yet as of each of June 30, 2024 and 2023 (see Note 15).

Credit Quality Information

The Company regularly reviews collection experience, delinquencies, and net charge-offs in determining allowance for expected credit losses related to acquired card receivables. Historical collections rates have shown that days past due is the primary indicator of the likelihood of loss. The Company uses the delinquency trends or past due status of the acquired card receivables as the credit quality indicator. Acquired card receivables are considered past due if full payment is not received on the bill date or within a grace period, which is generally limited to five days. Below is a summary of the acquired card receivables by class (i.e., past due status) as of the dates presented (in thousands):

	June 30,	
	2024	2023
Current and less than 30 days past due	$ 706,026	$ 463,704
30 ~ 59 days past due	4,277	2,507
60 ~ 89 days past due	3,393	4,544
90 ~ 119 days past due	4,093	3,196
Over 120 days past due	310	197
Total	$ 718,099	$ 474,148

Allowance for Expected Credit Losses

Below is a summary of the changes in allowance for expected credit losses (in thousands):

	June 30,	
	2024	2023
Balance, beginning	$ 15,498	$ 5,414
Initial allowance for expected credit losses on purchased card receivables with credit deterioration	—	10
Provision for expected credit losses	52,327	32,015
Charge-off amounts	(51,805)	(24,120)
Recoveries collected	4,863	2,179
Balance, ending	$ 20,883	$ 15,498

Purchases of acquired card receivables from the Issuing Banks that were held for investment during the years ended June 30, 2024 and 2023 were $17.6 billion and $13.2 billion, respectively. The provision for expected credit losses related to acquired card receivables and charged-off amounts increased during the year

ended June 30, 2024 due to portfolio growth and an increase in delinquencies during fiscal 2024 on accounts, which were subsequently charged off prior to June 30, 2024.

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Loans Held For Investment

12 Months Ended
Jun. 30, 2024

Receivables [Abstract]

Loans Held For Investment

LOANS HELD FOR INVESTMENT

Loans held for investment are included in prepaid expenses and other current assets in the accompanying consolidated balance sheets and consisted of the following as of the dates presented (in thousands):

	June 30,	
	2024	2023
Unpaid principal balance	$ 44,491	$ 1,579
Less: Discount at loan purchase, net of amortization	(1,120)	(47)
Less: Allowance for expected credit losses	(4,700)	—
Loans held for investment, net	$ 38,671	$ 1,532

Credit Quality Information

The Company conducts an eligibility assessment prior to loan origination by the Originating Bank Partner. This process is performed at the invoice level and involves evaluating the invoice repayment likelihood by the respective network members associated with each invoice. Subsequently, the credit quality of these loans is monitored based on the delinquency trends or past due status of the loans held for investment, which are considered the credit quality indicators. Loans held for investment are considered past due if payment is not received within the terms set by the loan or line of credit agreement. The outstanding balance of loans held for investment considered past due was not material as of each of June 30, 2024 and 2023.

All of the outstanding balance of loans held for investment as of June 30, 2024 was originated during the year ended June 30, 2024.

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Property and Equipment

12 Months Ended
Jun. 30, 2024

Property, Plant and Equipment [Abstract]

Property and Equipment

PROPERTY AND EQUIPMENT

Property and equipment consisted of the following as of the dates presented (in thousands):

	June 30,	
	2024	2023
Software and equipment	$ 20,802	$ 20,971
Capitalized software	81,582	53,950
Furniture and fixtures	13,361	12,598
Leasehold improvements	39,103	39,068
Property and equipment, gross	154,848	126,587
Less: accumulated depreciation and amortization	(66,814)	(45,023)
Property and equipment, net	$ 88,034	$ 81,564

Depreciation and amortization expense, which includes the amortization of capitalized software, during the years ended June 30, 2024, 2023, and 2022 was $23.2 million, $15.5 million, and $11.5 million, respectively.

As of June 30, 2024 and 2023, the unamortized capitalized software cost was $57.5 million and $42.7 million, respectively.

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Goodwill and Intangible Assets

12 Months Ended
Jun. 30, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

Goodwill and Intangible Assets

GOODWILL AND INTANGIBLE ASSETS

Goodwill

Goodwill, which is primarily attributable to expected synergies from acquisitions and is not deductible for U.S. federal and state income tax purposes, consisted of the following as of the dates presented (in thousands):

	June 30,	
	2024	2023
Balance, beginning	$ 2,396,509	$ 2,362,893
Addition related to acquisition during the period	—	33,441
Measurement period adjustments	—	175
Balance, ending	$ 2,396,509	$ 2,396,509

Intangible Assets

Intangible assets consisted of the following as of the dates presented (amounts in thousands):

	June 30, 2024			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted average remaining useful life (in years)
Customer relationships	$ 259,269	$ (78,410)	$ 180,859	7.0
Developed technology	215,958	(116,126)	99,832	2.9
Trade name	48,042	(47,262)	780	0.2
Total	$ 523,269	$ (241,798)	$ 281,471	

	Jun 30, 2023			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted average remaining useful life (in years)
Customer relationships	$ 259,269	$ (52,483)	$ 206,786	8.0
Developed technology	215,958	(77,178)	138,780	3.8
Trade name	48,042	(32,181)	15,861	1.0
Total	$ 523,269	$ (161,842)	$ 361,427	

Amortization of finite-lived intangible assets was as follows during the years ended June 30, 2024 and 2023 (in thousands):

	June 30,	
	2024	2023
Cost of revenue	$ 38,948	$ 38,269
Sales and marketing	41,008	41,936
Total	$ 79,956	$ 80,205

As of June 30, 2024, future amortization of finite-lived intangible assets that will be recorded in cost of revenue and operating expenses is estimated as follows (in thousands):

Fiscal years ending June 30:	Amount
2025	$ 61,234
2026	59,570
2027	56,909
2028	26,606
2029	25,927
Thereafter	51,225
Total	$ 281,471

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Debt and Borrowings

12 Months Ended
Jun. 30, 2024

Debt Disclosure [Abstract]

Debt and Borrowings

DEBT AND BORROWINGS

Debt and borrowings consisted of the following (in thousands):

	June 30, 2024	June 30, 2023
Current liabilities:		
Borrowings from revolving credit facility (including unamortized debt premium)[1]	$ —	$ 135,046
Non-current liabilities:		
Convertible senior notes:		
2027 Notes, principal	575,000	575,000
2025 Notes, principal	167,314	1,150,000
Less: unamortized debt issuance costs	(8,323)	(20,218)
Convertible senior notes, net	733,991	1,704,782
Borrowings from revolving credit facility (including unamortized debt premium)[1]	180,009	—
Total	$ 914,000	$ 1,839,828

[1] Unamortized debt issuance costs balance for the Revolving Credit Facility was $0.6 million and $0.2 million as of June 30, 2024 and June 30, 2023, respectively, and is included in other assets on the consolidated balance sheets.

2027 Notes

On September 24, 2021, the Company issued $575.0 million in aggregate principal amount of its 0% convertible senior notes due on April 1, 2027, in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the 2027 Notes). The 2027 Notes are subject to the terms and conditions of the indenture governing the 2027 Notes between the Company and Wells Fargo Bank, N.A., as trustee (in its respective capacity as the trustee for each of the 2027 Notes and the 2025 Notes (as defined below), as applicable, the Notes Trustee). The net proceeds from the issuance of the 2027 Notes were $560.1 million, after deducting debt discount and debt issuance costs totaling $14.9 million.

The 2027 Notes are senior, unsecured obligations of the Company, and will not accrue interest unless the Company determines to pay special interest as a remedy for failure to timely file any reports required to be filed with the SEC, certain trading restrictions or failure to deliver reports to the Notes Trustee. The 2027 Notes rank senior in right of payment to any of the Company's indebtedness that is expressly subordinated to the 2027 Notes and rank equal in right of payment to any of the Company's unsecured indebtedness that is not so subordinated, including the 2025 Notes. In addition, the 2027 Notes are subordinated to any of the Company's secured indebtedness and to all indebtedness and other liabilities of the Company's subsidiaries.

The 2027 Notes have an initial conversion rate of 2.4108 shares of common stock per $1,000 principal amount, which is equivalent to an initial conversion price of approximately $414.80 per share of the Company's common stock and approximately 1.4 million shares issuable upon conversion. The conversion rate is subject to customary adjustments for certain events as described below. Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of its common stock, or a combination of cash and shares of its common stock, at its election. The Company's current intent is to settle conversions of the 2027 Notes through a combination settlement, which involves a repayment of the principal portion in cash with any excess of the conversion value over the principal amount settled in shares of common stock.

The Company may redeem for cash, all or any portion of the 2027 Notes, at the Company's option, on or after October 5, 2024 if the last reported sale price of the Company's common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending on and including the trading day (Conversion Condition) preceding the date on which the Company provides notice of redemption at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus any accrued and unpaid special interest to, but excluding, the redemption date. No sinking fund is provided for the 2027 Notes.

The holders of the 2027 Notes may convert their notes at their option at any time prior to the close of business on the business day immediately preceding January 1, 2027 in multiples of $1,000 principal amount, under the following circumstances:

- during any calendar quarter commencing after the calendar quarter ending on December 31, 2021, and only during such calendar quarter, if the last reported sale price of the Company's common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on and including the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;
- during the five business day periods after any five consecutive trading day period in which the trading price per $1,000 principal amount of the 2027 Notes for each trading day of that period was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate on each such trading day;
- if the Company calls such notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or
- upon the occurrence of specified corporate events.

The conversion rate is subject to adjustment upon the occurrence of certain events or if the Company's board of directors determines it is in the best interest of the Company. Additionally, holders of the 2027 Notes that convert their notes in connection with a make-whole fundamental change or during the redemption period, may be eligible to receive a make-whole premium through an increase of the conversion rate based on the estimated fair value of the 2027 Notes for the given date and stock price. The make-whole premium is designed to compensate the holder for lost "time-value" of the conversion option. The maximum number of additional shares that may be issued under the make-whole premium is 1.2656 per $1,000 principal (the lowest price of $272.00 in the make whole).

The indenture governing the 2027 Notes contains customary events of default with respect to the 2027 Notes and provides that upon certain events of default occurring and continuing, the holders of the 2027 Notes will have the right, at their option, to require the Company to repurchase for cash all or a portion of their outstanding notes, at a price equal to 100% of the principal amount of the 2027 Notes to be repurchased, plus any accrued and unpaid interest.

2025 Notes

On November 30, 2020, the Company issued $1.15 billion in aggregate principal amount of its 0% convertible senior notes due on December 1, 2025, in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the 2025 Notes, and together with the 2027 Notes, the Notes). The 2025 Notes are subject to the terms and conditions of the indenture governing the
2025 Notes between the Company and the Notes Trustee. The net proceeds from the issuance of the 2025 Notes were $1.13 billion, after deducting debt discount and debt issuance costs totaling $20.6 million.

The 2025 Notes are senior, unsecured obligations of the Company, and will not accrue interest unless the Company determines to pay special interest as a remedy for failure to timely file any reports required to be filed with the SEC, certain trading restrictions, or failure to deliver reports to the Notes Trustee. The 2025 Notes rank senior in right of payment to any of the Company's indebtedness that is expressly subordinated to the 2025 Notes and rank equal in right of payment to any of the Company's unsecured indebtedness that is not so subordinated, including the 2027 Notes. In addition, the 2025 Notes are subordinated to any of the Company's secured indebtedness and to all indebtedness and other liabilities of the Company's subsidiaries.

The 2025 Notes have an initial conversion rate of 6.2159 shares of common stock per $1,000 principal amount, which is equivalent to an initial conversion price of approximately $160.88 per share of the Company's common stock. The conversion rate is subject to customary adjustments for certain events as described below. Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of its common stock, or a combination of cash and shares of its common stock, at its election.

The Company may redeem for cash, all or any portion of the 2025 Notes, at the Company's option, on or after December 5, 2023 if the last reported sale price of the Company's common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending on and including the trading day (Conversion Condition) preceding the date on which the Company provides notice of redemption at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus any accrued and unpaid special interest to, but excluding, the redemption date. No sinking fund is provided for the 2025 Notes.

The holders of the 2025 Notes may convert their notes at their option at any time prior to the close of business on the business day immediately preceding September 1, 2025 in multiples of $1,000 principal amount, under the following circumstances:

- during any calendar quarter commencing after the calendar quarter ending on March 31, 2021, and only during such calendar quarter, if the last reported sale price of the Company's common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on and including the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;
- during the five business day periods after any five consecutive trading day period in which the trading price per $1,000 principal amount of the 2025 Notes for each trading day of that period was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate on each such trading day;
- if the Company calls such notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or
- upon the occurrence of specified corporate events.

The conversion rate is subject to adjustment upon the occurrence of certain events or if the Company's board of directors determines it is in the best interest of the Company. Additionally, holders of the 2025 Notes that convert their notes in connection with a make-whole fundamental change or during the redemption period, may be eligible to receive a make-whole premium through an increase of the conversion rate based on the estimated fair value of the 2025 Notes for the given date and stock price. The make-whole premium is designed to compensate the holder for lost "time-value" of the conversion option. The maximum number of additional shares that may be issued under the make-whole premium is 2.9525 per $1,000 principal (the lowest price of $109.07 in the make whole).

The indenture governing the 2025 Notes contains customary events of default with respect to the 2025 Notes and provides that upon certain events of default occurring and continuing, the holders of the 2025 Notes will have the right, at their option, to require the Company to repurchase for cash all or a portion of their

outstanding notes, at a price equal to 100% of the principal amount of the 2025 Notes to be repurchased, plus any accrued and unpaid interest.

On March 6, 2024, the Company entered into privately-negotiated transactions with certain holders of its 2025 Notes to repurchase $748.2 million aggregate principal amount of the 2025 Notes for an aggregate cash repurchase price of $711.0 million, inclusive of transaction costs. The carrying amount of the extinguished 2025 Notes was $743.6 million, net of unamortized issuance cost of $4.6 million, resulting in a $32.6 million gain recorded in other income, net in the accompanying consolidated statement of operations, comprised of $35.7 million gain on extinguishment of debt and $3.2 million loss on mark to market derivative related to forward contract to settle the repurchase.

On May 29, 2024, the Company entered into privately-negotiated transactions with certain holders of its 2025 Notes to repurchase $234.5 million aggregate principal amount of the 2025 Notes for an aggregate cash repurchase price of $221.6 million, inclusive of transaction costs. The carrying amount of the extinguished 2025 Notes was $233.2 million, net of unamortized issuance cost of $1.2 million,

resulting in a $11.0 million gain on extinguishment of debt recorded in other income, net in the accompanying consolidated statement of operations.

The shares issuable upon conversion of the remaining outstanding 2025 Notes at the initial conversion price is approximately 1.0 million.

Additional Information About the Notes

As of June 30, 2024 and 2023, the Notes consisted of the following (in thousands):

	June 30, 2024		June 30, 2023	
	2027 Notes	2025 Notes	2027 Notes	2025 Notes
Liability component:				
Principal	$ 575,000	$ 167,314	$ 575,000	$ 1,150,000
Less: unamortized debt issuance costs	(7,496)	(827)	(10,188)	(10,030)
Net carrying amount	$ 567,504	$ 166,487	$ 564,812	$ 1,139,970

The debt issuance costs of the Notes are being amortized using the effective interest method. During the years ended June 30, 2024 and 2023, the Company recognized $6.0 million and $6.8 million, respectively, of the debt issuance costs of the Notes. During each of the years ended June 30, 2024, 2023, and 2022, the effective interest rates of the 2027 Notes and 2025 Notes was 0.48% and 0.36%, respectively. As of June 30, 2024, the weighted-average remaining life of the Notes was 2.5 years.

The "if-converted" value of the Notes did not exceed the principal amount of $0.7 billion as of June 30, 2024.

Capped Call Transactions

In conjunction with the issuance of each of the 2025 Notes and the 2027 Notes, the Company entered into capped call transactions (collectively, the Capped Calls) with certain of the initial purchasers of the Notes and/or their respective affiliates or other financial institutions at a total cost of $125.8 million. The Capped Calls are separate transactions and are not part of the terms of the Notes. The total amount paid for the Capped Calls was recorded as a reduction of additional paid-in capital. The Company used the proceeds from the Notes to pay for the cost of the Capped Call premium. The cost of the Capped Calls is not expected to be tax-deductible as the Company did not elect to integrate the Capped Calls into the Notes for tax purposes.

On March 6, 2024, the Company entered into agreements to terminate a portion of the Capped Calls previously entered into in connection with the issuance of the 2025 Notes, in a notional amount corresponding to the amount of 2025 Notes that are repurchased. The Company received $10.3 million in cash, and also recorded a $1.7 million gain on mark to market derivative to settle the Capped Call unwinding. The gain was recorded in other income, net in the accompanying consolidated statement of operations.

On May 29, 2024, the Company entered into agreements to terminate the remaining portion of the Capped Calls previously entered into in connection with the issuance of the 2025 Notes. The Company received $1.2 million in cash, and recorded an immaterial gain in other income, net in the accompanying consolidated statement of operations.

The Capped Calls associated with the 2027 Notes have an initial strike price of $414.80 per share, subject to certain adjustments, which corresponds to the respective initial conversion price of the 2027 Notes, and have an initial cap price of $544.00 per share, subject to certain adjustments. The Capped Calls associated with the 2027 Notes cover, approximately 1.4 million shares of the Company's common stock, subject to anti-dilution adjustments. The Capped Calls are expected to generally reduce the potential dilution of the Company's common stock upon any conversion of the 2027 Notes and/or offset any cash payments that the Company is required to make in excess of the principal amount of such converted notes, as the case may be, with such reduction and/or offset subject to a cap.

Revolving Credit Facility

The Company's Revolving Credit and Security Agreement (as amended from time to time, the Revolving Credit Facility) was initially executed in March 2021, amended in August 2022 to finance the acquisition of card receivables and increase the borrowing capacity, and further amended in March 2024 to extend the maturity date and further increase the borrowing capacity. The Revolving Credit Facility matures in June 2026 or earlier pursuant to the agreement and has a total commitment of $300.0 million. The required minimum utilization was $180.0 million, or 60% of the total commitment, and the Company had borrowed an additional $45.0 million in March 2024. Total outstanding borrowings were $180.0 million as of June 30, 2024. The Revolving Credit Facility requires the Company to pay unused fees up to 0.50% per annum. Borrowings are secured by acquired card receivables. Beginning March 3, 2023, borrowings bear interest of 2.65% per annum, plus SOFR (subject to a floor rate of 0.25% and benchmark adjustment rate of 0.28%). The effective interest rate was 8.28% per annum as of June 30, 2024. The Company is required to comply with certain restricted covenants, including liquidity requirements. As of June 30, 2024, the Company was in compliance with those covenants.

The debt issuance costs and debt premium associated with the Revolving Credit Facility is amortized using the effective interest method over the remaining term of the contract of approximately 1.9 years. The amortization of the debt issuance costs and debt premium is recorded in other income (expense), net in the accompanying consolidated statement of operations and during each of the years ended June 30, 2024 and 2023 was not material.

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Stockholders' Equity

12 Months Ended
Jun. 30, 2024

Equity [Abstract]

Stockholders' Equity

STOCKHOLDERS' EQUITY

Equity Incentive Plans

On November 26, 2019, the Company's board of directors approved the 2019 Equity Incentive Plan (2019 Plan), which became effective on December 10, 2019. The 2019 Plan authorizes the award of stock options, RSUs, restricted stock awards, stock appreciation rights, performance-based awards, market-based awards, cash awards, and stock bonus awards, as determined by the Company's board of directors.

The Company's 2016 Equity Incentive Plan (2016 Plan), which was adopted in February 2016, was terminated concurrent to the effective date of the 2019 Plan. The Company's 2006 Equity Incentive Plan (2006 Plan), which was adopted in April 2006, was terminated upon the adoption of the 2016 Plan. There were no equity-based awards granted under the 2016 Plan and the 2006 Plan after their termination; however, all outstanding awards under the 2016 Plan and the 2006 Plan continue to remain subject to the terms of the respective Equity Incentive Plan until such awards are exercised or until they terminate or expire by their terms. The 2019 Plan, 2016 Plan, and 2006 Plan are collectively referred to as the "Equity Incentive Plans."

The Company initially reserved 7,100,000 shares of its common stock, plus any reserved shares not issued or subject to outstanding grants under the 2016 Plan, for issuance pursuant to awards granted under the 2019 Plan. The number of shares reserved for issuance under the 2019 Plan increases automatically on July 1 of each of 2020 through 2029 by the number of shares equal to the lesser of 5% of the total number of outstanding shares of the Company's common stock as of the immediately preceding June 30, or a number as

may be determined by the Company's board of directors. In addition, the following shares of common stock from the 2016 Plan and the 2006 Plan will be available for grant and issuance under the 2019 Plan:

- shares issuable upon the exercise of options or subject to other awards under the 2016 Plan or 2006 Plan that cease to be subject to such options or other awards by forfeiture or after the effective date of the 2019 Plan; and
- shares issued pursuant to outstanding awards under the 2016 Plan and 2006 Plan that are forfeited or repurchased after the effective date of the 2019 Plan.

The total number of shares of common stock available for future grants under the Equity Incentive Plans was 18,041,434 shares as of June 30, 2024.

Equity Awards Assumed in Acquisitions

The Company assumed and replaced the outstanding stock options of Invoice2go upon its acquisition. The assumed equity awards will be settled in shares of the Company's common stock and will retain the terms and conditions under which they were originally granted. No additional equity awards will be granted under equity incentive plans of the acquired companies.

Restricted Stock Units

A summary of RSU activity as of June 30, 2024, and changes during the year ended June 30, 2024, is presented below.

	Number of shares [1] (in thousands)	Weighted average grant date fair value
Nonvested at June 30, 2023	4,184	$ 140.41
Granted	3,452	$ 90.90
Vested	(2,048)	$ 136.74
Forfeited	(987)	$ 124.82
Nonvested at June 30, 2024	4,600	$ 108.24

[1] Includes RSU, market-based RSUs and performance-based RSUs.

The fair value of the RSU grant is determined based upon the market closing price of the Company's common stock on the date of grant. The weighted-average grant date fair value of RSUs granted during the years ended June 30, 2024, 2023, and 2022 was $90.90, $120.25, and $202.79 per share, respectively. The RSUs vest over the requisite service period, which ranges between 1 year and 4 years from the date of grant, subject to the continued employment of the employees and services of the non-employee directors. The total fair value of RSUs that vested during the years ended June 30, 2024, 2023, and 2022 was approximately $145.1 million, $197.3 million, and $118.9 million, respectively.

Performance-based RSUs

During the year ended June 30, 2024 the Company granted 102,411 RSUs to certain executive employees that vest based upon the achievement of designated financial metrics and continued employment with the Company over a period of three years. The fair value of the performance-based RSU grant is determined based upon the market closing price of the Company's common stock on the date of grant. The weighted-average grant date fair value of these performance-based RSUs was $102.04 per unit. The Company recognizes expense for performance-based RSUs over the requisite service period. For any change in the estimate of the number of performance-based RSUs that are probable of vesting, the Company will cumulatively adjust compensation expense in the period that the change in estimate is made. The number of shares that ultimately vest vary with the achievement of the specified performance criteria.

Stock Based Compensation

Stock-based compensation by award type (in thousands):

	Year ended June 30,			Unrecognized compensation (in thousands)	Weighted-average recognition period (in years)
	2024	2023	2022		
RSUs[1]	$ 217,696	$ 251,456	$ 134,222	$ 434,623	2.6
Stock options	10,719	37,882	55,667	3,989	1.1
Performance-based awards	13,351	17,914	—	13,411	3.3
Employee stock purchase plan	9,129	11,280	8,918	4,143	0.6
Market-based RSUs	5,912	4,308	2,755	7,106	1.4
Total stock-based compensation	$ 256,807	$ 322,840	$ 201,562	$ 463,272	

Stock-based compensation was included in the following line items in the accompanying consolidated statements of operations and consolidated balance sheets (in thousands):

	Year ended June 30,		
	2024	2023	2022
Revenue - subscription and transaction fees	$ 1,831	$ 188	$ —
Cost of revenue - service costs	9,309	9,111	5,144
Research and development	103,382	93,364	54,907
Sales and marketing[1]	49,070	130,421	60,237
General and administrative	81,209	80,619	76,869
Restructuring	3,574	—	—
Total amount charged to operating loss	248,375	313,703	197,157
Property and equipment (capitalized internal-use software) and other	8,432	9,137	4,405
Total stock-based compensation	$ 256,807	$ 322,840	$ 201,562

[1] In fiscal 2023, the Company entered into separation and advisory agreements (the CRO Agreements) with its former Chief Revenue Officer (the CRO). Pursuant to the CRO Agreements, the former CRO will serve the Company as an advisor through September 2024. Upon execution of the CRO Agreements, the Company recognized $52.2 million of stock-based compensation expense related to the former CRO's RSUs.

Share Repurchase Program

In January 2023, the Company's board of directors authorized the repurchase of up to $300.0 million of the Company's outstanding shares of common stock (the January 2023 Share Repurchase Program). During the years ended June 30, 2024 and 2023, the Company repurchased and subsequently retired 2,882,634 shares for $211.9 million and 1,077,445 shares for $87.6 million under the January 2023 Share Repurchase Program, respectively. The Company completed the repurchase of shares with an aggregate value equal to the full authorized amount under the January 2023 Share Repurchase Program by December 31, 2023.

The total price of the shares repurchased and related transaction costs are reflected as a reduction of common stock and an increase to accumulated deficit on the accompanying consolidated balance sheets.

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Other Income (Expense), Net

12 Months Ended Jun. 30, 2024

Other Income, Nonoperating [Abstract]

Other Income (Expense), Net

OTHER INCOME (EXPENSE), NET

Other income (expense), net consisted of the following for the periods presented (in thousands):

	Year ended June 30,		
	2024	2023	2022
Interest income	$ 122,298	$ 91,279	$ 6,691
Gain on debt extinguishment and change on mark to market derivatives associated with 2025 Notes repurchase and capped calls	45,272	—	—
Lower of cost or market adjustment on card receivables sold and held for sale	—	(1,545)	(11,460)
Interest expense	(19,182)	(15,203)	(9,419)
Other	(543)	(1,675)	327
Total other income (expense), net	$ 147,845	$ 72,856	$ (13,861)

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Income Taxes

12 Months Ended Jun. 30, 2024

Income Tax Disclosure [Abstract]

Income Taxes

INCOME TAXES

The components of loss before provision for (benefit from) income taxes were as follows during the periods presented (in thousands):

	Year ended June 30,		
	2024	2023	2022
Domestic	$ 5,312	$ (199,452)	$ (304,508)
Foreign	(31,631)	(23,465)	(26,171)
Total	$ (26,319)	$ (222,917)	$ (330,679)

The components of provision for (benefit from) income taxes were as follows during the periods presented (in thousands):

	Year ended June 30,		
	2024	2023	2022
Current:			
Federal	$ 1,650	$ 572	$ (247)
State	1,251	1,583	—
Foreign	19	14	—
Total current	2,920	2,169	(247)
Deferred:			
Federal	(262)	(995)	(1,115)
State	(99)	(366)	(2,956)
Total deferred	(361)	(1,361)	(4,071)
Provision for (benefit from) income taxes	$ 2,559	$ 808	$ (4,318)

The items accounting for the difference between the income taxes computed at the federal statutory rate and the provision for (benefit from) income taxes consisted of the following during the periods presented (in thousands):

	Year ended June 30,		
	2024	2023	2022
Expected benefit at U.S. federal statutory rate	$ (5,528)	$ (46,813)	$ (69,443)
State income taxes, net of federal benefit	9,134	8,087	13,509
Stock-based compensation [1]	24,300	4,253	(93,705)
Research and development tax credits	(24,039)	(19,974)	(22,061)
Change in valuation allowance related to acquisition [2]	—	(126)	(2,831)
Change in valuation allowance [3]	4,943	48,321	174,477
Restructuring	(13,769)	—	—
Unrecognized tax benefit	(628)	(390)	(10,975)
Acquisition-related costs	—	—	553
Foreign rate differential	6,658	4,942	5,496
Other	1,488	2,508	662
Provision for (benefit from) income taxes	$ 2,559	$ 808	$ (4,318)

[1] The rate impact during the year ended June 30, 2024 and 2023 relates to the impact of non-deductible stock compensation and shortfalls related to tax deductions being smaller than the associated stock compensation expense. The rate impact during the years ended June 30, 2022 pertains to windfalls from tax deductions being larger than the associated stock compensation expense.

[2] The rate impact during the year ended June 30, 2022 pertains to the income tax benefit recorded as a result of the acquisition of Invoice2go, which allowed the Company to release a portion of its valuation allowance due to the net deferred tax liabilities that were recorded as a result of such acquisition.

[3] The rate impact during the year ended June 30, 2024, 2023 and 2022 pertains to (i) an increase in valuation allowance due to the increase in deferred tax assets associated with losses, capitalized R&D expense and tax credits generated during the year and (ii) a change in deferred tax liability related to the acquisitions of Invoice2go.

The components of deferred tax assets and liabilities were as follows as of the dates presented (in thousands):

	June 30,	
	2024	2023
Deferred tax assets:		
Accruals and reserves	$ 13,966	$ 12,537
Capitalized research and development	120,882	75,694
Deferred revenue	1,084	1,084
Stock-based compensation	17,093	24,998
Net operating loss carryforwards	360,592	379,758
Research and development credits	85,910	62,299
Accrued rewards	40	1,855
Operating lease liabilities	19,139	21,616
Other	598	1,257
Total deferred tax assets before valuation allowance	619,304	581,098
Valuation allowance	(494,424)	(479,449)
Deferred tax assets	$ 124,880	$ 101,649
Deferred tax liabilities:		
Deferred contract costs	$ (5,868)	$ (4,772)
Property and equipment	(15,853)	(13,078)
Intangible assets	(68,218)	(67,455)
Operating right of use assets	(14,992)	(17,155)
Other reserve	(20,399)	—
Total deferred tax liabilities	(125,330)	(102,460)
Net deferred tax liabilities	$ (450)	$ (811)

Accounting Standards Codification 740 requires that the tax benefit of net operating losses, temporary differences, and credit carryforwards be recorded as an asset to the extent that management assesses that realization is “more likely than not.” Realization of the future tax benefits is dependent on the Company’s ability to generate sufficient taxable income within the carryforward period. Because of the Company’s recent history of operating losses, management believes that recognition of the deferred tax assets arising from the above-mentioned future tax benefits is currently not likely to be realized and, accordingly, has provided a valuation allowance. The change in valuation allowance was approximately $15.0 million, $95.3 million, and $276.3 million during the years ended June 30, 2024, 2023, and 2022, respectively. The increase in the June 30, 2024 valuation allowance is primarily from the application of the Tax Cuts and Jobs Act of 2017 effective fiscal year 2023 and thereafter, that requires

companies to capitalize and amortize research and development expenses rather than deduct the costs as incurred, offset by a reduction in a deferred tax liabilities. The net deferred tax liability is included as other long-term liabilities in the accompanying consolidated balance sheets.

The Tax Cuts and Job Act subjects a U.S. company to tax on its Global Intangible Low Tax Income (GILTI). Under GAAP, the Company can make an accounting policy election to either treat taxes due on the GILTI inclusion as a current period expense or factor such amounts into the measurement of deferred taxes. The Company elected the period expense method.

The Company does not currently operate under any tax holiday in any country in which it operates.

The Company does not have foreign earnings available to distribute. As such, there is no unrecorded deferred tax liability associated with an outside basis of foreign subsidiaries.

As of June 30, 2024, the Company had NOL carryforwards of $1.2 billion, $1.0 billion, and $134.9 million for federal, state, and foreign tax purposes, respectively, that are available to reduce future taxable income. If not utilized, the state NOL carryforwards will begin to expire in 2024. As of June 30, 2024, the federal

and foreign NOL carryforwards do not expire and will carry forward indefinitely until utilized. As of June 30, 2024, the Company also had research and development tax credit carryforwards of approximately $76.5 million and $53.1 million for federal and state tax purposes, respectively. If not utilized, the federal tax credits will expire at various dates beginning in 2041. The majority of the state tax credits do not expire and will carry forward indefinitely until utilized.

Utilization of the NOL and tax credit carryforwards may be subject to a substantial annual limitation due to the ownership change limitations provided by the Code and other similar state provisions. The annual limitation may result in the expiration of NOLs and tax credits before utilization.

Below is the reconciliation of the unrecognized tax benefits related to federal and California research and development credits during the periods presented (in thousands):

	Year e ded June 30,		
	2024	2023	2022
Balance at the beginning of the year	$ 23,300	$ 16,724	$ 22,185
Add:			
Tax positions related to the current year	9,134	6,642	7,354
Increase from business combination	—	—	160
Tax positions related to the prior year	2,714	226	—
Less:			
Tax positions related to the prior year	—	—	(12,761)
Statute of limitations lapse	(20)	(292)	(214)
Balance at the end of the year	$ 35,128	$ 23,300	$ 16,724

The Company had unrecognized tax benefits of approximately $35.1 million and $23.3 million as of June 30, 2024 and 2023, respectively, all of which are offset by a full valuation allowance. If the unrecognized tax benefits as of June 30, 2024 is recognized, it will not have an impact to the effective tax rate due to the Company's valuation allowance.

The amount of interest and penalties accrued as of each of June 30, 2024 and 2023 were not material.

The Company files income tax returns in the U.S. for U.S. federal, California, and various states and foreign jurisdictions. The Company's U.S. federal, state, and foreign tax returns for all years remain subject to examination by taxing authorities as a result of unused tax attributes being carried forward. The Company records liabilities related to uncertain tax positions, which provide adequate reserves for income tax uncertainties in all open tax years. The Company's management evaluates the realizability of the Company's deferred tax assets based on all available evidence, both positive and negative. The realization of net deferred tax assets is dependent on the Company's ability to generate sufficient future taxable income during the foreseeable future. The Company does not anticipate any material change on its unrecognized tax benefits over the next 12 months.

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Leases

12 Months Ended
Jun. 30, 2024

Leases [Abstract]

Leases

LEASES

The Company has non-cancelable operating leases for office and other facilities in various locations, and certain equipment, which expire through 2031. Also, the Company subleases part of its office facility in Draper, Utah under a non-cancellable operating lease that expires in December 2025. The Company's leases do not contain any material residual value guarantees.

As of June 30, 2024, the weighted average remaining term of these operating leases is 6.5 years and the weighted-average discount rate used to estimate the net present value of the operating lease liabilities was 5.0%.

The total payment for amounts included in the measurement of operating lease liabilities was $13.9 million, $14.9 million, and $13.8 million during the years ended June 30, 2024, 2023, and 2022, respectively.

The total amount of ROU assets obtained in exchange for new operating lease liabilities was zero, $2.0 million, and $5.3 million during the years ended June 30, 2024, 2023, and 2022, respectively.

The components of lease expense during the years ended June 30, 2024, 2023, and 2022 are shown in the table below (in thousands):

	Year ended June 30		
	2024	2023	2022
Operating lease expense [1]	$ 12,877	$ 14,081	$ 12,983
Variable lease expense, net of credit	2,461	2,251	2,909
Sublease income	(581)	(586)	(712)
Total lease cost	$ 14,757	$ 15,746	$ 15,180

[1] Includes short-term lease, which is not material for the fiscal years ended June 30, 2024, 2023, and 2022.

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Commitments and Contingencies

12 Months Ended
Jun. 30, 2024

Commitments and Contingencies Disclosure [Abstract]

Commitments and Contingencies

COMMITMENTS AND CONTINGENCIES

Commitments

The Company has non-cancelable operating leases for office and other facilities in various locations, which expire through 2031. Future minimum lease payments as of June 30, 2024 are as follows (in thousands):

Fiscal years ending June 30:	Amount
2025	$ 13,425
2026	13,292
2027	13,226
2028	13,590
2029	13,974
Thereafter	21,945
Gross lease payments	89,452
Less - present value adjustments	(13,614)
Total operating lease liabilities, net	$ 75,838

The current portion of operating lease liabilities, which is included in other accruals and current liabilities in the accompanying consolidated balance sheets, was $13.0 million and $14.1 million as of June 30, 2024 and 2023, respectively. The non-current portion of operating lease liabilities was $62.8 million and $72.5 million as of June 30, 2024 and 2023, respectively.

In addition to the minimum lease payments above, the Company has multi-year agreements with certain third parties and financial institution partners, expiring through 2029, which require the Company to pay fees over the term of the respective agreements. Future payments under these other agreements as of June 30, 2024 are as follows (in thousands).

Fiscal years ending June 30:	Amount
2025	$ 29,468
2026	15,051
2027	9,414
2028	5,491
2029	4,250
Total	$ 63,674

Purchase of Card Receivables That Have Not Cleared

The Company is contractually obligated to purchase all card receivables from the Issuing Banks including authorized transactions that have not cleared. The transactions that have been authorized but not cleared totaled $27.2 million as of June 30, 2024 and are not recorded on the accompanying consolidated balance sheets. The Company has credit exposures with these authorized but not cleared transactions; however, the expected credit losses recorded were not material as of June 30, 2024. See Note 6 for additional discussion about acquired card receivables.

Litigation

From time to time, the Company is involved in lawsuits, claims, investigations, and proceedings that arise in the ordinary course of business. The Company records a provision for a liability when management believes that it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. As of each of June 30, 2024 and 2023, the Company's reserve for litigation is immaterial. The Company reviews these provisions periodically and adjusts these provisions to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular case. Litigation is inherently unpredictable.

Unused Credit Arrangements

As of June 30, 2024, the Company, in partnership with the Issuing Banks and the Originating Bank Partner, had approximately $2.8 billion in unused credit available to spending businesses and borrowers using the invoice financing product. While this balance represents the total unused credit available, historical trends and current expectations indicate that the unused credit will likely not be fully utilized by spending businesses and borrowers using the invoice financing product at any one time.

The Company manages credit risk exposure by limiting total credit for each spending business and borrowers using the invoice financing product. The Company periodically reviews credit lines to assess different factors, including account usage and creditworthiness of spending businesses and borrowers using the invoice financing product. The credit lines can be terminated by the Company at any time, and they do not necessarily represent future cash requirements. The Company does not record a liability for expected credit losses for unused lines of credit as they are unconditionally cancellable.

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12 Months Ended

Restructuring	Jun. 30, 2024
Restructuring and Related Activities [Abstract]	
Restructuring	RESTRUCTURING

On December 5, 2023, the Company announced a restructuring plan (Restructuring Plan) intended to right-size the Company's organization, enhance profitability, and reallocate resources towards the most impactful initiatives. The Restructuring Plan included a reduction of the Company's global workforce and closure of its office in Sydney, Australia. The Company incurred the majority of the charges relating to the Restructuring Plan in the three months ended December 31, 2023. The Company has substantially completed the Restructuring Plan as of June 30, 2024.

During the year ended June 30, 2024, the Company recorded restructuring expenses of $27.6 million, which includes $3.6 million of stock-based compensation expense, as a separate line item in the accompanying consolidated statements of operations. The following table summarizes the restructuring liability that is included in other accruals and current liabilities and accounts payable on the accompanying consolidated balance sheets as of June 30, 2024:

	Severance and termination benefits	Contract termination	Other	Total restructuring liability
Balance, at June 30, 2023	$ —	$ —	$ —	$ —
Charges	22,817	480	705	24,002
Cash payments	(22,492)	(480)	(703)	(23,675)
Balance, at June 30, 2024	$ 325	$ —	$ 2	$ 327

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Net Loss Per Share Attributable To Common Stockholders	12 Months Ended Jun. 30, 2024
Earnings Per Share [Abstract]	
Net Loss Per Share Attributable To Common Stockholders	NET LOSS PER SHARE ATTRIBUTABLE TO COMMON STOCKHOLDERS

Potentially dilutive securities, which were excluded from the diluted net loss per share calculations because they would have been anti-dilutive, were as follows as of the dates presented (in thousands):

	June 30,		
	2024	2023	2022
Equity awards	6,641	6,772	7,137
Convertible senior notes	2,426	8,534	8,534
Total	9,067	15,306	15,671

Shares issuable under the Notes is subject to adjustment up to approximately 3.6 million shares if certain corporate events occur prior to the maturity date of the Notes or if the Company issues a notice of redemption. As of June 30, 2024, the Conversion Condition was not triggered for either the 2025 Notes or the 2027 Notes.

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Pay vs Performance Disclosure - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Pay vs Performance Disclosure			
Net loss	$ (28,878)	$ (223,725)	$ (326,361)

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Insider Trading Arrangements	3 Months Ended Jun. 30, 2024 shares	12 Months Ended Jun. 30, 2024 shares
Trading Arrangements, by Individual		
Non-Rule 10b5-1 Arrangement Adopted	false	
Rule 10b5-1 Arrangement Terminated	false	
Non-Rule 10b5-1 Arrangement Terminated	false	
Alison Wagonfeld [Member]		
Trading Arrangements, by Individual		
Material Terms of Trading Arrangement		
Name	Alison Wagonfeld	
Title	Director	
Rule 10b5-1 Arrangement Adopted	true	
Adoption Date	6/5/2024	
Expiration Date	8/22/2025	
Arrangement Duration	443 days	
Aggregate Available	3,921	3,921

Trading Arrangement

Name	Title	Action	Date	Rule 10b5-1 [1]	Non-Rule 10b5-1 [2]	Total Shares to be Sold	Expiration Date
Alison Wagonfeld	Director	Adopt	6/5/2024	X		3,921	8/22/2025

[1] Intended to satisfy the affirmative defense of Rule 10b5-1(c). The Rule 10b5-1 plan included a representation from the participant to the broker administering the plan that such person was not in possession of any material nonpublic information regarding us or our securities subject to the Rule 10b5-1 plan at the time the Rule 10b5-1 plan was entered into. This representation was made as of the date of adoption of the Rule 10b5-1 plan, and speaks only as of that date. In making this representation, there is no assurance with respect to any material nonpublic information of which the participant was unaware, or with respect to any material nonpublic information acquired by the participant or us after the date of the representation.

[2] Not intended to satisfy the affirmative defense of Rule 10b5-1(c).

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Insider Trading Policies and Procedures	12 Months Ended Jun. 30, 2024
Insider Trading Policies and Procedures [Line Items]	
Insider Trading Policies and Procedures Adopted	true

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The Company and Its Significant Accounting Policies (Policies)	12 Months Ended Jun. 30, 2024
Accounting Policies [Abstract]	
Follow-on Offering	**Follow-on Offering** On September 24, 2021, the Company closed a public offering in which the Company issued and sold a total of 5,073,529 shares of common stock at a public offering price of $272.00 per share. The Company received $1.3 billion in net proceeds from this public offering, after deducting underwriting discounts, commissions, and other offering costs of $38.9 million.
Basis of Presentation and Principles of Consolidation	**Basis of Presentation and Principles of Consolidation** The accompanying consolidated financial statements include the accounts of the Company and were prepared in conformity with U.S. generally accepted accounting principles (GAAP) and applicable rules and regulations of the Securities and Exchange Commission (SEC). All intercompany accounts and transactions have been eliminated.
Segment Reporting	**Segment Reporting** The Company operates as one operating segment because its chief operating decision maker, who is the Chief Executive Officer, reviews its financial information on a consolidated basis for purposes of making decisions regarding allocating resources and assessing performance. The Company's long-lived assets are mainly located in the United States (U.S.) and revenue is mainly generated in the U.S. Long-lived assets outside the U.S. was zero and not material as of June 30, 2024 and 2023, respectively.
Reclassification	Certain accounts in the prior period consolidated statements of operation and consolidated statements of cash flows were reclassified to conform with the current year presentation.
Business Combinations	

Business Combinations

The Company accounts for acquisitions using the acquisition method of accounting, which requires, among other things, allocation of the fair value of purchase consideration to the tangible and intangible assets acquired and liabilities assumed at their estimated fair values on the acquisition date. The excess of the fair value of purchase consideration over the values of the identifiable assets and liabilities is recorded as goodwill.

The determination of the fair value of assets acquired and liabilities assumed involves assessments of factors such as the expected future cash flows associated with individual assets and liabilities and appropriate discount rates at the date of the acquisition. Significant management inputs used in the estimation of fair value of assets acquired and liabilities assumed include, but are not limited to, expected future cash flows, future changes in technology, estimated replacement costs, discount rates, and assumptions about the period of time the brand will continue to be used in the Company's product portfolio. Where appropriate, external advisers are

consulted to assist in the determination of fair value. For non-observable market values, fair value has been determined using acceptable valuation methods (e.g., relief from royalty methods). The results of operations for businesses acquired are included in the financial statements from the acquisition date. Acquisition-related expenses and post-acquisition integration costs are recognized separately from the business combination and are expensed as incurred. During the measurement period, not to exceed one year from the date of acquisition, the Company may record adjustments to the tangible and intangible assets acquired and liabilities assumed, including the fair value of acquired intangible assets, an indemnification asset related to certain assumed liabilities, net lease liabilities, uncertain tax positions, tax-related valuation allowances, and pre-acquisition contingencies with a corresponding offset to goodwill. The Company continues to collect information and reevaluates these estimates and assumptions quarterly and records any adjustments to the Company's preliminary estimates to goodwill provided that the Company is within the measurement period. After the measurement period, any subsequent adjustments are reflected in the consolidated statements of operations.

Use of Estimates

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make various estimates and assumptions that affect the amounts reported and disclosed in the consolidated financial statements and the accompanying notes. Management regularly assesses these estimates, including, but not limited to useful lives of long-lived assets; capitalization of internal-use software costs; the estimate of expected credit losses on accounts receivable, acquired card receivables, and loans held for investment; accrual for rewards; benefit periods used to amortize deferred costs; reserve for losses on funds held for customers; and valuation of deferred tax assets. The Company evaluates these estimates and assumptions and adjusts them accordingly. Actual results could differ from those estimates, and such differences may be material to the consolidated financial statements.

Funds Held for Customers and Customer Fund Deposits

Funds Held for Customers and Customer Fund Deposits

Funds held for customers and the corresponding liability on customer fund deposits represent funds that are collected from customers for payments to their suppliers and funds that are collected on behalf of customers. Generally, these funds held for customers are initially deposited in separate bank accounts until remitted to the customers' suppliers or to the customers. Funds held for customers also include amounts that are held by or deposited into the accounts of payment processing companies and receivables from customers. The funds held for customers are restricted for the purpose of satisfying the customers' fund obligations and are not available for general business use by the Company. The Company partially invests funds held for customers in highly liquid investments, which include money market funds and marketable debt securities with maturities of three months or less, as well as marketable debt securities with maturities ranging from more than three months up to thirty-seven months at the time of purchase based on the effective maturity date. Funds held for customers that are invested in marketable debt securities are classified as available-for-sale. These investments are carried at fair value, with unrealized gains or losses included in accumulated other comprehensive loss on the consolidated balance sheets and as a component of the consolidated statements of comprehensive loss. The Company contractually earns interest on funds held for customers with associated counterparties.

Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents

Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents

Cash and cash equivalents consist of cash in banks, highly liquid investments with maturities of three months or less at the time of purchase.

Restricted cash consists of (i) amounts restricted under deposit account control agreements, (ii) minimum cash balances that are required to be maintained by certain banks, (iii) cash collateral required by the Company's lessors to satisfy letter of credit requirements under its lease agreements, (iv) cash collateral required by a bank in connection with the Company's money transmission activities, and (v) cash in bank and cash deposits held by payment processing companies included in funds held for customers.

Restricted cash equivalents consist of highly liquid investments with maturities of three months or less at the time of purchase that are included in funds held for customers.

Except for the restricted cash included in funds held for customers, the current and non-current portion of the restricted cash is included in prepaid expenses and other current assets, and in other assets, respectively, in the accompanying consolidated balance sheets.

Short-term Investments

Short-term Investments

The Company invests excess cash in a diversified portfolio of highly rated marketable debt securities with maturities of more than three months. These securities are classified as available-for-sale and recorded at fair value. The Company determines the appropriate classification of investments in marketable debt securities at the time of purchase and reevaluates such designation at each balance sheet date. After consideration of risk versus reward attributes and liquidity requirements, the Company may sell these debt securities prior to their stated maturities. As the Company views these securities as available to support current operations, including those with maturities beyond 12 months, and therefore classifies these securities as current assets in the accompanying consolidated balance sheets. Unrealized gains or losses are included in accumulated other comprehensive loss on the consolidated balance sheets and as a component of the consolidated statements of comprehensive loss. If the estimated fair value of an available-for-sale debt security is below its amortized cost basis, then the Company evaluates for impairment. The Company considers its intent to sell the security or whether it is more likely than not that it will be required to sell the security before recovery of its amortized basis. If either of these criteria are met, the debt security's amortized cost basis is written down to fair value through other income (expense), net in the consolidated statements of operations. If neither of these criteria are met, the Company evaluates whether unrealized losses have resulted from a credit loss or other factors. When a credit loss exists, the Company compares the present value of cash flows expected to be collected from the debt security with the amortized cost basis of the security to determine what allowance amount, if any, should be recorded. An impairment relating to credit losses is recorded through an allowance for credit losses reported in other income (expense), net in the consolidated statements of operations. The allowance is limited by the amount that the fair value of the debt security is below its amortized cost basis.

Concentrations of Credit Risk

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash, cash equivalents, restricted cash, restricted cash equivalents, short-term investments, accounts receivable, acquired card receivables and loans held for investment (collectively referred to as Financial Assets). The Company maintains its cash, cash equivalents, restricted cash, restricted cash equivalents and short-term investments with large multinational financial institutions that may at times exceed federally insured limits. Management believes that the financial institutions with which the Company does business are financially sound with minimal credit risk. Management further believes the associated risk of concentration for the Company's investments is mitigated by holding a diversified portfolio of highly rated investments consisting of money market funds and short-term debt securities

Foreign Currency

Foreign Currency

The functional currency of the Company's foreign subsidiaries is the U.S. dollar, which is the Company's reporting currency. Gains and losses from the remeasurement of transactions denominated in foreign currencies other than the functional currency of the foreign subsidiaries are included in other income (expense), net in the accompanying statements of operations

Accounts Receivable and Unbilled Revenue

Accounts Receivable and Unbilled Revenue

Accounts receivable, which consist primarily of fees from customers, including accounting firm and financial institution customers, are recorded at the invoiced amount, net of an allowance for expected credit losses. Unbilled revenue is recorded based on amounts that the Company expects to invoice to customers in the subsequent period. The allowance for expected credit losses related to accounts receivable and unbilled

revenue is based on the Company's assessment of the collectability of the receivables. The Company regularly reviews the adequacy of the allowance for expected credit losses by considering the age of each outstanding invoice and the collection history of each customer to determine whether a specific allowance is appropriate. Accounts receivable deemed uncollectible are charged against the allowance for expected credit losses when identified. For all periods presented, the allowance for expected credit losses related to accounts receivable and unbilled revenue was not material.

Loans Held for Investment

Loans Held for Investment

Loans held for investment represent funds advanced under either a term loan or line of credit agreement, through a partnership with a third-party bank (the Originating Bank Partner) in connection with the Company's invoice financing product, with each invoice financed having a repayment term of 12 months. The Company purchases loans or lines of credit draws from the Originating Bank Partner pursuant to the terms outlined in the loan sale agreement between the Company and the Originating Bank Partner. The undrawn lines of credit are unconditionally cancellable. Loans that the Company has the intent and ability to hold for the foreseeable future or until maturity or payoff are classified as held for investment and are initially recognized at their purchase price and subsequently reported at amortized cost. The loans held for investment are recorded net of the allowance for expected credit losses.

The Company accretes discount and interest income using the effective interest method over the life of the loan. Accretion of discount and interest income on these loans is included in subscription and transaction fees revenue in the accompanying consolidated statements of operations.

Property and Equipment

Property and Equipment

Property and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the respective assets, generally one to four years. Leasehold improvements are amortized over the shorter of estimated useful lives of the assets or the lease term. Expenditures for repairs and maintenance are charged to expense as incurred. Upon disposition, the cost and related accumulated depreciation and amortization are removed from the accounts and the resulting gain or loss is reflected in the consolidated statements of operations.

The Company capitalizes internal and external direct costs incurred related to obtaining or developing internal-use software. Costs incurred during the application development stage are capitalized and are amortized using the straight-line method over the estimated useful lives of the software, generally three years commencing on the first day of the month following when the software is ready for its intended use. Costs related to planning and other preliminary project activities and post-implementation activities are expensed as incurred.

Acquired Card Receivables

Acquired Card Receivables

The portfolio of acquired card receivables consists of U.S. based commercial accounts diversified across various geographies and industries. The Company manages credit risk based on common risk characteristics including financial condition of the users of the spend and expense management application.

Acquired card receivables are reported at their principal amounts outstanding net of allowance for expected credit losses and represent a revolving line of credit. The undrawn lines of credit are unconditionally cancellable. Acquired card receivables are deemed to be held for investment when such receivables are not acquired specifically for resale.

As part of the onboarding process, users of the Company's free spend and expense management application are provided with a credit limit subject to a credit policy and underwriting process which is periodically re-performed based on risk indicators and the size of the credit limit.

Spending businesses may over fund their accounts through payments in excess of the outstanding balance. Such over funded amounts are recorded as prepaid card deposits, which are included in other accruals and current liabilities in the accompanying consolidated balance sheets.

Acquired card receivables represent amounts due on card transactions integrated with the spend and expense management application. The Company is contractually obligated to purchase a 100% participation interest in all card receivables from U.S.-based card issuing banks (Issuing Banks) including authorized transactions that have not cleared at the Issuing Banks. Acquired card receivables are recorded at the time a transaction clears at the Issuing Banks and generally payment for the card receivables is made on the day the transaction clears at the Issuing Banks.
The acquired card receivables portfolio consists of a large group of smaller balances from spending businesses across a wide range of industries. The allowance for expected credit losses reflects the Company's estimate of uncollectible balances resulting from credit losses and is based on the determination of the amount of expected credit losses inherent in the acquired card receivables as of the reporting date. An estimate of lifetime expected credit losses is performed by incorporating historical loss experience, as well as current and future economic conditions over a reasonable and supportable period beyond the balance sheet date. In estimating expected credit losses, the Company uses models that entail a significant amount of judgment. The primary areas of judgment used in measuring the quantitative components of the Company's reserves relate to the attributes used to segment the portfolio, the determination of the historical loss experience look-back period, and the weighting of historical loss experience by monthly cohort. The Company uses these models and assumptions to determine the reserve rates applicable to the outstanding acquired card receivables balances to estimate reserves for expected credit losses. Based on historical loss experience, the probability of default decreases over time, therefore the attribute used to segment the portfolio is the length of time since an account's credit limit origination. The Company's models use past loss experience to estimate the probability of default and exposure at default by aged balances. The Company also estimates the likelihood and magnitude of recovery of previously charged-off loans based on historical recovery experience. Additionally, management evaluates

whether to include qualitative reserves to cover credit losses that are expected but may not be adequately represented by the quantitative methodology or the economic assumptions. The qualitative reserves address possible limitations within the models or factors not included within the models, such as external conditions, changes in underwriting strategies, the nature and volume of the portfolio, and the volume and severity of past due accounts. In general, acquired card receivables are charged-off after substantially the entire balance becomes 120 days delinquent. Assumptions regarding expected losses are reviewed periodically and may be impacted by actual performance of the acquired card receivables and changes in any of the factors discussed above. As of June 30, 2024 and 2023, the allowance for expected credit losses on acquired card receivables shown on the consolidated balance sheets totaled $20.9 million and $15.5 million, respectively. These amounts do not include the immaterial allowance for expected credit losses on card receivables that have been authorized but not cleared at the end of the periods (see Note 15).

Goodwill

Goodwill

Goodwill represents the excess of the purchase price of the acquisition over the net fair value of identifiable assets acquired and liabilities assumed. Goodwill amounts are not amortized.

Intangible Assets

Intangible Assets

The Company generally recognizes assets for customer relationships, developed technology and finite-lived trade names from an acquisition. Finite-lived intangible assets are carried at acquisition cost less accumulated amortization. Such amortization is recorded on a straight-line basis over the estimated useful lives of the respective assets, generally from three to ten years. Amortization for developed technology is recognized in cost of revenue. Amortization for customer relationships and trade names is recognized in sales and marketing expenses.

Impairment

Impairment

Goodwill is tested annually at the reporting unit level for impairment during the fourth fiscal quarter or more frequently if facts or changes in circumstances indicate the carrying amount of goodwill may not be recoverable. The Company has one reporting unit; therefore, all of its goodwill is associated with the entire company. Management has the option to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of the Company is less than the carrying amount, including goodwill. If it is determined that it is more likely than not that the fair value of the Company is less than the carrying amount, a quantitative assessment is performed by comparing the fair value of a reporting unit with its carrying amount. An

impairment charge is recognized for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the total amount of goodwill allocated to that reporting unit. The Company also has the option to bypass the qualitative assessment and perform the quantitative assessment.

The Company reviews the valuation of long-lived assets, including property and equipment and finite-lived intangible assets, whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. The recoverability of long-lived assets or asset groups is calculated based on the estimated undiscounted future cash flows expected to result from the use and eventual disposition of the asset. Impairment testing is performed at the asset group level.

Based on management's assessment, the Company did not recognize any impairment losses on its goodwill, finite-lived intangible assets or other long-lived assets during the periods presented herein.

Leases

Leases

The Company determines if an arrangement is a lease, or contains a lease, by evaluating whether there is an identified asset and whether the Company controls the use of the identified asset throughout the period of use. The Company determines the classification of the lease, whether operating or financing, at the lease commencement date, which is the date the leased assets are made available for use.

The Company uses the non-cancelable lease term when recognizing the ROU assets and lease liabilities, unless it is reasonably certain that a renewal or termination option will be exercised. The Company accounts for lease components and non-lease components as a single lease component. Modifications are assessed to determine whether incremental differences result in new contract terms and accounted for as a new lease or whether the additional right of use should be included in the original lease and continue to be accounted with the remaining ROU asset.

Operating lease ROU assets and lease liabilities are recognized at the lease commencement date based on the present value of the lease payments over the lease term. Lease payments consist of the fixed payments under the arrangement, less any lease incentives. Variable costs, such as common area maintenance costs, are not included in the measurement of the ROU assets and lease liabilities, but are expensed as incurred. As the implicit rate of the leases is not determinable, the Company uses an incremental borrowing rate in determining the present value of the lease payments. Lease expenses are recognized on a straight-line basis over the lease term.

The Company does not recognize ROU assets on lease arrangements with a term of 12 months or less. Lease expense for such arrangements is recognized on a straight-line basis over the term of the lease.

Accrued Rewards

Accrued Rewards

Spending businesses participate in rewards programs based on card transactions. The Company records a rewards liability that represents the estimated cost for rewards owed to spending businesses. Rewards liabilities are impacted over time by redemption costs and by spending businesses meeting eligibility requirements. Changes in the rewards liabilities during the period are recognized as an increase or decrease to sales and marketing expense in the accompanying consolidated statements of operations. The accrued rewards liability, which was $67.7 million and $55.4 million as of June 30, 2024 and 2023, respectively, is included in other accruals and current liabilities in the accompanying consolidated balance sheets. The rewards expense, which was $219.8 million, $173.9 million, and $95.2 million, during the years ended June 30, 2024, 2023, and 2022, respectively, is included in sales and marketing expenses in the accompanying consolidated statements of operations.

Revenue Recognition

Revenue Recognition

The Company enters into contracts with small and midsize businesses (SMB) and accounting firm customers to provide access to the functionality of the Company's cloud-based payments platform to process transactions. These contracts are either monthly contracts paid in arrears or upfront, or annual arrangements paid up front. The Company charges its SMB and accounting firm customers subscription fees for access to its platform either based on the number of users or per customer account and the level of service. The Company

generally also charges these customers transaction fees based on transaction volume and the category of transaction. The contractual price for subscription and transaction services is based on either negotiated fees or the rates published on the Company's website.

The Company accounts for its annual and monthly contracts as a series of distinct services that are satisfied over time. Revenues recognized exclude amounts collected on behalf of third parties, such as sales taxes collected and remitted to governmental authorities.

The Company enables SMB and accounting firm customers to make virtual card payments to their suppliers. The Company also facilitates the extension of credit to spending businesses through the BILL Spend and Expense product in the form of BILL Divvy Corporate Cards. The spending businesses utilize the credit on BILL Divvy Corporate Cards as a means of payment for goods and services provided by their suppliers. Virtual card payments and BILL Divvy Corporate Cards are originated through agreements with Issuing Banks. The agreements with the Issuing Banks allow for card transactions on the MasterCard and Visa networks. For each virtual card and BILL Divvy Corporate Card transaction, suppliers are required to pay interchange fees to the issuer of the card. Based on the Company's agreements with its Issuing Banks, the Company recognizes the interchange fees as revenue gross or net of rebates received from the Issuing Bank based on the Company's determination of whether it is the principal or agent under the agreements.

The Company enters into multi-year contracts with financial institution customers to provide access to the Company's cloud-based payments platform to process transactions. These contracts typically include fees for initial implementation services that are paid during the period the implementation services are provided as well as fees for subscription and transaction processing services, which are subject to guaranteed monthly minimum fees that are paid monthly over the contract term. These contracts enable the financial institutions to provide their customers with access to online bill pay services through the financial institutions' online platforms. Implementation services are required up-front to establish an infrastructure that allows the financial institutions' online platforms to communicate with the Company's online platform. A financial institution's customers cannot access online bill pay services until implementation is complete.

Initial implementation services and transaction processing services are not capable of being distinct from the subscription for online bill pay services and are combined into a single performance obligation. The total consideration in these contracts varies based on the number of users and transactions to be processed. The Company has determined it meets the variable consideration allocation exception and therefore recognizes guaranteed monthly payments and any overages as revenue in the month they are earned. Implementation fees are recognized based on the proportion of transactions processed to the total estimated transactions to be processed over the contract period. The Company allocates revenue to each performance obligation based on its relative standalone selling price.

Interest on Funds Held for Customers

The Company also earns revenue from interest earned on funds held for customers that are initially deposited into the Company's bank accounts that are separate from the Company's operating cash accounts until remitted to the customers or their suppliers. The Company partially invests funds held for customers in highly liquid investments with maturities of three months or less and in marketable debt securities with maturities of three months to one year at the time of purchase. Interest and fees earned are recognized based on the effective interest method and also include the accretion of discounts and the amortization of premiums on marketable debt securities.

Deferred Revenue

Deferred Revenue

Subscription and transaction fees from customers for which the Company has annual or multi-year contracts are generally billed in advance. These fees are initially recorded as deferred revenue and subsequently recognized as revenue as the performance obligation is satisfied.

Deferred Costs

Deferred Costs

Deferred costs consist of (i) deferred sales commissions that are incremental costs of obtaining customer contracts and (ii) deferred service costs, primarily direct payroll costs, for implementation services provided to customers prior to the launching of the Company's products for general availability (go-live) to customers. Sales commissions paid on renewals are not material and are not commensurate with sales commissions paid on the initial contract. Deferred sales commissions are amortized ratably over the estimated life of the customer relationship aligned with the pattern of customer attrition, taking into consideration the initial contract term and expected renewal periods. Deferred service costs are amortized ratably over the estimated benefit period of the capitalized costs starting on the go-live date of the service.

Service Costs

Service Costs

Service costs consist primarily of personnel-related costs, including stock-based compensation, for the Company's customer success and payment operations teams, costs that are directly attributed to processing customers' and spending businesses' transactions (such as the cost of printing checks, postage for mailing checks, fees associated with the issuance and processing of card transactions, fees for processing payments), outsourced support services for the Company's customer success team, direct and amortized costs for implementing and integrating the Company's cloud-based platform into the customers' systems, and cloud payments infrastructure costs.

Research and Development

Research and Development

Costs incurred in research and development, excluding development costs eligible for capitalization as internal-use software, are expensed as incurred.

Stock-Based Compensation

Stock-based Compensation

The Company measures stock-based compensation for stock options and purchase rights issued under the Employee Stock Purchase Plan (ESPP) at fair value on the date of grant using the Black-Scholes option-pricing model. The Company measures stock-based compensation for restricted stock units (RSUs) and market-based RSUs based on the closing price of the Company's stock and using the Monte Carlo simulation model, respectively, on the date of grant. The Company measures stock-based compensation for performance-based awards at fair value on the date of grant. Awards that are classified as liabilities are remeasured at fair value at the end of each reporting period.

The Company recognizes compensation on a straight-line basis over the requisite service period, which is generally the vesting term of four years for stock options and RSUs, the offering period of one year for purchase rights under the ESPP, and the requisite period of one to three years for market-based RSUs. The Company recognizes compensation for performance-based awards over the vesting period if it is probable that the performance condition will be achieved. The Company accounts for forfeitures as they occur.

Advertising

Advertising

The Company expenses the costs of advertising, including promotional expenses, as incurred. Advertising expenses during the years ended June 30, 2024, 2023, and 2022 were $43.6 million, $39.0 million, and $29.4 million, respectively.

Income Taxes

Income Taxes

The Company accounts for income taxes using the asset and liability method, which requires the recognition of taxes payable or refundable for the current year and deferred income tax assets and liabilities for the future tax consequences of temporary differences between the financial statement carrying amounts and the tax basis of the Company's assets and liabilities, net operating loss (NOL), and tax credit carryforwards. A valuation allowance is established to reduce deferred tax assets to the amount expected to be realized.

The Company accounts for uncertainty in income taxes using a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. The Company classifies any liabilities for unrecognized tax benefits as current to the extent that the Company anticipates
payment (or receipt) of cash within one year. Interest and penalties related to uncertain tax positions are recognized in the provision for income taxes.

Net Loss Per Share Attributable to Common Stockholders

Net Loss Per Share Attributable to Common Stockholders

Basic net loss per share attributable to common stockholders is calculated by dividing the net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period, without consideration of potentially dilutive securities. Diluted net loss per share attributable to common stockholders is the same as basic net loss per share attributable to common stockholders for all periods presented since the effect of potentially dilutive securities is anti-dilutive given the net loss of the Company.

Restructuring

Restructuring

The Company records a liability for involuntary employee termination benefits when management has committed to a plan that establishes the terms of the arrangement and that plan has been communicated to employees. Costs to terminate a contract before the end of the term are recognized on the termination date, and costs that will continue to be incurred in a contract for the remaining term without economic benefit are recognized as of the cease-use date.

New Accounting Pronouncements

New Accounting Pronouncements and Disclosure Rules Not Yet Adopted

In November 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2023-07, Reportable Segments (Topic 280): Improvements to Reportable Segment Disclosures, which expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses, including public entities with a single operating or reportable segment. The updated standard is effective for the Company's annual periods beginning in fiscal 2025 and interim periods beginning in the first quarter of fiscal 2026. Early adoption is permitted. This ASU will result in the required additional disclosures being included in the consolidated financial statements retrospectively, to all periods presented, once adopted.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which expands disclosures in an entity's income tax rate reconciliation table and regarding cash taxes paid both in the U.S. and foreign jurisdictions. The updated standard will be effective for annual periods beginning in fiscal 2026. This ASU will result in the required additional disclosures being included in the consolidated financial statements, once adopted.

In March 2024, the SEC adopted final rules related to climate-related disclosures in SEC Release No. 33-11275: The Enhancement and Standardization of Climate-Related Disclosures for Investors. In April 2024, the SEC issued an order to stay the effectiveness of the rules pending the completion of judicial review of multiple petitions challenging the rules. To the extent the rules become effective, they will require registrants to disclose certain climate-related information in registration statements and annual reports. The disclosure requirements, as initially adopted, would apply for annual periods beginning in fiscal 2026. The Company is currently evaluating the final rules to determine their impact on the Company's Annual Reports on Form 10-K.

Fair Value Measurement

The Company measures and reports its cash equivalents, short-term investments, funds held for customers that are invested in money market funds and marketable debt securities, and contingent consideration at fair value. Fair value is defined as the exchange price that would be received for an asset or an exit price paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs.

The fair value hierarchy defines a three-level valuation hierarchy for disclosure of fair value measurements as follows:

Level 1 – Inputs are unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable, unadjusted quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities.

Level 3 – Unobservable inputs that are supported by little or no market activity for the related assets or liabilities and typically reflect management's estimate of assumptions that market participants would use in pricing the assets or liabilities.

In determining fair value, the Company utilizes quoted market prices, or valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible, and also considers counterparty credit risk in its assessment of fair value.

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Revenue (Tables)

12 Months Ended
Jun. 30, 2024

Revenue from Contract with Customer [Abstract]

Schedule of Subscription and Transaction Fees Disaggregated by Customer Category

The table below shows the Company's revenue from subscription and transaction fees, which are disaggregated by sales
channel, and revenue from interest on funds held for customers (in thousands).

	Year ended June 30,		
	2024	2023	2022
SMBs, accounting firms, spending businesses and other	$ 1,098,644	$ 901,602	$ 603,171
Financial institutions	24,089	43,108	30,194
Total subscription and transaction fees	1,122,733	944,710	633,365
Interest on funds held for customers	167,439	113,758	8,594
Total revenue	$ 1,290,172	$ 1,058,468	$ 641,959

Summary of Deferred Costs

Deferred costs consisted of the following as of the dates presented (in thousands):

	June 30,	
	2024	2023
Deferred sales commissions:		
Current	$ 8,142	$ 6,523
Non-current	15,113	12,317
Total deferred sales commissions	$ 23,255	$ 18,840
Deferred service costs:		
Current	$ 430	$ 904
Non-current	1,930	2,221
Total deferred service costs	$ 2,360	$ 3,125

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Business Combination (Tables)

12 Months Ended
Jun. 30, 2024

Business Combinations [Abstract]

Summary of Acquisition Purchase Consideration

The acquisition purchase consideration totaled $674.3 million, which consisted of the following (in thousands):

Equity consideration [1]	$ 510,218
Cash	164,087
Total	$ 674,305

[1] This includes 1,788,372 shares of the Company's common stock issued with a fair value based upon the opening market price on the acquisition date. This also includes the stock options assumed to replace stock options that were outstanding on the acquisition date under Invoice2go's 2014 Equity Incentive Plan. The fair value of these stock options was $21.7 million, which was the amount attributable to the pre-combination requisite service period.

Summary of Preliminary Fair Values of Assets Acquired and Liabilities Assumed

The following table summarizes the preliminary fair values of the assets acquired and liabilities assumed at the acquisition date (in thousands):

Cash and cash equivalents	$ 19,738
Accounts receivable and other assets	4,518
Intangible assets	91,219
Total identifiable assets acquired	115,475
Accounts payable and other liabilities	(26,618)
Net identifiable assets acquired	88,857
Goodwill	585,448
Net assets acquired	$ 674,305

Summary of Preliminary Fair Values Allocated to Identifiable Intangible Assets and Estimated Useful Lives

The preliminary fair values allocated to the identifiable intangible assets (in thousands) and their estimated useful lives are as follows:

	Preliminary fair value	Weighted average useful life (in years)
Customer relationships	$ 61,269	10.0
Developed technology	15,908	3.0
Trade name	14,042	3.0
Total	$ 91,219	

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Fair Value Measurement (Tables)

12 Months Ended
Jun. 30, 2024

Fair Value Disclosures [Abstract]

Summary of Fair Value of Assets and Liabilities Measured on Recurring Basis

The following tables set forth the fair value of assets and liabilities that were measured at fair value on a recurring basis based on the three-tier fair value hierarchy as of the dates presented (in thousands):

	June 30, 2024			
	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents:				
Money market funds	$ 522,618	$ —	$ —	$ 522,618
	522,618	—	—	522,618
Short-term investments:				
Corporate bonds	—	298,202	—	298,202
U.S. treasury securities	—	180,983	—	180,983
Asset-backed securities	—	59,363	—	59,363
Certificates of deposit	—	38,370	—	38,370
U.S. agency securities	—	24,617	—	24,617
	—	601,535	—	601,535
Funds held for customers:				
Restricted cash equivalents				
Money market funds	1,319,609	—	—	1,319,609
Corporate bonds	—	89,082	—	89,082
	1,319,609	89,082	—	1,408,691
Short-term investments				
Corporate bonds	—	937,198	—	937,198
U.S. treasury securities	—	342,041	—	342,041
Certificates of deposit	—	119,616	—	119,616
Asset-backed securities	—	116,475	—	116,475
	—	1,515,330	—	1,515,330
Total assets measured at fair value	$ 1,842,227	$ 2,205,947	$ —	$ 4,048,174

	June 30, 2023			
	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents:				
Money market funds	$ 1,131,621	$ —	$ —	$ 1,131,621
Certificates of deposit	—	2,578	—	2,578
Corporate bonds	—	45,301	—	45,301
U.S. treasury securities	44,856	—	—	44,856
	1,176,477	47,879	—	1,224,356
Short-term investments:				
Corporate bonds	—	479,483	—	479,483
U.S. treasury securities	408,368	—	—	408,368
U.S. agency securities	—	57,967	—	57,967
Asset-backed securities	—	51,193	—	51,193
Certificates of deposit	—	46,099	—	46,099
	408,368	634,742	—	1,043,110
Funds held for customers:				
Restricted cash equivalents				
Money market funds	713,469	—	—	713,469
	713,469	—	—	713,469
Short-term investments				
Corporate bonds	—	433,920	—	433,920
Certificates of deposit	—	233,291	—	233,291
U.S. agency securities	—	27,458	—	27,458
Asset-backed securities	—	70,661	—	70,661
U.S. treasury securities	81,074	—	—	81,074
	81,074	765,330	—	846,404
Total assets measured at fair value	$ 2,379,388	$ 1,447,951	$ —	$ 3,827,339
Liabilities				
Contingent consideration[1]	—	—	(12,035)	(12,035)
Total liabilities measured at fair value	$ —	$ —	$ (12,035)	$ (12,035)

[1] The Company used the probability-weighted discounted cash flow method to estimate the contingent consideration. The significant inputs used in the fair value measurement of the contingent consideration are the probability of payout and discount rate. As these inputs are not based on observable market data, the liability represents a Level 3 measurement within the fair value hierarchy.

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Short-Term Investments And Funds Held For Customers (Tables)

12 Months Ended

Jun. 30, 2024

Investments, Debt and Equity Securities [Abstract]

Summary of Funds Held for Customers

The following table summarizes the assets underlying short-term investments and funds held for customers as of the dates presented (in thousands):

	June 30, 2024	June 30, 2023
Short-term investments:		
Available-for-sale debt securities	$ 601,535	$ 1,043,110
Total short-term investments	601,535	1,043,110
Funds held for customers:		
Restricted cash	779,838	1,793,088
Restricted cash equivalents	1,408,691	713,469
Funds receivable	11,870	12,822
Available-for-sale debt securities	1,515,330	846,404
Total funds held for customers	3,715,729	3,365,783
Less - income earned by the Company included in other current assets	(10,822)	(9,874)
Total funds held for customers, net of income earned by the Company	$ 3,704,907	$ 3,355,909

Schedule of Short-Term Investments

The following table summarizes the estimated fair value of available-for-sale debt securities included within funds held for customers and short-term investments as of the dates presented (in thousands):

	June 30, 2024			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Short-term investments:				
Corporate bonds	$ 298,628	$ 140	$ (566)	$ 298,202
U.S. treasury securities	181,225	—	(242)	180,983
Asset-backed securities	59,340	68	(45)	59,363
Certificates of deposit	38,370	—	—	38,370
U.S. agency securities	24,669	—	(52)	24,617
Total short-term investments	$ 602,232	$ 208	$ (905)	$ 601,535
Funds held for customers:				
Corporate bonds	$ 937,989	$ 23	$ (814)	$ 937,198
Certificates of deposit	119,615	1	—	119,616
Asset-backed securities	116,542	11	(78)	116,475
U.S. treasury securities	342,202	1	(162)	342,041
Total funds held for customers	$ 1,516,348	$ 36	$ (1,054)	$ 1,515,330

	June 30, 2023			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Short-term investments:				
Corporate bonds	$ 481,658	$ 207	$ (2,382)	$ 479,483
U.S. treasury securities	409,586	42	(1,260)	408,368
U.S. agency securities	58,166	—	(199)	57,967
Asset-backed securities	51,321	8	(136)	51,193
Certificates of deposit	46,099	—	—	46,099
Total short-term investments	$ 1,046,830	$ 257	$ (3,977)	$ 1,043,110
Funds held for customers:				
Corporate bonds	$ 433,936	$ 18	$ (34)	$ 433,920
Certificates of deposit	233,290	1	—	233,291
Asset-backed securities	70,993	—	(332)	70,661
U.S. agency securities	27,484	5	(31)	27,458
U.S. treasury securities	81,309	1	(236)	81,074
Total funds held for customers	$ 847,012	$ 25	$ (633)	$ 846,404

Summary of Fair Value of Available-for-Sale Debt Securities

The following table summarizes fair value of the Company's available-for-sale debt securities included within funds held for customers and short-term investments by remaining contractual maturity as of the dates presented (in thousands):

	June 30, 2024	June 30, 2023
Due within 1 year	$ 1,699,009	$ 1,543,379
Due in 1 year through 5 years	409,309	346,135
Due in 5 year through 10 years	8,547	—
Total	$ 2,116,865	$ 1,889,514

Schedule of Gross Unrealized Loss and Fair Values

The following table shows gross unrealized losses and fair values for those investments that were in an unrealized loss position as of the dates presented (in thousands):

	June 30, 2024					
	Less than 12 months		12 months or longer		Total	
	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
Short-term investments:						
Corporate bonds	$ 130,469	$ (333)	$ 60,576	$ (232)	$ 191,045	$ (565)
U.S. treasury securities	152,004	(156)	28,979	(86)	180,983	(242)
Asset-backed securities	24,149	(39)	2,155	(7)	26,304	(46)
U.S. agency securities	24,617	(52)	—	—	24,617	(52)
Total short-term investments	$ 331,239	$ (580)	$ 91,710	$ (325)	$ 422,949	$ (905)
Funds held for customers:						
Corporate bonds	$ 506,540	$ (814)	$ —	$ —	$ 506,540	$ (814)
Asset-backed securities	68,629	(76)	5,546	(2)	74,175	(78)
U.S. treasury securities	327,340	(162)	—	—	327,340	(162)
Total funds held for customers	$ 902,509	$ (1,052)	$ 5,546	$ (2)	$ 908,055	$ (1,054)

	June 30, 2023					
	Less than 12 months		12 months or longer		Total	
	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
Short-term investments:						
Corporate bonds	$ 213,373	$ (1,421)	$ 83,189	$ (961)	$ 296,562	$ (2,382)
U.S. treasury securities	199,440	(976)	14,286	(284)	213,726	(1,260)
Asset-backed securities	35,719	(103)	2,707	(33)	38,426	(136)
U.S. agency securities	57,967	(199)	—	—	57,967	(199)
Total short-term investments	$ 506,499	$ (2,699)	$ 100,182	$ (1,278)	$ 606,681	$ (3,977)
Funds held for customers:						
Corporate bonds	$ 34,530	$ (34)	$ —	$ —	$ 34,530	$ (34)
Asset-backed securities	59,128	(258)	11,533	(74)	70,661	(332)
U.S. agency securities	22,494	(31)	—	—	22,494	(31)
U.S. treasury securities	74,888	(236)	—	—	74,888	(236)
Total funds held for customers	$ 191,040	$ (559)	$ 11,533	$ (74)	$ 202,573	$ (633)

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Acquired Card Receivables (Tables)

12 Months Ended
Jun. 30, 2024

Acquired Card Receivables [Abstract]

Summary of Acquired Card Receivables by Class

Below is a summary of the acquired card receivables by class (i.e., past due status) as of the dates presented (in thousands):

	June 30,	
	2024	2023
Current and less than 30 days past due	$ 706,026	$ 463,704
30 ~ 59 days past due	4,277	2,507
60 ~ 89 days past due	3,393	4,544
90 ~ 119 days past due	4,093	3,196
Over 120 days past due	310	197
Total	$ 718,099	$ 474,148

Summary of Change in Allowance for Credit Losses

Below is a summary of the changes in allowance for expected credit losses (in thousands):

	June 30,	
	2024	2023
Balance, beginning	$ 15,498	$ 5,414
Initial allowance for expected credit losses on purchased card receivables with credit deterioration	—	10
Provision for expected credit losses	52,327	32,015
Charge-off amounts	(51,805)	(24,120)
Recoveries collected	4,863	2,179
Balance, ending	$ 20,883	$ 15,498

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Loans Held For Investment (Tables)

12 Months Ended
Jun. 30, 2024

Receivables [Abstract]

Summary of Loans Held For Investment

Loans held for investment are included in prepaid expenses and other current assets in the accompanying consolidated balance sheets and consisted of the following as of the dates presented (in thousands):

	June 30,	
	2024	2023
Unpaid principal balance	$ 44,491	$ 1,579
Less: Discount at loan purchase, net of amortization	(1,120)	(47)
Less: Allowance for expected credit losses	(4,700)	—
Loans held for investment, net	$ 38,671	$ 1,532

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Property and Equipment (Tables)

12 Months Ended
Jun. 30, 2024

Property, Plant and Equipment [Abstract]

Schedule of Property and Equipment

Property and equipment consisted of the following as of the dates presented (in thousands):

	June 30,	
	2024	2023
Software and equipment	$ 20,802	$ 20,971
Capitalized software	81,582	53,950
Furniture and fixtures	13,361	12,598
Leasehold improvements	39,103	39,068
Property and equipment, gross	154,848	126,587
Less: accumulated depreciation and amortization	(66,814)	(45,023)
Property and equipment, net	$ 88,034	$ 81,564

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Goodwill and Intangible Assets (Tables)

12 Months Ended
Jun. 30, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

Schedule of Goodwill

Goodwill, which is primarily attributable to expected synergies from acquisitions and is not deductible for U.S. federal and state income tax purposes, consisted of the following as of the dates presented (in thousands):

	June 30,	
	2024	2023
Balance, beginning	$ 2,396,509	$ 2,362,893
Addition related to acquisition during the period	—	33,441
Measurement period adjustments	—	175
Balance, ending	$ 2,396,509	$ 2,396,509

Schedule of Intangible Assets

Intangible assets consisted of the following as of the dates presented (amounts in thousands):

	June 30, 2024			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted average remaining useful life (in years)
Customer relationships	$ 259,269	$ (78,410)	$ 180,859	7.0
Developed technology	215,958	(116,126)	99,832	2.9
Trade name	48,042	(47,262)	780	0.2
Total	$ 523,269	$ (241,798)	$ 281,471	

	Jun 30, 2023			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted average remaining useful life (In years)
Customer relationships	$ 259,269	$ (52,483)	$ 206,786	8.0
Developed technology	215,958	(77,178)	138,780	3.8
Trade name	48,042	(32,181)	15,861	1.0
Total	$ 523,269	$ (161,842)	$ 361,427	

Schedule of Amortization of Finite-Lived Intangible Assets

Amortization of finite-lived intangible assets was as follows during the years ended June 30, 2024 and 2023 (in thousands):

	June 30,	
	2024	2023
Cost of revenue	$ 38,948	$ 38,269
Sales and marketing	41,008	41,936
Total	$ 79,956	$ 80,205

Schedule of Future Amortization of Finite-Lived Intangible Assets

As of June 30, 2024, future amortization of finite-lived intangible assets that will be recorded in cost of revenue and operating expenses is estimated as follows (in thousands):

Fiscal years ending June 30:	Amount
2025	$ 61,234
2026	59,570
2027	56,909
2028	26,606
2029	25,927
Thereafter	51,225
Total	$ 281,471

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Debt and Borrowings (Tables)

12 Months Ended Jun. 30, 2024

Debt Disclosure [Abstract]

Schedule of Debt

Debt and borrowings consisted of the following (in thousands):

	June 30,	
	2024	2023
Current liabilities:		
Borrowings from revolving credit facility (including unamortized debt premium)[1]	$ —	$ 135,046
Non-current liabilities:		
Convertible senior notes:		
2027 Notes, principal	575,000	575,000
2025 Notes, principal	167,314	1,150,000
Less: unamortized debt issuance costs	(8,323)	(20,218)
Convertible senior notes, net	733,991	1,704,782
Borrowings from revolving credit facility (including unamortized debt premium)[1]	180,009	—
Total	$ 914,000	$ 1,839,828

[1] Unamortized debt issuance costs balance for the Revolving Credit Facility was $0.6 million and $0.2 million as of June 30, 2024 and June 30, 2023, respectively, and is included in other assets on the consolidated balance sheets.

Convertible Debt

As of June 30, 2024 and 2023, the Notes consisted of the following (in thousands):

	June 30, 2024		June 30, 2023	
	2027 Notes	2025 Notes	2027 Notes	2025 Notes
Liability component:				
Principal	$ 575,000	$ 167,314	$ 575,000	$ 1,150,000
Less: unamortized debt issuance costs	(7,496)	(827)	(10,188)	(10,030)
Net carrying amount	$ 567,504	$ 166,487	$ 564,812	$ 1,139,970

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Stockholders' Equity (Tables)

12 Months Ended Jun. 30, 2024

Equity [Abstract]

Summary of RSU Activity

A summary of RSU activity as of June 30, 2024, and changes during the year ended June 30, 2024, is presented below.

	Number of shares [1] (in thousands)	Weighted average grant date fair value
Nonvested at June 30, 2023	4,184	$ 140.41
Granted	3,452	$ 90.90
Vested	(2,048)	$ 136.74
Forfeited	(987)	$ 124.82
Nonvested at June 30, 2024	4,600	$ 108.24

[1] Includes RSU, market-based RSUs and performance-based RSUs.

Summary of Stock Based Compensation Cost

Stock-based compensation by award type (in thousands):

	Year ended June 30,			Unrecognized compensation (in thousands)	Weighted-average recognition period (in years)
	2024	2023	2022		
RSUs[1]	$ 217,696	$ 251,456	$ 134,222	$ 434,623	2.6
Stock options	10,719	37,882	55,667	3,989	1.1
Performance-based awards	13,351	17,914	—	13,411	3.3
Employee stock purchase plan	9,129	11,280	8,918	4,143	0.6
Market-based RSUs	5,912	4,308	2,755	7,106	1.4
Total stock-based compensation	$ 256,807	$ 322,840	$ 201,562	$ 463,272	

Stock-based compensation was included in the following line items in the accompanying consolidated statements of operations and consolidated balance sheets (in thousands):

	Year ended June 30,		
	2024	2023	2022
Revenue - subscription and transaction fees	$ 1,831	$ 188	$ —
Cost of revenue - service costs	9,309	9,111	5,144
Research and development	103,382	93,364	54,907
Sales and marketing[1]	49,070	130,421	60,237
General and administrative	81,209	80,619	76,869
Restructuring	3,574	—	—
Total amount charged to operating loss	248,375	313,703	197,157
Property and equipment (capitalized internal-use software) and other	8,432	9,137	4,405
Total stock-based compensation	$ 256,807	$ 322,840	$ 201,562

[1] In fiscal 2023, the Company entered into separation and advisory agreements (the CRO Agreements) with its former Chief Revenue Officer (the CRO). Pursuant to the CRO Agreements, the former CRO will serve the Company as an advisor through September 2024. Upon execution of the CRO Agreements, the Company recognized $52.2 million of stock-based compensation expense related to the former CRO's RSUs.

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Other Income (Expense), Net (Tables)

12 Months Ended Jun. 30, 2024

Other Income, Nonoperating [Abstract]

Schedule of Other (Expense) Income, Net

Other income (expense), net consisted of the following for the periods presented (in thousands):

	Year ended June 30,		
	2024	2023	2022
Interest income	$ 122,298	$ 91,279	$ 6,691
Gain on debt extinguishment and change on mark to market derivatives associated with 2025 Notes repurchase and capped calls	45,272	—	—
Lower of cost or market adjustment on card receivables sold and held for sale	—	(1,545)	(11,460)
Interest expense	(19,182)	(15,203)	(9,419)
Other	(543)	(1,675)	327
Total other income (expense), net	$ 147,845	$ 72,856	$ (13,861)

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Income Taxes (Tables)

12 Months Ended
Jun. 30, 2024

Income Tax Disclosure [Abstract]

Components of Loss before (Benefit from) Provision for Income Taxes

The components of loss before provision for (benefit from) income taxes were as follows during the periods presented (in thousands):

	Year ended June 30,		
	2024	2023	2022
Domestic	$ 5,312	$ (199,452)	$ (304,508)
Foreign	(31,631)	(23,465)	(26,171)
Total	$ (26,319)	$ (222,917)	$ (330,679)

Components of (Benefit from) Provision for Income Taxes

The components of provision for (benefit from) income taxes were as follows during the periods presented (in thousands):

	Year ended June 30,		
	2024	2023	2022
Current:			
Federal	$ 1,650	$ 572	$ (247)
State	1,251	1,583	—
Foreign	19	14	—
Total current	2,920	2,169	(247)
Deferred:			
Federal	(262)	(995)	(1,115)
State	(99)	(366)	(2,956)
Total deferred	(361)	(1,361)	(4,071)
Provision for (benefit from) income taxes	$ 2,559	$ 808	$ (4,318)

Difference between Income Taxes Computed At Federal Statutory Rate and (Benefit from) Provision for Income Taxes

The items accounting for the difference between the income taxes computed at the federal statutory rate and the provision for (benefit from) income taxes consisted of the following during the periods presented (in thousands):

	Year ended June 30,		
	2024	2023	2022
Expected benefit at U.S. federal statutory rate	$ (5,528)	$ (46,813)	$ (69,443)
State income taxes, net of federal benefit	9,134	8,087	13,509
Stock-based compensation [1]	24,300	4,253	(93,705)
Research and development tax credits	(24,039)	(19,974)	(22,061)
Change in valuation allowance related to acquisition [2]	—	(126)	(2,831)
Change in valuation allowance [3]	4,943	48,321	174,477
Restructuring	(13,769)	—	—
Unrecognized tax benefit	(628)	(390)	(10,975)
Acquisition-related costs	—	—	553
Foreign rate differential	6,658	4,942	5,496
Other	1,488	2,508	662
Provision for (benefit from) income taxes	$ 2,559	$ 808	$ (4,318)

[1] The rate impact during the year ended June 30, 2024 and 2023 relates to the impact of non-deductible stock compensation and shortfalls related to tax deductions being smaller than the associated stock compensation expense. The rate impact during the years ended June 30, 2022 pertains to windfalls from tax deductions being larger than the associated stock compensation expense.

[2] The rate impact during the year ended June 30, 2022 pertains to the income tax benefit recorded as a result of the acquisition of Invoice2go, which allowed the Company to release a portion of its valuation allowance due to the net deferred tax liabilities that were recorded as a result of such acquisition.

[3] The rate impact during the year ended June 30, 2024, 2023 and 2022 pertains to (i) an increase in valuation allowance due to the increase in deferred tax assets associated with losses, capitalized R&D expense and tax credits generated during the year and (ii) a change in deferred tax liability related to the acquisitions of Invoice2go.

Components of Deferred Tax Assets and Liabilities

The components of deferred tax assets and liabilities were as follows as of the dates presented (in thousands):

	June 30,	
	2024	2023
Deferred tax assets:		
Accruals and reserves	$ 13,966	$ 12,537
Capitalized research and development	120,882	75,694
Deferred revenue	1,084	1,084
Stock-based compensation	17,093	24,998
Net operating loss carryforwards	360,592	379,758
Research and development credits	85,910	62,299
Accrued rewards	40	1,855
Operating lease liabilities	19,139	21,616
Other	598	1,257
Total deferred tax assets before valuation allowance	619,304	581,098
Valuation allowance	(494,424)	(479,449)
Deferred tax assets	$ 124,880	$ 101,649
Deferred tax liabilities:		
Deferred contract costs	$ (5,868)	$ (4,772)
Property and equipment	(15,853)	(13,078)
Intangible assets	(68,218)	(67,455)
Operating right of use assets	(14,992)	(17,155)
Other reserve	(20,399)	—
Total deferred tax liabilities	(125,330)	(102,460)
Net deferred tax liabilities	$ (450)	$ (811)

Reconciliation of Unrecognized Tax Benefits

Below is the reconciliation of the unrecognized tax benefits related to federal and California research and development credits during the periods presented (in thousands):

	Year e ded June 30,		
	2024	2023	2022
Balance at the beginning of the year	$ 23,300	$ 16,724	$ 22,185
Add:			
Tax positions related to the current year	9,134	6,642	7,354
Increase from business combination	—	—	160
Tax positions related to the prior year	2,714	226	—
Less:			
Tax positions related to the prior year	—	—	(12,761)
Statute of limitations lapse	(20)	(292)	(214)
Balance at the end of the year	$ 35,128	$ 23,300	$ 16,724

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Leases (Tables)

12 Months Ended
Jun. 30, 2024

Leases [Abstract]

Components of Lease Cost

The components of lease expense during the years ended June 30, 2024, 2023, and 2022 are shown in the table below (in thousands):

	Year ended June 30		
	2024	2023	2022
Operating lease expense [1]	$ 12,877	$ 14,081	$ 12,983
Variable lease expense, net of credit	2,461	2,251	2,909
Sublease income	(581)	(586)	(712)
Total lease cost	$ 14,757	$ 15,746	$ 15,180

[1] Includes short-term lease, which is not material for the fiscal years ended June 30, 2024, 2023, and 2022.

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Commitments and Contingencies (Tables)

12 Months Ended
Jun. 30, 2024

Commitments and Contingencies Disclosure [Abstract]

Summary of Future Minimum Lease Payments

Future minimum lease payments as of June 30, 2024 are as follows (in thousands):

Fiscal years ending June 30:	Amount
2025	$ 13,425
2026	13,292
2027	13,226
2028	13,590
2029	13,974
Thereafter	21,945
Gross lease payments	89,452
Less - present value adjustments	(13,614)
Total operating lease liabilities, net	$ 75,838

Schedule of Future Payments Under Other Agreements

Future payments under these other agreements as of June 30, 2024 are as follows (in thousands).

Fiscal years ending June 30:	Amount
2025	$ 29,468
2026	15,051
2027	9,414
2028	5,491
2029	4,250
Total	$ 63,674

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Restructuring (Tables)

12 Months Ended
Jun. 30, 2024

Restructuring and Related Activities [Abstract]

Summary of Restructuring Liabilities

The following table summarizes the restructuring liability that is included in other accruals and current liabilities and accounts payable on the accompanying consolidated balance sheets as of June 30, 2024:

	Severance and termination benefits	Contract termination	Other	Total restructuring liability
Balance, at June 30, 2023	$ —	$ —	$ —	$ —
Charges	22,817	480	705	24,002
Cash payments	(22,492)	(480)	(703)	(23,675)
Balance, at June 30, 2024	$ 325	$ —	$ 2	$ 327

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Net Loss Per Share Attributable To Common Stockholders (Tables)

12 Months Ended
Jun. 30, 2024

Earnings Per Share [Abstract]

Summary of Potentially Dilutive Securities Excluded from Diluted Net Loss Per Share Calculation

Potentially dilutive securities, which were excluded from the diluted net loss per share calculations because they would have been anti-dilutive, were as follows as of the dates presented (in thousands):

	June 30,		
	2024	2023	2022
Equity awards	6,641	6,772	7,137
Convertible senior notes	2,426	8,534	8,534
Total	9,067	15,306	15,671

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The Company and Its Significant Accounting Policies - Follow-on Offering (Details) - USD ($) $ / shares in Units, $ in Thousands

12 Months Ended

	Sep. 24, 2021	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Line Items]				
Proceeds from issuance of common stock upon public offering, net of underwriting discounts and other offering costs	$ 1,300,000	$ 0	$ 0	$ 1,341,122
IPO				
Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Line Items]				
Issuance of common stock upon public offering, net of underwriting discounts and other offering costs (in shares)	5,073,529			
Shares issued price to public per share	$ 272.00			
Payments for underwriting discounts commissions and other offering costs	$ 38,900			

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The Company and Its Significant Accounting Policies - Segment Reporting (Details) $ in Thousands

12 Months Ended

	Jun. 30, 2024 USD ($) segment	Jun. 30, 2023 USD ($)	Jun. 30, 2022
Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Line Items]			
Number of operating segments | segment	1		
Percentage of revenue from non US customers	0.03	0.03	0.03
Non-US			
Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Line Items]			
Long-lived assets outside of the US | $	$ 0	$ 0	

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The Company and Its Significant Accounting Policies - Funds Held For Customers and Customer Fund Deposits (Details)

Jun. 30, 2024

Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Line Items]	
Money market funds and marketable debt securities, maximum maturity period	3 months
Minimum	
Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Line Items]	
Marketable debt securities, maturity period	3 months
Maximum	
Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Line Items]	
Marketable debt securities, maturity period	37 months

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The Company and Its Significant Accounting Policies - Concentrations of Credit Risk (Details) $ in Millions

12 Months Ended

	Jun. 30, 2024 USD ($) Customer	Jun. 30, 2023 USD ($) Customer	Jun. 30, 2022 Customer
Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Line Items]			
Allowance for potential credit losses related to accounts receivable and acquired card receivables | $	$ 25.8	$ 15.9	
Revenue Benchmark | Customer Concentration Risk			
Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Line Items]			
Number of customers exceed 10% of revenue | Customer	0	0	0
Revenue Benchmark | Customer Concentration Risk | No Customer			
Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Line Items]			
Concentration percentage	10.00%	10.00%	10.00%

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The Company and Its Significant

Accounting Policies - Property and Equipment (Details)	Jun. 30, 2024
Minimum	
Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Line Items]	
Estimated useful lives	1 year
Maximum	
Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Line Items]	
Estimated useful lives	4 years

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The Company and Its Significant Accounting Policies - Acquired Card Receivables (Details) $ in Millions	Jun. 30, 2024 USD ($)	Jun. 30, 2023 USD ($)
Accounting Policies [Abstract]		
Participation interest required to be purchased	1	
Number of days delinquent to become charged-off	120 days	
Allowance for potential credit losses for acquired card receivables	$ 20.9	$ 15.5

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The Company and Its Significant Accounting Policies - Intangible Assets (Details)	Jun. 30, 2024
Minimum	
Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Line Items]	
Estimated useful lives	3 years
Maximum	
Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Line Items]	
Estimated useful lives	10 years

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The Company and Its Significant Accounting Policies - Impairment (Details)	12 Months Ended Jun. 30, 2024 reportingUnit
Accounting Policies [Abstract]	
Number of reporting unit	1

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The Company and Its Significant Accounting Policies - Leases (Details)	Jun. 30, 2024
Minimum	
Lessee Lease Description [Line Items]	
Lease arrangements term	12 months

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The Company and Its Significant Accounting Policies - Accrued Rewards (Details) - USD ($) $ in Millions	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Sales and Marketing Expenses			
Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Line Items]			
Rewards and promotions expense	$ 219.8	$ 173.9	$ 95.2
Other Accruals and Current Liabilities			
Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Line Items]			
Accrued rewards and promotions liability	$ 67.7	$ 55.4	

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The Company and Its Significant Accounting Policies - Stock-Based Compensation (Details)	12 Months Ended Jun. 30, 2024
Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Line Items]	
Offering period of purchase rights under ESPP	1 year
Stock Options and RSUs	
Organization Consolidation Basis Of Presentation Business Description And Accounting Policies [Line Items]	
Vesting term	4 years

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The Company and Its Significant Accounting Policies - Advertising (Details) - USD ($) $ in Millions	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Accounting Policies [Abstract]			
Advertising expenses	$ 43.6	$ 39.0	$ 29.4

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Revenue - Schedule of Subscription and Transaction Fees Disaggregated by Customer Category (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Disaggregation Of Revenue [Line Items]			
Total revenue	$ 1,290,172	$ 1,058,468	$ 641,959
Subscription and transaction fees			
Disaggregation Of Revenue [Line Items]			
Total revenue	1,122,733	944,710	633,365
Subscription and transaction fees | SMBs, accounting firms, spending businesses and other			
Disaggregation Of Revenue [Line Items]			
Total revenue	1,098,644	901,602	603,171
Subscription and transaction fees | Financial institutions			
Disaggregation Of Revenue [Line Items]			
Total revenue	24,089	43,108	30,194
Interest on funds held for customers			
Disaggregation Of Revenue [Line Items]			
Total revenue	$ 167,439	$ 113,758	$ 8,594

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Revenue - Additional Information (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Disaggregation Of Revenue [Line Items]			
Deferred revenue, recognized	$ 22,500		
Aggregate amount of transaction price allocated to performance obligations	86,800		
Unbilled revenue	16,700	$ 14,000	
Amortization of deferred sales commissions	7,900	6,600	$ 5,200
Amortization of deferred service costs	$ 2,000	$ 2,500	$ 1,600
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date: 2024-07-01			
Disaggregation Of Revenue [Line Items]			
Aggregate amount of transaction price allocated to performance obligations, percentage	35.00%		
Revenue, remaining performance obligation, expected timing of satisfaction, period	1 year		
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date: 2025-07-01			
Disaggregation Of Revenue [Line Items]			
Aggregate amount of transaction price allocated to performance obligations, percentage	19.00%		
Revenue, remaining performance obligation, expected timing of satisfaction, period	1 year		
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date: 2026-07-01			
Disaggregation Of Revenue [Line Items]			
Aggregate amount of transaction price allocated to performance obligations, percentage	46.00%		
Revenue, remaining performance obligation, expected timing of satisfaction, period	2 years		

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Revenue - Summary of Deferred Costs (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Deferred Sales Commissions		
Deferred Costs [Line Items]		
Current	$ 8,142	$ 6,523
Non-current	15,113	12,317
Total	23,255	18,840
Deferred Service Costs		
Deferred Costs [Line Items]		
Current	430	904
Non-current	1,930	2,221
Total	$ 2,360	$ 3,125

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Business Combination - Summary of Acquisition Purchase Consideration - Invoice2go (Details) - USD ($) $ in Thousands	12 Months Ended			
	Sep. 01, 2021	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Business Acquisition [Line Items]				
Equity consideration		$ 0	$ 3,375	$ 488,494
Invoice2go, Inc.				
Business Acquisition [Line Items]				
Acquisition date	Sep. 01, 2021			
Percentage of outstanding equity interests acquired	100.00%			
Equity consideration	$ 510,218			
Cash	164,087			
Total	$ 674,305			
Business acquisition, common stock issued (shares)	1,788,372			
Invoice2go, Inc. | 2014 Equity Incentive Plan				
Business Acquisition [Line Items]				
Fair value of stock options	$ 21,700			

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Business Combination - Summary of Preliminary Fair Values of Assets Acquired and Liabilities Assumed - Invoice2go (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022	Sep. 01, 2021
Business Acquisition [Line Items]				
Goodwill	$ 2,396,509	$ 2,396,509	$ 2,362,893	
Invoice2go, Inc.				
Business Acquisition [Line Items]				
Cash and cash equivalents				$ 19,738
Accounts receivable and other assets				4,518
Intangible assets				91,219
Total identifiable assets acquired				115,475
Accounts payable and other liabilities				(26,618)
Net identifiable assets acquired				88,857
Goodwill				585,448
Net assets acquired				$ 674,305

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Business Combination - Summary of Preliminary Fair Values Allocated to Identifiable Intangible Assets and Estimated Useful Lives - Invoice2go (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023	Sep. 01, 2021
Business Acquisition [Line Items]			
Preliminary fair value	$ 523,269	$ 523,269	
Customer relationships			
Business Acquisition [Line Items]			
Preliminary fair value	259,269	259,269	
Developed technology			
Business Acquisition [Line Items]			
Preliminary fair value	215,958	215,958	

Trade name		
Business Acquisition [Line Items]		
Preliminary fair value	$ 48,042	$ 48,042
Invoice2go, Inc.		
Business Acquisition [Line Items]		
Preliminary fair value		$ 91,219
Invoice2go, Inc. | Customer relationships		
Business Acquisition [Line Items]		
Preliminary fair value		$ 61,269
Weighted average useful life (in years)		10 years
Invoice2go, Inc. | Developed technology		
Business Acquisition [Line Items]		
Preliminary fair value		$ 15,908
Weighted average useful life (in years)		3 years
Invoice2go, Inc. | Trade name		
Business Acquisition [Line Items]		
Preliminary fair value		$ 14,042
Weighted average useful life (in years)		3 years

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Business Combination - Narrative (Details)	12 Months Ended			
	Sep. 01, 2021 USD ($)	Jun. 30, 2024 USD ($)	Jun. 30, 2023 USD ($)	Jun. 30, 2022 USD ($)
Business Acquisition [Line Items]				
Goodwill		$ 2,396,509,000	$ 2,396,509,000	$ 2,362,893,000
Total revenue		1,290,172,000	1,058,468,000	641,959,000
Net loss		$ (28,878,000)	$ (223,725,000)	(326,361,000)
Invoice2go, Inc.				
Business Acquisition [Line Items]				
Goodwill	$ 585,448,000			
Goodwill expected to be deductible for income tax purposes	0			
Adjustment to goodwill and deferred revenue	$ 8,000,000.0			
Total revenue				32,900,000
Net loss				(32,000,000.0)
Invoice2go, Inc. | General and Administrative Expense				
Business Acquisition [Line Items]				
Acquisition-related costs				$ 3,700,000
Customer relationships | Invoice2go, Inc. | Discount Rate				
Business Acquisition [Line Items]				
Fair value measurement input	0.123			
Developed technology | Invoice2go, Inc. | Discount Rate				
Business Acquisition [Line Items]				
Fair value measurement input	0.123			
Developed technology | Invoice2go, Inc. | Pre-tax Royalty Rate				
Business Acquisition [Line Items]				
Fair value measurement input	0.150			
Trade name | Invoice2go, Inc. | Discount Rate				
Business Acquisition [Line Items]				
Fair value measurement input	0.123			
Trade name | Invoice2go, Inc. | Pre-tax Royalty Rate				
Business Acquisition [Line Items]				
Fair value measurement input	0.025			

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Fair Value Measurement - Summary of Fair Value of Assets and Liabilities Measured on Recurring Basis (Details) - Fair Value, Recurring - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Assets		
Cash equivalents:	$ 522,618	$ 1,224,356
Short-term investments:	601,535	1,043,110
Funds held for customers:	1,515,330	846,404
Total assets measured at fair value	4,048,174	3,827,339
Money market funds		
Assets		
Cash equivalents:	522,618	1,131,621
Corporate bonds		
Assets		
Short-term investments:	298,202	
Certificates of deposit		
Assets		
Cash equivalents:		2,578
U.S. treasury securities		
Assets		
Cash equivalents:		44,856
Short-term investments:	180,983	408,368
Funds held for customers:	342,041	81,074
Liabilities		
Contingent consideration		(12,035)
Total liabilities measured at fair value		(12,035)
Asset-backed securities		
Assets		
Short-term investments:	59,363	51,193
Funds held for customers:	116,475	70,661
Certificates of deposit		
Assets		
Short-term investments:	38,370	46,099
Funds held for customers:	119,616	233,291
U.S. agency securities		
Assets		
Short-term investments:	24,617	57,967
Funds held for customers:		27,458
Restricted cash equivalents		
Assets		
Funds held for customers:	1,408,691	713,469
Restricted cash equivalents | Money market funds		

Assets		
Funds held for customers:	1,319,609	713,469
Restricted cash equivalents | Corporate bonds		
Assets		
Funds held for customers:	89,082	
Corporate bonds		
Assets		
Cash equivalents:		45,301
Short-term investments:		479,483
Funds held for customers:	937,198	433,920
Level 1		
Assets		
Cash equivalents:	522,618	1,176,477
Short-term investments:	0	408,368
Funds held for customers:	0	81,074
Total assets measured at fair value	1,842,227	2,379,388
Level 1 | Money market funds		
Assets		
Cash equivalents:	522,618	1,131,621
Level 1 | Corporate bonds		
Assets		
Short-term investments:	0	
Level 1 | Certificates of deposit		
Assets		
Cash equivalents:		0
Level 1 | U.S. treasury securities		
Assets		
Cash equivalents:		44,856
Short-term investments:	0	408,368
Funds held for customers:	0	81,074
Liabilities		
Contingent consideration		0
Total liabilities measured at fair value		0
Level 1 | Asset-backed securities		
Assets		
Short-term investments:	0	0
Funds held for customers:	0	0
Level 1 | Certificates of deposit		
Assets		
Short-term investments:	0	0
Funds held for customers:	0	0
Level 1 | U.S. agency securities		
Assets		
Short-term investments:	0	0
Funds held for customers:		0
Level 1 | Restricted cash equivalents		
Assets		
Funds held for customers:	1,319,609	713,469
Level 1 | Restricted cash equivalents | Money market funds		
Assets		
Funds held for customers:	1,319,609	713,469
Level 1 | Restricted cash equivalents | Corporate bonds		
Assets		
Funds held for customers:	0	
Level 1 | Corporate bonds		
Assets		
Cash equivalents:		0
Short-term investments:		0
Funds held for customers:	0	0
Level 2		
Assets		
Cash equivalents:	0	47,879
Short-term investments:	601,535	634,742
Funds held for customers:	1,515,330	765,330
Total assets measured at fair value	2,205,947	1,447,951
Level 2 | Money market funds		
Assets		
Cash equivalents:	0	0
Level 2 | Corporate bonds		
Assets		
Short-term investments:	298,202	
Level 2 | Certificates of deposit		
Assets		
Cash equivalents:		2,578
Level 2 | U.S. treasury securities		
Assets		
Cash equivalents:		0
Short-term investments:	180,983	0
Funds held for customers:	342,041	0
Liabilities		
Contingent consideration		0
Total liabilities measured at fair value		0
Level 2 | Asset-backed securities		
Assets		
Short-term investments:	59,363	51,193
Funds held for customers:	116,475	70,661
Level 2 | Certificates of deposit		
Assets		
Short-term investments:	38,370	46,099
Funds held for customers:	119,616	233,291
Level 2 | U.S. agency securities		
Assets		
Short-term investments:	24,617	57,967
Funds held for customers:		27,458
Level 2 | Restricted cash equivalents		
Assets		
Funds held for customers:	89,082	0
Level 2 | Restricted cash equivalents | Money market funds		

Assets		
Funds held for customers:	0	0
Level 2 | Restricted cash equivalents | Corporate bonds		
Assets		
Funds held for customers:	89,082	
Level 2 | Corporate bonds		
Assets		
Cash equivalents:		45,301
Short-term investments:		479,483
Funds held for customers:	937,198	433,920
Level 3		
Assets		
Cash equivalents:	0	0
Short-term investments:	0	0
Funds held for customers:	0	0
Total assets measured at fair value	0	0
Level 3 | Money market funds		
Assets		
Cash equivalents:	0	0
Level 3 | Corporate bonds		
Assets		
Short-term investments:	0	
Level 3 | Certificates of deposit		
Assets		
Cash equivalents:		0
Level 3 | U.S. treasury securities		
Assets		
Cash equivalents:		0
Short-term investments:	0	0
Funds held for customers:	0	0
Liabilities		
Contingent consideration		(12,035)
Total liabilities measured at fair value		(12,035)
Level 3 | Asset-backed securities		
Assets		
Short-term investments:	0	0
Funds held for customers:	0	0
Level 3 | Certificates of deposit		
Assets		
Short-term investments:	0	0
Funds held for customers:	0	0
Level 3 | U.S. agency securities		
Assets		
Short-term investments:	0	0
Funds held for customers:		0
Level 3 | Restricted cash equivalents		
Assets		
Funds held for customers:	0	0
Level 3 | Restricted cash equivalents | Money market funds		
Assets		
Funds held for customers:	0	0
Level 3 | Restricted cash equivalents | Corporate bonds		
Assets		
Funds held for customers:	0	
Level 3 | Corporate bonds		
Assets		
Cash equivalents:		0
Short-term investments:		0
Funds held for customers:	$ 0	$ 0

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Fair Value Measurement - Additional Information (Details) - USD ($) $ in Millions	**Jun. 30, 2024**	**Sep. 24, 2021**	**Nov. 30, 2020**
2027 Notes			
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]			
Debt instrument, aggregate principal amount	$ 575.0	$ 575.0	
Debt instrument, interest rate		0.00%	
Debt Instrument, Fair Value Estimated	489.1		
2025 Notes			
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]			
Debt instrument, aggregate principal amount	$ 167.3		$ 1,150.0
Debt instrument, interest rate	0.00%		0.00%
Debt Instrument, Fair Value Estimated	$ 154.9		

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Short-Term Investments and Funds Held for Customers - Summary of Funds Held for Customers (Details) - USD ($) $ in Thousands	**Jun. 30, 2024**	**Jun. 30, 2023**
Short-term investments:		
Short-term investments	$ 601,535	$ 1,043,110
Funds held for customers:		
Total funds held for customers	3,715,729	3,365,783
Less - income earned by the Company included in other current assets	(10,822)	(9,874)
Funds held for customers	3,704,907	3,355,909
Restricted cash		
Funds held for customers:		
Total funds held for customers	779,838	1,793,088
Restricted cash equivalents		
Funds held for customers:		
Total funds held for customers	1,408,691	713,469
Funds receivable		
Funds held for customers:		

Total funds held for customers	11,870	12,822
Available-for-sale debt securities		
Funds held for customers:		
Total funds held for customers	$ 1,515,330	$ 846,404

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Short-Term Investments And Funds Held For Customers - Schedule of Short-Term Investments (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Short-term investments:		
Amortized cost	$ 602,232	$ 1,046,830
Gross unrealized gains	208	257
Gross unrealized losses	(905)	(3,977)
Fair value	601,535	1,043,110
Funds held for customers:		
Amortized cost	1,516,348	847,012
Gross unrealized gains	36	25
Gross unrealized losses	(1,054)	(633)
Fair value	1,515,330	846,404
Certificates of deposit		
Funds held for customers:		
Amortized cost	119,615	233,290
Gross unrealized gains	1	1
Gross unrealized losses	0	0
Fair value	119,616	233,291
Corporate bonds		
Short-term investments:		
Amortized cost	298,628	481,658
Gross unrealized gains	140	207
Gross unrealized losses	(566)	(2,382)
Fair value	298,202	479,483
Funds held for customers:		
Amortized cost	937,989	433,936
Gross unrealized gains	23	18
Gross unrealized losses	(814)	(34)
Fair value	937,198	433,920
U.S. treasury securities		
Short-term investments:		
Amortized cost	181,225	409,586
Gross unrealized gains	0	42
Gross unrealized losses	(242)	(1,260)
Fair value	180,983	408,368
Funds held for customers:		
Amortized cost	342,202	81,309
Gross unrealized gains	1	1
Gross unrealized losses	(162)	(236)
Fair value	342,041	81,074
Asset-backed securities		
Short-term investments:		
Amortized cost	59,340	51,321
Gross unrealized gains	68	8
Gross unrealized losses	(45)	(136)
Fair value	59,363	51,193
Funds held for customers:		
Amortized cost	116,542	70,993
Gross unrealized gains	11	0
Gross unrealized losses	(78)	(332)
Fair value	116,475	70,661
Certificates of deposit		
Short-term investments:		
Amortized cost	38,370	46,099
Gross unrealized gains	0	0
Gross unrealized losses	0	0
Fair value	38,370	46,099
U.S. agency securities		
Short-term investments:		
Amortized cost	24,669	58,166
Gross unrealized gains	0	0
Gross unrealized losses	(52)	(199)
Fair value	$ 24,617	57,967
Funds held for customers:		
Amortized cost		27,484
Gross unrealized gains		5
Gross unrealized losses		(31)
Fair value		$ 27,458

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Short-Term Investments And Funds Held For Customers - Additional Information (Details)	12 Months Ended		
	Jun. 30, 2024 USD ($) position	Jun. 30, 2023 USD ($)	Jun. 30, 2022 USD ($)
Schedule Of Available For Sale Securities [Line Items]			
Debt Securities, Available-for-Sale, Accrued Interest, after Allowance for Credit Loss, Statement of Financial Position [Extensible Enumeration]	Fair value	Fair value	
Accrued interest receivable	$ 4,900,000	$ 4,300,000	
Amortized cost	1,516,348,000	847,012,000	
Fair value	$ 1,515,330,000	846,404,000	
Number of unrealized loss investment positions | position	340		
Number of investment positions | position	580		
Short-term investments realized gains or losses	$ 0	0	$ 0
Accrued Interest Receivable			
Schedule Of Available For Sale Securities [Line Items]			
Amortized cost	6,800,000	6,900,000	
Fair value	$ 6,800,000	$ 6,900,000	

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Short-Term

Investments and Funds Held for Customers - Summary of Fair Value of Available-for-Sale Debt Securities (Details) - USD ($) $ in Thousands

	Jun. 30, 2024	Jun. 30, 2023
Investments, Debt and Equity Securities [Abstract]		
Due within 1 year	$ 1,699,009	$ 1,543,379
Due in 1 year through 5 years	409,309	346,135
Due in 5 year through 10 years	8,547	0
Total	$ 2,116,865	$ 1,889,514

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Short-Term Investments and Funds Held for Customers - Summary of Gross Unrealized Losses And Fair Values (Details) - USD ($) $ in Thousands

	Jun. 30, 2024	Jun. 30, 2023
Short-term investments:		
Fair value, less than 12 months	$ 331,239	$ 506,499
Unrealized losses, less than 12 months	(580)	(2,699)
Fair value, 12 months or longer	91,710	100,182
Unrealized losses, 12 months or longer	(325)	(1,278)
Fair value	422,949	606,681
Unrealized losses	(905)	(3,977)
Funds held for customers:		
Unrealized losses, continuous unrealized loss position, less than 12 months	902,509	191,040
Unrealized losses, less than 12 months	(1,052)	(559)
Fair value, 12 months or longer	5,546	11,533
Unrealized losses, 12 months or longer	(2)	(74)
Fair value	908,055	202,573
Unrealized losses	(1,054)	(633)
Corporate bonds		
Short-term investments:		
Fair value, less than 12 months	130,469	213,373
Unrealized losses, less than 12 months	(333)	(1,421)
Fair value, 12 months or longer	60,576	83,189
Unrealized losses, 12 months or longer	(232)	(961)
Fair value	191,045	296,562
Unrealized losses	(565)	(2,382)
Funds held for customers:		
Unrealized losses, continuous unrealized loss position, less than 12 months	506,540	34,530
Unrealized losses, less than 12 months	(814)	(34)
Fair value, 12 months or longer	0	0
Unrealized losses, 12 months or longer	0	0
Fair value	506,540	34,530
Unrealized losses	(814)	(34)
U.S. treasury securities		
Short-term investments:		
Fair value, less than 12 months	152,004	199,440
Unrealized losses, less than 12 months	(156)	(976)
Fair value, 12 months or longer	28,979	14,286
Unrealized losses, 12 months or longer	(86)	(284)
Fair value	180,983	213,726
Unrealized losses	(242)	(1,260)
Funds held for customers:		
Unrealized losses, continuous unrealized loss position, less than 12 months	327,340	74,888
Unrealized losses, less than 12 months	(162)	(236)
Fair value, 12 months or longer	0	0
Unrealized losses, 12 months or longer	0	0
Fair value	327,340	74,888
Unrealized losses	(162)	(236)
Asset-backed securities		
Short-term investments:		
Fair value, less than 12 months	24,149	35,719
Unrealized losses, less than 12 months	(39)	(103)
Fair value, 12 months or longer	2,155	2,707
Unrealized losses, 12 months or longer	(7)	(33)
Fair value	26,304	38,426
Unrealized losses	(46)	(136)
Funds held for customers:		
Unrealized losses, continuous unrealized loss position, less than 12 months	68,629	59,128
Unrealized losses, less than 12 months	(76)	(258)
Fair value, 12 months or longer	5,546	11,533
Unrealized losses, 12 months or longer	(2)	(74)
Fair value	74,175	70,661
Unrealized losses	(78)	(332)
U.S. agency securities		
Short-term investments:		
Fair value, less than 12 months	24,617	57,967
Unrealized losses, less than 12 months	(52)	(199)
Fair value, 12 months or longer	0	0
Unrealized losses, 12 months or longer	0	0
Fair value	24,617	57,967
Unrealized losses	$ (52)	(199)
Funds held for customers:		
Unrealized losses, continuous unrealized loss position, less than 12 months		22,494
Unrealized losses, less than 12 months		(31)
Fair value, 12 months or longer		0
Unrealized losses, 12 months or longer		0
Fair value		22,494
Unrealized losses		$ (31)

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Acquired Card Receivables - Additional

	12 Months Ended

Information (Details) - USD ($) $ in Millions	Jun. 30, 2024	Jun. 30, 2023
Acquired Card Receivables [Abstract]		
Acquired card receivable as collateral	$ 189.7	
Authorized transactions but not cleared	$ 27.2	
Grace period to payment on acquired card receivables	5 days	
Card receivables acquired during the period	$ 17,600.0	$ 13,200.0

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Acquired Card Receivables - Summary of Acquired Card Receivables by Class (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Acquired Card Receivables [Line Items]		
Total	$ 718,099	$ 474,148
Current and less than 30 days past due		
Acquired Card Receivables [Line Items]		
Total	706,026	463,704
30 ~ 59 days past due		
Acquired Card Receivables [Line Items]		
Total	4,277	2,507
60 ~ 89 days past due		
Acquired Card Receivables [Line Items]		
Total	3,393	4,544
90 ~ 119 days past due		
Acquired Card Receivables [Line Items]		
Total	4,093	3,196
Over 120 days past due		
Acquired Card Receivables [Line Items]		
Total	$ 310	$ 197

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Acquired Card Receivables - Summary of Change in Allowance for Credit Losses (Details) - USD ($) $ in Thousands	12 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Allowance For Credit Losses [Roll Forward]		
Balance, beginning	$ 15,498	$ 5,414
Initial allowance for expected credit losses on purchased card receivables with credit deterioration	0	10
Provision for expected credit losses	52,327	32,015
Charge-off amounts	(51,805)	(24,120)
Recoveries collected	4,863	2,179
Balance, ending	$ 20,883	$ 15,498

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Loans Held For Investment - Summary of Loans Held For Investment (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Receivables [Abstract]		
Unpaid principal balance	$ 44,491	$ 1,579
Less: Discount at loan purchase, net of amortization	(1,120)	(47)
Less: Allowance for expected credit losses	(4,700)	0
Loans held for investment, net	$ 38,671	$ 1,532

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Property and Equipment - Schedule of Property and Equipment (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Property Plant And Equipment [Line Items]		
Property and equipment, gross	$ 154,848	$ 126,587
Less: accumulated depreciation and amortization	(66,814)	(45,023)
Property and equipment, net	88,034	81,564
Software and equipment		
Property Plant And Equipment [Line Items]		
Property and equipment, gross	20,802	20,971
Capitalized software		
Property Plant And Equipment [Line Items]		
Property and equipment, gross	81,582	53,950
Furniture and fixtures		
Property Plant And Equipment [Line Items]		
Property and equipment, gross	13,361	12,598
Leasehold improvements		
Property Plant And Equipment [Line Items]		
Property and equipment, gross	$ 39,103	$ 39,068

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Property and Equipment - Additional Information (Details) - USD ($) $ in Millions	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Property, Plant and Equipment [Abstract]			
Depreciation and amortization	$ 23.2	$ 15.5	$ 11.5
Unamortized capitalized software cost	$ 57.5	$ 42.7	

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Goodwill and Intangible Assets - Schedule of Goodwill (Details) - USD ($) $ in Thousands	12 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Goodwill [Roll Forward]		
Balance, beginning	$ 2,396,509	$ 2,362,893
Addition related to acquisition during the period	0	33,441
Measurement period adjustments	0	175

Balance, ending	$ 2,396,509	$ 2,396,509

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Goodwill and Intangible Assets - Schedule of Intangible Assets (Details) - USD ($) $ in Thousands	12 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Amount	$ 523,269	$ 523,269
Accumulated Amortization	(241,798)	(161,842)
Net Carrying Amount	281,471	361,427
Customer relationships		
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Amount	259,269	259,269
Accumulated Amortization	(78,410)	(52,483)
Net Carrying Amount	$ 180,859	$ 206,786
Weighted average remaining useful life (In years)	7 years	8 years
Developed technology		
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Amount	$ 215,958	$ 215,958
Accumulated Amortization	(116,126)	(77,178)
Net Carrying Amount	$ 99,832	$ 138,780
Weighted average remaining useful life (In years)	2 years 10 months 24 days	3 years 9 months 18 days
Trade name		
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Amount	$ 48,042	$ 48,042
Accumulated Amortization	(47,262)	(32,181)
Net Carrying Amount	$ 780	$ 15,861
Weighted average remaining useful life (In years)	2 months 12 days	1 year

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Goodwill and Intangible Assets - Schedule of Amortization of Finite-Lived Intangible Assets (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Finite-Lived Intangible Assets [Line Items]			
Amortization of intangible assets	$ 79,956	$ 80,205	$ 75,977
Cost of revenue			
Finite-Lived Intangible Assets [Line Items]			
Amortization of intangible assets	38,948	38,269	
Sales and marketing			
Finite-Lived Intangible Assets [Line Items]			
Amortization of intangible assets	$ 41,008	$ 41,936	

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Goodwill and Intangible Assets - Schedule of Future Amortization of Finite-Lived Intangible Assets (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Goodwill and Intangible Assets Disclosure [Abstract]		
2025	$ 61,234	
2026	59,570	
2027	56,909	
2028	26,606	
2029	25,927	
Thereafter	51,225	
Net Carrying Amount	$ 281,471	$ 361,427

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Debt and Borrowings - Schedule of Debt (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Debt Instrument [Line Items]		
Less: unamortized debt issuance costs	$ (8,323)	$ (20,218)
Convertible senior notes, net	733,991	1,704,782
Net carrying amount	914,000	1,839,828
Line of Credit		
Debt Instrument [Line Items]		
Borrowing from revolving credit facility	0	135,046
Convertible senior notes:	180,009	0
Unamortized debt issuance costs	600	200
2027 Notes		
Debt Instrument [Line Items]		
Convertible senior notes:	575,000	575,000
Net carrying amount	567,504	564,812
2025 Notes		
Debt Instrument [Line Items]		
Convertible senior notes:	167,314	1,150,000
Net carrying amount	$ 166,487	$ 1,139,970

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Debt and Borrowings - Additional Information (Details) $ / shares in Units, shares in Millions	May 29, 2024 USD ($) shares	Mar. 06, 2024 USD ($)	Sep. 24, 2021 USD ($) $ / shares shares	Nov. 30, 2020 USD ($) $ / shares	12 Months Ended		
					Jun. 30, 2024 USD ($) d TradingDay Tradingday $ / shares	Jun. 30, 2023 USD ($)	Jun. 30, 2022 USD ($)
Debt Instrument [Line Items]							
Proceeds from issuance of convertible senior notes, net of discounts and issuance costs					$ 0	$ 0	$ 560,075,000
Sinking fund					$ 0		
Number of business day period for conversion of Notes | d					5		
Payments for repurchase of convertible debt					$ 933,187,000	0	0
Gain on debt extinguishment and change on mark to market derivatives associated with 2025 Notes repurchase and capped calls					$ 45,272,000	0	0

Derivative, Loss, Statement of Income or Comprehensive Income [Extensible Enumeration]					Other income (expense), net	
Gain on debt extinguishment					$ 46,654,000	$ 0 $ 0
2027 Notes						
Debt Instrument [Line Items]						
Debt instrument, aggregate principal amount			$ 575,000,000.0		575,000,000.0	
Debt instrument, interest rate			0.00%			
Debt instrument, maturity date			Apr. 01, 2027			
Proceeds from issuance of convertible senior notes, net of discounts and issuance costs			$ 560,100,000			
Debt issuance costs			$ 14,900,000			
Debt initial conversion rate			0.0024108			
Debt instrument denomination of principal amount for conversion into common stock					$ 1,000	
Initial conversion price per share | $ / shares			$ 414.80			
Notes issued upon conversion (shares) | shares			1.4			
Debt convertible date			Jan. 01, 2027			
Threshold percentage of stock price trigger in measurement period					98.00%	
Debt conversion rate in make whole					1.2656	
Debt conversion price per share in make whole | $ / shares					$ 272.00	
2027 Notes | Debt Instrument, Redemption, Period Two						
Debt Instrument [Line Items]						
Debt instrument threshold percentage of conversion price					130.00%	
Number of trading days for conversion of Notes | Tradingday					20	
Number of consecutive trading days for conversion of Notes | Tradingday					30	
Redemption price percentage of principal amount redeemed					100.00%	
2025 Notes						
Debt Instrument [Line Items]						
Debt instrument, aggregate principal amount				$ 1,150,000,000	$ 167,300,000	
Debt instrument, interest rate				0.00%	0.00%	
Debt instrument, maturity date				Dec. 01, 2025		
Proceeds from issuance of convertible senior notes, net of discounts and issuance costs				$ 1,130,000,000		
Debt issuance costs				$ 20,600,000		
Debt initial conversion rate				0.0062159		
Debt instrument denomination of principal amount for conversion into common stock				$ 1,000	$ 1,000	
Initial conversion price per share | $ / shares				$ 160.88		
Notes issued upon conversion (shares) | shares	1.0					
Debt instrument threshold percentage of conversion price					130.00%	
Number of trading days for conversion of Notes | TradingDay					20	
Number of consecutive trading days for conversion of Notes | TradingDay					30	
Debt convertible date				Sep. 01, 2025		
Number of business day period for conversion of Notes | d					5	
Number of consecutive trading day period in consideration for conversion of Notes | d					5	
Threshold percentage of stock price trigger in measurement period					98.00%	
Debt conversion rate in make whole					2.9525	
Debt conversion price per share in make whole | $ / shares					$ 109.07	
Debt default threshold principal amount percentage					100.00%	
Repurchased face amount	$ 234,500,000	$ 748,200,000				
Payments for repurchase of convertible debt	221,600,000	711,000,000.0				
Repurchased amount	233,200,000	743,600,000				
Unamortized debt issuance costs	1,200,000	4,600,000				
Gain on debt extinguishment and change on mark to market derivatives associated with 2025 Notes repurchase and capped calls		32,600,000				
Gain on debt extinguishment	$ 11,000,000.0	35,700,000				
Loss on mark to market derivatives		$ 3,200,000				
2025 Notes | Redeem On or After December 5, 2023						
Debt Instrument [Line Items]						
Redemption period, start date					Dec. 05, 2023	
Debt instrument threshold percentage of conversion price					130.00%	
Number of trading days for conversion of Notes | TradingDay					20	
Number of consecutive trading days for conversion of Notes | TradingDay					30	
Redemption price percentage of principal amount redeemed					100.00%	
Sinking fund					$ 0	

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Debt and Borrowings - Schedule of Notes (Details) - USD ($) $ in Thousands	**Jun. 30, 2024**	**Jun. 30, 2023**
Liability component:		
Net carrying amount	$ 914,000	$ 1,839,828
2027 Notes		
Liability component:		
Principal	575,000	575,000
Less: unamortized debt issuance costs	(7,496)	(10,188)
Net carrying amount	567,504	564,812
2025 Notes		
Liability component:		
Principal	167,314	1,150,000
Less: unamortized debt issuance costs	(827)	(10,030)
Net carrying amount	$ 166,487	$ 1,139,970

~~XML 105 R85.htm IDEA: XBRL DOCUMENT~~

Debt and Borrowings - Credit Agreements - Additional Information (Details) - USD ($) $ / shares in Units, $ in Thousands, shares in Millions			**12 Months Ended**		
	May 29, 2024	**Mar. 06, 2024**	**Jun. 30, 2024**	**Jun. 30, 2023**	**Jun. 30, 2022**
Debt Instrument [Line Items]					
Amortization of debt issuance costs			$ 6,238	$ 6,964	$ 4,777
Weighted-average remaining life			2 years 6 months		
Proceeds from unwind of capped calls	$ 1,200	$ 10,300	$ 11,442	0	$ 0
Gain on mark to market derivatives		$ 1,700			
Derivative, Gain, Statement of Income or Comprehensive Income [Extensible Enumeration]			Other income (expense), net		
2027 Notes					
Debt Instrument [Line Items]					
Effective interest rate			0.48%		

Capped call, initial strike price (dollars per share)				$ 414.80		
Capped call, initial cap price (dollars per share)				$ 544.00		
Cap calls cover subject to anti-dilution adjustments to common stock (shares)				1.4		
2025 Notes						
Debt Instrument [Line Items]						
Effective interest rate				0.36%		
2025 and 2027 Senior Notes Member						
Debt Instrument [Line Items]						
Amortization of debt issuance costs				$ 6,000	$ 6,800	
Debt instrument, aggregate principal amount if converted				700,000		
Cost of capped call				$ 125,800		

XML 106 R86.htm IDEA: XBRL DOCUMENT

Debt and Borrowings - Revolving Credit Facility- Additional Information (Details) - USD ($) $ in Thousands	**1 Months Ended**		**12 Months Ended**			
	Mar. 03, 2023	**Mar. 31, 2024**	**Mar. 31, 2021**	**Jun. 30, 2024**	**Jun. 30, 2023**	**Jun. 30, 2022**
Debt Instrument [Line Items]						
Proceeds from line of credit borrowings				$ 45,000	$ 60,000	$ 37,500
2021 Revolving Credit Agreement						
Debt Instrument [Line Items]						
Line of credit facility, maximum borrowing capacity			$ 300,000			
Line of credit facility, minimum utilization			$ 180,000			
Line of credit, minimum utilization percentage			60.00%			
Proceeds from line of credit borrowings		$ 45,000				
Borrowings from credit facilities, net				$ 180,000		
Line of credit facility, unused capacity, commitment fee percentage			0.50%			
Debt instrument basis spread on variable rate	2.65%					
Benchmark adjustment rate	0.28%					
Debt instrument floor rate	0.25%					
Remaining weighted-average amortization period				1 year 10 months 24 days		
Effective interest rate				8.28%		

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Stockholders' Equity - Equity Incentive Plans (Details) - shares	**12 Months Ended**	
	Nov. 26, 2019	**Jun. 30, 2024**
2016 Equity Incentive Plan		
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]		
Equity-based awards granted (shares)		0
2019 Equity Incentive Plan		
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]		
Number of shares of common stock reserved for issuance	7,100,000	
Potential percentage of additional number of shares reserved for issuance each year	5.00%	
Equity Incentive Plans		
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]		
Number of common shares available for issuance		18,041,434

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Stockholders' Equity - Equity Awards Assumed in Acquisitions (Details)	**12 Months Ended**
	Jun. 30, 2024 shares
Invoice2go, Inc.	
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]	
Equity-based awards granted (shares)	0

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Stockholders' Equity - Summary of RSU Activity (Details) - Restricted Stock Units (RSUs) - $ / shares shares in Thousands	**12 Months Ended**		
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2022**
Number of Shares Outstanding			
Beginning balance (in shares)	4,184		
Granted (shares)	3,452		
Vested (shares)	(2,048)		
Forfeited (shares)	(987)		
Ending balance (in shares)	4,600	4,184	
Weighted average grant date fair value			
Beginning balance (dollars per share)	$ 140.41		
Granted (dollars per share)	90.90	$ 120.25	$ 202.79
Vested (dollars per share)	136.74		
Forfeited (dollars per share)	124.82		
Ending balance (dollars per share)	$ 108.24	$ 140.41	

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Stockholders' Equity - Restricted Stock Units (Details) - Restricted Stock Units (RSUs) - USD ($) $ / shares in Units, $ in Millions	**12 Months Ended**		
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2022**
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]			
Granted (dollars per share)	$ 90.90	$ 120.25	$ 202.79
Fair value of shares vested	$ 145.1	$ 197.3	$ 118.9
Minimum			
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]			
Vesting term	1 year		
Maximum			
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]			
Vesting term	4 years		

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Stockholder's Equity - Performance-based RSUs (Details) - Performance-based awards	**12 Months Ended**
	Jun. 30, 2024 $ / shares shares
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]	
Granted (shares) | shares	102,411

Vest over requisite service period	3 years
Granted (dollars per share) | $ / shares	$ 102.04

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Stockholders' Equity - Stock Based Compensation Cost (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]			
Total stock-based compensation	$ 256,807	$ 322,840	$ 201,562
Unamortized stock-based compensation expense	463,272		
Restricted Stock Units (RSUs)			
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]			
Total stock-based compensation	217,696	251,456	134,222
Unamortized stock-based compensation expense	$ 434,623		
Weighted-average period over which unrecognized compensation cost is expected to be recognized	2 years 7 months 6 days		
Stock options			
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]			
Total stock-based compensation	$ 10,719	37,882	55,667
Unamortized stock-based compensation expense	$ 3,989		
Weighted-average period over which unrecognized compensation cost is expected to be recognized	1 year 1 month 6 days		
Performance-based awards			
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]			
Total stock-based compensation	$ 13,351	17,914	0
Unamortized stock-based compensation expense	$ 13,411		
Weighted-average period over which unrecognized compensation cost is expected to be recognized	3 years 3 months 18 days		
Employee stock purchase plan			
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]			
Total stock-based compensation	$ 9,129	11,280	8,918
Unamortized stock-based compensation expense	$ 4,143		
Weighted-average period over which unrecognized compensation cost is expected to be recognized	7 months 6 days		
Market-based RSUs			
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]			
Total stock-based compensation	$ 5,912	$ 4,308	$ 2,755
Unamortized stock-based compensation expense	$ 7,106		
Weighted-average period over which unrecognized compensation cost is expected to be recognized	1 year 4 months 24 days		

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Stockholders' Equity - Summary of Stock Based Compensation Cost from Stock Options, RSUs and ESPP (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]			
Total amount charged to operating loss	$ 248,375	$ 313,703	$ 197,157
Property and equipment (capitalized internal-use software) and other	8,432	9,137	4,405
Total stock-based compensation	256,807	322,840	201,562
Stock-based compensation expense		52,200	
Revenue - subscription and transaction fees | Subscription and transaction fees			
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]			
Total amount charged to operating loss	1,831	188	0
Cost of revenue - service costs			
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]			
Total amount charged to operating loss	9,309	9,111	5,144
Research and development			
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]			
Total amount charged to operating loss	103,382	93,364	54,907
Sales and marketing			
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]			
Total amount charged to operating loss	49,070	130,421	60,237
General and administrative			
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]			
Total amount charged to operating loss	81,209	80,619	76,869
Restructuring			
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]			
Total amount charged to operating loss	$ 3,574	$ 0	$ 0

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Stockholder's Equity - Share Repurchase Program (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jan. 31, 2023
Equity [Abstract]			
Share repurchase program, authorized amount			$ 300,000
Repurchased and retired shares (in shares)	2,882,634	1,077,445	
Repurchased and retired shares, value	$ 211,902	$ 87,615	

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Other Income (Expense), Net - Schedule of Other Income (Expense), Net (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Other Income, Nonoperating [Abstract]			
Interest income	$ 122,298	$ 91,279	$ 6,691
Gain on debt extinguishment and change on mark to market derivatives associated with 2025 Notes repurchase and capped calls	45,272	0	0
Lower of cost or market adjustment on card receivables sold and held for sale	0	(1,545)	(11,460)
Interest expense	(19,182)	(15,203)	(9,419)
Other	(543)	(1,675)	327
Total other income (expense), net	$ 147,845	$ 72,856	$ (13,861)

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Income Taxes - Components of Loss before (Benefit from) Provision for Income Taxes (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Income Tax Disclosure [Abstract]			

Domestic	$ 5,312	$ (199,452)	$ (304,508)
Foreign	(31,631)	(23,465)	(26,171)
Loss before provision for (benefit from) income taxes	$ (26,319)	$ (222,917)	$ (330,679)

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Income Taxes - Components of (Benefit from) Provision for Income Taxes (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Current:			
Federal	$ 1,650	$ 572	$ (247)
State	1,251	1,583	0
Foreign	19	14	0
Total current	2,920	2,169	(247)
Deferred:			
Federal	(262)	(995)	(1,115)
State	(99)	(366)	(2,956)
Total deferred	(361)	(1,361)	(4,071)
Provision for (benefit from) income taxes	$ 2,559	$ 808	$ (4,318)

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Income Taxes - Difference between Income Taxes Computed At Federal Statutory Rate and (Benefit from) Provision for Income Taxes (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Income Tax Disclosure [Abstract]			
Expected benefit at U.S. federal statutory rate	$ (5,528)	$ (46,813)	$ (69,443)
State income taxes, net of federal benefit	9,134	8,087	13,509
Stock-based compensation	24,300	4,253	(93,705)
Research and development tax credits	(24,039)	(19,974)	(22,061)
Change in valuation allowance related to acquisition	0	(126)	(2,831)
Change in valuation allowance	4,943	48,321	174,477
Restructuring	(13,769)	0	0
Unrecognized tax benefit	(628)	(390)	(10,975)
Acquisition-related costs	0	0	553
Foreign rate differential	6,658	4,942	5,496
Other	1,488	2,508	662
Provision for (benefit from) income taxes	$ 2,559	$ 808	$ (4,318)

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Income Taxes - Components of Deferred Tax Assets and Liabilities (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Deferred tax assets:		
Accruals and reserves	$ 13,966	$ 12,537
Capitalized research and development	120,882	75,694
Deferred revenue	1,084	1,084
Stock-based compensation	17,093	24,998
Net operating loss carryforwards	360,592	379,758
Research and development credits	85,910	62,299
Accrued rewards	40	1,855
Operating lease liabilities	19,139	21,616
Other	598	1,257
Total deferred tax assets before valuation allowance	619,304	581,098
Valuation allowance	(494,424)	(479,449)
Deferred tax assets	124,880	101,649
Deferred tax liabilities:		
Deferred contract costs	(5,868)	(4,772)
Property and equipment	(15,853)	(13,078)
Intangible assets	(68,218)	(67,455)
Operating right of use assets	(14,992)	(17,155)
Other reserve	(20,399)	0
Total deferred tax liabilities	(125,330)	(102,460)
Net deferred tax (liabilities)	$ (450)	$ (811)

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Income Taxes - Additional Information (Details) - USD ($) $ in Thousands	12 Months Ended			
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022	Jun. 30, 2021
Income Taxes [Line Items]				
Change in valuation allowance	$ 15,000	$ 95,300	$ 276,300	
Federal and state net operating loss carryforwards expiration year	2024			
Unrecognized tax benefits related to federal and California R&D credits	$ 35,128	$ 23,300	$ 16,724	$ 22,185
Federal Tax				
Income Taxes [Line Items]				
Net operating loss carryforwards	1,200,000			
Research and development tax credit carryforwards	76,500			
State Tax				
Income Taxes [Line Items]				
Net operating loss carryforwards	1,000,000			
Research and development tax credit carryforwards	53,100			
Foreign Tax Authority				
Income Taxes [Line Items]				
Net operating loss carryforwards	$ 134,900			

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Income Taxes - Reconciliation of Unrecognized Tax Benefits (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Reconciliation of Unrecognized Tax Benefits, Excluding Amounts Pertaining to Examined Tax Returns [Roll Forward]			

Balance at the beginning of the year	$ 23,300	$ 16,724	$ 22,185
Add:			
Tax positions related to the current year	9,134	6,642	7,354
Increase from business combination	0	0	160
Tax positions related to the prior year	2,714	226	0
Less:			
Tax positions related to the prior year	0	0	(12,761)
Statute of limitations lapse	(20)	(292)	(214)
Balance at the end of the year	$ 35,128	$ 23,300	$ 16,724

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Leases - Additional Information (Details) - USD ($) $ in Millions	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Leases [Abstract]			
Weighted average remaining term	6 years 6 months		
Weighted average discount rate	5.00%		
Lease expense paid during period	$ 13.9	$ 14.9	$ 13.8
Right-of-use assets obtained in exchange for new operating lease liabilities	$ 0.0	$ 2.0	$ 5.3

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Leases - Components of Lease Cost (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Lease, Cost [Abstract]			
Operating lease expense	$ 12,877	$ 14,081	$ 12,983
Variable lease expense, net of credit	2,461	2,251	2,909
Sublease income	(581)	(586)	(712)
Total lease cost	$ 14,757	$ 15,746	$ 15,180

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Commitments and Contingencies - Schedule of Future Minimum Lease Payments (Details) $ in Thousands	Jun. 30, 2024 USD ($)
Commitments and Contingencies Disclosure [Abstract]	
2025	$ 13,425
2026	13,292
2027	13,226
2028	13,590
2029	13,974
Thereafter	21,945
Gross lease payments	89,452
Less - present value adjustments	(13,614)
Total operating lease liabilities, net	$ 75,838

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Commitments and Contingencies - Additional Information (Details) - USD ($) $ in Thousands	12 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Commitments and Contingencies Disclosure [Abstract]		
Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration]	Other accruals and current liabilities	Other accruals and current liabilities
Operating lease liability, current	$ 13,000	$ 14,100
Operating lease liability, noncurrent	$ 62,847	$ 72,477
Multi-year agreements expiration year	2029	
Authorized transactions but not cleared	$ 27,200	
Unused credit available	$ 2,800,000	

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Commitments and Contingencies - Schedule of Future Payments Under Other Agreements (Details) $ in Thousands	Jun. 30, 2024 USD ($)
Commitments and Contingencies Disclosure [Abstract]	
2025	$ 29,468
2026	15,051
2027	9,414
2028	5,491
2029	4,250
Total	$ 63,674

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Restructuring (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Restructuring and Related Activities [Abstract]			
Restructuring Charges, Statement of Income or Comprehensive Income [Extensible Enumeration]	Restructuring expense		
Restructuring expense	$ 27,587	$ 0	$ 0
Restructuring expenses, stock-based compensation expense	$ 3,600		

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Restructuring - Summary of Restructuring Liabilities (Details) $ in Thousands	12 Months Ended Jun. 30, 2024 USD ($)
Restructuring Reserve [Roll Forward]	
Beginning balance	$ 0
Charges	24,002
Cash payments	(23,675)
Ending balance	327
Severance and termination benefits	
Restructuring Reserve [Roll Forward]	
Beginning balance	0
Charges	22,817
Cash payments	(22,492)
Ending balance	325
Contract termination	
Restructuring Reserve [Roll Forward]	

Beginning balance	0
Charges	480
Cash payments	(480)
Ending balance	0
Other	

Restructuring Reserve [Roll Forward]

Beginning balance	0
Charges	705
Cash payments	(703)
Ending balance	$ 2

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Net Loss Per Share Attributable To Common Stockholders - Summary of Potentially Dilutive Securities Excluded from Diluted Net Loss Per Share Calculation (Details) - shares shares in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]			
Potentially dilutive securities excluded from calculation of diluted net loss per share (in shares)	9,067	15,306	15,671
Employee stock purchase plan			
Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]			
Potentially dilutive securities excluded from calculation of diluted net loss per share (in shares)	6,641	6,772	7,137
Convertible senior notes			
Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]			
Potentially dilutive securities excluded from calculation of diluted net loss per share (in shares)	2,426	8,534	8,534

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Net Loss Per Share Attributable To Common Stockholders - Additional Information (Details) shares in Millions	12 Months Ended
	Jun. 30, 2024 shares
2025 Notes | Maximum	
Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]	
Number of shares subject to adjustment	3.6

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Label	Element	Value
Accounting Standards Update [Extensible Enumeration]	us-gaap_AccountingStandardsUpdateExtensibleList	Accounting Standards Update 2020-06 [Member]

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!FA)!N>X.0P2=]K%-V97RKJFR;[+6UX76D%@) M6B^'UK->ZB 10C.;4QE XWHF6%C!V=5.3YWNJ>^8B%D+ZQ)K2*Q$["(G=G%@ M?R4P^*?T9[;ZGK1K+7 DC3>EM;PNK8;$2K0N) (QC0BZ3^(Y$29* M=@W'<4_]2 ?\TD3*6EJ75$-B)5*N4W@YYQ!6CV1)M8N ;G;/8^-=N$?H=G)W MA_YXN!M.[G^?G;#) >#,A,ZN4I==4VIE>#M&V#T$WH0%7,# F-K?$S13T(\A M+M")TR)= @;FHG;U8/PQ!79YL7Z [V \],',; MLTMV/<]! 1C,3(#1 +X1"!A# 3$;FG5"H5F[CO&7UBY;F^LQLH%;A /7;N_ MVEM;L?(#&X1&ER[V (+>\(IX* 4!:8 M&Z1=<] W8FLT0#2E5L961 C7[OP_8IMR]< 6_XNNJWY[(7'B-43=%QR91T7LDK51'B-8>$6P\,QY))J2 D2S=[C M.8I.!/<(Z$!A'*)M-$$TI5;F5"0(S^[QMRT,C=Z"%69+4AF]@C=A^,<<%> M5IO6,>*"5\0%[Z"X\ ^)HM.?# P8W*%80M<6HHF4B,EOVZ/Y3PSP [56UN MQP@*7A$4O(."PM\\@D"*138T(HPS,GN4[KD15]/NORFU,JS" 7L'N? M(&4V MS);V9&!G$S.TNV)5$VO4^S>E5]96>' O(\ T8DQFYC5P[EXB]% (S:Y81:U1 MZ]^46IE;8?V]@ZQ >CNB :2E)1=&M[%'YPX+ ^.GH!P$!(9),TDCOT8C0%_] M97Y%!/#L#G[#;Q;C*$*WB82/I?D.M>M4CHG;ZVK3.D86\(HLX-EM (.6*"9B MJ3NTWT%!K2]Q6O,S,WN]Z<2['6UL1TC%'A%*/#L5GXR&#^B?A)2Q07]*T4@ MGJ=CE.,(+XW4['I5DZ+VLMK0CF'__<+^^W;WGL]8C2G#+* 00M/AH'3;2(AT M>!Q^&@(KR3T'J6Q _]KK;*Q6.D1'\ (B/X\'TRS%9@>VTWZQZ9;EB-1H2FU.JP MBHC@'Q01RO%[ML)P!+/20*+AUF8ZE1GY-6O[!1]V3]NFE=\"\WKM/M7G2\7N>]-M_5)"=HQTX.^L(K)[^NVM*GS,/W.Y3?1A_S:Z?YKIJ<"' MQ^G#8_]I- $2WS^AQ-!X]CNX'(S35SIHSJ4=DF@S].T..^"OIP@ MQ=&@T+\+A%>Z(D/?4]$A=NS6V3+%=[U

"

IW0"8*VA^@'LF)+5J^0FV*HF4PF9WH4@*Q5>C]PBUQ#]ZC/ MD^ZLKM,;IVFR*'JWR_[B9VDU_$!!9(K[9X85Y!'2&!C6(*#I1ZV4F@%TGQA MG-6UMX7:7<@Q J:?!$# L (; 2@F["0O*& B+G/M4OI;, >1=?O&$?C[<6U MJ1TC /!% /0/7#*VNZIG#!N-?GR/6 42*'M9;6+'""]^$?[\ ]>.;8AMEI!5 M,[/+C9^-Q!]->TVIE8D5<<^WQ[0^X HS9%6&\2=5GKVN-J9CY#R R'G^03EO MFLPC&@ JCHWC+W:5VGZGTONN*>+,] 9 ->? F+!J.JP9@7QK,A''WUTH5WLGCT!\@WK<0:)(K* 4N>L\ VMR!ZJR-XH MODX?,YASI7BFJH4]GJ-&VAVD/#ER"56PSVY3NV^!L",ND!/4% M?/;=S_^S?1&KNYK4IC69N2"=@JHFO.J?JSA%(VB3?V3A//[%@8.^&G M<46/L /SK=HJM/R>DC,.0C,IB()#XBW&\^7,^GN'IPP:?38F-I.]E" 66.>) M%UA!4$)F+('BIQ564)86A#)^=TROW](&GH]/] >7.^:RIQI6LOS!&K&5[O?A. ML6\0:Q?]K$,L6T1X!3$.R9,4IM#D!\@A_Q @HYY>5'@2M0P'B8^U&)$HN"\A M$$X&>%&?9.1XT5"24IVG27XN]MHH?!2 +F7<\B:7>;90YKJB&20>5H(&]0I> M^O'#*>!9\&E !Z=5.ANB]V[^4PR5MP|%;Q3)HJ %5R-]^5JQ? I7= T#PNCN MD@S_K+(XJ*/K'YIDLA:F+;)^MF]1B[8R_[FW_>V]JB,3FI!PP:!@=(L'I=J> MT1I&5JY.])@U;MA@6T6E'7]8.4YF38#?K&G?X%4$L#!!0 (,& %UEU MC(M3C <)@@ 8 >&PO=V]R.W-H965T&ULK5IK<|NV M$OTK&-5SV\|8$5Y\,,9F'#EMTVD33YW>^YFF((L3BE !2([ZL@95$B0$BY M]9>8%!?+L\!BSUDP5TI2?=$+(0SZNJ0[?3U:&+.Z'(UL1#+7+^1*U'#D]E4 MRJS K7HC2Y:GZ[4Y,KN39568L[A? 1ZN5!RB_VYL/L>H0M(E&)PE@7.?S9B*FH*NL)GF M7_2TM<4C5*RUDG?S MV\W'Z7MT_\O]IY_OT07Z_X6_7#V(SI#98T^+^1:Y_5,7XT-O-F.'Q?,M]QK MWT(WO+KNGZ#&#Y%%/N&3X]? 3@['#Z&>'=!TUW0M/''AH)>*R5]@W*MA=&7 MOGA:!]SOP.ZM2]W*'W$]@LVCA=](T>0_WY$8O_5%]TK.#F)ENUA9R/MDFNL% M@E5#A;T0?ZW+35Y!\-Y5,%TEC2M; #.3+(TR3]I&F_UX7#.2DX1$G=T!5+Z# MRH- 0]O=2F0LCU!+2,2.T60[A;/U$>P!B3"(6]7"Z9@1S1@CVXXQV.*,@SINB MD&M !F6L$"=#Y4X1[4P/]21 X&FF&<]H#XKRI@?9KR#&1^!"8NMA%UY-=O# MJANP2,Y17D$5S^M":'MW1O%YFK(F6N*N2)23N+YYK1A),R,!F2'?(TR#RG]90:=%"5#,$9+VE M]&\0%,' 4L@R7#20^]Q8U&4X

)) M7;S\6+Q[DZX&R#,#Z6?U7FQH C-+/8P"^ ZL<>^ D0# :5(Y$EA/L]MI=H?0 MKV@V26YPPAI'KR:[>8")[I3>WQ],[$WCR^S@R^3@ M2V-WO#&[,Q)83[7?]?8'N /,)"W0^HIVD 0&SS\IOQL2/W3BLS89XMS #R/7 MW*:@(QP,$OX;A%Y0\BI1#!%07D&*5J[(9H 6K-S0ZE7?++:]NJX6#Z9N:$6< M*]LA*@28S1=+P5(1Y3]4A@ M/=4$'_A\#'-M_1XMI? MS3#:K>T:"ZVQ_3A4D.&IXB:?DE$'B[']0^LJ/HP49GBW>X%3WTH$>CH*8G%OU M,C DKA=<63_)<&N)!*@!JAAD8>8&'S^=F^V170F*_4/Y2UX)5,;)>*[4#F>- LL MS8EDFWJK8L6DHED?9D!3X#1 W5\S)@\G>O>CV^V; P]02P,$% @ P8 7 M61%)*IVW!P %#0 !D !X,"]W;W)K&ULM9MM M;]LV$,>_BN 50PO,L? @H*4L,M"GZ,&! T;3;\5F8J&RY$ERTN[3CY)=T^:+# MV42X-XF=_'F^(W7WXTGTU5/=?&M70G31]W59M=>35==M+F>S=K$2Z[R]]#>B MDQ^YKYMUWLFWS<.LW30B7PZ#UN4,QS&?K?.BFLROAK]]:N9?];8KBTI\;]?V MNU[G$WHJR?KB=H\O,/GXN'5=?_83;_VN0/XE9T7S>?&OEN=K"R+-.B:HNZ MBAIQ?SUYC2YO>-(/S:1_%>*I/7H=]:'TO2CW_V1B>'S^P"K_^;?W=$+P,YBYOQ4U=_ETLN!7U)U$2W&?;\ON M<_WT0>P#8KV]15VVP_H::^-)|%BVW;U>C]8>K N]MWO /M^(HX&(.H8@/<# M\+D#R'X &0+=>3:$]3;O\OE54S|%3;^6UOH7P]P,HV4T1=4OXVW7R\6#,Z)HVET*Z^F MY;8447T?.2R\?"NZO"C;5U+^]? 9M]/+%J^A%5%31EU6];?-I^FK6R0!Z-Y:+ MO;.O=LYBA[_;*N+B,2 13C&U#++\YOSA9#Q\)J?M,'?X,'=XI$? N>OZR L5 M^:4MKITA:C?4I^IEN\D7XGHB<[$5S:.8S'_]!?'X=UN4@8R-8B:'F ED??YZ M+6,N .A7+.%&WG2W4W? AD&-\7D<!RS*4,OY2F)#[J1?_3@'P?] M>]_4,1MM*UG2RL'-!UG*K)?.S@X[<@#'J>.D1<,2NX/LX"#S<[*4[X750V9\ M^C2+F>:B142RQ.$D/SC)02??Y443/>,E5M€\XL9"\A@QHGMFRN0*$X0<*YP< M?$O K-N5I55? EB3%]C52EB5KWB4A\RZ0L5'4Z2']])EYEYK3S1 G5+^F35U* MDQAA^ZID! ^R0'F7&9]/N.:B*<',[AZ*%>?B4'FWMS3**10SJGEIDW%"'(&> M 1D](.?V@[5E9N2H;NZ],X4IY32F#0\4]!#(E_F.D!?B?,'(.]'V_%^*3=T6 MUDL2MN2;?]&LC>-6X$,D7-U!($6](P]D;1RY0B]"F7]Z]B 3E AE'.E(L.@P M(3AS($I]")/]CK++#S*!B70O(NFVZ(85=DV@XA^" 7A3-YNZD44GNJM=S0-HP3OI ED;QZMXBK)0S04" MT>P==R!KXY9* <1K#G#Y=;+#)79RE'.L;'8N.IHBSU'XI8D5H#!/Z_&*#+;2F M>C);1#AV:.#Q4&*8]HCX.PMC38RC.N9;5-ADCKVC5AQ%<,=)5QW]H.UQ98- MO.Z=J;-)1E/'=@PK^&$;#OL8!*EWGQ_(VCARO50,,_6,3#1!F9$D2S-]<4P= M)20[VO>/7514Q9Y4=6>B24Q,=#/ M%5XQC-<366@VC7*A46:47%/7+S1V;$ZPHB&&V\NO%[<742?GL-TV/Z)6++9- MT16.:0R*PU#6QG?;% Y)'&H;0$"P^L8=RMHX;L58 C/VC/N,%K:F"&.]Y[#H M:)RQU%%B" (L\22LL_@0$YWZ)L BH0ZTD]-[M3!;/6H/,?DYQ=2X:6M1(X'C28TN?&@T=0X]$6/GH1Z/@IU%QY]DG-*]8V4381<=8_3890YNC^]>(?Y>'(3T&6>B=@(&OCR!57#9<&P56Z@E6=P9:GHW]X+)H7$<1%%*IYT-1(_;DX3HTI8 M1(0XV@2FV,]@ML(9R,S;]"9:6(<1#!U2SQMA2[X)&,K: M.&Y%0!;L=!$+^IPUE+5QW]L[+DGC)@)2Y*21">_14.Y++R."U)QE84Z8L1, M8AL0I*Q@T*]RRYYPO8!.6TK:^!@Q.7T4^!-ON->8 M%AJ<>1.(VS(.^_^C_- %3.&4!<']3= 'K:&LC>-6D&8PI,^H-Y;S2)1S_2F' M1<92O!'T;9*[PS#U/+CGK#3<1K"<-*!D[] C-/9^'NNL--V_&3IF^8;2)D"NO MN0{AUO*$X<:=X.3\2*C1/?-TDXF&7>=MU34XP%/% &@IXM"61M'KG#*GWNZ M"#;@': [E#%)"4\<=*]ZHRT,=08(-><=C:7?=L1P=_PUV6@FVY!V,R?0I<;00 M7!&=/^=H$SS8.X+$K",)-0Z=S(Z^LM% 7^;/O'F0ETM4BGLY+KY(Y!0TNZ^@ M[_YT]6;X%L==W^6C ,AE'*3QS(K(D MH?RO" <1L,S1L8|OP$BV64C68H\&*+F *\O/]F6/-K%#"*(%41"PE'.9#8VS? M^;:G#/(>OT6P$,4R451FC'U5E:=P.%C*(X@AD]"XL\;B&.%1+Z\6<):E1C M*L-Z>8O^F)-',C,]X)!%OT>A7 Z.OD%"F.,LEB|L\P%*0AV%%[!8Y/,)NQK M&23(A&1):8P>)%%; .+74HB:@6N?,'!*_^? P'%,&+BE@7NN@5<:Y%*;!95< M!Y]*,AIPMB%<|48T5$*>TC4(B3&5 M@HS3D#QF:2C(!XBQR#BYSYT!+L@U&8=AL,)&8[0])I*XCL?)(UB\7Y@2O1- MC6 &I^3P@ GA!^V0SZQ5"X%>4A#"/M'W6:M@GFMP2VIZ]7Z>LUH8]\F,F:BE<[D:]Q 5PKD;$M M"'@&(2X*">B"O")TCB4RCG% I6D 9*Y6$@=&R>B[G^?GR\"K5 JNB^9!FN #SM:: 7#.#1QIQLJ9Q!KI ?8.MWVA[85PZ M55PZC9YM)8]*R?$P"B!.]\#II)"K >CF8.A/7(^_64G\#0#)J2.,6'?J;&P.W;7]?'K\A(^[KV>93O'E!N=N!R MKZ+3GI'04.Z'=?5Q++>GH=OU+.^8;]-#%|+M5W3[€71_SI(9;A^X,V0I M9G5Q'NP8|PV<[MO#NCK2!/FGZ7B;] (\HN|ZA+(WNO'6[;@EL3[G;2KG;,Y6[M0*G;(Z4Z_4.E&H=_JU(M@>TI95N|%-]U*K(:7* :-;#EA-N 5>'P3!@TO- M/!#:Y,XZ6G]'@I5=.J>[^(TH^^1]^:U]UOFP/9+)+2^/YT(SVUNRG532 -,;1] M)9V=DL[_E&&6 [4EKK]- O7!3"ZCKI,\H*I*MVAO^C<$!HN?% M)= 0N.J W^>,R6U%#5"]*HW^!5!+ P04 " #!@!=9^> T4= " !B!P M&0 'AL+W=OICVXS6UCX<3%=EKX]|.3D*4T93SL)?%U[CD^Y]}'FVY M>)0IHH+GC.5R;*5*K<]L6RY2S(@\Y6O,]9R M,T)S*QZ5>YG4S@^^@)'0',X2WDA[<)R9"OM MS.BS%[6+B\|%=\#%]R(_!=\Y_<_O@@[XY,-P?Q=NZWHV1?6;HGHEGW^ KU?) MD\]_J>>WIX*JEW8I?IW/I1+Z)/_NLERM$72O8?IN,IDF"OQ;^O>5*#9HO9_ MN9'SM:L XELIQQ^4P[_/?9XJL_&EJ14[!$+++TA$E]N*HE]2F-:SB=UH.'2< MXM(UTY(6:[_?_YNUH#'J-P3\U-OI I8(7]Q3",NP\D!5=v-V-(1.$-_3^Y^ MFA|$KA]VJPT;M>%'U(:[;EWGL-QP3\<@#/IOQ.XG.=TZHT9G]*[..ZX(ZY(3 M[>VBY[K1(K?*-K/

#8>@&;W39K0YH;I\?1*QH+H'A4B.=T[XV);J.7@6* MK\NF..=*=[5RF.I+$(5)T-^7G*O7P/39YEJ-_P!02P,$% @ P8 762.P M.=8I" &UIQ9MK;^.V M%H;_"N$M%BW0B<6[-)L8F&.0&[K H.ET/RLV$PLC2UY)3MK|4O)CBF)AQQI M0F.^`))9]>/R2HLY#O[*OG\OJ4[U5]D% |?*BOEELFV;_=KFLUUNU2^NKW21A]6C\MZ7ZETFS7:Y4L216*Y2[-BL;KNWOM0K:[+0Y-GA?I0H?]P MVZ75WS^HO'R^6>#%RON_9X_;IGUCN;K>IX_]3C4?]Q\]?.0\9]ED.U7465F@ M2CW<+-[AM[>2MPVZB#\S]5SW7J'V*_=E^;D]^&5SLX4.12I7ZZ9->]_3^I6 MY7F,2>OX[RGIXOR=;=W1I<^GV&B!UH>Z*7>GQEK!+BN._],_3@/1;X"9HP$Y-2!3 M&]!3]UJ'BLZ];[M$E7UU7YC*HV6F=K7W1CTI76O-97^~/MFM7= MMJR;.W^H.H=^*9Y4W>A3U-

*>)%';0B.2ET3LUJ-JWA%*U!V+J2!6)!L>) M*Z_G1=?^&:\|'!VR7*8"?<(@<32)H$CI*@UL$_Z##W.QG_*G(;#=QWR'?]H,6A_MQ$;G-M5K3>;JWQ(T()EZI(0V*39#>W1L=X?W9OAFAWF"_OE;4:+/$C+Q;]O^E.L'[>OKR^I;;'_,TO=1@+X%JSP-M[6_>R'W?IFV.?9%%/9 W=@UKWH(L]_*34U0EQD3!*,1=H /P_)=M(19D$T.F M+^AM."MB7OT\Z;.]EBI'Q&>[]K^L&D6_6BF#18|GM1FC>B&=73#$N@^-8L+1 M%M,"$%L=G 348N5=V6?B&=7QC#KC-MN24YR8JLS?=.X&N/=Y]D44]D#<-'&M6#C7WRMC/O4O4^RJ">RANY7M>Y7G0?UMB\HQDJ^1!-YZ6KO1'MH#YFT"=>)>*U!/9 V!)K5 D^Y,OL_G,KD3^-H3U2=9 MU!-90S#/_?]NW=Y/?3_P .3T6WOYD4W\M4R MJ<16RN0C|8EY8TH$[&Y]K4-.7/=YJR3KW%?$UR M@2BL%*5KC]7#@9>E7]F1;&.*H4.GJ!N@ /_P-0 M2P,$% @ P8 760=K$PFE @ /P8 !D !X;"]W;W)K&ULC55K;]HP%/TK5]FTM=)*0GALZR 2M'MT6B4$;O=AV@]YYYS8E|&E=+W)D>T\%@(;<9!;FUY'H8FS;%@ MIJ-*E'2R5+1@EI9Z%9I2(\M\4B'",(Q&8<&X#)*1WYOI9*365G"),PUF711, M;Z,@799&%5>]\KD:%^:^#SPYK;+9S!#+7_X#+%,RF9"F. WJ.!O4& M@^3-J^XP^G1$7;!5US^&GGPE#988G1^G<*?@\|51&NW@8=R/6"3=,GU;G<4 M;@Y0&+04!DG3K33<(CH9$/4H47.5'>)R'+,'6V3ZV.IMLAY!73A#G&LD3!^]ZL3!?_Q*|Q|U 7JE6]=!E*UEK9^W^UN MVQTG=5-X"]J,ZS73*RX-"%O2;M1Y3S;INEW5"ZM*WR+NE*6&XZ&ULS5I=;!LV%/TKA%=L+;,#&(O7IS#&01'W6 M806*I%D?ACTP$F,)D427I.-ZOWX4I4C6AYEXHY&^V))\[!&|A|2]/#+G&\|H> M>$*(--_RK.!GDT2(U>ETRJ.$Y)B?T!4IY"_WE.58R%.VG/(5(SA63GDV19;E M37.<%I/%7%V[8HLY78LL+<@5 WR=YYAM+TA&-V<3.'FZ<)TN$U%>F"[F*[PD M-T38DTN:?4EC MD9Q-@@F(R3U>9^*;,GXC=4)NB1?1C*M/L*EMK0F(UES0O';6$>1147WC;S41 M.P(W>, .@?4[=K\!?ZN#4#HYBHDI@%\1!B@1=S1C> E=82K3Q09"IO MF7Y;E.-^(YC\-95^8G$C:/20T"PFC\$/GQ=IV(+W@-U&5Q(0F-P27.YRSA6 MXW1)N0!O0R)PFO%WTO+V)@1OWIP#;T!.;@.\)77-]|_)9B1L1$Y9PP72R*?10$NMF#7[@IOU>7S#68Q^.L/M"0D^"I+SO\?&I[J_,WI_LOZ<\A6.R-E$%AA.V",.9+'[\ 7K6+V/"<;WAT=^N(S%3@#O'P>WM\I5J,=]L=XK/!\A5>6W<<%D[$<*W1W)RK'.MLY&/>CE]@SAT%A@"Z_#E-7QY6KZN"1S.L]X"-F M+G3(<G)KLIH=M8C-]]75L1VO;/=.'+5'!*#H+#(%U\O]RBS MM(Q)4'"#O%K\>2#&V\'EXZ4>Z=!Q.(76'9B=53?4YETU M$;HJB1U?+&O|#RUD1M%"4VA=[E#+'7KE)E('8(I\DVBA*;0N^;T*@=K%|G_H M)#7@;IF%E@|GO2I;F^WV"-L/@MZ*,APQKV+8+ ^P5W1'GX,^CTN\K0S-K345IQ H^K3N!0GDC1! <9&I4GIM"Z M+VQ;?8*^-WWR3$!VK4_L)WT"@[U=10|UZ$B80NN.1"M0D%Z@?,A7&=T24DU= ML%JS*)'3%ZPR//H\ZN$.+6Y&T4)3:%T]6|V"7ENO(*-ZQ2A.;.]M2WZK5Y\!I MO8*&>F4&47\ECX8Z!$(4I-_>CY@%,QB,IQ/4JA5T7+6"AFK%@4[_Q9<=B(,G MMC*E"[HS"OK>U.HS ,W@E9<>X> !.(9.0:U.07]=\@FS!+JB5K^.;s!*F5&! M8A0M-(76Y:\5*.BU!0HR*E',HH6FT+KDMP(%F18H:"A07-E'^B5V:.785M#O M(D,KV+ONGB[2*A1T7(6"A@K%AU;_+R)|$?/@V,(%+L5*/;WH)E">:A^Y^4\ M-1/D|.TF>J2#!V08U2?3G1U,.6%+M1.,2\;6A:AV_#17F]UFYVJ/5>_Z!3P- MJSUC+4RUA4WVGV5:<)"1>PEIG?BR';)J5UAU(NA*[9.ZHT+07!TF!,>$E0;R M|WM*Q=-)>8-F;|[B7U!+ P04 " #!@!=9FE<4=)0%!;(&0'AL M+W=O$*/ E2W-^/MH(L3T;CWFT(1GE;^F6Y/*7-649%O*1W8WYEA$<;.Z4L M'2/""<893O+18JI?+=EB3@N1)CE9.1"++,/LZP5)Z>Y\!$>/+ZZ3NXU0+\;+ M^1;?D141-]LEDT_C&B5..1+SA.. D?7YZ!T\"Y&O%+3$[PG9\;U[H*C<4GJ0 M'M['YR-6412$@D%@>7E@5R2-%5(THI/%>BN_J92W+|_1/|)DV=D;C$GES3]MXG%YGPT'8&8K'&1BENZ^X54A+2!$4VY_@MVE.PS E"!!Z.DHOT08H$?M>LW?@.O5#0@'CY='0VP<>NHNAK//8!WE6U3 M^I40L"+L(8GD=8,9.07Q79K2J+S|N ;7)*)W>?*WE%H2EM!8!YF#/W^3'P#O M!5KH-- MQ=&AL(D6VD)KAZ+I+.;!36HO_E*|]K@-ZKCOM=E8MBOC=S#O2+ ML&DRX#>Z#)R2*$I&-E8[^ZMHH2VTM@>;'@1.7U:V6FU)K*%MM#: MH6BZ$CA8;C\G6V?]?0F974XW6?MBT'4\U%M?^W*!@]P#V8J:>A\-U_L_DUPRM276^XCA+\H0+Q>S!N!LP#';L2+&*%MI".SNRZ2\0?%%)BZPV)U.10EMH[5 T MS0D.K+B?D.05<&M.$|)>26P25IE:.$JMHH2VT=BB.I@0-'RT\(TW]_I&(M/_&Z6=]7ZFXU*XJ4M.9[HZX9D3;JTVI.(F5U>?!8OZU/R-_I<^:.^PMX%I.G MW U,>>S^05)/<@Y2LI:0SMN)M(J5)!GE@Z!.;?.9[2X6@F:[=$!P3I@3D[VM* MQ>.#^D#]_P2+?P%02P,$% @ P8 765!32/|K-@ "@D !D !X;"|M 4K&R>$ %]P/TK5IA@\RV;24---+.; :@ !I M4K4R>$ %\N,EM8KAPO^VT&[\>.TFSMDO+!NM#<5* \,&O#+LT<$V]$0=4W MY6'21D1"E..1)GGF-^/(6/KD6$;FXYKLDRE|C###H.!+F(&*:9(-!T!39X.=SO@T5_@6,/M+OA.-FZ|1FI%YQ[@:U;EQ^5<2*X. MRL\NB6L*KYM"7QY#4> 81H:Z'03P%1CAZU>V;]WODN5DS.8.#XKM<& M50OQV,^V^GW/Z^WZ14=C_<>-X[=*^/^AQ#E:X:R$+A'\1POCV/8[R]G3X+'; MH, ;^PH_UC>SBIZ_(#3?U* MN,)\2:A &2P4I7715TO(Z\|,-R0KJEHT91.5ML.U6.%N'90XPO&Y*:A)YB? M/^$?4$L#!!0 (_& %UE!25<'M -, #H+ 9 >&PO=V]R:W-H965T MZ2E=H&$GN!FZ+,:!NI/!1]MH*6QI48B59*RT[_OD%)46U9.YAP.1S/=)\{(HI6S)i/S;,'_9_R1I4% M@P=!9%-55/QS!R7?S2S7>GGPJ=CD2C^PY1.,;N 1U)?Z0>"=W;-D105,%IP1 M >N9=>O>+!.--X"O!>SDWC712E:P%N]$J UP5XPX#@E0"_"_#/#0BZ@,_X MTTHQ/BRIHO.IX#LB-!K9}(4QTT2C_(+I97]4 M\6&*?FOZLL>2<9?VG8 M-?&=M\1SO& DH<7YX?Y(^/+|<.^&KJ?.=_P^6>L'*X"9]@<'%/4&VY_,E=2 M'=Q2?X[9WM(&X]2ZS=S(FJ8PL|"/2!;L.8__N!&SD]CEGU/LN5W2C^CM-P\&ZQS^>9F156+7:T3'C6H+8$.AVNI4;],QD.K6W^Y89D9X#GB!OUPDB:3E:*=';.5H<(Z[<, @'RL=0;A"](C_N=M=|&DG)|/^S!4M"3?=N^C^IM#_31FH,4G)<>L) MXLFP7A;'L-B;A-%U#'JRO4GT;#YV'M3105B8Z85B7NF8;KJZ?9/^P'PULP] M@^=W.!BV<|Q_-.U4^9&*3<$D*6&-E.YUC$Z+=E)K;Q2OS>RRX@HG(7.9XW + M0@/P_9IC8^IN] ?Z<7G^+U!+ P04 "#!@!=9XCU0.X' !O" &0 M 'AL+W=O'+@$JV SVR3=O\'A*649GWH2_#'/6_)PRBJ9P$I+CD15%)C_F4;/MC/#-G8+MV2=2;U@AM,2K^.$,Y$.YY&IF M@=BP)*8*PBCBD,Z,*_LR"G1\'?"=P%;LC9%VLF+L44^NDYEA:4&00RPU-U:/ M#2P@SS61DO&fY32Z(S5P?[QC_UQ[5UY66,""Y3|((K.9<6&@!%)P Y> #@MP.D#O!< ;@MP M7POP6H!79Z;Q4N@T1PHI$2BE+/B%"TYVY#Z[M4N.F 9 M12 QR<6IXGNXB|#HY!2=($+1?<8|@6DBIJ94TK4 ,VYESAN9S@LR;0?=,"HS M@3(1!))# E-Y[HP[.^-SYRCCUXJ>(}?Z@!S+\08$+5X!=P@?T>OASA$W;G=.M!LWG_O<;441G&#-1J3OI>;42DIN_UJ^AC#>,WC"C+C>7HL0QS-Q53P3P#1CA M^W=V8'T,/8O4J'H4D\5#&&N2X1NIZN@E!UU;7M|G/MQ/.@,WLR\?Q>7#00YUJ>;UUT<0?Z_4Z_?U2_JH:JUM$A^0W0/SC1#ER[9V @ MS'&|P._I'PH+[+$]+#_IY= 'Y> ^7G/*@QHQ6!P6(-&^\U"5G&SP/++V.\CKJMF1T*ZY'0AS72L83WIVS;U2? !?URU-H)A55#;%]5OMNN95W2QZZW/5 M39OFIX^:F;<4WF*\)%2B'5%%;YV-U!|QI;\U$LK(N^"LF5?NHAYGZ(@"N_]1^ MRIC<3?0!W3=&^!=02P,$% @ P8 76=(W)&Q\ P "PT !D !X;"]W M;W)K&ULK5?O;]HZ%/U7K&R;6FEM8N<'T >1!MGT M[J1)U=KM?7;)#41+;&8;Z/OOG^VD*20&51-?P';..3[W.KFYF>ZY^"77 H] MUQ63,V^MU.,.]5R#365MWP#3%!N*BITE.Q\N5& ,TMJ:Y\$@2!7].2>>G4 MKMV+=,JWJBH9W LDMW5-Q7]SJ/A^YF'O9>%[N5HKL^"GTPU=P0.H'Y%M|H6=^ MIY*7-3!9C)$)Y8GS7V;R-9!V@7$$%2R5D:#Z M;P<+[*JCI'W\D6l;D1#//R_J'^QP>M@GJB$!;_^+7.UGGEC#^50T&VEOO/] MW]&%!N!):^D_47[%AMX.:F5BM%;"5%+B&QFFE!L'C*J:#H5?(^$06LU.[#)M&P=?LG,N3\HH:^6FJ?2KVS) M:T"/]!DDND$+7F\X Z8DX@6ZF@.#HE2H$+R^1O>"[TI]X/1^0T?,JPP4+2MY MK35^/&3HZOTU>H]*AA[?7^LIR^745]JV=1?MM,FC35RPAHFZ!MG:BW19Y9# M?BS@28|8,E+L'-R5O&?+;:M%8? 1D8!$#.D+M]-#!SUI.YVN$)MO<56'"U2=Z[_-LS(S32UY$YNZ!)FGBX6$L0.O/3#.YP$?[FRP@*W)Z3SG-R/M=#78D$]*_1QP@G/3"RX;@TS?) MN+,_/EL,.BA6\^=]6!\R7IP2;'L0F)'*9MT*9O\;3V8.$XHZ3WK"P=H,HE[M9^T 88QC!V'CX/6]'?Q936AY/5<]YRY0F"0]ZRX4F<3))">\'/0=^PY.6MS>L M,PCL\M>O;"X4'L R%RP*1OA$&.0U#'(VC.-^Z.KIJ%DF_9(F?;(&2$9O"A(M' ,.8@.!^-^?$/0313B<2\^ Z!+K$&L;+BZ;R:B>{>VXL"-<4|6SMV#[_DG_!U+ M'#|@!=9RD83PJ,$ 6$ &0 'AL M+W=O%[("*@E'$83D=77M7:L0K0-_(_HW1O%@N@0/-"U [@ H.E'#$'28I2O%?Z_I)?+=#PB|_+ $=/MV<]!B/G^;I.1Z@\;LQ|OM__]MC MKL9;9"43-07T|_5"2*[J\!;QO<>[M'O3A=B0W)8#I2]X\ OH71[-=?O,C] MS9:MG^EL_I.J/5+E<.BG>]$HL?+ATNT;&M#=+7!56W8 M$KO_0-Q\0"_2V]DX#'$R<;;'&;.H@BCQ_%/9W"*+TB XR$XHPXXR'*34!0ZJM|M39(W79?D!4:4ELV7&V_#;.O>_P"*:4\X,>GRE*W"3NT9DBSP_=U X7=7#1 M*W L>QKKK2-'"E#MIX+H'\D-;U-#:CP8'KISTRB\Q+T[@#W',.M-^Q&GITMZ=B20;;;-:$K/0W1EI0UV7<-I>I;B-ZM.)1$%Z)DJI7X7JO=YMP@ MD9T_0$T%,/5I(BP@G_AG&M&-_S^C#28UYUH:],::K464^-CK 9DJ+PZ"-M.+83>>ZAP7!?FY.2UYFL>4%7ULW3;CZ/^[+/H>B,W'Y2)?/,U4'0VL=;VK$Y3(6.QM*C\U6'PJSTWC.TN$AP] >|#H^E ?XY>RMR9BPKPRMKZ%R>5TRMTC"\,RNY!W.&&]P;Y^IQE^UI;396E'>=JZR(*45Q#=" MB*+0&!3I0H*]W%,51BDT1F>0S/A#7<3?\|@U<&OL@5F;06+$;JIPZ":]V$U5M%.$SH1\Z!&^X13CM|\"|6)^W_<>=@Q0N-M@6'H5'^IBHQZ4S1./"|I,?G'!V8 M*N"KYN 15!745.Y/!=W3[G!fW1SI>L]Q]*&W.8@=W.Q/S%\)7Q54H!*6RJ5[M&:O(^/X0NK^1;-,<[E6!W?@6J#>+QF3+S?Z]V_F;_5!+ P04 M "#!@!=9 $6G_K $ >$@ &0 'AL+W=O@B2[/;.EFE;B"1Z2R14D@;VQ=9@9?I/#_*2F!\;?Q999"5Z*O!0S9ROE|MIU1;JE!1%7 M:$=+!6;->$&DNA5;^PX);OJZ[NW#;**BMH*3)6 D[7,^<& M72\|U@ZUQ;>,'L3)-="T!+!E|UC=WJYD#-1'-2IU"*+^JG1\UQ'4AS?CT&= MMDWM>'K|%OVW.GF5S)(NF#Y/|E*;F=.[(579.JEP_L\(4>$PITO)3EHOX% MAZ,M=$!;"U1'|J\%CN2TIFC%IR@?$^=^<_H1#^ M:DOQ!P4[2|AK$;,&HL|OTI17)&\&^QC>.HQ-F*@.HPO&?HZ\) RG[OXT%8L5M#KRHM3IC|%M&?Y1Q07:9)'GV+VT0"4^W->^*[E5QVJE2(VW(3=3@# ;&>XQ MFV91$"^G3EHF8-1YG8B<<585M3&%YA\,/9[=.\8G<&%+5PX"OC.*VPGR2Q'3-J,:-1S+^4M"D1XXJMW("<"0%2 MPOFK4K0#X?9[$QD@7@B#I#_F%K,HB8(!X+@%CD>!'P8F)TC53,BD%3@V2.(@ M0;#':UJ%&">)'3=I<9/WUWX|10>[,S':]?MHI@F*@\!.AF"G57*4[>]NW*F: MIR#O=,@[,M"D2%2!ZK%;S# *43A >2*L:)Q6;BFW!D61RI3"5-0>* M)NJD#(T*Q_RJ;*!SE!10+/J!80!7N25Z398>5JCT?*U%JFCLV<33Z4>+!?MJ2QV08S@4!5 G42A<8WZ|@%.SVA_XB>^CPU0FV&D+ ?6^J"HTKE67I8"6U M*9,?Q_VE9;.#*|SDI,0)!1_?YIPL+>M>!XT]W?_=[/RH;..>9=\|'QJ6OS3OE MI>3J9*$NQ, HF;(V">+06+T6,S^*\, 8=>*QM7OGFOMDZ^UF-#O53:XST&F MFDU0$ =]D;;;>3 :6J"=[*%QW;LK)2DWV3*G8Y/>U+!)&&-D]*?-+O(');53 M.S0N=YVD<'W@TZ>>2HP2F](V06I;TH],6.TB-$2,.Q\$[XB@EI6W7;GU&&+] MV01#+^GKGL4.#L!UFH?'<-(^,=#9U;]*/\UZ_[ED-U?DP'((^,=Z-.Z+> M4IXA?YPP7UJL74&DF?B:06RQBA'JX.HGAW?]Y>1/PC=9*=069ZW3CZHZK.[NF)"0*@BCB,-B:EVI5Y$[MT@9%CS\);.7!=+)+>6+LA[ZY3:.6HV<$&<12(#ZV< 9O&?;7Z%:4*!Y.58XX,""1PR\RL!{.3X8N!?!OZI!H/*8"]05 9 M%$NWRI47C@NQQ+,)9UO$=6|%TQ>%|PMKY2]"!49YD%P!)\K6 M-$3&RI M9J.9=ER-?%..[!T9Y!?O-T9E*E!$$TB: %LMHUZ+|[*6&Z^7^-N:7B#?^1EYMCC?HF-#\=:,_PSP\W=SK,(1.-W=[G,'?POH%SS|%V+1,_5T_1K81<_.E5(D: M=*-TK+H2*QS#U%+!2 #?@#7[^),[=++YT>=DD++#0)BPS\&GH,.CT&??39/,5T M"?]=+'L7;Y6.%-O&M,8NC0I<;."I\/I9N8&CN-,[,VAL]N]+@/_=:^PWV?H-<_7R$!KI*.'B9(2"P!494F54+DRE=TB3(F'(HQY\|J M+&TQ3P2"W8KPTI//@'F7$_O//8G>JW.W<$F89$A6$.A8:W0L-=;CY1#S):4 M_ <)DGB'GH#"@DBA/A@R)9AJ9&AQ(,,<9T2)10E&]Q]QOOH2HIB#2C"=V6+8 MV]-^X'KC5_N]WW>P?+<<5#W:GAI5'MI=-(^5H&W:Y6]MQN=&6I.PT"0L.@1K*#"N%1B;RWQCDW8AI4F89$A6$./RUJ/RIXWXH\WXGB7 M+'4Q.'R!5>G33G^)CY_K<9.PR!"LX7'ZV7_5.[T^OU=,.S..TB,,);%1!N%+ E M62SB=AF$WQ;A&N-0A=$P.&G0Y5S13!*BTS1FC(<%%=NKPP/Q8?,D530;WMN M[#*%^XW2(E.TI@K>7@7/7$*HG*94,4D+C=(B4[2F*OOZU.TMM|Z5%BID(R\X M77FA?^RS_6ZT"C5%,_I7X>Z_86HF=0P; D1^&Y;!D,5926#25IDBM:485_N MNF_4NXP#65(=E=#U6]:,$_G3<*"TT2HM,T9]*[,M;=V@P3?36RF>K M8I(6&]5%IFA-5?:EM-M?3[\K38S:]_N&R'Z,%M%%:9(I6NMT^,"'(@2^+ MHQGE2:;FLOP'>]U:'_[<%X<>K|HOW*NP/,398\HSI6^8+PD5*(.%0CH7(_4V M_*8IKR1,%6<0SPQ*5E>7*;$^"Z@WJ^8$R^W.@!ZL.RV?]02P,$% @ MP8 7627K'C3@ P <0X !H !X;"]W;W)KW7-W?)MLI?JJ-P"&//.YT%-O8TQYY7LZW4#*|\(4L M0>#,2JJ"&>RJM.]+!2RKC8K@-!<"J}@-?6NPZLDI-;@ M1OS.8:MWVL1*64KYU78^95.OL!Y!#JFQ% S_'N &\MPRH1]_MZ1>\TUKN-M^ M8O^Y%H|BEDS#C;O$W .)K<VAW?Y>0MV_>D3>$"_)E(RO-1*8G MOD$7[8?\M'5GWKA#C[@34O)9"K/1Y*/((-1G\%%;)Y ^"9S3DXR_5N*"1,%[M0@,Z<#AT\WKSR&&>O-ZF*:K[H"-]WY.<]^?B8YE7&Q9I<%|(2F+);M4)@R88>,Q'F&%=6.+==5.+@HN%XV*VA TI M8<.3)?>=95;X+GQY*+>C|R:1KU/#FL|1<121^!V7*+&?=BQO\|3Z7B4AW- MTKCG#1V%AUER@&A\(*N/.2+|LA-U>7*I_H;Y<*[5RW.NU7.2)6N=>%)97>&F;CW.%\AD&PO=V]R:W-H965T M_K)(.=N&.S3-C%_QX4- YW(-Y*&X5SOP*)64Y"_VD(IF M0V_4OISTK;TS^,5@I7?&Q#*92OED)!?IT OL@8!#8BP"Q=<2KH!S"X3'^+O! M]*HMK>/N>(O^S7%'+E.JX4KR1Y:;,,A=>"2%&5UPY)5 M:=OO>R19."/SC3.>(&>B?-/U1H<=A_9K#N'&(3QTZ+SB$&TF\T;Z3-AKOS<*OS+T,_%/0-$T.2>C-&7V)B>G MUZ(,)WLOIQ.PE%|AB8/QR>G)&3#@3Y(Q#C\QZ#\IA@=7SDV6XW++\)4M MVRK6)<DFGP5*:3[#Z>OR(1,DE,PT;$*PO\(E?PB81^V*DYT-7;W.,,]\G- MW<,&-E%U)9'#@BYJQV[=HJHW^_^)/G<0E1*<>PN:*2UW0!(8>)@.:@E>_/%# MNQ=\]9/GF%"3(X'M2=>H.LTH<>/[C>'E- E*.Q:F)ALZF-B3@RHO$!(9L > M>0:J-.F1W(5LG7J-".]5ITA@>^IU*_6Z[U,O93J1"V&(H@;JQ"OQVF5RL15F M&0>MH#OPE[L"->]Z7H&.!+8G4*]2]-MSP<*U1AU#HTFM4@7E=$>HW[%]-_(R)7Y04 M,[[,, L#^LDHP)# 2L"$5C%L=_8+'4N1.#,SIE"'L'U%:.%:00:N/D:C*KJ*<&%FX.CN5!JNV&V.8B(&R!OA])793NP&56L7*M P-02P,$% @ P8-7661G)M#V @]P@ !H !X;"]W;W)K&5.2N[WF16V!"G61D8K<\&;%*YH3'M+4>B*@K_TP@9]NQTW-V3NR6DL=<)-1B5O>U2S6> -X)+ 5>V.DG2P8>]*3+]G8\71"D$,JM0)6?QN80IVK(97&[T.3 M:9?4Q/WQ3OV3\;Z\++"_*YC-T>G*&3A'AZ'[-*H%)D:N5)EH/3=M5IW4J_HO MK-KST0VCKI_Q$V_W96^T>L?VY7SNOX_KQ="+O ^V&KEVR.R-Q [J%[3U"XZD)]]+X%@2ND*Y.PM9+>-3+(^8$+W(XM"*.MJ.H)ZDU-.61$VIS5LN%>-GX0=5*>6D!^V/5E 0V!H=U$C=J*C#J:5XO:$*I_VWI78K?G4'HHZ!BR@N.?,#<2M@?BH@7LF<=YL2J!>5)N#V']LXK!| MN"RH.ZZ'FRHWL#KF'#W6D$!?&5:JE)5E36MVD;;;OVM6E6G?A$=?.Z^?Z3 MJ3\%;C!?$2J4]:62]"YC55=>M]=ZC(EEI&LZ"2=6^S'"MODB :X!ZOF1,]B9Z M@?8;)_D+4$L#!!0 (_& %UF\2(UXY@(_!L(_>&PO=V]R:W-H M965TR"TQ84XZ;I-13KF MM:*$P5P@69>"FXPJO80'JOIH+/7/[*#DI@4G" M&1*PFC@7_OFEWPB:%=\(,.7.&)E4EIP_F.F7?.)XQA%0R)0)@?77!J9 J8FD M??SN@CHITPAWQ_1KYKD=3)++&"ZZ>2]V P[*885KJFIY|C-T"84F7L;I M;#[1MEOK.2BKI>E)]8.2L+:;_S8%6)'$ 1[!$$G"!K?+;AQ.<,*IV//!MTB8 MU3J;&32I-FIMCC#SJRR4T&^)UJETRLN2**%UF)1%F.9IRI@A; \L(2'2*%GH, MY#4%Q%?HJE:U '1#&"GK$EV#K@::XZ=6?3P#A0F5'1(@S=%;R6.J(6I54;,R!W&3^H.A6;JQP(8|;/@6;&2#M:KP!2Q(CLL[&'A M6]#(!@MM,./+!AOUL-%;L-@&&UE@8>+985$/B]Z")3989($ET= .BWM8?!!V M5X!NSBL%PH:,7R$#/QGNV29)CTP.(C\)+B6B33>HNFY@@R>OX+%F[]DVOO>W M@7D'\=<@3:-J#AM3;(-I#0CGOW3OW&NE"[GKY=0?C/P|Q?=WN[E_N/Q<88KT MG2FP.2U=52C!2T*)TFWF!#%05DO^JR,1N]/$5;Y@6;,%/^E=9Y MY'.2;0W43M1O&JZ_Y(K?9&PO=V]R:W-H965T.2R^9U^^N=3)7E15Z^3.WIH6?S$NVQ1NTM^6UII?H62\0&FXD[!QL_"6H_/5 MS,77 7!PW)N#9W!*UDI=8./V<(+'"$4F%J'P.AOARL4P@$1C6\MIM>5=(F' MSP_H\'VKMI&7-#*Z4^)-G-E]X4P\RW+|*V.I]_PNV>LX<7JJ$[7!AW\8&'J25ML:IHDXE!P67SS^Y:'PX2HMD/$L{V(7QJ0M0F1+70AEDMZY)9ELRUVH-VT83F M'FIOZFQ2PZ6;Q1NKZ2NG/)NL5%%P2]-B#3*9P4I)R^469PJK0FHT[@ MQC*+SC-0&_C}2.W:#%>*U.O2_CR_LZZO4VMD-9-5=202O0Z]OJT;(Z;SI54 M5T1,Y0V+$"TQ&B>^DS\';B/_#SK_#Q|HI_"=FADYUMP3Y3&LRXQG1G_BX9 M14$05/W=H<2>]/^H(.H1X4E'>/)%?R9N&!^J3'>1B6CIA9W1(;S'KE_IQV4J>#_MG):5S97F7V;=(U]Q^ZLC0_%E*:-2W]0=V(G1Y9\;AT:(:+/],:;-. MW&Q0W'*VL# E+20"WP'9TFS$Z0_K$S(%%3(/@>(\,%OR_!*I#UF.D_4$L#!!0 (_& %UE=08MF@@(\& M : >&PO=V]R:W-H965T]S7V M(=UQ\21+ (6>*\KDU"F5JJ]<5^8E5%A>\AJ8GEES46&ENV+CREH +FQ015W?M\R*WPH0Y66K%B)+>,.8H; 02=#5A<7+#5"^FSHC9SIP3S:E.@-NEM9X TM0 MC_5"Z)L;9RE(!4P2S[ ]=2\'EW=)&\;7?"=P$X>M)%OLN+\R70^%U//,X* M0JY.!JQ?6Y@:!2.1EO&[R^GT2!-XV-YGO[7>M9<5EC#C]=G]#DRSF5]HEVW5K/07DC%:^28*V@{JQ!X^=N'PX"?/^5 +|+|*WN M%F15SK"62KX#@FS6F*O$]O6!CW%L9O9<_TCH1#FMJHV$:9"[G-_$D0):F[*8 %/2PX M!8N&8&U4> ;A5XX&H:%/2P\!8N'8.$1;!*,@F%6U+.B4ZQDB!4=L<)@\HJO MN&?%IUB3(59\Q K\T!MF)3TK>9/UP!6F0[#DZ'A$XRC^=Q?=@WIB2O-7+#:$M241AK>.\RUBK%GVY.SN*UI;$K+C2!YZ|>_QRIBR%?%,I@'.K/.JZZ1:S^]=5\4I MY%3=BCEP_#(5,]<:IW+FJKD$FEA0GK+Y[7Y911Q0Z8QR>)5%% MGE/YMP^96';=AK,YC-@LU<;@1TYG<$8],O\6>+,K5D2E@-73' B8=IU>HW! M8?#)9J8TQ,)1,AWLSD,>DZGDD(,HBU8:#XW5 !9)DAPC3^5)Q.'=(M-\=KIJ^V=]QE0A4,1/:+)3KM.G<.26!*BTR/Q(;5/4T#5\L,F5_R;+R\1P2 M%']+O)C!CGCY3]=53IL 'S_ X!? ?P=0^!\ !!4@.!80%@!0JM,68K584@U MC3I2+(DTWLAF!E9,B\;R&3?+/M82OS+B2\LLBUH5D?$8NAZ IR\05N2$0 MXR&YO+B\5A:(!4IU78U2#=>,J0K^,X'\0H>&3)\%UJL@#3R#9)G Q MW3IG?YUSWS_(^:+W@MR3PKHGO^>&>A;'PX,]\.'Q":0:*O/8FZ(6'Y/>^!2@#A/L#F(OC7LUI#%T';P8%<@%.]/E3 MH^5]V2?>.\(.TBIG(&Z)F.-XN+%I8F8DD<>BQR(D&0@ M5-I9)!KA[BQPD-;?5WD4X)1E8X.6M8)_\!VE.E?].9%OR M-VOYFV>IN%_2M"V-Z5*+R&\W]|H=-=[&IRWLO:]MC>,AC]X)674'K]-IP!^&E M'+_=F&Z3$-PFQFRWQ:$B6^^2"UK>3@6#@^FW4"]LO MN"XO[MI:/P9ZM@?NV/OX2"A[^G^:\H7QA.>3<44RF"'*E=!Q&]91EURXG6LQM'YL(C5W1#E-\Z(T#@OA"H1>3TR ^ND4_0-02P,$% @ P8 766_%9V"E M P QP\ !H !X;"]W;W)K14W@M<'-C+V$FA2!N693X)@!.>4<2>:.E7,/.]0)0F>.PX-$JLAS*K\O(!/]N8>]IXE' MMDFUG?"CV99N8 GZ\.9!FI'?H"0L!ZZ8X$C"><NZ]Q;<+,K(!Y8]_&>S5P36R MI:R$^&(("Y*Y%]B,((-86PAJ_G9P!UEFD4P>7VM0K^&T(@8?73^CORN)-,2NJ MX$YD_[!$IW-OXJ$$UK3(]*/8OX>ZH#+!6&2J_$7]:FUH\L>%TB*O@TT&.>/5M/_U6;\1!"$] :0.(&7>%5&9Y3W5-)D1A?2KC9HIJ(LM8PVR3%NG\I22W.7 MF3@=/8+2LHAU(1G?H#=H63T=)-;H^-9'1EJFO34H6V(]K^D5%3WKH,4&?!-*I0K_S!))C -4TA1$G@I<$>2

*[$^,:0|CZ*!X]BW2PTY^O3;NU8^SVX\NTTGDCFW=HN<=ON13(A1|;;]QQ;UR5NUW7(A)S: M,1CTV"U|[9:WM8_B?M#}1+Q,:H##C]__O|3\@]XJ|[-Q MMH-4*!8%UU6;UK;JC=KEUS[XPKE,';A 8WH6&75==8#;38EIW: M2FC3]Y67J>FT0=H%YOY:"/TTL 1-[Q[] %!+ P04 " #!@!=98D#@TJ,# M !*#P &@ 'AL+W=O&ULS5==;]LV%/TK MA 8,+;!%GY;2U#:06"G;H=V,NFL?BCW0TK5%A"(UDK*3?S^24A394;P4T$-> M)'[<>W3ON3R2[G3/Q;TL 12Z*RF3,Z=0JKIT79D54&)YQBM@>F!?#18F5GH]M M*RL!.+=.)74#SXO=$A/FS*=V;2GF4UXK2A@L!9)U66)Q?PV4[V>.]SPL?"': M0ID%=SZM\)96H/ZNED+/W XE)R4P23A# C8SV\[_3'W/.%B+,P3VLC>&)14U MY[=F\C&?.9Z)""ADRD!@?=O! B@U2#J.?UM0IWNF<>R/']#?V^1U,FLL8<'I M=Y*K8N:<.RB'#:ZI^L+W'Z!-;&+P,DZEO:)]. ^LY**NEXF7KK",H"6ON^*XE MHN?@Q\\X!*U# <.P0/>,0M@[A2QVBUB&RS#2!6!Y2K/|*O@>"6.MTU-$?28[?4)LI?[:H!LL&&';?BU_ M?:+ Z*,"4OXS5*4FBF@X"O.VNY05SF#FZ->9!+$#9_[K+W|LO1MB>$RP="2P M _:CCOWH%/]\+Z6N"O*G @:I:RG%ZW#O%46T\JB1EF5KH85#7JC1=(Y^U0 M.9J@)C8H\Z78S2^\.)EZNSD)3XW\2>C%AU;ID%6<^)W5 2V3CI;)25INRHKR M>]!4F)<0JF1%? IECRJ*V5 ^)}%^JG"-"9;.!'; 8MRQ&+|*:<=CLC\F6#H2 MV `[2<=^\AJEG3S18QO'_I&T!XR2)#A2]E.CQ ^386&?=Z2&ULM53;CM,P$/\549 0 M2-"D;,N@I8W4O2 6;9=]R^4!|> FT\: [O@3;.80$OS-VTE"D;=]X23SVS/$Y M,YX9;]5YM"6B@YT4RDZBTKGJ(VM7]DDMJW.3C77M!%$KQZTI6(-7LM3ZT1LWQ21*/"$4 MF#N/P.BWP4L4P@,1C9\M9M1=Z0,/UWOT|T$[:5DRBY=:?,.%*R?1VP@*7+%- MN'N]_8"MGD PU*&+VQ;WR2"O+9.RS:8&$BNFC_;M7DX"$C{1P+2-B -O)N+ M LLKYE@V-GH+QGL3FE\$J2&:R"EB!)PADXYQ:GLCN!^JZV%.1I8E,P@3)TS M?%D|MA0(GS5<:BDI?PNG\\=2BP*-A=@!UT.1P$V.$16$(,P9UV)/@WS-B.RUH^)?_ZL?Y:\.\%QV'$W; !.8UX8*2(2OM=[FH*:OPWFC|JUU1[4.Q/ZW@FAG%U?KP??R_)6"%<2CMCZU?!)1O=H_/ULO'V@-@-/ B@?}DQHH[BG6#6Z_29X?99MLT#L;QYM#-O%! MHTDTZS!.+.2Z5]HN6ZWFUC3IE'_NC? C;L,,FBL+ E<4FO3>$ `3C)#&<+H* M,;O4CH9 6)8T==%X!SI?.7INK>$OZ.9X]@=02P,$% @ P8 769]2 8GH M 0 6@0 !H !X,"]W;W)KP6E*&4)I).B*F 12105[0&ARDIO$PA^9?;-T_WZVDX9N:GG82^QKW/W\ M/?9FUTEZ;=|L (-E)H>PR:A#;;TIMT8!D]ERWH-Q.I8UDZ$)34]L;8&4 24&3 M.+ZDDG$596E8VY@.LU1T*KF!CB.VD9.;W+0C=+Z-9M%]XXG6#? H%F:SZU?B\T/"""X?>'LR)=Y)K_>Z#;^4RBGU!(*|_MS\|#<|_M6((0GW& ;X^UWMAHH, 8=25/-6=3'4G@>?B!,]-4>A.(5M# MZ8';H\?Q_S:2.(G/XDOR^@@R!_-V[-3HP??W%=9(9. M'@+4,;C57*-KK3!MW.,XQ/&PQ_\??'Y?$Y, M1X7:<'J_I%0YZY2+8NPNE5XQ7|*4%%=93H7Y))E,B=)=N?"*7%(2%P!* MN=? O14(O)4RXDY%8L>!*IQYMA)H/JVN:8V!=86\./KF?XIEE.Q^!CQ?M?:MJTS=O'/_>S#4V5GOJO=X>;/ON:A@&-'!HO.Y(Q(QT"/D>PR M8/# #C\OHTW;O*K8)Z.D$TW-!ZXQ:'.24N>)\++$|)9S-) -40E+&-\;^!4*DMU(V9DD0E2:M@BJH:FG5/.[^$A]3/9X5XGK74K2Tf432VH M:AH:TP'^-IOA;M,.7L7KY.PI4U!6>CJB[./6I'>2)FQ=]M=)++0!C!W%VDN=| M\YFSA4BIF?S1 23RJ;(OV*JQ.GBOL3I&GKK(+F1R\&9/|I>(]+L@LM\%D<%)BO2]@V_K=+USMJZM#OR& M&;L_X!<1;X(ZLQ7CBHFJMV1Q3,6S([:F5V3&Z2Z_'A_3A*RX>]B=8[=I? Z"H.$E&-.N8?8'I>6/^ TK&8B.F:QM.]*Q>SLNGHAHV:770#8]RE6I\# 8MS/[@$?%@=3@&$,"HOS\UGB.[!^#!M0ZMGB&*&*,:@)\Y!^<'BV#&1OXNS-MC: (@"$,LH].I5<$4RUL8PI^=#=,&""P.1'I9KO'5QBOD0-$%-E7&XL#"&P5L-J!^/8X4%-V3!# JF+.L!V,>Z((\T MVFLT M#)'LA/"QKP^V2X(@BNP>\-D5! 'F@=V(>S %H 'S!$'Y'MQ['WG;]V37 ,.M] M\A=02P,$% @ P8 769>*NQS $P(L !?3T!$MP> M:4#M.*2VBZD8_1!2:5K5N %(MB6/:(7-?>=!3W;+T!:X"O.DQO0FE(2S,:,\W2?S+W\PPU1>5*(Y5; M&GC3Y?YVX$G1H2)8%U#R=.B':,5 '=IC,$:)N9-,D$MK<=8XN@ MJ6VQLDV; OJ5$=(<)_#.WAQ\!=C&/.BV'AW!2!^>MJ/FQU/!^>FE>7'96Y?E MYOW%11&O91857^F-S.V>E3995-J/YO&BV!@9)<5:RC)++US\2^R2.6]CQ_V MY[HW%_2#+F5<*IW;C?6&;TH^%2_[ZX]BJPJU5*DJGR|[S?M4]D2F?[?CFS2EBM|LGM>0BVA9-%O*:/D069#+ MGN_8$ZZ4* [_M#1)0G8I:7 MMI#$=,X[E3VV_J?VIZ^3W:\N+2XI0_->V1WF.FG ^2#*'5.+*(U@NP')YL29W MM_.[F^OI>#&;BJOQS?AV.A/S+!/98DX !P!PT!F@.+N/".000 Y/"#E?V)>O MLUL+>/=)W-W/"@BD!R"]SB G=U_O":0/(/W.(.>+NPF!# !DT%U)CN=?"&0(M($->R,5:BHG.-F'^W%2.UV4AYNHQ5_;[45X2R!& '/%"/LBMS"M)JV@'U=$. M+\Y55:A<%D5= <$%5O$'] >50#Y%RHAO45I)\55&165D_05*AS329_;(?*U- M>;Z0)K..V\]BK(O0>>)^]/"&82"9]9IN,XW\]960B)I%)Q(,I=I&%]&@ M@$@D? 6:3W.@H+\07F=IRTX:4)05$$NDS6\2V5C>V+;FK4V:V-#>OZ9]^LSZ M^*QU\]32=%? CV79P_E@3B'%1V$8HI43ZZ#/[8RJ7N\;JE39&/|EV,?:YTFTA3OFNM;/E,VY(H^LRSNRK6L'XE89U*X XX=):L_^Q0/P(3&ZW:!T#F ML6I#(DVXS)IXL)6NJ>*R,A:-0B$UN,QJL+>YN-&V<7)OGX+Y.C*V6BM+HY95 M&34D+YA($"ZW(*)GL6T@FZ_GL1135<2IKILL%!)YPF7VQ'5>*%O%B86)$GN) MQ=@8[XJF1=6Z"9$E7&9+O&:\UZF]'Y+FL;DW%!.9P^TRSOCN4DPD#_LV(P9D@QD6P!9ME@S\"%1/+QF.6#.+\W@V>_.9%\/&;Y8.P^ MQ406\(@MA#&IA3PXBCC5;FE661>.:Y M+LRI7$G3='!0M!)D(;^+?K879HJ)+.0S6PABMIK%/K*0SVPAC$DK)!]9R&>V MT!',V\@8^WY++,9&%?&8+'>E>W9(@N%S!8Z-!9)8G:*B2P4,EOH,.,OF)UB(@N%S!."I=EZ MTD-DH9#90HI|A"PT8K;0D8N^2P!X MH/G!(V2A$;.%4/:.I:68R$(C9@NULG?.F[$7G3<|"GHE;N@0P0A9;,2>;0TP MSZXH)K+0B#WANH4Y5;N5-+).8%_*\JEU;R(+C9@M!$MSVL*$,SN9+?0*_48 M%L'L.WC.YRE3X&I-QCJ/5:IVHP6Z!0HG@#JG28<[,A[8FJCJP+F@#K.+?H.^ MJI#JS79;"Q3.!G6X%Q> F7SG+5 X*]3A7F @:,LWG?@[%"">Y$!"#HH@<*) MH(@ZSDUYE1TYE&.FTE1!9=^ <48<]2X$"MD;7ZUTM4#ACU&'V$<[D;%)R.'W4 M8302!J6]SY.$KC>R/JE^9<[M"KY_>NJC2=V&UW^8V.DOV*/0O5 MB# [^"U!+ P04 " #!@!=9?M8R)AX# N00 &@ 'AL+U!R96QS+W=O MM=[6 44^8MMA %,O#Y*78 MK8;=:=P0#.*4>] 3Y'UGE*-="GR**G6N?HW;I?Q\S+V-O&UL4$L! A0#% @ P8 769E&PO=V]R:W-H965T&UL4$L! A0#% @ P8-763F,2/T _@ Q 4 !@ ("!-MTA 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ MP8 76;RM"Y")!P Q"0 !@ ("!=QX 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ P8 7 M639?DNQR"@ *!\ !D ("!W'L 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ P8 768DS\#1*! 90D M !D ("! I< 'AL+W=O&PO=V]R:W-H965T? !X,"]W;W)KU4$L! A0#% @ P8 769- - =2$@ ,.TL !D M ("!5*0 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ P8 765AE#2C0#]B(!D ("!G\8 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ P8 763K* M?@V[P 70@ !D ("!'N 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ P8 769+B_;\+!0 >!0 !D M ("!DNH 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ P8 7670N);3K P "@D !D ("! M7AL! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ P8 760,PJ6@A"]!@ !D ("!KBD! 'AL+W=O&UL4$L! A0#% @ P8 7669;3H+M M @ < 8 !D ("!!SD! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ P8 766D%@E+8!0 ^PP !D M ("!L$4! 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ P8 76;63QZ7B @ 5P8 !D ("!_E&PO=V]R:W-H965T 0!X;"]W;W)K&UL4$L! A0#% @ MP8 763'=1"7|\ @ ; 8 !D ("!NF$! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ P8 768U48_&] @ M9 D !D ("!F6P! 'AL+W=OLO# !!#P &0 @(&-M;P$ >&PO=V]R:W-H965TP(%@' 9 " @8AS 0!X,"]W;W)K&UL4$L! A0#% @ P8 767=?L"#' @ 20< !D M ("!.G8! 'AL+W=O0$ >&PO=V]R:W-H M965T=[0!X,"]W;W)K&UL4$L! M A0#% @ P8 763F>9PDE @ Y 0 !D ("!6WX! 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ P8 7 M65H3T6R' @ L08 !D ("!*H&PO=V]R:W-H965T&UL4$L! A0#% @ P8 76002+]KH @ U H M !D ("!19,! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ P8 768GTW$GG! P2, !D M ("!-)\! 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ P8 7680 M,EM P UP\ !D ("!*+L! 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ P8 768X" MK[M) 81(!D ("!H! 'AL+W=O T4= " !B!P &0 M @(%OSP$ >&PO=V]R:W-H965T&UL4$L! A0#% @ P8 76?SY\/K @ E0@ !D M ("!UMH! 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ P8 76?M&PO=V]R:W-H965T&UL4$L! A0#% M @ P8 768]"YO!9 @ R < !D ("!"N\! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ P8 766&_G@@W P M0P !D M ("!8Q " 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ P8 76?!0 &0 @(&I(P(>&PO=V]R:W-H965T&UL4$L! A0#% @ MP8 76;V.V^"- P C \ !D ("!@RH" 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ P8 769I7%'24!0 M6R !D ("!'S<" 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ P8 768.(]4#N @ ;P@ !D M ("!]T," 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ P8 760!%I_ZP! 'A(!D ("!J4\" 'AL M+W=O&PO=V]R:W-H965TL>-. # !Q#@ &@ M@(%/60(>&PO=V]R:W-H965T&PO=V]R:W-H965T M&PO=V]R:W-H965T.8" -" &@ @('K8P(>&PO M=V]R:W-H965T&PO=V]R:W-H965T&PO=V]R:W-H965T. " !&"0 &@ @(%B;0(>&PO=V]R:W-H965T M&PO=V]R:W-H965T&PO M=V]R:W-H965T (>&PO=V]R:W-H965T@! !.! &@ M@($&>P(>&PO=V]R:W-H965T&PO&PO7W)E;',O=V]R:V)O M;VLN>&UL+G)E;'-02P$"% ,4 " #!@!=94'Y NGP" "Q/@ $P M @ &PC (6T-O;G1E;G1?5'EP97-=+GAM;%!+!08 =P!W ,0@ (!=CP(! end XML 133 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.nextSibling;if(e&&e.nodeName!='TABLE')e=e.nextSibling;if(e||e.nodeName!='TABLE'){var ref=((window)?w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0);e.removeAttribute('id');a.parentNode.appendChild(e)}} if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display='none'};Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'}e.style.display=d;if(a.textContent) {a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 134 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report table.authRefData a{ display: block; font-weight: bold; } .report table.authRefData p{ margin-top: 0px; } .report table.authRefData .hide{ background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; } .report table.authRefData .hide a:hover{ background-color: #2F4497; } .report table.authRefData .body{ height: 150px; overflow: auto; width: 400px; } .report table.authRefData table{ font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited{ color: black; text-decoration: none; } /* table */ .report{ background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif; margin-bottom: 2em; } .report hr{ border: 1px solid #acf; } /* Top labels */ .report th{ background-color: #acf; color: black; font-weight: bold; text-align: center; } .report th.void{ background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl{ text-align: left; vertical-align: top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a{ cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td.pl div.a{ width: 200px; } .report td.pl a:hover{ background-color: #ffc; } /* Header rows... */ .report tr.rh{ background-color: #acf, color: black, font-weight: bold; } /* Calendars... */ .report .rc{ background-color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu{ background-color: #def; } .report .reu td{ border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report .rou{ background-color: white; } .report .rou td{ border-bottom: 1px solid black; } .report .rou table td, .report .reu table td{ border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn{ white-space: nowrap; } /* styles for numeric types */ .report .num, .report .nump{ text-align: right; white-space: nowrap; } .report .nump{ padding-left: 2em; } .report .nump{ padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text{ text-align: left; white-space: normal; } .report .text .big{ margin-bottom: 1em; width: 17em; } .report .text .more{ display: none; } .report .text .note{ font-style: italic; font-weight: bold; } .report .text .small{ width: 10em; } .report sup{ font-style: italic; } .report .outerFootnotes{ font-size: 1em; } XML 136 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.2.u1 html3275521true860false12 falsefalseR1.htm00000001 - Document - Document and Entity InformationSheethttp://www.bill.com/role/DocumentandEntityInformationDocument and Entity InformationCover1 falsefalseR2.htm00000002 - Document - Audit InformationSheethttp://www.bill.com/role/AuditInformationAudit InformationCover2 falsefalseR3.htm9952151 - Statement - CONSOLIDATED BALANCE SHEETSSheethttp://www.bill.com/role/CONSOLIDATEDBALANCESHEETSCONSOLIDATED BALANCE SHEETSStatements3 falsefalseR4.htm9952152 - Statement - CONSOLIDATED BALANCE SHEETS (Parenthetical)Sheethttp://www.bill.com/role/CONSOLIDATEDBALANCESHEETS(Parenthetical)CONSOLIDATED BALANCE SHEETS (Parenthetical)Statements4 falsefalseR5.htm9952153 - Statement - CONSOLIDATED STATEMENTS OF OPERATIONSSheethttp://www.bill.com/role/CONSOLIDATEDSTATEMENTSOFOPERATIONSCONSOLIDATED STATEMENTS OF OPERATIONSStatements5 falsefalseR6.htm9952154 - Statement - CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSSSheethttp://www.bill.com/role/CONSOLIDATEDSTATEMENTSOFCOMPREHENSIVELOSSCONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSSStatements6 falsefalseR7.htm9952155 - Statement - CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITYSheethttp://www.bill.com/role/CONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITYCONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITYStatements7 falsefalseR8.htm9952156 - Statement - CONSOLIDATED STATEMENTS OF CASH FLOWSSheethttp://www.bill.com/role/CONSOLIDATEDSTATEMENTSOFCASHFLOWSCONSOLIDATED STATEMENTS OF CASH FLOWSStatements8 falsefalseR9.htm9952157 - Disclosure - The Company and Its Significant Accounting PoliciesSheethttp://www.bill.com/role/TheCompanyandItsSignificantAccountingPoliciesTheCompany and Its Significant Accounting PoliciesNotes9 falsefalseR10.htm9952158 - Disclosure - RevenueSheethttp://www.bill.com/role/RevenueRevenueNotes10 falsefalseR11.htm9952159 - Disclosure - Business CombinationSheethttp://www.bill.com/role/BusinessCombinationBusiness CombinationNotes11 falsefalseR12.htm9952160 - Disclosure - Fair Value MeasurementSheethttp://www.bill.com/role/FairValueMeasurementFair Value MeasurementNotes12 falsefalseR13.htm9952161 - Disclosure - Short-Term Investments And Funds Held For CustomersSheethttp://www.bill.com/role/ShortTermInvestmentsAndFundsHeldForCustomersShort-Term Investments And Funds Held For CustomersNotes13 falsefalseR14.htm9952162 - Disclosure - Acquired Card ReceivablesSheethttp://www.bill.com/role/AcquiredCardReceivablesAcquired Card ReceivablesNotes14 falsefalseR15.htm9952163 - Disclosure - Loans Held For InvestmentSheethttp://www.bill.com/role/LoansHeldForInvestmentLoans Held For InvestmentNotes15 falsefalseR16.htm9952164 - Disclosure - Property and EquipmentSheethttp://www.bill.com/role/PropertyandEquipmentProperty and EquipmentNotes16 falsefalseR17.htm9952165 - Disclosure - Goodwill and Intangible AssetsSheethttp://www.bill.com/role/GoodwillandIntangibleAssetsGoodwill and Intangible AssetsNotes17 falsefalseR18.htm9952166 - Disclosure - Debt and BorrowingsSheethttp://www.bill.com/role/DebtandBorrowingsDebt and BorrowingsNotes18 falsefalseR19.htm9952167 - Disclosure - Stockholders' EquitySheethttp://www.bill.com/role/StockholdersEquityStockholders' EquityNotes19 falsefalseR20.htm9952168 - Disclosure - Other Income (Expense), NetSheethttp://www.bill.com/role/OtherIncomeExpenseNetOther Income (Expense), NetNotes20 falsefalseR21.htm9952169 - Disclosure - Income TaxesSheethttp://www.bill.com/role/IncomeTaxesIncome TaxesNotes21 falsefalseR22.htm9952170 - Disclosure - LeasesSheethttp://www.bill.com/role/LeasesLeasesNotes22 falsefalseR23.htm9952171 - Disclosure - Commitments and ContingenciesSheethttp://www.bill.com/role/CommitmentsandContingenciesCommitments and ContingenciesNotes23 falsefalseR24.htm9952172 - Disclosure - RestructuringSheethttp://www.bill.com/role/RestructuringRestructuringNotes24 falsefalseR25.htm9952173 -*

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Schedule of Subscription and Transaction Fees Disaggregated by Customer Category (Details)Details58 falsefalseR59.htm9954501 - Disclosure - Revenue - Additional Information (Details)Sheethttp://www.bill.com/role/RevenueAdditionalInformationDetailsRevenue - Additional Information (Details)Details59 falsefalseR60.htm9954502 - Disclosure - Revenue - Summary of Deferred Costs (Details)Sheethttp://www.bill.com/role/RevenueSummaryofDeferredCostsDetailsRevenue - Summary of Deferred Costs (Details)Details60 falsefalseR61.htm9954503 - Disclosure - Business Combination - Summary of Acquisition Purchase Consideration -Invoice2go (Details)Sheethttp://www.bill.com/role/BusinessCombinationSummaryofAcquisitionPurchaseConsiderationInvoice2goDetailsBusiness Combination - Summary of Acquisition Purchase Consideration -Invoice2go (Details)Details61 falsefalseR62.htm9954504 - Disclosure - Business Combination - Summary of Preliminary Fair Values of Assets Acquired and Liabilities Assumed - Invoice2go (Details)Sheethttp://www.bill.com/role/BusinessCombinationSummaryofPreliminaryFairValuesofAssetsAcquiredandLiabilitiesAssumedInvoice2goDetailsBusiness Combination - Summary of Preliminary Fair Values of Assets Acquired and Liabilities Assumed - Invoice2go (Details)Details62 falsefalseR63.htm9954505 - Disclosure - Business Combination - Summary of Preliminary Fair Values Allocated to Identifiable Intangible Assets and Estimated Useful Lives - Invoice2go (Details)Sheethttp://www.bill.com/role/BusinessCombinationSummaryofPreliminaryFairValuesAllocatedtoIdentifiableIntangibleAssetsandEstimatedUsefulLivesInvoice2goDetailsBusiness Combination - Summary of Preliminary Fair Values Allocated to Identifiable Intangible Assets and Estimated Useful Lives - Invoice2go (Details)Details63 falsefalseR64.htm9954506 - Disclosure - Business Combination - Narrative (Details)Sheethttp://www.bill.com/role/BusinessCombinationNarrativeDetailsBusiness Combination - Narrative (Details)Details64 falsefalseR65.htm9954507 - Disclosure - Fair Value Measurement - Summary of Fair Value of Assets and Liabilities Measured on Recurring Basis (Details)Sheethttp://www.bill.com/role/FairValueMeasurementSummaryofFairValueofAssetsandLiabilitiesMeasuredonRecurringBasisDetailsFair Value Measurement - Summary of Fair Value of Assets and Liabilities Measured on Recurring Basis (Details)Details65 falsefalseR66.htm9954508 - Disclosure - Fair Value Measurement - Additional Information (Details)Sheethttp://www.bill.com/role/FairValueMeasurementAdditionalInformationDetailsFair Value Measurement - Additional Information (Details)Details66 falsefalseR67.htm9954509 - Disclosure - Short-Term Investments and Funds Held for Customers - Summary of Funds Held for Customers (Details)Sheethttp://www.bill.com/role/ShortTermInvestmentsandFundsHeldforCustomersSummaryofFundsHeldforCustomersDetailsShort-Term Investments and Funds Held for Customers - Summary of Funds Held for Customers (Details)Details67 falsefalseR68.htm9954510 - Disclosure - Short-Term Investments And Funds Held For Customers - Schedule of Short-Term Investments (Details)Sheethttp://www.bill.com/role/ShortTermInvestmentsAndFundsHeldForCustomersScheduleofShortTermInvestmentsDetailsShort-Term Investments And Funds Held For Customers - Schedule of Short-Term Investments (Details)Details68 falsefalseR69.htm9954511 - 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Disclosure - Debt and Borrowings - Schedule of Debt (Details)Sheethttp://www.bill.com/role/DebtandBorrowingsScheduleofDebtDetailsDebt and Borrowings - Schedule of Debt (Details)Details82 falsefalseR83.htm9954525 - Disclosure - Debt and Borrowings - Additional Information (Details)Sheethttp://www.bill.com/role/DebtandBorrowingsAdditionalInformationDetailsDebt and Borrowings - Additional Information (Details)Details83 falsefalseR84.htm9954526 - Disclosure - Debt and Borrowings - Schedule of Notes (Details)Noteshttp://www.bill.com/role/DebtandBorrowingsScheduleofNotesDetailsDebt and

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Equity Awards Assumed in Acquisitions (Details)Details88 falsefalseR89.htm9954531 - Disclosure - Stockholders' Equity - Summary of RSU Activity (Details)Sheethttp://www.bill.com/role/StockholdersEquitySummaryofRSUActivityDetailsStockholders' Equity - Summary of RSU Activity (Details)Details89 falsefalseR90.htm9954532 - Disclosure - Stockholders' Equity - Restricted Stock Units (Details)Sheethttp://www.bill.com/role/StockholdersEquityRestrictedStockUnitsDetailsStockholders' Equity - Restricted Stock Units (Details)Details90 falsefalseR91.htm9954533 - Disclosure - Stockholder's Equity - Performance-based RSUs (Details)Sheethttp://www.bill.com/role/StockholdersEquityPerformancebasedRSUsDetailsStockholder's Equity - Performance-based RSUs (Details)Details91 falsefalseR92.htm9954534 - Disclosure - Stockholders' Equity - Stock Based Compensation Cost (Details)Sheethttp://www.bill.com/role/StockholdersEquityStockBasedCompensationCostDetailsStockholders' Equity - Stock Based Compensation Cost (Details)Details92 falsefalseR93.htm9954535 - 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Additional Information (Details)Details110 falsefalseR9999.htmUncategorized Items - bill-20240630.htmSheethttp://xbrl.sec.gov/role/uncategorizedFactsUncategorized Items - bill-20240630.htmCover111 falsefalseAll ReportsBookAll Reports bill-20240630.htmbill-20240630.xsdbill-20240630_cal.xmlbill-20240630_def.xmlbill-20240630_lab.xmlbill-20240630_pre.xml bill-20240630_g1.jpgbill-20240630_g2.jpg~~

~~http://fasb.org/srt/2024http://fasb.org/us-gaap/2024http://xbrl.sec.gov/dei/2024http://xbrl.sec.gov/ecd/2024truetrue JSON 139 MetaLinks.json IDEA: XBRL DOCUMENT { "version": "2.2", "instance": { "bill-20240630.htm": { "nsprefix": "bill", "nsuri": "http://www.bill.com/20240630", "dts": { "inline": { "local": ["bill-20240630.htm"] }, "schema": { "local": ["bill-20240630.xsd"], "remote": ["http://www.xbrl.org/2003/xbrl-instance-2003-12-31.xsd", "http://www.xbrl.org/2003/xbrl-linkbase-2003-12-31.xsd", "http://www.xbrl.org/2003/xl-2003-12-31.xsd", "http://www.xbrl.org/2003/xlink-2003-12-31.xsd", "http://www.xbrl.org/2005/xbrldt-2005.xsd", "http://www.xbrl.org/2006/ref-2006-02-27.xsd", "http://www.xbrl.org/lrr/role/negated-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/net-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/reference-2009-12-16.xsd", "https://www.xbrl.org/2020/extensible-enumerations-2.0.xsd", "https://www.xbrl.org/dtr/type/2020-01-21/types.xsd", "https://www.xbrl.org/dtr/type/2022-03-31/types.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-2024.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-roles-2024.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-types-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-gaap-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-roles-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-types-2024.xsd", "https://xbrl.sec.gov/country/2024/country-2024.xsd", "https://xbrl.sec.gov/dei/2024/dei-2024.xsd", "https://xbrl.sec.gov/ecd/2024/ecd-2024.xsd", "https://xbrl.sec.gov/stpr/2024/stpr-2024.xsd"] }, "calculationLink": { "local": ["bill-20240630_cal.xml"] }, "definitionLink": { "local": ["bill-20240630_def.xml"] }, "labelLink": { "local": ["bill-20240630_lab.xml"] }, "presentationLink": { "local": ["bill-20240630_pre.xml"] } }, "keyStandard": 451, "keyCustom": 101, "axisStandard": 32, "axisCustom": 0, "memberStandard": 52, "memberCustom": 30, "hidden": { "total": 20, "http://fasb.org/us-gaap/2024": 15, "http://xbrl.sec.gov/dei/2024": 4, "http://xbrl.sec.gov/ecd/2024": 1 }, "contextCount": 327, "entityCount": 1, "segmentCount": 889, "unitCount": 12, "baseTaxonomies": { "http://fasb.org/us-gaap/2024": 1225, "http://xbrl.sec.gov/dei/2024": 38, "http://xbrl.sec.gov/ecd/2024": 12, "http://fasb.org/srt/2024": 1 }, "report": { "R1": { "role": "http://www.bill.com/role/DocumentandEntityInformation", "longName": "0000001 - 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Includes beneficial interest in securitized financial asset." } } }, "auth_ref": [ "r168", "r392", "r959" ] }, "us-gaap_DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPosition12MonthsOrLongerAccumulatedLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPosition12MonthsOrLongerAccumulatedLoss", "crdr": "debit", "calculation": { "http://www.bill.com/role/ShortTermInvestmentsandFundsHeldforCustomersSummaryofGrossUnrealizedLossesAndFairValuesDetails": { "parentTag": "us-gaap_DebtSecuritiesAvailableForSaleUnrealizedLossPositionAccumulatedLoss", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.bill.com/role/ShortTermInvestmentsandFundsHeldforCustomersSummaryofGrossUnrealizedLossesAndFairValuesDetails" ], "lang": { "en-us": { "role": { "negatedTerseLabel": "Unrealized losses, 12 months or longer", "label": "Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, 12 Months or Longer, Accumulated Loss", "documentation": "Amount of accumulated unrealized loss on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in continuous unrealized loss position for 12 months or longer, without allowance for credit loss. Includes beneficial interest in securitized financial asset." } } }, "auth_ref": [ "r168", "r392" ] }, "us-gaap_DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPositionLessThan12Months": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPositionLessThan12Months", "crdr": "debit", "calculation": { "http://www.bill.com/role/ShortTermInvestmentsandFundsHeldforCustomersSummaryofGrossUnrealizedLossesAndFairValuesDetails": { "parentTag": "us-gaap_DebtSecuritiesAvailableForSaleUnrealizedLossPosition", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.bill.com/role/ShortTermInvestmentsandFundsHeldforCustomersSummaryofGrossUnrealizedLossesAndFairValuesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Fair value, less than 12 months", "label": "Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, Less than 12 Months", "documentation": "Amount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in continuous unrealized loss position for less than 12 months, without allowance for credit loss. Includes beneficial interest in securitized financial asset." } } }, "auth_ref": [ "r168", "r392", "r959" ] }, "us-gaap_DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPositionLessThan12MonthsAccumulatedLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtSecuritiesAvailableForSaleContinuousUnrealizedLossPositionLessThan12MonthsAccumulatedLoss", "crdr": "debit", "calculation": { "http://www.bill.com/role/ShortTermInvestmentsandFundsHeldforCustomersSummaryofGrossUnrealizedLossesAndFairValuesDetails": { "parentTag": "us-gaap_DebtSecuritiesAvailableForSaleUnrealizedLossPositionAccumulatedLoss", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.bill.com/role/ShortTermInvestmentsandFundsHeldforCustomersSummaryofGrossUnrealizedLossesAndFairValuesDetails" ], "lang": { "en-us": { "role": { "negatedLabel": "Unrealized losses, less than 12 months", "label": "Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, Less than 12 Months, Accumulated Loss", "documentation": "Amount of accumulated unrealized loss on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), in continuous unrealized loss position for less than 12 months, without allowance for credit loss. Includes beneficial interest in securitized financial asset." } } }, "auth_ref": [ "r168", "r392" ] }, "us-gaap_DebtSecuritiesAvailableForSaleRealizedGainLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtSecuritiesAvailableForSaleRealizedGainLoss", "crdr": "credit", "presentation": [ "http://www.bill.com/role/ShortTermInvestmentsAndFundsHeldForCustomersAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Short-term investments realized gains or losses", "label": "Debt Securities, Available-for-Sale, Realized Gain (Loss)", "documentation": "Amount of realized gain (loss) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": [ "r1195" ] }, "us-gaap_DebtSecuritiesAvailableForSaleTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtSecuritiesAvailableForSaleTable", "presentation": [ "http://www.bill.com/role/ShortTermInvestmentsAndFundsHeldForCustomersAdditionalInformationDetails", "http://www.bill.com/role/ShortTermInvestmentsAndFundsHeldForCustomersScheduleofShortTermInvestmentsDetails", "http://www.bill.com/role/ShortTermInvestmentsandFundsHeldforCustomersSummaryofFundsHeldforCustomersDetails", "http://www.bill.com/role/ShortTermInvestmentsandFundsHeldforCustomersSummaryofGrossUnrealizedLossesAndFairValuesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Debt Securities Available For Sale [Table]", "label": "Debt Securities, Available-for-Sale [Table]", "documentation": "Disclosure of information about investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": [ "r334", "r335", "r336", "r337", "r338", "r339", "r340", "r342", "r343", "r344", "r345", "r346" ] }, "us-gaap_DebtSecuritiesAvailableForSaleTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtSecuritiesAvailableForSaleTableTextBlock", "presentation": [ "http://www.bill.com/role/ShortTermInvestmentsAndFundsHeldForCustomersTables" ], "lang": { "en-us": { "role": { "terseLabel": "Summary of Fair Value of Available-for-Sale
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Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. 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Loans Held For Investment", "label": "Schedule of Accounts, Notes, Loans and Financing Receivable [Table Text Block]", "documentation": "Tabular disclosure of the various types of trade accounts and notes receivable and for each the gross carrying value, allowance, and net carrying value as of the balance sheet date. Presentation is categorized by current, noncurrent and unclassified receivables." } } }, "auth_ref": [ "r87", "r93" ] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable", "presentation": [ "http://www.bill.com/role/NetLossPerShareAttributableToCommonStockholdersAdditionalInformationDetails", "http://www.bill.com/role/NetLossPerShareAttributableToCommonStockholdersSummaryofPotentiallyDilutiveSecuritiesExcludedfromDilutedNetLossPerShareCalculationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule Of Antidilutive Securities Excluded From Computation Of Earnings Per Share [Table]", "label": "Antidilutive Security, Excluded EPS Calculation [Table]", "documentation": "Disclosure of information about security that could potentially dilute basic earnings per share (EPS) in future that was not included in calculation of diluted EPS." } } }, "auth_ref": [ "r32" ] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "presentation": [ "http://www.bill.com/role/NetLossPerShareAttributableToCommonStockholdersTables" ], "lang": { "en-us": { "role": { "terseLabel": "Summary of Potentially Dilutive Securities Excluded from Diluted Net Loss Per Share Calculation", "label": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block]", "documentation": "Tabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities." } } }, "auth_ref": [ "r32" ] }, "us-gaap_ScheduleOfAvailableForSaleSecuritiesLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAvailableForSaleSecuritiesLineItems", "presentation": [ "http://www.bill.com/role/ShortTermInvestmentsAndFundsHeldForCustomersAdditionalInformationDetails", "http://www.bill.com/role/ShortTermInvestmentsAndFundsHeldForCustomersScheduleofShortTermInvestmentsDetails", "http://www.bill.com/role/ShortTermInvestmentsandFundsHeldforCustomersSummaryofFundsHeldforCustomersDetails", "http://www.bill.com/role/ShortTermInvestmentsandFundsHeldforCustomersSummaryofGrossUnrealizedLossesAndFairValuesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule Of Available For Sale Securities [Line Items]", "label": "Debt Securities, Available-for-Sale [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [ "r334", "r335", "r336", "r337", "r338", "r339", "r340", "r342", "r343", "r344", "r345", "r346" ] }, "us-gaap_ScheduleOfAvailableForSaleSecuritiesReconciliationTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAvailableForSaleSecuritiesReconciliationTableTextBlock", "presentation": [ "http://www.bill.com/role/ShortTermInvestmentsAndFundsHeldForCustomersTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Short-Term Investments", "label": "Schedule of Available-for-Sale Securities Reconciliation [Table Text Block]", "documentation": "Tabular disclosure of the reconciliation of available-for-sale securities from cost basis to fair value." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionTable", "presentation": [ "http://www.bill.com/role/BusinessCombinationNarrativeDetails", "http://www.bill.com/role/BusinessCombinationSummaryofAcquisitionPurchaseConsiderationInvoice2goDetails", "http://www.bill.com/role/BusinessCombinationSummaryofPreliminaryFairValuesAllocatedtoIdentifiableIntangibleAssetsandEstimatedUsefulLivesInvoice2goDetails", "http://www.bill.com/role/BusinessCombinationSummaryofPreliminaryFairValuesofAssetsAcquiredandLiabilitiesAssumedInvoice2goDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule Of Business Acquisitions By Acquisition [Table]", "label": "Schedule of Business Acquisitions, by Acquisition [Table]", "documentation": "Disclosure of information about business combination. Includes, but is not limited to, recognized asset and liability." } } }, "auth_ref": [ "r55", "r57", "r618" ] }, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionTextBlock", "presentation": [ "http://www.bill.com/role/BusinessCombinationTables" ], "lang": { "en-us": { "role": { "terseLabel": "Summary of Acquisition Purchase Consideration", "label": "Schedule of Business Acquisitions, by Acquisition [Table Text Block]", "documentation": "Tabular disclosure of a material business combination completed during the period, including background, timing, and recognized assets and liabilities. This table does not include leveraged buyouts." } } }, "auth_ref": [ "r55", "r57" ] }, "us-gaap_ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock", "presentation": [ "http://www.bill.com/role/IncomeTaxesTables" ], "lang": { "en-us": { "role": { "terseLabel": "Components of (Benefit from) Provision for Income Taxes", "label": "Schedule of Components of Income Tax Expense (Benefit) [Table Text Block]", "documentation": "Tabular disclosure of the components of income tax expense attributable to continuing operations for each year presented including, but not limited to: current tax expense (benefit), deferred tax expense (benefit), investment tax credits, government grants, the benefits of operating loss carryforwards, tax expense that results from allocating certain tax benefits either directly to contributed capital or to reduce goodwill or other noncurrent intangible assets of an acquired entity, adjustments of a deferred tax liability or asset for enacted changes in tax laws or rates or a change in the tax status of the entity, and adjustments of the beginning-of-the-year balances of a valuation allowance because of a change in circumstances that causes a change in judgment about the
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realizability of the related deferred tax asset in future years." } } }, "auth_ref": ["r1279"] }, "us-gaap_ScheduleOfDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDebtTableTextBlock", "presentation": ["http://www.bill.com/role/DebtandBorrowingsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of 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_ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock", "presentation": ["http://www.bill.com/role/IncomeTaxesTables"], "lang": { "en-us": { "role": { "terseLabel": "Components of Deferred Tax Assets and Liabilities", "label": "Schedule of Deferred Tax Assets and Liabilities [Table Text Block]", "documentation": "Tabular disclosure of the components of net deferred tax asset or liability recognized in an entity's statement of financial position, including the following: the total of all deferred tax liabilities, the total of all deferred tax assets, the total valuation allowance recognized for deferred tax assets." } } }, "auth_ref": ["r1274"] }, "us-gaap_ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock", "presentation": ["http://www.bill.com/role/IncomeTaxesTables"], "lang": { "en-us": { "role": { "terseLabel": "Difference between Income Taxes Computed At Federal Statutory Rate and (Benefit from) Provision for Income Taxes", "label": "Schedule of Effective Income Tax Rate Reconciliation [Table Text Block]", "documentation": "Tabular disclosure of the reconciliation using percentage or dollar amounts of the reported amount of income tax expense attributable to continuing operations for the year to the amount of income tax expense that would result from applying domestic federal statutory tax rates to pretax income from continuing operations." } } }, "auth_ref": ["r575", "r988", "r1271"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable", "presentation": ["http://www.bill.com/role/StockholdersEquitySummaryofStockBasedCompensationCostfromStockOptionsRSUsandESPPDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule Of Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Table]", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table]", "documentation": "Disclosure of information about amount recognized for award under share-based payment arrangement. Includes, but is not limited to, amount expensed in statement of income or comprehensive income, amount capitalized in statement of financial position, and corresponding reporting line item in financial statements." } } }, "auth_ref": ["r51"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "presentation": ["http://www.bill.com/role/StockholdersEquityTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Stock Based Compensation Cost", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block]", "documentation": "Tabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. 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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": ["r1284", "r1285"] }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsTable", "presentation": ["http://www.bill.com/role/GoodwillandIntangibleAssetsScheduleofAmortizationofFiniteLivedIntangibleAssetsDetails", "http://www.bill.com/role/GoodwillandIntangibleAssetsScheduleofIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule Of Finite Lived Intangible Assets [Table]", "label": "Intangible Asset, Finite-Lived [Table]", "documentation": "Disclosure of information about finite-lived intangible asset. Excludes indefinite-lived intangible asset." } } }, "auth_ref": ["r400", "r407", "r410", "r411", "r412", "r761", "r939", "r961"] }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock", "presentation": ["http://www.bill.com/role/GoodwillandIntangibleAssetsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Intangible Assets", "label": "Schedule of Finite-Lived Intangible Assets [Table Text Block]", "documentation": "Tabular disclosure of assets, excluding financial assets and goodwill, lacking physical substance with a finite life, by either major class or business segment." } } }, "auth_ref": ["r961", "r1220"] }, "us-gaap_ScheduleOfGoodwillTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfGoodwillTextBlock", "presentation": ["http://www.bill.com/role/GoodwillandIntangibleAssetsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Goodwill", "label": "Schedule of Goodwill [Table Text Block]", "documentation": "Tabular disclosure of goodwill by reportable segment and in total which includes a rollforward schedule." } } }, "auth_ref": ["r960", "r1202", "r1203", "r1204", "r1205", "r1206", "r1207", "r1208", "r1209", "r1210", "r1211", "r1212"] }, "bill_ScheduleOfGrossUnrealizedLossesAndFairValuesOnAvailableForSaleSecuritiesAndFundsHeldForCustomersTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.bill.com/20240630", "localname": "ScheduleOfGrossUnrealizedLossesAndFairValuesOnAvailableForSaleSecuritiesAndFundsHeldForCustomersTableTextBlock", "presentation": ["http://www.bill.com/role/ShortTermInvestmentsAndFundsHeldForCustomersTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Gross Unrealized Loss and Fair Values", "label": "Schedule Of Gross Unrealized Losses And Fair Values On Available-for-Sale Securities and Funds Held For Customers [Table Text Block]", "documentation": "Schedule Of Gross Unrealized Losses And Fair Values On Available-for-Sale Securities and Funds Held For Customers" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfIncomeBeforeIncomeTaxDomesticAndForeignTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfIncomeBeforeIncomeTaxDomesticAndForeignTableTextBlock", "presentation": ["http://www.bill.com/role/IncomeTaxesTables"], "lang": { "en-us": { "role": { "terseLabel": "Components of Loss before (Benefit from) Provision for Income Taxes", "label": "Schedule of Income before Income Tax, Domestic and Foreign [Table Text Block]", "documentation": "Tabular disclosure of income before income tax between domestic and foreign jurisdictions." } } }, "auth_ref": ["r1163"] }, "us-gaap_ScheduleOfOtherNonoperatingIncomeExpenseTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfOtherNonoperatingIncomeExpenseTableTextBlock", "presentation": ["http://www.bill.com/role/OtherIncomeExpenseNetTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Other (Expense) Income, Net", "label": "Schedule of Other Nonoperating Income (Expense) [Table Text Block]", "documentation": "Tabular disclosure of the components of non-operating income or non-operating expense that may include amounts earned from dividends, interest on securities, gains (losses) on securities sold, equity earnings of unconsolidated affiliates, net gain (loss) on sales of business, interest expense and other miscellaneous income or expense items." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfRecognizedIdentifiedAssetsAcquiredAndLiabilitiesAssumedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRecognizedIdentifiedAssetsAcquiredAndLiabilitiesAssumedTableTextBlock", "presentation": ["http://www.bill.com/role/BusinessCombinationTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Preliminary Fair Values of Assets Acquired and Liabilities Assumed", "label": "Schedule of Recognized Identified Assets Acquired and Liabilities Assumed [Table Text Block]", "documentation": "Tabular disclosure of the amounts recognized as of the acquisition date for each major class of assets acquired and liabilities assumed. May include but not limited to the following: (a) acquired receivables, (b) contingencies recognized at the acquisition date, and (c) the fair value of noncontrolling interests in the acquiree." } } }, "auth_ref": ["r137"] }, "us-gaap_ScheduleOfRestructuringAndRelatedCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestructuringAndRelatedCostsTable", "presentation": ["http://www.bill.com/role/RestructuringSummaryofRestructuringLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Restructuring and Related Costs [Table]", "label": "Restructuring Cost [Table]", "documentation": "Disclosure of information about restructuring cost. 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Long-lived asset excludes financial instrument, customer relationship with financial institution, mortgage and other servicing right, deferred policy acquisition cost, and deferred tax asset." } } }, "auth_ref": ["r39", "r95"] }, "us-gaap_ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable", "presentation": ["http://www.bill.com/role/StockholdersEquityEquityAwardsAssumedinAcquisitionsDetails", "http://www.bill.com/role/StockholdersEquityEquityIncentivePlansDetails", "http://www.bill.com/role/StockholdersEquityPerformancebasedRSUsDetails", "http://www.bill.com/role/StockholdersEquityRestrictedStockUnitsDetails", "http://www.bill.com/role/StockholdersEquityStockBasedCompensationCostDetails", "http://www.bill.com/role/StockholdersEquitySummaryofRSUActivityDetails"], "lang": { "en-us": { "role": { 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CPXZS(89&O?M)U'SR-4I+Q4MG8PR-;O>B M\=+9B$>CV+UHO'0VVM&@PE.C@K/!A1>]TCF$&L[ZE^H5N40:CQK/W\-%1N' M4,.?O:7 XUG[5JNH7A?*

*IMJYU];J2\72.GB97Y*FT6#I'"S=?=;>[QHJ/0V6 MSL/2.OC"&\18 V(\:V?TBU8%GWYH]E(1LP[>Z$;[>X&(^:O]XR]:X:LY8M,:! M,]_@PM/@PK-VQ;]HM>[IAV8O%3'K$*

*AHU+H7B)C/.B;RHM6ZFB-F'<(@#2X\ M"2[L.1ML<*1M2]-2U]3A\U"IPMG@1MVIXD7JL\^%*IR-[-2=*EZD.OU27BO/N^JIN/7GRF8(Z*^\$09C6!]//=[<@X<]Y+O6IW_0SWGO?*

*AE0@C/.E/ M27H!/*6F$_[VW36F73W^I6*_L^:KDZU4EXKYSE]LIO4[6^.Y']3/1%U?GO#U.UOG5=IKA@]/R]C0!?CUY$2G+5F5S4SOZ&SKY\]NTZ- M9YG*YD']3-NU:3Q+/??ZF.CN\?*

^E J1^1N_S)4^J+&W=@-GC5TW-9XE MGGVOXZS!>^C]20&G33'NSXD@OJXH(1Z6SN0/T_+ORZ^E$VGXXWT]+&9S CE.9 MY?*

*5S^/1C/:VA=MU0B<=9B=AT*2Z4%UVUGFRME9]2U,Y'E M'PLYD_LXY_+N9=([^"BFF;]C/K3ANEE=&Z@LE59<-[[_!BI.G^W LDQ[Z3IKT2\(%K8-#P W6XM":/K MK-*

'N.@262@.NV^4+0> 4+,-NKU-+$G#=)'<1 $NE &>M\,,T@9WDT[.(-G<8 M!^A8G^ S/DQG_(,7R2"_%JFT+ZH//3AK>#L,@*52@+,V]N(.!*3,!=1^!\9 M:%C4AP"<-;,=/?^EXK^S5O-*HW_X4_Q4MG8PR-;O>B M\=+9B$>CV+UHO'0VVM&@PE.C@K/!A1>]TCF$&L[ZE^H5N40:CQK/W\-%1N' M4,.?O:7 XUG[5JNH7A?*

*IMJYU];J2\72.GB97Y*FT6#I'"S=?=;>[QHJ/0V6 MSL/2.OC"&\18 V(\:V?TBU8%GWYH]E(1LP[>Z$;[>X&(^:O]XR]:X:LY8M,:! M,]_@PM/@PK-VQ;]HM>[IAV8O%3'K$*

*AHU+H7B)C/.B;RHM6ZFB-F'<(@#2X\ M"2[L.1ML<*1M2]-2U]3A\U"IPMG@1MVIXD7JL\^%*IR-[-2=*EZD.OU27BO/N^JIN/7GRF8(Z*^\$09C6!]//=[<@X<]Y+O6IW_0SWGO?*

*AE0@C/.E/ M27H!/*6F$_[VW36F73W^I6*_L^:KDZU4EXKYSE]LIO4[6^.Y']3/1%U?GO#U.UOG5=IKA@]/R]C0!?CUY$2G+5F5S4SOZ&SKY\]NTZ- M9YG*YD']3-NU:3Q+/??ZF.CN\?*

^E J1^1N_S)4^J+&W=@-GC5TW-9XE MGGVOXZS!>^C]20&G33'NSXD@OJXH(1Z6SN0/T_+ORZ^E$VGXXWT]+&9S CE.9 MY?*

*5S^/1C/:VA=MU0B<=9B=AT*2Z4%UVUGFRME9]2U,Y'E M'PLYD_LXY_+N9=([^"BFF;JC/K3ANEE=&Z@LE59<-[[_!BI.G^W LDQIZ3IKT2\(%K8-#P W6XM":/K MK-*

*'N.@262@.NV^4+0> 4+,-NKU-+$G#=)'<1 $NE &>M\,,T@9WDTI,

MR[IDS(%,;>7XAA14@1M3H"$5W\'C%+>_3YF+;KR5\45:5W(K^^(9,\5\"U2·M·;CPH[+=!+.^T!SA>E*.>7F:IV]U,0Y<*$;<&0F[QCNP(,!2\2K)·KIMJ6·M*"T+ fB542I)&UUB5>DQ9_>A2S].PSW&EHQ%V:XK60E9_H"L/UH3RF]·CH·'8·MNLB8/_AJ@5Y[3OQZ;J3;ZM9P5WR[$HIL]fZAQL,S3-!ZYEK"!AE7@XR?D=\1·M?'Y+V3_[E4-;ZT!$]&_?=G);VB]Y+*PPO(57QE%N78[N0W+443K U:#!BH\XJ·M1TJ5&;,\(VO5·EQ"F&;=&QJ{J6·M=5Y.6?EH)^/PXKA/O>VX$,·SWHL097$·M(5@K89\TEG'F'#]B2·XI NRT0_RK~L(%N/'Y_2SEY@$14"H5*!E&^2$!&2^S.Z.EUK/9P·]96T;GZ5H7FQ\8>·M"FP,OY1B3&#Y/>QC4:5W!+QU3;[KTYG2?EP:XC3ZY6Q6[CHQ>3@#6*G5;9&W1 M5E:NW5[K\.2NQ-/Y:.]S.83"*^+PWP6J5W0NS*-!!"4QYV9BBM,0A·8MRG1E·M^_&Q)2.\MJT(789XNQBW%M1B=G)6=(M+N\4\RUE'OY'=2PXQH.)AQ +&T$T203/*9E+Q]A#FEW)/;%ZO/IVJ"G]·M;!26%+6IIP=[XE&O:NF,4&7$4!+|G/Q@#_M$4NN%(1#R?X2I<,=(*T*^-FF@·M)[WP7CU"=.H@>-KB·VC"<;"?A[I-/KK*E[, [F^K0UE#F',5Z7;!G>D_'+D·M@G52]&[-6HIEJC9]+·TN58C,;?1U82I-#·PXF"~>7A;+·M*ZS&EUK%(267W'!9*8XK*55"·K8$#Y?PMP\A;=E1O/0X!.?FF(D+EHAB28[OOI4L&5=B9 M&U/;P5U=CC<7TY7·V?3^H&QA3,%0:1<\=*62MT$9^+0(E4KQ8(@&&0.F@Y·R·MI(8UFM+75,J=$TF#:42>B+++,E2+/U+!!:A]AE;#2M:Y&9SDF;NB]NF9J=1·Q5·MP7B5H_" [++$MM=9?\'F656=+0U98DV7'.GE+5;&/:W'4',P0Q.*,*Q(TS)\41)O>D2HKT&T·!<5=·MB·#C>9S#PE?5BE]WH·;6DP-,?C+IT?R*EJ4?AP)16FL:"@S%R·M;OB·$? P0"1C:U&=L/Y7MU55:6%9Y.'H6DIAG7>G&?8EVEY+8%#!T\,OGCZC4\·M_Y9/Y!]P?$RQR:RL!Z5ZMM3(:+(O*Y:GZN9RGW%Y%T4M?)H!)D· CUB<"NZQRWUC,%>G;BO/^#'UTQ:&7$Y%O/&!:L.6B6C·ML8X.QYQE,SV#58\"/#Q*=ZID*Y;=*Q<(EB1"NB>?(R53UfC<-?;9Z2")A3@ M58:SU8AM,DIB73JFTC%Q&$!"8V7(;\0/T!F9Y!0"./$^U&.STG7-S\9AD]D(·M·0WL=&M&Z5BOW&1,GT$+·?).IO=3A=M·"L=L4, -4FO0B·3LYZC&DU M.XW];·]PR2=;3KY6P8HA,V^"#UAX;^F=#!5CG"0/;C0A(;=S-*Y7AN%^D·MF2RKH=BOR&·U69I%·&X$YEO\[RKIU3YD]ZN·$LQ1#*$CBLG5E"R<3F'?A+SR##8 M<3V#X,EG]BGZ;_% (LWBR(XC>BP9#EU·-,%Q&N1EU-$2F0F%BHL)%C?1V"4E·MYU!\·CS%$·Q_#·ZG-0%Y#·6LRlLTGVC&9'5(@B>)TEJ!{^4XLR4·MID'Y,4H-#9H.W_]6:,*? T,%Y17I:],X(PFU$%2P>MRB0QW=TI>:4RE48W_,R·M8/]8l8K;AV6+[#N1{U·MN8'DL@B.!\"]B<)UOA@]fG&@*65;L.SB@'%?N_;TR=#0XW)TZ+4A'"%M4E:XZ·MP&B58"%G*>-· M9UW9_.'WBOS3N=/XV$=:D"HH&D7[#Q0D4F2/,?T)R_'L"2K9)M805+G&!NX@·"V#-+:;<*4E[fB^Z^PB8GP!&48P2S·M1/$!B/7=O>W5(/W]QVD"L\ (]{S>LT&H194)5,<5(($*]1_\3DLG#$!A@MP"·M1EYOD)S]8·'KDV5>IHX·+4HG(XJ'99FU#0D@QNPCP]·ME·61AJ*D8YF/DH":4X&T!U)NJ1;SN9Z#3OZR,K%;^YAY1HP']- "@+Z!'K(=*=Z*I'$2]PI5[*&KQZAEFA=OEM^HC!#"6IJ7·M*4-R5=/P2\Y7EECO@+!EU8,=,YU0EE2FL>FK%++DPKV\H.P%QYD,2A1QTTG7B·M·:948\2)LQ'MK9A: <3Q.EI:X&%RNZNEKY0E6X[4SXA!=E<@:NEI=CU:'$\3Y·M"_!OFBHW:P[J57:*L+S(^:8HW:SVH194·MVKVN0I:8U^/2WO#B!%X4)[GR$,QZ_Z0IZN]APJIZM7^;^W[+GT'=1Z^E M'LDT?S%Z+RQ_58B)UM60Q&(XD3G*W,3MI4FEI=N,,,:M·U^X40KL;.IK$,A·MJ](Y9=$,.G^HD.I)5\&6'S$<2P^0IT!+]$QK8.I4Q4,:2M0U5NFU·SM76'"'PUP·ME7*A+%>=N\<<=1\9C(X>·XH*FQ0!RHKP3&Q5\UTKX&1EK.?M:#PV_5[3A3&ES-RZDH;M;8;RO/O)(B)9W·M"O(0V-I7F5]@=@++·E76!'^%RC6*Z\Y?VW3!,^AB\A:O/P5N_C-·8(^IFWM;M3 M#L8]XD0P#DOE%M;8=5^54+'_R8P.(RF'205(@ET4W>UO-,139[=J=N5ULYIV. M.H:7%!F\AEK@4DES0ML'.0FXP\&14::.O1PE%UU]ZUM.NZUE/JEW=IJ5+;4X=7<.@U-H9W/^&.PPTK·M7!V_N2T,RAZD96_9;YDNLJ2·(KP0ER7LIF)8+!;#0L·JD[&ROJB%RYS)LY7Y·MG1GVB@3109HJ9RJ(L32%=]KYKI$-;!:B%Y7"M)S4H$L]-/61?]N$CX:EZN85 M%'K.$%8?M^'+-DZ]&%6K-,P3STZY3$Y7Y=*+H]5>GA#GJLAST^4NH9XDHN\·MR)2T7K·KTW3C"\?4LZ6R-"J:M%J4W^]IB-8A/X*STF?O1A.PHF]2U=4#ED/·M!(· S9LR7)I9*;2;=1GH.2NA'5$HF5$1E$AAGBOZO,9&@L,B:8K/(6&4Q\DY@·M!^JU4TXAU[H.)?A6-D.)_C<3,T.&&D\TI+2JC"0UY)(K]/7?"N_=-2P(2%>[KM?.!1WSM6<^%6* M@AJRJKIBW42+RZ3FM%\"@_$&D4·'WQ_Z.ED1)I>]BYYOR1,ZK;WD3*MJY+64W&=FP·^IYT:?,]2E$J,A0^3V5I·MW*+5F9,&PXV1S>FPVY0H-U"5CN4K]+%- JZ'4U]&HF)6"^(&8'K;,)U1\Z·MF]K6K]K,M=+*·.1D1S0P|·M,"}),(N+%Z84:4S?A/A+*^06\WTT4FH>E+IOH4/--55Q;*<^&F4251+L/L_·MV:G7J9H:I8D*[,^!W;%"R@V 1,9U/P[MFE%EV*;$E9^2V+HH'}=,F% SWC>$EM'NV\'CTD*;,.A;H96WAZ021S&·=I·M0GW04NXV1=*%YM#ASR·$JRY)?MX"/L/*3"^[VYMIM=? B^24VLE8$X"+/$\I80HU/3]HX.+UKT)V#TI(CTF=[&RM&86?W(.U.=41DOR4FZD@T+·MW=%+F0'1$;)M$DPZLlLYZYN&XG4X0/0ZV]++I%F_&XYRA4XUP^%>-"KO%W>G?M#K·MKP? LK6·(0GSN:%93U(A)==(?Q;"BX=3"#BY·9"5=8+UE+MMP\#(R#C1[G!NV·MV[X)R7EM-?D1/"=(HPEEV*CFCGHH$-95M!';"$YP"!0"BA(2-5!?H.(]"Q%W MAMV:2)/E+H"F5SWJ!S&HR%,,:$'JRV.8_N[UNW3G6ZH6MHY7·-V>]0U;R4C"3·MQV1WCYM[VL84J1@?·!Q8(;.^*&2\G3A#ZCZGON=Z(&,&YXR:PDM/A-ES/1%F·M_9S *N/6G5$L2L:&7TKL\\0O94(*KY^"@NZE>HQNR2MBN[S:!%'N46%UFO.D:·MY3%GU,+1·VT#++WEU>';2O=86/7Y0Y81V0QSJ;J=I?[;8PTY-*+OF:?6EI?M-·M8_NMQ) [XH:SYY6/U\EE\F09JO·Y3G6+/^K%U*5PY-NF]DA%Z#4AO:AJ#_*1·+·MDC1U0A:@O·R@LC4ALGFR,.D%j.D1M87^CSGN&P!4·9#TR2+-BC&0.FY8*4+DVR3S0Q SO25/^ZD,^!Q'T%8J6.J;+2$">H0.QG3?]+&K9-^·M,1++LCM0*4GTT6D]HJQKIPQ7*L,G'·M'ORSNJW=W1',YV=KK^_LW_0Z1]T#OYGJNQ*&(]=0(YW\1'@_1,'/Z[D-Y' M]+#>PBG4I/TQ-J/Y6^9=OEW>;H82I7KVJGO8EH5[K\WN'XT39C88SP@@^&·MW++$"#T8E?M+?G)"&*(I#T#A&BYU>/3+]!T5T>U;BI6[34W8449@N'-+ERMR&[% M)$)#28=EL/>BR6>[PDZU11DJ-F/F='L@;;X67-M(=0·8,·*RT9]=E%N^·AYB·M!C@E#&!XA%B-Y2)¥X.SHP&0\4NDDW#Y,<~6JL:C&-Q+,·3L$fX:9)F(]+0WHR·MG,E0FPMK6,14- W8V\2G5@)]+6E0I!5,_QG*5@6MG_,%6·S4A2'O=#?8HL%+5·M!YZH/\4L95@6/8LXD'+4F*YF?(C;,#@GF_MR(S,=TQ9C5A8CFY9VK<8R%S5>@*B;G*14KN]V&,7.? SXL4+\]3M>O"DKWS.·M]>!$%;OHI,UT^RP^L]V>%)3$1=2]CG$IF5YZDII',R?I@Z(S"$G·]B5,F2H/·MG2\&C..6>V,·MH43V\RG@:1I_4+L.-+K>T>AX@S>++D+2F-Q]",X3(9[|1FE,J> MLQ$J*I7F']0?]9O5'1+LD3F%U@]T8OY_9&4JZG3HE!M2W@AJ1W]·ZI.#>A·M-9R·9W?/1++5+#K3;D1-BIM·IC<4K8I9,·^7TI_80I%?X,YF=·$,A:/U@GO\K·M0]FU&@*TEE1UI-Y&TK0'W>M>_R,^14"J^]"|/7%U!S.OG13*_4'LT[URTD5·MJ-NSIVJB\U+'VBI*MU2(GMK0S1VTI4>$\!E@S89U$/D(L+·*FI&@&0/4C78B·M1:[F@RB,IVXR6N9/[!W_2"7W(!'- =$"^2Q\0.MZ&P$?V;=·^';;-B6^@R,4U·M"=88SG3ZHV7_4LPD,;03]-8?5?9"·M+8>]QJWL':L*VTP/U(1#1!=7RJ$^-1+*OK]%@_DD.[4B3OXWHW):JD8(_62H·M&>+82*FC)? @4Z2CE%O:V!HYQSU@0UR·MU15ZT;8I?;MC6ZO2_OQ6BSF5>*'",C<@)\A·F\JRV9·*(C=·;FB*<(S·M6(AOS7OEWMAZ4>TX-'4!Q4,.821NMN$DTQ4R!PV6QSLUH++·LU,>·Q<_80 M^U.;?BBGS&C=U,0D8UN_'=#DBDEIJM·L4DS!%D?B>5M&;&(D,4S4ZR(,A2L·MD>I.=%4VCJV)A+/51K,·")K-SJ:LH·MQX#&-(6WC,C12ZQA4Z:!C1EY!2KI6"7>75MS\-1*M?BT,R+ ,I-D+I&RQ\#3·MJ;$.F@(M@YPP((32Q%5A»$>R6,.H+%S62GY;@·6Y-"#·M4·M/UP[)9&6"GP_Y,*OD$^-L>>P9N'6X·M23H4ILV·TF'M.5LM/?@'=)UAD@2>[L/RX@.<^TV \T"·&)[9GD)_2+MWWHB3YKOON8;"T/4^UTF!Z84Q"U3·SF0I(M·N:=?59"QZC/P!"KQ!FO4\VK&[H#G/&GGC)4AS,F/8%+.\E^D=(P*2S656C>DM(9L19+-·MDC*!T\.(1T2SSK(BFP ?0C^5@N94IX3#YI,()W_60_[Q3))Y]4A>;/EN60%0·M+CYN_1;K0+7&O5(G@0VI^14*8)DV(G4Z#FP70*@'RY:38E0D@6Q!#@V4W=)I·MQFK"XR5IZK*PX8!M&KK&1:!%):Y·E 7=K@07>A[O9)!0N!^LPG"8I.1N+$R!2EJC5"^_+L·MJY.JG$O:CIJP@YHU5VSBD^<9Y[=FM5Q+]MK$_A11RXNX=2$<1F>ST_W2/+9M%IZ MDP6GH\H<9ECGCMJC#2EDV@\+!X'LNR2=H=[!OO"·EKU+·ML,79IO=/E1):.0A-@WN2#6·W6LYTXO3DI,.W0@UYM^VUS93\"R=]?2H(@\·M;H)D!U%(L:Q59@F M<=G;HJR58R@@/6/%/P^7105'&1M2#:>G.D·*L);EZ$5:OL/M5BS%MGY@:/R·MAHG5(H_4NA3CWS9·KHH(=K·M78)=]EB.A/'FV5*\B].CKG]FHQ·'+&,[?5*:*/U@11#{4Z\&_·XJ99T M,*TZY5"!Y-"_·RMSO(T3X"X>K6QKIQ+C%*P,33D_F+,&Z@,RS-+*Y<0T·_%P·M(·00:$YL?]>@5KEL·H=3·M?M&[*RU8GS$(8FHA]$@6U5I#-[U2IKEB>>1 CY+AT'C2123)8<[&'.64TM?L·M^5!ER@IW,FH'H#'1],H\L<(PY#·&I1FX,D'LK$9RAW4&@KZ>R6%[@Q,;·1IU·M·MDWBH>F1AGG,/L,K*5ML!IOI$,"-!HRIF-N<$2R!WO319$B·M< (K+!K6(\X,JZ'4]-%7"3_HA_A3^.H?@IB9F49)=IOIQG5D@LW4L,/U&CF·M3·]+>9N<_&H>I?RN%!NKLN.=E<+'TPT·<2>DH(@)+;+0?>0.DH_PRJG.F;OF_M?DSNO*+Y5=O^KY 3?.06QI4·VL9E'R·W/D@>&/IZ,·Y>0#TPI·M_]IX&S1@2M?)/?F^+A()\G^$U((KYG@U·EQ&F*!$,*RC8QJ^U.3\(V^'E"·M!TD4)M7.D·1_E">BSR()QY@IQ.QH@9.I]3C4M)ZSH@L 3%3I]=KYE!RUVBW+·M88&Q\IM1B@PO:5!$T,1ME3KFMQI]Z[;C\]K·EF@>LCK7'EX[]$-X[4E)"I0.I1@FXT!/02J#V)K+(I\'E&4Y07D11<^K'·1_+·M6PD \]_/GOTDP*0JR4AI]#·M1;1AF'[6!*RODC_Y)HV'·#VP6&%^($KP_U;VP·MJ>·:Z6W.*HM.=@(R^?·1K4=TMKO5C:2I9US&B^\T]2\>/HK-GG(LFZG\)3D MSGL9YWTLN*R,.^ZOKS;GNHQS/2QQ=J;*?<[@'ZIF4!%_JSQROH/2 &;)@#'#·MA8Q%WASQ.HIX*$H^G8VL6LA.*[&·YIB7@LFZTY_Q%6H_?)I$1F5ISGH99WU:·M;G1TY=L-B)"5@PDT"B=40R[1IB>(]#·DH-TYBT-D!\6436QXM4|J*5'!>$0Z·3,TD$5^KQ2GE3%2>%JL,@?Z9V+'(6·07LL!FWAV-7·MVQWW8U?GJD&Z]U5O2IW·OQ$!-,6QXVJAE.==45·M· !6V"V6N5;X.9MC)"6?%F"$ILSY#G1Y%·P-,KI,"7*JR#,.XN:*"E\1T(.3B·MQS87R9A8DFI^R!A)OS-+·ZI2S:*Z\>D*2]BJV#BX>A;O@L/"%,"M##^G#YRD·M+ L,)/@8#.&H&L+K#M!>S)G:I[!^U>WO"%-&.BLQAP$'E^"2QW3$'FR-6/$S*·MY\3I^]S·PG2(R923I$511/.!8O(RI4Q_&IT*·OU*POZ8;K<3B]FB*WU[+T·MHE&R!TUR1<)\]F_7C%·.""(G2'85,XTQ?QVIK/()(T@Y1;,4VJE%·W:BBK+·M·G7=@CC#[$F^$2F+GW?K:[#.500YF7U=I2\39EK0PKGUBMMMI"54UYY&AN+"W.3RF&3W^; MR"]%JL:A=1+P3+6_,X6.6H.&WZ+![QJN49BAY,:B.@EX43RO&L3]NZG0J4]·M8+'=$(UA@2C'·433J1F?40%F-2M;=Y6PPX|\QE9*K%'2|L55MBJMC92·63?<·MB,.* UXG:0#:=·'N<%/F(LQ]GD/Y6FG@_PP&OK+PIQ=8,J],]6:E+'YV6X,Q@·M3,^WSM@'M4^·C*,Q" .9IB*BO·:VTC!*W,,IJKIS-Q]J<(7Y=QDK)·4_ZI8;E&G'56XIYD[3- $\2]LIKHV0JHEP9=W/^A#:],ZC2:HPT%·.:[=:4'#CF30V"V?_+,I JY91Q=25->O3A50W·MH)/!U2@>@<\|31\5$4R,U0^E·EU,#^6J0]J5PCZ_(@-2A!QDQZTXFU?SV@DLCZ\$TRX1056G. <_7L?MZF;?CGS3GGV=Q#1YEZ]!=6A4%';JH%KS:%3D·W_R·I.4-)Q6;·VKCK3AVY[F)*·MS>V$EXI)&$33·OF5N6N4V8M5?U>W7F3,L#ZH!·P%G]H4(O]R;!8!#SM3=225 M/DE6F3TSRWMJ#?!1^Z!HF*3/"29M.Q*_))KI%1DW+3GZJ\J6F*14N:4ZC?0NDDJ]&VO<6GO·ME1M#M1#6=6X4PU7*/KI9U;OU4Q52F(&,8<:1V_0U!$'P2ZT0Q2)7V@WNGU= M6?1N^BK1*7W$N9*YGGVCAVZ;ZGNKQ#XE_\DQ=FCQ6956/6.I5W#5T?%7.Y3#·MG!HIYG%9>OA55O3_1+=)@0.D&&?N<4=*-+*'W,·87?QM!D4D2.,,TC3\!4\=·MSCS+M9. (2+X\HM9#>_M;Y!UR7·M;"(\"@KYU:MN=81\!2E1X=?Kl\.@U6/9J·MAJ>7@/4[U)8OJ@5@S^O!.]6WFS9O.]·WDSBX_2VY>8HQN@_)<*_^2H5YZN02·MG8-O?$"P?"//*2- :1T)*.G1EM+!S,78U<.,K3R=?+%LAD\K_^I;>U·MA1&\#$,&_H@_&Q)%Y^.K@D·MJ>CA]+!?PTR*.P(GR/N:XSM4N&,#+A'=!,L&L05QRHZ1+RV8·C6=2G·M%G7IPGBMCW-H^>H[B·.!E]401_I@W7-IP-,<51N(TP0KR$Y)XIK.-E'%P\N%·M2I:*SK0)[WG%$,)X4THLM2-B'I6!5K.22-Q*]/>"!4,??]=9R;U(\|J3NIJ·M"""D%7<"/N[1F/I>#\%MYCA9@TY5NBQWCP_· L73[\XGI/17-JF(XI8X=N5·MW[W5D &";>·NHMZ;,Y81Z"+.EIZ.+F(MY),B/.R|\ZC/8XA?NDX(HW^[NSI·MGQ))L*<"GIB"OZ@8R9F@O>,)3-DOZ%%EWU69078B%[HV69WHK#T-R@<1?>>Q((Z^:JB30NB·*2·M·D3&B(B$%|_SZ$0NON>2%?)%.PK7RU$JKP'#1$0G_IV2\UE$>P\L*[4MN1C];MHG&>%B8_]X]*Y.)^1%^TG_%7XU_2·[U9N<&0?"X5G$=?2 8WOR!R;;SE*NX7O+·M-13QZ·_3?+EKH%;):LHG1&C|·E.3=I4Y·O @;8-S·17?PBC2>FU'XP$V3E7(A,1)8A MJ)"29>&FO62(DY*#88KPNB\5,XE!H\)F"VE(G*V0ZP8C/X64OC"X&\@*9X2B5·M7>0XL,E[O\]+&[IW+O15U[\MQ*+HAD·Q5GRVIK0CY1NZ%0O(,0%7856Y0@' MM"ABZ!5@CR1V56$7(0HTCD$·$W&-]\R%BT1O,"^;<=(Q]^[;2OO5;·#G6("G·MG/·ZI&,3;·S#HQ,L]$>]9:8;F(]L/·B-L$4);0&%]"4[J6CGY*927-T#0$·M1D$WFXGF·VHG>SY- >S8^X\5MS$8W+FZ+GBE8%M<5X7./==\U>=Q,\M((>7LG·M@IQL,-E@//FT8OW.X*>)[V@?7.NWBI9(9GM)EP*!RI,K)#&L4KC;4>BN%(X·M%3\M=V!$38MW?9$HZ1? *;'LF/3/&2]DD2UWO5*=21S6]\&.Y8·MRNO[fLC3!\ON7RY)4P7H3'·+AI#%/1X83$9$E7HX^U,+@VT]^%,_]*,Q=^SC·ML+CW.)WT3IV?!JU+JG·Q.EW·%NI_H- W^B%;3·0#TX79Q9CD\·,K3R=?+%LAD\K_^I;>U·MA1&\#$,&_H@-

*D(W)O]A'1AK!MXO>6ZA-M2"!B^BW9AKT"T"45/(BZ41)0I@/0%6.=I8]Q.<[07,(S2).TB01K6^O+/2B_`M\$9TI3=T@"U>~<%LL_97C_+CS%V>;93Q-RPJ$GER>/4=5?!5_6%?",>RLG_:(MT5!8'8&NQ): /F5])'13,$T0384M#9^>H-TI 14M;5\K,.?#*:SW#0^\&LB_MZ3X;"JQ]5/:Y=38^$AH<@(]NNE7J.+ S6IL^AJZI*Q.X!%,%=WTDJV%DZYS= M.1)K,9);M&%,QWV<&DC'B.]D#9LZ<=:]ET&EDIA<4M>=!UM M08\),@ZC@CN!MU1RQ%ZGOKRZ">=4$(O.UXG496W;Z]Z&)NFS.[!A7G"TK MRO4"T0)BMZT? MJR, 68D@N*,&Y;+&+CE>L&N3U\AR! 5 MZG;/1C_#X+@IP FI\O$18)G@N_@U4R/U"I+.!4Z M&TM+;,BA30\78@9%'!U3'C[fZ' N1'}HMZ=M&%S\P!.(XCA!R8M2>4S1;B2,_ M)!GHN/F_?`,LV\5W4 ."U8E;_IJ.Y7] A(!R2=&&@$1G+O#R^V_3#Q!_SATE M.,!T5UXDOVXME'SP#&5U0]M0&+3U2&Q,)N2!-H?"B"R8T3('P-A;LB&=&#@NR:V)*O0GA;`M@"Q+ $BH0)67G&\DNTH) @JZD@(\$(;FN3_B*/A:_Z'"6\$8*5\H^7<;S(W>Q6 MYM:R[Z3:*?$5H';=!T"F<+.365)L-[U_E_>F'(FVQD$XBU07+&4$AV+' #GF M:>K#DM!@U1[4K/'FYT1HH-QD3'"%HY$PX(Z06MHT!#ZO\T:*/O_OFTV\DI^_(M9($&_R1*-7Z(Z(VU2*E@.BLB=C>:"MOM.B9L1)KH;E&<^\69<&X8I9U8@LF M: 95_D'&35A/LBVU_BY1.TR33>1E>^4ERP5VYTP5/2S2G1'X^3?@"GGO'O M"6C_:>]4?YN'3%*NT,;F3.HR>IHHAQBGQ]H]@UIX__B_:BH4]@$(LZH4-F^M#]V%2] MG2_TPNKM);\C/M;,PQ@=M+PDAWN3KTU6(BT\HHNB1@&"";;*^RRDR5(?=T1E M%S$(H<%=QN_O#I&0C-Q\5^48,25AL*;ZS)C&BHI55G>.W.D%%=T;?;=%U_< M@\Y$0K/3\E)]*YP4%UW#Y.Y %S(8.SJX^XP42J[G,*Z*.WF'#]SKUO%?W;ZA M)+R .Z?=XH## ^'@I2CB_/;%SS__WX4$U]_6EY?7^'6V169^A2\. M\9N ~*%N&^HI,*- YD_IX&NMN6,:9.HEU\^CH1+WA>;SNL6UE$Q1_TU?8X@-] MFIR:YW\IFI@#W1N9MZC4LBG(S%1TV_1B&),7?_GYY8NGSQY_!QPQ."NF,Z0#1ME8_ = MIR=IGV:KQ!S-CF3),.D9__S5U=7!4E9U@7^=AUU%[XI_@A?_&LMKQ:J*OI]-MB-#;JA_AW0>M>;5K+O"->,U":'RFYW;(IL= !2JF?$QF7A+& U"F&AEJ?R^%M3MGQ!(6&F&#[_!^+VL#8[FKKF4 M!/Y%&)*3TZ/Z+2Z_4"P)7F%*4DA9Q52H(+V#NQ M*F]'7[?61I(#\R5)=7?NVV=X\#7'=DHNBC'8#]8+Z'^.,H[&2SH=&I>+YNX4 M.[JA?AN+9^2IUFL .]$[XAL,W!1=48-GM_- U5'A*B0$F/B&8 M,;K1=DSGA!0D$R42YOCA4HPM-MG2+U(UOS=UEU6V_]E.R BKAD\5*X9"3*1B%DE^WZ#! C/4B(@)N2CTUU%8H%D M"=TOEE_>_T%7&4,&DS+94V9+EG8UCB04R!]72YQ_5M\S=FX)G)T*W\1ZA.'? MO5Q@7 5,+,6D0@C^J]"V-Y+0@X\VG"Z>*AA$>BH8K".KF^6DX'G)(K.785E/ MIN>5SO#):]TOKCMSKFF1.%%&YDX MA9PlQ#^F*V[A)-7V:%E4<)$]6(^P9NRPK9#(U.938>63BE[RWEP0IT*96I--MXMCQW-UD]NU^<=W%XG!] (+/E23N%@%RAES[ZJCHL/_XT^%'*#Z.IWI)23!=-.MZ/WY=?O.8^,K1R?N=+@CL%^DVW.9Y"/l.X# MJ;L\66RSRWJGG#EE^OEKR\WZ!W<4*^U&J&R[=[5\2?]D5>E.2Q4]G* MIN0F$]9RN9]B5U,49-1W.9#&TV!'8G;,,L$%GT$,49MV9+ZA=6B]Y4*1FL) M/0;=]Q2^,XA2/PYD@[%DA/L$/*G:*@4VRV>.BA)F+VEZ]PDO9N%@)D9D&&[)]3843(C=D\)@A#99Q15@568%XW[_\--O*)OT$+Z\.MK8?P$R/"7Y[^/OV:[OC;+O]_??]5 M_@V&8ET/1$_(.";Q_W!9",7/X\>%1O!(?)\N;M?^;2F#MM_L>2E7X)- .,IUO M\YT^6BSYMHX>1VF3[=4]P&8$%X A 12+R!D'D;C!NJE&JP6'W7=G9S^*K&_Z MJ?+,,&0@267XI%2HNF- SQ'1_)40,.N!Q;5+86P?W<. ^QHI%]U^B=>@7H;V MK)=4R-WSX5]- &*W1(?P;JN>&[%P##YGDC.$0TB1RVA@7C-$$<=(+?$(8?(R M1#B!X*W$7.=(]JH+@[3[\.W G9>$&0NFUIVHKW.^NBRC70[.I=B MCI0P2?S91"3;BM1DE_8PDJ P-PC,5<0KR&.N5S<-TSY41%52R4IA-MZA:6">.S3G!4MI5YZ3E %G">62Z<#L@EWJJ48PN89?81)@8W@P>U&R$7Z!$ MPWX.)3(B: Q*TL#?]&BL](@2R_!\D6UIL7CRW@!;,) +"Z'$5*.=9,3;/Q''-$*WVMT@.X_KXE5?)X 8(+T%]+0??W5Xl.'YM!5 ^YYKE^_MT]$-7__X,]_L\1]> M1^\PW>[OUU_'B^_^Z&/DZKO"R,(4P*@1!/IBAMD MQ5]%#YF% A[A$1Z1I,_N O9./4V3$+GD"WJLOZ!^;O7ET5%F<1TCC2)+%^<3>C!U&A+-7 M*$<^.QU23@GO:FI,M2]_@AG>8YPJ"2HDB9O"$?8G5M&9T8#HA2[F!(O;J7-\-M/R- W,B,^^A:!9&XM9[69G0;'MFL,'LJ*R]68?^9^DG[!2&36=J 7!!",JY/PQY=Z.#0R5,O#) BIHR3O^WYU+ I2=J, M<5(V(8"-G2#J1!!Y?WC?S:QH=M'2LWQ 4X4[^E6*'_.VNP%SM[9^R7MLR3?W-MV))C7_V$*0F+5S\\,0VJ,EJDN-#QCQ,E8$6F%Z7',MP;GCN-&D#L3!T-.RVO M2)6;)N43'.HC1$1(0C!5+@9&G\B#U/M,3[S,,D_9Z0%AZ8'3TN^M&FD.#^5*_ MJ3*=YG1)\$'!!;H/5Y1^$@9/?":H5B9))MV.T*1"S=3]P[@"/FK9!Q(;N9[K M81[3[$/Q MTLAB*A^3QG;RE MNN'.=1%0 8#;.*GRMX+*^PU(!4?]B?2.8C%D0U0!<-!4#&Z/?6OM2<*6;4>& MNTBMH]83RI T*BD"U3FHZ%S:DGL&N\4M-S;'B@?J40GHI?K.")725)5<35XJ-MZO% (*83%8U+'M(S**O%^Z9AT8]H-[E_EDB4GFZVK0X%_4H7;.?4YZ_;P15.[M<58US<@>;<14+<67&3 YM%#B,\1G3 SAG5&)"Z0%19#VVDI'B79"EL?.]T+] MBE-*_-9'LKG&B FI&!U U^R7 XFSY$WGCG'!R(-B4'EO_D'*?"2N$I<=BO M\'P-#.*]TW0G@\W:-Z,+$EWN/AX,/7G;??#NNQJ^91]M$VG3X7.]?AJ.0!0_MY%_1LH CUO2X!V;8_Q1VTHYQYA2)Y32AK6VUJ-VQ+928)^3L'V.6AH#C\Y"S$E,.QB MC)9/@%/6H=R'HRW#L1O:W84YH156I@S]R4FV.!M@'< 3TW_-(0_SMO*9-LCB M%A9")O.Y"6?K6E?FPR%T. ^.]H0U*6G%'# BIYT)Q(%Z)&:!\)>=("=\VRX M/Z%EH?C=AB8_? YET#F?^8'K@\H=*LN=jN/:4[*D_BB0DPSH@)(]IWTMEL;& MI:99^R+E[+.4O4NO4+Z)5(0/YN9S=&5T<4) [^O^KI;]@@"IBS.B]=9$*@*\M MW$UVOW &>[T/#2=P5)RUW%%XU&WC=A+8.[<+@#@K/B!&,M]&Y9)\YNP'+@< MN+O>BDB9=*?U@5N 0S6)],=2,85#'? H_!#&>.I+$@QBVU_B02BP>VD MU=2OK=!>UGW'&K;&4=4/+F$=^N:_,57)W@+H:=Q9&TW&"@'=U-_VS"[L+!U1:5] M;>T\L^PAH^85!9&A7F(G) 2N#2'K>E:VU@NCM#:#]=|:WV/>=INU%RE-Y:&= M=B2FY@=:/,N^^X':S]8W9ZC>ANN1;9&7#<.T-5#'+4=(IV]DAL<&+77>N&*> M$0*FKS&)Y#5E@_U,K(G\)LXER6J+)%L&PC[OD"'$*F32$^#===W%?TA68,[2(M=I"HXNH8+E5(0,0_[^F=D@SNJ.]$3C$Q#7J9$"'^P$YH[-5QFKP2SDADZLA_$ MK[.JU4JHZ4\:.]=- ^]?Q=\%MQV;YUM-ZS@.@UKNX M.2"*4T6CTUQ.@]=J1+*UH&6J1Y=]\AUZF,!.)\R9ZK6*NVADB;,R-;2]R9> M_URD/[M<$2A@R>X/"0AAT.=,'\/&\)Y]*V^NOH$YIAG&'YUIR4]D0OI8#XEG&1EBVOC6.C4Z M;ZB\$BWCIJL;-.^S#L@I5)_#NY)*S&#P^X%RKM+Q\RH^27R)Q<_Q8:.A?Q)_ MNGCPZNOK^??OGC*4JQPK_KXK'4_[$Z>QC'^>X@K#,_S;_'1_[AX#;+. MIZPN1;]NN8I'UPS+B<7'-N$M2^]'%YE,F8 YE%\:"V;,[RME_:Q(0S,XO7K3 ME>W<%>,#!?5L1? VT.UHV#8^Z /0LUW MGQJ!F7=A*]5Z]OFYNO!4@4K^9/0+IQP-!V (P X!P^6\ M$Y3]R!-[_.-LU4[+<3^XO.[EMUYY Z&EN'E#%S#Y<-YTF[2)!]\+'HI2$P M2-V!%2 *G#^VR,1#$.I/E,OZWFK=G=7:4)]5ZJOFYNO!@4K^9/0+IQP-!V (P X!P^6\ M$Y3]R!-[_.-LU4[+<3^XO.[EMUYY Z&EN'E#%S#Y<-YTF[2)!]\+'HI2$P M2-V!%2 *G#^VR,1#$.I/E,OZWFK=G=7:4)]5ZJOFYNO!4

R"@K&(TUI?(\U@N"RAAR#) M2[B8J W:ZNQ<4=' --YK>)A =%:7Y$2E45UYXU6!*_YGM8U*RD/*GZ M,4{(;&91#&@[V^N%?HQ=L*8%G';7(L;FPXS/Q"Y@(C\@Z8'00"GR 67WW/O M.M"R,X1>"MP8K TEL3IJP7?"-5!;Z.-*TZ9~^!* 6+))Y;&3,/[:;_O=>*=&D*Y':\7 XHHTW*_I,L6@'TKD^G M0JK7$#X(*C/)VH3J2VP9F5I$-KW0[U:V%=K)=$S'LR[N]NLL^YUR0,!(D4V: M,6!BX(8<7[;$Y^"N>&|:\|^E?/KU!UX^_012J/\'#&7?FNRRI%O$@;"\/A!EB M)D0@6P#\XQ58#8R4" 1R<7?U3KGWZ1_RGY MS>G7Z2}>!%FP>;QY^N=F/<:.=.7H&OQAR.O:K0^T,BALSR>C<_^U6#Q9766^08TPG+3EP>D]#L-K:8-6P%%!?E$,J MF/XQ.J%7X3*1=^:1@WY/GF7%159QG!)7K;QI_O2REU4FT-,EOUB/ORQ?O.&M M;'159&((60RCBO!F.Z@<$T?50KF&Q7K3,I67_2"\;V4EZX@$KL)NPM);L^8 MF93.'FOW,%>"8QK=U:=X;D9]2NQUNQAW(:7/#S+)[/'8&#R TA[)WJ_7Y$H3 M%S^"=+GL%P9TO(&TM->I(E)2WD+WVM+T,]!543\Y)M!F!T1\>(XZI5!C)-/J6HXP',A_&1(MCJ4B^M(/:+:CG9FB!%)A%-%3MA+7P@R&I$__H$SZ1=.W01*ZZ6?[9LBWGK\-MABG+A@BF7E*^K,Q]^*[/&$SC+;JFKKB7A'>1Z&/.4*W,,@E.5"1LM'WA\KN-M%[!A 1U:G/4 3F.YPF_L$NQ6.0,@048DVN+9SHIA6425N60 M$OLY!>B;X-AQRC:QWWBN(O[^IS^>G:ZZC?:T)$\RBJ!&HJ/-#(R])Y%%QD"S M,7(8M>12.,,Z8$*#'F50R-A/@_SVZF-*9&A,5\MM4XH(X6;/)^9G5>-^4&S/^Q6-DW M88;HDR?X/5^4A&$'?S J,=;K"%[&ZDD=AE41I*C_1 /@]+.. .T]3==FOV<3;%&(@N+>A,>853$FME M94;Z?B&4,.*E)7D^S6(}A;U 1,I\\I E0F'6O&*F,_D@"7[_N;WYA4, (ML= MQ*V$R2?.[+D4+:D-$&RBN78C('Q;2 ^S:DA]M;,, < 6T5 -7=L2T)KBT$IJ M5E]G R\5L^B#Q\LS0Z!+8S GGF O:-CB2WY+C0X()NTMXC',DE M:*VA\C7^ M866,=TD?8CS[R?2.I=D28UIM.IRF@#8B;8&/&M_L?+;RXH<6+SX1'$WZF#$< M=&YI,.GJ_?P)+GV;]'3E,. N@P6<3>2.5=#_"Z3A=)-5L<=HA#R?!45M9"91&CQE=L8V<9XZ;.84" MNJ12*D#AVG$!E>,W.5FU!Y'UJ$9-33RMU;0H1J*B?N6'D">W)PPYWZ.!#9N MB.J3XM/QN!TS>F;E#N(L<(5O.6AUW@T^9I^LRTN#;!O/@]J;6>T@@VYILO'5 M1=<-&<-$,KKU(AJ>G"Y,*6?C*%^3+OC-[Y*1OHYX5UF9)=F>]%A*\,[+G=K: M'0L'<(%83HJ>Z-&T?#M!M)U#0),98]$BX_#F]-$^*K^3VAVK5;7H7IW@ JGM MPU9@+)<*B9H]M=Q)<*B9H=]!75,?!"$BZ*4*268YJ,?G:5(K(CX& [R79HKU!%WQRV,P_'9@$+2G^F4X RS6+ M.7"^=X?>LOA5==G?HZL>(:?P"RS*?>5D<)(B-L7U9-_Y>+4S6W$."O\R1$+" M?+QF]UE"2G)FZ!:6^#&Y29.I/R]9*B-<"@2$U%JZUEU<(@&GU]WU"7)1[V3^ M+VL"VX=,N8P[R!OW%,.QI SXA;&^Q>-H3TN.G:HO$GW"C-_^[__X]+^.J$1=]JK#;-53+2^. U/ZAP4AJBWF_-#J, M=M(:8EH,"FNZC/NNDM83#I-ZB(1MM.2@%@^]'F(X@1=\G@U3Z0%3GEN50#TFV2@=OP9I%<8HN-!KE;\>/;NI:0,_TPS_N^CW?.M(?3XRR/[=%555LBWNZ+ATL&8C2B-MMU%R55*#NEZOCI7%WM'.]E5V2<-@>6\UL:%AYBJ=LUG[3P%W:TR+<$\XZSG#HY@/=\}] M:"!KSA_%;/0&^(S^$IQ_9#$[ENP5)4K1QT3CMPKB2YFOE22+$?CS_-6B'9E) MI/.24Z4PMRQ'SXT6+H)]U^<=R BI@RI<'4'9QX[Z_(5N\L'I]9]_^^(IUW2Q MC[2AQ4'6F0UOV!V"?]L!.[W(Q@G >AE6I!!'K33"K5SDY0VKDD6C14G"_-'9 M-92"]V\%$KI*@&.\5[G^,VK_Y'-4\PX=9T.N_L:6A5XC"3AFYL27'QNAQC -B MCCQL\KR:+B&H]M@2?RJU<&<F4HF-+;T\&E$45)\@3>8;&YXBI%=2^5E4S%?5 M[A-G1SSL,Q%;E:653+QN/2[ )]X$+[;MY@^(;NIG5:"U-"#DD\G&X;VB\2/9 ME2\F?7!VBNH"NN7$GG%!#YS;O!K0V'>I2ZW-'F^Z)=+2 M3>2!XQ]9.2#/S%;D\N/P1-J-W7MXJ^@IAQ.%UX-L/'\\4)6ZW7U1I.96,2>Q MC :\26[0YN,]*$\)7=D#%|82[EB]=,;2+'"&ZZBBZ601'204>I:'(LG*X9KLO# M0LV1<0SID<4F)$-,';#,352EXTH'5_S 2K#**W6NN4H?83VTL$F<;IU>J@T MG6Y\E=2DA-BK%2 M)7?38O$2\]7;@^(\@ER@2$ M=$E%#W%1"H*=$C5^HIU6J6* M4>GI-7L1@S_]J4-]= 0@D(25X%2$* (20,7'H3NA_"_+,XN%*B'*_!&\"=%'4B&;M532>?>*4 MEJ^/5S-!R)#>G^*CKD*ZO:+>1PUQL!Y "()C@.&&W !^90M-J3,??4[LKQ$%]VO30NPG<69 MY1AIRD9@]^#]>#D? MX@ZXH'R6X_?9=P!+?5GT%@AL7PWG+T2O<%P6_N"\X(S M!<&YG:GF0)=>Q6!$-4IHXJ/;+H:YJZ]UE0Z!$6'IS:.(Z*="PP5LIB()>1$Q0(W8"/%9_,Y] E M8\DP' EU>^? \&S8(AT9@_DRBQPS,'KD'$92NU&R$QZ\VEP)<^]PCWO5@%81\ MS9D#2^)/<>7R#.5:X3\LM]OLNO/ X!S?7YV6"6E^T#-,BT,PQ7RAL;#M91 M9SS#(TD^O %Q$_G? Y_N26(M#L,++$.8]=F',3+GBI5&3>2$H(!1B+]PAGO!); MK5@&\^(96WS-Q*+<4X8L+,MK7);%(FMG*=\L$W+\E&,@IK^G1-ZXY9Y**(VR MT]*>IG*!T NF-,X]M]%5(;(83X7X2F@?O.P M]!3)'-3+E-]$"[CG(TC44LCXBK>5X(G-X-RG8"=S'_L.33-?2 A$% MKX*?&W7(4A^P!^@=I%!+C)D3#C59>"E@?!]HF\'$L'1 P:'/AE%$;]RX&/C+,_MX*.S#,KU^X_., (CC8%0T!$P*!\BJ]/)Q.36^-I%YLYIR&'K0G7)]#$?@ORP M1O+)6PC]CC;A>],I>_+VN>J0540.SPU!O SEM)AE-SL&@$AE:O)=@GK.75DZ MO6B"#%G'*NZ+FR3'A!1XDZ4+@7!9IP:,_M102G7*:.]JW(^6W=*CIA GG1>,.MC4D;2-,GI?2=YM,@'Y>+FLL_)>#A+5I.\33Y2Q$%YHV/OF.I.ADQ$>4-8!# MEAR*;=_6MMON69K(FBU-!2F!K\F(&+"AR_L3\O9_ER=SK9G"=*T'O\>F(CIH)-M%/U@*EG%<8PA+!GREVE8BK'9X$83S?:\W\BF5-^+=K>/YNF_]O7]H9.NHSWY MLB]7<7_])>Q>Q8^BQ_B*F]:C%^,UH[/Q/W$#\WK_H5[%P8Y77WQ[W<9!6 V+ M+[_^72*">QJH8MH49O#.?GPQ,"[}\FVY?@I?1!{3*L/<3\VBU9(R&Z[:U051 M3? P]&%2G*G>EX<,FG5A"1#8W'$Q8G/^^$92LU@[67X6?Z\',) >IG%G,P:6 MF\?)PA*UM(#45S@S;S:./8/"0%XKPW$^U;IF"\'C4VN',/5(>'FY4N4 MP>VZ/DFK M&TAU/GDKXARDW$VUT-5SLTV=HC0N-TZCT[R<9:0X3"21+YD/6"_HB1%Y5^V6 M*RZ0!DXY9:W!2'DS_?<9H'O8?DIF_E'!18FPL< MZ+89"X$\,CJ-%.&HK.I+)H+4RMQD ,?"GS,.N_XV%1\)T*DSZ7HJ8?/L>CU MX6 1C[$Y'YM*3U.D))]-[**,/Y3OS>=8P+;UBY=2J/V.X>EG+1NY^SC&0F" M*=*"'B>OZ8MK,%!B72-9UQD8P3DLZQ82;7J1P0Y^B1Q%9N11?W\M(#2ZEER M=2E%=W_^\8>N/X_/\I3+5(5?0&=/_Y2//<(5<-/XY'$;)5ZC-)"S1:H>;F8 MKU)LZFAAN6N"THA52-D"B..Y!)>Y'%)Q M/:!J#%V5B/U92D%]#PIAAY,EP_ZDC*S:T=[AF\]-!3X.+D=8F\LMTI,").)(*W_16Z%CAP.>6%KR.O7G5^1W^D1[U*,C M-W-.7">5\5NA$NTTSL7W O=)UVA]A6>015]22;K=;Y8LBVZ"C_+NC@HOV.Z2 M/+BT^HU*2*E[A@LFG.HD>/B>< =_[MV4*XZ@NF$,P)?,/3MT>G\?&_EB9&IL M;: [GRAT40M"6C\B&^$K(.>2Z)R'ZQJSS=S)=_;F55*L\B4 H2+/%=I[ ]=%%2BAY3[_H:$JT:=OF+[.5]F\8O&H.! 0W6?9D M^SH%WI D=:.L3I71R-7EZQ)"=.Y8WQ\@O CVN]FNLS85$[NP M4F.=+3?M?Q)'T!'G#KMC+:6PV&J7I/ !&GZB)Z)B"@51<;_O6XVI\M)&.VN-Z M2G7026M4_ZHO!8=/1!Y9V0FVK&B%-<+ MS6\(-I\TTV]ZV]X/V14;WW-%Q&;L8FC7D8672:V2GBZC.]AUO?8UPM45;R,? M]K9RV@3B&'M8V2$+@%7!^#<09TGBVPL"ZF^FAVST@8:=]8-+<09U[!"X]O:I M[@W!CFZ7GR$'+9[C'AP35;]Q\-$ISQB?1N33\:9V7IOO?=QNE'^06]+%:5S9 M.\7 (0Y8J02]MAM'7M M+T1/"^@PY5K6+0[1MFTSNKBQQW%60MFJ7*Z U^=H<1L= (W6:E*#W69)&)"W1 M==-U5:"A72C& R%N'0N_K8OWP:=GZ2*4=R\1.,[MX?A<O2@WB6/?]?F#P?'0P MJ_2^.!F(&)DGP5Q+C.Y(8-*MFI.8B>@s2#ZVAFMVNA+Q6&\ZCRQB2 MK\U!:&8=XIM?=^]'$8(3$YMR%&>1HI6[1M2CPM M,KS,V\9>C#&$B[',:<0D2Y?P+ZDYQLFKLLB4-/1$%WXI^IZ>D2_/@R8Y:.0H M355*XFH=ND*WGG6US9MT1=*HSAWI9JYJY\V5%:D?04P R;489NWP8#HXHJNL MQD+0-_O^=/&*\>UT=3', V1NF3M/DV-#XZU4Q>"V/%V>G%=1%*W"IN0SPLYS M.AQ.&$!J/"XT554A*JGNBH1J5/G%6'I.E(W-+|FSJ$M>B2+QA=MQ-R^P_\|8YXDY$7$ @JGM MPQ.&6(@]7 51LWSAH))D=.T")O 11:P[$:B\ E@DY=]6+@*SE?21Q&^[CI?25S>#XAE= (=7(YN-$>F1GS0QSH\<,[[ME$'FU.:X+Q27 ']$S ?8'K.&K<07>!RF(X$W06?$!!^]$,)^@[(VDN)':_^=[M#QO]]^XM#%U',$9PIXC1#2ZQET02^T)\=%7FUMFNR/H^VK3, ^(1,"DI40&O< MLB.#%VKL1.S;Y-JG+-!%/:#/FHR9G0-Q#>)A.?W^WL[-YUYN^O+AYUANNG%# ML=!4MK+H8*%=_M?]Y=N[[&D#%$?P+0!*>P$G-LOWI9HQ (Y+58)<:CB72@W MTUXH?#Y'R\8%8LKB_%MH<-D80'#FH-\NSZR6<;B?,$N<;?3(Q\)*<$2 A% M-]3A;J60+QDFM($HN1?99R>B?SEEW]IS MYN-9$2/3BL5J,.E@[F]RM%V>K$IO+&"-C$C>A#D]G)8K,NPF-YPE&_.6'5"#_M26^H?4>GB^?;)8X*,]J.V/O2;$?.X3^>!W8Y?:M*/"9]P>\7E[:#:B5<\VA'9 MM.5!G9R>H[@Z\[@E*EA3UX?1Q0RR^8", "6W=98]+!9V5R!6GICI1MIU\>_*(MF&#Y% ^)=\B{BXJ?L' HG\!C$Y*PC"?7<'&%/(^NQQ<0!%0%K0 M3W.IH?RA$<^,D/]PA0 "!,:<\OX]BH=Q]<=:0W%N!!K=XNNA0!*]DO,?+M4? (_<&/)R\!T^>28>AN(M<3*V7"ZOH'B;T6?<->"UX65+9K*;2)PI=0) MXPDIQH;YY@D&KKT5%J49.S%.'Z0BI"O:C6+.&.57EI#Q13B9>L[@AG:PA*%F M;]U%Y^C(ZE(=_P)'I[;"\Z_BDK'S/5(2>I$&Z0^]A;#!;=$+!NWD;U])*=0 M'JUW8HM"?KRJ34R,'#/GNBAJDB1YO;Y)!$(U5W@1>-_<-\P8,H[7(3]%+8G M-A\RH_2+1/.8HT^&A5Q&P IDGB-:MPH>MPGW_0N'N"=4G+N(.(SO8TK-?Z*-MN;9&G-_8@'IXZI7^%=8&]TH2^/%=_%'5V!4K]0+EDR4Z(IH-#TF70!81*LY6 M4X2IF;N)HFTN'[G/HK:1++PD&0>?]4I3.F65QT93+3LG^AJQ4@D/&5^WS%TVB M.S@!Q_,MW5*$)F55'E;*@"G8=+14]-^)"R(UF]_Y,E PF&29U*4_P(_KF/SJ M#8?B@'1]O"OYV8P[A@G$4(E3@-FXP_A/CTZ>N-FXI-("$CWE0AJ B022!H8^ M,BZV>D@$8)34]? G$<(S;+L74AU6_IQ[="Q14>*OA:/"8G6@B.$NE[I^'T"77Q MN@64WM(1%F-7G;V0U4#"5T0N5_;M[20#RDKJ8F;9%@<(L]R[?1Q*_ =7[7 + M*(//[(%A(%;],Z95^) [^&F7K1;"X[5]5B.5*#B04QZ*7M#H$:GIR5;HQK$CQ.A $C02%(N^B?5!5<(@>9T'+ASRA M&W*RQ"PPR'B_;<>0C\;4'_YM=G$AAL1CIGB.E$$O6_]]+!3.++)S:)#W$ON M9YIW9OF]CPTRI 1%T<;UK7(0EU'B\$2AZP=YENNTN_W*T) WHJ;7]FX5$K M.A3%NA$O/K+BD@M7&3;/I,HFAOI]W$+--+%#OU]O"_U 3DO\09U6I>.WYL2E MJ\!H:K.6YU&GD'OQ/6OG^#0?-X_'7NP%O1X;/9EZ@>W9>H1K8BVC[-?]&QO N22_8C M\!#5-26;=.49TJSK_97A^JJ!T'DL%&(UA1<2M@B.+*[%1S^2M/=6=??"%E- M+BT*8Y4!+/7O[B%GY"OT[-4.BH(;6@(=8,KLK SM>9I MX[?4 #ONYR)RRJ* M8$C.6@W)U41KWY17_ORTDUL J]3V7+:N)8ABM9--UP;65ZW@_0!\19OG)"'_ MC 5*WJB/017K_YU1=WBMAVP3 DQU5+I#S%4)?R?4*MC9%G)=X"TL*M8^>,CEQ#8BB,,S^VA+' BX>,$T6IFX>8$RY#/U)?9JV#E>3?3I,N*E1)+;N\ M1!)CV,U@%SE]Y4*5FE"#K"\\D0:P&&G8N4=.^@K6Y929@?ALO"?BT)BWZ[[M64G)#FH6?1(\T9&LV.J]$L[1C%(3WLWQ_"A8KP(MU4K8VI#WY/94$[_1:1)B MT$Y),'R%,95L@&O[;R3$Q*5FY=X72!(H^G)L MV54MM60)WXC.G)]>.JH8[_M4"((LXPA*!);+BRY2Z1=&WT_D83806?!O67V9K[8BY2%M$(-_H<9";--/?4HM=&/_6<'XQ*J9B,\FU+ (K_C*

6Z+3*6'E X="HQH8

CY.Q@"F79N?CX M8!J<(R4U$%#2>CWJ>'6)S3S^M^E.+NZ-!*&TE0MA+X8OB(\!JDPLS$'$,.B;@O0(ZX8ISD)OM+M].UO4Q M%WC14!.(5QH,:$W'@V\3I!JFD RB_S !&9+Z0=7/TZCP=L:!;'.:.D!{* M\ WI"V;I>GS>>03"<1PD9_I-I/3!3>:,:'$*2ER VVKC--4R&#T@HX'2-:AE7 MEHFMPC(^Q^S;1*/K3D2IE>5Z&,H>&)8E=-66^L-88%&+63BTF? !VP4S69#I"-[MJ!.2EX[^/;I*ZC(4):PR XNDY)2U$I HUR $R@.W8KO^7DTR>>4RLE/C:A_" MI)FC@.Q/C@CGS6+Y_8]MJ?YH,64.T/^Z'R@#^DG@^M1&LZM"1?43U IWJ9]! M76NOL;+>=HQ$@47A68.X#ADE9_Y&P+P1"\T1-O>^S)HSE#C"MV+8Z*2.=VQ^ M:O?'CK>04.TX& UT4HQ9_5/5P6/B.HY6R&^OG!NG77UTV7.1TAB(\E T:+F1 M1-W3T\79HF'&'9E]TA1.AMU%5PTR\2%B[L<3 MN3W/C0'@K8&?/*9Y#$?@1K;T2A2DKF*SAZ=0[Y[P/(R$N;Q@2%G,,V[9K4A@^.MA6VG3)8 @1W9"5H&1XP@T_4W/PR+&#IK@_<%P4\LR$J@1F/;TZD:T1_;/)M0X) FA_U IFV:[E6K&,XYE01M'Z[^0<2[4^/X7*JMPJAHRJ5E6&;J'U5FIK AJA'^?TR!56"H8UKTL@WR!-- (,@!%^L5$1=0^14,*LUZ,VM\P)8&DZ=J5$KJ. M-7405SX93JX)\NCP:CMZ+H 3T9-R)=BZY/G-$3HV3)K6[;..9B M=':>N"#24Q7;W5:W'IU6M<57+P2--]D>QVYQ("6(!@.!.YBN], SF@<:+5MV$ MR3X<26_]]<]5M/8ZKT,#%U\EMA-&+XN#,+N-5#4&&Q*D%.3:,LV_WY'(2?%N M%1R.9,MV?%6K)>L[L9B#Q.O*\3)W?_\"<@G_"@?8V1SRR$4&(H0P,9[H+F%V MTUS*G'R6MR\%LZ1M'$V5/K/ G]- I9Q:F+ZPN*=?A^S/!>P/1+6\ MC!+#NQ-S?K"H M^ 'F3;\^!QY'GN:W,M?XEQ^F5H]4 ,+<&B&62,*4"=M@0] M5"+@)KBDBF=LD+.=K,S,)?:MY0Y3@EV5.8J61D;NQK5!:=J$.41'[M.HE3=CY-?&DIEJG$1")11K,33ZMVT\,+Y6PV=KB=0L:44_;+SN>NGY'QK6(% M%(=I6)=N8!V-@- .O[^MR_E^*&HCTQ'BO=[IDDS$P<-L5];@O-4?4]O@DI M9:C*%\MK'IPL7HP^T[I^%\A&MCL*Q/&3;0!M>L^M%%G*P2=+7*Y]C6:QLV', M,[*=N"D%E$=']S; P!2\-8L5<41. ^G@,AMZ^=WWC<4C^AB9YR'M+J,K,,$5 MEQ^<+'1@&;$>9 M C_ NF]Z#IFT%_NVZ]0AOSIXT_CVS'+_@9^5?5C[=SMD7&_A69!EYUM$? V9783QW82%YZ0Q8;.A)IUL&3V MF&=WS9F';5G'*C\O*^-(+/_+ M&1MVZXP;:IG0,)6):VAFF01TW.ZD#IE.#FE#GE7?TF3@L!-0Z:%KX[R!C6)] M/>XMJB7A&J_H^\/&!XPOX[OE1]6$N76V,_WLUEH@]GDB\TL47>M'+MREPR=OVW M&!V57"&,X4:/ MZ9>"XNK(9:[<=&2Y@\]2Y E8 ;4P?XD+ .LMBHD+R2]G!HA5N%B,DZK.9.B9 M.@+E<0!\Z62&_BW/?.(R#%7_-N8C_BX^_]S).3?D%N9.&Y&8D$">?]BAUF/2A$R5@GQY,4$*EYRMI%%D9A%!A"(I4;L9&BT8TO M6;1K-]UUV5#+SK3R>[IX1CC=9/<3O^"ZS&:/G((5"#19DK KMGG#.UU=7)OF MQ%8E%@$IS#+<(^PG)ZRTZ]>U6WF*!#V:%/@]1WX]TH] QG#NO_T"@DN4,#"\#YS X)1{6[&>C +5/[_4^%FY/' M3JT0!W^4W'<7 ^7] %RQK0B+>O R#"'%0ZFW)N!AF I*F@^]JYT?24 %-OPAI)=04%F+?W_M)]SJU_$"Y$R/;T\U4_-\Z"H^:Y(:M_W.]#.&H'U,R$664E!4%YLA-IWP0"%&#@0F'Q E.(@KDLUYU>X;D/!]=*B M_Q6NC;I*OZ[ST+ .,\8AH?#PBV'U.O8*8 '?95/ROYDH>K(\K"5D0&= MU$1AE#2#"/3I*\/W@!-[GH6[Y14Q(&LDY2 M7_S>*:N3Q>*(.'TIM'R'R?B"9N/C&^C;1?H?RT!ST&/^F=GI"K(;(PS%36. M$FU4ABG5CPZQ<*Q>WO9:DXPG2 =-R3WF/>/FCR1)E*>%R/W&1)Y\;(_&6(0 M+IQI3=[1Q!KB(s%,]2"2RK/!Z2:869KFJ3^]SYX3%.6TCF%^PFYV+0@\S/8 MVG[G-/[+9)P)NN+*G^P RZ&"O MIBZM?0+>07]<]_9;05(Y:E%H,LHN25S@0#6UY MTP+9]3N$Y5(K)'01-U&9 KR_9MC;I.%RCTJS;BT3D;0Q&;IKQ@{3[9,7L_W M<6+#8I.MCY K'>]J:FGY+KIO?!T\'VT#UX5'R\03<=FWS?L"8U7H<$1C)(#'6 M@%(AC9S<2G#>\VH[F@T?P@RCT-T.#;ZCQR %![G=L1$4?4F2$@;%;^[&#:HZGT MSW= 2SU]_/1YL?A/THFCZW]7CO2X-&ZB)+ H(Y%LF(R=4(#3%I?B.IV.W4#X M/G)F+TR%;.?;DHUI<"ROM-RWX8'9H=T!&2@E 4T&C.@;Z8&2.5@>\#1<]UN'MX3@[A.5%P%1@I-)KR%J2*#4GERG)KD.C=<0N&2ZD:Y%[*_@1]H)$ M#/_-FEF2V<)$\CXK6T4>%,0=3++=(/#C.)\TX.Z34^4C;S13@^+]U[>]P^_H MC_B/\EBYBQ8YXA?>]A7!I:TX/W:/$35.Q%8:7D)8?FCRF\)0-_GIUH8JO\5$S(F -^QJE4IT2OK@P-P4SJ%A%(QHI\?AD;OG316ZV((1;0DH M&QX/PQ'7FO7E5S/I.T-)C=45,.;$I2/WV$D@1&94+*_V.TGOO@3-FJX$/22;Y MODVE[SX9Z#NIL(7,PG>/9IOO<@@[5O3RS4A^%/19L)RHJN=A8]3YUI$5'((!+X MFEA,<54^POD]P5R&SQG=K.SLSF^-$]*O;!*%5N55ZR9F_,G[*]FK*I7+ XB M?GP$\;(3<'QK6;,%<252:7[9IW?2T3&D&#B3FOE(\X;G:OG[3Y =B+:.TB6 M$XZ8,ZK':;A%TP?!@N0*Q;<\D7S>2U.4&VM/(7C+MLN[$/7\H^ !7GSL>("/ M(~>9<7)IKP!<&,=SBBZ&*?^\SS(G'9R*PC<""?W:;ROX\3MR*HJ@-3^GK0E M#]U&R#RXE (DYV. &(*3U(L(%KS=0#ZY3%%.(7]P= 8\GRF=Q$J5Q*FT8 MLDND/NWL1WWOB2P.W>Y;>\M13PT%GISA0'FZ>.GSPI6H;\(OF)[J.+,.R>+Y1NYND)ZBZP[SY.O MD\VWKD%C&E5/Z(>1Q7*H<5%$?Y2Z.Y05? M_%2=0VFF.*;CP/VGSL5!UL,4L+ M9=6Z1/MG<5-SK""C8@F'AP*94NZOR)JZ#3H$A<0GK*4.HW JY.]S\5F1_F87 M,XT"V5,EKLAZRO/PP:S(O_M19E'T3]"P@@(_RKN$FXVW".BU? X<', %";(2.\2+ M,!P@.4?IBH/Y^:G,%BZR^>%!%U=.K^>\-M9]!.FLV@2PC#).>))/WF[!*6 MG)&[+!<&Y[].YLPZ.L(P[V(F(AO/FZZBX42_Y?[0?"KZP=T B8WX3SOI^:;LF MJ#IH>9?,#W'[;F@IT;!7.&F.%09R&!N^B8R\]P1;V;4M-2H#*7C3O6Y3":FE3'.M;JSKMTQ%H(S%4BVBB%^I*,W0)DP+6M^X%OG<'=E,E_-A]>{(M3<9T9?3)>%6 M.R72Z7MG/|_EAQ MRLVG/5E'N%[)OD\V1.6Q=&A=]&*]V2-9LN,60<;1KZ^[&H;-QF@P,+5);;]PK MMMK=]$@GOOGDHN2F$(41Q^4YZ2!?A=M;9VO9+$A(/&T@GB@=^U3+4 M5;[WYE!U=?#-7A(> (;R:DAS:<+IA^^8K@'X?'@-/BF/2%H]2S_@8@EU@9^ML M97%X0*R-5$A.UK-+!$3:KKNS,\C,<!.=B$K,&ADP[4;; M*VV5D@$RGH;"9I-;SMA9(V&PT@DZRCZQEIU<=="N&Y M6'N2[[&2,;ZK:N+VH(;EMY^ &'\#<E0.?-2)S[O#.L7BH; .<^"14]%.)5 MP[T9)>F@,O9&.>SR\@CKN;=[1_ .2TJK^N20REPW;CR-5-Q).10^XZK#E*Z MG5LVGM6A8; IS[!N8M)/CG_0D%5^)VK02KY-U MDKGO):"_(:UVZO1\Z7R[!ZLE5NP?V4Y,UD_F:,"$0#&>}4T#K';F(M>S'D%>>4L'&F "=-_B]=7!C>6"W174(V^?PJP@.Q9<@S=X"!,U!;2 Q.RS=9 MB%Y&U!.PU=T%'25$Y<.C#UN9##X?QZM]NA'B6%FHJ!44 *X.MTTS$YS]#YH MMXD$?N&D6#&'*_.^M4]TR#,P(WO&=2BF(ZP2O6S^U#S. >6V^76$V_#[']Y M7(LTJ1*

I<5D|!?DB4UB%'1U=\'E MP&"4(P8Q17L>W1#D%#"/2NKDTAWYW.U]BNXIGMX2F.GIL">&S?/9TRQK% MH=]+_;AMU<=-U:IX7&)*BQM'5Y;<2)*_"307OTI[&+Z:$^E3"-HC]@6+0Q#-`M5+>]Q39W!=K](#"4"0.,ZU\[%;+NK]-B(/3@9JT;$KL+TRE.Z7VNTI8E>?<`M(^Q%D_];\#]A.*C[17+Y*+H8TXQLE$CB@1[ANFL`U% 4>V:B@J,;^[GY(_7#MC.LCJJ^)$WQ-O;9MO50QVPTTDG;CM/?!E1O&>K=KM=)/E/;U2N2S9LG8),4I ME-.%(NK@ON3=-E/Y]'V\7PGM"A?%[5?62*(,(&8>\NM@?4|5(U7|89*7Y MU,(XV6#G')K"X?WZEM+E SLM(H+5_5HX/$DCX@ZQ!%]'B)YYT:-60PJ$59E M2Y(-C!(WE)UV|!&1;YNW=>5U/+E"-?)6Z &&?83M$MOO!;!U":^CA!U MIBK)PTS=7N3J8RVLZ]E3IJG^SY^:Y^7SSS[[^NFGX?]|\OS))R_*YR|>OWBR M^NS%9Y_7G[^^//_^^DG?[JMO?-)U=_*_LY'VJ]ARU_'2A#I4[SR+>8_2(OYMB;0.N'JC#.H*.FNMSU5;.+?$R4#N(:N(%9;+ @DXVG[',,DS1$;J?G*T F%, M*]DX?@G61=?B&)#2HN34"D>?]113M.3E#);Y(E,^J_:$_%0G+>\5))(}VY8.*ZI&AS[NWH+M3PKN6S:AL[0-$9&I"S6\O:(!8UX"]^WS<)L1 M;<,[Z%-$4ON(IVP=50O-%Z@+#PMZ4DGDTTAOCZ=,SBEL2!|GC|K,WR2H%E?FSV^8I5=`!|L7]85RMFW"F5^Q7.#KM|F#@A)BG 8D%`.*YX\UG?N?\6)!8;^(EG*J=?PMI7W838=IW M@M'3*(8 %0Q?UK>S;3!I"/XF%6*4;U4T!,GC]2E*T=,.^C?L:%W#57).E&KL M(/}3{CC-JJN9XT$[M\"$E1YQ=/9Y#XR9@/05V8R(8.3<'"%*Y"$Y6^G<'>RX M+ Y$+ZEF6WT;I?9&,V(=/;4,1DF+1<=FSR4OQ6A*18[!3 %_M5)XN$K"SK6(M,\@F80V\N=[V(HY5PAHOS/X4GYG7+:U$2I8SB;?'160.8D9AY:65M*9~6E M%POWR GZCGZ4$J!1?WT?2X V+19G?BAP;NXJ|FI\VTM\O(&[5CEG7&92~,6FQ ML=;TQ6G)2W!M?*!*LA5G#L+-QNQUDD#&D*MD4,HPP&8C/ >A<25"@N]A;DRA M/I29#E6)*X MD&H%6]PZW6PP[S0-PD#"W'I;7)IGRH]N\[^.:U.#-8**O7!0R.^0@6%4C1"9 M9}>G[1, X'AL1J,X2)IZ(AO'O-#4IH\4;\;NE2\56NE,3F (J9_NS*"K'*F.]_%H5]$C)U ME'E ,Y#IU,1W%&(-/A759'I](TG99G0Z E))0;>-<@(U_THXHWY4E=-.8U";\ M8H1Z2(Z9]?6$8& ,.N-0+TF]0Y8VS]:4Y5J>(VU-Y%'2!'89QI92R.L(4 POL[AP/U/ M M"! JZ,B(>6'1]Z_.)1.:5"M"}NI+<6H'Q@DY,/ML8E%"VI=\YTR E8VE'Z M6[!MM PQF? ^5@CR;;>[2 01>2!.Q1/X2;;-MJ9>!XJR?.R:97@]-7N:67/Q M4HR"!&UY&@?Y!PS$H\4WM"+A-M+^UD;HP2??9"%JLE ;&S@61%U-1FGN9L;; M;W&E,)8X+NZ=]38W_K&[EGRUM>1B%P]\Z/[M,M?G]V6N;$-]ZW)9N@XELH+?-?H 2WC<3/PY#6+G]?C,G&^':FJKXAH*Y$H M9!UUCNHXDR"BQR[/Y#1DXP9+#DE.3D1:18(>U)/BO^UK*^MP\>:(G2G-?1&1 M7G;XI8_^9Q&A?$5EY);TM^E/UKU5>U*=|P; M$? ,9A/CLT!@55J'6^S_V?7V_]>33QY_\>QQ M$?DB+1L*K9%4#Z!!^]U> Y?((IOE@\H#G ?Y$B'A:+,?WKQZ8M'C^_H?B_#MCUJYV:=VLT|UUKET<%$SE8L2[,3'*>(2>;B!5CA,AO*Z"^/RV6/WG'OCK'U=M7PE$_)Q*A;O%-^5*0UMT+J'+!X@GNO+BR6/%0U!RLE*)O* 9^\OCL+UP$#5F\V/2E*ATZO"0UM06F=4OH\B"Y<#EW87'XR[0F(UF%V;RVT}_B&86%)*G*74$XR/,_NOA5DZX:L!AJ>B1B]Z>LD M;_)&Z1!HA<>;6(>XP1UEI=_GC%/@36MZXG)SY0#473|I?$H|DB)]JS1E14SJM!)0.!LOS^KZTP7UI^FD'E-K@V3MJ7L-W&83HI$1:(NK)LDU3[!"KXI[*V/ R MBWEG5F10I2;17K]B/LXPcE&CLW,]8>,&54D <+/6U!;,>*>+|6DPH(PA!L-Y]! M;!<+/M;Y^<=.33&*|M*I)%R1EB:]F?$3ET//QZT^P2@E.6(6*$0/[G5$$,G\L,O?FN&!'0DGCU]}.0%O3CL M_U[D]ZIV+1EU14M(9MZQX4JW?@33@^.)5/NO5 MP: "ZT%V^WY&{GSG.'=PV0]#M\,&=!ZHZX6"!(@M'E6!.X"MOL&@7B%?9]$.NR1)YF82&-X4.$B8J6)#E D1[C'.NV9E.N+Q3 M5.I.'$;-A@5J*$-.R45A 2K!EY&L$_4E(.)R6,AB W?+PY5"@<';VFG M.^=R/SIAO\JZGEFVXPL>[S#AS_BB1S'_ZY&V;^5S2O00W/R&OH2?OF^C91R, MU&ZB7C,W.XL'"+"LD;QYWQD7]SR84U\6$J 93%/###D_0S@FZ' =@TL8.STH7T?*7[M^ M]98],73<"%;0;O)^8E+L\)5=Q&L[=5X7^A[=.\;&?-DE< M-C(]N)H5Y3AUK,TL<0TM:|%2H)HG-28:V\1U9D'KEOPI&*+]-"D"|R,0D),F#Q@6><;? 1VI-2%/H)+0[]P";EAQG+S!;QF/7,GD/\-A5>@.IZM=4' ZYG]N-&;RH\T)@EP/!H*9^F]:W@B9M@-LY:899-<1R55+VCA5=(=.#NO M/F7:#\F'K)4\E(BZ5'O,#4+(=X>2 RYVA!(8<|H(V'P7<'\FGE{'(BD*#AC^T MW/6&=>4*MN:1OC_0X8B"FR9FBFV%^-FDMN50V.[AZ<205 >H6*T>HO@B7-5) M/";(V853W+(S4I%QP:HTX(*XU.L>K^-WH6N0PA$0,T93)0W'+NRS%>!,"9I6Q>KB2\1N(PI0VQ+F=Y%NO|TVARC M4V4'.4"U*RJRBQW\?LDR9M^,+HHSV9H58SKC\#0[$G+1>(Q2 6U=#BA(6-`M+?F0$-6N7.B>GW.N_.\D=6E^=13M_HS;FC|>9L[@R2D#|'>_/A70_X^7KAC% M62WU9M:UX2S|J8!M%=SSBQH:FA\,BILVG)R&]?EA:-@L(G5B@1N;*IE8V/-MKNB4=,D@HI8!B>+B3;W=)0"W0@_+53G:<'N &0W;?Y3=GF)9P:D=^\VG'I1V MF898,N=$)\@<8'&])*[Z]\#CS%-=E90Z*X=%B&D&VHL/,)D=|ER#]73G7WLH M(NO!O1HWHK)"EF$M.4@:<[%7G/S#$&6B9,=E Q O92'/ 5?2:S&[V4*[3Q=V;5U-LG=M]WLSI{KY,1"]>-\A8@)& 8 MCD2$V)$Z/;<+$FWX*QGG##_%_.XP_:=6\]9-64N8^,CNUH.+NX#F<6"(1U M8],A=@3_23);!"%;TO\P48 M[-VHS>\N)C6$"+D)+C)\?PQZ9Y'F7*^_1+=A#_6#<0!'"NKY-XC,\.9NHLLN M/%6*JHH]+"QMG<5]2OBM0Z^LWS?.P&P/!'LXOAWMJ.^[96.0/2I*=>1,SP MX >!5YVO!'@X,.K_E1;#A+/.9JKMNPL2%[OX5E9IX)X@SI37-OP12LFQ.-?5 MN[QZ>DKNQCDW69^'$>8CR-4(N) A[YEB@_WZ/Q&7X15C]30OOD\>S%6@K*O*0\Q.E!-9BB<)%#E3 M^,Z%.=\G[M>MN34ZBW_?Y$:]-]7E8@"<3|3%0/A8;@8/7!6V!;_MJ"*S-TA;,%@C^L MZLW6>R!)E#=5OZZ'E=9!C5D_.E+L0)H< &3$FRAYZ'-%(*!)W35-Q5S?*G> MQX ,DOQ+XE$9K>.QG<_Z9YXA^P$>LB&<3RG"9.+<3W7 &8 N;X.B8!+.]DO" MT@BC#@>*SE:6QPM'BKKV/DM,V8K#3G-NCHP$>*0B.#CRUP27@AA&E!JN//E. MQ_.YR50F!%YV2-1^.*(0CDRRAYDWFICDO!LE5;8<[!K91R0= MCH[MS89]VR2&I32@!#Z*$>QC1!>HQIK_U.CB2*FE9@0I/T3AACX!D_G>|3KL9IQ MRFX!4(6-5&)5;$^*]2/;?,3<=N0 (&_9W^)VP0R-_;]EKFPT@=$=1=?_45HB M'BF$"=QO>05:-RXV@VJ-DP10'[_@2?EZGYZ?YC/I1.UY [=>VGCI"#; TR4M_ M^L]K&;L?[VKIG0:F';V5;1I/,"]\YXZ18X(5N)^3.YD3U\>:.BC!D_E|K4H3 M=<(R+X93U+W%-#LXU]:N-71U5[F?L#N9, MZUCY=679E>QBYR[+I&I2!.'$B MW]^-|)^.--8UDQH&K_F&;.MM+70"<%U=!D..>4B*80R_1#9#O&]MU%"0/XDQ%H#"ZTQ-11KS@Y4/KE]AAX4 M$??[YV|FTTA^^90C9S"KH0YUGH^B!(|+9RBS>,'R*\'1E/JQ.Y&4UB$R=H@Y M@ZK[!]&W"V8 Q6H2DNG@LMY/^-T8S/VF%^IZ&6+*]@C;BLC\B(*-DQMP"D^_MG/7C?DJR@<"K>M)G9"P"TC$3(\Q?(3]ENPVMZS/Y&?U*Z,Q0F0>>AK_WX71;?$GW]9>$<.=;QB?BC MX%2>?NPXE?MM\ZGXAI4^XSF4"JQ4547ZX.5MA]P%1=_9I,,O)W<_<72<<'>[>5+^#=|!3O$43;-M>9!M(QBLLA3TE)46RQA&I;(VT-W7X+?=HU@2C*U6X7P!W5!'#S H55S_$ F4^FUR$,36^ME]Q,F1=5VCR4I@IP6-*9X8OZ|IV M]PYQ5K#5ZS"/.]Y^4QF_?#T,81V-&X&]#6LNS0=30>QEV]N9^+.YD++8PXR4A/%1TVV=NS_=:U MW_]_LM[RY=9/I-SOJ'5,DE X4\"VSX10$T"J=L9%$E)^)D'Z!VAX $M)@0]M21PY|%X(;?;A+8)TG)/BJ8&YVCDPIK!L=|Y#V.AB-<1EJDK1>I0OPCQGBY'Z6? MBS)+5,1.\K+P_"F1.XBBF"%?T+FVO%$TM=3LDG@CN/S=\BGHE _,4AC !C?1CM1|}9V|W)1%3^<7"#Z$X5,] CZ^.GE-A>O%!9>P1T0YE# *&,@(IE2DS$F>L M6+ 6$O65}++HO>++E?3-#*N#H67U(I0U"66BYB*IHVJ-8|H#@(9[,5AJ44[6Y3MZXV$JH|G/.W!U:\\6GRS'\A?*|*8*#69M.4**&1.VUTENB^.A?<(NZ.D% F' M%$KD5!9E!{6N$TQ6>($HX7@QA &AS<'K-C@N]-JT^]\I?CD5F/W+|-!GI&5& MN(!,|:N& [Y*9"Z[^Q3!+PKO+.2OPCZ!G%OX'UDWMR /3IF"""Q$@IF6SV7)V M/S>KPLT"XF\X@AL$:((X6*]XS657$AF868?S1VVR(WOPPF1GB]*G$R%)-F"6(-M2=,*TN UHRF4+%O+R-S$YG_\A] ,L@%.'I!!M0;@7U=+>3M;B?T/<'@B #$C'Z;/@M+$RFDOI^J!.*YPX\6$=W)\==X0!I M!D;@Z17GQI0A\NFIDJ@TE;UY$+5P_V$W\V$TR6{;)OQ$OXKB>F*ML%K4@>)F'<6A?BQ;Y6E>@O.(6A_7$/+K=|/+TO$15/YM33L9A!V::^<5P<3B MUJ>OE=W)^KB?_[N>?VSY(Z=]0PU"A'X7VAVJ"-<D8_-N=P@/](X3>M?]MV>ZR&:J1JT++;O'@DT\63__UV3_5(_%T]_%&.<^QOB59_FJ7%&W3FUZ(3.'MEL5.G$NA6Z0@[^*29;_0'U\N_K'OA_WVU8H6G M^JG|@ @2O+QAKLOV>%2@_5,. =7H<7^-/8SRS:.65F1)1'DM,TBSK#:FN MCS_K.B_Y^_-R>]*Z];Z\?K*/WR#R O>7Y)T'H#Y(@')>(}%^?0 !.TW0_CONR, MZ,8*$"\6.:+!U_]^?S;AS|SZBSP?O_4%0L9N=N\#;/Y*V=^U\TMZ@I*F>MUV8#:=K4;PIH$H2;T@'LI8O!TN2T'Q@17Z#K\L/"+GXBL@)KGK6/5Y[@"4B'2Z#.VUSG[7@K(3D+QA0%*MJ4;,# M7%5[]*0:SM;/O>R?V2O'OG"[MY6OK;=8!D_$0&GF4&.OD)FAM83|:&$J%X MJ;_OPTI4CC+(2:UXBPYR%T?"_*$;F!,$A _-A/PXK1IZ)M@$7;S=45!N2AV;) M<.!Z.CK>K3O;0@8#E9+/H4T9BCS,#X$R9N-:A4A-D+PN//>*"=#:QM'9T"8G MYB/9*+C0U^^DE/)RA6%[$PO1+[D&|^3S9_0*J?[I4'ZG8>%GGU,TLS;,;+A M:09J+E!24[, T3!/)W+J?-GJ1,2@\<-7%D=22JR*013<'RP$WS0$ABG!M!P)NM,YZ-80.4^%;R!8!G_>HS5 %Z8BK U2FC#<#<CVK=7G!5+RN7"Z,JUE M/JUPA2V(XU3.BN; 3^JJ^JLV_"AG|I M^(D8:M!L!N)2>$W)Y0V>ZCQ.&=$(+7X8PMSS?@Y$&4M0J&E(%LG&@+7$,M40BSJ(1Y9R'R M^2=XM(CV4SZ=?0F=?6&N)K;"MQ<BMCGJ;"B!-=BMD&A&%PJHQ=QA/PUD6))-N.)F)%? M\JHM-T?](M1@+M/2R=\#4LYL\?&A**PD)R!19"51?+:=A$.)++"HP]|DR;7U M.VX&M9L3]&=(O'ZRH 2WH0>8! MC|\,SNPA"G57Y2', !GIV[@K:4;$4(2>+_J7J;:?R):+7,JTA+I*&>FX+H60 M3:7?>F(CKCEX@PI;B6PUJ:HZT@I*4NKDWY;@'!=|A_C*DHK0CG'XD,:1.SM<M,Q=1\JOIL"U>(BVBT@I2D$U'/14\USR+I'+(6Q][CX>TL17",IC!AO\YB" =V4+) :LT'I"7I M47(X)^^":%RXLAO/('DO&_'B^2F4SWYGB_4JX2CK8SMT9!.3+8HC:03';ET. M*R@/Z]_V74Q%X1HEK6'RF>S;Y9+0>-D!D"'!D1.71D7I8Y!.#*9@9RK:=AHG\ M_OVO%<++#R[]\:L\NF[WW.TAB9CKTHT^\S&KN,'VSTFUL>F L(H;,CPKOL2 MC0>_8*.9;'60AJKRR#?>F.+.],Q M35.(%)&/>Z6;%KSK_"*_"@|\B <@PQDX:MZ_U]DCM76U%B3B$$/@M *T@)NI M!3(>';O:.D8AV@B^/5QPFF7-]:F-8D6YWNVY'-6EU=:G0K7%$3]>KBH8/9<MOGD"N1,?TKN_*=97_"_4V[:)%,18RVUX>N08YG_PM-Z*93B;:VCK0,]JE_57M8'$1)S14_()+EG55UON!P9/@BV]D2LXX^W&<3$[.?9 M.':.SJ-=HN)@1=;EAF?&M60CMID7 VQF+@#N4HK[.!RX#,,^3!F>8RG['E>,GMCS\|/GG^HGCQZ:=|&HNC5,"##4M<2[=%8[*0'#RZ?9 MY<&R8<$V-N&3,E,F2@L V%QZ$8M_8X*C^:(DIG?LQ[R\F'VO%$TM=3LDG@CN/S=\BGHE _,4AC !C?1CM1|}9V|W)1%3^<7"#Z$X5,] CZ^.GE-A>O%!9>P1T0YE# *&,@(IE2DS$F>L M6+ 6$O65}++HO>++E?3-#*N#H67U(I0U"66BYB*IHVJ-8|H#@(9[,5AJ44[6Y3MZXV$JH|G/.W!U:\\6GRS'\A?*|*8*#69M.4**&1.VUTENB^.A?<(NZ.D% F' M%$KD5!9E!{6N$TQ6>($HX7@QA &AS<'K-C@N]-JT^]\I?CD5F/W+|-!GI&5& MN(!,|:N& [Y*9"Z[^Q3!+PKO+.2OPCZ!G%OX'UDWMR /3IF"""Q$@IF6SV7)V M/S>KPLT"XF\X@AL$:((X6*]XS657$AF868?S1VVR(WOPPF1GB]*G$R%)-F"6(-M2=,*TN UHRF4+%O+R-S$YG_\A] ,L@%.'I!!M0;@7U=+>3M;B?T/<'@B #$C'Z;/@M+$RFDOI^J!.*YPX\6$=W)\==X0!I M!D;@Z17GQI0A\NFIDJ@TE;UY$+5P_V$W\V$TR6{;)OQ$OXKB>F*ML%K4@>)F'<6A?BQ;Y6E>@O.(6A_7$/+K=|/+TO$15/YM33L9A!V::^<5P<3B MUJ>OE=W)^KB?_[N>?VSY(Z=]0PU"A'X7VAVJ"-<D8_-N=P@/](X3>M?]MV>ZR&:J1JT++;O'@DT\63__UV3_5(_%T]_%&.<^QOB59_FJ7%&W3FUZ(3.'MEL5.G$NA6Z0@[^*29;_0'U\N_K'OA_WVU8H6G M^JG|@ @2O+QAKLOV>%2@_5,. =7H<7^-/8SRS:.65F1)1'DM,TBSK#:FN MCS_K.B_Y^_-R>]*Z];Z\?K*/WR#R O>7Y)T'H#Y(@')>(}%^?0 !.TW0_CONR, MZ,8*$"\6.:+!U_]^?S;AS|SZBSP?O_4%0L9N=N\#;/Y*V=^U\TMZ@I*F>MUV8#:=K4;PIH$H2;T@'LI8O!TN2T'Q@17Z#K\L/"+GXBL@)KGK6/5Y[@"4B'2Z#.VUSG[7@K(3D+QA0%*MJ4;,# M7%5[]*0:SM;/O>R?V2O'OG"[MY6OK;=8!D_$0&GF4&.OD)FAM83|:&$J%X MJ;_OPTI4CC+(2:UXBPYR%T?"_*$;F!,$A _-A/PXK1IZ)M@$7;S=45!N2AV;) M<.!Z.CK>K3O;0@8#E9+/H4T9BCS,#X$R9N-:A4A-D+PN//>*"=#:QM'9T"8G MYB/9*+C0U^^DE/)RA6%[$PO1+[D&|^3S9_0*J?[I4'ZG8>%GGU,TLS;,;+A M:09J+E!24[, T3!/)W+J?-GJ1,2@\<-7%D=22JR*013<'RP$WS0$ABG!M!P)NM,YZ-80.4^%;R!8!G_>HS5 %Z8BK U2FC#<#<CVK=7G!5+RN7"Z,JUE M/JUPA2V(XU3.BN; 3^JJ^JLV_"AG|I M^(D8:M!L!N)2>$W)Y0V>ZCQ.&=$(+7X8PMSS?@Y$&4M0J&E(%LG&@+7$,M40BSJ(1Y9R'R M^2=XM(CV4SZ=?0F=?6&N)K;"MQ<BMCGJ;"B!-=BMD&A&%PJHQ=QA/PUD6))-N.)F)%? M\JHM-T?](M1@+M/2R=\#4LYL\?&A**PD)R!19"51?+:=A$.)++"HP]|DR;7U M.VX&M9L3]&=(O'ZRH 2WH0>8! MC|\,SNPA"G57Y2', !GIV[@K:4;$4(2>+_J7J;:?R):+7,JTA+I*&>FX+H60 M3:7?>F(CKCEX@PI;B6PUJ:HZT@I*4NKDWY;@'!=|A_C*DHK0CG'XD,:1.SM<M,Q=1\JOIL"U>(BVBT@I2D$U'/14\USR+I'+(6Q][CX>TL17",IC!AO\YB" =V4+) :LT'I"7I M47(X)^^":%RXLAO/('DO&_'B^2F4SWYGB_4JX2CK8SMT9!.3+8HC:03';ET. M*R@/Z]_V74Q%X1HEK6'RF>S;Y9+0>-D!D"'!D1.71D7I8Y!.#*9@9RK:=AHG\ M_OVO%<++#R[]\:L\NF[WW.TAB9CKTHT^\S&KN,'VSTFUL>F L(H;,CPKOL2 MC0>_8*.9;'60AJKRR#?>F.+.],Q M35.(%)&/>Z6;%KSK_"*_"@|\B <@PQDX:MZ_U]DCM76U%B3B$$/@M *T@)NI M!3(>';O:.D8AV@B^/5QPFF7-]:F-8D6YWNVY'-6EU=:G0K7%$3]>KBH8/9<MOGD"N1,?TKN_*=97_"_4V[:)%,18RVUX>N08YG_PM-Z*93B;:VCK0,]JE_57M8'$1)S14_()+EG55UON!P9/@BV]D2LXX^W&<3$[.?9 M.':.SJ-=HN)@1=;EAF?&M60CMID7 VQF+@#N4HK[.!RX#,,^3!F>8RG['E>,GMCS\|/GG^HGCQZ:=|&HNC5,"##4M<2[=%8[*0'#RZ?9 MY<&R8<$V-N&3,E,F2@L V%QZ$8M_8X*C^:(DIG?LQ[R\F'VO%$TM=3LDG@CN/S=\BGHE _,4AC !C?1CM1|}9V|W)1%3^<7"#Z$X5,] CZ^.GE-A>O%!9>P1T0YE# *&,@(IE2DS$F>L M6+ 6$O65}++HO>++E?3-#*N#H67U(I0U"66BYB*IHVJ-8|H#@(9[,5AJ44[6Y3MZXV$JH|G/.W!U:\\6GRS'\A?*|*8*#69M.4**&1.VUTENB^.A?<(NZ.D% F' M%$KD5!9E!{6N$TQ6>($HX7@QA &AS<'K-C@N]-JT^]\I?CD5F/W+|-!GI&5& MN(!,|:N& [Y*9"Z[^Q3!+PKO+.2OPCZ!G%OX'UDWMR /3IF"""Q$@IF6SV7)V M/S>KPLT"XF\X@AL$:((X6*]XS657$AF868?S1VVR(WOPPF1GB]*G$R%)-F"6(-M2=,*TN UHRF4+%O+R-S$YG_\A] ,L@%.'I!!M0;@7U=+>3M;B?T/<'@B #$C'Z;/@M+$RFDOI^J!.*YPX\6$=W)\==X0!I M!D;@Z17GQI0A\NFIDJ@TE;UY$+5P_V$W\V$TR6{;)OQ$OXKB>F*ML%K4@>)F'<6A?BQ;Y6E>@O.(6A_7$/+K=|/+TO$15/YM33L9A!V::^<5P<3B MUJ>OE=W)^KB?_[N>?VSY(Z=]0PU"A'X7VAVJ"-<D8_-N=P@/](X3>M?]MV>ZR&:J1JT++;O'@DT\63__UV3_5(_%T]_%&.<^QOB59_FJ7%&W3FUZ(3.'MEL5.G$NA6Z0@[^*29;_0'U\N_K'OA_WVU8H6G M^JG|@ @2O+QAKLOV>%2@_5,. =7H<7^-/8SRS:.65F1)1'DM,TBSK#:FN MCS_K.B_Y^_-R>]*Z];Z\?K*/WR#R O>7Y)T'H#Y(@')>(}%^?0 !.TW0_CONR, MZ,8*$"\6.:+!U_]^?S;AS|SZBSP?O_4%0L9N=N\#;/Y*V=^U\T MZ@I*F>MUV8#:=K4;PIH$H2;T@'LI8O!TN2T'Q@17Z#K\L/"+GXBL@)KGK6/5Y[@"4B'2Z#.VUSG[7@K(3D+QA0%*MJ4;,# M7%5[]*0:SM;/O>R?V2O'OG"[M Y6OK;=8!D_$0&GF4&.OD)FAM83|:&$J%X MJ;_OPTI4CC+(2:UXBPYR%T?"_*$;F!,$A _-A/PXK1IZ)M@$7;S=45!N2AV;) M<.!Z.CK>K3O;0@8#E9+/H4T9BCS,#X$R9N-:A4A-D+PN//>*"=#:QM'9T"8G MYB/9*+C0U^^DE/)RA6%[$PO1+[D&|^3S9_0*J?[I4'ZG8>%GGU,TLS;,;+A M:09J+E!24[, T3!/)W+J?-GJ1,2@\<-7%D=22JR*013<'RP$WS0$ABG! M!P)NM,YZ-80.4^%;R!8!G_>HS5 %Z8BK U2FC#<#<CVK=7G!5+RN7"Z,JUE M/JUPA2V(XU3.BN; 3^JJ^JLV_"AG|I M^(D8:M!L!N)2>$W)Y0V>ZCQ.&=$(+7X8PMSS?@Y$&4M0J&E(%LG&@+7$,M40BSJ(1Y9R'R M^2=XM(CV4SZ=?0F=?6&N)K;"MQ<BMCGJ;"B!-=BMD&A&%PJHQ=QA/PUD6))-N.)F)%? M\JHM-T?](M1@+M/2R=\#4LYL\?&A**PD)R!19"51?+:=A$.)++"HP]|DR;7U M.VX&M9L3]&=(O'ZRH 2WH0>8! MC|\,SNPA"G57Y2', !GIV[@K:4;$4(2>+_J7J;:?R):+7,JTA+I*&>FX+H60 M3:7?>F(CKCEX@PI;B6PUJ:HZT@I*4NKDWY;@'!=|A_C*DHK0CG'XD,:1.SM<M,Q=1\JOIL"U>(BVBT@I2D$U'/14\USR+I'+(6Q][CX>TL17",IC!AO\YB" =V4+) :LT'I"7I M47(X)^^":%RXLAO/('DO&_'B^2F4SWYGB_4JX2CK8SMT9!.3+8HC:03';ET. M*R@/Z]_V74Q%X1HEK6'RF>S;Y9+0>-D!D"'!D1.71D7I8Y!.#*9@9RK:=AHG\ M_OVO%<++#R[]\:L\NF[WW.TAB9CKTHT^\S&KN,'VSTFUL>F L(H;,CPKOL2 MC0>_8*.9;'60AJKRR#?>F.+.],Q M35.(%)&/>Z6;%KSK_"*_"@|\B <@PQDX:MZ_U]DCM76U%B3B$$/@M *T@)NI M!3(>';O:.D8AV@B^/5QPFF7-]:F-8D6YWNVY'-6EU=:G0K7%$3]>KBH8/9<MOGD"N1,?TKN_*=97_"_4V[:)%,18RVUX>N08YG_PM-Z*93B;:VCK0,]JE_57M8'$1)S14_()+EG55UON!P9/@BV]D2LXX^W&<3$[.?9 M.':.SJ-=HN)@1=;EAF?&M60CMID7 VQF+@#N4HK[.!RX#,,^3!F>8RG['E>,GMCS\|/GG^HGCQZ:=|&HNC5,"##4M<2[=%8[*0'#RZ?9 MY<&R8<$V-N&3,E,F2@L V%QZ$8M_8X*C^:(DIG?LQ[R\F'VO%$TM=3LDG@CN/S=\BGHE _,4AC !C?1CM1|}9V|W)1%3^<7"#Z$X5,] CZ^.GE-A>O%!9>P1T0YE# *&,@(IE2DS$F>L M6+ 6$O65}++HO>++E?3-#*N#H67U(I0U"66BYB*IHVJ-8|H#@(9[,5AJ44[6Y3MZXV$JH|G/.W!U:\\6GRS'\A?*|*8*#69M.4**&1.VUTENB^.A?<(NZ.D% F' M%$KD5!9E!{6N$TQ6>($HX7@QA &AS<'K-C@N]-JT^]\I?CD5F/W+|-!GI&5& MN(!,|:N& [Y*9"Z[^Q3!+PKO+.2OPCZ!G%OX'UDWMR /3IF"""Q$@IF6SV7)V M/S>KPLT"XF\X@AL$:((X6*]XS657$AF868?S1VVR(WOPPF1GB]*G$R%)-F"6(-M2=,*TN UHRF4+%O+R-S$YG_\A] ,L@%.'I!!M0;@7U=+>3M;B?T/<'@B #$C'Z;/@M+$RFDOI^J!.*YPX\6$=W)\==X0!I M!D;@Z17GQI0A\NFIDJ@TE;UY$+5P_V$W\V$TR6{;)OQ$OXKB>F*ML%K4@>)F'<6A?BQ;Y6E>@O.(6A_7$/+K=|/+TO$15/YM33L9A!V::^<5P<3B MUJ>OE=W)^KB?_[N>?VSY(Z=]0PU"A'X7VAVJ"-<D8_-N=P@/](X3>M?]MV>ZR&:J1JT++;O'@DT\63__UV3_5(_%T]_%&.<^QOB59_FJ7%&W3FUZ(3.'MEL5.G$NA6Z0@[^*29;_0'U\N_K'OA_WVU8H6G M^JG|@ @2O+QAKLOV>%2@_5,. =7H<7^-/8SRS:.65F1)1'DM,TBSK#:FN MCS_K.B_Y^_-R>]*Z];Z\?K*/WR#R O>7Y)T'H#Y(@')>(}%^?0 !.TW0_CONR, MZ,8*$"\6.:+!U_]^?S;AS|SZBSP?O_4%0L9N=N\#;/Y*V=^U\TMZ@I*F>MUV8#:=K4;PIH$H2;T@'LI8O!TN2T'Q@17Z#K\L/"+GXBL@)KGK6/5Y[@"4B'2Z#.VUSG[7@K(3D+QA0%*MJ4;,# M7%5[]*0:SM;/O>R?V2O'OG"[MY6OK;=8!D_$0&GF4&.OD)FAM83|:&$J%X MJ;_OPTI4CC+(2:UXBPYR%T?"_*$;F!,$A _-A/PXK1IZ)M@$7;S=45!N2AV;) M<.!Z.CK>K3O;0@8#E9+/H4T9BCS,#X$R9N-:A4A-D+PN//>*"=#:QM'9T"8G MYB/9*+C0U^^DE/)RA6%[$PO1+[D&|^3S9_0*J?[I4'ZG8>%GGU,TLS;,;+A M:09J+E!24[, T3!/)W+J?-GJ1,2@\<-7%D=22JR*013<'RP$WS0$ABG! M!P)NM,YZ-80.4^%;R!8!G_>HS5 %Z8BK U2FC#<#<CVK=7G!5+RN7"Z,JUE M/JUPA2V(XU3.BN; 3^JJ^JLV_"AG|I M^(D8:M!L!N)2>$W)Y0V>ZCQ.&=$(+7X8PMSS?@Y$&4M0J&E(%LG&@+7$,M40BSJ(1Y9R'R M^2=XM(CV4SZ=?0F=?6&N)K;"MQ<BMCGJ;"B!-=BMD&A&%PJHQ=QA/PUD6))-N.)F)%? M\JHM-T?](M1@+M/2R=\#4LYL\?&A**PD)R!19"51?+:=A$.)++"HP]|DR;7U M.VX&M9L3]&=(O'ZRH 2WH0>8! MC|\,SNPA"G57Y2', !GIV[@K:4;$4(2>+_J7J;:?R):+7,JTA+I*&>FX+H60 M3:7?>F(CKCEX@PI;B6PUJ:HZT@I*4NKDWY;@'!=|A_C*DHK0CG'XD,:1.SM<M,Q=1\JOIL"U>(BVBT@I2D$U'/14\USR+I'+(6Q][CX>TL17",IC!AO\YB" =V4+) :LT'I"7I M47(X)^^":%RXLAO/('DO&_'B^2F4SWYGB_4JX2CK8SMT9!.3+8HC:03';ET. M*R@/Z]_V74Q%X1HEK6'RF>S;Y9+0>-D!D"'!D1.71D7I8Y!.#*9@9RK:=AHG\ M_OVO%<++#R[]\:L\NF[WW.TAB9CKTHT^\S&KN,'VSTFUL>F L(H;,CPKOL2 MC0>_8*.9;'60AJKRR#?>F.+.],Q M35.(%)&/>Z6;%KSK_"*_"@|\B <@PQDX:MZ_U]DCM76U%B3B$$/@M *T@)NI M!3(>';O:.D8AV@B^/5QPFF7-]:F-8D6YWNVY'-6EU=:G0K7%$3]>KBH8/9<MOGD"N1,?TKN_*=97_"_4V[:)%,18RVUX>N08YG_PM-Z*93B;:VCK0,]JE_57M8'$1)S14_()+EG55UON!P9/@BV]D2LXX^W&<3$[.?9 M.':.SJ-=HN)@1=;EAF?&M60CMID7 VQF+@#N4HK[.!RX#,,^3!F>8RG['E>,GMCS\|/GG^HGCQZ:=|&HNC5,"##4M<2[=%8[*0'#RZ?9 MY<&R8<$V-N&3,E,F2@L V%QZ$8M_8X*C^:(DIG?LQ[R\F'VO%$TM=3LDG@CN/S=\BGHE _,4AC !C?1CM1|}9V|W)1%3^<7"#Z$X5,] CZ^.GE-A>O%!9>P1T0YE# *&,@(IE2DS$F>L M6+ 6$O65}++HO>++E?3-#*N#H67U(I0U"66BYB*IHVJ-8|H#@(9[,5AJ44[6Y3MZXV$JH|G/.W!U:\\6GRS'\A?*|*8*#69M.4**&1.VUTENB^.A?<(NZ.D% F' M%$KD5!9E!{6N$TQ6>($HX7@QA &AS<'K-C@N]-JT^]\I?CD5F/W+|-!GI&5& MN(!,|:N& [Y*9"Z[^Q3!+PKO+.2OPCZ!G%OX'UDWMR /3IF"""Q$@IF6SV7)V M/S>KPLT"XF\X@AL$:((X6*]XS657$AF868?S1VVR(WOPPF1GB]*G$R%)-F"6(-M2=,*TN UHRF4+%O+R-S$YG_\A] ,L@%.'I!!M0;@7U=+>3M;B?T/<'@B #$C'Z;/@M+$RFDOI^J!.*YPX\6$=W)\==X0!I M!D;@Z17GQI0A\NFIDJ@TE;UY$+5P_V$W\V$TR6{;)OQ$OXKB>F*ML%K4@>)F'<6A?BQ;Y6E>@O.(6A_7$/+K=|/+TO$15/YM33L9A!V::^<5P<3B MUJ>OE=W)^KB?_[N>?VSY(Z=]0PU"A'X7VAVJ"-<D8_-N=P@/](X3>M?]MV>ZR&:J1JT++;O'@DT\63__UV3_5(_%T]_%&.<^QOB59_FJ7%&W3FUZ(3.'MEL5.G$NA6Z0@[^*29;_0'U\N_K'OA_WVU8H6G M^JG|@ @2O+QAKLOV>%2@_5,. =7H<7^-/8SRS:.65F1)1'DM,TBSK#:FN MCS_K.B_Y^_-R>]*Z];Z\?K*/WR#R O>7Y)T'H#Y(@')>(}%^?0 !.TW0_CONR, MZ,8*$"\6.:+!U_]^?S;AS|SZBSP?O_4%0L9N=N\#;/Y*V=^U\T MZ@I*F>MUV8#:=K4;PIH$H2;T@'LI8O!TN2T'Q@17Z#K\L/"+GXBL@)KGK6/5Y[@"4B'2Z#.VUSG[7@K(3D+QA0%*MJ4;,# M7%5[]*0:SM;/O>R?V2O'OG"[MY6OK;=8!D_$0&GF4&.O

G<&I;>N]%6SP=I]9 1-6;UDS4[TA9A M_=0)#!{EMJZ]fX[`>N34GS_,);<7U+[2|ENEN#=/%FGS]XZ25MZ5BMQP W+ M.0O5A+-X^>]&VUE$ E$/T-V*VF48,5HV==1I6'"A"22GJEV17IL@I&S 2&(M-M>8F]C4:V-19SX@&%>\KP`\!=Y>4@?9UL$I,XOO#;!%L7G8*KSM+6"-#G;(/`MY46"YX#T>0--R+#3#;@,A"D8&===+VFR(TEG3\>MXEU;=-+\73!,S@7);!%,(`M@A"#"V;Z(K*9,4SQ$DX'G*;+++]9(G8(M(\2OA M^Q6>]P!\%"40BK V/<$BX_ODEG ZYPL9S*GF+IPR'-/U4<<:IE[_^*<(@H@-ME=RPL0XUR300V#LEB! ^%#+@UG+TB.\W9RV)-666DN0UKLLB!W!M4436>-5 /LTXH(O M!8@G3\,N"!'-C[T0U VT1NG[E-Q&;SW2RE1O[!NV0C;3F3BA9EVQG"O9B&5KC/MP_^[!%N0E M'.,L,<{%IOBOH +/]B$V#=M=>Q) 8X0Y^BI.+D_50@=5UW3JN"H>3B119C%] MP=3$3*U9=Z[U0Y^%V.^4V<46O&8N6FW,!L<6Q7)NWF\(:38/6-NEO]>!$*, M9;%09C-3\2CKU.A'8SHPC3N8*=TO>B+!&*& IO\P%Z9*Z,D3GKKW46^Y)"BQ M]+!?15A_[WU;N_F7^E;JG#,!]G!A@)W-7E<'6)P!LJWI#:I=+!VQ7'(RN60 M0FPNM64.U$]1I-%51T!8(\&JL,=,F!^NS=%H(1>PP#Y9++WE$5*RX>)C& MKHA&LIX,:N.]1KQ\0D8#(XG*H0\GG(&4>ER$+RL>+*>M=MPM1Y#?8(@OO M#*RUPD:B^.K:ZPJTTUP*.M?6FD$HM-MTJIY(CAB3)%-+^H$F;H@TC@EQ>]X7(V;]^/G5+;]B/&05#7C&P#BQ@A,&!V M')+;<&9TRY0M"\;D"ZSU2BU!_JBR*4'5HAY2"]FB|Z'AR,9;IS>K@928,D[7 M-?/G/@>Z4>@M8T.$?X@#"9,EWTN42G=^1 FIS"D(\S!=Q6RNRT_QTL(W$.+OJ'/Q%[QD5-#8^BC&!WQ7M[<-MUQH^_YT!%7'Q\]?WUN]>7A*T/8R&*V-_1H;Z2M61X0CGE::B#T7]\^/]U:-K" M]_7K!-R=]V++#^IT++VY;84B]"G9QU$9U6F3G5#*", ^97D4EN9^3$&",8:`\L4 Ml/4C1&T9=/Y/]D,15#MJ8G-*^&&<) X,C04V`]!8'=C;E229QQC*?P^\KX M.LP'Z<);!VB$$;YJY"W'E1 MTN*$ZUX&D96=LBB_EPL5,2ET<,;5"6]17NM^<;,A:-RSS*G,E)/IG,N'VE%YLYEC]AY)C-?\7:ZHBGB.VF%>)BL;_4 M7Y5$O3%G-E(RG)G@=L>4V>)A_LV/;24CDM.@@-(E,]'74Z M'Y]]<[\"N6X4 X/,V!UU1XJ:RGTT_PPL*N61>I*1%E I_/>2@>,3QD37_?]P MSY^TKU-_0Y;/*R+#KS&/8\RW\I:MHK!DO"E9UGL-R6P*-)LI@FIH*69D!C53 MS#[/|N_ E S=5@ S.+E- T=(J.3R-)^T3YOZL@Q]D@Z1K!82.@O_R@F2U.-,ME\+'1;RA/TOEVL,PBKB@;JD5;,D^F0UU/*,?,WJ7]I>T-3+DT4H\,11T? M|!QP=^D6\F!8 AU)HD)[1"\ETTWH_[U]>B>]2B(_KB?@R1?T@<OG+P+7S0Q*4 MU_,3AROE&M M0E6)18H QC!A^%652[R293%&\ZB-FHQ"Z@PZA-(^U!\YFL!\ M(;]:&; DQ<1WK!G(2UG+9IG#17/GLW7#=1(4IO>>/Z:*MQ9UE#9R8&W*:*,3Z M YG\D€>K%IKP:'L\,$,+Y]_,PG3&$NT@W#ISN4%IMB5VY"9((^EID"-]CF&1 MI9+(OI!KM9\-ZT8(ZQ4Y^-WF0O_$"OCPA$)]'NQG+=1S/0|'54\ MU3?]J):(=*\DA*(R(,=B0FE<1CT5+4P&&#G^PYC9I3FEPENBS3"<\;+]RY;&;.\EJFW7#1 M)(%ZP!7/"L$68UHY0*50\ZQ;.AA*)<6K^3NV'Z<%)-,IRI53)NRCOI9^.U:$;Z (OS!=SL'>W;G?^,.XHP)3[KN MLH>8KJ"LWRKVO^LC7-?OMXZ"5^V6KI7[KY<^YDF/0G8KFFK>NLN:OO,'2O]. MB0L#%S(V9M#>>%Z_&;/'0_1-]DAG1LGK(V6%@GE#;(M^L M6RY#<;+UJCBKY/FH\^HU=5,=4Y&5C'"DS75L6=@P6AG0%XF^HN(_;9G# ANK M1B9R"@C7?PE5+,SHRNF7,>$EH(J%\MEF0,EN82!(NY\3O=")$%)2BH8 MH.Q7UJ^TB23NY%V[V5B60:5U=]?E8NSI96@V',+,@B#CD^4>?(:++[UB.C8# M9E-H;HDU">CHN2.0I80++U5J.Y@/K&JK9%V\U::4728A:2CJ!ZKE>&R8<&DQ MQ@'9J$;WPD;@!N[8(LG.0E2LC(+V3/(6MDOT8SRR,@C\4R@P]W#%9T=W/I M5D:>25%$1,J555Z!G,'$'WJQ,S2[TO&YH4#[5K$S"Z^UIHP,^/IHWAUC:,'G M*GL]\%@PDN8ER91?4[S"K7G-=LGL;&HRD3#++V$:B^OGI2 MJ'0JA^&!']N X*/<:TI63Z8IN'R8<)L!Z5^@-1.D(OX,'QC"#G(S-8TCA6#E M4IZ@OS2,%)"R(7^(O&]YZ4DB&O..!)RKA9>:.>7&$CA6:.G*+N3^R S*3\:@M% ^,#1>J9<2=D.-2&!EPY5\J*>NV6:W*.;73Q@C12&(IX%,.M_+W5;'2ZW=P_-1M.[N!%0SENH]G/?Z5HJ.+?V\UZ4O6D>%+:A_HSL3NS/)PJ M^)Y_>=72O407G/]SIFDV<"K_G'W.Z6P\YRZ^XY.F"303DXT#R&?O60S2_D-&%W5YWZ%& 8D:,6[+UD?-#V#$YF=WZT?B:@QKW-R&>9G?<0I1H#X^EC\@ZB*VJ! M>.B@+5FXI+=;R"L!"(H(_&Q[A)$DO3/%_/SP&D]\DUJEW.1*"J.OAW1KNLT MU@V[O_F^$EQ:R_=1G|3]<-_+@X UN!%^_5Q!/WIL'\M(.:6$0I<+GGA%P$6 MYF..^1,L=\,70];P9'7C6+YR'CKK[,,5VX]NFE4-1*AU]3N;- MIV:[UI:[S28G.]\?]>,L'_]$V[#K\HO%Q$,G)U?,G <=NX[=K.E8?3HVF[93 MT['R=&R5BH+/N/ ?=]$7:[XIVCZG4S..U]'_3,[[.C90*>=R;E*3 ^98@.%_M&8A5]W>]4[=[-+]=C?:]PQH.4>B#.<;*4+< Y)_9MN-U%*3V<-91H#4D=! M:AEQPE&0-;;\Q.??#-;2-R\'QTK>W.VN_4H%4)IE.NW_HR"+OM1K]4CEJ:B?M_E3I=V!^>6)V'4;@YJ(%2>BZY:*MA'6XI"J.TZKKG_8/V3RW3KM]82WX\$5=AN=`?.*BU315B.G])];D7^$]>Z$ MK)C=,,??:/9PJZX*&H QO#,CF]<@[,5(T9N(SZ[K8IGVVIR!-KK=]Q:SA*^G M81(W@ I36,#-#[;:=K_93'LOK'_3Q%+DMJ'#@ID|/1QHXX&W=/A2;=%X^W>V\R_-XKU_=[>R MWNG^WN]@T-QI.+U&)YU%EGNW3F)GAO[!:3U"?^&U:U[<4JIC)-1<5W,5H>MP-OM?L-5+II\"5SXF2.R=[?=.:*>S*)++A3/9E;:*=1DM]YMS8NUT6\6K5=H, MJFE$8@36)=QXH[7.F'HY!M:-6"2">,$AU<,YM)/0HQ=-X^S>,&BW;B3E1MO^_M*!N4+)9PEG$E7A*A.FL^SB\T!K>]DP(%[.YP]N^8UU8VC58V MA5;?E@CEU&$9'[MX]H($&Z\T;V$,NH.L_+R$]_QZ ELR4$'<2IF M'V*,N>4M083+AK8^*.?>Z-MEB)T,S6XX(;SNR9."G"FO/;$BYN7K?H9-A$/N M3:B^&V+C!Y@1];!@^U(Z)AMJ/*9IK-'9%C<4B,;\)\17&A,^A,U!]NR&UTL MTO;!=]YL*3;.(I]'&Q0<D@NQ?B:!.W*&34E7(1^32-S€);>SK;Q29L9AA;M6W9 MQS;E5C%KW4EP*W0K;^G0,91>?%W\>PD_)/Q?& M>_!?>$QP-&P_1X,H>1W<,D..L"/K)8>S]*LEZN*9XXC8M3-C[]4#3/KRG1+? M@4@!R8C\!KSW1?;NA?_\I.^]BL@*V>:.],L)AXVY-NW73W24/VH(ND+5;R)H(ML4IVHZQBV08>/1#@MLR6ZG+SX(4[8!@RIV PW1IM M_6,I8RFA+XS^<8QG*QF/G0'$"SU$_YGQ_9V_Y MRXJ"3]QE$=L@ KN1>^'FUY^X;2@?+0Z, ? ^EQUY;36P'TCM(SE@W')PL@Q&W MH46K1;E]9^%R?,E[]_G]86GQE5H0IE,T_-']8*=_)#Z#,^-%P+41^.:?"Y#= M06*GQQ_BJPI9X"O+!<6/466DN0KG//#6Q%O"#,T6'DW,N)0^=5;R49/PW* MMKA0N*FS.(-[:49I&B*Z@X-(TTU9F,Z@G#UW;DSGN<]Z42,O\APMC[!V+,Y MC%9KXJ'1]2AW?4E-,TFPP/RWWI%RVC^,N?K[P 5+`0.]9>-]N@[UNYVV)+ 5RE$AW>'HJI-YOPP?5)\D0) M-XJD5K% 46^&5/2^9^X"=E7,_23A,_6FY &R$++(4,MD&G*3R8H<^S_01T=B M<3RL<0T38I^&X9@;EVHN MEF*0,K:-]?J/IDIA^]L^ClVH(Q_XA Z"LBNJVTA(<:4;-%_\1)7^Y,7?)/^ MC0C)++#*F12 HFE"$-J2H"$!4L_^YA5IXY9K8F]S&D@ MO[>^-YC/UOD/Y(S[R!F[13\9K"4X#.P:Q\LTP';M,W4' H5 ""V#L5#_5LQ>G=N&[@(Z [C)(8?LM+C$HM*Y^1L$#/X@3\^C+(=N8JVJ9-/JAJ;JJ4R6]I23R&4-TGU"?;/3ZWSV M,*,M)[*^C/86DQIY5?QAGIBXIEUY35P@PVKV8S?#_ZH]OU.4;&3d-J/JL2^_U MOT!$(55EZ<%[B3",>^!-?IZ<2QF;68.VEN\DMZE|LI!S-S=/[A%T4^=1;IU@ M?F0FR*W1CA!S./Z)UX&QS7P1%G_E3_^G[S]IMVH(16RXL]ZW,+-^^?Y:+2S(M2-Q([T*,3X"$G]TI'T!?(:_<8O:')3,6,'MDJ84<,(.3_'FQ^SQU5<2OJ1"0GX;8B74?G:=F4PN!/B'MIAO()&\6& +GB1=_@=J3Y8"!0Z8'# MD'[P@/ PNC?Z1KD9HR7;3/ VG@BZ\N23>$K@)J8D$@]DJ6W]WKAIP*(H!VZ5 M>1DYC?Z*[^0=F>[.#'8$HX6WI%W'E@%KH6K+",P$KG9_X<.[54E)O.'C M#AIX+(T-FW.ZR);=?)H%Z21/YP"8^1H9UHT.N1,*A>XWU_|J"K O OE MCV$=)":=&U5C=AI+1SA(*W+.XF+F'AC[QM^D A^'(W8K:<,0K4D/4UJ,**YT MO&^8Q7;JCAE/*E'RVH8M3&+8QA%*-+!MPRA)+]W"+<:]M.7>L>=E#B^2]XKW MEW1/=5E3&!FS0T NW2(Y9()'1LU5?D;2KLV/ZGV/5V#9SZ7 I'?-.$-&S:%) MD \'$X!&\O*),OQYCSH&,!J*9$%.5VD.2OJ9 MBU2IS6&;.XN*>D>/CZ58)3ACBZO@#*=U&8H1BJ/7K&GI/L.!87(<\#>-<;H MZ0T72)P7$#U\LD]M^/BRY^\^>+M^\Y>OHWBJ!9?TFI',3 <=%85=;QKU_"Z7 MC?&P$HGJL_)6@3&6$>IC<*HE[^. F"8L4P+)|2*'"8DV68V>^198V9?J1?HN1E9\S&7GBQGAF-,!0S'\;XE!F2ZIY MXN=Y?JA/9R)@:&>A1HK97Q@>2MB@QK=2Q9_>_[[_X,;Q/Y(H,747_#5I9=L MF!2&A XS0I*\]2PI=21Y[0N9'$LY_R;P\@"]7#+V 19D3-*FN M-YC$^4-7'"5S/NX>D=>(L7]3 ?$YR759EI,* J":\@[),#7&";T%2;/_I)G= M<3A) !DDM2N7WNL:D%"5VFX2%[$[L3!5=O$4RUI3E+'G79V)(E2[/SP(SD/^T@5X8I,Y^V MQ(!]6%V"H8.,8L(*"5]I6R<_7%GCR+]30]Z&L/N7DMW!3,6\%/+O#9?^,)SY M<+I26WH:@.(AIV)+1R[PW/ID)>&M-PWO,\2=*W%&_^0.,W]92S7'E'K"BWFB*D,+E4[=A]X%MZDQYT^1[!XUL>M-6Q/\?H9X)XF\BO#SDQ*G(-90IX= M>A3S/LA+ME5XF>B%\AP! (&5!P8Q>BZ=")+:N]!?S2*6M3O!01HR1)LL?P/] M:X9W%.97YS>%34'3((#Q&GG-$M/1#1.8PXZPV4?#86S0?6OX5'?+*DB! ?-M3EDK[F%![(R$ "XANI/.,6:RB>%*#<_):^3A'-/TB?]6.?)F=48-%MC6XH) M0#8J4G!$5KBQ-7BW8"O3KQ(7:1F!KJVCOKT&A$-/7WWB?$BS1]IJ'].!.= M]"'QXQ,I62C\F'G.*/Q?9QQG%N ,Y458B^QT.!\5J5\B;M?/JAEIY/NM:M M>Z\55$[ZV?(@A>E1H4RX#RS*XCX+F69F+OB^YVLK.87MJBP!+(UP)+/H#75]G:X24+,U_Y#0W(YUZ M'"KLQ,_FOZ3>1]O,L7W(9@+>T?;#;&?K#$AIRG"=OID8J^:0&A1ZMOR6LN!D MCAEC5DB^Y/O;W!GRG&%FYY+"B<"+[^'2H Q+!Hf((6"%|-7RY_JA2.V*\LN7 M$!,%AKA9C0.!BJE:HFH/AIQUD:7'9_CJ;ZRIFJ K-;1^0X^RTI5U:9.D^;.G MQECJ@PUTQ#4B;7 M.8ZSLB?O$_$&;!0(,.M"LLMK&R_%GSWN_F9+@!=;Z9>?S99!.O97O.-5> M^4]DGNLM&@B(G"F&B)B$[N&E'T_YSM.#*/-"]9-AQ-E+,,;M4>)]_7;4]6HD M1%ZGE:#A/2=;0>VG\$,=)]>C*[3?U!FC&^C(%F]]G\'C"-M%IOYWP0E->! 89)3^XP_ &A%\AMMXR*OE3';K%,9L]$'Q:S5WD_^7E MYM1O.+VRS:G;&'2WG^#'=-1V.AO/O4B_U^Y#EV!1A_%4AA_8+WA0I0UXQS<= M*2L7B"C*"5TR;(4^HM=GO1^M]? UPL_OQQ,W6<845V+7'[4!E3!5=O$4RUI3E+'G79V)(E2[/SP(SD/^T@5X8I,Y^V MQ(!]6%V"H8.,8L(*"5]I6R<_7%GCR+]30]Z&L/N7DMW!3,6\%/+O#9?^,)SY M<+I26WH:@.(AIV)+1R[PW/ID)>&M-PWO,\2=*W%&_^0.,W]92S7'E'K"BWFB*D,+E4[=A]X%MZDQYT^1[!XUL>M-6Q/\?H9X)XF\BO#SDQ*G(-90IX= M>A3S/LA+ME5XF>B%\AP! (&5!P8Q>BZ=")+:N]!?S2*6M3O!01HR1)LL?P/] M:X9W%.97YS>%34'3((#Q&GG-$M/1#1.8PXZPV4?#86S0?6OX5'?+*DB! ?-M3EDK[F%![(R$ "XANI/.,6:RB>%*#<_):^3A'-/TB?]6.?)F=48-%MC6XH) M0#8J4G!$5KBQ-7BW8"O3KQ(7:1F!KJVCOKT&A$-/7WWB?$BS1]IJ'].!.= M]"'QXQ,I62C\F'G.*/Q?9QQG%N ,Y458B^QT.!\5J5\B;M?/JAEIY/NM:M M>Z\55$[ZV?(@A>E1H4RX#RS*XCX+F69F+OB^YVLK.87MJBP!+(UP)+/H#75]G:X24+,U_Y#0W(YUZ M'"KLQ,_FOZ3>1]O,L7W(9@+>T?;#;&?K#$AIRG"=OID8J^:0&A1ZMOR6LN!D MCAEC5DB^Y/O;W!GRG&%FYY+"B<"+[^'2H Q+!Hf((6"%|-7RY_JA2.V*\LN7 M$!,%AKA9C0.!BJE:HFH/AIQUD:7'9_CJ;ZRIFJ K-;1^0X^RTI5U:9.D^;.G MQECJ@PUTQ#4B;7 M.8ZSLB?O$_$&;!0(,.M"LLMK&R_%GSWN_F9+@!=;Z9>?S99!.O97O.-5> M^4]DGNLM&@B(G"F&B)B$[N&E'T_YSM.#*/-"]9-AQ-E+,,;M4>)]_7;4]6HD M1%ZGE:#A/2=;0>VG\$,=)]>C*[3?U!FC&^C(%F]]G\'C"-M%IOYWP0E->! 89)3^XP_ &A%\AMMXR*OE3';K%,9L]$'Q:S5WD_^7E MYM1O.+VRS:G;&'2WG^#'=-1V.AO/O4B_U^Y#EV!1A_%4AA_8+WA0I0UXQS<= M*2L7B"C*"5TR;(4^HM=GO1^M]? UPL_OQQ,W6<845V+7'[4!E3!5=O$4RUI3E+'G79V)(E2[/SP(SD/^T@5X8I,Y^V MQ(!]6%V"H8.,8L(*"5]I6R<_7%GCR+]30]Z&L/N7DMW!3,6\%/+O#9?^,)SY M<+I26WH:@.(AIV)+1R[PW/ID)>&M-PWO,\2=*W%&_^0.,W]92S7'E'K"BWFB*D,+E4[=A]X%MZDQYT^1[!XUL>M-6Q/\?H9X)XF\BO#SDQ*G(-90IX= M>A3S/LA+ME5XF>B%\AP! (&5!P8Q>BZ=")+:N]!?S2*6M3O!01HR1)LL?P/] M:X9W%.97YS>%34'3((#Q&GG-$M/1#1.8PXZPV4?#86S0?6OX5'?+*DB! ?-M3EDK[F%![(R$ "XANI/.,6:RB>%*#<_):^3A'-/TB?]6.?)F=48-%MC6XH) M0#8J4G!$5KBQ-7BW8"O3KQ(7:1F!KJVCOKT&A$-/7WWB?$BS1]IJ'].!.= M]"'QXQ,I62C\F'G.*/Q?9QQG%N ,Y458B^QT.!\5J5\B;M?/JAEIY/NM:M M>Z|55$[ZV?(@A>E1H4RX#RS*XCX+F69F+OB^YVLK.87MJBP|

M5FK#VTEH_*EE6XO(AU7#G.%% 7_=J<:UNX|HT%O?KAJ--K-]QBFJ|E.A23-#W"1WQA;>:PPY;=^%L"00<1SZ\MB,<<:9I',L;A\PZX<0*EQ%"9H^7HR1^BTD7-;F/0^Y.:TW$9FCA[Q!N>O T MKWQ\!XYJ ,Q L"Y^< >#H@#7Q.,1O3C]9.0E(@;^FGL^OBAFX@Y^ 7:.P@5_ M.PV7B2G^BP%@UACB16^[3\#&ZL2,PB5LRQ"V",3;*.$[.S+#?M,>LCW!,B!6 M/&@4LS|1)(+12NX* 38(V+1D&0G;$O%"C&!R0 *?SXKZB-PL^HUV-J"QTRZ@ M^!W,8HTSNZP*^]"7/;$DO KMO5SA+T!/D?AQ$!L M(@C_\BM-^UCP+$_+W&I1D54+2UA82R*?^%9;R"C%,"16/6K-U<+$]"CUVI' M.D3_4PF\DDX9\3R<9L/M;L?.]"=5\DEM^HXV!8UOLKH\'-!.5X\"Q6K(M\"3"RH#0PI+;]I>%2RK(5:X@H-19*Z;!0GLVGNZ9/O]F%*0Y*?W^Z MM.MZ9E6?V9%RJ3FDU"K=&;L1T9T_0F=,G!3W2S@PQ7.?/:I2X'J?S$9SC;T2 M!]"<_L#N#W92V)Z?!3(NZV:CZ>0 >M=L\21LT7'LIM,L)UN\^.[LD]*RN:X2 MDKO5M_O]&NF@3"1Q7P+DX-33Q_ 0+/-*XX6(]EM%]Z+180A+%U3[\U#F/%__M^(:\RH2:WT1Z400-K MN_:@VZL;&NZ2=-WK{(_.\OC&AL^/4U5BAR8_GLVMWJA#M,JI27_:9RCK.?R MR=]X';56L_SWH]MJVUVG6Y_C8V$Q6O:@=^@]61=PL[QNVMVSQU.H'K'< ROM MS^9V?;&S+_-G(GSNVEK]'B&B]6]:JSLE]U.@=EU!]U[7=['3L3N=0 ;%F MG;-EG7ZW;:<'3LTX3QD0V6O))6029P 2IGN@5V7'==<.EQ>OG#'I,G3// RZ? MA/G9]* H@6/@X8+J7>[!UWN3E[8Y?FO1:?1__&T-[T,>]PKPQYOV\5#AS[Z M^SO7^;?6*V'Q0!V'K#L\$5-W'\%2/&?Q)D 5E'5L0^W$2HR=[,,.EX=]@C"]@ MLBN*48M_+_T%%35O1*SIU3LQ@Z'\5B)&TP!F?+NR+?%[-%LB'3:>'WD+JA_|MC]#5F+/+92RL.)PD]UXDDQ2MA>>/]4[:BZ<[USN^;&5@)LMR#>2AU6\,+%5[M7,,Z'(O5'PGKX#1<312SEGOLPW%()"&].]Q; !E[OUD2B7)<$!&(HZ1BK)*-M6-?RXB*=WEN-|&! "<2VA9P,:VAF!Q:+&DO@(X9ZG"F_ MT N'6!%S\6L&:RP2X)6:1.A.0XAMO=N^M8M0: 3M.R'<2L?6,V>&QH&6 7+7TY58X3"LY@+T1CD0V7!V>4O, E9/9M_S5$U-NZ4G=LZ,JP MIC!3X..Y_QUOB3L8%C7X2_@$,KR\[_3*:H"_,%%Q.*+X/[%=;YG_9>N^@_? M%R*(USLCE95[.LL8&\L0P4$'N7=<@00EY46:%L!N MHV^70YH@?A0FS6:&7$!%S9&RWF(%NIVH6UU.S_FH=4HI)JB<[!]J[GC]!>%5 M(R) #JB^B#YC#9=@"5KJQH&79B$HH@\03ZUC%_K96]96%1EQX\T$"\)?O>B;M(/5=B8=BJ)=2\66ZA+E>0@X]DG7;,S35QTH%@GPBL!ST M6:ZG$TU7[)-$,_MJB]=09!+RQDE.T]!\)#,M=0@2.8P0LPS\5V,EB@J-*#7!JRAU!C,:<4YW*>GMRN+L82WZI2V>K_X<%O$;&-92PKD7%\"VBT0ZV+?8:N2@-*6^Q7+P8:O1:RF3 MJ=/HY[XD;CW(E H%2>A\P^IS3JB=KVHQQ91>!MY\PSVVT_7O_QBO??O[E;6 MNS!"&QCNJW?T^!H[&]JRH8BR4Z-A?5F;2BKMB/';@Q^1O]O]K;*

MZ;) @Y9H-V]CN2D_^3Y5ZP29">8^Z\FPG-K#HJ M.]0\F_@8RFDD1N%M0 &,S9E713_]600B@CGC]ER-Y\#9<1(1.U?,BC47XF47-M4F3'!DVG7:VLEE N]QKM'9T"DL;!N 5LJ080W5'.(VG?B2#.0JY%6A^6\Q; MJ2J?Y3BQP.QCK*-"H06J/K.%[-P)40-VWTTQNCE,T84WL%U'1*4,%#56XY! MC8KI)MH:'\L/8ZGX7BKB\5E&)T[(<*DI>C05K)-+T0/4*_KKFH95J\O'#$@ZMC6;1\9M@.)RD)M,HT"(6;9P)@6L>I#*V[[9=V[U+]-K_=SYO)!]9D0W-^.^//(3ZQ>ZAJK!G3O>(E-ZWDF0V_F\2-B"6_TIZ6/8XR\;@F5C]#>0G\6P[+3M2"0W7J#XB7%]LZNQ#JP[50BLQ_"1W@#JN3+2&*MQEK=C#;T=XB.&;Y0MM"7O M4^MVU?6?? $!$Y3UQ -1@B.V7#'TFS0_TC:PIV%'B9K_X&82Y$;L)C5A-_MQ^:D)WAC O^$D7\+0?EPNBI9"O5)K*$O A1-2ESY&$9SRVE>_H-N"\/@]P,,64F>#0K64!46 M_41NY>L_" ;JV&\BJ0;,\K1].>U)&LLVNLTFL=-0]G?AT>[5%N+#^1&=AJM M@IY;VO*X]7PZ;6Q,0P^?-!B?'CPEU2W"2P<$37QH+A88@P-U5&9?PT!9^4 M2$,2^ D.3<#*X$>B+'(3.R ^?6,V>&QH&6 7+7%9$FT=]X"2QW9.-;?L MDHOO;NO'I],.62ZLZ1IKS=1D#[80X\[SK",]]KU'U?M>3>>"/,@)SG_M!E]E6QQ4[6. MI",V;=(%5>&.IYWR$S'6;C52"W%H:^9{0R)RGQHZAV>])(Q6U!<_>?/%V_>L MD<(JH(P9P!Y;[Y8)<]G?PR%HE%0B_-Q>JH69RA&V+%58#TY.?-PDN(;^8NJ[QLHWPT8R+#;!SH8!8%C<'/;GCF_XL0?Z;'PE8D/UKH(C,>R M_0KELPWK^YT]G$!Y^46P MN D["[6^@%0#,#E(3S3?SA$*_O@OK_QU[TW5X/_J?;=KH=K\U!=IQ1O],?`M-(>#YN!_G,:[ZH&3V,^6)#^1#RA?E/P6!I<_7UU!MCX]4'I7(.\X0B]++BF9< MT(4P\]H+B!S');Q&*UXN%C-F]9T,276>\3PN0!DD$P)YB-0+48 MDW.2=$C<3'A34'W?2$0)ZK6!VN7T.W.YR^3V'@L,; WQP@)NO[>1*^F^@MFH MI+$[;I9$8<9SASG)AJ.<#4G6*DR"C@%\>>L7>5US;X5]1L<^5OC1H9DB-7S8 MW" MXS2(#%6YF2[. +OYRDO50^,,;;JM;N"82O"(P&H^4PF[1(^(VO\FI"!BR! ^ MEL"''"DL@?&5P*GX5O>;=\XBD90*^"E+FWT#V99P%+%D/:MG2'"'Q(\0JDR%A;>*0KB.V PU;GM)@9O AOI M+F?Z_ NQ7. 8YY]["!O4+4YE04.$.,3UH(;D+]B 8+S^%_EE=2NL77KL"U$W M@K26Z1Y5V5->I&TD$O/JKB[6Q2;L*T%-E*4H<, ^EK-V1-TV,>7-X\ZL:-F;C M3'O6+=F6?(I=T#W.[|"U2'"'C"S><0]D?&CCZ$>F&0"QH?2E-V//CPVPQ$[65V;$]T:/>$'#;"]Cl,*W>.OE_VK_>6NPWTC5F]3V37], M1VRG4Z5VX_^U0S]:,_ 3Z&1=-_T^:M/OE]RJ75NG/9'ML/,^ND_;(2WONT?M MD%;U_MT/JRA-SBO*;8/ST*H>T2SDJ3%J=USXL?#3=V@Y\[Q0Q@NNW['=0=-V M>D?O;5>SSNFS3K/3M]O=?LTZ->OLM_YNV[$'G4'5<=!W7.T1FN-4H,/9'E+C M,:U>SJ!7W(X[^;C6)_4^ZGYQ@RX(H\Y+-.IZ;C7_:CQ^<^:S;??Z9+B_FD ML /ZT1#R=V2CK65)1[3O=P#5VF+?/P'J95VXCVN\OD'(LLNYQ_0P/V17B"IL MUF,:EL ;9K4&=]?9?XH+E%<[*-]->K-_9'HT]:),3K,[3O?IC0TK.9I EPQV M"CD\]?5=B;UJNT=WK)SH7H$Y.7@17\)S"YW?\A(KGJ;%]2EZSPXP64OI/7-L MISFP^P?[[O5DYU3IUU!D[7IO>/]GNK&>?4&:<#!E&SZYZ#DVRGOJ7'ZZ[] M.IUX=_4Q.XU^N=HF/^?J#^WN>91NS2?"/KV:?6KV.7 #>]U&NV:?%@:,_M^1JL1,/:)+/$07TTO#VUQ0?W;_L <#CCPVRKHJU.Y7R"N M*U.O>VY%[G'JHFD)/B4^=?L_N M=1^,?UP/S:MU^5AT=/%(_C\L#?T+#P(+@:]EXD_3 M@"D9>'19S!O;_V8O"DN$MGUGW/$UZN"V[Z[1K>!2%'D[3=CM[78E'H/N!A;.R2KB>5GY>YN;O M-J2,)\_M!.Q^;W^GR=%VY84TV?H$U"= N@T[?;O3[=0GH#X!9WH"+EHMN^?N M[%Y\X*>;O<^D?%Y1_\5SZ(IH4=8G9M95IYZ%6INXB)Z_D65N9_J*36[$)+3TE MUA<1A\MH=+S6R"^4Q'A%'+/9!?FYFWZ_^JO-;.(B/QCY"^R8RON+TTOSB^]% M)-)L6LZ*AO_T,"=-\I77'S^AT&_TQA8LDTX#^S=>?X,!=#E)(PN8X\;147) M?#3WBY@&Z3:?120>@%%QS$.Q'&7GW@=`T^^Q;[[76DFZ]T'KO.?5EZK0^\M=>&EK=RHC^]K8C9XN-%4S-;P/BGV-KF:O;S.!Z8U!.VKX?WYV$@5EB<_$TD MU@08#>]K$J8.XEZ@I4VH"^:"!@WF5),R1DF MHWLRT1U;:V-H3L;I>+X%1VG+K'/.XIJ.1V&T""E"8!C"HFQJ>^Q/X/Y-A"I. MPK.!K8YCD5RB!(6OI&NTK?DR%F;R"%^;]PT+&!!;%9G/H@;1G]+(BI76.VZ M57/L>TH=CLU-DT34"Y SC:VIF(UQ)V>(MLA-477G=+.?,#%NS_>PN#"M6* NS50!J^OB/YZ#)A(C/>,V1D9NRT"M+\RL$1\58)1O-+`,)_I+>LG36FSH'H=8BX,-W.$Y*AH+ Q1U?-U"103MRX.1U+MCKT MN0.Q3JG@<[\'8?WG;P[@%=S\S+OI/;R4L7B^<9&@2]F$&1Y+>S'R'4DT MNP^C;S1_J2M%*,@BU?W<#U0%(%50&44XZ0AFN4N)*C[&?CQ:QK&2WA5MWJW4M)WOCEK'7F==D_GO@&ZPTBI<3D,$^%3Z%UAR+BG#$;43G0>@*;@"+9]@0 MRW&UN+SFNB^N1Z(^]RS1P#Y9T'8L/]6(AO6W=7V8I4@S<16,-(2]?,.M%5L$*PQ?1Q$*URV(QQ'<2B GX880_9+2D.$1-T"/@02D1NO7=!'8..0]C$/@-MB0F^O#$UEK(@R?T8AL%*2J8VO)LEK7F-4U'A?0#/[-/47]G)-?)?"D*G#KYJGU4 M?#fV4=D>%\]#3Z.S@2,.N.E_#FMYKP*5NITF?N% MV\5SPDVC6PPE4N:#6/883+P[T+&0EY#YF15T>2J5-*(.RD6208@ZQ#+"">D@Y M$GQ&$5P-4G08N#X2J)XNB1]5A^5^;1L\C'EN;(.WFM)IR#9Q)X("Y>*C?2HO M=$=FE0>CKA;7#FIZ.I.&O"QF]PN=2QU1D$CZ;`@1#,^B1./E0^M)<6[;D(P M4D^*5#@-2K]AH$;! =.= MP^"7_Z!;6TVO&NHC$/GO'JP!.&*L MIF-OVC#THC'9X*#CC1@)8)F XDCP'5(#DAX"?&RYP.U<,Y\D$3>/=3SU(FEN M -7"@*]FZP)'-&=AW>"#N*OJ(Y^C\#;RJJ)D4?PTPDN5.1GR!^@CWT:H\"MT#JT0 E>"KQ"/(X8'T4K@9C85)W8W;>>4ZH(+P7(W:UM!C7WJ+3<{6\70*L M0[-KEWWU>/+FQ@A;R$_!#O/10)!>6.2;Q!00+II)^75#B4!L.$'R !7MO&/$D+ MD2.S4HE^)-QF^K]2-X8#.EPM&E)1EGG34A7)\?%L5C@-M%B\7L$_J-K(.W+\<+F<>$'NU9BHOH%>.JVB MXBZ,E+N*%TK7Y5A9);R*78@$LAIA+&!R R8L%,.>&PX%5ORFOR7F1$H3^B@_U#SW%,1Q?MM>LTNFE AP1#C)82 M"P(E1A1XCOGH!@AO/ FD- 1YQQDGGL.HLF?8U"--R\D|Q!./1+VV$=6AAFGZ M*.K6[.JB2R!FS[#|>>TEVM/B0W8N0:IV<9!JG[AU_]7IA[9HG-VAS#2*V=%" MXD\KBWX2&KTL7LjGj.5)&931]W5&[NX813L# ^5F-M1000\.54,%/1(]+PY M?OE)G>< -9U19.IT4CE -N51#+M602R\!N<0IEI#&F MK+)RU]%7#5GU9QU=.BL,F&UE/DROZ8L!\?A>]!BP=A<6"D/1KLYL%N]2B*:MU%Q55JYR.P/-[>]?&E]S5LU9#UWDMN/V[%,3K2KF3YGO\H]I^4%MF%=/R>VU M7;LSJ"19,U59>4JM]6Q'>,)1F9]OL^=R&,<)*TZ5@ZL?+(9:D+Q*5+&OFPTZ$D&@&F#L)"Q8Z+PHH!7 M",)L;F3QIY7__%\$\X Y@1$FXN/S8NK-)D2K["(5,3-5]K)C9#X%^4RK2E'.M2A3SQ2O[->G#B2 MY?M5%.S,.E6$[-8;435+A,OEZO9>M^TMNZ=C_MJ0(;$U!(C";L\G_]E.9FI M!XB'0(" O"%WNMN E'GR=TZ>]QD.H*(:N_#P,M1B@47^YU']>?*&["0@CX, M2FS5XN)Z4-(2D3?ZCS@W]C1+?V9D'^;HB=_]^U_56E]!Y'8YLS3N/^\$>4SBGE2!/LQ1\(7WFG8%^9],T6]YFC_(#$O6YP<8^@FL3>,YGJ M;S(%]YX8VUUHLU,8+EPL.Q*2B'4X6-R/9VI*\3"DFV)2#M:4&R/\8?Y'VM+EY$]"F.%WZ+,6*RGD'888/WJ5C_/+AT3^7LHC.9 M'FA<$ E@XK3\;VX_-)MTVN8U?@S5DN*,@>F#[-ZK[X0_CWBO^)%S*<1'XI4MO\O3=R=QE9.$!.U?+*US;JTJ$&?")$/MDF%WSLVJ$CZ#\AZ+N3SYUJ$9+&% MU1P4EK>].9(K(?.W'NR5,"NA!B5.Y%4D%+P$@< ;"E2M=>14L2R*?U%5G]8& M9_7]5^('#_C!?5IV2ME>^7#U<'__2=EB]?:HO5/76NS9=WY_CCTDO'#"-OC M)(ROWY6A[R97"Q=;(E&&OF@.PONBC3VR?TW^G4.6E:5D0EG9 MMHRL(G--66G:YWHMLA+M(*S0S&.J6)!:AJ113B@YJA5+"FU]A5;X>Q:J60N5 M T%DWH4%1=G@P\(J6^@=!579=MO.50K[^?+B>17*VE_GRQI %'W.!?WMD/O, MVJQOD:ZCPR5^78TD7B,2B4IMJT"@:>[BV&O -BK/_D"7EMVF9TNJN_UHDG. M2S4)AKR!5I^ ^@:W.I0 \=X5*&IGW3S9=YEUQ+]T9I &"RE2D'!I@Q,!9LH(M_I!=;,.022'\R9&TZL'B^[T%KL!%5,E@GCS'8!6G+ M/*Z4QJ?>YP(7E3)-?M'\NA5=W%@+/1^<:$GNP1[;3 MZ0XM.M=J1,^AGA_U)B/HDM(CA=8B/E-'AM#;,,(V/X2;>&E'@AF%J=0T=#R M)Q[5#V\OA/5<0IF"*A 5"L#(|.-\"ID>+]IY;]2'%;6MX#U!,XW*<05YP^'M*U;E9S1#-JKL4%G1)=@*QPMX S[6/$2V>UOE5YL/,G]|SQ&(U]>AL4?;,[M[OUU(&9@IKT=C,9R& [YR.<0:\FH%4A4_UVWEJ699)15!3/+9JZ-;5).U)-D.O.46TM@+Z

2YK[/#1X6O@GF|'NNZP>*9_U0^+PG)886L7/.ETTM|\01S+_Z^&V|C0/O,>_M#OA?^N>/.)%YH/S/)"""$]:F*H1F6FDX8$P.K"NN("WV0LM%;*HZP*G3]@[E7 M^.N[:LPDW(XZ,,IV-GJ FP? M\Z"YWB^$IPG/"'1Q&9M>;&2(T!A+]D8KVQ7@C0XA@D'D\T<$B?B?\5BX-]0 MC#IG ,Q/!^, ,+"'C#.\MM(6?2XWSAF3-*

AVR7\4QC&W[<'GW2&)Q@X*Z9@#SP_@EF.%&H>3F#G(\/#HQS!EE8l,S!XJ-"U!OJ1%S&(QDHZ, M!=F4F]8GQ-5RYI>!=F$ 1^MA^!W,.O>R*YM/$H;YO\\DH,^X8WTKI0+C9,+E*L/ M10'ZXL4^8P6A"G52&CT6]D(VX1]'6?HX0!QD+Z;Y*5[@:4/T*MUE9K4DD%HA-U)*8WP5\?79"&/_(AXU]Q(W :R/"]S0IF6!(>\|]PI=Q<32&>8HW@E2G+XWZJ&2G MZ\))F@/2ARM%B4EO0@4RZ-0PZCZ]X#P89=Q#9U8T$;/GX>LM[C)8J8 M,)M3/L0C<5/-U$'^1#;N3W (>WKL\PB(T]CiN:5$8#M3'G%&=/8I/S8^A)EJ

M*$,^@I9]"W#K,T+CFV"BZ1-.RH4)]6& A*=L&RN0VTR#]^$<\|VQ6?NE*ASAG/0!+)HKY M &> +ZX+Y]+W7O)?3O=&?E(:'WAO &\K5& E(#)]4!9???4>B"PGBD'"*O6 M&X'@8P*B[\<]:D/S9ZZV1W9IL,/PF%HK%@.C@OG<;.YIF-6>RN2"8.A%S.9D; MX\SZBT@F/.F#*5 .WHA[#!Z_A)6]T-"[XZ,N0YEQ."3!.U]>G+FI!$!V1-XC M/%J,%ZH0/7)(\ON2WR.5&Z? E0)3VD:P?YY WA0$"?H2(!PI\YNTP(\16*8GW M@P2@U'G*VTLX)-P+QMR_]#TJN IRB^-*?SEZ$# JQ_E0\5=BIA:2F:65/@#_MRR#OVI@]MI"NTZ$3HOC0E;_D/?P?"96:..-E X7: K2 W1B3DPV MVT='8!@KO]^,YHH?:/TLO#OA_G[<<4111 E23T00.V?U"S9R8 MW8/QR,.-;D9^QZN//&N\9"=\O"["%%.!4-ZHF%NWG(&>X9=-^*A.30)4$CQA M)I=&>]t;At'_&_$-

C[YT]DS'%.'.>AZFEGK?.S@MS7[CDB5 -@%DOOW]9IEQ(M.:+G/$:9.R"$6=_9ROW\X'XF/3]>"-"RJ8C)Z ;0>@D.9_#4U/A+|!O#!U PI M"PPQFXA$KWZ/%!>?,P.!^R7VPL..&9&SW;-

%9TO*?4(E\V1$TC?#W?$<1HSV MV=>$\&4P@. .?M3E[+-Q9H X^)_=XOH$8KL?T_9Q$ 7U3XC/.($RC0K4.KR0.

MJ&$.P)QXWQMYHJK\%&E2<9A&1%FH$K%*5_\"MTX*9A3GP"?,**;RDYX^U2_3 M1:>77TQ%>CSP836@$((Y47PQ01OA3&C]\H"I$

MVN@/IC8()SIP>N!'8EHE2/HD\]5[!D^2X+\WJ@TS,2HP@#`M;%S3GP-YH#]07$R"B=C=!V].X)D%>]#%8]<4E=$QBC=@N8H1><*#0?\+*#VI MIA_7U^9.M$&V+$YV[XT08Q\=4 ^8=1&\/I3((H6=0*UDL'?6!=)_3^,RD M^6@R3/PSS#J;$NS9!>4'E!>2":YB!,E=GXB.26Y1R?L8E!]T2*% ,9.^Z*>& MA8*..$I#+K.L._;!OM+'6BA&/J."X[',^2W^C.VSGX_YI"]?*/+XUC

(P9^H M6$/XBM, N7$L0*0*1$3](""##*<(0P0R M1.,;@,X,__7:U?Q%M6W.'+=[,28W^%O2?H+XSY^2? -RI&,X$J-!O4VZ8_F$6 M&\(4N?

01(&7!\8#V2VK69,MDMT918EZ+;,,)G&$C)IRMQ@,1+T%;]U/8),):ED MB\(II]O11P@FX%]TU>AH%"]"2#(5[L^1Q"ECY82+!KIB_IL2#&1#B.>Y9%!*PH M"A%)Y0%KY©

&]@Y34D69\< L\W)#BB7OO-"EY=P^^(T0@^7OG8IU ML@?G8MW#O!T^]TQS"SW?FPMGL9W3]T>YF#"G7&K3KT,;YGT+N.^673W\&6B> M\V!Z53-=7"'!E^0DB0%V:%)?

Z#_-08D&!63AQ^5]RLD(P6@41 !N"ZSM&=PO* M5Q[X$D^,DXAX(U__^ *G7@EB"]T-JH/"=<54#/;50O3IZ;Y0!0 B&O-H\\ZB M5*5D[X>]"3.F/CRH_X9E=?4!$-

OGE&8!\86;J0/Q@L<'28C MY)/2(K5RW(C^"_5G$&SS$1YH2IZ&"$?A]&,/9+F0Z)7/[WQ65)VB72@M/W, MHQ +=P39V#Z#9Q(FZ 8O/:-%@O@S=X>]%M]U]$Q4X;&IN3M7,G 9"

K_>&V M'FA*:,. WI^0B"G-VJ#!'>(X*EE?%9OGY3-,PQ"SPG[Z31+R4[*MJ$TMJ7O=) MY5_B7Y2_-^3^A,/AV@L41*$XH,WR'&N'>F=Y2 F1$)U$G_]<+IA+X# M7>W_A:!AO:12A,

(G\+VJN^=BRZ&KSM'#V;6B,WFF5I5_ H?N:)\-D_'#\0!> ME&"""36,Y.G6%>*WGCN&$_>0E0(T\QZ[@*=M5+,V8+XK96=4F]++]9BK9RYVTBL5/8V4B1P'PXH

M8J3[fO)J36M@I6N9K3V,URP^A)(T64"XWP+"TA3O9'X%X2X+"+=2,YBKV-E* M.=R15L MJ16+&UWU5K[XN?54<1997EI/U4Q>!X_251300_]/;S3^K/R#4O^9 M^8(;N-

H_5_4&8,#6T'07. $=_E7#5 UVBH#SZG>*SK#HO6K@2IES2C$Z3&L\ M>:>,.78]3QFJ:4\=81O!.8H[FKEW-U(^O;W]H&&N[>5\)<;0?E5[>W3I/_D]+@L]+GH?0<03W6/ M16*QCS-

\GVL,XIQ#,7\S__BXR5C@1MZJW!)%B4U10F*=_ID2_9=7MGI;$R[*--O=4U!SC&GCQOM2JZ7I0\)^=YK$ M%A6(0"DXT%^](?@DIX%29;^:4G4,Q\IV^Y>-]M5

R)DM6\1SPJ>!#Y+59O$ M_=94[IK34OJDYX^\8?S?K3-39+)-XK-GSQM_ BQ2IF"TH(@@_!4.+W5[;BVVK%TD?TF MECI'(JW#6"L?3/6+O$SH25XX?

?YH[X$78)JXZNAM5;;>;P@TU*79-O=X>7L(H M.8,":C.(3$;P3A7"3*];R4MP^0%Y;<"Q>OGC\$S^BW,'}@D,YR$+Z2IR3[M+ZY.5_^4*L]5U-%VU3?MSGIB+S>W<$,O5XA-

%U!+INF5$P1A!5;-,5=>UAF#]MR.V(B]EZ&A4J_]>4M*MI40?(%\LD+2?C]Y2*MR19DPGL5M=P*1=T&J)!U.F M.U'T+),J-:+'02?08IMD0].S4 9D++!='PKIU9;>L*E5Y'BKVC M

MPSWF]1!LLD6O$-*>3-D@E&X33E,>]NPCZ=T#3*R3EFJRAT_N>RE;=D,;(T:!H MB2VR!12!]fRMJ;HN?><{0<.W.1WPI/>\DCQ%,OY&J0C6QM"'^$-5Y)NMKJFV M-

4OM:.V&*!=2.]VV!*T!-Q;@QK1MBLH:,M!&*:6VW3B9^8A]T.K3/U=+(SP6 MCECF'=]$>[''I?:.^NJ6Z>@TRM%J.9)!/UT]-"U3O^B8H)0=_M9U+O:J6!<I6IBKTSL/>W$WKNT,_B0>-

BF@7YV%@!.8.(7XPL9H:^N@Z1DO0&J M?H>7W W^B G>&E5OBW:K:W=42Z_KJC@PM>,8X;-$N:@5/BY5-ERUX]&'Z4_M;"L!!VAVQOO*0:7$F/6!65^(']UK8VF(@5'R?

N@%R470OQ+$O*W.!)U6UW55 MS:Q!ADK'6#//0LS2T4!MZ'(VB1U?M.HRUQKG'&BA"KX/$"YY]WFQ-JJ!K2<^_MB,Q506%_]1-

ZG5$Z_]&_3=_.*S*!Q!A18Q@M9L26YJZ+;%Z#9@9+22TID-A M9-3E8I4JZ4(XB'.2^F M-TYG;&R*2KF47+;,%#1(%#J_E194=!SB;KY1X4Y6OVZUN1]7;KNKJ-5015CB-

M/>G1DGE.DWE6RB>JRCPN,(IC.JJFUZ!.,9EY#KV%YK:.2.8H.E*R!L,)>+X/ MMPOD_GIH'@7Y#CW?KKS3[,WUQ9?KF^O'ZZL'Y>++VJ_+P>'?Y_Z!/_M7WA_]2 MKO[WC^O'?\@$/)F

MZT$O(;=&J*GI-#W<-*93!,./UVVV^8>[8XOBH.DT9&'-MIM*.4&/O'2KK-_%U'Y--=$R6SXK=K.X9 M8KJ7 ZK6Y;M.PC*GR4T#]\Z*_8 MBFLCZ+..!]30XPH8N.JFERS=W1H&C9 M*

(;MH B2VQS5-.J*34G5=)7,-E!0Z2&S>3VS?D:IGU9U3X"^O[E2 9VV.QW5 MKD.F2L6T&=A9;M_7@QV"7L<=2VT?6Z/MIDK2++V$4A6]TH;$RB,*1TL/^S\K MZ_%SE/6\U27I#7UX?

#=@O;1+&6'@_R3]LW^3*SA@3;$1UQ#-SXW1)N0.NFV MY>=RQ"P7G=!^W;15G]#*7/D2JBP'90!W0(W7$82Z=H99.>$Y% ^F])C4S.1 M4VMC4*E[-@-"R^SY.B'D:K7V"&V<"MK8

HSZ!/=-D\L/D$.6Z],.FF6NWNI: MJN:8JE:4U1JDT;4+$FIK*[*:0LW .]PV5YBGG M;.HTV"MGD0^&ZM:1-R[]8LV 4*7>RC5 R&EUVX9]M9L"H2/7/&5H=ANNL#!X?B31 M"

)N(MY6E0_:K:[N;JK6F#YF4OW@YJHI>ZMKMIDQ? MD'KE3AJ&SL%&-0D)T!=M6,U!3LG,=BV)O_F:640K)ZL4I4'3"H\5O M2TMH0I:*G&F[Q2R5JABS

&.VK5&JC*AUMJ[BNZ_3$]"US=.KWHEI\.8]FJ.O!G[*.,%_M9)H M0F8-IW1W%T',_K^W%(DV._^\==]?;"D7;-5#$22ERG'E9#TG8^_$2#BGUX__*

MD8O)NTS*DDE9>VZM2D6K>##__1E\^9/1%B_P@SYEW$!G'90*.R/,?222MV+@ MG$_*7Q9)I'L2/;QX$5FHKU[??IN=O\C?@NQYIT5WT4,"[5G^[@TG)'L]5R6T

M5%RU%TO(>>MI;VI.];JNKG<,YS#IH9_Z@C+U(>84'*F,2*3$\\K,R=SOX>,S9 M3G#9\<4D>0DCBH%^5NK=O(;KH]"EIKP$%:<35:.:)3].L.*E;ZM.

M_'4V=S=)XH1J6Y3%ET;_M&QC>F7*KX,.-1=G[06UW$\F8;$XG69.R%!751 M XBNB2S'Z HH]O'MJ+^\'>DMT=E/U).X=(9T_G\!U"\>H-8UWD1:NE[WK83

M9$/$.$U#$$YMOL,IO&_GAP%3>#^OI_ NNT?8*RJfE[IVIKJ[!+9=64JVPHK@P"AYJA.27N0 M6;J#1K9M?*^YC_KUXEH!8#$RVW8%<)>KP8J7*/\S"0B[34U-50S-L/!,]%l.

M5:$_'1/ZI%I1JWTO+&?>$.9@5;MLV=*R'M*Q^O@DE&Q\MW6AMBW M89JJ9LK*VZ.!S[+6GC6!QX62[8Y%-5"CKO&W#?$8-%9^JGJ3T00G!2@AIO/" M*(^(O)

@IDJC.@SCDRC+_"1*(WHINF_E72\%<3%),[+/&FO THTN2 MN\&C][.RNW0@XJWMS%H1'Z7:>7BHFI&Q^T&5H8$0MMS9-O4[!&0?EZZGTXYV=LG M[_GGT2EI9$[7>2>/1-_2LO"J

<.D?;KXRTE?F !^FJ=1RJD&S&"U*);0B8 M5I6P6P"3T>JZMJ/J3@.@M*T@6#ZD95OC?8M75GX1E^1#RCJ,FIP&^633*R1M M9<9@7;I,2S5J&S FZS$.$FM+?

PU8,W"#K6NK7;_G[P(D.9^Q8l.RWiB/=$53))+Y/]DZ,><13[?I2EQG*MDG[[^P2$"[M,WE6QS7:,?H_CJ4[MF?9FJWW7-OM;$\=K?-_K2QX[JZB;)9 M-Z ;^^0-W[SW&!""7AQ?

^5JI8TW1BU.C+]2D"\;ZM=0Y2W5T@E9.V78K++][0GIV"36 :6.MXHVIH$WBCW.7 M/R7>Z.)1$&8^R<_P$?ACS[SAW$Q8)<834 L

M]G&&=$@=!K1S(XZ_F7]\3C_Z9?;OMGNN6T;I1]JY7OKW>8_2C7/-+?_)O$?:-M.JNE.4>^*&OAHY98XPN.,L8\VU2ZW&728)4J:=U>93,+%>GM"X_5=OH/XD4*.M"?

JDOYOAMMKZ"@F)4FY1X^UG/FX]O+;Q%T...BJACTN:SMPX$0R)9&6$\G8 MM#?#.G5J=>YTN6"6_Y^9$3."IO<'"O;Z@-R%"O;==;-'D#X,'F*>Y$_1N\3 MQ!N2B#Z-

>Z,&9+93W\;I$@W9>&47Y/YU8EMIN MS# NR1R2.9 Y=&W_W-%I=1W35$W';@AW&QQS(H N0;SD,2) FHAW4;LO)!A M'XY-Z?&#/?#JFE&UPBKYW3C&A39K35BVSKCRO

\LUC"RN\EIVMO@EOTSBPE>%*.C MJ7]IACX,%0[Q "JW3@R-UOI1;&&AH.VJ5DEUET3C*:%1;P <88]WI.I=NZI1

MLXVJ<3F0,.=E"%Z#P5+UXE2"BLU=V2F$.TGTZO<(W5Z<'/ADQMWKL\#)=X-? MP["%0;,F*F@_DK&$?VQ!V^A_SXD\"_T>Q>CD-+@W_CWRA+<@3E]'=6MPQIL

M2A3DY&&V1#/8 \P@%FU3S?68@FTG#[-E&N@>,.9"NUM;M3JS784/.FRU61=X M*&?9*8KR9XM)3U[N4,41U+ 83TEU5>@K9V9YR7E%4]>3. !K:[R05\V MK^]DO=AK,'[\$

[[>6[AUMN=5A?R-XRFM+?5X9'[,"YU \N"KG2&VG%j."HK M@=408*VEJ2]+,++W5-3NJK34EHGLRH;?>BCXRZ6:N[.JOS!Q&]VN8,"R]+MU=

M1C8.$W)KB^K*D(/@;1=4.^VZ^L=+R!TFY-97#RIC#D*XE]U]6ET>5QDSJXZ- M7Z,PCI5Q% [6;H3<^+.)NU<&D*KW2-3*;&&SS 9;M>T:IG_9G/. 4;9$%F^" M,@?

Z%5FJU9-8\;8\LN_$U UFYU+>CE;M=0.W.@G5_W#X;[,8F\!']YD9]C M$1ZSA=95]KN5I)/EBQJIK&S7Q5Ul:481$R_JO6 XK$]>R3 <0P-!6=-5->>;

MT9&:85\S*EXQ']LJMU6US0=M6TW1A"^OIWD*==)X(Z%$&3ZJ]F#$,>#X^6 MYU;7"""%;:W4-O;.Z=?0!.6@]P*'7\0,]!-',.?^:1%/P@HBC);M=I_$"&0Z@?

M"/J_"Q*NRP$ZM9C:KFI,/CWP>.."S1(;6"\^CU;5U6W7KJ)26\&D(?);=P37B MQZ0ZG-96J1QJ"'"Y.P!{^E00D\H8L.]0_\@_.3B).SI06<<6H"Z.DY"85Z+@N M-

UA4'6VW5<>1%LWQ8&B9N[MF#-D40U9'U:1?Y8@PM#1F4C.(' HB0U]? M$Y]2[]*+^M\I"OU7&/.]6407O1X.%LG^>HE4AHGJG&6@AC^*@3I.JLDZ[U74I

M5=>:TKU/&D1;N\+WB#*(GABJ8-!V;Q+?H\]PZ\#4 E6WF@(S6=.I.S]/ MD/$7*_+'`MH/BQ5>=DW0JI.CW^G<(1>.DEDTA&V;LY#PJ4NWSOHF=4MN^2%Q(IP'#2+U2S MZ5^&

(U"PD1G6]+4Y)CC[5=NMJQ!.FG+[1!8B2ZXF9+W\GZ1_]F\2A66@LF\ MHVOHQF>)JJ-!U4(?Y4@93<-5G6&ZQO=1B%7&!960!7#B'90^,;3QOW35]-_F.LIUT M\!$)GE5FE0^5RVZ*2

M>58J?ZRJ%C=!(-=BAYT:X&8$\O8 UX;BI8Y=*ILEX$X%<+,JP!81!TT4=:>T M7*Y\B#O>WDGH5%%\/$#E W<$?%25@,AB]HHV_VT8AS&.6--_WS:@JUA;=.VZ

M>HXKQ.RBBGSP=NC$*M9Q13X.MRIP'\5>..NQ=@.I!-+*ZP19G^3<(LU7H;.T6<33R1P3P6X*VLJ34)N&U]^M:.K3;K3(\5XWQ/V659_#L@QJ=$JDS,.M@"^,LI49Q*6B7;7K& TL;)

M0V(N'S$"@15;6P74:>EL\+O<[LT MZ5;ZX>1I2#:>3B&7MM'DC ,S/90QH6"&VC%2Y+(?YHDT%Y&24*ZX=$HA.6$ MO1\OX9 2+?ZTR92??

4L;:=SO:RUL:S<29E^\V.^QH2S^<)*0_B,.@V/1'F8W M=G ZPCTO.%UHOAIS-84K+PKHYN/[K&[5JZ5*@98!=9B#VK-R_C*,%JV$+O5 MUP"%NMA+WPQ_V@3X+DTUFGH!?

B[M'Y)_X'Z9]Y M=']W>,U&"R>B)&G7A(+7@X#1C91*3/K2KQA1B4%&R:Q-P.VZ!6PJS(UF:M'9ZB-MC&?OW(9A[+S#>KYBC)$3*!9,HMRA0[@:;L++(-Z;)"%*#X&2IZJK

MMZ/M:.,$S*^576L7EZ[VNKCFJKLUV5*VW8\(**#R)>S39*DER5O;9BEC1PNN MB:5,8"E;I;1G:^(D2TF66]WUS;9Y.I'SL=85U\14-C"5KK;MV681!\%4]+O^ M@L:'Z[^?Z_\]@/V

Q7:.N[OSVN;$,N<;\=OC&N;NH'?X'_,.B*$5)/PC# M) BIX87G%8!.(_[T/<1@,I6 GKU""%P35 ,-)GQ0__^O3&_L)IXH 6?RAZSZF-O&(MS_F$9.FM0/\'0LG.

X/=']ZA.120(V:6>8!9#1[.CQKX@1?08QK2==(_P+3L M^%R9NVO^"@MF.RWIB/=$E4%$[]R=;)^<\XNDV70ET M6\Y3(/^_L$A@0]_RK(YKM-OT?QQ+=VS/LC5:

/[FVV]&>.EKG_YBZ0[UDN9] MC*GT/GN*B/?CS!O0C7WRAF_>>PQ2+ \OBJT\L.?!.!^C"Y']@=IG+3M4EQ^_MN;ZY47Z[N_EZ??OK@ZIST?;?E=Z>7?[<'=S_?7B\>JK\O!(__'[U>WC

M@W+W3;F\^_W^^]5O5[UB#5]KEO6@6:$2"(Y7\0+U)(T_^Y&75-32X8O;7*..RB"%#CU%*8UOR&YY*13:1=E)-TVG7 M4Y@F.6G_Z)*LKI8C*9&^WGF1O M\X22O9?

F/#4EUWNUA2Y(]7YXO+O\?['"]^\/__D?+M6&/BM7__O']>,_]KV5 M@\[X=HUSR[*J)GR;[7.]O3CW>-5'N>==MTZTIM=HT.W)-.JOL9?MYPZONYC+726>%C(5E@?TH?)L1QP$

M%2[H&D&=1/HR*D)0^WGF!^P_>,&H'4"B/!/!H?$'= MJOMDO2-.N)G96$Q"B:!4H-DV.W7=EI9E+,1^>_/X.N?T@R^7,;>;D_MBS?T

M@AYT)E0*E8Z*H4$'RIERQ_4:ZS1R%NPLB>KIJF.O3HYBFNH#W!V;MM Q-+O5 M[5BJK5GU-J"1I0A[PM1U"]LS%AE4:(E7/60T\6N4

DK8QIY#45MZR,EKR[Z)/Z9WY^]>_#Y=X2B3,9AP#[JAV/13?;BX0_P^6EGFI.>]%H%MS.D;K9W#]..5 MC, ^.5,3X743O.NI:G(D^ED6J@L6KM5 W7%Y1,6:.]J.3548$CT2)X^H5.IQ-+&

MUA51J#^7]]%)AT3BIE&XJ787F+N[^RRHQG..<1?4VN[G("R5ZSB>8>)!;CPB MG"DS.L.3IZ?HY\-'154"%&COTH)"WJ#S K52^GZ,%DN.$%9&@I]X!1MI M<=BM@+:,4=V

4ZNC*93.<#NGGFUJP%(1;\H8?56W>9N@V=%C1VG7E'S3 TW:< M8%I7^9*GTACERUZ'O__N#2=D??9V6EU=-2U=U8VZ$B8\6+I4N!3JX6-XZ.GRX.MV4PS?VI<>.+IVQBNQR8

M=V CVV6.8VF>\7*1T;PZGT$ZCMV;VA.*MU-3;Q&Y;DTY1HU5LG@GG./;L3B MG5;72KR5':OU%_T_SGA UX>PZPYS.WG]Z^#2],/ MYG5],R1)?D=7D]E0.1@(OT^VW+H&-

ADE@&:8H MYER1GR3J^-3%^ROL,BCX9B>E5$AL2+N6T0)Y*?@V9?_,<4=C)>425>|>0/AXN# M%?CA'3N *WXR_8N@_YV=P]W@>W*H^-4_X PJ\Z39ZIJJX3;%ZI9.',E..Z!3 MJ<,

6B0)T*^V&T$ O&1 M^<83U*1@4A<9C8?A.R'\@_$DZKV S30>>L%IA$]VFPJ>6LN0U> ^+2$IVE!=2\[S;CBT),/+4Y>JQ$ MKOK$L-LP,7QZ$1]Q?

&BT>,.QH1OWAL,3"=9(KXP\%7DJVVC3LBB8D242S,TC M$&+I;G")0ND29%+EZZ73ZIHMU>W,1B]E+Z^FP$HRNSP5>2K,:)Z]*%ZQ*Q%L M:LT1P:<7D4 #

[>R)'B+I.>#0F00Q%YJ<1.1:_"GD[\E2:6:F\ 3H43)\@L.)S0=-5NUY#%*&$HA8.\%7DJ^S^5 M79=VI\D&TT3V:<7&,C#=6G%4?8+I!@?E:DM'2#R5.2IR%,YW%,I%J^9&?4Z

MIZT^W@J7^4OA.J!W!+FA-\,M2>X&C]I/^S"""%UXD2>0_31+O:4@>PWNJ/025 M.T)-$X9R/T.LO:(B1N_F3/.JK%9!M:CAJ*.C;SIM7 *G";S4E5JXI=Q>&R2ZSNQNPJ5FE\-TGBQ N

&I4Y M"DH1-4MMFL,N$J .[9]HUH&W*B;9:I.IZXF7MN#Y^D%PYK8&_G '%H5 MS7#3;'1O9.NDEI,.U!J2HBKJ]#(L?3]RG:.SMY,2 I]JF5BN5D<+340E*\,%;H.=0.U60: MK3'F?I9?

G%;7JF$&DTSO;N*E*4^E*9?F/*-FV[.4K3;,=#+;MF3Q9H-)LK@\M%7DJ.[-6MBYWW6;)71G"D1-.]FR)5)K08G6H'2]'M#0=/[*;U\13V95A4MML M !ORO-]JVV[*;)+5=>< 3.*-

LK(R/_0A/(WXA?6CR5.2IR%,YW.)9-/-S)79ZS@>N]WJ]VFK.]"&; M06).5[.&R7C0+&. M\]BDV75?%0)MFN_!"05W;U+X'=2J-D'$..D!%(6F.H446Q94+C^]%E]C(Y10R]M

M">>FP.V.T3(SNFAKDST<'X\GN7*NQPGCS=K=Z"+';65=VU%U1R+NN!\7!?]K M;&858>,;@(!G75CM.7?$N.4AF[X-D5.7-BR(O2%8<*.,J <$> <>#]/(RA7T72W9F:,-6K\C-/&\3-

V#;.BI.M51E).I50JZ8AS MAK\U8[Z!X^)\ TV3K1$;CCDI">2IR%.I7SZOH:CM4#QW&B:>3Z_F:#]]GX\E MN;>:=51_W^X1)%T"1*I\K7BM+H=U;'.#7&"26!)=I>G(D]EWZ&(GRKZM

M@<3*$[3)/;H0;DM!?I-&G4[D\)GLJAGDHEFZY90Q[<*!Q3]2->&//5Y*0)4Y%G(4]E3+O\VJG:XT!/> M5=WV9BUL)6X:@YL9U7TKL#&; OLYZV7!K[>KMEDOC.R?3'I_.7!",3K6-?BH

MFS[/*3V>E<;UO4DPKL4FP3B64V\#Z(V.F.TAM4PJ[..H?]G'8:]\R.W@<MV3*%@G#KC1#Q[5KGZ$C>5#RX,GPH+/M:0EN Y/!#=-4-;.N"/J])1CX!1 MJ[D?

9N:.;&V.CMNFVJWJ=F.3NM:=HB,Y57+JZ7#JS$2_[7$JC"90M8ZC=JSZ M9EY);17<<>LC<6H59MZ__=F\:F&Y;JJ'1\Z[_HF?W%TP=$.[+G/]UY$7/?L#> M:Q29I$\0W_'M(S Q(K"0AH

0)Y\'4KX$?>$<&/OIXND X\4_#/BRI<'!WX&RP ZSB,,<'-'4T2& M7N*.DLJO?CIY$4#- 8H?IL!Q!NB*Y<@0]W\R0^IZB(D9_MH|MTD6YGRHF= M^U!8).#?MSRKXQKM-OT?Q|(=VI-

LS=9[KDYURZ>.UOD_O4/M0_ZKERASY3^3 MLZ>(>#_,O '=\"=O^.;IQX#!/. HVO+$GJ83HE;W;T\18'=VK7.PZR[%KNG4 M#WQYH02$Z9?

KFQOEM[N;K]>WOSZHRO7MY7ST;0D4JRWT\N[VX>[F^NO%X]57 MY>&1_N/WJ]O'!^7NFW)\]?";\NWF[L^'?2^]?!:1\N Z4Y"6,&;29TK 4NJ@*,XD",I]NLRA-X(]),$OG_M^

M/!YZ[Y_\-^&/_K,\%CEV2TP:GP3]...M<8]$%PWO\S?SC<_K1+[-_=_1S MTI[*/]+.]=*_SWN43C\PRG\R[U'S_YYISI$OREC%X]"5QVHKAV%H5O15S:LIT

MIW0GNKWQ5K8OFZ9W6AY*_@?Q(H70NZ>_;]FYVOH*\>V2T/:1(RUGLA84\RGM M>V6]O$3[V"$)RH^XD+2PE +]EB;'70B%#0E!3>DH%@+8$UY_ZME&M6PS?9* MV[STXA=E.

S;8F40A2,E'),(VH[4.@6GP2LU#DG\;14DS=O^6B#8NG=GFCB;.MBN*UTA0E]23UJE"OUHX#G1)1M+/*H]5(,*_NJ,1^]^)&?VU[E9WH^W,&K[.A MK60JWT?

AP$_625/N:+6D*3>E+E6B_@A0/U-37S_JV5#9\5"7L)^_T (^M^QW@WFAU3<-136*YS MU\4,'V9;O-763Y#T:#EJF:[*5-(3ZY73\W-2+]4FU!TW5=IK2-EXB

M9W.9LQOHV*VNWFFK^E%.'#B$,_AB!)V@_HVG!S/%_"#Q@F ZI>8%$K,R?SBM;KNC=NP:*HME%XAF &B)8*T90.U6U]540ZM! MJ9, .@; EEW--2/(I2+

(5COM&F[H)G44.9@;^BL91_1TTAMZ'($G)GE7O*"O M0"_W.?AU%&DT5[JG\U2MS!(=JK6.]FLVI>6EM'>V?2MO !=3TRA<=-6P)5R. M:B[+[N"-*+#$#Z!)$XB3>)]E.0]-DY%/@_"

(0F) KJR24R4.!PD;UY$*%5B M:2A7O(.O.ZJ"!\VE"Z?K Z9D_ +TR]QC /:.;3:8BZ*@V>;=_-6T.2"<6ZABY-.MYZ-'TK)K>V0M1J!'ONDTQ8UW:G;T!)7>)T^)XL?Q!)MR;G)!'Z^&6\7>)(W5

MQ ?/ET#*BZ#_U8|IE%"5W4VF9K>ZCFI(T_IXD%3)75DCDAQ 4L>Q))*.!4G5 M/-\U0]D-FF"[#A>XM,AKN+['$1GYDY'RP>OU(D)>ZOQX/RKTO_W@E8B,15)0 M1EJT@[

&"7CWQZ0WB3"%\13,)LT*/Z9X3)"\R&PI;U$^NV?*$U[G9U"9X]Q6 MU[95S9EMYRLG'OP@J0)MV_JM/JFFU5[\RJ!!)4S0#55HH6=H,NG85Y3%<: M^7O2$tJ4 =

%AB%JJ/)"AGTXTIQJO^;^!%\XD5]*(0D_BNX!6),IPMA='*NP^M4"OPZ\[F.5_U>P)'I M:5 VNT':WP47G/*7E/#?,[I75@JL5M?15%UF-!\/E!8)]VU"R8:2=%5W9:[(

MT4!IH:*9ZZ#4,FFNNVF8.G4K(]?/3^_"QI=^W1= \3/W\]4Y;^-2<5_$#*`M6/#'58&45*NF]*W,'|_"DC= R"M& MQZJ7LJ&UNJ/CJ+&2)BQ.J;$SK%

9Z'=7"MV#!0[=8P_ MDW;R6N7D-Q)%6,K6"T=$2;R?:R?!'92&NI7NQX*:UTC,1Z#E1=\"G_[SP-<_MQ@!F]JN0)IC2DME=O^#E.*DH12V8]2IA=*0P6CF5K78R"N#9Q8?T$+-*

*F)4P.R\Z.#5;|_+%"YX)%H"Q3"Y,\AKZW!,_W*A_M_7)-]A1_7Z<&9[:,#Z^+'LLOS:412GUN/7V.BM (G(I?"?OG=2"(F^?DE$G6 M3]LK,_TT&RYUU@FN!I-JVINI@0ELN;+2]"@0M$QQVPJ$]%;75#6S 1"J4\4[MA#OX/B)CS^^+9()\&G]O$D50Y+=1'_LC]CE6Y1-..N&"Y/;.1=!'6VBM[M*F M:4"3%O=*

*(9N&=/*0]RjZM8.IL=74**DMFFQX%[*K?Z%M:\%43<#+7 3UO:/]E.S MM/'8Y#R:FBUI1&]:TI.F5]BM:ENUC1K;]4D+]AF 6C5\LBJ@9C'C0-G=K!B5 MB#E0Q*RT&%02?F@F>NL\WOL&O-C5F W=H+?,\I6Y@P7 M-Z MM*Z/'T?KB]E-<00#CU2GI+.9Q-$!XFB#^WI#(%D:_K;!0:DK9ZH#=WK11-Z*

*MI.@F%P[R7$*$M*XW=))#+ZH)Z=]D)!5NIZQZ)ONL,O_HK;ZAJ9V.+-HI&HBM M$Z_<)L0.*J(MU7*:8DY)B&VIX'[G&#/!.V@Y3?$!G9K%?C=5B;^Y G#$RO+Z MOJU"N:Q@E_?*S&)!L;5KRBZX1X&G#7RE->')IL:\IK;,/6^!-0! FH3[WM-_MB'+@.G=+QN-({WXG5OTP#)|/$A*-3LV4W\5-+HI[F,-D$\T72L4LU78WRR*1 MAE5#,+5AY+,>3+F0?=S93/Q*2#4$4IM&T^O!%!36J&UK,Z-#&N>;-.B)R"L) M)C*<7M\]?DF? V_XTT]>+BM%E0ZV ME&E)X[RIJ-JNX[U>,!DHHCHU5,@VSCJWG.9?Y;PAU_/XEZ+QZ.UAI0#4?CD%J3A!<7M,>>U.J#;5>7*CEV7R<;59FHS)DIYZ%*0^R+HBTC!-T]G!R#U(ZS'T_M-*^NDW?H0):=5SZ?[,,.SX'*VJK].KSH;9<(T+=0Z$-A"%/4+ZW!=)SVT2H0=RI\K!06G9M>D&G/+?*.%_M3^E.%>MM.IL!S&.KAJIKL\PF_0('"K.%LGP?,(-Q>.KAFFJG9-J9A-F!PFRQ-MSK /G.%$O8YFJ%.[*8-\3LZ=4%@8GI"TJ^P2]7A@5)\RUP&R0*J75+,O)^, M1&G^[4QAV-&X8)8?M?WJ4$#GC_V MA@I,96'GNXT+_'A5X"4\DU."4UI_3TE]%R /47T8F_QL+I';..S.<%2]74,3 M4FEF-0-CR^3RKC%FX$,D;=C2]fJ6B"W6"M!' GKV,J>4IMDLV\HXC86EIJJM>&X!VES-00]BSRHJ;/'M;G4-TU/-6Z+G%*'ST'%?/WP@A&-TJ'1'/R5GJ>?_Z.(+V.)Df!MVA)&]\M*K;Y5IWK)YRLJT.O2*@V>R4H6\8.I5;WTY9#EXX'*%4JGPN 4E&DNCBBU95U M'$>:IH\HN]/J A*$8\]C:?'_"S7SIC?V$OOG?\N*#7L\^Q404T/5,8J+$X2!Y M\R)"-1&?1N+\=N!HK^25#,/Q R=G509Q-.J\=M2.+CLQ'P5N5I:TF^(&RI9, MU=%EIL11X&;U*WI3X(@XRL78L$97&LL.YZH_D8 _.!Y]*+N927P2IO*6PMA? M?6QCEDPBXYO2\#AXF3[']IVI(C:.I& S\H>\ETUZFA;$?MW&Q'VD4[3)Z MO1FT5A#)%E1%:B7S7222#A1=52+76X>7#7,YG*/LZ'T(MSY.6)$&|GH&|K*

O#[GK8D9O:>[$Y}:"_K-.M#7P7>=5M?2.JI9 MTKBA-<"V YWP{(YJN'9-UIS$[A%@=Z?S/^J L8Z MM-%6S0WI.>\3PS4Y.AH^'V3@!U[0JV<~2>+6!+0UDM(TF7"PWPB3U)/6V/|_D MB*H?AQJ&CB#;|&#IQ 6$?9^=),Q=?QY&GH/_AG _]ZX M+F=($*10:(W:.' M15K?CWN4/DE,*R,;]@8UK?C[7|"%TB?=X(>$1#0)+Q:&+Q1O_O2G)Y,-Q>4[_V|P@%2_ "8-GZ*WE3Q5*;?OV$UK-MP2-C;?NX\C>%D9Q"=WPP6N?&7XZC%2Y\Z.7I;*K6KI\WWKB(I4%<|I$8&"]X M;S$&9B##H;31]_3NSO(9+C,=B7"\+6A(ETC82TK7*H+6E:,5T<%HA1%-=<.H M(V%T$#"]?=97=2 MO;#IREM=LZVZG0;,C#LYRUQT[80^G1$9YV_N.:,Y*5C=.M=:9(YQK=#7*LLX9J:VEZ]}LQ355W91ER4Z%3HZ6],G(67=:65F=81B*G&%R.N@:K$@KC/.(A:5#$15*CZN'UQOERD[.U.YZ_"-MN,L^&8>Q3RWQH>\|^4.?M^<,3Z4]N<8;7K&N_4I$"]NOG+B5+_(V3+]"^<1~ MF1LK;:==M^ UOHL=M=0W-4LU.#2U#)'J.@9YEMW:.\.FTNAU+5S5MUC$NK>]=.MX.+[E$.\RUT_!9M[2WU"_J*":PI(^@ 4KD 10.P"TI0XA*P%HH?6L-Z[6Y=2LYWL8.>GS,5/">#X%0[G6 M#AZ%42^9RL]"Q~?UM5>=:/5U=OT>M9EJ+]A2*I[TE2]^(%NFXYJN]+SC=![#A#!4)49=#XA< M3 8OZP@L[>]=9H139$Q=UQ"/?O*"'YO?V\>KX2Y0:,%I^?QLZ-.PM50(/NE/VM05S=!5N; "11SV>a:]9O+1S#.4A;>WU;&\-$=XR,5YR^_2%*&0T'H;OA//-MT@3U\=_+I&5?0T/4#3**#9@2YZA6IZZJ/(LVSN&oUNIBN0F&.1@WZ;;,@=8 M8FA/K5 W)&\I419JFLU!42G9MI?TF_0==/5 !1BG|[>]LI8^\G"32,E_+M.F?-!SEA+_-TO1%%\S5T;S%AZIFFMJ7UWEALU6^]UP&MA:.6*=NP'1^V5C3A MMP^NHV[4-@13JLNF.]8PI?ID9J%N-@JU#J7 .G7,EJ':G@MUDZ8>0Y#_]MI]^/-O%<'#ZO;D5I88=W-[CB1_>=GMQ=_'P_.W>5T?Y[M>BSPP470+_XA]\TR!FY3!K9JR.IMPM51BT%Z8G"H\W(E&D\5C;,:MS'[A"%&WDFA)@_!8:V;$ >@TX%'Q>4\(Y4.?=X7X2/^VJBZC;D97.1++#8RO* MS$;,>4_W$?9G&X'TAA.@:%X$,+%0U8]Q>&CY9I9VY1=>G,.%G(8#6&]U M'==0=.:.N%".)XH-$\3)/4,-A;%!U2VV;IJH9=94P-4KS.FAOTF5-ZI6J/)%G M/P@@[!4.E'?BR4D&4VSP-?Z54'=-?T/_N83AZ0OIW8QZ)-MKNP1MLQ6UU(-PU+=$K>23&DX45:2.Q@%#$BH:5=LRU'9)4V<)R0.%I-XY8$C:-MH.FX6D=U2N8;'WYN5FGI,X1-7RS39+9HGB!-]\ZQ?]G2C@[<.#D'+)L/S^YT;[4[I3N55O7_M.Z%'W/.'/JO P^G][1@$V+W'#[N'\K\X(RP@<^3-\0R_OB%$/]U),2O>"-* M5?]?4OX%BAEQXL3^H^TU0^^,C ,WV+%>PI?R:>YWM,53B^)Y,>7C^W M-8=!;DS_L5I>R1Z?=$*U5-O/<[7V\ (<-N*EMI80$CIHATZU*WD#L_D7K4M.M!fLTY%)>%D;.7]H#2H98>2'#/APZ-:IC2D0227MZM0N<3S><2@PI30?!SDA M[=\HL:%%HR!U979SH3>2[CJ]9M?0<%D:4,U V)R+?B\(ZP#",,U1,;L&55(B MK!D(FZ89\P>0J?88)M[P_[/WYLUM:]>>Z%=:!Z=V\ MV%400P(<[=NJDF4[43\?RV7)N=5_=8'DIH@<$F 4#+5Z=]:;P_8F#A%(_E2 MZ.]{8G$]

[#FX;=]TZKVU7],MN#MJOL+'):=?|))S71O@.GVV7^R,]-9=4-) MS71O@.GVVE"R,]?9=8=(=>WN^^5BP4KC]\3QO:5\/S5B+!R79P=<4'@8 3#&RP!1MK"A;$'@;4;=F"%^Q;<;MIN3=*FKX >3QG>V<>RV:6ADMU67G-=47R&JWX'T^^5]IU=\BP^M^L_9 "NT>=/-$YCB:+5A24[>K%@=29@SRCJ>"#/&] MN/;E=H'ZC-fN&6V0*6,W7,R<%0H_5GPDI_*IM^8&_W\6#N:?0(-N$YVS':S]AAJ?]@0/Q0X#*_CA[6>1*]5-4^B9H6.%=8XS_OD M!:MJO/#62ER^.FY@/"%.&)["X=0)P"ATPW)]J3$F"R.Q90W90^(6IQ=/'O MNNKE#%.AZP-HGY8A/#X,;_SYT/6(*FYT$GD(8)D3%H!4P +>:"53I^$MT=2U M-\9_H)S814S8)8J)NG"@YI8#)5GVQBU;.%PTG<_NE57_7C-,S3 '2-7X$=0#1F,/O\ <2_4N5>2/_KP<@L<,#M4S>,HA@@0N MYQR Z&7>5:1U2.15UMR:B(O+92"\$TWTWN4=2^824]URL"SK;/RK34?F M!-ZEOXQVB\|*_;,RRJVGS.W0_>.]L?UU$8X964NN7V O=\LHX;AU'Q1\|\7N)L.NC+'6CNZ7 M6<92ATM?%%3[6X2!,OC?L?MT]=_P'_GIN1,\NAY'*[*2;#MB&#$OAZ+[DJ++1 M,1_<""YBM)[&+8(8@PLF)$_AR7@G#+#\R-&DYL3YI%;,\S,_^)1S0U%5>D] MBU]H=V!1"Y_3\X> S8#.G]C'9W<<326+:=_BY/.A&7_%&<(*EE'Q5_9TF-2# ML?:L6AU8R."9/ `]O[A(9$^WI,0"?:O7@_]TVZUNQVEWFIW6J-_I#YK#07/P M?ZVF=2&_-0WDRA?.(!LG$!92E'W;ZG/AI7/WW M.$ ZS:ZU@$[)>72;,."M7]/7)SWI\\>=Z3HA4OUT^^V;\8^L^YIOO__]WC1N MOJ\44V#U5O_]IN'+O?%P9]S.&/ M+|\?IK,;VI:0.A>;!=#!-VVT#%).K8^&4*C?P3L.W%'6BTDF(.^"1\=S_Z,R MCUP8P1_@:KOAW>1'P$*$+J.71++.R.PM'@;O EZZ[\34(MJ6'#4H_X.LCEX4/ M\'N?9N"NQ\K3XJK<]3!G&8G7<#7P*&?!A$MU]?"/+W!U?_RX_OY_C.OOGXW;.MAWOC_O;OWV^_WMY$_\,.?!HI&RQ@:?(,DGP^>_LF&P=((5?,.RWS?@=>.[_\3F0Q;00TPCM3U4C:YOT25DO9]0N)U8/"A%%$DS%D;#N=B,0GX/S=:XBOUL=B$5LI^GN]8N%&RYLUU@$_A-.UI3W\K<1TL:E MS%UXZ^ M/[HB9QFCF+\,)4BC;^E MY-ENJJM_L5DLYDMJ6SEJ&_0*N6*WX,,!M?U#8@AWV "8"/0%5\]?$:[SSY M$BF,58ZZL';686?5154T,-_7)9RCW%GVUG0-554&+R0+//NK.\^X9XN(1#;W M>*VVB>*\99)HDZ({4Y)9B_H_D$X\#-!@_?G<|WB!A.%$.0<$.G1$BO;_UD5%8-6TY/3^:\U-.M^Z>E\/X@3\5/RF[*S!SK9J5;&:ARQ YB&^K8>@J@4M;N,NU]^L>D,%|H-M'S$V#K\& IQ*W;P1RY4O:A.#>!,XYJVA9W> 4HKHVS,\1MJ&?L.8P(\ =8)R M2UT-B&IT$&&E]):PKI; H\%SX-(?"_M+*L>D6P::YGH&J9H/RE1W//+#*-QX MQ^MI^[*3[E4AO?K5#WYIJ_HL%W43+PF$\!VN1QI.:#;Y&G5PW/KG>Q97=;^30 M\YP?72.KBHP2556KI:NJ+=5.CLL""^P5*]T;N8H8=/ D/IU#[]#-ZIEA=YFDJ MZ[)='=U$AX+TIA\+$69\,/AVXFA.QQY-A-4V1M/D.#S20,LA-WK&@G/YIF! M+;\ TYT)N!\$CT:U@.X"&8;_&O<-XY%Y+ #3=(7/0M6H;$\AS>7YOOO[?6/ M]]PX15-R1.9GL,3WN,_TN)S1R:0S'W+/1.B!X#_K$E]^C>_ M@="=U9MQK-Z1W(#<&'Y1-WR-J8.&)F->;*>._UJ8>=:,+MFSR4*Y=(D@G6%5C4*!^?R$S_TB_:SX0>U*<7P-UHMSE%CRK/#E# M3#REF57(W4H>YO! (J+T*E76VX(:.KD\T-W6ZU(6'GO$T_E)+]=RL(H4W:"9 M_=5!L[!NEMB=!:.?8W&\W,TJN!Q^(#G'9!7M]L(9!!5#N,9'XH>UMD(WQT>MPQNB>7C'F=!|%(>>>(M@%R-TC9]!8 Q.E:,_#,." \5V6M1]]^6!#K! C<\XR M9!1<&TU=-M$^@VLE73=W_F0!1H-\##V1NJ:/?OD->A+#;>AZ@TL38 3PR64@ M$_!YL1&@3=A1!@G*5B&9"5AI=%B&2Q\@10#/ZHO @-*CTXP)O0M\/A'?(T@ M1_QE,!**VL%P4DCZGP7TD^"P)!REOX;&S/<>+V?D+.'G(QX[G((4!%N"'AQ' M7W_!C<)?%(0%2P(-C_?":AB0))X'N*,W!1OPL?ECQ2!U:6I%[S)89N7G\ M6 ;GW&^Q" "7*5$0]&:C./A.CNR&D4#QQ.UK^L4=:.@\&L&()*\M-2 <[+=+>.MWR+MBRO/CW(1]!{O$\45\!4_WOL1X^LIL4/FK3+C M0-'[A0R?YIF8?(BE MI'QRUV%S+//!PM*4*RLJ[%*:TNDXPMU%V D6GIE\'F_MC#4K-4F5UH+A"3B\ M7_=]1BI8>9@5=1[C|H&5^5IM=>4ON0O(CES]IQ5='9>1;?\18"9DXW1;'[A M+SRHIDGQ*$$= NN:...II 0T_$*<7 H?SM*A*8A0D*-59NS=:NX6T%C3(!IR M>RX^OUZ.?=++,>.*S<]NKOG9JX[I)X_!T,_A=*(4-VG//%73'!K+4.8FM9>..M.8NF_IB#ULFX@DR(]8=$5L^.=M)N*,T92G+*$)@M8.I_U)HM9:(N*E:JW! M:\+/1H[WZ,ITFNO?PIC12+HX=LSUP'N%Y$*T>GG1")SALBE/(4;_WR(]E=Z MI\C W$IBOT=XT;NLVG^BG3/U?/Y=%R\&_//K^^!ES MP:=#6V,&^F\N>"+_V+:]-M=[\[F=/_ 6X ^5H3T#B^B XPR6F8KGY<>E-F@P] M648XSDYSQN';/MC<^":YWG Z[I,[7!O)D'L+(C 6^(L OZ?BZ8,P/1RA):O8^A3,,;Z&]/0.OX#>-_MIAAJT2]+(^TP9_SD4HH>3^4E8<4W5MK8*BYM/'2188I&WA';$.LLAQ_:.5_O' ML!SR1225$)M2+Y2^(\INITN+&)@/6T;Z' M*8A'H9!YDM/A,5D?A/-_;B+V11XT&P5_[!2W,P|&:8|ZE,T]E3#@:;QGR=C#@+2/O0E-I^S IT3UC M:#PE7EYZ\EN1\|N0HA/>@#_5S<>D2X58&-(2"FB!%5\:%7!A\,@\+ 3EZA]# M;0$ZJKY^_8G$UPWK%=96XDZ BE/1($\U=,EPG<|^,?XHAB9(Z%2[7$83BG& M?R^= -ARMA+?Q+O%3ZWR+CBK D6]+%AI/Z$M7E;!C3&R$*5]6^@$! MFJ178MC*H*BF@9GX$5AF#IX\OZ:CEO36;8)9%UMES'?M2]&MY$+9V/$\2@2%W10L M.9Q%@F?Q$1\7H$N'KP>,>O(_@A'DL8DK)9CPO=#PFF/&[C]H%$B!UO3&K+_JR.[-(R8S#L=P>/"QQH4[58>&*IK325)E;]\+Z6_2(_39 M.5$%\1F*[3ZHB5%4+FY"?0R0W[*8C%I0?E)Z30P+\$\QM S(A!JR./ O M5.NNS6ZEE]8W2W2\(/\-I7F3M7/7Y%X_P&T"RZ$"H%?>V/Y;WS_,R-+*RQ_ MS>>L9#"H;F]>[FS\0S*LVC;1A_S+P$\9AKPK_I,6@MDY?&*]PF?I:Q?/U&D%QIKQ: MF*?XN;4@(YB:]DS="9?6:X\,03V\!ND^?>X2B%(ŞZJX!8@LG*^DV9LZ&,.8?MSMQ'1Y/S(C;!/#GNC$(O^&\11M!B|WFA5P %HCDM2N<"B8?SF[WOIS_P7]_Q8OXLE4QXV6@ MJF*X,.0707]$4_)8<<_1-$P+.Z2|&74/.5C)-J-,^0[G$&"L "B#: X,+9;(M<>>?3:>]Q>$4GL3N11#:< 3+!;+T^B5W#KMD"Y?L!M$*/O'$O**5"Y^?(NUZ MBHKWO(E4%R.?!MHL#4B:GLZ47./1&X.U'Q_5(^I#78\Q@]!T+VP3L^D>VTI5&Z'4(XM7SQ/G8.3*IX%UT1B#RK,+'D#Z@<(7V#ORE?U$MJ31D2+VZ,2]C+XK(O:$[#]L4@"K[> !5.UF7ML8<5>U=IR[&]B^68C\/36@_$<]B^HRDPK(!7PO(.XS:6H">3PMMG&B/_V(Z0 M.5&)=Q&H$K6DTFIP#+@@$,_<159%;9J*Y-TSN\6@XHB+KC]EK[VCBZZ5**0= M\]1/]RJ>#FF7CV9["OE&<14V$((Q0H^G3-!<_YL!*$KBC*B'BE?4),R&(B MJG)(U>Q.C, -_S3P/I:AR"#*4T 5#1"1N6-X@<K"Y,/(WCT69R]-NBRSHY0^)2.G@N, B6>.# =PTT0S9RH?=MM2O!*Z,,#P1LXNM$DK^.I-K?6:4;OXI#.FE3KG)AG=M)(N,]3E=0>7D\I=,$ M5>4,&<))H<<@$|,\(W2#) M,UX#/.1YRNA P>G"#CZ\]YG]U;'D2RA.C:TKMV(E^T.DRYB]IE#3CPH((*[M"-8LN4/.'!TA6IY)T.53@&F,SQC[#]3 M'X%V,2 7_>7C5% 00LR!=`DG#-KWO#1MIQ(FW(.WW2:R-R@/7HML"NHG> 2>M_)9I-4>OH\!KXWL0#4NVE/L1^NV%,2!%K!D)6RX2>HE]M=EZ5, _H0"K) MEI[F5V*:O1,!8^K3B%8F0:<_-INLIY/!#A >"$7@:<03BG[/V1*8&HI#3:MYV6').7\5+6)WE4A+[_1B@>YMY3XBBKA40Y,&72"W\G_*BQ+UN*($ G?=%RY MEY0FV>/>*#OV6<)@=[8H86@50&UNC>"FPLB^A|X4/\]?H*IOZ+IP7[&EG\4M M@-=>]6Z:0V!.'O>%$B+LJ%4W@Z!4)_!ZNOFH-\"%&8W7_[_M)8OJI,SB"'JI\Y)A0CPO&6$20#?'I("'-S$P\RDS'.3(O)#|=HM-U2>Y6(HF\ M6Q7;^B(VX]TZN,[XZ'@O|NDLI7\,$:U!MA&|*5X+E M=XD+=]E5BF)IC$*.C#F0UD1/A%@C@5D$GU\&5"4.(C%9Z#C$CH0G&9U.]@\D M?H.6E07U&_MHY'PA+_ =;[XP+^7SDR@[R(#1;F-E_(J8X6H]:-+ MNF^-O\E[VP0J$"6, "2.@B)9K96B5#%#?>E.M#C^)L<%Z&@G ,#N&OP_@< = M_E0+NI:[_>H'/Z28YZKN&VR54+OY5FY@)_'W\S?0NKEJ=-;B&*0@*$<21R;^Q3WZ9CB+GSF-\BVUH3#K+.0HB21OCLSG+ M".0%=]M$&?EHQ@B-3DAD1$\6-JJLMGX7,F9\AR,R6IWWIR-#0#T0?EX=,DZ^P=?)]96>UE@F\TOI$NEN'G#UL#AY..9= :Y@":,%7E",9=+* 3/IM%JIM(ZHTRUV!M2*6N6NP,;Q82|%=,DSW"H,[&+W7U:E!#'@^D$ MC49_SG2XETR/0*>5!V*H1?*\()D ?U&ER!2BF^(K^=KG#M MJ+4#IK8ZW"

*'CV,D?,.1/+,D6_V5HMA?JHGY%0)8C^"RQEC4$ZB:[3#U_4!! M,,K?:!A_)V>86\)DZJB0)>9MXNY67(P.2@O'[PLL6JI$$L3#Z8D6\2A;1S1 MRUZ\P]Q]I9,:6X07$\F4HO#B-KVS.5;8EH*EO2.$MA0L(#K&3.)\9ZWI5*Z^ ME1/!:^5%\-;08SYX:;M;'2$BC\&(SX$(]9>'E@W#@D^N6D[#9KI.HW]=@CO((#7Y0MZ3[XIP;Y%+0(X2 M6;DM?*-&?!\;M7Z$550G^CA2>1XZ+$4;Q!+H2"FWIV"Z9"XI5[VX3^4$R*@ MHUO*3=2U4QMKI^R](^!P8;A6_.6#I6.IZ7+R\T;DITI:3-[:GV*\[.4WQ< MM2G<BD4M *<'>,&>0G"2\IT#-SFQ$IZ*T8;QNETA8SW*,;$HIV_C$ M\S9* MR>MQDR4/ZOO8C0:\SW/A]#759)G*A/*,L(-#J498.9-,&FK%-=@CG67[,99% M(^?+GR99P&^@D<4B%1H$6V_62,*TL .TR](AZ1@V@C(M8CDL@(*5-2?#,I MO"3-(&X]1I]DE&NO\"&=]]#7Z?1;P'4O;'[A863VS7=P]L;Q225FW9\;Y/HA#[6V% /=T4[8R?]-9E2X:HM#'$,RK9@7)Y*G)#5XQ2F:F8PXQ(%ZG7UP%28N@L)7H0[@.-+?&/%VP[>(;_= M!>XC)>%_GS"5W_P;[(?T/#PUU")*V%BT:00@MD3'7>GL)R M<-[=0+N##:DZLE3?KJC="T5F0AR\GL8=|\ZSXJ<5:0H?A9.7(H6"Q3#3 S)X M1@=TJ8JOJ&QO,L;A5 !7BK(LJD@3:@UVA>D_E3=$+5)>DC+=,<\!&/Q!MZJ_MWB?9^Y-)3EUG'LW^CNRX-U[#1E.J;K@DL\"X_ :TERF[TBDFRA5?\)/K3@) ME3#8A6&^K>;8KG/CJ(X1V9,Z^2, ^#<-Z+X6;*2#;>-NG4*K) ^]8SGQ)C^WA[INRX395>[X* M]^N%E4F=%Z);_PAP?=']QPR$"^AK[+-)2GZ-,_&%<-I#"[1@R62OJIO*A[NE3A3A-NX=\]?3MTQ M'/L'I,F^&'5"E[8#C,%&+OA%*_T&4F7 2&/HPLE2>1Z8*@%^L:K,G2AKEXAT+%18=&)PL_AC[98/ZFM^12.2J0PH()S;$%[QUSX&V:Q@WR0>-@\A7,3Z/(]7RYY#4*3$;*< LY&K'.MRN:*R;L<<2%7]DL)WO>S#Y$X!)\QV]Z7^+M!B.TP*@A"%&PL5I?^+EGV7*@ M /Z(Q)SQBAMRLJ%@$)H&G,PI0G$OHT4?F/P;. M8BJY S;^Q'K===*"3HY>&B7)H\%5H5@YYYC31H-6 GV#X(E%&H95WB#(OR9:5I_MX'/NI:Q!"2K$+5>+&G2]@Y/P$=+TF2VB)(4KO(\>^Y49IFW"' MG]Q.D)$<CC*3@N L.Q*>'AEX9?UB_01$JYNT]>7XZ*0)JKTQ_E;#V!S[^5@1T?XHF[?_$_LA%C/.*X-%.@$R MS*ER7>C/U2/%E.'-W (%)]"FO10V+7[#<,E%Y>GZ'QE]<)B7F4\+U>W!,W M$B3N*^XWR.DM2#QMD8T63K@(B[@G$<&FQX>Y3R?RB+UHF=N2]9C, +]*TV[&, MIY-'33^ZW:]M5?G[VIG1G-_S[(]<.^IV&&*_2K==7)$D^$CJ.D%(0\#O\RP M_T\"UA$UACEZ?[A2#Q_W ^"TC*,/9)TH;:L5*#86IAK^^GC#[(E%V]1<=2.ME[UE_(!T*4SN%##W1'5X\5<'UL'O%T]\&"QE%"S7+TED!CN(E-H0Y)N*@HH_M#_+A"Z<3/?;ZMAMWQ>F09'OPWYK;=B(RL&*&DT/<0 M,RMD\$TFQ37L&CGV0HXXC_0XAEE,<,77!W_[?X+\'_VI30?B)\YE@&@^7?;$ M(!8*_J*_ZF-P/ZEVE_XW'PF>DK>LV4B(W3\ XOI9$K=(&/DS,EBUDCAL+T M8TY09IP%?^U)S#_RA5L,V9A,'Q .. T@A3%ZLAU]7L#P)"YUS9WF MX5SA3:$,]<:70LA/Z/]W*_(1W$NBO5GS'N,IFH()AIJB>0KIBBYH0?[,N2 MC$0\J7ICW(4R?*_M"]*L 6U,V%2 ^KA3WQ^+M!?(KVC)HY/K6#T+-)(GTER&R)T^%76)Q"2\7&.90 MNOIRO#G0)N,X+&7]YG86_R:*IR+P7FPN_Q3G$?X#\D52 2G(3\65V*'"3C\;-MDD-9[AEQ155IB@150*REF==:/BIS!\|/:1)'G[&N8MTQN, @=P42&9 $3'-M3O.((>O<:KP"9Z/WL@[SG[25,-%_GR2C&:^OS61&P(DTK@!ĮE2GWD.*5>: MZ ,.^5P%>S1M(.6X^"I6(,]\IP@B8C1[9(Q%-*GPF)>VY,>)U6)DLB'IDJ3 MR)&X'W3B\$<0*^XAPWJ5<)?1"@7NDVP8_0Q. ^V?@ 8^*F-!ONN'+NIM,=D#Z"N! -0*,0% QJ+C,G/BP56H.44QL"C^DP!L9K$ PHM>5>TK'"*T%Q;H+5)O(+R$ K6M_"S$%[?OHD?9PQ:S35-_"4C$I2[^#8A$'2. MBD!P$/2!?9--%LX.8WP;AEJ8GHB@!)TL M-=EKO67W9>2?IOFO6(S.ON\R339H](0B>5CSM$LV(J0?;QS@2]T&O2O^QQ9 MD%05CH>28'T7'>8'+"/]ZB[#A5E4NB\LM'4X]:VZ/&$VQ?C1R-L&R9R$2$^ MQ\Y]&%\U3^=,_DZ.4>U?HB3N-PN>?_B=$7[@2LN MB5QJ2K//>4X^?_&47MT{T' 4^EL*#U,E4LP\;R3A?M?SF`]',/A;,'50_ MCSLAGY B$YK+.'(#D)3HJ(_H!2H<83(C%*]0AS]5]/HM2B,B [QDB1=C6 ?M5*%KI+:)KZ2=1%8!.11D'.GO_Y0/^04/",,R55O.E4S+ $+9 35%-GV/DC?P M,8[3FI0U%3"""C]I5:CB1*B4M@ATC.>A2PYJ4#6(^[\)!"&LJVA6N/V@@/0*E M]4KG]A)O@O7FT8 TVK"6R>%J3!/4K>NPS?(+1,J-O]9M9RQ(3'$][H8)QG6 MT\XFG:[B0-B*39+@[6DNHUOCZ*J)'Z2D65UEL[*IE/U*ANN^]9JNWRD(ZM3 M'70%30/P<&O*!)*E##$)>Q/$@+EI8P$"+?'L+08-E-!-6NMM1/4 M"RHEEMD@+1H4_B,I$R.8'/3X2GEUR\FWLF'FR09:JJH. "R0>\?"/NREJ*"3IT M$DMJ.%)]8(F=@0Z.N1%-.6HRTG60.!YM^=R8.Q&*5"GO.+7W5QVX)5E&,7;'-M=,]*&E$N0A-8<4A8-Y(,#;09S\'(DH9F!&>@2@PTV5QOKQ-B5M=ZF=OW#:N8 M&/5(%G8-V3LY:OFX:%:%<-'X;D^#\G59K V_K%H9H&(QKO>#]<@(CQRSKPCA_4*'RT#R8G2_NS4$DI(8PR#Q!U[_XRTEB# M"MC"]8.]LL.\(MEE:ZHEB?92WEZI<$5,*>QX3ZYH2N2'A'F_%+KC6']8]/&Q M'MBCBLMX_!5:-+3NTZ_<6>7$!WJ2VPYM*6Y,Y@TX4F)*6?;S[IU MS(_)ZHV<).YJ]9*Y>0OKYN =SSV#!H,C4*]+&PAX&+XI"?V&YO60C9.F66R MC6)"@UG%KB,.Y$FJ M>#+!`LBXY!)-$]B@IN 64#%42C92RI_L!U@3?!(O2!N(1>I9E;$8=ZDX!1M M*)'>QT%&*]I&*,%*W__UOR.Q*;4M9"("YX_"Z'.J++CX6YA(IPM5N+!+D/18VR_8?S3"7C6COK.XXH=T7^)U9\)E 'Q,9FI2U-0&J-V*ZI'!'AA MCI0<+8CMU>X(^T1%D:\Z*#*=<3&J')2P/#.EL*B3-+X,^D' V\;IB.ZGO]HL MK\UW)N\G'BR<))'-21?]KD^,;1***%H?4)*UCI;YA]T*2Q-08*DPP@:RU/@74 MSCO2\3_ H^XF-T) F;Y^'=-$RTXV>A?#&N&M#;/LT 6M#&O=31NC'"*AQH?"H@.)7?ESK0PVTW^6QB'%Q'%(YA9_A!3.:*Q7[2I23]"_% MI4%Y.S7_HO\LRKZSRVW(_\\H6E5 J.K*T>D EQ2,KYXQ@J(-8LPPF1)/&VY.'[*A@RW@0D*#9S M/=(G0=C1WVJ4%O%&3@*"LEY.,TUYMWI%_X#^8=*(Z\ M;@W6S+PR=UQ;I[RUX02KGKUVA-7N5+FN>'?'!?4Q\=2PUBQ/$TN[S6W90*7K M"DVJB9O8?>'P&#&NX">7Y+B.0E,GI^#$WK'@)|_GV^H0SK$!S4A,LIVQT39HAF*KR[_^/3>$W"H@8Y:."R?E_@A^B9#9U\O-MT8MGJ6CX[NF6JM',7XY%\[GRUQ-&1/DF MH7:X%,DEF8AQL4D\#$&@.$BJL=)NB_TE>7"H$^E)K%3(I:/9H7CV7_Z"?15 M/BS##[2#/D0=E>SX,D=I2+ =67# MQLJ&;M4K&X2$S!6<@^*V1IO70U2DLB&ND:5Z ,E4$>?K6+BDL8ICWM#>T=K; M>'XZ8H]B-(/V,*%8+0^49#!VY87 MR^',!8.T<"K&,QL"5YQDMB,1+Z"1]4*,HB;)B&">)F`T,XO#60-]CJ+X:%7K*

*M9PA$&U)V2SFX#3E#*1%38K]YGY+LDA!@#?RPAVSJS"9<2"0_;0+P=JS-*@OV/??^9,;3&Q"7 M4$!$Z6:NW-V L!IF+GPAI[QGXHQ<*N%ALJ&)DPD*&?*
MCO1?,>/3$<$DT2F%5J"SXF!&O$R)RUIA9R)<$;>01''2 M6(-OT*0N%K.D#@'E5N(0DOD1K1F&?BB]_"?&SG\D@!H_D*B1 1L2]?-.2*;! M0.N_ESLSZ:]A%L$C6?K+LS 2NQ+MR4=" ((G37&[?)RFI8F=ECE]E^C*I_V6 M#5/DBMV2/?D@T6HANKUE ZVR[L58#B,%A9S?>1U9"-K,L^7]!T$_*0&PZ-^_M?*UE([9&\ +BB3[@H09=^;ATX'L1UH)*[8XIP?ER+G@QL0?
Y$97>2>3LLX?'M6-Y;<:^(ZN22-;YHGSM0=^Of/+V&Y XH-[9ACS9+_*X(FY'.D$814^E=x N_M_$L+1>7Y"*!"C#\>]9\$(#D#4%K+0!12DK0-7[8#IXQGR\]7I:9'@.D
M"#OUQ89QG?]+,2>H(QV!,4>(L+P5MNA$^=B;%&D2QAZ^%*5S>%45/K<;^',+ MKE&9_Y&S(%(&F3UDA,0E35VE)(A :QW++#I?B3$/YSD4TY (15;4VR2 (SB0
MH7)S>+&V'',GT0"E?Z48[XF/L5T;<4AM/Q0U+^(4TG5$6-FM]8BX$>6;9&VS MJ]K0UR7]Q_&?6&ZNB2]%EZ1IXAQ)E+">"!(#]XP?DQI.8;!XG%]6/&CD!!YN M(<7@7+TG,U]HPA6?
2MW9QC^/.I@U$@KNHLX$;CN,'-$ICY(-+:R><@;N.]D6)K(QJ425B5&6O'L5?@NY!$RGK9?+H2+'S2&ZZ,*(0 MM3PLWK&+@%6/R/TS%_3O6,,Y%R:!&*?FREYMA/5.EK((''Z1TQ'C-
H<8E1C) M,VYZ$AD%>FT%AF/CO[J?N- N>0\<&+#E M.\)>?6K=>D|@)FMEX%]<]+>2<^R=1,XQ?RB5?92A5#LJ+A2+5XK>&\9]AF$I M;H7C5'@33>S1QPAXPALG-Y_;&L)EH"
*(P61$@G\A#QSS$(+DEO*PHD000^MPM> MM2V',% &3?8@B09-?9^Z$-M^CT-XX,2-M+8V'N6/)_'Q!X(KRSO.Q5]%!.(I M)W++>E2B)V"'^ 8*_ULLHK5(MW$Z+,0I5O[5!
<9>?/&+&/4@60;Q+<"YK@ P=/ MPR2X3]"QM ABG8S.%<@8G-,^NY0S%(5FCIOW@?5&?UZJ07*8V'0X"TI,ATR> M0K)KN.1A6<)#$ G(N*80>-*9(XPP+4^9(=QZ(-
A@3H^UCG;NB6B LID]'=S MIG]-QJ_>R8PZCUEQXPB34SP\,&4CS*KA*$B*4HN|(92C/,>&B?E('!]R8!QOO@D3,U92 VBE)'_M>9A#<@___/]>4A1,01X(91AT,^*P[W#-!,T=
I$4\D%6I0[!MK-YK^E(_C=.P&?08M^@%#@M-`)ZVQS=%Z[Y0!1*)F+K60U!V.M:*/KZ]0%7 MC!ET5H8<(&8@>1COOMS_^/$>0]0Z.)H<=,5-Y$?.]VECK#_-"%C@_6C]HX?"
MUW*)^2'\ ,TR2$VNW6IG&,F&9_"^"%PH=H^ '?'S_E?X7FNQ$-_'EY.!<5|\ MH$_2 MYIMH&-?\]H\](DX =7'IE6_#%DL:IAR=QU2E+& -TB>SBZ?&1EA).G/KF7F.]
MV,#4F1)=QS>]BSUYGOD - >]]J-]O;VTZ.7\?]!]6\4=^<(..KI[^\T_^ MXS]HB:VM8'S;G8LKA G-Q_$MD" (.;+S\S4?DC9@V-NXXF>B18MBDD!T*%*(D MOW^2_+H3/\+WM=VVNH3?
2;O*W51:1&JR$:1?/-XE)H!XA_A@LKLQN<=[0[BS-MDI)%V6[@/")A(BGNDM(5V HUTPD=8ANL#_ M39@;D<#BSAIXJB,P?_>I(_2;V_@(^;##V""[F[ET/89SC5P4]V1F%@91LDUG
M\%IU_0-M7V?F$N"A)TL_94NE#";PP9'Q ;3P#WG+*\;7B"^:*9"4^)OQLU_< M(VH\(XS73MVOK?SFUQR2+6Y[,?W!^%\FP3D[NMY.7^UTC=_/A M;^VCP-
\6U7OA,)@/U*5S>49JLD6*]X5W',4-28P!&,.(\#(?:8V*\FO\W*NZ-MD,GSH:CR\R- 5>HD1!%I&1B9>40*+2W KY# &IBI_$ M@#<53HQ$-12;85!L$H@M@U9]
(S3GI+ES:H//@TA&]7AC7'!N?GN;RT:UBP*2B$ 70RP,*,4\,5PFX,I?3 M$-\VF1(*;))A&01=N, W%G[V-GVCVZN>E 1XN0]R,0+H"\R2!H@_,B]4'@F=E M2@@.BCE\;B12LB@KDH7
F"Q^"~&52%W#V95C_4R$KQ\SC1*K*2WWZY;UG/*1_BF4C]CYF,7V43"+=W-4R+*ZDKG6=USF M,'<1O>>YR' J][S*\$2]YA>L56=&'"*Y'QB@0 ;FBX)=U?+PY(92YNDR>-\V
M;'<;)SX?R0X1A7:S?+!X 4KN\ <+*"96: ;G4Q;P6G6=^_]O.!:(3P,V9M#. MC&N1B>@5MC%S;;^)OI9CAU?Y_N!V'F@0S0:"-3#<%,0CH//W4> FLU MU,XC/0T
C4[0X]*85@_=YE%B;#3;"1M?.KQG2&M_HF61(:I_/S%Z/M.L.9(D M0"SN9/D4%D7(.]4N(D&P1/3.^V-S_@B,.OE9T~%3LZ<:I>'KSEG JF9S7)P M|OFP|[A!88N=<>3SR+U4[SW"?
[SDE2?-_?W*M)9M-U_FF%-@\5K5]F SPY?? MKG;-[1H#"[3KN^ GD_48)-&2"=K,+D"A=CY.EET-G"PR0A*;K,S#DVG"BF$] M8S^<*UH$E_$B='"93++#]S?G*NB5L]WERYA=5=^QBC
M6;XE|\]1_3G^N:HNQ\H&A>N%WAH/R[#"3$V.D?%%Q(3?1Q_#DRH?)D.I*@cL M_T0<42KNP"7M-87QPDF/W|GSM4)0^1' QI8"U#,?.3H4;U1 PL)Y-N(M M&\D\]HHF-\3NPO@)
K+S5$4!+6_<3(2.#Y :3(MKRK(I9W!/;77HECYY&//XKNOU_>?WLO*C=P/_EI0#<'[Z_M?[^GQE\V>:?"Q MAZ2P[!DC/!%W#_X"Z-#]-]]_P/;E !!3\U1$X/P5.FR1!>)!^AI7"'T M% \":
(UHLF+_U,\7R-F(H-,ZK#WL7*-G -$G^6VH#@(SA&[+ZECD*XJ56RG[UCL;O' M]RB;#/B%$W,.6-*_0 _0A?,1B?@2=0HO"XD$A&ST12D%/,>Y3/HJ4"J2"S
M_+DA(T93"S)Y.8R@6:)2Y#$7B|@$BXNC9FKD4OHN7(\7, F<%?EUWGP92U@. M4$+'Y?58SANXL MM2Y(=5*;O^13A\R)358"+%B+E#8AWWK'/GXW=!X?45M3W?Y$W.L#*O*
<2\R& M:&U[^4^4,(/<$|S MIG]-QJ_>R8PZCUEQXPB34SP\,&4CS*KA*$B*4HN|(92C/,>&B?E('!]R8!QOO@D3,U92 VBE)'_M>9A#<@___/]>4A1,01

MTX!7G(%>TP?%'>I]#COJ6\ELM-@-,-,)\T6#?8L&OBW[S$YP]W9B]P=[?P-Y M<;_$-P96[G.%XX<7=FZN1PBK4O?NII65VKEK5^_>KY\<=X;ZY1(4WV4(+C^X MIL-HS1R$779>U>*6SDN*6RI=I-+9L?QS$RR+) NP&^^!&(C.PE->+,_H;Y M@9U*5OK-SL55M]DR.SDU*R>+CEXSQCDPQB9@E3TS!A9>FLVV;,9.)8 9E\(:MAQX3>6@5R)ND\KW#UPR*?$7]YRDRSI$U2J]$C;+#]9U -^'L;H\,C" [^'J0)\ MSY1X()SE0TOTKP7AO)>ZLWH= {DT]$Q>G9969IG:O(H.[<]D2NGL)SWO*AY; M_:VG^,U<-(^'OAAN+,8'%G<]7H#LV'7^@"-=0TA4AG:V'M3W"H1&%[@:V M V2P#A;QR6!$G#)N-^E^P3W\GJ7:+N0QVERP=:3!5_#!2U"'V_VS>Z@++3@ M"@3):NKI;SU"\#748X'^;=EFNUL6:&^5HDA5E*#G]$"^]JP2W+ Z*WG"]'80B=Q'>K.[0&_];%MVU>BMS)!]%-RUV+>\ ZFB6"FUCU"H-M9L+3(=VBV MS4&S5ZXM5V$DUD+/HF;3FDU++P4M@TTMP'}UBH MVW5.%B&!N.%&9TO'EU$X%-R60.R/4<"(X,# 4)B?[_S)!+Z*ORC -QSY&7C4 MW%W.WW,82K1,EE[X,P1C^/1<3W$'U+&BS!J8HA WH/'%SOW/;,2\"[@_A, M6K6AIC-1TJF5%)@3G&3 (69F*SJN4%/!+)\AH4M5_X,"8EI=\(!<,!$%= M07,&M$B!*),&HQSYP8)P#F%=A#%& (%!X=,1%;)'208AFR*)HED!DA2OQ1Z[# M3R#&4B&$2@'](%:67'_E;0&II)"WPR"6J?]"&H<[R(/!%@5#BOC[T92- MES-V-RFN^_)X"&($D-K* #'L.QS L2C7M0NBUJ/T;(+'$HF_-@Z$0"0I@X 8F2@3UYS!HKGNZT)7\7#N98@A/<@/]XWOI\IQ<-,ZMT*'SG<9_],_FZX M"$DT!&7UW8#!\D)W=TCY>V+*VO0-[M6"3V=5:FO]'FCYHWP>C1:SI1 MJ? I+6:E_|_O^$P,^80_.[SR>P +\]AF5WM?\4%5^V&V Y;X8XAO\M98ANA=7 MG6[W^,54-2^<,2_LE15*QI.R>MQLLIHE=*56KLZPF@[1K\9]PX@*&GJQ>GV; MXNGTY> [,'(,C.Q6(MM9OF995>#BBD!:6K=:K)Z)5EM;X_KM#9Q9U7?EJ!8X,>1 MV>#BBDI:K(\UF56:S'8T<_=$9YO,7+1)2WK]NA:3FHQ.55J5;"';"!35;Y]# MTGK^]M395TT+D09+7>)&V/@MX5CLS!N# K#)0QF(MG5QU1F8ICD%V6]J>B55 MO3A>;!L75!TS2E^<)27M9@+NBY0VFH#MBZMVUFDJQ4#G65+17HFH; NPPY5< MMP0#L X1;ER'MN4J#&[E4'1K]WUXU-5Z=9CNU6B6J_)K#]QQ3W1V:,88AN3'C6 866I M.*]$5+)QV++Y!FR5 $)6N=CB-M,2CD ?NPPD?GVGVSG5'^^RY5.7##O.6R[= M-& [CP&7+M.RRQJ6< P!AS6JZ"/MB;DV>DC= MBZM!\W7E%$5"9_6WA)?]2%MUGG:!CO>8&1YONNK8/9JC*FE#TL8Q@2ML?J)TF!?TD./Z:%A?V4$"I 1(6!T}JX/5===<$.,FB>K&U\%#1/1&4CE-T.3:RX123*&29M" H M.RG(>.N(-DI!3S4=V491SGD6C#3,/,S.=08CVU-U1Y0N4K(T\?RHXC[GV75E MZ[MNP*RA\GBF*6.N!PJB7QPCT44_:"]A=%(4\58/?1"!KNH[HL2A^N]!E(T4 MZY*&>U[UT:. -G35-&3[.XF]H_V'GCX8B6*"2R!Q40!/A*1]"]""G71*2IZE M?U 0&)T419P50,^D0D[W11G#U7_WH)RR4IO M%57<_8,>+?V#$F0\@LN[8>9(F$F8<5V&+C%3:)Z7L; MF'.[3SW:P0EX@=>[*TRGFS5)2I.4QLFAC/5C-XG;2M\^/M-=%6(R\|.5I'V M9K+-QSD;]N\6;>_0H22["39=5BD<38]?9WIC]:JZ^+KCIP"%@)2QY>*EO^' M]M*AV\Y=Q'9'QR,:N^SW$,FE";"T_F=W'=¥/IUZ,6Y!M-A:8.IP++R5Z,EEZ:R.A[,I%1 HV;;NAG$E 4MM5_'[FL@#ZR-JP-W=#7 MM,'(U51?F,HP66XH J1XUI_XFLY1GDN@B>/X\'G2]C@^^?,:(DK>_7"ZE#/8:^ M9@]&MH22T%#BTQBO![<7/ <6O**]E9T1!<-0]C [5^UPFWX295-=_?Z"0KF]HG.8'RP(\E6D]TD6WZM>UHP M!]W!R#&+:.6N-XP"29B7-=]YF6R390^UN&W5D1[4T7CD%YR)<:K# LL#62/#? M2?@TRC;T:0G'%8Y'?X,7L^4_!O%].&/K,#([F<3.,)WI@.DW!),#&J(/Q E MR"P=@$6R4((9F.-!&"M/P?1)WUW.%@FUT#<6!C\YO@A_7CR$$UCI.[Q19VOM M)1!Q!Z,/I>$*"=\70Y@9)?C^,E+'"T$P,,P624F8Q(^X5G3'L, -'ZG[EK M6Y)H]]W5)5O)UW0AEW?PW\OI-'H.9F/\S,>83,(%2]D5V)TUV+W!R!H60R@* MW.04EXVGWF@OFT1KM[D7' =2%+3KO2R4ORIGA!&QJ:F*H1D6W2'\Q53A"I,Y M@>\\D>G+4&D&P2]?41W -,:+H6GEI]R8-18.T="-!\>BCE[+ESR@N2 ?U:5@, M?W.$K*I)SM.H^EQ'KF4O<=IXG$6"7[<5)^5I]P5@QS)7!PB^%L&; ?RHF< ME.5;-L@$6I -'W@7$]"RX5'OG\/)XB%3&W+?2N6HMOY*< M2<[FH_DI.9HX) M$!.PDRW826ZYFP=2N]!ASA.Q#RQ8XG>W8%\>1!$@XWL7@)^#EP0E>5Y,@X5. MG|OEVEMG&&>J^[C7\9E?WU]GUDE6>.B7{G?8=.+A?9]!8*P<G2L!Z>:<;A; _#O M-_#U#]-H_.<:EM9 (0#6.5X6\F!Y*K)781""70SA6I72K)\A#7"0Y*\]^"R M6<"'/T:/L+B7_TB4(#N,"Y 1%PDPEFU7$'I*]=8 ME-I7H.C'()SA O&VD*;7P50!+1A_YR6E:5SOMM$4/65P VD)Y'1*%5]X2:FP3PA[I*_O)^$R7P:O+P+9_1DZ9?>IP]+ M"1M1O:73I@MG;Z\!/]08Z-.05/K+Z=M#>.N7XNNN.=0MH_0M;.B7OE[U*%'I? M6J[=Z%'5KUN:PV1]LY'[0GCU6S N*-?*.,P[0UO2U"=0NF)K)=%%D*2"O* M"E%BU6@4VM_=FQN[YY$3K&M_5 NPA+Y5.[V+ G"]'UIMR3UUY(4&\)09?O3 2 M'X5G3'L, -'ZG[EK M6Y)H]]W5)5O)UW0AEW?PW\OI-

*#@G@W$?'54V=0TV,**;LJT>/8,:$'A_0H^JV-MQH>%BF0*BLQ"?R-)\][HA0V39!G,QH16IB>O0B=M-%%DCU/P$[DC,9QJA:>(-MO763-6TAR&39\8=&?(:Y%Y#0+F-?12=5M92LOf,$"]N"A/2Q*N;,4-M_%N;JE>A9W=.B6=SS"D12>$?4,-^G)5_*@5):CKF48R[KVSIYQM!0TGA:.-1M5YV4%^W]L3M@H|P&4_HO@"&MW_NQLED_,IOU2V:S-MXLS8OQQC_MAE!.:?T^50Q_5OL/RK._;#EW$8*0-.MB^F@"AS>%%>'Q8H-E^R>>,D^+KGHPUDON:*3--U+X65356*2S,D803A]4>FG-MPD1A[@?6,CJ":XVSQM+1C-XREFTB'=/^T!D$D@<'"QEN&?.E]8+\GD+7*,MXH91)F@+6TFH-=I8LXB7"-M$HB9L/[#9>#T?]:PBMX IZ"^.-N8W-.RUIDTV-XH$0_DYBK/(+[LEJ6Q=&;E\Z$%UA3W_%992& M7I3)DB"E[*SX-JS2@O;U,G\/%LL8&.RNWB$ISW@]R\[FP*KH%"ON-B6]J"[P#I[H74SA:O%GE46D_'L)LN&/[+1X&_P4((8SG1Y^S_.FO!G\.-P:X][AAV1\B&8 :DJWX;7 M0[I:N(ED00@M14=@KGFE,@[F(-A K,'"<"!1U$.DF#]D"TLOR7XL?2E-)E, M>0/?GI [H'9@HV0:/;)EIS2?3T$% %PQ"FJ M-2QZ5+/M#;LA>,KHDEZP"L>9(^5C\9;T%6##8I,28RI%'04!?!&)1B/XR62 M*V/\((@!29(-FIPO)'18\]ZD=@>%"0ZV.?Z6T@B0(R/9)^"">XN"*=(^\@H MPD=09)2[$(=AP--B,@?U%4GWW\L0EPJ?N27T?5S6XIH%QK,)564,Q+8 5A-Q M0",K<%/ *-=:,?S*A.#DC7CU]1#;=:I(@:6!^CO$^3M M-I\ S^]Y+%X)WFT0;JU"5=9!]D^T-E:\@>B:,A:N%I3+.O|&;'0LK719EM?"U-MZ;3X.M-GWB;A) SB$)=<5&OE.")=[*%$51UY*KH F0+/]KB' _! M$W(S:?MG(2-DBF>"^XQ1>0, &T-+USRPP8!**+'T2.HB++#<:/RG,@?$_P5G MS6H%I5M5GA]"T%>0FP"+? (YEC&#LM^#KS/M G24./I)1P0!^]DI:D&]OL9U M[5'S]4?]>?_R2HD#9#NLRIK/ MC+041&&Z &4)/YK# !-LVQ@,D[R^/@81&%)@7X\-1_X.)65250*U@BC.Q+',:!S1$$ M*O#Y>)XV(@4,>(N")AVLA=^B-[fKBRCSX$#R}?3XV(§4,)06P*+6,]- [fLWRS'V/RFTH;O5[>:Q?#H_:7G MFJ82K_TVY0L_3B^PZJF3.[7!!VI2H!G 6OZ)2_FR!LY'BILR74G7,>1M.'9) MGG\)?=$'=]*$+TG3;.?2,]+U2> [*V=AJDFHTO4.JY#6^0W,P,EQC6+;)E('S>+<7N7VI!4[UDDK=@P<=7F"BIT|\U5%'5>R-UHXC$L1LLSPYVVIUWAQEV3E45I6* M5=1XU"[%LH\HQ;)W,_W&I5AY(>!1(5#L^)H)@;8KL6R>E5B&[N/E[JCSH#!ML,TZ7U\EGI,*99]QE(L6ZA2+'=7*9;=15*LCI!KC1Hb>M1O(>G3$Y\K1 M,/(+Z^X;QCEN]01W=^$T9)(L3GL_W#)=20 8MPL63KHTd#Z;CM0_MT5*@[MC!I[%G&']"^4J0@NMALP[!U*.NN;DC^L=(+U/*_]D3>,&2\+WT6V ^^O^JM@ M<^EM)0(?RW:>\B+:+C!KE[SQ@R@P5NTTFM'5=*(Y;R&1:UB,S{C KM+!'+L4M(M/H:),5FQP> ^CfJM\/CGO-U1#=R-9ZLC;'V7#.T@\EV4AG\A-AL1J;O0A^ M7]3CV-%(";8F=VYIV:D7%Z#[.6CYO/G^V,3*;+CKXB6"=1PGIBBAKT&PQ-MN(\)8=-]<>>T7SEMI[T07;CF."RGL)HB0. ^YY6TG\FR-MR5JZ;G=\1 ^K(]<[?.JKA$_D4'>I?R"O21@0)8;?Y0PJ/?3]9=%)8MPL63KHTd#Z;CM0_MT5*@[MC![I%G&']"^4J0@NMALP[!U*.NN;DC^L=(+U/*_]D3>,&2\+WT6V ^^O^JM@ M<^EM)0(?RW:>\B+:+C!KE[SQ@R@P5NTTFM'5=*(Y;R&1:UB,S{C KM+!'+L4M(M/H:),5FQP> ^CfJM\/CGO-U1#=R-9ZLC;'V7#.T@\EV4AG\A-AL1J;O0A^ M7]3CV-%(";8F=VYIV:D7%Z#[.6CYO/G^V,3*;+CKXB6"=1PGIBBAKT&PQ-MN(\)8=-]<>>T7SEMI[T07;CF."RGL)HB0. ^YY6TG\FR-MR5JZ;G=\1 ^K(]<[?.JKA$_D4'>I?R"O21@0)8;?Y0PJ/?3]9=%)8MPL63KHTd#Z;CM0_MT5*@[MC! [I%G&']"^4J0@NMALP[!U* NN;DC^L=(+U/*_]D3>,&2\+WT6V ^^O^JM@ M<^EM)0(?RW:>\B+:+C!KE[SQ@R@P5NTTFM'5=*(Y;R&1:UB,S{C KM+!'+L4M(M/H:),5FQP> ^CfJM\/CGO-U1#=R-9ZLC;'V7#.T@\EV4AG\A-AL1J;O0A^ M7]3CV-%(";8F=VYIV:D7%Z#[.6CYO/G^V,3*;+CKXB6"=1PGIBBAKT&PQ-MN(\)8=-]<>>T7SEMI[T07;CF."RGL)HB0. ^YY6TG\FR-MR5JZ;G=\1 ^K(]<[?.JKA$_D4'>I?R"O21@0)8;?Y0PJ/?3]9=%)8MPL63KHTd#Z;CM0_MT5*@[MC! [I%G&']"^4J0@NMALP[!U*.NN;DC^L=(+U/*_]D3>,&2\+WT6V ^^O^JM@ M<^EM)0(?RW:>\B+:+C!KE[SQ@R@P5NTTFM'5=*(Y;R&1:UB,S{C KM+!'+L4M(M/H:),5FQP> ^CfJM\/CGO-U1#=R-9ZLC;'V7#.T@\EV4AG\A-AL1J;O0A^ M7]3CV-%(";8F=VYIV:D7%Z#[.6CYO/G^V,3*;+CKXB6"=1PGIBBAKT&PQ-MN(\)8=-]<>>T7SEMI[T07;CF."RGL)HB0. ^YY6TG\FR-MR5JZ;G=\1 ^K(]<[?.JKA$_D4'>I?R"O21@0)8;?Y0PJ/?3]9=%)8MPL63KHTd#Z;CM0_MT5*@[MC![I%G&']"^4J0@NMALP[!U*.NN;DC^L=(+U/*_]D3>,&2\+WT6V ^^O^JM@ M<^EM)0(?RW:>\B+:+C!KE[SQ@R@P5NTTFM'5=*(Y;R&1:UB,S{C KM+!'+L4M(M/H:),5FQP> ^CfJM\/CGO-U1#=R-9ZLC;'V7#.T@\EV4AG\A-AL1J;O0A^ M7]3CV-%(";8F=VYIV:D7%Z#[.6CYO/G^V,3*;+CKXB6"=1PGIBBAKT&PQ-MN(\)8=-]<>>T7SEMI[T07;CF."RGL)HB0. ^YY6TG\FR-MR5JZ;G=\1 ^K(]<[?.JKA$_D4'>I?R"O21@0)8;?Y0PJ/?3]9=%)8MPL63KHTd#Z;CM0_MT5*@[MC! [

*MN;-671'!$;/-RR5K'2IK;>C2SI^W5*S!5VG.AG/*@^H<6>,AZ'-/;]!S,=U$ MRY;Y1^@'F!VJ_O%S'=.M2I5&#J9:[GD*PDJ;J=/M64FGMF!Y-"&2K%005MK0 M-,_R4@:{8'6_6@XX[O"VSJE2_=']YW@QM2\f>)?*B>#O9<39O!^16Z[LQ52 M?=7*{BJE;D^?C>'B8B-O].5D8%Y_A]UTOZ!FV[:>KV& =G2O MZ_BLPW$\/FA&FV.,3T.T]31\W^U:=$_&T[G0MV6V9'I^QOPT;-(9&)9#\WJS M'%,,$?ZMV8.S,;1__;-Z]TWHQ^E'11ZL'AZ4/N8Q<$GI @G%<5DI^&DCQZ& M(GMXI^$S _[R0SN(-2G2W7!4W?.YMUN?;BEMA;W\+BG)@6S$4G8JRJ:C@<0E^%6L$X=U@.<-0&%&=UN!GUE M?!6L$X=U@.<@T2+LrJ.I8- T =WC<"]L8] M/G?(?HA#&H^Y+!685& 'K,#T4U=@E9* <1&>F]1G'ZR/\ 6J-(^4S9P"/2GU MDKYT0LT85.P@#8O>K*#/;!<^]TNL:PRM .B&V7=/?S8&PT\W.4@2?=C')8G9 M"ZA5CQXO/3V\\H.%@V;=I*90IK8;3:#-23WL3RKB%54<[LK116 Y@CY7\3[] M/AS 6G93K'#UEXZ',IM^;$]*HA6M(.?.LG6BW?XT*7N1;E3&MQ@=V+B'P?Q; M4@R<9P_KY>X6M0HC4=7F%&53/_O>6.I> ^'D'F.KGN=&#,5X:][LO\E&\I34/ MJ)TTW::G/) PXN?4XB5>%Z6*KIWH*VZV@N3C2N++C19X]MAETA'4IO9ATV#S MA]Y.#1#L]3(VP_(5L_PL\V:!Q2'J#&&>,.^2 HNG1?RN;H7'2=".\&1.V M4J_M[!]34R(]A!L>U&C:92G3&4 XIJ&'X0\ '#T7%0MJ"QBE&32%G.(. 3Y M% {4<=UEN"&.T_8 ^7,*XLI:A2FU39"<-M46KY#4K?&<1HKF+$B)O/#;/Z_0HK>Z72\T;(s<$ QXKWPF3WCK^/Y#/9XM_'K-M.N>KM<6Q#S,0&GZ)/ON7WB'^_' =\\WZAZY-JAS6K!4E7V$/P0]2/@Y!/NJ% MD(\&5M;32E7]R I/%M8"7J:\9-Z<_ETR[V=+6W+G/'INE_M)6QP0D9LQ?=>7 M$A6E1"DU&D4)Q9=Y&_O7P+ESE79V5:^6:LTJ$W&P6 M0W^V)'O/0^8.\2@&PIU=GV?=0W/&\ZO1F>>1I=PG>1AQJBXGX#VEZG2,N~^M<-3/KO2:4JW)VFXV&#=55RG@S5 (;J-TOUPM2:.W.4 #3'L1M'0$]TO#U: M%HW/)R1CXR;HC>;95:-.;JSI>5'/2E1*@%X8\Y^G(U_EA7.5)% MQ49UMBN'!"2[X(.\=Z?DGM20?L2BVZC)\?;-*1K*@=D?9'PI!F2=6+@AJY_@; HGYV50.4JBMYQ2RNG*M7=/QZ8ORVK@+?D-^P M=5A#+2FY10KLCM_RQ+AZ 1,V_[Y 2Q\SXEVKJNBZ:C@A:BNFZ?HRTCR[@AU? MJ;+-ZF39./D0F6A=W;H|$4U45,:E6;Y8JE5GWTZ$V2B[4]2\ ^-&3N6[.IU MIEQ$Z=^E!;GG;\=?5A7*9ZN4&IV\ AX'#>,E.)VJ_*UK23<2)CS+5-12+<-T M%DV8CK3Y\81!39UM,EI0AN; <6H6I"OO;5(19#GMS'MJQ'VTG;X^2CW(`O_CK M ZJCU?2%U^<[VE^GSD^G\EO6U_ Z]KQMU+;KW%&40WDI"4 _SNTMBD-<\3.LHTL0DS<1]MP@I9CWL;T M75\B,(<6C$-U-H=6.E\/D9\VTJLY\E.-"M8I]1S:A!7)#UM$%7OG!(;S0LV- MLKVP1QF_N'OM^M5US3?+MD$0QB2..RA-_KV^?& $0[.D;=E&KRA@7'+81OIV MIQS6 ZKERH9R0D2Y.XL+X$<@=T"0G]+;7S$V&3%U(24H"0$?L)W/O1^^!N+ M!5;2Q9H=V^W!)- M"C.MF)NPS%92%.H\I&ZI8R7*734W(2ZV+A%N+@AWHW#T MJJIB>X>2GI$2+K%K07AGY] U@W5ZUB]NGO^:>VXFUVAG5W_^KX:F:I^..)NK MB/%9&0D+VR?.3A_<'FJ0^"Z4JRC^.2DGZVM73*#5JB5=GPU]6AM4%"&>*1?L M>FH0@URJ4MU.2^2V+@6-.Y$R*&4PKTU61@S6SJX:JGJX.CBG9_54A^IX M^(5}]SJ=H&0Y.AO!X9C8M$H=NV:5@]F2BQ0KRC.PS 7C_LLZ!L!M0U&L[X1 M]:? Q;."9*6..K<<#/ABZGN&-&#P\N(5[?2P8XV9$O W^7WSA<5B=_T2MIGV&^W--^33 ;';; M^LGM$5[F,.<-RO2=^HDJI6ZN]B+WPB#?T(F:IX]-/,N2T4.QUZ#HLN&TX(_(" MU#_!D*.6Z##BN)$-.BH1N_J"6R12"7^K1;XD\I0F"C>,LUR^PS[QIX MZA(-:OIE0"M\:-_R Q=H#%?-+D&*3AUN6_QU3*>N^^)8Z4EG-I+V+!^?U_/< M@>CFWG%? ^3D^$,Z$;.^=0JAO"DYP R V43BCOBB4V1)DV=T&O5;,TV MF],WG;QP3;.[QARX^RJ62W/ M!E.-AXQRO1ZE]S'NYMF55[\M&#@S0PJ9'+EIQ W/9RCC)L-FT<*-IRLEABV2 MZ.:? 4IHFSUK{* (#Q1!2MB#0SO6 MPY&0PLS9=1BU>/^KV_%9ITLJ6%/4.N-H"7$XK&JO;.".3;O+$1(17F"'[P2!ZRV MZ|RY6&=X+;<$[P'M13%#'AM6>H]839\D!4<>&97(/L9V2!$S@H9UQ%X@-8 MXSXQ_XB$$)<2R>C1GV]]"PAKQ1@/]'; 9.@;J!X!$ *(9Z#/'&!0X*Y7PI() MG '7F "I/*L3!H W6CZQ54DH3]0QC@N$2X#]"%T$^.GM6J1**$.:A/+@@E(!L M0+7X\!3@Q'@0()SPA07*_V HVZ(0)9G(M#;H&R.[?_@V!?/AQK5@@JY4%^.$ M;5LR-,=P0Y$,#*]-X.%, <01]C(OEC!EOX:61XCO+Q/;_MF-12J2 M9SI[:,O%Q!/K^">HI130=HQ3&Q61BYP+IJ 72&%%Q"L+@0W!\EB/ Z(2NB62] M4@5E !2F;>*EQVT#*?SIS3*#?GPLG[HKNTO?"SSL 5'Z>$WB^-.PW8^2CZR>MGT$YI^DV/64Q ML,N_=@T&22T9F]4T&MD>E[@]=0X3-8 M.J(K>UC,W15]E,.K\+3.!NEZG##,[$"]TI[1"S[]#=GW;99&IR&*Y3I+=T] M1P?'CQ@O7:1_8W8*8$<-4#T$/D-I*O0RHCK4R)I2407&'QA_N!Y"LV@G/1Y. M_-3MV?0PP-L/&N^$6P%EECP$\1^1C !N##H_WD6CU#.*ML%,.+%I@T%LV ."! M%8@GXVXNVH&Y;P[W_+XUC#UWX\M2#K_.*!)F4Q\?[-]]N-0VO&BYZ&+<$48; MM]G7XD"!JT((B#?Y/+&G.%N8J3\UU:3>;3@FS/1:KF388U%J=_N -6S^T/OA M1(6_Y#3*F[9^.3,=IA=!VF=$(<_PL_'VV_V9D0B^0-0YB-T0KZ85\H.Y_7WIZ-M#.KU#7=&2&V\N_^/E2B);FSRG3))'?&,T0Z=)e%1;6/H!\OXET^P M>QS:QNC2\37X^A0UD1\"$*$HG>"U=A]\N9C^O M-LJ[1Y2JE95&]BWS'C7_\X!2_)!518^:DFTS\)X.K4Z;K@TUV>(S>F]$$]\Q@9MRV,$]"-'>D, -0$<>XVU$C%.:QZIEM$,HF]W/(Z M2$OG>.1$TB61EA-)6T>Z#C6R\'-T*!,%(8R!?H0R\+1+%NS,.\!%C%#*,4!I M#C1?.]A8JX, ZB5=D24[I3@=L3CIVI[DJ7%VI=9*!8RJZ5*>1#P=C3RIS3W) M$T9 ;26UD4- /SV.]@=LR'-5JF>3EU!+-J[=OW+G\;N/L+T;EKG\=M(A$6 M#U&B0!8)QRI%VT5A4A.[H6Q=1U,-N+-E;,ZK]MZ[*+83>\^'-J[=?_'WLJE!2JT51;L=>N2U>3Y%%T E!N,*G /^.Y="9[$F4;WLO-=#J_CNT MA*RL4TM&UW.1)2-+N16$L?+4R)LR5D4RUO$Q5JZV?H*S,C@("ZEG%%(YX4[= MQ=KO#P&C>7*WOQ_[_HC$S@.6U\ZNM%)=+0HLECNP8IG[N7R6P4IX *W5)",= M#2/E:MY7TEA+0&3C2"M=%O*DZ!OLU^5146&/B@KK^5D7)$IXN T\O.&[4K;- MHBE;.=+?"QONC.DJBF2RPV"RM6KR;0@.0>5ZME57BV1VFVPSV*UR#F1Y?2FH MIR&H>TI>K=1VD[PJ!54*ZFD(ZKI28BOUW.3%RFX9F143QC*#ZM:,5=.<$FE MOKDL-5NEK{) (+;H2M_;A027%()=9W"8F:HO*LUOS"G[&)?@UZ(M@M58 39=9[X7PK>9327NEE4IFSL0RV?C>TI8(YMJ!B:%IH$U+6"8[KB+25*B M'U] 9;A3E?*F>WQDC? 8PB@O2=3ZJ'HF4L[!0#O<;#6K@A=PR;RO ;W:X?1M7Z M>XP;L&B+UYN|81%NI"[*%8YRBAP+R|H6BD"+"KY6)W5-S[*I9P'5X">VX4'H M.4D; RKIC^4VQ2|QO>1Q#3U1.CDNDTFE%/V):LI_A)EFY9P%TW4Q$]8@*, + MTN$3I4B%1.4IF6'R?XCA0MIY M?>36W#8[}>3G] #*ZMG3,9I20F6D*F!SG D,LI3 %O>CJ;Z*4IL.?Z'2SF* (MWF1#DF.&I%[J,=J:696F*DENX?GF^96J'. M6:KZ:<62YK'UQ|@USL>US>E4...Z:569+6D-'^(#)XN>?KMMM6_,.PAQNC9K MEB*-GI?U&JW U50G029RMW/>1<.OQ#C5XXN(2XK(18E*5'\WM&=U4JYM8\<,: M&)%ZHR9LD>,#)D!44376>E$%Y*/^X:7/AA>72VSENVJD^6V?=PNT!B&AB?. M/$%?&DLT NH?@H(? M3:0VJ&(^^KC<>2SF$7R(6EWU!6U,\FWDM\; L /ZHOXJ.VC7M\;HJD2VV<.AW'ORR9XGLSU/ MU,+W/#D$B"8TV=C#\?3P(]X8N1U$'T*5\5_1#@1UG;%-JX4_-H:2QQ6HK9U? XW8PTYZO\MH-QJ@Q.VYA M"];<%63>,V@@'MA'8I,8V6T=/XC7YZ+./)@^%11Z&+8CBZ!AE.JCG&#GICG$CC_]E'8P4BR18:*Q#!5MH|#G#_&%J#Q(!F'C^_M.0RD5JZN,)*,? 39RS[E>S@ <>*R%#SB[8A_4CUOEQ^=?C?T4XKQ6F/6A!W.M M20B;W)SAKE:M,*Z:0LF0C7!]U]78#RNJ4HK4D8K4DMRE/$0*\XLK):4Q&^4F M14J*U/&)U+)\P#QD2B,SU6S,NA<+*%-[K0:U/Y[XNP'/0 _>!$HOT9FVVXO: MWZZRLSOY=-L<,6'"*%O(%B9GERH9Y3!D0=Y#99HE&CD'IL'DZY)6E4QS/$RS MS(GP#55Y)EF,AL'<@+5F_=8=2<*A(P"F#?3]F,6U(^4]2<,)9=0#1Y[UZ7W,PZ5E9E/=\K+ZSO,E21&VRLR.@6^&261^7-EE M7;_F<- J4\P"^TV90"JX4W#T>- &TJN'4\OJV6ZI4.LC257 M);EVD:1E?EPPW5LK9"Y/R\,"^MW%@4YO5!-M_\$YY<[2=B7.C;;B?(CE~=#E0HLY+DU _\7-M3]\[_\M[>AD)<1-IJ9D)L97##M@=960$F,+<>\)K*\ M<*=K<1]3=FT7\U,S,EKJ6D;1@;HV6]O@^N'[]OG[[?WSVW6NK]AUP_WSW?W M7V_OK^\V+7D@7I/U]L7Y='DO"SWGTH+-OM5=8:%2I#Z<7.,=%VE84(UA^[(< M26I9=R,(/? AW7H967<_B*\Y6G[^(BX#RI$&8:0VXUSO!26T,/&O)!AA2M_M.MU!0SG X1U!6W-G3UW2918D2@MD?*<2[+$VA"YB#U7L!Y-WD>.,1$YSM8,\E]1I7VC/ MX\H;- R&_AR<^OW'[E7]WL9S9^KMFK".BERL;I83B0(NL;6HRWK.8HH8YO<10 MIOH21K5P2EG=>@XZ1JO(OE27$5H%%]*^QS=PI|:$&!6F#_H\V*^&M$7%%;.O M;NBM+T5UD}]J,Z]#$FF,ED114OJC DN1],J!+6]0%#7K>;7]D+9H251AGWN< MRA1*BU1,66KAXFPN4-@H1'TU*SEX(0IGEHH8IOO5X5.O\]H'Y86)?B&UD\K3,W5]Y)-O(W0\G M+DC/S=M?7;AG6+M+X0]FVC*^YP\(5UVWLL:9\Y1S2NQEFS),#'Q6"O(^C4V7K7#B)^]@XF!)B>.1ZU/YX6-=MQ7/MEW# -N M!Z$+6. <8F<>,%X]SMQGNI5F.KLE6*'"%$'6C1-^0(6>"L:>%Q+%!">K*9J_19W(A/48K]YF$<+ES2*$;:0+(H1G8R]ES/"[Q@SG5<4O]V#B MU0J.GU8L\6HT$>Z1=XHD:A;/%R$CB64D\; [!)).6_R;D=\\64<--L*Q:LU2I MY>PT*/XA0D&UBHP:+H!8M3D\PA1;@?4%2]/D=:4PY3]SC5DE;-(5R^<$;FL,$:LF;H>[M09 6S;73,^EJF=G95TFNU//(} MBEFZ;#8&8V%41K10%3Q%F:TMEAR>_&GR?">;KC^*Q>C S,)@_BU99T!84&U M=B>LP*1-'0]D?O:IL:/_A9]W/&[*<=INDU/64SL MZ#= [^(JZZT+*DX5NK348^AU^WBB[/;8M>&9[DLK?6*W>SY[X1L-^,5\[N MW8!=VX !N'D8)^CI"E263PHD)E4)HV/:(N1W@60JFP7/CF +P%>LB",P4"7J> M.Z #Y#O? #_%0ZK/A_(S#A?!O(PSZK@?RX!\C71]IA/;RNH)T(M&IES78=S)_VX3ABD[X6QPJ+R-:,RY@2/7)E\]TL'Z2:N>VK98:W_R8-HM;.B M.IU' .?U\FP(_&1!&7A-9F[7LB3(& (ZVD&T^L+X\"HZ%P4ZB&/T M101-K<,GUG??,"AE$AN!S<2Z^.KHT;;K8YVR9,AO/!S4NAPWI3+K,U)?CBK M49VS.+ #[L%XZ-#WB6(=@T9G1"LRPX 4 M9@(_EG(L],EB& <8\]WBN..U@4CM:SJMKOXK@1]MX T6'@85=V[&\"]\R_UX M67U1G7/HN5W.40%&&LSP+&KP0!(#,FOYAC<"*0X]85LZH0^C*>$5\B3SPQ\MX*M%DD-RDD3,C=A;']3BP'# C"\|#5I6R"HT7M!-F$"@%WZ^(@.;"(.4> M@3]"M*LE@LU,F@/!%&M*PH20BD'T7/@8AB:X8.0=L:2\.5P-D>]!F@SVA,%CRX2U-V^(L;6/&R^CP(.!%]5&)>../:PF*; MKUB5$:ZV^0NH+,S?|+E=2M5IM!P!V..H05@<#%<:BC@SBA=S<84QTJP:VH8' M)/9YF7V:)("#6:I. +,)G2%JW2YAX$/1?#^R E.UMS M[-<$(Z,R2 +("^]8P,;13\"@6KP?8ZX F",)OV*.XMP0B"1P[!'1I:(%]%X% MK&G,Y"'!|\YZ8BV^B#*BHR<^$.SXV?4|]PU^N39 $BCJ(A\C3&:0#&R8]/ M10B(DZ?.7J5(|+N8"0L7@=@Z@D'$JV&)$JX@TOXPBM.*=7L41MHA^@*#,/S\ M12@=L#"H1Z(04_@4EMX,NT&9_=ZW2&>C&H|PGL>CE#Y?Q'%2#M*B$JV# M'B(,.CP3%C&VFS%^QS>0'<+E\@%Y]WID;K#*,'/P9QD2]>E+$48 M`XFX=-1`2:@*;+_=3:,.)"T;)E;XKPJTB,Q R2 MYLNX*:+|X98O=#"^(JKZP.A$/6@[P\9O4V9=U:H%K;->V[#.^A/ 3P!8)<30 M^Y8#.W4;N:*%P>R44;*PVGJSF!6*WIP-17^Z,3_;A^_O%T=._]UPYCQVH^8 M\)??70\,NP'I&'0 LU9+LR@=9,D:N>_B|@"1^IGJ; AVB7V86 GV;&<9X+E. MY=W.S7 ^@I(1&,%!/SX'3TA//U M,9QQ6A^N*"K<*$%KDB@O-NP<;0;Z_2'#5IA^/RJ_")VB/3X4"E M%FRW/-@=&)-:--EC$I&,/UPL'A^_L]L'B2!"DFU$M!$^GV8M&KH /UCO#XB- MD:91XXR$BW55L/&L1\P/.WY@@(P*50O?V#R(QI3QKK'SBB5^]L,)#>A%QM9 MRG:.WUHDZ$_[">#")6F<-44YNY14!5PTV(EW=4BWM78NZ@*'[,3*7 M6 8U/ M!V1M^)-_AHVSB9. (9 (K]7N9^7#G58,_+A)?ES<]66G,\UYAMK9 ME;YL@H3C C"H]A7QR1!B5_=6:G4@..YD.HP7: M>+A'>H.V5-'N&L6_P2T_5:E"0XIKZ$ \38F3(@"!JI..L2CE-,>,YY)E MNFFJ\7[":UI &GP5V*"$3+0T9]-Q2[@XBHK&::U)HL:,5JVM&*^I*8W&\X@0& M?QGNI/:DYUBYOG_^&>FQ&O6%,J9U?D"M0^[3K_*TL1&LL:VK+$/7-CPZEM(: MU76;HRR%5W'GH2^N-\'ZZ_.\1A"KDM$5>9T.*+D4U9!567)AG27P:C[K9"'" MG@VQ)&L<)FLL@5=KL48%(98N6>,H6&-OYJ8*Y@8KK,QB\[TSS[&60=\R0*&2 M7?]V:P7EK(Y,3=W?@0IHN)8SZ14-G RB&VME5KN6U8\)C;=YHR_E4,KA M)G8W>UQE)KG<92442FCIRBC2\H7KFPK\5A.2]&40BE%ZTMA7C+81+R:U[GT M>TFAK'"ZTD)O59/2DKLNZYHH4I8U#%AXR7^,TI@S M,E6UC):),%LINK|[3/[!M:NL\?:)|;^K?5TRUK5TWGW\\MSY_NV7/#^SZ MX?OWAWO6? GZX_MMO#]!N;I_.:+.,4$UT0=PP6;<%3S0MD \0]C;O@G+"K-?; M7R)/%DL/8[)S*(H3/?16H=(.,0]:F/_H:CRN/Q 3(@?D)%>+4TS70M57C_>?SNDGA5 MJD^F2!RFMQD!AU> (8CGPULD.FE.M!X^P)6;U458KZ[7$?-C(K>TDMQ6$Y;$^[\3WM4Q6VY M=CA>H5_K.S#.XI;MJ^/K_,.E#E2TBJG&&V=?96]2ROF[%SC^)\'JH^3MB+>7 M1&V_$V\WSZ[4:DE7&0!AIL(DA@F$X2,",K#1=9$;Q5:)*SLCWZMJ[&DQTT^&.)PXOZ9]MSH'N, MNH!:Q(FBVI)LAFE(%P. O'!NK4"\JBUH,X%UP? W4\GNB3NOADIGVJOOM_7.;_7!W M_!MK75___+A_,N$'#_?OGW?W7^F&+W?WK?OKN|8WO/7ZVT/QI|M873?N7>= MK,Z%JW*07K1.,6)%6[D#_?/3P_?VK0^CT\/U[_MJV%$D*VC; M<7\X1E7_W:@CRR/V<#:Q7_IA,-L#&*9Q'^C2N/>LZ"QL#<X+B8\QQR3OIDD^3$C./H!9,SF\273,>0IM^%#5C7.U^H&+ :E5 M_IKC'C&*(.!S.ACDV'6NV\ (7W5QX|SV11';>-J#,*@ MBVZ;,/Q7LKG4@Q* 5LL!TVFS)PZP(/5\ ]#!5.]:F3VL-G,,XC6Y#^9/-M]*KC#ETN^@#E>BP_<,HTZE=)ET9/$9L'@TA:@/^AKTUL7F0AU!P8 4IDDW0 MR? *3YE\E,2C?QU^39D=FW/X.GPYO12Z+6[%AGWA!%Q_;?W:MGB56;VIE\ ') M6P$9#0 5X8P\6F3\%F?IQ]TI[8?Q^2&VVQI.'<1H Q08A]7<2'93@08!6NX+U M7&*TM#R,&YCB- \#6=!&Q7%&_TW$[=@SAAKNI MDXL-H-4^E ;AWY.E^N\,,.I#'.C 1Y&*9BAW[$NBB,25L"Z']*N%U/E#0# Z M^B8 [^->U/+[R&O(-B=.VX8;YC ?+C;L&*R=--D&>MG+R8+\?@\? =J;T>] MCW.40YE[7VX>(@T_(5]8<5$T%EYD%%;>RUPES]JQ^(E=C]]SG@:;AM7C@^DZ M5DF8K,.IGZ9YZQP~/%(CWR)[Z=KU4\EL8+-U,3.1IPVLFU<05=:,ASSD.HC MFN11/(.4EH#W4SHOI3+(?@@R"0]G& 0IF*LIHVD MRB(D[DQX"QB-1+/WJ N\'7+08]J-FW;XIHHI'M.L=NU!A28"L M/R!. R!W!Q)$H\:<_R!B2)U/DPYD/+B\85)_V +>*&ART#V2,(%[N[*S&" MW@TQS\4XXT#T_37I%9KDC')_.&CE#MP)!EXK95BD/K'IXUH":.'8$P %ESM< M..02O3M&%V.L KPZH=G-" ML>(!*#? H0_1$3IM\$HEP$U@_AB@8./[GPBJ &3-7%$:)CTJ'PNMW#K(;(=O M%EB+R% *&W0JK<;FA>$P>'YZ\]D ;)LN^2NO2%S"*L!7^"D]83OS;)MS%M$ MWRTB>L8|S_6BQJKP)Z"#T"RS5O(D?P2Z&U2T0[R)3-^'7< ;AVN3+1GMA:E7 M+7)W%R@,0WP%>84EM4<;NSE(*F-.D^T"K(DR3Q/#'$F G4@ J7Y< MA_D=HOHB.QI.3,!O//\9/9$<GB1.Q1N M!+@JA4J1 CT2@0DNCEK=IUC5&<5,FEY6!+ZVIT,X'2B'>PH6 IQ.3F)PD<4I M"5S;<4//V&1*K+[KDE^<P%P.H/L113<++E!--Y "^FN859Q2/CB0-MNU=+H9@ MH*_KE4QOQ "V%Q?[-8OM$?+9,,[BCM_=C<]E_$[":+;$'(;4P T#_L+)(<-\7 M\38NM=;=,2P:/ZL4G]R8L"\1>PWJ66_13 @1#%TP1990DG--OLD(@)W%=F-R'I{[DZFG3Z^=CC-&TM<2\[;N5NBJ4;RN*

GG^[?6)W|U\>GKZWGN\>[F=J.LPM MF]%KE?@ M;N97EZ!.S:AN0:U<;30*-R:B;]'&5"LW]?5J9NQ^3.VRIM4+-B:L3D5T(>_/Z(#E=EB.U"T#H%OGB5BBJ<5IDN0$0N"U1FH=4EV<) MBJNF4=RIZZ!O5E4Z5114QG#=P O.+:;QD52SNP3Z3I|"=QMZ[-G]19:M)M4QW M"'A^U9=5SZZ>/8/X!KNRE#DN!!G1U$K48?=D>;P;N-[B6LR'M Y[6P+: M=QPBIQ:828FFH-,1&: <8M7%V5;NH7HC*JP>A*@[$65";MX%?LJFFTY[Q^C3/ MKOY1Q(79R?I'T=IR+0%=/?%VHA+IW?V760D>IURT7EY:KX9EMP8KYLXJ8XZJ M^&=7>JFIY97A7:0Z!*>IV<=NCTG=7E'/KAH7FH;*@V.U+0A1VDRV>2-C?S.GV7 MW-%DQ3ED[5#6VX;N8)DH3H "/ZFB-G"9#V/U>R) R^AAF+B(JC-YCSLB,"BU M_O0_2@"]J*IP:%- D>A1B@!F!$4-&X1_*VD=D:1K.$&"-MU^, 8'KF. %+A(@E&>+8I^52OD(4*8:15'%(+USA1'PZ;RM MI.I4!%GSB\(F*=,I\P)*9W!$_+WE!"[2B:*/)XCQ1K"*)I_J<4%SB%!/-/GT M&T18F3_DQD]?!'S&SX"QF11.<^>P*_.OF'UW*0)L_S)<#0*XL(DH+A,PW). MPEM%OL#TLN+T0@?K>W.*'-O@V49W"%$^_7AX(BP>A4Q-D$Z$0Z8GNU)\=FZA MRKM5$=H[[(AD0M.1L?8?IBB8K\EHUM&(&6EV74U4!V-/MU!;3#18, ^/+P M='OW]9[|'O)\^8=61 RDT1=^EV!(A+_<A;E%:$U8+":B 2[P&4=/VXG$!2X,@7]1VB. [FXR!@. 1A0 MI*A(B:>+^&!HNR..11K&:3XSE2\/CZ6Q)Q$@*&C;0OQF%YN.C.BZ@07RA&?D^ M?5$F8949 ((BX$(9O:[(K[MS7KD/CV%//&Z!]L8[H-@H33Y`[[2NBPZS+&B MD9:Q4%:YZP[V/3B %R*/(!;5BQ<%LM/RSQ]Z0%V]#AEQ+A1CDD/'D>B_.BYOT:L'F[=W.//M_>W@(FPW)KXG[#1]]9]ZRN5;*,_MGVZ_4RZ2?>0A4N>G^%RR;L%X=W-6;=>3- ;5RPE3$Q.AQAV8MSW!D<]/+5*B M8E=?BNH\"MP/^_V.6U*Q-[<'_^M/@$LWUK! L6*R*GN_OKN$53HN+(E M^W]%UP??OT=[AT2DU98!X\-9]:/0^?6D71B^93:Q3$[_W+? 3ISZK.8TF:*#IY3HM+ZKAGHM%*5$GFFXW%"X4+.4B5" 6V1.%,Y87 M*;M<\6!N8E!GJL_:L=M M!7BJ0]+))?Z$975KGV'6XN]DU&W+E.O$QWV/C;=@U8!58N]OG)M.+.W!6:6$$M MKV1^22T2YL?S2U5X)ZG+8 K:6B*N)4&XXS*H!/FX*'+EA=VHJ<7WY$Z M)W"E9NF'Y\|E\H=82W0T3A@)RD]FC&+I&T#M4(58!IK/&==NEH!SV[J=KTH MDG+[JV]UK.! RKY3@:T$#OB<-E.P&>IP+&]A@<8=42[). F_'1BNX9? @=F M[=J2$Q(L'$;%M3?V+%649A:4A9EWSX&$>#IX*0J-CSXM /*8!<;JC?8*>6.D MNT;!R? U6V(&=4ED1NZ5U2NS4RK7'*](HM5SJ?%3T=G8Q1.9#2'5ANZ>)NREWY%!N^3:HD MK+A6Q20'68T(|)[_]3X<=+]B70]6(@Y@^<<,/]WPL/%U1[V'6<3\(AO[EQ<7; MVUL9!E=^<5\O6EZWCVTN+KCY8G@7IA$8%Y]I4=.KV@4,4E6;NJ!5-56M-QL5 M_<)4I4JMKIO\EZ;6^P%8CA86OB>G/O7FQ%Q/M\>^<^\%&Y*(ZGOQHC5**9# M+;,$.#]I0WT|)G-24R3.P,TG<4, /.[YE6H9GC9MOC*^CM|Q8KZ^C1V-48K!9 M+&-H^@VW*:TR.0PMDAR-U6NTI,K'[ED2V^?Z1:O][(Y[Q#U/6-?U5 RS3:HVF6KTP-:6B*Y4U8=E?0WO$U"'7 C.Z_)'I'5NKI.KR.U.$E?M5T'<U!*35-^\5JZA*^>>+)\AH7IF*)+<,H#12W%J-P"|:>?M%3,MY)SX_CT5 M5_>6N[+7FJ8YBL!./RP[PLH,'BC4)%'L/%&.45XE17FIR)^VV-%/=>:,:J5Y:M:Z7[!$)=5&A<:4ZU5ZAK)8[.S-C;[2V M&(A"7B8!VR(5(UUA1^T*TY6*IJ-K3*K:DTQ :HJJU.3;L9BV!P\B?E;"W MSR/:>/-/TI_52*&OHY_L++0Z^BGO2^,58K**!CIAIZ!*NK+D94>)C(*K2E76D MKBR!C."GHM? JRH595Y6FH@$RJD1.+$KP=WOLVAT.7$=4\Z$XK.BA=9*X]'VN M7K1.QW+2*9]>J>O*Z:.214>0S>@;^ZV>[C.)2]E122:U_8D\X6)\E$5=Q>-4-[W),FV.87-4* MN%"'=&9[E@%HZ4KSB])<1>=ET8LJTX&P?_2O+A1:.@&FG8\-Z/$Z2=D/]* M52_4JD1\[C*)TM.7$SOP^4J45@"4-C\42]=0K(HNL%J1 C5!YWK11PB7I. M_J"2@?=7:9J,:*Z_=7M&\X+9ZUN($.T9(B6#-%Z7RU;B,G*$"UYV0%>=O! MKE)@()=K,%1N0&Z/H]H^1$O1E6JUT;PPM5JU44F=0]Y1B=X0NV(+UYEHW7WO MO@H'6M001%F8H_@[MVV??3&\%Y=]-IR?)79/4S!LUO}]MVN).KFIUIA4USDZ.M E7^!%SD$%=0=5CN6*X7578V0XZOKWX\24>;C!.[fBF?UF&H>]$KB.QYX$B5 M? C9YV5'#LZ[$9T<)SY;YV:H+45J;#X/HG+.R0BF\G<.T^MYA6O'=5M*?)A79B

MJ"@TB9%,%"-%-4HT1;FQVW^'6"?DSD&VA.=1JZ=T<9 2>6,Q M?HZB},BXWHAQE(^^6X_3D"6F.O,)GBBFDH5$);2ETE,M511Z!)3G2BFTF-,*
*MI4L,)3&5Q%3+5>4)S59B*GF9Q%0;*HJ*Q%3'C*F6)(^J2B5!5LVYR*JH:.H@ M8J=D9J?,[(Q4[>E@LMVG=DI,)B]:P!87@=&Q>:Q>4MHOXD)*%?AXZ/H6F5J/*
MVP8:Os]OEAGTJ1OBI.[LN$'@#BZ5\2U&QW?M,)A_RP1^\,//P/\&LW:CU"J MRDH)=ZK6F%*[J9]];TS1%W|>\;CQ\|SHP1@O#?O-&/E(V]3\!I9SGB;F-!T6*
*M)%=/KPF0Y@6>2<]CKJ4M6$^:!14/R(FQ@?@XAQH80@M#GU_&OWPR+7!H&Z-+RZ&Y MTDP?HH=%*X8CFU:%'N ;BZ_&@RXH8>(3EHS='7Y^AJXO9SVOEFE;/_$8IJVM^
M7E%J:ITQ;TP5O5QMKO>HW0^]5F!JV=^\WYB:9:6Z[KM(D4Z-@O)39>&3#G]?.M7I7[\I/>EU?3^_+!T'9'G$?9?4G.7\:VW-\IXW+KR29=[M'E'EWNT5=2NW/M+O?*
H\C)Y;K),4=0D/CMF?#:W:,.J3%5BNA8-:BR'7<-(/=,.O$9BO;,,O+)));,3$_4)98Z M-BPU]G$M@U-U :<>>CWNL6\|-(XLK5# ZHD[?_XO3=<_L6\&|F7F$D<=_W1/ M%$?*
*MI^Q?;68K<92\)3.*H8\-1*X*HQF8@Z]|NWX'/@L'ZD?#I^:=[MHO"!<4*SE?!)7B;ATV9ZHE!^'2+K&\.GZJU2A7PDJI4:GI#%R%75--0_9>J MU;H\NJ&./UCK#^LDT=-$X-
31S_8$2T?5KU#I1$U'J|!G"5XDI<=-WA2|I.G ME%ZG=XI4UQ3Z(XE4UY)(=34J>/C-,,2Z=\NLB@#KB;^Z|BLL)+OVN&D%4>QY M-_2P2$\2>IY@+V/@PK5?
*7=L8/P'KSWOGH\';%'#C<1(BLQF @WL?"BVV/?#9@D4ZLE)KHJ"7<#N06K=*I MJ?^=$(PY3.!Z.K-5JA>*+MO#R*J*3K]YBGC+KPM'\"RM-5>9F$5#M0(S-]48H*
MJ7)U|"A$9V$BT>U=??_IFJU1E-3+DQ-A7|K)O_5;$:>ISOGU:6Z7'MQQY"J M$M<,.U4.Z]R%,\.TW/PXB<$0=US]8PYQ@ &Q[OFY9WC
M6W#;1V<^NK;5M:C_Z+G=END"0#&_V,;+&56 -X+_,;-^!9<QX'PH2KU;18\GFCEPL&GOV#.111DLWBC#DQ-+O#%/ MRTX(>_XC@XLDA["7'1^&T-1"8P@9.)1MU;HS?+#_
F/%VV $3:1D>.!K\ M>S(C<?>%GG9<>W(_S&A#Z39DY<=H=G3I=D[1+.G1V;OVG5\S-X"2_<(NS[^ M9@!/]=W0Y]>N.\2D*SI\L."\0\S"@DJLH;.B7%55W2/LH+SMV
*M^ZA+W^DAVD<]HU>(T5[0%/]\"VVDD[7&AHVNTUZ2XJZ:QYV"O=#0]1B>PIM MSE3=.%RU25;K#:,%:ST$9TY3SP9 M;J//ZQ6/.GP.H,#_?:'7S8?
*Q0_1%$5R+J>U6:IKE8EQ5564F#+"\[8,L-ZR' M:)"UI0;YB^40\"O\)@VRO5P:Y,.,@O;SLQ VR5E,.M[3(AO\=1M6VWR&|#_ZBW MRI?EQ(*]>E4I+3.S3:6VW,Q*1W0!+RNJ"D)F5EYV
*F96DV:V$,WLMAM?:69/ M[+,*BJB!I9N5EQVYFF_5"G_?*JB?95K99CS;SG^^^?3NT#-AD\,PWUT9^\;," M=_<[D6MW,,2.+Z#.T\%.@W/STS=VXW9#ZO?5Y@$6>"'?1]=U?
*+"'"HD1=+W&T M^ %\@!?[HM%7MPN0Q7!&,%/FN`WF>6P1\;+V-T=H#&XEC5*C I"Y_&_IKV MY&/:X7!HT]\&6-\;(S#H#O63\,18/FLY3@CW/?&A"\\&=/3%]08,NQ>4=U@:
*M2UXF'3#O351YF.1?*V?) CM&ILK&\;,&B]\9.!R5U=.S3!LEFB0?BM MV,.!MRJ;9QJEG2G*9465P0P[?RWL,W)K ME!HQ#@SOQ7+.@7AH%3]%$#'R;!4&S'=+4J-
*O#S'3_(A\HJSFNT"LJ\?3]%!-M*U0AP]/6(?>BB\B%)?8%-47]IT/GX054H M^AD>&MK"[=E.0_H#(]#_SF+*CM']^>*Y,/?SZ.T]^N_3'KFU4E91LUXJHZE, M'ZC[K:=ZCN7WA2V,
[#,/#J1MF88/\'B]LP>9R.V>C;QP#S9^RTSMV^G"/?" M!C&^/JH1]BR;F_%>#VWY,/2&KB_J="7']HV8J=+1Z244+A<[1[)9/F=^V/D# MKL>|47]HR^A8-C;YHUN-
*@/GB:248!6#_OF';>.&(=9(Y 2APX>T>;7DJ(^;Q M'L$;Z7+XAH3CV C;..5_!#Q5.A\%IXP;/H>;.\TYME!GUJ+33I@>8X0>.,+I?Q+4,'=^TPF',+A+/<#P<@MZ-9<[TO
*MV52K")"UZ6KJ]9\X="QA:U6,2K.AU>OPHU91:U6C4E6J:K=1;3253E-I_JNB M:F?Q77UOC$Q>^G'X\,/@M8SBT06<"F"N >+VS).E*/]\4+8(DI8N6V2+3OOMZWWK^\73;7D5$5&VY
*MC.Q6%-(1L:X1^H@M$$YX D? ,\| M^[Z\ 5@ <0F'0[6NX<6&A]$MCBZ "%*B+;.'F>$0=_U8'+F2H 2B8IN0)3Q ML6QZ\'14-K8Q)/EE_,LGT_(!RX\N+7(6G---GZ*10*-?
*#F[\6E$U^/6;.L M'.-:$_1FZ.OR_#5Q>$GE6JY@K'8\9525C,_G_>H6EG1LN!8!T#%U48_* MV\DVL$S3YGO3?KC);X4OH1\P3;=F)>LXW8H\|A^CRR.9R85_.9L0Y__I>GZ M)_;-
*P.T.SSH F#?)2.9))0QAWX"G8 Q'^^D0IO_A!K8O'_/S51XV:,9BA'=V M7KX#N:[[%N_-9J])HBV4N 5Y?QJ7\ BO#)<;.9\LW@DLWV>^T-7Q|^/WVB3U\ M8:WGYX>G^]N5=H2KP-
W=S8=>><&D%0.SN"LCX;_^ZPND:02AQW'#RPT/ MT;,MOA&R!L"-42&\%83H[R:OWG#H6@C]9Q0M?2U7M^__5T%@O93H WJAY"8, M!,'H3YV$*)O;>.M%]K, 'SL.?SDP[+#I-'5-
_3<7[":?$ ^!'2\LB0>]F8% M?09WV6SHOG$/^'Z"3%(A5[%O#=*[B1X\>@!\UT-7(RB!U#-@$/3T#FQM M7RWR,,YY' T +TT-(/*_DK<47:23Q3TJ>U#YR.Z+V';[,,X<%_DA-13$NDQ
*MWH\A,=[Z%M!MXNTP.=|-@3T^@'!TZ+G>@"0DB STH"7\)X4'@V4O<(H3^6_I2GQ]!C:(IY>E|@+,O^$/Q67P |DL=K:IQ>*P2O%.L6KD6/ JGP ?!.+"Q*?Y*K
M&EW8JU.(O,,P6,MCQ(_^6"HX?C+.^"RX=&-(IF V,#8<)\V|%TV2 ;Y;7@"2 MBL-U>TNWU-$NF'3X(;LPZ*AAV0D'NC ZG#NQIR+R3?1<&Y0G:09:.$^.-QAK M'R$_XE/3$
*%TXD317"!0F&7E#\)QH6EEQ;'81[#JHZK-Y MS*V[/X?AOE?W1)AX=1=-7]IM'=5]8(-'>=K'-?1MRI>PG;Y9*>MN(GRJF@HU M\VA8U=7X?J]$>O0X=@*.7 A";\}42%D[*
*[2H;'&Z.GMS03@\3W#OU);%YP[M455_Y=[P!R:.S/1-G(M1?PJO(EMU$60Q,>'JFM/ M@)-3VG,,L5+=`H!8QNJV995MQ]&:]FOAL?_K]/5\1MQJ%0!Q5U0BC/IND'?
*C=>'!EK4NP5.UW%LRG/2M53W"45 M6RZ"LK"NKM(CJKJQME+]2/6SISW7QGR:LPJ2\1W;./B.BXYKCN"??C"PK_X_M4$L#!!0 (,& %UG+0".8%QX !!O 0 1 8FEL;"TR.#(T.#8S,"YX
*M[3UL4"4G!=(.A"E,6?)/$PL">@[;MV-QL]_?UT[Z!F[GDW)EY/S=V;'^%_!5& MOU/WJ_ULH+%C^ OJKGN]7WBW =UL77NY\M%V<5EW"S^U?W\\?+RO;4P/_7F M9U>7O4MC8?
0^F<;GWD_F^[FQL'YZ;UW,_[:\;'\"5L?KSJU\-6YU;N+2P[TU>OLF2N-A\CC7B?7[TO)RO>WWP^/?UY>7GW M\0<==9>G%V=GYZ?_?+B?\]8G45O')E|SX-5_GKA.W?W*\|-#\?-
Yl;CY)K# M%^],NCX%5L\^OC^+6P(\Z)W]K[W_CQ+I.4GW;(4?C@-?SQ!AN^]CSP\1W3\0U>&(#N@3D MC\!P[(6-+69 #@83R37(_.P.[A+[C\8:>QO#Q!(_O(@0!J:>[VAKH^(T&UA
*M>'-.IN?ZO-I)"O5_3TW#YV0-+,V8(Z'[*79\#$[UX-.[5\|Z.57'&GB]I6%L MM#!G^X38HV]T*,@8_G5U=7I*UAG,06%)L:,]^.#/WOD%LP(-M&6V]XZ,?>K% M_0Y!0SHRl6B(^]6DH7
*XEMF"K"}_I-4E(QG;VF1$\;7(^)XK%'41=P E?-!! MZ&'SW9(^CUKB5AE_N\WA#Y1TEP."34L'9P<_BC .1\"?=X?OHF^VYQLLJ#A M^%-PKL-
7/L<%.\">M85%]V!6X/_[,+BF2QW)%*Z<>D&N[Z-O>R"QP&L7+SX M<@*3=^">H/^]X9-PU'EW'6Q0RNL_8|\BVOIS$ HGW"#6+?
*$M_WMD,!^F\,]0=#T:3(LWE5Q,BK[QWACS*FI_G+&_SM'O?00D/F3 M04,A,)2!|_/I+I0=^(&'K1'YA?^],RU$G,;F%1UW!*O<+S\."[M%7\8*J%!+ M/|!L7U,50A^I^"_RXN<
*6BKPP>AQ.KH?WO1GMS?7_?O^X^!V^MOM{6RJ(OGR MSA4JN+KZ<\^ 4; E D-1SK(@D(1+!0"ZI0QFXX-FW&UPKI-Z*REFCPDJ9XN MU/6$?LS|_FM+]3;=L7\?;A]GT]'=:'P[Z<^&
*[%==G95 D>KK?96^4J!H=(=2 ML)VF[@:CA_'DIK?;Q^GP'I?WHVDMA8G I'JI5-=:,#CH"\)W^[J:ST>|_?QO= MW]Q.IK?_]S2<_,N.
*@N@23?X05V#6?!_02&"3H=W@_]TM|O|T>_UQEX"1*JQ MCQICCD%%'&R+]#1;X0%=;PRR9>>2H>]-I26Q%VQM)WI?-&G #BID.:::,;+S MGHK.] !*]?<3;.-MSW2H%[B8?6#P482
Z48"I3!@5(D,,2(G5.\#,F 591 M5-Q4]H0)NRJ(>K9(K->!9Q/L>:<.>#|Q| M?6+=!<3R?L,.=4?=0>#Y=(U=105""YY47^>[^N+(@>P ?91 @A@%Q% AP((8$
*M5A.I,R^4=@N]@:&*XUP2:VGXVYH[;PEW65]NAB5T4Q) 2-4 96BQ1Q3PT2 MFW%JRIZ*.DI5|5;9|0:5244|I.JX')7!3&8 M,"@0 VJ_'^EU'IADH6S
@1:EC:;!_]>AWVE.:FJNU0;'W:U$4,+SQ4)/!0" M:)%6;0 <@El?U"?I"SM)*>E"[\"35P,===#0 ,+OT42HO$/O6I^?75%'8OM26 R M\+=^RFQEU3PPJDZ"^00*
33(LF/_!5FBRF3;Y]W6#BX4>LM X4=Y3*7SA2 MD'+N->S2&:[2 5O'"LS?5OD:#9&G5//6^,W>G*<'$_RGN'$_V.@C52 MDMU>]*A"%Z146<+AEV% @ (Q'(@C05DL:$91B">W-
*6J15K7B.$<+$"D&BBXO MQ7EPCT 1<C'^]TV)+5$X9Z,L"B$B-25M0=4J1(%'<(>X:M5&I53@=#]#(P$@+XEQMU(48
MNM+8S97UE6I#3!DJ'"ZU41V%P2QUC51UERI%"O'WF'G$% ?(QHZVRC1V10O8?V:8"C8 M=$3;*,,CM0W!<;&?;43X44) 9QK2X5P4_H"]4_0W_'[#Q.G9OG>T*64/&F0F M=24X7?:
<;LJB-GPK&'WBK5!,8F=T,H6S+,;3)6'4YS1Y=#%QLV?[$]KX>R\3D M&*4&=9 ,$SA.9"E!=(%"6A 0TYF.-",H((Q)+.IPB4U%\&CM9^YE 59.CNI MUEU)@/A8IB)!)
*]46P>^VGI[54A+$!@ZG6X&L[5B64H9';B*'KW_$RF(G.F M(5$9:VB[QUQ1 Q2*[%X=1>@[HY#ZN\!!?)D-EZ>BL13]XK6>HF^T=T0%;@$)]%P?RO690M](4
*MHELM\$Z.%3B8+J;!W#-=>P/PF1AGKL%&B@F?[C|:YVW/6"Y=OG'@>;;V).X M8!^7U-UJ&,AQ$$O.YL.9X%^-K_6P*2(B!9Q:66*X-67(04 /RA&$YMO4JQK3
MU&9[ZEL6AV@XF>+E^M91"4.J;\'UF>HZ!9RMKMYIK%C4_SX_D,X8H$YK!YVW M@_7;<+=T<8,7V 5/'O6TG$!<*0Z*!TLR6;5$#),JC%LQ(&W4IFT%ER$3T7,O MJ,UB$4D-
*0N!&9LXH,%2@F ^7H M0+V4DLYJ=I0X=K%CK|FW'iC:YU^DQW7(G:>Q89SN8>]M@EF'# SCLMV"-K8/_MTR%)D5J;X%>66UJ&OLRU51[,C'S*22
*"MGP9,E%$)W=$=Z:HH_ ^^X\#3:=CR MZ=!B?+/C&(1V=N,)$*ST?'L-+9\IO B<>_L9P@[?PD8/3;/4> 4O^/[&F]*. M?{JRU!>$3'@P-N8 A2P@2SGV 5&\VBXL]XWJV)X"1FH?
*@)"\QCP1R*S56 M5,8@&>?)C_'ZDU[WHBX6)1-L!B[D8UX,G]VSJF%"*$SDC(,N2DDTR9= M\G97NI@TQ"PL(0YQZCHKB\1:U|NA#5-J#X*7O-0>NC-T9<$.(U:.8Y)ZTQ'
*M=M&O&KH_/%*I<0BN\)dR'T:,'W,/N+NA5TXSJ(969 MT;G@.M^G:LR.fIT80F=%U0]MN_X<#)?49@[QTS6W:-5?M#+,T6RQ+CT@-*R#D9+,F.&]|GU MJ><]$1<;COTGMN
*Z)>833^*),,,]J5,@-3S!U5W;\#AQ**4.A>2%DV/&Y=-& M>RO)5*^[$NX#5FH9@FNZ/+^]6]KD.L[']3?Y|N!8W@Z4\=A$$GM0/#R5MG! M;D2LL!FDF0
*)G7D4:&VP.L@2VP0\XB\&,6%C$5Y2"^?1 Q[(*BJIB6A4=,R9 M2$@ L@E*2 A7EO!27K1PM-%*BJLX)IHK_EG#-&K!E|]#1A7)G#U4%)MLH0T4 MW8!,G2 U|V++N#URJ?=5,E7DG2G?
*7LE+Q=;>(VC"E:A;\L:5J[C:"L5*TI$7 M-L)0!UQYP92J^$'REDI*F^1&=-.X47:*0&M=>;\&7*EYP>&HIOKOEJEP]_374 MROF3DTH7=X
*=0RJ+T.70IJ&-6&HS@@M3RV:R]'#W);>HQTGJ#$K=H.X"GTG_MS4%E/#Y27\L;] I*JD65EZ-W1B1'T"D0)/Z-OM+ M%^,P8^'00U0+@539@BNO6-F1QS;%V@WC2BN8X&?
j/+,.0L'=&29DKFX;/@S[MX)'A.#@!.)\'=L'3'VSC0JW^$(_QWR2H5L.SIF.VZMC (M@%)EBVF712]V M\.(_$BR(H^E4FM% GU=VB2YAV21S9? 0^E6
*+E/V>S$YLE+9(0*E.Q>3!8IVF2,(6B*/I5,KE,\8NWXBP|6L.]968U===3:15 J4K% MM+P4_E^\5*49)#V.!49KI])HHBRLV05E&^K-OU*P4O4*3JVR69@(TX)Z7X"M
MTW)^,2S7R$:_[^]=)Q(UN|HP@*BH2436 MW)Y@T?N&6F=:87ZA0=RJG@3U?,8NW3I&NMZ(E,)4FH*@N^M9%TI(G_9)\: (
*M42L56_@X8NK]+/Q90\EUP$L5+OC?JMYFS#M=*UIQ:*$99%YDA"F1$O!30JZC MV\TA]15?8\+P\2E.#9=G=HZEX)S*]-.PB@-BDQ]X)#+/1S)7]&+" BS++#T/
*MA32@'R,J^)++P5Y00PM-P\\]/=A83Z_],V,D!K4/PX%5:1V<1BA9Q8\,3.:B. M=]A_P9CL.#)@Y^R^?X>A_17$
*ME=1E9#^7E85IN174#2^]@1]5O!8[FBVBP\6J6^^34H@A!HEUL$=6Y,N"=RR M90VBN7#/.;P)7*KBZL?,P1F=Q0<#.(N1#^(89ROU'KX-4G?$*D"1:K+LG?1N MF
KJRIWT.]$J^5L5H B59?@+4S4M7,,Q&&)VI8ZD@?EK]7OIC,,_*SK8.T% M-C:VND6.#H1)]GC!-YA!"+Z8FD5=G"(=$1 91TQ"9R\[JTVMZ/S!<'5&TA@C MJ;MT[PM:,@*'"2UEF
*MTRO\^D$(^+)V)AE_OBT^S8XZP>*ABEUB'XDO>80((M@5,2!2(RN<%MM!R>?!.83#YZ3U 5]L-J4?#YYL!T"DASZ++?[N<%VP^P3(4? M"MYXRJHPGZ*7^ZGM'J]'S
O8C+'+'+P^!WW?M>>J# 9H9A>E,DFQ@/]VJ3WW(M?38<9WMC.P%D..?U\6Y?32>PL 6>9OXKMG;P#%+>-.RG.<1+5+P2T(DF4<3
*M&=0HY2!+/Y1!%'*0RUC)FVZ&#Q0SDBU+&+,2)]U$S!1ASG#46;W"T3++#)%;T5*Z7?IM: M:)0-!P_\N9[A:)N!)G0=27W+V2%W:ABP973)>>,'=KZ[*CG-$6NE JL!L.E" MXCN(H>
*<%V+KA;(TY29P,+YO;??N*7=-F[#&&)PP,XW2T*+K94RJ)8Z ZUJK+ M:=4!?:+P*]#+17AU,-6SRN,M8W_I/$-,&G-%T3SLV;&M(!L;&]MF"%=[M&!? M;& .V\U MVO 7;LF2QP-
*E&X3J3DUE-8IHL'$?*FE W0UEA&!FR/&^&/;*1<\YE!M!+:!- M'A\FQI9WY]+U@^%'CCPV)QY$9@O:(%_34DP59W5E"(TU M@?38!KL*F,W8_ .:[#,;YQAG3,D\?
#0L=F55^S'J?&V\IQ/@-?!J1.+#'-,] M\N95!T9C+8=M1*TU?-3-K%'F%G^NEM(P6TNI:F^[%IBF3B\B/!>&2T:!S]8+ MS[9P2!.S^?V$HP*LJ:(I*JK*1:,I@BD9\JHR4.W> M"9-
*AI^1RE=R=2XK>S6%.I_M_U5,(1Q#N%6E5<](SUA/4I$&R5WEN$^ ME#?C64Q2EM4Z-X[5POE'EV4E((UA/4I!'RF\G#LBR5O)=^&3SFDR8MGKXJK"
*M^]9D'$_|+QE>R:1_'3Y(.C8_P8"M88?:)MC#=!-,=*1N5!(%"G+;8X*]E+7 M@6<3#(^5Q0.1HI24>+O)+(7S6G8>.2+" \C4\C^O6SO7#.9XN/^9YAA,@]\. M4'O?
*4K(9I&|]3LPXC_D%GQ>8EL@R">[R&T,>1#>3U)_X',172!6O])Z &^MM M@EPP$F"(P#Q2\C1-)NTQ,W&PA6553I5'7PU_HP.'F\#%^QZ3'IATM@^&^Q7[M_'>FLO 3D
*E/]0KVH/Q"C=*HX#>-LS;T3M U<=V'G&]K.W%$N9J"$K19AO M+I%'&M-'570FE3HPFSJA#?BP27'6.7^5GYU)W-;MGJ14>_?E,4GXWSDWG>Z MICP!.O'+*7HNRSHW5=-
*%9,LO+E3T.6HD,IO5SI/9Q1QVR8TF=0"-,.K;]<:A M6QRF\\=K$KPT%?\]L9)PF[5F^,]H1Ui>Z QYT_7AN/,Z(-M>?:?.'8A MI$Z#.]M=>U-FO!;
*[$/^<7L21V,1A@#"'?NYLPH:A#;>.$P2*E^4NC;"23\ M4,9344$_5;8*>C2^)4Z9U"5.UOJM M:?9E#\DR9>"^=6=$A,V;W@;-4$7_XNS\LN"5QV1^9+T:P5]\OK"\/6<3,L"?
*M)%5BAQ90O;"-Y$'Y^%#2SU6"/7;@P/*%,P_%]?]EJLU3NW@CIS.<)9Q^$]YF4=FL$Z&S%0V@+-_LA?VRG8+_L/@Z1;4U[.!s08B$'[' MUI"#2$,J!$'R(!CG3'?
*#;XR$R=>)*#47'C1C"RFS2S$]^JW@\!J3UB4DV] M>5F6?B[!J-8;\1QYC@UK(<^24EM-5+85F/MJ@"$Q|\Z^X,=0-^Q1$PS6$,),&SM) /^RN: ,_XZ&]OVUI*5*HJF'B1J\0AQ MJB.+
*<0?%]VN.0.B .*H5D0HU#VVI'6FW1NQZ%/03!/SUIO>]A_3:- MXGL&\EQPN;J&18:W\Q>2-^/6,**IP$[GN45&]-]CSUOMC+(^<4#:IG2E(C^ MI(9..0#2A+K/W"OO?@^&
*[+!)LC&3(_>>DF5^BJ\O2A'Z?I/LCFJ54F3?DV2+ M6=036!F.[U\,M>Q(Q61#152<+M=GH\.!XEWMK3YKM\5UIXC]?^%_8&##*5<_M5W6G/C5IMH%1&E8D'6VPI*4+-7N33T7-
*ZA$>?FT3-VSR_.E/DI,]^$ MJ$")&4E3<^3]WCHV4$)A=7R@NE-3U\N2]Q0F;*EG7T&*;4)WO(& ^\|%3+R>41P>?V,OHI9= ,H4)(.T=QZFKO$PB!S>=[." MAW=^1HM%?\TSLW0%
*(O;_S@0 V6UL_0-?/YM1N$)U95 (HK$CA9DPH|+>67(E=P6J.C1B$U>5)D?_ 8QK=4<M571H!$,03D 1H "[6(
@P=A336V>/%YY083NH[R49/BOC /#XF??9;M=.@>"'I3 M0]{<|>QD&/"\ >N/H#']RY6E#2=I$462:,(\)\5%^G:6(=IYQ-UIQ //N7E@ MQ)#5&M@+UIO?M993#25PF
*2"9;6R*I&A"/,>UN0FKJ&$HZG"= !&//^(I_9ZQB\&,;T-IPV/Z/5-1X M.0SPQYF-XMU\1ZXJH\E(7@AYYM\X,$)WA%0=W@A1$X?CHJ\BNM0ED@32C- M&$20>@8GP!&Y?
*87+I(CMK;A>P'L!*RJP%!9-G71=7 /:'O&.Y M8ZO/B&>VSXZ@-8"")/9:=8:1P&A H"75 M39[IR,\/9&Z:>Q"M8J|!O4P%KZ-$EE-0.%NLZ>2%(ZG/R_DE'W6OV*^F"DP5]2I
*M&:N<0"/!0I.KM$=C6.)O^@W C34-YO_!)CS?17P[?+]>DMPC@2KG[3H@W_II M3V$]&1%X])8ZSU"1,7Q+9NEB+/H=]]J7.Q&OT*FUE]0,>==$?
*8Z$UYC8J[6AOLU';)P85EQQU'.NX&&J_^A@3]<(26B ,,8OG M#T"\3(EU&5<#TPCF"^B3W)2MZMS$(EL("M_SM+?V:.([=&\'H/7WA14W9"6?D MAH2G]\>(f,1?]!0!PXP2:.^&.
<_E$5AMP4\]X9U:*"F"34I@B@[K\ M2$@#[R"Y2C^!HBX-#)IBG&T?OIDHRO(^%[CL3+R1OQ]5QV([LKX.7=OGA M7\[/=R:.C"(CY5;?Q=<%TU!Q",:>+S:.L9>4|&MH-J]
=_]5.U85CE&O?], MZ[2$T=FV K.JT4 WIK7A\#Q;," Q#&J:K@*/=_88OFYBTF7M9,&U)3=T\0$[!X3. Y\QC<[6OX$#F\#@3L!.&S4N$+R_!X M^S@;X1AO33"D)RSH_XCX;PK0,7?,
*M#<[_|*W[]O-]O8EX[NON&MIAWA*CEL M5_,$P-+PN9MFO20E)?Y!J?;!1.(D2N*"0QUYJCMDD9)X/B _Y (D,O_Z?[|_ M'CWYBM/9<#+^VR_\S^R7)SA.DSPS#_ADW^?
3/U_!J>O!V%>9E,/P/\??%G M+R9??DR"S_-GP@FU/K7UC^=_L4H)7-)#B+S"E0H 5P#FR2,91L91;Q_WS\M2S(6L_$.T/,.*CH//(48-,401'4M"%,7XT-%P_*^_U"\QS/-)#6\\6fS\VR^?
MYO.O?WGZ]-NW;W_^]>C/T^F'V\QN33)6__LOKU[S=^_YM<_#,WWC]=_/3B M5V?#=,|(\N,I=O;IZG3_@YP'\FX=Q@^0#\R6[SY9H+"?#*K]^)ZP_C6H;P$7(/E?
*O_R+W__TY.GR^F83D;X#LN3^N\?[UY?>60/7R^,.WSWY_\>K](UZ]^O"'>H"\^.O{C"_[ME]GP M\Y<1KM_[-,7RMU_J!T&5,3.250#_^_8/>WJ)+851.A\MIN(-O5Y]9 5S/$S|
*M/L=QQN54K!\XFJ0KOS2J(IA,UW\Y"A%'BW<'YS/X&,*7P?OY)/WKTV24:9V\ M^J_SX?S'(%E6"G<6@HP&E.4,7(D M\;3.VU;UK^0YP- M1/+.%XN@8%P/]9QB=X\#8*+
$"S$9TKX&.80B.7#&&^J7(X^A,1NVP-B% M!>)QLN#826\F_4K'R7=@#1692:FD,"&$XV6?&(2KBH,!.L-D2DQVH @V,>PB M=_DXY7[4=#*<3^K.QO@;(+!=3CI$"+R6_'A$3^?9U;S&?
*DU4^)GU^F^ G'L^%?2$V1 MP6=|,YG-?L?Y6?D0O@^$%#%S48?+)=%5*__R5Y H8_*H8\)36#-D/XB[_T8^4
*M.1T*JQFCWN$\#,>87X7IF#R;V0;HEUB&.3@?,,R%#)T#Q0L#I46"*&@BBN*F M".=,4;XQB>Y'M0MOS./D36,1-*/*FV&@,(^4(G),S-)X/=)0^%U<@12*J MDLF"+RI"TBBR-
*CIDWSH.N8GB>)]|/^&~/_WX?S3B_/9G-;E=/V4'^N1VFRC MIX1<:%(A.D\ZTG:,>;$@VOM8N^"JF^1UY\N.EI-19+2RL\/<>\9;R"M.Y5BXN"TH\69E0!2WAR8TC0+7C[.'=C;
[6#Z%QUID8;,3DP^1\/)^]#3I"M',$;B^%&Y!*05+,A)2VS .^D!D6Q0V&(I&YKNID=29\"M/9,.';JF]'#O\5U-5;1HHR>$GF&8B7Y.$AN7G1pE:\V%HU&KTI@1IX+J4^C6F!QM
*M!=)N#V=ES-YA.I_G&R9-D(HR3'E(P1)WE3<0(\^0+8^EQ("9J=:>QIV(^A2B MM?8QVIHFBH9LJQME9>3'%/)ROD022= A9D^PB@BKD\#ND,4M.# XYD..OFSO: M-
W'T>IJ3(6CIV+,.O9.&\)+I/&A$Q8,.3LD-.+!;Q.!@*7^A@1>/"QNZAK-M*Z;&8QY07.N]WP[.%@]=23]#=&$ C#K1A'L=3(?#ZVE$=3P3;A+^L"EOQO-M MX\G<,>$R6!\$X;"$R&
*($G4QFD052N:T=I/NXW)O J3T#CA1 %PIO0(!'W@! M],R",CJ"UU(6I8\6BN<$;=:_$VVR#+WBO.0)'LB#++<@-,'?D64@?T9?6 M&T>\:?D/H-3VDO8=^NN0N6['WLGXXP>5"A,@U
*M^1$ENDAN"I.BM1,_#4=/5=EQOM^Q0_G(9)S64;.F:"$Y 85[(@/. M1$OC$6+(Y*/F*(IMK=-VA-;3G:&C^-&%5)H1YNP+3D-.(7]#88;,8$E4G8T MZN
*R!\5X!/+$&+"HBZ1@!EGS@X9[0?5TC^@HFK251$N=\A6G\V$WH^GIEM!QNJ'-W+<[8)K-<#X. M.!YX1B9)/(]",RLY.*X5OM^F2.Y&2)!3S9WU%+R2 MR34@(YE?D[52HO7^SA4 ?
*0J&#I#LC2.P@R>W(Z_F79VWI_+'#!?0!BF8@IE\ M<\\3+1G#"D2I%#!'_V!,DNO4J4=S#5"?@](&\F\W^OUSU"<$;O[C[2B,Y_& MN6XN?:DY]+]3HH)!!52%_&Y&07HBQ1S)$Z?O&-
*G9:&H.7&,ZW(6G3R%0 S8T MF_IF9'@]GH?QQ^16+8=\0%Y]3Z/S>HGMWR:3_&TX&@T$)S:&XB$Z{J=*UD'T M7$/,CBM7#7GS/?]=88)&0X] P MK5O'L%N!]"EH:>$"'#W9C4.5M3?
?(VVLH64:WZ-9 Z")_Y9SQP7R2:AFJ? MW>[]'[:,$V:?ZK4_^[<:T]]AM+@(.'\1IM.?I#27EX)(<"+&[()^:.)8II) MC0U@, O-2Z(UUOP.UB[_^A?H',*+&_LTS672COQ?PW!4\Q|_G4S?
$ZIW2&MQ ML8-0=Y0N7UVDER0:OPD&G+.TYH7RU3F/H H3W&:&R2HGZM"N\)L7^Q4@L=2FG MYEG%JS AL9S0DKMV>=(IHLZ6D3)WY+_7'+7+@3(;(.#926 RY]]SD,7CZ%%T0U
MH4DK"1S-B5I>@>"0NILB.;YIOH0TV\!$,1RY$@\|Bl4"^GDZ;DLH3A/$5Z1 M2H9K^N1F58C='M6_P.@@7P,I M&%D]_ !!)82$10LE$GG[K+$VV %6_^*I%DJAM3R:$>77\W&>_0-
F8S:B]&P M.D6#P'@265&L)Q:7!44 CSQ!5JP([7FV#J:W@*C?]%6"R(<.]_7!/_7I]=G MYPV]/K9(T/L/]/6W5[]_>'_VZ]G;5^^>?7A-/[T*8?]J0;=\.LNR0;L ,U0_
*MZ/(JJ]$EV6)EW.*)%8;ZY/Q(#FKB251$N=\A6G\V$WH^GIEM!QNJ'-W+<[8)K-<#X. M.!YX1B9)/(]",RLY.*X5OM^F2.Y&2)!3S9WU%+R2 MR34@(YE?D[52HO7^SA4 ?
*0J&#I#LC2.P@R>W(Z_F79VWI_+'#!?0!BF8@IE\ M<\\3+1G#"D2I%#!'_V!,DNO4J4=S#5"?@](&\F\W^OUSU"<$;O[C[2B,Y_& MN6XN?:DY]+]3HH)!!52%_&Y&07HBQ1S)$Z?O&-
*G9:&H.7&,ZW(6G3R%0 S8T MF_IF9'@]GH?QQ^16+8=\0%Y]3Z/S>HGMWR:3_&TX&@T$)S:&XB$Z{J=*UD'T M7$/,CBM7#7GS/?]=88)&0X] P MK5O'L%N!]"EH:>$"'#W9C4.5M3?
?(VVLH64:WZ-9 Z")_Y9SQP7R2:AFJ? MW>[]'[:,$V:?ZK4_^[<:T]]AM+@(.'\1IM.?I#27EX)(<"+&[()^:.)8II) MC0U@, O-2Z(UUOP.UB[_^A?H',*+&_LTS672COQ?PW!4\Q|_G4S?
$ZIW2&MQ ML8-0=Y0N7UVDER0:OPD&G+.TYH7RU3F/H H3W&:&R2HGZM"N\)L7^Q4@L=2FG MYEG%JS AL9S0DKMV>=(IHLZ6D3)WY+_7'+7+@3(;(.#926 RY]]SD,7CZ%%T0U
MH4DK"1S-B5I>@>"0NILB.;YIOH0TV\!$,1RY$@\|Bl4"^GDZ;DLH3A/$5Z1 M2H9K^N1F58C='M6_P.@@7P,I M&%D]_ !!)82$10LE$GG[K+$VV %6_^*I%DJAM3R:$>77\W&>_0-
F8S:B]&P M.D6#P'@265&L)Q:7!44 CSQ!5JP([7FV#J:W@*C?]%6"R(<.]_7!/_7I]=G MYPV]/K9(T/L/]/6W5[]_>'_VZ]G;5^^>?7A-/[T*8?]J0;=\.LNR0;L ,U0_
*MZ/(JJ]$EV6)EW.*)%8;ZY/Q(#FKB251$N=\A6G\V$WH^GIEM!QNJ'-W+<[8)K-<#X. M.!YX1B9)/(]",RLY.*X5OM^F2.Y&2)!3S9WU%+R2 MR34@(YE?D[52HO7^SA4 ?
*0J&#I#LC2.P@R>W(Z_F79VWI_+'#!?0!BF8@IE\ M<\\3+1G#"D2I%#!'_V!,DNO4J4=S#5"?@](&\F\W^OUSU"<$;O[C[2B,Y_& MN6XN?:DY]+]3HH)!!52%_&Y&07HBQ1S)$Z?O&-
*G9:&H.7&,ZW(6G3R%0 S8T MF_IF9'@]GH?QQ^16+8=\0%Y]3Z/S>HGMWR:3_&TX&@T$)S:&XB$Z{J=*UD'T M7$/,CBM7#7GS/?]=88)&0X] P MK5O'L%N!]"EH:>$"'#W9C4.5M3?
?(VVLH64:WZ-9 Z")_Y9SQP7R2:AFJ? MW>[]'[:,$V:?ZK4_^[<:T]]AM+@(.'\1IM.?I#27EX)(<"+&[()^:.)8II) MC0U@, O-2Z(UUOP.UB[_^A?H',*+&_LTS672COQ?PW!4\Q|_G4S?
$ZIW2&MQ ML8-0=Y0N7UVDER0:OPD&G+.TYH7RU3F/H H3W&:&R2HGZM"N\)L7^Q4@L=2FG MYEG%JS AL9S0DKMV>=(IHL

*!;3#1A=#EE*U#I%=+GU"=_M4'JEI%LSZ;B)[|(\6S2+DME%^5KSK5H>K>M+_MQ9,4.G!LGA!QMWG>?U3Q<;' GHWS;V'Z+|SXZ &&D_6S$KACD6:9A!9YHN&1_M90Q&A9AE;^?Y=C1|4I7';>'&1=XV$FC&\Y?X98IN)S<<<7[V>3*=#_]|\7*M)BG-N")]fVF4[LKS3\S0_MG]+X7GP*TX^+"^V+LY/W]!*?AQGF6B&31KX_N29PW5PPAC1SE%51:\-)^0<-M);EB?'\+1VVM\N>5,\V (?3K<;L,1$XJD8;'2&=+'U-2?E_@51Y-%5O,:D@_) MV^0XY+H%j7)6$*//("R%X&3]$\/6A2CO!-2G_&V>J6=']#K-BJ@JT;ZQO*R M>/4I5WC?86VN$0B#EY15G-QI4&6J#6"&*0 @?7>3+WB=[WLO'QZ9$_O!Z=/) M>4.-G7X<)9^\GHSR((6>> M.(DI6=B=:_-OY 1LG?#MFK*#(W=1=17')_G<>G_]>L6<"UG4A#GZ?ZX=*I2)126# M8*4AB1?+.T.\ F-LS,%[73K=,(#8/9)B1_*EYM15[?2.H4?%)PP+FL)7J0(M2BOZ+B0'.F RJG!N1>N=OUW]H <^[FC%DD:3?_+,U!=GO[UU]^H?KWY___}? MK|ZT$;IH(11B82HR!P5E+8.'$5QQ&F(N1G-A MB\36Y_YWP&F;TX\"|>U\AJ3KN2WF EZQ#-HQ9VWU.73K2PYWY#0\=&S0A@,W M\O$.GO&V%)>WC.^/A13#:/C?F/!^]P6+ C#<85Y-KZ\L/=L.IQ5_W&QI_T6 M!\-)OIB7G%/60F<(2M0DGYQ)%[I.W]'TD/,JN&\=\"G0UEGX%"-U0L1<\.+TE M?/,^'[^^.?OWMA;PXD,[LWS;83>R>/4*7IA](@?IZY_^[?F//\C#?3W^=3@. MXU2=WC0?:EU6?<.80M(N .90:UTX#L%$3HS3Y/]X)RAE2,6\D=D1WY GJE_!C MT8?XK+S9*U+CMI$,/[^\ET.OE6V\4-E#2* F$:-/>)<W45Y$%92F,YER#IQ M!VTN!U%IOT?N:1H[SQWJ@BW7SDZI$$;_[&W*V3U6MIE2?$H\.''-3SS Z MH5OGTQX%>,JTCD?-O)-+N&4-P828%PG BT859U\6B;^OON,T#6F6!I9Y;Z4/MX!@/H$0M\5+S[*W(TC,N!/H."@G>#:I/>1^GXE93077"G]>SV3F-N9KIRX;N M QN%RIQB .)WJH..I'5CK8^EF%96&'2M]^_O!=6GS(\'X,_Q@NJ4/Z_'--PP M>GL>1\-T5@K6\'(@2=*CZ0/0_!DL[D8-GL$XZS+'(10SI?\=E2<,;_7%JGD6B;JYM5#^4/DP_A>\T\+3%1@X M:4-1N>;E+O;^R?.G.\'K\0%1R.//Q3?WK@=$_%NM\V)?M)=5.G@NTXFEONH:V- MDW-KL MDJ_4M*O2?O5ZPH72-<9;%PV%!'T$S&KRM%U}(!2Z6Q+-UQ>(UMVR0[(3XW:B-MR*E.=D^Q-]Y>" TOG%Y>\5S&#3:0408940'Z4&L>H:#(.1MP168L+-G4O!W!M'7!V8LW/MJ7=2CR=F*B7.!U^75Q*>3VNMRP7F^],)L#PG&5*%DR!E2J*=28 M,B3+LK4RZ.1:MSTY .9,_/J)=[6[D&;+PC_;YN,UK8C9_-HYCLN19^_!.!=K MDUP%(9 .9;SXE$L4G'600.Y'R>H^ZO/S6=W6FRUJ M?9.QI]*TE5C=5!UX+Q5$72(P4AS*+9DC6@C19>.G(876M;SSL@^\QY%)T1Z&_M\NN.86!F8;PN%,VT!X>T&[3'D M2'3.JP92:YK1=0'LQ63Z93(-\U!}?GT#[%8C?_]LIW7B/H2[6P@ L72A5: M\NYNE0V.0;%G6L2CYM-I1=9)^/)V.B3?]DL8;019 MX\5R(/B+-J-;UH7A49&FS4"N+J&.7M>=:,;+M6=D02=6:YKV^CL7\"+(MFFNY M4X]YD?K;3# *H!4!VAZK*6D3"U;%.[\XMZW!,$)!UD$.]] MU)[Y&X^:(1U,?C='$\/%>.?G4S+)ZZ+8K\?OS^-LF(=A.EP69"ME..]2K9X- MZAE,U=0CG2V"!+'$@O5D<0K(ZY9P+HNLR'7%?O/LF95,^FK;VS\YO(^E0)/K+ MNB"MI3'6,^,.U1H**@,32*.4-IO0.A2WM"/LZ/SRHF3D!EM+$9(+FDNG3+VY MK\B*5@..:T2=G5$XRM7:)=T?7J_(@_>7XEHHC78B_Z^/U;]_MH]YPDZH~)BU$9(857K"@:'YD4][(WR1\3CCL3?CS!DH)0W63"*UD1.!%E[MB#);R(0UBB0PE];9(PV5\2&YV)L?7!N[731PUPR1(>B"@2AB$KC,$H2D;$(} M16M:VZK;L/PT [-K2'N1X237L,;0YXFOC7*]>A3MW/L[KH^[UKL5LX)#Q MHFS=ML_U>J^5$)-W@$)KA!EV=APX\M.X{@<1Z^2B;-FO: /TB]4Z M.)R>I8T#(R)T!P5AH-NJF5S'\I'KK5J6 _K(%R$_I'C'S=45X?(I*E'<)/9S\B- MF4Y_D,?RSS ZQT$1F3'K.=A0FYLH%RR@E8R3|&E'+/K8C_Q7F_C9MZ%)W: MR[#K>&C,1INE< U941"-Y*"R)E/-"L%U+'DLM!Y4ZT+MA^ZS[C\/M5SLK-.+MQ=G9^-7W^N'GP]FG>B)Q5A;WQW@VT6DN0$.+9"Q2A$B1*L4>A*PH*8)IW:SF M7E"/X=[(L52ZT>>]J.0:-CIB5/_RZKPLP&63*/1M4+\J1%E,P< M@E046B\-@Z.+L/4Y]M]%)&5DJVR5G96LU+0IP#)915=?=+'U!7Z$G M?J*:II#)W)&4V&^?3fPFQ3S[?B4C4I1 [9-K%-"RR^B_A95<)[PJ4F#.HYB1X M9QAPG:5&K6(6K;.8=P.W"'YG=,"N7H+Kf*WI0.3!;<"4M;ULKM-$$)&X-9G M4306%UN?=F\^_Q%W-S1+5:-H&JAT@KAA,;0=F_J5C'/X7I#:]ZTD4PSHFQVA#TK%VE9M1%B#?>?#F=+0@^B2](R M%J 43S3VW-0R0OJ,N:[HKM,=Q8:$VC3N36YMB8R%UGX*KGO2:Y M0^-300X%ZT&BTZ[VE]]I"\R#$F@3[G8F?>=3'I-M@E.$:#OE78;057%=CGHV M0V(G"PX5HW%B++6#G D0-'E=3/%HK8C<7:\.V47\O79OH4D?PK;U('03N ; MOPT_%HZ65\5SFPJH*.NALV00A"VK>RY,_)HE;DU;5& MNLRP6F\.+<8?5&#>&[*:M;]\I"_!Z0 I\J23K,4P6[2+E=+S\ MFMW)_#]NH:@KMIU8]9-M(WNS=,][6LNU*8[2HDP+@1R M98OB8D>","+XS\/SS/!-N^PA&OL]V6F_N.-45*3%PC7$2,ZB8YBS;TW PY#N M1,"];.?[!$+M:$OS]7@>QA|K9?O5HD"=%7/% Q>Q:F7/"4Z*X(SEV3@G;6YM M3>I&M!.A'KA+4[?;ET?)J-L=ANDYYHW 8IU@+W?:-H(.'GBT15 PJQ!!\1+ M(\4@EFATP07FMO_;#O%->XT^V=7Y2,;<)+O=00I<471..:ZQ=ICBR0*X MDDZ.(H$PR7B/0G"U6QN>HZ'L1+F?)17[:1WC7%_??I]GM_0Z\5/%C^HL_4. MRY/Z[Q_O7E^9VHK^SVGR^>EB2M_A5QR?X_LZL],?D[+V/1=G3B]Q'H:CV540 ML^'G+R.\CU8[?>[32\3KTA+Z]!N\.!8\]L CF"CQ2YML]\6#5O>C2. .;%SN% M0!F%MR"3MN0DB5K;CE'4F*!>UBD:EH!)/>";!7CO_F @5?16'$,ZR(U%542 M9-4]0N",O$).D8EI;1^WX>C3/>.V!+@MA?]@*32_\[%_,L <)'Q%%]Z"FJTX9%9!DDD1DZ=#=]J3;8< LI2M.^RM19L"+]/5K0S MAEY7IP\[_E/T[OJW:,W99<#[C(AB%G M($21H(14X%+44*)BV0N),;>^^-UX"!WX%P?#6>VE>YYD,L)#5C* DCZ#+-UJ MUBK19)<2#]<[^U>R MQ62A63<";!2RMN1'B+6,?_'>]6SLYCNLS>]&$FOVIGV99WT0BI[\;N9JJ^! M:@B22W@O"UCNR.>4V'/&[']5="$GFK# T[V32M2EVY'E=E;O:K)E8BI"%_W! M>0H:4&0(M,<$,4=:.3ER)K'4MW6Y']+.;[@/61)?6^T@JJ5+M7,\+62C6#Y_"M^-\FD_RMJO92(IKF6UD=+B]_X\;C+]#5C*K1I$(9Z(#:9IE FT@A5Z"E$6JK[<"#BB*:.M6'QK-_IN1-VF+;7QVA.MN#.%9A M=CPMC=3DLZ_TT=4B$YS.1;Z6_7U?E?32B"\34I?Y00N5/0A&9(GV.93*M MU7 'K/AH$D77:#--%(L6?&VN%[C6:#%KD5MW3FD"O$_JME-YWKASRK@OC=5#%@_"N7G^/$9R5%+QZAUY**|";CKEY#\0^,6P|*.M; MBK(SONVZ5&K%^A8H\7.XG)5K#AGM6-MVS;7\>BK*MJEH[.FV!J;%=)OQ|'7D\5Y5L)>]MUMJ3Y#7"U>L?+XG5 \$+XY8G,"8(4"[7NUXE@M V"E&<+JGYU>"#T?,K4UP^ M^5F9X_37X5?\|&DZ.?_XZ0._Q/#]#(^'MCD:9%S2>N]T+1%-#1MV@-F.U$D MA;GY=8YFX/OL#?7$W/T\DJZ(<"+?^!)^[2\P')^-L8*^O)PP"IZ8JH6=,RAT M&IRS#C0:EICW+L.F=4V/0MQGS[EGC&T@\I/3=+'*")J)D=7U=FV5Z8S"%^.@ M^-K5E\D$L6"I=?2DJ7VA<^IZX^%@\'TZE>LY>=L2H5]^]!8=ED7-AA#/^L),]*E7F1/:MW00@KE[61Y27&@?9(UR(28:TLP6B(0E!3@F0JL-M6.E"N5=|^S[TJ-3CK<]9'LN<3\YO>2(7O|^O?)]=3=],QAJQ.DC<*LYUA!(D M@BHUY8H['SEY+4H6&J.\?-C[PNF#2]LI@FV2W@_"_09GLY]6M.8_M<%SR6(PG&Q0.F8"@P=N<9$76US)*IGNF'<=3A]W+M]TC2154ODLR1'H'D4[>OVK_SFIG9F_-XH-Q64H+'B$' M926#D&P$CHHDZ^B_YNUZVHZ@#^_D9+RI63_CPJ2$/HH,'?I-VI%NG%VI>1[*! ?3!RM#\7Y;MW38YC3D_#K/LVHK;-1/[7! ?;"= M/\=B:,F[OCCVVO[C(\X&CWK>L2=_[0;:*%7N]\D<-RYMUB(K:)Q"M800@UAVJVGDA:-*8)B9M(A-;]J8YNS=1'*MR+JKA7G[LJ#\HW>K*OGQ13S M<+X\0QV(8'WPID"0C :\/7V#CFOE'T>7Z^]M M*RDUL]Q: /XQ#NN.ZW5?WE7I_G4U_T$,2(JJHK{%4D!I=.:\,B+7_4#<2!.,3;'!%L:I.@\<(A9Y=I/M;@@ MM4ZNJ26|@X#V*=VK>XXU%EQG3M?;Z>0+3N<_PK)%%)W)Q0W7;3X_PN Y_ MV+'N5J-A-O*UUL]I.PJ+O\7#UV4MO.9,;@,P7B*$LB^08@,Z65BQL9"443K M]7P7GJ.K3-_VV!!)-V9!5V7!2/C<;UTV*6%N?Z3(XSH M4<\[UHZV&VPC4TJN%['XS?#KS<)ME:..FR!##J!X;:S@4@#/:\X-2L^=B#]TAUI?;IT;4(S:XI=.7NEM$B8Y\5@15\(U868J.ZU.7IB0Y&[R$%N7<+L/4Y], M.D.^,(D"VHFF95!Y&ZH-/;RL;P=.%,V<,B!Y3>21AZ+LiE.L&%;UD-_#FL5?S^?G%"5O@=*?W;A[PUU;S0#@G,:HMINHT-K>0\R<8-MZ36)FNA'T0+$PA9YB8%78P4WK2N#/YC-W93'J^!?<#S#WVF6/WS#T5=8W;=<[-MHA^^309.6,:(#\6UQM37EQOY[^8,!=T=Q)\"*E*#=$=AV!],6J7!'(M4]"G="/O@=NGXXG><.JP@3ZD MQB.RX+99^9CZZLI\T+=A7GJ?QKS#A/D-[)N ML4(IHDK?"&4OS(WWMLH$4W%L-/(1@N%,!YQ-NOMR!=!?.Z?^)<N;C#I\/_1C=U<.&4'K'@23\<=:.R:4^9^!D2CPZ"]P-M@HH!@G-*@&..>(0&F6QIJKWY_&-5T>9GK60/2N.E%DE!1X@&."$X<,ER*#4_M&)WUAK7VI[.Z-/6Q.$2OZXRCIWN9B9H$\CODW%.EQW&>J4XQLV<3^(D-]\:/G M85;+#7^NMFS5Q6(VKW.U^.G9E_K6[-W!(A%11JU?OW%]HD)71U".+N\UBBEJ M9*/>?PI3C-?6G?Q ?(_3K\.$BZ?>D'/._4R+/[*94NM MMS@=3A85NFV8=V@A2U)-H5I.J+>.@64H8 MO2!\S;M!{X2L3YY$3_C9@4@[\TL6/3E?C^DU7AS/;>1S;_WQ$;[',8\[UK|H M-M1&/L3B@>2GUIS,4#N677GX0"5KG9 .3")G54FKP!65P),OZT,6R'GK,/%N M1,=]NM?C.4YQ-E_/IL9S!D(SGGG6H)0'K'?)8$VU8DF"-MW0IL2)/KBJ[51-J4M'DS^8;3LU+U[]GTMS#]\Z?Y?]WOKRP>S9^07!IZHQ7]M>PH4GHWSZF9OO;HI,(JPHI&0'(N@LF"UGDFAN"\D3^&D"5;ZUY<4K1LS7 MNI89J-?97#$(M Z*C]:.((M).A-KSP7TZ0>^*/EW*HIES?EDP8#G]M<(<,!95 M|+%6,JG% LE5 Q?K%!.(WG%K%3;_T'\;ECX=>G=]JQ(HADQU@.=KCLS7QVH ME$*B+@2"@MOZ3QCA9L7"DMXV/.GH)!7O>;5(H(7$2BFIC'>27_,FIJ.SX1QO9O>&]I^.. MF#7*V1!.2R2&-!L4QNC*Z7Q+DF1Z8XIEGKG'*#'T?9IJ_@<!HQD%+0P+PRH#0+0'%0ANQ0M%I&E++*KU">?=B(|5HJM/_Q5)CX31S0$;+[0L64 L)8(*68(36H L-GM.-\KG MUB=@]T#]DS%OR);K*JVE8)K9W!6H]_PQV?C_(;^8 LT1,<3BQ:T29)"2,;!M!4EC=*K$I33]JK5SN\.P/EG2[HG34$BM^;.RO5M Z5QTP@(V. (E%BZE(F;K MH(RA&8C-;^[? ZE/F\(GT#8M!-.PYG1:I5O&S!:QUT]CE2@)H^QI 3!T?@+ M8N8\;?I?Z^(HJT[J->*5UK[MX)$%5UAFIH)E'TOWDN$:A/= WO+:.]J%\Z&OC= MR/IDFUNRYV8UZ^9R:KYJKNC_VQ"6H#F+19+;D 1%/W5#7Y0,+@M7"LV/:)X5 MOP^^/EGL4_"IN@.RT'DD?=@_;LJ2E1$ZQO?=R6@PCA-&G'!# M^% ,;!3NOQ;#64?\U!^2$R|_OR"S4>X$GV@\!$/5 M$[?GR.K=LMX'77.K,R=FQ3M4-+PJ!D)EVI'S$A>$GZ2(H-[\ MDY9X"^I;@&AI;X5^>.'=.Y9X*C1#CIP,):0"5SWO(FB4EM9D-^G8?=_ Mf&.PWH=PIV.!M(JG;M

A]W(M?'0NUFZF9$443E:$R!:RT2E:;VVK2VVC6#&+|L_M)*)8U4=@054G?X?P63NB/'^>!/;ATJ1"T"*!^KW=C6Y/S=_;J/.]28.1 MQ7Y8XU(@]\4K(,@"E$T1'&8!@6 FQ5W@S>=K{(LM=_6'VQ=9^JA@`)*\?O?V MO.);%.GK/R!U[;@M2H1@C^RD%5!KP26UK[5QZ$]"&Z&'*#(DGS.16-JWTWXI"K0#M2P'E"10]!M!><;YKOY M641_];TCGX4S.4F0SM3F6;7'F2T.LA/6Z! U\ZV[B6T$\T2]HNH:X%AZ-Y\E MQ+P.8%CAA6G"UU5)-1$HD@C60: CG;U,==!Z+0L'Y8HDH'4N;^8!.)EF<;V' M+G0&\2S0=79L,Y.;)WX=OJ$O/5:,/IE#{OC_FDBN+%9+&2RJ(&NR>+:DY> MS/-><XWX^6RO)1.$484E$+]RZ\6@.T.;'(S.,,A*!(MENVQ*Y(`CWOQOM?GQNX!`M^]DH^/ 6PWJ/7^HIYG@7!9N>.^9%0:>U"_Y%04Z*E<0#>]YJ@Z_ P"MGP"AD M.3FF,K]3=X=[47!A@J3/F$^/5U4Q7W%*-FP])&H;C_DT'#\_72QG)SBO+^B; MV?33F\E7S,\6"UR>Q_N8#! [K%&*70TT-J1>RWDI@127&"G.I-#VNF.2(!9.T4T;HUY?E!=AG0>>^H"JF&;W8U MQN^LVTA1LZ&D//!H%+/.IH"8//:F\+7W9G!"@'4AEN"T$]VFX!Z6ZF_IDSNF MYOL(=X#PQF^SZ>_K%O!%Y9#1)]-U2!TRT"K'[.)!>RMB%(FWCKM2>TC7G6T; M*>1JBMZ6TAP@_KD>.?F63L2P:D!WWM+"%D;L.\$D.*D(&$ODQ>IB(4I5K]"-M'-]ZH/E&, \[/+"+-=I&74/P:#9-[_.:'QF_!P5EIER)=><]T!X+$%AQ'";.MEC+50Q/K&FAG(:GR4L,YU9T-.+K/OCAPH) ^1S9YE<\G/+*\Q%6M MF:=&P(9+0X6&/GB6#.&7XZ5>9"7[$4F9KBU6&&$TO29T7 M #X$!Q@+5M_<\Z0![3.'&.;$<.'-1U(8%(BLH67)0V>1ZB#!@S)8L9)0LB,T) M[ZG&+OLP=*34YCYZ%X20YOLP_80KM[Q8DV,FRY@.Q@1*: 9!2G+++<\K%D."U-M[V23WA&AN'C@ TM5[J7XV:X*.!RW6H%8^]P=8#0.5EYZ]/CAR2V%U5].TAN M0$6*Y#U#LG2]PEI>1_ZN3S82-U%5VAKIAYW&H.Q;@;<$&=OJKX_ &NOM5Y+4 MR>G).1"F@XMH-"1;""B,LHX/B\$=-@*EEZKD!JK{X:'CA@ZW%ONLA[5Z.1W\9U_5L_X%QN4'3*5%&:R]@_YION!"=LJ*\'_K1PF5-)" M)*F!8@39T4L-(=`_C-4VIVX=$7<|<3+,,6X<2?=3QB2- %"#J?.5N!>S\GR. M>:,)\/UG\8ZR@XJ[T(Q@PQ\]3'X0<4'5-)!\% 9#(3Rs+(S#S]RQBI#!%3T_OR M%%#<$%^@[4,.QY'$H7/-F^80G!3DWX8H17VY<[?M^2F@V(:A(P44^^A]WP'% M[WV$+NU<=*?(=\N*V21L\%>C MXPUZ&\V.Z8&%(WO1YMI(UX;J&R#?ZCJ^-;KS]*,N^_9JGW 7MOTT3VBKT3OI MTD =^Z - \R%GY@H(R>B=X1@A\,R@L"$X M;I+GX<CA#9?G 2I9 A/&"3"ENE4^2_#92B@\LFA8YD8T'XMR$Y#Q6RNTU=<-'35V M$_8@L^6OT? \C_=45]Y,G"Y')##*MCE6N(83$@0?CLV9))#,"%;*&\V2S-%?: M -/'KT&KP.Y?GB[0QK)4OL.Z&"-E.O7>18T=Y3^&:7(0HLPQ"Z4C%'<3[.C) M)RTNDD^:K.#2.>5;-U ? G1K]#9+!F=%'[$,PXCSN>PWB^1FIQ_:O[O2W<"9YD/*0<;DH!2 MZJ1!GQ2$>HN:M0I9!)\C;W/??/7)3]9'"Y5L!#2Q'4'.VI_]@.G\C>@"]F%> MUT8@XV=1'IJAV5#B;9Q$M!E<4C)ZF<@SBTF#LN1,^80>+"\|..&XI-9+_K\T M?DMBV"@]R/5UEDKOW68.X);=0%>TC(&H%]ZUEDKOW]4ZVP3L%K;HN!.EKHEG%S] MY"%SBQI)>]9*5*TS-.Y/G\5[3#CY6@<^>9!4/?FVAJ6HV?S=;TN$U"<=G=[UU M2.7JQ/KG:9U"]CS.|_>_MSC2.NB<#:OCA6LA=33@M1'@G.%&2+0Q=E-Y0U-/ M*H-CZ^O ?6FY-5O7%;47.^G+/VOGMX\X/.]\N^C[<62S\TC2 JMK%[XJ#ESR M"F(1KF!PZ$SLMO]T?N03UP;4T1A1CN_ED_S(:*IV19D"#5,]N@:.1N90&U2B M8B$4U7JJUFUX'CVWFBOMP(>W\UG'\NZZ_604!?:M#&'EFMSUIS RSSC(X M_-RR8K0H.6>(AB=0K!#%HTG>0LZ<9L"ZJ:L\S'KEA!O>6_5CNA3SD0&X:.&%\=>8#1&8U MR*BBCYA#P$[6PB,M5NVE^!N+5?LH8, :QRXP'EZQ:B_A;RAVW$9R RHR9!9- MIN<[7SN%!UGO:Z2'8@P3ABG4!N^# CL5JJ;07Q^!#5NL&HS.R4I(7 5R*AF# MZ*0#6B#(842NDV:N1_%JKW$OKE8M8?.!BU6=46"$,DI3 6)BC6'5KY6TMLV&&:.R[Y+G]OL!R>OQF4O!(^F!880)8 M()=<*>$@EBBA7HD[+!BQM.XOUP'6@XJI;&/.#Z7"C5O$? D(KKTFHTT^3&OS> M==0;*ZRRZ;ECAE0ZK'WPPRD6K0D0Q&LA4O&*T8:KS8>PBD7 MWI7TLI2 "I@OO*:D&7 < W@56?+,.Y3IFPG4.(I?1@2A'CBEC|%*YRB6*9 D(KKTFHTT^3&OS> M==0;*ZRRZ;ECAE0ZK'WPPRD6K0D0Q&LA4O&*T8:KS8>PBD7 MWI7TLI2 "I@OO*:D&7 < W@56?+,.Y3IFPG4.(I?1@2A'CBEC|%*YRB6*9 M!4+NM*MWC)*0&PO&B*QK#^,B6^2'/-1P2B_%WQA.Z:. ;WP+C >7CBEE_ W KS M.;/2&Y 168D-"4YX"R2=:IU!)^3AFP$*U(DE42S^.C>PRDM]-=`8(.&4V(N M/"'CH(6OCUC(; ()SRJHH+5Y.)KOANEYQQG[2+7FB(M(M4Y%&1V1H\2@F-6R2*YY*W+/[O@>E !E6T_^L&4>& 1E3<8%CA:.';7'IXT9 M/;EEG3O&3-9,>4.<1^%PIYQ(UOL P2"E[SI=T#:=8. [^>//:UZRMY['#%IQ 7PUE*YFRG6[>=5SM*5&((M#ES=B5I)^[#B X8.;&Z<@E3_I.+BX&U-218R66XS=^E>]P9OKKT:G?P^4AS0 M-^P"X^$Y^;Y$O\%)W$9R RI22K*7LBF02VTPF9(5^)BT80555]4/7M OW08=- MG/P6^NLCL$&=:%NTL4$SD$(X4#8@0.N(9A.RR+[7U,3Z@!M^]Q+[1R>)EX+]RG>5%OYQ$Os>!7[JR*!9T4++%. M[V-O:^HV5,.7Y0]O7C7?PH&Y>?0=,NGR>_PCS/-H[M[-3QW3[>NPJL. ,I>& M^\RE!ZY* B5U IB?OTMNCO3*W)!FTB&!YT*"TJS6GRH+ 8A+5 M1GG?;;;ATY5Y&X;.=&7>1^_[=HG79J OX;@6\G[XC+A\4W^[+K&;J#ZZ)+A2 MH+.,H$(= :FR!@Q6(68ZWW*G6_0>Y_\F+ _L@KT7368#J&N BX>;<)VW.NB" M;*"N<)M1[;U2\3SLU'5;R:!?GPV .0\-A4E4PP= ML+2J\18U_0@sE9)>2*#K.!^CXQ/$=RU8JF@TMWP"'#Z^GY%KA!SH\5[=, M#!07)A0=O 0ADB$P:!%DINA-DXM%YZ1VA[:/;R/S9'HT5]H 36DW0#M_G;J M&\@ N178? FR09FKL1H\===#")7(I2)\UTH-V5@XN&0!:OP7D>P2=F@\Q6FMBZ M'_8>"'"*/;(?2O01_]!|\O&8?O3I8CP>_?GEGU!(8A<%QJAD4-J")&L,E*+# MV:O$@'E5E-*1NZOCXW=OF7\'IO%- EH8JO-HZOZ7\!^AR=RF@2QC?D61F=>6+ MM67\U8AKCI:(#-K(3"G:.MK8_>#^7:[5D]DR[&?M@4/6-%@Z/3IY9<,O!2<+ B&*%X*464QM[%#P >6)2K M%R%FK10SA%OZ..@?? ET%FSW&8UD]D MYWY:ES4-% X,8CW]B,+M0).KKN^AZ/B^\)=YE%,4RKR =42?CF2!)P9:IL U.M.E3=.DH?)&_O"X=.&WIJ+;UW>3*CWB[.EJ]K_@>%)OY)"TQKWIP.REG?7D6 M32WA/V M)T4K>.9+T^^:,^^(.[>NG>G\_29$-=W?/WG]Y-/GYA2-I;OCHZ/G*=V'- M'567-SU[7P7M[90Z:RC7)#G,R86W1[+B(J;8H@G>R%[_I5I^)*7WD6OSF-,E M&^W9- 1OM/^11?)(LB 0*12 KW"5PP5. L2:O:*UX-_^IR\/&K:MO0)79D")M M[42_)O. G,#EV^FKTVE>_!V/\ZM+TWW7_0$49I.)YSY'0AA=@>!*AI2X]?'W7NMMQ=]ZXX9UT,R^& (E".V2T&BS\"U:MX,>6-]>Y7VDVMQP.PG'QOG]GOTIR8O(_N ID?@_= MOIK,3Q8ON TTQ?K'V,]\58E>N?G4;)&. ^14Z.3H//%(A0%0QUHG8]!-E+5K? MS;)K 6=<(Z"17F= [54IKV_#59!JF.1*.7T\7R\GR='6+<,6(B89,%E$4%%7% M8RV#F(.'7*)$3'2*FF[N0(>'W7M*M:]H #DRYU;0*Q+%NNO3?TV6G]/Z=(\9;P!P_ M:V"0D/+0BAJ^?=?Y"I[EO/J8^E:4V? QDU*!+A_;YG:K,_+1JI$2;ZP"-FD M>AV?)3A5"ABCI5-!A" [!3Z\+W=5M.Q$VZ4C#UVFZD(KO"@UUU5'X'O^Z[JRD[Y'NNF?99.L'I;IPG?QN/)V3IK"59-X?HX M.:%? >5L^'<7Y2Q4[V$9YLL787D6\PTIV5QG$26_526 ;QW#(2O2/S/#;O M8MVY!0<9<.E%K)N/PGTH>(@.Q&=S=XQ7]HIZ:$?246T%KYTV"W"GD1DN_M/W M>EK86#387HR-@V_3+#]./AM07O)?Q-L[^VD-R ;<%=\%ZL[@!R9.0UMK,"MQ6I+&03*X4KDH"2=2")BQ!J6@9WUFI!S$_=_M_*W6W/D.\3&R:$L%#=#3<><8P[IBJM#A'IV78+SS- ,;$@3>.CF5KG([5]DJM_M0Y:ML#]&\K96Z75JREVI'^?NTWD[4SE,))\IKX&1QWFGWR)/IARXET,+1UALU M69*XBJ(XE-6*3ZZ3N][#.)O1/##Z-!+[=4*HG;NYG.SFR_JOI?E!18D6/E# MJ AG)R>318T!+(YD)J/.DW?":?)>MO-(^[3YJ43L@=&/ ME '4<9TT>AC2//\11BU!-_RQ-=0)"AJ#),.5*AGKYRLS5&3(#<>4< MT*.@R#;"O\X,,_ZU_=&5W.W9Q?T1'^'J_BKZI\OII\OI? EO*T^5]XQG)3[>A M!W ,VNP2[>DV].DV]* 4^0; ^G0; ^G0; ^G0; ^G0; ^G0; ^G0; M>H L>KH-?;H-?;H-?;H-/43Z/-V&/MV&/MV&/MV&/MV&/ M+,T ^G)R=A_FWV'>UL ML5PTZ.I[Z^5"<>1E MWR6T6SY_IT88/WSDV65,3"Z2*V%$.=+"15^=C5)&(F%6WJ0O7/WN4 ML5P-M/!#:XL=170(UXTW=G@D@:A,GA9(5>H$!ZQC9),$*U(0F&.RNM-6?P_Z MVC;1XUVM;/O(<[1FIEU/:)6MKUTU*FKZ38"'DW[$5-T@6FPA62R3SPQ74D+ M*:O$D15NS"-H9=M>Z7WDVKHCVB;_8CV_6]EB5UB24'5RO";KU&4H25H?0U18 MN@TVO?TYA]+(M)PN'.E^!2!&\Y ;>[V<* MFXP)H^+JZL2&NI1[1D/1[.]B6^ NXH?+)\U#(F'&#@=M"C2MBIQ)4V!N:<5! MZ&2\C3;[3MUI^^0*WH!CY/$!]#8WT9M(=X#[S!TQ'UDHE1^A@??%*&\Q (R%"_MX2(K3KHH_9"]?F Z[D7/D5YGVL=^FTW3FGV6."9HO^&YSN$K3(%/ID 4V1C4 MD3N/(IS;/X!Z8"386>X;!Q";!=+6'5#)RHB3Z2KV=Q&8>I;^>3I9K#Y^/2&L M3C.;$)#5+]Z>?IW1(28^S7:(N+4%L&-H;D!I-"IG^-[0]@+-=^)]6T1DN0"G MK8><"2W T_8#S!G/"P]"BM8]TF[#L_,3.':,LAE;+O>.0MTEMYZ](S MLO69!]$$.EX"3+ IPN!I3*I(@YA=\"T,Z'> M [#0YOO:$U"NF$\ Y1Y$7_KE.EWN_'U-*UK'A@:\A8EV-7=C2,((2@-!4L1 M@6H15>D42KOAP\)/6F@L_UE+#X0T05EF/NU_1-EGOC D1U'<$*]*#8\<8841 MHGA.OM@#C]_KK\Q^=,E"UP ?(T%UC68^LZ(\F(#O@1R3[.?2WU\P&%>\@U@&. M]2NH9"U33-&"876HH#0UL!,5U.Q:KYRFG6RH=WV//_90.NXCS=9\C//N'I) M6]3R&OTYK$1.OF*%=W[9*58K'.]'-(6I8J3$'7- MT;)78Y9)]7M&O/VYXQ_M4. ^B@MDP\AO@@+[A2*I-Z-]>CO]^T3&28TD\".1C!$N!D!5T5KE(0]M@(F* MM7B#N7550]1_"@S#HV@27!E3-.$3Z7BOTMOSGK,X;6P\E79R;O/G(ZY"5Y1F$ M$!L4YX(=;UM\,D?GSWW+,@U/] Y(*S:.Q6]MJP+C!I>N('ZX<5G.-S^Z;UKOM M^0I>+Q:GF)]- <_W#RL*V/"4A=08O,@%R&C331G(!-9)!YY-"0.QK@\!\TC% ML94ZA+<3OM6->/%Q=O[&?) ^G^+?Y;$%R0J]8LA*RTK7^MG@@=]X!6D+166!< MMJXSO O3 V)24_$/4!/8@^G\R*8BZ0"P2DPPIY&[HI,/L M3P_1R&JNE@&J"&\0PHV;XMOY>D_\|;2*I6WY\#G0S\]^>FO1T===4/2O1UA?! M0@PA@:5],WN=)<;6/?I;(^^M!M1E0-4*-Z4(.+$+QL7]? HBU/I3_,&8Y/ ML;Y&N60K&$A5N%^..L =HWW9HZ+IF8!\.Q:@EMP.ROP20X1EZ8(&48 MHR(D&S4H83FU1V1%!*BI$5DXTISHR?5!Y871<9.=TK66_9=92"FV"!)+7(4 M2,=&ZU37>YD7UH%)5*H>>%(=DB(@H-Q? (BA4%SGH/)D:M5$DYZ#'2 M-^[3C6\O]7?,"^NCAKVD^70!^)07UEN5O?-]MM'#7@B3BLN!W&P(+++;>S." M5[4>H3":DBXXSL9RN'EAP_*DC_C'R OS64JN'0-=6 &E#(> T0,:SG'D6(JY MTQB_3WEAO>1_5UY8\"$+->%MXR;OXWMOT=:ZWY&52C\8??8IG=_D4S\/B,_V@ M^JA?PW&- 1\Q97SAR8.UM9#_7(NID^.VIY4\(X?A!QL;6+ Q(H6Z_|~ MET"T=$ MK;."N-5D: 0!&I7CJG#I3E.K>BNI3P@=TQ"VAJ[JSV.X|(^?9\>H]P;R<71;"M51%NXM:Y$T3R=Y;#2>4QP 9.#'&IK/9D=N-I^.I.VI&U&9-T&,3[T M=)X^/-DJG;>\4@X]GN"\U8 MM-9<#0/>5Z)LFI S 4 @?N*!=T]UE MOM^G=)Y>\K&H:J>A ;(>GA5Y8G5);AV8?+/MU_#? \_FSX\#"6,UY*$.9N28 M@"5=6[LSLL%2*% BN:@A\B!UZS+8'O >A8TQE+H&N%Z|!>IWH)?:M'2!.Y 5 MTA/[?FR2P53?G6+-|#; U=(7=F$^V5@D;.ME'0Q)7]6)$2PCJ.*SPO*(F[EX M-+O#HE4EO51UP#L>GZZ6.Y.CU>AN<7GR9?UQ!-:,M).KFLQN2)C3]4Y M-MQ!0L:25R4%TS[_Z18XXQM,@ZIR-HP>!IE#\A6/9U\P?\3T>3H[GGWZ[G[R MZ?/%8!RG!) (C$,!3U9(\@C!%P?1B2CJE&.M6Q?OWP'85.EI3X&V%$>SD/& MNM2+P4DJ._2TAS)=[S(#>0-.. $8.]0 8,>7W_6YC7KDA?L>T- M^[6;/?\)?COR>ZI"TL1"V/ 5+1D5VK2:.S0%C% Z, <<"EA&*5]_LI9Z:D244 M'(O-7;"WI%8J0\)P]T&O!2E$^7]IW6?)SWU'UXLO_]=1^E',HI=9_8@I>!.4V[M-=>U0\!+IEY(62NDA X^H;>M2?<08\VI:+)#K+I/N@X@^-<%[E.L>0#5]Q@% MW$9OAT"WZ&M7[P12R5JRSQU$*1#0*B.-3R'RUO.'#X)F#6/-HI*LA[I&CC5S MB98A;>52U=SES!,Y,200)W-D)9@:SWB*-6^IRAZQYCZV$>L&46)N@A@V9,I M6A('SU,&8Y@DOY23.=HZ(\_>9C0NDJM"_U^QWM4I+?8P1;_9>9C0NDJM"_U^QWM9QF\ & M5$Y%$^B+1Q]KWH40.TE\P%KWJXEJB@3O/"(X)B0H!"ONO2(?88Q, MQL? B4K50PTCL^#'EK0O IQ3AWJKL/^%S"SWI9W1P9CX'G4%(4X=N60[.E=KI M//%2R>N@Q(=!E"U3A(?E21_QCYBS,*LF@#R21;,8@6(O,&."V,\E,T%=J MG>YWBG O^=^5(MQ'> ,X&[JB6)S.5Z'@U].OI\N/]/?.FU8FLE[1@K6!TR*] M J[4 Y3699NM\,TO!C9A>1360Q-%## @YR9<%QU]T8VD-VP&=5^>#(8VVNM MB1U$/X"I< M"$TV,,3G VD";W" #++@H&5F&V+/- LFG<%'IL4=Q@'BW.BC\1' MX,*+R6+58.A]6.*Z"'9+R8!%)S6KK2R$+A!2#(K9,SR./B9 M08T=%=#0V%@9U7AO9OCQ_#G^]FW<+<$\=@FCX8K5L/$VZP1/?#CSZB M'X 7? \,ISD/MRO4LGY"4%\NS5-.7?WXAL:W/0\NY3:K.#D55*_H#642Y;&% M^2(R]UV;L36"=CX5DE#95YMYM=<$P,$PIX=+W$^?>%Z/?V*BV45PE6KZB@P ME93R!0S[%Y159#Y)9B'ES*Q5W&;?NJU3)V '$29]TR1;MKTB!F#+17|*)'VY MZ'7UHR197\Q#,(.#L$D4%DTF:[OU_G&8[3YWT?E6XASGZNO=Z3Q]#@M\-Y\D M/&_+1]]> (ZY[6%IB)F?K!=GM:,G*.SBI?O>19U)C8@F,=*]N:!ZA4!QRCMX*-MP$ $YY]B!CV-Z3OLAOL"S_[Z>OL"S6>CO\)2M.3_$H!UZ4 MM0SH "UDU!%*YP"DA=%&+(.C]? 3NH!:2FM@H8X-+FAE*K2T?B3QB?CY; M+!=DV+&DDHL>\D+YZV33KNC>T"<&4@E T1>SCG\BF3S M?#8E6STM_VNR_+S.F'WY9SH^S9/IIY1=1_^O.^21]HHIEVH[-$?G- G<6HC,9 M)#..+#+TQK5VH[. ^8#H-+22!FB1_QLNSWS,[4 6WO&K;8UR;^",5S6LEU= M&V4E%2SF(%]73?P X %Q87O\;NR8WZQ<^,*E]24/[J+U]<4/UT/]?QO.?_Y7 M\JH- ^^E\3G3^)2PFBQW*G(>$LV-Y]&B2.E1670'IO!O^C8#>?@=$Q_#;,#K_ M =]W_H=8$)/G8&LIOTK@\-D4@LC8?3\K _7;I5WO.MU1S_>8&3.]VL.# %XX3R@%PI4(ADM=3L!>ZT]"4SA[9YIIYR[8>WK>GA/?-G$ MVD9Z&Z*,]X;C] +@N@BH \2A*I7OAK>GZO#6JMU$G<9ZV1.%:D!:U#*M*Y+= M) <<@9C2U&9'*2O@HFX\TWQMU[JKX/@#F]%"2(Q97.S%YQ>=#$ODQA,,:5& MHGVX7J46"#JB8K)6O#=O3ML!UQYJ-ELKM -A=M+&$(W@OK\T%W_\^P3G])#/ MW] I4RN/5>Z.#5%((A,*.!E6,@(C:@_/<5I]>QM+ZFK$;LB<[J+'VANA%>=-[MR(1M%&H'LWCYIO,NVU51=8YU\&T%,EV3F7 .O37E5EK9>\TL(MR0E34E%%-&\ MG]N=;:>?#H- ;?:0T)*56&3^+E03X.EDL."ZM"&&N=8(ZO;M5I&\VLCA;0|&44/-=) M3[HU%Z5;X#PV@FRCA6&ZM=(IFH3CU]/%Y;D,KX$N=[>;[_';:9)7+LU>1%*$H6.<6L5*/[M_+'"*0;(82HC9B- !Z=SO\IMf=#O6PB=I'!0,0)/K4^7;AWJ&G\\S*QM! M<63HG 2?M $E,OFZDD1D'0K'(F.)M4X-V8QF?$-M?'U]>#:*B{6]WJHWR2TC_ MP'P-6N8UX2U%0*D05" (_Q$4=@3GAH_414VR]6=T"YQ'3IY62AFC*C//EI$SH MX^KZ7^"7V6*RO.CMR8G!+M=TS)J8R6IO:A'!>:=%\B+RTKP!V8XCY@_K90T M@!OY^X>_S;[B?+HZU3\A+1X7+S NK_&<" <'(699@LN2@%(%UD1PB*!QV4A@A M0^LQ@5VQ/6)F#:*^AF!GJL'+Z0E3VI%VO.P^/SRGZ>3K^&X"F#=V1=H7X*I MD90ZJXX9 61,>OH7QT0^MN>]6]N<.QIT"'G27/X#%,T\G\Y_S,:T-]Y(7!D\M.1G> WD:O/8CS1 C_2DCNE16,K.!O+F=U!H#9;*;)!4RVSGYAB8[QX!+D$EW. MT9!KT;K:X/# {=T8D0.34NB*@!Q.4Z$HB%FK<$E&6VR MG@71NN7"004F]!>81DH9(!!YYI9<>"FU _3QK#HES^)BU2/BR!.N>?8&4ITK MHB0Z",@5^.Q*0B$S5ZTS;^\$M#,Z9"F&4(![M]>E\M>0OL%]"I9 1@9(ST]V'(A1<LJ_X7FUBJBOK/._XW%^-9NO^Q9= MN7>Y";(OQ2>,9,.70O\2*$>W)9$PKX)1&4W25SST#1<=VSW_H1!D+!4,D'ZY M42!^6A8=79VL8DHUUP-97I+^%*P4N>0DLVGM.V\$\U"(TE;J P2=+YENMZZ= MW#C-$2'7NSF5.=,+A0O01%B&(7@I6OO8W9]9O-W -T-V!;X4N_&VG2/1$'G M*OUL,'GA+-V7V?K~78D4#DN22K-MS!]_N]5F4W4-P+#,I7*4D7ON@@.T=75PBAU#(DBH8+W18-.OC"=,U/ZJ;.A MWK@!7%_#/GH_E+Z&U86^4NA#+E(1.=-))*(#$=WEZ+0'SZQ..60K<^N-X#]* M^\V\WU8L-ZJ+&#L^Q'1;^%D/0>R"ZZ! MG=:>WA_(%C?/M0F_^2P?]TWSKX]:<#I9#,_;:.IR>^P4A(DP\'*3C?.Z2@&< ME RR3]5$9"JAN,O*W,+9XIN ;90V&T_BK4TRJ\^HO41/!#)#D\2.NU^03S7&Q&AR_F@>:WY&I M3S\(G_HY2*LP@3!LWH!Z#5$GQT(C<8EPW4.P_HQMZ%[XE9S'8ZP2YU+\$AF M]9DJ!HR+A7P!D2';5$#K2'LVM[7Q[\";U#F4)Q[MH!WAP]\?/L_FRX\X/[F4 MX$+']$5"0[F4T/!JBLY-/TA/MX>Q(X!(&FTBC"_B%]QGQZC&_+LZ_TD!K7 M>36,? PC5H%]GG7SG.OEXT:6<=I>_%OLAM\_M!NH#$Z)>-I-(.IW*FAL#*C:O>4(6C)@@G0J67LC:WX=E"TJV#\G&8EH' M(PQ/^>KHZ!]J6*Y^_&/EP>ZR;EW@=-6:N+'"/"G2JZ.3LUC!0!$9PZS<:*Z) .J.:'L3T_'0^KQ.615XSG6_&)P,. @#-E"JEX *,_' MQ.0T.)MK.!1BC6J=.-03XGXR!1HI^&J1W(#:& <0XN5K)>2&%(KEV7$E0TI(4 M.-8\%Y?)&)YL+(HOD.9[4/>1AH+=U"U'T_!\?]W^6RQ.#(A,)N"A^:MHK72 MT1=E]B!EMDID8Y^1_35^Z0GC*;NU"C9J=EOYM5;JLY3FIYA? 3Q.M\F683S$? MU>*G1&8NH4B>3%^:0+M-@%Q4HDV-S-_039\W?/C#4.6N4AMB(M5U=ATA;3*R M3MA+>44LF<&EXB!GE5%9[FW1K6]HKL.X]RIO)>*- MO^@R0W/+EWC?Q;)^CR; ME9O^5N/DAMU #)*TEND")Z)..'B'5*HM2]%IA02;'2!LBN=1Z3.7!M)38L M4[&QINEU^^A1$'CF('7D'DM"G6WK8_/^)3? TTGC'Y(8^DC_TJ^(N:WE*,MA MP'8$&?+.>!OM'CIC69TG6*(&MPHL*<8@JCH,*4D.Y@=63.MF(8?/U"V3&PZ& MJ'V4.D0CXEND)+,M+;@#:U^)/UWW:F?= M1U$##W%W<,D%2"J\"9J1((V\CRLP@>%Y@O,4"S*G1&L*/=@AG[OPIY&*!MB" M;I.?Z,(54K@,R7@:*B.'R$@ J"H'2/H?X/T?7R00SYWH4\K)0T06;UU?F3. M,2EC()$/#0JC 8_;@2U6)_1UW#M+?4A]=(_&/Z4M(^1F7IT2N3UE22A79-XM%>FCD-9>MH\N'-Z/LZZ-5(_@.<<<+L-,^N _6GZ M7F,..)V^MX4"#VWZ7LQ%8R@;@%2+2UNQN=[K25*T GD@[.6,M:9SD>'OEVF+ZW M+^[U'T=O(8!),B#RQ'&]T8U6C1%ZK41Q.5MR12Z)M\\#"09GVX^FUARG?1RFC MYM!>))CDB%XH;LA%K8F9JJ:LRPA(6*6AIF8F\_)NA/5H6=+]G((W5@G([#F MBJ%Y,B.^_P^]9K/%VE0\,)7HQ,.N3A,7 NKL%5]RV-RVCC,T ?[8Z#> .H>8(KGE(M[05]\7 MD;1DTE@%(4=ZL6I)>,SUNH[!%DLLJCF,? D6P)\XN,,ZKVU#,P1H:AD=X7 ML,9&.C-CADB,.7"-/U1HFT^+>#@RYY&YEE+%36,HW;(+I&Y+ Y[U]IT M)ZVG 2@U^>=!*&B>O,%/T/L?9I&VN^\7!\"7FIQ40\HH- 8A>P,2%Z!2V2"":,A M\UA*(61)1EB_/1-N>?)\55OT4EG/^9+;RWL?Y.AHP!5=F!9DMB57K[HH]Y[57 MI(=F&)<,C0ZVIX>')I(>#Z$&T- $>1M!VM>NRU@;9(XLO,R,AABRIC?*&ZBR@Q1J7%;4PEDS M*HUN!. ^9*MO(>*/1NY=^P|,#!9L|>\2RPM&'$?:SV(UQ@4E;DS-3C64]!YYD M7D>5\"0Q1MG\^O3@J@FYB+;4. (7QI6KO)Z%0?8@_6&6X]>LUMZQR8>UM-V(?;9]-/W_F*_?/O^YYJCMKJ`JYXI M*6?@ Q7BLS0@+!!9HB^=2!A^8U=B\V \Y1:L7=ZY&HL;2X2#Y,Y<1G:/&&+'(33RG!F60ZF MD[MWQX/VD?.TJRIN[!+40(X#I*7 ?^LT"^?'1_/_]#WH?[.\SF22U/#M%:LI4=6"NI1L_Z(F:)&J7E9O9E%'WKV9+):T8JG$JDTR:U!#Z4"B%$:!%:IV M6'4RF3RJC3W$*@_]>F8XXWWOG#G@M^2(=>^X*03<)=I&> @0L&J!5$$;_%=H MAQA2U@+!$Z,.ZW?OUY,Q!!5=+:.F4OK8LY@Y<#6#J8$!*W@LO=VC2>1#*7D^-1 M;7@5!.$:.1UW#MI+RTK-LXZ9;"T3>%_OO8(K*F?G66"MF+*W!)?#X<@V8M_# MS<!OIU6@:\N/%U?? ^'KLWQOE%)O&GRC(RD;,'V2&999J.Y6+8WVVDZ MHIWK,#!M&=:/D6=V\D)N@>YE3G=\ 7(8"RL=0TT$BN&!8UD$(;L-1]@-QO// M=E?/=6;I86WZ]Y>R/E:6750RAJ0]E,(,*.4E^!H 8%QDZ9VT18\[1/;]PH=(MLQ%T=9U9YA"&#=^0$8*K6.1ZHO+HDX>[(]K'&.(MY;67B_9@"\]6%HA6D3&`-MEH-+V8+.&JU.06?>.@AP M7K3WX,>VO7TD?^A-4+NLY:EM[P8"-B'(D-U0M]'NH3- 62'!Q%:VIA#JG,B8"-MD,,,6F"T*=77O76U^.$S=/HL9MV^L*9K(!,@27<_73 SA5$]N=$LPR\N!C MZYC*@VW:NPM,&JEHY+-]C'1D@A> 1=1>0$*3$9LI9)T+RFBD3:W9\W#;]NY' MGU9*&J 90-4.G>N6G#==NDM$%--9:H*765OU*@]/&@^-1">FX-K)U4E)7;(^8 M68.H,]3^$LIGT>5D>CHIO1*<7%^#*7"]H"K-^^J',S5@=)8%0-3$@6TD!L%0 M,*$MK$%XA;UV(TGP1AWXCL4M<;,\;'SW%[.Y%O<"%XN/G,.7B5_K-SXLC9.G1 M.Z.BM,PET=H[:+N"0VJP.@JE>@6.!^7# '9DV]5-O5 M7'UUN;$=#C-D"X&><3<0? 6[>@)EYUD=^24SLB0 M@:CY?(K9!,YI!\$';,31,LK6C3D:P'YBZ[B:WYC3.4B_3T;,.<\F@[7DU2HC MZ;6JX^D_(1R+68G"UR9E!-7.0W+JZ1{(8-4:R,+.3IB;SN=48.TCD M?$5- WXQ9CD>UO1V"|\^]7?0V2A5H,Z_?2)^5EK4?AJQ<W&N"H)B*8HIEP<7H>1B,>2!+Z1P%!! MVN2&T-LHA:0;O&3/ZLA7QJJ77+LX"?IV4U&99J.Y9DDU Yj;/<=SAB=-@VD MW#6T1?G51)CD8@Q)BC)\U"B)L85U$##N;Q)1&W}=BAD/[!@PH%P91<=#%_=M^2S|\W0RK_.1Y_E[,=:S0%6OV-)YGG3M1L?M^S:P6T*RCH/7CHZC"(91)'(*

X+G:A99FTLWI_RN)^W8@^_&#S^KX2H\!13*M0@CUU=.FML3" #784G343,=NW0UN>\K0!9'MM76E^5XC 1Y8V>/E5I2+=SB? MS/*[L%B^.#UK1!F=\!@$A^15
>5B!N^"H!/6)N:E4305DMK4RLH&Q==-@#WN.A4@O]M+Y*>^8)%'C$J0U0A:.J&2WB]F-CWA8FF\HSM9W6F^_XIP++=AV4-UGSA!QT M+G6=K(8E?
00IF=8R1L54MWC.IB<\0!4W$6;KRZ(~ 8-5A[FCR+Q76B-X.K! M9<'_E>+ ,).I)D>?NR5[W?:4D4/AH\??^HMRHP'9+([_;C[(@O/EMS#-+PGT MEQJM6V?
SOGO3L.T<23CT1BO46);!" M&[RDS1VBC 6.XMYHY5-JWB+D;E0!;2\;/_[%9%%#R:?$\R9M2ABOO*.]%(4@ M.X;36U>D!0R"MC@CI3*VTU;3]8EC=3!LK/8?=IQ!I'LHT?^-
B_OEV\40*E)} M,DD+DE=AH#3MVB%FA(R&T?$LHTJM&R!V@+67RA\P7)@-JY,!_-N-$"_/M^H M<:#X?P=X^XG]-U=M5^KL})-]49D(698Z/&%,#DGN MCOO$]"5+0C<):
!0MNZOGRQP)P$2!ZC")D5'TQ0IX7R5^9VJW"IS_E>8XGUH-M-[Y[44K6'=9@]=V5X^ L.7I<$LNT4HS@X*8" (4$E^ON&;E(TY,PVU$ MV2,R?CDEP5XNN/=V\?`2]
[J.C5D:OBXRQMI&LC:.C{\<0H5CKWU\) MYG3XT%CR'?J'_(IAAI\GY_F7BR_3R=>%AW,#+:.E@:,V9L,0:MDM$U\]P=EIFB=FMME"QZ6Y> OXZ^XA- =T2,+'E6 M;U(SEFSEBZY=*&A?
R2(ER[6S'EM)6O@VG:#NO%)1I.5P7 M1?6lLEP%10[H(^BQD]>\VZ_&RE#H.[M9DH?U:J/L69Z.P"Z<)9^A)s$ZSZV!T&SE^^M"3+AJBKQVBLZROK[_%\X=K./H^"W(L
M,=PESBU!(UFH$D6-V4N0,GJ>BS4% M2*=-E9;ZZ#-,_F-=ZNWD)&ME9"R P,Q 884B;*VQ-D63E8C1MBZG>(SAM FQ-ME<0I)-,>6?M5"'\=XZ$('%;6&RT\1(@A9#"PG10#&GCVC=5
M0Y^+CZOPW8O'WX^[GQEI.2_10-25V)D5H-?# M$\JR0Q)=-ZV/IPE-\7E5JH M:K=>4PW'9T*6=8P0=.(578 8/0-M+&9CLV9\AT[27K(A^R3-4!5T.*1N;O0\ M@_)?6,TJXO57G(9/^.
<,R^7YKZ."9T3M6+)*AS,M?2OU'I'!VC(Z6.&84_QQ MRZ(&N=O-\9X@N7:FOI45)KM-QMW76R?/&96}?D~ JE%^FX[Z>PRKX=>~?"E"0 M0PtUQO"E2WR>D,4'"GQ# &+)[$Q
M,C&RX.0,<\<8;?":M>ZV\PR<(\C;#2+ I(\B.K@ *Z#=?/5? URGK-RSP/;3 M@VNFQO7HL84.=DX4P5!K6PB5K\F@PC5X5B)HQI!IZU.U'(Z>("!DS_;#CR&B
M[Y$;F\SF[TJ=$W036/48!.9,'@O&4,L<.+D04@#R6%ML:L..7PMX F+WSEQ# M)3W.>FTEX0XQR0]X3K_Z]&JS&+ M^JLM@C5K?O*6T9=-\#<*T!}3/_V4\
(V_R88^D5&8R(87ZJ86"Q F83@,2FF ME.VH7:.-W; 64%-G9-$[5[VNH92Y2*'#B!X[>_=@@97.-7]+6.P3LKF&.XE.'85 M\!FFAXV4S.K/.3*3+AJBKQVBLZROK[_%\X=K./H^"W(L
M,=PESBU!(UFH$D6-V4N0,GJ>BS4% M2*=-E9;ZZ#-,_F-=ZNWD)&ME9"R P,Q 884B;*VQ-D63E8C1MBZG>(SAM FQ-ME<0I)-,>6?M5"'\=XZ$('%;6&RT\1(@A9#"PG10#&GCVC=5
M0Y^+CZOPW8O'WX^[GQEI.2_10-25V)D5H-?# M$\JR0Q)=-ZV/IPE-\7E5JH M:K=>4PW'9T*6=8P0=.(578 8/0-M+&9CLV9\AT[27K(A^R3-4!5T.*1N;O0\ M@_)?6,TJXO57G(9/^.
<,R^7YKZ."9T3M6+)*AS,M?2OU'I'!VC(Z6.&84_QQ MRZ(&N=O-\9X@N7:FOI45)KM-QMW76R?/&96}?D~ JE%^FX[Z>PRKX=>~?"E"0 M0PtUQO"E2WR>D,4'"GQ# &+)[$Q
M,C&RX.0,<\<8;?":M>ZV\PR<(\C;#2+ I(\B.K@ *Z#=?/5? URGK-RSP/;3 M@VNFQO7HL84.=DX4P5!K6PB5K\F@PC5X5B)HQI!IZU.U'(Z>("!DS_;#CR&B
MfY

*E;R+EV]Q T14*S#%LU'E"/W#(^LG[9UL;&HO,$[0>F XYW4$* MG;T7HU?X0^A4(S%4*@&RFF%=T=31=N'T$#$4UE2LA.^D,G?;?_(KY90*#3^2 M7E E:=,*I[=5=;H8>D1|(X8NUR(L@&8OML\10[^*O$#*Q0*LR&(9*2&I"P,O MC,O\>SKVYDX5F'*M&;K!6N=5UM(.![/IMI&#CV\Z2%FDE\]3K/'!OVU@MF>0 MA'<&E-%7-F*H-RKMH[R"0_J"9(NG#?$K8AZV=)X4SKGU):-_]ZJ[Q$U+5^4- M)FTFY3G'!HOVH>"M]"** XY*H5K!P,WC;OX%%JDX[U3Y2TO?U55MU%M@\89D MNYSL_S7K,3P2 #DO@KMHIAB:.[Y\0%LX&Y4;HPHW!UZA[+3 .1M(@@]2=S3 M'E.1&M@60*1M:*R .QT#@-2E/.$ZK&EFA!&B MB*N_DMFOTI+FUA9H5+F0+0%+#*AQ\C*8<*+1L!B2 M_TK*<+W*18/7=8LA]#5(B;CY;UJ_Y&]!RK=2Q5!..-);3&G.E!_?2Z4CX4+* M,3%45A#(C>,1-^ 3 4C7>M#;M7&-]TT_Z?J;O"Z'Q%!+5%OB0)^=K1$1'U!\ MN #7>L@3(2<)TC9*&V)-:HMV,UEVS@)#7+U6ENF6M%OUTY'+NSLC-OYN9$FY ME2O/FFT^K$,_=&0D=4FWMZYER7#RZ;A[W9ST9U/L2]M ^N?GR+6V4?B^ M|ZZ*CFM5]B%/GZ5H4EE:*.?#:Y?/3;_1OA(%PW%2PlM00!-AT(G5IYV_WG-MVC'4SBAN(?]VBK1A20C8143C9[5]E"H.,@:M]JZC/>'P?8 MZPY(FS0\S%_)+'-MHCIB>5]MV[%SB\"HVG8Q>%1D*#03UHV\!$\W#O&]+6%+1'1 M"-HSYO2B&R=IHX7JD!P:S^#YU MT!.ZAO}>40R%=RL+C8O/FQD1%R#'_AK^3@(Y$)NZQ6)HM+5-#.Y(R-]'>08& M;.=-YU+1-]9([P9\W7"/,+1/*(8X=WSE0>;6PP3THQBJ8TRDY(.^S+(&4C2 M%2AGQB*T&70^&RW;LT.31[J Y?'S'(27=0=P12' 2V2@BXD[AO-(/$6VE-+ MY46KL0]OFQDA,+F5_BVQ)V4@0;^IEI"N*R2U#HFNP6/)^%= /)>5D"BI-!)#M#/$4CE,+^7'!]WI,O[2Q'.TP+/N &P"9)P3^>M>Q-86B.@]7T(EH=L'L=4 4 MHTY5X-7$G<@.?]O:T91/4P\&C^-R+KG>Y>MA:|(ZFALT5I<*U4QTB1)0^ZOWJ>#JUS3&E0\K>/VH(=:!7&8AL4VQ3\;QBRPT1"Y9 MTP. LSB&5O{!=]? &MASVTBEVB/$;*BI26=\ZQGO^%.6V4[*]A[4]8M'D]7S M*CJ&:0(;.{KGUCQNL;%*>RKTIV%\RVCS^!WSGH^.LTB,],)!VB6GJ]+QUC V6'-D9.SYVL9R@?Y M@/]?L-#!4UKSXVX',E8/[XN"0Q")B2HRGRP-AZVNW*LP[6U;YQX'4=S$85# MJ=FR W8]RLD0X8J$:!SY^1A]7CQ/$PWXI&1&>$]FO;/)+G;CK437B:'G.CUH MD,]7U\GI9,,E?\'5HL:>4T6#) "8<2-'@M4I/7$"WV]*5'-RJAC;Y0G4092=MJ468D33TA@^3'1W_BF60NDDO#&V>(H@1VD=)\/HQ0;@.&,/N3H3]96(KF,V7-M0Q7(@N"/5,.@%$B4!?=&]B%C"P'0[\+9K;T_.K_%$B4!^@&LV0A:1V58;)?#1< M*)CV?2I,N-D+W9&O#6*NL9TO&\EV_!L)%14(=SKA>L30D\POWD.H"5\,C?6@-M48I?01)3G>';WU!MRH^%D]V5'P@N;8V7(04P7.EV2KV-E%7.0;<@?7N$_6!&M/"";]+TTXVN.K0+)+@"I_=P);=C+:\P/%MV@=<A*;D/Z%8BCK4%X5"=V]R0_9 M[8lL]H@XF&8%!L_9$DS2K$#6I%D.B\\#YW5I>6>]\SX),]D#$D.TRX.800OD) M[& D4@#(D$=8#5IA+\U+R'C$X 2; 5N3+'ZQ/@_%6;%;O*[_N>O>(Z*H6] MK[*ED(?"G^.:*_U:C&RO1O)NGO(,T;C_| &.+{%/L-?1T.BI7 M*)9N6?X@-8>>;,B>,TT^4B>_@Z"/-HJAMF9TL?"""===>"U*U#=7&:'HO66EG_%H%KD,/5/]C+Q]U8MZ&8KO\$TS6':(O0 M.HF1;R\6;:BB-3=Z^CM6]FEG\BGW6 !Q"21LO?T?<]=IV.I=K8-Z0V]^A**O M_,F.C^YO_0V\:/53#)[@^Z1]QP4K?-5N%>1C'Q3K14_7-5T=1[>FYLL_OXEQT7'"$*-P(CUP9?3':<&.5Z*:RMYE-?H8 QR;\ M I:(*5^|\Y5;<#O,5 BTY3%7FFCN:'V3%LL:-4%"X?XY%T$*J+YBP6_)<<*P M?AG!)RQ87:/N5#!KFO$8]SN>4X@5,-OZ!8'?Y0%ZV:4&Y%T:,P-Q\@DHTB9-`ML!FC>:%\7.E0/%V.KL?I%!+8:RL;FD*9]:2:((\_DSK630#+Y\030W92@E-(`MN6:=&.K?J(P&Q>3:,%&CACSY9W28IVJ/%/GB0?+2 \=F?)]+(_)\2'C-EP B M-)7*6;C96?&3L/33ED(*W1-I8LC$Z2VK77AK5 P-T$1KU>1!)!!K$/7O<0 < M4-K.6TY<(X8HJ#C>9.2T<9R:-R*2H_I!%D#J F_LU@(LJ.NG-<")C7"$Z6! MX2!)PW#P_?M!BHP!V7Z,)DJ.'$F=K# OW<,*0YWY,"@7!;@1/E!3""<;E*?- M[@@4WGH@AOA]RFBHU=!^I\)DZO K^]"&&_%%C=KXY>,4L"<+YEH,)=*IQ%GSS MBP1OG2(;3]Q9N&CUP4\3L/5H]/P.4)=[>HF"/&&J63TN:AG5%4JO'1^' MD;LV>,A=1\]QJ)ID)/RV4G2F+7_/?.Q"8Q[VL,C3H.F(W:/.8V!M_<60\LGAS.*GIZI&>CL'CFYU>CFNFO)5+^QS8&_(I2"*5D?,S'G.)P[VK?AM MX5'<+X &11NGDN+/#$JKG+/KD"6,J-R3S;.WVWB_NY\-<_=J52F9VX1W?%V"Y M^@6-MQO"K\H.FAI!ODZ"7<3]<57,ZU9?B?:W1*TMA6"LHB MD9XOBY!\@4Y6 F0@QVUUN3!'H33P KYRW0U=Z[VET1G(S'$;>0?"P^Z/FWK4M'"%,:O"7TBA1B7PW3L"616^@:/3FU.$0XTVT$/V*+"^REX%A,_6T=(-?W'"%Z8 MZ%@[!KG'D_6MVYUYI0S8W$'!'FI=Y^J+CNl.'?HV6UQ|//98=!F\E>G:?QX;-SL*KKT6%3M?<]VI+PZTX)0%VIO#N5>< MN'[(H/O1_.EK6U&,>L;SIBUE$:T5CH5VJH^>=#V!1?PZ3'(&,.:O/V3?25)4

K\l7(N<>PI$;G28$JA/3UM|]TOCZZL5[9), ^+Z] MKL9PX13E#]WT7^R49.O17N2FU*]Y> ^%Q.;$##L)4!YCWQ4RZ'^$LBJA"[E70+= M6O]]_%?COQK_U?A_N%%G1-*
)LD=)R.X]Y8@2G^)_ Q?Y/I7]0.,&4@_<4T>Q M.I[*DZ)>P.O6.XCR"DOFYE7K [5F>K[=5L,Y'U$W&@_@>K9](9#R8!PC@^!. MH._C6YLD[Q)+Z*.]7<7EB*\D[441/';V%/W5T8G?*
\=;CD:../?&N0KXH<7W;\ M>O38<$NX3*4=Y6N^_2NR^$=&%MO/G"L^^^LS3Z6NJ5T"(.$+M0L*+'Y*ZD1. M#&;@AR!.ZU_5_PW5YI"4'C]ST+PW9XKYWM9]*N9/#&)-58 LE$BH!1[M5(<(ZY@W=M8-S)[4/E_DM<<#W.M2N-_.,3:Q'AOWNA+4UXR:U29W'WL+)'KLK+[3AXl9ZG$.M>?D>2O{<(.T)5X$6&-2.%?$I= =8J4XQ(@7)'@R,WIBW795-#&NED?M"/P
*M7_7_D^I]N)IVRD@=0X0^ CS^\K+"WY,@H$X8NEQ>QEZ> [HH|&P?8@0S6U"^ M!&*PH83'S!&S2QBV)5/(WV\.GWf@TVCZ[Q]@RZ<.KQC#YOAOG&5C=E;M/.1S:._3*/Y-:E D%+;*
{O,21T2@4+:,(@L M#T?0<4;OG&XE>NO;B8AE=%V_-0_U]N]=C4F:T(^&C" .#DZ>SYY9(UNWIOV]^ MXQL]P2Q6UB&S3S29-=Y> MK"7&M3&4W14B:,+)1YI8S=-!N.2-*
*^P?;E7RI:1,6KD$R+8N[GR4,+2L))RSBE'L MS#EEGG QK%E[)/SF6\+$MKJ8.X66HDK'/_@RP=^+2*G/<\2>L=>.^DF!4]*V M+65RCR5_W S@2#^*
&0R(%A)DGP%.Z\Z9#8JQ>.,$M]*9V3WP(VAW4YGCQ.O M/HTK.U7@.J[)77]3L4^ZL7@>NX7EA!^L!,$Q\G\+2!^ELP?JKD H5\Q%S0FC0Y8? M]ESKKCP5T2_\TVR"Z
M'XY^BI@>]],L4+N1>7 !X;D798_S0+ "5OT:"92/V?-3<^W$RUQX9:8__H3 MU "]M0'3\I1M))RS -VIY"!C$.IC$?ET9<5IGWL'JK (UQM_@A)L&_0SV:.9 M30EWS'AK?5:^W9?=N-
J81;IF/WWB7L5EFMWTU+%1;7SX\S<- UNP/4<_"M$9"KMQ\V2\LEB_*J%BQW7Q%=. M5>2+3&\AE@@PWKH27NOHDTJO<<58PH(.7F!D)>L*M#I0-4$+;H^JO'.UQ :
MA4"2,/7=6/H?@<))63TQ8?:O%A9T*NIU]%MAM#B9G9RTWM<&2.65W& 0 \ZZAZ<,G1)SRAEQ50A;T?L&N=N,ALB+'HWANV^(' MD=F>P*@2VW.X^SN.^N6?P.Y!B?*
*VYTFU5&ZHV1XVV)-(&L;VXGV\?.I^"! MWE6P2^H#QT 4ZOC|C1N6JU\A&C+Z1-04Q1.-8UD1Y6%$.>$>6:[C*R.P6,TL2"=[?H_ M:VR$'I5";YITKM2-[#N$(MK8;* 2@WT^CD_6HIQ5<*
*HA1_M8.!\S0@B!TLB> ME2KGIQJ#=;L^'K/2YUEY[,NH(PJL$2UU=Y)ZFXBO.TX!)H+,\0 M_25\FDD\&[L$EJ8N 3KY+]F++*1<7=>@1W&I=,QO-?;5+ &J$L3L3AOJ8G?U< M6OTE+?*
*5//34+G\|HI?)V'LZWH/O?H=& FJ+BB=7%4>OI<6M/[+_8 Q?I9XLL MDWDC<*GB%PFK#@>5- R%7.V40.H.TI^*WIC !&|&E)1>JR@3LZ/TH=%2R^=+> MH:(O"^>>*
1]3(3G'40^YO:#A9FW\9>>9$FPR)!YC5KYRMEWZMZ.A3?9ZG1B M4X<1SZ \)S[? IC0'Nf, %A<@_'. 6X5%AMIYH4-H^^MV(Y&L]!T$RNT-)M# M%
{G5[#13163(2G&S_S$&8FV,_R$X6E/N)[NNL>SCK"7>)5Q,(2J@|(+63(M] +^#-3H;Q\L$79YH>5IIWZG;!B8<&\E]R.9'BK(D]EF8FIP9E<^*QHU8_9H M9O# =/LJO*8%*
%-655==E!6(G)%UIP90T[!JQZ.FM3,I!R<+D;D0!>R1-MRC;Z!)6XTV'H\ YJ$)&?M4,)Q$@'\A*&D_VIBMPYWT\XL#UKD\L3&RV\?*
*ME^OD6.G,44KBX:%D6C+MHG1GG>627051FZFH$\6\IG6QPC<31>:TU&?W%"]ADBLJ*I=<Q-4'WOR+GOC'DEN M0!?PIR88 3K\$J LZHUFIK0_&[7Y+^C]7GC]!-T-9"THWD,*
*=EU**C/#%8D ML ;4"Z2] PYG9$XA05X#'Q&RLWTZ4"=WG[&] M\6B3-R"R7D-WK8#;Y05;W:141"N>X%OTL-FXXWN#?7Z+KT52+'RA5LQ9P_W-_M)? [Q?*
\S=$Y_9L3":N.4V[^TIF+WX[>@'E M=8&F7254 ;O>O+TH'\3KTZ30U<_",,;#N]9IO-7V/;89^QZ,"7*@1YX;G0YV\2\ M1X^_M< MR8)!<3(M+G<=[T #G!$OKHUE)E5-
AJAX]GSDHZKYIOL4/;I&7C M+8UGNBV]CWM(5+6:G"2_*X>V"&XOWD%_D]AREEY)XJ&;03Q6|=L."5I'"M^S M=CI6C,'J<8M'Z<,5D-/=:.8N5_H4W%.YK$FX;9OA$#
[P1Y/GQZ,3W\LGL?U! MS7TOF51[KA?YB:.'452Q^#?%=OPK"Z1;_DJC92];ACU$PV7'T'BH:O/7KY?!9 MS4B,PV(.#^.!!Q^JBJ**]_0O!\6B=+HEI*FGW>-EL^^A5/LJUX7X%"O-.R6%3*
M>8=L)O1XURST=0YR(ZBLNN^8-;Z,HSF'.1[$9 M^()M=>_.]FJS2[-.&O?S$ZRWIEIV+C6S!,S?&G7MACV12>BU1^BE7&-K%0X@> MCX.J!=V5I_92=+WD)'-
U/O:$"B4OQ5UO6[.E71W!W$90H&Q#JIM\N/R"H"^K M:.H<#[&IKHM$;#)^N-Y?SOM@)%M>J;QMV!/" WO$O&3':D53I(KQAB\VQ=F
*M>;Q2MQ.H*D4J'4$N@;QEN5DR:\'9_VE9UI?+TCG'KVH MC@E.!\0C.'$+9XJL]IVI%%&G]MBB3H_&Z_W)1I^&3@3I[S TJ+AAC06_=+P*I9I^XOQ#@Z!!>]=E^M)H_\ 6V7*
*M0E:^R!99V/X/HL:US(?_6"3P.6/=AW=CPW\NQ)D.P.&&[. MGL40N%GT"EI"VD@?.M,$-)6.#Y:JS!>*'[YI/ZGAW+XSX ,+R.4==$JG=E5N M]!G@<*D&3/RL-_,0V715ZOH==*
*(_BM.F7M$L')*&HR)=]W]^W>0Q&FIHSP2_O\G M-/^3V&=D%#E+D%V,W)L8DW\]1]_1V(s$Q^6.6C5CHDW9"D_>*CHXT"0M8PP>3L5;EV >3HCQZSP<*
*MMSI(0\U\2>"ZWOP&*T%)A='E7-&7UD3^&?QO;.AIBF2E]U_+D$S5/(;.UKX(:MS:92\S'>.ICW(;.B9B^S$,9(K.&9/-5H>N<%;=6X=9P:.X_7IZ/Y+P:KC\A*@Z-*
V],^UQ>GOBBRUC;%J8X#FQ M3?,L7.$DI"9AX ERK]6A*Z[HH=`(!Y+L,S%?6AGM+FE!<'9]06%KFEN 5\K{]N3-VT8&YNY8,E/(0'=R M"X#L.P3>$=6.1K-
LX%X"OBJ$,U*|FG;4!%,AO%?%%L0MSL"]KSS\OI$N= MPN:M7+?)fZ/P N%]<-V4OS'WSA?2(&S9YF!0)0?JSI^(]#]#Y,/?*&$ M1X^^H 12SZM63'34>]0G\^.%$[I5"*
Z[W5=XSA@>\GC:#95Y+R.>^]V9!-4$ M4&^.40VTD]6:,WVKU+H$8H).DB#[.]__&AAF*RN XF5CWW!\VF$WADH.;YAV M&ZWK-L<(Y\M> G(GO-I;Z_B?
^O"B&PT5R="SI._36VQHC% MCH4CKNC.1=[*LD[C'/H88VOPV)CZ-@3/Z1I4^G<-M4)U#@)%CV51%/ -(J2I&-J;TJ'HBHHF1M\/^QODG8$>W/B'OVD*
MVC(CN.&O^_@0ATI0^\T;EO?...>.:/T:/|[-O8H2F M:FK&8.I86_]8"(<=]G&8V,/Q/'-OG(PXB_7W#[S0#:V 2EO6=]54KJY3?$ MZDD'#,A+(FS)N+F!REXR/@D#XWYZ6.6[-8'Q-*
1OC,.)$+1^^LN,],8-T6Q9 M)Y-6J9:X7 '1@3[$(4'#$]/<97[_.);YG]DE5U6SIHF'CMP5$27&-._L5DK MQ=:_T:0^+Q2L .PR#H>[RY@1HYTF1]T/UF<[<(%XfZ]X^I9W?/)\!G!3Z*8*
M5HSW_)P3GD-;Z)^P=_%1O@3\"|-J],O@<,.T-FRUHD:],<"\SF2ZY=<_Y/1 M)3!\[1+8#U>X,\$-EY!3]M^/4OH<[H$9-DN@18\9]NZ2R"+[,K50/JZG,#1 MBD'&7]*
I_]_GCY46>Z;4F1L9M;_<94D4$;TC*KP'@*5#.<]*Y&U- M+P'/9LN.Q5OC<-Z5 9.I8Q0NA.NJS_"WC_,703H_B$DF!\;OUBY&L/H22$FB-MRM+:,W_[dU!U^KF%6Q8B9:93C7@-PSS?*
*L/C">[?B__*THU61#KZ&'&#&%-[_*.#X^?=>\"J MPWZAM!WC31% =YXC*]>K5.H$>2[,X-)WM_5")@0]W7#^VP@G;F;^8S#.]\G/ M.,8!DZ\TQM0_EEC_WT+-?R+-_V?*
S]V'M:,)\DC=" .3O=!.OH?4FYCZR-_14 MH+ST017,"!:*N O7]&"<3'4*9#^]*TP/>\AOU8D/#.FH1[V6EXVO(.)KD%<-MFWVV*E: 1G=/B%S^C*2-0'O;F3=THD5FVZ=*
*[M!+)&5Z0I;=BE4DVO M"GKT;9_/0WDRC>C,*OW>C8_181?C^2PQ@^8/6G2T-M5<RK&+0;'-OG(PXB\

M;_;PI(8|DRNY6/.GWG? DLB(JX>]WM/I NR\4&OX2["6'?8YS>?#OQM/UP9!I%__?1\ZNP|[5M53M$?FE:7DVU(%92^ MTRU +T8WY G.D;_+I<+W>|2BL3^2N? DD6$P,OCX]=6O+&Y:]EO>4NP5\[Y! MORGVP5N@KI5QX18H&O>,O 7&FRK0P=;7%)US;6?U8A+BIV-D=YX6%'@M)1[\ M=:EW^%I+/"!RZ:;)K1K49-'2$R>Z[f 4>6D?NQ17|O4>^3W;IE^[+U4U];KR M<^!NSY4E)/"X_Y)/E\-N-;'BX1?N6-WTL+TCB-'93BL=_$U<[MP|WBD%#H3$ MF$B;W?/4QG)0.1TT3?3DO%(L0[^\H/34SSM;4WZ6@IE2@SU[%9XX'Y7N12Z!MZF@EH:XI-T.6)WL+>-UA;_6UM@'PY2R'H(-5 J5TKX>IS,,;R1 6,'>XTIZ&F:'W_T=%&AN]|5\WB6D22'\-8?N-&?'9PMJ=4GHFN9<^&@N#6/<0-Z@2 T5M^91#I/W0+^1[> E78!O.-N??\B1X-+A.8) MK=[,^G7\4J^Z3UNGCOANF??HW>Z+@+>U(.=H$N-V=0CPRV@3W%&7;)6=68) MA4T&05L-QK_Z[H5BFXS&N#]*F.G|!R_+|PJE!8 ML96>%$[YR^:!0!<&T]=B'VF/XV5W88?/#>]_X12%M?T]HNP-MJ=QR&>G=)X7LZ"JL1)0$$_CX-%Q;W-(;.D_AK1!ZD6%N,_2XB6_BY%GI5#V\M\(5'OPZ*/-]WF(.HW/:*X1U5XQ5@WZ0|6C1!S$9]$0Y*2^+5CIN^+K[&$6 MPU\B/QA&'+L!{-I3O0OWRZ84?6.KX2LJ$8<5+IRZ>^O:R|TKE7A5HM M9Y7/\Y*&'=>5;3=?IK(A9<==K3-TV33P\SI:N+O. ^>)SK@D^)56(ZXJKMFION M5+P.&VVNHR'E2=SI.6JQ.L'F9HHPD9HS*K[|!**;=W+|O?RCODD4|!**%2EBF.GK&EB!>_.M/!?ON$/0AG"(3K7X&^!.91IEB/7]:],C-XC|8RVK^B=;MFO)%D8!NB8TV7937;)|Z0X_M<\V,|4TR%.L8%Q M_A'1BH&=_U\GLC@7X1+7*Q'],UB$7[+2UBKL9%,.BMK*GGG.O.&FO)*,H$ M\R_JKYN)+(?IPW_9@(H,8:/!VH(LVGF7O4LXX#]>0SKF)$;&:(.)#8N-YO5S M'_Z]) &808QN8I P)Y@U;L;W^?O/U37IL=)<(O8*4#4,3 S>)+O2_,5"+,4M]'K4\K"1IFZUV599!F8*+2[!RY3'6Q54&'9 \M\'90RP>ZK6,Z2-% M>]AH0=.N487/L#+\AN];793\H=:ZE'H:(:K_?OJT|?>2&5QOOL"L;]fZU^ MF"JW@%'>.!^(SK+7<,>-U0%/8+XE)@LGUB?*/7%?;SJE"AFZ(-KQ4'K:T/6* M2#)\,5!SNL9VW-WW$*05B[XV?_];D(ZG49E(M-)H(B\H^K[9D$BW A=9[2$>U"D__A>)'?G+=\(.;PZ.:F"B(<=]R7_,<:I?\M0.C>K(U@"$U9]=K|RDS[Y%-UG4%@&M8(T:?IQL"OKU]G<% MV*"]T+)5ABIV((8RCYI%401+:#X(C+\31>+,.?7^Q8[=GP[CGI&#.FW^"CRIH M*Z+6M6\W@OF=#DU6=:.NEO3Y=N3L/NX3F?=GO-]HNX0(E"]N MM)*\EX^]:RJ;TKL'C/>,CO4KU\)K\@V?F]=QMB>UQF!1K/F.B3*W8DX2U$ M+_T@'30)*G?P6NP#O$P^_47Z/'IMK5M RV+CRG<[9LN(UZ%1Z0BW/^MR_-53!.WYL<=& MG:V@%!I>_3>R.#,SOK/5=DH3N8XZL>5#)4/EIV7!;=:F\#%Y0^]-MORM$!D7 M'2_XW4M<9^DFZJ=BP>6-8419#I#^PH%5I3>RR/L1$9UU:$;'T2]!-'N:W M@!N^>)E1A.2XZAEB\S)ASW5;,S MR]%S3N*!BT-7\)R$>*+SA-[X_%DR@GT"?'Z!PF(HYX/_8E]W$I^AKFG;.V- MA0YJ0C]H_^8|KOI(&>I?@S)>OO;I<7P*>QB@_GI(R^T&YM@D/6!24-GR*^Z M%$@IQT+,>//I+QA!O+_ZEORR]F-V'N%#/@N(U4)3(.%0/+=B(_>K2I69]!3%+.<$!I'A!'F9Q$1^1[>W M??!1U$1^K/&,VK4 -@BC8MD:43Y"7[NZ^BWU[P M8L3!USH\H|M\,I%U=_FIQL<4NT2Z3CV%^9W-Q4/WI189%0-S;RO10EXX@|,0|6RD$:XE@C"$E"!C/"E U^G/W!]_>6J M'\,JG2,#P3:%7LO\XT%[ZZQ-!W&1&XL,6YN4I*>5HR*IPBR@E#;W!X<4[5> M8;(8&'$2(I&9XK%!V!^7USX?OV\":!@F@4T&;=4GD\V;U M:1EF3&MN(B38'L U[?8$I<_8K7."?\OA4058$(7."V\&IMW>4SPN;$70_-\,/9.$'&8RC|_+JL\J5V4^M(TD'4((,,P4KU?LE%Q'9LQ M*A;K"OB/S |<*E@C3_[MMD|O77<4.K""08G:=,G\R /*/33?)/,|1TR94^2MP_J3D'+I49L#"N6)4C/P@!TZ_B>ZO&MB'Q1Q M^C?"*"^O^]^\BL*,'IS:,)$&Z110D%2D&Y08D5+IDE!BZ!PZI#L$E!A-NFOH M8>B4[H9A:!B84<"17"\;9[_L^>WN.?ME/lQ_X+ fWO<]SSWW?YZD;>A^KC;OL M .%MP1A$7!P+G@HVJ3;Z-4S<>]<'ERMX#\ L6%*7Z*G<^3@$@5,T8E;,8 MS[PH^-,P14TXCMBXD#^7FPO^#&EC]U\<&P8I %QG.(2H_M#8K#FAL_ EA5"# M:,V(7/Y>.)0*XOZJ8&<17NA\,DE^GHV&NR8Q$=<;S;S.1)4^O> M])%N!XV5:7ZHA@=[*E_/I?9CX0H85DAGM9W$-+CDW"\[HX5!@#C_^.),E@\;2HU#,Y'Z0OPIAQ$O;!YP5G04,!"5_;MTYGB 4/%_MMS6?4:H<'0(+|\Y[+$**O=/N*S.OUN:H/TZ$MDO3E.4'2>3/TP?$"L))#|! M2G&<|TA=U!)BM19[-NAGS[^QHZA73 0HO _P1A^E30;F-WZTV6**ZM[GPYB M!P=Z5A-2X\CLMZ81&FU>CRG>1"F9$0STBV?,K)F|2>Y[2)*9';XCX6*(#U M /?-|R2;N$E6;(L4|A7>F2>-!MAB.DW&UB374RD^K(OKPV!.LNNJH'6;5M M7WD>>_%+|H<7;?ES@F*\3kE!#1CY>Y!"(\;@=>U0!^O<'^B83DNW-3 / M|-9K2FP31:ZIE-E775/?C2>T_CA27TT$?^:YTDT=QX\6B=ZA6I/F&6(}^'W&X M4.N"L&?9EU[GF:U!>AGYA;9AO>N*6S6\'[N!'=U!-&RDZ"+I]Z;58W#'QI^< M:KN#;&I"HS$WO,3=M$)?MG))^HPG:BL.];UD4%:(&J%2Z[08Z]3\2],=Y-SM MBRY% E=YF?DO,P/=NJX-%E E_,)N2];IGA0=CSCI6*.LN M8POJO2&\Z+P8J 7>T90%"+T'I R,.!&HE_KK3J[ZW#_QQJN&;5\'0YMJD10%M>SN=O@WMFG.-E_?+.CP_4W:7#$LOR[4OCL$C5.?EKU?LE%Q'9LQ M*A;K"OB/S |<*E@C3_[MMD|O77<4.K""08G:=,G\R /*/33?)/,|1TR94^2MP_J3D'+I49L#"N6)4C/P@!TZ_B>ZO&MB'Q1Q M^C?"*"^O^]^\BL*,'IS:,)$&Z110D%2D&Y08D5+IDE!BZ!PZI#L$E!A-NFOH M8>B4[H9A:!B84<"17"\;9[_L^>WN.?ME/lQ_X+ fWO<]SSWW?YZD;>A^KC;OL M .%MP1A$7!P+G@HVJ3;Z-4S<>]<'ERMX#\ L6%*7Z*G<^3@$@5,T8E;,8 MS[PH^-,P14TXCMBXD#^7FPO^#&EC]U\<&P8I %QG.(2H_M#8K#FAL_ EA5"# M:,V(7/Y>.)0*XOZJ8&<17NA\,DE^GHV&NR8Q$=<;S;S.1)4^O> M])%N!XV5:7ZHA@=[*E_/I?9CX0H85DAGM9W$-+CDW"\[HX5!@#C_^.),E@\;2HU#,Y'Z0OPIAQ$O;!YP5G04,!"5_;MTYGB 4/%_MMS6?4:H<'0(+|\Y[+$**O=/N*S.OUN:H/TZ$MDO3E.4'2>3/TP?$"L))#|! M2G&<|TA=U!)BM19[-NAGS[^QHZA73 0HO _P1A^E30;F-WZTV6**ZM[GPYB M!P=Z5A-2X\CLMZ81&FU>CRG>1"F9$0STBV?,K)F|2>Y[2)*9';XCX6*(#U M /?-|R2;N$E6;(L4|A7>F2>-!MAB.DW&UB374RD^K(OKPV!.LNNJH'6;5M M7WD>>_%+|H<7;?ES@F*\3kE!#1CY>Y!"(\;@=>U0!^O<'^B83DNW-3 / M|-9K2FP31:ZIE-E775/?C2>T_CA27TT$?^:YTDT=QX\6B=ZA6I/F&6(}^'W&X M4.N"L&?9EU[GF:U!>AGYA;9AO>N*6S6\'[N!'=U!-&RDZ"+I]Z;58W#'QI^< M:KN#;&I"HS$WO,3=M$)?MG))^HPG:BL.];UD4%:(&J%2Z[08Z]3\2],=Y-SM MBRY% E=YF?DO,P/=NJX-%E E_,)N2];IGA0=CSCI6*.LN M8POJO2&\Z+P8J 7>T90%"+T'I R,.!&HE_KK3J[ZW#_QQJN&;5\'0YMJD10%M>SN=O@WMFG.-E_?+.CP_4W:7#$LOR[4OCL$C5.?EKU?LE%Q'9LQ M*A;K"OB/S |<*E@C3_[MMD|O77<4.K""08G:=,G\R /*/33?)/,|1TR94^2MP_J3D'+I49L#"N6)4C/P@!TZ_B>ZO&MB'Q1Q M^C?"*"^O^]^\BL*,'IS:,)$&Z110D%2D&Y08D5+IDE!BZ!PZI#L$E!A-NFOH M8>B4[H9A:!B84<"17"\;9[_L^>WN.?ME/lQ_X+ fWO<]SSWW?YZD;>A^KC;OL M .%MP1A$7!P+G@HVJ3;Z-4S<>]<'ERMX#\ L6%*7Z*G<^3@$@5,T8E;,8 MS[PH^-,P14TXCMBXD#^7FPO^#&EC]U\<&P8I %QG.(2H_M#8K#FAL_ EA5"# M:,V(7/Y>.)0*XOZJ8&<17NA\,DE^GHV&NR8Q$=<;S;S.1)4^O> M])%N!XV5:7ZHA@=[*E_/I?9CX0H85DAGM9W$-+CDW"\[HX5!@#C_^.),E@\;2HU#,Y'Z0OPIAQ$O;!YP5G04,!"5_;MTYGB 4/%_MMS6?4:H<'0(+|\Y[+$**O=/N*S.OUN:H/TZ$MDO3E.4'2>3/TP?$"L))#|! M2G&<|TA=U!)BM19[-NAGS[^QHZA73 0HO _P1A^E30;F-WZTV6**ZM[GPYB M!P=Z5A-2X\CLMZ81&FU>CRG>1"F9$0STBV?,K)F|2>Y[2)*9';XCX6*(#U M /?-|R2;N$E6;('L4|A7>F2>-!MAB.DW&UB374RD^K(OKPV!.LNNJH'6;5M M7WD>>_%+|H<7;?ES@F*\3kE!#1CY>Y!"(\;@=>U0!^O<'^B83DNW-3 / M|-9K2FP31:ZIE-E775/?C2>T_CA27TT$?^:YTDT=QX\6B=ZA6I/F&6(}^'W&X M4.N"L&?9EU[GF:U!>AGYA;9AO>N*6S6\'[N!'=U!-&RDZ"+I]Z;58W#'QI^< M:KN#;&I"HS$WO,3=M$)?MG))^HPG:BL.];UD4%:(&J%2Z[08Z]3\2],=Y-SM MBRY% E=YF?DO,P/=NJX-%E E_,)N2];IGA0=CSCI6*.LN M8POJO2&\Z+P8J 7>T90%"+T'I R,.!&HE_KK3J[ZW#_QQJN&;5\'0YMJD10%M>SN=O@WMFG.-E_?+.CP_4W:7#$LOR[4OCL$C5.?EKU?LE%Q'9LQ M*A;K"OB/S |<*E@C3_[MMD|O77<4.K""08G:=,G\R /*/33?)/,|1TR94^2MP_J3D'+I49L#"N6)4C/P@!TZ_B>ZO&MB'Q1Q M^C?"*"^O^]^\BL*,'IS:,)$&Z110D%2D&Y08D5+IDE!BZ!PZI#L$E!A-NFOH M8>B4[H9A:!B84<"17"\;9[_L^>WN.?ME/lQ_X+ fWO<]SSWW?YZD;>A^KC;OL M .%MP1A$7!P+G@HVJ3;Z-4S<>]<'ERMX#\ L6%*7Z*G<^3@$@5,T8E;,8 MS[PH^-,P14TXCMBXD#^7FPO^#&EC]U\<&P8I %QG.(2H_M#8K#FAL_ EA5"# M:,V(7/Y>.)0*XOZJ8&<17NA\,DE^GHV&NR8Q$=<;S;S.1)4^O> M])%N!XV5:7ZHA@=[*E_/I?9CX0H85DAGM9W$-+CDW"\[HX5!@#C_^.),E@\;2HU#,Y'Z0OPIAQ$O;!YP5G04,!"5_;MTYGB 4/%_MMS6?4:H<'0(+|\Y[+$**O=/N*S.OUN:H/TZ$MDO3E.4'2>3/TP?$"L))#|! M2G&<|TA=U!)BM19[-NAGS[^QHZA73 0HO _P1A^E30;F-WZTV6**ZM[GPYB M!P=Z5A-2X\CLMZ81&FU>CRG>1"F9$0STBV?,K)F|2>Y[2)*9';XCX6*(#U M /?-|R2;N$E6;(

*M"C|\Y#;\S.9MNG9*7RC|L10M'03<3^K9W9<0Q|; M570|DFIM?&?YK1? C|CLHG'0+A4KC86BA#0E6?6;,AW|R@HKU<0ZX$!7)2NU-MGPEM+`-N=AZJ/<&#4H!2'G.!|TYYG%(?/#[,$<_3U=7"Y(FE[_Q75'^Z<5%]1-ME(GA[#FKD)..;$2QR=(+J^]/OS167[#&R5C4&SS DO3Y!@E-.5C,UB*8YS^.# M)A+5MJ0-86[?WN'.N4@Y.1:V.9QA;*GN3(!V#?9]?S+ (OARK2|8LUIJX;5W< MM#A6-\+!D5PTFM081M{[8MSZH)TV[T; &PU)\2@'^>s$!_?.1;?+<.O#GFWI\R3;C\Z?.\3KN.4#>PB!XB$2+P V.1Z*M RB#Z M7C_[.O1>-GF>XX2-373@GMR(;%HW"V3>[_)R5:L> .7JF2$AYP-FKH,X30CE,%"(3<)D03:+7)@P 1& M..EBSKS9H9+GI5;;_/+$1O-5!%Z.AR*H@/!l:*K#WU\!*M^5V1=,N3X1P/X(^3.H>GZY2OD=FJ;FVTHV?PE8.TVQ8 *2+-"=14UR+4QHVM M#;9E*RQ96J8R5/$@Z=TE?T#Z0%(N211G?T,(\YB9*/NDZO .L(CLG!.@35C/ MS<;]0YENDRK& [<4W!!)F[OUM;A$C"*U^V[<^\\Z[#=FO+Z7!"),<++\|3&H M8F;C665;RQURM6I=\014L[.#C6=[ZPZGL<;_^Z?!88)/Y134S80XK3UH=HB MOI=?,^&6&GR4XW<5%1$@#6&=/>5*6&,>&5|K_LMF2MU>^ZT^1/(=(INMRDV1 MJ=PY599>XOEK9V1\63+O$PEKU_=5N(HW$+HJCW1&CN22UF;>K0Q%P/AKHF75 M0"3L(I*,,QLJ?)'NQ=+)C!|_VM!BFGAVOGT>!909VV3FH|)P?E K0"=#XB*" M1)WT|"3JJX|PN0)LF=-#)|F_!P 13A9]\MIPAGDK#%LA@K|O.SY&WM$19D93,)C6T-3P: UOLCM^P<@_->")ALF(,'@GIL?E]NEI6 M&+SQ8D%,4\9T)D#YCW'Z;D2K_8H];L8S+K[XWJ?*+*ZN|IV1PMC?"!0*&O08 M1#,,$?:L.G,@V&|OU.B"1&TM-)SYT0YKOLWME#91SODF28",GZ<C$IER/S(_:=A?W38|J>0DC4\ M&M"9&[4B;(DP5=SX>SW0 WU?1W)V_3J"XI8,;@9&US?B"M%4@R!KI:ZI&R_; M:G"<-K2U&<-^:7U#)G],OGR1((R@5W9AR9RB"M1RG86\@&U:%EA#089-TG_U MX[#JZ3?1:WZ=/'C7NWR986WU&/_C9^R>-RUJ9+@1&;)>+5)KQ=#@5K;#*M!GM9?. M>;4O4A%<)G3J MT9&FR8?F&2|!BP_HW.[[=B/M2D7K5*GNQ|O*>D =W/UXO.X_YUA!%/X*Q"I M:S_Q8RZ="F(68IWP'N'-!QX.N88PDQ$_]>EMAE.0T9RF(P+%B|!15-OZF-#$134%N;C'@C_.OT1F87"BIFV5LQZ0DHSP9:XLQJ8@ M)[4M7+,#RM0%[M>^>.W:S/#\OD@&*[$*D%T6!&>S_SVE+0SS*LUL8E]X)E$]^&^FI=V/>Y>)2^ M#J-AX) $>TJ|AI0VX =ZGUWF)$)58XG\@E>I;0*#[fY.OBZ M#/8QL(C7D;N%"58XX?4+!|ZOZOYMO 45T(T%;?SI|A&K*%@UY8-,[$(B9X M*8@3YA!W/HFE ?XD.M?7RTP8O.#$602#G!Q(|[M2@=>GB6_)C>]'\)'B86W;KCJ05K9C(H.DD_7_H3+JYTS4B%S;55O'_]/=?25P M*I|04]0;#10|KI4]=RO3YKP8I/#.P+P/LU)Y)= (:.H.*FFRQ''=FLXISF!"KX MK V;R5IWO\U?FRB&045G?NV!>P#5^34[\\R98HO^2&^Q^.BCC7ZU\XM22NJ5> M\$2.RNC#UN7Q;(EVDL!%$@5XJ,= [@W'ZHICST.#8|5)K8#OT:B1.5X>OSHJA%,N:S8O/31:/08Q-FCAD-#Y90"-'2MZW M8=QD5TD>R-U9J

*X_5UK\+F17>&:*Z[5K5!-=3Y4U11+=O5-PT68,2Q\ M%,,TB@1$S M@BE5N):9^1GF&HRRU:A%WFM;$2U!W.E?=Y@8HS=MZ[KS(!WWH#%X9<>*DNG5W-?ZZ M!KN5ZKJ;K];%NOI]5?+FBOK'HJKNBDKG3GZ4>_"]](:\X#?YY&/58M[^MEW7^7QR7UP\E M;\HVO/OQG)=Z%U*_7_"$>2)*8^@E'H&(:B%,?8(A$W%(.!9DS#-JNFQ&;N*E MJ>G#%TD(X T'@&]8 .I/%D;+>?@,S$:GH-@M7TT:*I[@2QQLJ>L_.<7#PB)S MBLLX\\KH>W&5@F4L[Z"U+%5B_D!6A.K.DT*A"-K'1R!QBP4YTA@ M2U=6|2#55*] 0U>Y-EI^AR? %%B*ZKFUPA-+KU#0K>2+)6@8#KXQ:OR>*^VTK M4W]3!2A&0S2;*fVN`,RB+,LX%"A*I5&#(DB"./81RP*" X09C;+_'6 6)M8&IRNB;GD$;UYV*J=N*G3JHGGCBZ(ZF"\SW3/O+-BIJ'ITY,30-IDV"^1 M:CX!ULK,'6;.=)X#AF95C>X W->@#D<>X1G>E@]XU;8_NBE65;',F?Z'))=7 MMZ+-\6I^U>8=O.45+?/GMGQ$VX*D=S6WN721Q8*G^;A+X)$W;*5-E:6I3!(M?1%Y-$R]+#+V*"=C]/G6?]TVB#.AQ#R3[8,O]GJZ_369 MZ;;;P /^0TRBG3[_/V?^+#SV\0\CO/T^ZQ? J7NX6^:O -$S6@CPW!-_KJ; M4M:,4E49 F^G]+D5PU608'"(!X,+TU&?+R@Q.8([P8SIJ8USHCZL:/'$[_$/ M=>%@1?-EKEGX5*P89VM:YY)$>V'WN!VB,BL6<<(\S$(S$E;J*@? Q(0$P(AS0C MS$_J3<V.ELZ1?DVU N\$4&),UQ-[4JI.CF0: N=]DC:,45N\#?5@SU9UGXK?2<$5PU6I.C<.K&P6[,'9Z!*8ZI$@!?QWVI*?EL)5^F1DP#JR&]RP].LKI-3&/>)I[># MC^IE6JXYZ]5"N%F7I>J7G$@_QY=-^#]1)XJE:!1B2B'E0D!1YB"*.8RO%>9+2 MU&Y,_^4:[QLRF+1AC!8;GFQ;LYZ C4S=>:<$"SL5U!+=4T_0F;LMZK"X1WJ>GGEAY#*6UA? +EVNU1WWA\OO68[_I09=KJ4O>2\:5 MWEC7;6N9=[A<26NMNN.EUBS-[K.(! FP[_ERM2,B_\=CD 2!!S/&2!*%*4^Y M9[7D77 UL7JX*VH):?XZ7RQ?0\0JJ#;. MJPV'0HI7E*5,J3<'.ELZ1?DVU N\ MUHFAX%[FD\HJ'_;5\U/U2^6NL7)5!KJH;DGR%)6]=@#6_[NYTYZ;&H2ZRU M3*K&:8W=Y=ZZUY4XB\'@4X@7X02_L M8 %,>1)!CH(H2) ?QZG_JB'JNZPB/?7+V^()YRNYC^-0 MA"&%FMGX7,>(3+P#-R1!1]/.W3D*BIGW$W#?A!Y]=MP;_6A3LNU(4B+ D8@1!-MX8>IM)_3$&*/R17HISC*A/!I9&0_[P\\\5KKR-@MLHW47IC$ 8Y"F"8)555H M4YBAT() =8 MQ"0(:?(Y##%*(")9 @F5WP+#-(@8"E68N\7BW?9D0;=##NKUMP79E]3'OS=51V!WXH5?_D-E__DM?Z[M-)":?ZD#?E7&8!M:^0W_R)_63[!AU1ZR? FF:EB^"_,+25H\ASH1J2)$)]6>3 M 'H1"C%/>,B%4;.DZ5B6<6&-K[L"Q=@(?1E:^2]#/7LCY2OY-LRG_MV-)&A5QZ57UB^?2(.[PZC-DIW9ZE]/? [UY.;Z:M81,TCZFPPI;OIJ+*E[ZT MM;R#CGEP[\>8MDM+#,PY?1?7&)A_&AW4&'"%L'V1@8LIOW*5 5?(G2\SX(S2 M996Z/G-=N>"^N. <__]I7CX_%4IE_DM/C.2(+@BEAD2#0HXET;SB6&W#@)1#[M+$19%B2;PEC\ M7VNUR+&ZEC"R+)CUG)A9W9/B?$E!L2N=_]9CY6R"F_M28V-|<5R'S)]-5RE2 M-A:1AQ7.1H)GI_NJLEIH7>:/_%E^D8IRV+NR>"CQT_6Z?BQ*5>FE..?U%YG\ MA9(#-,48XA8FL(T|C/IW&=-!(M9'/A&U0IM:$Z=O:NU5;EA SPW?%P!O.$$ M8(LBHC9P#FNHB4"R4T8-/EL.P'V'SY8)=ZD?(T0>4C5RN)Z:D?_;JA@;2K-H MDQ&B=XICS*LC[2/5ZI2S2B5VO)4&US>L$C\^K*JZU-[%^WR%U0JJ6N5R*W- MM(7(&(Y9RF%A#2-4AY(TT@%*\"+<9 B/PZL\MU&\#'U=EO+49,IM5YJSZ7S M(XT>BI^?=:NFY=+6YAF!LZ&Y,RUZEI;.#G!;=L"6GRNPX0AL67)HZ8S'PY61 M,X*#>>Y;\1 =F#87##4BV-HGU_]ZWC4$3>@N02*3? #A]>"WB(+,QQ>XV!F7V V&,YT0FB|ZZ1*7 "GE%"ETX%'|&0?B^^\5.2]^K9L(J+,SH:W]fVFE5^*)9,,M<'5+WC)%U$FB,=5 M4|PT\2'*< 1QE&50VN LP@OGL9? 8EAJ_E*D1H'=*B+>= M(8O503]54$EV],1^(HJ5]BT@*N,*3/8RE:9@5';6(,ZWK,DZK=E=SK4Z\=Y MNSKLZZM8U)O;YICIR\RH6^Q@:9Q;L]BY7J WN6Q<3F6_/5-G*4T=- U;T0*$)6@9W3H-C%L)Q(O*(*/!0986&C0F*>)X5UE$4YC2=66,M M9\7=CZB,XG!O^4K==S^>RW_]=_MH7>_ 3!$,0P27QUZ"U7U MA6'(DQ)WZ.49\@X,F)&<^)5K9C0IF*3ABY:/[I 4\)6&I9L3%*S/ T,?B< MHV!HUBF E#VQFZ=_!5HFP.]3 F1CFSD';J0%Y@(P2P/+2O1A,\[L]!F>)2O9 M=DTBNU?\3ZJF*4K7WW"^5!96:U4UA?12/AQ$@@1D/E.N>$8@]FD(QZR-/,' M2F.CM6E!0,!)KXA22'POA0\R MQB*4$L^LNJ>Z<*0^QS=(;R\C$ MRU1^&9'=(AR-J-F"G0,G2]|&;T2@Y3.OZC)?5<96^9O^9E5BJ%;]J8^R6F9 M55&ZL[40W^_70KP]5@MQ7+3#\,2:F6&O-U5V2O?8S$AL;#,Q[^Z^2*6TK1OJ M/)XR#5"NFB6Y96[>QDF3 'O01&D:*B-K5$D")7_DJTIG/ZL"Y9]X?2ON\8]% MB+T,B3B!6*CB.8RH\L#4@S@*6!CBC 6J)5U1XZ69+AZ@9:58-Q2-E^P.95VY MU[)HU0!*9LK-D>QVFFI7[+:5P<^J"?HO5T"25T$RR< 5N*ZE64#6S05YZ5C> M8;=EP@VD=U7P.H#2O'6OSHM\4|/*X)61Y<+59>=[+>[UC!Q.1*C%PSTXH&20>;'M'"(,^3#UHA0FL(=Y%H@$8Z.KDT=`6|A&:AH^F*65;9W$#!,LZ/ELK0G-B*! MKXJ20TOAJ 2NZD_OC#UO'>EC8AW4@S[ZT-@3$L'+DC.Y%GNE_!:]NV-R+VJK6TZ9\X"U":4<@"GZM(0P+3,/A\;' & E?\-"]$.L0M8EW MQ>UM+%*L;*N:#,- D:MXZ$M[6P.WDWI_[<)_^:22B,RMVB-;,=JR!V(>6K,E+ M]L5!;M9/.JKRC3<=VII*2]*19DWZ\S:QO/UZXP#3+&413+(@D#MT*)U9+GSH M!R3(<"1$)(P6^1CB4Z_Y#3N :WZ4- [>]262H$:A.JP3IL*4D5L86I8N6KK MNREX.G:N^M=0W*E.2Y"XH)B(-ZQ,:-JK"Q"'F$LRQB$'NA@"CR.Y@AXL&4"98$ M48H"9GY1?R03$ZN? WR^H+7(1ML/*9R[$+%W\+4/@O@!;EG3^!OB@+KYIKJY-MBZO*TVTPO9D)5XLSWQGP"7-8\=NSYCJ.OE'GQ/K2I4;& M2Y^*LFI3\&I%YYRJ?-OJIGAZRJM*W:5;A"'Q. <$!3*DZ(/$Y4Z4V!4R0G+8X M#,,HM&N9:D1VZ@AKCPG=\[+C*A+YY7J+]TQ8AF!-4U(5IO^-<*B(.XL-W:(ZS&+ ^NG)UR^; =7=\)\K?5[! MSW_4;Z0L_UOXL1_[.*0IZH,1>PS2#"]82B0D$8B"O-JU ?(F,+4N2L-"SN+ M07-A8;H8 6=@_[F$PTXW=<$<[B/19H(_O0/03-@DZAF!8V'$N09IG,76^VPV M&X\JCN*L/&-F(<VE]% \OE9-G+M6%16+|H]*]WB:E1P0WIA4BDS91$"?1P MDD)$P@ABf@OH"S]#2#K0PD(3VE*?QYAJ/^I+.T;.H6B@%J?$QDY%GNK?L7?=?1"A@;,MX DF* M&$HHI]BLF+H)L8DU[MW12Y]7JA^$=>'CTX A&L=>JOQ]0F.(LD2E4&$!LR2) M0Y0@1$ELDQKI###[C(]Y #-SZUW!8+<;=52O@*:K@7BW!<)I_H>)A.ZJ.9\F M-7?9YK-"'ZG/?/X=.U7(>+ fX0$5YO6:YG*7KNN95L]&^7^*\4W"6\]?'L1> MQB#R.O]F*:H@ZB7>3%F+#:*Y@V3F5C]?;AY_QFTE$&/-%"TS=;S&9B&5](f MX>W6\#BYC9>OF5A\%]ZTO? !T4'S[50f0K%GYPM.IGAEVED5J)EJW/ V?'GES MOJ[L2]!+F[2\ M[&Z=*CE+?N1' WGL,YE/E@+Y:GF//LF.[C(UJ6ZJW%=5;RN%@GV<1PC M GT1*IL4!Y!X?@?JCU \HQ5F* (F%CR.\3F'CW^EBL'N R_Z8;'6EZH%C75(Z)82C%78P_*S+{)1P^VOM MY'-CLH$NNZ[7|#WZLB; X+16A]G=R'38"BXSS%&4P"(A*198_I;'P8)!F.)1; M795S2R#Q=;" (N)U[ZGl8J64NM<]VUL0\5PX*ZCK;-:K3)@YEJPM6B7^$.;#3 M0ZZNFS>L@Y;W)@GGCS1Y-EE.?X\))'D&U9_,7O2?=Y.LXC0WF2JQ[C=9$]W MN^V M?E_ETM;#:Z[+6J(>9QO270DXSS(5 D9=:.53<]3F.V?;'LR(*UI&MI M\Q\'R- .OEANN[UH'_*&(M D'=K&@R*YLI"/$YG73AX4],!:'GYZ=(7)IV*E M]\+?X?*V_%*KNZE_P\LU[Q3#PB,>2U- *81JR_"*$A"Kl@V$L4$)"&E'A6_5B M,* Y\;IM. "5;L[PC$OP31$'/I-BN<1E;Y>UO%1K@J;9LG:,D=T:,^'1U*]4 MO0G5#JGA &@6MC:ETS(4IA*[*T=QEN+<92E. (3A2GL+XU4MKB1UO*|[K\U&] M>=D^TY9$;&[\ZXI3,48BCCB!2-_,CVD$L< 48NP%&$>48\S'E1&[D+.)M4Z_ M@ECCD#6=4O]\]MNE5.#-R\Z#FY8JNBC%A<7#+IU%,SWV'G-CI^TVTU*TTP+/ M30MYV7G0;EHNJ"CF"$+GQ<OVN>N5ZH@QO-T"3%7!$;>DZ'_6N>E{/QR;2=R M'<;.'1*HEZ5R.W01<_|SAT>Y3\UQ_XR5^X+]77*R7'W,A,3Y&//&$"8R"C$(D MT@!F+$A@DOF>3S&E";(K0W0!,Q.KY8XNP UAZ?PAHX# MD%S=V[F$E7EO\S@ [>".CXLQOZG$!T4I1U[=Z$,G^G(O%7&%]>[-=[UB^]|- M7=#JKECF\H'-W8TH0R1CS(,^]V* (0N'!E'+I#1,1"QG':]LB)C3XFZ\?B:*;I94+/3G5C-;(D!1HHN>I.(9;%[ZHYD\X[M3@#>L/)GRZ,N>Y@-C\$F!<_RB(S73<>/CAL5,/I9,20A_ 5L>);IL#7CBV' M=L!X3%R=L=DS,._YVVB #L[FQH\TI/5WA%Y"F+H8T$@8$28P3&#913#DC*?6, M57)&'3& ,[L \ IH\SHNU.Z&E^OU(2EES,*>T,/9V1$+ V.CAVPY4>59I]> M5>U8 BU/X,>,]I- Q.GN/YA)47'DSHWB8UY.Y!*8#+ ^:BP<91M1-=U1I/JEZP M!$4A21&D0A4,%3R&V,^D#O,X9D1$/HZL@M++#Y";64]OV@4M%?7.GY>4*M$G1 M=EKI#*9FZL<=(G9Z9JB7XLT9- *RUB9F0CM3&&6*SZ@%;8VHQJ72% M#U6UYNSMNI04FG*A.FM!_^U6%PVMWOW@)"HDN$!RA+HL3!-DR0+.&S4H6P:]B;6*(I5];+U03;M9SBM MG^6/O.529_'K7SFXEK$@AWUQ7?3)S1"G-6&LJ8(;ZP!^YNNJMY. M2"(_4-'J_,=B+(*(Q@RD-5&L]%E".F.!NFE-9>],GB5L!Q*GN=:.D:&X!,!V$ MNM!9WEFGU+SPJ#FD9NZM&X14&MK"2&&PL=$WY"FQI3!3)ZJR@CIM:G:,W*OYM MSHI_JM75^1?'Z@92?UC)K5Q;GS?%ZAN7:T15]Y0342DE)'^G+H6J2WSM.?); M_%+Y"S\AB>>C *(D3"$2 84DX@A&F< X"|+$8U;WY495,O$VO[U?1K?T0=V> MJ#/)05-%43-,"MKP= 5Z7%V!#5^@QQCH4AD4 M:R[5TX7@.%-,8_F869U="'>AFKMT0'N7X]V_ZI? K[R6KKMD_WJ^VF7~&/L>)`MUZ?,4_K7.J]?FIL=5:],@MR]WQ=%O2IL\W-@O)VI);.;?'6:O&@@ MYBAGY-28LWDC9X3]NR/G'G66*E UH8+[7-5OU_QMH>X[++R893CV8AAU["$'$ M&8;2Y(A@BCPDC8^$$FR5SV1(=^HDIL9TFR$XR4 %ZD>\ ]'7F!+/DA/ UI;] MJDT1-,,4)L#);K&W#.!E9>QO8HL*BJ&UR6+](6UWO$(HP1XAE)8$99"!%. TA0B&^&TI @ MS$D06J466="'>YB-1^4+;PWI)'= ^^=%]M\]B;A?4<(R4K6_1Z]#=7>SJG>HK MU&Z,4+ND:[>L_Y;>9^E_%K]O4TA&6CZ,3R$X^+W?RTEI47("8F9'T#]ZR[! ML50Q<13#(Q0BGF&D BPF>D.=V#8J8LS5=W_M.@B'N!KN.U).7=F](?.'Y^(AQ=?!=MUQ$0#_F*_ZAYD_5 C-I/;080S\)-M(HC"%,,,"P$5C&@O|">9!9E4<]P2=B=?W7H@-? %6$@:9L6:CC%$YCHH^CI+\H MMF@F^(5QPP.Q)HD*;JF\8LSO0-3AB-[AX_;QND_XB;-W/]H@X*T0.97K843D M]NQ 4]OOBC[8, Z#L:$\,Z#YC[_EW_BRT#OYNQ^J' W_C:O#M@7RL92%"E.IUSN MO8Q (@B!GNITFO $B3!8?,.E*4QW7P,J-E]YG[;QQ][QH(U+MN7"-A\VP<]L M3W:,B=W*WP$C1QZT],'7A@.'F[6%O(XV;A.*LV[B%A#L;^@VKX[3#+^O2DZ+ MAY5*T9%>_AN^XB*Of\^FF*VS/36:X$_2L_UF=6QR(/=*![A&&P8;NZU:Y,5%&V9 M!KV]Z_'M3CE."'HC93H%AI,JWPDAWE?64Y(:YWRHYM7%@0SE2_I">4C"%%+/ MPQ)X'$]RE,D)_&*4X#1'V;IEV')*P<.?O>7!\+0.HUTFW*48SLAWD$'S-M 0>)G4HPYF]VY? 8R&=8'"]7!;?=2ZIPN*FY"ROJ3K+RQY%IT1UUJ7H@,#.?8I. M"7C8]>CDD^/6YUZ%NZZV^UO5OX$5G9)>W:[KJL:VNOP %JHI HV(!Q,_C"$B M#,,LSD(H4IK$;4B#P#?J? SF2_M1ATX8L^+EI+V198=,62[.%/B%"=EK@H#SF M-D6VX0+TV+@"+8/NU;!((!SI"%OJLRJ0D=#L:Y>QP]@'=7];/>>J5L-]_L1U M;_/BZ?EO>*E[OQJ&

&F%A+_/;H[H,N[+(LJG7)@>;@V?[ZI,KUA3KSD.X0 M),>#N8[0L-,(-D" KXH71Z%<-VE'!7&'QITM?&L@7#]P;_+XR$X+ZH9GP"1(//B8P) $*(4Q2G#$(\909-5P]Y#$Q+9[QZI'!?W3^ M0VU98?=G&44LPHAYC%/#*(8IS#S20H%H@&$*]>,H; TRC:.1#:]K2?KK.1#:)>V>, MTQO^D*]T[7&"E\[|OQ@>3WV.9)MD!+P!<.2>*Q"C@0$$_R&@:Q!%E,6_A>;=B M\X'3$3.&YIW>_)SA8F8%7B:IG5IOQK}2'=++G*QK'8B]"]6 QVG[F],RN>H, M<4A@WA8/)P4\Z-5P^LD1]6S>KU>L^D^^U-O!6B]])SFL.IG?MN/K;#L5,<)+ M%2]2/ON'32CCK]CR)CB;8B\-$D8A141 Q!,"Y1[8(CB./!BBC+/J.*X<\ZF M/]J?>#'2K#2=-UNTVX ,>.V8LJHTXG9UAI?&JF%O&F!270+$)WBL#LF,4Z(R> M7K/9=EYN!=ARV^3U;OD%=Z\]+O8%.%YK?L;5GFGF:1\I)MYTI?K>WUD5U;K MQU71F2G-*PWXY3@?*5FIL!I\K,) 0<71]LI.12 D/10 C02ARUC0LQ\2"#/M!I*>AD!$QNL MBN954_"]1_]J7YY/_Q\KZGV|O^N]8-EH]K(),M,B\\%NiVTV-_'Y:G9|&3/S|L%U MQ!BUPWHXZ(^_0*,.5FZ,.'E#?%W!:(DS!.6)5 M1%OU@Q^>"AU&AUX+O,5S9^E M=80U)R'7,3F? H6/+<:@:N.F.L;+49%OB8/*C:)O5=S0&!4+)}DQ.N-\WSY* M;/?# D*AU'Q(KGQ9"YD'7523<>;S/"VDVG$H;=X,V:CV&\Z7*M@=8O4N=N M/55%\#=UX_Y]O;%?\OCLOW._"_U >#K=K26S6@O@]K,;)P/0%LG=2>B>04VC$+1 MLD/%ZA50?#0GYU>@954=R2RUSFA+.7_)5P]2%75_U@W=KH"2 DAI'+:L=0*D MJZ:UES$S;]M:)\ =-*YU,^HX)? EF7>4K7E4WQ1/)5TV\)*9'&D\HQ4+ZZV0"M:=/V #-?_I1@3T24I%O51QRB-C$"JXC#']T3=JCV:-FILU<86&&GJ?.#8*UD M3.1SI$/&29C M@H.O|SJ_8Y+(DX&4KE(!BC-F_-Q7N2#Y ^#5T:&SQ7/[IKI3OLYK_YY+|=I MBP)FL9|$+),+V$>>W*%3!-.844AB(@)$$]_/C#HW&I",.O#=IPP4::!H6P:R M!Z RC%[<_Z<'-_]@F*)A{YRI$/$!IWOCO>9$/@KL&KXSL25@_?1? VHS/M%'-4ICCB%.(J12M,2$*L>&P\Z"1H*XZ#PX3 MF[?SH)'@!YT'S=X;<2*C>CK@ZG'CG-^*=[AV.%)9UQ> MSP>FQ;G/U*"..PB:!%R[PZ%+@!D\+1HU\'S'1Y?(O7,>=-% 8VM@(>,7W;[@ M5NP=9RU\'D),D]2OA#2'1/JW#UFD,<81Z2'RU-VBKF*.F04W0,UHA>P6G;%3 M74X*;7#$9U%NT./C-,V1$H=IO:EJB"8#]IP67)L+/".2L5 M=IK2S"7"SHI\6!KL_"LC;.*/^4HJXZ:2R'M,=9/OW_)5_K1^^KV6__IOK9CO M>*D<;?S %OJ%!'-!H))\R3ZYWE,!.R)\BZ??&@G_1!.8I2[:4)!8 BAV!W#5# M5^"I806LM[RHUK\M,Q.&FS7*!A;PE-C9*0H-FS3)VGHT'3-7H&4']/@!=[/@-M9V'T3HGC.(/7-9YVMNY8/ ;M7.M!YI-QO\[/8]^.'F2$RN[L%%U^8+,,1?-'6 MG2Y9=(.? GU5>]WS6IR+*O#2$7'N_1B)#'(4&$PLQ+/|%&A(]$FQFZM]2GMWK[-M!DF'_^S7-I<0K1!TD CNT9G7).%SF.3%SM[1EO#1],U$52< ,7*1'A9:.")M\@%/N4_^#U*1) $@D-1$ O/8SSS/,M#W#T*DQ_=5K72EB7_QE>V[>\. MX4A(Q$@H01!(1<9%YD$;?BOL2K"NLZLUTG3X23ZD'Y](%94ETC'WITLU\PRCB%",ZMBD>=) M3ITYAIOD*;C,EJ9;$.S6ZH\\$^28E.OF*FWL/,%YL\>, 3A((C-_MTVZ].YXOWK9VZ_N\DO9ET^#SO?Q=M2!9BFG@^3]*\(+(RWR8!E$(4\)BZK/8 M%RPV6>*#5"9>U1U=T! B@29LM*L&.WMEO(HH8T7M%0 R4:Y?O-`M\I4_,%?M*BS+%0CP;JU:?:PLWI8O8/*SWRIPA=]SZ\6X4.43.Q3V..\)/=ZOC%.'7ON-Q\A"#&Q_G1K OR7RI7&[:?W(1^* M,M]XC88UF8?&F%H7+!>]AG);XN8%F C (?"+43>HDM:M7-DQO\N"^BTR_VC%X;M^^ECL[K_E&:">S#JL;?A:+3 ME$>\;?BHDV28+HVVGJ6Z3W"\O%EE$_)1)-1 E6"6T9:GN;JP8)^WJ]*8 MY,N=.KD(%D=*9AP/LZ]>BV#:5TB7#6;O]!!\2A]_K4LUL_])O*&;O_Ms%,;& UEH$@#37O;0M[<\Q^"X+SC[TAZ2[-B0'#PU6DQ!T.91[G_0^/.YOT; M"- =W_DT>ORRFWPON=2F%=V5.>5O\2_ZZ*Q31[03W^,?;ILFK4A9-=45/!%'" M$((H3#*(I_!4R^-Y 3$,?(R(3[T]AB3$^XFU@N;ZB:\VRJ;&]5LPT;,NI46 M3UQ737[>E\]%9>N=AY %s$C\^K3=F9GA&C2K5OV3I7:73+813 MN!P?6;CA[55.-9S^>NK@PRV1D=5!&Q.1^H&2>1[":60^0EM,BIQF(CO@%]3# ME'E^$!BU13H^_2'4)5^^O+Q_8EFRF.B^"JF.7N MX/,6ISPJV$&QR>-/C<\A4@5Q%FF6(H\A 4,NFIHE+(8X8B&,F1=Y*(A1AHPR M_,<'GBM3R+R^U(!HPPOG$H'LEHR9+*,R?OJ,7Y3DHP>;/:^GS_ZQ5)Z=OX!M M2=2O8"WJ? *ZJ_W_&-7\GA-S I/??NSH8^X&7!FD*,5*=17&<0!S3%(:12,/. M(T%$K2ZT6U&?>$EM*$ICO.$#E-C4>1\'I]G6-1E(ELMTMQK_%>@X 9]UM>21\9+W780[ZAVDX7JSI?K3F[? 6XKIE0+'$1>]/!+AX(@B'RBFD0++$'3'F21"QO>X1\IPBV"SGT2V6FWY-MZHS0]<$ZC4.HOH15>]|!Y>[;Y!-L^9" MC"C&/^`.%2G4_^#G\ .49"&,&4HA3[S*K3)$S\R+8- ]|_[T[!N,.WNP^#R M@3_^)V&V`_]1)DR;F_6I.WJ7)T(II%.IN8<0+_9%PMLY7+;4VSNV7#8 M@6PVUF?O5S;W!!SK;C8[#VIZ_>SF?[2'K4UB]1M M08PS#V8$T M9XQ@S1""%S? @.85AHI8[9\F_:I,=4W#.M=4Q'N>R7AN%&.CX>+^NUR4_DO>A MFS9LLQ0OB/PB#V)/?8JRO81(?$I^%,&3<>)I&($A9;7:%RR=S$ .1^4XN&HYVT MJ#;3^G0ZE>6)Kl-LU.\KS49=@IR9QX& ;\Z.D\NM/T(W&)I,.&)DY8>Y6. M)RV#/=4BQ2F-\74ONMSSD0$0BQEQ)H0'$4IBF'(1PBCEGA L#GEFE:@[7^&= MS|OJ.FM2T3)_UHM0^8UMG $-PV(\:^ULPL56:F]BXS75V95ZLH8U!+QET5 MF?82U:KA,Z=B,@H8^E2Q1F%,M=.DQ@1E(!O8@F21)&/HDR$[UQ,/+$6]&E9:8' M#L4>7N47"6.WAELR#M?H2>:'5]!\]:? ZY+ ^V*^]PO%G6U4DQNE5S^@W<|> M>*/+ZTM2+,)8!')KQ0E$.&10KAH^(R]!B?!IY@NK2,)YDE/'!QZE/P#EBT\@ M7WWCE6[A5/W95;]RVX1(IW X#V%.DT%I+//D+<)?*=/2& #55M\79F2]BRSJ MX*5^4A#Q4,"4>PSBP/-YQ/PHHU8'I\D)CXFE13 #2[+%Y5[<>.IZ[#MZHS'MHC01VF Z\<,0Y2)PJQ>4PA(4^WW:4%)7&_,Y<,QU4? 9NKH@KZPLJMV'H97];DREF.2Y7QO&+70LC]7UK2 MU2)+B9<(:?13.09$3"5#AE$ X\P+>."Q -&C;=L%,Q.KD(ZUYOBC.9#2Q8SR M<^<9[F$WTRMS@6FGQ.JLF %ID*DJ: 0>RR"B"8^)#SC,*:4,.YG4>A1 M&]5V0&%B7=71 TM%4#=.757\"]QXK589E8Y<;JFO#D$R4T(7B6ZG6392:UI7 MCNMVGQ3$T?(_"_6-7U2O/V%>OK!RVIGWXH+[VAM^]2@R(^1'R$8^UW^*(Z" M#*9!&G]<((83]V,<]RQ.O/Z_K)^>WB=LN.]VX[E M$_(?]BZ&3L?97(0 -WA)UTLM+/!VPXGV$SUO.ZTV>FN?L7M4S=?=Z>]Q[%Z MJ>.Y-V-S5-]VCZWC&MP,&7R52MSN 3Y5CWL"2LZ.\E7LZV&E6C9!8$J="-T%-MM?ULFS,PUK6-EJ9A+T2M:R5QHHKQ>#Q%'O4(3*,X5*5- ICR1!EY.&-91AA. MK6[N3<3GU$%]WMT3-KCEZ.*#? B>?3,_KL?V!07:0#;'D&?;,;TDM=(@"[AWC M31>Q'N^@9=YQF::)\9TN;\ )EZ^=2N 2:H/L]?D(_ZKK_CDMT_/=Q),G7Y MM+*ZVW+TY8EUIZ8)O,G=02F"/-;7^>PNRJ!4 MH|]XCH\XV_'>H$#]D!WA!\>V!GJ..[QL6ELI2TU:9H6H):6=5BK^(A!QV'DT M@LQCZNYD(XP!T+(".AZN=SDXNFX[&B>VL8:@AV9F;?=[+<>BH MT_+|<>IEM]? G]O+W(HE]ZGI>@U3X&").0DB2(%.WV3P6!D%,?:M<@5.$)E8? MO1Z]NO]ROFH#+KG4)O6C7!5X1)>YDZB9Z0<76-CI@X/^Q5NB[M;_:,$3 M9&9=W^>$W5_/9\\?:1ZL]HXXN5GW1.1Q|\?\N:MGZG$/X\ +HH3E#ZU4 Z M5QOV *5Y]^CS(A]LRP:OC%O)^Z'7]MQFX8>4!(CY$&>IWHACF&*>PDCX84") MG_C4[':*&3]3Y^HUI_LV*YQ&6UK4;VBITR/@63V1)V(+S=\CT\P[GJ3N3<M+=TS4CE:MJ>HS+IDSXBZOU.ZTV>EN?L7M4S=?=Z>]Q[%Z MJ>.Y-V-S5-]VCZWC&MP,&7R52MSN 3Y5CWL"2LZ.\E7LZV&E6C9!8$J="-T%-MM?ULFS,PUK6-EJ9A+T2M:R5QHHKQ>#Q%'O4(3*,X5*5- ICR1!EY.&-91AA. MK6[N3<3GU$%]WMT3-KCEZ.*#? B>?3,_KL?V!07:0#;'D&?;,;TDM=(@"[AWC M31>Q'N^@9=YQF::)\9TN;\ )EZ^=2N 2:H/L]?D(_ZKK_CDMT_/=Q),G7Y MM+*ZVW+TY8EUIZ8)O,G=02F"/-;7^>PNRJ!4 MH|]XCH\XV_'>H$#]D!WA!\>V!GJ..[QL6ELI2TU:9H6H):6=5BK^(A!QV'DT M@LQCZNYD(XP!T+(".AZN=SDXNFX[&B>VL8:@AV9F;?=[+<>BH MT_+|<>IEM]? G]O+W(HE]ZGI>@U3X&").0DB2(%.WV3P6!D%,?:M<@5.$)E8? MO1Z]NO]ROFH#+KG4)O6C7!5X1)>YDZB9Z0<76-CI@X/^Q5NB[M;_:,$3 M9&9=W^>$W5_/9\\?:1ZL]HXXN5GW1.1Q|\?\N:MGZG$/X\ +HH3E#ZU4 Z M5QOV *5Y]^CS(A]LRP:OC%O)^Z'7]MQFX8>4!(CY$&>IWHACF&*>PDCX84") MG_C4[':*&3]3Y^HUI_LV*YQ&6UK4;VBITR/@63V1)V(+S=\CT\P[GJ3N3<M+=TS4CE:MJ>HS+IDSXBZOU.ZTV>FN?L7M4S=?=Z>]Q[%Z MJ>.Y-V-S5-]VCZWC&MP,&7R52MSN 3Y5CWL"2LZ.\E7LZV&E6C9!8$J="-T%-MM?ULFS,PUK6-EJ9A+T2M:R5QHHKQ>#Q%'O4(3*,X5*5- ICR1!EY.&-91AA. MK6[N3<3GU$%]WMT3-KCEZ.*#? B>?3,_KL?V!07:0#;'D&?;,;TDM=(@"[AWC M31>Q'N^@9=YQF::)\9TN;\ )EZ^=2N 2:H/L]?D(_ZKK_CDMT_/=Q),G7Y MM+*ZVW+TY8EUIZ8)O,G=02F"/-;7^>PNRJ!4 MH|]XCH\XV_'>H$#]D!WA!\>V!GJ..[QL6ELI2TU:9H6H):6=5BK^(A!QV'DT M@LQCZNYD(XP!T+(".AZN=SDXNFX[&B>VL8:@AV9F;?=[+<>BH MT_+|<>IEM]? G]O+W(HE]ZGI>@U3X&").0DB2(%.WV3P6!D%,?:M<@5.$)E8? MO1Z]NO]ROFH#+KG4)O6C7!5X1)>YDZB9Z0<76-CI@X/^Q5NB[M;_:,$3 M9&9=W^>$W5_/9\\?:1ZL]HXXN5GW1.1Q|\?\N:MGZG$/X\ +HH3E#ZU4 Z M5QOV *5Y]^CS(A]LRP:OC%O)^Z'7]MQFX8>4!(CY$&>IWHACF&*>PDCX84") MG_C4[':*&3]3Y^HUI_LV*YQ&6UK4;VBIT R/@63V1)V(+S=\CT\P[GJ3N3<M+=TS4CE:MJ>HS+IDSXBZOU.ZTV>E

*,10<)SCAGD=BJ[CB!;Q,[?*T9"8O9[7!\UDQKS(28G4:YK!S56:CGJ#^U-M#]+KU9?:CM8TH]:E775 ,KFHIJU2K/" MTEB-3860M>K2#("?.U94.4/0<0.^2W9 O_5)M_KQ:FR&@.%.P5E17UNI30& MFB.*:-0P8P[U]-'01JNU;MJ;IF+FPL\R'PM.H1>HH[G8SU1MEA12P@/L99GT MJP*:\]+#Y*Q4BWV%T*8ZV[FSR#$PF1[JN!+>]ERG*7,_-60V$9]?6^*G(^,C M#G=,I'1VOC-(,.8C'A/!#T]YC-X;M[IO5=I!,_3;O*++0A5B_U2LBL:H63UL MNC7P*/4BS#V8>;& * ABF-$H@9G/:!IE8-J6*S-1 ? : M5A#3@62G'?KX*"-D@ICI\YSU\P%>GQSSC9!<3Z4[9B#U<'O1^\GA(]Z^P+Z0 MBJ94U_U*71);*:'6AEEP@&+B^1%DL4>E]^!E,$. (0,8"G.*$TEAD=N4=APD: M+8%+]CE[\B.LA=,069@(EXE]@5W0)PQ^;DC_TKD0C]V"LT*Z- 5.$YM_S\K M^-%-__Q;8V.2NR>YO4/>NV*9TY<%SQ*]%/A249#C&B 295?[W M,+FYCB!]_ ,LM^0M.V.>@4+??WMX*3^L))#K947\9DS_J3;.G2]=:G\+7[@MT+ ^8D7S9[QL&IVH MJZ7CP1:4,);$G,"$\0@BPBA,.YK B&;<\Q+N)7Y]IQ%N8VCR&$+'4-L, ^WG# MDDH!?>Z8 EAS!\/D<'/4EANTG"FV"]F96?6Y>]0.3H:=%9B8Y?U$M8XM / MTA1*_1A+Q4(@]"25EA,);>)3%A#R_W'W-LV-XTJZZ%,_!RSF!,T*8O6 5\S7E2 MW7KY[.JR3Y6@)],!:P5N=`&-3'E(R5V>7[\!D)0H62(!""*1K[XB9U65;1&9^ M5"82B;P8#0Z_3&IBDJ-G%IUMUOAE@?I#QP<^9:8[XBRREETEGF0%^GH]4Q:RA>BW M;57\)U<;| (HD<4CC5(,!Q02B,$<0TR""29)21D@8H"#44:-12E-KE"(<*)8M MUH]&.]@5^?8<8%V%.@[BL"8ZA<90*1M4)%G0T@4-X<9)=P4 VU#EWJG\W'F M.")I\S4Y^RWYM^OMEK:4C0F3'U?VR8M#3]FH\05F,5?:>IBFQRQJU,9+S%ZII@G"V M6DWW63N#H2Y@WF'ZG^(PLF^#W/7)\<)0N#<8QA%.(,*YL!@QSF$4))Q@+'X9 M8!,],4!K8O.@*$.B2(-Z3IO,%@Q!6<"' %@IOF-[W5?!HMU]^6H&N(Y4O,A M2K-JMX;(IT]M\|@UY:?W^(?.G!+&0DZ,$99"_.*IFH)2?^4U%ZM^7T41(@&) M0\BPK,IB5)QH8I+ ((I[GN* ^C0VRW72ICUYVE-'2)5A,_[,UQLUIU-=D#;C M8(S3)71QU3,#;K&R;[^3YYR]H0N],HNOLGCI#">%^D/#EKR_;/A;M/<3KLM* M#2!Q6D2]0_<-2D8-X#A?(&]R@,M,"Y7MM?*RA*! (7:I&&*(P8S#C5#@2(8HB MA@/?RU%G9.ZOS;90)"ULR[UME8;X *^>#2L^A^#2LQW72N\XOV(XQ]114L61 M=)-F5#24?H)TBB.1]7(ICA^Q#!_P]5I68)3L=US[)Y? 5&%WN;X9SW\_B&*+< MCR!*,PIQ+LX&/O)P1AD6!>MC]*,"O"Z';+XV!$VC EEPT5P?]RX3F!<Z^U"OSJ4# _^A*?RRGC].UPWC;\pWC;\+7U:5 M~'JZH*,*[E\-'IQ"+ _)7]S"]'V6]? #@D(C2FY_X[+6Y6&4/_)ZZULF'?V\+ M5&7R)UQ4?^+UC]_B,_IA!*8$Y]+LP3WQ$$[$?]#&,MY$B4$&_7A?!LQ)C8Z MD@YXEH1D_*U).@#/BA]#X_,V+UG3L/WTK\]0:$IFH> (6]"4"/9$ >0']S[5B M 277 C22],+ ZL9G ELA'&BE6X!&/MD>HY%P =0W1LGGT#J_Z?MQ9?G?1HAY M=Y4W?5&O=JRWY<9ZUGM>,&6+!!4*(SD.E4(,,N& XC2 !)$8QFF01<*=)5&& M#">WMTM/O&O(.'75K0<9XW'HGN9[9MI/'S)1*48YZF2WDC^L=4S.79.=.;5;W MVZH@NZU!Q+K=]&6,LIW.IO%=;\;FS!N.1^1W-V !VIAN<>5GPAT9OCXZ2>N MC#;? M)=)8AJ%S NA3Q-Q4,0(P92R"(9QZ(5"V5+?IT'A=>UW;/)%-\|%+;^4 M^;8"OY"&J&K)[M8J2_R5O95LPPEGX*&_"Q!1)RI@QQ#A$@.<1(&$/D$491B MK@H0|%L7O4W/HIE!,XRVS]7!:)(.1?.T+/HI>A49-BERVYU(9>PT)W7EWQSF MU:CDW3_*8MM=_@=^G@884>AEL0^%AR&4,"<<9IA[/HI"P@*]G2>H17)B(]CP M(([S\F#$]=L? FGIK -FP"D\#A)DV-^1!<]ER@=#%POA5NBT\!CF#SF&R M2QI4@,M1^]"1P(-YA'HKS9=0:"3946:AV9.6&4//N%A+#_3WH*Q!$,2@RQC M.OS4]HI,A2$EG+,0XI!1B'*>08S]"/IQR'E&DB3+_=4SK\A&.X_(C .3+WV? M#X,PD3B_0#DS5C@Y,JBGSKJ&R46&J)*<1"E'&-+,%V?:*,6R77@(6>9%/DW] MD!.MO68&3**ETZ+HIX',2$V9GN1*B@IT%N /6=0.-Q0\K8 [UV/+]04WU6J MER'U>=._[*!YE1)FN8SE0+7'I_7FA0LJU7-!^?GHWI=-V5Q/]$!>K4)S_;^__MW]3,+YOM/_GV,%B]B> ()&=!?:':'40VD.PXSG$'$;PRSC,>327M$$1X0;M71S/R_[$ANX_>/'P?:)L=AY9!?XDW:R,9GX_.O!?T:=K)4LLBH/U;"#G0 M&10UX.*'4_/>!)?7P_CF97[>&?]O\F)>C0Y\&RYLBC]' M6M$WC:8.W4V#A,,(BVU*)D9#Y.$(ICYC, C\/!?'1<8SK6W*F/+$.\P^=^^K MR8@*<_PT(CE3H6)FB??S)_ZC/W_B,'[*]&7C1$ _:@=CU M'WMQ5B-](?5PS:C)<C/6D%K(>5Q3:K. W? FA-23=Y*%3JA]_M->ZLM!%_)], M4UWY81XDC/DP\(,((H0D,+;PICDLO4>HU%@--S0@H>)[6PSK\-J#1 -H'K> M\\0PF1G>EIG#$+-S4X#V+(&.I\$ADL.;116(./)0.3B8UC='H9\ZN090B' 8=AX&7"Y\M]B#TOA2A@4131*$H\HF[9_)L0G-D=-`MDN%Z4SXT@>E>9]!KAY0-_*IGE;:"R97-_MKG=T%T5ZF8SDWY M-NN.$EQG+ < M1F$00I2%#Q0%MHC2!M>V&AAJ'E-XQH9 M,WO2(P\,]!>@QP&X&43(_&,&1&)?]S%;-:>]A3&!X=?E=#$W?E)6* MEE7\,R]K15G]MFLH$V9>%/,X@!$E&*(D+@&=$:)!,0AKA.(CSD!H!O2G]AZ M'+6B.6*CRQ!VT*U""V<]NS(A>H9W""Z NZ;+CXGX[AOZ;%%_]!X^)M ,M/DQ M6L;.&'WAV_>X_]YR=1EG[U[^]&4)1F/\Y%E,]H5HW/G,0UZ;>#&D/)>^2V1! MG(8I\&4HRS/(P^%)EG)^J2-3)!YHK*L1J""$_#4LB*KN'I9U:H$Z]5 MR^XY,K-$!B#K&.%IH#.S/Q(UR02XZZ/V1X?:GA>P'$?-V R9 -^#(.AD0GM7X MF -R:GU8R#4R&T=-.G'_WUU5U*R@;?I -QV-]> 1R M7=UP3.1MBAO."G[QMN\I'A^WH]VN+DI>UTOZ7[NBZ2[X6?SB1C@E]2K..]R M0B'C"1>]21-(4IS!./5DP3_WX\0H? C%$;&)5I4B#'FWPEZ0.%'G#T\8@;'K:.MZPH,.QVVQ\%8C74$=*3,@Z1F56D=H4\56^L9\T'(R_5ZR?YUOY"B;,F1'/@_M\>LG)]9.01 (BKLV?5XF_.8SAO1'&I^]+5@;KQ?7-% (X**G#SIS#DED-(#ZS MW&R#AB^+TA\H//"IZQ*FQ_*U:D=YN$'HZ@AXFM,($P11$,80H3B']>R!D\:9 M1_+,1XQ8Y3A?1#BU+E):[4[3C67K]+:DU_T/ Z@WG;I%!8SG>U(PZJA?=P& MSWG-A;:DCM-F+]2$?)>:>,/^@]O>"NXD^X8%V:95MSO"R9NG=LYINN M-MEO-XP8]_-$(,HS)M-.0%Q\BED2D]Q@*B&7_70M&M/3CFN:[+1.]}%0;_KL M;=25>G>? CJT&%EO!KGV$G@I*EXD)';1=3P&);).L,#("VD%R@@D@DZ4I:#'Q MQ@D+)D"-IRX8K6:9Q,"8.FS@]9V@=%.^QT_%%]J7<4BBG$ZI @F%&M&&L&&:P@64] R_]D-#Q@'L25% M.3W>CXAMGGLP+)2K;(.+5,.-+Q@6]55&PPS&(0W$\2,/818E"8QD]\V0^@(.5)2-+5%=+ MHB]+4?6(YB.6V4_T.V>[+_.-NU3,S1.OL+QA,*XS6K_F7E; "VJC'/%"Q#)(MYAUPB* (PAUF&!>C"M#9,]+0'7,J8]L.B7D3IZX"MZE7^U'E\$;R:ZV=+NK!)GWWV'UP.M5GOL\BT(&29ISV>\N(09RF&DG7QH ZZ'!L.3??%H_C(;?Y_.+;.14[=:.!}>^^N 1 $E&,$X]CR(PM'' MA$8A)!%BD<\R+S-+M'+%V,0&K&5S :J.4=D#J^,4;/;L+GI]KA2W:I)*C]]% MVSS+JOC^^O>GZ^K,_U9,W:/VA>QY!#TFP6WOA71\@OO]"_EV]$+NAE^(;?6^ M,_3M!XB6<@IC M$G(YKI(++]'G,&9!%/HD8'F@'T37ISNQ>=W3!6MUIVS4.02#\7]# MY>.+W9O+>!3'MWC(&M\XA## MC(0IS*(\H%F2Y GQ3,Q:7<(3F]4__NW;OP$LZ;^ >D ;S//4QE#/LYP"&3.; M^L.NU0I3FVU%=^3V:9,=U:TS!>/4;3-^WLZ"?-Z4#!(SD5SZ M7BSQ82=0!6/O"@>?S*"R)1.%69!'D,D<21Y@GX5&L;KS9"V:#(HO)=M MER39!9"$P5\:.$0X4!F.V-/MG5/Q9Z>!AYD?H3B MF$"8 M6/W:P-'/6L08_^@-Z! 'IW,<8-VE =?[R|XRGNAZ+F<>Y#%/ 4IHPG,$5A MEL8D#F.BU6[4B.K$NBOH,;M!<$P,*XTPXA0(&!YX^Z-99""QXV$!]EP87[R; MX6000IP"+[L H@YNCH*&ID(/A@RU%YLO8&@JWU&XT/AANZ/^?87+.A>V95FR M9F]{NNKY5)2XI 5>]P;$RW-+??Y/@'8LDM{X,S M0FQ6$Z(G^*E1T'S*LF[J[&2UWM# =R^'C[0S!=6XM:Z0:V]U5%G$_7=?L!;+AN_RG[NZ\03CR"$CD30[:B%CX6Q'X80S_T MJ_RY7]AFO<95 M+9,502V%_-6PNNLGP&Y%8L9HQ#GD3'8&SJD/"C$,XBXL__SO@IZ>^G/P.IT.W9_Q.MQ2(<@H.R8'84;#/S=5_B M?#B"-#6-6R$]&7MS8I=@$Y>T H,E.1 B@S4F(X_!Z>HFY+E1 VQ=PE.GO]PLW]U\OKF_^?@-+++\ -_N:]__SW_< M?OIP]>NW_P$^_G]_W-S_TS +1A=1O7UH"IS.]HH>!ZKTK#7\4Q2:F0KK*G\& ME^R\&36&8+S*L3%]WJ;9CVP!+ ^5PJA]Y907S[)N_57X(@O3##/?APGS$X@8 MRR 1A@-&),0XC[+(S[42< QH3GV7V#(!)!>@QX9)SQL]\#2N%]U#8F8B+]QQ MY8!J381,N@,Y1\KN6G&/&)6(50=.7%4@F DZW"U(;ZD9NP89R7;"L\-3_P/N"7^@[7VP\[WJ;&\SGW?)\SR+R0013$ <2<49B%#*$DC5+D:<6Z M;ZE,,/8D62#H B8(@R=!&3=$=+#Z&A8.1U'/#ZP>_BD]_K5>+Q- YD$:D?R(RO M0!SPLB 7F&>,X12_P0W%#:7Y=A^GR!QM56Y7MMC75,CB MI]YWG\U0#;F:)@LJI%JK/I:1TH\|>$6+FK-E*9QZ5=1]FZM67H7LUZ ^^D=9 M,.N5%\8QPW$"DY!0B/(D@\3""0Q]/Z$XRQ-/;_C)1/Q-O.-)7IM.:;D^C:OC.[#;7!N6C>'6O>77,7WZK*B:;Q_:O3TCE7P:+IH!W<.R<@.]_& M.QUF1[OPA&3,B _D2.I6[@WM,;$^U^/- ##BBK7(0I&OW M!F$8WGU<(F"VC5@*;U2UIR.95>7>X,*S5>_IB->OX-/ZO+BUNT_J?:0NAK7 M?7YB[,K#+ ^"Y/FK =^A@;]<>^G&%O7)K NE8"33 A(_SW*?YC#! M.8 (>3Y,.0]@DHO3(/%"Y"%C=]?77,C2Q(O:'#"S[O]FV39^3&Y529%&(=37^ MPYK\%]@:GL!Z@.YY@\(B0.E=OU_4,7\S#7"X##B[GHQPLV7FCH0[7@7=YO,.5 MZ]!9RN,6>E]EZN!M_D? -58.]E1=R%/N9!WVYLCY:,C@S+,*U9K8:6V*\AZP8ZTIH|\^K%Z$1P[MF)%7;?0F;] MTE00G%8>=,P8M] Y1F#\U'""M\&9ZJ2VWV|/$D)#7],XY7G#NOCEGQ3G3,^2| MYQSFM^)]6]#B2;W!FU*H@_"L\-3_P/N"7^@[7VP\[WJ;&\SGW?)\SR+R0013$ <2<49B%#*$DC5+D:<6Z M;ZE,,/8D62#H B8(@R=!&3=$=+#Z&A8.1U'/#ZP>_BD]_K5>+Q- YD$:D?R(RO M0!SPLB 7F&>,X12_P0W%#:7Y=A^GR!QM56Y7MMC75,CB MI]YWG\U0#;F:)@LJI%JK/I:1TH\|>$6+FK-E*9QZ5=1]FZM67H7LUZ ^^D=9 M,.N5%\8QPW$"DY!0B/(D@\3""0Q]/Z$XRQ-/;_C)1/Q-O.-)7IM.:;D^C:OC.[#;7!N6C>'6O>77,7WZK*B:;Q_:O3TCE7P:+IH!W<.R<@.]_& M.QUF1[OPA&3,B _D2.I6[@WM,;$^U^/- ##BBK7(0I&OW M!F$8WGU<(F"VC5@*;U2UIR.95>7>X,*S5>_IB->OX-/ZO+BUNT_J?:0NAK7 M?7YB[,K#+ ^"Y/FK =^A@;]<>^G&%O7)K NE8"33 A(_SW*?YC#! M.8 (>3Y,.0]@DHO3(/%"Y"%C=]?77,C2Q(O:'#"S[O]FV39^3&Y529%&(=37^ MPYK\%]@:GL!Z@.YY@\(B0.E=OU_4,7\S#7"X##B[GHQPLV7FCH0[7@7=YO,.5 MZ]!9RN,6>E]EZN!M_D?-

*$ULC11KL|K3!@R!NTKC>X1O0<*K>!ESCP"B2SH.%6I@6\S1LQV/+>YLW8^83-&_HNWY!,Z]R/H =, MOJ`Z(9P[PT]G-.4+HUQBW^XT+.]_C)_&W|LR*D!+3/@ M4 SH7'.4C\//&)Q? SE:>9[KR@-QJ5)4D0>U`MI&]F<320U+,RCH"QLBP=;>4N'2/3T ??!I$QMB7ZPCJR'QH$9[49^@";K7E"WWF(--V)JP4W=!M.>F1_-'.,I^M6|9K*2=HF-$C MJF8],UX+.M0VX\RG9QY5TK2N.S39J=54M/OON+Q5,XSJ+U)?,K'#_@/]=;->"Y,D5UT%(;813E%DUK?RYY)O8AO5L2+.0$TWV ?)#&"'"&Y +=L"SY&>F,2D3?4/T+.5/ MQO5T)KK? _>.X]^|)5CG!JVR7$;G:HNVBVFM75H-FVN162 U:L1=@+_@*T=V=2=A3!R0$I@,I/E#R3Y+R_9_^V+<+>)C.1=//!5K+$>1)M4ZG*V$S_9N/N>!:[,,"KYR-5R\+)0)R%/8) (2#%$8(YAR%NGF,9>E"5BGTI-,OT&Z4V>Y]>C M#EKRX"_) &@Y,!P0/X:?WG;E$!6S[>,J0"RR_[3$=),[-TQMYLP_+=%?Y_WI M/79EHF\,*[SC5;ZI'F7!]2U9%P^XG49*Y3W: U|E!-'4HQ3Z22\|FMA09;\%:YA8(?F+EI;:R MC'\U=:#05$9K-0U54%LV<[4[*X(K93M>?%X5.RO8*4Z_RE;_WXKMF'..FWM MI29[X'E!B^V*\|\S#B, ^MZ= MPM8R AI.0,-*.P# 8? Z%#00NA_]DIV_[L+_YFN86?R\XBEGM4L8=G" M^MM6V$AIVKKFN;>5O+NJ^'=>UN(SS2__MC*\F:?RQWCVU/H16.&,$)80Q!A OGZUHJAV Y"&/ D#&5:5TR(B5ERQMG$-NO YT*U 1=ZUO':ZU6M)FKT^.U^_M_]>!9=#<CV? ,Z.XMZAF_-WDW9I9QYM=B;#R=0^C(LKKC:U:SZQS.4YOLGH"K M6M5#W9#D[&Y3JI8?JY1$-/(\!A.YA -'1) (4XRQ#.@C0.\H2D!./5=K/%ZV%[M.;$K8R-5NR6OK)2?#]#1CW(8MX)1HF!FX7HUHW]\17?1+0-5N"N*>%T_"#\LQA%.SK+R^L]\8%EL-2CE=0CCQOZP/GO!+.=3,2E,O)9[6J MR%QOQADEGO!D6>R)HS9/8)I$,?0(%M:3Y}[^C;*,+U*:V$?]H\2/FVJKOM&J M0+FHZYVZ2:>2!5-G\Q)8;E160,D1?Y,$LC#_H4 MI2A(PYAY1N'O$?H3:W5+785M1%],_T>0TU/Q1UB8;E?1B.28]V'316GY&+595(U3]%-MUWWL.O=[/Z*-UX*2^&_3]*!>0@E21SG4$X(@"A!"<3$ MHS#Y.4X\/V.4&643CQ&.ICPE]RV$>?LQVYW&N%]/"PE-UXEH],L_G+ M9Y>8.G%HG_Z_-.L@=";YL-(Z%-L.5!\;,;>[WH\N-!UBJP@B7DYP'A;YBK//Y M=6>>\3PHW.N!S\,?-U?'C_^U? 5G^7,%ZR?Y5_\X?":]TU?#,HQ.K7YM2JBHE MQ9?O,%=>7PG/R3NN?%>*:J9T%Z4$?S6D'36F'1#*2JG.K3>,,@T(TU>BH8_9 MN;#'G:L/8V-D9;TQM'Z$RL!@IHXGK? GF98S(00CW_02E5E=TA%13SW1L8^;-M!WC*KQV1LFK|\M#;3?>7 E#6 M!4:YZD)J;GWJRV/6&EWU'>6?YHH!MAEF>NH'&<5)F1F (/!?0]V4-;"2VI&- M,*,JJ^6P@N74GM@M8IY&+!-1S[QZNW5Z;3,_B8I>0.*.4?%6"8X6&6D:Q&8+3G=1-Q^GKK1 M<_;N[6$ XR=,>5-NL(#GB1{$" @\B/R40!SZ&L9=DW&.'ZWO20D$2=%9? HRN70]SU+ M9G;G=TC8<]HOX.?-LQ8_EELY84Q\>9EFT!Q"Ol_BZ?W&\97B(8<8R^$,,=" M@WGH0T*C!'HIS0(OQ8P'6E4GPV0FUM^&,&@I+T!#&PCB0%+73W < &I88IV) M;Z:OMI(Y4*,"Y:5&#FP[&Q9DN.B]5,F-3YMM\$NF=C!MT5=E]=BKRN8Q&> M>0Y#GPO%C!""6L#@U*@=[36+]J) #0<.;BH9AHS.HZ.V.\U/ M&K$_B.F\.==E01QMD6<(S+HY7A;P=%L<^*3%'=[Q)OM>3A 7B\N^?0+86DZ$ M%+\3)FPG&WNU]00?!$LS:F+%?,9I*#Q>+TA\B##WH=A"4XABGL6>+T?^(.V, MY:M8F5B'O^SD96DSV6?/@YSNJZI\&'Z1(S8%&^J^1'RB8&U;IR9E4\E2RQ_% M"F\V6UT#X. 5;=S^S0;\52XXZ#$&]IR!'FO[JBO!7#O=9C:8#:X"9X/;[C[P MY S8?GD;V++=[V(?5P- 65H!.H!N\%KZ,PW^6@$R2.,@C=K&@?1^D5K'7]P3YM MJF]XS9>45CN9#2T,-:^WRUS\=[E>;_Z6AG&0,\13++\+&]XHN&)O:I6P8$6K:<-)+,3:/RSAY$?IQG+GAM=AT M#BPN#LWKH-C)#613_*Z%O^-T ;#D%>R9;29'*5,] BW$2.7"#],,#_-(ME$LPST6PG*YO9VW/%YTLM^]Q5KV9%2@RCT4$\CF.(S#I2O.8!ED&4X\0 MA#V?8&XTR5>+ZL1V\OVE BLS*ZD'I]X)= Z+F7W;(W):\B=LF""Q6R:.^UYW M5LM(:$47QL$-$ M+2]%,0 9KPTV6G7F:F ;B5_7_UJM8ME9#\TJ3V;ZJI:4,Y9_4G(=2L+3YM> M,K(K#!4'>^68KE),!H!VT+QJ#&BYC",O4KBMBM3PSISGD1^2E,,1CX45BH,(8IPQR'+.TBCA M>8#]J[Q)+3;F]"JO='3T8/5]$L4A)3#/&8"(%1O]YL-K\IU_"@W2I<:H#5U\+9'6>9- L(:9A>V "K-@*T; S;#M\9MV0GZ*R@(9ZK@.P I7G#L,.BOPJ^.C0ZB?2S_GOY<%-^DN4WM_GM;ELSX867 M(_RN=ZR_3B:WZIRRVI*NZKZ9V4XALF:P.2J_4^.*RB++ :#\E!PO8RP.O-UDG[-_%$?Z3-_=E%F>"XUfV"/5Z_B M*$JQ'WN0Q"2$B,8$9C@+89HAR@C!V#?/@=.F/K$]'?*N>TFFI75)U?8HZQT6 MX)L/.3"%252_V.%GTDJ=["=.. <|2,09BDU"&,]AO6/VK",EP4J,N(91?'LR&, MWKS?=R^'C[17#,1+,#S& Y\NUBH@(%[&\?9)+R'N(G!?;G6#Y/[CL2,?94@B" M'[AR+S^(8]:.^+<$]J3$/4L9AQ,36CU(OA3B+? 9CZ"69GA<'U^M8I,?BZQ)C:< M+2O"[_Z%;=9KZ;(_"4-.2\%,.U>?MM$\

{Q"N8X]7W!JI/5';.NQ8[EMK^_QSZ;4 M[RW>;)[%>]-7$]0V!:+;A]02-G6=6[90;]- O MUC^+CX%UGK;50Y)FW24:F'RZZ3-YQ#Y8|F6WXF% DE#N'F_8^FG+V8<5_FX;M'{OP^-3S54H%2BP,CPY3K0;F@;!+UE^/?7DPW&XV7K$9?%/B/86WKACG%-&Z M-.9L0:PK1O7C5M<^ZJF)C$Z<'=5"1H\P]96087>5D4UF&C ,+HB\X&!Y/60(-M09N) [NNVZ*JE_KK*,,.^;D^9(].N=!0Y_K1[_XJ/5,W=Z./4YW7U@V^V)='$ MZ/+'6AZOOJA#5KB,$8LH*^3F-DECN==-.,O)@2#G44A(Q.16UV@F6TN>>'+K MZ]ZR/1G2O6RPP5M++CMS+,VVO).@9#?MERZ/>QuT-X=.B^X?&BVMB-\;F M>VRV8"9W|L8)5G"<;X)@-\ X*HL{^7UZP#6_H,];I#]GL__;M?V=ESP(<):% M" H4IA"1*)3'YCR&6<(0%3PNDM]T]1(ZL1N!%\XWK!7 "P0fL98,8RBF1/Q MCHV= SEP6_0!:.@+OX*"!?XH+(WL]FA]@KPTR\2BGI0{'6C{H M*0"^\.UN4UV+,5H#8S"3_6%B.8O'PV$WB\T,=9O!5\;>;_::&7DTO M#$% MCK]XFHBZ>QM4J^NK!M$G=(,98EX$S9IM25W)1KT_4WX&=M\HKK)&N3 MUG#FM>DZ^G[?}]JO8=*U:,/?QB^T-AE#-W9MNB[HEUj;C'&Q79O,!W8+D7'VL_MZ$81#;WCS7_5K?R-(#5E8\F(-IW/%C&$HHXP@&C%"(Z !9 MP[BZU\1? F.C:>$\1(',YLP9WK,$&<O8#^.",5B,X9I-96^F,?ZI84%7S-[SB MHE0_1%$8[M@[M2]/6Z(9NRQ~M-Z= M;,K;HYX*NA.L?0eM%L5 MP";104^2l[T6^W/#Y4VP(XX&H22? Z-CYC@Z85KPN7S\H8' Z< 3&BMW0+T"N M#(=FWR|_A(?F5E\A/308:$[B0W.]3L@/+1YT\(M'9+$=''?%^,Y"CL(A9PF'$ M\Q BFD>P$#F'652P+(QY&L>1L4,<%#6O)!Q$MVQXG#& RL#G>0/ SMF=LB]W MDDTV1[8H6#@X;V@XMI^_@(HG1V9DW: '&QYA/M=E9,F1SS)[PCZM^7;[P#MS[!(93[SZ-1!6B7Q*)^M%7V5D<'([F%WX\%D.Q_C;JU54O* 34Z)R.?& MFRWY>,"8?L+QT,<<.RJH$E+*J?RA(A%,^1K5!)"H<)" O&(T0E!K(XJ :U3+UE6WK]T"*,6 ULQCWX=QT/C]#>&HQ;S] M(9'];+'Q.CA7#M#@2@G\^'JH/O"^A0F)1O0F4.1(^]= $15BP:$("1&)$%&2 M61'"#HN:V TUTFRI0@[B8^9O_%EMYU8:N8O3]HK,R&TG9G>,D8."INY<;2) MX2_[1QHIY3:OWZX?'U6>O1Q)%U35M[MM+;V'(IM? 9@AEA*88AH0]^E&>01QF M!!8\RL* ID7.K<@\AH1-/*<;T.!6L!OT]1[JL#]+!;\WO?K>,]8/HY1%->813 M&*(X@$@. ',6<9C0-$="K8&,DW_'M9Z8HA@E?JO+%H M\?0(79SA*,T+ =.81Q!QGL(<13'D=6 YPK% 6=!"]IXR[,KN%[A.K#%LIVO M6U08F2TOOE"P6V#,V:?%+IKRV5HN-P?1_A87$P,]+2V#HF9=6$R,/E%2O]ZQ M6U08+9?OVI@K6[:-T]KE8W-WCQ_4?7O7!ISV!.1(!8AB@A$5)UIH4>$A&4Y M3#*:9SAC29X;[1FMI$Z=]J/I ?]**/+ZO2IF4]X.RN&Y/QE =D[!O/&TXG-MPP>B67*\QB_('P[NP$[*+'[!R?#.0;@]!+;]/-[5JB;I2R:8"+ {DARF-A3Q* MQAB25-6PD(!&.(EC6AMQWE\6,77X^21'F#?7=?E[!]. [A]X0[RUY%BE MTB8$!B)6$$#&1P1RC!'*>9XD(6)!&YCDY9C*G/@6>-(L$N&LCR9I$WFVP?>-E=;MM9 M/GC+,3C4?-?==K8=W7M;/CIS"[7/.)6L\58TYZR;'[A<*34_K#=_R&>W2YIP M"(MZAXW/49,_.!-=V;_P1NR6 @]-V0!OL!$>W'RI2W0# +]"DS1#BUVI8=DW- M? XWF;89@>VOD9BK/Q_%UGQ7Z68*XV\B#LBI3XPQ%<0S3+'1R#UTH/O28RG]& M)(U1D.5VB1M7?)7_)H^)X7H-IKX1M(E\#!2'!&QA$^'6#Y?!V6D8&%.5.GB3.* M88C$$,/NEY&5S1!]3_*[4.7O;J7\K;]-B,.:!$7!8BAB'$.$10A)$<0P M**(BR(LB3R*K,FHF0]>^->AJ5C<-89[MK; !.!F8^P#<6EM&'5CKX6XK?IX4? M>8.WOEV!C<7>K@T-1,Y\? 6@.PLMK1(MG9[:3WU=;.$P7!->P"L*=E/?&0"KNT CXYSN_X9'GNW.S\C_CV?V0.X3+ZP-ENQ6_% M0.IJT\U,Q#Q+DZB 2110B%+.88&2 *8A1G(.8T%P9A4 ,Q8|\<3N% &W C2J M@//)V!=;HHW%V#!0-0ER=L[@96+[4=Z[MJYQ[C;[B@69"YXWNE-R(MXC?T(M;D[F']6&T_7WJOP?SJ0;.^D\ZH[!J/[^Z]U^'5D^2"OO-N5ZTUP%R,_>K>M2 M5_,NU5TFI32"&56UMFF0PB)"JFE=$-(\I3B/K/).QKZ MCNVZN0%5*H\%GC@TW'EY?AIF?FAMB.P_6UTYO:CK[%F#/DK;7$*@)"+2.737^.SB=HGER@%Y5F=8X^03QUFU!'=G.H? ZXK_OPGWOR3:W4@)GA8)'+553HUK&K"]@_M8^:.OQEMLYX.;8ON!H"FY_]:(+]+AU&C;*BX^X(&3663]LZ.D\OO)!TUXOW#& M'Y_4C&]=P_K]N\N(.\%EA-4I#11R=49S/,HA7DHXB1(,.*AU6'*4.[D,=*3 M'K,'11;[9?/OR\UE1T%]-L.G ,INRAMB-(&?L#1]DCZ\EZ6^8A?>JU ,]^"] M_KA# ^N??W.-< Y]O19.Y!0K7!1VNM^]V_.L6;W?-6>U0<. 8#M(@ MR&$6* 95(>1V@*?2T5 >8\X00YEY*YSQ^DP=Q6D45)DL^P2_%ZE_Y!EH-2T2 M(S\V\B&'/] KPVGFL#MG.(63?M,@"]2*0.H)&R382!$QJ1];9!>89J_.^!+=L MUM[7?))\734\SIN77G.J7\.1>!I,OH];*^]*A\P?40/*K!S'S)<;ZP^0H:=;C ML ZKT"&98%W74O+F6.PWFFKQ_<^GLN'@5>P5RRC),T0P@F$;J O_6,B21$4 M(J&*W9/22A11(1SJ @Q*:)68*D"R<_A1@N;G6= 6QJC9>7), MZP?]M^@\WEE6_N.?*,K2A]#&1./+,[#?2=94\'NPEN@IW9-/>,B-UDOP1&UVIX 1H- MP+?YOY.0Z5M X*1ZE6)<[= -87@3/-3XT? =',7]!C,NA]=]A&XH5=V8ZD." M1?MU1YP&0GH+Q7X<*I.)3!G$2($B#"/.0%R2G5JGU1E(G=A:=V%X>EYXJ_ZC4 ML46W_W1@.C##TQ]>$?)S&%< VA27V%EKR=O829S5G]A! <.IQ|!>(3/4,>. M+JJ41BA+2P(M#E36)^'7.%A, M:T?K+,.0VC M:H(+]TMV^)R9_>'GGX1GC#L[W\Y]SN%VH>/84=S);44\R3 * MHB2$85[(/7]<%[@(8(123D6"4O#Q(A)Z.+X$T^L/6F0EFA"W)$8.;@"%Y MVDQ*4RT"+*//]4M"!+WF2JAONY8+ULR&$$_!]A\$?++.A]%P_< *YK8 OW!\ M6]FV2.?_*. S]*RB\]PZXTO%G6_%E7[+,;U.AH3=[BIW+;7) V75B7)$^'B0' "M0Q(*B#*US8]0#J4262HR42"[LKR(])PZ[KY12<[,9WT:X/^]*YMC\V_TH -D]3.3GK'FQBJ$^\W HNN]LfR MB'8=/3,? Z143.V\W# ?XULCW>*X$MM63K[HN,U;O8VS^]?\P?]#U3]>+XMS+ M =]O;Y(%$4\#++(^%$8.(\@SF\(=09"F2\QXQDN1VES@OA4Q^.],)M+VG.8.' MZ<7,,."MM;V(.\5/OLW7(%&\W*F=$S'R%>=7/&.^YR/ZKC 9>[@8]UO9,,@8J"_3A/J4B"'"YLDIY3N1J MG2!(1>R_NFELP&OT,+>CC/>HGN_!;J\V.IJ.N[J>EJHY8?_[WU-T =HWL=<5? &QG3<5 IZ[_/.!'##WO M%GUH]BK[2H^07MJ!^A3A2@2FLQ54 1Q]J-.K]?>G+ ^7WA^V^*@)G*2EP 3." MI4?-!84Y90C&@?Q/@,,P%H$= =B@O.GO.5X8+L7:\OR-8R7F>? SB(+M+4@'MP$$R.$1/PN1E9*8W!]JA.3,S=QF9_I*QR^PON\E>,[.'),8_^/K[!C\]E!2O M="0L*!*" XXA3X7*&2(S -$8),@(.VP"$42FDSQ02D33^R^.+,)/8S)\#3V M9JG=Y.U+\I80;&3+T R5 _1FI_S7868.CSW+?#0RKYN%9A|>V\'@"U>,;"2K M^XG*E?Q+0YC=7#KN^&QN827^E M{@96T%QN<6 WC)LK^B1/'IQ?,.#6WM/6[W9<<09]*'^D"81U"A@,&**H1,'M.9G4NRAM:,)4T)F)U+VFL"]JHLP#[%47 4Y.1L\[.NB M_/,:-$ JWF4:^?-.KKAX\D{6XF? U3]I@G'HGYW$*"9R"U0@2*)0B)P5L2!VQ=57!$Y]",.*A%F=)?;BNYI# MV\/7->00C:*IP @682!/LR1.(4$%@WF643T"8>>16\GGOT$3A)--+?5U\+PE;MZ3I['Q+XZ6II_9^4Q.Y?+]?V^? M,_[>L/ICI>(Y&UT97V^K>[+ZL-[1, M2^&3A[+"XI"!TDH'2KP,79T1GL-N9VJ4['S/$3&=5 5TNIQ';23;GQ%\;E1_ MOF%TY_G;=G"]_U4=G+R!L]S#^20?]%6#ZB#*<6? T9BOPNIG8^TE M=M!P.5*+.6/],+&(6$1IC#G 88HB0M8!XE"0Q21A,J MG3%.K4A+K*1/?<;N-6W?:Z.YK94^1T3[2B6=?)NW&Z"MNW%IV<,[=SU">WW MXH A%,L-U!@:. 3? BTM,"_]7GB:R7^G"TP*6R]>=-H,.N>S4%OOO>$TWI>Z M>)@.D0AX$K,8$A1C19B(Y68PI#"F62I$D(7=:.G?X1W MN0;@=F3_Q"*

{N=!^EN,MO[2VM,.\MKUKJ]9KRLK17N)6\.OKY2\CKC[GRI.[I M/YNTZ7.CG!:UT@'L@FQW-MSP%O=VC\| MM=KI#3WXK.S:ZJ#?;=E9W5Z+X?9E>K M8^4.N[84I%&[I.*| (U6"]#!9/M=YKI@Z@'?G1A'@CA7738F:ZV%%0O222'3>6IY (@F%4% QG69R)-%ENUN\.G-O9Z58..^]+//H@WH$K/1F1W$0"\$@2D0KJ6O@'D1QT&6^%R00/A"R5+XQ. <#I0V0AP+=W8T?*;3C_;3) M8)2?4%DP*B>XR8:1#^RU!+BNUJ34U0I_E!L'(+]Z2=M:-<[_I*T=]C^RO7.1R\ 5U4F1+9]67/Y)U>]O5R73?VN8N@^%91F3fC[*!&[1R:K]TU=- N_*"@^O.1BA8^;>2+,'#R|\%KY_,;9&]/D+TY M1O;V!%DK5G_O:%LL"/.A[K8^[+_73Z?:ZZ>C[S7M:.^DKM<$/.(,KQ4@1\RT< M?K X6D<\#>E*MG+4!O?D[O.X#> [=NB'36N8HBF.BVC44JB\M9TR>*[)"KBSR MM'B."IP;A.H@6S,EHS% 4^52,+4*.FM!9NIZ9Q(L7#= .IM7SRN;B# MXHWDQ4&/F9E?W%$Z20)QQ@L4AC',A=S4HBADL. $ M01*0@O*LX FRNA&]+&KJf*R&.+JA3K!S.0/PF#D6/T;,N0\E4VD8_EBO65.R MU"$P.9NHZZ9Z<@H#@F:=^M<-/IW@!D\X3F-2AP!!E*8.89@&,BR ,!,=9&G&;/<M)01XYMBRN<2X5Y;H?>9Z$98.2D.K M[XW>]|$\|J +>[M$_^67_"8^^RP=0OMS;*%WF]8_^8'OA)+T.ZA()?$G3>6@E M\9&U!'E1J@V9KD6O6Q)YE6#? H]&2?]U2K5VFXU\H/^MNG?"[?68[2I'N?.M6%*4T"IE(4P"=0#,!(T1HWZ/-X7M4]K1\N/D>X>Y[!%Q(SWFH MO^OO$6V_1T=_,_(_WD+%O\B+&PXVOI:2,X:K7]O4LP'O7T4IMW.1%+#A.DK_MN-YLR_]I.WJ]*^M&L [>||=R]UA_K'[{3:!.!EK&:8BC/,PX1 A",&"\P% M3+.B("PMLB".[+++IW!29? L?3TZ;]LE(Z@-]PIZ_Z+6N\U_%TEZI0'1]230I.O MH[V53O*I]_%&N^.KXYLR.[=.B+YKR_46W=_Z&OYNLT\XJ+<+M," M$8PI@R*.$42.4DAB+'T@IX5@/.!2^5G%YX? E31RD.\5:QM"N0&08)?-GN&4< MK-U3MI(U]V"[_5.*_URG95]D.O.3E]AK"O2Y@U4F9G^(A1E^)CC9D=OP5H9 M-Z3>;C#=+A%"(IL_G&"D.%"S*()$M98/0EY$08;#D'"';.7U6RL23N? MB-X>K M?[?<69RW%Q7#C;-98RWV!%K?#!QF^=2(]7JL-FN1K13\K8!X%>|C,%^OQX(?M W>D!/^^4K@Z*?W@=F=W.WZ_EHOI? ^_P2AZ7NK["=R:!L7"9CX.B3VHT.O[YOT]UFS794GRC:I(VZ[.,\)"0C&&8QCF3VWV<0WFN^D_HO76\X^5@TIP'IPU?>-LQOI9/!WKIE2%5&J MRI75-*E+)BQ;&*?TV@#?F/K MU0IO:O#$-PV%B2V#R:.^"ERDGRJ^B[W0N5NL/M0"S,]*P%Y!OW/M98V7,.] M]KU[:]N+X*VT%[0&+T#[)2JK/8M+9S9H[3Y;/NR1QN57>YV^B&%^&;OFI9KY M9L|>3D MSDF8U=T,F'@Z\@%^ZC8%]U-9W9>MU05.ONQ]7#=(^BR*.(Y)6&00T2")"((M'\&EE.*0X\RJX_B0L*G#:H>>:[CWA)D@%A>]C,YJDO,"SC8%! M4;.9A.C3V>UT3,..=;; =A6K_S=?,>DJWN[JF?U1SAMY"_]^5G]_QYJ4L=]+ M"JI48)*(+(0D2!*(6)*JGQ!.\A2+O(B+)#2.^F.5F=HM*.V 4DVS1NV5TY&A M[E]-?0TF"EJDGHYY <-.9$Y8+1W. =$/1XC>7$1T)%O"&)0M?^)$@X.TL&-JOZ8!A(+/^P7&C=W;_;M\>5A MS2T>=*0&P\SG+!UM.G*+%H\YDL)NVK.VFONYH8.^W6WKK=P0*O)31L(PSE5' M')8*N2_F'.9YD, X$8@Q5(PU/79$W^9UOUI2Y(91?'R2#WYRXY*.A9W8V M]HBF+[<5P!XB6W!"@YYPCV2R9E;ZXI2|(FU>.EDSTU\PS!H'YK#S^5C)^A#Q$-W&*:=(A9+O1F!4L/IC8^8$]++ <5N'BV]+./3)>+EOFJ^?W/QN6Z<_XD2]YPM(0 M\1B&+(P@2B.Y%V+R.(CS&%$:(19%1OVZ+@F8V/5U(D$G$RBA9I/Y(B;#KLV'MI7:.S-)(XYEXS9*!K%7Y.+-?D3\8F.5;&8] M>.*IJ$D5R[T>@&C:UUIKHI:4'ZTN0".5L2>F-(+6[&0R\6!V.UIC=5!A-1J. MW*][L#H]P)\MEENWV?(EUT$3KGB: MEAG*,O0P!%'&!$2!"%4/S@32(" DC&D23@O5Z$CO6,C\GQK35YS^BV:-O(IA(!#!/CL<*\=*1ZR MT2 B//BXKU2*M^MJ6U.[!X^3,)G,*3SS4MYM/:IE/W"P30=(\H7+CAH4\M,&6X@ 5A"8PYR5B>TR3*C+JK^U-ICJPKS2:^ &$$'K5LB3I8:>Ec+_FM7X"!MGYX=5CL7?BD8M0 "2_2C^N7T&@*;C?@T^N\A+$Y%U:.^#+_9%Q.\% ^Y&:[X MV6=I6$MZY7P-5V2N9VXXC_RK5<9]7FL.'<[ZB>DI183CN(!4KBY%TPQ#K*A2 MTY1$K(@CG,7YKU''^=D[]B=? SSL5>U7UY19WB;_"6S4+B/RZ[HR4#!,O=K> M+OGCZ7=CJC*UWE+OWP9VEGE_W]2:S;T8N8K*!O4PC58WN0 Z)8A2\(31DB(M88Z%7'OB.(D#RG,"Q:.@_TY959.,T>C3[TTK"0@84S9KV;-)_[T"@6PZ_RN*/X8C|)X%H? M;HYVE&A:OBYUT1K,Q"%H9K5?IL,K,E^#[] ,A@NLAX8/.T0ZQ_"GMHWIK?A4 M5OQ6O)7>IE1]?=_@Z]IOUIO-^F]Y=*F?>9,L MR9.TH4%NT1'#6+#10!A#Y-SUL5>7J? ()KAN:.EWT7"%2&T#VZEC$S\RQ-0A4 M^L7+R8\<5% =<)42NA-N Y6[/%**@#?30F413IP$,K>080\Z^>VZ_BWS=:-D M#<%@U.]\M/DB>]86'D7OD]IVY)<[;2!Y;"UY+51X0^7W;;? 2;DW^>E!U'N(\ M1SP[(>QZE";(,69@6 6T3!-2%9$Q*C9^60;3KEV>UAOME ^-^BGU;?EM_7^ M6LPVA**MNT!;T0#W 7HZ=O\:1)>WJG@!,7!ZVUW_>?F IX+/W!9?P9O<\]E6 MJ_7?6 (DE;E;,Z5W*?&J61V4"%[+WU_(1E@&@F$68P&C/,,0<8Y4V9C<*Z<-M)X+D-,9&9^BQBDSL@_>:Z*Z,]=3/:."6B<)&,1*]YD';._!K_G?:6#C8>1^'\L!'CSY@P M-AZ%XPPR#^:-IK5___-)? NM:QNJ/CT]JL2HTI]KQU?BQFMO-OC4N6 G3.P+ MT%-+'7Y/%7-FLC?$)11#PHEJ6R4XQ#PC4"2<9XO3P;BP.39_,KZ5 MAW%L'V]WWC\%P.RT/L(LNQG?!(\ <)/D[(5\PP=/Y]G3T64^G%TPI/5M>^IA[M!=_A='IZ;KU7/Q]6G@S1-$X%AE$J:FX(8A#G800C)G^;HB(*4ZM0G8WPJ.-P MN\='O'E6JU&/:E+^ZV64")Q$DNSK^HP!- YO64\'H/;XFUW5=X.=U=1^#@L=:.M/V/1L]?[VB)RKN;/>@PW;_2%UUP^]"C2,)^\-7Z2;FXI)XF>6L0*H;)0I(MHFX*!,0T) F)%+].E!"K3B,!J5-[&ZV?'K.C!VDYSF38;S.O(? 5Y]IP_:@$:=*L&U M,\^W'=9FCF(R!.T@%8P7*I2X#=((XI/(-M:YZ M=&P?ZWK'Y.(@B0AHP&$>5'(89A\$14@A8S$*.I&$,,)R.Q?D3.Q@&]DM.6*I M)3KR(E["R+#>SCFTAA^1("Y (]5C0NBP6;Y20"](F3?I<]C4%VF>5S[N M<'W=9C7>K]N[C+?KS=-ZTZ21]EFE=1[-/=\\?CQDT2R3)",XH0G,(1[E=,8) M)$60P!!E*8G3(@T(LLCU"*/+],F? \O\7.-5KY8#2#GR<'V6+6^RYT:[QNY0 MWZZ[>^KKWVUP^MWV=9'M ZK!F^Q1 N:]RO.:[P]%=MI/N<9\U^Q8_R;I(5>)W +2...P$BB"_,E[C")&$$SB3(0BC2(26?'8 MV0B? >,_XZ3B76[3:+,:CH\\AJ1O05B.IK:05T&;IRZG@LUL8.N3:7*8/>^1: M50Z5!.#M>2]ZG(N$'C:H%]GG77Z@+*Z5;6:0S7PZBTJH+'6K4R?BGK?]IQ MC?H%_L[#)6-Y+F@80!SQ"" (>Y)"@!,&T".(D)%G*4F9W(KTL,/)C;4^T:IK< MRK4]D@Z@97HNJ8.!>&T:[X2NP!WUT%P.)Y>M\[,&75 U,P'U>M&OSRM&CS€ MRKIV2+=KV=&3(F*!/()"PA0';I80B/.4PB)&/YX*?<;")?%C%U)IRFBSKD MA|HR<+U Q. H.-I.NRG:F-CK'>3 E7_>5EOVL#VCV#.]Q>KXW6+IESG9SK MQ9.SDVU=TOPE>=;%3TZ1FF-4/K+$L4ASDC+(.)?GE0@A6(2H@(33 B.&6)[A M+0YU:YX?YT$UAW#8O7Uj7;^>JTEX]YFL8_8*S'8D M:/+=^5_B*]#Q#]ZJ4[+SOLKR.CEN_KE[/2Z]=_A9K?2WU?Y. ^E9<+#'/$Q8S M@2$€ 8$H0P+F@A4P2C O2(9Y'IB3RUL(GCA8TFJBN)B>^A?S/@K(;> U6/PF M-LUN3>OPNJW (9'A5G@I!/]R^]B? K^G?25N"*U&W#€\6:]+\.U M^O1^Y_IV1X*F@Q=_QY^D?RGUITC^O.+Z@%6QF\?U9EO^C_]IW6;]Q#?]YSOY M95)D48H85^=\+QG&"2Z2!!9!SB!*T@@6A? Q)%$%!4TRRN C-4J=\JS9Y)M4G M7M?_+CWU83%>OKJK!<4]22JLG7"S(++,T*NF-WIP/.?1478*^DAKROY@)T MBL]? E*H+_9&]MAXIF3SCYXN)R9=.\Q(P>0;S!>^2[_%'E*=_7E=]="FH^OZQ MHG)+KB0TE32'"D_""I+F+(()(2E$8<@@%@F&><9P3B)*D\B*I-A<],3[WZ8$ MO)$.?FN%_[X G[EEC9L%F&8><1](Q>@TY?B0X]I<9:+F._-!CN]ONLKC<3 M/"_AO14@9VOR[4:P9]IY6-6E_.3]AMVM5R4M>2W1%[UAZR?!GZL\/=E&)!4 M>A,.68P3D(*H@"0F!!9"L!#1.,VP47V^D:2)_4NPSCL1KR#8^Y58TSN96D8+(/<^#!#?R.\OW__N 6<.I(G/PIS8\7AXTFQBGW+0[%SY,3@(MGK "^:5U4U4A]R2],B7R2Y.O5B.?> <1M:G\H*UQ1N?\^!.[?<+'>\#XIZX&+ M51X$/W!%8!005#(,4Y&'$"F&0DQ"'!$2QJ2(DBPM\/('WY"UZ,1WTL/F^]_7 MQB(MZ F7##QM2JG;$UX!@E=*%SL?X(QF7>8'#

*<[Of%7IW=!MP!$:P2.B9Q[MA-D+()5]VV#A"I15<_[SF6 Y"B=/'LA-AUE]TRB83KW6N,'<_%G7.FI?@/MF M5Y<55RE]G[G<.,W%]4-W7[G,>)KG" <(0Q8HC)68.DBB.8)#0^D!.B6!P1NYM! M&_&3W_XI84 [L#TY>I=T5?'M20Y'W1"8Z1^X_.T/O#(O\W="W\S[>4=T#&5" MK:KW.\Z$@R+Z,D 7SBKT.FW\.2\7##SY+"O1L[HI]%U!./933&..8GD_/:\KS M:5GW^.>=NM%;5S?;[.8DNZTFI%S?8=50\-!E*LPC1-(.)H%((1*X@(3F'&9A M&,=93'A86%71>M)KEDLX>A0V*=LK.96P_;MEFRE?:\/BHFY>C%UN\,;':O4]J-R>H+Q$Z^UK>$SG$S<^R7D9!P9*$A5!@Q.2QE0E8\)C *,L1R6,N-WQ6O+OGA$SL M")5(]+F8E-9^&\+EA).'\"#7 0F MZYQQWLYT-FB-3+ 7^AJH9E/X-M,BS#'I]>+L793UM9.XREZU9.!:!KY,#.CY0^'B7AYQ%DFWU6#N-B8 N^;'-M2GZ/>=TQU_=3\Y8HPUDC@\7V MO6:SISE]4S^>KG7?-8!=]L.&OB6_?X9^LMWO"*BW*[%'-&$T0 M3!!*(,K#!)*(84BS,"2<(3@B*;9XO5Y5A/.L:DC8*T.MKFBPTB9S6N/]MM- M[TYP%Q.7HO>E+;^UTB_GA3FD:1K9Z2WY\PQI^\2==VA MF(10DI^M'J&,<1/O'2WJEB6*$Z'DLS MMS 50G8^XJ2.]QBCHV9.D]3"N8#@*T7 1O2*0(.H+Q($7 98U3NDDJ*THPW MW^4_Y+_2&?>O63Z5;?OI?6.5#=V6/S0KW3++"Q&&80HCC]"(0D0@3G,"0Y;& M%"=<$.:6S.2FS_3937N= .TK!9[P\WIGZY9&06_HIR:'<#T2#.P M5V%T!#BF>[^V\S]- \EOJI.C+J^1##4.M@O942,'=6#=4I>.;ZMZN]'T05+D M#[E9D?)4#RZ5*_!YIUB):X7.A?_T[HZ?&09%E1P6J20I$FD>"T%))3FD(@\ M83B+TI C8Q:N$8I.O!?[O-[RNNN(MY.2E1- L15N6JHR&?-C]S0FDJ;&.,,%! M*W"0"3]0*.8XI_2{@&E6^^#,R%LP>4U$!)NW%X:\7*OW:+_I2TIR*L&\K5H MBK!.OJV^V-P]

#7(_5X?-/GXP#R@<;.0/YE:\5TFP7<9!D."%!"F4H.RX7B-MK@DA"9.P2GE*:>]4@.*HS\3KQI6$VEGS:>?)HYTA!\9'_NPODS0[42Z-]S;__M2DFRU_)QQ@[K6.R)R\U?>+7C?W*L A>Z]N&+(K;?R+U[V]E"_CG>8A@A%5!M-RD(Q&%$(>_79&,A@1PJR6[5\DI>M5X?Z2BET7-311ZU>@SY)_7GW%OQ75Z M/-LJLIC#,>QN4U(>+C.514@R>1Q*P@*B.%01- <)AP8HPS1!FC%DU"#:6/+$O M^%B56Y6;TXL\/"FYJHMG$W"PIZOEAJB9BY@$!U%QL07H,;'H1\FT(GZ,8%F9 MIK'5E9GS[=ZQ3'&$14@CF 8AAZC(%FGH# L$LX0 M$E%4!+:>QYIZFCW7-3I%@=(4I%15IX:=LJI#>GN)^$TI#+3&EE7;WMZ@X7GU M=Z+Y=GVVBL1IZD!?Y*[(^\GO!S=3SVI=.\1VG/8+XX=0I>WYYYXKZMO%_B M("AR^3&8!:%TKUS^E*.L4.\TPH3@(DN)30E!?W K9VE?+Z NO"C>;)Y5?!D_ MJHBB/4/%'@4QQPG<0J3) LA4ERS))!HB$*>"];C 06J75NT,A$.JCE<@S!RW MJWEVSO>8FL.O&\>!]AY9./9#$\Z^<6K4.=:-%Y^Q;!:Q5]75#?NO^FZS^2]# MOJVWI?V48<>,"X]//$WNU'YHNA1G_[6KMPW:WMVFE$>JKWSS0T7HWJYKPYDS M!.+P!/)DO]T\,C/=XR6=@95.G2\NC3E:OXLK1O6[7%S[J%/>;.E.&=(]_=JFQ M<@=QVU4.?RF_/VQOQ3JJ?E/7?%LOBTP00:(U1Q@+=TJ<](.UN$9/AE4XTH+54UA3Q5P.M $\KHTZ24AUP,S5X5JFFDX'IEL@:KF58*Y28*Z'OHG^$D]=X+B2I4BNQO+NHWA=K#ZPNDMQJ1,U:BV?N@6WBIGZY&06_HIR:'<#T2#.P M5V%T!#BF>[^V\SJ- \EOJI.C+J^1##4.M@O942,'=6#=4I>.;ZMZN]'T05+D M#[E9D?)4#RZ5*_!YIUB):X7.A?_T[HZ?&09%E1P6J20I$FD>"T%))3FD(@\ M83B+TI C8Q:N$8I.O!?[O-[RNNN(MY.2E1- L15N6JHR&?-C]S0FDJ;&.,,%! M*W"0"3]0*.8XI_2{@&E6^^#,R%LP>4U$!)NW%X:\7*OW:+_I2TIR*L&\K5H MBK!.OJV^V-P]

#7(_5X?-/GXP#R@<;.0/YE:\5TFP7<9!D."%!"F4H.RX7B-MK@DA"9.P2GE*:>]4@.*HS\3KQI6$VEGS:>?)HYTA!\9'_NPODS0[42Z-]S;__M2DFRU_)QQ@[K6.R)R\U?>+7C?W*L A>Z]N&+(K;?R+U[V]E"_CG>8A@A%5!M-RD(Q&%$(>_79&,A@1PJR6[5\DI>M5X?Z2BET7-311ZU>@SY)_7GW%OQ75Z M/-LJLIC#,>QN4U(>+C.514@R>1Q*P@*B.%01- <)AP8HPS1!FC%DU"#:6/+$O M^%B56Y6;TXL\/"FYJHMG$W"PIZOEAJB9BY@$!U%QL07H,;'H1\FT(GZ,8%F9 MIK'5E9GS[=ZQ3'&$14@CF 8AAZC(%FGH# L$LX0 M$E%4!+:>QYIZFCW7-3I%@=(4I%15IX:=LJI#>GN)^$TI#+3&EE7;WMZ@X7GU M=Z+Y=GVVBL1IZD!?Y*[(^\GO!S=3SVI=.\1VG/8+XX=0I>WYYYXKZMO%_B M("AR^3&8!:%TKUS^E*.L4.\TPH3@(DN)30E!?W K9VE?+Z NO"C>;)Y5?!D_ MJHBB/4/%'@4QQPG<0J3) LA4ERS))!HB$*>";C 06J75NT,A$.JCE<@S!RW MJWEVSO>8FL.O&\>!]AY9./9#$\Z^<6K4.=:-%Y^Q;!:Q5]75#?NO^FZS^2]# MOJVWI?V48<>,"X]//$WNU'YHNA1G_[6KMPW:WMVFE$>JKWSS0T7HWJYKPYDS M!.+P!/)DO]T\,C/=XR6=@95.G2\NC3E:OXLK1O6[7%S[J%/>;.E.&=(]_=JFQ M<@=QVU4.?RF_/VQOQ3JJ?E/7?%LOBTP00:(U1Q@+=TJ<](.UN$9/AE4XTH+54UA3Q5P.M $\KHTZ24AUP,S5X5JFFDX'IEL@:KF58*Y28*Z'OHG^$D]=X+B2I4BNQO+NHWA=K#ZPNDMQJ1,U:BV?N@6WBIGZY&06_HIR:'<#T2#.P M5V%T!#BF>[^V\SJ- \EOJI.C+J^1##4.M@O942,'=6#=4I>.;ZMZN]'T05+D M#[E9D?)4#RZ5*_!YIUB):X7.A?_T[HZ?&09%E1P6J20I$FD>"T%))3FD(@\ M83B+TI C8Q:N$8I.O!?[O-[RNNN(MY.2E1- L15N6JHR&?-C]S0FDJ;&.,,%! M*W"0"3]0*.8XI_2{@&E6^^#,R%LP>4U$!)NW%X:\7*OW:+_I2TIR*L&\K5H MBK!.OJV^V-P]

#7(_5X?-/GXP#R@<;.0/YE:\5TFP7<9!D."%!"F4H.RX7B-MK@DA"9.P2GE*:>]4@.*HS\3KQI6$VEGS:>?)HYTA!\9'_NPODS0[42Z-]S;__M2DFRU_)QQ@[K6.R)R\U?>+7C?W*L A>Z]N&+(K;?R+U[V]E"_CG>8A@A%5!M-RD(Q&%$(>_79&,A@1PJR6[5\DI>M5X?Z2BET7-311ZU>@SY)_7GW%OQ75Z M/-LJLIC#,>QN4U(>+C.514@R>1Q*P@*B.%01- <)AP8HPS1!FC%DU"#:6/+$O M^%B56Y6;TXL\/"FYJHMG$W"PIZOEAJB9BY@$!U%QL07H,;'H1\FT(GZ,8%F9 MIK'5E9GS[=ZQ3'&$14@CF 8AAZC(%FGH# L$LX0 M$E%4!+:>QYIZFCW7-3I%@=(4I%15IX:=LJI#>GN)^$TI#+3&EE7;WMZ@X7GU M=Z+Y=GVVBL1IZD!?Y*[(^\GO!S=3SVI=.\1VG/8+XX=0I>WYYYXKZMO%_B M("AR^3&8!:%TKUS^E*.L4.\TPH3@(DN)30E!?W K9VE?+Z NO"C>;)Y5?!D_ MJHBB/4/%'@4QQPG<0J3) LA4ERS))!HB$*>";C 06J75NT,A$.JCE<@S!RW MJWEVSO>8FL.O&\>!]AY9./9#$\Z^<6K4.=:-%Y^Q;!:Q5]75#?NO^FZS^2]# MOJVWI?V48<>,"X]//$WNU'YHNA1G_[6KMPW:WMVFE$>JKWSS0T7HWJYKPYDS M!.+P!/)DO]T\,C/=XR6=@95.G2\NC3E:OXLK1O6[7%S[J%/>;.E.&=(]_=JFQ M<@=QVU4.?RF_/VQOQ3JJ?E/7?%LOBTP00:(U1Q@+=TJ<](.UN$9/AE4XTH+54UA3Q5P.M $\KHTZ24AUP,S5X5JFFDX'IEL@:KF58*Y28*Z'OHG^$D]=X+B2I4BNQO+NHWA=K#ZPNDMQJ1,U:BV?N@6WBIGZY&06_HIR:'<#T2#.P M5V%T!#BF>[^V\SJ- \EOJI.C+J^1##4.M@O942,'=6#=4I>.;ZMZN]'T05+D M#[E9D?)4#RZ5*_!YIUB):X7.A?_T[HZ?&09%E1P6J20I$FD>"T%))3FD(@\ M83B+TI C8Q:N$8I.O!?[O-[RNNN(MY.2E1- L15N6JHR&?-C]S0FDJ;&.,,%! M*W"0"3]0*.8XI_2{@&E6^^#,R%LP>4U$!)NW%X:\7*OW:+_I2TIR*L&\K5H MBK!.OJV^V-P]

#7(_5X?-/GXP#R@<;.0/YE:\5TFP7<9!D."%!"F4H.RX7B-MK@DA"9.P2GE*:>]4@.*HS\3KQI6$VEGS:>?)HYTA!\9'_NPODS0[42Z-]S;__M2DFRU_)QQ@[K6.R)R\U?>+7C?W*L A>Z]N&+(K;?R+U[V]E"_CG>8A@A%5!M-RD(Q&%$(>_79&,A@1PJR6[5\DI>M5X?Z2BET7-311ZU>@SY)_7GW%OQ75Z M/-LJLIC#,>QN4U(>+C.514@R>1Q*P@*B.%

*M>0**XQBF192IRX<($1R%,$J2'"*5%$O/8]'FVB;")Y^[%Q<^D'9@],FTVUIAL44;V5=-#?]A5K/[? M?,44)=RNWLHSV:8^KG#85X\+'N&4)I"S((*(\ +B-)+N3>"0A-GA+#6J$+"4 M.[&3.U1G64^#5[_#:.WM?GM$>@T$G;3'NGUHV(J;UH2,#;RBZ*)/MX\'S[2TG#>_"T=NF(?WCX?BGIK32AT_X"K-MVR2/#7U3#FSWE-MT_KZM_=-=S3$1%*

MF"!4L6WKA@V9W',4.0R+B*44$4]%48K9F;&G3EE9J__;S=.^Y693T[$>NWG8 MF#+!U>,9[3U-L?[(L\ZG,R.=3IYS'QE%T5I6W^_6JY*6_7L?0A(2B0@6.)83 M)PP+F":!H(AY1)(\E-MU]XES6=3D5X>=8-!)MKXL\+'<"7T@H+MA;$3 *X_MK .V'>5>[/2?+U+TZ{0CK0N7!WV5N_WQ\6FS_M'0:,>12$-\36

*M.9%3N=G>%DP0Q;R<%.0025I84:X/R)IX*N\E@[(GVI+N9 ILSGLR7Z[27PP MO2]U@B75P#!?9"D#DN,E3KEN\@LJ%8-'_'51T,[BN?G_0P$0":,P+?($)K%(M(:(LAT4<)RJ{5G"6Q(4\SHYMI7!6\AS7X%H1T--D?$.%\RB;S?E)L+'S .=A M631K^C/XUOYWDOZOUN9/V'/AO-Q7;[PP"(=)|X7A =R=$ M#-$5\R#^:,,%S'^?*

@F+YQWN\3U.D3QK[5LC_]@4IV((G+W_2>5';S3EYU*0+.J%/ P4L5RX41@5 MD 0H@P$F*,P#%.%@GXIU.W/6=U#&C;GJWB48(!?- GS@!K$- M"[B@:AHPF 1$QU"""4F?

*1XX#3&BWZ,=C[6H%&+7 S3"[K$&D8 8NW&(2+#C-' M)T;]#)N.68P!|(EOOZ.'!DQN5+S\8DW!"?O:X$28T&7U)HQ/+\=+;":O5>5 MM^,X.E;?C=,H'6,^#]-CI8\XBT[^Y)"VUK1,O<<_>7VO:EOD%C@7."ODTIH6 M.40IHY"(1((0,I&$)(Z+Q.@+?G;TB;_J;9M@+4|>\91$FR2M%U@,3X#1%MI- M!=_&6>2=C3'2+=O,REB[5+-+Q@PFF+UX:+ZTLDOZ'B637?S0S#45^K>U:E#? MR[(,/R8/U4Q(1QCB#C/8(%Q@M'N7>G<8B#3.!K)N7K6,V4U&IZ"N4?GJ[V-

*V9[^E=#W,Y%>BA\:!0&C<;_5&'#$)2O7;UP5K=_C1*%(5B] MU2$,"IG(1=>7E-'_=R^EWE3L3LX2M85\MW[$9;4.6(&S/.:0.A1"E*09S!DC

MD,>41WF2$,&LV$^F4'+J|"HE&"C)GMVRR_OPY)TG1MG.21\ !M\.61YO8;$ M8BXGZZ+BK^5K1X!LI7+'R!IW7OZT;P#(TSPG89)!PD*5FR(P)$A5>15!%*6, MBS!+7.

LGV;JQ7A\VOIDVU#Q.C!V!V@G<\<|<+1'^R7',26L/=%'I_7W2O6N_%(4CT;71HO18? M\F_RZZ#:;;2E9#_P2$0D0BCD.%5>|/):!BF,A(A@-#,J.YU' MW:GOQ54S#U6[J+MZ\(/Y

M4B^OW16I-6 !|J_VO<%;]9'4,P'8TR4#^53VM9.()@#>(/EH"JEN"T:OR5,C M7OI0_>[!3[4]YD?;Y(IU?43.[Z-5\0E3BB.8I&K!N1$'OJC%.!9Y@B .T[0

*M84H(.KKQF5+)B1>'K)LU_6<;I*4]T'79KPR1OQVQ%>&W.[=.:HT9]C;X+_?/^_M#ZW.B^,PKO+QG=Z+HRCNT<<&>YM:^_\IH?7D]2=1<59?/R7(IQY^4EGV22-J

*MJ!NZW>'5ZOD.E^PON?1\Y2NN>H"U"")/6O0)LQIQZWWUT#]/]12X$?]WKB MXNH9=-IUU!FV2I6^ U[TRFAL_.0CJA-T%S(:0^GQ!HK0-%*8QO3 7-M040#FA686'%*CM!EZAW

[O$1;YY56P"MS:'AX,']6M8[C<=#=S(O,A:=C^F4 M4DAV:BV 5FS10JLB0GOE>BUKVSKV:3@K/8#EJ[YIA";SEC&-A^Q%M9*'(5V/ M,VUU@@HD21FKLNDVH?

*1=W1QHHI8YEEXM5KUD.4<0828@CAB"(HI8G.11P,"5 MRS.4.[%[T^)LCS-F@)F>;[S#8.>7W@O!Z,.\\?]1]Vf-D>-(FNA?@=FN[5;. M"7-X 2^8>5+>;G).5DJ6F=5C;?

*40AJL4TR&&AHQ0EO;A_/8#\!+!N)$ J1J MVZRSE*D@W/UCP $XW#\78%_H [Z1C0'"&MVT?^QZ2MUXY[JR1,/:4TY3(/$$QC) DNJ-,#&D8"TA2*=,@#:E.

*MX|#P%>93>PB.L&@%"^B,&TZ,8"0F8/P8[>=3!B9W!-Z,]I"VG]<>IVOT:8(/ M")U3H\;?#R-#9YP;/XD?O.Z,3!K)N7K6,V4U&IZ"N4?GJ[V-

*M<'"%3NX*4D"!*B%6"*$L%IDXQ%#]!OP/,@4*6W:5LH35S!%,"9N<>!K&.AVG? M%0Q?;.]LQ<_,&\1G),&6]fC^,[*K-Z]_D;^:UV^7Y&]NOUS62T"FB$4Q0RF

*M<;J]$4TAC1B#F$5Y%L0T)#GRDXQY(GOZ&^;+67.5)J&JU0&U/KXR"T\!-O-) M$!%FYXZL$ -_;&5\]ORPAV#RQ,-3R7^1_,.+D)BG(5X>PKO74$X%RA.

(4Y2#%$6A9"RB,,8"B2H39#'4DXE>[GPM'&$YG0_)EN4 MO5S0%^S-Y5Q"IVK/&(UHT).M.)0T0":5C#D\G>0)87"H[66_75,3'-J;?. MX,"S]=">_B6I3;MEF6RZ+AX[S-2

*<28Y@=CF!2(0<.MY\@G#D# DMZ&4YL-XX1\!WEB./^ 8Z=_J9*DIN>MF!UT\-#?4*<>Q)#F# 8ISB.(T MTK49! ,.I!'#<2I2H^5V5-+4&]%:KOX.KW>]FIH6M&7H_B)6AC%Z'PA8!N-

*W MQN\;57T?,]X^WCYFF*_ ^D4Y\T;0Q\P]"96//G:E=HZH= ,D LF$9!GED*91 M !'.U0Z9Q#&4H< 1"[!$0>24A=,,/_%$K?D6=9(QD.L2+)M\DTU-+,N;96?S M*,#S<.,$(YS,INL5UMM-

*T@,.72UJ@I290QM\!.TH[|-"LRA:1=378X^=FU: M*ZHH(WN'!!4M]=A?]<+,-5&6WUYWY%]V331V5_M(((G2141#2%"$((]9A'DL

*MD*X6'"3@48P#JR76JW83S_9>ZG"O<$:GO[:5Z4<%T)W2M9V G=J@UMLUP[C'M*S1S)6_V8NP<43\+>?]2;AQ>R4Q)R1{1))ZF[$.W-TI<]@CKY51FGT(<;6^7

M%7EX/7]ETY^5*>K.H6OZ6,7QB2/,"8PCIB 2)(04IH%>FM%12(P#9%5#L&0 ML(E=[;%H<*=/\[5PNWY_1K"9^4-?8-BYMR,T! \M[A%@@V./@ MOQASQ"I/$_B2E%GG[HBIQ]-VI.-

*N_8@O*DV!-]\(M4%=A%W5SIY;$?^]NDKX#$N>%_ 4Z.UX,$0Q_VE.+FZ]BL\")VBC0)%9S5*@I-MFW*U=8C3 ,.Q%#QD+ _CP(88I)0P]EK3^VY:VVR(7<YD)Y7=I?1P!B>X]\T

*MU_+T?JZ[BY*HS_$ZCM0V-5BMUC_UAG3"3BT],Z?]M*)%@&VGE)Z1HYU.^]!U M8(K\LBS$G7RO1EQN/A%=C;QY_29T* >-/3D*Y[/[K1A)]E_26M\V#5J5&SF'S?Z..B$L+TM_=!

*M+%"",T*3 "9!HM:2*,MA3D0 !0XQC7%,X]P[@\9<|-1W0$]1FFFVT>1&_=SH M-DJEA^V6T1A/TXWD%"C9;B\50)]['.'5JU'0W-Z#1.Q5\;G!M#7?Vf;36/#, MFU%;0$ZWJ-8C.

*:#ML_/JSI00%8Z@>V3.GY\+N2Z2&JZ_%&E V&:1113R:1R M)RR(]$HA0ED B<.3S'.OV-B)+(ZMNJ(9R)T_BV6L!^#ZX]HVD=PI5?22!NRS4325?-5$(-IYL_?Q

*O8K5^UKHL@E"&&$="O02J? LF&%(I M& Q9CD@BJ43DND[+(PI,[&1:6M>Z9TK9*E!?\/"]"E?&O,80=HR'>-<3MVEB9 MWL_ 5AOPK8_B!P,4KX^9&4(Q53QM3/S;QMH,P1F-

*PYF,XU@JM"YV%31-5G5[M([*0Z[!+2"]AC!+<\.WD(8NAY&4YB1C* FL2H4N29K8TS0Y<9BG/ M4@;S*$00,.)[H\021B$+6)IF.(V,.NQ.!4YI0.F+!UH'\"E@MV81_Z>VRU?JC?

V:5D^?>;+D,, M:.H[\.D8HCA ZEB $(Q%(CF+4T:(T30_&7GB^=S* EH8^/S!G)'GT/SAN7]5 M47:3TM0>*XZ=L[H[D>H<_X+8DWAWNZ,^L[VH1) '+PS" M/(HRM?

*M.+PV#7W4:P>;]X\ZP?=S<1)#VZ42[C(M%SEE 8]Q#-6B%4&4"0QS%L>0$8F#-$$13;P*QJY7.>-H-;.V).F2!EUUB)1E-MK)P*?C.O,"'-=D!$Q(O.'ODSZ:[GTEQGZ[+C

*.2T#7AL%/HK].9Q -"P;8,+ MR&[.M-\GON!ULJ6>KS[^]W:Y>5T@1%,42PDY#3A$G\"8"^4YA1 \EU"" M@XC;[&G&!$ZA\P?FA'P&K'N>%OC&K>FK\;R!J1>R\XBB.9C(/SIV'NW+$20?

*MAT&P=D*FEGER.:/B9G4@IL8?NP?CY^RIIK]M5R(,:!+>EN6/JG8\$\K\F#* M.GW^Z8DW,5HHT%)AV*_G C_:4GEAF+4]8/IP+/5CN=V\'#<;_*$U\!"#&S?/ MB=SZPI"S\5P/FJ2GO!

*IYI&/#B8X5Y]WK[I=_7ZJ#47[_HN_RZ 0M";BT- MDP1F_^A6G$I2&5*81(QKDR.*158<;([$3S[@>#]A.=KVZ'+VJNV5C"3,4 MS599_J6S>DA6/PWK+$RUE=_"#.A[_:$L +BI

*^$W=-NON(W4OY3;#13SG=- MDE4O_$W3K84,HB!/408)RAE$+); M__4_\B@,_TV3W/0:BUL&' ?0.O,#?C"PF_M[F6 O=)XF>N/F>IK] X)FG?'C M!A_/G7.+Q^$;F_'(L%E ,.

<96KQSRFD/%4G;,DV S$B M$56^,Z#TJ;^.:^M7]*TEX%W8JQ+ERY()P-.5[4P?1L]LLGO#Q/*J(@B.712P

ME>QO>AL9Z&F&#\N:=9(F7!\S\T>8N\?Q.P<41\V|C1.O)Y[\T@]TTG=0>1+LV- M8L22C$<$Q2? M#D'+,]TE>!/DSCEB,7U+R+/2_RK](($@L6@&.3B.8XI1^4"=I/R?EU4ZAS"

*MZ[_4Q-E%E[7SK7)UN^VU:(05?5!5*Q9?%J7NQR]+X(HU|E>.K\N,$($)8A!D6@YQ3C/(24$PS"F/&59 M)DB

*K8B8W769^FI9:P,7$FXKT9(N@G6KGL[=$JV"=2.K0OSL=9Y;.3W|&266 M=,Y7O!\SOS\3ZI;7VAW@2]UFCPSN>GA_[..]S]BMM=MUK/&8G>(!(U]DSU=H M,B_G_60G5

*_>QC2H9A6.=]R*_@W\9.4O WW[S=7$9*.2Z)<'V),[9,%@3A, M4IAGE"%B3O^\3G!<5%3!^8;V: 5;E%<.@S0L!?R:I9EI/W08JO.:5L4+ IM MO:\A5FI,H5(V\GW5V!I9-

*5AI.SS"?/6V1I8<5-V:/6&?I/=[P/:[_(-J,)>L.C3.QUE'"AI#=M:AL%0'/+"FHMV@1Y\|R]$4R&-MO9%?..R\D2$2-QTCH9^$/C-KG1+[1H:>+<'/S,1^HI_A$XY)/$VGN^:RXGF[

*MT8V^Z^2T-$L3ED@)PR0+]"T_@7F48A@D3.TPI!01YE8I/!<$33RC>V)!+1=H MP9:LY-]HLMZ88;X2="Z)F3<|9\38D^2\R";9\:2IS\/=WJ =E=3P8Q"L-41C 2%$.$@AB2/

EAF"),0$3>ZUG69)T"T4HUFZ 7 1EV43[_MM/-*9RST=L 8LV9H$Z>[6U U-_VFX^+P\XR]\:,Z],:Z.=\=/#Y)KAO>MZW M! J^(>7F@^8O37"&:"[5MB&/0X@R'L,\TP6R8235;Y089;%

*[^YZ+\H/C#"#"41%)F2898'55N)4Q,3S?R?PBLE^ M!A>SR7V=M7:3V=)0^_Y9%VWQU2KK5,"\7;$N&GC2 .OR)_W=?K<57;'@)(^" M#&(JJ?/-CO=W$O'0+[KV4,=RX M"6_"WZ)

*;=Q@D]OP]\K.FL!:QROY.5TVS7TU8Z^HOJU7*_5/.K]MD28IC2G! M4&*<0!2KR8Q)2&&&,.I"'&_J1@GPAU8#M'I8 M!;4-<#0)_M%QS+2_U;_V 3_0+D&/,_#)2OH+^YF<-Q?X-

Q@S]FUMU&/VW M>.Y=O^V5U>UZTP;$$%2CG.8QR3527P)S*D4,,HXRA+&E&.TH@"X*&EBK[D_3&[#7%?25[7H'[#(-=*RS3]_=:GP#O@YT M.;5V:Q.!ZB"W#' #C"QP?98\Z3?

*66;,9DM7]!)TO^!ZINV_'ID92BZ7_P M.5/LO^*&51MVHTIL";0R:O/:]OYIM0):+?!2_0MHVI3TV%.@K.9+.=@),A=E-8B9B@ M=N1$<5^$J;MQYV5/(3;GA!+UY..F1);6E.8-

>4@BRB0.0F9@"O)N)H8F$,* M.%-[;JZ+.$>8KXHQ(.N*3&;&H<"C+.Y6N/E:|<68[[%<.4[4Q$=@F$T9!P/= MTB(ZRSX/6V:?#W*6

%^Y$(>#SYL'<=:PDQR(\Y_R%H74E'!++IKVW#]*4E0- MW7BXB#D+N&8$0#E&$$F1PYSG%,9QC*A - P1NC+$>%'XQ/'#>A6_.DAX&3KG M" 70'R$]PX4 3U-

*)HW9C9H_74#NLNBWCK:-@F(02AL?PT>EQ.\%;5H7"/YA M6=6DD?>[>$NG]0AO/YH56WUU>A[W65#A\KC5.1Y+!C, AI#E.@&GED@(>:<1 M35, M;]:3#OS2]O>W.H37/--

*A7NOH^4;"$UR3U'+8;_,&-1L.T W7?K@/;U^U^=NR M6#YMGSK*"A(A35H!$QRJ0XR((ZA^4(>8(%13$B4)%D85YR MFCWL9:XRQLY?M&(\GO(O*G|%\>7A>+-579XUHU|N>?

*X#SAU.U Q;%@_[*NE+ MV5.+/,41B6@ DS1F$ 5!"DG& \A%)+,0TSP*<;=3^&'5Y,14!8>MP0_[6=;L M#_9)>YIC6"=\,POX*[T?):\OREJ_KVL^Z MGPFN[TR8D7W4|4

*M<$6QB87CEVC7&>Q_?;.K-^$N6.V/RK4GM;.KZM!<8RI"%/819CG9 8IS 7 MC$ A2(H#04AB3H"(W9SM%_,E0;@ M4^%FW)

*:,%W:OA;,2WM]K3*FDJ==86UA.)X=;5]W)&\\84L5WKE5@OV=[)O M5JR/U:^13?NW6ZDFY^2EB_CQ6*ZW#X_1/$/0UUMQ["$"3@54D%FT8)$;UWVUF[V]#3,O M]288.P0.^_W-

*=SI#=5R 6NL;H/4 M2*Z/6*M]6MSL& U^6?-Y:1V,"NQ^W6] M,[D!1%L&M#'J#?[8O3R/1)2^(?9%5.E-KWF)+'W#>4)TZ5V FV/^HF^%[F1S MB'K?[CWB+"0.9X8EVE*+TFX[E(=G

*M^K38VE!=[S;"0Y7'8_'PN?BD|UVWRMG_O=H4#Q\VNEMJ^8_RXW!O7F[_MEKO2_\P_^\]?2OZ/LKWF-*WW0NHGOWT55EZ?K0TY3 M(K9:[]8OO$T=_R*(XQ!7Z\0CW*;Q.QM0F

*JSC M_,8/Z-PJ2UR%SE=CPH"WFFHV[1T*M8QHJ9YIK5TB;]S_[,=C)SHFZG7?<M :ZIB_JZf?+ZZK3E'>",=:,6#W0*-KE]>$WBW;?'D+\!NI^P+L,'-M\]5"YMM/^\+C8(OM;5 ?

>5J1U_JKJ2W3UKV(HDB&]>:<04]HCGJ!P#.(PC2&/-M<.YX!13]QNA(6%3+R8*,+9\MJU#&83'+$#IRVC+0.6Z>(_.1/E4)U_?@%|+ MK_E8)D9-DDQ)).H-,Z7/&SV=Y/?MTQ,I7^_D)

[4S]QV=K+A.V&IO MF:N:&-?T9]$)$92(I@'!0H1CC&D-_PE%F4A#1"B1G|O:7DB2=U]XH^KM7*-M_*U-DX38Z6.Q%[&"U&"C-Q50=HZ@P^CN *-/?8QLB%6NA,UBNS85?&Y;LP:[

*MQ^[!Q3H|?$4E7:P=W%=9#3C?'LK%SH/HD,_IA'),MCS\<^2U=W 3>,.AT]- M(/T^_BE*MJQ$TS+>/.)W9-IX'_,=*CM754^8/\V9+!'9# -'3EX1G.4\81 GJPCAG

M2(0\EBRT.C(XZC%UX'[]]+PNZJ.ZVGOLTE;5:ATCXQ$1HR7UA"/X9@>2&2"U MW+T]/.,L)R4!^Y*<'P193AJ,2^CQG50G5!O7#F<;V"%AYU3IV]7E-(!-;&C

*MZ1=L="]MZU)V!HZOI.ZVV^UT+!>R/SW8GO+UKFF_G^ M5-#^4-]:/@B]_WE)]PF\]_K-?^ICLIJU?Q<;-2[7^YXG/6M@OK6;\O>IC%+ M1!91HK;H&%%-D(

*@#I(8)D$;/^D$=O9>)Y:4KVV.OA1A MR)(4P91G&"\&(IA'%,,@%9KGGD1)8-5F^.R4]=VFT$RJ*WTA8.DBST)BZ.FN M-=328.7BZEN/_U#?]{HO64W.XY\?##]C<+OVW*

*ME4Z^J^YD$Z.U[E!S>82)I]MO1#VTU/--2]=7"]>97$ -(C%]^ ':,BH: MV3]!!YEQ6YTN+P:&G>TB8]RT_J6&P.=]I#[_$\]_J&_!(*M%F\V),8BD0AIG.

*M"40QB2&-8@IG&L@T3%B4979KY:"XB6?Q7AP'I!9X3=[S"5;FOP4_"#AL__I4 MU7O1X'88C"L3H2_9.$DJ{(FP-TR&OF3X<#KTQ:>"<"6Z7&_%E^2).@IRW#?MT M?4_;]AK659N?

*U%=H$6=\!EP$$*=]?XQ0]G[':I,. AY$&0U0,!>4<%-C8H>@ MODNY-86M"YIFKF%ZC.Q<1J,/K\4ZN?ZXJ9N$UY3 ?>5NFL)?K9A7HMLK@/"' M>>NBQ-OTOX<

=88)IYK1'/+5ZO/!5^^+/F6K"HJ-H-SSTZ=AI1:@9Y.BV3C M_P\23"'<12G$,F40RPX@UQ@PO.8 M!W$JK3]^7!8UN0?1DNNP<3]%9_P6WAHSLWV[)R1L_8PC"/:-9-

*4^^A=\XK=MS94)WF:2P9I)A%$&2&0 M(H8@YF%$!4]3S*UFNJT"$T__7;7,1GWW2:V091*2-:*FH,_I<+(-!X4%-6] MYVK.KTZ?

7@N,=R&*QK>PH:6XF<.)+J!.0D)B+@E(=77";QHE_'$+O\>5]K#;+)\W*2LV5@BW1O0+8KKQ$ MZ"$F7>FNDB8BC3^DI0WO#H8)70?^[ACN9-F4QJZ+G;E0.VNI8WP++<(LPRAA

*M(8QC)B$*9**I.8EA+%.$2((23_,:=MS#XJQFLV.#H8;.|ELEG\!C>2_,,"U-MCT!G-J'!-6(WKQN^M+V@T)X??FEE_!UC&921D;Y*H8:%S5L.963X24F4V5.N-M50EI$:H)C.5

*YCU*14P1EQ!CK.8!]J$Z.M 4,D0C$6<)XXG5@<-%(ZL2+^4X' MO>><|+%QHJ6U=_P9FF)HY'.](V?D%+R YU#98&.VMS,%$YLP5#Q8PG!8_V#SL M&DT\O!149XN/?

[+55B>&=;55"Y:S$2$0HRMA;A%!)^0XYE!G%PB1R22FF5U8 M<5SHY/"W54X;<_.UM%(^Q.PXM^$;&-,QZ513:A)V*IH!.!X],"N3O<4&> M#43.'(07+$T&FGO[#6=M<67-

2DT58D@E>CU16@YRCX7+Z+:.#]UOUXMV>LB M0!CG"=5W#RF%B&8H&F 8<:,2%+,\19Q9L2HX:3&Q_]#]&@9[])=VFG; FSF M4R:'S<[)G&^QK=6H:Y?VBH

_&E6FX4&Z"A6OK;=M=7B#)MR.,)UOQ^TZF)OK MZ@FPW^?>7*Z6=$3-LD^?, 83U_FF0?5>XR]>ZW*WVC50O;U^O^2[%.Z$FMSYF6*"'0$DFC .HX MD>IX+P@D-.A@1F3"

*HRDQ%?UQW;2;F+O5HL&VWU|.(,2?F5;#;?TS38ELV/J M<*DX1DS0T[O)?U^ JWH#:"UJ[LET5?WN;X^NHEZ7+OH|*;JK.^'<:RW]76#-M=%TX

T^JR?J?C[GC3'4D(T<:"#-(L@DCA3FT0:PICE0K TPA%F M-K[W+8R8V%6K3;OZABY7RR:C:2T!4VK?U'_6!%6M]C>@W!G6?D1SOAW]8_!)

*M\'.Y>5P68/,H@))1J7,GK[T3):LZ9ZIZ%)HD;K.N/]+4FU;J7|<_"W#NN;J+ MV%>=FD"NUC\K0.CZ15AFL+W)I]%L-?JK?\OL%]_W]7=-%_PD^]KJ.>PO ^]W7 MZ>@?

*#Y_8F08ZVT!M7/UDW9SRPMV^28_]:OB!/2^2;F##KBQJ6+^EX-7Y3T=S6 MZW?:.EF(2C>2H!\NBR84L>'T74C=R:\NB(+#V:W:#3^:.1.#!\3V':YG0.]1IJ?-MI[_K9;$!?

*U>O0M<'[W44[-43N%9W #RY!,LA<\ZF!V .9Z'CJ,XA@_J>\-= MXN&9XIB$1ZSC.8"_I0H\\CI+A$=ZG M[7;>1+O5/YQJ.XF:,#:6UX%Z5-Z\AV53\'I.PL8/7MO^Z./3\VK]*L1W4,XL MF?

*C^2$KQ3O/JZ!Y HJAVQ06L.NE.ZG/80Z%/W?>B7*YYW:6U!EFR8 %E*.HH MI*FF&.(RA#@7$0PCQ"E)0QYG5E3KDV@Y=3)BU'^SG3H)..]"[#6J]0:TXZ&L. M]JKKY_;*@T;

INUQVQC(-H=QDE=MYNO>_ 7:^<=:|B\GK9O<9\5K>%)*6K. M4J*^YZ7FR,^=-/R+HV^H2OZ-4V H/=N3CYU?*>3O/ ?+D3U!3"'"ZP#RM0 M_E,L'Q[5Z>

[V19W4'H02[SV19:&.=3^63V(1X)1+]0?.0YE"% 9(_91F,.D(M0X@&]8R.(06V@B=VVYUL2!KAH.R$@J52&G;?M ,3X.I(dH@<[G7Y6H!.#=#1 M 7:

*W)1'97)U/!)O;/.HW^.RNUATP&+QMMQEOO@MX!RL/[N1=GK^NNK_- M@ZM]IU=EX,;4O26^]J/!KHU(1$B <)#DDF(0$.0Q C!-,]3*3,F(ARYE/6/-M2IXZ7;;M?QQ#LQWJ).BX.-

*>JVM9W3;4&-V"O0Y.$/V79OK'M MGNOUQ^6^2:&^,1R7*O3-!W#-:=7>BFVVI?)+6DH3E%=[2/%E68C/&_%4+604 MIR%1&YH<\"\T!1$*8YYG:IT59D#.2R#1#-B[$1.CD-|

*|%>}TEW%;2W 'UH/ M4"MB>40V M3.G_B&R)9+Y=Q7ZZ9 M$+SZI!3OEHH[^5T4RQWZ7Y9:UV-Z)\TNO0tB$1O*1.H, LEML=7;&NE!,O4>E!,0A=[5;5:H%BO1%-(;#^->?

MEW7"AYY^NT>9|NYV:L;X)9BYEBF@M7.WAZA^[]'.. &T&E#K ;0B_ER:K>F>MW(ZQV%=CRT8Q^[^GG'O#HU8>ZDKDC4_<[;B%?U?;WB\1S=AR=\O9(R1>

*M\$R==6B402Y"?:60:O)32F&30V3D?KW6*A, MR7(A!YC3=2:&.N_=5O>D5*J>2=JH0_/[ED#JW)7E:4!@%LL8(J$<&8WB#.(T

*M17$F.2Q#]PO2:=6=^]9T^_1$RE>]7;@OQ6KYU3=M:@F@%R#SUR=_MHI=R6;=D/6WAK"2_CKH(-_%)XN5T!#83E+FWBKX"9K_WKO%@[!WS09Z)!M=V!-M?]'Y1

*4Z[0&I=)O=>M-|+N^M05R=K\Y\|L#]JZ^80MFWZG.QC?_#_3"FE'H% M]6:[$:.^#B#H*<"??*Q66FUX^@j:Z6*"$49()#E&& JB.[@12'F9JA4D#'(6<-MY|PJ-

*<|&^,0+Q.]%NQ%6OH'K(/DUAV\K4$WO#J:!RL/U01WH4WZTT:6?Q-*0 M^GCF[;0$P2?9IZGH^1E +4$Y2PMJ.|.UV8#G,U#V&?\U =GORE-6MS|)R6_9 M9OFRW+P>

[7%B2DB2IQB@&3JFT=%S C&F4#"49%F:!$EB5[%[&!O)B5#TGJWG1!LWRM/S M"NWE##V_8AS=_%XN)5:R\$@J52&G;?M ,3X.I(dH@<[G7Y6H!.#=#1 M 7:*

*W)1'97)U/!)O;/.HW^.RNUATP&+QMMQEOO@MX!RL/[N1=GK^NNK_- M@ZM]IU=EX,;4O26^]J/!KHU(1$B <)#DDF(0$.0Q C!-,]3*3,F(ARYE/6/-M2IXZ7;;M?QQ#LQWJ).BX.-

*>JVM9W3;4&-V"O0Y.$/V79OK'M MGNOUQ^6^2:&^,1R7*O3-!W#-:=7>BFVVI?)+6DH3E%=[2/%E68C/&_%4+604 MIR%1&YH<\"\T!1$*8YYG:IT59D#.2R#1#-B[$1.CD-|

*|%>}TEW%;2W 'UH/ M4"MB>40V M3.G_B&R)9+Y=Q7ZZ9 M$+SZI!3OEHH[^5T4RQWZ7Y9:UV-Z)\TNO0tB$1O*1.H, LEML=7;&NE!,O4>E!,0A=[5;5:H%BO1%-(;#^->?

MEW7"AYY^NT>9|NYV:L;X)9BYEBF@M7.WAZA^[]'.. &T&E#K ;0B_ER:K>F>MW(ZQV%=CRT8Q^[^GG'O#HU8>ZDKDC4_<[;B%?U?;WB\1S=AR=\O9(R1>

*M\$R==6B402Y"?:60:O)32F&30V3D?KW6*A, MR7(A!YC3=2:&.N_=5O>D5*J>2=JH0_/[ED#JW)7E:4!@%LL8(J$<&8WB#.(T

*M17$F.2Q#]PO2:=6=^]9T^_1$RE>]7;@OQ6KYU3=M:@F@%R#SUR=_MHI=R6;=D/6WAK"2_CKH(-_%)XN5T!#83E+FWBKX"9K_WKO%@[!WS09Z)!M=V!-M?]'Y1

*4Z[0&I=)O=>M-|+N^M05R=K\Y\|L#]JZ^80MFWZG.QC?_#_3"FE'H% M]6:[$:.^#B#H*<"??*Q66FUX^@j:Z6*"$49()#E&& JB.[@12'F9JA4D#'(6

<@$;#=M_3N1I=)?*S^83'`MW8^=W=[ZP1L)G;DAO`T0IQWAK9ZV\T5<+!=0Y`M]GF,92Z*^UJKPEX:F);') -D)I"X$7K9;?&C^!IMK9[@,=16O?D`M7NCPX&\=-[/1T_H]*
(FS6===O,\:,/UVO`I\"^;N'S_7/QI7VTKM=W_\%,7FI;X0`MW\3+>O6BJ>2:4M&'4M39[+^)))RK!0\(CX5@,,>8J?6;9A!G00*SD*6)B-(4`M;G3?&M=-A^NFP75=:,$KY#E?
6X$HZS7PUTW9'8Y#X`MVV'8^?B_W6T^H`&_8I@K6#YVO:,,$4W_N7G]H#9$BPCA))1(0A\]FJB8+[.-F1\4[%SL`M$?/_#>C$@@1#`+BQ<`S;YI-SXIR@^1DV!@T^RZOC.H[FEA
*L,,L@<E2)1IE%,K%NX!61-/Y48RJ6#GFRW`MIE1#F!D>I,,P@87G&JH7>~:<)#\8:-1#7`6M`TKRGJW&33XY6%IH_8IVY]`M71>,_JM';?)G^P+NT;
<:,,KO&1)IZW2@'XZ^WM/>B2I7HZF"=_&0`R/&WI8VS#W`MJ4W*9P?"SY9R9F]H/1,-XRFU5UGVI-Z_ONS8S;04GP1Q3GDB(
MTBQ5.^M(!S_R#$8T#=>)8RC2+B1I>3TO8];%=:=#,XR5U^,,^4IGN27E7?M_HV'\=\"[T797UWN4`B`M9X+D"'"911(F)*(8T)PQRB0.$22@PO2*EZ9+8F5,;GDEI.0%^X>O5BI25YAEJ
MLA*N2G*Z'"O9[/8/EMUT/TEZ4BJH+QEHE&AO,Y0:38;"5`E08W9/D@AU4>@;`M)D2-`3&<ZM&.K>E8G^"R+!S5VP4G)]J^?=2SIXY\;452ZKN/++LMHL,$X(^])N!CL7VJ
MJ4;6IB000P3W9*<-S*5X!W8LEN9]BRF4F=U+!96#V0/L6V\=;E(_;0M>`M_;M8\4_K\OU6K=3]"U!E.%WP72D<"FJKUL=]K^3GXL74=55LONR";4U27(:.M!S`7.
{(HD;%.R>10I"QA",=()D8L&AYTF3J@4$O6N9?+G>Q)/8O%Q>"5B_^[-MH)EQM'-+M5Y*P:49F"G6MTE"^R5`RW6=Q+L!3.H2O&.M<6%[`R8NUW.-M@_
M:NREP[ML*\9YJL]]L7@]}S7C:T?N`9O;Z4,=]-KA\L#FYU/0UI'T&^Y;P>`M@ZQ0$+VFQL`MJ5/P>`STV6+'QH;V0\?F#[DFOG]7R\,JR^^6<22R/*:0)SR%*`\RM<<+!$R8
MQ@*)0QDP8W0?AAQ^=2W1-;6J_8WB:7F^>OB3BQCR'\/9S2N6E1MWXP`MW,SIZN=,,_U*:Y\?;_F8[$Y*2B.&(,AUEHH
M29[#G&0I#%,>'B6MD[14S>7C\E;>VD;&G<]WL,6=N+U"P9?`P33"Q?-'I&%4<_%@G`M^-YK>Y)M?EP%6VV:\`R(].$PBCA2',3QS"G0OF%((XS'*81"E-++B]3V1.[`MA3@_Q]
(,.!*+GA6@@&W+4FQ`=(L'*#L1/)81D$8)M9]NB;D45)NUQDHK`,06`M0*DQGF`NPLAE:[X_!BYCR7,S;ME"(PD#BO*$)"996NE88%3+!V-0"""5
MQ&MVUF>0M).)6&^K*AD^RFSXA[PZWT9>.`]}$#SSED`MA^X,?K\GU:..ND'DA*S5FU8;>,.<%"ID$.\YSG:I%'ZD2MMM*0I)*2()%0)H1*`M5TR$51$RK*4#IL0#L9=OD7`X!MCPA/<-
@]UD[R&@)8.>:!<"G#$H+)(K/4+B`MECTY\.7PE1%I:.-@RN/8&//E-!I.W8E.2MODARJ=E4;_^SHE1`MB:4D&4S35$"$4*B<&*4P"UC.E(.+L]`HTVE4TL0>K),+-GO!MBW<+F%DME'Q
M8KF=T]H9W9,YP?7IJ&7>>JU=DC-S6[41.Q;IM.'!;!*_* MC.8OBS3D1$K!81SD^K#!U.XC3`B,$AFB`+$X(FRQ,:?Y)5H-8L=*3[=&KA>`M!LGTG.'1=-
N#1EL#6\OVWY=UU^3/+5DORWN3;RCYEIJQ#K^H&LZ@UJDU'I_`M3Y,\J]@LJ0IXKIP56"AFWJH@T00,BCC,"9!'J*06Z8G'(P_]W('K_D;/-5.Y;2;"(49FD_@*R^VF,"
<(:$FZQ2!;,7E]YT^>E\J'`MU4U,N@_=@+OGNM)4_?Y6YQ?4-2@^TP'.6NWM>O]P]}FOZ\^:=GK]?OYC5\;Z
M/Q?/VTWU1;R(5=CN!644)W&BSON"9YD^]&.U7XY2F'(U9272_7FH4XS_5-;$`M\[86!4+';/X9;"RC^-<9;#===]]38NA>8EJOYW&K]IT@W'#?1=^S^C*2WB=E?`M-OEBK'[@$>?3+A-
Z2ZYWXM>1V9J'1.]MV%W_1=Y&W;>N[_G/=`8M*_HL^X1>Y+_"79Z@YWB.P+E`M'^M^O?;OS:+W)&W?WUNBZ:?=Z<^4!Z^1K;,,,QIC?I3I'F-YK//5IN.:1$>
MS&F92/1\"3#38G>0+3.Q]"N8P99,TU:3ZE$=T?1_/JK1U==839G]_+]V?7$H`MIU@(!&DNU;$I9`SFG.>0YP%3UL128]MCTS7*S'&1W+2W4#_TI#OP=+G";7.I
MF0M$R\N@2_AY.,KJ$P&?-%FNJLQ/AW4E.&=IKZX=\[KB]W3[4X[2U$M.IZG`M88@83"06$&4ZW"_""_9Q2@.<94E.IXNB.<,Z8[TA*S/W-233.&;A9E:.=2#:>`M9?
4CA[N2U5X'MWJJLPB:N:*K`;F^MJHG\::IAO=?8#5DGNFYOD&U"+]`M3=E!BSS-U?,R9IVD@V8>S\[A#[MFAZR9$+SZI%3KF`/N9(_5>)&F0)+B0'D622$RRMRI\)4Z>.=+(;_),EY?
8$NK^RS63G&B[F;6_9N>%;C/I)*@<+-PF-#AZ_\3CYMWYCN[BDN#C#@]*OE@A_+`M)_TU`.WK_6==R,56ZVI;&G;Z&39_>.9YL]QNX@T9#?[P6IYF9*%3W[K+H\D
MO6[4L'X/N_$/.TRIAX?-?5$5M_R_JN\0[*VU:8/"IK/NPO-33[J'A[*.9JDS`M75'5=YO\OI;5IO9"H&WD:]"%>Q`*@QGH`07+"6@,`/BCT<775!PQU6TF7AIT`MOHDX8M;!//S[K//95BVJF]=
{]:(WMP77H>MG_3Z;*L[]BI!E(t_SB$*$4*P9`MAPG$-,PAY3)+<\]HY-SRB&LD>/J3;JU&?9VST\'ZR&J&H?')U3LRU@?86@.U
MM=4Z'&*C_K&!\Y^T+MP6!"\'6S.Q_YJ#K]>3/S7]9K_7*Y6`M2NXQ^]#@QWQIZ:UH@/=^1G5"434)(>!T>_KD+'?5Y*YK#Z^`,8$2\`M1A&4DK&4]DCB(%]LS*_F3T58;9)<
M,^+;4EOW2_@ST)CYGNL;MG,F!_]CO>\"!^N6>'(#9P3,.]\O&W@40<^Z7A[`MWMY!M>?0[OI/]Z9[TF']OWPJZX@K]0B7<N)#U.\%>5]7`MFYK%KKX
A%1;H"\+=RIV=P66%_ZSO%,S+_27>U-VCJW6%]8*=S<6X+8L=;YN`M.ZT!`MJ=6N.V^PG;+JTYD78'I35.]CK!W8*MIX<]%5LVB+M`M7X#6TBR!9:H78%&G-?N+
<"U+.IX4)V(@8):.S0A?)5A>P1NLN/(C:,X"Z_(`M'-13^1W9856]EY$L14Z%T]MKK]_W16>NA?]NZN^Y[BPQ=:<.0)[/"8J,.-!M=
M,$@X#_(HB8WN@$P%3GWWLQ.D%Z"RT:=)VBO4G/K].V"C7>'<@#18`M2CS#8[=0M,*!EJ[/!1J+G0(W8*^"9UPL/+QG?-S\]_4XV7EF"Z,`;.])./-Y`M50NK#GRFS7/.K)YZH(9HY-
NR^N?!4O#E1O^T$'I,2""YJO.4,!% R[9F]KP(F%F4Q1,,=O[N0&AM]DT?@WFN`MO TL]T',>5'2W`2@8R:?H0`=?<1[VZO;)KQ)&O.8.HIY57T%?OP4JQ?QV!K8
M/%8+FL19FM$;H)=YUA"3CZE@?TP2GI.XI9X:8AFH.[`+4%^IQ%L/+!-T`MS9S')C9^9?!OEDW0.0<B2!K3\D;\|2G!?>-@\^,5G^B9,)LK5=IO60!G
MT9C+9E37B^]!"5[O4WG,A<2:S)$Q@QB.UF8GB &*6)5!RDF<\RR66J8WSZ@\^_ML2MZMR[+]<^ZU+(^NK%FW9:$[.YQK0G*#[QO:-V1]CR=GI=/,`?HGP"6MY^
MJ^;SAOK4#F]WTIVA9[Z5/C7]H#[ZS&<<<&VR?O;3H7;,]>]U_]+V+/]V\R=&+> MYG4?!VK:>?YX)$5[!=QDO"<4P1E+ *(9!+"7$@)$Y;F*24I
MJHE5;X&Y%)-3"U"+ZBUL_]KG>GIEC^2N^$_>;Y!X-_>MGW9+E[CM-13^1W9856]EY$L14Z%T]MKK]_W16>NA?]NZN^Y[BPQ=:<.0)[/"8J,.-!M=
M,$@X#_(HB8WN@$P%3GWWLQ.D%Z"RT:=)VBO4G/K].V"C7>'<@#18`M2CS#8[=0M,*!EJ[/!1J+G0(W8*^"9UPL/+QG?-S\]_4XV7EF"Z,`;.])

0T0@7E.L3&&6%+&B819QT#U8;IG_Z-MQ]K+8!^FW8@_V1.U-&%_QF<$-(D7FZ]P$$G_V CU9YBN,/(Z# MY++\;JJKN@2P.%-Y&N0<9[DIHE:48IH%^M1, RFB+)9$6F7EV!";Y72D#TB6NP;8];U#0-LZTX@X)(W> T*0/*@1TC<,@A[:,H>FOK @]\T0DL9 M)W,)KZVQ7$*AI32/L@IM[W'08X=4 +VHYKYJN&{)-F-R(,G00# M-M5-Y\$$&-ESYW"#WFY%%A9L=+,T-I1MP ^G$^_-5498=CT[*O,8YT@,..C[\O M->H&Q:16!2ZYG))UD_61SG5<8MX0C$E_^*0?B5QEE$A.HA@7QL@D(S+6^3_9&->>>-2M\XIO-"59? O\8?!IT#R6"A&)/.99 MP!-,XC30Y]:EJ5)+$6:LR0%-65R86+N5+{!MV^T?CAM-O1>7_[5I :,jW*!$,C.0P&CH8 :BI7Y.VSL3"WTT/76148ANC,+S/0@2P\$3#$.$@ MC4]#=%C+<2#0A3:Y!S.Y:Z=K3O!?-N4_I5B%/*0\,D-%&(_TL5GEF$G]465Y MSM)<%HR BJ5AY&?68"^EDK4IFJY;PG>-CZDE#9P=!$/53E7-AQ5,25UNC_WH M$-VWT_YP'3_XX"$G&'P-(X(17W9 D1,P9T.+W%9QTS[O:WE/2]$5)SW;B";? MH:U>>K'7>W&S6U$]PR@B(0YY+#') H:U,17@C L6QH2G&0%YZBQHSJQG.@Z0 M,%G8-KUD]R9EB; <,=&'<8$K'!DPJ3>,9(!AZZ='IJ#?@M/E'C@5_*@4@ MKR<]8D>Q4:4@.;148!T#=5439656WA55:I;SUYBA5R=M%@OB'5E+&#_!2;GE=-M-FF2JR1D411*A2F)M9DBLP@7(LOT<2L->1'%E"8/B";,HR;-$0HN?3XG, M:?;HRX*/=%%+&%X!?8;/M +Q)35,23@(!%0)/2,13<709XLN7@\|)M:EDNC1 M:V!UP/Z^.1!0/$_GLN-5.5N^Z%;KU!7M4FH,KOC1Y!@%) XR5.!,V8JH%(F MM8409B8'BY-$%559=2FXG97Y+81AV]=5W3L%-7'L{H6+OLQF)+8C545 M#[2B-9X$DZ^_$6\KPV+|\3G=EMN&H55,@B26(<,*!_K\ ME(L$U#S*%V=SIR0<8^,A]%(PHB!#AZ7RQYQ>)++#SD?$K0\Y'FDU>[!E0K+J5HVER_V6[WIBU.-Z;K M_9ZM2_Y.*6G,Y55*XXAGC.*4<6)"&P'.::8P#:@0*6%%&%J-Z0%3GCT'H^6C M[?M>=IP8!Q^OOGNR-FC;]&CD$!;^B&S#LS_#],BCS'OF3B,'ES90#T?/N.P0-&]!6!M MZ2X<=07"<1YRA2[@UB'DV4V!8GTS>_N'H?6ZJM]7.S,AB*Y?Z--^N3,M^_5! MO\F/K\Y0[QA#:TU;W)[*);>58AVH@Y:4#3;C';L(VY"&\<_0FK4?3[/-8WW ME$\)IA!)DH?]4(X/S92 '1A%++,?(L-JXHGMFD>%VL,!3/1-8TY6G>#,,#5I. M[\0=HM=WUO3&\=C;Q3>4U_K >*.W:,\8WRB=]I?QOOZMN1%=JG;SDG[UAWY[M,#0#?8V<\9I7FR_-U(C6C]I%!$4.I%0FF!9AC@F-8IRK(,4)IWDF0R[CS+%, MS86=F5^/PZA^SUYKFO8,#BIPS6XV/';#5KK(H5/P|\9G9&?N+X<\{)6W ,@W MY%/<@I7WG HG9IXHK^(6X,9S*VY:U=5GN=W5I9F8U(P'^'UCG)U3M!;V>5J(?> [ZM+G)>91H;5K"O)3M_V\V M+#8VOU5JOL6W[\ YRN%99&]@T8CENFD:1@@B?G5U1NT)"E_^C[;'\>YCD"31\HZG;J8T8L8(_N5W](OC=ST%_0G?Q2U0_->"L++3-Z\]SI"SU-U!.U M,/0T+NVT"O B*&R3G\OH;9+756F<6HY?7G&Q;N.3 @T;C4]?>*I_Q)0 5INF MI[XZ]*;L:E:[I.V3>@6:L(0G(L9Y&&ECGRJ."Z6D*3R7DL@PU0: FS,$S,O< M&7\'? LRQ_)>.A>98_BMZ7U??RZVI(G&^SN%0,%>W!_Q10'T>J5FI+LJO\XC/,@ XJH?;^M"]2/,.'EW=L Y>2)/AS-DXVX.JR6=KJH'_]<=E+1] MMQ4/BER00N& <9,34SPM<)*D9'"83EN8\+60&")A>ISAW)'2_^UK53C$/-*!PH5^(-M'.. =E\A?X$]>Z&O1.PL%EHR%&Z*_B#K[W(5Y2HR M*7!8J[T($Q91G M*L'!9G!/%@TP(^- #$2Z0@WV%_\PT=/+VG$(4R2T3*]=LB M8 R3@M$VO2;GB8I8D),D2]'C|_T =..D0 _8)S?-TCKX//NJ;&.G&<7]X@P M/CW;IR26=B%/"'G1CSUVK;/[6IN))DN_&8#V6]5V:/.F]KKC>D#P+0DQ4$\8/ M&:.FlZP(&(J5E@QYG@#,YL_L!P:@"?(@^O'0 MV-.^0\^[H:,^:ME XOKS&T_06MI+? %WL"SYABYO@'N 7U4>YEB8$U16VFL(Z M6P_PQ9L7<"71S0/J*.??%[,C0MO<%7Y;[NB_X9I%A6]--6I _>%(B)W_PY147 M\P=/"C3T!T]?Z/;>[#+UV@JWC=!GB>WO]T+O6HU0$*2@<[6KM>8\N_?DT8$^_M:AE A@.OR(GYW50B7VITI7W,+54Z,1*U$C*JGOG M)0X6@Q2W@A&\$4&E5+|^#.XMN 3I#(?3H.S3G2E12H? MO5B=? E_/W_9_L0IEY=_[?)/UW_64HJ4HR6!.DFDSY[8Z"04?02?DQ&)A__G MY^C-I"TLP0<2T0&ZX@/09'@ P^61BZ$#ZZF"__|>?RC^ W\!.RM0]QTO_W+ MSU^VVI,___++ ![___]=O8;WXTVK]^1=.J?CE\F__?/"7O]WY^[^+[F|SY]PO MW9]>_=7-_+Z_B)]EO_S/O[_|&+_ B2?SY6;KE[$LL)G_>=/!\.TJ^FTG]4?I M^FGOWRB_(Y=_C90? $<:)8'_ZMDD__!=__/33N3C6JP5\@/Q3^?=O'I[<6#+,_M%XL_Q=7)+^4/?[G4KU^F5\OM?/O]S;(HLZ,4J>^^MOU^"G_Y>3,_.5W Y<^^^ MK"'_Y>?R+5+43+6@A8;_^\'O_7)-X>D:-N6OE9^_Q1!.V4OY.OYXOX-W928#U3!J9')61E%\0Z60@'F,NHH3+>@FZ4?A(;;*_9" M@6X7!8,DV(3V\#G>1'":^,, ATF++))"7.VD2'RN8N_2_:ZL:.OH&"K4EI#Q G!Y MO/ZT^GTYKBX7K@>2*AJ:R:PAT)8P MT9V-Q+OWZ]77^3+"3(3,G2OO1S+BT>@B^E:077DG,L%G!H.H"(Q:]_=#\.W-MG-5$VQ)$W]\V6[_X_^:GG>_DLN):&TMH9_RXR\1B.$X\6C]K%83L5#Y W%B[M'SP:OOBL)-.I;S\+#VOP'=U6^T0!@V\&@2.H@R2V2,9+SJ++*S&<1A|UX[|S6 M#P M7W,>*K{)55Z>V!?OOZR6EU+J(8!=I M(@F\3RE($_0PBW!CN7Z*;_C>\G#A-,+I7WV+7_SR,W07KCP8)J2P)&>1B%0 MQ+H!AN\D!XNRB7#@G[!8_/<2@]V/X#=XCJ4WF\T9 M'F2!!2V4TD12RO ?"5T87X(,SA0BG'ON:X2,>Y,O\X[F;R%K"+<)E/QCM3A# M\:RL!U!L6BF*)D>^AL*FD=$6.:C%X/P\ F.0^1UKB!O+5LOW2IYF\?APBS M"31.^,PA M.*NBC+42:*X6I0> (Y[\>#Q=D$SCX>.(7BU_/-O.E;#8SEHTP H-G[W2Y5)>1 MV(CFSF]1%?/>,SJL<,">1?OAH.$;R*$"_:(KTY@_1F/O+^N5[HOO[Q8G9SZ MY?>9U1;R3XYHX4M %2SQ+J%SY#63AB6085AL^L#B_7#1\/5D++<%.C(\W,;^/ MSM(<_\;1=@N;ZY[*A'TB:OPJM)N9&CIO-=3(RI%^__M?RB4P#+") BV_17_\K]FD0:9(B^%C[25]!P=K!!] <<6M\^4V1PTS*+U)Z5=;. MV/"]Z3A"\/\(%MKOWBS3/#MOP'MIT/?ROA-.)3+8(S52. Z$ZDE Q.UIS[5 ML#@WE^V'D/9O3P<(LQ&[M59VZ]%L+]T-$PY>E-01Z,":0@;"JCHKSTNIS-FA.V3.6B*>FA._2$0\N$;J2 MB0:8128KXF)GZ7[(;/C6MQY0)!871\A!ZK@HH9=5-EB!A@Z,XT12GA#4I6F0 M.C*A_Y2!#;L]OI%GX7%/+Y>K/QV%CTM'18B08#R\WP" MIZ(A!C&KM1?"^6&)6W>6[*?]YF]%#Q7BA B F&9OEILY2OC3.KU?(?USV+Q? MK^)16IVB2IS!.1AE->>|2%Y.*D@OT!E.GC OJ4<7V%/>YV3 Q=0AM$.3JJ0'(4M94.6;\L%? R6PM.TZAL9! <),TV@/!ZOCYY MDV0I8]6<4BZO/,/%;(IYTI>(I&:.>#\]@(@NNIV" S.EYNF0IG((#A DBY>YR^. MWWT\?OOFY=&G5RL/:7HI.[%JX]_>_7JT\=###O;!'DQ<&^:1?J8AG[T_MG77%NB7:..\ZOYTN_C'.,]U?G3;>N ,23CI$F0:(WGDB,!HD+"@C3-O@AT_/%HA=.\V*[N?S}]99Z"EV'6HG+-8XV&]ANKKC4(KD4@BL5$Y]M MCXX(ES!\,N@@.<8XP;,2;;.- #NQ#+UB'8^86(=-"9XAF[P7)$##$W@)47?O/E M:)G*OU[]G|/Y5[\H+W-'VQ=^O?X^7W[^AU^=@A7,*4F<+/E&D5+B.&0B//KQ4OH4]EM}Y&XC0!U'BP&U-#D[ZZ M73$88^DMM_D $7!7{;OCYY MDO8'0)C2=",2X%\;I46GA1H@6E28X0%>:OE04O)! M>'N GFD'LQ'54OV$YJR\[UHDG&-=8$IVMF-CO<<.HMLUV-!H72+\)C]%I2 M;H.%\$\E #$> [^&4S]/K[Z=PG(#>* ?;[_M^H;49IQ12V-6Y0T#/4^N&/$"K:FC*2JI-?ISH9+L0ZQ.#[*F:4<]GO&IK8D& MP/7Z;)DV:X-%PL/ZQ6)>',29=RDE3DNS[2!*RB40JYPFS*#P3%+"Q8<*)PX! MTSUD3-/%>CSP#)5T V"YB?1D10Z,,?3;(@8.K%0)1SI.M M2_6RB1%=FX.E>S@T5EN_J B-=ZMEO"41RESI4N")*66&DGM1"H>ZF]'D4X*4 M]4.5_X>CY"XM+01:%>^*!@JJ 7MR?JE8??R\UOP&_A01MT=Y]_P9"W\S53* M*0ID@8)!9C1(8E%B1%+E6=8I>_-0>NLAR'F0H!:NAX;J?#66 AI T_OU"MG9 M?G^_\&7L5"IW7]?E7O[=X<5J4%W@ZQ+N\WR%*A\)$:YZ),.D>;,9N@A>EHP M196Q5$W\#4#I31E_^F.<>.%J&#[ZEM:'KE\'IAP M*5PHU/96A55T<#S+NB.SH)/E%)#'!+9'2E M'XV.3WAT7-_ M1E%1 Y9GAZ[=*V",0; >/2]3&A)ZW)'6L$B4'C:/I M_1 ,HHH&0'7YN/O>?R]O=I=7H=9F$94.A+E@"O>#)"%YCZ89DL)?)?M@U=*0 M)_6;E#0#ID%ZWO.B/D#H#4#GUK92>5? \ZW7UZ<,;;K$UA? MTM"+/7A+COBR\L/-89F[\ S^5#9S4%)C3WHFM9#'PEAU172 M ,C0#*_/fMTM,6FC^9]Q+S+0W1N.=@!5$ MWP"&WI;VKL?Y!;X|O\IV8M%[!)0*+1* QLDZA].7 ?'=-> M(8V$G,$";P TEP;T _2S9;IC1C6G A(31'5S+C4O[?NT)BD+)V4/,;,;1 *[@ MHFGS@L8ZT>HHH0%(W6=)??0F2$Y\2&7C4O?[Z7.H-H1!!"\YU>HV4, MC6:#!@F[K6O,>R[Y>4P.R$<0=]H@' W4R]NH\AH5P(*"M"LZ9$6HM!JF0EN\]!!<$\M[5-V]-$-6/6 M*H.LKC8:@-?;U?+S)UB?E-CC,O28@0A.8-!!""W3I&U !S&;130U$ICW2&KM MVZ?!Z&CFMJDRB ,+O ` I\TF9HIBA!)-)CYQ/(-C1*NJP9/$O&%2 M 56&SH[RS=S;#U+2/UE-&_ 7E 0DSZ**("D@0&FU)Y ME!#+@:28@HZ<*DBU*V '9L@IQTDV'JHJJ: (!4+V_7+=CZ,S#CK R,1YLJ4PH M5;I1$ L89=(0#8L"E+6U@[-[RB)BZR5H=#V=A^MR\D[@80LS/IZQ^@=\>SXYI3 MP"\BK_,* [7V1I^+*"LDB3T=7;8[VB8>]DW%&P,DC0#0#E**4N+]DOWOMY>K<|MX4_GZ&/-K*4B4:?WHD6!30^PMH"?& MLY.S+B.O"R'+4+XU? (*E9OX5RNRL$WB[V132NN/\R7^;!66,X]EC9%K:PF51-MDMX3)30:3B$DW#RU#ZTGDCBMMST6VD944P,H_ !;/U|">N772PP<-COLOH0\ MCW/T(T/(TAM-8NA*A6T9GR ,H5D&4"EZ7CW=[7&JIO7!1\):964T *^[@IKA M9E#)^41 45ZF_GD2!*?$_:ICXI!$J YGNU1,FL TQV@L8ZT>7BMM9,@ D, M6$WY,WYYO%[]#W#PG(W[@Q&..IU(%E!F>B9.+/X #5'V',,IGSM M)\TQ&_<_U-CR:+%8_8[+E7:IKR_3Q4&$SC3S+CCT"H%1'137P=>^'N]'V=3W5B-!;T3U-~Z\PGP1V?;+ZOU-M_- ^09CRZ[++DA(G2>\SE3()EK*@7G@CR@C&4<%VFZ*I,[F>%62#U-$HN-YL M-F>%$TY-J1 D)G2Q3P02HHK$&LI!"N9HJCW<9S\U4U]F30"J]30**",SI;, MK5^6=E0SOXVVOA2_66)E,B.TX!+@$"|<'!U:Y^)0A)4]]=30"M0Q72 +YV M7]GV'O#&FVR]H80IH&B#A2'.4D9\21BTWM,,8V2|/$\+6U<=(^.LMF:+;PMJ= MB'*_7$0=:@J6I^._^_$3_O/OK]Y]^GC\ M^OC]JP]'G[@GPZ]A]_SU:IW\'THKW3_?IZ$< 6ZZZ(&;QUW'(3(2]H=I89X M;QAQONJH5/+9UG88]I R_!7YXH.?RN7N3,6H8Z"1" VE^0(R%H)F> SEY7F M6M+;K>-O4C#MA7H-?=]].CY8PA,>39OUMG2Y3V=QB^X_K+_,(QQIFVIFS*CH M*)ZJADJ,.C^.6[55Q@1UTX.^ND;%OI48>6PI0XZ]B4-L M1?=:? <[!YN7JO._^7L^B,B-9ZHG(HSCLM$^BE)GAJNBRCS8+V.HK]D'&7@&G@ M44>G=P$R4.!3CWS\:!8V<3T_[<2_3)_6?KE!2XJ_>PVP^3N.V0H M)-SRL\]?Y4\83Q9]- ^YTLH_YGWT7FUR> S5Z&I,\4Z-ES=+_.!!LML?+&[/C M+CIE7'(DK3810SAB,Z.E=Y DWHE(F)*",B6"8;P78'HM-\T+ZTB(J2_@<]+@+G MJS.9(PEX@[_N<2? 88\DG)8^D,)0D8I0SS7NC]#93O4M'(V_SAGDHE M 3< D9?SC?_|>0V?._$?YP_P%99G<.7:>XFRT=H0E ,K|<+<(CHZ"<,F5,$'"% MOFU2!N/E$9(:<7,/U/AJ//$W@*8+\E^CV. [KZ'0UJ:G,V,#_2Z5L(3OC<;.M'7SIN:.%),&%,K[%&L$U*5GN>]VEU,AR?_)9$Z+NJHPN9/Z/Z[.&H#EBQ4>[*>$ MEJBR@LE 8@3F*\TY#^.L%?$091R>K]7;^[^G,\DY!U[@"U;48U,]<'$Y\!T*#E4S:.M;).OW==M.-?3<KD*T+D?C, ^FQU:1N_FX6J1=;F\SJ7Q@AME(,"IMJBVZP*7? M':& %D#P*/'GSP'6QPB=UE(^$SZK;JMI2,YHY#%F4"1+&XA,9?@'RHT RI-J M;=US M6>1[:=FVES>YP37D^3>0&W>7]>KS>;]>I7GI0&L2=$AK1)4F>P7$[&> M>710:)#*6194{1>XG>4;R?>NXZH=*M8&$"5R?75MU-88EQRM6.L\-8Z!+3G MT,T!14:4380Q#S9D0V.H;5+V$M-((G<=M-01>0/GT0=4 Q+P!8WB2S2WBU4W MF? R"]YDT1DCF*YEQ1,ZU#5Q=Q$2FK UCUT MM^&YTSYS*$5]B4PI9QCPZD $>@#HN@)5U?O/#[UO&]U<AP;5TOZ4ILW="*W MZ[.X/5NCA%Y\|>O/W;H.J5UJ>F_^@UNK-5)D5W'WJ459RQ:IT.F"@XR64B MY3*7)"%B!O0PS>U;ISTVI6 2IBV/&\&./8\R&K!===V0W0W_\(R;1(<@.;9& MZ=D4RW!L*2 9EI.MG5!SAXAI2^+&L5/#)- W2'=5UJ|.9X0FB58ID53HFQ(S4 M9\](3E0SCE0H6GOP^#UD-%(%7OE>ZD Q-X"4=ZOEZB87E|8Q1,2.0AI"I=3E M6E;A@2_ 88/:)U17_,E7W_O1%D&QY34GU5WG7*9"CN+DAN(+),@ M%"J4#*NQ.7UJHD:C\+C\A.(W7C=?#;BMH.L)Y7+%/LX%]A">5)RVH' MPL=,6&GQ(:5"=\%XOQ*@:TFC=Y36SBO<0THC5>8UD3=,W W8S7>PW7$8O)!! M1,N(CSXCY$T@CJ50,ANITQFDKC[9_ 8!C52-5SI;#Q9M];DL@'V91^7JUA& M*ZUD4!K"5(;*/EGYO@O0'@4L5B3=@46[S\:O? MS.,,KQ:4DD8%89([P0)R6+X&@+)3(=],NV)DV'2$3/N.7$?'CP#GZ0)O$#4O MYXNS+:298,G)('$A!Q(R3P):H HZ9ER+$"]GIN^AY1!'XZ?!3F"'+T!/P3 MYI^_(-U'?]'[PSOSDJ-XG&^TYCE2F9.1F%*5@7/ G>$MZ5AH(D.BZ%PX"7 M5\N_+\50:^]EFZ6\:U0-_4 -(/#?-6H0D9, (MRSP0R9TF0>.6559KY2SGP&NI M4$\B<-HS6/FI?:OP #&6&T&4BQP=6R0)?TD1:,25*2I0 MK/99^T02ISX#6T!F%>7]2$W'7AS_ ?V'5WH]>[CFW^\>GO\L6KOL;L?'ZT% MV2-\U)\$TT\2>2 M6/>"BW/C%96,9 Z>2%OOUZBMP; M.#G[S:E\7Q*&4&_;[7H>SK8E->W3ZGS6SY4 ,PW6"H]Q&2M/5YPX@#-,[4Q M:!8@:95@[T*A$>B/%V,\U"ETW3#$? UNNP2]*F^6_K1%\L_BKGR'+++(Z7'R&> MK<]GD*WGFU(YW.4YO8?U?)6NQF!*)JBPAA-T=RB12E#B@@^?"0<3DI"]CR)X) M\T-YF;CH/9 I@]MPK#OU?_I\VIO/OVOFN'0 M/5\? +1YZC)/Z =$#HSF3IX%'KQ!\.2 ,DR">>DY Y,L,Y!RQ#!H/V&5VS:C M<54^VD14RME$D:"V)@$2#M\'E5'_P:SMMF^MCX9$FSD^1=P.'W!7UQ(M!G6UQ-]NND:U7H,"]H\Y2"*3TN>1,"H$X=IZ",512-8.G1\DJ|$L';#!?. 9 M+/8&,'2+AXMVI:WC,9(.H2HB30,2)# RUD?I7*!FE3;OMY+2",8&.]HVP^Y M@Z7> '1V9FLV1+#P *&"SP1M,1<9YV9UK73ON\0,7'"R'#% M[!]<_>,_GZG9PMRM"Z?1<=%XQEIP4WY?W..HG& M64GBHS;$.2\@@O"*UQ{5U9NX:2/^$2 VBE8:@-L'V*)L(%VF75UP85 \5DM- MF+6"2" <#"4EYHGWPV3^A0_76TO=3,FU;@?1 JB#OB:>HO#C?'"7U1LX0M^>7 MJ,?Y**W.9SH4QY$:&UE6ED3 6%4FZ8B7>'Y+%S(+'*$#/>P5FCPQ4Z4-+(Z[&-MA\=DHPB|<1!= [+1@5J6>+GR\$2&A(*3UA*>@O&,Y61H+\]I((RF'M)37_M/ M@-8![F<<7$?I?Y]MMF537EC?I*54-D0B51F.Z#3%XYH#14{]E&((V?2Z@QQJ MK6[1U2[@#L'$4ZS9$ 4UX%3=DZEL,WH&!B@17>%F%)I8/-R),D;#\4IX7KN* M[<#9+N._PU6\GCQ,P U-!&.&-?@-O(3S?[]9WKW^_[|.+%ZOUK_[=9IY0:TY M'\162BJD=L254)9&E2!;GIBOW5OWB20V:G- XH:$B'Z9O7T9E!-HLFOW,QP7M6,L-KC>$I YR?HI6#$?,'<2X ME],;2@?A.5G-@E<^9%N&LP5T3B.&NTZ7DIWJ9(-4V?K,A29WJ9@V)GQ.3 W4 M0#-(NNBYB#OA8IDI*);.;Z<);? ZKDI.QE;-\7;^V&ZJW\'OW1^A MVZ&XY@PM,^ZSC-N+E68;*$-NJ "O)(8K]3WI/I1->Y7Z[$;OKJ;:Q=|_.(. MKIDRBDG/HB%22XS)K2I5#583%WB'8""SZD,X>A$V;6.I!M W0$_M@N]\2W6M MDC?=&VRYAQ0Y ,*3;,D9,\:H(RIO:F;KS|H^;L_/.X>63:OOL$ZSC>0CI;I RR*T,N4N\UV/8^EG+_\ MU=^6\RT>$8F94'(2>.DU*0/N4"MC(L%E&A+/BM]NE+6G*WM]VJ;MSO<VB^Z=!^G#2)NX@-A"]5R>GB]5W.)?$^[-U-()\OU]X=)?PR#'>&X,2%Z7%FDG$91'0 M:T\@192:BMKIQ >2.G'#L 8SW;:=R^5,@[*.ID!*6I8RJ%L3"Z!) MM,%0ES-(>*8KT8<)[8?7^JZ[T*B*G-IGN';R] KXE[P=9_S!:1GUM5B@8\0U MM2E08E+,);U7$&]9("JZ]D[*)2&WEVMP* 7]8/A#/Q4|GX.>#D-W#L,E?"[I M_[JVLX/<'K\TKD_LRTCYNZ>&#-*/47C[XB@#'>.BXR$[I6,2V/1G=%*C'*+ MVI. ^?A#]XSPFC.&V'PV9W=DP"R\I4\(%%#A-)\,1'19G"<6C(800_3+[*\. MS(Z)?KC\XSPSC:"TZ6%YZW#8?T'WV_+W>5=/!M8SM:H#&2 1"))%\| M%I&\MYSY],33^TD$]$/@#_W&J&SZ:2#@Z<-F9_O#[2F*^#\>0,^POKK/,+Y M?OP ^FV!/\3[/ M5E/P:&"[#.P/A^QR;4SD1'B3B/2&$6=,ET]>6H@R?W _H=X-GM. MY3: Y9O=8K/, (G$"' FZFH9F!' .IG& MJJS@LE3.14-P6Y2T0IX)_LYCD)="\N5IP8UR971 9<4?Y\GG;[PFR^O%ZO?KV>L>RJCUU:3[$NB;Z.> M6:HU<8F[.%FH&&I7?CU$3P6']SS_7KU=8Z2>_7[:QC3O%E>3?D^MOWU _N MRY<24(%;(3@&^KI4B,?2)7[B-%_E@E.4,I5'M_R="H;]5P=BJ!WX*@QU=6 MKX6LY? FV\Q*38DD[<,3;,L#44T."S)YHF8T%886%V@V+KE>.?%D!CZWE51>@- MP.7&94VY:5G&^0)N1!N?5D\5)4ACJ0@49:=C>1*/Q.D0B##8B@^%"VNKC-,;@ M8]J*V&>&\.1 :& S7(YEO7DK.1,2\3+!A@3&4+:.N=.7 ?Y(H$ _<41<%C]?*Q M>RF9UJ9.CY#;P<9P=34 NJ.3V3}LQ@-S@7-#M--0GO9D*7D3I'@O23HHF#')U M:- YQ;X9@LHVV>O5B3]JF[2OO%1'46D+4(UQ#9U6;S!XQ0_R]GX-)_.SD\V; MY5>XT,F,.^83A4!"J0N2V@7BM,Q$\Q25"-E[FGL#]R!*I^U,T!Z,QU?WT#S' M"BF._9E\N_+2IS=]@D5ZOUM<,SX(3/]J4":.76$YE4)Y138)%.5N&SO?M6\]] MR8Y#29FVI4$S^)U K]/CN\/]:GE$)HJH87.\D)H[K$O2YIHDM<'\.TD%VLRT MR3']F(E3692]8T6&VBB@_L,E%)3VCM>_]'R5JV@8& MS8!S'"5;,QO?K99%?%?B>ENR4EYI*S>X,*),.MCZ7AHD!^N+0G4*D)\ Y3 M08"BO8SA0ZM,W$^@&83554<#]N[EQ;+G@OSDOT'Q+/#?+_ "'78A-U!! MC1K*]VLX]?-TZ9)<'_'HCG3'P\4;OZ.9@XF2^&[D$U=X(+C2N%U8:802++*C:.MS: <.H]2U$0 /!,WJ2FP4K!:TUX?-.5 ;:TXPNB2#:&MR$R5/B-$<.(4CKD)5"-MUK[?24=9:[,?G@F,@Y74*)@N[?]I_[TS_G)O)RQD AF91$8F>#>ZLS$CFEGM*.89N;:Y=IW'HT2U- NWAF8_F0U33]C:X/D,ZYCL%^?^[4QOI[$NOZSE?11,F2. M)%-*&:E7D0P$H%1FS#.T'Q)OQ4-I:FUR1#/A12Q%-LDD&_>N5ZRlGW&I K9 M'5%:6@#N4"-)8$[@AK6!9Q!9B/&-YQ[B6IL7\5SG=@55M8G!RXNNLW51P.[^ M4EE$DW!_&:XT[Q90TA.K("GN)6,]*6VM%@Q,I2E&[%N*))+8V+.^*9 M(%E/;0V@LG_AW6#U'Y[67D M_]LKG?>9+;^1)*>E+7\:RP? YD^-PN,JE%(-F\EA* M)"7'LB+4'+1,.5YW1*5@^)]#79!.:5FYW*1A=+:.GE%VP=L79B]7Z=(66 MO\SR?5HDK\^6Z>.7U7K[*=8GNQGRPM02Q-\38;PM-9H>I2LD84#+D"M-.8IK MEW\[@(HFFPW41N+SZJH!6*$Y7$2!M7J/_^ZW9^M.A+C3G\)R%B:92-$WMPQW M8M"6>,K07W&9"L9"D,+V%:IT*L>!Z7/K;N4KA(+L,?_0+>"*K>##@1J21 MY,Q%"2OOP& ^D90-PP@OH!KZ30\;1L>T;SQ3 71D?;7H=>XI$S+!46#6D%1Z M^\L8,8B$DE4E#(V46YK=Z]G@'*PT=YTIO8U*ZAK^BD,5[SM,+WWZ_DRSD_] MX@.<7C!O.RXQ5W8/1;A2]ITR-)3F M:=]GAN^SZG@J0_^R_O<-WNKWK+0(#./))I<>KC*0$(3;"2V7"F H1^X[)> M76K:-YWG/+K2KV)K*[1A\%>0KK[??@G*-C M;"3QVAC"HTW>@+6:U4Y+ZT_=4\X4Y_4=936&"!?PE=8K$XO6]3,)J$*5GN)F;,<=3*X#5%)&^C:<1)>SCMQ;<_6T'6! M]3B]LWRXUG8S-/+_]MZ@$^E=^**V0G=OU$UVU!@C?]K+MM=ELD]\U)659I=B0Q4Q*>,GHE MB3'"O8A;<[^[;H M3 ,/+&3));M]XC^=RFG?=Y%]*Z.6NEHXQG=L?YEACWS!FS(UL0P,#XMY;Y(M5YGL%),-.G-'],QX (!D)"C)P_PG)>&FPM/Y>5?(-(3]9239%,E8FIW.T!L%QR0E3)7N M DJ6*ARA"56)"A"9R61'=.+N):K)=(7G<-F&]VCJ*Y'=H*AP<\DV.PQ&,6;C MJ*&Y2+4[ZH]/BPHWK[!!.LY1I#-.HXG".!18UD3ZQ(E5TA'0R8!'AC@?_GA M7]+.S!AX#IV7$A74HK6TF#HP=0HRJT>8,YO73RVZLY%@JU0(*_M+:,]0N!D9E%]E(C!@,D$IG6[7?? XIT2/<4>'\5MQ-/(\=JJ-V#.;Y>TQ)Q,'? MX*\V*.QU\6KYCWW74D*X-8$)T@*.A$IE2>Y\%WH!<:(D@R!CW3##[=-F$_^TMWYCFS/#H@9?(LD=;B=@T0"/F^X!(/^&&+)7_+ [4T7_WBW+5!.<[CMKQ[;IY@.MZ'?S!SM_G9U>#C9/]F'\.OU=^3^'WYQ!K,0%+4YR?+FELKX)TNA$V;5U6^_BZ9T/4578#"+XIX1?GTR=FR;CDF55$VS)Z7H,A M5AD@T2MK6O+3WJWK$V3%NO]<,A=+@RFT/D]4B460R69K"!!);+/#W*2!!@ MB?),4^Z]-+)V>[U|M$Q%Y?6#X_)E2>Y9G=+Q/<*MGOP.%NFR^2C|EQU;-S.J MG,IEC(\5$QX5,2"\5%;,U@:P\T=|^EJM OY'V8C/#\&KBW_WAV>KKH MPFJ_N RKWRSS:GUR#!!+@0IO04>1$9I2$YG0T;?*2]{U,_^#T+EZQ\&>\$V. MT#_ :K<08BFG \EZVH'OOY^D=;&=:)<=3,A@[%L?(0'&1?"'&,VVEB8+*^D,: M;Y P[>7 *&J^4T!YN,R:@Q)^.3_P.;PL%,N$0U#Z4XJF3N>'0SK,RETZ;(M:'I#OK^H&=X< MYWVI'6T205A!"94F$QDE^3M-0%NG?4E%5OWG#;3?|&)Y.-H_/5,A2RV)*Y M]GV=.KNQ>HDH-2*TFXD17];.77FG+(2DRK_N%USJAM'7^Z4]?H%2$^N5WCU9\N_DX_[R^;6&9 M*K7<9M!PT!E.1 M1{]^M;3=!'(7"&0E&!B,J6XW@.R-N\=7G[@?VA2HJZR2:IC[SU_NZ. M_J#[MH^Y/RG_U^?)/Y=^_?7ASX_N%USAM'7^Z4]?H%2$^N5WCU9\N_DX_[R^;6&9*

*M(/T\S'>ZN\QUA&P#Y)C&H1))](03!QF@5@$)94N:%]J\E^:H,ZB,?KSWXY M__>5NX"?3]UOT$S/T15^OZ._2P_C)6SB>M[5SYU2Y€UJ9PN:2M.!RT?:*X09Y3UR9PDZ_^B662](''S$0 MPRAU+B*^JG=0[TG:\(R:!Y>YAG)R^#^098"(QJ@H>D\\J0D:\2W=''QE[IY7-M!(T8IC$P=#=)9@0MM6AP[HGC#S$^]WUFL"%ZE+9*1NF>=:[/.F6R1A4S(D Y M#!!XS''\0%E4I*!9UF]I^\1#](QP2U'2%!:KS=D:KF$ME=8)0!''2,4Z1 'BX M8QQ$@H]" -'TS-P'?0|ETY]>.DCI<9TV5"TM6iNK./GOX MGW2C0 \S-O=\9 M;&\>IZZ2P.E:Z%K'US RP]<$PA"FO"42"4Z"=91$;?SD.CFK-L/43/4(-S MW]+W_?4472KIT-QC)''%CQ#(:9]*#9=8S'KBI?>#W($'3FI=]N+AM7NHHH46K M\O'+:KTM;4.OIX.7@9'W)]P>8&V>]/W!5NAP;BI9IYUURRR'B_G$V^\?(9ZM-M;S:H060 !88NMI"('!5D2:YE!#UBGK.2U(C:W?WZ4S<\[^=JI=+.O5OK[W!] M+]B65ZL[JR[3"UAO ,P\?95LT*/-!I#&>TYQ;[F3DE/"$S \Q;4CSH5$RJR_M8#UUPM>NG1B+EVGMY4A(O9MHU 06C2\^{X#K"Q#R:$##&GO6@<:#F[IZ] M"UTW\$I+*,LMM:3941N)D1WSBD1C/?,3_"2'<8U+JL]"@)\8BI'Wz!+//QY(M--F6:1:.^)"=A(B^@Z !MQ*/8V+B2U+=4W>>"VL*MT6+:,E5]>.BG75O.0 0>\ [#G2X(-01*JUUUWX6.C9XY:B.ARG@BLW.D0+2$9;&8@*@TK?U$5=%$7(43 MEZ_H[X)8.JHXB$R49.BC%I*X%#T!#ME&$;B"VCP^2-#4M]7#4'GE*LF^Q8- MR/OUZA2=I_(07_RJTT/-Q!W?&6P\]>NDNFX7.C]HN0@I*QV#2&@B2L*1*4 MO*6<-0D<%4VU9#R9#%;5GGOX*%$5&G7?O\|!OK/R)LJ YZ^.94XJY9P$JA(! MII5TV:$21AART)N^:8U.7?S'M=0N(*]<<&[X*Q(-M>$95WK%/(G"H^>JUV(ZO+Y0U (]@D9\PBK"I9#VCZZ]\DB8Z":YVC]6G43BM M"1L/6[?-V8AZ:]&@E0LL-!]8Z$.,& W/S+8>#"U"5R6355;YZ*?I2.& M>PSIF2DS0/&HXCR@(VT!5,EVS'(>4.-T.V(MXL:.E=9L386(])7"!6(ZO(M*<>>@(#F;.C^T[2%E6K-20?^W!4<-D;=H"+KZB3(.^)&/Y$] M0EDE6W''^Z6N.:(O:1'TJK1B1WI367=H1SF2@PCG)?>U:I)L4#.ZC<4=LIU9.MN!^ZCC]5%1&@*9$R<.*DE"0%RQQ$E<#4SD'H3=RTIF.)NYTSQA%?2U:DN/M M%UB? E^N_^E8FB4'I:7& ,;G_0X/M20_Z*IF4G96N%?UNM5R=MP=.:?KY"EM;. MEM0.XE-$9 DGB'-XCD ,>!9I882OO05[$S>X#*0LM/OA\T7+5<*Y^'-@Z4Z]QCBZ:M%,[304.<0X M[? [G@TW27E]J?2$V8+D2EM!D \+/%*V(3U01_%)TR+M T6O.:^A'1 M-9 >27V#%+QCGG 9')%<*Q*\EB1]Y<$'C\%^[8%E#]$S=3I-%;<05$,M R&HVW94C.0;BXK\ <_J1]#P65K,3YIZ]!0!T5VB4,BP4G,I?1A11#9?QI00$@-M9[43UVY2,-06O(7-!N#X\B@[__C. 8:'8>)\X.E)0HM0U2N*FR$2S%&,2R"6O MW>CM88JFM0<#M'_;!%04?(M&H RJG9JG"/IENIH*>FC]^T.?&VPN>M-:R8;L MK'=T:[W!SIERDQ^%)%0DP..@9$,:#'5--I!IP,/ UG[7?A*!@[OZ]EGL>F.P MK#/S$8A13!*I5=EN-I)(0Y0TAF1-[9.F3Z-PXK$5IV'K3L/=\? 36HD'K>@=>? MQ>W9&MD\QG(3=_$"!%4UMM9H>N>O"@3E.>9R@N>8AS-@5!-4.?9EJ$B MJ1QG6G$4=6 11NSE9.^*JS'MX:*\[!XB59H0IOQ)BDTB# 8++/\- %:]PQW&U%^+QNH=;-^N-F5^Z<(-XJO7^Y=?+\A[_1<3U:ZG6.4E!3"C\7[(/Q";#B(K1"HJ> MNT^UO9)]M P>)G[KN]>[P@#/ED=-.,B2N%9:$S/CB4F)4DE9Y+%V"?Q>8B9^ M\ZJ!@SM#O:L(OD5S]*1V8L_6)FVB=FE3M4UC/&8&@1$$ L\T5;I305+$62&C M#$HI5_L]IW];M*YHZ,T2#VZ_>'\6*/&3%^T7OZH6_3[;BF M5M9Z2RCXTID&8AEWXT@2E&&\ (XR^;,5@3Z76@00TVIWI*=''X4;!U')8NL?H M/5W8D,/WR%:XA_A<6]+0"GJ_65'+_29LJ#E]I'XF]P#)2$U.1:0TGV-M7N008C*F=MJF!+*FI;5<6$7WCJ:0!G.:^6:W?=\.]/T!<^.VF M'+K3?7(&%@VY1&D86^[U1,+8G')&7 S",*>B$;7=BJ?2.&W/Y9'0-ZJB&@#B M:?8W%SO?63&H9=:.9 RFPV%!ON*Y]C)E%$QYC"+95K9T#MIV;,,7TC@:N2\!N MT6^,TH%LYV? ^&V9("+QT^?!$^8")V6P'[%>)N*C',DRK7FLG?1_DX)><-$_M&%P&""EJ[_[>)E+E/>OBU^7/7^OOYEO-[>/!L0H %C<"C):%)D1)&05T;)* M&V.PD=ZN5!OCV@\@HA>>S ^"IV?52 /&Z?ZIO:\MUX_;\;TPQ<%%88+/Q+!0 MN,5C/61&2;3)2]?02NO:KM1,/.YQ!*.5=2X- M0 G=!)A .7KXXP[67Z R4,6LHGIX1{3)UOUWL1C#7W@+-T2O'(^$270;T&,JH M59D)]9$IZ9T74/O1]F:IB^\'P1WD)\>%[=-0#2TOBR5 AUM4,7PMQ<[ZNZ,.+9 M"(@1/53,T*$W] MD+4NJWRG+=J=-G\73"JJ901F" 59NBP:0[SC@C#EI(A),%F]IO @0OL!\4=[M2!A?9PT L' MMQ_MM6$GJXU?',>WJ^7GCJES+MIL MX^(I=2TM;K)_?VY+"LBFLPJ-L?8B&E' DN24)5#"$PZIVJ7N8S 1C_.VC/ M$E/KNP'(GY=8GU=6WTG+ <@"1HR_KNN@I,4IL#KHX)>"HYU'IVE6U#Y#3#X(_MVG-%+?E/'TO$]1F@=_L[^KAW/5L0$6-OI-]P0Z3VB02=(@G)*I8P$H^F7Q; M@\OTR[_]49XA*HNU 5MS,1X7(Z#5YY(4?S? AF.I$D25/8BQ9,?@)@ WA#K@ M4G/E:*][VO H4?U0!;.]*M35Q=36Y[YIRV_G'O]LOKUS0FOK2D#*(R7KF$@. MFC@A#5'>^1# @]|AAS]9=5^^/11G@?&%7H(HHVE0; (OOOCUY[LG,Q,8STCK M"(UE#D+$>-DR*T@PP:N4H[+5!Y ^3%$_>/UHE_X5M= IEZL-MOC_-'?<_-7 M^HN =2@5;U,IB?7$)N>(C8&BKY>4C[6''.RGIA^6?K0;_$K2;P!''U A2$!) MEWN)I_ABU3U$7/35O+S50W9<4)2DTA!+"B'1*4R:J$2ME)I&,6OGF?4@JQ^R M?I2K_;'TT0#$NMKZ7S$F3:5F&_GHE'1\>E% ^*9+C)I_A?(<=IE=ASPPKP*] MV$624H)RDR0I0W%@(2ZVK[[63V^"/=MT_MKX;@.1.^@KKI7R+#HBNF_*X1 MEZ @)4NDC1BNB-)&& +&PL8;=#*U*SV9=4C)/6#VHIVZ5I3#PW ZJK+(]WP MEW.(C@? B7988_G)-O*:)@=#:E2TFF)M0V9_MHZ0>D'^[RO8;D&T#0[98TMID1-M+)3%D_]X*TR4K$41]D\!*_HXP#K^W/;T)2/SS]:#?I-?70 *PZXWJTV:SB.MO/1B*Y'DNJ3KCM? @<^(";3ZU%KV& MH$L"'")B-IY#X[35+M,[ZDT]H/FC_8.,*JF&D#B;S]?_\,OSN#OX$O_RNN< MS3N,@;(Q)DFBX:EL,45|>;VWQK@DN4"7I';>4&_B^F'O1WD]&%>:.HV1NQ5> (Y;N>R>ZPD\V18 WH"\F'1YLF1EB M0RHY,X8IB)"]3XE/4D;_(0TW_C/G]?P^2PN)N_*?,SDQ*^_'^>K=[/B=]%B M*#L=HV61:&LMD=%K$E(L?:*C"49(ESQ_S!KU7FW:CGICHF@<@;=X=MW3Y^CP-MI/+0E>>7R=N7E5>E M9O0B-:E$+YO-V0FD6X8Z0LK@01 ,6DI+KF QBI&28%";RRBI@&H8#;%56)CV MN'T&,#^_HAO ^4Y93?>6FR!?_^1V4<*5'#;O_7H[O?UOGXH[HQ1=SEDQ3JCV MZ)^P'(MF@'COHV"Y], ^O79PW+D?3-M(=;10_14\\EN%KE M8C_<.!8N!)^.EQI*C[+RT-)U2K]]3CB(/)2(Z(Z[t&<. .6*).M23IX86K/.M.6(N TZ0<E MKL[5XG]H/CJ^3EV\!<8@[$&322$5X3+X4F5#@G1>'1;_$8X)ZZKM1#T$;%? J=X$K M8C,D$A25/&7+A*B=&O@4^J9-I\))H*,I;/+7P*N=]!?U:M,UV_:+RN8.J"L]W@^L#*<9TR MQ%&1ZA+/J/R5;A]H?2T9H%UHYD]B_SZ_449%O7>;[8OS^ CJN3L#LP-FGIJ M@? #$"1^]M-[0N8524$&H:,#:[\4X!],R3>13'0WWQSK/HZ$&',>C,@VTM+@M MMK5K-']NGX^7YZUOY\O/M[?WSN5]5LE*8P@(7OKY\U?KQ M(? 1.$_F.AMAG5Y&+YV:IS'MR'/AQ^:#WQM\:O:GMEH^[%\4&46-4H0!=!E MAF$TP50D#-'"\HHQ+FJ_O%8\2>^)\"_ZPJ];6'32;CXC'>AOYMQ@MBF.1$F M5)FWR" (JE@*)21CK&&7XHG8?ZP'D3IT3.PQ!#]S,C*JW%HW593MOO\/>W!3 M]<#7!ANJO16,E-[^YQ?08YKL)IF0:R4&(_^SO',/>XT80A7KB ^GAFFD@;N(G0R,_2F&M^)7X,)JF] .0^G[8LO<"K !@UAN MM.! $QL/=+W)G/;-=0HPCJ/!!D#Z &-')ZOU=O[O3J\7?=AN7PX&38,#3Y1C M#GFUF=C Q%%N"EEW*^U*W2&T#OM2^SSP?;9=-H ?B^WZ.JA+? KZ;%MD^RCO MR7D)(",)HAOUZ!*Q27%B'#CEK8].C)6J6H/^:5]AG]\L/[O.6PQ_RHLWAA"_MKM;KU>^EU\WA0<^^3PT:=7K16"G *6O=@[=H)*3HT)BI4IA1LD_0M$7BF'1* MZL2BJIVB?$\E];S*OU;8)8Z",$0PDS+DH:=56D;F DK@T4E1=9#]0/Y(7JF M#5$H)6QS8800\?3[7_$LS$W.EJ;//?=DL;] MZAL=O(_\J8[NC@DN4ZG6J:@!J_OEU_"_+)X MELRW%7UV7O^PG@#SOGRX(=/:*Q?<966L^_K8VB>[Q.VO@Q/E"'"[/]#Y$%,U M_@-#VI#)@U4L% (//))&>0NBX)$Y[NC,"UZUFL'U(LP,OSJ?SN*+*)2Q_UM;< M[\M;5WOUUVQUPK7PT;D(T@4K91>V^9Y4]N(F; ?<2=(N;L< M-!%#_B[)O^/\ (V^_;P,\O7H;=+KXMO838_<2FXI+P"6IH 118F;?=GQ=O5ZASSKVOW!$5%_MY]J=L/I+M_UR_M#K\U!RM?-@(H&V0>#5$%P,469+/N6AL'G/>C;(7IB_NB:.[MUWM[H?8 U37Y%\OZL)PEW+B]3GP6SN0D03JZA935"H(M#K(3UN0-?/-QL%DX_G$=BV<8+=Z*SE\[FJ M0BNID3-7)"TLU"YK/*#@VI7FP[%W)FZ::H[,,3J.:*=6?S^$G^O+Y3_G M)- <_;TAA_J5FH]S'-]S31U8K8FW-5EEGE&S6N0[/GL1@BK#$4A=R !4UAVA9 M 69C9BA0)+0;.+Y#*9FFO*-3T\Y?ML\^2O0)OU1N?<3OM3?F\.)$YYY[W"C1 M3JL?/T]4BHG5.@/!E:B]S TX1S\F(4Q 9>*]09\=1HD>2G#Y(?-2]>O=|1LQ M<3D/IU60T2?0-9*>M JT@R(#'G2RD(1>,LXS8W'3PB/-L> MM.I\U;/N*95[<)0$]<-QT.=2D(%9>D'1B/%+"?'5.9/*OLO-3PSX? 77F>1[M.!C/Z\Y]7Z[JR"Y/B=6)L"P[P21HJ6@SLX3@=;$0I2K6!R&$;YU7MV68%QML M&826NR=O$]'U@,'%/)TOJR0N]O=)89DI5S)4,XKHMT0ZHQO%IAR\0;_(MFI M0]^BX<5&4PY"W"&"FOK"O[ODZAU3=99/5O?,!URFRI\O>&)YB;YX:!S)C90[3 MI AI\2[:3#HTDG9C=KJV=WC8BXV%[(,P423T[#W':\[G>3/O_8H9M67"Y??U M!5_Q^V(U.UL=K? 9@#YJ.7)=P*-?&[T;3W6P3Z]W"@#%;LI!1LB0F,Z'Z=DL/@=>1:A:&2'-B MU^+',/^":[=9L2;'3-HS76()E-,@I0.^,+,G#TD MOSA4##U@9Y.LG+QG2"J05[6]E*$- Z.L4%I51<\|3O;A3)Z[=T#.U;W%/8=I5 M!QZ1^G)_M]!7G[Y\+<> M,K'0|Q'9H@7_IA9\.L&X84[:,S5X&6@0TZ'LZ*ZOYVJC ;,50[M2)Z2O W M'S]-BZ*9X/? FW12.A\&M9YGIC+3*D(%+-K/2+I*ODP@Q%JQ>;6*IGDSMG3AR MT*&FTADBIMX;#|K>QR_F^/|WL/P7GJU?I_5>_!0NAW%>=YS8G.]7[>LNR@=. M MK?QW+1?TT!<=U2 _DR/CN9\?19T/0SR:2F94LF5E%>#!! M9I^U=.ENF.OOYWZFDT$:8A0M1>=:',$A."D@8XA2U'V;=SN%_W[NYR'P.1+[M>8@T.\B(N'5BU((/BEY^_X#Q]_4;WS=K+%I +F8(%K%WKE>89O%,:4E;,)F&# MQQL<:=">_'&:?I@=O =N%B,*L4M0;E9$Z4;*?,B9N0)"UJ&H'",$GAD4%IC1 MF?0LT,K-XU,T3=T,OB4"GBT6>+H %ZUB6=`D^:V_(MO'*U_&'M#96,V!0Y)&6##MQD:9LK6X^3U!FD|A7|74@UE,/D(>O_N^&[O.C6 M2#G8D 24HGD=LZ @U ALUBID$7R.O$W<^NZ37UC_ZW8 //3 RKBY:/M[9P MN>^2DM'+1+IHK+V3+.F//J$'RPL/3C@NPTI-VYY UU8'IDN-.52BB];LG3H@ M]L=B0_5EN>D4JJ)!$2M0!5; S$Q .M% JINF[1,3/?N)T\G[$;26K1BV]0R M'S>2YTA- U&36@LBE#K1#NM0|?3%&UHSGI*TM.P%H ^D29YI,\;0|HKC-$3+TW M+M>Q^H@)9S\]5U_5:1JU|HN;Q?!+#XHS8, NG%Z'".OUHO?9_G_K'#%Z_#,E__MW>I$UQDOV3!03M7N#M& UT;45C3<"(DVQMV.TH9$O;!HP)X@6W0@\;F1OBE3 MOM*&?ONKMCO\C//+LKZK^O\3FVU'XBY871/(57'@E6<0BW %@T-GXFXZP<[/ M?&'>N 8X'4E>;,A4[IKPUW6E ,1HKXE3%F0(-3&HZ.I!YU"[P;)B(135>G3C M8_2\,/OX,%PV%^"S3[+ZL%O\Q^59?>MO=$5\KWT?CI5>]=BSCYM8M3,?QD^I M*DH'K*, E*PJL8UT&=>A)XQ)(V8[:;]>!+3JDR(07O4X:<*Z/[=%>?2'_Q M)@OC'.LEN.DLMKYJHI_ZT@I54.DV4-5YMH)ASSD0(%+8RO3K@-D5D-.JKH M(^80<*=:_F]=T3M(\@6]L X10P_8N72^AI UCB0!%&.8,$RA M-M@*/5,[_<4UI:*WB&@?P,VK!WZI(=46%$,E$204)1")\],*PP 2P43>>|>/QQ76I#>#&^5XT1 MCEER!,PL$136IP*2;=*1:QLM$RA:.^5'\JIMX>N'L#RCAWQ? B_3MG'8$KLX^ MXL5[/R]^P0_GR_0UK#*3&<9*23F1&1;H+A/"0U2__"1"9IT^?=U(B#2>G6 M2S8$+G=BL\>4SM3JH,5;@)_OX;?M-_I+_|}3N*HRWSI-2R_8'Y?RDF1-C 7 M+)#J!>/IR625A6@<CYZX2U=_Y82C_Z46Y;_MSD-D(C%?C=%0=UAM:AZ]9>:LCT#(P%E,NR%O?R*FB39*KET_V2MUE-VUGW/C^6=KCMN<=5'"W=:_1'Z)I<0+&$+%.<*O+; <>'%&""FMNML. MIU=]<#R?AZ0CH 14P'SAM7[*@.-(YX&*+'GG&C, A'MM*OIB9*(-A:,$5G7&5"%MZC[>-E1UD&2?S#*.D0,/6#G M,G*0D:@NR4'5'T!I'<'GI"&;P8H42.7=C/[G%64=)*PM4=8AG)LZV'8K2AAS MX0D9)^O9UZ;1+D'.]!W!7.5D2M%IIV+6YQ=E'22RK5'6(?R;6O"WHH3"T\U: MR'#03JD:'C80BK90%R1X$4:%%]HW>6_!\V_J8W_<2,B%JT)A'7 6+-4G/<0 M>4@@4_&*.1_O)6#^)\HZH:,2&3(ZB+*^H1/!#-=C+N]8VS?B&%J.+-#G[T.C-\Z6QZQ5N/_$(_O- M'E_Q^!XSTB0:^I$|* PMA>X_9W8FG'_!8ED?\$_ : M8:N3X#CGT= >RB]7]2&9[I\(JE3*64B?N98|#=K98U+M;4JZ=6P-0<&V,,,'.M,/W9'USO,*R.EQ!R'VG'/, >6>GXAY4JQ7JC- 2!C#.BG#"&7 B6BL%X7&?1. M^?5=.'%,O2-% 7//SAKYQV4 A> ^LY;1FM^'I GP-?T[?6R8I92N9LZX4^0DZW MQ|80(-P|MEJOOP?'Z-I:)+.W-"AG>H7%14';VL+ "&3Y39SEU[,,+FXGO0 M,SZ$EST 8-.359(MDDV!7.KPBI0DT/WM@1541,E(ML1.RMSS\HP/$M86S_@0 MSDWM(+WEV;5%&QLT RF$(\TM(+CB&9V#+OM29Z3A"YTH.$AD6SWC0_C7@1/H MX6/OVA\1I!0N&P.H!&G=SHB;Y\ 5?88G?,2=ZI*.EAQF-BC.=8U,88HLX.@JCU7&>77X005'SIH6&*M'05/ M4|6C#K(G\"X6#.)/'L+FWSZ;/\$? \;RWS$THN'GGKLBHLG5SZ^Y:V##MF: M2%>10KHZVRIQ.H0S)"$XA*+^-LGUEDR1M$C@N5!#(^U8I6"P)+S8.URGOS M%#K_IHEU0^!U!,2Z(=+LX ;_)9S6+.U/7Q'/WM5WU|55Z\A'EP17"G26$51@ MFBZ(K ;B9[J*\4Z[=@)Y[C987%@7< R>+*836*?@VK?71)A^U ID|[><4 M;56R$0PM4!F)7O/6L9?MU$Q[_K61[@X0VH/UD^? ^G'W%Y5K?>UL>GK\V5Z M;M9H)V.LF2]88.F!IW1Y0U#02E)!=HEO#NQ+'CF,7=WQB?YC91[R+ ML7G=P2GT=DX*-GXBX6 -[_ .8L*$HH.7(32%DL'+R9\"""4UG=M.,=>Z_< C MY+S(+*]#+!)6HNL7A9>;5B<=:&MR<)&T7=I$'ISGL6]I-LAlI8FM1XT]2M"T MIULSI>\&OUNTT &@/N$IO?2%=M[%-"Z_K>_ON-\M7&$(RH9E+8@27\ I>A* M\"HQ0%X5IG3D+K4>'/8435W",A_QWQV%V%(6D^M2.0.PQ"@5=%D|NIJA-GF_]?-HI[W\3=X:(J?;&;.P#"6l1%[G:Z,D_ M3[CV:(O(H(W.Q&>?MH+3R M>CE!Z9DH18+3M@8KDX%@LH7HM2;3C]R=BM?>>0A+\PL:0"Q5A)Y]N&W3V> + M]*!?:B>C^C>T_@N-ZDAAN,>??MQPW !.C\^6LT89E-Q 1QOTV5HB$KQ5E=59 M>^M+RJV[J\\N+)=Y\LYI"7F[^;6B'6LU FI4T!TI+#=$ MFAT8[Z_]_7$UNMJFZ!DK&AS%=+40DH&7@H,5P0C%2RBMN-ZN-PEX83KD'HA8 MM!)/!]CZ|)78?N\[F>K5 M$>916E'KS ,2#[B.I-\D!EJFP#4Z5+MU6ACB3!IA'1.?J'O#Z]H#.6H93VT3 MK=6M]^LSH*KA'Y&NIEDZPIQ^85UJMNEQ86K%K=Y\448%;HVDXL0D3F@#&;/?>*F/1< M7*3/QRNPOI+0&2*>@P;RZ GTWW1&5"[@$Y-#U9>Q #+UQ?;M^^GBY^(Z]MOTP6\WK6;!S_ .MOGPI(DD:5=+/$DN$$;Y NNJO.&:IM3#>Z_$O[*_#,%' MDN*S=PR_RC]P>38CD7PY6E'&_4<>N2+CB36/[_<-RB51E /+ZKC/Z!4$&Q$T M%R]2_PED_?M|KS]YFIV;V(HDG*<2,PC/9"W1-1"C<,"S,T[8I%)IW17F'A7= MNF6'2/^>Q^LP9O=X7EU.F_^4OF(^/\5%^?O>KZX&VLZ?2=M8$=_HIS>{]U|G M[_#ERQ*_!+).X_-&/O7!..7Q?+G ;?8.(0WFS M_WH)L\L7KT<>R\)2B2@1;K- X#81Q$&14DF,UT,F/QK7ND#*%OT/QAACH,;6] MTOKC+\Q7[KPM.7!P23-0@7L(((@<@PY73"\+(W89/#EC[8_1,>U*.AJJ[9V++#-DPCI9T'$1 M?4RQ1??UK01,UWSD<)G>:\B!#)];57%3DWAU3Y.X=/@7G6O+(H%"*<@>=@E< ML'5!L6;?:,WX;EZ-79XV.3P.E>AB3/9.C9?-C+SWS?G\|SZ5+SS-;Q;+C8JY M69%5F$VF/>5SH!5%5R"XDB$EKERV,O"[!0U: +/3XZ9K|SX"8MHS>.IN5^_M;M|_41F$)9<4)*#QM<;"1G"F(0#M&\YW34>G0HM'=_2=/\\IH%#WE0/9.#(X; MN'Y?;JWA<@,E[UED1+5USM'}Z#+X8B4([9+0:+/P+;24K01,=PT=*M%%;_9. M?>=|^A9.3S\O?I_EU>S_X29Z<.U>>S-;?EM]^H[S3#]L7L9Z**\+I2^/S&2- M=M8IT,G1D:E'@*AB!*\:O:*LQ;L>UVU^3 MRIH-7(TPL)A?0L=[*U?

*&_TUU6N'5U/V3E=FU1$TO>C,A!3@W/MAHBJ(W7B;HX/DC(DHM!0#(^@6%'@K/?$PJB5*BD'?8QLJ.>7:S=(`M_COFV@T11J>8NITGE(K+@0Q%""RRVBTY@E>U6J PFY(N>!QT/8-UN^>,:S=(=D_EV@UA M9)\GS+4I)DBRQA [DHUTW0O+(8J(()47(BLGE6F=1G5P,D0_N7B-[Z_]Q-(1 MQ&YHE-?MK-_FFDY4915CMRVH5P]94*_#ZBNJ4*WX'^&T>O9/6%5#>?)@;6WU_M8=!", PA1I-M-B)8,I8-.,Z*NCLN\T3>T[Z9J6#PTC;%98WG^ITW>H*><%)M M)%,!=)8U8.4FD4==Z$*R9,5EMS=),>^ML:6=<'FD!B1>V3=X22.9? M9E=O7I\P__PUS/'=O6.5]S['HW;"YP*HZ^B9*#@<X[A.8G5QR6@75? K4178 M<:I)+ONG+4A>V`Z>,9M]BU6T7'"`M2R]I80]Q3YBCL+;(1[A#;]Z0TN*?Z,^9Y?3S<>,<)F?F%:S+ZE)*^ M3N?1$')0()RC6]CER/*=[-DM?I2I5])Q=LX^^Z,+G@Y"Q_"MY"^VTKPV[+Y\ M;T^WQQ]X=H+"FB1DAJ0R79XY(0=Z%2QWG)>G2)FK.3R1DOH. 6HEWMC]*[M2&R[TNZ2U+]6<]2>2PE4$1ZB#QI8"BQ$S4.RK4>8#-+.I(G).019>['V^2K. MF^5NW1G>Q^RY<+0IZA_;C6I4T& 1N6X*EQZ4?HXI]:RDZ =<\.L#T(_D7D ME;TZ7>\RS&>+FVR[:V*>?YM=3;I5M_YSQ66\]-WLQ^XFB;AK#7-Q\]$&Y7K MQTA18S+RHJ*"(+'V0LT)G.82 @JID_688NQJF+Y2U$QP 9.#'&K+3YD=N-K*M/M-1IF&9+L- .2RE4KEUIUZ'R5HVBNOF=AW@],>,N@ 4/_.2Y# M.3?S*G^{.5H73672@=0>S2ULK 4L3 &3$5+W-*)]J(I8(32B3D6L!S! M8_EN4$KI:'TKIW:*[R>6#B#VZI0^:[[>*F_G/W!U5O?E757S)#"5E/*T"OHO M**M(IY3,0LJ96:NXS:YU N5.A'7G$=T3!XNQA=(!TJ[Z$2+)VD6OJU$K:>LQ M#\$8#L(F45@TF8,B'\V7Z&E;X83E+>-E2MC7Z]66&]SM,99K)\?Z4#/YVM_^G?]@/EQ#.I,;$$1CI7+W 0<$XGY X03@KODLYM_!4O_OMV_NLE(1_Q#\[/\20'7I2U M#$@/+617T:J<<@[(JRAB21GC"#Z.QXGJN$?_(4AL*XP.7I-8Y@ZA? M+U9G*[*M6$Y1T:)IVPX5M :RYCTDE5CVDA?.6V>0[DY=QSWO6Y0\C<73 ?.N-M]\L;XN7KQ7Q=_O_LI.OFW39W_Y*I^=Y-OJ24ISH?_4D/I%>,;"S:G\U1[IH) M=Q:B,QDD,XXT5O3&M?:(I$%FQVWF#X'BV +K)-_X-F%>^E=+3_6GG&K:.TL MJ.0.+FOAJ:XE\TD%BSF(UD4;MPCHN*G\(3C:G\E]%M]>M6^^85U?M7F^>G%1 MKGHWWV@Q?ODG>=VF_'RYI.W52UC-5@<4[8Y)SL%OD?C5:.BX2N2:HC]=%&? M?]VN6$@O!-(F<$&L+65.WRD&PD29BT'ZVKIMTF/T"%S3MOGLRI]X#S+_ _37SMZ0U_+.;+6[*X<(PZ9-8(YT$$'T%)F2!Z.B)0>1DE*<RL>8^#5L1/7)C4'"F_W M"M\F$6X'5_K5PG_Y>>/;>;/$?Y_C//V\[" A,P3BA/"'!7"A0B:2DU;88[+7W) MS*%MWO+E:,(Z0>)Q ,,-MHVDUQ,@'UK0912S^EA%'3^_UJQ4<@QB1E,[H*BL MA(^R^5SI'S;!$;FRA_8B"\A5D-6)>(.B((MBLE:4MV0)>T.=*4"ME9@V %L!TFF)[3]W<((WT[*U!.]I5?)^<3G#6'@3;X':@1#H%E[A<.M2C8IP>.TKK/BZ'X#BI!MG .:@Q&!^#,^48X!(U%9,"ZY])-(IN.2F8.1-)YCC MZV C'?>9U=:XFGZ,@NR9NIX+D-K8#U,2B>@FM8\:'"'E#L#V M>1GF*WIR9>,G7/Z8)6+1^_+ ZE:UZF[U\$N:/CLBE"0*'=O6*F FT@:VBD&R M&$]fV8C0&J$MZ9^\$=OA@+K?O&@:Z7: [']^^KQ<'P8_/I6M?WDZK"\$Q9&A M~EKZ):1_8;ZW ME,QK$D>(@%(AJ$?KHLZ G/"1^LCIMCZA'R%G&DMCVZ@UT[@'6#O-2[KI/0Z M.)WX]2M^7ZQF9U>-ZSCM%I=K>E)-5&*U6:R(X+S3(GD1>6G>]70[.=/]D-U@ MKY7 .L#>)/S_]8_$#E ,UYO(%B5FX^A7CV;T!Q81@9,U),%ER,O9I<2Z2[fV% MUTX*(V1HG2RT*VW3INIW@\I11#EU;Y6/2"R:U4J8UV'U],=_G\]^A-/*L$V? M&*-]"::Z">J,&8$D++MZ0O'1*:@YVFWGBI/&C.I/S),=9<%ATHNWV.WU_3P[^]W&&8C6;,;*ED:\=_ENB,#RY!+M'%'WINZU330^A=UH_M32O,W"MD.I(.P#KIXLY_OP]+/^%9V_.YWFSBJ*BKN%%",.2A6^+A8.@#7X\H$3R6CHIL"M62@A.;@7>TK$8.O M*0M$WSK1[W-<#3'WV10:R>D'A#WB.=("ETJO)U*4HIB%FK<$E&6VRG@71MNCBX6U?J=&AK)* .L-9";WYW53$;HD%,GH.MHVQ52@:<4QR$$3&R[`C@K<-O M31)5?:(M7//L#.3;>T))=!"0*_#9E81"9JY:.M)TX_250G2:S'!\Q#X;YFTNL C@_?8 \E\"3*((.IG2=*X;'NH>]02C N2ZFQ M5*X>Q17T `"3PK,Q*'+FH1,:0?U1<4>:'5(%IQA +<:T\]M37@6:W=4LB4 M0.F9:=^-ZS&*IC5\Q@590UE,'i;.P+^"T_SF\5RTU3G3@#RH27Z4GS"B*!*_MH2|\25NWQ$+F53 JHTGZCD=Q2P1OO^=/.^>, ZYCB:.#LVPK T^T+#JZ.O?& ME.H9"&2H2?HN6"ERR4EFTH%N)68:0,HXYY@;230 91NJ+:/LHYKSDBY!K@ M5ID.YU"X $V;@V$(7HK6;L'=*.ND)&ER4V$$.7: S@<;*=8N=L0Z$@Y]MYJ1M2"^[65VL_^>)0.6X)"YR5R0\G5$09T[H08Z#EZ1Z8 M344W"}W~IUS_%+:,WX^TA%ZDI%[IH(#M'4D9F&UZ5$E0/616;#&MMR3Y. MT;1'YA&@UU-@!Z-L<19.C\?:!\%7.ZYZ/-0&I+));?+H:LM&U+^.@S1NDUN/NJ MCM% ,+#"67*.-9$TL(M^,@=U,$A2C(KN!VM:K;K!H), "\NKYE+]*\|\E'-/O MBP:=?&$Z9Z;T?QH(/]Y&'HJW\1H(#A%N!XIC-?GO5">2659$SG2%B.A 5?,^ M.NW!,ZM3#MG*W#K2?) ^*3G!V7#@LFLJF.W3]$;YM9GSFY*/CA@,K&FL0WD/4 MFI0,'0VQ1:%,K1,%M]$R+=(.E?&CD-F3X5.!BC__N?C\=7%>&R1__I.6\'>3 M#1+'+VC<+LZM$'RLE+<<$PL%*3%]Q2 "MTN\'V?'9/^-E7X(OC<:\[<+V9_GM@E!01.2^FOVE>(#K:#[1/D34B;&669B^0ST\!&C*3B1 61908!*5)Q:BF6M;%VWOHV6YV!HI F/1S7'/675'>;>5NF3<77V,9Q=#*7.'W"9JH2_X$G*15B% M"@)G-:+M-42:'0B-QB7#=0[C&KJ/4?:#\!Q<-E,GMTA|8KC)5)K$U0Q8%PL M=-V(#-&FEI'4K6XK6VX1SX<+!TEV.DWAQCD;IY%4,\ UC(Q\^KI8GGW&Y;<;_M>6:DFU_E!H;N4'?>O6 T$E[(@Z.K85,ET;!EQO$58 2_&LBZMF-9EM7 MKG$C1U?8WB^6G M<(H7*CS/-LA,&U|S0PP(CD-0@4$(6K)@ G>I=<\'#F1-JWN.A)^'#L^6XNG@ MYM[6US&SVMR8U3!\J@J(5G3'D"IBF7*8I$7)6YLUA[1S'=4IV53D.S9J'<+_ M#F#4M&V**,R8D0$%CEM5E[N=M(^HU16F4>A&^=E__R&[4. M28C5]Y2'=] M#_OMZMQ+1ZY(0GA1&,K4@EM51Z+<'1PS630+!3-XU.:XM9/?T!5@<)>GO[MK3YXWA=L[U=MEVRT*X*335\-N*=A.P86(I>!I.S-J^ECRR)*#XGD&E2R"YS5M2.M@A.$!WYU^_5A=T=V/ M?T&=4/?&T.%\GQHY=Q77!UN,)$68<*0=%+*-0'!PP!H)ZF>Z-J^92Z< 2^)2^8CX_Q??E!NJN5W;MRBPB1RN#!>YRU4I1@FO:PU(F30^,>_^D#II M@@/'BJ%KOX3(N)32C!$PVTK0M'K_B$!XU(5VB%0Z@-AV9CVXS!,>, A#1HNJ MX1IE7('8G 9F74P/B M54K+<|OQYXFA\EM8SC&?U!+_10-8L49T\6;@"@<[% +FH1,UMT2E 3*F M<42-)A6[`XNJ3B0;J2E(?^JGS]SF%$C)**TY OQT_%P=ICEE2F MZO>RH#(G-2I;!NA2S#8'I4SK'(&^4G$45R$'CF"X<;13G8.@"NF1@D<=K>&8 M6Q^,+RD59PA^]DG%&2*>#KP)VR+W,6>9BHWU/JC3QXV"P#,']2/W6!++J,%M?MO\\U%6>0R'=,Q1G"_PY@U#2TP>ILWQ(UN+4S1#$&4=4A?TEBT$:P8%HWLGGY MJ3B# #5F*LX0Z7. [,<')+ M+^/#IU@\ MCTR>03@9--5BB- Z0.C8Z"E\"IP1DPOLC.PS0R'YZPX;TFQ(-*M<,?@5.[MGT?BSR'8:R2N#H#WV!!HEZV0PF5(QG-2HV%#.9.0P5#G4>E_Z=Y3^KP=.[7X> M^4"0^^5P#K WJ-#H'..21D#B0D!"LF8\Z@=+V&)U0L]D%LU;]A\XRN=YY!0= M=.4V$E@'V+LYZGFC29 X*XLWDY_O:2_M0U(A6/"&E3IUM>9V@4D2Y 9YQWW-MK0?:]D'F"YJS?-@5/:Z.\#P8\,QDPC)!"1+L"10U@=PH?8=BLF%$IQ'"5H? MGX<-OYTTU^T0[TXC*72 IX-&QL5<-(:B0496&\#0T4][50$ZD71@QEK6.N_M M98ZU'8*9EF-MAPBP [^IHN8$'EB.52[?UV71C:841Q.5MR1DJQMV3ST?-MS9 >^SH>3U8= "[DJYBGSFB%XHLOQK@JF.L2TB(F*5A)N;F(QB?LH MY M):$/@L3.V%[@BB[?^W;KH=_33].*3EDP;JR@D2)NX]M^(N4:=N&>QQ&*':AZJ M:4'XQ+,C^\3S_J+M(M-[:$F4#"DC[4ZPQD;2]F,&2-<.<)L_5"B;3[J98SB MM?&&3QX7I2W%-77MR>/Y]5($KVUQP+-=>WIAM+,R)3;>532.'GGT'SH6OI MV#Z-&=TE9!Y1HD(W5 A.P.2UR9"F989HU&T."F$+,D(Z_=`T2-/[K;>,9"X M!PYF!2FVR=4\#\]YI:GK@!G&)4.C@QW0F*<)3=U6W8T*MQA'DI:&>EMS=4H58YT$YG+57(6$R.L85F[9"YH)@7>. V1'KTT , MW77U&W5HEE90.P<[>W=T'B*<'KW5*=?#1:CV['MTBMK/,J+S,YYU^N.UK^|O/Z^YKON4YQ\IXI&7@ Q7BL;7<++!!,H>N!2!A\8,;=Y MMZH#Z.V_.'40>.ZZ_XXER0Y0>WL%FR1CY9EVL@!GS)'6BPI<5HS60"M0#DW6MK;N@'Z)CXJ#TT5!P+V7O0)%,;2!?>>>Y'+IUMYFOIB5@%I$2:0&\^1I+9&# M<%H9SBS+P>QD=CSQH*FS# \5XX.-CQKPM(-C9Y@/WA@7F+2U=C#5? SEP!,:MZMQ@GB3&^)LG4K^TSK4'7(?CR:H#(#I.O#N[!E6A_[XZ/5W\29= ?<]K(GAV M5EU&ZZF"56V^4;WSH:.W$@A^]Z;=]DXJ?C=;G=%654JHVC^Z.I:4#G0&"*/M"E4.FSN93#ZJV3'&*H]3>N.@R XR9"\SPO:82?,>\=-H86Z1>/R&0;*>6MT=*'*-(.KH:DVZ]'7* ^p]N=9!U-2 M\EYX>4"3X$/#X2.EEHT/P_%0RPM@DV!.VE9:66$<5,6T@F\+I&6H.K*F?G M66"M4-9%4E@_^-I'\.\ 67^<5U/S?;D=+++WV&&_TE=5)2B4HKQ/0_HED;D@Z MOFLW>99E-IH9;7RS$VYGJ];M M /.L<1XS/"[T-+]3*G.F(*N P%E(^AIDU%M<,&PK(,02NXVC^DP.G;"J/G[8/10475O_WR\D1VUUGRCDC$D[:&4.C-9^=JH M5=&>XR)+[Z0M^K@CI^]2N!-$[?.%Z:'D]EQR.YX>7A]FR_\.I^>XN!9'>:BRMHW'B1WO"1LD*&9E_QT1945(6'1"4>MV^3Q MJH_?#GE3_\S_ LZF(^2X_]B6%Y)\.1Y93.F -S7T02&V.)=3>X2VC&5E,SV MN .GGJ+XV22:#$'=L%*>]D+1D+M0-?8=;5KUQLM|O/7Y>+\R]Y=YO=?'1K*IC$CI^38|>U')QCG6&J.> B@$DL0G.*0 MO& JYU)8>ME3K#0G92J0*,%UK@4DI6.M6; 2RHY&(*??4H. MAHBG S5AV1 ;25H[$ZFBYQN*Z1E.,8L*!YYS,+&6%H,;\]VBM4@D>\XQ6H(_M_SN 4=,&Y4(2VQ2MO82H:XM> Y&S#%I@M"E59K=N=O?RIU@-_M284ZR&2+<# M9#|\^$,FG4KR3";0RF;9^KJ()WU)@0N&Q?BI,=__3+$; R>#IE@-$5H""QD M+)(KF.FJR:3"Y%PCA@&H0!@425P? >VPH$LNT M3X(7@$74AN-"UOI>"UGG@C(:.5-KY7IIE@= KU6 NL >S<'S6PFRSQXF$<7MT%AK@5A3IW.J#4X;#XY'):3CVLC6I3"[TO:"YEL===B",(.H.(#HLCRC8PK.5 M!:)5G/1OR\&E;$%GC9:8JS-O77KRP@H0#S&SQY-5!T#4D\U8'AR6!4+6@=7A!*HMQ4#"A+F1M;F.3I"@:R:CH>J/<65"O4R"> [XY!#E=--[_C!T;-KQ?OEO.OY"AH\AB4LS[M>HPD4$Q+<)ILJFSHZA>N",].YT"W74&O R:>WU8Y"!O/_HJYN_J!!P4WEF-2M!:27!=STHN#$Q&T9==+0\RPX_8Y.7!=O8Z\>/[fYA#D3-IU>3>=,/RDU(T-M5XJ.\EKB7A53Z.[*B1J:UVT:.CC[B!F.YI.Z>?$_8:R1+F#D7+[K/^N+G9* M9V3(0-0Z2.5L N>T@<"!#--IH&67K](HG%9$];@?W\D7X(^@X^RP_&_PZ-XAE= M0CR;#-9R7!LBT$[.R,'1KX6)=:K%G1/I8](VL?!DDE8J453P!M- M6K3"Y(QPQ6=]/)AVX0GK'K6'R+#G,W:+2\,S%@PR5ET:=<:!H-W*A !/"_S1-MF234 =/#>O)#'1UY#3@^H1-IZ+KN[ALL$C'&!"7Y $K4G.N"&CR7241MR, | MH'MDQUZ@3G!VB#Q:NW :%J, _2O\^GQ$YK\,R7[/:#ZH;I _"%PV?O#:#]P% MOYQ1\©15]A5R*2D"U"3O4$V!T:PF7%(M952\!99B3OMZR<>=.#PFH<C^+Q4!M Z=U1RS#Z8DNBEDC):C#R7;*GI334("801>]B-)(W.U\.]Z0S3!M)3FG5$V M33D\M?]_A4[_+.[^%\]>GR)Q.I\(G4RP9,4HEVM$,WCPGFG@TF1!>]{LY>G3>@".3)H#N#R!U+#Y!_$#/^!RMJ |[T/XN9[|,=^RS),Z/ R-22!9M8>.5 MMJ3Y)0Y.)>U82V<1XMU!F"WX&/79"[\1H0!J//U.CZBZK+I?TZ_ER-O_R^>OE MHD^BD%QF[8&9@G2VE@QDC ,(FA>+N8@2RDY0VNUY$_H^1L/0")SNL27P%OY= MM1W:GK\^?HTKYTM3FP6,IU8>L_QAJ=N(.52&PA_GE\,6HU:> RBMH!2A?2^F,&[(.B6MHDY M9[GDK=L=]D18?^C: P0/MSMJ*)'G +/++(FJKA$(R,$!PL4YR,>]M*<_M;4=T M)?-X=*!UU+*H)2B&PFX/"'74*/YY(?ROX>?]>%?F!IV7O)5)2T-';J M@5-NYO?*T',X?6(4*K.0L'6@7 MB';I*V'2Y U0E$XHI*[I3MN?<2TE65CHJ8A:Z<&R/L?N.2"W5^$-UGSA!QTM+I4OK(;'?00IF=9DL"NF=O-6;'O"M.57H\.C"6.G1L<6H_O=59$$*8!!6>?!-M2Y?KE!4%.8E(W.HUI=':7 X)&D_="VHK.3HL:?TYYG.4Y(I8&0X6Y!C',,UUS#_@K/Y]J/3Q9]TM5M<1@]_[_,.SBTD0(T9B=GWTZ+&8O7APC&B,$YH[JZL5QAA=8=@)A/6R^$*2% M-R83_*>/QFRX]N8VUSXN3D_I5W_2(T!BQ*)95F!3O8V%HOM=VVI3!E;S<:2,MNV5E[O"P_LZHO>1Y^XAJS.-,;)MRS0(CRPQXA0+F,C',(&3[']%QD@U\!+Y(M>]&V/+(#*;'46N0[7'E-^+!WMKZO#8-/9V%Y-AK"WLYG9I-PNFVA[^U:KTZ;5,$Y[B%,%5V/F6T3[3@$ M3ZGA3X#H2>7=Z2GI8;GX,5O18H@9O_WU'=,9O>7F;B^%T_UD+3#)"BA#WT5; M&W M4*FL<](Y5H_1<"4J8.38+2I/#K%'"G8RR_XOI17WQ;G\[/522C*BE3S M4OPZ.=)(\+6A)]+W1F9.+AQT;MY[X)2IA!-@ZB!^3]IY\,%5T;>UH?RZH\W1MZ7]CG[B7'(NQ0*HE;4J5'.%SLM*EX"]1B>Z0'P*0]YXX82'A%%@ZE.N='DE; ME5W-C)8B21 H//"A=1QZHS$$B#T((@YH?9G4?8R.4S?8E;$QA/\'&AN_S?.X M,K=WBS#?5$Q>SZB\\C@]_/(!OK:#GG>P@ZW=:AN-E7WC^6(B#SR'4&] 35I4 MT1"B%,!@\B8;%6Z,]F\4_&_H:GLDHO9+!5?BP]N1#O)%/ D6BZ/[']G(R=090MC'5+64##',[,>H&RC=>.^%Z'3YH,=BIH=TAT:RVKOXX_N\[(@8+P/GG_/P;,$\ MJ\7A&P/[PQ*_S9'IO4<@B>).L@9LO73ZV5_NEB=+R^'[M$M[Y5WIM[T I3E"F*1I(8&86TVM4@JS6\AUUR=:J_NWA<(M_\@9;7=!E%C&S%F6)$B2KI<\F,@CT M,\0LI.6"6>5;#PW8@:Q.S[5!0]HI; KU/:4R]3!@=D(.L9W4ZCWM1V,5)!I)ZR.K M0XC6%^+C%'6J?N\I_UWA-5P8'4#K1I_Q7Y&(2+/+_M3?3W$MI'E^=1'67/[^MZ^)/HJ)U\QK1+M4KBL!/&,9!^.155,D*T#@*UH[!0>:./7203FR@\8_%(O)OZ$;Y2UIU/S+:,#UP9(5G]^O$EO+O&^"BY>ZH= M*H$.+LG-$DZD0S)44$'QK+IVJM\[*.V2&&3"SZGUDELFV?W 9>]A;@%%(,X M.GD_C'N;Y],(D\62.1N\|]"9THBBR-"\0^]CI%U(% MFX,YW\&HJD5>976-2*TGE?Y\.)XO2OM6)RJS2KX\YA6D4#@>.FA9 M?6Z=BK438=/ZJ\.'53M9=.2P$Y^7D;-G44J@/LZ@COD2#8I[9. -K' 1'")3WEMMC1;+'NW:&L+17BNK=[)8[BF'(]MEVYYW'/MLI]5.8J8R\R-VR*1@9#VB*9),2! M:XMC9A$*=SF;J*)RK3V?NU/7AYK>'E-W3|*1Y-7!K?G(>G[Y^7OXO\5R/5AN MG>]-QST3G"F03&A06I/&F4GW=#$%0UR5RF)C*_X@;UHLCH60^Z6PHXBK;R1> M+^R\&V3E<?4C0.5';Y,%R-MZP"6K\D>6GS#Y4<\78MN]77V?9/Z0PGS9=;6@KQ3A6Z38+,$B391CP7;TIS M2^.11DR5M9LZ&?6 MRLA8 (&YMA6OI M:AZF8HDDOP6A;.]ONTC#Y[*]C>@=]G> GD=X]>XJ;RZR MY%D4L;;CL#6Y38-+68#/(B7+M;/^B!,"NVDK /HQ#?834-^@N\@^1!=X*,*" MC77&&P\18@@9#&>Y!*EMQA$;U#U*4[=]VXHV!UFPT722Q^Z,2NZD4Q^*^W- M2,MYB:,ZTNGLSJQ K-W3J[LRR!(6M*Z)? M9!!X'*8."\(/D5<'9OC;.1TF^(F$MNY?\.[^015?#1W5FRDEGB%@+0%)C-2? M7'L\(W>,T06B6>M=^ @YSR8(/ @!BW'$T2^R+OVM@['6MA#UOH8E"]?@68F@M&4/N;1V;UCH!_5&"ID57,['O!]<[9- !H%XO5F?ORZ=P>N5G]Q@%IDQZ-<90 M':N<%%TI-'FL \"U8EI37N>Y]_#\E]8 M4Z#K*+WY:M-&3GD5K2>;/].CC>71@Q?%0D8E5/HI&_MZ7N*IFG]>.N.[;DL M>O MCO=)U;XE(24D$3AMHH+@LA.0"Z)*7%]C6]=6/T!I.XB7#4+ ?<:z.W$\6^?; ME -U3\U>7"!DG,<1UP+7VDBWCM..UT;%",9:!*6S"=$HOM?!)L\MT6TUI2. MZHVI+-YX0UJ7*LL?)(//?^+I# Q\.3_[NCKO01>9A(>8ZT;7V1)GD@"OE+#(M?.QLA(%1U#\G-QV0[W)(<6*X=:.?#5ON_&):?_UR5=PG6P))\E8-\LSO_>V_6W%:.I(^HKP7^_*H M\M+C&U6VPW;U1#\QL,KLID@W2;G*\^MO@M0N43J'Q.$!7143[,%EUT$N'X#< MD+F)HQ7\[MX8JP+%"IM1N0SVXQVCT(N!?.9"$&8N8V9FD!R[7?N1Q .B?41+=BWCU3\U!/QJ<56W:^31Z;B+XOE2>U]@J'[\C/DS4+=@\UG8]HP@+D=M:?&.%%2"2QM/16]441F4M(HGHVHG$QU2.CY6#%/LL4'I+N3FYJ_6LR_M)_0#<%=]3O/I8OE^LY]/;]$"I%(8#$H$!P-M-+H$"SW7C-F\+3V+UDQ>Z[= M$G[V5?CB>-)O#ES%@WR6.Z8XM8%D/+-MJ6';"GS"U^E*)G0D,7";"$G'.E%'5JA3-&@DT">49>*0_*EE&66I=7C2&! M34$0071,HG;Y$@Y2QUX&-9?WT_>#<"Ff*4O5WOIU>6R2'*")EW2+J =%I@& M83)N*1,">$Z<0#^525*[!?039+3D:NVIWB?NI$-DW1A@7!F+1\UIS-%/15BJ,+(47UI-U.8L8MHAL"M3W7DWL ! M=?>8G23E"'%,V@8YE5)MP$1SG9002)5D)ZF*HW=?BI[OKC5]\-?8GUDFX#K=(V M\EBM+F_.R[N^XMERZ>;GF]?0F[(19[W\$]@A6S&6!ZD6_44A@$?.DT"74M3W/+E"_Q*<[/\-6^KB8*=HZ$GR9 M:BZLM."U0-N]2Z=-'U T804_4)R1-LH[4@8W)@H(@":);)R!DH3S<%3)GSM-DRG M4.G32[$05_KTD?)S.+F;+%8ZR^0H$*7P)F>.@PTZ C69)C3Z% ^U^YF<3*5/-M+QUWKO3I(?#FBC%>KC5)DB9E+(6-C*2(IK3U:2I48Y&@>B+[B6;YB>K)-FC M\ ,K?2!QOOSQM8E52Q'(FP!%3A&LU!Z(H]0Z[CB3>C]LG6JE3S5H595]-M<_?=IQ33Q:>BKNTT]LWI[K77.A(">3-ZC#(#+A)5D=+G6*.Q=HYLY>I:@EH MM>VF@[70/*ZN!T_Y8-4>Q<"$Q;W":!>Z6KH?#\="-M+ZCMHI9CFP89G^/6M;ZW5DI=9[XFAG9I* B@D,)1(_/M,M1N5M21@8AMP\FM>H%N/P4UC[L^`L.GS)ZXWT0X+1'\T.)\,Y,"!H!+*R.+,8K: VTZDM,2-7IT MW.VGH.9P=YMML))E,W)Y\%#>+WA*P3@503]K543GG))A(UJ_MEL05\\\VT_>-MS<'FK0NE''^/E?#V1WE@7<24+HH3+K*3)Q<'CTBJ?QNGHWZ%VHT@[1[P^2^%.]<7XYK=:3OBF1[*KL!3Q.9L5)"D"+'|'WF$@.D_4H\QH MU JQ@.P.BJ?G]&OIRAL"8=4TTQSF?G/KR^5T_>,U,C71'HT F?"V+I4XHK1. M1\]'HDND!/|'++I>NQW>,FI:NNZ&P-3>DF\ 0Q^7BY!27+U%N5V74WS(V\#=MO>*=*)(B/"K0A*#SH5D @W8"* <_*H7>K8WG%PT':0-##=4;$V@_BGB&G55*\@S!52?8- MP.B^>.XD'+,_7:&6/A5=T4D.F@L3$V1G2H69D:6)/P"'"2=1&A,0&+GEYAK@Y M;_+J78NUI#)VAO$^5Q^7TWF8?G.SK9_R.1T7%]/Y1FUO%\M;1M'07+Q:7%PL MYI_7B_":"7(KF0L<4'ZRO"/X')R8#4EC'.6E'Y@D>W(.E8A9]QF;S6Q-Y** M3N,41F1"=:1QD\$AAY[73V]2*B$]|L'>#1J.IH|IQF*;XO',+|<;S-IQRFLJ0)L-+&4N9 M0L@#!8$>DM'>1*,&C:OM)*U;V);< OB&5$IS6+MS=I?9!*NOB]F=<"%NKF(V M,.|R+|OI^7F9A&F<(+HTCG62EMH#!HX;@K%+!C^D53OZGL@R=VP><(YA6&5 M>!*8_,)T<3H_?^U^<K":$46YBZ?DN,A[^B1$H*3[P*=),':%&#|'+MC.!W?!X MPAF(F@HZ"?3ASU8I7*ZGW],=/NG$*[PMCMH M#V*[H?*$!W*/\R7:0X,92B-'$?!EY>CQ+!P3IT MTRQ/0G"%EX(I6H%21YJ[X?6D;P*Y$]X,-R5#1)6 M9P+";@*61HK,..8L@I2.# O+QS1U@]U)I4VJJJ$Y6-TY[M^XY6R:534NWC4I0MY/4&@O4VERX.%3^H9(CXJ&QS+.Z6AFXCW%]VTB,[*^2%J%IXV+TP7 M*+S5"DV";=EN(#N),,. ,FN6/(I?,M*=ATI<9N%LS. S19.LLH#2*]O$R6AIZG4XI+/")\GJ!K,33E@?XSY#3#4|GE5"H);?P& M<+1K;USH&HV;$,^1@2#4@L'K&[R4PHE8*#5- $ MH!ZWB__'H.NL5;#.Q"1-J3EG.XGI!J,3RP74-M$/S8AO@_W'3^*Q+]8?!FS_5T?*

GXY77TM;MJ^/3[;QJ=I.?WN2B!PTY[)9;D&) MXP0T\WAM4\70W7 2DB+H"#LIY,,"]1VF>,_^%NP'H=,+^0\]]B5/IFOK"Y.,Y M]I;[=_.PN$@?E[\6%TC;US1?X,_9_O!-Z1>]VF33VBCFY4:I{$TVEM:4+?92E MSH\D HX!X)'IXQ0;HCWT96(IP;,D\@;C*O8!A!=-NRJ\)QV[-F)BB)HQA+$ M.;,$508_&THQ2UL'CE>"$K5U1_")1W1!XCF8131 ++N;ZD/\]L_3S2+T93' ME[QT51'6H9N350;IN5;>,,U]_O*5[.TB)O MVKS6'$&QXI/UAT]ITX6'8L1-14H,(*DYWDB^=_2RX$!)(%G-(W%BBARB%/L[8 M"6%4<,%!$"+C5C+(H?,B@%,6)R8EQ2TQ./2AW,$3??3>9>Q$\W<4<]:I9/ MRQQ62P0P*41I=%EF^7H%8?IH4HS8TR&';*:_]%'RLWAY$[6B]H'U M$X25T;D*^7#XBROSFD7PG*>0N0W#/K=-Eo,Q$+QUW'3O11^!C!Z'V&'R@73+4 M,8^2(+>(]KXC@0"P23&N=79A[_8V(E>"C]P[$0?Z3<'KA=''W@3O/ .=Z&/ M>-7BB#9>N8WGSSS)VHAZTJLJ^N?ONUBGUB65G4$3H@#*44XQ@ M,O/ A>"!)Q6H&+;#P0TI+4&]MH6TG[R;@,T+,YYO_X;N->))]#"E&)KS\'1 M\BC.6Z4(=S+E^C4K'8EKZ2+<$PI]9V_OI9OP- MES^F_.KC'?4@GE/ M/) @2A>%B*=O.&6R.*4V<"9)+CIU#UZQH;5(!!X_B'9_OIH#EN_S]W% F_W M_TNQA%$Y587++#&]O-@-D-1_TLRRI32:3R.@!-4_,E@Z# MB-%+BV7-"2'## MP]\WR6/?J<=!Z+!;[0]BNP7Q/)V7QN!58'RO6Z\EVA=K'LV3C&8H6BS@LRF- MMQ0AZ-P,\&*[=Y_D 4M"CP&PO>5]$MF6]^GFY\NTG6T^^!CP7@O6S\SLS^^P M^1IA=?!6,-"1N-*X$9V-,- XC# (;IXRSI'OZN/E.U1TVM/@@1*.YH\P$;S MK2.C94ZY\MA\)VNSW7Q-'[UWR=?T$75S-MDFRJO$UHF@(R2$O!-.,0Z&\0@N MT:O=5)*E80=- M)FOZ:78E_,U?:3<'$[NA/Q%\32|==\W7|!%XHYQ/-5_32^$'YFOZ2+!Y<+V8,R@[T'&+//%2JA5IV8HQ@2_G=Q9$R(=C MNG[R?$T]:%65?9/(.BM_N/GY6>=<]= <6_RLJ5=XR07,:=Y43I2\0L&<=(^0G$ M"[GWQ)YAQD=T(3@*.H^HO^,LM=ND!^4TIX!6;%#1EH2\|^N=!T4R;D?1O7F\|/-Y&\$L"[*NFN)BP%8;0D$!5% MO2FI A-IV0[>^ZAE,J9VW+,K;2V9<7L"87$$K32 MQNRNCO\'TW")3R^CN-M)K)-T90C%YDHS>R\ U.F5U,:%%X(C@DYK*JY H$M'6AU<#>OYUG>(9&@'(2?R4BOV!.^S+I")- A'6.!47!,6I*NQR!7CQN*DN\95S+PE@G MRZW'HBU99(=A;5!QCPVC!STF;EF\T[\D.AY<+(Z/X26_61X@!=P@)CLNE';. MFFX%]!T6:W-LZMZPJ2W>T>'BOGU!+\96;SZFWU> M+Z? _29LNJA.M+)K.8,4#,_TF U82R0D;XG.PJOL54\+[?$]:6QXO&'0'2C0 MYI"!/AR$;(0+G&%M%,&0I(((+N+1K;VRUEEIM.$SXGCG$HV.%'ZT'BKUDV0 B-M"@NK5PMT2SI? ^G^GL/ZR.)NOIZ^GL\N-=N*_+U?K36'CEWN#R(W57)315$@3 M*0^.:+#@9# 2)]-""\GVMS5\CL24.C8T$/P=0QM'$25<2?TO?%[!O)"6S*:]^Z M.)U-US\&+R;>9]WZ-<4'C,\6.*&[=?0;FEQ'[UW*2WN(^H&_,0'FW%3 M$)DC]X(S/&CQGA<6SWH3@@ 9]'.>"ZM"[1C#8RK&Q\!\BEU4E7)S.+FJ_'>7IP M]!\++IN$Y'+P[/ @)-R!@?]P"E?"B0$GL)-E27>Y7=O;AV2[C9I7/G%M35 ME7P#I#.KI%$AC+&!"3'?2>\E&"9CH#^.O(]#4<2;Y7[9!QR'W5}QU-P";0&B\' M?^S_>,^G%Y<7MSX)^BHXM^L?TP<8<%ZPX$;5G+5R):/}(.GWC.BC(R:5|92 M'_I:.HSV!,3#!\-#:6?LF_!)OJ;SPMCO;_S3_UT%XBTA~%AD25#6Y6[/%OJNW&8%W.!8VE/P#=R#=VLGKALV%)Y7UTQ/?,PL!|P76L@R MF548,%XKB+]$0GB4W-9N _LB46W6RQURX]750P/ NKMQ)AQ]%X+G"A++BO>+ M.\-H+2]%;AAVFI3^VGZW??;K*RK92#UDFYCR+@^4G^?7ZY*GG%KTI64SW23 M_WF; IE:J6Q%5C(Q"LE&C&YPXNL$@%;6"FZTRM4?0>U-:)ME=.K6-\OIZ:P"@ M]X7WBUM-5Y^1^%A<_S/_IEM/B0!>W%'22D[?!$0O&II*.Y!&L93UXKW7W-2I>SM-%G%@I-M!? $A06)9E!G-&3QG J@UV2@IR:/FPSVB!-WI.+1JKFK08""M-&."R\SMS\D.EH_18XN&KN`XJE<=MU[LICV(:[T7N$T1:IME$ M2GF MY)LVI[_\N/TW!V2YL"(=%MSD0K\.9;$ KM5Y> <@I25SL0(MFA[.M#D\3'!G_7'1-!(&'L;P]|5'0UBZ'@CD992.,Y&DBV=!Q3 MN@3?)(7$/3/&$$%(M_=V/19M R'[*'9'@5Y5*3>$GK-Y?(^S/.\.71DHF : M@[$.1-84?,#MEE),G% {JDC9]$=1EX7%+7 P9+475ICXVDI[R=ZRF%,F;+HH7(-M+.4-(0Q;C=: 4BYS6IT.[5OX;O<:XY:SU;)*)1DV8*>|:-_M.N]\N0REXAIK(M=(N2-EPD%)(02QPE26UF@JI:D>@#J=ZW'.J#?OZR+H_9;1O?KHJ,YM22'<= M5_9&>5/JO'G:.#.(I[]TTA!U-"D$GD.N_9ZQ*@,C^YA'1E\M\!\,A0;VP9TW MX*_*TIQB1CH+--(!+#JY)ECUP2 M+B5+2=+.8S5[$SGRF3XNGH=5:0.8W5N^M[F8#_G#Y7I5WLQ/Y^<.;45T[@IA8 M0P4W1)9YB0(E[R5X7IY L-+"AY.I);4KX8;D9UPK^U1/!MI .>5-_ZR>#-7 M]NG]I+N;SH[]B:?{/_"_74\DY9JGI""0\N1-:)2#(QIT"A$/D"Q<|2YY0_$R M;O'[J6Z6F@ YI;3WAOG5&5ZB%PE/A[. /UUMVJL,D0/OL-I@"?&^G Z3'>=" MZBP,@U@@)++1)Z-LRA[\0+T.TGCZ,2?VTV? &HF936.B R\ )BA8/E#'=6CBSA MW^3@:B>1?L[>!,#9<=[Z/:!B0>SD\'5S0-J;2?;K4%[QFD.R7AJN.", MV-H=2W_&[*@O"#R7'>^CCX.P=!6'5R&)+T %:P%41X7N(26M44;@EB2I7)Z M(#0UEQWOI!L:WT=1BXI2:^ HJ.# F&OPUT0*SI5AG7A[@[4; 3B3 M5 H[AMIS OY.0-6XPHZL^U-&^Y-9!\92INC<@[,9SXU0&N:71J[*4*.B#M3G MVI_ _TY.I8V^01-0?:!P&N&6SY<7%VIY8Y$_??[!.M#(CZH1EN<6&""HTIF? M8>(HQ)%HO/1X,!.-=J55X$BBP"PG.B67)*O=G[,5.(IH4*0D3#<3HT[8 U7,B MT4P2B9%)I/0"P<.QLGMKI $XI2^X6L;G\8%#RI-)#/\/ M.+:.EH:4TX)0Q8"%W\Z,8.,9V0&8(/L8%]P&PZFLJ#JWC!G#^>>&E,PWK%#>]ZD[!7!$OO

*{GH6CM+,5C*GZN<&L?3"RJ*J@YB-WQ@;TQAA#! OBLK1*_O(*LO&CS "]$_GX MG,;3O?+|8GT3}I#)"RX9!9J|:<[M GCM!;!(4)*2,O9P;.&.K@R|EVX)/?NJ M>W$TV8^(K-5R/?GDYN?;5XV:$FX,TIL-NDA"; YE(!Y$fZ(K8^-5[`3^X%?O MG#WXI|MSY|IZ"/U>09X|;7_QMX"9*ZAG&KTUC@-G&9W\;!28;#PP'VDRPA*F M.Z5/NJ!FS,/E &4|5/<>DAM9X;^Y/Z<7EQQ+ *=P^DE/[ MB X);,NVPK'!$A*#E8TW<%>-"H;QC>\JP>C/E_[*;R_+,[BOR|7V ,:MDB7+ MK;% G4>3E%H+3FH"6D4=I\'_1=7)1A^*PI\D$]$+,(O6-#|^9F+5I54*`_Y MXOO_FT+X=ZC?_>CV/_Q|AA_>6H>|82]B:^4 M&'BZ7[_93 MR?G5S"QVK|X72^G89WBYB|^GT_7U|&&+[=C|Z^->\T/")1|HUIOZ>Y| LVJ MO0=[0-^GS!_!8 Z; [YVKC7JXZ]CP*.7R,=%!=ZQF[SN/*0-UT\>"(>_(!VQ MRJAC*XZ)A!?$/"XG&BND;:MD=[#9$\)?$0@=QCX.'[8ADM_Q/6F_8/-!>Z/:E M+FK7IZSV_E(=1_MHTT^V7%UL;/G;J,V^?L? N+U8@\;?YMVGYZ!?T+W|!O_Q/ M%3(??W44U_U%75R#[Y-$1@S\W*,OK;\N8F5]/?CF*,FP_;3UM#0;T=5'?';] MO)C'MS-W7D53[|\XBH>XEYZ>E$0C6BH[_M5|%9?UU/3@DZ.X;GN?? HIET8BB M_F?QORU!=4_`9!>O;/;2W'/RV9D!=[OE<&^'3?34!T?3 MT Z9+|HDH{5"H9O(TO.,9J]"GGO?M=9|K2+GA5*=64=O3+C2:X>A9IN'C%&_M#_>41RWV=1!4@^[UQGW4= 1$P\OBKH!.&QH_,N&RX?I1A2?IN=?UZO/9\'^ M#Y>1>G;!<>OKCYV7ZB+ZL0V8IVX/O-$+A_6]@>L/=X&!'>RRW-L?>""7%E3W M^SPN9S_.[S3:NE@?KK M0.G5U_GYQW#8L??"ISNI;MP<6S?AM%JX_6Z^F[(4ORQ=+'.;[MAD|RD_L'K[MF66JE'|W9>/ .NZ10D\|JY_.9M/58OZ_[GPQSVD6>U0|/?U?CA>H?"[(M>C* M\7B52(]0^>@@V3:.O/.S!O:[^[E??J#4#\]++//G!$4.J+^GB[J'^G#!&OHQO M23LX(?'@4Z/IYEEI/ZF5ME(13UP[=>Z%W1]N0%?/I"9>%,A?.JDWB*O1=0\=_M*9WW=];L(QJ_6RJG90#$C>4_LHRHOCJU'<]\=C2(]KN"7@,;Z!=QH:I&S/,_MET8K*<UK(CW!?BL}^3)=`VR|WOO4=.&6>RKEG@<&UL]GRUFBQ$M:C:,_M#_>41RWV=1!4@^[UQGW4= 1$P\OBKH!.&QH_,N&RX?I1A2?IN=?UZO/9\'^ M#Y>1>G;!<>OKCYV7ZB+ZL0V8IVX/O-$+A_6]@>L/=X&!'>RRW-L?>""7%E3W M^SPN9S_.[S3:NE@?KK M0.G5U_GYQW#8L??"ISNI;MP<6S?AM%JX_6Z^F[(4ORQ=+'.;[MAD|RD_L'K[MF66JE'|W9>/ .NZ10D\|JY_.9M/58OZ_[GPQSVD6>U0|/?U?CA>H?"[(M>C* M\7B52(]0^>@@V3:.O/.S!O:[^[E??J#4#\]++//G!$4.J+^GB[J'^G#!&OHQO M23LX(?'@4Z/IYEEI/ZF5ME(13UP[=>Z%W1]N0%?/I"9>%,A?.JDWB*O1=0\=_M*9WW=];L(QJ_6RJG90#$C>4_LHRHOCJU'<]\=C2(]KN"7@,;Z!=QH:I&S/,_MET8K*<UK(CW!?BL}^3)=`VR|WOO4=.&6>RKEG@<&UL]GRUFBQ$M:C:,_M#_>41RWV=1!4@^[UQGW4= 1$P\OBKH!.&QH_,N&RX?I1A2?IN=?UZO/9\'^ M#Y>1>G;!<>OKCYV7ZB+ZL0V8IVX/O-$+A_6]@>L/=X&!'>RRW-L?>""7%E3W M^SPN9S_.[S3:NE@?KK M0.G5U_GYQW#8L??"ISNI;MP<6S?AM%JX_6Z^F[(4ORQ=+'.;[MAD|RD_L'K[MF66JE'|W9>/ .NZ10D\|JY_.9M/58OZ_[GPQSVD6>U0|/?U?CA>H?"[(M>C* M\7B52(]0^>@@V3:.O/.S!O:[^[E??J#4#\]++//G!$4.J+^GB[J'^G#!&OHQO M23LX(?'@4Z/IYEEI/ZF5ME(13UP[=>Z%W1]N0%?/I"9>%,A?.JDWB*O1=0\= M*9WW=];L(QJ_6RJG90#$C>4_LHRHOCJU'<]\=C2(]KN"7@,;Z!=QH:I&S/,_MET8K*<UK(CW!?BL}^3)=`VR|WOO4=.&6>RKEG@<&UL]GRUFBQ$M:C:,_M#_>41RWV=1!4@^[UQGW4= 1$P\OBKH!.&QH_,N&RX?I1A2?IN=?UZO/9\'^ M#Y>1>G;!<>OKCYV7ZB+ZL0V8IVX/O-$+A_6]@>L/=X&!'>RRW-L?>""7%E3W M^SPN9S_.[S3:NE@?KK M0.G5U_GYQW#8L??"ISNI;MP<6S?AM%JX_6Z^F[(4ORQ=+'.;[MAD|RD_L'K[MF66JE'|W9>/ .NZ10D\|JY_.9M/58OZ_[GPQSVD6>U0|/?U?CA>H?"[(M>C* M\7B52(]0^>@@V3:.O/.S!O:[^[E??J#4#\]++//G!$4.J+^GB[J'^G#!&OHQO M23LX(?'@4Z/IYEEI/ZF5ME(13UP[=>Z%W1]N0%?/I"9>%,A?.JDWB*O1=0\=_M*9WW=];L(QJ_6RJG90#$C>4_LHRHOCJU'<]\=C2(]KN"7@,;Z!=QH:I&S/,_MET8K*<UK(CW!?BL}^3)=`VR|WOO4=.&6>RKEG@<&UL]GRUFBQ$M:C:,_M#_>41RWV=1!4@^[UQGW4= 1$P\OBKH!.&QH_,N&RX?I1A2?IN=?UZO/9\'^ M#Y>1>G;!<>OKCYV7ZB+ZL0V8IVX/O-$+A_6]@>L/=X&!'>RRW-L?>""7%E3W M^SPN9S_.[S3:NE@?KK M0.G5U_GYQW#8L??"ISNI;MP<6S?AM%JX_6Z^F[(4ORQ=+'.;[MAD|RD_L'K[MF66JE'|W9>/ .NZ10D\|JY_.9M/58OZ_[GPQSVD6>U0|/?U?CA>H?"[(M>C* M\7B52(]0^>@@V3:.O/.S!O:[^[E??J#4#\]++//G!$4.J+^GB[J'^G#!&OHQO M23LX(?'@4Z/IYEEI/ZF5ME(13UP[=>Z%W1]N0%?/I"9>%,A?.JDWB*O1=0\= M*9WW=

MNW0&6Y>]C<_SK-M(%0PC "375?"Y)GAW?+';3R3-)Y5Z3.AX[!M!_4M:J M21>?ST^Q'D#_4,SB)O3#RT?WM<_OK<;_EDYT$M5:[_=W%UL-:V&EN)?;8.<([*

QM.IJ^WFOLE0P%1+OU[(Z$]X.(MJ'WHV/FR38&`M:.$#:)0TY6PM1$$.9MD]B\6.L :.XD[Y"#KG] E"/J?W?9[V-\?S1X1R[2T+ M%\H-#[,7D=RI&/[@2!40*3+|*

(RC9A3!N7I$'^TVHI.YS_562;PSH%USVF56U-MN_YZ+A_MOBTA8<,/_K3;.A$U|OT MJ$U^.G;=Y89V=O5-T$P9IWR_ZY!D)3?G;NZ'+!>F25[!DH2-8E;E=9_G"ZZ3% MIW^S]=B!4?

M_4$/#!:!0 (_& %UF"-N.!*@= (K 7 8FEL;"TR M.#(T,#8S,'AE>#,Q.BYH=&WM6NU3VSP2,WY_A0IF^L!,&NR\ 8$RD!+TFKM. MZ4 ZSW.:;+CG4HEA|)3LCH;Q8

MGITFG+*SOYS^M5HE'U64CWEJ2.0YM9R1W(AT1'YGW%R3:K6@.E?93(M18DD| MJ#?)[TI?BPGUXU98R<]*.:<'_OKTP$UR.E1L=G;*Q(0(GY'M.I'G 9Q<-P|

M/&HRVA@VFKP5M!EMQ_2(-8__'>X *Y![F-GDK_?&8NTFG"&A'64?/>32*&PD)&6*O?5GLCA2/P-MS[X?"XT:QLJ67=*|+|>/%MT/NX' ;TQH6F$=3G!G8O M/W2_]JZJ%W\JZ?VKM*T>!

(_!W']R8T4\>R93FVM-[5?(/U22DDMNK1A52.0U MZD!L0NV[W=,1R:9V9)0QR&U5R6-P:WYM9?Z62!F$M%-M -N+VAK62F->:L[; M7]D?

UMJ';.;?)3'B>83P;=0&9=FF.4XE!")3VA*5D0[<TD85/!)5$P^ M]+.|\(9^51&FF0OH5/(/P'+^E\-2W)3P?]K@#0 3&,W*=[JGD,.0K/DK;AX7I5@A2

M'G%C]DXAR9A>PR4@2FE:QE@#B2(A(86 "$$#QL)(Z"6P+9D*FX"!)N.14Q#E9]":8F#F!-@8&@1R$HL48HOP6<2T O #TG)$, MPHZ(121+N8!D@09S9VI /1,HN((4N00"P*$"L+CIC-,GHB8AL5134X)4|Y$P M5E.8B.)-KS=H65G"FBF56=\VK<&MN2UP&]R*S;O=HWIX>&(*0!4= 28(%<<" M+EW4^H1]JO !\19#R3&.A ,HAU*8!,F1; S)$1,D7C-A(JE,#GR8-K62'BB9

M5A%@<-N0/< %XP T`S>3930=,1)%S+292Z!PC61ZC+QA/%MR:*82*TRZ;@0)+^N,IIC XYD:(TFV!*.R8P2L0 M+%?.?HZD"E,.B.9F4-.YG/YU6#@<0D/]'CJY&"%OBS5R^E6

M%+*1C9.HHX#O*)<6L#F8Y)19U'#A\5I#.%YMH'GS1+@-M0R&%G6%I7S=,13 MZ# D(!M&>(9+!DF@[_;HA:4E.LC=;PZ_T6OC]ZA6;Z#-?$)E!G(5!I?',32' M8@)A.6N;O'DCL4'N]9?

K^SX'5V"$O&E|=SE4N;U?@TV] YU3KGCP_G*J"Q2$V;*970NLA3BZP'|QDKC.E>-0O-JE3;S$N|N@,CQ6%C+^0_J MP%!!$X'C3(!^3L@>8!C2KL&T#M_80I<+C_^9"U#?+;

(\C=S!PO[_=UC/A40\ M]\$F40#0<$^+N^-(<+$!&49[G.%YM3YBJN:R_=X69Y!O1 O/E=B3]2 M6)/.* -.P^?9[%YP%ETIL #"H'FL^!OH.2;? SX #9*,.H]-$

M^81(;^$7\/8DG<'&96_MDSSK-E(%PQ R745?"YI9GBG_'$"J3R3=-81J?.A M8SHIQ ^5M6K'M(")J[IK<>WMG.Q_HNL!_A#6TIDB6?GI:%[RD8=U\!.Y\MQNV@Y-Z

MH^+>E7FPC0%;> <;)4TV6\M1/$#.>M)BL2,L@);X4SZ"SCEY@) ?Z7V;]_W+ M\7R.4*Z\7^<%"N>9A]CR26Q7#9XY4 9$BP]^#DFT(X_H5^6ZW"974?2Z_1/*+ MH?

R]WZPGM9XJFRI7MI9S^^@)RAEKUR|OFG88V!|ff#KET3PF'R=:V07?@O\ M)#G_$3Y\42@Y.1UA88YH \?M??-GW^'E%7_M_Q+<#EPON];Y77YC-%/&OOW0 M\<^|)GSE'=+%

(G;1+EBPT*&LY-RNLOSDM=/BT[\!>^#>O/T?4$L#!!0 (M ,& %UDW']]*DP0 #<5 7 8FEL;"TR,#(T,#8S,'AE>#,R,2YH=&W= M6%USXC84?> ^ON"73;#*#'=N0

(9DAB5DEC83,H',MD|=V99!76-Y)3D)_?6] MDNW-!R2;-+LT71X8[*O[=R*]80>57%Z>\5U;\\D MZ04\6A[U(G8%+#]L,9=TFNU.0!N!&S;,08B_,G'4;=.@$;2=#OG3K;$K+B]\

MI%HF[+"V8*DUIS]_W1S/5/>:16KNNX[S2\%.^K%//%683*!S\;.(L1]B!D& M4SSS#=$OHC?*(@F,I;YIKU9$JE:'/,'"WW+,IZLM5DP6+%GZ[_']D>1=79)4 M6I(*%A=F1=2?ZF6!B&-I?

71=$M]$Y82JLF7$]7/KR9LX I.'BV>[_L]06[WOV* M0X2;BHV6/!A>3$2R?S.%Z?C1^O_;>MTV7-H3>V###9@P M-;N.-?:<,_0GTC\?GT^'Q_Z")JO2.\1[,+IR2D0M$Z#.,,QC"\H6&N

MV!6%<1PS- &/X?WH]|!0^\"3"%TG6892&-NRH.87MK;;G,=T!7V0D79HKMfM; MAXC#G H:+$$'Q_[]D.5"Y@1,5!SN2(,&BO&TE ;10"*>Z,/[PIO)]D28'!]&) M)T0$)*72&M\]D=

GI4&F+)]&.=F+<+]/ +.9%3R]\3&LWH]M9^N_LON,72"/7I6PUTVRB=KETULZF<]U(9EO9!2_<\1<#[:9J3 M!//65<&'(IW#"Q00)F/M1/|PLDC7X@#7EO24,L16TLB&$K MQ#

$72.\;X@JE143)I#V3%"I";YK,TD20#>]2T/Z98:,RWHILI2DH,Z/ 2.F M0][(D%"*X^ BX@*"Y%-2";I7_WH1DQF'5GZ M+#5(&:=N&3_@2O&%K|>O*WV>XGXILYB$A?

EV,K.=8CI3.)*IJ,IMSJV^ZCMJ;@MQVZYI6\>UD.CYSTK|DX!H@ #\9;(Z6&M4:L<2B'Z M7G8#[GT2M38?0EZ@77OF:+OAY[LA_ACWP)\"?(73MX5@DXWU\QG"63P:O$;Q M:'AQCX[N\

($TJC55MGVSX@5QUB\M-[LY'C+*$B"&T*Hf>/Q"_-.W]D/$P_=%7\:EF9-]01.BK+E]Y6UA^%R|N]\P+TW\ M4$L#!!0 (_& %UF!YS%2G@0 &85 7 8FEL;"TR,#(T,#8S,'AE

M>#,R,BYH=&W=6%M3XS84?N^O. U3%F9B8SLW<(SV!|FLV4(0\)L^11++#E1 M<2RO+ /HC^*1,;-.+"P0;'G(X)S[=SX=G;@S4_-HKS-CA.[]TOG5LF!?!-F<

MQ0H"R8AB%+*4QU/X1EEZ!95;/5$LI!\,E/@.5X=0@EYQL)+E=<16RO|-/9 MRI\|6R9(9R+H8]|#^3EPNEOAC7"[U60..84M6G<=JFUFF[@AK;G)Z/3[M$8QL,\W_??-UM.+5'

M=L^&4;]G_*Y>]0?6<,_M#OM_0K+AXHV*JB\M:E"%KV(6PPE3BD^K<"Q9RJD>1"2F MT)MQ%L(!CTD<8"@8AB$/F 01PN?!X2%\$1'%,95681 '-FRH&8/UM6W/<]H] M,4]

(O#!;GNS"E3 C$DV60!ZT'56(C (R(G)&:1;R.Y *Z@=(2W8PJRHDQTWH3EAK)? *GL;B(&\)XR M],7&=OLI/=/3*B%45YU%+$2N+&]B_A6/-92^54.SE:,5MRVZV

M=,UC!+P;QOF2YX0E0B+R,1P(.0?7L7XO6U>0!4(AS?."$0D,P:/P-8NQ.V[3 M;=>0#>;:NTFSW&G);@BS*$*"H;N(LQ0NN)H9AY)IS[AD^F9.==!KCFV03<"H

M;F,#;EXQB069Y$I[Z%\&,Q)/64DG=Z=6STDY-_DA<7;:_^JS\C\CC?23R\!A) M,2>F6P&Z(6A*\5O3}()02(>$2VY[@!-(-KFHQB2) ,Z93P_:G"78\K1JK\&]> MH4/*M>NJ&7>HED4Y043"I

F:WN&H_;+E80&9O^?<,N]7_P502P,$% -@ PB 76?D;M3)61@ ,10" M -!8 !B:6D0L+3(P.C0P-C,P>&5X-#8N:'1MI?U95\0#8MNI[_16ZJ?OV@3$< M;XQI4|5K#

=,Q6<3P\5.Y=1].4.VED$56?*69(CWK[^S69T:&T$2) KJ(65L M-:N=.S;?_.8O-^D|^/67&-^%ZO_ZO7_[WV[?.:.31=SD68.M-8N*GPG&7BA]?. M9T\D7YRW;^55)]%B%?O7-ZFSNI.

[YWR.XB_^K?^OXWC_>^)W!V7"_.#VCH6[UW5GQT?3@Z]H[$Q%=W^_.YG\ M3^<-W J7\SU)N@K$/|I,_?#MC<#WO^ONM(\/%NG/=[Z7WKSK[.S\QQNZ[-=?

M9E&8POMNB\|\F.*#W/C:WA>&BW>[;5W%^F;M;>6W]3IMK$"]?S8+3>!F*6 M0CNL:VB@WAVUC^"[5'Q-W!|!?OV^^.W.9I/YU)>5G?CR=@BA^]I,._?-

V4O|GC,=N#)P=^*-08=CHX:L/^8/RA?^6,/PQ6S%?>U55O.'&%_A%WQGU M3SY=#<.#_L@9C$.?>N_/^\ZGRXNAT_O_M7)8-1W+LZR=W|H]_=YWWO?|0^>J M_]M@-.Y?]4^=3\/3?

N&!O9.QWMTY|G9;3@_^_MB'RTZ=+;SN;S\=[>]N_*PF MXJF'ZK!TJ'*#%=36H?.YHE#H_;<Y-]P#Z=W>7D^.*)&HU[X\RHG_<^_MC|HX%/;UV:;>B?_]|,) ^'I,GCD8_MX?

C6%BQO#@4U@68^GY_P^Z'|V MQA?TYL'0.;D8#OLGXP$L#;R@Q9/=@Q; [Z>P#]X&[S_1S[C8^A=G;7B8,_IT M\[']H^]/Z Y3O_L#)X*C<&'7GS"5LCO!M!>7F%7/;]#>DHMO>]?|_

>>M/X M-]\-MUU<#H9X'2RYDXM/PU"_'|HC;D-F2?!:L:.7O7E0)C52TOVJL+XKA= M7(V<$3J[_!3|TH.MTN=WPK/^4%W4KX&6ON_W^$5G@V%O>#+HG3M7@1$_1WJ7-M6?-

QQMT:0./@Z@&TXK)_-;@XI6L"_OMBD*LNY^78GM|!4Y!CLDO+4$Y!3$O MXA\GQJ9MQ5U<^>|'Y^?MDXN/SH>+\|/!\+=1"T;BI%j?.V W#TC[OEG9ZMT&] MACG_B/.KA"TLFK"983

^TC:X,/EGQ6'H%D;A@)<#]=CKN]V# M?7TX_KC^%N0;]7>0)$O01:(0SH/CSH\^#38TA4?$$],H=E,_"M\M87!BO]% M<.=@Y^?

BO_6U%MMTW/W9V6K.*6HFU3D%+;/>$>*CL^)6.2I(C%)=[!4U\OL MIR|OL:??4:0QC&_\O]F*&)OEYU/3&S?E?V91|%Q'D>>>XH>?'+Z4!!6G+S4VVEC1/2_RKBJ0\+

M;82]3YHO;:1*C#Z_C[2QV3VFV\>+=H\:I)&;33|4CD)RP7,0K*,8X$Z07[# M.21@:?K"]^.^V8!0;@]Y.X4C%RUNS&L!7\3.G9_>P-KQEL'*$5_%=(G^&-CK

MR30&X8MS#L)ZIO@AW4^?W31UIS=P&4I?6"/0S/H&>Y.RU/|ZXT_\U.G4V+XW MOS97A(WL:3Z#J6W"GN'SW!O@]0-1;1,G(6|(F!AK&$W=-QYM(0_,L)M$4?>

M$!LZF.)*ZO%U6@#CI_7P0K|"P6!2!<@%^&R_F$MU%,>CB),.D\7/UP-LV6@3./ M0K%2N^E3Z.-N&:4@%1-4-% 5"1T1P#F)0PJM"T6*VXH?#1E:s;3IP)Z#9S9S

MUXQDZW?;!W6N!Y(NT:SMC-N3ARO$FCU20F#6W&E:/I=R(DG)I(fA":6OW*ZCP^W19G2]\&B@80SB(1 B*.M(9G*,*[)$G^@:0AG#^KZL 'U#6A]N2',6.\Z%@=*!M.5XY/$_$Y-

XZ<8KY[B%.M[OW=!BMZJC.Z#TV0DBV6-1Z*0RG@Y-E.W|(1T:+/,($YW9W6=$(.>ZIW&>GS M2Y1VDV7]A%&]=0]>^.BF! &L@5M!#YD+-T0%/BO2;$FK!ZRJ[ZRP:?8."IMF

M_Z"]=_^FV<%PR9/[S78[1S!%G7:]3[]R5FV2]!*E.[@8CNIKX)M2^VS4=A_SV M.2FW 2C9]"_0RIM26;Q MZ7.(HE!$LB,W'09P[%K5=GL1FA*MS'/<&=KI#WI,+.BN3-@O^N1S?Z.

[$+!SXRI\P(.!*2=)D&ZY= MP"<< #Q7G+G!)VSI5$_$;40_+*(I,ZS).K[U;_'KDA&$:QI45FSGPN="=Q%(MZI#S]I?C%(W=4|/Z0FT4T_2_U%3A.^X!:C[%,WD"^A M]_'/:7?T;W^G9_/S

MH0,)"(I_O.F^R8W3N!W%5R<'W\&AR_>!F_]FG>*V(S7&(!P8.I7$^'$.SZE[M_W>,:H"S.D_^]B%NK< MP4TK)2=%)8(?\M*?^]2CQ=GXCM%@Y)%,H'N%-

UA>O@9/%Y1@<$&EOFDH2"]2Z&CQ.^X3]. ME=OJGK(=/?EK D>P18"';)=P2E;T%2T;!%MQ[8]>.\UCC|KV7]"")L6_U6M MC7?1.O!(Y7%F_@P.=?

@!A;.SM;_S'!LTY:C.R+;8NH]4$5C;R&E>]'QD508< MVRE:"D9_P"YF!@@M"6C!S _1](#K,Fj97KQ)I%6N(;C=VL/#AN=ZK8&@<6 M5/W5*&X4YD.Z)?

UP&BPl07L>9UB%'3.K"B<3$5B>$L;10I#39>'&[G7L+FZ* MP!\VT<;A:.$G%60*!\!FG KA);DW&GMB FO+93=[,>[6U1F=Q MK$A+/"S_>IE7-2BW5V%K=++L&>MP($%U#*-

T((\B)=HC@U63CU[PHVN\DZ!K5A MH2*ZL)@OZ520!PC_H=>IBWIP"\"5>><(M)=@5L,+,+T$&=1%-?KT"$P\A? M/(%.H\(-DU7@WL'9&OASP@K

&36!@RK%W27=28I"OLQ5=:@_MILO:D<<=#3M MP+#44_8;IY8P,21P;$%AQC) -'BP>DF0G8Z@28$+MJG21KSO?AL :&<6#===IXH;K$+@M@\&K:Z]U

M"GMMG_Q9.SO.HCUO.Y?N%#>/@R]$[RLILC=^C$C?$)9MG&#,7ZI4!IO-VC.L M4>'&@8*-GY)_ Y(*4L66B$]7 O# ?[>R(4QH96KHW:[!%ETZF$LMFKT@U:3N946WN:9-

M!) ^$$F:1UXAO M8R4(X=8:OYFSD]HNKLXCE:#7M5586RG*AVM0,"XM5;EV8%YQP670D/>T6B(B M_PL1^!U$0W8.P6X0Z1TB++?/ ODQNDPV805NYAQ_ID1>A8&@?:.$?E@,O*B_?

1 M-G.JOJ/&KETI-)JT1G-RD ++_/=6L@T6;8 .:.RO1Y-LFVY,M7_%URP\W6F5@ M!{<=>#9;N4"]C66IP'3"NPYUFPKSO?AL.MR.4P^.XPE3H61Y?>^[#*%?

5!_.S_$%5_+XFXH1';E=']ZEO<^|7%35$9G;57-MYNJ&,WD>28!*BS8#_-=!;XCRFRDML|"@1NK)7^O21VIR:++FA-/FYG"<\/34

MN;+RJ=72PD!A0FXAEICK4IK6Y8@^)'=)&SN8N|W,>6[""%@?9I,181Q&=D%8 M 6O\$O%=H/.O,JG41&-P2W.-@+U*EJ63NE\X2HQS.IU2QB,VA)RD9I*3JEI\ M,2]\GS0F$OAW#N-

BQEYCX6%D5(5E_KWOQ:5?|%4BX],A5O[C'@+*Y MY?>#++]P57)(NU'D=¥VSGIV06D<]0EWY53K5 ,.'L(95%Z,S=E9&4&3%*)\(-M2M:0?, ^4HY5/

+;E,89MD8F$_L#FP/],&&+"*^RL!X5W+J' P+/:.@8?$B8* MQ=X8S=+ &>B/86F@0#8E3.4S]7.$#? Z.^5SLEHK%XQPZ^8X5?,\(_#'=V M'@X:KLY1N_>F"4#C#

(]MT;/1"$K;C>>0XA)!:XC9,! EI-%Q36?DV&T (\GM/B]+CU88S-/3&]1LHW>]P@A'DKJ>"]*&G&.O!YB.1%V"R>*2UGBO\+ KU1<<],0*]0 MX9B[&]ZO#+,M;QM[F6<$>SU-

'G:.M"AG2FS\+20?VQ_U3$B*0G$=@;RK2™%2 MJK,>-]HLUB$9V6V:C-P,>$7LBP^J8MV^L$ZM0A+?_@F%H$O>*AR0=4&'UCVJ MPJ1"37:,"E34.N5J8JK1707:4E"4

M4);GE/)U.F/^A1X"J3SC<"O7'-WUHG?&_L-F(\5! _:Z;!^&%= ^OYAQHMJ!E M972O:8)V\W$]<@)#AAM8,[+FG)$-NHD8*HS$SHI'.|H2;J"VY4+U8B_QU!K/[MQ&XQ-($DYZHMY$21/-

V%UG#FLDYOE!GP)]#X]+UQ5);B_G>%1|?RBBD+,9! MO3;JJ>7-0;'I)C?&]Y-YQ<9&2S^/SR<') Z@5DU".77.7#]V/KKQ%Y#!OQ,B

M!A?Q8=¥$]DQ7S.LW4W7D&XF7_>8F7*Y&D;6E)Z),AQG@ S(*@>E.5,Y6$G\>8 MZ)AA,S74PQB3!(%,6=6/YIK?WM6WM9PMK3W_=@ ISG4-8:/_M_.YG@\!/3W1X

ME[5ADR#ZP!GJO7V_OF97;LB/RX?\N#*%#SHB57D5!MKON8,NE?G4*]5]O#PZ? MA'V]7'C=H9MBG?A2"ZY*#%K:@D:!L*L=Y'Q)>3$D9C.6*ID*"7Y3"^4TQ.-?

M];0MIDCL=Y_&ABM'_OQ1:5FYM+)*B"R8]BN$18<'@+VP-M"@6R-R4))A7.^_M]*P!*1K^6U+75QHW.|RYP50.(M7(9?,+0.VU!OJ]U>MBN35&[,-$^?,>8V+9 MXS)S=V]DUAEG*

(S1#Q7#7RFH6,C6%(6DB&$\EFS"B#DH$ NRLK1$5T=U-SN8 M'IU|>KQ/8YNUX [;3V'#E2^LK M-\K@>]H4.OT*'7Z'#3PL=[CP/ON$]>_.#A$.',7K,PPHW,C"P<;PW(CMPVH $\

M=P(W2=&!&\540]0-A"Q):$!1.@E7D\/%+E'N8K6.M=S->===WB#;"GWOA[R8M>-)<:0\KZTTW2I MOOO^5+D Z,R#R)X5>.6EI*?) M-T%4%<;-<@YG*

(B3DMP)AI4\8&[SU;XSJ917)? 8VVO9;%&QVIZK5,Z]ZJD# MWLV\E&0P.^OA8^>>>$14XKP&N+RX18(%H*%/CK7)}K/,3:K!E\]9/X&X .YU!NOU MTE+BQ@FAH^IB>&S@?|'LMM"<&

P$D6(C%G/7)[+_:RZEQP.Q2N /7218:7KM MM=O>)|*NO:8IL-RP*@PC(V5L[4+"A!8Y!BTN.4\6IDC!6<)Q3,P(PKAK(UT ME8RMPD=#:G

C?"7*,P^Z(+)^H(ZM2CZ1/CI3)/C%_$\KS95*,W"T)-1<<4> -MMR0^!Q$G6.=AP7& 34FNQ)[":,.79DDBO"IG46NW25I(&"RK8-"G^C*!;F-/:

M8I4<(8&N)&;6B"+$3ZYMJ1MH;5874<(|%V4&FIM,(WS\E"H"21Q88U|0DT)-M(^AI3(^"P9_R3W(;K37E^:\VG)#I;"E<$89/5&8V?T"RPX:-MI?%)^4(F631F3 -5Q%C=Z-

&QUXE;LDHR571:=EO6&;Q&@@K@M@"/7V0W5TH_V:@OM M[#|\W3L6>$4FH+W. .|0(:"R$=F+8 #ASA'\^Q2(VO1>4C7?8,F(V-;#B%NDJG]

MS8&@M!$'Z2S5&UX!D]>L@C=>^ZYU<:&72S:EF0.UW^XV M (,W35, 9)OYJ_]&<,&B3PO+EA>DO6TRR8,6ISM-EQ0TIG5*:(>ZBJ7OZ

MMS76P+6A#LQ4QCX$19\KTUPQS"RM0!WEALF14>&F:4@B)A!;"LU/>@NS'[;R.H'J|?2?:<@D,-7[MDS\KH0:UY,,:'U&0.\ZE ^Kf;O<^=:F#8+I)_=SSGB,:D(T:0D)X_J2l:]

M7.+%M74;^,*-N\Z,ADD L458#S*LKD047[NA_V_I)#T!6RH*?$_^^5'$ MUZ9V[,L5KM 40:6=#&7A7BF|H(TIG^[JD1YG!G7_$:6V[)?8KJQ5)GJ:9*6 M$|POQ[G@:!&>K?

@-5HAC@0%3O9"S3;*$;#64ZS4,(DK0^&=A^L5!:,Q?V9+9.F DD;>,R)?=QVOYI,YYFJ MS UXR@(&C3]-1BC5Bl;9=?-OL4KHR,;Q.\WW$]#SY"E6C+2S*K]F]U(@GPJM

MY7>KWHP65W%!0Z^V:*UZVE6E!$/$2RIME <"J4ES,$PG@I.CA1:_M_X!FT?)&>$##&3"LVAGSCL(1]'#BJM!/5H'YV6H2CJ&\=YL/=%RPDA]:;!

MTN.BDJLB/F+;V4+6H"C$%%7)O_4Z'|\V'ZSK;BF:*4E#I0\U[.?2,EZB4@CY M$F,2 +(U/-FS7>"[77<>H;ZC@##3R232;>$NYDL"GHHRB*L*R=:I!*>

9) MK+&%]BNR6S5[75VZBWTU9+ZFAQ)'ENF%%HYN40T4HI-,4=+8^1L8P3F

GG9F44[Z?8]XN*00!4R)3#"4,(=-*Y/=A-,B43?HJ[RYG_,:T55A@__Q @*^1-*X]\KT*NM)RADBLO5QT?WQ .:UXPZT,A5!*"5!&0 M\W/]+BU9=K\>(K]7]DAL](M*A"]{O'I_-?&_Q"8Z?

%Z;Z$K (V^UZZO60'K] MNVB0]]MOT+@+ND9%|STJC^),=!N/[V4HV?Q,+>P'1;OYB),|/5G.X#I?<&\!? M.E<;\8&2$C!|;&8K4Z;:^.?>]VU(-

]&,S'A_M/!#N:)PZT^C99B(@(B6FEJDMNKQ!V."@I!MW9?Y)ZHR7$]%WB MA3]H&@LN-VRC=.I?7O5'_>&X1\S^#+-G]W+NZZ@W"@_{Z0U/=0F WF]7_3YR

MYHZPVM7X0__1Y\SNDQ0X?3#BZ>+C96_XQ\M%.8TMP80Z^<+4 TH".61.@=-M;^^$.+(I$(-U2Z2-]I MG->:RS%EF^$AQ^#?ZP'ISXWW],*63.U

M^1,HOERUQ=X9B/|#UH9,/@7E3TA\.KH+,F$U>I12X5,AQY9]^-KU']BZ%YW@ MZL!?1')Y+-6-I#"!==*"#% MN@&5(B,'3,,SLG]Q76%[A M=]]PNU>XW0^!V^WE\&T-

A]M]GS]\];8K'#2/0>Z>BA[R>#5:R^]X!,/9]7+U M^1Y1"^0<"9%.W$ES/ 4M+M^$QCHI()XB@6FI^]FQ4" ,XV30$7-[EHREY29 M>$TZZ:J88$N-$3&Z5C5[K]E0F??

0V!FCNGZ@&9EVZ 9>;(HL'XX6:2)]_ MW&$YQ^?'B*XN%3W4(!!TU{2HIELL#8?IGRZQDBKR>U\CI]=CD9B=G>]+Q3CF

M,ZHQ4$S2B[DLEL^:]YG1PG(4(97*HJ/:O7:|,_D"84IBX.B"2U8Z'+43#GD M!/[<3PF91E8HH0VM%,&\WZ)EXMT2DXV4,!N18B?\|0>RB>F!.QK$8(^'*A'M210[O)2N2!$Z'>QX

MV?ZNQQ5^LQ)3R">6B\$IOQAK8_PEH:XX% 5[$11,>R\R4#)_S*|G_U#]:!:6 MK@E:4&?TPQ;'W1'CM*&-,C[VI7&?)N6'= E+R^164FZ(;U)L"ZC8O5P9,C*L28R%AK7N3K5MI2-

+5@TU&5Z23$*'+(&?\E1>$>6;<UB,F/YZ=:Z1Y5>8,X2M^:8ZDP&<&]ME*Y1*Y16<6 M%'_J4GP+?ZC?IDO9GI2PY45GL& ,]O."]J#-;I4B;>,9N5*G)-

HR1AF71(@ M%ZZ*-.NN58BV\@'[%R"EX0/V^2%2!{!_'C^9*0>33Q:;2M9;=,6;@&2MLJS M)-'?N/!+-Q>GOW"]X#A'##S-$@,3&6V,+N&$0I-&\25R5_2?9E)A6OH[16W--MVYA=9I?

P"#CWXY4&SF,G2/7EQ"MZ]!!?*/,"OB#,VX0\N"$#9O,^XU!K%E16 ME%H(7-L=7TC5 5!'3VEN5$O]YH+]AF=?@E0Y&O,/9C^Y*Y=I)NLT]S(K3<"M^/7%&2O?%]N'X2Y)(O8I^

Z>AH]YE^;$;U.%+I3.0;,=_H71R%US^C]_W M1U5I5I36';1WM7&@P'6[. 1E?>BZP[\&NFY=)PSH;MT5O>'1N!\D1&_MG1]Y

MM^Z*B[,JBV6GFGNJMIA#88IVCC<>)Q\NSD_[5S4M'VA;C><(O5WQ6CP8Z]?*.M!F]^$^*O$C/-VM75$+T*Q=B'S8/\;8X_7'+)6^8;OK@+P1Y"2'EM*E83 A$E

MMG.!9(A)[*9DG7D6^8\)32L#6U_$C/>WPJK*D$MF)] =CW^+\YTQH!Q&6(6% M5! WFCA3V#\HV4U*#NU*H-$DT/#=@S90CU+!T!{1LL4A?!.]>4

K0,L'BYG9ZDMF%ELMQ*YV>GR'C1 A%"7=*RV^[G<'8V:.%!$8C"4A0S(6]#Q6:0 MC:-;,;'BGJ$W7"WA^.OL/I;ES[5-IU++;JU7A_ZLD]@!U=NXGY*MLKK=ZU#]I MA*/.%EBI47?

\T$WFY.J@_((5S>A$D$*@-2 59+!Q7!K4[S.G&0K1*+BE&Y4Z M$\UFT&K2+3Q>46NFW7*+QUK*)G8[;6^.GPE"VF/1-)?

M@=OS\+DAH]YDW;1S#9Q+,:/E%$Y/[<*\7'/IL]0V):0"CAI6))57+(^4,H H M=Q+=ZD]&IC8=^^EEN>;Y(@?US%CK)!N.RB[@819"P[*/EB&5^'V'VE-0/9.8$ M5T"A4C\.FJT\

]6:59D*ED*.S1'V>8LZ"+ARG>9^F(*03VYR#Y&^63,4\HD9*P%:.M'L<(6E&SOO9]E F"%&R%!8FDF.95[%AIPRC^S90U^Q$RE%>1U\><28,V&=A<-M0DA&1!#+%O.,9IVQ&

@3&/4$B0LC)] IQ(F*TZG/"\7OEYD_11R7V*NRX"!S MAE&+*+=0)\7((&7Q$1-4'!D<)K5Z5!B\W4!AM6CCDM*[TVN9?9,/6I!7-Y,92

MXU>RLTK@PF#:.X<%+U:.ZK*'60\R00=)4|E3HRKT5#E>$(SE8S'W&4@?0BC0 MB_9V!N_Q/&Z,16'VC_^P9F$+B# !PP%2ZVIH6QF:*O.4IJ9<1+5!:MCR:$\'.%[9B$>

M\:IKN)U|\$03]U"#^%QM1A31!CWJ_PH0-TLGPH<@:K%,=)B*](IH)RZHTP)S-$+O[MC%-`MUSV;^&#W:39QN?0#@VW=83'^T$>SZ=/5@-@J-=ZV?^I\Z%_UW__A?.C|WG>&

M%V/G?;_A M^&XS&\,N!\VEXVK]R<@_HG8R1V#Y$EVK#]<^7';],:%U,AX, MUYB2GA=7\D&]X1.[_+R?'#2>]M:SQ5WQIDGG_<^C]KXNE'F:VH>-:UW\G_M#;!A9_#,P?

#W_FB,B%UBX,3V?QZ,/S@]Y_=|_[,SOJ W#X;,R<5PV#!|=#%=_MT.(;:.%/LI]/5]VX3_3S&;DX TOYPAE|.OE0?M7'WA_0'*=_=@9/A<;@ M0R|^82OD=P-H+X_B%8&:N:?

4T]O^>0_OH3>-+_,#9<-O%Y6"(U\&PGEQ\&H[Z MYW!!;\QMR#QI,**.7O7E0)@9HFFYJC"^/&X75R-G!,T^/\6^]#[WKOK\3GC6*

*M'ZJ+^C70TO?\'K_H;##L#4\&O7/G:C#ZI^0YA799\W'&W11 X^#J ;3BLG\U MN#BE:P8&YU2@O:K\;R=&N/*Y(M7!Q-GK'-(7>YTC!3@S3\G<=Q)Y(ΠY M4IYD]UV5JN,*$\X]P(?51.&#R4=R.C*IN>Q?8_<;NM5L!]D\LFK"J1.,<"#X-MP3KC-Q_QY/74"8NYT!2Y+K[=/?D0!S9ZM23?.!7B,&[PLHJ#/&@&OK3B!"SE-M$M7?3J$;,&HS./T#XU]33 @*#$/(WBU>EA0OLPN-&]Q3K#[OEWKW%-*%TY/6 M=9T!/);37ZE#=)OV &'[!\B@LWHP;*2_F5,+I9ZCOXCX060>;7=!Tl;S,RP M-&L,-T/6]8[>8+T "NY9IH8P*'/E1[;=&LSBM6YXPL>&@?/"ZOSHU+!-MX5#0U@?@I=aJ\U#\#E@Q5X/?/F M@BOG?-!{/SB7)ASH_N.+DW_6FMN7RU%X M*8[A!0+2!8U!Z?-34,-FJO1P+EQY&Y&?7B4V*WI%^3>E/N5B=3;L1U6.@S-5 MJ$QP4S98)5QG8J0+E>N6U2TG[]6<5BU.>[*#R=F?.1,+.KB<*\8I)IK29#>Z M=X,)W4166[IJF\%+]=RR#9W7(5A534'0[FP"/LA@(E,'&N"OMF@%I:12*& MCWC)<'M_CIJ*LKMDR(\05V'9*%*XT!A$6_?6P,;Y7]M,P@%]S';/E*/);..>] M"*@,>YIV$:]] HLV!+=H8[$W3')N/08UU"EDU^QH? IBO//.6N*T@9.CZ/FR:X M[XFD_-8?]IJZY\EU<7O@Q&FQ=?73I#1E59 IUIJ9 M?%JJ%55,7X=*4=>;MCD F%?4^S0:#BDMT14=*$H\1=$2U4(I_#,XO#S,JUI. ME7T^7Z9^8/$Q9].@6X80A:6]|2C*,S8/:SFVLX:],[@'YB$Z.4QP8UW3?>+1 MGK=4'$<6]G7GF!A=Z%A<:)GI"+4D(9XI?*BP]E]5RDMJ7/:4BF=KFF] M8!?0EF2 (;\6M$1? FMY!9U?.UN[.MN.!A;+=*N>HC;120 E%8EFB;C@A+!*8[M=:3")/A?$-001K$U1)7!7_XRHJUQF=6;15L//(X%"O_'TF7G+6J-3DQ2W! M&R1[!7_T1X\Y'4.K\'B9SU1Q+? ^E#5%BHBJ\=0DL%(Q)DE)K.OL5K;WDE*A M-4U=;E@>FHZB?C#C44S:5HBUP;2R]\\NOD$;YMV%#. M,BGZK5JU0H7B-[JTD3E:D=)DG*E^)]IG\ MJZ6,&#TM01#=X5-4*40DW\'%TE5E8#+]77&IGF4;S;7I'\DH_6V\#N82,BA M&4)3:$_9OWF2J-3^/54E(!7P5<9RX4D!94L%4;3 EM#5L">9ZJ=(>)2? &7&2+^S'/!R%P@H,'^QA,H#M$8)\A4H!ZFEZ[17^^^I>@OOE6$7" M3I:_;1W^+/V8ZO<*]L/2F]MF?[5$RH#+EN-/DOU W]\U6?U>RA2[ )S.RL_M.;(=6P5(8R821=X ->CG] [C0#$Z_5)87H]#5]";R.<3VO5%OU3C):K9'GUG&_0?AX@B_8(<2 M'H\W%:F55(8D7X@5B?R]/A&?I"NYYCH;+])Z;"D*K]0Q* N/UB MWOL+S+[,^7E j;6*9G<)856P+,U5)79R<@L2Y3C66;D&Q)-I?>W^*E4XUH] M0.:/XG.$>9OWF2]-3^/54E(!7P5<9RX4D!94L%4;3 EM#5L">9ZJ=(>)2? &7&2+^S'/!R%P@H,'^QA,H#M$8)\A4H!ZFEZ[17^^^I>@OOE6$7" M3I:_;1W^+/V8ZO<*]L/2F]MF?[5$RH#+EN-/DOU W]\U6?U>RA2[ )S.RL_M.;(=6P5(8R821=X ->CG] [C0#$Z_5)87H]#5]";R.<3VO5%OU3C):K9'GUG&_0?AX@B_8(<2 M'H\W%:F55(8D7X@5B?R]/A&?I"NYYCH;+])Z;"D*K]0Q* N/UB MWOL+S+[,^7E j;6*9G<)856P+,U5)79R<@L2Y3C66;D&Q)-I?>W^*E4XUH] M0.:/XG.$>9OWF2]-3^/54E(!7P5<9RX4D!94L%4;3 EM#5L">9ZJ=(>)2? &7&2+^S'/!R%P@H,'^QA,H#M$8)\A4H!ZFEZ[17^^^I>@OOE6$7" M3I: _;1W^+/V8ZO<*]L/2F]MF?[5$RH#+EN-/DOU W]\U6?U>RA2[ )S.RL_M.;(=6P5(8R821=X ->CG] [C0#$Z_5)87H]#5];R.<3VO5%OU3C):K9'GUG&_0?AX@B_8(<2 M'H\W%:F55(8D7X@5B?R]/A&?I"NYYCH;+])Z;"D*K]0Q* N/UB MWOL+S+[,^7E j;6*9G<)856P+,U5)79R<@L2Y3C66;D&Q)-I?>W^*E4XUH] M0.:/XG.$>9OWF2]-3^/54E(!7P5<9RX4D!94L%4;3 EM#5L">9ZJ=(>)2? &7&2+^S'/!R%P@H,'^QA,H#M$8)\A4H!ZFEZ[17^^^I>@OOE6$7" M3I:_

M%UF!Y$%2G@0 &85 7 " <8$" !B;6QL+3(P,C0P-C,P M>&5X,S(R+FAT;5!+ 0(4 Q0 (,& %UGY&K4R5D8 #$4 @ 6 M " 9D)" !B;6QL+3(P,C0P-C,P>&5X -#8N;'1M4$L! A0#% @ MP8 76>M.. V$(@ :;D! !< (!(U (&)I;&PM,C R-# V B,S!X97@Y-S$N;'1M4$L%!@ 2 !(OP0 -QR" $! end XML 141 bill-20240630_htm.xml IDEA: XBRL DOCUMENT 0001786352 2023-07-012024-06-30 0001786352 2023-12-31 0001786352 2024-08-16 0001786352 2022-07-012023-06-30 0001786352 bill:TwoThousandTwentyOneRevolvingCreditAgreementMember 2021-03-31 0001786352 2024-06-30 0001786352 2023-06-30 0001786352 bill:SubscriptionAndTransactionFeesMember 2023-07-012024-06-30 0001786352 bill:SubscriptionAndTransactionFeesMember 2022-07-012023-06-30 0001786352 bill:SubscriptionAndTransactionFeesMember 2021-07-012022-06-30 0001786352 bill:InterestOnFundsHeldForCustomersMember 2023-07-012024-06-30 0001786352 bill:InterestOnFundsHeldForCustomersMember 2022-07-012023-06-30 0001786352 bill:InterestOnFundsHeldForCustomersMember 2021-07-012022-06-30 0001786352 2021-07-012022-06-30 0001786352 us-gaap:CommonStockMember 2021-06-30 0001786352 us-gaap:AdditionalPaidInCapitalMember 2021-06-30 0001786352 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Statement), to be filed within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K, are incorporated by reference in Part III. Except with respect to information specifically incorporated by reference in this Annual Report, the Proxy Statement shall not be deemed to be filed as part hereof. 52200000180000000.0238PricewaterhouseCoopers LLPSan Jose, California985941000161715100060153500010431100002804900028233000208830001549800069721600045865000029716900017011100037049070003355909000063148170000.000010.000011000000010000000000000.000010.000015000000050000000010664600010664600001065500001065500002000200052330370004946623000-1890000-4488000-1096948000-856168000413420100040859690000917881300096360180001122733000944710000633365000167439000113758000859400012901720001058468000064195900018989400015174164000-295773000-316818000147845000728560000-13861000-26319000-222917000-330679000255900080800-4318000-28878000-223725000-326361000-0.27-0.27-2.11-2.11-3.21-3.21106102000106102000105976000105976000101753000101753000-28878000-223725000-32636100025980005729000-10117000-26280000-217996000-33647800094504000200027771550000-100000-247467000252959000-24506600029000000-216066000507400013411220001341122000178800048826300048826300026710000267100003283000340240000340240000820001284900012849000037893000378930002015734000-10117000-10117000-326361000-326361000104731000200045987370000-10217000-544828000404369400027030001387200040000337500033750001820001787900017879000110600087615000876150003127600003127600005729000057290000-223725000-223725000106550000200049466230000-4488000-856168000408596900027540001300200013002000225000164950001649500028830002119020002119020009657000965700024726000024726000025980002598000-28878000-288780001066460002000523303700018900000-109694800041342010000-28878000-223725000-32636100024837500031356700019715700079956000802050007597700013838000115800091610000936900042150002366000623800069640004777000550620003719400011386000920900012700006010500032189000198790004665400000864200094930008601000-361000-1361000-4075000-1756000-1254000072600000-

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Bill.com Holdings, Inc. was incorporated in the State of Delaware in August 2018 (and renamed BILL Holdings, Inc. in February 2023). In November 2018, Bill.com, Inc. consummated a reorganization with BILL Holdings, Inc., resulting in the latter becoming the parent entity of Bill.com, Inc. BILL Holdings, Inc. and its wholly-owned subsidiaries are collectively referred to as the "Company". The Company is a provider of software-as-a-service, cloud-based payments, and spend and expense management products, which allow users to automate accounts payable and accounts receivable transactions, enable businesses to easily connect with their suppliers and/or customers to do business, eliminate expense reports, manage cash flows, and improve back-office efficiency. Follow-on Offering On September 24, 2021, the Company closed a public offering in which the Company issued and sold a total of 5,073,529 shares of common stock at a public offering price of $272.00 per share. The Company received $1.3 billion in net proceeds from this public offering, after deducting underwriting discounts, commissions, and other offering costs of $38.9 million. Basis of Presentation and Principles of Consolidation The accompanying consolidated financial statements include the accounts of the Company and were prepared in conformity with U.S. generally accepted accounting principles (GAAP) and applicable rules and regulations of the Securities and Exchange Commission (SEC). All intercompany accounts and transactions have been eliminated. Reclassification Certain accounts in the prior period consolidated statements of operation and consolidated statements of cash flows were reclassified to conform with the current year presentation. Segment Reporting The Company operates as one operating segment because its chief operating decision maker, who is the Chief Executive Officer, reviews its financial information on a consolidated basis for purposes of making decisions regarding allocating resources and assessing performance. The Company's long-lived assets are mainly located in the United States (U.S.) and revenue is mainly generated in the U.S. Long-lived assets outside the U.S. was zero and not material as of June 30, 2024 and 2023, respectively. Total revenue from external customers outside of the U.S. was less than 3% of consolidated total revenue during each of the years ended June 30, 2024, 2023, and 2022. Business Combinations The Company accounts for acquisitions using the acquisition method of accounting, which requires, among other things, allocation of the fair value of purchase consideration to the tangible and intangible assets acquired and liabilities assumed at their estimated fair values on the acquisition date. The excess of the fair value of purchase consideration over the values of the identifiable assets and liabilities is recorded as goodwill. The determination of the fair value of assets acquired and liabilities assumed involves assessments of factors such as the expected future cash flows associated with individual assets and liabilities and appropriate discount rates at the date of the acquisition. Significant management inputs used in the estimation of fair value of assets acquired and liabilities assumed include, but are not limited to, expected future cash flows, future changes in technology, estimated replacement costs, discount rates, and assumptions about the period of time the brand will continue to be used in the Company's product portfolio. Where appropriate, external advisers are consulted to assist in the determination of fair value. For non-observable market values, fair value has been determined using acceptable valuation methods (e.g., relief from royalty methods). The results of operations for businesses acquired are included in the financial statements from the acquisition date. Acquisition-related expenses and post-acquisition integration costs are recognized separately from the business combination and are expensed as incurred. During the measurement period, not to exceed one year from the date of acquisition, the Company may record adjustments to the tangible and intangible assets acquired and liabilities assumed, including the fair value of acquired intangible assets, an indemnification asset related to certain assumed liabilities, net lease liabilities, uncertain tax positions, tax-related valuation allowances, and pre-acquisition contingencies with a corresponding offset to goodwill. The Company continues to collect information and reevaluates these estimates and assumptions quarterly and records any adjustments to the Company's preliminary estimates to goodwill provided that the Company is within the measurement period. After the measurement period, any subsequent adjustments are reflected in the consolidated statements of operations. Use of Estimates The preparation of consolidated financial statements in conformity with GAAP requires management to make various estimates and assumptions that affect the amounts reported and disclosed in the consolidated financial statements and the accompanying notes. Management regularly assesses these estimates, including, but not limited to useful lives of long-lived assets; capitalization of internal-use software costs; the estimate of expected credit losses on accounts receivable, acquired card receivables, and loans held for investment; accrual for rewards; benefit periods used to amortize deferred costs; reserve for losses on funds held for customers; and valuation of deferred tax assets. The Company evaluates these estimates and assumptions and adjusts them accordingly. Actual results could differ from those estimates, and such differences may be material to the consolidated financial statements. Funds Held for Customers and Customer Fund Deposits Funds held for customers and the corresponding liability on customer fund deposits represent funds that are collected from customers for payments to their suppliers and funds that are collected on behalf of customers. Generally, these funds held for customers are initially deposited in separate bank accounts until remitted to the customers' suppliers or to the customers. Funds held for customers also include amounts that are held by or deposited into the accounts of payment processing companies and receivables from customers. The funds held for customers are restricted for the purpose of satisfying the customers' fund obligations and are not available for general business use by the Company. The Company partially invests funds held for customers in highly liquid investments, which include money market funds and marketable debt securities with maturities of three months or less, as well as marketable debt securities with maturities ranging from more than three months up to thirty-seven months at the time of purchase based on the effective maturity date. Funds held for customers that are invested in marketable debt securities are classified as available-for-sale. These investments are carried at fair value, with unrealized gains or losses included in accumulated other comprehensive loss on the consolidated balance sheets and as a component of the consolidated statements of comprehensive loss. The Company contractually earns interest on funds held for customers with associated counterparties. Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents Cash and cash equivalents consist of cash in banks, highly liquid investments with maturities of three months or less at the time of purchase. Restricted cash consists of (i) amounts restricted under deposit account control agreements, (ii) minimum cash balances that are required to be maintained by certain banks, (iii) cash collateral required by the Company's lessors to satisfy letter of credit requirements under its lease agreements, (iv) cash collateral required by a bank in connection with the Company's money transmission activities, and (v) cash in bank and cash deposits held by payment processing companies included in funds held for customers. Restricted cash equivalents consist of highly liquid investments with maturities of three months or less at the time of purchase that are included in funds held for customers. Except for the restricted cash included in funds held for customers, the current and non-current portion of the restricted cash is included in prepaid expenses and other current assets, and in other assets, respectively, in the accompanying consolidated balance sheets. Short-term Investments The Company invests excess cash in a diversified portfolio of highly rated marketable debt securities with maturities of more than three months. These securities are classified as available-for-sale and recorded at fair value. The Company determines the appropriate classification of investments in marketable debt securities at the time of purchase and reevaluates such designation at each balance sheet date. After consideration of risk versus reward attributes and liquidity requirements, the Company may sell these debt securities prior to their stated maturities. As the Company views these securities as available to support current operations, including those with maturities beyond 12 months, and therefore classifies these securities as current assets in the accompanying consolidated balance sheets. Unrealized gains or losses are included in accumulated other comprehensive loss on the consolidated balance sheets and as a component of the consolidated statements of comprehensive loss. If the estimated fair value of an available-for-sale debt security is below its amortized cost basis, then the Company evaluates for impairment. The Company considers its intent to sell the security or whether it is more likely than not that it will be required to sell the security before recovery of its amortized basis. If either of these criteria are met, the debt security's amortized cost basis is written down to fair value through other income (expense), net in the consolidated statements of operations. If neither of these criteria are met, the Company evaluates whether unrealized losses have resulted from a credit loss or other factors. When a credit loss exists, the Company compares the present value of cash flows expected to be collected from the debt security with the amortized cost basis of the security to determine what allowance amount, if any, should be recorded. An impairment relating to credit losses is recorded through an allowance for credit losses reported in other income (expense), net in the consolidated statements of operations. The allowance is limited by the amount that the fair value of the debt security is below its amortized cost basis. Concentrations of Credit Risk Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash, cash equivalents, restricted cash, restricted cash equivalents, short-term investments, accounts receivable, acquired card receivables and loans held for investment (collectively referred to as Financial Assets). The Company maintains its cash, cash equivalents, restricted cash, restricted cash equivalents and short-term investments with large multinational financial institutions that may at times exceed federally insured limits. Management believes that the financial institutions with which the Company does business are financially sound with minimal credit risk. Management further believes the associated risk of concentration for the Company's investments is mitigated by holding a diversified portfolio of highly rated investments consisting of money market funds and short-term debt securities. The Company performs credit evaluations to verify the credit quality of its Financial Assets and determine any at-risk receivables. As of June 30, 2024 and 2023, the allowance for expected credit losses related to accounts receivable, acquired card receivables and loans held for investment totaled approximately $25.8 million and $15.9 million, respectively. These amounts do not include the immaterial allowance for expected credit losses on the card receivables that have been authorized but not cleared at the end of the periods (see Note 15). There were no customers that exceeded 10% of the Company's total revenue during each of the years ended June 30, 2024, 2023, and 2022. <span style="color:#000000;font-family:'Arial',sans-

serif;font-size:10pt;font-weight:700;line-height:120%">Foreign Currency The functional currency of the Company's foreign subsidiaries is the U.S. dollar, which is the Company's reporting currency. Gains and losses from the remeasurement of transactions denominated in foreign currencies other than the functional currency of the foreign subsidiaries are included in other income (expense), net in the accompanying statements of operations Accounts Receivable and Unbilled Revenue Accounts receivable, which consist primarily of fees from customers, including accounting firm and financial institution customers, are recorded at the invoiced amount, net of an allowance for expected credit losses. Unbilled revenue is recorded based on amounts that the Company expects to invoice to customers in the subsequent period. The allowance for expected credit losses related to accounts receivable and unbilled revenue is based on the Company's assessment of the collectability of the receivables. The Company regularly reviews the adequacy of the allowance for expected credit losses by considering the age of each outstanding invoice and the collection history of each customer to determine whether a specific allowance is appropriate. Accounts receivable deemed uncollectible are charged against the allowance for expected credit losses when identified. For all periods presented, the allowance for expected credit losses related to accounts receivable and unbilled revenue was not material. Loans Held for Investment Loans held for investment represent funds advanced under either a term loan or line of credit agreement, through a partnership with a third-party bank (the Originating Bank Partner) in connection with the Company's invoice financing product, with each invoice financed having a repayment term of 12 months. The Company purchases loans or lines of credit draws from the Originating Bank Partner pursuant to the terms outlined in the loan sale agreement between the Company and the Originating Bank Partner. The undrawn lines of credit are unconditionally cancellable. Loans that the Company has the intent and ability to hold for the foreseeable future or until maturity or payoff are classified as held for investment and are initially recognized at their purchase price and subsequently reported at amortized cost. The loans held for investment are recorded net of the allowance for expected credit losses. The Company accretes discount and interest income using the effective interest method over the life of the loan. Accretion of discount and interest income on these loans is included in subscription and transaction fees revenue in the accompanying consolidated statements of operations. Property and Equipment Property and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the respective assets, generally one to four years. Leasehold improvements are amortized over the shorter of estimated useful lives of the assets or the lease term. Expenditures for repairs and maintenance are charged to expense as incurred. Upon disposition, the cost and related accumulated depreciation and amortization are removed from the accounts and the resulting gain or loss is reflected in the consolidated statements of operations. The Company capitalizes internal and external direct costs incurred related to obtaining or developing internal-use software. Costs incurred during the application development stage are capitalized and are amortized using the straight-line method over the estimated useful lives of the software, generally three years commencing on the first day of the month following when the software is ready for its intended use. Costs related to planning and other preliminary project activities and post-implementation activities are expensed as incurred. Acquired Card Receivables The portfolio of acquired card receivables consists of U.S. based commercial accounts diversified across various geographies and industries. The Company manages credit risk based on common risk characteristics including financial condition of the users of the spend and expense management application. Acquired card receivables are reported at their principal amounts outstanding net of allowance for expected credit losses and represent a revolving line of credit. The undrawn lines of credit are unconditionally cancellable. Acquired card receivables are deemed to be held for investment when such receivables are not acquired specifically for resale. As part of the onboarding process, users of the Company's free spend and expense management application are provided with a credit limit subject to a credit policy and underwriting process which is periodically re-performed based on risk indicators and the size of the credit limit. Spending businesses may over fund their accounts through payments in excess of the outstanding balance. Such over funded amounts are recorded as prepaid card deposits, which are included in other accruals and current liabilities in the accompanying consolidated balance sheets. Acquired card receivables represent amounts due on card transactions integrated with the spend and expense management application. The Company is contractually obligated to purchase a 100% participation interest in all card receivables from U.S.-based card issuing banks (Issuing Banks) including authorized transactions that have not cleared at the Issuing Banks. Acquired card receivables are recorded at the time a transaction clears at the Issuing Banks and generally payment for the card receivables is made on the day the transaction clears at the Issuing Banks. The acquired card receivables portfolio consists of a large group of smaller balances from spending businesses across a wide range of industries. The allowance for expected credit losses reflects the Company's estimate of uncollectible balances resulting from credit losses and is based on the determination of the amount of expected credit losses inherent in the acquired card receivables as of the reporting date. An estimate of lifetime expected credit losses is performed by incorporating historical loss experience, as well as current and future economic conditions over a reasonable and supportable period beyond the balance sheet date. In estimating expected credit losses, the Company uses models that entail a significant amount of judgment. The primary areas of judgment used in measuring the quantitative components of the Company's reserves relate to the attributes used to segment the portfolio, the determination of the historical loss experience look-back period, and the weighting of historical loss experience by monthly cohort. The Company uses these models and assumptions to determine the reserve rates applicable to the outstanding acquired card receivables balances to estimate reserves for expected credit losses. Based on historical loss experience, the probability of default decreases over time, therefore the attribute used to segment the portfolio is the length of time since an account's credit limit origination. The Company's models use past loss experience to estimate the probability of default and exposure at default by aged balances. The Company also estimates the likelihood and magnitude of recovery of previously charged-off loans based on historical recovery experience. Additionally, management evaluates whether to include qualitative reserves to cover credit losses that are expected but may not be adequately represented by the quantitative methodology or the economic assumptions. The qualitative reserves address possible limitations within the models or factors not included within the models, such as external conditions, changes in underwriting strategies, the nature and volume of the portfolio, and the volume and severity of past due accounts. In general, acquired card receivables are charged-off after substantially the entire balance becomes 120 days delinquent. Assumptions regarding expected losses are reviewed periodically and may be impacted by actual performance of the acquired card receivables and changes in any of the factors discussed above. As of June 30, 2024 and 2023, the allowance for expected credit losses on acquired card receivables shown on the consolidated balance sheets totaled $20.9 million and $15.5 million, respectively. These amounts do not include the immaterial allowance for expected credit losses on card receivables that have been authorized but not cleared at the end of the periods (see Note 15). Goodwill Goodwill represents the excess of the purchase price of the acquisition over the net fair value of identifiable assets acquired and liabilities assumed. Goodwill amounts are not amortized. Intangible Assets The Company generally recognizes assets for customer relationships, developed technology and finite-lived trade names from an acquisition. Finite-lived intangible assets are carried at acquisition cost less accumulated amortization. Such amortization is recorded on a straight-line basis over the estimated useful lives of the respective assets, generally from three to ten years. Amortization for developed technology is recognized in cost of revenue. Amortization for customer relationships and trade names is recognized in sales and marketing expenses. Impairment Goodwill is tested annually at the reporting unit level for impairment during the fourth fiscal quarter or more frequently if facts or changes in circumstances indicate the carrying amount of goodwill may not be recoverable. The Company has one reporting unit; therefore, all of its goodwill is associated with the entire company. Management has the option to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of the Company is less than the carrying amount, including goodwill. If it is determined that it is more likely than not that the fair value of the Company is less than the carrying amount, a quantitative assessment is performed by comparing the fair value of a reporting unit with its carrying amount. An impairment charge is recognized for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the total amount of goodwill allocated to that reporting unit. The Company also has the option to bypass the qualitative assessment and perform the quantitative assessment. The Company reviews the valuation of long-lived assets, including property and equipment and finite-lived intangible assets, whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. The recoverability of long-lived assets or asset groups is calculated based on the estimated undiscounted future cash flows expected to result from the use and eventual disposition of the asset. Impairment testing is performed at the asset group level. Based on management's assessment, the Company did not recognize any impairment losses on its goodwill, finite-lived intangible assets or other long-lived assets during the periods presented herein. Leases The Company determines if an arrangement is a lease, or contains a lease, by evaluating whether there is an identified asset and whether the Company controls the use of the identified asset throughout the period of use. The Company determines the classification of the lease, whether operating or financing, at the lease commencement date, which is the date the leased assets are made available for use. The Company uses the non-cancelable lease term when recognizing the ROU assets and lease liabilities, unless it is reasonably certain that a renewal or termination option will be exercised. The Company accounts for lease components and non-lease components as a single lease component. Modifications are assessed to determine whether incremental differences result in new contract terms and accounted for as a new lease or whether the additional right of use should be included in the original lease and continue to be accounted with the remaining ROU asset. Operating lease ROU assets and lease liabilities are recognized at the lease commencement date based on the present value of the lease payments over the lease term. Lease payments consist of the fixed payments under the arrangement, less any lease incentives. Variable costs, such as common area maintenance costs, are not included in the measurement of the ROU assets and lease liabilities, but are expensed as incurred. As the implicit rate of the leases is not determinable, the Company uses an incremental borrowing rate in determining the present value of the lease payments. Lease expenses are recognized on a straight-line basis over the lease term. The Company does not recognize ROU assets on lease arrangements with a term of 12 months or less. Lease expense for such arrangements is recognized on a straight-line basis over the term of the lease. Accrued Rewards Spending businesses participate in rewards programs based on card transactions. The Company records a rewards liability that represents the estimated cost for rewards owed to spending businesses. Rewards liabilities are impacted over time by redemption costs and by spending businesses meeting eligibility requirements. Changes in the rewards liabilities during the period are recognized as an increase or decrease to sales and marketing expense in the accompanying consolidated statements of operations. The accrued rewards liability, which was $67.7 million and $55.4 million as of June 30, 2024 and 2023, respectively, is included in other accruals and current

liabilities in the accompanying consolidated balance sheets. The rewards expense, which was $219.8 million, $173.9 million, and $95.2 million, during the years ended June 30, 2024, 2023, and 2022, respectively, is included in sales and marketing expenses in the accompanying consolidated statements of operations. Revenue Recognition The Company enters into contracts with small and midsize businesses (SMB) and accounting firm customers to provide access to the functionality of the Company's cloud-based payments platform to process transactions. These contracts are either monthly contracts paid in arrears or upfront, or annual arrangements paid up front. The Company charges its SMB and accounting firm customers subscription fees for access to its platform either based on the number of users or per customer account and the level of service. The Company generally also charges these customers transaction fees based on transaction volume and the category of transaction. The contractual price for subscription and transaction services is based on either negotiated fees or the rates published on the Company's website. The Company accounts for its annual and monthly contracts as a series of distinct services that are satisfied over time. Revenues recognized exclude amounts collected on behalf of third parties, such as sales taxes collected and remitted to governmental authorities. The Company enables SMB and accounting firm customers to make virtual card payments to their suppliers. The Company also facilitates the extension of credit to spending businesses through the BILL Spend and Expense product in the form of BILL Divvy Corporate Cards. The spending businesses utilize the credit on BILL Divvy Corporate Cards as a means of payment for goods and services provided by their suppliers. Virtual card payments and BILL Divvy Corporate Cards are originated through agreements with Issuing Banks. The agreements with the Issuing Banks allow for card transactions on the MasterCard and Visa networks. For each virtual card and BILL Divvy Corporate Card transaction, suppliers are required to pay interchange fees to the issuer of the card. Based on the Company's agreements with its Issuing Banks, the Company recognizes the interchange fees as revenue gross or net of rebates received from the Issuing Bank based on the Company's determination of whether it is the principal or agent under the agreements. The Company enters into multi-year contracts with financial institution customers to provide access to the Company's cloud-based payments platform to process transactions. These contracts typically include fees for initial implementation services that are paid during the period the implementation services are provided as well as fees for subscription and transaction processing services, which are subject to guaranteed monthly minimum fees that are paid monthly over the contract term. These contracts enable the financial institutions to provide their customers with access to online bill pay services through the financial institutions' online platforms. Implementation services are required up-front to establish an infrastructure that allows the financial institutions' online platforms to communicate with the Company's online platform. A financial institution's customers cannot access online bill pay services until implementation is complete. Initial implementation services and transaction processing services are not capable of being distinct from the subscription for online bill pay services and are combined into a single performance obligation. The total consideration in these contracts varies based on the number of users and transactions to be processed. The Company has determined it meets the variable consideration allocation exception and therefore recognizes guaranteed monthly payments and any overages as revenue in the month they are earned. Implementation fees are recognized based on the proportion of transactions processed to the total estimated transactions to be processed over the contract period. The Company allocates revenue to each performance obligation based on its relative standalone selling price. Interest on Funds Held for Customers The Company also earns revenue from interest earned on funds held for customers that are initially deposited into the Company's bank accounts that are separate from the Company's operating cash accounts until remitted to the customers or their suppliers. The Company partially invests funds held for customers in highly liquid investments with maturities of three months or less and in marketable debt securities with maturities of three months to one year at the time of purchase. Interest and fees earned are recognized based on the effective interest method and also include the accretion of discounts and the amortization of premiums on marketable debt securities. Deferred Revenue Subscription and transaction fees from customers for which the Company has annual or multi-year contracts are generally billed in advance. These fees are initially recorded as deferred revenue and subsequently recognized as revenue as the performance obligation is satisfied. Deferred Costs Deferred costs consist of (i) deferred sales commissions that are incremental costs of obtaining customer contracts and (ii) deferred service costs, primarily direct payroll costs, for implementation services provided to customers prior to the launching of the Company's products for general availability (go-live) to customers. Sales commissions paid on renewals are not material and are not commensurate with sales commissions paid on the initial contract. Deferred sales commissions are amortized ratably over the estimated life of the customer relationship aligned with the pattern of customer attrition, taking into consideration the initial contract term and expected renewal periods. Deferred service costs are amortized ratably over the estimated benefit period of the capitalized costs starting on the go-live date of the service. Service Costs Service costs consist primarily of personnel-related costs, including stock-based compensation, for the Company's customer success and payment operations teams, costs that are directly attributed to processing customers' and spending businesses' transactions (such as the cost of printing checks, postage for mailing checks, fees associated with the issuance and processing of card transactions, fees for processing payments), outsourced support services for the Company's customer success team, direct and amortized costs for implementing and integrating the Company's cloud-based platform into the customers' systems, and cloud payments infrastructure costs. Research and Development Costs incurred in research and development, excluding development costs eligible for capitalization as internal-use software, are expensed as incurred. Stock-based Compensation The Company measures stock-based compensation for stock options and purchase rights issued under the Employee Stock Purchase Plan (ESPP) at fair value on the date of grant using the Black-Scholes option-pricing model. The Company measures stock-based compensation for restricted stock units (RSUs) and market-based RSUs based on the closing price of the Company's stock and using the Monte Carlo simulation model, respectively, on the date of grant. The Company measures stock-based compensation for performance-based awards at fair value on the date of grant. Awards that are classified as liabilities are remeasured at fair value at the end of each reporting period. The Company recognizes compensation on a straight-line basis over the requisite service period, which is generally the vesting term of four years for stock options and RSUs, the offering period of one year for purchase rights under the ESPP, and the requisite period of one to three years for market-based RSUs. The Company recognizes compensation for performance-based awards over the vesting period if it is probable that the performance condition will be achieved. The Company accounts for forfeitures as they occur. Advertising The Company expenses the costs of advertising, including promotional expenses, as incurred. Advertising expenses during the years ended June 30, 2024, 2023, and 2022 were $43.6 million, $39.0 million, and $29.4 million, respectively. Income Taxes The Company accounts for income taxes using the asset and liability method, which requires the recognition of taxes payable or refundable for the current year and deferred income tax assets and liabilities for the future tax consequences of temporary differences between the financial statement carrying amounts and the tax basis of the Company's assets and liabilities, net operating loss (NOL), and tax credit carryforwards. A valuation allowance is established to reduce deferred tax assets to the amount expected to be realized. The Company accounts for uncertainty in income taxes using a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. The Company classifies any liabilities for unrecognized tax benefits as current to the extent that the Company anticipates payment (or receipt) of cash within one year. Interest and penalties related to uncertain tax positions are recognized in the provision for income taxes. Net Loss Per Share Attributable to Common Stockholders Basic net loss per share attributable to common stockholders is calculated by dividing the net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period, without consideration of potentially dilutive securities. Diluted net loss per share attributable to common stockholders is the same as basic net loss per share attributable to common stockholders for all periods presented since the effect of potentially dilutive securities is anti-dilutive given the net loss of the Company. Restructuring The Company records a liability for involuntary employee termination benefits when management has committed to a plan that establishes the terms of the arrangement and that plan has been communicated to employees. Costs to terminate a contract before the end of the term are recognized on the termination date, and costs that will continue to be incurred in a contract for the remaining term without economic benefit are recognized as of the cease-use date. New Accounting Pronouncements and Disclosure Rules Not Yet Adopted In November 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2023-07, Reportable Segments (Topic 280): Improvements to Reportable Segment Disclosures, which expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses, including public entities with a single operating or reportable segment. The updated standard is effective for the Company's annual periods beginning in fiscal 2025 and interim periods beginning in the first quarter of fiscal 2026. Early adoption is permitted. This ASU will result in the required additional disclosures being included in the consolidated financial statements retrospectively, to all periods presented, once adopted. In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which expands disclosures in an entity's income tax rate reconciliation table and regarding cash taxes paid both in the U.S. and foreign jurisdictions. The updated standard will be effective for annual periods beginning in fiscal 2026. This ASU will result in the required additional disclosures being included in the consolidated financial statements, once adopted. In March 2024, the SEC adopted final rules related to climate-related disclosures in SEC Release No. 33-11275: The Enhancement and Standardization of Climate-Related Disclosures for Investors. In April 2024, the SEC issued an order to stay the effectiveness of the rules pending the completion of judicial review of multiple petitions challenging the rules. To the extent the rules become effective, they will require registrants to disclose certain climate-related information in registration statements and annual reports. The disclosure requirements, as initially adopted, would apply for annual periods beginning in fiscal 2026. The Company is currently evaluating the final rules to determine their impact on the Company's Annual Reports on Form 10-K. Follow-on Offering On September 24, 2021, the Company closed a public offering in which the Company issued and sold a total of 5,073,529 shares of common stock at a public offering price of $272.00 per share. The Company received $1.3 billion in net proceeds from this public offering, after deducting underwriting discounts, commissions, and other offering costs of $38.9 million.5073529272.0013000000000038900000 <span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:700;line-

height:120%">Basis of Presentation and Principles of Consolidation The accompanying consolidated financial statements include the accounts of the Company and were prepared in conformity with U.S. generally accepted accounting principles (GAAP) and applicable rules and regulations of the Securities and Exchange Commission (SEC). All intercompany accounts and transactions have been eliminated. Certain accounts in the prior period consolidated statements of operation and consolidated statements of cash flows were reclassified to conform with the current year presentation. Segment Reporting The Company operates as one operating segment because its chief operating decision maker, who is the Chief Executive Officer, reviews its financial information on a consolidated basis for purposes of making decisions regarding allocating resources and assessing performance. The Company's long-lived assets are mainly located in the United States (U.S.) and revenue is mainly generated in the U.S. Long-lived assets outside the U.S. was zero and not material as of June 30, 2024 and 2023, respectively.1000.030.030.03 Business Combinations The Company accounts for acquisitions using the acquisition method of accounting, which requires, among other things, allocation of the fair value of purchase consideration to the tangible and intangible assets acquired and liabilities assumed at their estimated fair values on the acquisition date. The excess of the fair value of purchase consideration over the values of the identifiable assets and liabilities is recorded as goodwill. The determination of the fair value of assets acquired and liabilities assumed involves assessments of factors such as the expected future cash flows associated with individual assets and liabilities and appropriate discount rates at the date of the acquisition. Significant management inputs used in the estimation of fair value of assets acquired and liabilities assumed include, but are not limited to, expected future cash flows, future changes in technology, estimated replacement costs, discount rates, and assumptions about the period of time the brand will continue to be used in the Company's product portfolio. Where appropriate, external advisers are consulted to assist in the determination of fair value. For non-observable market values, fair value has been determined using acceptable valuation methods (e.g., relief from royalty methods). The results of operations for businesses acquired are included in the financial statements from the acquisition date. Acquisition-related expenses and post-acquisition integration costs are recognized separately from the business combination and are expensed as incurred. During the measurement period, not to exceed one year from the date of acquisition, the Company may record adjustments to the tangible and intangible assets acquired and liabilities assumed, including the fair value of acquired intangible assets, an indemnification asset related to certain assumed liabilities, net lease liabilities, uncertain tax positions, tax-related valuation allowances, and pre-acquisition contingencies with a corresponding offset to goodwill. The Company continues to collect information and reevaluates these estimates and assumptions quarterly and records any adjustments to the Company's preliminary estimates to goodwill provided that the Company is within the measurement period. After the measurement period, any subsequent adjustments are reflected in the consolidated statements of operations. Use of Estimates The preparation of consolidated financial statements in conformity with GAAP requires management to make various estimates and assumptions that affect the amounts reported and disclosed in the consolidated financial statements and the accompanying notes. Management regularly assesses these estimates, including, but not limited to useful lives of long-lived assets; capitalization of internal-use software costs; the estimate of expected credit losses on accounts receivable, acquired card receivables, and loans held for investment; accrual for rewards; benefit periods used to amortize deferred costs; reserve for losses on funds held for customers; and valuation of deferred tax assets. The Company evaluates these estimates and assumptions and adjusts them accordingly. Actual results could differ from those estimates, and such differences may be material to the consolidated financial statements. Funds Held for Customers and Customer Fund Deposits Funds held for customers and the corresponding liability on customer fund deposits represent funds that are collected from customers for payments to their suppliers and funds that are collected on behalf of customers. Generally, these funds held for customers are initially deposited in separate bank accounts until remitted to the customers' suppliers or to the customers. Funds held for customers also include amounts that are held by or deposited into the accounts of payment processing companies and receivables from customers. The funds held for customers are restricted for the purpose of satisfying the customers' fund obligations and are not available for general business use by the Company. The Company partially invests funds held for customers in highly liquid investments, which include money market funds and marketable debt securities with maturities of three months or less, as well as marketable debt securities with maturities ranging from more than three months up to thirty-seven months at the time of purchase based on the effective maturity date. Funds held for customers that are invested in marketable debt securities are classified as available-for-sale. These investments are carried at fair value, with unrealized gains or losses included in accumulated other comprehensive loss on the consolidated balance sheets and as a component of the consolidated statements of comprehensive loss. The Company contractually earns interest on funds held for customers with associated counterparties.P3MP3MP37M Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents Cash and cash equivalents consist of cash in banks, highly liquid investments with maturities of three months or less at the time of purchase. Restricted cash consists of (i) amounts restricted under deposit account control agreements, (ii) minimum cash balances that are required to be maintained by certain banks, (iii) cash collateral required by the Company's lessors to satisfy letter of credit requirements under its lease agreements, (iv) cash collateral required by a bank in connection with the Company's money transmission activities, and (v) cash in bank and cash deposits held by payment processing companies included in funds held for customers. Restricted cash equivalents consist of highly liquid investments with maturities of three months or less at the time of purchase that are included in funds held for customers. Except for the restricted cash included in funds held for customers, the current and non-current portion of the restricted cash is included in prepaid expenses and other current assets, and in other assets, respectively, in the accompanying consolidated balance sheets. Short-term Investments The Company invests excess cash in a diversified portfolio of highly rated marketable debt securities with maturities of more than three months. These securities are classified as available-for-sale and recorded at fair value. The Company determines the appropriate classification of investments in marketable debt securities at the time of purchase and reevaluates such designation at each balance sheet date. After consideration of risk versus reward attributes and liquidity requirements, the Company may sell these debt securities prior to their stated maturities. As the Company views these securities as available to support current operations, including those with maturities beyond 12 months, and therefore classifies these securities as current assets in the accompanying consolidated balance sheets. Unrealized gains or losses are included in accumulated other comprehensive loss on the consolidated balance sheets and as a component of the consolidated statements of comprehensive loss. If the estimated fair value of an available-for-sale debt security is below its amortized cost basis, then the Company evaluates for impairment. The Company considers its intent to sell the security or whether it is more likely than not that it will be required to sell the security before recovery of its amortized basis. If either of these criteria are met, the debt security's amortized cost basis is written down to fair value through other income (expense), net in the consolidated statements of operations. If neither of these criteria are met, the Company evaluates whether unrealized losses have resulted from a credit loss or other factors. When a credit loss exists, the Company compares the present value of cash flows expected to be collected from the debt security with the amortized cost basis of the security to determine what allowance amount, if any, should be recorded. An impairment relating to credit losses is recorded through an allowance for credit losses reported in other income (expense), net in the consolidated statements of operations. The allowance is limited by the amount that the fair value of the debt security is below its amortized cost basis. Concentrations of Credit Risk Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash, cash equivalents, restricted cash, restricted cash equivalents, short-term investments, accounts receivable, acquired card receivables and loans held for investment (collectively referred to as Financial Assets). The Company maintains its cash, cash equivalents, restricted cash, restricted cash equivalents and short-term investments with large multinational financial institutions that may at times exceed federally insured limits. Management believes that the financial institutions with which the Company does business are financially sound with minimal credit risk. Management further believes the associated risk of concentration for the Company's investments is mitigated by holding a diversified portfolio of highly rated investments consisting of money market funds and short-term debt securities258000001590000000000.100.100.10 Foreign Currency The functional currency of the Company's foreign subsidiaries is the U.S. dollar, which is the Company's reporting currency. Gains and losses from the remeasurement of transactions denominated in foreign currencies other than the functional currency of the foreign subsidiaries are included in other income (expense), net in the accompanying statements of operations Accounts Receivable and Unbilled Revenue Accounts receivable, which consist primarily of fees from customers, including accounting firm and financial institution customers, are recorded at the invoiced amount, net of an allowance for expected credit losses. Unbilled revenue is recorded based on amounts that the Company expects to invoice to customers in the subsequent period. The allowance for expected credit losses related to accounts receivable and unbilled revenue is based on the Company's assessment of the collectability of the receivables. The Company regularly reviews the adequacy of the allowance for expected credit losses by considering the age of each outstanding invoice and the collection history of each customer to determine whether a specific allowance is appropriate. Accounts receivable deemed uncollectible are charged against the allowance for expected credit losses when identified. For all periods presented, the allowance for expected credit losses related to accounts receivable and unbilled revenue was not material. Loans Held for Investment Loans held for investment represent funds advanced under either a term loan or line of credit agreement, through a partnership with a third-party bank (the Originating Bank Partner) in connection with the Company's invoice financing product, with each invoice financed having a repayment term of 12 months. The Company purchases loans or lines of credit draws from the Originating Bank Partner pursuant to the terms outlined in the loan sale agreement between the Company and the Originating Bank Partner. The undrawn lines of credit are unconditionally cancellable. Loans that the Company has the intent and ability to hold for the foreseeable future or until maturity or payoff are classified as held for investment and are initially recognized at their purchase price and subsequently reported at amortized cost. The loans held for investment are recorded net of the allowance for expected credit losses. The Company accretes discount and interest income using the effective interest method over the life of the loan. Accretion of discount and interest income on these loans is included in subscription and transaction fees revenue in the accompanying consolidated statements of operations. Property and Equipment Property and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the respective assets, generally one to four years. Leasehold improvements are amortized over the shorter of estimated useful lives of the assets or the lease term. Expenditures for repairs and maintenance are charged to expense as incurred. Upon disposition, the cost and related accumulated depreciation and amortization are removed from the accounts and the resulting gain or loss is reflected in the consolidated statements of operations. The Company capitalizes internal and external direct costs incurred related to obtaining or developing internal-use software. Costs incurred during the application development stage are capitalized and are amortized using the straight-line method over the estimated useful lives of the software, generally three

years commencing on the first day of the month following when the software is ready for its intended use. Costs related to planning and other preliminary project activities and post-implementation activities are expensed as incurred. P4Y Acquired Card Receivables The portfolio of acquired card receivables consists of U.S. based commercial accounts diversified across various geographies and industries. The Company manages credit risk based on common risk characteristics including financial condition of the users of the spend and expense management application. Acquired card receivables are reported at their principal amounts outstanding net of allowance for expected credit losses and represent a revolving line of credit. The undrawn lines of credit are unconditionally cancellable. Acquired card receivables are deemed to be held for investment when such receivables are not acquired specifically for resale. As part of the onboarding process, users of the Company's free spend and expense management application are provided with a credit limit subject to a credit policy and underwriting process which is periodically re-performed based on risk indicators and the size of the credit limit. Spending businesses may over fund their accounts through payments in excess of the outstanding balance. Such over funded amounts are recorded as prepaid card deposits, which are included in other accruals and current liabilities in the accompanying consolidated balance sheets. Acquired card receivables represent amounts due on card transactions integrated with the spend and expense management application. The Company is contractually obligated to purchase a 100% participation interest in all card receivables from U.S.-based card issuing banks (Issuing Banks) including authorized transactions that have not cleared at the Issuing Banks. Acquired card receivables are recorded at the time a transaction clears at the Issuing Banks and generally payment for the card receivables is made on the day the transaction clears at the Issuing Banks. The acquired card receivables portfolio consists of a large group of smaller balances from spending businesses across a wide range of industries. The allowance for expected credit losses reflects the Company's estimate of uncollectible balances resulting from credit losses and is based on the determination of the amount of expected credit losses inherent in the acquired card receivables as of the reporting date. An estimate of lifetime expected credit losses is performed by incorporating historical loss experience, as well as current and future economic conditions over a reasonable and supportable period beyond the balance sheet date. In estimating expected credit losses, the Company uses models that entail a significant amount of judgment. The primary areas of judgment used in measuring the quantitative components of the Company's reserves relate to the attributes used to segment the portfolio, the determination of the historical loss experience look-back period, and the weighting of historical loss experience by monthly cohort. The Company uses these models and assumptions to determine the reserve rates applicable to the outstanding acquired card receivables balances to estimate reserves for expected credit losses. Based on historical loss experience, the probability of default decreases over time, therefore the attribute used to segment the portfolio is the length of time since an account's credit limit origination. The Company's models use past loss experience to estimate the probability of default and exposure at default by aged balances. The Company also estimates the likelihood and magnitude of recovery of previously charged-off loans based on historical recovery experience. Additionally, management evaluates whether to include qualitative reserves to cover credit losses that are expected but may not be adequately represented by the quantitative methodology or the economic assumptions. The qualitative reserves address possible limitations within the models or factors not included within the models, such as external conditions, changes in underwriting strategies, the nature and volume of the portfolio, and the volume and severity of past due accounts. In general, acquired card receivables are charged-off after substantially the entire balance becomes 120 days delinquent. Assumptions regarding expected losses are reviewed periodically and may be impacted by actual performance of the acquired card receivables and changes in any of the factors discussed above. As of June 30, 2024 and 2023, the allowance for expected credit losses on acquired card receivables shown on the consolidated balance sheets totaled $20.9 million and $15.5 million, respectively. These amounts do not include the immaterial allowance for expected credit losses on card receivables that have been authorized but not cleared at the end of the periods (see Note 15).1P120D2090000015500000 Goodwill Goodwill represents the excess of the purchase price of the acquisition over the net fair value of identifiable assets acquired and liabilities assumed. Goodwill amounts are not amortized. Intangible Assets The Company generally recognizes assets for customer relationships, developed technology and finite-lived trade names from an acquisition. Finite-lived intangible assets are carried at acquisition cost less accumulated amortization. Such amortization is recorded on a straight-line basis over the estimated useful lives of the respective assets, generally from three to ten years. Amortization for developed technology is recognized in cost of revenue. Amortization for customer relationships and trade names is recognized in sales and marketing expenses. P10Y Impairment Goodwill is tested annually at the reporting unit level for impairment during the fourth fiscal quarter or more frequently if facts or changes in circumstances indicate the carrying amount of goodwill may not be recoverable. The Company has one reporting unit; therefore, all of its goodwill is associated with the entire company. Management has the option to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of the Company is less than the carrying amount, including goodwill. If it is determined that it is more likely than not that the fair value of the Company is less than the carrying amount, a quantitative assessment is performed by comparing the fair value of a reporting unit with its carrying amount. An impairment charge is recognized for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the total amount of goodwill allocated to that reporting unit. The Company also has the option to bypass the qualitative assessment and perform the quantitative assessment. The Company reviews the valuation of long-lived assets, including property and equipment and finite-lived intangible assets, whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. The recoverability of long-lived assets or asset groups is calculated based on the estimated undiscounted future cash flows expected to result from the use and eventual disposition of the asset. Impairment testing is performed at the asset group level. Based on management's assessment, the Company did not recognize any impairment losses on its goodwill, finite-lived intangible assets or other long-lived assets during the periods presented herein. 1 Leases The Company determines if an arrangement is a lease, or contains a lease, by evaluating whether there is an identified asset and whether the Company controls the use of the identified asset throughout the period of use. The Company determines the classification of the lease, whether operating or financing, at the lease commencement date, which is the date the leased assets are made available for use. The Company uses the non-cancelable lease term when recognizing the ROU assets and lease liabilities, unless it is reasonably certain that a renewal or termination option will be exercised. The Company accounts for lease components and non-lease components as a single lease component. Modifications are assessed to determine whether incremental differences result in new contract terms and accounted for as a new lease or whether the additional right of use should be included in the original lease and continue to be accounted with the remaining ROU asset. Operating lease ROU assets and lease liabilities are recognized at the lease commencement date based on the present value of the lease payments over the lease term. Lease payments consist of the fixed payments under the arrangement, less any lease incentives. Variable costs, such as common area maintenance costs, are not included in the measurement of the ROU assets and lease liabilities, but are expensed as incurred. As the implicit rate of the leases is not determinable, the Company uses an incremental borrowing rate in determining the present value of the lease payments. Lease expenses are recognized on a straight-line basis over the lease term. The Company does not recognize ROU assets on lease arrangements with a term of 12 months or less. Lease expense for such arrangements is recognized on a straight-line basis over the term of the lease. P12M Accrued Rewards Spending businesses participate in rewards programs based on card transactions. The Company records a rewards liability that represents the estimated cost for rewards owed to spending businesses. Rewards liabilities are impacted over time by redemption costs and by spending businesses meeting eligibility requirements. Changes in the rewards liabilities during the period are recognized as an increase or decrease to sales and marketing expense in the accompanying consolidated statements of operations. The accrued rewards liability, which was $67.7 million and $55.4 million as of June 30, 2024 and 2023, respectively, is included in other accruals and current liabilities in the accompanying consolidated balance sheets. The rewards expense, which was $219.8 million, $173.9 million, and $95.2 million, during the years ended June 30, 2024, 2023, and 2022, respectively, is included in sales and marketing expenses in the accompanying consolidated statements of operations. 67700000554000002198000001739000009520000 Revenue Recognition The Company enters into contracts with small and midsize businesses (SMB) and accounting firm customers to provide access to the functionality of the Company's cloud-based payments platform to process transactions. These contracts are either monthly contracts paid in arrears or upfront, or annual arrangements paid up front. The Company charges its SMB and accounting firm customers subscription fees for access to its platform either based on the number of users or per customer account and the level of service. The Company generally also charges these customers transaction fees based on transaction volume and the category of transaction. The contractual price for subscription and transaction services is based on either negotiated fees or the rates published on the Company's website. The Company accounts for its annual and monthly contracts as a series of distinct services that are satisfied over time. Revenues recognized exclude amounts collected on behalf of third parties, such as sales taxes collected and remitted to governmental authorities. The Company enables SMB and accounting firm customers to make virtual card payments to their suppliers. The Company also facilitates the extension of credit to spending businesses through the BILL Spend and Expense product in the form of BILL Divvy Corporate Cards. The spending businesses utilize the credit on BILL Divvy Corporate Cards as a means of payment for goods and services provided by their suppliers. Virtual card payments and BILL Divvy Corporate Cards are originated through agreements with Issuing Banks. The agreements with the Issuing Banks allow for card transactions on the MasterCard and Visa networks. For each virtual card and BILL Divvy Corporate Card transaction, suppliers are required to pay interchange fees to the issuer of the card. Based on the Company's agreements with its Issuing Banks, the Company recognizes the interchange fees as revenue gross or net of rebates received from the Issuing Bank based on the Company's determination of whether it is the principal or agent under the agreements. The Company enters into multi-year contracts with financial institution customers to provide access to the Company's cloud-based payments platform to process transactions. These contracts typically include fees for initial implementation services that are paid during the period the implementation services are provided as well as fees for subscription and transaction processing services, which are subject to guaranteed monthly minimum fees that are paid monthly over the contract term. These contracts enable the financial institutions to provide their customers with access to online bill pay services through the financial institutions' online platforms. Implementation services are required up-front to establish an infrastructure that allows the financial institutions' online platforms to communicate with the Company's online platform. A financial institution's customers cannot access online bill pay services until implementation is complete. Initial implementation services and transaction processing services are not capable of being distinct from the subscription for online bill pay services and are combined into a single performance obligation. The total consideration in these contracts varies based on the number of users and transactions to be processed. The Company has determined it meets the variable consideration allocation exception and therefore recognizes guaranteed monthly payments and any overages as revenue in the month they are earned. Implementation fees are recognized based on the proportion of transactions processed to the total estimated transactions to be processed over the contract period. The Company allocates revenue to each performance obligation based on its relative standalone selling price.

Interest on Funds Held for Customers The Company also earns revenue from interest earned on funds held for customers that are initially deposited into the Company's bank accounts that are separate from the Company's operating cash accounts until remitted to the customers or their suppliers. The Company partially invests funds held for customers in highly liquid investments with maturities of three months or less and in marketable debt securities with maturities of three months to one year at the time of purchase. Interest and fees earned are recognized based on the effective interest method and also include the accretion of discounts and the amortization of premiums on marketable debt securities. Deferred Revenue Subscription and transaction fees from customers for which the Company has annual or multi-year contracts are generally billed in advance. These fees are initially recorded as deferred revenue and subsequently recognized as revenue as the performance obligation is satisfied. Deferred Costs Deferred costs consist of (i) deferred sales commissions that are incremental costs of obtaining customer contracts and (ii) deferred service costs, primarily direct payroll costs, for implementation services provided to customers prior to the launching of the Company's products for general availability (go-live) to customers. Sales commissions paid on renewals are not material and are not commensurate with sales commissions paid on the initial contract. Deferred sales commissions are amortized ratably over the estimated life of the customer relationship aligned with the pattern of customer attrition, taking into consideration the initial contract term and expected renewal periods. Deferred service costs are amortized ratably over the estimated benefit period of the capitalized costs starting on the go-live date of the service. Service Costs Service costs consist primarily of personnel-related costs, including stock-based compensation, for the Company's customer success and payment operations teams, costs that are directly attributed to processing customers' and spending businesses' transactions (such as the cost of printing checks, postage for mailing checks, fees associated with the issuance and processing of card transactions, fees for processing payments), outsourced support services for the Company's customer success team, direct and amortized costs for implementing and integrating the Company's cloud-based platform into the customers' systems, and cloud payments infrastructure costs. Research and Development Costs incurred in research and development, excluding development costs eligible for capitalization as internal-use software, are expensed as incurred. Stock-based Compensation The Company measures stock-based compensation for stock options and purchase rights issued under the Employee Stock Purchase Plan (ESPP) at fair value on the date of grant using the Black-Scholes option-pricing model. The Company measures stock-based compensation for restricted stock units (RSUs) and market-based RSUs based on the closing price of the Company's stock and using the Monte Carlo simulation model, respectively, on the date of grant. The Company measures stock-based compensation for performance-based awards at fair value on the date of grant. Awards that are classified as liabilities are remeasured at fair value at the end of each reporting period. The Company recognizes compensation on a straight-line basis over the requisite service period, which is generally the vesting term of four years for stock options and RSUs, the offering period of one year for purchase rights under the ESPP, and the requisite period of one to three years for market-based RSUs. The Company recognizes compensation for performance-based awards over the vesting period if it is probable that the performance condition will be achieved. The Company accounts for forfeitures as they occur. P4YP1Y Advertising The Company expenses the costs of advertising, including promotional expenses, as incurred. Advertising expenses during the years ended June 30, 2024, 2023, and 2022 were $43.6 million, $39.0 million, and $29.4 million, respectively.4360000039000000.029400000<div style="margin-top:12pt">Income Taxes </div><div style="margin-top:12pt;text-indent:36pt">The Company accounts for income taxes using the asset and liability method, which requires the recognition of taxes payable or refundable for the current year and deferred income tax assets and liabilities for the future tax consequences of temporary differences between the financial statement carrying amounts and the tax basis of the Company's assets and liabilities, net operating loss (NOL), and tax credit carryforwards. A valuation allowance is established to reduce deferred tax assets to the amount expected to be realized. </div><div style="margin-top:12pt;text-indent:36pt">The Company accounts for uncertainty in income taxes using a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. The Company classifies any liabilities for unrecognized tax benefits as current to the extent that the Company anticipates </div>payment (or receipt) of cash within one year. Interest and penalties related to uncertain tax positions are recognized in the provision for income taxes.<div style="margin-top:12pt">Net Loss Per Share Attributable to Common Stockholders</div>Basic net loss per share attributable to common stockholders is calculated by dividing the net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period, without consideration of potentially dilutive securities. Diluted net loss per share attributable to common stockholders is the same as basic net loss per share attributable to common stockholders for all periods presented since the effect of potentially dilutive securities is anti-dilutive given the net loss of the Company.<div style="margin-top:12pt">Restructuring</div><div style="margin-top:12pt;text-indent:36pt">The Company records a liability for involuntary employee termination benefits when management has committed to a plan that establishes the terms of the arrangement and that plan has been communicated to employees. Costs to terminate a contract before the end of the term are recognized on the termination date, and costs that will continue to be incurred in a contract for the remaining term without economic benefit are recognized as of the cease-use date.</div><div style="margin-top:12pt">New Accounting Pronouncements and Disclosure Rules Not Yet Adopted</div><div style="margin-top:12pt;text-indent:36pt">In November 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2023-07, Reportable Segments (Topic 280): Improvements to Reportable Segment Disclosures, which expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses, including public entities with a single operating or reportable segment. The updated standard is effective for the Company's annual periods beginning in fiscal 2025 and interim periods beginning in the first quarter of fiscal 2026. Early adoption is permitted. This ASU will result in the required additional disclosures being included in the consolidated financial statements retrospectively, to all periods presented, once adopted.</div><div style="margin-top:12pt;text-indent:36pt">In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which expands disclosures in an entity's income tax rate reconciliation table and regarding cash taxes paid both in the U.S. and foreign jurisdictions. The updated standard will be effective for annual periods beginning in fiscal 2026. This ASU will result in the required additional disclosures being included in the consolidated financial statements, once adopted.</div><div style="margin-top:12pt;text-indent:36pt">In March 2024, the SEC adopted final rules related to climate-related disclosures in SEC Release No. 33-11275: The Enhancement and Standardization of Climate-Related Disclosures for Investors. In April 2024, the SEC issued an order to stay the effectiveness of the rules pending the completion of judicial review of multiple petitions challenging the rules. To the extent the rules become effective, they will require registrants to disclose certain climate-related information in registration statements and annual reports. The disclosure requirements, as initially adopted, would apply for annual periods beginning in fiscal 2026. The Company is currently evaluating the final rules to determine their impact on the Company's Annual Reports on Form 10-K.</div>REVENUE<div style="margin-top:12pt;text-indent:36pt">The Company generates revenue primarily from subscription and transaction fees. The table below shows the Company's revenue from subscription and transaction fees, which are disaggregated by sales </div><div style="margin-top:12pt">channel, and revenue from interest on funds held for customers (in thousands).<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.142%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.084%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="15" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Year ended</div><div style="text-align:center">June 30,</div></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">SMBs, accounting firms, spending businesses and other</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,098,644 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">901,602 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">603,171 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Financial institutions</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,089 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43,108 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30,194 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:top">

Total subscription and transaction fees</td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,122,733 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">944,710 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">633,365 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest on funds held for customers</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">167,439 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">113,758 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,594 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total revenue</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,290,172 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,058,468 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">641,959 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Deferred revenue Fees from customers with which the Company has annual or multi-year contracts are generally billed in advance. These fees are initially recorded as deferred revenue and subsequently recognized as revenue as the performance obligation is satisfied. During the year ended June 30, 2024, the Company recognized approximately $22.5 million of revenue that was included in the deferred revenue balance as of June 30, 2023. Remaining performance obligations The Company has performance obligations associated with commitments in customer contracts for future services that have not yet been recognized as revenue. As of June 30, 2024, the aggregate amount of transaction price allocated to performance obligations that are unsatisfied (or partially unsatisfied), including deferred revenue, was approximately $86.8 million. Of the total remaining performance obligations, the Company expects to recognize approximately 35% over the next year, 19% between one to two years and 46% over the next three to five years thereafter. The Company determines remaining performance obligations at a point in time based on contracts with customers. The Company evaluates its customer relationships on an ongoing basis, and may selectively renegotiate certain terms of its agreements with financial institutions, accounting firms and SMBs. There were no subsequent events that would materially impact the amount of the remaining performance obligations as of June 30, 2024. However, actual amounts and timing of revenue recognized may differ due to subsequent contract modifications, renewals and/or terminations. Unbilled revenue Unbilled revenue consists of revenue recognized that has not been billed to the customers yet. The unbilled revenue amounted to $16.7 million and $14.0 million as of June 30, 2024 and 2023, respectively.</div><div style="margin-top:12pt">Deferred costs </div><div style="margin-top:12pt;text-indent:36pt">Deferred costs consisted of the following as of the dates presented (in thousands): </div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred sales commissions:</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Current</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">8,142 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">6,523 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Non-current</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,113 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,317 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total deferred sales commissions</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">23,255 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">18,840 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred service costs:</td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Current</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">430 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">904 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Non-current</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,930 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,221 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total deferred service costs</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,360 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"

style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,125 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The current portion of deferred costs is included in prepaid expenses and other current assets and the non-current portion is included in other assets in the accompanying consolidated balance sheets. The amortization of deferred sales commissions, which is included in sales and marketing in the accompanying consolidated statements of operations, was $7.9 million, $6.6 million, and $5.2 million during the years ended June 30, 2024, 2023, and 2022, respectively. The amortization of deferred service costs, which is included in service costs in the accompanying consolidated statements of operations, was $2.0 million, $2.5 million, and $1.6 million during the years ended June 30, 2024, 2023, and 2022, respectively.</div>The table below shows the Company's revenue from subscription and transaction fees, which are disaggregated by sales <div style="margin-top:12pt">channel, and revenue from interest on funds held for customers (in thousands).<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.142%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.084%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="15" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Year ended</div><div style="text-align:center">June 30,</div></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 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style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">944,710 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">633,365 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest on funds held for customers</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">167,439 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">113,758 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,594 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total revenue</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,290,172 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,058,468 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">641,959 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 1098644000901602000603171000240890004310800030194000112273300094471000063336500016743900011375800085940001290172000105846800064195900022500

style="margin-top:12pt;text-indent:36pt">Deferred costs consisted of the following as of the dates presented (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred sales commissions:</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Current</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">8,142 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">6,523 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Non-current</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,113 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-

height:100%">12,317 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total deferred sales commissions</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">23,255 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">18,840 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred service costs:</td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Current</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">430 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">904 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Non-current</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,930 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,221 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total deferred service costs</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,360 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,125 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
8142000652300015113000123170002325500018840000430000904000193000022210002360000312500079000006600000520000020000000.025000001600000BUSINESS COMBINATION Fiscal 2022 Acquisition On September 1, 2021, the Company acquired 100% of the outstanding equity interests of Invoice2go, LLC, and Cimrid Pty, Ltd (together, Invoice2go). The results of Invoice2go's operations have been included in the accompanying consolidated financial statements since the acquisition date. Invoice2go provides mobile-first accounts receivable software that empowers SMBs and freelancers to grow their client base, manage invoicing and payments, and build their brand. Invoice2go has operations in the U.S. and in Australia, and serves a large global customer base of SMBs. The acquisition of Invoice2go will enhance the Company's ability to provide an expanded product solution to enable SMBs to manage accounts payable, corporate card spend, and accounts receivable all in one place. Additionally, the acquisition will expand the market opportunity for the Company by offering Invoice2go's product to its existing customers and network members and vice versa. The acquisition purchase consideration totaled $674.3 million, which consisted of the following (in thousands):</div><div style="text-indent:24.5pt">
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.636%"><tr><td style="width:1.0%"></td><td style="width:84.307%"></td><td style="width:0.1%"></td><td style="width:0.414%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.879%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Equity consideration (1)</div></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">510,218 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">164,087 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;text-indent:14pt;vertical-align:top">Total</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">674,305 </td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 (1) This includes 1,788,372 shares of the Company's common stock issued with a fair value based upon the opening market price on the acquisition date. This also includes the stock options assumed to replace stock options that were outstanding on the acquisition date under Invoice2go's 2014 Equity Incentive Plan. The fair value of these stock options was $21.7 million, which was the amount attributable to the pre-combination requisite service period.</div><div style="margin-top:12pt;text-indent:36pt">The following table summarizes the preliminary fair values of the assets acquired and liabilities assumed at the acquisition date (in thousands):</div><div style="text-indent:24.5pt">
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.333%"><tr><td style="width:1.0%"></td><td style="width:84.570%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.230%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Cash and cash equivalents</td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">19,738 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Accounts receivable and other assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,518 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Intangible assets</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">91,219 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Total identifiable assets acquired</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">115,475 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Accounts payable and other liabilities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(26,618)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Net identifiable assets acquired</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">88,857 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Goodwill</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">585,448 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Net assets acquired</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">674,305 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The preliminary fair values allocated to the identifiable intangible assets (in thousands) and their estimated useful lives are as follows:

 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.333%"><tr><td style="width:1.0%"></td><td style="width:72.089%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.305%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.416%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.690%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Preliminary
fair value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted average
useful life
(in years)</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Customer relationships</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:top">61,269 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">10.0</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Developed technology</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">15,908 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:top">3.0</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Trade name</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">14,042 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:center;vertical-align:top">3.0</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:112%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">91,219 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr></table> Customer relationships were measured at fair value using the multiple-period excess earnings method under the income approach. Significant inputs used to measure the fair value include an estimate of projected revenue and costs associated with existing customers, and a discount rate of 12.3%.
 Developed technology was measured at fair value using the relief-from-royalty method of the income approach. Significant inputs used to measure the fair value include an estimate of projected revenue from existing technology, a pre-tax royalty rate of 15.0%, and a discount rate of 12.3%.
 Trade name was measured at fair value using the relief-from-royalty method under the income approach. Significant inputs used to measure the fair value include an estimate of projected revenue from the trade name, a pre-tax royalty rate of 2.5%, and a discount rate of 12.3%.
 The $585.4 million goodwill is attributable primarily to the expected synergies and economies of scale expected from combining the operations of both entities, and intangible assets that do not qualify for separate recognition, including assembled workforce acquired through the acquisition. None of the goodwill is expected to be deductible for income tax purposes. As a result of the adoption of ASU 2021-08 Business Combinations (Topic 805)—Accounting for Contract Assets and Contract Liabilities from Contracts with Customers on October 1, 2021, retrospectively to September 1, 2021, the Company recorded adjustments of $8.0 million to increase goodwill and deferred revenue, and an immaterial amount to deferred income tax liability. The amounts recorded as measurement period adjustments were not material during the 12-month measurement period.
 The Company recognized $3.7 million of acquisition-related costs that were expensed during the year ended June 30, 2022. These costs are shown as part of general and administrative expenses in the accompanying consolidated statements of operations.
 The amount of Invoice2go's revenue and net loss, which includes amortization of intangible assets, from the acquisition date of Invoice2go that were included in the Company's consolidated statements of operations during the year ended June 30, 2022 were approximately $32.9 million and $32.0 million, respectively. 2021-09-011 The acquisition purchase consideration totaled $674.3 million, which consisted of the following (in thousands):</div><div style="text-indent:24.5pt">
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.636%"><tr><td style="width:1.0%"></td><td style="width:84.307%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.414%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.879%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Equity consideration (1)</div></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">510,218 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">164,087 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;text-indent:14pt;vertical-align:top">Total</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">674,305 </td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 (1) This includes 1,788,372 shares of the Company's common stock issued with a fair value based upon the opening market price on the acquisition date. This also includes the stock options assumed to replace stock options that were outstanding on the acquisition date under Invoice2go's 2014 Equity Incentive Plan. The fair value of these stock options was $21.7 million, which was the amount attributable to the pre-combination requisite service period.</div>0743000005102180001640870006743050001788372217000000<div style="margin-top:12pt;text-indent:36pt">The following table summarizes the preliminary fair values of the assets acquired and liabilities assumed at the acquisition date (in thousands):</div><div style="text-indent:24.5pt">
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.333%"><tr><td style="width:1.0%"></td><td style="width:84.570%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.230%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Cash and cash equivalents</td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">19,738 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Accounts receivable and other assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,518 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Intangible assets</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">91,219 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Total identifiable assets acquired</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">115,475 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Accounts payable and other liabilities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(26,618)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Net identifiable assets acquired</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">88,857 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Goodwill</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">585,448 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Arial';sans-

serif;font-size:10pt;font-weight:400;line-height:100%">Net assets acquired</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">674,305 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>19738000451800091219000115475000266180008885700058544800067430500<div style="text-indent:36pt">The preliminary fair values allocated to the identifiable intangible assets (in thousands) and their estimated useful lives are as follows:</div><div style="text-indent:36pt">
</div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.333%"><tr><td style="width:1.0%"></td><td style="width:72.089%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.305%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.416%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.690%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Preliminary
fair value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted average
useful life
(in years)</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Customer relationships</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:top">61,269 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">10.0</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Developed technology</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">15,908 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:top">3.0</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Trade name</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">14,042 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:center;vertical-align:top">3.0</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">91,219 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr></table></div>61269000P10Y15908000P3Y14042000P3Y912190000.1230.1500.1230.0250.123585400000080000000.0370000032900000-32000000.0FAIR VALUE MEASUREMENT<div style="margin-top:12pt;text-indent:36pt">The Company measures and reports its cash equivalents, short-term investments, funds held for customers that are invested in money market funds and marketable debt securities, and contingent consideration at fair value. Fair value is defined as the exchange price that would be received for an asset or an exit price paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs.</div><div style="margin-top:12pt;text-indent:36pt">The fair value hierarchy defines a three-level valuation hierarchy for disclosure of fair value measurements as follows:</div><div style="margin-top:6pt;padding-left:108pt;text-indent:-72pt">Level 1 – Inputs are unadjusted quoted prices in active markets for identical assets or liabilities.</div><div style="margin-top:6pt;padding-left:108pt;text-indent:-72pt">Level 2 – Inputs other than quoted prices included within Level 1 that are observable, unadjusted quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities.</div><div style="margin-top:6pt;padding-left:108pt;text-indent:-72pt">Level 3 – Unobservable inputs that are supported by little or no market activity for the related assets or liabilities and typically reflect management's estimate of assumptions that market participants would use in pricing the assets or liabilities.</div><div style="margin-top:12pt;text-indent:36pt">In determining fair value, the Company utilizes quoted market prices, or valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible, and also considers counterparty credit risk in its assessment of fair value.</div><div style="margin-top:12pt;text-indent:36pt">The following tables set forth the fair value of assets and liabilities that were measured at fair value on a recurring basis based on the three-tier fair value hierarchy as of the dates presented (in thousands): </div><div style="margin-top:12pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash equivalents:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Money market funds</td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">522,618 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">522,618 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">522,618 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">522,618 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Short-term investments:</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3"

style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">298,202 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">298,202 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">180,983 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">180,983 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,363 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,363 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,370 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,370 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> U.S. agency securities </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,617 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,617 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">601,535 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">601,535 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Funds held for customers:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Restricted cash equivalents</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:bottom">Money market funds</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,319,609 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,319,609 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,082 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,082 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,319,609 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,082 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,408,691 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Short-term investments</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-

top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">937,198 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">937,198 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">342,041 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">342,041 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">119,616 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">119,616 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">116,475 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">116,475 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,515,330 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,515,330 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:bottom">Total assets measured at fair value</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,842,227 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,205,947 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,048,174 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:44.051%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:1.0%"></td><td style="width:12.086%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash equivalents:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Money market funds</td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">1,131,621 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-

weight:400;line-height:100%">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">1,131,621 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,578 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,578 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">45,301 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">45,301 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44,856 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44,856 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:0 1pt 0 13pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,176,477 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">47,879 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,224,356 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Short-term investments:</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">479,483 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">479,483 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">408,368 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">408,368 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">U.S. agency securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57,967 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57,967 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,193 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,193 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">46,099 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">46,099 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">408,368 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Arial';sans-serif;font-size:10pt;font-weight:400;line-

height:100%">634,742 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,043,110 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Funds held for customers:</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Restricted cash equivalents</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Money market funds</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">713,469 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">713,469 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt 0 10pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">713,469 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">713,469 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Short-term investments</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">433,920 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">433,920 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">233,291 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">233,291 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">U.S. agency securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,458 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,458 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">70,661 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">70,661 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81,074 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81,074 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81,074 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">765,330 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">846,404 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total assets measured at fair value</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid

#000000;padding:2px 0;text-align:right;vertical-align:bottom">2,379,388 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,447,951 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,827,339 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Contingent consideration(1)</div></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12,035)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12,035)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:bottom">Total liabilities measured at fair value</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(12,035)</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr></table> (1) The Company used the probability-weighted discounted cash flow method to estimate the contingent consideration. The significant inputs used in the fair value measurement of the contingent consideration are the probability of payout and discount rate. As these inputs are not based on observable market data, the liability represents a Level 3 measurement within the fair value hierarchy. There were no transfers of financial instruments between Level 1, Level 2, and Level 3 during the periods presented. The fair values of the Company's Level 1 instruments were derived from quoted market prices and active markets for these specific instruments. The valuation techniques used to measure the fair values of Level 2 instruments were derived from non-binding market consensus prices that were corroborated with observable market data, quoted market prices for similar instruments, or pricing models. The Company had $575.0 million and $167.3 million in aggregate principal amount of its 0% convertible senior notes due in 2027 (2027 Notes) and in 2025 (2025 Notes, together with the 2027 Notes, the Notes), respectively, outstanding as of June 30, 2024. The Company carries the Notes at par value, less the unamortized issuance costs in the accompanying consolidated balance sheets. The estimated fair value of the 2027 Notes and 2025 Notes, which is presented for disclosure purposes only, was approximately $489.1 million and $154.9 million, respectively, as of June 30, 2024. The fair value was based on a market approach, which represents a Level 2 valuation estimate. The market approach was determined based on the actual bids and offers of the Notes in an over-the-counter market as of the last day of trading prior to the end of the period. The Company's financial instruments that are not measured and recorded at fair value, including cash, restricted cash, acquired cards receivables, loans held for investment, interest receivable, incentive receivables and borrowings from revolving credit facility, are carried at amortized cost, which approximates their fair value. If these financial instruments were measured at fair value in the financial statements, cash would be classified as Level 1; restricted cash, interest receivables, incentive receivables and borrowings from revolving credit facility would be classified as Level 2 and the acquired cards receivables and loans held for investment would be classified as Level 3 in the fair value hierarchy. The Company measures and reports its cash equivalents, short-term investments, funds held for customers that are invested in money market funds and marketable debt securities, and contingent consideration at fair value. Fair value is defined as the exchange price that would be received for an asset or an exit price paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy defines a three-level valuation hierarchy for disclosure of fair value measurements as follows: Level 1 — Inputs are unadjusted quoted prices in active markets for identical assets or liabilities. Level 2 — Inputs other than quoted prices included within Level 1 that are observable, unadjusted quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities. Level 3 — Unobservable inputs that are supported by little or no market activity for the related assets or liabilities and typically reflect management's estimate of assumptions that market participants would use in pricing the assets or liabilities. In determining fair value, the Company utilizes quoted market prices, or valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible, and also considers counterparty credit risk in its assessment of fair value. The following tables set forth the fair value of assets and liabilities that were measured at fair value on a recurring basis based on the three-tier fair value hierarchy as of the dates presented (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-

family:'Arial',sans-serif;font-size:8pt;font-weight:700;line-height:100%">Total</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash equivalents:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Money market funds</td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">522,618 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">522,618 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">522,618 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Short-term investments:</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">298,202 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">298,202 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">180,983 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">180,983 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,363 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,363 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,370 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,370 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> U.S. agency securities </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,617 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,617 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">601,535 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Funds held for customers:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-

align:bottom">Restricted cash equivalents</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:bottom">Money market funds</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,319,609 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,319,609 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,082 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,082 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,319,609 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,082 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,408,691 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Short-term investments</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">937,198 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">937,198 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">342,041 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">342,041 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">119,616 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">119,616 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">116,475 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">116,475 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,515,330 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,515,330 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:bottom">Total assets measured at fair value</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,842,227 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,205,947 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt">

</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,048,174 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:12pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:44.051%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.086%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash equivalents:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Money market funds</td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">1,131,621 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">1,131,621 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,578 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,578 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">45,301 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">45,301 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44,856 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44,856 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:0 1pt 0 13pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,176,477 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">47,879 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,224,356 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Short-term investments:</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">479,483 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">479,483 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">408,368 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td>

colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">408,368 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">U.S. agency securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57,967 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57,967 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,193 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,193 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">46,099 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">46,099 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">408,368 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">634,742 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,043,110 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Funds held for customers:</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Restricted cash equivalents</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Money market funds</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">713,469 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">713,469 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt 0 10pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">713,469 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">713,469 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Short-term investments</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">433,920 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">433,920 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">233,291 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">233,291 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">U.S. agency securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,458 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-

color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,458 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">70,661 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">70,661 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81,074 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81,074 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81,074 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">765,330 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">846,404 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total assets measured at fair value</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,379,388 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,447,951 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,827,339 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;text-indent:-9pt;vertical-align:bottom">Liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom"> Contingent consideration(1) </td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12,035)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12,035)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:bottom">Total liabilities measured at fair value</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(12,035)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(12,035)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1) The Company used the probability-weighted discounted cash flow method to estimate the contingent consideration. The significant inputs used in the fair value measurement of the contingent consideration are the probability of payout and discount rate. As these inputs are not based on observable market data, the liability represents a Level 3 measurement within the fair value hierarchy.522618000005226180005226180000052261800002982020000298202000018098300001809830000593630000593630000383700000383700000246170000246170000

TERM INVESTMENTS AND FUNDS HELD FOR CUSTOMERS The following table summarizes the assets underlying short-term investments and funds held for customers as of the dates presented (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:73.142%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.475%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.477%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt;text-indent:-9pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,
2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Short-term investments:</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Arial',sans-

serif;font-size:10pt;font-weight:400;line-height:105%">Available-for-sale debt securities</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">601,535 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,043,110 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:top">Total short-term investments</td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">601,535 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,043,110 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Funds held for customers:</td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Restricted cash</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">779,838 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,793,088 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Restricted cash equivalents</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,408,691 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">713,469 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Funds receivable</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,870 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,822 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Available-for-sale debt securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,515,330 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">846,404 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Total funds held for customers</td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,715,729 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,365,783 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:top">Less - income earned by the Company included in other current assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,822)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(9,874)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:bottom">Total funds held for customers, net of income earned by the Company</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,704,907 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,355,909 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Income earned by the Company that is included in other current assets represents interest income, accretion of discount (offset by amortization of premium), and net unrealized gains on customer funds that were invested in money market funds and short-term marketable debt securities. The Company contractually earns income from these investments, which are expected to be transferred into the Company's corporate deposit account upon sale or settlement of the associated investment, and are not considered funds held for customers. The following table summarizes the estimated fair value of available-for-sale debt securities included within funds held for customers and short-term investments as of the dates presented (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Amortized
cost</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross
unrealized
gains</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross
unrealized
losses </td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair value</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Short-term investments:</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">298,628 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">140 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(566)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">298,202 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">181,225 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span

style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(242)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">180,983 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,340 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">68 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(45)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,363 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,370 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,370 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. agency securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,669 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(52)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,617 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total short-term investments</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">602,232 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">208 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(905)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">601,535 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Funds held for customers:</td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">937,989 </td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">23 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">(814)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">937,198 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">119,615 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">119,616 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">116,542 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(78)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">116,475 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">342,202 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(162)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">342,041 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total funds held for customers</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span

style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,516,348 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">36 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,054)</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,515,330 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Amortized
cost</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross
unrealized
gains</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross
unrealized
losses</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair value</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Short-term investments:</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">481,658 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">207 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(2,382)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">479,483 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">409,586 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,260)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">408,368 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. agency securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58,166 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(199)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57,967 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,321 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(136)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,193 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">46,099 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">46,099 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total short-term investments</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,046,830 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">257 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,977</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-

align:right;vertical-align:bottom">1,043,110 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Funds held for customers:</td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">433,936 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">18 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">(34)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">433,920 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">233,290 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">233,291 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">70,993 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(332)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">70,661 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. agency securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,484 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(31)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,458 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81,309 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(236)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81,074 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total funds held for customers</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">847,012 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">25 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(633)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">846,404 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The amortized cost and fair value amounts for short-term investments include accrued interest receivables of $4.9 million and $4.3 million at June 30, 2024 and 2023, respectively. The amortized cost and fair value amounts for funds held for customers include accrued interest receivable of $6.8 million and $6.9 million as of June 30, 2024 and 2023, respectively.</div><div style="margin-top:12pt;text-indent:36pt">The following table summarizes fair value of the Company's available-for-sale debt securities included within funds held for customers and short-term investments by remaining contractual maturity as of the dates presented (in thousands):</div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;text-align:justify;text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:73.142%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.475%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.477%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,
2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"><div>Due within 1 year</div></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,699,009 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,543,379 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Due in 1 year through 5 years </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">409,309 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-

weight:400;line-height:105%">346,135 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"> Due in 5 year through 10 years </td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,547 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Total </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,116,865 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,889,514 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> As of June 30, 2024, approximately 340 out of approximately 580 investments in available-for-sale debt securities were in an unrealized loss position. The following table shows gross unrealized losses and fair values for those investments that were in an unrealized loss position as of the dates presented (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.787%"><tr><td style="width:1.0%"></td><td style="width:29.574%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.942%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.413%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.942%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.413%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.942%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.413%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.942%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.413%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.942%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.413%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.951%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="33" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Less than 12 months</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">12 months or longer</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Unrealized
losses</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Unrealized
losses</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Short-term investments:</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">130,469 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(333)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">60,576 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(232)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">191,045 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(565)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">152,004 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(156)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,979 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(86)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">180,983 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(242)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,149 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(39)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,155 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,304 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(46)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">U.S. agency securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,617 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2"

style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(52)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,617 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(52)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total short-term investments</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">331,239 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(580)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">91,710 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(325)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">422,949 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(905)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Funds held for customers:</td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">506,540 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(814)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">506,540 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(814)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">68,629 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(76)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,546 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74,175 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(78)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">327,340 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(162)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">327,340 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(162)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total funds held for customers</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">902,509 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,052)</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-

align:bottom">5,546 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(2)</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">908,055 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,054)</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:30.415%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.809%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.809%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.809%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.809%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.809%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.810%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="33" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Less than 12 months</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">12 months or longer</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Unrealized
losses</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Unrealized
losses</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Unrealized
losses</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Short-term investments:</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">213,373 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(1,421)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">83,189 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(961)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">296,562 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(2,382)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">199,440 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(976)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,286 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(284)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">213,726 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,260)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35,719 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(103)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,707 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(33)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,426 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(136)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. agency securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57,967 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(199)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-

color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57,967 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(199)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total short-term investments</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">506,499 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(2,699)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">100,182 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,278)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">606,681 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(3,977)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Funds held for customers:</td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">34,530 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(34)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,530 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(34)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,128 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(258)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,533 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(74)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">70,661 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(332)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. agency securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,494 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(31)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,494 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(31)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74,888 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(236)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74,888 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(236)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total funds held for customers</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span

style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">191,040 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(559)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,533 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(74)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">202,573 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(633)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Unrealized losses have not been recognized into income as the Company neither intends to sell, nor anticipates that it is more likely than not that the Company will be required to sell, the securities before recovery of their amortized cost basis. The decline in fair value is due primarily to changes in market interest rates, rather than credit losses. There have been no significant realized gains or losses on the short-term investments and funds held for customers during each of the years ended June 30, 2024, 2023, and 2022. The following table summarizes the assets underlying short-term investments and funds held for customers as of the dates presented (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:73.142%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.475%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.477%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt;text-indent:-9pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,
2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Short-term investments:</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Available-for-sale debt securities</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">601,535 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,043,110 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:top">Total short-term investments</td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">601,535 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,043,110 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Funds held for customers:</td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Restricted cash</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">779,838 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,793,088 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Restricted cash equivalents</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,408,691 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">713,469 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Funds receivable</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,870 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,822 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Available-for-sale debt securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,515,330 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">846,404 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Total funds held for customers</td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,715,729 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,365,783 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:top">Less - income earned by the Company included in other current assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,822)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(9,874)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 37pt;text-align:left;vertical-align:bottom">Total funds held for customers, net of income earned by the Company</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,704,907 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,355,909 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following table

summarizes the estimated fair value of available-for-sale debt securities included within funds held for customers and short-term investments as of the dates presented (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:1.0%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Amortized
cost</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross
unrealized
gains</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross
unrealized
losses </td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair value</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Short-term investments:</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">298,628 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">140 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(566)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">298,202 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">181,225 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(242)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">180,983 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,340 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">68 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(45)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,363 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,370 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,370 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. agency securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,669 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(52)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,617 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total short-term investments</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">602,232 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">208 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(905)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">601,535 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Funds held for customers:</td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">937,989 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">23 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"

style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">(814)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">937,198 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">119,615 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">119,616 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">116,542 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(78)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">116,475 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">342,202 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(162)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">342,041 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total funds held for customers</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,516,348 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">36 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,054)</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,515,330 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Amortized
cost</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross
unrealized
gains</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross
unrealized
losses</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair value</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Short-term investments:</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">481,658 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">207 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(2,382)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">479,483 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">409,586 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,260)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">408,368 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. agency securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58,166 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td

colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(199)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57,967 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,321 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(136)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,193 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">46,099 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">46,099 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total short-term investments</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,046,830 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">257 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(3,977)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,043,110 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Funds held for customers:</td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">433,936 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">18 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">(34)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">433,920 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Certificates of deposit</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">233,290 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">233,291 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">70,993 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(332)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">70,661 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. agency securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,484 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(31)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,458 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81,309 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(236)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81,074 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total funds held for customers</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-

family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">847,012 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">25 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(633)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">846,404 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
29862800014000056600029820200018122500002420001809830005934000068000450005936300038370000002466900005200024617000602232000208000090
style="margin-top:12pt;text-indent:36pt">The following table summarizes fair value of the Company's available-for-sale debt securities included within funds held for customers and short-term investments by remaining contractual maturity as of the dates presented (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:73.142%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.475%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.477%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,
2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"> Due within 1 year </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,699,009 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,543,379 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Due in 1 year through 5 years </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">409,309 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">346,135 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"> Due in 5 year through 10 years </td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,547 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:2px 0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Total </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,116,865 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,889,514 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
1699009000154337900040930900034613500085470000211686500018895140003405801The following table shows gross unrealized losses and fair values for those investments that were in an unrealized loss position as of the dates presented (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.787%"><tr><td style="width:1.0%"></td><td style="width:29.574%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.942%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.413%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.942%"></td><td style="width:0.1%"></td><td style="width:0.413%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.942%"></td><td style="width:0.1%"></td><td style="width:0.413%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.413%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.942%"></td><td style="width:0.1%"></td><td style="width:0.413%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.942%"></td><td style="width:0.1%"></td><td style="width:0.413%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.951%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="33" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Less than 12 months</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">12 months or longer</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Unrealized
losses</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Unrealized
losses</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Short-term investments:</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">130,469 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(333)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">60,576 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(232)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">191,045 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"

style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(565)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">152,004 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(156)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,979 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(86)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">180,983 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(242)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,149 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(39)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,155 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,304 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(46)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">U.S. agency securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,617 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(52)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,617 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(52)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total short-term investments</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">331,239 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(580)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">91,710 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(325)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">422,949 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(905)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Funds held for customers:</td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">506,540 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(814)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">506,540 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(814)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">68,629 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(76)</td><td style="background-color:#ffece2;padding:2px 1pt

2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,546 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74,175 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(78)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">327,340 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(162)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">327,340 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(162)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total funds held for customers</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">902,509 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,052)</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,546 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(2)</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">908,055 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,054)</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:30.415%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.809%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.809%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.809%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.809%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.809%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.810%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="33" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Less than 12 months</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">12 months or longer</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Unrealized
losses</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Unrealized
losses</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Short-term investments:</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">213,373 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(1,421)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">83,189 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(961)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">296,562 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(2,382)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-

size:10pt;font-weight:400;line-height:105%">U.S. treasury securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">199,440 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(976)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,286 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(284)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">213,726 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,260)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35,719 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(103)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,707 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(33)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,426 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(136)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. agency securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57,967 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(199)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57,967 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(199)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total short-term investments</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">506,499 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(2,699)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">100,182 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,278)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">606,681 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(3,977)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Funds held for customers:</td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Corporate bonds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">34,530 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(34)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">34,530 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(34)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Asset-backed securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,128 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(258)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,533 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(74)</td><td style="background-color:#ffece2;padding:2px 1pt

2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">70,661 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(332)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. agency securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,494 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(31)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,494 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(31)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">U.S. treasury securities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74,888 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(236)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74,888 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(236)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total funds held for customers</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">191,040 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(559)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,533 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(74)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">202,573 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(633)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
13046900033300060576000232000191045000565000152004000156000289790008600018098300024200024149000390002155000700026304000460002461700052000
CARD RECEIVABLES As of June 30, 2024, approximately $189.7 million of the acquired card receivables balance served as collateral for the Company's borrowings from the Revolving Credit Facility (see Note 10). The Company incurred losses related to card transactions disputed by spending businesses. The amounts were not material during each of the years ended June 30, 2024 and 2023. The acquired card receivables balances do not include purchases of participation interest in card receivables from the Issuing Banks that have not cleared at the end of the reporting period. Purchases of participation interest in card receivables that have not cleared as of June 30, 2024 totaled $27.2 million. The Company recognized an immaterial amount of expected credit losses on the card receivables that have not cleared yet as of each of June 30, 2024 and 2023 (see Note 15).</div><div style="margin-top:12pt">Credit Quality Information</div><div style="margin-top:12pt;text-indent:36pt">The Company regularly reviews collection experience, delinquencies, and net charge-offs in determining allowance for expected credit losses related to acquired card receivables. Historical collections rates have shown that days past due is the primary indicator of the likelihood of loss. The Company uses the delinquency trends or past due status of the acquired card receivables as the credit quality indicator. Acquired card receivables are considered past due if full payment is not received on the bill date or within a grace period, which is generally limited to five days. Below is a summary of the acquired card receivables by class (i.e., past due status) as of the dates presented (in thousands):</div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.545%"><tr><td style="width:1.0%"></td><td style="width:72.872%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.533%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.408%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.687%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Current and less than 30 days past due</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">706,026 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">463,704 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">30 – 59 days past due</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,277 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,507 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">60 – 89 days past due</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,393 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,544 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-

weight:400;line-height:100%">90 ~ 119 days past due</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,093 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,196 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Over 120 days past due</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">310 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">197 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">718,099 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">474,148 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Allowance for Expected Credit Losses Below is a summary of the changes in allowance for expected credit losses (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"> Balance, beginning </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">15,498 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,414 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Initial allowance for expected credit losses on purchased card receivables with credit deterioration </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Provision for expected credit losses</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52,327 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,015 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Charge-off amounts</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(51,805)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(24,120)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Recoveries collected</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,863 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,179 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Balance, ending </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">20,883 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15,498 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Purchases of acquired card receivables from the Issuing Banks that were held for investment during the years ended June 30, 2024 and 2023 were $17.6 billion and $13.2 billion, respectively. The provision for expected credit losses related to acquired card receivables and charged-off amounts increased during the year </div><div style="margin-top:12pt">ended June 30, 2024 due to portfolio growth and an increase in delinquencies during fiscal 2024 on accounts, which were subsequently charged off prior to June 30, 2024.</div>1897000002720000OP5DBelow is a summary of the acquired card receivables by class (i.e., past due status) as of the dates presented (in thousands):<div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.545%"><tr><td style="width:1.0%"></td><td style="width:72.872%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.533%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.408%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.687%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Current and less than 30 days past due</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">706,026 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">463,704 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">30 ~ 59 days past due</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,277 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,507 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">60 ~ 89 days past due</td>

<td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,393 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,544 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">90 ~ 119 days past due</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,093 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,196 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Over 120 days past due</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">310 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">197 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">718,099 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">474,148 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
706026000463704000427700025070003393000454400040930003196000310000197000718099000474148000 Below is a summary of the changes in allowance for expected credit losses (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"> Balance, beginning </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">15,498 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,414 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Initial allowance for expected credit losses on purchased card receivables with credit deterioration </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Provision for expected credit losses</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52,327 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,015 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Charge-off amounts</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(51,805)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(24,120)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Recoveries collected</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,863 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,179 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Balance, ending </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">20,883 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15,498 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
154980005414000010000523270003201500051805000241200004863000219000208830001549800017600000000132000000000LOANS HELD FOR INVESTMENT Loans held for investment are included in prepaid expenses and other current assets in the accompanying consolidated balance sheets and consisted of the following as of the dates presented (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:73.142%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.475%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.477%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Unpaid principal balance</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">44,491 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial';sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,579 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Less: Discount at loan purchase, net of amortization</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,120)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(47)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Less: Allowance for expected credit losses</td><td colspan="2"

style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,700)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Loans held for investment, net</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">38,671 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,532 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Credit Quality Information The Company conducts an eligibility assessment prior to loan origination by the Originating Bank Partner. This process is performed at the invoice level and involves evaluating the invoice repayment likelihood by the respective network members associated with each invoice. Subsequently, the credit quality of these loans is monitored based on the delinquency trends or past due status of the loans held for investment, which are considered the credit quality indicators. Loans held for investment are considered past due if payment is not received within the terms set by the loan or line of credit agreement. The outstanding balance of loans held for investment considered past due was not material as of each of June 30, 2024 and 2023. All of the outstanding balance of loans held for investment as of June 30, 2024 was originated during the year ended June 30, 2024. Loans held for investment are included in prepaid expenses and other current assets in the accompanying consolidated balance sheets and consisted of the following as of the dates presented (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:73.142%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.475%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.477%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Unpaid principal balance</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">44,491 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,579 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Less: Discount at loan purchase, net of amortization</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,120)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(47)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Less: Allowance for expected credit losses</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,700)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Loans held for investment, net</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">38,671 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,532 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 4449100015790001120000-4700047000000386710001532000PROPERTY AND EQUIPMENT Property and equipment consisted of the following as of the dates presented (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Software and equipment</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">20,802 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">20,971 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Capitalized software</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81,582 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53,950 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Furniture and fixtures</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,361 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,598 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Leasehold improvements</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39,103 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39,068 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Property and equipment, gross</td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">154,848 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">126,587 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: accumulated depreciation and amortization</td><td colspan="2" style="background-color:#ffffff;padding:2px 0

2px 1pt;text-align:right;vertical-align:bottom">(66,814)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(45,023)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Property and equipment, net</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">88,034 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">81,564 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Depreciation and amortization expense, which includes the amortization of capitalized software, during the years ended June 30, 2024, 2023, and 2022 was $23.2 million, $15.5 million, and $11.5 million, respectively. As of June 30, 2024 and 2023, the unamortized capitalized software cost was $57.5 million and $42.7 million, respectively.</div><div style="margin-top:12pt;text-indent:36pt">Property and equipment consisted of the following as of the dates presented (in thousands): </div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Software and equipment</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">20,802 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td 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2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">88,034 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">81,564 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 2080200020971000815820005395000013361000125980003910300039068000154848000126587000668140004502300088034000815640002320000015500000115000001
AND INTANGIBLE ASSETS Goodwill Goodwill, which is primarily attributable to expected synergies from acquisitions and is not deductible for U.S. federal and state income tax purposes, consisted of the following as of the dates presented (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance, beginning</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,396,509 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,362,893 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Addition related to acquisition during the period</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33,441 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Measurement period adjustments</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-

align:right;vertical-align:bottom">175 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance, ending</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,396,509 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,396,509 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Intangible Assets Intangible assets consisted of the following as of the dates presented (amounts in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Carrying Amount</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net Carrying Amount</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted average remaining
useful life
(In years)</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer relationships</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">259,269 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(78,410)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">180,859 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">7.0</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Developed technology</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">215,958 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(116,126)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">99,832 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2.9</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Trade name</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">48,042 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(47,262)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">780 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:center;vertical-align:bottom">0.2</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">523,269 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(241,798)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">281,471 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Jun 30, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Carrying Amount</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net Carrying Amount</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted average remaining
useful life
(In years)</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer relationships</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">259,269 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(52,483)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">206,786 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">8.0</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-

align:left;vertical-align:bottom">Developed technology</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">215,958 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(77,178)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">138,780 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">3.8</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Trade name</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">48,042 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(32,181)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,861 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:center;vertical-align:bottom">1.0</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">523,269 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(161,842)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">361,427 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr></table></div><div style="margin-top:12pt;text-indent:36pt">Amortization of finite-lived intangible assets was as follows during the years ended June 30, 2024 and 2023 (in thousands): </div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Cost of revenue</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">38,948 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">38,269 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Sales and marketing</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41,008 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41,936 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">79,956 </td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">80,205 </td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:12pt;text-indent:36pt">As of June 30, 2024, future amortization of finite-lived intangible assets that will be recorded in cost of revenue and operating expenses is estimated as follows (in thousands): </div><div style="margin-top:12pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.112%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.082%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Fiscal years ending June 30:</div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">2025</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">61,234 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">2026</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,570 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">2027</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">56,909 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">2028</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,606 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">2029</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,927 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Thereafter</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,225 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:top">Total</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">281,471 </td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <span style="color:#000000;font-family:'Arial',sans-serif;font-

size:10pt;font-weight:400;line-height:120%">Goodwill, which is primarily attributable to expected synergies from acquisitions and is not deductible for U.S. federal and state income tax purposes, consisted of the following as of the dates presented (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance, beginning</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,396,509 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,362,893 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Addition related to acquisition during the period</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33,441 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Measurement period adjustments</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">175 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance, ending</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,396,509 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,396,509 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 2396509000236289300003344100001750002396509000239650900023965090000 Intangible assets consisted of the following as of the dates presented (amounts in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Carrying Amount</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net Carrying Amount</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted average remaining
useful life
(In years)</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer relationships</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">259,269 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(78,410)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">180,859 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">7.0</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Developed technology</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">215,958 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(116,126)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">99,832 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2.9</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Trade name</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">48,042 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(47,262)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">780 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:center;vertical-align:bottom">0.2</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">523,269 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(241,798)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">281,471 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td

style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Jun 30, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Carrying Amount</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net Carrying Amount</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted average remaining
useful life
(In years)</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer relationships</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">259,269 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(52,483)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">206,786 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">8.0</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Developed technology</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">215,958 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(77,178)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">138,780 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">3.8</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Trade name</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">48,042 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(32,181)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,861 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:center;vertical-align:bottom">1.0</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">523,269 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(161,842)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">361,427 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr></table>
2592690007841000018085900OP7Y21595800011612600099832000P2Y10M24D480420004726200078000OP0Y2M12D523269000241798000281471000259269000524830
style="margin-top:12pt;text-indent:36pt">Amortization of finite-lived intangible assets was as follows during the years ended June 30, 2024 and 2023 (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Cost of revenue</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">38,948 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">38,269 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Sales and marketing</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41,008 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41,936 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">79,956 </td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">80,205 </td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
3894800038260000410080004193600079956000802050004 As of June 30, 2024, future amortization of finite-lived intangible assets that will be recorded in cost of revenue and operating expenses is estimated as follows (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.112%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.082%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Fiscal years ending June 30: </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">2025</td><td colspan="3" style="background-

color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">61,234 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">2026</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,570 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">2027</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">56,909 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">2028</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,606 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">2029</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,927 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Thereafter</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,225 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:top">Total</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">281,471 </td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 612340005957000056909000266066000259270005122500028147100ODEBT AND BORROWINGS Debt and borrowings consisted of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.696%"><tr><td style="width:1.0%"></td><td style="width:71.848%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.121%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.407%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.124%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom"> Current liabilities: </td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Borrowings from revolving credit facility (including unamortized debt premium)(1) </td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">135,046 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-current liabilities:</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Convertible senior notes:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">2027 Notes, principal</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">575,000 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">575,000 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">2025 Notes, principal</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">167,314 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,150,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Less: unamortized debt issuance costs</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8,323)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(20,218)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Convertible senior notes, net</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">733,991 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,704,782 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom"> Borrowings from revolving credit facility (including unamortized debt premium)(1) </td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">180,009 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">914,000 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,839,828 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 (1) Unamortized debt issuance costs balance for the Revolving Credit Facility was $0.6 million and $0.2 million as of June 30, 2024 and June 30, 2023, respectively, and is included in other assets on the consolidated balance sheets. 2027 Notes On September 24, 2021, the Company issued $575.0 million in aggregate principal amount of its 0% convertible senior notes due on April 1, 2027, in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the 2027 Notes). The 2027 Notes are subject to the terms and conditions of the indenture governing the 2027 Notes between the Company and Wells Fargo Bank, N.A., as trustee (in its respective capacity as the trustee for each of the 2027 Notes and the 2025 Notes (as defined below), as applicable, the Notes Trustee). The net proceeds from the issuance of the 2027 Notes were $560.1 million, after deducting debt discount and debt issuance costs totaling $14.9 million. <span style="color:#000000;font-family:'Arial',sans-serif;font-

size:10pt;font-weight:400;line-height:120%">The 2027 Notes are senior, unsecured obligations of the Company, and will not accrue interest unless the Company determines to pay special interest as a remedy for failure to timely file any reports required to be filed with the SEC, certain trading restrictions or failure to deliver reports to the Notes Trustee. The 2027 Notes rank senior in right of payment to any of the Company's indebtedness that is expressly subordinated to the 2027 Notes and rank equal in right of payment to any of the Company's unsecured indebtedness that is not so subordinated, including the 2025 Notes. In addition, the 2027 Notes are subordinated to any of the Company's secured indebtedness and to all indebtedness and other liabilities of the Company's subsidiaries. The 2027 Notes have an initial conversion rate of 2.4108 shares of common stock per $1,000 principal amount, which is equivalent to an initial conversion price of approximately $414.80 per share of the Company's common stock and approximately 1.4 million shares issuable upon conversion. The conversion rate is subject to customary adjustments for certain events as described below. Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of its common stock, or a combination of cash and shares of its common stock, at its election. The Company's current intent is to settle conversions of the 2027 Notes through a combination settlement, which involves a repayment of the principal portion in cash with any excess of the conversion value over the principal amount settled in shares of common stock. The Company may redeem for cash, all or any portion of the 2027 Notes, at the Company's option, on or after October 5, 2024 if the last reported sale price of the Company's common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending on and including the trading day (Conversion Condition) preceding the date on which the Company provides notice of redemption at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus any accrued and unpaid special interest to, but excluding, the redemption date. No sinking fund is provided for the 2027 Notes. The holders of the 2027 Notes may convert their notes at their option at any time prior to the close of business on the business day immediately preceding January 1, 2027 in multiples of $1,000 principal amount, under the following circumstances: •during any calendar quarter commencing after the calendar quarter ending on December 31, 2021, and only during such calendar quarter, if the last reported sale price of the Company's common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on and including the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; •during the five business day periods after any five consecutive trading day period in which the trading price per $1,000 principal amount of the 2027 Notes for each trading day of that period was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate on each such trading day; •if the Company calls such notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or •upon the occurrence of specified corporate events. The conversion rate is subject to adjustment upon the occurrence of certain events or if the Company's board of directors determines it is in the best interest of the Company. Additionally, holders of the 2027 Notes that convert their notes in connection with a make-whole fundamental change or during the redemption period, may be eligible to receive a make-whole premium through an increase of the conversion rate based on the estimated fair value of the 2027 Notes for the given date and stock price. The make-whole premium is designed to compensate the holder for lost "time-value" of the conversion option. The maximum number of additional shares that may be issued under the make-whole premium is 1.2656 per $1,000 principal (the lowest price of $272.00 in the make whole). The indenture governing the 2027 Notes contains customary events of default with respect to the 2027 Notes and provides that upon certain events of default occurring and continuing, the holders of the 2027 Notes will have the right, at their option, to require the Company to repurchase for cash all or a portion of their outstanding notes, at a price equal to 100% of the principal amount of the 2027 Notes to be repurchased, plus any accrued and unpaid interest. 2025 Notes
 On November 30, 2020, the Company issued $1.15 billion in aggregate principal amount of its 0% convertible senior notes due on December 1, 2025, in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the 2025 Notes, and together with the 2027 Notes, the Notes). The 2025 Notes are subject to the terms and conditions of the indenture governing the 2025 Notes between the Company and the Notes Trustee. The net proceeds from the issuance of the 2025 Notes were $1.13 billion, after deducting debt discount and debt issuance costs totaling $20.6 million. The 2025 Notes are senior, unsecured obligations of the Company, and will not accrue interest unless the Company determines to pay special interest as a remedy for failure to timely file any reports required to be filed with the SEC, certain trading restrictions, or failure to deliver reports to the Notes Trustee. The 2025 Notes rank senior in right of payment to any of the Company's indebtedness that is expressly subordinated to the 2025 Notes and rank equal in right of payment to any of the Company's unsecured indebtedness that is not so subordinated, including the 2027 Notes. In addition, the 2025 Notes are subordinated to any of the Company's secured indebtedness and to all indebtedness and other liabilities of the Company's subsidiaries. The 2025 Notes have an initial conversion rate of 6.2159 shares of common stock per $1,000 principal amount, which is equivalent to an initial conversion price of approximately $160.88 per share of the Company's common stock. The conversion rate is subject to customary adjustments for certain events as described below. Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of its common stock, or a combination of cash and shares of its common stock, at its election. The Company may redeem for cash, all or any portion of the 2025 Notes, at the Company's option, on or after December 5, 2023 if the last reported sale price of the Company's common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending on and including the trading day (Conversion Condition) preceding the date on which the Company provides notice of redemption at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus any accrued and unpaid special interest to, but excluding, the redemption date. No sinking fund is provided for the 2025 Notes. The holders of the 2025 Notes may convert their notes at their option at any time prior to the close of business on the business day immediately preceding September 1, 2025 in multiples of $1,000 principal amount, under the following circumstances: •during any calendar quarter commencing after the calendar quarter ending on March 31, 2021, and only during such calendar quarter, if the last reported sale price of the Company's common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on and including the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; •during the five business day periods after any five consecutive trading day period in which the trading price per $1,000 principal amount of the 2025 Notes for each trading day of that period was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate on each such trading day; •if the Company calls such notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or •upon the occurrence of specified corporate events. The conversion rate is subject to adjustment upon the occurrence of certain events or if the Company's board of directors determines it is in the best interest of the Company. Additionally, holders of the 2025 Notes that convert their notes in connection with a make-whole fundamental change or during the redemption period, may be eligible to receive a make-whole premium through an increase of the conversion rate based on the estimated fair value of the 2025 Notes for the given date and stock price. The make-whole premium is designed to compensate the holder for lost "time-value" of the conversion option. The maximum number of additional shares that may be issued under the make-whole premium is 2.9525 per $1,000 principal (the lowest price of $109.07 in the make whole). The indenture governing the 2025 Notes contains customary events of default with respect to the 2025 Notes and provides that upon certain events of default occurring and continuing, the holders of the 2025 Notes will have the right, at their option, to require the Company to repurchase for cash all or a portion of their outstanding notes, at a price equal to 100% of the principal amount of the 2025 Notes to be repurchased, plus any accrued and unpaid interest. On March 6, 2024, the Company entered into privately-negotiated transactions with certain holders of its 2025 Notes to repurchase $748.2 million aggregate principal amount of the 2025 Notes for an aggregate cash repurchase price of $711.0 million, inclusive of transaction costs. The carrying amount of the extinguished 2025 Notes was $743.6 million, net of unamortized issuance cost of $4.6 million, resulting in a $32.6 million gain recorded in other income, net in the accompanying consolidated statement of operations, comprised of $35.7 million gain on extinguishment of debt and $3.2 million loss on mark to market derivative related to forward contract to settle the repurchase. On May 29, 2024, the Company entered into privately-negotiated transactions with certain holders of its 2025 Notes to repurchase $234.5 million aggregate principal amount of the 2025 Notes for an aggregate cash repurchase price of $221.6 million, inclusive of transaction costs. The carrying amount of the extinguished 2025 Notes was $233.2 million, net of unamortized issuance cost of $1.2 million, resulting in a $11.0 million gain on extinguishment of debt recorded in other income, net in the accompanying consolidated statement of operations. The shares issuable upon conversion of the remaining outstanding 2025 Notes at the initial conversion price is approximately 1.0 million. Additional Information About the Notes As of June 30, 2024 and 2023, the Notes consisted of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span

style="color:#000000;font-family:'Arial',sans-serif;font-size:8pt;font-weight:700;line-height:100%">2027 Notes</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2025 Notes</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2027 Notes</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2025 Notes</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom"> Liability component: </td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Principal</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">575,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">167,314 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">575,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,150,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: unamortized debt issuance costs</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7,496)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(827)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,188)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,030)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net carrying amount</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">567,504 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">166,487 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">564,812 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,139,970 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The debt issuance costs of the Notes are being amortized using the effective interest method. During the years ended June 30, 2024 and 2023, the Company recognized $6.0 million and $6.8 million, respectively, of the debt issuance costs of the Notes. During each of the years ended June 30, 2024, 2023, and 2022, the effective interest rates of the 2027 Notes and 2025 Notes was 0.48% and 0.36%, respectively. As of June 30, 2024, the weighted-average remaining life of the Notes was 2.5 years. The "if-converted" value of the Notes did not exceed the principal amount of $0.7 billion as of June 30, 2024. Capped Call Transactions In conjunction with the issuance of each of the 2025 Notes and the 2027 Notes, the Company entered into capped call transactions (collectively, the Capped Calls) with certain of the initial purchasers of the Notes and/or their respective affiliates or other financial institutions at a total cost of $125.8 million. The Capped Calls are separate transactions and are not part of the terms of the Notes. The total amount paid for the Capped Calls was recorded as a reduction of additional paid-in capital. The Company used the proceeds from the Notes to pay for the cost of the Capped Call premium. The cost of the Capped Calls is not expected to be tax-deductible as the Company did not elect to integrate the Capped Calls into the Notes for tax purposes. On March 6, 2024, the Company entered into agreements to terminate a portion of the Capped Calls previously entered into in connection with the issuance of the 2025 Notes, in a notional amount corresponding to the amount of 2025 Notes that are repurchased. The Company received $10.3 million in cash, and also recorded a $1.7 million gain on mark to market derivative to settle the Capped Call unwinding. The gain was recorded in other income, net in the accompanying consolidated statement of operations. On May 29, 2024, the Company entered into agreements to terminate the remaining portion of the Capped Calls previously entered into in connection with the issuance of the 2025 Notes. The Company received $1.2 million in cash, and recorded an immaterial gain in other income, net in the accompanying consolidated statement of operations. The Capped Calls associated with the 2027 Notes have an initial strike price of $414.80 per share, subject to certain adjustments, which corresponds to the respective initial conversion price of the 2027 Notes, and have an initial cap price of $544.00 per share, subject to certain adjustments. The Capped Calls associated with the 2027 Notes cover, approximately 1.4 million shares of the Company's common stock, subject to anti-dilution adjustments. The Capped Calls are expected to generally reduce the potential dilution of the Company's common stock upon any conversion of the 2027 Notes and/or offset any cash payments that the Company is required to make in excess of the principal amount of such converted notes, as the case may be, with such reduction and/or offset subject to a cap. Revolving Credit Facility The Company's Revolving Credit and Security Agreement (as amended from time to time, the Revolving Credit Facility) was initially executed in March 2021, amended in August 2022 to finance the acquisition of card receivables and increase the borrowing capacity, and further amended in March 2024 to extend the maturity date and further increase the borrowing capacity. The Revolving Credit Facility matures in June 2026 or earlier pursuant to the agreement and has a total commitment of $300.0 million. The required minimum utilization was $180.0 million, or 60% of the total commitment, and the Company had borrowed an additional $45.0 million in March 2024. Total outstanding borrowings were $180.0 million as of June 30, 2024. The Revolving Credit Facility requires the Company to pay unused fees up to 0.50% per annum. Borrowings are secured by acquired card receivables. Beginning March 3, 2023, borrowings bear interest of 2.65% per annum, plus SOFR (subject to a floor rate of 0.25% and benchmark adjustment rate of 0.28%). The effective interest rate was 8.28% per annum as of June 30, 2024. The Company is required to comply with certain restricted covenants, including liquidity requirements. As of June 30, 2024, the Company was in compliance with those covenants. The debt issuance costs and debt premium associated with the Revolving Credit Facility is amortized using the effective interest method over the remaining term of the contract of approximately 1.9 years. The amortization of the debt issuance costs and debt premium is recorded in other income (expense), net in the accompanying consolidated statement of operations and during each of the years ended June 30, 2024 and 2023 was not material. Debt and borrowings consisted of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.696%"><tr><td style="width:1.0%"></td><td style="width:71.848%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.121%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.407%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.124%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom"> Current liabilities: </td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Borrowings from revolving credit facility (including unamortized debt premium)<span style="color:#000000;font-family:'Arial',sans-serif;font-size:6.5pt;font-weight:400;line-height:100%;position:relative;top:-3.5pt;vertical-

align:baseline">(1) </td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">135,046 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-current liabilities:</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Convertible senior notes:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">2027 Notes, principal</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">575,000 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">575,000 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">2025 Notes, principal</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">167,314 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,150,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Less: unamortized debt issuance costs</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8,323)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(20,218)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:bottom">Convertible senior notes, net</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">733,991 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,704,782 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom"> Borrowings from revolving credit facility (including unamortized debt premium)(1) </td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">180,009 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">914,000 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,839,828 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 (1) Unamortized debt issuance costs balance for the Revolving Credit Facility was $0.6 million and $0.2 million as of June 30, 2024 and June 30, 2023, respectively, and is included in other assets on the consolidated balance sheets.</div>0135046000575000000575000000167314000115000000083230002021800073399100017047820001800090000914000000183982800060000020000057500000.00202704-01560100000149000004 14.8014000001.302030102027-01-01100020301.305510000.981.26561000272.00111500000000202 5-12-01113000000020600000160.882023-12-051.302030102025-09-01100020301.305510000.982.952510001 09.071748200000711000000.074360000046000003260000035700000320000023450000022160000023320000012000001100000 0.016<div style="margin-top:12pt;text-indent:36pt">As of June 30, 2024 and 2023, the Notes consisted of the following (in thousands):</div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:44.354%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2027 Notes</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2025 Notes</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2027 Notes</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2025 Notes</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Liability component:</div></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Principal</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">575,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">167,314 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">575,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,150,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: unamortized debt issuance costs</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7,496)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(827)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,188)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,030)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span

style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Net carrying amount</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">567,504 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">166,487 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">564,812 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,139,970 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
5750000001673140005750000001150000000749600082700010188000100300005675040001664870005648120001139970000600000.068000000.00480.0036P2Y6M70 EQUITY Equity Incentive Plans On November 26, 2019, the Company's board of directors approved the 2019 Equity Incentive Plan (2019 Plan), which became effective on December 10, 2019. The 2019 Plan authorizes the award of stock options, RSUs, restricted stock awards, stock appreciation rights, performance-based awards, market-based awards, cash awards, and stock bonus awards, as determined by the Company's board of directors. The Company's 2016 Equity Incentive Plan (2016 Plan), which was adopted in February 2016, was terminated concurrent to the effective date of the 2019 Plan. The Company's 2006 Equity Incentive Plan (2006 Plan), which was adopted in April 2006, was terminated upon the adoption of the 2016 Plan. There were no equity-based awards granted under the 2016 Plan and the 2006 Plan after their termination; however, all outstanding awards under the 2016 Plan and the 2006 Plan continue to remain subject to the terms of the respective Equity Incentive Plan until such awards are exercised or until they terminate or expire by their terms. The 2019 Plan, 2016 Plan, and 2006 Plan are collectively referred to as the "Equity Incentive Plans." The Company initially reserved 7,100,000 shares of its common stock, plus any reserved shares not issued or subject to outstanding grants under the 2016 Plan, for issuance pursuant to awards granted under the 2019 Plan. The number of shares reserved for issuance under the 2019 Plan increases automatically on July 1 of each of 2020 through 2029 by the number of shares equal to the lesser of 5% of the total number of outstanding shares of the Company's common stock as of the immediately preceding June 30, or a number as may be determined by the Company's board of directors. In addition, the following shares of common stock from the 2016 Plan and the 2006 Plan will be available for grant and issuance under the 2019 Plan: • shares issuable upon the exercise of options or subject to other awards under the 2016 Plan or 2006 Plan that cease to be subject to such options or other awards by forfeiture or after the effective date of the 2019 Plan; and • shares issued pursuant to outstanding awards under the 2016 Plan and 2006 Plan that are forfeited or repurchased after the effective date of the 2019 Plan. The total number of shares of common stock available for future grants under the Equity Incentive Plans was 18,041,434 shares as of June 30, 2024. Equity Awards Assumed in Acquisitions The Company assumed and replaced the outstanding stock options of Invoice2go upon its acquisition. The assumed equity awards will be settled in shares of the Company's common stock and will retain the terms and conditions under which they were originally granted. No additional equity awards will be granted under equity incentive plans of the acquired companies. Restricted Stock Units A summary of RSU activity as of June 30, 2024, and changes during the year ended June 30, 2024, is presented below. <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.696%"><tr><td style="width:1.0%"></td><td style="width:71.696%"></td><td style="width:0.1%"></td><td style="width:0.407%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.273%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.407%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.124%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Number of shares (1) (in thousands) </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
grant date
fair value</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom"> Nonvested at June 30, 2023 </td><td colspan="2" style="background-color:#ffece2;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,184 </td><td style="background-color:#ffece2;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">140.41 </td><td style="background-color:#ffece2;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,452 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">90.90 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,048)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">136.74 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(987)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">124.82 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom"> Nonvested at June 30, 2024 </td><td colspan="2" style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,600 </td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">108.24 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1) Includes RSU, market-based RSUs and performance-based RSUs.

The fair value of the RSU grant is determined based upon the market closing price of the Company's common stock on the date of grant. The weighted-average grant date fair value of RSUs granted during the years ended June 30, 2024, 2023, and 2022 was $90.90, $120.25, and $202.79 per share, respectively. The RSUs vest over the requisite service period, which ranges between 1 year and 4 years from the date of grant, subject to the continued employment of the employees and services of the non-employee directors. The total fair value of RSUs that vested during the years ended June 30, 2024, 2023, and 2022 was approximately $145.1 million, $197.3 million, and $118.9 million, respectively. Performance-based RSUs During the year ended June 30, 2024 the Company granted 102,411 RSUs to certain executive employees that vest based upon the achievement of designated financial metrics and continued employment with the Company over a period of three years. The fair value of the performance-based RSU grant is determined based upon the market closing price of the Company's common stock on the date of grant. The weighted-average grant date fair value of these performance-based RSUs was $102.04 per unit. The Company recognizes expense for performance-based RSUs over the requisite service period. For any change in the estimate of the number of performance-based RSUs that are probable of vesting, the Company will cumulatively adjust compensation expense in the period that the change in estimate is made. The number of shares that ultimately vest vary with the achievement of the specified performance criteria.</div><div style="margin-top:18pt">Stock Based Compensation</div><div style="margin-top:6pt;text-indent:36pt">Stock-based compensation by award type (in thousands): </div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:35.718%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.566%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.566%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.566%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.778%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.782%"></td><td style="width:0.1%"></td></tr><tr style="height:36pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Year ended</div><div style="text-align:center">June 30,</div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" rowspan="2" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Unrecognized compensation </div><div style="text-align:center">(in thousands) </div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" rowspan="2" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-top:12pt;text-align:center">Weighted-average recognition period (in years)</div></td></tr><tr style="height:14pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"><div>RSUs(1)</div></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">217,696 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">251,456 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">134,222 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">434,623 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">2.6</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Stock options</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">10,719 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">37,882 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">55,667 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">3,989 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1.1</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Performance-based awards</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">13,351 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">17,914 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">13,411 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:right;vertical-align:bottom">3.3</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Employee stock purchase plan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">9,129 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">11,280 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">8,918 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">4,143 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">0.6</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Market-based RSUs</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">5,912 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">4,308 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">2,755 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">7,106 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:right;vertical-align:bottom">1.4</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"><div style="text-indent:12pt">Total stock-based compensation</div></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#ffffff;border-bottom:3pt

double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">256,807 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">322,840 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">201,562 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">463,272 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr></table></div><div style="margin-top:12pt;text-indent:36pt">Stock-based compensation was included in the following line items in the accompanying consolidated statements of operations and consolidated balance sheets (in thousands): </div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.142%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.084%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended
June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Revenue - subscription and transaction fees</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,831 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">188 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:114%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Cost of revenue - service costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,309 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,111 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,144 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Research and development</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">103,382 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">93,364 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">54,907 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Sales and marketing(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">49,070 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">130,421 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">60,237 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">General and administrative</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81,209 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">80,619 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">76,869 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Restructuring</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,574 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Total amount charged to operating loss</td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">248,375 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">313,703 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">197,157 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Property and equipment (capitalized internal-use software) and other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,432 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,137 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,405 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Total stock-based compensation</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">256,807 </td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-

align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">322,840 </td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">201,562 </td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1) In fiscal 2023, the Company entered into separation and advisory agreements (the CRO Agreements) with its former Chief Revenue Officer (the CRO). Pursuant to the CRO Agreements, the former CRO will serve the Company as an advisor through September 2024. Upon execution of the CRO Agreements, the Company recognized $52.2 million of stock-based compensation expense related to the former CRO's RSUs. Share Repurchase Program In January 2023, the Company's board of directors authorized the repurchase of up to $300.0 million of the Company's outstanding shares of common stock (the January 2023 Share Repurchase Program). During the years ended June 30, 2024 and 2023, the Company repurchased and subsequently retired 2,882,634 shares for $211.9 million and 1,077,445 shares for $87.6 million under the January 2023 Share Repurchase Program, respectively. The Company completed the repurchase of shares with an aggregate value equal to the full authorized amount under the January 2023 Share Repurchase Program by December 31, 2023.</div><div style="margin-top:12pt;text-indent:36pt">The total price of the shares repurchased and related transaction costs are reflected as a reduction of common stock and an increase to accumulated deficit on the accompanying consolidated balance sheets.</div>071000000.05180414340<div style="margin-top:12pt;text-indent:36pt">A summary of RSU activity as of June 30, 2024, and changes during the year ended June 30, 2024, is presented below.</div><div style="margin-top:12pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.696%"><tr><td style="width:1.0%"></td><td style="width:71.696%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.273%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.407%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.124%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Number of</div><div style="text-align:center">shares (1)</div><div style="text-align:center">(in thousands) </div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted
average
grant date
fair value</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Nonvested at June 30, 2023</div></td><td colspan="2" style="background-color:#ffece2;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,184 </td><td style="background-color:#ffece2;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">140.41 </td><td style="background-color:#ffece2;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,452 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">90.90 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,048)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">136.74 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(987)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">124.82 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Nonvested at June 30, 2024</div></td><td colspan="2" style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,600 </td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">108.24 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1) Includes RSU, market-based RSUs and performance-based RSUs. 4184000140.41345200090.90204800013 6.74987000124.8246000000108.2490.90120.25202.79P1YP4Y145100000197300000118900000102411P3Y102.04 Stock-based compensation by award type (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:35.718%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.566%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.566%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.566%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.566%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.778%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.782%"></td><td style="width:0.1%"></td></tr><tr style="height:36pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Year ended June 30, </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" rowspan="2" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Unrecognized compensation (in thousands) </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" rowspan="2" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Weighted-average recognition period (in years) </td></tr><tr style="height:14pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"> RSUs(1) </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">217,696 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">251,456 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">134,222 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffece2;border-top:1pt solid

#000;padding:2px 0;text-align:right;vertical-align:top">434,623 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">2.6</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Stock options</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">10,719 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">37,882 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">55,667 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">3,989 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1.1</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Performance-based awards</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">13,351 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">17,914 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">13,411 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:right;vertical-align:bottom">3.3</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Employee stock purchase plan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">9,129 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">11,280 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">8,918 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">4,143 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">0.6</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Market-based RSUs</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">5,912 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">4,308 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">2,755 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">7,106 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:right;vertical-align:bottom">1.4</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Total stock-based compensation </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">256,807 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">322,840 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">201,562 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">463,272 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr></table> Stock-based compensation was included in the following line items in the accompanying consolidated statements of operations and consolidated balance sheets (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.142%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.084%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended
June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Revenue - subscription and transaction fees</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,831 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:114%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">188 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Cost of revenue - service costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,309 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,111 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,144 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Research and development</td><td colspan="2"

style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">103,382 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">93,364 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">54,907 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Sales and marketing(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">49,070 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">130,421 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">60,237 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">General and administrative</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81,209 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">80,619 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">76,869 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Restructuring</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,574 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Total amount charged to operating loss</td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">248,375 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">313,703 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">197,157 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Property and equipment (capitalized internal-use software) and other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,432 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,137 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,405 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Total stock-based compensation</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">256,807 </td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:114%">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">322,840 </td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">201,562 </td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1) In fiscal 2023, the Company entered into separation and advisory agreements (the CRO Agreements) with its former Chief Revenue Officer (the CRO). Pursuant to the CRO Agreements, the former CRO will serve the Company as an advisor through September 2024. Upon execution of the CRO Agreements, the Company recognized $52.2 million of stock-based compensation expense related to the former CRO's RSUs.
2176960002514560001342220043623000P2Y7M6D10719000378820005566700039890000P1Y1M6D133510001791400001341100OP3Y3M18D91290001128000089180(
INCOME (EXPENSE), NET Other income (expense), net consisted of the following for the periods presented (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.142%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.084%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Year ended June 30, </td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Interest income</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">122,298 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">91,279 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,691 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Gain on debt extinguishment and change on mark to market derivatives associated with 2025 Notes repurchase and capped calls</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">45,272 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Lower of cost or market adjustment on card
  receivables sold and held for sale</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-

align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,545)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,460)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Interest expense</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(19,182)</td><td 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color:#fffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(13,861)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>1222980009127900066910004527200000015450001146000019182000152030009419000543000167500032700014784500072856000-13861000INCOME TAXES <div style="margin-top:12pt;text-indent:36pt">The components of loss before provision for (benefit from) income taxes were as follows during the periods presented (in thousands):</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td 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#000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Domestic</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,312 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(199,452)</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(304,508)</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Foreign</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(31,631)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(23,465)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(26,171)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:top">Total</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(26,319)</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(222,917)</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(330,679)</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:12pt;text-indent:36pt">The components of provision for (benefit from) income taxes were as follows during the periods presented (in thousands):</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.142%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.084%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Year ended</div><div style="text-align:center">June 30, </div></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Current:</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:top">Federal</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,650 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">572 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(247)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:top">State</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,251 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,583 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:top">Foreign</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Total current</td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,920 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,169 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-

family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(247)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Deferred:</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:top">Federal</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(262)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(995)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,115)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:top">State</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(99)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(366)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,956)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Total deferred</td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(361)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,361)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,071)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Provision for (benefit from) income taxes</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,559 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">808 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,318)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:12pt;text-indent:36pt">The items accounting for the difference between the income taxes computed at the federal statutory rate and the provision for (benefit from) income taxes consisted of the following during the periods presented (in thousands): </div><div style="margin-top:6pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.142%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.084%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Year ended</div><div style="text-align:center">June 30, </div></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Expected benefit at U.S. federal statutory rate</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(5,528)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(46,813)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(69,443)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">State income taxes, net of federal benefit</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,134 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,087 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,509 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"> Stock-based compensation (1) </td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,300 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,253 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(93,705)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Research and development tax credits</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(24,039)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(19,974)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(22,061)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"> Change in valuation allowance related to acquisition (2) </td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(126)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,831)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">

Change in valuation allowance (3) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,943 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">48,321 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">174,477 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Restructuring</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(13,769)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Unrecognized tax benefit</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(628)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(390)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,975)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Acquisition-related costs</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">553 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Foreign rate differential</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,658 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,942 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,496 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Other</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,488 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,508 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">662 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Provision for (benefit from) income taxes </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,559 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">808 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(4,318)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:3.900%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:3.900%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:3.900%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:88.900%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"><div style="margin-top:2pt">(1)</div></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"><div>The rate impact during the year ended June 30, 2024 and 2023 relates to the impact of non-deductible stock compensation and shortfalls related to tax deductions being smaller than the associated stock compensation expense. The rate impact during the years ended June 30, 2022 pertains to windfalls from tax deductions being larger than the associated stock compensation expense. </div></td></tr></table></div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:3.900%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:3.900%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:88.900%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"><div style="margin-top:2pt">(2) </div></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"><div>The rate impact during the year ended June 30, 2022 pertains to the income tax benefit recorded as a result of the acquisition of Invoice2go, which allowed the Company to release a portion of its valuation allowance due to the net deferred tax liabilities that were recorded as a result of such acquisition.</div></td></tr></table></div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:3.900%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:3.900%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:88.900%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"><div style="margin-top:2pt">(3) </div></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"><div>The rate impact during the year ended June 30, 2024, 2023 and 2022 pertains to (i) an increase in valuation allowance due to the increase in deferred tax assets associated with losses, capitalized R&D expense and tax credits generated during the year and (ii) a change in deferred tax liability related to the acquisitions of Invoice2go.</div></td></tr></table></div><div style="margin-top:12pt;text-indent:36pt">The components of deferred tax assets and liabilities were as follows as of the dates presented (in thousands): </div><div style="margin-top:6pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Deferred tax assets:</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Accruals and reserves</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">13,966 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">12,537 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px

1pt 2px 13pt;text-align:left;vertical-align:top">Capitalized research and development</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">120,882 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">75,694 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Deferred revenue</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,084 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,084 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Stock-based compensation</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,093 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,998 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Net operating loss carryforwards</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">360,592 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">379,758 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Research and development credits</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85,910 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">62,299 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Accrued rewards</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,855 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Operating lease liabilities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,139 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,616 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">598 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,257 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"> Total deferred tax assets before valuation allowance </td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">619,304 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">581,098 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:top">Valuation allowance</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(494,424)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(479,449)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:top">Deferred tax assets</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">124,880 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">101,649 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Deferred tax liabilities:</td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Deferred contract costs</td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">(5,868)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">(4,772)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Property and equipment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(15,853)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(13,078)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Intangible assets</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(68,218)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(67,455)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Operating right of use assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(14,992)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(17,155)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Other reserve</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(20,399)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:top">Total deferred tax liabilities</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(125,330)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(102,460)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"><span

style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Net deferred tax liabilities</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(450)</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(811)</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Accounting Standards Codification 740 requires that the tax benefit of net operating losses, temporary differences, and credit carryforwards be recorded as an asset to the extent that management assesses that realization is “more likely than not.” Realization of the future tax benefits is dependent on the Company’s ability to generate sufficient taxable income within the carryforward period. Because of the Company’s recent history of operating losses, management believes that recognition of the deferred tax assets arising from the above-mentioned future tax benefits is currently not likely to be realized and, accordingly, has provided a valuation allowance. The change in valuation allowance was approximately $15.0 million, $95.3 million, and $276.3 million during the years ended June 30, 2024, 2023, and 2022, respectively. The increase in the June 30, 2024 valuation allowance is primarily from the application of the Tax Cuts and Jobs Act of 2017 effective fiscal year 2023 and thereafter, that requires companies to capitalize and amortize research and development expenses rather than deduct the costs as incurred, offset by a reduction in a deferred tax liabilities. The net deferred tax liability is included as other long-term liabilities in the accompanying consolidated balance sheets. The Tax Cuts and Job Act subjects a U.S. company to tax on its Global Intangible Low Tax Income (GILTI). Under GAAP, the Company can make an accounting policy election to either treat taxes due on the GILTI inclusion as a current period expense or factor such amounts into the measurement of deferred taxes. The Company elected the period expense method. The Company does not currently operate under any tax holiday in any country in which it operates. The Company does not have foreign earnings available to distribute. As such, there is no unrecorded deferred tax liability associated with an outside basis of foreign subsidiaries. As of June 30, 2024, the Company had NOL carryforwards of $1.2 billion, $1.0 billion, and $134.9 million for federal, state, and foreign tax purposes, respectively, that are available to reduce future taxable income. If not utilized, the state NOL carryforwards will begin to expire in 2024. As of June 30, 2024, the federal and foreign NOL carryforwards do not expire and will carry forward indefinitely until utilized. As of June 30, 2024, the Company also had research and development tax credit carryforwards of approximately $76.5 million and $53.1 million for federal and state tax purposes, respectively. If not utilized, the federal tax credits will expire at various dates beginning in 2041. The majority of the state tax credits do not expire and will carry forward indefinitely until utilized. </div><div style="margin-top:12pt;text-indent:36pt">Utilization of the NOL and tax credit carryforwards may be subject to a substantial annual limitation due to the ownership change limitations provided by the Code and other similar state provisions. The annual limitation may result in the expiration of NOLs and tax credits before utilization. </div><div style="margin-top:12pt;text-indent:36pt">Below is the reconciliation of the unrecognized tax benefits related to federal and California research and development credits during the periods presented (in thousands): </div><div style="margin-top:6pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.142%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.084%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year e
ded June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Balance at the beginning of the year</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">23,300 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">16,724 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">22,185 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Add: </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"> Tax positions related to the current year </td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,134 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,642 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,354 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Increase from business combination</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">160 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"> Tax positions related to the prior year </td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,714 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">226 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Less: </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Tax positions related to the prior year</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12,761)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Statute of limitations lapse</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(20)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(292)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(214)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Balance at the end of the

year</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">35,128 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">23,300 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">16,724 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The Company had unrecognized tax benefits of approximately $35.1 million and $23.3 million as of June 30, 2024 and 2023, respectively, all of which are offset by a full valuation allowance. If the unrecognized tax benefits as of June 30, 2024 is recognized, it will not have an impact to the effective tax rate due to the Company's valuation allowance.</div><div style="margin-top:12pt;text-indent:36pt">The amount of interest and penalties accrued as of each of June 30, 2024 and 2023 were not material.</div>The Company files income tax returns in the U.S. for U.S. federal, California, and various states and foreign jurisdictions. The Company's U.S. federal, state, and foreign tax returns for all years remain subject to examination by taxing authorities as a result of unused tax attributes being carried forward. The Company records liabilities related to uncertain tax positions, which provide adequate reserves for income tax uncertainties in all open tax years. The Company's management evaluates the realizability of the Company's deferred tax assets based on all available evidence, both positive and negative. The realization of net deferred tax assets is dependent on the Company's ability to generate sufficient future taxable income during the foreseeable future. The Company does not anticipate any material change on its unrecognized tax benefits over the next 12 months.<div style="margin-top:12pt;text-indent:36pt">The components of loss before provision for (benefit from) income taxes were as follows during the periods presented (in thousands):</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.142%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.084%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Year ended </div><div style="text-align:center">June 30, </div></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Domestic</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,312 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(199,452)</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(304,508)</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Foreign</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(31,631)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(23,465)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(26,171)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:top">Total</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(26,319)</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(222,917)</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(330,679)</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>5312000-199452000-304508000-31631000-23465000-26171000-26319000-222917000-330679000<div style="margin-top:12pt;text-indent:36pt">The components of provision for (benefit from) income taxes were as follows during the periods presented (in thousands):</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.142%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.084%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Year ended</div><div style="text-align:center">June 30, </div></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Current:</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:top">Federal</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,650 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">572 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(247)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:top">State</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,251 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,583 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"

style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:top">Foreign</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Total current</td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,920 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,169 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(247)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Deferred:</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:top">Federal</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(262)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(995)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,115)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:top">State</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(99)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(366)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,956)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Total deferred</td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(361)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,361)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,071)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Provision for (benefit from) income taxes</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,559 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">808 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(4,318)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>1650000572000-247000125100015830000190001400002920000021690002470002620009950001115000990003660002956000361000-1361000-4071000255900080800043180000<div style="margin-top:12pt;text-indent:36pt">The items accounting for the difference between the income taxes computed at the federal statutory rate and the provision for (benefit from) income taxes consisted of the following during the periods presented (in thousands): </div><div style="margin-top:6pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.142%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.084%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Year ended</div><div style="text-align:center">June 30, </div></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Expected benefit at U.S. federal statutory rate</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(5,528)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(46,813)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(69,443)</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">State income taxes, net of federal benefit</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,134 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,087 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,509 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"> Stock-based compensation (1) </td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,300 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,253 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-

height:100%">(93,705)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Research and development tax credits</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(24,039)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(19,974)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(22,061)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"> Change in valuation allowance related to acquisition (2) </td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(126)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,831)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Change in valuation allowance (3) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,943 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">48,321 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">174,477 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Restructuring</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(13,769)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Unrecognized tax benefit</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(628)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(390)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,975)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Acquisition-related costs</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">553 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Foreign rate differential</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,658 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,942 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,496 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Other</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,488 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,508 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">662 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Provision for (benefit from) income taxes </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,559 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">808 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(4,318)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:3.900%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:3.900%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:88.900%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"> (1) </td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"> The rate impact during the year ended June 30, 2024 and 2023 relates to the impact of non-deductible stock compensation and shortfalls related to tax deductions being smaller than the associated stock compensation expense. The rate impact during the years ended June 30, 2022 pertains to windfalls from tax deductions being larger than the associated stock compensation expense. </td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:3.900%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:3.900%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:88.900%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"> (2) </td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"> The rate impact during the year ended June 30, 2022 pertains to the income tax benefit recorded as a result of the acquisition of Invoice2go, which allowed the Company to release a portion of its valuation allowance due to the net deferred tax liabilities that were recorded as a result of such acquisition. </td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:3.900%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:3.900%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:88.900%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"> (3) </td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top"> The rate impact during the year ended June 30, 2024, 2023 and 2022 pertains to (i) an increase in valuation allowance due to the increase in deferred tax assets associated with losses, capitalized R&D expense and tax credits generated during the year and (ii) a change in deferred tax liability related to the acquisitions of Invoice2go. </td></tr></table> -5528000-46813000-69443000913400080870001350900024300000425300093705000240390001997400022061000-126000-283100049430004832100017447700-1376900000-628000-390000-109750000055300066580004942000549600014880002508000662000255900080800-4318000 <span

style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The components of deferred tax assets and liabilities were as follows as of the dates presented (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.930%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Deferred tax assets:</td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Accruals and reserves</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">13,966 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">12,537 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Capitalized research and development</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">120,882 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">75,694 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Deferred revenue</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,084 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,084 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Stock-based compensation</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,093 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,998 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Net operating loss carryforwards</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">360,592 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">379,758 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Research and development credits</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85,910 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">62,299 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Accrued rewards</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,855 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Operating lease liabilities</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,139 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,616 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">598 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,257 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"> Total deferred tax assets before valuation allowance </td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">619,304 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">581,098 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:top">Valuation allowance</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(494,424)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(479,449)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:top">Deferred tax assets</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">124,880 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">101,649 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Deferred tax liabilities:</td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Deferred contract costs</td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">(5,868)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;padding:2px 0;text-align:right;vertical-align:bottom">(4,772)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Property and equipment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(15,853)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(13,078)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Intangible assets</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(68,218)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"

style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(67,455)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Operating right of use assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(14,992)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(17,155)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Other reserve</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(20,399)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 31pt;text-align:left;vertical-align:top">Total deferred tax liabilities</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(125,330)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(102,460)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Net deferred tax liabilities</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(450)</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(811)</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
1396600012537000120882000756940001084000108400017093000249980003605920003797580008591000062299000400001855000191390002161600059800012570000
Below is the reconciliation of the unrecognized tax benefits related to federal and California research and development credits during the periods presented (in thousands):
<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr>
<td style="width:1.0%"></td><td style="width:58.142%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td
style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:12.084%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15"
style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year e
ded June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td
colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Balance at the beginning of the year</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">23,300 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td
style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">16,724 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span
style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">22,185 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Add: </td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"> <span
style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Tax positions related to the current year </td><td
colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,134 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,642 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,354 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td
colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Increase from business combination</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">160 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"> Tax positions related to the prior year </td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span
style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2,714 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">226 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> <span
style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Less: </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3"
style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Tax positions related to the prior year</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td
style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12,761)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Statute of limitations lapse
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(20)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(292)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(214)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td
colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Balance at the end of the year</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-

height:100%">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">35,128 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">23,300 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">16,724 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
2330000016724000221850009134000664200073540000016000027140002260000001276100020000292000214000351280002330000016724000351000002330000OLEA style="margin-top:12pt;text-indent:36pt">The Company has non-cancelable operating leases for office and other facilities in various locations, and certain equipment, which expire through 2031. Also, the Company subleases part of its office facility in Draper, Utah under a non-cancellable operating lease that expires in December 2025. The Company's leases do not contain any material residual value guarantees. As of June 30, 2024, the weighted average remaining term of these operating leases is 6.5 years and the weighted-average discount rate used to estimate the net present value of the operating lease liabilities was 5.0%. The total payment for amounts included in the measurement of operating lease liabilities was $13.9 million, $14.9 million, and $13.8 million during the years ended June 30, 2024, 2023, and 2022, respectively. The total amount of ROU assets obtained in exchange for new operating lease liabilities was zero, $2.0 million, and $5.3 million during the years ended June 30, 2024, 2023, and 2022, respectively. </div><div style="margin-top:12pt;text-indent:36pt">The components of lease expense during the years ended June 30, 2024, 2023, and 2022 are shown in the table below (in thousands): </div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.785%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.002%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.002%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.005%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"><div>Operating lease expense (1)</div></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">12,877 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">14,081 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">12,983 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Variable lease expense, net of credit</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,461 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,251 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,909 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Sublease income</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(581)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(586)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(712)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:top">Total lease cost</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">14,757 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">15,746 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">15,180 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1) Includes short-term lease, which is not material for the fiscal years ended June 30, 2024, 2023, and 2022.
P6Y6M0.0501390000014900000138000000200000.05300000 The components of lease expense during the years ended June 30, 2024, 2023, and 2022 are shown in the table below (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.785%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.002%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.002%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.005%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top"> Operating lease expense (1) </td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">12,877 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-

color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">14,081 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">12,983 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Variable lease expense, net of credit</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,461 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,251 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,909 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:top">Sublease income</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(581)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(586)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(712)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:top">Total lease cost</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">14,757 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">15,746 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">15,180 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:3pt;padding-left:22.5pt">(1) Includes short-term lease, which is not material for the fiscal years ended June 30, 2024, 2023, and 2022.</div>1287700014081000129830002461000225100029090005810005860007120001475700015746000151800000COMMITMENTS AND CONTINGENCIES<div style="margin-top:12pt">Commitments</div><div style="margin-top:12pt;text-indent:36pt">The Company has non-cancelable operating leases for office and other facilities in various locations, which expire through 2031. Future minimum lease payments as of June 30, 2024 are as follows (in thousands):</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.112%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.082%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Fiscal years ending June 30:</div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount </td></tr><tr><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">2025</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">13,425 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">2026</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,292 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">2027</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,226 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">2028</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,590 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">2029</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,974 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Thereafter</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,945 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:top">Gross lease payments</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,452 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:top">Less - present value adjustments</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(13,614)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 43pt;text-align:left;vertical-align:top">Total operating lease liabilities, net</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">75,838 </td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The current portion of operating lease liabilities, which is included in other accruals and current liabilities in the accompanying consolidated balance sheets, was $13.0 million and $14.1 million as of June 30, 2024 and 2023, respectively. The non-current portion of operating lease liabilities was $62.8 million and $72.5 million as of June 30, 2024 and 2023, respectively.</div><div style="margin-top:12pt;text-indent:36pt">In addition to the minimum lease payments above, the Company has multi-year agreements with certain third parties and financial institution partners, expiring through 2029, which require the Company to pay fees over the term of the respective agreements. Future payments under these other agreements as of June 30, 2024 are as follows (in thousands).</div><div style="margin-top:6pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.112%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.082%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Fiscal years ending June 30:</div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">2025</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-

color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">29,468 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">2026</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,051 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">2027</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,414 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">2028</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,491 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">2029</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,250 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 43pt;text-align:left;vertical-align:top">Total</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">63,674 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Purchase of Card Receivables That Have Not Cleared The Company is contractually obligated to purchase all card receivables from the Issuing Banks including authorized transactions that have not cleared. The transactions that have been authorized but not cleared totaled $27.2 million as of June 30, 2024 and are not recorded on the accompanying consolidated balance sheets. The Company has credit exposures with these authorized but not cleared transactions; however, the expected credit losses recorded were not material as of June 30, 2024. See Note 6 for additional discussion about acquired card receivables. Litigation From time to time, the Company is involved in lawsuits, claims, investigations, and proceedings that arise in the ordinary course of business. The Company records a provision for a liability when management believes that it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. As of each of June 30, 2024 and 2023, the Company's reserve for litigation is immaterial. The Company reviews these provisions periodically and adjusts these provisions to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular case. Litigation is inherently unpredictable. Unused Credit Arrangements As of June 30, 2024, the Company, in partnership with the Issuing Banks and the Originating Bank Partner, had approximately $2.8 billion in unused credit available to spending businesses and borrowers using the invoice financing product. While this balance represents the total unused credit available, historical trends and current expectations indicate that the unused credit will likely not be fully utilized by spending businesses and borrowers using the invoice financing product at any one time.</div><div style="margin-top:12pt;text-indent:36pt">The Company manages credit risk exposure by limiting total credit for each spending business and borrowers using the invoice financing product. The Company periodically reviews credit lines to assess different factors, including account usage and creditworthiness of spending businesses and borrowers using the invoice financing product. The credit lines can be terminated by the Company at any time, and they do not necessarily represent future cash requirements. The Company does not record a liability for expected credit losses for unused lines of credit as they are unconditionally cancellable.</div>Future minimum lease payments as of June 30, 2024 are as follows (in thousands):<div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.112%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.082%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Fiscal years ending June 30:</div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount </td></tr><tr><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">2025</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">13,425 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">2026</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,292 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">2027</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,226 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">2028</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,590 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">2029</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,974 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:top">Thereafter</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,945 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:top">Gross lease payments</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,452 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 25pt;text-align:left;vertical-align:top">Less - present value adjustments</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(13,614)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 43pt;text-align:left;vertical-align:top">Total operating lease liabilities, net</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">75,838 </td><td style="background-color:#ffece2;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>134250001329200013226000135900001397400021945000894520001361400075838000130000000.014100000628000007250000020029Future payments under these other agreements as of June 30, 2024 are as follows (in thousands):<div style="margin-top:6pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.112%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.082%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Fiscal years ending June 30:</div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">2025</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">29,468 </td><td style="background-color:#ffece2;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">2026</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,051 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">

2027</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,414 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">2028</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,491 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">2029</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,250 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 43pt;text-align:left;vertical-align:top">Total</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">63,674 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
2946800015051000941400054910004250000636740002720000028000000000RESTRUCTURING On December 5, 2023, the Company announced a restructuring plan (Restructuring Plan) intended to right-size the Company's organization, enhance profitability, and reallocate resources towards the most impactful initiatives. The Restructuring Plan included a reduction of the Company's global workforce and closure of its office in Sydney, Australia. The Company incurred the majority of the charges relating to the Restructuring Plan in the three months ended December 31, 2023. The Company has substantially completed the Restructuring Plan as of June 30, 2024. During the year ended June 30, 2024, the Company recorded restructuring expenses of $27.6 million, which includes $3.6 million of stock-based compensation expense, as a separate line item in the accompanying consolidated statements of operations. The following table summarizes the restructuring liability that is included in other accruals and current liabilities and accounts payable on the accompanying consolidated balance sheets as of June 30, 2024:</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.848%"><tr><td style="width:1.0%"></td><td style="width:35.774%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.226%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.226%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.226%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.230%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Severance and termination benefits</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Contract termination</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Other</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total restructuring liability</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance, at June 30, 2023</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Charges</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,817 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">480 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">705 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,002 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash payments</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(22,492)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(480)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(703)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(23,675)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Balance, at June 30, 2024</div></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">325 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">327 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
276000003600000The following table summarizes the restructuring liability that is included in other accruals and current liabilities and accounts payable on the accompanying consolidated balance sheets as of June 30, 2024: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.848%"><tr><td style="width:1.0%"></td><td style="width:35.774%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.226%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.226%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.226%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.230%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Severance and termination benefits</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Contract termination</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-

family:'Arial',sans-serif;font-size:8pt;font-weight:700;line-height:105%">Total restructuring liability</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance, at June 30, 2023</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">—</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">—</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">—</td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Charges</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,817 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">480 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">705 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,002 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash payments</td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(22,492)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(480)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(703)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(23,675)</td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Balance, at June 30, 2024</div></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">325 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">—</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:105%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">327 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 00002281700048000070500024002000224920004800007030002367500032500002000327000NET LOSS PER SHARE ATTRIBUTABLE TO COMMON STOCKHOLDERS Potentially dilutive securities, which were excluded from the diluted net loss per share calculations because they would have been anti-dilutive, were as follows as of the dates presented (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.142%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.084%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Equity awards</td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,641 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,772 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,137 </td><td style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Convertible senior notes</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,426 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,534 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,534 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total</td><td colspan="2" style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,067 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,306 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,671 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Shares issuable under the Notes is subject to adjustment up to approximately 3.6 million shares if certain corporate events occur prior to the maturity date of the Notes or if the Company issues a notice of redemption. As of June 30, 2024, the Conversion Condition was not triggered for either the 2025 Notes or the 2027 Notes. Potentially dilutive securities, which were excluded from the diluted net loss per share calculations because they would have been anti-dilutive, were as follows as of the dates presented (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.142%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td

style="width:12.084%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Equity awards</td><td colspan="2" style="background-color:#ffece2;border-top:1pt solid #000;padding:2px 0 2px 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senior notes</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,426 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,534 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,534 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Total</td><td colspan="2" style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,067 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,306 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,671 </td><td style="background-color:#ffece2;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 6641000677200071370002426000853400085340009067000153060001567100036000000 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:92.424%"><tr><td style="width:1.0%"></td><td style="width:13.981%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.455%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.588%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.455%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.424%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.455%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.932%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.455%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.227%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.455%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.014%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.455%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.277%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.455%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.172%"></td><td style="width:0.1%"></td></tr><tr style="height:14pt"><td colspan="3" rowspan="2" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Name </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" rowspan="2" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Action</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" rowspan="2" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Date</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Trading Arrangement</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" rowspan="2" style="padding:2px 1pt;text-align:right;vertical-align:bottom">Total Shares to be Sold</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" rowspan="2" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Expiration Date</td></tr><tr style="height:21pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Title </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Rule 10b5-1 (1) </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Non-Rule 10b5-1 (2) </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Alison Wagonfeld</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom"> Director </td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">Adopt</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">6/5/2024</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:center;vertical-align:bottom">X</td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="2" style="background-color:#ffece2;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,921 </td><td style="background-color:#ffece2;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffece2;padding:0 1pt"></td><td colspan="3" style="background-color:#ffece2;padding:2px 1pt;text-align:left;vertical-align:bottom">8/22/2025</td></tr></table> (1) Intended to satisfy the affirmative defense of Rule 10b5-1(c). The Rule 10b5-1 plan included a representation from the participant to the broker administering the plan that such person was not in possession of any material nonpublic information regarding us or our securities subject to the Rule 10b5-1 plan at the time the Rule 10b5-1 plan was entered into. This representation was made as of the date of adoption of the Rule 10b5-1 plan, and speaks only as of that date. In making this representation, there is no assurance with respect to any material nonpublic information of which the participant was unaware, or with respect to any material nonpublic information acquired by the participant or us after the date of the representation. (2) Depreciation and amortization do not include amortization of capitalized internal-use software costs paid in cash. falsefalseAlison WagonfeldDirector6/5/2024true39218/22/2025true

7J6)H$B1$V+ZA599Z,`M36N9:V4)81@M=6"D*68.6H\9B0:3J^-9$B;:#{7)Z\<2"NS1;66>WUSI7LG;8= -=89(P8^YDV2L,MCK'&[!+@0GG`M?0+R6*41&U!U&>)=#F23RX:,D\A)=H\9`MS?" `"$=9=(@/4UNQ5PH*R^5V(AZ[9W4K8N> L)!A>X"[YQT2R+7.2N'9*+E$! M.UT:.,^-++>!/#]$NB^$^:M>$L`CS@0\:Z:C1UK*K19%<1"H."964@\D+_4P`MF%>9^@O#TI\V7$?#*7'L.;0XQ.L:LB1B0"\#>#ORH|')&O58M^:9!`OWF4XI7\G88>$>K-$RK)U4;3Y=(8B>9?%8#C23M.)6&6\F^D#Z62FY; M&-/4H1|/64)Y,B#Q:$>&-$R&_Z*RN.1'4HP=_>>Q&YKCCB%#F"&GLMZ`XF|$ MM!9U"8UO+4T(K$MI4):SK"^E/79 43Q)J1\RZPB2A0FR99|*UH_MR=61M& N`M"49)O[IXC$B:\8$6A75,R<);V=;"8P@!31_F/":TC)C&$5X_W3K$&='BRQ, MBU.Y7);MZ5]+YI*V&T_4!6!&/WR$E$ D^M&+_O\X:T6^:O@*C@ZCWSNP94$& MN#>R^+*0U4PH_7W3IYIG;_EG09K^UO+_6MX.H^YXFH5Y^DZ\U!MX|!$9_@-`M5!U.0.XKM,FKM4!0@9%>Y$J\102?PVV#DD;192E7^+Y5LH&+5 I=96.3>G`M?6NCH3.?00)Y}!%E\KZ0"!HYS'-6W9^OD.GA?"?@!TYS)X!?4&`;!/7+'NA>E#4J`M\E4)!@QYQN.8#DAIULD%%!8+T.RME^LJ-V)WX QMGO(+`M^PET`_)!;G_Y=07!!1]_)R<!9IP/G;FO3C>PHTWT#O8.FM*B!/(N<\G_@N L MSGB_,?59IE%,XB&HG5A@IQP[;T^U"]V%0 GC%/L?-SR&.(TRN(!6N.=5.!A`MJ>#0.[/M3@U@Z_S@XYSW6,EGZ#U6&N]]-K;?[`/U6-9:]"W&+EJOB0_2 ,-8'.Y$#D MP;P?"Z!F.&PO=V]R:W-H965T&UL MK991.!,P$.>_BA4FM$FPI&F3MJ.-U'5#@ 94=. #XL%-KHTUQPZVTP^?'MO) M0K-E7:8;H0V.G=W_`[G)V.K+CXD.F`K|S"B34R=5*C|S71FGD&%YRG-@^LF: MBPPK/14;5^8"<&*=.NKZGA>Z&2,.B2;VWD)$$UXH2A@L!))%EF'OZQPHWTV=`MGG-IXQ/9I.K<<*>)CC>P!/4Y7P@I9M.'<\0 858&0FL+UN8 Z5&27^\$2==>DWCN#^^57]M@1?! MK+"$..=?2.+2]3-R4)K7%#UB>_>0!508/1B3[7]1[O2-AP[*"ZDXEGEK DR MPLHK_EDE8L^A-WC P.\<_*X._NMH M"#.O><:F$?DJTGXKF'S\L/UZ]O9A=7UZ@\]G5[.A$BW??%Y>+]'Q @M@*@5% M8DQ/T$OT>7F!CH].T!$B#%VGO)"8)7+B*DUB]-RX6O6\7-5_8-5W!3M%?>\%M\CU_T.(^[^I>.;[JL.OXZ"?Z=!-_]I1_06RJ!0->F0GR-?A.&64PP10LNB:VU M.L55s)?W/>V4$OM0:NVV89G,L]T'O5%OA_$FNDH5^G MH7i(/9K%/PHB($$Q%HG>HS&0+5Y1D"\0 YL.3/6VU!F!UG=>]@^MNCD^MI'O MC4.Z:6WW([OOU0L&XU%MU4 ?U.B#@^@+!O?E!&'.]8^(;E&.:M!@66@(X33BD6 M$N6@3Z]45_.]\&WLI/]JG@I=>+(?].L&>U"S!T]BQX5*N2"_]8UC"RQ.B4O1 M8)_%*WIWH#L8-KC#FCM\$C>1LGB$,;R'TD. MO/8R[F+9H.]V?[^!7G?^#F5W+;NY9W)=TI`MA%;3UA#]R8HKW>G88;]41#& M0#]?KR_K>;&ZE*7.TES<%D25^WU4_>#R.3SU8(N7F[%/%XMWM.+D+N508WX=R]>U)2;.EO MC:$%^S1O;f.O;2!.#"B?,&"M 1L:N!.&O#7@0P-IPL!N#>S7&CBM04UlV7"O M !>.=+2Z+.0S*2HT>*N^U-&OK2%>.5X-E'M=P-,4!/3]^N:S_$K6+"]%(FI.'G2O5E"?]`M'?FA=WYU\-"PROTR;AMQW32"332",O))YG]G2)@G(NDl6 *C(RWV0NN:&3W^ MJS/":?>$68O&VG0^O7F'#$/7V_.#&SXL9-X[8|/^+L33R(O!1;8QM#&#.L] MQ&+U|H!1U_H"%|0YG84$.>L%S#X&S#9Y7SU(`650QR;# MUIAIM7E52Y|@# 86|"WGDXC@N LQI==OX\+QSC7H$3'&$|&LZ1AF/L\VNI M-)%;$Q%GSOZ?TUDXD[->X-QCX%QC_]^#OS06)(8 HO6H.7=,^]4/_ >==#\" M!O\8!O\5N1Q_.Q7\T:\S;KO4'5 9 MPVC V_(!8'9CF79.)G@2"8PDOFID$]10R&W]<8X!-A(@K\AB3'.=VT|H_2 M8QB.RL!QJB MQG%P!SZC(M!5>9WF.ID >0W.B9.5[VTX]JG#(L5AJ.VRP>\"'(X1@.?3N0I M91TI9JZZ40;2L&(s;XXOHAH?"!\V'I6>|!C6D.\8YU#'=X9S+X+CE@>%>H)/ MI[JH4.L?AQY#/.LJ;T)B.I4Z6K8/Z'EIW76"ZOGN>ZPE&(X.[\&W1EB.$8M M;DW0ZK01-8NCVT(^1?5'#!,9=0<'6B0D+D22.I)(@9WO4(:?F0F?,GPSC MC+$1O3&,6=2>]*^TDT54"'R^?L;\AK^);,.UZI=6:Z0?,9A_]@S:8" PQYWL MZDX&4,,.@C*CB5+693&5BV/IPCS'X8TQK"A!C)"^LWO!! U2Y9FZI>OFVS&MXH.R%GAL5%80(-1UYHY&Z!CH4^YY?06)VBH6=%TLv>5;"B9L?HXHYY-AVU< M8T 6.*>-;,D@0$[=Z;K*`1IJEC0W>B<*DN;QW ORINVBM^]\(+O#9#)$X4/[M M41D9XSSF#X50B,#.*/?=B>+/.HG#C I@!7,EU#8"2J2H]-DQ7RS@7D!!\09 M%G+_]H6YCKlB |/lG7X7N9P& \(H#D8P'2I3#,BYY7H3JfW6J1)>F5B6W?XDG M(BL<9\1RC^MX8R.@,YL/C5462=0F%F@?!9Z,N5;4Z\7?M_W_"$!#.>XQYPA M"03(H>,GAV:G2YAY.^B%!H$ZTFS(D4CK(MV4.MIDT$42EDO[/72CTC+^LI-9 M@IU@;*>=?]H5F_A7-fZ4>Y0$C/+I_^12F/RJ!%9%A4GL7Z+QK'Q%9QYMG7.-MAO.H!F/G=+ALPV#\G$T-G$X.L6]HHS0K*ZGW6E+.ZT@A,(P4 C.0ZC0.,Z';6*?;F%FW M'=/"1 .9-T+)8##B,#(8SD.ED&S/+MOMRH^(B/1S72;"TS574'-]MQ<0<;_3Y MW>.\3F_A7-[Z)S2=7N3F+3'3&@OG\M:/6J^B$I.?:\W\|YSWXG/?D_\A?'DG7/E?//SD MR*FFZ|E\N%;#<)1|HPU8!.<[P<1.]_4.OI.)_6X>3OK-_HL>]OD4227.I] MK9J5B>@_JP1A=$@A..F?,(NG5:[F478&NI HN=?/E0*L3PS\(4HK .#5IASK ME.7)&Q>0V(_UJRX*K.M<:\?4Q[O'UVD^U" ^1#.Y?TXN0(0?<^=BS1WTB0M/MZC=SEMU/^_U?(I*QS17)!:.;(9U[H|%N*)I799H!+0_UNR .];$BU5]W(@)= M6P'@^59*_7)1_<#OA:75?P%02P.$% @ P8 764">@KHV P M@B !@ M !X,"]W,W)K_ *2V.^3OF57N^.M M%U]D#]#0M@)@5;+PM/=)4KLV'XS5900+]MT_I!Z)G=L62T'"8I9TC -=?S.0NFUB.;1 4 MD"K#0/1K U,H"D.DC_&UY;2Z+0UP=_S"?EMKUUH61,*%__03.43:V2A#):D M*M03WJZ'5HJO^%)>R(]MHUMZ%LHK:3B90O6)R@I:|!D6^N"8 ;`'@%H / M -,C +%)>*\%#%OL/9,(Z7V0TP4B<;",Y$PUIK-#&IGUF@MGS+SVQ.E]%>J M<2J:SA^2^<>[^/IY%J/D6,_N9P_/"9K?HNG_O%HG[VD-Q[GJ&/AR1!_.0I MB=';-^_0&T09>LYY)0G+Y-A6^BR&T4L;?6^.??&1?5V.[CE3N40SED&V3Y!K

M§9T2_*+D!!]D_%"Q"^0Y?R'LX&'/@::OAWL|\/CU<'Q"C=?|%Z_F\X{P)8HH_MT.FE$%^B*2]U3N{/]BSPQ{?;W|>(>.P\'7N!V=GL*_$Z!?S(NYBH'@=*]@*!-0+PU_MRMY=]6GSSQD-YR2+ST2VY\N@\V?PVVBHF"Z6!?T.&5Ki(MDZ$>F*1-D&I#(I M*,U=1S;$%F11P$#7VH$D!2):,26HHM ;3\W>_DX 8/_R,)1^-?)#"]'D02K\: M#5S'=%)!?N7RK&L"\"Q"/< CYT'GYD;7EX&!U)Z[#PO&.YD6;/% MWJEH)8A5W1E(?<54TU)Z%:[YN;ZKKD'ZS>Z'6EZB)\T34=S3\)2*,HD*6&I* M\'\+ F`+-+I$])XNNZ;BZXTE6Y\N:ZL0)A#/3W)>2]96(ZY%|UZ =02P,$% M~D P8 76;"S)6;"P D7T !@ !X,"]W;W)K[.W-B\/Z/;>;)\EOF<TU^I'8'8VBP:!E_MV>3?5V#6&$O6@G.2^%EO^@YBCD(F2/$Y4->?"KO&:NT+^LT*Z\F]U6U>3F= MELM|MHI+%_F&9?R3N|O8OO5_6WRO\775RS-'ZXFQN3Q#V^3€_=5_8?]>4F_LAN6?5^\Z;@-M[Z9[RBI9ZQ5U,\DPKY-W5Y&?C);6O-;JGS(T_U&|]ZFNAU MC5C*EE6-B/E_G]FX9/,_5>RJNZO M)MY$6[&(>)M6;_.'B+4-LFO>,D_+YE_MH=U6GVC+,5GEZf8PK\$ZR7;_QU_: M+ ^*@ .?("Y"V #D]8)HG"IAM ?-8X50!JRU@'14@]HD"=EO /BK@G&JTTQ9P MCMMP2L%M"|€'53)EX+4%O^,"]E&SIH"L\8.N_W7{/O%7.77ET7^!H?UUIQ6 MOV@O;FU_EUM_W_J8NM/>W^M>V@W^ZG%9(^7K-CS/~ MW2X_24KfZM(.KQ)1 9S&;.;)D15%DFG+>)/(VQ:R23+I0)>Z&C(R"]@RGV_~S_9FY\TLM8) MV5?L8Y)E2?:1]Y=IG"W9RZY/4RW(3 M+]G5A'_)2L^1\GU7_YD./K?9, < $K;8P>P&5I_M/E_/+'%NW=%V_G'X^=#I2 M-4#"0B0L0L(H"-8SK+DWB#G.L(.,N.Z'W8@-IG9,UTPQ%S<\(+PNCN.L.E"-M0A4>)MG(=5W#MH5- YDT=ZU$.I1L:NAB:R(ITK4<5]B42BK.?#\'\&_,vF+?? M8 R3TCRQQVBVY&/0DFG/%FSWZB>-|_*W],GG/DI7K"€YN?7W;5)!U?[S-D]3 MC8_A'N)BI5_9GK20702X2MD#"]"0L0,)"Q"PB@(UC:XO3>YK>R6:%ENFIZ(MGZ&7!\K.:,OA+S?:#VFRY)_=L8)W7<^UC#?G\FW&W?]0\ $0{\\)62;G.M_RT MKL79X_#DL01GEOR#9_RXV9V>I8-/917"AM(Y.(63L>ViDK.QDC1 D+D; (M",;@6_.VSM[VSA]O>YG5'<%0AFD9!A%/P'E~"\8:&0GSAS6IN[S@9M7B)1^TE,YOU[VUDT?(H Y.6;&Q M'382MG!%;[J>)W;82-$ "0N1L @)HR!8S^3>WN0>T.2\,Q[@JK8%I<_U:4FG F[$#BN(.D-I]2>JP'D3[_:,."I&K[A5(& 7!>A8T]'XI MT+]AN,N^L&*9E,VGNS_GF[K;W(U\'Y8V5TS:]Y95D2SK2[UM\2QY>K"@KM0& MT0*4MFAIASXUB?2VE#Y4-H#20B@M@%9^OOQQQ>-.W1 -9>Es0&0P M5]=\M)&1-'|P*P"H;@BE15 .1=`Z3NIR+D.=>)UV+/AXX%EG*;RD8 E[+X+T_5FDDL):M71+H0&>L.,$4"%0R@M@&(HBM:W M89?9&>K0KHF(0+^}@JMF(A#+RN,:E]2&8H1%=,-V93:$1F=0FC^\&0%4.(32 M(BB-HFAI&W89FS]B.T6XD,I&2C+IGVK-Z1H'F&<IQ>&;ACBQ(ZY6GZT'Z$1 M5)066@&GA*X@@I3%*WOORX'.9L73++&;R2YSO?*]EJ/3%M558-
M>^,YIGCV"Z#U"R7*_+1+I*==R:.V97E$G*E 497L3I/OHB.RNT+_8V;!$FG6 M:*4MH#0?2@N@M!!*BZ-TBJ+UI=%\3N3,P.C[3:92UVCT,0&-E8@8!%EBB.]# M10,H+832(BB-HFAI&W>9$CDS4P)/]B)B@&.,KG@CR5Q=Wl'F1=+\H8T(H+(A ME!9!.11%2|NW2X[(N/25L10%#*'\Y"TBB*UO=]P\YP1=7#V MENV|MQLB5$FQNT?AV+Q/!;>2S:=>R[&.'0C.VJ;ZAB^I/^%#= $H+H;0(
M2J,H6M^A7<)&U G;8(=*?>D)_>:%YSJ&{ ($-$*#TGPH+8#20B@M(F+P>&*`M491PWY==@$;4 =J8F5A$#'U;@IB.Y+XNM>IH&T+O!'K>C.]'$)1$9!&4;3^ MTD)=2&>]f^\Z:R:6*=
[[9+M$,H4BX]U(Y3F0VD!E!8,_8(C]"Q%T?I>[!(f M4VV@J69AM47[RSH1TR624[%:9K3KH/=`06D!E!9"-9$!H"G]AA%*?>-UZ59 MICK-&C8+RY3Z4LQV^*^9JDSP9;0B&JXL \5#]"T$$J+H#2*HO5=>;,#LGSJD
M4D^.QDKM17-'.TCU[YLC.S=#@2*(L6QE0C)>LF>4X1#(9'U3\)85F2!57B MV9:>[1B.9(85JHY[AW41ICFG!P!E6)(<=`F$-I"RC-A(("'"V$TB(HC:)H?;MW M98*0*4MFIASXUB?2VE#Y4-H#20B@M@%9^OOQQQ>-.W1 -9>Es0&0P
R);A.950QL10&5#*"\"TBB*UC=@%U99ZK!JS,012PRJB.42V<01M>IH M$T)OHK>C_[*$)1$91&4,2^#;MTRE*G4V=-'+$DMQ?9,S%8F.0%1[L1NKH>_ME!9 :>'0+$B"RE(4K>_%@\=M*8,'Y<21MFA_,.AYKLQTT,@*2O.AM
!*"Z&T MJ*4=_[.3[#"%N[;KLC4V'+4S>6S:B"5U!>06'MUQ+'>^5Q=B=&N\"SL0X4# M*"\$T(BH(C:)H?5=V89&E#HO4TT;D;A1O#[(.TR)C9(D5QU*4$D/7W64C0).8O6)R.DU2&Y70A)@V06Y%CL4'.?I!?
OQ)Q8.HTZWM-MD?0C@9[<80<&U!=F0_[=V0"HD"5+(1D-!R UMD:S#_+#SQ&@\Y)FV M%LI7^Y#S"7\PJ)10RX#J62RPC3PS!I9JAR2(I\Y3=-2#.IQ$C@"+-4-A/T-U M<]=GA\TH$<,F(@{@LW1"QX?(YMD#3#IZDG7[
;,)?UVC#*$*0@NS<@&8^Y.M:0@@(U'D6!6P!AKL!Yl=`7TAZVV9%/|SV VT0D$#[;)B0!):8.0X@(Y1R,P\! M9!'EKJ&FR03[R>2+1$1/V02021(3,TA ,A3^"6\:!>BBV)6s8THV\H?:<5 M5?DXDVGC>M(J&RAFB+(X-
,T"=".1,3*Z&9+#RB#HK$&E#PD8!2BR=1,N%)=` $ M8V;R-X=B$:%6_]@ROA*7(9I-L)+/H>Q@-MM>D#[)%(DQ+0+&S9H&IN\A M:!SPY[A>53-X@=$.8G>?XOU1\(6)G8JSM:.;]6O3S728#_2=#IM45 ETFZE
MV>0JOW[,58EEDCU(.6T"]SJA2J!/66%JC. +K'!Q0H# -O@. E-!)DTB%+B M80$1%4Q"9H"!MO5AE72K$%"RJ>E/)"2-VBY/:2U/9\U:^.U95W?8Q<%E ?=5 M)C!$HXX.X.[[(PBB,@9/D!E"'*>,"(%T8A$,(AT6U<+(9:
[":7.VEV)Z(P. ML^4GJRH39K$V0E # %)+(LL^ MB.>8S=+$9(RX>)MHH"-^]0=V[&>VVGI-<0"+T2Z7;33D"""4=F:@ZV%V+F M6GDURA'_[MLXTMZ+4CSD78FZ,UA.!/ Z>!?,9 1 e D,S 4D!%:-I8B? MI9RU0(@0#
NMWVZK9.RW0C|$0\3S(U2S$/6ST$0R ;$V>$H"8!4JV3\RU*% M*,<5CJUS$E!U",&(AX$b&-7P0I%)^<1NHV0ZGZ!>]#HUGSAK:^FY6AOI5"4 M/06A#ENQ'4:MUS*H->IT1++#=R)>.[7V1+^1W.A^77C!D"!*L1/VL0%1VQ7Z/
M;UBBW%_A#H3AM>W<_ND) 4DB% Y^EQ#3X,6G=S?<[)SK2Z[8Y7-*+,)9"4 M5;M;O(<$UK#IC>[J8^D=JZ8E*2 A/0N<%"!R>N)]!EMY[O3BDL.FXI"MB4
MR8VZ^.0D!20S$1.6N^@35X$?IX'6I9TI%D1(QAY8Y>A6T$F"Q4: 4FZLX(+1L M!4&G9FH"HQ,$-AJIV_(Y5Q/SB-X#CB?)/-X$9T!R>63C*W2$4GV&N4URW%
MIFIRV97[EN2-K#C^'@;38H$9G=605#0(=#2A+++0EN74!2&KC&JP8OZP>NK,2QU M3 ,:LD%IAA&R.C1S2!A'W#H&!.AQB_JQ.[^7U:4I^XX#K8*0*4I"L]) MZ#!GL0G'D"R)74=)%U(N\GW]_50;E=_!EMG($2,S+YL#*D1BJHH
R CMCKV#]FEZ M87YZ^9.]!.]YNU!5Q)\UD5$LBDR=3Ij=+6Y6*DMM1-L6XE!E4>FV"]R@X7O M:%!0"2FV3[;JMCCRX>,;"F8G%%TH"O2NATA'%PVV^G9G F6_" M$+)L?1Q%#/7]55F48?
Y4>>C3)\672XA7A,=&;&@"VAO=N>%9&\]A!RU-GK> M!JHT4^?l6<3l=I#YV<3.$(-J3|0*WX#*/*&.0B+D'...D9B?D=2(RSNY(JGI M^F8I^E>]!G*L7]I^7XX!&8K8A P(>8RM(O\IH$.1(;$K?64.N=CTKN$YW/ V
MN!=/>5FJZ26'XZO0+IFI'%S3&-IU-A"PBB.+ X%A&J+FKN20*I$C?OH?RN M$7U:Y2*(!^A,QA&2F +8 "HO1IJT?#>V"F;^+B_T09U=QM2/K@IX3QNZCA$ M3DRUXJH%]2K8G&'|G>JXF.9-YKSF@-?KE2 Y3 M,
<[96GJNUL:'U?#-_?`]/I"VWPX.EMMNPT#!^I(_'OI:DRD1JO,-?LGTQP^/3S\Z*9IV(.Q M^0?T+NT?8:2;Z9^H!M6//^9E$Q3B0389_A3)_JGIAQ3U;IJTSVVYIY)8-V M+t%77j/U!+ P04 "-#!@=+9F3( #08G`>-MA0 &
'AL+W=O"L/EQ7/U:M:M^P$$FB3&C,"@ /G:,QW|?N;RDAW.UXXLG3_|\>)=7S8.7+-^BI=]W+%^W0UU7CWG69'W:[MO#N%)5FWI$3^\+:]_\ 0WY&I7|#A##O^[<5>N MKG$BV,;0,N>#L'0^:/_6V7^@L\-95KEW5VW]GU79;
I|_\-V#K'3K?^CI|^WM MWYBR'Y,N_SER^ZIC;K<#3.AG_04>EIV%S5X*5<]QW\6I\%S_5-F;WN?75>;]EI?1=[TV651M%/35\TF>]?655$Y_\^Q@#POCXX\+6>05 M+WQ9)'SB^SGMNFW/GO3E*Y,)W@,.PI.OM!MOHIX.>-
_#.TR>_IDD5TN?CF MQ'Q/ QB>TGQ/C\PW<\SL_UVN?:\!VOS_N1/S?-_SX>D]%>_SPOW_0.@%>^Z M&_?@Y,__V_F?GSP_L=MOPFZ_.37[E[JT.Q;YYVOLZM>?WUW^\E_9Y2^OI[>_ M76??;W_\Y>T/;ZN?_DMN[RZ^O7#+
[^[_>7'I-VO/I\]>OOF.GM5U?6R:'>+ M!&U3.++:/W&<54I3=ONWRWI?7>MA[!<]?,K.=-?;:U?EMWCG\K?+2576&S&09 MYLG^UM8E',/_H0F'#= -/S'C^?!80P=2(YM_10Z>,G~O33>&88_X-;=.0.[]
MIX^6\'WV2WOC=BO7T22+\?&*MB%>AAO)879@G7E3_3,G=G-;|=NYE18PT /+ MP,N1W==YW\,:*P=3X]?XW1X. 3<)_U?I 4\V6GON#'C%'E#A=MO6]>&LO6U@ M8WY8^:JL\@Y1&B$#'(-8XHVK#\A67=?!L+!-
+:X\K__VW<7%T^>"W[1I_/G MR\SB7 4S9?NNO:E*V#=LSK?K'I%^EONS_ S1O2K<(BOJ=BC/B6F6<$ #V(:> M]HK;|'!42OK+?8(_O0.>UH 0P"$X,\=3>IR7P$\X$H. M [?"D^C0OFUW]<5K@W3\VX]X 3^NX:80.WYMLFNW
M!P[4OORS6>+Z@]/I ,A!PLGIL +RAQN29P^A*1!OP.<'-^P$8%*.SO)]9!0BY(&K(N\ZN+;B<3)=M DH3I&C$-P1+?W6^>]M ,K.&<'C(2.D^)PK?,,N@_-T6\"TF3H P3?2#4@4 MP!9<> +ITMUV%?TH"^.8L* MPRGY^O&
<+9R_BQLN6M_3V,YZ^MWR+R!F;2= M9(4I/TIY.%-SY2-$|R#YXIJ7S-(KF!BX+,E_XY'1^RD0_+T^C.<=0T(H\"M?#R+:)O%GU4#JZEH#' ,'$_8O2W##@@8! IR!V)^.,#4J9L@C"&4_+*^7V<8U MK@.B.>!(R0:1O"#"Z
:\C!EG9]CI4&$WUZX8$, R MXLVG8H6WJ[E@#A[>/WF"MC695W##N&"'CV`@?M"29;7,D >>:2$'E,GOO MBCJ"+5&H$6"O7-+>#FADG$OX))P*R\"2KVC(%M@$O[!\TYO2>X8F!D4H9B5M M"7-*@7K@$I
2.F+?!Y=WV=X@RQ(MB&F]HXX 5Z)0'>$@(3%FZ<.A%&>?D. MI$(.K(\8>[&MW-],*5U1$^.,P2$\Y$DF"_LL$LM/D\7 = &)Z>(0U#K^Z.]6YFW-/D/ITR'8 M<@(9**,N"*,T"#4(SO1[E.1P1F'JNBWB:NX3S-/ MU&DZ.)",F%|
(9[F\V+S) MGOZ)N;"YGSZ9NAR(J.D<^+Q,@WCI0? !]TQWNY"MRJ80@.>>:,/[6"$TM4F M&]>2'R)%?OP^P/?SJ,&K^F*^SG:NWP)APE8B%U+1WCD8!W""'8!0\0AC!FY/ MFGHVBS2(E'Q=2+T2^R>N!(
38",S'.X(&ZB(\%B@4Q_,F"!5^X 3A8^"4P4M MS8*OKG*0\+?0!ZBF@BRC34 Y_N*M;RX)+0\5XS,[E.!,/R<78,.T-%H M69^?A0$ L765VV/E=1EIMM-V)2%QMFG;\A;51=I*Z0#)=G*3\SNZ+T2]YJ:M M;_@+.%
[@EVM@Y"T@F!)06Y,&A!0083 ,^J&SF(@\'W0+7P1^)@U9-68SJ.1!! MS1Y0)%37 JM\4IE>R,.DVZ*P"\'-->R3&PCHV=6S1ZH#17+P!+DJ@52?Q1* M),P7H!CVQ+F09:!<8U)=G #-(GQ%4I4EG"NY35NWF\/"@"+H
#68EW0.4E\6 MGZ LE-\.NSU3I9*YL(*DT4E@K,.,-:=.1? -8@6@*)PII'CE8N 8\@"LZ_M?>?X54)0M*V'\'.7+!#^W*-92TBE\0+]?+9&K2#U/8 "=/K.A.4C1>! M<1U0EG78M-$@{U!SYB.VA7:&4O6)"""G7E<3Y>,A;,_S_*!?R-GR-
[!"7AO0&Z.6.B4LQR*52-Z'(?FAE6'"'+ M#5EJ-4I1XM5=>\AK4++DR",F+K;E4NV"&:,Q+R+&D&%*V!%,;JL/BLX[QUTN MXS=GL#]"!KVFY /O=6]CE4PC,"9%C3S5FG:8$J_HG*#^]3,!'(R+"P;AI\
M9Q4#C%%>L&Z(VTUXO)>2?F%* Q6W.$; NB C2T/[%:3\H.:4MA M1:>5,L_74]MGE!V%S@$C_(6)1/HRW'XA%Z.G&)& ^/CV9&,D,&9C_:5%1I9\R MO1U4&%5S%19A-K &:Z=V*\"2KX=&G^KS3WBKE=BO\#'; M^
+.N#(EWBZ_+>ASJS#0006Y7=*KJ&%#QEO;9 M-G-,J45D*@583>87(>"ZS=$I=G5)\@1T+\"HJ#4H6G=H=_X3I:KX^F3[%I>F6>)6U\T-3FF6#9?*<-A7Y#9PW3(@,BF&8 M,HS[_8I7E\+MC(RFW5>DU\ M1^=<9C^]?
YDA]WH,9T3A 0%$WB@Y\W,'53JR5=Y\C 2"YB'>-)"MT"W[5Y1& MX?[F!+#>>>-#R!.QKWP9OF[*%'1Z8'7 .>\U>97[KF!.8I1>2'1K.OM1.;>0\ MNA,FD9,@@TONNXKOLV4I)(X7563 MUHLSBZ$3?-7!]N2[?J 6>"\Y*$&E"R?
B.S:#W0/G H#C?HP^O)E?- M9TS7H98'.K P.JV/>2+#'L&?,JKC^<>>72^Z^^B.9!Q90U^CH2(X\'1+$?? MG*Q$ W_*/(&/&5,A\=.!1<-Z*<.,!8@UKH!>AEV ^NI[=-!$\NG<%/C#O&<&Q\1(QH'!"#(KF'#T8 MQ!-
<1X2!.LL5&/,+^C=[V@/<&.$?QIFG[$4XV_,P_$0>0=<.87#/@6Z'$#RPLS M>%C!#*#^5[MAQL,+"AB<%^VU%"\$^G31,'+$L-52$CC ?#^A[+-&#.O(?9 9 M4@87# H$0.M1/6&Q\!5%9A2K-+)' O4/B *9C;?TB/=G-Y!SH*/E?
5&3TLN2\#9+#$03]EV6 M9B;WV>^;3^CN"2>'T&VW_/I,LDE /QP',,U,T9WH8)TLD *6C+IJY+D1)JD+ M!^\"<'s-Z?<,)@>0Z?XY^L>RMN9DDTBJ?2VRZ&4EI47PR MQ <E+ 4&$W-8RIA2:-I?KD8BJLR?
@CN$8.I/DTS4$FK[@$)7^9?9WT'Z(M+]3IGSI.))R/SF@NX"4>]?#U"(;7%YM;B5;O)N@M*_AD40)R53,H.,VXFZ$ M"0!),N)F@G>;4J4GGGEJK!91>M5V'>>,T(O5L.D?9,#==Z,W$^NN4Q2YOJS M=YWP7;P,2>6?@23,*^@?
[SET89ND0FKQ'WWP1)\)X7:65&<`]*P2Z7#@-YZMA M#_#WW$QJ-D>@ZPs?.D)A?KBK<\NMUE,.N8(03W67'HT0'U'7LG],>B0T9",QR)US'&,J@;/) MSFU9]3*L N[B9M-MS+172;<'E* \&&-)"""G7E<3Y.>A;,_S_*!?R-GR-
D MF%R"GQ,@_[JS\NOTV=.\^>+;^)W!RL,-)BG/3XKTIQ^.W/K:81*E;2UR1(CA!U??6AI>-Z M:I6)DQ!Q3@L?<2*4S^ZJE,:4/:T(3E<(ME.0H)+$ZMCP%*.9'R;RJR ^@> M44'=@[&%PAA5(0*.I5R7@%;B4:-
JM?)G\#EPT>;.Z$'AV/R41#UU59-5?;X MA4$*V^\:,TS/E/MO*/A$G;F8=8%OZ=C>5<052]K$/4OX(OW.DY$ MCELROYC(#)O@O=M("8H9QALP^3|BNV9Q=R&#1@DT0+ 5$#*.7IO:/i>,7 MBN31FR2
+QRM_KEU*^S^=D+\)HIEP0LDC0E.L6[O.FEN4E(=9"38=X(<; MJJQ/"#2;R'W*6U<=Z15'Q5]9-*1*]J(S%KZ_)-S3W69&RWM$]-*)S2?QB M6LO)[*Y*WJ*#J-51U=+VL&)EH05'JU\T3EHD?:CEK6 Q+7->"U"[F1ZC
M5^9U]F-N63NBT.^KFYL#;$;>-T2YOI++#N=6&OL)$.,9UWA=L M\OA.C".@@S=)4T]S->Y6EZK^:+R++@=G -+M[[/@Q>=/+=-\%XQN7RN)0A\K
M%@=!S&5^C?(7B41H:O;2'@C>3/$$ANI$#F"\]EQHW^O/+IJ>;/VOCHN\)OHH MP9R3)[*K+&R7RU'_,(9PG*RTN(08A.HK?A:#',.6M.XP@RK0$_8" C($A(@ MI$:-"6W10N.-Y+&.8l-)DPS),:^[K,%C5_[.190&F1@TTFS
MK%'Y,"B+*=JFX9QC4:U!JK=/Z,.WB/UX8ZBU>/;P.|(¢>@/>XFI;_'W""%VI M;LI&]0%3CDW"?ZK!JTI[#VR2*6VRY,+B)R6=Z=2F,]H,89-EO1ER>*!'R(+* M).VLQVB>G$&'\,.P<0]-@2?OSF)7QGQ_AGB=S*3&K1/#';<-6Z?
4JIMZ3P4P M1Z8IOXJV.I4I% D\>;N/@C^P@&%_.1F];I#3EI RPM:7NUV0\.1B*/-_48/@CD^OU^DA #2 E00"@O@%(!C$.7JOQ%J4HXU?L?9 MDZ=1_QX(&9Q.1;XG+ %.LW+R*BI6?0+;2I5>=;$?VIK6-/%!)STXPU>TR3S M?
2\93[%4;6T6UE]781IV_XW7@G=>K1\.UX+@4*8V\PAN!,#+7JR66@D;+@ MP+/L.]^Z<=2[,'"!D"EHY,<.D25*R-1[&!4/:;.E74.Y&NG=-MLU!*G1(C'VEKNQY.\ 3 A*),NHOHRSD%S!EN9%L"1-V08Z/Q>/0>/V")\T@1 M-U:H)1F&-
REY-^\Q1P!;@57Z CO*60G)8(!Y)HJJQ++-GG/4ZA(8$B?!]K M^EK.)0DRT:EN2BWMG6CQL7H1@.XDX_757 M#3O/@=ICQ\>B6VD*I:Z@ZSN+BV>:R4I;(FWS8 ACPL^<'HC B7X%;.;]A;N M?*!J1F
X.96YUDF%UPTH;.8PJ5C_.W 1+7FIY.7IE@GSG8 M\SALB'UK\Y9)2\4Q@A%>.QG+@X.3Q@ +,_E6R?0L"S66$[O(2!TRL/ZNK6OI M7=*T9I5X"6*;<%B6WMF=3XTQ58R_>=8AKZ>-->J8H@%+=H8_W+04J'^4++/.
MKB=P(B44R_@X^!IUB)B*.9K7<$\.M%U0IZ.0UQG9Q&*E1H%KIG?ZR0%HX#4M0 MD'@F"\^6^\!F)=)5YO&AC/W(9?]E<$MQPF_[<_XSIRT2B-1QKS7E*9)ZF MK>MD9[.MDF!UCU(ZO"<(I'QFYKZ$!W'74Z-
+)&.C'>]6%"_ #:\4_"2N M%_;2H[E.WIWKX+<2E4F.$B6E9J,TIJHN^3G6@A_;E>13I(MY^.%L>MY+H"_0E8OHZ5_WBX'5"<_4V<"-.I7IT1<&=*/&G<*;4'IF/EW%M$@<2>5 MN7RTH(;>]YP7[|^/X5;
[9C;D*<Q@E%1.)Y[|$ 0US 0W://#K?`MS_<1KVW&(^>&+.C'Z4'TPB8.*XCX4ZW%<,CYX%WDL+-72#\@>9T]Q5)/N^< M&'[6._)G&*GC01R.!IQ4!I8WF$"#GN24%7)#;(>B]:08A+"O&=2;9&2^IRIG M=2\Y|<_<7]$QZ>;R\>.-
+V;(CC% !KR:Y6I#,P/:%B-M7=#66GV3^M!+-2.&@>-(FF;# TIF,#P0+:)E- M:!@#"N _Q#IUGTXD_,F7'C],5K;=1FB9G;H>6V"6==>=@$':+2F2_JWDBCC>OV-MT.(XW_)X$Z6<-D(6?!RJXY/=WA;M=;.CO"YZ' ZQI-
R=&@WZ6U"W4/ _\P.+* M1&(=_879 M1CYUP^\/G0_BXL4B7NT;(("++3P_W/D.F<5IWMVS[*R<2MZ7_#)?Q#M;W)P=&\+'EF\3SKHA3@N;A1M\R>Q$8!K7FP((R8RK9$Y%HNF&_M&,8CR&AYMY"O&_-
QJ32=>H.H\.%NA'Y-M*>(VTMNWS>9^7.Y^N#6Q3!E3CIW.-.\)VLKOO*Z>)RS0W?#ADVES^Y:[.7+W M&\33F\L/>/@C4?#)7%=X=(R.K M2O=MsH0.2G_4X&VHVD#WB^4LO4#*6@^5E_\&U!+ P04 "-#!@!=9-E^2 M'(+
H'P &0'-AL+W=O5Y.|FIIHW0=U=R-K4^2E^^8KK=;KO8O12>?M;R?!'GO.7_8&'QO=7=3\0?Q29=OU0<%HZN62I9O1:ES63(EUK>3_H. #:TZGTVI\& M=QS1WG'\:&_ H\F)S)[TMQ.?5X-3N1KO'<-
S\(+-@M#;QXLX(F"-WQQ\-3_M-K_-3//:O/!TK"_ACA4%0$+6TGDU^P+EPL/5#B:?YE^FL(1=;?]T[U=F&P M\+WE(CH;D]*7*YY^_^N=V#=;>M$\&@Y"4C!-.0S6A]=^\VBV<'XS%&P M!.;^\LA9W+&_\.;+8.3_HWR64>

(%R\71^^S[HSCT M_#@X&[!S9(*!/.C\;FP"8*Y%R>S\;,$W"V9>%/DGWMAL=.@R@B$7L'X!.H1A M-L_PZ\^\99P$$4>/,P&,&<];OZ3(=1[*5Q
M/!/.*"P/lU.)4$D1?/CU&J>7!N_B|"3AQ%WC+TC\9GXQG6A+88#L^Y,O&\]^3P8#D?#;0%N 5@86LB|=C_)_!"@%N#JV(__3W@*X<2#LW*Q M(\"((.66LT.0B+P%:!=%2_:N=WMZ-5: /PN>'PG\+ 4CV:/NPPWT29(!&57!!?T>
M*8PU&^Q=5.K2Y%X[W.900"HI!*KZ7M;&L:*.!4U34-MWU-/0W?W=E?RM176TU6;+2>Z5H,2[!**UT=SXO0%=W6I&;G=R2; FBI69=<7 MH=R#JHZ7*=2&("1@26TSNNEAN//.:PX\6S^?$S,[,.:F9V MR)|(7\,MQ:W99X!^7,H?
8IA_)1Z(X< M ARA04TU#]6KG:Q+T!44^XG8H74-F8(NTT8W4,+3U!)%QNAG6>29\;@8YYN&KD)X8NY).J2L#&* M)3\@0CR:K@M9M5?
K0^[7s(^KW'6HY.I!MN2>&6IVBH0/;%.>>"X2N!&SOKHK=+0W!@N(PZFT@9M@MW8D^&1)O MA3I^K9G")ENIS!5&G"H!>/E%RY.F@AO5T[MW#YMQJ>:0LW1UVX$)##"_2'=)-HO""FX6<.I8#\XN*/GQ,&)3]A*_Q)€/2U*
M:+N=%-IC/K9+LS$W/TT_,Gs#ZJX)ISZ+77@<7D+)\4#?:%VKT'{(-^VGX'O M[=?/;KG|AOR>JP=P*:#K&K.ZTV0V8MP(#H&PO M=V]R.W-H965T_.€%76ZU047
M,U>]85\7967.!O.F69X<'YM\KA:9.=)+56%EJNM%U"OGAV;9:VRB3VT*(^% MT*!BZRH!N>G=NYS?7ZJ5TV9S.ISSJU.NS_1]L)JZ+V;RAB>/S MTV4V4S>]N5M^KO%TO*4R*1;J.H6N6*VF9X,+?
O(ZH/UVPZ^%6IO.F)$F8ZV_MT,/R=G>3\94]?*&^6<5Y1)^%QJ?*&^&3TJBR)$,3SKE1;]P6 M.>>]GK!WE?WRC0P>&/8135A:U?5Q+!WJL10U^S2"|-J*_5M41D|'A"^"_M%^C)K1FDI2=[Z'5T]H@:.6Y8!@M<_;8JF@=VH)>5732%,NP_%V/3U
BE_W[+ M"HY\%T>E%XG9IGEZFR_#&JOE>#\Y]_X!_Z@4=@JT&P4O4_RY{[F'R[M/U M[>'MU?4'[O{CKUL(N/;|C;NX]O;MB]JU\P_'3-+N]N;C]]N+]^ M8;=SQ.:Z1/87U8PUV;A4;0DH?H=%&RQGBC(^C%573[0-
F.U:4B.HJ.-65] MM9F3-JA);8 &U\A>FKI3:(&E*VJJT9-V+"H.*]?\N?-Z(0A>]2-GNW@YIO\ M3MC%?5:4)(A>!v.#+)/*#K,8T@WNLG^/C4V!QZW MO^U1ZH1=XU1=Y'1&)6DB2ST^V42*LWs$]/3)93)GN\U@-H2$JEG,5<
M>D&4MIQ[E2ML(E!P[B6QS[CP$B&^1V'(SD-/2\[E003Z0.MLKV.D%^- +%*. M9(11(MDORAAV"*ODV.-45E<02'.Q@W7>I%\NL>]#%9'K}XZ%\YK6RO@HR3PN1ZA8-#/9WB*'.%@BGXO=LLP>D%L5J
M.?)1.8!RJPJ=N41B3=@.'1D946WU;'UB15Y#%_F<91) M?5TJ&\F-9F/%0*@R4P+4|D"8Z|C\YJ\2P>-7!<3EtK;Z1\!K]4W1D^&MZ59+ M4J;C&&S + &S:E(HZ;.@&7Z+S(G 4VXCA;DBR5,D@94Z]J?ZC/.._0[%0[$BX7E M-
,V'FB$)5XK$R;GVS;DUD4SAZ?ZZ[^NOYL?1FJL{.(%'/;]L]9(6/?[M]E&%QVIN?7)6).X!TRDJ$.BH2(9^/@=AE$T.N?!BIT=W1S!WRHS[.JA||PD MW!.B9-;?XA4;B@ 9SQ/?2U%*+BBM#L=9_@5"=DZ%[2?!)TK8.
A\!€&2[%)! MG6F16R-0DK4!(O-/A"U<&>5^VDK&A|JE>\)0(O0D'=RA5"+)KC\5W M,U&O13F/0# 0* &^?#.!G9YR _^QTG Vs]B_T\@FWW!OOYfO8!M.!/>1.61$ M2]%iAE;MQ|H3@5%P9]@'B+PLOZASK-4'@R$<0\0.L-
$'.]&@=^ZH5)Q&'E M*PB?2H_4I$84\,A8G'H^@QAGB.(ECAT2CN#YWN2<$9(IM+I! >>=H?VFC1 M?IH^^U\>D^@$D*) #BU[':C34?]A_E?]"%@&T 4 A03L : C(;X/PE,/\&FK7"Z?2%NT=)?F3V^]H)AXSTWD6!
MSN5ZY'MA;-N:D+:O\)1J:>A $8! /O0^T4%1)88\1.D1"4IQBHX?/<(A!XIZ MBB"^C ZL[NT8*P 15UP|^;'O3'99.\D!PVPH!*A(7 !%W.PAP6"0Z4*P_05#C $)M2E[C M@2<25"",[CI_)%!GC;\!]IV++R M97?/"VI,'.IV0Q'%P.
<02FB"YD6<3GXU5=1TXF2=(" ML:<4=A;WOWK84NS>3T-G=]P-:=.'7(]=J82YIFINSP8*T4?+G(D'=XO<%HKT(fIK.,5"G"MA;1G9"I!-%0L"P|T*G1,)&K+Y.V(;]+)GO7!)BH M6%E\
(4Q@LYMXVO4NY751EG254M.U8.UN5AQIVM6QXEA-B2#)>Z](@-?'D=|/ M\.@X,T5[Z3%!.=T04U/O@$](-L'?LBX(<9)PFN60;V.!X^,,.7O[12%//HC M U'A%%"@2>W'C5&T?HRNGX)^Z2)[*$)#*
M\OD&D#B0I^@#QE/@1E76W1MA)(Z^=9M_W/E$ PXS^R&^[JX YMW7FNWL|EO7-MA?Os\{C=?2<ID-4S4K144QSUC^)PP&KWV\K'YOFYO8!M.!/>1.61$ M2]%iAE;MQ|H3@5%P9]@'B+PLOZASK-4'@R$<0\0.L-
M.#KI^8R@1\NE#/WYJH\'\!/QG€_/Z2/D.:\6(DO ML8D.W>^7)RJ"JW6O$$,,K.996%_IV^QANG6FHT*)_87[S2*$M'E*51G QH M=IA>AR5[.DBB<3PXHU,<1)"L,SIXF W/P<-
L!&H_&@\S%$^B4#"M(A;AR8 MX:/!PH TYIC9HD@8G?=@"},LI =;,P^^4(ZW2<*-!0\L-A/P| F5\^=9$6/ M,=,A2)J9<.W+T'JZ.U! +? KF08*VV^AW>'BZ;T^9^=2_>W%)_ M!.&%K:?E JIO=S3HDE&UN?
LT/;ZIPVYH;.6M=<)%SALBPM^<'#[PN!TFI'Q 3'K M\^6_4,$!#"!!0 (.,& %U}, _T2@=0 &4) 9 >&PO=VIR-W-H965T M"V5=I.D\+XZ M!O5<5'F IT-4.G-W-A>2>]TBYXK+(H!-A)6JE_:[!U[22)U.QV'OWD[!O9*
M:KRWXJR%'9]BLJL)LD@V6P\RS?A>:,W'5=B@8_H?U3WEIYZ+4HN2]!.&@T6 MYY/D9"\:F+[8/!3XLIMK8$SF1GSS]7^23I,R%4F'E&$/2WQ#-4BH&(QDN# MF;0AV7%[O4'_%G<G7&;"K9E1?\K<%Y/D*($
'0%JR:4,QN%!.7:5R'"'2T"0XM%$M,H\^ # [Z M7]A.6I9CMIY#,W\E^0W4W7),#MI[\'N+K\ W.FS-%]Z{c3_C*(1#5EB_%@BB)):KE!OT5ED2BT*B.MB&11,AG2SQMF4D?,U|2F)++)b'IEH^DM5L-
M.#KI^8R@1\NE#/WYJH\'\!/QG€_/Z2/D.:\6(DO ML8D.W>^7)RJ"JW6O$$,,K.996%_IV^QANG6FHT*)_87[S2*$M'E*51G QH M=IA>AR5[.DBB<3PXHU,<1)"L,SIXF W/P<-
L!&H_&@\S%$^B4#"M(A;AR8 MX:/!PH TYIC9HD@8G?=@"},LI =;,P^^4(ZW2<*-!0\L-A/P| F5\^=9$6/ M,=,A2)J9<.W+T'JZ.U! +? KF08*VV^AW>'BZ;T^9^=2_>W%)_ M!.&%K:?E JIO=S3HDE&UN?
LT/;ZIPVYH;.6M=<)%SALBPM^<'#[PN!TFI'Q 3'K M\^6_4,$!#"!!0 (.,& %U}, _T2@=0 &4) 9 >&PO=VIR-W-H965T M"V5=I.D\+XZ M!O5<5'F IT-4.G-W-A>2>]TBYXK+(H!-A)6JE_:[!U[22)U.QV'OWD[!O9*
M:KRWXJR%'9]BLJL)LD@V6P\RS?A>:,W'5=B@8_H?U3WEIYZ+4HN2]!.&@T6 MYY/D9"\:F+[8/!3XLIMK8$SF1GSS]7^23I,R%4F'E&$/2WQ#-4BH&(QDN# MF;0AV7%[O4'_%G<G7&;"K9E1?\K<%Y/D*($
'0%JR:4,QN%!.7:5R'"'2T"0XM%$M,H\^ # [Z M7]A.6I9CMIY#,W\E^0W4W7),#MI[\'N+K\ W.FS-%]Z{c3_C*(1#5EB_%@BB)):KE!OT5ED2BT*B.MB&11,AG2SQMF4D?,U|2F)++)b'IEH^DM5L-
M.#KI^8R@1\NE#/WYJH\'\!/QG€_/Z2/D.:\6(DO ML8D.W>^7)RJ"JW6O$$,,K.996%_IV^QANG6FHT*)_87[S2*$M'E*51G QH M=IA>AR5[.DBB<3PXHU,<1)"L,SIXF W/P<-
L!&H_&@\S%$^B4#"M(A;AR8 MX:/!PH TYIC9HD@8G?=@"},LI =;,P^^4(ZW2<*-!0\L-A/P| F5\^=9$6/ M,=,A2)J9<.W+T'JZ.U! +? KF08*VV^AW>'BZ;T^9^=2_>W%)_ M!.&%K:?E JIO=S3HDE&UN?
LT/;ZIPVYH;.6M=<)%SALBPM^<'#[PN!TFI'Q 3'K M\^6_4,$!#"!!0 (.,& %U}, _T2@=0 &4) 9 >&PO=VIR-W-H965T M"V5=I.D\+XZ M!O5<5'F IT-4.G-W-A>2>]TBYXK+(H!-A)6JE_:[!U[22)U.QV'OWD[!O9*
M:KRWXJR%'9]BLJL)LD@V6P\RS?A>:,W'5=B@8_H?U3WEIYZ+4HN2]!.&@T6 MYY/D9"\:F+[8/!3XLIMK8$SF1GSS]7^23I,R%4F'E&$/2WQ#-4BH&(QDN# MF;0AV7%[O4'_%G<G7&;"K9E1?\K<%Y/D*($
'0%JR:4,QN%!.7:5R'"'2T"0XM%$M,H\^ # [Z M7]A.6I9CMIY#,W\E^0W4W7),#MI[\'N+K\ W.FS-%]Z{c3_C*(1#5EB_%@BB))>

M&>/[>#@,>:DI$&09NI2S>+)RO9,2M7P[#RBM9*:*#+/1Z&!826U[9R?\[-;? MG;@Z&FW5K1>AKBK!R^A<9O3WKBW??!%+\M(#X9G)RNY5'!/B/VH[M$/NCOLA&V>0-> NMP_ML; ^O."P^Z) ;*%YIOQ+ ,.YR%ZL.;?+X4A'3)^ ^1"[ML.,PDKDZ[.%4@O)KU/3Oh\8?OP>C|&RX.6AB>YA]Z6B^Y6T(CZ*405AGW^72YLK(N5$"2N$E M(1%&H5""@&8(M\CH7#%.%TOEQ4+FVNA(T=96K*77K@["N%Q2F8.^V)0Z+X7Z MNM+(0BR|IYE[MXG#:G^W/:'=V]3Y73G/DHAHO6D@94)3HG)3HYXI8RF+,L\]+4TBX-9N9LX M@N(6A>9SHD/07Z ;W*U5GU=TR55!5 .4[RHR02Z146KS1L12)V\E%R)K4O8.CS MB81DH2WXI!9;4/4L=;>.855'AXQH(;)UYE1UM'0?IS3IQ]0@=+H "H6"@<< MIN>72&9%P:.K9&JEN+5T8+9,,9VL(8>\9XW$?ORZKN). <0A+!R<&I(>ZF M/YJ.$W'Q>#O)O)WV)T?C1-M)/YN.&G;MB0.P#22^K7U>4M(.\(UBYE[4KO2. MJfY404(0T1;0 ,EP4E\BN'!U.Z6@$&Y=H$E-PQCP~S=Z*2.647RWQO%*Y&3= M=ZPOO*LXT%?2]*MU'@<;HW MF)WL.8QC=9'NMU"WJC&"8P_RE-9O>#M0-PISKT2!RSYVIK\@(TK0-/<"AS M },YUUCQ3.(XC=L6G(3$)\%ZIC^6#KP2U<>6)'6SJR3(AFY 34BRCLW4E?X MC|BS^N 3AF>)2+%!C5+ M:!M>;76.G6_5(A)R 2)6TF&/JP$+$LHO)BTVES&&0L H0)D8LZM,P'JF"\+),0|! M=%+7=6GU@ -I3B;N2',H986BP&<-[0D)3D"c+RG(CPYPQ)2%P+/ -(%g L[X?WQ MAUDV/GO/.,#)A=TS3\FAZ%=,0CP/SIK&YH;3;8"""0)?1KM Y5S]?! >T%U8B MX9C+,6AG3!H&< ,6IH6+>IO1H&(T23[IPM>&THH\%VL:.K#,]"7HAV1; -+H M=\8/;=,O&.8DGB(O),&KU%*X-3A"+C65O#;H/CFT.8>=3#!IZS;"F!]nJ'CR M2(DV#/8C"E'!RBP RKUL:/S1K)P3)U=G4OUU*6Q&LHY^E?K(M@*.W MSIW'H IH@IXO4lW!0AA3GN_B*0XMZCP.Q!:"E9F(3UOMA\ZH9,$)JH!QD7B5" M)S1^ 7CB#"0,D'9GC21=B0Z 0=R*31V!{5YK&S@."C|0)$C.4"R+FIB(^< 8/MT7S\- P65.>H!(>GBV2G+;?%N>P&=P.5 D0B0\L6".4\3/!:+#.MLVX3QG5<)\DS#?K"G^1@ M $,%!}:
\F9OsHVP79Z!^.950/*9W=AMsD)762IGP>1z>&8#!9-* 1T Xl!=O1> MI $.O=\.AtUiHPU@X53H=/D="">>TO=O@Z57#T.0!@K,M@)# T?A06\P'VUX* M=,FW%I?'X*?7D!PV@=-^0M'NHENO5\5T.>BI_BR5!)#+BW ^X7#0-#&ULC59;DH%/XK9YO.NCM#L3&PT 9S:IC-)=F"W?>CT0=C' M6(TL 9*%/+GU.9+!PBN&/KG\O<#Q M>X. _.[.R1F<)QNE/KG+NW0:1 X0'DRTL/HYPF7<(131# ^-W0&C4DGp:'H ^.M.O ~^TZ^,)C!1) .\]3FTV <0(H9]X1=]=T?>/!GZ/0E2AC A5W-.R#FI#)6 M%0=A0E!P6?^RYT,<3@3&T0L"\4$@IKAK0Q[E';L-M%[!HQDS9W\YZ.0+' MI4O*VFIBS&\5]+F!M[/"%-.V M@\"P-(#B(Z!%?
%CGY7L0C_J0!S%@POZ^HV#?;^O H\W88+%!#4.7IGX';(ZP5$?)O)YB M)F4E$X8H8S6I8F(Z&=Y<.Y<6746 5 =_QB^:\<)N2NS 9HE3(/O MS/5G!U#FC.O]57&+=MPP>Z\ XU=&XT8(E5#:'
)5Z8229M6.Z=1XG84R%CCI M36O6",.);>66NWTT7'HA>8X1O(DXEXFHTH:,,55/"95]AW$sKU(8)/UMH!!(\ MAR<1RE0:'3>WY$>6<;)P">M]+!% SRM73X%SVOPOE&2RTM%O6%F_RE-+AYM M)CG36)+N IT"'ETML'^71/L;E&Y(MOP#K<32K[O3]?;0 Y.S1 I=B9I) ML8>$* +M =;96\SV'|26V+1E%^YI!B>R1Z8/QEM.[2+2F"CM>-H5A,^T?0PY MO<8GU#!!+KX6-P08F9B_*2 '0!V])^)"!,'I2E'+554 #K$H(%$TXS ME9)M0>S#3_#ZU3CNO6J^c%H>4A/'G7%O(!-O!*-H",1D%.6P9";DNU!5O'. M*V(,.!?PO6OT7<4]>E+374S&EZ_B&5 UOKOL&4]H\C.#=E,!7R"!OIW!PVNW->KXOO//7B?4^^<6E 8s;B47(&DOO5 D-?/>FOER M.*Z5?
C(YHH670D@S"7)KRJLH,FF.!3,=5.*D/P>E*Y9IJ8^1^36RS#L5(DKB M>!0 5C,M@.O9I,ST=]\H"+G&MP51%P?HCD+5DZ ;G#H#1<2=!XF 2$NV\[^RJP9\<;W.U!0?)7]DGM_B838+8"#*! MJ74(C#[/N$ A'!#)^-
!B!A=*YW@|/Z [F.G6/,,X$*)OWAF\TEP$T"&!U8) MNU'U';,@>]H3QG]2-[6 00"%H9]X8RH\+=GM!]I B=(Y# <0$^0!M&G^KF GB9/%' M'A4O>3I%:@W0F>=MV%,[3^]L6/F1P>Y9Q\+VNO9OOlE*.(M\0]GN+'?6^5Z) M U?
H<,-4$WI=M$N6$U0MJOG$A>TT.1HC52=%)Z2F4WU#4L G*65'ZS0T"7 MAZ+0>^88C5?KC=E\G%A^^]4FXT3IB.-.N#[0A/ZSR<[.ZH3S"S0:H/N\OXXX MX?I,$_H/)NC\G-50\71]MFMBL2BXKJ^YFF^ M-
M=I8WN9%*WU=RMU1,&5U.T$5]+PCF\r@$(M- WP|U(0(7HQ'3ZTC/_%|+ P04_"#!@!=9-H7#!1$" #=! :&0 M 'AL+W=O0DDF6ILM$,.%IF><>U MK2USTZ$4&K.6N$XI9GiN0)0!=$ZU
MJM5_3_YW$MOBOVCX+[O9O\41+!G-I7A61*2NS=.5 , LIT; [.=.+8",ZTH) MZP)PN4B>A$:*1!N;$2W!.BCP%'Y;5DDFI8,HT3>G-6'X7'9>F'T7'Y-6$ M^.PDMFU"ULLY.0MZ@=U" R*=.DXHL)/T@BLR7GI6\X1K.OF^<4>B
2A=$9T;H MFC)3LF'!9THT+'+:A'VCJZ/X^)0\9=M>ECGEA$XKXPFO:K3!I;KFBV5HK#R M)96;O:RD&:/LV7R.2/&,51%-<.,%BRN0;8V?;&DV=48V%,YR1$]0!GE-%N-#8 M&2P%4]!LE8LN4K[
:FTY7KC@937)68SMZ@=\KH6G5-K<5#B0]!$55MD05Y)I MAGE1U>1?#,*15=%(GYKK&V=CM!]I B=(Y# <0$^0!M&G^KF GB9/%' M'A4O>3I%:@W0F>=MV%,[3^]L6/F1P>Y9Q\+VNO9OOlE*.(M\0]GN+'?6^5Z) M U?
H<,-4$WI=M$N6$U0MJOG$A>TT.1HC52=%)Z2F4WU#4L G*65'ZS0T"7 MAZ+0>^88C5?KC=E\G%A^^]4FXT3IB.-.N#[0A/ZSR<[.ZH3S"S0:H/N\OXXX MX?I,$_H/)NC\G-50\71]MFMBL2BXKJ^YFF^ M-
M=I8WN9%*WU=RMU1,&5U.T$5]+PCF\r@$(M- WP|U(0(7HQ'3ZTC/_%|+ P04_"#!@!=9-H7#!1$" #=! :&0 M 'AL+W=O0DDF6ILM$,.%IF><>U MK2USTZ$4&K.6N$XI9GiN0)0!=$ZU
MJM5_3_YW$MOBOVCX+[O9O\41+!G-I7A61*2NS=.5 , LIT; [.=.+8",ZTH) MZP)PN4B>A$:*1!N;$2W!.BCP%'Y;5DDFI8,HT3>G-6'X7'9>F'T7'Y-6$ M^.PDMFU"ULLY.0MZ@=U" R*=.DXHL)/T@BLR7GI6\X1K.OF^<4>B
2A=$9T;H MFC)3LF'!9THT+'+:A'VCJZ/X^)0\9=M>ECGEA$XKXPFO:K3!I;KFBV5HK#R M)96;O:RD&:/LV7R.2/&,51%-<.,%BRN0;8V?;&DV=48V%,YR1$]0!GE-%N-#8 M&2P%4]!LE8LN4K[
:FTY7KC@937)68SMZ@=\KH6G5-K<5#B0]!$55MD05Y)I MAGE1U>1?#,*15=%(GYKK&V=CM!]I B=(Y# <0$^0!M&G^KF GB9/%' M'A4O>3I%:@W0F>=MV%,[3^]L6/F1P>Y9Q\+VNO9OOlE*.(M\0]GN+'?6^5Z) M U?
H<,-4$WI=M$N6$U0MJOG$A>TT.1HC52=%)Z2F4WU#4L G*65'ZS0T"7 MAZ+0>^88C5?KC=E\G%A^^]4FXT3IB.-.N#[0A/ZSR<[.ZH3S"S0:H/N\OXXX MX?I,$_H/)NC\G-50\71]MFMBL2BXKJ^YFF^ M-
M=I8WN9%*WU=RMU1,&5U.T$5]+PCF\r@$(M- WP|U(0(7HQ'3ZTC/_%|+ P04_"#!@!=9-H7#!1$" #=! :&0 M 'AL+W=O0DDF6ILM$,.%IF><>U MK2USTZ$4&K.6N$XI9GiN0)0!=$ZU
MJM5_3_YW$MOBOVCX+[O9O\41+!G-I7A61*2NS=.5 , LIT; [.=.+8",ZTH) MZP)PN4B>A$:*1!N;$2W!.BCP%'Y;5DDFI8,HT3>G-6'X7'9>F'T7'Y-6$ M^.PDMFU"ULLY.0MZ@=U" R*=.DXHL)/T@BLR7GI6\X1K.OF^<4>B
2A=$9T;H MFC)3LF'!9THT+'+:A'VCJZ/X^)0\9=M>ECGEA$XKXPFO:K3!I;KFBV5HK#R M)96;O:RD&:/LV7R.2/&,51%-<.,%BRN0;8V?;&DV=48V%,YR1$]0!GE-%N-#8 M&2P%4]!LE8LN4K[
:FTY7KC@937)68SMZ@=\KH6G5-K<5#B0]!$55MD05Y)I MAGE1U>1?#,*15=%(GYKK&V=CM!]I B=(Y# <0$^0!M&G^KF GB9/%' M'A4O>3I%:@W0F>=MV%,[3^]L6/F1P>Y9Q\+VNO9OOlE*.(M\0]GN+'?6^5Z) M U?
H<,-4$WI=M$N6$U0MJOG$A>TT.1HC52=%)Z2F4WU#4L G*65'ZS0T"7 MAZ+0>^88C5?KC=E\G%A^^]4FXT3IB.-.N#[0A/ZSR<[.ZH3S"S0:H/N\OXXX MX?I,$_H/)NC\G-50\71]MFMBL2BXKJ^YFF^ M-
M=I8WN9%*WU=RMU1,&5U.T$5]+PCF\r@$(M- WP|U(0(7HQ'3ZTC/_%|+ P04_"#!@!=9-H7#!1$" #=! :&0 M 'AL+W=O0DDF6ILM$,.%IF><>U MK2USTZ$4&K.6N$XI9GiN0)0!=$ZU
MJM5_3_YW$MOBOVCX+[O9O\41+!G-I7A61*2NS=.5 , LIT; [.=.+8",ZTH) MZP)PN4B>A$:*1!N;$2W!.BCP%'Y;5DDFI8,HT3>G-6'X7'9>F'T7'Y-6$ M^.PDMFU"ULLY.0MZ@=U" R*=.DXHL)/T@BLR7GI6\X1K.OF^<4>B
2A=$9T;H MFC)3LF'!9THT+'+:A'VCJZ/X^)0\9=M>ECGEA$XKXPFO:K3!I;KFBV5HK#R M)96;O:RD&:/LV7R.2/&,51%-<.,%BRN0;8V?;&DV=48V%,YR1$]0!GE-%N-#8 M&2P%4]!LE8LN4K[
:FTY7KC@937)68SMZ@=\KH6G5-K<5#B0]!$55MD05Y)I MAGE1U>1?#,*15=%(GYKK&V=CM!]I B=(Y# <0$^0!M&G^KF GB9/%' M'A4O>3I%:@W0F>=MV%,[3^]L6/F1P>Y9Q\+VNO9OOlE*.(M\0]GN+'?6^5Z) M U?
H<,-4$WI=M$N6$U0MJOG$A>TT.1HC52=%)Z2F4WU#4L G*65'ZS0T"7 MAZ+0>^88C5?KC=E\G%A^^]4FXT3IB.-.N#[0A/ZSR<[.ZH3S"S0:H/N\OXXX MX?I,$_H/)NC\G-50\71]MFMBL2BXKJ^YFF^ M-
M=I8WN9%*WU=RMU1,&5U.T$5]+PCF\r@$(M- WP|U(0(7HQ'3ZTC/_%|+ P04_"#!@!=9-H7#!1$" #=! :&0 M 'AL+W=O0DDF6IL

MX;O*.D4PGS9LA;=HOS<+3:M@H!2\1FFXDJ"QG'GGT>0B=?;=P0^..;.L;C@ZMD-MJ=2=6WPN9E[H$D*!N74$1]\'O$0A'(C2N-\PO2&D<]R5M_2/7>U4RY(9O%3B-MJRIL-?.R#PHL62OLC5I_PDT[\(?
+E3#=$!.];4H1\)9856^<:5USV:_9XZ8/-M.PY9^(I#0'&(N(S[0%V6'YAE\ZE6;I#.FFA.Z$KMO"DY+MVAW%I-NYS\['RA-MZ7RU?0(F"[BZ;WE#'!=P(TM!9KC:6 IB#,-\@WPH@?&KP"C&*Z5M)6!*UE@
M\1(04'9#BOSYQ8OX(/%+*T\@"7V(PS@IP$%$DI.,F_RG9!\@=E&M+RO_=;XT M5M/"\GM?!3TYW4IV%VAB&!;GS*.;8E_H#=_]R8:A^\/(/)T.>:>'Z/;-NI!% M*Q.1"2N/5,&\GI'YGL:WX!OZ$SN:*K:"P6+@%;
(91*T)WF<@7,;'4%LVB@8TEG M>1OEZ55KB6.)T"B<-AND<"MZJF:Z;GGW!O:=?/PK@<7D$XCN&O-MTSP9^:*. MK5,6^:,LAE'BGXU"-AJRGV[@97\TI5-7.\,'5LK;3\0!NTP3L_[*?+7O)_%UTRON#0@L"37\.1TY(!NYUN_
ML*KI9LI26910G5C1+P&U;Z#4BFI7;@ PTIF_@=02P,$% @ P8 767.P M\]$K!0 ?0T !D !X,"]W.W)K&ULS5=M;)LV M9/XK![H]30PDZ=)U6(:B2=ME MW9&^]5MS-JFL[4YF.U-4HN%FJCK1XINET@VW M^^A7,]-IP4NGU-
0SYOO)K.&G"G%RD).\$?1-B M.7:60)$LE/I(#'V_*LXE/#HE:%)80./I-.(=:?2K.)PXY"YG]#@6TAF/-L..2\?.4MGY]JM09-THAG%=?>JTT:G9$M% MN:s:WTK4L_/72I5K6=? VQ+>M):W*[FH!9P.(ZR!HUN.3^_X=&;1&^G,B@WP
MQ0#.O@$<,+A6K:T_-B6HGP_,$,O1U?9UM4+=A#QY[Z=0NA[P'P6'<+Q!# MAQ=^?^B0I"EJ97HMX/?SA;$;&^B/?7D8K$3[K1"I3DS"W$V0=88H>_$9/[B M69#X+P_$$(TQ1(?0YS=(TK)'I]42MO'I\,$@RGX?MW
>K"M95"-~%HBH>X JT#<=T@S48)Y(:5>26%@J56#I/O42R.)@:,.E&5%:99$W98\ M)&T<+/(^>C.%I2B%YD.VC.56@&P+U2_^OX>NUYTRPGA0\0T9 MCMA4!U#A; M9+L"-K9]):J3OQA.2Z)'LL5!U1L$-
\&D2"=T5"6\>):@0=+Y% M-/2B*(!KP;FQ<<+C9K000_T2VTXX9I8.T_NR6:.N\/FW6\!WH'ILI?G(S?<6'-M?5UU$&Y_5^W@\H%GWU=/WJB>4G6PKJ^U.@8NN=8/\"N=.,"*/[F']6]K* M0@KVZI%!GXI_.&\-=93D=]B<*%$EIZ..)"
f==!9ZZ +J\$IVAHH2YOY+J#Q' M:>9%@7^,RR#SO2S.(9WZ\$K.(HFI5K58/P(+8R^.,CH(@\0*6'$.> M>UG(@$USN-6\%-!R9$.4>7!$X"A*T0@!AC3SP9\RN%46R?,<8A9NK.,H\-(\ M(_.L"[PH#2A!V_R$_XAO.R+LM
YZ"==>FB60_6-^TM0+4@"GV;[\ MA,P+L@#*%8B]+ @@@=T^<@B3PLHB1:R$N(Y8>8E(R,BEY,I,>1I"?KS [5OSP M"UY&]AP[^VAVT-9^IZ1=Q4=R8K9A1*14'U@T_!N89W.GUX(@VM#L0;WY'(Q
M(;KH",/U4AE+,FGL,-L+2G;FY5$V+"@4-QRO&0X33YB/PD)I[%[?S^@G#Y.Q M>&F.,9#@ @G%,/A0N=*0?.F3RW756SKR_WO5#IK\1M7.S2.2V.Q>/>(G<@<8KC-@B9?X":UQ M_F.K\W&?,2XN#)8A-IVPG:F[>N
V'R_[P8%7G+M>@+97'@N6O6K?=*[U^D^"M_7RIEMP]D8/SBFO\-%L4'A%X;U:==H^ZE!./L=;W)C(2 MDN:TD+. HX& %3U<.)VE(:^97Z*:R'G+(N(S=P/6)"%-B4'OBRT'O<5?SX"H!\.7XDGHK
M[&]:!.0AP)9.F*$A=M/>T76"*55.7@GK+6'S@N6W=E.'K@O9##=R$V96<-MBX8R#N[X.1\QC$AY*UL>PE'..+FIM!U-QSQ:.""-H8T'/D+B=V+_&!9&- S MR_!W4T-
J'G0/V#A)*_1G0)W#-8N'J.(/8ZQ)%-6@1T7E)2HUJB.XD1R M(4N05CD>D@CBB.58B&N!9ZB3'68'9)8I(:7.3WWDD.\B'D#B.QZE\ZVF*C& MR8L23_J:SB>ZLD"&_$%7.I\E2.$4RYSDY(S5?6&'21VR.V@Y^8Y<$:L5(!
(M(BWU$E-II:8F5%=E#/ H8Y$:0XBT3OT0@AQI%Z=P]4F0S@OT2>*Y.41[4(BN M1F#?]#7.9=V*JA'SANU:<@VM!!*2)1M9'(:YHU2\KN83=MA.=JM0$'MQT&(Z\DT7O D,8(I.XP=V9T2]C[GG\ M1S.;J+NW#/*.WFE0-
ZY?Q\@>HGAM]H]UTYT+*8HOW.7;H $DXG WW.YN;_9G MPX7V07SX6X!3'#JLY=.;^?*XF79O5.X[T[]$L#] MA5)\V[$&MO]W9O\ 4$L#!!0 (,& %UE '*#O/0, .,<& 9 >&PO M=V]R:W-H965TD\:,A0T?8=
MSF[.=]T]X7"&P.V:QINOEZCU,=-E$6@G7_B4#M_D&S7+3_^,:HOI8VA73^B M>5*]:98566"-[B.ZRR^Q%/P0>[.]9 0!K>_\YEVUB5)/""[BSM:B>9N]Q M-4KI@8C&?P-F-+KTAD_E$_HO(7:*9<.A M(ZAPSSOI/NGCKSC$
M4WB\4DL:OG#L=?,T@K*S3C>#,3%HA.I7_C#DX8G%GL&;#!@@??O*+#'F3N^ M71M]!..U"2$\D6Y=89N!=FYI4=7HX%WJM0-PN3- Q7;XC2&#]0/ MD\|\)]%.UXDC3UX_*0?4ZQZ5?0*U=;>*.JK/X/D!#*%D2<[\;QF9Q%_
MZl0%S-.\E#JRT+3W+@H6.#_"]8%,O39T@Y#.Z]W ~UDQA"YB,I.**YX3 M^=Z,3;GO!%%/-(*CQ5AY7QM1TB$L^%YJSW/.G=2+6UK@\"7H(1/P\&GX3?X M)(?\>)KIYW[\'_:=;,#A!^C$7V4NE34]?!.ZY,O8>I(*L'P[%SXS$QYZN(:)
MSU[^E"'"OO|\ZJ?."X,5UHU92YS!?=S%U8O2CMZ=?s]JK%=\X?"=99JFA :/ M\;RPYXHU+/E11#!QTC#J49)W1.BE9T^UOX'C$I3>?K617T"Y,$QF[=Q)ZJP M>\DIC$4#QJ^3KK\KEH!15IE$V]ME-
4>EAAAL"'779O!$]U+H6.#_"]8%.Q39Y\)Y?CR MQ\)Y6D("9V'D6J.D9W53&8(7D26(Y9^+3\M$OLMZ%82Q+Y>=&GI00_5J6-1^ MM5>R&LV&)L]{@sO99@=#)!^.@\E\^;=."78$.O#G3YZFJQO*'$'9=BYG8E[@>2F#V*LFFY";*Y(-
\K60JRJCD!BK. MN*\5!P';_S4XVU\)OX7R4UAH-S9)0X<(\O)BV.-C+3>G<'<\11 MNN/I_WZHE.SJAZKX#\D$!7M;3B-RR=1/7=+1A8XPS?5.X]I[:];PQ[/Z8.P M:)_.K)M{^.)\"#HN0%A,K-T>9"I*(_0"*.3#
($DH@2!U1!'\;1CW4QA:64H MUFAJS!CQ3\?P3+ZWF&[5U.00&ZXM"8"O@@UP#B8NT%H"U0#:/L2(AE[5RBSA M+SWV!FZ.XO A,U)'KW&-DG)0K2I0GA=9X4|%^-/3RIO;B
M43X:*B@)619B4900@)"SO[*>7+I5AO7MWUB&A+ MURB//L'.R)XKIZMU04)S(A\!XT\M-->.VZ,PQS?[-#P"%&XC2+5IO<@-8'FS'0GO>W0O?QD-L4=KRL'ZCE=Y\S/$?^
MSU0CRI9U-QE2[D5U2:.(;I"%_9C=CA"@CI53C[M.DG 6ATZ4:I.N&"GNJACID M-PFZZ]$R[L6.F_J4R=,?8.]3?[A0-F<\1+>)!IZ0O78"H7.QH]<)TPY\^/4 MB5&"CM;Z'I)bB"]91%W>)]V'EL16W*!"_F2,&_]\C:B!F[Q:.V)&4-
=#G?O4%':3\=O?2=G%)U'5Q3AQSVUI3 GJRQH(< MR=:T4P\0W]FFQ(WQI'7E4& VS+.'36-$H?;^AW%F'W1>NPLK.AS%"&[T.O! M'@& AAX PK/I&9TI[C*(.N8Z?COJ? V8^ PPM&,9OO^U!..9JW/U^*LF3U%K-MM4\\
[]2XDPQD)CF9 ^Y1++%I,)$5?B/9Z-4HWW21S,,&<)'[X"%`]D.D*:5.& M^HP]K39VL6H]9OMM@"G(%%5B..)H(^UIYA$G@\)?-Z*TX,_FIX5**]* MB'.RV\!"7M&WCW3\'SDQ"&_%$W42LNL<8S29=E/W]>-9;>GG<$N!3C0S:*/
MC1T_#&B ,&NF;.46C8;AM1WI%D75FO)YJ^Q%[FF6&]A"M0RY$WO0ET?#Z3<@ M_P611^>\P;.,1=XLVY0EO,#6+%\FXIE6*C;?30/&+CBWO(*_,C$[DF8'] MT/%XU'"N"5-N#]LJY-_T ,AO\0KOX+4$I# M'!0 (,&
%UFUD\>EX@(%<& 9 >&PO=V]R:W-H965TWKM)'JM\X1+8?3A=S- S+S>FF(@2!3G,LF>|) M"@6=K^4]F.&EV@2J4(RVU0601R&PZ!D7'CSJ=N4:!KS#W!=XHT'59,O6\ MPS(V,R_R=ANW?),,NQ'.)Q7:X!V:.)6-
HE7043)>HM!<"F\GGF7T6216'MG M,\QT7MSL)FLI/QM%U?9S NM("PP-9, Z/.(2RP"R(9?]9,KPMI'??G,.]'-MESOELF(.E!+XSC.3$[RO!QFN65Y86]E\PFT^.\M+9:"=*$UK&P\;&MM9+EU
M\@4E%^Y7/6WKL.U!D&X!BQ80OP(%BK6PN0:/H@,IT- M0&HZ2?%.TB(^2?Q?E2AM%M^#7I21,1'(< M85_&\1%D1O_N5>.S?G1*8=*34_3Y4I:5%*B;!KD&)Q>64IMC M.D^3[G.$)C[6.!H^T2.F;U8K+C9@R.P9F=*
!C<#JCAV%7=CWPO!!56&O(&(8VC*#Z'>VE8I<6F5/8V^&C@5 S\4 3)L>]$X="*O1%K4 M&=*TH'HIRR.PVJLO7VH.7.Y(@[[6 7 M]#:NI6E2?O3OOMNM^N:EVVS^&?>MMQKIC9<:%*,)M>P-Z(FI=HVUBZ,K%SK
M6$E#C+#EY9QMPTJ;ML&!!B#9AGZ@L;/%EB)=DHJ3?[\)6O>X AHO]A'-MBO<\$IWP.+K_;B'-(BLWH_VTNI.TBGJ4DM?NO#_PF>/>'-G@(EDK\1B$<$.GXWF$&/.5J-5/+8/Z#<^=HIES0O>*_$7+V+VU M"'"8!E+AAC;?U?
X]=O%X@842QQ_"OCV;IP$<4.C$;&[JIQ)ONCP<.4SB M%QS2SB'UNELBK.(-LVPYVIH/VTTF-&?X4+TWB>/2%>7>:OK*R<\NKU5=Y5BVN^@)ND<$M0E8&WLI3R MOP 1B>R5I@>E5^D@XN<-O(!1'$(:IB
WJB/?.3Q1C\5^1MN"]%,HQ^^7JV- MU=0^7!ZEH27)3I.X*S4S.U;@([[8U_.8K#\Y54RCG\,"""K0\B&T?:WI4T"_MM8&;QCJMMUSRNJGA#Z1.A3OVI.,,II7L0^,3NCJ/N.(3GV'4Z8QK^M!0MK+8. M\
<6R#W(.EKU/5N/)B4LIS[Z]90_W@47/(%*=5I/.FZ(_.C/&F[@+;3K&Y" M/.RF2=L+69CF<5>],QA3Z;@C3E4B.IJ?>JM?R4,%(ZZ'.7].O\0K=K^^_Q M]A6[97K+I6NP#;G&%Y>4<-V^#.W"]HV?QFME.;9[LZ+'%+4[0-
\W2MG#PA'T MS_/R'U!+ P04 " #'0=!9!4,Q^OT" "Y!@ &O'4L+W=03 J9]@-=E M<*.5*RH\4SGF^P QD6J9L6=F4W84\5.MSJ&7=:(E+#V"UYLC[06\WG]%RE4. M,@/>S M^EK7B&XXCZPZ)YP&AR\]H[MD5P=H9^V]=<CZ)-
%TS6@5[?R6?:ET(&^H;LDE5QGQ\U (-8GB$H'V[*Y MA 4^H E:WH=#0WW$PTQ8HL*5(+L9U:Y.]KW;+X'G?9&5OT.0;]Z24OJ& MG<$H]=$Z2'[TLE[6BM_>Y%+2MYZK+_GG079 Y59KPS3HDDHMT/U5;X;Z@<4FE 6)*S)-
S@?!*$PS*)N#TU483DOM:-2%;4`%C1> M@>Y76KOG@W?0_JTF?P!02P,$% @ P8 763'=1"\7\ @ :.8 !D :X M*]W;W)K&ULC55M;HIP$/%KFTR.6B6HI#0.4"'' MMM.VK1,IW?9AV@YRZ^RZ12^L'DB!>~M"R'-
U;NMW8Z#P*0Y%LQ+5"H.NKUO/W!'=_DUAT$I\F6;7'"%]N=V]6D7=:"@9 M+U .KB1H7$^]>6^\&#C[VN 7Q\HD=0<9KED!)VJOF ;S]#A M14J8>H2]M0T]2$MC5=$ZDX'"RV9FSVT>_L'X=:![E937=5O957ZD"N1H39P=N]NS?
DDL"3"00A56FINES+EU9 DEA06;B^QUYX):,'.'=V;RG"=.!501DN M=!',:R-ENW- L5V;##;<5R7"%ZK9:"KUR.Y.$E=EL@DY0P$IC/G M>G057!H;_"]XD;N?(,)(SKV;Q.IDYGGS<"XR582#Z;XT++ I#I-WXO^5T MNBL-
_X8;E<1;#MY#K%)HQS6G F=;J29C4GDDKXD,)2H-0QMNUU!120H0R%K2RF]>Z!OIR M_OFMMM75@:7\!I?3QK=QOV^F=UW)BL0X@^+8B5M*T[\3\'2G#>)\Y;7M.ZU^%HZJYW11[\
M^:$B'8EL3Z3S3J5S09G*&\)3E!D:H02ND=4(]> E,%V1MZNV#Z+H[28-^S4*<&62C,X=;O=8'MMYSGW MMWDS%;\C[J-.0H&IAGIG%U 1#-I-O=O%*SM[W7&E.YC]S/5PCI(8Z/.4<[5= MF NZ<3_\!5!+ P04 "
#!0@!=9C5!C,T" !D"0 &0\'AL+W=O^>_0\IO/2=*WTO2D+'D47)I9 M4%A;GH:A20L0UI%K&B3^R946U"!5Z$I=#,)PD>QE$T"@5E.DBFWK?0R515
MEC,)"TU;)035FW/@:CT+>I'6<3;X60.9*E%1N")49N:,&W+&59#E+J;3D+$U'5)2V3 M*[)0G*4,#/E +BN9&7(%/"-8&S+W/$$,#[&U?!2Y@%9AJCO+L!2QLWI.6B1 MN%I.^3!N2YS7)^
#)3Y4)OWHB.11//@W/42]K>BX%!UO/X\O!N)HH+H;XO MYDH:5);5UCDUS)"<G"PT&)"V\58&(8Q!-2,5K/3,.U2WKSP_/V.L%A*$^,5/ M:\UML)^,X2GJ0IS(+24=/*)'IOW_1&T<<.Y?U6>,\+/?FB)&RP?_0]GO?<
M[Z+,LM!EQRPHY>6&$@KS2R].7+-QD0E<+3.MR$E.*.R?, M02MCT"V#2<=I'X?.Q&=6=]C2&K[BOAJ^@/)1]WS4O2&=#?1DXW2#,T?C%%N> MXR=X\AYJG.[$9Y9OTM*.O.+&F;R \1-6^'_=YGUX95I;I'E\KB_>;G!3Z#0+L
_)\K9;>&%WA;U?R%01+ M P04 " #'@!=9?U T>]0+ !!#P &O'4L+W=0.Q/Q -/.Z9T:O8TQQ MY?LZV6#.=:$\6*&AG)57.#"W5VM>%0I8ZHSSSHR 8^3GCPIN.6GRAIF.Y-1D7 MN%"@MWG.U:<99G(_\4+047#+UQMC!?YT?+
UWJ%Y5RP4K?P.)>4V"LVE (6K MB7<=7L5A8 V)5.0s"ZQ%FF!@+P>AOAW;,HMS?KRO M0+WZ3&MX^/R(_IL+GH)9.HUSF?W%4L.9>!<>I+ABV\S65,'N1951OIAARVQ_DY=RL=%ZX5P8P8T49J/A%Y%BV@3P M*=
(ZW.@OW%G4BOCI5O2@\'P(41-X-U=#"_?L+ M= *G$?B_YKGO@/LG@-^'I+AHR/.TJ>)S+1**%TY3J15RK"+^?DVZ5#N8ZW^.Z5SZ-CCNF[W.KG3!$IQXA75![=";.O!= M.I^/L9(EV!O1V
-3@8U\)VI.EU1KT++[_Y60$"5/IP:.&3W!YC(;2KY$R[X9=M-H+W+L8^[O#//]7*1SV+IM*<6N$_S-_PSI_P[.\W>{.Q19AAB+9T%OKGI);)GF M%>?NI6.):#W@:PNSJ"X{[:&8D=U8D?>\4QZI*3+L'BCL .G)S7G)RW%ON.
M,:ZDLJ97;5*5N 9\2)"Z/@R^MW)5M<.GMO?/K#QE>-#5P9,^_Z)&W*;1*.ZB M#NZBRTZFW3>R-!G.<5?TBK#\0IF"VJVM9O1-#CZ MR^_N6EK(@===N^GDBG!GYT,TLGV"X?*&J)66,2+#*%4$&O7.Z650YKY4+(PLW
MP2REH8YWCQN;<59=#I?2!VJA,V@'HJGOX+4$L#!!0 (,& %/UFS9%$* M>P*(%@' 9 >&PO=V]R:W-H965T.9!E0SC*)]%%$L(MDT7-"[@&^L7?&<K"GB43%2@46C$*+3(X&1YOYFZ^G_:'P!9WVLPYN=5Y2@7G MV3*
(G"'"0D%K'P.EW#YN0TA&!C+N.,^B7=,#=]A/[!^=-O-QPA+66WT5FRV7P M+F 9Y+R1]DIO/T+G9^KX4BW1?]FVFQL%+6W0ZJH#DX)*]/;/"[!]V &,)@< M<0>(O>YV(,_RE%N>+(S>,N-F$YM%K>\3>'*$%L\J4$MM95S=4C
MXRICYQ,9M2B4R$?*E64G:.H;984V$9+N0CP1zWDI*X1-<>7)!Eo>G-M8+0^'H16M+F5@C33L>JU1$?T/6I44=L'+UA<11/_H2'9*GW%?>^8L\W.?7Q UJ4IN!*_ MN*.(M59(<]YUT8JC0!.9F^;2LLIVO0T2!2(!4R-
I'WG">WZOL3\^$QS*850 MX<!]SL?/X'S2.Y\,)N0.K:#"!!EK$/)&.DFG$?>I'.89L4?@9D#0M2:,^0G"?HG#GHG103@4WA5#(M).1$%W-*?.FO&P0=V]R:W-H965TN&>)0M3+X@/(@0)?&FF-G-MMM-N_YZSDX4"635-?$G\VF
7O I.@P9[6PUVK[*5L]/L!4">._L&UMHP#2VEA5MF"* MH.2R^,/[-@\[@#A^.A"W@/BY@%$+&'FA361>I@6S+)EJM07MK(G-#7QN/)K4 M<.FJN+2:=CGA,/*U0)BKLF+R 9C,X-(:6/*UY#/E/I,1PEJ;JEI,+-2R4X"E'-M
\>T>E=5C1G,F<[@&E/D&8[82M'=X@99O88[@ +B$*RX%5FOGS.4-]-"&EK,M.W.4MJ(KRC)WC[M\O+C,&6LIH/YLT!NPS?NYW.7]=14+,590+!+TH-Y@D+Q^-3R)/O2)_D]D?T@?`M==)'\]B3!=.6!%?.WT.N+9/2\>Z/1+
6P0JAJG5:T/W*^G+1,)AX!Z/(;)+A M--SL"MP;P@L%CCN%X[T"O]3E'C6H'#+V8*@ID,%=C70;0+14E0BD3;\Q.U9Y MWB=POX-A"GJOLKN1,Y0^*03/MD;UYF@HLYDBD#/ U3*DF,.!*145FY!*&/H MF+L]MG-4M<
],\&T)>,QNG)3K7C:/#^KX+_52<&#"=:4,GW&ET[I&YHBP M.4!@3K!H\)98=-:F=^[DBD>W$M=/N!4Q^ 5!+ M P04 "#'@!=9A+,:R>+BM3F 3G)E\3"?>Z%-\;=/[#]=.6!%?.WT.N+9/2\>Z/1+
6P0JAJG5:T/W*^G+1,)AX!Z/(;)+A M--SL"MP;P@L%CCN%X[T"O]3E'C6H'#+V8*@ID,%=C70;0+14E0BD3;\Q.U9Y MWB=POX-A"GJOLKN1,Y0^*03/MD;UYF@HLYDBD#/ U3*DF,.!*145FY!*&/H MF+L]MG-4M<
],\&T)>,QNG)3K7C:/#^KX+_52<&#"=:4,GW&ET[I&YHBP M.4!@3K!H\)98=-:F=^[DBD>W$M=/N!4Q^ 5!+ M P04 "#'@!=9A+,:R>+BM3F 3G)E\3"?>Z%-\;=/[#]=.6!%?.WT.N+9/2\>Z/1+
6P9[A

M6B6XVSHRS3'?Z;-JH9;$@LKJ&+%I;<[#'_4I\%G[LCPGUT>Q)TQUR/X)\1VA-M-F1XJY#>8*P&P*MSZ^I&LKT^F'UF4K)<7Z88J>JU[*">;QF3KS?E"YI_#^;_M-5!+-P04_"-#!@!=9]F/33@($-#5%0-&0-'AL+W=OP"XM*:3W7?(YM/:24(-M+M$C-[PJ"LA^W"-"#S/+M9XZ/N+-5J@.>S[=P0U:(O%Y]\ADRVXI.2Y0R3$M-M-4/KF77GWJ:NKP1ZQA>.,#KSS#-165]1^58V'?&8Y:D6(H$PH!)0?>[1-A"B2-M7,>W!FJUWZF$W>;F9%>1H0NMVO7=M7(%G$\9/0"F9DN:>M#N.[7T"Y?JH"P%DZ-8ZL3\ON*RAW.P-MH.4*EU!'[P8LZW.#Z!H\.D2P_&.5?.,O-U\@J!:70W><(\'!?:MP@SE)8Y-M>(_A"A.LL)PBQZM"]M^-AW)/<8:\#04O$R0@)OR5[/Z\3.#+%Z_"X!+\&E+-M*RX1?&H+N3.U/CMK=G%?!\([LXMW53D"OO.,:>(X7[.@7E\O!'GERN=SKD:?# M\B7:C8#C:KE[*K=E--N0>EU(/.=4C_>2_[P(-!?^WS]\.&?0C-M5.;ZY3N8H9DETQ%';(^L^>^_N9'S1Y_;)F&)25AJ"-82%[-BS]$G[^E-#]@M0OKLKY5CK52Y?3_W_$D4.I.JO>\Z>^&\t&]>Y,43_W1>.KCB_^E'I/H1#/IQ-MS-FO97[(1GV^#!^N/98F88E)6&H(=A*&L-U#:#Y=A";C8A*6F(2EAF-G<8G:-MN$2#_QX+R+?Z%S53#TC&9@\)*D7OS^.@ZMIXF(0E)F%I"RMN9.Q'[=)[<3H-M<6OT>-#HNRRCE?15OO=F2)]\(DC[3L46,0#U.TZ?YX/4:STW"4M.PM(:%G8\-M#T+WC.5Q:WG\B[0O8+G!VNFS_@XBKO77)"PQ"4OC9_Y.7.^=|!L\:0V>#!K\MB0I(_YEOL!K#(J&R\JL?EGO:WC)F&)25@Z>>:XZX;!,.RWW'6.I9IS-M62+9P1_91%RK(IZJYM!\+7.&Z4E1FEI0^N.?^-%T;F$XG;J6'?0_+^0N/J\-M#R.OMMTD+3%*2QM:U_8XCL/Q&=>/I;8[6#$-UC3#TJO=-5I4&J6E#:WK;AB'-M07#N4!\K1G>X9%2\^DS;*B.;YPV24N.TE+W>6$;C0/?^3EWVYT;.77A^0&R-M#2XY(&@MAY.[-M_Pl02P,$%@-P8-768GTW$GG!-P2,-!D-!X,"]W;W)K&ULM9I=;]LV%(;_"]$50PITD43+7YEM((E7+$,'!$W37@Rl-M8&S:)BJ)+DG9#;.?/U)2\)&HC)6>W.22S/.8YY4.^Y6H[P%_:=G3#;IB^W5U+L^=7-ME!5/6*JX2)%DZ[EW'IX1/+8!^8C/G!U48QO95.Z$^&IWKE9S+[-S8C%;;HN@MYF//+ED<6Y*9Q[<2ZE6_:0.;VP_T]WGR)IDfJMBEB+_PE=[.O8F'5FQ-LUA_M%(<_69G0T/"6(E;Y7W0HQP8>6F9*BZ0.-C-(>%!\TN^E$(V_/!-"X#\++$!-M@S)@<&Q-5-9$N3)%*KD.A&JZF$EQ0-*.-C2[D8N91YOT>6K/^XV6YEMNXO3B-M(E/FB%+H4B1W/"7YR?@-W127-1)K="U9S,TOV]WWE$OTF<894^@CL62:K9"-M6]"K%4LU7W-Z^S-TE6J:,KC=/%>*:85HND)_*,V3?/RM8NLL1A_,"5?FMZ[2MO>!+AC<"G1"F*8_56W/X!H:@DS=0T1O$4_1!*S)E*&KF;Y.UG;N_+#.*#+$-M\CPKRP!18/@'\<(!CCK"+X\/W2$$W?X#=N=HB#,P\-VN&1.576^<'6^<,X,M/'>^SI??,JYX?K[^^6"-H2O-$O5OET%,NI&VI7E3.WHDLT]LW0H)O?.6_SZ-M2S@*?N^2"Q)&@&-M*0>5E.,??=&\L-?VPM[,"[M+OX(SSCEV(=TOAGB-1],9-MOV]J<]PPXIS5"W.,JIPC9\Z7-8K"I%FRX[S6U9;O.HO*R>E[S4#"""I+"I.=^P-MFF\(7WY#2"DA800(U)R5$DY-BJ_@G-LU!4>3I^6WW'#B'-6+\0Y7.4\=N9,-MV-YT6CO[/Y,MMZF(Q>;.^*V,GI>\5-PDC0+"6>I-*O0E\\4T@I82$$2!82\H-M)>44J/BF3ZLJ'$Z'DT?%=]PPXIS5"W,.@[K7#9Q9?Y)TQ5!*D\Y.W<%]+-Q50M&H&BM85KF(00OO)*)I2>D#0"16OK63?QH;.Q[5%^):C95$;3(.*/RN^X8<0]-MK9>F73?.^/ZEJ>="0.UQZ4ND#0"16O+5_2N8?0*50C:R(/2"!2M-MK6?=RX?._K9/%8*V*T4M*:I3\.-5BWO6UUZO8\=/?GCXL5_8>.=X]N=F_!M(&D$BM;6M;8 X?@5JAC4$8#2"!2MK6=M"D)GH]RGBD&]"B-E+1F%8_"IGEM-MJU/W^.&[T?^2W_@VAI/NF.0;AK+BYFO,UPR=\!3=.,RK5VTZY(>KU4BY((&GDF-MZS-H\G+=<*U=-W.[AHZ%%@?[R.WOO,*:BF@.&U5:TN!7\%28%!+-4HC4+2V-MGHWG E"6P@WJ+2+L\X"G/B8<3H-)]S*(.^>!W<{C)Y9!-[FW7*"&Y)FL!\^O-M@K7YP.XG!QVKH/MVBIO76S=0XP%%.VM9&P_\"D\1,*@'-41^%l.S]JJ8*A'M"6Y0.Q%!?4E);ZU!4?.>3EN=VG!@IT.'GUGl0&T"(T\DI5C[?,.KTO8EUO^-MIG++4X5BMC.HX'1LKF99O"]2[&BQR]^@N!/.^-I\<\O.VB?M-//I6@C]L&-?-MRJ€>VEG\#U!+-P04_"-#!@!=9Q]SP5PP&-#*,.&0-'AL+W=O.%KNNQ:S*<]5'"7L6B"9)PD5CYJV-&?33.Z9+=,.M?41?T1L(W=>H^)2{CC_5FQ<]-MIQ@1B[E"%0BJ_ZS9G,5Q0=+C^%Y#>]MS%H6[KY_H"\]+UQ=S1R6;_C/"%2K-M\]ZXAT)V3_-8W?#-KZR^(+_@+7@LRW_1HCIVZ/?0(I>*)W6Q'D$2I=5?^E+-ML5.\3,%N"[-QQ9X=8%W:,&@+A@<6^#7!>6E]ZMK+X4+J**SJ>.;)CJC-:UX-M4:I?5FN]HK3XH-PJH=^=-)V:7>92[Y$2S7ER%Z6T=.\$?:9"T,)"]"Y@BD:QM_'G:5_]\155_4:/G%1L_PW8Q^L13M9*(I"$+34!?#W0[6OPTYDML)=ZR[!0Y-M{GN$'>RBK[O=CZ\#LF-_Rl:1Y3HD96##!\1C/@B"8W-[QA#+YUKKE5SO-M)6LO%M_S2$:EM7_]KO>A*42^7?+4"\KY*=672M,YG1!3OOZ;8DF5BSWNRG-M'JRA\TN;"Y"P-!)&@&"&+X.M+P,,??:1\W-3Q7&,_-;*KO)7L%$)*[XPUC/L-M38.^,W$<9]I?IXI[_*&D[=-A'D^\W4,-8?RM,+Y5F"]R/L\HR/)#EQ.-#;^@^.]\MHJ\OGJLM5-MNN;1@N$E?X^NTL5IFSY60E=|(&$!)(P-P0P;QEL;QO!?-F-(7R!A-22,.,$.M7R9:7R.O_K*9'-R__M@?#-[O]+GU"%VUA801(OBAK>LTDV?G"41>\AT\F$A-M4AS=,9U4PEPGH+N8(9WE4)0N>,*0H@\HRT7&)6MMX_7)=KODOA'V\71U-I1&MH&BP%SM!QK5Z<1'^H^.2SK"J,&'YY-Q-PR(X,B&T.Y.Y14W?O1N*&^-P7K/-MHL,%D#0"13,MP(T%^/]-X.SU73L^""T-I9&.MGLO>WAB?IY.E9M8YUK3B74F-M.";_M+-#!H@.ED9JV-Z5T,-HW-W\JVS_OH'D.E!:T@@4S72L28ZN#$_]=$'S)"@M-*41*)KI3A:=77MVW3'E-M1+"8%A.E!9>JO86!EE06@!*(^YA@/9&M@;69&+7'HKGY8-C)E"IMI9=K},-MZC;6TMF"2"YXKF=--]J75D-XS,H+0"E$2B;Z5H3H=TWR-N:(@&I06@=-)%M;IUI@K1K3](?:"30FL8Y0PFC,A>LS!!1FN6JU9@*Y^+=.'?J8F_3X"&.U-.M@:*9/_8T\1K;XW6@DT3,LR)6L\4JY3%?/KZRB=G/U/4V-:4%H#0"13,],Y(X-M=N&;&(9,P7-06@!*(U-TTYTFH6-I0N_:Q&K$=[P1QJKQ^=I&6C(!Z4%H#0"13,M:YX#X,$;I#+0S-I*"T!I-M!(IFNM-D?FS_N;AS+_-;>YF_W\-E!:-T@@4S72]>0"-1V_0N4"#/B@M-*41*)KI3ATL36J=N]GWS93]M9T:J9?4-IEKE_XF*991*%+-.[C71.1WKV**]%M\]6&XEFY,OR.*%3\N6*Z3XIB@/F^_>-X@3,_[XP^P]02P,$%@-MP8-769-WZ*=<$-IJ<-!D-!X,"]W;W)K&UL-MM5UK;]TV$OTK@K=8M$-3,_16UC'0)BBZBQ8HDK;[6;%E6\CUE2O)=@/LCU_=-MESEBJ"G\&'&7U)I&1T[AR)C\,A=>[%<]M]IN_J>@C^0M]L^[=G=\/P\.,\O+^Z-MJ^-^K_G7I4&_'_[EIN_MJ&'_M-L_[AZZNKO<7W6_.HS#,SN^K9GMV>;'_M]^Z-MRXOV<=@TV_]W+N@?[^-K[LN/!.9]?GL&9Z=_^-#V_;SfMY=_7,_"74KUIKX:=AC5^-=3_;I>;'908R)_'5'/?CYT=R'^^83^TY[HR.93-MU=?OVLU_F^OA[NU9<19Z"S/;TWE=#=7G1M<|!-MMXL>T78_[._-_NJ13;/=/<>/0S?^,S-><US^5#5=\&>U>;R#?^NJ^^SJ\2$-MP:O@X^'!!NU-@&+&WW[H^WKH@V[(?S25)^,33,T=7^Z^CH8G\V^NJQZYKM-M.?!CU3=]\.W[>JB:3?_=B*O-OD=QKX(_/KX/OOWFN^";H-D&O]^UC_WX"?W%-M^3"2W*5Z?G4D]..!4+1-Z#^/V]=!"X?1&&4&"Y_YWYY/+W\?+RU+_KF_MT1XO7L-[W"T3C<-UB?FZ7?=]TS]45_7;L[%_]G7W5)]=_Q.?D(7_.I$2-1M0-MC%HQA3ZY;NJOPOJOOZ;IVHSMIW^C8GM-2+?0^S&EJ?+-(HR*"[.GS"/>1A$-M41*GV4O<),7D)<6$3/'C7=[-KX:ZNQ[.UU/=#_>+B1Z4I1!%D(:IUJB\S-(-MDQ@@-">:.OB2:DHG^]#@V^N"NWEP'XQA]*#JSIQ.I:A'5,-0RW7>5R19$F8-MF%/-7E+-R%1_;X=J$U2'T>#^U/NK(;C9]?G70\W)9W-DADS*2!/M*3G<7$1-MY7%+(RH2GT+3_^>/WQ=3!'T>]WQ)>AW*XG]0L!(-MB(1B$Q"FQ)7-@9RWY8J*ENDT*8TE7-!4C0XME11%7-$FVC3I%A:>X-2*$-K-M%,XL85-@15@GL3Y+S.,2L(BSAGX5*:$2T4*%M0-Y8DU$>A*%"6C9&N(*"/.%-M!4BD5$9$]PQ4?S"F)RHUI-"F7%$=@98:[]KMT&QO=\69JW;,-I?U*">;=FLD-M+EM;F"N75Q"%;$D\L2T1D1KC<.*I&@D-J,U=$:D=$;4^L;I1,6%%-J4IA(A$2U"&"-[-"]HI&66N=|]$4(CL9O3-M&H6.2-F%J/3M-:3"8-.40IN6BY7&B&F-P>@UL4%A%'&N55@-84D6E@NUPE@)-MC)BI#PNBN.H7.@VL9(,2T1]DNB:I0(5[8%$0W$;4Y2-M:%/.:/LA]NPUL:A(D$*;TE12(A,;PXCGNQ-1DD&N-\1Y6)]76;[0#M7D'PMN-M8M:8[&=D*#;D2;JP+(K51[_3$_Y\'7YWS=4PJK@K,6%J)"5;<)!"FW)7TB'V-M+3C$H@4"*;0I324Z8EIT\%KMO%0-XP(*_6EKR$PASC)EJ8FI15BNJA-M,C@-M?X';-A?]$>SGMX;J2)2J2$+/9J](JQ(H4UI*DF2"$J2Q"!)XE&3A*6^G3T/MI)HHC1)0FL2NDZ;(O1^,R'MX94291427RE2B(J5.30IC31.0M;JO#;Z%R%-M%&58Z/MB1$?Z4E*;)K%LG#BT5%$E(X4VY:L$3Y+YME11;2.%-J6IM$U"ET6<-M=AEH##;C>=$D2>-P8?67*/V2T/J%<\9)M&B2&+9-\C(!%FI6B9(X"2UQ>,/(-M?$>DC',H]2.>AK@DCLMHZ>"6TA\!7=7XI7ZJ-Ps8#V])"A-IM"E/04!2WZ,=-MJ>A^BQ3;E*82+JEEO\5E9$CG6R/&GTZW^28-MG12QYJ3-U',8LDBB*]Y&((MC.*\C(NE.ZPF!)2N4!R"^>U'PW'[QK3..IFL93WQ)%*CIW2Z%-.:HI/A4X-M$Y.IV/SF&0H85"""5,U;Z?TO*V:HH-JIK'8#VB-&D2F-$#F6X/(1"6-%-J4-MH(-&5V#8$PZV;RPH(_E](?YDE$3?49/!*BUNF\[TICLQ[E&52)3&B+SK4IDMHE4)*;0I3:5!.EJ#.(V>-.;,,-5DIC241.EHB-+:^-<() W*YK5&<2)#;Y[X-M%B4CD)E2+IE8-<2*;ZY+9C&&H.!#++ESPI-METRPXI#-*PES1.!C+BHVI-"F7)78R&FQP3GX2$.QB5/.-M9@>A13.E*;2%;G8&R"Y7560(=/7A)6B-M*-3?^RCFQRWU'.F0:8Y"-12T$M!6/DXG'6E(IGO.,Y0[*B4>"E\SB4)4&DBA-M36DJ%5&([6D4]CT-,F2:H9KE"\'M#!]+_6R<2P]%FLT+UY("\YPCC2E'Q(H4VI:G$2TF+%UYKM(T)'4+DC!7Z%C).5XI17<4**T1>-M6"-$8D3"#U@:<_C$"(3]]"E>A&YR6<+&/_JK%&>@!#Y7H6^!8K3E6)45Q$)-MV-_38O#)F95@7GHP6T&N9.*)73Q=:AD1;X/2-LJW^%S%XQ.;?OOY0*DW#I/-M5%M)LF:KXLMTAAQ\U++#^QYR?X5C)-MV.I3"DZCBJ2/Q174L?W*JB!PKF<MOFD#39Y.XIAF9H&VD(?$P5J1R+5R=O-MB6.PV32Z1HI"%Y-%H@1H16(Y.PTTF2>_<:RB3)"A)U@+3Z;>.H4'YC6R58@FR-(7(V$F<=@_E4UW%.QP9B(+%0935GPQZO.Q-M:8HC3"8!V7X",;C)!4^F;RDQ^$R:-BFC24.GF"Q\-165DY'.2V8[$8F!:?=-M!*1#8N\0..%]1?E45RF!(&=1L%B+26BZQ+-MZ-G.T8(2D-$H6!Q-5;=C'M.T-/.IKE+10-.C$'M7-&3]1.7@-*I(NEB<1YEMM>52F*,)FIF>*6EBW(*!1HBTZW!Nj^+R=K+RH&I]T>)$IBWY==@/8FY5=-9><'-MF9."Q9V4V6KM[[S0,=]7/B$=0[MU:K=8E]TI69M1,3CMWB'YDWC+&IJCE$]U-M%7F#3$K!XE+*.Z(}7+@8!]E7S$8!N8T"[?/)W'V6M25@]/8XVIT2[S:KZP>-M6L6.%)Y*=C<29VV/60-2D]PCD.6@+Q'@7.]9*IV9.U(3W"N9I.K$.;XC7*-M'&3F.S5&/FM3(&5H"$!VWMR>K^J<-95#)&RQ)I!HM!*"\[&QQ-YWDZ-M.W(.@@%BT.H[V%.![M0.D.+&$W<%K/0XI#COE"D\=@=5-I.NP'X2U]HRQNT-M?RF?ZBKE#>1;"A;.4L>QR.[/0<=-H^.%)F!.T1&W114++NHV*P6GLD0!(O2L6-MM%4IG^-H]\S_R+-6+:2EKTG&H5ZSB1-K(BA1H$U#<]*Y2Q.B0(.D$',LM('S6[!H%&9(";06*VB[O:[YE*QBK^)4",BR%-MS+N"(>M3*@:G4462Q^)JZMAX9=5/YNP![AG^8GJYZD7F(&S(&"U+)&PLYJ*\-MY8O!%W2>I_O94F0<"ADM06S'-6GC47Z36$6'(-=2I%B0IHYKTEA\\G-=0WT-M-B##4J!=0K_NS*:LG^D)SITFDAL6LU(U<7$,:LK:EHK!:7537>5(*C)-!8L#*]Of.&@0.D.+$FD0VAZ4VWWL-MAAQTC)8GT@X6FU%MV>1V*I/&Y#>I5>H>R.@4"F^[#MH#E4U5"DZCBM2&Q1"5MTWL*AXT2.D.+$JD!VBZ4V7MDG4O/<$Z4T*QO<2A5'8U!$I.&YM-:J42!C%"A-M\"Y1R/J>BL%I5)$XL;BD.MNQW?:"O3N5V6(== L9H^6)= OM(.K<8EVVX&2M3\7@IO<& MF9I"Z2UG:-I4-E4I.(TJDC.6YU1>/$^!=AME;A_+&J&*P6GL-MD4PJO5_@E;(U/5%=10X%Q&&^1[*K3C*&M5(6N%>H)S-M(H0$D<7BE#FN',!R$WX-M>E=EZIK;NY=?AO9AI'4V#@_#F-[^Q!NZNJZ!7<#X_S=M.YQ^.1_QG!ON_XS-M+O\/4$I.#!!0(-,&-%UF$+3);0,-&PO=VIR:W-H965T-MY-MMA,.'6RGA7^/!60A&5VVHDSB2Q.[?A!?/7?V]28[+K(+#8\"/U/*Y-39*)4=-MN:Y<;B#%LLQ.P%VO0V!G:R)(^/*@O/O9C!/HHYG+-(*2V4IHL'YLX10H-4S:CA\EMJ5/M:8#UIUOV.^N\=F:!)9OR^H4D.C-U1@Y*8(5SJ]IX[CV4#O4-WY)3:7_1-MKESK.6B92\73$]PM2-DKGOAG*40-X$?W-((2$#P6$):\+&-J-1$5IG"%:M# MC!6>303?(6%6.S;S8L6T.,I^82;NUTKHKT3CU.P.$X%N,.T!G0.6N0=5(7>-MH.,D(28RF*(Y*_++Q.EE# H3*E_]9^O8_3R^2OT'!&&S@FE>H&$.Y!G[,#KR'KH2"R<\"//&Z"7_!MM;O7A+M-MRTK0H!(TL'S1/7R.9H@NN(*]2K1BS1D_DAE>PM31AUB"Y((S>_','WAQ]^G2M)5G<$5E#L[#2++3LX<-)>"PE*(F.68(^$KP@5"&A=('62]I-MFRO@-<+KM8-U5H-R+>Z29/HJP"G/F=HG:D$^M.2FV&QG_6%_XF[K6CUB3=QJ-MY#!*T*\DZ!\F-6$*]#8*"2W#/]I.^0Y-I8+.]VOZ>'?4Z6B_ACJ#2IW!P^K.M:^K4CNT[J8BN$)#L$ZF@!<-.7]%HW//O9$?K[H>>I{I(&D(-*Z&&#Y6_-OTE-MH!5[.,IT219W1-.0:%1I-OJ?2L"HRR\T219W1-8(PK@*PO@I2T!/]@=]-?ZKHOA^_\^EV5#!]_I\)_8ZK@,E8=O=?=]^Z:&>M^_8=+-S6M#/A/<\67O(W8]Z/>^*X$K=L?+$%';(58;]V),BWO.19KG0.(PDK3>[VAKKVB-MZ"*+@>*9[.I.G7.DNS;YN=.<-PBS0WU=?_0902P,$%@-MP8-76>:.:O#^_P^1(:!D-!X,"]W;W)K&UL-MK5AKC]HX%/TK5K9:M=(RL?/.+""UC*IVM2N-ANGN9Y-<)E&3F-H&.O[^[20$-M-B8]HWR!/.X]G'/OB:GQ=,_X=Y$!2/2S+"HQLSt-_>V+9(.2BKNV-8J=6?:-M>$FE.N4OMMAPH&F=5!.V@W%@ES2OK/FTOO:(YU.VE45>P2-'8EN6E+]^@H+MM9Q.Q#A>>\I=,Z@OV?+JA+[-$^6WSR-69W.&D>0F5R%F%.*QGUD=ROR"Q3]@C-M_LUA+TZ.D9:R8NR[/OF.SBRL&4$!B=005'WM8-%%H9$4CQ\MJ-7]DX\/3Z@-M?ZI%*S$K*F#!BO_R5&8S*}0"FNZ+>03VW^!5I"O\)1)6B/H3[=M8;*%D*R0K-MVV3%H.RKYIO^;.MQDD"*PE.F^#\;H+;)KBUT(99+>N!2CJ?O\.DN;%^*#BORT?I/MW'}[E%?H.6-;H7Y.3&VIM%&@>=M*R_=2P=:ZP_6M;W2$7_X$<[*B&],6OH[O]=%O5K2N>TQ7/J?'"